

Index

ACCELERATION

Disclosure, **2:67**

ACCESS TO RECORDS

State blue sky provisions, **4:33**

ACCOUNTING

Generally, **3:1 et seq.**

Accounting Standards Update No. 2013-08

 Financial Services, Investment Companies, **3:101**

Achieving common fair value measurement and disclosure requirements in GAAP and IFRSs, **3:94**

Acquired properties, **3:7**

Adverse opinion requirement, material weakness—auditing internal control over financial reporting, **3:136**

Advisor, **3:53**

AFFO, **3:41**

Aggregating misstatements, **3:61**

American Institute of Certified Public Accountants (AICPA) Statement Position 97-1 re. mortgage loan borrowers, now FASB ASC Topic No. 310, Receivables, **3:17**

Amortization, **3:26**

AS 5, overview, auditing internal control over financial reporting, **3:134, 3:135**

Assessments, **3:64**

Assets, **3:19, 3:67, 3:68, 3:78, 3:79**

ASU 2017-01, business defined, **3:81**

ASU No. 2011-04, Fair Value Measurement (Topic 820), **3:94**

Audit committee

 generally, **3:138**

 charter of SRO audit committee, **3:149**

 composition and qualification of SRO audit committee, **3:147**

 financial experts of committee, generally, **3:139**

 internal control over financial reporting, **3:138 to 3:149**

 SEC disclosure rules

 generally, **3:140 to 3:145**

 charters of committee, **3:143**

 members' independence, **3:144**

 pre-filing review of quarterly financial statements, **3:141**

 report of committee, **3:142**

 safe harbors, **3:145**

 self regulatory organization (SROs) audit committee rules, **3:146 to 3:149**

ACCOUNTING—Cont'd

Auditing internal control over financial reporting, standard for generally, **3:133 et seq.**

Achieving common fair value measurement and disclosure requirements IFRSs, **3:94**

adverse opinion requirement when material weakness exists, **3:136**

audit committee, generally, **3:138 et seq.**

Auditing Standard 5, generally, **3:134, 3:135**

COSO releases updated Internal Control—

 Integrated Framework, **3:137**

FASB ASC Topic No. 250, Accounting

 Changes and Error Corrections, **3:98**

financial statements, integration with audit of, **3:134**

integration with audit of financial statements, **3:134**

internal control, audit of, generally, **3:133**

Internal Control—Integrated Framework update, **3:137**

material weakness, generally, **3:136**

overview of audit of internal control, **3:134**

overview of audit under AS 5, **3:135**

Audits and auditors

 auditor independence rules, **3:132**

 intentional misstatements, auditor's response to, **3:63**

 internal control over financial reporting. Auditing internal control over financial reporting, standard for, above

 PCAOB audit standard for audit reports, **3:131**

 Statement of Auditing Standards 99, consideration of fraud in financial statement audit, **3:65**

 Statement of Auditing Standards 100, interim financial information, **3:66**

Balance sheets, new offsetting disclosure requirements issued by FASB, **3:107**

Best financial practices, **3:58**

Best practices disclosure models, **3:36, 3:38**

Bulletin

 NAREIT national policy bulletin, **3:38**

 Staff Accounting Bulletin 101, **3:49**

Business

 combinations, **3:79**

 defined, **3:81**

CAD, **3:41**

Capital expenditures, **3:31**

Cash flow, net, **3:16**

ACCOUNTING—Cont'd

Cash flow data
 generally, **3:23 et seq.**
AFFO, 3:41
CAD, 3:41
 cash, funds available for distribution, **3:41**
FAD, 3:41
 FASB ASC No. 280 and FFO, **3:46**
 funds available for distribution (FAD), **3:41**
 funds from operations (FFO), generally, **3:23 et seq.**
 intended use of FFO, **3:24**
MFFO, 3:41
 modifications to FFO definition, **3:35**
 NAREIT white paper on FFO
 generally, **3:25 et seq.**
 capital expenditures, **3:31**
 depreciation and amortization, **3:26**
 disclosure of FFO, **3:29**
 entities addressed in FFO definition, **3:28**
 gains and losses on property sales, **3:30**
 nonrecurring items, **3:27**
 straight line rents and lease accounting, **3:32**
 supplemental disclosures relating to FFO, **3:31**
 white paper supplemental disclosures, generally, **3:33**
 non-GAAP financial information rules on REITs, effect of, **3:40**
 October 1999 modifications to FFO definition, **3:35**
 white paper on FFO. NAREIT white paper on FFO, above in this group
Charter of committee, 3:143
Charter of SRO audit committee, 3:149
 Climate change, SEC proposes requirements, **3:22**
Comfort letters, 3:21
Commitment, 3:15
 Compensation, Stock Compensation, FASB ASC Topic No. 718, **3:83**
Compliance After Effectiveness (this index)
 Composition and qualification of SRO audit committee, **3:147**
Comprehensive income, 3:106
Consolidation
 generally, **3:71**
 deconsolidation of subsidiary that is in-substance real estate, **3:96**
 partnerships, proposed revision of consolidation guidance for general partners' interests in limited partnerships, **3:97**
Contingent rent, 3:50
COSO releases updated Internal Control—Integrated Framework, 3:137
Costs and expenses
 FFO (funds from operations), capital expenditures, **3:31**
 "out-of-pocket expenses," **3:85**

ACCOUNTING—Cont'd

Critical accounting estimates on MD&A, **3:128**
 Debt, extinguishment of, **3:69**
 Debt exchange, FASB, proposal on, **3:110**
 Debt impairments, **3:93**
 Deconsolidation of subsidiary that is in-substance real estate, **3:96**
Definitions
FFO, 3:28, 3:34, 3:35
 FIN 46R definitions and requirements, **3:72**
 funds from operations (FFO), **3:28, 3:34, 3:35**
Depreciation and amortization, 3:26
Derivatives, 3:75, 3:76
Description of real estate investments
 financial statements for mortgage loans generally, **3:11**
 FASB ASC Topic No. 310, Receivables, formerly AICPA Statement of Position 97-1, **3:17**
 other substantial security, **3:14**
 qualifying personal guarantee, **3:13**
 Statement of Position 97-1, replaced by FASB ASC Topic No. 310, Receivables, **3:17**
 substantial equity investment by borrower, **3:12**
 sufficient net cash flow, **3:16**
 take-out commitment, **3:15**
 Statement of Position 97-1, replaced by FASB ASC Topic No. 310, Receivables, **3:17**
Developments, elimination of certain financial reporting requirements, 3:111
Disclosure
 accounting developments, generally, **3:47 et seq.**
 achieving common disclosure requirements in GAAP and IFRSs, **3:94**
 balance sheet offsetting disclosure requirements, FASB issuance, **3:107**
 cash flow data, NAREIT white paper on FFO, **3:29**
 EITF Issue No. 04-5, joint ventures, **3:57**
 FASB ASC 320, joint ventures, **3:57**
 FASB ASC Topic No. 323, joint ventures, **3:57**
 FASB issuance of balance sheet offsetting disclosure requirements, **3:107**
 FASB Statement No. 157, **3:91**
 investment companies, Accounting Standards Update No. 2013-08, **3:101**
 joint ventures, FASB ASC 320, EITF Issue No. 04-5 and FASB ASC Topic No. 323, **3:57**
 liquidity and interest rate risk disclosures, exposure draft by FASB, **3:108**
 management fees based on formula, SEC Staff announcement, Topic D-96, **3:52**
 1934 Securities Exchange Act continuous reporting requirements, **3:11**

ACCOUNTING—Cont'd

Disclosure—Cont'd

 significant accounting developments, generally,
 3:47 et seq. taxable income and income taxes, **3:118**Disposal activities, accounting for costs associated
with, **3:82**

Dispositions

 financial statement requirements, SEC
 simplification of, **3:8** investment properties, generally, **3:68**Distribution, **3:41**Dividends, **3:119**EBITDA for real estate, **3:43**EITF 01-14, Income Statement Characterization of
Reimbursements Received for “Out-of-Pocket”
Expenses, **3:85**EITF 05-6, Determining Amortization for
Leasehold Improvements Purchased after Lease
Inception or Acquired in Business Combination,
3:86EITF 07-6, Accounting for Buy-Sell Clauses, **3:87**EITF 08-3, non-refundable deposits, accounting by
lessees, **3:88**EITF Issue No. 04-5, joint ventures, **3:57**Elimination of certain financial reporting require-
ments, developments, **3:111**Equity, **3:12, 3:84**Equity securities, **3:93**ESG and financial statements, **3:121**Exit or disposal activities, accounting for costs
associated with, **3:82**Extinguishment of debt, **3:69**Extraordinary items, FASB eliminates reporting of,
3:111FAD, **3:41**

FASB

 proposal on debt exchange, **3:110**FASB, targeted improvements to hedge accounting,
3:77

FASB and IASB exposure draft

 interest rate risk disclosures, **3:108** lease accounting, **3:113** liquidity and interest rate risk disclosures, **3:108**FASB and IASB proposed joint standard, revenue
recognition, **3:109**FASB ASC 320, joint ventures, **3:57**FASB ASC 860, mortgage REIT securitizations,
3:18FASB ASC No. 280 and FFO, **3:46**FASB ASC Topic No. 105, Generally Accepted
Accounting Principles, **3:48**FASB ASC Topic No. 205, Presentation of
Financial Statements, **3:67, 3:68**FASB ASC Topic No. 220, Comprehensive Income
and IASB IAS 1, Presentation of Financial State-
ments, **3:106****ACCOUNTING—Cont'd**FASB ASC Topic No. 250, Accounting Changes
and Error Corrections, **3:98**FASB ASC Topic No. 323, joint ventures, **3:57**FASB ASC Topic No. 350, Intangibles, **3:79**FASB ASC Topic No. 360, **3:87**FASB ASC Topic No. 360, Property, Plant and
Equipment, **3:67, 3:68**FASB ASC Topic No. 410, Asset Retirement and
Environmental Obligation, **3:73**FASB ASC Topic No. 420, Exit or Disposal Cost of
Obligations, **3:82**FASB ASC Topic No. 460, Guarantees, **3:70**FASB ASC Topic No. 470, **3:100**

FASB ASC Topic No. 480, Distinguishing

 Liabilities from Equity, **3:84**FASB ASC Topic No. 718, Compensation, Stock
Compensation, **3:83**FASB ASC Topic No. 740, Income Taxes, **3:74**FASB ASC Topic No. 810, Consolidation
generally, **3:71** certain requirements of FIN 46R defined, **3:72**FASB ASC Topic No. 820, Fair Value Measure-
ments and Disclosures, **3:90, 3:92**FASB ASC Topic No. 825, Financial Instruments
(previously FASB Statement No. 159), **3:95**

FASB ASC Topic No. 845, Nonmonetary

 Exchanges, **3:89**

FASB ASC Topic No. 855, Subsequent Events,

3:99FASB ASC Topic No. 860, Transfers and Servic-
ing, **3:76**FASB business defined, **3:81**FASB eliminates reporting of extraordinary items,
3:111FASB issuance of balance sheet offsetting
disclosure requirements, **3:107**

FASB proposals

 revenue recognition, FASB and IASB proposed
 joint standard, **3:109**FASB Statement No. 156, **3:78**FASB Statement No. 157, **3:91**FASB Statement No. 159, **3:95**FASB Statement No. 166, transfers of financial
assets, **3:19**FASB Statements Nos. 141 and 142, **3:79**Fees, **3:51, 3:52**FFO (funds from operations). Cash flow data, above
Financial Accounting Standards Board. See entries
beginning “FASB,” aboveFinancial statement requirements, SEC simplifica-
tion of, **3:8**

Financial statements

 generally, **3:1 et seq.** Audit Committee, **3:141** auditing internal control over financial report-
 ing, overview, **3:134** ESG and, **3:121**

ACCOUNTING—Cont'd

Financial statements—Cont'd

FASB and IASB draft exposure draft on liquidity and interest rate risks, **3:108**FASB ASC Topic No. 220, Comprehensive Income and IASB IAS 1, Presentation of Financial Statements, **3:106**PCAOB, changes to standards for auditor's reports on audited financial statements, **3:115** presentation, FASB ASC Topic No. 220, **3:106**Fraud, Statement of Auditing Standards 100, interim financial information, **3:66**Funds available for distribution (FAD), **3:41**

Funds from operations (FFO). Cash flow data, above

GAAP rules

ASU No. 2011-04, Fair Value Measurement (Topic 820), **3:94**cash flow data, effect of non-GAAP financial information rules on REITs, **3:40**FASB ASC Topic No. 105, Generally Accepted Accounting Principles, **3:48**Gains and losses on property sales, **3:30**

Generally accepted accounting principles. GAAP rules, above

Going-Concern Guidance, **3:104**Guarantee, **3:13, 3:70**Hedging activities, **3:75, 3:76**Immaterial misstatements, **3:62**Impairment of debt, **3:93**Income, taxable, **3:118**Income producing property, **3:38**Income statement, **3:85**Income taxes, **3:118**Independence of SRO audit committee, **3:148**Initial public offering (IPO), **2:293**Intent, **3:24, 3:62, 3:63**Interim financial information, Statement of Auditing Standards 100, **3:66**Internal Control—Integrated Framework update, **3:137**International accounting standards, **3:102**Investment companies, Accounting Standards Update No. 2013-08, **3:101**Joint ventures, **3:56 to 3:58**

Leases

accounting issues, **3:37**contingent rent, **3:50**non-refundable deposits, EITF 08-3, **3:88**LIBOR reform guidance, **3:114**

Management

accounting for management fees based on formula, SEC staff announcement, **3:52**acquisitions of advisor or management company, **3:53**

Management's discussion and analysis (MD&A). MD&A, below

ACCOUNTING—Cont'dMaterial weakness, new standard for auditing internal control over financial reporting, **3:136**

MD&A disclosure

generally, **3:122 et seq.**additional guidance, overview of, **3:124 et seq.**annual disclosure of off-balance sheet arrangements and contractual obligations, **3:123**content and focus, generally, **3:125, 3:126**contractual obligations, **3:123**critical accounting estimates on, **3:128**critical accounting policies, **3:131**disclosure, **3:125**form of MD&A, content and focus, **3:125**MD&A Release, generally, **3:123**off-balance sheet arrangements, **3:123**quarterly disclosure of off-balance sheet arrangements and contractual obligations, **3:123**

Sarbanes Oxley Act Section 401(K), MD&A

Release, generally, **3:123**topic-specific MD&A guidance, **3:127**Measurement standards, Investment Companies, Accounting Standards Update No. 2013-08, **3:101**Members' independence, **3:144**

Mergers and acquisitions

advisor or management company, **3:53**auditor independence rules, **3:132**audits, rules prohibiting improper influence by corporate executives and third parties on conduct of, **3:132**financial statement requirements, SEC simplification of, **3:8**MFFO, **3:42**Misstatements, **3:61 to 3:63**Models, **3:36, 3:38**Modification or change, cash flow data, **3:34**

Mortgages

AICPA Statement Position 97-1 regarding mortgage loan borrowers, replaced by FASB ASC Topic No. 310, **3:17**FASB ASC 860, **3:18**FASB Statement No. 166, **3:19**securitizations, accounting issues/treatment, **3:18**transfers of financial assets, FASB Statement No. 166, **3:19**Multiple fee arrangements, **3:51**Multiple sponsors, **3:4**NAREIT adopts supplemental measure of performance, **3:43**NAREIT best financial practices disclosure, **3:58**NAREIT funds from operations White Paper, 2018 restatement, **3:39**NAREIT national policy bulletin, **3:38**

NAREIT white paper on FFO. Cash flow data, above

ACCOUNTING—Cont'd

National policy bulletin, 3:38
 Net cash flow, 3:16
 Netting misstatements, 3:61
 1934 Securities Exchange Act, MD&S disclosure issues, 3:123
 Nonrecurring items, 3:27
 October 1999 modifications to FFO definition, 3:35
 Off-balance sheet arrangements, 3:123
 Operating partnership, 3:54
 Other-than-temporary impairments of debt, 3:93
 Out-of-pocket expenses, 3:85
 Partnerships, proposed revision of consolidation guidance for general partners' interests in limited partnerships, 3:97
 PCAOB, changes to standards for auditor's reports on audited financial statements, 3:115
 PCAOB audit standard for audit reports, 3:131
 Personal guarantee, 3:13
 Planning for gathering financial information, 3:5
 Predecessor entities, 3:3
 "Pro forma" financial measures, 3:45
 Pro forma financial statements, 3:6
 Purchase accounting, 3:79
 Qualification of SRO audit committee, 3:147
 Qualifying personal guarantee, 3:13
 Qualitatively assessing materiality, 3:64
 Qualitative measures of materiality, 3:60
 Quarterly financial statements, 3:141
 Records and recording
 generally, 3:141
 see also more specific entries throughout this topic
 Redeemable securities of operating partnership, 3:54
 Redeemable securities of REIT, 3:55
 Regulation G, applicability and requirements, 3:44
 Regulation S-K, Item 10(e), applicability and requirements, 3:44
 Reimbursements, 3:85
 Related parties, auditing standard No. 18, 3:116
 Reports
 elimination of certain financial reporting requirements, developments, 3:111
 Reports and reporting
 see also more specific entries throughout this topic
 audit committee, 3:142
 Response, 3:63
 Retirement of assets, FASB ASC Topic No. 410, 3:73
 Revenue recognition, FASB and IASB proposed joint standard, 3:109
 Revenue Recognition in Financial Statements, Staff Accounting Bulletin 101, 3:49
 Review of financial statements, 3:141
 Safe harbors, 3:145
 Sales, cash flow data, 3:30

ACCOUNTING—Cont'd

Sarbanes-Oxley Act (this index)
 SEC disclosure rules. Audit committee, above
 SEC Division of Corporate Finance Financial Reporting Manual, summary of financial statement requirements, 3:10
 SEC Rules governing "pro forma" financial measures, 3:45
 SEC simplification of financial statement requirements, 3:8
 SEC Staff announcement, 3:52
 SEC Staff comments, 3:120
 Securitizations, (mortgages) accounting issues/treatment, 3:18
 Securitized financial assets, accounting for beneficial interests in, 3:20
 Self regulatory organization audit committee rules, new, 3:146 to 3:149
 Special REIT financial statement provisions, 3:9
 Sponsor financial statements
 generally, 3:3 et seq.
 acquired properties, 3:7
 multiple sponsors, 3:4
 planning for gathering financial information, 3:5
 predecessor entities, 3:3
 pro forma financial statements, 3:6
 special REIT financial statement provisions, 3:9
 summary of requirements, 3:10
 Staff Accounting Bulletin 99, materiality in preparing financial statements
 generally, 3:59 to 3:64
 aggregating misstatements, 3:61
 auditor's response to intentional misstatements, 3:63
 immaterial misstatements, 3:62
 intentional misstatements, 3:62
 netting misstatements, 3:61
 qualitatively assessing materiality, 3:64
 qualitative measures of materiality, 3:60
 Staff Accounting Bulletin 101, 3:49
 Staff Accounting Bulletin 108, 3:117
 Statement of Auditing Standards 99, consideration of fraud in financial statement audit, 3:65
 Statement of Auditing Standards 100, interim financial information, 3:66
 Statement of Position 97-1, replaced by FASB ASC Topic No. 310, Receivables, 3:17
 Stock and stockholders, 3:119
 Stock Compensation, FASB ASC Topic No. 718, 3:83
 Straight-line rents, 3:32
 Subsequent events, FASB ASC Topic No. 855, 3:99
 Subsidiary that is in-substance real estate, deconsolidation, 3:96
 Substantial equity investment by borrower, 3:12
 Sufficient net cash flow, 3:16

