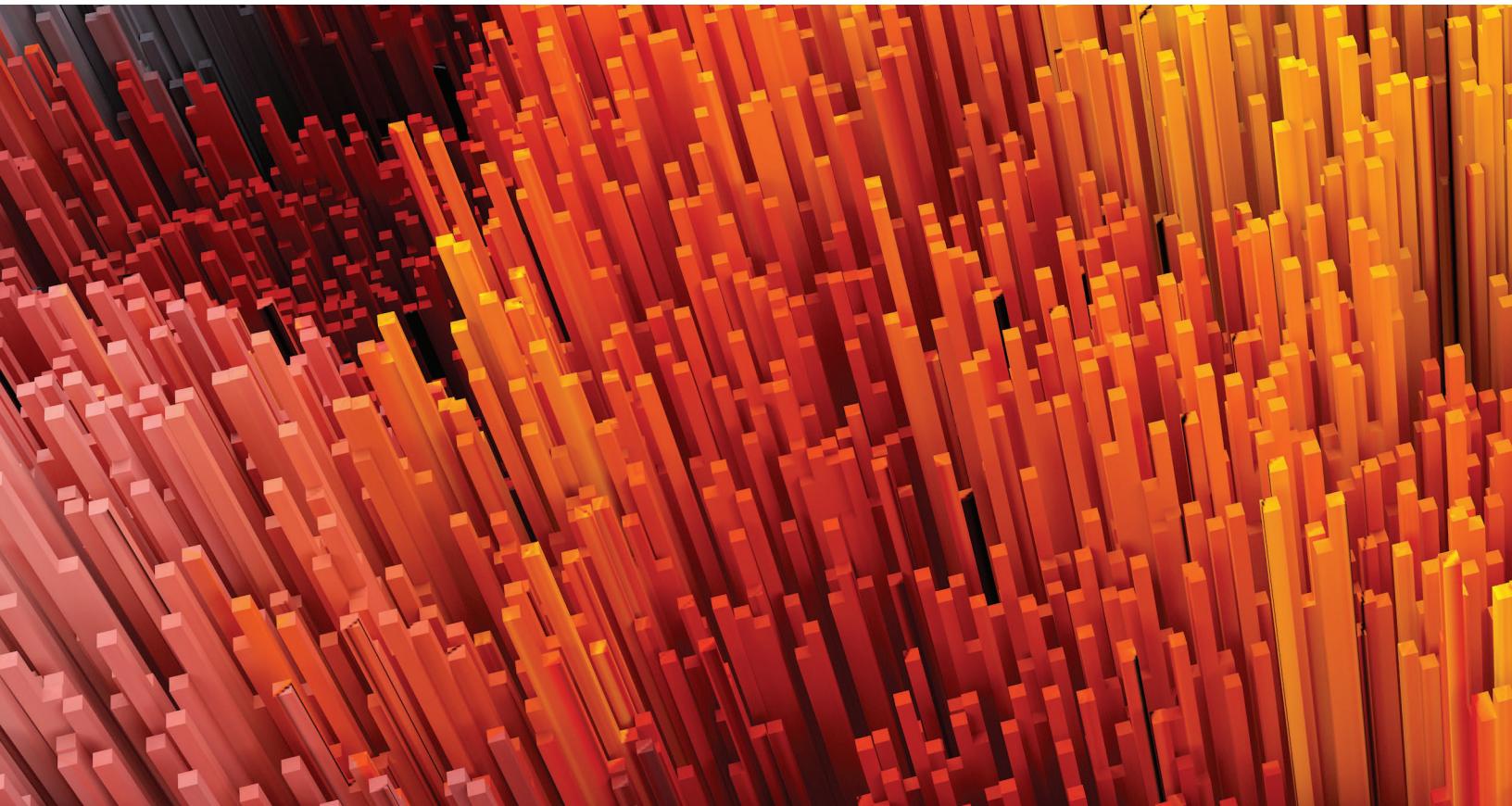


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Checkpoint® Catalyst Topics

Adapt to a changing business landscape



THOMSON REUTERS®

Checkpoint Catalyst Topics

Tax law is alive. It is constantly changing, growing, and evolving. That's why it's not enough to keep up with these shifts. Today's demands require immediate, actionable research that breathes life into continually morphing regulations.

Thomson Reuters Checkpoint Catalyst is the fastest and most efficient way to research even the most complicated business tax issues.

Checkpoint Catalyst features a collection of Topics that examine specific tax issues and business transactions from a practical, workflow perspective focusing on:

- C corporations
- S corporations, partnerships, and limited liability companies
- Tax and accounting
- Business income, deductions, and credits
- Cost recovery
- Sales and exchanges
- Consolidated groups
- Investments
- Compensation
- International (US income tax)
- State specific Topics

Checkpoint Catalyst approaches online research from a fresh new perspective. A unique design allows users to skim Topics or drill down for greater detail. Source materials, diagrams, interactive tools, and featured developments **come together in context with the analysis, all on one screen.**

The screenshot shows the Thomson Reuters Checkpoint Catalyst software interface. The main content area displays a topic page for "302 Qualified Business Income from Partnerships, S Corporations, LLCs, and Sole Proprietorships (IRC § 199A) / Catalyst". The page includes sections for "About the Author(s)" (listing Anthony J. Nitti, C.P.A., M.S.T.), "Introduction", and "Last Updated: 05/01/2018". Below the introduction, there is a detailed description of the topic, mentioning the new deduction added to the Internal Revenue Code (the "Code") on December 22, 2017, as part of the Tax Cuts and Jobs Act. The description notes that the deduction allows non-corporate owners of sole proprietorships, S corporations, and partnerships a deduction of up to 20% of their qualified business income from pass-through businesses. It also discusses the statutory construction of IRC § 199A, including various limitations and prohibitions imposed upon taxpayers seeking to claim the deduction, and reviews areas where additional guidance is needed before the provision can be properly implemented. The topic may be cited as "Checkpoint Catalyst, Topic 302, Deduction of Qualified Business Income of Pass-Through Entities".

Our unique Context Panel links in-depth analysis with related content, such as featured developments, practice tools, and additional relevant documents.

What does it mean to be the next generation of online tax research?

- **Topics can be expanded or collapsed** to provide a landscape perspective on a Topic, as well as the ability to drill down into detail depending on the needs of the user. This web focus simultaneously facilitates quick lookups and detailed research.
- **The entire collection of Topics has a consistent writing style and structure** so they're easy to read, with practical real-life examples included throughout the Topic to support and amplify the analysis.
- **Interactive tools, diagrams, and decision trees** illustrate complex sets of rules or show at a glance where the facts in a complicated transaction are going. These tools are embedded directly within the analysis to give the user practice points in the context of the discussion.
- **Statements are supported by authority** and footnotes seamlessly link to the primary source materials, making it extremely easy to access the underlying primary sources in the context of the discussion.
- **State tax implications and US tax implications on inbound, outbound, and foreign-to-foreign transactions** are discussed directly within the Topic, not treated separately — saving research steps and reducing the risk that something important is missed.
- **Tax developments, including cases, regulations, administrative guidance, and other noteworthy news articles**, are presented in context of the Topic to keep researchers up to date on important developments, or to call them into focus as a quick refresher on recent changes.
- **Each Topic has a clear date-marker** so that there's no uncertainty about when the content was last reviewed or updated.

How does Checkpoint Catalyst fit into my existing Thomson Reuters Checkpoint research library?

Checkpoint Catalyst can be used to support tax planning and transactional work. The unique design of Checkpoint Catalyst amplifies the value of your existing Checkpoint research library by bringing relevant content together so that pertinent resources within your subscriptions can immediately be viewed in context of the Checkpoint Catalyst Topic — reducing the chance that something important is missed.

Checkpoint Catalyst focuses on specific tax Topics and transactions. This product adds another dimension to your well-rounded tax library on Checkpoint.

"When we first saw it, we thought it's like other products on steroids. Checkpoint Catalyst has provided a lot of good value to our tax department."

— Brenda Morgensen
Tax Manager
Devon Energy Corporation

Checkpoint Catalyst covers the most important and frequently encountered Topics for practitioners with business income-related tax issues.

C Corporations

- Section 351 Exchanges
 - General Rules
 - Special Topics
 - Involving Foreign Persons
- Attribution Rules
- Debt vs. Equity
- Corporate Dividends and Distributions
- Earnings and Profits
- Stock Dividends
- Section 306 Stock
- Redemptions
- Redemptions from Affiliated Corporations (IRC § 304)
- Section 304 Transactions and Type D Reorganizations of Foreign Corporations
- Taxable Stock Acquisitions
- Taxable Asset Acquisitions
- Reorganizations
 - General Principles
 - Mergers and Consolidations (Type A)
 - Stock for Stock Exchanges (Type B)
 - Stock for Asset Exchanges (Type C)
 - Transfers of Assets to Controlled Corporations (Type D)
 - Recapitalizations (Type E)
 - Changes in Identity, Form, or Place of Organization (Type F)
 - Insolvency Reorganizations (Type G)
- Corporate Separations and Divisions
 - General Principles
 - Special Topics
 - Involving Foreign Corporations
- Corporate Liquidations
- Corporate Liquidations Involving Foreign Corporations
- Carryover of Tax Attributes in Certain Corporate Asset Transfers (IRC § 381)
- Limitations on the Use of Tax Attributes After Certain Corporate Acquisitions
- Financially Troubled Businesses
- Corporate Tax Shelters: Reportable Transactions
- Personal Holding Companies
- Accumulated Earnings Tax
- Corporate Alternative Minimum Tax
- Redemptions to Pay Estate Taxes (IRC § 303)

Consolidated Groups

- Intercompany Transactions
- Earnings and Profits
- Basis in Member Stock
- Consolidated Taxable Income

Partnerships, S Corporations, and LLCs

- Formation of Joint Ventures Taxed under Subchapter K
- Partnership Accounting and Maintenance of Capital Accounts
- Built-in Gain or Loss on Property Contributed to the Partnership or Revalued
- Partnership Allocations: Substantial Economic Effect and Partners' Interest in the Partnership
- Transactions between Partner and Partnership
- Allocation of Partnership Liabilities
- Partnership Distributions
- Transfers of Partnership Interests
- Partnership Basis
- Partner Death or Retirement
- Debt vs. Equity in Partnerships
- Entity Classification / Disregarded Entities
- Publicly Traded Partnerships
- Partnership Terminations, Mergers, Divisions, and Conversions
- Family Partnership Rules
- Choice of Entity
- S Corporations: Basic Principles
- Election and Termination of S Corporation Status
- Taxation of S Corporation Income, Losses, Deductions, Credits
- Qualified Subchapter S Subsidiaries (QSubs)
- Reorganizations Involving S Corporations

Business Income, Deductions, and Credits

- Qualified Business Income from Partnerships, S Corporations, LLCs, and Sole Proprietorships (IRC § 199A)
- Research and Development Tax Credit (Research Credit)
- Limitation on Deduction of Business Interest Under IRC § 163(j)

Cost Recovery

- Depreciation
- Expensing and Bonus Depreciation
- Intangibles: Amortization and Other Cost Recovery Methods
- Depreciation Recapture
- Leasing Transactions: Cost Recovery
- Depletion

Sales and Exchanges

- Basic Principles
- Capital Gains and Losses
- Basis
- Like-Kind Exchanges
- Wash Sales
- Purchase and Sale of Business
- Holding Period for Capital Assets
- Involuntary Conversions
- Small Business Stock, Qualified Small Business Stock, and Investments in SBICs
- Qualified Opportunity Fund

Tax Accounting

- Accounting Periods
- Accounting Methods
 - General Principles
 - Overall and Special Methods
 - Accrual Method
- Uniform Capitalization Rules (UNICAP): General Rules
- Long-Term Contracts
- Passive Activity Losses
- At-Risk Rules
- Installment Sales

State Specific Topics

- State Taxation: Basic Principles
- Nexus
- IRC Conformity
- UDITPA Conformity
- Allocation & Apportionment
- Business vs. Nonbusiness Income
- Sales Factor
- Property Factor
- Payroll Factor
- E-Commerce
- Related Party Transactions
- Unitary Business
- Combined/Consolidated Reporting
- Composite Returns
- Additions
- Subtractions
- Taxes Paid to Other Jurisdictions
- Government Obligations
- Authority to Transact Business – Registration Requirements
- Sales & Use Tax
 - Nexus
 - E-Commerce
 - Manufacturing
 - Drop Shipments
 - Information Services
 - Communication Services
 - Utilities Services
 - Repair, Maintenance, & Installation Services
 - Professional Services
 - Food & Beverages
- Alcohol Taxes: Retailers
- Alcohol Taxes: Distributors and Wholesalers
- Cannabis Taxes
- Gross Receipts Taxes
- Texas Franchise Tax ("Margin Tax")
- Ohio Commercial Activity Tax
- Washington Business & Occupation Tax
- New York Corporate Franchise Tax
- Unclaimed Property
- Puerto Rico Consumption Taxes

Investments

- Net Investment Income Tax
- Real Estate Investment Trusts (REITs)
- Derivative Instruments: Notional Principal Contracts

Compensation

- Compensatory Options
- Independent Contractors

International (US Income Tax)

- Transfer Pricing: General Principles
- Subpart F, CFCs, and US Shareholders: Basic Principles
- Foreign Base Company Income (Except Foreign Personal Holding Company Income)
- Foreign Personal Holding Company Income
- Subpart F Insurance Income
- Distributions of CFC Earnings and Sales of CFC Stock
- Passive Foreign Investment Companies (PFICs)
- Limitations on the Foreign Tax Credit
- Section 965 Transition Tax on Accumulated Foreign Earnings
 - Inversions
 - Classification of U.S. Resident and Non-Resident Aliens and Foreign Entities
- Outbound Reorganizations
- Inbound and Foreign-to-Foreign Reorganizations
- Inversions
- Foreign - Derived Intangible Income (FDII)
- Classification of US Resident and Non-Resident Aliens and Foreign Entities
- US Income Taxation of Foreign Persons: Business Income

Special Alerts

- Small Business Relief - COVID-19

Checkpoint Catalyst delivers tax research framed in an entirely new way, so you can see the clarity, color, and context you need to get the whole picture of each business tax issue.

By using a tax research tool specifically designed for the web, you can quickly focus in on the relevant results and make informed decisions easier than ever before.

Federal, state, and US international tax implications are part of the main Topic discussion, saving you significant time. Multiple expert perspectives and embedded tools and diagrams help you take action with confidence and ensure you don't miss a thing.

Experience the difference that a truly integrated research workflow can bring to your tax research.



C CORPORATIONS

102: SECTION 351 EXCHANGES: GENERAL RULES

Topic #102 covers the transfer of property to a corporation, the basic requirements for an exchange to qualify under IRC § 351, the circumstances in which gain may be fully or partially recognized on the exchange, and the determination of the basis and holding period of the exchanged properties after the exchange. This Topic addresses both federal and state tax implications and includes:

- 1 Decision Tool
- 2 Document Assembly Tools
- 2 Charts
- Diagrams

103: SECTION 351 EXCHANGES: SPECIAL TOPICS

Topic #103 discusses special issues arising under IRC § 351, such as accounting considerations and elections in connection with a Section 351 exchange, tax issues when incorporating a partnership, the treatment of capital contributions, the interaction of IRC § 351 with the rules governing corporate reorganizations and other corporate transactions, exceptions to the application of IRC § 351, and planning considerations for avoiding Section 351 treatment. This Topic includes:

- 3 Document Assembly Tools
- Diagrams

104: SECTION 351 EXCHANGES INVOLVING FOREIGN PERSONS

Topic #104 discusses special issues that arise when a nonresident alien or foreign corporation is a party to an exchange described in IRC § 351. This Topic includes:

- 5 Document Assembly Tools

105: ATTRIBUTION RULES

Topic #105 discusses the Code's numerous sets of attribution rules (provisions that require stock owned by one person to be treated as also owned by another), including how they operate and whether they apply to other Code provisions. This Topic includes:

- 1 Decision Tool
- Diagrams

106: DEBT VS. EQUITY

Topic #106 discusses a corporation's capital structure and addresses the essential differences in the federal income tax treatment of debt and equity. This Topic also now provides a state-by-state examination of the classification of debt and equity for state tax purposes. Numerous state corporate income tax and franchise tax consequences related to the debt/equity classification are addressed. The potential state tax impact of the federal Section 385 regulations is also discussed. This Topic includes:

- 2 Worksheets

107: CORPORATE DIVIDENDS AND DISTRIBUTIONS

Topic #107 discusses the tax treatment of corporate dividends and other nonliquidating distributions made to shareholders with respect to their stock for the distributing corporation and the recipient shareholders. This Topic discusses dividends-in-kind, constructive dividends, the dividends-received deduction for corporate shareholders, extraordinary dividends, and the information reporting and withholding requirements for the distributing corporation. This Topic addresses both federal and state tax implications and includes:

- 1 Calculator
- 1 Chart

108: EARNINGS AND PROFITS

Topic #108 discusses the tax concept of earnings and profits (E&P). This Topic covers the computation of E&P for US corporations in the separate-return context and special issues pertaining to the calculation of E&P, including the relevance of tax accounting methods in computing E&P, specific items related to the E&P account, consequences of various types of corporate distributions on E&P, and the effect of different types of transactions on E&P. This Topic includes:

- 1 Calculator

109: STOCK DIVIDENDS

Topic #109 discusses the tax treatment of corporate stock distributions to shareholders, including the tax consequences to the corporation and the shareholders and the basis rules. This Topic addresses both federal and state tax implications and includes:

- 1 Decision Tool
- 1 Document Assembly Tool

110: SECTION 306 STOCK

Topic #110 discusses the tax consequences to the corporation distributing Section 306 stock and to the shareholders receiving and disposing of Section 306 stock, in the context of preferred stock bailouts. This Topic addresses both federal and state tax implications and includes:

- 1 Decision Tool
- 1 Document Assembly Tool

111: REDEMPTIONS

Topic #111 discusses the tax consequences of corporate stock redemptions to the redeeming corporation and the redeemed shareholders, including the various types of Section 302 redemptions that are treated as exchanges for tax purposes. This Topic addresses both federal and state tax implications and includes:

- 7 Document Assembly Tools
- 1 Calculator
- 1 Decision Tool
- Diagrams

C CORPORATIONS *continued*

112: REDEMPTIONS FROM AFFILIATED CORPORATIONS (IRC § 304)

Topic #112 discusses related-party stock sales that are recharacterized under IRC § 304 as redemptions for purposes of IRC § 302 and IRC § 303. This Topic addresses both federal and state tax implications and includes:

- 2 Decision Tools
- Diagrams

113: SECTION 304 TRANSACTIONS AND TYPE D REORGANIZATIONS OF FOREIGN CORPORATIONS

Topic #113 discusses the unique issues that arise in related-party stock sales subject to IRC § 304 and acquisitive Type D reorganizations of foreign corporations. Notwithstanding the similarities, the international tax consequences can vary significantly depending on whether IRC § 304 or the rules for Type D reorganizations apply.

114: TAXABLE STOCK ACQUISITIONS

Topic #114 discusses taxable stock acquisitions, whether structured as a direct purchase of target stock from target shareholders, a reverse subsidiary merger, or a combination of the two. The Topic discusses acquisitions that include an election under IRC § 338 (whether a so-called regular Section 338 election or a Section 338(h)(10) election) or IRC § 336(e), as well as acquisitions without such an election. This Topic addresses both federal and state tax implications and includes:

- 3 i-Tables
- 2 Document Assembly Tools
- 1 Chart
- Diagrams

115: TAXABLE ASSET ACQUISITIONS

Topic #115 discusses taxable asset sales by a C corporation and related structuring considerations. This Topic addresses the allocation of purchase price, as well as the use of the installment sale method for deferred payment obligations. Topic #115 also discusses the various tax consequences that each of the target, the acquirer, and the target shareholders may face on a sale of the assets and a subsequent liquidation of the target. This Topic addresses both federal and state tax implications and includes:

- Diagrams

116: REORGANIZATIONS: GENERAL PRINCIPLES

Topic #116 discusses the qualification requirements and general tax consequences of common structures for tax-free stock and asset acquisitions, corporate separations, and restructuring reorganizations such as recapitalizations, changes in the form or identity of a corporation, and bankruptcy reorganizations. This Topic addresses both federal and state tax implications and includes:

- 2 Document Assembly Tools

117: REORGANIZATIONS: MERGERS AND CONSOLIDATIONS (TYPE A)

Topic #117 discusses common acquisition structures that can qualify as Type A reorganizations, the associated qualification requirements, and the tax consequences to the parties to the reorganization and their exchanging shareholders. This Topic addresses both federal and state tax implications and includes:

- 1 Decision Tool
- 1 Document Assembly Tool
- 1 Chart
- Diagrams

118: TYPE A REORGANIZATIONS INVOLVING FOREIGN CORPORATIONS

Topic #118 discusses the tax consequences of Type A reorganizations involving foreign corporations. This Topic generally covers the impact of IRC § 367 on shareholders and transferor and transferee parties. It also examines other issues that may arise in a cross-border reorganization, including foreign branch loss recapture, deemed dividends under IRC § 1248, the IRC § 7874 inversion rules, and FIRPTA. This Topic includes:

- 4 Document Assembly Tools
- Diagrams

119: REORGANIZATIONS: STOCK FOR STOCK EXCHANGES (TYPE B)

Topic #119 discusses the rules that apply to acquisitions of stock of one corporation in exchange solely for voting stock of another corporation or its controlling parent that qualify as Type B reorganizations. This Topic addresses both federal and state tax implications and includes:

- 2 Decision Tools
- 2 Document Assembly Tools
- 1 Chart
- Diagrams

120: TYPE B REORGANIZATIONS INVOLVING FOREIGN CORPORATIONS

Topic #120 discusses certain transfers of stock that qualify as Type B reorganizations but that involve foreign corporations. It explains the IRC § 367(a) gain recognition requirement on outbound transfers of stock, deemed dividends in connection with outbound and foreign-to-foreign transfers of foreign stock under IRC § 367(b), and the application of IRC § 7874 to outbound transfers of domestic stock that are expatriation transactions. This Topic includes:

- 7 Document Assembly Tools
- Diagrams

C CORPORATIONS *continued*

121: REORGANIZATIONS: STOCK FOR ASSET EXCHANGES (TYPE C)

Topic #121 discusses the technical and formal requirements for nonrecognition as a Type C reorganization and the typical asset acquisition patterns that qualify, including post- and pre-acquisition transfers of assets. Topic #121 also discusses the tax consequences of the reorganization transfer to the parties to the reorganization and the exchanging shareholders. This Topic addresses both federal and state tax implications and includes:

- 2 Document Assembly Tools
- 1 Decision Tool
- 1 Chart
- Diagrams

122: TYPE C REORGANIZATIONS INVOLVING FOREIGN CORPORATIONS

Topic #122 discusses gain recognition and the inclusion of deemed dividends under IRC § 367 and related provisions in connection with transfers involving foreign corporations that qualify as Type C reorganizations. This Topic includes:

- 7 Document Assembly Tools
- Diagrams

123: REORGANIZATIONS: TRANSFERS OF ASSETS TO CONTROLLED CORPORATIONS (TYPE D)

Topic #123 discusses the basic principles of acquisitive Type D reorganizations. This Topic addresses both federal and state tax implications and includes:

- 2 Document Assembly Tools
- 1 Chart
- Diagrams

124: TYPE D REORGANIZATIONS INVOLVING FOREIGN CORPORATIONS

Topic #124 discusses gain recognition and the inclusion of deemed dividends under IRC § 367 and related provisions in connection with transfers involving foreign corporations that qualify as Type D reorganizations. This Topic includes:

- 7 Document Assembly Tools

125: REORGANIZATIONS: RECAPITALIZATIONS (TYPE E)

Topic #125 discusses the basic principles of corporate recapitalizations, or Type E reorganizations, including the various exchanges that qualify as Type E reorganizations and the special rules that apply to exchanges of certain types of stock, securities, and money or other property. This Topic addresses both federal and state tax implications and includes:

- 4 Document Assembly Tools
- 1 Decision Tool
- 1 Chart

126: REORGANIZATIONS: CHANGES IN IDENTITY, FORM, OR PLACE OF ORGANIZATION (TYPE F)

Topic #126 discusses the requirements for qualifying as a Type F reorganization, which is "mere change in identity, form, or place of incorporation of one corporation," and explains the tax consequences of a Type F reorganization to shareholders, security holders, and the corporation, as well as reporting requirements. This Topic addresses both federal and state tax implications and includes:

- 4 Document Assembly Tools
- 1 Decision Tool
- 1 Chart

127: TYPE F REORGANIZATIONS INVOLVING FOREIGN CORPORATIONS

Topic #127 discusses gain recognition and the inclusion of deemed dividends under IRC § 367 and related provisions in connection with transfers involving foreign corporations that qualify as Type F reorganizations. This Topic includes:

- 6 Document Assembly Tools

128: REORGANIZATIONS: INSOLVENCY REORGANIZATIONS (TYPE G)

Topic #128 discusses the requirements for qualifying as a Type G reorganization and the tax consequences of the reorganization. It also discusses the tax consequences of certain exchanges and other actions taken under the bankruptcy plan of reorganization that may not be part of the Type G reorganization itself. This Topic addresses both federal and state tax implications and includes:

- 7 Document Assembly Tools
- 1 Decision Tool
- 1 Chart
- Diagrams

129: TYPE G REORGANIZATIONS INVOLVING FOREIGN CORPORATIONS

Topic #129 discusses Type G reorganizations that involve foreign corporations, including a foreign corporation's acquisition of a US target (an outbound transfer), and a US corporation's acquisition of a foreign target (an inbound transfer). Transfers of foreign stock to a foreign corporation (including as part of an outbound asset transfer) are also discussed. This Topic includes:

- 6 Document Assembly Tools

130: CORPORATE SEPARATIONS AND DIVISIONS: GENERAL PRINCIPLES

Topic #130 discusses corporate separations and divisions in which one corporation distributes stock and/or securities representing control of another corporation. This Topic covers the general principles underlying IRC § 355, the interplay between IRC § 355 and IRC § 368(a)(1)(D), and the federal income tax consequences to the corporations, shareholders, and security holders involved in the divisive transaction. This Topic addresses both federal and state tax implications and includes:

- 2 Document Assembly Tools
- Diagrams

C CORPORATIONS *continued*

131: CORPORATE SEPARATIONS AND DIVISIONS: SPECIAL TOPICS

Topic #131 addresses certain exceptions to the nonrecognition rule that generally applies to distributions that otherwise qualify under IRC § 355, including distributions involving disqualified investment corporations, disqualified distributions, and distributions that are part of a plan to acquire one of the corporations involved in the divisive transaction.

132: CORPORATE SEPARATIONS AND DIVISIONS INVOLVING FOREIGN CORPORATIONS

Topic #132 discusses US international tax aspects of cross-border divisions and separations under IRC § 355. The material covered by this Topic includes the application of IRC § 367(b) and IRC § 1248 to spin-offs by and of controlled foreign corporations (CFCs); application of IRC § 367(e) to spin-offs by a domestic corporation to foreign persons; a review of the most important proposed regulatory changes under IRC § 367(b); and a review of the other cross-border issues involved in spin-offs by and of foreign corporations. This Topic includes:

- 1 Document Assembly Tool
- Diagrams

133: CORPORATE LIQUIDATIONS

Topic #133 discusses the tax consequences of taxable and tax-free liquidations of corporations under IRC § 331, IRC § 332, IRC § 334, IRC § 336, and IRC § 337 to the liquidating corporation and the shareholder-distributee. This Topic addresses both federal and state tax implications and includes:

- 2 Document Assembly Tools
- 1 Chart

134: CORPORATE LIQUIDATIONS INVOLVING FOREIGN CORPORATIONS

Topic #134 discusses the tax consequences of cross-border liquidations of corporations (outbound, inbound, and foreign-to-foreign) to the liquidating corporation and the shareholder-distributee. This Topic includes:

- 1 Document Assembly Tool
- Diagrams

135: CARRYOVER OF TAX ATTRIBUTES IN CERTAIN CORPORATE ASSET TRANSFERS (IRC § 381)

Topic #135 discusses the carryover of tax attributes when a corporation distributes or transfers its property to another corporation in certain nonrecognition transactions. This Topic addresses both federal and state tax implications and includes:

- 1 Document Assembly Tool
- 1 Chart

136: LIMITATIONS ON THE USE OF TAX ATTRIBUTES AFTER CERTAIN CORPORATE ACQUISITIONS

Topic #136 discusses limitations on the use of net operating loss (NOL) carryovers and other tax attributes after certain corporate acquisitions. It focuses primarily on IRC § 382, which imposes an annual limitation on a corporation's use of NOL carryforwards and built-in losses after certain ownership changes, and discusses the parallel limitation under IRC § 383 on other attributes like capital loss carryforwards and excess credit carryforwards. The IRC § 384 prohibition on using pre-acquisition losses to offset a target's built-in gains is also explored. This Topic addresses both federal and state tax implications and includes:

- 4 Document Assembly Tools
- 1 Chart
- 1 i-Table
- Diagrams

137: FINANCIALLY TROUBLED BUSINESSES

Topic #137 discusses principal concerns facing financially troubled businesses related to the restructuring of debt and ownership interests in connection with a workout or bankruptcy proceeding, including cancellation of debt (COD) income on the repurchase or settlement of debt for cash or other property and accounting for excluded COD income by various entities including members of a consolidated group, S corporations, and partnerships. Other important planning considerations involve the viability of valuable tax attributes. This Topic discusses tax issues related to bankrupt companies and recapitalization exchanges some of which may qualify as Type E reorganizations. This Topic includes:

- 6 Document Assembly Tools

138: CORPORATE TAX SHELTERS: REPORTABLE TRANSACTIONS

Topic #138 discusses the taxpayer reporting (IRC § 6011), and material advisor disclosure (IRC § 6111) and list keeping (IRC § 6112) requirements that apply to reportable transactions. Topic #138 also discusses a number of penalties for reporting and accuracy-related activities as well as the disclosure obligation of certain tax-exempt entities as to transactions that are prohibited tax shelters under Reg. § 301.6011(g)-1.

CONSOLIDATED GROUPS

139: PERSONAL HOLDING COMPANIES

Topic #139 discusses the penalty tax that applies to a corporation that meets the definition of a Personal Holding Company (PHC) in any tax year. It considers the income and the stock ownership tests for determining whether a corporation is a PHC, and the types of income that are treated as PHC income. This Topic includes:

- 3 Document Assembly Tools

140: ACCUMULATED EARNINGS TAX

Topic #140 discusses the 20% penalty tax imposed on a corporation that accumulates earnings beyond the reasonable needs of its business to shelter its stockholders from tax on dividends. This Topic includes:

- 1 Document Assembly Tool

CONSOLIDATED GROUPS *continued*

142: CORPORATE ALTERNATIVE MINIMUM TAX

Topic #142 the basic principles for complying with and planning for the corporate alternative minimum tax (AMT). It also describes the computation of alternative minimum taxable income (AMTI), the adjustment to AMTI for adjusted current earnings (ACE), the determination and treatment of alternative tax net operating loss (ATNOL) and AMT foreign tax credits. This Topic includes:

- 1 Document Assembly Tool

143: REDEMPTIONS TO PAY ESTATE TAXES (IRC § 303)

Topic #143 discusses distributions of property in redemption of stock from an estate or beneficiary under IRC § 303. This Topic includes:

- 1 Decision Tool
- 1 Calculator

152: CONSOLIDATED GROUPS: INTERCOMPANY TRANSACTIONS

Topic #152 discusses the consolidated group intercompany transaction rules of Reg. § 1.1502-13. A transaction between consolidated group members – e.g., a sale or exchange of property, performance of services, licensing of technology, rental of property, loan of money, or distribution with respect to stock – will generally produce deferred (rather than current) income tax results. The regulations provide a flexible set of rules that treat the group as a single taxpayer (single-entity treatment) for most purposes, including determining the time for recognizing members' income, gain, deduction, or loss from an intercompany transaction, and determining attributes of members' items, such as character or source. However, the amount and location of members' items are determined by treating the members as separate corporations (separate-entity treatment). This Topic discusses the regulatory matching rule, acceleration rule (for when the matching rule can no longer effectively be applied), rules for intercompany stock transactions, distributions, and intercompany obligations, and anti-abuse and anti-avoidance provisions. Operating rules provide additional guidance. This Topic includes:

- 3 Document Assembly Tools

154: CONSOLIDATED GROUPS: EARNINGS AND PROFITS

A corporation's earnings and profits (E&P) determines whether distributions to shareholders with respect to stock are taxable as dividend income, and special rules apply for determining E&P of consolidated group members. Topic #154 discusses E&P first in a separate return context, including the computation of E&P, how E&P is an independent measure of corporate economic income, how E&P determines taxability of corporate distributions, and how corporate distributions impact the amount of E&P. This Topic further discusses the determination of E&P in a consolidated group, including separate company E&P determination, the "tier up" process, the treatment of intercompany distributions (including distributions earned in a separate return limitation year (SRLY)), and the allocation of consolidated tax liability for purposes of adjusting E&P (including the elimination rule) and includes:

- 1 Calculator

155: CONSOLIDATED GROUPS: BASIS IN MEMBER STOCK

Topic #155 discusses the rules that are specific to the determination of the tax basis of a member of a consolidated group in shares of stock of a subsidiary member. It focuses on the investment adjustment system of Reg. § 1.1502-32 and discusses the rules specific to group structure changes and triangular reorganizations. Basis modifications for E&P purposes and the effect of the Unified Loss Rule on subsidiary stock basis are also discussed. This Topic includes:

- 11 Document Assembly Tools

PARTNERSHIPS

202: OVERVIEW OF FORMATION OF JOINT VENTURES TAXED UNDER SUBCHAPTER K

Topic #202 addresses the classification of unincorporated, nonpublicly-traded business entities as partnerships or corporations for federal tax purposes. It provides an overview of capital account maintenance under IRC § 704 and explains the tax-free or taxable nature of partner contributions of property and services.

