

Internal Revenue Service

Number: **202548020**

Release Date: 11/28/2025

Index Number: 9100.00-00, 1400Z.02-00

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:ITA:B05

PLR-103559-25

Date:

July 16, 2025

Legend:

Taxpayer	=
Date 1	=
Date 2	=
Date 3	=
Date 4	=
Date 5	=
Date 6	=
Manager	=
Individual A	=
Year 1	=
State	=
Accounting Firm	=
Tax Preparer	=
Operating Agreement	=
Attorney	=

Dear :

This letter responds to Taxpayer's request for a ruling dated Date 1. Specifically, Taxpayer requests relief under §§ 301.9100-1 through 301.9100-3 of the Procedure and Administration Regulations, granting an extension of time to make an election under § 1.1400Z2(d)-1(a)(2)(i) of the Income Tax Regulations to self-certify as a Qualified

Opportunity Fund (QOF), as defined in § 1400Z-2(d) of the Internal Revenue Code (Code). The election would be effective for Taxpayer's initial tax year, a short year which began on Date 2 and ended on Date 4.

FACTS

Taxpayer represents the facts as follows:

Taxpayer is a limited liability company organized under the laws of State on Date 2. Taxpayer is treated as a partnership for Federal income tax purposes. Taxpayer uses the cash method of accounting and the calendar year as its taxable year. Taxpayer's initial tax year, a short year, was from Date 2 through Date 4. Taxpayer is managed by Manager, a limited liability company which, in turn, is managed by Individual A.

The copy of Taxpayer's Operating Agreement reflects that Taxpayer was formed for the purpose of investing in a qualified opportunity zone business and operating as a QOF as defined in § 1400Z-2(d)(1). On Date 3, Individual A emailed Tax Preparer, at Accounting Firm, with Taxpayer's EIN intending to engage Accounting Firm to prepare and timely file the Taxpayer's Year 1 partnership tax return and all related forms and elections to self-certify Taxpayer as a QOF. The Date 3 email included "EIN for Taxpayer" in the subject line and was also sent to Attorney, who drafted Taxpayer's Operating Agreement. Individual A, on behalf of Manager, sent Tax Preparer subsequent emails containing attachments of relevant formation documents including Taxpayer's Operating Agreement. Taxpayer and its affiliated entities had previously engaged Accounting Firm to provide services including the preparation of their income returns.

Tax Preparer intended to request an automatic extension of time to file Taxpayer's partnership return for Year 1 and related documents. Unaware that the request for an automatic extension of time had not been filed, Tax Preparer prepared and electronically filed Taxpayer's Year 1 return with its Form 8996, *Qualified Opportunity Fund*, on Date 5, believing that the return had been filed timely.

On Date 6, Taxpayer received a notice from the Internal Revenue Service (Service) notifying Taxpayer of its failure to timely file its partnership return. Tax Preparer subsequently determined that he had failed to request an automatic extension of time to file the partnership return due to administrative error, and initiated steps to file for this ruling request.

Taxpayer requests that the Service rule that the Form 8996 included with Taxpayer's late-filed partnership return for Year 1 be deemed timely and consequently, Taxpayer's self-certification as a QOF be effective as of the month Taxpayer was formed.

LAW AND ANALYSIS

Section 1400Z-2(e)(4)(A) of the Code directs the Secretary to prescribe regulations or rules for the certification of QOFs. Section 1.1400Z2(d)-1(a)(2) of the Income Tax Regulations provides the rules for an entity to self-certify as a QOF. Section 1.1400Z2(d)-1(a)(2)(i) provides that the entity electing to be certified as a QOF must do so annually on a timely filed return in such form and manner as may be prescribed by the Commissioner of Internal Revenue in the Internal Revenue Service forms or instructions, or in publications or guidance published in the Internal Revenue Bulletin.

To self-certify as a QOF, a taxpayer must file Form 8996, *Qualified Opportunity Fund*, with its tax return for the year to which the certification applies. The Form 8996 must be filed by the due date of the tax return (including extensions). The information provided indicates that Taxpayer did not file its Form 8996 by the due date of its income tax return due to the Tax Preparer's failure to timely file Taxpayer's Year 1 return.

