

51A Middle Street Newburyport, MA 01950 Phone: 800-588-7039 Fax: 877-902-4284 contact@bhfe.com www.bhfe.com

Course Information

Course Title: Tax Guide to Partnerships #493121

Recommended CPE credit hours for this course

In accordance with the standards of the CFP Board, the National Registry of CPE Sponsors and the IRS, CPE credits have been granted based on a 50-minute hour.

CPA 2 (All states)

National Registry of CPE Sponsors ID Number: 107615.

Sponsor numbers for states requiring sponsor registration:

Florida Division of Certified Public Accountancy: 4761 (Ethics

#11467)

Hawaii Board of Public Accountancy: 14003

New York State Board of Accountancy (for ethics): 002146

Ohio State Board of Accountancy: M0021 Pennsylvania Board of Accountancy: PX178025 Texas State Board of Accountancy: 009349

EA/OTRP 2 (All States) IRS: Qualified Sponsor number: FWKKO.

CLU, ChFC Professional Recertification 2

Course Description

The mini-course will examine tax issues relating to the formation and operation of partnerships. Participants will gain a familiarity with basic areas of partnership taxation so as to recognize a problem and have at hand some practical knowledge for its solution.

Program Delivery Method: Self-Study (NASBA QAS Self-Study/interactive)

Subject Codes/Field of Study

NASBA (CPA): Taxes.

IRS (EA, OTRP): Federal Tax Law.

Course Level, Prerequisites, and Advance Preparation Requirements

Program Level: Overview.

This program is appropriate for professionals at all organizational levels.

Prerequisites: Basic familiarity with federal taxation

Advance Preparation: None

Course Content

Publication/Revision Date: 8/10/2021.

Author: Danny Santuccci, J.D.

Final exam (online): Ten questions (multiple-choice).

Instructions for taking this course

Note: Download and save the PDF of this course to your computer for future reference, and to enable the search function (Menu: Edit>Find) and bookmarks (icon on left side of document window) for easier navigation.

You must complete this course within one year of the date of purchase (if you do not complete the course within one year, contact us to determine whether an updated edition of the course is available, in which case we will provide you with a PDF of the updated course and the online exam at no charge).

A passing grade of at least 70% is required on the final exam for this course. You may retake the exam if you do not pass it on the first attempt (no charge).

Complete the course by following the learning objectives listed on the following page, studying the text, and studying the review questions at the end of each major section (or at the end of the course). Once you have completed studying the course and you are confident that the learning objectives have been met, answer the final exam questions (online).

Instructions for Taking the Final Exam Online

- Login to your account online at www.bhfe.com.
- Go to "My Account" and view your course.
- Select "Take Exam" for this course and follow instructions.

Additional Information

- The exam may be started, stopped, then resumed at a later date.
- The exam is "open book," it is not timed, and it may be retaken if not passed on the first attempt (no charge).
- Results (correct, incorrect answers) and certificate appear immediately upon passing the exam.
- EA credits are reported weekly.

Have a question? Call us at 800-588-7039 or email us at contact@bhfe.com.

Learning Assignment & Objectives

As a result of studying the assigned materials, you should be able to meet the objectives listed below.

ASSIGNMENT

At the start of the materials, participants should identify the following topics for study:

- * Partnership definition
- * Partnership income
- * Partnership tax return
- * Year taxable
- * Transactions between partner & partnership
- * Contributions to partnerships
- * Sales & exchanges of partnership interests
- * Partnership distributions
- * Partnership liquidations
- * Limited liability companies

Learning Objectives

After reading the chapter, participants will be able to:

- **1.** Recognize the tax treatment of partnerships specifying advantages and disadvantages and their effect on income attribution.
- 2. Determine partnership income and reporting requirements by:
 - ${f a.}$ Identifying filing requirements and the impact partnership K-1's on individual or partner taxation; and
 - **b.** Specifying loss deduction limitations and stating the tax treatment of guaranteed payments, organizational expenses, and other fees.
- **3.** Identify the tax treatment of contributions of property to a partnership under §721 and the impact on tax basis.
- **4.** Recognize the tax treatment of partnership distributions and sale of partnership interests by:
 - **a.** Identifying the tax treatment of partner liabilities and of sales and exchanges of partnership interests and property; and
 - **b.** Determining the differences between liquidating and nonliquidating payments including the definition of a partner's basis on such an event.

After studying the materials, answer the exam guestions 1 to 10.

Notice

This course and test have been adapted from materials and information contained in the above text and any supplemental material provided. This course is sold with the understanding that the publisher is not engaged in rendering legal, accounting, or other professional advice and assumes no liability whatsoever in connection with its use. Since laws are constantly changing, and are subject to differing interpretations, we urge you to do additional research and consult appropriate experts before relying on the information contained in this course to render professional advice.

Tax Guide to Partnerships



Danny C. Santucci

The author is not engaged by this text, any accompanying electronic media, CD, or lecture in the rendering of legal, tax, accounting, or similar professional services. While the legal, tax, and accounting issues discussed in this material have been reviewed with sources believed to be reliable, concepts discussed can be affected by changes in the law or in the interpretation of such laws since this text was printed. The accuracy and completeness of this information and the author's opinions based thereon cannot be guaranteed. In addition, state or local tax laws and procedural rules may have a material impact on the general discussion. As a result, the strategies suggested may not be suitable for every individual. Before taking any action, all references and citations should be checked and updated accordingly.

This publication is designed to provide accurate and authoritative information in regard to the subject matter covered. It is sold with the understanding that the publisher is not engaged in rendering legal, accounting, or other professional service. If legal advice or other expert advice is required, the services of a competent professional person should be sought.

—-From a Declaration of Principles jointly adopted by a committee of the American Bar Association and a Committee of Publishers and Associations.

Copyright August 2021
Danny Santucci

TABLE OF CONTENTS

Introduction	Į,
Definition of Partnership	1
Section 761(a)	1
Factors	1
Husband-Wife Partnerships	1
Limited Partnerships.	2
Taxed as Corporations	
Analysis	2
Continuity	2
Centralized Management	
Limited Liability	3
Transferability	3
Ruling Policies	3
Corporate General Partner	
Co-tenancies.	4
Definition of Trade or Business	
Joint Ventures	5
Partnership Agreement	5
Modifications	5
Partner's Share of Tax Items	5
Limited Partners	6
Family Partnerships - §704(e)	6
Capital Partnerships	6
Gifts & Interfamily Sales	7
Material Use of Capital	7
Minor Children as Partners	8
Non-Capital Partnerships	8
Advantages	8
Disadvantages	8
Termination Of Partnership	9
D 4 1 T	Λ
Partnership Income	
Partners Taxed as Individuals	
Self-Employment Tax	
Exception - Separate Entity for Some Purposes	
Individual Returns & K-1s	
Partnership Expenses Paid By a Partner	
Separately Treated Items	
Character of Items & Limitations	
Deduction of Losses	
Outside Basis Limitation - §704(d)	
Loss Ultimately Deductible	
Effect of Losses on Outside Basis - §705	14

Partnership Tax Return	
Organization & Syndication Fees - §709	14
Capitalized Syndication Fees	14
Business Start-up Costs - §195	
Definition	
Filing Requirements	
Due Date of Return	
Failure to File	
Failure to Furnish Copies to Partners	
Year Taxable - §706(a)	
Limitation on Choice of Taxable Year	
Required Tax Year	
Business Purpose - §706(b)	
Rev. Proc. 87-32	
Highest Average Requirement	
47-Month Exclusion	
Restrictions	
Form 1128	
Section 444 Election	
Limitations on Changing a Tax Year	
Making the Election - Form 8716	
Back-Up Election	
Required Payment	
When to File	
Termination of Election	
Transactions between Partner and Partnership	
Treating Partner as Stranger - §707(a)	
Payments by Accrual Basis Partnership to Cash Basis Partner	21
Guaranteed Payments - §707(c)	
Capitalization	
Prepaid & Capital Expenses - §707(c)	
Organization & Syndication Expenses - §709	
Guaranteed Minimum	
Year Taxed - §706(a)	
Salary vs. Distribution	
Stranger Payment vs. Guaranteed Payment	
Payments Resulting in Loss	
Recipient of Salary as an "Employee"	
Exception	
Accident & Health Insurance Premiums	
Certain Losses Disallowed - §707(b)	
Two Partnerships	
Constructive Ownership	
Sales at Gain	25
Contributions to Partnerships	28
Contributions of Property - §721	
Contribution vs. Sale or Exchange	
Disguised Sale - §707(a)	
Disguised Taxable Exchanges - §704 & §737	28

