



**State of California
Franchise Tax Board**

1998 Guidelines for Corporations Filing A Combined Report

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- Form 100-WE, Water's-Edge Booklet
- FTB Pub. 1038, Guide for Corporations Dissolving, Surrendering (Withdrawing) or Merging
- FTB Pub. 1050, Application and Interpretation of Public Law 86-272
- FTB Pub. 1060, Guide for Corporations Starting Business in California
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Corporations Filing a Combined Report

Introduction

This publication sets forth the concepts of the unitary method of taxation and its application by the State of California to corporations subject to either the franchise tax or income tax. It includes instructions for preparing a combined report, which a corporation is required to use in computing its California tax liability when the corporate activities are part of a unitary business conducted by the corporation and its related corporations. A combined report is not equivalent to a consolidated return for federal purposes.

This publication does not address water's-edge statutes under which corporate taxpayers may elect to exclude from the combined report some or all of the income and apportionment factors of certain foreign affiliates in the unitary group. For more information about the water's-edge election, get Form 100-WE, Water's-Edge Booklet.

The Unitary Method

Corporations deriving income from sources both within and outside California are required to measure their tax liability by income derived from or attributable to sources within California. To determine the portion of total income that may reasonably be attributable to this state, California utilizes the unitary business principle. This concept has been validated by income and franchise tax cases for more than 70 years.

Under the unitary method as applied by California, all of the elements comprising a single trade or business are viewed as a whole or unit, hence the term "unitary." The business income from all activities of a unitary business is combined into a single report, whether such activities are conducted by divisions of a single corporation or by members of a commonly controlled group of corporations. For most businesses, the combined business income is apportioned to California by a formula derived from the Uniform Division of Income for Tax Purposes Act (UDITPA) and Revenue and Taxation Code (R&TC) Sections 25120-25139. The elements required in a combined report are discussed in detail beginning on page 4.

Development of the Unitary Method

The theory underlying the unitary business principle has its roots in property tax law, where the issue of apportionment arose during the 1870s in the context of railroad taxation (*State Railroad Tax Cases*, (1876) 92 U.S. 575). A broader application later evolved as the states adopted the practice of measuring taxes by income. As early as 1920, the United States Supreme Court approved the use of a formula to apportion the income of a single corporation among several states in the case of *Underwood Typewriter Co. v. Chamberlain*, (1920) 254 U.S. 113.

California's use of formula apportionment dates to 1929 and the enactment of the original Franchise Tax Act. The use of the unitary method to combine the income from unitary divisions of a single corporation was validated by the California Supreme Court in *Butler Bros. v. McColgan* (1941), 17 Cal.2d.664. In *Edison California Stores v. McColgan*, (1947) 30

Cal.2d.472, the California Supreme Court extended the unitary business concept to allow apportionment of combined income of a common business activity conducted by a multi-corporate group.

While R&TC Section 25101 provides the general authority for use of the unitary business concept, no statutes have ever been adopted to define precisely the scope of application of the unitary principle. Instead, the law has evolved through a series of judicial decisions. For example:

- In *Superior Oil Co. v. Franchise Tax Board*, (1963), 60 Cal.2d 406, the California Supreme Court held that once it is determined that a business with income from sources within and outside the state is unitary, formula apportionment MUST be utilized.
- The United States Supreme Court found California's application of the unitary business principle to multiple corporations to be constitutional in *Container Corporation v. Franchise Tax Board*, (1983) 463 U.S. 159, aff'g 117 Cal. App.3d 988 (1981).
- Application of the unitary method is required whether the unitary business is carried on over state or international boundaries. Application of the unitary method to worldwide activities of a single corporation was first sanctioned by the United States Supreme Court in *Bass, Ratcliff & Gretton Ltd. v. State Tax Commission*, (1924) 266 U.S. 271. More recent decisions upholding the application of the unitary method to worldwide activities of multiple corporations are *Container Corporation v. Franchise Tax Board*, discussed above; *Barclays Bank Internat., LTD v. Franchise Tax Board*, (1994) 129 L. Ed 2d. 244 aff'd 2 Cal. 4th 708, (1992) and *Colgate-Palmolive v. FTB*, (1994) 129 L. Ed 2d. 244.

Tests for Determining Unity

Both *Butler Bros.* and *Edison California Stores*, discussed above, set forth tests to be used in determining whether the activities of several divisions or corporations should be considered unitary. In *Butler Bros.*, the court held that a "unitary business" exists where there is: (1) unity of ownership; (2) unity of operation as evidenced by central divisions for functions such as purchasing, advertising, accounting and management; and (3) unity of use in its centralized executive force and centralized system of operations. In *Edison California Stores*, the court held that if the operation of the portion of the business done within the state is dependent upon or contributes to the operation of the business outside the state, the operations are unitary; otherwise, if there is no such dependency, the business within the state may be considered to be separate.

The three unities test and the contribution or dependency test have been applied by the California courts in a variety of cases. (See, e.g., *Superior Oil Co. v. Franchise Tax Board* (1963) 60 Cal.2d 406, 411-412; *Honolulu Oil Corp. v. Franchise Tax Board* (1963) 60 Cal.2d 417, 423-424; *John Deere Plow Co. v. Franchise Tax*

Board (1951) 38 Cal.2d 214, 221-222; *Container Corporation of America v. Franchise Tax Board* (1981) 117 Cal.App.3d 988, 994-1001, aff'd at 463 U.S. 159, (1983); *Chase Brass & Copper Co. v. Franchise Tax Board* (1970) 10 Cal.App.3d 496, 501-502.) If the 3 unities test or the contribution/dependency test is satisfied, the businesses are unitary (*A.M. Castle & Co. v. Franchise Tax Board* (1995) 36 Cal. App. 4th 1794.)

The United States Supreme Court has also referred to a unitary business as one that exhibits "contributions to income resulting from functional integration, centralization of management and economies of scale." (*Mobil Oil Corp. v. Comm'r of Taxes of Vt.* (1980) 445 U.S. 425, 438; *F. W. Woolworth Co. v. Taxation and Revenue Dep't of the State of N.M.* (1982) 458 U.S. 354, 366, *Allied Signal v. Director, Taxation Division* (1992), 504 U.S. 768.) That court further noted that, "[t]he prerequisite to a constitutionally acceptable finding of a unitary business is a flow of value, not a flow of goods." (*Container Corp. of America v. Franchise Tax Board* (1983) 463 U.S. 159, 178.) The Supreme Court has stated that for commonly controlled activities to be nonunitary, they must be part of "unrelated business activity which constitutes a 'discrete business enterprise.'" (*Mobil Oil Corp.*, supra, 445 U.S. at 439-440.)

18 Cal. Code Reg. Section 25120 provides additional rules and examples regarding what constitutes a unitary business. The regulation: (1) recognizes that a single taxpayer may have more than one "trade or business"; and (2) sets forth three factors, the presence of any one of which creates a "strong presumption" that the activities of the taxpayer constitute a single trade or business. 18 Cal. Code Reg. Section 25120 provides in pertinent part:

(b) Two or More Businesses of a Single Taxpayer. A taxpayer may have more than one "trade or business." In such cases, it is necessary to determine the business income attributable to each separate trade or business. The income of each business is then apportioned by an apportionment formula which takes into consideration the in-state and out-of-state factors which relate to the trade or business the income of which is being apportioned.

* * *

The determination of whether the activities of the taxpayer constitute a single trade or business or more than one trade or business will turn on the facts in each case. In general, the activities of the taxpayer will be considered a single business if there is evidence to indicate that the segments under consideration are integrated with, dependent upon or contribute to each other and the operations of the taxpayer as a whole. The following factors are considered to be good indicia of a single trade or business, and the presence of any of these factors creates a strong presumption that the activities of the taxpayer constitute a single trade or business:

(1) Same type of business. This factor applies when all of a taxpayer's activities are in the same general line, such as in the operation of a chain of retail grocery stores.

(2) Steps in a vertical process. An example of this factor would be a taxpayer that explores for and mines copper ores; concentrates, smelts and refines the copper ores and fabricates the refined copper into consumer products.

(3) Strong centralized management. A taxpayer that might otherwise be considered as engaged in more than one trade or business is properly considered as engaged in one trade or business when there is a strong central management, coupled with the existence of centralized departments for such functions as financing, advertising, research or purchasing.

For recent court decisions that discuss strong centralized management and the application of the unitary concept to diverse businesses, see *Mole-Richardson Co. v. Franchise Tax Board* (1990) 220 Cal.App.3d 889, 894; *Tenneco West, Inc. v. Franchise Tax Board* (1991) 234 Cal.App.3d 1510 and *Dental Insurance Consultants, Inc. v. Franchise Tax Board* (1991) 1 Cal.App.4th 343. For application of the unitary tests to passive holding companies, get FTB Legal Rulings 95-7 and 95-8, dated November 29, 1995.

As noted above, the activities of a single corporation or group of commonly owned corporations do not always constitute a single unitary business. If a taxpayer has two or more trades or businesses that are not unitary with one another, separate combined report computations must be made to compute business income and apportionment factors for each trade or business and to apportion to California the business income of each.

