

PARTNERSHIP TAXATION (LAW 7617)

Professor Karen Burke

Spring 2024

Office Hours, Telephone and E-mail

My office is located in Holland Hall 325B. Regular office hours are Tuesdays and Thursdays 2:00 – 4:00. If I am in my office and the door is open, you are welcome to drop by. You can also reach me by e-mail at burkek@law.ufl.edu.

Course Materials

The casebook (required) for this course is Yin & Burke, *Partnership Taxation* (4th ed. 2021). You should also have a current copy of the Internal Revenue Code and Regulations (complete or selected editions). Recommended reading: Burke, *Federal Income Taxation of Partners and Partnerships* (6th ed. 2020); Cunningham & Cunningham, *The Logic of Subchapter K: A Conceptual Guide to the Taxation of Partnerships* (6th ed. 2020).

Course Objectives

The primary objective of the course is to introduce students to federal taxation of partners and partnerships (including limited liability companies). It covers partnership formation, including contributions of property and admission of service partners, allocation of income and loss, tax accounting, and sharing of recourse and nonrecourse liabilities. Advanced topics include transactions between partners and partnerships, sales of partnership interests, distributions of property, and optional and mandatory basis adjustments. The emphasis is on careful analysis of Code provisions, Treasury Regulations, other administrative materials and important judicial decisions in relation to assigned problems.

Class Meetings, Attendance and Reading Assignments

Class will meet on Monday and Wednesday at 1:45 – 3:10 (HH 180). Regular and punctual class attendance is required. A student with more than four unexcused class absences may be penalized in the final grade or excluded from the course. Students should be prepared to discuss the assigned readings and problems in class, and may expect to spend up to two hours of preparation for each hour of class. The reading assignment for the first week of classes is Yin & Burke, pp. 1-32. Additional reading assignments will be posted on the course website (Canvas). Students should be prepared to discuss the assigned readings in class, and may expect to spend up to two hours of preparation for every class hour.

Topical Outline

The topics will be covered in the following order:

- I. Introduction to Partnership Taxation
- II. Passthrough System
- III. Partnership Accounting
- IV. Partnership Allocations: General Rules
- V. Partnership Allocations: Nonrecourse Deductions
- VI. Partnership Allocations: Special Anti-Income Shifting Rules
- VII. Sales of Partnership Interests
- VIII. Property Contributions and Distributions
- IX. Partnership Anti-Abuse Regulation

Evaluation

Students will be evaluated primarily based on the final examination, which will be graded anonymously. In calculating the final grade for the course, the grade awarded on the final examination may be raised by one grade level to reflect active, voluntary participation of consistently high quality in class discussion.

Learning Outcomes

Upon completion of the course, students should have a solid grasp of the taxation of partnerships at both a conceptual and practical level, enabling them to analyze common partnership transactions and planning alternatives.

Additional Information

Additional information about law school policies concerning grades, accommodations, class recordings, makeup exams, course evaluations, and honor code compliance can be found at <https://ufl.instructure.com/courses/427635/files/74674656?wrap=1>. *Learning Outcomes*