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- Employment:** University of Florida Levin College of Law, Gainesville, FL. Professor of Law and Richard B. Stephens Eminent Scholar in Taxation.
- University of San Diego School of Law, Warren Distinguished Professor of Law (2001-2013); Visiting Professor in Taxation (Fall 2013).
- University of Minnesota Law School, Minneapolis, MN. Associate Professor, 1986-1991, 1992-1995; Professor, 1995-1999; Dorsey & Whitney Professor of Law (1999-2001).
- University of Florida, Levin College of Law, Gainesville, FL. Visiting Professor, 2012-2013.
- University of Miami School of Law, Coral Gables, FL. Visiting Professor, 2001 (spring semester).
- Washington and Lee University School of Law, Lexington, VA. Visiting Professor, 2000 (fall semester).
- Boston College Law School, Newton, MA. Visiting Professor, 1999 (spring semester).
- University of Missouri-Columbia School of Law, Columbia, MO. Professor, 1991-92.
- University of Miami School of Law, Coral Gables, FL. Visiting Associate Professor, 1991 (spring semester).
- University of Pennsylvania Law School, Philadelphia, PA. Visiting Associate Professor, 1990 (spring semester).
- Sullivan & Worcester, Boston, MA. Associate (tax department), 1983-86.
- United States District Court for the District of Massachusetts, Boston, MA. Law Clerk to Judge Robert E. Keeton, 1982-83.

**Legal  
Education:**

Boston University School of Law, Boston, MA. LL.M. in Taxation (1985).

Stanford Law School, Stanford, CA. J.D. (1982). Order of the Coif; *Stanford Law Review*; Carl Mason Franklin Prize (international law); Hillmer Oehlmann Prize (legal writing); research fellow at the European University Institute, Florence, Italy.

**Other  
Education:**

Harvard University (Department of History), Cambridge, MA. Ph.D. (1979), M.A. (1975). Dissertation: "Industrial Organization and the State (The Rhenish-Westphalian Coal Syndicate, 1893-1925)." Krupp Fellowship; D.A.A.D. Fellowship; Sheldon Prize.

Smith College, Northampton, MA. B.A., magna cum laude (1972). Phi Beta Kappa. University of Hamburg (Germany) (1970-71).

**Books:**

FEDERAL INCOME TAXATION OF S CORPORATIONS (with McNulty), 3d ed. (Foundation Press) (forthcoming).

PARTNERSHIP TAXATION (with Yin), 4th ed. (Aspen Law & Business) (2021).

FEDERAL INCOME TAXATION OF PARTNERS AND PARTNERSHIPS, 6th ed. (West Group) (2020).

FEDERAL INCOME TAXATION OF CORPORATIONS AND STOCKHOLDERS, 8th ed. (West Group) (2019).

FEDERAL INCOME TAXATION OF PARTNERS AND PARTNERSHIPS, 5th ed. (West Group) (2017).

PARTNERSHIP TAXATION (with Yin), 3d ed. (Aspen Law & Business) (2017).

CORPORATE TAXATION (with Yin), 2d ed. (Aspen Law & Business) (2016).

FEDERAL INCOME TAXATION OF S CORPORATIONS (with McNulty), 2d ed. (Foundation Press) (2015).

FEDERAL INCOME TAXATION OF CORPORATIONS AND STOCKHOLDERS, 7th ed. (West Group) (2014).

PARTNERSHIP TAXATION (with Yin), 2d ed. (Aspen Law & Business) (2013).

FEDERAL INCOME TAXATION OF PARTNERS AND PARTNERSHIPS, 4th ed. (West Group) (2013).

CORPORATE TAXATION (with Yin) (Aspen Law & Business) (2011).

PARTNERSHIP TAXATION (with Yin) (Aspen Law & Business) (2009).

FEDERAL INCOME TAXATION OF CORPORATIONS AND STOCKHOLDERS, 6th ed. (West Group) (2007).

FEDERAL INCOME TAXATION OF PARTNERS AND PARTNERSHIPS, 3d ed. (West Group) (2005).

FEDERAL INCOME TAXATION OF CORPORATIONS AND STOCKHOLDERS, 5th ed. (West Group) (2003).

