

Taxes and Business Strategy

Prof. Jennifer Blouin – Spring 2006

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Prerequisites:

Finance 601 or equivalent.

Materials

Textbook (REQUIRED): Scholes, Wolfson, Erickson, Maydew and Shevlin. Taxes and Business Strategy: A Planning Approach, Prentice Hall, 3rd edition.

WebCafé: This site includes course information, important announcements and any lecture slides, course handouts, problem solutions and optional articles.

In-class handouts: Occasionally, supplemental material will be distributed in class. These materials will also be available on WebCafé (barring any copyright issues). Note that any lecture slide will not be distributed in class. Please download these prior to class.

Course Goals and Objectives:

Traditional finance and strategy courses do not consider the role of taxes. Similarly, traditional tax courses often ignore the richness of the decision context in which tax factors operate. The objective of this course is to develop a framework for understanding how taxes affect business decisions.

The key themes of the framework are:

All Parties: Effective tax planning requires the planner to consider the tax implications of a proposed transaction for all of the parties to the transaction.

All Taxes: Effective tax planning requires the planner, in making investment and financing decisions, to consider not only explicit taxes (tax dollars paid directly to taxing authorities) but also implicit taxes (taxes paid indirectly as lower before-tax rates of return on tax-favored investments).

All Costs: Effective tax planning requires the planner to recognize that taxes represent only one among many business costs. In the planning process all costs must be considered, including the costly restructuring of the business necessary to implement some tax plans.

The three themes are applied to decision contexts, such as investments, compensation, organizational form, regulated industries, financial instruments, tax-sheltered investments, family wealth planning, mergers and acquisitions, and multinational. The ultimate goal is to provide you with a new approach to thinking about taxes (and all forms of government intervention) that will be valuable even as laws and governments change.

Part of being financially literate is having a basic understanding of how taxation affects business decisions that companies typically face: forming the business and raising capital, operating the firm, distributing cash to shareholders through dividends and share repurchases, expanding through acquisition, divesting lines of business, and expanding internationally. Taxes have a direct impact on cash flow and often divert 40% to 50% of the firm's pretax cash flow to the government. In addition, estate planning looms large for privately held firms and publicly held firms with large family ownership. Having an understanding of taxation and how firms plan accordingly is important whether you will be running the firm (e.g., executive in large company, entrepreneur, or running a family owned business) or assessing it from the outside (e.g., financial analyst, venture capitalist, or investment banker). Taxes are everywhere and it pays to have some understanding of them.

A recurring theme will be linking the tax strategies that we learn with concepts from corporate finance, financial accounting, business law, and economics. We make extensive use of real transactions to illustrate the impact of tax structure on earnings and cash flow. I think you will find that people who understand how these rules work and how they interact have a distinct advantage in the marketplace.

Grading:

Your course grade will be determined as follows:

Quizzes(5)	250 points
CD&P	50 points
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Total	300 points

Quizzes. Quizzes will be administered in class on the following dates: January 25, February 13, March 1, March 29 and April 19. There is no final exam or quiz in the regularly scheduled final exam period. Each quiz is closed-book and closed-notes. Students will receive the entire class period to complete each quiz. Each quiz will be graded based on 50 points.

There will be no “make-up” quizzes. However, special accommodations for quiz conflicts on schedule quiz dates shall be considered on a case-by-case basis. There are three broad categories of conflicts. A “Class A” conflict is something tantamount to a medical emergency. In the event of a medical emergency for which the student provides adequate documentation, that quiz shall be ignored and the student shall be graded exclusively based on his or her performance on the other four quizzes (i.e., essentially each of the other quizzes will be based 62.5 points). A “Class B” conflict is something tantamount to an unforeseen conflict with another academic obligation. A conflict can only constitute a “Class B” if I am informed of the situation in advance. In the event that a student has a conflict of this nature, the *lowest* score among the four other quizzes a student

takes shall be received for the missing quiz. A “Class C” conflict is anything deemed avoidable or frivolous. In this event, a student shall be assigned a score of zero for that quiz.

A student must take *at least* four quizzes in order to get credit for the class.