California law classifies income as either "business" or "nonbusiness." Business income is income arising from transactions and activity in the regular course of the taxpayer's trade or business. Business income includes income from tangible and intangible property if the acquisition, management and disposition of the property constitute integral parts of the taxpayer's regular trade or business operations. Business income is assigned through formula apportionment (R&TC Section 25120(a)). Nonbusiness income is all other income (R&TC Section 25120(d)) and is generally allocated to a particular jurisdiction (R&TC Sections 25123-25127). Regulations under R&TC Section 25120 also provide guidance for distinguishing between business and nonbusiness income. For further discussion and examples of business and nonbusiness income, refer to the instructions for Schedule R, Apportionment and Allocation of Income.

Unity of Ownership

A corporation may file a combined report with other members of a unitary group only if the corporations are members of a commonly controlled group as defined by R&TC Section 25105. Generally, a commonly controlled group exists when stock possessing more than 50% of the voting power is owned, or constructively

owned, by a common parent corporation (or chains of corporations connected through the common parent) or by members of the same family. A commonly controlled group also includes corporations that are stapled entities, see R&TC Section 25105(b)(3). Special rules are provided in R&TC Section 25105 for partnerships, trusts and transfers of voting power by proxy, voting trust, written shareholder agreement, etc.

The Use of a Combined Report

Two or more corporations conducting a unitary business within and outside California are required to use the combined reporting approach to determine California source income subject to tax by California.

For years beginning on or after January 1, 1980, R&TC Section 25101.15 allows corporations conducting a unitary business wholly within California to elect to use a combined report.

A corporation that has made a valid election to be treated as an "S corporation" may not generally be included in a combined report. However, in some cases, the Franchise Tax Board (FTB) may use combined reporting methods to clearly reflect income of an S corporation (R&TC Section 23801(d)(1)).

The combined report is a means by which the income of a unitary business is divided among the taxing jurisdictions in which the trade or business is conducted. A combined report is not a "return," but merely the name given to the calculations by which multi-entity unitary businesses apportion income on a geographic basis. There is no "combined report" form; tax is calculated on an attachment to Form 100 using the format described in this publication.

In a combined report, the entire amount of unitary business income of all corporations in the unitary group (including unitary members with no property, payroll or sales within California) is aggregated in the combined report.

The combined business income of the unitary group is then apportioned to California by the apportionment formula (details of this formula are discussed in the instructions to Schedule R, Apportionment and Allocation of Income). Income apportioned to California is then further apportioned between the unitary members subject to tax in California. Refer to R&TC Section 25129 through 25137 and the corresponding regulations for guidelines on calculating the apportionment formula. (This is commonly referred to as "intrastate apportionment." The computations are explained in FTB Legal Ruling 234 and FTB Notice 90-3.)

The taxable income of each member is then computed, taking into account its share of apportioned business income or loss, California source nonbusiness income or loss, and allowable California source net operating loss. Credits are applied against the tax on a separate entity basis. Unless otherwise provided by statutory authority, specific credit(s) are only available to the taxpayer corporation that incurred the expense that generated the credit(s). Generally, each California taxpayer included in the combined report must file its own tax return using Form 100. However, some unitary groups may elect to file a single group Form 100 and

report the sum of the separate tax liabilities of the unitary members.

Unlike a consolidated return, in which the group is treated as a single taxpayer, members of a unitary business are taxed individually and each affiliate doing business, qualified to do business or incorporated in California is subject to at least the minimum franchise tax.

Contents of a Combined Report

A combined report should contain the following:

- A list of subsidiaries/affiliates and their California corporation numbers and FEINs;
- A combined profit and loss statement in columnar format disclosing each corporation's statement of profit and loss;
- A schedule in columnar format disclosing the various adjustments for each corporation necessary to convert the combined profit and loss statement to the combined income subject to apportionment. This schedule includes any adjustments necessary to revise federal or foreign income to that reported for California purposes, as well as adjustments for nonbusiness income or loss;
- A combined apportionment formula in columnar format disclosing for each corporation the total amount of property, payroll and sales, and the amount of California property, payroll and sales;
- A schedule in columnar format disclosing for each corporation any items of nonbusiness income or expense allocated to California;
- Schedules disclosing the computations of the amount of the interest offset and the charitable contributions adjustment;
- A schedule in columnar format of the alternative minimum tax calculation for each corporation;
- Schedules in columnar format disclosing for each corporation all data required by Form 100. These schedules include:
 1. Balance sheets;
 2. Gains and losses from sale or exchange of assets;
 3. Taxes on or measured by income;
 4. Dividends and interest received;
 5. Income or loss from rentals, royalties, partnerships and miscellaneous sources; and
 6. Net operating losses; and
- Schedules in columnar format showing the computation of income apportionable and allocable to this state for each member of the group, and the computation of each member's tax credits and tax liability.

A comprehensive example illustrating the use of the above schedules begins on page 8.

Consolidated Return Distinguished From a Combined Report

Unless specifically stated otherwise, California does not follow the federal consolidated return regulations provided under Internal Revenue Code (IRC) Section 1502. With respect to earnings and profits (E&P) and stock basis, California has no provisions similar to the investment adjustments allowed for federal purposes under Treas. Reg. Sections 1.1502-32 and -33. The E&P of each entity in the combined

report are calculated on a separate accounting basis and do not reflect the earnings of any lower tier subsidiaries (see *Appeal of Young's Market Company*, Cal. St. Bd. of Equal., 11/19/86). Likewise, the cost basis of a unitary subsidiary's stock is not adjusted to reflect the earnings of that subsidiary (see *Appeal of Safeway Stores*, Cal. St. Bd. of Equal., 3/2/62 and *Appeal of Rapid American Corp.* Cal. St. Bd. of Equal., 10/10/96).

S Corporations

If an S corporation holds 100% of the stock of a subsidiary, and elects to treat that subsidiary as a qualified subchapter S subsidiary (QSSS), then a combined return is not filed. Instead, the QSSS is disregarded, and the activities, assets, liabilities, income, deductions and credits of the QSSS are treated as activities, assets, liabilities, income, deductions and credits of the S corporation parent. If the QSSS is not unitary with the S corporation, then it is treated as a separate division and separate computations must be made to compute business income and apportionment factors for the QSSS and the S corporation, and to apportion to California the business income of each.

Corporations With Different Accounting Periods

Common Accounting Period Necessary

When filing a combined report, the income of all corporations must be determined on the basis of the same accounting period. Where there is a parent-subsidiary relationship in the combined report, the income of all corporations should be determined generally on the basis of the parent's income year.

Where there is no common parent corporation, the income of the related corporations should be determined generally on the basis of the income year of the corporation required to file a California return. If more than one member is required to file in California, the income should be determined on the basis of the income year of the California reporting corporation that is expected to have the largest amount of income allocated and apportioned to California on a recurring basis.

Income Calculation

Each member of the group should generally use the actual figures taken from its books of account to determine the proper income and related computations for the common accounting period. This will usually require an interim closing of the books for members whose normal accounting period differs from the common income year of the group. Alternatively, a pro-rata method of converting income to the common income year will be accepted as long as the results do not produce a material misstatement of income apportioned to the state.

Pro-Rata Method

Under the pro-rata method, income of a member of the group is converted to the common income year on the basis of the number of months falling within the applicable income year. For example, if a parent corporation operates on a calendar year basis and a subsidiary includable in a combined report operates on a September 30 income year, it is necessary to assign 9/12 of the subsidiary's

unitary income of one income year and 3/12 of the unitary income of the succeeding income year to arrive at a full twelve months' income to be included in the combined report. Where this procedure results in using the income of a corporation whose income year has not yet closed, it may be necessary to make an estimate based on available information and amend the return at a later date.

Apportionment of Combined Unitary Income Using a Common Accounting Period

The factors of the combined formula should be computed on the basis of the same common income year as was used to compute the unitary income. If an interim closing of the books was done to determine income attributable to the common income year, then the actual figures from the interim closing should be used to determine the apportionment factors as well. If the pro-rata method is used to convert income, then a pro-rata method should also be used to convert the factors of a member of the group to the common income year.

Once income and apportionment factors have been placed on a common income year, combined unitary business income is apportioned to California and further apportioned to each of the taxpayer member corporations filing returns in California. For each California reporting corporation with a normal accounting period which differs from the common income year, the California income apportioned to that corporation is then converted back to the corporation's normal accounting period. This conversion is made on the basis of the number of months falling within the common income year of the group.

The computations necessary to determine the combined income under the pro-rata method when members of the group are on different accounting periods are illustrated in the example beginning on page 8 of this publication.

Part-Year Members

A part-year member is a corporation that either becomes a member or ceases to be a member of the unitary group after the beginning of the income year. If the part-year member is required to file two short period returns for the income year, then the income for the period in which the member was unitary with the group must be determined on a combined basis. The income for the remaining short period will be determined on a separate basis (or on a combined basis with a different group if the taxpayer had a unitary relationship with one or more corporations in that short period).

If the part-year member is **not** required to file short period returns, then it must file a single return for the entire year. The income reported on that return would be determined by combined reporting procedures for any period in which the part-year member was part of a unitary group, and by separate accounting for any period it was not part of a unitary group. Use the actual income and apportionment data from the common unitary period to apportion income for that period. See the interim closing discussion under "Apportionment of Combined Unitary Income Using a Common Accounting Period." However, the comprehensive example beginning

on page 8 contains an acceptable alternative method for this computation, if that method does not cause income apportioned to this state to be materially misstated.

