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# **Optimal Security Design for Risk-Averse Investors**

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# Optimal Security Design for Risk-Averse Investors

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#### Abstract

We use the tools of mechanism design, combined with the theory of risk measures, to analyze a model where a cash constrained owner of an asset with stochastic returns raises capital from a population of investors that differ in their risk aversion and budget constraints. The distribution of the asset's cash flow is assumed here to be common-knowledge: no agent has private information about it. The issuer partitions and sells the asset's realized cash flow into several asset-backed securities, one for each type of investor. The optimal partition conforms to the commonly observed practice of *tranching* (e.g., senior debt, junior debt and equity) where senior claims are paid before the subordinate ones. The holders of more senior/junior tranches are determined by the relative risk appetites of the different types of investors and of the issuer, with the more risk averse agents holding the more senior tranches. Tranching endogenously arises here in an optimal mechanism because of simple economic forces: the differences in risk appetites among agents, and in the budget constraints they face.

# 1 Introduction

The importance of asset-backed securities within the financial industry can hardly be overestimated: even after the financial crisis, securitization remains a many trillion

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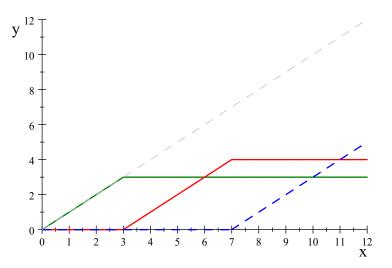


Figure 1: **Tranching:** Grey: Underlying Asset; Green: Senior Debt; Red: Junior Debt; Blue: Equity

dollars business. The underlying asset in securitization is typically a pool of financial obligations such as mortgages or loans, but can also be a cash-flow generating, fixed asset such as a ship, aircraft or a whole business. The profile of expected cash-flows from the underlying asset is synthetically partitioned and sold into multiple *tranches*. These tranches, all backed by the same pool of assets, have different risk, yield, duration, and other characteristics. The defining feature of observed tranching in practice is that each additional dollar of cash flow is allocated to a unique type of tranche in decreasing order of subordination: payments to investors conform to a *waterfall* structure where more senior claims are fully paid before junior ones start to be served.

Securitization is used to fund projects with uncertain returns, or to increase capital capacity. For example, banks are required by regulators to maintain capital according to the size and type of their loans. These "tied" reserves increase the institution's ability to absorb potential losses but reduces its opportunities to use that capital for purposes that may generate higher returns. By securitizing the assets (and by removing them from their balance sheet), banks lower the reserve they need to keep, and can therefore use the freed capital elsewhere. Securitization by tranching caters to both conservative and more aggressive (i.e., less risk-averse) investors since it provides a variety of product choices, tailored to specific investor needs, in terms of duration, risks, cash-flows patterns and yields.

In a frictionless, complete market where it is possible to trade securities with payoffs that are contingent on any conceivable event, the nature of issued securities should be in fact irrelevant. Since the frictionless market model is not realistic, the field of security design aims to explain optimal financial structures given prevalent market frictions. A standard theoretical argument that aims to explain tranching is that it enables a decomposition of the asset's cash flow into a component that is largely independent of a seller's private information (debt), and an information sensitive component with cash flows that are dependent on the seller's information (equity). Thus, the main friction responsible for tranching is taken to be a lemons' problem, namely the adverse selection arising from the potential informational advantage of issuer relative to investors. This kind of theory predicts which security - debt or equity - is retained by the issuer, but does not predict how the various sold securities are split among heterogenous investors. The emergence and increased importance of publicly available credit ratings for issued securities together with the regulation of information disclosure in sale prospects attenuate the above described lemons' problem.

The area of security design constitutes an obvious field of applications for the general theory of mechanism design. Nevertheless, the full force of this theory has been seldom applied to such settings, most probably because the objects upon which security design operates - synthetic financial instruments whose payoffs are contingent on the realizations of assets with stochastic returns - are relatively complex, and because the classical theory often assumes risk-neutral agents.

In the present paper we use the tools of mechanism design, combined with the theory of risk measures, to analyze a model where an issuer with insufficient financial resources raises capital from a population of different classes of risk-averse and budgetconstrained investors by securitizing an underlying asset with a stochastic return. We show that, in the optimal mechanism, the issuer partitions and sells the underlying asset's realized cash flow into several tranches, one for each type of risk-averse investor, such that more conservative investors are offered less risky securities.

In order to clearly differentiate our explanation from the one based on the lemons' problem, the distribution of the project's cash flow is assumed here to be commonknowledge: no agent has private information about it. Thus, our model explains the emergence of the tranching technique without appealing to an asymmetry of information about the quality of the underlying asset. Tranching endogenously arises here in an optimal mechanism because of simpler and more basic economic forces: the differences in risk appetites among agents, and in the budget constraints they face. Indeed, a principal practical motivation for securitization is to appeal to investor groups with heterogeneous preferences. Roughly speaking, senior securities are designed to appeal to "constrained" or *conservative* investors who can only purchase investment-grade products, and are thus more risk-averse. These investors are bound by either transparent regulations (for example, banks, pension funds, and insurance companies are often restricted in the types of assets they may hold), or by less transparent constraints such as internal by-law restrictions/investment mandates or other portfolio/time-specific hedging requirements. Less constrained, *aggressive* investors - such as hedge funds, private equity funds and sovereign funds - are less risk averse, and are thus willing to purchase riskier securities. The junior securities that offer higher returns in exchange for more risk are designed to appeal to them. Since the reasons for being constrained in the above sense are diverse and also change over time, the same financial institution may belong to either group in a specific transaction, and the issuer may not know what is the present risk appetite of an individual investor nor what his present investment budget.

Another area where our model can be applied is crowdfunding. Since May 2016, the Securities and Exchange Commission allows firms to issue debt (peer-to-peer lending) and equity securities. This provides unsophisticated investors a chance to participate in the securities markets, and gives small businesses an opportunity to raise funds. The Crowdfund Act includes monetary limitations for both issuers and investors: issuers may not raise more than \$1,000,000 annually via crowdfunding; for investors, the maximum annual aggregate amount of crowdfunded securities that any one investor may purchase is limited, and based on a scale tied to the investor's income. Again, heterogenous risk appetites that may not be observable to the issuer play a major role in the design of crowdfunding schemes.<sup>1</sup>

The above considerations imply that successful security design - that raises the needed cash for the least possible amount of foregone returns from the asset - requires the issuer to respect an incentive constraint: each investor type needs to purchase the security that is intended for its corresponding risk appetite and budget. In line with this motivation, investors in our model are heterogeneous with respect to their preferences over risks, and are privately informed about these and about their budgets. The issuer uses then a menu of securities to raise cash, while screening the various types of investors. The issuer's financing need cannot be always fully covered by the least risk averse, aggressive investors, and hence more risk averse, conservative investors must be attracted with less risky securities, yielding the sequential senior-junior security structure where each additional dollar of realized return is allocated to a unique class of investors, forming a "waterfall" structure. A higher financing need generally leads to more tranches being offered.

Our main results explicitly derive the structure of the optimal menu of offered securities, and describe how it depends on the model's main features: the size of financing need relative to available budgets, the relative risk aversions of all involved agents (issuer and investors), the relative frequency of investors with different risk

<sup>&</sup>lt;sup>1</sup>For example, here is how the Shojin Investment company advertises its services: "The key to deciding how to invest in property through crowdfunding is balancing the risks and the rewards. So, for example, if you are willing to take a slightly higher risk, you can reap significantly higher returns through Equity Crowdfunding. If your risk appetite is more conservative, you can opt for the Debt Crowdfunding option that offers the fixed return and interest."

appetites and their budget constraints. If the issuer is less risk averse than all types investors, than the offered securities are debt contracts with different seniority and riskreturn profiles, such that junior debt is both more risky and offers a higher return. The issuer retains then an equity tranche. In contrast, if the issuer's risk aversion is such that there are potential investors who are both more or less risk averse than issuer, then the aggressive, least risk averse investors buy the equity tranche.

An important consequence of our main result is that, unless all assets in a pool are comonotonic (i.e., unless all assets are "bets on the same horse") it is beneficial for an issuer to issue securities backed by the entire pooled asset rather than by its separate parts. If done optimally, such a pooled issue leads to a strictly lower financing cost. Assuming the issuer is the least risk averse party, we also find that if the issuer owns a stochastically better/safer asset (in terms of either a first-order or second-order stochastic shift) or if the issuer needs to raise less capital, then the optimally offered rates for junior and senior debt both decrease, and issuer is better-off. Interestingly, in that case, the aggressive investors *always* get worse off ! This is somewhat surprising since these investors are risk-averse and yet they prefer to invest in a security that is backed by a worse/more risky asset. This phenomenon is due to the effects of screening: aggressive investors earn information rents because they value the risky asset more than conservative investors. When the asset becomes less risky/better, the difference in valuations between the different types of investors decreases, and so does the information rent. This observation has interesting policy implications: market regulators often ban very risky assets in order to protect investors, but our results show that such restrictions may actually hurt risk tolerant investors.

In contrast, if investors become more conservative, we show that the issued securities become riskier so that the probability of not being able to serve the outstanding debt contracts increases.

A main methodological departure from the classical finance literature - that assumes agents who are expected utility maximizers - is obtained here by endowing the agents with risk-averse, non-expected utility preferences that mirror the important class of *spectral* (or *distortion*) risk measures (see Acerbi [2002] and Wang [1996]) that are derived via Choquet integrals of the underlying decumulative distribution (see Schmeidler [1989]). This class is obtained by taking weighted sums of *average values at risk* or averages of *expected shortfalls*, and it forms the building block for the entire class of law-invariant, coherent risk measures developed by Artzner et al. [1999]<sup>2</sup>. Thus, the risk preferences we use are closely related to recent recommendations made by the Basel Committee on Banking Supervision [2019].<sup>3</sup>

<sup>&</sup>lt;sup>2</sup>The class of law invariant, coherent risk measures is obtained by minimizing over several possible distortions. See Safra and Segal [1998] and Kusuoka [2001].

<sup>&</sup>lt;sup>3</sup>A coherent risk measure is a function that satisfies monotonicity, sub-additivity, homogeneity,

There is a one-to-one correspondence between spectral (or distortion) risk measures and the so-called *dual*, non-expected utility functionals - see Yaari [1987]<sup>4</sup>) that are better known in Decision Theory.<sup>5</sup> Yaari's functional form, whose formulation we use below, belongs to the class of *rank-dependent* utility functionals (see Quiggin [1982]). It uses a non-linear function to distort probabilities rather than payoffs, and it weights each payoff by a weight that is decreasing in the size of the payoff. Among other desirable properties, it disentangles attitudes towards risk from the marginal utility of money, that is constant.<sup>6</sup> An important consequence that is very appealing in our context is *additive co-monotonicity*: the dual utility of holding two comonotonic securities (these are two securities whose payoff depends monotonically on the same underlying asset so that there is no hedging benefit from holding the bundle) is simply equal to the sum of the dual utilities of holding each security separately.

Another main feature that distinguishes dual utility from expected utility is *first-order risk aversion*: in the limit where the stakes become small, the risk premium vanishes linearly in the size of the risk.<sup>7</sup> This is in stark contrast to any EU preference represented by a twice differentiable utility function that exhibits *second-order risk aversion*: in the small stakes limit, EU agents become risk neutral and the risk premium they demand vanishes quadratically in the size of the risk.<sup>8</sup> This difference can have far-reaching implications for behavior.<sup>9</sup> In particular, even if risks are divided in very small parts, the investors do not approach risk-neutrality as fast as in the standard EU model.

The rest of the paper is organized as follows: In the remainder of this Section we survey the relevant literature. In Section 2 we present the security design model with risk-averse and budget-constrained, heterogenous investors. In Section 3 we describe and characterize feasible and incentive compatible mechanisms in this setting. Section

<sup>8</sup>See Segal and Spivak [1990] for definitions and a discussion of the various orders of risk aversion.

and translational invariance. See Rüschendorf [2013] for the meaning of these properties when applied to risk measures.

<sup>&</sup>lt;sup>4</sup>Dual utility's aximatization replaces the classical von Neumann-Morgenstern independence axiom behind the expected utility (EU) with another axiom about mixtures of comonotonic random variables.

<sup>&</sup>lt;sup>5</sup>For a good exposition on risk measures and their connections to axiomatic, non-expected utility see Arztner er al [1999], Föllmer and Schied [2016], Chapter 4, or Rüschendorf [2013], Chapter 7.

<sup>&</sup>lt;sup>6</sup>In the special case where the project to be financed can either succeed or fail, our results are more general and can be applied to the entire class of non-expected utility displaying Constant Risk Aversion (CRA) (see Safra and Segal [1998]) with a convex risk-premium function.

<sup>&</sup>lt;sup>7</sup>Guriev [2001] offers a "micro-foundation" for dual utility: a risk neutral agent who faces a bid-ask spread in the credit market will behave as if he were dual risk averse. The same happens if gains are taxed but losses are not.

<sup>&</sup>lt;sup>9</sup>For example, Epstein and Zin [1990] argue that first order risk aversion can resolve the *equity* premium puzzle: faced with small-stakes lotteries, a dual risk-averse (EU risk-averse) agent requires a risk premium proportional to the standard deviation (variance) of the lottery. Since the standard deviation for small risks is considerably larger than the variance it generates a higher equity premium.

