

Corporate Tax

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Our corporate tax practice focuses on structuring and negotiating business transactions such as mergers and acquisitions, spin-offs, joint ventures, and financings. We also regularly advise clients on internal corporate restructurings and consolidated return matters and represent clients in connection with audits, administrative appeals and litigation of tax matters.

Our lawyers maintain strong relationships with the IRS and Treasury attorneys and Congressional staff members who are responsible for corporate tax and related matters. On a regular basis, we discuss issues arising in client transactions with Government officials. We also provide input to Government officials regarding corporate tax law developments, both directly and through professional and industry groups. We have extensive experience obtaining advance IRS rulings on complex corporate transactions.

Our lawyers also represent clients and serve as arbitrator and expert witness in commercial disputes that involve tax issues (including those involving tax sharing agreements) and provide specialized consulting services on corporate tax matters for law firms and accounting firms.

Our corporate clients include Fortune 100 and other public companies, as well as closely held companies. Matters on which our corporate tax lawyers have worked in recent years include:

- Obtaining the first private ruling on rescission of a corporate merger. PLR 200911004 (March 13, 2009).
- Representing U.S. financial institution on organization and sale of multi-billion REMIC interests, including optimization of ordinary loss deduction.

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- Obtaining private letter rulings relating to public spin-offs and split-offs, including structuring novel active trade or business, securities financing, and post-spin acquisitions. Spin off and split off matters in which our attorneys have been involved include the following:
 - H. J. Heinz spin-off of SKF Foods;
 - Electrolux spin-off of Husqvarna; and
 - VISA International spin-off of European operations
- Representing a number of U.S. parent corporations in reorganizing foreign subsidiaries in tax-efficient holding company structures.
- Advising corporate clients entering into or modifying financing arrangements, including debt exchanges and recapitalizations.
- Advising clients on tax implications of troubled company workouts, including limitations on loss carryovers and treatment of bad debt and worthless stock deductions.
- Serving as expert witness in cases involving a variety of issues, including deconsolidation of a consolidated return subsidiary, application of I.R.C. section 305 to a self-tender offer by a corporation, triggering excess loss accounts in a spin-off, tax cost of disposition of a closely-held business, application of the substance-over-form doctrine, tax shelter advice and various tax sharing agreement issues.
- Serving as arbitrator in cases involving spin-off tax sharing agreements (e.g., DuPont-Conoco, Sara Lee-Coach and AT&T-NCR).

Our corporate tax attorneys are recognized as experts among their peers in the tax community. Apart from our client work, our attorneys write and lecture extensively in the areas of corporate transactions and business tax issues. Our attorneys have also served in leadership roles in the American Bar Association Tax Section and the D.C. Bar Tax Section

NEWS

- March 29, 2010
Leslie Schneider Comments on Licensing Fee Decision
Tax Notes Today
- March 17, 2010
Robert Wellen Comments on Proposed Amendment to Section 361
Tax Notes Today
- March 8, 2010
Robert Wellen Comments on All-Cash D Reorganization Proposal
Tax Notes Today

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- January 6, 2010
Robert Wellen Comments on All-Cash D Regulations
- December 4, 2009
Danielle Rolfes Co-chairs Symposium on Tax Issues Relevant in Emerging from an Economic Downturn
- September 14, 2009
Robert Wellen Comments on Schering-Plough Case
The Pink Sheet
- July 1, 2009
Danielle Rolfes Elected to AICPA Tax Executive Committee
- April 28, 2009
Joshua Brady Speaks at D.C. Bar Tax Annual Consolidated Return Program
- December 12, 2008
Joshua Brady Comments on Treasury Regulations
Tax Notes Today
- October 21, 2008
Joshua Brady Speaks at D.C. Bar Tax Conference on Proposed Regulations

STRATEGIES & OPPORTUNITIES

- VEBA Retiree Medical Reserves -- Two New Tax Reduction Strategies

PUBLICATIONS

- April 20, 2010
Codification of the Economic Substance Doctrine
Business Tax Insider
- February 1, 2010
Brand X and Omissions From Gross Income
Tax Notes
- November 30, 2009
Tax Savings Idea - Change in Treatment of Exchanges of Intangibles For Exchanges that Have Already Taken Place and Been Reported as Taxable
Ivins, Phillips & Barker
- September 14, 2009
Proposed Basis Recovery Regulations
BNA Tax Management Memorandum
- August 3, 2009
International Tax Proposals Raise Technical Issues
Tax Notes