

Parker Poe's Federal Tax Practice Group provides sophisticated, accessible counsel to clients on all of their U.S. tax needs. We have one of the premier federal tax practices in the Southeast, providing Wall Street services from our offices in the Carolinas and Georgia. Our attorneys have deep experience structuring complex deals, navigating federal tax compliance, and defending clients in litigation and audits. Team members have worked for a “Big Four” accounting firm, served on the U.S. Tax Court, and earned master's degrees in taxation law.

Our group helps structure, negotiate, and close a broad range of transactions for public and private companies. We represent buyers and sellers on scores of mergers and acquisitions every year. We also regularly plan internal corporate restructurings. In those and other deals, we provide detailed analyses of the most tax efficient course for clients to take.

Our attorneys also provide general tax advice to public and private companies. We often serve as outside tax counsel, advising clients on their day-to-day needs. Our team writes memoranda and tax opinions, assists with reporting and disclosure requirements, and counsels on tax planning. Clients also turn to us for guidance on tax positions under the Financial Accounting Standards Board's Interpretation No. 48 (FIN 48).

In addition, we defend clients in tax litigation and controversies. We represent companies and taxpayers in audits and at all levels of a dispute with the IRS.

Our tax attorneys work closely with other Parker Poe attorneys who focus on a variety of industries and practice areas – our big-picture approach helps us thoroughly understand our clients' needs.

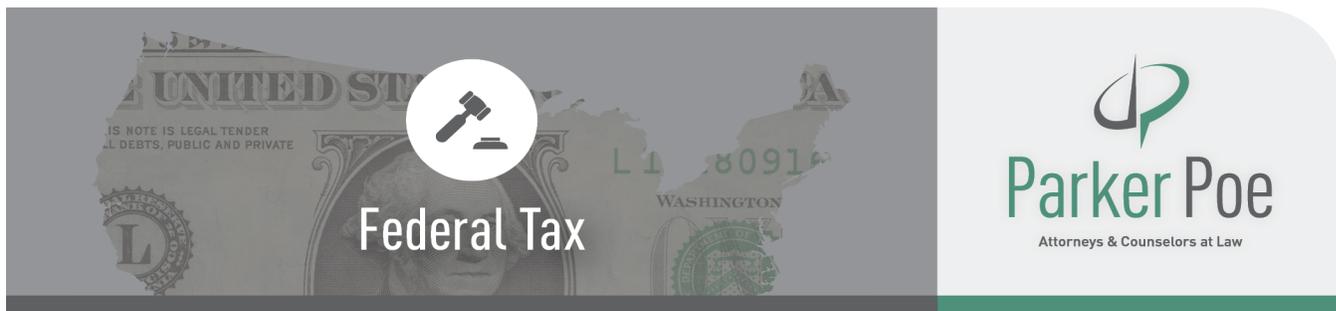
## REPRESENTATIVE EXPERIENCE

### Corporate Mergers & Acquisitions

Our attorneys work closely with the firm's corporate clients on tax-free and taxable mergers and acquisitions. We regularly represent buyers and sellers in tax-free Section 368 reorganizations and Section 338(h)(10) deemed asset acquisitions. In addition to complicated mergers and acquisitions, Parker Poe attorneys have experience with spinoff transactions under Section 355.

### Joint Ventures

We regularly represent clients in the negotiation and documentation of joint venture transactions. These transactions frequently take the form of limited liability companies and limited partnerships, and attorneys in the Tax practice group regularly prepare LLC operating agreements and limited partnership agreements. We work with institutional investors and promoters in their participation in joint venture transactions, which include shopping center developments, mixed-use real estate developments, and



international manufacturing companies.

### **Section 1031 Like-Kind Exchanges**

Attorneys in the Tax practice group have an in-depth knowledge of Section 1031 like-kind exchanges. We have experience with reverse exchanges and build-to-suit exchanges. While much of our Section 1031 work involves real estate transactions, we also work with Section 1031 exchanges of corporate aircraft and leased equipment.

### **Partnership Taxation**

A comprehensive knowledge of partnership taxation is important with the increasing popularity of limited liability companies as a form of doing business. Our attorneys regularly advise clients as to the tax implications of these arrangements, which often are complex and include many references to the Internal Revenue Code without explanation. We have advised clients on “disguised sales” of contributed property, divisions and mergers of partnerships under Section 708, and dispositions of partnership interests.

### **S Corporations**

Many of our closely held clients are organized as Subchapter S corporations. Our attorneys advise clients in the formation and ongoing operations of S corporations.

### **Banking & Finance Transactions**

Our tax attorneys represent financial institutions and borrowers in the tax aspects of a variety of lending transactions. We advise borrowers in the federal and state taxation of private and public debt financings. Our tax attorneys regularly work with the firm's banking attorneys who represent servicers in commercial mortgage-backed securities (CMBS) transactions, which regularly implicate the real estate mortgage investment conduits (REMIC) federal tax rules under Section 860G.