4 recalls a fundamental result about debt and call options as extreme securities in the second order stochastic dominance sense. This result is used in the main proofs below. Optimal security design via tranching is derived in Section 5. Section 6 presents several comparative statics results about changes in the optimal design when the underlying asset becomes stochastically better or safer, or less costly to implement. Section 7 offers several extension to the basic model where we (separately) consider privately known investor budgets, a risk averse issuer and an issuer who takes into account the possibility of trading among investors after the initial issue. Section 8 concludes.

### 1.1 Related Literature

The financial literature on security design is very large. Coval et al [2009] offer an accessible account of structured finance in light of the 2007-2008 financial crisis. We also refer the reader to the recent, excellent survey of the scientific literature by Allen and Barbalau [2022], and focus below on the most relevant strands for our own paper.

Classical security design models based on asymmetric information assume that the issuer (insider) is relatively more informed than the investors (see for example Leland and Pyle [1977], Myers and Majluf [1984], Nachman and Noe [1994], DeMarzo and Duffie [1999], Malenko and Tsoy  $[2023]^{10}$ ). This creates a lemons problem since the uninformed investors need to draw inferences about the assets' merit from the contracts proposed by the informed issuer. These models focus on the offered securities' sensitivity to the issuer's private information, and derive conditions under which debt dominates other securities. This is the basis of the famous "pecking order" theory. In a model that incorporates noise traders and incomplete markets, Boot and Thakor [1993] showed that the issuer's expected revenue is enhanced by selling several financial claims that partition its total asset cash flows in two tranches, equity and debt, rather than selling a single claim. Roughly speaking, such a partition is profitable because it enables the decomposition of the cash flow into an information insensitive component and an information sensitive component that is dependent on the seller's information. De Marzo [2005] also investigates how the asymmetry of information interacts with the ex-ante incentives to pool various assets before securitization.

Frank and Goyal [2003] and Fama and French [2005] criticize the "pecking order" theory with its main driving force - the lemons' problem created by the informational asymmetry between issuer and investors - and observe that firms issue much more equity that predicted by that theory (where it should be only the a "last resort" security retained by the issuer). Ospina and Uhlig [2018] compare ex-ante credit ratings of a large set of mortgage-backed securities with (post financial crisis) "ideal"

<sup>&</sup>lt;sup>10</sup>This last paper assumes that investors operate under Knightian uncertainty.

ratings given the observed outcomes and come to the conclusion that ex-ante ratings were relatively accurate (particularly on top AAA tranches). This suggests that the lemons problem was not that severe. They also show that were nearly no losses on AAA-rated securities issued before 2003, but cumulated losses rose to nearly 5% for securities issued in the years 2006-2008. A possible explanation suggested by our model is that investors became increasingly risk averse as the crisis approached.

A smaller literature reverses the nature of the information asymmetry: the outside investors rather than the issuers have superior information about the project's prospects. Axelson [2007] argues that this fits well situations where start-up companies seek to raise funding from professional investors or intermediaries, e.g., venture capital firms. Several papers following De Marzo et al [2005] (e.g., Che and Kim [2010]) study a model where privately informed investors choose securities from a set ordered by steepness rather than by competing with securities designed by the seller as in Axelson's model. In all these studies, investors are risk neutral, and the transaction is between the issuer and a unique winner who is the only one to make a payment. In particular, risk aversion and tranching do not play a role in the obtained results.

A number of papers study security design problems with risk neutral agents endowed with heterogeneous beliefs (see for example Garmaise [2001], Broer [2018], Ellis et al. [2022] and Ortner and Schmalz [2019]). For example, Ortner and Schmalz [2019] assume that the issuer is more optimistic than the investors and only consider doublymontonic securities.<sup>11</sup>. Their Corollary 1 offer relatively restrictive assumptions on the nature of the heterogenous beliefs under which the optimally issued securities follow the standard "waterfall" structure.

While this interesting class of models can explain the emergence of pooling assets and tranching them into structured securities, they are not fully consistent with an optimal mechanism design analysis: when it is common knowledge that market participants have diverse beliefs (i.e., when they "agree to disagree") the issuer can arbitrage the differences in beliefs by organizing structured trades among the investors, hereby extracting the whole available surplus. In other words, in order to rationalize the use of standard securitization policies, one needs somewhat ad-hoc restrictions that are not explicitly specified - on the class of feasible mechanisms. Our own model shares some technical features with the above (an alternative interpretation of our non-expected dual utility functionals is that agents have a distorted belief that overweights more adverse events, leading to non-linear probability weighting), but here investors are rational and the mechanism design analysis is relatively general. The waterfall structure in our environment follows from the combination between the in-

<sup>&</sup>lt;sup>11</sup>This means that both the securities sold to investos and the share retained by the issuer are monotonic in the asset's cash flow.

vestors' heterogenous risk-aversion and their budget constraints. Another difference between our paper and those including heterogenous beliefs is our incomplete information assumption abut risk attitudes (and budgets): this is the main driving force behind our new comparative static results whereby, for example, aggressive investors prefer the optimal securities backed by riskier assets.

As described above, somewhat surprisingly, risk aversion is not a standard feature in models of security design. For example, it is missing in the classical models that explain the occurrence of debt contracts by appealing to costly verification, bankruptcy penalties or moral hazard (see for example Townsend [1979], Gale and Hellwig [1985], Diamond [1984] and Innes [1990]). This is mostly due to the high technical difficulty of such an analysis within the framework of expected utility. Allen and Gale [1989] and Malamud et al [2010] study optimal security design for risk-averse investors from the point of view of risk sharing, but their models do not incorporate private information/incentive constraints. In particular, Allen and Gale show that, in their general equilibrium model where issuing securities is costly, neither debt nor equity are optimal securities. This is mainly because their risk-averse investors have preferences represented by smooth, expected utility functionals. Thus, their classical analysis cannot explain the emergence of the standard securities that are observed in practice.

Mechanism design analysis for risk-averse agents is indeed relatively complex and therefore the literature mostly focuses on the performance of fixed mechanisms, such as standard auctions. Revenue maximization with risk-averse buyers equipped with EU preferences has only been studied in the EU framework by Maskin and Riley [1984] and by Matthews [1983]. Matthews [1983] restricts attention to constant absolute risk aversion (CARA) expected utility preferences, and finds that the optimal mechanism resembles a modified first-price auction where the seller sells partial insurance to bidders with high valuation, but charges an entry fee to bidders with low valuation. Maskin and Riley [1984] allow for more general risk-averse EU preferences and establish several important properties of an optimal auction without obtaining an explicit solution for their general case. Gershkov et al. [2022] assume that risk-averse bidders are equipped with dual utility (as in present paper) and show that the optimal mechanism offers full insurance while distorting the allocation via an endogenous randomization. More related to the present study, Gershkov et al [2022] focus on classical monopolistic insurance with dual risk-averse agents, and derive the optimal menu of contracts for an insurer that maximizes revenue: in general these menus offer *layer* insurance where each additional dollar of potential loss is either fully retained by the insure or fully passed to the insurer. Under some additional regularity assumptions, optimal contracts take the form of menus of different deductibles up to full insurance, or menus of full insurance up to different coverage limits.

Esö and White [2004] analyze EU risk-averse buyers who bid for a risky asset in a standard auction. They assume that all buyers share the same, commonly known, risk preference, and find that buyers exhibiting decreasing absolute risk aversion (DARA) are better off when bidding for a risky object relative to bidding for an object with a deterministic value. In contrast, we examine here the design of issuer-optimal securities in a framework where investors have privately known risk attitudes. The investors' utilities exhibit here CARA- under this assumption Eso and White's bidders are indifferent - and yet, in our framework, some types prefer the underlying asset to be more risky.

# 2 The Model

A seller (she) has a project/asset that generates a random return with outcomes in the interval  $X = [\underline{x}, \overline{x}]$ . The project's return is governed by the distribution  $H : X \to [0, 1]$  and the corresponding density function is denoted by  $\delta_H : X \to (0, \infty)$ . We assume that the random return has a finite expectation. The seller has no cash, and needs to raise funds of  $c \in (0, 1)$  in order to finance the project.

There is a unit mass of potential, risk averse buyers/agents/investors (he). Each one of them is described by a limited budget that is normalized here to 1, and by a preference relation that can be represented by a dual utility function (see Yaari [1987]): Let  $\mathcal{V}$  be the set of random variables with outcomes in the interval X, defined on a given probability space  $(\Omega, \mathcal{F}, \mathbb{P})$ . The cumulative distribution function of a random variable  $v \geq 0$  is denoted by  $H_v$ . Let  $g: [0,1] \to [0,1]$  be increasing with g(0) = 0 and g(1) = 1. The functional defined by

$$\mathcal{U}_g(v) = \underline{x} + \int_{\underline{x}}^{\overline{x}} g(1 - H_v(s)) ds$$

for each  $v \in \mathcal{V}$  is called Yaari's *dual utility* with distortion function g. Utility here is specified in monetary units, and  $U_g(v)$  is the certainty equivalent of lottery v.

Risk aversion in the standard sense of aversion to mean preserving spreads (secondorder stochastic dominance) is here equivalent to the convexity of the distortion function g. Note that integration by parts yields<sup>12</sup>

$$\mathcal{U}_g(v) = \underline{x} + \int_{\underline{x}}^{\overline{x}} g(1 - H_v(s)) ds = \int_{\underline{x}}^{\overline{x}} g'(1 - H_v(s)) s \, dH_v(s) \, .$$

In other words, dual utility modifies the standard expectation operator  $\mathbb{E}_{H}[x] =$ 

<sup>&</sup>lt;sup>12</sup>The integral here is in the Lebesgue-Stieltjes sense.

 $\int_0^{\overline{x}} s dH_v(s)$  by adding a set of weights which depend on the cumulative probability of an outcome. Each outcome s is weighted by  $g'(1 - H_v(s))$ , and this weight is decreasing if g is convex, i.e., if the agent is risk-averse. Thus, standard risk aversion is created here by having higher weights on less favorable outcomes - this is also the main appeal from the perspective of risk measures. The ubiquitous channel that creates risk aversion - decreasing marginal utility of money - is absent since the marginal utility of money is constant. Risk neutrality corresponds to the distortion g being the identity function, in which case we obviously have

$$\mathcal{U}_g(v) = \int_{\underline{x}}^{\overline{x}} s \, dH_v(s) = \mathbb{E}[v]$$

We assume that an agent with type  $\theta$  has private information about his risk preferences, and hence about his distortion function  $g_{\theta}$ . Let  $\theta \in \Theta = \{l, h\}$ , i.e., there are only two types of agents: l types (*conservative* investors) with low risk-tolerance and h types (*aggressive* investors) with high risk-tolerance. Each type occurs with probability  $f_l, f_h > 0$ , respectively, such that  $f_h + f_l = 1$ .

This is sufficient to derive the basic structure of a tranched asset into senior debt, junior debt and equity. With more risk types, these basic securities will be further divided into tranches, one for each type. As adding more investor types yields little new economic insight we assume two types to simplify the exposition.

By the representation of dual utility  $g_{\theta}$  is increasing with  $g_{\theta}(0) = 0$  and  $g_{\theta}(1) = 1$ for each  $\theta \in \Theta$ . Moreover, we assume that  $g_{\theta}(p)$  is convex, which corresponds to assuming that all investors are indeed risk averse (i.e. averse to mean-preserving spreads). We further assume that the investors' risk attitudes are ordered:  $g_l$  is a convex transformation of  $g_h$  which means that conservative type l investors are more risk averse than the aggressive type h investors. Note that this also implies here that  $g_l(p) \leq g_h(p)$  for all  $p \in [0, 1]$  with strict inequality holding for some p.

We first assume, for simplicity, that the issuer is risk neutral. We will discuss the extension to a risk averse issuer in Section 6. Finally, in order to rule out trivial cases, we assume that it is technically feasible to raise the necessary funds c from the conservative investors. A sufficient condition is that these investors - who require a higher premium in order to purchase risk - value the project higher than its cost:

$$\int_X g_l(1 - H(x))dx > c.$$

In particular, the above condition implies that the project's expected return is at least c as both types of investors are risk-averse.

Before concluding this section, we note that having the same budget for both types

is for illustrative convenience only. Our results generalize in a straightforward manner to the case where budgets are heterogeneous and are the agents' private information (see Section 6 for details).

## 2.1 Risk Measures and Dual Risk-Preferences

A prominent example of the class of risk preferences we consider correspond to distortion (or spectral) risk measures. Given a function  $\hat{g} : [0,1] \rightarrow [0,1]$ , a distortion risk measure assigned to a random variable v is defined as<sup>13</sup>

$$\int_{-\infty}^{0} 1 - \hat{g}(1 - F_{-\nu}(s))ds - \int_{0}^{\infty} \hat{g}(1 - F_{-\nu}(s))ds$$

where  $F_{-v}(s) = \mathbb{P}[-v \leq s]$ . Simple algebra shows that such a distortion risk measure equals the minus of the Yaari dual utility with  $g(x) = 1 - \hat{g}(1-x)^{14}$ . It is well known that a distortion risk measure is coherent (see Arztner et al. [1999]) if and only if  $\hat{g}$  is concave (g is convex).

