Customers' accounts, funds and securities, protection of-Continued Net capital ratio rule: See Financial responsibility of brokerdealers Notice to as to status of account, Special Study summary 1:414; **5:**61 Over-the-counter markets quotations: See Quotation systems: Over-the-counter retail markets Securities name in which held 1:446 safekeeping defined 1:446 segregation of: see Segregation of securities of customer, below street name, definition of holding in 1:446 Segregation and identification of customers' securities bulk segregation, exchange rules as to 1:403 certificates, fungibility of under bankruptcy law 1:413 conclusions and recommendations of Special Study 1:415: 5:61 "customer," problem of defining 1:411-414 definition of term 1:446 exchanges' rules 1:402-404 hypothecation of securities, applicability to 1:402 insolvency of broker-dealer, value in case of 1:414 NASD, absence of such rules 1:402 NYSE rules 1: 402, 403 receiverships, reclamation of shares in case of 1:413 rules relating to 1:402-404 SEC authority to make rules 1:402 sound practice, segregation as 1:404 Special Study recommendation as to 1:404-415; 5:415 state legislation 1:402 Segregation of free credit balances 1: 399-402 see Free credit balance, above Types of customers' accounts 1:388-390 cash account defined 1:389 margin account defined 1:389 proportion of sales in each type 1:389

## D

Damages Broker-dealer's liability where statute or rule violation 1:303 "Daylight trading" Floor traders 2:208 Specialists, by: See Specialists Dealers Definition of, on trading markets 2:6 Debt securities See Boards Definitions Affiliated broker-dealer in mutual funds 4:236 Against the box, selling 2:250 Appropriately subordinated debt 1:407 Arbitrage 2:250 Definitions—Continued Asked price 2: 553, 645 Best efforts underwriting 1:495 Bid or bid price 2: 553, 645 Block purchase or sale 2:842 Boiler rooms 1:265 Book, specialist's 2:58 Breaking, as odd-lot dealer service 2: 186 Broker-dealer 1:15 Brokers 2:6 Buy-in 1:419 Call system 2:61 Cash accounts, of various kinds 1: 389, 452 Cash compensation in securities offerings 1: 503 Churning 1:254 Cleaning up the market 2:92 Clearance commission 2:297 Clearance transaction, in loan on security collateral 4:26 Combined book, specialist unit 2:67 Commission 2:295 Comparison in confirming transactions 1: 421 Completion insurance in mutual funds 4: 175 Congregation of floor traders 2:235 Contango 2:20 Continuous auction 2:40 Continuous market 2:15 Contractual plan in mutual funds 4:99, 171 Crossing **2**: 142 Crowd, in exchange trading 2:41 Customer, under Bankruptcy Act 1: 412, 414 Customers' securities held for safekeeping 1:452 Daylight trading 2:86,94 Dealers, on trading markets 2:6 Depth of market 2:17 Differential on odd-lot transactions 2: 181–186 Discretionary accounts 1:524 Discretionary orders 2:41, 148 Distribution of offering 1:568 Distributor underwriter distinguished 1: 579 Dollar-cost-averaging in mutual fund contractual plans 4:136 Don't knows 1:421 Equity security 4:4 Execution commission 2:297 Fails to deliver: causes of "don't knows" 1:416, 421 Firm commitment underwriting 1:494 Floor brokerage 2:71,72 Floor brokerage commission 2:297 Floor of exchange 4:796 Floor traders and floor trading 2: 47, 204; 4: 794 Foreigner, as participant in market break activities 4:841 Free credit balance 1:393 Frozen stock 2:234 Gross commission 2:39

Definitions—Continued Hand-holding 2:577 Hot issues 1:486 Intermediaries, professional 2:882,883 Interpositioning 2:620 Investment adviser of investment company 4:102 Investment advisers 1:359 Investment bankers 1:15 Investment counsel 1:369 Joint account, specialist unit as 2:67 Laying a market 2:561 Limit orders 2:40, 41; 4:860 Liquid, as applied to market 2:16, 17 Loan value of securities 4:5 Love orders 2:137 Margin call 4:14 Margin securities 1:446 Market letters 1:345 Market maker 1:13 primary market maker 2:675;5:127 Market orders 2:72, 73; 4:860 Marking to the market 1:419 Net capital 1:407 New York Stock Exchange members 1:12 Nonpurpose loans 4:16 Not-held orders 2:141 Numbers, stock as 2:563 Odd-lot 2: 40, 171 Offer price 2:553 Open-end investment company 4:96 Over-the-counter markets 1:9, 13; 2:7, 541, 546 Parity, when simultaneous bids 2:41 Parking, by over-the-counter trader 2:557 Pegging 2:101 Pension funds, as used in Special Study 2:837 Perfect offset 4:856 Plus tick 4:795 Pools 3:94 Precedence, when simultaneous bids 2:41 Price continuity with depth 2: 124 Primary market maker 2: 675; 5: 127 Primary market, varying meanings of 2:12, 13 Priority when simultaneous bids 2:41 Professional, applied to a person 2:886 Professional intermediaries 2:882,883 Professionalism in securities industry 1:241 Promotional company 1:551 Public individual investor on NYSE 4:924 Radiation card in mutual fund selling 4: 126, 127 Reciprocity, in mutual funds brokerage 4:213 Redeemable security under Investment Company Act 4:96 Registered representative, NASD firms 1:74 Registered representatives of broker-dealer firms 1:120 Round lot as unit of trading 2:40

Definitions—Continued Safekeeping of customer's securities 1:446, 452 Sales literature for mutual funds 4:160, 164 Sales load for Mutual fund shares 4:96 Secondary distribution, different meanings of 1: 563; 2: 5, 843 Secondary markets, varying meanings of 2: 12, 13 Securities markets 1:9;2:5 Security credit 4:1 Segregation, applied to customers' securities 1:446 Sell-out 1:419 Service give-up 4: 226 Shingle theory 2: 653 Short selling 2: 247 Specialists 1: 12; 2: 47, 64 Stabilization of market 2: 97, 101 Stock ahead orders 2:72 Stock day concept 2:51 Stockbroker, failure of Bankruptcy Act to define 1:411 Stop order 2:72;4:860 Stopped stock 2:150 Straight loan on security collateral 4:26 Street name identification of customers' securities 1:403 Syndicator 1:577 Third market 2: 716, 870 Tick test 2: 101, 102 plus tick 4:795 Trading market 1:9;2:5 Trading with the book 2:64,65 Transaction leading to a commission 2:295 Underwriter distributor distinguished 1:579 Unregulated lenders 4:25 "Unseasoned" issue of stock 1:485 Withholding 4:856 Delivery of securities "Fails to deliver" 1: 416-419 advantages of such failure to dealer 1:417 aggregate indebtedness, as factor in 1:417 amounts involved, table of 1:417 broker-dealers' protection against loss from 1: 419, 421 buy-in and sell-out devices to force delivery 1:419 complaints of failure. volume of 1:416 confidence loss in industry resulting from 1:418 definition of term 1:416 dollar amount of 1:417 financial stability of broker-dealer, as affecting 1:418 marking to the market to force delivery 1:419 showing of on broker-dealer's books 1:416 "Fails to deliver:" Causes of 1: 419-421 broker-dealers' short positions 1:421 over-the-counter clearance facilities, lack of 1:420 transfer process 1:420

Delivery of securities—Continued "Fails to deliver:" Possible means of reducing volume of 1:421-427 buy-ins, Special Study recommendation as to 1: 428; 5: 63 central securities depository or trust institution 1: 424-427 centralized electronic bookkeeping system 1: 427 clearinghouse operations, extension to over-the-counter mar-1: 424 kets mandatory buy-in procedure 1: 421 mark-to-the-market, mandatory system of 1: 423 marking to the market, recommended rule changes 1: 428; **5:** 63 partial delivery, increase of 1: 423 physical transfer and delivery, reduction of 1: 424 reduction of trading hours on national basis 1: 422 transfer procedures, Special Study recommendations 1: 428 unilateral cancellation of contracts 1: 422 NYSE and NASD, differing rules regarding 1: 423 Special Summary conclusions and recommendations 1: 428; 5: 63 buy-ins, mandatory 1: 428; 5: 63 marking to the market changes 1: 428; 5: 63 transfer procedure, changes in 1: 428; 5: 63 Special Study summary 1: 427, 428; 5: 62, 63 effect of late delivery 1: 427; 5: 62 over-the-counter clearing facilities, effect of 1: 428; 5: 62 revision of present rules, probable reduction by 1: 427; **5:** 62 Transfer process as cause of fails to deliver 1: 420 Delivery of stock Short selling 2: 246, 248 Depth of market Continuance auction, as important to 2: 828 Factors influencing 2: 17 branch office growth 2:830 competition among markets 2:956,957 high listing standards as factor in 2: 828, 831 institutional investors, concentration in 2:829 listing and delisting standards 2:831 long-range factors affecting 2: 829-831 multiple exchange and over-the-counter trades 2:829 new issues of stock 2: 829, 830 NYSE publicity campaigns 2:830 prestige of organized exchanges 2:830 public expectation of a market 2:828 round-lot trading unit 2:831,832 shares outstanding **2:** 829 Importance of 2:828 Listed securities, over-the-counter role as to 2:901-903 absent the over-the-counter market, speculation regarding **2:** 902, 903 institutional transactions, effect of removal from over-thecounter trading 2:903

Depth of market-Continued Listed securities, over-the-counter role as to—Continued market makers' exchange trading, consideration of **2:** 903 NYSE activity of stocks traded over the counter 2: 901, 902 NYSE and over-the-counter volume compared 2:902 off-board sales compared to NYSE sales 2:902 overall markets of greater depth, as providing 2:903 Special Study summary 2: 907; 5: 140 Round-lot transactions in listed securities, over-the-counter markets 2: 891, 898, 899 institutional large-block transactions 2:898,899 See also Block transactions: Institutional investors quantity of buying or selling at particular price levels 2:898 Special Study summary 2: 834, 835; 5: 132 Specialist's function 2:828 Turnover rate 2:829 Depreciation Real estate syndication, tax aspects of 1:581, 582 Detroit Stock Exchange Commission rate discount 2:300 Commission-splitting with NASD members, not Exchange members 4:224**Disciplinary** actions types of violations, 1957–62 (table) 4:743 Dually-traded stocks, commission reciprocity as to 2:901 Unregistered securities distributions through 1:561 Differential Odd-lots: See Odd-lot dealers on New York Stock Exchange Directors Corporate, broker-dealers as 1: 428-440 See Corporate directors, broker-dealers as Listed companies, requirement of outside directors 4:568 Underwriter of stock issuer, of issuing company 1: 539 Disciplinary actions and procedures See also individual exchanges: NASD Duplication of efforts between exchanges and NASD 4:730, 731coordination as between exchanges, lack of 4:731 examples cited 4:731 jurisdiction to undertake or conduct proceedings 4:731, 732 Exchanges actions and procedures SEC powers 4:704 Exchanges and SEC: See Securities and Exchange Commission: Self-regulation and Free-riding practice as posing problem 1:532 Individuals, relating to Special Study recommendations 1: 160; 5: 46 NASD: See National Association of Securities Dealers NYSE: See New York Stock Exchange Off-floor trading of NYSE members 2:242 Quotation sheets, in dissemination of 2: 598 Salesmen: See Salesmen of securities

Disciplinary actions and procedures—Continued Selling practices involving statute or rule violations Federal agencies and sanctions employed 1: 302–304 Single, rather than multiple, procedures, need of 4:732 Specialists' conflicts of interest, from 2: 156 Stock exchanges: See individual exchanges Disclosure After-market need for prospectus and other information 1: 547, 556 Basic concept under Exchange Act, as 2:13 "Boiler room" operation, absence of in 1:267 Broker-dealers' registration See Broker-dealers Concurrent transactions in identical shares prospectus requirements, recommended 1: 592, 595 short-form registration statement, recommended 1:592-595 Concurrent transactions involving both Exchange and Securities Acts short-form registration statement, recommendation for 1:592-595Corporate director-broker-dealer, of material facts 1:432 Corporate publicity as to securities offered 3: 65, 98, 99, 101; 5:154.155 See Corporate publicity Corporate publicity control, as NYSE rules 3:98 SEC registration statement rules, recommended amendment **3:** 102 Exchange and Securities Acts requirements, integration of 1:592-595 Failure to disclose, NASD measures regarding 1: 312, 313 Insider trading under Exchange Act 3:4 See Insider trading Integration of Exchange and Securities Acts requirements 1:592-595 Interest affecting customer 1:238 Investment advice, as to special interests involved 1:386 Joint over-the-counter market trading accounts 2:562 Keystone of Federal securities legislation, as 3:1 Listed companies on NYSE, listing agreement requirements 4:566 Major role of SEC in processes of 4:719 Markup of over-the-counter market, nondisclosure of 2:552 Mutual fund insider, of his own accounts 4:251, 252 Mutual fund sales See Mutual funds: Selling practices NASD requirements: See National Association of Securities Dealers Odd-lot differential 2:202; 5:94 Options as part payment for financial publicity Special Study summary 3: 102 Over-the-counter-listed securities publicity 3:99 Over-the-counter markets: See Over-the-counter markets

Disclosure—Continued Planned corporate publicity as supplement to requirements of 3:100 Real estate securities distributions 1: 588-595 See Real estate securities, offerings of Registered block, disclosure requirements prospectus and reporting requirements modification 1:592 **Reporting requirements** See Reporting requirements Reservoir of filed information, better utilization of concurrent transactions in identical shares, when 1: 592 Secondary distributions, in 1: 564, 566, 567 See Secondary distributions Securities Act requirement 1:3 prospectus: See Prospectus Selling practices, failure in NASD disciplinary proceedings 1: 312, 313 Smaller companies "going public" 1:552 Specialist, of information regarding orders 2: 58, 65, 72, 76-78 See Specialists Spread in over-the-counter markets: See Spread State controls over mutual funds 4:169 Summary of Special Study concerning 3:60 Unlisted securities NASD rules 3:6 statutory provisions applicable to 3:6 Unregistered securities NYSE distributions 1:562 Discretionary accounts NASD rules and their enforcement 1: 309, 310 NYSE rule concerning 1:315 New issue allotment to 1:524 Overtrading or "churning" 1:297 Salesmen's misconduct respecting 1: 299 firms' rules concerning 1:300 SEC rules concerning, absence of 1:297 Discretionary order **Definitions:** See Definitions Distribution markets Trading markets distinguished 2:5 See Distributions to the public: Primary and secondary distributions Distributions to the public: Primary and secondary distributions See also New issues Corporate issues during the postwar years, general trends account of issuer, classed by industry, 1940-61 (table) 1:597 account of others than issuer, by industry of issuer, 1952-61 (table) 1:598 group initially solicited and method of offering, 1959-61 (table) 1:604 industry of the issuer, 1959-61 (table) 1:608 managing underwriters of unseasoned offerings (tables) 1:612 method, account for which offered (table) 1:603, 604, 607

Distributions to the public—Continued Corporate issues during the postwar years, general trends-Con. offering price and size of user, selected industry groups (table) 1:611 offerings, by industry (table) 1:597 offerings for others than issuer, by industry of issuer (table) 1:598 prices at offering, 1958–61 (table) 1:610 prices: registered and exempt offerings (table) 1:610 seasoned and unseasoned issues, 1959–61 (table) 1:605 selected industry groups, 1959–61 (table) 1:609 size and method of offering, 1959-61 (table) 1:603 size of issuer, 1958–61, classed by (table) 1:602,606 size of offering, 1959–61, classed by (table) 1:606 type of security and registration status, 1940-61 (table) 1:596 type of stock and account for which offered, 1959-61 (table) 1:599 type of stock and industry of issuer (table) 1:600 underwriting agreement, unseasoned offerings in 1961 (table) **1:** 613 unseasoned offerings, by size of issuer, 1959-61 (table) 1:606 Dollar volume of: See Securities Exempt issues under Securities Act 1:483 Expenses of new issues 1:481 See also New issues of corporate securities, distribution of Intrastate exemption See Intrastate exemption of distributions Issuer, investigation of: See New issues of corporate securities, distributions of Issuer's decision to go public, reasons for 1:491-493 See New issues of corporate securities, distribution of New issues: See New issues. Noncash compensation See New issues: Going public, noncash compensation cost Real estate securities 1: 575-591 See Real estate securities, offerings of Salesmen's compensation for 1:259, 260 See Compensation Secondary distributions: See Secondary distributions of securities Special Study scope with respect to 1:482 Trends during postwar years 1:482 Unregistered distributions See Unregistered distributions Withholding shares prices, to influence 1:502 Dividends Listed companies' required publicity concerning 4:566 Mutual funds, charges on reinvestment of dividends from 4:111,112 Remission of to customer by broker-dealer 1:396, 397 "Selling," NASD rule prohibiting in mutual funds 4: 163, 165

Dollar value statistics See also under specific topics Bank deposits and security holdings compared 1:9, 10 Security holdings 1:9 Stocks traded exchanges and over-the-market compared 1:9 Dollar volume See Volume: see also under specific topics "Volume" **Dow-Jones** indexes See Market break of May 1962 **Dow-Jones Industrial Average** Market break of May 1962 2:112 See Market break of May 1962 E Education Mutual fund investors' 4: 273–275, 283, 287, 288, 292 See also Mutual funds: Investors, Wharton School Survey of Personnel of securities business 1:96, 100, 146, 173 See also Qualifications of persons in the securities business Supervisory personnel, level of education of 1:138 Eisenhower heart attack Effect of compared to Market Break of May 1962 2: 96, 118 Electronic and electrical equipment companies Issues by, 1959–1961 dollar volume 1:486 Electronic data processing See Automation Entertainment Financial public relations counsel use of 3:85 Entry into the securities business, controls over See also Qualifications of persons in the securities business 1:47-49 Admission standards See Qualifications of persons in the securities business Basic general pattern of 1:68,69 Business entity, registration of 1:69 Coordinated examination qualification program 4:733,734 Examination requirement See Examinations; see also NASD; NYSE; SEC procedures Exchanges, procedures for 1:79-81 See also individual exchanges Federal controls Federal Government registration 1:68SEC: See Securities and Exchange Commission Financial factors: See Financial responsibility of broker-dealers Individuals 1:61 NASD efforts to raise standards 4:669 NASD procedures: See National Association of Securities Dealers (NASD) New York Stock Exchange 1:75 See New York Stock Exchange Overlapping of authorities 1:68 Protection of public afforded by 1:69

Distributions to the public—Continued Corporate issues during the postwar years, general trends-Con. offering price and size of user, selected industry groups (table) 1:611 offerings, by industry (table) 1:597 offerings for others than issuer, by industry of issuer (table) 1:598prices at offering, 1958-61 (table) 1:610 prices: registered and exempt offerings (table) 1:610 seasoned and unseasoned issues, 1959-61 (table) 1:605 selected industry groups, 1959-61 (table) 1:609 size and method of offering, 1959–61 (table) 1:603 size of issuer, 1958-61, classed by (table) 1: 602, 606 size of offering, 1959–61, classed by (table) 1:606 type of security and registration status, 1940-61 (table) 1:596 type of stock and account for which offered, 1959–61 (table) 1:599 type of stock and industry of issuer (table) 1:600 underwriting agreement, unseasoned offerings in 1961 (table) **1:** 613 unseasoned offerings, by size of issuer, 1959–61 (table) 1:606 Dollar volume of: See Securities Exempt issues under Securities Act 1:483 Expenses of new issues 1:481 See also New issues of corporate securities, distribution of Intrastate exemption See Intrastate exemption of distributions Issuer, investigation of: See New issues of corporate securities, distributions of Issuer's decision to go public, reasons for 1:491–493 See New issues of corporate securities, distribution of New issues: See New issues. Noncash compensation See New issues: Going public, noncash compensation cost Real estate securities 1: 575–591 See Real estate securities, offerings of Salesmen's compensation for 1:259, 260 See Compensation Secondary distributions: See Secondary distributions of securities Special Study scope with respect to 1:482 Trends during postwar years 1:482 Unregistered distributions See Unregistered distributions Withholding shares prices, to influence 1:502 Dividends Listed companies' required publicity concerning 4:566 Mutual funds, charges on reinvestment of dividends from 4:111,112 Remission of to customer by broker-dealer 1:396,397 "Selling," NASD rule prohibiting in mutual funds 4: 163, 165

Dollar value statistics See also under specific topics Bank deposits and security holdings compared 1:9, 10 Security holdings 1:9 Stocks traded exchanges and over-the-market compared 1:9 Dollar volume See Volume: see also under specific topics "Volume" Dow-Jones indexes See Market break of May 1962 **Dow-Jones Industrial Average** Market break of May 1962 **2:** 112 See Market break of May 1962 E Education Mutual fund investors' 4: 273–275, 283, 287, 288, 292 See also Mutual funds: Investors, Wharton School Survey of Personnel of securities business 1:96, 100, 146, 173 See also Qualifications of persons in the securities business Supervisory personnel, level of education of 1:138 Eisenhower heart attack Effect of compared to Market Break of May 1962 2:96, 118 Electronic and electrical equipment companies Issues by, 1959–1961 dollar volume 1:486 Electronic data processing See Automation Entertainment Financial public relations counsel use of 3:85 Entry into the securities business, controls over See also Qualifications of persons in the securities business Admission standards 1:47–49 See Qualifications of persons in the securities business Basic general pattern of 1:68, 69 Business entity, registration of 1:69 Coordinated examination qualification program 4:733,734 Examination requirement See Examinations; see also NASD; NYSE; SEC procedures Exchanges, procedures for 1:79-81 See also individual exchanges Federal controls Federal Government registration 1:68 SEC: See Securities and Exchange Commission Financial factors: See Financial responsibility of broker-dealers Individuals **1:**61 NASD efforts to raise standards 4:669 NASD procedures: See National Association of Securities Dealers (NASD) New York Stock Exchange 1:75 See New York Stock Exchange Overlapping of authorities 1:68

Protection of public afforded by 1:69

Entry into the securities business, controls over—Continued Raising standards as appropriate SEC task 4:720 State controls 1:68, 81–83 See state controls and regulation of the insurance business Equities Securities Corp. of Nashville Hedge clause in securities recommendation 1:350 Equity security Definition of 4:4 Escrow Compensation stock in Regulation A issue 1:542 Ethical obligations of securities industry to public See Securities industry Examinations NASD programs: See National Association of Securities Dealers NYSE for registered representives: See New York Stock Exchange Special Study recommendations 1:160, 161; 5:47 Specialties, taking cognizance of 1:161 Supervisors 1:139 Uniform Securities Act provision for 1:83 Exchange Act Basic character of 1:3 Broker-dealers defined in 1:15 Citations to in Special Study: See Tables preceding this Index General discussion of 1:3 Legislative history of 2:48-50 Over-the-counter market supervision under 1:4 Price manipulation, prohibition of 1:3 Proxy solicitation provisions 1:3 Regional exchanges and: See Regional exchanges and Exchange Act of 1934 Registration of securities under 1:3 Regulatory techniques under direct requirements and prohibitions 1:3 reliance on supervised self-regulation 1:3 Reporting requirements under 1:3 Salesmen of securities, control of qualifications of 1:115 Sections and rules thereunder See Tables, for citations to, preceding this Index Short-swing profits recaptured under 1:3 Trading markets as concern of 1:9 Exchange-listed securities See Listed securities: Listing and delisting of securities Exchange-listed securities in the over-the-counter markets See Listed securities in the over-the-counter markets Exchange markets See also individual exchanges, Trading markets Admission standards and procedures age of applicant 1:80 character and competence of applicants 1:80 citizenship requirement 1:80 endorsement letters 1:80 financial condition of applicant 1:80 investigation of data on application 1:80 memberships, classes of 1:79

NYSE lead, following 1:79

Exchange markets-Continued Agency transactions for customers percentage of total transactions 2:9 Auction process in described 2:8 continuous auction 2:8, 132 who may participate in 2:8 Automation of procedures See Automation Block transactions on Institutional transactions: See Institutional investors Capital requirements, views and policies as to 1:88,90 Clearing agents in specialists, relations with 2: 123, 129 Commission basis of compensation by customer 2:9 Commission rates in effect for salesmen of member firms 1:256 See also Commissions, commission rates and rate-making nonmembers' disadvantages under 1:256 NYSE firm scale, example of 1:257, 258 over-the-counter sales, salesman's compensation 1:256 smaller exchanges 1:258 splitting commissions 1:256 Common stocks traded on NYSE: See New York Stock Exchange Continuity specialist's function: See Specialists Continuous auction blocks, ability to handle 2: 132 Corporate publicity Special Study recommendation as to statements of policy **3:** 102 "Daylight trading" on floor traders 2:208 specialists: See Specialists 2:94–96 Depth of market as affected by prestige of 2:830 Disciplinary actions and procedures See also under individual exchanges duplication and lack of coordination as between exchanges 4:731,732 SEC review power as to enforcement 4:704 types of violations, 1953–62 (table) 4:743 Executions, mechanics of odd-lots: See Odd-lot dealers on NYSE specialists' obligation to secure favorable ones 2:152 Exempted exchanges 1: 11; 2: 911; 4: 599 number of 2:7 Exemption from certain SEC rules 2:7 Financial responsibility of broker-dealer firms, regulation of 1:88 See Financial responsibility of broker-dealers Floor traders: See Floor traders Foreign securities markets: See Foreign securities markets, practices in Hours of trading extension of, recommended 1:428 Individual exchanges, differences in 2:7, 8 Legislative background 2:35 Exchange Act purposes, generally 2:35,36 Liquidity of floor traders' influence: See Floor traders specialists' influence: See Specialists

Exchange markets—Continued Listed securities in markets block transactions, supervision of 2: 592 See also listed securities in the over-the-counter markets Listing and delisting of securities traded on See Listing and delisting of securities by exchanges London Stock Exchange: See London Stock Exchange Matching public orders on 2:10 Mechanics of "daylight trading" 2:86 Members of suspension, expulsion, disciplining 1:3, 4 Members' trading, restrictions on 2:808 New York Stock Exchange (NYSE): See New York Stock Exchange Odd-lot dealers: See Odd-lot dealers Off-floor trading; See Off-floor trading by NYSE members Opening, specialists' control of 2: 137–139 See Specialists **Operations of** continuous auction 2:40,41 NYSE: See New York Stock Exchange over-the-counter markets compared 2:40 Over-the-counter trading in exchange stocks volume for January 18, 1962 2: 716, 717 Plurality of exchanges, policy favoring 2:947 Preferred stocks traded on **NYSE:** See New York Stock Exchange Price continuity with depth in, specialist's function See Specialists 2: 123–128 Quasi-public utilities, operating as 4:502 Quotations: See Quotations; see also Over-the-counter markets Real estate securities, trading 1:583 Regional exchanges, percentage of trading handled by 1:11, 12 See Regional exchanges and primary and secondary markets Registered exchanges listed 1:321 exempt exchanges listed 1:321 number of 1:11;2:5 Registered representatives disciplinary actions involving, reporting to SEC 4:708 Registration with SEC, conditions for 4:703,704 Regulation Exchange Act treatment, over-the-counter markets compared 2:10 SEC functions **2:** 10, 11 self-regulation, over-the-counter markets compared 2:10 statutory: over-the-counter markets compared 2:10 Reporting of sales transactions on NYSE as typical: See New York Stock Exchange ticker tape: See Ticker tape

Exchange markets—Continued Round-lot trading associate broker's function in 2: 188–190 odd-lot dealers, by: See also Odd-lot dealers on New York Stock Exchange odd-lot dealers' for public customers 2:187 offsets: See Odd-lot dealers on New York Stock Exchange reduction in size of unit, recommended 2: 202; 5: 94 sales at less favorable prices, reasons for 2:190 Rulemaking enforcement, SEC review power 4:700 filing with SEC, adoption and SEC alteration power 4:703,704 investigation of under Section 19(d) 1:1 SEC powers and program respecting 4:711–713 See Securities and Exchange Commission: Self-regulation and Salesmen See Salesmen of securities; see also under individual exchanges SEC and exchanges as self-regulatory institutions Generally 4:703,706-714 See Securities and Excannge Commission: Self-regulation and Securities Act, Sections 6, 11, 19, self-regulation under 4:703,704 Securities traded on, limitations on "listing," concept of 2:9 number of stocks available for trading, 1940-62 (table) 1:28 shares of stock available for trading, 1940–62 (table) 1:27 Self-regulation under Securities Act Sections 6, 11, 19 4:703, 704 See Securities and Exchange Commission: Self-regulation and Self-regulatory institutions, as See Self-regulatory institutions, exchanges as; see also under individual exchanges Selling methods, controls over: See Selling practices: Supervision of rules concerning and their enforcement 1: 321, 322 Shares available for trading, 1940–62 (table) 1:27 Shares traded on, selected years market value of 1:27, 28Short selling data on file with 2:254 Special Study of, scope of Chapter VI on 2: 36, 37 Specialists: See Specialists Stabilization of: See Market stabilization; Market stabilization, specialists and Stocks traded See also individual exchanges all exchanges, comparative share sales, 1935–62 2:1076 all exchanges, dollar volumes, 1935–62 2: 1076 market value of shares outstanding, 1951-61 2:1074 Supervised self-regulation of Exchange Act, under 1:3 Suspension of trading, SEC power under Exchange Act, failure of to exercise power 4:591 Ticker tape reporting of transactions 2: 10, 43, 44 See also Ticker tape

Exchange markets—Continued Trading markets, as 1:9 Unlisted securities, limitations on members in trading 2:809 "Unlisted trading privileges" on 2:9 Vicinity test regional markets, effect upon 2:942 SEC recommendation for substituting "public interest" test **2:**942 Volume of trading Exchanges See Exchange markets; Trading markets; Regional exchanges; see also individual exchanges distribution market compared 1:9 Executions Auction market problems regarding **2:** 958 Best execution, problems of 2:958 Commission rate structure as motivation 2:958 Costs, retail over-the-counter markets 2: 625, 626 See Over-the-counter markets: Retail markets Multiple markets, as between regional and primary **2:** 958 NYSE: See New York Stock Exchange Off-NYSE trading restrictions, effect of 2:958 Over-the-counter markets, procedures 2: 552, 553, 958 customer's checking price 2:553 markup, nondisclosure of 2: 552 principal or agent, question of acting as 2:552 reporting consummated transactions 2:553 seriousness of problems 2:958 shopping for best price 2: 553 Regional exchanges, on 2: 915, 933, 939, 1086 See Regional exchanges as primary and secondary markets Special Study recommendation concerning 2: 961; 5: 148 Speed of, asserted over-the-counter market advantage 2:905, 906 Experience and competence of securities business personnel See also Qualifications of persons in the securities business Broker-dealers: See Broker-dealers, qualifications of Broker-dealer firms registered with SEC 1:163 Case histories of four firms 1:52–65 Exchange admission procedure 1:78,80 Investment advisers 1: 148 principals, May-July 1961 (table) 1:173 registered 1:146 Investment counsel 1:146 See also Investment advisers NYSE screening process as to 1:78 Principals 1:66 danger to public of inexperienced 1:66 investment advisers 1:173 measure of experience in Special Study 1:65 NASD disciplinary actions, as factor in 1:66 statistical study of 1:65, 163 underwriting, firms engaged in 1:67 Salesmen: See Salesmen of securities, qualifications of Training: See Training of securities business personnel

## F

"Fails to deliver" 1: 416-419, 428; 5: 83 See Delivery of security Fair and orderly market Specialists' function regarding See American Stock Exchange: SEC staff report on; Specialists Fair dealing, criteria of See National Association of Securities Dealers; Securities industry Federal Reserve Board Bank Loan Survey, description of 4:8 Banks, protection of investors in securities of **3:** 37 Margin credit, power over amount of 4:3-7 See Margins Regulation T 4:588 Regulation T (relating to brokers) 4:4,5 Regulation U (relating to domestic banks) 4:4 Security credit controls by 4:2-7 Fees Investment advice: See Investment advice: Counseling for a fee Mutual funds custodians' 4:176,177 investment adviser's 4:271 redemption fee 4:112 Specialist's service charge 2:84 Statistical and advisory services by NYSE 2:315 Underwriter's, assessment of by NASD 4:644,645 Fidelity bonds of broker-dealer firms 1:86 See Bonds Fiduciary relationship in securities business 1:237 Broker-dealer and mutual fund purchaser, relationship 4:157 Floor trader's absence of such status 2:238; 5:95 Mutual fund industry's relation to investor 4:253 Salesman's relation to customer 1: 252, 253 Subscription advisory service's relation to subscribers 1:360 Filing Exchange rules, advance filing with SEC 4:713 Floor traders' periodic reports 4:555 Information under securities legislation See Disclosure; Information; Issuers of publicly held securities, obligations of Investment Companies Act, mutual funds under 4:273 Mutual funds, SEC requirements 4:273 NASD rules, with SEC 4:715,716 Real estate securities offerings integrated filings under Exchange and Securities Acts 1: 591-595 See Real estate securities See also Reporting requirements Registration statements, withdrawal of defective 1:514 Sales literature, NASD requirements 4:167

**Financial** analysts Chartered financial analyst, qualifying as 1:149 See also Investment advice; Investment advisers and counsellors **Financial Analysts Federation** Institute of Chartered Financial Analysts' predecessor, as 1:149 Financial planning See Investment analysts; Investment advisers, registered Financial public relations See Corporate publicity and public relations Financial responsibility of broker-dealers Aggregate indebtedness, ratio of to net capital 1:408 NYSE rule 1:407 Application Form BD statement 1:71 Bankruptcy law provisions 1:410–414 See Bankruptcy law Block transactions, ability to handle See Block transactions; Specialists Bonds: Federal fidelity or surety 1:92 Capital requirements see also Net capital ratio rule, below adjusted net capital and indebtedness ratio (table) 1:169 applicants for SEC registration, July–December 1961 (table) 1:168 minimum: see Minimum capital requirements, infra mutual fund distributors 1:92 net capital ratio rule: see Net capital ratio rule, infra single standard, inapplicability of 1:93 size of firm as factor in 1:92 type of business done as factor 1:92 Exchanges, as to membership in 1:80 Federal controls 1:85,86 Fidelity or surety bonds 1:86 "Haircut" rule 1: 408-410, 415, 416 braking effect of 1:409 proposed more flexible rule 1:410 Minimum capital requirement see also Net capital ratio rule, below broker-dealer violations, statistics of 1:91 effectiveness of, statements as to 1:90 exchanges' views 1:88,90 mutual funds, suggestion as to salesmen of 1:90 NASD Chairman's statement 1:89 need of one generally applicable 1:89-92 objections to stated 1:90–92 Minimum capital rules of exchanges 1:408 NASD requirements 1:86,87 Net capital ratio rule 1956 registrants, net capital of 1:85 1962 market break, violations during 1:410 aggregate indebtedness, "fails to deliver" as factor in 1: 417 aggregate indebtedness, percentage of 1: 407 American Mutual Funds Service, Inc. and 1: 84, 85

Financial responsibility of broker-dealers-Continued Net capital ratio rule—Continued appropriately subordinated debt under 1: 407 broker-dealers filed with SEC 1: 168, 169 broker-dealers governed by, exceptions 1: 408 civil sanctions to enforce 1:83 conclusions and recommendations of Special Study 1: 415; **5:** 61 continuous operational requirement as 1:86 day-to-day brokerage business, as factor in 1:84 dealers' reliance upon each other fostered by 1:84 effectiveness of 1:86 exchanges' application of 1: 87, 88 SEC exemption based upon 1:88 exchanges, members of which are exempt from SEC rule 1:408 "fails to deliver" as item 1: 417 firm indebtedness, questionnaire concerning 1: 466 "haircut" provisions, conclusions and recommendations of Special Study 1: 415; 5: 62 "haircut" provisions, effect of 1: 409 "haircut" rules 1: 408-410, 415, 416 insufficiency of 1: 83 Midwest Stock Ecxhange member check 4: 588 minimum capital requirement, need of generally applicable law 1: 89, 162 NASD enforcement of 1:83 NASD member examination regarding 4:654 need of 1:83,84 net capital as affecting violations of 1:91 "net capital" defined 1:407 net worth formula illustrated 1:408 NYSE enforcement of 4:526,527 See New York Stock Exchange NYSE policy having effect of rule 1:408 protection contributed by 1:84 revocations, as factor in 1:91 SEC recommended minimum net 1: 83, 161, 162, 415; 5: 61 SEC rule 1: 85, 86, 407 SEC rule illustrated 1:409 Specialists 2:69–71 See Specialists State rules 1:83 statement of rule 1:86 statistical table of broker-dealers violating 1:91, 169 summary of Special Study treatment of 1:415; 5:61 underwriting, applied to 1:86 value position in securities as yardstick 1:409 violations of, statistics 1:91 age of firms as factor 1:66 New York Stock Exchange requirements 1:87,88 See also New York Stock Exchange Odd-lot dealers on NYSE 2: 175

Financial responsibility of broker-dealers—Continued Over-the-counter broker-dealers SEC function under Exchange Act 2:541 Questionnaire FR-1 regarding, transmittal letter and text 1:450-473 Ratio rule: see Net capital ratio rule, above SEC requirements 1:83, 85, 86 Size of firm as factor in regulatory needs 1:92 State controls over, varying patterns of 1:89 William, David & Motti, Inc. 1:52 **Financial World** Dunn Engineering Corp. stock, data as to 1:341 Finders Brokerage service, finding as 2:131, 132 Compensation of 1:498 warrants as 1:509 Round-lot larger transactions listed securities in over-the-counter markets 2:894 Special Study summary as to 1:554; 5:68 Specialists as 1:499 block transactions 2:131 Underwriters' use of to obtain business 1:495 **Fitch Sheets** Daily market reports in 2:44, 45 Quotations, daily list of 2:45 Floor brokerage defined 2:297 Floor brokers See Floor traders on exchange markets Floor traders on exchange markets Abolition of floor trading, suggested adverse to abolition, proposal 2:230 attempts to abolish: Cole, Hoisington Report critique **2:** 230, 231 attempts to abolish: SEC 1945 Report consideration of **2:** 229, 230 Exchange Act failure to prohibit floor trading 2: 227 modification of present practices, proposed  $\bar{2}$ : 230, 231 possible approaches to problem 2:229 proposed new NYSE rules of 1945 and SEC critique of **2:** 231, 232 restraints on, recommended rules 2:229 SEC decision to abolish, withdrawal of 2:231, 232 SEC discretion concerning under Exchange Act 2: 226, 227 SEC 1945 critique of floor trading 2: 229, 230 SEC Segregation Report, pursuant to Exchange Act 2: 227 segregation of broker-dealer functions as approach 2:229 Special Study recommendations 2:241; 5:97 Special Study summary and recommendations as to 2:241;5:97 why floor traders specifically 2:230 Active stocks, concentration in 2:205 Agency orders, executing 2:203

Aggregate balances (table) 2:214

Floor traders on exchange markets-Continued American Stock Exchange See American Stock Exchange 2: 237, 238 AMEX regulation of before January 5, 1962 4: 579, 794-798 See American Stock Exchange: SEC staff report on, 1962 AMEX: round-lot transactions as percent of total, 1937–61 2:497 AMEX: 25 most active accounts, selected periods tables showing 2:500,501"Auxiliary specialist" program for 2:241,242; 5:97 Balances price changes, relationship to **2:** 216. 217 Balances, American Motors Common NYSE trading, October 1958 (charts) 2: 522–524 Balances and stock day price changes (tables) 2:214, 216, 217 Balances by class of price trend (selected stocks) tables, selected 1945–46 weeks 2: 520, 521 Balances in NYSE stocks compared with Dow-Jones industrial average chart showing 2: 513 Balances, size of stock day balances, table of **2:**216 Beneficial by-products of 2:203 Block transactions, as quasi-specialists in 2:25 Block transactions, assistance to swing 2:131 Buying or selling stock, absence of requirement for 2:203 Characteristics of floor trading active stocks, concentration on 2:205 small number engaged in 2:205 small number of issues traded 2:206 stock day concept in 2:205 volatile stocks, trading in 2:208 Cole, Hoisington & Co. defense of 2:218 abolition of floor trading, opposition to 2:230, 231 SEC analysis and critique of 2:223-225 SEC statistical methods criticized 2: 218, 223 "tick test" of stabilization effect, comment on 2:223 Commission costs, advantages as to 2:208 Competitive trading advantages of 2:203, 208-212 close observation of market 2:208 commission, lower rates 2:208 "daylight trading" 2:208 denial of existence of, by NYSE 2: 209, 210 floor brokerage cost elimination 2:208 information, access to more current 2:210 market developments, immediate reaction to 2:211 "place" advantage 2: 209, 210 public policy question concerning 2:212 Sperry Rand Corp. trading, time and place advantage in **2:** 211, 212 Concentration in limited number of all floor traders summaries of pre-Special Study reports on 2:498, 499 pre-Special Study reports on summarized 2: 501–504 Concentration of trading by, compared to other groups 2:52

Floor traders on exchange markets—Continued Conflicts of interest in trading 2:208 "Congregation" of, NYSE Rule 110 restricting 2:235 Continuity of market and: see Market continuity, below Costs of doing business, advantages in fixed costs 2:209floor privilege cost 2:209 transaction costs 2:208, 209 Daily balances, tables showing for selected periods 2: 506, 507 Defense of floor trading market continuity 2:221,222**2:** 220 market liquidity market stability 2: 222, 223 Definition of floor trade and floor traders 2:47, 204 **Disciplinary** actions reluctance to impose 4:557 staff procedure 4:557 Dispose of stock, democratic right to 2:236 Distribution of trading on NYSE balances, by type of price change (table) 2:412 percent of total, selected 1961 weeks (tables) 2:397, 398 twenty-five most active stocks, 1961 weeks (tables) **2:** 398–400 thirty most active accounts, selected 1961 weeks 2: 395, 396 thirty selected stocks (tables) 2: 408–410 tick test stabilization in relation to price changes **2:** 413 2-stage analysis of trading (tables) 2:403-405 U.S. Smelting, Refining & Mining Co. (table) 2: 401, 402 with and against price trend (tables) 2:406,407 Dominating the market, NYSE Rule 110 restriction 2:235 Dow-Jones Industrial averages, selected 1946 dates charts showing hourly balances 2: 508–510, 513 Eligibility of to trade 2:204 Excessive trading rule to regulate 2: 227, 228 AMEX and NYSE rules 2:227 floor space reduction, recommended **2:**228 ineffective enforcement of 2:228 margin recommendations 2:228 margin, requirement of full at all times 2:228 members on floor, segregation and functions of 2:228 provisions of AMEX Rule 3 and NYSE Rule 435(1) 2: 227 recommendations under 2:228, 229 restraint, recommended 2:228 singleness of allegiance, needed fostering 2:229 Execution of transactions absence of duty of 2:238; 5:95 Floor traders' daily balances, by changes in Standard & Poor's 90-stock index table showing for August 1947–July 1948 2: 512, 513 Form 82, surveillance through accuracy of information from 4:555 spot checking of answers by NYSE and SEC 4:555, 556 Frozen stock, NYSE control respecting 2:234, 235 Intermittent traders 2:204

Floor traders on exchange markets—Continued Investment shares, NYSE Rule 110 respecting 2:234 Liquidity of market and: see Market liquidity, below "Lock in" device, original rule and its abandonment **2:**233 Lower priced stocks, tendency to favor 2:54 Market break participants, as 4:851-854, 921 See Market break of May 1962 Market continuity, defense of system as improving accentuation of price movements, effects of **2:** 222 active stocks, effect of concentration on 2: 221 increased probability of transactions 2: 221, 222 limited contribution of 2:221 narrow spread of 2:222 specialists' function, as primarily **2:** 222 stability, impairment of 2:222 Market liquidity contribution as defense of system accentuating buyer-selling imbalance 2:220 active stocks, concentration on 2:220 disappearance of when most needed 2: 220, 221 general agreement as to contribution 2:221 limited value of as defense 2:220 misleading impression of liquidity, disservice by 2:221 NYSE Rule 110, effect of 2:235 usefulness of system 2: 220, 221 value of traders respecting 2:240; 5:96 Market movements, relation of floor trading to 2: 504, 505 Market stability, defense of contribution to arguments tending to refute defense 2: 222-225 declining market, adverse effect in 2:222 impairment of stability 2:222 NYSE assertion regarding 2:222 short-sales, asserted covering of 2:222 "tick" test, analysis and critique of 2:223 "Tick test", analysis and critique of Cole, Hoisington Report 2: 223-225 trading against the trend 2:222 trading with trends as common practice 2:222 Market trends as influenced by 2: 213-215 balance, purchases and sales on 2:214 individual stocks, summary of 2:217 market indicator changes, following 2:214 net daily balance, showing by table of 2:214 trading against trend as stabilizing influence 2:222 trading with the trend 2: 213, 215, 220 "Matching" orders, NYSE Rule 108 concerning 2: 232 Most active 25 accounts, AMEX, selected dates (tables) 2:500,501 Nature of floor trading amount of floor trading 2:204 characteristics 2:205-208 floor traders and floor trading defined 2:204 number of floor traders 2: 204 New York Stock Exchange 2: 42, 46 See also New York Stock Exchange

Floor traders on exchange markets—Continued New York Stock Exchange Rule 100, text of clarification **2:** 524–526 Number of accounts, AMEX, selected years table showing, by years 2:498 Number of accounts, selected dates AMEX and NYSE, tables for 2:498 Number of accounts, NYSE, selected years table showing, by years 2:498 Number of floor traders and volume of trading (tables) accounts, number on selected dates, AMEX, NYSE **2:** 498 percent of total transactions, 1937–61 2:497 round-lot trading, as 2:497 Objections to floor trading 2: 208–220 competitive advantages of floor traders: see Competitive advantages of floor traders, above Parity with off-floor orders, prohibiting **2:** 232 Participation absence of requirement of 2:238; 5:95 Participation of NYSE traders in 1150 stocks tables showing for week ended April 3, 1959 2: 503 Personal traders, as 2: 203 Precedence with off-floor orders NYSE rule prohibiting 2: 232 Price movements as affected by 2: 215–219 accentuation of 2: 213, 220, 221, 224, 225, 235, 240; 5: 96 balances, relation to trader's 2: 216, 217 balances with and against trend 2: 215 declining and rising stocks, trading in 2: 212 Price movements of individual stocks, relationship to 2: 215-220 one-point changes, floor traders in 2: 215 percentage of sales affected 2: 215 pre-Special Study, reports on 2: 504-514 price changes, relationship to 2: 216, 217 SEC analysis of over 27 years 2: 212 SEC 1945 Report and Conclusions as to 2: 217, 218 SEC reports and recommendations as to 2: 218, 219, 241 Special Study data and methods used 2: 212, 213 small number of stocks as factor 2: 216 specialists' views concerning 2: 219 stock day balances of less than 500 shares 2: 216 stock day price trends, relationship to 2: 216 summaries and charts showing 2: 514–524 table showing relationship 2: 216 testing methods by Special Study 2: 213, 214 trading trend statistics summarized 2: 217 trading with the trend 2:215,219 trends, relationship to: see Market trends, above volatile price situation, concentration on 2:218 Prices destabilizing influence of floor traders 2:240; 5:96 rising movements, trading with 2:237 Prior studies of, bibliography of 2:495 Prior studies of, summaries and excerpts of 2:497-526 Prohibition of: see Abolition of floor trading, above

Floor traders on exchange markets-Continued Propriety of having floor traders **2:**203 Public policy involved 2: 239; 5: 95 Purchases by, regulation of, by NYSE Rule 110 2:236, 237 Purchases of offered stock under NYSE Rule 110 2:525 Purchases on the bid under NYSE Rule 110 2:525 Quasi-specialists, floor traders as 2:225, 226 block transactions 2:225 capital problems of specialist as factor in 2:226 few traders as performing function of 2:225 rules recommended for observance 2:226 specialist's initiation of transaction 2:226 Regional exchanges, trading on dually traded securities, preponderance of 2:238 price movements, small effect on 2: 238 solely listed securities, trading in 2:238 Regulation of 2: 226, 237; 4: 555-557 abolition or prohibition of floor traders: see Abolition of floor trading, above attempt to abolish floor trading: see Attempt to abolish floor trading, above "daylight margin" rule 2:229 disciplinary actions, number of 4:557 erosion of controls during 1948 and 1949 2:235 "Excessive trading rule" 2: 227, 228 see Excessive trading rule, above Exchange Act, deletion of prohibition from 2:226 Form 82, surveillance through 4:555 NYSE controls, erosion of in 1948, 1949 2:235 NYSE Rules 108-110: See Regulation of floor trading: New NYSE Rules 108–110 periodic reports filed by, and content thereof 4:555 personnel supervising on floor 4:555 'private club" atmosphere in 4:555 sales by trader, absence of Rule 110 restrictions 2:236 self-regulation, ineffectiveness of 2:241; 5:97 specialists' power to disperse 4:555 violation of rules, procedures involving 4:557 why floor traders specifically 2:230 Regulation of floor trading: New NYSE Rules 108-110 **2:** 233–235 effect of these rules 2:233–235 Regulation of floor trading: NYSE new Rule 108 2: 232, 233 long and short positions, as to 2:233 "matching" and precedence problems **2:** 232 slight effect of **2:** 232, 233 Regulation of floor trading: new NYSE Rule 109 slight significance of 2:233 "stopping" stock on floor trades, prohibiting **2:** 233 Regulation of floor trading: new NYSE Rule 110 2:233 accentuated price movements, failure to prevent 2:235 amendments to 2:234,235 "clarification" of rule 2: 235-237 "common sense" interpretation of 2:235

;

Floor traders on exchange markets—Continued Regulation of floor trading—Continued "congregation" of traders 2:235 dominating the market 2:235 failure of, to meet SEC 1945 conditions 2:235 freeze, effect of **2:**236 frequent amendment of original rule 2:233 "frozen stock" control as major NYSE control 2: 234, 235 general prohibitions of rule 2:235 investment shares 2:234 limiting purchases on zero plus ticks 2:233 liquidity, effect as to 2:235 "lock in" device, abandoning in 1947 2:233 "lock in" device of old Rule 374 2: 233 major floor trading rule, as 2: 233-237 meaning of rule **2:** 235, 236 NYSE enforcement shortcomings 2:237 original Rule 374 provision and repeal 2:233 plus tick purchases, prohibiting certain 2: 233, 234 purchase restrictions 2: 236, 237 sales by floor trader, absence of restrictions on 2:236 short purchases 2:233 shortcomings of rule 2:235,236 trading in a conspicuous manner 2:235 trading with rising price movements 2:237 Reports filed by and contents thereof 4:555 accuracy of information in, question of 4:555 integrity of reporting system, question of 4:556 Responsibilities, absence of many 2:238; 5:95 Round-lot offsets as not analogous 2: 190 Round-lot transactions, percentage of handled by 2:51 Rule 110 of NYSE, text of clarification of rule 2: 524-526 Sales by, absence of NYSE Rule 110 restrictions on 2:236 SEC 1945 Report on abolition of floor trading, recommended 2: 229, 230 SEC studies on 1945 Report and attack on 2:217-219 1959 Report 2: 218, 219 Special Study, summary and recommendations 2:238-241; **5:**95–98 Segregation of on floor SEC failure to adopt rule for 2:229 Segregation of on floor, recommended 2:228 specialists as exception 2:228 Selected stocks on NYSE, charts for selected 1944 dates **2:** 515–519 Short purchases by NYSE Rule 110 respecting 2:233 Short selling by 2: 253, 254, 266 Short selling by, daily reports on 2:253 Market Break of 1962 2:284 Singleness of allegiance, fostering 2:229 Space on floor for, recommended reduction 2:228

Floor traders on exchange markets—Continued Special Study conclusions and recommendations 2: 241, 242: **5:** 97, 98 "auxiliary specialists," NYSE and AMEX studies regarding **2:** 242; **5:** 98 exchanges studied 2:203 "private club" atmosphere of exchanges, disapproval of **2:** 241; **5:** 97 prohibitory rule and exceptions, recommended 2:241; 5:97 regional exchanges, different approach as to 2:242; 5:98 SEC rule prohibiting under Section 11(a), recommendation **2:** 241; **5:** 97 statistical studies, use of 2:203 Special Study summary respecting 2:238-241; 5:95-97 abolition of floor trading, proposed 2:241; 5:97 "Auxiliary specialist" program, joint SEC and NYSE study of 2:241, 242; 5:97 destabilizing influence on prices 2:240; 5:96 execute transactions, absence of duty to 2:238; 5:95 fiduciary status, absence of 2:238; 5:95 market responsibility, absence of 2:238; 5:95 participation, absence of requirement of 2:238; 5:95 public policy involved 2: 239; 5: 95 self-regulation, ineffectiveness of 2:241; 5:97 trading advantages inherent in access to floor **2:** 239, 240; **5:** 95 Specialists, as: see Quasi-specialists, floor traders as, above Specialists distinguished 2:47 Specialists' views respecting price movements accentuation of movements **2:** 219 stabilization needs 2:219 Sperry Rand Corp. trading, January 25, 1961 (table) 2:402 Sperry Rand sales, eighteen minutes (table) 2:212 Stability, impairment by 2:222 Stability of market and: see Market stability, defense of contribution to, below Statistical studies of by Study staff 2: 203 Summaries and excerpts of certain prior studies Appendix VI–H 2: 495–526 Thirty most active NYSE accounts, selected weeks, 1961 (tables) **2:** 396 Thirty most active accounts, week January 26, 1961 (NYSE) **2:** 395 "Tick test" in floor trading Cole, Hoisington Report: see Cole, Hoisington & Co. report, above limiting purchases on zero tick 2:233 plus tick purchases, NYSE Rule 110 2: 233, 234 SEC analysis and critique of test 2:223 SEC statistical methods, challenge of 2:223 stablizing test, use as 2:219 zero tick, NYSE Rule 110 limiting trading on 2:233

Floor traders on exchange markets-Continued Traders' balances, classified by type of price trend tables showing for major and minor trends 2: 520, 521 Trading advantages inherent in access to floor block transactions 2:239; 5:95 commission cost 2:239:5:95 "feel" of the market 2:239;5:95 observation of trading at close range 2:239; 5:95 Special Study summary of 2: 239, 240; 5: 95 Trading balances and changes, Standard & Poor Index, two days **2:** 403 Trading with the trend stabilizing bids and offers distinguished 2:219 Transactions by, tables showing various aspects of 2: 396-413 Uniqueness of 2:203 Volume of floor trading (table) 2:204, 497 Foreign participation in U.S. security markets Balance of payments, impact upon 4:841 Increase of, in recent years 4:841 Market break, during: See Market break of May 1962 Purchase and sale balances of domestic stocks, 1958-62 (chart) 4:842 Volume of transactions 4:843 Foreign securities markets, practices in 2:18–20 Bankers as brokers 2:18 Banks' participation in 2:18, 19 Commission structures in 2:18 Differences from American 2:18 Government's role in 2:18 London Stock Exchange as example 2: 18–20 See London Stock Exchange Oral call system in 2:18 Price variations in given period, limitations on 2:18 Provincial Brokers Stock Exchange, British 2:19 Purchases and sales of U.S. stocks by, 1950–62 (table) 4:885 Foundations Corporate security holdings of 1:10 Large-block transactions by, 1961 2:1044 Stock transactions, March 1921, April 1962 by market and type of stock (tables) 2:996, 1016 by market and type of stock, 1961 2: 1044, 1045 Fraud Corporate publicity, in State laws 3:96 Corporate publicity, Securities Act restrictions on 3:94 Disclosure as shield against 3:10 Investment advice: See Investment advice NASD disciplinary actions involving 1:310 NASD rules respecting 1:310 Securities Act anti-fraud provisions corporate publicity, restricting 1:3;3:95 Selling practices involving See selling practices Unintentional misrepresentation in corporate publicity 3:96 Violations constituting 1:302

í

1

Free Definitions and limitations of term 2:14 Free credit balance Definition, creation and amount of 1: 393, 394 Free-riding See also New issues of corporate securities, distribution of Investment advisers 1:372 NASD regulation of members' conduct as to 4:660,666 See National Association of Securities Dealers "Frozen stock," floor traders' restrictions regarding 2:234, 235 G Gambling NYSE membership application, as affecting 1:78 General Economics Corp. Unreliable quotations, effect of on stocks 2: 609 Generated business See Commissions, Commission rates and ratemaking; Mutual funds: Reciprocal business Geography as securities business factor Bank loan distribution 4:54 Broker-dealer locations 1:16 Investment advisers, distribution of 1:20 Market allocation, as between exchange and over-the-counter, affecting 2:810 Mutual fund investor's knowledge as influenced by 4:319 NASD board of governors, as factor in selection of 4:610 NASD geographical division into districts 4: 628, 629 NASD members' offices 1:29, 30 Over-the-counter restrictions on broker-dealers 1:4 Salesmen's compensation, as factor in 1:257 "Vicinity test" 2: 812, 922, 944 See "Vicinity test" "Going into the sheets" See National Quotation Bureau, Inc. "Going public" See New issues of corporate securities, distributions of; Small companies "Going public" Give-ups See also Commissions, commission rates and rate-making Mutual funds selling practices, in 4: 220, 223-229, 232, 618 See Mutual funds: Reciprocal business Over-the-counter market lack of 2:901 Regional exchange members' 2:930 Going public See New issues of corporate securities, distributions of Government issues Over-the-counter markets, not included in Special Study of **2:** 542 Special Study consideration of 2:5,542 Growth Investment Service Growth of securities business 1:21-24, 30 See Securities business; see also Mutual funds Dunn Engineering Corp. issue activity 1: 339

Guilford-Zimmerman temperament survey Salesman screening, use in 1:101

H

"Haircut" rule Conclusions and recommendations of the Special Study 1:415: 5:62

"Haircuts" on securities 1: 408–410, 415, 416; 5: 61, 62 Hearings as Special Study method 1:6

Citations to hearings: See Tables preceding this Index Hedge against inflation

Mutual fund investment as 4:286,288

Hedge clauses

See also Investment advice

Short selling, use in 2: 250, 293

Special Study recommendation concerning 1: 386; 5: 59 Home ownership

Redeemers of mutual fund shares 4: 327

"Hot issues"

1

After market, over-the-counter market transactions 2: 565, 566 Definition of 1:486

New issues: See New issues of corporate securities, distributions of to the public

Pricing as affecting "hotness" 1: 501, 502

premium, tactics to develop 1: 502

House accounts

Allotments of new issues to 1:524

Hughes Committee

Speculation, report on mentioning specialists 2:61

## T

Income

See also Compensation

Mutual fund investors 4:288,289

NASD sources of 1:644,671

Regional exchange members: See Regional exchanges as primary and secondary markets

Income tax

Real estate securities, impact upon

See Real estate securities

Individuals as customers

Listed securities on over-the-counter markets 2:881,882

See Listed securities in over-the-counter markets

Market break activities of public individuals 4:838-841 See Market break of May 1962

Information filed under securities legislation

Disclosure of: See Disclosure; see also Issuers of publicly held securities, obligations of

Floor trader's advantages as to 2:210

Improved dissemination of, recommended 3: 59, 60

Market information

over-the-counter market wholesaler-market maker, availability to **2:**563

36-071-64-pt. 6---6

Information filed under securities legislation-Continued Official, SEC, concerning securities information Special Study recommendation concerning 3:64:5:153 Officially filed false, Exchange Act sanctions applicable 3: 101, 102 Over-the-counter markets, concerning lack of hindering regulation 2:542 Information Retrieval See Automation Injunctions Selling practices of broker-dealers, to prevent 1:306 Inside information Corporate directors' use of 1: 433-437 See Corporate directors, broker-dealers as See also Insider trading Insider trading Banks, exemption of from Exchange Act provisions 3:36 Corporate director, when broker-dealer is See Corporate directors, broker-dealers as Exchange Act provisions concerning 3:4 Exemptions under Exchange Act Section 16(b) Special Study recommendations concerning 3:63, 64; 5:152 Failure of Exchange Act 15(d) to protect against 3:54 Financial publicity counsel, in client's stock 3:71 Mutual funds: See Mutual funds: Insider transactions in portfolio securities 4:235–255 Over-the-counter investors, protection of 3: 14, 15 Partnership profits where member is corporate director 3:58 Real estate securities offerings 1: 586, 591 Short-selling, Exchange Act provisions 2:247; 3:5 Short-swing trading, recovery of profits from Exchange Act provisions 3:4 interlocking director-market maker relationship factor 3:42-55 profits, recovery of under Exchange Act 3:4 Specialist involvement in 2:155 Specialists Special Study summary as to 2: 166; 5: 86 Insolvency Broker-dealer's under bankruptcy law 1:412-414 customers' losses due to 1:400,401 Institute of Charactered Financial Analysts Chartered financial analyst, qualifying for 1: 149 Objectives of 1:149 Qualification standards of 1:149 Institutional investors Agency and principal transactions, March 1961, April 1962 **2:** 1026, 1027 Banks' transactions for 2: 839, 840 reciprocal business 2: 859–861 Block transactions: See Institutional investors: Block transactions Bond market, participation in 2:841

Institutional investors---Continued Broker-dealers used by selected institutions, 1961 commissions received 2: 1058-1061 number used 2:1058 Brokerage order used, March 1961, April 1962 2: 1022-1025 Categories of 2:837 College endowments 2: 994, 1042 selling on balance during market break 4:844 Commissions paid by to broker-dealers 2: 897, 1058-1061 See Commissions, commission rates and ratemaking Comparative volume of buying by 2:6,7 Concentration of holdings in "depth" of market, effect on **2:** 829 Costs of execution 2:627 transactions analysed 2:627 Decision-making as to securities, concentration of 2:837 "Depth" of market, as affecting concentration of holdings 2:829 Dollar value of transactions by 4:224 Dollar volume of transactions of 2:839 March 1961 and April 1962 transactions 2: 849-851 Favoring of by investment advisers 1:374 Holdings of, tables showing 2:838 class of institution, by (table) 2:971 dollar value 2:837 equities, increased purchases of 2:839 listed stocks, public transactions in 2:839 mutual funds, rapid growth in holdings of 2:839 pension funds 2: 838-841, 844 percentage of all outstanding stock 2:837 preferred stocks 2:38 rapid growth of 2:839 ratio of NYSE to total stocks owned (table) **2:** 838 savings of individuals, diversion to 2:839 **2:** 839 shift in investment patterns trust funds 2:838 Impact on stock market 2:6,7 Importance of **2:** 837–841 Individual issues, influence on 2:840 Individual's as customers compared, listed securities in over-thecounter markets 2:882 Institutional groups covered by Special Study (table) **2:** 837, 838 Intermediaries handling their transactions 2:839 Large block transactions: See Institutional investors: Block transactions-Large Large scale handling methods, influence on **2:** 841 Listed securities in the over-the-counter market absent such market, speculation as to results 2: 902, 903 change in over 5 years (table) 2:1058 competition among markets as affecting prices 2:904 market makers' transactions with 2:886 relative change over 5 years 2: 1058 types of securities invested in 2:880,881 March 1961, April 1962 transactions 2: 1026, 1027

Institutional investors—Continued Market break of 1962, buying and selling during See Market break of May 1962 2:841,844 Mutual fund portfolio allocation, as factor in exchange membership of broker, impact of 4:224 New issues 2: 1054–1057 See New issues of corporate securities, distributions of to public NYSE-listed securities, trading in increase in 2:953 NYSE-listed stocks in over-the-counter markets (table) **2:** 1068 NYSE stocks owned, ratio to total owned by institutions 2:838 Over-the-counter market trading average prices paid, January 18, **2:**718 1962higher priced issues, purchases of 2:718 March 1961, April 1962 2: 1026, 1027 volume for one day, January 18, 1962 2:717 Over-the-counter retail market transactions 2: 612, 613 Pension funds 2: 838–841, 844 market activity preceding market break 4:844 Portfolio turnover common trust funds 2:864,865 computation methods by Special Study 2:864 data reported on Questionnaire IN-4 2:864 investment companies' high rate 2:864 NYSE-listed stocks 2: 864, 865 type of institution (table) **2:** 1062 variations within institutional groups **2:** 864, 865 Portfolio turnover ratio, 1960–61 2: 1062 Preferred stocks, holdings of 2:38 Prices large round-lots of listed securities on over-the-counter markets, effect of 2:898 Primary market maker, use of 2: 590 Questionnaire IN-4, analysis of transactions reported through large block transactions in 1961 2:852-854 March 1961, April 1962 transactions 2: 846-852 See Institutional investors: March 1961, and April 1962, transactions new issues in 1961 **2:** 854–856 text **2:**1090–1115 Questionnaire IN-4 used by Special Study 2:837 Ratio of NYSE stocks to total stocks owned (table) 2:838 Readings on cited by Special Study 2:6 Recommendations by institutions about securities markets competitive markets, preserving 2:866 conference procedures 2:865 lower commission for large blocks 2:865 over-the-counter "specialists," NASD designation of 2:865,866 registered vs. bearerbonds 2:866 short sale up to 100 shares 2:866 specialists' inactivity, as to 2:865

Institutional investors-Continued Recommendations by institutions about securities markets-Con. tape delays 2:865 thinness of market for most stocks 2:865 ticker system inadequacy 2:865 volume discount rate 2:865 Relative importance of transactions, March 1961, April 1962 type of stock and institution, classed by (tables) **2:** 846, 974–1019 Role of on NYSE, increase in 2:128 Round-lot larger transactions in listed securities in over-thecounter markets negotiation for price 2:893 NYSE-listed, preponderance of trading in 2:893 potential sources of stock, seeking by market maker 2:894 precise interest, market maker's interest in 2:894 quotations, asking for 2:893 secrecy of plan 2:894 shopping around by market maker 2:894 size wanted, stating 2:893 small portions of large deal, dealing in 2:893 telephone call to market maker 2:893 Sellers of stock, as net 2:839 Share volume of exchange market, proportion of total 2:839 Shifting patterns of **2:**839 Size of transactions large-blocks in 1961 (tables) 2:1048 new issues, 1961 2:1055 selected institutions, March 1961, and April 1962 **2:** 1020, 1021 Sizes of institutions and unit holdings 2: 837, 838 Special Study conclusions and recommendations commission rate structure, possible modification of 2:870; **5:** 138 data respecting institutional trading, need of 2:868, 869; **5:** 136, 137 Federal Welfare and Pensions Plans Disclosure Act, amendment 2: 870; 5: 138 pension funds, fuller disclosure concerning 2: 869, 870; **5:** 137, 138 SEC duty to collect and disseminate data on trading by **2:** 870; **5:** 138 Special Study summary as to 2:164; 5:84 Specialists, trading through conflicts of interest 2: 156 Transactions, selected institutions, 1961, 1962 See Institutional investors: Transactions of selected institutions, 1961, 1962 Transactions, selected institutions, over 5 years listed stocks, use of over-the-counter markets for 2: 1058 Two-dollar brokers, dealing directly with 2:47 Underwritings as purchase source block transactions 2:844 Unregistered distributions 1:569

Institutional investors: Block transactions *Generally* **2:** 837–845 See also Institutional investors: Block transactions-Large blocks 85,000-share sale, analysis of (table) 2:851 Decision-making in 2:856-864 Exchange handling of listed stocks 2: 842-846 stock exchange special plans 2: 842, 843 unlisted stocks 2:846 Listed stocks, methods of handling 2: 842-845 auction market on an exchange 2: 842, 845 over-the-counter market transactions in 2:844 pre-arranged crosses on exchange floor 2:842 relative importance of the methods 2: 845, 846 secondary distribution 2:843-845 Special bid and Special offering plans 2:844 special off-board requests 2:844 special stock exchange plans 2:842-845 specialist block purchases on NYSE 2:843 underwriting as purchase source 2:844 volumes under various methods analyzed 2:845,846 March 1961, and April 1962, transactions 2:852, 853 Market and type of stock, 1961 (tables) 2:853, 1028–1047 Methods of handling listed stocks **2**: 842–845 Over-the-counter market use 2: 128, 129 Primary market maker, use of to dispose of blocks 2: 590 Size of block and type of institution, 1961 2:1048, 1049 Specialists, use of 2:128Unlisted stocks 2:846 Institutional investors: Block transactions—Large blocks 1961, large blocks transactions in (tables) 2: 1028–1053 blocks by size, time, transactions, and brokers used **2:** 853, 854 college fund transactions 2:1042 insurance company transactions 2:1032 market and stock type (tables) 2:853, 1028-1047 median prices 2:1049 mutual funds 2: 1036–1041 new issue transactions 2:854-856 number of broker-dealers effecting, 1961 (table) **2:** 1053 number of days on which effected 2: 853, 1050, 1051 number of transactions (table) 2:1052 size of **2:** 1048 trust fund transactions 2: 1046 1961 transactions by selected institutions (tables) 2: 1028-1053 1961 transactions summarized brokers used, analysis by 2: 853, 854, 1053 calendar days, analysis by 2: 853, 1051 data supplied on questionnaire 2:853 Form A and Form B transactions distinguished **2:** 853 individual transaction size, analysis by 2:853 institution type, analysis by 2:853 open-end and other companies compared 2:853
81

Institutional investors—Continued 1961 transactions summarized—Continued secondary distributions 2:853 size of blocks, analysis by 2: 853, 854, 1048 stock and transaction, analysis by type of 2:853 trade days (time), analysis by 2: 853, 854, 1050 transactions, analysis by 2:854, 1052 transaction, analysis by type of 2:852 Foundations' transactions (table) **2:** 1044 Life insurance company transactions 2: 1032 Listed securities, transactions in collecting lots to make block **2:** 898 depth of market as affected by 2: 898, 899 market maker's role 2: 898, 899 mechanics of trading 2:898 prices, effect of transactions on 2:898 round-lot transactions, NYSE-listed stocks' preponderance **2:** 895 selection of market, factors in 2:898,899 commission schedule 2:893 depth 2:898 NYSE special plans 2:899 off-board negotiation 2:899 pre-arranged crosses 2:899 price factors VIII–D 2:899 specialist's role in 2:898,899 volume discount, absence of on NYSE as affecting 2:904 New issue transactions, 1961 large block after-offering of common stocks, purchases **2:** 855 after-offering of common stocks, sales 2:855 bank activity 2:854 college endowment fund transactions 2:855 common stock transactions 2:854–856 data included in IN-4 reply 2:854 life insurance and nonlife insurance purchases 2:854 mutual funds purchases 2:854 original offerings, proportion of **2:** 855 preferred issues, large dollar volume in 2:854 prices paid in post-offering markets 2: 855, 856 Institutional investors: Transactions of selected institutions, 1961, 1962Agency and principal transactions over-the-counter 2:1026, 1027 All types of institutions (table) 2:847, 1000 Average size of transactions, by market channel 2: 1020, 1021 Broker-dealers, number of and commissions received **2:** 1058–1061 Brokerage order used (by type of institution) 2: 1022–1025 Closed-end investment companies (table) 2:902 College endowment funds 2:994 College endowment funds, large block transactions 2: 1042 Commentary on transactions summarized 2: 846, 847 Commissions paid to broker-dealers 2: 1058-1061 Common trust funds, type of stock and market 2:998 Foundations, by market and type of stock 2:996

Institutional investors-Continued Foundations, large-block transactions by 2: 1044 Individual transactions, analysis by size of AMEX average transaction 2:850 block sale of 85,000 shares of NYSE preferred stock **2:**851 computation of size VIII-C 2: 850, 851 dollar volume 2:850 issuer, purchases direct from 2:850 NYSE stock average transaction 2:850 pre-arranged crosses, use of 2:850,851 regional exchange, average transaction 2:850 share volume 2:850 "transaction" defined 2:850 upward bias of analysis 2:851 Institutions, analysis by type of 2: 849-851 contrasts noted 2:849 Insurance companies, large-block transactions **2:** 1034 Investment company transactions dollar volume, percentage of 2:850 mutual funds 2: 849, 850 NYSE stocks 2:850 non-NYSE stocks 2:850 open end (load) companies 2:849 portfolio turnover 2:850 public utility common stocks 2:850 Large block transactions 2: 852–853 See Institutional investors: Block transactions Life insurance companies 2:984 Market and type of stock, by 2:980 New issues, average transaction size, 1961 2: 1055 New issues, comparing original and after market purchases, 1961 **2:** 1056 New issues, during and after original offering, 1961 **2:** 1054 New issues, purchases compared to later sales, 1961 **2:** 1057 Nonlife insurance companies (table) 2:986 NYSE-listed stocks traded over-the-counter (table) **2:** 1068 NYSE stocks, relative importance of 2:848,849 Open-end investment companies **2:** 986–991 Order used, analysis by type of discretionary orders 2:851,852 institutions using various types 2:851,852 limit orders, predominance of in dollar volume 2:851 market orders 2:851 over-the-counter transactions, breakdowns of 2:853 principals, proportion of transactions by **2:**853 Over-the-counter purchases and sales 2: 1026 Pension funds 2: 982, 1002 Percentage of each type of stock to total transactions 2:974,976 Period selected, reasons for 2:1020 Portfolio turnover (table) 2: 1062 Secondary distribution as excluded from study 2: 846, 847 Size, average of, by market 2:1020

