

2006

DRAFT

Instructions for Schedule M-3 (Form 1120)

Net Income (Loss) Reconciliation for Corporations With Total Assets of \$10 Million or More

Section references are to the Internal Revenue Code unless otherwise noted.

General Instructions

Purpose of Schedule

Schedule M-3 Part I asks certain questions about the corporation's financial statements and reconciles financial statement net income (loss) for the consolidated financial statement group to income (loss) per the income statement for the U.S. consolidated tax group.

Schedule M-3 Parts II and III reconcile financial statement net income (loss) for the U.S. consolidated tax group (per Schedule M-3, Part I, line 11) to taxable income on Form 1120, page 1, line 28.

What's New

- The instruction clarify that Schedule M-3 applies equally to a corporation filing a non-consolidated return and to a corporate group filing a consolidated return and is required for all Form 1120 returns for which the \$10 million or more end-of-year asset threshold is met..
- The instructions for the new 2006 Form 1065 Schedule M-3, Net Income (Loss) Reconciliation for Certain Partnerships, define a reportable entity partner for those instructions and impose certain reporting responsibilities on a reportable entity partner. Corporations that may have a direct or indirect ownership interest in a partnership should review the new section, Reportable Entity Partner Reporting Responsibilities.
- A consolidated tax return group with a parent corporation that files a Form 1120 is a mixed group if any member is a life insurance company (files using Form 1120-L, U.S. Life Insurance Company Income Tax Return) or a property and casualty insurance company (files using 1120-PC, U.S. Property and Casualty Insurance Company Income Tax Return). For a tax year ending in December 2006 or later, all members must file Schedule M-3 with each member of the mixed group filing either the Form 1120 Schedule M-3, the Form 1120-L Schedule M-3, or the Form 1120-PC Schedule M-3, as appropriate. In addition, the mixed group must follow the new rules for

Schedule M-3 consolidation for mixed groups found in the section, Schedule M-3 Consolidation for Mixed groups (1120/L/PC). Mixed groups must also file Form 8916, Reconciliation of Schedule M-3 Taxable Income with Tax Return Taxable Income for Mixed Groups. The Form 1120-L Schedule M-3, the Form 1120-PC Schedule M-3, and Form 8916 are all new for 2006.

- For 2006, the section, Consolidated Schedule M-3 Versus Consolidating Schedules M-3 for Form 1120 Groups, replaces the 2005 section, Consolidated Schedule M-3 Versus Consolidating Schedules M-3.
- For 2006, the section, Completion of Schedule M-3 and Certain Allocations, Limitations, and Carryovers, collects together information equally applicable to non-consolidated returns, to consolidated returns without insurance companies, and to mixed group returns with an insurance company.
- On Part 1, checkbox (1) dormant subsidiaries schedule attached, checkbox (2) non-consolidate return, checkbox (3) consolidated return – 1120 only; and checkbox (4) mixed 1120/L/PC group are added.
- Part I, line 7, Net Income (Loss) of Other Includible Entities was, in 2005, Net Income (Loss) of Other Includible Corporations. The instructions for Part II, line 7, clarify the treatment of certain disregarded entities.
- New checkboxes (5) through (7) are added on Part II and III, to indicate whether the Schedule M-3 is for the: (5) mixed 1120/L/PC group; (6) sub-consolidated 1120 group; or (7) sub-consolidated 1120 eliminations.
- Part II, line 17, Cost of Goods Sold now requires a detailed schedule to be attached.
- Part II, line 24, Capital loss limitation and carryforward used is the combination of Part II, line 24, Disallowed capital loss in excess of capital gains, and Part II, line 25, Utilization of capital loss carryforward, of the 2005 Schedule M-3. The line items that follow were renumbered.
- Part II, lines 29a, 29b, and 29c are added to facilitate mixed group (insurance and non-insurance companies) consolidation.

Who Must File

Any domestic corporation or group of corporations required to file Form 1120, U.S. Corporation Income Tax Return, that reports on Schedule L of Form 1120 total assets at the end of the corporation's tax year that equal or exceed \$10 million must complete and file Schedule M-3 in lieu of Schedule M-1, Reconciliation of Income (Loss) per Books With Income per Return.

- A corporation filing a non-consolidated Form 1120, U.S. Corporation Income Tax Return, that reports on Schedule L for Form 1120 total assets that equal or exceed \$10 million must complete and file Schedule M-3 in lieu of Schedule M-1 and must check checkbox (2) Non-consolidated return, at the top of Page 1 of Schedule M-3.
- Any U.S. consolidated tax group consisting of a U.S. parent corporation and additional includible corporations listed on Form 851, Affiliations

Schedule required to file Form 1120, U.S. Corporation Income Tax Return, that reports on Schedule L of Form 1120 total consolidated assets at the end of the tax year that equal or exceed \$10 million must complete and file Schedule M-3 in lieu of Schedule M-1, and must check checkbox (3) consolidated return 1120 only, or checkbox (4) Mixed 1120/L/PC group, as applicable, at the top of Page 1 of Schedule M-3..

A U.S. corporation filing Form 1120 that is not required to file Schedule M-3 may voluntarily file Schedule M-3 in place of Schedule M-1. A corporation filing Schedule M-3 must check the box on Form 1120, page 1, item A, indicating that Schedule M-3 is attached (whether required or voluntary). A corporation filing Schedule M-3 must not file Schedule M-1.

If the parent corporation of a U.S. consolidated tax group files Form 1120 and files Schedule M-3, all members of the group must file Schedule M-3. However, if the parent corporation of a U.S. consolidated tax group files Form 1120 and any member of the group files Form 1120-PC, U.S. Property and Casualty Insurance Company Income Tax Return, or Form 1120-L, U.S. Life Insurance Company Income Tax Return, that member must file a Form 1120-PC Schedule M-3 or a Form 1120-L Schedule M-3, respectively, and the group must comply with the mixed group consolidated Schedule M-3 reporting described in the section, Schedule M-3 Consolidation for Mixed Groups (1120/L/PC). A mixed group must also file Form 8916, Reconciliation of Schedule M-3 Taxable Income with Tax Return Taxable Income for Mixed Groups.

If the parent company of a U.S. consolidated tax group files Form 1120 and any member of the group files Form 1120-PC or Form 1120-L and the consolidated Schedule L reported in the return includes the assets of all of the insurance companies (as well as the non-insurance companies in the U.S. consolidated tax group), in order to determine if the group meets the \$10 million threshold test for the requirement to file Schedule M-3, use the amount of total assets reported on Schedule L of the consolidated return. If the parent company of a U.S. consolidated tax group files Form 1120 and any member of the group files Form 1120-PC or Form 1120-L and the consolidated Schedule L reported in the return does not include the assets of one or more of the insurance companies in the U.S. consolidated tax group, in order to determine if the group meets the \$10 million threshold test for the requirement to file Schedule M-3, use the sum of the amount of total assets reported on the consolidated Schedule L plus the amounts of all assets reported on Forms 1120-PC and 1120-L that are included in the consolidated return but not included on the consolidated Schedule L.

Schedule M-3 is not required for taxpayers filing Form 1120-REIT, U.S. Income Tax Return for Real Estate Investment Trusts, Form 1120-F, U.S. Income Tax Return of a Foreign Corporation, Form 1120-H, U.S. Income Tax Return for Homeowners Associations, and Form 1120-SF, U.S. Income Tax Return for Settlement Funds

There is a unique Schedule M-3 for taxpayers required to file Form 1065, U.S. Return of

Partnership Income, Form 1120S, U.S. Income Tax Return for an S Corporation, and for Forms 1120-PC or 1120-L.

Cooperatives filing Form 1120-C, U.S. Income Tax Return for Cooperative Associations, that report end of year assets of \$10 million or more must complete Form 1120 Schedule M-3 in lieu of Schedule M-1. All references to Form 1120, page 1, line 28 should be interpreted as references to Form 1120-C, page 1, line ____.

For insurance companies included in the consolidated U.S. federal income tax return, see instructions for Part I, lines 10 and 11 and Part II, line 7 for guidance on the treatment of certain intercompany dividends, certain intercompany security gains or losses, and statutory accounting.

Example 1.

1. U.S. corporation A owns U.S. subsidiary B and foreign subsidiary F. For its 2006 tax year, A prepares consolidated financial statements with B and F that report total assets of \$12 million. A files a consolidated U.S. federal income tax return with B and reports total consolidated assets on Schedule L of \$8 million. A's U.S. consolidated tax group is not required to file Schedule M-3 for the 2006 tax year.
2. U.S. corporation C owns U.S. subsidiary D. For its 2006 tax year, C prepares consolidated financial statements with D but C and D file separate U.S. federal income tax returns. The consolidated accrual basis financial statements for C and D report total assets at the end of the taxable year of \$12 million after intercompany eliminations. C reports separate company total year-end assets on its Schedule L of \$7 million. D reports separate company total year-end assets on its Schedule L of \$6 million. Neither C nor D is required to file Schedule M-3 for the 2006 tax year.
3. Foreign corporation A owns 100 percent of both U.S. corporation B and U.S. corporation C. C owns 100 percent of U.S. corporation D. For its 2006 tax year, A prepares a consolidated worldwide financial statement for the ABCD consolidated group. The ABCD consolidated financial statement reports total year-end assets of \$25 million. A is not required to file a U.S. federal income tax return. B files a separate U.S. federal income tax return and reports separate company total year-end assets on its Schedule L of \$12 million. C files a consolidated U.S. federal income tax return with D and, after eliminating intercompany transactions between C and D, reports consolidated total year-end assets on Schedule L of \$8 million. B is required to file Schedule M-3 because its total year-end assets reported on Schedule L exceed \$10 million. The CD U.S. consolidated tax group is not required to file Schedule M-3 because its total year-end assets reported on Schedule L do not exceed \$10 million.

Other Issues Affecting Schedule M-3 Filing Requirements

If a corporation was required to file Schedule M-3 for the preceding tax year but reports on Schedule L of Form 1120 total consolidated assets at the end of the current tax year of

less than \$10 million, the corporation is not required to file Schedule M-3 for the current tax year. The corporation may either (a) file Schedule M-3, or (b) file Schedule M-1, for the current tax year. However, if the corporation chooses to file Schedule M-1 for the current tax year, and for a subsequent tax year the corporation is required to file Schedule M-3, the corporation must complete Schedule M-3 in its entirety (Part I and all columns in Parts II and III) for that subsequent tax year.

In the case of a U.S. consolidated tax group, total assets at the end of the tax year must be determined based on the total year-end assets of all includible corporations listed on Form 851, net of eliminations for intercompany transactions and balances between the includible corporations. In addition, for purposes of determining for Schedule M-3 whether the corporation (or U.S. consolidated tax group) has total assets at the end of the current tax year of \$10 million or more, the corporation's total consolidated assets must be determined on an overall accrual method of accounting unless both of the following apply: (a) the tax returns of all includible corporations in the U.S. consolidated tax group are prepared using an overall cash method of accounting, and (b) no includible corporation in the U.S. consolidated tax group prepares or is included in financial statements prepared on an accrual basis.

Other Form 1120 Schedules Affected by Schedule M-3 Requirements

Report on Schedules L, M-2, and Form 1120, page 1, amounts for the U.S. corporation or, if applicable, the U.S. consolidated tax group.

Schedule L

Total assets shown on Schedule L, line 15, column (d), must equal the total assets of the corporation (or, in the case of a U.S. consolidated tax group, the total assets of all members of the group listed on Form 851) as of the last day of the tax year, and must be the same total assets reported by the corporation (or by each member of the U.S. consolidated tax group) in the financial statements, if any, used for Schedule M-3. If the corporation prepares financial statements, Schedule L must equal the sum of the financial statement total assets for each corporation listed on Form 851 and included in the consolidated U.S. federal income tax return (includible corporation) net of eliminations for intercompany transactions between includible corporations. If the corporation does not prepare financial statements, Schedule L must be based on the corporation's books and records. The Schedule L balance sheet may show tax-basis balance sheet amounts if the corporation is allowed to use books and records for Schedule M-3 and the corporation's books and records reflect only tax-basis amounts.

Schedule M-2

The amount shown on Schedule M-2, line 2, Net income (loss) per books, must equal the amount shown on Schedule M-3, Part I, line 11. Schedule M-2 must reflect activity only of corporations included in the consolidated U.S. federal income tax return.

Consolidated Return (Form 1120, Page 1)

Report on Form 1120, page 1, each item of income, gain, loss, expense, or deduction net of elimination entries for intercompany transactions between includible corporations. The corporation must not report as dividends on Form 1120, Schedule C, any amounts

received from an includible corporation. In general, dividends received from an includible corporation must be eliminated in consolidation rather than offset by the dividends-received deduction.

Entity Considerations for Schedule M-3

For purposes of Schedule M-3, references to the classification of an entity (for example, as a corporation, a partnership, or a trust) are references to the treatment of the entity for U.S. federal income tax purposes. An entity that generally is disregarded as separate from its owner for U.S. federal income tax purposes (disregarded entity) must not be separately reported on Schedule M-3 except, if required, on Part I, line 7. On Schedule M-3, Parts II and III, any item of income, gain, loss, deduction, or credit of a disregarded entity must be reported as an item of its owner. In particular, the income or loss of a disregarded entity must not be reported on Part II, lines 9, 10, or 11 as a separate partnership or other pass-through. The financial statement income or loss of a disregarded entity is included on Part I, line 7, if and only if its financial statement income or loss is included on Part I, line 11, but not on Part I, line 4.

Reportable Entity Partner Reporting Responsibilities

For the purposes of the 2006 Schedule M-3 instructions, a reportable entity partner with respect to a partnership filing Form 1065 is an entity that (1) owns or is deemed to own, directly or indirectly, under these instructions a 50 percent or greater interest in the income, loss or capital of the partnership on any day of the tax year on or after June 30, 2006, and (2) was required to complete Schedule M-3 on its most recently filed US federal income tax return or return of income filed prior to that day.

For the purposes of the 2006 Schedule M-3 instructions: (1) the parent corporation of a consolidated tax group is deemed to own all corporate and partnership interests owned or deemed to be owned under these instructions by any member of the tax consolidated group; (2) the owner of a disregarded entity is deemed to own all corporate and partnership interests owned or deemed to be owned under these instructions by the disregarded entity; (3) the owner of 50 percent or more of a corporation by vote on any day of the corporation tax year is deemed to own all corporate and partnership interests owned or deemed to be owned under these instructions by the corporation during the corporation tax year; (4) the owner of 50 percent or more of partnership income, loss, or capital on any day of the partnership tax year is deemed to own all corporate and partnership interests owned or deemed to be owned under these instructions by the partnership during the partnership tax year; and (5) the beneficial owner of 50 percent or more of the beneficial interest of a trust or nominee arrangement on any day of the trust or nominee arrangement tax year is deemed to own all corporate and partnership interests owned or deemed to be owned under these instructions by the trust or nominee arrangement.

Effective June 30, 2006, and at all times thereafter, a reportable entity partner with respect to a partnership (as defined above) must report the following to the partnership on June 30, 2006, or if later, within 30 days of first becoming a reportable entity partner and, after first reporting to the partnership under these instruction, thereafter within 30 days of the date of any change in the interest in the partnership it owns or is deemed to own,

directly or indirectly, under these instructions, in the partnership: its name, its mailing address, its taxpayer identification number (TIN or EIN) if applicable, its entity or organization type, the state or country in which it is organized, the date on which it first became a reportable entity partner, the date with respect to which it is reporting, the interest in the partnership it owns or is deemed to own in the partnership, directly or indirectly (as defined under these instructions), and any change in that interest as of the date with respect to which it is reporting.

Example 2

- A.** A, an LLC filing a Form 1065 for 2006, is owned 50 percent by U.S. corporation Z. A owns 50 percent of each of B, C, D, and E, each also an LLC filing a Form 1065 for calendar year 2006. Z was first required to complete Form 1120 Schedule M-3 for its corporate tax year ended December 31, 2005, and filed its Form 1120 with Schedule M-3 for 2005 on September 15, 2006. As of September 16, 2006, Z was a reportable entity partner with respect to A and, through A, with respect to B, C, D, and E. On October 5, 2006, Z reports to A, B, C, D, and E, as it is required to do, that Z is a reportable entity partner directly owning (with respect to A) or deemed to own indirectly (with respect to B, C, D, and E) a 50 percent interest. Therefore, because Z was a reportable entity partner for 2006, each of A, B, C, D, and E is required to complete Form 1065 Schedule M-3 for 2006, regardless of whether they would otherwise be required to complete Schedule M-3 for that year.
- B.** Same ownership fact as in Example 2A, but on September 15, 2005, Z filed a tax return on Form 1120 and was required to complete Schedule M-3 for the tax year ending December 31, 2004. Therefore, Z is a reportable entity partner of K as of June 30, 2006. On June 30, 2006, P reports to A, B, C, D, and E, as it is required to do, that Z is a reportable entity partner as of June 30, 2006, directly owning (with respect to A) or deemed to own indirectly (with respect to B, C, D, and E) a 50 percent interest. Therefore, because Z was a reportable entity partner for 2006, each of A, B, C, D, and E is required to complete Form 1065 Schedule M-3 for 2006, regardless of whether they would otherwise be required to complete Schedule M-3 for that year.
- C.** P, a US corporation, is the parent of a financial consolidation group with 50 domestic subsidiaries DS1 through DS50 (DS1 – DS50) and 50 foreign subsidiaries FS1 through FS50 (FS1 – FS50), all 100 percent owned on June 30, 2006. On September 15, 2005, P filed a consolidated tax return on Form 1120 and was required to complete Schedule M-3 for the tax year ending December 31, 2004. On June 30, 2006, DS1, DS2, DS3, FS1, and FS2 are each 10 percent partners in partnership K which files Form 1065 for the tax year ending December 31, 2006. P is deemed to own, directly or indirectly (under these instructions) all corporate and partnership interests of DS1, DS2, DS3, as the parent of the tax consolidation group and therefore is deemed to own 30 percent of K on June 30, 2006. P is deemed to own, directly or indirectly, (under these instructions) all corporate and partnership interests of FS1 and FS2 as the owner of 50 percent or more of each corporation by vote and therefore is deemed to own 20 percent of K

on June 30, 2006. P is therefore deemed to own 50 percent of K on June 30, 2006. P was required to complete Schedule M-3 on its 2004 Form 1120 filed September 15, 2005, its most recently filed U.S. federal income tax return filed prior to June 30, 2006. P owns or is deemed to own, directly or indirectly, (under these instructions) 50 percent or more of K on June 30, 2006, and was required to complete Schedule M-3 on its most recently filed U.S. income tax return filed prior to that date. Therefore, P is a reportable entity partner of K as of June 30, 2006. On June 30, 2006, P reports to K, as it is required to do, that P is a reportable entity partner as of June 30, 2006, deemed to own (under these instructions) a 50 percent interest in K. K is therefore required to complete Schedule M-3 when it files its Form 1065 for its tax year ending December 31, 2006.

Consolidated Schedule M-3 Versus Consolidating Schedules M-3 for Form 1120 Groups.

Note: A consolidated tax return group with a parent corporation that files a Form 1120 is a mixed group if any member is a life insurance company (files using Form 1120-L, U.S. Life Insurance Company Income Tax Return) or a property and casualty insurance company (files using 1120-PC, U.S. Property and Casualty Insurance Company Income Tax Return). See the discussion, Schedule M-3 Consolidation for Mixed Groups

A U.S. consolidated tax group must file a consolidated Schedule M-3. Parts I, II and III of the consolidated Schedule M-3 must reflect the activity of the entire U.S. consolidated tax group. The parent corporation also must complete Parts II and III of a separate Schedule M-3 to reflect the parent's own activity. In addition, Parts II and III of a separate Schedule M-3 must be completed by each includible corporation to reflect the activity of that includible corporation. Lastly, it generally will be necessary to complete Parts II and III of a separate Schedule M-3 for consolidation eliminations.

If a U.S. consolidated tax group that is not a mixed group consists of four includible corporations (the parent and three subsidiaries) all filing Form 1120, the U.S. consolidated tax group must complete six Schedules M-3 as follows: (a) one consolidated Schedule M-3 with Parts I, II, and III completed to reflect the activity of the entire U.S. consolidated tax group; (b) Parts II and III of a separate Schedule M-3 for each of the four includible corporations to reflect the activity of each includible corporation; and (c) Parts II and III of a separate Schedule M-3 to eliminate intercompany transactions between includible corporations and to include limitations on deductions (e.g., charitable contribution limitations and capital loss limitations) and carryover amounts (e.g., charitable contribution carryovers and capital loss carryovers). See the discussion, Completion of Schedule M-3 and Certain Allocations, Limitations, and Carryovers.

Note. On Part II and Part III, indicate on the line after the common parent's name whether the Schedule M-3 is for the: (1) consolidated group; (2) parent corporation; (3) consolidation eliminations; or (4) subsidiary corporation, by checking the appropriate

box.

Schedule M-3 Consolidation for Mixed Groups (1120/L/PC)

A special Schedule M-3 consolidation rule applies to a mixed group, that is, a consolidated tax group that (1) includes both a corporation that is an insurance company and a corporation that is not an insurance company, or (2) includes both a life insurance company and a property and casualty insurance company, or (3) includes a life insurance company, a property and casualty insurance company, and a corporation that is not an insurance company. In addition to one Schedule M-3 Part II and one Schedule M-3 Part III for each corporation in the consolidated group, there will be generally six additional Schedule M-3 Parts II and six additional Schedule M-3 Parts III, two additional each for the three subgroup sub-consolidations, with one Part II and one Part III for each subgroup sub-consolidation amounts and one Part II and one Part III for each subgroup sub-consolidation eliminations amounts. The corporation must check the applicable mixed group checkboxes on all Schedule M-3, Parts I, II, and III, as discussed below.

Subgroup Sub-Consolidation: 1120 Subgroup, 1120-PC Subgroup, and 1120-L Subgroup

A subgroup Schedule M-3, Parts II and III, sub-consolidation must be prepared with all necessary eliminations within the subgroup for each of the three possible subgroups that are in fact present: one subgroup for those corporations reporting on Form 1120; one subgroup for those corporations reporting on Form 1120-PC; and one subgroup for those reporting on Form 1120-L. The parent corporation is included in the subgroup that corresponds to the form on which it reports and the entire consolidated group files. For example, in the case of a Form 1120 parent and Form 1120 consolidated group, the parent is included in the Form 1120 subgroup sub-consolidation. Each subgroup uses its own Schedule M-3 form (1120, 1120-PC, 1120-L), Parts II and III, for each corporation within the subgroup and for the subgroup sub-consolidation and the subgroup eliminations.

The three subgroup sub-consolidation taxable income calculations on Schedule M-3 must follow the separate return requirements of the regulation under Section 1502 and all other applicable regulations taking into account the amounts separately reported on Form 8916. Capital loss limitation and carryforward used and charitable deduction limitation and carryforward used are not taken into account in the determination of the three subgroup sub-consolidated taxable incomes on Schedule M-3, but are reflected on Form 8916 and in the calculation of the life/non-life loss limitation and carryforward used. See the discussion, *Life/ Non-Life Loss Limitation and Carryforward Used Calculations*

The reconciliation totals for book, temporary difference, permanent difference, and taxable income for each subgroup are reported on Forms 1120, 1120-PC, or 1120-L, as applicable, Schedule M-3, Part II, line 29a, columns (a), (b), (c), and (d), and equal the sum of the line amounts on Part II, lines 26 through 28. For a mixed group, Schedule M-3, Part II, lines 29b, Part II, line 29c, and Part II line 30 are blank on the Forms 1120,

1120-PC, or 1120-L, as applicable, for the separate corporations (parent and subsidiary) and for the two subgroup sub-consolidations not including the parent corporation,

Reconciliation of Mixed Group Subgroup Sub-Consolidation Amounts to Schedule M-3 Part I, line 11, and to Tax Return Taxable Income.

For a mixed group, Schedule M-3, Part II, line 29b, Part II, line 29c, and Part II line 30 are completed on the subgroup sub-consolidation Part II for the subgroup that includes the parent corporation by roll-up of the applicable amounts to Part II, line 29b, and Part II, line 29c, from the other two subgroup sub-consolidation Part II amounts shown on their respective Part II, line 29a. Schedule M-3 Part II for the subgroup that includes the parent corporation is a combined subgroup sub-consolidation and a mixed group consolidated Part II. For the combined subgroup sub-consolidation and mixed group consolidated Part II that includes the parent corporation, Schedule M-3, Part II, line 30, equals the sum of Part II line 29a, 29b, and 29c.

For mixed groups, the combined subgroup sub-consolidation and mixed group consolidated Part II line 30 column (a) for the subgroup that includes the parent corporation must equal Part I, line 11, with appropriate adjustments for statutory accounting requirements reflected on Part I, line 10. The consolidated taxable income indicated on Part II, line 30, column (d), for the subgroup that includes the parent corporation is reconciled to the taxable income on the return by using Form 8916 Reconciliation of Schedule M-3 Taxable Income with Tax Return Taxable Income for Mixed Groups. The amount on Part II line 30 column (d) must equal the amount shown on Form 8916 line 1.

Completion of Mixed Group Checkboxes for Schedule M-3 Part II and Part III

The following discussion of checkboxes will assume that the 1120 subgroup includes the corporate parent of the mixed group.

Forms 1120, 1120-PC, and 1120-L, Schedule M-3, Parts II and III, each have a checkbox (5) at the top indicating a mixed group. Checkbox (5) and one or more other applicable checkboxes must be checked.

For example, an 1120 parent corporation included in the 1120 subgroup must check Schedule M-3, Parts II and III, checkbox (2) Parent corporation and checkbox (5) Mixed 1120/L/PC group. An 1120 subsidiary corporations within the 1120 subgroup must check Schedule M-3, Parts II and III, checkbox (4) Subsidiary corporation and checkbox (5) Mixed 1120/L/PC group. An 1120-PC subsidiary corporation within the 1120-PC subgroup must check Schedule M-3 Parts II and III, check box (4) Subsidiary corporation and checkbox (5) Mixed 1120/L/PC group. An 1120-L subsidiary corporation within the 1120-L subgroup must check Schedule M-3 Parts II and III, check box (4) Subsidiary corporation and checkbox (5) Mixed 1120/L/PC group.

The 1120 parent corporation is included in the 1120 subgroup sub-consolidation and that subgroup Part II includes completed Part II, line 29b, Part II, line 29c, and Part II, line 30 amounts for the consolidated mixed group. The combined 1120 subgroup sub-

consolidation and mixed group consolidated Schedule M-3, Parts II and III, must be indicated by checking checkbox (1) consolidated group, check box (5) Mixed 1120/L/PC group, and checkbox (6) 1120 group for the sub-consolidation and consolidated amounts and by checking checkbox (3) Consolidated eliminations, checkbox (5) Mixed 1120/L/PC group, and checkbox (7) 1120 eliminations for the sub-consolidation and consolidated eliminations amounts.

In the case of an 1120 parent corporation, the 1120-PC and 1120-L subgroup Part II do not include completed Part II, line 29b, Part II, line 29 c, and Part II, line 30. The 1120-PC subgroup sub-consolidation Schedule M-3, Parts II and III, must be indicated by checking check box (5) Mixed 1120/L/PC group and checkbox (6) 1120-PC group for the sub-consolidation and by checking checkbox (5) Mixed 1120/L/PC group, and checkbox (7) 1120-PC eliminations for the eliminations. The 1120-L subgroup sub-consolidation Schedule M-3, Parts II and III, must be indicated by checking check box (5) Mixed 1120/L/PC group and checkbox (6) 1120-L group for the sub-consolidation and by checking checkbox (5) Mixed 1120/L/PC group, and checkbox (7) 1120-L eliminations for the eliminations.

Life/ Non-Life Loss Limitation and Carryforward Used Calculations

The applicable life/non-life loss limitation and carryforward used calculations are made using the amounts determined for taxable income in the three subgroup sub-consolidations and other applicable amounts separately reported on Form 8916. The calculated life/non-life loss limitation or carryforward used amounts, if any, are not entered on Schedule M-3. Rather the calculated amounts, if any, are entered on Form 8916 on line 2a or line 4a, as applicable. See the instructions for Form 8916.

Mixed Group With 1120 Parent: Transition Rule For Schedule M-3 Parts II and III Columns (a) and (d) For Tax Years Ending December 2006 Through November 2007

For tax years ending December 2006 through November 2007, if a mixed group has an 1120 parent that is required to complete Parts II and III columns (a) and (d), all 1120-PC and 1120-L subsidiaries included in the mixed group tax consolidated group have the option of completing columns (a) and (d) for all of Parts II and III, or of completing columns (a) and (d) only for Part II line 29a to show the net contribution of the subsidiary to the consolidated group total Part II line 30 column (a) and (d) shown on the 1120 subgroup sub-consolidation Part II. The 1120-PC subgroup sub-consolidation Part II line 29a must reflect the column (a) and (d) net total amounts for all 1120-PC subsidiaries. The 1120-L subgroup sub-consolidation Part II line 29a must reflect the column (a) and (d) net total amounts for all 1120-L subsidiaries. The 1120 subgroup sub-consolidation and mixed group consolidated Part II lines 29b and 29c must reflect the total net amounts for column (a) and (d) from the 1120-PC subgroup sub-consolidation Part II, line 29a, and the 1120-L subgroup sub-consolidation Part II, line 29a, as applicable.

Note: All corporations within the mixed group tax consolidation group are required to complete columns (b) and (c) for all applicable lines on all Schedules M-3 Parts II and III, whether Form 1120, Form 1120-PC, or Form 1120-L.

Completion of Schedule M-3 and Certain Allocations, Limitations, and Carryovers

A corporation (or any member of a U.S. consolidated tax group) required to file Schedule M-3 must complete the form in its entirety. In particular, a corporation filing a non-consolidated return that meets the filing requirements for Schedule M-3 must complete Parts I, II, and III. Such a corporation does not check any of the checkboxes at the top of Parts II and III. In the case of a U.S. consolidated tax group, Part I must be completed once, on the consolidated Schedule M-3, by the parent corporation. Parts II and III must be completed by the parent corporation, each includible corporation, and a consolidating eliminations entity.

At the time the Form 1120 is filed, all applicable questions must be answered on Part I, all columns must be completed on Parts II and III, and all numerical data required by Schedule M-3 must be provided at the time the Form 1120 is filed. Any schedule required to support a line item on Schedule M-3 must be attached at the time Schedule M-3 is filed and must provide the information required for that line item.

All detailed schedules for Part II and Part III of Schedule M-3 must be attached for each separate entity included in the Consolidated Part II and Part III, including those for the parent company and the eliminations entity, if applicable. It is not required that the same supporting detailed information be presented for Part II and Part III of the consolidated Schedule M-3.

If an item attributable to an includible corporation is not shared by or allocated to the appropriate member of the group but is retained in the parent corporation's financial statements (or books and records, if applicable), then the item must be reported by the parent corporation in its separate Schedule M-3. For example, if the parent of a U.S. consolidated tax group prepares financial statements that include all members of the U.S. consolidated tax group and the parent does not allocate the group's income tax expense as reflected in the financial statements among the members of the group but retains it in the parent corporation, the parent corporation must report on its separate Schedule M-3 the U.S. consolidated tax group's income tax expense as reflected in the financial statements.

Any adjustments made at the consolidated group level that are not attributable to any specific member of the U.S. consolidated tax group (e.g., disallowance of net capital losses, contribution deduction carryovers, and limitation of contribution deductions) must not be reported on the separate consolidating parent or subsidiary Schedules M-3 but rather on the consolidated Schedule M-3 and on the consolidating Schedule M-3 for consolidation eliminations (or on Form 8916 in the case of a mixed group).

If an includible corporation has no activity for the tax year (e.g., because the corporation is a dormant or inactive corporation), no amount for the corporation was included in Part I, line 11, and the corporation has no amounts to report on Part II and Part III of Schedule M-3 for the tax year, the parent corporation of the U.S. consolidated tax group may attach to the consolidated Schedule M-3 a statement that provides the name and EIN of the

includible corporation in lieu of filing a blank Part II and Part III of Schedule M-3 for such entity. On Part I check checkbox (1) Dormant subsidiaries schedule attached.

Specific Instructions for Part I

Part I. Financial Information and Net Income (Loss) Reconciliation

When To Complete Part I

Part I must be completed for any tax year for which the corporation files Schedule M-3. Check checkbox (1) Dormant subsidiaries schedule attached, checkbox (2) Non-consolidate return, checkbox (3) Consolidated return – 1120 only, and checkbox (4) Mixed 1120/L/PC group, as appropriate.

Line 1. Questions Regarding the Type of Income Statement Prepared

For Schedule M-3, Part I, lines 1 through 11, use only the financial statements of the U.S. corporation filing the U.S. federal income tax return (the consolidated financial statements for the U.S. parent corporation of a U.S. consolidated tax group). If the U.S. corporation filing a U.S. federal income tax return (or the U.S. parent corporation of a U.S. consolidated tax group) prepares its own financial statements but is controlled by another corporation (U.S. or foreign) that prepares financial statements that include the U.S. corporation, the U.S. corporation (or the U.S. parent corporation of a U.S. consolidated tax group) must use for its Schedule M-3, Part I, its own financial statements and not the financial statements of the controlling corporation.

If a non-publicly traded U.S. parent corporation of a U.S. consolidated tax group prepares financial statements and that group includes a publicly traded subsidiary that files financial statements with the Securities and Exchange Commission (SEC), the consolidated financial statements of the parent corporation are the appropriate financial statements for purposes of completing Part I. Do not use any separate company financial statements that might be prepared for publicly traded subsidiaries.

If no financial statements are prepared for a U.S. corporation (or, in the case of a U.S. consolidated tax group, for the U.S. parent corporation's consolidated group) filing Form 1120 Schedule M-3, the U.S. corporation (or the U.S. parent corporation of a U.S. consolidated tax group) must enter "No" on questions 1a, 1b, and 1c, skip Part I, lines 2a through 3c, and enter the net income (loss) per the books and records of the U.S. corporation (or U.S. consolidated tax group) on Part I, line 4.

If no financial statements are prepared for a U.S. corporation (or, in the case of a U.S. consolidated tax group, for the U.S. parent corporation's consolidated group) filing Form 1120 Schedule M-3, and the U.S. corporation is owned by a foreign corporation that prepares financial statements that includes the U.S. corporation (or the U.S. parent corporation's consolidated group), the U.S. corporation (or the U.S. parent corporation of the U.S. consolidated tax group) must enter "No" on questions 1a, 1b, and 1c, skip Part I, lines 2a through 3c, and enter the net income (loss) per the books and records of the U.S.

corporation (or U.S. consolidated tax group) on Part I, line 4.

If a U.S. corporation (a) has net income (loss) included on Part I, line 4, and removed on Part I, line 6a or 6b, on another U.S. corporation's Schedule M-3, (b) files its own Form 1120 (separate or consolidated), (c) does not have a separate financial statement (certified or otherwise) of its own, and (d) reports on Schedule L of its own Form 1120 total consolidated assets that equal or exceed \$10,000,000 at the end of the corporation's tax year, the corporation must answer questions 1a, 1b, and 1c of Part I as appropriate for its own Form 1120 and must report on Part I, line 4, the amount for the corporation's net income (loss) that is removed on Part I, line 6a or 6b, of the other corporation's Schedule M-3. However, if in the circumstances described immediately above, the corporation does have separate financial statements (certified or otherwise) of its own, independent of the amount of the corporation's net income included in Part I, line 4, of the other U.S. corporation, the corporation must answer questions 1a, 1b, and 1c of Part I, as appropriate, for its own Form 1120, based on its own separate income statement, and must report on Part I, line 4, the net income amounts shown on its separate income statement.

Line 2. Questions Regarding Income Statement Period and Restatements

Enter the beginning and ending dates on line 2a for the corporation's annual income statement period ending with or within this tax year.

The questions on Part I, lines 2b and 2c, regarding income statement restatements refer to the worldwide consolidated income statement issued by the corporation filing the U.S. federal income tax return (the consolidated financial statements for the U.S. parent corporation of a U.S. consolidated tax group). Answer "Yes" on lines 2b and/or 2c if the corporation's annual income statement has been restated for any reason. Attach a short explanation of the reasons for the restatement in net income for each annual income statement period that is restated, including the original amount and restated amount of each annual statement period's net income. The attached schedule is not required to report restatements on an entity-by-entity basis.

Line 3. Questions Regarding Publicly Traded Voting Common Stock

The primary U.S. publicly traded voting common stock class is the most widely held or most heavily traded within the U.S. as determined by the corporation. If the corporation has more than one class of publicly traded voting common stock, attach a list of the classes of publicly traded voting common stock and the trading symbol and the nine-digit CUSIP number of each class.

Line 4. Worldwide Consolidated Net Income (Loss) per Income Statement

Report on Part I, line 4, the worldwide consolidated net income (loss) per the income statement (or books and records, if applicable) of the corporation. A corporation filing a non-consolidated Form 1120 for itself must report its worldwide income on Part I line 4. In completing Schedule M-3, the corporation must use financial statement amounts from

the financial statement type checked “Yes” on Part I, line 1, or from its books and records if Part I, line 1c is checked “No”. If Part I, line 1a, is checked “Yes,” report on Part I, line 4, the net income amount reported in the income statement presented to the SEC on the corporation’s Form 10-K (the Form 10-K for the security identified on Part I, line 3b, if applicable).

If a corporation prepares financial statements, the amount on line 4 must equal the financial statement net income (loss) for the income statement period ending with or within the tax year as indicated on line 2a.

If the corporation prepares financial statements and the income statement period differs from the corporation’s tax year, the income statement period indicated on line 2a applies for purposes of Part I, lines 4 through 8.

If the corporation does not prepare financial statements, check “No” on Part I, line 1c, and enter the net income (loss) per the books and records of the U.S. corporation or the U.S. consolidated tax group on Part I, line 4.

Report on Part I, lines 5a through 10, as instructed below, all adjustment amounts required to adjust worldwide net income (loss) reported on this Part I, line 4 (whether from financial statements or books and records), to net income (loss) of includible corporations that must be reported on Part I, line 11.

If line 4 includes net income (loss) for a corporation that files Form 1120-PC or Form 1120-L, see the instructions for Part I, line 10, for adjustments that may be necessary to reconcile financial statement income to statutory income.

Line 5. Net Income (Loss) of Nonincludible Foreign Entities

Remove the financial statement net income (line 5a) or loss (line 5b) of each foreign entity that is included in the consolidated financial statement group and is not an includible corporation in the U.S. consolidated tax group (nonincludible foreign entity). In addition, on Part I, line 8, adjust for consolidation eliminations and correct for minority interest and intercompany dividends between any nonincludible foreign entity and any includible corporation. Do not remove in Part I the financial statement net income (loss) of any nonincludible foreign entity accounted for in the financial statements on the equity method.

Attach a supporting schedule that provides the name, EIN (if applicable), and net income (loss) per the financial statement or books and records included on line 4 that is removed on this line 5 for each separate nonincludible foreign entity. The amounts of income (loss) detailed on the supporting schedule should be reported for each separate nonincludible foreign entity without regard to the effect of consolidation or elimination entries. If there are consolidation or elimination entries relating to nonincludible foreign entities whose income (loss) is reported on the attached schedule that are not reportable on Part I, line 8, the net amounts of all such consolidation and elimination entries must be reported on a separate line on the attached schedule, so that the separate financial

accounting income (loss) of each nonincludible foreign entity remains separately stated. For example, if the net income (after consolidation and elimination entries) of a nonincludible foreign sub-consolidated group is being reported on line 5a, the attached supporting schedule should report the income (loss) of each separate nonincludible foreign legal entity from each such entity's own financial accounting net income statement or books and records, and any consolidation or elimination entries (for intercompany dividends, minority interests, etc.) not reportable on Part I, line 8, should be reported on the attached supporting schedule as a net amount on a line separate and apart from lines that report each nonincludible foreign entity's separate net income (loss).

Line 6. Net Income (Loss) of Nonincludible U.S. Entities

Remove the financial statement net income (line 6a) or loss (line 6b) of each U.S. entity that is included in the consolidated financial statement group and is not an includible corporation in the U.S. consolidated tax group (nonincludible U.S. entity). In addition, on Part I, line 8, adjust for consolidation eliminations and correct for minority interest and intercompany dividends between any nonincludible U.S. entity and any includible corporation. Do not remove in Part I the financial statement net income (loss) of any nonincludible U.S. entity accounted for in the financial statements on the equity method.

Attach a supporting schedule that provides the name, EIN, and net income (loss) per the financial statement or books and records included on line 4 that is removed on this line 6 for each separate nonincludible U.S. entity. The amounts of income (loss) detailed on the supporting schedule should be reported for each separate nonincludible U.S. entity without regard to the effect of consolidation or elimination entries. If there are consolidation or elimination entries relating to nonincludible U.S. entities whose income (loss) is reported on the attached schedule that are not reportable on Part I, line 8, the net amounts of all such consolidation and elimination entries must be reported on a separate line on the attached schedule, so that the separate financial accounting income (loss) of each nonincludible U.S. entity remains separately stated. For example, if the net income (after consolidation and elimination entries) of a nonincludible U.S. sub-consolidated group is being reported on line 6a, the attached supporting schedule should report the income (loss) of each separate nonincludible U.S. legal entity from each such entity's own financial accounting net income statement or books and records, and any consolidation or elimination entries (for intercompany dividends, minority interests, etc.) not reportable on Part I, line 8, should be reported on the attached supporting schedule as a net amount on a line separate and apart from lines that report each nonincludible U.S. entity's separate net income (loss).

Line 7. Net Income (Loss) of Other Includible Entities

Include the financial statement net income (line 7a) or loss (line 7b) of each corporation includible in the U.S. consolidated tax group that is not included in the consolidated financial statement group (other includible corporation) and therefore not included in the income reported on Part I line 4. Also include on this line 7 the financial statement income of any disregarded entity that is not included in the income reported on Part I,

line 4, but is included in Part I, line 11 (other includible entities) In addition, on Part I, line 8, adjust for consolidation eliminations and correct for minority interest and intercompany dividends for such other includible corporations and such other includible entities.

Attach a supporting schedule that provides the name, EIN, and net income (loss) per the financial statement or books and records on this line 7 for each separate other includible corporation and each separate other includible entity. The amounts of income (loss) detailed on the supporting schedule should be reported for each separate other includible corporation or entity without regard to the effect of consolidation or elimination entries solely between or among the entities listed. If there are consolidation or elimination entries relating to such other includible corporations or entities whose income (loss) is reported on the attached schedule that are not reportable on Part I, line 8, the net amounts of all such consolidation and elimination entries must be reported on a separate line on the attached schedule, so that the separate financial accounting income (loss) of each other includible corporation or entity remains separately stated. For example, if the net income (after consolidation and elimination entries) of a sub-consolidated U.S. group of other includible corporations or entities is being reported on line 7a, the attached supporting schedule should report the income (loss) of each separate other includible corporation or entity from each corporation's own financial accounting net income statement or books and records, and any consolidation or elimination entries (for intercompany dividends, minority interests, etc.) not reportable on Part I, line 8, should be reported on the attached supporting schedule as a net amount on a line separate and apart from lines that report each other includible corporation's or entity's separate net income (loss).

Line 8. Adjustment to Eliminations of Transactions Between Includible Entities and Nonincludible Entities

Adjustments on Part I, line 8, to reverse certain financial accounting consolidation or elimination entries are necessary to ensure that transactions between includible corporations and nonincludible U.S. or foreign entities are not eliminated, in order to report the correct total amount on Part I, line 11. Also, additional consolidation entries and eliminations entries may be necessary on Part I, line 8, related to transactions between includible corporations that are in the consolidated financial statement group and other includible corporations and entities that are not in the consolidated financial statement group but that are reported on Part I, line 7, in order to report the correct total amount on Part I, line 11.

Include on Part I, line 8, the total of the following: (i) amounts of any adjustments to consolidation entries and elimination entries that are contained in the amount reported on Part I, line 4, required as a result of removing amounts on Part I, line 5 or 6; and (ii) amounts of any additional consolidation entries and elimination entries that are required as a result of including amounts on Part I, line 7. This is necessary in order that the consolidation entries and intercompany eliminations entries included in the amount

reported on Part I, line 11 are only those applicable to the financial net income (loss) of includible corporations for the financial statement period. For example, adjustments must be reported on line 8 to remove minority interest and to reverse the elimination of intercompany dividends included on Part I, line 4, that relate to the net income of entities removed on Part I, line 5 or 6, because the income to which the consolidation or elimination entries relate has been removed. Also, for example, consolidation or elimination entries must be reported on line 8 to reflect any minority interest ownership in the net income of other includible corporations or entities reported on Part I, line 7, and to eliminate any intercompany dividends between corporations or entities whose income is included on Part I, line 7, and other corporations included in the consolidated U.S. federal income tax return.

If a corporate owner of an interest in another entity (entity): (1) accounts for the interest in entity in the owner corporation's separate general ledger on the equity method, and (2) fully consolidates entity in the owner corporation's consolidated financial statements, but entity is not includible in the owner corporation's consolidated U.S. federal income tax return, then, as part of reversing all consolidation and elimination entries for the nonincludible entity, the corporate owner must reverse on Schedule M-3, Part I, line 8, the elimination of the equity income inclusion from entity. If the owner corporation does not account for entity on the equity method on its own general ledger, it will not have eliminated the equity income for consolidated financial statement purposes, and therefore will have no elimination of equity income to reverse.

The attached supporting schedule for Part I, line 8, must identify the type (e.g., minority interest, intercompany dividends, etc.) and amount of consolidation or elimination entries reported, as well as the names of the entities to which they pertain. It is not necessary, but it is permitted, to report intercompany eliminations that net to zero on Part I, line 8, such as intercompany interest income and expense.

Line 9. Adjustment to Reconcile Income Statement Period to Tax Year

Include on line 9 any adjustments necessary to the income (loss) of includible corporations to reconcile differences between the corporation's income statement period reported on line 2a and the corporation's tax year. Attach a schedule describing the adjustment.

Line 10. Other Adjustments Required To Reconcile to Amount on Line 11

Include on line 10 any other adjustments to reconcile net income (loss) on Part I, line 4, with net income (loss) on Part I, line 11.

Note that, normally, all intercompany dividends will have been eliminated in financial accounting consolidation eliminations included in net income (loss) reported on Part I, line 4. However, an insurance company may be required to include certain intercompany dividends and certain intercompany security gains or losses on Part I, Line 11, so that the amount reported on Part I, Line 11, agrees with statutory accounting net income (Annual Statement). If the net income (loss) of a corporation that files Form 1120-PC or Form

1120-L is included on Part I, line 4 or line 7, and is computed on a basis other than statutory accounting, include on line 10 the adjustments necessary such that Part I, line 11, includes intercompany dividends and intercompany security gains or losses in the net income (loss) for such corporation to the extent required by statutory accounting principles. (For insurance companies included in the consolidated U.S. federal income tax return, see instructions for Part I, line 11 and Part II, line 7.)

For any adjustments reported on Part I, line 10, attach a supporting schedule that provides, for each corporation to which an adjustment relates: the name and EIN of the corporation, the amount of net income included in Part I before any adjustments on line 10, the amount of net income included on Part I, line 11, the amount of the net adjustment that is attributable to intercompany dividends required to be reported by statutory accounting, the amount of the net adjustment attributable to intercompany security gains or losses required to be reported by statutory accounting, the amount of the net adjustment attributable to other statutory accounting requirements (these three categories are applicable only to insurance companies), and the amount of the remainder of the net adjustment not required because of statutory accounting.

Line 11. Net Income (Loss) per Income Statement of Includible Corporations

Report on line 11 the net income (loss) per the income statement (or books and records, if applicable) of the corporation. In the case of a U.S. consolidated tax group, report the consolidated income statement net income (loss) of all corporations listed on Form 851 and included in the consolidated U.S. federal income tax return for the tax year. Amounts reported in column (a) of Parts II and III (see instructions below) must be reported on the same accounting method as is used to report the amount of net income (loss) per income statement of includible corporations on Part I, line 11, which for insurance companies is statutory accounting. If an insurance company is included in a consolidated Form 1120, the amount of net income reported on Part I, Line 11, will include the statutory accounting net income for the insurance corporation and the GAAP net income for the non-insurance corporations included in the U.S. consolidated tax group. (For insurance companies included in the consolidated U.S. federal income tax return, see instructions for Part I, line 10 and Part II, line 7.)

Do not, in any event, report on this line 11 the net income of entities not listed on Form 851 and not included in the consolidated U.S. federal income tax return for the tax year. For example, it is not permissible to remove the income of non-includible entities on lines 5 and/or 6, above, then to add back such income on lines 7 through 10, such that the amount reported at line 11 includes the net income of entities not includible in the consolidated U.S. federal income tax return. A principal purpose of Schedule M-3 is to report on this Part I, line 11, only the financial accounting net income of only the corporations included in the consolidated U.S. federal income tax return.

Whether or not the corporation prepares financial statements, Part I, line 11, must include all items that impact the net income (loss) of the corporation even if they are not recorded in the profit and loss accounts in the corporation's general ledger, including, for example,

all post-closing adjusting entries (including workpaper adjustments) and dividend income or other income received from non-includible corporations.

Example 3.

A. U.S. corporation P is publicly traded and files Form 10-K with the SEC. P owns 80% or more of the stock of 75 U.S. corporations, DS1 through DS75, between 51% and 79% of the stock of 25 U.S. corporations DS76 through DS100, and 100% of the stock of 50 foreign subsidiaries FS1 through FS50. P eliminates all dividend income from DS1 through DS100 and FS1 through FS50 in financial statement consolidation entries. Furthermore, P eliminates the minority interest ownership, if any, of DS1 through DS100 in financial statement consolidation entries. P's SEC Form 10-K includes P, DS1 through DS100 and FS1 through FS50 on a fully consolidated basis. P files a consolidated U.S. federal income tax return with DS1 through DS75.

P must check "Yes" on Part I, line 1a. On Part I, line 4, P must report the consolidated net income from the SEC Form 10-K for the consolidated financial statement group of P, DS1 through DS100, and FS1 through FS50. P must remove the net income (loss) of FS1 through FS50 on Part I, lines 5a or 5b, as applicable. P must remove the net income (loss) before minority interests of DS76 through DS100 on Part I, lines 6a or 6b, as applicable. P must reverse on Part I, line 8:

1. The elimination of dividends received by P and DS1 through DS75 from DS76 through DS100 and FS1 through FS50; and
2. The recognition of minority interests' share of the net income (loss) of DS76 through DS100. (Note: The minority interests' share, if any, of the income of DS1 through DS75 must be reported in Part II, line 8, Minority interest for includible corporations.)

P reports on Part I, line 11, the consolidated financial statement net income (loss) attributable to the includible corporations. Intercompany transactions between the includible corporations that had been eliminated in the net income amount on line 4 remain eliminated in the net income amount on line 11. Transactions between the includible corporations and the nonincludible entities that are eliminated in the net income amount on line 4 are included in the net income amount on line 11 since the elimination of those transactions were reversed on line 8.

B. Foreign corporation F owns 100% of the stock of U.S. corporation P. P owns 100% of the stock of DS1, 60% of the stock of DS2, and 100% of the stock of FS1. F prepares certified audited financial statements. P does not prepare any financial statements. P files a consolidated U.S. federal income tax return with DS1.

P must not complete Schedule M-3, Part I, with reference to the financial statements of its foreign parent F. P must check "No" on Part I, lines 1a, 1b, and 1c, skip lines 2a through 3c of Part I, and enter worldwide net income (loss) per the books and records of the includible corporations (P and DS1) on Part I, line 4. P must enter any necessary adjustments on lines 5a through 10 in order for Part I, line 11, to report the net income

(loss) of includible corporations P and DS1, net of eliminations for transactions between P and DS1.

Example 4.

1. U.S. corporation P owns 60% of corporation DS1 which is fully consolidated in P's financial statements. P does not account for DS1 in P's separate general ledger on the equity method. DS1 has net income of \$100 (before minority interests) and pays dividends of \$50, of which P receives \$30. The dividend is eliminated in the consolidated financial statements. In its financial statements, P consolidates DS1 and includes \$60 of net income (\$100 less the minority interest of \$40) on Part I, line 4.

P must remove the \$100 net income of DS1 on Part I, line 6a. P must reverse on Part I, line 8, the elimination of the \$40 minority interest net income of DS1. In addition, P reverses its elimination of the \$30 intercompany dividend in its financial statements on Part I, line 8. The net result is that P includes the \$30 dividend from DS1 at Part I, line 11, and on Part II, line 7, column (a). P's taxable dividend income from DS1 must be reported on Part II, line 7, column (d).

2. U.S. corporation C owns 60% of the capital and profits interests in U.S. LLC N. C does not account for N in P's separate general ledger on the equity method. N has net income of \$100 (before minority interests) and makes no distributions during the tax year. C treats N as a corporation for financial statement purposes and as a partnership for U.S. federal income tax purposes. In its financial statements, C consolidates N and includes \$60 of net income (\$100 less the minority interest of \$40) on Part I, line 4.

C must remove the \$100 net income of N on Part I, line 6a. C must reverse on Part I, line 8, the elimination of the \$40 minority interest net income of N. The result is that C includes no income for N either on Part I, line 11, or on Part II, line 9, column (a). C's taxable income from N must be reported by C on Part II, line 9.

3. U.S. corporation P owns 60% of corporation DS1, which is fully consolidated in P's financial statements. P accounts for DS1 in P's separate general ledger on the equity method. DS1 has net income of \$100 (before minority interests) and pays dividends of \$50, of which P receives \$30. The dividend reduces P's investment in DS1 for equity method reporting on P's separate general ledger where P includes its 60% equity share of DS1 income, which is \$60. In its financial statements, P eliminates the DS1 equity method income of \$60 and consolidates DS1, including \$60 of net income (\$100 less the minority interest of \$40) on Part I, line 4.

P must remove the \$100 net income of DS1 on Part I, line 6a. P must reverse on Part I, line 8, the elimination of the \$40 minority interest net income of DS1 and the elimination of the \$60 of DS1 equity income. The net result is that P includes the \$60 of equity method income from DS1 at Part I, line 11, and on Part II, line 6, column (a). P's taxable dividend income from its investment in DS1 must be reported on Part II, line 7, column (d).

- 4.. U.S. corporation C owns 60% of the capital and profits interests in U.S. LLC N. C accounts for N in C's separate general ledger on the equity method. N has net income of \$100 (before minority interests) and makes no distributions during the tax year. C treats N as a corporation for financial statement purposes and as a partnership for U.S. federal income tax purposes. For equity method reporting on C's separate general ledger, C includes its 60% equity share of N income, which is \$60. In its financial statements, C eliminates the \$60 of N equity method income and consolidates N including \$60 of net income (\$100 less the minority interest of \$40) on Part I, line 4.

C must remove the \$100 net income of N on Part I, line 6a. C must reverse on Part I, line 8, the elimination of the \$40 minority interest net income of N and the elimination of the \$60 of N equity method income. The result is that C includes the \$60 of equity method income for N on Part I, line 11, and on Part II, line 9, column (a). C's taxable income from N must be reported by C on Part II, line 9, column (d).

5. U.S. corporation C owns 60% of the capital and profits interests in U.S. LLC N. C accounts for N in C's separate general ledger on the equity method. N has net income of \$100 (before minority interests) and pays a \$50 cash distribution, of which C receives \$30. The dividend reduces C's investment in N for equity method reporting on C's separate general ledger. C treats N as a corporation for financial statement purposes and as a partnership for U.S. federal income tax purposes. For equity method reporting on C's separate general ledger, C includes its 60% equity share of N income, which is \$60. In its financial statements, C eliminates the \$60 of N equity method income and consolidates N and includes \$60 of net income (\$100 less the minority interest of \$40) on Part I, line 4.

C must remove the \$100 net income of N on Part I, line 6a. C must reverse on Part I, line 8, the elimination of the \$40 minority interest net income of N and the elimination of the \$60 of N equity method income. The result is that C includes the \$60 of equity method income for N on Part I, line 11, and on Part II, line 9, column (a). C's taxable income from N must be reported by C on Part II, line 9, column (d).

Example 5. U.S. corporation P owns 80% of the stock of corporation DS1. DS1 is included in P's consolidated federal income tax return, even though DS1 is not included

in P's consolidated financial statements on either a consolidated basis or on the equity method. DS1 has current year net income of \$100 after taking into account its \$40 interest payment to P. P has net income of \$1,040 after recognition of the interest income from DS1. Because DS1 is an includible corporation, 100% of the net income of both P and DS1 must be reported on Form 1120, page 1 of the PDS consolidated U.S. federal income tax return, and the intercompany interest income and expense must be removed by consolidation elimination entries.

P must report its financial statement net income of \$1,040 on Part I, line 4, and reports DS1's net income of \$100 on Part I, line 7. Then, in order to reflect the full consolidation of the financial accounting net income of P and DS1 at Part I, line 11, Net income (loss) per income statement of includible corporations, the following consolidation and elimination entries are reported on Part I, line 8: (a) offsetting entries to remove the \$40 of interest income received from DS1 included by P on line 4, and to remove the \$40 of interest expense of DS1 included in line 7 for a net change of zero; and (b) an entry to reflect the \$20 minority interest in the net income of DS1 (DS1 net income of \$100 × 20% minority interest). The result is that Part I, line 11, reports \$1,120: \$1,040 from line 4, \$100 from line 7, and (\$20) from line 8. Stated another way, Part I, line 11, includes the entire \$1,000 net income of P, measured before recognition of the intercompany interest income from DS1 and the consolidation of DS1 operations, plus the entire \$140 net income of DS1, measured before interest expense to P, less the minority interest ownership of \$20 in DS1's separate net income (\$100). The PDS consolidated U.S. federal income tax group is required to include on the attached supporting schedule for Part I, line 8, the details of the adjustment to the minority interest in the net income of DS1, but is not required to report the offsetting adjustment to the intercompany elimination of interest income and interest expense (though it is permitted to do so).

Specific Instructions for Parts II and III

For consolidated U.S. federal income tax returns, file supporting schedules for each includible corporation. See *Consolidated returns* in the Instructions for Form 1120.

General Format of Parts II and III

Indicate on the line after the common parent's name on Part II and Part III, whether the Schedule M-3 is for the: (1) consolidated tax group; (2) parent corporation; (3) consolidation eliminations; (4) subsidiary corporation; or (5) Mixed 1120/L/PC, by checking the appropriate box. If applicable, indicate on the second line of checkboxes, whether the Schedule M-3 is for a sub-consolidated: (6) 1120 group; or (7) 1120 eliminations. (See sections above titled Schedule M-3 Consolidated Schedule M-3 vs. Consolidating Schedules M-3 for Form 1120 Groups and Schedule M-3 Consolidation for Mixed Groups (1120/L/PC).)

For each line item in Parts II and III, report in column (a) the amount of net income (loss) included in Part I, line 11, and report in column (d) the amount included in taxable

income on Form 1120, page 1, line 28.

When To Complete Columns (a) and (d)

A corporation is not required to complete columns (a) and (d) of Parts II and III for the first tax year the corporation is required to file Schedule M-3, and for all subsequent years the corporation is required to file Schedule M-3, the corporation must complete Schedule M-3 in its entirety. Accordingly, the corporation must complete columns (a) and (d) of Parts II and III for all tax years subsequent to the first tax year the corporation is required to file Schedule M-3. For example, if a corporation was required to file Schedule M-3 as a member of a U.S. consolidated tax group and the corporation leaves the U.S. consolidated tax group, the corporation is required to complete Schedule M-3 in its entirety in any succeeding tax year that the corporation is required to complete Schedule M-3. However, if the corporation joins in filing a different consolidated U.S. federal income tax return, then the corporation must complete its Schedule M-3 in its entirety in any year that the U.S. consolidated tax group must complete its Schedule M-3 in its entirety.

If, for any tax year (or tax years) prior to the first tax year a corporation is required to file Schedule M-3, a corporation voluntarily files Schedule M-3 in lieu of Schedule M-1, then in those voluntary filing years the corporation is not required to complete columns (a) and (d) of Parts II and III. In addition, in the first tax year the corporation is required to file Schedule M-3 the corporation is not required to complete columns (a) and (d) of Parts II and III.

If a corporation that is not a mixed group chooses not to complete columns (a) and (d) of Parts II and III in the first tax year the corporation is required to file Schedule M-3 (or in any year in which the corporation voluntarily files Schedule M-3), then Part II, line 30, is reconciled by the corporation (or, in the case of a U.S. consolidated tax group, by the group's parent corporation on Part II, line 30, of the group's consolidated Schedule M-3) in the following manner:

1. Report the amount from Part I, line 11, on Part II, line 30, column (a);
2. Leave blank Part II, lines 1 through 29, columns (a) and (d);
3. Leave blank Part III, columns (a) and (d); and
4. Report on Part II, line 30, column (d), the sum of Part II, line 30, columns (a), (b), and (c). Note. Part II, line 30, column (d), must equal the amount on Form 1120, page 1, line 28.

Note: Mixed groups should see the section, *Schedule M-3 Consolidation for Mixed Groups (1120/L/PC)*

In the case of a U.S. consolidated tax group that is not a mixed group, the reconciliation described in the preceding paragraph must be performed by each member of the U.S. consolidated tax group. However, because Part I must be completed only once on the consolidated Schedule M-3 by the parent corporation of the U.S. consolidated tax group, the amount reported on Part II, line 30, column (a), by each member of the U.S. consolidated tax group on its respective Schedule M-3 is the amount attributable to that member that is reported on the consolidated Schedule M-3, Part I, line 11, completed by

the parent corporation. Accordingly, the amount reported on Part II, line 30, columns (a) through (d) of the consolidated Schedule M-3 is the sum of the amounts reported by each member of the U.S. consolidated tax group on its respective Schedule M-3 (including a Schedule M-3 for consolidation eliminations, if necessary). Note that the amount reported on Part II, line 30, column (a) of the consolidated Schedule M-3 must equal the amount reported on Part I, line 11 of the consolidated Schedule M-3, and that the amount reported on Part II, line 30, column (d) of the consolidated Schedule M-3 must equal the amount reported on the consolidated Form 1120, page 1, line 28.

When To Complete Columns (b) and (c)

Columns (b) and (c) of Parts II and III must be completed for any tax year for which the corporation files Schedule M-3.

For any item of income, gain, loss, expense, or deduction for which there is a difference between columns (a) and (d), the portion of the difference that is temporary must be entered in column (b) and the portion of the difference that is permanent must be entered in column (c).

If financial statements are prepared by the corporation in accordance with generally accepted accounting principles (GAAP), differences that are treated as temporary for GAAP must be reported in column (b) and differences that are permanent (that is, not temporary for GAAP) must be reported in column (c). Generally, pursuant to GAAP, a temporary difference affects (creates, increases, or decreases) a deferred tax asset or liability.

If the corporation does not prepare financial statements, or the financial statements are not prepared in accordance with GAAP, report in column (b) any difference that the corporation believes will reverse in a future tax year (that is, have an opposite effect on taxable income in a future tax year (or years) due to the difference in timing of recognition for financial accounting and U.S. federal income tax purposes) or is the reversal of such a difference that arose in a prior tax year. Report in column (c) any difference that the corporation believes will not reverse in a future tax year (and is not the reversal of such a difference that arose in a prior tax year).

If the corporation is unable to determine whether a difference between column (a) and column (d) for an item will reverse in a future tax year or is the reversal of a difference that arose in a prior tax year, report the difference for that item in column (c).

Example 6. For the 2004, 2005, and 2006 tax years, corporation A has total consolidated assets on the last day of the tax year as reported on Schedule L, line 15, column (d), of \$8 million, \$11 million, and \$12 million, respectively. A is required to file Schedule M-3 for its 2005 and 2006 tax years.

For its 2004 tax year, A voluntarily files Schedule M-3 in lieu of Schedule M-1 and does not complete columns (a) and (d) of Parts II and III.

For A's 2005 tax year, the first tax year that A is required to file Schedule M-3, A is only required to complete Part I and columns (b) and (c) of Parts II and III.

For A's 2006 tax year, A is required to complete Schedule M-3 in its entirety.

Example 7. Corporation B is a U.S. publicly traded corporation that files a Consolidated U.S. federal income tax return and prepares consolidated GAAP financial statements. In prior years, B acquired intellectual property (IP) and goodwill through several corporate acquisitions. The IP is amortizable for both U.S. federal income tax and financial statement purposes. In the current year, B's annual amortization expense for IP is \$9,000 for U.S. federal income tax purposes and \$6,000 for financial statement purposes. In its financial statements, B treats the difference in IP amortization as a temporary difference. The goodwill is not amortizable for U.S. federal income tax purposes and is subject to impairment for financial statement purposes. In the current year, B records an impairment charge on the goodwill of \$5,000. In its financial statements, B treats the goodwill impairment as a permanent difference. B must report the amortization attributable to the IP on Part III, line 28, and report \$6,000 in column (a), a temporary difference of \$3,000 in column (b), and \$9,000 in column (d). B must report the goodwill impairment on Part III, line 26, and report \$5,000 in column (a), a permanent difference of (\$5,000) in column (c), and \$0 in column (d).

Reporting Requirements for Parts II and III

The number of Parts II should equal the number of Parts III filed by the corporation.

General Reporting Requirements

If an amount is attributable to a reportable transaction described in Regulations section 1.6011-4(b), the amount must be reported in columns (a), (b), (c), and (d), as applicable, of Part II, line 12, Items relating to reportable transactions, regardless of whether the amount would otherwise be reported on Part II or Part III of Schedule M-3. Thus, if a taxpayer files Form 8886, Reportable Transaction Disclosure Statement, the amounts attributable to that reportable transaction must be reported on Part II, line 12.

A corporation is required to report in column (a) of Parts II and III the amount of any item specifically listed on Schedule M-3 that is in any manner included in the corporation's current year financial statement net income (loss) or in an income or expense account maintained in the corporation's books and records, even if there is no difference between that amount and the amount included in taxable income unless (a) otherwise provided in these instructions or (b) the amount is attributable to a reportable transaction described in Regulations section 1.6011-4(b) and is therefore reported on Part II, line 12. For example, with the exception of interest income reflected on a Schedule K-1 received by a corporation as a result of the corporation's investment in a partnership or other pass-through entity, all interest income included on Part I, Line 11, whether from unconsolidated affiliated companies, third parties, banks, or other entities, whether from foreign or domestic sources, whether taxable or exempt from tax, and whether classified as some other type of income for U.S. federal income tax purposes (such as dividends), must be included on Part II, line 13, column (a). Likewise, all fines and penalties included in Part I, Line 11, paid to a government or other authority for the violation of any law for which fines or penalties are assessed must be included on Part III, line 12, column (a), regardless of the government authority that imposed the fines or penalties,

regardless of whether the fines or penalties are civil or criminal, regardless of the classification, nomenclature, or terminology attached to the fines or penalties by the imposing authority in its actions or documents.

If a corporation would be required to report in column (a) of Parts II and III the amount of any item specifically listed on Schedule M-3 in accordance with the preceding paragraph, except that the corporation has capitalized the item of income or expense and reports the amount in its financial statement balance sheet or in asset and liability accounts maintained in the corporation's books and records, the corporation must report the proper tax treatment of the item in columns (b), (c), and (d), as applicable.

Furthermore, in applying the two preceding paragraphs, a corporation is required to report in column (a) of Parts II and III the amount of any item specifically listed on Schedule M-3 that is included in the corporation's financial statements or exists in the corporation's books and records, regardless of the nomenclature associated with that item in the financial statements or books and records. Accurate completion of Schedule M-3 requires reporting amounts according to the substantive nature of the specific line items included in Schedule M-3 and consistent reporting of all transactions of like substantive nature that occurred during the tax year. For example, all expense amounts that are included in the financial statements or exist in the books and records that represent some form of "Bad debt expense," must be reported on Part III, line 32, in column (a), regardless of whether the amounts are recorded or stated under different nomenclature in the financial statements or the books and records such as: "Provision for doubtful accounts"; "Expense for uncollectible notes receivable"; or "Impairment of trade accounts receivable." Likewise, as stated in the preceding paragraph, all fines and penalties must be included on Part III, line 12, column (a), regardless of the terminology or nomenclature attached to them by the corporation in its books and records or financial statements.

With limited exceptions, Part II includes lines for specific items of income, gain, or loss (income items). (See Part II, lines 1 through 24.) If an income item is described in Part II, lines 1 through 24, report the amount of the item on the applicable line, regardless of whether there is a difference for the item. If there is a difference for the income item, or only a portion of the income item has a difference and a portion of the item does not have a difference, and the item is not described in Part II, lines 1 through 24, report and describe the entire amount of the item on Part II, line 25.

With limited exceptions, Part III includes lines for specific items of expense or deduction (expense items). (See Part III, lines 1 through 34.) If an expense item is described on Part III, lines 1 through 34, report the amount of the item on the applicable line, regardless of whether there is a difference for the item. If there is a difference for the expense item, or only a portion of the expense item has a difference and a portion of the item does not have a difference and the item is not described in Part III, lines 1 through 34, report and describe the entire amount of the item on Part III, line 35.

If there is no difference between the financial accounting amount and the taxable amount of an entire item of income, loss, expense, or deduction and the item is not described or included in Part II, lines 1 through 25, or Part III, lines 1 through 35, report the entire

amount of the item in column (a) and (d) of Part II, line 28.

Separately stated and adequately disclosed. Each difference reported in Parts II and III must be separately stated and adequately disclosed. In general, a difference is adequately disclosed if the difference is labeled in a manner that clearly identifies the item or transaction from which the difference arises. For further guidance about adequate disclosure, see Regulations section 1.6662-4(f), Rev. Proc. 2004-45, 2004-31 I.R.B. 140 and Rev. Proc. 2005-75, 2005-50 I.R.B. 1137. If a specific item of income, gain, loss, expense, or deduction is described on Part II, lines 9 through 24, or Part III, lines 1 through 34, and the line does not indicate to “attach schedule” or “attach details,” and the specific instructions for the line do not call for an attachment of a schedule or statement, then the item is considered separately stated and adequately disclosed if the item is reported on the applicable line and the amount(s) of the item(s) are reported in the applicable columns of the applicable line. See the instructions beginning on page 8 for specific additional information required to be provided for amounts reported on Part II, lines 1 through 8.

Except as otherwise provided, differences for the same item must be combined or netted together and reported as one amount on the applicable line of Schedule M-3. However, differences for separate items must not be combined or netted together. Each item (and corresponding amount attributable to that item) must be separately stated and adequately disclosed on the applicable line of Schedule M-3, or any schedule required to be attached, even if the amounts are below a certain dollar amount.

Example 8. Corporation C is a calendar year taxpayer that placed in service ten depreciable fixed assets in 2000. C was required to file Schedule M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax year. C’s total depreciation expense for its 2006 tax year for five of the assets is \$50,000 for income statement purposes and \$70,000 for U.S. federal income tax purposes. C’s total annual depreciation expense for its 2006 tax year for the other five assets is \$40,000 for income statement purposes and \$30,000 for U.S. federal income tax purposes. In its financial statements, C treats the differences between financial statement and U.S. federal income tax depreciation expense as giving rise to temporary differences that will reverse in future years. C must combine all of its depreciation adjustments. Accordingly, C must report on Part III, line 31, for its 2006 tax year income statement depreciation expense of \$90,000 in column (a), a temporary difference of \$10,000 in column (b), and U.S. federal income tax depreciation expense of \$100,000 in column (d).

Example 9. Corporation D is a calendar year taxpayer that was required to file Schedule M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax year. On December 31, 2006, D establishes three reserve accounts in the amount of \$100,000 for each account. One reserve account is an allowance for accounts receivable that are estimated to be uncollectible. The second reserve is an estimate of coupons outstanding that may have to be paid. The third reserve is an estimate of future warranty expenses. In its financial statements, D treats the three reserve accounts as giving rise to temporary differences that will reverse in future years. The three reserves are expenses in D’s 2006 financial statements but are not deductions for U.S. federal income tax purposes in 2006.

D must not combine the Schedule M-3 differences for the three reserve accounts. D must report the amounts attributable to the allowance for uncollectible accounts receivable on Part III, line 32, Bad debt expense, and must separately state and adequately disclose the amounts attributable to each of the other two reserves, coupons outstanding and warranty costs, on a required, attached schedule that supports the amounts at Part III, line 35.

Example 10. Corporation E is a calendar year taxpayer that was required to file Schedule M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax year. On January 2, 2006, E establishes an allowance for uncollectible accounts receivable (bad debt reserve) of \$100,000. During 2006, E increased the reserve by \$250,000 for additional accounts receivable that may become uncollectible. Additionally, during 2006 E decreases the reserve by \$75,000 for accounts receivable that were discharged in bankruptcy during 2006. The balance in the reserve account on December 31, 2006, is \$275,000. The \$100,000 amount to establish the reserve account and the \$250,000 to increase the reserve account are expenses on E's 2006 financial statements but are not deductible for U.S. federal income tax purposes in 2006. However, the \$75,000 decrease to the reserve is deductible for U.S. federal income tax purposes in 2006. In its financial statements, E treats the reserve account as giving rise to a temporary difference that will reverse in future tax years. E must report on Part III, line 32, Bad debt expense, for its 2006 tax year income statement bad debt expense of \$350,000 in column (a), a temporary difference of (\$275,000) in column (b), and U.S. federal income tax bad debt expense of \$75,000 in column (d).

Example 11. Corporation F is a calendar year taxpayer that was required to file Schedule M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax year. During 2006, F incurs \$200 of meals and entertainment expenses that F deducts in computing net income per the income statement. \$50 of the \$200 is subject to the 50% limitation under section 274(n). In its financial statements, F treats the limitation on deductions for meals and entertainment as a permanent difference. Because meals and entertainment expenses are specifically described in Part III, line 11, Meals and entertainment, F must report all of its meals and entertainment expenses on this line, regardless of whether there is a difference. Accordingly, F must report \$200 in column (a), \$25 in column (c), and \$175 in column (d). F must not report the \$150 of meals and entertainment expenses that are deducted in F's financial statement net income and are fully deductible for U.S. federal income tax purposes on Part II, line 28, Other income (loss) and expense/deduction items with no differences, and the \$50 subject to the limitation under section 274(n) on Part III, line 11.

Part II. Reconciliation of Net Income (Loss) per Income Statement of Includible Corporations With Taxable Income per Return

Lines 1 Through 8. Additional Information for Each Corporation

For any item reported on Part II, lines 1, 3 through 6, or 8, attach a supporting schedule that provides the name of the entity for which the item is reported, the type of entity (corporation, partnership, etc.), the entity's EIN (if applicable), and the item amounts for

columns (a) through (d). See the instructions for Part II, lines 2 and 7, for the specific information required for those particular lines.

Line 1. Income (Loss) From Equity Method Foreign Corporations

Report on line 1, column (a), the income statement income (loss) included in Part I, line 11, for any foreign corporation accounted for on the equity method and remove such amount in column (b) or (c), as applicable. Report the amount of dividends received and other taxable amounts received or includible from foreign corporations on Part II, lines 2 through 5, as applicable.

Line 2. Gross Foreign Dividends Not Previously Taxed

Except as otherwise provided in this paragraph, report on line 2, column (d), the amount (before any withholding tax) of any foreign dividends included in current year taxable income on Form 1120, page 1, line 28, and report on line 2, column (a), the amount of dividends from any foreign corporation included in Part I, line 11. Do not report on Part I, line 2, any amounts that must be reported on Part II, lines 3 or 4, or dividends that were previously taxed and must be reported on Part II, line 5. (See the instructions below for Part II, lines 3, 4 and 5.)

For any dividends reported on Part II, line 2, that are received on a class of voting stock of which the corporation directly or indirectly owned 10% or more of the outstanding shares of that class at any time during the tax year, report on an attached supporting schedule the name of the dividend payer, the class of voting stock on which the dividend was paid, the payer's EIN (if applicable), and the item amounts for columns (a) through (d).

Line 3. Subpart F, QEF, and Similar Income Inclusions

Report on line 3, column (d), the amount included in taxable income under section 951 (relating to Subpart F), gains or other income inclusions resulting from elections under sections 1291(d)(2) and 1298(b)(1), and any amount included in taxable income pursuant to section 1293 (relating to qualified electing funds). The amount of Subpart F income corresponds to the total of the amounts reported by the corporation on line 6, Schedule I, of all Forms 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations. The amount of qualified electing fund income corresponds to the total of the amounts reported by the corporation on line 3(a), Part II, of all Forms 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund.

Also include on line 3 PFIC mark-to-market gains and losses under section 1296. Do not report such gains and losses on Part II, line 16.

Line 4. Section 78 Gross-Up

Report on line 4, column (d), the amount of any section 78 gross-up not included in column (d) of Part II, lines 9, 10, and 11, Income (loss) from U.S. partnerships, foreign partnerships and other pass-through entities. The section 78 gross-up amount on this line 4 must correspond to the total section 78 gross-up amounts reported by the corporation on all Forms 1118, Foreign Tax Credit-Corporations, excluding the amounts reported in column (d) of Part II, lines 9, 10 and 11.

Line 5. Gross Foreign Distributions Previously Taxed

Report on line 5, column (a), any distributions received from foreign corporations that were included in Part I, line 11, and that were previously taxed for U.S. federal income tax purposes. For example, include in column (a) amounts that are excluded from taxable income under sections 959 and 1293(c). Remove such amount in column (b) or (c), as applicable. Report the full amount of the distribution before any withholding tax. Since previously taxed foreign distributions are not currently taxable, line 5, column (d) is shaded. (Also, see instructions above for Part II, line 2.)

Line 6. Income (Loss) From Equity Method U.S. Corporations

Report on line 6, column (a), the income statement income (loss) included in Part I, line 11, for any U.S. corporation accounted for on the equity method and remove such amount in column (b) or (c), as applicable. Report on Part II, line 7, dividends received from any U.S. corporation accounted for on the equity method.

Line 7. U.S. Dividends Not Eliminated in Tax Consolidation

Report on line 7, column (a), the amount of dividends included in Part I, line 11 that were received from any U.S. corporation. Report on line 7, column (d), the amount of any U.S. dividends included in taxable income on Form 1120, page 1, line 28.

Usually, the amounts included on line 7, columns (a) and (d) include only dividends received from U.S. corporations that are not included in the U.S. consolidated tax group because intercompany dividends received from includible corporations listed on Form 851 are eliminated for financial accounting purposes and for the calculation of U.S. taxable income. However, in the case of an insurance company included in the consolidated U.S. federal income tax return that is required to report intercompany dividends received as part of statutory accounting net income (and is fully completing Parts II and III of Schedule M-3, include such intercompany dividends on Part II, line 7 column (a) and the taxable amount of those dividends on Part II, line 7 column (d). (For insurance companies included in the consolidated U.S. federal income tax return, see instructions for Part I, lines 10 and 11.)

For any dividends reported on Part II, line 7, that are received on classes of voting stock in which the corporation directly or indirectly owned 10% or more of the outstanding shares of that class at any time during the tax year, report on an attached supporting schedule for Part II, line 7, the name of the dividend payer, the class of voting stock on which the dividend was paid, the payer's EIN (if applicable), and the item amounts for columns (a) through (d).

Line 8. Minority Interest for Includible Corporations

Report on line 8, column (a), the minority interest included in the income statement income (loss) on Part I, line 11, for any member of the U.S. consolidated tax group that is less than 100% owned.

Example 12. Corporation G is a calendar year taxpayer that was required to file Schedule M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax

year. G owns 90% of the stock of U.S. corporation DS1. G files a consolidated U.S. federal income tax return with DS1 as the GDS1 U.S. consolidated group. G prepares certified GAAP financial statements for the consolidated financial statement group consisting of G and DS1. G has no net income of its own, and G does not report its equity interest in the income of DS1 on its separate financial statements. DS1 has financial statement net income (before minority interests) and taxable income of \$1,000 (\$2,500 of revenue less \$1,500 cost of goods sold).

On the consolidated Schedule M-3, Part I, line 4, Worldwide consolidated net income (loss) per income statement, and on line 11, Net income (loss) per income statement of includible corporations, the U.S. consolidated tax group GDS1 must report \$900 of financial statement net income (\$1,000 net income less \$100 minority interest).

The GDS1 group must prepare one consolidated Schedule M-3, Parts II and III and three additional Schedules M-3, Parts II and III: one for G, one for DS1, and one for consolidation eliminations.

On the Schedule M-3, Parts II and III for DS1, \$1,000 is reported on Part II, line 28 and line 30, in both columns (a) and (d). On G's Schedule M-3, Parts II and III, zero is reported on Part II, line 30, in both columns (a) and (d). On the consolidation eliminations Schedule M-3, Parts II and III, on Part II, line 8 and line 30, the minority interest elimination for the U.S. consolidated tax group is reported as (\$100) in column (a), \$100 in column (c), and \$0 in column (d).

On the Schedule M-3, Parts II and III for the U.S. consolidated tax group, on Part II, line 8, Minority interest for includible corporations, (\$100) is reported in column (a), \$100 in column (c), and \$0 in column (d). On Part II, line 28, the U.S. consolidated tax group reports \$1,000 in both columns (a) and (d). As a result, financial statement net income on Part II, line 30, column (a), will total \$900, net permanent differences on Part II, line 30, column (c), will total \$100, and taxable income on line 30, column (d), will total \$1,000.

**Line 9. Income (Loss) From
U.S. Partnerships and Line**

10. Income (Loss) From Foreign Partnerships

For any interest owned by the corporation or a member of the U.S. consolidated tax group that is treated as an investment in a partnership for U.S. federal income tax purposes (other than an interest in a disregarded entity), report amounts on Part II, line 9 or 10, as described below:

1. In column (a) the sum of the corporation's distributive share of income or loss from a U.S. or foreign partnership that is included in Part I, line 11;
2. In column (b) or (c), as applicable, except for amounts described in item 4., below, the sum of all differences, if any, attributable to the corporation's distributive share of income or loss from a U.S. or foreign partnership; and
3. In column (d), except for amounts described in item 4., below, the sum of all amounts of income, gain, loss, or deduction attributable to the corporation's distributive

share of income or loss from a U.S. or foreign partnership (i.e., the sum of all amounts reportable on the corporation's Schedule(s) K-1 received from the partnership (if applicable)), without regard to any limitations computed at the partner level (e.g., limitations on utilization of charitable contributions, capital losses, and interest expense).

