PART 1

Elements of Investments

Even a cursory glance at *The Wall Street Journal* reveals a bewildering collection of securities, markets, and financial institutions. But although it may appear so, the financial environment is not chaotic: There is rhyme and reason behind the vast array of financial instruments and the markets in which they trade.

These introductory chapters provide a bird's-eye view of the investing environment. We will give you a tour of the major types of markets in which securities trade, the trading process, and the major players in these arenas. You will see that both markets and securities have evolved to meet the changing and complex needs of different participants in the financial system.

Markets innovate and compete with each other for traders' business just as vigorously as competitors in other industries. The competition between the National Association of Securities Dealers Automatic Quotation System (NASDAQ), the New York Stock Exchange (NYSE), and a number of electronic and non-U.S. exchanges is fierce and public.

Trading practices can mean big money to investors. The explosive growth of online trading has saved them many millions of dollars in trading costs. Even more dramatically, new electronic communication networks promise to allow investors to trade directly without a broker. These advances will change the face of the investments industry, and Wall Street firms are scrambling to formulate strategies that respond to these changes.

These chapters will give you a good foundation with which to understand the basic types of securities and financial markets as well as how trading in those markets is conducted.

Chapters in This Part:

1 Chapter

Investments: Background and Issues

After Studying This Chapter You Should Be Able To:

- Define an investment.
- Distinguish between real assets and financial assets.
- Describe the major steps in the construction of an investment portfolio.
- Identify major participants in financial markets.
- Identify types of financial markets and recent trends in those markets.

investment
Commitment of current resources in the expectation of deriving greater resources in the future.

An **investment** is the *current* commitment of money or other resources in the expectation of reaping *future* benefits. For example, an individual might purchase shares of stock anticipating that the future proceeds from the shares will justify both the time that her money is tied up as well as the risk of the investment. The time you will spend studying this text (not to mention its cost) also is an investment. You are forgoing either current leisure or the income you could be earning at a job in the expectation that your future career will be sufficiently enhanced to justify this commitment of time and effort. While these two investments differ in many ways, they share one key attribute that is central to all investments: You sacrifice something of value now, expecting to benefit from that sacrifice later.

This text can help you become an informed practitioner of investments. We will focus on investments in securities such as stocks, bonds, or options and futures contracts, but much of what we discuss will be useful in the analysis of any type of investment. The text will provide you with background in the organization of various securities markets, will survey the valuation and risk-management principles useful in particular markets, such as those for bonds or stocks, and will introduce you to the principles of portfolio construction.

Broadly speaking, this chapter addresses three topics that will provide a useful perspective for the material that is to come later. First, before delving into the topic of "investments," we consider the role of financial assets in the economy. We discuss the relationship between securities and the "real" assets that actually produce goods and services for consumers, and we consider why financial assets are important to the functioning of a developed economy. Given this background, we then take a first look at the types of decisions that confront investors as they assemble a portfolio of assets. These investment decisions are made in an environment where higher returns usually can be obtained only at the price of greater risk and in which it is rare to find assets that are so mispriced as to be obvious bargains. These themes—the risk-return trade-off and the efficient pricing of financial assets—are central to the investment process, so it is worth pausing for a brief discussion of their implications as we begin the text. These implications will be fleshed out in much greater detail in later chapters.

Finally, we conclude with an introduction to the organization of security markets, the various players that participate in those markets, and a brief overview of some of the more important changes in those markets in recent years. Together, these various topics should give you a feel for who the major participants are in the securities markets as well as the setting in which they act. We close the chapter with an overview of the remainder of the text.

Related Web sites for this chapter are available at www.mhhe.com/bkm.

1.1 Real Assets versus Financial Assets

The material wealth of a society is ultimately determined by the productive capacity of its economy, that is, the goods and services its members can create. This capacity is a function of the **real assets** of the economy: the land, buildings, equipment, and knowledge that can be used to produce goods and services.

real assets

Assets used to produce goods and services.

In contrast to such real assets are **financial assets** such as stocks and bonds. Such securities are no more than sheets of paper or, more likely, computer entries and do not contribute directly to the productive capacity of the economy. Instead, these assets are the means by which individuals in well-developed economies hold their claims on real assets. Financial assets are claims to the income generated by real assets (or claims on income from the government). If we cannot own our own auto plant (a real asset), we can still buy shares in Honda or Toyota (financial assets) and, thereby, share in the income derived from the production of automobiles.

financial assets

Claims on real assets or the income generated by them.

