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Request For Comment: Methodology: Investment Holding Companies

Primary Credit Analysts:
Bertrand P Jabouley, CFA, Singapore (65) 6239-6303; bertrand.jabouley@standardandpoors.com
Yuval Torbati, Tel Aviv (972) 3-753-9714; yuval.torbati@standardandpoors.com

Criteria Officers:
Mark Puccia, New York (1) 212-438-7233; mark.puccia@standardandpoors.com
Peter Kernan, London (44) 20-7176-3618; peter.kernan@standardandpoors.com

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Request For Comment: Methodology: Investment Holding Companies

I. INTRODUCTION

1. Standard & Poor's Ratings Services is requesting comments on its proposed criteria for rating investment holding companies (IHCs). We are publishing this request for comment to help market participants understand our proposed criteria for these entities and to invite comments on the proposals.
2. We intend for the proposed criteria to help market participants better understand the key risk drivers for IHCs, enhance the comparability and consistency of ratings, and improve transparency about how we assign them.
3. If adopted, the proposed criteria would supersede "Rating Methodology For European Investment Holding And Operating Holding Companies," which was published on May 28, 2004.
4. This article relates to "Principles Of Credit Ratings," Feb. 16, 2011; "Corporate Methodology," Nov. 19, 2013; and "Group Rating Methodology," Nov. 19, 2013.

II. SCOPE OF THE PROPOSAL

5. These proposed criteria would apply to IHCs globally. We define an IHC as a company that we expect to have operations in at least three industry sectors (as listed in Table 27 of "Corporate Methodology," Nov. 19, 2013) over time via equity participations, which we refer to as "investee companies." IHCs have a medium- to long-term goal of generating capital appreciation by investing in assets that they believe will appreciate in value and by managing and eventually selling assets and re-investing in new ventures.

III. SUMMARY OF THE PROPOSAL

6. The criteria describe the methodology we use to assign a stand-alone credit profile (SACP) and an issuer credit rating (ICR) to an IHC and are specific in detailing the various factors of the analysis. Our assessment reflects these companies' business risk profiles, their financial risk profiles, and other factors that could affect the SACP (see "Stand-Alone Credit Profiles: One Component Of A Rating," Oct. 1, 2010, for the definition of an SACP).
7. The business risk profile reflects the risk/return potential for a company in the markets in which it participates. It takes into account the unique risks that companies operating in the industry face given their business model and strategic focus (its industry risk), the country risks within those markets, and the competitive advantages and disadvantages the IHC has (its investment position). The business risk profile affects the level of financial risk that an IHC can bear at a given SACP and constitutes the foundation for a company's expected economic success. We combine our assessments of industry risk, country risk, and investment position to determine the IHC's business risk profile. We determine the

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investment position by combining our assessment of asset risk and strategic investment capability (SIC).

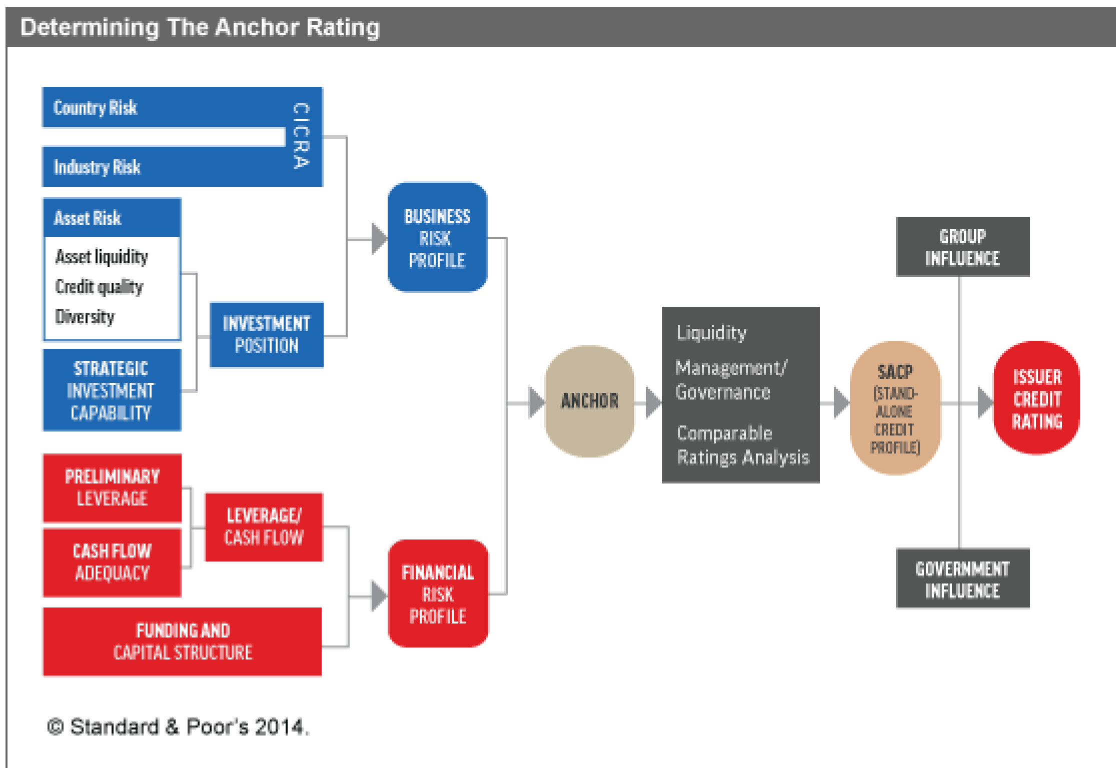
8. The financial risk profile is the outcome of leverage and funding decisions that management makes in the context of its business risk and given its financial risk tolerances. These include decisions about how management funds the IHC and constructs its balance sheet. It also reflects the relationship of the IHC's portfolio value and cash flows, given its portfolio risk profile, to its financial obligations. The criteria use leverage and cash flow analysis to determine an IHC's financial risk profile assessment. The leverage/cash flow assessment is primarily determined by our analysis of the IHC's leverage using a loan-to-value (LTV) threshold; we may adjust it to reflect our assessment of the IHC's cash flow adequacy and funding and capital structure.

9. We then combine the IHC's business risk profile assessment and its financial risk profile assessment to determine the anchor (see chart). Additional analytical rating factors--management and governance, liquidity, and comparable ratings analysis (CRA)--can modify the anchor and, ultimately, the SACP.

10. We factor into the SACP any ongoing support or negative influence from a government (for government-related entities) or from a group. Although such ongoing support/negative influence does not affect the industry or country risk assessments, it can affect our view of any other component of business or financial risk.

