
Summary of Contents

- 1 Developing a Strategy for a Failing Company
- 2 Bankruptcy Versus Nonbankruptcy Restructuring
- 3 Deduction and Accrual of Interest
- 4 Debt Modification
- 5 One-Company Equity-for-Debt Recapitalizations
- 6 Two-Company Reorganizations Involving a Failing Company
- 7 Utilizing Tax Losses
- 8 Special Problems of Multi-Company Debtor Groups
- 9 Liquidating Trusts, Escrows, and the Like
- 10 Bankruptcy Aspects of Federal Tax Procedure
- 11 State and Local Tax Aspects of Bankruptcy
- 12 Liquidating Bankruptcies
- 13 Deductibility of Expenses During Bankruptcy

Table of Cases

Table of Internal Revenue Code Sections

Table of Bankruptcy Code Sections

Table of Bankruptcy Rules

Table of Treasury Regulations

Table of IRS Letter Rulings

Table of Revenue Rulings

Table of Technical Advice Memoranda

Table of General Counsel's Memoranda

Table of the IRS Manual

Table of IRS Notices

Table of Revenue Procedures

Table of IRS Field Service Advice, Chief Counsel Advice, and Legal Memoranda

Table of Miscellaneous References

Bibliography

Index

Table of Contents

Introduction: Dealing with the Troubled Corporation

1

Developing a Strategy for a Failing Company

- § 101 Developing a Plan
- § 102 Avoiding Too Much Business Shrinkage
- § 103 Avoiding Liability for Employment Taxes
- § 104 Potential Creditor Liability for Debtor's Withholding Taxes
- § 105 Creditor Bad Debt Deductions

2

Bankruptcy Versus Nonbankruptcy Restructuring

- § 201 Choosing Between Bankruptcy and Nonbankruptcy Restructuring
- § 202 Effects on Customers and Suppliers
- § 203 Comparing Speed and Expense
- § 204 Bankruptcy Plan Can Bind Nonconsenting Creditors or Shareholders
- § 205 Change in Status of Nonrecourse Debt in Bankruptcy
- § 206 Bankruptcy May Bar Use of Nonvoting Stock
- § 207 Change of Interest Liability in Bankruptcy
- § 208 Bankruptcy Stay of Assessment and Collection of Taxes
- § 209 Cancellation of Debt Rules in Bankruptcy
- § 210 Special Code § 382 Rules Available in Bankruptcy
- § 211 Bankruptcy Limitations on State and Local Taxation
- § 212 The LTV Case: Treatment of Creditors in Nonbankruptcy Debt Exchanges
- § 213 Having the Best of Both Worlds: Prepackaged Bankruptcy Plans

3

Deduction and Accrual of Interest

- § 301 Interest and the Failing Business
- § 302 Deduction of Unpaid Interest as Expense
- § 303 Accrual of Unpaid Interest as Income

- § 304 Amortization of Original Issue Discount
- § 305 Deduction of Interest by Guarantor
- § 306 Treatment of Debt Issuance Expenses

4

Debt Modification

- § 401 Modifying the Failing Company's Debt
 - § 401.1 Partial Payments of Debt Distinguished
- § 402 Modifying Debt May Constitute "Exchange" of Old Debt for New Debt
 - § 402.1 Change in Maturity Date
 - § 402.2 Change in Maturity Date and in Subordination or Security
 - § 402.3 Change in Interest Rate
 - § 402.4 Change in Interest Rate and Maturity Date
 - § 402.5 Change in Obligor
 - § 402.6 Relevance of Voluntary or Involuntary Change
 - § 402.7 Modification Required by Original Debt Terms
 - § 402.8 Changes Made in Series
 - § 402.9 Changes in Accounting or Financial Covenants
 - § 402.10 Deferred or Contingent Changes
 - § 402.11 Troubled Debt Problems: Issuer's Failure to Perform
 - § 402.12 Debt-Equity Issues
 - § 402.13 Coordination with Code § 166
 - § 402.14 Irrelevance of Installment Sale Authorities
 - § 402.15 Effect of Time-Value-of-Money Regulations
- § 403 Consequences of an "Exchange" of Old Debt for New Debt
 - § 403.1 Tax-Free Recapitalization
 - § 403.1.1 Creditor Gain Limited to Boot; No Loss
 - § 403.1.2 Creation of New OID
 - § 403.1.3 Debtor COD Income: Differences Between Recourse and Nonrecourse Debt
 - § 403.1.4 Creditor Holding Period and Basis
 - § 403.1.5 Installment Method for Debt as Boot
 - § 403.1.6 Amount of New Security Representing Accrued Unpaid Interest on Old Security
 - § 403.1.7 Imputed Interest Rules
 - § 403.1.8 Market Discount
 - § 403.2 Nonrecapitalization Exchanges
 - § 403.2.1 Creditor Recognition of Gain or Loss
 - § 403.2.2 Creation of New OID on New Debt
 - § 403.2.3 Imputed Interest Possibilities
 - § 403.2.4 Debtor COD Income
 - § 403.2.5 Creditor Holding Period and Basis
 - § 403.2.6 Availability of Installment Method

