

**Corporate Taxation**  
**Syllabus and Course Information**  
**Fall 2004**

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**Course Materials:**

1. **Lind et al., *Fundamentals of Corporate Taxation* (5th ed. 2002) and 2004 Supplement (“Lind”)**
  - Lind will serve as our primary text for the course. Please complete all assigned readings before class.
  - Please also review the relevant corresponding sections of the Supplement.
  - Lind lists the relevant Code and Regulation sections at the beginning of each section. Please read those sections when reading the text.
  - Where noted below, please be prepared to discuss problems in the Lind text.
  - Most Code and Regulation sections should be available in the Stark & Klein supplement, listed below. In the event they are not, all Code sections are 26 U.S.C. § \_\_\_\_\_ and all Regulation sections are 26 C.F.R. § \_\_\_\_\_ (both available on Westlaw).
  
2. **Stark & Klein, *Corporate and Partnership Income Tax Code and Regulations, Selected Sections* (2005-05 ed.).**
  - Please always bring the Stark & Klein text to class. We will refer to the Code and Regulations frequently.
  
3. **Abrams & Doernberg, *Federal Corporate Taxation* (5th ed. 2002) (“A&D”).**
  - The A&D text offers a more conceptual approach to the materials covered in the Lind text.

- Except where specifically assigned for class, we will not discuss the A&D reading directly, but you should review the relevant A&D sections after class. It should serve as a helpful review.

#### **4. Other Materials.**

- We will distribute other materials via email before class.
- We have placed a copy of Bittker & Eustice, *Federal Income Taxation of Corporations and Shareholders* (7th ed. 2002 & Supp.) (“B&E”) on permanent reserve at the Library. B&E is the preeminent treatise in the field. You may find it helpful to refer to B&E for a more in-depth, but very easily readable, analysis of those concepts we discuss in class.
- For those seeking a good synopsis of basic income tax concepts, *Chirelstein, Federal Income Taxation, A Law Student’s Guide to the Leading Cases and Concepts* (9th ed. 2002) is available at [www.foundation-press.com](http://www.foundation-press.com).

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#### **Week of August 17:**

##### **Introduction**

- *For Class:* Lind, Chapter 1; Problem page 20.
  - Skim parts B.2, “The Corporate Alternative Minimum Tax,” B.5, “Corporate Tax Shelters,” and B.6, “The Integration Alternative.”
  - Skip part D, “Recognition of the Corporate Entity”.
- *For Review:* A&D, Chapters 1, 3.01-02; B&E, Chapters 1, 2, and 5.

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#### **Week of August 24:**

##### **Corporate Formation**

- *For Class:* Lind, Chapter 2; Problems pages 54, 62, 63 (but skim only 2(e)), 72 (skip (b)), 90, 91, 101.
  - Skim only part F.3, “Organizational Expenses” and skip problem following.
- *For Review:* A&D, Chapter 2; B&E, Chapter 3.

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#### **Week of August 31:**

##### **Respecting the Corporation**

- *For Class:* A&D, Chapter 3.03-04

- Read Code sections 269, 482, and Regulation section 1.482-1(f)(1)
- Read *Moline Properties, Inc. v. Comm'r*, 319 U.S. 436 (1943); *Paymer v. Comm'r*, 150 F.2d 334 (2d Cir. 1945); *Bollinger* (in Lind, page 43); *National Securities Corp. v. Comm'r*, 137 F.2d 600 (3d Cir. 1943).

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**Week of September 7:**

**Debt vs. Equity**

- *For Class:* Lind, Chapter 3.A-C; Problem 1.
- *For Review:* A&D, Chapter 3.06; B&E, Chapter 4.A

**Nonliquidating Distributions of Cash; Earnings and Profits**

- *For Class:* Lind, Chapter 4.A-C; Problem page 150 (assuming \$1,800 depreciation add-back); Problem page 154(a)-(b).
- *For Review:* A&D, Chapters 4.01-04; B&E, Chapter 8.A.