Special cases of distortion risk measures are:

(1) the value at risk:

$$VaR(v) = \sup\{s \colon \mathbb{P}[v > s] \ge 1 - \alpha\}$$

This is the level s such that with probability  $1 - \alpha$ , the realized return exceeds s. This risk measure corresponds to the distortion

$$g_{VaR}^{\alpha}(p) = \begin{cases} 1 & \text{if } p \ge 1 - \alpha \\ 0 & \text{else} \end{cases}$$

where  $\alpha \in [0, 1]$ . Value at risk is not coherent, and hence its use is not anymore recommended by the Basel framework. The main alternative is

(2), expected shortfall, that constitutes a coherent risk measure. It refines the value at risk by considering the expected return conditional on it lying below the level that is exceeded with probability  $1 - \alpha$ 

$$ES(v) = \mathbb{E}[v|v \le VaR(v)].$$

 $<sup>^{13}\</sup>mathrm{See~e.g.}$  https://en.wikipedia.org/wiki/Distortion\_risk\_measure.

<sup>&</sup>lt;sup>14</sup>In the financial literature on risk measures dual utility is sometiones called *monetary utility*.

The expected shortfall corresponds to the distortion

$$g_{ES}^{\alpha}(p) = \frac{1}{\alpha} \max\{p - (1 - \alpha), 0\}.$$

where  $\alpha \in [0, 1]$ . When limits on value at risk or expected shortfall are imposed on a financial decision maker, they enter her preference via a constraint. A natural maximization objective is then formed by taking a weighted sum of the expected value and the expected shortfall (or value at risk), e.g.  $(1-\lambda) \mathbb{E}[v] + \lambda ES(v)$ . This arises, for example, if the investor is risk neutral but the set of feasible investments is constrained by a lower bound on their expected shortfall, e.g., due to regulation such as the one following Basel III and IV.

The corresponding distortion function is then given by

$$g_{\lambda}^{\alpha}(p) = (1-\lambda)p + \frac{\lambda}{\alpha} \max\{p - (1-\alpha), 0\}$$

Another very popular ordered class of coherent risk measures corresponds to (3) the family of *exponential* distortions:

$$g^{\alpha}(p) = \frac{e^{-\alpha(1-p)} - e^{-\alpha}}{1 - e^{-\alpha}}$$

where  $\alpha \in [0, 1]$ .

Finally, a simple and well-known example of an ordered family of distortions appearing in behavioral economics are

(4) the *loss averse* preferences with linear local utility, studied by Kőszegi and Rabin [2006] and by Masatlioglu and Raymond [2016]. These correspond to the distortion function

$$g^k(p) = kp^2 + (1-p)z$$
.

Here  $k \in [0, 1]$  captures the degree of risk-aversion: k = 0 yields risk neutrality, while k = 1 yields the highest risk aversion in this class.

## **3** Mechanisms: Menus of Securities

We restrict attention to deterministic direct mechanisms. Note that this is **not** without loss of generality: random mechanisms can do here better. While adding even more risk in order to extract funds from risk-averse agents seems very non-intuitive, randomization can sometimes help with their screening (see for example Gershkov et al [2022]). Nevertheless, stochastic mechanisms are rarely, if ever, used in practice - it is very hard to credibly commit to the announced randomizations - and we abstract from them here.

Since we have a continuum of agents, we look at mechanisms  $(R_{\theta}(x), t_{\theta})_{\theta \in \Theta}$  where, for each type  $\theta$ ,  $R_{\theta}(x)$  is a contingent *security* that describes the payoff from the asset to the agent with type  $\theta$  if return x occurs, and where  $t_{\theta} \geq 0$  is the *price* of this security.

We restrict attention to monotonic contracts having non-negative returns. That is, for any  $\theta$  and x,  $R_{\theta}(x) \ge 0$  and  $R_{\theta}(x)$  is non-decreasing in x. We also assume that, for each  $\theta$ , the payoff of the security  $R_{\theta}(x)$  is absolutely continuous in the project's return, and we denote by  $R'_{\theta}(x)$  its generalized derivative.

In addition, we assume that the promised return of all offered securities cannot exceed the value of the underlying asset, i.e., that the issuer is cash constrained. That is, for any  $x \in X$ , the following feasibility constraint must hold:

$$\sum_{\theta=l,h} f_{\theta} R_{\theta}(x) \le x.$$

It directly follows that  $R_{\theta}(0) = 0$  for all  $\theta$ .

Fix any mechanism  $(R_{\theta}(x), t_{\theta})_{\theta \in \Theta}$ . Assuming that all other agents report truthfully, an agent with type  $\theta$  who reports to be of type  $\theta'$  obtains dual utility

$$U(\theta, \theta') = -t(\theta') + \int_X R'_{\theta'}(x)g_{\theta}(1 - H(x))dx.$$

With a slight abuse of notation, we let  $U(\theta) = U(\theta, \theta)$  denote a type- $\theta$  agent's utility when he and all others report truthfully.

## 3.1 Implementable Mechanisms

For a type  $\theta$  agent not to deviate and claim to be of type  $\theta'$ , it needs to hold that

$$-t_{\theta} + \int_{X} R'_{\theta}(x) g_{\theta}(1 - H(x)) dx \ge -t_{\theta'} + \int_{X} R'_{\theta'}(x) g_{\theta}(1 - H(x)) dx.$$

This is the same as having the difference in the security equivalents of the assets exceed the difference in their prices:

$$\int_X \left[ R'_{\theta}(x) - R'_{\theta'}(x) \right] g_{\theta}(1 - H(x)) dx \ge t_{\theta} - t_{\theta'}$$

Similarly, in order to make type  $\theta$  agent purchase the security offered to him instead of pursuing an outside option (e.g., acquiring a risk-free government bond with a fixed

interest rate) that is normalized here to yield zero utility, it must be the case that

$$t_{\theta} \le \int R'_{\theta}(x)g_{\theta}(1 - H(x))dx \tag{IR}$$

The feasibility constraint requires that the promised payments from the asset cannot exceed the value of the asset: for each  $x \in X$ 

$$f_l R_l(x) + f_h R_h(x) \le x$$

which is equivalent to  $R_{\theta}(0) = 0$  for  $\theta \in \Theta$  and

$$\int_0^x [f_l R'_l(z) + f_h R'_h(z)] dz \le x$$
 (Feasibility)

for all x > 0.

In addition, recall that we require that for  $\theta \in \Theta$  and for all x,

$$R'_{\theta}(x) \ge 0 \tag{M}$$

Finally, recall that each type has here a limited budget of one:

$$t_{\theta} \le 1 \text{ for } \theta \in \{l, h\}$$
 (BC)

# 4 Extreme Securities under Second Order Stochastic Dominance

For the derivation of the optimal menu of securities, we first describe a fundamental result about the best and worst securities for any risk-averse investor who selects one among the set of doubly monotonic securities that satisfy an iso-cost condition for the issuer. The argument has been mainly developed in the insurance literature, and we transfer it here to the security design setting.

*Double monotonicity* holds if, in addition, to the monotonicity in the asset's return of the securities issued to investors, the part of the asset left with issuer is also monotonic, i.e., if the function

$$x - \sum_{\theta = l,h} f_{\theta} R_{\theta}(x)$$

is monotonic.

Consider a feasible and doubly monotonic security  $\widehat{R}$  derived from an underlying

asset x with distribution H, and let  $\mathcal{R}$  be the set of all feasible, doubly monotonic securities with the same expected cost to the issuer

$$\forall R \in \mathcal{R}, \ C(R) = \int_X R'(x)(1 - H(x))dx = C = \int_X \widehat{R}'(x)(1 - H(x))dx$$

Let  $x^d$  be a solution to

$$\mathbb{E}[\min\{x, x^d\}] = C$$

and note that  $R(x) = \min\{x, x^d\}$  is a *debt* contract. Analogously, let  $x^o$  be a solution to

$$\mathbb{E}[(x - x^o)_+] = C$$

and note that  $(x - x^{o})_{+}$  is a call option.

**Theorem 1** Consider any security  $R \in \mathcal{R}$ . Then it holds that

$$(x - x^{o})_{+} \leq_{SOSD} R \leq_{SOSD} \min\{x, x^{d}\}$$

where SOSD denotes second-order stochastic dominance.

In other words, a debt security (a call option) is the least (most) variable security among the securities with a given cost, and therefore the best (worst) choice for **any** risk averse investor. The right side is well-known, and only requires the monotonicity of the relevant securities (see for example Van Heerwaarden et al. [1989]).<sup>15</sup> The left side is proved in Gershkov et al [2022] and requires double monotonicity.<sup>16</sup>

# 5 Optimal Security Design

As the conservative l type of investor assigns a strictly higher value to the project than its cost, the issuer can always offer a single security that will be bought by all types, and that has a price greater than c. Doing so yields a strictly positive profit, so that it cannot be optimal not to finance the project. This yields that, in any optimal menu,

$$f_h t_h + f_l t_l \ge c.$$

The issuer's profit when she finances the project via mechanism  $(R_{\theta}(x), t_{\theta})_{\theta \in \Theta}$  is

 $<sup>^{15}</sup>$ It generalizes famous results by Arrow [1963] and by Borch[1960] who showed that deductibles lead to the lowest variance among all contracts with the same cost.

<sup>&</sup>lt;sup>16</sup>The "live-or-die" contract studied by Innes [1990] is not doubly monotonic, and is thus different from a call option.

given by:

$$\mathbb{E}_{H}[x] - \int_{X} \left[ f_{h} R'_{h}(x) + f_{l} R'_{l}(x) \right] (1 - H(x)) dx + \left[ f_{h} t_{h} + f_{l} t_{l} - c \right].$$

Our first Lemma demonstrates that the issuer never wants to raise more than c: raising funds that are not strictly needed is too costly in terms of foregone returns that could be obtained by retaining a higher portion of the underlying asset. This happens because all investors demand here a risk premium in order to acquire risk, while the seller is risk-neutral.

**Lemma 1** Fix any optimal menu  $(R_{\theta}(x), t_{\theta})_{\theta \in \Theta}$ . It must hold that  $f_h t_h + f_l t_l = c$ .

By the above Lemma, and since the asset's expected return  $\mathbb{E}_{H}[x]$  is fixed, the seller's objective function reduces to:

$$\min_{(R_{\theta}(x),t_{\theta})_{\theta\in\Theta}} \left\{ \int_{X} \left[ f_h R'_h(x) + f_l R'_l(x) \right] (1 - H(x)) dx \right\}$$

subject to constraints (IR), (IC), (Feasibility), (M) and (BC).

In words, the issuer wants to minimize the loss of potential cash-flow from the asset caused by the sale of securities to investors, subject to the constraints that she needs to raise a sum c from them, and that the mechanism is implementable.

We next derive the optimal security design and distinguish among two cases. The solution to the first case, where the project can be completely financed by selling securities only to aggressive investors, offers a building block also for the second, more complex, case where selling securities to both types is required.

#### 5.1 Aggressive Investors are Sufficient to Finance the Project

Suppose first that the project can be financed by raising money only from the high types, i.e.  $c \leq f_h \leq 1$ . An alternative interpretation of this basic problem is one where a single investor has a high enough budget to finance the entire project, as in a specially tailored, single-tranche CDO. In this case, the most efficient way of raising the necessary funds is to offer securities only to the aggressive investors, so that it is optimal to set  $t_h = \frac{c}{f_h}$ ,  $t_l = 0$ . The resulting maximization problem for the issuer of

the security becomes:

$$(\text{Problem P}) \quad \min_{R_h} \left\{ f_h \int_X R'_h(x)(1 - H(x)) dx \right\}$$
  
s.t. 
$$\int_X R'_h(x) g_h(1 - H(x)) dx = \frac{c}{f_h}$$
$$R'_h(x) \ge 0, \qquad \forall x \in X$$
$$f_h \int_0^x R'_h(z) dz \le x, \qquad \forall x \in X$$
$$R_h(0) = 0$$

The first equality in the above set of constraints reflects the binding participation constraint for the aggressive types who exhausts their budget. This is an *isoperimetric* constraint. The second inequality is the *monotonicity* constraint. The last two constraints ensures that the payouts to the agents do not exceed the return of the security (i.e. the feasibility constraint) where the second last constraint is a *majorization* constraint, and the last constraint is a *boundary condition*.

The convexity of the function  $g_h$  is equivalent here to assuming that the function  $z \mapsto \frac{z}{g_h(z)}$  is decreasing, or that the function  $x \mapsto \frac{1-H(x)}{g_h(1-H(x))}$  is increasing. Intuitively, when this last condition holds, it is beneficial for the seller to make  $R'_h(x)$ , the security's slope, as large as the majorization constraint allows for small realizations of the asset's return x, and as small as possible for larger realizations obtained as soon as the isoperimetric constraint is satisfied. Instead of using this intuition for a direct proof, we use below the right-hand side of Theorem 1 (recall that this part does not use double-monotonicity and this is not assumed here).

**Proposition 1** Let  $x^*$  denote the solution to

$$\int_0^x g_h(1 - H(z))dz = c$$

and note that  $x^* > c.^{17}$  The optimal contract is given by

$$R_h^*(x) = \begin{cases} \frac{x}{f_h} & \text{for } x \le x^* \\ \frac{x^*}{f_h} & \text{otherwise} \end{cases}$$

and by  $t_h^* = \frac{c}{f_h}$ . That is, a debt contract with interest rate  $\frac{x^*}{c} - 1 > 0$  is an optimal security.

