

CORPORATE TAXATION II
UNIVERSITY OF FLORIDA LEVIN COLLEGE OF LAW
SPRING 2026 SYLLABUS – LAW 7613

Professor: Matthew Mauney
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Office Hours: Mondays (8:00 am – 9:00 am EST)

MEETING TIME: Mondays (1:30 pm – 2:55 pm EST) / Thursdays (4:00 pm – 5:25 pm EST)

LOCATION: Room HH 359

COURSE DESCRIPTION AND OBJECTIVES:

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.

STUDENT LEARNING OUTCOMES:

At the end of this course, students should be able to:

- 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 Mauney.

METHODOLOGY & COURSE MATERIALS:

Class meetings will be spent primarily on discussing Problem Sets. Some materials may be covered through asynchronous lectures. There will be required quizzes that will factor into your participation grade.

The casebook is Federal Income Taxation of Corporations (6th 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).

COURSE EXPECTATIONS AND GRADING EVALUATION:

Grading

20 percent (20 points): Participation & Attendance

80 percent (80 points): Final

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/formsapplications/exam-delays-accommodations-form>.

Retesting Process

If after taking the final exam, a student’s tentative grade in the course is lower than a B and who have a participation and attendance grade higher than 0 before the final exam will be notified before the final grade is sent to the law school Registrar. These students 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.

CLASS ATTENDANCE POLICY:

Attendance in class is required by both the ABA and the Law School. Attendance will be taken at each class meeting. Students are allowed two unexcused absences during the course of the semester. Students are responsible for ensuring that they are not recorded as absent if they come in late. A student who fails to meet the attendance requirement will be dropped from the course. The law school’s policy on attendance can be found [here](#).

Unless you registered in the online section of the course, you are required to attend in person in the designated classroom.

COMPLIANCE WITH UF HONOR CODE:

Academic honesty and integrity are fundamental values of the University community. Students should be sure that they understand the UF Law Honor Code located [here](#). The UF Law Honor Code also prohibits use of artificial intelligence, including, but not limited to, ChatGPT and Harvey, to assist in completing quizzes, exams, papers, or other assessments unless expressly authorized by the professor to do so.

INFORMATION ON UF LAW GRADING POLICIES:

The Levin College of Law’s mean and mandatory distributions are posted on the College’s website and this class adheres to that posted grading policy. The following chart describes the specific letter grade/grade point equivalent in place:

Letter Grade	Point Equivalent	Grading Scale (rounded up to nearest whole number)
A (Excellent)	4.0	100-93
A-	3.67	92-90
B+	3.33	89-87
B	3.0	86-83
B-	2.67	82-80
C+	2.33	79-77
C (Satisfactory)	2.0	76-73
C-	1.67	72-70
D+	1.33	69-67
D (Poor)	1.0	66-63
D-	0.67	62-60
E (Failure)	0.0	59-0

The law school grading policy is available [here](#).

OBSERVANCE OF RELIGIOUS HOLIDAYS:

UF Law respects students' [observance of religious holidays](#).

- Students, upon prior notification to their instructors, shall be excused from class or other scheduled academic activity to observe a religious holy day of their faith.
- Students shall be permitted a reasonable amount of time to make up the material or activities covered in their absence.
- Students shall not be penalized due to absence from class or other scheduled academic activity because of religious observances.

EXAM DELAYS AND ACCOMMODATIONS:

The law school policy on exam delays and accommodations can be found [here](#).

STATEMENT RELATED TO ACCOMMODATIONS FOR STUDENTS WITH DISABILITIES:

Students requesting accommodations for disabilities must first register with the Disability Resource Center (<https://disability.ufl.edu/>). Once registered, students will receive an accommodation letter, which must be presented to the Assistant Dean for Student Affairs (Assistant Dean Brian Mitchell). Students with disabilities should follow this procedure as early as possible in the semester. It is important for students to share their accommodation letter with their instructor and discuss their access needs as early as possible in the semester. Students may access information about various resources on the UF Law Student Resources Canvas page, available at <https://ufl.instructure.com/courses/427635>.

STUDENT COURSE EVALUATIONS:

Students are expected to provide professional and respectful feedback on the quality of instruction in this course by completing course evaluations online via GatorEvals. Click [here](#) for guidance on how to give feedback in a professional and respectful manner. Students will be notified when the evaluation period opens and may complete evaluations through the email they receive from GatorEvals, in their Canvas course menu under GatorEvals, or via <https://ufl.bluer.com/ufl/>. Summaries of course evaluation results are available to students [here](#).

RECORDINGS OF CLASS:

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, 2 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.

UF ACADEMIC POLICIES AND RESOURCES:

Other information about UF academic policies and resources can be found at [this link](#).

ABA OUT-OF-CLASS HOURS REQUIREMENTS:

ABA Standard 310 requires that students devote 120 minutes to out-of-class preparation for every “classroom hour” of in-class instruction. This is a 3 credit course, requiring at least **6 hours of preparation per week** outside of class including reading the assigned materials, writing critical analyses, and completing course assignments.

COURSE SCHEDULE OF TOPICS AND ASSIGNMENTS:

This syllabus is offered as a guide to the direction of the course. The topics and reading assignments in the casebook are listed below. You are required to 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.

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.

For the first day of class read section 368 (omitting (a)(1)(G), (a)(2)(F), and (a)(3))

- I. Identifying Reorganizations (Chapter 10, pgs. 512-520, including Problem Set 1)
- II. Business Purpose and Step Transaction (Chapter 10, pgs. 661–695, omit Problem Set 11)
- III. Continuity of Interest and Business Enterprise (Chapter 10, pgs. 538-564, including Problem Set 4)
- IV. Asset Reorganizations
 - a. Type A Reorgs (Chapter 10, pgs. 520-536, including Problem Set 2, 564-584, including Problem Sets 5 and 6)
 - b. Type C Reorgs (Chapter 10, pgs. 602-617, including Problem Set 8)
 - c. Acquisitive Type D Reorgs (Chapter 10, pgs. 635-649, including Problem Set 10)
 - d. Forward Triangular Reorgs (Chapter 10, pgs. 617-629 (forward triangular parts), omit Problem Set 9)
- V. Stock Reorganizations
 - a. Type B Reorgs (Chapter 10, pgs. 584-601, including Problem Set 7)
 - b. Reverse Triangular Reorgs (Chapter 10, pgs. 617-629 (reverse triangular parts), omit Problem Set 9)
- VI. Single Entity Reorganizations – Type E and F Reorgs (Chapter 11, pgs. 699-718, including Problem Sets 1 and 2)
- VII. Taxable Acquisitions (including Section 304) (Chapter 8, pgs. 431–448, including Problem Set 2, 450–469, including Problem Set 3; Chapter 5, pgs. 321–23 (omit Fehrs case), 328–337, including Problem Set 6)
- VIII. Corporate Divisions (Chapter 12, pgs. 731–771, including Problem Sets 1 and 2, 773–787, including Problem Set 3, 790–822, omit Problem Set 4 and including Problem Sets 5, 6, and 7, 823-838, including Problem Set 8)
- IX. Liquidations (Chapter 7, pgs. 387-398, including Problem Set 1, 399-406, including Problem Set 2, 409-423, including Problem Set 4)