Note: R&TC Section 24632 provides that the income year of a taxpayer may not be different than the taxable year used for purposes of the IRC, unless initiated or approved by the FTB. Whenever a taxpayer is required to file a federal return for a period of less than 12 months, a California return for that period is also required. Federal due dates for these short period returns also apply for California.

Adjustments for Intercompany Transactions

The following guidelines reflect the FTB's current policy regarding adjustments necessary to properly reflect intercompany transactions among unitary affiliates included in the combined report.

Note: The FTB is presently reviewing the treatment of intercompany transactions between members of a combined group with the intention of promulgating regulations to provide more specific guidance. The following guidelines are subject to change and may be superseded by regulation.

Inventories

Income from intercompany sales of inventory is eliminated from unitary business income. The seller's basis in the inventory will carry over to the buyer in the intercompany sale. Intercompany profits in inventory shall be eliminated for property factor purposes.

Intangible Assets

Gain or loss from intercompany sales of intangible assets shall be eliminated from unitary business income. The seller's basis in the intangible assets will carry over to the buyer in the intercompany sale.

Fixed Assets and Capitalized Items

The gain or loss on intercompany sales of business fixed assets or capitalized intercompany charges and expenditures between members of a combined group are generally deferred. The exception to this rule occurs when an affiliated group that files a consolidated federal return elects not to defer gain or loss on intercompany transfers. In that case, the federal election will be allowed for the combined report.

Under the general rule, the gain or loss remains deferred as long as both the seller and the purchaser remain in the combined group and the asset is not sold to outsiders. When either the seller or purchaser is no longer a member of the combined group, or the group for any reason terminates combined reporting, the gain or loss is reportable by the seller at a time immediately preceding the date either corporation ceases to be a member of the group. If the asset is sold to third parties, the deferred gain or loss is reportable by the combined group in the year of sale. A water's-edge election is also a restoration event which will cause previously deferred intercompany gains and losses to be included in income on a pro-rata basis over the original election term (refer to FTB Notice 89-601 for further details of this computation). The amount of gain recognized upon the occurrence of a restoration event is generally the same amount

that would be reportable for federal purposes under similar circumstances in a consolidated return.

Where intercompany gain or loss is deferred, the basis of the asset for property factor purposes shall be the seller's cost.

Other Factor Adjustments

For factor purposes, intercompany sales and other intercompany revenue items are eliminated in computing the numerator and denominator of the sales factor. Intercompany rent charges are also eliminated from the property factor computation.

Dividends

To the extent that intercompany dividends are paid out of E&P derived from unitary business income, they are eliminated in computing the California measure of tax (R&TC Section 25106). In determining whether a dividend is paid out of unitary E&P, distributions are deemed to be paid first out of current E&P and then out of prior years' accumulation in reverse order of accumulation. Distributions paid out of

nonbusiness E&P or distributions from E&P accumulated prior to the time the payer corporation became a member of the combined group are not eliminated from the income of the recipient corporation (although such dividends may be subject to deduction under R&TC Section 24402 or Section 24411).

An intercompany distribution which exceeds the payer's E&P and stock basis (described by IRC Section 301(c)(3)), is not treated as income from an intercompany sale of an asset, and is not subject to the treatment of income from intercompany sales between members of a unitary group described above. It is instead characterized as income from a distribution, and is generally subject to tax under *Safeway Stores v. Franchise Tax Board (1970) 3 Cal. 3d. 745*, even if both distributor and distributee are members of a unitary group. However, the taxpayer members of the unitary group may request a closing agreement with the FTB which would allow income from such distributions to be deferred. After February 18, 1998, the request to enter into a closing agreement must be received

by the extended due date of the applicable return for the income year of the distribution. For further information, get FTB Notice 97-2.

FTB Notice 97-10 discusses proposed 18 Cal. Code of Reg. Section 25106.5-A that provides rules for the treatment of intercompany transactions between members of a combined reporting group.

Unitary Partnerships

When a corporation is a partner in a partnership and the partnership's activities are unitary with the corporation's activities (disregarding ownership requirements), then the corporation's share of the partnership's trade or business is combined with the corporation's trade or business (see 18 Cal. Code Regs. Section 25137-1). For example, assume that Corporation A has a 20% partnership interest in Partnership P and that the activities of Corporation A and Partnership P are unitary. The apportionment factors for A and P are as follows:

	EVERYWHERE		CALIFORNIA	
	Corporation A	Partnership P	Corporation A	Partnership P
Property	400,000	250,000	300,000	75,000
Payroll	100,000	50,000	50,000	25,000
Sales	500,000	300,000	400,000	100,000

Corporation A's 20% share of Partnership P's property, payroll and sales is included in the combined apportionment factor:

		EVERYWHERE	CALIFORNIA	FACTOR
Combined Property:	Corporation A	400,000	300,000	70%
	Partnership P (20%)	50,000	15,000	
	Combined	450,000	315,000	
Combined Payroll:	Corporation A	100,000	50,000	50%
	Partnership P (20%)	10,000	5,000	
	Combined	110,000	55,000	
Combined Sales:	Corporation A	500,000	400,000	75%
	Partnership P (20%)	60,000	20,000	
	Combined	560,000	420,000	
Combined x 2				150%
Average Apportionment Factor				67.5%

Net business income for Corporation A and Partnership P was \$300,000 and \$100,000 respectively. Assuming that Corporation A's distributive share of Partnership P's profits and losses was also 20%, Corporation A's net income apportioned to California would be:

Corporation A net business income	\$300,000
Corporation A's distributive share of Partnership P's net business income (\$100,000 x 20%)	20,000
	320,000
Multiplied by combined apportionment factor	x 67.5%
Corporation A's net income apportioned to California	\$216,000

Net Operating Losses (NOLs)

California incorporates, with specific modifications, the provisions of IRC Section 172, concerning carryovers of NOLs incurred in the conduct of a trade or business. In general, California law allows 50% of the NOLs incurred in income years beginning on or after January 1, 1987, to be carried forward for up to 5 years. For any NOL carryover for which a deduction was not allowed in 1991 or 1992 due to the R&TC Section 24416.3 suspension of NOL carryovers, the carryover period shall be extended as follows:

1. By two years, for losses sustained in income years beginning prior to January 1, 1991.
2. By one year, for losses sustained in income years beginning in 1991.

For income years beginning on or after January 1, 1994, new businesses may carry over 100% of the NOL incurred during the first 3 years of operation. The carryover period is 8 years for losses incurred in the first income year of business, 7 years for losses incurred in the second year of business, and 6 years for losses incurred in the third year.

In addition, small businesses may carry over 100% of a NOL incurred in income years

beginning on or after January 1, 1994. The carryover period is 5 years. A small business is a business with total receipts of less than \$1 million during the income year.

For more information regarding "eligible small business" and "new business" NOLs, get FTB Legal Ruling 96-5.

California does not have a provision that allows NOL carrybacks.

For income years where the taxpayer has a water's-edge election in effect, the deduction of an NOL carryover is not allowed to the extent that such NOL was determined by taking into account the income and factors of a bank or corporation that would not have been included in the combined report if a water's-edge election had been in effect in the year in which the loss was incurred.

Further information regarding the general NOL carryover can be found in form FTB 3805Q, Net Operating Loss (NOL) Computation and NOL and Disaster Loss Limitations — Corporations. California also has special NOL provisions for losses incurred in enterprise zones, the Los Angeles Revitalization Zone, Targeted Tax Areas and Local Agency Military Base Recovery Areas. For further information regarding these NOLs, see R&TC Sections 24416 through 24416.6, and

form FTB 3805Z, Enterprise Zone Business Booklet, form FTB 3806, Los Angeles Revitalization Zone Business Booklet, form FTB 3807, Local Agency Military Base Recovery Area Business Booklet and form FTB 3809, Targeted Tax Area Business Booklet.

Application of NOL Carryovers in a Combined Report

The NOL for each taxpayer in the combined group is determined by adjusting each taxpayer's share of the unitary business income or loss by any nonbusiness income or loss. In a subsequent year when a member of the group has positive net income, only the amount of NOL **attributable to that particular taxpayer** may be deducted. The example below shows the computations involved in determining and applying an NOL in a combined report.

Another example of an NOL is shown in Schedule 4-E in the comprehensive example on page 18 of this booklet. Although unitary business income apportioned to each taxpayer in that example was positive, a nonbusiness loss caused Corporation C to have a net loss for California. Fifty percent of that loss will be available to be carried forward to subsequent years, although a deduction will be allowed only from California net income apportioned or allocated to Corporation C.

YEAR 1:	Corp. X	Corp. Y	Corp. Z	Combined
Unitary business income (loss) subject to apportionment	(400,000)	(10,000)	60,000	(350,000)
Apportionment percentages	5%	1%	3%	9%
Loss apportioned to California (Combined loss x %)	(17,500)	(3,500)	(10,500)	(31,500)
Nonbusiness items wholly attributable to California	50,000	(2,500)	0	
California net income (loss)	32,500	(6,000)	(10,500)	
NOL available to be carried forward (50% of loss)	0	(3,000)	(5,250)	

YEAR 2:	Corp. X	Corp. Y	Corp. Z	Combined
Unitary business income (loss) subject to apportionment	50,000	80,000	(5,000)	125,000
Apportionment percentages	6%	4%	4%	14%
Income apportioned to California (Combined income x %)	7,500	5,000	5,000	17,500
Nonbusiness items wholly attributable to California	2,500	(10,000)	0	
California net income (loss) before carryover	10,000	(5,000)	5,000	
Application of NOL carryover from Year 1	0	0	(5,000)	
California net income (loss)	10,000	(5,000)	0	

	Corp. X	Corp. Y	Corp. Z
Remaining NOL from Year 1		(3,000)	(250)
50% of loss in Year 2		(2,500)	
NOL available to be carried forward	0	(5,500)	(250)

Alternative Minimum Tax (AMT)

Generally, the calculation of alternative minimum taxable income (AMTI) must incorporate the same concepts used in the calculation of regular California taxable income. The AMTI of the members of a combined group must therefore be allocated or apportioned to California and to each member in the same manner as is regular taxable income. The AMT NOL is computed based upon AMTI and is determined for each member of the combined group using the computations described on page 7.

