

Howard E. Abrams

Business Address: Emory Law School, Gambrell Hall, 1301 Clifton
Road, Atlanta, GA 30322.
Business Phone: (404) 727-5781
E-Mail: habrams@law.emory.edu

EDUCATION

Sept. '77 - June '80: *J.D.*, Harvard University (cum laude).
Sept. '76 - June '77: *Graduate Study*, Department of Mathematics
(Emphasis in Mathematical Physics), University of
California at Irvine.
Sept. '73 - June '76: *B.A. (Mathematics)*, University of California at
Irvine (summa cum laude; phi beta kappa).

LEGAL EXPERIENCE

Aug. '83 - Date: *Professor of Law*, Emory University School of Law,
Atlanta, Georgia (Assistant Professor 1983-85;
Associate Professor 1985-1991).
Jan. '09 - June '09: *Maurice R. Greenberg Visiting Professor of Law*,
Yale Law School, New Haven, Connecticut.
Aug. '06 - Aug. '07: *Visiting Professor of Law*, UC Berkeley Law
School, Berkeley, California.
Dec. '02 - Aug. '04: *Of Counsel*, Steptoe & Johnson, Washington, DC.
June '99 - May '00: *Director of Real Estate Tax Knowledge*, Deloitte &
Touche, LLP, Washington, DC.
Aug. '93 - May '06: *Adjunct Professor*, University of Georgia College of
Law, Athens, Georgia (occasional semesters).
Apr. '92 - Date: *Visiting Lecturer*, International Tax Center of
Leiden University, Leiden, Holland (occasional
summers).
Aug. '88 - June '89: *Visiting Professor of Law*, Cornell Law School,
Ithaca, New York.
Aug. '82 - Aug. '83: *Visiting Assistant Professor of Law*, University of

Oklahoma College of Law, Norman, Oklahoma.

Feb. '82 - Aug. '82: *Associate*, Brobeck, Phleger & Harrison, Los Angeles, California.

Aug. '80 - Feb. '82: *Attorney Advisor*, Chief Judge Tannenwald, United States Tax Court, Washington, D.C.

PUBLICATIONS

FEDERAL INCOME TAXATION OF CORPORATIONS AND PARTNERSHIPS, Aspen Law & Business (4th ed. 2009, co-authored with R. Doernberg and D. Leatherman).

FEDERAL CORPORATE TAXATION, Foundation Press (6th ed. 2008, co-authored with R. Doernberg).

DISREGARDED ENTITIES, 704-1 BNA Tax Management Portfolio Series (2007, co-authored with F. Witt & L. Zarlinga).

ESSENTIALS OF UNITED STATES TAXATION, Kluwer Law International (1999, co-authored with R. Doernberg).

FEDERAL INCOME TAXATION OF PARTNERSHIPS AND OTHER PASS-THRU ENTITIES, Anderson Press (1993).

Partnership Book-Ups, 127 TAX NOTES 435 (April 26, 2010).

Partnership COD Income and Other Debt Issues, 126 TAX NOTES 845 (February 15, 2010).

Partnership Use of Disregarded Entities, 25 TAX MGMT. REAL ESTATE J. 155 (2009).

Now You See It, Now You Don't: Exiting a Partnership and Making Gain Disappear, 50 TAX MGMT. MEM. 75 (2009).

Taxation of Carried Interests: The Reform That Did Not Happen, 40 LOYOLA L.J. 199 (2009).

Disposition and Partial Disposition of a Partnership Interest, 11 JOURNAL OF PASSTHROUGH ENTITIES 31 (2008).

The Past is Prologue: Carried Interests, 24 TAX MGMT. REAL ESTATE J. 23 (2008).

- A Close Look at the Carried Interest Legislation*, 117 TAX NOTES 961 (Dec. 3, 2007).
- Partnership Allocation of Selected Real Estate Tax Credits*, 23 TAX MGMT. REAL ESTATE J. 206 (2007).
- Taxation of Carried Interests*, 116 Tax Notes 183 (July 16, 2007), *reprinted in* 23 TAX MGMT. REAL ESTATE J. 199 (2007).
- Recommendations on Modernizing Section 751(b)*, 22 TAX MGMT. REAL ESTATE J. 218 (2006).
- New Rules Limit Flexibility on Withholding by Disregarded Entities*, 21 TAX MGMT. REAL ESTATE J. 362 (2005).
- How to Shoehorn a Disregarded Entity's Discharge of Indebtedness Into Section 108 Relief for Its Owner*, 21 TAX MGMT. REAL ESTATE J. 351 (2005).
- JCT Proposal on Partnership Nonrecourse Debt Unwarranted*, 108 TAX NOTES 1301 (Sept. 12, 2005), *reprinted in* 21 TAX MGMT. REAL ESTATE J. 315 (2005).
- The Truth About Partnership Debt. Guaranteed*, 21 TAX MGMT. REAL ESTATE J. 59 (2005).
- Simple Distributions from Leveraged Partnerships*, 1 PITT. TAX L. REV. 131 (2004).
- Section 704(c) Gain in Partnership Mergers*, BUSINESS ENTITIES 34 (May-June 2004).
- The Section 734(b) Basis Adjustment Needs Repair*, 57 TAX LAWYER 343 (2004).
- Using Cash and Carried Interests in a Real Estate Partnership*, 31 REAL ESTATE TAXATION 52 (First Quarter 2004), *reprinted in* 20 TAX MGMT. REAL ESTATE J. 329 (2004).
- New Changes to the At-Risk Rules*, 6 JOURNAL OF PASSTHROUGH TAXATION 37 (Sept.-Oct. 2003).
- Applying the Unrelated Debt-Financed Income Rules to Investments in Real Property*, 15 TAXATION OF EXEMPTS 3 (July-Aug. 2003) (with S. McDowell).

- Reverse Allocations: More than Meets the Eye*, 5 JOURNAL OF PASSTHROUGH ENTITIES 35 (Sept.-Oct. 2002).
- Adding a New Cash Partner to an Operating Partnership (pt. 2)*, BUSINESS ENTITIES 38 (March-April 2002).
- Adding a New Cash Partner to an Operating Partnership (pt. 1)*, BUSINESS ENTITIES 28 (Jan.-Feb. 2002).
- Implications of Estate Tax Repeal and Carryover Basis for Real Estate Owners*, 91 TAX NOTES 511 (2001).
- Getting Out Without Selling Out: The Proposed Partnership Merger and Division Regulations*, 59 N.Y.U. INST. FED. TAX. §11 (2001).
- Dealing With the Contribution of Property to a Partnership (pt. 2)*, BUSINESS ENTITIES 18 (Jan.-Feb. 2001).
- Dealing With the Contribution of Property to a Partnership (pt. 1)*, BUSINESS ENTITIES 16 (Nov.-Dec. 2000).
- Revenue Ruling Suggests Strategic Partnership Failure to Book-Up*, 2000 THE TAX ADVISOR 159 (March 2000).
- Congress Repeals Installment Reporting for Accrual Taxpayers*, 2000 THE TAX ADVISOR 142 (March 2000).
- Doing the McCauslen Two-Step*, BUSINESS ENTITIES 18 (Nov.-Dec. 1999).
- Judge Tannenwald on the Tax Court: An Enduring Legacy of Fundamental Fairness*, 48 EMORY L.J. 863 (1999).
- Issues and Strategies in Exiting Partnerships*, 57 N.Y.U. INST. FED. TAX. §11 (1999).
- How Electronic Commerce Works*, TAX NOTES INT'L (May 12, 1997).
- An Introduction to the US Taxation of Limited Liability Companies*, 1995 FISKAAL 223.
- Cancellation of Indebtedness Income*, 1992 FISKAAL 96.
- Economic Analysis and Unconstitutional Conditions: A Reply to Professor Epstein*, 27 U. SAN DIEGO L. REV. 359 (1990).
- The New Section 752 Regulations: A Rejoinder*, 48 TAX NOTES 1056 (1990).

Long Awaited Regulations Under Section 752 Provide Wrong Answers, 44 TAX L. REV. 627 (1989).

Equitable Implementation of Tax Expenditures, 9 VA. TAX REV. 109 (1989) (co-authored with J. Edrey).

Rethinking Generation-Skipping Transfers, 40 SW. L.J. 1145 (1987).

Rethinking Tax Transitions: A Reply to Dr. Shachar, 98 Harv. L. Rev. 1809 (1985).

Book Review: The Theory of Dispute Resolution, 37 OK. L. REV. 437 (1984).

A Re-Evaluation of the Terminable Interest Rule, 39 TAX L. REV. 1 (1983).

Systemic Coercion: Unconstitutional Conditions in the Criminal Law, 72 J. CRIM. L. & CRIM. 128 (1981).

RECENT SPEECHES

Did Codification of Economic Substance Repeal the Partnership Anti-abuse Rule, BNA Tax Advisory Board Meeting (New York, NY: June 2010).

Tax Efficient Ways of Exiting a Partnership, 2010 GSCPA Real Estate Conference (Atlanta, GA: June 2010).

Partnership Cancellation of Indebtedness and Related Issues, 2009 AICPA National Real Estate Conference (New Orleans, LA: November 2009).

Intermediate Partnership Taxation, 2009 AICPA National Real Estate Conference (New Orleans, LA: November 2009).

Choice of Entity: Disregarded Entities, Partnerships and S Corporations, CPAmerica 2009 Tax Forum (San Francisco, CA: November 2009).

I Need Money: Tax Efficient Ways of Exiting a Partnership, 44th Annual Southern Federal Tax Institute (Atlanta, GA: October 2009).

Now You See It, Now You Don't: Exiting a Partnership and Making Gain Disappear, BNA Tax Advisory Board Meeting (New York, NY: December 2008).

Getting Into and Out of Partnership, 2008 Great Plains Tax Institute (Omaha, NE: December 2008).

Partnership Tax Issues, 2008 AICPA National Real Estate Conference (Phoenix, AZ: November 2008).

Partnership and Fund Tax Issues, 2008 AICPA National Real Estate Conference (Phoenix, AZ: November 2008).

Capital Gains Planning, 2008 National AICPA Real Estate Conference (Phoenix, AZ: November 2008) (with L. Weller).

Advanced Partnership Taxation, 2008 CPAmerica International 2008 Tax Forum (Palm Coast, Florida: November 2008).

Partnership Mixing Bowls: Problems and Solutions, Atlanta Tax Forum (Atlanta, GA: September 2008).

Getting Into and Out of a Real Estate Partnership, 14th Annual APA SuperConference (Nashville, TN: July 2008).

The Fight Over Carried Interests: Legislative Proposals and Pitfalls, 24th Annual Texas Federal Tax Institute (San Antonio, TX: June 2008) (panel participant).

Disguised Sales, Mixing-Bowls and Synthetic Installment Sales, 2008 GSCPA Real Estate Conference (Atlanta, GA: May 2008).

Order in the Court: The Importance of Timing in Partnership Transactions, ABA Tax Section May Meeting (Washington, DC: May 2008) (panel participant).

Taxing Carried Interests and Tax Reform, Loyola University Chicago Law Journal Conference on Tax Law in a Liberal Democracy (Chicago, IL: March 2008).

Partnership Carried Interests: The Past Is Prologue, Tax Management Luncheon (Washington, DC: January 2008).

Update on Partnership Carried Interests, Tax Policy Advisory Committee to the Real Estate Roundtable (Washington, DC: January 2008).

The Past is Prologue: Carried Interests, BNA Tax Advisory Board Meeting (New York, NY: December 2007).

Hot Topics in Partnership Taxation, 2007 AICPA National Real Estate Conference (Las Vegas, NV: November 2007).

Basic Partnership Taxation, 2007 AICPA National Real Estate Conference (Las Vegas, NV: November 2007).

Creative Tax Planning for Real Estate Transactions, ALI-ABA Advanced Course of Study (Atlanta, CA: October 2007) (panel participant).

Partnership Carried Interests: A Look Forward, Tax Policy Advisory Committee to the Real Estate Roundtable (Washington, DC: October 2007).

Partnership Carried Interests, ABA Tax Section Fall Meeting (Vancouver, BC: September 2007) (panel moderator).

Update on Carried Interests, Atlanta Bar Association: Real Estate Section (Atlanta, GA: August 2007).

Partnership Carried Interests, Panel for the Senate Staff of the Banking and Finance Committees Sponsored by the Managed Funds Association and the U.S. Chamber of Commerce (Washington, DC: July 2007).

Partnership Allocation of Real Estate Tax Credits, BNA Tax Advisory Board Meeting (New York, NY: June 2007).

Partnership Carried Interests, Tax Policy Advisory Committee to the Real Estate Roundtable (Washington, DC: June 2007).

Tips and Traps in Forming a New Partnership, 2007 GSCPA Real Estate Conference (Atlanta, GA: May 2007).

Modernizing Section 751(b) – ABA Proposals, ABA Tax Section – Partnership Committee: May Meeting (Washington, DC: May 2007) (panel moderator).

Getting In and Getting Out of a Partnership, 2006 AICPA Annual Real Estate Conference (Phoenix, AZ: November 2006).

Partnership Update, 2006 AICPA Annual Real Estate Conference (Phoenix, AZ: November 2006).

Real Estate Taxation, ABA Tax Section CLE on the Road (Atlanta, CA: June 2006) (with T. Cuff and S. Kalus).

Recommendations on Modernizing Section 751(b), BNA Tax Advisory Board Meeting (New York, NY: June 2006).

Cash and Carried Interests, Southeast Tax Institute 2006 (Atlanta, GA: May 2006).

Creative Use of Partnership Debt, 25th (2006) J. Nelson Young Tax Institute (Chapel Hill, NC: April 2006).

Partnership Disguised Sales, 2005 AICPA National Real Estate Conference (Las Vegas, CA: November 2005).

Partnership Taxation, 2005 AICPA National Real Estate Conference (Las Vegas, CA: November 2005).

The Section 734(b) Basis Adjustment Needs Repair, Northwestern Law School Graduate Tax Colloquium (Chicago, IL: January 2005).

The Truth About Partnership Debt. Guaranteed, BNA Tax Advisory Board Meeting (New York, NY: December 2004).

Tax Aspects of Real Estate Investing Through a Partnership, 2004 AICPA National Real Estate Conference (Indian Wells, CA: November 2004).

Deduction for Construction Activities: New Section 199, 2004 AICPA National Real Estate Conference (Indian Wells, CA: November 2004).

Consolidated Group Joint Ventures, Including One-Party Limited Liability Companies, 2004 ALI-ABA Consolidated Tax Return Regulations (Washington, DC: October 2004) (with L. Zarlinga and W. Wasserman).

Tax Issues Arising From the Admission of a Partner to a Partnership, 39th Annual Southern Federal Tax Institute (Atlanta, GA: September 2004).

Federal Income Tax Consequences of Dissolving a Family Limited Partnership, 2004 Fiduciary Law Institute (St. Simons, GA: July 2004).

Tax-Efficient Ways of Extracting Value From a Real Estate Partnership, 2004 GSCPA Real Estate Conference (Atlanta, GA: June 2004).

Partnership Options and Convertible Debt Instruments, Eighth Annual Federal Real Estate Tax Conference (Washington, DC: December 2003).

Tax-Efficient Ways of Extracting Cash From a Real Estate Partnership, 2003 AICPA National Real Estate Conference (New Orleans, LA: November 2003).

Consolidated Group Joint Ventures, Including One-Party Limited Liability Companies, 2003 ALI-ABA Consolidated Tax Return Regulations (Washington, DC: October 2003) (with L. Zarlinga and W. Wasserman).

Cash and Carried Interests: Protecting Both the Developer and the Investor in a Real Estate Partnership, 2003 GSCPA Real Estate Conference (Atlanta, GA: June 2003).

- Creative Use of Partnership Debt*, Seventh Annual Federal Real Estate Tax Conference (Washington, DC: December 2002).
- Partnership Taxation: A Guide for the Real Estate Professional*, 2002 AICPA National Real Estate Conference (Las Vegas, NV: November 2002).
- A Practical Guide to the Contribution of Appreciated Property to Partnerships*, Louisiana State Bar Tax Section — Mardi Gras Meeting (New Orleans, LA: February 2002).
- Estate Planning Implications of the 2001 Act for Real Estate*, 2002 ABA Tax Section—Real Estate Committee: Mid-Year Meeting (New Orleans, LA: January 2002).
- Bringing Fresh Money Into the Deal: Adding a New Cash Investor to an Existing Partnership*, Sixth Annual Federal Real Estate Tax Conference (Washington, DC: December 2001).
- Adding a New Cash Partner to an Operating Partnership*, 2001 AICPA National Real Estate Conference (Atlanta, GA: November 2001).
- Intermediate Partnership Taxation*, 2001 AICPA National Real Estate Conference (Atlanta, GA: November 2001).
- Ethical Issues in Real Estate Transactions*, ALI-ABA Creative Tax Planning for Real Estate Transactions (San Francisco, CA: October 2001).
- A Practical Guide to the Contribution of Appreciated Property to Partnerships*, Chattanooga Tax Practitioners December Meeting (Chattanooga, TN: December 2000).
- Real-World Issues in Contributing Appreciated Property to a Partnership*, 2000 AICPA National Real Estate Conference (Las Vegas, NV: November 2000).
- Hot Tax Topics*, 2000 AICPA National Real Estate Conference (Las Vegas, NV: November 2000) (with T. Cuff).
- Partnership Deal Structures: Entering, Exiting, and the Mixing Bowl*, Federal Taxation of Real Estate Transactions Symposium (Columbus, OH: November 2000).
- Forming a Real Estate Partnership: A Practical Look at the Section 704(c) Options*, Fifth Annual Federal Real Estate Tax Conference (Washington, DC: November 2000).

- Partnership Mergers and Divisions*, 59th NYU Institute on Federal Taxation (New York, NY: November 2000).
- Pathological Partnership Debt*, ALI-ABA Conference on Creative Tax Planning for Real Estate (Boston, MA: September 2000).
- Partnership Mergers and Divisions*, 16th Annual Texas Federal Tax Institute (San Antonio, TX: June 2000).
- Something Simple: Joining and Exiting a Partnership*, 37th Great Plains Federal Tax Institute (Lincoln, NE: December 1999) (with Fred Witt).
- Issues and Strategies in Exiting Partnerships*, Fourth Annual Federal Real Estate Taxation (Bethesda, MD: November 1999).
- Partnership Tax Issues*, 1999 AICPA National Real Estate Conference (Orlando, FL: November 1999).
- Choice of Entity/Planning With Entities*, Deloitte & Touche Financial Consulting Services Annual Meeting (Orlando, FL: November 1999) (with M. Lux).
- The Effect of E-Commerce on the Real Estate Industry*, 1999 Annual Deloitte-Touche Real Estate Conference (Denver, CO: September 1999).
- Doing the McCauslen Two-Step: Did the Government Get It Right in Revenue Ruling 99-6?*, 1998 ABA Tax Section—Real Estate Subcommittee: Annual Meeting (Atlanta, GA: June 1999).
- Issues and Pitfalls in Exiting Partnerships*, 57th NYU Institute on Federal Taxation (New York and San Diego: November 1998).
- Dispositions of Partnership Interests*, 1998 ABA Tax Section—Real Estate Committee: May Meeting (Washington, DC: May 1998).
- Distributions From Highly Leveraged Partnerships*, 1997 ABA Tax Section—Real Estate Committee: Annual Meeting (San Francisco, CA: August 1997).

GOVERNMENT PARTICIPATION

- Submission of Comments on Section 704(c) in Response to Notice 2009-70 (January 2010).
- Principal Draftsperson, ABA Tax Section Comments on Notice 2006-14 Regarding Modernization of Section 751(b) (December 2006).

Co-Principal Draftsperson, ABA Tax Section Comments on Notice 2005-15
Regarding 704(c) Gain Arising in Partnership Mergers (February 2006).

Witness Before Senate Finance Committee: Subcommittee on Taxation and IRS
Oversight Regarding the Income Tax Implications of Estate Tax Repeal
and Carryover Basis (2001).

CLASSES TAUGHT

Partnership Taxation.
Taxation of Pass-Thru Entities.
Fundamentals of Income Taxation.
Corporate Taxation.
Taxation of Financial Instruments.
Federal Regulation of Tax-Exempt Organizations.
Professional Responsibility for the Tax Lawyer.
Contracts.
Evidence.

HONORS

Emory Williams Award for Excellence in Teaching (Emory University 2006).
Excellence in Teaching to Graduate Students (Emory University 1995).
Outstanding Professor (Emory Law School 1990).
William R. Bandy Award for Outstanding Professor (University of Oklahoma
College of Law 1983).

MEMBERSHIPS

District of Columbia Bar.
American Law Institute.

PROFESSIONAL ACTIVITIES

Editorial Advisory Board, The Tax Advisor.
BNA Tax Management Real Estate Advisory Board.
Cooperating Attorney, Animal Legal Defense Fund.
Academic Advisory Board, Tannenwald Foundation.