



## Deborah L. Paul

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Deborah L. Paul is a partner in the Tax Department at Wachtell, Lipton, Rosen & Katz where she focuses on the tax aspects of corporate transactions, including mergers and acquisitions, joint ventures, spinoffs and financial instruments. Ms. Paul has been the principal tax lawyer on numerous domestic and cross-border transactions, including strategic acquisitions and private equity buyouts, in a wide array of industries, including telecommunications, oil and gas, food, defense and energy. Ms. Paul is a frequent speaker at Practising Law Institute, American Bar Association, New York State Bar Association and New York City Bar Association conferences on tax aspects of mergers and acquisitions and related topics. She is rated a leading tax lawyer by *Chambers USA*, *Super Lawyers*, the *Legal 500* and *Who's Who Legal*. She was elected partner in 2000.

Ms. Paul was the 2019 Chair of the Tax Section of the New York State Bar Association. Prior to joining Wachtell Lipton in 1997, Ms. Paul was an assistant professor at the Benjamin N. Cardozo School of Law (1995-1997) and an acting assistant professor at New York University School of Law (1994-1995).

Ms. Paul received an A.B. from Harvard University in 1986, a J.D. from Harvard Law School in 1989 and an LL.M. in taxation from New York University School of Law in 1994.

### Clerkships

Honorable William T. Allen, Delaware Court of Chancery, 1989 – 1990

## Recent Publications

[Has Helen's Ship Sailed? A Re-Examination of the "Helen of Troy" Regulations](#), in Taxes-The Tax Magazine Volume 98 No. 3, March 2020.

[Tax and ESG](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, February 22, 2020.

[What the New Tax Rules Mean for M&A](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 12, 2018.

[IRS Releases Spin-Off Guidance](#), in Bank and Corporate Governance Law Reporter, Volume 57 Number 1, September 2016.

[How to Kraft \(or Not Kraft\) Debt-Equity Regulations](#), in Tax Notes, July 25, 2016, p. 525.

[Further Treasury Action to Limit "Inversions"](#), in Bank and Corporate Governance Law Reporter Interim Report, January 14, 2016.

[IRS Eliminates Partnership Structures Intended to Avoid Corporate Tax on Dispositions of Appreciated Assets](#), in Columbia Law School's Blog on Corporations and the Capital Markets, June 19, 2015.

[A Perfect Storm for Corporate Inversions: Causes and Responses](#), in Tax Management International Journal, 43 TMIJ 671, 11/14/2014.

[Understanding Tax Receivable Agreements](#), in Practical Law The Journal, June 2013.

[Dealmaking in a Distressed Environment](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, April 17, 2013.

[Spin-offs, Leverage and Value Extraction - A Spin by Any Other Name...](#), in Taxes-The Tax Magazine Volume 91 No. 3, March 2013.

[Another Look Through the Worthless Stock Deduction: Section 165\(g\)\(3\) as Applied to Foreign Subsidiaries](#), in Virginia Tax Review Volume 32 No. 2 (2012).

[New York State Bar Association: Tax Section - Report on the Impact of Legislative Changes to Subchapter K on the Proposed "May Company" Regulations Under Section 337\(d\) and Technical Recommendations Regarding Affiliate Stock](#), NYSBA Tax Section Report 1270 August 15, 2012.

[Comments on Professor Reuven S. Avi-Yonah and Amir C. Chenchinski: 'Corporate Tax Integration and the Debt/Equity Distinction: The Case for Dividend Deduction'](#)

, in SSRN: <http://ssrn.com/abstract=1962817>

[New York State Bar Association: Tax Section - Report on Uncertain Tax Positions in the Context of Mergers, Acquisitions and Spin-Offs](#), NYSBA Tax Section Report 1225 December 20, 2010.

[The Taxation of Distressed Debt Investments: Taking Stock](#), in *The Tax Lawyer* Vol. 64 No. 1, Fall 2010.

[New York State Bar Association: Tax Section - Report on Proposed Regulations Implementing Section 336\(e\)](#), NYSBA Tax Section Report 1174 December 31, 2008.