11. The ICR is based on the combination of the SACP and the support framework, which suggests whether the ICR should differ from the SACP to reflect the possibility of extraordinary group or government influence. (See "Group Rating Methodology," Nov. 19, 2013, and "Rating Government-Related Entities: Methodology And Assumptions," Dec. 9, 2010, for more details on our methodology on group and government influence.)

12. The ICR could be potentially constrained by the relevant sovereign rating and transfer and convertibility (T&C) assessment. For the final ICR to be higher than the applicable sovereign rating or T&C assessment, the entity will have to meet the conditions established in "Ratings Above The Sovereign--Corporate And Government Ratings: Methodology And Assumptions," Nov. 19, 2013.



IV. SPECIFIC QUESTIONS TO WHICH WE ARE SEEKING A RESPONSE

13. The proposed framework incorporates key factors affecting an IHC's credit risk, as described in the chart. In your opinion, are there any redundancies or omissions in the proposed criteria?

14. In our asset risk assessment, we propose to give a greater weight to our assessment of asset liquidity than to our assessments of asset diversity and asset credit quality. What is your view on the proposed weighting?

15. What is your opinion on our choice to make use of spot prices--rather than an average price over n days of trading--to value listed assets for measuring an IHC's spot LTV?

16. What is your view on our proposal to use book value as the basis of valuation for all privately held assets and to adjust book value if there has been a marked and sustained decline in asset valuations?

17. What do you think of the caps we have placed on the Business Risk Profile assessment when an IHC fails to meet minimal listed assets threshold of 40% and/or a minimum of three industries of operations, as outlined in Paragraphs 36, 39, and 40?

V. IMPACT ON OUTSTANDING RATINGS

18. We expect the implementation of the proposed criteria to affect approximately 10%-15% of IHC ratings.

VI. RESPONSE DEADLINE

19. We encourage interested market participants to submit their written comments on the proposed criteria by Jan. 7, 2015, to http://www.standardandpoors.com/criteriaRFC/en/us. We will review and consider such comments before publishing our definitive criteria once the comment period is over. Standard & Poor's may, when the commenter has not requested confidentiality, publish comments in their entirety, except when we believe the full text would be unsuitable for reasons of tone or substance.

VII. DEFINITION OF INVESTMENT HOLDING COMPANIES

20. We define IHCs as companies that have--or that we expect to have--operations in at least three industry sectors, over time, via equity participations. IHCs have a medium- to long-term goal of generating capital appreciation by investing in assets that they believe will appreciate in value and through the management and eventual sale of assets and re-investment in new ventures. IHCs have no operations of their own and rely on dividends received from investee companies and fee income to service their interest payments, administrative expenses, and dividends paid. IHCs generally aim to roll-over maturing debt, but if this is not possible, they have the increased flexibility to sell assets, relatively quickly, to generate the cash to repay debt. IHCs invest in listed and unquoted equities, some of which may be minority and others controlling stakes. Typically, an IHC's investment portfolio includes a significant proportion of listed assets, though this proportion will vary over time depending on the investment/divestiture cycle and asset valuation fluctuations.

21. Unlike conglomerates, IHCs are diversified companies with no 'Core', 'Highly Strategic', or 'Strategically Important' subsidiaries, though some investee companies may show some characteristics of 'Strategically Important' subsidiaries (as defined by our Group Rating Methodology; GRM). Although industrial corporations endeavor to increase shareholder value by growing earnings and cash flow from their operations, we believe that the primary business aim of an IHC is to maximize portfolio value and periodically rotate assets to realize capital gains and generate funds for reinvestment. We therefore expect IHCs to maintain an arm's-length relationship from their investee companies, thus reducing exposure to these companies' operating risk. This means an IHC is financed independently of its investee companies with no expectation of meaningful recurring or extraordinary financial support flowing to or from them. Cross-default clauses are therefore extremely rare for IHCs and their investee companies, and shareholder loans and financial guarantees to investee companies are also uncommon. The majority of investee companies have independent management teams, are autonomous in their financing, and are regarded by the IHC as stand-alone operating entities. They generally operate independently of the IHC and each other, with no trading or shared infrastructure. Shared company names between an IHC and its investee companies are the exception rather than the norm.

22. IHCs may be quoted on a stock exchange, but they are not regulated to carry out investment activity. As opposed to other entities that also invest in financial instruments, IHCs do not raise and manage third-party funds for a fee. Rather, they invest their own capital, with a near exclusive focus on investing in equities. The equity of IHCs is permanent with no redemption term, thus allowing for a medium- to long-term investment horizon with no pressure to liquidate investments to meet redemption demands.

VIII. PROPOSED METHODOLOGY

1. Determining The Business Risk Profile Assessment

23. IHCs buy and sell equity participations in other financial and nonfinancial corporates. The business risk profile reflects the risk/return potential for an IHC in the markets in which it participates. It comprises its (1) industry risk, which reflects the unique set of risks that IHCs face given their business model and strategic focus (such as the risks posed by the structural subordination of holding company debt and the inherent asset liability mismatch which exists for IHC creditors), (2) the country risks within those markets, and (3) the IHC's competitive advantages and disadvantages, as reflected by its investment position. We determine the investment position by the asset risk of the investment portfolio (asset liquidity, diversity, and credit quality), modified by our assessment of the IHC's SIC. The business risk profile affects the amount of financial risk that an IHC can bear at a given SACP level and constitutes the foundation for its expected economic success.

24. Under the criteria, the combined assessments for country risk, industry risk, and investment position determine an IHC's business risk profile assessment. Country risk addresses the economic risk, institutional and governance effectiveness risk, financial system risk, and payment culture or rule of law risk in the countries in which a company operates. The range of country risk assessments is: 1, very low risk; 2, low risk; 3, intermediate risk; 4, moderately high risk; 5, high risk; and 6, very high risk. Industry risk, an integral part of the credit analysis, addresses the relative risk of the IHC business model. The range of industry risk assessments is: 1, very low risk; 2, low risk; 3, intermediate risk; 4, moderately high risk; 5, high risk; and 6, very high risk. We refer to our combined assessment for country risk and industry risk as the Corporate Industry and Country Risk Assessment (CICRA). Given our "moderately high" industry risk assessment for IHCs, the CICRA can be either 4 (for a country risk assessment of 1 to 4), 5 (if the country risk assessment is 5), or 6 (if the country risk assessment is 6).

25. The evaluation of an IHC's investment position identifies the strengths and weaknesses of an IHC's asset portfolio and investment policies, with emphasis on assessing the key attributes that enable IHCs to mitigate the inherent risks of the IHC business model (e.g., ease of refinancing, ease of liquidation, exposure to swings in equity prices, dependability of dividend stream). Entities with a stronger investment position, as reflected in lower asset risk, have a more favorable risk/return profile than those with weaker investment position assessments. The range of investment position assessments is: 1, excellent; 2, strong; 3, satisfactory; 4, fair; 5, weak; and 6, vulnerable.

