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Date:
April 19, 2022

LEGEND

X =

A =

B =

C =

D =

E =

F =

Date 1 =

Date 2 =

Date 3 =

State =

Country 1 =

Country 2 =

Country 3 =

Country 4 =

Dear :

This letter responds to a letter dated October 11, 2021, submitted on behalf of X by its authorized representatives, requesting an extension of time under § 301.9100-3 of the Procedure and Administration Regulations to file elections under § 301.7701-3 to treat A, B, C, D, E, and F as disregarded as entities separate from their owners for federal tax purposes.

Facts

Based on the material submitted, X is an S corporation organized under the laws of State. X is the ultimate owner of A, B, C, D, E, and F. A was formed in Country 1 and was acquired by X on Date 1. B was formed in Country 1 and was acquired by X on Date 2. C was formed in Country 2 and was acquired by X on Date 2. D was formed in Country 3 and was acquired by X on Date 2. E was formed in Country 1 and was acquired by X on Date 3. F was formed in Country 4 and was acquired by X on Date 3. From the dates of acquisition, X intended that A, B, C, D, E, and F be treated as disregarded as entities separate from their owners for U.S. federal tax purposes. However, due to inadvertence, X failed to file a timely Forms 8832, Entity Classification Election, electing A, B, C, D, E, and F to be treated as disregarded as entities separate from their owners for federal tax purposes.

X represents that X (as well as A, B, C, D, E, and F) have filed consistently with the relief requested. X represents that granting the requested relief will not prejudice the interests of the government. X further represents that no hindsight is involved in seeking the requested relief and that X has acted reasonably and in good faith.

Law and Analysis

Section 301.7701-3(a) provides, in part, 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 as provided in § 301.7701-3. An eligible entity with at least two members can elect to be classified as either an association (and thus a corporation under § 301.7701-2(b)(2)) or a partnership, and 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)(2) provides that except as provided in § 301.7701-3(b)(3), unless the entity elects otherwise, a foreign eligible entity is (i) a partnership if it has two or

more members and at least one member does not have limited liability, (ii) an association if all members have limited liability, or (iii) disregarded as an entity separate from its owner if it has a single owner that does not have limited liability.

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, Entity Classification Election, with the service center designated on Form 8832.

Section 301.7701-3(c)(1)(iii) provides that an election made under § 301.7701-3(c)(1)(i) will be effective on the date specified by the entity on Form 8832 or on the date filed if no such date is specified on the election form. The effective date specified on Form 8832 cannot be more than 75 days prior to the date on which the election is filed and cannot be more than 12 months after the date on which the election is filed. If an election specifies an effective date more than 75 days prior to the date on which the election is filed, it will be effective 75 days prior to the date it was filed.

Section 301.9100-1(c) provides that the Commissioner in exercising the Commissioner's discretion may grant a reasonable extension of time under the rules set forth in §§ 301.9100-2 and 301.9100-3 to make a regulatory election, or a statutory election (but not more than 6 months except in the case of a taxpayer who is abroad), under all subtitles of the Internal Revenue Code (Code), except subtitles E, G, H, and I.

Section 301.9100-1(b) provides that the term "regulatory election" includes an election whose due date is prescribed by a regulation published in the Federal Register.

Section 301.9100-2 provides the standards the Commissioner will use to determine whether to grant an automatic extension of time for making certain elections.

Section 301.9100-3 provides the guidelines for granting extensions of time for making elections that do not meet the requirements of § 301.9100-2. Section 301.9100-3(a) provides that requests for relief subject to § 301.9100-3 will be granted when the taxpayer provides the evidence (including affidavits described in § 301.9100-3(e)) to establish to the satisfaction of the Commissioner that the taxpayer acted reasonably and in good faith, and the grant of relief will not prejudice the interests of the Government.

Conclusion

Based solely on the facts submitted and the representations made, we conclude that X has satisfied the requirements of § 301.9100-3. As a result, we grant X an extension of time of one hundred twenty (120) days from the date of this letter to file Forms 8832 with the appropriate service center to elect on behalf of A, B, C, D, E, and F to be classified as disregarded as entities separate from their owners for federal tax purposes, effective Date 1, Date 2, and Date 3, as appropriate. A copy of this letter should be attached to the Forms 8832.

This ruling is contingent on X and its owners filing within 120 days of the date of this letter all required original or amended information and tax returns for all open years consistent with the requested relief. A copy of this letter should be attached to any such returns.

Except as specifically set forth above, we express or imply no opinion concerning the federal tax consequences of the facts of this case under any other provision of the Code and the regulations thereunder. In addition, § 301.9100-1(a) provides that the granting of an extension of time for making an election is not a determination that the taxpayer is otherwise eligible to make the election.

If applicable, these elections to be classified as disregarded as an entity separate from its owner for federal tax purposes are disregarded for purposes of determining the amounts of all § 965 elements of all United States shareholders of X if the election otherwise would change the amount of any § 965 element of any such United States shareholder. See § 1.965-4(c)(2).

We are directing the ruling only to the taxpayer who requested it. Section 6110(k)(3) of the Code provides that it may not be used or cited as precedent.

Pursuant to a power of attorney on file with this office, we are sending a copy of this letter to X's authorized representatives.

The ruling contained in this letter is 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 request, it is subject to verification on examination.

Sincerely,

Holly Porter
Associate Chief Counsel (Passthroughs & Special
Industries)

/s/

Laura C. Fields, Chief
Branch 1
Office of the Associate Chief Counsel
(Passthroughs & Special Industries)

Enclosure:

Copy of this letter for § 6110 purposes

cc: