

## Instructions: FAE170 – Franchise and Excise Tax Return

### General Information

Electronic filing and payment is required unless you have received a hardship exemption. Generally, hardship exceptions will include taxpayers who do not own a computer; taxpayers who do not have access to the internet; and taxpayers whose religious beliefs prohibit the use of computers and related technology.

Enter the beginning and ending dates of the period covered by this return. If applicable, short period dates may be entered. A return can cover a 52/53-week filing period, but cannot otherwise exceed 12 months. The tax period covered must coincide with the federal income tax return. If the taxpayer is included on more than one consolidated federal return, the taxpayer's short period dates should be entered and not the dates reflected on the consolidated federal return.

The due date of this return is the 15th day of the 4th month following the period end date as shown on the corresponding federal income tax return filed, even if that return was filed on a consolidated basis.

Enter the franchise and excise account number. This number may be found by using Tennessee Taxpayer Access Point (TNTAP) available on the Department's website at [www.tn.gov/revenue](http://www.tn.gov/revenue).

Enter the FEIN and/or Tennessee Secretary of State Control Number. Also enter the North American Industry Classification System (NAICS) code.

Check all of the boxes in the top right of the return that apply to the taxpayer.

- a) Check the amended return box if the return reflects changes from a previously filed return.
- b) Check the final return box if all of the assets of the business have been liquidated and distributed and no further returns are required to be filed. If the final return box is checked, the Department may request a schedule of liquidation, distribution, or disposition of all assets and/or Final Return Worksheets (available on the Department's website).
- c) Check this box to claim the protections afforded by P.L. 86-272 and file only the franchise tax schedules.
- d) Check this box to indicate that the Consolidated Net Worth Election Registration Application has been filed. This election is a group election that is binding for five years.
- e) Check this box if the Consolidated Net Worth Election Registration Application was filed during the tax period with the revoke election box checked. Complete Sch. F1- Non-Consolidated Net worth.
- f) The election to use the alternative annualized income installment method of computing the required estimated tax payments can only be made on an original tax return and must be made annually. See the Estimated Franchise and Excise Tax Payments Worksheet for additional information and to determine the required quarterly estimates under this alternative method. The amounts from Line 23 of the worksheet should be reported on Schedule E, Lines 2(a) through 5(a).
- g) Certain manufacturers may elect to apportion net earnings and net worth using a single sales factor. A manufacturer is generally an entity whose Tennessee revenue (less passive income) is more than 50% from manufacturing or processing tangible personal property for resale and consumption off the premises. The election is made by checking this box, and it remains in effect for five years. The box should be checked for each year this method of apportionment is used. Schedule S is completed, instead of Schedule N, when this election is in effect.
- h) Manufacturers who wish to revoke a previous election to apportion net earnings and net worth using a single sales factor should check this box. The single sales factor election cannot be revoked unless it has been in effect for at least five years. Schedule N is completed to apportion net earnings and net worth when a Manufacturer checks this box.
- i) Check this box if a federal income tax extension was filed.

- j) Taxpayers may elect to use triple weighted sales for standard apportionment purposes, provided that: 1. The election must result in a higher apportionment ratio for the tax year (as compared to the ratio computed using the standard apportionment formula in effect for the tax year), and 2. The taxpayer must have net earnings, rather than a net loss, for the tax year. Taxpayers who do not meet these two criteria cannot make this election. Taxpayers making this election will complete Schedule N1.
- k) Check this box to indicate the taxpayer is a Telecom Qualified Member, as defined under Tennessee Code Annotated, Section 67-4-2012(j), who must compute its apportionment ratio in accordance with Tennessee Code Annotated, Section 67-4-2012(a)(7). The taxpayer must complete Schedule N1.

Date Tennessee operations began should be completed if this is the initial return. Taxpayers incorporated or otherwise formed in Tennessee must prorate the franchise tax on the initial return from the date formed or the date Tennessee operations began, whichever occurred first. Taxpayers incorporated or otherwise formed outside Tennessee must prorate the franchise tax on the initial return from the date Tennessee operations began.

A taxable entity that is incorporated, domesticated, qualified or otherwise registered to do business in Tennessee that was inactive in Tennessee for the entire taxable period and owes only the minimum tax may file only page one of this return and omit the remaining pages.

#### **Schedule A – Computation of Franchise Tax**

- Line 1: Enter amount from Schedule F1, Line 5 or Schedule F2, Line 3.
- Line 2: Enter amount from Schedule G, Line 15.
- Line 3: Multiply the greater of Line 1 or 2 by \$0.25 per \$100 or major fraction thereof. The minimum tax is \$100. Franchise tax may be prorated on short period returns, but not below the \$100 minimum. Complete the Short Period Return Worksheets and retain them for your records when filing a short period return. The franchise tax may not be prorated on returns covering 52 weeks filed by 52/53 week filers.

#### **Schedule B – Computation of Excise Tax**

- Line 4: Enter amount from Schedule J, Line 36.
- Line 5: Multiply amount on Line 4 by 6.5%. If Line 4 is a loss, enter zero.
- Line 6: Enter amount from Schedule T, Line 13. A qualified taxpayer that has made a written election to exclude certified distribution sales from its sales factor must also include the additional excise tax required by Tenn. Code Ann. § 67-4-2023.
- Line 7: Add Lines 5 and 6.

#### **Schedule C – Computation of Total Tax Due or Overpayment**

- Line 8: Add Schedule A, Line 3, and Schedule B, Line 7. This is the total franchise and excise tax liability.
- Line 9: Enter the total available credits from Schedule D, Line 10. Total credits cannot exceed the total franchise and excise amount on Line 8.
- Line 10: Subtract Line 9 from Line 8. This value must be zero or greater.
- Line 11: Enter total payments reported on Schedule E, Line 7. If filing an amended return, subtract any tax refund received and reduce payment amounts reported in Schedule E accordingly.
- Line 12: Penalty is calculated at a rate of 5% for each 30-day period, or portion thereof, that a return is delinquent, up to a maximum of 25% of the delinquent amount. The minimum penalty is \$15 for the delinquent filing of a return. Tenn. Code Ann. § 67-1-804
- Line 13: Interest is due on any amount of tax that is paid after the statutory due date of the return. The interest rate is determined in accordance with Tenn. Code Ann. § 67-1-801. The current interest

rate can be found at [www.tn.gov/revenue](http://www.tn.gov/revenue) under Tax Resources.

