



## Summary

A “carried” interest is the interest in partnership profits that a general partner receives from the investing partners for managing the investment and taking on the entrepreneurial risks of the venture, such as funding pre-development costs, guaranteeing construction budgets, and potential litigation. Carried interest is also granted for the value the general partner adds beyond routine services, such as business acumen, experience, and relationships. Carried interest may be taxed as ordinary income or capital gain depending on the character of the income generated by the partnership.

In the past year, both Republican and Democratic leaders have proposed making policy changes that would increase the tax burden on carried interest. President Trump urged Republican lawmakers to include a tax increase on carried interest as part of budget reconciliation legislation.

Since carried interest and its tax treatment first emerged as a controversial political issue in 2007, **RER has consistently opposed legislative proposals to tax all carried interest at ordinary income rates.**

## Key Takeaways

- **Carried interest is essential to real estate investment**, supporting housing development, economic growth, and the modernization of U.S. infrastructure.
- Carried interest is **not compensation for services**. General partners receive fees for routine services (leasing, property management). Those fees are taxed at ordinary tax rates.
- Proposals to tax all carried interest as ordinary income would result in an enormous tax hike on the **2.2 million** real estate partnerships and **9.7 million** real estate partners across the country who develop, own, and operate income-producing real estate.
- Unfair retroactive application of carried interest legislation to existing partnerships would distort the economics of private-sector agreements with unknown and potentially damaging consequences for real estate markets and the overall economy.

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## Background

### Proposed Changes to Carried Interest

- Lawmakers have introduced various proposals to increase the tax burden on carried interest since 2007.
- In 2017, Congress created a **three-year** holding period requirement for the reduced long-term capital gains rate.
- During his first term in office, President Trump urged Republican lawmakers to include much stricter restrictions on carried interest than the three-year holding period that was included in the final 2017 tax bill.
- In 2021, House Ways and Means Democrats passed legislation to extend the carried interest holding period from three to five years, and other changes, while adding a new exception for a real property trade or business (e.g., real estate). The proposals were not enacted.
- In February 2025, President Trump informed Republican congressional leaders that one of his main tax priorities is “closing the carried interest tax deduction loophole.” Shortly thereafter, a group of 13 Senate Democrats reintroduced the *Carried Interest Fairness Act* (S. 445).
- The *Carried Interest Fairness Act* would convert virtually all real estate-related carried interest income to ordinary income subject to the top tax rates and self-employment taxes.
- Former Senate Finance Chairman Ron Wyden (D-OR) has proposed treating carried interest as an interest-free loan from the limited partners to the general partner that is taxable upon grant, regardless of whether the partnership ever generates any profits.



## Recommendations

**Retain Current Law on Carried Interest:** Carried interest changes would harm small businesses, stifle entrepreneurs and sweat equity, and threaten future improvements and infrastructure in neglected areas.

- Such changes would increase the cost of building or strengthening infrastructure, workforce housing, and assisted living, and would deter risky projects, such as sites with potential environmental contamination.
- The tax code should reward risk-taking; **the capital gains rate should apply to more than just invested cash.**
- The tax code has never, and should never, limit the reward for risk-taking to taxpayers who have cash to invest. An entrepreneur who forgoes the security of a salary to invest time and effort into starting a business should qualify for capital gains treatment in the same way that a passive investor qualifies when they put their cash into a public stock or private venture.
- Carried interest proposals apply retroactively to prior transactions and partnership agreements executed years earlier. The agreements were based on tax law **as it existed at the time.**
- Changing the results years later would undermine the predictability of the tax system and discourage long-term, patient investment.