203: OVERVIEW OF PARTNERSHIP ACCOUNTING AND MAINTENANCE OF CAPITAL ACCOUNTS

Topic #203 discusses accounting rules for determining the taxable income of a partnership as well as the nature and amount of the partners' inclusions of a partnership's tax items. This Topic includes:

- 1 Decision Tool
- Diagrams

204: BUILT-IN GAIN OR LOSS ON PROPERTY CONTRIBUTED TO THE PARTNERSHIP OR REVALUED

Topic #204 discusses the tax treatment of property that is contributed to a partnership by a partner as well as property that is revalued by the partnership. Topic #204 also discusses allocation of tax items from certain property and obligations that are treated as contributed property under regulations.

205: PARTNERSHIP ALLOCATIONS: SUBSTANTIAL ECONOMIC EFFECT AND PARTNERS' INTERESTS IN THE PARTNERSHIP

Topic #205 discusses IRC § 704(b), which provides rules for determining a partner's distributive share of the income, gain, loss, deduction or credit of a partnership, and the regulations under IRC § 704 that provide detailed rules for determining whether a partnership agreement allocation has substantial economic effect. This Topic addresses both federal and state tax implications.

206: TRANSACTIONS BETWEEN PARTNER AND PARTNERSHIP

Topic #206 discusses the federal income tax consequences of activities in which partners interact with a partnership as an entity in a non-partner capacity, as well as the federal income tax consequences of guaranteed payments. This Topic addresses both federal and state tax implications and includes:

- 1 Decision Tool
- 1 i-Table

PARTNERSHIPS *continued*

207: ALLOCATION OF PARTNERSHIP LIABILITIES

Topic #207 discusses IRC § 752, which provides rules for the treatment of partnership liabilities. This Topic addresses both federal and state tax implications.

208: PARTNERSHIP DISTRIBUTIONS

Topic #208 discusses partnership distributions, which come in a variety of forms. The rules governing partnership distributions reflect Subchapter K's combination of aggregate and entity approaches to partnership taxation. This Topic addresses both federal and state tax implications and includes:

- 1 Decision Tool

209: PARTNERSHIP BASIS

Topic #209 discusses various basis issues that arise in the partnership context, including determining a partner's initial basis in a partnership interest, the difference between inside basis and outside basis, the required increases and decreases to basis based on partnership operations, specific situations that require basis adjustments (e.g., current and liquidating distributions), and how partnership and/or partner liabilities, including the discharge of debt, affect basis and includes:

- 1 Decision Tool
- 1 Worksheet

210: TRANSFERS OF PARTNERSHIP INTERESTS

Topic #210 discusses the rules of subchapter K and other provisions of the Code applicable to the transfers and other dispositions of partnership interests, with principal focus on IRC § 706, IRC § 741, IRC § 743, IRC § 751, and IRC § 755. This Topic addresses both federal and state tax implications and includes:

- 4 Document Assembly Tools

211: PARTNER DEATH OR RETIREMENT

Topic #211 discusses payments made to retiring partners and to deceased partners' successors-in-interest. This Topic also discusses some of the effects of transfers of partnership interests resulting from the death of a partner, including the transferee partner's basis and potential adjustments to the basis of partnership property. This Topic addresses both federal and state tax implications and includes:

- 1 Document Assembly Tool

214: DEBT VS. EQUITY IN PARTNERSHIPS

Topic #214 addresses distinguishing partnership debt from partnership equity for federal income tax purposes, and examines debt vs. equity issues in partnership tax shelter transactions. This Topic includes:

- Diagrams

216: ENTITY CLASSIFICATION/DISREGARDED ENTITIES

Topic #216 discusses the classification of entities for federal income tax purposes, with particular emphasis on disregarded entities. This Topic addresses both federal and state tax implications and includes:

- 4 Charts
- 1 Document Assembly Tool
- 1 Decision Tool
- Diagrams

217: PUBLICLY TRADED PARTNERSHIPS

Topic #217 discusses the taxation of publicly traded partnerships as corporations under IRC § 7704(a). Included in the coverage is a discussion of whether an entity will be considered a publicly traded partnership and the many exceptions and safe harbors available to avoid corporate status, including the qualifying income exception. This Topic includes:

- 1 Decision Tool

218: PARTNERSHIP TERMINATIONS, MERGERS, DIVISIONS, AND CONVERSIONS

Topic #218 discusses IRC § 708, which provides generally that a partnership is treated as continuing in existence until it terminates, and defines the circumstances under which a partnership is treated as terminating for federal income tax purposes. This Topic also discusses the merger of two or more partnerships into a single partnership, the division of a single partnership into two or more partnerships, and the conversion of an entity treated as a partnership into another entity treated a corporation, partnership, or disregarded entity. This Topic addresses both federal and state tax implications and includes:

- 2 Document Assembly Tools

219: FAMILY PARTNERSHIP RULES

Topic #219 discusses the federal income tax rules and, to a limited extent, the estate and gift tax considerations, that apply to family partnerships. This Topic includes:

- 1 i-Table

220: CHOICE OF ENTITY

Topic #220 examines the tax and other considerations relevant to choosing a form through which to operate a business for profit. It discusses the state-law characteristics and tax classification of each of four primary forms of organization – C corporation, S corporation, tax partnership, or sole proprietorship – as they relate to business formation, operation, and exit strategies. This Topic also discusses the impact of the 2017 Tax Cuts and Jobs Act on this critical business decision, including the significant reduction of the corporate tax rate and the deduction for certain owners of pass-through businesses of up to 20% of qualified business income. This Topic includes:

- 1 Worksheet

S CORPORATIONS

251: S CORPORATIONS: BASIC PRINCIPLES

Topic #251 discusses the basic principles applicable to S corporations, including factors to consider when determining whether to make the S corporation election, formation, and capitalization of the S corporation, and the interaction between subchapters C and S. This Topic includes:

- 3 Document Assembly Tools

252: ELECTION AND TERMINATION OF S CORPORATION STATUS

Topic #252 discusses the rules concerning election and termination of S corporation status. It examines the eligibility requirements for a corporation to elect S corporation status, including the mechanics related to making the S corporation election. This Topic addresses both federal and state tax implications and includes:

- 10 Document Assembly Tools
- 1 Chart

253: TAXATION OF S CORPORATION INCOME, LOSSES, DEDUCTIONS, AND CREDITS

Topic #253 discusses the taxation of S corporation income, losses, deductions and credits. This Topic examines the tax treatment of the S corporation as an entity, including the instances when the S corporation, which is otherwise treated as a pass-through entity, is subject to federal income tax. This Topic addresses both federal and state tax implications and includes:

- 2 Document Assembly Tools
- 7 Charts
- 1 Worksheet

254: QUALIFIED SUBCHAPTER S SUBSIDIARIES (QSUBS)

Topic #254 discusses the tax treatment of qualified subchapter S subsidiaries (QSubs), as well as election and revocation requirements. This Topic addresses both federal and state tax implications and includes:

- 3 Document Assembly Tools
- 1 Chart

255: REORGANIZATIONS INVOLVING S CORPORATIONS

Topic #255 discusses the tax consequences of tax-free reorganizations and divisions involving S corporations. This Topic includes:

- 9 Document Assembly Tools
- Diagrams

BUSINESS INCOME, DEDUCTIONS, AND CREDITS

302: QUALIFIED BUSINESS INCOME FROM PARTNERSHIPS, S CORPORATIONS, LLCs, AND SOLE PROPRIETORSHIPS (IRC § 199A)

Topic #302 discusses the deduction under IRC § 199A, which allows non-corporate owners of sole proprietorships, S corporations, and partnerships a deduction of up to 20% of their net qualified business income from pass-through businesses. This Topic includes:

- 1 Worksheet
- 1 Decision Tool

352: RESEARCH AND DEVELOPMENT TAX CREDIT (RESEARCH CREDIT)

Topic #352 discusses the legal principles governing the Credit for Increasing Research Activities under IRC § 41, commonly referred to as the research credit.

The state tax portion of Topic #352 examines the degree to which each state conforms to the federal credit for increasing research activities under IRC § 41, considers the nuances associated with state credits modeled on the federal credit, and identifies state credits that are permitted without regard to IRC § 41. Specifically, this Topic discusses state R&D credit eligibility requirements, realization methods, and computation formulas. Each state's documentation and application procedures, if any, are also explained. This Topic includes:

- 1 Chart
- Diagrams
- 12 Calculators

COST RECOVERY

402: DEPRECIATION

Topic #402 discusses IRC § 167 and IRC § 168, which permit taxpayers to deduct depreciation for assets used in a trade or business or held for the production of income. This Topic addresses both federal and state tax implications and includes:

- 1 Document Assembly Tool
- 1 Chart

403: EXPENSING AND BONUS DEPRECIATION

Topic #403 discusses the special expensing provision under IRC § 179 for otherwise depreciated assets as well as the additional first-year depreciation, or bonus depreciation, provided under IRC § 168(k). This Topic addresses both federal and state tax implications and includes:

- 2 Document Assembly Tools
- 8 Charts

COST RECOVERY CONTINUED

404: INTANGIBLES: AMORTIZATION, AND OTHER COST RECOVERY METHODS

Topic #404 discusses cost recovery methods for deducting the cost of acquiring or creating intangible assets over time. It examines IRC § 197 in detail and when intangible assets cannot be amortized under IRC § 197. This Topic includes:

- 1 Document Assembly Tool

405: DEPRECIATION RECAPTURE

Topic #405 discusses the recapture, or the recharacterization as ordinary income, of gain realized from the sale or disposition of property resulting from the depreciation, amortization, or other cost recovery deductions taken on the property. This Topic addresses both federal and state tax implications.

406: LEASING TRANSACTIONS: COST RECOVERY

Topic #406 discusses the distinction between leases and other similar economic relationships; which lessor and lessee costs are recoverable; depreciation and amortization; limits on the availability of deductions; special categories of property; matching income and payments; tax treatment of sales, abandonments, demolitions, casualties, and cancellations; recapture; dual-use property; alternative minimum tax; tax-exempt organizations; and various international aspects of leasing, including tax rates, withholding, and the foreign tax credit. This Topic includes:

- 4 Document Assembly Tools
- 1 Decision Tool

407: DEPLETION

Topic #407 discusses depletion as provided for under IRC § 611. While primarily a cost recovery method for natural resources, in many cases depletion provides a unique tax incentive for developers of natural resources far beyond the recovery of basis in the mineral interest. This Topic includes:

- 6 Document Assembly Tools

SALES AND EXCHANGES

501: SALES AND EXCHANGES: BASIC PRINCIPLES

Topic #501 discusses the basic principles of sales and exchanges, which are taxable events unless an exception applies. This Topic includes:

- 1 Document Assembly Tool
- 1 Decision Tool
- 1 i-Table

502: CAPITAL GAINS AND LOSSES

Topic #502 discusses the taxation of capital gains and losses, including the definition of capital asset, computations of gross income and taxable income, the deductibility of losses and loss carryovers, as well as Section 1231 gains and losses. This Topic includes:

- 2 Document Assembly Tools
- 1 Calculator
- Diagrams

504: BASIS

Topic #504 discusses basis: a taxpayer's investment in property, as adjusted after acquisition, and its function in the tax law. It is the point of departure for determining a taxpayer's gain or loss on the sale or other disposition of property, a taxpayer's annual deductions for depreciation, amortization and depletion, the amount of a taxpayer's casualty loss, bad debt deduction, or losses from "at-risk" activities, and is the mechanism to preserve gain or loss in nonrecognition transactions. This Topic includes:

- 3 Document Assembly Tools

505: LIKE-KIND EXCHANGES

Topic #505 discusses like-kind exchanges under IRC § 1031. This Topic addresses both federal and state tax implications and includes:

- 4 Document Assembly Tools
- 2 Charts
- Diagrams
- 1 Calculator

507: WASH SALES

Topic #507 discusses the wash sale rules under IRC § 1091, including the many definitional and timing rules. This Topic includes:

- 1 Document Assembly Tool

508: PURCHASE AND SALE OF BUSINESS

Topic #508 discusses various tax and business issues that a seller and a buyer may face when engaging in the sale or purchase of a business, including structuring, due diligence, and valuation issues. This Topic includes:

- 6 Document Assembly Tools
- 2 Calculators
- 1 i-Table
- 1 Decision Tool

509: HOLDING PERIOD FOR CAPITAL ASSETS

Topic #509 discusses the holding period of capital assets, which is the length of time that a taxpayer holds (i.e., owns) a capital asset under IRC § 1221(a) before its sale or exchange.

SALES AND EXCHANGES *CONTINUED*

510: INVOLUNTARY CONVERSIONS

Topic #510 discusses the tax treatment of involuntary conversions under IRC § 1033. An involuntary conversion occurs when property is destroyed, stolen, condemned, or disposed of under the threat of condemnation, and the taxpayer receives other property or money in payment, such as insurance or a condemnation award. IRC § 1033 allows a taxpayer to defer gain realized on the conversion to the extent that the taxpayer receives property that is similar or related in service or use to the converted property, or purchases qualifying replacement property within a specified period of time.

511: SMALL BUSINESS STOCK, QUALIFIED SMALL BUSINESS STOCK, AND INVESTMENTS IN SBICS

Topic #511 discusses several tax incentives available to investors in small businesses. It examines the exclusion of gain and the deferral of tax on the sale of qualified small business stock under IRC § 1202 and IRC § 1245, and the availability of ordinary loss treatment on the sale or worthlessness of small business stock under IRC § 1244. Topic 511 also explores the tax benefits available to investors in SBICs under IRC § 1242 or IRC § 1044. This Topic includes:

- 1 Document Assembly Tool

INVESTMENTS

551: NET INVESTMENT INCOME TAX

Topic #551 analyzes the 3.8% net investment income tax (NIIT), which is imposed by IRC § 1411. This Topic defines "net investment income," describes the applicable income thresholds that trigger the NIIT, and explains how affected taxpayers compute NIIT. This Topic includes:

- 1 Document Assembly Tool
- 1 Decision Tool

552: REAL ESTATE INVESTMENT TRUSTS (REITS)

Topic #552 examines the various requirements that a real estate company must satisfy, and continue to satisfy, to qualify as a REIT, including organizational and operational requirements regarding its sources of income, type of investments, management, ownership, and relationships with financially interested parties. This Topic addresses both federal and state tax implications and includes:

- 7 Document Assembly Tools
- 4 Worksheets
- 1 Chart

557: DERIVATIVE INSTRUMENTS: NOTIONAL PRINCIPAL CONTRACTS

Topic #557 discusses the treatment of Notional Principal Contracts (NPCs). This includes the timing and character of periodic, non-periodic, and termination payments on NPCs. It also includes the effects of certain finance-related Code provisions on the treatment of NPCs, as well as certain international rules.

COMPENSATION

653: COMPENSATORY OPTIONS

Topic #653 discusses the taxation of equity options awarded to employees and nonemployees as compensation for the performance of services. This Topic includes:

- 1 Document Assembly Tool

656: INDEPENDENT CONTRACTORS

Topic #656 discusses how to determine and document workers who qualify as independent contractors under the tests used most by government agencies.

TAX ACCOUNTING

752: ACCOUNTING PERIODS

Topic #752 discusses the tax accounting periods required under the Internal Revenue Code, options for adopting accounting periods, methods of changing accounting periods, and special problems in transactional reporting. This Topic includes:

- 2 Document Assembly Tools

753: ACCOUNTING METHODS: GENERAL PRINCIPLES, ADOPTIONS, AND CHANGES

Topic #753 discusses the requirements of tax accounting methods, including the definition of an accounting method and the associated requirements of conformity to books and consistency. This Topic also covers the procedures for adopting and changing accounting methods for a business, and strategies and considerations in adopting an accounting method change. This Topic includes:

- 5 Document Assembly Tools

754: ACCOUNTING METHODS: OVERALL AND SPECIAL METHODS

Topic #754 discusses the use of overall and selected special methods of accounting, including the timing of income and expense recognition by users of the overall cash method. The accrual method of accounting, selected special methods, and hybrid method are also discussed. This Topic is intended to aid in understanding the implications of method choices on the timing of recognition, as well as to facilitate transactional planning. This Topic includes:

- 2 Document Assembly Tools

755: ACCOUNTING METHODS: ACCRUAL METHOD

Topic #755 discusses the accrual method of accounting, including the timing of income and expense recognition by users of the overall accrual method. This Topic includes:

- 6 Document Assembly Tools

TAX ACCOUNTING CONTINUED

756: UNIFORM CAPITALIZATION RULES (UNICAP): GENERAL RULES

Topic #756 examines how UNICAP applies to different types of covered property and taxpayers, which costs are properly allocable to covered property, exceptions, and exclusions from UNICAP, methods for computing the UNICAP allocation, and the rules requiring capitalization of interest as an allocable cost.