FEDERAL INCOME TAXATION OF PARTNERS AND PARTNERSHIPS, 2d ed. (West Publishing Co., 1999).

FEDERAL WEALTH TRANSFER TAX ANTHOLOGY (with Caron & McCouch) (Anderson Publishing Co., 1998).

FEDERAL INCOME TAX ANTHOLOGY (with Caron & McCouch) (Anderson Publishing Co., 1997).

FEDERAL INCOME TAXATION OF CORPORATIONS AND STOCKHOLDERS, 4th ed. (West Publishing Co., 1996).

FEDERAL INCOME TAXATION OF PARTNERS AND PARTNERSHIPS (West Publishing Co., 1992).

FEDERAL INCOME TAXATION OF CORPORATIONS AND STOCKHOLDERS, 3d ed. (West Publishing Co., 1989) (translated into Japanese).

**Book Chapters:** *The Story of Hendler: From Pyrrhic Victory to Modern Section 357*, in BUSINESS TAX STORIES (Steven A. Bank and Kirk J. Stark, eds. 2005).

**Articles:** *Transfers of Zero-Basis Intangibles to a Partnership*, 174 Tax Notes 5 (2022).

*Sorting Out Partner Payments*, 75 Tax Law. 1 (2021).

*The Spurious Allure of Passthrough Parity*, 52 Loyola University Chicago Law J. 351 (2021).

*O-Zone Regulations and Flexible Exit Options*, 37 J. of Taxation of Investments 43 (2020).

*Taxing O-Zone Investments Under Subchapter K*, 37 J. of Taxation of Investments 3 (2019).

*Section 199A and Choice of Passthrough Entity*, 72 TAX LAW. 551 (2019).

*Exploiting the Medicare Tax Loophole*, 21 FLA. TAX REV. 570 (2018).

*Hot Asset Exchanges: Integrating Sections 704(c), 734(b), and 751(b)*, 70 TAX LAW. 711 (2017).

*Sham Partnerships and Equivocal Transactions*, 69 Tax Law. 625 (2016) (with McCouch), reprinted in *PLI, Tax Planning for Domestic and Foreign Partnerships, LLCs, Joint Ventures and Other Strategic Alliances* (2017).

*Taxing Risky and Non-Risky Compensation: Section 707(a)(2)(A)*, 33 J. of Taxation of Investments 3 (2016).

*A Brief Review of Corporate Tax Articles of 2014 and 2015*, 151 TAX NOTES 207 (2016) (with Barry).

*Codifying Castle Harbour* (with McCouch), 150 Tax Notes 109 (2016).

*The Moving Target of Tax Reform* (with McCouch), 93 N.C. L. Rev. 649 (2015).

*Comments on "Taxation of Intellectual Capital: Better Than Consumption-Tax Treatment?"*, 66 Fla. L. Rev. F. 47 (2015).

*Unified Passthrough Reform Misses the Mark*, 146 TAX NOTES 1371 (2015).

*Woods: A Path Through the Penalty Maze*, 142 TAX NOTES 829 (2014) (with McCouch).

*A Brief Review of Corporate Tax Articles of 2013*, 143 TAX NOTES 1314 (2014) (with Barry & Gianni).

*Passthrough Entities: The Missing Element in Business Tax Reform*, 40 PEPPERDINE LAW REVIEW 1329 (2013).

*Notable Corporate Tax Articles of 2012*, 139 TAX NOTES 651 (2013) (with Barry).

*Reflections On Penalty Jurisdiction in Tigers Eye*, 136 TAX NOTES 1581 (2012) (with McCouch).

*Illusory Partnership Interests and the Anti-Antiabuse Rule*, 132 TAX NOTES 813 (2011) (with McCouch).

*Framing Economic Substance*, 31 VA. TAX REV. 271 (2011).

*Snookered Again: Castle Harbour Revisited* (with McCouch), 128 TAX NOTES 1143 (2010).

*The Sound and Fury of Carried Interest Reform*, 1 COLUM. J. TAX L. 1 (2010).

*Fuzzy Math and Carried Interests: Making Two and Twenty Equal 710*, 127 Tax Notes 885 (2010).

