

Internal Revenue Service

Number: **200928026**

Release Date: 7/10/2009

Index Number: 9100.00-00, 1361.05-00

Department of the Treasury

Washington, DC 20224

Third Party Communication: None

Date of Communication: Not Applicable

Person To Contact:

, ID No.

Telephone Number:

Refer Reply To:

CC:PSI:B02

PLR-151523-08

Date:

March 30, 2009

Legend

X =

Y =

Z =

State =

Date =

Dear :

This responds to a letter dated December 5, 2008, submitted on behalf of X, requesting that the Service grant X an extension of time under § 301.9100-1(c) of the Procedure and Administration Regulations to elect to treat Y and Z as a qualified subchapter S subsidiaries (QSubs) for federal tax purposes.

The information submitted states that X was incorporated under the laws of State on Date. Also on Date, the stock of Y and Z, which were in existence prior to the formation of X, was contributed to X and they became wholly owned subsidiaries of X. X had intended to elect to treat Y and Z as QSubs effective as of the date of contribution of the Y and Z stock to X. However, due to inadvertence, X failed to timely file Forms 8869, Qualified Subchapter S Subsidiary Election, for either Y or Z.

X represents that X, Y and Z have filed tax returns for all of the relevant tax years

that are not inconsistent with the tax treatment of Y and Z as QSubs from the date of the contribution of Y and Z to X.

Section 1362(a) generally provides that a small business corporation may elect to be an S corporation.

Section 1361(b)(3)(B) defines a QSub as a domestic corporation which is not an ineligible corporation, if 100 percent of the stock of the corporation is owned by the S corporation, and the S corporation elects to treat the corporation as a qualified subchapter S subsidiary.

Section 1.1361-3(a) of the Income Tax Regulations prescribes the time and manner for making an election to be classified a qualified subchapter S subsidiary.

Section 1.1361-3(a)(4) provides that an election to treat an eligible subsidiary as a qualified subchapter S subsidiary may be effective up to two months and 15 days prior to the date the election is filed or not more than 12 months after the election is filed. The proper form for making the election is Form 8869, Qualified Subchapter S Subsidiary.

Section 301.9100-1(c) provides that the Commissioner may grant a reasonable extension of time to make a regulatory election, or a statutory election (but no more than 6 months except in the case of a taxpayer who is abroad), under all subtitles of the Internal Revenue Code except subtitles E, G, H, and I. Section 301.9100-1(b) defines the term "regulatory election" as an election whose due date is prescribed by a regulation published in the Federal Register or a revenue ruling, revenue procedure, notice, or announcement published in the Internal Revenue Bulletin.

Section 301.9100-2 provides the rules governing automatic extensions of time for making certain elections.

Section 301.9100-3 provides the standards the Commissioner will use to determine whether to grant an extension of time for regulatory elections that do not meet the requirements of § 301.9100-2. Under § 301.9100-3, a request for relief will be granted when the taxpayer provides evidence to establish to the satisfaction of the Commissioner that (1) the taxpayer acted reasonably and in good faith, and that (2) granting relief will not prejudice the interests of the Government.

Based solely upon the information submitted and the representations made, we conclude that the requirements of § 301.9100 have been satisfied. Accordingly, X is granted an extension of time of 60 days from the date of this letter to file Forms 8869 with the appropriate service center to elect to treat Y and Z as QSubs effective Date. A copy of this letter should be attached to each Form 8869 for Y and Z. Two copies are enclosed for that purpose.

Except for the specific rulings above, we express or imply no opinion concerning the federal income tax consequences of the facts of this case under any other provision of the Code. Specifically, we express no opinion regarding whether X qualifies as a small business corporation under § 1361, or whether Y or Z otherwise meet the definition of QSub under § 1361(b)(3)(B).

This ruling is directed only to the taxpayer requesting it. Section 6110(k)(3) provides that it may not be used or cited as precedent. Pursuant to a power of attorney on file with this office, a copy of this letter is being sent to X's authorized representative.

Sincerely,

Curt G. Wilson
Associate Chief Counsel
(Passthroughs & Special Industries)

Enclosures (3)
Two copies of this letter
Copy for § 6110 purposes