ACCOUNTING—Cont'd

Summary of applicability and requirements of Regulation G and Regulation S-K, Item 10(e), **3:44**
 Summary of financial statement requirements, SEC Division of Corporate Finance Financial Reporting Manual, **3:10**
 Supplemental disclosures relating to FFO, **3:31**
 Take-out commitment, **3:15**
 Taxable income, **3:118**
 Taxation, **3:118**
 Third parties, rules prohibiting improper influence by corporate executives and third parties on conduct of audits, **3:132**
 Topic D-96, **3:52**
 Transfers and Servicing, FASB ASC Topic No. 860, **3:78**
 Transfers of financial assets, FASB Statement No. 166, **3:19**
 Undue influence, rules prohibiting improper influence by corporate executives and third parties on conduct of audits, **3:132**
 White paper on FFO. Cash flow data, above

ACCOUNTING BULLETINS

Accounting (this index)

ACCUMULATED EARNINGS AND PROFITS RULE

Taxation, **5:108**

ACQUIRED PARTNERSHIP

UPREITs, **7:16**

ACQUIRED PROPERTIES

Accounting, **3:7**

ACQUISITIONS

Mergers and Acquisitions (this index)

ACTING ON BEHALF OF

Compliance after effectiveness, **2:168**

ADMINISTRATION

State blue sky provisions, **4:22 to 4:25**

ADVERSE OPINION

Material weakness, auditing internal control over financial reporting, **3:136**

ADVISOR

Accounting, **3:53**

Disclosure, **2:32**

State blue sky provisions, **4:11, 4:12**

ADVISORY CONTRACT

State blue sky provisions, **4:11**

AFFILIATES

Disclosure, **2:30, 2:34, 2:57, 2:115**

History of REITs, **1:31**

AFFO

Accounting, **3:3**

AGENTS

Compliance after effectiveness, **2:207**

AGGREGATING MISSTATEMENTS

Accounting, **3:61**

AICPA STATEMENT OF POSITION 97-1

Accounting, FASB ASC Topic No. 310, **3:17**

ALLOCATIONS

Disclosure, **2:111, 2:121**

Rollup reform, **2:245, 2:264**

Taxation, **6:46, 6:62**

UPREITs, **7:7, 7:12, 7:13**

ALTERNATIVE MINIMUM TAX

Taxation of REIT, **5:112**

ALTERNATIVES

Rollup reform, **2:246**

ALTERNATIVE TAX BASE

Franchise and income taxes, **6:56, 6:57**

AMENDMENTS

Accounting, FASB Statement 166, amendment of FASB ASC 860, **3:19**

Compliance after effectiveness, **2:135, 2:136**

Financial disclosure requirements, SEC, **2:131**

1933 Securities Act amendments applicable to emerging growth companies, **2:21**

1934 Securities Act amendments applicable to emerging growth companies, **2:22**

Rollup Reform (this index)

AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS (AICPA)

Statement Position 97-1 re. mortgage loan borrowers, replaced by FASB Topic No. 310, Receivables, **3:17**

AMERICAN STOCK EXCHANGE

Rollup reform, SEC rules, **2:268**

AMORTIZATION

Accounting, **3:26, 3:86**

ANNUAL MEETINGS

State blue sky provisions, **4:22**

ANNUAL REPORT

Compliance After Effectiveness (this index)

State blue sky provisions, **4:22**

ANTIFRAUD

Disclosure, **2:90**

ANTI-STUFFING RULE

Taxation, **5:103**

ANTI-TAKEOVER PROVISIONS

Structure of REITs, **1:81**

INDEX

APB NO. 18
Accounting, FASB ASC Topic No. 323, **3:57**

APPEAL AND REVIEW
State Blue Sky Provisions (this index)

APPORTIONMENT
Taxation, **6:62**

APPRAISALS
Disclosure, **2:113**
Rollup reform, **2:249**
State blue sky provisions, **4:32, 4:34**

APPRECIATION
Taxation, **5:52, 6:31**

ASSESSMENTS
Accounting, **3:64**

ASSETS
Accounting, **3:19, 3:67, 3:68**
FASB ASC Topic No. 410, Asset Retirement and Environmental Obligations, **3:73**
FASB ASC Topic No. 860, Transfers and Servicing, **3:76, 3:78**
Securitization, Dodd-Frank Wall Street Reform and Consumer Protection Act, **2:18**
Structure of REITs, **1:72**
Taxation (this index)

ASSET TESTS
Taxation (this index)

ASSUMPTION OF LIABILITIES
Taxation, **6:8**

ASU 2017-01
Business, defined, **3:81**

ASU NO. 2011-04
Accounting, Financial Value Measurement (Topic 820), **3:94**

AT-RISK
Taxation, **6:35**
UPREITs, **7:10**

AUDIT COMMITTEE
Compliance After Effectiveness (this index)
Sarbanes-Oxley Act (this index)

AUDITING STANDARD 5
Standard for auditing internal control over financial reporting, **3:134, 3:135**

AUDITS, AUDITORS, AND AUDITING
Accounting (this index)
Compliance After Effectiveness (this index)

BACK COVER
Disclosure, **2:64**

BANKS AND BANKING
Compliance after effectiveness, **2:200**

BENEFICIAL INTERESTS
Accounting, securitized financial assets, **3:20**

BEST FINANCIAL PRACTICES
Accounting, **3:58**

BEST PRACTICES DISCLOSURE MODELS
Accounting, **3:36, 3:38**

BLACKOUT PERIODS
Generally, **2:180**
Sarbanes-Oxley Act, insider trades during pension fund blackout periods, **2:16, 2:145**

BLUE SKY PROVISIONS
State Blue Sky Provisions (this index)

BONUS
Taxation, **6:60**

BOOK-TAX DIFFERENCE
Private REITs, **6:86**

BRANCH PROFITS TAX
Tax-free transfers, incorporation, **6:10**

BROKER-DEALER
Compliance after effectiveness, **2:206**

BROKERS AND DEALERS
Emerging growth companies, post-offering communications, **2:22**

BUILT-IN GAINS
Taxation (this index)

BULLETINS
Accounting (this index)

BUSINESS COMBINATIONS
EITF 05-6, accounting, **3:86**
FASB ASC Topic No. 805, accounting, **3:79**

BUSINESS ENTERPRISE
Taxation, **6:17**

BUSINESS EXPENSE
Taxation, **6:37**

BUSINESS INCOME
Taxation, **6:44**

BUY-SELL CLAUSES
Accounting, **3:87**

CABLE TELEVISION
Taxation, **5:33**

CAD
Accounting, **3:41**

CALIFORNIA
Rollup Reform (this index)
Rules for REITs, **App C**

CALIFORNIA CORPORATE DISCLOSURE ACT
 Compliance after effectiveness, **2:218**

CANCELLATION
 Taxation, COD and REITs, **5:111**

CANDIDATES
 State blue sky provisions, **4:40**

CAPITAL
 Return, **1:83**
 State blue sky provisions, **4:19**
 Taxation, **5:61**

CAPITAL BASE
 Taxation, **6:55**

CAPITAL EXPENDITURES
 Accounting, **3:31**

CAPITAL GAINS
 Taxation (this index)

CAPITALIZATION
 Accounting (this index)

CAPITAL LOSSES
 Taxation, **5:79**

CAPITAL STRUCTURE TERMS
 Generally, **1:4**

CAPTIONS
 Disclosure, **2:75, 2:101**

CASH FLOW DATA
 Accounting (this index)

CASH OR CASH ITEMS
 Taxation, **5:56**

CATEGORIES OF ISSUERS
 Securities offering reform, **2:80**

CERTAINTY AND DEFINITENESS
 Taxation, uncertain tax position, **5:124**

CERTIFICATES AND CERTIFICATION
 Sarbanes-Oxley Act (this index)
 Taxation, **5:4**

CHANGE OR MODIFICATION
 Accounting, proposed revision of consolidation guidance for general partners' interests in limited partnerships, **3:97**
Disclosure (this index)
 Federal registration, **2:2 to 2:4**
 Initial public offering (IPO), **2:281**
Securities Offering Reform (this index)
 State blue sky provisions, **4:35**
 Taxation, **6:38**

CHARGES
 Taxation, **5:18, 5:19**

CHARTER OF COMMITTEE
 Accounting, SRO audit committee, **3:149**
 SEC audit committee disclosure rules, **3:143**

CHECKLISTS
 Generally, **App E**

CLEANING
 Taxation, **5:28**

CLIMATE CHANGE
 Accounting, SEC proposes requirements, **3:22**
 Disclosure, SEC proposes new requirements, **2:98**

CLIPPED
 Taxation, **6:75 to 6:78**

CLOSED-END FUNDS
 History of REITs, **1:26**

CLOSELY-HELD
 Taxation, **6:83**

CMBS (COMMERCIAL MORTGAGE-BACKED SECURITIES)
 History of REITs, **1:38**

COD (CANCELLATION OF DEBT)
 Taxation, **5:111**

CODE OF ETHICS
 Sarbanes-Oxley Act, **2:13, 2:183**

COLLATERAL
 Taxation, **5:65**

COMFORT LETTERS
 Accounting, **3:21**

COMMENCEMENT
 Disclosure, **2:89, 2:92**

COMMENT LETTER
 State blue sky provisions, **4:46**

COMMERCIAL DEBT OBLIGATIONS (CDOs)
 History of REITs, **1:38**

COMMERCIAL MORTGAGE-BACKED SECURITIES (CMBS)
 History of REITs, **1:38**

COMMERCIAL REAL ESTATE COMMERCIAL DEBT OBLIGATIONS (CRE CDOs)
 History of REITs, **1:38**

COMMISSIONS
 State blue sky provisions, **4:16**

COMMITMENT
 Accounting, **3:15**

COMMON AREA MAINTENANCE
 Taxation, **5:29**

COMMON STOCKCompliance after effectiveness, **2:190****COMMUNICATIONS**Compliance after effectiveness, **2:214**Disclosure, merger and acquisition rules, **2:88, 2:96**FINRA rules, communications with public, **2:53**Securities offering reform, communications
reforms, **2:81****COMPARATIVE INFORMATION**Rollup reform, **2:244****COMPENSATION**Accounting, **3:83**Disclosure, **2:30, 2:37, 2:115**Executive compensation, Dodd-Frank Wall Street
Reform and Consumer Protection Act, **2:18**Rollup reform, **2:263 to 2:265****State Blue Sky Provisions** (this index)Underwriting compensation, public offerings,
FINRA rules, **2:220 to 2:26****COMPLETED PROGRAMS**Disclosure, **2:39****COMPLIANCE AFTER EFFECTIVENESS**Generally, **2:132 et seq.**Accounting. See more specific entries throughout
this topicAchieving common disclosure requirements in
GAAP and IFRSs, **3:94**Acquisition control provisions, **2:138**Acquisition supplements, **2:134**“Acting on behalf of,” **2:168**Additional guidance re. MD&A, overview of.
MD&A, overview of additional guidance, belowAgents, **2:207**Amendment, **2:135**Annual report by management regarding internal
control over financial reporting, **2:185**Annual report on Form 10-K. 1934 Securities
Exchange Act, belowAnnual reports to stockholders, **2:148**ASU No. 2011-04, Fair Value Measurement (Topic
820), **3:94**

Audit committee

disclosure. SEC adoption of new disclosure
rules, below in this groupminimum audit committee requirements, **2:193**Bank plans, **2:200**Blackout periods for REITs, **2:180**Broker-dealer, **2:206**California Corporate Disclosure Act, **2:218**

CEO or CFO

certification and internal procedures require-
ments, **2:184**due diligence, **2:187****COMPLIANCE AFTER EFFECTIVENESS**

—Cont’d

Code of ethics, rules requiring codes of ethics for
chief executive officers and senior financial
officers, **2:183**Common stock, **2:190**Communications, **2:214**Confusion, risk of, **2:212**Continuous reporting. 1934 Securities Exchange
Act, belowCulpability standard, **2:167**Direct issuance plans, **2:205**Director independence, **2:195**Direct stock purchase plans. Dividend reinvestment
plans and direct stock purchase plans, belowDisclosure
for particular matters, see more specific entries
in this topic

audit committee, above

due diligence, below

Dissemination, methods of, **2:172**Dividend reinvestment plans and direct stock
purchase plansgenerally, **2:197 to 2:208**applicability of Securities Act of 1933, **2:201**bank plans, **2:200**Investment Company act of 1940, **2:208**1933 Securities Act, applicability, **2:201**

1934 Securities Exchange Act

generally, **2:202 to 2:207**broker-dealer issues, **2:206**direct issuance plans, **2:205**employee shareholder plans, **2:203**open market plans, **2:204**Regulation M, generally, **2:202**transfer agents, **2:207**overview, **2:197**registered plans, **2:199**Regulation M. 1934 Securities Exchange Act,
above this grouptypes of plans, **2:198 to 2:200**

Due diligence

disclosure committee, CEO, and CFO, **2:187**
establishing and evaluating disclosure controlsand procedures, suggested steps, **2:188**Sarbanes-Oxley Act compliance, **2:186 to 2:188**SEC compliance, **2:186 to 2:188**Earnings calls and Regulation G, **2:181**Earnings releases, current reporting of, **2:179**Electronic filing and website posting of Forms 3, 4,
and 5, **2:146**

Electronic media

generally, **2:209 to 2:214**confusion, risk of, **2:212**context of hyperlink, **2:211**delivery of proxy, **2:149**issuer communications during registered offer-
ing, **2:214**

COMPLIANCE AFTER EFFECTIVENESS**—Cont'd**

Electronic media—Cont'd
 issuer responsibility for hyperlinked information, **2:210 to 2:213**
 presentation of hyperlinked information, **2:213**
 website content, **2:209, 2:216**

Electronic proxy delivery, **2:149**

Employee shareholder plans, **2:203**

Ethics, rules requiring codes of ethics for chief executive officers and senior financial officers, **2:183**

Exceptions, **2:174**

Financial experts, generally. Audit committee, above

Form 8-K, **2:152**

Form 10-K
 1934 Securities Exchange Act, below

Form 10-Q, **2:151**

Form S-11 amendments, **2:136**

Forward-looking disclosure, **2:155**

Guide 5 policy changes, **2:136**

Hyperlinked information, **2:210 to 2:213**

Inside information, **2:160**

Insider securities reporting requirements, **2:144**

Insider trading, rules restricting insider trading during pension fund blackout periods, **2:145**

Intentional versus unintentional, **2:171**

Investment Company act of 1940, **2:208**

Investor relations practices, REIT disclosure policy, **2:182**

Issuer
 communications during registered offering, **2:214**
 hyperlinked information, responsibility for, **2:210 to 2:213**

Liability for statements of opinion in registration statements, **2:157**

Management's discussion and analysis. MD&A, below

Market professionals, **2:169**

Materiality, **2:166**

Nasdaq, corporate governance listing standards, **2:194**

New York Stock Exchange, **2:189**

1933 Exchange Act, dividend reinvestment plans and direct stock purchase plans, **2:201**

1934 Securities Exchange Act
 annual report on Form 10-K. Continuous reporting requirements, below this group
 annual reports to stockholders, **2:148**
 compliance, generally, **2:140**
 continuous reporting requirements generally, **2:150 et seq.**
 annual report on Form 10-K generally, **2:153**
 forward-looking disclosure, **2:155**

1934 Securities Exchange Act—Cont'd
 continuous reporting requirements—Cont'd
 annual report on Form 10-K—Cont'd
 Private Securities Litigation Reform Act, **2:156**
 Form 8-K, **2:152**
 quarterly report on Form 10-Q, **2:151**
 dividend reinvestment plans and direct stock purchase plans, above
 electronic filing and website posting of Forms 3, 4, and 5, **2:146**
 Form 10-K. Continuous reporting requirements, above in this group
 insider securities reporting requirements, **2:144**
 late filing of periodic reports, **2:154**
 pension fund blackout periods, rules restricting insider trading during, **2:145**
 periodic reports, late filing of periodic reports, **2:154**
 proxy rules, **2:147**
 recapture of short-swing profits, **2:142**
 reports and reporting generally, **2:141 to 2:143, 2:148**
 continuous reporting requirements, above in this group
 insider securities reporting requirements, **2:144**
 Sarbanes-Oxley Act, **2:144 et seq.**
 Section 12(g) registration, **2:140**
 Section 16 reporting, **2:141 to 2:143**
 short sales of REIT shares, **2:143**
 NY Stock Exchange, corporate governance listing standards, **2:194**

Offerings, **2:214**

Open market plans, **2:204**

Pension fund blackout periods, rules restricting insider trading during, **2:145**

Post-effective amendment requirements, **2:135**

Presentation of hyperlinked information, **2:213**

Press releases, **2:159**

Professionals, **2:169**

Profits, **2:142**

Prohibition against trading on inside information, **2:160**

Promptly, **2:173**

Prospectus, **2:133**

Proxy rules, **2:147**

Publicity during offering of non-traded REIT, **2:137**

Public offerings, **2:170**

Public versus nonpublic, **2:170**

Purchase by REIT of its outstanding common stock, **2:190**

Quarterly report on Form 10-Q, **2:151**

Recapture of short-swing profits, **2:142**

Records and recording, **2:189**

Registered plans, **2:199**

COMPLIANCE AFTER EFFECTIVENESS**—Cont'd**Registration, **2:140, 2:214**Registration statements, statements of opinion, liability, **2:157**

Regulation FD

generally, **2:162 to 2:177**“acting on behalf of,” **2:168**applicability, **2:165**culpability standard, **2:167**dissemination, methods of, **2:172**exceptions, **2:174**intentional versus unintentional, **2:171**market professionals, **2:169**materiality, **2:166**1933 Act issues, **2:176**overview, **2:163 et seq.**promptly, **2:173**public versus nonpublic, **2:170**remedies, **2:175**selective disclosure, **2:164**Regulation G, **2:181**

Regulation M. Dividend reinvestment plans and direct stock purchase plans, above

Reinvestment. Dividend reinvestment plans and direct stock purchase plans, above

Reports and reporting

earnings releases, current reporting of, **2:179**New York Stock Exchange, **2:189**

1934 Securities Exchange Act, above

proceeds, reporting use of, **2:139**Sarbanes-Oxley Act, **2:179, 2:185**Rule 10b-5, false and misleading statements in prospectus, Janus decision, **2:215**Rule 10b5-1, **2:161**Rule 144, use for sales of REIT's securities, **2:192**

