

Summary of Contents

Volume 4

- Chapter 1. Special Introduction—Tax Reform Act of 1986
- Chapter 1A. The 2017 Tax Act—Provisions Applicable to Tax Advantaged Securities
 - Appendix 1A-1. Comparison of Certain Provisions of the Tax Act and Prior Law
 - Appendix 1A-2. Comparison Chart for Ordinary Income Tax Rates Before and After Tax Act
 - Appendix 1A-3. Excerpts from Committee Reports re. “Pass-through Deduction”
- Chapter 1B. Inflation Reduction Act of 2022
- Chapter 2. Introduction
- Chapter 3. Application of the At-Risk Provisions
- Chapter 4. The Passive Loss Provisions
- Chapter 5. Limited Liability Companies
- Chapter 6. Federal Securities Laws and Tax-Advantaged Securities

Volume 4A

- Chapter 7. Disclosure for Securities Offerings
- Chapter 8. Due Diligence and Civil Liability
- Chapter 8A. State Blue Sky Laws
- Chapter 9. Real Estate: The Tax Aspects

Volume 4B

- Chapter 10. General Principles of Partnership Taxation
- Chapter 11. Tax Accounting Issues Affecting Investment Limited Partnerships
- Chapter 12. State Substantive Regulation of Publicly Offered Real Estate Programs Structured as Limited Partnerships or Limited Liability Companies
- Chapter 13. FINRA Regulation of Direct Participation

- Programs and Non-Traded Real Estate
Investment Trusts
- Chapter 14. State Regulation of Private Real Estate Securities
Transactions
- Chapter 15. Broker-Dealer Compliance for Real Estate
Securities Offerings
- Chapter 16. Oil and Gas Programs
- Chapter 17. Livestock (Including Cattle and Horses) Feeding,
Breeding and Horse Racing Programs
- Chapter 18. Farmland and Agriculture—The “Agri-Business”
and Timber
- Chapter 19. Equipment Leasing
- APPENDIX 19. Equipment Leasing

Volume 4C

- Chapter 20. Motion Pictures
- Chapter 21. Research and Development Programs
- Chapter 22. The “S Corporation”—Its Potential as an
Investment Vehicle
- Chapter 23. The IRS Audit Program: Reporting Requirements
and Preparer Liabilities—Penalty Provisions and
Ethical Considerations for Taxpayers and Their
Advisors
- Chapter 24. The Limited Partnership as an Investment Vehicle
for Tax-Advantaged Investments
- Chapter 25. Real Estate Investment Trusts: An Alternative to
the Real Estate Limited Partnership
- Chapter 26. Publicly Registered Real Estate Syndications
- Chapter 27. Restructuring and Workouts of Troubled
Partnership Investments
- Chapter 28. Real Estate Mortgage Investment Conduits
(REMICs)
- Chapter 29. Accounting Material *[Deleted]*

Volume 4D

- Chapter 30. Broker-Dealer Material
- Chapter 31. Limited Liability Company Material

