

Table of Contents

Overview of Partnerships	1
Types.....	1
General partnership.....	1
Limited liability company	2
Limited partnership	2
Limited liability partnership	3
Organizational document.....	3
Tax implications	5
Basis.....	5
Liabilities	7
Self-employment tax	17
Passive activity rules	19
Profit, Loss and Capital	29
Tax basis capital accounts.....	30
Book basis capital accounts.....	33
Allocations of income and loss	35
Section 704(c) minimum gain	36
Partnership agreement	48
Substantial economic effect	51
Substantiality test.....	55
Partner’s interest in partnership (PIP)	61
Making proper PIP allocations	63
Guaranteed payments	68
Payments to corporations	72
Rentals.....	73
Fringe benefits	74
Section 754	87
Purpose of §754	88

Basis adjustments	89
Distribution of assets.....	89
Sales and exchanges	101
Depreciating basis adjustments.....	111
Reporting basis adjustments	113
Making the election.....	119
Other Issues	128
Mandatory adjustments	128
Disguised sales.....	129
Two-year presumption.....	132
Liabilities	135
Disguised sales of partnership interests.....	137
Disclosure requirements	138
Tiered partnership losses.....	139
Basis.....	139
At-risk	142
Passive	143
Excess business loss	143
Change in partners	144
Sale	144
Gift.....	146
Redemption	148
Death of a partner	153
Single-member LLC changes to multi-member LLC.....	154
Multi-member LLC changes to single-member LLC	155
Allocations when partner's interest varies	169
Hot assets.....	175
Disproportionate distributions.....	177
Appendix	187
Index.....	189