- § 403.2.7 Payment for Services: Possible Applicability of Code § 467
- § 403.2.8 Market Discount
- § 403.2.9 Treatment of Amount of New Security Representing Accrued Unpaid Interest on Old Security
- § 403.3 OID Complications with Different Classes of Creditors
- § 403.4 Information Reporting by Creditors Creating COD Income
- § 403.5 Special Information Reporting Required by "Tax Shelter" Regulations and Schedule M-3
- § 404 COD Income of Debtor
 - § 404.1 Exceptions to Creation of COD Income
 - § 404.1.1 "Lost" Deductions
 - § 404.1.2 Tax Benefit Recovery Exclusion
 - § 404.1.3 Purchase Price Reduction
 - § 404.1.4 Stock-for-Debt and Contribution-to-Capital Exceptions
 - § 404.1.5 Creation of Debt Did Not Increase Debtor's Gross Assets
 - § 404.2 Insolvent and Bankrupt Taxpayers
 - § 404.3 Solvent Taxpayers Not in Bankruptcy
 - § 404.4 Effect of COD Income on Earnings and Profits
 - § 404.5 Effect of Excluded COD Income on Alternative Minimum Tax
 - § 404.6 Contested and Contingent Liabilities
 - § 404.7 Acquisition of Debt by Related Party
 - § 404.8 Timing: When Does the COD Item Occur?
 - § 404.9 Special Election to Defer Recognition of COD Realized in 2009 or 2010
 - § 404.10 Information Reporting Requirements
- § 405 High Yield OID or PIK Obligations
- § 406 Debt Payable in, or by Reference to, Equity
- § 407 Special Reporting Obligation
- § 408 Foreign Tax Credit Implications
- § 409 Consolidated Return Considerations
- § 410 Transactions Adopted and Rescinded in Same Tax Year

5

One-Company Equity-for-Debt Recapitalizations

- § 501 Exchanging Equity for Debt in One-Company Recapitalizations
- § 502 Creditor Tax Consequences
 - § 502.1 Nonsecurity, Nonconvertible Old Debt
 - § 502.2 Conversion of Convertible Debt to Debtor Stock
 - § 502.3 Old Debt a Security
 - § 502.4 Recapture on Subsequent Disposition of Stock
- § 503 Debtor Tax Consequences

	§ 503.1	Stock Issuance Expenses
	§ 503.2	Unamortized OID or Original Issuance Expense
	§ 503.3	Deduction on Issuance of Equity
§ 504		No Stock-for-Debt Exception to COD Income
§ 504A		Prior Law: Stock-for-Debt Exception to COD Income
	§ 504A.1	Unavailability for Solvent Companies Not in Bankruptcy
	§ 504A.2	Consequences of Not Having the Exception
	§ 504A.3	Scope of the Exception
	§ 504A.3.1	Preferred Stock
	§ 504A.3.2	Parent Stock; Successor Stock
	§ 504A.3.3	Warrants
	§ 504A.3.4	Miscellaneous
	§ 504A.4	Limitations on the Exception
	§ 504A.4.1	"De minimis" Limitation
	§ 504A.4.2	"Disproportionality" Limitation
	§ 504A.5	Issuance of Stock with Other Consideration
	§ 504A.6	Alternative Minimum Tax Consequences
§ 505		Contribution-to-Capital Exception to COD Income
	§ 505.1	Modification by 1993 Act
§ 506		Impact of Stock Issuance on NOLs and Other Carryovers
§ 507		Old Code § 382
	§ 507.1	Change-in-Ownership Test
	§ 507.2	Change-in-Business Test
§ 508		New Code § 382
	§ 508.1	Overview of New Code § 382
	§ 508.1.1	Special Exceptions for Acquisitions by the U.S. Government
	§ 508.2	The "Ownership Change" Test
	§ 508.2.1	"Testing Date" and "Testing Period"
	§ 508.2.2	What Is "Stock"?
	§ 508.2.2.1	Special Rule for Convertible Stock
	§ 508.2.2.2	Stock Treated as "Not Stock"
	§ 508.2.2.3	Nonstock Treated as "Stock"
	§ 508.2.2.4	The <i>Integrated Resources</i> Case
	§ 508.2.3	"Owner Shifts" and "Equity Structure Shifts"
	§ 508.2.3.1	Restricting Troublesome Changes in Ownership: Available Alternatives
	§ 508.2.4	Worthless Stock Rule, Exempt Transfers, and Restricting Transfers in Bankruptcy
	§ 508.2.5	Measuring Increases in Ownership; Valuation Issues
	§ 508.2.5.1	Valuation Issues
	§ 508.2.6	Determining Who Owns the "Stock": Entity and Family Attribution
	§ 508A.2.7	Option Attribution: Prior Law
	§ 508A.2.7.1	Evergreen Element
	§ 508A.2.7.2	Lapse of Option

	§ 508A.2.7.3	"Option" Defined
	§ 508A.2.7.4	Exercise of Options; 120-Day Rule
	§ 508A.2.7.5	Exceptions
§ 508.2.7		Current Option Rules: The 1994 Regulations
§ 508.2.8		Definition of 5 Percent Shareholder
	§ 508.2.8.1	Aggregation Rules
	§ 508.2.8.2	Segregation Rules
	§ 508.2.8.3	Presumptions
§ 508.2.9		Treatment of Successor Corporation in Tax-Free Liquidations, Reorganizations, and Other Carryover Basis Transactions
§ 508.3		The Continuity-of-Business-Enterprise Test
§ 508.4		The Annual Limitation on the Use of Carryovers and Built-in Losses
	§ 508.4.1	Adjustments to Value of Loss Company
	§ 508.4.1.1	The <i>Berry Petroleum Company</i> Case
	§ 508.4.2	Special Valuation Rule for Companies in Bankruptcy
	§ 508.4.3	Adjustments to Annual Limitation; Built-in Gains and Losses and Depreciation
	§ 508.4.4	Additional Rules
	§ 508.4.5	Multi-Corporate Groups
§ 508.5		Special Rule for Title 11 and Similar Cases
	§ 508.5.1	Continuous Ownership Rule
	§ 508.5.2	Special Option Attribution Rule
	§ 508.5.3	Consequences of Code § 382(l)(5) Rule
§ 508.6		Annual Information Statement Required
§ 508.7		Consolidated Code § 382 Regulations
	§ 508.7.1	Determination of Ownership Change
	§ 508.7.2	Determination of Built-in Gains and Losses
	§ 508.7.3	Continuity of Business Enterprise
	§ 508.7.4	Annual Code § 382 Limitation
	§ 508.7.5	Apportioning Code § 382 Limitations to Departing Members
	§ 508.7.6	Effective Date
	§ 508.7.7	Application of Code §§ 382(l)(5) and 382(l)(6)
§ 508.8		Treatment of Controlled Groups: Not Filing Consolidated Returns
§ 509		Code § 269, TIR 773, CRCOs, and SRLYs
	§ 509.1	Tax Avoidance Purpose (Code § 269)
	§ 509.2	Technical Information Release 773
	§ 509.3	Consolidated Return (CRCO)
	§ 509.4	Consolidated Return (SRLY)
§ 510		Determining the Date of the Stock-for-Debt Exchange
	§ 510.1	The <i>Alabama Asphaltic</i> Approach
	§ 510.2	Relevant Rulings and Regulations
	§ 510.3	Practical Effects

- § 511 Impact of Change in Ownership on Alternative Minimum Tax
 § 512 Special Reporting Obligation
 § 513 Transactions Adopted and Rescinded in Same Tax Year

6

Two-Company Reorganizations Involving a Failing Company

- § 601 Substitute for a Recapitalization
 § 602 Deemed Recapitalization Preceding the Reorganization
 § 603 Acquisitive Two-Company Reorganizations
 § 604 Two-Company Acquisitive Reorganizations Outside Bankruptcy
 § 604.1 Creditor and Shareholder Consequences
 § 604.2 Target Corporation Consequences
 § 604.2.1 Income from Conversion of Debt to Stock
 § 604.2.2 Liabilities
 § 604.2.3 Survival of Tax Attributes
 § 604.2.4 Preemption of Old Code § 382(a) by Old Code § 382(b)
 § 604.3 Two-Company Reorganization Requirements
 § 604.3.1 Form of Reorganization
 § 604.3.2 Continuity-of-Interest Test
 § 604.3.3 Continuity-of-Business-Enterprise Test
 § 604.3.4 Net-Value Test
 § 605 Two-Company Acquisitive Reorganizations in Bankruptcy
 § 605.1 "G" Reorganization Requirements
 § 605.1.1 Form of "G" Reorganization
 § 605.1.2 Receipt of Acquiring Company's Stock or Securities
 § 605.1.3 Substantially-All-Assets Test
 § 605.1.4 Continuity-of-Interest Test
 § 605.1.5 Continuity-of-Business-Enterprise Test
 § 605.1.6 Net-Value Test
 § 605.1.7 Failing Company as Acquirer
 § 605.2 Consequences to Creditors, Shareholders, and Corporation
 § 605.3 Payment of Expenses of Creditors and Shareholders
 § 606 Effect of Stock Cancellation on Earnings and Profits
 § 607 Recapture Potential in Stock Received by Creditors
 § 608 Special Problems of Financially Troubled Thrift Institutions
 § 608.1 "G" Reorganizations of Banks and Thrift Institutions: 1981-1988
 § 608.1.1 Allowance of Losses Compensated by Tax-Exempt Financial Assistance
 § 608.2 Changes Made by TAMRA
 § 608.3 Changes Made by FIRREA
 § 608.3.1 IRS Notice 89-102
 § 608.3.1.1 Rules Applicable to Taxable Asset Acquisitions

- § 608.3.1.2 Rules Applicable to Stock Purchase Acquisitions
 § 608.3.1.3 Treatment of Bridge Banks
 § 608.3.2 The Regulations Under Code § 597
 § 608.3.2.1 Notice 2008-101
 § 608.4 Other Conversions of Thrift Institutions
 § 609 Special Reporting Obligation
 § 610 Transactions Adopted and Rescinded in Same Tax Year

7

Utilizing Tax Losses

- § 701 Introduction
 § 702 Purchasing Assets of a Profitable Business
 § 703 Purchasing Stock of a Profitable Business
 § 704 Acquisitions Through Tax-Free Reorganizations
 § 705 Business Combinations Under Code § 351
 § 706 Investment in Business Partnership
 § 707 Acquisition of Loss Company and Avoidance of Deemed Code § 338 Election
 § 708 Code § 384
 § 709 Taxable Sales of Assets; "Bruno's" Transactions
 § 710 The Inescapable Alternative Minimum Tax

8

Special Problems of Multi-Company Debtor Groups

- § 801 Introduction
 § 802 Liquidations of Insolvent Companies
 § 803 Satisfaction of Subsidiary Debt with Parent Stock
 § 804 Certain Consolidated Return Considerations
 § 804.1 Inclusion of Bankrupt Corporations
 § 804.2 Excess Loss Accounts
 § 804.3 Other Investment Adjustment Problems
 § 804.4 COD Income and Transactions in Intercompany Debt
 § 804.4.1 Member COD Income from Nonintercompany Debt
 § 804.4.2 COD Income on Intercompany Debt (Including Intercompany Transfers of Intercompany Debt)
 § 804.4.3 When Intercompany Debt Ceases to be Intercompany Debt
 § 804.4.4 When Nonintercompany Debt Becomes Intercompany Debt

	§ 804.4.5	Does Code § 108 Apply on a Separate Company or on a Group Basis in a Consolidated Return Group?
§ 804.5		Gains and Losses on Member Stock; <i>Rite Aid</i> , Its Antecedents and Progeny
	§ 804.5.1	Reg. § 1.1502-20 Limitation on Losses from Dispositions of S Stock, and <i>Rite Aid</i>
	§ 804.5.2	Post- <i>Rite Aid</i> Regulations §§ 1.337(d)-2 and 1.1502-35
	§ 804.5.3	Addition in 2004 of Code § 362(e)(2)
	§ 804.5.4	Reg. § 1.1502-36
§ 804.6		Consolidated § 382, SRLY, and CRCO Rules
§ 804.7		Leaving or Joining a Consolidated Group: Tactical Considerations for Buyer and Seller
§ 805		Double Deduction Problems
	§ 805.1	Separate Returns
	§ 805.2	Consolidated Returns
§ 806		Special Bankruptcy Considerations
	§ 806.1	Consolidated Return Liability Issues Where Less Than All Members Are in Bankruptcy
	§ 806.2	Determining Ownership of Consolidated Return Refunds Generated by a Loss Member
	§ 806.2.1	Where a Subsidiary's NOL Is Applied Against Its Own Income
	§ 806.2.2	Where a Subsidiary's NOL Is Applied Against Income of Other Corporations
	§ 806.2.3	Stacking Order for Applying Losses of Several Members
	§ 806.2.4	Effect of Tax Allocation Agreement
	§ 806.2.5	Regulations Under Code § 6402(k)

Liquidating Trusts, Escrows, and the Like

§ 901	Introduction
§ 902	Liquidating Trusts
	§ 902.1 The <i>Holywell</i> Case
§ 903	Code § 641 Trust
§ 904	Escrow and Settlement Fund Accounts for Disputed Claims
	§ 904.1 Escrow Accounts
	§ 904.2 Designated and Qualified Settlement Funds
	§ 904.3 Disputed Ownership Funds
§ 905	Limited Partnerships
§ 906	Limited Liability Companies
§ 907	Business Trusts
§ 908	Corporations

Bankruptcy Aspects of Federal Tax Procedure

§ 1001	Introduction
§ 1002	Steps in a Bankruptcy Proceeding
	§ 1002.1 Filing the Petition
	§ 1002.2 Debtor-in-Possession Versus Trustee
	§ 1002.3 Reporting by Debtor-in-Possession
	§ 1002.4 Stay of Action Against Debtor
	§ 1002.4.1 Actions Affecting Debtor's Tax Benefits
	§ 1002.4.1.1 Tax Benefits and Code § 382
	§ 1002.4.1.2 Actions That Change a Debtor's Tax Status
	§ 1002.4.2 Expiration/Lifting of Stay
	§ 1002.5 Filing Proofs of Claims
	§ 1002.6 Filing the Chapter 11 Plan
	§ 1002.7 Contents of the Chapter 11 Plan and Disclosure Statement
	§ 1002.8 Approval and Confirmation of the Chapter 11 Plan
	§ 1002.8.1 Tax Avoidance Purpose May Impede Confirmation
	§ 1002.9 Finality of Plan; Reopening the Bankruptcy Case
§ 1003	Bankrupt Corporation as Taxable Entity
§ 1004	Notices to IRS
§ 1005	Recovery of Certain Prepetition Tax Payments, Voiding Tax Liens, and Sovereign Immunity
	§ 1005.1 Sovereign Immunity
	§ 1005.1.1 General Application of Bankruptcy Code Provisions: Bankruptcy Code Section 106(a)
	§ 1005.1.2 Further Right to Monetary Recoveries: Bankruptcy Code Sections 106(b) and (c)
	§ 1005.1.3 Pre-1994 Act: Declaratory and Injunctive Relief
§ 1005.2	Voidable Preference
§ 1005.3	Recoverable Setoffs
§ 1005.4	Voiding Tax Liens and Recovering Seized Assets
§ 1005.5	Treatment of IRS Claim in Connection With an Avoidable Transfer
§ 1006	Tax Payment and Reporting Requirements in Bankruptcy
	§ 1006.1 Prepetition Taxable Years
	§ 1006.1.1 Setoff of Prepetition Taxes
	§ 1006.1.1.1 The <i>Pettibone Corporation</i> Case and Its Progeny
	§ 1006.1.1.2 Interagency Setoffs by IRS
	§ 1006.1.1.3 Setoff of Prepetition Taxes Postconfirmation

	§ 1006.1.1.4	Equitable Recoupment—An Exception to Setoff Limitations
	§ 1006.1.2	Relief from Interest and Penalties
	§ 1006.1.3	Voidable Prepetition Tax Elections?
§ 1006.2		Postpetition Taxable Years
	§ 1006.2.1	Relief from Penalties
	§ 1006.2.2	Voidable Postpetition Tax Elections?
§ 1006.3		Trust Fund Taxes
	§ 1006.3.1	No Special Relief from Penalties
	§ 1006.3.2	Personal Liability for Unpaid Trust Fund Taxes
§ 1006.4		Other Reporting Requirements
§ 1007		Suspension of Assessments and Collection of Prepetition Tax
	§ 1007.1	Exceptions to Suspension of Assessments
	§ 1007.2	Exceptions to Suspension of Collection
	§ 1007.3	Immediate Assessment in Receivership Proceeding
	§ 1007.4	Consolidated Returns
	§ 1007.5	Ability to Issue Summons
	§ 1007.6	Actions in Violation of Automatic Stay: Void or Voidable?
	§ 1007.7	Damages for Violating Automatic Stay
	§ 1007.7.1	Code § 7433: Damage Actions for Post-July 22, 1998, Violations
	§ 1007.7.2	The Civil Contempt Power of the Bankruptcy Court
	§ 1007.7.3	Bankruptcy Code Section 362(k)(1)
	§ 1007.7.4	Code § 7430: Recovering Costs
	§ 1007.7.5	The Equal Access to Justice Act
	§ 1007.7.6	Administrative Procedures Prior to Code § 7433(e) Regulations
	§ 1007.8	Tax Court May Abstain From Determination of Stay and Other Bankruptcy Laws
§ 1008		Tolling of Assessment and Collection Statute of Limitations
	§ 1008.1	Possible Exceptions to Tolling of Assessment Period: Pre-10/22/94 Bankruptcy Cases
	§ 1008.2	Possible Exceptions to Tolling of Collection Period
	§ 1008.3	Plus 60 Days . . . or, Would You Believe, 180 Days?
	§ 1008.4	Successive Bankruptcies
	§ 1008.5	Other Insolvency Proceeding
§ 1009		Suspension of Tax Court Proceedings
	§ 1009.1	Consolidated Returns
	§ 1009.2	Tolling of Tax Court Filing Period
	§ 1009.3	Preemption of Tax Court Jurisdiction by Bankruptcy Court
	§ 1009.4	Suspension of Tax Court Appeal
	§ 1009.5	Receivership Proceeding
§ 1010		IRS Proof of Claim
	§ 1010.1	"Capping" (or Estimating) Tax Claims
	§ 1010.2	Post-Bar Date Amendments and Late Claims
	§ 1010.3	Timing of Objection to IRS Claim
	§ 1010.4	Claims for Postpetition Taxes

	§ 1010.5	Expedited IRS Examination/Appeals Process
§ 1011		Request for Prompt Determination of Postpetition Tax Liability
§ 1012		Refund Procedures in Bankruptcy
	§ 1012.1	Quickie Refunds
	§ 1012.2	Claims and Suits for Refund
§ 1013		Bankruptcy Court Jurisdiction over Debtor's Tax Liability
	§ 1013.1	Jurisdiction Is Discretionary
	§ 1013.2	Tax Liability of Non-Debtors
	§ 1013.3	Declaratory Judgments
	§ 1013.3.1	Plan-Related Issues
	§ 1013.3.2	Prepetition Tax Issues
	§ 1013.4	Burden of Proof
	§ 1013.5	Bankruptcy Court's Broad Equitable Powers
	§ 1013.6	Postconfirmation Jurisdiction
§ 1014		Dischargeability of Tax Claims
	§ 1014.1	Postdischarge Injunction
	§ 1014.2	Chapter 11 Plan May Extinguish Tax Liens
	§ 1014.3	IRS Bound by Chapter 11 Plan and Confirmation Order
	§ 1014.3.1	Noncompliance With Payment Provisions of Bankruptcy Code
	§ 1014.3.2	Late Claim
	§ 1014.3.3	Upgrading Unsecured Debt to Secured Debt
	§ 1014.3.4	Findings of Fact in Confirmation Order
	§ 1014.3.5	Subsequent Dismissal of Case
	§ 1014.3.6	IRS Protective Provisions
	§ 1014.4	Consolidated Returns
	§ 1014.5	Tax Court Can Only Determine Dischargeability in Collection Due Process Proceedings
§ 1015		Priority of Tax Claims
	§ 1015.1	Unsecured Priority Tax Claims
	§ 1015.1.1	Administrative Expense Tax Claims
	§ 1015.1.2	Third Priority Tax Claims
	§ 1015.1.3	Employment Taxes Relating to Pending Wage Claims (Fourth and Eighth Priority)
	§ 1015.1.4	Eighth Priority Tax Claims
	§ 1015.1.5	Interest on Tax Claims
	§ 1015.1.6	Erroneous Refunds or Credits; ITC Recapture
	§ 1015.2	Subordination of Tax Penalties
	§ 1015.3	Subrogation Claim
	§ 1015.4	Successive Bankruptcies
	§ 1015.4.1	Pre-10/17/2005 Bankruptcy Cases: The <i>Young</i> Decision
	§ 1015.4.2	Current (Post-2005 Act) Bankruptcy Cases: Statutory Suspension
	§ 1015.4.3	Other Continuing Priority Considerations