4. Do not report on Part II, line 9 or 10, as applicable, any portion of a corporation's deduction under section 199 (income attributable to domestic production activities) even if some or all of the corporation's deduction under section 199 is attributable to a partnership interest held by the corporation. A corporation must report its deduction under section 199 only on Part III, Line 22.

For each partnership reported on line 9 or 10, attach a supporting schedule that provides the name, EIN (if applicable), end of year profit-sharing percentage (if applicable), end of year loss-sharing percentage (if applicable), and the amount reported in column (a), (b), (c), or (d) of lines 9 or 10, as applicable.

Example 13. U.S. corporation H is a calendar year taxpayer that was required to file Schedule M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax year. H has an investment in a U.S. partnership USP. H prepares financial statements in accordance with GAAP. In its financial statements, H treats the difference between financial statement net income and taxable income from its investment in USP as a permanent difference. For its 2006 tax year, H's financial statement net income includes \$10,000 of income attributable to its share of USP's net income. H's Schedule K-1 from USP reports \$5,000 of ordinary income, \$7,000 of long-term capital gains, \$4,000 of charitable contributions, and \$200 of section 179 expense. H must report on Part II, line 9, \$10,000 in column (a), a permanent difference of (\$2,200) in column (c), and \$7,800 in column (d).

Example 14. Same facts as Example 13 except that corporation H's charitable contribution deduction is wholly attributable to its partnership interest in USP and is limited to \$90 pursuant to section 170(b)(2) due to other investment losses incurred by H. In its financial statements, H treated this limitation as a temporary difference. H must not report the charitable contribution limitation of \$3,910 (\$4,000 -\$90) on Part II, line 9. H must report the limitation on Part III, line 21, and report the disallowed charitable contributions of (\$3,910) in columns (b) and (d).

Line 11. Income (Loss) From Other Pass-Through Entities

For any interest in a pass-through entity (other than an interest in a partnership reportable on Part II, line 9 or 10, as applicable) owned by a member of the U.S. consolidated tax group (other than an interest in a disregarded entity), report the following on line 11:

1. In column (a) the sum of the corporation's distributive share of income or loss from the pass-through entity that is included in Part I, line 11;
2. In column (b) or (c), as applicable, except for amounts described in item 4., below, the sum of all differences, if any, attributable to the pass-through entity; and
3. In column (d), except for amounts described in item 4., below, the sum of all taxable amounts of income, gain, loss, or deduction reportable on the corporation's Schedules K-1 received from the pass-through entity (if applicable).
4. Do not report on Part II, line 11, any portion of a corporation's deduction under

section 199 (income attributable to domestic production activities) even if some or all of the corporation's deduction under section 199 is attributable to an interest in a pass-thru entity held by the corporation. A corporation must report its deduction under section 199 only on Part III, Line 22.

For each pass-through entity reported on line 11, attach a supporting schedule that provides that entity's name, EIN (if applicable), the corporation's end of year profit-sharing percentage (if applicable), the corporation's end of year loss-sharing percentage (if applicable), and the amounts reported by the corporation in column (a), (b), (c), or (d) of line 11, as applicable.

Line 12. Items Relating to Reportable Transactions

Any amounts attributable to any reportable transactions (as described in Regulations section 1.6011-4) must be included on Part II, line 12, regardless of whether the difference, or differences, would otherwise be reported elsewhere in Part II or Part III. Thus, if a taxpayer files Form 8886 for any reportable transaction described in Regulations section 1.6011-4, the amounts attributable to that reportable transaction must be reported on Part II, line 12. In addition, all income and expense amounts attributable to a reportable transaction must be reported on Part II, line 12, columns (a) and (d) even if there is no difference between the financial statement amounts and the taxable amounts.

Each difference attributable to a reportable transaction must be separately stated and adequately disclosed. A corporation will be considered to have separately stated and adequately disclosed a reportable transaction on line 12 if the corporation sequentially numbers each Form 8886 and lists by identifying number on the supporting schedule for Part II, line 12, each sequentially numbered reportable transaction and the amounts required for Part II, line 12, columns (a) through (d).

In lieu of the requirements of the preceding paragraph, a corporation will be considered to have separately stated and adequately disclosed a reportable transaction if the corporation attaches a supporting schedule that provides the following for each reportable transaction:

1. A description of the reportable transaction disclosed on Form 8886 for which amounts are reported on Part II, line 12;
2. The name and tax shelter registration number, if applicable, as reported on lines 1a and 1b, respectively, of Form 8886; and
3. The type of reportable transaction (i.e., listed transaction, confidential transaction, transaction with contractual protection, etc.) as reported on line 2 of Form 8886.

If a transaction is a listed transaction described in Regulations section 1.6011-4(b)(2), the description also must include the description provided on line 3 of Form 8886. In addition, if the reportable transaction involves an investment in the transaction through another entity such as a partnership, the description must include the name and EIN (if applicable) of that entity as reported on line 5 of Form 8886.

Example 15. Corporation J is a calendar year taxpayer that was required to file Schedule

M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax year. J incurred seven different abandonment losses during its 2006 tax year. One loss of \$12 million results from a reportable transaction described in Regulations section 1.6011-4(b)(5), another loss of \$5 million results from a reportable transaction described in Regulations section 1.6011-4(b)(4), and the remaining five abandonment losses are not reportable transactions. J discloses the reportable transactions giving rise to the \$12 million and \$5 million losses on separate Forms 8886 and sequentially numbers them X1 and X2, respectively. J must separately state and adequately disclose the \$12 million and \$5 million losses on Part II, line 12. The \$12 million loss and the \$5 million loss will be adequately disclosed if J attaches a supporting schedule for line 12 that lists each of the sequentially numbered forms, Form 8886-X1 and Form 8886-X2, and with respect to each reportable transaction reports the appropriate amounts required for Part II, line 12, columns (a) through (d). Alternatively, J's disclosures will be adequate if the description provided for each loss on the supporting schedule includes the names and tax shelter registration numbers, if any, disclosed on the applicable Form 8886, identifies the type of reportable transaction for the loss, and reports the appropriate amounts required for Part II, line 12, columns (a) through (d). J must report the losses attributable to the other five abandonment losses on Part II, line 23e, regardless of whether a difference exists for any or all of those abandonment losses.

Example 16. Corporation K is a calendar year taxpayer that was required to file Schedule M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax year. K enters into a transaction with contractual protection that is a reportable transaction described in Regulations section 1.6011-4(b)(4). This reportable transaction is the only reportable transaction for K's 2006 tax year and results in a \$7 million capital loss for both financial statement purposes and U.S. federal income tax purposes. Although the transaction does not result in a difference, K is required to report on Part II, line 12, the following amounts: (\$7 million) in column (a), zero in columns (b) and (c), and (\$7 million) in column (d). The transaction will be adequately disclosed if K attaches a supporting schedule for line 12 that (a) sequentially numbers the Form 8886 and refers to the sequentially-numbered Form 8886-X1 and (b) reports the applicable amounts required for line 12, columns (a) through (d). Alternatively, the transaction will be adequately disclosed if the supporting statement for line 12 includes a description of the transaction, the name and tax shelter registration number, if any, and the type of reportable transaction disclosed on Form 8886.

Line 13. Interest income

Report on Part II, line 13, column (a), the total amount of interest income included on Part I, line 11, and report on Part II, line 13, column (d), the total amount of interest income included on Form 1120, page 1, line 28, that is not required to be reported elsewhere on Schedule M-3. In columns (b) or (c), as applicable, adjust for any amounts treated for U.S. federal income tax purposes as interest income that are treated as some other form of income in the financial statements, or vice versa. For example, adjustments to interest income resulting from adjustments made in accordance with instructions for Part II, line 18, should be made in columns (b) and (c) of this line 13.

Do not report on this line 13 amounts reported in accordance with instructions for Part II, lines 9, 10, 11, 12, and 22.

Line 14. Total Accrual to Cash Adjustment

This line is completed by a corporation that prepares financial statements (or books and records) using an overall accrual method of accounting and uses an overall cash method of accounting for U.S. federal income tax purposes (or vice-versa). With the exception of amounts required to be reported on Part II, line 12, the corporation must report on Part II, line 14, a single amount net of all adjustments attributable solely to the use of the different overall methods of accounting (e.g., adjustments related to accounts receivable, accounts payable, compensation, accrued liabilities, etc.), regardless of whether a separate line on Schedule M-3 corresponds to an item within the accrual to cash reconciliation. Differences not attributable to the use of the different overall methods of accounting must be reported on the appropriate lines of Schedule M-3 (e.g., a depreciation difference must be reported on Part III, line 31).

Example 17. Corporation L is a calendar year taxpayer that was required to file Schedule M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax year. L prepares financial statements in accordance with GAAP using an overall accrual method of accounting. L uses an overall cash method of accounting for U.S. federal income tax purposes. L's financial statements for the year ending December 31, 2006, report accounts receivable of \$35,000, an allowance for bad debts of \$10,000, and accounts payable of \$17,000 related to current year acquisition and reorganization legal and accounting fees. In addition, for L's year ending December 31, 2006, L reported financial statement depreciation expense of \$15,000 and depreciation for U.S. federal income tax purposes of \$25,000. For L's 2006 tax year using an overall cash method of accounting, L does not recognize the \$35,000 of revenue attributable to the accounts receivable, cannot deduct the \$10,000 allowance for bad debt, and cannot deduct the \$17,000 of accounts payable. In its financial statements, L treats both the difference in overall accounting methods used for financial statement and U.S. federal income tax purposes and the difference in depreciation expense as temporary differences. L must combine all adjustments attributable to the differences related to the overall accounting methods on Part II, line 14. As a result, L must report on Part II, line 14, \$8,000 in column (a) ($\$35,000 - \$10,000 - \$17,000$), (\$8,000) in column (b), and zero in column (d). L must not report the accrual to cash adjustment attributable to the legal and accounting fees on Part III, line 24, Current year acquisition or reorganization legal and accounting fees. Because the difference in depreciation expense does not relate to the use of the cash or accrual method of accounting, L must report the depreciation difference on Part III, line 31, Depreciation, and report \$15,000 in column (a), \$10,000 in column (b), and \$25,000 in column (d).

Line 15. Hedging Transactions

Report on line 15, column (a), the net gain or loss from hedging transactions included in net income per the income statement. Report in column (d) the amount of taxable income from hedging transactions as defined in section 1221 (b)(2). Use columns (b) and (c) to

report all differences caused by treating hedging transactions differently for financial accounting purposes and for U.S. federal income tax purposes. For example, if a portion of a hedge is considered ineffective under GAAP but still is a valid hedge under section 1221(b)(2), the difference must be reported on line 15. The hedge of a capital asset, which is not a valid hedge for U.S. federal income tax purposes but may be considered a hedge for GAAP purposes, must also be reported here.

Report hedging gains and losses computed under the mark-to-market method of accounting on line 15 and not on Part II, line 16.

Report any gain or loss from inventory hedging transactions on line 15 and not on Part II, line 17.

Line 16. Mark-to-Market Income (Loss)

Report on line 16 any amount representing the mark-to-market income or loss for any securities held by a dealer in securities, a dealer in commodities having made a valid election under section 475(e), or a trader in securities or commodities having made a valid election under section 475(f). "Securities" for these purposes are securities described in section 475(c)(2) and section 475(e)(2). "Securities" do not include any items specifically excluded from sections 475(c)(2) and 475(e)(2), such as certain contracts to which section 1256(a) applies.

Report hedging gains and losses computed under the mark-to-market method of accounting on Part II, line 15, Hedging transactions, and not on line 16.

Line 17. Cost of Goods Sold

Report on line 17 any amounts deducted as part of cost of goods sold during the tax year, regardless of whether the amounts would otherwise be reported elsewhere in Part II or Part III. However, do not report the items mentioned in the next paragraph on this line 17. Examples of amounts that must be included on line 17 are amounts attributable to inventory valuation, such as amounts attributable to cost-flow assumptions, additional costs required to be capitalized (including depreciation) such as section 263A costs, inventory shrinkage accruals, inventory obsolescence reserves, and lower of cost or market (LCM) write-downs.

Do not report the following on this line 17:

- Amounts reportable on Part II, line 12;
- Any gain or loss from inventory hedging transactions reportable on Part II, line 15;
- Mark-to-market income or (loss) associated with the inventories of dealers in securities under section 475 reportable on Part II, line 16;
- Section 481(a) adjustments related to cost of goods sold or inventory

valuation reportable on Part II, line 19;

- Fines and penalties reportable on Part III, line 12; and
- Judgments, damages, awards and similar costs, reportable on Part III, line 13.

For the amount reported on Part II, line 17, attach Form ___ and report each amounts for each item listed on the Form in columns (a) through (d). In addition, attach a schedule for the amount reported on line 7 (below), All other items with differences, that separately states and adequately discloses each item.

The items to be reported on Form ___ are:

- 1) differences attributable to cost flow assumptions (e.g. differences in LIFO computations);
- 2) differences attributable to section 263A costs (LIFO taxpayers using the simplified production method or the simplified resale method should report the amount of additional § 263A costs computed after LIFO computations. LIFO taxpayers not using a simplified § 263A method should report costs attributable to additional § 263A prior to performing LIFO computation.);
 - a. stock option expense
 - b. other equity based compensation
 - c. meals and entertainment
 - d. parachute payments
 - e. compensation with section 162(m) limitation
 - f. pension and profit sharing
 - g. other post-retirement benefits
 - h. deferred compensation
 - i. Section 198 environmental remediation costs
 - j. amortization
 - k. depletion
 - l. depreciation
 - m. corporate owned life insurance premiums
 - n. other sections 263A costs
- 3) inventory shrinkage accruals;
- 4) excess inventory and obsolescence reserves; and
- 5) lower of cost or market write-downs;
- 6) other items with no differences
- 7) all other items with differences

If the taxpayer does not distinguish between inventory obsolescence reserves and

lower of cost or market write-downs in its general ledger, report all amounts relating to these reserves on the supporting schedule line for excess inventory and obsolescence reserves.

Example 18:

Corporation C is a calendar year taxpayer that placed in service ten depreciable fixed assets in 2000. C was required to file Schedule M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax year. C's total depreciation expense for its 2006 tax year for five of the assets is \$50,000 for income statement purposes and \$70,000 for U.S. federal income tax purposes. C's total annual depreciation expense for its 2006 tax year for the other five assets is \$40,000 for income statement purposes and \$30,000 for U.S. federal income tax purposes. In addition, C incurs \$200 of meals and entertainment expenses that C deducts in computing net income per the income statement. All \$200 of is subject to the 50% limitation under section 274(n). In its financial statements, C treats the \$50,000 depreciation and \$100 of the meals and entertainment as other costs in computing Cost of Goods Sold. Accordingly, C must include on Part II, line 17, in column (a), the \$50,000 of depreciation and \$100 of meals and entertainment. C must also include a temporary difference of \$20,000 in column (b) a permanent difference of \$(50) in column (c) and \$70,050 in column (d) [\$70,000 depreciation and \$50 meals]. In addition, C must report: on Part III, line 31, for its 2006 tax year income statement, depreciation expense of \$40,000 in column (a), a temporary difference of \$(10,000) in column (b) and \$30,000 in column (d); and on Part III, line 11, meals and entertainment expense of \$100 in column (a), a permanent difference of \$(50) in column (c), and \$50 in column (d). All other COGS items would be added to the amounts included on Part II, line 17 detailed in this example and reported on Part II, line 17, in the appropriate columns.

Line 18. Sale Versus Lease (for Sellers and/or Lessors)

(Also see the instructions at Part III, line 34, on page 17, for purchasers and/or lessees.)

Asset transfer transactions with periodic payments characterized for financial accounting purposes as either a sale or a lease may, under some circumstances, be characterized as the opposite for tax purposes. If the transaction is treated as a lease, the seller/lessor reports the periodic payments as gross rental income and also reports depreciation expense or deduction. If the transaction is treated as a sale, the seller/lessor reports gross profit (sale price less cost of goods sold) from the sale of assets and reports the periodic payments as payments of principal and interest income.

On Part II, line 18, column (a), report the gross profit or gross rental income for financial income purposes for all sale or lease transactions that must be given the opposite characterization for tax purposes. On Part II, line 18, column (d), report the gross profit or gross rental income for federal income tax purposes. Interest income amounts for such

transactions must be reported on Part II, line 13, Interest income, in column (a) or (d), as applicable. Depreciation expense for such transactions must be reported on Part III, line 31, Depreciation, in column (a) or (d), as applicable. Use columns (b) and (c) of Part II, lines 13 and 18, and Part III, line 31, as applicable to report the differences between column (a) and (d).

Example 19. Corporation M sells and leases property to customers. M is a calendar year taxpayer that was required to file Schedule M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax year. For financial accounting purposes, M accounts for each transaction as a sale. For U.S. federal income tax purposes, each of M's transactions must be treated as a lease. In its financial statements, M treats the difference in the financial accounting and the U.S. federal income tax treatment of these transactions as temporary. During 2006, M reports in its financial statements \$1,000 of sales and \$700 of cost of goods sold with respect to 2006 lease transactions. M receives periodic payments of \$500 in 2006 with respect to these 2006 transactions and similar transactions from prior years and treats \$400 as principal and \$100 as interest income. For financial income purposes, M reports gross profit of \$300 (\$1,000 - \$700) and interest income of \$100 from these transactions. For U.S. federal income tax purposes, M reports \$500 of gross rental income (the periodic payments) and (based on other facts) \$200 of depreciation deduction on the property. On its 2006 Schedule M-3, M must report on Part II, line 13, \$100 in column (a), (\$100) in column (b), and zero in column (d). In addition, M must report on Part II, line 18, \$300 of gross profit in column (a), \$200 in column (b), and \$500 of gross rental income in column (d). Lastly, M must report on Part III, line 31, \$200 in column (b) and (d).

Line 19. Section 481(a) Adjustments

With the exception of a section 481(a) adjustment that is required to be reported on Part II, line 12, for reportable transactions, any difference between an income or expense item attributable to an authorized (or unauthorized) change in method of accounting made for U.S. federal income tax purposes that results in a section 481(a) adjustment must be reported on Part II, line 19, regardless of whether a separate line for that income or expense item exists in Part II or Part III.

Example 20. Corporation N is a calendar year taxpayer that was required to file Schedule M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax year. N was depreciating certain fixed assets over an erroneous recovery period and, effective for its 2006 tax year, N receives IRS consent to change its method of accounting for the depreciable fixed assets and begins using the proper recovery period. The change in method of accounting results in a positive section 481(a) adjustment of \$100,000 that is required to be spread over four tax years, beginning with the 2006 tax year. In its financial statements, N treats the section 481(a) adjustment as a temporary difference. N must report on Part II, line 19, \$25,000 in columns (b) and (d) for its 2006 tax year and each of the subsequent three tax years (unless N is otherwise required to recognize the remainder of the 481(a) adjustment earlier). N must not report the section 481(a) adjustment on Part III, line 31.

Line 20. Unearned/Deferred Revenue

Report on line 20, column (a), amounts of revenues included in Part I, line 11, that were deferred from a prior financial accounting year. Report on line 20, column (d), amounts of revenues recognizable for U.S. federal income tax purposes in the current tax year that are recognized for financial accounting purposes in a different year. Also report on line 20, column (d), any amount of revenues reported on line 20, column (a), that are recognizable for U.S. federal income tax purposes in the current tax year. Use columns (b) and (c) of line 20, as applicable, to report the differences between column (a) and (d).

Line 20 must not be used to report income recognized from long-term contracts. Instead, use line 21.

Line 21. Income Recognition From Long-Term Contracts

Report on line 21 the amount of net income or loss for financial statement purposes (or books and records, if applicable) or U.S. federal income tax purposes for any contract accounted for under a long-term contract method of accounting.

Line 22. Original Issue Discount and Other Imputed Interest

Report on line 22 any amounts of original issue discount (OID) and imputed interest. The term “original issue discount and other imputed interest” includes, but is not limited to:

1. The difference between issue price and the stated redemption price at maturity of a debt instrument, which may be wholly or partially realized on the disposition of a debt instrument under section 1273;
2. Amounts that are imputed interest on a deferred sales contract under section 483;
3. Amounts treated as interest or OID under the stripped bond rules under Section 1286; and
4. Amounts treated as OID under the below-market interest rate rules under Section 7872.

Line 23a. Income Statement Gain/loss on Sale, Exchange, Abandonment, Worthlessness, or Other Disposition of Assets Other Than Inventory and Pass-Through Entities

Report on line 23a, column (a) all gains and losses on the disposition of assets except for (a) gains and losses on the disposition of inventory, and (b) gains and losses allocated to the corporation from a pass-through entity (e.g., on Schedule K-1) that are included in the net income (loss) per income statement of includible corporations reported on Part I, line 11. Reverse the amount reported in column (a) in column (b) or (c), as applicable. The corresponding gains and losses for U.S. federal income tax purposes are reported on Part II, lines 23b through 23g, as applicable.

Line 23b. Gross Capital Gains From Schedule D, Excluding Amounts From Pass-Through Entities

Report on line 23b, gross capital gains reported on Schedule D, excluding capital gains from pass-through entities, which must be reported on Part II, lines 9, 10, or 11, as applicable.

Line 23c. Gross Capital Losses From Schedule D, Excluding Amounts From Pass-Through Entities, Abandonment Losses, and Worthless Stock Losses

Report on line 23c, gross capital losses reported on Schedule D, excluding capital losses from (a) pass-through entities, which must be reported on Part II, lines 9, 10 or 11, as applicable; (b) abandonment losses, which must be reported on Part II, line 23e; and (c) worthless stock losses, which must be reported on Part II, line 23f. Do not report on line 23c capital losses carried over from a prior tax year and utilized in the current tax year. See the instructions for Part II, line 24, regarding the reporting requirements for capital loss carryovers utilized in the current tax year.

Line 23d. Net Gain/Loss Reported on Form 4797, Line 17, Excluding Amounts From pass-Through Entities, Abandonment Losses, and Worthless Stock Losses

Report on line 23d the net gain or loss reported on line 17 of Form 4797, Sales of Business Property, excluding amounts from (a) pass-through entities, which must be reported on Part II, lines 9, 10, or 11, as applicable; (b) abandonment losses, which must be reported on Part II, line 23e; and (c) worthless stock losses, which must be reported on Part II, line 23f.

Line 23e. Abandonment Losses

Report on line 23e any abandonment losses, regardless of whether the loss is characterized as an ordinary loss or a capital loss.

Line 23f. Worthless Stock Losses

Report on line 23f any worthless stock loss, regardless of whether the loss is characterized as an ordinary loss or a capital loss. Attach a schedule that separately states and adequately discloses each transaction that gives rise to a worthless stock loss and the amount of each loss.

Line 23g. Other Gain/Loss on Disposition of Assets Other Than Inventory

Report on line 23g any gains or losses from the sale or exchange of property other than inventory and that are not reported on lines 23b through 23f.

Line 24. Capital loss limitation and carryforward used

Report as a positive amount on line 24, columns (b) or (c), as applicable, and (d) the excess of the net capital losses over the net capital gains reported on Schedule D, Capital Gains and Losses, by the corporation. For a U.S. consolidated tax group, the Schedule M-3 adjustment for the amount of the consolidated net capital loss that is disallowed should not be made on the separate consolidating Schedules M-3 of the includible corporations, but on the separate Schedule M-3 for consolidated eliminations (or on Form 8916 in the case of a mixed group) as described in the section, *Completion of Schedule M-3 and Certain Allocations, Limitations, and Carryovers*.

If the corporation utilizes a capital loss carryforward on Schedule D in the current tax year, report the carryforward utilized as a negative amount on Part II, line 24, columns (b) or (c), as applicable, and column (d). For a U.S. consolidated tax group, the Schedule M-3 adjustment for the amount of the consolidated capital loss carryforward should not be made on the separate consolidating Schedules M-3 of the includible corporations, but on the separate Schedule M-3 for consolidation eliminations (or on Form 8916 in the case of a mixed group) as described in the section, *Completion of Schedule M-3 and Certain Allocations, Limitations, and Carryovers*.

Line 25. Other Income (Loss) Items With Differences

Separately state and adequately disclose on Part II, line 25, all items of income (loss) with differences that are not otherwise listed on Part II, lines 1 through 24. Attach a schedule that itemizes the type of income (loss) and the amount of each item.

If any “comprehensive income” as defined by Statement of Financial Accounting Standards (SFAS) No. 130 is reported on this line, describe the item(s) in detail. Examples of sufficiently detailed descriptions include “Foreign currency translation adjustments” and “gains and losses on available-for-sale securities.”

Whether an item of income (loss) is reported on this line 25, or is reported on Part II, line 28, is determined separately by each member of the U.S. consolidated tax group and not at the U.S. consolidated tax group level. For example, U.S. Corporation P has two subsidiaries, Corporation A and B, that are included in P's consolidated financial statements and in P's consolidated U.S. federal income tax return. For financial statement purposes, P, A, and B recognize revenue from the sale of inventory upon delivery to the customer. For U.S. federal income tax purposes, P and A recognize such revenue consistent with the method used for financial statement purposes, whereas B recognizes such revenue based upon customer acceptance. P and A must report this revenue in column (a) and (d) on Part II, line 28. B must report the following on Part II, line 25: in column (a), B's revenue recognized in the financial statements based upon delivery to the customer; in column (d), B's revenue recognized for U.S. federal income tax purposes based upon customer acceptance; and in column (b) or (c), as applicable, the difference between B's revenue recognized in its financial statements and in its U.S. federal taxable income.

Line 27 Total Expense/ Deduction Items

Report on Part II, line 27, columns (a) through (d), as applicable, the negative of the amounts reported on Part III, line 36, columns (a) through (d). For example, if Part III, line 36, column (a), reflects an amount of \$1 million then report on Part II, line 27, column (a), (\$1 million). Similarly, if Part III, line 36, column (b), reflects an amount of (\$50,000), then report on Part II, line 27, column (b), \$50,000.

Line 28. Other Items With No Differences

If there is no difference between the financial accounting amount and the taxable amount of an entire item of income, gain, loss, expense, or deduction and the item is not described or included in Part II, lines 1 through 25, or Part III, lines 1 through 35, report the entire amount of the item in columns (a) and (d) of line 28. If a portion of an item of income, loss, expense, or deduction has a difference and a portion of the item does not have a difference, do not report any portion of the item on line 28. Instead, report the entire amount of the item (i.e., both the portion with a difference and the portion without a difference) on the applicable line of Part II, lines 1 through 25, or Part III, lines 1 through 35. See Example 11.

Line 29a. 1120 subgroup reconciliation totals. Add lines 26 through 28.

Line 29b. PC insurance subgroup reconciliation totals.

This line 29b is only used by mixed groups. See the discussion, *Schedule M-3 Consolidation for Mixed Groups (1120/L/PC)*.

Line 29c. Life insurance subgroup reconciliation totals.

This line 29c is only used by mixed groups. See the discussion, *Schedule M-3 Consolidation for Mixed groups (1120/L/PC)*.

Line 30. Reconciliation Totals. Combine lines 29a through 29c.

If a corporation that is not a mixed group chooses not to complete columns (a) and (d) of Parts II and III in the first tax year the corporation is required to file Schedule M-3 (or for any year in which the corporation voluntarily files Schedule M-3), Part II, line 30, is reconciled by the corporation (or, in the case of a U.S. consolidated tax group, on the group's consolidated Schedule M-3) in the following manner:

1. Report the amount from Part I, line 11, on Part II, line 30, column (a);
2. Leave blank Part II, lines 1 through 29, columns (a) and (d);
3. Leave blank Part III, columns (a) and (d); and
4. Report on Part II, line 30, column (d), the sum of Part II, line 30, columns (a), (b), and (c).

Note: Mixed groups should see the section, *Schedule M-3 Consolidation for Mixed Groups (1120/L/PC)*

Part III. Reconciliation of Net Income (Loss) per Income Statement of Includible Corporations With Taxable Income per Return — Expense/ Deduction Items

Lines 1 Through 6. Income Tax Expense

If the corporation does not distinguish between current and deferred income tax expense in its financial statements (or its books and records, if applicable), report income tax expense as current income tax expense using lines 1, 3, and 5, as applicable.

A U.S. consolidated tax group must complete lines 1 through 6 in accordance with the allocation of tax expense among the members of the U.S. consolidated tax group in the financial statements (or its books and records, if applicable). If the current and deferred U.S., state, and foreign income tax expense for the U.S. consolidated tax group (income tax expense) is allocated among the members of the U.S. consolidated tax group in the group's financial statements (or its books and records, if applicable), then each member must report its allocated income tax expense on Part III, lines 1 through 6, of that member's separate Schedule M-3. However, if the income tax expense is not shared or allocated among members of the U.S. consolidated tax group but is retained in the parent corporation's financial statements (or books and records, if applicable), then amounts are reported only on Part III, lines 1 through 6, of the parent's separate Schedule M-3.

Line 7. Foreign Withholding Taxes

Report on line 7, column (a), the amount of foreign withholding taxes included in financial accounting net income on Part I, line 11. If the corporation is deducting foreign tax, use column (b) or (c), as applicable, to correct for any difference between foreign withholding tax included in financial accounting net income and the amount of foreign withholding taxes being deducted in the return. If the corporation is crediting foreign withholding taxes against the U.S. income tax liability, use column (b) or (c), as applicable, to negate the amount reported in column (a).

Line 8. Interest Expense

Report on Part III, line 8, column (a), the total amount of interest expense included on Part I, line 11, and report on Part III, line 8, column (d), the total amount of interest deduction included on Form 1120, page 1, line 28, that is not required to be reported elsewhere on Schedule M-3. In columns (b) or (c), as applicable, include any adjustments for any amounts treated for U.S. federal income tax purposes as interest deduction that are treated as some other form of expense in the financial statements, or vice versa. For example, adjustments to interest expense/deduction resulting from adjustments made in accordance with the instructions for Part III, line 34, Purchase versus lease (for purchasers and/or lessees), should be made in columns (b) and (c), as applicable, on this line 8.

Do not report on this line 8 amounts reported in accordance with the instructions for (i) Part II, lines 9, 10, and 11, Income (loss) from U.S. partnerships, foreign partnerships, and other pass-through entities, and (ii) Part II, line 12, Items relating to reportable transactions.

Line 9. Stock Options Expense

Report on line 9, column (a), amounts expensed on Part I, line 11, net income per the income statement, that are attributable to all stock options. Report on line 9, column (d), deduction amounts attributable to all stock options.

Line 10. Other Equity-Based Compensation

Report on line 10 any amounts for equity-based compensation or consideration that are reflected as expense in the financial statements (column (a)) or deducted in the U.S. federal income tax return (column (d)) other than amounts reportable elsewhere on Schedule M-3, Parts II and III (e.g., on Part III, line 9, for stock options expense). Examples of amounts reportable on line 10 include payments attributable to employee stock purchase plans (ESPPs), phantom stock options, phantom stock units, stock warrants, stock appreciation rights, and restricted stock, regardless of whether such payments are made to employees or non-employees, or as payment for property or compensation for services.

Line 11. Meals and Entertainment

Report on line 11, column (a), any amounts paid or accrued by the corporation during the tax year for meals, beverages, and entertainment that are accounted for in financial accounting income, regardless of the classification, nomenclature, or terminology used for such amounts, and regardless of how or where such amounts are classified in the corporation's financial income statement or the income and expense accounts maintained in the corporation's books and records. Report only amounts not otherwise reportable elsewhere on Schedule M-3, Parts II and III (e.g., Part II, line 17).

Line 12. Fines and Penalties

Report on line 12 any fines or similar penalties paid to a government or other authority for the violation of any law for which fines or penalties are assessed. All fines and penalties expensed in financial accounting income (paid or accrued) must be included on this line 12, column (a), regardless of the government or other authority that imposed the fines or penalties, regardless of whether the fines and penalties are civil or criminal, regardless of the classification, nomenclature, or terminology used for the fines or penalties by the imposing authority in its actions or documents, and regardless of how or where the fines or penalties are classified in the corporation's financial income statement or the income and expense accounts maintained in the corporation's books and records. Also report on line 12, column (a) the reversal of any overaccrual of any amount described in this paragraph. See section 162(f) for additional guidance.

Report on line 12, column (d), any such amounts as are described in the preceding paragraph that are includible in taxable income, regardless of the financial accounting period in which such amounts were or are included in financial accounting net income. Complete columns (b) and (c) as appropriate.

