

Internal Revenue Service

Department of the Treasury
Washington, DC 20224

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Person To Contact:
, ID No.

Telephone Number:

Refer Reply To:
CC:PSI:1
PLR-105691-16

Date:
June 01, 2016

Legend

X =

Y =

Z =

State =

Date1 =

Date2 =

Date3 =

Dear _____ :

This letter responds to a letter dated February 19, 2016, submitted on behalf of X by X's authorized representatives, requesting rulings under §§ 301.7701-3(c)(1)(iv) and 301.9100-3 of the Procedure and Administration Regulations.

FACTS

The information submitted states that X was formed as a limited liability company in State. Y is a State corporation. X filed an entity classification election to be treated as an association taxable as a corporation for federal tax purposes effective Date1. Until Date2, X was owned entirely by Z. X represents that Z has at all times been unrelated

to Y. On Date2, Y purchased all of X's membership units from Z for cash consideration. Since Date2, Y has been the sole owner of X.

As a result of the sale, more than 50% of the ownership of X changed. X represents that it is a domestic entity eligible to elect to be treated as an entity disregarded as separate from its owner for federal tax purposes, effective Date3. Date3 is within sixty months of LLC's previous entity classification election effective Date2. X requests the Service's consent under § 301.7701-3(c)(1)(iv) to change its entity classification.

Further, X failed to timely file a valid Form 8832, *Entity Classification Election*, effective Date3. X represents that granting relief to allow it to file a late election to be treated as a disregarded entity will not prejudice the interest of the government. In addition, X represents that it acted reasonably and in good faith, and that no hindsight is involved.

LAW AND ANALYSIS

Section 301.7701-3(a) provides that a business entity that is not classified as a corporation under § 301.7701-2(b)(1), (3), (4), (5), (6), (7), or (8) (an eligible entity) can elect its classification for federal tax purposes. An eligible entity with a single owner can elect to be classified as an association or to be disregarded as an entity separate from its owner.

Section 301.7701-3(b)(1) provides that except as provided in § 301.7701-3(b)(3), unless the entity elects otherwise, a domestic eligible entity is (i) a partnership if it has two or more members; or (ii) disregarded as an entity separate from its owner if it has a single owner.

Section 301.7701-3(c)(1)(i) provides, in part, that an eligible entity may elect to be classified other than as provided under § 301.7701-3(b), or to change its classification, by filing Form 8832 with the service center designated on Form 8832.

Section 301.7701-3(c)(1)(iv) provides that if an eligible entity makes an election under paragraph (c)(1)(i) of this section to change its classification (other than an election made by an existing entity to change its classification as of the effective date of this section), the entity cannot change its classification by election again during the sixty months succeeding the effective date of the election. However, the Commissioner may permit the entity to change its classification by election within the sixty months if more than fifty percent of the ownership interests in the entity as of the effective date of the subsequent election are owned by persons that did not own any interests in the entity on the filing date or on the effective date of the entity's prior election. An election by a newly formed eligible entity that is effective on the date of formation is not considered a change for purposes of this paragraph (c)(1)(iv).

Under § 301.9100-1(c), the Commissioner may grant a reasonable extension of time to make a regulatory election, or a statutory election (but no more than six 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 including an election whose due date is prescribed by a regulation published in the Federal Register, or the revenue ruling, revenue procedure, notice, or announcement published in the Internal Revenue Bulletin.

Sections 301.9100-1 through 301.9100-3 provide the standards that the Commissioner will use to determine whether to grant an extension of time to make an election. Section 301.9100-1(a).

Section 301.9100-2 provides automatic extensions of time for making certain elections. Section 301.9100-3 provides rules for requesting extensions of time for regulatory elections that do not meet the requirements of § 301.9100-2.

Requests for relief under § 301.9100-3 will be granted when the taxpayer provides evidence to establish that the taxpayer acted reasonably and in good faith, and that granting relief will not prejudice the interests of the government.

CONCLUSION

Based on the facts submitted and the representations made, we consent to X changing its classification for federal tax purposes less than 60 months after its previous entity classification election. We further conclude that the requirements of §§ 301.9100-1 and 301.9100-3 have been satisfied. As a result, X is granted an extension of time of 120 days from the date of this letter to make an election to be treated as a disregarded entity for federal tax purposes effective Date³. X must make the election by filing a properly executed Form 8832, *Entity Classification Election*, with the appropriate service center. A copy of this letter should be attached to the form.

This ruling is contingent on X and Y filing within 120 days of this letter any required federal income tax and information returns (including amended returns) consistent with the requested relief. A copy of this letter should be attached to any such forms.

This ruling is directed only to the taxpayer requesting it. Section 6110(k)(3) of the Code provides that it may not be used or cited as precedent.

The rulings contained in this letter are based upon information and representations submitted by the taxpayer and accompanied by a penalty of perjury statement executed by an appropriate party. While this office has not verified any of the material submitted in support of the ruling requests, it is subject to verification on examination.

In accordance with the Power of Attorney on file with this office, a copy of this letter is being sent to your authorized representatives.

Sincerely,

Laura C. Fields

Laura C. Fields

Senior Technician Reviewer, Branch 1

Office of the Associate Chief Counsel

(Passthroughs & Special Industries)

Enclosures (2)

Copy of this letter

Copy for § 6110 purposes

cc: