

CHAPTER ONE

The Investment Environment

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.

We provide an overview of the organization of security markets as well as the various players that participate in those markets. Together, these introductions should give you a feel for who the major participants are in

(concluded)

the securities markets as well as the setting in which they act. Finally, we discuss the financial crisis that began playing out in 2007 and peaked in 2008. The crisis dramatically illustrated the

connections between the financial system and the “real” side of the economy. We look at the origins of the crisis and the lessons that may be drawn about systemic risk. We close the chapter with an overview of the remainder of the text.

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, machines, and knowledge that can be used to produce goods and services.

In contrast to 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 they 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 Ford or Toyota (financial assets) and thereby share in the income derived from the production of automobiles.

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

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

¹You might wonder why real assets held by households in Table 1.1 amount to \$23,774 billion, while total real assets in the domestic economy (Table 1.2) are far larger, at \$48,616 billion. A big part of the difference reflects the fact 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. Also, Table 1.2 includes assets of noncorporate businesses. Finally, there are some differences in valuation methods. For example, 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.

Assets	\$ Billion	% Total	Liabilities and Net Worth	\$ Billion	% Total
Real assets			Liabilities		
Real estate	\$18,608	24.4%	Mortgages	\$ 9,907	13.0%
Consumer durables	4,821	6.3	Consumer credit	2,495	3.3
Other	345	0.5	Bank and other loans	195	0.3
<i>Total real assets</i>	<u>\$23,774</u>	<u>31.2%</u>	Security credit	268	0.4
			Other	568	0.7
			<i>Total liabilities</i>	<u>\$13,433</u>	<u>17.6%</u>
Financial assets					
Deposits	\$ 8,688	11.4%			
Life insurance reserves	1,203	1.6			
Pension reserves	13,950	18.3			
Corporate equity	9,288	12.2			
Equity in noncorp. business	7,443	9.8			
Mutual fund shares	5,191	6.8			
Debt securities	5,120	6.7			
Other	1,641	2.2			
<i>Total financial assets</i>	<u>52,524</u>	<u>68.8</u>	<i>Net worth</i>	<u>62,866</u>	<u>82.4</u>
<i>Total</i>	<u>76,298</u>	<u>100.0%</u>		<u>\$76,298</u>	<u>100.0%</u>

Table 1.1

Balance sheet of U.S. households

Note: Column sums 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 2012.

Assets	\$ Billion
Commercial real estate	\$12,781
Residential real estate	23,460
Equipment and software	5,261
Inventories	2,293
Consumer durables	4,821
<i>Total</i>	<u>\$48,616</u>

Table 1.2

Domestic net worth

Note: Column sums 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 2012.

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.

1.2 Financial Assets

It is common to distinguish among three broad types of financial assets: fixed income, equity, and derivatives. **Fixed-income** or **debt securities** promise either a fixed stream of income or a stream of income determined by 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 2 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.

Nevertheless, fixed-income securities come in a tremendous variety of maturities and payment provisions. At one extreme, the *money market* refers to debt 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 debt market in Part Four.

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 Five.

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 Six.

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 are in fact the exception to the more common 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.

Investors and corporations regularly encounter other financial markets as well. Firms engaged in international trade regularly transfer money back and forth between dollars and

²A 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.

other currencies. Well more than a trillion dollars of currency is traded each day in the market for foreign exchange, primarily through a network of the largest international banks.

Investors also might invest directly in some real assets. For example, dozens of commodities are traded on exchanges such as the New York Mercantile Exchange or the Chicago Board of Trade. You can buy or sell corn, wheat, natural gas, gold, silver, and so on.

Commodity and derivative markets allow firms to adjust their exposure to various business risks. For example, a construction firm may lock in the price of copper by buying copper futures contracts, thus eliminating the risk of a sudden jump in the price of its raw materials. Wherever there is uncertainty, investors may be interested in trading, either to speculate or to lay off their risks, and a market may arise to meet that demand.

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

Stock prices reflect investors' collective assessment of a firm's current performance and future prospects. When the market is more optimistic about the firm, its share price will rise. That higher price makes it easier for the firm to raise capital and therefore encourages investment. In this manner, stock prices play a major role in the allocation of capital in market economies, directing capital to the firms and applications with the greatest perceived potential.

Do capital markets actually channel resources to the most efficient use? At times, they appear to fail miserably. Companies or whole industries can be "hot" for a period of time (think about the dot-com bubble that peaked in 2000), attract a large flow of investor capital, and then fail after only a few years. The process seems highly wasteful.

But we need to be careful about our standard of efficiency. No one knows with certainty which ventures will succeed and which will fail. It is therefore unreasonable to expect that markets will never make mistakes. 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.

You may well be skeptical about resource allocation through markets. But if you are, then take a moment to think about the alternatives. Would a central planner make fewer mistakes? Would you prefer that Congress make these decisions? To paraphrase Winston Churchill's comment about democracy, markets may be the worst way to allocate capital except for all the others that have been tried.

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 Ford 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 Ford 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 its stock, while the more conservative ones can buy its 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 2012 General Electric listed on its balance sheet about \$70 billion of property, plant, and equipment, and total assets of \$685 billion. Corporations of such size simply cannot exist as owner-operated firms. GE actually has more than half a million 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.

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 often in the form of stock or 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 have sometimes been portrayed as defenders of top management, they can, and in recent years, increasingly have, forced out management teams that are underperforming. The average tenure of CEOs fell from 8.1 years in 2006 to 6.6 years in 2011, and the percentage of incoming CEOs who also serve as chairman of the board of directors fell from 48% in 2002 to less than 12% in 2009.³ Third, outsiders such as security analysts and large institutional investors such as mutual funds or pension funds monitor the firm closely and make the life of poor performers at the least uncomfortable. Such large investors today hold about half of the stock in publicly listed firms in the U.S.

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 more than 2 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." 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.

³"Corporate Bosses Are Much Less Powerful than They Used To Be," *The Economist*, January 21, 2012.

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 market signals will help to allocate capital efficiently only if investors are acting on accurate information. We say that markets need to be *transparent* for investors to make 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 from 2000 through 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, at least until Lehman Brothers smashed that record in 2008. The next-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 United States. 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.) Additionally, initial public offerings were allocated 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 had 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 by auditing it; given Arthur Andersen's incentive to protect its consulting profits, we should not be surprised 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 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, created an oversight board to oversee the auditing of public companies, and prohibits auditors from providing various other services to clients.

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 also includes the decision of how much of one's portfolio to place in safe assets such as bank accounts or money market securities versus in risky assets. Unfortunately, many observers, even those providing financial advice, appear to incorrectly equate saving with safe investing.⁴ "Saving" means that you do not spend all of your current income, and therefore can add to your portfolio. You may choose to invest your savings in safe assets, risky assets, or a combination of both.

"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 better than 11% 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-bills are effectively risk-free: You know what interest rate you will earn when you buy them. 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.

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.

1.5 Markets Are Competitive

Financial markets are highly competitive. Thousands of intelligent and 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. This no-free-lunch proposition has several implications. Let's examine two.

⁴For example, here is a brief excerpt from the Web site of the Securities and Exchange Commission. "Your 'savings' are usually put into the safest places or products . . . When you 'invest,' you have a greater chance of losing your money than when you 'save.'" This statement is incorrect: Your investment portfolio can be invested in either safe or risky assets, and your savings in any period is simply the difference between your income and consumption.

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 S&P 500 index fell by 46%. In 1933 (the best year), the index 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.

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 11 examining the theory and evidence concerning the hypothesis that financial markets process all available information about securities quickly and efficiently, that is, that the security price usually reflects all the information available to investors concerning its value. According to this hypothesis, as new information about a security becomes available, its price quickly

⁵The “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.

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.

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, 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. In Chapter 12, we examine such challenges to the efficient market hypothesis, and this motivates our discussion of active portfolio management in Part Seven. More important, 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 demanders of capital. 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 suppliers of capital. 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 market their own 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 a willing and desirable borrower. Moreover, an individual lender would not be able to diversify across borrowers to reduce risk. Finally, an individual lender is not equipped to assess and monitor the credit risk of borrowers.

For these reasons, **financial intermediaries** have evolved to bring the suppliers of capital (investors) together with the demanders of capital (primarily corporations and the federal government). These financial intermediaries include banks, investment companies, insurance companies, and credit unions. Financial intermediaries issue their own securities to raise funds to purchase the securities of other corporations.

For example, a bank raises funds by borrowing (taking deposits) and lending that money to other borrowers. The spread between the interest rates paid to depositors and the rates charged to borrowers is the source of the bank's profit. In this way, lenders and borrowers do not need to contact each other directly. Instead, each goes to the bank, which acts as an intermediary between the two. The problem of matching lenders with borrowers is solved when each comes independently to the common intermediary.

Financial intermediaries are distinguished from other businesses in that both their assets and their liabilities are overwhelmingly financial. Table 1.3 presents the aggregated balance sheet of commercial banks, one of the largest sectors of financial intermediaries. Notice that the balance sheet includes only very small amounts of real assets. Compare

Assets	\$ Billion	% Total	Liabilities and Net Worth	\$ Billion	% Total
Real assets			Liabilities		
Equipment and premises	\$ 121.3	0.9%	Deposits	\$10,260.3	73.7%
Other real estate	44.8	0.3	Debt and other borrowed funds	743.5	5.3
<i>Total real assets</i>	\$ 166.1	1.2%	Federal funds and repurchase agreements	478.8	3.4
			Other	855.8	6.1
			<i>Total liabilities</i>	\$12,338.4	88.6%
Financial assets					
Cash	\$ 1,335.9	9.6%			
Investment securities	2,930.6	21.0			
Loans and leases	7,227.7	51.9			
Other financial assets	1,161.5	8.3			
<i>Total financial assets</i>	\$12,655.7	90.9%			
Other assets					
Intangible assets	\$ 371.4	2.7%			
Other	732.8	5.3			
<i>Total other assets</i>	\$ 1,104.2	7.9%	<i>Net worth</i>	\$ 1,587.6	11.4%
<i>Total</i>	\$13,926.0	100.0%		\$13,926.0	100.0%

Table 1.3

Balance sheet of FDIC-insured commercial banks and savings institutions

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

Source: Federal Deposit Insurance Corporation, www.fdic.gov, July 2012.

Assets	\$ Billion	% Total	Liabilities and Net Worth	\$ Billion	% Total
Real assets			Liabilities		
Equipment and software	\$ 4,259	13.9%	Bonds and mortgages	\$ 5,935	19.4%
Real estate	9,051	29.5	Bank loans	612	2.0
Inventories	2,010	6.6	Other loans	1,105	3.6
<i>Total real assets</i>	<u>\$15,320</u>	<u>50.0%</u>	Trade debt	1,969	6.4
			Other	4,267	13.9
Financial assets			<i>Total liabilities</i>	<u>\$13,887</u>	<u>45.3%</u>
Deposits and cash	\$ 967	3.2%			
Marketable securities	769	2.5			
Trade and consumer credit	2,555	8.3			
Direct investment abroad	4,055	13.2			
Other	6,983	22.8			
<i>Total financial assets</i>	<u>\$15,329</u>	<u>50.0%</u>	<i>Net worth</i>	<u>\$16,762</u>	<u>54.7%</u>
<i>Total</i>	<u>\$30,649</u>	<u>100.0%</u>		<u>\$30,649</u>	<u>100.0%</u>

Table 1.4

Balance sheet of U.S. nonfinancial corporations

Note: Column sums 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 2012.

Table 1.3 to the aggregated balance sheet of the nonfinancial corporate sector in Table 1.4 for which real assets are about half of all assets. The contrast arises because intermediaries simply move funds from one sector to another. In fact, the primary social function of such intermediaries is to channel household savings to the business sector.

Other examples of financial intermediaries are investment companies, insurance companies, and credit unions. All these firms offer similar advantages in their intermediary role. First, by pooling the resources of many small investors, they are able to lend considerable sums to large borrowers. Second, by lending to many borrowers, intermediaries achieve significant diversification, so they can accept loans that individually might be too risky. Third, intermediaries build expertise through the volume of business they do and can use economies of scale and scope to assess and monitor risk.

Investment companies, which pool and manage the money of many investors, also arise out of economies of scale. Here, the problem is that most household portfolios are not large enough to be spread across a wide variety of securities. In terms of brokerage fees and research costs, purchasing one or two shares of many different firms is very expensive. Mutual funds have the advantage of large-scale trading and portfolio management, while participating investors are assigned a prorated share of the total funds according to the size of their investment. This system gives small investors advantages they are willing to pay for via a management fee to the mutual fund operator.

Investment companies also can design portfolios specifically for large investors with particular goals. In contrast, mutual funds are sold in the retail market, and their investment philosophies are differentiated mainly by strategies that are likely to attract a large number of clients.

Like mutual funds, *hedge funds* also pool and invest the money of many clients. But they are open only to institutional investors such as pension funds, endowment funds, or wealthy individuals. They are more likely to pursue complex and higher-risk strategies. They typically keep a portion of trading profits as part of their fees, whereas mutual funds charge a fixed percentage of assets under management.

Separating Commercial Banking from Investment Banking

Until 1999, the Glass-Steagall Act had prohibited banks in the United States from both accepting deposits and underwriting securities. In other words, it forced a separation of the investment and commercial banking industries. But when Glass-Steagall was repealed, many large commercial banks began to transform themselves into “universal banks” that could offer a full range of commercial and investment banking services. In some cases, commercial banks started their own investment banking divisions from scratch, but more frequently they expanded through merger. For example, Chase Manhattan acquired J.P. Morgan to form JPMorgan Chase. Similarly, Citigroup acquired Salomon Smith Barney to offer wealth management, brokerage, investment banking, and asset management services to its clients. Most of Europe had never forced the separation of commercial and investment banking, so their giant banks such as Credit Suisse, Deutsche Bank, HSBC, and UBS had long been universal banks. Until 2008, however, the stand-alone investment banking sector in the U.S. remained large and apparently vibrant, including such storied names as Goldman Sachs, Morgan-Stanley, Merrill Lynch, and Lehman Brothers.

But the industry was shaken to its core in 2008, when several investment banks were beset by enormous losses on their holdings of mortgage-backed securities. In March, on the verge of insolvency, Bear Stearns was merged into JPMorgan Chase. On September 14, 2008, Merrill Lynch, also suffering steep mortgage-related losses, negotiated an agreement to be acquired by Bank of America. The next day, Lehman Brothers entered into the largest bankruptcy in U.S. history, having failed to find an acquirer able and willing to rescue it from its steep losses. The next week, the

only two remaining major independent investment banks, Goldman Sachs and Morgan Stanley, decided to convert from investment banks to traditional bank holding companies. In doing so, they became subject to the supervision of national bank regulators such as the Federal Reserve and the far tighter rules for capital adequacy that govern commercial banks. The firms decided that the greater stability they would enjoy as commercial banks, particularly the ability to fund their operations through bank deposits and access to emergency borrowing from the Fed, justified the conversion. These mergers and conversions marked the effective end of the independent investment banking industry—but not of investment banking. Those services now will be supplied by the large universal banks.

Today, the debate about the separation between commercial and investment banking that seemed to have ended with the repeal of Glass-Steagall has come back to life. The Dodd-Frank Wall Street Reform and Consumer Protection Act places new restrictions on bank activities. For example, the Volcker Rule, named after former chairman of the Federal Reserve Paul Volcker, prohibits banks from “proprietary trading,” that is, trading securities for their own accounts, and restricts their investments in hedge funds or private equity funds. The rule is meant to limit the risk that banks can take on. While the Volcker Rule is far less restrictive than Glass-Steagall had been, they both are motivated by the belief that banks enjoying Federal guarantees should be subject to limits on the sorts of activities in which they can engage. Proprietary trading is a core activity for investment banks, so limitations on this activity for commercial banks would reintroduce a separation between their business models.

Economies of scale also explain the proliferation of analytic services available to investors. Newsletters, databases, and brokerage house research services all engage in research to be sold to a large client base. This setup arises naturally. Investors clearly want information, but with small portfolios to manage, they do not find it economical to personally gather all of it. Hence, a profit opportunity emerges: A firm can perform this service for many clients and charge for it.

Investment Bankers

Just as economies of scale and specialization create profit opportunities for financial intermediaries, so do these economies create niches for firms that perform specialized services for businesses. Firms raise much of their capital by selling securities such as stocks and bonds to the public. Because these firms do not do so frequently, however, **investment bankers** that specialize in such activities can offer their services at a cost below that of maintaining an in-house security issuance division. In this role, they are called *underwriters*.

Investment bankers advise the issuing corporation on the prices it can charge for the securities issued, appropriate interest rates, and so forth. Ultimately, the investment banking firm handles the marketing of the security in the **primary market**, where new issues

of securities are offered to the public. Later, investors can trade previously issued securities among themselves in the so-called **secondary market**.

For most of the last century, investment banks and commercial banks in the U.S. were separated by law. While those regulations were effectively eliminated in 1999, the industry known as “Wall Street” was until 2008 still comprised of large, independent investment banks such as Goldman Sachs, Merrill Lynch, and Lehman Brothers. But that stand-alone model came to an abrupt end in September 2008, when all the remaining major U.S. investment banks were absorbed into commercial banks, declared bankruptcy, or reorganized as commercial banks. The nearby box presents a brief introduction to these events.

Venture Capital and Private Equity

While large firms can raise funds directly from the stock and bond markets with help from their investment bankers, smaller and younger firms that have not yet issued securities to the public do not have that option. Start-up companies rely instead on bank loans and investors who are willing to invest in them in return for an ownership stake in the firm. The equity investment in these young companies is called **venture capital (VC)**. Sources of venture capital are dedicated venture capital funds, wealthy individuals known as *angel investors*, and institutions such as pension funds.

Most venture capital funds are set up as limited partnerships. A management company starts with its own money and raises additional capital from limited partners such as pension funds. That capital may then be invested in a variety of start-up companies. The management company usually sits on the start-up company’s board of directors, helps recruit senior managers, and provides business advice. It charges a fee to the VC fund for overseeing the investments. After some period of time, for example, 10 years, the fund is liquidated and proceeds are distributed to the investors.

Venture capital investors commonly take an active role in the management of a start-up firm. Other active investors may engage in similar hands-on management but focus instead on firms that are in distress or firms that may be bought up, “improved,” and sold for a profit. Collectively, these investments in firms that do not trade on public stock exchanges are known as **private equity** investments.

1.7 The Financial Crisis of 2008

This chapter has laid out the broad outlines of the financial system, as well as some of the links between the financial side of the economy and the “real” side in which goods and services are produced. The financial crisis of 2008 illustrated in a painful way the intimate ties between these two sectors. We present in this section a capsule summary of the crisis, attempting to draw some lessons about the role of the financial system as well as the causes and consequences of what has become known as *systemic risk*. Some of these issues are complicated; we consider them briefly here but will return to them in greater detail later in the text once we have more context for analysis.

Antecedents of the Crisis

In early 2007, most observers thought it inconceivable that within two years, the world financial system would be facing its worst crisis since the Great Depression. At the time, the economy seemed to be marching from strength to strength. The last significant macroeconomic threat had been from the implosion of the high-tech bubble in 2000–2002. But the Federal Reserve responded to an emerging recession by aggressively reducing interest