

Table of Contents

CHAPTER 1. CAPITAL AND CAPITAL STRUCTURE

- § 1:1 Introduction
- § 1:2 What is capital?
- § 1:3 Capital adequacy
- § 1:4 Capital structure
- § 1:5 Distinguishing debt and equity
- § 1:6 Debt capital and ordinary debt
- § 1:7 Organizational form and capital structure
- § 1:8 Public and private corporations
- § 1:9 Sources of capital
- § 1:10 Creditor rights and owner control
- § 1:11 Zone of insolvency
- § 1:12 Solvency and insolvency
- § 1:13 Disregarding the corporate form
- § 1:14 Piercing the corporate veil (PCV)
- § 1:15 PCV under federal law
- § 1:16 Liability of parent for obligations of subsidiary
- § 1:17 Other theories of stockholder liability
- § 1:18 Single business enterprise doctrine
- § 1:19 Successor liability
- § 1:20 Insolvency law in the UK

CHAPTER 2. VALUATION

I. INTRODUCTION

- § 2:1 Introduction
- § 2:2 Standard of value

II. TRADITIONAL VALUATION METHODS

- § 2:3 Delaware block method
- § 2:4 Going concern value
- § 2:5 Basic valuation formula
- § 2:6 Estimating return
- § 2:7 The flaw of averages
- § 2:8 Estimating the multiplier
- § 2:9 Adjusting for capital structure
- § 2:10 Valuation and growth
- § 2:11 Compensation and return

- § 2:12 Comparable company analysis
- § 2:13 Weighted average cost of capital (WACC)
- § 2:14 Comparable transaction analysis

III. DISCOUNTED CASH FLOW

- § 2:15 Cash flow versus GAAP
- § 2:16 Projection period and terminal period
- § 2:17 Discount rate (required rate of return) (RRR)
- § 2:18 Capital asset pricing model (CAPM)
- § 2:19 Logic of the Capital Market Line (CML)
- § 2:20 Choosing (or constructing) a benchmark index
- § 2:21 Implied Benchmark Rate of Return (BRR)
- § 2:22 Measuring Return
- § 2:23 Choosing a risk-free rate
- § 2:24 Equity risk premium (ERP)
- § 2:25 ERP in foreign markets
- § 2:26 Calculating Beta
- § 2:27 Adjusting for size
- § 2:28 Beta and leverage
- § 2:29 Fama-French three factor model (FFTFM)
- § 2:30 Tobin's Q
- § 2:31 Return on invested capital (ROIC)
- § 2:32 Tax rates used for valuation
- § 2:33 Further questions about CAPM

IV. OTHER VALUATION METHODS AND SETTINGS

- § 2:34 Alternative approaches to valuation
- § 2:35 Deference to deal price
- § 2:36 Valuation in other settings
- § 2:37 Valuation in BFD cases
- § 2:38 Fairness litigation after MFW
- § 2:39 Quasi-appraisal
- § 2:40 Fairness in tender offer deals
- § 2:41 Two-step mergers under DGCL 251(h)
- § 2:42 Valuation in dissolution cases
- § 2:43 Valuation based on subsequent performance
- § 2:44 Valuation of preferred stock

V. ADDITIONAL VALUATION ISSUES

- § 2:45 Per-share value
- § 2:46 Pre-judgment interest

TABLE OF CONTENTS

VI. DISCOUNTS & PREMIUMS

- § 2:47 Background
- § 2:48 Control premiums
- § 2:49 Market price and imbedded discounts
- § 2:50 Rationale for discounts
- § 2:51 Estimating discounts
- § 2:52 Dividends and DLOMS
- § 2:53 Practical aspects of calculating discounts

VII. APPRAISAL ARBITRAGE

- § 2:54 Background
- § 2:55 After-acquired shares
- § 2:56 Supply-side discount rate
- § 2:57 Appraisal arbitrage after MFW
- § 2:58 Deal price and standard of value
- § 2:59 Appraisal remedy reconsidered
- § 2:60 Pre-judgment interest
- § 2:61 Valuation and the business judgement rule
- § 2:62 Valuation and capital structure
- § 2:63 Valuation and securities litigation
- § 2:64 Event studies

CHAPTER 3. AUTHORIZING SHARES

I. INTRODUCTION

- § 3:1 Scope of chapter
- § 3:2 Shares generally
- § 3:3 Common stock
- § 3:4 Preferred stock
- § 3:5 Uses of preferred stock
- § 3:6 Valuation issues in connection with preferred stock
- § 3:7 Other uses for senior securities in organizing business
- § 3:8 Rights and warrants
- § 3:9 —Variations state by state
- § 3:10 Simple agreement for future equity (SAFE)

II. RIGHTS ATTACHING TO STOCK

- § 3:11 Generally
- § 3:12 Voting rights
- § 3:13 —Shares held in street name or by nominees
- § 3:14 Distribution rights
- § 3:15 Series issue

- § 3:16 Liquidation preferences
- § 3:17 Definition of liquidation
- § 3:18 Meaning of All-or-Substantially-All
- § 3:19 Related considerations
- § 3:20 Cumulative and participating rights
- § 3:21 Interpretive problems
- § 3:22 If-earned dividend rights
- § 3:23 Enforcing dividend rights
- § 3:24 Redemption rights
- § 3:25 Mechanics of redemption
- § 3:26 Sinking funds
- § 3:27 Planning and tax considerations Related to
Redemptions
- § 3:28 Arrearages and redemption premiums
- § 3:29 Conversion rights
- § 3:30 Dilution generally
- § 3:31 Defining conversion rights
- § 3:32 Inducing and discouraging conversion
- § 3:33 Mechanics of conversion
- § 3:34 Antidilution provisions
- § 3:35 Antidilution formulas
- § 3:36 Exceptions to adjustment requirement
- § 3:37 Miscellaneous conversion issues
- § 3:38 Conversion ratio adjustment for new issues
- § 3:39 Other contractual restrictions

III. PARTICULAR SITUATIONS

- § 3:40 Preferred stock as payment for a going business
- § 3:41 Setting the terms of preferred stock
- § 3:42 Alternatives to if-earned dividends
- § 3:43 Protective provisions
- § 3:44 Adjusting the liquidation preference
- § 3:45 Stockholder redemption rights
- § 3:46 Fiduciary duty and preferred stock
- § 3:47 Nonqualified preferred stock

IV. ELIMINATING OR ALTERING RIGHTS

- § 3:48 Eliminating arrearages and other rights
- § 3:49 Eliminating arrearages—Under the MBCA
- § 3:50 —Other Methods of Eliminating Arrearages
- § 3:51 Eliminating other rights
- § 3:52 Judicial approaches to rights alterations

V. RELATED MATTERS

- § 3:53 Poison pills and recapitalizations

TABLE OF CONTENTS

- § 3:54 Restrictions on transfer
- § 3:55 Model terms for venture capital financing—Articles of incorporation
- § 3:56 —Investor rights agreement

CHAPTER 4. ISSUING SHARES

I. INTRODUCTION

- § 4:1 Scope of chapter
- § 4:2 History of legal capital rules
- § 4:3 Legal capital in current practice
- § 4:4 Legal capital and the 1950 Model Business Corporation Act
- § 4:5 Legal capital and the 1984 Model Business Corporation Act
- § 4:6 Legal capital and the Delaware General Corporation Law
- § 4:7 Legal capital and the New York Business Corporation Law
- § 4:8 Legal capital and the California Corporations Code
- § 4:9 Other vestiges of the traditional legal capital system
- § 4:10 Legal capital in other countries

