



51A Middle Street Newburyport, MA 01950

Phone: 800-588-7039 Fax: 877-902-4284

contact@bhfe.com

www.bhfe.com

Course Information

Course Title: *Partnership Taxation #492715*

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.

CFP® 8 (All states) CFP Board Course ID# 195435
CFP Board sponsor number: 1008.

CPA: 13.5 (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: 002146

Ohio State Board of Accountancy: M0021

Texas State Board of Accountancy: 009349

EA, OTRP 13 IRS: Qualified Sponsor number: FWKKO.

CLU, ChFC/PACE Recertification: 13.5

Course Description

The program 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. This course is presented in four practical segments: (1) the formation of partnerships, (2) the basic day-to-day operations of partnerships, (3) distributions of assets to partners, and (4) the termination of partnership affairs.

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

Subject Codes/Field of Study

NASBA (CPA), CFP Board of Standards, Inc.: Taxes.

IRS (EA, OTRP): Federal Tax Law. (ERPA): Qualified Retirement Plan Matters

NAPFA: Taxes

Course Content

Publication/Revision date: 4/23/2015.

Author: Danny Santucci, J.D.

Final exam (online): One-hundred twenty questions (multiple-choice).

Instructions for taking this course

In order to receive CPE credit for this course, you must complete the course within one year of the date of purchase. This includes achieving a passing grade of at least 70% on the final exam. The exam may be retaken at no charge if not passed in the first attempt.

Complete the course by following the learning assignments and objectives listed on the following page and studying the review questions located after each major section. Once you have completed each learning assignment and you are confident that the learning objectives have been met, answer the final exam questions (online).

Instructions for Taking the Final Exam Online (new site)

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

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

Learning Assignments & Objectives

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

ASSIGNMENT	SUBJECT
Chapter 1	Introduction

At the start of Chapter 1, participants should identify the following topics for study:

- * Section 761(a)
- * Husband-wife partnerships
- * Limited partnerships
- * Co-tenancies & joint ventures
- * Partnership agreements
- * Family partnerships
- * Publicly traded partnerships
- * Advantages & disadvantages
- * Complete & partial exclusion elections
- * Loss & year limitations

Learning Objectives

After reading Chapter 1, participants will able to:

- 1.** Determine what constitutes a partnership for federal income tax purposes under §761(a) by:
 - a.** Recognizing factors for partnership existence noting co-tenancy status and identifying a husband-wife partnership along with the correct reporting of income and loss;
 - b.** Identifying the liability of general and limited partners including how such liability might be contained; and
 - c.** Specifying the factors previously used to determine whether a business was a corporation or a partnership and the factors of the current check-the-box regulations.
- 2.** Recognize the impact of partnership agreements on partners' shares of tax items, specify the requirements of §704(e) for family partnerships, and cite the pros and cons of partnerships to determine when the entity choice is appropriate.
- 3.** Identify the complete or partial exclusion from partnership treatment under §761.

After studying the materials in Chapter 1, answer the exam questions 1 to 23.

ASSIGNMENT	SUBJECT
Chapter 2	Partnership Income

At the start of Chapter 2, participants should identify the following topics for study:

- * Partners taxed as individuals

- * Separately treated items
- * Deduction of losses
- * Partnership tax return
- * Special allocations
- * Limitations on choice of taxable year
- * Closing of partnership tax year
- * Treating partner as stranger
- * Guaranteed payments
- * Certain losses disallowed & sales at gain

Learning Objectives

After reading Chapter 2, participants will be able to:

1. Recognize the allocation of income and deduction among partners, identify when a partnership or its partners are subject to income or estimated tax, determine what constitutes §1402 self-employment taxes, and specify instances where partnerships are viewed as separate entities.
2. Specify the types of separately stated partnership expenses noting the character of such items and their deduction limitations, and recognize the §704(d) outside basis limitation and its impact on losses.
3. Determine whether a partnership can elect to amortize certain business-related expenses, and specify the elements and requirements of the partnership tax return and the items of deduction to which individuals are entitled.
4. Identify a partnership's year taxable under §706(a) and the allocation of items of income and deduction from the partnership to the partners by:
 - a. Specifying instances when a partnership generally must conform its tax year to its partners' tax years and the least aggregate deferral of income for each partner whose tax year is different from other partners;
 - b. Recognizing the availability of the natural business year including the §444 election as it relates to a partnership's tax year noting its costs and/or benefits; and
 - c. Determining tax year termination and non-termination events for a partnership.
5. Identify transactions between a partner and a partnership as being between a stranger and a partnership or as guaranteed payments.

After studying the materials in Chapter 2, answer the exam questions 24 to 56.

ASSIGNMENT

SUBJECT

Chapter 3

Contributions to Partnerships

At the start of Chapter 3, participants should identify the following topics for study:

- * Contribution vs. sale or exchange
- * Precontribution gain or loss property
- * Allocations as to contributed property
- * Character of subsequent gain or loss

- * Contribution of services
- * Original and adjusted basis of partner's interest
- * Effect of liabilities on outside basis
- * Partner's share of partnership liabilities
- * At-risk rule
- * Passive losses

Learning Objectives

After reading Chapter 3, participants will able to:

1. Recognize the tax-free capitalization rules of §721 by:
 - a. Specifying the differences between a contribution and a sale or exchange noting the treatment of transfers to investment company type partnerships; and
 - b. Identifying when the property taint rules apply and methods of allocation for precontribution gain or loss.
2. Determine a partnership's basis for contributed assets under §723.
3. Specify the taxation of contributed services noting strategies to avoid immediate taxation.
4. Determine the original and adjusted basis of an interest acquired by contributing property and/or money under §722.
5. Recognize a partner's loss deduction when the limits on deductions of partnership losses apply by:
 - a. Determining amounts at risk under §465; and
 - b. Specifying the buckets of income under §469 noting the impact of passive loss rules.

After studying the materials in Chapter 3, answer the exam questions 57 to 79.

ASSIGNMENT	SUBJECT
Chapter 4	Sales & Exchanges of Partnership Interests

At the start of Chapter 4, participants should identify the following topics for study:

- * Corn Product Rule
- * Importance of capital treatment
- * Regulations on gain on sale of passthrough entities
- * Exchanges & transfers
- * Unrealized receivables
- * Inventory
- * Liabilities of partnership
- * Inside basis after transfer of partnership interest
- * Gifts
- * Abandonment or forfeiture

Learning Objectives

After reading Chapter 4, participants will able to:

1. Determine capital asset treatment on the sale or disposition of a partnership interest under §741 by:
 - a. Recognizing whether the Corn Products Rule applies and the reasoning behind the determination;
 - b. Specifying the reasons why capital treatment is important and recognizing the impact of capital gain regulations on sales or exchanges of partnership interests; and
 - c. Identifying the tax consequences of exchanges and transfers, and specifying partnership incorporation methods.
2. Recognize the tax treatment of a sale or exchange of a partnership interest where the partnership possesses hot assets (unrealized receivables and inventory), and identify the impact of partnership liabilities in computing both the amount realized on a sale of a partner's interest and the adjusted basis of the sold interest.
3. Specify optional basis adjustment provisions noting how they relate to the general rule for the inside basis after the transfer of a partnership interest, determine the tax consequences of making a gift of a partnership interest, and recognize the unique treatment of partnership interests that are abandoned or foreclosed on with or without related liabilities.

After studying the materials in Chapter 4, answer the exam questions 80 to 92.

