TAXATION J.D.

Taxation, someone once suggested, is the only genuinely funny subject in law school: the appreciation of human greed for four hours each week of a semester.

On a more serious note, virtually no other area of law so profoundly affects day-to-day legal practice. The business planner, the divorce lawyer, the medical malpractice lawyer; even the civil rights lawyer act at their peril unless the fundamental principles of tax law are part of their legal training. Taxation is also central to non-profit law, international trade & financial law, trusts & estates and elder law, and employee benefits law. And, of course, taxation is a primary function of government and critical to the evaluation of public policy. No wonder that one notable Georgetown Law Review article has the title Tax’s Empire (85 Geo. L.J. 71 (1996)).

Federal Income Taxation (formerly Taxation I) introduces the fundamentals and examines how statutory and regulatory tax provisions are formulated, enacted, subverted, revised, and subverted again. The grand questions inevitably presented in any income tax system – what is income, how much, to whom, and when – are explored in a variety of settings, as are other issues, peculiar to our system and by no means inevitable, such as whether working parents who pay for childcare deserve special tax relief.

The Federal Income Taxation course is also the gateway to the more advanced J.D. courses in taxation, especially Corporate Taxation, International Tax Law, and Taxation of Partnerships. These courses cover the fundamentals of business enterprise taxation and together provide the core tools and skills that a beginning tax or business lawyer needs in practice. After completing Federal Income Taxation, these courses may be taken in any sequence or combination, depending on the student’s interest.

Corporate Taxation (formerly Taxation II) focuses on the federal tax treatment of transactions between a corporation and its shareholders, as well as mergers, acquisitions, and other corporate reorganizations. Corporate tax rules play a major role in the structuring of most major corporate transactions, as well as the everyday practice of corporations, and so an understanding of these (often quite complex) rules are essential not just to tax practice but to corporate practice generally. Students in this class are exposed to these rules, as well as some of the many creative ways corporations (and their lawyers) have structured their affairs to get the most beneficial tax treatment available. Similar course coverage to Corporate Taxation can also be found in the combined LL.M. courses Corporate Income Tax Law I and Corporate Income Tax Law II.

International Tax Law focuses on the tax treatment of both U.S. taxpayers with foreign investments and income and non-U.S. taxpayers with U.S. investments and income. The main goal of this course is to leave students with an understanding of both the rules and the policy issues surrounding the U.S. taxation of U.S. and foreign persons engaged in cross-border activities. U.S. international tax law is a major subject of contemporary tax policy debate, and it is arguably in greater flux than any other area of the tax law. Moreover, the U.S. international tax rules interact with and have an effect on a broad set of questions that arise in international trade law, international financial law, and cross-border business more generally.

Taxation of Partnerships covers the tax treatment of non-corporate business entities, including both partnerships and limited liability companies. These business forms are commonly used in several important contemporary settings, including private equity, real estate transactions, professional organizations (such as law firms and accounting firms), and international tax planning, as well as in everyday small businesses. Similar course coverage can also be found in the combined LL.M. courses Partnership Tax I and Partnership Tax II. Many students find Corporate Taxation a helpful preparation for this course, but it is not required.

The J.D. curriculum also includes a number of seminars on specialized topics, such as business planning, European Union tax law, and tax policy generally. The Tax Policy & Public Finance Workshop brings to campus legal scholars, economists, and policymakers to discuss academic and policy work in a weekly colloquium. The Current Issues in Tax Policy seminar addresses current tax policy debates through discussions with policymakers and other guest speakers.

The Graduate Program offers a rich selection of advanced and specialized courses and seminars in the field of taxation. In general, these courses and seminars are open to interested J.D. students who have satisfactorily completed the prerequisite courses. J.D. students interested in areas like estate taxation, employee benefits, and state & local tax law should especially look to these courses, most of which are taught by top practitioners in these fields.

Search Taxation Courses (http://curriculum.law.georgetown.edu/course-search/?cluster=cluster_24)

LAW 710 v00 Advanced International Taxation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20710%20v00)

LL.M Course | 2 credit hours
This course is designed for those students that wish to gain a deeper understanding of the effect of certain U.S. rules governing the taxation of U.S. persons doing business overseas and foreign persons doing business in the United States. The course will cover a broad range of topics with particular emphasis on the tax consequences of cross-border reorganizations, liquidations and taxable acquisitions and dispositions. The course will cover the tax consequences of outbound transfers of assets, foreign-to-foreign transfers of assets, and inbound transfers of assets. Students will be expected to have a working knowledge of corporate taxation, and transactional aspects of Subpart F and the foreign tax credit rules.

Prerequisite: Corporate Income Tax Law I (or Corporate Taxation (formerly Taxation II)); U.S. Taxation of International Transactions (or U.S. International Outbound Tax (formerly: U.S. Taxation of Domestic Persons With Activities Outside of the U.S.)).

Recommended: Prior or concurrent enrollment in Corporate Income Tax Law II (or completion of Corporate Taxation (formerly Taxation II)).

Note: DISTANCE STUDENTS REGISTER FOR CRN#: 35366. This course is open to both on campus and distance students. However, only students enrolled in the Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, and the MSL programs may take this course on a distance basis. All J.D. students and resident LL.M. students may not enroll in this course on a distance basis.
LAW 702 v00 Advanced Partnership Taxation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20702%20v00)
LL.M Course | 2 credit hours
Focuses on the skills necessary (including review of transactional documents) for a tax attorney involved in advising on partnership structuring matters. Topics will include drafting the partnership agreement, allocations of tax items, amortization of partnership intangibles, classification/conversions, interplay of partnership rules on debt restructuring application of various gain triggers upon exiting from partnerships, partnership mergers and divisions, partnership equity-based compensation, and the partnership anti-abuse rules.

Prerequisite: Federal Income Taxation (formerly Taxation I); Taxation of Partnerships. Neither prerequisite may be taken concurrently.

LAW 943 v00 Advanced Private Wealth Planning Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20943%20v00)
LL.M Seminar | 4 credit hours
This course will provide students with a solid grounding in advanced estate-planning techniques and help them build the drafting and client-relations skills necessary to develop and implement a comprehensive estate plan. This course is required for the Certificate of Study in Estate Planning.

The course will be structured in two modules. The first module will introduce students to technical tax regimes (such as the generation-skipping transfer tax) and more complex planning scenarios. Topics covered will include philanthropy and private wealth planning; the role in estate planning of private foundations, public charities, and supporting organizations; charitable giving techniques; planning for family controlled businesses; planning for highly-compensated individuals; and international aspects of private wealth planning.

The second module will consist of a hands-on exercise in developing, drafting, and executing a complex estate plan. Working from a comprehensive fact pattern, students will make in-class presentations about the problem and participate in the development of the estate plan by drafting documents and by commenting on drafts prepared by others. These documents may include legal memoranda, client communications, and analysis of planning alternatives, as well as the will, trust instruments, and organizational documents for charitable entities.

Prerequisite: Federal Income Taxation (formerly Taxation I), Decedents' Estates or equivalent, or Wills & Trusts; Income Taxation of Trusts and Estates; Estate and Gift Tax; Special Topics in Transfer Tax.

Note: This course is only open to students enrolled in the Taxation LL.M. program, or who have been admitted to the joint J.D./Taxation LL.M. program by professor permission. Interested students should contact Ellis Duncan via email at ged5@law.georgetown.edu no later than August 1, 2018 for permission to take this class. Students require permission from professor to withdraw from this course.

LAW 947 v00 Advanced Topics in Exempt Organizations (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20947%20v00)
LL.M Seminar | 2 credit hours
This course will focus on the practical deal-making aspects of structuring transactions involving non-profits and for-profits, with focus on the rules governing joint ventures (designing a joint venture policy), choice of entity issues, hospital and health care industry deals, low income housing tax credit issues, historic and energy tax credits, new markets tax credit transactions, environmental and conservation ventures, university joint ventures (e.g., distance learning, faculty research and pouring rights), impact investing, social benefit corporations (Hobby Lobby case) and valuation and reasonable compensation issues. It will include negotiating strategies (key structural issues, how to educate the for-profit party, “must-have” deal terms); case studies with students taking sides in negotiating the deal; Congressional outlook (political and lobbying) and “hot” UBIT topics. The course will feature guest lecturers from the Treasury, IRS and the private sector, including in-house general counsel of tax exempt organizations. The course will require a 20 page (approx.) paper.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Recommended: Taxation of Charities and Other Nonprofit Organizations.

LAW 058 v03 Business Planning Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20058%20v03)
J.D. Seminar (cross-listed) | 3-4 credit hours
This seminar integrates issues of corporate, securities and tax law using a problem approach in the context of business planning and counseling. Several problem situations involving common business transactions are examined extensively. Some of the problems considered may include: (i) incorporating a sole proprietorship or professional practice; (ii) analyzing financial statements; (iii) raising private capital for a new business venture; (iv) planning for an initial public offering of securities; and (v) planning corporate turnarounds. Students learn and utilize negotiation skills involved in the purchase/sale of a business venture. From time to time, students are required to submit memoranda on certain aspects of the problems under consideration. On occasion, students will work together in small groups, and at other times may be responsible for individual work. Students will be expected to perform work similar to attorneys in private practice. The written work is in lieu of an examination.

Prerequisite: Corporations; Federal Income Taxation (formerly Taxation I).

Strongly Recommended: Securities Regulation. Students who wish to take this seminar should make every effort to fulfill the prerequisites in their second year of the full-time program or third year of the part-time program.

Mutually Excluded Courses: Students may not receive credit for this seminar and International Tax and Business Planning Workshop or Corporate Transactions: Negotiating the Deal and Drafting the Documents.
LAW 058 v08 Business Planning Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20058%20v08)

J.D. Seminar | 3 credit hours
This seminar will introduce students to the various legal and business considerations — including corporate, securities and tax law, accounting and finance — that arise in forming, financing, and operating an early stage emerging growth company. During the course we will take a hypothetical startup company through a series of transactions from formation through a first round of venture financing. Students will work individually and will be expected to complete short weekly written assignments and three lengthier assignments consisting of memoranda or draft legal documents. The written assignments will be similar to work actually done by attorneys in private practice. The grade will be based on class participation and the quality of the written assignments; there will be no exam.

Prerequisite: Corporations and Federal Income Taxation (formerly Taxation I).

Strongly Recommended: Prior or concurrent enrollment in Corporate Taxation (formerly Taxation II); Securities Regulation.

Mutually Excluded Courses: Students may not receive credit for this seminar and Corporate Transactions: Negotiating the Deal and Drafting the Documents or the LL.M. course International Tax and Business Planning Workshop.

LAW 757 v01 Comparative Tax Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20757%20v01)

LLM Course (cross-listed) | 2 credit hours
Provides an introduction to the study of comparative tax law. The coverage is broad, touching on many countries and types of taxes, as well as the general legal framework for tax law and tax procedure. Emphasis is on the income tax and, to a lesser extent, value added tax. Focus is on underlying structural differences in legal systems, including constitutional issues, judicial interpretation of tax laws, judicial and legislative anti-avoidance doctrines, different approaches to defining income, alternative systems for taxing corporations and shareholders, and problem areas in the VAT (including international services and e-commerce). The student completing this course will have a basic understanding of how to approach foreign tax law, and tools to better understand the tax system in the student's own country.

Prerequisite: Federal Income Taxation (formerly Taxation I) and prior or concurrent enrollment in either Corporate Taxation (formerly Taxation II) or Corporate Tax Law I.

Note: Withdrawals are permitted up until the last class for this specific course.

LAW 822 v00 Consolidated Returns (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20822%20v00)

LL.M Course | 2 credit hours
This course studies the law and regulations governing the taxation of corporations filing consolidated federal income tax returns. This course is highly recommended for students who intend to practice corporate tax law because it will focus on consolidated return principles that affect corporate tax planning, mergers and acquisitions. The course will cover the following subjects: eligibility to file consolidated returns; treatment of business transactions within the group; treatment of dividends and other distributions within the group; adjustments to the basis of stock of members of the group; treatment of acquisitions of another consolidated group; treatment of disposals of subsidiaries of a group; consolidated return treatment of the group's favorable tax attributes; use of disregarded entities by a consolidated group; and treatment of earnings and profits accounts. The consequences of filing consolidated returns in specific situations are considered as each topic is covered.

Prerequisite: Federal Income Taxation (formerly Taxation I); Corporate Income Tax Law I.

LAW 822 v50 Consolidated Returns: Principles and Planning (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20822%20v50)

LL.M Course (cross-listed) | 2 credit hours
Studies the law and regulations governing the taxation of corporations filing consolidated federal income tax returns. This course is highly recommended for students who intend to practice corporate tax law because it will focus on consolidated return principles that affect corporate tax planning, mergers and acquisitions. The course will cover the following subjects: eligibility to file consolidated returns; treatment of business transactions within the group; treatment of dividends and other distributions within the group; adjustments to the basis of stock of members of the group; treatment of acquisitions of another consolidated group; treatment of disposals of subsidiaries of a group; consolidated return treatment of the group's favorable tax attributes; use of disregarded entities by a consolidated group; and treatment of earnings and profits accounts. The consequences of filing consolidated returns in specific situations are considered as each topic is covered.

Prerequisite: Federal Income Taxation (formerly Taxation I); Corporate Taxation (formerly Taxation II) or Corporate Income Tax Law I.

Recommended: Corporate Income Tax Law II (for students who did not take Corporate Taxation).
LAW 848 v00 Corporate Income Tax Law I

LL.M Course | 2 credit hours
Examines the federal income tax effects of certain basic transactions involving corporations and their shareholders. Principal subjects covered include corporate formation and capital structure, distributions to shareholders, redemptions and liquidations. Major emphasis is upon Internal Revenue Code Sections 301-362 and related Treasury Regulations.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Recommended: Corporations.

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. course, Corporate Taxation (formerly Taxation II).

Note: Required for Taxation LL.M. and Executive Tax LL.M. degree.

DISTANCE STUDENTS REGISTER FOR CRN#: 35217. The Fall 2018 section with Levine/Poulsen is open to both on campus and distance students. However, only students enrolled in the Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, and the MSL programs may take this course on a distance basis. All J.D. students and resident LL.M. students may not enroll in this course on a distance basis.

LAW 850 v00 Corporate Income Tax Law II

LL.M Course (cross-listed) | 2 credit hours
Continues the study of provisions of the federal income tax law applicable to corporations and their shareholders. Detailed study is given to corporate reorganizations under Subchapter C, including acquisitions, divisive reorganizations and recapitalizations; the treatment of boot; the basis provisions; the assumption of liabilities; and related matters. Consideration also is given to carryovers of corporate tax attributes, including restrictions applicable to loss corporations.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Recommended: Prior or concurrent enrollment in Corporate Income Tax Law I.

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. course, Corporate Taxation (formerly Taxation II).

Note: DISTANCE STUDENTS REGISTER FOR CRN#: 35368. This course is required for Taxation LL.M. and Executive Tax LL.M. degree.

LAW 422 v00 Corporate Taxation

J.D. Course (cross-listed) | 4 credit hours
This course is a continuation of Taxation I. The course examines income tax aspects of the formation and liquidation of corporations and interim distributions to shareholders. It also concerns the sale of a business operated in corporate form. While the focus is on the traditional corporate form, it is contrasted with alternate forms of business operations—partnerships and subchapter S. NOTE: Students who plan to take the Business Planning Seminar or the course in Venture Capital, Private Equity, and Entrepreneurial Transactions should take Taxation II, a prerequisite for that seminar and course, as early as possible in their upperclass years.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for both this course and the graduate courses, Corporate Income Tax Law I or Corporate Income Tax Law II.

Note: Any section of Corporate Taxation (formerly Taxation II) satisfies the Corporate Income Tax Law I requirement for the LL.M. in Taxation.

LAW 2038 v00 Current Issues in Tax Policy

LL.M Seminar (cross-listed) | 2 credit hours
This colloquium will offer students an opportunity to examine current tax policy issues in depth and at an advanced level, with discussions led by policymakers, economists and other tax experts. While other current policy issues will be discussed, the primary focus of the course will be an exploration of international tax reform, surrounding the current policy debate over whether the United States should adopt a territorial tax system or retain a worldwide tax system. The course will discuss various international reform proposals at a detailed level and examine the economic, tax policy and political considerations underlying the decisions that have been made in each proposal. The course will begin with a brief overview of our current international tax system and a comparison to other countries’ systems. It will explore the economic and policy literature surrounding the issues of economic welfare and competitiveness. The course will also examine other current tax policy issues, such as tax expenditures, cost recovery, and energy tax incentives. Reading materials generally will be supplied and will include economic and tax policy papers, legislative proposals, and technical explanations. The course is intended to be highly interactive with students discussing design and policy issues with several of the leading experts in the field. The grade for this course will be based primarily on papers that students submit, addressing policy topics discussed by the guest speakers. Useful class participation will be taken into account as a plus in determining the final grade. There will be no final exam.

Prerequisite: Federal Income Taxation (formerly Taxation I).
LAW 1633 v00 Current Regulatory Developments in Business and International Taxation Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201633%20v00)
J.D. Seminar (cross-listed) | 2 credit hours
In 2017 the United States enacted a historic tax reform package that represents the most significant change to the U.S. business and international tax regimes since 1986. In addition to dramatically lowering the statutory corporate tax rate, the tax reform package included a series of novel provisions, including fundamental changes to the international tax system, multiple anti-base erosion measures, interest deduction limitations, and a deduction for certain qualified business income of pass-through entities. Each of these provisions requires regulatory guidance from the Treasury Department, and Treasury has publicly committed to complete a number of guidance projects by the end of 2018.

This course will involve close reading of selected tax regulatory packages associated with the 2017 tax reform. We will study these packages and speak with government representatives involved in crafting the packages and/or practitioners working on applying them. Students will write reaction papers with respect to the regulatory packages we examine.

LAW 919 v00 Drafting Partnership & LLC Agreements (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %20919%20v00)
LL.M Course (cross-listed) | 1 credit hour
This course applies practical approaches to assist students in understanding the tax and business arrangements of joint ventures, limited partnerships, and limited liability companies, ranging from the common to the complex. The course also presents and analyzes the drafting techniques necessary to actually implement such arrangements by concentrating on the tax and business provisions in term sheets and limited partnership/limited liability company agreements.

Prerequisite: Federal Income Taxation (formerly Taxation I), prior or concurrent enrollment in Taxation of Partnerships (recommended prior enrollment in Taxation of Partnerships).

Note: Withdrawals are permitted up until the last class for this specific course.

LAW 3011 v00 Employee Benefits Practicum (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %203011%20v00)
LL.M Course (cross-listed) | 4 credit hours
This course will focus on the practical application of ERISA principles as applied to qualified and non-qualified retirement plans, health and welfare plans and executive compensation. Students will draft plan documents and summary plan descriptions; review employee communications; draft memos and responses to participant inquiries; conduct legal research; conduct due diligence with respect to employee benefits in corporate transactions; negotiate and draft the asset purchase provisions of corporate transactions; negotiate and draft vendor contract provisions; review Securities & Exchange filings with respect to employee benefit plan footnotes and executive compensation disclosures; review the principles of employee benefits in bankruptcy; review principles of labor law as it impacts employee benefits in collective bargaining; review the avoidance and management of ERISA litigation; consider the legal ethics with respect to representing various parties in an ERISA dispute; and other practical considerations in dealing with employees, government agencies, participants, insurance companies and other vendors and plan sponsors.


If you do not have any experience or knowledge about employee benefits, you need Professor approval to take this class.

Mutually Excluded Courses: Survey of Employee Benefits Law

Note: Required for the Employee Benefits Certificate.

This course is open to J.D. students by professor permission only - no exceptions. Interested students should contact Ellis Duncan via email at ged5@law.georgetown.edu no later than August 1, 2018 for permission to take this class.
LAW 3004 v00 Employee Benefits: Executive Compensation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203004%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This class will focus on the tax aspects associated with nonqualified deferred compensation, including the tax doctrines of constructive receipt and economic benefits, as well as the three different income tax regimes set forth in section 409A, section 457A and section 457(f), and the employment tax regime under section 3121(v). In addition to exploring the various rules and the Federal tax consequences under these and other Code sections, including sections 162(m) and 280G, consideration will be given to the tax policy issues driving the varying treatment and the design, drafting and implementation of many types of executive compensation arrangements, including equity compensation awards, traditional nonqualified deferred compensation plans, SERPS, excess benefit plans, rabbi trusts and top hat plans. This class will also provide an introduction to the registration and reporting requirements under the Securities Act of 1933 and the Securities Exchange Act of 1934, respectively, regarding executive compensation arrangements.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for this course and Taxation of Nonqualified Deferred Compensation.

