

380903: Taxation of Corporations and Shareholders (Online)

MGMT-X 427.8

Summer 2021 Section 1 4 Credits 06/21/2021 to 09/05/2021 Modified 05/27/2021

Meeting Times

This course is fully online.

Description

This course examines classification of corporations and associations, organization of corporations, transfers of property to and from a corporation, small business stock, dividend distributions, earnings/profits, property dividends, basic problems in redemption of stock, attribution rules, and partial and complete liquidations. Instruction also covers accumulated earnings, subchapter S, and transactions between corporations and shareholders.

Objectives

This course is designed to further enhance the student's understanding of the taxation of corporations and their shareholders. At the conclusion of the course you should:

1. Be able to outline the tax issues involved in the lifecycle of a corporation; formation, operation and termination and how those situations apply to the corporate entity and affect the individual shareholders.
2. Understand the key concepts and rules that apply to affiliated groups that file consolidated Federal income tax returns.

Outcomes

1. Be able to discuss the advantages and disadvantages of using alternative business forms.
2. Be able to differentiate between Subchapter C and Subchapter S corporations and the related impact of operating under each from an individual tax perspective.

Materials

You may CHOOSE EITHER of the following two books as your textbook for this quarter. Readings for each are on the outline below. **YOU ARE NOT REQUIRED TO BUY BOTH BOOKS –CHOOSE ONE.**

You should choose Abrams if you prefer a less expensive book that is heavier on narrative. You should choose the CCH book if you prefer a more traditional accounting textbook (though it is much more expensive). There will also be lecture notes (PowerPoint slides) that will be posted to Canvas. You will be required to read these as well.

Federal Corporate Taxation

- **Author:** Howard E. Abrams and Richard L. Doernberg
- **Publisher:** Abrams
- **Edition:** 8th Edition

- Author: Smith, Harmelink, and Hasselback
- Availability: <http://onlinestore.cch.com/productdetail.asp?productid=9269>

☰ Deliverables

The course consists of a Midterm exam, a Final exam, and discussion participation and hypotheticals. ALL components are required. If you choose not to submit a certain component, you will lose points. No late participation or exams are accepted unless it is prearranged and a valid reason (emergency) exists. Planned travel or work requirements do not constitute an emergency. A description of the expectations for the course components follows:

Discussion Participation

Class participation is defined as actively raising or answering questions in the Discussion Board for each weekly session. Students are expected to have at least one meaningful "posts" in the online discussion area per week and the postings should be timely and contribute to a discussion during the period that the class is focusing on that topic. Posts made to the discussion thread after-the-fact or "catch-up" posts in subsequent weeks will not be counted. **Just logging on and reading messages does not constitute class participation.**

Your class participation will be evaluated based on the following:

- The quality and frequency of your contributions.
- The ability of your comments to motivate and engage others in a collaborative effort.
- Whether your contributions are timely and meet deadlines.

A student's final grade will be lowered if they do not participate in the class, or if the quality of their contribution is judged by the instructor to be not sufficiently meaningful or useful to the classroom discussion. In the case of a borderline grade, the level and quality of participation can be used as a "tie-breaker", either raising or lowering a student's grade appropriately.

Midterm and Final Exams

The exams are in a "take home" format, open note and open book. **IF THE PARTICULAR EXAM IS NOT COMPLETED BY THE DUE DATE IT WILL NOT BE ACCEPTED.**

✓ Evaluation

Course grades will be based on participation and completion of assignments as follows: For this course a "week" runs from Monday at 12:01 am to Sunday at 11:59 pm. We'll go with Pacific Standard Time as that is the time Canvas is "on." All course components must be taken or submitted by the end of each week (midnight on Sunday night). Total points in the course are determined as follows:

Criteria

Please note that ALL COURSE GRADES ARE FINAL.

Types of evaluations and related weights			
Type	Weight	Topic	Notes
Midterm Exam	90 points		
Discussion Participation	10 points	(10 weeks x 1 points each)	
Final Exam	100 points		

Breakdown

Name:	Range:		
A+	100 %	to 97.0%	
A	< 97.0 %	to 94.0%	
A-	< 94.0 %	to 90.0%	
B+	< 90.0 %	to 87.0%	
B	< 87.0 %	to 84.0%	
B-	< 84.0 %	to 80.0%	
C+	< 80.0 %	to 77.0%	
C	< 77.0 %	to 74.0%	
C-	< 74.0 %	to 70.0%	
F	< 70.0 %	to 0.0%	

* Course Policies

Planning Your Study Time

To plan your study time, it is estimated that you will spend 3 hours per week "in class" with the instructor and approximately 7 additional hours per week outside of class studying for exams, reading, and completing assignments. Depending on the extent of your academic preparation and recent college-level coursework in this topic area, the amount of study time needed may vary considerably.

Incompletes

The interim grade Incomplete may be assigned when a student's work is of passing quality, but a small portion of the course requirements is incomplete for good cause (e.g. illness or other serious problem). It is the student's responsibility to discuss with the instructor the possibility of receiving an "I" grade as opposed to a non-passing grade. The student is entitled to replace this grade by a passing grade and to receive unit credit provided they complete the remaining coursework satisfactorily, under the supervision of and in a time frame determined by the instructor in charge, but in no case later than the end of the next academic quarter. At that time, the Registrar will cause all remaining Incompletes to lapse to the grade "F". Note: Receiving an "I" does not entitle a student to retake all or any part of the course at a later date.

Institutional Policies

Student Conduct

Students are subject to disciplinary action for several types of misconduct or attempted misconduct, including but not limited to dishonesty, such as cheating, multiple submission, plagiarism, or knowingly furnishing false information to the University; or theft

or misuse of the intellectual property of others or violation of others' copyrights. Students are encouraged to familiarize themselves with policy provisions which proscribe these and other forms of misconduct at:

<https://www.uclaextension.edu/pages/str/studentConduct.jsp> (<https://www.uclaextension.edu/pages/str/studentConduct.jsp>)

Services for Students with Disabilities

In accordance with the Americans with Disabilities Act of 1990, UCLA Extension provides appropriate accommodations and support services to qualified applicants and students with disabilities. These include, but are not limited to, auxiliary aids/services such as sign language interpreters, assistive listening devices for hearing-impaired individuals, extended time for and proctoring of exams, and registration assistance. Accommodations and types of support services vary and are specifically designed to meet the disability-related needs of each student based on current, verifiable medical documentation. Arrangements for auxiliary aids/services are available only through UCLA Extension's Service for Students with Disabilities Office at (310) 825-7851 or by email at access@uclaextension.edu. For complete information see:

<https://www.uclaextension.edu/pages/str/studentswithDisabilities.jsp>
(<https://www.uclaextension.edu/pages/str/studentswithDisabilities.jsp>)

Incompletes

Your instructor may post the interim grade *Incomplete/I* if at the end of the class your overall work is of passing quality but a portion could not be submitted for understandable reasons (e.g. illness). It is your responsibility to petition your instructor for permission to submit work late and to provide an explanation, and it is his or her sole decision whether to accept the explanation. If permitted, the *Incomplete/I* grade will be posted and a time frame defined for you to submit the missing work, ranging from one to twelve weeks. *Incomplete/I* grades that remain unchanged after twelve weeks will lapse to *F*, *NP* or *U*. Receiving an *I* grade entitles you to submit only the missing work your instructor has agreed to accept late, and does not allow other work to be retaken or oblige UCLA Extension to provide continuing access to course materials via Canvas. The *Incomplete/I* grade is not an option for courses that do not bear credit, such as 700, 800, or 900-level courses. For complete information, see:

<https://www.uclaextension.edu/pages/str/grading.jsp> (<https://www.uclaextension.edu/pages/str/grading.jsp>)

All Grades are Final

No change of grade may be made by anyone other than the instructor, and then, only to correct clerical errors. No term grade except *Incomplete* may be revised by re-examination. The correction of a clerical error may be authorized only by the instructor of record communicating directly with personnel of Student and Alumni Services.

Sexual Harassment

The University of California is committed to creating and maintaining a community where all individuals who participate in University programs and activities can work and learn together in an atmosphere free of harassment, exploitation, or intimidation. Every member of the community should be aware that the University prohibits sexual harassment and sexual violence, and that such behavior violates both law and University policy. The University will respond promptly and effectively to reports of sexual harassment and sexual violence, and will take appropriate action to prevent, to correct, and when necessary, to discipline behavior that violates our policy.

All Extension students and instructors who believe they have been sexually harassed are encouraged to contact the Department of Student and Alumni Services for complaint resolution: UCLA Extension, 1145 Gayley Ave., Los Angeles, CA 90024; Voice/TTY: (310) 825-7031. View the University's full Policy on Sexual Harassment and Sexual Violence at

<http://policy.ucop.edu/doc/4000385/SHSV> (<http://policy.ucop.edu/doc/4000385/SHSV>).

Additional Items

Protecting Privacy and Data During Live Instruction

Live meeting sessions for this class, when applicable, are being conducted over Zoom. As the host, the instructor may be recording live sessions. Only the host has the ability to record meetings, no recording by other means is permitted. Recorded sessions will be posted in the Videos area of this class unless otherwise notified. Due to privacy, recordings are not available for download and are only accessible via Canvas for the duration of the class. If you have privacy concerns and do not wish to appear in the recording, do not turn on your video and/or audio. If you also prefer to use a pseudonym instead of your name, please let the instructor know what

name you will be using so that the instructor knows who you are during the session. To rename yourself during a Zoom meeting, click on Participants, click on your name, click on More, click on Rename. If you would like to ask a question, you may do so privately through the Zoom chat by addressing your chat question to the instructor only (and not to "everyone"). Additionally, chat may be used and moderated for live questions, and saving of chats is enabled. If you have questions or concerns about this, please contact the instructor via Canvas Inbox.

Pursuant to the terms of the agreement between Zoom and UCLA Extension, the data is used solely for this purpose and Zoom is prohibited from re-disclosing this information. UCLA Extension also does not use the data for any other purpose. Recordings will be deleted when no longer necessary. However, recordings may become part of an administrative disciplinary record if misconduct occurs during a video conference.

Course and Instructor Evaluation

UCLA Extension values your feedback on course and instructor evaluations. We ask all students to take a few minutes to complete an end-of-course evaluation survey. Updates to the course and instruction are influenced by your feedback. Understanding your student experience is essential to ensure continuing excellence in the online classroom and is appreciated by your instructor and the UCLA Extension academic leadership.

Your participation in a survey is voluntary, and your responses are confidential. After instructors submit grades, they will be given an evaluation report, but this report will not contain your name.

About Your Online Course Materials

Please note the following about online course components at UCLA Extension:

- Students must have basic computer skills, including the use of word processing software, email, and the ability to use internet browsers, such as Safari, Firefox, or Chrome.
- Students are responsible for meeting the technical requirements of Canvas and familiarizing themselves with the Canvas Learning Management System.
 - What are the basic computer specifications for Canvas? - <https://community.canvaslms.com/docs/DOC-10721> (<https://community.canvaslms.com/docs/DOC-10721>)
 - Which browsers does Canvas support? - <https://community.canvaslms.com/docs/DOC-10720> (<https://community.canvaslms.com/docs/DOC-10720>)
- Students are responsible for keeping a copy of all assignments and work submitted, and to be aware of all assignments, due dates, and course guidelines.
- Students are encouraged to keep and/or download a local copy of their assignment files, as access to the online environment of a specific course is limited to 30 days after the final course date, as listed in the course catalog.

If you need assistance downloading student materials from your course, please contact Canvas Support or the UCLA Extension Learning Support Team.

UCLA Extension Canvas and Learning Support

For immediate 24/7 Canvas technical support, including holidays, click on **Help** (located on the menu to the left) where you can call or chat live with a Canvas Support representative.

UCLA Extension Instructional Design and Learning Support

The UCLA Extension Learning Support staff assists both students and instructors with Canvas-related technical support, as well as general and administrative questions.

Learning Support staff is available Monday through Friday, from 8 AM to 5 PM (Pacific Time), except holidays:

- Email: support@unexonline.zendesk.com
- Website: <http://support.uclaextension.edu> (<http://support.uclaextension.edu/>)

Schedule

Course calendar and related activities		
When	Topic	Notes
Lecture Week 1 Online	Understand and Working with the Federal Tax Law; Comparative Forms of Doing Business – Intro to Corporations; Small Business stock; Consolidated returns and Penalty Provisions	Abrams, Ch. 1 OR CCH Chapter 14 (except 14,101 thru 14,185) Week 1 lecture notes Week 1 Hypo Replies
Lecture Week 2 Online	Corporate Formation & Operating Rules	Abrams, Ch 2 and Ch 3 OR CCH Paragraphs 14,101 thru 14,185 Week 2 lecture notes Week 2 Hypo Replies
Lecture Week 3 Online	Earnings & Profits and Dividend Distribution	Abrams, Ch. 4; OR CCH Paragraphs 15,001 through 15,035 Week 3 lecture notes Week 3 hypo replies
Lecture Week 4 Online	Redemptions	Abrams, Ch. 5; OR CCH Paragraphs 15,101 through 15,205 week 4 lecture notes Week 4 hypo replies
MidTerm Exam Online	Midterm Exam	Will be in its own module - true/false and/or multiple-choice questions
Lecture Week 6 Online	Liquidations and related topics	Abrams, Ch. 6, 7 & 8; OR CCH Chapter 16 (except 16,401 thru 16,493) Week 6 lecture notes Week 6 hypo replies
Lecture Week 7 Online	Taxable Acquisitions and Intro to Tax-Free Reorganizations	Abrams, Ch. 9, plus pages 261-287; OR CCH Paragraphs 16,401 thru 16,493 Week 7 lecture notes Week 7 hypos
Lecture Week 8 Online	Corporate Reorganizations and Divisions	Abrams, rest of Ch. 10; OR CCH Chapter 17 Week 8 lecture notes Week 8 Hypo replies

Course calendar and related activities		
When	Topic	Notes
Lecture Week 9 Online	Corporate Divisions and Combining Tax Attributes	Abrams, Ch. 11; (No new CCH material) Week 9 lecture notes Week 9 Hypo Replies
Lecture Week 10 Online	S corporations	Abrams Chapter 13; OR CCH Chapter 21 Week 10 lecture notes Week 10 hypo reply
Final Exam Online	Final Exam	non-cumulative; in its own module; same format as mid-term.