

**San José State University**  
**College of Business**  
**Accounting and Finance Department**

**Taxation of Business Entities**

**BUS 223G**  
**Spring 2018**

**Instructor:** Joel Busch

**Office Location:** Lucas Graduate School of Business

**Telephone:** (408) 924-3494

**Email:** Via Canvas Email

**Office Hours:** 30 minutes before and after class and by appointment

**Class Days/Time:** Mondays - 6:00 p.m. to 10:00 p.m.  
Saturday (Jan. 20) – 9:00 a.m. to 5:00 p.m.  
Wednesday (Feb. 7) – 6:00 to 10:00 p.m.

**Classroom:** Lucas School Silicon Valley Site  
2933 Bunker Hill Lane - Suite 120  
Santa Clara, CA 95054

**(Co) Prerequisites:** Bus 223A

**Canvas and MYSJSU Messaging**

Course materials such as syllabus, handouts, PowerPoint slides, notes, assignment instructions, etc. may be found on the Canvas learning management system course website. You are responsible for regularly checking Canvas to learn of any course updates – including new messages, readings and assignments.

## Course Description

Income tax treatment of different types of business entities and their owners. Focuses on operations, reporting, formation, restructuring and termination. Selected special state and international tax rules, tax planning, and underlying tax policies also covered.

## Course Learning Outcomes

Upon completion of this course students will be able to:

CLO 1: Explain federal tax differences and similarities of business entities.

CLO 2: Apply basic tax rules on operation and formation of business entities for tax compliance and planning purposes.

CLO 3: Explain the historical, operational and policy reasons for the basic federal tax rules governing business entities.

CLO 4: Develop conceptual and analytic skills with real world applications.

CLO 5: Identify, understand and resolve complex and multijurisdictional tax issues within the context of our global economy and society.

CLO 6: Learn and acquire research skills for exploring both familiar and novel areas of the tax law and to communicate the findings using clear terms.

CLO 7: Appreciate tax policy issues and foundations of the tax law.

CLO 8: Understand the ethical implications of tax practice.

CLO 9: Develop skills for effective tax practice including keeping current, interacting with others, and career advancement.

## Required Texts/Readings

### Textbook

You have two options to purchase the required South-Western (Cengage) 2018 Corporations and Partnerships textbook (with the required LMS version of CengageNOW online study tools and homework system):

1) Purchase the looseleaf textbook (with the LMS version of CengageNOW online study tools and homework system) at the main campus bookstore (do not purchase the paper copy of this textbook using option #2 below):

2) Purchase the electronic-only, pure digital version of the textbook (with the LMS version of CengageNOW online study tools and homework system) online directly from the publisher at the following URL: <http://services.cengagebrain.com/course/site.html?id=2624750>

(Note that if you purchase this electronic-only / pure-digital version you will be required to bring your laptop or smartphone (capable of viewing the online textbook) to every class session).

### Readings

*Note* – Please see the detailed reading instructions in the class session calendar below.

[All materials outside of the textbook are available online or via your online SJSU library account]

Note: *Primary* reading for this course also includes Federal and California statutes, regulations and case law.

- BNA Portfolio 1550 – Choice of Entity – An Overview of Tax and Non Tax Considerations
- BNA Portfolio 750 – Corporate Overview
- IRS Publication 334 (Tax Guide for Small Businesses):  
<http://www.irs.gov/pub/irs-pdf/p334.pdf>
- IRS Business Structures website - <http://www.irs.gov/Businesses/Small-Businesses-&Self-Employed/Business-Structures>  
IRS S Corporation Compensation and Medical Insurance Issues:  
<http://www.irs.gov/Businesses/Small-Businesses-&Self-Employed/S-Corporation-Compensation-and-Medical-Insurance-Issues>
- IRS Schedule C Small Business Workshop Video:  
<http://www.irsvideos.gov/SmallBusinessTaxpayer/virtualworkshop/Lesson2>
- California Property Tax – An Overview (BOE Pub. 29):  
<http://www.boe.ca.gov/proptaxes/pdf/pub29.pdf>
- Your California Seller's Permit (California Sales/Use Tax)  
(CDTFA Pub. 73 – Oct. 2017 Edition):  
<http://www.cdtfa.ca.gov/formspubs/pub73.pdf>
- California FTB – 2017 Partnership Tax Booklet:  
(Obtain on [www.ftb.ca.gov](http://www.ftb.ca.gov) when published in early 2018)  
Focus on: When and where to file, penalties and interest, definitions, who must file, annual tax, and cancelling a limited partnership or limited liability partnership. Skim the remainder.
- California FTB – Limited Liability Company (LLC) Filing Information Publication (FTB 3556): <https://www.ftb.ca.gov/forms/misc/3556.pdf>
- California FTB – Overview of Withholding on Pass-Through Entity Owners:  
<https://www.ftb.ca.gov/individuals/wsc/partnerships-and-limited-liability-companies.shtml>
- California FTB Publication 1017 (California Resident and Non-Resident Withholding):  
<https://www.ftb.ca.gov/forms/misc/1017.pdf>

- California FTB – 2017 Corporation Tax Booklet:

(Obtain on [www.ftb.ca.gov](http://www.ftb.ca.gov) when published in early 2018)

Focus on: Franchise or Income Tax; Tax Rates; Minimum Franchise Tax; When to File; Extension of Time to File; Electronic Payments; Estimated Tax; New/Commencing Corporations; Penalties; and Suspension/Forfeiture. Skim the remainder.

- California FTB – 2017 S Corporation Tax Booklet:

(Obtain on [www.ftb.ca.gov](http://www.ftb.ca.gov) when published in early 2018)

Focus on: Franchise or Income Tax; Tax Rate and Minimum Franchise Tax; Elections and Terminations; When to File; Extension of Time to File; Electronic Payments; (CA Specific 10-Year) Built-In-Gains; Estimated Tax; New/Commencing Corporations; Penalties; and Suspension/Forfeiture. Skim the remainder.

- California Franchise Tax Board's Guide to Forms of Ownership:  
<https://www.ftb.ca.gov/forms/misc/1123.pdf>
- AICPA Comparison of Business Entities:  
<http://www.aicpa.org/interestareas/tax/resources/taxplanning/downloadabledocuments/comparison%20of%20business%20entities.pdf>
- Joint Committee on Taxation, *Selected Issues Relating To Choice Of Business Entity* (7/27/12): <https://www.jct.gov/publications.html?func=startdown&id=4478>
- Congressional Budget Office, *Taxing Businesses Through the Individual Income Tax* (Dec. 2012): <https://www.cbo.gov/sites/default/files/112th-congress-2011-2012/reports/43750-TaxingBusinesses2.pdf>
- FTB Pub. 1093: <https://www.ftb.ca.gov/forms/misc/1093.pdf>
- **The Tax Cuts and Jobs Act:** <https://www.congress.gov/115/bills/hr1/BILLS-115hr1enr.pdf>
- Additional materials may be delivered in class or posted on Canvas
- Use of RIA, CCH, TTR and BNA for research and background reading to supplement above readings.

## MST Program Administrative Guidelines

- Please see the 2017/2018 New Student Handbook at:  
[http://www.sjsu.edu/lucasgsb/docs/MST\\_New%20Student%20Handbook%20Fall%202017\\_rev\\_090817.pdf](http://www.sjsu.edu/lucasgsb/docs/MST_New%20Student%20Handbook%20Fall%202017_rev_090817.pdf)

## Assignments and Grading Policy

**Reading and Viewing Assignments:** Reading and video viewing assignments have been scheduled throughout the

class term. It is expected that the students have completed the assigned reading and watched the assigned videos prior to class.

**Homework:** Homework assignments are assigned throughout the course.

The primary purposes for the homework assignments are to assist you in understanding the course subjects and to prepare you for the exam. All homework assignments must be taken and submitted using the online CengageNow system.