While real assets generate net income to the economy, financial assets simply define the allocation of income or wealth among investors. Individuals can choose between consuming their wealth today or investing for the future. If they choose to invest, they may place their wealth in financial assets by purchasing various securities. When investors buy these securities from companies, the firms use the money so raised to pay for real assets, such as plant, equipment, technology, or inventory. So investors' returns on securities ultimately come from the income produced by the real assets that were financed by the issuance of those securities.

The distinction between real and financial assets is apparent when we compare the balance sheet of U.S. households, shown in Table 1.1, with the composition of national wealth in the United States, shown in Table 1.2. Household wealth includes financial assets such as bank accounts, corporate stock, or bonds. However, these securities, which are financial assets of households, are *liabilities* of the issuers of the securities. For example, a bond that you treat as an asset because it gives you a claim on interest income and repayment of principal from Toyota is a liability of Toyota, which is obligated to make these payments to you. Your asset is Toyota's liability. Therefore, when we aggregate over all balance sheets, these claims cancel out, leaving only real assets as the net wealth of the economy. National wealth consists of structures, equipment, inventories of goods, and land.[1]

[1]You might wonder why real assets held by households in Table 1.1 amount to $26,395 billion, while total real assets in the domestic economy (Table 1.2) are far larger, at $40,925 billion. One major reason is that real assets held by firms, for example, property, plant, and equipment, are included as *financial* assets of the household sector, specifically through the value of corporate equity and other stock market investments. Another reason is that equity and stock investments in Table 1.1 are measured by market value, whereas plant and equipment in Table 1.2 are valued at replacement cost.

TABLE 1.1

Balance sheet of U.S. households, 2008

Assets	$ Billion	% Total	Liabilities and Net Worth	$ Billion	% Total
Real assets					
Real estate	$22,070	31.3%	Mortgages	$10,864	15.4%
Consumer durables	4,082	5.8	Consumer credit	2,543	3.6
Other	243	0.3	Bank and other loans	247	0.4
Total real assets	$26,395	37.5%	Security credit	363	0.5
			Other	479	0.7
			Total liabilities	$14,496	20.6%
Financial assets					
Deposits	$ 7,588	10.8%			
Life insurance reserves	1,184	1.7			
Pension reserves	12,163	17.3			
Corporate equity	4,898	7.0			
Equity in noncorp. business	7,935	11.3			
Mutual fund shares	4,736	6.7			
Debt securities	3,895	5.5			
Other	1,672	2.4			
Total financial assets	44,071	62.5	*Net worth*	55,970	79.4
Total	$70,466	100.0%		$70,466	100.0%

Note: Column sums may differ from totals because of rounding error.

Source: *Flow of Funds Accounts of the United States,* Board of Governors of the Federal Reserve System, June 2008.

TABLE 1.2

Domestic net worth

Assets	$ Billion
Nonresidential real estate	$ 9,001
Residential real estate	22,070
Equipment and software	3,923
Inventories	1,849
Consumer durables	4,082
Total	$40,925

Note: Column sum may differ from total because of rounding error.

Source: *Flow of Funds Accounts of the United States,* Board of Governors of the Federal Reserve System, June 2008.

We will focus almost exclusively on financial assets. But you shouldn't lose sight of the fact that the successes or failures of the financial assets we choose to purchase ultimately depend on the performance of the underlying real assets.

CONCEPT check 1.1

Are the following assets real or financial?

a. Patents *b.* Lease obligations *c.* Customer goodwill
d. A college education *e.* A $5 bill

1.2 A Taxonomy of Financial Assets

It is common to distinguish among three broad types of financial assets: debt, equity, and derivatives. **Fixed-income** or **debt securities** promise either a fixed stream of income or a stream of income that is determined according to a specified formula. For example, a corporate bond typically would promise that the bondholder will receive a fixed amount of interest each year. Other so-called floating-rate bonds promise payments that depend on current interest rates. For example, a bond may pay an interest rate that is fixed at two percentage points above the rate paid on U.S. Treasury bills. Unless the borrower is declared bankrupt, the payments on these securities are either fixed or determined by formula. For this reason, the investment performance of debt securities typically is least closely tied to the financial condition of the issuer.

fixed-income (debt) securities

Pay a specified cash flow over a specific period.

