

Taxes and Business Strategy
ACCT 897/297
Prof. Jennifer Blouin – Spring 2017

Email: blouin@wharton.upenn.edu
Phone: (215) 898-1266

Office: SHDH 1315
Office hours: by appointment, please email me
to schedule a meeting

Prerequisites:

Finance 601 or equivalent.

Materials

Textbook (REQUIRED): Scholes, Wolfson, Erickson, Maydew and Shevlin, Taxes and Business Strategy: A Planning Approach, Prentice Hall, 5th edition.

Canvas: This site includes course information, important announcements, online homework assignments and any lecture slides, course handouts, cases, problem solutions and optional articles.

In-class handouts: On rare occasions will supplemental material be distributed in class. If distributed, these materials will also be available on Canvas (barring any copyright issues). Lecture slides will not be distributed in class. Please download these prior to class.

Course Goals and Objectives:

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

The key themes of the framework are:

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

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

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

The three themes are applied to decision contexts, such as investments, compensation, organizational form, financial instruments, tax-sheltered investments, mergers and acquisitions, and multinational. The ultimate goal is to provide you with a new approach to thinking about

taxes (and all forms of government intervention) that will be valuable even as laws and governments change.

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

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

Grading:

Your course grade will be determined as follows:

Quizzes (Best 3 out of 4)	150 points
Group Project	50 points
Online Homework	30 points
Participation	20 points
Total	250 points

Quizzes. Quizzes will be administered in class on the following dates: January 30, February 20, March 27, and April 24. There is no final exam or quiz in the regularly scheduled final exam period. Each in-class quiz is closed-book and closed-notes. Students will receive the entire class period to complete each in-class quiz. Each quiz will be graded based on 50 points.

Quizzes are exclusively quantitative in nature. The method to prepare for the quizzes is to attend class and complete the suggested problems. Prior quizzes will not be provided as exam questions are derived from the suggested problems. Please bring a calculator to the quiz.

When determining students' final grades, I will drop the quiz with the lowest mean-adjusted score. There will be no "make-up" quizzes. The provision to drop your lowest quiz score is made to provide for recruiting conflicts, unexpected emergencies or pre-arranged travel.

Group Project. The written group project report will be due on Canvas by 11pm on Wednesday, April 12th. Details of the project can be found on Canvas (i.e., topics are due by March 15, 2017). This project is to be completed in groups of 4 to 6 students. Groups can be formed from students across any of my three sections. Once you have formed your group, please register your group and its members on Canvas no later than February 13th. Note that students who have not selected a group by February 13th will be assigned to a group by me.

On-line Homework. Over the course of the semester, there are eight on-line assignments homework (designed OL HWx on the syllabus). These homeworks are set up as brief online quizzes that ask three to five questions about the materials required for the day's class preparations – particularly on days where case preparation is required. The point of these homeworks is to ensure that students have read the class/case materials and understand some of the pertinent facts. They do not presume full understanding of the material. Homeworks are due on Canvas at 10am.

Participation. A student's participation score shall be influenced by three key factors: demeanor, participation and preparation. I will expect students to attend class, arrive promptly and sit in their designated seats. Students who habitually arrive after class begins, or fail to attend at all, shall be penalized via their participation score. Note that students have to attend class in order to participate in the class discussion. In addition, I will factor any interesting tax articles that students forward to me in the computation of their participation score. However, these articles must be from a source *other than The Wall Street Journal, The Financial Times or The New York Times* – as I already read these publications on a fairly regular basis. Finally, I expect students to have read the material and prepared any problems designated in the “Class Preparation” portion of the syllabus. Although there is no penalty for wrong answers, I do expect students to have attempted to thoughtfully reason through a problem. Please note that if you do not speak in class at all during the term your participation score will be penalized making it difficult to get an A in the class.

Pertinent Information for students taking the course pass-fail:

Earning a 150 points constitutes a passing grade (the equivalent letter grade at this point level is a “D”) for all students taking the course. If a student does not earn 150 points, then he/she will fail the class.

Syllabus:

A detailed syllabus begins on the next page. The first three columns are self-explanatory (Class, Date and Topic). “Class Preparation” is the material that I expect students to have read and/or problems to have been attempted prior to class. SWEMS is the acronym for the assigned text: Scholes, Wolfson, Erickson, Maydew and Shevlin, Taxes and Business Strategy: A Planning Approach. I have listed the specific pages that I intend to cover. In addition, discussion questions (“dq”), exercises (“e”) and/or tax planning problems (“tpp”) (e.g., e2.1 refers to Exercise 2.1 on page 32 of SWEMS; whereas tpp2.4 refers to Tax Planning Problem 2.4 on page 33) included in the “Class Preparation” column should be prepared prior to class as we will cover these problems during class. Discussion questions, exercises and problems included in the “Suggested Problems” column are for students to work on their own. Detailed solutions to these problems will be posted on Canvas and these problems will generally not be discussed in class. Material in the “Suggested Problems” will aid students in their preparation for the quizzes. Please post any questions regarding the suggested problems on the Suggestion Problems Discussion on Canvas. This way clarifying questions/answers will aid all students in the course.

Taxes and Business Strategy
Prof. Jennifer Blouin – Spring 2017

<i>Class</i>	<i>Date</i>	<i>Topic</i>	<i>Class Preparation</i>	<i>Suggested Problems</i>
1	January 11	Overview Investments	SWEMS 1-2 Pgs 1-13, 16-28 SWEMS 3 Pgs 36-46	dq1.7, dq1.8, e1.1, dq2.12, e2.1, e2.2, dq3.3, dq3.6, e3.1, e3.2
NO CLASS	January 16	MLK		
2	January 18	Investments con't	SWEMS 3 Pgs 46-52 tpp3.1	dq3.9, e3.4, e3.9, e3.10, tpp3.3
3	January 23	Deferred Compensation	SWEMS 8-9 Pgs. 201-209, 260-267	e8.1-e8.3, tpp8.1 dq9.2, e9.1
4	January 25	Stock Options	SWEMS 8 Pgs 209-227, 230-232 Appendix 8.3 e8.9 Online HM1	dq8.9-dq8.11, e8.8 (parts a,b,d) e8.10 (parts a-d, pre-1992 $t_c = 0.34$), tpp8.3
5	January 30	QUIZ #1 Classes 1-4		
6	February 1	Organizational Form	SWEMS 4 Pgs 91-110, 112-118, 123-124	dq4.2, dq4.8, e3.3, e4.1, e4.2, e4.4, e4.7, tpp4.4
7	February 6	Taxation of Corporations	SWEMS 12 Pgs 330-336	dq12.2, dq12.5, e12.1, e12.2, see Canvas
8	February 8	Taxation of Corporations con't	SWEMS 12 Pgs 344-350 Seagram's Case Online HM2	e2.6, dq12.9, e12.3 See Canvas
9	February 13	Corporations/S-Corporations (GROUP SIGN-UP DUE on Canvas)	See Canvas SWEMS 9 Pgs 277-279	See Canvas

<i>Class</i>	<i>Date</i>	<i>Topic</i>	<i>Class Preparation</i>	<i>Suggested Problems</i>
10	February 15	Partnerships	See Canvas	e2.2, See Canvas
11	February 20	QUIZ #2 Classes 1-10 Emphasis on 6-10		
12	February 22	Accounting for Income Taxes	SWEMS 6 Pgs 135-160 SWEMS 8, Appendix 8.1 & 8.2 See Canvas	dq 6.15 See Canvas
13	February 27	Accounting for Income Taxes Con't	Simple Example See Canvas OL HM3	See Canvas
14	March 1	Accounting for Income Taxes Con't	Case to be determined OL HM4	See Canvas
NO CLASS	March 6			
NO CLASS	March 8			
NO CLASS	March 13			
15	March 15	Tax Rates (PROJECT TOPICS DUE on Canvas by 11pm)	SWEMS 7 Pgs 175-186 Online HM5	dq7.3, dq7.4, e7.1, e7.5, tpp7.6 (parts a-d)
16	March 20	Introduction to International Taxation	SWEMS 10-11 Pgs 287-296, 313-324 Online HM6	dq10.1, dq10.8, dq10.9, dq11.1, e11.1, e11.2
17	March 22	International Taxation con't	SWEMS 10 Pgs 297-308	e10.1, tpp10.1 (parts a-c), tpp10.2
18	March 27	QUIZ #3 Classes 1-17 Emphasis on 12-17		

<i>Class</i>	<i>Date</i>	<i>Topic</i>	<i>Class Preparation</i>	<i>Suggested Problems</i>
19	March 29	Taxation of Mergers & Acquisitions (M&A)	SWEMS 13 Pgs 354-362	dq13.4, dq13.5, dq13.11
20	April 3	Taxation of M&A con't	SWEMS 14, 16 Pgs 365-383 (understand intuition of 374-380), 424-428	dq14.2, dq14.3, dq14.5, dq14.6, tpp14.2
21	April 5	Taxation of M&A con't	SWEMS 16 Pgs 410-424, 428-437 GW Basis Case – See Canvas OL HM7	dq16.2, dq16.5, dq16.9, dq16.10, tpp16.4, tpp16.6 See Canvas
22	April 10	Divisive Maneuvers	SWEMS 17 Pgs 442-458 tpp17.3	dq17.3, dq17.4,
NO CLASS	April 12	PROJECTS DUE on Canvas at 11pm		
23	April 17	Divisive Maneuvers and Cross-Border M&A Topics	SWEMS 17 Pgs 458-462 SWEMS 15 386-394, 399-406 See Canvas	tpp17.4, tpp15.1
24	April 19	Case and Wrap-up	Case – See Canvas OL HM8	
25	April 24	QUIZ #4 Classes 1-24, emphasis on 19-24		
26	April 26	OPEN		