

APB Opinion No. 12

Omnibus Opinion - 1967

Classification and Disclosure of Allowances
Disclosure of Depreciable Assets and Depreciation
Deferred Compensation Contracts
Capital Changes
Convertible Debt and Debt Issued with Stock Warrants
Amortization of Debt Discount and Expense or Premium

STATUS

Issued: December 1967

Effective Date: For fiscal periods beginning after December 31, 1967

Affects: Amends APB 10, paragraphs 8 and 9

Affected by: **Paragraph 6 amended by FAS 87 and FAS 106**
Paragraphs 11 through 15 and footnote 2 superseded by APB 14
Footnote 1 superseded by FAS 106 and FAS 111

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INTRODUCTION

1. This is the second of a series of Opinions which the board Expects to issue periodically containing:
 - a. Amendments of prior Opinions of the Accounting Principles Board and Accounting Research Bulletins of its predecessor, the committee on accounting procedure, as appear necessary to clarify their meaning or to describe their applicability under changed conditions.
 - b. Affirmation of accounting principles and methods which have become generally accepted through practice and which the Board believes to be sound, and when it desires to prevent the possible development of less desirable alternatives.
 - c. Conclusions as to appropriate accounting principles and methods on subjects not dealt with in previous pronouncements and for which a separate Opinion is not believed to be warranted.

CLASSIFICATION AND DISCLOSURE OF ALLOWANCES

2. Although it is generally accepted that accumulated allowances for depreciation and depletion and asset valuation allowances for losses such as those on receivable and investments should be deducted from the assets to which they relate, there are instances in which these allowances are shown among liabilities or elsewhere on the credit side of the balance sheet.
3. It is the Board's opinion that such allowances should be deducted from the assets or groups of assets to which the allowances relate, with appropriate disclosure.

DISCLOSURE OF DEPRECIABLE ASSETS AND DEPRECIATION

4. Disclosure of the total amount of depreciation expense entering into the determination of results of operations has become a general practice. The balances of major classes of depreciable assets are also generally disclosed. Practice varies, however, with respect to disclosure of the depreciation method or methods used.
5. Because of the significant effects on financial position and results of operations of the depreciation method or methods used, the following disclosures should be made in the financial statements or in notes thereto:
 - a. Depreciation expense for the period,
 - b. Balances of major classes of depreciable assets, by nature or function, at the balance sheet date and,
 - c. Accumulated depreciation, either by major classes of depreciable assets or in total, at the balance-sheet date, and
 - d. A general description of the method or methods used in computing depreciation with respect to major classes of depreciable assets.

DEFERRED COMPENSATION CONTRACTS

6. APB Opinion No. 8, Accounting for the Cost of Pension Plans, applies to deferred compensation contracts with individual employees if such contracts, taken together, are equivalent to a pension plan. The Board believes that other deferred compensation contracts should be accounted for individually on an accrual basis. Such contracts customarily include certain requirements such as continued employment for a specified period and availability for consulting services and agreements not to compete after retirement, which, if not complied with, remove the employer's obligations for future payments. The estimated amounts¹ to be paid under each contract should be accrued in a systematic and rational manner over the period of active employment from the time the contract is entered into, unless it is evident that future services expected to be received by the employer are commensurate with the payments or a portion of the payments to be made. If elements of both current and future services are present, only the portion applicable to the current services should be accrued.

7. Some deferred compensation contracts provide for periodic payments to employees or their surviving spouses for life with provisions for a minimum lump-sum settlement in the event of the early death of one or all of the beneficiaries. The estimated amount¹ of future payments to be made under such contracts should be accrued over the period of active employment from the time the contract is entered into. Such estimates should be based on the life expectancy of each individual concerned (based on the most recent mortality tables available) or on the estimated cost of an annuity contract rather than on the minimum payable in the event of early death.

8. At the effective date of this Opinion, amounts¹ pertaining to deferred compensation contracts with employees actively employed, which amounts have not been accrued in a manner consistent with the provisions of the Opinion, should be accrued over the employee's remaining term of active employment. For purposes of transition, these amounts may be accrued over a period of up to ten years if the remaining term of active employment is less than ten years.

CAPITAL CHANGES

9. Paragraph 7 of APB Opinion No. 9, Reporting the results of Operations, states that "The statement of income and the statement of retained earnings (separately or combined) are designed to reflect, in a broad sense, the 'results of operations'." Paragraph 28 of APB Opinion No.9 states that certain capital transactions "... should be excluded from the determination of net income or the results of operations under all circumstances." Companies generally have reported the current year's changes in stockholders' equity accounts other than retained earnings in separate statements or notes to the financial statements when presenting both financial position and results of operations for one or more years. A question has arisen as to whether, because of the language of APB Opinion No. 9, changes in stockholders' equity accounts other than retained earnings are required to be reported.

10. When both financial position and results of operations are presented, disclosure of changes in the separate accounts comprising stockholders' equity (in addition to retained earnings) and of the changes in the number of shares of equity securities during at least the most recent annual fiscal period and any subsequent interim period presented in required to make the financial statements sufficiently informative. Disclosure of such changes may take the form of separate statements or may be made in the basic financial statements or notes thereto.

CONVERTIBLE DEBT AND DEBT ISSUED WITH STOCK WARRANTS

11. Paragraphs 8 and 9 of APB Opinion No. 10 call for certain accounting treatment, effective for periods beginning after December 31, 1966, for proceeds received for debt securities convertible into stock or issued together with warrants to purchase stock. Since the issuance of that Opinion, the Board has observed developments in the use of securities of this character and experiences in the application of those paragraphs of the Opinion. In addition, the Board has received views of interested parties relative to the nature of these securities and the problems in implementing the paragraphs. These observations and views have suggested that because certain aspects of these instruments, particularly in the case of convertible debentures, raise difficult estimation and other problems, further study is needed in this area. Also, because of the actual or potential equity nature of these instruments, the relationship between the accounting for the proceeds and the treatment of "residual" securities in the determination of earnings per share has created problems which need to be studied further. For these reasons, the Board is temporarily suspending the effectiveness of paragraphs 8 and 9 of Opinion No. 10 retroactively to their effective date.

12. In the meantime, the Board is studying further the accounting treatment of the various types of convertible and participation securities in relation to the determination of results of operations and earnings per share, including the residual aspects of such securities, and plans to issue a separate Opinion on this subject by December 31, 1968. It should be noted, however, that some issues of convertible debt securities may presently be residual securities and should be treated as such for the purpose of determining earnings per share as provided in paragraph 33 of APB Opinion No. 9, regardless of the suspension referred to above.

13. Pending issuance of the new Opinion, the accounting treatment set forth in paragraph 8 and 9 of Opinion No. 10 is considered to be an acceptable practice.

14. Since the paragraphs being suspended were effective for fiscal periods beginning after December 31, 1966, the Board may decide to have the new Opinion effective on a retroactive basis for such fiscal periods.

15. Those entities which otherwise are or would be subject to the accounting requirements of paragraphs 8 and 9 of Opinion No. 10 (by virtue of having issued, during a fiscal period beginning after December 31, 1966, convertible debt or debt with stock warrants) may elect, as a result of this suspension, not to adopt such accounting treatment. If an entity so elects, the Board has concluded that, until issuance of its Opinion with respect to the treatment of such securities, a dual presentation of earnings per share of common stock should be furnished on the face of the statement of income. This dual presentation should disclose (a) earnings per share computed in accordance with

¹ **The amounts to be accrued periodically should result in an accrued amount at the end of the term of active employment which is not less than the then present value of the estimated payments to be made.**

Opinion No. 9, based on average shares outstanding during the period and (b) earnings per share computed on the assumption that *all* conversions and contingent issuances² had taken place. (The bases for each of these computations should be disclosed.) These computations should be described somewhat as follows:

Earnings per share of common stock—	
Based on average shares outstanding during the period	\$X.XX
Based on assumption of conversion or exercise of all outstanding convertible securities, options and warrants	\$X.XX

The purpose of the dual presentation is to recognize and emphasize the complex nature of these securities, including the existence of equity security characteristics, and the possibility that conversion of the security or exercise of options or of warrants may affect earnings per share of common stock. In addition, disclosure should be made that the provisions of the proposed new Opinion may be required to be applied retroactively in financial statements for fiscal periods beginning after December 31, 1966. Such disclosure should include an estimate, if reasonable determinable, of the effect upon net income of retroactive application of paragraphs 8 and 9 of Opinion No. 10. This disclosure should be made in total and on a per-share basis.

