



**The ABCs of MLPs:
making sense of taxes**

Making sense of taxes and MLPs

Master limited partnerships (MLPs) have gained in popularity during the last decade. Along with this growth, comes tax terminology that can be confusing to many investors. At the same time, there are a number of different MLP investment product structures with varying tax implications – which can be especially daunting to new investors to the sector.

Our goal with this guide is to clarify some of the tax terms and explain potential tax ramifications for an MLP investor.

MLP taxation 101

MLPs are similar to corporations in some respects but are vastly different in others, especially with regard to tax treatment. A corporation is a distinct legal entity, separate from its shareholders and employees. Like individual taxpayers, a corporation must pay tax on its income. To the extent the corporation pays dividends, shareholders must pay income tax on them as well.

MLPs, on the other hand, do not pay tax at the entity level if they meet special “qualifying income” requirements. “Qualifying income” is generated from the exploration, development, mining or production, processing, refining, transportation (including pipelines transporting gas, oil or products), or marketing of minerals or natural resources. Energy MLPs were given special tax treatment to encourage capital investment in domestic energy infrastructure. Most MLPs today are in energy, timber or real estate-related businesses.

As partnerships, MLPs are flow-through tax entities, with the obligation to pay taxes “flowing through” to the partners. From a tax perspective, as a limited partner in an MLP (also called a “unitholder”), you are responsible for paying your own share of the partnership’s tax obligation. You are allocated a share of the MLP’s income, gains, losses and deductions based on your percentage ownership in the MLP. You report those numbers on your own tax return and pay any taxes due. This essentially eliminates the “double taxation” generally applied to corporations (whereby the corporation pays taxes on its income and the corporation’s shareholders also pay taxes on the corporation’s dividends).

The amount of income and deductions (such as depreciation) allocated to you is based on several factors, including the timing of your investment, your purchase price and the degree of reinvestment by the MLP in its business. It is important to note that as a unitholder, your taxable income will include your share of the MLP’s taxable income, regardless of whether you actually receive any cash distributions from the MLP.

Tax questions can arise soon after you purchase an MLP, so we will walk you through some of the questions commonly asked by new MLP investors.

The ups and downs of tax basis accounting

When investing in MLPs, it is important to keep detailed records from the very beginning. This is because you will need to track the tax basis of your MLP investment from the time of purchase until the time you sell. It is helpful to keep comprehensive and up-to-date records of the items that affect your tax basis, because your tax basis is used to calculate your gain or loss upon the sale of an MLP.

Your initial tax basis simply reflects the value of your initial investment. As is the case with any investment, your initial tax basis is the starting point from which your future gains and losses on the investment are calculated.

But unlike other less complicated investments, it is what happens on a go-forward basis that can make MLP investing a bit more complex. First, your tax basis is decreased by the amount of the cash distributions you received from the MLP. Next, your basis is increased by your share of an MLP's taxable income (or decreased by your share of an MLP's taxable losses).

For example, let's say you make an initial investment of \$1,000 in MLP XYZ by purchasing 100 units for \$10 per unit. A few months after year end, you receive tax documents (called a schedule K-1) noting that you received \$60 in cash distributions over the course of the year. The tax documents also state that your pro rata share of taxable income is \$12 (we will expand on these terms in the following sections).

After one year, your adjusted tax basis is as follows:

Initial investment		\$1,000
Cash distributions		(60)
Taxable income before depreciation	\$40	
Depreciation	(28)	
Taxable income/(loss)		12
Adjusted tax basis end of year 1		\$952

Note: The \$12 is what is reflected on your K-1. The \$40 and \$(28) are not provided by the MLP on a K-1, but are illustrated above to provide an example of how the MLP calculates taxable income/(loss).

The Ds: distributions, depreciation and deferral

Although they resemble corporate dividends, MLP cash payments to unitholders are referred to as "distributions." Under their partnership agreements, MLPs generally are required to distribute the majority of their distributable cash flow to their unitholders. The levels of these distributions historically have been very attractive. MLPs typically pay quarterly distributions to their unitholders.