758: LONG-TERM CONTRACTS

Topic #758 discusses the tax accounting rules for long-term contracts under IRC § 460. It examines the percentage-of-completion method which is based on estimated costs, rather than the degree of a project's physical completion, and explains the look-back method that must be applied when the contract is completed. This Topic includes:

- 5 Document Assembly Tools
- 1 Decision Tool

762: PASSIVE ACTIVITY LOSSES

Topic #762 discusses the passive activity loss rules. These rules are primarily designed to curb investments in tax shelters and apply to individuals, estates, certain trusts, publicly traded partnerships, personal service corporations and, in a more limited way, to closely-held C corporations, as well as to owners of interests in pass-through entities. This Topic includes:

- 5 Document Assembly Tools
- 4 Decision Tools

763: AT-RISK RULES

Topic #763 discusses the "at-risk" rules of IRC § 465, which limit a taxpayer's ability to use nonrecourse debt and other risk-limiting devices to deduct losses from a covered activity in excess of the taxpayer's actual investment, or amount "at-risk."

764: INSTALLMENT SALES

Topic #764 discusses the application of the installment sale method to those sales or exchanges of real or personal property for which at least one payment will not be received in the year of sale. These rules include the installment sale rules of IRC § 453, the interest and pledge rules of IRC § 453A, and the gain or loss on disposition rules of IRC § 453B. This Topic includes:

- 2 Calculators

STATE SPECIFIC

1001: STATE TAXATION: BASIC PRINCIPLES

Topic #1001 provides an overview of basic state tax principles, including an examination of limits on state taxation, such as jurisdiction, federal, and state constitutional restrictions, federal statutes, and federal immunity from state taxation.

1002: NEXUS

Topic #1002 addresses corporate income tax nexus, one of the most complex and important considerations for multistate and multinational corporations operating in the United States today. The Topic provides a broad overview of federal and multistate corporate income tax nexus considerations and considers each state's approach to this emerging area. This Topic includes:

- 3 Charts

1003: IRC CONFORMITY

Topic #1003 discusses each state's conformity to the Internal Revenue Code and federal tax concepts including the state's conformity date and the effect of federal tax elections, interpretations, and administrative guidance. This Topic includes:

- 1 Chart

1004: UDITPA CONFORMITY

Topic #1004 is a state-by-state discussion of each jurisdiction's conformity, or lack of conformity, to the Uniform Division of Income for Tax Purposes Act (UDITPA). This Topic includes:

- 2 Charts

1005: ALLOCATION & APPORTIONMENT

Topic #1005 is a state-by-state examination of how taxpayers with multistate taxable income use allocation and apportionment methods to attribute income to each state. This Topic describes which taxpayers are subject to allocation and apportionment, the types of income allocated or apportioned, and the formulas each state uses to apportion income. This Topic includes:

- 28 Calculators
- 3 Charts

1006: BUSINESS VS. NONBUSINESS INCOME

Topic #1006 is a state-by-state examination of the nature and importance of distinctions drawn by most states between business income and nonbusiness income. In addition, the Topic describes how each state would typically categorize specific kinds of income as business or nonbusiness income, as well as each state's method for making that classification. This Topic includes:

- 1 Chart

1007: SALES FACTOR

Topic #1007 is a state-by-state examination of the sales factor, an increasingly important element of state apportionment schemes for taxpayers that conduct business in more than one taxing state. The sourcing of receipts is discussed in detail. This Topic includes:

- 9 Charts

1008: PROPERTY FACTOR

Topic #1008 discusses the property factor, one element of common state apportionment schemes for taxable corporations with business income derived from multiple states. This Topic includes:

- 10 Charts

STATE SPECIFIC CONTINUED

1009: PAYROLL FACTOR

Topic #1009 discusses the payroll factor, one element of common state apportionment schemes for taxable corporations with business income derived from multiple states. This Topic includes:

■ 10 Charts

1010: E-COMMERCE

Topic 1010 is a state-by-state examination of the corporate income tax implications of pure e-commerce transactions. This Topic Includes:

■ 1 Chart

1011: RELATED PARTY TRANSACTIONS

Topic 1011 is a state-by-state examination of the state corporate income tax consequences of transactions between related corporations. This Topic addresses state conformity to IRC § 267, provides an overview of statutory provisions requiring or permitting taxpayers to file on a combined or consolidated basis in which intercompany transactions are eliminated, and describes related party expense addback statutes. This Topic also discusses how state tax agencies use Section 482-type transfer pricing powers, equitable apportionment provisions, and common law principles such as the "sham transaction" and "economic purpose" doctrines to prevent the artificial shifting of profits between related entities. This Topic includes:

■ 4 Charts

1012: UNITARY BUSINESS

Topic #1012 is a state-by-state examination of each state's specific definition of a unitary business as it applies to corporate taxpayers.

1013: COMBINED/CONSOLIDATED REPORTING

Topic #1013 is a state-by-state examination of the combined or consolidated income tax filing requirements for multi-entity business enterprises operating in multiple state taxing jurisdictions. This Topic describes the specific state filing requirements and options, the computation of taxable income under each state's filing method, and rules with regard to net operating loss deductions and tax credits. This Topic includes:

■ 4 Charts

1015: COMPOSITE RETURNS

Topic #1015 examines the availability and procedure for composite return filing in each state. The Topic provides the method for calculating the composite tax liability and addresses the filing, payment, and withholding requirements with respect to composite returns in each state. This Topic includes:

■ 6 Charts

1016: ADDITIONS

Topic #1016 discusses amounts that taxpayers add to federal taxable income when computing state taxable income. These vary from state to state, but may include federal bonus depreciation, interest from obligations of other states, the federal domestic production activities deduction, foreign taxes, related party intangible expenses, and other amounts. This Topic includes:

■ 6 Charts

1017: SUBTRACTIONS

Topic #1017 discusses amounts that taxpayers subtract from federal taxable income when computing state taxable income. These vary from state to state, but may include interest from US obligations, certain related party income, and other amounts. This Topic includes:

■ 3 Charts

1019: TAXES PAID TO OTHER JURISDICTIONS

Topic #1019 is a state-by-state examination of how taxes paid to other jurisdictions affect the calculation of taxable income. This Topic includes:

■ 12 Charts

1020: GOVERNMENT OBLIGATIONS

Topic #1020 is a state-by-state examination of the income tax treatment of income received from obligations issued by federal, state, and municipal governments, and by certain international institutions. This Topic includes:

■ 3 Charts

1021: AUTHORITY TO TRANSACT BUSINESS IN ANOTHER STATE – REGISTRATION REQUIREMENTS

Topic #1021 is a state-by-state examination of the requirements an entity must satisfy in order to transact business in a state other than the one in which it was formed or incorporated. This Topic includes:

■ 7 Charts

1050: SALES & USE TAX: NEXUS

Topic #1050 examines each state's approach to sales and use tax nexus, which is one of the most contentious issues in state and local tax today. The Topic provides examples and highlights areas of concern and uncertainty. This Topic includes:

■ 10 Charts

1051: SALES & USE TAX: E-COMMERCE

Topic #1051 is devoted to the complicated and growing group of electronic commerce transactions that do not involve sales of traditional tangible personal property and are conducted online. This Topic analyzes each state's treatment of electronic commerce transactions to date, and takes a quick look at recent nexus developments that may affect these transactions. This Topic includes:

■ 6 Charts

1052: SALES AND USE TAX: MANUFACTURING

Topic #1052 is a state-by-state examination of the sales and use tax treatment of transactions related to manufacturing and production processes. This Topic includes:

■ 2 Charts

STATE SPECIFIC CONTINUED

1053: SALES & USE TAX: DROP SHIPMENTS

Topic #1053 examines the sales and use tax treatment of drop shipment transactions, which involve at least two sales and three parties: the retailer, the drop-shipper, and the customer. This Topic discusses each state's approach to drop shipments in detail. This Topic includes:

- 46 Decision Tools
- 1 Chart

1054: SALES & USE TAX: THE "CLOUD"

Topic #1054 discusses the sales and use tax treatment of cloud computing and other complex electronic transactions, a new breed of transactions which states are only now beginning to grapple with.