Classroom demeanor and participation (CD&P). Each student shall be awarded a score based on his or her level of class demeanor and participation (CD&P). A student’s CD&P score shall be influenced by three key factors: demeanor, participation and preparation. First, I will expect students to attend class, arrive promptly and sit in their designated seats. Students who habitually arrive after class begins, or fail to attend at all, shall be penalized via their CD&P score. Second, I expect students to volunteer to participate, but will avoid calling on the same students repeatedly. Reward will not be given for mere quantity of comments but rather whether the questions asked/comments made add value to everyone’s classroom experience. Finally, I expect students to have read the material and prepared any problems designated in the “Class Preparation” portion of the syllabus. Although there is no penalty for wrong answers, I do expect students to have attempted to thoughtfully reason through a problem. Please note that if you do not speak in class at all during the term, your CD&P score may be severely penalized making it difficult to get a DS or A in the class.

Syllabus:

A detailed syllabus begins on the next page. The first three columns are self-explanatory (Class, Date and Topic). “Class Preparation” is the material that I expect students to have read and/or problems to have been attempted prior to class. SWEMS is the acronym for the assigned text: Scholes, Wolfson, Erickson, Maydew and Shevlin. Taxes and Business Strategy: A Planning Approach. I have listed the specific pages that I intend to cover. In addition, discussion questions (“dq”), exercises (“e”) and/or tax planning problems (“tpp”) (e.g., e2.1 refers to Exercise 2.1 on page 53 of SWEMS; whereas tpp2.4 refers to Tax Planning Problem 2.4 on page 55) included in the “Class Preparation” column should be prepared prior to class as we will cover these problems during class. Discussion questions, exercises and problems included in the “Suggested Problems” column are for students to work on their own. Detailed solutions to these problems will be posted on WebCafé and these problems will generally not be discussed in class. Material in the “Suggested Problems” will aid students in their preparation for the quizzes.

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<i>Class</i>	<i>Date</i>	<i>Topic</i>	<i>Class Preparation</i>	<i>Suggested Problems</i>
1	January 9	Overview	SWEMS 1-2 Pgs 1-13, 19-33	e1.1 - e1.4 e2.1, p2.4
2	January 11	Investments	SWEMS 3 Pgs 58-68	e3.1, e3.2, tpp1.5
3	January 18	Investments con't	SWEMS 3 Pgs 69-74 tpp3.1	e3.5
4	January 23	Deferred Compensation	SWEMS 8-9 Pgs. 211-219, 256-263	e8.1-e8.3 e8.1-e9.3
5	January 25	QUIZ #1 Classes 1-4		
6	January 30	Organizational Form	SWEMS 4 Pgs 81-93	e4.2, e4.3
7	February 1	Implicit Taxes	SWEMS 5 Pgs. 118-134 tpp5.1	tpp5.3
8	February 6	Implicit Taxes con't	SWEMS 5 Pgs. 134-145	e5.5
9	February 8	Marginal Tax Rates	SWEMS 6-7 Pgs 155-169, 185- 194	e6.2, e7.1
10	February 13	QUIZ #2 Classes 1-9		

<i>Class</i>	<i>Date</i>	<i>Topic</i>	<i>Class Preparation</i>	<i>Suggested Problems</i>
11	February 15	Stock Options	SWEMS 8 Pgs 221-240 Microsoft Example	dq8.10, e8.10
12	February 20	Financial Innovation	SWEMS 18 Pgs 478-482	dq18.7
13	February 22	Introduction to International Taxation	SWEMS 10-11 Pgs 286-298, 317-326	dq10.1
14	February 27	International Taxation con't	SWEMS 10 Pgs 298-308	e10.7
15	March 1	QUIZ #3 Classes 1-14		
NO CLASS	March 13			
16	March 15	Taxation of Corporations	SWEMS 12 Pgs 335-352	e12.1, e12.2
17	March 20	Taxation of Corporations con't	SWEMS 12 Pgs 352-358	e12.3
18	March 22	Partnership Formation	Handouts	
19	March 27	Corporation v. Partnerships	Handouts	
20	March 29	QUIZ #4 Classes 1-19, emphasis on 16-19		
21	April 3	Taxation of Mergers & Acquisitions (M&A)	SWEMS 13 363-377	dq13.12

<i>Class</i>	<i>Date</i>	<i>Topic</i>	<i>Class Preparation</i>	<i>Suggested Problems</i>
22	April 5	Taxation of M&A con't	SWEMS 14 Pgs 381-391, 399-404	dq14.3, e14.1
23	April 10	Taxation of M&A con't	SWEMS 16 Pgs 432-466	dq16.7, dq16.8
24	April 12	Divisive Maneuvers	SWEMS 17 Pgs 472-490	dq17.3
25	April 17	Divisive Maneuvers con't and Review	SWEMS 17 Pgs 490-500 tpp17.3	tpp17.1
26	April 19	QUIZ #5 Classes 1-25, emphasis on 16-25		
