

# APB 29: Accounting for Nonmonetary Transactions

## APB 29 STATUS

Issued: May 1973

Effective Date: For transactions after September 30, 1973

Affects: Amends APS 4, paragraph 182 and footnote 51

Affected by:

- Paragraph 3(c) amended by FAS 153, paragraph 2(a)
- Paragraph 4 amended by FAS 71, paragraph 26(l), and FAS 153, paragraph 2(b)
- Paragraph 4(a) amended by FAS 141, paragraph E4, and FAS 141(R), paragraph E4(a)
- Paragraph 18 amended by FAS 157, paragraph E3(a)
- Paragraph 20 replaced by FAS 153, paragraph 2(c), and amended by FAS 157, paragraph E3(b)
- Paragraphs 21 and 23 amended by FAS 144, paragraph C4
- Paragraph 21 replaced by FAS 153, paragraph 2(d)
- Paragraph 21A added by FAS 153, paragraph 2(d)
- Paragraph 25 deleted by FAS 157, paragraph E3(c)
- Paragraph 27 amended by FAS 96, paragraph 204, and FAS 109, paragraph 287
- Footnotes 3 and 6 deleted by FAS 153, paragraphs 2(a) and 2(d), respectively
- Footnote 3a added by FAS 141, paragraph E4, and amended by FAS 141(R), paragraph E9
- Footnote 4 replaced by FAS 123, paragraph 383
- Footnote 4 amended by FAS 123(R), paragraph D12
- Footnote 5 deleted by FAS 157, paragraph E3(a)
- Footnote 5a added by FAS 144, paragraph C4, and amended by FAS 153, paragraph 2(c)
- Footnote 7 effectively deleted by FAS 144, paragraph C2(b), and deleted by FAS 160, paragraph C4

Other Interpretive Pronouncements: FIN 30  
FTB 85-1

AICPA Accounting Standards Executive Committee (AcSEC)

Related Pronouncements: SOP 75-2  
SOP 88-1  
PB 4

Issues Discussed by FASB Emerging Issues Task Force (EITF)

Affects: No EITF Issues

Interpreted by:

- Paragraph 3 interpreted by EITF Issue No. 01-2
- Paragraph 3(e) interpreted by EITF Issue No. 98-3
- Paragraph 18 interpreted by EITF Issue No. 93-11
- Paragraph 20 interpreted by EITF Issue No. 01-2
- Paragraph 20(b) interpreted by EITF Issue No. 04-13
- Paragraphs 21 and 22 interpreted by EITF Issues No. 98-3 and 01-2
- Paragraph 23 interpreted by EITF Issues No. 01-2 and 02-11

Related Issues: EITF Issues No. 87-21, 91-5, 99-4, 99-17, 02-16, and 03-11

## INTRODUCTION

1. Most business transactions involve exchanges of cash or other monetary assets or liabilities <sup>i</sup>1 for goods or services. The amount of monetary assets or liabilities exchanged generally provides an objective basis for measuring the cost of nonmonetary assets or services received by an enterprise as well as for measuring gain or loss on nonmonetary assets transferred from an enterprise. Some transactions, however, involve either (a) an exchange with another entity (reciprocal transfer <sup>ii</sup>1) that involves principally nonmonetary assets or liabilities <sup>iii</sup>1 or (b) a transfer of nonmonetary assets for which no assets are received or relinquished in exchange (nonreciprocal transfer <sup>iv</sup>1). Both exchanges and nonreciprocal transfers that involve little or no monetary assets or liabilities are referred to in this section as nonmonetary transactions.

2. Questions have been raised concerning the determination of the amount to assign to a nonmonetary asset transferred to or from an enterprise in a nonmonetary transaction and also concerning the recognition of a gain or loss on a nonmonetary asset transferred from an enterprise in a nonmonetary transaction. Practice has varied; some nonmonetary transactions have been accounted for at the estimated fair value of the assets transferred and some at the amounts at which the assets transferred were previously recorded. This Opinion sets forth the views of the Board on accounting for nonmonetary transactions.

### Definitions

3. The meanings of certain terms used in this section are:

- a. *Monetary assets and liabilities* are assets and liabilities whose amounts are fixed in terms of units of currency by contract or otherwise. Examples are cash, short- or long-term accounts and notes receivable in cash, and short- or long-term accounts and notes payable in cash. <sup>v</sup>2
- b. *Nonmonetary assets and liabilities* are assets and liabilities other than monetary ones. Examples are inventories; investments in common stocks; property, plant and equipment; and liabilities for rent collected in advance. <sup>vi</sup>2
- c. *Exchange* (or *exchange transaction*) is a reciprocal transfer between an enterprise and another entity that results in the enterprise's acquiring assets or services or satisfying liabilities by surrendering other assets or services or incurring other obligations. A reciprocal transfer of a nonmonetary asset shall be deemed an exchange only if the transferor has no substantial continuing involvement in the transferred asset such that the usual risks and rewards of ownership of the asset are transferred.
- d. *Nonreciprocal transfer* is a transfer of assets or services in one direction, either from an enterprise to its owners (whether or not in exchange for their ownership interests) or another entity or from owners or another entity to the enterprise. An entity's reacquisition of its outstanding stock is an example of a nonreciprocal transfer.
- e. *Productive assets* are assets held for or used in the production of goods or services by the enterprise. Productive assets include an investment in another entity if the investment is accounted for by the equity method but exclude an investment not accounted for by that method. *Similar productive assets* are productive assets that are of the same general type, that perform the same function or that are employed in the same line of business.

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<sup>3</sup>[This footnote has been deleted. See Status page.]

### Applicability

4. This Opinion does not apply to the following transactions:

**[Note: Prior to the adoption of FASB Statement No. 141 (revised 2007), *Business Combinations* (effective for business combinations with an acquisition date on or after the beginning of the first annual reporting period beginning on or after 12/15/08), subparagraph (a) should read as follows:]**

- a. A business combination accounted for by an enterprise according to the provisions of FASB Statement No. 141, *Business Combinations*, <sup>vii</sup>3a

**[Note: After the adoption of Statement 141(R), subparagraph (a) and footnote 3a should read as**

**follows:]**

- a. A business combination accounted for by an enterprise according to the provisions of FASB Statement No. 141 (revised 2007), *Business Combinations*,<sup>viii</sup> **3a**
- b. A transfer of nonmonetary assets solely between companies or persons under common control, such as between a parent company and its subsidiaries or between two subsidiary corporations of the same parent, or between a corporate joint venture and its owners,
- c. Acquisition of nonmonetary assets or services on issuance of the capital stock of an enterprise,<sup>ix</sup> **4**
- d. Stock issued or received in stock dividends and stock splits which are accounted for in accordance with ARB No. 43, Chapter 7B,
- e. A transfer of assets to an entity in exchange for an equity interest in that entity,
- f. A pooling of assets in a joint undertaking intended to find, develop, or produce oil or gas from a particular property or group of properties, as described in paragraph 44 of FASB Statement No. 19, *Financial Accounting and Reporting by Oil and Gas Producing Companies*, as amended by FASB Statements No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, No. 145, *Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections*, and No. 153, *Exchanges of Nonmonetary Assets*,
- g. The exchange of a part of an operating interest owned for a part of an operating interest owned by another party that is subject to paragraph 47(e) of Statement 19, and
- h. The transfer of a financial asset within the scope of FASB Statement No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*.

Some exchanges of nonmonetary assets involve a small monetary consideration, referred to as "boot," even though the exchange is essentially nonmonetary. This Opinion also applies to those transactions. For purposes of applying this Opinion, events and transactions in which nonmonetary assets are involuntarily converted (for example, as a result of total or partial destruction, theft, seizure, or condemnation) to monetary assets that are then reinvested in other nonmonetary assets—are monetary transactions since the recipient is not obligated to reinvest the monetary consideration in other nonmonetary assets.

## DISCUSSION

### Present Accounting for Nonmonetary Transactions

5. *Nonreciprocal Transfers with Owners.* Some nonmonetary transactions are nonreciprocal transfers between an enterprise and its owners. Examples include (a) distribution of nonmonetary assets, such as marketable equity securities, to stockholders as dividends, (b) distribution of nonmonetary assets, such as marketable equity securities, to stockholders to redeem or acquire outstanding capital stock of the enterprise, (c) distribution of nonmonetary assets, such as capital stock of subsidiaries, to stockholders in corporate liquidations or plans of reorganization that involve disposing of all or a significant segment of the business (the plans are variously referred to as spin-offs, split-ups, and split-offs), and (d) distribution of nonmonetary assets to groups of stockholders, pursuant to plans of rescission or other settlements relating to a prior business combination, to redeem or acquire shares of capital stock previously issued in a business combination. Accounting for decreases in owners' equity that result from nonreciprocal nonmonetary transactions with owners has usually been based on the recorded amount of the nonmonetary assets distributed.

6. *Nonreciprocal Transfers with Other Than Owners.* Other nonmonetary transactions are nonreciprocal transfers between an enterprise and entities other than its owners. Examples are the contribution of nonmonetary assets by an enterprise to a charitable organization and the contribution of land by a governmental unit for construction of productive facilities by an enterprise. Accounting for nonmonetary assets received in a nonreciprocal transfer from an entity other than an owner has usually been based on fair value of the assets received while accounting for nonmonetary assets transferred to another entity has usually been based on the recorded amount of the assets relinquished.

7. *Nonmonetary Exchanges.* Many nonmonetary transactions are exchanges of nonmonetary assets or services with another entity. Examples include (a) exchange of product held for sale in the ordinary course of business (inventory) for dissimilar property as a means of selling the product to a customer, (b) exchange

of product held for sale in the ordinary course of business (inventory) for similar product as an accommodation - that is, at least one party to the exchange reduces transportation costs, meets immediate inventory needs, or otherwise reduces costs or facilitates ultimate sale of the product—and not as a means of selling the product to a customer, and (c) exchange of productive assets—assets employed in production rather than held for sale in the ordinary course of business - for similar productive assets or for an equivalent interest in similar productive assets. Examples of exchanges in category (c) include the trade of player contracts by professional sports organizations, exchange of leases on mineral properties, exchange of one form of interest in an oil producing property for another form of interest, exchange of real estate for real estate. Accounting for nonmonetary assets acquired in a nonmonetary exchange has sometimes been based on the fair value of the assets relinquished and sometimes on the recorded amount of the assets relinquished.

### **Differing Views**

8. Views of accountants differ as to appropriate accounting for all of the types of nonmonetary transactions described in paragraphs 5 to 7.

9. *Nonreciprocal Transfers of Nonmonetary Assets to Owners.* Some believe that accounting for nonreciprocal transfers of nonmonetary assets to owners should be based on the carrying amount of the nonmonetary assets transferred because only that method is consistent with the historical cost basis of accounting.

10. Others believe that accounting for transfers of nonmonetary assets to reduce certain owners' interests other than through a reorganization, liquidation, or rescission of a prior business combination should be based on the fair value of the nonmonetary assets distributed or the fair value of the stock representing the owners' equity eliminated, whichever is more clearly evident. In their view, disposing of the value represented by a nonmonetary asset is a significant economic event, and the unrecorded increase or decrease that has resulted in the value of the nonmonetary asset since its acquisition should be recognized.

11. Many who agree with accounting based on fair value for a nonreciprocal transfer of a nonmonetary asset that reduces certain owners' interests also believe that distributing a nonmonetary asset as an ordinary dividend (but not distributing a nonmonetary asset as a liquidating dividend or in a spin-off, reorganization or similar distributions) may be regarded as equivalent to an exchange with owners and therefore recorded at the fair value of the nonmonetary asset distributed, particularly if the dividend is distributable as either cash or the nonmonetary asset at the election of the owner. They believe that failure to recognize the fair value of nonmonetary assets transferred may both misstate the dividend and fail to recognize gains and losses on nonmonetary assets that have already been earned or incurred by the enterprise and should be recognized on distributing the assets for dividend purposes.

12. Others generally agree with the view that nonreciprocal transfers of nonmonetary assets to certain owners should be accounted for at fair value but believe that dividends and other prorata distributions to owners are essentially similar to liquidating dividends or distributions in spin-offs and reorganizations and should be accounted for at the recorded amount of the asset transferred.

13. *Nonreciprocal Receipts of Nonmonetary Assets.* Many believe that a nonmonetary asset received in a nonreciprocal transfer from other than owners should be recorded at fair value because fair value is the only value relevant to the recipient enterprise. Others believe that such nonmonetary assets should be recorded at a nominal value since fair value cannot be reasonably determined in view of performance obligations usually agreed to by the recipient as a consideration for the transfer.

14. *Nonreciprocal Transfers of Nonmonetary Assets to Other Than Owners.* Some believe that accounting for a nonreciprocal transfer of a nonmonetary asset to an entity other than an owner should be based on the carrying amount of the asset transferred because only that method is consistent with the historical cost basis of accounting. Others believe that failure to recognize the fair value of a nonmonetary asset transferred may both understate (or overstate) expenses incurred and fail to recognize gains or losses on nonmonetary assets that have already been earned or incurred by the enterprise and should be recognized when the transfer of the asset is recognized as an expense.

15. *Exchange Transactions.* Some believe that accounting for an exchange of nonmonetary assets between an enterprise and another entity (an enterprise or individual acting in a capacity other than a stockholder of the enterprise) should be based on the fair values of the assets involved, while others believe that accounting for the exchange should be based on the carrying amount of the asset transferred from the enterprise. Those who advocate the former view believe it to be the only method consistent with the accounting principle that an asset acquired should be recorded at its cost as measured by the fair value of the asset relinquished to acquire it. Those advocating the latter view believe that revenue should be recognized only if an exchange involves monetary assets; therefore recognizing fair value is inappropriate unless a monetary asset is received in an exchange.

16. Many accountants who accept the concept that accounting for an exchange of nonmonetary assets should be based on fair value believe that problems of measurement and questions about the conditions for recognizing revenue require modification of the concept in two types of exchanges. They therefore conclude that:

- a. Fair values should not be recognized if an enterprise exchanges product or property held for sale in the ordinary course of business for product or property to be sold in the same line of business. The emphasis in that exchange, in their view, is on developing economical ways to acquire inventory for resale to customers rather than on marketing inventory to obtain revenue from customers. Therefore, "swapping" inventories between enterprises that are essentially competitors and not customers of each other is merely an incidental early stage of an earning process, and revenue should not be recognized until the time of sale of the exchanged products (in the same or another form) to a customer of the enterprise.
- b. Fair value should not be recognized if an enterprise exchanges a productive asset for a similar productive asset or an equivalent interest in the same or similar productive asset. Therefore, revenue should not be recognized merely because one productive asset is substituted for a similar productive asset but rather should be considered to flow from the production and sale of the goods or services to which the substituted productive asset is committed.

17. *Fair Value Not Determinable.* General agreement exists that a nonmonetary transaction, regardless of form, should not be recorded at fair value if fair value is not determinable within reasonable limits. Major uncertainties concerning realizability of the fair value proposed to be assigned to a nonmonetary asset received in a nonmonetary transaction are indicative of an inability to determine fair value within reasonable limits. Some believe that only an exchange transaction between parties with essentially opposing interests provides an independent test of fair value to be used in measuring the transaction; therefore fair value is determinable within reasonable limits only in a negotiated exchange transaction. Others believe that fair value in a nonreciprocal transfer is also often determinable within reasonable limits and should be recognized in certain types of transactions.

## OPINION

### Basic Principle

18. The Board concludes that in general accounting for nonmonetary transactions should be based on the fair values of the assets (or services) involved which is the same basis as that used in monetary transactions. Thus, the cost of a nonmonetary asset acquired in exchange for another nonmonetary asset is the fair value of the asset surrendered to obtain it, and a gain or loss should be recognized on the exchange. The fair value of the asset received should be used to measure the cost if it is more clearly evident than the fair value of the asset surrendered. Similarly, a nonmonetary asset received in a nonreciprocal transfer should be recorded at the fair value of the asset received. A transfer of a nonmonetary asset to a stockholder or to another entity in a nonreciprocal transfer should be recorded at the fair value of the asset transferred, and a gain or loss should be recognized on the disposition of the asset. The fair value of an entity's own stock reacquired may be a more clearly evident measure of the fair value of the asset distributed in a nonreciprocal transfer if the transaction involves distribution of a nonmonetary asset to eliminate a disproportionate part of owners' interests (that is, to acquire stock for the treasury or for retirement). If one of the parties in a nonmonetary transaction could have elected to receive cash instead of the nonmonetary

asset, the amount of cash that could have been received may be evidence of the fair value of the nonmonetary assets exchanged.

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<sup>5</sup>[This footnote has been deleted. See Status page.]

19. The Board believes that certain modifications of the basic principle are required to accommodate problems of measurement and questions about the conditions for recognizing revenue. These modifications are specified in paragraphs 20 to 23.

### **Modifications of the Basic Principle**

20. A nonmonetary exchange shall be measured based on the recorded amount (after reduction, if appropriate, for an indicated impairment of value) of the nonmonetary asset(s) relinquished, <sup>x</sup>**5a** and not on the fair values of the exchanged assets, if any of the following conditions apply:

- a. *Fair Value Not Determinable.* The fair value of neither the asset(s) received nor the asset(s) relinquished is determinable within reasonable limits.
- b. *Exchange Transaction to Facilitate Sales to Customers.* The transaction is an exchange of a product or property held for sale in the ordinary course of business for a product or property to be sold in the same line of business to facilitate sales to customers other than the parties to the exchange.
- c. *Exchange Transaction That Lacks Commercial Substance.* The transaction lacks commercial substance (paragraph 21).

### **Commercial Substance**

21. A nonmonetary exchange has commercial substance if the entity's future cash flows are expected to significantly change as a result of the exchange. The entity's future cash flows are expected to significantly change if either of the following criteria is met:

- a. The configuration (risk, timing, and amount) <sup>xi</sup>**5c** of the future cash flows of the asset(s) received differs significantly from the configuration of the future cash flows of the asset(s) transferred.
- b. The entity-specific value <sup>xii</sup>**5d** of the asset(s) received differs from the entity-specific value of the asset(s) transferred, and the difference is significant in relation to the fair values of the assets exchanged.

A qualitative assessment will, in some cases, be conclusive in determining that the estimated cash flows of the entity are expected to significantly change as a result of the exchange.

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<sup>6</sup> [This footnote has been deleted. See Status page.]

21A In the United States and some other tax jurisdictions, a transaction is not given effect for tax purposes unless it serves a legitimate business purpose other than tax avoidance. In assessing the commercial substance of an exchange, tax cash flows that arise solely because the tax business purpose is based on achieving a specified financial reporting result shall not be considered.

22. The exchanges of nonmonetary assets that would otherwise be based on recorded amounts (paragraph 21) may include an amount of monetary consideration. The Board believes that the recipient of the monetary consideration has realized gain on the exchange to the extent that the amount of the monetary receipt exceeds a proportionate share of the recorded amount of the asset surrendered. The portion of the cost applicable to the realized amount should be based on the ratio of the monetary consideration to the total consideration received (monetary consideration plus the estimated fair value of the nonmonetary asset received) or, if more clearly evident, the fair value of the nonmonetary asset transferred. The Board further believes that the entity paying the monetary consideration should not recognize any gain on a transaction covered in paragraph 21 but should record the asset received at the amount of the monetary consideration paid plus the recorded amount of the nonmonetary asset surrendered. If a loss is indicated by the terms of a transaction described in this paragraph or in paragraph 21, the entire indicated loss on the exchange should

be recognized.