Cash distributions paid by an MLP to its unitholders are based on an MLP's cash flow, as generated by its underlying assets. As a result, cash distributions typically are not the same as (and are significantly larger than) the MLP's taxable income. This is because noncash items, such as depreciation, are deducted from an MLP's taxable income. This is also why it can be confusing at first blush to compare an MLP's income statement (which is reduced by non-cash depreciation) with its cash flow stream of distributions (which is not impacted by the non-cash depreciation).

As a MLP unitholder, your proportionate share of the partnership's depreciation expense is included in your share of the MLP's taxable income. The amount of depreciation expense allocated to you is determined by a variety of factors, including your purchase price. Additional depreciation from new investments in infrastructure by the MLP also may be generated.

The depreciation deduction essentially means that your overall tax bill may be deferred. The extent to which your MLP distribution is treated as deferred depends on your share of an MLP's taxable income. Because many MLPs have little or no taxable income, cash distributions in excess of taxable income received from an MLP are tax-deferred. These tax-deferred distributions are considered to be a "return of capital" because they reduce your tax basis in the MLP.

This tax-deferred characterization makes sense when you consider the assets that tend to be owned by an MLP. The underlying assets of an MLP (such as pipelines) are extremely long-lived, with lower obsolescence risk and low maintenance expenditure requirements. Properly maintained, pipelines have a multi-decade lifespan – with the value of their "right-of-ways" arguably having a lifespan exceeding that. However, for tax purposes, pipelines depreciate faster than they wear out (their economic usage). This resulting depreciation shield can provide an attractive tax deferral for an MLP investment, particularly in its early years.

The mechanics behind the tax deferral can be rather complex. You may be familiar with MLP lore that 80% of an MLP's distributions tend to be tax-deferred. This is an oversimplified assumption (and highly dependent on the timing of your investment in a particular MLP). In our experience, we have found the amount of tax deferral associated with an MLP investment to be variable, based on specific circumstances of each MLP, as well as the timing and price of the investment in an MLP.

Closing your books upon MLP sale

When you sell an MLP, you will calculate your gain or loss, just as you would with any other investment. Your taxable gain is the difference between the sales price and your adjusted tax basis. However, this entire gain is not taxed at the same rate and must be split into two components.

First, the portion of your gain that is attributable to depreciation is taxed at ordinary income rates (called "recapture"). This information is provided in a supplemental sales schedule of the K-1 package (we look more closely at the K-1 in the next section). Think of the recapture portion this way – instead of paying applicable ordinary income rates when you received your cash distribution, you deferred some of the tax (due to the depreciation deductions passed through by the MLP). Therefore, upon sale, the government "recaptures" (and you pay) the tax that was deferred.

Second, the remainder of the gain (the difference between your sales price and tax basis minus the ordinary gain reflected on the K-1 sales schedule), is your capital gain and is taxed at the applicable capital gains tax rate, depending on the holding period.

The following example illustrates what the tax treatment on a hypothetical MLP sale might look like. In our example, a year after purchase of 100 MLP units at \$10 per unit, you sell the 100 units for \$12 per unit, for total sales proceeds of \$1,200. With a tax basis of \$952, your gain is \$248, of which \$28 is taxed as "recapture" at ordinary income rates (based on the depreciation deduction you received earlier) and \$220 is taxed as capital gains.

