

San Jose State University

Master's in Tax Program

BUS 225B Syllabus

Taxation of Corporate Reorganizations

Fall, 2022

First Class September 26, 2022 (6 pm – 10 pm)

Adjunct Instructor Zachary (“Zack”) M. Nolan, Esq., LL.M

Class meetings	Ten 4-hour Classes. Wednesdays September 26 to November 28 (6 pm – 10 pm) Saturday October 22 (two class sessions; 9 am to 5 pm) The following classes will be online held via Zoom: October 03, October 10, and November 7
Office hours	By appointment via Zoom or before or after class
Office	At Bunker Hill facility or via Zoom unless otherwise specified
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Course Description / Student Learning Objectives

Income tax treatment of corporate reorganizations and amalgamations, including acquisitions, tax-free and taxable as well as corporate division. Tax treatment of net operating losses, earnings and profits, property basis and other corporate attributes. Prerequisite: BUS 223A, BUS 223G

- To understand the income taxation tax-free reorganizations and planning options related to each of the various types of reorganizations.
- To understand the income taxation of taxable acquisitions.
- To understand the income taxation of corporate separations.
- To understand the income taxation of liquidations
- To understand the affect to a corporation’s tax attribute as a result of reorganizations, split-ups, and acquisitions.
- To understand practical applications of mergers and acquisitions, and many common business processes around these activities for Silicon Valley corporations.

Course Materials

There is no course book. Rather, each topic will have its own assignment, typically reading the relevant primary authority: IRC Statute, Treasury Regulations, and Revenue Rulings and court cases. In addition, some articles and/or a CCH segment will be assigned at least one week prior to the lesson. Generally, the instructor will lecture with a slide deck, which will be placed in the Canvas system on or before the date of the lecture at <http://sjsu.instructure.com>. You are responsible for regularly checking with the messaging system through MySJSU at <http://my.sjsu.edu> and via the announcements tab on the Canvas website for this class. In addition, current articles and commentary may be assigned as homework preparations, in which case internet links will be provided, or e-copies placed in the Canvas system.

Summary of Course Activities

From time to time, professional tax experts in specific issues will co-instruct with the class instructor. Students are requested to be professional and courteous to all instructors. Moreover, students are requested to ask questions, reply to open discussion points, and enhance the learning environment for the entire class.

Students will be asked to participate in a Small Group. Each Small Group will be focused on one High Tech sub-industry (Networking Equipment; Semiconductors; Software-as-a-Service, etc.), chosen by the end of Lesson #1. Each Small Group will have 3 representative companies which the Small Group will study, as models for business analyzing M&A activity for that sub-industry.

Each Small Group will be assigned a presentation, which will be made to the entire class. The Small Group presentation will be approximately 15 to 20 minutes in length. Each Small Group presentation must be accompanied by a 3 to 10-page outline (typically, PowerPoint) of the materials to be presented, provided to the Instructor prior to the presentation. The class presentation must be oral and should include all Group members.

The midterm and final exams will contain items assigned for reading as homework and discussion topics presented by the Instructor, guest instructors, and the Small Groups during class.

Grading

Assignment	Points
Small Group Student Presentation	10%
Midterm	45%
Final exam	45%
TOTAL	100%

Determination of Grades

There are no extra-credit opportunities available for this course. All assignments must be submitted by the posted deadline. Late submissions will not be considered and will yield a grade of zero. Course grades are determined using the following table:

<i>Grade</i>	<i>Percentage</i>
<i>A plus</i>	<i>98 to 100%</i>
<i>A</i>	<i>92 to 97%</i>
<i>A minus</i>	<i>90 to 91%</i>
<i>B plus</i>	<i>88 to 89 %</i>
<i>B</i>	<i>82 to 87%</i>
<i>B minus</i>	<i>80 to 81%</i>
<i>C plus</i>	<i>78 to 79%</i>
<i>C</i>	<i>72 to 77%</i>
<i>C minus</i>	<i>70 to 71%</i>
<i>D plus</i>	<i>68 to 69%</i>
<i>D</i>	<i>62 to 67%</i>
<i>D minus</i>	<i>60 to 61%</i>
<i>F</i>	<i>Below 60%</i>

MST Program Learning Objectives:

1. **Global Economy:** Evaluate tax compliance and planning issues within the context of our global economy.
2. **Research:** Prepare tax research reports based on primary authority.
3. **Communication:** Demonstrate effective written and oral communication skills for tax compliance and planning.
4. **Tax Policy:** Explain policy principles for existing tax law and proposals for change.
5. **Ethics:** Evaluate appropriate approaches to the ethical issues of tax compliance and planning.
6. **Professional Development:** Demonstrate skills for effective and inclusive tax practice to excel in the tax profession.

Reading and Assignment Schedule (also see Canvas site)

Subject to Modification with Advance Notification

	Date	Topics	Assignments	Assigned Readings
Lesson 1 (in person)	September 26	Introductions; Entity Overview; Distributions; Redemptions	Lesson 1 Problem Sheet	See Problem Set for IRC and Treasury Regulation Readings
Lesson 2 (online)	October 03	Taxable and Tax-Free Liquidations	Lesson 2 Problem Sheet	See Problem Set for IRC and Treasury Regulation Readings
Lesson 3 (online)	October 10	Tax-Free Incorporations and Contributions	Lesson 3 Problem Sheet	See Problem Set for IRC and Treasury Regulation Readings
Lesson 4 (in person)	October 17	General Requirements for Tax-Free Reorganizations	Lesson 4 Problem Sheet	See Problem Set for IRC and Treasury Regulation Readings
Lesson 5 & 6 (in person)	October 22	Midterm Exam; Student Presentation; A & C Reorganizations	Prepare for Midterm; Lesson 5 Problem Sheet	See Problem Set for IRC and Treasury Regulation Readings; Review Previous Materials for Exam
Lesson 7 (in person)	October 24	B & D Reorganizations	Lesson 7 Problem Sheet	See Problem Set for IRC and Treasury Regulation Readings
Lesson 8 (online)	November 7	Triangular Reorganizations; Spin-offs, Split-offs, and Split-ups	Lesson 8 Problem Sheet	See Problem Set for IRC and Treasury Regulation Readings
Lesson 9 (in person)	November 14	Due Diligence; Tax Careers in M&A; Review for Final Exam	Lesson 9 Problem Sheet	See Problem Set for IRC and Treasury Regulation Readings; Review Previous Materials for Exam
Lesson 10 (in person)	November 28	Final Exam	Prepare for Final Exam	

University Policies

Academic Integrity

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](http://www.sjsu.edu/gup/syllabusinfo/) at <http://www.sjsu.edu/gup/syllabusinfo/>. Be sure to review these university policies and resources.

Commitment

“Success in this course is based on the expectation that students will spend, for each unit of credit, a minimum of 45 hours over the length of the course (normally three hours per unit per week) for instruction, preparation/studying, or course related activities, including but not limited to internships, labs, and clinical practical. Other course structures will have equivalent workload expectations as described in the syllabus.”

Campus Policy in Compliance with the American Disabilities Act

If you need course adaptations or accommodations because of a disability, or if you need to make special arrangements in case the building must be evacuated, please make an appointment with me as soon as possible, or see me during office hours. Presidential Directive 97-03 requires that students with disabilities requesting accommodations must register with the DRC (Disability Resource Center) to establish a record of their disability.

Consent for Recording of Class and Public Sharing of Instructor Material

University Policy S12-7, <http://www.sjsu.edu/senate/docs/S12-7.pdf>, requires students to obtain instructor's permission to record the course.

- Common courtesy and professional behavior dictate that you notify someone when you are recording him/her. **You must obtain the instructor's permission to make audio or video recordings in this class.** Such permission allows the recordings to be used for your private, study purposes only. The recordings are the intellectual property of the instructor; you have not been given any rights to reproduce or distribute the material.”
- **Course material developed by the instructor is the intellectual property of the instructor and cannot be shared publicly without his/her approval.** You may not publicly share or upload instructor generated material for this course such as exam questions, lecture notes, or homework solutions without instructor consent.
- You may request permission, either in writing or orally, at any time during the semester.
- **If students or guests may be on the recording, permission of those students or guests should be obtained as well.**

Campus Mask Policy

Per University Policy, masks or face coverings must be worn by everyone while inside campus facilities or in a shared vehicle for a university-sponsored activity. For more information, please visit <https://www.sjsu.edu/healthadvisories/masks.php>.