23. *Nonreciprocal Transfers to Owners.* Accounting for the distribution of nonmonetary assets to owners of an enterprise in a spin-off or other form of reorganization or liquidation or in a plan that is in substance the rescission of a prior business combination should be based on the recorded amount (after reduction, if appropriate, for an indicated impairment of value)<sup>xiii</sup> **6a** of the nonmonetary assets distributed. A prorata distribution to owners of an enterprise of shares of a subsidiary or other investee company that has been or is being consolidated or that has been or is being accounted for under the equity method is to be considered to be equivalent to a spin-off. Other nonreciprocal transfers of nonmonetary assets to owners should be accounted for at fair value if the fair value of the nonmonetary asset distributed is objectively measurable and would be clearly realizable to the distributing entity in an outright sale at or near the time of the distribution.

### Applying the Basic Principle

24. The Board's conclusions modify to some extent existing practices as described in paragraphs 5 to 7. The conclusions are based on supporting reasons given in paragraphs 8 to 17.

25. [This paragraph has been deleted. See Status page.]

26. Fair value should be regarded as not determinable within reasonable limits if major uncertainties exist about the realizability of the value that would be assigned to an asset received in a nonmonetary transaction accounted for at fair value. An exchange involving parties with essentially opposing interests is not considered a prerequisite to determining a fair value of a nonmonetary asset transferred; nor does an exchange insure that a fair value for accounting purposes can be ascertained within reasonable limits. If neither the fair value of a nonmonetary asset transferred nor the fair value of a nonmonetary asset received in exchange is determinable within reasonable limits, the recorded amount of the nonmonetary asset transferred from the enterprise may be the only available measure of the transaction.

27. A difference between the amount of gain or loss recognized for tax purposes and that recognized for accounting purposes may constitute a temporary difference to be accounted for according to FASB Statement No. 109, *Accounting for Income Taxes*.

### Disclosure

28. An enterprise that engages in one or more nonmonetary transactions during a period should disclose in financial statements for the period the nature of the transactions, the basis of accounting for the assets transferred, and gains or losses recognized on transfers.

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<sup>7</sup> [This footnote has been deleted. See Status page.]

## EFFECTIVE DATE

29. This Opinion shall be effective for transactions entered into after September 30, 1973. Transactions recorded previously for a fiscal year ending before October 1, 1973 should not be adjusted. However, transactions recorded previously for a fiscal year that includes October 1, 1973 may be adjusted to comply with the provisions of this Opinion.

*The Opinion entitled "Accounting for Nonmonetary Transactions" was adopted by the assenting votes of seventeen members of the Board, of whom three, Messrs. Hellerson, Horngren, and Norr, assented with qualification. Mr. Broeker dissented.*

Messrs. Hellerson and Horngren assent to this Opinion because in their view it represents a step in the right direction. However, they disagree with Paragraph 22, which in substance creates a class of "part-monetary, part-nonmonetary" transactions having illogical accounting results. In their view, a

significant amount of monetary consideration in a transaction makes the exchange in substance a monetary rather than a nonmonetary transaction. In short, if boot is significant, the exchange is no longer an exchange of similar products, property, or productive assets. Therefore, the transaction should be accounted for on the basis of the fair values of the assets involved.

Mr. Norr assents with qualification. He is concerned with the opportunity for abuse that might arise through use of independent appraisals (Paragraph 25) and would limit the application of the Opinion to cases where clear objective evidence of third party values exist.

Mr. Broeker dissents to the issuance of this Opinion. In his view, the Opinion does not improve present accounting practice because the modifications and exceptions (Paragraphs 20 through 23) are so broad that (a) the general principle as defined in Paragraph 18 may apply only to a very narrow range of transactions and (b) interpretations of the Opinion could encourage alternative methods of accounting for similar transactions. He further believes that nonreciprocal transfers to owners do not generate profits and losses and therefore should be accounted for at carrying amounts of the nonmonetary assets transferred.

