ACC 561 Corporate Reorganizations

ACC 561- Corporate Reorganizations

Instructor information

- Instructor: Ron Marcuson, MAS
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- Office Hours: By appointment only
- Location: DPC 6075
- Phone: 312-362-7207
- Preferred contact: via email first

Course Description

Federal income tax implications of transfers of stock, securities and property in connection with corporate acquisitions, combinations and separations. This course is mainly concerned with the tax consequences to corporate parties to reorganizations and their shareholders. Emphasis is given to determining the taxability of transactions.

Course Objectives

Upon completion of this course, students should be able to:

- Recogncize the requirements for the various types of acquisitive and divisive reorganizations.
- Understand and apply the judicial doctrines to the various types of acquisitive and divisive reorganizations.
- Compute the tax consequences of a reorganization to the parties to the reorganization.
- Compute and apply the Section 382 limitation

Course Prerequisites

Successful completion of ACC 560- Taxation Corporate/Shareholders
This is an online course. You will need at minimum:

- Frequent access to a computer that connects to the Internet.
- A working e-mail account that you check regularly (and that is updated in Campus Connection).
- Access to a software suite such as Microsoft Office (Word, Excel, Power Point). If you do not have access to Office, you can download a free, open source alternative such as Open Office (http://www.openoffice.org) that will give you the same basic functionality.
- The ability to view video files, either in a streaming (Flash) or downloadable (QuickTime, iTunes, 3GP) format.

**Required Materials**

*Federal Income Taxation of Corporations and Shareholders,* by Bittker and Eustice, 7th Edition (student),
Warren Gorham & Lamont ISBN 9780791385616

Books can be purchased online from [http://depaul-loop.bncollege.com/](http://depaul-loop.bncollege.com/)

**Course Grading Policies and Assignments**

**Case Studies**

The case studies are meant to be a review of the lectures and readings. They are designed to help you gage your understanding of the topic. In some cases they are meant to challenge you to develop the topic more fully. Please do not assume there is a correct answer to every case study.

The case studies are each worth 10 points. Points will be awarded for identifying the appropriate reorganization and applying it to the facts.

The case studies will generally be graded within one week of the due date.

**Discussion Boards**

Discussion Questions are worth 5 points each. Points will be awarded for material comments made on the Discussion Board topics. Comments like "I agree" are not considered meaningful. An initial comment must be made by Thursday evening to receive points. Where necessary follow up comments must be made by Sunday evening to address issues raised my other students or me.

**Mid Term and Final Examinations**

The examinations will cover all topics discussed in the course. The amount of possible points for each problem is indicated at the beginning of the problem. The total number of points available are 300 points for the midterm and 300 points for the final. In grading each problem, points will be allocated for:
1. Identifying issues
2. Correctly identifying the appropriate reorganization provision which deals with the issue
3. Correctly citing the appropriate authority
4. Correctly applying the appropriate reorganization provision to the facts in order to answer the specific questions asked

Please note it is important that you indicate any assumptions you feel you must make.

**Summary**

Your overall grade is not based on achieving a predetermined number of points. Instead, I will evaluate the number of points you have received versus the other members in the class and thereby determine a grade (i.e., the grading is on a curve). After the midterm I will be able to give you ranges for the various grades.

**Incompletes**

An IN (incomplete) is a temporary grade indicating that the student has a satisfactory record in work completed, but for unusual or unforeseeable circumstances not encountered by other students in the class and acceptable to the instructor is prevented from completing the course requirements by the end of the term. An incomplete grade may not be assigned unless the student has formally requested it from the instructor, and the instructor has given his or her permission for the student's receiving an incomplete grade.

**Schedule**

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<thead>
<tr>
<th>Session</th>
<th>Topic</th>
<th>Case Studies</th>
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</thead>
<tbody>
<tr>
<td>1</td>
<td>Overview Judicial Doctrines</td>
<td></td>
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<tr>
<td>2</td>
<td>Judicial Doctrines (Continued)</td>
<td>1,2,3</td>
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<tr>
<td>3</td>
<td>A Reorganizations Parent Subsidiary Mergers</td>
<td>5</td>
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Accommodation

Students with Disabilities

Students seeking disability-related accommodations are required to register with DePaul's Center for Students with Disabilities (CSD) enabling you to access accommodations and support services to assist your success. There are two office locations that can provide you with enrollment information, or inquire via email at csd@depaul.edu.

- Loop Campus - Lewis Center #1420 - (312) 362-8002
- Lincoln Park Campus - Student Center #370 - (773) 325-1677

Students are also invited to contact me privately to discuss your challenges and how I may assist in facilitating the accommodations you will use during this course. This is best done early in the term and our conversation will remain confidential.

Additional Accommodations

This course may include instructional content delivered via audio and video. If you have any concerns about your ability to access and/or understand this material in its default format, please notify me within the first week of the course so accommodations can be made.

Assistance with Writing – The Writing Center

Consider contacting or visiting the Writing Center to discuss your assignments for this course or any others. You may schedule appointments (30 or 50 minutes) on an as-needed or weekly basis, scheduling up to 3 hours worth of appointments per week. Online services include Feedback-by-Email and IM conferencing (with or without a webcam). All writing center services are free.

Writing Center tutors are specially selected and trained graduate and undergraduate students who can help you at almost any stage of your writing. They will not do your work for you, but they can help you focus and develop your ideas, review your drafts, and polish your writing. They can answer questions about grammar, mechanics, different kinds of writing styles, and documentation formats. They also can answer questions and provide feedback online, through IM/webcam chats and email. Obviously, the tutors won’t
necessarily be familiar with every class or subject, but they are able to provide valuable help from the perspective of an interested and careful reader as well as a serious and experienced student-writer.

Schedule your appointments with enough time to think about and use the feedback you’ll receive. Bring your assignment handout and other relevant materials to your appointments.

**Student Evaluations**

At the end of this course, you will be provided with the opportunity to evaluate this course. Course evaluations provide valuable feedback that can improve teaching and learning. The greater the level of participation, the more useful the results. As students, you are in the unique position to view the instructor over time. Your comments about what works and what doesn’t can help faculty build on the elements of the course that are strong and improve those that are weak. Isolated comments from students and instructors’ peers may also be helpful, but evaluation results based on high response rates may be statistically reliable (believable). As you experience this course and material, think about how your learning is impacted. Your honest opinions about your experience in and commitment to the course and your learning may help improve some components of the course for the next group of students. Positive comments also show the department chairs and college deans the commitment of instructors to the university and teaching evaluation results are one component used in annual performance reviews (including salary raises and promotion/tenure). The evaluation of the instructor and course provides you an opportunity to make your voice heard on an important issue – the quality of teaching at DePaul. Don’t miss this opportunity to provide feedback!

**Academic Integrity**

The DePaul Student Handbook states:

- Violations of academic integrity include the following categories: cheating; plagiarism; fabrication; falsification or sabotage of research data; destruction or misuse of the university's academic resources-alteration or falsification of academic records; and academic misconduct. Conduct that is punishable under the Academic Integrity Policy could result in additional disciplinary actions by other university officials and possible civil or criminal prosecution. Full text located at [http://academicintegrity.depaul.edu/AcademicIntegrityPolicy.pdf](http://academicintegrity.depaul.edu/AcademicIntegrityPolicy.pdf).