



# Taxation

We represent public, tax-exempt, and private entities, as well as individuals, on all aspects of federal, state and local taxation and tax planning. We regularly help clients structure, negotiate, and document deals. From mergers and acquisitions, financings and acquisitions, to reorganizations, syndication, leases and other taxable and nontaxable transactions. We help to craft transactions so they qualify for favorable tax treatment and align with clients' tax positions.

Our attorneys represent corporations and shareholders in connection with taxable and tax-free mergers, acquisitions and reorganizations and with public and private offerings of equity and debt. We also advise corporate and shareholder clients regarding equity compensation, including restricted stock, qualified and non-qualified stock option plans, phantom equity arrangements, stock appreciation rights, performance units plans and non-qualified deferred compensation arrangements under IRC Section 409A.

When issues arise, we advise clients facing tax disputes and controversies. We help in handling audit and administrative appeals and matters before District Courts, Court of Federal Claims and the Tax Court.

## PENSIONS, BENEFITS & INVESTMENTS

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We advise clients on all aspects of international, federal, state and local taxation and tax planning. Our clients include private and public retirement plans. We provide these plans with guidance regarding the tax aspects of various investments and fundraising activities. We provide counsel on unrelated business income tax as well as "controlled foreign corporation," "passive foreign investment fund" and tax treaty aspects of overseas investments. We address formation, application for tax exemption, and compliance. We also have experience with sales tax and property tax issues that may affect clients generally and tax-exempt entities in particular.

## REAL ESTATE

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We assist in federal, state and local tax planning, resolving audits and other tax authority conflicts and organizing, qualifying, advising, structuring, syndicating, opining on and documenting financing, acquisition,

reorganization, lease and other taxable and nontaxable transactions.

We have experience in corporate tax, partnership tax (including the treatment of disregarded entities), property tax, sales and use taxes and transfer taxes. We assist individuals and directors in the formation and administration of tax-exempt organizations, including both private foundations and publicly supported charities, including the application of rules such as the intermediate sanctions, lobbying, self-dealing and unrelated business taxable income rules.

## TAX STATUS

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Our clients include entities taxed as partnerships or that are disregarded for federal income tax purposes, such as limited partnerships and limited liability companies, and their owners. Our work for these clients includes handling contributions of property and services in exchange for capital and profits interests, tax item allocations, and other transactions between entities taxed as partnerships and their owners or third persons.

We also represent a wide range of tax-exempt entities, including public charities, private foundations, private and public retirement plans, community benefit organizations, trade associations, and title-holding companies. We provide these clients with guidance regarding applications for tax exemption, the principles of private benefit, private inurement, and "unrelated business taxable income," affinity relationships, intermediate sanctions, self-dealing, executive compensation, charitable fundraising, and other issues unique to tax-exempt entities.

## AREAS OF CONCENTRATION

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Alcoholic Beverage & Controlled Substances Licensing & Regulation  
Ambulatory Surgery Centers  
Bankruptcy  
Corporate Finance  
Corporate Governance  
Entity Formation, Conversion & Restructuring  
Financial Services  
Mergers & Acquisitions  
Public Finance  
Taxation