

John V. Chase

Partner

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John has extensive experience advising clients on fund formation and partnership tax matters, mergers & acquisitions, and international tax matters.

John is a Partner in Dorsey & Whitney's Tax practice, a former member of the firm's Policy Committee (Board of Directors) and former head of the Palo Alto office.

John's fund formation and partnership tax experience includes:

- Advising on the formation of, and investments and dispositions by, private equity funds, including offshore and cross-border funds and funds investing into operating partnerships.
- Resolving issues related to multi-tier partnership structures, equity compensation of fund managers and employees, and use of blocker corporations and splitter partnerships.
- Managing "unrelated business taxable income," "effectively connected income" and non-U.S. tax consequences for fund investments.
- Structuring of acquisitions and dispositions of portfolio companies using partnership structures.
- Tax planning and implementation of renewable energy tax credit structures, including partnership flips and sale-leaseback arrangements.

John's M&A experience includes:

- Tax planning and advice in connection with mergers, acquisitions, tax-free reorganizations, spin-offs, dispositions and financings for public and private companies.
- Developing, reviewing and negotiating deal structures, term sheets, transaction documents, escrow and earn-out arrangements, and post-acquisition restructurings.
- Identifying and resolving tax issues related to S corporations, LLCs and partnerships, including multi-tier and "Up-C" structures.
- Structuring incentive compensation arrangements, including profits interests and rollover equity.

Education

- University of Southern California, Gould School of Law (J.D., 1999)
- University of Southern California, Marshall School of Business (M.B.T., 1999)
- Wharton School of the University of Pennsylvania (B.S.E., 1990)

Bar Admissions

- California

John's international tax experience includes:

- Resolving U.S. tax issues related to cross-border mergers, acquisitions and investments using corporate and partnership vehicles.
- Providing inbound and outbound tax planning and advice related to multinational structures, worldwide tax reduction strategies, inversion transactions, transfers of intangibles, cost-sharing arrangements, controlled foreign corporation and passive foreign investment company issues, tax treaty eligibility, cross-border licensing and intercompany agreements.
- Advising on cross-border transactions involving acquisitions and investments in various jurisdictions.

Select Experience

Representative Clients & Transactions

Fund Formation and Portfolio Investments

- Bruin Sports Capital
- Carlyle Group
- CMEA
- CMIA Capital Partners

Professional Affiliations

- Adjunct Professor, Golden Gate University Law School, Taxation LLM Program

Accolades

- Consistently providing pro bono legal assistance to those in need through Dorsey's Pro Bono program

Select Presentations

- American Bankruptcy Institute VALCON 2019, Impact of Tax Reform
- Tax Implications of Offshoring IP
- Foreign Tax Credits: The Direct and Indirect Credits
- Investing in Non-U.S. Companies: An Introduction to 'CFC' and 'PFIC' Issues
- Cross-border Planning with Respect to Outbound Nonrecognition Transactions
- Going Offshore: Use of Foreign Corporations in Acquisitions
- New Global Frontiers: International Tax Considerations for Portfolio Companies

Insights

March 6, 2026

Treasury and the IRS Give Guidance on "Material Assistance" Rules

February 7, 2025

President Trump Seeks to End Carried Interest Tax Preference

January 25, 2024

Dorsey Advises Sponsor in UBTECH ROBOTICS IPO

January 6, 2021

California Qualified Employers May Receive Tax Credit Boost for New Hires

October 19, 2020

REIT Alert: SEC Updates Financial Disclosures about Acquisitions and Dispositions of Businesses, Including Real Estate Operations

July 19, 2018

Tax Law Changes Compel Amendments to Investment Fund Agreements