Precontribution Gain or Loss Property	
Property Distribution to Contributing Partner - §737	29
Anti-Abuse Rules Under §737	30
Contributed Property Distribution to Another Partner - §704(c)	30
Seven Year Period (Formerly Five)	
Allocation Methods for Precontribution Gain or Loss	31
Transfers to Investment Company Type Partnerships - §721(b)	31
Contributed Assets Inside (Partnership) Basis - §723	
Allocations as to Contributed Property - §704(c)	32
Liabilities	
Earlier Optional Application of §704(c)	
Character of Subsequent Gain	
Taint On Contribution - §724	
Character of Subsequent Loss - §724(c)	
Contribution of Services	
Basis of Partner's Interest - Outside Basis	
Original Basis - §722	
Adjustments to Basis	
Effect of Liabilities - §752	
Deemed Distribution & Contribution	
Special Rule for Liabilities of Cash Basis Partnership	
Partner's Share of Partnership Liabilities	
Limited Partnerships	36
Exception	
Guarantees	37
Sales & Exchanges of Partnership Interests	37
Sales & Exchanges of Partnership Interests Capital Asset Treatment - §741	
Capital Asset Treatment - §741 Importance of Capital Treatment	37 37
Capital Asset Treatment - §741	
Capital Asset Treatment - §741 Importance of Capital Treatment Regs on Gain on Sale of Passthrough Entities - §1(H) Exchanges & Transfers Like-Kind Exchanges - §1031 Transfers to Controlled Corporations - §351 Partner's Interest Basis	37 37 38 38 39 39
Capital Asset Treatment - §741 Importance of Capital Treatment Regs on Gain on Sale of Passthrough Entities - §1(H) Exchanges & Transfers Like-Kind Exchanges - §1031 Transfers to Controlled Corporations - §351 Partner's Interest Basis Foreign Person Sale of U.S. Partnership Interest	
Capital Asset Treatment - §741 Importance of Capital Treatment Regs on Gain on Sale of Passthrough Entities - §1(H) Exchanges & Transfers Like-Kind Exchanges - §1031 Transfers to Controlled Corporations - §351 Partner's Interest Basis Foreign Person Sale of U.S. Partnership Interest. Hot Assets - §751	
Capital Asset Treatment - §741 Importance of Capital Treatment Regs on Gain on Sale of Passthrough Entities - §1(H) Exchanges & Transfers Like-Kind Exchanges - §1031 Transfers to Controlled Corporations - §351 Partner's Interest Basis Foreign Person Sale of U.S. Partnership Interest Hot Assets - §751 Liabilities of Partnership.	37 38 38 38 39 39 39 40 40
Capital Asset Treatment - §741 Importance of Capital Treatment Regs on Gain on Sale of Passthrough Entities - §1(H) Exchanges & Transfers Like-Kind Exchanges - §1031 Transfers to Controlled Corporations - §351 Partner's Interest Basis Foreign Person Sale of U.S. Partnership Interest Hot Assets - §751 Liabilities of Partnership Inside Basis after Transfer of Partnership Interest	
Capital Asset Treatment - §741 Importance of Capital Treatment Regs on Gain on Sale of Passthrough Entities - §1(H) Exchanges & Transfers Like-Kind Exchanges - §1031 Transfers to Controlled Corporations - §351 Partner's Interest Basis Foreign Person Sale of U.S. Partnership Interest Hot Assets - §751 Liabilities of Partnership Inside Basis after Transfer of Partnership Interest General Rule - §743(a)	
Capital Asset Treatment - §741 Importance of Capital Treatment Regs on Gain on Sale of Passthrough Entities - §1(H) Exchanges & Transfers Like-Kind Exchanges - §1031 Transfers to Controlled Corporations - §351 Partner's Interest Basis Foreign Person Sale of U.S. Partnership Interest. Hot Assets - §751 Liabilities of Partnership Inside Basis after Transfer of Partnership Interest. General Rule - §743(a) Substantial Built-in Loss - §743(d).	
Capital Asset Treatment - §741 Importance of Capital Treatment Regs on Gain on Sale of Passthrough Entities - §1(H) Exchanges & Transfers Like-Kind Exchanges - §1031 Transfers to Controlled Corporations - §351 Partner's Interest Basis Foreign Person Sale of U.S. Partnership Interest. Hot Assets - §751 Liabilities of Partnership. Inside Basis after Transfer of Partnership Interest. General Rule - §743(a) Substantial Built-in Loss - §743(d). Special Inside Basis Adjustment - §754 & §743(b).	37 38 38 38 39 39 39 40 40 40 40 40 40 41
