

Internal Revenue Service

Number: **202530008**

Release Date: 7/25/2025

Index Number: 9100.00-00, 1400Z.02-00

Department of the Treasury

Washington, DC 20224

Third Party Communication: None

Date of Communication: Not Applicable

Person To Contact:

, ID No.

Telephone Number:

Refer Reply To:

CC:ITA:B04

PLR-120156-24

Date:

April 29, 2025

LEGEND

Taxpayer =

Manager =

Accounting =

Firm

State Z =

Date 1 =

Date 2 =

Month 1 =

Month 2 =

Year 1 =

Dear :

This letter responds to Taxpayer's request for a private letter ruling, dated Date 2. Specifically, Taxpayer requests an extension of time to file Form 8996, *Qualified Opportunity Fund*, to (1) self-certify the Taxpayer as a Qualified Opportunity Fund (QOF) defined in section 1400Z-2(d) of the Internal Revenue Code (Code) and (2) for the Taxpayer to be treated as a QOF, effective as of Date 1, as provided under section 1400Z-2(d) of the Code and section 1.1400Z2(d)-1(a) of the Income Tax Regulations. This letter ruling is being issued electronically in accordance with Rev. Proc. 2024-1, 2024-1 I.R.B. 1. A paper copy will not be mailed to Taxpayer.

FACTS

Taxpayer was organized as a limited liability company on Date 1, under the laws of State Z, and is classified as a partnership for Federal income tax purposes. Taxpayer

was organized for the purpose of qualifying as a QOF and investing indirectly in qualified opportunity zone property as defined in § 1400Z-2(d)(2). Taxpayer's overall method of accounting is the cash method, and it employs a calendar tax year.

Manager is the managing member of Taxpayer and represents that he has no prior tax-related training or education. In Month 1, Taxpayer consulted with Accounting Firm regarding the formation of Taxpayer. After Taxpayer's formation, Accounting Firm advised Taxpayer of the need to file a timely Form 1065, *U.S. Return of Partnership Income*, and an accompanying Form 8996 to self-certify as a QOF for Year 1. Manager believed that Accounting Firm would timely file Taxpayer's Form 7004, *Application for Automatic Extension of Time to File Certain Business Income Tax, Information, and Other Returns*, for Year 1.

Due to an administrative error, Accounting Firm inadvertently failed to file Taxpayer's Form 7004 by the filing deadline for Year 1. Accounting Firm discovered its failure to timely file Taxpayer's Form 7004 in Month 2 and informed Taxpayer of its mistake. This request for relief under section 301.9100-3 was then prepared and submitted to our office.

LAW AND ANALYSIS

Section 1400Z-2(e)(4)(A) directs the Secretary to prescribe regulations for rules 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. The Form 8996 must be filed by the due date of the tax return (including extensions). The information provided indicates that Taxpayer did not file its Form 8996 by the due date of its Year 1 income tax return (including extensions) as a result of an administrative error by Accounting Firm.

Section 1.1400Z2(d)-1(a)(2)(i) sets forth the manner and timing for electing to be a QOF and electing to self-certify as a QOF. As such, these elections are regulatory elections, as defined in section 301.9100-1(b).

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 a regulatory election.

Section 301.9100-3(a) provides that requests for extensions of time for regulatory elections (other than automatic extensions covered in section 301.9100-2) will be granted when the taxpayer provides evidence (including affidavits) to establish that the

taxpayer acted reasonably and in good faith and the grant of 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.

In addition, section 301.9100-3(b)(3) provides that a taxpayer is deemed not to have acted reasonably and in good faith if the taxpayer—

- (i) seeks to alter a return position for which an accuracy-related penalty has been or could be imposed under section 6662 at the time the taxpayer requests relief, and the new position requires or permits a regulatory election for which relief is requested;
- (ii) was fully informed in all material respects of the required election and related tax consequences but chose not to make 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 Commissioner will grant a reasonable extension of time to make the regulatory election 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). Section 301.9100-3(c)(1)(ii) provides that the interests of the Government are ordinarily prejudiced if the taxable year in which the regulatory election should have been made or any taxable year that would have been affected by the election had it been timely made are closed by the

period of limitations on assessment under section 6501(a) before the taxpayer's receipt of a ruling granting relief under this section.

Taxpayer represents that Taxpayer has not engaged in acts described in section 301.9100-3(b)(3). Taxpayer further represents that granting of the relief under section 301.9100-3 will not result in a lower tax liability for the years affected by the election.

CONCLUSION

Based solely on the facts and information submitted and the representations made in this ruling request, we conclude that Taxpayer has acted reasonably and in good faith and that the granting of relief would not prejudice the interests of the Government. Accordingly, Taxpayer is granted 60 days from the date of this letter to file a Form 8996 to make the election to self-certify as a QOF under section 1400Z-2 and section 1.1400Z2(d)-1(a)(2)(i) as of Date 1. The election must be made on a completed Form 8996 and attached to Taxpayer's tax return for Year 1.

CAVEATS

This ruling is based upon facts and representations submitted by Taxpayer and accompanied by a penalty of perjury statement executed by the 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 section 301.9100-3 relief as applied to the election to self-certify Taxpayer as an QOF by filing Form 8996 for Year 1. 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.

Specifically, we have no opinion, either express or implied, concerning whether any investments made into Taxpayer are qualifying investments as defined in section 1.1400Z-2(a)-1(b)(34), or whether Taxpayer met or meets the requirements under section 1400Z-2 and the regulations thereunder to be a QOF.

Further, we express no opinion on whether any interest in any entity owned by Taxpayer 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). Nor do we express any opinion regarding the tax treatment of the instant transaction under the provisions of any other sections of the Internal Revenue 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) provides that it may not be used or cited as precedent. Enclosed is a copy of the letter ruling showing the deletions proposed to be made when it is disclosed under § 6110.

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 sent to Taxpayer's authorized representatives.

Sincerely,

James Yu
Senior Counsel, Branch 4
Office of Associate Chief Counsel
(Income Tax & Accounting)

Cc: