

Harry Knapp
VIA E-MAIL: hjknapp@sbcglobal.net

RE: Corporate Merger

Dear Mr. Knapp:

ISSUE: This office is in receipt of your e-mail dated November 12, 2013, wherein you indicate you are the president of Golf Management Corp. ("GMC") and Pheasant Ridge, Inc. ("PRI"). You explain that GMC holds a golf course license and manages Pheasant Ridge Golf Course, which is owned by PRI. You further indicate that the ownership of GMC and PRI is the same. To simplify management of the golf course, you explain that you intend to merge GMC into PRI and transfer the liquor license to PRI. You ask whether there are any issues with such a transfer of which you should be concerned.

Records maintained by the Pennsylvania Liquor Control Board ("Board") indicate that GMC holds Privately-owned Public Golf Course Liquor License No. PGR-182 (LID 46585) for premises located at 6065 Rittman Road, Gibsonia, Pennsylvania.

OPINION: Typically, the transfer of ownership of a license from one entity to another requires the filing of a transfer application with the Board. However, if the merger of GMC and PRI is a merger or consolidation as provided for in section 1929 of the Corporation Code [15 Pa.C.S.A Section 1929, as interpreted in *Sante Fe Energy Resources, Inc. v. Manners*, 635 A.2d 648 (Pa. Super. 1993)], you would not be required to file a transfer application because the merger would not constitute a transfer.

If the merger of GMC and PRI falls under the auspices of *Santa Fe*, you would still need to submit an Application for Correction to License, Permits or Agent's Registration and the required fees to the Board's Bureau of Licensing ("Licensing"). Both the forms for a transfer of a license and the forms for a correction to license may be obtained by contacting Licensing at (717) 783-8250 or by visiting the Board's website at www.lcb.state.pa.us, and clicking on "Licensee," then "Applications/Forms Overview," then "Forms," and selecting "PLCB-959."

Further, you indicated that your deceased brother's estate now owns GMC and PRI. Therefore, you will also need to file an Application for Notice of Change in the Officers, Directors, Stockholders or Manager of Licensed Corporation, Except Clubs. That form may be obtained by contacting Licensing or by visiting the Board's website, and clicking on "Licensee," then "Applications/Forms Overview," then "Forms," and selecting "PLCB-866."

Please do not hesitate to contact this office should you have additional questions.

THIS OPINION APPLIES ONLY TO THE FACTUAL SITUATION DESCRIBED HEREIN AND DOES NOT INSULATE THE LICENSEE OR OTHERS FROM CONSEQUENCES OF CONDUCT OCCURRING PRIOR TO ITS ISSUANCE. THE PROPRIETY OF THE PROPOSED CONDUCT HAS BEEN ADDRESSED ONLY UNDER THE LIQUOR CODE AND REGULATIONS. THE LAWS AND POLICIES ON WHICH THIS OPINION IS BASED ARE SUBJECT TO CHANGE BY THE LEGISLATURE OR THE PENNSYLVANIA LIQUOR CONTROL BOARD.

Very truly yours,

FAITH S. DIEHL
CHIEF COUNSEL

cc: Pennsylvania State Police,
Bureau of Liquor Control Enforcement
Jerry W. Waters, Director of Office of Regulatory Affairs
Tisha Albert, Director, Bureau of Licensing
Jeffrey Lawrence, Assistant Director, Bureau of Licensing

LCB Advisory Opinion No. 13-522