



# E. Hans Lundsten

Senior Counsel, Providence, RI

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## PRACTICE AREAS

[Business & Corporate](#)

[Tax](#)

[Mergers & Acquisitions](#)

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[Trusts & Estates](#)

[Real Estate](#)

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## EDUCATION

Vanderbilt University Law School (J.D., 1971)

New York University Law School (LL.M., in Taxation, 1972)

Boston University (B.S., 1968)

## ADMISSIONS

Rhode Island

Florida

U.S. Tax Court

U.S. Claims Court

## OVERVIEW

A former attorney advisor with the U.S. Tax Court as well as frequent lecturer and author on tax issues, noted [tax attorney](#) Hans Lundsten crafts innovative tax plans and strategies for his business and individual clients, reducing risk and uncertainty and making the complex understandable.

He advises owners of closely held businesses, corporations, governmental entities, universities, and movie production companies as well as other attorneys on structuring businesses and business deals to minimize tax exposure, and also handles federal and state tax appeals. Hans has successfully argued numerous significant state taxation cases before state courts, including the Rhode Island Supreme Court.

Prior to joining AP&S, Hans served as an attorney/advisor to Judge C. Moxley Feathersson of the United States Tax Court, Washington, D.C.

## REPRESENTATIVE MATTERS

Over the years, Hans and his tax team have handled numerous significant tax matters for wide-ranging clients, including the following:

- In a medical practice's corporate divorce, they worked to assure that payments made to the departing stockholder for stock would be deductible for tax purposes.
- In the acquisition of an outside company by two unrelated businesses, they advised forming a joint venture that would allow one of the companies to utilize its losses to offset the operating income of the acquired business.
- They advised a foreign company on the federal and state tax issues associated with the sale of a wholly-owned U.S. affiliate to that company's management.
- For a foreign company interested in acquiring a domestic consulting company, they helped with various federal and state tax issues, including the requirement that notice of the transaction be given to various state taxing authorities and the seller's exposure for state sales taxes.

- They advised a group of senior managers on the tax and business risks associated with a plan they had entered into to acquire the debt and equity interests of a principal stockholder, and helped them negotiate it.
- They advised the parent of a Rhode Island utility on its state corporate tax exposure, negotiated a favorable settlement involving its liability and helped form a plan that eliminated future liability.
- In the acquisition of assets of an operating business, they cautioned their client on the risks associated with acquiring “celebrity goodwill” from the principal stockholder of the selling company.
- They’ve represented a number of movie production companies in the sale of assignable state tax-credits allowable under Rhode Island, Massachusetts and Connecticut laws for motion pictures produced in those states, and advised those companies on applicable rules relating to those credits.
- They secured a private tax ruling from the Rhode Island Division of Taxation that a “loan-out company” that provided the services of its principal to a production company in a motion picture production was not covered by the Rhode Island employee leasing statute. As a result, the production company did not have secondary liability under that statute if the loan-out company did not withhold Rhode Island taxes on the salary due its principal. The case led the Division of Taxation to revise a prior policy.
- They secured a written determination from the General Counsel of the Massachusetts Department of Revenue that the film tax-credit authorized by M.G.L. c. 63, Section 38T for qualifying costs to produce a motion picture in that state would not be affected if there was an error in the amount of Massachusetts withholding on payments made to “loan-out companies” for qualifying services in the production of the film.
- For a university, they analyzed and developed a litigation strategy to be followed if its municipality attempted to partially subject its property to property tax—which could have resulted in a \$1 million annual liability.
- They worked with another university to develop a plan that would allow it, through a for-profit affiliate, to rehabilitate and lease a historic campus building and assign historic tax-credits to a third party.
- For the Rhode Island Economic Development Corporation, they provided counsel on implementing a program that would allow the State to acquire historic tax-credits from developers at their “wholesale” value, and advised them on structuring their first acquisition of this type of credit in a project to rehabilitate the Masonic Temple in Providence.
- They advised the management and directors of a non-profit, church-affiliated hospital on the federal and state tax considerations involved in forming a non-profit holding company to control the hospital and its possible acquisition by a non-secular non-profit hospital.
- They advised a non-profit association of community mental-healthcare organizations on the structure of a joint venture that would involve a for-profit partner.
- They counseled a university on various scenarios involving the use of management or

service contracts with outside parties and the impact those agreements could have on the tax-exempt status of various obligations issued by the university.

- They helped a tax-exempt civic organization restructure its activities so it could qualify as a charitable organization, and secured a determination on its status from the IRS.

#### SEMINARS / PUBLICATIONS

- Co-author, Revisiting the Rhode Island Acquired Real Estate Company Conveyance Tax. Rhode Island Bar Journal, November, 2021.
- Presenter, "Indemnification Recoveries in M&A: Drafting Tax Benefit Offset Provisions", Strafford CLE Webinar, September, 2021.
- Co-Authored, "[Mistakes Buyers Make – Reduced Indemnification Recoveries Due to Asserted Tax Savings](#)," May/June, 2021 editions of the American Bar Association's Business Law Today.
- Co-Author, "[Buyer Beware: Reduced Indemnity on Account of Supposed \(Mythical?\) Tax Benefits](#)", *Deal Points: The Newsletter of the Mergers and Acquisitions Committee – American Bar Association*, Winter 2013.
- Author of articles on Rhode Island Tax developments for the *ABA Journal*.
- Lecturer on issues relating to business organization.
- Lecturer on sales and use tax for National Business Institute & Lorman Education Series.



#### HONORS

- Selected by his peers for inclusion in the 2006-2024 editions of *The Best Lawyers in America®* in the fields of tax law, corporate law and mergers & acquisitions.
- Professional Excellence in the Law, Tax, *Rhode Island Monthly* 2019, 2020 and 2021.
- Recognized as a "JD Supra Top Author" in the JD Supra 2017 and 2018 Readers' Choice Award.
- *Best Lawyers' 2013* Lawyer of the Year, Mergers & Acquisitions Law, Providence.
- AV rated by Martindale-Hubbell, its highest rating for attorneys.

- Recognized in *Chambers USA America's Leading Business Lawyers*.
- Selected as a Rhode Island *Super Lawyer* (2007-2013).

#### IN THE COMMUNITY

- Board Member, Children's Wish Group of Rhode Island.
- Former member, Rhode Island Board of Governors of Higher Education.