

## PART 922—NATIONAL MARINE SANCTUARY PROGRAM REGULATIONS

1. The authority citation for Part 922 continues to read as follows:

**Authority:** 16 U.S.C. 1431 et seq.

2. In § 922.92, revise the section heading to read as follows:

**§ 922.92 Prohibited or otherwise regulated activities—Sanctuary-wide.**

\* \* \* \* \*

3. In § 922.93, revise paragraph (a) to read as follows:

**§ 922.93 Permit procedures and criteria.**

(a) A person may conduct an activity prohibited by § 922.92(a)(1) through (a)(10) and § 922.94 if conducted in accordance within the scope, purpose, manner, terms and conditions of a permit issued under this section and § 922.48.

\* \* \* \* \*

4. Add § 922.94 to Subpart I to read as follows:

**§ 922.94 Prohibited or otherwise regulated activities—Research area.**

In addition to the prohibitions set out in § 922.92, which apply throughout the Sanctuary, the following activities are prohibited and thus unlawful for any person to conduct or cause to be conducted within the research area described in Appendix A to this subpart. The exceptions described in § 922.92(a) and (b) also apply to the prohibitions in this section:

(a)(1)(i) Injuring, catching, harvesting, or collecting, or attempting to injure, catch, harvest, or collect, any marine organism, or any part thereof, living or dead.

(ii) There shall be a rebuttable presumption that any marine organism or part thereof referenced in this paragraph found in the possession of a person within the research area has been collected from the research area.

(2) Using any fishing gear or means for fishing, or possessing, or carrying any fishing gear or means for fishing unless such gear or means is stowed and not available for immediate use while on board a vessel transiting through the research area without interruption or for valid law enforcement purposes.

(3) Diving.

(4) Stopping a vessel in the research area.

(b) [Reserved]

5. Add Appendix A to Subpart I to read as follows:

## Appendix A to Subpart I of Part 922— Gray's Reef National Marine Sanctuary Research Area Boundary Coordinates

[Coordinates listed in this Appendix are unprojected (Geographic) and based on the North American Datum of 1983.]

The research area boundary is defined by the coordinates provided in Table 1 and the following textual description. The research area boundary extends from Point 1, the southwest corner of the sanctuary, to Point 2 along a straight line following the western boundary of the Sanctuary. It then extends along a straight line from Point 2 to Point 3, which is on the eastern boundary of GRNMS. The boundary then follows the eastern boundary line of the sanctuary southward until it intersects the line of the southern boundary of GRNMS at Point 4, the southeastern corner of the sanctuary. The last straight line is defined by connecting Point 4 and Point 5, along the southern boundary of the GRNMS.

TABLE 1—COORDINATES FOR THE  
RESEARCH AREA

Point ID	Latitude (north)	Longitude (west)
1 .....	31.36250 N .....	–80.92111 W
2 .....	31.38444 N .....	–80.92111 W
3 .....	31.38444 N .....	–80.82806 W
4 .....	31.36250 N .....	–80.82806 W
5 .....	31.36250 N .....	–80.92111 W

[FR Doc. 2010–22567 Filed 9–10–10; 11:15 am]

**BILLING CODE 3510–NK–P**

## COMMODITY FUTURES TRADING COMMISSION

### 17 CFR Part 4

**RIN 3038–AC46**

### Commodity Pool Operations: Relief From Compliance With Certain Disclosure, Reporting and Recordkeeping Requirements for Registered CPOs of Commodity Pools Listed for Trading on a National Securities Exchange; CPO Registration Exemption for Certain Independent Directors or Trustees of These Commodity Pools; Correction

**AGENCY:** Commodity Futures Trading Commission.

**ACTION:** Notice of proposed rulemaking; correction.

**SUMMARY:** This document corrects a missing e-mail address in a proposed rule published in the **Federal Register** of September 9, 2010, regarding relief from certain disclosure, reporting and recordkeeping requirements that Commission staff previously has issued on a case-by-case basis to commodity pool operators (CPOs).

**FOR FURTHER INFORMATION CONTACT:** David A. Stawick, 202–418–5071.

### Correction

In proposed rule FR Doc. 2010–22395, beginning on page 54794 in the issue of September 9, 2010, make the following correction. In the **ADDRESSES** section, add the e-mail address *etfcpoexemptcomment@cftc.gov* in the place of “[email address TBD]”.

Dated: September 9, 2010.

**David A. Stawick,**

*Secretary of the Commission.*

[FR Doc. 2010–22906 Filed 9–13–10; 8:45 am]

**BILLING CODE P**

## DEPARTMENT OF THE TREASURY

### Internal Revenue Service

### 26 CFR Part 1

**[REG–142800–09]**

**RIN 1545–BI96**

### Guidance Regarding Deferred Discharge of Indebtedness Income of Corporations and Deferred Original Issue Discount Deductions; Correction

**AGENCY:** Internal Revenue Service (IRS), Treasury.

**ACTION:** Correction to notice of proposed rulemaking by cross-reference to temporary regulations.

**SUMMARY:** This document contains a correction to a notice of proposed rulemaking by cross-reference to temporary regulations (REG–142800–09) that was published in the **Federal Register** on Friday, August 13, 2010 (75 FR 49428) primarily affecting C corporations regarding the acceleration of deferred discharge of indebtedness (COD) income (deferred COD income) and deferred original issue discount (OID) deductions (deferred OID deductions) under section 108(i)(5)(D), and the calculation of earnings and profits as a result of an election under section 108(i). In addition, these regulations provide rules applicable to all taxpayers regarding deferred OID deductions under section 108(i) as a result of a reacquisition of an applicable debt instrument by an issuer or related party.

**FOR FURTHER INFORMATION CONTACT:** Concerning the proposed regulations, Robert M. Rhyne, (202) 622–7790 and Rubin B. Ranat, (202) 622–7530 (not toll-free numbers).

**SUPPLEMENTARY INFORMATION:**

## Background

The correction notice that is the subject of this document is under section 108 of the Internal Revenue Code.

## Need for Correction

As published, the notice of proposed rulemaking by cross-reference to temporary regulations (REG-142800-09) contains an error that may prove to be misleading and is in need of clarification.

## Correction of Publication

Accordingly, the publication of the notice of proposed rulemaking by cross-reference to temporary regulations (REG-142800-09), which was the subject of FR Doc. 2010-20059, is corrected as follows:

On page 49429, column 2, in the authority citation for part 1, the language “Section 1.108(i)-0T also issued under 26 U.S.C. 108(i)(7). \* \* \*” is removed and the language “Section 1.108(i)-0T also issued under 26 U.S.C. 108(i)(7) and 1502. \* \* \*” is added in its place.

**LaNita Van Dyke,**

*Chief, Publications and Regulations Branch,  
Legal Processing Division, Associate Chief  
Counsel, Procedure and Administration.*

[FR Doc. 2010-22791 Filed 9-13-10; 8:45 am]

**BILLING CODE 4830-01-P**

## DEPARTMENT OF THE TREASURY

### Internal Revenue Service

### 26 CFR Part 301

[REG-119921-09]

RIN 1545-B169

### Series LLCs and Cell Companies

**AGENCY:** Internal Revenue Service (IRS), Treasury.

**ACTION:** Notice of proposed rulemaking.

**SUMMARY:** This document contains proposed regulations regarding the classification for Federal tax purposes of a series of a domestic series limited liability company (LLC), a cell of a domestic cell company, or a foreign series or cell that conducts an insurance business. The proposed regulations provide that, whether or not a series of a domestic series LLC, a cell of a domestic cell company, or a foreign series or cell that conducts an insurance business is a juridical person for local law purposes, for Federal tax purposes it is treated as an entity formed under local law. Classification of a series or cell that is treated as a separate entity

for Federal tax purposes generally is determined under the same rules that govern the classification of other types of separate entities. The proposed regulations provide examples illustrating the application of the rule. The proposed regulations will affect domestic series LLCs; domestic cell companies; foreign series, or cells that conduct insurance businesses; and their owners.

**DATES:** Written or electronic comments and requests for a public hearing must be received by December 13, 2010.

**ADDRESSES:** Send submissions to: CC:PA:LPD:PR (REG-119921-09), Room 5203, Internal Revenue Service, PO Box 7604, Ben Franklin Station, Washington, DC 20044. Submissions may be hand-delivered Monday through Friday between the hours of 8 a.m. and 4 p.m. to CC:PA:LPD:PR (REG-119921-09), Courier's Desk, Internal Revenue Service, 1111 Constitution Avenue, NW., Washington, DC, or sent electronically, via the Federal eRulemaking portal at <http://www.regulations.gov> (IRS REG-119921-09).

### FOR FURTHER INFORMATION CONTACT:

Concerning the proposed regulations, Joy Spies, (202) 622-3050; concerning submissions of comments, Oluwafunmilayo (Funmi) Taylor, (202) 622-7180 (not toll-free numbers).

### SUPPLEMENTARY INFORMATION:

### Background

#### 1. Introduction

A number of States have enacted statutes providing for the creation of entities that may establish series, including limited liability companies (series LLCs). In general, series LLC statutes provide that a limited liability company may establish separate series. Although series of a series LLC generally are not treated as separate entities for State law purposes and, thus, cannot have members, each series has “associated” with it specified members, assets, rights, obligations, and investment objectives or business purposes. Members’ association with one or more particular series is comparable to direct ownership by the members in such series, in that their rights, duties, and powers with respect to the series are direct and specifically identified. If the conditions enumerated in the relevant statute are satisfied, the debts, liabilities, and obligations of one series generally are enforceable only against the assets of that series and not against assets of other series or of the series LLC.

Certain jurisdictions have enacted statutes providing for entities similar to

the series LLC. For example, certain statutes provide for the chartering of a legal entity (or the establishment of cells) under a structure commonly known as a protected cell company, segregated account company or segregated portfolio company (cell company). A cell company may establish multiple accounts, or cells, each of which has its own name and is identified with a specific participant, but generally is not treated under local law as a legal entity distinct from the cell company. The assets of each cell are statutorily protected from the creditors of any other cell and from the creditors of the cell company.

Under current law, there is little specific guidance regarding whether for Federal tax purposes a series (or cell) is treated as an entity separate from other series or the series LLC (or other cells or the cell company, as the case may be), or whether the company and all of its series (or cells) should be treated as a single entity.

Notice 2008-19 (2008-5 IRB 366) requested comments on proposed guidance concerning issues that arise if arrangements entered into by a cell constitute insurance for Federal income tax purposes. The notice also requested comments on the need for guidance concerning similar segregated arrangements that do not involve insurance. The IRS received a number of comments requesting guidance for similar arrangements not involving insurance, including series LLCs and cell companies. These comments generally recommended that series and cells should be treated as separate entities for Federal tax purposes if they are established under a statute with provisions similar to the series LLC statutes currently in effect in several States. The IRS and Treasury Department generally agree with these comments. *See* § 601.601(d)(2)(ii)(b).

### 2. Entity Classification for Federal Tax Purposes

#### A. Regulatory Framework

Sections 301.7701-1 through 301.7701-4 of the Procedure and Administration Regulations provide the framework for determining an organization’s entity classification for Federal tax purposes. Classification of an organization depends on whether the organization is treated as: (i) A separate entity under § 301.7701-1, (ii) a “business entity” within the meaning of § 301.7701-2(a) or a trust under § 301.7701-4, and (iii) an “eligible entity” under § 301.7701-3.

Section 301.7701-1(a)(1) provides that the determination of whether an