

USC Leventhal

School of Accounting

SYLLABUS ACCT 561T – INCOME TAXATION OF CORPORATIONS AND THEIR SHAREHOLDERS

Summer 2024 / May 15 – Jul 30

ONLINE Tuesdays 5:30 pm to 7:00 pm California time via Zoom

3.0 Units

This course offers concepts and principles governing the taxation of corporations and their shareholders; the effect of taxes on corporate formation, capital structure, distributions and liquidations.

COURSE STRUCTURE:

This course is taught in a flipped classroom format using videos and self-check questions that are available on Brightspace. In the flipped classroom format, students do the assigned readings, view the assigned videos, and complete the self-check questions PRIOR to attending the class session.

Students will attend their class session through a weekly Zoom meeting at the time and date indicated on the syllabus. These online class sessions allow students to discuss the topics covered in the reading, videos, and assessments, ask questions, and review discussion questions with faculty and peers. Attendance is required each week.

INSTRUCTOR

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OFFICE HOURS

See online calendar in Brightspace (by appointment)

EMERGENCY INFO

USC Emergencies: 213-740-4321
USC Public Safety—Non Emergencies: 213-740-6000
USC Emergency Info Line: 213-740-9233
USC Information Line: 213-740-2311 or KUSC Radio (91.5 FM)

REQUIRED TEXTS

Bittker & Eustice, *Federal Income Taxation of Corporations & Shareholders* WG&L Federal online treatise
(Available online through RIA Checkpoint)

Eustice, Kuntz & Bogdanski, *Federal Income Taxation of S Corporations* WG&L Federal online treatise
(Available online through RIA Checkpoint)

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

**RECOMMENDED
TEXT**

Burke, *Federal Income Taxation of Corporations and Shareholders*,
8th Edition West Nutshell Series (NOTE: published 11/28/2018)

Available in paperback or eBook directly from the publisher at

http://store.westacademic.com/Burkes_Federal_Income_Taxation_of_Corporations_and_Stockholders_in_a_Nutshell_8th_9781642425673.html

COURSE LEARNING OUTCOMES

Upon taking this course, students will be able to:

1. Determine the tax consequences to each party of the formation of a corporation.
2. Differentiate between debt and equity and the impact on both the corporation and its shareholders.
3. Calculate the amount of corporate distributions taxable as dividends.
4. Calculate income and other potential corporate-level tax liabilities.
5. Distinguish between a redemption that can be treated as a sale or exchange and one that is taxed as a dividend.
6. Determine the appropriate tax treatment of corporate liquidations.
7. Apply the knowledge learned to analyze specific flow-through taxation and choice of entity issues.

POINTS ASSIGNED TO ASSESSMENTS

Timely pre-class preparation (review videos)	100 points
Preparation, Contribution and Professionalism in MarshallTALK	100 points
Knowledge Checks	90 points
Quiz	140 points
Midterm Examination	280 points
Final Examination (cumulative)	<u>290</u> points
Total	<u>1,000</u> points

SUMMARY OF DELIVERABLES:

Assignment	Modules	Due Date
Timely pre-class preparation	1 through 10	Videos, self-check questions, and discussion problems are to be completed prior to the beginning of the respective MarshallTALK
Knowledge Checks	See weekly schedule	By 10:00 pm on Sunday before the next MarshallTALK
Quiz	1 through 4	Opens: Wednesday, June 12 at 12:01 am Closes: Sunday, June 16 at 10:00 pm
Midterm	1 through 6	Opens: Wednesday, June 26 at 12:01 am Closes: Sunday, June 30 at 10:00 pm
Final Exam	1 through 10	Opens: Wednesday, July 24 at 12:01 am Closes: Tuesday, July 30 at 10:00 pm

IMPORTANT DATES – Summer Semester (Session 378)

May 15	First day of classes
May 27	HOLIDAY – Memorial Day
May 30	Last day to add/drop (with refund)
June 18	Last day to drop class (no refund)
July 4 and 5	HOLIDAY – Independence Day
July 16	DROP DAY—Last day to drop a class with mark of “W”
July 30	End of session

COURSE FORMAT

This course is divided into eleven modules, and each module is intended to cover one synchronous session (known as “MarshallTALK”). Due to the shortened summer semester, Module 11 will be optional and the material in Module 11 will not be on the final exam (i.e., there will be no MarshallTALK for Module 11). Module activities may include asynchronous videos, reading assignments, self-assessment questions, discussion problem assignments, synchronous class sessions, and quizzes or exams. **It is expected that students will have completed all required activities and assignments *before* attending MarshallTALK each week.**

Students should ensure that they can access all of the online tools via Brightspace prior to the start of classes.

COURSE POLICIES

PREPARATION, CONTRIBUTION, AND PROFESSIONALISM

Active class participation is important in achieving the learning objectives for this course. Your preparation, contribution, and professionalism produce a more valuable experience for you as well as for your classmates. Lack of preparation, contribution, or professionalism will impact your course grade.

- a. Students are expected to regularly attend MarshallTALK to fulfill University requirements for student contact hours in an online course. **Students who miss MarshallTALK consistently or frequently will not be allowed to pass the course.**
- b. Module videos must be reviewed prior to the respective MarshallTALK in order to earn the timely pre-class preparation points. The videos will be available the entire semester; however, as just noted, points are only available for students who watch the videos prior to the respective MarshallTALK.
- c. Discussion questions will be presented and discussed as indicated in the syllabus. Discussion questions will not be collected, but your preparation, contribution, and professionalism score is based on advance preparation of the discussion questions (and review of the self-check questions) and effective presentation when called upon.
- d. Students should be prepared to discuss the materials assigned for each class. Effective contribution during the class sessions consists of analyzing, commenting, questioning, discussing, and building on others' contributions. Contribution may be evaluated as follows:
 - i. *Outstanding Contribution*. You volunteer responses and your contributions reflect considerable preparation and familiarity with the material. Your comments or questions create a spring-board for discussion and add to the learning in the class.
 - ii. *Good Contribution*. You volunteer comments less frequently but when called upon you demonstrate preparedness. You are able to add value to the classroom discussion.
 - iii. *Minimal Contribution*. You contribute minimally, but are generally quiet and don't add much to the discussion.
 - iv. *No Contribution*. You say little or nothing in class. When called upon, you are unprepared to answer.
- e. Professionalism in the classroom will be expected at all times. Because the university classroom is a place designed for the free exchange of ideas, we must show respect for one another in all circumstances. We show respect for one another by exhibiting patience and courtesy in our exchanges. Appropriate language and restraint from verbal attacks upon those whose perspectives differ from your own is a minimum requirement. Courtesy and kindness is the expected norm for USC students.
- f. Laptops are permitted only for accessing class materials and taking notes. Accessing websites, materials, or other content unrelated to class while class is in session is considered unprofessional and will impact your contribution and professionalism grade. Cell phones and laptops need to be silenced. Professional conduct also includes having cameras on but minimizing background distractions.

SELF-CHECK QUESTIONS

Each module has self-check questions which will assist in determining what material is understood and where you should consider re-reviewing some of the material prior to the respective MarshallTALK. The self-check questions are not scored. You can attempt these questions as often as you would like during the semester.

KNOWLEDGE CHECKS

It is important to confirm understanding after a module is discussed in MarshallTALK in order to ensure success in this course. There are six knowledge checks, each worth fifteen points, that are to be completed as provided in the syllabus.

QUIZZES AND EXAMS

One quiz and two exams (“Assessed Tests”) will be given during the course as indicated in the syllabus. Assessed Tests must be completed by the due date is indicated in the syllabus and Brightspace.

- a. All Assessed Tests will be “open book” (Code, Regs, slides, notes, and assigned readings). Please note that the Assessed Tests will be completed in Brightspace and, accordingly, you may use laptops during the Assessed Tests. You may only access our Brightspace classroom and the research services (Checkpoint and IntelliConnect), and are prohibited from accessing any other websites during the Assessed Tests.
- b. Make up Assessed Tests will generally not be given, except in the case of a well-documented emergency, unforeseen circumstance or conflict with a religious observance, and arranged for in advance with the professor.

RECORDINGS, CLASS NOTES AND COURSE MATERIAL COPYRIGHTS

Students may not record any lecture, class discussion or meeting with the professor without his prior express written permission. The word “record” or the act of recording includes, but is not limited to, any and all means by which sound or visual images can be stored, duplicated or retransmitted whether by an electro-mechanical, analog, digital, wire, electronic or other device or any other means of signal encoding. The professor reserve all rights, including copyright, to lectures, course syllabi and related materials, including summaries, PowerPoint slides, prior exams, discussion questions, answer keys, and all supplementary course materials (collectively known as “Course Materials”) available to the students enrolled in class whether or not posted on Brightspace or otherwise. **Course Materials may not be reproduced, distributed, copied, or disseminated in any media or in any form, including but not limited to all public and private file sharing websites by anyone other than the professor or his designee without his express written permission.** Exceptions are made for students who have made prior arrangements with the Office of Student Accessibility Services and the professor.

Notes made by students on a university class or lecture may only be made for purposes of individual or group study, or for other non-commercial purposes that reasonably arise from the student’s membership in the class or attendance at the university. This restriction also applies to any information distributed, disseminated or in any way displayed for use in relationship to the class, whether obtained in class, via email or otherwise on the Internet, or via any other medium.

Course Materials (defined above) include student-prepared materials based on course content.

Actions in violation of this policy constitute a violation of the USC Student Conduct Code and may subject an individual or entity to university discipline and/or legal proceedings.

USE OF ARTIFICIAL INTELLIGENCE (AI) TOOLS

Since analytical and critical thinking skills are necessary to achieve the learning outcomes of this course, all assignments should be prepared by the student working individually or in groups, as applicable. Developing strong competencies in these areas will prepare you for a competitive workplace. Therefore, using AI-generated tools is prohibited in this course, will be identified as plagiarism, and will be reported to the Office of Academic Integrity. Please ask your professor if you are unsure about what constitutes unauthorized assistance on an exam or assignment, or what information requires citation and/or attribution.

LATE ASSIGNMENTS

Assignments submitted late will not be accepted and will earn a score of zero, except in the case of a conflict with a religious observance, well-documented emergency or unforeseen circumstance to be approved by the professor in his sole and absolute discretion. Extra credit assignments will not be available.

Students will typically receive a system generated email when Brightspace receives a submission. Additionally, students will be able to see their submissions in the gradebook. Students have sole responsibility for confirming their assignment submissions were validly received by Brightspace.

LEVENTHAL AND MARSHALL GRADING STANDARDS

This course adheres to the USC Leventhal School of Accounting and Marshall School of Business grading Standards for graduate programs. You must earn a C or better to pass a required class, and you must earn an overall B average (3.0 minimum) from all your courses in order to graduate from USC. The assessed elements of this course are listed in this syllabus along with information about how they will be evaluated.

LEVENTHAL PROGRAM LEARNING OUTCOMES

The 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, can be found [here](#). This course will deal primarily with learning outcomes #1, 2, and 3, and to a lesser extent with learning outcomes #4 and #5.

OPEN EXPRESSION AND RESPECT FOR ALL

An important goal of the educational experience at USC Marshall is to be exposed to and discuss diverse, thought-provoking, and sometimes controversial ideas that challenge one's beliefs. In this course we will support the values articulated in the USC Marshall "[Open Expression Statement](#)."

USC Statement on Academic Conduct and Support Systems

Academic Integrity:

The University of Southern California is a learning community committed to developing successful scholars and researchers dedicated to the pursuit of knowledge and the dissemination of ideas. Academic misconduct, which includes any act of dishonesty in the production or submission of academic work, comprises the integrity of the person who commits the act and can impugn the perceived integrity of the entire university community. It stands in opposition to the university's mission to research, educate, and contribute productively to our community and the world.

All students are expected to submit assignments that represent their own original work, and that have been prepared specifically for the course or section for which they have been submitted. You may not submit work written by others or "recycle" work prepared for other courses without obtaining written permission from the instructor(s).

Other violations of academic integrity include, but are not limited to, cheating, plagiarism, fabrication (e.g., falsifying data), collusion, knowingly assisting others in acts of academic dishonesty, and any act that gains or is intended to gain an unfair academic advantage.

The impact of academic dishonesty is far-reaching and is considered a serious offense against the university. All incidences of academic misconduct will be reported to the Office of Academic Integrity and could result in outcomes such as failure on the assignment, failure in the course, suspension, or even expulsion from the university.

For more information about academic integrity see [the student handbook](#) or the [Office of Academic Integrity's website](#), and university policies on [Research and Scholarship Misconduct](#).

Please ask your instructor if you are unsure what constitutes unauthorized assistance on an exam or assignment, or what information requires citation and/or attribution.

Students and Disability Accommodations:

USC welcomes students with disabilities into all of the University's educational programs. The Office of Student Accessibility Services (OSAS) is responsible for the determination of appropriate accommodations for students who encounter disability-related barriers. Once a student has completed the OSAS process (registration, initial appointment, and submitted documentation) and accommodations are determined to be reasonable and appropriate, a Letter of Accommodation (LOA) will be available to generate for each course. The LOA must be given to each course instructor by the student and followed up with a discussion. This should be done as early in the semester as possible as accommodations are not retroactive. More information can be found at osas.usc.edu. You may contact OSAS at (213) 740-0776 or via email at osasfrontdesk@usc.edu.

Support Systems:

[Counseling and Mental Health](#) - (213) 740-9355 – 24/7 on call

Free and confidential mental health treatment for students, including short-term psychotherapy, group counseling, stress fitness workshops, and crisis intervention.

[988 Suicide and Crisis Lifeline](#) - 988 for both calls and text messages – 24/7 on call

The 988 Suicide and Crisis Lifeline (formerly known as the National Suicide Prevention Lifeline) provides free and confidential emotional support to people in suicidal crisis or emotional distress 24 hours a day, 7 days a week, across the United States. The Lifeline is comprised of a national network of over 200 local crisis centers, combining custom local care and resources with national standards and best practices. The new, shorter phone number makes it easier for people to remember and access mental health crisis services (though the previous 1 (800) 273-8255 number will continue to function indefinitely) and represents a continued commitment to those in crisis.

[Relationship and Sexual Violence Prevention Services \(RSVP\)](#) - (213) 740-9355(WELL) – 24/7 on call

Free and confidential therapy services, workshops, and training for situations related to gender- and power-based harm (including sexual assault, intimate partner violence, and stalking).

[Office for Equity, Equal Opportunity, and Title IX \(EEO-TIX\)](#) - (213) 740-5086

Information about how to get help or help someone affected by harassment or discrimination, rights of protected classes, reporting options, and additional resources for students, faculty, staff, visitors, and applicants.

[Reporting Incidents of Bias or Harassment](#) - (213) 740-5086 or (213) 821-8298

Avenue to report incidents of bias, hate crimes, and microaggressions to the Office for Equity, Equal Opportunity, and Title for appropriate investigation, supportive measures, and response.

[The Office of Student Accessibility Services \(OSAS\)](#) - (213) 740-0776

OSAS ensures equal access for students with disabilities through providing academic accommodations and auxiliary aids in accordance with federal laws and university policy.

[USC Campus Support and Intervention](#) - (213) 740-0411

Assists students and families in resolving complex personal, financial, and academic issues adversely affecting their success as a student.

[Diversity, Equity and Inclusion](#) - (213) 740-2101

Information on events, programs and training, the Provost's Diversity and Inclusion Council, Diversity Liaisons for each academic school, chronology, participation, and various resources for students.

[USC Emergency](#) - UPC: (213) 740-4321, HSC: (323) 442-1000 – 24/7 on call

Emergency assistance and avenue to report a crime. Latest updates regarding safety, including ways in which instruction will be continued if an officially declared emergency makes travel to campus infeasible.

[USC Department of Public Safety](#) - UPC: (213) 740-6000, HSC: (323) 442-1200 – 24/7 on call

Non-emergency assistance or information.

Office of the Ombuds - (213) 821-9556 (UPC) / (323-442-0382 (HSC)

A safe and confidential place to share your USC-related issues with a University Ombuds who will work with you to explore options or paths to manage your concern.

Occupational Therapy Faculty Practice - (323) 442-2850 or otfp@med.usc.edu

Confidential Lifestyle Redesign services for USC students to support health promoting habits and routines that enhance quality of life and academic performance.

Information on Brightspace, the Learning Management System (LMS) for our course

USC has made a change in its Learning Management System (LMS). This semester ACCT 561T will be taught using the new Brightspace LMS and not Blackboard. Everyone at USC who previously used Blackboard is switching to Brightspace in Summer 2024.

How to Log In

To access Brightspace today, follow these steps:

1. Go to <https://brightspace.usc.edu/d2l/login>
2. Enter your USC Net ID to access your Org Homepage
3. Begin navigating through Brightspace

What to Expect

Brightspace offers an intuitive experience featuring familiar tools, alongside new features such as interactive widgets and mobile compatibility. It also provides detailed student reports and progress tracking to enrich your learning experience. Upon accessing Brightspace, you can expect to see:

- **The 20242 ACCT-561T: Taxation of Corporations and Their Shareholders:** This is where the content for our Summer 2024 course is located.

I also encourage you to download the mobile app, Brightspace Pulse, available in both the [Apple App Store](#) and [Google Play](#).

Support Resources

Do you want to learn more about Brightspace? Check out training and resources in the [Brightspace Student Tutorials](#). For technical support, please reach out to brightspace@usc.edu or call 213-740-5555 (option 2>2).

- **Student Guides:** [Brightspace Student Guides](#)
- **Brightspace Technical Support Line:** 888-895-2812
- **Brightspace Email Support:** usc@d2l.com

ACCT 561T SCHEDULE

MODULE 1: Formation of a Corporation I	
Learning Outcomes	<ol style="list-style-type: none"> 1. Identify and apply the basic requirements for application of Section 351 and Section 1032. 2. Calculate the consequences of Sections 351 and 1032 for shareholders and corporations, relating to gains/losses, basis, and holding period. 3. Compare the treatment of a shareholder transferring property and services under Section 351.
Readings	IRC §§ 351, 358, 362, 368(c), 1032, 1223(1), 1223(2) Regs §§ 1.351-1; 1.362-4(b), (g), (h), Examples 1, 5 and 6 Rev Proc 77-37, §3.07, 1977-2 CB 568. B&E ¶¶ 3.01, 3.02, 3.07, 3.08, 3.09, 3.10[1], [4], 3.11, 3.12[1]
Pre-class preparation	Watch the pre-recorded videos, complete the self-check questions and complete the discussion problems prior the start of MarshallTALK
Tuesday, May 21	Zoom meeting from 5:30 pm to 7:00 pm
Post-class assignment	None

MODULE 2: Formation of a Corporation II	
Learning Outcomes	<ol style="list-style-type: none"> 1. Determine the tax treatment of “boot” under Section 351, including the allocation of boot gain to multiple properties. 2. Calculate the recognized gain when a shareholder receives an installment note in a 351 transaction. 3. Analyze the tax treatment of a contribution of capital for the corporation, shareholders and non-shareholders. 4. Evaluate the business considerations of issuing debt versus equity.
Readings	IRC §§ 61(a)(11), 108(e), 118, 357, 385, 453 Regs §§ 1.357-1, 1.357-2 Prop. Reg. §§ 1.351-2, § 1.453-1(f)(3)(ii) Hardman v U.S., 827 F2d 1409 (9th Cir 1987) B&E ¶¶ 3.05, 3.06, 3.10[3], 3.13, 4.01, 4.02[1], [2], [3], 4.02[4][d], 4.03[1], [3]
Pre-class preparation	Watch the pre-recorded videos, complete the self-check questions and complete the discussion problems prior the start of MarshallTALK
Tuesday, May 28	Zoom meeting from 5:30 pm to 7:00 pm
Post-class assignments	Take knowledge check online and begin on or before Sunday, June 2 at 10:00 PM

MODULE 3: Operational Issues and Limitations	
Learning Outcomes	<ol style="list-style-type: none"> 1. Determine corporate taxable income and income tax liability. 2. Explain the rules for net operating losses. 3. Determine the tax treatment on the disposition or worthlessness of debt and equity.
Readings	IRC §§ 11, 162(m), 163(j), 166, 170(b)(2), 170(d)(2), 172, 243, 246, 248, 1211(a), 1212(a) Regs § 1.248-1 B&E ¶¶ 5.01 to 5.03 (excluding 5.03[5] to [7], [9], [10]), 5.05 to 5.05[2], 5.05[7][a] to [c], 5.06[1]
Pre-class preparation	Watch the pre-recorded videos, complete the self-check questions and complete the discussion problems prior the start of MarshallTALK
Tuesday, June 4	Zoom meeting from 5:30 pm to 7:00 pm
Post-class assignments	Take knowledge check online and begin on or before Sunday, June 9 at 10:00 PM

MODULE 4: Non-Liquidating Distributions	
Learning Outcomes	<ol style="list-style-type: none"> 1. Determine the tax consequences of a corporate distribution of cash or property, including the impact on Current and Accumulated Earnings and Profits. 2. Identify when a constructive dividend occurs. 3. Compute the shareholder's basis in property received pursuant to a corporate distribution.
Readings	IRC §§ 301, 311, 312, 316, 317, 336(b) Treas. Reg. §§ 1.301-1(a) to (m); 1.312-1; 1.312-6; 1.312-7; 1.312-15; 1.316-1(a); 1.316-2 Rev Rul 74-164 B&E ¶¶ 8.01 to 8.06, 8.20 to 8.23
Pre-class preparation	Watch the pre-recorded videos, complete the self-check questions and complete the discussion problems prior the start of MarshallTALK
Tuesday, June 11	Zoom meeting from 5:30 pm to 7:00 pm
Post-class assignments	Study for and complete the quiz

Quiz	
Learning Outcomes	Confirm outcomes of Modules 1 through 4.
Assignment	Take online; quiz link opens on Wednesday, June 12 at 12:01 am and quiz link closes on Sunday, June 16 at 10:00 pm

MODULE 5: Stock Redemptions & Partial Liquidations	
Learning Outcomes	<ol style="list-style-type: none"> 1. Apply the constructive ownership rules to allocate ownership of an entity. 2. Determine when any of the Section 302(b) tests will apply to treat a redemption as a sale or exchange. 3. Identify the tax consequences when a redemption is treated as a sale or exchange versus a Section 301 distribution.
Readings	IRC §§ 302, 312(n)(7), 318 Reg §§ 1.302-3, 1.302-4 B&E ¶¶ 9.01 to 9.05, 9.07 (excluding 9.07[3][b]), 9.22[1] first paragraph, 9.22[2] first two paragraphs, 9.22[3], 9.24[1] to [2]
Pre-class preparation	Watch the pre-recorded videos, complete the self-check questions and complete the discussion problems prior the start of MarshallTALK
Tuesday, June 18	Zoom meeting from 5:30 pm to 7:00 pm
Post-class assignments	Take knowledge check online and begin on or before Sunday, June 23 at 10:00 PM

MODULE 6: Stock Dividends & Section 306 Stock	
Learning Outcomes	<ol style="list-style-type: none"> 1. Demonstrate the rules pursuant to Section 305 regarding stock dividends, including exceptions to its application. 2. Determine when a shareholder has received Section 306 stock. 3. Calculate the tax consequences of dispositions of Section 306 stock.
Readings	IRC §§ 305 to 307 Reg §§ 1.305-1 to -7, 1.306-1 to -3 B&E ¶¶ 8.40 to 8.42, 8.60 to 8.65
Pre-class preparation	Watch the pre-recorded videos, complete the self-check questions and complete the discussion problems prior the start of MarshallTALK
Tuesday, June 25	Zoom meeting from 5:30 pm to 7:00 pm
Post-class assignments	Study for and complete midterm exam

Midterm Exam	
Learning Outcomes	Confirm outcomes of Modules 1 through 6.
Assignment	Take online; exam link opens on Wednesday, June 26 at 12:01 am and exam link closes on Sunday, June 30 at 10:00 pm

MODULE 7: Complete Liquidations	
Learning Outcomes	1. Compute the tax consequences for a liquidating corporation and its shareholders in a complete liquidation.
Readings	IRC §§ 331, 334, 336 Reg §§ 1.331-1 Rev Rul 85-48 B&E ¶¶ 10.20, 10.21[1] to [3], 10.22 to 10.25
Pre-class preparation	Watch the pre-recorded videos, complete the self-check questions and complete the discussion problems prior the start of MarshallTALK
Tuesday, July 2	Zoom meeting from 5:30 pm to 7:00 pm
Post-class assignments	Take knowledge check online and begin on or before Sunday, July 7 at 10:00 PM

MODULE 8: S corporation eligibility and election	
Learning Outcomes	1. Define restrictions on S corporation eligibility 2. Explain election requirements
Readings	IRC §§ 1361, 1362(a), (b), (c), (f), (g) Reg §§ 1.1361-1, -2, -3, -4(a)(1) and (2); 1.1362-1, -6 Rev Ruls 87-57, 94-43; Rev Procs 2006-46, 2013-30; IRS Form 2553 and Instructions EKB ¶¶ 3.01, 3.03[1], [2], [6], [7], [8], [13], [14], [15], 3.07, 3.08[1], [2], [3][a], [b][i], 3.09[1], 3.10[1][a], 4.01, 4.02, 4.06[1], [2], [3], 4.07, 4.08, 4.09 Skim EKB ¶¶ 3.03[9], [11], [12], 3.04, 4.03
Pre-class preparation	Watch the pre-recorded videos, complete the self-check questions and complete the discussion problems prior the start of MarshallTALK
Tuesday, July 9	Zoom meeting from 5:30 pm to 7:00 pm
Post-class assignments	Take knowledge check online and begin on or before Sunday, July 14 at 10:00 PM

MODULE 9: S corporation allocations; stock and debt basis	
Learning Outcomes	<ol style="list-style-type: none"> 1. Determine the method and tax consequences of allocations 2. Calculate and apply the stock and debt basis rules 3. Compare S corporation debt with the tax result in a partnership or LLC
Readings	IRC §§ 1366, 1367, 1377(a) Reg §§ 1.1366-1, -2(a), 1.1367-1,-2, 1.1368-1(g)(2), 1.1377-1 Rev Ruls 64-162, 68-537, 74-44 EKB ¶¶ 7.07[1], [2], 7.13, 9.01[1], 9.02[1], [2], 9.03, 9.04, 11.01, 11.02[6], 11.05
Pre-class preparation	Watch the pre-recorded videos, complete the self-check questions and complete the discussion problems prior the start of MarshallTALK
Tuesday, July 16	Zoom meeting from 5:30 pm to 7:00 pm
Post-class assignments	Take knowledge check online and begin on or before Sunday, July 21 at 10:00 PM

MODULE 10: S corporation distributions	
Learning Outcomes	<ol style="list-style-type: none"> 1. Identify types of S corporation distributions 2. Calculate the tax consequences of various S corporation distributions 3. Determine planning opportunities with distributions of property
Readings	IRC § 1368 Reg § 1.1368-1, -2, -3 EKB ¶¶ 8.01[1], [2], 8.02[1][a], [2], [4], [5], 8.03, 8.04[1], [2][a] to [c], [3], [4], [6][a] to [c], [7] [a] to [d], [9], 9.03[4][b]
Pre-class preparation	Watch the pre-recorded videos, complete the self-check questions and complete the discussion problems prior the start of MarshallTALK
Tuesday, July 23	Zoom meeting from 5:30 pm to 7:00 pm
Post-class assignments	Study for final examination

*****OPTIONAL***** MODULE 11: Other corporate level taxes	
Learning Outcomes	<ol style="list-style-type: none"> 1. Describe basic judicial doctrines regarding corporate taxation 2. Calculate the potential other corporate level taxes
Readings	IRC §§ 531 to 537, 541 to 543, 545, 1362(d)(3), 1363, 1371, 1374, 1375 Reg §§ 1.1374-1, -2, -3, -4(a), (b) B&E ¶¶ 1.05[2][b] – [d], 3.17[6], 7.01 – 7.09, 7.20 – 7.24 EKB ¶¶ 7.06[1], [3], [4][a] through [h]
	OPTIONAL: This module will be available for review, but the material will not be included on the final exam

Final Exam	
Learning Outcomes	Confirm outcomes of Modules 1 through 10.
Assignment	Take online; exam link opens on Wednesday, July 24 at 12:01 am and exam link closes on Tuesday, July 30 at 10:00 pm