- Line 14: Penalty on estimated franchise and excise tax payments is calculated at a rate of 2% per month, or portion thereof, that an estimated payment is deficient or delinquent, up to a maximum of 24% of the deficient or delinquent amount. It is calculated from the due date of the estimated payment through the date paid or the due date of the return, whichever is earlier.
- Line 15: Interest is calculated on estimated franchise and excise tax payments on any deficient or delinquent amount. The rate of interest is the same as determined on Line 13. It is calculated from the due date of the estimated payment through the date paid or the due date of the return, whichever is earlier.
- Line 16: Add Lines 10, 12, 13, 14 and 15, and subtract Line 11. If an overpayment exists on this line, enter the amount to be credited to the next year on Line A and/or to be refunded on Line B. If a refund of \$200 or more is requested on Line B of an amended return, a Report of Debts Form must be completed and filed with the return.

### **Schedule D – Schedule of Credits**

- Line 1: A taxpayer may take a credit for gross premium tax paid to the Department of Commerce and Insurance during the period covered by this return, excluding the 0.4% Tennessee Occupational Safety and Health Act (TOSHA) surcharge. If the credit is taken, this same amount should be added to taxable income on Schedule J, Line 6. A taxpayer may elect to forego the credit and not add back the deduction in Schedule J.
- Line 2: Enter any Green Energy Tax Credit available per Tenn. Code Ann. § 67-4-2109(m). This credit expired on July 1, 2015. However, any taxpayer who applied for the credit prior to that date is still eligible to take the credit if all statutory requirements have been met.
- Line 3: Enter any Brownfield Property Credits and attach a copy of the approval letter from the Department of Revenue, per Tenn. Code Ann. §§ 67-4-2009(8)(E)(iii) or 67-4-2009(9)(D)(i) in years in which the credit is utilized. Enter the amount from Schedule BP.
- Line 4: Enter the amount of the Broadband Internet Access Tax Credit carryover authorized by the Department of Revenue. This credit was repealed on July 1, 2019. Credits approved before the repeal may be carried forward to the extent allowed under prior law.
- Line 5: Enter the amount of Industrial Machinery Credit from Schedule T, Line 11.
- Line 6: Enter the amount of Job Tax Credit from Schedule X, Line 46.
- Line 7: Enter the amount of Additional Annual Job Tax Credit from Schedule X, Line 38.
- Line 8: Enter the amount of Qualified Production Credit from Schedule QP, Line 12.
- Line 9: Enter the amount of Employer Credit for Paid Family and Medical Leave from Schedule PL, Line 10.
- Line 10: Add Lines 1 through 9 and enter here and on Schedule C, Line 9. Total credits may not exceed the amount on Schedule C, Line 8, unless claiming a Green Energy Credit under the provisions of Tenn. Code Ann. § 67-4-2109(m).

### **Schedule E – Schedule of Required Quarterly Installments and Payments**

- Lines 2a-5a: Enter the required quarterly installments from the applicable line(s) of the Estimated Franchise and Excise Tax Payments Worksheet.
- Lines 1-6: Enter any overpayment from a prior period, estimated tax payments, and extension payment on the applicable lines.
- Line 7: Add the amounts in the second column, and enter here and on Schedule C, Line 11.

### **Schedule F1 – Non-consolidated Net Worth**

All amounts in this schedule should be determined in accordance with generally accepted accounting principles (GAAP). However, if the taxpayer does not maintain its books on a GAAP basis, the franchise tax is computed in accordance with the accounting method used by the taxpayer for federal tax purposes, provided this method fairly reflects the taxpayer's activity.

- Line 1: Net worth is total assets less total liabilities computed in accordance with the above instructions.
- Line 2: To the extent that a corporation is inadequately capitalized, indebtedness to or guaranteed by a parent corporation or affiliated corporation must be added back, Tenn. Code Ann. § 67-4-2107(b), TENN. COMP. R. & REGS. 1320-06-01.-15. This amount cannot be a deduction.
- Line 3: Add amounts on Lines 1 and 2.
- Line 4: Enter apportionment ratio as computed on Schedules N, N1, O, P, R, or S. If the entity is not entitled to apportion, enter 100%.
- Line 5: Multiply Line 3 by Line 4. Enter this amount here and on Schedule A, Line 1. Tenn. Code Ann. § 67-4-2121 limits the franchise tax base of any manufacturer to \$2 billion.

### **Schedule F2 – Consolidated Net Worth**

Schedule F2 is to be completed only if the Consolidated Net Worth Election Registration Application has been filed. All amounts in this schedule should be determined in accordance with GAAP. However, if the taxpayer does not maintain its books on a GAAP basis, the franchise tax is computed in accordance with the accounting method used by the taxpayer for federal tax purposes, provided this method fairly reflects the taxpayer's activity. Each member of the group must close its taxable year on the same date, except that the election is allowed when a member exits the group during the taxable year due to a change in ownership, merger, or liquidation of the member, in which case the member exiting the group is excluded from the group and computes its net worth using Schedule F1. Tenn. Code Ann. § 67-4-2103(d)

- Line 1: Consolidated net worth is total assets less total liabilities of all members of the affiliated group at the close of business on the last day of the tax year, as shown by a pro forma consolidated balance sheet prepared in accordance with generally accepted accounting principles wherein transactions and holdings between members of the group and holdings in non-domestic persons have been eliminated. Tenn. Code Ann. § 67-4-2106(b)
- Line 2: Enter franchise tax apportionment ratio as computed on Schedule 170NC, 170NC1, 170SF, or 170SC.
- Line 3: Multiply Line 1 by Line 2. Enter this amount here and on Schedule A, Line 1. Tenn. Code Ann. § 67-4-2121 limits franchise tax base of any manufacturer to \$2 billion.