- § 1016 Payment of Tax Claims
 § 1016.1 Permitted Deferrals
 § 1016.1.1 Bankruptcy Code Authorized Deferrals
 § 1016.1.2 Consensual Payment Arrangements, Offers in
 Compromise, and "Compromise" Chapter 11 Plans
 § 1016.2 Paying Trust Fund Taxes First
 § 1017 Priority and Payment of Tax Claims—Insolvent Debtors Outside
 Bankruptcy

11

State and Local Tax Aspects of Bankruptcy

- § 1101 Preemption by Bankruptcy Code
 § 1102 State and Local Tax Procedure in Bankruptcy
 § 1102.1 Same Taxable Entity
 § 1102.2 Reporting for Prepetition Periods
 § 1102.3 Reporting for Postpetition Periods
 § 1102.4 Payment of Prepetition Taxes Prohibited; Responsible Person
 Liability
 § 1102.5 Sovereign Immunity; Avoidance Actions
 § 1102.5.1 Before There Was *Katz*
 § 1102.5.2 *Katz* and Its Progeny
 § 1102.6 Postpetition Trust Fund Taxes
 § 1102.7 Effect of Automatic Stay
 § 1102.8 Tolling of Statutes of Limitations and the Like
 § 1102.9 Filing of Proof of Claim
 § 1102.10 Prompt Audit of Postpetition Tax Years
 § 1102.11 Adjudication of Tax Claims
 § 1102.12 Dischargeability of Tax Claims
 § 1102.13 Priority of Tax Claims
 § 1102.13.1 Prepetition Taxes on or Measured by Income or
 Gross Receipts: Additional Considerations
 § 1102.13.2 Priority Accorded Property Taxes
 § 1102.13.3 Pass Through of Property Taxes as Lease Payments
 § 1102.14 Payment of Tax Claims
 § 1102.15 Exemption from Stamp, Transfer, and Similar Taxes
 § 1102.15.1 Under a Confirmed Plan
 § 1102.15.2 Non-Debtor Involvement and Benefit
 § 1102.15.3 Binding Effect of Court Declared Exemption
 § 1102.15.4 Exemptions Under State or Local Law
 § 1102.16 Exemption from State Tax Bulk Sales Statutes
 § 1102.17 Determination of Tax Consequences of Plan
 § 1103 Substantive State and Local Tax Aspects of Bankruptcy
 § 1103.1 Tax-Free Status of Bankruptcy Reorganization in Pre-10/17/05
 Bankruptcy Cases

- § 1103.2 State and Local Tax Consequences of COD Income
 § 1103.2.1 Current (Post-2005 Act) Bankruptcy Cases: Code
 § 108 Rules
 § 1103.2.2 Pre-10/17/05 Bankruptcy Cases: Bankruptcy Code
 Rules

12

Liquidating Bankruptcies

- § 1201 Introduction
 § 1202 Utilization of Carryovers
 § 1202.1 The *Integrated Resources* Bankruptcy and Later Authorities
 § 1203 Liberalized Old Code § 337 Rules

13

Deductibility of Expenses During Bankruptcy

- § 1301 Bankruptcy Expenses

Table of Cases
Table of Internal Revenue Code Sections
Table of Bankruptcy Code Sections
Table of Bankruptcy Rules
Table of Treasury Regulations
Table of IRS Letter Rulings
Table of Revenue Rulings
Table of Technical Advice Memoranda
Table of General Counsel's Memoranda
Table of the IRS Manual
Table of IRS Notices
Table of Revenue Procedures
Table of IRS Field Service Advice, Chief Counsel Advice, and Legal Memoranda
Table of Miscellaneous References
Bibliography
Index