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the partnership sold all of its assets for cash equal to the fair market value of the assets and then liquidated.⁸ The “liquidation value” rule is pro-taxpayer because it disregards discounts that might apply to the fair market value of the partnership interest due to lack of marketability for such an interest.

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of this area. In addition, partnership tax provides a flexibility found nowhere else in the Code, affording the attorney or accountant an unparalleled opportunity to engage in tax planning on behalf of his

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client. In approaching partnership tax, it is helpful to understand a few basic concepts. First, a partnership is a "flow-through" entity.

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