

INTERNAL REVENUE SERVICE

Number: **200129017**
Release Date: 7/20/2001
Index Nos: 9100.00-00, 7701.00-00

CC:PSI:2 - PLR-100609-01

April 17, 2001

X =

Country 1 =

Date 1 =

Date 2 =

Dear :

This is in reply to a letter dated December 20, 2000, submitted by X's authorized representative on behalf of X, requesting a ruling that X be given an extension of time to elect to be classified as a partnership for federal tax purposes.

The information submitted states that prior to Date 2, X, a Country 1 limited liability company, was owned by three Country 1 individuals (Shareholders). On Date 2, Shareholders transferred their interests in Taxpayer to a U.S. limited partnership (Limited Partnership). As a condition precedent to the transfer by Shareholders of their respective interests in X to Limited Partnership, Shareholders agreed to have X elect to be a partnership for U.S. federal income tax purposes effective Date 1.

Section 301.7701-3(a) of the Procedure and Administration Regulations 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 any 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 Internal Revenue Code. Section 301.7701-2(a). 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 as a partnership.

Section 301.7701-3(b)(2)(i) provides that unless a foreign eligible entity elects otherwise, the entity is: (A) a partnership if it has two or more members and at least one member does not have limited liability; (B) an association if all members have limited liability; or (C) disregarded as an entity separate from its owners if it has a single owner that does not have limited liability.

Section 301.7701-3(b)(2)(ii) provides that for purposes of § 301.7701-3(b)(2)(i), a member of a foreign eligible entity has limited liability if the member has no personal liability for the debts of or claims against the entity by reason of being a member.

To elect to be classified other than as provided in § 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 will 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).

Section 301.9100-1(c) provides that the Commissioner has discretion to grant a reasonable extension of time under the rules set forth in § 301.9100-3 to make a regulatory election. Section 301.9100-1(b) defines a regulatory election as an election whose due date is prescribed by a regulation published in the Federal Register, or a revenue ruling, revenue procedure, notice, or announcement published in the Internal Revenue Bulletin.

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).

Based solely on the facts submitted and representations made, we conclude that the requirements of § 301.9100-3 have been satisfied. As a result, X is granted an extension of time retroactive to Date 1, to elect to be treated as a partnership, until 60 days following the date of this letter. A copy of this letter should be attached to the Form 8832.

Except as specifically ruled above, we express no opinion

concerning the federal tax consequences of the transactions described above under any other provisions of the Code. No opinion is expressed about the U.S. tax consequences of the election for X to be treated as a partnership. The ruling set forth in this letter is conditioned upon the facts and representations submitted by X accompanied by a penalties of perjury statement executed by an appropriate party. This office has not verified any of the materials submitted in support of the request for a ruling. Verification of the information, representations, and other data may be required as part of the audit process.

This ruling is directed only to the taxpayers who requested 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 is being sent to X.

Sincerely,

PAUL F. KUGLER
Associate Chief Counsel
(Passthroughs and
Special Industries)

Enclosures: 2
Copy of this letter
Copy for § 6110 purposes