

Duties Act 1997 – Section 273B(2)

This form must be used for applications made **before** the acquisition of an interest in a landholder, where the acquisition will occur on or **after** 1 February 2024.

Application for Concessional Duty: Corporate Consolidation Transaction – Pre-transaction

A **Corporate consolidation transaction** is an acquisition of an interest in a landholder (within the meaning of Chapter 4) that:

- a) Is made to interpose a corporation (the head corporation) between another corporation (the affected corporation) and the holders of the affected corporation's securities, and
- b) Is a transfer or an acquisition of securities of:
 - i. the affected corporation by the head corporation for which the only consideration given by the head corporation is the issue or transfer of its securities to the person from whom the affected corporation's securities were transferred or acquired, or
 - ii. the head corporation by a holder of securities of the affected corporation

Corporation security (includes a unit trust scheme) of a corporation means:

- a) In the case of a corporation other than a unit trust scheme, an issued share of the corporation, or
- b) In the case of a unit trust scheme, a unit issued under the scheme.

Supporting documentation/information checklist

You must provide the following to support this application:

Cover letter explaining the proposed acquisition.

A copy of the share or unit register of the affected corporation(s) as at the date of the application.

- if the provided register(s) are not dated, include a written statement from a relevant officeholder as evidence that they are current as at the date of the application.
- if the Corporate Group contains any foreign entities, and any foreign entity is not required to maintain a register by law, provide a company extract or equivalent accompanied by a letter from a relevant officeholder confirming that the foreign entity is not required to maintain a register by law.

If there is more than one affected corporation, confirmation as to how and when the shares or units of each affected corporation will be acquired

A copy of the share or unit register of the head corporation as at the date of the application.

- if the provided register is not dated, include a written statement from a relevant officeholder as evidence that the register is current as at the date of the application.
- if the head corporation is a foreign entity and is not required to maintain a register by law, provide a company extract or equivalent accompanied by a letter from a relevant officeholder confirming that the corporation is not required to maintain a register by law.

A complete copy of the most recent financial statements for the head corporation.

Copies of endorsed trust deeds if either an affected corporation(s) or the head corporation is a trust.

Copies of any draft documents or instruments to be entered into in relation to the proposed acquisition.

Completing the application

- Under the *Taxation Administration Act 1996*, it is an offence to knowingly give false or misleading information or omit information¹
- This application must be completed in seeking concessional duty for a proposed acquisition of an interest in a landholder (within the meaning of Chapter 4) through a corporate consolidation
- This application must be completed by a director of the head corporation
- If you need more room, complete your answers on a separate sheet and attach to this form
- **Applicant must provide the required information specifically noted in this form. Failure to provide the requested information will result in your application being rejected.**

Applicant's details

Corporation name		
Address		
Suburb	State	Postcode
Contact name	Daytime phone no. ()	
Email address		

Details of corporate consolidation

Name of corporation ➤ If a unit trust scheme, include the name of trustee	ACN/ABN	Date of incorporation or establishment	Number of Issued Securities
Head Corporation:			
Trustee name (if applicable):			
Affected Corporation:			
Trustee name (if applicable):			

Will the head corporation hold dutiable property or a vehicle or an interest in a corporation **immediately before** the acquisition occurs?

Yes No

Is there more than one affected corporation?

Yes No

If Yes, confirm as to how and when the shares or units of each affected corporations will be acquired.

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Security holder(s) before and after consolidation

Name(s) of Security holder(s)	Before consolidation		After consolidation	
	Affected Corporation		Head Corporation	
	Number of securities held	% security holding	Number of securities held or to be held	% security holding

Details of the estimated value of all the landholdings and goods of the affected corporation(s) including constructive ownership of landholdings and other property through linked entities and discretionary trusts.

Land in NSW (includes interest in land)

The property is described as (title reference)	
situated at street no and address	
Suburb	State
Estimated value of this dutiable property \$	

Goods in NSW

Estimated value of this dutiable property \$
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Undertaking

The applicant corporation undertakes:

1. to advise the Chief Commissioner in writing as soon as practicable, if any material change to matters disclosed in this application occurs on or before the relevant acquisition, and
2. to abide by any other conditions subject to which approval is given, and
3. to advise the Chief Commissioner in writing if any such conditions are not met, and
4. to pay full landholder duty assessed on the acquisition if any such conditions are not met and if approval is revoked.

Declaration

I, (Name of director)	
a director of	Date (DD/MM/YYYY)

do solemnly and sincerely declare that:

1. I am authorised by the applicant corporation to make this declaration on its behalf.
2. The transaction will be a corporate consolidation transaction as defined.
3. The only consideration given by the head corporation for the transfer or acquisition will be the issue or transfer of its securities to the person(s) from whom the affected corporation's securities will be transferred or acquired.
4. The head corporation will not hold dutiable property or a vehicle or an interest in a corporation immediately before the acquisition occurs.
5. The undertaking given in this application is complied with.

Under the *Taxation Administration Act 1996*, it is an offence to knowingly give false or misleading information or omit information¹

I declare that all information provided is true and correct in every particular.


¹ Penalties of up to 1,000 penalty units or 2 years imprisonment (or both) may apply.

Privacy statement

Your information is being collected by Revenue NSW under authority of the *Duties Act 1997*. We collect your information for administration of your duty obligations. Revenue NSW takes the protection and privacy of your personal information seriously by handling personal information in a responsible manner and in accordance with the NSW Privacy Laws: *Privacy and Personal Information Protection Act 1998* and *Health Records and Information Privacy Act 2002*.

Your information may be provided to third parties as required or permitted by law. Please refer to the [Revenue NSW Privacy Policy](#) for information on how to access or amend your personal information, or to make a privacy complaint.

Contact details

 1300 139 814* (Monday – Friday, 8.30 am – 5.00 pm)

*Interstate clients please call (02) 7808 6900

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