

CHAPTER 2

CONSOLIDATION OF FINANCIAL INFORMATION

Major changes have occurred for financial reporting for business combinations beginning in 2009. These changes are documented FASB ASC Topic 805, "Business Combinations" and Topic 810, "Consolidation." These standards require the acquisition method which emphasizes acquisition-date fair values for recording all combinations.

In this chapter, we first provide coverage of expansion through corporate takeovers and an overview of the consolidation process. Then we present the acquisition method of accounting for business combinations followed by limited coverage of the purchase method and pooling of interests provided in a separate sections.

Chapter Outline

- I. Business combinations and the consolidation process
 - A. A business combination is the formation of a single economic entity, an event that occurs whenever one company gains control over another
 - B. Business combinations can be created in several different ways
 1. Statutory merger—only one of the original companies remains in business as a legally incorporated enterprise.
 - a. Assets and liabilities can be acquired with the seller then dissolving itself as a corporation.
 - b. All of the capital stock of a company can be acquired with the assets and liabilities then transferred to the buyer followed by the seller's dissolution.
 2. Statutory consolidation—assets or capital stock of two or more companies are transferred to a newly formed corporation
 3. Acquisition by one company of a controlling interest in the voting stock of a second. Dissolution does not take place; both parties retain their separate legal incorporation.
 - C. Financial information from the members of a business combination must be consolidated into a single set of financial statements representing the entire economic entity.
 1. If the acquired company is legally dissolved, a permanent consolidation is produced on the date of acquisition by entering all account balances into the financial records of the surviving company.
 2. If separate incorporation is maintained, consolidation is periodically simulated whenever financial statements are to be prepared. This process is carried out through the use of worksheets and consolidation entries.
- II. The Acquisition Method
 - A. The acquisition method replaced the purchase method. For combinations resulting in complete ownership, it is distinguished by four characteristics.

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Table of Contents Financial Accounting Hoyle 10th Edition Solutions

1. Understanding the eBook Financial Accounting Hoyle 10th Edition Solutions
 - The Rise of Digital Reading Financial Accounting Hoyle 10th Edition Solutions
 - Advantages of eBooks Over Traditional Books
2. Identifying Financial Accounting Hoyle 10th Edition Solutions
 - Exploring Different Genres
 - Considering Fiction vs. Non-Fiction
 - Determining Your Reading Goals
3. Choosing the Right eBook Platform
 - Popular eBook Platforms
 - Features to Look for in an Financial Accounting Hoyle 10th Edition Solutions
 - User-Friendly Interface
4. Exploring eBook Recommendations from Financial Accounting Hoyle 10th Edition Solutions
 - Personalized Recommendations
 - Financial Accounting Hoyle 10th Edition Solutions User Reviews and Ratings
 - Financial Accounting Hoyle 10th Edition Solutions and Bestseller Lists

5. Accessing Financial Accounting Hoyle 10th Edition Solutions Free and Paid eBooks
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 - Financial Accounting Hoyle 10th Edition Solutions eBook Subscription Services
 - Financial Accounting Hoyle 10th Edition Solutions Budget-Friendly Options
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 - ePub, PDF, MOBI, and More
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 - Financial Accounting Hoyle 10th Edition Solutions Enhanced eBook Features
7. Enhancing Your Reading Experience
 - Adjustable Fonts and Text Sizes of Financial Accounting Hoyle 10th Edition Solutions
 - Highlighting and Note-Taking Financial Accounting Hoyle 10th Edition Solutions
 - Interactive Elements Financial Accounting Hoyle 10th Edition Solutions
8. Staying Engaged with Financial Accounting Hoyle 10th Edition Solutions
 - Joining Online Reading Communities
 - Participating in Virtual Book Clubs
 - Following Authors and Publishers Financial Accounting Hoyle 10th Edition Solutions
9. Balancing eBooks and Physical Books Financial Accounting Hoyle 10th Edition Solutions
 - Benefits of a Digital Library
 - Creating a Diverse Reading Collection Financial Accounting Hoyle 10th Edition Solutions
10. Overcoming Reading Challenges
 - Dealing with Digital Eye Strain
 - Minimizing Distractions
 - Managing Screen Time
11. Cultivating a Reading Routine Financial Accounting Hoyle 10th Edition Solutions
 - Setting Reading Goals Financial Accounting Hoyle 10th Edition Solutions
 - Carving Out Dedicated Reading Time
12. Sourcing Reliable Information of Financial Accounting Hoyle 10th Edition Solutions
 - Fact-Checking eBook Content of Financial Accounting Hoyle 10th Edition Solutions
 - Distinguishing Credible Sources
13. Promoting Lifelong Learning

- Utilizing eBooks for Skill Development
- Exploring Educational eBooks

14. Embracing eBook Trends

- Integration of Multimedia Elements
- Interactive and Gamified eBooks

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