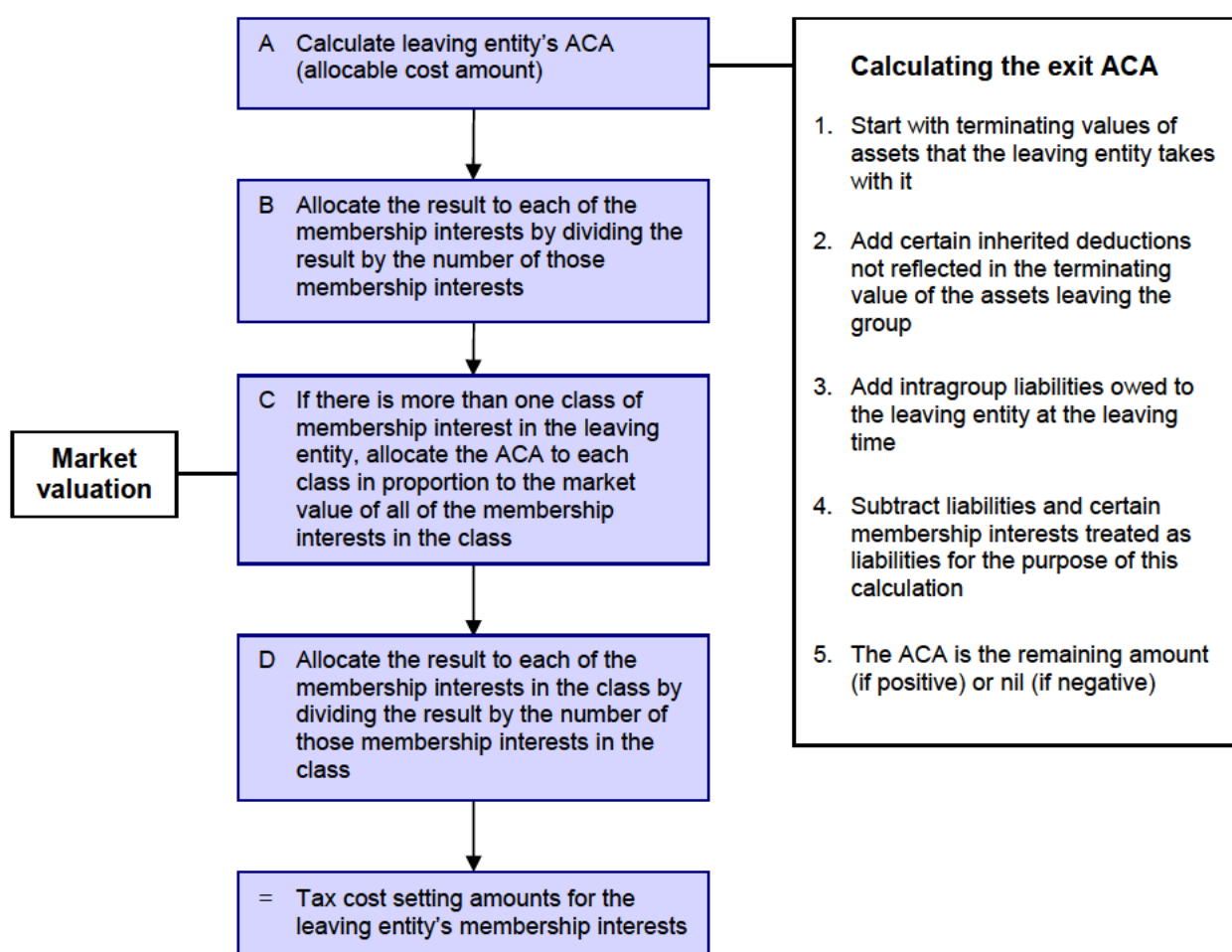


High-level worked example

The cost setting process on exit

Description This high-level example shows how the cost setting rules apply when a subsidiary member of a consolidated group leaves the group. The process is shown in the figure below. Some steps in the process are expanded on in worked examples included in this section of the Reference Manual.

