Board of Governors of the Federal Reserve System

Instructions for Preparation of

Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies

Reporting Form FR Y-12

Effective March 31, 2005

Draft
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General Instructions for Preparation of Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies

FR Y-12

Purpose of Report

The information collected on the FR Y-12 allows the Federal Reserve to monitor the growth of domestic bank holding company (BHC) investments in nonfinancial companies and their contributions to capital, profitability, risk, and volatility. The FR Y-12 provides more timely information than can be obtained through periodic supervisory reviews of this business line and serves to identify institutions that are significantly changing their risk profiles in this business line or devoting significant resources to this line of business.

GENERAL INSTRUCTIONS

Scope of the Information

Consolidation rules for the FR Y-12 are the same as the FR Y 9C/SP. That is, for a BHC meeting the reporting criteria described below, the bank holding company should consolidate its subsidiaries on the same basis as it does for its annual reports to the SEC or, for those bank holding companies that do not file reports with the SEC, on the same basis as described in generally accepted accounting principles (GAAP). Generally, under the rules for consolidation established by the SEC and by GAAP, bank holding companies should consolidate any company in which it owns more than 50 percent of the outstanding voting stock. The report should include all nonfinancial equity investments, regardless of where they are reflected on the balance sheet, but exclude equity securities held in a trading account. In a multi-tiered organization with one or more BHCs, only the top-tier BHC should complete the FR Y-12, which would be prepared on a consolidated basis. However, if a lower-tier BHC is functioning as the consolidated top-tier reporter for other financial reports (for example, when the top-tier is a non-U.S. BHC, ESOP, or limited partnership), this lower-tier BHC should file the FR Y-12 on a consolidated basis.

Who Must Report

The FR Y-12 reporting form must be filed by each top-tier domestic BHC that files an FR Y-9C and has aggregate nonfinancial equity investments (as defined below) that equal or exceed the lesser of $100 million (on an acquisition cost basis), or 10 percent of the BHC's consolidated Tier 1 capital as of the report date.

The FR Y-12 reporting form also must be filed by each top-tier domestic BHC that files an FR Y-9SP and has aggregate nonfinancial equity investments (as defined below) that equal or exceed 10 percent of the BHC's total capital (as reported in item 16(f) of the balance sheet on the FR Y-9SP) as of the report date.

A domestic BHC is a BHC that is incorporated in one of the 50 States of the United States, the District of Columbia, Puerto Rico, or any U.S. territory or possession.

What is a Nonfinancial Equity Investment?

This report collects information on nonfinancial equity investments held by a BHC on a consolidated basis. For the purposes of this report, a nonfinancial equity investment means an equity investment made by the BHC or any of its subsidiaries (see the Scope of the Information section above):

- pursuant to the merchant banking authority of section 4(k)(4)(H) of the BHC Act (12 U.S.C. 1843 (k)(4)(H)) and subpart J of the Board's Regulation Y,
- under section 4(c)(6) or 4(c)(7) of the BHC Act (12 U.S.C. 1843(c)(6) and (c)(7)) in a nonfinancial company (as defined in the glossary) or in a company that makes investments in nonfinancial companies,

including mutual funds that hold equity investments.

- investments made through a SBIC that is consolidated with the BHC or subsidiary, or in an SBIC that is not consolidated, under section 302(b) of the Small Business Investment Act of 1958,
- in a nonfinancial company under the portfolio investment provisions of the Board's Regulation K (12 CFR 211.8(c)(3), or
- in a nonfinancial company under section 24 of the Federal Deposit Insurance Act (12 U.S.C. 1831a).

This report does not collect information on equity investments that a BHC or any of its subsidiaries may make under other legal authorities. For example, this report does not collect information on nonfinancial investments made by an insurance company subsidiary of a financial holding company under section 4(k)(4)(I) of the BHC Act (12 U.S.C. 1843(k)(4)(I)). Also, this report does not collect information on DPC investments.

Filing of Reports

The report is to be prepared quarterly for BHCs that file the FR Y-9C, as of the end of March, June, September, and December, and semi-annually for those BHCs that file the FR Y-9SP, as of the end of June and December. The report must be submitted within 45 calendar days of the reporting date. Reporting BHCs should submit an original and one copy of the report to the appropriate Federal Reserve Bank. Each report submitted should be signed and certified by an executive officer of the BHC. "Executive Officer" is defined in 12 CFR 215.2(d).

Alternative Report Forms

In lieu of using the printed FR Y-12 report form, the respondent may report the required data on computer print-outs that are in the identical format and size as the printed form, including line items and columns in the order in which they appear on the printed form. The form must be signed by an executive officer of the reporting institution.

Electronic submission of report for - Any holding company interested in submitting the FR Y-12 electronically should contact the appropriate Federal Reserve Bank. Holding companies choosing to submit these reports electronically must maintain in their files a manually signed and attested printout of the data submitted. Holding companies should use the cover page of the report form to fulfill the signature requirement and attach it to the data printout or declaration page.

Reporting in Dollars

All dollar amounts should be converted to U.S. dollars using the spot exchange rate on the report date, regardless of the currencies in which the transactions reported are denominated. The translations should be made on the same basis as used by the reporter to prepare its FR Y-9C and FR Y-9SP. If the BHC has no activity to report, enter a zero where appropriate.

Rounding

Round all dollar amounts reported on this form to the nearest million dollars.

Negative Entries

Any negative entries should be recorded in parentheses rather than with a minus (-) sign.

Confidentiality

The completed version of this report generally is available to the public upon request on an individual basis. However, a reporting BHC may request confidential treatment for certain portions of the FR Y-12 if the BHC is of the opinion that disclosure of specific commercial or financial information in the report would likely result in substantial harm to its competitive position, or that disclosure of the submitted information would result in an unwarranted invasion of personal privacy.

A request for confidential treatment must be submitted in writing concurrently with the submission of the report. The request must discuss in writing the justification for which confidentiality is requested and must demonstrate the specific nature of the harm that would result from public release of the information. Merely stating that competitive harm would result or that information is personal is not sufficient. The Federal Reserve System may subsequently release information for which confidential treatment is requested, if the Board of Governors determines that the disclosure of such information is in the public interest.

LINE ITEM INSTRUCTIONS FOR

Preparation of Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies

FR Y-12

Column Instructions

Column A: Acquisition Cost (Schedules A, B, and C)

Report in column A the aggregate acquisition cost of the nonfinancial equity investments of the BHC. For purposes of this report, acquisition cost represents the amount paid by the BHC for the nonfinancial equity investment when it was acquired. This value should only be adjusted to reflect permanent write-downs taken, as well as any partial returns of capital received.

Column B: Net Unrealized Holding Gains Not Recognized as Income (Schedules A and C)

Report in column B the net unrealized holding gains, net of applicable taxes; on all nonfinancial equity investments that are reported in accumulated other comprehensive income on the FR Y-9C or FR Y-9SP. For example, for nonfinancial equity investments treated as available-for-sale securities under FAS 115, report the unrealized gains reported in other comprehensive income. When calculating unrealized holding gains on nonfinancial equity investments, the amount should be reduced by any unrealized holding losses. If unrealized holding losses are greater than unrealized gains (i.e. net unrealized holding losses), record the net loss in parentheses rather than with a minus (–) sign.

Column C: Carrying Value (Schedules A, B (Col. B), and C)

Report in column C (and schedule B, column B) the carrying value of all nonfinancial equity investments as of the end of the reporting period. For the purposes of this report, carrying value refers to the amount of the investment as reflected in the BHC's consolidated financial statements prepared in accordance with GAAP.

For example:

- Equity securities accounted for under FAS 115 as available- for-sale are accounted for under FAS 115 at fair value on the balance sheet. Therefore the fair values would be considered the carrying value of these securities.
- For nonfinancial equity investments that are accounted for under the equity method of accounting, the carrying value is the acquisition cost adjusted for pro-rata share of earnings/losses and decreased by cash dividends or similar distributions.
- For nonfinancial equity investments that do not have readily determinable fair values, carrying value should be reported at historical cost.

(Schedule A only)

Column D: Publicly Quoted Value

Report in column D the publicly quoted market value of all publicly traded nonfinancial equity investments as of the end of the reporting period (e.g., the number of shares held times the closing market price per share on the last business day of the reporting period). For purposes of this report, a public company is a company that has one or more issues of publicly traded stock. If no quoted market price is available, enter zero.

(Schedule D only)

Column A and Column C: Acquisition Cost

Report in column A the aggregate acquisition cost of all ***direct investments*** subject to the listed transactions

during the reporting period. Report in column C the aggregate acquisition cost of all ***indirect investments*** subject to the listed transactions ***during the reporting period.*** For purposes of this report, acquisition cost represents the amount paid by the BHC for the nonfinancial equity investment when it was acquired, adjusted for any permanent write-downs taken in prior reporting periods, or any partial returns of capital received in prior reporting periods.

Column B and Column D: Carrying Value

Report in column B the carrying value of all ***direct investments*** subject to the listed transactions ***during the reporting period.*** Report in column D the carrying value of all *indirect investments* subject to the listed transactions ***during the reporting period.*** For the purposes of this report, carrying value refers to the amount of the investment as reflected in the BHC's consolidated financial statements prepared in accordance with GAAP. For example, available-for-sale equity securities generally are accounted for under FAS 115 at fair value on the balance sheet. Therefore fair value would be considered the carrying value of these securities.

Instructions for Specific Lines of Schedule A: Type of Investments

Line item 1 Direct investments in public entities

For purposes of this report, a public entity is an entity that has one or more issues of publicly traded stock. Report in column A the acquisition cost of the BHC's nonfinancial equity investment in public entities. Report in column B net unrealized holding gains not recognized as income. Report in column C the carrying value of the BHC's investments in public entities. Report in column D the publicly quoted value of the BHC's investments in public entities. Insert A

Line item 2 Direct investments in nonpublic entities

For purposes of this report, a nonpublic entity is one that does not have any issue of publicly traded stock. Report in column A the acquisition cost of these investments. Report in column B net unrealized holding gains not recognized as income. Report in column C the carrying value of these investments. Insert B

Line item 3 All indirect investments

Report in column A the acquisition cost of the BHC's nonfinancial equity investments in these funds or other entities. See the glossary for a definition of indirect investments. Report in column B net unrealized holding gains not recognized as income. Report in column C the carrying value of these investments. For purposes of this report, the total amount of the equity investment in the fund is reportable even if only a portion of the funds investments is made in nonfinancial companies. Insert C

Line item 4 Total portfolio

Report in columns A through C the totals of items 1, 2, and 3 for Schedule A.

Memoranda

Line item M1 Total portfolio

Check the box that represents the total number of companies in which the BHC has nonfinancial equity investments. For indirect investments, count the number of investment funds or similar entities in which the BHC has an indirect investment.

Line item M2 Investments held under merchant banking authority (FHCs only)

This item only applies to FHCs. Report in column A the acquisition cost of investments held by the FHC (on a consolidated basis) under the merchant banking authority of the Gramm–Leach–Bliley Act (12 U.S.C. 1843(k)(4)(H)) and Federal Reserve regulation. Report in column B net unrealized holding gains of these investments not recognized as income. Report in column C the carrying value as defined above. The carrying value should be reported using the same valuation method used in preparing the FR Y-9C or FR Y-9SP.

Line item M3 Pre-tax impact on net income from items 1, 2, and 3 above (FR Y-9C filers only)

For direct or indirect investments reported in items 1, 2, and 3 above, report the impact that these investments had on the bank holding company's consolidated net income (loss). The information reported for this line item should reflect the pre-tax year-to-date net gain (loss) that the nonfinancial equity investments reported on lines 1, 2, and 3 of the form had on the filer's net income (loss)

Insert A:

The carrying value should reflect both publicly quoted and non-publicly quoted values of an individual issuer's securities (e.g., a public issuer with different classes of equity securities).

Insert B:

When a company "goes public" the items previously included in Line item 2 should be moved to Line item 1 at the next reporting date after the event has occurred. The acquisition cost should remain unchanged but should be reported in Line item 1.

Deleted: ,

Deleted: with the acquisition cost remaining unchanged.¶

Insert C:

Also, if a mezzanine debt fund owns any securities convertible into an equity investment, the entire value of the fund should be reported.

reported in Schedule HI, item 8 of the FR Y-9C. Filers should not include overhead or other expense related items when calculating the net gain (loss) produced by the nonfinancial equity investments captured on the form. This item should not be reported by bank holding companies that file the FR Y-9SP report. If the impact on net income is a loss, report in parentheses. Include the net gain (loss) of all nonfinancial equity investments not held in the trading account, regardless of where such investments are reflected in the financial statements of the reporting bank holding company.

Line item M4 Investments managed for others

This item applies to all BHCs that manage nonfinancial equity investments for others by serving as a general partner in a limited partnership or performing a similar function in a private equity fund. These investments are not owned by the BHC and are not consolidated in the BHC's financial statements. Exclude investments managed through a bank trust department in a fiduciary capacity. While this is an off-balance sheet item, report the carrying value of all investments managed for others, as established by the general partner (in the case of a fund) or as established by the BHC in its investment management capacity. ***If the BHC does not manage nonfinancial equity investments for others, proceed to Schedule B.***

Instructions for Specific Lines of Schedule B: Type of Security

Line item 1 Common stock

Report in column A the acquisition cost of the BHC's nonfinancial equity investments that are in the form of voting and non-voting common stock. Report in column B the carrying value of all such voting and non-voting common stock held by the BHC.

Line item 2 Convertible debt and convertible preferred stock

Report in column A the acquisition cost of the BHC's nonfinancial equity investments that are in the form of convertible debt and convertible preferred stock. Report in column B the carrying value of such convertible bonds and convertible preferred stock held by the BHC. This item would include mezzanine debt that is convertible into equity.

Line item 3 Other equity instruments

Report in column A the acquisition cost of all of the BHC's other nonfinancial equity investments not specified in items 1 and 2. Report in column B the carrying value of these nonfinancial equity investments. See the glossary definition of equity investment for what types of securities to include in this item. Insert D

Line item 4 Total portfolio

Report the sum of items 1 through 3 for columns A and B. Item 4, columns A and C of Schedule A must equal item 4, columns A and B of Schedule B, respectively.

Memoranda

Line item M1 Unused equity commitments

Report any unused portion of legally binding commitments to make a nonfinancial equity investment.

Line item M2 Warrants

Does the BHC hold any Warrants or similar instruments received in connection with equity investment activity? (See the glossary definition) Enter "1" if yes, "0" if no.

Instructions for Specific Lines of Schedule C: Type of Entity Within the Banking Organization

Line item 1 Depository institutions

Line item 1(a) SBICs

Report in columns A, B, and C, the acquisition cost, net unrealized holding gains not recognized as income, and carrying value, respectively, of the nonfinancial equity investments held by all SBICs that are consolidated in the financial statements of a subsidiary depository institution of the BHC. Also include the acquisition cost and carrying value of any nonfinancial equity investment made by a subsidiary depository institution in a SBIC that is not consolidated with the depository institution for accounting purposes.

Line item 1(b) Edge and agreement corporations

Report in columns A, B, and C, the acquisition cost, net unrealized holding gains not recognized as income, and

Insert F

Insert D:

The acquisition cost of a warrant should be its initial valuation.

Insert F:
(Insert as a footnote on page INST-3 to: Instructions for Specific Lines of Schedule C: Type of Entity Within the Banking Organization)

Line items 1 and 2
If the BHC reclassifies an investment (e.g., from a SBIC investment to a merchant banking investment), reports filed after the reclassification should use the line item that reflects the new authority on which the BHC relies in holding the investment.

carrying value, respectively, of the direct and indirect nonfinancial equity investments of all Edge or agreement corporations that are owned or controlled by subsidiary depository institutions of the BHC. Edge corporations are formed under Section 25A of the Federal Reserve Act and agreement corporations are formed under Section 25 of the Federal Reserve Act.

Line item 1(c) All other

Report in columns A, B, and C, the acquisition cost, net unrealized holding gains not recognized as income, and carrying value, respectively, of the direct and indirect nonfinancial equity investments of the subsidiary depository institutions of the BHC that are not reported in items 1(a) or 1(b). All other nonfinancial equity investments owned or controlled directly or indirectly through a depository institution should be reported on this line item.

Line item 2 Parent holding company and other nonbank subsidiaries

Line item 2(a) SBICs

Report in columns A, B, and C, the acquisition cost, net unrealized holding gains not recognized as income, and carrying value, respectively, of the direct and indirect nonfinancial equity investments (including nonfinancial equity investments held under Merchant Banking Authority) of all SBICs that are consolidated with the BHC for accounting purposes and that are not owned or controlled by the BHC through a depository institution. Also include any nonfinancial equity investment made directly or indirectly by the BHC or a nondepository subsidiary in a SBIC that is not consolidated for accounting purposes.

