

# Tax

## Overview

Munsch Hardt's Tax attorneys work closely with their clients to provide practical solutions to tax issues designed to maximize tax efficiencies and minimize tax and business risks in achieving business objectives. Our clients consist of individuals and business entities of all types, sizes and industries, including publicly and privately held corporations, limited liability companies, partnerships, family offices, venture capital and private equity funds, tax exempt entities and trusts and estates.

Our Tax attorneys provide a wide range of tax services, including federal and state income tax planning, estate tax planning and asset preservation and representation of client interests in tax controversies involving the Internal Revenue Service and state tax authorities. Members of our tax section have earned advanced tax degrees from the most prestigious institutions in the country, cultivated their skills in international accounting and law firm environments and, therefore, are highly qualified to guide clients through the most complex and sophisticated tax matters.

## Why We're Different

Taxation is one of the most complex areas of the law, as it is in a constant state of change. Tax considerations play a part in virtually all business and financial transactions. Clients are often overwhelmed by tax complexities involved in evaluating a transaction. Munsch Hardt's Tax attorneys understand their clients' business objectives and propose tax effective solutions to achieve those objectives. Our Tax attorneys pride themselves in their ability to explain complex tax concepts in terms clients can understand, making an informed business decision easier to reach.

## Experience

### Bank Holding Company Tax Counsel

Provided tax advice to North American Bancshares, Inc. in its partially tax-free stock and cash merger with and into Durant Bancorp, Inc. Consideration for the transaction was a combination of stock and cash valued at \$450 MM. Our engagement included the negotiation of all documents associated with the transaction, including the merger agreements as well as employee issues and business and tax provisions to the Shareholders Agreement.

## Tax Counsel, 2016 Midsize Deal of the Year

Tax counsel to the selling members in the sale of 100% of the membership interests of nation's largest online used auto retailer to a strategic buyer. The purchase price included a closing date cash payment in excess of \$100 MM and earn out payments based on post-closing EBITDA payable in cash and buyer stock. The transaction won the 2016 Midsize Deal of the Year Award (\$25 MM to \$149 MM) at the 2016 Mergers & Acquisitions Awards ceremony hosted by *D CEO* and the Association for Corporate Growth. In addition to advising on tax issues related to transaction structure and terms, the engagement included pre-sale reorganization of ownership to facilitate owner asset preservation and estate planning goals.

## Wine Distributor Tax Counsel

Represented the selling shareholders of a wine distribution business classified as a 'C' corporation for federal income tax purposes. The buyer wanted to purchase assets, and the sellers wanted to sell stock and recognize capital gain without incurring corporate level tax. The transaction structured as an asset sale coupled with a sale of shareholder personal goodwill in order to achieve buyer and seller tax objectives.

## Real Estate Fund Tax Counsel

Served as Tax counsel to a Houston-based company in connection with the creation of a pooled investment fund to acquire interests in hospitality, multi-family, office and retail properties across North America. The proposed \$100 MM fund was directed to foreign nationals seeking to invest in U.S. and Canadian real estate opportunities, which created significant U.S. federal tax structuring and off shore tax structuring challenges. Our engagement included structure of the fund from U.S. federal income and state tax perspectives.

## Royalty Fund Tax Counsel

Provided tax advice to a Dallas-based family office in restructuring and capitalization its limited partnership formed to acquire royalty and mineral interests. The engagement involved advising existing members regarding the tax aspects of their continued ownership and additional capital contributions and the tax effects to exiting members of the repurchase of their limited partnership interests.

## Like Kind Exchange Tax Counsel

Represented real estate development and investment company in reorganizing their Texas asset portfolio through tax deferred like-kind exchanges of their properties into replacement properties through forward and reverse exchanges, joint ventures and entity restructuring.

## Tax Counsel, 2015 Energy Deal of the Year

Represented a manufacturer of wellhead products in its sale to a diversified, global private equity fund. The transaction involved, among other things, pre-sale target reorganization to facilitate tax-free rollover of equity. The deal won M&A Advisor's 2015 "Energy Deal of the Year" (up to \$100 MM).

## Practice Leaders



**Christopher Speer**

Dallas  
214.855.7559  
[cspeer@munsch.com](mailto:cspeer@munsch.com)

## Related People

Taylor Nall  
Susan Sample  
Christopher Speer

## Related Practices

Tax  
Business & Transactional Tax  
Tax Controversy

## Related Industries

Financial Services  
Construction  
Energy  
Health Care  
Hospitality  
Insurance  
Manufacturing  
Real Estate  
Retail  
Technology & Telecommunications  
Transportation

## Achievements

*Best Lawyers®* "Best Law Firms", published by *Woodward/White, Inc.* – Tax Law, Metropolitan Tier Ranking (2021-2024)

*Best Lawyers®* "Best Law Firms", published by *Woodward/White, Inc.* – Litigation – Tax, National Tier Ranking (2023-2024)

*Best Lawyers®* "Best Law Firms", published by *Woodward/White, Inc.* – Litigation – Tax, Metropolitan Tier Ranking (2022-2024)

## Newsroom

---

**Blog:** Munsch Hardt Tax Resources

**Press Release:** Best Lawyers® Names Munsch Hardt to 2024 “Best Law Firms” in America List

**Newsletter:** IRS Announces Withdrawal Process for Employee Retention Credit Claims

**Press Release:** Munsch Hardt Real Estate Team Assists with Acquisition of a 45 Hotel Property Portfolio

**Press Release:** Munsch Hardt Ranks Among Nation’s Top Firms in 2023 “Best Law Firms” List by U.S. News - Best Lawyers®

**Press Release:** Munsch Hardt Named to 2022 “Best Law Firms” List by U.S. News – Best Lawyers®

**Newsletter:** IRS Extends 2021 Tax Filing Deadlines for Texas Taxpayers Impacted by Winter Storm

**In The News:** Susan Sample Secures Significant Exemption Certificate Ruling for Client

**Press Release:** Munsch Hardt Ranks Among Nation’s Top Firms in 2021 “Best Law Firms” List by U.S. News - Best Lawyers®

**Press Release:** Munsch Hardt Announces 2020 Shareholder Promotions

**Speech:** Hotel Owners + The Novel Coronavirus Webinars

**Newsletter:** COVID-19: Tax Provisions

**Newsletter:** COVID-19: Tax Summary

**In The News:** Munsch Hardt Adds Former Shell Tax Advisor, 2 Energy Attys

**Press Release:** Munsch Hardt’s Growing Houston Office Adds Two Energy Litigation Shareholders, One Tax Shareholder

**Press Release:** Munsch Hardt Attorney Closes Two Middle-Market Transactions, Signs Up a Third in Less Than 30 Days

**Press Release:** Munsch Hardt Client Wins Midsize Deal of the Year at D CEO + ACG M&A Awards

**Speech:** Historical Tax Credits: How They Work

**Press Release:** 6 Munsch Hardt Attorneys Recognized as 2015 Best Lawyers in Dallas by D Magazine

**In The News:** Chamberlain Hrdlicka Accused of Exploiting Client Info