MILLER COOPER & Co., Ltd

ACCOUNTANTS AND CONSULTANTS

Tax Due Diligence and Structuring

We provide comprehensive tax due diligence and structuring services tailored to both buyers and sellers in M&A transactions. Our approach combines technical expertise, practical insight, and forward-looking analysis to identify tax exposures, evaluate risks, and support tax-efficient deal execution. In addition, Miller Cooper's Transaction Advisory Services (TAS) tax team is led by senior-level professionals with deep experience in complex, middle-market transactions.

Services include:

Buy-Side and Sell-Side Tax Due Diligence

- Review of federal and state income tax returns and tax positions for historical tax years
- Evaluation of sales and use tax filings, nexus risk, and exemption documentation
- Assessment of payroll tax filings, worker classification, and employment credits
- Analysis of entity structure, tax elections, equity activity, and related party transactions
- Evaluation of international tax matters, including transfer pricing, foreign tax credits, and GILTI/BEAT/965 issues
- Identification of tax risks, unreported liabilities, and potential reporting issues

Tax Structuring and Modeling

- Structuring transactions for tax efficiency, including asset versus stock deal analysis and after-tax cash flow modeling
- Guidance on basis step-up structures and elections, including, F-reorganizations and Sections 338(h)(10), 338(g) and 336(e) elections.
- Support with purchase price allocation methodologies, review purchase agreement and disclosures and post-closing tax reporting requirements

Post-Transaction Tax Readiness

- Forward-looking analysis to help buyers prepare for post-close compliance and operations
- Identification of potential compliance gaps, unfiled tax obligations, and process inefficiencies
- Recommendations to enhance the target's tax readiness and minimize future risk

Miller Cooper & Co., Ltd.

500 West Madison Street, Suite 3300, Chicago, IL 60661
3 Parkway North Blvd., Suite 200, Deerfield, IL 60015
3010 Highland Parkway, Suite 100, Downers Grove, IL 60515
847.205.5000 ● Fax 847.205.1400 ● www.millercooper.com

HLB WE ARE AN INDEPENDENT MEMBER OF THE GLOBAL ADVISORY AND ACCOUNTING NETWORK