Industry Risk

26. We assess the IHC universe as a "moderately high risk" industry (category 4) based on an analysis of risks that are common to all IHCs and that influence all IHC creditors (see Standard & Poor's criteria for assessing industry risk, "Methodology: Industry Risk," Nov. 19, 2013). IHC industry risk does not reflect the weighted average industry risk of investee companies, as these risks are already reflected within our assessment of an IHC's asset risk.

27. We view IHC industry risk, or the business model risk from using leverage to invest in equities, as "moderately high,"

primarily reflecting the following major risk components that all IHCs share:

- Risks posed by holding debt that finances equity participations, the interest costs of which are serviced, inter alia, by dividend income from investee companies. (By contrast, operating company debt is serviced by operating cash flows). The dividends paid by investee companies to IHCs, which constitute the main source of IHCs' recurring cash flow, are discretionary payments that depend on the operating performance of the investee company. Moreover, they are subordinated to all other payments that investee companies must make, including the cost of servicing their own debt. Likewise, equity investments are subordinated to all creditors.
- Risks posed by the inherent asset/liability mismatch, which exposes IHCs to refinancing risk due to weak cash flow at the IHC level. IHCs do not generate sufficient cash to repay their debt principal and therefore rely on their ability to refinance maturing debt with new debt. If an IHC were unable to refinance its debt, it would look to repay that debt by raising cash through the sale of assets. However, IHCs face the risk of being forced to sell assets in an unsupportive equity market, as often there is a correlation between weakness in the debt and equity markets. Furthermore, many IHCs own significant non-listed equity participations, the lower liquidity of which heightens the asset/liability mismatch. This is because such assets would be difficult to sell if capital markets were weak and would take longer to sell than listed equity stakes.

Risks posed by the potential for equity valuations to be extremely volatile, as stocks can fluctuate widely in value as a function of factors including company performance, investor appetite, stock liquidity, and macroeconomic factors.

- Risks posed by the nature of IHC investment and financing strategies, which can shift very quickly given the opportunistic nature of these companies. As a result, both the business risk and financial risk profiles of IHCs are susceptible to rapid and significant changes as a result of managerial initiatives.

28. These risks are partially mitigated by:

- The financial flexibility of IHCs as asset companies, which allows them to sell investments to either redeem debt (reducing financial risk) or strategically finance new acquisitions. The ability to sell assets quickly is a key inherent strength of IHCs that differentiates them from industrial conglomerates, for instance.
- Some barriers to entry, as access to flexible, sizeable, and economical funding requires a record in the industry, takes time to establish, and is usually granted to companies with a critical mass of investments and positive track record of portfolio management. This is important both for investee companies and the IHC's financing needs.

Country Risk

29. The analysis of country risk addresses the major risk factors that Standard & Poor's believes affect the country where the IHC operates. Country risks--which include economic, institutional and governance effectiveness, financial system, and payment culture/rule of law risks--influence overall credit risks for every rated IHC (see "Country Risk Assessment Methodology And Assumptions," Nov. 19, 2013).

30. We would assess where the IHC is domiciled (i.e., its head office location given where executive management is based or centralized corporate activities occur rather than just considering the jurisdiction of incorporation), examine where its shares are traded (for listed IHCs only), and the location of its key hub of treasury operations, which could be different than its domicile. In case of different outcomes in terms of country risk, we would determine the IHC's country risk assessment according to the weakest country risk assessment among i) the location of the headquarters; ii)

the location of the treasury hub; and iii) the jurisdiction of the IHC's share listing. For instance, if a privately held IHC has its head offices in a country that we assess as "low" risk (2) but has the hub of its treasury operations in a country with a "moderately high" risk (4), then we would assess its country risk as "moderately high" (4).

Investment Position

31. We assess investment position as (1) excellent, (2) strong, (3) satisfactory, (4) fair, (5) weak, or (6) vulnerable. The analysis of investment position includes reviewing: i) asset risk, which comprises an assessment of asset liquidity, asset diversity, and asset credit quality; which can be modified by ii) SIC.

A) Asset Risk

32. Asset risk is assessed as (1) excellent, (2) strong, (3) satisfactory, (4) fair, (5) weak, or (6) vulnerable.

33. Asset risk is based on our assessment of asset liquidity, asset credit quality, and asset diversity, each of which is measured on a five-point scale. To derive the asset risk score for an IHC, we first develop a weighted average assessment of asset liquidity, asset credit quality, and asset diversity using weights of 40%, 30%, and 30%, respectively. For example, an IHC with an asset liquidity assessment of 2, an asset diversity assessment of 4, and an asset credit quality assessment of 3 would have a weighted average assessment of 2.9, which maps to an asset risk of 3. Table 1 describes the matrix we use to convert the weighted average assessment of these three components into our assessment of asset risk.

Table 1

Converting The Weighted Average Assessments Of Asset Liquidity, Asset Diversity, And Asset Credit Quality Into An Asset Risk Assessment

Weighted average assessment range	Asset risk
1.00 – 1.50	1
>1.50 – 2.25	2
>2.25 – 3.00	3
>3.00 – 3.75	4
>3.75 – 4.50	5
>4.50 – 5.00	6

B) Asset Risk--Asset Liquidity

34. Asset liquidity plays an important role in determining an IHC's asset risk because the ability to sell assets quickly is the ultimate source of debt repayment if an IHC cannot refinance maturing debt. Our assessment reflects how quickly we expect the entity can liquidate assets at a reasonable price. We believe that the share of listed investments versus nonquoted assets and the balance of minority versus majority (or controlling) stakes in listed assets are the two most important drivers of asset liquidity. Quoted investments with high turnover will be typically easier to liquidate than nonquoted investments. We measure asset liquidity on a five-point scale, with an assessment of '1' being the most

favorable (see Table 2).

35. We generally expect an IHC to have the long-term objective of holding at least 40% of its portfolio in listed assets, as we view a significant deficiency in listed assets as a fundamental underlying weakness for an IHC. For companies that do not meet this condition, we would assign an assessment of (5) for asset liquidity (see Table 2) and automatically cap their business risk profile at 'Weak'.

Table 2

Asset Liquidity Assessment

(%)	--Average asset ownership in listed investments--		
Weight of listed companies (%)	**< 20.0**	**20.0 – 50.0**	**> 50.0**
> 80.0	1	2	3
> 70.0	2	2	3
> 60.0	2	3	4
> 50.0	3	4	4
> 40.0	3	4	5

36. Table 3 classifies listed equity investments into four equity market groups by country, based on the volatility we have observed in that country's main stock market index over the past 30 years. We would assign a "weight of listed companies" assessment that is no better than 3 regardless of the share of listed companies if:

- The majority of listed assets (by value) trade on stock exchanges in countries that are classified in Equity Market Group 3 or 4 in Table 3;
- The majority of listed assets trade on stock exchanges in countries that are classified in Equity Market Group 1 or 2 but are not listed on the primary equity exchanges of their respective markets; or
- There are legal limitations on the company's flexibility to sell assets that account for more than 30% of the portfolio by value or to refinance debt (e.g., as a result of the pledging of shares to creditors, change of control or minimum ownership covenants, or selling restrictions on shares of regulated companies).

37. Such limitations are a negative factor for asset liquidity because they can constrain a company when a quick asset sale is required to, for example, to repay upcoming debt maturities. In addition, we presume that majority stakes are less liquid due to a company's likely desire to receive a control premium on its shares in any divestment scenario. This could reduce its willingness to sell shares quickly. However, controlling stakes do provide better influence or control over dividend policy at the investee company, giving a holding company a more effective means of extracting cash from investee companies. Controlling stakes also have the potential to increase selling value, especially in an orderly divestment scenario.

Table 3

Equity Market Groups By Country Or Region

Equity market group	Countries and regions
1	Australia, North America, Switzerland, U.K., U.S.
2	Asia-Pacific, Belgium, Canada, Denmark, European Union, France, Germany, Hungary, Israel, Italy, Japan, Luxembourg, Mexico, Netherlands, New Zealand, Norway, Portugal, Slovak Republic, Slovenia, South Africa, Southeast Asia, Spain, Sweden

Table 3

Equity Market Groups By Country Or Region (cont.)	
3	Austria, Bahrain, Baltic, Caribbean, Cyprus, Czech Republic, Dominican Republic, Eastern Europe, Estonia, Finland, Greece, Gulf Cooperation Council, Hong Kong, Indonesia, Ireland, Jamaica, Korea, Kuwait, Latvia, Lithuania, Malaysia, Malta, Oman, Philippines, Qatar, Saudi Arabia, Singapore, Taiwan, Trinidad and Tobago, Turkey, United Arab Emirates
4	Africa, Argentina, Belarus, Bolivia, Bosnia and Herzegovina, Brazil, Cambodia, Chile, China, Colombia, Costa Rica, Croatia, Ecuador, Egypt, El Salvador, Georgia, Guatemala, Iceland, India, Jordan, Kazakhstan, Latin America, Lebanon, Montenegro, Morocco, Nigeria, North Africa, Pakistan, Panama, Peru, Poland, Romania, Russia, Serbia, Suriname, Thailand, Tunisia, Ukraine, Uruguay, Venezuela, Vietnam

See "Bank Capital Methodology And Assumptions," Dec. 6, 2010, for further details.

C) Asset Risk--Asset Diversity

38. Owning a broad spectrum of investments reduces concentration risk and overall portfolio valuation volatility, therefore reducing asset portfolio risk. Other things being equal, a critical mass in portfolio size is a necessary but not sufficient condition to achieve a meaningful degree of diversification. Our asset diversity assessment (see Table 4) takes into account the portfolio's nominal size, level of asset concentration, variety of industries, and geographical footprint. The degree of correlation of business lines is high if the business lines operate within the same industry, as defined by the industry designations in Appendix B and Table 27 of the Corporate Methodology. The degree of correlation of business lines is medium if the business lines operate within different industries but operate within the same geographic region (see Appendix A and Table 26 of the Corporate Methodology). An IHC has a low degree of correlation across its business lines if these business lines are both a) in different industries and b) either operate in different regions or operate in multiple regions. We also evaluate the underlying diversity of the equity interests. For instance, a portfolio consisting only of shares traded in one country can still have limited exposure to that country if the portfolio includes companies with a global footprint. Another example is a portfolio in which one or two assets contribute most of the value, but the business operations of those assets are highly diverse in terms of industry and geography.

39. We generally expect an IHC to have operations in at least three different industry sectors, over time, via its investee companies, as we view significant industry and asset concentration risk as a fundamental underlying weakness for an IHC. However, we can also consider a company that is active in only two industry sectors to be an IHC if we expect that the it will diversify into a third sector within three years, provided that it relies on dividend income to service its expenses. For companies that are active in fewer than three industry sectors, we would assign an assessment of (5), as detailed in Table 4 and automatically cap their Business Risk Profile at 'Weak'.

40. The Business Risk Profile of companies not having at least 40% of their portfolio value in listed assets and having exposure to fewer than three industry sectors would be automatically set at "Vulnerable".

Table 4

Asset Diversity		
1	Strong	Portfolio size is above or equal to US$1 billion; and no single asset represents more than 10% of total portfolio value; and three largest assets account for less than 20% of total portfolio value; and there is at least a moderate diversification of assets across industries (five or more investee companies in separate industries showing a low to medium degree of correlation).

Table 4

Asset Diversity (cont.)		
2	Strong/Adequate	Portfolio size is above or equal to US$750 million; and no single asset represents more than 20% of total portfolio value; and three largest assets account for less than 35% of total portfolio value; and there is at least a moderate diversification of assets across industries (four or more investee companies in separate industries showing a low to medium degree of correlation).
3	Adequate	Portfolio size is above or equal to US$500 million; and no single asset represents more than 30% of total portfolio value; or three largest assets account for less than 50% of total portfolio value.
4	Adequate/Weak	No single asset represents more than 40% of total portfolio value; or three largest assets account for less than 80% of total portfolio value.
5	Weak	There is a dominant asset in the portfolio, which accounts for more than 40% of the portfolio value; or top three or less assets account for more than 80% of the portfolio value.

D) Asset Risk--Asset Credit Quality

41. We measure asset credit quality by assessing the stand-alone creditworthiness of investee companies, using the ICR from Standard & Poor's if the entity has one or a Standard & Poor's internal credit assessment for any unrated portfolio asset representing at least 15% of total portfolio value. Asset credit quality assesses the risk of the equity becoming impaired and potentially worthless due to a default of the investee company. If a company becomes insolvent, this will generally lead to a total loss of equity value because equity is subordinated to all other liabilities--both on an ongoing basis and in liquidation. In addition, a portfolio of highly creditworthy assets would generally be expected to generate more stable earnings and recurring cash flows than investments that are less creditworthy. This would usually result in a more predictable and stable dividend stream and a lower probability that the IHC would need to infuse capital into investee companies. Nevertheless, a high degree of creditworthiness and a low blended default risk of a given asset portfolio does not protect against valuation losses or valuation volatility.

