DEPARTMENT OF REVENUE

2018 S Corporation Form M8 Instructions

S Corporation Information

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We provide our publications in other formats upon request to persons with disabilities.

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What's New for 2018

For Taxpayers Affected by Federal Tax Law Passed after December 31, 2018

In January 2023, Minnesota law was updated to recognize the Internal Revenue Code as amended through December 15, 2022. However, some nonconformity adjustments still apply due to retroactive Minnesota modifications enacted in the tax bill. Use Schedule KSNC to calculate any remaining nonconformity adjustments.

We have updated these instructions to recognize enactment of this Minnesota legislation.

Section 179 Expensing Addition

In October, as a result of the 2020 5th Special Session, the Minnesota legislature passed and the Governor signed into law full conformity to federal Section 179 expensing for property received as part of a transaction that qualified under Section 1031 like-kind exchange under the Internal Revenue Code as amended through December 16, 2016 but not as amended through December 31, 2018. Minnesota no longer requires an 80% addition for federal Section 179 expensing claimed on this property.

If you are amending to reduce your Minnesota Section 179 expensing addition, you must also reduce subsequent year subtractions by the amount attributable to the reduced addition. Write "Like-Kind Exchange" in red at the top of the Minnesota Form M3X and the amended Schedules KPI or KPC you issue to partners.

Tax Credit for Owners of Agricultural Assets

Owners of agricultural assets who sell or rent their assets to beginning farmers in Minnesota may be eligible for a nonrefundable credit beginning in tax year 2018. The maximum amount of this credit depends on the sale or type of rental agreement with the beginning farmer. Unused portions of the credit can be carried over for fifteen years.

Taxpayers must have the transaction approved and certified by the state Rural Finance Authority before they are eligible to claim the credit.

Checkbox for IRC section 965 deferred foreign income

A new checkbox was added to the top of [indicate location of checkbox]. Federal law changes enacted in 2017 require U.S. shareholders to pay a federal transition tax on the untaxed foreign earnings of certain foreign corporations as if those earnings had been repatriated to the United States. Mark this box if you reported deferred foreign income (DFI) under IRC section 965 on your federal return. This includes DFI reported for taxable year 2018 or any prior year.

Filing Requirements

Corporations doing business in Minnesota that have elected to be taxed as S corporations under section 1362 of the Internal Revenue Code (IRC) must file Form M8.

Who Must File

Any corporation with a valid federal election under IRC section 1362 is considered an S corporation for Minnesota purposes.

The entire share of an entity's income is taxed to the shareholder, whether or not it is actually distributed. Each shareholder must include their share of income on their tax return. However, the S corporation taxes and minimum fee are paid by the entity.

A C corporation is required to file Form M4, *Minnesota Corporation Franchise Tax,* instead of Form M8.

Minimum Fee

An S corporation is subject to a minimum fee if the sum of its Minnesota source property, payroll and sales or receipts is at least $990,000. S corporations that file as QSSS federally now include all factors under one parent company and are subject to only one minimum fee at the parent company level.

The minimum fee is computed on M8A, which is on page 3 of Form M8.

File Electronically

Options are available to electronically prepare and file your S corporation tax return. Electronic filing is a secure, fast and easy way to file. For more information, go to our website at www.revenue.state.mn.us.

Before You File

Complete Your Federal Return

Before you complete Form M8, complete federal Form 1120S and supporting schedules. You will need to reference them.

Minnesota Tax ID Number

Your Minnesota tax ID is the seven-digit number you're assigned when you register with the department. Generally, this is the same as your sales and use tax or Minnesota employer's withholding tax number.

It's important to include your Minnesota tax ID on your return so that any payments you make are properly credited to your account.

If you don't have a Minnesota tax ID, apply for one online at www.revenue.state.mn.us or call 651-282-5225 or 1-800-657-3605.

Due Date

File your return and pay the taxes payable as soon as possible after the end of the tax year, but no later than the due date for filing your federal income tax return.

Generally, the due date is:

- Calendar year returns: March 15, 2019, or
- Fiscal year returns: the 15th day of the third month after the end of your tax year.

If the due date falls on a weekend or legal holiday, returns and payments electronically made or postmarked on the next business day are considered timely.
Continued

General Information (continued)

Extension of Time to File

All S corporations are granted an automatic six-month extension to file Form M8, if the tax payable for the year is paid by the regular due date.

However, if the IRS grants an extension of time to file your federal return that is longer than the Minnesota automatic six-month extension, your state filing due date is extended to the federal due date.

This is a filing extension only. To avoid penalties, you must make an extension tax payment by the regular due date. See *Extension Payment* on the next page for details.

Payments

There are four types of tax payments an S corporation can make — extension, estimated tax, tax return and amended return payments. You can pay electronically, by credit or debit card or by check. (See Payment Options *to the right.)*

***Note:** If you're currently paying electronically using the ACH credit method, continue to call your bank as usual. If you wish to make payments using the ACH credit method, instructions are available on our website at www.revenue.state.mn.us.*

Extension Payment

Your tax is due by the regular due date, even if you are filing under an extension. Any tax not paid by the regular due date is subject to penalties and interest (see instructions for lines 16 and 17 on pages 4 and 5).

If you're filing after the regular due date, you can avoid penalties and interest by making an extension payment by the regular due date. See *Payment Options* on this page. If you're paying by check, go to **www.revenue.state.mn.us** to create a voucher to print and submit with your check.

Estimated Tax Payments

An S corporation must make quarterly estimated tax payments if the sum of its estimated S corporation taxes, minimum fee, nonresident withholding and composite income tax for all nonresident shareholders electing to participate in composite income tax, less any credits, is $500 or more.

Payments are due by the 15th day of the fourth, sixth and ninth months of the tax year and the first month following the end of the tax year. If the due date lands on a weekend or legal holiday, payments electronically made or postmarked the next business day are considered timely.

Payment Options

If you're required to pay any Minnesota business tax electronically, you must pay all taxes electronically. A 5% penalty will be assessed if you fail to do so when required.

- **Pay Electronically**
  Go to **www.revenue.state.mn.us** and log in. To be timely, you must complete your transaction and receive a confirmation number on or before the due date for that payment. You can cancel a payment up to one business day before the scheduled date, if needed. When paying electronically, you cannot use a foreign bank.

  If you're using the system for the first time and need a temporary password, call 651-282-5225 or 1-800-657-3605.
- **Pay by Credit or Debit Card**
  Go to **www.revenue.state.mn.us**, and select **Make a Payment**. Select **Credit or Debit Card.** Your payment will be processed by a third-party vendor. The vendor charges a fee for the service.
- **Pay by Check**
  Go to www.revenue.state.mn.us and select Make a Payment. Select Check. Use the **Payment Voucher System** to create a voucher.

  Your check authorizes us to make a one-time electronic fund transfer from your account. You will not receive your canceled check.

If estimated tax is required for the S corporation taxes/minimum fee, composite income tax, and/or nonresident withholding, include all in the same quarterly payments.

To make an estimated payment, see *Payment Options* above. If you're paying by check, visit our website to complete and print a payment voucher to send along with your check.

For additional information, see the *S Corporation Estimated Tax instructions*.

Tax Return Payment

If line 19 of Form M8 shows an amount due, you must make a tax return payment (see *Payment Options* above). If you're not required to pay electronically, you may complete and print a payment voucher on our website to send along with your check.

Penalties and Interest

Late Payment. A late payment penalty is assessed on any tax not paid by the regular due date. The penalty is 6 percent of the unpaid tax.

If you file your return after the regular due date with a balance due, an additional 5 percent penalty will be assessed on the unpaid tax.

Late Filing. There is also a penalty if you file after the extended due date and owe tax. The late filing penalty is 5 percent of any tax not paid by the regular due date.

Interest. You must also pay interest on the penalty and tax you are sending in late. The interest rate for 2019 is 5 percent.

Other Penalties. There are also civil and criminal penalties for intentionally failing to file a Minnesota return, evading tax and for filing a frivolous, false or fraudulent return.

Filing Reminders

Accounting Period

You must use the same accounting period for Minnesota as you use for your federal return. If you change your federal accounting period, attach a copy of federal Form 1128, *Application to Adopt, Change or Retain a Tax Year,* to your short-period Minnesota return.

Composite Income Tax

An S corporation may pay composite Minnesota income tax on behalf of its nonresident shareholders who elect to be included in lieu of each shareholder filing his or her own Minnesota return. The electing individuals must not have any Minnesota source income other than the income from this S corporation and other entities electing composite filing.

Shareholders who receive a share of gross profit or income from an installment sale reported on line 7a or 7b of form KS are not eligible to elect the S Corporation to pay composite income tax on their behalf.

Continued

General Information (continued)

If you are paying composite income tax for your electing shareholders, check the box for composite income tax on the front of Form M8 and see the line 3 instructions on page 4.

Nonresidents included in the composite income tax are not subject to the nonresident withholding requirements (see the next section).

Nonresident Withholding

S corporations are required to withhold Minnesota income tax for a nonresident shareholder if the shareholder:

- has a legal residence that is not Minnesota;
- is not included in composite income tax;
- has Minnesota distributive income of $1,000 or more from this S corporation; and
- has income that was not generated by a transaction related to the termination or liquidation of the S corporation in which no cash or property was distributed in the current or prior taxable year.

If you are required to pay nonresident withholding, see the line 4 instructions on page 4.