Capital Asset Treatment - §741 Importance of Capital Treatment Regs on Gain on Sale of Passthrough Entities - §1(H) Exchanges & Transfers Like-Kind Exchanges - §1031 Transfers to Controlled Corporations - §351 Partner's Interest Basis Foreign Person Sale of U.S. Partnership Interest Hot Assets - §751 Liabilities of Partnership. Inside Basis after Transfer of Partnership Interest General Rule - §743(a) Substantial Built-in Loss - §743(d) Special Inside Basis Adjustment - §754 & §743(b) Allocation of Basis - §755	37 38 38 38 39 39 39 40 40 40 40 40 40 41
Capital Asset Treatment - §741 Importance of Capital Treatment Regs on Gain on Sale of Passthrough Entities - §1(H) Exchanges & Transfers Like-Kind Exchanges - §1031 Transfers to Controlled Corporations - §351 Partner's Interest Basis Foreign Person Sale of U.S. Partnership Interest Hot Assets - §751 Liabilities of Partnership Inside Basis after Transfer of Partnership Interest General Rule - §743(a) Substantial Built-in Loss - §743(d). Special Inside Basis Adjustment - §754 & §743(b) Allocation of Basis - §755 Death of Partner	37 37 38 38 38 39 39 39 40 40 40 40 40 40 40 40 40 40 40 40 40
Capital Asset Treatment - §741 Importance of Capital Treatment Regs on Gain on Sale of Passthrough Entities - §1(H) Exchanges & Transfers Like-Kind Exchanges - §1031 Transfers to Controlled Corporations - §351 Partner's Interest Basis Foreign Person Sale of U.S. Partnership Interest Hot Assets - §751 Liabilities of Partnership Inside Basis after Transfer of Partnership Interest. General Rule - §743(a) Substantial Built-in Loss - §743(d). Special Inside Basis Adjustment - §754 & §743(b). Allocation of Basis - §755 Death of Partner Basis Exception	37 38 38 38 39 39 39 40 40 40 40 40 40 40 41 42
Capital Asset Treatment - §741 Importance of Capital Treatment Regs on Gain on Sale of Passthrough Entities - §1(H) Exchanges & Transfers Like-Kind Exchanges - §1031 Transfers to Controlled Corporations - §351 Partner's Interest Basis Foreign Person Sale of U.S. Partnership Interest Hot Assets - §751 Liabilities of Partnership Inside Basis after Transfer of Partnership Interest General Rule - §743(a) Substantial Built-in Loss - §743(d). Special Inside Basis Adjustment - §754 & §743(b) Allocation of Basis - §755 Death of Partner	37 38 38 38 39 39 39 40 40 40 40 40 40 40 41 42
Capital Asset Treatment - §741	37 38 38 38 39 39 39 40 40 40 40 40 40 40 42 42
Capital Asset Treatment - §741	37 38 38 38 39 39 39 40 40 40 40 40 40 40 40 41 42 42
Capital Asset Treatment - §741	37 38 38 38 39 39 39 40 40 40 40 40 40 42 42 42 42
Capital Asset Treatment - §741	37 38 38 38 39 39 39 40 40 40 40 40 41 42 42 42 42 42 42

Partner's Interest - §733	43
Property Received - §732	43
Nonliquidating Distribution	
Basis Limitation - §732(a)	
Liquidating or Complete Distribution	44
Allocation of Basis When Limited - §732(c)	44
Partnership's Basis Greater Than Partner's Basis	44
Partner's Basis Greater Than Partnership's Basis	44
Special Adjustment to Basis	45
Mandatory Application	45
Holding Period - §735	
Partnership Property - §754 & §734	
Basis Allocation on Properties Distributed By a Partnership	46
Partnership Liquidations	16
Flexible Treatment	
Types of Liquidating Distributions	
Liquidating Distributions of Money	
Section 736(a) Payments	
Section 736(b) Payments Effect	
Exclusions From §736(b) Treatment	
Basis Adjustment after Distributions	
Election - §754	
Additional Adjustments Required by §734	
Additional Adjustments required by \$754	
Limited Liability Companies	49
Introduction	49
LLC Benefits	50
Disadvantages	50
Federal Tax Consequences	51
Check-the-Box Regulations	51