<sup>&</sup>lt;sup>17</sup>This exists because, by assumption  $\int_X g_h(1-H(x))dx \ge c$  so that the project can be financed at all.

The optimal security's interest rate depends on the risk-aversion of the aggressive investors, on the project's return profile, and on the financing cost c. The above result includes several very intuitive predictions that can be tested empirically. Ceteris paribus, a better distribution of returns H (in the sense of first order stochastic dominance) yields a lower interest rate, a higher degree of risk-aversion yields a higher interest rate, and a higher financing need c also yields a higher interest rate. To see the last point, let c vary and let x(c) be such that

$$\int_0^{x(c)} g_h(1 - H(z)) dz = c \, .$$

Taking the derivative with respect to c twice in the above expression yields:

$$g_h(1 - H(x(c))) \cdot x'(c) = 1$$
  
-g'\_h(1 - H(x(c))\delta\_H(x(c)) \cdot [x'(c)]^2 + g\_h(1 - H(x(c))) \cdot x''(c) = 0

The second equation yields  $x''(c) \ge 0$ , and hence the corresponding interest rate,  $\frac{x(c)}{c} - 1$ , is increasing in the financing need c.

### 5.2 Both Types of Investor are Needed to Finance the Project

Consider now the case where both types of investor are needed to finance the project, i.e.  $c > f_h > 0$ . For this setting, the participation constraint of a low type, (IR-l), must be binding. If not, then the seller can increase her profit by extracting higher payments from both types. Analogously, the incentive constraint of a high type, (IC-h), must also bind.

We first derive the optimal mechanism for the relaxed problem where we do **not** impose the incentive constraint for a low type (IC-l), nor the participation constraint for a high type, (IR-h). We later check that the obtained solution for the relaxed problem indeed satisfies these omitted constraints. Formally, the relaxed problem is:

$$(\text{Problem Q}) \quad \min_{(R_{\theta}(x), t_{\theta})_{\theta \in \Theta}} \left\{ \int_{X} [f_{l}R_{l}(x)' + f_{h}R'_{h}(x)](1 - H(x))dx \right\}$$
  
s.t.  $\int_{X} R'_{l}(x)g_{l}(1 - H(x))dx = t_{l}$   
 $\int_{X} [R'_{h}(x) - R'_{l}(x)]g_{h}(1 - H(x))dx = t_{h} - t_{l}$   
 $f_{l}t_{l} + f_{h}t_{h} = c$   
 $R'_{h}(x), R'_{l}(x) \ge 0, \ \forall x \in X$   
 $f_{l} \int_{0}^{x} R'_{l}(z)dz + f_{h} \int_{0}^{x} R'_{h}(z)dz \le x, \ \forall x \in X$   
 $R_{h}(0) = R_{l}(0) = 0$ 

The first equality is the (IR-l) constraint, the second one is (IC-h), the third line is (FC), the last two lines ensure feasibility.

The following Lemma demonstrates that, in any solution to the relaxed problem, all aggressive, high types invest their whole budget, i.e.  $t_h = 1$ .

**Lemma 2** Suppose that  $(R_{\theta}(x), t_{\theta})_{\theta \in \Theta}$  is the solution to (Problem Q). If  $t_l > 0$ , then  $t_h = 1$ .

It follows from the above lemma that, in the optimal mechanism, the seller raises in total  $f_h$  from the aggressive investors and still needs to raise  $f_l t_l = c - f_h$  from the conservative investors. That is,  $t_l = \frac{c-f_h}{f_l}$ .

Given the above Lemmas, the relaxed problem Q can be further simplified into:

$$(Problem Q') \quad \min_{R_l,R_h} \left\{ \int_X [f_l R'_l(x) + f_h R'_h(x)](1 - H(x))dx \right\} \\ \text{s.t.} \int_X R'_l(x)g_l(1 - H(x))dx = \frac{c - f_h}{f_l} \\ \int_X [R'_h(x) - R'_l(x)]g_h(1 - H(x))dx = t_h - t_l = \frac{1 - c}{f_l} \\ R'_h(x), R'_l(x) \ge 0, \ \forall x \in X \\ f_l \int_0^x R'_l(z)dz + f_h \int_0^x R'_h(z)dz \le x, \ \forall x \in X \\ R_h(0), R_l(0) = 0, \end{aligned}$$

**Theorem 2** Suppose that  $c > f_h$  and let  $x_l^*$ ,  $x_h^*$  denote the solutions to:

$$\int_0^{x_l^*} g_l(1 - H(x)) dx = c - f_h \quad ; \quad \int_{x_l^*}^{x_h^*} g_h(1 - H(x)) dx = \frac{(1 - c)f_h}{f_l}$$

respectively. The optimal menu is given by  $t_l^* = \frac{c-f_h}{f_l}$ ,  $t_h^* = 1$ , and

$$R_l^*(x) = \begin{cases} \frac{x}{f_l} \text{ for } x \le x_l^* \\ \frac{x_l^*}{f_l}, \text{ otherwise} \end{cases}$$
$$R_h^*(x) = \begin{cases} 0, \text{ for } x \le x_h^* \\ \frac{x-x_l^*}{f_h}, \text{ for } x_l^* \le x \le x_h^* \\ \frac{x_h^*-x_l^*}{f_h}, \text{ otherwise} \end{cases}$$

This theorem establishes that the optimal mechanism is a menu of two contracts, one of them being *senior debt* with interest rate

$$rac{rac{x_l^*}{f_l}}{t_l^*} - 1 = rac{rac{x_l^*}{f_l}}{rac{c-f_h}{f_l}} - 1 = rac{x_l^*}{c-f_h} - 1$$

and the other being *junior debt* with interest rate

$$\frac{\frac{x_h^* - x_l^*}{f_h}}{t_h^*} - 1 = \frac{x_h^* - x_l^*}{f_h} - 1.$$

Furthermore, the amount of money that any agent can invest in senior debt is limited to  $\frac{c-f_h}{f_l}$ .

**Remark (More Investor Types):** The above construction can be easily generalized to a setting where there are more than two types of risk averse investors: as the needed capital c increases, additional types of increasingly conservative investors become necessary for financing, and the issuer issues additional tranches, one per each type of risk averse investor. In particular, our model predicts that larger issues will consist of more tranches, a feature often observed in reality.

**Remark (Pooling):** Suppose that originally there are two separate security issues backed by assets x and y respectively. Then pooling the two assets together is always beneficial for the issuer! Indeed, the least costly way to finance the total project x + y is to issue debt contracts backed by it. The original securities independently backed by x and y, respectively, generally do not add up to such contracts unless x and y are comonotonic random variables. It then directly follows that the total financing cost of the separate issues must be higher than the financing cost of the pooled issue.

**Remark (Complete Information):** A similar structure of securities (namely senior/ junior debt and equity) is optimal also under complete information if investors have Yari Preferences. In contrast, this "waterfall" structure is not optimal if investors have expected utility preferences (see for example Allen and Gale [1989]) because then the marginal utility of money is not fixed, leading to a complex solution to the risk-sharing problem.

#### **Comparative Statics** 6

In this subsection we display several comparative statics results. We first investigate the effects of having a better or safer asset in the sense of a FOSD or SOSD shift, respectively. We then discuss the effect of an increase in the financing cost. We focus here on the more interesting case where both types of investor are needed for financing the project.

#### 6.1 Who Prefers a Better or a Safer Asset?

Our main finding here is that issuer always prefers a stochastically better (safer) asset, while the aggressive investors prefer a worse (riskier) asset!

**Proposition 2** Consider two assets, x and y, with distributions  $H_x$  and  $H_y$ , respectively, such that x FOSD (SOSD) y. In addition, we assume that  $f_h < c$  so that aggressive investors are not sufficient to finance the better asset. Consider the optimal contract for financing asset x, and let  $\frac{x_l^*}{c-f_h} - 1$  and  $\frac{x_h^* - x_l^*}{f_h} - 1$  denote the interest rates offered by the issuer to the conservative and aggressive investors, respectively. Analogously, let  $\frac{y_l^*}{f_l} - 1$  and  $\frac{y_h^* - y_l^*}{f_h} - 1$  denote the optimal rates for financing asset y. Then the following hold :

- 1.  $\frac{x_l^*}{c-f_h} 1 \leq \frac{y_l^*}{c-f_h} 1; \text{ If } x \text{ FOSD } y, \text{ then we also have } \frac{x_h^* x_l^*}{f_h} 1 \leq \frac{y_h^* y_l^*}{f_h} 1;$ 2. The cost of financing asset x is lower than that for asset  $y : \int_0^{x_h^*} (1 H_x(z)) dz \leq \frac{y_h^* y_h^*}{f_h} + \frac{y_h^* y_h^*}{f_h} +$
- $\int_0^{y_h^*} (1 H_y(z)) dz$
- 3. Aggressive investors prefer to finance asset y :  $\int_{x_t^*}^{x_h^*} g_h(1-H_x(z))dz 1 \leq 1$  $\int_{y_{\star}^*}^{y_h^*} g_h(1 - H_y(z)) dz - 1.$

The above proposition shows that, with a stochastically better/safer asset, the issuer offers a lower interest rate to conservative investors, gives up a smaller share of the asset, and leaves less information rent to the aggressive investors. With a stochastically better asset, the interest rate offered to aggressive investors will also decrease

#### 6.2 The Project's Cost

We find that, as the project becomes more costly to implement, both the offered interest rates and the financing cost increase. Conservative investors are indifferent, but the aggressive investors are better-off.

**Proposition 3** Let  $\frac{x_l(c)}{c-f_h} - 1$ ,  $\frac{x_h(c)-x_l(c)}{f_h} - 1$  denote the interest rates for senior and junior debt, respectively, in the optimal contract that finances asset x and raises c. The the following hold

- 1. Both interest rates  $\frac{x_l(c)}{c-f_h} 1$  and  $\frac{x_h(c)-x_l(c)}{f_h} 1$  increase in c; 2. Aggressive investors prefer to finance costlier projects:  $\int_{x_l(c)}^{x_h(c)} g_h(1-H_x(z))dz 1$ increases in c.

#### **Extensions** 7

In this Section we offer several extensions to our basic model: We first analyze a model where the investors' budgets are heterogenous and private information (thus types are here two-dimensional). We next allow for a risk averse issuer.

#### 7.1**Private Budgets**

We consider here agents who have two types of budgets:  $b = \beta < 1$  with probability p and b = 1 with probability 1 - p. The individual budgets are privately known, and, for each agent, the distribution of his budget is independent of the distribution of the agent's risk type. Under this assumption, the analysis for more budget types remains essentially the same. For later use, we also define the average budget as  $\bar{\beta} = p\beta + 1 - p$ .

We discuss here the more interesting case where both risk types are needed to finance the project. Let  $x_{l,1}^*$  denote the solution to

$$\int_{0}^{x_{l,1}^{*}} g_{l}(1 - H(x)) dx = c - f_{h}\bar{\beta}$$

and let  $x_{h,1}^*$  denote the solution to

$$\frac{1}{f_h\bar{\beta}}\int_{x_{l,1}^*}^{x_{h,1}^*} g_h(1-H(x))dx = \frac{1}{f_l\bar{\beta}}\int_0^{x_{l,1}^*} g_h(1-H(x))dx + 1 - \frac{c-f_h\bar{\beta}}{f_l\bar{\beta}}$$

**Theorem 3** If  $c > f_h \bar{\beta}$ , the menu of securities described below is optimal:

$$\begin{aligned} R_{l,1}^{*}(x) &= \begin{cases} \frac{x}{f_{l,\bar{\beta}}} \text{ for } x \leq x_{l,1}^{*} \\ \frac{x_{l,1}^{*}}{f_{l,\bar{\beta}}}, \text{ otherwise} \end{cases} \\ R_{h,1}^{*}(x) &= \begin{cases} 0, \text{ for } x \leq x_{h,1}^{*} \\ \frac{x - x_{l,1}^{*}}{\beta f_{h}}, \text{ for } x_{l,1}^{*} \leq x \leq x_{h,1}^{*} \\ \frac{x_{h,1}^{*} - x_{l,1}^{*}}{\beta f_{h}}, \text{ otherwise} \end{cases} \\ R_{l,\beta}^{*}(x) &= \beta R_{l,1}^{*}(x) \text{ and } R_{h,\beta}^{*}(x) = \beta R_{h,1}^{*}(x) \text{ for all } x \end{aligned}$$

Moreover, the price of securities are given by  $t_{l,1} = \frac{c-f_h\bar{\beta}}{f_l\bar{\beta}}$ ,  $t_{h,1} = 1$ ,  $t_{l,\beta} = \beta t_{l,1}$ ,  $t_{h,\beta} = \beta t_{h,1}$ .

It is still optimal for the issuer to offer senior debt to the conservative type with budget 1 and junior debt to the aggressive type with budget 1. But now the issuer offers an additional option for the more budget constraint types - these can buy a share  $\beta < 1$  share of the corresponding debt at a share  $\beta$  of the prize.