Appendices

- APPENDIX A. Regulation D

SUMMARY OF CONTENTS

- APPENDIX A1. Form D—Notice of Sales Under Regulation D or Section 4(6)
- APPENDIX A2. SEC Interpretive Release on Regulation D (33-6455 March 3, 1983)
- APPENDIX A3. Regulation D. Compliance Program
- APPENDIX A4. FINRA Notice 10-22, Regulation D Offerings
- APPENDIX A5. SEC Release No. 33-4552 (November 6, 1962)—Private Offering Exemption
- APPENDIX A6. Regulation A—Conditional Small Issues Exemption
- APPENDIX A7. Form 1-A Regulation A Offering Statement Under the Securities Act of 1933
- APPENDIX A7.1. Form 1-K General Instructions
- APPENDIX A7.2. Form 1-SA Semiannual Report Pursuant to Regulation A
- APPENDIX A7.3. Form 1-U Current Report Pursuant to Regulation A
- APPENDIX A7.4. Form 1-Z Exit Report Under Regulation A
- APPENDIX A8. Amendments to Regulation A: A Small Entity Compliance Guide (Revised by SEC February 4, 2019)
- APPENDIX A9. Disclosure Update and Simplification: A Small Entity Compliance Guide
- APPENDIX A10. FINRA Regulatory Notice 23-08
- APPENDIX A11. FINRA Regulatory Notice 23-09
- APPENDIX B. Regulation S
- APPENDIX B1. SEC Release No. 33-7505—Amending Regulation S (Feb. 17, 1998)
- APPENDIX B2. Problematic Practices Under Regulation S
- APPENDIX B2.10. Coach, Inc. (No-Action Letter Nov. 28, 2011) re. Reg. S
- APPENDIX B3. Rule 144—Final Rule (amended December 2007)
- APPENDIX B4. SEC Staff Interpretation of Rule 144
- APPENDIX B5. Rule 144—Selected Compliance and Disclosure Interpretations (Jan. 26, 2009)
- APPENDIX B6. SEC Release No. 33-6099 (August 2, 1979)
- APPENDIX C. IRC Section 465. Deductions Limited to Amount At Risk
- APPENDIX D. Proposed Regulations to IRC Section 465

- APPENDIX E. Risk of Material Misstatement in Financial Statements—PCAOB Rules on Risk Assessment Standards (December 23, 2010)
- APPENDIX E1. PCAOB Auditing Standard No. 18 (June 10, 2014)
- APPENDIX E2. Auditing Standard No. 16—Auditor Communications with Audit Committees (Aug. 15, 2012)
- APPENDIX E3. PCAOB Auditing Standard AS 3101
- APPENDIX F. Industry Guide 5 (Formerly SEC Guide 60), “Preparation of Registration Statements Relating to Interests in Real Estate Limited Partnerships”
- APPENDIX F1. Compliance & Disclosure Interpretations (“C&DIs”) Regarding Securities Act Rules
- APPENDIX F2. SEC Statement and Guidance on Public Company Cybersecurity Disclosures (2/26/2018)
- APPENDIX F3. Selected SEC No-Action Letters

Volume 4E

Appendices (Continued)

- APPENDIX F4. Compliance & Disclosure Interpretations (“C&DIs”) Regarding Regulation S-K
- APPENDIX F5. Legality and Tax Opinions Filed in registered Offerings (Staff Legal Bulletin No. 19 (CF) (Oct. 14, 2011)
- APPENDIX F6. SEC Staff Compliance and Disclosure Interpretations (“C&DIs”) of Securities Act Sections
- APPENDIX F7. CF Disclosure Guidance Topic No. 3: Staff Observations in the Review of Promotional and Sales Material Submitted Pursuant to Securities Act Industry Guide 5
- APPENDIX F8. Sample Letter to Companies Regarding Climate Change Disclosures
- APPENDIX F9. C&DIs Covering Cybersecurity Incident Disclosures Pursuant to Item 1.05 of Form 8-K
- APPENDIX F10. Voluntary Submission of Draft Registration Statements—FAQs
- APPENDIX F11. Confidential Treatment Applications Submitted Pursuant to Rules 406 and 24b-2

SUMMARY OF CONTENTS

APPENDIX F12.	Selective Disclosure of Information Regarding Cybersecurity Incidents
APPENDIX F13.	Overview of Federal Tax System 2024
APPENDIX F14.	Compliance & Disclosure Interpretations (“C&DIs”) Regarding Exchange Act Rules
APPENDIX G.	SEC Rule 147
APPENDIX G1.	SEC Rule 147 (As Amended)
APPENDIX H.	California Regulations re: Contents of Prospectus and Projections in Real Estate Programs
APPENDIX I.	NASAA Statement of Policy on Real Estate Programs
APPENDIX J.	TIC Private Placement Memo
APPENDIX J1.	Form of Tenants in Common Agreement
APPENDIX J2.	Form of Property Management Agreement for Tenants in Common Transaction
APPENDIX K.	Changes to Requirements for Exchange Act Registration and Deregistration
APPENDIX K1.	SEC Staff Guidance re. JOBS Act, FAQ’s on Title I, Scaled Disclosure Provisions for Emerging Growth Companies
APPENDIX K2.	SEC Staff Guidance re. JOBS Act, FAQ’s on Confidential Submission Process for Emerging Growth Companies (EGCs)
APPENDIX K3.	JOBS Act—SEC Staff Guidance re. JOBS Act, FAQs About Research Analysts and Underwriters (August 22, 2012)
APPENDIX K4.	Amendments to the Smaller Reporting Company Definition
APPENDIX L.	Blue Sky Limited Offering Exemptions
APPENDIX L1.	Form U-7 and the NASAA SCOR Manual
APPENDIX M.	<i>[Reserved]</i>
APPENDIX M1.	SEC Plain English Handbook
APPENDIX M2.	Division of Corporation Finance: Updated Staff Legal Bulletin No. 7—“Plain English Disclosure” (June 7, 1999)
APPENDIX N.	Due Diligence Checklist
APPENDIX N2.	Due Diligence Request for Real Estate Investment Trust Initial Public Offering Involving Net Lease Properties Acquired from REIT Sponsor and Net Leased to Affiliate of REIT Sponsor

APPENDIX O.	Letter of Intent (non-REIT Offering)
APPENDIX O1.	Sample Timetable and Responsibility Schedule for an Initial Public Offering
APPENDIX O2.	Special Provisions in an Underwriting Agreement for an Emerging Growth Company (“EGC”)
APPENDIX O3.	<i>[Reserved]</i>
APPENDIX P.	State Crowdfunding Measures
APPENDIX P1.	Crowdfunding for Investors—Updated Investor Bulletin
APPENDIX Q.	NASAA Statement of Policy for Equipment Programs
APPENDIX R.	NASAA Uniform Limited Offering Exemption
APPENDIX S.	NASAA Statement of Policy on Oil and Gas Programs
APPENDIX S1.	Non-REIT LLC Offering Prospectus and Supplement
APPENDIX S2.	LLC Underwriting Agreement
APPENDIX S3.	Industry Guide 4 (Formerly SEC Guide 55), “Prospectus Relating to Interests in Oil and Gas Programs”
APPENDIX S4.	Second Amended and Restated Limited Liability Company Agreement of Shepherd’s Finance, LLC
APPENDIX T.	<i>[Reserved]</i>
APPENDIX U.	NASAA Omnibus Guidelines
APPENDIX V.	<i>[Reserved]</i>
APPENDIX W.	Internal Revenue Service Final Rules (T.D. 8697) Classifying Certain Business Organizations Under Elective Regime Known as “Check the Box,” Issued Dec. 17, 1996 (26 CFR Parts 1, 301, and 602)
APPENDIX W1.	IRS Market Segment Specialization Program Guide: Partnerships

Volume 4F

Appendices (Continued)

APPENDIX W2.	IRS Manual—Passive Activity Losses
APPENDIX X.	NASAA Mortgage Program Guidelines
APPENDIX X1.	Housing Tax Credit—Private Placement Memo

SUMMARY OF CONTENTS

APPENDIX Y.	Form of Underwriting Agreement for REIT IPO Involving Net Lease Properties Acquired from the Sponsor of the REIT and Leased to an Affiliate of Sponsor
APPENDIX Y1.	Exclusive Dealer Management Agreement for Shopping Center REIT
APPENDIX Y2.	Prospectus for a public offering of a Non-listed REIT (shopping center holdings), Phillips Edison—ARC Shopping Center REIT Inc.
APPENDIX Y3.	NASAA Statement of Policy Regarding Real Estate Investment Trusts
APPENDIX Y4.	Request for Public Comment on Amendments to NASAA REIT Guidelines 2022
APPENDIX Z.	Prospectus for public offering for a listed REIT (industrial property holdings), Terreno Realty Corporation
APPENDIX Z1.	Limited Liability Company Operating Agreement for a Non-Public Delaware LLC
APPENDIX Z2.	Limited Partnership Agreement under the Delaware Revised Uniform Limited Partnership Act

Volume 4G

Table of Laws and Rules

Table of Additional Authorities

Table of Cases

Index