Only with advanced consent of the instructor and under very limited circumstances may homework assignments be turned in other than through the CengageNOW online system. As such, **you are responsible for ensuring that you purchase the CengageNOW system in sufficient time before the first (and subsequent) assignments are due.**

You will normally receive your scores immediately after you complete each homework assignment. Unless instructed otherwise, you can re-take the assignment as many times as you need to up until the due date of the assignment until you reach a 100% score to receive full credit for the homework assignment. Homework scores with less than a 100% score and those turned in late are subject to point reductions. Late submissions of homework will only be allowed with consent by the instructor. If no consent is given by the instructor, your score for that particular homework assignment will be zero. For some homework assignments where an alternative scoring system to that stated above is in place, an announcement will be made in class and/or posted on the Canvas website.

**Quizzes:** There will be four (4) online quizzes and one (1) in-class quiz during the semester.

The online quizzes will be taken online on Canvas. You will have two attempts at each quiz. The highest score of the two attempts will be used as your score for that particular quiz. Late submissions of quizzes may only be done with permission from the instructor and are subject to a deduction of points. **The online quizzes must be undertaken on an individual basis – they are not group quizzes. It is against MST and University policy to share answers among students (current, former or future).**

The one (1) in-class quiz will be taken (unless stated otherwise) using a Scantron form (Version 882-E).

**Exams:** A final examination will be administered during the final week of class. One page of notes (not larger than 8.5" x 11", double-sided) will be allowed. The exam will be multiple-choice. You must choose the best answer to each question to be awarded points for that particular question. *All submitted exam answers will require the use of a Scantron form (Version 882-E).*

**Grades:** Course grades will be determined on the basis of total points earned in the class. Please see below for additional information on grading:

<b>CengageNOW Homework (7)</b>	<b>70 points</b>	<b>(10 points each)</b>
<b>Canvas Online Quizzes (4)</b>	<b>40 points</b>	<b>(10 points each)</b>
<b>In Class Quiz</b>	<b>20 points</b>	
<b>Final Exam</b>	<b><u>240 points</u></b>	
<b>Total Possible Points</b>	<b>370 points</b>	

Grades will follow the pattern of 90% or higher for an A, 80% or higher for a B, 70% or higher for a C, etc. Plus and minus grades will be used for scores within two percentage points (rounded) of the grade breakpoint (for example, 92% for an A- grade). I may lower the percentage required to earn a certain grade, however, I will not raise the percentage.

**Class Participation:** While you are encouraged to ask or answer questions in class, points will not be awarded for class participation.

### **University Policies**

Per University Policy S16-9, university-wide policy information relevant to all courses, such as academic integrity, accommodations, etc. will be available on Office of Graduate and Undergraduate Programs' Syllabus Information web page at: <http://www.sjsu.edu/gup/syllabusinfo/>

### **Lucas College and Graduate School of Business:**

**Mission:** We are the institution of opportunity in Silicon Valley, educating future leaders through experiential learning and character development in a global business community and by conducting research that contributes to business theory, practice and education.

## Taxation of Business Entities

Bus. 223G – Spring 2018

Mondays 6:00 p.m. to 10:00 p.m.

(SCHEDULE IS SUBJECT TO CHANGE WITH FAIR NOTICE)

(Any changes will be announced in class and/or on Canvas)

### Course Schedule

C l a s	Date	Class Topics	Reading / Viewing Due Before Class  (See links / references above under “Readings”)	Homework and Other Activities to Complete Before Class
1	1/8	Introduction to the course and topic  What is a business entity – incl. key elements and definitions  Reasons for variety of forms of business entities  Overview of history and tax differences among entities  Formation of business entities – legal perspectives  Finding the federal tax rules for each entity form  Trends in usage of entity types  Introduction to Property tax and Sales/Use tax in California.  An Introduction to the Impact of the Tax Cuts and Jobs Act on Businesses	1) Textbook: Sect. 2-1 2) AICPA Comparison of Business Entities 3) Skim links on IRS Business Structures website 4) Joint Committee on Taxation, <i>Selected Issues Relating To Choice Of Business Entity</i> 5) Congressional Budget Office, <i>Taxing Businesses Through the Individual Income Tax</i> : 6) California Franchise Tax Board’s Guide to Forms of Ownership 7) California Property Tax – An Overview (BOE Pub. 29) { Through Pg. 17 – <u>skip</u> Timber & Yield Tax } 8) Your California Seller’s Permit (California Sales/Use Tax – CDTFA Pub. 73) 9) Cal. Rev. & Tax §§64(c); 441; 443; 453; 469; 470; 6019; 6367 10) Cal. Reg. 462.180(d)(1) 11) Tax Cuts and Jobs Act: Skim the following: Subtitle A, Part II; Subtitle B; Subtitle C, Parts I and IV	1) Register for your online account at CengageBrain.com  2) Register for the CengageNow online system

<b>C l a s s</b>	<b>Date</b>	<b>Class Topics</b>	<b>Reading / Viewing Due Before Class  (See links / references above under “Readings”)</b>	<b>Homework and Other Activities to Complete Before Class</b>
	1/15	No Class – Martin Luther King, Jr. Holiday		
2	1/20 (Sat.) 9:00 To 5:00 pm  (Before Break)	<b>Sole Proprietorships</b> – formation, Operation, termination, special rules, tax compliance; tax planning, tax policy considerations  Self-employment tax; Clarification of Schedule C vs. Schedule E real estate activities; Spousal Joint Ventures	1) IRC §§162; 469(h); 1401; 3101(a) and (b)(1); 3111(a) and (b)(1); and 6041 2) Treas. Reg. §§ 1.6041-1; 1.6041-3 & 1.183-2(b) 3) <i>IRS v. Robert P. Groetzinger</i> (87-1 USTC ¶ 9191) 4) IRS Publication 334: Tax Guide for Small Businesses (Chapters 1 and 10; Chapter 5 – Real Estate Rents section only) 5) Watch IRS Schedule C Small Business Workshop Video  (For video - focus on Referenced Forms; Publications as well as the Self-Employment & Estimated Tax Sections)	Online Canvas Quiz #1  CengageNOW Homework Set #1
3	1/20 (Sat.) 9:00 To 5:00 pm  (After Break)	<b>Partnerships and LLCs</b> – formation, operation, restructuring, termination, special rules, tax planning, tax policy considerations	1) Textbook – Chapter 10 (skip: Economic and Substantial Effects in Sect. 10-3b)  2) IRC §§ 83(a); 195; 465; 469; 701-709; 721-723; 731; 734; 741; 751-752; 754; 761; 1001(a), (b) and (c); 1402(a); 6063; 6698 and 7701(a)(2)  3) Treas. Reg. §§1.6031(a)-1(a) and –(e)  4) Rev. Proc. 84-35  5) Supplemental Reading Posted on Canvas	



4	1/22	<p><b>Partnerships and LLCs (Continued)</b> – formation, operation, restructuring, termination, special rules, tax planning, tax policy considerations</p> <p>California reporting – including California withholding and California LLC, LP and LLP taxes and fees – including extensions for the 2016 and 2017 tax years for partnerships and LLCs taxed as partnerships</p>	<p>1) Textbook – Chapter 11 (Skip Sections 11-1e; 11-2; 11-3b; 11-5; 11-7a and 11-8)</p> <p>2) Calif. Rev. &amp; Tax. §§ 17851; 17935-17936; 17941; 17948; 18567; 18633(a) &amp; (b); 18633.5; 19131 and 19172</p> <p>3) Calif. Regs. 23038(b)-1 and 23038(b)-3</p> <p>4) 2017 Partnership Tax Booklet (See details above in Texts/Readings)</p> <p>5) California FTB – Limited Liability Company (LLC) Filing Information Publication (FTB 3556)</p> <p>6) <i>IRS v. Culbertson</i>, 337 US 733 (1949)</p> <p>7) California FTB – Overview of Withholding on Distributions to Non-California Partners and LLC Members</p> <p>8) California FTB – Publication 1017 (Pages 14-17 - Domestic Pass-Through Entities Section: Partnership and LLCs)</p> <p>9) Supplemental Reading Posted on Canvas</p>	<p>CengageNOW Homework Set #2</p> <p>Canvas Online Quiz #2</p>
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<b>C l a s s</b>	<b>Date</b>	<b>Class Topics</b>	<b>Reading / Viewing Due Before Class</b> (See links / references above under “Readings”)	<b>Homework and Other Activities to Complete Before Class</b>
5	1/29	<b>C Corporations</b> – formation, operation, termination, special rules, tax compliance; tax planning, tax policy considerations	<p>1) Textbook – Section 2-2 through 2-4e (Skip Section 2-2e); Section 2-4g; Section Sect. 4-1 to 4-2</p> <p>2) IRC §§1(h)(11); 11; 301; 312; 316(a); 331; 351; 448; 531 &amp; 3121(d)(1)</p> <p>3) Treas. Reg. §§ 301-7701-2(b); 301-7701-3(a); 1.316-1(a); 31.3121(d)-1(b) and 31.3401(c)- 1(f)</p> <p>4) <i>Eberl’s Claim Service, Inc. v.</i> <i>IRS</i> (2001-1 USTC ¶50,396)</p> <p>5) Joint Committee on Taxation, <i>Selected</i> <i>Issues Relating to Choice Of Business</i> <i>Entity</i> (Pages 19-21)</p> <p>6) Supplemental Reading Posted on Canvas</p>	CengageNOW Homework Set #3

6	2/5	<b>C Corporations</b> (Continued) – Continuation of Federal rules – including dividend and non-dividend distributions with a strong focus on Earnings and Profits (E&P)	1) Textbook: Sect 3-2 to 3-3b (skim Section 3-2c and 3-2d); Sect 5-1 through 5-3  2) IRC §§243; 246; 354; 361; 368; 381; 1361 & 1362  3) Treas. Reg. §§1.368-1;1.368-2  4) <i>Louangel Holding Corp., v.</i> <i>Anderson</i> , 15 AFTR 1 (9 F. Supp. 550), DC-NY (1934)  5) Supplemental Reading Posted on Canvas	CengageNOW Homework Set #4
7	2/7 (Wed.)	<b>C Corporations</b> (Continued)  Federal taxation of C corporations (continued)  California taxation of C corporations  <b>S Corporations</b> – formation, operation, termination, special rules, tax planning, tax policy considerations	1) Textbook: Chapter 6-5 through 6-7; Chapter 12 (Skip LIFO recapture tax in Sect. 12-3g)  2) IRC §§1366 – 1367  3) Calif. Rev. & Tax. §§18601(a); 23101; 23114; 23151; 23153 and 24451  4) California FTB 2017 Corporation Tax Booklet (See details above in Texts/Readings)  5) IRS S Corporation Compensation and Medical Insurance Issues  6) Supplemental Reading Posted on Canvas	CengageNOW Homework Set #5  Canvas Online Quiz #3

8	2/12	<b>S Corporations (Continued)</b>  California taxation of S corporations  //////////////////// Income-Splitting  Introduction to international tax issues  Introduction to corporate reorganizations – including California sales/use and property tax issues and planning points  Introduction to C Corp. consolidated tax returns  Ethical considerations of representing entities and their owners  *** <b>In-Class Quiz</b> ***	1) Textbook – Section 2-3c; Chapter 7 (Section 7-1 through 7-4d); Chapter 8 (Sect. 8-1 through 8-5b, Example 20 {Skip Sect. 8-4}); Chapter 9 (Sect 9-1 and 9-3d)  2) 2017 California S Corporation (See details above in Texts/Readings)  3) IRC §§ 482 & 511-513  4) Treas. Reg. §§ 1.513-1; 1.511-2(a)(2) and 1.513-2(a)  5) BNA Portfolio 1550 – Sections 1550.04.A.1(a) and (b); and 1550.04.A.2  6) BNA Portfolio 750, Section VIII  7) Cal. Rev. & Tax. §§23800; 23800.5; 23801; and 23802  8) FTB Pub. 1093  9) Supplemental Reading Posted on Canvas	CengageNOW Homework Set #6   Canvas Online Quiz #4  <b>*In-Class Quiz *</b>
9	2/19	Tax Planning for Entity Conversions  Review for Final Exam	BNA Portfolio 1550 – Section 1550.05	CengageNOW Homework Set #7
10	2/26	Final Exam		