Table 5

Asset Credit Quality		
1	Strong	The estimated weighted average SACP of investee companies is in the 'bbb' category
3	Adequate	The estimated weighted average SACP of investee companies is in the 'bb' category
5	Weak	The estimated weighted average SACP of investee companies is in the 'b' category

42. We believe that a portfolio with particularly low asset credit quality ('B-' and below) creates heightened risk on an IHC's credit profile, given the potential for short-term financial distress of investee companies, which would ultimately lead to the IHC losing a fair portion of its investments or having to infuse equity. The business risk profile of IHCs that have average asset credit quality of 'B-' and below would be 'Vulnerable'.

E) Strategic Investment Capability

43. We believe that an IHC's SIC--its ability to make profitable investments, execute timely acquisitions, and divest companies on attractive economic terms--is critical to its success in this industry. This concept captures an IHC's ability to create value for its stakeholders in the context of well-executed investment and risk appetite policies. We assess SIC as 'above average', 'average, or 'below average'. Table 6 describes the methodology we use to assess each of the sub-components of SIC. The analysis is evidence-based. An IHC receives an 'average' assessment for any of the

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five sub-factors where evidence is insufficient to assign either an 'above average' or a 'below average' assessment. However, a history of failing to disclose key investment processes and returns and risk management practices could lead to a 'below average' assessment.

Table 6

Strategic Investment Capability Sub-Components

Theme	What it means	Above average	Average	Below average
Investment discipline	Leverage tolerance at the IHC. Acquisition risk appetite: leverage target at investee companies' controlled by the IHC, asset classes, and jurisdictions	There is a well-articulated and conservative leverage tolerance at the IHC and commitment to comply, including selling assets in times of stress. Major investee companies have the financial flexibility and independence to fund their own growth.	There is some indication on leverage tolerance at the IHC. Most investee companies (as measured by portfolio value) appear viable on a stand-alone basis.	Conditions for 'above average' or 'average' are not met.
Risk analysis	Policies and processes related to decision-making on new investments within or outside the portfolio, and maintenance of risk tolerances	Present and emerging risks evaluation related to current investments and new venture opportunities is well entrenched in the IHC, with a formal investment assessment process, an independent audit committee monitoring the consistency of operating procedures and maintenance of risk tolerances, and an active board. There are clear investment criteria in terms of maximum exposure by asset, geography or industry.	Board is active in the investment process. The IHC has identified and monitors its main sources of material risks, but there may not be evidence of clearly articulated exposure limits. An internal control process exists, but its scope may not be comprehensive.	Conditions for 'above average' or 'average' are not met. Or the assets' blended industry risk assessment is above '4', indicating potential above-average volatility in assets value.
Return analysis	Transparency of expected investment return goals and actual track record of achievement with regards to recently completed disposals	Clearly articulated return expectation on investment target, with a consistent track record of achievement. The IHC has generally made capital gains on all recent disposals.	Articulated return expectations on investment target but inconsistent track record of achievement.	Conditions for 'above average' or 'average' are not met.
Portfolio rotation	Timely replacement and turnover of portfolio assets	The IHC tends to make disposals annually and is committed to an effective strategy of portfolio rotation. Disposal proceeds are quickly reinvested.	Conditions for 'above average' or 'below average' are not met.	The IHC does not tend to make regular disposals. We have observed a hesitance by management to turn over specific assets, which may hinder an effective portfolio allocation strategy.
Value creation	Record of net asset value (NAV) development	NAV development over the previous 36 months has exceeded the relevant stock exchange benchmark index. And NAV development over the period has been positive.	Conditions for 'above average' or 'below average' are not met.	NAV development over the previous 36 months has not kept pace with the relevant stock exchange benchmark index.

Table 7

Assessment Of The Strategic Investment Capability

Constituents assessment	Overall assessment
At least three components, including 'Investment discipline' are "above average," and none is "below average."	Above average
At least three components or 'Investment discipline' are "below average."	Below average
All other combination of components	Average

44. After assessing the SIC, we adjust the asset risk assessment to arrive at our overall investment position assessment. An SIC assessment of "above average" will move up the asset risk by one full category (unless it is already 1); an

assessment of "below average" will move down the asset risk assessment by one full category (unless it is already 6); and an assessment of "neutral" will have no impact on our assessment of the investment position, which in that case would be the same as our asset risk assessment.

F) Combining The Investment Position And CICRA To Derive The Business Risk Profile

45. An IHC's business risk profile is assessed as (1) excellent, (2) strong, (3) satisfactory, (4) fair, (5) weak, or (6) vulnerable. Table 8 describes the method we use to determine the business risk profile assessment based on our assessment of CICRA and our assessment of investment position.

Table 8

Determining The Business Risk Profile Assessment

	--CICRA--		
Investment position	**4**	**5**	**6**
1	2	3	5
2	2	3	5
3	3	4	5
4	4	5	6
5	5	5	6
6	6	6	6

*CICRA assessments of (1), (2), or (3) do not apply to IHCs due to our assessed industry risk assessment of “moderately high” (4).

2. Determining The Financial Risk Profile Assessment

46. Under the proposed criteria, balance-sheet leverage analysis is the foundation for assessing an IHC's financial risk profile and is used to determine the preliminary leverage assessment. The range of assessments for an IHC's preliminary leverage is 1, minimal; 2, modest; 3, intermediate; 4, significant; 5, aggressive; and 6, highly leveraged. Our assessments of an IHC's cash flow adequacy and funding and capital structure can modify the preliminary leverage assessment to arrive at the final financial risk profile assessment.

A) Core Ratio--Loan To Value

47. The primary ratio that Standard & Poor's uses to assess the financial risk profile of an IHC is loan-to-value (LTV), namely our adjusted debt (defined as gross financial debt--including debt-like analytical adjustments --less surplus cash) to our estimated portfolio value. (See "Corporate Methodology: Ratios And Adjustments," Nov. 19, 2013, for details of Standard & Poor's analytical adjustments.)

48. Gross debt includes all parent company and related financing vehicles' debt instruments. Our most common adjustments to IHC gross debt include the equity portion of convertible bonds and financial guarantees in favor of investee companies (added to gross debt), though we expect such guarantees to be uncommon (see "Corporate

Methodology: Ratios And Adjustments," Nov. 19, 2013).

49. The IHC's cash position includes all cash and liquid investments at the IHC. As most IHC do not have operations of their own and do not typically need to infuse cash into investee companies, cash and liquid investments may be accessible and substantially available for debt repayment. In addition, some IHCs hold short-term marketable fixed-income securities; we do not include these as cash and liquid investments for the purposes of calculating surplus cash.

50. If an IHC has investment commitments to existing investee companies or to new ventures (e.g., private equity fund commitments, bridge financing for immature holdings), we would first determine the extent of such commitments and then net the committed amount from the IHC's cash position. In our view, such committed funds constitute a debt-like obligation and are in fact not available for repayment of IHC debt.

