

**Corporate Taxation II (LAW 7613)**  
M 3:15-4:40 p.m. & W 1:15-2:40 p.m. (HOL 359)  
Spring 2025 Syllabus

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(1) M 1:30-2:30 p.m. & Th 9:00 – 10:00 a.m.; meetings will be in my office, but I will also keep a Zoom link open on my desktop for students who prefer to meet virtually (<https://ufl.zoom.us/j/3910352185>).

(2) By appointment.

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**Course Description and Preparation Time:**

This course focuses on taxable and nontaxable mergers, acquisitions, divisions, and other restructurings involving U.S. “C” corporations. This course focuses on U.S. domestic law and does not examine the issues that would be raised by cross-border transactions. This course is 3 credits. You should spend at least 2 full hours preparing for each hour of class time. This is the minimum preparation time needed for you to be able to follow class discussion; the material is complex and will require many more hours of study for mastery. You will need to review concepts discussed in Corporate Taxation I; specifically, you are expected to be able to recall and apply §§ 243, 301, 302, 312, 316, 318, 351, 357, 358, 362, 1032, and 1059. Slides reviewing these provisions will be posted to Canvas.

**Course Expectations and Learning Outcomes:**

- Apply a selection of Internal Revenue Code provisions relating to C corporation liquidations, acquisitions, and divisions.
- Explain the difference between a taxable and nontaxable acquisition or division; explain the types of nontaxable acquisitive reorganizations (e.g., type A, reverse triangular merger, type B) and the forms of nontaxable corporate divisions (e.g., spin-off).
- Improve ability to interpret and apply tax statutes and regulations.
- Establish a base from which to acquire further tax expertise.

**Course Prerequisite:**

You must have taken Corporate Taxation I or receive permission from Professor Luke.

## **Methodology & Course Materials:**

Class meetings will be spent primarily on discussing Problem Sets. Some materials will be covered through asynchronous lectures and required quizzes that will be posted to Canvas. Such asynchronous lectures and quizzes will factor into your participation grade (see below).

A slideshow review of the key concepts discussed during class and in the asynchronous lectures will be made available through Canvas for each course segment, but it will not be made available until after a segment is completed in class. Class time will not be used to review the slides (or other review materials that may be provided).

Optional review sessions will be scheduled in connection with the final exam and may also be scheduled during the semester as needed.

The casebook is *Federal Income Taxation of Corporations* (6<sup>th</sup> ed., Wells, Luke, McMahon, & Simmons). You are also required to study various provisions of the current Internal Revenue Code and Treasury Regulations. If there are changes to the law, there may be changes to the assigned material, and additional reading may be added to Canvas.

If you wish to consult a supplementary book on corporate tax, I recommend (1) Leandra Lederman & Michelle Kwon, *Understanding Corporate Taxation* (4th ed.) (this is a relatively short overview book with examples); and (2) *Bittker & Eustice: Federal Income Taxation of Corporations and Shareholders* (this is a WG&L treatise, available on Westlaw by navigating to:

[https://www.westlaw.com/Browse/Home/SecondarySources/TaxSecondarySources/WarrenGorhamLamontWGL/BusinessEntitiesTreatisesWGL/BittkerEusticeFederalIncomeTaxationofCorporationsShareholdersWGL?transitionType=Default&contextData=\(sc.Default\)&VR=3.0&RS=cblt1.0](https://www.westlaw.com/Browse/Home/SecondarySources/TaxSecondarySources/WarrenGorhamLamontWGL/BusinessEntitiesTreatisesWGL/BittkerEusticeFederalIncomeTaxationofCorporationsShareholdersWGL?transitionType=Default&contextData=(sc.Default)&VR=3.0&RS=cblt1.0)).

## **Notice of Recording and Conduct Rules Relating to Photos and Recordings**

Students are allowed to record video or audio of “class lectures.” The entirety of our class sessions will also be audio visually recorded using Zoom, and I will provide access to these recordings through Canvas. However, the purposes for which student recordings and Zoom recordings may be used are strictly controlled. The only allowable purposes are (1) for personal educational use, (2) in connection with a complaint to the university, or (3) as evidence in, or in preparation for, a criminal or civil proceeding. All other purposes are prohibited. Specifically, students may not publish recorded lectures without the written consent of the instructor.

A “class lecture” is an educational presentation intended to inform or teach enrolled students about a particular subject, including any instructor-led discussions that form part of the presentation, and delivered by any instructor hired or appointed by the University, or by a guest instructor, as part of a University of Florida course. A class lecture does not include student presentations, academic exercises involving solely student participation,

assessments (quizzes, tests, exams), private conversations between students in the class, or between a student and the faculty or lecturer during a class session. Please note that the Zoom recordings will record conversations with students in the class as those will record the entirety of a class session.

Publication without permission of the instructor is prohibited. To “publish” means to share, transmit, circulate, distribute, or provide access to a recording, regardless of format or medium, to another person (or persons), including but not limited to another student within the same class section. Additionally, a recording, or transcript of a recording, is considered published if it is posted on or uploaded to, in whole or in part, any media platform, including but not limited to social media, book, magazine, newspaper, leaflet, or third-party note/tutoring services. A student who publishes a recording without written consent may be subject to a civil cause of action instituted by a person injured by the publication and/or discipline under UF Regulation 4.040 Student Honor Code and Student Conduct Code.

## **Evaluation, Etiquette & Class Attendance Policy**

### Grade

20 percent: Participation & Attendance

80 percent: Final Exam

### Participation & Attendance Expectations

Students are expected to treat each other with respect at all times. You are required to attend during regular class times. Attendance will be taken each day and spot checks for attendance may be taken, including through the use of Canvas surveys. Students are expected to be prepared to respond to questions about the assigned problems and reading.

If you experience a personal difficulty that impacts your ability to participate in and attend class, please talk to someone. If you are not comfortable talking with me, please reach out to Student Life or Academic Affairs. If you are in need of an accommodation, please see “Accommodations and Disability Resource Center” below.

The asynchronous lectures will substitute for some of our regularly scheduled class sessions. The dates we will not meet will be announced as the semester progresses. You will be responsible to complete assigned asynchronous lectures and related quizzes as part of your participation and attendance grade.

A student’s participation grade will be reduced by 5 percentage points (but not below 0) per unexcused absence after two such unexcused absences. Failure to complete an asynchronous lecture and related quiz by April 21, 2025 (the day before the reading period begins) will constitute an unexcused absence. Repeated lack of preparedness or participation, including not responding to in-class Canvas surveys, may reduce a student’s participation grade by 5 percentage points per incident, the same amount as for

an unexcused absence. Repeated class disruption (e.g., excessive noise, texting, personal internet use, leaving early or arriving late) may also reduce a student's participation grade by 5 percentage points per incident, the same amount as for an unexcused absence. You will receive a warning prior to having your participation grade reduction on account of an incident relating to lack of preparedness and/or disruptive behavior.

If you are planning to miss class for a religious holiday, please let me know. Absences taken for observance of religious holidays will be excused, but the participation grade will be reduced by 5 percentage points **unless** there is satisfactory completion of a makeup assignment. For UF's policy on religious holidays, please see <https://catalog.ufl.edu/UGRD/academic-regulations/attendance-policies/#religiousholidaystext>.

If you are absent because of a special situation (sickness, family emergency, job interview, etc.), the absence will be excused after you have provided satisfactory documentation of the situation as requested by me or by Academic Affairs, and the participation grade will be reduced by 5 percentage points **unless** there is satisfactory completion of a make-up assignment.

Makeup assignments will generally consist of watching the Zoom recording of the missed class and turning in notes and questions from that viewing. Makeup assignments must be completed by Monday April 21, 2025 (the day before the reading period begins).

**If your participation/attendance grade is 0 before the exam period begins, you *may* be barred from taking the final exam, and you *will* be barred from participating in the retesting process (see below).**

#### Additional Expectations: Zoom Etiquette

Unless you registered in the online section of the course, you are required to attend in person in the designated classroom. With **advance** permission, in-person students may be permitted to attend through Zoom; permission will only be granted in situations, described below, that would warrant an excused absence after completion of a makeup assignment.

If you attend over Zoom, please ensure your Zoom name matches your preferred name and with your last name also shown. You are expected to turn on video of yourself while attendance is taken and when responding to or asking questions. You do not need to have video on when taking notes and listening to the class, but you need to be ready to respond to questions, whether directed to you individually or in the form of class surveys. You are expected to keep your microphone on mute unless you have been called on to ask or answer a question. **Do not use the chat function to ask questions directed to me during class;** Zoom chat will not be monitored by me while I am teaching, and students attending in person will not be able to see the Zoom chat. If you are trying to ask a question, but your "virtual hand" is not being seen by me, please unmute yourself and indicate you have had your virtual hand raised if more than 5 minutes have passed

without acknowledgement. If you have a technical problem during the class, please contact UF IT (<https://www.law.ufl.edu/technology-services>).

### Final Exam

The final exam will be 4 hours. You will be required to use the software and process designated by the law school when taking the exam. The exam will be open book, but communication with anyone will be prohibited and will violate the Honor Code (the only exception is if you need to contact Academic Affairs or UF IT because of technical issues, illness, or similar). Use during the exam of AI tools, such as ChatGPT, is prohibited and will also violate the Honor Code.

Exam delays and accommodations must be arranged through the Academic Affairs Office; see “Accommodations and Disability Resource Center” below; <https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/forms-applications/exam-delays-accommodations-form>.

### Retesting Process

Students who would receive a grade in the course lower than a **B** **and** who have a participation and attendance grade higher than 0 before the final exam (see above) will be notified before the final grade is sent to the law school Registrar. Students with a grade lower than a B will have the option to receive an Incomplete in the course and retest for a grade increase. The highest possible exam grade obtainable through the retesting process will be the lower of (1) a B or (2) one full grade increase from the initial grade earned in the course. For example, a student who would otherwise receive a B- and who has met the participation/attendance grade requirement would be eligible to retest for a course grade no higher than a B. A student who would otherwise receive a C- and who has met the participation/attendance requirement would be eligible to retest for a grade no higher than a B-. The retesting process will not be used to lower grades. Re-testing is scheduled through discussion between the individual student and Prof. Luke, but re-testing must be completed no later than 6 weeks after grades are posted (note, receiving an Incomplete grade in the course may delay graduation). Failure to complete the re-testing by the required date will lead to the letter grade lower than a B being submitted in place of the Incomplete, and no additional grade changes will be permitted through the re-testing policy described in this syllabus.

### Grade Scale & Grading Policies:

<u>Grade</u>	<u>Points</u>
A (Excellent)	4.0
A-	3.67
B+	3.33
B (Good)	3.00
B-	2.67
C+	2.33

C (Satisfactory)	2.00
C-	1.67
D+	1.33
D (Poor)	1.00
D-	0.67
E (Failure)	0.00

The law school grading policy is available at <https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/uf-law-student-handbook-and-academic-policies>. **Note that the mandatory mean does not apply to LL.M. students.**

### **Accommodation and Disability Resource Center**

Students requesting classroom and/or testing accommodations must first register with the Office of Disability Resources. The UF Disability Resource Center (<https://disability.ufl.edu/>) will provide documentation to the student, who must then provide this documentation to the UF Law Academic Affairs office. Academic Affairs will then communicate with me as needed to assure the accommodation is provided. (Note: for guidance on requesting exam delays for other reasons (e.g., illness), see “Final Exam” section above.)

### **Honor Code and Other Polices:**

Students are required to follow the Honor Code. Students who fail to follow the prohibition on circulating or posting class material will be referred to the College of Law Honor Code Council and the University’s Office of Student Conduct and Conflict Resolution.

Students are expected to provide professional and respectful feedback on the quality of instruction in this course by completing course evaluations online via GatorEvals. Guidance on how to give feedback in a professional and respectful manner is available at <https://gatorevals.aa.ufl.edu/students/>. **Complete student anonymity is preserved during and after the evaluation process.** Students will be notified when the evaluation period opens and can complete evaluations through the email they receive from GatorEvals in their Canvas course menu under GatorEvals or via <https://ufl.bluera.com/ufl/>. Summaries of course evaluation results are available to students at <https://gatorevals.aa.ufl.edu/public-results/>.

### **Topic Assignments & First Class Meeting**

For the first class session, prepare pages 387–398 of the casebook (Chapter 7 through Problem Set 1).

The topics and reading assignments in the casebook are listed below. You are required complete any Problem Sets included within the assigned reading, unless otherwise noted. You are also responsible for reading the related Code provisions and Treasury

regulations. Review slides and other required handouts will be posted to Canvas. Optional materials may also be posted to Canvas to provide additional context.

Please note that the assignment list below is not organized week-by-week. Canvas announcements will be used to indicate after each class the anticipated coverage for the subsequent class. Some Topics will be covered quickly; others will take multiple weeks. The selection of class topics and page numbers assigned may be adjusted to reflect the pace of class discussion and any new legal developments.

You are expected to be able to recall and apply §§ 243, 301, 302, 312, 316, 318, 351, 357, 358, 362, 1032, and 1059 from Corporate Tax I. Slides reviewing these provisions will be posted to Canvas.

#### I. Complete Liquidations

Read: Chapter 7, pgs. 387-398, 399-406, 409-423

#### II. Code § 304 (Asynchronous Lecture)

Read: Chapter 5, pgs. 321–23 (omit *Fehrs* case), 328–337

#### III. Qualifying Type “A” (Asset) and Type “B” (Stock) Reorganizations

Read: Chapter 10, pgs. 512–518 (omit Problem Set 1), 520–601

#### IV. Taxable Asset and Stock Acquisitions

Read: Chapter 8, pgs. 431–448, 450–469

#### V. Additional Acquisitive Reorganization Types: Type “C” (Asynchronous Lecture), Forward Triangular (Asynchronous Lecture), Reverse Triangular, and Type “D”

Read: Chapter 10, pgs. 512–18 (omit Problem Set 1), 602–649

#### VI. Judicial Doctrines and Limitations

Read: Chapter 10, pgs. 661–695 (omit Problem Set 11)

#### VII. Corporate Divisions

Read: Chapter 12, pgs. 731–771, 773–787, 790 (omit Problem Set 4)–822, 823–838