

PARTNERSHIP TAXATION (LAW 7617)

Professor Karen Burke

Spring 2021

Office Hours, Telephone and E-mail

My office is located in Holland Hall 325B. Regular office hours are on Tuesday 10:00 – 12:00 a.m., or by appointment. All office hours will be held via Zoom. 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 10:30 – 11:25. All class sessions will be accessible via Zoom; links to Zoom class meetings and recordings will be posted on Canvas. Students are not permitted to make, post, or circulate audio or video recordings of class sessions. All students should arrange to have a reliable internet connection and access to Zoom and Canvas. 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. Grades will follow the law school grading policy, which is available at <https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/uf-law-student-handbook-and-academic-policies>. 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.

Students are encouraged to provide feedback on this course by completing an online evaluation shortly before the end of the semester. Students will be notified in advance of the online evaluation period. Summary results of the evaluation are available at <https://gatorevals.aa.ufl.edu/public-results/>.

Makeup Exams

The law school policy on delay in taking exams can be found at: <https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/forms-applications/exam-delays-accommodations-form>.

Disability Accommodation

Students with disabilities requesting accommodations should first register with the Disability Resource Center (www.dso.ufl.edu/drc/) by providing appropriate documentation. Once registered, students will receive an accommodation letter which must be presented to the Law School Office of Student Affairs when requesting accommodations. Students with disabilities should follow this procedure as early as possible in the semester.

Honor Code

Students are subject to the UF Student Honor Code, which can be found at <https://sccr.dso.ufl.edu/process/student-conduct-code/>.

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.