



Taxation

Chapman and Cutler LLP is one of the largest law firms in the nation dedicated to a financial practice. Since our founding over 100 years ago, we have focused on the legal aspects of corporate and municipal finance, with particular emphasis on the representation of financial institutions such as insurance companies, banks, credit companies and other institutional investors; the sponsors of financial products such as mutual funds and investment trusts; and state or local governments.

The firm has developed an extensive practice in the areas of asset securitization and derivative products. Given the nature of the firm's practice, Chapman and Cutler's Tax Department has amassed substantive experience in many types of financial transactions and products. We advise both investors and non-investors in structuring financial transactions and products. In addition, the Tax Department often directly counsels high-profile market participants (such as in-house counsel, analysts, investment bankers and portfolio managers) in tax matters.

Ordinarily, due to the complex nature of Tax Department transactions, our attorneys work with colleagues in the firm's banking, bankruptcy, corporate, municipal and securities practice groups.

Consistent with the depth of the firm's experience, Tax Department attorneys regularly speak and publish on myriad tax-related issues in forums and journals of national reputation.

Since the Tax Department addresses federal income tax questions arising from the representation of these clients, we have established general information regarding the clients we represents, the nature of our representation and our areas of practice. We invite you to request additional information about Chapman and Cutler's Tax Department.

WE REPRESENT A WIDE ARRAY OF CLIENTS

Because tax considerations are only one facet of the legal issues that must be considered in structuring and evaluating financial transactions or representing businesses, many of the clients we advise are directly

Attorneys

Sarah A. Breitmeyer
Colman J. Burke
Robert L. Capizzi
Paul D. Carman
David J. Cholst
Brent L. Feller
Evelyn Anderson Irwin
Steven L. Kopp
Colleen A. Kushner
David Z. Nirenberg
Gary R. Polega

Areas Of Concentration

Asset Securitization (Tax)
Common Trust Funds
Corporate Finance (Tax)
Debt Instruments
Derivative Transactions
GIC Providers
Governmental Institutions and Agencies
International Transactions
Investment Trusts and RICs
Leveraged Leasing (Cross-Border and Domestic)
Limited Liability Companies
Mergers and Acquisitions
Mortgage-Backed Securities
Municipal Bond Tax Controversy

represented by lawyers in other firm practice groups. These clients include Wall Street, regional and local investment banking firms and other financial market participants; state and local governmental units and related governmental authorities; sponsors of mutual funds and investment trusts; major insurance companies and affiliated entities; major banks and their holding companies; the Chicago, New York and San Francisco branches of a number of domestic and foreign banks; leasing companies; commodities and futures market advisors and investors; brokers of financial products (including guaranteed investment contracts); a variety of private businesses; and other law firms seeking our in-depth tax experience.

WE ARE TRANSACTION-FOCUSED

The firm and its Tax Department principally represent clients on a transactional basis. In this regard, the Tax Department is typically involved in one or more of the following capacities:

- Advising clients regarding the tax implications associated with the issuance and restructuring of tax-exempt obligations.
- Negotiating tax indemnity agreements in tax-sensitive transactions on behalf of clients involved in leasing and lending transactions in both domestic and foreign markets.
- Counseling clients with respect to the use of asset securitization vehicles and derivative products.
- Developing new financial products and preparing offering materials addressing federal income tax risks.
- Advising clients regarding the tax implications associated with domestic and cross-border transactions.
- Representing clients in litigation and administrative proceedings before tax authorities.
- Structuring corporate reorganizations, divestitures, mergers and acquisitions in taxable and tax-free transactions.
- Obtaining private letter rulings from the Internal Revenue Service and letters from state taxing authorities resolving or clarifying issues of importance.
- Producing legal memoranda addressing tax issues of interest to clients.
- Consulting with banks and trustees regarding tax reporting and withholding tax concerns.

Not-for-Profit and 501(c)(3) Organizations
Offshore Funds
Partnerships
Public/Municipal Finance
Real Estate Investment Trusts (REITs)
Real Estate Mortgage Investment Conduits (REMICs)
Special Tax Counsel
State/Local Tax Issues
Synthetic Lease Finance
Tax Lobbying

Related Practices

Asset Securitization
Certified Capital Company Finance (CAPCOs)
Corporate Counseling
Credit Tenant Loan Finance
Cross-Border Institutional Private Placements
Derivative Transactions
Leveraged Leasing (Cross-Border and Domestic)
Mergers and Acquisitions
Mortgage-Backed Securities
Real Estate Investment Trusts (REITs)
Renewable Energy
Synthetic Lease Finance

NO TAX MATTER IS TOO COMPLEX FOR US

In light of the firm's focus on financial transactions and products, Chapman and Cutler's Tax Department has considerable collective knowledge in the following tax areas: corporate and municipal finance; asset securitization (REMICs, lease receivables financings, auto loan receivables financings, tax-exempt obligations, etc.); derivative products (adjustable rate preferred stock, hybrid debt securities, interest rate swaps and other types of notional principal contracts, inverse floating rate securities, foreign currency denominated securities); investment vehicles, such as unit investment trusts and regulated investment companies; tax issues arising in troubled debt restructurings, bankruptcies and workouts; leveraged leasing transactions (various types of equipment, project financings, aircraft and cross-border transactions); issues relating to debt instruments, commodities and futures (original issue discount, high yield securities, U.S. and back-up withholding tax); U.S. tax issues relating to international transactions and business operations; state and local tax issues; joint ventures and partnerships; and general corporate tax representation, including ERISA and pension-related issues.