Sales

dividend reinvestment plans and direct stock purchase plans, above

1934 Securities Exchange Act compliance, **2:143**Rule 144, **2:192**Sarbanes-Oxley Act, **2:144 et seq., 2:179 et seq., 2:186 to 2:188**Schedule 13G and 13D filings by 5 percent stockholders, **2:191**

SEC adoption of new disclosure rules. Audit committee, above

SEC compliance, due diligence, **2:186 to 2:188**Securities class actions, **2:158**Selective disclosure, **2:164**Short sales of REIT shares, **2:143**Short-swing profits, **2:142**Statements of opinion in registration statements, liability, **2:157**

Statutes

1933 Securities Act, above

1934 Securities Exchange Act, above

COMPLIANCE AFTER EFFECTIVENESS**—Cont'd**Stock and stockholders, **2:143, 2:148, 2:190, 2:191, 2:203**

Stock purchase plans. Dividend reinvestment plans and direct stock purchase plans, above

Supplements, **2:133, 2:134**Supreme Court decision in Janus case, **2:215**Swap rules, applicability, **2:196**Transfer agents, **2:207**Updating prospectus by supplements, **2:133**Website content, **2:209, 2:216****COMPOSITION**Accounting, SRO audit committee, **3:147****CONCENTRATION LIMITS**NASAA statement of policy, **App B****CONFLICTS OF INTEREST**Disclosure, **2:31, 2:116**ERISA, rules, **2:232**Rollup reform, **2:247**State blue sky provisions, **4:9****CONFORMITY**Taxation, **6:60****CONFUSION, RISK OF**Compliance after effectiveness, **2:212****CONSENT DIVIDENDS**Taxation, **5:71****CONSIDERATION**Rollup reform, **2:245****CONSOLIDATION**Generally, **3:71**Accounting, deconsolidation of subsidiary that is in-substance real estate, **3:96****Accounting** (this index)History of REITs, consolidation of industry, **1:57****CONSTRUCTION WORK**Taxation, **5:30****CONTINGENT DEBT**Taxation, **6:30****CONTINGENT RENT**Accounting, **3:50****CONTINUITY OF BUSINESS ENTERPRISE**Taxation, **6:17****CONTINUOUS REPORTING****REQUIREMENTS**

Compliance After Effectiveness (this index)

CONTRACTS AND AGREEMENTSState blue sky provisions, **4:11**Taxation, **6:29**

CONTRIBUTION

Initial public offering (IPO), pricing partner's contribution of interests, **2:279**

Taxation, **6:3 to 6:5**

UPREITs (this index)

CONTROLLING INTEREST

Transfer taxes, **6:68 to 6:70**

CONVENTIONAL REIT

UPREITs, **7:18**

CONVERSION

Taxation, **6:9, 6:10**

UPREITs, **7:18**

CONVERTIBLE DEBT

Taxation, **6:32**

CONVERTIBLE SECURITIES AND WARRANTS

Initial public offering (IPO), **2:283**

COORDINATED REVIEW

State Blue Sky Provisions (this index)

COORDINATING STATE

State blue sky provisions, **4:42**

CORONAVIRUS

Covid-19 Pandemic (this index)

CORPORATE GOVERNANCE

Dodd-Frank Wall Street Reform and Consumer Protection Act, **2:18**

Initial public offerings (IPOs), **2:278**

CORPORATE TAXATION

Taxation (this index)

CORPORATIONS

Structure of REITs (this index)

Taxation (this index)

UPREITs, **7:15**

CORRESPONDENCE

Comfort letters, **3:21**

Comment letter, **4:46**

State blue sky provisions, **4:46**

COSTS AND EXPENSES

Accounting (this index)

Rollup reform, **2:250, 2:264**

State Blue Sky Provisions (this index)

Taxation, **6:37**

“COURTESY” SERVICES

Taxation special rules, impermissible tenant service income, rents

electric vehicle charging, **5:34**

food service, **5:34**

COVERED SECURITIES

National Securities Markets Improvement Act of 1996, **4:48**

COVER PAGE

Disclosure, **2:26, 2:73, 2:102**

COVID-19 PANDEMIC

Disclosure, **2:85, 2:86**

CR-DPP

State Blue Sky Provisions (this index)

CREDIT

Taxation, **5:80, 5:112**

CREDIT RATING AGENCIES

Dodd-Frank Wall Street Reform and Consumer Protection Act, **2:18**

CROSSING ARRANGEMENTS

Disclosure, **2:127**

CROSS REFERENCES

Disclosure, **2:72**

CULPABILITY STANDARD

Compliance after effectiveness, **2:167**

CUSTODY OF INVESTMENTS

Disclosure, **2:56**

CUSTOMARY SERVICES

Taxation, **5:18, 5:19, 5:26**

CYCLE OF REAL ESTATE

Generally, **1:6**

CYCLE OF REITs

History of REITs (this index)

DEALERS

Emerging growth companies, post-offering communications, **2:22**

DEBT

Accounting

exchange, FASB proposal, **3:110**

Income tests, distressed debt, **5:50**

Taxation, **6:30, 6:32, 6:38**

DEBT-EQUITY

Taxation, **6:30 to 6:32**

DEBT IMPAIRMENTS

Accounting, **3:93**

DECLARATION OF TRUST

State blue sky provisions, **4:5, 4:35, 4:37**

DEDICATED MUTUAL FUND GROWTH

History of REITs, **1:43**

DEDUCTIBLE DISTRIBUTIONS

Taxation, **5:69**

DEDUCTIONS

Taxation, 5:81 to 5:83, 6:61

DEED TRANSFER

UPREITs, 7:3

DEFENSIVE F REORGANIZATION

Tax-free transfers, 6:22

DEFICIENCY DIVIDENDS

Taxation, 5:84

DEFINITIONS

Generally, 1:2 to 1:5

Accounting (this index)

Capital structure terms, generally, 1:4

Fiduciary, 2:232

Funds from operations (FFO), 3:28, 3:34

Poison pill plan, 6:50

REIT, 4:2

REIT investment terms, generally, 1:5

Rollup, 2:236, 4:30

Rollup participation, 2:258

Rollup transaction, 2:259

Types of REITs, generally, 1:3

DELIVERY

Compliance after effectiveness, electronic proxy delivery, 2:149

Disclosure, 2:92

DEMAND LETTER

Taxation, shareholder demand letter, 5:122

DE MINIMIS

Rollup reform, 2:266

Taxation, 5:36

DEPARTMENT OF LABOR

Fiduciary defined, ERISA, 2:232

DEPOSITS

Accounting, 3:88

DEPRECIATION AND AMORTIZATION

Accounting, 3:26

Taxation, 6:60

UPREITs, 7:12, 7:13

DEREITING

Taxation, 6:79

DERIVATIVE INSTRUMENTS

Accounting, 3:75, 3:76

DESCRIPTION

Accounting (this index)

DIGITAL COMMUNICATIONS

FINRA guidance on social media and digital communications, 2:217

DIRECT ISSUANCE PLANS

Compliance after effectiveness, 2:205

DIRECTORS

Officers and Directors (this index)

DIRECT STOCK PURCHASE PLANS

Compliance After Effectiveness (this index)

DISCLOSURE

Acceleration, requests for, 2:67

Accounting (this index)

Acquisitions. Mergers and acquisitions, below

Adviser, 2:32

Affiliates, 2:30, 2:34, 2:57, 2:115

Allocations, 2:111, 2:121

Amendment, financial disclosure requirements, 2:131

Antifraud, 2:90

Appraisals, 2:113

Attorney reporting obligations under Sarbanes-Oxley Act, 2:84

Back cover, 2:64

Caption, 2:75, 2:101

Certain activities, 2:54

Change or modification. Modification or change, below

Climate change, SEC proposes new requirements, 2:98

Commencement, 2:89, 2:92

Communications, merger and acquisition rules, 2:88, 2:96

Compensation, 2:30, 2:37, 2:115

Completed programs, 2:39

Compliance After Effectiveness (this index)

Conflicts of interest, 2:31, 2:116

Contents of prospectus, generally, 2:25 et seq.

Cover page, 2:26, 2:73, 2:102

Covid-19 Pandemic, 2:85, 2:86

Crossing arrangements, 2:127

Cross references, 2:72

Custody of registrant's investments, 2:56

Defined terms, avoidance of, 2:71

Delivery, 2:92

Description of real estate investments, 2:45

Description within first few sentences, 2:77

Distribution, 2:49, 2:121

Early commencement, 2:92

Effective date, 2:68

Estimated use of proceeds, 2:124

Exchange offer, 2:89, 2:90

Federal taxes, 2:46

Fees, 2:30

Fiduciary responsibility, 2:32, 2:117

Form S-11 requirements, 2:58, 2:59

Forward-looking statements, 2:27

Fraud, mergers and acquisitions, 2:90

Front cover, 2:63, 2:64

General partner, 2:115, 2:117

Generic risk factors, avoidance of, 2:76

Grouping similar risks, 2:79

DISCLOSURE—Cont'd

Headings, **2:101**
 Income taxes, **2:106**
 Incorporation by reference, **2:58**
 Initial public offering (IPO), **2:276**
 Inside/front cover, **2:64**
 Interpretive release. SEC interpretive release on real estate offerings, below
 Investing funds, **2:36**
 Key Performance Indicators and Metrics in MD&A, **2:131**
 Legends, **2:74**
 Limitations and restrictions, **2:73**
 Limited partnership, **2:114, 2:123**
 Liquidity and interest rate risk disclosures, exposure draft by FASB, **3:108**
 Literature, sales, **2:122**
 Management
 generally, **2:43**
 registrant's investments, **2:56**
 SEC interpretive release on real estate offerings, **2:118**
 Matching services and crossing arrangements, **2:127**
 Mergers and acquisitions
 acquisition rules, generally, **2:87 to 2:96**
 commencement of tender/exchange offers, **2:89**
 no safe harbor for tender offer communications, **2:96**
 Plain English summary term sheet, **2:95**
 prior performance tables, **2:41**
 prospectus delivery for early commencement, **2:92**
 Regulation M-A and Schedule TO, **2:93**
 Rule 14e-8, **2:90**
 rules, generally, **2:87 to 2:96**
 shareholder communications, **2:88**
 subsequent offering period for tender offers, **2:91**
 target's response, **2:94**
 tender/exchange offer antifraud provision, **2:90**
 Mitigating language, non-inclusion of, **2:78**
 Modification or change
 Plain English rules, below
Securities Offering Reform (this index)
 Non-justified right margins, use of, **2:70**
 Objectives of investment, **2:44, 2:119**
 Offerings
 initial public offering (IPO), **2:276**
 merger and acquisition rules, **2:90, 2:91, 2:96**
 SEC interpretive release on real estate offerings, below
 Offers, tender/exchange, **2:89**
 Operating results, **2:38**
 Opinions, **2:113**
 Organizational documents, **2:47, 2:120**
 Parenthetical phrases, elimination of, **2:69**

DISCLOSURE—Cont'd

Participation in rollup by less than all partnerships, effects of, **2:110**
Partnership (this index)
 Percentage basis, **2:36**
 Performance, prior, **2:34, 2:107, 2:125**
 Performance tables. Prior performance tables, below
 Plain English rules
 generally, **2:60 to 2:79**
 changes
 generally, **2:63 to 2:68**
 acceleration, requests for, **2:67**
 effective date, **2:68**
 front cover, **2:63**
 inside/front and outside/back cover, **2:64**
 risk factors, **2:66**
 summary information, **2:65**
 principles, **2:61**
 risk factors. SEC experiences, below this group
 SEC experiences
 generally, **2:69 to 2:79**
 cover page, limit scope to required information only, **2:73**
 cross references, **2:72**
 defined terms, avoidance of, **2:71**
 legends, **2:74**
 non-justified right margins, use of, **2:70**
 parenthetical phrases, elimination of, **2:69**
 risk factors
 generally, **2:75 to 2:79**
 caption, nature and effect of risk in, **2:75**
 description within first few sentences, **2:77**
 generic risk factors, avoidance of, **2:76**
 grouping similar risks, **2:79**
 mitigating language, non-inclusion of, **2:78**
 standards, **2:62**
 Plain English summary term sheet, **2:95**
 Policies of investment, generally, **2:44**
 Policies of investment of registrant, generally, **2:56**
 Presentation of information. SEC interpretive release on real estate offerings, below
 Prior performance, **2:34, 2:107, 2:125**
 Prior performance tables
 generally, **2:35 to 2:41**
 SEC Staff guidance, **2:42**
 Table I, experience in raising and investing funds (on percentage basis), **2:36**
 Table II, compensation to sponsor, **2:37**
 Table III, operating results of prior programs, **2:38**
 Table IV, results of completed programs, **2:39**
 Table V, sales or disposals of properties, **2:40**
 Table VI, acquisition of properties by program, **2:41**
 Proceeds, **2:29, 2:124**

DISCLOSURE—Cont'd

- Promotional and sales material
 - generally, **2:50 to 2:53**
 - FINRA rules, communications with public, **2:53**
 - Guide 5 requirements, **2:52**
 - legal issues, **2:51**
- Prospectus, generally, **2:25 et seq.**
- Quality of disclosure. SEC interpretive release on real estate offerings, below
- Raising funds, **2:36**
- Readability, **2:100**
- Records and recording, see specific lines throughout this index topic
- Registration
 - custody of registrant's investments, **2:56**
 - investment policies of registrant, **2:55**
 - management of registrant's investments, **2:56**
 - selection of registrant's investments, **2:56**
- Registration statement, Part II, **2:98**
- Regulation M-A and Schedule TO, **2:93**
- Releases. SEC interpretive release on real estate offerings, below
- Reports and reporting
 - SEC interpretive release on real estate offerings, **2:113**
 - shareholders, **2:48**
- Response, **2:94**
- Risk factors
 - generally, **2:33**
 - Plain English rules, above
 - SEC interpretive release on real estate offerings, **2:105**
- Rollup Reform** (this index)
- Safe harbor, **2:96**
- Sales
 - prior performance tables, **2:40**
 - promotional and sales material, above
 - SEC interpretive release on real estate offerings, **2:122**
- Sarbanes-Oxley Act
 - attorney reporting obligations under, **2:84**
 - mergers and acquisitions, above
- Schedule TO, **2:93**
- SEC experiences. Plain English rules, above
- SEC interpretive release on real estate offerings
 - generally, **2:99 to 2:127**
 - matching services and crossing arrangements, **2:127**
 - presentation of information
 - generally, **2:100 to 2:107**
 - captions, **2:101**
 - cover page of prospectus, **2:102**
 - format of prospectus, generally, **2:102 to 2:107**
 - headings, **2:101**
 - income tax, **2:106**
 - prior performance, **2:107**

DISCLOSURE—Cont'd

- SEC interpretive release on real estate offerings
 - Cont'd
 - presentation of information—Cont'd
 - prospectus, format of, generally, **2:102 to 2:107**
 - readability, **2:100**
 - risk factors, **2:105**
 - summary of prospectus, **2:104**
 - table of contents of prospectus, **2:103**
 - quality of disclosure
 - generally, **2:108 to 2:125**
 - allocations, **2:121**
 - apraisals, **2:113**
 - compensation to general partner and its affiliates, **2:115**
 - conflicts of interests, **2:116**
 - different partnerships, effect of, **2:109**
 - distributions, **2:121**
 - estimated use of proceeds, **2:124**
 - fiduciary responsibility of general partner, **2:117**
 - investment objectives and policies, **2:119**
 - limited partnerships, **2:114, 2:123**
 - management, **2:118**
 - offerings, **2:114**
 - opinions, **2:113**
 - participation in rollup by less than all partnerships, effects of, **2:110**
 - prior performance, **2:125**
 - reports, **2:113**
 - rollup transactions, **2:108, 2:114**
 - sales literature, **2:122**
 - sponsor compensation, **2:115**
 - successor, allocation of interests in, **2:111**
 - summary of organizational documents, **2:120**
 - trading market, **2:112**
 - updating of information, **2:126**
 - SEC issues guidance, Key Performance Indicators and Metrics in MD&A, **2:131**
 - SEC Staff guidance on prior performance tables, **2:42**
 - SEC Staff issues guidance on non-traded REIT disclosures, **2:130**
 - Securities Offering Reform** (this index)
 - Selection of registrant's investments, **2:56**
 - Simplify and modernize other financial disclosure requirements, **2:131**
 - Sponsor
 - compensation, **2:115**
 - compensation and fees to REIT sponsor and affiliates, **2:30**
 - fiduciary responsibility of sponsor and/or adviser, **2:32**
 - prior performance, **2:34, 2:37**
 - Stock and stockholders, **2:48, 2:88**
 - Subsequent offering period for tender offers, **2:91**

DISCLOSURE—Cont'd

Successor, allocation of interests in, **2:111**
 Suitability standards, **2:28**
 Summary
 information, generally, **2:65**
 organizational documents, **2:120**
 organization documents, **2:47**
 proceeds, **2:29**
 prospectus, **2:104**
 term sheet, **2:95**
 Table of contents, **2:27, 2:103**
 Taxation, **2:46, 2:106**
 Tender offer, **2:89 to 2:91, 2:96**
 Term sheet, **2:95**
 Time or date, **2:68, 2:91**
 Trading market, **2:112**
 Updating of information, **2:126**

DISGUISED SALESUPREITs, **7:11****DISPOSAL OF ASSETS**Accounting, **3:67, 3:68****DISSEMINATION**Compliance after effectiveness, **2:172****DISSENTERS' RIGHTS**

Limited Partnership Rollup Reform Act of 1993 (S. 422), **2:238**
 Rollup reform, **2:261**

DISTRESSED DEBTTaxation, income tests, **5:50****DISTRIBUTION**

Accounting, **3:41**
 Disclosure, **2:49, 2:121**
 Initial public offering (IPO), **2:277**
 State blue sky provisions, **4:21**
 Structure of REITs, **1:82, 1:83**
Taxation (this index)
 UPREITs, **7:3 to 7:5**

DIVERSIFIED/SPECIALITY SECTOREquity REITs, **1:67****DIVIDENDS**

Accounting, **3:119**
Compliance After Effectiveness (this index)

Structure of REITs, **1:83**
Taxation (this index)
 Third-REIT boom, impact of dividend tax cut and reform, **1:21**

DODD-FRANK WALL STREET REFORM AND CONSUMER PROTECTION ACTFederal securities reform, **2:18****DOING BUSINESS**Trust versus corporation, **1:77****DOMESTIC CORPORATION**Taxation, **5:5****DOWNREITs**

Generally, **7:19**
 History of REITs, **1:16**
 UPREIT versus, **7:20**

DUE DILIGENCE

Compliance After Effectiveness (this index)
 Initial public offering due diligence request list, **App D**

EARLY COMMENCEMENTDisclosure, **2:92****EARLY EXPANSION**History of REITs, **1:45****EARLY PREDICTIONS**History of REITs, **1:42****EARNINGS**

Compliance after effectiveness
 current reporting of earnings releases, **2:179**
 Regulation G and earnings calls, **2:181**
 History of REITs, **1:22, 1:23**
Taxation (this index)

