BRIAN S. MASTERSON

Nashville Office
(615) 651-6750
brian.masterson@butlersnow.com

Brian is a member of the firm's Business Services Group where he concentrates his practice on tax planning and tax controversies, mergers and acquisitions, and joint ventures. In addition, Brian has recently focused a significant amount of his practice on advising clients with respect to establishing Opportunity Zone Funds and Qualified Opportunity Zone Businesses.

PRACTICE AREAS AND INDUSTRY TEAMS

- Tax
- State and Local Tax
- Mergers and Acquisitions
- Corporate Governance
- White Collar, Compliance and Government Investigations
- Taxation of Businesses
- Tax Exempt Organizations
- Tax Controversy
- Captive Insurance

EXPERIENCE

- Partner with Venable LLP in Washington and a Director in the Washington National Tax practice of KPMG where he advised clients on federal and state tax matters with emphasis on the healthcare (for-profit and not-for-profit hospitals) and real estate industries, including but not limited to, partnerships, S corporations, C corporations, REITs, REMICs and exempt organizations.

- Advise clients in all aspects of state and federal tax controversy matters from the initial contact by the taxing authority to litigation, if necessary.

- Advise clients regarding strategic business relationships, joint ventures, private equity investments, corporate finance transactions, mergers and acquisitions, tax and accounting issues, captive insurance arrangements, executive compensation (including Section 280G and Section 409A) and corporate governance.

- Draft and negotiate term sheets and letters of intent for acquisitions and joint ventures; operating agreements and partnership agreements; and stock purchase agreements and asset purchase agreements.

- Conduct internal investigations of publicly-traded and privately-held companies when an accounting irregularity may be present.
- **Courses Taught**
  - Federal Income Taxation
  - Taxation of Passthrough Entities
  - Taxation of Corporations
  - Survey of Tax Practice
  - Tax Planning For Real Estate Transactions
  - Regulatory Law & Compliance

BAR ADMISSIONS

- Virginia, 2001
- District of Columbia, 2002
- Tennessee, 2008

DISTINCTIONS

- *Chair of the Accounting, Finance and Economics Department*, Lipscomb University
- *Adjunct Faculty,* Georgetown University Law Center
- *Recurring Guest Lecturer*, University of Michigan Law School
- Certified Public Accountant

ASSOCIATIONS

- American Bar Association
  - Taxation Section
    - Real Estate Committee
- American Institute of Certified Public Accountants

EDUCATION & HONORS

- Georgetown University, LL.M., Taxation, 2004
- University of North Carolina, J.D., *with honors*, 2001
  - Publication Editor, *North Carolina Law Review*
  - Brooks Scholarship for Outstanding Staff Service to the Law Review
  - J. Nelson Young Tax Scholarship
- Lipscomb University, B.S., Accounting, *summa cum laude*, 1995

PAPERS, PRESENTATIONS AND PUBLICATIONS

- Recurring quarterly column on real estate tax issues published in the Journal of Passthrough Entities.
- Numerous panel presentations for various committees of the ABA Tax Section.
- Modern Real Estate Transactions, ALI-CLE, 2015.
- *Author, "*Partnership Taxation: Issues & Strategies*"*, Lipscomb University: Updating the Accountant CPE Program, 2014.
- *Author,* "Throwing the Baby Out with the Bath Water - Proposed Regulations on Debt Allocations and Disguised Sales", Tennessee Federal Tax Conference, 2014.
- *Broz v. Commissioner*: How Not to Structure Back-to-Back Loans to an S Corporation", TAXES: The Magazine, 2014.
- *Author, "*Corporate Governance Issues*"*, Lipscomb University: Updating the Accountant CPE Program, 2013.
- *Author,* "Recent Developments Affecting Real Estate and Pass-Through Entities", AICPA Real Estate Conference, 2013.
- "Recent Federal Income Tax Developments Affecting Pass-Through Entities", Tennessee Federal Tax Conference, 2013.
- Presented "Fundamentals of Partnership Taxation" (2013) and "Exiting a Partnership" (2012) for the Tax Executives Institute.
- Led internal national training sessions for KPMG LLP dealing with technical tax issues affecting passthrough entities and revamped an internal web-based continuing education course providing an overview of the real estate industry.
- *Author,* "Negotiating and Drafting Limited Liability Company Agreements," District of Columbia Bar, 2012 and 2013.
- *Author,* "M&A Tax Considerations for Buyers and Sellers," Strafford Publications, 2012.
- *Author,* "Maximizing Tax Benefits in Real Estate," Professional Education Broadcast Network, 2010.
- *Author,* "Real Estate and Construction Practice Group," Cherry, Bekaert & Holland, L.L.P. Internal Training, 2010.
- *Author,* "Admitting New Partnership Members: Tax and Non-Tax Considerations," Professional Education Broadcast Network, 2009.
- *Author,* "Recourse or Nonrecourse," District of Columbia Bar Passthroughs and Real Estate Committee, 2008.

- *Author,* “Real Estate Tax Workshop,” RSM McGladrey Internal Training, 2006.
- Like-Kind Real Estate Exchanges, Lorman Educational Services, 2006.
- *Co-Author*, *Tax Planning for Related Party Sales of Real Estate*, 22 Tax Mgmt. Real Estate J. 79, 2006.
- *Co-Author*, *Practical Guide for Compliance with Circular 230 and the Reportable Transaction Disclosure Framework Post-AJCA*, 46 Tax Mgmt. Mem. 155, 2005.
- *Co-Author*, *Recent Developments Affecting Real Estate and Pass Through Entities*, annual ALI-ABA and PLI outlines.
- *Co-Author*, *Current Developments in Subchapter C - Public Guidance in Lieu of Private Guidance and Selected Step Transaction Guidance*, 44 TAX MGMT. MEM. 355, 2003.
- Co-authored two commentaries analyzing the Jobs and Growth Tax Relief Reconciliation Act of 2003 published by bnatax.com.
- *Collecting Sales and Use Tax on Electronic Commerce: E-confusion or E-collection*, 79 N.C. L. REV. 203, 2000.