

## Internal Revenue Service

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Department of the Treasury  
Washington, DC 20224

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, ID No.

Telephone Number:

Refer Reply To:  
CC:PT&E:B03  
PLR-101822-25

Date:  
November 13, 2025

### LEGEND

Company =

Country =

Date =

Dear :

This letter responds to a letter dated December 19, 2024, and subsequent correspondence, submitted on behalf of Company 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 treated as a partnership for federal tax purposes.

### FACTS

According to the information submitted, Company was formed on Date under the laws of Country. Upon formation, Company's default classification was an association taxable as a corporation for federal tax purposes. Company represents that it is a foreign eligible entity, and was eligible and intended to be classified as a partnership for federal tax purposes under § 301.7701-3(c). However, Company failed to timely file Form 8832, Entity Classification Election, electing to be treated as a partnership for

federal tax purposes effective Date. Company represents it acted reasonably and in good faith, and the grant of relief will not prejudice the interests of the Government.

### LAW AND ANALYSIS

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.

Section 301.7701-3(b)(2)(i) provides that, except as provided in § 301.7701-3(b)(3), unless the entity elects otherwise, a foreign eligible 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 owner if it has a single owner that does not have limited liability.

Section 301.7701-3(b)(2)(ii) provides in relevant part 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.

Section 301.7701-3(c)(1)(i) provides, in part, that an eligible entity may elect to be classified other than as provided under § 301.7701-3(b), or to change its classification, by filing Form 8832 with the appropriate service center.

Section 301.7701-3(c)(1)(iii) provides that an election made under § 301.7701-3(c)(1)(i) will be effective on the date specified by the entity on Form 8832 or on the date filed if no date is specified on the election form. The effective date specified on Form 8832 cannot be more than 75 days prior to the date on which the election is filed and cannot be more than 12 months after the date on which the election is filed.

Section 301.9100-1(c) provides that 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 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 or a revenue ruling, revenue procedure, notice, or announcement published in the Internal Revenue Bulletin.

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 the standards the Commissioner will use to

determine whether to grant an automatic extension of time for certain elections. Section 301.9100-3 provides the standards the Commissioner will use to determine whether to grant an extension of time for regulatory elections that do not meet the requirements of § 301.9100-2.

Under § 301.9100-3, a request for relief will be granted when the taxpayer provides evidence (including affidavits described in § 301.9100-3(e)) to establish to the satisfaction of the Commissioner that the taxpayer acted reasonably and in good faith, and the grant of relief will not prejudice the interests of the Government.

### CONCLUSION

Based solely on the information submitted and the representations made, we conclude that Company has satisfied the requirements of §§ 301.9100-1 and 301.9100-3. As a result, Company is granted an extension of time of 120 days from the date of this letter to file Form 8832 with the appropriate service center to elect to be classified as a partnership for federal tax purposes effective Date. A copy of this letter should be attached to the Company's Form 8832.

This ruling is contingent on the Company and its owners filing, within 120 days from the date of this letter all required federal income tax returns and information returns (including amended returns) for all relevant years consistent with the requested relief granted in this letter. These returns include, but are not limited to, Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, such that these forms reflect the consequences of the relief granted in this letter. A copy of this letter should be attached to any such returns. Alternatively, if Company files its tax returns electronically, it may satisfy this requirement by attaching a statement to its returns that provides the date and control number of this letter ruling.

If applicable, Company's election to be classified as a partnership effective Date is disregarded for purposes of determining the amounts of all § 965 elements of all United States shareholders of Company if the election otherwise would change the amount of any § 965 element of any such United States shareholder. See § 1.965-4(c)(2) of the Income Tax Regulations.

Except as expressly provided herein, we express or imply no opinion concerning the federal tax consequences of any aspect of any transaction or item discussed or referenced in this letter. In addition, § 301.9100-1(a) provides that the granting of an extension of time for making an election is not a determination that the taxpayer is otherwise eligible to make the election.

Further, we express no opinion concerning interest, additions to tax, additional amounts or penalties with respect to any taxable year that may be affected by these rulings. For example, we express or imply no opinion as to whether a taxpayer is

entitled to relief from any penalty on the basis that the taxpayer had reasonable cause for failure to file timely any income tax or information returns.

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 information submitted in support of the ruling request, it is subject to verification on examination.

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, we are sending a copy of this letter to Company's authorized representatives.

Sincerely,

Associate Chief Counsel  
(Passthroughs, Trusts, and Estates)

By: \_\_\_\_\_  
Robert D. Alinsky  
Branch Chief, Branch 3  
(Passthroughs, Trusts, and Estates)

Enclosure:

Copy of this letter for § 6110 purposes

PLR-101822-25

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cc: