



C. Ted Sanderson Jr.

Shareholder

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Ted Sanderson draws on his more than 30 years of legal experience to advise clients on corporate and tax matters, including tax controversy, succession planning, tax incentives, and business transactions.

Mr. Sanderson represents clients in the areas of federal and state taxation, estate, business succession and lifetime planning, mergers and acquisitions, joint ventures, and probate, trust and guardianship matters. Mr. Sanderson frequently represents clients in controversies with the Internal Revenue Service (IRS) and Mississippi Department of Revenue (MDOR) at the examination and collection levels, on administrative appeal, and in litigation. He regularly obtains advance rulings from the IRS National Office on client transactions with income tax or estate tax implications.

Mr. Sanderson has also advised and represented property owners, developers, and governments on tax incentives for new and expanding businesses. This includes the use of ad valorem tax exemptions, fee-in-lieu agreements, tax incremental financing (TIF), and public improvement districts (PID). Mr. Sanderson was involved extensively in utilizing GO Zone tax and bond incentives for clients.

Prior to establishing his practice in Jackson, Mr. Sanderson clerked with the Mississippi Supreme Court and worked for the IRS in the Office of Chief Counsel in Washington, D.C. During his tenure with the Office of Chief Counsel, he worked on a wide range of individual and corporate tax matters involving the regulatory and enforcement functions of the IRS.

Representative Matters

Tax Controversy

- Regularly represents individuals and businesses in tax controversies with the Internal Revenue Service (IRS) or Mississippi Department of Revenue (MDOR) in audit, administrative appeal, collection, and litigation, achieving significant reduction of tax/penalties/interest that had been asserted by the taxing authority and, in many instances, a tax refund for the client.
- Represented clients in the home health care industry in unprecedented \$1 million attorney fees award against the IRS.
- Obtained more than \$10 million of sales and severance tax refunds from MDOR on claims for refund filed on behalf of clients in the oil and gas and home health care industries.
- Recently obtained a complete concession by IRS in a \$1.8 million gift tax deficiency in United State Tax Court without a trial.

Tax Administrative, Regulatory and Legislative Process

- Represented multiple clients in obtaining favorable Private Letter Rulings (PLRs), Technical Advices, and other rulings from the IRS, notably PLRs on tax-free corporate "spin offs" under IRC § 355 including a nationally significant ruling for a manufacturing client where the IRS approved "liability protection" as a valid "business purpose" for the transaction under § 355.
- Regularly participates in legislative and regulatory processes at federal and state levels on tax matters of importance to clients including (i) participated in comment and hearing process before the IRS on proposed regulations that would have been adverse to an estate client resulting in the withdrawal of the proposed regulations by the IRS, and (ii) secured clarification amendments to a

state sales tax statute to stop MDOR's unfavorable application of the statute to clients in the home health care business.

Estate/Business Succession/Asset Protection/Post-Mortem Planning

- Assisted various owners of closely held businesses (retail, manufacturing, home health, oil & gas, farming/timber, etc.) on the transfer of business interest to successive generations, including by gifts and sales to trusts, removing millions of dollars of value and future appreciation from the transferors' estates without any transfer tax.
- Regularly assists business owners with asset protection and business succession planning including devising buy-sell arrangements among the owners to avoid or deal with disputes and to provide for orderly succession of the business, negotiating and preparing pre-nuptial agreements, and advising high net worth (HNW) clients in divorce proceedings on strategies to protect "separate/non-marital property" and on the financial and tax aspects of divorces.
- Advised large estates and trusts on post-mortem tax planning resulting in significant reduction of tax that would have been owed due to lack of proper pre-death planning and/or inadequate initial post-death tax reporting, including refunds of tax and abatement of penalties.

Tax Incentives/Real Estate/M&A

- Advises companies and real estate investors/developers on utilization of tax incentives and unique financing alternatives such as tax incremental financing (TIFs), special assessments, and property tax exemptions, and in seeking public funds for projects from local, state and federal governments.
- Handled numerous "like-kind exchanges" of real estate for individual clients and trust departments acting as "qualified intermediaries," including complex transactions involving multiple parties and properties, real estate owned by partnerships or tenants in common (TICs), and "reverse exchanges."
- Regularly advises real estate investors/developers in structuring joint ventures and on strategies to minimize tax.
- Represented multiple clients in acquisitions and sales of businesses ranging in size from a few hundred thousand dollars to more than \$100 million, including sales of stock to employee stock ownership plans (ESOPs).



Professional Honors & Activities

- Member – American Bar Association, Taxation Section and Real Property, Probate & Trust Section
- Member – The Mississippi Bar, Taxation and Estates & Trusts Sections
- Listed in *The Best Lawyers in America*[®] for Tax Law (since 2018) and Trust and Estates (since 2020)



Education

- George Washington University, LL.M., Taxation
- Mississippi College School of Law, J.D.
- Mississippi State University, B.B.A.



Admissions

- Mississippi State and Federal Courts
- United States Tax Court
- United States Claims Court
- United States Court of Appeals for the Fifth Circuit