E-COMMERCEHistory of reits, **1:56****EFFECTIVE DATE**Disclosure, **2:68****EFFECTIVENESS****Compliance After Effectiveness** (this index)**EITF 01-14**Accounting, **3:85****EITF 04-5**Accounting, **3:57****EITF 05-6**Accounting, **3:86****EITF 07-6**Accounting, **3:87****EITF 08-3**Accounting, **3:88****ELECTION**State blue sky provisions, **4:6****Taxation** (this index)UPREITs, **7:9, 7:16****ELECTRONIC FILING**

Compliance after effectiveness, electronic filing and website posting of Forms 3, 4, and 5, **2:146**
 Sarbanes-Oxley Act, **2:14, 2:146**

ELECTRONIC MEDIA**Compliance After Effectiveness** (this index)

INDEX

ELECTRONIC PROXIES

Compliance after effectiveness, **2:149**

ELIGIBLE ROLLUP TRANSACTIONS

California bill (S.B. 1753), **2:260 to 2:262**

EMERGING GROWTH COMPANIES

Confidential filing of registration statements, **2:21**

Federal registration, **2:20 et seq.**

1933 Securities Act amendments applicable, **2:21**

1934 Securities Act amendments applicable, **2:22**

Opt-in compliance, **2:23**

Post-offering communications by brokers and dealers, **2:22**

Research reports, **2:21**

SEC study on decimalization of trading prices, **2:22**

Securities analyst communications, **2:22**

Testing the waters, **2:21**

EMPLOYEE INCENTIVES

Taxation, **6:48**

EMPLOYEE SHAREHOLDER PLANS

Compliance after effectiveness, **2:203**

ENCUMBERED PROPERTY

UPREITs (this index)

ENFORCEMENT

National Securities Markets Improvement Act of 1996, **4:53**

ENTITY INTEREST TRANSFER

UPREITs, **7:3**

E&P

Taxation, **5:92**

EQUILIBRIUM

History of REITs, **1:50**

EQUITY

See also **Equity REITs** (this index)

Accounting, **3:12, 3:84**

EQUITY REITs

Generally, **1:62 to 1:68**

Accounting, **3:12**

Diversified/speciality sector, **1:67**

Health care sector, **1:65**

History of REITs, **1:27**

Performance, **1:68**

Residential sector, **1:63**

Rollup reform, **2:263 to 2:265**

Sector performance, **1:68**

Self storage sector, **1:65**

Storage, **1:65**

Taxation, **6:30 to 6:32**

Types, **1:64**

EQUITY SECURITIES

Accounting, **3:93**

ERISA

Generally, **2:228 to 2:233**

Conflict of interest rules, **2:232**

Department of Labor, fiduciary defined, **2:232**

Fiduciary defined, **2:232**

Insignificant participation, **2:231**

Operating company, **2:230**

Participation, **2:231**

Publicly offered securities, **2:229**

SEC, best interest standard, **2:233**

Taxation, **6:84**

ESTIMATED TAX

Shareholders, **5:115**

ESTIMATED USE OF PROCEEDS

Disclosure, **2:124**

ETHICS, CODE OF

Sarbanes-Oxley Act, **2:13, 2:183**

EXCEPTIONS, EXCLUSIONS, AND EXEMPTIONS

Compliance after effectiveness, **2:174**

National Securities Markets Improvement Act of 1996, **4:51**

Rollup reform, **2:266**

Taxation (this index)

EXCESS SHARE

Taxation, **5:8**

EXCISE TAX

Generally, **5:85**

EXCLUSIONS

Exception, Exclusions, and Exemptions (this index)

EXECUTIVE COMPENSATION

Dodd-Frank Wall Street Reform and Consumer Protection Act, **2:18**

EXEMPTIONS

Exception, Exclusions, and Exemptions (this index)

EXIT OR DISPOSAL ACTIVITIES

Accounting, accounting for costs, **3:82**

EXPANSION

History of REITs, **1:45**

Taxation, **6:35**

EXPECTATIONS

History of REITs, **1:49**

EXPENSES

Costs and Expenses (this index)

EXTERNAL MANAGEMENT

Structure of REITs, **1:78**

EXTINGUISHMENT OF DEBT
Accounting, **3:69**

FAD (FUNDS AVAILABLE FOR DISTRIBUTION)
Accounting, **3:41**

FAIRNESS
Rollup reform, **2:248**

FALSE AND MISLEADING STATEMENTS
Compliance after effectiveness, Rule 10b-5 and Janus decision, **2:215**

FASB AND IASB EXPOSURE DRAFT
Accounting
 debt exchange, proposal on, **3:110**
Lease accounting, **3:113**

FASB ASC NO. 280
Accounting, **3:46**

FASB ASC TOPIC NO. 105
Accounting, **3:48**

FASB ASC TOPIC NO. 205
Accounting, presentation of financial statements, **3:67, 3:68**

FASB ASC TOPIC NO. 220
Comprehensive Income and IASB IAS 1, Presentation of Financial Statements, **3:106**

FASB ASC TOPIC NO. 250
Accounting Changes and Error Corrections, **3:98**

FASB ASC TOPIC NO. 280
Accounting, **3:46**

FASB ASC TOPIC NO. 310
Accounting (previously AICPA Statement of Position 97-1 re: mortgage loan borrowers), **3:17**

FASB ASC TOPIC NO. 320
Accounting, **3:57**

FASB ASC TOPIC NO. 323
Accounting, **3:57**

FASB ASC TOPIC NO. 350
Accounting, Intangibles, **3:79**

FASB ASC TOPIC NO. 360
Accounting, **3:87**
Accounting, Property, Plant and Equipment, **3:67, 3:68**

FASB ASC TOPIC NO. 410
Accounting, Asset Retirement and Environmental Obligation, **3:73**

FASB ASC TOPIC NO. 420
Accounting, Exit or Disposal Cost of Obligations, **3:82**

FASB ASC TOPIC NO. 460
Accounting, Guarantees, **3:70**

FASB ASC TOPIC NO. 470
Accounting, **3:100**

FASB ASC TOPIC NO. 480
Accounting, Distinguishing Liabilities from Equity, **3:84**

FASB ASC TOPIC NO. 718
Accounting, Compensation, Stock Compensation, **3:83**

FASB ASC TOPIC NO. 740
Accounting, Income Taxes, **3:74**

FASB ASC TOPIC NO. 805
Accounting, Business Combinations, **3:79**

FASB ASC TOPIC NO. 810
Accounting, Consolidation, **3:71**

FASB ASC TOPIC NO. 810, CONSOLIDATION
Accounting
 generally, **3:71**
 certain requirements of FIN 46R defined, **3:72**

FASB ASC TOPIC NO. 815
Accounting, Derivatives and Hedging, **3:75**

FASB ASC TOPIC NO. 820
Accounting, Fair Value Measurements and Disclosures, **3:90, 3:92**

FASB ASC TOPIC NO. 825
Accounting, Financial Instruments (previously FASB Statement No. 159), **3:95**

FASB ASC TOPIC NO. 845
Accounting, Nonmonetary Exchanges, **3:89**

FASB ASC TOPIC NO. 855
Accounting, subsequent events, **3:99**

FASB ASC TOPIC NO. 860
Accounting, Transfers and Servicing, **3:76, 3:78**

FASB NO. 141
Accounting, **3:79**

FASB NO. 142
Accounting, **3:79**

FASB NO. 156
Accounting, **3:78**

FASB NO. 159
Accounting, **3:95**

FASB STATEMENT NO. 133
Accounting, amendment, **3:76**

FASB STATEMENT NO. 159
Accounting, **3:95**

FASB STATEMENT NO. 166

Accounting for transfers of financial assets, **3:19**

FAST-PAY STOCK

Taxation, **5:74**

FEDERAL BONUS DEPRECIATION

Taxation, **6:60**

FEDERAL INCOME TAX

Rollup reform, **2:252**

FEDERAL REGISTRATION

As to registration, generally. **Registration** (this index)

Generally, **2:1 et seq.**

Dodd-Frank Wall Street Reform and Consumer Protection Act, **2:18**

Draft IPOs, **2:24**

Emerging growth companies, **2:20, 2:21, 2:22**

JOBS Act, **2:19**

Public offerings of REITs, **2:19**

Revisions to registration process, **2:2**

Sarbanes-Oxley Act (this index)

Securities offering reform, summary of modifications, **2:3**

FEDERAL TAXABLE INCOME

Franchise and income taxes, income bar, **6:59**

FEDERAL TAXES

Taxation (this index)

FEES

Accounting, **3:51, 3:52**

Disclosure, **2:30**

Initial public offering (IPO), **2:292**

Rollup reform, **2:263 to 2:265**

State blue sky provisions, **4:14, 4:17**

FFO

Funds From Operations (FFO) (this index)

FIDUCIARY

Department of Labor, ERISA, **2:232**

Disclosure, **2:32, 2:117**

ERISA, defined, **2:232**

Taxation, **5:26**

FILING FEES

Initial public offering (IPO), **2:292**

FIN 46R

Accounting, consolidation, **3:72**

Consolidation, **3:72**

FINANCE COMPANIES

History of REITs, **1:31**

FINANCIAL ACCOUNTING STANDARDS

BOARD (FASB)

Accounting (this index)

FINANCIAL EXPERTS

Compliance after Effectiveness (this index)

Sarbanes-Oxley Act, audit committee, **2:12**

FINANCIAL REPORTING

Accounting (this index)

FINANCIAL STATEMENTS

Accounting (this index)

FINANCING

History of REITs, **1:33**

FINRA

Communications with public, **2:53**

Public Offerings (this index)

Rollup reform, FINRA rules on member participation in rollups, **2:269 to 2:272**

FIRPTA

Tax-free transfers, **6:9**

FLEXIBILITY OF OPERATIONS

Trust versus corporation, **1:76**

FORECASTS

State blue sky provisions, **4:36**

FORECLOSURE

COD, **5:111**

REITs, **5:111**

Taxation, **5:88**

FOREIGN ACCOUNT TAX COMPLIANCE ACT (FATCA)

Taxation of foreign shareholders, **5:121**

FOREIGN INVESTMENT IN REAL PROPERTY TAX ACT (FIRPTA)

Tax-free transfers, **6:9**

FOREIGN INVESTORS

Tax-free transfers, **6:9, 6:10**

FOREIGN SHAREHOLDERS

Taxation (this index)

FORM 8-K

Compliance after effectiveness, **2:152**

FORM 10-K

Compliance After Effectiveness (this index)

FORM 10-Q

Compliance after effectiveness, **2:151**

FORMS 3, 4, AND 5

Sarbanes-Oxley Act, electronic filing and website posting of Forms 3, 4, and 5, **2:146**

FORM S-11

Disclosure, **2:59**

FORWARD EQUITY SALES

History of REITs, **1:27**

FORWARD-LOOKING DISCLOSURE

Generally, 2:27

Compliance after effectiveness, 2:155

FRANCHISE TAX

Taxation (this index)

FRAUD

Accounting, Statement of Auditing Standards 100, interim financial information, 3:66

Disclosure, mergers and acquisitions, 2:91

FREITs

History of REITs, 1:9, 1:10

FRONT COVER

Disclosure, 2:63, 2:64

FRONT-END FEE LIMITATIONS

State blue sky provisions, 4:55

FUNDS AVAILABLE FOR DISTRIBUTION (FAD)

Accounting, 3:41

FUNDS FROM OPERATIONS (FFO)

Accounting (this index)

History of REITs, FFO multiples, 1:24

FUTURE

History of REITs (this index)

GAAP

Accounting (this index)

GAINS

Accounting, 3:30

Taxation (this index)

UPREITs, 7:5, 7:12, 7:13

GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP)

Accounting (this index)

GENERAL PARTNERS

Accounting, proposed revision of consolidation guidance for general partners' interests in limited partnerships, 3:97

Disclosure, 2:115, 2:117

Rollup reform, 2:265

GENERIC RISK FACTORS

Disclosure, 2:76

GOODWILL

Accounting, 3:79

Taxation, income tests, 5:13

GOVERNMENT SECURITIES

Taxation, 5:57

GRANDFATHER RULES

Taxation, 5:47

GROSS RECEIPTS TAX

Rents from real property, 5:21

State taxation, 6:58

GROUPING SIMILAR RISKS

Disclosure, 2:79

GROWTH

History of REITs, 1:19, 1:46, 1:47

GUARANTEE

Accounting, 3:13, 3:70

UPREITs, 7:8

HEADINGS

Disclosure, 2:101

HEALTHCARE

Equity REITs, 1:66

Structure of REITs, 1:70

Taxation, 5:41

HEDGING ACTIVITIES, ACCOUNTING

FASB, targeted improvements to hedge accounting, 3:77

FASB ASC Topic No. 815, 3:75, 3:76

HISTORY OF REITs

Generally, 1:7 to 1:59

Affiliation of real estate finance companies, 1:31

Closed-end funds, 1:26

Commercial debt obligations (CDOs), 1:38

Commercial real estate commercial debt obligations (CRE CDOs), 1:38

Consolidation of industry, 1:57

Cycle of REITs. Future, below

Dedicated REIT mutual fund growth, 1:43

Divided yields, leverage and interest rates, 1:14

Dividend tax cut's impact, third REIT boom, 1:21

DOWNREIT, 1:16

Early expansion, 1:45

Early predictions, 1:42

Earnings growth, rate of, 1:22

Earnings growth, sources of, 1:23

E-commerce, REITs and, 1:56

Equilibrium and REIT management, 1:50

Equity sales, 1:27

Expansion, 1:45

Expectations, 1:49

FFO multiples, 1:24

Finance companies, 1:31

Financing, mezzanine, 1:33

First REIT boom, 1:8

Forward equity sales, 1:27

FREITs, second REIT boom, 1:9, 1:10

Funds from operations (FFO), 1:24

Future

generally, 1:42

consolidation of industry, 1:57

HISTORY OF REITs—Cont'd

Future—Cont'd
 cycle of REITs
 generally, **1:44 to 1:49**
 expectation that cycle is more muted, **1:49**
 phase 1, early expansion, **1:45**
 phase 2, moderating growth, **1:46**
 phase 3, slow/no growth, **1:47**
 place in cycle, **1:48**
 dedicated REIT mutual fund growth, **1:43**
 early predictions, **1:42**
 e-commerce, REITs and, **1:56**
 equilibrium and REIT management, **1:50**
 inflation, REITs and, **1:54**
 1994/1995, **1:42**
 recessions, REIT performance during, **1:59**
 REIT market, what to look for, **1:53**
 Going private activity, summary, **1:58**
 Growth, **1:46, 1:47**
 Growth stocks versus income stocks, **1:19**
 "Haves and have nots," **1:55**
 Hybrid REITs
 history of REITs, **1:29**
 latest evolution, **1:29**
 Hybrid REITs. Third REIT boom, below
 Income stocks, **1:19**
 Indices, **1:40**
 Inflation, REITs and, **1:54**
 Interest rates, effect of, **1:25**
 Joint ventures, **1:34**
 Leverage, valuation of securities, **1:18**
 Limited partnerships, FREITs versus, **1:10**
 M&A and going private activity, summary, **1:58**
 Management, **1:50**
 Market valuation, **1:35 to 1:37**
 Mezzanine financing, **1:33**
 Mortgage and hybrid REITs. Third REIT boom, below
 Mutual fund growth, dedicated, **1:43**
 Mutual funds, **1:26**
 Net asset value, **1:37**
 1994/1995, **1:42**
 Offerings, **1:39**
 Paired share and paper clip REIT structure. Third
 REIT boom, below
 Partnerships, limited, **1:10**
 Performance, **1:59**
 Positive spread investing, **1:13**
 Predictions, **1:42**
 Premium over net asset value, **1:37**
 Prior to 1960, **1:7**
 Private market valuation, **1:35 to 1:37**
 Public offering information, **1:39**
 Public versus private market valuation, **1:35 to 1:37**
 Rated debt, use of, **1:12**
 Real estate industry, **1:57**
 Recessions, REIT performance during, **1:59**

HISTORY OF REITs—Cont'd

REIT market, what to look for, **1:53**
 Sales, **1:27**
 Second REIT boom, **1:9, 1:10**
 Servicing capabilities, **1:32**
 S&P 500 index, **1:41**
 Stocks, **1:19**
 Subsidiaries, **1:28**
 Taxable REIT subsidiary (TRS), **1:28**
 Third REIT boom
 generally, **1:11 to 1:34**
 closed-end funds, **1:26**
 commercial mortgage REITs
 generally, **1:30**
 affiliation of real estate finance companies,
1:31
 latest evolution, **1:29**
 mezzanine financing, **1:33**
 servicing capabilities, **1:32**
 Divided yields, leverage and interest rates, **1:14**
 dividend tax cut and reform, impact of, **1:21**
 DOWNREIT, **1:16**
 earnings growth, rate of, **1:22**
 earnings growth, sources of, **1:23**
 FFO multiples, **1:24**
 forward equity sales, **1:27**
 growth stocks versus income stocks, **1:19**
 hybrid REITs. Mortgage and hybrid REITs,
 below this group
 interest rates, effect of, **1:25**
 joint ventures, **1:34**
 leverage, valuation of securities, **1:18**
 mutual funds, **1:26**
 paper clip structure. Paired share and paper clip
 REIT structure, above this group
 positive spread investing, **1:13**
 rated debt, use of, **1:12**
 taxable REIT subsidiary (TRS), **1:28**
 UPREIT, **1:15**
 value and valuation, **1:17 to 1:24**
 value investing, **1:20**
 2022 REITs, **1:51, 1:52**
 UPREIT, **1:15**
 Value and valuation, **1:17 to 1:24, 1:35 to 1:37**
 Value investing, third REIT boom, **1:20**

HOLDING PERIOD

Taxation, **5:102**

HOSTILE TAKEOVER

Taxation, **6:49 to 6:52**

HYBRID REITs

History of REITs (this index)

Structure of REITs, **1:69**

HYPERLINKED INFORMATION

Compliance after effectiveness, **2:210 to 2:213**

IMMATERIAL MISSTATEMENTSAccounting, **3:62****IMPAIRMENT OF DEBT**Accounting, **3:93****IMPERMISSIBLE TENANT SERVICE INCOME**

Taxation (this index)

IMPROVEMENTSAccounting, EITF 05-6, **3:86****INCENTIVE FEES**State blue sky provisions, **4:17****INCENTIVES**Taxation, **6:48****INCOME**

Accounting

disclosure, **3:118**FASB ASC Topic No. 220, Comprehensive Income and IASB IAS 1, Presentation of Financial Statements, **3:106**Interest deduction, **5:86**Net operating loss deduction, **5:86**Qualified opportunity zone, **5:86**Taxation, **5:86, 5:118, 5:119, 6:44****INCOME PRODUCING PROPERTY**Accounting, **3:38****INCOME STATEMENT**Accounting, **3:85****INCOME STOCKS**History of REITs, **1:19****INCOME TAXES**

Taxation (this index)

INCOME TESTS

Taxation (this index)