1055: SALES & USE TAX: INFORMATION SERVICES

Topic #1055 discusses the sales and use tax treatment of information services, including how each state defines a taxable information service, what exemptions may apply, and whether the method of delivery is a determining factor for taxability. This Topic includes:

- 1 Chart

1056: SALES & USE TAX: COMMUNICATION SERVICES

Topic #1056 addresses the sales and use tax consequences of communication services and, where relevant, excise tax consequences of these types of transactions in each state. The consequences of bundled transactions, sales for resale, and sourcing rules in the context of sales of communications services are also addressed. This Topic includes:

- 10 Charts

1057: SALES & USE TAX: UTILITIES SERVICES

Topic #1057 addresses the applicability of sales and use taxes to utilities services, such as electricity, gas, water, and steam. This Topic includes:

- 1 Chart

1058: SALES & USE TAX: REPAIR, MAINTENANCE, & INSTALLATION SERVICES

Topic #1058 discusses the sales and use tax consequences of installation, repair, and maintenance services in general, including warranty and service contracts, and identifies special circumstances where states have issued additional guidance. This Topic includes:

- 14 Charts

1059: SALES & USE TAX: PROFESSIONAL SERVICES

Topic #1059 addresses the sales and use tax consequences of professional service transactions in the 50 states and the District of Columbia. Services this Topic addresses include: medical services; legal services; financial, accounting, and tax advisory services; veterinary services; architecture, engineering, and surveying services; and education, library, research, and scientific services. This Topic includes:

- 8 Charts

1060: SALES & USE TAX: FOOD & BEVERAGES

Topic #1060 is a state-by-state examination of the sales and use tax treatment of food and beverage sales. Coverage addresses: the taxability of different categories of food and beverages, the treatment of food and beverages sold from particular locations, the nature of the sellers and purchasers, the treatment of activities associated with food and beverage sales, and the existence of any local sales and use taxes. This Topic includes:

- 10 Charts

1061: ALCOHOL TAXES: RETAILERS

Topic #1061 is a state-by-state examination of the taxation of alcoholic beverage sales made by retailers. This Topic discusses whether these sales are subject to sales and use tax, excise taxes, and local taxes; how these taxes are calculated; and corresponding reporting requirements. This Topic includes:

- 1 Chart

1062: ALCOHOL TAXES: DISTRIBUTORS AND WHOLESALERS

Topic #1062 is a state-by-state examination of the taxation of alcoholic beverage sales by distributors and wholesalers. This Topic discusses whether these sales are subject to sales and use tax, excise taxes, local taxes, and licensing or other fees; how these taxes and fees are calculated; and corresponding reporting requirements. This Topic includes:

- 4 Charts

1063: CANNABIS TAXES

Topic #1063 is a state-by-state examination of the taxation of cannabis and cannabis products. This Topic discusses whether each state conforms to IRC §280E (disallowance of certain business deductions for businesses trafficking in controlled substances) for personal and corporate income tax purposes. This Topic also discusses whether sales of cannabis are subject to sales and use taxes, whether any exemptions apply to certain types of cannabis sales (e.g., via prescription), and whether the state imposes an excise tax on cannabis. Stamp taxes on illegal activities involving cannabis are also discussed. This Topic includes:

- 2 Charts

1070: GROSS RECEIPTS TAXES

Topic #1070 examines state gross receipts taxes. States typically tax or assess utility companies on the basis of their gross receipts or gross revenues and use the proceeds to fund the regulation and supervision of those utility companies.

1071: TEXAS FRANCHISE TAX ("MARGIN TAX")

Topic #1071 examines the Texas franchise tax, which is imposed on each taxable entity that does business in Texas or that is chartered or organized in Texas, including partnerships, corporations, limited liability companies, professional associations, and other types of entities. This Topic includes:

- 1 Calculator

STATE SPECIFIC CONTINUED

1072: OHIO COMMERCIAL ACTIVITY TAX

Topic #1072 examines the Ohio commercial activity tax (CAT), which replaced the state's corporation franchise tax and its business personal property tax.

1073: WASHINGTON BUSINESS & OCCUPATION TAX

Topic #1073 examines the Washington business and occupation (B&O) tax, which is a broad-based tax on gross income and applies to most businesses with activity in Washington. This Topic includes:

- 1 Decision Tool

1074: NEW YORK CORPORATE FRANCHISE TAX

Topic #1074 examines New York's Article 9-A Franchise Tax on Business Corporations ("Franchise Tax"). In 2014, New York enacted substantial changes to the Franchise Tax, including changes to the tax base, rates, combined reporting regime, and apportionment rules that are generally effective for tax years beginning on or after January 1, 2015.

1075: UNCLAIMED PROPERTY

Topic #1075 provides a state-by-state examination of unclaimed property rules and features a special practical guide to unclaimed property audits. This Topic includes:

- 4 Charts

1080: PUERTO RICO CONSUMPTION TAXES

Topic #1080 provides coverage of the impending implementation of Puerto Rico's value-added tax (VAT) or, in Spanish, "Impuesto al Valor Agregado" (IVA). This Topic includes:

- Diagrams

INTERNATIONAL (US INCOME TAX)

2001: TRANSFER PRICING: GENERAL PRINCIPLES

Topic #2001 examines core US transfer pricing principles, including the arms-length standard, comparability, and the best method rule. This Topic includes:

- 2 Document Assembly Tools
- 1 i-Table

2101: SUBPART F, CFCs, AND US SHAREHOLDERS: BASIC PRINCIPLES

Topic #2101 addresses the current inclusion of certain types of foreign income by controlled foreign corporation (CFCs) under subpart F in the gross income of certain US Shareholders. This Topic includes:

- 1 Document Assembly Tool
- 1 Worksheet (GILTI Calculator)

2102: FOREIGN BASE COMPANY INCOME (EXCEPT FOREIGN HOLDING COMPANY INCOME)

Topic #2102 explores a significant component of subpart F income, namely, foreign base company (FBC) income, which is taxable to US shareholders. This Topic includes:

- 1 Document Assembly Tool

2103: FOREIGN PERSONAL HOLDING COMPANY INCOME

Topic #2103 discusses foreign personal holding company (FPHC) income, which is subpart F income taxable to the US shareholders. This Topic includes:

- 2 Decision Tools

2104: SUBPART F INSURANCE INCOME

Topic #2104 discusses the US income taxation of foreign insurance operations of US companies through controlled foreign corporations and branches under subpart F of the Code. This Topic includes:

- 3 Document Assembly Tools

2106: DISTRIBUTIONS OF CFC EARNINGS AND SALES OF CFC STOCK

Topic #2106 examines the US federal income tax treatment of dividend distributions with respect to, and the sale or exchange of, stock in a controlled foreign corporation (CFC). This Topic includes:

- 1 Document Assembly Tool

2107: PASSIVE FOREIGN INVESTMENT COMPANIES (PFICs)

Topic #2107 discusses the US tax consequences of investing in a passive foreign investment company (PFIC). This Topic includes:

- 5 Document Assembly Tools

2110: LIMITATIONS ON THE FOREIGN TAX CREDIT

Topic #2110 discusses limitations imposed by IRC § 904 and IRC § 907 on a taxpayer's ability to claim otherwise creditable foreign taxes to reduce its US tax liability.

2111: SECTION 965 TRANSITION TAX ON ACCUMULATED FOREIGN EARNINGS

Topic #2111 discusses the one-time US transition tax on untaxed (deferred) foreign earnings of foreign subsidiaries of US corporations. This Topic includes:

- 2 Charts

2113: FOREIGN-DERIVED INTANGIBLE INCOME (FDII)

Topic #2113 discusses the U.S. federal tax treatment of a domestic corporation's foreign-derived intangible income (FDII) under IRC § 250. The deduction for a portion of the corporation's income from sales of goods and services to foreign customers over a nominal return of 10% on its tangible depreciable assets effectively reduces the U.S. tax rate on income properly characterized as FDII. This Topic explores the rules for determining the percentage of a domestic corporation's deduction eligible income that is foreign-derived, substantiating that sales of property are for foreign use or that services are provided to a person or with respect to property not located in the U.S., and computing the domestic corporation's deemed intangible income, and its components, such as its qualified business asset investment (QBAI). It also discusses the rules for applying the taxable income limitation and related reporting requirements.

"The way the content is organized reduces the need to do multiple searches in different databases, saving us time and giving us more confidence that staff will not miss anything in the research process."

Ross A. Whitley, CPA
Berman Hopkins Wright & LaHam CPAs
and Associates, LLP



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