The calculation of AMTI includes an adjustment that represents 75% of the difference between the adjusted current earnings (ACE) of the corporation over the AMTI determined without regard to the ACE adjustment or the AMT NOL deduction (pre-adjustment AMTI). To compute this adjustment, the ACE of the members of a combined group must be allocated or apportioned in the same manner as regular taxable income and AMTI. Each taxpayer member must compare the ACE, after apportionment and allocation to California (California source ACE), with its pre-ACE adjusted AMTI, after apportionment and allocation to California (California source pre-adjusted AMTI).

If California source ACE exceeds California source pre-adjusted AMTI (a positive ACE adjustment), 75% of the difference must be added to California source pre-adjusted AMTI. On the other hand, if California source pre-adjusted AMTI exceeds the ACE (a negative ACE adjustment), the negative adjustment may be applied to reduce California source pre-adjusted AMTI only to the extent that the aggregate positive California source ACE adjustments in prior years for that particular taxpayer member exceeded its aggregate negative ACE California source adjustments. See FTB Legal Ruling 94-3.

The computations necessary to calculate AMT for taxpayers in a combined report are shown in Schedule 5 of the comprehensive example beginning on page 19 of this publication.

Election to File a Group Return

As a convenience, the FTB has adopted procedures under which some or all of the taxpayer members of a combined reporting group may elect to file a group return. The group return satisfies the requirement of each electing member to file its own return. The tax liability of each member of the unitary group must be computed using the combined reporting procedures described in this booklet. A separate computation for each member of the group should be included with the group return. Each member incorporated, qualified to do business or doing business in this state must pay at least the minimum franchise tax set forth in R&TC Sections 23153 and 23181. The tax liabilities of the electing group members are then aggregated and reported on the group return. Filing a group return does not change the tax liabilities of the taxpayer members.

The designated "key corporation" makes the election on behalf of itself and the electing members by completing Schedule R-7, Election

to File a Unitary Taxpayers' Group Return and List of Affiliated Corporations and attaching the schedule to the return. By filing a group return and the completed Schedule R-7, each electing member indicates acceptance of all terms and conditions set forth in the Schedule R-7 and instructions. The election is binding for the income year of the election and for all matters pertaining to the income year of the election. If estimated payments are made by the key corporation on behalf of the electing members prior to the initial filing of the Schedule R-7 (or prior to the filing of a Schedule R-7 which reflects a change in the electing members), the key corporation should, at the time of payment, provide the name and corporation number of all members intending to make the election.

To be eligible to make the election to file a group return, each corporation must: 1) be a member of a single unitary group for the entire income year; 2) have the same income year as the key corporation or the income year is wholly included within the income year of the key corporation; and 3) have the same statutory filing date as the key corporation for the income year.

Identify each corporation in the group return by providing the complete legal name as registered with the California Secretary of State (SOS) for each corporation qualified to do business or incorporated in California and the California corporation number and federal employer identification number (FEIN). Do not use abbreviations unless the abbreviation is part of the corporation's legal name. This information should be provided on the Schedule R-7 and also on the combined report computation schedules.

For example: **Corporation A**
CA #0111111
FEIN #12-3456789

Exceptions — When A Group Return Is Not Allowed

Due to statutory filing requirements, California taxpayer corporations that have different accounting periods may not be included in a group return except as provided above. The business income of such corporations must be apportioned in accordance with the instructions for corporations that have different accounting periods (see page 5) and reported on a separate return.

Corporations may not file a group return if more than one unitary business is being conducted by any one taxpayer. For further information, get Schedule R, Schedule R-7 and their instructions.

Example of Combined Report Computations and Schedules

The following is an example of how the combined report approach is applied:

Corporation A, the parent corporation, and its subsidiaries B, C, D and E engage in a unitary business of manufacturing and selling items of tangible personal property. Corporations A, B, C and E compute their income on a calendar year basis and Corporation D computes its income on the basis of a September 30 fiscal year end. Since the income of the members of the group was earned evenly throughout the year, interim

closings of the books were unnecessary in this example.

Corporation A, a California domiciliary, manufactures a product, some of which it sells to its subsidiaries. Intercompany sales of inventory to the subsidiaries during the income year were \$500,000. For purposes of this example, none of the inventory acquired from Corporation A remained in the inventory of the subsidiaries at the end of the year. Corporation A has \$100,000 interest income from its outstanding accounts receivable, \$60,000 of which was attributable to California receivables. Losses of \$100,000 were attributable to sales of obsolete equipment. The total gross receipts from the sales were \$170,000, \$68,000 of which were attributable to California. In addition to income from its unitary business activity, Corporation A had dividend income of \$100,000 from nonbusiness investments and a \$30,000 nonbusiness partnership loss from an oil and gas limited partnership operating entirely within California. The partnership had tax preference items for depletion and intangible drilling costs, of which Corporation A's distributive share was \$40,000 and \$10,000, respectively. After the tax preference items were applied, Corporation A's net nonbusiness AMTI attributable to the partnership was a positive \$20,000.

Corporation B operates outside California but has some mail order sales to California customers. This example assumes that Corporation B is not taxable in California. (For further discussion of taxability within the state, refer to FTB Pub. 1050, Application and Interpretation of Public Law 86-272). Corporation B also derives interest income from its outstanding accounts receivable. During the year, Corporation B sold a fixed asset to Corporation D for a gain of \$150,000. As explained in the section entitled "Adjustments for Intercompany Transactions" on page 5, the gain was deferred. Corporation B paid \$10,000 of intercompany interest to Corporation C.

Sixty percent of the stock of Corporation C, a retailer of goods manufactured by Corporation A, was acquired by Corporation A on July 1 from an unrelated individual. Because of the economic relationship that existed prior to the acquisition, Corporation C became a member of the unitary group immediately upon acquisition. Because a short period federal return was not required, Corporation C was not required to file a short period return for California as a result of the acquisition but did an interim closing of its books on July 1. Corporation C also has business rental income from leasing a portion of the ground floor of its headquarters to unrelated third parties. Corporation C was a limited partner in an oil and gas partnership operated within California and incurred a \$150,000 partnership loss. The partnership had a December 31 year end. The partnership had tax preference items for depletion and intangible drilling costs, of which Corporation C's distributive share was \$200,000 and \$15,000, respectively. After the tax preference items were applied, Corporation C's net nonbusiness AMTI attributable to the partnership was a positive \$65,000.

The following schedules show the income computations for Corporations A, B, C, D and E under the combined report approach:

Schedule 1: Combined income subject to apportionment. For Corporations A, B and E, this schedule reflects items of income and deduction for the calendar year ending 12/31/98. For Corporation C, only income and deductions incurred during the post-acquisition period of 7/1/98 through 12/31/98 are included. If the interim closing of the books method had been used to determine Corporations D's income for the 12/31/98 income year, then Corporation D's actual income for the calendar year would have been included in this schedule. In this example, however, Corporation D is using the pro-rata method of combining corporations with different accounting periods. Adjustments to convert Corporation D's income to the common year end are shown on Schedule 2.

Schedule 2: Computations to place Corporation D income and apportionment factors on a calendar year basis. The schedule calculates 9/12 of the income and deductions from the period ending 9/30/98, and 3/12 of the income and deductions from the period ending 9/30/99 to derive the income and deductions assigned to the 12/31/98 calendar year. The property, payroll and sales are calculated and included in the same manner.

Schedule 3: Calculation of combined interest offset.

Schedule 4: Combined apportionment formula and entity income assignment. This schedule first computes the combined property, payroll and sales within and outside California (Schedule 4-A through 4-C). For Corporation D, the property, payroll and sales figures are from Schedule 2. On Schedule 4-D, the combined California apportionment percent is computed and is then multiplied by the combined unitary business income (from Schedule 1-A) to arrive at the group's combined business income apportioned to California. The relative apportionment percent is then computed for each California taxpayer corporation and each taxpayer is assigned its relative share of the group's California business income.

Corporation A's share of California business income is adjusted by nonbusiness income

attributable to California, and the interest offset is applied.

The California business income of Corporation C is adjusted by its nonbusiness loss to derive its net income for state purposes for the period 7/1/98 through 12/31/98. This figure is combined with Corporation C's separate income for the period 1/1/98 through 6/30/98 to arrive at Corporation C's net income for the entire calendar year. In this example, Corporation C has a net loss, 50% of which will be available to be carried forward and applied against Corporation C's net income in subsequent years.

The California business income assigned to Corporation D for the 1998 calendar year period is adjusted by 9/12 and is combined with 3/12 of the 1997 calendar year income (from the prior year calculation) to arrive at Corporation D's net income for its 9/30/98 fiscal period.

Schedule 5: Combined alternative minimum tax (Schedule 5-A), the ACE adjustment (Schedule 5-B), and alternative minimum tax (Schedule 5-C) for each taxpayer corporation.

In this example, Corporation A and Corporation E may elect to file a group return. The aggregate tax amount that would be reported on the group return would be \$30,074 (\$21,123 for Corporation A, \$8,951 for Corporation E). Neither Corporation C nor Corporation D is eligible to be included in a group return (Corporation C is a part-year member with net income including separate income from the pre-acquisition period, and Corporation D files its returns on a different year end from the remainder of the group). Corporation C and Corporation D must therefore file their own returns and include a copy of the combined report computations.

The computations involved in the above steps are shown on the following pages.

SCHEDULE 1 — COMBINED INCOME SUBJECT TO APPORTIONMENT

1-A: COMBINED PROFIT & LOSS STATEMENT AS OF 12/31/98

	CORP A	CORP B	CORP C <i>(7/1/97-12/31/97)</i>	CORP D <i>(from Sch. 2)</i>	CORP E	TOTAL BEFORE ADJUSTMENT	INTRA-GROUP ADJUSTMENTS	COMBINED
California ID number	9512345		1234567	7654321	1111111			
Federal ID number	12-3456789	98-7654321	11-2233445	22-1133445	99-9999999			
Net sales	\$7,000,000	\$4,000,000	\$1,900,000	\$2,600,000	\$3,000,000	\$18,500,000	(\$500,000)	\$18,000,000
Cost of goods sold	(5,900,000)	(2,500,000)	(1,000,000)	(1,500,000)	(2,000,000)	(12,900,000)	500,000	(12,400,000)
Gross profit	\$1,100,000	\$1,500,000	\$900,000	\$1,100,000	\$1,000,000	\$5,600,000	\$0	\$5,600,000
Dividends	350,000					350,000		350,000
Interest on U.S. obligations						0		
Other interest	100,000	70,000	10,000			180,000		180,000
Gross rents			60,000			60,000		60,000
Gross royalties						0		
Net gains and losses	(100,000)	150,000				50,000	(150,000)	(100,000)
Other income (partnership loss)	(30,000)		(150,000)			(180,000)		(180,000)
Total Income	\$1,420,000	\$1,720,000	\$820,000	\$1,100,000	\$1,000,000	\$6,060,000	(\$150,000)	\$5,910,000
Compensation of officers	300,000					300,000		300,000
Salaries & wages	430,000	1,000,000	350,000	570,000	600,000	2,950,000		2,950,000
Repairs						0		
Bad debts						0		
Rents	4,800	30,000	8,000	7,200		50,000		50,000
Taxes	99,000	20,000	5,000	26,000	22,000	172,000		172,000
Interest	250,000	10,000				260,000		260,000
Contributions						0		0
Depreciation	150,000	50,000	37,000	63,000	23,000	323,000		323,000
Depletion						0		
Advertising						0		
Pension, profit-sharing, etc., plans	25,000					25,000		25,000
Employee benefit plans	75,000					75,000		75,000
Other deductions						0		
Total Deductions	\$1,333,800	\$1,110,000	\$400,000	\$666,200	\$645,000	\$4,155,000		\$4,155,000
NET INCOME BEFORE STATE ADJUSTMENTS	\$86,200	\$610,000	\$420,000	\$433,800	\$355,000	\$1,905,000	(\$150,000)	\$1,755,000

SCHEDULE 1 — COMBINED INCOME SUBJECT TO APPORTIONMENT

1-B: STATE ADJUSTMENTS, NONBUSINESS INCOME AND BUSINESS INCOME SUBJECT TO APPORTIONMENT

	CORP A	CORP B	CORP C	CORP D	CORP E	TOTAL BEFORE ADJUSTMENT	INTRA-GROUP ADJUSTMENTS	COMBINED
NET INCOME BEFORE								
STATE ADJUSTMENTS	\$86,200	\$610,000	\$420,000	\$433,800	\$355,000	\$1,905,000	(\$150,000)	\$1,755,000
ADD:								
Taxes measured by income	\$5,000	\$1,000	\$4,000		\$2,000	\$12,000		\$12,000
California bank & corporation tax	12,000		1,000	23,000	19,000	55,000		55,000
Interest on government obligations						0		0
Capital gain/loss adjustments	10,000					10,000		10,000
Excess depreciation	5,000	3,000	6,000	5,000	(1,000)	18,000		18,000
Excess amortization						0		0
Other additions						0		0
Total Additions	\$32,000	\$4,000	\$11,000	\$28,000	\$20,000	\$95,000	\$0	\$95,000
DEDUCT:								
Intercompany dividends (Sec. 25106)	\$200,000					\$200,000		\$200,000
Other dividends (Sec. 24402, 24410)	50,000					50,000		50,000
Water's-edge dividend deduction						0		0
Capital gain/loss adjustments						0		0
Additional contributions						0		0
Net interest deduction (enterprise zones)						0		0
Other deductions						0		0
Total Deductions	\$250,000	\$0	\$0	\$0	\$0	\$250,000	\$0	\$250,000
NET INCOME AFTER								
STATE ADJUSTMENTS	(\$131,800)	\$614,000	\$431,000	\$461,800	\$375,000	\$1,750,000	(\$150,000)	\$1,600,000
REVERSE NONBUSINESS ITEMS								
Show as: (INCOME)/LOSS:								
Dividends not deducted above	(100,000)					(100,000)		(100,000)
Interest						0		0
Net rental (income)/loss						0		0
Royalties						0		0
(Gain)/loss from sale of assets						0		0
Partnership (income)/loss	30,000		150,000			180,000		180,000
Miscellaneous (income)/loss						0		0
	(\$201,800)	\$614,000	\$581,000	\$461,800	\$375,000	\$1,830,000	(\$150,000)	\$1,680,000
Interest Offset from Schedule 3								80,000
UNITARY BUSINESS INCOME SUBJECT TO APPORTIONMENT								1,760,000

**SCHEDULE 2 — COMPUTATIONS TO PLACE CORP D INCOME AND
APPORTIONMENT FACTORS ON A CALENDAR YEAR BASIS**

Year Ended:	9/30/98	9/12 of	9/30/99	3/12 of	TOTAL
	ACTUAL	9/30/98	ACTUAL	9/30/99	12/31/98
Net sales	\$2,800,000	\$2,100,000	\$2,000,000	\$500,000	\$2,600,000
Cost of goods sold	(\$1,600,000)	(\$1,200,000)	(\$1,200,000)	(\$300,000)	(\$1,500,000)
Gross profit	\$1,200,000	\$900,000	\$800,000	\$200,000	\$1,100,000
Salaries & wages	\$600,000	\$450,000	\$480,000	\$120,000	\$570,000
Rents	\$7,200	\$5,400	\$7,200	\$1,800	\$7,200
Taxes	\$28,000	\$21,000	\$20,000	\$5,000	\$26,000
Depreciation	\$60,000	\$45,000	\$72,000	\$18,000	\$63,000
California bank & corporation tax	\$24,000	\$18,000	\$20,000	\$5,000	\$23,000
Excess depreciation	\$4,000	\$3,000	\$8,000	\$2,000	\$5,000
Nonbusiness income items	\$0	\$0	\$0	\$0	\$0
Property everywhere (year end)					
Inventory	\$128,000	\$96,000	\$176,000	\$44,000	\$140,000
Fixed depreciable assets	\$420,000	\$315,000	\$500,000	\$125,000	\$440,000
Land	\$10,000	\$7,500	\$10,000	\$2,500	\$10,000
California property (year end)					
Inventory	\$12,000	\$9,000	\$20,000	\$5,000	\$14,000
Fixed depreciable assets	\$24,000	\$18,000	\$28,000	\$7,000	\$25,000
Rent expense	\$1,800	\$1,350	\$1,800	\$450	\$1,800
Payroll everywhere	\$696,000	\$522,000	\$540,000	\$135,000	\$657,000
California payroll	\$16,000	\$12,000	\$100,000	\$25,000	\$37,000
Sales everywhere	\$2,800,000	\$2,100,000	\$2,000,000	\$500,000	\$2,600,000
California sales	\$716,000	\$537,000	\$1,000,000	\$250,000	\$787,000

Note: The Total column is the sum of the 9/12 column and the 3/12 column.

SCHEDULE 3 — CALCULATION OF COMBINED INTEREST OFFSET

	COMBINED TOTALS	
1 Total interest expense deducted	\$260,000	
2a Water's-edge offset (from form FTB 2424)	0	
b Nonbusiness interest expense	<u>0</u>	
3 Net interest expense (amount on line 1 less amounts on line 2a, line 2b and line 2c)		\$260,000
4 Total interest income	\$180,000	
5 Less nonbusiness interest income	0	
6 Business interest income		<u>\$180,000</u>
7 Balance: line 3 minus line 6, but not less than zero		<u><u>\$80,000</u></u>
8 Total dividend income	\$350,000	
9a Less water's-edge dividends deducted	0	
b Less intercompany dividends deducted	(200,000)	
c Other dividends deducted (R&TC Secs. 24402 and 24410)	<u>(50,000)</u>	
10 Balance	\$100,000	
11 Business dividend income	<u>0</u>	
12 Net nonbusiness dividend income (line 10 minus line 11)		<u><u>\$100,000</u></u>
13 Total nonbusiness interest and dividends (line 5 plus line 12)		<u><u>\$100,000</u></u>
14 Interest offset (assignable 100% to Corp A) (enter lesser of line 7 or line 13)		<u><u>\$80,000</u></u>

In the example only one entity has nonbusiness dividend income. If more than one entity had nonbusiness interest and/or nonbusiness dividend income, the interest offset would be prorated between entities by the ratio of each entity's nonbusiness interest and/or nonbusiness dividends to the total nonbusiness interest and nonbusiness dividends.