INCORPORATION

Taxation (this index)

INDEBTEDNESSTaxation, COD and REITs, **5:111****INDEMNIFICATION**State blue sky provisions, **4:28****INDEPENDENCE**Auditor independence rules, **3:130**SRO audit committee, **3:148****INDEPENDENT CONTRACTORS**Taxation, **6:29****INDEPENDENT TRUSTEES**State blue sky provisions, **4:7****INDICES**History of REITs, **1:40, 1:41****INDUSTRY**Generally, **1:1 et seq.**Cycle of real estate, **1:6**

History of REITs (this index)

Structure of REITs (this index)

Terminology, **1:2 to 1:5****INFLATION**Generally, **1:54****INITIAL ACTIONS OF TRUSTEES**State blue sky provisions, **4:5****INITIAL PUBLIC OFFERING (IPO)**Generally, **2:273 et seq.**Accounting, **2:276**Changing from public offering to private placement, **2:281**Convertible securities and warrants, **2:283**Corporate governance issues, **2:278**Disclosure, **2:276**Distributions of REITs, **2:277**Due diligence request list, **App D**Fees, **2:292**Filing fees, **2:292**

Integration safe harbor

generally, **2:287 to 2:292**offset of filing fees, **2:292**private offering concurrent with public offering, **2:290**private offerings to registered offering, **2:288**registered offering to private offering, **2:288**registration statement withdrawal, **2:291**Rule 155, **2:287**Key factors, **2:275**Lockup period prior to exchange of REIT shares for OP units, **2:284**Offset of filing fees, **2:292**Post IPO private offerings, **2:286**

Preformation private offerings

generally, **2:280 to 2:285**changing from public offering to private placement, **2:281**convertible securities and warrants, **2:283**exchange of REIT shares for OP units and subsequent resale, **2:285**lockup period prior to exchange of REIT shares for OP units, **2:284**shelf registrations, **2:282**Pricing of partner contribution of interests, **2:279**Pricing of REIT, **2:274**Private offerings, **2:286, 2:288, 2:289**Private placement, **2:281**Private placements, SEC warns investors, **2:294**Registered offering, **2:288, 2:289**Registration, shelf, **2:282**

INITIAL PUBLIC OFFERING (IPO)—Cont'd
Registration statement withdrawal, 2:291
Resale, 2:285
Rule 155, integration safe harbor, 2:287
Safe harbor. Integration safe harbor, above
Shares, 2:284, 2:285
Shelf registrations, 2:282
Subsequent acts and matters, 2:285
Time or date, 2:284
Valuation methodology, 2:276
Warrants, 2:283
Withdrawal, 2:291

INSIDE COVER
Disclosure, 2:64

INSIDE INFORMATION
Compliance after effectiveness, 2:160

INSIDER TRADING
Compliance after effectiveness, reporting requirements, 2:144
Sarbanes-Oxley Act, insider trades during pension fund blackout periods, 2:16, 2:145

INSIGNIFICANT PARTICIPATION
ERISA, 2:231

INSPECTION
State blue sky provisions, 4:24

INTANGIBLE ASSETS
Accounting, 3:79

INTEGRATION SAFE HARBOR
Initial Public Offering (IPO) (this index)

INTENT
Accounting, 3:24, 3:62, 3:63
Compliance after effectiveness, 2:171

INTEREST IN PARTNERSHIP
Taxation, asset tests, 5:59

INTEREST IN PROPERTY
Taxation, 5:52, 5:121
UPREITs, 7:3

INTEREST ON MONEY
Accounting, exposure draft by FASB on liquidity and interest rate risk disclosures, 3:108
History of REITs, 1:25
Taxation, 5:42, 5:50

INTERNAL CONTROL OVER FINANCIAL REPORTING, AUDITING
Compliance After Effectiveness (this index)

INTERNAL MANAGEMENT OR CONTROLS
Generally, 1:79
Sarbanes-Oxley Act, 2:17, 2:184, 2:185

INTERNAL REVENUE SERVICE (IRS)
Taxation (this index)

INTERNATIONAL ACCOUNTING STANDARDS
Effect on REITs, 3:102

INTERNET
Compliance after effectiveness, website content, 2:209, 2:216
FINRA guidance on social media and digital communications, 2:217
Sarbanes-Oxley Act, electronic filing and website posting of reports and forms, 2:14, 2:146
Taxation, 5:33

INTERPRETIVE RELEASE
Disclosure (this index)

INVESTMENT ADVISERS
Private funds
Dodd-Frank Wall Street Reform and Consumer Protection Act, 2:18

INVESTMENT COMPANY
National Securities Markets Improvement Act of 1996, 4:49
Taxation, 6:7, 6:20

INVESTMENT COMPANY ACT OF 1940
Generally, 2:225
Advised REITs, applicability of Act to, 2:227
Compliance after effectiveness, 2:208
SEC issues concept release, 2:226

INVESTOR RELATIONS
Compliance after effectiveness, REIT disclosure policy, 2:182

ISSUERS
Compliance After Effectiveness (this index)
Securities offering reform, categories of issuers, 2:80

JANUARY DIVIDENDS
Taxation, 5:82

JANUS CASE
Compliance after effectiveness, Supreme Court decision, 2:215

JOBS ACT
Federal registration, 2:19
SEC Staff guidance, 2:128

JOINT VENTURES
Accounting, 3:56 to 3:58
EITF Issue No. 04-5, 3:57
FASB ASC 320, 3:57
FASB ASC Topic No. 323, 3:57
History of REITs, 1:34
Taxation, 6:46, 6:47

JURISDICTION
State blue sky provisions, 4:43, 4:45

LEAD JURISDICTION	
State blue sky provisions, 4:43	
LEASES	
Accounting (this index)	
Rents From Real Property (this index)	
Taxation (this index)	
LEGENDS	
Disclosure, 2:74	
LETTERS	
Correspondence (this index)	
LEVEL TAXATION	
Taxation (this index)	
LEVERAGE	
History of REITs, 1:18	
State blue sky provisions, 4:20	
LIKE KIND EXCHANGES	
Taxation , 6:40	
LIMITATIONS AND RESTRICTIONS	
Disclosure, 2:73	
State blue sky provisions, 4:3, 4:20, 4:55	
Taxation, 5:39, 6:34, 6:37	
LIMITED PARTNERSHIP ROLLUP REFORM ACT OF 1993 (S. 422)	
Generally, 2:235 to 2:238	
Definition of rollup, 2:236	
Dissenters' rights, 2:238	
Proxy rules, 2:237	
LIMITED PARTNERSHIPS	
Accounting, proposed revision of consolidation guidance for general partners' interests in limited partnerships, 3:97	
Disclosure, 2:114, 2:123	
History of REITs, 1:10	
Rollup reform, 2:258, 2:259	
LIQUIDATION	
Taxation (this index)	
LISTS AND LISTINGS	
Initial public offering due diligence request list, App D	
National Securities Markets Improvement Act of 1996, 4:48, 4:54	
LITERATURE	
Disclosure, 2:122	
LLCs	
Structure	
Delaware LLC, proposed amendments, 1:84	
Taxation, 6:64	
LOANS	
Sarbanes-Oxley Act, loans to directors and officers prohibited, 2:8	
LOCKUP PERIOD	
Initial public offering (IPO), 2:284	
LODGING	
Taxation, 5:41	
LOOK-THROUGH	
Taxation, 5:48, 5:104	
MAINTENANCE	
National Securities Markets Improvement Act of 1996, 4:54	
Taxation, 5:28, 5:29	
UPREITs, 7:8	
MANAGEMENT	
Disclosure, 2:43, 2:118	
History of REITs, 1:50	
Rollup reform, 2:263 to 2:265	
Structure of REITs, 1:78, 1:79	
MANAGEMENT COMPANY	
Accounting, 3:53	
Taxation, 5:63	
MANAGEMENT FEES	
Accounting, 3:52	
MANAGEMENT OF INVESTMENTS	
Disclosure, 2:56	
MANAGEMENT OF PROPERTY	
Taxation, 5:27	
MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)	
Accounting (this index)	
MARKETING FUNDS	
Taxation, 5:31	
MARKET PROFESSIONALS	
Compliance after effectiveness, 2:169	
MARKET VALUATION	
History of REITs, 1:35 to 1:37	
MATCHING SERVICES	
Disclosure, 2:127	
MATERIALITY	
Accounting (this index)	
Compliance after effectiveness, 2:166	
MATERIAL WEAKNESS	
Auditing internal control over financial reporting, 3:136	
MD&A	
Accounting (this index)	
MEETINGS	
State blue sky provisions, 4:22, 4:23	

MEMBERS AND MEMBERSHIP

Rollup reform, **2:269 to 2:272**

SEC audit committee disclosure rules, **3:144**

MERGERS AND ACQUISITIONS

Accounting (this index)

Acquisition control provisions, **2:138**

Compliance after effectiveness, **2:134, 2:135**

Disclosure (this index)

State blue sky provisions, **4:14**

Taxation (this index)

UPREITs, **7:4**

MEZZANINE FINANCING

History of REITs, **1:33**

MFFO

Accounting, **3:42**

MINIMUM CAPITAL

State blue sky provisions, **4:19**

MISSTATEMENTS

Accounting, **3:61 to 3:63**

MITIGATING LANGUAGE

Disclosure, **2:78**

MITIGATION

Taxation, **5:51**

MODIFICATION

Change or Modification (this index)

MORTGAGE LOAN BORROWERS

Accounting, FASB ASC Topic No. 310 (previously AICPA Statement of Position 97-1), **3:17**

MORTGAGES

American Institute of Certified Public Accountants (AICPA) Statement Position 97-1 regarding mortgage loan borrowers (current coverage FASB ASC Topic No. 310), **3:17**

History of REITs (this index)

Structure of REITs, **1:61**

Taxation (this index)

MULTIPLE FEE ARRANGEMENTS

Accounting, **3:51**

MULTIPLE SPONSORS

Accounting, **3:4**

MUNICIPAL SECURITIES

Dodd-Frank Wall Street Reform and Consumer Protection Act, **2:18**

MUTUAL FUNDS

Dedicated mutual fund growth, **1:43**

History of REITs, **1:26, 1:43**

NAREIT

Accounting (this index)

Taxation (this index)

NASAA

Concentration limits, statement of policy, **App B**

State blue sky provisions, **4:18**

Statement of policy regarding real estate investment trusts, **App A**

NASD

Rollup reform, member participation, **2:269 to 2:272**

NASDAQ

Corporate governance listing standards, **2:194**

NATIONAL ASSOCIATION OF SECURITIES DEALERS (NASD)

Rollup reform, member participation, **2:269 to 2:272**

NATIONAL POLICY BULLETIN

Accounting, **3:38**

NATIONAL SECURITIES MARKETS IMPROVEMENT ACT OF 1996

Generally, **4:47 to 4:54**

Comparison of stock exchange listing and maintenance requirements, **4:54**

Covered securities, **4:48**

Enforcement of requirements, **4:53**

Exempt offerings, **4:51**

Investment company securities, **4:49**

Listed securities, **4:48**

Listing, comparison of, **4:54**

Maintenance requirements, comparison of, **4:54**

Offerings, exempt, **4:51**

Preservation of authority, **4:52**

Qualified purchasers, **4:50**

Rollup reform, **2:267**

Sales, qualified purchasers, **4:50**

Stock exchange listing, **4:54**

NET ASSET VALUE

History of REITs, **1:37**

NET BUILT-IN GAIN

Taxation, **5:96**

NET CASH FLOW

Accounting, **3:16**

NET OPERATING LOSS

Taxation, **5:101**

NET PROFITS

Taxation, **5:20**

NETTING MISSTATEMENTS

Accounting, **3:61**

NEW CAPITAL

Taxation, **5:61**

NEW DEVELOPMENTS

Taxation (this index)

NEW YORK STOCK EXCHANGE
 Compliance after effectiveness, **2:189, 2:194**
 Corporate governance listing standards, **2:194**
 Rollup reform, **2:268**

1933 SECURITIES ACT
 Compliance after effectiveness, **2:176, 2:201**
 Emerging growth companies, applicable 1933 Securities Act amendments, **2:21**

1934 SECURITIES ACT
 Emerging growth companies, applicable 1934 Securities Act amendments, **2:22**

1934 SECURITIES EXCHANGE ACT
Compliance After Effectiveness (this index)

NOLS
 Taxation, **5:78**

NON-CLOSELY HELD
 Taxation, **5:7, 5:8**

NON-JUSTIFIED RIGHT MARGINS
 Disclosure, **2:70**

NONREOURSE LIABILITIES
 UPREITs, **7:7**

NONRECURRING ITEMS
 Accounting, **3:27**

NOTICE
 Rollup reform, **2:265**
 Taxation, **5:94**

“NO” VOTES
 State blue sky provisions, **4:31**

NUMBER OF TRUSTEES
 State blue sky provisions, **4:6**

OFF-BALANCE SHEET ARRANGEMENTS
 MD&A disclosure, **3:123**

OFFERING REFORMS
Securities Offering Reform (this index)

OFFERINGS
Compliance After Effectiveness (this index)
Disclosure (this index)
ERISA (this index)
Federal Registration (this index)
 History of REITs, **1:39**
Initial Public Offering (this index)
Investment Company Act (this index)
 National Securities Markets Improvement Act of 1996, **4:51**
Rollup Reform (this index)
 State blue sky provisions, **4:14, 4:55**

OFFERS
 Disclosure, **2:89**

OFFICERS AND DIRECTORS
Sarbanes-Oxley Act (this index)
 Taxation, **5:3**

OFFSET
 FASB issues new balance sheet offsetting disclosure requirements, **3:107**
 Initial public offering (IPO), **2:292**

OPEN MARKET
 Compliance after effectiveness, **2:204**

OPERATING COMPANY
ERISA, **2:230**

OPERATING EXPENSES
 State blue sky provisions, **4:15**

OPERATING INCOME
 Taxation, **5:118, 5:119**

OPERATING LOSS
 Taxation, **5:101**

OPERATING PARTNERSHIPS
 Accounting, **3:54**
 UPREITs, **7:3 to 7:5, 7:9, 7:14**

OPERATING RESULTS
 Disclosure, **2:38**

OPINIONS
 Disclosure, **2:113**
 Rollup reform, **2:249**

OPT-IN COMPLIANCE
 Emerging growth companies, **2:23**

ORGANIZATIONAL DOCUMENTS
 Disclosure, **2:47, 2:120**

ORGANIZATION EXPENSES
 State blue sky provisions, **4:14**

OTHER-THAN-TEMPORARY IMPAIRMENTS OF DEBT
 Accounting, **3:93**

OUT-OF-POCKET EXPENSES
 Accounting, **3:85**

PAIRED SHARE
History of REITs (this index)
 Taxation, **6:76**

PAPER CLIP
History of REITs (this index)
 Taxation, **6:77**

PARENTHESTITICAL PHRASES
 Disclosure, **2:69**

PARKING FACILITIES
 Taxation, **5:32**

PARTICIPATION

Disclosure, 2:110
ERISA, 2:231
Rollup reform, 2:258, 2:269 to 2:272
Taxation, 5:21

PARTIES

Taxation, 5:24

PARTNERSHIP

Accounting, proposed revision of consolidation guidance for general partners' interests in limited partnerships, 3:97
Acts, proposed amendments structure, 1:84
Disclosure
redeemable securities of operating partnership, 3:54
SEC interpretive release on real estate offerings, quality of disclosure
compensation to general partner and its affiliates, 2:115
different partnerships, effect of, 2:109
fiduciary responsibility of general partner, 2:117
limited partnerships, 2:114, 2:123
participation in rollup by less than all partnerships, effects of, 2:110
History of REITs, 1:10
Initial public offering (IPO), pricing contribution of interests, 2:279

Limited Partnership Rollup Reform Act of 1993 (S. 422) (this index)

Limited Partnerships (this index)
Operating Partnerships (this index)

Rollup reform, 2:265
Taxation, asset tests, interest in partnership, 5:59

Taxation (this index)
UPREITs (this index)

PASSIVE ACTIVITY

Taxation, 6:34

PASSIVE LOSS

Taxation, 6:43

PAYMENTS

Taxation (this index)

PENALTIES

Sarbanes-Oxley Act, officers and directors, 2:10

PENSION FUND BLACKOUT PERIODS

Sarbanes-Oxley Act, insider trades during blackout periods, 2:16, 2:145

PERCENTAGE BASIS

Disclosure, 2:36

PERFORMANCE

Disclosure (this index)
Equity REIT sector performance, 1:68

PERFORMANCE—Cont'd

History of REITs, 1:59

PERSONAL GUARANTEE

Accounting, 3:13

PERSONAL PROPERTY

Taxation, 5:19

PLAIN ENGLISH

Disclosure (this index)

POISON PILL PLAN

Taxation, 6:50 to 6:52

POOLS

Taxation, 5:53, 6:39

POSITIVE SPREAD INVESTING

History of REITs, 1:13

POTENTIAL GAIN

UPREITs, 7:5

PREDECESSOR

Accounting, 3:3

Taxation, 5:102

PREDICTIONS

History of REITs, 1:42

PREFORMATION PRIVATE OFFERINGS

Initial Public Offering (IPO) (this index)

PREMIUM

History of REITs, 1:37

PRESENTATION OF INFORMATION

Compliance after effectiveness, 2:213

Disclosure (this index)

PRESERVATION OF AUTHORITY

National Securities Markets Improvement Act of 1996, 4:52

PRESS RELEASES

Compliance after effectiveness, 2:159

PRICES

Initial public offering (IPO), 2:274, 2:279

PRIOR ACTS AND MATTERS

Disclosure (this index)

Taxation, 5:105, 5:106

Tax-free transfers, 6:4

PRIVATE FUNDS

Investment advisers

Dodd-Frank Wall Street Reform and Consumer Protection Act, 2:18

PRIVATE LETTER RULINGS

Taxation, private letter rulings addressing REIT services, **App 5A**

PRIVATE MARKETHistory of REITs, **1:35 to 1:37****PRIVATE OFFERINGS**Initial public offering (IPO), **2:286, 2:288 to 2:290****PRIVATE PLACEMENT**Initial public offering (IPO), **2:281****PRIVATE REITs****Taxation** (this index)**PRIVATE SECURITIES LITIGATION REFORM ACT**Compliance after effectiveness, **2:156****PRIVATE SECURITIES OFFERINGS**Dodd-Frank Wall Street Reform and Consumer Protection Act, **2:18****PROCEDURAL MATTERS**Well-known reasoned issuers, **2:83****PROCEEDS**Disclosure, **2:30, 2:124****PROFESSIONALS**Compliance after effectiveness, **2:169****PROFITS**Compliance after effectiveness, **2:142****Taxation** (this index)**PRO FORMA FINANCIAL MEASURES**SEC Rules governing, **3:45****PRO FORMA FINANCIAL STATEMENTS**Accounting, **3:6**Rollup reform, **2:28****PROHIBITED TRANSACTIONS****Taxation**, **5:89****PROMPTNESS**Compliance after effectiveness, **2:173****PROPOSALS****Taxation** (this index)**PROSPECTUS**Compliance after effectiveness, **2:133****Disclosure** (this index)**PROXY AND PROXY RULES**Compliance after effectiveness, **2:147, 2:149**Limited Partnership Rollup Reform Act of 1993 (S. 422), **2:237****PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD**Auditor's reports on audited financial statements, changes, **3:115****PUBLICITY**Compliance after effectiveness, offering of non-traded REIT, **2:137****PUBLICLY TRADED PARTNERSHIP (PTP)****Taxation** (this index)UPREITs, **7:14****PUBLICLY TRADED REITs**Taxation, **6:49 to 6:52****PUBLIC MARKET**History of REITs, **1:35 to 1:37****PUBLIC OFFERINGS**Compliance after effectiveness, **2:170**Costs and expenses, organization and offering expenses, **2:223**Documents to be filed with FINRA, underwriting compensation, **2:222**ERISA, **2:229**Federal registration provisions, **2:19**