Nevertheless, debt securities come in a tremendous variety of maturities and payment provisions. At one extreme, the *money market* refers to fixed-income securities that are short term, highly marketable, and generally of very low risk. Examples of money market securities are U.S. Treasury bills or bank certificates of deposit (CDs). In contrast, the fixed-income *capital market* includes long-term securities such as Treasury bonds, as well as bonds issued by federal agencies, state and local municipalities, and corporations. These bonds range from very safe in terms of default risk (for example, Treasury securities) to relatively risky (for example, high yield or "junk" bonds). They also are designed with extremely diverse provisions regarding payments provided to the investor and protection against the bankruptcy of the issuer. We will take a first look at these securities in Chapter 2 and undertake a more detailed analysis of the fixed-income market in Part Three.

Unlike debt securities, common stock, or **equity,** in a firm represents an ownership share in the corporation. Equityholders are not promised any particular payment. They receive any dividends the firm may pay and have prorated ownership in the real assets of the firm. If the firm is successful, the value of equity will increase; if not, it will decrease. The performance of equity investments, therefore, is tied directly to the success of the firm and its real assets. For this reason, equity investments tend to be riskier than investments in debt securities. Equity markets and equity valuation are the topics of Part Four.

equity

An ownership share in a corporation.

Finally, **derivative securities** such as options and futures contracts provide payoffs that are determined by the prices of *other* assets such as bond or stock prices. For example, a call option on a share of Intel stock might turn out to be worthless if Intel's share price remains below a threshold or "exercise" price such as $20 a share, but it can be quite valuable if the stock price rises above that level.[2] Derivative securities are so named because their values derive from the prices of other assets. For example, the value of the call option will depend on the price of Intel stock. Other important derivative securities are futures and swap contracts. We will treat these in Part Five.

derivative securities

Securities providing payoffs that depend on the values of other assets.

Derivatives have become an integral part of the investment environment. One use of derivatives, perhaps the primary use, is to hedge risks or transfer them to other parties. This is done successfully every day, and the use of these securities for risk management is so commonplace that the multitrillion-dollar market in derivative assets is routinely taken for granted. Derivatives also can be used to take highly speculative positions, however. Every so often, one of these positions blows up, resulting in well-publicized losses of hundreds of millions of dollars. While these losses attract considerable attention, they do not negate the potential use of such securities as risk management tools. Derivatives will continue to play an important role in portfolio construction and the financial system. We will return to this topic later in the text.

[2]A call option is the right to buy a share of stock at a given exercise price on or before the option's expiration date. If the market price of Intel remains below $20 a share, the right to buy for $20 will turn out to be valueless. If the share price rises above $20 before the option expires, however, the option can be exercised to obtain the share for only $20.

In addition to these financial assets, individuals might invest directly in some real assets. For example, real estate or commodities such as precious metals or agricultural products are real assets that might form part of an investment portfolio.

1.3 Financial Markets and The Economy

We stated earlier that real assets determine the wealth of an economy, while financial assets merely represent claims on real assets. Nevertheless, financial assets and the markets in which they trade play several crucial roles in developed economies. Financial assets allow us to make the most of the economy's real assets.

The Informational Role of Financial Markets

In a capitalist system, financial markets play a central role in the allocation of capital resources. Investors in the stock market ultimately decide which companies will live and which will die. If a corporation seems to have good prospects for future profitability, investors will bid up its stock price. The company's management will find it easy to issue new shares or borrow funds to finance research and development, build new production facilities, and expand its operations. If, on the other hand, a company's prospects seem poor, investors will bid down its stock price. The company will have to downsize and may eventually disappear.

The process by which capital is allocated through the stock market sometimes seems wasteful. Some companies can be "hot" for a short period of time, attract a large flow of investor capital, and then fail after only a few years. But that is an unavoidable aspect of economic uncertainty. It is impossible to predict with absolute precision which ventures will succeed and which will fail. The stock market encourages allocation of capital to those firms that appear *at the time* to have the best prospects. Many smart, well-trained, and well-paid professionals analyze the prospects of firms whose shares trade on the stock market. Stock prices reflect their collective judgment.

Consumption Timing

Some individuals in an economy are earning more than they currently wish to spend. Others, for example, retirees, spend more than they currently earn. How can you shift your purchasing power from high-earnings periods to low-earnings periods of life? One way is to "store" your wealth in financial assets. In high-earnings periods, you can invest your savings in financial assets such as stocks and bonds. In low-earnings periods, you can sell these assets to provide funds for your consumption needs. By so doing, you can "shift" your consumption over the course of your lifetime, thereby allocating your consumption to periods that provide the greatest satisfaction. Thus, financial markets allow individuals to separate decisions concerning current consumption from constraints that otherwise would be imposed by current earnings.