Because § 1.1400Z2(d)-1(a)(2)(i) sets forth the manner and timing for an entity to self-certify as a QOF, these elections are regulatory elections, as defined in § 301.9100-1(b) of the Procedure and Administration Regulations.

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 a regulatory election. Section 301.9100-3(a) provides that requests for extensions of time for regulatory elections (other than automatic extensions covered in § 301.9100-2) will be granted when the taxpayer provides evidence (including affidavits) to establish that the taxpayer acted reasonably and in good faith and the grant of relief will not prejudice the interests of the Government.

Under § 301.9100-3(b) a taxpayer is deemed to have acted reasonably and in good faith if the taxpayer requests relief before the failure to make the regulatory election is discovered by the Service, or reasonably relied on a qualified tax professional, and the tax professional failed to make, or advise the taxpayer to make, the election. However, a taxpayer is not considered to have reasonably relied on a qualified tax professional if the taxpayer knew or should have known that the professional was not competent to render advice on the regulatory election or was not aware of all relevant facts.

In addition, § 301.9100-3(b)(3) provides that a taxpayer is deemed not to have acted reasonably and in good faith if the taxpayer—

- (i) seeks to alter a return position for which an accuracy-related penalty has been or could be imposed under § 6662 at the time the taxpayer requests relief, and the new position requires or permits a regulatory election for which relief is requested;

(ii) was informed in all material respects of the required election and related tax consequences but chose not to make the election; or

(iii) uses hindsight in requesting relief. If specific facts have changed since the original deadline that make the election advantageous to a taxpayer, the Service will not ordinarily grant relief.

Section 301.9100-3(c)(1) provides that the Commissioner will grant a reasonable extension of time to make the regulatory election only when the interests of the Government will not be prejudiced by the granting of relief.

Section 301.9100-3(c)(1)(i) provides that the interests of the Government are prejudiced if granting relief would result in a taxpayer having a lower tax liability in the aggregate for all taxable years affected by the election than the taxpayer would have had if the election had been timely made (taking into account the time value of money).

Section 301.9100-3(c)(1)(ii) provides that the interests of the government are ordinarily prejudiced if the taxable year in which the regulatory election should have been made or any taxable year that would have been affected by the election had it been timely made are closed by the period of limitations on assessment under § 6501(a) before the taxpayer's receipt of a ruling granting relief under this section.

Based on the facts and information submitted and the representations made, we conclude that Taxpayer has acted reasonably and in good faith, and that the granting of relief would not prejudice the interests of the government. Consequently, the Form 8996 attached to Taxpayer's return for Year 1, filed Date 5, is considered timely filed, and Taxpayer has thereby made the election under § 1400Z-2 and § 1.1400Z2(d)-1(a)(2)(i) to self-certify as a QOF for Year 1. Taxpayer should submit a copy of this letter ruling to the Service Center where Taxpayer files its returns along with a cover letter requesting that the Service associate this ruling with the Year 1 return.

This ruling is based upon facts and representations submitted by Taxpayer and accompanied by a penalty of perjury statement executed by an appropriate party. This office has not verified any of the material submitted in support of the request for a ruling. However, as part of an examination process, the Service may verify the factual information, representations, and other data submitted.

Except as expressly provided herein, no opinion is expressed or implied concerning the tax consequences of any aspect of any transaction or item discussed or referenced in this letter. Specifically, we express no opinion, either express or implied, concerning whether any investments made into Taxpayer are qualifying investments as defined in

§ 1.1400Z2(a)–1(b)(34) or whether Taxpayer meets the requirements under § 1400Z-2 and the regulations thereunder to be a QOF.

Further, we express no opinion on whether any interest owned in any entity by Taxpayer qualifies as qualified opportunity zone property, as defined in § 1400Z-2(d)(2), or whether such entity would be treated as a qualified opportunity zone business, as defined in § 1400Z-2(d)(3). We express no opinion regarding the tax treatment of the instant transaction under the provisions of any other sections of the Code or regulations that may be applicable, or regarding the tax treatment of any conditions existing at the time of, or effects resulting from, the instant transaction.

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.

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

Sincerely,

Gerald Semasek
Senior Technician Reviewer, Branch 5
Office of Associate Chief Counsel
(Income Tax & Accounting)

cc: