

Internal Revenue Service

Department of the Treasury

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Person to Contact:

Telephone Number:

Refer Reply To:

CC:DOM:CORP:4 PLR-110683-99

Date:

July 15, 1999

We respond to your May 10, 1999 request for a letter ruling supplementing our letter ruling dated April 14, 1999 (the "Prior Letter Ruling"). The legend abbreviations, Summary of Facts, Proposed Transactions, Representations, and Caveats appearing in the Prior Letter Ruling are incorporated by reference.

Distributing and Controlled represent in the Prior Letter Ruling that any share repurchases made by Controlled after the Distribution will meet the requirements of section 4.05(1)(b) of Rev. Proc. 96-30, 1996-1 C.B. 696, 705. Controlled now intends to make such repurchases through a combination of open market purchases and a tender offer. Distributing and Controlled represent that there is no plan or intention for the combined purchases by Controlled pursuant to the tender offer and open market purchases to equal or exceed 20 percent of the total outstanding stock of Controlled, or for Controlled to purchase shares pursuant to the tender offer from any of Controlled's officers or directors.

Based solely on the information and representations submitted in the original and supplemental requests, we rule that the additional information and representation will have no adverse effect on the Prior Letter Ruling and that the Prior Letter Ruling retains full force and effect.

This ruling is directed only to the taxpayers who requested it. Section 6110(k)(3) provides that it may not be used or cited as precedent.

Each taxpayer affected by the Prior Ruling Letter should attach a copy of that letter and of this supplemental letter to its federal income tax return for the taxable year in which the transactions covered by these letters are completed.

Under a power of attorney on file in this office, a copy of this supplemental letter will be forwarded to the taxpayer.

Sincerely yours,

Assistant Chief Counsel (Corporate)

By: *Wayne T. Murray*

Wayne T. Murray
Senior Technician/Reviewer
Branch 4