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THE WORLD OF FINANCE ENGLISH









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> 2006年 第2辑



2006年 第2辑



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Capital One Purchase Turns it into a Top-10 Bank* 第一资本金融公司的收购使其成为排名前十位的银行

By Justin Baer 卫旭东 译

Capital One Financial Corp, the fourth-largest issuer of Visa and MasterCards, agreed to buy North Fork Bancorp for US\$14.6 billion to transform the credit-card company into one of the 10 largest US banks.

Capital One of Mclean, Virginia, will pay US\$31.18 in cash and stock for each share of North Fork, the two companies said in a statement on Sunday. That is 23 per cent more than Melville, New York-based North Fork's closing price on March 10.

The acquisition will almost double Capital One's deposits to more than US\$84 billion and increase its assets to about US\$146 billion, ranking ahead of Cleveland-based National City Corp, the eighth-biggest US bank as of December 31.

作为维萨卡和万事达卡 第四大发行商,美国第一资 本金融公司同意以146亿美 元的价格收购诺福克银行, 这将使该信用卡公司转型成 为美国十大银行之一。

双方公司在周日的声明中说,维吉尼亚州马克林市第一资本金融公司将以每股31.18美元的现金和股票价收购诺福克公司的股票。这比总部设在纽约州梅尔维尔的诺福克公司3月10日的收盘价高23%。

这次收购将使第一资本金融公司的存款几乎翻一番,达到840多亿美元,将其资产增加到近1460亿美元,并使其排名于总部设在克里富兰的国民城市银行之前。根据12月31日的统计,该银行位居全美第八。

^{*} Source: China Daily (Bloomberg). Mar. 14th, 2006.

Chief Executive Officer Richard Fairbank, 55, is making his biggest purchase four months after completing the US \$4.8 billion takeover of New Orleans-based Hibernia Corp.

"If they can get it executed well, it's a great diversification play for Capital One," said David Hendler, an analyst at CreditSights Inc in New York.

Capital one said it expects to complete the transaction, financed two-thirds by stock, in the fourth quarter. Each North Fork share will be exchanged for about US\$11.25 of cash, plus 0.2216 of a Capital One share. Capital One also said it plans to buy back US\$3 billion of stock between the second half of 2007 and the first half of 2008.

North Fork CEO John Kanas, 59, will head the combined company's bank operations and report to Fairbank.

Capital One acquired Hibernia to expand beyond the credit-card business and reduce its cost of funding by gai在以 48 亿美元的价格 收购了总部位于新奥尔良的 海柏尼亚公司 4 个月之后, 55 岁的首席执行官理查 德·费尔班克正在进行他最 大规模的收购。

纽约独立信用研究公司 CreditSights 分析师大卫· 亨德勒认为:"如果运作得 当,这对第一资本金融公司 来说是上演了业务多样化的 一出好戏。"

第一资本金融公司说希望在第四季度完成此次交易,此交易用股票完成三分之二的融资。每股诺福克股票的交易价约为11.25美元现金,再加上第一资本金融公司股票的0.2216。第一资本金融公司还说希望在2007年下半年和2008年上半年买回30亿美元的股票。

59 岁的诺福克 CEO 约翰·堪纳斯将领导合并公司的银行运营并向费尔班克负责。

第一资本金融公司收购 海柏尼亚后,业务就不仅限 于信用卡服务,且其基金成

ning a base of deposits. North Fork will give the company more than 655 branches in New York, New Jersey, Connecticut, Louisiana, and Texas, up from almost none before the Hibernia deal.

Capital One's expansion in banking follows a slowdown in credit-card borrowing. The average credit-card debt of households with at least one card rose 2. 2 per cent a year from 2003 to 2005, down from an average 8. 6 per cent a year between 1997 and 2002.

Capital One, known for its "what's in your wallet" advertising campaign, hired comedian David Spade to help draw customers to its credit cards.

Shares of Capital One rose 4.7 per cent on March 10 after it reported low-er-than-expected default rates on loans. The stock is up 15 per cent in the past year, beating the 6.2 per cent advance of the Standard & Poor's 500 Index.