## **APB 29 NOTES**

*Opinions of the Accounting Principles Board present the conclusions of at least two-thirds of the members of the Board.*

*Board Opinions need not be applied to immaterial items.*

*Covering all possible conditions and circumstances in an Opinion of the Accounting Principles Board is usually impracticable. The substance of transactions and the principles, guides, rules, and criteria described in Opinions should control the accounting for transactions not expressly covered.*

*Unless otherwise stated, Opinions of the Board are not intended to be retroactive.*

*Rule 203 of the Institute's Rules of Conduct prohibits a member from expressing his opinion that financial statements are presented in conformity with generally accepted accounting principles if the statements depart in a material respect from such principles unless he can demonstrate that due to unusual circumstances application of the principles would result in misleading statements—in which case his report must describe the departure, its approximate effects, if practicable, and the reasons why compliance with the established principles would result in misleading statements.*

*Pursuant to resolution of Council, this Opinion of the APB establishes, until such time as they are expressly superseded by action of FASB, accounting principles which fall within the provisions of Rule 203 of the Rules of Conduct.*

### **Accounting Principles Board (1973)**

Philip L. Defliese,  
Chairman  
Donald J. Bevis  
Albert J. Bows  
Milton M. Broeker  
Leo E. Burger  
Joseph P. Cummings

Robert L. Ferst  
Oscar S. Gellein  
Newman T. Halvorson  
Robert Hampton, III  
Donald J. Hayes  
Charles B. Hellerson

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<sup>i</sup> APB29, Footnote 1—See paragraph 3 of this Opinion for definitions of these terms.

<sup>ii</sup> APB29, Footnote 1—See paragraph 3 of this Opinion for definitions of these terms.

<sup>iii</sup> APB29, Footnote 1—See paragraph 3 of this Opinion for definitions of these terms.

<sup>iv</sup> APB29, Footnote 1—See paragraph 3 of this Opinion for definitions of these terms.

<sup>v</sup> APB29, Footnote 2--APB Statement No. 3, *Financial Statements Restated for General Price-Level Changes*, paragraphs 17-19, and Appendix B, contains a more complete explanation of monetary and nonmonetary items.

<sup>vi</sup> Footnote 2--APB Statement No. 3, *Financial Statements Restated for General Price-Level Changes*, paragraphs 17-19, and Appendix B, contains a more complete explanation of monetary and nonmonetary items.

<sup>vii</sup> APB29, Footnote 3a—Paragraph 10 of Statement 141 states that an exchange of a business for a business



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is a business combination.

<sup>viii</sup> APB29, Footnote 3a—Paragraph A2(a) of Statement 141(R) states that an exchange of a business for a business is a business combination.

<sup>ix</sup> APB29, Footnote 4—FASB Statement No. 123 (revised 2004), *Share-Based Payment*, applies to all transactions in which an entity acquires goods or services by issuing its shares or other equity instruments (except for equity instruments held by an employee stock ownership plan or by incurring liabilities to the supplier (a) in amounts based, at least in part, on the price of the entity's shares or other equity instruments or (b) that require or may require settlement by issuance of the entity's shares or other equity instruments.

<sup>x</sup> APB 29 Footnote 5a—An indicated impairment of value of a long-lived asset within the scope of Statement 144 shall be determined in accordance with paragraph 29 of that Statement.

<sup>xi</sup> APB29 Footnote 5c—The configuration of future cash flows is composed of the risk, timing, and amount of the cash flows. A change in any one of those elements would be a change in configuration.

<sup>xii</sup> APB29 Footnote 5d—An entity-specific value (referred to as an entity-specific measurement in Concepts Statement 7) is different from a fair value measurement. As described in paragraph 24(b) of Concepts Statement 7, an entity-specific value attempts to capture the value of an asset or liability in the context of a particular entity. For example, an entity computing an entity-specific value of an asset would use its expectations about its use of that asset rather than the use assumed by marketplace participants. If it is determined that the transaction has commercial substance, the exchange would be measured at fair value, rather than at the entity-specific value.

<sup>xiii</sup> APB29, Footnote 6a—An indicated impairment of value of a long-lived asset covered by Statement 144 shall be determined in accordance with paragraph 29 of that Statement.