



Understanding Corporate Taxation, Third Edition

Leandra Lederman, Michelle Kwon

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This clearly written treatise is designed to make very accessible the complex subject of corporate taxation by using non-technical, straightforward language, charts, checklists, diagrams, and numerous examples to aid readers understanding. The book starts with an introductory chapter that discusses the choice of business form; the general principle that corporate profits are subject to double taxation (once at the corporate level and again at the shareholder level); and the basics of anti-abuse rules, such as the step-transaction doctrine. Those anti-abuse rules are explored in more detail in a later chapter, as are proposals to partially or fully eliminate double taxation. The next several chapters are organized using a cradle-to-grave approach that traces the life cycle of a corporation, beginning with formation and capitalization and ending with corporate "death," liquidation. Between those events, the book discusses operational issues, including the capital structure of a corporation, distributions of cash or property, stock redemptions, and stock dividends. After corporate liquidations, the book explores more advanced topics, such as taxable stock or asset acquisitions; non-taxable corporate reorganizations and divisions; the carryover of tax attributes (such as net operating losses) following certain non-recognition transactions; and the treatment of corporate tax shelters. In addition, a chapter addresses the taxation of S corporations, which generally provides a single-tax paradigm. Understanding Corporate Taxation also includes discussion of relevant cases. It is designed to supplement any corporate tax casebook or to be used on its own

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