**INTERNATIONAL TAX PLAINING**

**UNIVERSITY OF FLORIDA LEVIN COLLEGE OF LAW**

**SPRING 2024 SYLLABUS – LAW 7931 – 2 CREDITS**

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Office Hours: Fridays 8am-10am EST

**MEETING TIME:** Tuesdays & Thursdays / 8:35am – 9:30am EST

**LOCATION:** Room 359

**COURSE DESCRIPTION AND OBJECTIVES:**

This course is structured as a seminar focused on cross-border tax planning. The seminar is based around a case study that will illustrate the application and interaction of U.S. corporate tax, U.S. international tax, transfer pricing, tax treaties, and BEPS regimes in the tax planning context.

**STUDENT LEARNING OUTCOMES:**

At the end of this course, students should be able to:

* Analyze cross-border business structures from an international tax perspective;
* Identify relevant inbound and outbound international tax issues in connection with such structures;
* Identify potential alternatives for increasing tax efficiency in the cross-border context when working with such fact patterns;

**REQUIRED READING MATERIALS:**

There is no textbook for this course. See the reading assignments in the “Course Schedule of Topics and Assignments” section below. Please be sure to register for the Canvas course and have any required materials with you in print or easily accessible electronic form in class. You are responsible for checking your Canvas page and the e-mail connected to the page on a regular basis for any class announcements or adjustments.

**COURSE EXPECTATIONS AND GRADING EVALUATION:**

Students will be evaluated based upon three of seminar assignments (two of which will be completed in small groups). Grading will be based on completion, technical correctness, appropriated citations, clarity, and organization. **Late assignments will not be accepted.** Class participation will require (1) leading the discussion during at least one class and (2) participating in the discussion lead by other students.

Grading

20 percent: Participation & Attendance

30 percent: Small Group Memo (we will create a memo in class using chatGPT, Small Group will be required to edit/correct memo into final draft) – **Due 7 March 2024**

30 percent: Small Group Slide Deck (8 slide max, not including cover slide, no appendices allowed) – **Due 4 April 2024**

20 percent: Individually Prepared Draft Email (250 word max) – **Due 18 April 2024**

**CLASS ATTENDANCE POLICY:**
Attendance in class is required by both the ABA and the Law School. Attendance will be taken at each class meeting. Students are allowed two absences during the course of the semester. Students are responsible for ensuring that they are not recorded as absent if they come in late. A student who fails to meet the attendance requirement will be dropped from the course. The law school’s policy on attendance can be found [here](https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/uf-law-student-handbook-and-academic-policies#:~:text=co%2Dcurricular%20activities.-,Attendance,regular%20and%20punctual%20class%20attendance.&text=UF%20Law%20policy%20permits%20dismissal,of%2012%20credits%20per%20semester.).

**COMPLIANCE WITH UF HONOR CODE:**

Academic honesty and integrity are fundamental values of the University community. Students should be sure that they understand the UF Law Honor Code located [here](https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/additional-information/honor-code-and-committee/honor-code). The UF Law Honor Code also prohibits use of artificial intelligence, including, but not limited to, ChatGPT and Harvey, to assist in completing quizzes, exams, papers, or other assessments unless expressly authorized by the professor to do so.

**INFORMATION ON UF LAW GRADING POLICIES:**

The Levin College of Law’s mean and mandatory distributions are posted on the College’s website and this class adheres to that posted grading policy. The following chart describes the specific letter grade/grade point equivalent in place:

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| --- | --- | --- | --- |
| Letter Grade   | Point Equivalent   | Letter Grade   | Point Equivalent   |
| A (Excellent)   | 4.0   | C (Satisfactory)   | 2.0   |
| A-   | 3.67   | C-   | 1.67   |
| B+   | 3.33   | D+   | 1.33   |
| B   | 3.0   | D (Poor)   | 1.0   |
| B-   | 2.67   | D-   | 0.67   |
| C+   | 2.33   | E (Failure)   | 0.0    |

The law school grading policy is available [here](https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/uf-law-student-handbook-and-academic-policies).

**OBSERVANCE OF RELIGIOUS HOLIDAYS:**

UF Law respects students’ [observance of religious holidays](https://catalog.ufl.edu/ugrad/1617/regulations/info/attendance.aspx).

* Students, upon prior notification to their instructors, shall be excused from class or other scheduled academic activity to observe a religious holy day of their faith.
* Students shall be permitted a reasonable amount of time to make up the material or activities covered in their absence.
* Students shall not be penalized due to absence from class or other scheduled academic activity because of religious observances.

**EXAM DELAYS AND ACCOMMODATIONS:**

The law school policy on exam delays and accommodations can be found [here](http://www.law.ufl.edu/student-affairs/current-students/forms-applications/exam-delays-accommodations-form).

**STATEMENT RELATED TO ACCOMODATIONS FOR STUDENTS WITH DISABILITIES:**

Students requesting accommodations for disabilities must first register with the Disability Resource Center (https://disability.ufl.edu/). Once registered, students will receive an accommodation letter, which must be presented to the Assistant Dean for Student Affairs (Assistant Dean Brian Mitchell). Students with disabilities should follow this procedure as early as possible in the semester. It is important for students to share their accommodation letter with their instructor and discuss their access needs as early as possible in the semester. Students may access information about various resources on the UF Law Student Resources Canvas page, available at <https://ufl.instructure.com/courses/427635>.

**STUDENT COURSE EVALUATIONS:**

Students are expected to provide professional and respectful feedback on the quality of instruction in this course by completing course evaluations online via GatorEvals. Click [here](https://gatorevals.aa.ufl.edu/students/) for guidance on how to give feedback in a professional and respectful manner. Students will be notified when the evaluation period opens and may complete evaluations through the email they receive from GatorEvals, in their Canvas course menu under GatorEvals, or via <https://ufl.bluera.com/ufl/>. Summaries of course evaluation results are available to students [here](https://gatorevals.aa.ufl.edu/public-results/).

**RECORDINGS OF CLASS:**

All classes will be recorded via Mediasite in case students must miss class for health reasons. The Office of Student Affairs will work with faculty to determine when students may have access to these recordings, and the recordings will be password protected. It is the student’s responsibility to contact the Office of Student Affairs as soon as possible after an absence.

**ABA OUT-OF-CLASS HOURS REQUIREMENTS:**

ABA Standard 310 requires that students devote 120 minutes to out-of-class preparation for every “classroom hour” of in-class instruction. Each weekly class is approximately 55 minutes in length, requiring at least **4 hours of preparation per week** outside of class including reading the assigned materials, writing critical analyses, and completing course assignments.

**COURSE SCHEDULE OF TOPICS AND ASSIGNMENTS:**

This syllabus is offered as a guide to the direction of the course. Our pace will depend in part on the level of interest and the level of difficulty of each section and is subject to change.

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| Date | Topic | Assigned Reading |
| 16-Jan | Introduction & Course Overview: Introduction to International Tax Planning and the Case Study |  |
| 18-Jan | Permanent Establishments | Section 864; Treas. Reg. § 1.864-2 and -3; BNA Portfolio 7050-2nd, VIII.B; and US – Canada Income Tax Treaty, Article V |
| 23-Jan | Withholding Taxes and Treaties; *Groups Assigned*; *Discussion Lead Dates Assigned* | US – German Income Tax Treaty, Articles 10, 11, 12, and the Treasury TE for those articles; US – Serbia Income Tax Treaty (trick assignment); and [*https://taxsummaries.pwc.com/*](https://taxsummaries.pwc.com/) |
| 25-Jan | 367(a) | Section 367(a); Treas. Reg. § 1.367(a)-0; Treas. Reg. § 1.367(b)-0; Treas. Reg. § 1.367(d)-1T(a) and -1(b) |
| 30-Jan | GILTI | Section 951A and Treas. Reg. § 1.951A-2(c)(1)-(3) and -5(b) |
| 1-Feb | GILTI (cont’d) | *See above* |
| 6-Feb | Subpart F | Sections 951, 952, and 954 and Treas. Reg. § 1.954-1(a)-(d) |
| 8-Feb | Subpart F (cont’d) | *See above* |
| 13-Feb | FTCL / Allocations | Section 904(a), (b), (c), and (d)(1); Treas. Reg. § 1.904-4(a). |
| 15-Feb | FTCL / Allocations (cont’d) | *See above*; BNA Portfolio 6640-1st, II and III, E; and Treas. Reg. § 1.861-8, -9T(f); -10(e), and -13;  |
| 20-Feb | FTCL / Allocations (cont’d) | *See above* |
| 22-Feb | ETR / tax accounting (cont’d) | ResMed Tax Note in 2022 10-K (to be distributed in class) |
| 27-Feb | Transfer Pricing | OECD Transfer Pricing Guidelines (2022); Treas. Reg. § 1.482-1(a)-(d) (skipping the examples) and -2(a)(1)(i), (iii)(B), and (2)(i). |
| 29-Feb | Transfer Pricing (cont’d) | *See above* and Treas. Reg. § 1.482-7(b)(1) |
| 5-Mar | Sections 245A, 959, and 961 | [*https://www.taxnotes.com/research/federal/court-documents/court-opinions-and-orders/economic-substance-doctrine-applies-in-liberty-global-refund-suit/7hj25?highlight=liberty+global*](https://www.taxnotes.com/research/federal/court-documents/court-opinions-and-orders/economic-substance-doctrine-applies-in-liberty-global-refund-suit/7hj25?highlight=liberty+global) *(read the code and regs referenced by the court)* |
| 7-Mar | **Group Memo Assignment due before class starts**; Sections 245A, 959, and 961 (cont’d) | *See above* and Sections 959 and 961 |
| 12-Mar | Spring Break |  |
| 14-Mar | Spring Break |  |
| 19-Mar | Intro to M&A | 3M Stock Purchase Agreement (to be distributed in class) |
| 21-Mar | Intro to M&A (Cont’d) | Amgen Merger Agreement (to be distributed in class) |
| 26-Mar | IP Issues in M&A | Sections 197 and 367(d); Treas. Reg. § 1.482-7(c) |
| 28-Mar | IP Issues in M&A (Cont’d) | *See above* |
| 2-Apr | Section 338(g) | Section 338(g); Treas. Reg. § 1.338-6 |
| 4-Apr | **Group Slide Deck Assignment due before class starts**, BEPS, OECD, CAMT |  |
| 9-Apr | Pillar 2 | OECD Pillar 2 Rules |
| 11-Apr | FDII | Section 250 |
| 16-Apr | BEAT | Section 59A |
| 18-Apr | **Email Assignment due before class starts**; Seminar recap. |  |