Do not report on this Part III, line 12, amounts required to be reported in accordance with instructions for Part III, line 13.

Do not report on this Part III, line 12, amounts recovered from insurers or any other indemnitors for any fines and penalties described above.

Line 13. Judgments, Damages, Awards, and Similar Costs

Report on line 13, column (a), the amount of any estimated or actual judgments, damages, awards, settlements, and similar costs, however named or classified, included in financial accounting income, regardless of whether the amount deducted was attributable to an estimate of future anticipated payments or actual payments. Also report on line 13, column (a) the reversal of any overaccrual of any amount described in this paragraph.

Report on line 13, column (d), any such amounts as are described in the preceding paragraph that are includible in taxable income, regardless of the financial accounting period in which such amounts were or are included in financial accounting net income. Complete columns (b) and (c) as appropriate.

Do not report on this Part III, line 13, amounts required to be reported in accordance with instructions for Part III, line 12.

Do not report on this Part III, line 13, amounts recovered from insurers or any other indemnitors for any judgments, damages, awards, or similar costs described above.

Line 14. Parachute Payments

Report on line 14, column (a), the total expense included in financial accounting net income on Part I, line 11, that is subject to section 280G. Report in column (b) or (c), as applicable, the amount of nondeductible parachute payments pursuant to section 280G, and report in column (d) the deductible amount of compensation after any excess parachute payment limitations under section 280G. If a payment is subject to limitation under both sections 162 (m) and 280G, report the total payment on this line 14.

Line 15. Compensation With Section 162(m) Limitation

Report on line 15, column (a), the total amount of non-performance-based current compensation expense for the corporate officers to whom section 162 (m) applies. Report the nondeductible amount of current compensation in excess of \$1 million in column (b) or (c), as applicable, and the deductible compensation in column (d). If a payment is subject to limitation under both sections 162(m) and 280G, report the total payment on Part III, line 14, Parachute payments. See Regulations section 1.162-27(g) for the interaction between sections 162(m) and 280G.

Line 16. Pension and Profit-Sharing

Report on line 16 any amounts attributable to the corporation's pension plans, profit-sharing plans, and any other retirement plans.

Line 17. Other Post-Retirement Benefits

Report on line 17 any amounts attributable to other post-retirement benefits not otherwise includible on Part III, line 16, for example, retiree health and life insurance coverage, dental coverage, etc.

Line 18. Deferred Compensation

Report on line 18, column (a), any compensation expense included in the net income (loss) amount reported in Part I, line 11 that is not deductible for U.S. federal income tax

purposes in the current tax year and that was not reported elsewhere on Schedule M-3, column (a). Report on line 18, column (d), any compensation deductible in the current tax year that was not included in the net income (loss) amount reported in Part I, line 11 for the current tax year and that is not reportable elsewhere on Schedule M-3. For example, report originations and reversals of deferred compensation subject to section 409A on line 18.

Line 20. Charitable Contribution of Intangible Property

Report on line 20 any charitable contribution of intangible property, for example, contributions of:

- Intellectual property, patents (including any amounts of additional contributions allowable by virtue of income earned by donees subsequent to the year of donation), copyrights, trademarks;
- Securities (including stocks and their derivatives, stock options, and bonds);
- Conservation easements (including scenic easements or air rights);
- Railroad rights of way;
- Mineral rights; and
- Other intangible property.

Line 21. Charitable Contribution Limitation/Carryforward

Report as a negative amount on this line 21, columns (b), (c), and (d) as applicable, the excess of charitable contributions made during the tax year over the amount of the charitable contribution limitation amount.

If the corporation utilizes a contribution carryforward in the current tax year, report the carryforward utilized as a positive amount on columns (b), (c), and (d), as applicable.

When a consolidated federal income tax return is being filed, Schedule M-3 adjustments for the amount of charitable contributions in excess of the limitation, or for charitable contribution carryforward utilized, should not be made on the separate consolidating Schedules M-3 of the includible corporations, but on the separate consolidating Schedule M-3 for consolidation eliminations (or on Form 8916 in the case of a mixed group) as described in the section, *Completion of Schedule M-3 and Certain Allocations, Limitations, and Carryovers*.

Line 22. Domestic Production Activities Deduction

Report on Part III, line 22, column (d) the corporation's domestic production activities deduction under section 199 that is reported on Form 1120, page 1, line 25. Complete columns (b) and (c) as appropriate. Do not report any portion of the corporation's domestic production activities deduction on any other line of Schedule M-3.

Line 23. Current Year Acquisition or Reorganization Investment Banking Fees

Report on line 23 any investment banking fees paid or incurred in connection with a taxable or tax-free acquisition of property (e.g., stock or assets) or a tax-free reorganization. Report on this line any investment banking fees incurred at any stage of the acquisition or reorganization process including, for example, fees paid or incurred to evaluate whether to investigate an acquisition, fees to conduct an actual investigation, and fees to consummate the acquisition. Also include on this line 23 investment banking fees incurred in connection with the liquidation of a subsidiary, a spin-off of a subsidiary, or an initial public stock offering.

Line 24. Current Year Acquisition or Reorganization Legal and Accounting Fees

Report on line 24 any legal and accounting fees paid or incurred in connection with a taxable or tax-free acquisition of property (e.g., stock or assets) or tax-free reorganization. Report on this line any legal and accounting fees incurred at any stage of the acquisition or reorganization process including, for example, fees paid or incurred to evaluate whether to investigate an acquisition, fees to conduct an actual investigation, and fees to consummate the acquisition. Also include on this line 24 legal and accounting fees incurred in connection with the liquidation of a subsidiary, a spin-off of a subsidiary, or an initial public stock offering.

Line 25. Current Year Acquisition/Reorganization Other Costs

Report on line 25 any other fees paid or incurred in connection with a taxable or tax-free acquisition of property (e.g., stock or assets) or a tax-free reorganization not otherwise reportable on Schedule M-3 (e.g., Part III, line 23 or 24). Report on this line any fees paid or incurred at any stage of the acquisition or reorganization process including, for example, fees paid or incurred to evaluate whether to investigate an acquisition, fees to conduct an actual investigation, and fees to consummate the acquisition. Also include on this line 25 other acquisition/reorganization costs incurred in connection with the liquidation of a subsidiary, a spin-off of a subsidiary, or an initial public stock offering.

Line 26. Amortization/ Impairment of Goodwill

Report on line 26 amortization of goodwill or amounts attributable to the impairment of goodwill.

Line 27. Amortization of Acquisition, Reorganization, and Start-Up Costs

Report on line 27 amortization of acquisition, reorganization, and start-up costs. For purposes of column (b), (c), and (d), include amounts amortizable under section 167, 195, or 248.

Line 28. Other Amortization or Impairment Write-Offs

Report on line 28 any amortization or impairment write-offs not otherwise includible on Schedule M-3.

Line 29. Section 198 Environmental Remediation Costs

Report on line 29, column (a), any amounts attributable to environmental remediation costs included in the net income per the income statement. Report in columns (b), (c), and (d), as applicable, any deductible amounts attributable to environmental remediation costs

described in section 198 that are paid or incurred during the current tax year.

Line 31. Depreciation

Report on line 31 any depreciation expense that is not required to be reported elsewhere on Schedule M-3 (e.g., on Part II, lines, 9, 10, 11, or 17).

Line 32. Bad Debt Expense

Report on line 32, column (a), any amounts attributable to an allowance for uncollectible accounts receivable or actual write-offs of accounts receivable included in net income per the income statement. Report in column (d) the amount of bad debt expense deductible for federal income tax purposes in accordance with section 166.

Line 33. Corporate Owned Life Insurance Premiums

Report on line 33 all amounts of insurance premiums attributable to any life insurance policy if the corporation is directly or indirectly a beneficiary under the policy or if the policy has a cash value. Report in column (d) the amount of the premiums that are deductible for federal income tax purposes.

Line 34. Purchase Versus Lease (for Purchasers and/or Lessees)

Note. Also see the instructions at Part II, line 18, on page 13, for sellers and/or lessors.

Asset transfer transactions with periodic payments characterized for financial accounting purposes as either a purchase or a lease may, under some circumstances, be characterized as the opposite for tax purposes.

If a transaction is treated as a lease, the purchaser/lessee reports the periodic payments as gross rental expense. If the transaction is treated as a purchase, the purchaser/lessee reports the periodic payments as payments of principal and interest and also reports depreciation expense or deduction with respect to the purchased asset.

Report on Part III, line 34, column (a), gross rent expense for a transaction treated as a lease for income statement purposes but as a sale for U.S. federal income tax purposes. Report on Part III, line 34, column (d), gross rental deductions for a transaction treated as a lease for U.S. federal income tax purposes but as a purchase for income statement purposes. Report interest expense for such transactions on Part III, line 8, Interest expense, in column (a) or (d), as applicable. Report depreciation expense or deductions for such transactions on Part III, line 31, Depreciation, in column (a) or (d), as applicable. Use columns (b) and (c) of Part III, lines 8, 31, and 34, as applicable, to report the differences between column (a) and (d) for such recharacterized transactions.

Example 21. U.S. corporation X acquired property in a transaction that, for financial accounting purposes, X treats as a lease. X is a calendar year taxpayer that was required to file Schedule M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax year. For U.S. federal income tax purposes, because of its terms, the transaction

is treated for U.S. federal income tax purposes as a purchase and X must treat the periodic payments it makes partially as payment of principal and partially as payment of interest. In its financial statements, X treats the difference between the financial accounting and U.S. federal income tax treatment of this transaction as a temporary difference. During 2006, X reports in its financial statements \$1,000 of gross rental expense that, for U.S. federal income tax purposes, is recharacterized as a \$700 payment of principal and a \$300 payment of interest, accompanied by a depreciation deduction of \$1,200 (based on other facts). On its 2006 Schedule M-3, X must report the following on Part III, line 34: column (a) \$1,000, its financial accounting gross rental expense; column (b), (\$1,000); and column (d), zero. On Part III, line 8, X reports zero in column (a) and \$300 in columns (b) and (d) for the interest deduction. On Part III, line 31, X reports zero in column (a) and \$1,200 in columns (b) and (d) for the depreciation deduction.

Line 35. Other Expense/ Deduction Items With Differences

Report on Part III, line 35, all items of expense/deduction that are not otherwise listed on Part III, lines 1 through 34.

Whether an expense/deduction item is reported on this line 35, or reported on Part II, line 2, is determined separately by each member of the U.S. consolidated tax group and not at the U.S. consolidated tax group level. For example, U.S. Corporation P has two subsidiaries, A and B, that are included in P's consolidated financial statements and in P's consolidated U.S. federal income tax return. For financial statement purposes, P, A, and B recognize real estate tax expense when accrued. For U.S. federal income tax purposes, P and A recognize such expense consistent with the method used for financial statement purposes, whereas B recognizes such deduction based on a method different from that used for financial statement purposes. P and A must report this expense/deduction in column (a) and (d) on Part II, line 28. B must report the following on Part III, line 35 in column (a), B's expense recognized in the financial statements when accrued; in column (d), B's real estate tax expense recognized for U.S. federal income tax purposes; and in column (b) or (c), as applicable, the difference between B's real estate tax expense in its financial statements and its real estate tax deduction recognized for U.S. federal taxable income purposes.

Comprehensive income. If any “comprehensive income” as defined by SFAS No. 130 is reported on this line, describe the item(s) in detail as, for example, “Foreign currency translation adjustments” and “Gains and losses on available-for-sale securities.”

Reserves and contingent liabilities.

Report on line 35 amounts related to the change in each reserve or contingent liability that is not required to be reported elsewhere on Schedule M-3. For example: (1) amounts relating to changes in reserves for litigation must be reported on Part III, line 13, Judgments, Damages, Awards, and Similar Costs; and (2) amounts relating to changes in reserves for uncollectible accounts receivable must be reported on Part III, line 32, Bad Debt Expense. (See Examples 9, 21, and 22.)

Report on Part III, line 35, the amortization of various items of prepaid expense, such as

prepaid subscriptions and license fees, prepaid insurance, etc.

Report on line 35, column (a), expenses included in net income reported on Part I, line 11, that are related to reserves and contingent liabilities. Report on line 35, column (d), amounts related to liabilities for reserves and contingent liabilities that are deductible in the current tax year for U.S. federal income tax purposes. Examples of items that must be reported on line 35 include warranty reserves, restructuring reserves, reserves for discontinued operations, and reserves for acquisitions and dispositions. Only report on line 35 items that are not required to be reported elsewhere on Schedule M-3, Parts II and III. For example, the expense for a reserve for inventory obsolescence must be reported on Part II, line 17.

The schedule of details attached to the return for line 35 must separately state and adequately disclose the nature and amount of the expense related to each reserve and/or contingent liability. The appropriate level of disclosure depends upon each taxpayer's operational activity and the nature of its accounting records. For example, if a corporation's net income amount reported in the income statement includes anticipated expenses for a discontinued operation as a single amount, and its general ledger or other books, records, and workpapers provide details for the anticipated expenses under more explanatory and defined categories such as employee termination costs, lease cancellation costs, loss on sale of equipment, etc., a supporting schedule that lists those categories of expenses and their details will satisfy the requirement to separately state and adequately disclose. In order to separately state and adequately disclose the employee termination costs, it is not required that an anticipated termination cost amount be listed for each employee, or that each asset (or category of asset) be listed along with the anticipated loss on disposition.

Example 22.

A. Corporation P is a calendar year taxpayer that was required to file Schedule M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax year. P has been sued by its customers in a class action product liability lawsuit. The trial date is in 2007. In its 2006 financial statements, P establishes a reserve of \$1 million for its potential liability related to the class action lawsuit and reports corresponding expenses in the amounts of \$400,000 for estimated product replacement and \$600,000 for estimated personal damages. For U.S. federal income tax purposes, the \$1 million is not deductible in 2006. In its financial statements, P treats the difference between the financial statement treatment and the U.S. federal income tax treatment of the reserve for the lawsuit as a temporary difference. P must report in its 2006 consolidated U.S. federal income tax return on Part III, line 13, \$1 million in column (a), (\$1 million) in column (b), and zero in column (d). If P attaches a supporting schedule to Part III, line 13, explaining that the \$1 million of difference is attributable to estimated product replacement cost in the amount of \$400,000 and estimated personal damages in the amount of \$600,000, that level of detail will be sufficient to separately state and adequately disclose the \$1 million adjustment.

B. Same as Example 21A except that in 2007 P pays \$1 million to settle the lawsuit with

the settlement documents stipulating that the product replacement amount is \$450,000 and the damage amount is \$550,000. Both the \$450,000 and \$550,000 settlement amounts are deductible for U.S. federal income tax purposes in 2007. On its 2007 Schedule M-3, P must report on Part III, line 13, zero in column (a), \$1 million in column (b), and \$1 million in column (d). If P attaches a supporting schedule to Part III, line 13, explaining that the \$1 million of difference is attributable to actual product replacement cost in the amount of \$450,000 and actual personal damages in the amount of \$550,000, that level of detail will be sufficient to separately state and adequately disclose the \$1 million deduction.

Example 23. Corporation Q is a calendar year taxpayer that was required to file Schedule M-3 for its 2005 tax year and is required to file Schedule M-3 for its 2006 tax year. On July 1 of each year, Q has a fixed liability for its annual insurance premiums that provides a 12-month coverage period beginning July 1 through June 30. In addition, Q historically prepays 12 months of advertising expense on July 1. On July 1, 2006, Q prepays its insurance premium of \$500,000 and advertising expenses of \$800,000. For financial statement purposes, Q capitalizes and amortizes the prepaid insurance and advertising over 12 months. For U.S. federal income tax purposes, Q deducts the insurance premium when paid and amortizes the advertising over the 12-month period. In its financial statements, Q treats the differences attributable to the financial statement treatment and U.S. federal income tax treatment of the prepaid insurance and advertising as temporary differences. Q must separately state and adequately disclose on Part III, line 35, its prepaid insurance premium and report \$250,000 in column (a) ($\$500,000/12$ months X 6 months), \$250,000 in column (b), and \$500,000 in column (d). Q must also separately state and adequately disclose on Part II, line 28, its prepaid advertising and report \$400,000 in column (a) and (d).

Line 36. Total Expense/ Deduction Items

Report on Part II, line 27, columns (a) through (d), as applicable, the negative of the amounts reported on Part III, line 36, column (a) through (d), as applicable. For example, if Part III, line 36, column (a), reflects an amount of \$1 million, then report on Part II, line 27, column (a), (\$1 million). Similarly, if Part III, line 36, column (b), reflects an amount of (\$50,000), then report on Part II, line 27, column (b), \$50,000.