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of this area. In addition, partnership tax provides a flexibility found nowhere else in the Code, affording the attorney or accountant an unparalleled opportunity to engage in tax planning on behalf of his client. In approaching partnership tax, it is helpful to understand a few basic concepts. First, a partnership is a "flow-through" entity.

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the partnership sold all of its assets for cash equal to the fair market value of the assets and then liquidated.<sup>8</sup> The "liquidation value" rule is pro-taxpayer because it disregards discounts that might apply to the fair market value of the partnership interest due to lack of marketability for such an interest.

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Professor Daniel Lathrope's teaching and research focus is taxation. He is the co-author of several casebooks on individual, corporate, and partnership taxation, including Fundamentals of Federal Income Taxation, Fundamentals of Corporate Taxation, and Fundamentals of Partnership Taxation. He is the author of The Alternative Minimum Tax—Compliance and Planning with Analysis, a treatise on ...

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