



# Rowbotham & Company LLP

Tax Planning, Assurance & Business Consulting

Rowbotham & Company LLP provides tax planning, SEC auditing and consulting, and litigation support services to businesses in a broad range of industries. We have significant experience in international and corporate tax planning, audit engagements and SEC accounting and cross border acquisitions. Our industry experience includes: information technology, software, bio tech, real estate, distribution, hotel & leisure services, media, manufacturing, and financial institutions.

## MAJOR SERVICE AREAS

### Corporate Tax, Planning and Compliance Services

- New venture issues
  - Selection of entity for new business
  - Debt and equity capitalization
  - Initial classes of stock
- Tax efficient structures for corporations and partnerships
- Corporate compensation and stock plan reviews
- Federal, state and international tax compliance reviews
- Income tax return preparation for federal, multi-state and consolidated returns
- State tax planning
  - State income tax review
  - Sales and use tax review and local tax nexus review
  - Review of apportionment methodology
  - Use of local vs. Delaware companies
  - Corporate reorganization credits and incentives
- FAS 109 Tax Provision Services
  - Determination of effective tax rate
  - Disclosure of deferred tax assets and liabilities
  - Purchase Accounting Issues
  - Stock Compensation Issues
  - Determination of Valuation Allowance and Release of Allowance
- Federal and State Audit representation
  - Negotiate with Federal, State and local authorities

### Assurance and Consulting Services

- SEC filings - Member of Public Company Accounting Oversight Board (PCAOB)
- Corporate Governance and Sarbanes-Oxley Act of 2002 compliance and consulting
  - Corporate bylaws
  - Corporate governance guidelines
  - Board of Director committee structure:
    - Audit committee charter
    - Compensation committee charter
    - Executive committee charter
    - Governance and nominating committee charter
  - Code of Ethics for Senior Financial Officers
  - Employee Code of Conduct
  - Internal controls over financial reporting (Section 404 compliance)
- Audit - Member of the American Institute of Certified Public Accountants (AICPA)
- Review and compilations
- Start-up through IPO consulting
- Generally accepted accounting principles (GAAP) consulting
- Acquisition reviews
- Agreed - upon procedures for verifying specific information or transactions
- 401(k) audits
- Budgeting and cash management
- Business plans

### International Tax Planning Services

- Entity selection (domestic and foreign) for new ventures
- Foreign tax credit reviews
- Expanding operations overseas
  - Foreign branch vs. subsidiary
  - Transfers of assets
  - Coordinating U.S. and foreign taxes
  - Personnel relocation issues
  - Benefit plans in U.S. and foreign jurisdiction
  - Analysis of foreign country tax environment
- Foreign company expansion into U.S.
  - International structure planning
  - Branch vs. incorporation
  - Debt vs. capital consolidations
  - Tax treaty analysis
  - Withholding tax planning
- Transfer pricing
  - Full study
  - Documentation requirements to reduce penalty exposure
  - Pricing and cost analysis to minimize foreign taxes
  - Cost sharing agreements
- International compensation planning
  - Per diem plan to reduce U.S. payroll taxes
  - Tax treaty applications for transfers to U.S.
  - Foreign deferred compensation plans
  - International Social Security agreements for avoiding double tax
  - Tax equalization plan drafts and reviews
  - Stock option issues re: cross border moves
- Extra territorial Income exclusion
- Forming joint ventures with U.S. or foreign partners
- Real estate holding structures (special rules for foreign investors)
  - Minimizing withholding and branch taxes
  - Incorporation, operations and liquidation analysis
- Structuring cross border tax-free debt instruments
- Cross border mergers & acquisitions
  - Dual country tax coordination
  - Allocation of purchase price
  - GAAP & local country accounting
  - Reporting & compliance
- Captive Insurance companies
  - Analysis & set up
- Supply chain management
  - VAT/customs
  - Cost sharing
  - Contractual allocation of income

## Merger & Acquisition Services

- Due diligence for purchaser or seller
  - Tax and business analysis
  - Preserving corporate tax carryovers & attributes
  - Section 338 election and basis step-up
  - State and local tax registrations
  - Buy - Sell agreements
  - Review for tax issues and risk analysis
  - Review tax provisions for client
  - Current and future tax issues
  - Optimal method of merging or selling
  - Negotiations for mergers and acquisitions
  - Representation re: financial analysis of deals
- Corporate restructuring ("spin-offs")
- Liquidations - implementation and compliance
- Tax utilization of past years' losses
- Tax accounting research
  - Capitalization issues
  - Unicap analysis
  - Asset acquisition and cost segregation reviews
  - R and D tax credit reviews
- Compensation and benefits
  - Executive stock option plans - review and implementation
  - Corporate board and employee presentations
  - Benchmarking for industry
  - Section 125 benefit plans
  - 401(k) plan implementation
- Bankruptcy
  - Tax issues re: workouts and restructuring
  - Tax compliance and loss utilization review

## Litigation Support Services

- Financial analysis and damage award estimates
- Expert testimony
- Tax structured settlements
- Asset recovery services
- Cross-border litigation issues

## Valuation Services

- Mergers and acquisitions
  - Allocation of purchase or selling price
  - Asset purchase/sale negotiations
  - Joint ventures
- Tax
  - Cost segregation
  - Property tax appraisals
  - Net operating loss limitations
  - Transfer pricing
  - Foreign subsidiary reorganizations
  - Estate and gift taxes
- Closely held Equity
  - Employee stock ownership plans
  - Investment portfolio holdings
  - Business reorganizations
  - Excess accumulation of earnings
  - Reasonableness of compensation
  - Issuance of stock options
  - Litigation support and arbitration
- Financing
  - Sale/leaseback transactions
  - Equipment term loan appraisals
- Insurance
  - Replacement cost appraisals
  - Reproduction cost appraisals
  - Proof of loss appraisals
- Bankruptcy
  - "Fresh start" accounting
  - Debtor-in-possession financing

## Introductions and Networking for Clients

- Banking, law and consulting
- Venture capital and investment banking
- International resources through associated firms worldwide

**Rowbotham & Company LLP**  
Accountants and Consultants  
Associated Firms Worldwide

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