51. An important aspect of assessing portfolio values is obtaining fair values for nonquoted holdings, which could account for a large portion of total IHC assets. We typically use the book value of nonquoted investments. We may also base our estimates on transaction multiples achieved in the previous 18 months and any recent private share sale transactions for the investee company. Alternatively, we can use recent (last 18 months) independent third-party valuations conducted by reputable parties. However, when market movements suggest a sudden, pronounced, and sustained decline in equity values, we may impute a lower value to nonquoted investment than the last reference point provided by the company. For instance, we would adjust downward the latest book value of an IHC's nonquoted investment from the end of a reporting period if deteriorating trading conditions started putting the sector's margins--and hence quoted and nonquoted asset valuations--under pressure a few weeks later. Likewise, if a major transaction closes on lower valuation multiples than those we used to value a nonquoted asset, we could adjust its value downwards. As a result, values for unlisted assets used in Standard & Poor's analysis could in some instances be significantly lower than the asset values presented by management (especially unaudited valuations).

52. We calculate an IHC's current LTV using data from the most recent financial reporting period, including the number of shares held in listed assets; unlisted assets' value; debt amount; and the amount of cash and cash equivalents. For quoted assets valuations, we use the latest available spot market prices when calculating spot LTV.

B) Determining The Preliminary Leverage Assessment

53. The LTV ratio determines the relative financial risk of IHCs. For each IHC, we calculate the spot LTV ratio and compare it against benchmarks (see Table 9) to derive the preliminary leverage assessment. The LTV threshold is the level of leverage that we expect the IHC's spot LTV to remain below--at a given rating level--through the rating horizon given the IHC's portfolio characteristics, risk appetite, and investment policies.

54. Although some LTV threshold ratios might seem conservative in buoyant equity markets, we bear in mind past periods of extreme volatility in equity markets. High asset price volatility, especially at relatively elevated spot LTV levels, is particularly risky. There is an exponential risk in higher leverage, as it is very difficult to deleverage when starting from a high LTV and an LTV ratio can deteriorate rapidly from a relatively high level. In other words, a fall in asset valuation will have a much more pronounced negative impact on LTV, as LTV rises. When attempting to deleverage

via asset sales, the more highly leveraged an IHC is, the more difficult a task deleveraging becomes. A highly leveraged IHC would need to divest a much bigger portion of its asset portfolio to achieve the same impact on LTV. In addition, highly leveraged sellers of assets may be perceived as distressed and therefore unable to achieve optimal value. As a direct consequence, refinancing risk for high-LTV IHCs grows exponentially as well. For this reason, rating actions can occur with greater frequency, and ratings will be inherently more volatile for highly leveraged IHCs.

Table 9

Scoring Preliminary Leverage Via Loan-To-Value Thresholds

--Preliminary leverage--		Loan-to-value threshold (%)
1	Minimal	<= 10
2	Modest	<= 20
3	Intermediate	<= 30
4	Significant	<= 45
5	Aggressive	<= 60
6	Highly leveraged	> 60

C) Adjusting The Preliminary Leverage Assessment For Cash Flow Adequacy To Derive the Leverage/Cash Flow Assessment

55. The criteria also consider a supplemental ratio to help develop a fuller understanding of an IHC's financial risk profile and fine-tune our LTV analysis. This supplemental ratio will either confirm the preliminary leverage assessment or adjust it downward by one category.

56. Standard & Poor's analyses cash flow adequacy at the IHC by comparing recurring cash inflows to nondiscretionary cash outflows. The cash flow adequacy ratio is calculated as cash dividends, cash management fees, and cash interest income received divided by cash operating and interest expenses and tax charges. We analyze a holding company's cash flow adequacy using the cash flow adequacy ratios for the previous two years, the current-year forecast, and the two subsequent forecasted financial years. We calculate the indicative ratio by weighting the previous two years, the current year, and the forecasted two years as 10%, 15%, 25%, 25%, and 25%, respectively. We retain the option of changing the time series weights if an IHC's asset portfolio were to undergo a transformational event that could cause a material change in its cash flow metrics. In such cases, the weights applied will generally be quite forward-weighted, with 30%, 40%, and 30% used for the current and two subsequent years, respectively.

57. IHC can bridge a cash flow deficit (when cash inflows are less than cash outflows) by selling assets, raising equity or debt, using available cash and liquid investment, or cutting their dividends. All remedies (except for an issuance of equity, disposals, or a dividend cut) will lead to a higher LTV ratio, assuming the available cash and liquid investment has been treated as surplus cash and netted off gross debt to calculate adjusted debt.

58. A cash flow adequacy ratio below 0.7x, with no expectation of short-term improvement, will earn the company a "negative" assessment for cash flow adequacy. The exception is if the IHC has and is expected to retain cash and liquid investments that significantly exceed the cash flow deficit. If such mitigating factors do not exist, the leverage/cash flow assessment will be one category lower than the preliminary leverage assessment (e.g. from "Significant" to

"Aggressive"). However, we would maintain the same LTV threshold that is commensurate with the preliminary leverage assessment as indicated in Table 9 (e.g., if we lower the leverage/cash flow assessment to "Aggressive" compared with a "Significant" preliminary leverage assessment, due to cash flow inadequacy, we would still retain a 45% LTV target). Other combinations of cash flow adequacy ratios and liquidity descriptors would all be "neutral" for our preliminary leverage assessment.

D) Adjusting The Leverage/Cash Flow Assessment For Funding And Capital Structure Assessment To Derive The Financial Risk Profile Assessment

59. An additional aspect of our assessment of an IHC's financial risk profile is our view of its funding and capital structure (F&CS). This supplemental evaluation is applied to the leverage/cash flow assessment (the preliminary leverage score adjusted for our assessment of cash flow adequacy).

60. Funding and capital structure assesses IHC refinancing risk beyond the time horizon in our liquidity analysis. The assessment evaluates, inter alia, the degree of diversity of IHC funding sources as well as the tenor of the debt maturity profile and the IHC's relationship with lenders. We assess funding and capital structure as 'neutral', 'negative', or 'very negative', as derived from our evaluations in Table 10.

