

#### 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

- Gilbert Prize, 1998
- Distinguished Service Award, Amherst College Alumni Council, 2003
- University of Michigan, Order of the Coif
- John M. Olin Student Fellow in Law and Economics, 2002-2003
- Associate Editor, Michigan Law Review, Vol. 101
- Certificate of Merit in Corporate Taxation

#### Bar Admissions

- Pennsylvania
- District of Columbia

#### Court Admissions

- Eastern District of Pennsylvania

## Jonathan M. Prokup

Associate  
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 the tax consequences of financial instruments, including exotic hedging mechanisms and illiquid swap contracts, with an emphasis on the use of such instruments in cross-border transactions.

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

- Trial Attorney—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.
- Trial Team Member—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.
- Trial Team Member—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.
- Trial Team Member—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.

## Jonathan M. Prokup, *Continued*

### Seminars and Presentations

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- When to Hold Them and When to Fold Them

### News

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- 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