Note: A contributions adjustment applicable to nonbusiness income of multiple entities may also require such computations.

SCHEDULE 4 — COMBINED APPORTIONMENT FORMULA AND ENTITY INCOME ASSIGNMENT

4-A: COMBINED APPORTIONMENT DATA

PROPERTY FACTOR	CORP A	CORP B	CORP C	CORP D	CORP E	COMBINED
Property everywhere						
Inventory – 12/31/98	100,000	150,000		140,000	120,000	
Fixed depreciable assets – 12/31/98	1,100,000	310,000	See Monthly	440,000	400,000	
Land – 12/31/98	50,000	0	Average	10,000	100,000	
Less intercompany profit included above	0	0	Computation	(150,000)	0	
Total – end of year	1,250,000	460,000	(Sch. 4-B)	440,000	620,000	
Total – beginning of year (from 1997 report)	1,370,000	575,000		755,000	580,000	
Total beginning and ending	2,620,000	1,035,000		1,195,000	1,200,000	
Average owned property (divide by 2)	1,310,000	517,500	175,000	597,500	600,000	3,200,000
Rent expense (excluding intercompany and nonbusiness)	4,800	30,000	8,000	7,200	0	50,000
Capitalize (times 8)	38,400	240,000	64,000	57,600		400,000
Combined property everywhere	1,348,400	757,500	239,000	655,100	600,000	3,600,000
California property						
Inventory – 12/31/98	41,000	0		14,000	95,000	
Fixed depreciable assets – 12/31/98	400,000	0	See Monthly	25,000	330,000	
Land – 12/31/98	20,000	0	Average	0	70,000	
Less intercompany profit included above	0	0	Computation	0	0	
Total – end of year	461,000	0	(Sch. 4-B)	39,000	495,000	
Total – beginning of year (from 1997 report)	427,000	0		47,000	453,000	
Total beginning and ending	888,000	0		86,000	948,000	
Average owned property (divide by 2)	444,000	0	175,000	43,000	474,000	1,136,000
Rent expense (excluding intercompany and nonbusiness)	1,200	0	8,000	1,800	0	11,000
Capitalize (times 8)	9,600	0	64,000	14,400	0	88,000
Combined California property	453,600	0	239,000	57,400	474,000	1,224,000

SCHEDULE 4 — COMBINED APPORTIONMENT FORMULA AND ENTITY INCOME ASSIGNMENT

**4-B: COMPUTATION OF AVERAGE PROPERTY VALUES FOR CORP C
(PARTIAL YEAR COMBINATION)**

MONTHLY AMOUNTS TO BE INCLUDED IN THE COMBINED PROPERTY FACTOR	INVENTORY	FIXED DEPRECIABLE	LAND	TOTAL
	January	\$0	\$0	\$0
February	0	0	0	\$0
March	0	0	0	\$0
April	0	0	0	\$0
May	0	0	0	\$0
June	0	0	0	\$0
July	10,000	260,000	30,000	\$300,000
August	50,000	260,000	30,000	\$340,000
September	60,000	260,000	30,000	\$350,000
October	70,000	260,000	30,000	\$360,000
November	80,000	260,000	30,000	\$370,000
December	90,000	260,000	30,000	\$380,000
TOTAL	\$360,000	\$1,560,000	\$180,000	\$2,100,000
AVERAGE	\$30,000	\$130,000	\$15,000	\$175,000

NOTE: All of Corporation C's owned tangible property is located in California, so the same amounts will be included in both the numerator and denominator of the property factor (see Schedule 4-A).

SCHEDULE 4 — COMBINED APPORTIONMENT FORMULA AND ENTITY INCOME ASSIGNMENT

4-C: COMBINED APPORTIONMENT DATA

PAYROLL FACTOR	CORP A	CORP B	CORP C	CORP D	CORP E	COMBINED
Payroll everywhere	1,630,000	1,293,000	420,000	657,000	750,000	4,750,000
California payroll	553,000	0	210,000	37,000	530,000	1,330,000
SALES FACTOR						
Sales everywhere						
Gross receipts, less returns and allowances	7,000,000	4,000,000	1,900,000	2,600,000	3,000,000	18,500,000
Other gross receipts (rents, royalties, etc.)	270,000	70,000	70,000	0	0	410,000
Less intercompany receipts *Intercompany interest income	(500,000)	0	(10,000)*	0	0	(510,000)
Total sales everywhere	6,770,000	4,070,000	1,960,000	2,600,000	3,000,000	18,400,000
California sales						
Sales delivered or shipped to California purchasers:						
i) Shipped from outside California		1,203,000				1,203,000
ii) Shipped from within California	3,000,000		1,190,000	787,000	1,292,000	6,269,000
Sales shipped from California by a unitary member to:						
i) The United States Government						0
ii) Purchasers in a state where the corporation and all of its unitary affiliates are immune under Public Law 86-272	100,000					100,000
Other gross receipts (rents, royalties, etc.)	128,000		70,000			198,000
Less intercompany receipts *Intercompany interest income	(400,000)		(10,000)*			(410,000)
Total California sales	2,828,000	1,203,000	1,250,000	787,000	1,292,000	7,360,000

SCHEDULE 4 — COMBINED APPORTIONMENT FORMULA AND ENTITY INCOME ASSIGNMENT

4-D: COMBINED APPORTIONMENT FACTORS AND ENTITY INCOME ASSIGNMENT

	CORP A	CORP B	CORP C	CORP D	CORP E	COMBINED
1 EVERYWHERE: Property						3,600,000
2 Payroll						4,750,000
3 Sales						18,400,000
4 CALIFORNIA: Property	453,600	0	239,000	57,400	474,000	1,224,000
5 Payroll	553,000	0	210,000	37,000	530,000	1,330,000
6 Sales	2,828,000	1,203,000	1,250,000	787,000	1,292,000	7,360,000
COMBINED CALIFORNIA APPORTIONMENT PERCENT (California property, payroll, sales divided by combined property, payroll, sales)						
7 Property	12.6000%	0.0000%	6.6389%	1.5944%	13.1667%	34.0000%
8 Payroll	11.6421%	0.0000%	4.4211%	0.7789%	11.1579%	28.0000%
9 Sales	15.3696%	6.5380%	6.7935%	4.2772%	7.0127%	
9a Sales percentage (line 9) multiplied by 2	30.7391%	13.0761%	13.5870%	8.5543%	14.0435%	80.0000%
10 Total						142.0000%
11 AVERAGE CALIFORNIA APPORTIONMENT PERCENT (divide by 4)						35.5000%
12 UNITARY BUSINESS INCOME TO BE APPORTIONED						\$1,760,000
13 COMBINED INCOME APPORTIONED TO CALIFORNIA (multiply line 11 by line 12)						\$624,800
ENTITY INCOME ASSIGNMENT (excluding Corp B – not subject to tax)						
14 Property factor (line 7)	12.6000%		6.6389%	1.5944%	13.1667%	34.0000%
15 Payroll factor (line 8)	11.6421%		4.4211%	0.7789%	11.1579%	28.0000%
16 Sales factor (line 9a)	30.7391%		13.5870%	8.5543%	14.0435%	66.9239%
17 Total	54.9812%		24.6469%	10.9277%	38.3680%	128.9239%
18 Average percent (divide by 4)	13.7453%	0.0000%	6.1617%	2.7319%	9.5920%	32.2310%
19 Relative percent (line 18 average factor for each entity divided by line 18 combined average)	42.6463%	0.0000%	19.1174%	8.4761%	29.7602%	100.0000%
20 BUSINESS INCOME ASSIGNED TO CALIFORNIA (Line 13 x line 19)	\$266,454	\$0	\$119,446	\$52,958	\$185,942	\$624,800

