

Internal Revenue Service

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Department of the Treasury
Washington, DC 20224

Third Party Communication: None
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PLR-116246-25

Date:
February 26, 2026

LEGEND

Taxpayer =
Date 1 =
Date 2 =
Month 1 =
Year 1 =
Year 2 =
Year 3 =
Year 4 =
State Z =
Managers =
Controller =
Advisor =
Firm =

Dear :

This letter responds to Taxpayer’s request, dated Date 2, for a private letter ruling granting an extension of time to make a late regulatory election pursuant to §§ 301.9100-1 and 301.9100-3.¹ Specifically, Taxpayer requests an extension of time to file a Form 8996, *Qualified Opportunity Fund*, (1) self-certify as a Qualified Opportunity Fund (QOF) defined in section 1400Z-2(d); and (2) be treated as a QOF, effective as of Month 1, Year 1, as provided under section 1400Z-2 and § 1.1400Z2(d)-1(a).

¹ Unless otherwise specified, all “section” or “§” references are to sections of the Internal Revenue Code of 1986, as amended, Title 26 U.S.C. (“Code”), or the Treasury Regulations (26 CFR Part 1 or 26 CFR Part 301).

This letter ruling is being issued electronically in accordance with Rev. Proc. 2025-1, 2025-1 I.R.B. 1. A paper copy will not be mailed to Taxpayer.

FACTS

Taxpayer has represented that the facts are as follows:

Taxpayer was organized and incorporated under the laws of State Z on Date 1. As stated in Taxpayer's operating agreement, executed in Month 1, Year 1, Taxpayer was formed for the purpose of being a QOF and to invest in qualified opportunity zone property as defined in section 1400Z-2(d)(2). Taxpayer's annual accounting period is the calendar year, and Taxpayer uses the accrual method of accounting.

Taxpayer engaged Advisor to provide tax advisory and preparation services and Managers relied on Controller to work with Advisor in the preparation of Taxpayer's returns. In Year 2, due to a miscommunication between Controller and Advisor, Advisor prepared a Form 1065, *U.S. Return of Partnership Income*, for Taxpayer which was erroneously marked as final and did not include a Form 8996. Because of the omission, Taxpayer did not timely file Form 8996 for Year 1. In Year 3, Firm discovered the errors and in Year 4 filed an Administrative Adjustment Request for Year 1, which included, among other things, a Form 8996. Taxpayer subsequently filed this request for relief.

LAW AND ANALYSIS

Section 1400Z-2(e)(4)(A) directs the Secretary to prescribe regulations for the certification of QOFs. Section 1.1400Z2(d)-1(a)(2)(i) provides that the self-certification of a QOF must be timely filed and effectuated annually 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 with its tax return for the year to which the certification applies. Form 8996 must be filed by the due date of the tax return (including extensions). The information provided indicates that Taxpayer intended to self-certify as a QOF as of Month 1, Year 1.

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 § 301.9100-3(b)(1).

Sections 301.9100-1 through 301.9100-3 provide the standards the Service 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 changes covered in section 301.9100-2) will be granted when the

taxpayer acted reasonably and in good faith and granting relief will not prejudice the interests of the Government.

Section 301.9100-3(b)(1) provides that a taxpayer is deemed to have acted reasonably and in good faith if the taxpayer—

- (i) Requests relief before the failure to make the regulatory election is discovered by the Service;
- (ii) Failed to make the election because of intervening events beyond the taxpayer's control;
- (iii) Failed to make the election because, after exercising reasonable diligence, the taxpayer was unaware of the necessity for the election;
- (iv) Reasonably relied on the written advice of the Service; or
- (v) Reasonably relied on a qualified tax professional, and the professional failed to make, or advise the taxpayer to make, the election.

Under § 301.9100-3(b)(3), a taxpayer will not be considered to have acted reasonably and in good faith if the taxpayer—

- (i) Seeks to alter a return position for which an accuracy-related penalty could be imposed under section 6662 at the time the taxpayer requests relief and the new position requires a regulatory election for which relief is requested;
- (ii) Was fully informed of the required election and related tax consequences, but chose not to file 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 Service will grant a reasonable extension of time 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).

CONCLUSION

Based solely 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 will not prejudice the interests of the Government. Accordingly, Taxpayer has satisfied the requirements of the regulations for the granting of relief, and Taxpayer's late-filed Form 8996 for Year 1 certifying Taxpayer as a QOF as of Month 1, Year 1, is considered timely filed. Taxpayer has, therefore, elected to self-certify as a QOF under section 1400Z-2 and § 1.1400Z2(d)-1(a)(2)(i) as of Month 1, Year 1. Taxpayer should submit a copy of this letter ruling to the IRS Service Center where Taxpayer files its

income tax returns, together with a cover letter requesting that the Service Center associate this letter ruling with Taxpayer's Year 1 Form 1065.

CAVEATS

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.

This ruling addresses the granting of § 301.9100-3 relief as applied to the election to self-certify Taxpayer as a QOF, as of Month 1, Year 1. Specifically, we have 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 section 1400Z-2 and the regulations thereunder to be a QOF. Further, we also express no opinion on whether any interest owned by Taxpayer in any entity qualifies as qualified opportunity zone property, as defined in section 1400Z-2(d)(2), or whether such entity would be treated as a qualified opportunity zone business, as defined in section 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 Treasury 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 Form 2848, *Power of Attorney and Declaration of Representative*, on file with this office, a copy of this letter is being faxed to your authorized representatives.

Sincerely,

Jonathan A. Dunlap
Assistant to the Branch Chief, Branch 4
(Income Tax & Accounting)

Cc: