



**Washington University School of Law
Graduate Tax Course Directory
Fall 2024 - Spring 2025***

General Information about the LL.M. in Taxation Program

For over 40 years, the Master of Laws (LL.M.) in Taxation program at Washington University School of Law has offered a rigorous course of study in the field of tax law. The program provides comprehensive and specialized training to lawyers and law school graduates who plan to specialize in tax. Candidates for the LL.M. degree must have graduated from an accredited U.S. law school. In some situations, the Tax LL.M. Admissions Committee may consider students who have an undergraduate law degree or its equivalent from a foreign institution of higher learning. The Admissions Committee considers the strength of each candidate's previous law school record, affording particular attention to the candidate's prior tax course work. For lawyers in practice, the Admissions Committee also considers work experience.

Students admitted to the program may register for courses, update addresses, view grades, etc., via [WebSTAC](#).

Program Contact

Professor Sarah Narkiewicz
Associate Dean of Clinical Education
Director Low Income Taxpayer Clinic
Director – Tax LL.M. Program
314-935-8275
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Degree Requirements

Students pursuing the LL.M. in Taxation must satisfactorily complete 24 credits in the tax curriculum. Students may complete the degree in one year. Students may also pursue the LL.M. degree part-time for up to four years. Students seeking to extend their course work over more than four years must first receive the approval of the Director.

Students are required to complete the following courses: Federal Income Taxation, Corporate Taxation, and Federal Partnership Taxation or its equivalent, Pass-Through Business Taxation: Partnerships & Limited Liability Companies. Candidates who have completed course work in these subjects previously may apply to waive required courses and to substitute another approved tax course. Such requests should be directed to Sarah Narkiewicz. The lowest passing grade for any course taken by students in the LL.M. in Taxation program is 3.04 (or P, in the case of courses graded under the modified pass/fail system); however, there is no minimum GPA requirement.

Fall 2024 Graduate Tax Course Offerings

ACCOUNTING FOR TAX LAWYERS

Michelle F. Schwerin

Philip Speicher

W77-700D sec 01 (3 credits)

MON 6:00 – 8:52 p.m.

This course is designed to introduce the basic concepts of financial and tax accounting to tax lawyers with little to no prior exposure to accounting. Emphasis will be on accounting terminology and the contents of standard financial statements. The course will examine the legal consequences of accounting decisions and the lawyer's role in financial statement preparation, use and analysis. The final part of the course will focus on applying tax accounting concepts in the legal setting, including responding to auditor inquiries, asset valuation issues, and corporate equity issues. [Any Non-Tax LL.M. Student interested in taking this course must receive special permission.]

ESTATE AND WEALTH LAW, THEORY, AND PRACTICE

Doug Stanley

Anne Jump

W77-629 sec 01 (2 credits)

MON 4:00 – 5:52 p.m This course will review practical wealth management skills and strategies used by estate planning attorneys when performing estate planning or traditional income tax planning for individuals. This course explores wealth accumulation planning techniques and tools used by lawyers involved with wealth planning. In addition to an overview of the transfer tax and income tax structure for individuals who are beneficiaries of trusts and estates, this course is intended to cover basic financial concepts, income taxation, residence ownership issues, retirement planning, fiduciary selection, marital planning and dissolutions, and trust modifications and disputes that may arise as attorneys deal with individual and family wealth. It is suggested that students have either taken (or concurrently be taking) Federal Income Taxation or Trusts and Estates. Having taken Estate and Gift Taxation can also be beneficial. This course will have an attendance policy. Students are allowed no more than two unexcused absences. Failure to comply with this policy will result in failure of or withdrawal from the course. [Any Non-Tax LL.M. student interested in taking this course must receive special permission.]

FEDERAL INCOME TAXATION

Conor Clarke

W74 LAW 549G (4 credits)

This course will introduce students to federal income taxation. Topics will include the concept of income, the tax base, exclusions, deductions, credits, and capital income. We will also discuss introductory concepts of tax policy and planning. The course will be taught from a casebook, but students will be expected to familiarize themselves with various provisions of the Internal Revenue Code. The course grade will be based primarily on a final exam, but may take class participation and attendance into consideration.

FEDERAL TAX PROCEDURE

Harry Charles

Eunkyong Choi

James A. Kutten

W77 LAW704B sec 01 (3 credits)

WED 4:30 - 7:22p.m.

This course will examine the administrative and judicial procedures for resolving federal tax disputes. Covered topics will include: Organization of the Internal Revenue Service, legal and ethical responsibilities of tax practitioners, administrative appeals procedures, Tax Court litigation, civil penalties, statutes of limitation, and collection procedures. [Any Non-Tax LL.M. Student interested in taking this course must receive special permission.]

TAX CONSIDERATIONS IN CHOICE OF LEGAL ENTITY

Jay Nathanson

Cassie Barr

W77-702A sec 01 (1 credit)

WED 8:30 – 10:22 a.m.