Taxation Record Updates

January 11, 2022

LIBOR Transition Regulations Finalized

November 2021

Tax-Exempt Bond Securitization

July/August 2021

Potential Federal Tax Reissuance Concerns Involving a Transition from LIBOR to an Alternate Rate

April 22, 2021

U.S. Commits to Cutting Carbon Emissions in Half by 2030

April 20, 2021

Loan Associations Publish Social Loan Principles

March 25, 2021

SEC Poised to Take Action on ESG and Climate Change Issues

March 2, 2021

ESG Investing to Continue Growth in 2021 under Biden Administration

December 2020

Sarah Breitmeyer and David Cholst Named Bloomberg Tax and Accounting's Federal Tax Portfolio Authors of the Year

July 2020

Impact of COVID-19 Mortgage Loan Forbearances on REMICs and Investment Trusts

July 2020

Brief Summary of Selected Tax Provisions in the CARES Act

July 2020

Potential Federal Tax Reissuance Concerns Involving a Transition from LIBOR to an Alternate Rate

May 15, 2020

IRS Lowers Cash Limitation Percentage for RICs and REITs

April 16, 2020

Impact on REMICs and Investment Trusts of COVID-19 Forbearances on Certain Mortgage Loans

April 9, 2020

Business Tax Provisions in the CARES Act

January 28, 2020

New Form 8038-CP for Direct Pay Bonds

February 4, 2019

Opportunity Zone Funds Receive Some Guidance, But Questions Remain

November 30, 2018

New Proposed Regulations Take the Bite out of Section 956 Deemed Dividends for Corporate Shareholders

September 21, 2018

Excise Tax Relief for RICs Subject to the Transition Tax as Part of the 2017 Tax Reform

August 2018

Classification of Exempt Organizations under U.S. FATCA, U.K. IGA and OECD CRS

July 2018

Energy Provisions in the Bipartisan Budget Act of 2018

May 17, 2018

New US Withholding on Sales of US Partnership Interests by Non-US Partners

May 2018

A Complete History of FIRPTA Reform

March 2018

Impact of Tax Cuts and Jobs Act on Securitization Transactions

February 13, 2018

Deemed Dividends After the Tax Cuts and Jobs Act

January 3, 2018

Highlights of New Tax Reform Legislation to Individual Taxpayers

December 22, 2017

Will Trustees Fees Still Be Deductible? How Tax Reform Impacts Trusts and Estates

December 21, 2017

Impact of New Tax Law on Securitization Transactions

December 19, 2017

Tax Cuts and Jobs Act Would Eliminate Advance Refunding Bonds, Tax Credit and Direct Pay Bonds, Would Retain Private Activity Bonds and Stadium Bonds

Fall 2017

IRS Blesses Stock Dividends from Certain RICs and REITs

December 7, 2017

Excise Tax on Compensation Paid by Tax-Exempt Organizations Under Pending Tax Bill

December 6, 2017

Excise Tax on Compensation Paid by Exempts Under Pending Tax Bill

November 15, 2017

Tax Reform Proposals of Interest to Financial Institutions

November 3, 2017

Proposed House Tax Bill: Limits on the Deductibility of Interest

November 3, 2017

Release of Tax Cuts and Jobs Act

November 2, 2017

Proposed House Tax Bill Would Eliminate All Private Activity Bonds (Including Qualified 501(c)(3) Bonds), Tax Credit Bonds (Including Direct Pay Bonds), and Advance Refundings

October 2017

What the FATCA Is Going On? Navigating Various U.S. Tax Implications and Compliance Requirements for International Clients and Assets

May 2, 2017

IRS Revokes Commodity Linked Note PLRs

March 31, 2017

What to Do When the IRS Writes: IRS to Implement New Information Collecting Process for Bond Audits

January 18, 2017

IRS Modifies Management Contract Guidelines for Tax-Exempt Bonds

September 2, 2016

IRS Releases New Management Contract Guidelines for Tax-Exempt Bonds

August 10, 2016

IRS Notice on RICs and Refunds of Foreign Tax

June 9, 2016

Cross-Border Considerations for UCITS: U.S. Tax and Regulatory Concerns for Offering UCITS in the United States

May 17, 2016

Renewable Energy Update — IRS Updates PTC and ITC Eligibility Requirements Following Tax Extensions

April 4, 2016

Proposed Regulations Concerning Political Subdivisions

March 24, 2016

Recent IRS Regulations Involving Mixed-Use Projects Financed With Tax-Exempt Bonds Very Beneficial to 501(c)(3) Health Care Organizations

July/August 2015

Resolving a Small Mistake That Has Big Potential Consequences

July 2015

Annual Racial Nondiscrimination Filing Requirement for Exempt Private Schools