Nonresident Entertainers: Compensation paid to a nonresident entertainment entity for performances in Minnesota is not subject to Minnesota income tax. Instead, the compensation is subject to a 2 percent withholding tax on the gross compensation the entertainment entity receives for performances in Minnesota.

An S corporation is an entertainment entity if it is paid compensation for entertainment provided by entertainers who are shareholders. An entertainer includes, for example, a musician, singer, dancer, comedian, thespian, athlete or public speaker. If you are defined by law as an entertainment entity, file Form ETR, *Nonresident Entertainer Tax Return*, by April 15 of the following year the income was reported. For additional information, see Withholding Fact Sheet 11, *Nonresident Entertainer Tax*.

If you are an entertainment entity that received compensation for performances in Minnesota and have no other type of Minnesota income, you are not required to file Form M8.

Use of Information

All information on this form is private, except for your Minnesota tax ID number, which is public. Private information cannot be given to others except as provided by state law.

The identity and income information of the shareholders are required under state law so the department can determine the shareholder's correct Minnesota taxable income and verify if the shareholder has filed a return and paid the tax. The Social Security numbers of the shareholders are required under M.S. 289A.12, subd. 13.

Assembling Paper Returns

Arrange your Minnesota schedules in the order they were completed and place them behind your Form M8. KS Schedules should be sorted with the largest share of Minnesota source income first. Include KSNC Schedules behind the KS that it relates. Then place your federal return and its schedules behind the Minnesota material. **Do not staple or tape any enclosures to your return.**

Where to File Paper Returns

Mail your Form M8 and all completed Minnesota and federal forms and schedules using a mailing label (below).

If you do not use the label, mail your forms to:

Minnesota S Corporation Income Tax
Mail Station 1770
St. Paul, MN 55145-1770

Reporting Federal Changes

If the Internal Revenue Service (IRS) changes or audits your federal return or you amend your federal return, you must amend your Minnesota return. File your Form M8X within 180 days after you were notified by the IRS or after you filed your federal amended return. Enclose a copy of the IRS report or your amended federal return with your amended Minnesota return.

If you fail to report changes as required, a 10 percent penalty will be assessed on any additional tax.

If you are amending solely due to the January 2023 Minnesota tax bill, write "Conformity" in red at the top of the Minnesota Form M8X. For more details, see pages 13 through 18.

If you are amending your return to reduce your federal Section 179 addition or subtraction as a result of Minnesota law 2020 5th Sp. Sess. Chap.3, write "Like-Kind Exchange" at the top of your Form M8X. Identify the property relinquished and received in the qualifying transactions, and the dates of disposition and receipt in the Explanation of Change on page 2 of Form M8X.

Use a Mailing Label if Filing a Paper Return

Use this mailing label on your own envelope to mail your Form M8 and attachments. (Cut on the dotted line and tape to your envelope.)

MINNESOTA · REVENUE
S Corporation Tax
Mail Station 1770
St. Paul, Minnesota 55145-1770

Completing Form M8

Before you complete Form M8, you must complete the following; you will need to reference them:

- *Federal Form 1120S and supporting schedules, and*
- *Schedule KS for each nonresident shareholder and to any Minnesota shareholder who has adjustments to income (see page 9).*

Check Boxes

Initial Return. If this is the S corporation's first return filed in Minnesota, check the box on the front of the form.

Composite Income Tax. If you are paying composite income tax for your electing shareholders, check the box for composite income tax on the front of your return and see the instructions for line 3.

Financial Institutions. If you are a financial institution electing to be taxed as an S corporation for federal purposes, check the box on the front of the form.

Qualified Subchapter S Subsidiary (QSSS)
If you are including a qualified subchapter S subsidiary (QSSS) on this return, check the box on the front of your Form M8.

Out of Business (final return). If the S corporation is out of business and/or is not required to file Form M8 in future years, check the "Out of Business" box on the front of the Form M8.

If you checked the "S election termination" box on your federal Form 1120S, you must attach a copy of your federal return to your Form M8.

Installment Sale of Pass-through Assets or Interests. You are required to check the "Installment Sale of Pass-through Assets or Interests" box if the entity:

1) executed an installment sale, after December 31, 2016, of S corporation stock or partnership interests being reported on Form 6252; or

2) executed an installment sale, after December 31, 2016, of S corporation assets and is reporting the sale on Form 6252; or

3) owns an interest in an S corporation, partnership, or trust reporting installment sale gains on line 7 of schedule KPI, KS, or KF, or line 10 of schedule KPC

If you are required to check the Installment Sale of Pass-through Assets or Interests, also complete line 7 of all applicable Schedules KS to report installment sale information to your shareholders.

Line Instructions

Round amounts to whole dollars. Decrease amounts less than 50 cents and increase amounts 50 cents or more to the next higher dollar.

***Corporate Partners:** When completing Form M8 and Schedules KS, be sure to include any amounts reported on the Schedule KPC you received as a partner of a partnership (include Schedule KPC with your return).*

M8, Line 1—S Corporation Taxes

Enter the total of the following S corporation taxes on line 1, and check the applicable boxes to indicate the tax types included. Show the detail for each type of tax and the percentage apportioned to Minnesota. Multiply that amount by 9.8 percent (.098)—the corporate tax rate—to determine your Minnesota tax. For each tax, enclose a separate schedule showing your computation.

- Determine the tax on the Minnesota portion of passive income subject to federal tax. Enclose a copy of the federal schedule used to figure your federal tax.
- Determine the tax on the Minnesota portion of recognized built-in gain and net capital gain subject to federal tax.
- If the S corporation is paying the LIFO recapture tax (figured for the last year the corporation was a C corporation) over a four-year period, include this year's installment.

M8, Line 2—Minimum Fee

Complete M8A of Form M8 to determine the minimum fee to enter on line 2. See the M8A instructions beginning on page 7.

M8, Line 3—Composite Income Tax

To determine line 3, you must first figure the amount of composite tax attributed to each electing shareholder. See the instructions for line 33 of Schedule KS on page 11.

Add the composite income tax attributed to all electing shareholders (the total of lines 33 from all KS schedules), and enter the result on line 3 of Form M8.

M8, Line 4—Nonresident Withholding

To determine line 4, you must first figure the amount to withhold for each nonresident shareholder. See the instructions for line 34 of Schedule KS on page 11.

Add the withholding required for all nonresident shareholders (the total of lines 34 from all KS schedules), and enter the result on line 4 of Form M8.

If you received a signed and dated Form AWC, *Alternative Withholding Certificate*, from one or more shareholders, check the box provided on line 4 of Form M8. You must include the certificate(s) when you file your return.

M8, Line 6—Employer Transit Pass Credit

If you provided transit passes at a reduced cost to your employees for use in Minnesota, complete and enclose Schedule ETP, *Employer Transit Pass Credit*.

Enter the amount of the credit that is being claimed directly by the S corporation and not passed through to the shareholders.

Line 6 cannot exceed the total of S corporation taxes and the minimum fee (sum of lines 1 and 2).

M8, Line 7—Tax Credit for Owners of Agricultural Assets

If you received a credit certificate from the Minnesota Rural Finance Authority for selling or leasing agricultural assets to a beginning farmer, enter the certificate number in the space provided and credit amount on line 7.

If you have multiple credits, enter the certificate number your partnership received directly from the Rural Finance Authority within the certificate number box. If you have multiple credits and received all credits from other pass-through entities, enter the certificate number relating to the largest credit amount within the certificate number box. Subtotal all credit amounts on Line 7.

M8, Line 10—Minnesota Nongame Wildlife Fund

You can help preserve Minnesota's rare and endangered animals and plants by donating to this fund. Your donation will be added to your total tax and will decrease your refund or increase your balance due. Monies donated are deductible the following year.

For more information, go to the Minnesota Department of Natural Resources website at www.dnr.state.mn.us.

M8, Line 12—Enterprise Zone Credit

If your business has been certified and approved by the Minnesota Department of Employment and Economic Development

Continued

Completing Form M8 (continued)

(DEED) as employment property in an enterprise zone, enter the credit that is being claimed directly by the S corporation and not passed through to the shareholders.

For details about the zones, go to the DEED website at www.positivelyminnesota.com.

M8, Line 13—Estimated Tax and Extension Payments
Enter your total prepayments, including:

- your total 2018 estimated tax payments made in 2018 and 2019, paid either electronically or with a payment voucher
- any 2018 extension payment, paid electronically or with a payment voucher, that was made by the regular due date when filing under an extension; or
- the portion of your 2017 refund applied to your 2018 estimated tax

M8, Line 16—Penalty
Penalties are collected as part of the tax and are in addition to any additional charge for underpaying estimated tax. If you are paying your tax after the regular due date, include the appropriate penalties on line 16.

Late Payment. If the tax is not paid by the regular due date, a penalty is due of 6 percent of the unpaid tax on line 15.

Late Filing. If you file your return after the extended due date and owe tax, you must pay a late filing penalty. The late filing penalty is 5 percent of the unpaid tax on line 15.

Balance Not Paid. If you file your return after the regular due date and have a balance due, an additional penalty is assessed. The additional penalty is 5 percent of the unpaid tax on line 15.

Payment Method. If you are required to pay electronically and do not, an additional 5 percent penalty applies to payments not made electronically, even if your paper check is sent on time.

M8, Line 17—Interest
You must pay interest on the unpaid tax and penalty from the regular due date until the total is paid. The interest rate for calendar year 2019 is 5 percent.

To figure how much interest you owe, use the following formula with the appropriate interest rate:

Interest =

(tax + penalty) x # of days late x interest rate ÷ 365

M8, Line 19—Amount Due
Add lines 15 through 18. This is the amount of tax you owe. Be sure to check the appropriate box on line 19 to indicate your method of payment. See *Payment Options* on page 2.

M8, Line 20—Overpayment
If line 14 is more than the sum of lines 11 and 18, subtract line 11 and line 18 from line 14.

If you have an overpayment, you may choose to have it direct deposited into your bank account. You may also choose to apply all or a portion of your overpayment toward your 2019 estimated tax account.

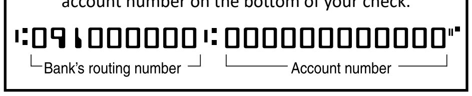
M8, Line 21—2019 Estimated Tax
Skip this line if you owe additional tax.

If you are paying 2019 estimated tax, you may apply all or a portion of your refund to your 2019 estimated tax. Enter the portion of line 20 you want to apply toward your 2019 estimated tax.

M8, Line 22—Refund
If you want to request your refund to be direct deposited into your bank account, complete line 23. Your bank statement will indicate when your refund was deposited to your account. Otherwise, skip line 23 and your refund will be sent to you in the mail.

M8, Line 23—Direct Deposit of Refund
If you want your refund to be directly deposited into your checking or savings account, enter the routing and account numbers. You must use an account not associated with any foreign banks.

You can find your bank's routing number and account number on the bottom of your check.



The **routing number** must have nine digits.

The **account number** may contain up to 17 digits (both numbers and letters). Enter the number and leave out any hyphens, spaces and symbols.

If the routing or account number is incorrect or is not accepted by your financial institution, your refund will be sent to you in the form of a paper check.

By completing line 23, you are authorizing the department and your financial institution to initiate electronic credit entries, and if necessary, debit entries and adjustments for any credits made in error.

Signature
The return must be signed by a principal officer of the corporation.

If you paid someone to prepare your return, the preparer must also sign. The preparer's ID number and phone number should also be included.

You may check the box in the signature area to give us your permission to discuss your return with the paid preparer. This authorization remains in effect until you notify the department in writing (either by mail or fax) that the authorization is revoked.

Checking the box does not give your preparer the authority to sign any tax documents on your behalf or to represent you at any audit or appeals conference. For these types of authorities, you must file a power of attorney or Form REV184 with the department.

Email address
If the department has questions regarding your return and you want to receive correspondence electronically, indicate the email address below your signature. Check a box to indicate if the email address belongs to an employee of the S corporation, the paid preparer or other contact person.

By providing an email address, you are authorizing the department to correspond with you or the designated person over the Internet and you understand that the entity's nonpublic tax data may be transmitted over the Internet.

You also accept the risk that the data may be accessed by someone other than the intended recipient. The department is not liable for any damages that the entity may incur as a result of an interception.

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Frequently Asked Questions

Q: I filed federal Form 2553 with the IRS to elect to become an S corporation. Do I also need to file a similar form with Minnesota?

A: No. Once you have filed Form 2553 with the IRS and it has been approved, Minnesota automatically accepts your S corporation status.

Q: When determining composite income tax, can I reduce the taxable income by a prior year's net operating loss?

A: No. Only the current year's income is included when determining composite income tax.

Q: If the S corporation does business in a reciprocity state (Michigan or North Dakota) and the sole shareholder is a Minnesota resident, does the shareholder have to file a return in the other state?

A: Yes. The shareholder would be required to file a return in the other state. The income earned by an S corporation does not qualify for exemption under the reciprocity agreements.

Q: What information will I need to pay taxes electronically?

A: To pay electronically online or by phone you will need your user name, password and your bank routing and account numbers. When paying electronically, you must use an account not associated with any foreign banks.

Completing Form M8A

Complete M8A to determine your Minnesota source income and minimum fee.

Apportionment Factor

Minnesota completed the transition to 100% sales apportioned state in 2014. For tax period 2014 and after please use the single factor formula not the three factor formula.

Under Minnesota Statute, the minimum fee still takes into account your Minnesota portioned property, payroll, and sales.

Petitioning to Use Another Method of Allocation

State law (M.S. 290.20, subd. 1a and Minnesota Rules 8020.0100, subp. 3) allows entities to request permission from the department to allocate all, or any part of, taxable net income in a manner other than the statutory single sales factor formula.

To request permission, complete Form ALT, *Petition to Use Alternative Method of Allocation* (see Revenue Notice 04-07).

Permission will be granted only if you can show that the single-sales factor formula does not properly and fairly reflect your Minnesota income, and that the alternative formula you have chosen does.

Qualified Subchapter S-Subsidiary

The S corporation parent must now calculate and report one minimum fee for all QSSS. The S corporation parent must also include all assets, liabilities, income, deductions, credits, and apportionment factors including property, payroll, and sales factors, from all QSSS and federally disregarded QSSS under one M8 return.

Property Factor

If you are not required to complete federal Schedule L (Form 1120S), you may want to do so to determine the property factor. Enclose the completed federal Schedule L (Form 1120S) or a copy of the S corporation's balance sheet with your return.

The property factor consists of tangible property which includes land, buildings, machinery, equipment, inventories and other tangible personal property valued at original cost.

Original cost is your cost or original basis when you acquired the property. Depreciation and fair market value are not considered.

M8A, lines 1–3

In column A, lines 1a - 1d, enter the total property items for your entire business in Minnesota.

Line 1a. Add the beginning and ending year inventories, divide by two and enter the result on line 1a. This is your average value of inventory for your business for the tax year.

Line 1b. Add the beginning and ending year values of the buildings, machinery, equipment and other tangible property and divide by two. Enter the result on line 1b.

Line 1c. Add the land's beginning and ending year values and divide by two. Enter the result on line 1c.

Line 1d. For financial institutions only. See the apportionment instructions on page 8.

Line 2. Rented property is based on the actual rent you paid for property (land, buildings, equipment, etc.) used during the tax year. The rents you receive are included in the sales factor.

To determine the value of rented property, multiply the rent paid for the tax year by eight.

Payroll Factor

M8A, line 4

In Column A, enter your total payroll paid or incurred in Minnesota, for the tax year in connection with the business.

Sales Factor

M8A, line 5

The sales factor includes all sales, rents, gross earnings or receipts received in the ordinary course of your business, except:

- interest;
- dividends;
- sales of capital assets under IRC section 1221;
- sales of property used in the trade or business, except sales of leased property that is regularly sold as well as leased; and
- sales of stock or sales of debt instruments under IRC section 1275(a)(1).

Financial Institutions: See *Apportionment for Financial Institutions* on page 8.

Determining Minnesota Sales

Real Property

Sales, rents, royalties and other income from real property are attributed to the state in which the property is located.

Tangible Personal Property

Sales of tangible personal property are attributed to Minnesota if the property is received by a purchaser within Minnesota and the S corporation is taxed in this state, regardless of the f.o.b. point or other conditions of sale, or the ultimate destination of the property.

Tangible personal property delivered to a common or contract carrier or foreign vessel for delivery to a purchaser in another state or nation is a sale in that state or nation, regardless of f.o.b. point or other conditions of sale.

Property is received by a purchaser in Minnesota if the recipient is located in this state, even if the property is ordered from outside Minnesota.

Sales of tobacco products, beer, wine and other alcoholic beverages to someone licensed to resell the products only within the state of ultimate destination is a sale in the destination state.

Receipts from leasing or renting tangible personal property, including finance leases and true leases, are attributed to the state in which the property is located. Receipts from the lease or rental of moving property are attributed to Minnesota to the extent the moving property is used in Minnesota.

The extent of use is determined as follows:

- A motor vehicle is used wholly in the state in which it is registered.
- Receipts from rolling stock are assigned to Minnesota in the ratio of miles traveled in Minnesota to total miles traveled.
- Receipts from aircraft are assigned to Minnesota in the ratio of landings in Minnesota to total landings.
- Receipts from vessels, mobile equipment and other mobile property are assigned to Minnesota in the ratio of days the property is in Minnesota to the total days of the tax year.

Intangible Property

Sales of intangible property are attributed to the state in which the property is used by the purchaser.

Royalties, fees and similar income not qualifying for the foreign royalty subtraction, received for the use of or the privilege of using intangible property (such as patents, copyrights, trade names, franchises or similar items) are attributed to the state in which the property is used by the purchaser.

Intangible property is attributed to Minnesota if the purchaser uses the property, or rights in the property, to conduct business within this state, regardless of the location of the purchaser's customers.

If the property is used in more than one state, then the sales or royalties must be

Continued

Completing Form M8A (continued)

apportioned to Minnesota pro rata based on the portion of use within this state.

If you cannot determine the portion of use in Minnesota, then exclude the sales or royalties from both the numerator and denominator of the sales factor.

Personal Services

Receipts from the performance of personal services are attributed to the state in which the services are received.

Receipts from services provided to a corporation, partnership or trust may only be attributed to a state in which it has a fixed place of doing business.

If you can't determine where the service was received, or if it was received in a state where the corporation, partnership or trust doesn't have a fixed place of business, use the location of the office of the customer from which the service was ordered.