[NOTE: This course will have six two-hour meetings - October 9, 16, 23, 30 and November 6, and 13. There will be a take-home exam. This class provides an introduction to the federal partnership (LLC), C corporation, and S corporation tax regimes. Emphasis will be placed upon the most significant differences between the tax treatment of the three regimes and under what circumstances one of the choices may be favored over the others. Having taken the courses on corporate tax and partnership tax, or taking them concurrently with this course, is helpful but not mandatory. [Any Non-Tax LL.M. Student interested in taking this course must receive special permission.]

Spring 2025 Graduate Tax Course Offerings

NOTE: Registration for spring courses takes place in November. This is a tentative schedule which is subject to change.

CLOSELY-HELD BUSINESS & SUCCESSION PLANNING

Bennett Keller

Scott Malin

W77-721A sec 01 (2 credits)

WED 8:30 – 10:22 a.m.

This class will deal with all aspects of planning related to closely-held businesses with an emphasis on succession planning. Topics covered will include transition of the business, funding of the transition with life insurance or other devices, split-dollar insurance, buy-sell agreements, estate tax issues, shareholder disputes, valuation and conflicts of interest. The succession planning will include various techniques including recapitalizations, voting trusts, equalization for non-active family members, qualified subchapter S trusts and electing small business trusts. The estate tax

portion will include specific devices such as family limited partnerships, grantor retained annuity trusts, sales to defective grantor trusts, and 6166 elections. The course will emphasize the use of case studies to illustrate the various techniques and issues. [Any Non-Tax LL.M. Student interested in taking this course must receive special permission.]

CORPORATE TAXATION

Peter Wiedenbeck

(3 credits)

This course involves an intensive study of the statutory, regulatory and case law material governing corporate taxation. Topics covered include the tax consequences of corporate organization and capitalization, distributions to shareholders, redemptions of stock, corporate liquidations and taxable dispositions of a corporate business (both stock sales and asset sales). Basic principles governing tax-free corporate acquisitions and divisions will be introduced as time permits. The classical corporate tax regime will be compared with the tax treatment of sole proprietorships, partnerships, and small business corporations (S corporations), and important issues in business tax policy will be examined. Students will work extensively with Subchapter C of the Internal Revenue Code and regulations thereunder. The course will be taught from a casebook and statutory pamphlet, predominately by the problem method. In addition to in-person class sessions there may be a few asynchronous presentations, consisting or prerecorded lectures introducing or summarizing important concepts. Federal Income Taxation is not a formal prerequisite for this course, but students who have not taken the introductory tax course are strongly advised to speak with the professor before the semester begins. International students pursuing an LLM degree should not take this course until they have successfully completed at least seven credits of substantive law coursework from a U.S. law school. Attendance and participation are required, and sanctions will be imposed in cases of serious noncompliance. The course grade will be based on an in-school timed three-hour final examination, with adjustment for attendance and participation in exceptional cases. The format of the exam will be "Closed Software and Open Book". Closed software means that students will not have access to the internet or files on their computers. Open book means that during the exam students will be permitted to consult the casebook, statutory supplement, outline, notes, or other print sources.

ERISA FIDUCIARY LAW-INTERSESSION

Tom Clark

(1 credit)

Jan 6-10

This 1 unit Intersession course will provide a substantive overview of ERISA fiduciary law that governs qualified retirement and welfare benefit plans. The sources of fiduciary law such as the ERISA statute, regulations, and Department of Labor guidance will be explained. Emphasis will be placed on the proper identification of fiduciaries, the fiduciary duties of prudence and loyalty, prohibited transactions and major exemptions, personal liability under the law, and the recent regulations regarding disclosure of fees and expenses. Special focus will be given to recent

Supreme Court and Circuit Court cases that have significantly changed the ERISA fiduciary landscape. Finally, a brief overview will be provided of typical ERISA litigation that a student is likely to see in their future practices. The course will be relevant for any student interested in employee benefits, employment law, labor law, business law, or securities law as they will leave the course with the proper understanding of how to advise clients in avoiding the major compliance pitfalls of being an ERISA fiduciary. Class attendance is mandatory. Students are expected to thoroughly read any course materials and be well prepared prior to the start of the class. All reading materials will be provided prior to class on Canvas and nothing will need to be purchased. There will be a take-home final exam the following weekend.

FEDERAL INCOME TAXATION

Peter Wiedenbeck

(4 credits)

This survey of the federal income taxation of individuals considers the nature of income, when and to whom income is taxable, exclusions from the tax base, deductions, credits, and the tax consequences of property ownership and disposition. The instructor emphasizes tax policy and statutory interpretation. The course will be taught from a casebook and a statutory pamphlet, by a combination of the case and problem methods. Students will work extensively with the Internal Revenue Code. In addition to in-person class sessions there may be a few asynchronous presentations, consisting of prerecorded lectures introducing or summarizing important concepts. Attendance and participation are required, and sanctions will be imposed in cases of serious noncompliance. The course grade will be based on an in-school timed four-hour final examination, with adjustment for attendance and participation in exceptional cases. The exam will predominantly consist of essay questions or short answer questions but might also include a multiple-choice question component. The format of the exam will be "Closed Software and Modified Closed Book". Closed software means that students will not have access to the internet or files on their computers. Modified closed book means that during the exam students will be permitted to consult only: (i) an unannotated print copy of the statutory pamphlet; and (ii) one standard-sized sheet of paper bearing any information the student wishes.