II. SUBSCRIPTIONS

- § 4:11 Pre-Incorporation share subscriptions
- § 4:12 Enforceability of subscriptions by corporation
- § 4:13 Terms and procedures
- § 4:14 Enforceability by subscriber
- § 4:15 Post-Incorporation subscriptions

III. AUTHORIZATION AND ISSUANCE OF SHARES

- § 4:16 Generally
- § 4:17 Variations in rights of shares
- § 4:18 Fractional shares
- § 4:19 Issuance of shares
- § 4:20 Formalities of stock issuance

IV. PAYMENT FOR SHARES

- § 4:21 Generally
- § 4:22 Legal consideration under traditional statutes
- § 4:23 Form of consideration
- § 4:24 Payment for shares under Revised Model Business Corporation Act (1984)

- § 4:25 Tax considerations
- § 4:26 Accounting for payments for shares
- § 4:27 Planning suggestions under traditional statutes
- § 4:28 Planning suggestions under Model Business Corporation Act (1984)
- § 4:29 Liability of promoters and investors for inadequate or improper payments
- § 4:30 Promoter liability
- § 4:31 Watered stock
- § 4:32 Liability under Model Business Corporation Act (1984)
- § 4:33 Valuing consideration
- § 4:34 Standing to sue
- § 4:35 Remedies and defenses

V. PREEMPTIVE RIGHTS

- § 4:36 Generally
- § 4:37 Preemptive Rights Under Traditional Statutes
- § 4:38 Preemptive rights under traditional statutes—Limitations
- § 4:39 Preemptive rights under Model Business Corporation Act (1984)
- § 4:40 —Limits
- § 4:41 Public companies
- § 4:42 Close corporations
- § 4:43 Procedural aspects and trading rights
- § 4:44 Variations state by state

VI. SHARE ISSUANCE LIMITATIONS IMPLIED BY FIDUCIARY DUTY

- § 4:45 Generally
- § 4:46 Fiduciary restrictions in public corporations
- § 4:47 Fiduciary Restrictions in Closely Held Corporations
- § 4:48 Bargain sales
- § 4:49 Remedies
- § 4:50 Managing Float

CHAPTER 5. DIVIDENDS AND OTHER DISTRIBUTIONS

I. INTRODUCTION

- § 5:1 Scope of chapter
- § 5:2 Distribution policies in closely held corporations
- § 5:3 Distribution policies in publicly held corporations

TABLE OF CONTENTS

§ 5:4 Determining who is entitled to a dividend

II. IN GENERAL

§ 5:5 Dividend regulation

§ 5:6 Dividend accounting

III. MODEL BUSINESS CORPORATION ACT (1984)

§ 5:7 Dividends and other distributions

§ 5:8 Dividend accounting

§ 5:9 Liability for improper dividends

§ 5:10 Fraudulent transfer law

IV. PAR VALUE JURISDICTIONS

§ 5:11 Dividend regulation

§ 5:12 Earned surplus test

§ 5:13 Exceptions to Earned Surplus Test

§ 5:14 Capital reductions

V. OTHER REGULATORY SCHEMES

§ 5:15 Generally

§ 5:16 Other sources of creditor protection

VI. RELATED MATTERS

§ 5:17 Procedural aspects of dividends

§ 5:18 Compelling dividend payments

§ 5:19 Compelling Dividend Payments in closely held corporations

§ 5:20 Uses of stock dividends

§ 5:21 Regulation of stock dividends

§ 5:22 Stock splits

§ 5:23 Reverse stock splits

§ 5:24 Spin-offs, split-ups, and split-offs

§ 5:25 Related matters

§ 5:26 Equity carveouts

§ 5:27 Dissolution & liquidation

§ 5:28 Procedure for dissolution

§ 5:29 Equitable limitations

§ 5:30 Involuntary dissolution

§ 5:31 Judicially ordered buyout

§ 5:32 Alternative remedies

§ 5:33 Stockholder agreements

§ 5:34 Buy-sell agreements

CHAPTER 6. SHARE REPURCHASES AND REDEMPTIONS

I. INTRODUCTION

§ 6:1 Scope of chapter

II. SHARE REPURCHASES

- § 6:2 In general
- § 6:3 Close corporations
- § 6:4 Public corporations
- § 6:5 Tax considerations
- § 6:6 Greenmail
- § 6:7 Authorization for repurchase
- § 6:8 Model Business Corporation Act (1984) provisions
- § 6:9 Par value jurisdictions
- § 6:10 Other jurisdictions
- § 6:11 Liability for illegal repurchases
- § 6:12 Fraudulent conveyances
- § 6:13 Uniform Fraudulent Transfer Act (1984)
- § 6:14 Construction and interpretation
- § 6:15 Accounting for repurchases
- § 6:16 Treasury shares
- § 6:17 Share repurchases and investor reinvestment
- § 6:18 Buybacks versus dividends
- § 6:19 Importance of Earning Per Share (EPS)
- § 6:20 Using stock as currency for compensation and acquisitions
- § 6:21 Additional factors to consider
- § 6:22 Repurchase debt—Traditional approaches
- § 6:23 Repurchase debt under the MBCA (1984)
- § 6:24 Contingent repurchases
- § 6:25 Repurchase debt—Miscellaneous considerations
- § 6:26 Variations state to state
- § 6:27 Federal securities laws
- § 6:28 Open market repurchases
- § 6:29 Going private transactions
- § 6:30 Issuer tender offers

III. SHARE REDEMPTIONS

- § 6:31 In general
- § 6:32 Procedure

IV. TAX CONSIDERATIONS

- § 6:33 Tax aspects of share repurchases and redemptions

TABLE OF CONTENTS

- § 6:34 Common tax problems with share redemptions
- § 6:35 Expenses of redemption

CHAPTER 7. EXECUTIVE COMPENSATION

- § 7:1 Executive compensation and corporate finance
- § 7:2 Executive pay generally
- § 7:3 Legal tests relating to executive compensation
- § 7:4 Pay versus participation
- § 7:5 Traditional compensation models
- § 7:6 Historical context
- § 7:7 Varieties of equity compensation
- § 7:8 Incentive effects
- § 7:9 Other advantages of equity compensation
- § 7:10 Effect on distribution policy
- § 7:11 Dilution and antidilution
- § 7:12 Compensation in practice
- § 7:13 Regulation under corporation law
- § 7:14 Stock exchange rules
- § 7:15 Accounting and disclosure
- § 7:16 Option Valuation
- § 7:17 Measuring Volatility
- § 7:18 Tax treatment
- § 7:19 Timing—Springloading and backdating
- § 7:20 Dodd Frank Act
- § 7:21 Other related regulations
- § 7:22 Equity compensation in private companies
- § 7:23 Employee stock ownership plans—ESOPs

CHAPTER 8. DEBT FINANCING

I. INTRODUCTION

- § 8:1 Scope of chapter

II. NATURE AND USE OF DEBT SECURITIES

- § 8:2 Generally
- § 8:3 Reasons for using
- § 8:4 Varieties of debt instruments
- § 8:5 Characteristics generally
- § 8:6 Differences between debt and stock
- § 8:7 Authority to issue bonds
- § 8:8 Interest rates and maturity
- § 8:9 Accounting for debt
- § 8:10 Trading in debt securities

- § 8:11 Pricing of debt securities
- § 8:12 Original issue discount
- § 8:13 Bondholder rights
- § 8:14 Bankruptcy, insolvency, and fraudulent conveyances

III. TAX ISSUES RELATING TO DEBT FINANCING

- § 8:15 Deductibility of interest
- § 8:16 Recharacterization of debt as equity
- § 8:17 Tax-free redemption
- § 8:18 Deductibility of losses

IV. TRUST INDENTURE ACT (TIA) OF 1939

- § 8:19 Generally
- § 8:20 Definitions
- § 8:21 Exempted securities and transactions
- § 8:22 Qualification of indentures
- § 8:23 Indenture trustee—Generally
- § 8:24 Liability of trustee
- § 8:25 Eligibility and disqualification
- § 8:26 Conflicts of interest
- § 8:27 Preferential collection of claims
- § 8:28 Bondholder lists
- § 8:29 Reports by indenture trustee and obligor
- § 8:30 Duties and responsibilities of trustee
- § 8:31 Directions and waivers by bondholders
- § 8:32 Special powers of trustee
- § 8:33 Role of SEC
- § 8:34 Liability for misleading statements
- § 8:35 Model simplified indenture
- § 8:36 Bond workouts
- § 8:37 Exchange offers under federal securities law
- § 8:38 Good faith in the workout context
- § 8:39 Judicial interpretation of TIA 316

V. CONVERTIBLE BONDS

- § 8:40 Generally

CHAPTER 9. PUBLIC OFFERINGS OF SECURITIES

I. OVERVIEW

- § 9:1 Introduction

TABLE OF CONTENTS

- § 9:2 Definition of security
- § 9:3 Costs and benefits of public offerings
- § 9:4 The federal statutory scheme
- § 9:5 Other sources of regulation
- § 9:6 Securities regulation in practice

II. OFFERING PROCESS

- § 9:7 Securities underwriting
- § 9:8 Who is an underwriter?
- § 9:9 Underwriting agreement
- § 9:10 Issuer preparation for offering
- § 9:11 Registration statement
- § 9:12 Registration forms
- § 9:13 Offering timeline
- § 9:14 The prefiling period
- § 9:15 Waiting period
- § 9:16 Post-effective period
- § 9:17 Quiet Period
- § 9:18 Shelf registration
- § 9:19 JOBS Act of 2012
- § 9:20 Trading during an offering
- § 9:21 Special problems with IPOs
- § 9:22 Direct Public Listing (DPL) and Direct Public Offering (DPO)
- § 9:23 Offerings by Special Purpose Acquisition Companies (SPACs)
- § 9:24 Resale Registration Statements
- § 9:25 Foreign Private Issuers
- § 9:26 Consequences of public ownership

III. LIABILITIES

- § 9:27 Generally
- § 9:28 Liability for false registration statement
- § 9:29 Defenses and affirmative defenses
- § 9:30 Liability for False Prospectus or Communications
- § 9:31 Other liability provisions
- § 9:32 Damages
- § 9:33 Secondary liability
- § 9:34 Liability of attorneys and other professionals under 1933 Act
- § 9:35 Indemnification and contribution
- § 9:36 Jurisdiction and procedure
- § 9:37 Securities fraud class actions under SEC RULE 10b-5
- § 9:38 Securities litigation under state law

