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This book is dedicated to corporate tax students—past, present, and future.

Contents

Acknowledgments	xxiii
Preface	xxv
Chapter 1 · Introduction to Corporate Taxation	3
§ 1.01 Introduction to the “Corporate Tax” and Double Taxation	3
[A] The Double-Tax Regime	3
[B] Pass-Through Taxation	7
[1] Introduction to Pass-Through Taxation	7
[2] A Brief Introduction to the Deduction for Qualified Business Income	8
§ 1.02 Avoiding Double Taxation	9
[A] Avoiding the Corporate Form—Partnerships and Limited Liability Companies	10
[1] A Very Brief Overview of the Partnership Tax Regime	10
[2] LLCs and Other Unincorporated Entities	11
[a] A Brief History of the Taxation of Unincorporated Entities	11
[b] The “Check-the-Box” Rules	12
[B] Avoiding Subchapter C—Introduction to Subchapter S	13
[C] Avoiding Subchapter C—Corporation as Agent	15
[D] Disguised Dividends	17
[1] Introduction to Debt Versus Equity	18
[2] Dividends Disguised as Salary	18
[E] Introduction to the Integration of Corporate and Shareholder-Level Taxes	18
§ 1.03 The Relevance of “Sale or Exchange” Treatment to Corporate Taxation	19
§ 1.04 Introduction to Doctrines Backstopping the Corporate Tax System	20
[A] The Substance-Over-Form Doctrine	20
[B] The Economic-Substance Doctrine	21
[1] The “Economic Substance” Prong	23
[2] The “Business Purpose” Prong	23
[C] The Step-Transaction Doctrine	25
[1] In General	25

[2] The Three Tests for a “Step Transaction”	25
[a] The Binding-Commitment Test	25
[b] The Mutual-Interdependence Test	25
[c] The End-Result Test	27
§ 1.05 Conclusion	27
Chapter 2 · Tax Consequences of Transferring Property to a New or Existing Controlled Corporation	29
§ 2.01 Introduction	29
§ 2.02 Tax Consequences to Shareholders	31
[A] Non-Recognition Treatment and Corresponding Basis Rules	31
[1] General Non-Recognition Treatment under Section 351	31
[a] “Property”	32
[b] “Control”	33
[c] The “Transferor Group”	34
[i] In General	34
[ii] The “Accommodation Transferor” Problem	35
[d] The “Immediately After” Requirement	37
[i] In General	37
[ii] Application of the Step-Transaction Doctrine	37
[e] Business Purpose	41
[2] The Effects of the Receipt of “Boot”	42
[a] General Recognition Rules	42
[b] Timing of Recognized Gain and Installment Sale Rules	43
[c] Character of Recognized Gain	45
[i] Allocation of Boot	46
[ii] Special Characterization Issues	47
[d] Dividend Treatment	48
[3] Treatment of Liabilities	48
[a] General Non-Recognition Rule of Section 357(a)	48
[b] Exceptions to Section 357(a)	50
[i] Tax-Avoidance Motive: Section 357(b)	50
[ii] Liabilities in Excess of Basis: Section 357(c)	51
[I] Recognition of Section 357(c) Gain	51
[II] Character of Section 357(c) Gain	52
[III] Effect of a Shareholder Promissory Note	53
[IV] Excluded and Contingent Liabilities	56
[4] Basis Rules	58
[a] Transferor Basis in the Absence of Boot	59
[b] Transferor Basis in the Presence of Boot	59
[c] Effect of Liabilities on Basis	61
[5] Shareholder’s Holding Period	63
[B] Taxable Incorporations	64
[C] Provisions That Override Section 351	65