If you can't determine the ordering office, use the office location to which the service was billed.

Minimum Fee

M8A, lines 6-9

S corporations are subject to a minimum fee if the sum of its Minnesota source property, payroll and sales or receipts is at least $990,000.

M8A, line 7—Adjustments

The minimum fee is determined by your total Minnesota property, payroll and sales.

In some cases the property, payroll and sales used for computing the minimum fee will be different than those used for apportionment. The following adjustments should be made to your Minnesota factors on line 7.

Add: All tangible property owned or rented that is not included on line 6 of M8A. Some examples include construction in progress, idle property, any nonbusiness property or rent expense. The amounts should be determined in the same manner as the amounts on lines 1–5.

Subtract:

- Any amounts included on lines 3, 4 or 5 that represent your share of the factors passed through from partnerships.
- For financial institutions only, the amount of intangible property listed on line 1d.
- The reduction of property owned for a short taxable year. To determine, multiply the sum of line 1 and line 2 by a fraction: the numerator is 365 minus the number of days in the tax year; the denominator is 365.

Enclose a schedule showing the computation and pass-through information of any adjustments listed on M8A, line 7.

Apportionment for Financial Institutions

Financial institution means any of the following:

1) Any corporation or other business entity registered in one of these ways:
   - under state law as a bank holding company
   - under the federal Bank Holding Company Act of 1956, as amended
   - as a savings and loan holding company under the federal National Housing Act, as amended
2) Any regulated financial corporation; or a national bank organized and existing as a national bank association pursuant to the provisions of U.S.C., title 12, chapter 2.
3) A savings association or federal savings bank as defined in United States Code, title 12, section 1813{b}{1).
4) Any bank or thrift institution incorporated or organized under the laws of any state.
5) Any corporation organized under United States Code, title 12, sections 611 to 631.
6) Any agency or branch of a foreign depository as defined under United States Code, title 12, section 3101.
7) Any corporation or other business entity that is more than 50 percent owned, directly or indirectly, by any person or business entity described in clauses (1) to (6), other than an insurance company taxable under chapter 2971.
8) A corporation or other business entity that derives more than 50 percent of its total gross income for financial accounting purposes from finance leases. For the purposes of this clause, "gross income" means the average from the current tax year and immediately preceding two years and excludes gross income from incidental or occasional transactions. For purposes of this clause, "finance lease" means any lease transaction that is the functional equivalent of an extension of credit and that transfers substantially all the benefits and risks incident to the ownership of property, including any direct financing lease or leverage lease that meets the criteria of Financial Accounting Standards Board Statement No. 13, accounting for leases, or any other lease that is accounted for as financing by a lessor under generally accepted accounting principles.
9) Any other person or business entity, other than an insurance company ~~taxable under chapter 2971.~~ that derives more than 50 percent of its gross income from activities that an entity described in clauses (2) to (6) or (8) is authorized to transact. For the purposes of this clause, gross income does not include income from nonrecurring, extraordinary items.

Financial institutions complete M8A the same way as other S corporations, except for lines 1d and 5.

M8A, Line 1d—Property Factor

The property factor for financial institutions includes certain intangible property.

The following are considered Minnesota property:

- coin and currency located in Minnesota
- lease financing receivables, to the extent the property is located in Minnesota
- secured loans if real or tangible personal property is located in Minnesota
- unsecured (or secured by intangible property) consumer loans to Minnesota residents
- unsecured (or secured by intangible property) commercial loans if the proceeds are applied in Minnesota
- credit card receivables if the fees and charges are regularly billed to Minnesota
- receivables from merchant discount income if the merchant is located in Minnesota, and
- securities, money market instruments and secondary market assets apportioned to Minnesota, in the ratio of Minnesota deposits to all deposits if a regulated financial institution, or in the ratio of Minnesota gross business income to total gross business income if unregulated.

Secondary market assets are obligations that are not originally solicited or entered into by the owner. They include secured, consumer and commercial loans and lease financing, credit card, and merchant discount receivables.

M8A, Line 5—Sales or Receipts Factor

Financial institutions use a receipts factor instead of a sales factor.

Include the gross income from activities in the ordinary course of business, including income from securities and money market instruments.

The following are considered Minnesota income:

- interest income from loans secured by real or tangible personal property located in Minnesota
- interest on consumer loans not secured by real or tangible personal property if the borrower is a Minnesota resident
- interest on commercial loans not secured by real or tangible personal property if the proceeds are applied in Minnesota
- merchant discount income if the merchant is located in Minnesota
- receipts from travelers checks if purchased in Minnesota
- receipts from credit cards if regularly billed in Minnesota
- receipts for regulated financial institutions from securities, based on the ratio of total deposits from Minnesota to total deposits in and outside Minnesota
- receipts for nonregulated financial institutions from securities, based on the ratio of gross business income from Minnesota to total gross business income
- receipts from secondary market assets treated in the same way as securities
- receipts from the performance of services if the services are received in Minnesota.

Completing Schedule KS

Complete and provide Schedule KS to each nonresident shareholder and any Minnesota shareholder who has adjustments to income.

Purpose

An S corporation must provide each nonresident shareholder, and any Minnesota shareholder with adjustments to income, with enough information for them to complete a Minnesota income tax return and determine their correct Minnesota tax.

Schedule KS is used to provide shareholders with the information they need to file a Minnesota income tax return. The schedule shows each shareholder their specific share of the S corporation's income, credits and modifications. Be sure to provide the shareholder a copy of both the front and back of the completed Schedule KS and the instructions.

If there are no modifications or credits and there are no nonresident shareholders, you do not have to provide Schedule KS.

You must enclose with your Form M8 copies of the Schedules KS and attachments issued to your shareholders and copies of your federal Schedules K and K-1.

If you are required to amend your federal S corporation return or you have been audited by the IRS, you must file Form M8X and Schedules KS, if appropriate. See *Reporting Federal Changes* on page 3.

Line Instructions

Enter the name, address and identifying number of the shareholder. A $50 penalty will be assessed for each incorrect tax ID number used for a shareholder after being notified by the department that the number is incorrect.

Calculate lines 1–19 the same for all resident and nonresident shareholders. Calculate lines 20-34 for nonresident shareholders only.

Corporate Partners: *When completing Schedules KS, be sure to include the pro rata shares of any amounts reported on the Schedule KPC you received as a partner of a partnership (include Schedule KPC with your return).*

All Shareholders— lines 1–19

KS, line 1

Determine the interest you received from all non-Minnesota state and municipal bonds. Include the Minnesota portion of exempt-interest dividends if less than 95 percent of the exempt-interest dividends are from Minnesota state and municipal bonds.

Enter the shareholder's pro rata share of this amount on line 1.

KS, line 2

Determine the state income tax deducted in arriving at ordinary income or net rental income of the S corporation.

Do not include the minimum fee, the built-in gains tax, capital gains tax, LIFO recapture tax or excess net passive income tax in this amount.

Enter the shareholder's pro rata share of this amount on line 2.

KS, line 3

Expenses or interest deducted on your federal return that relate to income not taxed by Minnesota must be added back to the shareholder's Minnesota income.

Enter the shareholder's pro rata share of any federal deductions that are attributable to income not taxed by Minnesota, other than U.S. government bond interest or other federal obligations.

If you had expenses attributable to interest or mutual fund dividends from U.S. bonds, see line 9 of Schedule KS. Do not include these expenses on line 3.

Enclose an explanation or statement showing your computation.

KS, line 4

If, during the year, your total investment in qualifying property was more than $200,000 or if you elected more than $25,000 in section 179 expensing, your shareholders must add back to Minnesota 80 percent of the difference between the expensing allowed for federal and for state tax purposes. Your shareholders will be allowed to subtract their share of the addition in equal parts over the next five years when they file their state tax returns.

If you completed federal Form 4562 to claim the section 179 expensing for federal tax purposes, you must also complete lines 1 through 12 on a separate Federal Form 4562 (referred to as your Minnesota Form 4562), to determine the amount required to be added back for Minnesota purposes.

Complete a Minnesota Form 4562 using the information from your Federal Form 4562 and the following modifications:

- Subtract $975,000 from line 1 of your Federal form 4562, and enter the result on line 1 of your Minnesota Form 4562. Do not enter less than $25,000.
- Enter line 2 of your Federal Form 4562 on line 2 of your Minnesota Form 4562.
- Subtract $2,300,000 from line 3 of your Federal form 4562, and enter the result on line 3 of your Minnesota Form 4562.
- Enter the information from lines 6 and 7 of your Federal Form 4562 on lines 6 and 7 of your Minnesota Form 4562.
- Enter line 10 of your Federal Form 4562 on line 10 of your Minnesota Form 4562.
- Recalculate lines 4, 5, 8, 9, 11 and 12 of your Minnesota Form 4562. The result on line 12 of Minnesota Form 4562 cannot be more than line 1.

Enter the shareholder's distributive share of the amount on line 12 of the Minnesota Form 4562 on line 4 of Schedule KS.

Do not include property received as part of an exchange that would have qualified under Section 1031 of the Internal Revenue Code as amended through December 16, 2016 but not as amended through December 31, 2018.

KS, line 5

If you claimed federal bonus depreciation, your shareholders must add back 80 percent of the bonus depreciation to Minnesota.

Follow the steps below to determine the shareholder's share to enter on line 5:

1. Add line 14 and line 25 of your Federal Form 4562. ________
2. Total of any bonus depreciation amounts passed through to the S corporation as a partner of a partnership (from line 8 of Schedule KPC). ________
3. Add steps 1 and 2. ________
4. Multiply step 3 by the shareholder's percentage of stock ownership. ________

Enter the result from step 4 on line 5 of the shareholder's Schedule KS.

Federal bonus depreciation subtraction. For five years following the addback year, your shareholders may be able to subtract one-fifth of the addback on their Minnesota income tax return. See the instructions for Form M1 or Form M2 for details.

KS, line 6

Enter the shareholder's pro rata share of any fines, fees and penalties that were deducted as business expenses paid to a government entity or nongovernment regulatory body as a result of a violation of law, or the inves-

Continued

tigation of any potential violation of law. This does not include amounts identified in a court order or settlement agreement as restitution or as an amount paid to come into compliance with the law.

KS, line 7a
Enter shareholder's share of the gross profit from any installment sale of S corporation stock or assets, or partnership interests or assets executed after December 31, 2016.

If the sale was completed by the entity completing this schedule, the total gross profit to be allocated amongst shareholders is reported on federal Form 6252, line 16. If the sale was executed by an entity owned by this entity, or another entity in a multi-tiered structure, this information is reported on Schedule KF, or KS on line 7a, or Schedule KPC line 10a.

If installment sale information is reported to this entity on informational schedules from other entities, the amount reported to the partners should equal the total amount reported to this entity on all schedules KF, KS, and KPC.

If the trust receives installment payments from multiple sales executed after December 31, 2016, attach a schedule to Form M3 detailing the different sales and distributive allocations.

KS, line 7b
Enter shareholder's share of installment sale income the sale of S corporation stock, partnership interests, and any installment sale income from the sale of the assets of any s corporation or partnership. If the sale was completed by the partnership completing this schedule, the total installment sale income to be allocated to the partners is reported on Form 6252, line 24. If the sale was executed by an entity owned by this entity, or another entity in multi-tiered structure, this information is reported on Schedule KF, or KS on line 7b, or Schedule KPC line 10b.

If installment sale information is reported to this entity on informational schedules from other entities, the amount reported to the partners should equal the total amount reported to this entity on all Schedules KF, KS, and KPC.

KS, line 8
Enter the amount from the Schedule KSNC, line 27. Use this amount in calculating composite tax and nonresident withholding. If the amount from Schedule KSNC, line 27 is negative, enter it as a positive number on Line 10.

KS, line 9
Interest earned on certain direct federal obligations is taxable on the federal return, but is not taxable on the state return.

Determine the net interest you received from primary obligations issued by the U.S. government, such as savings bonds and treasury notes, that are held directly by the S corporation. Do not include obligations where the U.S. government is only a guarantor. Be sure to subtract any investment interest and other expenses you deducted on the federal return that relate to this income.

Enter the shareholder's pro rata share of this amount on line 9.

KS, line 10
Enter the amount from the Schedule KSNC, line 27 as a positive number. Use this amount in calculating composite tax and nonresident withholding.

KS, line 11
Enter the shareholder's pro rata share of the 2018 credit for increasing research activities that is passed through to the shareholders.

If the business qualifies, the credit cannot be claimed by the S corporation and the full credit must be passed through to the shareholders.

KS, line 12
Enter the Shareholder's pro rata share of the Tax Credit for Owners of Agricultural Assets that is passed through to the shareholders.

If the shareholder has multiple credits, enter the certificate number your S corporation received directly from the Rural Finance Authority within the certificate number box. If the shareholder has multiple credits and received all credits from other pass-through entities, enter the certificate number relating to the largest credit amount within the certificate number box. Subtotal the shareholder's share of all credit amounts on Line 12.

KS, line 13
For S corporations who receive a Historic Structure Rehabilitation Credit Certificate from Minnesota SHPO:

- If the S corporation's application was submitted to SHPO on or before December 31, 2017, use the credit amount shown on the credit certificate.
- If the S corporation's application was submitted to SHPO after December 31, 2017, use one-fifth of the credit amount shown on the credit certificate.

Enter the shareholder's share of the Historic Structure Rehabilitation Credit based on the shareholder's share of the S corporation's assets, or as specifically allocated in the S corporation's organizational documents, as of the last day of the taxable year.

You must also include the NPS project number, which is provided on the credit certificate you received from the State Historic Preservation Office of the Minnesota Historical Society when the project was completed and placed into service.

KS, line 14
Enter the shareholder's pro rata share of the Employer Transit Pass Credit that is passed through to the shareholders.

KS, line 15
Enter the shareholder's pro rata share of the Enterprise Zone Credit that is passed through to the shareholders.

KS, line 16
If, for regular tax purposes, you elected the optional 60-month write-off under IRC section 59(e) for all property in this category, skip lines 16–19. No adjustments are necessary.

Intangible drilling costs (IDCs) from oil, gas and geothermal wells are a tax preference item to the extent that the excess IDCs exceed 65 percent of the net income from the wells. The tax preference item is computed separately for oil and gas properties and for geothermal properties.

Enter the shareholder's pro rata share of the following: IDCs allowed for regular tax purposes under section 263(c), (but not including any section 263(c) deduction for nonproductive wells) less the amount that would be allowed had the IDCs been amortized over a 120-month period starting with the month the well was placed in production.

KS, line 17
Gross income from oil, gas and geothermal properties are used in determining if the excess IDCs exceed 65 percent of the net income from the wells.

Enter the shareholder's pro rata share of the aggregate amount of gross income within the meaning of section 613(a) from all oil, gas and geothermal properties that was received or accrued during the tax year.

Continued

KS, line 18

Deductions allocable to oil, gas and geothermal properties are used in determining if the excess IDCs exceed 65 percent of the net income from the wells.

Enter the shareholder's pro rata share of any deductions allocable to oil, gas and geothermal properties. Do not include any deductions for nonproductive wells.

KS, line 19

In the case of oil wells and other wells of nonintegrated oil companies, enter the shareholder's pro rata share of the amount by which the depletion deduction exceeds the adjusted basis of the property at the end of the tax year.

In computing the year-end adjusted basis, use the rules of section 1016. However, do not reduce the adjusted basis by the current year's depletion. Figure the excess amount separately for each property. If the depletion deduction for any property does not exceed the adjusted basis at year-end, do not include a tax preference amount for that property.

Nonresident Shareholders Lines 20-34

KS, line 20

Enter the shareholder's pro rata share of the S corporation's Minnesota source gross income. Minnesota source gross income is the total amounts apportioned to Minnesota included on line 3, 4, and 5 (other than losses) of federal Form 1120S; lines 18a, 19, and 20 (other than losses) of federal Form 8825; line 9 of Schedule F (1040); lines 3a, 4, 5a, 6, 7, 8a, 9, and 10 of Schedule K (1120S).

KS, lines 21–30

From the nonresident shareholder's federal Schedule K-1 (1120S), enter the Minnesota portion of the amounts on lines 21 through 30.

On line 29, include the Minnesota portion of any items from the Schedule K-1 that are not specifically labeled on lines 21-28.

Line 30 refers to the Minnesota apportioned amount of federal section 179 expense from the federal Schedule K-1, not the amount calculated on line 4 for the Minnesota addition.

All income of a Minnesota resident is taxed by Minnesota, regardless of the source.

Composite Income Tax and Nonresident Withholding

KS, line 32

Follow the steps below to determine line 32:

1. The difference between line 4 of Schedule KS (M8) and the shareholders' federal section 179 deduction from box 11 of the federal Schedule K-1 (1120S) . . . . ________
2. Federal bonus depreciation amount from line 5 of the shareholder's Schedule KS . . . . . . ________
3. Add step 1 and step 2 . . . . . . ________
4. Multiply step 3 by 80% (.80) ________
5. Enter the amount from line 8 of Schedule KS . . . . . . ________
6. Combine steps 4 and 5. . . . . . ________
7. Multiply step 6 by apportionment factor from line 31 of Schedule KS . . . . . ________
8. Combine lines 21-29 of the shareholder's Schedule KS . . ________
9. Add steps 7 and 8 . . . . ________
10. To the extent allowed by law, enter one-fifth of the shareholder share of the section 179 expensing that was added back in a year the shareholder elected to be included in composite tax or nonresident withholding was required . . . ________
11. To the extent allowed by law, enter one-fifth of the federal bonus depreciation that was added back in a year the shareholder elected to be included in composite income tax or nonresident withholding was required . . . ________
12. Enter amount from line 10 of Schedule KS . . . . ________
13. Add steps 10, 11, and 12 . . . ________
14. Multiply step 13 by the apportionment factor from line 31 of the shareholder's Schedule KS . . . . ________
15. Enter amount from line 30 of shareholder's Schedule KS ________
16. Add Steps 14 and 15 . . . . ________
17. Subtract step 16 from step 9 . ________

Enter the result from step 17 on line 32 of the shareholder's Schedule KS. This amount is the shareholder's adjusted Minnesota source distributive income.

KS, line 33

Composite Income Tax

Nonresident shareholders must pay tax if their Minnesota source gross income is more than the minimum filing requirement for the year ($10,650 for 2018).

Shareholders who receive a share of gross profit or income from an installment sale reported on line 7a or 7b of form KS are not eligible to elect the S Corporation to pay composite income tax on their behalf.

Skip this line if the nonresident shareholder *did not* elect the S corporation to pay composite income tax on his or her behalf.

To determine the amount of composite income tax to pay on behalf of each electing shareholder, follow the steps below:

1. Multiply line 32 of Schedule KS by 9.85% (.0985) . . . . ________
2. Add lines 12-15 of Schedule KS . . . . ________
3. Subtract step 2 from step 1 . . . ________

The result in step 3 is the amount you are required to pay on behalf of the electing shareholder. Enter this amount on line 33 of the shareholder's Schedule KS and check the box to indicate the shareholder's election to be included.

If the shareholder elects to be included in composite income tax but has zero tax due, enter zero on line 33. Even though the amount may be zero, be sure to check the box to indicate the election.

Once you have completed all the KS schedules for your electing nonresident shareholders, add the amounts on line 33 of all the schedules and enter the total on line 3 of Form M8. This is the amount of composite income tax you are required to pay on behalf of your electing shareholders.

KS, line 34

Nonresident Withholding

Nonresident shareholders who are not included in the composite income tax may be subject to withholding. See *Nonresident Withholding* on page 3 to determine if your nonresident shareholders are subject to Minnesota withholding.

Continued

Completing Schedule KS (continued)

To determine the amount of tax to withhold for each nonresident shareholder, follow the steps below:

1. Multiply line 32 of Schedule KS by 9.85% (.0985) . . . . ________
2. Add lines 12-15 of Schedule KS . . . . ________
3. Subtract step 2 from step 1 . . . ________

The result in step 3 is the amount you are required to withhold from the nonresident shareholder, unless the individual submits Form AWC, *Alternative Withholding Certificate*.

If the individual submits Form AWC, withhold the amount from line 6 of the certificate. Check the box provided on line 34 of the shareholder's Schedule KS and also on line 4 of Form M8. Be sure to enclose a copy of the certificate when you file your return.

If the individual submits a false or fraudulent Form AWC, the department may require you to withhold the maximum percentage from that individual in the future, even if an exemption certificate is submitted.

Be sure to inform your shareholders that they must include their Schedule KS when they file their Form M1 to claim the Minnesota withholding. If the schedule is not included, the department will disallow the withholding and assess the tax or reduce their refund.

Nonconformity Adjustment Instructions

Minnesota has generally adopted the Internal Revenue Code as amended through December 31, 2018, with certain exceptions, but for tax year 2018 Minnesota does not recognize the tax effect of certain federal law changes enacted after December 16, 2016. In addition, Minnesota has generally adopted the Internal Revenue Code as amended through December 15, 2022. This schedule allows for any remaining necessary adjustments required to file a state tax return.

Purpose of This Schedule

On May 30, 2019, Minnesota law was updated to recognize the Internal Revenue Code (IRC) as amended through December 31, 2018. This change is effective for tax years 2017 and 2018. The bill included language that disallowed the tax effect of certain provisions of the federal legislation commonly known as the Tax Cuts and Jobs Act (TCJA), and Bipartisan Budget Act (BBA) for tax year 2018. See M.S. 290.933 for more information.

We have updated this form and instructions to recognize enactment of this Minnesota legislation.

In addition, in January 2023, Minnesota law was updated to recognize the Internal Revenue Code as amended through December 15, 2022. However, some nonconformity adjustments still apply due to retroactive Minnesota modifications enacted in the tax bill.

We have updated this form and instructions to recognize enactment of this Minnesota legislation.

Who Must File Schedule KSNC

If any of the federal provisions on pages 13 through 18 of these instructions affect the amount of taxable income reported on your 2018 federal Form 1120S, U.S. Income Tax Return for an S Corporation, you must adjust your 2018 Minnesota return using Schedule KSNC.

Use the Schedule KSNC and these Instructions to complete your Minnesota return. The adjustment for each line reflects the change to your Minnesota return as a result of the following:

- The special limited adjustment;
- The Minnesota tax bill enacted on July 1, 2021; and
- The the Minnesota tax bill enacted in January 2023.

Each line will also include the net adjustments received from Schedule KPCNC for your pro rata share in a partnership.

If the change results in a reduction of your federal taxable income (FTI), enter the adjustment as a negative number. If the change results in an increase of your FTI, enter the adjustment as a positive number.

Save your entire 2018 Minnesota Form M8 tax return, and all worksheets and notes used in determining the adjustments.

Line 9 - Limitation on Deduction by Employers of Expenses for Fringe Benefits (TCJA Sec. 13304)

If you have an adjustment for one of the expenses listed below, enter the amount on line 9. If you have an adjustment for more than one expense listed below, net the adjustments and enter the total on line 9.

Business Deductions for Entertainment Expenses

Under the Tax Cuts and Jobs Act (TCJA), no deduction is allowed for the following entertainment expenses paid or incurred after December 31, 2017—

(1) Entertainment, amusement, or recreation activities,

(2) Membership dues for clubs organized for business, pleasure, recreation, or other social purposes, or

(3) A facility used in connection with either of the above items.

For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA. No deduction is allowed for ordinary and necessary expenses for any activity of a type generally considered to be entertainment, amusement, or recreation, or for a facility used in connection with such an activity. An exception is allowed if the taxpayer establishes that the expense was directly related to or associated with the active conduct of the taxpayer's trade or business or income producing activity. The deduction is limited to 50% of the deductible amount of the entertainment expense.

If you incurred a business expense related to entertainment, amusement, or recreation activities and can establish the expense was directly related to or associated with the active conduct of your trade or business, enter 50% of the allowable amount of entertainment expenses as a negative number on line 9.

Expenses for Employer-Operated Eating Facilities

Under TCJA, an employer can no longer deduct the full cost of food and beverages offered as a de minimis fringe benefit. Instead the employer must apply a 50% limit to the deduction of food or beverage expenses.

For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA. Under the 2016 IRC, employers can deduct the full cost of food and beverages that are excludable from the employee's income if they are provided for the convenience of the employer at an employer-operated eating facility as a de minimis fringe benefit.

If you offered food and beverages that qualify as a de minimis fringe benefit under 2016 IRC and are limited to a 50% deduction, enter the amount of the remaining 50% deduction as a negative number on line 9.

Employers' Cost of Providing Qualified Transportation Fringes and Other Transportation Benefits

The TCJA repealed the employer deduction for the expense of a qualified transportation fringe. For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA.

Under 2016 IRC, an employer can deduct expenses for providing qualified transportation fringe benefits or other transportation or commuting benefits to an employee.

If you offered qualified transportation fringe benefits or other transportation or commuting benefits to employees that you could not deduct on your federal return, enter the amount of the qualifying transportation expense as a negative number on line 9.

Line 10 – Other Deduction Provisions (TCJA 13307, 13308, 13310, 13603)

If you have an adjustment for one of the provisions below, enter the amount on line 10. If you have an adjustment for more than one provision listed below, net the adjustments and enter the total on line 10.

Denial of Deduction for Settlements Subject to Nondisclosure Agreements Paid in Connection with Sexual Harassment or Sexual Abuse (TCJA Sec. 13307)

Continued

Under the Tax Cuts and Jobs Act (TCJA), a taxpayer can no longer deduct as a business expense—

(1) Any settlement or payment related to sexual harassment or sexual abuse if such settlement or payment is subject to a nondisclosure agreement, or

(2) Attorney's fees related to such a settlement or payment.

For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA. If you incurred expenses described in items (1) or (2) that qualify as a deduction under 2016 IRC section 162, and do not qualify as a deduction under 2018 IRC, enter the amount as a negative number on line 10.

Repeal of Deduction for Local Lobbying Expenses (TCJA Sec. 13308)
Under TCJA, you may no longer deduct amounts paid or incurred in connection with influencing, or attempting to influence, legislation of a local council, similar governing body, or Indian tribal government.

For these specific local government bodies, 2016 IRC allows taxpayers to deduct—

(1) all ordinary and necessary expenses (including, but not limited to, traveling expenses and the cost of preparing testimony) paid or incurred in carrying on any trade or business—

   a. In direct connection with appearance before, submission of statements to, or sending communications to the committees, or individual members, of such council or body with respect to legislation or proposed legislation of direct interest to the taxpayer, or

   b. In direct connection with communication of information between the taxpayer and organization of which the taxpayer is a member with respect to any such legislation or proposed legislation which is of direct interest to the taxpayer and to such organization, or

(2) The portion of the dues paid or incurred to the organization of which the taxpayer is a member for activities described in Item (1).

For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA. If you incurred expenses described in items (1) or (2) that qualify as a deduction under 2016 IRC section 162, and do not qualify as a deduction under 2018 IRC, enter the amount as a negative number on line 10.

Prohibition on Cash, Gift Cards, and Other Nontangible Personal Property as Employee Achievement Awards (TCJA Sec. 13310)
The TCJA allows a deduction for the cost of employee achievement awards with certain limitations. The employee achievement award must be tangible personal property given in recognition of an employee's length of service or safety and awarded as part of a meaningful presentation under specified conditions and circumstances.

The TCJA changed the definition of tangible personal property to exclude—

(1) Cash, cash equivalents, gift cards, gift coupons, or gift certificates; or

(2) Vacations, meals, lodging, tickets to theater or sporting events, stocks, bonds, other securities, and other similar items.

As a result, the above items are no longer deductible federally as an employee achievement award.

For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA. Under 2016 IRC, the items described above are included in the definition of tangible personal property and may be deductible as an employee achievement award.

If you granted employee achievement awards consisting of tangible personal property described in Items (1) or (2) above that qualify for the deduction under 2016 IRC section 274, enter the amount paid or incurred during the taxable year as a negative number on line 10.

Treatment of Qualified Equity Grants (TCJA Sec. 13603)
The TCJA allows a qualified employee to make an election to defer the inclusion of income relating to qualified stock transferred from an employer to the qualified employee. Generally, an employer is allowed a business deduction in the year the employee recognizes the income.

The deferred income must be recognized by the employee and allowed as a deduction by the employer in the taxable year in which the earliest of the following occurs—

(1) The first date the qualified stock becomes transferable,

(2) The date the employee first becomes an excluded employee,

(3) The first date any stock of the corporation becomes readily tradable on an established securities market,

(4) The date that is 5 years after the first date the rights of the employee is such stock are transferable or are not subject to a substantial risk of forfeiture, whichever occurs earlier, or

(5) The date the employee revokes the deferral election.

For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA. The 2016 IRC requires an employee to recognize qualified stock as income when the employee's beneficial interest in the stock is either transferable or not subject to substantial risk of forfeiture (substantially vested). The employee includes the excess of the fair market value of the stock at the time it is recognized over any amount the employee paid for the stock in income.

If a qualified employee elects to defer recognition, you may need to make an adjustment on your Minnesota return. Generally, your business may deduct the amount included in the employee's income for the taxable year.

Enter the total amount of deferred income as a negative number on line 10.

Line 12 – Cash Distributions from Converted C Corporations (TCJA Sec. 13543(b))
The Tax Cuts and Jobs Act made changes to the tax treatment of distributions made from a C corporation which converted from an S corporation. For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA.

Under 2016 IRC, cash distributions made by a C corporation during the period following conversion from an S corporation are treated as tax-free to the shareholder with a reduction in the adjusted basis of stock.

If you received a cash distribution from an eligible terminated S corporation (defined by 2018 IRC section 481(d)), enter any portion of the distribution that would be reported as income under 2016 IRC as a positive number on line 12.

Line 13 - Tax Treatment of Alaska Native Corporations (TCJA Sec. 13821)
The Tax Cuts and Jobs Act allows an Alaska Native Corporation (ANC) a deduc-

Continued

tion for contributions made to a settlement trust. Additionally, the ANC does not recognize any gain or loss on contributions of appreciated property to a settlement trust if a deduction is allowed under 2018 IRC section 247.

For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA. Under 2016 IRC, these modifications to income are not allowed.

If you took a deduction for contributions made to a settlement trust, include the amount of the deduction as a positive number on line 13.

If you did not recognize a gain or loss from contributions of appreciated property to a settlement trust, include the unrecognized gain as a negative number or unrecognized loss as a positive number on line 13.

Line 14 - Special Rules for Capital Gains Invested in Opportunity Zones (TCJA Sec. 13823)

The Tax Cuts and Jobs Act allows—

(1) A temporary deferral from income for capital gains reinvested in a qualified opportunity fund, and

(2) A permanent exclusion from income of certain capital gains from the sale or exchange of an investment in the qualified opportunity fund.

For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA.

If you have deferred or excluded from income one of the two types of capital gains listed above, enter the deferred or excluded amount as a positive number on line 14.

Line 15a – Section 965 Deferred Foreign Income

Minnesota law allows a subtraction from FTI for deferred foreign income (DFI) reported on your federal return. If you reported DFI, enter the net amount (IRC section 965(a) inclusion amount reduced by IRC section 965(c) allowed) as a negative number on line 15a.

Line 15b – Income Excluded as Previously Taxed Under Section 965 or 951A

If you received income excluded as previously taxed under IRC section 965 (deferred foreign income) (TCJA Sec. 14103) or 951A (global-intangible low taxed income) (TCJA Sec. 14201) in the current tax year, include the amount of that income as a positive number on Line 15b.

Line 16 – Inclusion of Global Intangible Low-Taxed Income

Minnesota law allows a subtraction from FTI for the inclusion of global intangible low-taxed income (GILTI) reported on your federal return.

If you reported GILTI as a shareholder of a controlled foreign corporation (CFC), enter the amount as a negative number on line 16.

Line 17 - Deduction for Foreign Derived Intangible Income

Minnesota law requires an addition to FTI for any deduction for foreign-derived intangible income (FDII) claimed on your federal return.

If you deducted a portion of FDII under 2018 IRC section 250, enter the amount as a positive number on line 17.

Line 18 - Related Party Amounts Paid in Hybrid Transactions (TCJA Sec. 14222)

The Tax Cuts and Jobs Act added 2018 IRC section 267A to disallow a deduction for disqualified related party amounts paid or accrued in a hybrid transaction or by, or to, a hybrid entity. For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA.

2016 IRC does not explicitly disallow deductions for disqualified related party amounts.

If you have related party amounts disallowed under 2018 IRC section 267A, enter the amount disallowed as a negative number on line 18.

Line 20 – Source of Income from Sales of Inventory (TCJA Sec. 14303)

The Tax Cuts and Jobs Act specifies that gains, profits, and income from the sale or exchange of inventory are allocated and apportioned between sources within and without the United States based solely on where the production activities occurred for the inventory. For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA.

Under 2016 IRC, any gains, profits, and income from the sales or exchange of inventory are sourced based on both the place of production and the place of sale.

If you sold or exchanged inventory during the tax year where the inventory was produced in the U.S. and sold in a foreign country (or vice versa), recalculate the allocation and apportionment of the gains, profits, and income based on both the place of production and the place of sale under 2016 IRC. Enter the adjustment to FTI on line 20.

Line 22 - Other Provisions (TCJA Sec. 13309, 13312, 13314, 13504, 13522, 13531, 13532, 14502)

If you have an adjustment for one of the provisions below, enter the amount on line 22. If you have an adjustment for more than one provision listed below, net the adjustments and enter the total on line 22.

Certain Gains from Partnership Profits Interests (TCJA Sec. 13309)

The Tax Cuts and Jobs Act (TCJA) changes the tax treatment of gains from a profits interest in a partnership (or carried interest) held in connection with the performance of services by providing that if one or more applicable partnership interests are held by a taxpayer at any time during the tax year, the excess of—

(1) The taxpayer's net long term capital gain with respect to those interest for that tax year, over

(2) The taxpayer's net long term capital gain with respect to those interests for that tax year computed by applying 2018 IRC sections 1222(3) and 1222(4) and substituting "3 years" for "1 year,"

will be treated as short term capital gain.

The TCJA also allows a three-year holding period for certain net long-term capital gains relating to any applicable partnership interest held by the taxpayer. For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA.

If your long-term gains under 2016 IRC have changed to short-term gains due to changes made by TCJA, enter the adjustment from short-term gains to long-term gains on line 22.

Certain Contributions by Governmental Entities not Treated as Contributions to Capital (TCJA Sec. 13312)

The TCJA requires gross income to include any contributions to the capital of the taxpayer by any governmental entity or civic group (other than a contribution made by a shareholder as such). For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA.

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Under 2016 IRC section 118, these contributions to capital are excluded from gross income.

If you include the above contributions to capital, and the contributions are excluded under 2016 IRC, enter the amount as a negative number on line 22.

Patents, Inventions, Certain Models or Designs, and Secret Formulas or Processes (TCJA Sec. 13314)
The TCJA adds the following items to 2018 IRC sections 1221 and 1231 as items excluded from the definition of a capital asset:

- patent
- invention
- model or design (whether or not patented)
- secret formal or process

Therefore, these assets are no longer eligible for federal capital gain treatment.

For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA.

Under 2016 IRC, certain self-created intangibles such as copyrights, literary, musical, or artistic compositions, letters or memoranda, or similar property are excluded from the definition of a capital asset if the asset is held either by the taxpayer who created the property, or in certain circumstances a taxpayer for whom the property was produced.

In determining the gain from this property, any self-created intangible that is excluded from the definition of a capital asset is also ineligible to be treated as a capital gain or ordinary losses asset under 2016 IRC section 1231.

If you included income from the sale of a patent, invention, model or design, or a secret formula or process, report it as the sale of capital assets for Minnesota purposes. Recalculate gains and losses under 2016 IRC sections 1221 and 1231. Enter any difference from 2018 IRC on line 22.

Repeal of Technical Termination of Partnerships (TCJA Sec. 13504)
Enter the value from Schedule KPCNC on line 22.

Exceptions to Life Insurance Transfer-for-Value Rule (TCJA Sec. 13522)
The TCJA requires a portion of the death benefit received by a buyer of a life insurance contract to be includable in income when a reportable policy sale occurs.

For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA.

Under 2016 IRC, reportable policy sales are excluded from the transfer-for-value rule and the acquirer is not required to report income.

If you included income from a reportable policy sale, enter the amount as a negative number on line 22.

Limitation on Deduction for FDIC Premiums (TCJA Sec. 13531)
The TCJA limits the amount of FDIC premiums banks are allowed to deduct based on an applicable percentage defined in 2018 IRC section 162(r)(3). For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA.

Under 2016 IRC, FDIC premiums are fully deductible based upon the all-events test.

If you were disallowed a deduction for a portion of FDIC premiums, enter the amount of premiums disallowed for members of your Minnesota combined group as a negative number on line 22.

Repeal of Advance Refunding Bonds (TCJA Sec. 13532)
The TCJA repealed the exclusion relating to interest on bonds issued to advance refund another bond. Instead, 2018 IRC requires any bonds for which the refunding bond is issued more than 90 days before the redemption of the refunded bond to include the interest in gross income. For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA.

Under 2016 IRC, the interest on bonds issued to advance refund another bond are excluded from gross income.

If you included advance refunding bond interest, and it is allowed as a deduction under 2016 IRC, enter the amount of interest as a negative number on line 22.

Repeal of Fair Market Value Method of Interest Expense Allocation (TCJA Sec. 14502)
The TCJA amended 2018 IRC section 864(e)(2) to repeal the use of the fair market value method to allocate or apportion interest expense between income from U.S. sources and income from foreign sources. Interest expense is now allocated or apportioned on the basis of assets. For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA.

Under 2016 IRC, a taxpayer could use the fair market method to establish the value of its assets.

You may elect to use the fair market value method to value assets and allocate or apportion interest expenses between U.S. and foreign sources for purposes of determining your Minnesota taxable income. Include an explanation that establishes the fair market value of your assets with this schedule. Determine any adjustments needed to FTI using the fair market value method under 2016 IRC section 864(e). Enter the adjustments on line 22.

Line 23 - Extension of Credits and Tax Incentives (TCJA Sec. 13401, 13403)

If you have an adjustment for one of the provisions below, enter the amount on line 23. If more than one provision listed below requires an adjustment, net the adjustments and enter the total on line 23.

Orphan Drug Credit (TCJA Sec. 13401)
The Tax Cuts and Jobs Act (TCJA) decreased the percentage of qualified clinical testing expenses that can be taken into account in determining the amount of the orphan drug credit. The TCJA also added an election to claim a reduced amount of orphan drug credit in lieu of reducing business expenses. For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA.

Under 2016 IRC, a higher percentage of qualified clinical testing expenses is allowed and the election is not available.

If you claimed an orphan drug credit and made the election under 2018 IRC section 280C(b)(3) to reduce the amount of credit, enter the amount of qualified clinical testing expenses that exceeds the amount you could have claimed as a business expense deduction without the election as a positive number on line 23.

Employer Credit for Paid Family and Medical Leave (TCJA Sec. 13403)
The TCJA allows a new credit for certain employers who offer paid family and medical leave to their employees. Generally, wages used to determine the credit are not deductible on the federal return. For tax year 2018, Minnesota does not recognize the tax effect of this provision of the TCJA.

If you claimed the employer credit for paid family and medical leave, enter the amount of wages disallowed as a negative amount on line 23.

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Nonconformity Adjustment Instructions (continued)

Line 24 - Other Adjustments to Federal Taxable Income (FTI)

If any provision within the Federal Disaster Tax Relief and Airport and Airway Extension Act, Tax Cuts and Jobs Act, Consolidated Appropriations Act, or Bipartisan Budget Act (other than the extension of the credit for nonbusiness energy property in section 40401) impacts your calculation of FTI and is not included as an adjustment on another line of this schedule, enter an adjustment incorporating the change(s) to FTI on line 24. Common examples of adjustments to FTI are capital contributions limitations, capital loss limitations, basis adjustments, and gain or loss from sales.

For example, in 2017 you placed in service a passenger vehicle and made a nonconformity adjustment on your 2017 Minnesota tax return. This resulted in creating a Minnesota basis in the property different from the federal basis. If you sell the passenger vehicle this year, the difference between the gain or loss recognized using the federal basis and the Minnesota basis should be entered as an adjustment on line 24.

Attach a schedule showing the calculation of any amount entered on line 24.

Line 25 – CARES Act Section 2304. Excess Business Losses (IRC Section 461 Net Nonbusiness Income/Loss)

In order for your shareholder to calculate their excess business loss limitation for Minnesota purposes, provide your shareholder the total nonbusiness income and nonbusiness loss amounts as it relates to IRC Section 461. Net the total nonbusiness income against the nonbusiness loss and include the result on line 25 of Schedule KSNC.

Line 26 – Adjustments for the TCDTR

This instruction no longer applies.

The following provisions may require an income adjustment for Minnesota tax purposes. This list includes the most common adjustments; you must make adjustments as described below for all provisions included in the TCDTR, FFCRA, and CARES Act to which Minnesota has not conformed.

If you have an adjustment for only one of the provisions in the federal acts, enter the amount on line 26. If you have an adjustment for more than one provision, net the adjustments and enter the total on line 26.

If you have to amend as a result of conformity within the January 2023 Minnesota tax bill, only adjust your amended return to update composite income tax for electing shareholders.

You do **not** need to update nonresident withholding amounts. You may need to amend, and issue updated Schedules KS or KSNC if your shareholder(s) need additional information to update their return(s). For example, if you claimed federal bonus depreciation on qualified improvement property (QIP) and adjusted the shareholder's bonus depreciation addition as a result of the QIP nonconformity adjustment.

If you are amending solely due to the January 2023 Minnesota tax bill, write "Conformity" in red at the top of the Minnesota Form M8X.

TCDTR Sections

This instruction no longer applies.

Section 111. Indian Employment Credit

If you were not allowed to deduct expenses due to the Indian Employment Credit on your federal return, include the amount of the disallowed expenses as a negative number.

Section 112. Railroad Track Maintenance Credit

If you were not allowed to deduct expenditures due to the Railroad Track Maintenance Credit on your federal return, include the amount of the disallowed expenditures as a negative number.

Section 113. Mine Rescue Team Training Credit

If you were not allowed to deduct expenses due to the Mine Rescue Team Training Credit on your federal return, include the amount of the disallowed expenses as a negative number.

Section 114. Classification of Certain Race Horses as 3-year Property

If you own race horses and you claimed a 3-year recovery period on your federal return, calculate the difference between the 3-year recovery period and the recovery period you would have been allowed under 2018 IRC. If your recovery period reported on your federal return is greater than the recalculated amount, include the amount as a positive number. If your recovery period reported on your federal return is less than the recalculated amount, include the amount as a negative number.

Section 115. 7-year Recovery Period for Motorsports Entertainment Complexes

If you have a motorsports entertainment complex and you claimed a 7-year recovery period on your federal return, calculate the difference between the 7-year recovery period and the recovery period you would have been allowed under 2018 IRC. If your recovery period reported on your federal return is greater than the recalculated amount, include the amount as a positive number. If your recovery period reported on your federal return is less than the recalculated amount, include the amount as a negative number.

This instruction no longer applies.

Section 118. Empowerment Zone Tax Incentives

If you had a tax change relating to an empowerment zone that impacted your FTI on your federal return, reverse the tax impacts to your FTI.

Section 122. Second Generation Biofuel Producer Credit

If you claimed the Second Generation Biofuel Producer Credit on your federal return that impacted your FTI, reverse the tax impacts to your FTI.

Section 124. Qualified Fuel Cell Motor Vehicles

If you claimed the credit for Qualified Fuel Cell Motor Vehicles on your federal return that impacted your FTI, reverse the tax impacts to your FTI.

Section 125. Alternative Fuel Refueling Property Credit

If you claimed the Alternative Fuel Refueling Property Credit on your federal return, adjust the property's basis without regard to the basis reduction required under current federal law. Include any adjustments to FTI as a result of this Minnesota change in basis.

Section 126. 2-Wheeled Plug-in Electric Vehicle Credit

This instruction no longer applies.

If you claimed the 2-Wheeled Plug-In Electric Vehicle Credit on your federal return, adjust the vehicle's basis without regard to the basis reduction required under current federal law. Include any adjustments to FTI as a result of this Minnesota change in basis.

Section 129. Energy Efficient Homes Credit

If you claimed the Energy Efficient Homes Credit on your federal return, adjust the property's basis without regard to the basis reduction required under current federal law. Include any adjustments to FTI as a result of this Minnesota change in basis.

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Section 203. Employee Retention Credit for Employers Affected by Qualified Disasters
If you were not allowed to deduct wages due to claiming the Employee Retention Credit on your federal return, include the amount of the disallowed wages as a negative number.

CARES Act Sections
Section 2307. Qualified Improvement Property Technical Fix

This instruction no longer applies.

[illegible] tion on qualified leasehold improvement property, qualified restaurant property, or qualified retail improvement property, determine the difference between the federal bonus depreciation you claimed on this property, and the cost recovery deduction or expensing method you would have been able to claim prior to the CARES Act. This may include a Minnesota modification for section 179 expensing Include the result as a positive number.

If you filed an amended federal return increasing your federal bonus depreciation as a result of this provision of the CARES Act, do not adjust your Minnesota addition for bonus depreciation on line 5 of Schedule KS.

This instruction no longer applies.

[illegible] on this property on your 2017 return and made a nonconformity adjustment on your 2017 return to addback the amount not allowed for Minnesota purposes, you may calculate the depreciation you would have been able to claim prior to the CARES Act for 2018. Include this amount as a negative number.

Line 27 – Total of lines 1 through 26
Add lines 1 through 26 for each shareholders' pro rata share on Schedules KSNC.

If the result is positive, also enter the number on Schedule KS, line 8 for your shareholders' pro rata share of nonconformity adjustments. If the result is negative, enter it as a **positive** number on Schedule KS, line 10 for your shareholders' pro rata share of nonconformity adjustments.