## **Schedule G – Determination of Real and Tangible Property**

Values in Schedule G must be reported in accordance with generally accepted accounting principles (GAAP), except as permitted by Tenn. Code Ann. § 67-4- 2108(a)(3).

- Lines 1-5: The amounts on these lines are based on the year-end net book values of the assets on the entity's book basis books and records. All tangible assets should be included in these values regardless of how the assets are classified.
- Line 6: This amount is calculated by multiplying the taxpayer's percentage of ownership in a general partnership, shown on federal Schedule K-1, by the amount of real and tangible property owned or used in this state, shown on the balance sheet of an entity treated as a partnership for federal tax purposes. Only include property from an entity treated as a partnership on this line if the entity itself is not required to file a Tennessee franchise and excise tax return.
- Line 7: Include all inventory and work in progress on Line 7a. Include all exempt inventory on Line 7b.  
Exempt inventory is any amount of finished goods in excess of \$30,000,000 in accordance with Tenn. Code Ann. § 67-4-2108(a)(6)(B).
- Line 8: Enter the net book value of pollution control equipment and equipment used to produce electricity in a certified green energy production facility, as defined in Tenn. Code Ann. § 67-4-2004. These amounts will have also been reported on Lines 2 or 3 above. Certificates concerning pollution control equipment provided for in § 67-5-604 and certifications for a green energy production facility issued by the Department of Environment and Conservation should be maintained and furnished to the commissioner upon request.
- Line 9: Enter the amount of any required capital investments exempted by Tenn. Code Ann. § 67-4-2108(a)(6)(G). Exempt required capital investments is two thirds ( $\frac{2}{3}$ ) in value of all capital investments that are the basis for a taxpayer's entitlement to credits under § 67-4-2109(b)(2)(B); provided, however, that the investments shall qualify as "exempt required capital investments" only in those tax years in which the additional annual credit is actually allowed under § 67-4-2109(b)(2)(B).
- Line 10: Add Lines 1 through 7a, and subtract Lines 7b through 9.
- Lines 11-14: The amounts in the first column are the total net annual rental paid for property located in Tennessee. Multiply these amounts by the multiples, and enter each total on Lines 11 through 14. A sub-rental deduction may only be made in accordance with TENN. Comp. R. & REGS. 1320-6-1-.18(1).  
Rents must be annualized for returns covering a period of less than 12 months. Complete the Short Period Return Worksheets and retain them with your records when filing a short period return.
- Line 15: Add Lines 10 through 14, and enter total here and on Schedule A, Line 2. This amount is the total real and tangible property owned or used in Tennessee.

## **Schedule H – Gross Receipts**

- Line 1: Enter the amount of gross receipts or sales shown on the federal income tax return covering the same tax period. This is Line 1a on federal Forms 1120, 1120S, and 1065 and Schedule C, Line 1 on federal Form 1040.

### **Schedule J1 – Net Earnings for Entities Treated as Partnerships**

- Line 1: Enter the amount of ordinary income (loss) from federal Form 1065, Line 23.
- Line 2: Enter the amount of additional income items passed through to partners or members from federal Form 1065, Schedule K, Lines 2 through 11. This includes guaranteed payments to partners. However, do not include amounts reported on Schedule K, Line 11 for Section 743(b) adjustments (code F). Report any gain on the sale or disposition of property where a Section 179 expense deduction was previously passed through to a partner for that property and the transaction was not reported on federal Form 4797 but was reported on federal Form 1065, Sch. K, box 20, code L. The gain included on Sch. J1, Line 2 should be computed on a pro forma basis at the partnership level and any Section 179 expense limits that would have been imposed for federal income tax purposes at the partner level should be disregarded.
- Line 3: Enter any net loss or expense distributed to a publicly traded Real Estate Investment Trust (REIT) on federal Schedule K-1. The name and FEIN of the REIT must be made available upon request.
- Line 4: Add Lines 1 through 3.
- Line 5: Enter the amount of additional expense items passed through to partners or members from federal Form 1065, Schedule K, Lines 12 and 13 a-d. Do not include amounts reported on Schedule K Line 13 for Section 743(b) adjustments (code V). In addition, do not report contributions to a qualified pension or benefit plan of any partner or member on this line, but report them on Line 7. Report any loss on the sale or disposition of property where a Section 179 expense deduction was previously passed through to a partner for that property and the transaction was not reported on federal Form 4797 but was reported on federal Form 1065, Sch. K, box 20, code L. The loss included on Sch. J1, Line 5 should be computed on a pro forma basis at the partnership level and any Section 179 expense limits that would have been imposed for federal income tax purposes at the partner level should be disregarded.
- Line 6: Enter the amount subject to self-employment taxes distributable or paid to each partner or member net of any pass-through expense deducted elsewhere on this return, such as IRC Section 179 expenses and contributions. Do not enter a negative amount on this line. This deduction cannot create a loss carryover. Include this amount on Schedule K, Line 3.
- Line 7: Enter the amount of contribution to qualified pension or benefit plans of any partner or member, including all IRC 401 plans. This deduction cannot create a loss carryover. Include this amount on Schedule K, Line 3.
- Line 8: Enter any net gain or income distributed to a publicly traded REIT reported on federal Schedule K-1. Attach a schedule listing the name and FEIN of the REIT.
- Line 9: Enter loss on the sale of an asset not already included in the taxpayer's net earnings or loss that was distributed to a member, partner, or certificate holder, when such asset was sold within 12 months of the date of distribution. Thus, the loss is recognized by the entity making the asset distribution rather than by the seller of the asset.
- Line 10: Add Lines 5 through 9. This is the total amount of deductions.
- Line 11: Subtract Line 10 from Line 4, and enter here and also on Schedule J, Line 1.