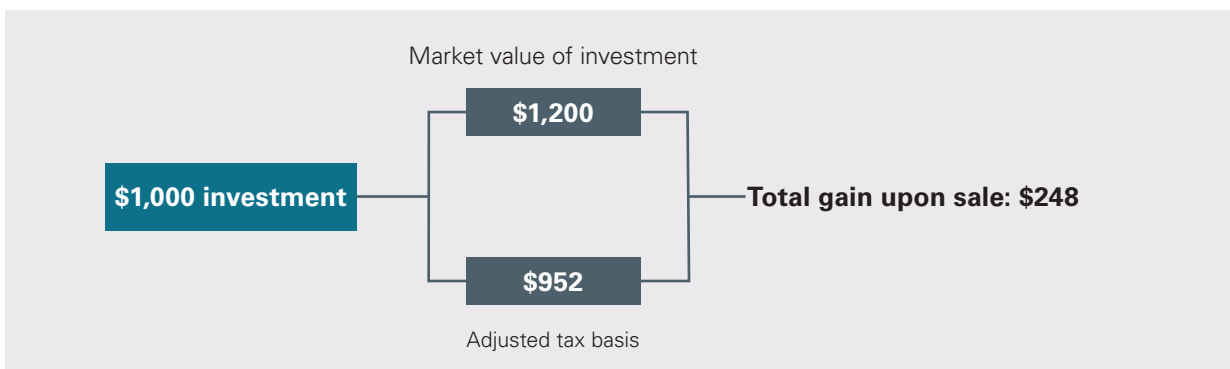
Initial investment		\$1,000	<i>as calculated above</i>
Cash distributions		(60)	
Taxable income before depreciation	\$40		
Depreciation	<u>(28)</u>		
Taxable income/(loss)		<u>12</u>	
Adjusted tax basis end year 1		\$952	

Sale proceeds		\$1,200
Tax basis		<u>(952)</u>
Gain		248
Ordinary gain ¹ (based on depreciation)		\$28
Capital gain ²		220

Assumptions

Purchased units	100.00
Purchase price/unit	\$10.00
Cash distribution/unit	0.60
Taxable income/unit	0.40
Depreciation/unit	0.28
Sales price/unit	12.00

(1) Individual ordinary income rates (currently up to 37%)
 (2) Individual long-term capital gains will vary based on taxable income



The above example does not represent any actual investment. As such, it does not reflect what an investor may achieve, but is a purely hypothetical example to illustrate the potential mathematical tax impact of an MLP investment. As in any investment, the individual investor impact may vary based on a variety of individual investor level factors, which are not considered in the above analysis. Investment of \$1,000 shown for illustrative purposes only.

Because the various investment products can have tax nuances that may not be apparent at a glance, it is important to understand the specific characteristics of any strategy before making an investment. Note: The risks of investing vary depending on an investor's particular situation. Investment objectives, risks and fees/expenses within particular MLP-related products vary. All investments involve risk. Principal risk is possible. Nothing contained in this communication constitutes tax, legal or investment advice. Investors must consult their tax adviser or legal counsel for advice and information concerning their particular situation.

The tax package itself: understanding the components

Partnership tax information is provided to you annually by the MLP on IRS Schedule K-1 (Form 1065) and in other important supplemental tax schedules. This information typically arrives in investor mailboxes between mid-February and early April. The K-1s are also available on MLP websites, accessible using your name and federal tax ID. Each separate MLP investment will generate its own K-1.

The good news is that qualified tax preparers should be familiar with MLP K-1s and should be able to accommodate them at some incremental cost. Personal tax preparation software also may accommodate K-1s. However, K-1s do add a layer of complexity to tax preparation, and at times, uncertain timing.

The first thing you should do upon receiving your tax documents is to confirm the number of units reflected in the supplemental schedule of your K-1. Accounting firms hired to prepare K-1s use the holding and transaction data provided by your custodian or brokerage firm.

Occasionally, such data may be incomplete or incorrect and can result in errors. The potential for incorrect information is increased if you changed your custodian or account information during the year. Should any of the information not match your understanding, it is important to call the MLP's tax line to get the information corrected.

Additionally, unitholders may be required to file separate state income tax returns in each state in which an MLP operates. Depending on the size of an investor's MLP portfolio, MLP income attributable to states other than your state of residence could result in additional state income tax filing requirements.

What is in a K-1 package?