SCHEDULE 4 — COMBINED APPORTIONMENT FORMULA AND ENTITY INCOME ASSIGNMENT

4-E: CALIFORNIA NET INCOME

	CORP A	CORP B	CORP C	CORP D	CORP E
Period for which California return is to be filed	1/1/98-12/31/98	None	7/1/98-12/31/98	10/1/97-9/31/98	1/1/98-12/31/98
BUSINESS INCOME APPORTIONED TO CALIFORNIA					
CORP A (from Schedule 4-D)	\$266,454				
CORP C (from Schedule 4-D)			\$119,446		
CORP D:					
For 12 months ended 12/98 (from Schedule 4-D)				\$52,958	
Portion reportable in current year (9/12)					\$39,719
For 12 months ended 12/97 (prior year calculation)				\$50,000	
Portion reportable in current year (3/12)					\$12,500
CORP D total for year ended 9/31/98				\$52,219	
CORP E (from Schedule 4-D):					\$185,942
Nonbusiness income or losses wholly					
Attributable to California					
Dividends	100,000				
Net rental income/(loss)					
Gain/(loss) on sale of assets					
Partnership income (loss)	(30,000)		(150,000)		
Total	\$336,454	\$0	(\$30,554)	\$52,219	\$185,942
Interest offset (from Schedule 3)	\$80,000				
Net income before contributions adjustment	\$256,454	\$0	(\$30,554)	\$52,219	\$185,942
Contributions adjustment					
Add California separate net income for pre-acquisition period					
1/1/98-6/30/98 (cannot be included in the combined report)			25,000		
Net income (loss) for state purposes	\$256,454	\$0	(\$5,554)	\$52,219	\$185,942
Net Operating Losses					
Net Operating Loss (NOL) carryover deduction	(25,000)				
EZ, LARZ or LAMBRA NOL carryover deduction	(50,000)				
Disaster Loss carryover deduction					(100,000)
Net income for tax purposes	\$181,454		(\$5,554)	\$52,219	\$85,942
Franchise Tax (8.84% tax rate)	\$16,041	\$0	\$800	\$4,616	\$7,597
Credits					
Credit Name <u>Salmon/Trout</u> code no.200				(500)	
Credit Name <u>Research</u> code no.183					(2,000)
Credit Name <u>Disabled Access</u> code no.205				(125)	
Alternative Minimum Tax (from Schedule 5-C)	\$4,886	\$0	\$12,184	\$0	\$3,183
TOTAL TAX	\$20,927	\$0	\$12,984	\$3,991	\$8,780

SCHEDULE 5 — COMBINED ALTERNATIVE MINIMUM TAX

5-A: ALTERNATIVE MINIMUM TAXABLE INCOME

	CORP A	CORP B	CORP C	CORP D	CORP E	TOTAL BEFORE ADJUSTMENT	INTRA-GROUP ADJUSTMENTS	COMBINED
1 NET INCOME AFTER STATE ADJUSTMENTS (from Schedule 1-B) AMT ADJUSTMENTS & PREFERENCES:	(\$131,800)	\$614,000	\$431,000	\$461,800	\$375,000	\$1,750,000	(\$150,000)	\$1,600,000
2a Depreciation	\$40,000	\$4,000	\$3,000	\$6,000	(\$1,000)	\$52,000		\$52,000
2b Basis adjustment in determining gain or loss from sale/exchange	2,000					0		0
2c Depletion	40,000		200,000			2,000		2,000
2d Intangible drilling costs	10,000		15,000			240,000		240,000
3 TOTAL AMTI	(\$39,800)	\$618,000	\$649,000	\$467,800	\$374,000	\$2,069,000	(\$150,000)	\$1,919,000
LESS NONBUSINESS ITEMS (adjusted for AMTI)						0		0
4a Dividends	(100,000)					(100,000)		(100,000)
4b Partnership (income)/loss	(20,000)		(65,000)			(85,000)		(85,000)
Add: Interest offset	80,000					80,000		80,000
5 Unitary business AMTI	(\$79,800)	\$618,000	\$584,000	\$467,800	\$374,000	\$1,964,000	(\$150,000)	\$1,814,000
6 Average apportionment percentage (from Schedule 4-D, line 11)								35.5000%
7 COMBINED BUSINESS AMTI APPORTIONED TO CALIFORNIA								\$643,970
8 Relative percentage (from Schedule 4-D, line 19)	42.6463%	0.0000%	19.1174%	8.4761%	29.7602%			100.0000%
9 Business AMTI assigned to California Nonbusiness items assigned to California (adjusted for AMTI)	\$274,629	\$0	\$123,110	\$54,584	\$191,647			\$643,970
10a Dividends	100,000							
10b Partnership income/(loss)	20,000		65,000					
Less: Interest offset	(\$80,000)							
11 PRE-ADJUSTMENT AMTI	\$314,629	\$0	\$188,110	\$54,584	\$191,647			
12 ACE adjustment (from Schedule 5-B)	57	0	26	86	40			
13 ALTERNATIVE MINIMUM TAXABLE INCOME	\$314,686	\$0	\$188,136	\$54,670	\$191,687			

SCHEDULE 5 — COMBINED ALTERNATIVE MINIMUM TAX

5-B: ACE ADJUSTMENT

	CORP A	CORP B	CORP C	CORP D	CORP E	TOTAL BEFORE ADJUSTMENT	INTRA-GROUP ADJUSTMENTS	COMBINED
1 TOTAL AMTI (from Schedule 5-A, line 3)	(\$39,800)	\$618,000	\$649,000	\$467,800	\$374,000	\$2,069,000	(\$150,000)	\$1,919,000
ADJUSTMENT FOR ACE:								
2 Basis adjustment in determining gain or loss from sale/exchange	500					500		500
3 Pre-apport. adjusted current earnings LESS NONBUSINESS ITEMS (adjusted for ACE):	(\$39,300)	\$618,000	\$649,000	\$467,800	\$374,000	\$2,069,500	(\$150,000)	\$1,919,500
4a Dividends	(100,000)					(100,000)		(100,000)
4b Partnership (income)/loss	(20,000)		(65,000)			(85,000)		(85,000)
Add: interest offset	\$80,000					\$80,000		\$80,000
5 Preapportionment business ACE						\$1,964,500	(\$150,000)	\$1,814,500
6 Average apportionment percentage (from Schedule 4-D, line 11)								35.5000%
7 COMBINED BUSINESS ACE APPORTIONED TO CALIFORNIA								\$644,148
8 Relative percentage (from Schedule 4-D, line 19)	42.6463%	0.0000%	19.1174%	8.4761%	29.7602%			100.0000%
9 Business ACE assigned to California	\$274,705	\$0	\$123,144	\$54,599	\$191,700			\$644,148
Nonbusiness items assigned to California (adjusted for ACE)								
10a Dividends	100,000							
10b Partnership income/(loss)	20,000		65,000					
Less: interest offset	(\$80,000)							
11 ADJUSTED CURRENT EARNINGS	\$314,705	\$0	\$188,144	\$54,599	\$191,700			
12 Pre-adjustment AMTI (Schedule 5-A, line 11)	\$314,629	0	\$188,110	\$54,484	\$191,647			
13 Difference	\$76	\$0	\$34	\$115	\$53			
14 75% of Difference	57	0	26	86	40			
15 Negative ACE limitation: for each taxpayer excess of aggregate prior year positive line 16 ACE adjustments over aggregate prior year negative line 16 ACE adjustments:	0	0	0	0	0			
16 ACE ADJUSTMENT*	\$57	\$0	\$26	\$86	\$40			

*If line 14 is negative, it is allowed as a negative ACE adjustment only to the extent of that taxpayer's total increases in AMTI from prior year California ACE adjustments exceed its total reductions in AMTI from prior year California ACE adjustments.

SCHEDULE 5 — COMBINED ALTERNATIVE MINIMUM TAX

5-C: ALTERNATIVE MINIMUM TAX

	CORP A	CORP B	CORP C	CORP D	CORP E
Period for which California return is to be filed	1/1/98-12/31/98	None	1/1/98-12/31/98	10/1/97-9/31/98	1/1/98-12/31/98
AMTI APPORTIONED TO CALIFORNIA (from Schedule 5-A)					
CORP A	\$314,686				
CORP C			\$188,136		
Add California separate AMTI for pre-acquisition period 1/1/98-6/30/98 (computation not shown)			\$30,000		
CORP D					
For 12 months ended 12/98				\$54,670	
Portion reportable in current year (9/12)					\$41,003
For 12 months ended 12/97 (from prior year calculation)				\$53,000	
Portion reportable in current year (3/12)					\$13,250
CORP D Total				\$54,253	
CORP E					\$191,687
AMTI ADJUSTED FOR EACH CORPORATION'S INCOME YEAR	\$314,686	0	\$218,136	\$54,253	\$191,687
Less exemption (subject to phaseout when AMTI exceeds \$150,000)	0		(22,966)	(40,000)	(29,578)
AMTI subject to tax	\$314,686	\$0	\$195,170	\$14,253	\$162,109
Tentative minimum tax (6.65% tax rate)	\$20,927	\$0	\$12,979	\$948	\$10,780
Less regular franchise or income tax (from Schedule 4-E)	\$16,041	0	800	\$4,616	\$7,597
ALTERNATIVE MINIMUM TAX	\$4,886	\$0	\$12,179	\$0	\$3,183

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How To Get California Tax Information

Where To Get Income Tax Forms

By Internet – If you have Internet access, you may download, view and print 1994 through 1998 California income tax forms and publications. Our Internet address is: <http://www.ftb.ca.gov>

By phone – Use F.A.S.T. to order the 1998 California tax forms listed to the right. To order a form on the list:

- Call (800) 338-0505 from within the United States; or
- (916) 845-6600 from outside the United States (not toll-free);
- Select bank and corporation income tax form requests; and
- Enter the three-digit code shown to the left of the form title when you are instructed to do so.

We will send you two copies of each tax form and one copy of each set of instructions. Please allow two weeks to receive your order. If you live outside California, please allow three weeks to receive your order.

For prior year California tax forms, call our toll-free number listed under "General Toll-Free Phone Service."

In person – Most libraries, post offices and banks provide free California personal income tax booklets during the filing season. Many libraries and some quick print businesses have forms and schedules for you to photocopy (you may have to pay a nominal fee). Note that employees at libraries, post offices, banks and quick print businesses cannot provide tax information or assistance.

By mail – Write to: TAX FORMS REQUEST UNIT, FRANCHISE TAX BOARD, PO BOX 307, RANCHO CORDOVA CA 95741-0307.