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**Week of September 14:**

**Nonliquidating Distributions of Property; Constructive Distributions; Dividends Received Deduction**

- *For Class:* Lind, Chapter 4.D-G; Problem page 158(a)-(b), (d)
- *For Review:* A&D, Chapters 4.05-08; B&E, Chapter 8.B.

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**Week of September 21:**

**Redemptions and Partial Liquidations**

- *For Class:* Lind, Chapter 5.A-F.1; Problem page 191, 195, 211 (1 only, skip 2 and 3), 225-26 (1 and 2 only, skip 3); skim Problem page 230.
- *For Review:* A&D, Chapter 5.01-06; B&E, Chapter 9.01-07; 9.20-24.

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**Week of September 28:**

**Stock Dividends**

- *For Class:* Lind, Chapter 6; Problem page 288.
- *For Review:* A&D, Chapter 6; B&E, Chapter 8.C.

**Week of October 5:**

**Taxable Liquidations**

- *For Class:* Lind, Chapter 7.A-B; Problem page 328(a)-(c).
- *For Review:* A&D, Chapter 8.01-02; B&E, Chapter 10.A.

**Tax-free Liquidations of Subsidiaries**

- *For Class:* Lind, Chapter 7.C; Problems page 339-40.
  - *For Review:* A&D, Chapter 8.03; B&E, Chapter 10.B.
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**Week of October 14**

**Taxable Acquisitions**

- *For Class:* Chapter 8.A-D (skim Parts 8.E-F); Problem 1 page 364.
  - *For Review:* A&D, Chapter 9; B&E, Chapter 10.C.
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**Week of October 19:**

**Redemptions by Related Corporations**

- *For Class:* Lind, Chapter 5.G; B&E, Chapter 9.09 (to be distributed via email).
  - *For Review:* A&D, Chapter 5.07
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**Week of October 26:**

**Tax-Free Asset Reorganizations**

- *For Class:* Lind, Chapter 9.A, B.1, and B.3, Problems page 433-34; B&E, Chapter 12.26 (to be distributed via email).
  - *For Review:* A&D, Chapter 10.01, 10.02(a), (c), and (d); B&E, Chapter 12.A, 12.20-22, and 12.24.
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**Week of November 2:**

**Tax-Free Stock Reorganizations**

- *For Class:* Lind, Chapter 9.B.2; Problems Page 453, 1(a)-(e), 2(a); 3(a)-(d)
- *For Review:* A&D, Chapter 10.02(b); B&E, Chapter 12.23

### **Shareholder-level and Corporate-level Consequences**

- *For Class:* Chapter 9.C, Problems Page 485(a)-(d); Page 491 1(a)-(b), (e)
  - *For Review:* A&D, Chapter 10.03; B&E, Chapter 12.C.
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#### **Week of November 9:**

##### **Triangular Reorganizations**

- *For Class:* Chapter 9.B.4-5, Problems Page 469-70.
- *For Review:* A&D, Chapter 10.02(e) and (f); B&E, Chapter 12.25.

##### **Recapitalizations and F Reorganizations**

- *For Class:* Chapter 11.A and C, Problems Page 571, 1(a), 2, 3(a).
  - *For Review:* A&D, Chapter 10.05; B&E, Chapter 12.28.
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#### **Week of November 16:**

##### **Corporate Divisions**

- *For Class:* Lind, Chapter 10
  - Skim Part 10.E.2; skip problem page 558.
  - Skim all problems.
- *For Review:* A&D, Chapter 10.04; B&E, Chapter 11.

##### **Carryover of Attributes**

- *For Class:* Lind, Chapter 9.D.
  - *For Review:* A&D, Chapter 11.01-04; B&E, Chapter 14.A-B; 14.42-44
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#### **Last class on November 23:**

##### **Review**