FINRA

Corporate Financing Rule, FINRA Rule 5110, **2:222**documents to be filed with FINRA, underwriting compensation, **2:221**FINRA Rule 2310, limits on underwriting compensation, **2:224**FINRA Rule 5110, Corporate Financing Rule, **2:222**firm commitment offerings, FINRA Rule 5110, **2:222**interpretation on underwriting compensation, **2:224**limits on underwriting compensation, **2:224**maximum underwriting and organization and offering expenses, **2:223**organization and offering expenses, **2:223**overview, **2:217, 2:219**underwriting compensation in public offerings, review of, **2:220 to 2:223**History of REITs, **1:39****Initial Public Offering** (this index)Limits on underwriting compensation, **2:224**Underwriting compensation in public offerings, FINRA, **2:220 to 2:223**Underwriting compensation limits, FINRA Rule 2310, **2:224****PURCHASE ACCOUNTING**Accounting, **3:79****QUALIFICATIONS**Accounting, **3:13, 3:147**National Securities Markets Improvement Act of 1996, **4:50**SRO audit committee, **3:147****Taxation** (this index)

QUALITY

Disclosure (this index)

QUARTERLY FINANCIAL STATEMENTS

SEC audit committee disclosure rules, **3:141**

QUARTERLY REPORT

Compliance after effectiveness, **2:151**

RAISING FUNDS

Disclosure, **2:36**

RATED DEBT

History of REITs, **1:12**

RATIFICATION

State blue sky provisions, **4:5**

READABILITY

Disclosure, **2:100**

REAL ESTATE BROKERAGE COMMISSIONS

State blue sky provisions, **4:16**

RECAPTURE

Compliance after effectiveness, **2:142**

RECEIPTS

Taxation, **5:21**

RECESSIONS

History of REITs, **1:59**

RECORDS AND RECORDING

Accounting (this index)

Compliance after effectiveness, **2:191**

Disclosure (this index)

NASAA statement of policy regarding real estate investment trusts, **App A**

State blue sky provisions, **4:24, 4:33**

Taxation, **5:123, 6:69, 6:71**

REDEEMABLE SECURITIES

Accounting, **3:54, 3:55**

REDETERMINED ITEMS

Taxation, **5:44**

RE-ELECTIONS

Taxation, **5:102**

REFORMS

Rollup Reform (this index)

Securities Offering Reform (this index)

REGISTRATION

Compliance after effectiveness, **2:140, 2:199, 2:214**

Disclosure (this index)

Federal Registration (this index)

Initial public offering (IPO), **2:282, 2:288 to 2:290**

Sarbanes-Oxley Act (this index)

REGULATION FD

Compliance After Effectiveness (this index)

REGULATION FD—Cont'd

Guidance, providing or confirming, **2:178**

Securities offering reform, Regulation FD modifications, **2:82, 2:177**

REGULATION G

Accounting, **3:44**

Compliance after effectiveness, **2:181**

REGULATION M

Compliance After Effectiveness (this index)

REGULATION M-A

Disclosure, **2:93**

REGULATION S-K

Accounting, applicability and requirements, **3:44**

Item 10(e), applicability and requirements, **3:44**

SEC rule to modernize, **2:129**

REHABILITATION

Taxation, **5:30**

REIMBURSEMENTS

Accounting, **3:85**

Taxation, income tests, **5:13**

REINVESTMENT

Compliance After Effectiveness (this index)

Taxation, **5:76**

RELATED PARTY

Auditing standard No. 18, **3:116**

Taxation, **5:24**

RELATION BACK RULE

Taxation, timing of dividends paid deduction, **5:83**

RELEASES

Compliance after effectiveness, press releases, **2:159**

Disclosure (this index)

RELP

State blue sky provisions, **4:18**

REMICs

Taxation, **5:53, 5:60, 5:90, 5:121**

REMOVAL OF TRUSTEES

State blue sky provisions, **4:6**

RENTS FROM REAL PROPERTY

Taxation (this index)

REORGANIZATION

Taxation, **6:22, 6:23**

REPAIRS

Taxation, **5:28**

REPEAL

Taxation, **6:36**

REPORTS AND REPORTING

Compliance After Effectiveness (this index)

Disclosure, 2:48, 2:113

Rollup reform, 2:249

Sarbanes-Oxley Act (this index)

State blue sky provisions, 4:22

Taxation, reportable transactions, 5:123

RESALE OR REPURCHASE

Initial public offering (IPO), 2:285

State blue sky provisions, 4:27

RESEARCH REPORTS

Emerging growth companies, 2:21

RESIDENTIAL SECTOR

Equity REITs, 1:63

RESIDUAL INTERESTS

Taxation, 5:90

RESPONSE

Accounting, 3:63

Disclosure, 2:94

UPREITs, 7:2

RESTRUCTURING

Taxation, 6:78

RETIREMENT OF ASSETS

FASB ASC Topic No. 410, Asset Retirement and Environmental Obligations, 3:73

RETURN OF CAPITAL

Structure of REITs, 1:83

REVALUATION PROPERTY

Taxation, 6:74

REVENUErecognition

Accounting, FASB and IASB proposed joint standard, 3:109

REVERSE 1031 EXCHANGES

Taxation, 6:72

REVISIONS

Change or Modification (this index)

REVOCATION

Taxation, 5:11

RISK

Taxation, 6:49 to 6:52

RISK FACTORS

Disclosure (this index)

Rollup reform, 2:243

ROLLUP

Disclosure, 2:108, 2:110, 2:114

Rollup Reform (this index)

State Blue Sky Provisions (this index)

ROLLUP REFORM

Generally, 2:234 et seq.

Allocations, 2:245, 2:264

Alternatives, 2:246

Amendments to rules. SEC rules, below

American Stock Exchange rules, 2:268

Application of FINRA rollup rules, 2:270

Appraisals, 2:249

California bill (S.B. 1753). SEC rules, below

Comparative information, 2:244

Compensation, 2:263 to 2:265

Conflicts of interest, 2:247

Consideration, 2:245

Costs and expenses, 2:264

Definitions

rollup participation, 2:258

rollup transaction, 2:259

De minimis exemption, 2:266

Disclosure. SEC rules, below

Dissenters' rights, 2:261

Eligible rollup transactions, 2:260 to 2:262

Equity ownership, 2:263 to 2:265

Exceptions, exclusions, and exemptions, 2:266

Expenses, 2:250

Fairness, 2:248

Federal income tax consequences, 2:252

Federal regulation, 2:268

Fees, 2:263 to 2:265

Financial statements, 2:251

FINRA, California bill (S.B. 1753), coordination with federal regulations, 2:268

FINRA rules on member participation, 2:269 to 2:272

General partners, 2:265

Income tax, 2:252

Limited partnership rollup, regulation of, 2:258, 2:259

Limited Partnership Rollup Reform Act of 1993 (S. 422) (this index)

Management, 2:263 to 2:265

Membership, 2:269 to 2:272

National Securities Markets Improvement Act of 1996, effect of, 2:267

New York Stock Exchange, 2:268

Notice, 2:265

Opinions, 2:249

Participation, 2:258, 2:269 to 2:272

Partnership

limited partnership rollup, regulation of, 2:258, 2:259

Limited Partnership Rollup Reform Act of 1993 (S. 422) (this index)

SEC rules, California bill (S.B. 1753), 2:265

Previous NASD rules, FINRA rules on member participation, 2:269

Pro forma financial statements and selected financial data, 2:251

Reports, 2:249

ROLLUP REFORM—Cont'd

Retaining the security in rolledup entity, **2:255**
 Risk factors and effects of transaction, **2:243**
 SEC rules
 generally, **2:239 to 2:261**
 application of FINRA rules, **2:270**
 application of rules, **2:241**
 California rollup legislation (S.B. 1753)
 generally, **2:256 et seq.**
 allocation of solicitation and transaction costs, **2:264**
 background, **2:257**
 comparison, **2:272**
 coordination with federal regulation of rollup transactions, FINRA rules, and New York and American stock exchange rules, **2:268**
 definition
 rollup participation, **2:258**
 rollup transaction, **2:259**
 dissenters' rights, **2:261**
 eligible rollup transactions, **2:260 to 2:262**
 FINRA rollup rules, comparison, **2:272**
 management, equity ownership, compensation and fees, **2:263 to 2:265**
 National Securities Markets Improvement Act of 1996, effect of, **2:267**
 no de minimis exemption for rollup transactions, **2:266**
 notice to be given by general partners and sponsors, **2:265**
 regulation of limited partnership rollup, **2:258, 2:259**
 voting rights, **2:262**
 disclosure
 generally, **2:242 to 2:253**
 allocation of rollup consideration, **2:245**
 appraisals, **2:249**
 background of reasons for and alternatives to rollup transaction, **2:246**
 comparative information, **2:244**
 conflicts of interest, **2:247**
 fairness of rollup transaction, **2:248**
 federal income tax consequences, **2:252**
 opinions, **2:249**
 pro forma financial statements and selected financial data, **2:251**
 provisions, generally, **2:253**
 reports, **2:249**
 risk factors and effects of transaction, **2:243**
 source and amount of funds and transactional expenses, **2:250**
 summary, **2:242**
 supplemental disclosure documents, **2:254**
 exceptions, exclusions, and exemptions, **2:266**
 FINRA rollup rules on member participation in rollups, **2:269 to 2:272**
 operation of FINRA rollup rules, **2:271**

ROLLUP REFORM—Cont'd

SEC rules—Cont'd
 supplemental disclosure documents, **2:254**
 Solicitation, allocation of, **2:264**
 Source and amount of funds and transactional expenses, **2:250**
 Sponsors, **2:265**
 Statutes, **2:267**
 Supplemental disclosure documents, **2:254**
 Taxation, **2:252**
 Title and ownership, **2:263 to 2:265**
 Voting rights, **2:262**
RULE 10B-5
 Compliance after effectiveness, false and misleading statements in prospectus, Janus decision, **2:215**
RULE 10B5-1
 Compliance after effectiveness, **2:161**
RULE 144
 Compliance after effectiveness, **2:192**
RULE 155
 Initial public offering (IPO), integration safe harbor, **2:287**
SAFE HARBOR
 Disclosure, **2:96**
Initial Public Offering (IPO) (this index)
 SEC audit committee disclosure rules, **3:145**
SALES
Compliance After Effectiveness (this index)
Disclosure (this index)
 History of REITs, **1:27**
 National Securities Markets Improvement Act of 1996, **4:50**
Taxation (this index)
 UPREITs, disguised sales, **7:11**
SALES AND USE TAX
 States, **6:73, 6:74**
SARBANES-OXLEY ACT (SOX)
 Generally, **2:4 et seq.**
 Accounting, Section 401(K), MD&A Release, generally, **3:123**
 Attorney reporting obligations under, **2:84**
 Audits and audit committee
 generally, **2:11 et seq.**
 financial experts, **2:12**
 improper influence on audits, **2:15**
 Bars and penalties, officers and directors, **2:10**
 Blackout periods, insider trades during pension fund blackout periods, **2:16, 2:145**
 Certification
 compliance after effectiveness, CEO/CFO certification and internal procedures requirements, **2:184**

SARBANES-OXLEY ACT (SOX)—Cont'd

Certification—Cont'd
 Section 302, **2:7**
 Section 906, **2:6**
 Code of ethics, **2:13, 2:183**
 Compliance after effectiveness, reporting requirements, **2:144 et seq., 2:185, 2:186 to 2:188**
 Directors. Officers and directors, below
Disclosure (this index)
 Electronic filing, **2:14, 2:146**
 Ethics, code of, **2:13, 2:183**
 Federal registration, generally, **2:4 et seq.**
 Financial experts, audit committee, **2:12**
 Financial reporting. See entries throughout this heading
 Improper influence on audits, **2:15**
 Insider trades during pension fund blackout periods, **2:16, 2:145**
 Internal controls and procedures, **2:17, 2:184, 2:185**
 Loans to directors and officers prohibited, **2:8**
 MD&A Release, Section 401(K), **3:123**
 Officers and directors
 see also other entries throughout this topic
 bars and penalties, **2:10**
 code of ethics, **2:13, 2:183**
 loans to officers and directors prohibited, **2:8**
 PCAOB, changes to standards for auditor's reports on audited financial statements, **3:115**
 Penalties, officers and directors, **2:10**
 Pension fund blackout periods, insider trades during, **2:16, 2:145**
 Registration, generally, **2:4 et seq.**
 Reports and reporting. See entries throughout this heading
 SEC actions and, generally, **2:5**
 Section 302 certification, **2:7**
 Section 906 certification, **2:6**
 Undue influence
 improper influence on audits, **2:15**
 Website posting
 Forms 3, 4, and 5, **2:146**
 Section 16(a) reports, **2:14**
 Whistleblower protection, **2:9**

SARS-COV-2

Covid-19 Pandemic (this index)

SCHEDULE 13D FILINGS

Compliance after effectiveness, **2:191**

SCHEDULE 13G FILINGS

Compliance after effectiveness, **2:191**

SCHEDULE TO

Disclosure, **2:93**

SEC DIVISION OF CORPORATE FINANCE FINANCIAL REPORTING MANUAL

Summary of financial statement requirements, **3:10**

SECURITIES CLASS ACTIONS

Compliance after effectiveness, **2:158**

SECURITIES COMPLIANCE AFTER EFFECTIVENESS

Compliance After Effectiveness (this index)

SECURITIES EXCHANGE COMMISSION (SEC)

Accounting (this index)

Amendment, financial disclosure requirements, **2:131**

Compliance After Effectiveness (this index)

Disclosure (this index)

Dodd-Frank Wall Street Reform and Consumer Protection Act, **2:18**

Emerging growth companies, study on decimalization of trading prices, **2:22**

ERISA, best interest standard, **2:233**

Guidance, Key Performance Indicators and Metrics in MD&A, **2:131**

Investment Company Act of 1940 and mortgage REITs, SEC issues concept release, **2:226**

JOBS Act, SEC Staff guidance, **2:128**

Key Performance Indicators and Metrics in MD&A, **2:131**

Non-traded REIT disclosures, SEC Staff issues guidance, **2:130**

Regulation S-K, modernization, **2:129**

Rollup Reform (this index)

Simplify and modernize other financial disclosure requirements, **2:131**

SECURITIES OFFERING REFORM

Generally, **2:3, 2:80 et seq.**

Categories of issuers, **2:80**

Communications reforms, **2:81**

Disclosure. See entries throughout this index

Federal registration, summary of modifications, **2:3**

Guidance, providing or confirming, **2:178**

Issuers, categories of, **2:80**

Regulation FD modifications, **2:82, 2:177**

Well-known reasoned issuers, **2:83**

SECURITIZATIONS

Accounting, mortgage REIT securitizations, FASB ASC 860, **3:18**

SECURITY ANALYST

Emerging growth companies, communications, **2:22**

SELECTIVE DISCLOSURE

Compliance after effectiveness, **2:164**

SELF REGULATORY ORGANIZATIONS (SROs)

Composition and qualification of audit committee, **3:147**

Independence of audit committee, **3:148**

SEC audit committee, **3:146 to 3:149**

SELF STORAGE SECTOR Equity REITs, 1:65	STAFF ACCOUNTING BULLETIN 101 Accounting, 3:49
“SEPARATELY STATED” REQUIREMENTS Taxation, 5:45	STAFF ACCOUNTING BULLETIN 108 Accounting, 3:117
SERVICE INCOME Taxation (this index)	STAPLED AND CLIPPED REITs Taxation, 6:75 to 6:78
SERVICE PARTNERS UPREITs, 7:17	STATE BLUE SKY PROVISIONS Generally, 4:1 et seq. Access to records, 4:33 Acquisition fees and expenses, 4:14 Administration, 4:22 to 4:25 Advisor, 4:11, 4:12 Advisor compensation, 4:12 Advisory contract, 4:11 Annual meetings, 4:22 Annual reports, 4:22 Appeal and review. Coordinated review procedures, below Appraisals, 4:32, 4:34 Candidates for CR-DPP, 4:40 Capital, minimum, 4:19 Change in declaration of trust, 4:35 Comment letter, 4:46 Commissions, 4:16 Compensation and expenses generally, 4:13 to 4:18 advisor, 4:12 incentive fees, 4:17 NASAA, REIT, and RELP, comparison of, 4:18 organization, offering, and acquisition fees and expenses, 4:14 real estate brokerage commissions, 4:16 total operating expenses, 4:15 Conflicts of interest, 4:9 Contracts and agreements, 4:11 Coordinated review procedures generally, 4:38 to 4:46 adding jurisdictions to Form CR-DPP, 4:45 candidates for CR-DPP, 4:40 comment letter, 4:46 coordinating state, role of, 4:42 CR-DPP, generally, 4:39 to 4:46 documents required, 4:41 selection of lead jurisdiction, 4:43 timing of CR-DPP process, 4:44 Coordinating state, role of, 4:42 CR-DPP. Coordinated review procedures, above Declaration of trust, 4:5, 4:35, 4:37 Definitions REIT, 4:2 rollup, 4:30 Distributions, 4:21 Documents required, 4:41 Election of trustees, 4:6 Expenses. Compensation and expenses, above Experience of trustees, 4:8
SPINOFFS Taxation, 6:3 to 6:5, 6:28	
SPONSOR Disclosure (this index) Rollup reform, 2:265	