Allocation of Risk

Virtually all real assets involve some risk. When Toyota builds its auto plants, for example, it cannot know for sure what cash flows those plants will generate. Financial markets and the diverse financial instruments traded in those markets allow investors with the greatest taste for risk to bear that risk, while other, less risk-tolerant individuals can, to a greater extent, stay on the sidelines. For example, if Toyota raises the funds to build its auto plant by selling both stocks and bonds to the public, the more optimistic or risk-tolerant investors can buy shares of stock in Toyota, while the more conservative ones can buy Toyota bonds. Because the bonds promise to provide a fixed payment, the stockholders bear most of the business risk but reap potentially higher rewards. Thus, capital markets allow the risk that is inherent to all investments to be borne by the investors most willing to bear that risk.

This allocation of risk also benefits the firms that need to raise capital to finance their investments. When investors are able to select security types with the risk-return characteristics that best suit their preferences, each security can be sold for the best possible price. This facilitates the process of building the economy's stock of real assets.

Separation of Ownership and Management

Many businesses are owned and managed by the same individual. This simple organization is well suited to small businesses and, in fact, was the most common form of business organization before the Industrial Revolution. Today, however, with global markets and large-scale production, the size and capital requirements of firms have skyrocketed. For example, in 2008 General Electric listed on its balance sheet about $80 billion of property, plant, and equipment, and total assets in excess of $840 billion. Corporations of such size simply cannot exist as owner-operated firms. GE actually has about 650,000 stockholders with an ownership stake in the firm proportional to their holdings of shares.

Such a large group of individuals obviously cannot actively participate in the day-to-day management of the firm. Instead, they elect a board of directors that in turn hires and supervises the management of the firm. This structure means that the owners and managers of the firm are different parties. This gives the firm a stability that the owner-managed firm cannot achieve. For example, if some stockholders decide they no longer wish to hold shares in the firm, they can sell their shares to other investors, with no impact on the management of the firm. Thus, financial assets and the ability to buy and sell those assets in the financial markets allow for easy separation of ownership and management.

How can all of the disparate owners of the firm, ranging from large pension funds holding hundreds of thousands of shares to small investors who may hold only a single share, agree on the objectives of the firm? Again, the financial markets provide some guidance. All may agree that the firm's management should pursue strategies that enhance the value of their shares. Such policies will make all shareholders wealthier and allow them all to better pursue their personal goals, whatever those goals might be.

Do managers really attempt to maximize firm value? It is easy to see how they might be tempted to engage in activities not in the best interest of shareholders. For example, they might engage in empire building or avoid risky projects to protect their own jobs or overconsume luxuries such as corporate jets, reasoning that the cost of such perquisites is largely borne by the shareholders. These potential conflicts of interest are called **agency problems** because managers, who are hired as agents of the shareholders, may pursue their own interests instead.

agency problems

Conflicts of interest between managers and stockholders.

Several mechanisms have evolved to mitigate potential agency problems. First, compensation plans tie the income of managers to the success of the firm. A major part of the total compensation of top executives is typically in the form of stock options, which means that the managers will not do well unless the stock price increases, benefiting shareholders. (Of course, we've learned more recently that overuse of options can create its own agency problem. Options can create an incentive for managers to manipulate information to prop up a stock price temporarily, giving them a chance to cash out before the price returns to a level reflective of the firm's true prospects. More on this shortly.) Second, while boards of directors are sometimes portrayed as defenders of top management, they can, and in recent years increasingly do, force out management teams that are underperforming. Third, outsiders such as security analysts and large institutional investors such as pension funds monitor the firm closely and make the life of poor performers at the least uncomfortable.

Finally, bad performers are subject to the threat of takeover. If the board of directors is lax in monitoring management, unhappy shareholders in principle can elect a different board. They can do this by launching a *proxy contest* in which they seek to obtain enough proxies (i.e., rights to vote the shares of other shareholders) to take control of the firm and vote in another board. However, this threat is usually minimal. Shareholders who attempt such a fight have to use their own funds, while management can defend itself using corporate coffers. Most proxy fights fail. The real takeover threat is from other firms. If one firm observes another underperforming, it can acquire the underperforming business and replace management with its own team. The stock price should rise to reflect the prospects of improved performance, which provides incentive for firms to engage in such takeover activity.