§ 2.03 Tax Consequences to the Corporation	66
[A] Non-Recognition on Issuance of Stock	66
[B] Basis Rules	67
[1] Corporate Basis If Section 351 Applies	67
[a] Absence of Boot	67
[b] Presence of Boot	70
[c] Effect of Liabilities on Corporate Basis	72
[2] Corporate Basis If Section 351 Does Not Apply	72
[C] Corporation's Holding Period	72
§ 2.04 Contributions to Capital	74
[A] Tax Consequences to Shareholder Contributors	75
[B] Tax Consequences to Non-Shareholder Contributors	76
[C] Tax Consequences to the Corporation	76
[1] In General	76
[2] Transfers by Non-Shareholders	77
[3] Corporation's Basis	77
[a] In General	77
[b] Basis in Property Received from Non-Shareholders	78
Chapter 3 · Capital Structure of a Corporation	79
§ 3.01 Overview of Debt and Equity	79
[A] Introduction to the Tax Consequences of Distributions with Respect to Debt and Equity	79
[B] Introduction to Types of Debt and Equity	84
[1] General Types of Equity	84
[2] General Types of Debt	85
§ 3.02 General Tax Consequences of Debt and Equity	85
[A] Investment	85
[B] Current Payments	86
[C] Return of Investment	87
[D] Worthlessness	87
§ 3.03 Characterization: Distinguishing Debt from Equity	89
[A] Section 385	89
[B] Case-Law Factors	93
[C] Possible Treatment of an Investment as in Part Debt and in Part Equity	98
§ 3.04 Conclusion	100
Chapter 4 · Non-Liquidating Distributions of Property to Shareholders (Dividends)	101
§ 4.01 Introduction	101
§ 4.02 Tax Consequences to the Distributing Corporation	101
[A] Appreciated Property	102
[B] Treatment of Liabilities	104

§ 4.03 Tax Consequences to the Shareholders	105
[A] General Rules under Section 301	105
[B] Amount of the Distribution	106
[C] Calculating the Dividend Amount	106
[1] Introduction to Earnings and Profits	106
[a] Current Versus Accumulated Earnings and Profits	107
[b] Calculating Earnings and Profits	107
[i] General Rules	107
[ii] Effects of Discharge of Indebtedness on Earnings and Profits	109
[iii] Effects of Distributions on Earnings and Profits	109
[2] Using Earnings and Profits to Calculate Dividends	110
[a] Single Distribution, Sole Shareholder	112
[b] Single Distribution, Multiple Shareholders	112
[c] Multiple Distributions, Sole Shareholder	114
[d] Multiple Distributions, Multiple Shareholders	115
[e] Special Rule for Calculating Dividends of Corporate 20-Percent Shareholders	116
[D] Tax Treatment of Individuals' Qualified Dividends	117
§ 4.04 Tax Consequences to Corporate Shareholders: Effect of the Dividends Received Deduction	118
[A] The Dividends Received Deduction, in General	119
[B] Exceptions and Special Rules	120
[1] Debt-Financed Portfolio Stock	120
[2] Holding Period	122
[3] Extraordinary Dividends	123
§ 4.05 "Bootstrap Acquisitions"	125
§ 4.06 Constructive Dividends	131
Chapter 5 · Redemptions of Stock	135
§ 5.01 Introduction	135
[A] In General	135
[B] Competing Analogies	136
§ 5.02 Constructive Ownership of Stock	136
[A] Family Attribution	137
[B] Attribution from Entities to Investors (Upstream Attribution)	138
[C] Attribution from Investors to Entities (Downstream Attribution)	139
[D] Options	139
[E] Operating Rules	140
§ 5.03 Tax Consequences of Redemptions to Shareholders	141
[A] Overview of Section 302 and Its Tax Consequences	141
[1] The Two Possible Tax Treatments Under Section 302	141
[2] Which Tax Treatments Do Shareholders Generally Prefer?	141