Table 10

Constituents Of Funding And Capital Structure

	Adequate	Weak
Debt maturity profile	The weighted average maturity of bank debt and debt securities is greater than two years.	The weighted average maturity of bank debt and debt securities is less than or equal to two years.
Funding mix	Funding is well diversified across financing instruments and lenders and markets. The company has a history of strong relationships with a diversified pool of core banks. Good and regular access to debt capital markets, liquid and widely traded bonds.	Funding shows a degree of overreliance on one type of financing instrument or on a limited number of lenders and markets. The IHC has strong ties with a few core banks. The IHC is an infrequent issuer without strong relationships with Institutional bond investors.
Currency and interest risk of debt	The cash flow adequacy ratio would not go below 0.7x on a sustained basis in the event of marked swings in foreign exchanges or interest rates.	There are currency mismatches between the cost of debt (after hedging) and dividend streams, whereby adverse foreign exchange swings could weaken the cash flow adequacy ratio to below 0.7x. Likewise, a portion of debt at floating rate is unhedged, whereby a 25% upward shift in the base interest rate would weaken the cash flow adequacy ratio to below 0.7x.
Exposure to investee companies' credit risk	IHC financing to investee companies is very limited and has a strong rationale.	The IHC uses financial guarantees and/or shareholder loans as a recurring financing instrument for investee companies.
Complexity of group structure	The major dividend contributors to the cash flow adequacy are tightly controlled. There are no ad hoc legal constraints beyond standard covenants in financing instruments. The use of derivatives is limited to plain-vanilla products(e.g., forward contracts).	There are substantial dividend leakages in controlled assets. Shareholding agreements and/or asset-ownership covenants could be a challenge to divestments. The IHC uses complex derivatives that could exacerbate market movements and put pressure on liquidity if equity markets moved by more than 15%.

61. At least three 'Adequate' assessments, including for debt maturity profile, in the above table, would translate into a 'neutral' assessment of funding and capital structure and would not lead to any adjustment to the leverage/cash flow assessment.

62. A weakness in debt maturity profile or three 'Weak' assessments in the above table would translate into a 'negative' assessment of funding and capital structure. In such a case, our financial risk profile assessment would be one category lower than the leverage/cash flow assessment, while maintaining the same loan-to-value threshold that is commensurate with the leverage/cash flow assessment as indicated in Table 9.

63. More than three 'Weak' assessments in the above table, including for debt maturity profile, would translate into a 'very negative' assessment of the funding and capital structure and would cap the SACP at 'b-'.

3. Combining The Financial Risk Profile And Business Risk Profile To Arrive At An Anchor

64. As in our Corporate Methodology, we combine an IHC's business risk profile assessment and its financial risk profile assessment (see Table 11) to determine its anchor. If we view an issuer's capital structure as unsustainable or if its obligations are currently vulnerable to nonpayment, and if the obligor is dependent upon favorable business, financial, and economic conditions to meet its commitments on its obligations, then we will determine the issuer's SACP using "Criteria For Assigning 'CCC+', 'CCC', 'CCC-', And 'CC' Ratings," Oct. 1, 2012. If the issuer meets the conditions for assigning 'CCC+', 'CCC', 'CCC-', and 'CC' ratings, we will not apply Table 11.

Table 11

Combining The Business And Financial Risk Profiles To Determine The Anchor

	--Financial risk score--					
Business risk profile	**Minimal (1)**	**Modest (2)**	**Intermediate (3)**	**Significant (4)**	**Aggressive (5)**	**Highly leveraged (6)**
Excellent (1)	aaa/aa+	aa	a+/a	a-	bbb	bbb-/bb+
Strong (2)	aa/aa-	a+/a	a-/bbb+	bbb	bb+	bb
Satisfactory (3)	a/a-	bbb+	bbb/bbb-	bbb-/bb+	bb	b+
Fair (4)	bbb/bbb-	bbb-	bb+	bb	bb-	b
Weak (5)	bb+	bb+	bb	bb-	b+	b/b-
Vulnerable (6)	bb-	bb-	bb-/b+	b+	b	b-

65. When two anchor outcomes are listed for a given combination of the business risk profile assessment and the financial risk profile assessment, an issuer's anchor is determined as follows:

66. When a company's financial risk profile is 4 or stronger, its anchor is based on the comparative strength of its business risk profile. We consider our assessment of the business risk profile for corporate issuers to be points along a possible range. Consequently, each of these assessments that ultimately generate the business risk profile for a specific issuer can be at the upper or lower end of such a range. Issuers with stronger business risk profiles for the range of anchor outcomes will be assigned the higher anchor. Those with a weaker business risk profile for the range of anchor outcomes will be assigned the lower anchor.

67. When a company's financial risk profile is 5 or 6, its anchor is based on the comparative strength of its financial risk profile. Issuers with a low LTV compared to their LTV thresholds and/or stronger cash flow adequacy ratios will be assigned the higher of the two possible anchor outcomes. Issuers with weaker financial metrics will be assigned the lower anchor.

4. Building On The Anchor By Using Modifiers

68. The analysis of liquidity and management and governance may raise or lower a company's anchor (see Table 12). We express these conclusions using specific assessments and descriptors that determine the number of notches to apply to the anchor. However, this notching in aggregate can't lower an issuer's anchor below 'b-' (see "Criteria For Assigning 'CCC+', 'CCC', 'CCC-', And 'CC' Ratings," Oct. 1, 2012, for the methodology we use to assign 'CCC' and 'CC' category SACPs and ICRs to issuers).

Table 12

Effect Of Liquidity And Management And Governance Analysis On A Company's Anchor

Anchor	'a-' and higher	'bbb+' to 'bbb-'	'bb+' to 'bb-'	'b+' and lower
Liquidity				
1. Exceptional	0 notches	0 notches	0 notches	+1 notch if F&CS is 'neutral'
2. Strong	0 notches	0 notches	0 notches	+1 notch if F&CS is 'neutral'
3. Adequate	0 notches	0 notches	0 notches	0 notches
4. Less than adequate*	N/A	N/A	-1 notch¶	0 notches
5. Weak	N/A	N/A	N/A	B- cap on SACP
Management and governance				
1. Strong	0 notches	0 notches	0, +1 notch§	0, +1 notch§
2. Satisfactory	0 notches	0 notches	0 notches	0 notches
3. Fair	-1 notch	0 notches	0 notches	0 notches
4. Weak	-2 or more notches**	-2 or more notches**	-1 or more notches**	-1 or more notches**

*See "Methodology And Assumptions: Liquidity Descriptors For Global Corporate Issuers," Jan. 2, 2014. SACP is capped at 'bb+'. ¶If issuer SACP is 'bb+' due to cap, there is no further notching. §This adjustment is one notch if we have not already captured benefits of strong management and governance in the analysis of the issuer's SIC. **Number of notches depends upon the degree of negative effect on the IHC's risk profile.

69. Our assessment of liquidity focuses on the monetary flows--the sources and uses of cash--that are the key indicators of an IHC's liquidity cushion. An SACP is capped at 'bb+' for IHCs with liquidity that is less than adequate and 'b-' for IHCs with weak liquidity. (For the complete methodology on assessing corporate issuers' liquidity, see "Methodology And Assumptions: Liquidity Descriptors For Global Corporate Issuers," Nov. 19, 2013.)