*Back to the Future: Revisiting the ALI's Carried Interest Proposals*, 125 Tax Notes 242 (2009).

*Carlisle: A 'Hollow Victory'?* (with McCouch), 124 TAX NOTES 169 (2009).

*COBRA Strikes Back: Anatomy of a Tax Shelter* (with McCouch), 62 TAX LAW. 59 (2008).

*Is the Corporate Tax "Broken"?*, 28 VA. TAX REV. 341 (2008).

*Turning Slogans Into Tax Policy* (with McCouch), 27 VA. TAX REV. 747 (2008).

*Tax Avoidance As a Legitimate Business Purpose*, 118 TAX NOTES 1393 (2008).

*Illusory DROs: At-Risk Lessons from Hubert*, 118 Tax Notes 405 (2008).

*Stobie Creek: Too Good to Be True?* (with McCouch) (editorial), 120 TAX NOTES 705 (2008).

*Collapsible Real Estate Partnership Proposal* (Shelf Project), 120 TAX NOTES 593 (2008).

*Taxing Hot Asset Shifts*, 8 FLA. TAX REV. 327 (2007).

*Origins and Evolution of Section 751(b)*, 60 TAX LAW. 247 (2007).

*Remedying Flaws in the Hot Asset Sale Approach*, 116 TAX NOTES 279 (2007).

*Social Security Reform: Lessons From Private Pensions* (with McCouch), 92 CORNELL L. REV. 297 (2007).

*Black & Decker in the Fourth Circuit: Tax Shelters and Textualism*, 111 TAX NOTES 315 (2006).

*Lipstick, Light Beer, and Backloaded Savings Accounts* (with McCouch), 26 VA. TAX REV. 1101 (2006).

*Deconstructing Black & Decker's Contingent Liability Shelter: A Statutory Analysis*, 108 TAX NOTES 211 (2005).

*Castle Harbour: Economic Substance and The Overall Tax-Effect Test*, 107 TAX NOTES 1163 (2005).

*Black & Decker's Contingent Liability Shelter: "A Thing of Grace and Beauty"?*, 106 TAX NOTES 577 (2005).

*Repairing Inside Basis Adjustments*, 58 TAX LAW. 639 (2005).

*Death by a Thousand Cuts: The Fight Over Inherited Wealth* (with McCouch) (book review), 107 TAX NOTES 1583 (2005).

*Family Limited Partnerships: Discounts, Options, and Disappearing Value* (with McCouch), 6 FLA. TAX REV. 649 (2004).

*Estate Tax Repeal and the Budget Process* (with McCouch), 104 TAX NOTES 1049 (2004).

*Exculpatory Liabilities and Partnership Nonrecourse Allocations*, 57 TAX LAW. 33 (2003).

*Taxing Compensatory Partnership Options*, 100 TAX NOTES 1569 (2003).

*Contributions, Distributions and Assumption of Liabilities: Confronting Economic Reality*, 56 TAX LAW. 383 (2003).

*Estate Tax Repeal: Through the Looking Glass* (with McCouch), 22 VA. TAX REV. 187 (2002).

*Privatizing Social Security: Administration and Implementation* (with McCouch), 58 WASH. & LEE L. REV. ( 2001).

*Death Without Taxes?* (with McCouch), 20 VA. TAX REV. 499 (2001).

*Partnership Inside Basis Adjustments and Remedial Allocations*, 90 TAX NOTES 1683 (2001).

*Reassessing the Administration's Proposals for Reform of Subchapter K*, 86 TAX NOTES 1423 (2000).

*Social Security Reform: Risks, Returns, and Race* (with Brown & McCouch), 9 CORNELL J. L. & PUB. POL'Y 633 (2000).

*The Impact of Social Security Reform on Women's Economic Security* (with McCouch), 16 N.Y.L. SCH. J. HUM. RTS. 375 (1999).

*Perspectives on Social Security Reform* (with McCouch) (book review), 4 FLA. TAX REV. 417 (1999).

*A Consumption Tax on Gifts and Bequests?* (with McCouch), 17 VA. TAX REV. 657 (1998).

