1. LIMITS ON THE STATES' POWERS TO TAX: NEXUS
   a. CRITICAL NEXUS U.S. SUPREME COURT HOLDINGS
   b. PUBLIC LAW 86-272
   c. ATTRIBUTIONAL/AFFILATE/AGENCY NEXUS
   d. ECONOMIC NEXUS
   e. STATE DEVELOPMENTS POST-GEOFFREY
   f. MTC ADOPTS FACTOR PRESENCE NEXUS STANDARDS
   g. CONGRESS CONSIDERS BUSINESS ACTIVITY TAX LEGISLATION
   h. DOING BUSINESS UNDER A CORPORATION FRANCHISE TAX

2. THE TAX BASE
   a. IN GENERAL
   b. State Gross Receipts Taxes
      i. Dividends
      ii. Subpart F Dividends
      iii. Net Operating Losses
      iv. Depreciation and Depletion
      v. Interest on Federal Obligations
      vi. Charitable Contributions
      vii. Municipal Interest
      viii. State and Local Taxes on Income
      ix. Federal Income Tax
      x. Payments to Related Entities

3. ALABAMA
4. CONNECTICUT
5. INDIANA
6. MASSACHUSETTS
7. OHIO
8. MULTISTATE TAX COMMISSION
   a. Federal Deduction for Domestic Production Activities
9. UNITARY THEORY
   a. IN GENERAL
   b. UNITARY TAXATION AND NEXUS
   c. TESTS OF UNITY
      i. Three Unities Test
      ii. Contribution or Dependency Test
      iii. “Constitutional” Tests of Unity
      iv. California SBE “Boilerplate” Test
   d. DETERMINING WHETHER UNITY OF OWNERSHIP EXISTS
   e. PRESUMPTION OF UNITY
   f. “INSTANT UNITY”
   g. DIFFERENT LINES OF BUSINESS
   h. THE “MONSANTO” ISSUE
   i. PARTNERSHIP INTERESTS
   j. HOLDING COMPANIES
k. INSURANCE COMPANIES
l. U.S. SUPREME COURT DECISIONS APPLYING UNITARY THEORY

10. ALLOCATION AND APPORTIONMENT
   a. IN GENERAL
   b. MTC AND THE UDITPA REGULATIONS
   c. THE RIGHT TO APPORTION
   d. BUSINESS/NONBUSINESS INCOME

11. TENNESSEE
12. OREGON
   a. THE APPORTIONMENT FORMULA IN GENERAL
   b. PROPERTY FACTOR
   c. THE PAYROLL FACTOR
   d. THE SALES FACTOR
   e. Market-Based Sourcing
   f. Sourcing Sales Other than Tangible Personal Property - California

13. THE COMBINED REPORT
   a. IN GENERAL
   b. ELEMENTS OF THE COMBINED REPORT
   c. WATER’S-EDGE FILING
   d. COMMON ISSUES
   e. The Joyce/Finnigan Issue
   f. INTERCOMPANY TRANSACTIONS
   g. COMMON STATE/FEDERAL DIFFERENCES IN COMPUTING INCOME
   h. DIVIDEND ELIMINATIONS/DEDUCTION ISSUES
   i. INTEREST OFFSET
   j. ELECTION TO FILE A SINGLE RETURN
   k. CALIFORNIA TAX SHELTER LEGISLATION
   l. CALIFORNIA LARGE UNDERSTATEMENT PENALTY

14. AN ANALYSIS OF ISSUES AND OPPORTUNITIES IN COMBINED AND CONSOLIDATED RETURNS IN SELECTED STATES
   a. WHO IS IN THE GROUP?
   b. IS THE GROUP TREATED AS ONE TAXPAYER?
   c. TREATMENT OF TAX CREDITS
   d. CAPITAL LOSSES
   e. NONBUSINESS INCOME AND LOSSES
   f. NET OPERATING LOSSES
   g. BASIS IN STOCK
   h. EARNINGS AND PROFITS
   i. TREATMENT OF INTERCOMPANY SALES--APPORTIONMENT
   j. TREATMENT OF INTERCOMPANY SALES--GAIN

15. MANAGING STATE TAX AUDITS
   a. IN GENERAL
   b. ANTICIPATE THE AUDIT
   c. HANDLING THE AUDIT REQUEST
   d. BEFORE THE AUDIT
   e. COMMENCEMENT OF THE AUDIT
   f. HANDLING THE AUDIT ASSESSMENT
   g. STATUTE OF LIMITATIONS