

Internal Revenue Service

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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-115099-14

Date:

September 30, 2014

X =

Y =

Z =

Country =

Date 1 =

Date 2 =

Date 3 =

Year =

Dear

This letter responds to a letter dated March 19, 2014, and subsequent information, 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 an election under § 301.7701-3 to be classified as a disregarded entity for federal tax purposes.

The information submitted provides that X was organized under the laws of Country on Date 1. X represents that it is a foreign entity eligible to elect to be classified as a disregarded entity for federal tax purposes; however, X failed to timely file Form 8832, Entity Classification Election, to be treated as a disregarded entity effective Date 3.

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 guidance on the classification of a foreign eligible entity for federal tax purposes. Unless the entity elects otherwise, a foreign eligible entity is treated as an association if all members have limited liability. A foreign eligible entity with a single owner may elect to be treated as a disregarded entity pursuant to the rules under § 301.7701-3(c). A foreign eligible entity with two or more members is treated as a partnership if at least one member does not have limited liability. A foreign eligible entity with two or more members may elect to be treated as a partnership pursuant to the rules under § 301.7701-3(c).

Section 301.7701-3(c)(1)(i) provides that an eligible entity may make an entity classification election by filing Form 8832 with the appropriate service center. Under § 301.7701-3(c)(1)(iii), this election will be effective on the date specified by the entity on Form 8832 or on the date filed if no such date is specified. The effective date specified on Form 8832 cannot be more than 75 days prior to the date on which the election is 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.

Sections 301.9100-1 through 301.9100-3 provide the standards by which the Commissioner will determine whether to grant an extension of time to make an election. Section 301.9100-2 provides the rules governing automatic extensions of time for making certain elections. Section 301.9100-3 describes the conditions under which the Commissioner will grant requests for relief 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 (1) the taxpayer acted reasonably and in good faith, and (2) granting relief will not prejudice the interests of the government.

Based solely on the facts submitted and representations made, we conclude that X has satisfied the requirements of §§ 301.9100-1 and 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 Form 8832 with the appropriate service center to elect to be classified as a disregarded entity effective Date 3. A copy of this letter should be attached to the Form 8832.

This ruling is contingent on X and the owners of X filing all required Federal income tax and information returns consistent with the requested relief being effective Date 3, before the earlier of the expiration of the statute of limitations of any tax year affected by the granting of the requested relief or 120 days from the date of this letter. Because X is requesting relief effective Date 3, to elect to treat X as a disregarded entity, pursuant to § 301.7701-3(g)(3) X is deemed to liquidate on Date 2. Therefore, pursuant to § 1.367-3(b)(3), the calendar year tax return ending Date 2 of Y (X's owner on Date 3), must include in income as a deemed dividend the all earnings and profits amount, as defined § 1.367-2(d), with respect to its stock in X. These tax returns must also include all required Forms 8858, Information Return of U.S. Persons With Respect to Disregarded Entities, for X. In addition, Y must include a Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, in their Year Federal income tax return that reflects its contribution of X, classified as a disregarded entity, to Z. 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 any aspect of any transaction or item either discussed or referenced in this letter. 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.

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.

Sincerely,

Associate Chief Counsel
(Passthroughs & Special Industries)

By: _____
Bradford R. Poston
Senior Counsel, Branch 3
(Passthroughs & Special Industries)

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