

## Tax and Business Planning

**Primary Practice Contact** Lance R. Rodgers

### Scope of Representation

Encompassing a wide range of expertise, Barack Ferrazzano's Tax and Business Planning Group represents clients in a multitude of tax-oriented practice areas, including domestic and international tax and business planning, estate, gift and generation-skipping taxation, and the successful resolution of federal tax controversies. Our tax attorneys specialize in identifying creative tax solutions for complex problems arising in the planning and controversy areas, whether for the benefit of publicly held or private corporate or real estate clients, wealthy and entrepreneurially-minded individuals, partnerships, limited liability companies, and other business entities, or tax-exempt organizations.

The "Tax and Business Planning" moniker for our group -- as opposed to merely "Tax" -- is purposeful, designed to comport an amalgam of business attorneys imbued with substantively strong tax expertise who realize that the optimal tax structures are those that do not reflect a world view where tax is an end in itself. We believe this nuance is critical, manifesting itself in the pertinent tax considerations and protections that we artfully weave into our documentation, as opposed to their being grafted on by tax experts who were called onto the scene without any indigenous involvement in the given business transaction as a whole.

Thanks to this approach, we are highly regarded by our clients and other professional firms alike for our unique blend of creativity, elegance, and legitimacy in the tax structures and supporting documentation that we craft. Those clients represent virtually all sectors of the United States and foreign economies, including manufacturing, distribution, financial services, securities and commodities, entertainment, transportation and other service industries, commercial real estate, and luxury goods.

### Domestic Planning

Our tax and business planning attorneys assist clients in analyzing, structuring, and negotiating tax-efficient structures for complex business transactions. We have developed significant expertise in all aspects of original business

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formation, operations, and numerous transactional areas, including mergers and acquisitions, tax-free reorganizations, divestitures, spin-offs, liquidations, stock and other asset sales and dispositions, leveraged buyouts, workouts, bankruptcy and other restructurings, real estate investment trust and umbrella-partnership-REIT (so-called "UPREIT") transactions, joint venture and partnership transactions, and issuances of debt and equity securities. Barack Ferrazzano's tax attorneys also have significant experience in obtaining private letter rulings and other technical guidance from the U.S. Internal Revenue Service with respect to specific transactions and, in appropriate circumstances, will issue formal tax opinions when procuring advance rulings is not feasible.

### **International Tax Matters**

Barack Ferrazzano's tax attorneys also have significant experience advising clients on a variety of international tax matters and business activities, including both the taxation of foreign entities and individuals in the United States (inbound transactions), and the taxation in foreign jurisdictions of United States businesses and individuals (outbound transactions), all in a context creating a seamless interaction between the tax laws of the U.S. and those of the various foreign countries involved. The firm's international tax practice encompasses a wide variety of transactions, including: overseas business structuring of start-up and existing operations and acquisitions that maximize the use of losses, create opportunities for deferral of United States tax on foreign earnings, and minimize tax on transfers outside the United States; international funding between countries and their characterizations as financings or equity; foreign reorganizations and divestitures; and joint venture arrangements involving both foreign and domestic entities. Our attorneys are often called upon to counsel clients on highly complex and specialized federal tax rules applicable to United States businesses operating internationally, including transfer pricing, income tax treaties, foreign tax credits, controlled foreign corporations, foreign personal holding company and passive investment company rules, and foreign sales corporations. Additionally, our attorneys have been responsible for the planning and implementation, with the assistance of experienced foreign counsel, of a variety of international tax structures designed to minimize the imposition of non-United States income and other taxes throughout the world.

### **Federal Tax Controversy Matters**

Barack Ferrazzano's tax and business planning attorneys also have significant experience representing clients in connection with various tax controversies with the Internal Revenue Service. Our tax attorneys have a successful track record in advising publicly traded corporations, large and small private companies, and high net worth individuals on a wide variety of complex contested tax issues at every stage of the process, including IRS examination, IRS appeals and, where necessary, tax litigation.

## **Our Team**

Our tax and business planning attorneys offer high levels of technical expertise, combined with many years of experience in handling complex transactions utilizing strong business backgrounds, which enables this highly technical, substantive expertise to be translated into pragmatic and practical advice. In addition, we are involved in a number of industry-related organizations and are well versed in the specialized tax rules governing particular industries. Several of our attorneys are also frequent lecturers and have written and published on a variety of tax topics.