INTERNATIONAL TAXATION

Adam Rosenzweig

(3 credits)

Prerequisite: Federal Income Taxation unless waived by Professor Sarah Narkiewicz, Director of Tax LLM Program. This course provides an introduction to the federal income tax treatment of partnerships, limited liability companies, and other pass-through business entities. These entities are not subject to federal income tax at the entity level but rather the income flows through and is taxed at the owner level as it is earned. Partnership tax law tries to afford significant flexibility to taxpayers in structuring their business affairs while also trying to insure that income tax is paid one on all partnership income, no more and no less. The course will cover tax rules related to partnership formation, capital contributions, liabilities and debt, allocations and distributions of operating income, sales and purchases of partnership interests, and liquidations of the

partnership. Students will work extensively with Subchapter K of the Internal Revenue Code and Treasury regulations thereunder. The course will be graded primarily on an open-book final examination consisting of essay questions and short-answers.

PARTNERSHIP TAXATION

Adam Rosenzweig

(3 credits)

Prerequisite: Federal Income Taxation unless waived by Professor Sarah Narkiewicz, Director of Tax LLM Program. This course provides an introduction to the federal income tax treatment of partnerships, limited liability companies, and other pass-through business entities. These entities are not subject to federal income tax at the entity level but rather the income flows through and is taxed at the owner level as it is earned. Partnership tax law tries to afford significant flexibility to taxpayers in structuring their business affairs while also trying to insure that income tax is paid one on all partnership income, no more and no less. The course will cover tax rules related to partnership formation, capital contributions, liabilities and debt, allocations and distributions of operating income, sales and purchases of partnership interests, and liquidations of the partnership. Students will work extensively with Subchapter K of the Internal Revenue Code and Treasury regulations thereunder. The course will be graded primarily on an open-book final examination consisting of essay questions and short-answers.

PRACTICAL STRATEGIES AND DRAFTING IN ESTATE PLANNING

Steven Laiderman

Jarriot Rook

W77-628A sec 01 (2 credits)

WED 4:30 – 6:22 p.m.

This course will focus on practical estate planning and drafting techniques, integrating the basics of the federal transfer tax system (gift, estate, and generation-skipping taxes). Courses in estate and gift taxation and trusts and estates provide a good background for students interested in this practical course. The planning portion of this course will be taught from various sources, including instructor-generated outlines, which cover the basics of estate planning, as well as commonly used estate planning techniques, including marital deduction planning, charitable planning, insurance planning, and advanced trust planning. The drafting portion of this course will focus on basic client estate planning skills, common drafting techniques, and problems and suggested solutions. Students will participate in the design of an estate plan and then review and discuss the various legal documents used in the typical estate planning process. Class time will be devoted to a discussion of the planning techniques. The grade for the course will be based primarily on a final examination, which focuses on the planning concepts discussed in class; and a portion of the grade may be based on student participation and class meetings. Attendance is expected. The examination will cover what is discussed in class. [Any Non-Tax LL.M. Student interested in taking this course must receive special permission. Please note that a course on estate and gift taxation or trusts and estates is a prerequisite for J.D. student enrollment.]

TAX FRAUD INVESTIGATIONS AND PROSECUTIONS

Sandy Boxerman

Sara Neill

W77-708B sec 01 (3 credits)

TUES/ THURS 9:00-10:22 a.m.

This course will examine how criminal tax fraud cases are investigated and prosecuted. Topics covered include a general survey of the Title 26 and Title 18 criminal statutes related to tax fraud, how to deal with revenue and special agents during the audit or investigation, IRS procedures involving evidence gathering, IRS and Department of Justice review of tax fraud cases, grand jury procedures, methods of proof and trial procedures, sentencing guidelines, civil considerations involved in the criminal case, money laundering, currency violations, and handling of cases involving foreign bank accounts. [Any Non-Tax LL.M. Student interested in taking this course must receive special permission.]

TAX POLICY SEMINAR

Conor Clarke

W76-864S

The primary objectives of this seminar are to develop an understanding of some contemporary tax policy debates and to develop your research and writing skills. The seminar will include both a classroom component and an individual writing component. The first several weeks of the seminar will include assigned readings and class discussions on selected topics, which will vary year to year and may include: progressivity, inequality, American tax history, the nature of income, the tax base, and administrative issues in taxation. A 20- to 25-page research paper will be required. Students will select a research paper topic in consultation with the professor, and all students will be required to present their papers. Federal income taxation is a required prerequisite. Grades will be based primarily on your final paper but may take class participation and attendance into consideration.