### **Schedule J2 – Net Earnings for a Single Member LLC Filing as an Individual**

- Line 1: Enter the amount of business income (loss) from federal Form 1040, Schedule C, Line 31.
- Line 2: Enter the amount of capital gain (loss) attributable to the LLC from federal Form Schedule D. If it is a loss, enter as a negative.
- Line 3: Enter the amount of net profit (loss) attributable to the LLC from federal Form 1040, Schedule E.
- Line 4: Enter the amount of net profit (loss) attributable to the LLC from federal Form 1040, Schedule F, Line 34.

- Line 5: Enter the amount of gain (loss) attributable to assets used by the LLC from federal Form 4797.
- Line 6: Enter the amount of any income (loss) attributable to the LLC that is reported on any other federal schedule and that is not reported on Lines 1 through 5 above. Please enter the type of federal form and schedule in the space provided.
- Line 7: Add Lines 1 through 6.
- Line 8: Enter the amount subject to self-employment tax distributable or paid to the single member. This deduction cannot create a loss carryover. Include this amount on Schedule K, Line 3.
- Line 9: Subtract Line 8 from Line 7 and enter here and on Schedule J, Line 1.

### **Schedule J3 – Net Earnings for Entities Treated as Subchapter S Corporations**

- Line 1: Enter the amount of ordinary income (loss) from federal Form 1120S, Line 22.
- Line 2: Enter the amount of additional income items passed through to shareholders from federal Form 1120S, Schedule K, Lines 2 through 10. Report any gain on the sale or disposition of property where a Section 179 expense deduction was previously passed through to a shareholder for that property and the transaction was not reported on federal Form 4797 but was reported on federal Form 1120S, Sch. K, box 17, code K. The gain included on Sch. J3, Line 2 should be computed on a pro forma basis at the S corporation level and any Section 179 expense limits that would have been imposed for federal income tax purposes at the shareholder level should be disregarded.
- Line 3: Add Lines 1 and 2.
- Line 4: Enter pass-through expense items shown on federal Form 1120S, Schedule K, Lines 11-12d. Report any loss on the sale or disposition of property where a Section 179 expense deduction was previously passed through to a shareholder for that property and the transaction was not reported on federal Form 4797 but was reported on federal Form 1120S, Sch. K, box 17, code K. The loss included on Sch. J3, Line 4 should be computed on a pro forma basis at the S corporation level and any Section 179 expense limits that would have been imposed for federal income tax purposes at the shareholder level should be disregarded.
- Line 5: Enter loss on the sale of an asset not already included in the taxpayer's net earnings or loss that was distributed to a shareholder or certificate holder, when such asset was sold within 12 months of the date of distribution. Thus, the loss is recognized by the entity making the asset distribution rather than by the seller of the asset.
- Line 6: Add Lines 4 and 5. This is the total amount of deductions.
- Line 7: Subtract Line 6 from Line 3, and enter here and on Schedule J, Line 1.

### **Schedule J4 – Net Earnings for Entities Treated as Corporations and "Other" Entities**

- Line 1: Enter the amount of net earnings (loss) from federal Form 1120, Line 28. This is the amount of taxable income or loss before the net operating loss deduction and special deductions. A taxpayer that is a member of a federal consolidated group may use the Excise Tax Interest Expense Worksheet in calculating their proportional share of the group's federal interest expense deduction for purposes of determining their interest expense reported on its pro forma federal Form 1120.
- Line 2a: Enter the amount from federal Form 1120-REIT, Line 21.
- Line 2b: Enter the amount from federal Form 1120-REIT, Line 22b.
- Line 2c: Subtract Line 2b from Line 2a.
- Line 3: Enter the amount of unrelated business taxable income before net operating loss deduction from federal Form 990-T, Line 5.

- Line 4: Enter the amount of net earnings or loss from any entity that reports on any other federal form and that is not reported on Lines 1 through 3 above. Enter the type of federal form in the space provided.
- Line 5: Contribution carryovers must be added back to net income when used for federal tax purposes.
- Line 6: Capital loss carryovers must be added to net income when offset against capital gains for federal tax purposes.
- Line 7: Add Lines 1 through 6.
- Line 8: Contributions may be deducted, in full, in the year in which the contributions were made.
- Line 9: Capital losses may be deducted, in full, the year the loss was incurred.
- Line 10: Add Lines 8 and 9. This is the total amount of deductions.
- Line 11: Subtract Line 10 from Line 7, and enter here and on Schedule J, Line 1.



## **Schedule J – Net Earnings Subject to Excise Tax**

- Line 1: Enter the applicable amount from line 11, 9, 7, or 11 of Schedule J1, J2, J3, or J4, respectively.
- Line 2: Enter the intangible expense paid, accrued, or incurred to an affiliate and deducted on the federal income tax return. "Affiliate and "intangible expense" are defined at Tenn. Code Ann. § 67-4-2004(1), and (24). A penalty may be imposed for failure to disclose, Tenn. Code Ann. §§ 67-4-2006(d), 67-1-804(b)(2).
- Line 3: Enter any depreciation under the provisions of IRC Section 168 not permitted for excise tax purposes due to Tennessee decoupling from federal bonus depreciation for assets purchased on or before December 31, 2022.
- Line 4: Enter the amount of any gain on the sale of an asset sold within 12 months after distribution to a nontaxable entity. This gain is to be reported by the entity that distributed the assets. If an asset was distributed to a member, partner, shareholder, or certificate holder and no sale has taken place, or the asset was sold 12 months after distribution, no entry is required. Failure to report this gain may result in a 50% negligence penalty.
- Line 5: Enter the amount of excise tax that was deducted in determining federal net income. In the event of an over accrual in the prior year that causes the current year's federal return to report a negative "deduction," this amount can be reported as a deduction.
- Line 6: If a taxpayer elects to take the gross premiums tax paid to the Tennessee Department of Commerce and Insurance as a credit against its franchise and excise taxes, the amount of the gross premiums tax expensed for federal purposes that is used as an excise tax credit must be shown here.
- Line 7: This amount is all tax-exempt interest as shown on the books of the taxpayer, net of disallowed interest expense pursuant to 26 U.S.C. §§ 265 and 291.
- Line 8: Enter any percentage depletion deducted for federal tax purposes.
- Line 9: The excess of the fair market value over the book value of property donated must be added to net income.
- Line 10: The amount of rent that is paid, accrued, or incurred in excess of reasonable rent for real property owned by an affiliate must be added back. Reasonable rent means rent that does not exceed 2% per month of the appraised value for property tax purposes. A taxpayer receiving excess rent, to the extent added back to net earnings by its affiliate, may enter a negative amount on this line.
- Line 11: Enter the amount of any pass-through net loss and expense included in the excise tax base by the taxpayer. The pass-through items are reported to the taxpayer on federal Schedule K-1. This adjustment is only made if the entity issuing the K-1 is itself subject to the excise tax and filing a franchise and excise tax return. This adjustment is to prevent the duplicate recognition of the pass-through loss and expense in the excise tax base. Attach Schedule(s) K-1 or a list showing the pass-through entity's name, FEIN, Tennessee franchise and excise tax account number, and the amount. Note, if an exempt entity under Tenn. Code Ann. § 67-4-2008 is formed as an LLC or partnership, its partners/members would not reverse the pass-through items on their returns.
- Line 12: Enter an amount equal to five percent (5%) of IRC Section 951A global intangible low-taxed income (GILTI), before any related IRC Section 250 deduction.
- Line 13: Complete this line if you filed federal Form 8990. Enter on this line the business interest expense you deducted in arriving at the net earnings or loss amount reported on Schedule J, Line 1. Do not include business interest expense amounts that are reported on Sch. J, Line 11. Note: the business interest expense deduction for excise tax purposes is reported on Sch. J, Line 27a.
- Line 14: Enter all research and experimental expenditures deducted under IRC Section 174 in arriving at the amount reported on Sch. J, Line 1. See Sch. J, Line 29 instructions for additional information.
- Line 15: Add Lines 2 through 14. This is the amount of total additions.

- Line 16: Enter any depreciation under the provisions of IRC Section 168 permitted for excise tax purposes due to Tennessee decoupling from federal bonus depreciation for assets purchased on or before December 31, 2022.
- Line 17: Enter any excess gain or loss reported for federal tax purposes resulting from the basis adjustment due to Tennessee decoupling from federal bonus depreciation for assets purchased on or before December 31, 2022.
- Line 18: Enter all dividends received from corporations in which the entity has direct ownership of at least 80% of the corporation's stock.
- Line 19: Enter 75% of donations to qualified public school support organizations as defined in Tenn. Code Ann. § 67-4-2006(b)(2)(M) or nonprofit organizations as described in Tenn. Code Ann. § 67-4-2006(b)(2)(P). See Certification Form - Excise Tax Deduction for Donation to a Qualified Public School Support Group or a Nonprofit Corporation, Association, or Organization.
- Line 20: Enter any expenses incurred, other than income taxes, that were not deducted for federal tax purposes but were used as a credit against federal income tax. Do not deduct Paid Family and Medical Leave for which a credit was claimed on Schedule PL of this return.
- Line 21: Enter adjustments provided by Tenn. Code Ann. § 67-4-2006(b)(1)(G) and (b)(2)(G)-(H) in relation to federal "safe harbor" lease election permitted under Section 168 of the Economic Recovery Act of 1981. If the net adjustment is an increase in taxable income, enter a negative number on this line.
- Line 22: Enter the amount from Schedule M, Line 8.
- Line 23: Enter intangible expenses paid, accrued, or incurred to an affiliated entity or entities if Line 2 has been completed and Form IE - Intangible Expense Disclosure is attached to the return. Otherwise, the deduction will be disallowed and a penalty may be assessed.
- Line 24: Enter any intangible income from an affiliated business entity to the extent that the affiliate's corresponding intangible expense was included in the affiliate's net earnings or loss, but was not deducted on the affiliate's excise tax return under Tenn. Code Ann. § 67-4-2006(b)(2)(N).
- Line 25: Enter the amount of any pass-through net gain and income included in the excise tax base by the taxpayer. The pass-through items are reported to the taxpayer on federal Schedule K-1. This adjustment is only made if the entity issuing the K-1 is itself subject to the excise tax and filing a franchise and excise tax return. This adjustment is to prevent the duplicate recognition of the gain and income in the excise tax base. Attach Schedule(s) K-1 or a list showing the pass-through entity's name, FEIN, Tennessee franchise and excise tax account number, and the amount. Note, if an exempt entity under Tenn. Code Ann. § 67-4-2008 is formed as an LLC or partnership, its partners/members would not reverse the pass-through items on their returns.
- Line 26: Enter the amount of governmental grants included in federal taxable income as a result of the Tax Cuts and Jobs Act of 2017, Pub. L. No. 115-97
- Line 27: Enter IRC Section 951A global intangible low-taxed income (GILTI), before any related IRC Section 250 deduction.
- Line 28a: Complete this line if you filed federal Form 8990 and have completed Schedule J, Line 13.  
1) Enter the current year business interest expense reported on Lines 1 and 4 of your separate entity, pro forma federal Form 8990 plus any business interest expense carryforwards from the 2018 or 2019 tax years, to the extent that they were deducted in arriving at your current year business interest expense deduction reported on your pro forma federal Form 8990. Do not deduct any disqualified interest that is disallowed on federal Form 8926, pursuant Section 163(j) as it existed

immediately before the enactment of the Tax Cuts and Jobs Act of 2017.

