

CHAPTER 1

INTERCORPORATE ACQUISITIONS AND INVESTMENTS IN OTHER ENTITIES

ANSWERS TO QUESTIONS

Q1-1 Complex organizational structures often result when companies do business in a complex business environment. New subsidiaries or other entities may be formed for purposes such as extending operations into foreign countries, seeking to protect existing assets from risks associated with entry into new product lines, separating activities that fall under regulatory controls, and reducing taxes by separating certain types of operations.

Q1-2 The split-off and spin-off result in the same reduction of reported assets and liabilities. Only the stockholders' equity accounts of the company are different. The number of shares outstanding remains unchanged in the case of a spin-off and retained earnings or paid-in capital is reduced. Shares of the parent are exchanged for shares of the subsidiary in a split-off, thereby reducing the outstanding shares of the parent company.

Q1-3 The management of Enron appears to have used special-purpose entities to avoid reporting debt on its balance sheet and to create fictional transactions that resulted in reported income. It also transferred bad loans and investments to special-purpose entities to avoid recognizing losses in its income statement.

Q1-4 (a) A **statutory merger** occurs when one company acquires another company and the assets and liabilities of the acquired company are transferred to the acquiring company; the acquired company is liquidated, and only the acquiring company remains.

(b) A **statutory consolidation** occurs when a new company is formed to acquire the assets and liabilities of two combining companies; the combining companies dissolve, and the new company is the only surviving entity.

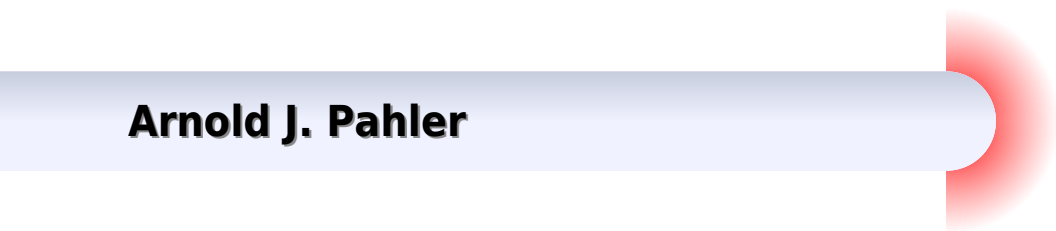
(c) A **stock acquisition** occurs when one company acquires a majority of the common stock of another company and the acquired company is not liquidated; both companies remain as separate but related corporations.

Q1-5 Assets and liabilities transferred to a new wholly-owned subsidiary normally are transferred at book value. In the event the value of an asset transferred to a newly created entity has been impaired prior to the transfer and its fair value is less than the carrying value on the transferring company's books, the transferring company should recognize an impairment loss and the asset should then be transferred to the entity at the lower value.

Q1-6 The introduction of the concept of beneficial interest expands those situations in which consolidation is required. Existing accounting standards have focused on the presence or absence of equity ownership. Consolidation and equity method reporting have been required when a company holds the required level of common stock of another entity. The beneficial interest approach says that even when a company does not hold stock of another company, consolidation should occur whenever it has a direct or indirect ability to make decisions significantly affecting the results of activities of an entity or will absorb a majority of an entity's expected losses or receive a majority of the entity's expected residual returns.

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