Messrs. Armstrong and Layton concur with the temporary suspension of paragraphs 8 and 9 of Opinion No. 10, but do not agree with paragraph 14 and the disclosures required in the last three sentences of paragraph 15 above, since they believe that retroactive application of any new Opinion on the subject should not be required. They therefore object to the disclosures implying the possibility of retroactive application and further believe that such disclosures will create unnecessary uncertainties in the minds of readers of financial statements.

Mr. Halvorson concurs with paragraphs 11, 12, and 13 suspending the effectiveness of paragraphs 8 and 9 of APB Opinion No. 10. But he believes the suspension should be unconditional and therefore disagrees with paragraph 14 implying retroactive application of a new Opinion and with paragraph 15 attaching conditions to the suspension.

Mr. Luper dissents from the section of this section of this Opinion entitled "Convertible Debt and Debt Issued with Stock Warrants" (paragraphs 11-15) because he does not agree with the conclusions in paragraphs 14 and 15. He believes that the statement in paragraph 14 that the Board may decide to require retroactive treatment for a new Opinion to be issued in the future establishes an unsound precedent. In his view the Board should not require that its Opinions be accorded retroactive treatment because such action introduces a condition of instability in financial reporting standards—a condition that, from a business viewpoint, is inimical to both those who prepare and those who use financial statements.

Mr. Luper regards the further requirement in paragraph 15 that issuers of financial statements shall state, under the conditions given, that their reported net income and earnings per share may be revised subsequently because of possible conclusions to be included in an Opinion not yet formulated by the Board is an unreasonable intrusion on the responsibilities of such issuers.

AMORTIZATION OF DEBT DISCOUNT AND EXPENSE OR PREMIUM

16. Questions have been raised as to the appropriateness of the "interest" method of periodic amortization of discount and expense or premium on debt (i.e., the difference between the net proceeds, after expense, received upon issuance of debt and the amount repayable at its maturity) over its term. The objective of the interest method is to arrive at a periodic interest cost (including amortization) which will represent a level effective rate on the sum of the face amount of the debt and (plus or minus) the unamortized premium or discount and expense at the beginning of each period. The difference between the periodic interest cost so calculated and the nominal interest on the outstanding amount of the debt is the amount of periodic amortization.

² See Opinion No. 9, paragraph 43.

17. In the Board's opinion, the interest method of amortization is theoretically sound and an acceptable method.

EFFECTIVE DATE OF THIS OPINION

18. As indicated in paragraph 11, the effectiveness of paragraphs 8 and 9 of Opinion No. 10 is temporarily suspended retroactively to their effective date. In other respects, this Opinion shall be effective for fiscal periods beginning after December 31, 1967. However, the Board encourages earlier application of the provisions of this Opinion.

All portions of the Opinion entitled "Omnibus Opinion—1967" were adopted by the twenty members of the board, except as follows: Messrs. Armstrong and Layton assented with qualification as to paragraph 14 and the last three sentences of paragraph 15 and Mr. Halvorson assented with qualification as to paragraphs 14 and 15. Mr. Luper dissented as to paragraphs 11-15.

NOTES

Opinions present the considered opinion of at least two-thirds of the members of the Accounting Principles Board, reached on a formal vote after examination of the subject matter.

Except as indicated in the succeeding paragraph, the authority of the Opinions rests upon their general acceptability. While it is recognized that general rules may be subject to exception, the burden of justifying departures from Board Opinions must be assumed by those who adopt other practices.

Action of Council of the Institute (Special Bulletin, Disclosure of Departures From Opinions of Accounting Principles Board, October 1964) provides that:

- a. "Generally accepted accounting principles" are those principles which have substantial authoritative support.*
- b. Opinions of the Accounting Principles Board constitute "substantial authoritative support."*
- c. "Substantial authoritative support" can exist for accounting principles that differ from Opinions of the Accounting Principles Board.*

The Council action also requires that departures from Board Opinions be disclosed in footnotes to the financial statements or in independent auditors' reports when the effect of the departure on the financial statements is material.

Unless otherwise stated, Opinions of the Board are not intended to be retroactive. They are not intended to be applicable to immaterial items.

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