STATE BLUE SKY PROVISIONS—Cont'd

Fees, incentive, **4:17**
 Forecasts, use of, **4:36**
 Front-end fee limitations on offerings, **4:55**
 Incentive fees, **4:17**
 Indemnification, **4:28**
 Independent trustees, **4:7**
 Initial actions of trustees, **4:5**
 Inspection of records, **4:24**
 Investment policies, generally, **4:10**
 Investors, **4:4**
 Jurisdiction, **4:43, 4:45**
 Lead jurisdiction, **4:43**
 Letter, comment, **4:46**
 Leverage limitations, **4:20**
 Limitations and restrictions, **4:20, 4:55**
 Meetings, **4:22, 4:23**
 Minimum capital, **4:19**
 Modification or change, **4:35**
 NASAA, **4:18**
 NASAA REIT rules, proposed amendments to, **4:37A**
National Securities Markets Improvement Act of 1996 (this index)
 “No” votes, **4:31**
 Number of trustees, **4:6**
 Offering expenses, **4:14**
 Offerings, **4:55**
 Operating expenses, **4:15**
 Organization expenses, **4:14**
 Ratification of declaration of trust, **4:5**
 Real estate brokerage commissions, **4:16**
 Records and recording, **4:24, 4:33**
 RELP, **4:18**
 Removal of trustees, **4:6**
 Reports and reporting, **4:22**
 Repurchase of shares, **4:27**
 Responsibilities of trustees, **4:8**
 Restrictions in issuance of securities, **4:3**
 Rollup provisions
 generally, **4:29 to 4:33**
 appraisal rights, **4:32**
 definition of rollup, **4:30**
 “no” votes, **4:31**
 voting rights and access to records, **4:33**
 Selection of lead jurisdiction, **4:43**
 Special meetings, **4:23**
 Stock and stockholders, **4:26, 4:27**
 Suitability of investors, **4:4**
 Termination, **4:25**
 Timing of CR-DPP process, **4:44**
 Total operating expenses, **4:15**
 Trustees, **4:5 to 4:8**
 Votes and voting, **4:31, 4:33**

STATEMENT OF POSITION 97-1

Accounting, replaced by FASB ASC Topic No. 310, **3:17**

STATE TAXATION

Taxation (this index)

STATUTES

See also more specific entries throughout this index
 California Corporate Disclosure Act, **2:218**

ERISA (this index)

Foreign Investment in Real Property Tax Act (FIRPTA), **6:9**

Investment Company Act (this index)

IRS Restructuring and Reform Act of 1998, **6:78**

Limited Partnership Rollup Reform Act of 1993 (S. 422) (this index)

Mergers and acquisitions, **6:14**

National Securities Markets Improvement Act of 1996, **2:267**

National Securities Markets Improvement Act of 1996 (this index)

1933 Securities Act, **2:176, 2:201**

1934 Securities Exchange Act (this index)

Table of frequently cited statutes and acts, **App F**

STOCK AND STOCKHOLDERS

Accounting, **3:119**

Compliance after effectiveness, **2:143, 2:148, 2:190, 2:191, 2:203**

Disclosure, **2:48, 2:88**

Dividends, **3:119**

History of REITs, **1:19**

Initial public offering (IPO), **2:285**

State blue sky provisions, **4:26, 4:27**

Structure of REITs, **1:71, 1:80**

Taxation (this index)

STOCK-BASED COMPENSATION

Accounting, accounting, **3:83**

STOCK EXCHANGE LISTING

National Securities Markets Improvement Act of 1996, **4:54**

STOCK-FOR-ASSETS ACQUISITIONS

Taxation, **6:16**

STOCK-FOR-STOCK ACQUISITIONS

Taxation, **6:15**

STOCK PURCHASE PLANS

Compliance After Effectiveness (this index)

STORAGE

Equity REITs, **1:65**

STRAIGHT-LINE RENTS

Cash flow data, **3:32**

STRUCTURE OF REITs

Generally, **1:60 to 1:83**

Amendments, proposed, Delaware LLC and Partnership Acts, **1:84**

Anti-takeover provisions, **1:81**

Assets of REIT, **1:72**

STRUCTURE OF REITs—Cont'd

- Capital, return of, **1:83**
- Corporations. Trust versus corporation, below
- Delaware LLC
 - amendments, proposed, **1:84**
- Distribution, **1:82, 1:83**
- Dividends, **1:72, 1:83**
- Doing business issues, **1:77**
- Equity REITs** (this index)
 - Externally managed REITs, **1:78**
 - Flexibility of operations, **1:76**
 - Health care REITs, **1:70**
 - Hybrid REITs, **1:69**
 - Internally managed REITs, **1:79**
 - Management of REIT, **1:78, 1:79**
 - Mortgage REITs, **1:61**
 - 100 shareholder test, **1:80**
 - Partnership Acts
 - amendments, proposed, **1:84**
 - Preferred stock, **1:71**
 - Return of capital, **1:83**
 - Satisfying 100 shareholder test, **1:80**
 - Shareholder liability, **1:74**
 - Shareholder test, **1:80**
 - State taxation, **1:75**
 - Takeover, **1:81**
 - Taxation, **1:75, 1:82, 1:83**
 - Tests and testing, **1:80**
 - Trust versus corporation
 - generally, **1:73 to 1:77**
 - doing business issues, **1:77**
 - flexibility of operations, **1:76**
 - shareholder liability, **1:74**
 - state taxation, **1:75**
 - Types of REITs, generally, **1:60 to 1:70**
- STUFFING**
 - Taxation, **5:103**
- SUBSEQUENT ACTS AND MATTERS**
 - Accounting, FASB ASC Topic No. 855, subsequent events, **3:99**
 - Disclosure, **2:91**
 - Initial public offering (IPO), **2:285**
 - Taxation, **5:83**
- SUBSIDIARY**
 - Accounting, deconsolidation of subsidiary that is in-substance real estate, **3:96**
 - Taxation (this index)
 - UPREITs, **7:15**
- SUBSTANTIAL EQUITY INVESTMENT**
 - Accounting, **3:12**
- SUBTENANTS**
 - Taxation, **5:22**
- SUCCESSOR**
 - Disclosure, **2:111**

SUFFICIENT NET CASH FLOW

- Accounting, **3:16**

SUITABILITY

- Disclosure, **2:28**
- State blue sky provisions, **4:4**

SUMMARY

- Disclosure** (this index)

SUPPLEMENTAL DISCLOSURE

- NAREIT white paper on FFO, **3:31**
- Rollup reform, **2:254**

SUPPLEMENTS

- Compliance after effectiveness, **2:133, 2:134**

SWAPS

- Compliance after effectiveness, **2:196**

TABLE OF CONTENTS

- Disclosure, **2:27, 2:103**

TACKING

- Taxation, **5:102**

TAKE-OUT COMMITMENT

- Accounting, **3:15**

TAKEOVER

- Structure of REITs, **1:81**
- Taxation, **6:49 to 6:52**

TAXABLE ACQUISITIONS

- Generally, **6:24 to 6:26**

TAXABLE ASSETS

- Sale and liquidation of target, **6:25**

TAXABLE EXCHANGE

- Incorporation, **6:12**

TAXABLE INCOME

- Generally, **5:86**

- Accounting, **3:118**

- Franchise and income taxes, federal taxable income bar, **6:59**

- Interest deduction, **5:86**

- Net operating loss deduction, **5:86**

- Qualified opportunity zone, **5:86**

TAXABLE MORTGAGE POOLS

- Non-REIT provisions of Code, **6:39**

TAXABLE REIT SUBSIDIARY

- TRS as partner, **5:43**

TAXABLE STOCK DISTRIBUTIONS

- 90 percent distribution requirement, **5:73**

TAXABLE STOCK PURCHASE

- Generally, **6:26**

TAXABLE YEARS

- Generally, **5:10**

TAXATION

Generally, **5:1 et seq.**
 Accounting, **3:74, 3:118**
 Accumulated earnings and profits rule, **5:108**
 Acquisitions. Tax-free transfers, below
 Additional collateral, **5:65**
 Allocations, **6:46, 6:62**
 Alternative minimum tax, **5:112**
 Alternative tax base, **6:56, 6:57**
 Anti-stuffing rule, **5:103**
 Apportionment, **6:62**
 Appreciation, **5:52, 6:31**
 Assets
 limitations and restrictions, **5:39**
 rents from real property, **5:39**
 tax-free transfers, below
 Asset tests
 generally, **5:54 to 5:68**
 mitigation, **5:68**
 75 percent assets test
 generally, **5:55 to 5:67**
 additional collateral, **5:65**
 borrower to revalue assets, **5:67**
 cash or cash items, **5:56**
 compliance with test, **5:64 to 5:67**
 government securities, **5:57**
 interests in REMICs, **5:60**
 management companies, **5:63**
 new capital, **5:61**
 qualified REIT subsidiary, **5:62**
 real estate assets, generally, **5:58 to 5:63**
 transfer of mortgage, **5:66**
 25 percent assets test, **5:68**
 Assumption of liabilities, **6:8**
 At-risk rules, **6:35**
 Bonus depreciation, **6:60**
 Book-tax difference, **6:86**
 Borrower to revalue assets, **5:67**
 Branch profits tax, **6:10**
 Built-in gains
 generally, **5:93 to 5:106**
 anti-stuffing rule, **5:103**
 character of gain, **5:100**
 determining tax and distribution requirement, **5:98**
 earnings and profits, effect on, **5:99**
 final regulations, generally, **5:95 to 5:104**
 IRS notice 88-19, **5:94**
 net built-in gain, **5:96**
 net operating loss or other attributes, use of, **5:101**
 partnership look-through, **5:104**
 prior legislative proposals, **5:106**
 prior regulations, application of, **5:105**
 re-elections, **5:102**
 Section 1374 election, **5:97**
 tacking of predecessor's holding period, **5:102**

TAXATION—Cont'd

Business enterprise, **6:17**
 Business expense limitations, **6:37**
 Business income, **6:44**
 Cable television, **5:33**
 Cancellation of indebtedness, REITs and COD, **5:111**
 Capital, new, **5:61**
 Capital base, **6:55**
 Capital gains
 distributions, **5:119**
 distribution test, **5:77 to 5:80**
 dividends, **5:114**
 Capital gains rate, **6:36**
 Capital losses, **5:79**
 Cash or cash items, **5:56**
 Certificates, **5:4**
 Character of gain, **5:100**
 Charges for customary services, **5:18, 5:19**
 Cleaning, **5:28**
 Clipped, **6:75 to 6:78**
 Closely-held requirement, **6:83**
 COD and REITs, **5:111**
 Collateral, additional, **5:65**
 Common area maintenance, **5:29**
 Compliance with test, **5:64 to 5:67**
 Conformity, **6:60**
 Consent dividends, **5:71**
 Consequences of reorganization and liquidation, **6:23**
 Construction work, **5:30**
 Contingent debt, **6:30**
 Continuity of business enterprise, **6:17**
 Contracts and agreements, **6:29**
 Contribution, **6:3 to 6:5**
 Controlling interest transfer taxes, **6:68 to 6:70**
 Conversion on foreign investors, **6:9, 6:10**
 Convertible debt, **6:32**
 Corporations
 domestic corporation, **5:5**
 non-closely held, **5:7, 5:8**
 publicly traded partnerships, **6:42**
 repeal of capital gains rate, non-REIT provisions of Code, **6:36**
 Costs and expenses, **6:37**
 "Courtesy" services provided to tenants
 electric vehicle charging, **5:34**
 food service, **5:34**
 Credit, **5:80**
 Credits, **5:112**
 Customary services, **5:18, 5:19, 5:26**
 Debt, **6:30 to 6:32, 6:38**
 Deductible distributions, **5:69**
 Deductions, **5:81 to 5:83, 6:61**
 Defensive reorganization, use of, **6:22**
 Deficiency dividends, **5:84**
 Definitions, poison pill plan, **6:50**

TAXATION—Cont'd

- De minimis provision, **5:36**
- Depreciation, **6:60**
- DeREITing, **6:79**
- Director, **5:3**
- Disclosure, **2:46, 2:106**
- Dispositions involving qualified REIT subsidiaries, **6:19**
- Distressed debt, **5:50**
- Distribution
 - built-in gains, **5:98**
 - earnings and profits, pre-REIT years, **5:9**
 - level taxation, **5:91**
 - liquidation, **5:107 to 5:110**
 - stock and stockholders, below
- Distribution test
 - generally, **5:69 to 5:85**
 - capital gains, **5:77 to 5:80**
 - capital losses, **5:79**
 - deductible distributions, **5:69**
 - deficiency dividends, **5:84**
 - dividend reinvestment plans, **5:76**
 - election to deduct dividends paid in subsequent year, **5:83**
 - excise tax, **5:85**
 - “January dividends,” **5:82**
 - 90 percent distribution requirement
 - generally, **5:70 to 5:74**
 - consent dividends, **5:71**
 - earnings and profits, **5:72**
 - fast-pay stock, **5:74**
 - meeting distribution, problems, **5:75**
 - taxable stock distributions, **5:73**
 - NOLs, **5:78**
 - Relation Back Rule, **5:83**
 - shareholder credit for capital gains, **5:80**
 - timing of dividends paid deduction, **5:81 to 5:83**
- Dividends
 - distribution test, **5:71, 5:76, 5:81 to 5:83**
 - reinvestment plans, **5:76**
 - shareholders of REITs, taxation of, **5:114**
 - tax cut and reform, impact of, **1:21**
- Dividends paid deduction, **6:61**
- Domestic corporation, **5:5**
- DRD/DPD Disallowance, Add-Back Provisions, Captive REITs, **App 6A**
- Earnings
 - generally, **5:9**
 - accumulated, **5:108**
 - built-in gains, **5:99**
 - distribution, **5:9**
 - distribution test, **5:72**
- 80-percent-owned REITs, **5:110**
- Election
 - generally, **5:11**
 - built-in gains, **5:97, 5:102**
 - distribution test, **5:83**

TAXATION—Cont'd

- Election—Cont'd
 - rents from real property, **5:38**
 - Employee incentives, **6:48**
 - E&P, **5:92**
 - Equity, **6:30 to 6:32**
 - ERISA, **6:84**
 - Estimated tax rules, **5:115**
 - Exceptions, exclusions, and exemptions
 - publicly traded partnerships, **6:44**
 - rents from real property, below
 - shareholders of REITs, taxation of, **5:116**
 - state taxation, **6:70**
 - tax-exempt entities, joint ventures with, **6:47**
 - tax-free transfers, **6:7, 6:20**
 - Excess share provisions of non-closely held, **5:8**
 - Excise tax, **5:85**
 - Expansion of at-risk rules, **6:35**
 - FASB ASC Topic No. 740, **3:74**
 - Fast-pay stock, **5:74**
 - Federal bonus depreciation, **6:60**
 - Federal taxable income bar, **6:59**
 - Fiduciary services, **5:26**
 - Final regulations, built-in gains, **5:95 to 5:104**
 - FIRPTA, **6:9**
 - Foreclosure, **5:88**
 - Foreign Account Tax Compliance Act (FATCA), **5:121**
 - Foreign currency gains and losses, income tests, **5:14**
 - Foreign investors, **6:9, 6:10**
 - Foreign shareholders. Stock and stockholders, below
 - Franchise tax. State taxation, below
 - Gains
 - built-in gains, above
 - capital gains, above
 - distribution test, **5:77 to 5:80**
 - shareholders of REITs, taxation of, **5:114, 5:119**
 - Gains rate, **6:36**
 - Goodwill, income tests, **5:13**
 - Government securities, **5:57**
 - Grandfather rules, **5:47**
 - Gross receipts tax, **5:21**
 - Gross receipts tax, franchise and income taxes, **6:58**
 - Healthcare, **5:41**
 - Holding period, **5:102**
 - Hostile takeover, **6:49 to 6:52**
 - Impermissible tenant service income. Rents from real property, below
 - Incentives, employee, **6:48**
 - Income
 - operating income, distribution of, **5:118, 5:119**
 - publicly traded partnerships, unrelated business income for tax-exempt partners, **6:44**
 - qualifying income. Income tests, above
 - taxable income, **5:86**

TAXATION—Cont'd

Income taxes

- accounting, FASB ASC Topic No. 740, **3:74**
- state taxation, below

Income tests

- generally, **5:12 to 5:53**
- distressed debt, **5:50**
- exclusion from income, **5:14**
- foreign currency gains and losses, **5:14**
- goodwill, **5:13**
- interest on obligations secured by mortgages, **5:50**

IRS authority/Subpart F, **5:14**

95 percent income test, **5:14**

qualifying income

generally, **5:16 to 5:49**

interests in real property and in mortgages on real property held for less than four years, **5:52**

mitigation, **5:51**

mortgage REITs, **5:53**

rents for real property, below

reimbursements, **5:13**

rents for real property, below

75 percent income test, **5:13**

shared appreciation provisions, **5:52**

Subpart F, **5:14**

timber REITs, **5:15**

Incorporation

private REITs, **6:82**

tax-free transfers, below

Indebtedness, COD and REITs, **5:111**Independent contractors, **5:35, 6:29**Interest deduction, **5:86**Interest on obligations secured by mortgages, **5:50**Interest payments, **5:42**

Interests in property

income tests, **5:52**

REMICs, **5:60, 5:121**

shared appreciation provisions, **5:52**

Internal revenue service (IRS)

built-in gains, IRS notice 88-19, **5:94**

disclosure, **3:118**

IRS authority/Subpart F, **5:14**

Restructuring and Reform Act of 1998, **6:78**

tax-free transfers, ruling policy, **6:11**

UPREITs, **7:2**

Internet, **5:33**Investment company, **6:7, 6:20**

“January dividends,” **5:82**

Joint ventures, **6:46, 6:47**

Leases

generally, **5:27**

rents from real property, below

Level taxation

generally, **5:87 to 5:91**

TAXATION—Cont'd

Level taxation—Cont'd

- distributions of United States real property interests, **5:91**
- foreclosure property, **5:88**
- prohibited transactions, **5:89**
- residual interests in REMICs, **5:90**

Like kind exchanges, **6:40**Limitations and restrictions, **5:39, 6:34, 6:37**

Liquidation

- distributions, **5:107 to 5:110**
- partnership, **6:3, 6:4**
- tax-free transfers, **6:3, 6:4, 6:23, 6:25**

Liquidity, **6:85**LLCs, **6:64**Lodging and healthcare facilities, **5:41**Look-through, **5:48, 5:104**Maintenance, **5:28, 5:29**Management companies, **5:63**Management of property, **5:27**Marketing funds, **5:31**

Mergers and acquisitions

- tax-free transfers, **6:3 to 6:5**
- tax-free transfers, below

Mitigation, **5:51**Modification or change, **6:38**

Mortgage

- asset tests, **5:66**
- income tests, **5:50, 5:52, 5:53**
- non-REIT provisions of Code, **6:39**
- shared appreciation mortgages, **5:52, 6:31**
- taxable mortgage pools, **5:53**

Net built-in gain, **5:96**Net operating loss deduction, **5:86**Net operating loss or other attributes, use of, **5:101**Net profits, rents based on, **5:20**New capital, **5:61**

New developments. State taxation, below

90 percent distribution requirement. Distribution test, above

95 percent income test, **5:14**NOLs, **5:78**Non-closely held, **5:7, 5:8**

Non-REIT provisions of Code

- generally, **6:33 to 6:40**
- business expense limitations, **6:37**
- debt modification and foreclosure, **6:38**
- expansion of at-risk rules, **6:35**
- like kind exchanges, **6:40**
- passive activity loss limitations, **6:34**
- repeal of capital gains rate for corporations, **6:36**
- taxable mortgage pools, **6:39**

Notice, **5:94**100 shareholders, **5:6, 6:81**Operating income, distribution of, **5:118, 5:119**Operating loss, **5:101**

