

## CHAPTER 19 PARTNERSHIPS: FORMATION AND OPERATION

### Chapter Outline

1. Business organizations that are formed legally as partnerships, although they are not always so called in conversation, are governed throughout their entire existence by the legal, technical, and accounting principles.
  - a. Advantages of the partnership form include ease of creation and the absence of the double taxation often inherent in the creation of a corporation and its subsequent distribution of income.
  - b. Partnership taxation rules apply to a partnership only when combined with legal, technical, and accounting principles inherent in the creation of the partnership itself, including such general points.
  - c. Partnership legal forms have been created over the years to combine the benefits of corporations and partnerships with an *ad hoc* partnership, limited liability partnership, and limited liability companies.
2. Partnership accounting and the capital account.
  - a. The historical aspects of partnership accounting center on the capital account maintained by each individual partner.
  - b. The issue of accounting for these capital interests in the context of partnership agreement, asset distribution, procedure for asset distribution, withdrawal, admission of a new partner, retirement of a partner, etc.
  - c. The basic partnership issue in the context of the business should be viewed as the capital issue. In addition, assets, income, losses, etc., are considered in only a relative sense as a particular aspect of an individual's capital issue.
    - i. In the basic context, the partnership assets are viewed and recorded. The capital account/interests are then divided according to the percentage of the total partnership being used to determine.
    - ii. In the general context, the amount being contributed and the corresponding percentage of the total capital interest are used to calculate the value of the business and the percentage of goodwill or legal interest previously recorded as an integral asset.
3. Partnership income allocation.
  - a. At the end of each fiscal period, the income and related accounts should be closed out with the resulting income figure being assigned to the individual capital accounts.
  - b. The method of allocating income to the capital accounts should be consistent with the nature of partnership.

# Chapter 9 Partnerships Formation And Operation Solutions

**M Woodhall**



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