### 7.2 Security Design by a Risk-Averse Issuer

We now consider the extension where the issuer is also dual risk averse, and where her dual utility is represented by a convex distortion function g. We assume here that the issuer is less risk averse than the conservative investors, i.e., g is less convex than  $g_l$ , and explicitly consider the more interesting case where both types of investor are needed to finance the project.

If the issuer is more risk averse than the conservative investors (i.e, if g is more convex than  $g_l$ ), then the maximization problem is slightly different because the seller will want to extract all the cash from investors. But, this new problem can be solved in an analogous way.

Recall that double monotonicity holds if, in addition to  $R_{\theta}$  being monotonic for all  $\theta$ , the function

$$R(x) = x - \sum_{\theta = l,h} f_{\theta} R_{\theta}(x)$$

is also monotonic, i.e., the issuer's own tranche is also monotonic in the asset's return. It directly follows from double monotonicity that  $R'_h(x) \leq \frac{1}{f_h}$  almost everywhere on X.

Restricting attention to doubly monotonic contracts, and following essentially the same steps as before, the issuer's problem becomes:

$$\min_{R_l,R_h} \left\{ \int_X [f_l R_l(x)' + f_h R'_h(x)] g(1 - H(x)) dx \right\} \\
\text{s.t.} \int_X R'_l(x) g_l(1 - H(x)) dx = \frac{c - f_h}{f_l} \\
\int_X [R'_h(x) - R'_l(x)] g_h(1 - H(x)) dx = t_h - t_l = \frac{1 - c}{f_l} \\
R'_h(x), R'_l(x) \ge 0, \ \forall x \in X \\
f_l \int_0^x R'_l(z) dz + f_h \int_0^x R'_h(z) dz \le x, \ \forall x \in X \\
R_h(0), R_l(0) = 0,$$

If the issuer is also less risk averse than the aggressive investors, i.e., if g is more convex than  $g_h$ , then our previous analysis for a risk neutral issuer applies. Novel findings arise now in the case where the issuer is more risk averse than the aggressive investors, i.e., if g is less convex than  $g_h$ .

In other words, we study below the case where the seller's risk aversion is intermediate between those of the two types of investors.

**Proposition 4** Suppose  $c > f_h$ . Let  $\tilde{x}_l$ ,  $\tilde{x}_h$  denote the solutions to:

$$\int_{0}^{\tilde{x}_{l}} g_{l}(1 - H(x))dx = c - f_{h} \quad and \quad \int_{0}^{\tilde{x}_{l}} g_{h}(1 - H(x))dx = \frac{\overline{x} - \tilde{x}_{h}}{f_{h}}$$

respectively. The optimal menu is given by  $\tilde{t}_l = \frac{c-f_h}{f_l}$ ,  $\tilde{t}_h = 1$ , and

$$\tilde{R}_{l}(x) = \begin{cases} \frac{x}{f_{l}} \text{ for } x \leq \tilde{x}_{l} \\ \frac{\tilde{x}_{l}}{f_{l}} \text{ otherwise} \end{cases}$$
$$\tilde{R}_{h}(x) = \begin{cases} 0 \text{ for } x \leq \tilde{x}_{h} \\ \frac{x - \tilde{x}_{h}}{f_{h}} \text{ otherwise} \end{cases}$$

A conservative investor still receives senior debt with interest rate  $\frac{\hat{x}_l}{c-f_h}$ , but an aggressive investor now receives the remaining equity after debt-holders have been paid. It directly follows that the part of the asset that is kept by the designer,  $x - f_l R_l(x) + f_h R_h(x)$ , takes now the form of junior debt, and is given by:

$$R^*(x) = \begin{cases} 0 \text{ for } x \leq \tilde{x}_l \\ x - \tilde{x}_l \text{ for } \tilde{x}_l < x \leq \tilde{x}_h \\ \tilde{x}_h - \tilde{x}_l, \text{ otherwise} \end{cases}$$

## 7.3 The Optimal Mechanism without Purchasing Limits

In this section we characterize the optimal mechanism for the case where both types are needed to finance the project, and where purchasing limits as in the benchmark model above cannot be imposed. While in the main part of the paper we studied the optimal mechanism design problem where the issuer fully controls both the allocation and monetary transfer of every type, here we are looking at a simpler and more widely used selling procedure where every investor decides how many units of each security to acquire. The main change occurs in the incentive constraint of the aggressive investor type who must be deterred from buying several units of the security intended for the conservative types. This affects the allocation of securities and the offered interests rates but does not change the basic waterfall structure of the optimal contract. For an alternative motivation, note that if agents can trade among themselves after the completion of the initial issue, aggressive, less risk-averse investors may be able to purchase securities from the conservative, more risk averse investors at a mutually beneficial price. Foreseeing this possibility, the aggressive investors will refrain from buying at the initial issue, causing a loss of revenue to the issuer. The incentive constraint imposed in this Section is precisely constructed in order to avoid this possibility - thus, there will be no incentives for trading among the various investors after the initial issue.

As above, we first consider the relaxed problem where we only impose the (IR-l) and (IC-h) constraints together with the other feasibility constraints, and then verify the solution also satisfies the ignored constraints.

In any implementable mechanism where both types are needed to finance the project, an aggressive investor derives strictly positive utility from pretending to be a conservative type. As Yaari's dual utility is homogeneous, the aggressive type's best deviation payoff is to purchase  $\frac{1}{t_l}$  units of  $R_l$ . (IR-l) is then still given by

$$\int_X R_l'(x)g_l(1-H(x))dx = \frac{c-f_h}{f_l}$$

but (IC-h) changes to

$$\int_X \left[ R'_h(x) - \frac{f_l}{c - f_h} R'_l(x) \right] g_h(1 - H(x)) dx = 0.$$

**Theorem 4** Suppose that  $c > f_h$  and let  $\hat{x}_l$ ,  $\hat{x}_h^*$  denote the solutions to:

$$\int_{0}^{\hat{x}_{l}} g_{l}(1 - H(x)) dx = c - f_{h}$$

and

$$\int_{\hat{x}_l}^{\hat{x}_h} g_h(1 - H(x)) dx = \frac{c}{c - f_h} \int_0^{\hat{x}_l} g_l(1 - H(x)) dx$$

respectively. The optimal menu of securities is given by  $t_l^* = \frac{c-f_h}{f_l}$ ,  $t_h^* = 1$ , and

$$\hat{R}_{l}(x) = \begin{cases} \frac{x}{c-f_{h}}, \text{ for } x \leq \hat{x}_{l} \\ \frac{\hat{x}_{l}}{c-f_{h}}, \text{ otherwise} \end{cases}$$

and

$$\hat{R}_h(x) = \begin{cases} 0, \text{ for } x \leq \hat{x}_l \\ \frac{x - \hat{x}_l}{f_h}, \text{ for } \hat{x}_l \leq x \leq \hat{x}_h \\ \frac{\hat{x}_h - \hat{x}_l}{f_h}, \text{ otherwise} \end{cases}$$

The above Theorem establishes that the optimal mechanism is a menu of two contracts: one of them is senior debt with interest rate  $\frac{\hat{x}_l}{c-f_h} - 1$ , and the other one is junior debt with interest rate  $\frac{\hat{x}_h - \hat{x}_l}{f_h} - 1$ . Relative to the benchmark model with a purchasing limit, the new menu offers the same interest rate for senior debt holders, but a higher interest rate for the junior debt holders. This is because the more aggressive investors can now earn more by deviating and buying  $\frac{1}{t_l}$  unit of senior debt. Thus, in order to ensure incentive compatibility, the interest rate for the junior debt must increase.

**Remark:** It is intuitive that, in the present framework where investors are not constrained in their purchases, the interest rate for junior debt should be higher than the one for senior debt. To prove it, recall that the (IC-h) constraint now reads:

$$\int_{X} \left[ R'_{h}(x) - R'_{l}(x) \right] g_{h}(1 - H(x)) dx = 0$$
  
$$\Leftrightarrow \frac{1}{f_{h}} \int_{\hat{x}_{l}}^{\hat{x}_{h}} g_{h}(1 - H(x)) dx = \frac{1}{c - f_{h}} \int_{0}^{\hat{x}_{l}} g_{h}(1 - H(x)) dx$$

As the function  $g_h(1 - H(x))$  is non-negative and decreasing, the following chain of inequalities immediately follows from (IC-h):

$$\frac{g_h(1-H(\hat{x}_l))}{f_h} \int_{\hat{x}_l}^{\hat{x}_h} dx > \frac{1}{f_h} \int_{\hat{x}_l}^{\hat{x}_h} g_h(1-H(x)) dx = \frac{1}{c-f_h} \int_0^{\hat{x}_l} g_h(1-H(x)) dx > \frac{g_h(1-H(\hat{x}_l))}{c-f_h} \int_0^{\hat{x}_l} dx$$

The above inequalities further imply that

$$\frac{1}{f_h} \int_{\hat{x}_l}^{\hat{x}_h} dx > \frac{1}{c - f_h} \int_0^{\hat{x}_l} dx \Rightarrow \frac{\hat{x}_h - \hat{x}_l}{f_h} - 1 > \frac{\hat{x}_l}{c - f_h} - 1$$

as desired.

**Remark:** The above result has many intuitive implications that can be tested empirically. For example, it has been argued that in the aftermath of the financial crisis of 2007-2008, investors became more risk averse, with possible negative consequences on the viability of tranched CDO's (collateralized debt obligations).<sup>18</sup> Our model makes clear predictions about how the optimal securities change in such a case. Let us assume, for example, that the conservative investors become even more risk averse, and thus use a more convex distortion  $\overline{g}_l$ . In particular,  $\overline{g}_l \leq g_l$ . Since the new relevant

<sup>&</sup>lt;sup>18</sup> "What happened as a result of the crisis was that investors started asking more for a AAA tranche over similarly rated corporate bonds. Risk aversion increased, causing CDOs to fail"

Jon Gregory, Solum Financials, cited in Sherif, N. (2014). The risk of risk aversion. Risk, 69.

cutoff  $\overline{x}_l$  must be then higher than  $\hat{x}_l$ , the interest rate  $\frac{\overline{x}_l}{c-f_h} - 1$  offered to (more) conservative investors also increases. But, there are also consequences for the optimal security  $\overline{R}_h^*$  offered to the aggressive investors, whose characteristics have not changed. Because

$$\int_0^{\overline{x}_l} \overline{g}_l (1 - H(x)) dx = c - f_h$$

and

$$\int_{\overline{\hat{x}}_l}^{\overline{\hat{x}}_h} g_h(1 - H(x)) dx = \frac{c}{c - f_h} \int_0^{\overline{\hat{x}}_l} \overline{g}_l(1 - H(x)) dx = \frac{c(c - f_h)}{c - f_h} = c$$

the cutoff  $\overline{x}_h$  must also increase. By the incentive constraint of the aggressive types, the interest rate offered to the aggressive investors  $\frac{\overline{x}_h - \overline{x}_l}{f_h} - 1$  must also increase. Thus, the probability of not being able to serve the outstanding debt contracts increases. This finding also fits well the observation made by Ospina and Uhlig [2018] that later vintages of mortgage backed securities around the 2007-2008 financial crisis - when investors already became more risk averse - were actually prone to relatively more defaults than earlier ones.

## 8 Conclusion

We have analyzed a novel security design model where an issuer raises capital from a population of heterogenous, risk-averse and budget-constrained investors. The issuer sells securities backed by an underlying asset with stochastic returns. Investors assess risk according to non-expected utility preferences that mirror an important class of risk measures, including expected shortfall. Investors differ in their risk appetites and in their budgets that are their private information. All agents (issuers and investors) possess the same information about the distribution of the asset's returns.

In this environment, we use the tools of mechanism design to derive the optimal security design. We found that the optimal mechanism partitions the asset's realized cash flow into several securities conforming the commonly observed practice of tranching, where senior claims are paid before the subordinate ones. We explicitly derived the structure of the optimal menu of offered securities such as senior debt, junior debt and equity, and described how it depends on the model's main features such as the financing need and the investors' degrees of risk aversion.

# Appendix

**Proof of Lemma 1.** Suppose that there exists an optimal menu  $(R_{\theta}(x), t_{\theta})_{\theta \in \Theta}$  for which  $f_h t_h + f_l t_l > c$  Suppose that  $t_l > 0$ . This implies that  $R_l(x)$  must be non-zero on a set of strictly positive measure. Then, we can construct another menu  $(\tilde{R}_{\theta}(x), \tilde{t}_{\theta})_{\theta \in \Theta}$ such that  $\tilde{R}_h(x) = R_h(x)$  for all x and  $\tilde{R}_l(x) = (1 - \varepsilon)R_l(x)$  for all x and some  $\varepsilon > 0$ . Let  $\tilde{t}_h = t_h$ , and let

$$\tilde{t}_l = t_l - \varepsilon \int_X R'_l(x)g_l(1 - H(x))dx$$

There clearly exists a sufficiently small  $\varepsilon$  such that  $f_h \tilde{t}_h + f_l \tilde{t}_l \ge c$ . It is then easy to verify that the newly constructed mechanism is implementable as long as the original mechanism is implementable.