本也因吸引到一定量存款而降低。诺福克使得第一资本金融公司在纽约、新泽西、康涅迪克、路易斯安娜和得克萨斯州拥有655多家的分支机构,而在收购海柏尼亚前该公司在那些地方几乎没有分公司。

第一资本金融公司在银行业进行了扩张,接踵而来的是信用卡申领业务量的下滑。2003年到2005年,每个家庭至少拥有一张的家庭信用卡的债务每年平均上升了2.2%,这与1997年到2002年间平均每年8.6%的水平相比是下降的。

因发起"你的钱包里有什么"广告运动而出名的第一资本金融公司,雇用了喜剧明星大卫·斯派德以吸引顾客申领其信用卡。

第一资本金融公司在报告其贷款违约率低于预期之后,其股票在 3 月 10 日上涨4.7%。该股去年上涨15%,超过了标普500指数上涨6.2%的预期。

Yield curve

North Fork shares have dropped 9 per cent in three months, as a combination of rising short-term interest rates and falling long-term borrowing costs made lending less profitable. As recently as last week, two-year notes yielded more than 10-year Treasuries, widening a gap that opened in December.

"The flat yield curve was really hurting them," Hendler said.

North Fork now trades at about 12. 5 times earnings, down from almost 15 times in July. Capital One's price-to-earnings ratio is more than 13.

Capital One said the purchase will add to earnings in 2008, and US\$275 million a year in pre-tax cost savings by then. Excluding the North Fork purchase, Capital One said it is still forecasting earnings per share of US\$7.40 to US\$7.80 this year.

Under Kanas, North fork grew to become the third-largest depositary bank in the greater New York area, a

收益曲线

诺福克股票 3 个月内下 跌了 9%,既是由于短期利 率的上升,也因为长期借贷 成本下降使得贷款营利减 少。近在上周,两年期债券 的收益高于 10 年期国库券, 进一步拉大了 12 月份以来 的收益差。

亨德勒说:"平缓的收益 曲线对他们来说确实很头 痛。"

诺福克现在以收益量 12.5倍的数额进行交易,这 与7月份的几近15倍相比 有所下降。第一资本金融公 司的本益比则超过13。

第一资本金融公司相信 此次收购会增加 2008 年的 收益,而且到那时每年的税 前成本节余为 2.75 亿美元。 排除诺福克的收购,第一资 本金融公司仍预计今年每股 收益为 7.40 到 7.80 美元。

在堪纳斯看来,诺福克 已经成长为大纽约州地区第 三大存款银行。该地区已吸

region that has attracted Bank of America Corp, HSBC Holdings PLC and Sovereign Bancorp Inc because its dense population makes for high perbranch profit.

引了美国银行、汇丰控股有限公司和金融控股公司 限公司和金融控股公司 Sovereign Bancorp Inc.,因 该地区浓密的人口分布使得 每家分公司的利润额都很高。

North Fork's market value has more than doubled in the past three years.

诺福克的市值在过去 3 年里翻了一番还多。

China Tightening*中国紧缩中

胡岗 傅嘉 译

We gave a detailed analysis of the current macro situation. We concluded that the main focus for the government will be removing excess liquidity and dampening the pace of credit creation—and not bringing real growth down sharply. As a result, while the near-term risks are skewing to the downside, we remain positive on growth over the 12-month horizon and would view a significant equity or commodity market correction as a buying opportunity.

1. Controls on new investment. The NDRC has recently published a new list of sectors where they will be controlling new investment approvals, fuelling investors concerns about a further clampdown on overall capex spending. However, this is nothing new; since 2004, the NDRC already has significant controls on investment approvals in place for nearly all the

我们已经对于当前的宏观形式做出了详尽分析。我们的结论是政府面对的主要问题是减少额外流动性,放慢贷款的速度,并且不使真实增长速度急速滑坡。因此,尽管近期的风险趋向增大,我们仍然对12个月的增长前景保持乐观,将股票或商品市场有明显的修正视作是买人良机。