[B] Redemptions Qualifying for Exchange Treatment	143
[1] Complete Termination of Interest	143
[a] In General	143
[b] Attribution of Family-Owned Shares	143
[i] Waiver of Attribution of Family-Owned Shares	143
[I] No Interest in the Corporation Except as a Creditor	144
[II] No Related-Party Transfers within the Previous 10 Years	145
[a] Pre-Redemption Receipt of Shares from Related Person	145
[b] Pre-Redemption Transfer of Shares to a Related Person	146
[III] No Acquisitions within the Succeeding 10 Years	146
[ii] Waiver of Family Attribution by Entities	147
[2] Substantially Disproportionate Redemptions	148
[a] In General	148
[b] Series of Redemptions	150
[3] Redemptions “Not Essentially Equivalent to a Dividend”	151
[a] Majority Shareholder’s Redemption	152
[b] Minority Shareholder’s Redemption	153
[4] Partial Liquidations	154
[C] Redemptions Treated as Distributions	156
[1] In General	156
[2] Basis-Shifting Redemptions	156
[3] The Seagram/DuPont Transaction	158
§ 5.04 Tax Consequences of Redemptions to the Distributing Corporation	159
[A] General Consequences to the Distributing Corporation	159
[B] Excise Tax on Corporate Redemptions	159
§ 5.05 Additional Issues Arising in Redemptions	163
[A] Form Versus Substance	163
[1] Sale or Redemption?	163
[2] Charitable Gift or Redemption?	165
[B] Combined Redemptions and Sales	166
[C] Redemptions Incident to Divorce	168
[D] Redemptions to Pay Death Taxes	171
§ 5.06 Redemptions through Related Corporations	172
[A] Introduction	172
[B] The Control Requirement	173
[1] In General	173
[2] Application of Constructive Stock Ownership Rules, as Modified	174
[C] Types of Section 304 Transactions	175
[D] Application of Section 302	176
[1] In General	176

[2] Variations on Constructive Stock Ownership Rules	177
[3] Taxing Redemptions Treated as Section 301 Distributions	177
[E] Overlap of Section 304 with Section 351	180
Chapter 6 · Stock Dividends	183
§ 6.01 Introduction	183
§ 6.02 Excludible Stock Dividends	184
[A] Section 305(a)	184
[B] Basis in the New Stock and in the Old Stock; Holding Period	185
§ 6.03 Taxable Stock Dividends	186
[A] Section 305(b): Exceptions to Section 305(a)	186
[1] Choice of Stock or Property	186
[2] Disproportionate Distributions	187
[a] In General	187
[b] Series of Distributions	188
[3] Distributions of Common and Preferred Stock to Common Shareholders	189
[4] Distributions to Preferred Shareholders	189
[5] Distributions of Convertible Preferred Stock	190
[B] Deemed Distributions of Stock	190
[C] Basis and Holding Period	193
§ 6.04 “Tainted” Stock (Section 306 Stock)	193
[A] History of the “Preferred Stock Bailout”	194
[B] Section 306 Stock	195
[1] Definition	195
[a] Preferred Stock Received Tax-Free under Section 305(a)	195
[b] Preferred Stock Received Tax-Free in a Reorganization	195
[c] Certain Preferred Stock Received in a Section 351 Transaction	197
[d] Stock with a Basis Obtained from Section 306 Stock	198
[2] Disposition of Section 306 Stock by Gift or Bequest	199
[3] General Tax Consequences on Sale of Section 306 Stock	200
[a] Computing Amount of “Taint”	200
[b] Tax Treatment of Additional Sales Proceeds	201
[4] General Tax Consequences on Redemption of Section 306 Stock	201
[5] Exceptions to General Tax Treatment	202
[a] Complete Liquidation of Corporation	202
[b] Complete Termination of Shareholder Interest in Corporation	202
[c] Transactions Not for Tax Avoidance Purposes	202
Chapter 7 · Corporate Liquidations and Taxable Acquisitions	205
§ 7.01 Introduction to Liquidations and Taxable Acquisitions	205
§ 7.02 Partial Liquidations	206

§ 7.03 Tax Consequences of Complete Liquidations	206
[A] Taxable Liquidations	206
[1] Liquidating Corporation Tax Consequences	207
[a] General Rule	207
[b] The Historical Importance of Substance-Over-Form Doctrine in Liquidations	208
[c] Distributions of Loss Property	209
[i] Distributions to Related Persons	209
[ii] Distributions of Property with Built-In Losses	211
[d] Earnings and Profits	213
[2] Shareholder Tax Consequences	213
[B] Non-Taxable Liquidation of Controlled Subsidiary	216
[1] Subsidiary Corporation Tax Consequences	216
[2] Controlling Parent Corporation Tax Consequences	216
[a] In General	216
[b] Avoiding the Application of Section 332	218
[3] Minority Shareholders	220
[4] Basis Rules	220
[5] Earnings and Profits	221
[6] Effects of Indebtedness	221
[7] Mirror Transactions	222
[C] The Excise Tax on Stock Buybacks	223
§ 7.04 Liquidation-Reincorporation Transactions	225
§ 7.05 Taxable Acquisitions	226
[A] Taxable Asset Acquisitions	226
[B] Taxable Stock Acquisitions: Introduction	227
[C] Section 338 Elections	228
[1] “Qualified Stock Purchase”	228
[2] Consistency Provisions	229
[3] Tax Consequences to Target of a Section 338 Election	230
[4] Calculation and Allocation of Target Corporation’s New Asset Basis	230
[D] Section 338(h)(10) Elections	233
[E] Section 336(e) Elections	233
Chapter 8 · The Pass-Through Regime of Subchapter S	235
§ 8.01 Introduction	235
[A] Overview of the Pass-Through Regime of Subchapter S	235
[B] A Brief Comparison of Subchapter S with the Partnership Pass-Through Regime of Subchapter K	236
§ 8.02 Eligibility for S Corporation Status	237
[A] Restrictions on the Number of Shareholders	237

[B] Types of Permitted Shareholders	238
[C] “One Class of Stock” Rule	240
[D] Ineligible Corporations	242
§ 8.03 Election, Revocation, and Termination of S Status	242
[A] Election	242
[B] Termination	243
[1] Termination by Revocation	243
[2] Termination by Ceasing to Qualify as a Small Business Corporation	244
[3] Termination Based on Excess Passive Investment Income	244
[4] Inadvertent Terminations	245
§ 8.04 Tax Treatment of S Corporation Shareholders	246
[A] Calculation of Taxable Income	246
[B] Pass-Through of Items	246
[1] General Rules	246
[2] Election to Terminate Taxable Year	247
[3] Limitation on Deductions	248
[C] Treatment of Distributions	250
[1] S Corporations with No Earnings and Profits	250
[2] S Corporations with Earnings and Profits	250
[D] Basis Adjustments	252
[1] Increases in Basis	252
[2] Decreases in Basis	254
[3] Order of Basis Adjustments	254
[E] Application of Subchapter C Rules to S Corporations	255
[F] Compensation Issues	257
[G] Net Investment Income Tax	257
[H] Sale of S Corporation Shares	258
§ 8.05 Corporate-Level Taxes Imposed on S Corporations	259
[A] Built-In Gains	259
[B] Excess Net Passive Investment Income	261
§ 8.06 Overview of the Deduction for Qualified Business Income	262
[A] Calculating the QBI Deduction Where Taxable Income Is below the Threshold Amount	264
[B] Calculating the QBI Deduction Where Taxable Income Is Above the Phase-In Range	266
[C] Calculating the QBI Deduction Where Taxable Income Is in the Phase-In Range	270
[1] No Specified Service Trade or Business	270
[2] Specified Service Trade or Business	274

Chapter 9 · Reorganizations: Overview	281
§ 9.01 Introduction	281
[A] A Bit of History and Rationales for Non-Recognition in Corporate Reorganizations	281
[B] Statutory and Other Requirements of Valid Reorganizations	282
§ 9.02 Overview of Section 368	283
[A] Definition of “Reorganization”	283
[1] “A” Reorganizations: Statutory Mergers	283
[2] “B” Reorganizations: Stock-for-Stock Swaps	284
[3] “C” Reorganizations: “De Facto Mergers”	285
[4] “D” Reorganizations: Acquisitive and Divisive	286
[5] “E” Reorganizations: Recapitalizations	287
[6] “F” Reorganizations: Changes in Form	288
[7] “G” Reorganizations: Bankruptcy Reorganizations	288
[8] Triangular B and C Reorganizations	288
[9] Section 368(a)(2)(D) Reorganizations: Forward Triangular Mergers	288
[10] Section 368(a)(2)(E) Reorganizations: Reverse Triangular Mergers	289
[11] Ordering Rules	290
[B] Party to a Reorganization	291
[C] “Control”	291
§ 9.03 The “Plan of Reorganization” Requirement	291
§ 9.04 The “Business Purpose” Requirement	292
§ 9.05 The Continuity of Business Enterprise Requirement	294
[A] Acquisition of Target’s Historic Business or Historic Business Assets	294
[B] Continuation of Target’s Historic Business or Use of Target’s Historic Business Assets	295
§ 9.06 The Continuity of Proprietary Interest Requirement	295
[A] Overview	295
[B] Requisite Proprietary Interest	296
[1] Qualitative Aspects	297
[2] Quantitative Aspects	299
[C] Requisite Continuity: Application of the Step-Transaction Doctrine	302
§ 9.07 General Tax Consequences of Transactions Qualifying as Reorganizations	306
[A] Target Shareholders	307
[1] Calculating Gain Recognized	307
[2] Character of Recognized Gain	308
[3] Basis	310
[a] In General	310
[b] Basis with Respect to Securities or Multiple Classes of Stock	311
[4] Holding Period	313

[B] Target Corporation	313
[1] Subchapter C Tax Consequences	313
[2] Excise Tax on Stock Buybacks	314
[C] Acquiring Corporation's Shareholders	315
[D] Acquiring Corporation	315
[E] Introduction to the Carryover of Tax Attributes	316
§ 9.08 Intersection of Section 351 and Section 368	316
Chapter 10 · Acquisitive Reorganizations	319
§ 10.01 Introduction	319
§ 10.02 Mergers Involving Two or Three Corporations	319
[A] Statutory Mergers ("A" Reorganizations)	320
[1] In General	320
[2] "Divisive" Mergers and Mergers with Disregarded Entities	321
[3] Tax Consequences and Basis Rules	322
[B] Triangular Mergers	323
[1] Background	323
[2] Forward Triangular Mergers	324
[a] Formalities	325
[b] Tax Consequences	326
[i] In General	326
[ii] Effect of Liabilities on Triangular Mergers	327
[3] Reverse Triangular Mergers	328
[4] Tax Consequences and Basis Rules	331
§ 10.03 Stock-for-Stock Acquisitions ("B" Reorganizations)	333
[A] The "Solely for Voting Stock" Requirement	333
[1] The "Solely" Requirement	334
[2] Definition of "Voting Stock"	335
[B] The "Control" Requirement	335
[C] Application of the Step-Transaction Doctrine: "Solely" in Creeping B Reorganizations	335
[D] Tax Consequences and Basis Rules	336
[E] Triangular B Reorganizations	337
§ 10.04 Stock-for-Assets Acquisitions ("C" Reorganizations)	338
[A] The "Solely for Voting Stock" Requirement	338
[1] Effect of Liabilities	338
[2] The "Boot Relaxation Rule"	339
[B] "Substantially All of the Properties" Requirement	339
[C] Application of the Step-Transaction Doctrine: "Creeping C" Reorganizations	341
[D] Tax Consequences and Basis Rules	343
[E] Triangular C Reorganizations	344
§ 10.05 Drop-Downs	345

§ 10.06 Transfer of Assets to Controlled Corporation (Acquisitive “D” Reorganizations)	346
[A] Introduction	346
[B] “Substantially All of the Assets” Requirement	347
[C] Distribution Requirement	347
[D] The “Control” Requirement	348
[E] Overlap with C Reorganizations	348
[F] Tax Consequences and Basis Rules	348
§ 10.07 Bankruptcy Reorganizations (“G” Reorganizations)	350
Chapter 11 · Corporate Divisions	353
§ 11.01 Introduction to Corporate Divisions	353
§ 11.02 Corporate Divisions under Section 355	354
[A] Types of Section 355 Transactions	354
[1] Spin-Offs	354
[2] Split-Offs	355
[3] Split-Ups	355
[B] “Stock or Securities”	356
[C] “Control” and “Distribution” Requirements	356
[D] “Business Purpose” Requirement	358
[E] The “Device” Prohibition	360
[1] “Device” Factors	361
[a] Pro Rata Distribution	361
[b] Subsequent Sale or Exchange of the Stock Distributed	361
[c] Presence of Non-Business or “Secondary Business” Assets	362
[2] “Non-Device” Factors	362
[a] Corporate Business Purpose	362
[b] Publicly Traded, Widely Held Distributing Corporation	363
[c] Distribution to Domestic Corporations	363
[3] “Non-Device” Transactions	363
[F] Active Trade or Business Requirements	364
[1] Five-Year History	365
[a] Same or Different Business?	366
[b] Acquired Business	367
[2] “Immediately After” the Distribution	368
[G] Continuity of Proprietary Interest	371
[H] Tax Consequences and Basis Rules	372
[1] Shareholders	372
[a] General Tax Consequences	372
[b] Shareholder Basis in Stock or Securities	374
[2] The Distributing Corporation	376
[a] Subchapter C Tax Consequences	376
[b] Excise Tax on Stock Buybacks	377
[3] Allocation of Earnings and Profits	378

§ 11.03 Divisive D Reorganizations	378
[A] In General	378
[B] Qualification under Section 355	379
[C] Tax Consequences, Basis, and Earnings and Profits Rules	380
§ 11.04 Divisive G Reorganizations	381
Chapter 12 · Reorganizations Involving Only One Corporation	383
§ 12.01 Introduction	383
§ 12.02 Recapitalizations (“E” Reorganizations)	383
[A] Introduction	383
[B] Business Purpose Requirement	384
[C] Types of Recapitalizations	385
[1] Corporate Stock for Investors’ Stock	385
[2] Corporate Stock for Investors’ Debt Securities	387
[3] Corporate Debt Securities for Investors’ Stock	387
[4] Corporate Debt Securities for Investors’ Debt Securities	389
[D] Section 4501 Excise Tax Consequences	390
§ 12.03 Changes in Form (“F” Reorganizations)	391
[A] In General	391
[B] Carryback of Tax Attributes	393
[C] Section 4501 Excise Tax Consequences	394
Chapter 13 · Carryover of Tax Attributes	397
§ 13.01 Overview	397
[A] Transactions Eligible for Carryover	397
[B] Tax Attributes Subject to Carryover	398
[C] Limitations in Section 381	399
§ 13.02 Limitations on Carryovers	400
[A] History	400
[B] Change-of-Ownership Limitations on Net Operating and Other Losses: Section 382	401
[1] In General	401
[2] Losses Subject to Section 382	402
[3] Definitions	402
[a] “Stock”	402
[b] “Five-Percent Shareholder”	404
[c] “Ownership Change”	405
[d] “Testing Period”	407
[4] Mechanics of the Section 382 Limitation	407
[a] General Rules	407
[b] The Long-Term Tax-Exempt Rate	408
[c] Reductions and Increases in the Section 382 Limitation	409
[i] Continuity of Business Enterprise	409

[ii] Effect of Built-In Gains on the Section 382 Limitation	409
[iii] Effect of Unused Section 382 Limitation	410
[d] Valuation Issues	410
[i] Anti-Stuffing Rule	410
[ii] Special Rule for Valuing Corporations with Excess Nonbusiness Assets	411
[iii] Effect of Redemptions and Other Corporate Contractions on Valuation	411
[C] Change-of-Ownership Limitations on Other Tax Attributes: Section 383	413
[1] In General	413
[2] Mechanics of the Section 383 Credit Limitation	414
[D] Limitation on Use of Pre-Acquisition Losses to Offset Built-In Gains: Section 384	416
[1] In General	416
[2] Mechanics	417
[E] Acquisitions with Tax-Avoidance Motive: Section 269	418
[1] In General	418
[2] Mechanics	419
Chapter 14 · Anti-Abuse Measures and Special Provisions	421
§ 14.01 Introduction	421
§ 14.02 The Accumulated Earnings Tax	421
[A] In General	421
[B] Tax-Avoidance Purpose	422
[C] Reasonable Needs of the Business	423
[D] Mechanics	426
§ 14.03 The Personal Holding Company Tax	428
[A] In General	428
[B] Definition of “Personal Holding Company”	428
[C] Types of Personal Holding Company Income	430
[D] Mechanics of the Tax	431
[E] Avoiding the Tax	432
§ 14.04 The Alternative Minimum Tax	433
[A] In General	433
[B] Applicable Corporation in More Detail	435
[C] Adjusted Financial Statement Income (AFSI) in More Detail	437
§ 14.05 “Controlled Group” Restrictions	439
[A] Overview of the Definition of “Controlled Group”	439
[B] Parent-Subsidiary Controlled Groups	440
[C] Brother-Sister Controlled Groups	440
[D] Combined Groups	442

§ 14.06 Income Splitting	443
[A] Income Splitting between Corporation and Shareholder	443
[B] Income Splitting Between Corporations	444
[1] In General	444
[2] An Introduction to Reallocation of Income and Deductions under Section 482	444
[a] Overview	444
[b] Selected Case Law on Arm's-Length Standards	445
[c] Application of the Substantial Valuation Misstatement Penalty	448
[d] Advance Pricing Agreements	449
Chapter 15 · Integration of Corporate and Shareholder Taxes	451
§ 15.01 Introduction	451
§ 15.02 The Current System of Partial Corporate Integration	454
§ 15.03 Major Integration Proposals	456
[A] Dividend Exclusion Methods	457
[1] Treasury's Dividend Exclusion Prototype	457
[2] President George W. Bush's 2003 Proposal	459
[B] Treasury's Comprehensive Business Income Tax System	460
[C] Treasury's Shareholder Allocation Prototype	461
[D] Treasury's Imputation Credit Prototype	463
[E] The American Law Institute's Shareholder Credit Proposal	465
§ 15.04 Additional Corporate Integration Possibilities	467
[A] Dividends-Paid Deduction System	467
[B] Split-Rate Systems	468
§ 15.05 Other Avenues of Corporate Tax Reform	469
Chapter 16 · Corporate Tax Shelters	471
§ 16.01 Introduction	471
§ 16.02 A Paradigmatic Corporate Tax Shelter: <i>ACM Partnership v. Commissioner</i>	475
§ 16.03 Subchapter C Shelters	477
[A] Contingent Liability Shelters	478
[B] Basis-Shifting Shelters	481
§ 16.04 Weapons in the War on Abusive Tax Shelters	484
[A] Disclosure Requirements and Penalties Applicable to Advisors	486
[B] Disclosure Requirements and Penalties Applicable to Taxpayers	487
[C] Opinion Practice under Circular 230	488
Table of Cases	491
Table of Statutes	495
Index	515

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Preface

Corporate taxation is a rich but complex area of law that students often find quite challenging. Understanding certain fundamental concepts that reappear throughout corporate taxation—such as nonrecognition and carryover basis rules and “double taxation” of corporate income—can go a long way toward making sense of the details. This book is intended to facilitate such study of corporate taxation through step-by-step explanations, diagrams of transactions, discussion of important cases and rulings, and numerous examples. It is designed to be used on its own as a primer or to supplement any corporate tax casebook.

The first chapter of the book provides an introduction to corporate taxation, including judicial doctrines such as the economic substance and step-transaction doctrines. This chapter introduces the double taxation that is the hallmark of the classical corporate tax regime, compares that to pass-through taxation of electing small corporations under Subchapter S, and discusses choice of business entity and various ways to avoid double taxation. The next six chapters cover events in the life of a corporation from “cradle to grave,” including transfers to a new or existing controlled corporation; capitalization of a corporation with debt or equity; dividend distributions; redemptions of stock, including the excise tax on stock buybacks; stock dividends; and corporate liquidations and taxable acquisitions. Following this discussion of the tax treatment of events in the life of a corporation under Subchapter C, the next chapter turns to the study of corporations taxable under Subchapter S. That chapter also includes a detailed discussion of the Qualified Business Income deduction.

Four chapters discuss corporate reorganizations. The first of these chapters, Chapter 9, provides an introduction to and overview of reorganizations, including the requirements for a transaction to constitute a reorganization. The next chapter discusses acquisitive reorganizations. The following chapter focuses on divisive reorganizations, and the fourth of these chapters explores reorganizations involving one corporation. After this study of reorganizations, one chapter discusses carryover of tax attributes and a second chapter focuses on anti-abuse and special provisions, such as the corporate alternative minimum tax.

The last two chapters of the book consider specific policy issues. Chapter 15 discusses proposals to eliminate double taxation of corporate income. The final chapter discusses the phenomenon of corporate tax shelters.