Moreover, as

$$f_l(t_l - \tilde{t}_l) = f_l \varepsilon \int_X R'_l(x) g_l(1 - H(x)) dx < f_l \varepsilon \int_X R'_l(x) (1 - H(x)) dx,$$

we can conclude that the new mechanism is strictly more profitable than  $(R_{\theta}(x), t_{\theta}, m_{\theta})_{\theta \in \Theta}$ . . Thus, the original mechanism could not have been optimal, yielding a contradiction.

The case where  $t_l = 0$  can be proved in a similar way - we omit here the details.

#### Proof of Proposition 1. Let

$$V(R_h) = \int_X R'_h(x)g_h(1 - H(x))dx$$

denote an aggressive investor's utility from holding security  $R_h$ , and let

$$C(R_h) = \int_X R'_h(x)(1 - H(x))dx$$

denote the cost to the issuer of providing such a security (in terms of foregone cash-flow from the asset).

Suppose that the debt contract  $R_h^*$  defined in the statement of the Proposition 1 is not optimal. Then, there exists another feasible mechanism  $(\tilde{R}_h, t_h)$  such that  $V(\tilde{R}_h) = V(R_h^*) = \frac{c}{f_h}$  so that (IR-h) binds, and such that  $C(\tilde{R}_h) < C(R_h^*)$ .

It is clear that  $\tilde{R}_h$  cannot be another debt contract. Then, by Theorem 1 there exists a debt contract  $R_h^D$  with cutoff  $x^{**}$  such that  $R_h^D$  second-order stochastically dominates any security  $R_h$  having the same provision cost  $C(R_h) = C(\tilde{R}_h)$ .

Since the investor is risk-averse, we obtain that

$$V(R_h^D) \ge V(\tilde{R}_h) = V(R_h^*) = \frac{c}{f_h}.$$

where the equality follow from the construction of  $\tilde{R}_h$ ).

The above inequality, together with the observation that both  $R_h^*$  and  $R_h^D$  are debt contracts, imply that interest rate offered by  $R_h^D$  must be higher than the one offered by  $R_h^*$ , so that  $x^{**} \ge x^*$ . This also implies that the cost of provision is higher  $C(R_h^D) \ge C(\tilde{R}_h)$ , yielding a contradiction to the construction of  $\tilde{R}_h$ .

**Proof of Lemma 2.** Suppose that there exists a solution to the relaxed problem such that  $t_l > 0$  and  $t_h < 1$ . Then, we can construct another menu  $(\tilde{R}_{\theta}(x), \tilde{t}_{\theta})_{\theta \in \Theta}$  that transfers a share  $\varepsilon$ ,  $0 < \varepsilon < 1$ , of the asset designed for conservative investors to the asset of the one designed to aggressive investors, i.e.

$$\tilde{R}_h(x) = R_h(x) + \frac{\varepsilon f_l}{f_h} R_l(x) , \ \tilde{R}_l(x) = (1 - \varepsilon) R_l(x)$$

for all x.

Further, let

$$\tilde{t}_h = t_h + \frac{\varepsilon f_l}{f_h} \int_X R'_l(x) g_h(1 - H(x)) dx , \ \tilde{t}_l = t_l - \varepsilon \int_X R'_l(x) g_l(1 - H(x)) dx.$$

For sufficiently small  $\varepsilon$ ,  $\tilde{t}_h < 1$  and  $\tilde{t}_l > 0$ . It is easy to verify that the new mechanism is implementable as long as the original mechanism is. Moreover, the change in the seller's profit is given by:

$$(f_h t_h + f_l t_l) - (f_h \tilde{t}_h + f_l \tilde{t}_l) = f_l \varepsilon \int_X R'_l(x) \left[ g_h (1 - H(x)) - g_l (1 - H(x)) \right] dx > 0.$$

Therefore, the original mechanism cannot be the solution to Problem Q, yielding a contradiction.  $\blacksquare$ 

To prove Theorem 2, we first prove the following Proposition.

**Proposition 5** Let  $x_l^*$ ,  $x_h^*$  denote the solutions to:

$$\int_0^{x_l^*} g_l(1 - H(x)) dx = c - f_h \quad and \quad \int_{x_l^*}^{x_h^*} g_h(1 - H(x)) dx = \frac{(1 - c)f_h}{f_l}$$

respectively. The solution to (Problem Q') is given by:

$$R_l^*(x) = \begin{cases} \frac{x}{f_l} \text{ for } x \leq x_l^* \\ \frac{x_l^*}{f_l}, \text{ otherwise} \end{cases}$$
$$R_h^*(x) = \begin{cases} 0, \text{ for } x \leq x_h^* \\ \frac{x-x_l^*}{f_h}, \text{ for } x_l^* \leq x \leq x_h^* \\ \frac{x_h^*-x_l^*}{f_h}, \text{ otherwise} \end{cases}$$

Proof of Proposition 5. For notational convenience, let

$$\phi(x) = f_l R'_l(x) + f_h R'_h(x).$$

denote the *average slope* of the offered securities, and observe that

$$\phi(x) - R'_l(x) = f_h \left[ R'_h(x) - R'_l(x) \right]$$
.

Intuitively,  $\phi(x)$  is the share of an additional dollar of the project's return that is allocated to investors if the current return equals x. Then (Problem Q') can be rewritten as:

$$(\text{Problem Q"}) \min_{\phi, R_l} \left\{ \int_X \phi(x)(1 - H(x))dx \right\}$$
$$s.t. \int_X R'_l(x)g_l(1 - H(x))dx = \frac{c - f_h}{f_l}$$
$$\int_X [\phi(x) - R'_l(x)]g_h(1 - H(x))dx = \frac{(1 - c)f_h}{f_l}$$
$$\phi(x) \ge f_l R'_l(x) \ge 0$$
$$\int_0^x \phi(z)dz \le x, \ \forall x \in X$$
$$R_l(0) = 0$$

We further relax the above problem by ignoring the constraint that the share given to both investor types must exceed the share given to conservative investors , and the constraint that investors do not receive anything if the project yields no returns:

$$(\text{Problem Q}'') \min_{\phi, R_l} \left\{ \int_X \phi(x)(1 - H(x)) dx \right\}$$
$$s.t. \int_X R'_l(x) g_l(1 - H(x)) dx = \frac{c - f_h}{f_l}$$
$$\int_X [\phi(x) - R'_l(x)] g_h(1 - H(x)) dx = \frac{(1 - c)f_h}{f_l}$$
$$\int_0^x \phi(z) dz \le x, \ \forall x \in X$$
$$\phi(x), R'_l(x) \ge 0$$

If the solution to the above problem satisfies all the constraints in (Problem Q'), then it is also a solution to (Problem Q'). Solving Problem Q"' proceeds in two steps:

Step 1: We first keep the function  $R'_l$  fixed. Then we need to solve:

$$\min_{\phi} \left\{ \int_{X} \phi(x)(1 - H(x))dx \right\}$$
  
s.t. 
$$\int_{X} \phi(x)g_{h}(1 - H(x))dx = \int_{X} R'_{l}(x)g_{h}(1 - H(x))dx + \frac{(1 - c)f_{h}}{f_{l}}$$
$$\int_{0}^{x} \phi(z)dz \leq x, \ \forall x \in X$$
$$\phi(x) \geq 0, \forall x \in X$$

Since  $g_h$  is convex, the function  $x \mapsto \frac{x}{g_h(x)}$  is decreasing and, by the same argument as in the last Section, the optimal average slope  $\phi$  corresponds to a debt contract, and is given by  $\phi(x) = \mathbf{1}_{x \leq x_h^*}$  where  $x_h^*$  solves

$$\int_0^{x_h^*} g_h(1 - H(x)) dx = \frac{(1 - c)f_h}{f_l} + \int_X R_l'(x)g_h(1 - H(x)) dx$$

Step 2: Next, the seller must optimally chooses the function  $R_l$  in order to minimize  $x_h^*$  (and hence relax as much as possible the isoperimetric constraint) while satisfying all the other remaining constraints. Minimizing  $x_h^*$  is equivalent to the minimization problem

$$\min_{R_l} \left\{ \frac{(1-c)f_h}{f_l} + \int_X R'_l(x)g_h(1-H(x))dx \right\}$$

under the same constraints. Since  $\frac{(1-c)f_h}{f_l}$  is a constant, the issuer's problem in this

second step reduces to:

$$\min_{R_l} \left\{ \int_X R'_l(x)g_h(1-H(x))dx \right\}$$
  
s.t. 
$$\int_X R'_l(x)g_l(1-H(x))dx = \frac{c-f_h}{f_l}$$
$$\int_0^x R'_l(z)dz \le \frac{1}{f_l}\min\{x, x_h^*\}, \forall x \in X$$
$$R'_l(x) \ge 0$$

Since  $g_l$  is a convex transformation of  $g_h$ , by the same argument as above, we obtain that  $R'_l(x) = \frac{1}{f_l} \mathbf{1}_{x \le x_l^*}$  where  $x_l^*$  solves

$$\frac{1}{f_l} \int_0^{x_l^*} g_l (1 - H(x)) dx = \frac{c - f_h}{f_l} \,.$$

The solution  $R'_l(x) = \frac{1}{f_l} \mathbf{1}_{x \le x_l^*}$  must satisfy the last constraint above:

$$\int_0^x R_l'(z) dz = \int_0^x \frac{1}{f_l} \mathbf{1}_{z \le x_l^*} dz = \frac{1}{f_l} \min\{x, x_l^*\} \le \frac{1}{f_l} \min\{x, x_h^*\}, \forall x \in X$$

For the last inequality to hold, it must be the case that  $x_l^* \leq x_h^*$ , and we obtain that

$$R'_{h}(x) = \frac{1}{f_{h}}(\phi(x) - f_{l}R'_{l}(x)) = \frac{1}{f_{h}}\mathbf{1}_{x_{l}^{*} \le x \le x_{h}^{*}}.$$

To conclude, we have obtained that the optimal menu of securities in the relaxed problem is given by:

$$R_l^*(x) = \begin{cases} \frac{x}{f_l} \text{ for } x \le x_l^* \\ \frac{x_l^*}{f_l}, \text{ otherwise} \end{cases}$$
$$R_h^*(x) = \begin{cases} 0, \text{ for } x \le x_h^* \\ \frac{x-x_l^*}{f_h}, \text{ for } x_l^* \le x \le x_h^* \\ \frac{x_h^* - x_l^*}{f_h}, \text{ otherwise} \end{cases}$$

**Proof of Theorem 2.** In order to prove that  $R_l^*$  and  $R_h^*$  as described in Proposition 5 are the optimal securities, we just need to show that the ignored constraints, namely (IR-h) and (IC-l), are also satisfied. The fact that (IR-h) holds follows directly from

(IR-l) and (IC-h). (IC-l) requires that

$$\int_{X} \left[ R'_{h}(x) - R'_{l}(x) \right] g_{l}(1 - H(x)) dx \leq t_{h} - t_{l} = \frac{1 - c}{f_{l}} \Leftrightarrow \int_{X} \left[ R'_{h}(x) - R'_{l}(x) \right] \left[ g_{h}(1 - H(x)) - g_{l}(1 - H(x)) \right] dx \geq 0$$

where the last equivalence holds because

$$\int_X \left[ R'_h(x) - R'_l(x) \right] g_h(1 - H(x)) dx = \frac{1 - c}{f_l}$$

by the (IC-h) constraint.

In order to prove (IC-l), we proceed as follows:

For any fixed  $y \in X$ , consider two distributions defined on the interval [0, y] by

$$\pi_{yh}(x) = \frac{\int_0^x g_h(1 - H(z))dz}{\int_0^y g_h(1 - H(z))dz}; \quad \pi_{yl}(x) = \frac{\int_0^x g_l(1 - H(z))dz}{\int_0^y g_l(1 - H(z))dz}$$

The ratio of the respective densities is given by

$$\frac{\pi'_{yh}(x)}{\pi'_{yl}(x)} = \frac{\int_0^y g_l(1 - H(z))dz}{\int_0^y g_h(1 - H(z))dz} \cdot \frac{g_h(1 - H(x))}{g_l(1 - H(x))}$$

This ratio is increasing in x because we assumed that  $\frac{g_h(x)}{g_l(x)}$  is decreasing. This implies that  $\pi_{yh}(x) \succeq_{LR} \pi_{yl}(x)$  where LR denotes the likelihood ratio stochastic order. It is well-known (see Shaked and Shanthikumar [2007], Theorems 1.B.1, page 18 and 1.C.1, page 43) that the likelihood ratio stochastic order implies the hazard rate order, and that the latter implies the usual first order stochastic dominance. Hence we obtain that  $\pi_{yh}(x) \succeq_{FOSD} \pi_{yl}(x)$  for each  $y \in X$ .