Line item 2(b) Edge and agreement corporations

Report in columns A, and B, and C, the acquisition cost, net unrealized holding gains not recognized as income, and carrying value, respectively, of the direct and indirect nonfinancial equity investments of all Edge or agreement corporations that are not owned or controlled by the BHC through a depository institution. Edge corporations are formed under Section 25A of the Federal Reserve Act and agreement corporations are formed under Section 25 of the Federal Reserve Act.

Line item 2(c) Broker-Dealers

Report in columns A, B, and C, the acquisition cost, net unrealized holding gains not recognized as income, and carrying value, respectively, of the direct and indirect nonfinancial equity investments (including nonfinancial equity investments held under Merchant Banking Authority) of subsidiaries of the BHC that are registered with the Securities and Exchange Commission as a broker-dealer. Exclude any nonfinancial equity investment held in a trading account in accordance with applicable accounting principles and as part of an underwriting, market making or dealing activity. Also, exclude nonfinancial equity investments of broker–dealers that are controlled by the BHC through a depository institution.

Line item 2(d) Private Equity subsidiaries

Report in columns A, B, and C, the acquisition cost, net unrealized holding gains not recognized as income, and carrying value, respectively, of the all direct and indirect nonfinancial equity investments held in a nonbank subsidiary predominantly engaged in investing and managing nonfinancial equity investments authorized under section 4(c)(6) or 4(c)(7) of the BHC Act, or under Merchant Banking authority of GLBA (excluding investments held by SBICs, Edge/agreement corps, and Broker-Dealers reported in 2(a), 2(b), and 2(c) above.

Insert E

Line item 2(e) All other

Report in columns A, B, and C, the acquisition cost, net unrealized holding gains not recognized as income, and carrying value, respectively, of all other direct and indirect nonfinancial equity investments of the BHC and its nondepository institution subsidiaries that are not reported in items 2(a) through 2(d).

Line item 3 Total portfolio

Columns A, B, and C must equal the sum of items 1 and 2 of Schedule C, and item 4, columns A, B, and C of Schedule A.

Memoranda

Line item M1 Domestic investments

Report in columns A, B, and C, the acquisition cost, net unrealized holding gains not recognized as income, and

Insert E:

If the BHC manages private equity funds on behalf of other investors, the BHC should report only its ownership position.

Deleted: Insert F:¶
¶
Line items 1 and 2¶
If the BHC re-characterizes an investment (e.g., from a SBIC investment to a merchant banking investment), reports filed after the re-characterization should use the line item that reflects the new authority on which the BHC relies in holding the investment.¶

carrying value, respectively, of the direct and indirect nonfinancial equity investments of the consolidated BHC in companies domiciled in the 50 States of the United States, the District of Columbia, Puerto Rico, and U.S. territories and possessions. The sum of memoranda items 1 and 2, columns A, B, and C, should equal Schedule A, item 4, columns A, B, and C.

Line item M2 Foreign investments

Report in columns A, B, and C, the acquisition cost, net unrealized holding gains not recognized as income, and carrying value, respectively, of the direct and indirect nonfinancial equity investments of the consolidated BHC in companies domiciled outside the 50 States of the United States, the District of Columbia, Puerto Rico, and U.S. territories and possessions. The sum of memorandum item 1 and memorandum item 2, columns A, B, and C, should equal Schedule A, item 4, columns A, B, and C.

Instructions for Specific Lines of Schedule D: Nonfinancial Investment Transactions During Reporting Period

Line item 1 Purchases

Report in columns A and B for direct investments, and columns C and D for indirect investments, the aggregate acquisition cost and carrying value, respectively, of all nonfinancial equity investments made during the reporting period. In most cases carrying value will equal acquisition cost. This item is reported as a net addition to the portfolio.

Line item 2 Less: Return of Capital

Report in columns A and B for direct investments, and columns C and D for indirect investments, the aggregate acquisition cost and carrying value of all investments that realized returns of capital (exclusive of realized gains/losses) during the reporting period. This item is reported as a net reduction to the portfolio.

Insert G

Line item 3 Net Valuation Changes

Report in column B for direct investments, and column D for indirect investments, the aggregate net change to the portfolio carrying value since the last reporting period. Changes should include adjustments to all nonfinancial equity investments reflecting write-ups, write-downs, or write-offs during the reporting period. If the aggregate change is a negative value enclose in parentheses.

Line item 4 Other

Report in columns A and B for direct investments, and columns C and D for indirect investments, any other transactions affecting the aggregate acquisition cost or carrying value of the portfolio during the reporting period. (e.g., write-downs for permanent impairment or investments acquired through mergers. BHCs have the option of including permanent impairment write-downs to carrying value in net valuation changes in line item 3). If negative value enclose in parentheses.

Line item 5 Total Transactions

Report the sum of items 1 through 4, for columns A, B, C, and D.

Insert G:

There should be no returns of capital against outstanding warrants.

Glossary

For the definition of Appropriate Federal Reserve Bank, Bank Holding Company, BHC Act, Company, Control, Depository Institution, Edge Corporation, Financial Holding Company, and Foreign Investment, please refer to the glossary of the FR Y-10.

Acquisition Cost: For purposes of this report, acquisition cost refers to the aggregate acquisition cost of nonfinancial equity investments currently held. This value should be adjusted to reflect permanent write-downs as well as any partial returns of capital. Exclude adjustments for temporary impairment write- downs, amortization of discounts or premiums (e.g., on convertible debt), and fair value adjustments.

Carrying Value: For the purposes of this report, carrying value refers to the amount of the investment as reflected in the BHC's consolidated financial statements prepared in accordance with GAAP. Carrying value includes adjustments for return of capital as well as impairment write-downs, amortization of discounts or premiums (e.g., convertible debt), and fair value adjustments that are reflected on the balance sheet.

Convertible Bonds and Convertible Preferred Stock: For the purposes of this report, bonds or preferred stock that can be converted into or redeemed for a company's common stock at a prearranged price are considered convertible.

Direct Investment: Direct Investment: For the purposes of this report, a direct investment is any nonfinancial equity investment that the BHC or any of its consolidated subsidiaries holds directly in a nonfinancial entity.

Equity Investment: For purposes of this report, an equity investment refers to common stock, partnership interests, convertible preferred stock, convertible debt, and warrants, options, and other rights that give the holder the right to acquire common stock or instruments convertible into common stock. An equity investment does not include any position or security held in a trading account in accordance with applicable accounting principles and as part of an underwriting, market making or dealing activity.

Indirect Investment: For the purposes of this report, an indirect investment is a nonfinancial equity investment that the BHC or any of its consolidated subsidiaries has in an investment fund or similar entity that is engaged in the business of making equity investments in nonfinancial companies. An investment fund can be organized in any form, including as a partnership, corporation, or limited liability company. An example of an indirect investment is an investment in a private equity fund that makes merchant banking investments under section 4(k)(4)(H) of the BHC Act (12 U.S.C. 1843(k)(4)(H)).

Mezzanine Financing: Mezzanine generally refers to that subordinated layer of financing between a company's senior debt and equity. This type of financing combines the characteristics of debt and equity funding, and, in many instances, is convertible into equity securities or comes with warrants attached. Mezzanine debt is often used to finance acquisitions and buyouts, and is viewed as an attractive investment because of its higher returns that are unavailable to senior lenders. However, in a liquidation situation mezzanine lenders' repayment status is only better than that of the equity holders.

Nonfinancial Company: A nonfinancial company is a company that is engaged in any activity that has not been determined to be financial in nature or incidental to a financial activity under section 4(k) of the BHC Act (12 U.S.C. 1843(k)). Examples of activities that are considered nonfinancial in nature are: Telecommunications, Health Care, Entertainment, Transportation, and Manufacturing.

Subsidiary: For purposes of this report, subsidiary means any company in which the BHC, directly or indirectly, owns or controls more than 50 percent of the outstanding voting stock and which is consolidated under GAAP in the parent holding company's financial statements. Insert H

Warrant: A type of security, usually issued together with a subordinated debt instrument (Mezzanine Debt), restructured debt, or a bond or preferred stock offer, that entitles the holder to buy (exercise) a proportionate amount of common stock at a specified price, for a period of years or to perpetuity.

Insert H:

Accordingly, if a BHC owns 50 percent or less of a joint venture, there is no need to report non-financial equity investments held by that joint venture.

Deleted: less than