Note: This course is required for the Employee Benefits Certificate. This course is open to J.D. students by professor permission. Interested students should contact Ellis Duncan via email at ged5@law.georgetown.edu no later than August 1, 2018 for permission to take this class.

LAW 3003 v00 Employee Benefits: Health & Welfare Plans (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203003%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This course focuses on the tax and ERISA aspects of employer-sponsored health and welfare benefit plans. The tax discussion will concentrate on the conditions for favorable tax treatment of health and welfare benefits (and other statutory fringe benefits), the cafeteria plan rules, the applicable nondiscrimination requirements, and the special rules applicable to funded welfare benefits. The ERISA discussion will focus on plan design, reporting and disclosure, claims procedures, and fiduciary duty rules. The course will integrate the tax and labor aspects of the Affordable Care Act.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for this course and Health and Welfare Benefit Plans: Tax & ERISA Aspects.

Note: This course is required for the Employee Benefits Certificate. This course is open to J.D. students by professor permission. Interested students should contact Ellis Duncan via email at ged5@law.georgetown.edu no later than August 1, 2018 for permission to take this class.

LAW 3005 v00 Employee Benefits: Qualified Retirement Plans (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203005%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This course addresses the basic structure, operation, and requirements for establishing and maintaining tax-qualified pension, profit-sharing, and 401(k) plans under section 401(a) of the Internal Revenue Code and related provisions of ERISA, including plan document, coverage, accrual, vesting, nondiscrimination requirements, taxation of distributions and related fiduciary obligations.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for this course, Retirement Plan Qualification Requirements, Retirement Plans - Design and Taxation, or Retirement Income: Taxation and Regulation.

Note: This course is required for the Employee Benefits Certificate. This course is open to J.D. students by professor permission. Interested students should contact Ellis Duncan via email at ged5@law.georgetown.edu no later than August 1, 2018 for permission to take this class.

LAW 833 v00 Estate Planning: Estate and Gift Tax (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20833%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course is an overview of the federal estate and gift tax. Beginning with the gift tax, topics covered will include what constitutes a taxable gift, what types of property transfers are not gifts, and when a gift is treated as complete for Federal gift tax purposes. Students will explore both outright gifts and gifts in trust. The course will then turn to the estate tax, including what assets are included in a decedent's estate by virtue of "strings" the decedent retained on gifts made during lifetime. The gift and estate tax marital and charitable deductions will be covered, as well as the various gift and estate tax techniques often employed to reduce the tax on lifetime gifts and testamentary bequests. The matters covered in class are illustrated by examples drawn from current estate planning practice, recent cases and Internal Revenue Service rulings. Students will be evaluated based on a two-hour multiple-choice final exam.

Prerequisite: Federal Income Taxation (formerly Taxation I), Decedents' Estates or equivalent, or concurrent enrollment in Wills & Trusts. This course is taught at an advanced level, and it is strongly recommended that students have completed Income Taxation of Trusts, Estates, and Beneficiaries and a J.D. course in Estate and Gift Tax, or possess equivalent practice experience.

Note: Students pursuing the Estate Planning Certificate must attend a mandatory Introductory Session on 8/29 and take Income Taxation of Trusts, Estates and Beneficiaries (8/31-9/26), Estate and Gift Tax (9/28-10/31), and Special Topics in Transfer Tax (11/2-11/30). Students not pursuing the Certificate may take one or more of the classes, but also must attend the Intro Session even if they only take one class.

Withdrawals are permitted up until the last class for this specific course. J.D. students: THIS COURSE REQUIRES PROFESSOR PERMISSION TO ENROLL. Please contact Ellis Duncan via email at ged5@law.georgetown.edu no later than August 1, 2018 for permission to take this class.
LAW 868 v00 Estate Planning: Income Taxation of Trusts, Estates and Beneficiaries (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20868%20v00)
LL.M Course (cross-listed) | 2 credit hours
Covers the principal federal income tax rules applicable to trusts and estates, including simple and complex trusts, grantor trusts, charitable trusts and income in respect of a decedent. The use of problems for illustrative purposes, planning points, and other practical considerations are emphasized in the course.

Prerequisite: Federal Income Taxation (formerly Taxation I), Decedents’ Estates or equivalent, or concurrent enrollment in Wills & Trusts.

Recommended: Completion of a J.D. course in Estate and Gift Tax or equivalent practice experience. Students are advised to do some background reading in this area if they have not previously taken a course in Estate and Gift Tax.

Note: Students pursuing the Estate Planning Certificate must attend a mandatory Introductory Session on 8/28 and take Income Taxation of Trusts, Estates and Beneficiaries (8/30-9/25), Estate and Gift Tax (9/27-10/30), and Special Topics in Transfer Tax (11/1-11/29). Students not pursuing the Certificate may take one or more of the classes, but also must attend the Intro Session even if they only take one class.

Withdrawals are permitted up until the last class for this specific course. JD students: This course requires Professor Permission to enroll. Please contact Ellis Duncan via email at ged5@law.georgetown.edu no later than August 1, 2018 for permission to take this class.

The take-home exam in this course may be administered mid-semester and the specific exam date will be provided by the professor after the add/drop period.

LAW 825 v00 Estate Planning: Special Topics in Transfer Tax (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20825%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course supplements the two estate planning courses taught earlier in the fall semester, Income Taxation of Trusts, Estates, and Beneficiaries and Estate and Gift Tax. Like those courses, it is required for the Estate Planning Certificate and is a prerequisite for the Spring estate planning course, Advanced Private Wealth Transfer Seminar. This course addresses four areas of special concern in wealth planning: the distinction between common law and community property principles; valuation and business succession issues that arise in complex wealth planning; international aspects of wealth planning; and the generation skipping transfer tax or GST. Students will be evaluated primarily on the basis of a written paper; class participation and assigned short written exercises will also be given weight in determining the final grade.

Prerequisite: Federal Income Taxation (formerly Taxation I), Decedents’ Estates or equivalent, or concurrent enrollment in Wills & Trusts; Income Taxation of Trusts, Estates, and Beneficiaries.

Note: Students pursuing the Estate Planning Certificate must attend a mandatory Introductory Session on 8/28 and take Income Taxation of Trusts, Estates and Beneficiaries (8/30-9/25), Estate and Gift Tax (9/27-10/30), and Special Topics in Transfer Tax (11/1-11/29). Students not pursuing the Certificate may take one or more of the classes, but also must attend the Intro Session even if they only take one class.

Withdrawals are permitted up until the last class for this specific course. JD students: This course requires Professor Permission to enroll. Please contact Ellis Duncan via email at ged5@law.georgetown.edu no later than August 1, 2018 for permission to take this class.
LAW 487 v02 EU Tax Law

LL.M Course (cross-listed) | 1 credit hour
Tax harmonization within the European Union is very difficult to achieve. Most legislative measures of the European Union in this area require the consensus of all 28 member states. The only real engine of harmonisation seems to be the European Court of Justice (ECJ). The ECJ itself cannot harmonize the tax systems, however, the Court can force the member states to open their tax systems for tax competition within Europe. The judgments delivered by the ECJ are most of the time very surprising, even to experts.

The course focuses on very recent judgments of the Court of Justice. By analysing some selected judgements, students should learn about the guiding principles of European tax law, as they have been developed by the ECJ on a case to case basis, and about the approach of the Court and the role the Court plays. Students should get an impression about possible future developments of European tax law.

Prerequisite: Students need to have taken a basic income tax course - either about the US tax system or about the tax system of another country.

Note: WEEK ONE COURSE. This course will meet for one week only on the following days: Monday, January 7, 2019 through Friday, January 11, 2019, 9:00 a.m. - 11:35 a.m.

This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students. Attendance at all class sessions is mandatory and all enrolled students must attend the first class in order to remain enrolled. Students on the wait list must attend the first class in order to be admitted off the wait list. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar. Once the second class session begins, students may only seek a withdrawal by contacting their academic advisor in the Office of Graduate Programs. Withdrawals are permitted up until the last class for this specific course.

LAW 421 v00 Federal Income Taxation

J.D. Course | 4 credit hours
This is an introductory course in federal income taxation which considers the principles and policies of the Internal Revenue Code regarding the taxation of individuals and businesses. Major topics include the definition of income, deductions and exclusions, assignment of income, accounting, and issues of timing. Emphasis is placed on the use of the Internal Revenue Code and administrative and judicial material.

Mutually Excluded Courses: Students may not receive credit for this course and the graduate course, U.S. Income Tax: Policies and Practices.

LAW 722 v02 Federal Limitations on State and Local Taxation

LL.M Seminar (cross-listed) 2-3 credit hours
As an instrument of federalism, the U.S. Constitution plays a vital role in defining state and local governments’ taxing powers. In some instances this is accomplished by express Constitutional provisions; in others, by express or implied grants of authority to the legislative, executive or judicial branches of government. This advanced state and local tax course will explore and analyze Constitutional provisions that limit (and sometimes expand) state and local taxing powers. It will include a historical review of Supreme Court jurisprudence that underscores the inherent complexities and tensions precipitated by the intersection of federalism and the underlying goals embodied within the Commerce Clause, Equal Protection Clause, Import-Export Clause, Privileges and Immunities Clause, and Supremacy Clause, among others. The course also will explore how issues of federalism have shaped various Federal statutory enactments, as well as pending pieces of federal legislation. For example, it will analyze how federalist tensions and statutory dynamics were balanced in a recently proposed congressional bill concerning state and local tax incentives. Additionally, the course will explore the impact of Treaties and international trade laws, as well as their related enforcement mechanisms, which continue to spawn new issues implicating the States’ powers to tax.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Note: Students must register for the 3 credit section of the seminar if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement. The paper requirements of the 2 credit section will not fulfill the Upperclass Legal Writing Requirement.

LAW 765 v00 Federal Taxation of Bankruptcy and Workouts

LL.M Course (cross-listed) | 2 credit hours
Provides a basic background in tax issues that arise under the Bankruptcy Code. The course will emphasize the treatment of tax claims in bankruptcy and the litigation of tax liabilities in bankruptcy court. Additionally, the course will cover the tax consequences that can flow from transactions while a case is pending under Title 11 or when a taxpayer engages in an insolvency workout. This includes discharge of indebtedness, carryover of net operating losses, and corporate reorganizations in bankruptcy cases. The focus is on Chapter 11 proceedings and corporate debtors. However, there will be some discussion of the tax effects on individuals and partnerships.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Recommended: Prior or concurrent enrollment in Corporate Income Tax Law I or Corporate Taxation (formerly Taxation II).
LAW 752 v00 Federal Taxation of Financial Institutions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20752%20v00)

LL.M Course | 2 credit hours
Examines the taxation of commercial banks, thrift institutions, regulated investment companies, real estate investment trusts, property and casualty insurance companies, and life insurance companies. The course analyzes the applicable special tax provisions in light of the economic function and operation of those institutions. Additionally, the course examines the taxation of mutual fund and REIT shares, annuities and life insurance, and considers alternatives to insurance products, such as self-insurance, captive insurance companies, and risk retention groups. Consideration is given to why financial institutions are treated differently from other taxpayers and to differences in the treatment accorded to the various types of financial institutions and products.

Prerequisite: Federal Income Taxation (formerly Taxation I).

LAW 2040 v00 Financial Derivatives Taxation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202040%20v00)
LL.M Course | 2 credit hours
Examines the income tax issues associated with the taxation of financial products found in the modern securities markets. The course will involve discussion of products resulting from the unbundling of traditional securities, such as stocks and bonds, into their separate components; the recombination of unbundled pieces of traditional security interests into new financial products; and products, such as swaps, caps, collars, and floors, which allow the hedging of, or speculation in, the risks associated with commodity prices, interest rates, and currency exchange rates. Class participation is expected.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Note: DISTANCE STUDENTS REGISTER FOR CRN#: 35369. This course is open to both on campus and distance students. However, only students enrolled in the Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, and the MSL programs may take this course on a distance basis. All resident LL.M. students may not enroll in this course on a distance basis.

LAW 900 v01 Global Indirect Tax: The VAT (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20900%20v01)

LL.M Seminar (cross-listed) | 2 credit hours
During this century, the United States has raised revenue chiefly through the income tax, which is a per capita or direct tax. In many other countries, fiscal authorities rely far more heavily on indirect taxes. With the pace of globalization accelerating, U.S. tax professionals increasingly advise foreign clients, for whom indirect taxes may constitute a large percentage of aggregate tax liability. A basic knowledge of how these taxes work is thus a valuable asset for any lawyer doing corporate or international tax work.

This course will introduce students to indirect taxation, exemplified by the European Union's Value Added Tax ("VAT") and Canada's Goods and Services Tax ("GST"), two of the fastest-growing indirect taxes globally. The course will examine the economic and policy rationales for such taxes and study in detail how different types of value added taxes work, including tax calculations and cross-border aspects. Finally, the course will compare the VAT with the retail sales taxes imposed by many U.S. state and local governments and will consider the feasibility of adopting some version of a VAT in the United States. At the end of the course, students will have a broad technical understanding of indirect taxes and an appreciation of the policy concerns that animate legislative and academic discussion of this important subject.

This two-credit course will be divided into nine 3-hour class sessions. All sessions will be taught by global indirect tax professionals from KPMG’s Washington D.C. office.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Note: A student will be permitted to drop a course that meets for the first time after the add/drop period, without a transcript notation, if a student submits a written request to the Office of the Registrar prior to the start of the second class meeting. Withdrawals are permitted up until the last time after the add/drop period, without a transcript notation, if a student submits a written request to the Office of the Registrar prior to the start of the second class meeting. Withdrawals are permitted up until the last class for this specific course.

LAW 854 v00 Income Tax Accounting (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20854%20v00)
LL.M Course | 2 credit hours
Covers accounting methods and accounting periods. The course examines a broad range of subjects concerning the timing of income and deductions under Subchapter E of the Internal Revenue Code. Topics include requests to change methods, inventories (including costing, valuation, and the requirements for maintaining inventories), principles of income recognition, prepaid income, cash equivalency and constructive receipt, special methods involving long-term contracts, depreciation, estimated expenses, prepaid expenses, and expensing versus capitalizing costs. These topics are analyzed from both a technical viewpoint and a tax policy perspective.

Prerequisite: Federal Income Taxation (formerly Taxation I), but a knowledge of financial accounting is not necessary for this course.

Note: This class, Income Tax Accounting, is required for U.S. trained students pursuing the Taxation LL.M., Executive Taxation LL.M., and M.S.L Taxation degrees. This class is not required for students trained outside the U.S. Please note that J.D. students MAY NOT register for the section of this course with Professor Smiley.
LAW 863 v00 International Business Litigation and Federal Practice
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %20863%20v00)
LL.M Course | 2 credit hours
The course explores issues common to litigation in U.S. courts arising from cross-border business transactions, including venue, jurisdiction, service of process, choice of law questions, discovery, evidence from abroad, privilege and ethical considerations, and the recognition and enforcement of foreign judgments in U.S. courts. The course covers the resolution of disputes in litigation, as well as in arbitral proceedings, and through regulatory and other internal investigations, and explores issues such as the Foreign Corrupt Practices Act.

Mutually Excluded Courses: Students may not receive credit for both this course and International Civil Litigation (LAWG/J 734); the J.D. course, International Civil Litigation (LAWG/J 013); and Cross Border International Litigation and Conflicts of Law (formerly International Conflict of Laws) (LAWG/J 735).

LAW 058 v06 International Tax and Business Planning Workshop
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %20058%20v06)
LL.M Seminar (cross-listed) | 3 credit hours
The Workshop will use a "case study" approach to address the myriad technical, practical and strategic issues involved in counseling a company as it evolves from a start-up operating out of its founder's garage (in the first week of the semester) to a Fortune 100 global powerhouse with operations on every continent. Each week's hypothetical case study will consist of a fact pattern, including financial and operational data, presenting a set of business objectives and/or problems to resolve. The class will be divided into separate "law firms" of 4 or so students per firm. Each firm will be asked each week to undertake a new project for the senior partner/client relating to the facts and requests for advice/assistance set forth in the case study. Members of the firm will then collaborate on a brief written product for presentation and discussion during the next week's session. The form, format and audience for the deliverable will vary from week to week --a technical tax law memo for the VP-Tax, a tax/financial analysis for the CFO, a strategic powerpoint presentation to the CEO or Board, a submission to a foreign tax administration, a legislative, treaty or regulatory proposal, an outline for an oral argument in an international tax case before a Federal Circuit panel. The objective of the exercise will also vary from week to week --for example, a pre-filing conference memo aimed at persuading the IRS National Office international rulings personnel to respond favorably if a request is filed on a cross-border spinoff; the executive summary of a Competent Authority request to resolve a withholding tax interpretative issue under an applicable treaty; strategic analysis and recommendations regarding the most tax effective approach to bring products to the EU or APAC market, to finance an international acquisition or to tax-effect losses incurred in a particular country operations. The seminar's final exercise will involve yet another twist in the company's life cycle.

Prerequisite: Prior or concurrent enrollment in Corporate Income Taxation I (or the JD course, Corporate Taxation (formerly Taxation II)) and a course in international taxation.

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. course Corporate Transactions, or the J.D. seminar Business Planning Seminar.

Note: FIRST CLASS ATTENDANCE IS MANDATORY. All enrolled and waitlisted students must be in attendance at the start of the first class session in order to be eligible for a seat in the class.
This course is an introduction to the law and policy of U.S. taxation of U.S. and foreign persons engaged in cross-border activities. The course will address both how individual and corporate foreign taxpayers are taxed by the United States, and how U.S. individual and corporate taxpayers are taxed by the United States on income earned in or from other countries. Topics will include U.S. jurisdiction to tax, allocation of income, withholding taxes, the foreign tax credit, deferral, transfer pricing, and tax treaties. The course will also consider how the U.S. rules in these areas are influenced by developments in other countries. The goal of the course is to provide an overview of the relevant law and policy considerations, with a focus on specific issues that are presently contested as a policy matter. Students should leave the course with an understanding of the basic framework for U.S. international tax law and a sense of some of the policy debates surrounding the current rules.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).

**Mutually Excluded Courses:** Students may not receive credit both for this course and for U.S. International Inbound Tax (formerly: U.S. Taxation of Foreign Persons in the United States); or U.S. International Outbound Tax (formerly: U.S. Taxation of Domestic Persons with Activities Outside of the U.S.); or U.S. Taxation of International Transactions.

**LAW 859 v00 Private Equity & Hedge Funds: Taxation & Transactions**
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20859%20v00)  
LL.M Seminar | 2 credit hours  
Recent years have witnessed explosive growth in private equity funds and hedge funds. It is estimated that over $1 trillion is currently invested in hedge funds globally, and assets held by private equity funds may also exceed $1 trillion. Many law firms now have specialized practice groups focused on these investment vehicles, and the M&A tax practices of law firms and Big 4 accounting firms are often driven by private equity transactions. Given their rapid growth and economic clout, it is not surprising that private equity funds and hedge funds have attracted increasing attention in the tax-writing committees of Congress.

This course is designed to help students gain an understanding of the structure, economics, and taxation of these investment vehicles. The course will begin with a general overview of private investment funds, the different types of funds, and the main economic drivers affecting the fund, its investors, and the sponsor or general partner. We will then examine the major US tax issues that arise during the life of a fund, beginning with the consequences for investors and the general partner when the fund is organized. Students will study the partnership, corporate, and international tax issues that are common to each type of investment and to fund operations generally. Finally, the course will address the tax consequences of certain exit transactions, such as the sale of a portfolio company.

The course will also include recent legislative and regulatory developments affecting private equity funds, including the taxation of so-called “carried interests” (the profits interest earned by the general partner or sponsor).

**Prerequisite:** Federal Income Taxation (formerly Taxation I) and Corporate Taxation (formerly Taxation II) or Corporate Income Tax Law I.

**Recommended:** Partnership Taxation.

**LAW 380 v00 Retirement Income: Taxation and Regulation**
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20380%20v00)  
J.D. Course | 2 credit hours  
This course is an introduction to arrangements designed to accumulate income for retirement purposes. It focuses on broad-based, tax qualified arrangements, although considerable attention is paid to individual retirement arrangements, "non-qualified" plans for certain highly compensated employees, and certain specialized types of plans, such as 401(k) plans. The focus of the course is to gain a basic understanding of the applicable Code and ERISA requirements, as well as the policy considerations underlying these rules.

**Recommended:** Federal Income Taxation (formerly Taxation I).

**Mutually Excluded Courses:** Students may not receive credit for both this course and the graduate course, Employee Benefits: Qualified Retirement Plans, the graduate course Retirement Plan Qualification Requirements, or the graduate course, Retirement Plans - Design and Taxation. This course may not be applied to the graduate Certificate in Employee Benefits Law.

**LAW 772 v00 S Corporation and LLC Taxation**
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20772%20v00)  
LL.M Course | 2 credit hours  
Examines the business and tax issues encountered when using either an S corporation, a limited liability company, or a combination. Most of the course focuses on S corporation taxation rules including eligibility requirements, elections, revocations and terminations, corporate level taxes, distributions, loss utilization, compensation planning, and merger and acquisition transactions. Regarding limited liability companies (LLC), areas covered are formation and classification, conversions, application of partnership rules, and compensation. Business considerations and practical tax planning opportunities, as well as choice of entity fundamentals, are highlighted throughout the course.

**Prerequisite:** Federal Income Taxation (formerly Taxation I); Corporate Income Tax Law I; Prior or concurrent enrollment in Taxation of Partnerships.

**Note:** DISTANCE STUDENTS REGISTER FOR CRN#: 35403. This course is only open on a distance basis to students enrolled in the Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, and the MSL programs. All J.D. students and resident LL.M. students may not enroll in this course on a distance basis.
LAW 1404 v00 Social Justice and Taxation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201404%20v00)

J.D. Seminar (cross-listed) | 2-3 credit hours
This course explores questions of social justice in taxation both in theory and practice, focusing on issues related to distributive justice, tax-based social programs, and families. Part I of this course will introduce students to theories of distributive justice in taxation. Students will become familiar with a range of political philosophies that can inform our understanding of distributive justice, including theories set forth by John Stuart Mill, Robert Nozick, John Rawls, Ronald Dworkin and Amartya Sen. We will examine these theories in the context of income taxation, endowment taxation, and wealth taxation. Part II will explore the use of the tax system to advance non-revenue raising social goals. Students will consider the strengths and limitations of the tax expenditure approach advanced by Stanley Surrey and will critique existing tax programs, examining their distributive effects and impact on the poor. Topics will include charitable deductions, the earned income tax credit, and tax-based housing subsidies. Part III will consider tax issues related to family units. Students will explore the existing treatment of families under the tax law and consider alternative approaches, paying close attention to the effect on women and the poor.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Note: This seminar requires a paper. J.D. students must register for the 3 credit section of the seminar if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement. The paper requirements of the 2 credit section will not fulfill the J.D. Upperclass Legal Writing Requirement.

LAW 775 v01 Special Topics in State and Local Taxation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20775%20v01)

LL.M Course (cross-listed) | 2 credit hours
The biggest challenge of a multistate tax practice is dealing with the practical issues of multiple states with sometimes conflicting laws and regulations. Most companies operate in multistate environment and must learn how to apply their operational realities to a patchwork of state and local tax laws and regulations. With telecommuting, internet and other work options, and a fluid workforce, this course will also review the state and local tax rules for employers/employees and individuals.

This course reviews the basic concepts that govern multistate taxation on an operational level and detailed practice and procedures guidelines. The issues surrounding audits and record access will be discussed along with the use of tools such as managed audits and voluntary disclosures. Appeals on administrative and judicial levels will be reviewed with an emphasis on statute of limitation, de novo and other issues. Additionally, this course will provide a review of the relationships between the states, information sharing between and among the states and the federal government, and the natural tension between taxpayers and the state revenue departments.

Learning objectives:
Gain an understanding of the practical aspects of state and local taxation. This understanding will prepare you to take on real time state tax projects with a client perspective. The class will also provide you with an understanding of state and local learning resources to gain the needed information to define and complete state and local tax projects.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Note: DISTANCE STUDENTS REGISTER FOR CRN#: 35374. This course is open to both on campus and distance students. However, only students enrolled in the Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, the MSL program, and the certificate in State and Local Taxation, may take this course on a distance basis. All J.D. students and resident LL.M. students may not enroll in this course on a distance basis.
LAW 944 v00 State and Local Taxation: Income & Franchise Taxes
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %20944%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course discusses the basic principles of state and local taxation, focusing primarily on state income and franchise taxes. The course provides an overview of the limitations of state taxation provided by the Due Process and Commerce Clauses of the U.S. Constitution as well as selected federal statutes that pre-empt state taxation. The course discusses conformity with federal tax laws and introduces the student to the state tax concepts of unitary business principle and formulary apportionment. In addition to corporate income and franchise tax issues, the course will discuss issues relating to passthrough entities, common planning strategies, states’ authority to challenge positions taken by taxpayers, and taxation of non-U.S. income and non-U.S. taxpayers.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Note: DISTANCE STUDENTS REGISTER FOR CRN#: 35240. This course is open to both on campus and distance students. Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, the MSL program, and the certificate in State and Local Taxation, may take this course on a distance basis. All J.D. students and resident LL.M. students may not enroll in this course on a distance basis.

LAW 824 v01 State and Local Taxation: Other Business Taxes
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %20824%20v01)
LL.M Course (cross-listed) | 2 credit hours
This course, in conjunction with the state and local income and sales and use tax courses, is intended to complete a foundational overview of primary state and local taxes, fees and other charges (“taxes”) imposed on manufacturing and mercantile entities, as well as select industries operating in a multijurisdictional environment. Included among the areas that are reviewed in this course, on a comparative law basis are: ad valorem taxes imposed on real, tangible and intangible property, as well as select federal provisions, such as that found in the Railroad Revitalization and Regulatory Reform Act (4-R Act) of 1976; escheat/ unclaimed funds laws; net worth taxes; transfer taxes, including those imposed on the transfer of “controlling” real property interests; select excise taxes, including those imposed on telecommunication and natural resource companies; witholding taxes, including state equivalents to the federal withholding tax imposed by Foreign Investment in Real Property Tax Act” (FIRPTA) rules; unemployment taxes, including State Unemployment Tax Act (SUTA) dumping provisions; statutory and negotiated tax incentives; privilege and retaliatory taxes; and, business license taxes and fees. By presenting the above topics in a comparative manner to achieve or enhance the business objectives of the transaction.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Note: DISTANCE STUDENTS REGISTER FOR CRN#: 35241. This course is open to both on campus and distance students. Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, the MSL program, and the certificate in State and Local Taxation, may take this course on a distance basis. All J.D. students and resident LL.M. students may not enroll in this course on a distance basis.

LAW 2031 v00 State and Local Taxation: Sales and Use Taxes
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %202031%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course provides an in-depth examination of Sales & Use taxes. These taxes make up approximately half of all state tax revenues. The course focuses on fundamental principles of the Sales & Use tax regime by reviewing seminal and recent cases on the subject. The course also discusses U.S. Constitutional limitations applicable to Sales & Use taxes and state efforts to bypass these limitations to tax remote sellers. Finally, we will discuss current issues in the world of Sales & Use taxation, including application of Sales & Use taxes to “the Cloud”, “Groupon”-type sales models, telecommunications services, and digital goods.

Recommended: It is recommended students take Federal Income Taxation (formerly Taxation I) prior to enrollment.

Note: DISTANCE STUDENTS REGISTER FOR CRN#: 35242. This course is open to both on campus and distance students. Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, the MSL program, and the certificate in State and Local Taxation, may take this course on a distance basis. All J.D. students and resident LL.M. students may not enroll in this course on a distance basis.

LAW 401 v00 Structuring Private Equity Transactions
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %20401%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course covers the key business, legal and tax principles applicable to the private equity industry, including analysis of (and developing practical skills with respect to) the formation of private equity funds, investment by private equity funds in companies ranging from startups to leveraged buyouts, and in each case focusing on the business and tax aspects of aligning management incentives. The course explores these topics through a series of problem sets that require students to analyze complex transactions, and to apply their analytical skills and their corporate, tax and regulatory knowledge to solve business, legal and tax issues. Substantive subjects include federal income tax, corporate law, partnership and limited liability company law, SEC law and other legal doctrines and relevant to entrepreneurial “deals,” in each case applied in a manner to achieve or enhance the business objectives of the transaction.

Students are expected to develop analytical and practical lawyering skills in bringing legal, tax and regulatory expertise to a transaction.

Prerequisite: Corporations; Federal Income Taxation (formerly Taxation I); prior or concurrent enrollment in Corporate Taxation (formerly Taxation II).

Recommended: Securities Regulation.

Mutually Excluded Courses: Students may not receive credit for both this course and Emerging Growth Companies and Venture Capital Financings.
LAW 3017 v00 Survey of Employee Benefits Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203017%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course provides a general overview of the federal labor and tax law policies and principles that apply to employment-based retirement plans, health care plans, and executive compensation arrangements. Students will examine the principles of the Internal Revenue Code and ERISA that govern the form and operation of employer-sponsored plans, especially tax-qualified pension plans, executive compensation arrangements and welfare plans (with a focus on health care). This class will concentrate on the structure and basic rules that govern such arrangements. In the context of tax-qualified and nonqualified plans and health and welfare programs, this course will explore plan administration, fiduciary duties, claims appeals and litigation.

Prerequisite: Federal Income Taxation (formerly Taxation I).


Note: Students enrolled in the Employee Benefits Certificate Program may not register for this course.

LAW 2072 v00 Survey of State and Local Taxation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202072%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course is designed as a survey course for those students not pursuing a SALT Certificate in conjunction with their LL.M. in Taxation, Executive LL.M. in Taxation, or MSL Program. The course begins by first introducing the student to the dynamics and taxonomy of SALT, and why (out of necessity) the study of subnational taxes must vary from the “classic” pedagogy of most LL.M. – Tax programs that have come to focus and build on a study of the differing subchapters of the Internal Revenue Code. Next, the course explores important subnational topics not encountered in the study of federal corporate income taxes, such as federal limitations on the powers of subnational governments to tax. To close the course, the student will be presented with a case study and a comparative law analysis that will provide them insight into analytical approaches employed by interdisciplinary tax teams made-up of international, federal and subnational tax specialists assigned to deal with enterprise restructurings.

SALT issues unique to following types of taxes will be explored: income based taxes; sales and use taxes; ad valorem taxes; unemployment taxes; real estate and controlling-interest taxes; transfer taxes; gross receipts taxes; capital stock (net worth based) taxes; excise taxes; and, other taxes to illustrate the diversity of subnational levies and how they can be of critical importance to select industries and their advisors, e.g., such as the insurance industry (premium and retaliatory taxes); the natural resource industry (severance taxes); the communication industry (telecommunication taxes); and, the health care industry (hospital and medical provider taxes).

In addition to overviewing key taxes, the course will introduce the student to other important topics that routinely engage multijurisdictional enterprises, including: unclaimed property (“escheat”) audits; issues implicated by operations and transactions within and without the U.S.; statutory and negotiated tax and non-tax incentives; and, the nonuniform taxing and sourcing rules that face unincorporated multijurisdictional enterprises and their owners that choose to operate through partnerships, limited liability companies, S Corporations or joint ventures.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Note: Students enrolled in the SALT Certificate program may NOT receive credit for this course.
**Prerequisite:** Federal Income Taxation (formerly Taxation I)

**LAW 883 v00 Survey of Transfer Pricing**
This course offers an introduction to the United States’ principals and current practice of international transfer pricing, as well as some understanding of the historical and conceptual basis of the current system. The topic of international transfer pricing – that is, how a business conducting operations in a number of different countries should divide its taxable income among those countries – remains among the most practically important of international tax issues. This course seeks to provide an introductory perspective on the United States system and to provide domestic students a sufficient level of understanding of the area and practices to provide a platform for the development of further interest in the area.

**Recommendation:** Prior or concurrent enrollment in a course in international taxation.

**Note:** DISTANCE STUDENTS REGISTER FOR CRN#: 35243. This course is open to both on campus and distance students. However, only students enrolled in the Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, and the MSL programs may take this course on a distance basis. All J.D. students and resident LL.M. students may not enroll in this course on a distance basis.

**LAW 2012 v00 Tax Court Advocacy Workshop**
This workshop will introduce students to the current research in tax policy and will give them an opportunity to develop skills in reading and critiquing contemporary legal scholarship. After a few introductory sessions, the workshop will shift to a series of weekly paper presentations by leading government experts, public finance economists, and tax scholars from around the country. Students will be required to submit brief response papers in advance of the presentations, and will be expected to actively participate during class discussions. Final grades will be based on the response papers and in-class participation. A limited number of students will be able to write longer papers for three-point writing credit. To do so, they must register accordingly.

**Note:** This seminar requires a paper. J.D. students must register for the 3 credit section of the seminar if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement. The paper requirements of the 2 credit section will not fulfill the J.D. Upperclass Legal Writing Requirement.

**LAW 2033 v00 Tax Fraud and Tax Crimes**
This course offers first-hand insight into how federal criminal tax cases are investigated and prosecuted. Taught by white collar defense attorneys with prior federal prosecutorial and enforcement experience, topics include a survey of frequently charged crimes such as tax evasion, filing false returns, and conspiracy. The course chronicles the life of a tax fraud prosecution from its inception at the investigative stage to indictment, pretrial, trial, and sentencing. At each stage, students are presented with challenging issues about methods of proof, taxpayer defenses and other issues that impact the theory of prosecution. Students will learn how to examine the strength of evidence of a case and negotiate with federal prosecutors and enforcement agents, the equities for-and-against prosecution, and trial strategy. Animating these discussions are examples of recent tax prosecutions in federal district court that have either resulted in criminal conviction or acquittal of the taxpayer, along with well-known domestic and cross-border investigations.

**Strongly Recommended:** Federal Income Taxation (formerly Taxation I).
LL.M Seminar | 2 credit hours
This course is a colloquium on recent academic work in tax law, public finance economics, and related fields. It is intended to introduce you to current research in tax policy and to give you an opportunity to develop skills in reading and critiquing contemporary legal and economic scholarship and policy position papers. After three introductory sessions, the workshop shifts to a series of weekly paper presentations by leading public finance economists, tax law scholars, and government experts.

Professors Lily Faulhaber and John Brooks lead the workshop. This is a small and focused course, and thus reading and active participation are essential. The format for the paper presentations will be 15-25 minutes of presentation by the speaker, followed by discussion. The primary goal is student-centered discussion and participation, but students will also be exposed to views provided by other Georgetown faculty and members of the larger DC-area tax community who attend the workshop.

Note: J.D. students must register for the 3 credit section of the seminar if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement. The paper requirements of the 2 credit section will not fulfill the J.D. Upperclass Legal Writing Requirement.

J.D. Seminar | 2-3 credit hours
This seminar will examine the tax planning for recent public M&A deals from the practical vantage points of tax counsel advising the buyer and the seller. The principal focus will be on: (1) the tax structure utilized; (2) the tax representations, warranties, covenants, and indemnification provisions in the acquisition documents, along with any tax-sharing agreements; (3) the tax disclosure discussion in the proxy/prospectus delivered to the shareholders; and (4) the form of tax opinions provided by the buyer’s and the seller’s tax counsel.

Prerequisite: Completion of Corporate Income Tax Law I and prior or concurrent enrollment in Corporate Income Tax Law II or Corporate Taxation (formerly Taxation II).

Note: This class will require a final paper and a short mid-term paper.

Law 736 v00 Tax Planning for Corporate Acquisitions Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20736%20v00)
LL.M Seminar | 2 credit hours
Examine on an interactive and pragmatic basis the effect of federal income taxes on the real estate market and real estate transactions; sales (including installment sales) and like kind exchanges of real estate interests; the choice of various entities (including partnerships, limited partnerships, LLCs, S corporations and REITs) for the ownership and development of real estate; the impact of taxes on the landlord and tenant; the tax impact of creative financing techniques, such as the sale-leaseback; basis (including at-risk) and basis adjustments; passive activity loss limitations; and the tax consequences of foreclosures, bankruptcies, and workouts.

Prerequisite: Federal Income Taxation (formerly Taxation I), Prior or concurrent enrollment in Taxation of Partnerships or equivalent practice experience strongly recommended.

Law 428 v05 Tax Policy Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20428%20v05)
J.D. Seminar | 3 credit hours
The reading for the Tax Policy Seminar will be classic (or foundational) articles on tax policy. The topics that we will cover include comprehensive income taxation, the rate structure, personal deductions, income versus consumption taxation, and tax expenditures.

The seminar meetings will alternate reading and writing assignments. On odd-numbered weeks, there will be a reading assignment consisting of one or two law review articles. For each even-numbered week, you will be asked to write a 750-word paper.

You must submit each paper no later than 7pm on the Sunday preceding the class devoted to that paper.

Each paper should discuss some aspect of the previous week’s reading. It is up to you to decide more specifically what to write about. You may criticize the author’s argument. You may praise it. You may, if you wish, try to summarize the argument (not as easy as it may seem). The decision is yours.

At classes devoted to writing, we will discuss one or two of the papers due the preceding Sunday evening. In advance of each of these classes, I will email to each of you copies of the paper or papers that we will discuss. I expect you to study these papers carefully so that you can comment on the writing when the seminar meets. One of your papers will be the focus of discussion during at least one (and probably no more than one) class.

Requirements
1. Attendance is required.
2. Preparation is required. I expect you to read each assignment carefully and critically, whether a law review article by an outside author or the paper of a classmate.
3. For weeks when papers are due, you must submit your paper no later than Sunday at 7pm. Absent a true family or medical emergency, you will receive a failing grade on any paper not submitted by that deadline.
4. All papers must be submitted as an attachment to an email message. My email address is: (sbclawprof@aol.com).
5. I will make comments, suggest changes, and return your paper to you by email no later than 9pm on the Tuesday before we meet to discuss that week’s writing assignment.

Also — students taking the seminar to meet the writing requirement will receive 3 credits and must write a paper on a tax policy subject that follows the technical requirements of the J.D. upperclass legal writing requirement. The requirements are explained in the Georgetown Law Student Handbook (http://www.law.georgetown.edu/campus-services/registrar/handbook). (http://www.law.georgetown.edu/campus-services/registrar/handbook/index.cfm.html)

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for both this seminar and the J.D. seminar, Current Issues in Tax Law and Policy Seminar or the graduate seminars, Tax Policy or Graduate Seminar. Federal Tax Policy

Note: THIS COURSE REQUIRES PROFESSOR PERMISSION TO ENROLL.
LAW 856 v00 Tax Practice and Procedure (Administrative Practice)
LL.M Course | 2 credit hours
Examines the administration and enforcement of the Internal Revenue Code, including types of guidance, preparation and filing of returns, audit procedures, administrative appeals, deficiencies, assessments, closing agreements, collection, penalties applicable to taxpayers and practitioners, interest, refund claims, statutes of limitations, and practice before the IRS.

Prerequisite: Federal Income Taxation (formerly Taxation I).

LAW 858 v00 Tax Practice and Procedure (Litigation)
LL.M Course | 2 credit hours
Studies problems and considerations arising in the litigation of federal tax cases before the U.S. Tax Court, District Court, and the Court of Federal Claims, including jurisdictional, procedural, ethical and evidentiary issues. Practical problems of choice of forum, pleadings, discovery, privileges and tax trial practice are surveyed. Also considered are IRS summons enforcement litigation, civil collection, levy and distraint, and the tax lien and its priorities. Government attorneys, practicing attorneys, and U.S. Tax Court Judges are utilized as guest lecturers on some of the subject matter.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Note: DISTANCE STUDENTS REGISTER FOR CRN#: 35376. This course is open to both on campus and distance students. However, only students enrolled in the Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, and the MSL programs may take this course on a distance basis. All J.D. students and resident LL.M. students may not enroll in this course on a distance basis.

LAW 809 v04 Tax Research & Writing
LL.M Seminar | 2 credit hours
In the first half of the course, we will cover the basic concepts of tax research. We will begin with domestic materials, including statutes, legislative history, regulations, cases, administrative rulings, and secondary sources. Then we will cover tax treaties and other international materials, including other international agreements with tax provisions. We will discuss where these domestic and international materials can be located, the extent to which these materials are available electronically, and other practical aspects of researching tax issues in private practice and as an IRS attorney. We will also talk about the relative weight to be given to these various authorities and the interaction between domestic law and international agreements. Finally, we will review why taxpayers and practitioners must be aware of and consider the relative weight of the various authorities covered in the course.

In the second half of the course, we will focus on developing effective writing skills. The ability to accurately convey one's thoughts to a written work product is an essential skill in the legal profession. The strength of a legal argument depends not only on the sources of authority cited but also on the manner in which those authorities are presented. There will be a brief research memorandum and a piece of persuasive writing on a current tax issue that will provide you with a chance to use the research skills you learned in the first half of the course.

Prerequisite: Federal Income Taxation (formerly Taxation I) and prior or concurrent enrollment in Corporate Income Tax Law I or Corporate Taxation (formerly Taxation II).
**LAW 846 v00 Tax Treaties** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20846%20v00)

LL.M Course (cross-listed) | 2 credit hours

International tax treaties determine why hedge funds are located where they are, how motion pictures are financed, whether the dispatch of employees abroad is economical, and why financial assets follow prescribed international paths. They determine why Netherlands and Luxembourg have a large positive balance of trade with the United States, and why recording studios are established in the Caribbean. They determine whether bank accounts in Switzerland and Liechtenstein are really secret. While tax treaties ostensibly are only about dividing up tax bases between countries and exchanging information between sovereigns, in reality they channel the flow of investment and development in the global economy.

This course assumes that students have some familiarity with basic tax treaty concepts and examines how provisions of the OECD Model Treaty and the United States Model Treaty are used by tax practitioners to achieve specific business objectives. Students will acquire an understanding of how treaty provisions help shape economic and financial decisions in different industries and economic sectors. The course uses examples drawn from actual practice to illustrate the creative use of tax treaty provisions. It is designed to be an interactive experience, with students working on case studies, discussing alternative approaches, and using different jurisdictions and changes in the form of the underlying transaction to achieve desirable tax results.

**Learning objectives:**

This course is intended to teach the concepts underlying the United States Model Tax Treaty and the OECD Model Tax Treaty. By the end of the course, students are expected to understand how tax treaties are organized and be able to apply the model tax treaties to factual situations in which the tax treaties are applicable.

At the same time, the course is intended to challenge the student to be aware of the ethical challenges and risks of practice in the area of international taxation. More and more, tax authorities are not only looking to penalize a taxpayer for improper tax planning, but also the tax advisor who recommended the course action followed by the taxpayer. By the end of the course, students are expected to be able to understand where the borders of ethical behavior are when developing international tax structures and to be able to analyze risks to the clients and themselves when working in this area.

Finally, the course is intended to reinforce principles of close reading and attention to the specific wording used in the tax treaties and cases interpreting the tax treaties. By the end of the course, students are expected to be able to read and understand why specific words are used in tax treaties and the significance of these words.

**Prerequisite:** One course in international taxation.

**Note:** A student will be permitted to drop a course that meets for the first time after the add/drop period, without a transcript notation, if a student submits a written request to the Office of the Registrar prior to the start of the second class meeting. Withdrawals are permitted up until the last class for this specific course.

**DISTANCE STUDENTS REGISTER FOR CRN#: 35377.** This course is open to both on campus and distance students. However, only students enrolled in the Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, and the MSL programs may take this course on a distance basis. All J.D. students and resident LL.M. students may not enroll in this course on a distance basis. This course is open to J.D. students by professor permission. Interested students should contact Professor De Vos via email at ld57@law.georgetown.edu no later than December 1, 2018 for permission to take this class.

**LAW 897 v00 Tax Treaties** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20897%20v00)

LL.M Seminar (cross-listed) | 2 credit hours

This is a basic tax treaty course. It will cover fundamental tax treaty concepts such as residency, permanent establishment, business profits, limitation on benefits, and relief from double taxation (including operation of the U.S. foreign tax credit rules). There will be an overview of treaty provisions that apply to investment income and income from the performance of services. In addition, students will learn about the interaction of tax treaties with U.S. domestic tax law, the role of international organizations in interpreting tax treaties, procedures for resolving tax treaty disputes through the competent authority process, and strategies for researching tax treaties. This course is designed for students with little or no background in tax treaties. However, students will be expected to have a basic understanding of the U.S. tax rules that apply to foreign persons who receive income from the United States and U.S. persons who receive income from abroad. The course will be based primarily on the United States Model Income Tax Convention, together with selected case law and administrative authority. We will also look at selected provisions of the OECD Model Tax Convention.

**Prerequisite:** Federal Income Taxation (formerly Taxation I) and prior or concurrent enrollment in one course in international taxation.

**LAW 948 v00 Tax Treatment of Charities and Other Nonprofit Organizations** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20948%20v00)

LL.M Course (cross-listed) | 2 credit hours

Studies the treatment of charities and other nonprofit organizations, including private foundations, churches, hospitals, trade associations, social clubs, and political organizations under the federal income tax law. Among the topics covered are the characteristics of the various classes of exempt organizations, the legislative policies underlying their exemption from tax, problems associated with qualification for and retention of exemption, joint ventures, the unrelated business income tax including corporate sponsorship, the declaratory judgment remedy, implications of racial discrimination, international activities and the treatment of lobbying and political expenditures.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).

**Note:** Students may not withdraw from this class after the add/drop period ends without the permission of the professor.
LAW 1328 v00 Taxation in the European Union Seminar

J.D. Seminar (cross-listed) | 3 credit hours
For the past several decades, the European Union has been at a crossroads. Member States no longer have complete sovereignty over their tax systems, but the European Union as a whole has only limited control over taxation. This seminar will introduce students to the particular challenges raised by taxation in the European Union. This seminar will provide a general background to European Union law and will then introduce students to the treatment of indirect taxation, direct taxation, and state aid. The seminar will conclude with several sessions on possible solutions to the tax challenges currently facing the European Union.

Prerequisite: Students must have taken Federal Income Taxation (formerly Taxation I).

Recommended: International Tax is encouraged but not required.

Note: This seminar requires a paper. J.D. students must register for the 3 credit section of the seminar if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement. The paper requirements of the 2 credit section will not fulfill the J.D. Upperclass Legal Writing Requirement.

LAW 980 v00 Taxation of Debt Instruments & Securitization Transactions

This class will cover the following topics:
1. Definition of Indebtedness and debt v. equity discussion
2. OID basic rules
3. Disallowance and anti-abuse rules
4. Variable rate debt instruments
5. Contingent payment debt instruments
6. Market discount and bond premium
7. OID special topics
8. Sales, exchanges, redemptions and modifications of debt instruments
9. Cross border and treaty issues

Prerequisite: Federal Income Taxation (formerly Taxation I).

Recommended: Prior or concurrent enrollment in Corporate Income Tax I or Corporate Taxation (formerly Taxation II).

Note: The take-home exam in this course may be administered mid-semester and the specific exam date will be provided by the professor after the add/drop period.

LAW 945 v00 Taxation of Energy Markets

LL.M Seminar (cross-listed) | 2 credit hours
The energy industry has undergone dramatic change in recent years. The US power sector is undergoing a transformation from a coal-based sector to one that now has incredible diversity between natural gas, wind, solar and even nuclear energy now leading the way in new development. Likewise, the oil and gas sector has seen a revolution in development of non-conventional energy sources, changing US energy policy and energy politics. More so than almost any other industrial sector, energy is highly influenced by the tax law. The economics of renewable energy is highly dependent on specific tax credits designed to encourage their development. For oil and gas, long-standing tax rules impact how investment decisions are made.

This course will examine three important areas of energy tax policy.

1. taxation of the oil and gas industry (including long-standing tax rules specific to exploration, production and refining of oil and natural gas)
2. taxation of electric utility and natural gas markets (including tax changes flowing from deregulation of these markets)
3. tax subsidies and tax incentives for alternative energy development (including analysis of creative tax-planning structures designed to maximize the value of these incentives).

The course is designed to help students appreciate the role tax plays in the generation of energy in the US and issues confronted by tax practitioners in this rapidly changing environment. There will be a final examination at the end of the semester.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Recommended: Corporate Tax Law I or Corporate Taxation (formerly Taxation II).

LAW 2069 v00 Taxation of Financial Instruments and Transactions

LL.M Seminar | 2 credit hours
The course will explore selected federal income tax issues relating to financial instruments and transactions. Major topics will include the legal and economic characteristics of equity, indebtedness and derivatives, the fundamentals of the original issue discount (OID) rules, market discount and bond premium, variable rate and contingent payment debt instruments, fundamentals and taxation rules for derivatives, hedging transactions, straddles and wash sales.
LAW 362 v01 Taxation of Partnerships (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20362%20v01)
J.D. Course (cross-listed) | 2 credit hours
Examines in-depth the provisions of Subchapter K of the Internal Revenue Code and the regulations thereunder. Attention is given to the tax issues arising upon the formation, operation and liquidation of a partnership, including the consequences of acquisitions of partnership interests, compensating the service partner, distributions by the partnership to partners, the option adjustment to basis of partnership property, and the transfer of partnership interests.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Recommended: Corporate Taxation (formerly Taxation II).

Mutually Excluded Courses: Students may not receive credit for both this course and the LL.M. course, Taxation of Partnerships (LAWG-942).

LAW 362 v02 Taxation of Partnerships (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20362%20v02)
J.D. Course (cross-listed) | 4 credit hours
Taxation of Partnerships covers the tax treatment of non-corporate business entities, including both partnerships and limited liability companies. These business forms are commonly used in several important contemporary settings, including private equity, real estate transactions, professional organizations (such as law firms and accounting firms), and international tax planning, as well as in everyday small businesses. Similar course coverage can also be found in the combined LL.M. courses Partnership Tax I and Partnership Tax II.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Recommended: Many students find Corporate Taxation a helpful preparation for this course, but it is not required.

Mutually Excluded Courses: Students may not receive credit for both this course and the LL.M. course, Taxation of Partnerships (LAWG-942).

