



Instructions for Form IT-204-LL

Limited Liability Company/Limited Liability Partnership

Filing Fee Payment Form

Changes to limited liability company (LLC) and limited liability partnership (LLP) filing fees and filing due date, and new filing fee for single-member disregarded entities

The amount of the filing fee for LLCs and LLPs that are treated as partnerships for federal income tax purposes and have income from New York sources has increased from \$50 to \$100 multiplied by the total number of members or partners in the LLC/LLP. In addition, the minimum and maximum filing fee amounts have increased from \$305 to \$500, and from \$10,000 to \$25,000 respectively. In addition, for tax years beginning in 2003 and 2004, every single-member LLC (SMLLC) that is a disregarded entity for federal income tax purposes and which has income, gain, loss, or deductions derived from New York sources, must file Form IT-204-LL and is subject to a filing fee of \$100. These changes are effective immediately and apply to tax years beginning in 2003 and 2004.

Effective for tax years beginning in 2003 and after, every LLC and LLP subject to the filing fee must file Form IT-204-LL within 30 days after the last day of its tax year, with full remittance of any filing fee due attached to the form. An LLC or LLP can no longer attach Form IT-204-LL to the front of Form IT-204, Partnership Return.

General Information

Chapter 576 of the Laws of 1994 allows for the formation of LLCs and LLPs in New York State (domestic LLCs or LLPs). In addition, recognition is given under New York State law for LLCs and LLPs formed under the laws of other states (foreign LLCs and LLPs).

Both domestic LLCs and LLPs are required to register with the New York State Department of State. In addition, foreign LLCs and LLPs that wish to carry on or conduct business or activities in New York State must also register with the Department of State. Taxpayers who have questions concerning the registration process should write to the New York State Department of State, 41 State Street, Albany NY 12231-0001, or call (518) 473-3492. Taxpayers who have questions concerning the New York tax treatment of LLCs and LLPs and payment of the filing fee should contact the Tax Department (see *Need help?* on the back of these instructions).

Effective August 8, 1995, certain investment companies that are established and regulated under Article 12 of the New York State Banking Law are able to organize themselves as limited liability investment companies (LLICs). The LLIC option is available only to Article 12 investment companies that serve as holding companies for foreign banking operations. Also, effective July 21, 1997, certain trust companies that are established and regulated under section 102-A of the New York State Banking Law are able to organize themselves as limited liability trust companies (LLTCs). The LLTC option is available only to Article 3 trust companies that do not receive deposits from the general public and are exempt from obtaining insurance of deposits and share accounts. Throughout these instructions, the term *limited liability company* includes a limited liability investment company and a limited liability trust company.

The New York personal income tax and corporation franchise taxes conform with the federal income tax classification of LLCs and LLPs. Accordingly, an LLC or LLP that is treated as a partnership for federal income tax purposes must, if it meets the requirements (see Form IT-204-I), file a New York State partnership return using Form IT-204, Partnership Return. The filing deadline for filing Form IT-204 is April 15, 2005. An LLC or LLP required to file Form IT-204 must also complete and file Form IT-204-LL within 30 days after the last day of the tax year of the LLC, LLP, or disregarded entity. An LLC or LLP that is treated as a corporation for federal income tax purposes must file a New York State corporation franchise tax return.

An SMLLC may choose to be taxed as a corporation or to be disregarded as an entity for federal income tax purposes. If the LLC is disregarded and the single member is an individual, the LLC will be treated as a sole proprietorship for New York personal income tax

purposes. If the LLC is disregarded and the single member is a corporation, the LLC will be considered part of the corporation for New York corporate franchise tax purposes.

Sole proprietorships and partnerships are subject to the law, rules, and regulations under the personal income tax. In addition, an LLC or LLP treated as a partnership for New York personal income and corporate franchise tax purposes may be subject to an annual filing fee which is discussed below.

New York City — Information regarding the tax treatment of an LLC or LLP for purposes of the New York City General Corporation Tax (GCT) and the New York City Unincorporated Business Tax (UBT) is provided in the New York City Department of Finance memorandum 99-1. This memorandum is available on the NYC Department of Finance Web site at www.nyc.gov/finance or by calling their taxpayer assistance line at (718) 935-6000.

Filing fee

Every domestic or foreign LLC or LLP that is required to file a New York State partnership return and that has any income, gain, loss, or deduction from New York sources must pay a New York State filing fee. The amount of the filing fee is \$100 multiplied by the total number of members or partners in the LLC or LLP. However, the fee cannot be less than \$500 or more than \$25,000.

In contrast, a domestic or foreign LLC is not subject to the filing fee if it does not have any income, gain, loss, or deduction from New York sources and:

- is required to file a New York State partnership return solely because it has a member who is a New York State resident;
- is formed under the laws of New York State; or
- is dormant.

An LLC that elects to be treated as a corporation for federal income tax purposes is not subject to the filing fee.

Every SMLLC that is a disregarded entity for federal income tax purposes and has income, gain, loss, or deductions derived from New York sources is subject to a filing fee of \$100.

There is no proration of the filing fee if the LLC or LLP has a short tax year for federal tax purposes.

Who must file

This form must be filed by every SMLLC that is a disregarded entity for federal income tax purposes, and every LLC, LLIC, LLTC, or LLP that is required to file Form IT-204, Partnership Return. It is used as a means of remitting the state filing fee or to indicate why the LLC or LLP does not owe a fee for the current tax year.

When to file

An LLC or LLP can no longer attach Form IT-204-LL to the front of Form IT-204. Form IT-204-LL must be filed within 30 days after the last day of the tax year of the LLC, LLP, or SMLLC disregarded entity, with full remittance of any filing fee due attached to the form. In addition, as in previous years, there is no extension of time to file Form IT-204-LL or pay the annual fee. If the LLC/LLP is requesting an extension of time to file Form IT-204, see *Extension* below.

Note: Form IT-204-LL and Form IT-204 (including any attached Form(s) IT-204-ATT) constitute the complete partnership return. Failure to file either or both form(s) by the due dates may result in the imposition of penalties for failure to timely file a partnership return.

Extension

There is no extension of time to file Form IT-204-LL or to pay the annual fee. An LLC or LLP that is requesting an extension of time to file Form IT-204 must complete Form IT-370-PF, *Application for Automatic Extension of Time to File for Partnerships and Fiduciaries*. If the LLC or LLP is requesting an extension of time to file Form IT-204,

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