Each tax package includes a schedule K-1, ownership schedule, sales schedule (if investor sold units) and state schedule.

Schedule K-1 (Form 1065)

The image shows a sample of the 2017 Schedule K-1 (Form 1065) form. The form is divided into several parts: Part I (Information About the Partnership), Part II (Information About the Partner), and Part III (Partner's Share of Current Year Income, Deductions, Credits, and Other Items). It includes fields for partnership name, address, and tax ID, as well as a table for the partner's share of income and deductions. The form also includes checkboxes for various types of partners and a section for the partner's capital account analysis.

Part I Provides information about the partnership, including its address and if it is a publicly traded partnership (or in simplified terms, a master limited partnership).

Part II Provides information about you as a limited partner. Be sure to carefully check this area to ensure it has your correct information.

Part III Provides details regarding your share of income, deductions/credits and other items for the current year.

Ownership schedule: Your history of purchases and sales, and the dates and quantities of each, are listed here.

Sales schedule: If you had a taxable sale during the year, this schedule is used primarily to provide information regarding your ordinary gain (recapture). This schedule will be provided if you sold units during the year.

State schedule: This schedule lists all the states in which the MLP operates and the limited partner's share of income/(loss) attributed to such state. You may be required to file tax returns in these states. Your tax adviser should be able to assist you in understanding any state filing requirements.

Additional details for the boxes on the schedule K-1 and where such information generally feeds into your tax returns are outlined as follows:

Understanding your K-1

Line	Component	What it is	Where it goes
1	Ordinary business income (loss)	Your share of MLP taxable income/(loss) net of depreciation and other expenses May be negative in early years due to accelerated depreciation, but become positive over time	1040 Schedule E (Supplemental Income and Loss) - Part II, Line 28 (Passive Income & Loss) Passive loss will not flow through directly to Schedule E, but is suspended and will offset future positive passive income from the same MLP. The passive loss limitations are computed on Form 8582
5	Interest income	Your share of MLP interest income	Form 1040, line 8a utilizing Schedule B (Interest and Ordinary Dividends), Part I
6a	Ordinary dividends	Your share of MLP dividend income	Form 1040, line 9a utilizing Schedule B (Interest and Ordinary Dividends), Part II
6b	Qualified dividends	Portion of dividend income that is qualified dividend income	Form 1040, line 9b
8	Net short-term capital gain/(loss)	Short-term gains/(losses) related to sales of capital assets	Form 1040 Schedule D (Capital Gains & Losses), Line 5
9a	Net long-term capital gain/(loss)	Long-term gains/(losses) related to sales of capital assets	Form 1040 Schedule D (Capital Gains & Losses), Line 12
13	Other deductions	Your share of charitable contributions; investment interest expense and other permissible deductions (typically small)	Form 1040, Schedule A (Itemized Deductions); Form 4952 (Investment Interest Expense) and appropriate schedule of form 1040
17	Alternative minimum tax items	Adjustment for AMT calculation purposes	Form 6251 (AMT-Individuals)
19a	Distributions	Amount of distributions you received	Not reported on tax forms Reduces tax basis of MLP investment
20	Other information	UBTI (labeled with a V) is noted here	Relevant to tax exempt entities to report on Form 990-T

Additional tax complexities: UBTI, passive activity and estate planning

Employee benefit plans, tax-exempt organizations (foundations, charitable remainder trusts, corporate pension plans) and certain tax-advantaged retirement accounts (including 401(k)s and individual retirement accounts) are normally, by definition, very tax efficient.

They also have special tax rules regarding unrelated business taxable income (UBTI), which is almost always generated by investing in MLPs. In simple terms, an “unrelated” trade or business is defined by the IRS to not be substantially related to an account’s or organization’s charitable, educational or other purpose. An investment in an energy-related MLP can be classified by many tax-exempt investors as “unrelated” to their day-to-day mission.

