



Limited Liability Company/Partnership Filing Fee Payment Form

For calendar year 1994 or fiscal year beginning 1994, and ending 19

Form with fields: Read the instructions on the back before completing this form., Legal name, Trade name of business if different from legal name above, Address (number and street or rural route), City, village or post office, State, ZIP code, Employer identification number, Principal business activity, Date business started.

This form must be filed by every limited liability company or limited liability partnership that is required to file Form IT-204, New York State Partnership Return.

of Time to File for Partnerships and Fiduciaries. In either case, you must include with this form a full remittance of any filing fee.

If you are not requesting an extension of time to file Form IT-204, attach this form to the front of Form IT-204 when you file it. If you are requesting an extension of time, attach this form to the front of Form IT-370-PF, Application for Automatic Extension

Note: This form, together with Form IT-204, constitutes the complete partnership return. Failure to file either or both form(s) by the due date may result in the imposition of penalties for failure to timely file a partnership return.

- 1 Is this form being filed for a taxable year that began on or after October 24, 1994?
2 Did this entity have any income, gain, loss or deduction derived from New York sources during the taxable year? (see instructions)

If you answered No to question 1 or 2, skip lines 3 and 4. However, an authorized person must still sign the certification at the bottom of this form. If you answered Yes to both questions, continue with line 3.

- 3 Enter the total number of members or partners of this entity as of the last day of its taxable year (see instructions)
4 LLC/LLP Filing Fee - Enter the amount from line 6 of the New York State Filing Fee Worksheet in the instructions on the back

Certification: I certify that all information contained on this form is true and correct to the best of my knowledge and belief.

Signature and certification section with fields: Preparer's signature, Date, Check if self-employed, Firm's name, Preparer's social security number, Employer identification number, Signature of general partner or member, Date.

See Instructions on the back.

Instructions

General Information

Chapter 576 of the Laws of 1994 allows for the formation of limited liability companies (LLCs) and limited liability partnerships (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). The new law is effective October 24, 1994.

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 in this area should write to the New York State Department of State, 162 Washington Avenue, Albany NY 12231-0001 or call (518) 473-2494.

New York Tax Treatment of LLCs and LLPs

An LLC may be treated as a partnership or a corporation for federal income tax purposes, while an LLP is always treated as a partnership. New York State law conforms to this federal treatment. Accordingly, an LLC that is treated as a corporation for federal purposes must file a corporation franchise tax return.

An LLC that is treated as a partnership for federal purposes, and any LLP, must, if it meets the requirements (see Form IT-204-I), file a New York State partnership return using Form IT-204. Any LLC or LLP required to file Form IT-204 must also complete and file Form IT-204-LL. A single member LLC that is not treated as a partnership for federal purposes is not subject to the filing fee and is not required to file Form IT-204, *Partnership Return* or this form.

Filing Fee

Every domestic and foreign LLC or LLP that is required to file a New York State partnership return **and** which has any income, gain, loss or deduction from New York sources must pay a New York State filing fee. The filing fee applies to any taxable year that begins on or after October 24, 1994. The amount of the filing fee is \$50 multiplied by the total number of members or partners in the LLC or LLP. However, the fee cannot be less than \$325 or more than \$10,000.

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

Purpose of this Form

This form must be completed by every LLC or LLP required to file a partnership return 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 taxable year.

When to File

An LLC or LLP that is not requesting an extension of time to file Form IT-204 must attach this form to the front of Form IT-204 when it is filed. For calendar year 1994, the filing deadline is April 17, 1995. (If you are required to file your 1994 federal return at the IRS Service Center in Andover, Massachusetts, the filing date for your 1994

return is April 18, 1995.) A full remittance of the filing fee due must be attached to the form. If the LLC/LLP is requesting an extension of time to file, see *Extension* below.

Extension

An LLC or LLP that is requesting an extension of time to file Form IT-204 must complete and attach this form to the front of Form IT-370-PF, *Application for Automatic Extension of Time to File for Partnerships and Fiduciaries*. The LLC or LLP must include with the extension request a full remittance of any filing fee due. There is no extension of time for payment of the filing fee. If the LLC or LLP fails to pay the full amount of filing fee with its extension request, it must pay interest and a late payment penalty of ½% per month, up to a maximum of 25% on the amount of fee not paid.

Line Instructions

Name and Address box — Enter the name, address and identification number exactly as it appears or will appear on Form IT-204. Also, enter the principal business activity and the date the business started.

Line 1 — An LLC or LLP does not owe a filing fee for 1994 if its taxable year began before October 24, 1994. However, the person authorized to sign Form IT-204 must sign the certification at the bottom of page 1 of Form IT-204-LL, and attach the form to Form IT-204 or Form IT-370-PF as previously indicated.

Line 2 — See *Income from New York State sources* includes under the heading **Who Must File** on page 1 of Form IT-204-I, *Instructions for Form IT-204*, to determine if the LLC or LLP has any income, gain, loss or deduction derived from New York sources during the taxable year. Note: An LLC or LLP that has a net loss derived from New York sources during the taxable year must still check the **Yes** box.

Line 3 — The total number of members or partners includes all resident and nonresident individuals, estates and trusts, and all corporations and partnerships that were members or partners of the entity as of the **last** day of its taxable year. This total may not necessarily agree with the number of partners entered at question **G** on Form IT-204.

Line 4 — New York State Filing Fee Worksheet

1. Enter total number of members or partners from line 3 of Form IT-204-LL	1. _____
2. Multiply line 1 by \$50	2. _____
3. Maximum filing fee	3. \$10,000.00
4. Enter the smaller of line 2 or line 3	4. _____
5. Minimum filing fee	5. \$325.00
6. Enter the larger of line 4 or line 5 here and on Form IT-204-LL, line 4	6. _____

Full remittance of the amount shown on this line must accompany this form. Make your check or money order payable to **NYS LLC/LLP Fee**; write your employer identification number and **1994 Filing Fee** on the remittance and staple it to the front of this form.