



RACHEL L. PARTAIN

Partner

Rachel L. Partain is a Partner concentrating her practice on representing middle market businesses and high-net worth individuals in federal and state tax controversies. She handles all stages of the dispute process, including audits, appeals, Tax Court litigation, refund claims, and collections. Ms. Partain routinely appears before the Internal Revenue Service, the Department of Justice, and the Senate Finance Committee to advocate for her clients' best interests.

Notable representations include:

- "Eggshell" audits involving potentially criminal or civil fraud.
- Installment payment arrangements, offers in compromise, and requests for innocent spouse status.
- Tax shelter or reportable transactions involving captive insurance, conservation easements, and options.
- New York State audits involving residency and domicile; doing business; and personal income, corporate, sales, and real property transfer taxes.
- Representation of CPAs and attorneys involved in IRS and state promoter investigations.
- Voluntary disclosures of foreign and domestic noncompliance, including nonfiling and "nanny taxes."
- New York State Department of Labor audits of independent contractors and workers compensation penalties.

Ms. Partain also advises businesses how to structure transactions in a tax-efficient manner and in general corporate and transactional matters, including:

- Business formation, shareholder and related-party loans, M&A, joint ventures, distributions and liquidations, and business divorce.
- Operating and shareholder agreements, and management and consulting agreements.
- Inbound real property holding structures.
- Commercial agreements.

Ms. Partain also provides consulting services on a wide range of issues including:

- Debt-equity characterization, modification, and cancellation of indebtedness.
- Bad debt, worthless stock, income tax accounting, and valuations.
- U.S. residency and green card surrendering.

Prior to joining the firm, Ms. Partain was a member at a prominent national boutique law firm. She started her career at a large international law firm.

Ms. Partain has been awarded an AV Preeminent® Martindale-Hubbell Peer Review Rating – the highest peer rating standard established by this company. She has also been selected to *New York Metro Super Lawyers* and *Rising Stars* lists (Tax).

Ms. Partain speaks and writes frequently on tax topics and has been quoted often in numerous national publications.

She has authored a book on the tax treatment of payments made in connection with government investigations, and a chapter on refund claims and refund litigation.

PRACTICE AREAS

- Corporate and Mergers & Acquisitions
- Tax, Trusts & Estates
- Veterinary

EDUCATION

- New York University School of Law, LL.M., 2010
- University of Chicago Law School, J.D., 2002
- The University of Texas at Arlington, B.A., 1995

ADMISSIONS

- New York
- District of Columbia
- U.S. Tax Court
- U.S. Court of Federal Claims
- U.S. District Court, Southern & Eastern Districts of New York

PROFESSIONAL AFFILIATIONS AND ACCOMPLISHMENTS

- Past Chair, Standards of Tax Practice Committee, ABA Section of Taxation
- Member, Appointments to the Tax Court Committee, ABA Section of Taxation
- Member, Nominating Committee, ABA Section of Taxation
- Member, Publications Committee, ABA Section of Taxation