

Indirect and Mutual Holdings

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EFFECT OF A NONCONTROLLING INTEREST

When a subsidiary is less than wholly owned, the consolidation procedures must be modified slightly to recognize the noncontrolling interest



Consolidated Net Income

- In the absence of transactions between companies included in the consolidation, consolidated net income is equal to:
 - The parent's income from its own operations, excluding any investment income from consolidated subsidiaries, plus the net income from each of the consolidated subsidiaries, adjusted for any differential write-off



The income attributable to the subsidiary noncontrolling interest is deducted from consolidated net income on the face of the income statement to arrive at consolidated net income attributable to the controlling interest

- The income attributable to a noncontrolling interest in a subsidiary is based on a proportionate share of that subsidiary's net income

Consolidated retained earnings

- That portion of the consolidated entity's undistributed earnings accruing to the parent's stockholders
- Calculated by adding the parent's share of subsidiary cumulative net income since acquisition to the parent's retained earnings from its own operations and subtracting the parent's share of any differential write-off



Consolidated retained earnings

- Retained earnings related to subsidiary noncontrolling shareholders is included in the Noncontrolling Interest amount reported in the equity section of the consolidated balance sheet
- More consistent with the parent company theory rather than the entity approach

Illustration of consolidated net income and consolidated retained earnings

Push Corporation acquires 80 percent of the stock of Shove Company for an amount equal to 80 percent of Shove's total book value. During 20X1, Shove reports net income of \$25,000, while Push reports net income of \$120,000, including equity-method income from Shove of \$20,000 ($\$25,000 \times .80$). Consolidated net income for 20X1 is computed and allocated as follows:

Push's net income	\$120,000
Less: Equity-method income from Shove	(20,000)
Shove's net income	25,000
Consolidated net income	<u>\$125,000</u>
Income attributable to noncontrolling interest	<u>(5,000)</u>
Income attributable to controlling interest	<u><u>\$120,000</u></u>

Net income and dividends during the two years following acquisition are:

	Push	Shove
Retained earnings, January 1, 20X1	\$400,000	\$250,000
Net income, 20X1	120,000	25,000
Dividends, 20X1	<u>(30,000)</u>	<u>(10,000)</u>
Retained earnings December 31, 20X1	\$490,000	\$265,000
Net income, 20X2	148,000	35,000
Dividends, 20X2	<u>(30,000)</u>	<u>(10,000)</u>
Retained earnings, December 31, 20X2	<u><u>\$608,000</u></u>	<u><u>\$290,000</u></u>

Consolidated retained earnings at December 31, 20X2, two years after the date of combination, is computed as follows, assuming no differential:

Push's retained earnings, December 31, 20X2	\$608,000
Equity accrual from Shove since acquisition (\$25,000 + \$35,000) x .80	<u>(48,000)</u>
Push's retained earnings from its own operations, December 31, 20X2	\$560,000
Push's share of Shove's net income since acquisition \$60,000 x .8	<u>48,000</u>
Consolidated retained earnings, December 31, 20X2	<u><u>\$608,000</u></u>

Consolidated Balance Sheet with Majority-Owned Subsidiary

On January 1, 20X1, Peerless acquires 80 percent of the common stock of Special Foods for \$310,000. At that date, the fair value of the noncontrolling interest is estimated to be \$77,500.

<p>1/1/X1 80%</p> <p>S ← NCI* 20%</p>	Total fair value	\$387,500
	Book value	
	Common stock—Special Foods	\$200,000
	Retained earnings—Special Foods	<u>100,000</u>
		<u>300,000</u>
	Differential	<u>\$ 87,500</u>

* Noncontrolling interest

- Peerless records the acquisition on its books with the following entry:

Investment in Special Foods Stock	310,000	
Cash		310,000
Record purchase of Special Foods stock.		

**Balance Sheets of Peerless Products and Special Foods,
January 1, 20X1, Immediately after Combination**

	Peerless Products	Special Foods
Assets		
Cash	\$40,000	\$50,000
Accounts Receivable	75,000	50,000
Inventory	100,000	60,000
Land	175,000	40,000
Buildings and Equipment	800,000	600,000
Accumulated Depreciation	(400,000)	(300,000)
Investment in Special Foods Stock	310,000	
Total Assets	<u>\$1,100,000</u>	<u>\$500,000</u>
Liabilities and Stockholders' Equity		
Accounts Payable	\$100,000	\$100,000
Bonds Payable	200,000	100,000
Common Stock	500,000	200,000
Retained Earnings	300,000	100,000
Total Liabilities and Equity	<u>\$1,100,000</u>	<u>\$500,000</u>

Values of Select Assets of Special Foods

	Book Value	Fair Value	Fair Value Increment
Inventory	\$60,000	\$65,000	\$5,000
Land	40,000	50,000	10,000
Buildings and Equipment	300,000	360,000	60,000
	<u>\$400,000</u>	<u>\$475,000</u>	<u>\$75,000</u>

Consolidated Balance Sheet with Majority-Owned Subsidiary

	Total fair value \$387,500	Excess of total fair value over fair value of net identifiable assets \$12,500
	Fair value of net identifiable assets \$375,000	Excess of fair value over book value of net identifiable assets \$75,000
Total differential \$87,500	Book value of net identifiable assets \$300,000	

Workpaper for Consolidated Balance Sheet, January 1, 20X1, Date of Combination; 80 Percent Acquisition at More than Book Value

Item	Peerless Products	Special Foods	Eliminations		Consolidated
			Debit	Credit	
Cash	40,000	50,000			90,000
Accounts Receivable	75,000	50,000			125,000
Inventory	100,000	60,000	(3) 5,000		165,000
Land	175,000	40,000	(3) 10,000		225,000
Buildings and Equipment	800,000	600,000	(3) 60,000		1,460,000
Goodwill			(3) 12,500		12,500
Investment in Special Foods Stock	310,000			(2) 310,000	
Differential			(2) 87,500	(3) 87,500	
Total Debits	<u>1,500,000</u>	<u>800,000</u>			<u>2,077,500</u>
Accumulated Depreciation	400,000	300,000			700,000
Accounts Payable	100,000	100,000			200,000
Bonds Payable	200,000	100,000			300,000
Common Stock	500,000	200,000	(2) 200,000		500,000
Retained Earnings	300,000	100,000	(2) 100,000		300,000
Noncontrolling Interest				(2) 77,500	77,500
Total Credits	<u>1,500,000</u>	<u>800,000</u>	<u>475,000</u>	<u>475,000</u>	<u>2,077,500</u>

Elimination entries:

- (2) Eliminate investment balance and stockholders' equity of Special Foods; establish noncontrolling interest.
- (3) Assign differential.

Consolidated Balance Sheet with Majority-Owned Subsidiary

Eliminating entries

E(2) Common Stock—Special Foods	200,000	
Retained Earnings	100,000	
Differential	87,500	
Investment in Special Foods Stock		310,000
Noncontrolling Interest		77,500
Eliminate investment balance and establish noncontrolling interest.		
E(3) Inventory	5,000	
Land	10,000	
Buildings and Equipment	60,000	
Goodwill	12,500	
Differential		87,500
Assign differential.		

Continuing with the earlier illustration, with respect to the assets to which the \$87,500 differential relates, assume that all of the inventory is sold during 20X1, the buildings and equipment have a remaining economic life of 10 years from the date of combination, and straight-line depreciation is used.

Assume that management determines at the end of 20X1 that the goodwill is impaired and should be written down by \$3,125.

Management has determined that the goodwill arising in the acquisition of Special Foods relates proportionately to the controlling and noncontrolling interests, as does the impairment. Assume that Peerless accounts for its investment using the equity method.

Income and Dividend Information about Peerless Products and Special Foods for the Year 20X1

20X1:

Separate operating income, Peerless	\$140,000	
Net income, Special Foods		\$50,000
Dividends	\$60,000	\$30,000

Initial year of ownership

Parent Company Entries

Investment in Special Foods Stock	310,000	
Cash		310,000
Record purchase of Special Foods stock.		
Cash	24,000	
Investment in Special Foods Stock		24,000
Record dividends from Special Foods: \$30,000 x .80		
Investment in Special Foods Stock	40,000	
Income from Subsidiary		40,000
Record equity-method income: \$50,000 x .80		
Income from Subsidiary	4,000	
Investment in Special Foods Stock		4,000
Adjust income for differential related to inventory sold: \$5,000 x .80		
Income from Subsidiary	4,800	
Investment in Special Foods Stock		4,800
Amortize differential related to buildings and equipment: (\$60,000 x .80) / 10 years		

Initial year of ownership – Eliminating Entries

E(9)	Income from Subsidiary	31,200	
	Dividends Declared		24,000
	Investment in Special Foods Stock		7,200
	Eliminate income from subsidiary.		
E(10)	Income to Noncontrolling Interest	7,175	
	Dividends Declared		6,000
	Noncontrolling Interest		1,175
	Assign income to noncontrolling interest.		
E(11)	Common Stock—Special Foods	200,000	
	Retained Earnings, January 1	100,000	
	Differential	87,500	
	Investment in Special Foods Stock		310,000
	Noncontrolling Interest		77,500
	Eliminate beginning investment balance.		

