

BUSINESS TAX

Hodgson Russ tax attorneys provide guidance on the full range of U.S. federal business and personal tax issues for clients, including multi-national *Fortune 500* companies, public companies, privately held businesses, emerging technology companies, venture capitalists, investors, business owners, executives, and high-net-worth taxpayers.

Our mission is to provide creative solutions to allow our clients to achieve their objectives in an ever-changing economic environment. We identify tax issues and find responses that take into account all relevant business, personal, and family considerations.

Our attorneys are service-oriented and practical. We don't simply provide tax advice when asked – we offer creative solutions that help avoid problems. Hodgson Russ has been awarded prestigious “Best Law Firm” rankings by *Best Lawyers/U.S. News & World Report* in the categories of National Tier 2 Tax Law and Litigation – Tax, Metropolitan Tier 1 Tax Law, and Metropolitan Tier 2 Litigation – Tax.

Mergers and Acquisitions

Hodgson Russ attorneys structure and negotiate acquisitions, mergers, and divestitures of businesses.

We have extensive experience with transactions that include taxable and tax-deferred asset and stock acquisitions by domestic and international companies. The scope of our extensive experience includes the following areas:

- Domestic and international mergers and acquisitions
- Sales and divestitures
- Canadian and U.S. business transactions
- Corporate reorganizations
- Corporate recapitalizations and redomestications
- Tax-effective financing structures
- Spin-offs
- Use of “Section 338” elections
- Executive compensation and severance issues

Hodgson Russ provides guidance on the full range of U.S. federal business and personal tax issues, taking into account all relevant business, personal, and family considerations.





We advise business owners, senior executives of public and private companies, entrepreneurs, venture capitalists, and high-net-worth individuals on tax issues related to business and investment holdings.

Joint Ventures, Partnerships, and Limited Liability Companies

Hodgson Russ attorneys represent clients in the tax issues associated with conducting business and investment opportunities through partnerships, limited liability companies, and other flow-through entities. We have advised our clients in establishing and operating joint ventures from large corporate entities to start-up ventures among individuals. We provide guidance on:

- Debt and equity financing issues
- Structuring for preferential returns
- Real estate ventures
- Cross-border business activities
- Emerging technologies
- Distributions
- Reallocations
- Basis issues

Corporations

Hodgson Russ attorneys advise and assist clients on corporate tax matters of all kinds. We

have extensive experience structuring complex reorganizations of public and privately held corporations, rendering opinions in connection with acquisitions and securities offerings, and representing corporate clients in spin-offs and liquidations. Our attorneys regularly counsel clients on tax issues arising from regular business operations. We have significant experience handling the tax problems of closely held corporations, including S corporations.

We advise our clients with respect to:

- Operational issues under both Subchapter S and Subchapter C of the Code S corporation qualification
- Reorganization and tax-deferred structuring
- Business formation and capitalization
- Personal holding company and accumulated earnings tax matters
- Consolidated group issues
- Taxation of distributions
- Taxation of hybrid securities



Real Property

We have wide-ranging experience in providing tax guidance to real estate developers and investors. We counsel investors on the structuring and tax consequences of investment in real estate ventures.

Our attorneys have extensive experience involving tax issues related to:

- Structuring and negotiating real estate ventures
- Cross-border activities, including FIRPTA issues
- REITs
- REMICs
- Partnership liability issues, debt restructuring, debt forgiveness, and workouts
- Low-income housing tax credits
- Like-kind exchanges, including involuntary conversions
- Tax-exempt financing

Tax Controversies

Hodgson Russ attorneys represent clients in tax controversies from the auditor's examination level through the appellate process and in the court system. We have successfully handled a wide variety of controversy work, including:

- Business taxation issues
- Personal income tax litigation
- Estate and gift tax controversies
- Cross-border matters, including transfer pricing disputes

Tax Planning for High-Net-Worth Individuals

Hodgson Russ attorneys frequently advise business owners, senior executives of public and private companies, entrepreneurs, venture capitalists, and high-net-worth individuals on tax issues related to business and investment holdings.

Our counsel includes the following:

- Personal income tax planning
- Charitable gift planning
- Estate planning, including business succession planning
- Tax issues related to international business holdings
- Compensation issues, including stock options and other equity-based compensation, phantom stock, deferred compensation, rabbi trusts, golden parachutes, and retirement plan issues
- Expatriate planning, including tax issues related to immigration and visa matters

Tax Planning for Nonprofit and Charitable Organizations

Hodgson Russ attorneys regularly advise clients on transactional, operational, and compensation planning for nonprofit clients, including large health care organizations, educational institutions, and social service providers. We also devise creative structures for the acceptance of gifts by these clients and Hodgson Russ's many foundation clients.

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Practice restricted to U.S. law


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