

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.....	49
Substantial economic effect	52
Partner's interest in partnership (PIP)	62
Making proper PIP allocations	64
Guaranteed payments	69
Payments to corporations	73
Rentals.....	74
Fringe benefits	75
Section 754	85
Purpose of §754	86
Basis adjustments	87

Distribution of assets.....	87
Sales and exchanges	99
Depreciating basis adjustments.....	109
Reporting basis adjustments	111
Making the election.....	117
Other Issues	125
Mandatory adjustments	125
Disguised sales.....	126
Two-year presumption.....	129
Liabilities	132
Disguised sales of partnership interests.....	134
Disclosure requirements	135
Tiered partnership losses.....	136
Basis.....	136
At-risk	139
Passive	140
Excess business loss	140
Change in partners	141
Sale	141
Gift.....	143
Redemption	145
Death of a partner	150
Single-member LLC changes to multi-member LLC.....	151
Multi-member LLC changes to single-member LLC	152
Allocations when partner's interest varies	166
Hot assets.....	172
Disproportionate distributions.....	175
Appendix	185
Index.....	189