

#### Practice Areas

- Tax
- Tax Controversy & Litigation
- Tax Planning

#### Education

- Amherst College, B.A., magna cum laude, 1999
- University of Michigan Law School, J.D., magna cum laude, 2003

#### Honors

- Listed, The Legal 500 U.S. – Tax Controversy (2010)
- Gilbert Prize, Amherst College, 1998
- Distinguished Service Award, Amherst College Alumni Council, 2003
- University of Michigan, Order of the Coif
- Associate Editor, Michigan Law Review, Vol. 101
- John M. Olin Student Fellow in Law and Economics, 2002-2003
- Certificate of Merit in Corporate Taxation

#### Bar Admissions

- Pennsylvania
- District of Columbia

## Jonathan M. Prokup

Shareholder  
Philadelphia

300 Conshohocken State Road  
Suite 570  
West Conshohocken, PA 19428  
Tel: 610.772.2340  
Fax: 610.772.2305  
jprokup@chamberlainlaw.com  
www.chamberlainlaw.com



Jonathan Prokup's practice encompasses a broad array of tax matters, from structuring complex financial transactions to representing clients in all facets of tax controversy, including audits, appeals and litigation. He possesses particular expertise with transfer pricing and the tax consequences of cross-border financial transactions, including the structuring and defense of sale-leaseback transactions, synthetic leases, repurchase agreements, and illiquid swap contracts.

Mr. Prokup advises both domestic- and foreign-based multinational corporations and has achieved numerous favorable outcomes for his clients in multi-million dollar disputes with the IRS.

#### Significant Cases

- *WFC Holdings Corp. v. United States*, Docket No. 07cv3320 (D.Minn. filed Jul. 13, 2007). Litigation involving taxpayer claim of \$423 million capital loss from the sale of stock in a contingent liability real estate subsidiary.
- *Browning Ferris Industries, Inc. & Subsidiaries v. United States*, 75 Fed.Cl. 591 (2007). Court granted motion to dismiss without prejudice in case of first impression involving question of whether tax refund claim filed by company that had previously liquidated for tax purposes was jurisdictionally defective. Ruling enabled taxpayer to refile in another jurisdiction where adverse precedent issued after case was filed is not controlling, notwithstanding government's claim of "forum shopping" and unfair prejudice.
- *Black & Decker Corp. v. United States*, 340 F. Supp. 2d 621 (D. Md. 2004), *aff'd in part, rev'd in part and remanded*, 436 F.3d 431 (4th Cir. 2006). Litigation involving taxpayer claim of \$560 million capital loss from the sale of stock in a contingent liability health care subsidiary.
- *Weyerhaeuser Company and Subsidiaries v. Commissioner*, Docket No. 004712-05 (Tax Court, settled 2005). Litigation involving the qualification of a recycling facility for tax-exempt financing.

#### Court Admissions

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- Eastern District of Pennsylvania

## Jonathan M. Prokup, *Continued*

#### Seminars and Presentations

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- Pennsylvania Bar Institute - When to Hold Them and When to Fold Them
- Tax Executives Institute - If You Knew Then What You Know Now

#### News

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- Legal 500 Again Names Chamberlain Hrdlicka as Preeminent in Tax Controversy
- First Circuit Upholds Work Product Protection For Tax Accrual Workpapers
- Black & Decker Contingent Liability Tax Refund Case Settles

#### Articles and Publications

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- "The IRS Enforcement Team Heads to Court: US Tax Cases of Importance to Canadian Practitioners," Canadian Tax Foundation 2006 Annual Conference, January 2007 (with David Blair).
- "Down with Disclosure," Journal of Tax Practice and Procedure, April-May 2006.
- "2005 Important Developments in Real Estate Taxes," The Tax Lawyer, Vol. 58, No. 4, Summer 2005.
- "Targeted Solution," Private Equity Manager, December 2004 (with Michael Hirschfeld).

#### Professional Affiliations

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- American Bar Association, Section of Taxation, Financial Transactions Committee

