

## Tax

From transactions for individuals and start-up businesses to complex transactions for large corporations, Lathrop GPM's team of highly experienced tax attorneys has the expertise to meet the complex tax needs of a wide range of clients. We advise our clients in tax planning issues involving business transactions, real estate transactions, debt offerings and restructurings and other corporate and commercial transactions, as well as the formation, reorganization and liquidation of corporations, partnerships, limited liability companies and trusts.

Our attorneys work at all levels of the federal tax audit process, including the audit level, the administrative review level and the tax court and appellate levels. We also resolve other tax disputes before local, state and federal agencies and various courts, including income, earnings, sales/use, property, estate, excise and other taxes.

We assist clients in structuring executive compensation arrangements, including stock options and other equity incentives.

Our attorneys provide guidance to all types of tax-exempt organizations on a wide variety of tax issues, including the organization, operation, combination and dissolution of exempt organizations.

### **Representative Experience**

- Represented an S corporation in a more than \$750 million asset sale which involved consideration of a Section 338(h)(10) election (with possible acceleration of income if not implemented properly) and which ultimately was structured as an installment sale with contingent payments.
- Restructured the ownership interests in a \$40 million venture involving an S corporation and limited partnership, in a tax-advantaged manner.
- Represented a medical industry client in a variety of matters, including employee benefits, taxes and contracts with imaging providers and hospitals. Represented the client in the sale of its

outpatient and out-of-area imaging business to a hospital.

- Obtained a series of rulings from the IRS to allow a \$300 million sale-leaseback project to qualify for rehabilitation tax credits.
- Obtained a ruling from the IRS that permitted a private foundation to invest its assets in investment partnerships sponsored by members of a family, all of whom were disqualified persons with respect to the foundation. This was the first ruling issued by the IRS which directly and unequivocally permitted such co-investments.
- Negotiated a merger agreement between a \$150 million real estate company and a publicly-traded real estate investment trust.