

PARTNERSHIP FORMATION

A Partnership may be formed orally or in writing, and in order to have definite agreement, partnership agreements are embodied in the Articles of Partnership.

Partnership may be formed in several ways:

1. Formation of a partnership for a first time.
2. Conversion of a sole proprietorship to a partnership, either a sole proprietor allows another individual to join the business or two or more sole proprietors form a partnership.
3. Admission of a new partner

Capital Contribution of each partners is one of the important element in partnership as well as their profit and loss sharing agreement. These will be used as the primary basis for computing the capital balances of the partners.

When partners invested non-cash assets to the partnership, the non-cash assets will be recorded in the amount agreed by the partners. If there is no agreement formed, the basis will be the fair market value at the date of transfer of assets to the partnership. Recording partners' non-cash investments at the current fair market value ensures that any gain or losses on the subsequent sale of the property will be equitably distributed in accordance with the partnership agreement.

Bonus or Goodwill on Initial Investments

Bonus method is based on the assumption that pursuant to the agreement as to the arbitrary capital ratio, each of the partners will credited more and the other partner will be credited less than its actual contributions. It only recognizes the assets that are physically contributed to the business. And in this method, there will be transfer of capital from one partner to another.

Goodwill approach is based on the assumption that the partners are not amenable to be credited less than their actual capital contributions to the partnership. Instead, implied value can be estimated mathematically and recorded for any intangible contributions made by the partners.

A decision which method will be used depends on the agreement of the partners. If there is no agreement formed, the **bonus method is preferable** than goodwill method.

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Ying Liu



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