

Services & Industries

Tax

OVERVIEW

Tax Advice You Need to Structure Your Deal or to Operate in a Tax-Efficient Manner

Clients rely on us for advice on the tax aspects of their businesses and personal affairs. Our tax clients include Fortune 500 companies, large private companies, real estate companies, startup ventures and individuals. The firm's Tax lawyers counsel clients in virtually every area of tax law likely to be encountered in their pursuit of business or personal objectives. In doing so, we work closely with lawyers in other practice groups of the firm, including Mergers, Acquisitions and Joint Ventures, Commercial Real Estate and Development Transactions, Individual Clients, and Private Equity and Venture Capital, and Investment Management and Private Funds. For example, our experience with domestic and international private investment funds includes providing advice on all tax issues relating to creation of new funds, structuring of investment entities, acquisitions, restructuring of existing funds, investment activities and exit strategies.

By providing advice, counsel and representation that are practical and cost-effective, we help clients solve tax issues and resolve tax controversies in a thorough and efficient manner.

Quality Resolution of Substantive Tax Controversies

Our attorneys have substantial experience representing clients in tax controversies, including audits, administrative appeals and judicial proceedings in federal and state trial courts and appellate courts. Our approach to every controversy is guided by two fundamental principles: (1) Apply in-depth substantive tax knowledge; and (2) be fully prepared at every level of the controversy. We have the negotiating skills to produce efficient and durable tax closing agreements, private letter rulings or other written understandings that provide guidance and a level of predictability for the client as to the tax exposure and anticipated outcome of business plans.

EXPERIENCE

Prior results do not guarantee a similar outcome.

- Worked with a client that was considering expanding beyond its current state of operations. We analyzed the tax laws in various states under consideration, recommended alternative business structures to minimize applicable sales/use taxes, and worked with the client's tax operations group to implement the requisite processes to achieve the intended tax benefits.

- Worked directly with the in-house tax team at a major financial services company, advising on federal and state tax issues in connection with the acquisition of a substantial leasing portfolio.
- Represented an international bank in negotiating and concluding a closing agreement between the client and a large state tax department to resolve a state tax issue of first impression limiting the client's potential state tax exposure to "water's edge" rather than worldwide income.
- Negotiated, on behalf of a major utility, a settlement with the Internal Revenue Service to abate for reasonable cause a \$500,000 penalty for failure to file and pay employment taxes timely.
- Represented a major bank in a merger valued at approximately \$1.9 billion in cash and stock. We also promptly and efficiently disposed of the shareholder lawsuit that followed.
- Represented a major retailer in connection with its acquisition by three private equity firms. Our attorneys advised the board of directors throughout the strategic review process that led to the merger agreement, and handled all aspects of the acquisition.
- Structure tax-free reorganizations, taxable asset and stock purchases, and tax planning under the consolidated return rules for clients operating in various industries.
- Structure tax-free spin-offs and negotiate tax warranties and indemnities, tax-sharing and allocation agreements, and other tax-related terms in connection with mergers and acquisitions, spin-offs, and restructurings.
- Advise clients on the tax and corporate aspects of planning and implementing new business operations, including choice of entity (e.g., S corporations and qualified Subchapter S subsidiaries, including stockholders' agreements, operating procedures, domestic and foreign partnerships, joint ventures and check-the-box entities).
- Advise clients on corporate governance issues, including executive compensation.
- Guide clients through complex planning transactions, including the use of liquidations, stock options, stock redemptions and convertible notes.
- Partner with the attorneys in our Commercial Real Estate and Development Transactions practice group to advise clients on the federal and state aspects of Internal Revenue Code Section 1031 like-kind exchanges, development joint ventures, involuntary conversions and capital gains issues.
- Advise clients on the formation of venture capital, leveraged buyout, and real estate investment hedge funds and other private investment funds.

INSIGHTS

"Tax Considerations for U.S. Inbound Business Activities" International Fiscal Association USA

October 12, 2023

On October 12, Day Pitney Multistate Tax practice chair Scott Brian Clark is speaking at the International Fiscal Association USA event titled, "Tax Considerations for U.S. Inbound Business Activities."

U.S. Tax Planning for Non-U.S. Persons, Assets and Trusts - An Introductory Outline

October 5, 2023

Warren Whitaker, Dina Kapur Sanna, Sarah Jacobson and Carl Merino co-authored a 2023 update to the white paper, entitled "U.S. Tax Planning for Non-U.S. Persons, Assets and Trusts - An Introductory Outline."

UPDATED: Massachusetts Legislature Passes Wide- Ranging Tax Bill Impacting Estate and Income Taxes

September 29, 2023

Day Pitney Alert

U.S. Appeals Court: Deathbed Checks Are Includible in Decedent's Estate

August 9, 2023

Day Pitney Trusts and Estates Attorneys Andrew M. Nerney and Grant W. Silvester authored the article, "U.S. Appeals Court: Deathbed Checks Are Includible in Decedent's Estate," for *WealthManagement.com*, which discusses a recent ruling by the U.S. Court of Appeals in the Third Circuit on deathbed gifting.

Changing Domicile For Tax Purposes Is Beneficial If Done Correctly

July 6, 2023

Day Pitney Multistate Tax Practice Chair Scott Clark authored the article, "Changing Domicile For Tax Purposes Is Beneficial If Done Correctly," for *Family Wealth Report*.

NEWS

Private Client Atty From Akerman Joins Day Pitney in Miami

December 22, 2023

The news of Day Pitney Miami Trusts and Estates Partner Melissa Rodriguez joining the firm was featured in *Law360 Pulse's* article, "Private Client Atty From Akerman Joins Day Pitney in Miami."

Day Pitney Investment Management and Private Funds Team Represents Asset Management Firm in Formation of a Private Credit Fund

December 19, 2023

In November 2023, Day Pitney represented an asset management firm based in Darien, CT, in connection with the formation of a private credit fund formed solely to make a multi-million dollar mortgage loan for the re-development and expansion of a brownstone located in New York, NY, the negotiation of an investment by affiliated private funds of a Rowayton, CT based investment manager, in the private credit fund, and the negotiation and closing of the mortgage loan.

Day Pitney Continues to Grow Private Client Department

December 19, 2023

The arrival of Day Pitney Trusts and Estates Partner Melissa Rodriguez to the firm's Miami office was featured in *Attorney at Law Magazine* article, "Day Pitney Continues to Grow Private Client Department."

The Daily Docket Industry Moves

December 19, 2023

The news of Melissa Rodriguez joining Day Pitney as a partner in the firm's Trusts and Estates practice was featured in *Thomson Reuters'* The Daily Docket Industry Moves column.

Day Pitney Lands Trusts & Estates Attorney from Akerman in Miami

December 18, 2023

The arrival of Miami Trusts and Estates Partner Melissa Rodriguez was featured in the *Daily Business Review* article, "Day Pitney Lands Trusts & Estates Attorney from Akerman in Miami."

CONTACTS



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