

Winston Sponsors, Franklin Shen Speaks at ABA 2025 Midyear Tax Meeting

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Winston & Strawn was a proud sponsor of the ABA's 2025 Midyear Tax Meeting from February 19-21, 2025, in Los Angeles, CA. This premier event brought together leading tax professionals to discuss the latest developments in tax law, policy, and practice.

Associate Franklin Shen spoke on the "GP Stakes & Seed Transactions For Private Fund Managers" panel.

KEY TAKEAWAYS

The panel discussed structuring and tax considerations for different seed investors in general partner entities of alternative investment funds. In general, tax structuring of these types of transactions must address each seed investor's tax sensitivities (i.e. UBTI, ECI, CAI-sensitive investors). For example, certain seed investors in real estate funds may require special structuring around FIRPTA. Another type of a transaction the panel discussed in depth was the GP stakes sale, where the GP sells some of its carry to an investor. The structure of these transactions can result in shifting character of income, so special structuring attention must be paid to ensure that the selling GP and the investor can agree on mutually acceptable business terms that are tax-efficient for both parties.



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