70. The analysis of management and governance addresses how management's strategic competence, organizational effectiveness, risk management, and governance practices shape the IHC's competitiveness in the marketplace, the strength of its financial risk management, and the robustness of its governance. Typically, investment-grade anchor outcomes reflect strong or satisfactory management and governance, so there is no incremental uplift to the anchor. Alternatively, a fair or weak assessment of management and governance can lead to a lower anchor. For the full treatment of management and governance, see "Methodology: Management And Governance Credit Factors For Corporate Entities And Insurers," Nov. 13, 2012.

71. The anchor, after adjusting for the modifiers, could change one notch up or down to arrive at an issuer's SACP based on our comparable ratings analysis. This is a holistic review of an IHC's stand-alone credit risk profile, in which we evaluate an issuer's credit characteristics in aggregate. A positive assessment leads to a one-notch improvement, a

negative assessment leads to a one-notch reduction, and a neutral assessment indicates no change to the anchor. The application of comparable ratings analysis reflects the need to fine-tune ratings outcomes, even after the use of each of the other modifiers. A positive or negative assessment is therefore likely to be common rather than exceptional.

A) Liquidity

72. In assessing the Liquidity of an IHC, our analysis uses the same methodology we use for other corporate issuers.

73. For IHCs, we consider the following liquidity sources: i) cash and liquid investments, ii) forecasted dividends to be received from investee companies, iii) proceeds of asset sales (when confidently predictable), iv) the undrawn, available portion of committed bank lines maturing beyond the next 12 months, and v) expected ongoing equity infusion from shareholders, as appropriate.

74. The most common uses of cash for IHC's include: i) forecasted operating, tax and interest expenses; ii) all IHC debt maturities (either recourse to the company or which it is expected to support); iii) contracted acquisitions and committed investments into existing investee companies; and iv) expected shareholder distributions through dividends and share repurchases. Any other forecasted uses of cash would also be included.

75. We stress dividend streams as part of our liquidity assessment using the same percentage stresses (from 50% for an 'exceptional' assessment, 30% for a 'strong' assessment, to 15% for an 'adequate' assessment) that we use to stress EBITDA for corporates analyzed under our Corporate Methodology.

76. See "Methodology And Assumptions: Liquidity Descriptors For Global Corporate Issuers," Jan. 2, 2014, for further details.

B) Management And Governance

77. For IHC, we emphasize as part of our management and governance assessment, the transparency of management in providing detailed and documented information on structure (legal/fiscal organization and debt location) and investment portfolio content (the precise number of shares held in listed assets and the underlying assumptions and methodology used in the company's or third-party valuations--such as discounted cash flows or trading multiples--to value unlisted assets).

78. See "Methodology: Management And Governance Credit Factors For Corporate Entities And Insurers," Nov. 13, 2012, for further details.

C) Comparable Rating Analysis

79. In assessing the CRA for an IHC, our analysis uses the same methodology as with other corporate issuers.

80. Examples of when the CRA could be applied include:

- Business risk assessment - If we expect an IHC to sustain a position at the higher or lower end of the ranges for the

business risk category assessment, the IHC could receive a positive or negative assessment, respectively. For example, we may consider our relative assessments for asset risk, which can span a relatively wide range per given asset risk assessment (see Table 1).

- Financial risk assessment and financial metrics - If an IHC's actual metrics are just above (or just below) the financial risk profile range. For example, we may consider our relative assessments for funding and capital structure as well as comparisons of the gap (cushion) between spot LTVs and assigned LTV thresholds provided we expect that the gap or cushion will be sustained.

81. We also consider additional factors not already covered, or existing factors not fully captured, in arriving at the SACP. Such factors will generally reflect less frequently observed credit characteristics, might be unique, or could reflect unpredictability or uncertain risk attributes, both positive and negative.

82. See Comparable Rating Analysis in "Corporate Methodology," Nov. 19, 2013, for further details.

5. Other Rating Considerations

83. Ongoing support or negative influence from a government (for government-related entities) or group is factored into the SACP (see "SACP criteria"). While such ongoing support/negative influence does not affect the industry or country risk assessments, it can affect any other component of business or financial risk. For example, such support or negative influence can affect investment position, financial risk profile, our liquidity assessment, or comparable ratings analysis.

84. The application of these criteria will result in an SACP that could then be constrained by the relevant sovereign rating and transfer and convertibility (T&C) assessment affecting the entity when determining the ICR. For the final ICR to be higher than the applicable sovereign rating or T&C assessment, the entity will have to meet the conditions established in "Ratings Above The Sovereign--Corporate And Government Ratings: Methodology And Assumptions," Nov. 19, 2013.

85. The ICR results from the combination of the SACP and the support framework, which determines whether the ICR should differ from the SACP to reflect the possibility of extraordinary group or government influence. Any potential extraordinary influence is captured in the ICR. See "Group Rating Methodology," Nov. 19, 2013, and "Rating Government-Related Entities: Methodology And Assumptions," Dec. 9, 2010, for our methodology on group and government influence.

86. GRM applies to IHCs' investee companies and their parent corporations. However, IHC investee companies cannot be classified any higher than "moderately strategic" under GRM given the nature of the strategic and financing relationship between IHCs and their investee companies.

Related Criteria

- Standard & Poor's Ratings Definitions, March 21, 2014
- Methodology And Assumptions: Liquidity Descriptors For Global Corporate Issuers, Jan. 2, 2014
- Corporate Methodology, Nov. 19, 2013
- Corporate Methodology: Ratios And Adjustments, Nov. 19, 2013

- Methodology: Industry Risk, Nov. 19, 2013
- Country Risk Assessment Methodology And Assumptions, Nov. 19, 2013
- Group Rating Methodology, Nov. 19, 2013
- Ratings Above The Sovereign--Corporate And Government Ratings: Methodology And Assumptions, Nov. 19, 2013
- Methodology: Management And Governance Credit Factors For Corporate Entities And Insurers, Nov. 13, 2012
- Criteria For Assigning 'CCC+', 'CCC', 'CCC-', And 'CC' Ratings, Oct. 1, 2012
- Principles Of Credit Ratings, Feb. 16, 2011
- Stand-Alone Credit Profiles: One Component Of A Rating, Oct. 1, 2010

These criteria represent the specific application of fundamental principles that define credit risk and ratings opinions. Their use is determined by issuer- or issue-specific attributes as well as Standard & Poor's Ratings Services' assessment of the credit and, if applicable, structural risks for a given issuer or issue rating. Methodology and assumptions may change from time to time as a result of market and economic conditions, issuer- or issue-specific factors, or new empirical evidence that would affect our credit judgment.

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