1. 控制新的投资。国家 发展和改革委员会最近发布 了一个新的部门名单,这些 部门将负责审批投资申请, 激发投资者关心整体资本支 出的进一步下滑。然而,这 也并不是什么新鲜事,从 2004年以来,发改委已经在 几乎所有的相关行业对投资 的审批进行了严格的有准备

^{*} Source: UBS Investment Research, Apr. 13th, 2006.

sectors concerned, and once we strip out secondary asset transactions from the monthly investment numbers, the real pace of heavy industrial investment growth has slowed considerably since then. The rising earnings trend in most heavy industrial sectors is also testimony to the better supply/demand outlook for the economy as a whole. In our view, the best way to understand these announcements is as a continued commitment to vigilance on the supply front, rather as a significant new tightening wave.

2. Consolidation of existing capacity. What is new at the NDRC, by contrast, is a rising concern about the existing stock of excess capacity in key sectors, and particularly in steel and other materials where import and profit recovery have not yet set in. Since the beginning of the year, the government has taken "structural adjustment" measures to consolidate capacity and facilitate exit (these include pushing mergers, enforcing environmental standards, raising costs and cutting off finance to unprofitable players).

It's easy to confuse these policies with investment tightening; in fact, consolidate measures are demand-

的控制,我们也曾在每月投资数目中把那些次级变工是一次级重工业相对的真实增长速度工业和的大多数重工业行为的人。我们在增长的趋势也是对对在增长的趋势,是一个的人。我们看来目前给不是一个新的大规模的紧缩,你看到。

2.整合现有的产能。与 之相对,发改委的新动向产 于开始关注关键行业的过剩 产能的现有规模,特别是在 一些还没有进口和利润还没 有恢复的钢铁和其他原材制 行业。从今年年初开始,政 府采用"结构性调整"方法和 时,加强环境要对 ,加强环境要对 ,加强环境对 ,就会在 被益企业的金融支持等)。

这些政策和投资紧缩很 易相混淆;事实上,整合的方 法是有利于需求的,因为它

friendly, since they reduce excess capacity and boost profitability, thus helping the remaining incumbents in these sectors.

们减少了过多的产能并且提 升了收益,并由此有助于行 业中幸存的企业。

- 3. Reserve requirement increases. In our view, this is the most likely PBC policy response. A higher required reserve ratio effectively "kills two birds with one stone": on the one hand, it takes excess liquidity out of the banking system and reduces the capacity for further acceleration in lending growth, and on the other it lowers the need to issue sterilization bonds—a key concern of the PBC once again, given the unexpectedly high trade surplus in February and March. We expect any reserve requirement hike to push up money market interest rates and slow credit growth at the margin; however, this is a liquidity management measure rather than a demandside tightening, and we wouldn't look for a sharp real slowdown in the economy over the next 12 months.
- 3. 法定准备金率上调。 我们看来这是人民银行最为 可能采取的政策回应。一个 更高的准备金率可以说是 "一石二鸟":一方面它吸收 银行系统中的超额流动性资 金并且减少银行用于加速贷 款增长的资金,另一方面它 减少了发行对冲债券的需 求——这是人民银行又一个 关注要点,因为在二月和三 月外贸顺差出乎意料地高。 我们希望提高准备金率来提 升货币市场的利率并且放慢 信贷的边际增长速度;然而 这是个流动性管理措施;而 不是需求方面紧缩,我们也 不会看到在未来 12 个月内 经济实质性地骤降。
- 4. Administrative credit controls. PBC "window guidance" policies directly targeting overall credit growth have been the most important tightening tool in the authorities' repertoire, and had a very big impact on re-
- 4. 信贷行政调控。人民银行的直接针对整体信贷增长的"窗口指导"政策一直是权威部门最重要的紧缩工具,而且曾对于 2004 年至2005年的实际增长产生了

al growth in 2004 and 2005. The PBC relaxed its focus on credit targets and loosened liquidity policy over the past 16 months, in part in order to restart moribund construction and infrastructure demand; however, these sectors have already rebounded sharply and the recent pickup in credit growth has been led by short-term construction lending and bills finance. As a result, we expect a renewed focus on credit controls, with the PBC will be putting pressure on banks both to slow overall credit issuance and especially to moderate construction-related lending. But keep in mind that the current situation is very different from 2003, when short-term lending growth reached 60\% y/y and overall credit growth peaked at 27% y/y; this time around, we expect a much more moderate slowdown, from 15\% y/y in March back to a more 13% y/y in the second half.