CHAPTER 10. EXEMPTIONS FROM REGISTRATION

I. INTRODUCTION

§ 10:1 Scope of chapter

II. EXEMPTED SECURITIES

§ 10:2 In general

§ 10:3 Mergers, recapitalizations, and other exchanges of securities

§ 10:4 Intrastate offerings

§ 10:5 Securities issued in bankruptcy proceedings

§ 10:6 Insurance policies and annuities

III. EXEMPTED TRANSACTIONS

§ 10:7 In general

§ 10:8 Transactions other than by issuer, underwriter, or dealer

§ 10:9 Private offerings

§ 10:10 Transactions outside scope of underwriting

§ 10:11 Broker transactions

§ 10:12 Mortgage-backed securities

§ 10:13 Accredited investors

§ 10:14 Sales by insiders deemed not to be distributions—
Rule 144

§ 10:15 Safe harbor requirements under Rule 144

§ 10:16 Qualified institutional buyers under Rule 144A

§ 10:17 Offshore offerings under Regulation S

§ 10:18 Regulation A

§ 10:19 Eligible issuers

§ 10:20 Quantitative offering limits

§ 10:21 Limitations and exceptions

§ 10:22 Filing requirements

§ 10:23 Offering statements

§ 10:24 Offering circulars

§ 10:25 Advertising

§ 10:26 Reports of sales

§ 10:27 SEC enforcement powers

V. REGULATION D EXEMPTIONS

§ 10:28 Regulation D generally

§ 10:29 Principal exemptions

TABLE OF CONTENTS

- § 10:30 Information requirements
- § 10:31 Integration of offerings
- § 10:32 Restrictions on resale
- § 10:33 Offerings up to \$5 million under Rule 504
- § 10:34 Offerings up to \$5 million under (Repealed) Rule 505
- § 10:35 Sales to accredited investors under (Rule 506)
- § 10:36 Miscellaneous provisions
- § 10:37 Compensation and benefit plans under (Rule 701)
- § 10:38 Regulation CE

VI. OTHER EXEMPTIONS

- § 10:39 Regulation crowdfunding
- § 10:40 Private investments in public equity (PIPEs)

CHAPTER 11. SECURITIES REGULATION UNDER STATE LAW (BLUE SKY LAW)

I. INTRODUCTION

- § 11:1 Scope of chapter
- § 11:2 History and background of state securities regulation
- § 11:3 New York's Martin Act
- § 11:4 National Securities Markets Improvement Act
(NSMIA) of 1996

II. UNIFORM SECURITIES ACT

- § 11:5 Generally
- § 11:6 Jurisdiction
- § 11:7 Exempt securities and transactions
- § 11:8 Registration—Generally
- § 11:9 Registration by notification
- § 11:10 Registration by coordination
- § 11:11 Registration by qualification
- § 11:12 Enforcement and remedies

III. RELATED MATTERS

- § 11:13 Uniform Limited Offering Exemption (ULOE)
- § 11:14 Merit regulation
- § 11:15 Revised Uniform Securities Act

CHAPTER 12. FEDERAL TAXATION OF CORPORATIONS AND STOCKHOLDERS

- § 12:1 Introduction

§ 12:2	Corporate tax and tax policy
§ 12:3	Subchapter C
§ 12:4	Subchapter S
§ 12:5	Subchapter K
§ 12:6	International aspects
§ 12:7	State and Local Tax (SALT)
§ 12:8	Income Tax Rates
§ 12:9	Property for services (I.R.C. § 83)
§ 12:10	Discharge of indebtedness (I.R.C. § 108)
§ 12:11	Contributions to capital (I.R.C. § 118)
§ 12:12	Trade or business expense (I.R.C. § 162)
§ 12:13	Interest (I.R.C. § 163)
§ 12:14	Taxes (I.R.C. § 164)
§ 12:15	Losses (I.R.C. § 165)
§ 12:16	Bad debts (I.R.C. § 166)
§ 12:17	Accelerated cost recovery system (I.R.C. § 168)
§ 12:18	Amortizable bond premium (I.R.C. § 171)
§ 12:19	Net operating loss (I.R.C. § 172)
§ 12:20	Research and experimental expenses (I.R.C. § 174)
§ 12:21	Election to expense certain assets (I.R.C. § 179)
§ 12:22	Start-up expenses (I.R.C. § 195)
§ 12:23	Amortization of goodwill (I.R.C. § 197)
§ 12:24	Corporate dividends received deduction (I.R.C. §§ 241ff)
§ 12:25	Organizational expenses (I.R.C. § 248)
§ 12:26	Premium on repurchase of convertible bond (I.R.C. § 249)
§ 12:27	Personal service corporations (I.R.C. § 269A)
§ 12:28	Interest on acquisition debt (I.R.C. § 279)
§ 12:29	Golden parachute payments (I.R.C. § 280G)
§ 12:30	Distributions of property (dividends) (I.R.C. § 301)
§ 12:31	Distributions in redemption of stock (including repurchases) (I.R.C. § 302)
§ 12:32	Redemption to pay death taxes (I.R.C. § 303)
§ 12:33	Redemption through related corporation (I.R.C. § 304)
§ 12:34	Distributions of stock and rights (I.R.C. § 305)
§ 12:35	Dispositions of certain stock (hot stock) (I.R.C. § 306)
§ 12:36	Basis of stock and rights acquired by distribution (I.R.C. § 307)
§ 12:37	Corporate tax on distributions of appreciated property (I.R.C. § 311)
§ 12:38	Effect on earnings and profits (E&P) (I.R.C. § 312)
§ 12:39	Dividend defined (I.R.C. § 316)
§ 12:40	Other definitions (I.R.C. § 317)

TABLE OF CONTENTS

§ 12:41	Constructive ownership of stock (attribution) (I.R.C. § 318)
§ 12:42	Liquidation of corporation (I.R.C. § 331ff)
§ 12:43	Stock purchase as asset acquisition (I.R.C. § 338)
§ 12:44	Transfer of property to corporation (I.R.C. § 351)
§ 12:45	Exchanges of stock and securities in reorganization (I.R.C. § 354)
§ 12:46	Distribution of stock/securities of controlled corporation (I.R.C. § 355)
§ 12:47	Receipt of additional consideration (boot) (I.R.C. § 356)
§ 12:48	Assumption of liabilities by corporation (I.R.C. § 357)
§ 12:49	Basis to stockholders (I.R.C. § 358)
§ 12:50	Non-recognition of gain or loss to corporation in reorganization (I.R.C. § 361)
§ 12:51	Basis to corporation (I.R.C. § 362)
§ 12:52	Definitions relating to reorganizations (I.R.C. § 368)
§ 12:53	Carryovers (I.R.C. § 381ff)
§ 12:54	Interests as stock or debt of corporation (I.R.C. § 385)
§ 12:55	Stock options (I.R.C. § 421ff)
§ 12:56	Accounting methods (I.R.C. § 446ff)
§ 12:57	Installment method (I.R.C. § 453ff)
§ 12:58	Accumulated earnings tax (I.R.C. § 531ff)
§ 12:59	Personal holding companies (I.R.C. § 541ff)
§ 12:60	Partnerships (I.R.C. § 701ff)
§ 12:61	Regulated investment companies and real estate investment trusts (I.R.C. § 851ff)
§ 12:62	Gain or loss from sale of property (I.R.C. § 1001)
§ 12:63	Basis (I.R.C. § 1012) and adjustments to basis (I.R.C. § 1016)
§ 12:64	Like-kind exchanges (I.R.C. § 1031)
§ 12:65	Issue of stock for property (I.R.C. § 1032)
§ 12:66	Stock for stock of same corporation (I.R.C. § 1036)
§ 12:67	Rollover of small business stock (I.R.C. § 1045)
§ 12:68	Maximum capital gain rate for corporations (I.R.C. § 1201)
§ 12:69	Gain on small business stock (I.R.C. § 1202)
§ 12:70	Limitations on capital losses (I.R.C. § 1211)
§ 12:71	Capital loss carryovers (I.R.C. § 1212)
§ 12:72	Capital asset definition (I.R.C. § 1221)
§ 12:73	Definitions and holding periods for capital gains (I.R.C. §§ 1222, 1223)
§ 12:74	Loss on small business stock (I.R.C. § 1244)
§ 12:75	Original issue discount (OID) (I.R.C. § 1271ff)
§ 12:76	S corporations (I.R.C. § 1361ff)

FINANCING THE CORPORATION

§ 12:77 Net Investment Income Tax (I.R.C. 1411)

§ 12:78 Consolidated returns (I.R.C. § 1501ff)

Table of Laws and Rules

Table of Cases