2) If you are a partner/member of an entity that files as a partnership on federal Form 1065 but does not file an excise tax return, also include your share of the entity's current year excess business interest expense from federal Form 8990, Schedule A, Line 43, Column (c) on this line.

- Line 28b: Enter the amount of any remaining 2018 and/or 2019 tax year business interest expense carryforwards available to be taken in future tax years. (This is the amount available after any current year deduction of such carryforwards taken on Line 28a.) The [Excise Tax Table of Business Interest Expense Carryforward](#) may be used to determine remaining carryforward interest.
- Line 29: For tax years beginning on or after January 1, 2022, enter the amount of research and experimental expenditures allowed by Section 174 of the Internal Revenue Code immediately before enactment of the Tax Cuts and Jobs Act of 2017. Note: The amount deducted under IRC Section 174 in arriving at the amount reported on Sch. J, Line 1 must be added back on Sch. J, Line 14.
- Line 30: Add Lines 16 through 29, excluding Line 28b. Line 28b is informational only. This is the amount of total deductions.
- Line 31: Add Lines 1 and 15 and subtract Line 30. This is the total business income. If the taxpayer has a net loss, also enter the amount on Schedule K, Line 1.
- Line 32: Enter apportionment ratio as computed on Schedule N, N1, O, P, R, or S if the entity is not entitled to apportion, enter 100%.
- Line 33: Multiply Line 31 by Line 32.
- Line 34: Enter the amount from Schedule M, Line 9.
- Line 35: Enter loss carryover from prior year as shown on Schedule U. Please note that Tennessee loss carryover is computed separately from federal loss carryover.
- Line 36: Add Lines 33 and 34, then subtract Line 35. Enter this amount here and on Schedule B, Line 4. This is the excise tax base.

## **Schedule K – Determination of Loss Carryover Available**

- Line 1: Enter the net loss from Schedule J, Line 31.
- Line 2: Enter the total of amounts reported on Schedule J, Lines 18 and 22.
- Line 3: Enter the total of amounts reported on Schedule J1, Lines 6 and 7 or on Schedule J2, Line 8.
- Line 4: Add Lines 1 through 3. If the net amount is positive, then enter zero, and no loss carryover is available. This is the net reduced loss carryover.
- Line 5: Enter apportionment ratio as computed on Schedule N, N1, O, P, R, or S. If the entity is not entitled to apportion, enter 100%.
- Line 6: Multiply Line 4 by Line 5. This is the current year loss carryover available.

## **Schedule M – Nonbusiness Earnings**

- Lines 1-7: Income that meets the statutory definition of nonbusiness earnings is uncommon. Income that does meet the definition and related expenses should be reported here. Deductions for taxpayer expenses are generally related to both business and nonbusiness earnings. These expenses include, but are not limited to, administrative costs, taxes, insurance, repairs, maintenance, and depreciation. In the absence of evidence to the contrary, it is assumed that the expenses related to nonbusiness rental earnings will be an amount equal to 50% of such earnings and that expenses related to other nonbusiness earnings will be an amount equal to 5% of such earnings. See TENN. COMP. R. & REG. 1320-06-01.23(3).
- Line 8-9: Add Lines 1 through 7 to arrive at net nonbusiness earnings and net nonbusiness earnings directly allocated to Tennessee. Enter net nonbusiness earnings on Schedule J, Line 22 and net nonbusiness earnings directly allocated to Tennessee on Schedule J, Line 34.

## **Apportionment Schedules**

Multi-state taxpayers that have substantial nexus both within and outside of Tennessee apportion their business earnings (Schedule J) and non-consolidated net worth (Schedule F1) using Schedules N, N1, O, P, R, or S depending on the taxpayer's primary business operations. Taxpayers with the right to apportion use an apportionment ratio to determine the percentage of their total earnings or net worth that is attributable to Tennessee. See Tenn. Code Ann. §§ 67-4-2012 – 2014, 67-4-2110 – 2113 and TENN. COMP. R. & REG. 1320-06-01-.27 – .35, 1320-06-01-.38, and 1320-06-01-.42. The code and rules can be accessed from the Department's website at [www.tn.gov/revenue](http://www.tn.gov/revenue). Values in the apportionment schedules must be reported at the same value used for federal income tax purposes.

## Schedule N – Apportionment – Standard

This schedule is used to apportion net earnings and net worth when the consolidated net worth election has not been made. See Schedule 170NC, 170NC1, 170SF or 170SC for the net worth apportionment calculation when the consolidated net worth election has been made. Taxpayers filing Schedule N1 must complete the Schedule N property section, lines 1-12.

- Lines 1-3: Complete all four columns for each line using the original tax-basis cost of the tangible property. Beginning and end of year values are reported in the respective columns for property located in Tennessee and for all property located everywhere.
- Line 4: Include all types of inventory on this line.
- Line 5: Enter all tangible assets, including those classified as “current assets” or “other assets.”
- Line 6: Enter the taxpayer’s percentage of ownership (shown on federal Schedule K-1) multiplied by the amount of real and tangible personal property shown on the balance sheet of an entity treated as a partnership for federal tax purposes. Only include on this line the taxpayer’s ownership share of a partnership’s property if the partnership itself is not required to file its own franchise and excise tax return.
- Line 7: Add Lines 1 through 6.
- Line 8: Enter the amount of exempt inventory on this line. Exempt inventory is any amount in excess of \$30,000,000 of finished goods located in Tennessee and held at a manufacturing, warehousing, or distribution facility rather than a facility where retail sales are made to customers that would otherwise be included in the franchise tax base.
- Line 9: Subtract Line 8 from Line 7.
- Line 10: Add Lines 7(a) and (b) and divide by two.
- Line 11: Add Lines 9(a) and (b) and divide by two.
- Line 12: Enter the year-end value of rented property, determined by multiplying the annual rental rate by eight. The value of owned or leased mobile/moveable property will be determined based on the percentage of time the property was within the state during the tax period. However, the value of an automobile/truck assigned to a traveling employee is entirely sourced to Tennessee if the vehicle is registered in this state or if the employee’s compensation is assigned to Tennessee for purposes of the payroll factor. No sub-rent offset or deduction is allowed.
- Line 13: Add Lines 10 and 12 and enter in the appropriate columns. Divide 13(a) by 13(b) to calculate the excise tax property ratio.
- Line 14: Add Lines 11 and 12 and enter in the appropriate columns. Divide 14(a) by 14(b) to calculate the franchise tax property ratio.
- Line 15: Enter the total compensation paid during the taxable period in Tennessee on Line 15(a) and the total compensation paid everywhere during the taxable period on Line 15(b). Divide 15(a) by 15(b) to calculate the franchise and excise tax payroll ratios.
- Line 16: Enter the total business gross receipts during the taxable period in Tennessee on Line 16(a) and the total everywhere business gross receipts during the taxable period on Line 16(b). Divide 16(a) by 16(b) to calculate the franchise and excise tax sales ratios.
- Line 17: Add Lines 13 through 15 and Line 16 multiplied by five.
- Line 18: Divide Line 17 by seven or by the number of factors with everywhere values greater than zero. If a factor’s denominator (everywhere value) is zero, that factor is eliminated entirely and the average is computed from the remaining factor or factors. Enter the result of the franchise tax ratio here and on Schedule F1, Line 4, and the result of the excise tax ratio here and on Schedule J, Line 32.

**Schedule N1 – Apportionment – Standard - Taxpayers electing to continue using triple weighted sales or any taxpayer required to use triple weighted sales by Tennessee Code Annotated, Section 67-4-2012(a)**

This schedule is used to apportion net earnings and net worth when an election has been made, or the taxpayer is otherwise required, to use triple weighted sales and when the consolidated net worth election has not been made. See Schedule 170NC, 170NC1, 170SF or 170SC for the net worth apportionment calculation when the consolidated net worth election has been made.

Complete the Schedule N property section, Lines 1-12.

- Line 1: Add Schedule N, Lines 10 and 12 and enter in the appropriate columns. Divide 1(a) by 1(b) to calculate the excise tax property ratio.
- Line 2: Add Schedule N, Lines 11 and 12 and enter in the appropriate columns. Divide 2(a) by 2(b) to calculate the franchise tax property ratio.
- Line 3: Enter the total compensation paid during the taxable period in Tennessee on Line 3(a) and the total compensation paid everywhere during the taxable period on Line 3(b). Divide 3(a) by 3(b) to calculate the franchise and excise tax payroll ratios.
- Line 4: Enter the total business gross receipts during the taxable period in Tennessee on Line 4(a) and the total everywhere business gross receipts during the taxable period on Line 4(b). Divide 4(a) by 4(b) to calculate the franchise and excise tax sales ratios.
- Line 5: Add Lines 1 through 3 and Line 4 multiplied by three.
- Line 6: Divide Line 5 by five or by the number of factors with everywhere values greater than zero. If a factor's denominator (everywhere value) is zero, that factor is eliminated entirely and the average is computed from the remaining factor or factors. Enter the result of the franchise tax ratio here and on Schedule F1, Line 4, and the result of the excise tax ratio here and on Schedule J, Line 32.

### **Schedule O – Apportionment – Common Carriers**

- Line 1: Enter total miles in Tennessee and total miles everywhere. Railroads will use total miles owned and operated or leased and operated. Motor carriers will use the total franchise miles or odometer miles, if there are no franchise miles, to which it holds or uses under lease, contract, or otherwise, certificates of convenience and necessity from the Interstate Commerce Commission or Department of Safety. Pipelines will use the number of pipeline miles owned, operated, or owned and operated. Determine the ratio by dividing Tennessee miles by everywhere miles.
- Line 2: Enter total gross receipts from operations on business beginning and ending within Tennessee without entering or passing through any other state and total gross receipts everywhere. Determine the ratio by dividing Tennessee receipts by everywhere receipts.
- Line 3: Add the mileage (Line 1) and revenue (Line 2) ratios.
- Line 4: Divide Line 3 by two or by the number of factors with everywhere values greater than zero. If a factor's denominator (everywhere value) is zero, that factor is eliminated entirely and the average is computed from the remaining factor or factors. Enter here and on Schedule F1, Line 4, and on Schedule J, Line 32.

### **Schedule P – Apportionment – Air Carriers**

- Line 1: Enter the amount of revenue originating within Tennessee and the total amount of revenue originating everywhere. Determine the ratio by dividing Tennessee revenue by everywhere revenue.
- Line 2: Enter the total Tennessee air miles and the total everywhere air miles flown. Tennessee air miles are those from flights originating from and/or ending in Tennessee. Determine the ratio by dividing Tennessee miles by everywhere miles.
- Line 3: Add the revenue (Line 1) and miles (Line 2) ratios.
- Line 4: Divide Line 3 by two or by the number of factors with everywhere values greater than zero. If a factor's denominator (everywhere value) is zero, that factor is eliminated entirely and the average is computed from the remaining factor or factors. Enter here and on Schedule F1, Line 4, and on Schedule J, Line 32.

### **Schedule R – Apportionment – Air Express Carriers**

- Line 1: Enter the amount of revenue originating within Tennessee and the total amount of revenue originating everywhere. Determine the ratio by dividing Tennessee revenue by everywhere revenue.
- Line 2: Enter the total of Tennessee air miles flown and ground miles traveled and the total of all air miles flown and ground miles traveled. Tennessee air miles are those from flights originating from and/or ending in Tennessee. Ground miles traveled are only those traveled with respect to the actual common carriage of persons or property for hire. Determine the ratio by dividing Tennessee miles by everywhere miles.
- Line 3: Add the revenue (Line 1) and miles (Line 2) ratios.
- Line 4: Divide Line 3 by two or by the number of factors with everywhere values greater than zero. If a factor's denominator (everywhere value) is zero, that factor is eliminated entirely and the average is computed from the remaining factor or factors. Enter here and on Schedule F1, Line 4, and on Schedule J, Line 32.

### **Schedule S – Apportionment – Manufacturer Single Sales Factor**

- Line 1: Enter the total business gross receipts during the taxable period in Tennessee and the total everywhere business gross receipts during the taxable period. Determine the ratio by dividing Tennessee receipts by everywhere receipts. Enter here and on Schedule F1, Line 4, and on Schedule J, Line 32.

## **Schedule T – Industrial Machinery and Research and Development Tax Credit**

Industrial machinery includes everything included under the industrial machinery definition in Tenn. Code Ann. § 67-6-102, computer and related equipment listed in Tenn. Code Ann. § 67-4-2009(3)(A)(ii) purchased as part of the required capital investment made in order to qualify for the job tax credit, and certain research and development equipment meeting the requirements of TENN. COMP. R. & REG. 1320-05-01-.128. This regulation requires that the ultimate goal of the research and development must be one of the following:

- basic research in a scientific field of endeavor;
- advancing knowledge or technology in a scientific or technical field of endeavor;
- the development of a new product, whether or not the new product is offered for sale;
- the improvement of an existing product, whether or not the improved product is offered for sale;
- the development of new uses of an existing product, whether or not a new use is offered as a rationale to purchase the product; or
- the design and development of prototypes, whether or not a resulting product is offered for sale.

- Line 1: Enter the purchase price of industrial machinery and research and development equipment purchased or leased during the tax period.
- Line 2: Enter 1% unless the taxpayer has filed an Enhanced Industrial Machinery Credit Business Plan and received prior approval for a higher rate under Tenn. Code Ann. § 67-4-2009(3)(I) for investments in excess of \$100,000,000.
- Line 3: Multiply Line 1 by Line 2.
- Line 4: Enter the amount of credit carryover available from Schedule V.
- Line 5: Add Lines 3 and 4.
- Line 6: Add Schedule A, Line 3 and Schedule B, Line 5.
- Line 7: Enter 50% of Line 6 unless the taxpayer has prior approval from the Commissioner of Revenue and the Commissioner of Economic and Community Development for a higher limitation under Tenn. Code Ann. § 67-4-2009(3)(H).
- Line 8: Add Schedule A, Line 3 and Schedule B, Line 5.
- Line 9: Add credits (without carryover provisions) from Schedule D, Lines 1 through 4 and Schedule D, Line 7.
- Line 10: Subtract Line 9 from Line 8.
- Line 11: Enter the least of Lines 5, 7 or 10. Also enter this amount on Schedule D, Line 5.
- Line 12: Enter the amount calculated on the Industrial Machinery Credit Recapture Worksheet, Part 2, Line 16.
- Line 13: Enter the amount calculated on the Industrial Machinery Credit Recapture Worksheet, Part 2, Line 17. Also enter this amount on Schedule B, Line 6.



## **Schedule U – Schedule of Loss Carryover**

Net operating losses may be carried forward and used to offset income for up to 15 years or until fully used, whichever occurs first.

### Column Headings

- Period Ended – Enter the ending date of the tax period in which the loss was incurred. List the oldest period first.
- Original Return or as Amended – Enter the amount of loss created in the corresponding tax period. If this amount has been adjusted by the Department, or otherwise amended, enter the corrected amount. If there is an adjustment that has not been previously reported to us, simply changing this line will not adjust our records. Adjustments may be made by filing a form FAE170 with the amended box checked, filing Franchise and Excise Tax Federal Income Revision form, or by correspondence with the Department.
- Used in Prior Year(s) – Enter the cumulative amount of loss carryover that has previously been used. The oldest loss within the 15 year carryover period is used first.
- Expired – Enter the amount of loss carryover that was not used within the 15 year carryover period.
- Loss Carryover Available – Enter each year's carryover amount less amounts used or expired. Tenn. Code Ann. § 67-4-2006(c)(8) requires that loss carryover be reduced by the Tennessee portion of discharge of indebtedness income excluded from federal gross income under IRC Section 108(a) where the bankruptcy discharge occurs on or after October 1, 2013. See Excise Tax Report of Bankruptcy Discharge form and the above referenced code section for more information. Enter the total loss carryover on Schedule J, Line 35.

## **Schedule V – Industrial Machinery Credit Carryover**

Industrial Machinery Credit may be carried forward and used to offset franchise and excise tax for up to fifteen years or until fully utilized, whichever occurs first.

### Column Headings

- Period Ended – Enter the ending date of the tax period in which the credit originated. List the oldest period first.
- Original Return or as Amended – Enter the amount of credit created in the corresponding tax period. If this amount has been adjusted by the Department, or otherwise amended, enter the corrected amount. If there is an adjustment that has not been previously reported to us, simply changing this line will not adjust our records. Adjustments must be made on the applicable Departmental form (amended FAE170, Federal Income Revision form, etc.) or by correspondence.
- Used in Prior Year(s) – Enter the cumulative amount of credit that has previously been used. The oldest credit within the carryover period is used first.
- Expired or Recaptured – The credit carryover period for credits earned in tax years ending on or after December 31, 2008, is twenty-five (25) years. The credit carryover period for credits earned in tax years ending before December 31, 2008, is fifteen (15) years. Enter the amount of credit that expired because it was not used within the applicable carryover period and the amount of credit recaptured as computed on the Industrial Machinery Credit Recapture Worksheet.
- Industrial Machinery Credit Carryover Available – Enter each year's carryover amount less amounts used, r expired, or recaptured. Enter the total industrial machinery credit carryover on Schedule T, Line 4.