Note that

$$R'_{h}(x) - R'_{l}(x) = \frac{1}{f_{h}} \mathbf{1}_{x_{l}^{*} \le x \le x_{h}^{*}} - \frac{1}{f_{l}} \mathbf{1}_{x \le x_{l}^{*}} = \begin{cases} -\frac{1}{f_{l}}, \ x \le x_{l}^{*} \\ \frac{1}{f_{h}}, \ x_{l}^{*} \le x \le x_{h}^{*} \\ 0, \ x \ge x_{h}^{*} \end{cases}$$

is an increasing function on  $[0, x_h^*]$ . Applying the above observation about stochastic dominance to  $y = x_h^*$ , and recalling that the expectation of an increasing function increases under a FOSD shift, we obtain that:

$$\frac{\int_0^{x_h^*} [R'_h(x) - R'_l(x)] g_h(1 - H(x)) dx}{\int_0^{x_h^*} g_h(1 - H(z)) dz} \ge \frac{\int_0^{x_h^*} [R_h(x) - R'_l(x)] g_l(1 - H(x)) dx}{\int_0^{x_h^*} g_l(1 - H(z)) dz}$$

As  $g_h(1 - H(x)) \ge g_l(1 - H(x))$  for all x we have

$$\frac{1}{\int_0^{x_h^*} g_h(1-H(z))dz} \le \frac{1}{\int_0^{x_h^*} g_l(1-H(z))dz}$$

Together with  $R'_h(x) - R'_l(x) = 0$  for  $x \ge x_h^*$ , the two inequalities above imply together that

$$\int_X \left[ R'_h(x) - R'_l(x) \right] g_h(1 - H(x)) dx \ge \int_X \left[ R'_h(x) - R'_l(x) \right] g_l(1 - H(x)) dx$$

as desired.  $\blacksquare$ 

In order to prove Proposition 2, we first need a Lemma (see the statement of that Proposition for the various entertained assumptions):

**Lemma 3** Let  $\hat{x}$  denote the solution to

$$\int_0^{\hat{x}} (1 - H_x(z)) dz = \int_0^{y^*} (1 - H_y(z)) dz$$

Then

$$\int_0^{\hat{x}} g_h(1 - H_x(z)) dz \ge \int_0^{y^*} (1 - H_y(z)) dz.$$

Proof of Lemma 3. Define

$$H_x^D(t) = \begin{cases} H_x(t) \text{ for } x \le \hat{x} \\ 1, \text{ otherwise} \end{cases} \text{ and } H_y^D(t) = \begin{cases} H_y(t) \text{ for } t \le y^* \\ 1, \text{ otherwise} \end{cases}$$

 $H_x^D(H_y^D)$  describes the distribution of a debt contract that is backed by asset x(y) and that bears interest  $\hat{x}(y^*)$ . The expected value of these two debt contracts are, by construction, the same:

$$\int_{0}^{\overline{x}} (1 - H_{x}^{D}(z)) dz = \int_{0}^{\hat{x}} (1 - H_{x}^{D}(z)) dz + \int_{\hat{x}}^{\overline{x}} (1 - H_{x}^{D}(z)) dz$$
$$= \int_{0}^{\hat{x}} (1 - H_{x}(z)) dz + \int_{\hat{x}}^{\overline{x}} (1 - 1) dz$$
$$= \int_{0}^{y^{*}} (1 - H_{y}(z)) dz = \int_{0}^{\overline{x}} (1 - H_{y}^{D}(z)) dz$$

By the assumption that asset x SOSD asset y, and by the definition of  $\hat{x}$ , we know that  $\hat{x} \leq y^*$  Further, for any  $s \in (\hat{x}, y^*)$  it holds that:

$$\int_0^s (1 - H_x^D(z))dz = \int_0^{\hat{x}} (1 - H_x^D(z))dz = \int_0^{y^*} (1 - H_y^D(z))dz > \int_0^s (1 - H_y^D(z))dz$$

and for any  $s < \hat{x}$  it holds that:

$$\int_0^s (1 - H_x^D(z))dz = \int_0^s (1 - H_x(z))dz \ge \int_0^s (1 - H_y(z))dz = \int_0^s (1 - H_y^D(z))dz$$

which directly follow from the assumption that x SOSD y.

We can then conclude that  $H_x^D$  SOSD  $H_y^D$ . As investors are risk averse, we obtain

$$\int_0^{\hat{x}} g_h(1 - H_x(z)) dz = \int_0^{\hat{x}} g_h(1 - H_x^D(z)) dz \ge \int_0^{y^*} g_h(1 - H_y^D(z)) dz.$$

as desired.  $\blacksquare$ 

**Proof of Proposition 2.** We give the proof for SOSD. The proof for FOSD is similar and we omit the details. By the arguments in the Proof for Proposition 5, we know that  $x_l^*$ ,  $y_l^*$ ,  $x_h^*$  and  $y_h^*$  respectively solve:

(IR-l) 
$$\int_0^{x_l^*} g_l(1 - H_x(t)) dt = \int_0^{y_l^*} g_l(1 - H_y(t)) dt = c - f_h$$

and

(IC-h) 
$$\frac{1}{f_h} \int_{x_l^*}^{x_h^*} g_h(1 - H_x(t)) dt - \frac{1}{f_l} \int_0^{x_l^*} g_h(1 - H_x(t)) dt$$
  
=  $\frac{1}{f_h} \int_{y_l^*}^{y_h^*} g_h(1 - H_x(t)) dt - \frac{1}{f_l} \int_0^{y_l^*} g_h(1 - H_x(t)) dt = 1 - \frac{c - f_h}{f_l}$ 

Then, the fact that  $x_l^* \leq y_l^*$  directly follows from the definition of SOSD and from the agents' risk aversion. The rest of proof consists of 3 steps.

Step 1: Let  $\tilde{x}$  denote the solution to

$$\int_0^{\tilde{x}} [1 - H_x(t)] dt = \int_0^{y_h^*} [1 - H_y(t)] dt$$

It follows from Lemma 3 that:

$$\int_0^{\tilde{x}} g_h(1 - H_x(t)) dt \ge \int_0^{y_h^*} g_h(1 - H_y(t)) dt$$

Step 2: We next show that

$$\int_0^{x_l^*} g_h(1 - H_x(t)) dt \le \int_0^{y_l^*} g_h(1 - H_y(t)) dt$$

This follows from

$$\int_0^{x_l^*} g_l(1 - H_x(t)) dt = \int_0^{y_l^*} g_l(1 - H_y(t)) dt$$

and from the assumption that  $g_l$  is more convex than  $g_h$  (i.e., because type l, the conservative type, is more risk averse than type h, the aggressive type).

Step 3: Steps 1 and 2 imply together that

$$\int_{x_l^*}^{\tilde{x}} g_h(1 - H_x(t)) dt \ge \int_{y_l^*}^{y_h^*} g_h(1 - H_y(t)) dt$$

which further implies

$$\frac{1}{f_h} \int_{x_l^*}^{\tilde{x}} g_h(1 - H_x(t)) dt - \frac{1}{f_l} \int_0^{x_l^*} g_h(1 - H_x(t)) dt$$
$$\geq \frac{1}{f_h} \int_{y_l^*}^{y_h^*} g_h(1 - H_y(t)) dt - \frac{1}{f_l} \int_0^{y_l^*} g_h(1 - H_y(t)) dt$$

Recall that  $x_h^\ast$  and  $y_h^\ast$  solve

$$\frac{1}{f_h} \int_{x_l^*}^{x_h^*} g_h(1 - H_x(t)) dt - \frac{1}{f_l} \int_0^{x_l^*} g_h(1 - H_x(t)) dt$$
$$= \frac{1}{f_h} \int_{y_l^*}^{y_h^*} g_h(1 - H_y(t)) dt - \frac{1}{f_l} \int_0^{y_l^*} g_h(1 - H_y(t)) dt$$

It follows that  $x_h^* \leq \tilde{x}$ , and thus that

$$\int_0^{x_h^*} (1 - H_x(z)) dz \le \int_0^{\tilde{x}} (1 - H_x(z)) dz = \int_0^{y_h^*} (1 - H_y(z)) dz$$

which proves Part 2 of Proposition 2. It also follows that

$$\begin{aligned} \frac{1}{f_h} \int_{x_l^*}^{x_h^*} g_h(1 - H_x(z)) dz &= \frac{1}{f_l} \int_0^{x_l^*} g_h(1 - H_x(z)) dz + (1 - \frac{c - f_h}{f_l}) \\ &\leq \frac{1}{f_l} \int_0^{y_l^*} g_h(1 - H_y(z)) dz + (1 - \frac{c - f_h}{f_l}) \\ &= \frac{1}{f_h} \int_{y_l^*}^{y_h^*} g_h(1 - H_y(z)) dz, \end{aligned}$$

which proves Part 3 of Proposition 2.

The only remaining task is to show that under a FOSD risk  $x_h^*$  –  $x_l^*$   $\leq$   $y_h^*$  –

 $y_l^*$ . Suppose not: then

$$x_h^* - x_l^* > y_h^* - y_l^* \equiv \Delta$$

Since  $x_l^* < y_l^*$  and g is non-decreasing, we obtain:

$$\int_{x_l^*}^{x_h^*} g_h(1 - H_x(z)) dz > \int_{x_l^*}^{x_l^* + \Delta} g_h(1 - H_x(z)) dz$$
$$\geq \int_{y_l^*}^{y_l^* + \Delta} g_h(1 - H_x(z)) dz \ge \int_{y_l^*}^{y_h^*} g_h(1 - H_y(z)) dz$$

where the last inequality follows from FOSD. This leads to a contradiction since we proved above that

$$\int_{x_l^*}^{x_h^*} g_h(1 - H_x(z)) dz \ge \int_{y_l^*}^{y_h^*} g_h(1 - H_y(z)) dz.$$

We therefore conclude that  $x_h^* - x_l^* \leq y_h^* - y_l^*$  if x FOSD y.

**Proof of Proposition 3.** Recall that  $x_l^*(c)$  solves (IR-l):

$$\int_0^{x_l(c)} g_l(1 - H(z)) dz = \frac{c - f_h}{f_l} \,.$$

Taking the derivative with respect to c twice in the above expression yields:

$$g_l(1 - H(x_l(c))) \cdot x'_l(c) = \frac{1}{f_l}$$
$$-g'_l(1 - H(x_l(c)))h(x_l(c)) \cdot [x'_l(c)]^2 + g_l(1 - H(x_l(c))) \cdot x''_l(c) = 0$$

The second equation yields  $x_l'(c) \ge 0$ . Moreover, clearly  $x_l(0) = 0$ . Hence the corresponding interest rate,  $\frac{x_l(c)}{c-f_h} - 1$  is increasing in the financing need c.

Similarly,  $x_h(c)$  is given by (IC-h):

$$\frac{1}{f_h} \int_{x_l(c)}^{x_h(c)} g_h(1 - H(t)) dt - \frac{1}{f_l} \int_0^{x_l(c)} g_h(1 - H(t)) dt = 1 - \frac{c - f_h}{f_l}$$
  
$$\Rightarrow \frac{1}{f_h} \int_{x_l(c)}^{x_h(c)} g_h(1 - H(t)) dt = 1 + \frac{1}{f_l} \int_0^{x_l(c)} [g_h(1 - H(t)) - g_l(1 - H(t))] dt$$

As c increase,  $x_l(c)$  increases. Moreover,  $g_h(1 - H(t)) - g_l(1 - H(t)) \ge 0$ . As the right hand of the equation increases, the left hand side of the equation,  $\int_{x_l(c)}^{x_h(c)} g_h(1 - H_x(z)) dz$ must increase as well.

Finally, we want to prove that  $x_h(c) - x_l(c)$  also increases as c increases. Suppose that this is not the case. Then there must exist  $c_1 > c_2$  such that  $x_h(c_1) - x_l(c_1) <$   $x_h(c_2) - x_l(c_2)$ . Let  $\Delta = x_h(c_2) - x_l(c_2)$ . Since  $g_h(1 - H(t))$  is decreasing in t and because  $x_l(c_1) > x_l(c_2)$ , we have

$$\begin{split} \int_{x_l(c_1)}^{x_h(c_1)} g_h(1 - H_x(z)) dz &< \int_{x_l(c_1)}^{x_l(c_1) + \Delta} g_h(1 - H_x(z)) dz \\ &\leq \int_{x_l(c_2)}^{x_l(c_2) + \Delta} g_h(1 - H_x(z)) dz = \int_{x_l(c_2)}^{x_h(c_2)} g_h(1 - H_x(z)) dz \end{split}$$

which contradicts the result obtained above. Therefore, it must hold that  $x_h(c) - x_l(c)$  increases as c increases.

**Proof of Theorem 3.** The proof consists of three main steps.

**Step 1**: Suppose that the agents' budget types are public information while the risk types remain the agents' private information, as before. We show that there exists an optimal menu such that  $R_{l,\beta}^*(x) = \beta R_{l,1}^*(x)$ ,  $R_{h,\beta}^*(x) = \beta R_{h,1}^*(x)$  for all x,  $t_{l,\beta} = \beta t_{l,1}$ , and  $t_{h,\beta} = \beta t_{h,1}$ .

Step 1-a: We first show that if there exists an optimal mechanism  $(R^*_{\theta b}, t^*_{\theta b})$  for which  $R^*_{l,\beta}(x) \neq \beta R^*_{l,1}(x)$ , then we can construct another optimal mechanism  $(\tilde{R}^*_{\theta b}, \tilde{t}^*_{\theta b})$ such that  $\tilde{R}^*_{l,\beta}(x) = \beta \tilde{R}^*_{l,1}(x)$ .