E(12)	Cost of Goods Sold	5,000	
	Land	10,000	
	Buildings and Equipment	60,000	
	Goodwill	12,500	
	Differential		87,500
	Assign beginning differential.		
E(13)	Depreciation Expense	6,000	
	Accumulated Depreciation		6,000
	Amortize differential related to buildings and equipment: \$60,000 ÷ 10		
E(14)	Goodwill Impairment Loss	3,125	
	Goodwill		3,125
	Write down goodwill for impairment.		

- Refer Figure 5-5 in the text for the equity-method workpaper for consolidated financial statement

Noncontrolling Interest, 20X1

Income to noncontrolling interest, 20X1:	
Special Foods' net income	\$ 50,000
Write-off of differential related to inventory sold in 20X1	(5,000)
Amortization of differential related to buildings and equipment in 20X1	(6,000)
Goodwill impairment loss	(3,125)
Special Foods' adjusted income	<u>\$ 35,875</u>
Noncontrolling stockholders' proportionate share	× .20
Income assigned to noncontrolling interest	<u>\$ 7,175</u>
Noncontrolling interest, January 1, 20X1:	
Special Foods' common stock	\$200,000
Special Foods' retained earnings	<u>100,000</u>
Special Foods' book value	\$300,000
Differential related to inventory	5,000
Differential related to land	10,000
Differential related to buildings and equipment	60,000
Differential related to goodwill	<u>12,500</u>
Special Foods' book value plus differential	\$387,500
Noncontrolling stockholders' proportionate share	× .20
Noncontrolling interest, January 1, 20X1	<u>\$ 77,500</u>
Noncontrolling interest, December 31, 20X1:	
Special Foods' common stock	\$200,000
Special Foods' retained earnings	<u>120,000</u>
Special Foods' book value	\$320,000
Differential related to land	10,000
Unamortized differential related to buildings and equipment (\$60,000 – \$6,000)	54,000
Unimpaired goodwill (\$12,500 – \$3,125)	<u>9,375</u>
Special Foods' book value plus differential	\$393,375
Noncontrolling stockholders' proportionate share	× .20
Noncontrolling interest, December 31, 20X1	<u>\$ 78,675</u>

Consolidated Net Income and Retained Earnings, 20X1

Consolidated net income, 20X1:	
Peerless's separate operating income	\$140,000
Special Foods' net income	50,000
Write-off of differential related to inventory sold in 20X1	(5,000)
Amortization of differential related to buildings and equipment in 20X1	(6,000)
Goodwill impairment loss	<u>(3,125)</u>
Consolidated net income	<u><u>\$175,875</u></u>
Income to controlling interest, 20X1:	
Consolidated net income	\$175,875
Income to noncontrolling interest	<u>(7,175)</u>
Income to controlling interest	<u><u>\$168,700</u></u>
Consolidated retained earnings, December 31, 20X1:	
Peerless's retained earnings on date of combination, January 1, 20X1	\$300,000
Income to controlling interest, 20X1	168,700
Dividends declared by Peerless, 20X1	<u>(60,000)</u>
Consolidated retained earnings	<u><u>\$408,700</u></u>

Second Year of Ownership

Income and Dividend Information about Peerless Products and Special Foods for the Year 20X2:

Separate operating income, Peerless	\$160,000	
Net income, Special Foods		\$75,000
Dividends	\$60,000	\$40,000

Parent Company Entries

Cash	32,000	
Investment in Special Foods Stock		32,000
Record dividends from Special Foods: \$40,000 x .80		
Investment in Special Foods Stock	60,000	
Income from Subsidiary		60,000
Record equity-method income: \$75,000 x .80		
Income from Subsidiary	4,800	
Investment in Special Foods Stock		4,800
Amortize differential related to buildings and equipment		

- Summary of changes in the parent's investment account for 20X1 and 20X2:

	20X1	20X2
Balance at start of year	\$310,000	\$317,200
Income from subsidiary:		
Parent's share of subsidiary's income	\$40,000	\$60,000
Differential write-off for inventory sold	(4,000)	
Amortization of differential	<u>(4,800)</u>	<u>(4,800)</u>
	31,200	55,200
Less: Dividends received from subsidiary	<u>(24,000)</u>	<u>(32,000)</u>
Balance at end of year	<u><u>\$317,200</u></u>	<u><u>\$340,400</u></u>

- The workpaper to prepare a complete set of consolidated financial statements for the year 20X2 is illustrated in Figure 5–8 in the text

Eliminating Entries:

E(18)	Income from Subsidiary	55,200	
	Dividends Declared		32,000
	Investment in Special Foods Stock		23,200
	Eliminate income from subsidiary.		
E(19)	Income to Noncontrolling Interest	13,800	
	Dividends Declared		8,000
	Noncontrolling Interest		5,800
	Assign income to noncontrolling interest.		
E(20)	Common Stock—Special Foods	200,000	
	Retained Earnings, January 1	122,500	
	Differential	73,375	
	Investment in Special Foods Stock		317,200
	Noncontrolling Interest		78,675
	Eliminate beginning investment balance: \$122,500 = \$120,000 + \$2,500		
E(21)	Land	10,000	
	Buildings and Equipment	60,000	
	Goodwill	9,375	
	Differential		73,375
	Accumulated Depreciation		6,000
	Assign beginning differential.		
E(22)	Depreciation Expense	6,000	
	Accumulated Depreciation		6,000
	Amortize differential related to buildings and equipment: \$60,000 / 10 years		

Noncontrolling Interest, 20X2; 80 Percent Acquisition at More than Book Value


Income to noncontrolling interest, 20X2:	
Special Foods' net income	\$ 75,000
Amortization of differential related to buildings and equipment in 20X2	<u>(6,000)</u>
Special Foods' adjusted income	\$ 69,000
Noncontrolling stockholders' proportionate share	<u>× .20</u>
Income assigned to noncontrolling interest	<u><u>\$ 13,800</u></u>
Noncontrolling interest, December 31, 20X2:	
Special Foods' common stock	\$200,000
Special Foods' retained earnings	<u>155,000</u>
Special Foods' book value	\$355,000
Differential related to land	10,000
Unamortized differential related to buildings and equipment (\$60,000 – \$12,000)	48,000
Unimpaired goodwill (\$12,500 – \$3,125)	<u>9,375</u>
Special Foods' book value plus differential	\$422,375
Noncontrolling stockholders' proportionate share	<u>× .20</u>
Noncontrolling interest, December 31, 20X2	<u><u>\$ 84,475</u></u>

Consolidated Net Income and Retained Earnings, 20X2; 80 Percent Acquisition at More than Book Value

Consolidated net income, 20X2:	
Peerless's separate operating income	\$160,000
Special Foods' net income	75,000
Amortization of differential related to buildings and equipment in 20X2	<u>(6,000)</u>
Consolidated net income	<u><u>\$229,000</u></u>
Income to controlling interest, 20X2:	
Consolidated net income	\$229,000
Income to noncontrolling interest	<u>(13,800)</u>
Income to controlling interest	<u><u>\$215,200</u></u>
Consolidated retained earnings, December 31, 20X2:	
Peerless's retained earnings on date of combination, January 1, 20X1	\$300,000
Income to controlling interest, 20X1	168,700
Dividends declared by Peerless, 20X1	<u>(60,000)</u>
Consolidated retained earnings, December 31, 20X1	\$408,700
Income to controlling interest, 20X2	215,200
Dividends declared by Peerless, 20X2	<u>(60,000)</u>
Consolidated retained earnings, December 31, 20X2	<u><u>\$563,900</u></u>

DISCONTINUANCE OF CONSOLIDATION

- A parent should discontinue a subsidiary from future consolidation if the parent can no longer exercise control over it
 - If a parent loses control of a subsidiary and no longer holds an equity interest in the former subsidiary, it recognizes a gain or loss for the difference between any proceeds received from the event leading to loss of control and the carrying amount of the parent's equity interest

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- If the parent loses control but maintains a noncontrolling equity interest in the former subsidiary, it must recognize in income a gain or loss for the difference, at the date control is lost, between:
 1. The sum of any proceeds received by the parent and the fair value of its remaining equity interest in the former subsidiary, and
 2. The carrying amount of the parent's total interest in the subsidiary

Treatment of Other Comprehensive Income

- **FASB 130** requires that companies separately report other comprehensive income
 - Includes revenues, expenses, gains, and losses that under GAAP are excluded from net income
 - Other comprehensive income accounts are temporary accounts that are closed at the end of each period to a special stockholders' equity account, Accumulated Other Comprehensive Income
 - The consolidation workpaper normally includes an additional section for other comprehensive income

Assume that during 20X2 Special Foods purchases \$20,000 of investments classified as available-for-sale. By December 31, 20X2, the fair value of the securities increases to \$30,000. Other than the effects of accounting for Special Foods' investment in securities, the financial information reported at December 31, 20X2, is identical to that presented in Figure 5–8 in the text.

- Adjusting entry recorded by subsidiary

Investment in Available-for-Sale Securities	10,000	
 Unrealized Gain on Investments (OCI)		10,000
Record increase in fair value of available-for-sale securities.		

- Adjusting entry recorded by parent company

Investment in Special Foods Stock	8,000	
 Other Comprehensive Income from Subsidiary— Unrealized Gain on Investments (OCI)		8,000
Record Peerless's proportionate share of the increase in value of available-for-sale securities held by subsidiary.		



Consolidation of Subsidiaries Acquired Prior to 2009

- FASB 141R governs accounting for business combinations that are completed in fiscal years that begin on or after December 15, 2008
 - Most acquired subsidiaries currently held by parent companies and included in their consolidated financial statements were acquired prior to the effective date of FASB 141R
 - Because companies are prohibited from applying FASB 141R retroactively, they are faced with consolidating numerous subsidiaries under the previous standards



Differences in Consolidation Procedures

- General approach to consolidation is the same under both current and prior standards
- The major differences are that:
 - The current standards place greater emphasis on fair value than previous standards
 - The computation of the differential relates to the entire subsidiary rather than just the parent's share of less-than-wholly owned subsidiaries

Illustration of Consolidation under Previous Accounting Standards

Consolidation in Initial Year of Ownership

In the current example, the entries on Peerless's books are the same under both current and prior standards.

The differential is \$70,000, the difference between Peerless's \$310,000 purchase price for its stock in Special Foods and the \$240,000 book value of the shares it acquired ($\$300,000 \times .80$).

Assume that, during 20X1, management determines that the goodwill is impaired and must be written down by \$2,500.

The workpaper to prepare consolidated financial statements for 20X1 using the prior accounting standards is shown in Figure 5-14 in the text. The eliminating entries are shown in the next slide.

Illustration of Consolidation under Previous Accounting Standards

E(9)	Income from Subsidiary	31,200	
	Dividends Declared		24,000
	Investment in Special Foods Stock		7,200
	Eliminate income from subsidiary.		
E(10a)	Income to Noncontrolling Interest	10,000	
	Dividends Declared		6,000
	Noncontrolling Interest		4,000
	Assign income to noncontrolling interest: \$10,000 = \$50,000 × .20		
E(11a)	Common Stock—Special Foods	200,000	
	Retained Earnings, January 1	100,000	
	Differential	70,000	
	Investment in Special Foods Stock		310,000
	Noncontrolling Interest		60,000
	Eliminate beginning investment balance.		
E(12a)	Cost of Goods Sold	4,000	
	Land	8,000	
	Buildings and Equipment	48,000	
	Goodwill	10,000	
	Differential		70,000
	Assign beginning differential.		
E(13a)	Depreciation Expense	4,800	
	Accumulated Depreciation		4,800
	Amortize differential related to buildings and equipment: \$48,000 ÷ 10		
E(14a)	Goodwill Impairment Loss	2,500	
	Goodwill		2,500
	Write down goodwill for impairment.		

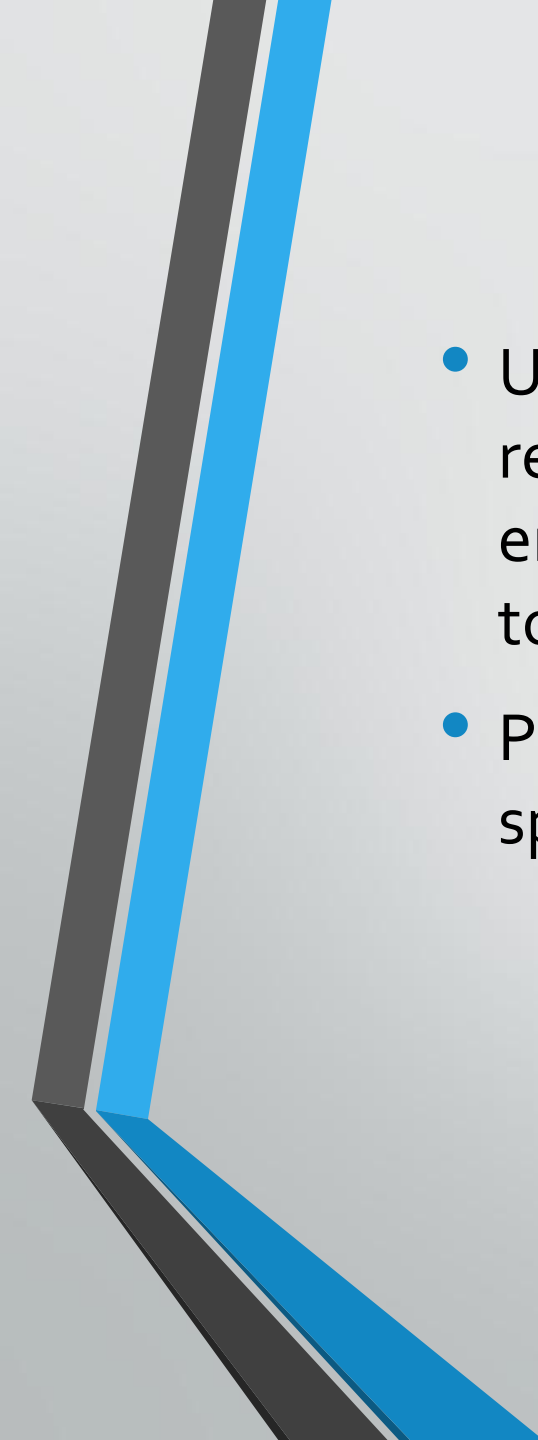
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- Under the previous standards, consolidated net income generally referred to the parent's share of the income of the consolidated entity, the amount remaining after deducting the income allocated to the noncontrolling interest
 - Previously, the presentation of the noncontrolling interest was not specified
 - Most companies reported the noncontrolling interest in the consolidated balance sheet as a "mezzanine" item between liabilities and stockholders' equity

Illustration of Consolidation under Previous Accounting Standards

- Consolidation in second year of ownership
 - Basically the same as under current standards
 - The only difference is that the amounts of most elimination entries are different because of the difference in the differential, and accordingly the consolidated amounts are different

ADDITIONAL CONSIDERATIONS

- Subsidiary valuation accounts at acquisition
 - **FASB 141R** indicates that all assets and liabilities acquired in a business combination should be valued at their acquisition-date fair values and no valuation accounts are to be carried over
 - Its application in consolidation following a stock acquisition is less clear

- Negative retained earnings of subsidiary at acquisition
 - A parent company may acquire a subsidiary with a negative in its retained earnings account
 - The investment elimination entry appears as follows:

E(26)	Capital Stock—Subsidiary	XXX	
	Differential	XXX	
	Retained Earnings		XXX
	Investment in Subsidiary		XXX
	Eliminate investment balance.		



Other stockholders' equity accounts

- In general, all stockholders' equity accounts accruing to the common shareholders receive the same treatment as common stock and are eliminated at the time common stock is eliminated

Subsidiary's disposal of differential-related assets

- Both the parent's equity-method income and consolidated net income are affected
- Parent's books: The portion of the differential included in the subsidiary investment account that relates to the asset sold must be written off by the parent under the equity method as a reduction in both the income from the subsidiary and the investment account
- In consolidation, the portion of the differential related to the asset sold is treated as an adjustment to consolidated income

Inventory

- Any inventory-related differential is assigned to inventory for as long as the subsidiary holds the units
- In the period in which the inventory units are sold, the inventory-related differential is assigned to Cost of Goods Sold
- The inventory costing method used by the subsidiary determines the period in which the differential cost of goods sold is recognized
 - FIFO: The inventory units on hand on the date of combination are viewed as being the first units sold after the combination
 - LIFO: The inventory units on the date of combination are viewed as remaining in the subsidiary's inventory

Fixed Assets

- A differential related to land held by a subsidiary is added to the Land balance in the consolidation workpaper each time a consolidated balance sheet is prepared
 - If the subsidiary sells the land to which the differential relates, the differential is treated in the consolidation workpaper as an adjustment to the gain or loss on the sale of the land in the period of the sale
- The sale of differential-related equipment is treated in the same manner as land except that the amortization for the current and previous periods must be considered



THANK YOU