EXAMPLE 1.1

Carl Icahn's proxy fight with Yahoo!

In February 2008, Microsoft offered to buy Yahoo! by paying its current shareholders $31 for each of their shares, a considerable premium to its closing price of $19.18 on the day before the offer. Yahoo's management rejected that offer and a better one at $33 a share; Yahoo!'s CEO Jerry Yang held out for $37 per share, a price that Yahoo! had not reached in over two years. Billionaire investor Carl Icahn was outraged, arguing that management was protecting its own position at the expense of shareholder value. Icahn notified Yahoo! that he had been asked to "lead a proxy fight to attempt to remove the current board and to establish a new board which would attempt to negotiate a successful merger with Microsoft."[3] To that end, he had purchased approximately 59 million shares of Yahoo! and formed a 10-person slate to stand for election against the current board. Despite this challenge, Yahoo!'s management held firm in its refusal of Microsoft's offer, and with the support of the board, Yang managed to fend off both Microsoft and Icahn. In July, Icahn agreed to end the proxy fight in return for three seats on the board to be held by his allies. But the 11-person board was still dominated by current Yahoo! management. Yahoo!'s share price, which had risen to $29 a share during the Microsoft negotiations, fell back to around $21 a share. Given the difficulty that a well-known billionaire faced in defeating a determined and entrenched management, it is no wonder that proxy contests are rare. Historically, about three of four proxy fights go down to defeat.

Corporate Governance and Corporate Ethics

We've argued that securities markets can play an important role in facilitating the deployment of capital resources to their most productive uses. But for markets to effectively serve this purpose, there must be enough transparency for investors to make well-informed decisions. If firms can mislead the public about their prospects, then much can go wrong.

Despite the many mechanisms to align incentives of shareholders and managers, the three years between 2000 and 2002 were filled with a seemingly unending series of scandals that collectively signaled a crisis in corporate governance and ethics. For example, the telecom firm WorldCom overstated its profits by at least $3.8 billion by improperly classifying expenses as investments. When the true picture emerged, it resulted in the largest bankruptcy in U.S. history. The second-largest U.S. bankruptcy was Enron, which used its now notorious "special purpose entities" to move debt off its own books and similarly present a misleading picture of its financial status. Unfortunately, these firms had plenty of company. Other firms such as Rite Aid, HealthSouth, Global Crossing, and Qwest Communications also manipulated and misstated their accounts to the tune of billions of dollars. And the scandals were hardly limited to the U.S. Parmalat, the Italian dairy firm, claimed to have a $4.8 billion bank account that turned out not to exist. These episodes suggest that agency and incentive problems are far from solved.

Other scandals of that period included systematically misleading and overly optimistic research reports put out by stock market analysts (their favorable analysis was traded for the promise of future investment banking business, and analysts were commonly compensated not for their accuracy or insight, but for their role in garnering investment banking business for their firms) and allocations of initial public offerings to corporate executives as a quid pro quo for personal favors or the promise to direct future business back to the manager of the IPO.

What about the auditors who were supposed to be the watchdogs of the firms? Here too, incentives were skewed. Recent changes in business practice made the consulting businesses of these firms more lucrative than the auditing function. For example, Enron's (now defunct) auditor Arthur Andersen earned more money consulting for Enron than auditing it; given its incentive to protect its consulting profits, it should not be surprising that it, and other auditors, were overly lenient in their auditing work.

In 2002, in response to the spate of ethics scandals, Congress passed the Sarbanes-Oxley Act to tighten the rules of corporate governance. For example, the Act requires corporations

[3]Open letter from Carl Icahn to Board of Directors of Yahoo!, May 15, 2008, published in press release from ICAHN CAPITAL LP.

to have more independent directors, that is, more directors who are not themselves managers (or affiliated with managers). The Act also requires each CFO to personally vouch for the corporation's accounting statements, creates a new oversight board to oversee the auditing of public companies, and prohibits auditors from providing various other services to clients.

Wall Street and its regulators have learned (admittedly belatedly) that markets require trust to function. In the wake of the scandals, the value of reputation and straightforward incentive structures has increased. As one Wall Street insider put it, "This is an industry of trust; it's one of its key assets. . . . [Wall Street] is going to have to invest in getting [that trust] back . . . without that trust, there's nothing."[4] Ultimately, a firm's reputation for integrity is key to building long-term relationships with its customers and is therefore one of its most valuable assets. Indeed, the motto of the London Stock Exchange is "My word is my bond." Every so often firms forget this lesson, but in the end, investments in reputation are in fact good business practice.

1.4 The Investment Process

An investor's *portfolio* is simply his collection of investment assets. Once the portfolio is established, it is updated or "rebalanced" by selling existing securities and using the proceeds to buy new securities, by investing additional funds to increase the overall size of the portfolio, or by selling securities to decrease the size of the portfolio.

Investment assets can be categorized into broad asset classes, such as stocks, bonds, real estate, commodities, and so on. Investors make two types of decisions in constructing their portfolios. The **asset allocation** decision is the choice among these broad asset classes, while the **security selection** decision is the choice of which particular securities to hold *within* each asset class.

asset allocation

Allocation of an investment portfolio across broad asset classes.

security selection

Choice of specific securities within each asset class.

"Top-down" portfolio construction starts with asset allocation. For example, an individual who currently holds all of his money in a bank account would first decide what proportion of the overall portfolio ought to be moved into stocks, bonds, and so on. In this way, the broad features of the portfolio are established. For example, while the average annual return on the common stock of large firms since 1926 has been about 12% per year, the average return on U.S. Treasury bills has been less than 4%. On the other hand, stocks are far riskier, with annual returns (as measured by the Standard & Poor's 500 Index) that have ranged as low as −46% and as high as 55%. In contrast, T-bill returns are effectively risk-free: you know what interest rate you will earn when you buy the bills. Therefore, the decision to allocate your investments to the stock market or to the money market where Treasury bills are traded will have great ramifications for both the risk and the return of your portfolio. A top-down investor first makes this and other crucial asset allocation decisions before turning to the decision of the particular securities to be held in each asset class.

Security analysis involves the valuation of particular securities that might be included in the portfolio. For example, an investor might ask whether Merck or Pfizer is more attractively priced. Both bonds and stocks must be evaluated for investment attractiveness, but valuation is far more difficult for stocks because a stock's performance usually is far more sensitive to the condition of the issuing firm.

security analysis

Analysis of the value of securities.

In contrast to top-down portfolio management is the "bottom-up" strategy. In this process, the portfolio is constructed from the securities that seem attractively priced without as much concern for the resultant asset allocation. Such a technique can result in unintended bets on one or another sector of the economy. For example, it might turn out that the portfolio ends up with a very heavy representation of firms in one industry, from one part of the country, or with exposure to one source of uncertainty. However, a bottom-up strategy does focus the portfolio on the assets that seem to offer the most attractive investment opportunities.

[4] *BusinessWeek,* "How Corrupt Is Wall Street?" May 13, 2002.

1.5 Markets Are Competitive

Financial markets are highly competitive. Thousands of well-backed analysts constantly scour securities markets searching for the best buys. This competition means that we should expect to find few, if any, "free lunches," securities that are so underpriced that they represent obvious bargains. There are several implications of this no-free-lunch proposition. Let's examine two.

The Risk-Return Trade-Off

Investors invest for anticipated future returns, but those returns rarely can be predicted precisely. There will almost always be risk associated with investments. Actual or realized returns will almost always deviate from the expected return anticipated at the start of the investment period. For example, in 1931 (the worst calendar year for the market since 1926), the stock market lost 46% of its value. In 1933 (the best year), the stock market gained 55%. You can be sure that investors did not anticipate such extreme performance at the start of either of these years.

Naturally, if all else could be held equal, investors would prefer investments with the highest expected return.[5] However, the no-free-lunch rule tells us that all else cannot be held equal. If you want higher expected returns, you will have to pay a price in terms of accepting higher investment risk. If higher expected return can be achieved without bearing extra risk, there will be a rush to buy the high-return assets, with the result that their prices will be driven up. Individuals considering investing in the asset at the now-higher price will find the investment less attractive: If you buy at a higher price, your expected rate of return (that is, profit per dollar invested) is lower. The asset will be considered attractive and its price will continue to rise until its expected return is no more than commensurate with risk. At this point, investors can anticipate a "fair" return relative to the asset's risk, but no more. Similarly, if returns were independent of risk, there would be a rush to sell high-risk assets. Their prices would fall (and their expected future rates of return rise) until they eventually were attractive enough to be included again in investor portfolios. We conclude that there should be a **risk-return trade-off** in the securities markets, with higher-risk assets priced to offer higher expected returns than lower-risk assets.

risk-return trade-off

Assets with higher expected returns entail greater risk.

