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1972

## 1972 Schedule

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# TAX CONFERENCE

MARSHALL-WYTHE SCHOOL OF LAW  
COLLEGE OF WILLIAM AND MARY

## EIGHTEENTH ANNUAL CONFERENCE

### CREATION, ORGANIZATION AND MANAGEMENT OF SMALL CLOSE CORPORATIONS

COMPARISON OF MAJOR TAX AND LEGAL ADVAN-  
TAGES AND DISADVANTAGES OF OPERATING IN AN  
UNINCORPORATED FORM. . . . . *Douglas A. Kahn*

THE INCORPORATION TRANSACTION. . . . . *Douglas A. Kahn*

INITIAL DECISIONS CONFRONTING THE NEW  
CORPORATION. . . . . *Don W. Llewellyn*

EXECUTIVE COMPENSATION PROBLEMS. . . . . *Richard A. Williamson*

MANAGEMENT OF THE CORPORATION. . . . . *William M. Goldstein*

MISCELLANEOUS PROCEDURAL PROBLEMS. . *Charles M. Davison, Jr.*

TERMINATION OF THE CORPORATION. . . . . *Marcus Schoenfold*

COLLEGE OF WILLIAM AND MARY IN VIRGINIA  
WILLIAMSBURG, VIRGINIA

# LAW AND TAXATION AT THE COLLEGE OF WILLIAM AND MARY

## THE MARSHALL-WYTHE SCHOOL OF LAW

A chair of law was established at the College of William and Mary by action of the Board of Visitors under the leadership of Thomas Jefferson, an alumnus and then Governor of the Commonwealth of Virginia, on December 4, 1779. The present Law School takes its name from the first occupant of this chair—George Wythe, signer of the Declaration of Independence, leading attorney of the age and later Justice of the Chancery Court in Richmond; and John Marshall, one of Wythe's first students and subsequently the great chief justice of the United States.

The first phase of the law program at the College of William and Mary extended from 1779 to 1861. Following the long years of suffering and devastation after the Civil War, the Law School reopened its doors in 1922. It became a member of the Association of American Law Schools in 1936.

## THE PROGRAM IN LAW AND TAXATION

The Marshall-Wythe School of Law of the College of William and Mary established a program leading to the Degree of Master of Law and Taxation in September 1954.

This program is designed to fill a need for competently trained persons to serve the nation in any capacity where a thorough comprehension of all phases of taxation is an essential requirement. In the present complex status of our tax laws it requires joint consideration by a lawyer, an accountant, an economist, and an expert in business management in order to analyze properly all aspects of a tax matter. While the program does not presume to accomplish expertness in each of these fields, it is intended to equip the student, with fundamental groundwork in all and as much of advanced study in each as relates directly to the field of taxation. All candidates for admission to this program must have received a baccalaureate degree and a professional degree in law from approved colleges or universities, and have attained grades indicative of their ability to do graduate work in law. Applicants who have completed the following courses as part of their baccalaureate work will be given preferential consideration:

*Business Administration:* Financial Management and twenty-four semester hours credit in courses in Accounting.

*Economics:* Principles of Economics, Money and Banking, Principles and Methods of Statistics, Public Finance, Fiscal Policy, International Trade and Policies, or the equivalent in content.

## P R E F A C E

### TAX CONFERENCE

This publication records the papers presented at the Eighteenth Annual Tax Conference held in Williamsburg December 2, 1972. These Conferences are conducted by the Marshall-Wythe School of Law of the College of William and Mary as an adjunct to the graduate program in Law and Taxation. A list of prior Tax Conference publications may be noted on page 95.

These Conferences have for their objective the discussion of policy, technical and procedural matters of an advanced nature in the area of Federal, State and local taxation by recognized authorities for the enrichment of the Law School curriculum, and as a service of practical application to Virginia attorneys, accountants and representatives of business and industry.

It may be observed that those serving as speakers and discussion leaders for this and prior Conferences are distinctively representative Federal and State tax officials, tax practicing attorneys and accountants, and members of law school faculties. The College acknowledges with deep appreciation their significant contribution to these Conferences, and commends their participation in this leadership opportunity as a recognized exemplification of public service in the highest tradition. (See page 96.)

The College also records its appreciation to the many attorneys, accountants, and representatives of business and industry who have responded so graciously by their participation in and support of these Conferences.

The printing of this publication is made possible by funds from private sources and the College gratefully acknowledges the support for such a worthy endeavor.

THOMAS A. GRAVES, JR., *President*  
*The College of William and Mary*  
*In Virginia*

Williamsburg, Virginia  
February, 1973

## EIGHTEENTH ANNUAL TAX CONFERENCE

### PROGRAM PARTICIPANTS

**DOUGLAS A. KAHN** – Professor of Law, University of Michigan Law School. Member of District of Columbia Bar and Michigan Bar. Associate – law firm of Sachs and Jacobs, Washington, D.C. 1962-1964. Attorney in U.S. Department of Justice Civil Division 1958-1960 and appellate section of the Tax Division 1960-1962. B.A., University of North Carolina; J.D. with honors, George Washington University Law School. Order of the Coif. Recent Cases Editor George Washington University Law Review. Author and co-author of several tax books. Author of several law review tax articles. Recipient of the 1970 Emil Brown Fund Prize for best article on preventive law. Lecturer at numerous professional institutes and conferences.

**DON W. LLEWELLYN** – Professor of Law, Marshall-Wythe School of Law. Member of Pennsylvania Bar. Private Practice 1962-1967. Assistant Law Professor Williamette University 1967-1969. B.A., Dickinson College; J.D., Dickinson Law School; L.L.M. in Taxation, New York University School of Law. Legislation Editor, Dickinson Law Review. Visiting Associate Professor of Law, Syracuse University College of Law 1971-72. Author of several law review tax articles. Lecturer at tax conferences.

**RICHARD A. WILLIAMSON** – Associate Professor of Law, Marshall-Wythe School of Law. Member of Ohio Bar. Private practice of law – Dunbar, Kienzle & Murphey, Columbus, Ohio 1968-70. B.B.A., Ohio University (cum laude); J.D., Ohio State University College of Law (summa cum laude). Associate Editor Ohio State Law Journal. Order of the Coif.

**CHARLES M. DAVISON, JR.** – Professor of Law, University of Virginia Law School. Member of West Virginia Bar and District of Columbia Bar and Virginia Bar. Private practice Richmond, Virginia 1937-38; Attorney, Treasury Department 1938-41; Steptoe & Johnson, Clarksburg, West Virginia 1941-42; Covington and Burling, Washington, D.C. 1942-47; General Tax Attorney, Southern Railway System, Washington, D.C. 1947-49, General Solicitor 1949-53, Comptroller 1954-56, Vice-President Finance and Taxation 1956-63. Reporter for the Supreme Court of Virginia since 1967. B.A. University of Virginia; J.D. University of Virginia Law School. Order of the Coif.

**WILLIAM M. GOLDSTEIN** – Member of Pennsylvania Bar; Member of American and Philadelphia Bar Associations. Former Chairman, Committee on Affiliated and Related Corporations, Section on Taxation, American Bar Association. Former lecturer on Federal Tax Law, Rutgers University. Lecturer at numerous tax institutes and conferences; author of numerous tax law articles in various Law Reviews. A.B., Princeton University; J.D. magna cum laude, Harvard Law School. Partner: Morgan, Lewis & Bockius, Philadelphia, Pennsylvania.

The graduate program then offers them a broad range of courses in Federal and State tax policy, tax law and procedures. Upon completion of the program, the successful candidates are awarded the Degree of Master of Law and Taxation. The College follows with great interest the service rendered by all recipients of this advanced professional degree. A list of all on whom this degree has been conferred begins on page . An outline of the requirements and a description of the courses are shown in the Appendix beginning on page 87.

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#### AFTERNOON PANEL

MARCUS SCHOENFELD – Professor of Law, Villanova University School of Law. Member of New York Bar. Private Practice New York City 1960-62. A.B., Harvard University; J.D., Harvard University Law School; L.L.M. in Taxation, New York University School of Law. Author of Tax Management portfolio on Moving Expenses and several law review articles. Lecturer at several institutes and conferences.

#### CONFERENCE ADMINISTRATORS

JAMES P. WHYTE, *Dean, Marshall-Wythe School of Law*

\*EMERIC FISCHER, *Professor of Law, Conference Director*

THOMAS C. ATKESON, *Chancellor Professor of Taxation, Emeritus, former Conference Director*

\*JOHN E. DONALDSON, *Professor of Law*

\*DON W. LLEWELLYN, *Professor of Law*

\*ANTHONY J. SANTORO, *Associate Professor of Law*

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\*Tax faculty of the graduate tax program of the Marshall-Wythe School of Law of the College of William and Mary.