**Internal Revenue Service**

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Department of the Treasury
Washington, DC 20224

Person To Contact:
, ID No.

Telephone Number:

Refer Reply To:
CC:PSI:B01 – PLR-151623-04
Date:
 February 1 2005

Legend:

X           =

State       =

D           =

Dear              :

        This letter responds to the letter received by this office on August 19, 2004, and related correspondence, written on behalf of X, requesting an extension of time under ' 301.9100-1 and ' 301.9100-3 of the Procedure and Administration Regulations to file an entity classification election.

**FACTS**

        The information submitted discloses that X was organized as a limited liability company under the laws of State on D.  X intended to elect to be treated as an association taxable as a corporation for federal tax purposes as of D.  However, Form 8832, Entity Classification Election, was not filed.

**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.  Elections are necessary only when an

eligible entity does not want to be classified under the default classification or when an eligible entity chooses to change its classification.

Section 301.7701-3(b)(1)(i) provides that unless a domestic eligible entity elects otherwise, the entity is a partnership if it has two or more members.

Section 301.7701-3(c)(1)(i) provides that an eligible entity may elect to be classified other than as provided under ' 301.7701-3(b) 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 date specified on Form 8832 cannot be more than 75 days prior to the date on which the election is filed.

Under § 301.9100-1(c), the Commissioner may grant a reasonable extension of time to make a regulatory election, or a statutory election (but no more than six months except in the case of a taxpayer who is abroad), under all subtitles of the Code, except E, G, H, and I. Section 301.9100-1(b) defines the term "regulatory election" as including an election whose deadline is prescribed by a regulation published in the Federal Register.

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 301.9100-2 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.

## CONCLUSION

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 and, therefore, it is granted an extension of time of sixty (60) days from the date of this letter to file a Form 8832 to elect to be treated as an association taxable as a corporation, effective D. A copy of this letter should be attached to the election. A copy is enclosed for that purpose.

Except as specifically set forth above, we express no opinion concerning the federal tax consequences of the facts described above under any other provision of the Internal Revenue Code.

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 mailed to your authorized representative.

Sincerely,

/s/ Heather C. Maloy

Heather C. Maloy
Associate Chief Counsel
(Passthroughs and Special Industries)

Enclosures (2)

Copy of this letter
Copy for ' 6110 purposes