

Mergers and Acquisitions Tax Services



Tax Due Diligence, Structuring and Consulting Services

Practical tax advice through every phase of a transaction

Are you confident you are not assuming hidden or unanticipated tax liabilities – even if you are acquiring assets?

Do you know whether your transaction is structured in the most tax-efficient manner for all parties involved?

Are you confident you have identified all the opportunities to save taxes after your deal is closed?

Have you properly integrated tax considerations into your modeling of alternative transaction scenarios?

Understanding the tax implications of a proposed transaction is an important part of determining the best tax structure to optimize a deal's value. Buyers may be exposed to costly tax liabilities related to asset and stock acquisitions, and prospective tax planning opportunities may be identified.

To evaluate the potential tax risks, our professionals review the target's tax history, including tax examinations, prior acquisitions and dispositions and return filings. With respect to prospective tax planning, we review the target company's history and significant tax attributes, tax accounting methods and tax credits and incentives to maximize the value of a deal.

When structuring a transaction, numerous tax issues may be encountered, and often, significant financial investments are at stake. Careful planning is required to determine optimal tax savings. We have extensive experience working with clients and their legal advisors to structure a transaction in the most tax-efficient manner.

We can assist with modeling the tax consequences of alternative transaction scenarios and review the financial model from a tax perspective.

Tax due diligence

We review historical tax compliance, including:

- Federal and state income taxes
- Franchise taxes

- Sales and use taxes
- Payroll taxes
- Property taxes
- Unclaimed property
- Foreign income taxes
- Value-added taxes and other indirect taxes

Mergers and acquisitions services

Our mergers and acquisitions tax services include:

- Buy-side assistance
 - Tax due diligence and structuring
- Sell-side assistance
 - Tax due diligence and structuring
 - Pre-transaction remediation
 - Tax attribute valuation studies
 - International and U.S. taxation
 - International and local country taxation
 - Transfer pricing
 - Planning
- Review of stock/asset purchase agreements, tax indemnities and disclosure schedules
- Evaluation of potential acquisition structures
- Transaction scenario modeling
- Earnings and profits studies
- Bankruptcy and debt restructuring
- Tax-efficient exit strategy structuring
- Post-transaction assistance
 - Section 382 studies
 - Section 338(h)(10) election analyses
 - Transaction cost studies
 - Tax remediation and make-whole calculations

Transaction advisory services

The McGladrey mergers and acquisitions tax services group includes dedicated federal, state and international tax professionals who function as an integral part of our middle-market transaction advisory team, which provides comprehensive financial, tax, information technology, business process and integration transaction advisory services.

Experience the power of being understood.SM

At McGladrey, we utilize best practices, yet adapt to the specific needs of a given transaction. Experience the benefit of working with mergers and acquisitions tax professionals who:

- Take the time to understand the businesses involved
- Possess deep experience with mergers and acquisitions tax issues and planning
- Combine tax knowledge with transaction acumen to help ensure each client's overall success
- Understand how to effectively implement and take advantage of planning opportunities
- Work together as a national team to provide proven, yet tailored, solutions

That's the power of McGladrey. The power of being understood.SM

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