Most income allocated to MLP limited partners is characterized as UBTI and may be subject to taxation if UBTI from all investment sources exceeds \$1,000. Essentially, in such a circumstance, your tax-exempt account could become subject to taxation. Furthermore, gains upon sale could be subject to tax if the investor finances the MLP investment using debt or the MLP itself has debt.

It is also important to note that income from MLPs is considered UBTI for charitable remainder trusts. Even \$1 of UBTI can be fatal to the exempt status of a charitable remainder trust.

MLP passive activity rules require active tracking

An MLP investment by an individual, estate, trust, personal service corporation or closely-held corporation is deemed to be “passive activity” by the IRS. “Passive” investments result in certain unique tax ramifications that increase complexity.

This means that an investor cannot aggregate taxable income from one MLP with a taxable loss from another MLP. In essence, a “loss” you received from “MLP A” is suspended – it cannot be applied to offset “income” in a different investment (such as “MLP B”) or other ordinary income (such as wages). You may not recognize these suspended losses until income from the same “MLP A” is allocated to you or you sell your interest in “MLP A”.

For example, assume that in a particular year “MLP A” generated a \$10 loss and “MLP B” generated a \$10 gain. You must report the \$10 gain from “MLP B” on your current year’s tax return. You suspend the \$10 loss from “MLP A” and may use it to offset income from “MLP A” in the future or upon sale of “MLP A”, but you can’t use it to offset gains from “MLP B.”

A key takeaway here is that it is important to track your passive activity, particularly the losses that you suspend.

MLPs may provide an attractive investment for estate-planning purposes

Similar to other investments, the tax basis in an MLP will reset (or be “stepped up”) to the current market value when the investment is passed on to an heir upon a unitholder’s death. The “stepped-up” value will be included in the descendant’s estate and may be subject to estate tax, based on the current market value of the investment, just like other investments. However, because of the potential for tax deferral on an MLP’s distributions, the distributions received during the deceased unitholder’s life may never be taxed.

Simplify MLP tax complexities: the MLP fund alternative

For some investors, a direct ownership in MLPs may be unattractive due to, among other things, their complexity, uncertain treatments or UBTI. A properly structured MLP fund solves these issues and provides a viable investment alternative.

Tortoise recognized the investor need for such a product and formed the first listed MLP closed-end fund in 2004. This paved the way for investors to access a diversified portfolio of MLP investments with a single 1099 and no UBTI implications for tax-exempt investors (such as your IRA).

Funds that invest in MLPs can either be structured as regulated investment companies (RICs) or taxable corporations (C-corps). In the broader investment universe at the time, funds typically were structured as RICs limiting the capital invested in MLPs to 25%.

By organizing as a C-corp, a fund can invest up to 100% of its capital in MLPs, providing the opportunity for a pure-play (essentially 100%) MLP fund. While the corporation structure was not a readily apparent alternative at the time, Tortoise recognized that the nature of the underlying assets' depreciation shield made it viable.

An MLP fund organized as a taxable c-corporation receives distributions from MLPs, and after deducting expenses, makes distributions to its stockholders. What typical funds call "dividends" or "income" are referred to as "distributions" by MLP funds, consistent with MLPs. These fund distributions are treated as qualified dividend income for federal income tax purposes to the extent of the fund's earnings and profits, then return of capital to the extent of the tax basis, and then as capital gain. From an individual tax perspective, the tax characterization of the distributions to MLP fund investors is based on the fund's earnings and profits, which is highly dependent on a variety of factors, including portfolio turnover and holding period of the investment.

"Return of capital" is a tax characterization of distributions, and not necessarily the traditional "return of principal" parlance. If your distribution is characterized as "return of capital" in an MLP fund, it is likely a result of the accelerated tax depreciation of the underlying MLP assets. Any distributions that are characterized as return of capital are tax-deferred at such time and will reduce your tax basis in an MLP fund, increasing your potential gain (or decreasing your loss) upon sale of fund shares, similar to a direct MLP investment.