*Partnership Distributions: Options for Reform*, 3 FLA. TAX REV. 677 (1998).

*Privatizing Social Security: Eight Myths* (with McCouch), 74 TAX NOTES 1167 (1997).

*Women, Fairness, and Social Security* (with McCouch), 82 IOWA L. REV. 1209 (1997).

*VATs and Flat Taxes Reconsidered*, 70 TAX NOTES 899 (1996).

*The Uncertain Future of Limited Liability Companies*, 12 AM. J. TAX POL'Y 13 (1995).

*Partnership Debt-Equity Exchanges: Kirby Lumber and Subchapter K*, 47 TAX LAW. 13 (1993).

*Partnership Formation: A Reply and Further Discussion*, 69 TAXES 116 (1991).

*Navigating § 2036(c): Shoals and Safe Harbors* (with McCouch), 45 TAX NOTES 1485 (1989).

*Valuation Freezes After The 1988 Act: The Impact of § 2036(c) on Closely-Held Businesses*, 31 WM. & MARY L. REV. 67 (1989).

*Disguised Sales Between Partners and Partnerships: § 707 and the Forthcoming Regulations*, 63 IND. L.J. 489 (1988).

*An Aggregate Approach to Indirect Exchanges of Partnership Interests: Reconciling § 1031 and Subchapter K*, 6 VA. TAX REV. 459 (1987).

**Consultant:**

AMERICAN LAW INSTITUTE, FEDERAL INCOME TAX PROJECT: TAXATION OF PRIVATE BUSINESS ENTERPRISES.

STAFF OF THE JOINT COMMITTEE ON TAXATION, U.S. CONGRESS, HOUSE COMMITTEE ON WAYS AND MEANS AND SENATE FINANCE COMMITTEE, TAX SIMPLIFICATION PROJECT.

AMERICAN BAR ASSOCIATION, SECTION OF TAXATION, TASKFORCE ON SECTION 751(b).

CCH EDITORIAL BOARD, FEDERAL INCOME TAX CODE AND REGULATIONS, 2012 – present.

THE TAX LAWYER PUBLICATIONS COMMITTEE, 2022 – 2025.

**Presentations:**

Harvard Invitational Tax Conference, Harvard Law School (1988); Virginia Tax Study Group, University of Virginia School of Law (1995); UCLA School of Law (1997); Virginia Tax Study Group, University of Virginia School of Law (1998); AALS Workshop on Taxation (1998); New York Law School Symposium (1999); Dorsey & Whitney Inaugural Lecture (2000); University of San Diego School of Law (2000); Washington and Lee University School of Law (2001); Virginia Tax Study Group, University of Virginia School of Law (2004); Northwestern University School of Law (2005); Virginia Tax Study Group, University of Virginia School of Law (2005); UCLA School of Law (2006); University of Virginia School of Law (2008); Stanford Law School, Symposium on Closing the Tax Gap (2008); SMU Dedman School of Law (2009); Indiana University Maurer School of Law (2010); USD/Procopio International Tax Conference (2010); Virginia Tax Study Group, University of Virginia School of Law (2011); University of Florida Levin College of Law (2011); Florida State University College of Law (2012); Virginia Tax Study Group, University of Virginia School of Law (2012);



Pepperdine Law School (2013); Northwestern University School of Law (2014); Virginia Tax Study Group, University of Virginia School of Law (2014); Boston College Law School (2014); ABA Section on Taxation (2014); Florida Tax Institute (2015); Florida Tax Institute (2016); Virginia Tax Study Group, University of Virginia School of Law (2018); AALS (2019); Northwestern Pritzker School of Law (2019); Loyola University Chicago School of Law (2020); University of Florida (2021).

**Awards:** William K. Fessler Prize for Outstanding Research (1990); Julius E. Davis Professor (1996-1997).

**Professional Memberships:** American Law Institute; American Bar Association, Section on Taxation; Massachusetts Bar Association.

**Courses:** Federal income taxation; corporate taxation; mergers and acquisitions; partnership taxation; pensions and employee benefits; S corporations; tax policy; international taxation.

**Languages:** German, Russian, French, Italian, and Spanish.