

Mr Robert P. Garnett  
Chairman of the International Financial  
Reporting Interpretations Committee  
30 Cannon Street  
London EC4M 6XH  
United Kingdom

Institut der Wirtschaftsprüfer  
in Deutschland e. V.

Wirtschaftsprüferhaus  
Tersteegenstraße 14  
40474 Düsseldorf  
Postfach 32 05 80  
40420 Düsseldorf

TELEFONZENTRALE:  
+49(0)211/45 61-0

FAX GESCHÄFTSLEITUNG:  
+49(0)211/454 10 97

INTERNET:  
[www.idw.de](http://www.idw.de)

E-MAIL:  
[info@idw.de](mailto:info@idw.de)

BANKVERBINDUNG:  
Deutsche Bank AG Düsseldorf  
BLZ 300 700 10  
Kto.-Nr. 7480 213

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Dear Mr Garnett

**Fair Value Measurement of Financial Instruments in Inactive Markets:  
Determining the Discount Rate for Present Value Computations (IAS 39)**

Occasioned by the extreme developments within the financial markets during the past few weeks, the IASB and the FASB have recently discussed a number of accounting and reporting issues arising in the context of the global financial crisis, including the application of the fair value hierarchy of IAS 39 and the fair value measurement of financial instruments in markets that are no longer active. These issues have become even more important since the markets for plain vanilla bonds and other standard financial instruments have become inactive for longer periods, as has been experienced on markets for (certain) securitisation instruments. The inactivity of a market for a particular financial instrument is strongly evidenced by both a significant widening of the bid-ask-spread in the brokered markets for that financial instrument (indicative prices only), and no trading volume, respectively a significant decrease in the volume of trades relative to historic levels as well as other relevant factors (see IASB's press release of 14 October 2008, which refers to guidance previously issued in a FASB Staff Position). An inactive market can still exist, despite the incidence of isolated transactions. In such situations, however, the preparer needs to justify why the assumption of an illiquid market is appropriate.

In an active market, the best evidence of fair value is quoted prices (IAS 39.48A). If the market for a financial instrument is not active (illiquid), an entity

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establishes fair value by using a valuation technique. Valuation techniques include discounted cash flow analysis (IAS 39.AG74). Indeed, such discounted cash flow techniques are becoming increasingly relevant because, under such conditions as have been faced recently, it is often neither possible to deduce fair value from recent arm's length market transactions in the particular financial instrument nor to draw upon current fair values of other instruments that are substantially the same.

One crucial aspect of applying discounted cash flow techniques is the determination of the discount rate for present value computations in inactive markets. As you are certainly aware, this topic has been the subject of widespread debate between preparers of financial statements, auditors and other interested parties.

After intense and comprehensive deliberation, we have developed a proposal as to how to adequately understand IAS 39 in this context, which we explain below. We have discussed this proposal with the German Federal Government, the BaFin (the German securities, banking and insurance supervisor) and the Deutsche Bundesbank (German Central Bank), all of whom support the approach.

Discounted cash flow models usually forecast cash flows generated by the financial instrument and discount these cash flows using a term and risk adequate yield curve. This yield curve consists of three major components, i.e. the basic risk-free interest rate, the credit spread and the liquidity spread. These spread components have to be distinguished between components that are observable on the market and components that are not observable on the market.

In liquid markets the credit spread, i.e. the premium over the basic interest rate for credit risk, may be derived from observable market prices for traded instruments of different credit quality or from observable interest rates charged by lenders for loans of various credit ratings (IAS 39.AG82(b)). In illiquid (inactive) markets valuation techniques that comprise discounted future cash flows and related credit risk are used to arrive at an appropriate determination of fair value.

The liquidity spread basically reflects supply and demand in those financial instruments. In active markets the liquidity spread can be derived from internal rates of return and is observable. In illiquid markets the liquidity spread is not observable because it is neither quoted separately (e.g. by a broker or pricing service agency) nor indirectly deducible from transaction prices.

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According to IAS 39.AG78, subsequent to initial recognition, an entity may not have information from recent transactions to determine the appropriate spread over the basic interest rate for use in determining a discount rate for a present value computation. It would be reasonable to assume, in the absence of evidence to the contrary, that no changes have taken place in the spread that existed on initial recognition. However, the entity would be expected to make reasonable efforts to determine whether there is evidence that there has been a change in such factors. When evidence of a change exists, the entity would consider the effects of the change in determining the fair value of the financial instrument.

Applying this principle to the case of a liquidity spread that is no longer observable on the market, an entity uses, as a starting point, the latest observable amount of this spread component (i.e. when the market was last deemed to be active). Subsequently, when evidence of an adverse change exists, this spread component has to be increased by a premium which must be determined on the basis of both the nature of the specific instrument and the relevant market conditions. However, the maximum amount of this liquidity risk may not exceed the liquidity risk of a non-tradeable loan or receivable which, except in terms of its tradeability, is comparable to the security to be measured.

We support our proposal as to how to adequately understand IAS 39 as follows: In our opinion, the concept underlying IAS 39's fair value hierarchy is that (objective) price information obtained from the market is more relevant and reliable than (subjective) management estimates. However, this concept does, at the same time, acknowledge that market information is only superior as long as markets are functioning properly, at least to a certain degree. Consequently, the fair value hierarchy also requires a (successive) transition from a market-based to a model-based valuation when markets are becoming inactive and no longer provide useful inputs for one or more parameters affecting the value of a financial instrument at the measurement date (such as interest rate spreads containing a credit and liquidity risk element). In such circumstances, model-based valuation should aim to calculate the value of a financial instrument that could reasonably be expected to be the price market participants would agree upon, were they acting in a rational manner.

According to IAS 39.AG75 the objective of using a valuation technique is to establish what the transaction price would have been on the measurement date in an arm's length exchange motivated by normal business considerations. The reference to "normal" business considerations should not be misinterpreted as

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implying that no "stressed" business considerations may be taken into account. Rather, in our view, the reference to "normal" business considerations serves firstly to distinguish between "normal" market conditions on the one hand and forced transactions, involuntary liquidations, distress sales on the other, and secondly to eliminate from the valuations, market behaviour that is clearly not indicative of fair value.

We would be pleased to answer any questions that you may have or discuss any aspect of this letter. Moreover, we would be pleased to provide IFRIC with a more detailed in-depth analysis, which would also include practical issues that need to be addressed in the model-based valuation described above.

Yours sincerely



Klaus-Peter Naumann  
Chief Executive Officer