Figure 1: Cost setting process on exit

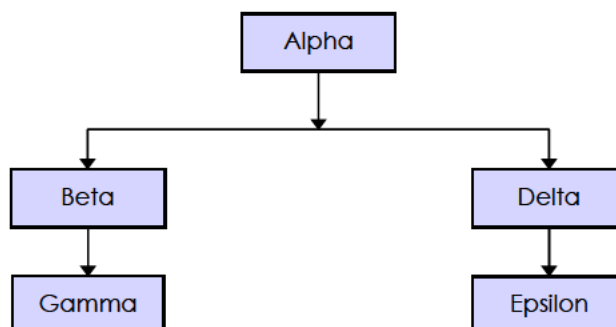


Commentary When a subsidiary member (the leaving entity) leaves a consolidated group, the head company recognises for tax purposes, just before the leaving time, the membership interests in the leaving entity. These membership interests are not recognised while the entity is a member of the group. The cost for the membership interests equals the head company's cost for the net assets that the leaving entity takes with it. This preserves the alignment between the costs for membership interests in the entity and its assets. → 'Treatment of assets', C2-1

Example

Facts Alpha consolidated group, consisting of Alpha as the head company and Beta and Gamma as subsidiary members, is formed on 1 July 2002. On 30 June 2005, Alpha acquires 100% of Delta (and its wholly-owned subsidiary Epsilon) by paying \$10,000 for 1,000 shares, and the consolidated group is structured as follows:

Figure 2: Alpha consolidated group



The financial position of Delta and Epsilon on joining the group is shown in tables 1 and 2.

Table 1: Delta – financial position at 30 June 2005

	Book value	Market value	Cost base	Terminating value
Assets				
Cash	\$1,000	\$1,000	\$1,000	\$1,000
Trading stock	\$2,000	\$2,000	\$2,000	\$2,000
Land 1	\$3,000	\$3,000	\$3,000	\$3,000
Shares in Epsilon	\$4,000	\$4,000	\$4,000	\$4,000
Liabilities				
	\$0	\$0		
Equity				
500 class A shares	\$5,000	\$5,000	\$5,000	
500 class B shares	\$5,000	\$5,000	\$5,000	

Table 2: Epsilon – financial position at 30 June 2005

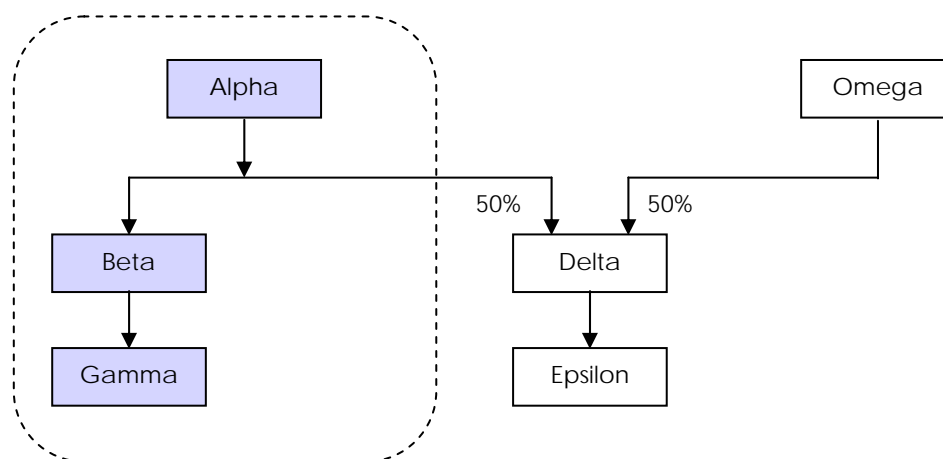
	Book value	Market value	Cost base	Terminating value
Assets				
Cash	\$1,000	\$1,000	\$1,000	\$1,000
Land 2	\$2,000	\$2,000	\$2,000	\$2,000
Land 3	\$1,000	\$1,000	\$1,000	\$1,000
Liabilities	\$0	\$0		
Equity				
100 shares	\$4,000	\$4,000	\$4,000	

During the 2005–06 income year:

- Delta and Epsilon do not trade
- Delta loans \$1,000 to Beta
- Delta borrows \$2,000 from Omega on 1 July 2005 (immediately after joining Alpha's consolidated group) and incurs \$200 borrowing expenses, and
- Gamma transfers an asset (Land 4) to Delta on 20 August 2005.

On 30 June 2006, Alpha sells 50% of its investment in Delta to Omega, which pays \$14.80 for each of 250 Class A shares and \$12.80 for each of 250 Class B shares. After the sale, Delta is 50% owned by Alpha and 50% by Omega. As Delta is no longer a wholly-owned subsidiary of Alpha it does not meet the criteria to be a member of the consolidated group. Therefore, Delta leaves the consolidated group on 30 June 2006, along with its wholly-owned subsidiary Epsilon, which (because of the part sale of its sole parent) is no longer wholly owned by the group.

Figure 3: Alpha's consolidated group after part sale of Delta



The financial position of Delta and Epsilon at the time of Delta's part sale is shown in tables 3 and 4.

Table 3: Delta – financial position at 30 June 2006

	Book value	Market value	Cost base	Terminating value
Assets				
Cash	\$1,800	\$1,800	\$1,800	\$1,800
Receivables	\$1,000	\$1,000	–	–
Trading stock	\$2,000	\$2,000	\$2,000	\$2,000
Land 1	\$3,000	\$5,000	\$3,000	\$3,000
Land 4	\$2,000	\$2,000	\$2,000	\$2,000
Shares in Epsilon	\$4,000	\$4,000	\$4,000	\$4,000
Liabilities	\$2,000	\$2,000		
Equity				
500 class A shares	\$5,900	\$7,400	\$5,000	
500 class B shares	\$5,900	\$6,400	\$5,000	

Table 4: Epsilon – financial position at 30 June 2006

	Book value	Market value	Cost base	Terminating value
Assets				
Cash	\$1,000	\$1,000	\$1,000	\$1,000
Land 2	\$2,000	\$2,000	\$2,000	\$2,000
Land 3	\$1,000	\$1,000	\$1,000	\$1,000
Liabilities	\$0	\$0	\$0	
Equity				
100 shares	\$4,000	\$4,000	\$4,000	

Order of application of cost setting

The cost of the membership interests in each of the leaving subsidiaries must be worked out on a 'bottom up' basis, as the membership interests in the lower level entity (which represent an asset of the higher level entity) must be given a cost which is used in turn to calculate the cost of membership interests in the higher level entity → section 711-55, *Income Tax Assessment Act 1997* (ITAA 1997) and Explanatory Memorandum to New Business Tax System (Consolidation) Bill No. 1, paragraph 5.142. Therefore, Alpha must first apply the cost setting rules to Epsilon, before applying them to Delta.

Setting the tax costs of membership interests in Epsilon

A: Calculate exit ACA for Epsilon

ACA step 1: Add up the terminating values of assets Epsilon takes with it

Epsilon has three assets at the leaving time (Table 5).

Table 5: Epsilon assets at the leaving time

	Terminating value
Cash	\$1,000
Land 2	\$2,000
Land 3	\$1,000
	\$4,000

ACA step 2: Add certain inherited deductions

As Epsilon does not inherit any deduction from Alpha, no amount is added.

ACA step 3: Add intragroup liabilities owed to Epsilon

As members do not owe any liability to Epsilon, no amount is added.

ACA step 4: Subtract liabilities of Epsilon

As Epsilon has no liability, no amount is subtracted.

Exit ACA Step 5

The ACA is \$4,000.

B: Apportion ACA to each class of membership interest

There is only one class of membership interests in Epsilon.

C: Divide ACA by number of membership interests in each class

The tax cost for each share in Epsilon is calculated as:

$$\frac{\$4,000}{100 \text{ shares}} = \$40 \text{ per share}$$

Setting tax costs of membership interests in Delta

A: Calculate
Delta's exit ACA

ACA step 1: Add up the terminating values of assets Delta takes with it

Alpha has five assets for income tax purposes that go with Delta at the leaving time (table 6).

Table 6: Alpha assets that leave with Delta

	Terminating value
Cash	\$1,800
Trading stock	\$2,000
Land 1	\$3,000
Land 4	\$2,000
Shares in Epsilon	\$4,000
	\$12,800

Note: the receivables of \$1,000 is an intragroup debt and is not recognised within a consolidated group.

ACA step 2: Add certain inherited deductions

The borrowing expenditure of \$200 incurred by Delta before the leaving time is allowable to the head company Alpha as an income tax deduction apportioned over five years, that is, \$40 per year. Alpha claims \$40 for the income year ended 30 June 2006, and the remaining \$160 of borrowing expenses as yet unclaimed by Alpha becomes available to Delta on leaving the group to be claimed as a tax deduction over the remaining four years.

The step 2 amount is worked out using the following formula:

$$\text{Owned deductions} + (\text{Acquired deductions} \times \text{General company tax rate})$$

→ subsection 711-35(1), ITAA 1997

This formula includes any deductions (both owned and acquired) to which the leaving entity becomes entitled under section 701-40 of the ITAA 1997 as a result of it ceasing to be a subsidiary member of the group, other than a deduction for expenditure:

- that is, forms part of or reduces, the cost of an asset that becomes an asset of the leaving entity because subsection 701-1(1) (the single entity rule) ceases to apply, or
- to which section 110-40 of the ITAA 1997 (expenditure on assets acquired before 7.30 pm on 13 May 1997) applies.

→ subsection 711-35(2)

‘Acquired deductions’ are deductions mentioned above for expenditure that constitutes an acquired deduction of the head company under subsection 705-115(1) of the ITAA 1997 when an entity (whether or not the leaving entity) joins the group → ‘Adjustment for certain inherited deductions (ACA step 7)’, C2-4-340

‘Owned deductions’ are the sum of all deductions mentioned above that are not acquired deductions.

As the borrowing expenses are incurred when Delta is 100% owned by the head company, the whole of \$160 is owned deductions. So the calculation in this step is:

$$\$160 + (\$0 \times 30\%) = \$160$$

The \$160 is added to the step 1 amount of \$12,800 to give a result for step 2 of \$12,960.

ACA step 3: Add intragroup liabilities owed to Delta

The intragroup liability of \$1,000 owed to Delta is not recognised for income tax purposes while Delta is a member of the group. In this step, the liability is identified and its market value of \$1,000 is added to the result of step 2:

$$\$12,960 + \$1,000 = \$13,960$$

ACA step 4: Subtract liabilities of Delta

Delta has a \$2,000 liability owed to an external party. The amount of the liability is subtracted from the result of step 3:

$$\$13,960 - \$2,000 = \$11,960$$

Exit ACA Step 5

The ACA is \$11,960.

B: Apportion ACA to each class of membership interest

Table 7: Apportion ACA to each class of membership interest

	Market value	Proportion to the market values	ACA	Apportionment
Class A	\$7,400	$\$7,400 / (\$7,400 + \$6,400)$	x \$11,960	= \$6,413.33
Class B	\$6,400	$\$6,400 / (\$7,400 + \$6,400)$	x \$11,960	= \$5,546.67

C: Divide ACA by number of membership interests in each class

The tax cost for class A shares is calculated as:

$$\frac{\$6,413.33}{500 \text{ shares}} = \$12.83 \text{ per share}$$

The tax cost for class B shares is calculated as:

$$\frac{\$5,546.67}{500 \text{ shares}} = \$11.09 \text{ per share}$$

The head company Alpha's capital gains from the sale of Delta shares are shown in Table 8.

Table 8: Alpha capital gains from sale of Delta shares

	Proceeds – cost base		Number of shares sold	Total capital gains from the sale
Class A shares	\$14.80 – \$12.83	= \$1.97	x 250 shares	= \$492.50
Class B shares	\$12.80 – \$11.09	= \$1.71	x 250 shares	= \$427.50
				\$920.00

References *Income Tax Assessment Act 1997*, subsection 705-115(1); as amended by:

- *New Business Tax System (Consolidation) Act (No. 1) 2002* (No. 68 of 2002), Schedule 1
- *New Business Tax System (Consolidation, Value Shifting, Demergers and Other Measures) Act 2002* (No. 90 of 2002), Schedule 2

Income Tax Assessment Act 1997, sections 711-35 and 711-55; as amended by *New Business Tax System (Consolidation) Act (No. 1) 2002* (No. 68 of 2002), Schedule 1

Explanatory Memorandum to New Business Tax System (Consolidation) Bill No. 1 para 5.142

Income Tax (Transitional Provisions) Act 1997, sections 701-1 and 701-40; as amended by *New Business Tax System (Consolidation, Value Shifting, Demergers and Other Measures) Act 2002* (No. 90 of 2002), Schedule 7

Income Tax Assessment Act 1997, section 110-40