MLP funds structured as corporations can make the tax reporting process significantly simpler as you will receive a 1099 and not K-1s. The fund will receive K-1s and process them at the fund level. On your 1099-DIV, return of capital distributions will appear as nondividend distributions in box 3. Taxable dividend distributions will appear in box 1a and qualified dividend will appear in box 1b.

PAYER'S name, street address, city or town, state or province, country, ZIP or foreign postal code, and telephone no.		1a Total ordinary dividends	OMB No. 1545-0110	
		1b Qualified dividends	2017 Form 1099-DIV	
PAYER'S federal identification number	RECIPIENT'S identification number	2a Total capital gain distr.		
		2c Section 1202 gain	2d Collectibles (28%) gain	
RECIPIENT'S name		3 Nondividend distributions	4 Federal income tax withheld	
Street address (including apt. no.)		5 Investment expenses	6 Foreign tax paid	
City or town, state or province, country, and ZIP or foreign postal code		7 Foreign country or U.S. possession	8 Cash liquidation distributions	
Account number (see instructions)	FATCA filing requirement <input type="checkbox"/>	9 Noncash liquidation distributions	10 Exempt-interest dividends	
		11 Specified private activity bond interest dividends	12 State	
		13 State identification no.	14 State tax withheld	

Dividends and Distributions

**Copy B
For Recipient**

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

The 1099 will be sent from your brokerage house, typically by late January. Often, fund managers (such as Tortoise) will provide tax information on their websites that details the per share characterization of the fund's distribution.

Upon sale of MLP fund shares, you will recognize capital gain or loss measured by the difference between your sale proceeds and your tax basis – there is no recapture of depreciation at ordinary rates at the investor level for an MLP fund.

In effect, an MLP fund can simplify the complexities associated with MLP investments for some investors by providing a diversified MLP portfolio, one 1099, no K-1s and no UBTI. As a corporation, an MLP fund is not subject to passive activity rules and therefore is able to aggregate income and loss from its MLP investments.

Concluding thoughts

While the tax terminology may appear challenging at first, it can be worthwhile to spend some time understanding the opportunity offered by MLPs or MLP funds and whether they are a good fit for your portfolio. MLPs historically have demonstrated investment characteristics that many investors view as attractive for their portfolios.

About Tortoise

Tortoise invests in assets and services that serve essential needs in society and can also serve essential client needs, such as diversification and income. Tortoise's expertise spans energy investing across the entire energy value chain, sustainable infrastructure including wind, solar and battery storage assets as well as water infrastructure, credit investing, direct lending to social infrastructure projects and index construction. Through a variety of investment vehicles, Tortoise provides access to a wide range of client solutions, focused on their evolving needs. For more information, please visit www.tortoiseadvisors.com.

Disclaimers

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MLPs are subject to many risks, including those that differ from the risks involved in an investment in the common stock of a corporation. Holders of MLP units have limited control and voting rights on matters affecting the partnership. Holders of units issued by an MLP are exposed to a remote possibility of liability for all of the obligations of that MLP in the event that a court determines that the rights of the holders of MLP units to vote to remove or replace the general partner of that MLP, to approve amendments to that MLP's partnership agreement, or to take other action under the partnership agreement of that MLP would constitute "control" of the business of that MLP, or a court or governmental agency determines that the MLP is conducting business in a state without complying with the partnership statute of that state. Holders of MLP units are also exposed to the risk that they will be required to repay amounts to the MLP that are wrongfully distributed to them. In addition, the value of the investment in an MLP will depend largely on the MLP's treatment as a partnership for U.S. federal income tax purposes. If an MLP does not meet current legal requirements to maintain partnership status, or if it is unable to do so because of tax law changes, it would be treated as a corporation for U.S. federal income tax purposes. In that case, the MLP would be obligated to pay income tax at the entity level and distributions received generally would be taxed as dividend income. Furthermore, MLP interests may not be as liquid as other more commonly traded equity securities.