LAW 362 v03 Taxation of Partnerships (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20362%20v03)
J.D. Course (cross-listed) | 2 credit hours
This course examines in-depth the provisions of Subchapter K of the Internal Revenue Code and the regulations thereunder as they apply to the life cycle of a partnership, from formation to liquidation. Students will be able to evaluate the tax consequences of the most common partnership transactions, including the acquisition of a partnership interest, compensation of a service partner, distributions by the partnership to partners, and transfers of partnership interests. In addition, students will understand the mechanics and implications of profit and loss allocations, liability allocations, allocations with respect to built-in gain property and disguised sales of property between a partner and a partnership. Students will also have a basic understanding of partnership tax accounting, including creating and maintaining tax and book balance sheets.

Prerequisite: Federal Income Taxation.

Recommended: Prior or concurrent enrollment in Corporate Taxation.

Mutually Excluded Courses: Students may not receive credit for both this course and the LL.M. course, Taxation of Partnerships (LAWG-942).

LAW 942 v00 Taxation of Partnerships (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20942%20v00)
LL.M Course | 3 credit hours
This course examines in-depth the provisions of Subchapter K of the Internal Revenue Code and the regulations thereunder. Attention is given to the tax issues arising upon the formation, operation and liquidation of a partnership, including the consequences of acquisitions of partnership interests, distributions by the partnership to partners, the optional adjustment to basis of partnership property, the transfer of partnership interests, and current topics in partnership taxation.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. course, Taxation of Partnerships (LAWJ 362).

LAW 942 v01 Taxation of Partnerships (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20942%20v01)
LL.M Course (cross-listed) | 2 credit hours
This course examines in-depth the provisions of Subchapter K of the Internal Revenue Code and the regulations thereunder. Attention is given to the tax issues arising upon the formation, operation and liquidation of a partnership, including the consequences of acquisitions of partnership interests, distributions by the partnership to partners, the optional adjustment to basis of partnership property, the transfer of partnership interests, and current topics in partnership taxation.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. course, Taxation of Partnerships (LAWJ 362).

Note: DISTANCE STUDENTS REGISTER FOR CRN#: 35244. This course is open to both on campus and distance students. However, only students enrolled in the Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, and the MSL programs may take this course on a distance basis. All J.D. students and resident LL.M. students may not enroll in this course on a distance basis.
LAW 808 v00 Taxation of Property Transactions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20808%20v00)
LL.M Course | 2 credit hours
Explores the federal income tax consequences arising from sales, exchanges, and other dispositions of property. Principal issues considered include determination of the taxable event; ascertainment of basis and amount realized; ascertainment of gain or loss; limitations on the allowability of losses, including the at-risk and passive activity loss provisions; and the relevance of the capital/ordinary gain or loss distinction and the original issue discount rules. The course includes an analysis of certain major non-recognition provisions, including like-kind exchanges and involuntary conversions and replacements. The course also includes an examination of the taxation of deferred payment sales, including the effect of taxpayer’s method of accounting and the availability and operation of the installment method.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).

**Note:** DISTANCE STUDENTS REGISTER FOR CRN#: 35245. This course is open to both on campus and distance students. However, only students enrolled in the Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, and the MSL programs may take this course on a distance basis. All J.D. students and resident LL.M. students may not enroll in this course on a distance basis.

LAW 975 v00 The Foreign Tax Credit (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20975%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course will cover the basics and the finer points of the foreign tax credit, an important issue for virtually all multinational taxpayers. In the current global economy, knowledge about the foreign tax credit is essential for any tax lawyer and particularly helpful for those who represent large corporations or whose practice involves cross-border transactions of any kind. The course will address the mechanics of the Code and Regulations, as well as bigger-picture concepts arising in case law and elsewhere. Students will learn the rules that govern who is entitled to a credit; for what taxes a credit may be claimed; and how large a credit may be taken; and in what year the credit properly accrues. We will also discuss current tax planning issues regarding foreign tax credits.

Students will gain an understanding of the basic foreign tax credit principles of section 901 of the Code, including the criteria used to determine the creditability of foreign taxes, as well as the principles governing “in lieu of” taxes creditable under section 903. The course will address the limitations on the foreign tax credit under section 904; the rules governing the sourcing and “basketing” of income; base and timing differences; and required adjustments to the amount of foreign taxes paid. Students will also learn the fundamentals of the section 861 rules whereby taxpayers’ deductions are allocated and apportioned to their foreign-source income for purposes of credit computation. The course will cover the deemed paid credit under section 902 for taxes paid by foreign subsidiaries of U.S. taxpayers; the rules for maintaining pools and layers of earnings and profits and related foreign taxes; the impact of corporate transactions on E&P and the amount of the credit; and the interaction with the subpart F regime. Reading materials will focus on the relevant Code provisions and Regulations and on the evolution of the foreign tax credit through case law.

**Prerequisite:** Federal Income Taxation (formerly Taxation I), Corporate Income Tax Law I or Corporate Taxation (formerly Taxation II), and a course in International Tax.
**LAW 743 v00 Transfer Pricing: Selected Topics**

LL.M Seminar | 2 credit hours
This course will provide students an opportunity to explore the international taxation topic of transfer pricing through the research and writing of a graduate paper. Students will choose a topic in consultation with the instructors, prepare an outline to be submitted to the instructors, make a presentation to the class on their topic, and submit a paper of at least 25 pages. During the first half of the course, the instructors will focus on international transfer pricing and related topics. Transfer pricing involves the division of taxable income resulting from cross border transactions including the sale of goods and services and the licensing of intangibles. Transfer pricing typically leads to the largest audit disputes between multinational corporations and the national tax administrations for the countries in which these companies do business. As a result, transfer pricing is a key practical topic in international tax.

This course is an advanced topics course. The introductory course in transfer pricing is recommended, but not required. Specific lecture topics will include 1) Overview of the international transfer pricing system. 2) Performing a transfer pricing analysis for a particular multinational group, and assisting the group in implementation. 3) Current developments including the taxation of services, intangibles, and OECD guidance. 4) Apportioning group-wide expenses. 5) Enforcement issues. 6) Administrative procedures, including IRS examinations, APA procedures, and competent authority procedures, and 7) Looking toward the future: what are the most appealing policy options today? In addition to transfer pricing, students may choose paper topics from other international tax topics with a practical application including permanent establishments, tax treaties, international arbitration, and the competent authority process.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).

**Recommended:** Survey of Transfer Pricing.

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**LAW 3050 v00 U.S. Employment Taxes**

LL.M Course (cross-listed) | 1 credit hour
Introductory course on the workings, issues and challenges of U.S. Employment & Unemployment Taxes at the Federal, State and Local levels. This course will explore what Employment Taxes and Unemployment Taxes are, a brief history, and the role they play in government funding and in the day-to-day living of individuals. Other topics to explore in the course are: Worker Misclassification (independent contractors vs. employees), "Gig Economy" (Uber, Lyft, etc.), so-called "Jock Taxes" (including discussions on Away Games and "Michael Jordan's Revenge"), "Nanny Taxes", Multistate nonresident withholding, SUTA dumping, Employment Tax Crimes and Penalties, and Payroll Taxes in M&A transactions.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).

**Note:** WEEK ONE COURSE. This course will meet for one week only on the following days: Monday, January 7, 2019 through Friday, January 11, 2019, 1:30 p.m. - 4:05 p.m.

This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students. Attendance at all class sessions is mandatory and all enrolled students must attend the first class in order to remain enrolled. Students on the wait list must attend the first class in order to be admitted off the wait list. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar. Once the second class session begins, students may only seek a withdrawal by contacting their academic advisor in the Office of Graduate Programs. Withdrawals are permitted up until the last class for this specific course.
The midterm for the course will be on Tuesday, October 9, 2018. (Monday classes meet instead of Tuesday classes on October 9th, 2018.)
LAW 881 v00 U.S. Taxation of International Transactions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20881%20v00)

LL.M Course (cross-listed) | 3 credit hours
The course will address the principal elements of the U.S. taxation of international transactions, including trade, investment and labor. The initial portion of the course will address the way in which individual and corporate foreign taxpayers are taxed in the United States. The second portion of the course will deal with the way in which U.S. individual and corporate taxpayers are taxed on income earned in other countries. The impact of tax treaties will be addressed in both portions of the course.

Prerequisite: Federal Income Taxation (formerly Taxation I) or equivalent from home country. Strongly recommended for U.S.-trained students: A prior or concurrent course in the taxation of corporations and shareholders.

Mutually Excluded Courses: Students who take this course may not enroll in U.S. International Inbound Tax (formerly U.S. Taxation of Foreign Persons in the United States) or U.S. International Outbound Tax (formerly U.S. Taxation of Domestic Persons outside the United States), or International Tax Law. Students who have taken any of these or are currently enrolled in these three courses may not enroll in this course.

Note: Required for foreign-trained Tax LL.M. students pursuing the Certificate in International Taxation.

LAW 881 v01 U.S. Taxation of International Transactions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20881%20v01)

LL.M Course | 3 credit hours
The course will address the principal elements of the U.S. taxation of international transactions, including both the way in which individual and corporate foreign taxpayers are taxed in the United States (Inbound Taxation) and the way in which U.S. individual and corporate taxpayers are taxed on income earned in other countries (Outbound Taxation). The impact of transfer pricing rules and tax treaties will be addressed in both portions of the course.

Prerequisite: Federal Income Taxation (formerly Taxation I) and prior or concurrent enrollment in Corporate Taxation (formerly Taxation II) or Corporate Income Tax Law I.

Mutually Excluded Courses: Students who take this course may not enroll in U.S. International Inbound Tax (formerly U.S. Taxation of Foreign Persons in the United States) or U.S. International Outbound Tax (formerly U.S. Taxation of Domestic Persons outside the United States), or International Tax Law. Students who have taken any of these or are currently enrolled in these three courses may not enroll in this course.

Note: Required for foreign-trained Tax LL.M. students pursuing the Certificate in International Taxation.

Withdrawals are permitted up until the last class for this specific course.

Full-time Faculty
John R. Brooks
Stephen B. Cohen
Lilian Faulhaber
Brian Galle
Itai Grinberg
Charles H. Gustafson
Stafford Smiley
Philip M. Tatarowicz