TAXATION—Cont'd

- Organizational actions, **5:125**
- Paired-share REITs, **6:76**
- Paper-clipped REITs, **6:77**
- Parking facilities, **5:32**
- Participation in gross receipts or sales exception, **5:21**
- Parties, **5:24**
- Partnership
 - assets, **6:3 to 6:5**
 - joint ventures, **6:46, 6:47**
 - look-through, **5:104**
 - mergers and transfers, **6:18**
 - publicly traded partnerships, below
 - rents from real property, **5:43, 5:48, 5:49**
 - state taxation, **6:64**
 - tax-free transfers, **6:3 to 6:5**
- Passive activity loss limitations, **6:34**
- Passive loss rule, **6:43**
- Payment
 - distribution test, **5:74**
 - rents from real property, **5:40, 5:42**
 - state taxation, **6:61**
 - timing of dividends paid deduction, **5:81 to 5:83**
- Personal property rents, **5:19**
- Planning alternatives, **6:57**
- Planning for state tax considerations, **6:21**
- Poison pill plan, **6:50 to 6:52**
- Pools, income tests, taxable mortgage pools, **5:53**
- Pools, taxable mortgage, **6:39**
- Power to tax, **6:54**
- Predecessor, **5:102**
- Pre-REIT years, earnings and profits, **5:9**
- Prior acts and matters
 - built-in gains, **5:105, 5:106**
 - tax-free transfers, **6:4**
- Private letter rulings addressing REIT services, **App 5A**
- Private REITs
 - generally, **6:80 to 6:86**
 - book-tax difference, **6:86**
 - closely-held requirement, **6:83**
 - ERISA, **6:84**
 - liquidity, **6:85**
 - 100 shareholders, **6:81**
 - tax-free incorporation, **6:82**
- Profits
 - generally, **5:9**
 - accumulated, **5:108**
 - built-in gains, **5:99**
 - distribution, **5:9**
 - distribution test, **5:72**
 - rents from real property, **5:20, 5:22**
 - tax-free transfers, **6:10**
- Prohibited transactions, **5:89**
- Proposals. Built-in gains, above

TAXATION—Cont'd

- Publicly traded partnerships (PTP)
 - generally, **6:41 to 6:45**
 - corporate taxation, **6:42**
 - passive loss rule, **6:43**
 - unrelated business income for tax-exempt partners, **6:44**
 - versus REIT, **6:45**
- Publicly traded REITs and risk of hostile takeover, **6:49 to 6:52**
- Qualified opportunity zone, **5:86**
- Qualified REIT subsidiary, **5:62, 6:19, 6:52, 6:63**
- Qualifying income. Income tests, above
- Receipts, **5:21**
- Records and recording, **5:123, 6:69, 6:71**
- Redetermined items, **5:44**
- Re-elections, **5:102**
- Rehabilitation, **5:30**
- Reimbursements, income tests, **5:13**
- Reinvestment, **5:76**
- REITs, **5:112**
- Related party rents, **5:24**
- Relation Back Rule, timing of dividends paid deduction, **5:83**
- REMICs, **5:53, 5:60, 5:90, 5:121**
- Rents from real property
 - generally, **5:16 to 5:49**
 - charges for customary services, **5:18, 5:19**
 - exceptions, exclusions, and exemptions
 - generally, **5:20 to 5:23**
 - impermissible tenant service income, **5:26**
 - independent contractor exception, **5:35**
 - participation in gross receipts or sales exception, **5:21**
 - tenant share of subtenant profits exception, **5:22**
 - tenant's receipt of qualifying rents exception, **5:23**
 - TRS, generally, **5:24**
 - impermissible tenant service income
 - generally, **5:25 to 5:34**
 - cable television, **5:33**
 - cleaning, **5:28**
 - common area maintenance, **5:29**
 - construction work, **5:30**
 - “courtesy” services provided to tenants, food service and electric vehicle charging, **5:34**
 - “customary services” exception, **5:26**
 - de minimis* provision, **5:36**
 - fiduciary duties exception, **5:26**
 - internet, **5:33**
 - maintenance, **5:28**
 - marketing funds, **5:31**
 - parking facilities, **5:32**
 - property management and leasing, **5:27**
 - rehabilitation, **5:30**
 - repairs, **5:28**

TAXATION—Cont'd

Rents from real property—Cont'd
 impermissible tenant service income—Cont'd
 telephone, **5:33**
 independent contractor exception, **5:35**
 look-through rule, **5:48**
 net profits, rents based on, **5:20**
 participation in gross receipts or sales exception, **5:21**
 partners, REITs as, **5:48, 5:49**
 personal property rents, **5:19**
 related party rents, **5:24**
 self-charged rule, **5:49**
 service income. Impermissible tenant service income, above this group
 subsidiary. Taxable REIT subsidiary, below this group
 taxable REIT subsidiary
 generally, **5:37 to 5:47**
 asset limitation, **5:39**
 election, **5:38**
 grandfather rules, **5:47**
 interest payments, **5:42**
 lodging and healthcare facilities, **5:41**
 redetermined items, **5:44**
 rents paid to REIT, **5:40**
 "separately stated" requirements, **5:45**
 Treasury Department study, **5:46**
 TRS as partner, **5:43**
 tenant share of subtenant profits exception, **5:22**
 tenant's receipt of qualifying rents exception, **5:23**
 Rents paid to REIT, **5:40**
 Reorganization, **6:22, 6:23**
 Repairs, **5:28**
 Repeal of capital gains rate for corporations, **6:36**
 Reportable transactions, **5:123**
 Residual interests in REMICs, **5:90**
 Restructuring, **6:78**
 Revaluation property, **6:74**
 Reverse 1031 exchanges, **6:72**
 Revocation, **5:11**
 Risk, **6:49 to 6:52**
 Rollup reform, **2:252**
 Sales
 participation in gross receipts or sales exception, **5:21**
 shareholders of REITs, taxation of, **5:120**
 tax-free transfers, **6:25, 6:26**
 Sales and use tax, **6:73, 6:74**
 Section 351, **6:6 to 6:8**
 Section 357 and assumption of liabilities, **6:8**
 Section 470, joint ventures with tax-exempt entities, **6:47**
 Section 1374 election, **5:97**
 Self-charged rule, income tests, **5:49**
 "Separately stated" requirements, **5:45**

TAXATION—Cont'd

Service income. Rents from real property, above 75 percent income test, **5:13**
 Shared appreciation mortgages, **5:52, 6:31**
 Shared appreciation provision, income tests, **5:52**
 Shareholder demand letter, **5:122**
 Special purpose entities, need for, **6:66**
 Spinoffs, **6:3 to 6:5, 6:28**
 Stapled and clipped REITs, **6:75 to 6:78**
 State conformity to federal bonus depreciation, **6:60**
 State taxation
 generally, **6:53 to 6:85**
 franchise and income taxes
 generally, **6:55 to 6:66**
 allocation, **6:62**
 alternative tax base, **6:56, 6:57**
 apportionment, **6:62**
 capital base, franchise taxes, **6:55**
 dividends paid deduction, **6:61**
 federal taxable income bar, **6:59**
 gross receipts tax, **6:58**
 income taxes, generally, **6:59 to 6:61**
 LLCs, **6:64**
 organization issues, **6:63**
 partnership, **6:64**
 planning alternatives, **6:57**
 qualified REIT subsidiaries, use of, **6:63**
 special purpose entities, need for, **6:66**
 state conformity to federal bonus depreciation, **6:60**
 taxable REIT subsidiaries, **6:65**
 gross receipts tax, **6:58**
 income taxes. Franchise and income taxes, above this group
 Partnership, **6:64**
 power to tax, **6:54**
 revaluation property, **6:74**
 sales and use tax, **6:73, 6:74**
 tax-free transfers, **6:21**
 transfer taxes
 generally, **6:67 to 6:76**
 controlling interest transfer taxes, **6:68 to 6:70**
 exemptions, **6:70**
 filing requirements, **6:69**
 recordation taxes, **6:71**
 reverse 1031 exchanges, **6:72**
 Statutes, **6:14, 6:78**
 Stock and stockholders
 generally, **5:113 to 5:121**
 capital gain dividends, **5:114**
 credit for capital gains, **5:80**
 distribution. Foreign shareholders, below this group
 distribution test, **5:73, 5:74**
 dividends, **3:119**
 estimated tax rules, **5:115**

TAXATION—Cont'd

Stock and stockholders—Cont'd

 excess share provisions of non-closely held, **5:8** Foreign Account Tax Compliance Act
 (FATCA), **5:121**

foreign shareholders

 generally, **5:117 to 5:121** capital gain distributions, **5:119** distributions, U.S. taxation of, generally,
 5:117 to 5:121 Foreign Account Tax Compliance Act
 (FATCA), **5:121** interests in REMIC, **5:121** operating income, distribution of, **5:118,**
 5:119 U.S. taxation of REIT distributions, gener-
 ally, **5:117 to 5:121** U.S. taxation on sales of REIT shares, **5:120** 100 shareholders, **5:6, 6:81** paired-share REITs, **6:76** private REITs, **6:80 to 6:86** shareholder demand letter, **5:122** tax-exempt shareholders, **5:116** tax-free transfers, **6:3 to 6:5, 6:26** transferable shares or certificates, **5:4** U.S. shareholders, **5:113 to 5:115**Stock-for-assets acquisitions, **6:16**Stock-for-stock acquisitions, **6:15**Structure of REIT, generally, **5:2 to 5:10**Stuffing, **5:103**Subsequent year, **5:83**

Subsidiaries

 asset tests, **5:62**

rents from real property, above

 state taxation, **6:63, 6:65** tax-free transfers, **6:19**Subtenants, **5:22**Tacking of predecessor's holding period, **5:102**Takeover, **6:49 to 6:52**Taxable acquisitions, **6:24 to 6:26**Taxable asset sale and liquidation of target, **6:25**Taxable exchanges, **6:12**Taxable income, **5:86, 6:59**Taxable mortgage pools, **6:39**Taxable stock distributions, **5:73**Taxable stock purchase, **6:26**Taxable subsidiaries, **6:65**Taxable years, **5:10**Tax base, **6:56, 6:57**Tax-exempt entities, joint ventures with, **6:47**Tax-exempt shareholders, **5:116**Tax-free incorporation, **6:82**

Tax-free transfers

 generally, **6:2 to 6:28** acquisitions. Mergers and acquisitions, below
 this group**TAXATION—Cont'd**

Tax-free transfers—Cont'd

assets

 contribution, **6:3** liquidation, **6:4** mergers and acquisitions, **6:16, 6:17, 6:25** partnership assets, **6:3 to 6:5**

incorporation

 generally, **6:2 to 6:12** branch profits tax, **6:10** contribution of assets by partnership in
 exchange for REIT shares followed by
 liquidation of partnership, **6:3** FIRPTA, **6:9** impact of REIT conversion on foreign inves-
 tors, **6:9, 6:10** investment company exception, **6:7** IRS ruling policy, **6:11** liquidation of partnership followed by con-
 tribution of partnership assets by former
 partners in exchange for REIT shares, **6:4** mergers and acquisitions, **6:3 to 6:5** partnership assets, **6:3 to 6:5** Section 351, **6:6 to 6:8** Section 357 and assumption of liabilities,
 6:8 spinoffs, **6:3 to 6:5** taxable exchanges, **6:12**

mergers and acquisitions

 generally, **6:13 to 6:27** asset transfers and continuity of business
 enterprise, **6:17** consequences of reorganization and liquida-
 tion, **6:23** defensive reorganization, use of, **6:22** dispositions involving qualified REIT sub-
 sidiaries, **6:19** investment company exclusion, **6:20** partnership mergers and transfers, **6:18** planning for state tax considerations, **6:21** statutory mergers, **6:14** stock-for-assets acquisitions, **6:16** stock-for-stock acquisitions, **6:15** target REIT considerations, **6:27** taxable acquisitions, **6:24 to 6:26** taxable asset sale and liquidation of target,
 6:25 taxable stock purchase, **6:26** spinoffs, **6:28** Telephone, **5:33** Television, **5:33**

Temporary regulations. Built-in gains, above

 Tenant share of subtenant profits exception, **5:22** Tenant's receipt of qualifying rents exception, **5:23** Termination, **5:11**

Tests

asset tests, above

distribution test, above

TAXATION—Cont'd
 Tests—Cont'd
 income tests, above
 Timber REITs, income tests, **5:15**
 Time or date, **5:52, 5:102, 5:109**
 Timing of dividends paid deduction, **5:81 to 5:83**
 Title and ownership, **5:110**
 Transferable shares or certificates, **5:4**
 Transfer of mortgage, **5:66**
 Transfer taxes. State taxation, above
 Treasury Department study, **5:46**
 TRS as partner, **5:43**
 Trustee, **5:3**
 Twenty-four month liquidation rule, **5:109**
 Uncertain tax position, **5:124**
 United States, **5:91, 5:113 to 5:115, 5:120**
 Unrelated business income for tax-exempt partners, **6:44**
 Value and valuation, **5:67, 6:74**
 Years, **5:9, 5:10, 5:52, 5:83**

TAX BASE
 State taxation, **6:56, 6:57**

TAX-EXEMPT ENTITIES
 Joint ventures with, **6:47**

TAX-EXEMPT SHAREHOLDERS
 Generally, **5:116**

TAX-FREE INCORPORATION
 Private REITs, **6:82**

TAX-FREE TRANSFERS
Taxation (this index)

TELEPHONE
Taxation, **5:33**

TELEVISION
Taxation, **5:33**

TEMPORARY REGULATIONS
Taxation (this index)

TENANTS
Leases (this index)

TENDER OFFER
 Disclosure, **2:89 to 2:91, 2:96**
 Mini-tender offers, **2:97**

TERMINATION
 State blue sky provisions, **4:25**
Taxation, **5:11**

TERMINOLOGY
Definitions (this index)

TERM SHEET
 Disclosure, **2:95**

TESTING THE WATERS
 Emerging growth companies, **2:21**

TESTS AND TESTING
Structure of REITs, **1:80**
Taxation (this index)

TIMBER REITS
Taxation, income tests, **5:15**

TIME OR DATE
 Accounting, FASB ASC Topic No. 855,
 Subsequent Events, **3:99**
Compliance After Effectiveness (this index)
 Disclosure, **2:68, 2:91**
 Initial public offering (IPO), **2:285**
Taxation, **5:52, 5:102, 5:109**

TIMING
 State blue sky provisions, **4:44**
Taxation, **5:81 to 5:83**

TITLE AND OWNERSHIP
 Rollup reform, **2:263 to 2:265**
Taxation, **5:110**
 UPREITs, **7:15**

TOPIC D-96
 Accounting, **3:52**

TOTAL OPERATING EXPENSES
 State blue sky provisions, **4:15**

TRADING MARKET
 Disclosure, **2:112**

TRANSFERABLE SHARES OR CERTIFICATES
Taxation, **5:4**

TRANSFER AGENTS
 Compliance after effectiveness, **2:207**

TRANSFERS
 Accounting, FASB Statement No. 166, **3:19**
Taxation (this index)
 UPREITs, **7:3 to 7:5**

TRANSFER TAXES
Taxation (this index)

TREASURY DEPARTMENT STUDY
Taxation, **5:46**

TRUSTEES
 State blue sky provisions, **4:5 to 4:8**
Taxation, **5:3**

TWENTY-FOUR MONTH LIQUIDATION RULE
Taxation, **5:109**

2022
 REITs, **1:51, 1:52**

UNDERWRITING COMPENSATION
 Public offerings, FINRA rules, **2:220 to 2:223**

UNDUE INFLUENCE

Sarbanes-Oxley Act, improper influence on audits, **2:15**

UNITED STATES

Taxation, **5:91, 5:113 to 5:115, 5:120**

UNRELATED BUSINESS INCOME

Tax-exempt partners, **6:44**

UPDATING INFORMATION

Compliance after effectiveness, **2:133**

Disclosure, **2:126**

UPREITs

Generally, **7:1 to 7:18**

Acquired partnership, **7:16**

Acquisitions, **7:4**

Allocations, **7:7, 7:12, 7:13**

At-risk basis, **7:10**

Contribution of encumbered property

generally, **7:6 to 7:10**

allocation of nonrecourse liabilities, **7:7**

at-risk basis, **7:10**

guarantees, using to maintain basis, **7:8**

Section 465, **7:10**

Section 754 election by operating partnership, **7:9**

Conventional REIT, **7:18**

Converting conventional REIT to UPREIT structure, **7:18**

Corporations, **7:15**

Deed transfer vs. entity interest transfer, **7:3**

Depreciation and gain allocations, **7:12, 7:13**

Disguised sales, **7:11**

Distributions from operating partnerships, **7:3 to 7:5**

DOWNREIT versus, **7:20**

Election, **7:9, 7:16**

Encumbered property. Contribution of encumbered property, above

Entity interest transfer, **7:3**

Gains, **7:5, 7:12, 7:13**

Guarantees, using to maintain basis, **7:8**

History of REITs, **1:15**

Interest transfer, **7:3**

IRS response, **7:2**

Maintain basis, **7:8**

Merger and acquisition, **7:4**

Nonrecourse liabilities, **7:7**

Operating partnership, **7:3 to 7:5, 7:9, 7:14**

Ownership of subsidiary corporations, **7:15**

Partnerships

contribution of encumbered property, **7:9**

UPREITs—Cont'd

Partnerships—Cont'd

distributions from operating partnerships, **7:3 to 7:5**

operating partnership, **7:3 to 7:5, 7:9, 7:14**

publicly traded partnership, operating partnership as, **7:14**

section 754 election by acquired partnerships, **7:16**

service partners, treatment of, **7:17**

transfers to operating partnerships, **7:3 to 7:5**

Potential gain on distribution of units, **7:5**

Publicly traded partnership, **7:14**

Response of IRS, **7:2**

Sales, disguised, **7:11**

Section 465, **7:10**

Section 754 election by acquired partnerships, **7:16**

Section 754 election by operating partnership, **7:9**

Service partners, treatment of, **7:17**

Subsidiary, **7:15**

Title and ownership, **7:15**

Transfers to operating partnerships, **7:3 to 7:5**

VALUE AND VALUATION

Accounting (this index)

History of REITs (this index)

Initial public offering (IPO), **2:276**

Taxation, **5:67, 6:74**

VOTES AND VOTING

Rollup reform, **2:262**

State blue sky provisions, **4:31, 4:33**

WARRANTS

Initial public offering (IPO), **2:283**

WEBSITE CONTENT

Compliance after effectiveness, **2:209, 2:216**

FINRA guidance on social media and digital communications, **2:217**

WEBSITE POSTING

Sarbanes-Oxley Act, electronic filing and website posting of forms and reports, **2:14, 2:146**

WHISTLEBLOWER PROTECTION

Sarbanes-Oxley Act, **2:9**

WHITE PAPER ON FFO

Accounting (this index)

WITHDRAWAL

Initial public offering (IPO), **2:291**

YEARS

Taxation, **5:9, 5:10, 5:52, 5:83**