Letters

We can serve you by phone if you call us for information to complete your California income tax return, or to find out about your tax refund. However, you may want to write to us if you are replying to a notice we sent you, or to get a written reply. If you write to us, be sure to include your California corporation number or federal employer identification number, your daytime and evening telephone numbers and a copy of the notice with your letter. Send your letter to:

FRANCHISE TAX BOARD
PO BOX 942857
SACRAMENTO CA 94257-0540

We will respond to your letter within 6 to 8 weeks. In some cases, we may need to call you for additional information.

Your Rights As A Taxpayer

Our goal at the FTB is to make certain that your rights are protected so that you will have the highest confidence in the integrity, efficiency and fairness of our state tax system. FTB Pub. 4058, California Taxpayers' Bill of Rights, includes information on your rights as a California taxpayer, the Taxpayers' Rights Advocate Program and how you can request written advice from the FTB on whether a particular transaction is taxable. See "Where to Get Income Tax Forms" on this page for how to get FTB Pub. 4058.

General Toll-Free Phone Service

Between January 4 – April 15, 1999, our general toll-free phone service is available:

- Monday – Friday, 6 a.m. until midnight; and
- Saturday, 8 a.m. until 5 p.m.

After April 15, 1999, our general toll-free phone service is available:

- Monday – Friday, 7 a.m. until 8 p.m.

The best times to call are before 10 a.m. and after 6 p.m. All times listed are Pacific Standard Time (PST).

From within the United States (800) 852-5711
From outside the United States (916) 845-6500
(not toll-free)

For hearing impaired with TDD (800) 822-6268
For federal tax questions,
call the IRS at (800) 829-1040

Asistencia Bilingüe en Español

Para obtener servicios en Español y asistencia para completar su declaración de impuestos/formularios, llame al número de teléfono (anotado arriba) que le corresponde.

California Tax Forms and Publications

- 817 California Corporation Tax Forms and Instructions. This booklet contains:
Form 100, California Corporation Franchise or Income Tax Return; and the following forms which are also available separately:
821 Schedule P (100), Alternative Minimum Tax and Credit Limitations — Corporations
822 FTB 3885, Depreciation/Amortization
807 FTB 3805Q, Net Operating Loss (NOL) Computation and NOL and Disaster Loss Limitations — Corporations
808 FTB 3539, Payment Voucher for Automatic Extension for Corporations and Exempt Organizations
- 816 California S Corporation Tax Forms and Instructions. This booklet contains:
Form 100S, California S Corporation Franchise or Income Tax Return; and the following forms which are also available separately:
823 Schedule B(100S), S Corporation Depreciation and Amortization
Schedule C (100S), S Corporation Tax Credits
Schedule H (100S), Dividend Income
Schedule D (100S), Capital Gains and Losses and Built-In Gains
825 Schedule K-1 (100S), Shareholder's Share of Income, Deductions, Credits
826 FTB 3830, S Corporation's List of Shareholders and Consents
808 FTB 3539, Payment Voucher for Automatic Extension for Corporations and Exempt Organizations
- 814 Form 109, Exempt Organization Business Income Tax Return
- 818 Form 100-ES, Corporation Estimated Tax
813 Form 100X, Amended Corporation Return
815 Form 199, Exempt Organization Return
819 Schedule R, Apportionment and Allocation of Income
812 FTB Pub. 1038, Guide for Corporations Dissolving, Withdrawing or Merging
809 FTB Pub. 1060, Guide for Corporations Starting Business in California
810 FTB Pub. 1061, Guidelines for Corporations Filing a Combined Report
827 Form 100-WE, Water's-Edge Booklet
829 FTB 3564, Authorization of Agent Under Revenue and Taxation Code Section 19141.6
820 FTB Pub. 1068, Exempt Organizations Requirements for Filing Returns and Paying Filing Fees
802 FTB 3500, Exemption Application
803 FTB 3555, Request for Tax Clearance
804 FTB 3557, Application for Revivor
811 FTB 3560, S Corporation Election or Termination/Revocation
806 FTB 5806, Underpayment of Estimated Tax by Corporations
800 FTB Pub. 1028, Guidelines for Homeowners' Associations
801 FTB Pub. 1075, Exempt Organizations – Guide for Political Organizations
832 FTB 3555A, Request for Tax Clearance for Exempt Organizations



F.A.S.T. Toll-Free Phone Service

Call Fast Answers about State Taxes, the F.A.S.T. toll-free phone service you can use to:

- Get recorded answers to many of your questions about California taxes; and
- Order current year California bank and corporation tax forms.

F.A.S.T. is available in English and Spanish to callers with touch-tone telephones.

When Is F.A.S.T. Available?

To answer your questions, F.A.S.T. is available 24 hours a day, seven days a week. To order bank and corporation forms F.A.S.T. is available from 6 a.m. to 6 p.m., Monday through Friday, except state holidays. All times listed are Pacific Standard Time (PST).

How To Use F.A.S.T.

Have paper and pencil handy to take notes.

Call from within the United States (800) 338-0505

Call from outside the United States (not toll-free) . . . (916) 845-6600

Follow the recorded instructions and enter the three-digit code when you are instructed to do so.

To Order Forms

See "Where to Get Income Tax Forms" on page 23.

To Get Information

If you need an answer to any of the following questions, call (800) 338-0505, select general tax information, follow the recorded instructions and enter the three-digit code when instructed to do so.

Code-Filing Assistance:

- 715 – If my actual tax is less than the minimum franchise tax, what figure do I put on line 23 of Form 100?
- 717 – What are the current tax rates for corporations?
- 718 – How do I get an extension of time to file?
- 722 – When do I have to file a short-period return?
- 734 – Is my corporation subject to franchise tax or income tax?

S Corporations

- 704 – Is an S corporation subject to the minimum franchise tax?
- 705 – Are S corporations required to file estimate payments?
- 706 – What forms do S corporations file?
- 707 – The tax for my S corporation is less than the minimum franchise tax. What figure do I put on line 22 of Form 100S?
- 708 – Where do S corporations make adjustment for state and federal law differences on Schedule K-1(100S) and where do nonresident shareholders find their California source income on their Schedule K-1 (100S)?

Exempt Organizations

- 709 – How do I get tax exempt status?
- 710 – Does an exempt organization have to file Form 199?
- 735 – How can an exempt organization incorporate without paying corporation fees and costs?
- 736 – I have exempt status. Do I need to file Form 100 or Form 109 in addition to Form 199?

Minimum Tax and Estimate Tax

- 711 – Can I claim my prepayment tax as credit or estimate payment on my return?
- 712 – What is the minimum franchise tax?
- 714 – My corporation is not doing business; does it have to pay the minimum franchise tax?
- 716 – When are my estimate payments due?

Billings and Miscellaneous Notices

- 723 – I received a bill for \$250. What is this for?
- 728 – Why was my corporation suspended?
- 729 – Why is my subsidiary getting a request for a return when we file a combined report?

Tax Clearance

- 724 – How do I dissolve my corporation?
- 725 – What do I have to do to get a tax clearance?
- 726 – How long will it take to get a tax clearance certificate?
- 727 – My corporation was suspended/forfeited. Can I still get a tax clearance?

Miscellaneous

- 700 – Who do I need to contact to start a business?
- 701 – I need a state ID number for my business. Who do I contact?
- 702 – Can you send me an employer's tax guide?
- 703 – How do I incorporate?
- 719 – How do I properly identify my corporation when dealing with the Franchise Tax Board?
- 720 – How do I obtain information about changing my corporation's name?
- 721 – How do I change my accounting period?
- 737 – Where do I send my payment?
- 738 – What is electronic funds transfer?
- 739 – How do I get a copy of my state corporate tax return?
- 740 – What requirements do I have to report municipal bond interest paid by a state other than California?
- 750 – How do I organize or register an LLC?
- 751 – How do I cancel my registration as an LLC?
- 752 – What tax forms do I use to file as an LLC?
- 758 – If a corporation converted to an LLC during the current year, is the corporation liable for tax as a corporation and an LLC tax/fee in the same year?

District Offices

You can get information, California tax forms and resolve problems on your account if you visit one of our district offices.

District Office	Address
Bakersfield	1800 30th Street, Suite 370
Burbank	333 N. Glenoaks Boulevard, Room 200
Fresno	2550 Mariposa Street, Room 3002
Long Beach	4300 Long Beach Boulevard, Suite 700B
Los Angeles	300 S. Spring Street, Suite 5704
Oakland	1515 Clay Street, Suite 3N-305
Sacramento	3321 Power Inn Road
San Bernardino	464 W. 4th Street, Suite 454
San Diego	5353 Mission Center Road, Suite 314
San Francisco	50 Fremont Street, Suite 900
San Jose	96 N. Third Street, 4th Floor
Santa Ana	600 W. Santa Ana Boulevard, Suite 300
Santa Rosa	50 D Street, Room 130
Stockton	31 East Channel Street, Room 219
Ventura	4820 McGrath Street, 2nd Floor
West Covina	100 N. Barranca Street, Room 600

Out of State Offices

Chicago	1 N. Franklin, Suite 400 Chicago, IL 60606-3401
Long Island	1325 Franklin Avenue, Suite 560 Garden City, NY 11530
Houston	1415 Louisiana, Suite 1515 Houston, TX 77002-7351
Manhattan	1212 Avenue of the Americas, 4th Floor New York, NY 10036-1601

