

51A Middle Street Newburyport MA 01950 Phone: 800-588-7039 Fax: 877-902-4284 contact@bhfe.com www.bhfe.com

## **Course Information**

Course Title: Business Combinations and Consolidations #3634

## Number of continuing education credit hours recommended for this course:

In accordance with the standards of the National Registry of CPE Sponsors CPE credits have been granted based on a 50-minute hour.

CPA: 3 (All states)

National Registry of CPE Sponsors ID Number: 107615. Sponsor numbers for states requiring sponsor registration

Florida Division of Certified Public Accountancy: 4761 (Ethics #11467)

Hawaii Board of Accountancy: 14003

New York State Board of Accountancy: 002146 Ohio State Board of Accountancy: M0021 Texas State Board of Accountancy: 009349

Program Delivery Method: QAS Self-Study (interactive)

Subject Codes/Field of Study: Accounting

Level: Overview

Prerequisites: Basic familiarity with accounting practices.

Advance Preparation: None

#### Course **Description**

The *Business Combinations and Consolidations* course describes the accounting for business combinations, including the identification of goodwill, reverse acquisitions, and disclosures. The course also notes how to account for a reduced investment in an investee using the equity method. The course goes on to discuss goodwill impairment, the consolidation of financial statements, and the steps involved in integrating accounting activities following a business combination.

#### **Course Content**

Publication/Revision date: 12/26/2014.

Course book: Business Combinations and Consolidations by Steven M. Bragg, CPA.

Final exam (online): Fifteen questions (multiple-choice).

## Instructions for taking this course

In order to receive CPE credit for this course, you must complete the course within one year of the date of purchase. This includes achieving a passing grade of at least 70% on the final exam. The exam for this course may be retaken if not passed on the first attempt (no charge).

Complete the course by following the learning assignments and objectives listed below and studying the review questions at the end of each chapter. Once you have completed each learning assignment and you are confident that the learning objectives have been met, answer the final exam questions (online).

# **Instructions for Taking the Final Exam Online**

- Login to your account online at www.bhfe.com.
- Go to "My Account" and view your courses.
- Select "Take Exam" for this course and follow instructions.

#### Have a question? Call us at 800-588-7039 or email us at contact@bhfe.com.

# **Learning Objectives:**

- Identify the circumstances under which step and reverse acquisitions occur.
- Note the calculations required to determine the amount of ownership in an investee under the equity method.
- Recognize the situations in which impairment testing is to be conducted, and when goodwill
  amortization can be used.
- Identify the situations in which a controlling financial interest cannot be determined, as well as the types of eliminations used when conducting a consolidation.
- Recognize the actions needed to centralize accounting activities following a business combination.

# **About the Author**

**Steven Bragg, CPA,** has been the chief financial officer or controller of four companies, as well as a consulting manager at Ernst & Young. He received a master's degree in finance from Bentley College, an MBA from Babson College, and a Bachelor's degree in Economics from the University of Maine. He has been the two-time President of the Colorado Mountain Club, and is an avid alpine skier, mountain biker, and certified master diver. Mr. Bragg resides in Centennial, Colorado. He has written the following books:

Accountants' Guidebook

Accounting Controls Guidebook Accounting for Inventory Accounting for Investments

Accounting for Managers

Accounting Procedures Guidebook Bookkeeping Guidebook

Budgeting

**Business Combinations & Consolidations** 

Business Ratios CFO Guidebook Closing the Books Constraint Management Corporate Cash Management

Corporate Finance

Cost Accounting Fundamentals

Cost Management Guidebook

Credit & Collection Guidebook

Financial Analysis Fixed Asset Accounting GAAP Guidebook

Human Resources Guidebook

IFRS Guidebook

**Inventory Management** 

Investor Relations Guidebook Lean Accounting Guidebook Mergers & Acquisitions New Controller Guidebook Nonprofit Accounting Payables Management Payroll Management Project Accounting

**Public Company Accounting** 

Revenue Recognition

Published by AccountingTools LLC, Centennial, Colorado.

No part of this publication may be reproduced, stored in a retrieval system, or transmitted in any form or by any means, except as permitted under Section 107 or 108 of the 1976 United States Copyright Act, without the prior written permission of the Publisher. Requests to the Publisher for permission should be addressed to Steven M. Bragg, 6727 E. Fremont Place, Centennial, CO 80112.

Limit of Liability/Disclaimer of Warranty: While the publisher and author have used their best efforts in preparing this book, they make no representations or warranties with respect to the accuracy or completeness of the contents of this book and specifically disclaim any implied warranties of merchantability or fitness for a particular purpose. No warranty may be created or extended by written sales materials. The advice and strategies contained herein may not be suitable for your situation. You should consult with a professional where appropriate. Neither the publisher nor author shall be liable for any loss of profit or any other commercial damages, including but not limited to special, incidental, consequential, or other damages.

Copyright © 2014 by Accounting Tools LLC. All rights reserved.

# Table of Contents

Chapter 1 - Business Combinations	
Overview of Business Combinations	
Identifiable Assets and Liabilities, and Noncontrolling Interests	3
Goodwill or Gain from Bargain Purchase	
Goodwill Calculation	
Bargain Purchase	6
Reverse Acquisitions	6
Related Issues	
Acquisition of Assets	8
Transactions between Entities under Control of Same Parent	
Pushdown Accounting	
Income Taxes	
Business Combination Disclosures	
General Disclosures	10
Identifiable Assets and Liabilities, and any Noncontrolling Interest	12
Goodwill or Gain from Bargain Purchase	
Reverse Acquisitions	13
Transactions between Entities under Control of Same Parent	14
Income Taxes	14
Chapter 2 – The Equity Method	16
The Equity Method	16
Partnerships, Joint Ventures, and Limited Liability Entities	18
Equity Method Disclosures	19
Chapter 3 - Goodwill Impairment	21
Goodwill	21
Goodwill Amortization	24
Goodwill Disclosures	25
Chapter 4 - Financial Statement Consolidation	
Overview of Consolidations	
Recognition of a Consolidation	
Consolidation Examples	
Recognition of Noncontrolling Interest	
Sale of Shares by Subsidiary	
Share of Accumulated Other Comprehensive Income	
Full Consolidation Example	
Consolidation of Variable Interest Entities	
Initial Consolidation	35
Subsequent Consolidation	
Consolidation of Leasing Entities by Private Companies	
Consolidation of Contractually-Controlled Entities	36
Control of Partnerships	
Termination of a Consolidation	
Consolidation Presentation	
Consolidation Disclosures	
Chapter 5 - Accounting Integration	
Accounting Integration Activities	
Answers to Chapter Questions	
Glossary	
Index	56

# **Preface**

The typical accountant is well-versed in the accounting for daily operational transactions, but finds the accounting for business combinations and consolidations to be quite foreign. In some cases, they may outsource this work to experts, rather than taking the risk of making a mistake. The *Business Combinations and Consolidations* course is designed to improve the accountant's familiarity with the topic by addressing business combinations, the equity method, goodwill accounting, and consolidations. As a bonus, we have also included a discussion of the tasks needed to fully integrate the accounting operations of the acquirer and the acquiree.

You can find the answers to many questions about business combinations and consolidations in the following chapters, including:

- What steps are required to complete the acquisition method?
- Which intangible assets can be recognized as part of a business combination?
- How do I account for a bargain purchase?
- How do I account for an investment under the equity method?
- Under what circumstances can I amortize goodwill?
- What steps are involved in the consolidation of financial statements?
- When can I consolidate a variable interest entity?

This course is updated regularly to reflect changes in the accounting standards.

Centennial, Colorado December 2014