5. Interest rate hikes. Any liquidity tightening should automatically push up money market interest rates (i. e., short-term interbank rates and longer bond yields, which are freely set in the market)—but could we also see an administrative hike in bank deposit or lending rates?

重大的影响。人民银行在讨 去的 16 个月放松了对于信 贷目标的关注并且采用了宽 松的货币政策,这部分是为 了重新启动停滞的基建需 求:然而这些部门已迅速反 弹,而且短期建设贷款和票 据融资引领了最近信贷增长 的加速。由此,我们预计央 行重新把注意力放到信贷控 制上来,而且人民银行将对 银行施加压力让它们减少整 体的信贷发放,特别是要缓 和与建设相关的贷款。但是 我们要记住当前的形势和 2003年有很大的不同,那时 短期贷款的年增长达到了 60%,而全部信贷的年增长 为创纪录的 27%, 当前, 我 们预测贷款的增长的下滑幅 度是相当温和的,将会从3 月的 15% 回到下半年的 13%左右。

5. 加息。任何流动性的 紧缩将会自动使金融市场的 利率提高(也就是那些在市 场中自由变化的如短期银行 间利率和时间长一些的债券 的收益率等)——但是我们 能够同时看到在银行存款或 贷款利率方面的管理的提升

吗?

For the time being, we don't see rate hikes as very likely. The ceiling on lending rates was lifted already two years ago and average rates have been rising ever since; inflation is well-behaved; we don't see overall growth as a strong concern; and the recent pickup in credit growth has a sectoral bias. What's more, any increase in deposit rates would adversely affect state banks'margins, which means the PBC is likely to be slow to pull the trigger. If we do see rate increases, we would expect them to be small and gradual, with only a minor impact on our growth outlook.

在当前,我们认为不大 可能会加息。贷款利率的上 限是两年前就已经提升的, 从那以后平均的利率一直在 上升;通货膨胀适度;我们并 不担忧整体的经济增长;并 且最近信贷的反弹是向某些 行业倾斜的。更重要的是存 款利率的任何上升将会反向 影响银行的盈利,这也正意 味着人民银行可能会放慢采 取行动。如果我们看到利率 会增长,我们希望增长是幅 度小的并且是循序渐进,比 较小地影响我们的增长预 期。

Anatomy of a "Bribe"* 剖析"贿赂案"

By Danielle Knight and Edward T. Pound 沈建苗 译

The World Bank calls it a bribe, but consultant Seydou Idani says it's nothing more than a loan.

In 2004, the World Bank, a development bank controlled by 184 member countries, permanently barred Idani and his company in Burkina Faso—an impoverished nation in West Africa—from doing business with the institution. To understand how the bank came to debar Idani, U. S. News dissected several internal and public bank documents and spoke with people familiar with the investigation.

The 2004 annual report of the World Bank's investigative unit, known as the Department of Institutional Integrity, says internal bank auditors had informed the unit about irregularities on a bank-financed project. After a detailed investigation by the unit, "the bank terminated a staff

世界银行称之为贿赂, 而顾问西多·伊达尼却说这 只是贷款而已。

2004 年,由 184 个成员 国控制的发展银行世界银行 永久性地禁止西多·伊达尼 及他在西非的贫困国家布基 纳法索开设的公司与其进行 业务往来。为了了解这家银 行为何把伊达尼拒之门外, 《美国新闻》周刊仔细分析了 世界银行的几份内部及公开 的文件,并且采访了熟悉这 起调查案的人士。

机构廉正部门是世界银行下设的调查部门,它在2004年的年度报告中声称,银行的内部审查人员已经向该部门汇报了由世界银行提供资金的一个项目存在不正当行为。经过机构廉正部门的详细调查后,"世界银行解

^{*} Source: http://www.usnews.com/usnews/biztech/articles/060327/27bribe.htm.