

## Tax

Our Tax practice group advises businesses, individuals and nonprofit organizations in corporate tax planning; tax disputes; the tax aspect of acquisitions, disposition and syndications; tax-exempt financing; and tax qualification.

### Expertise

Our attorneys handle all aspects of tax law practice, including corporate, individual, partnership and limited liability companies, “S” corporations, mergers and acquisitions, exempt organizations, international, and resolution of controversies with the IRS and state taxing authorities.

We have several attorneys who hold advanced degrees in tax. Three of our tax attorneys are Fellows of the American College of Tax Counsel and two are Fellows of the American Law Institute. Seven are listed in the Tax Law section of *The Best Lawyers in America*® 2009.

We recognize that tax consequences are only a part of the fundamental economics of a business transaction and often devise alternative structures that may produce more favorable tax results, while striving to remain faithful to the transaction and our client’s objectives. Our experience includes:

- Structuring tax-free acquisitions
- Supervising tax-free mergers involving shareholder elections of cash or stock
- Advising on spin-off proposals
- Advising on and preparing ruling requests to the IRS
- Designing and implementing an employee stock option plan to transition ownership from founders to its employees
- Advising on investment vehicles to permit investors to utilize tax credits
- Structuring ventures to facilitate multi-layer venture capital and private debt structure and achieve tax objectives for owners

We help clients choose among various forms and combinations of business organization: proprietorship, corporation, limited liability company, partnership (including limited partnership, limited liability partnership, and limited liability limited partnership) and “S” corporation. Our experience includes:

- Designing and implementing syndications for healthcare and real estate clients
- Using innovative “S” corporation and limited liability company techniques to facilitate the rapid expansion of a healthcare facility developer
- Election of real estate investment trust status to enhance shareholder value in companies with extensive real estate holdings
- Resolving conflicts in shareholder interests over consolidated corporate tax liabilities

We regularly represent clients before tax authorities and courts, including the IRS and state departments of revenue. We balance cost effectiveness with aggressive representation to optimize results. Examples of our experience include:

- Successfully negotiating a settlement with the IRS of an unreasonable compensation issue that preserved more than 80 percent of the original intended tax benefits
- Discovering and successfully litigating a life insurance company tax law nuance that has generated millions of dollars in tax refunds for several clients
- Successfully litigating airplane use tax issues
- Successfully handling large IRS audits of foreign business operations

Our consultation with tax-exempt organizations, both public charities and private foundations, includes advising clients on prohibited transactions, self-dealing and private inurement issues, as well as deductibility of contributions. Examples of our experience include:

- Advising numerous tax-exempt hospitals in preserving tax-exempt status through developing whole hospital and departmental joint ventures, designing physician recruitment programs and incentive compensation packages, preserving tax-exempt bond treatment in joint ventures with for-profit partners, and a variety of other private inurement issues
- Advising on sports tournament sponsorships by tax-exempt organizations
- Serving as legal counsel, advisors and/or board members for various charitable organizations

We have developed a familiarity with international tax laws and a network of foreign advisors to counsel clients on international joint ventures, domestic ownership of foreign entities, foreign ownership of domestic entities and property, and special rules applicable to aliens and expatriates. Our experience includes:

- Designing structures that permit clients to claim tax deductions in the United States and a foreign country for the same expense
- Using creative partnership and foreign tax credit techniques to restructure an international chemical manufacturing partnership and facilitate subsequent acquisitions
- Performing inter-company pricing analysis of multinational affiliates of a U.S. company
- Arranging international operations of multinational businesses to maximize benefits from foreign tax treaties, achieve deferral of income for United States and foreign employees and minimize excess foreign tax credits and overall foreign losses