

**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:B01  
PLR-148086-05  
Date:  
December 27, 2005

Legend:

X =

Y =

State =

Date 1 =

Entity =

Dear :

This letter is in response to your request, dated September 15, 2005, on behalf of X, seeking relief under §301.9100 of the Procedure and Administration Regulations to file a late election to treat X, for federal tax purposes, as a corporation.

Facts

Based on the materials submitted and representations contained within, we understand the relevant facts to be as follows. X is a domestic wholly-owned subsidiary of Y. X was organized as Entity in accordance with the laws of State on Date 1. X inadvertently failed to make a timely election to be treated as a corporation.

X represents that it was its intention to elect to be treated as an association taxable as a corporation from Date 1. X represents that it has acted reasonably and in

good faith, that granting relief will not prejudice the interests of the government, and that it is not using hindsight in making the election.

### 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. A "business entity" is an entity recognized for federal tax purposes that is not properly classified as a trust under § 301.7701-4 or otherwise subject to special treatment under the Code. Section 301.7701-2(a). An eligible entity with a single owner can elect either to be classified either as an association (and thus a corporation under § 301.7701-2(b)(2)) or as an entity separate from its owner.

Section 301.7701-3(b)(1)(ii) provides that unless a domestic eligible entity elects otherwise, the entity is disregarded as an entity separate from its owner if it has a single owner.

To elect to be classified other than as provided in section 301.7701-3(b), an eligible entity must file Form 8832, Entity Classification Election, with the designated service center. Section 301.7701-3(c)(1)(i). An election can be effective on the date specified on the Form 8832 or on the date filed if no such date is specified. The effective date specified on the Form 8832 cannot be more than 75 days prior to the date the election is filed. Section 301.7701-3(c)(2)(iii).

Sections 301.9100-1 through 301.9100-3 provide the standards 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 extensions of time for making 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. Section 301.9100-3(a).

### Conclusion

Based solely on the facts submitted and representations made, we conclude that the requirements of § 301.9100-3 have been satisfied. Accordingly, X is granted an extension of time of sixty (60) days from the date of this letter to elect to be treated as a corporation for federal tax purposes, effective Date 1. The election should be made by filing Form 8832 with the appropriate service center. A copy of this letter should be attached to the election.

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.

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 the power of attorney on file with this office, a copy of this letter will be sent to your representative.

Sincerely,

Heather C. Maloy  
Heather C. Maloy  
Associate Chief Counsel  
(Passthrough & Special Industries)

Enclosures (2)  
Copy of this letter  
Copy of this letter for section 6110 purposes

cc: