USCLeventhal

School of Accounting

ACCT 551T – TAXATION OF PARTNERSHIPS AND S CORPORATIONS FALL 2017 Aug 21 – Dec 13, 2017

Section 14222R Tuesday 6:30 p.m. – 9:30 p.m. JKP 202

Syllabus

View: Course Introduction Video with Professor Patti Mills

This course offers concepts and principles governing Federal taxation of flow-through entities, including partnerships, S corporations, limited liability partnerships (LLPs), and limited liability companies (LLCs).

COURSE STRUCTURE:

This course is being offered simultaneously as both an on-campus lecture-based course and as an online course. While both courses will have access to the same materials, recordings, exercises, and lectures, some of the grading elements will differ. This syllabus applies to those who are registered for the *on campus* section of the course. Students are asked not to switch sections after the semester has started so that each section may function as a cohesive unit, allowing for team projects, study groups, and different grading for participation and preparation.

INSTRUCTOR: Patricia Hughes Mills, J.D., LL.M. Professor of Clinical Accounting Leventhal School of Accounting University of Southern California 3660 Trousdale Pkwy, Room 111 Los Angeles, CA 90089

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- **OFFICE HOURS:** Tuesdays & Thursdays: 12:00 2:00 p.m. Tuesdays 5:30 – 6:30 p.m.
- EMERGENCYUSC Emergencies: 213-740-4321NUMBERS:USC Public Safety- Non Emergencies: 213-740-6000USC Emergency Information Line: 213-740-9233USC Information Line 213-740-2311KUSC Radio 91.5

See Blackboard for instructions to access free online:

Applicable Internal Revenue Code and Treas. Reg. Sections (Available online through RIA Checkpoint or CCH IntelliConnect)

Federal Taxation of Partnerships and Partners (Available online through CCH IntelliConnect; CCH Expert Treatise Library)

Federal Income Taxation of S Corporations (Available online through RIA Checkpoint; WG&L Treatises)

COURSE LEARNING OBJECTIVES:

REQUIRED READINGS:

Upon successfully completing this course, the student will be able to:

- 1. Identify the tax and legal aspects of different business entities;
- 2. Calculate the tax consequences of forming, operating, and terminating a partnership, LLC, or S corporation;
- 3. Compare the taxation of an S corporation with that of an entity taxed as a partnership;
- 4. Evaluate the pros and cons of the different pass-through taxation systems; and
- 5. Apply the knowledge learned to analyze specific flow-through taxation and choice of entity issues.

PROGRAM LEARNING OUTCOMES:

The following are the five Student Learning Outcomes developed for this program by the USC Leventhal faculty and administration and filed with the AACSB, the accrediting body for accounting and business schools. This course will deal primarily with learning outcomes #1 and #3, and to a lesser extent with learning outcomes #2 and #4.

1. Technical, Conceptual, Problem-Solving

Students will be competent in and be able to apply discipline-specific knowledge and skills in the fields of accounting or taxation. This learning outcome includes the development of critical thinking and problem-solving skills, as well as an understanding of the strategic role of accounting and taxation in business organizations and society.

 MBT specific—Apply critical thinking and problem-solving skills related to taxation of individuals, flow-through entities, and corporations. Recognize potential opportunities for tax savings and tax planning.

2. Professional Development

Students will be able to communicate clearly and strategically, after considering the relevant audience, situation, and purpose of the communication. Students will demonstrate the ability to work productively with others to accomplish established goals.

• MBT specific—Convert complex and technical tax terminology into language that translates to non-technical audiences. Demonstrate strong interpersonal communication skills that build relationships with clients over time. Document exchanges with careful attention to word choice, tone, and accuracy.

3. Research/Life-Long Learning

Students will be able to use relevant research databases and academic/professional literature to gain new knowledge and analyze business situations.

• MBT specific—Use computer-based and paper-based systems to thoroughly research tax codes, tax law, rulings and interpretations. Use knowledge to be able to adjust to changes in tax law over time.

4. Ethical Principles and Professional Standards

Students will be able to apply ethical principles and professional standards in analyzing situations and making informed decisions.

 MBT specific—Demonstrate understanding of and apply consistently the ethical principles and professional standards related to the profession. Show the ability to express and follow rules of independence and the highest sense of professional ethics.

5. Globalization and Diversity

Students will be able to demonstrate an international perspective and appreciation for diversity and cultural differences, along with their significance in global business.

 MBT specific—Explain key differences in taxing policies related to expatriates and the countries they live and work in. Reflect on cultural and ethnic differences in approaches to business and taxation policies.

GRADING:	POINTS	DUE DATES
Preparation and Participation	200	
Quiz # 1	75	Sept 19
Midterm Exam	300	Oct 17
Quiz # 2	75	Nov 14
Final Exam	<u>350</u>	Dec 6
Total	1,000	

CLASSROOM POLICIES:

- 1. Class attendance and participation is important in developing a coherent view of the materials covered in the course. Attendance is expected and students should be prepared to discuss the materials assigned for each class. Lack of advance preparation will impact your preparation and participation grade.
- 2. Homework problems will be presented and discussed at the beginning of the class session *following* the lecture on that topic. Homework problems will not be collected, but your preparation and participation grade is based on advance preparation of the problems and effective presentation when called upon.
- 3. Two quizzes (similar to the homework problems) will be given during the course, as well as a midterm and final exam, as indicated in the syllabus. Quizzes may be discussed in class immediately after they are taken, and must be completed prior to the class discussion to receive credit for the quiz.
- 4. All quizzes and exams will be "open book" (Code, Regs, slides, notes, and assigned readings). Please note that you may not be online during quizzes or exams and therefore will not have access to the online treatises. You may print applicable materials to have with you during quizzes and exams.
- 5. Make up quizzes and exams will generally not be given, except in the case of a documented medical problem.

- 6. Laptops should not be used during the class sessions.
- 7. Class sessions will be recorded. These recordings are intended for review purposes only. Attendance is expected at all sessions.

GRADING POLICIES:

This course adheres to the USC Leventhal School of Accounting and Marshall School of Business grading Standards for graduate programs. In general, final course grades at the graduate level in a core course average approximately B+ (3.3) but may vary based on class performance. For elective courses, the class average is usually higher (approximately 3.5), which is between a B+ and an A-. You must receive a C or better to pass a required class, and you must have an overall B average (3.0 minimum) in order to graduate from USC. The graded elements of this course are listed in this syllabus along with information about how they will be evaluated.

ACADEMIC CONDUCT

Students enrolled in any class offered by the Leventhal School of Accounting are expected to uphold and adhere to the standards of academic integrity established by the Leventhal School of Accounting Student Honor Code. Students are responsible for obtaining, reading, and understanding the Honor Code System handbook. Students who are found to have violated the Code will be subject to disciplinary action as described in the handbook. For more specific information, please refer to the Student Honor Code System handbook, available in class or from the receptionist in ACC 101.

PLAGIARISM

Plagiarism – presenting someone else's ideas as your own, either verbatim or recast in your own words – is a serious academic offense with serious consequences. Please familiarize yourself with the discussion of plagiarism in <u>SCampus in Section 11</u>, <u>Behavior Violating</u> <u>University Standards</u>. Other forms of academic dishonesty are equally unacceptable. See additional information in <u>SCampus and university policies on scientific misconduct</u>.

SUPPORT SYSTEMS

Student Counseling Services (SCS) - (213) 740-7711 – 24/7 on call Free and confidential mental health treatment for students, including short-term psychotherapy, group counseling, stress fitness workshops, and crisis intervention. <u>https://engemannshc.usc.edu/counseling/</u>

National Suicide Prevention Lifeline - 1-800-273-8255

Provides free and confidential emotional support to people in suicidal crisis or emotional distress 24 hours a day, 7 days a week. <u>http://www.suicidepreventionlifeline.org</u>

Relationship & *Sexual Violence Prevention Services (RSVP) - (213)* 740-4900 - 24/7 on call Free and confidential therapy services, workshops, and training for situations related to gender-based harm. <u>https://engemannshc.usc.edu/rsvp/</u>

Sexual Assault Resource Center

For more information about how to get help or help a survivor, rights, reporting options, and additional resources, visit the website: <u>http://sarc.usc.edu/</u>

Office of Equity and Diversity (OED)/Title IX compliance – (213) 740-5086 Works with faculty, staff, visitors, applicants, and students around issues of protected class. https://equity.usc.edu/

Bias Assessment Response and Support

Incidents of bias, hate crimes and microaggressions need to be reported allowing for appropriate investigation and response. <u>https://studentaffairs.usc.edu/bias-assessment-response-support/</u>

Student Support & Advocacy – (213) 821-4710

Assists students and families in resolving complex issues adversely affecting their success as a student EX: personal, financial, and academic. <u>https://studentaffairs.usc.edu/ssa/</u>

Diversity at USC – <u>https://diversity.usc.edu/</u>

Tabs for Events, Programs and Training, Task Force (including representatives for each school), Chronology, Participate, Resources for Students

STATEMENT ON RETENTION OF PAPERS FROM THE CURRICULUM OFFICE

According to the *Guidelines on Documents Retention*, University policy requires that final exams and all other grade work which affected the course grade be kept for one year. Other papers or work that instructors hand back but that students fail to pick up can be held for one month.

SCHEDULE – ACCT 551T – FALL 2017 – ON CAMPUS

Orientation Week	Introduction to Course
Learning Outcomes	 Access Blackboard Course Materials Introduce yourself using Blackboard Discussion Forum
Readings	Course Syllabus (found in Blackboard course pages)
Activities	 Review at least three of the Module Introduction Pages for this course. Note: This course contains 12 modules of instruction. Each module includes an introduction or "landing" page, with the instructor's message for the week as well as the learning outcomes for the week. Blackboard Discussion Forum (found in Blackboard course pages) Post your bio or introduction in the Blackboard Discussion Board. In approximately 100 words, describe: who you are what you do for a living where you are located what partnership or S corporation tax experience you have Respond to at least one of your peers' posts!

Aug 22	MODULE 1: Definition of Entities / Check-the-Box Regulations
Learning Outcomes	 Identify attributes of different legal entities Apply the "check the box" regulations to entities Analyze the difference between a partnership and a co-ownership of
Readings	property CCH Partnership Treatise: ¶¶ 1.01, 2.04, 2.07[A], 3.01, 3.05[A], 3.05[C][1],
	3.06 Code : §§ 7701(a)(1), (2), (3); 761(a) – (c) Regs : § 301.7701-1, -2, -3 Read: • Rev. Proc. 2002-22 • Rev. Rul. 75-374 • Rev. Rul. 2004-77 • Rev. Proc. 2002-69
Advance Preparation	Complete the reading assignment
Assignment for next week:	 Prepare Module 1 homework problems and discussion scenario to discuss in class next week. No need to hand in.

Aug 29	MODULE 2: Formation and Funding of the Partnership / Partnership Tax Year
Learning Outcomes	 Analyze the aggregate vs. the entity theory of partnership taxation Calculate the tax consequences of partnership formation Determine the required tax year for partnership entities
Readings	CCH Partnership Treatise: ¶¶ 1.02, 4.01, 4.02, 4.03[A], 4.04[A], 4.05[A] & [B], 4.06, 8.01, 8.02, 10.01 Intro, [C], [D], & [E] Code : §§ 706(b); 721; 722; 723; 724 Regs : §§ 1.706-1(b)(1), (2), (3), (7), (8); 1.721-1(a); 1.722-1; 1.723-1
Advance Preparation	Complete the reading assignment
Assignment for next week:	Complete Module 2 homework problems to be discussed in class next week. No need to hand in.

Sept 5	MODULE 3: Partnership Taxation / Allocations / Basis
Learning Outcomes	 Apply the scheme of flow-through taxation Define limitations on allocations Calculate partners' basis
Readings	CCH Partnership Treatise: ¶¶ 8.04[A] & [B], 8.06, 12.01[A], 13.01[A], 17.01, 17.02, 17.03 Intro, 17A.01 Intro & 17A.01[A]; 20.01; 20.03[A] intro; 20.03[A][3] Code : §§ 701; 702; 703; 704; 705; 706(a), (c), (d) Regs : §§ 1.701-1; 1.702-1; 1.703-1; 1.704-1(a), (d); 1.705-1(a); 1.706-1(c)
Advance Preparation	Complete the reading assignment
Assignment for next week:	Complete Module 3 homework problems to be discussed in class next week. No need to hand in.

Sept 12	MODULE 4: Partnership Liabilities / Disguised Sales
Learning Outcomes	 Explain why liabilities are included in a partner's outside basis Determine the appropriate allocation method for partnership liabilities Identify disguised sales and calculate the resulting tax consequences
Readings	CCH Partnership Treatise: ¶¶ 9.01 intro, [A], and C]; 9.03[A][1]; 27.02[D][2] – [4] Code: §§707(a); 752 Regs: §§ 1.707-3; -4; -5; 1.752-1(a); -2(a), (b)(1)
Advance Preparation	Complete the reading assignment
Assignment for next week:	Complete Module 4 homework problems to be discussed in class next week. No need to hand in. Prepare for Quiz # 1 on Modules 2 – 4 to be taken in class next week.

Sept 19	MODULE 5: Distributions from Partnerships
IN CLASS	Take Quiz # 1
Learning Outcomes	 Distinguish distributions from other transactions Calculate tax consequences of basic partnership distributions
Readings	 CCH Partnership Treatise: ¶¶ 21.01, 22.01 Code: §§ 731(a), (b); 732; 733; 735 Regs: §§ 1.731-1; 1.732-1(a), (b), (c); 1.733-1; 1.735-1 Read: Rev. Rul. 94-4 Rev. Rul. 87-120
Advance Preparation	Complete the reading assignment
Assignment for next week:	Complete Module 5 homework problems to be discussed in class next week. No need to hand in.

Sept 26	MODULE 6: Termination of Partnership
Learning Outcomes	 Define events causing a partnership termination Explain the tax consequences of technical terminations Identify ways to avoid negative tax consequences upon terminations Compare conversions of types of entities
Readings	CCH Partnership Treatise: ¶¶ 33.02 Intro, [A], [B][1][a], [b], 33.02[C] intro, 33.03 Intro, [A], [B], [C], 33.05[A] – [E] Code: §§ 706(c); 708; 741 Regs: §§ 1.706-1(c); 1.708-1(a), (b); 1.761-1(d) Read: • Rev. Rul. 81-38 • Rev. Rul. 87-110 • Rev. Rul. 99-5 • Rev. Rul. 99-6
Advance Preparation	Complete the reading assignment
Assignment for next week:	Complete Module 6 homework problems to be discussed in class next week. No need to hand in.

Oct 3	MODULE 7: Passive Loss and At-Risk Limitations for Partners
Learning Outcomes	 Identify the at-risk limitation as applied to partners Identify the passive loss limitations as applied to partners
Readings	CCH Partnership Treatise: ¶¶ 18.01, 18.02, 18.06 intro, [A], [B], 19.01[A] Code §§ 465, 469 Read: AM 2014-003 (posted)
Advance Preparation	Complete the reading assignment
Assignment for next week:	Complete Module 7 homework problems to be discussed in class next week. No need to hand in.

Oct 10	Partnership Tax Review
Learning Outcomes	1. Confirm outcomes of Modules 1 through 7
Advance Preparation	 Complete Review Problems posted under "Course Materials" in Blackboard to discuss in class No need to hand in
Assignment for next week:	Study for Midterm Exam

Oct 17	MIDTERM EXAM in class

Oct 24	MODULE 8: S Corps: Eligibility and Election
Learning Outcomes	 Define restrictions on S corporation eligibility Explain election requirements
Readings	 WG&L S Corp Treatise: ¶¶ 3.01; 3.03[1], [6], [7], [8], skim [9], skim [11], skim [12], [13], [14], [15]; 3.04; 3.07[1], [2], [3]; 3.08[1], [2], [3][a]; 3.09[1]; 3.10[1][a]; 4.01; 4.02; skim 4.03; 4.06[1][a], [2], [3]; 4.07; 4.08; 4.09 Code: §§ 1361; 1362(a), (b), (c), (f), (g) Regs: §§ 1.1361-1; 1.1361-2; 1.1362-1, -6; 1.1361-3, -4(a)(1) & (2) Read: Rev. Rul. 94-43 Rev. Proc. 2013-30 IRS Form 2553 and Instructions
Advance Preparation	Complete the reading assignment
Assignment for next week:	Complete Module 8 homework problems to be discussed in class next week. No need to hand in.

Oct 31	MODULE 9: S Corps: Basis / Allocation of Income and Losses
Learning Outcomes	 Determine the method and tax consequences of allocations Calculate and apply the stock and debt basis rules Compare S corp debt with the tax result in a partnership or LLC
Readings	WG&L S Corp Treatise: ¶¶ 7.07[1], [2][a]; 7.13; 9.01[1]; 9.02; 9.03; 9.04; 11.01; 11.02[6]; 11.05 Code: §§ 1366; 1367; 1377(a) Regs: §§ 1.1366-1, -2(a); 1.1367-1,-2; 1.1368-1(g)(2); 1.1377-1 Read: • Rev. Rul. 64-162 • Rev. Rul. 68-537 • Rev. Rul. 74-44
Advance Preparation	Complete the reading assignment
Assignment for next week:	Complete Module 9 homework problems to be discussed in class next week. No need to hand in.

Nov 7	MODULE 10: S Corp: Distributions
Learning Outcomes	 Identify types of S Corp Distributions Calculate the tax consequences of various S corp distributions Determine planning opportunities with distributions of property
Readings	WG&L S Corp Treatise: 8.01[1], [2]; 8.02[1][a], [2], [4], [5]; 8.03; 8.04[1], [2][a] – [c], [3], [4], [6][a] – [c], [7] [a] – [d], [9]; 9.03[4][b] Code: § 1368 Regs: §1.1368-1, -2, -3
Advance Preparation	Complete the reading assignment
Assignment for next week:	Complete Module 10 homework problems to be discussed in class next week. No need to hand in. Prepare for Quiz # 2 on Modules 9 – 10 to be taken in class next week.
	Prepare for Quiz # 2 on Modules 9 – 10 to be taken in class next week.

Nov 14	MODULE 11: Corporate Level Taxes in S Corporations
IN CLASS	Take Quiz # 2
Learning Outcomes	 Identify the application of corporate level taxes Explain the reasoning for the built-in-gain tax Calculate the impact of the built-in-gain and passive income taxes
Readings	WG&L S Corp Treatise: ¶¶ 7.06[1], [3], [4][a] through [h] Code: §§ 1362(d(3); 1363; 1371; 1374; 1375 Regs: §§ 1.1374-1, -2, -3, -4(a), (b)
Advance Preparation	Complete the reading assignment
Assignment for next week:	Complete Module 11 homework problems to be discussed in class next week. No need to hand in.

Nov 21	MODULE 12: Termination of S Corporation Status
Learning Outcomes	 Identify events leading to the termination of S status Determine the tax consequences of the termination of S status Discuss post-termination tax planning considerations
Readings	WG&L S Corp Treatise: ¶¶ 5.01[1]; 5.02; 5.03[1], [8][a]; 5.04[1][a], [2][a], [b], [3]; 5.07; 5.09; 8.05 Code: §§ 1362(d), (e), (f); 1377(b); 1371(e); 1366(d)(3) Regs: §§ 1.1362-2, -3, -4, -5, review –6; 1.1377-2 Read: Review Rev. Proc. 2013-30
Advance Preparation	Complete the reading assignment
Assignment for next week:	Complete Module 12 homework problems to be discussed in class next week. No need to hand in.

Nov 28	MODULE 13: S Corporation Review
Learning Outcomes	1. Review concepts and applications from Modules 8 - 12
Advance Preparation	 Complete Review Problems posted under "Course Materials" in Blackboard to discuss in class No need to hand in
Assignment for next week:	Study for final exam

Wed Dec 6: 6:30 -	FINAL EXAM
9:30 p.m.	