TAXATION OF PARTNERSHIPS -- The course is an introduction to Subchapter K and will cover the formation and operation of partnerships and the myriad rules allowing taxpayers flexibility in sharing the economics of a business operation. New regulatory guidance and possible legislative changes to Subchapter K will be discussed. Study problems will be distributed throughout the semester.

Georgetown University Law Center

Fall 2016

Tuesday, 5:45 to 7:45

Miller & Chevalier Chartered


Grade: Your final grade will be based upon an open-book final examination.

Office Hours and Email: I do not have an office on campus, and therefore do not have formal office hours. However, I encourage you to contact me by email if you have any questions. If you would like to meet, a meeting can be arranged at a mutually agreeable time.

Class 1
August 30, 2016

Taxation of Business Operations and Overview of Subchapter K

Code §§ 761(a) - (d).

Reg. §§ 1.761-1(a) -(c); 301.7701-1(a); 301.7701-2(a), (c)(1)-(2)(i); 301.7701-3(a)-(b)(2).

Cunningham: Chapter 1.

Class 2  
September 6, 2016  

Partnership Formation and Operation  
Code §§ 721; 722; 723; 724; 701; 702; 703; 704(c)(1)(A); 705; 706; 724(a)-(c); 731(a)(1); 752(a)-(b).  
Reg. §§ 1.721-1(a)-(b); 1.722-1; 1.723-1; 1.701-1; 1.702-1; 1.703-1; 1.705-1; 1.223-3.  
Cunningham: Chapters 2 and 3. 

Class 3  
September 13, 2016  

Capital Accounts and Partnership Allocations  
Code § 704.  
Reg. §§ 1.704-1(a), (b)(1)(i); 1.704-1(b)(2); 1.704-1(b)(5)(Examples 3 and 6).  
Cunningham: Chapter 4-5. 

Class 4  
September 20, 2016  

Partnership Allocations and Nonrecourse Deductions  
Treas. Reg. §§ 1.704-2(b), (c), (d)(1), (e), (f)(1), (f)(6), (g)(1), (g)(2) (i)(1).  
Cunningham: Chapter 6.  
Cases: Crane, 331 U.S. 1 (1947); Tufts, 461 U.S. 300 (1983).
Class 5
September 26, 2016

Contributions of Property: Section 704(c) Allocations
Code § 704(c)(1)(A), (C).

Reg. §§ 1.704-1(b)(4)(i); 1.704-3(a)(1)-(3)(ii), (7), (10), (b)(1)-(2), (c)(1)-(4)(Example 1), (d)(1)-(7)(Example 1).

Cunningham: Chapter 7

Class 6
October 4, 2016

Partnership Liabilities
Code § 752

Reg. §§ 1.752-1; 1.752-2(a)-(b), (f)(Example 1-3), (j); 1.752-3(a), (c)(Example 1).

Cunningham: Chapter 8.

No Class Scheduled: October 11, 2016

Class 7
October 18, 2016

Distributions
Code §§ 731(a)-(c)(2); 732(a)-(d); 733; 734(a); 735(a)-(b); 751(b); 752(b); 754.

Reg. §§ 1.731-1; 1.731-2(a); 1.734-1; 1.755-1(c)(1)(i).

Cunningham: Chapter 11, Chapter 12 (through Example 1)
Class 8  
October 25, 2016

Transactions Between a Partnership and Its Partners and Disguised Sales

Code §§ 83; 704(b); 704(c)(1)(B); 706(a); 707(a), (c); 737.

Reg. §§ 1.707-1(a), (c)(Example 1); 1.707-2; 1.707-3(a)-(c)(Examples 1 and 3); 1.707-4(a)(Example 1), (b)(1); 1.707-5(a)(1)-(3), (6), (7), (f)(Example 1).

Cunningham: Chapters 9 and 15 (stop at Example 2).

Class 9  
November 1, 2016

Disguised Sales of Encumbered Property

Code §§ 704(c)(1)(B); 737.

Reg. §§ 1.704-4(a)-(c)(1); 1.707-5.

Cunningham: Chapter 15 (from “Liabilities” to end of chapter).

Class 10  
November 8, 2016

Purchase and Sale of Partnership Interest

Code §§ 708(b)(1)(B); 741, 742, 743(a)-(d), 751(a), (c) and (d), 754, 755(a)-(b).

Reg. §§ 1.704-1(b)(2)(iv)(f), 1.708-1(a)-(b); 1.741-1(a)-(b); 1.743-1(a)-(e), (j)(1); 1.751-1(a); 1.755-1(a)-(b)(1)-(2).

Rev. Rul. 84-53.

Cunningham: Chapter 10
Class 11  
November 15, 2016

New Partnership Audit Rules and Non-Partner Transactions


Prop. and Temp. Reg. § 301.9100-22T.

Class 12  
November 22, 2016

Current Topics in Partnership Tax -- Curt Wilson, Associate Chief Counsel (Passthroughs and Special Industries) -- Guest Speaker

Reading assignment -- TBD.

Class 13 -- Review Session  
November 29, 2016

No reading assignment.