ASSIGNMENT	SUBJECT
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Chapter 5 Partnership Distributions

At the start of Chapter 5, participants should identify the following topics for study:

- * General nonrecognition rule
- * Exceptions to the general nonrecognition rule
- * Partner's interest
- * Nonliquidating & liquidating distributions
- * Special adjustment to basis & mandatory application
- * Holding period
- * Partnership property
- * Proportionate distributions
- * Disproportionate distributions
- * Effect of distributions of receivables or inventory

Learning Objectives

After reading Chapter 5, participants will be able to:

1. Determine the treatment of distributions of cash or property by a partnership to the partners by:
 - a. Recognizing the general nonrecognition rule under §731 and specifying exceptions to this general rule;

b. Identifying a partner's basis on either a liquidating or a non-liquidating distribution under §§732 and 733, and specifying instances when a partner may choose a special basis adjustment when receiving a distribution of property other than cash that influence how the partner's basis is determined; and

c. Recognizing the tax consequences associated with proportionate and disproportionate distributions, particularly the effect of distributions of receivables or inventory.

After studying the materials in Chapter 5, answer the exam questions 93 to 97.

ASSIGNMENT	SUBJECT
Chapter 6	Partnership Liquidations

At the start of Chapter 6, participants should identify the following topics for study:

- * Flexible treatment of partnership liquidations
- * Types of liquidating distributions
- * Section 736(a) payments
- * Section 736(b) payments
- * Distributions of unrealized receivables or inventory
- * Basis of distributed property
- * Gain or loss recognition
- * Basis adjustment after distributions
- * Election - §754
- * Additional adjustments required by §754

Learning Objectives

After reading Chapter 6, participants will able to:

- 1.** Determine ways to liquidate a retiring partner's interest by:
 - a.** Recognizing the types of liquidating distributions and specifying the character and treatment of cash distributions under §736; and
 - b.** Identifying the tax treatment of property distributions in liquidation permitting partnerships to distribute unrealized receivables or inventory.
- 2.** Identify a withdrawing partner's basis when there are distributions in liquidation or in nonliquidation, and specify the requirements of a §754 election noting additional adjustments required.

After studying the materials in Chapter 6, answer the exam questions 98 to 106.

ASSIGNMENT	SUBJECT
Chapter 7	Limited Liability Companies

At the start of Chapter 7, participants should identify the following topics for study:

- * Benefits of LLCs
- * Advantages of LLCs over C corporations
- * Advantages of LLCs over S corporations

- * Advantages of LLCs over limited partnerships
- * Advantages of LLCs over general partnerships
- * Disadvantages of LLCs
- * Uses
- * Federal tax consequences
- * Converting to an LLC from another form of entity
- * Local taxes on conversion

Learning Objectives

After reading Chapter 7, participants will able to:

1. Determine the taxation of limited liability companies noting the variety of tax entity choices and their advantages and disadvantages by:
 - a. Specifying the advantages and disadvantages LLC noting the advantages of LLCs over C corporations;
 - b. Identifying the advantages that LLCs have over S corporations and the differences between an LLC and a limited partnership; and
 - c. Cite the drawbacks of LLCs noting their bearing on entity choice.
2. Identify ways to use an LLC noting business-planning opportunities, and specify business ventures that should avoid LLCs.
3. Recognize the federal tax consequences of establishing an LLC by:
 - a. Determining the role of check-the-box regulations in the entity characterization and identifying self-employment tax regulations noting their application to LLC members;
 - b. Specifying whether an LLC member is at risk for recourse debt and determine the treatment of debt discharge income on an LLC;
 - c. Identifying the passive loss rules noting their association with LLCs and selecting an appropriate method of accounting for an LLC based on its characterization; and
 - d. Determining how an LLC can designate a tax matters partner for audit purposes.
4. Identify the dangers and tax consequences in converting to an LLC from another form of entity, and recognize the potential assessment of sales and use tax, real property taxes, and real property transfer taxes on entities on conversion to an LLC.

After studying the materials in Chapter 7, answer the exam questions 107 to 120.

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Partnership Taxation

By



Danny C. Santucci

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