Of course, this discussion leaves several important questions unanswered. How should one measure the risk of an asset? What should be the quantitative trade-off between risk (properly measured) and expected return? One would think that risk would have something to do with the volatility of an asset's returns, but this guess turns out to be only partly correct. When we mix assets into diversified portfolios, we need to consider the interplay among assets and the effect of diversification on the risk of the entire portfolio. *Diversification* means that many assets are held in the portfolio so that the exposure to any particular asset is limited. The effect of diversification on portfolio risk, the implications for the proper measurement of risk, and the risk-return relationship are the topics of Part Two. These topics are the subject of what has come to be known as *modern portfolio theory.* The development of this theory brought two of its pioneers, Harry Markowitz and William Sharpe, Nobel Prizes.

Efficient Markets

Another implication of the no-free-lunch proposition is that we should rarely expect to find bargains in the security markets. We will spend all of Chapter 8 examining the theory and evidence concerning the hypothesis that financial markets process all relevant information about securities quickly and efficiently, that is, that the security price usually reflects all the information available to investors concerning the value of the security. According to this hypothesis, as new information about a security becomes available, the price of the security

[5] The "expected" return is not the return investors believe they necessarily will earn, or even their most likely return. It is instead the result of averaging across all possible outcomes, recognizing that some outcomes are more likely than others. It is the average rate of return across possible economic scenarios.

quickly adjusts so that at any time, the security price equals the market consensus estimate of the value of the security. If this were so, there would be neither underpriced nor overpriced securities.

One interesting implication of this "efficient market hypothesis" concerns the choice between active and passive investment-management strategies. **Passive management** calls for holding highly diversified portfolios without spending effort or other resources attempting to improve investment performance through security analysis. **Active management** is the attempt to improve performance either by identifying mispriced securities or by timing the performance of broad asset classes—for example, increasing one's commitment to stocks when one is bullish on the stock market. If markets are efficient and prices reflect all relevant information, perhaps it is better to follow passive strategies instead of spending resources in a futile attempt to outguess your competitors in the financial markets.

passive management
Buying and holding a diversified portfolio without attempting to identify mispriced securities.

active management
Attempting to identify mispriced securities or to forecast broad market trends.

If the efficient market hypothesis were taken to the extreme, there would be no point in active security analysis; only fools would commit resources to actively analyze securities. Without ongoing security analysis, however, prices eventually would depart from "correct" values, creating new incentives for experts to move in. Therefore, in Chapter 9, we examine challenges to the efficient market hypothesis. Even in environments as competitive as the financial markets, we may observe only *near*-efficiency, and profit opportunities may exist for especially diligent and creative investors. This motivates our discussion of active portfolio management in Part Six. More importantly, our discussions of security analysis and portfolio construction generally must account for the likelihood of nearly efficient markets.

1.6 The Players

From a bird's-eye view, there would appear to be three major players in the financial markets:

1. Firms are net borrowers. They raise capital now to pay for investments in plant and equipment. The income generated by those real assets provides the returns to investors who purchase the securities issued by the firm.
2. Households typically are net savers. They purchase the securities issued by firms that need to raise funds.
3. Governments can be borrowers or lenders, depending on the relationship between tax revenue and government expenditures. Since World War II, the U.S. government typically has run budget deficits, meaning that its tax receipts have been less than its expenditures. The government, therefore, has had to borrow funds to cover its budget deficit. Issuance of Treasury bills, notes, and bonds is the major way that the government borrows funds from the public. In contrast, in the latter part of the 1990s, the government enjoyed a budget surplus and was able to retire some outstanding debt.

Corporations and governments do not sell all or even most of their securities directly to individuals. For example, about half of all stock is held by large financial institutions such as pension funds, mutual funds, insurance companies, and banks. These financial institutions stand between the security issuer (the firm) and the ultimate owner of the security (the individual investor). For this reason, they are called *financial intermediaries.* Similarly, corporations do not directly market their securities to the public. Instead, they hire agents, called investment bankers, to represent them to the investing public. Let's examine the roles of these intermediaries.

Financial Intermediaries

Households want desirable investments for their savings, yet the small (financial) size of most households makes direct investment difficult. A small investor seeking to lend money to businesses that need to finance investments doesn't advertise in the local newspaper to find