Observe that in any optimal mechanism, the constraints (IR-l1), (IR- $l\beta$ ), (IC-h1), and (IC- $h\beta$ ) must all bind:

$$(IR - l1): \int_X R'_{l,1}(x)g_l(1 - H(x))dx = t_{l,1}$$
  

$$(IR - l\beta): \int_X R'_{l,\beta}(x)g_l(1 - H(x))dx = t_{l,\beta}$$
  

$$(IC - h1): \int_X [R'_{h,1}(x) - R'_{l,1}(x)]g_h(1 - H(x))dx = t_{h,1} - t_{l,1}$$
  

$$(IC - h\beta): \int_X [R'_{h,\beta}(x) - R'_{l,\beta}(x)]g_h(1 - H(x))dx = t_{h,\beta} - t_{l,\beta}$$

Putting the above equations together yields:

$$p \int_{X} [R'_{h,\beta}(x) - R'_{l,\beta}(x)]g_{h}(1 - H(x))dx + (1 - p) \int_{X} [R'_{h,1}(x) - R'_{l,1}(x]g_{h}(1 - H(x))dx$$
  

$$= pt_{h,\beta} + (1 - p)t_{h,1} - \int_{X} [pR'_{l,\beta}(x) + (1 - p)R'_{l,1}(x)]g_{l}(1 - H(x))dx$$
  

$$\Rightarrow \int_{X} [pR'_{h,\beta}(x) + (1 - p)R'_{h,1}(x)]g_{h}(1 - H(x))dx - pt_{h,\beta} - (1 - p)t_{h,1}$$
  

$$= \int_{X} [pR'_{l,1}(x) + (1 - p)R'_{l,\beta}(x)][g_{h}(1 - H(x)) - g_{l}(1 - H(x)]dx$$

Thus, as long as the total asset assigned to a conservative investor remains un-

changed, i.e. as long as

$$pR_{h,\beta}^*(x) + (1-p)R_{h,1}^*(x) = p\tilde{R}_{h,\beta}^*(x) + (1-p)\tilde{R}_{h,1}^*(x) \ \forall x,$$

we can construct another incentive compatible mechanism where the total asset assigned to the aggressive investors and their total expected payment are also unchanged. If the original mechanism was optimal, so is the new one.

Step 1-b: By (IR-l1) and (IR-l $\beta$ ), in the newly constructed mechanism  $(\tilde{R}^*_{\theta b}, \tilde{t}^*_{\theta b}),$  $\tilde{R}^*_{l,\beta}(x) = \beta \tilde{R}^*_{l,1}(x)$  implies  $\tilde{t}^*_{l\beta} = \beta \tilde{t}^*_{l1}.$ 

Step 1-c: Suppose now that  $\tilde{t}_{h,\beta}^* \neq \beta \tilde{t}_{h,1}^*$ . This means that the budget of aggressive investors are not exhausted. By using similar arguments to those in Lemma 2, it can be verified that such a mechanism cannot be optimal.

Finally, steps (1.a)-(1.c) together imply that  $\tilde{R}^*_{h,\beta}(x) = \beta \tilde{R}^*_{h,1}(x)$ .

**Step 2:** By Step 1, we can restrict attention to the class of menus that satisfy  $R_{l,\beta}^*(x) = \beta R_{l,1}^*(x)$ ,  $R_{h,\beta}^*(x) = \beta R_{h,1}^*(x)$  for all x,  $t_{l,\beta}^* = \beta t_{l,1}^*$ , and  $t_{h,\beta}^* = \beta t_{h,1}^*$ . Then by following essentially the same arguments as in the proof of Theorem 2, we can show that the mechanism described in Theorem 3 is optimal in this class.

**Step 3:** The remaining step is to verify that, even when budget types are private information, the mechanism described in Theorem 3 is implementable, and thus optimal. The individual rationality constraints for all types remain the same, so that they are satisfied. Moreover, as in the public budget setting, no agent has incentive to pretend to be another agent with the same budget type but different risk type. We show below that either an agent has no incentive to pretend to be another agent with the same budget type dut be another agent with the same budget type but different risk type. We show below that either an agent has no incentive to pretend to be another agent with the same risk type but different budget type, or he is unable to do so:

- **a** Type l1 has no incentive to pretend to be of type  $l\beta$  since in either case he will earn a payoff of 0 (this follows from the homogeneity of dual utility).
- **b** Type  $l\beta$  may not have enough money ( $\beta < t_{l1}$ ) to pretend to be type l1. Even if  $\beta > t_{l1}$ , type  $l\beta$  still has no incentive to pretend to be of type l1 since in either case he will earn a payoff of 0.
- **c** Type  $h\beta$  cannot pretend to be type h1 since he does not have enough money to do so  $(\beta < 1 = t_{h1})$ .
- **d** Finally, type h1 has no incentive to pretend to be of type  $h\beta$  since:

$$\begin{split} \int_X R'_{h,1}(x)g_h(1-H(x))dx - t_{h,1} = &\frac{1}{\beta} [\int_X R'_{h,\beta}(x)g_h(1-H(x))dx - t_{h,\beta}] \\ > &\int_X R'_{h,\beta}(x)g_h(1-H(x))dx - t_{h,\beta} \end{split}$$

Finally, no type of investor wants here to misreport in both dimensions: since an

agent who misreports his budget essentially "adopts" the utility function of that budget type, the observation follows from the standard incentive compatibility constraint with respect to deviations in the risk type only. To conclude, even if budget types are private information, the mechanism described in Theorem 3 is implementable, and yields the same expected profit as in the case with public budget. Therefore, it must be an optimal mechanism. ■

**Proof of Proposition 4.** By assumption, there exists an increasing and convex function  $k(\cdot)$  such that  $g(z) = k(g_h(z))$ . It must be the case that k(0) = 0 and k(1) = 1.

As in the benchmark model, in order to solve the security design problem, we first derive the optimal mechanism for the relaxed problem where we do not impose neither (IC-l) nor (IR-h). We later check that the obtained solution for the relaxed problem indeed satisfies these omitted constraints. Formally, the relaxed problem is:

$$\min_{(R_{\theta}(x),t_{\theta})_{\theta\in\Theta}} \left\{ \int_{X} [f_{l}R_{l}(x)' + f_{h}R'_{h}(x)]g(1 - H(x))dx \right\}$$
  
s.t.  $\int_{X} R'_{l}(x)g_{l}(1 - H(x))dx = t_{l}$   
 $\int_{X} [R'_{h}(x) - R'_{l}(x)]g_{h}(1 - H(x))dx = t_{h} - t_{l}$   
 $f_{l}t_{l} + f_{h}t_{h} = c$   
 $R'_{h}(x), R'_{l}(x) \ge 0, \ \forall x \in X$   
 $f_{l} \int_{0}^{x} R'_{l}(z)dz + f_{h} \int_{0}^{x} R'_{h}(z)dz \le x, \ \forall x \in X$   
 $R_{h}(0) = R_{l}(0) = 0$ 

The only difference between the above problem and Problem Q is that the issuer's objective function changed. We first fix  $R_l$ , and look at the following problem:

$$\min_{R_h} \left\{ \int_X R'_h(x)g(1 - H(x))dx \right\}$$
  
s.t.  $\int_X R'_h(x)g_h(1 - H(x))dx = \int_X R'_l(x)g_h(1 - H(x))dx + \frac{1 - c}{f_l}$   
 $0 \le R'_h(x) \le \frac{1}{f_h}$ 

Consider a new, artificial asset whose return is governed by the distribution  $\hat{H}$ :  $X \to [0, 1]$  defined by

$$1 - \tilde{H}(x) = g_h(1 - H(x))$$
 for all  $x \in X$ 

Then, the above problem maximization can be rewritten as follows:

$$\min_{R_h} \left\{ \int_X R'_h(x)k(1-\tilde{H}(x))dx \right\}$$
  
s.t. 
$$\int_X R'_h(x)(1-\tilde{H}(x))dx = \int_X R'_l(x)(1-\tilde{H}(x))dx + \frac{1-c}{f_l}$$
  
$$0 \le R'_h(x) \le \frac{1}{f_h}$$

Let

$$\tilde{V}(R_h) = \int_X R'_h(x)k(1 - \tilde{H}(x))dx; \ \tilde{C}(R_h) = \int_X R'_h(x)(1 - \tilde{H}(x))dx$$

denote the utility derived from holding security  $R_h$  by an agent whose dual risk preference is described by the distortion k, and the cost to a risk-neutral seller of issuing such a security, respectively.

The issuer's problem is thus equivalent to the design of a doubly monotonic security that **minimizes** the agent's utility while keeping the expected cost fixed. Then by Theorem 1, the optimal security has the form of a call option:

$$\tilde{R}_h(x) = \begin{cases} 0 \text{ for } x \leq \tilde{x}_h \\ \frac{x - \tilde{x}_h}{f_h}, \text{ otherwise} \end{cases}$$

where  $\tilde{x}_h$  is the solution to the equation

$$\frac{\overline{x} - \widetilde{x}_h}{f_h} = \int_X R'_l(x)g_h(1 - H(x))dx$$

By following essentially the same procedure as in the proof of Theorem 2, we obtain that the optimal  $R_l$  takes the form of senior debt, and is given by:

$$\tilde{R}_l(x) = \begin{cases} \frac{x}{f_l} \text{ for } x \leq \tilde{x}_l \\ \frac{\tilde{x}_l}{f_l}, \text{ otherwise} \end{cases}$$

where  $\tilde{x}_l$  is the solution to the equation

$$\int_0^{\tilde{x}_l} g_l (1 - H(x)) dx = c - f_h$$

It follows that

$$\frac{\overline{x} - \tilde{x}_h}{f_h} = \int_X R'_l(x) g_h(1 - H(x)) dx = \int_0^{\tilde{x}_l} g_h(1 - H(x)) dx$$

The last step is to check the menu described in Proposition 4 satisfies the ignored

constraints (IR-h) and (IC-l). Note that

$$\tilde{R}'_h(x) - \tilde{R}'_l(x) = \begin{cases} -\frac{1}{f_l}, & x \le \tilde{x}_l \\ 0, & \tilde{x}_l \le x \le \tilde{x}_h \\ \frac{1}{f_h} & x \ge \tilde{x}_h \end{cases}$$

increases on  $[0, \overline{x}]$ . We can use then the same arguments as that in the proof of Theorem 2 to show that the two ignored constraints are satisfied.  $\blacksquare$ 

## Proof of Theorem 4. We let

$$\phi(x) = f_h R'_h(x) + f_l R'_l(x)$$

be the average slope of the offered securities as in the proof of Proposition 5. It follows that

$$\frac{1}{f_h} \left[ \phi(x) - \frac{cf_l}{c - f_h} R'_l(x) \right] = R'_h(x) - \frac{f_l}{c - f_h} R'_l(x)$$

and the issuer's relaxed problem becomes:

$$\begin{split} \min_{R_h,R_l} \left\{ c \int_X \phi(x)(1-H(x))dx \right\} \\ s.t. \int_X R'_l(x)g_l(1-H(x))dx &= 1 \\ \int_X \phi(x)g_h(1-H(x))dx &= \frac{f_l c}{c-f_h} \int_X R'_l(x)g_h(1-H(x))dx \\ \phi(x) &\geq f_l R'_l(x) \geq 0, \qquad \forall x \in X \\ c \int_0^x \phi(z)dz \leq x, \qquad \forall x \in X \\ R_l(0) &= 0 \end{split}$$

We can solve the above problem following a procedure that is similar to the one we used in Section 4.2. First, fixing the security  $R_l$ , the optimal composite slope  $\phi$  is given by  $\phi(x) = \mathbf{1}_{x \leq \hat{x}_h}$  where  $\hat{x}_h$  is the solution to

$$\int_0^{\hat{x}_h} g_h(1 - H(x)) dx = \frac{f_l c}{c - f_h} \int_X R'_l(x) g_h(1 - H(x)) dx.$$

This yields a debt contract. Next, the seller must choose the optimal security  $R_l$  in order to minimize

$$\int_X \phi(x)(1-H(x))dx$$

which is equivalent to

$$\min_{R_l} \left\{ \int_X R'_l(x)g_h(1-H(x))dx \right\}$$
  
s.t. 
$$\int_X R'_l(x)g_l(1-H(x))dx = \frac{c-f_h}{f_l}$$
$$\int_0^x R'_l(z)dz \le \frac{1}{f_l}\min\{x, \hat{x}_h\}, \forall x \in X$$

Since  $g_l$  is a convex transformation of  $g_h$ , then, again by the same argument as in Section 4.2, we obtain that the optimal security  $R_l$  satisfies  $R'_l(x) = \frac{1}{f_l} \mathbf{1}_{x \leq \hat{x}_l}$  where  $\hat{x}_l$ is the solution to the equation

$$\int_0^{\hat{x}_l} g_l (1 - H(x)) dx = c - f_h.$$

It can be then easily computed that the optimal securities  $R_l$  and  $R_h$  are now given by:

$$R_l^*(x) = \begin{cases} \frac{x}{f_l}, \text{ for } x \le \hat{x}_l \\ \frac{\hat{x}_l}{c-f_h}, \text{ otherwise} \end{cases}$$

and

$$R_h^*(x) = \begin{cases} 0, \text{ for } x \leq \hat{x}_l \\ \frac{x - \hat{x}_l}{f_h}, \text{ for } \hat{x}_l \leq x \leq \hat{x}_h \\ \frac{\hat{x}_h - \hat{x}_l}{f_h}, \text{ otherwise} \end{cases}$$

The ignored (IC-l) constraint holds by the same argument as in Section 4.2.1. ■

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