Institutional investors---Continued Size of individual transaction, analysis by 2:850 Size of transactions, by market channel, 1961 2:1048 Special forms of transactions, use of 2:849 Stock and transaction, type of analyzed breakdowns 2:847-856 issuer, direct purchases from 2:849 market channels, NYSE-listed and not-listed 2: 848-850 NYSE stocks, in over-the-counter and regional exchanges **2:** 848 NYSE stocks, special forms of transactions in 2:849 NYSE stocks, under special exchange plans 2:849 NYSE stocks, underwritings 2:849 stock volume category in each stock category 2:847 Stock volume, by stock categories 2:848 Stock volume, NYSE-listed and not-listed **2:** 848 Trust funds, large-block transactions 2: 1046 Turnover ratios for stock portfolios, 1960–61 2: 1062 Institutional investors type of stock and institution, by (tables) 2:846,973-1019 Insurance companies Investment advice by 1:331 Investments by in stock, March 1961 (table) 2:986 See also Institutional investors; Mutual funds Mutual fund buyers redeemers of funds 4:327 Securities of, where traded 1:14 2:721-723 Insurance companies, protection of investors of securities of 3:40-42 Exemption from statutory requirements, question of 3:42 Financial reporting, deficiencies of 3:41 Need for protection 3: 40–42 New companies, enforcement problems with 3:42 Questionnaire OTC-4 mailing list 3:40 Regulatory status under existing securities laws 3:40 Shareholders in such companies, number of 3:40 State regulation affecting investors 3:40 Interest Broker-dealer's income from, NYSE firms 2:39 Collateralized security loans, on 4:27 Commissions, special rates as lowering cost of 2: 313 Free credit balances, payment on 1:395–397 Higher rates, authorization of preceding Market Break of 1962 4:826 Odd-lot dealers' borrowings, paid on **2:** 176 Interim financing by underwriter 1:508 Tax\_aspects 1:508 Interpositioning 4:233, 234 5:173 Cost of execution as affected by 2:648 Definition of 2:620 NASD surveillance of in over-the-counter order execution **2:** 623, 624 Price on over-the-counter market as affected by 2: 620-622

Interviews as Special Study method 1:6 Intrastate exemption of distributions 1: 570-574 Abuses, fraudulent offerings 1:573 Availability of, restrictions on 1:571 violations of conditions 1:571, 573 Bills introduced to modify or repeal 1:574 Complying with conditions, difficulties of 1:571 Congressional policy regarding 1:570 Function of 1:570 Information as to, sources of 1:573 Interstate commuters' ineligibility for 1:571 Local enterprise, qualifying as 1:572 NASD action to review members' offerings 1:573 Number and volume of offerings 1: 571–573 Real estate syndicate operations 1: 579, 580 Residence and domicile requirements 1:571 Securities Act Section 8(a)(11) exemption of intrastate offerings 1:570 Securities Act Section 17 violations 1:574 Special Study conclusions and recommendations advance notice of filing for exemption 1: 575; 5: 76 Special Study summary aim of exemption, Congressional policy 1: 574, 575; 5: 75 information as to extend of, availability of 1: 574; 5:75 small offerings by small business as aiding 1: 575; 5: 75 violations, liabilities for 1:575; 5:75 States' regulatory responsibility 1:574 Investment Company Act of 1940 1:2 Contractual plan sales decline following enactment 4:170 Distributions as concern of 1:9 Investment companies classified under 4:96 NASD Investment Trust Rule under mutual fund selling, in control of 4:163 Protection of investor afforded by selling charges 4: 202, 203 SEC report preceding 4:170 Investment advice See also Investment analysts; Investment advisers and counselors registered Accountants, by 1:331 Advertising stressing service offered 1:246 Advisory material, broker-dealers' extensive use of 1:330 sampling of 1:449 Advisory personnel broker-dealers': Special Study letters regarding 1: 448, 449 Analyst's dilemma in offering 1:348 Anti-fraud statutes, violating false and misleading market letters 1:375 forecasts without reasonable basis 1:375 Attorneys, by 1:331 Banks, by 1:331 Bias, failure to disclose 1:385

Investment advice—Continued Broker-dealers 1: 330, 331, 344–358 controls over conduct of 1: 375–381 internal distribution to salesmen and customers 1:358 letter to, regarding 1:446 published advice, nature of 1: 344-350 research practices, nature of 1:350 adequacy of research staffs 1: 351-356 internal variations in research practices 1:356-358 Special Study letter to concerning 1:446 subscription basis, services on 1:359 varieties of 1:331 Broker-dealers' published advice, nature of 1:344-350 "buy" advice, emphasis upon 1:345 "favorite" securities, lists of 1:346 hedge clauses 1: 348, 349 market letters 1: 345-350, 355 See Market letters ownership of recommended stock, question of 1: 349 price-earning ratio, attention to 1:346 projections and predictions in 1:346 risks and adverse data, attention to 1:346 securities mentioned in 1:345 "sell" or "switch" advice 1:346 supporting data 1:346 undated recommendations 1:349 "Buy" advice subscription services, in 1:361, 362 Civil liability of disseminators of, recommendation as to 1:387 Controls over 1: 374–383 Controls over: broker-dealer conduct: Federal controls 1:375-381 anti-fraud statutes, SEC use of 1:375 false and misleading market letters 1:375 false and misleading statements 1:375 omission of material information 1:375 research staff, exaggerations as to 1:376 sales promotion literature, policing 1:376 Controls over: broker-dealer conduct: NASD controls 1:379-383 broad and general rule of interpretation 1:379 disciplinary proceedings for rule violation 1:381 evaluation of member firms' sales literature 1:380 ineffectiveness enforcement of 1:380 touting, where a question of 1:381 Controls over: broker-dealer conduct: NYSE controls 1:376-379disciplinary action as to market letters 1:378 market letters and sales literature 1:376 member observance, extent of 1:377 practices to be avoided, criteria of 1:376 sales literature, omissions from 1:376 special importance of 1:376 trivial matters of taste, concern with 1:378 truthfulness and good taste requirement 1:376

Investment advice—Continued Controls over: Registered investment advisers: Federal controls **1:** 381–383 Rule 206(4)-1 and its enforcement 1:381, 382 SEC further controls, desirability of 1:382 Controls over: Summary 1: 383–386 conflicts of interest 1:385 degree of protection of investor 1:385 Government controls 1:385 market letters, critique of 1: 383, 384 published advisory materials, good and bad in 1:383 registered investment advisers 1:386 research, quality and quantity of 1:384 self-regulatory bodies' controls 1:385 subscription services 1:384 Customer conduct, influence upon 1:332 Dunn Engineering Corp. stock as case study in 1: 334–344 broker-dealers activities 1:336 "confidential" report on the company 1:337 customer complaints to SEC, questions raised by 1:342 NYSE processing of complaints about 1:343 newspaper and magazine recommendations for purchase 1:338-342 reasons behind quality of advice as to 1:344 registered investment advisers' activity in 1:338-342 Exaggerated predictions of price or earnings 1:375 False and misleading statements as fraud 1:375 Forecasts without reasonable basis 1:375 Fundamental approach to, data employed in 1:332 Hedge clauses in market letters disclaimer of solicitation to buy 1:350 misleading nature of as to "research" departments 1:349 ownership of stock recommended 1:349 sources of data, as to 1:349 subscription services, in 1:362 Institutional or "professional" investors, serving 1:357 Insurance companies, by 1:331 Irresponsible advice, injury to public from 1:386 Lawyers, by 1:331 Market break of May 1962 and 4:830,831,837 See Market break of May 28, 1962 Market letters broker-dealer circulation of 1:330, 331 See Market letters Mutual funds sales representatives, by Wharton School Investor Survey of 4:298–301 Mutual funds salesmen offering extent of **4:** 142, 298–301 Newspapers and magazines, by 1:331 Outside sources, reliance upon subscription services 1:366 Personal counseling for a fee 1: 360, 369–371 See Investment advisers and counsel, registered

Þ

Investment advice-Continued Personnel offering investment advice Special Study letters concerning 1:448,449 Portfolio review 1: 350–352, 358 subscription services offering 1:365 Printed and processed materials, broker-dealer distribution of 1:330 See also Market letters Quotation service, subscription to 2:597 Registered advisers: See Investment advisers and counselors, registered Research practices and facilities as basis of complexities of as illustrated by Dunn Engineering Corp. case 1:344 correspondence, reliance upon 1:355 data employed by analysts 1:332 Dunn Engineering Corp. issue as example 1:338 financial services, consultation of 1: 352. 353 "fundamental" approach to analysis 1: 332 gap between and those professed to public 1:350 individuals, serving 1:358 institutional investors, favoring 1:374 institutional or "professional" investor, serving 1:357,358 internal distribution to salesmen and customers 1:358 internal variations in research practices 1:356-358 limited number of securities, concentrating on 1:356 limited objectives of research 1:351 material prepared entirely outside firm 1:355 Moody's Industrial Manual, role of 1: 353, 354 nature of business as criterion 1:351 NYSE unwillingness concerning member firms activities 1:379 original sources, collection of data from 1:357other duties performed by staff 1:351, 352 portfolio review, casual nature of 1:358 pressures exerted upon staffs 1:363 priorities in providing advice 1:357 procedures, variations in 1:352 professional investors, advice to 1:357 reliance upon outside sources 1:352-354 research personnel, functions of 1:350 results, superficiality of 1:353 selling activities of staff 1:352 size of department as criterion 1:351 staffs, adequacy of 1:351-356 Standard & Poor's Corporation Records, role of 1:353, 354 statistical manuals, role of 1:353,354 subscription publications 1:361, 363-367 See Investment advice: Subscription publications offering summary and critique of 1:384 "technical" approach to analysis 1:332 unfounded claim of adequate staff, as fraud 1:376 wholesalers of advisory materials 1: 355, 356

Investment advice-Continued Salesmen, distribution to depth of underlying research 1:358 internal printed materials 1:358 teletype information 1:358 "Sell" advice, subscription services, in 1:362 advertising advice and research facilities, stricter control of 1:386;5:59 broker-dealer performing, stricter regulation of 1:386; 5:59 civil liability of disseminators 1: 387; 5: 60 disclosures, need of fuller 1:386:5:59 investment advisers, SEC regulation of 1: 387; 5: 60 market letter surveillance programs 1: 387; 5: 60 reckless dissemination of written advice, prohibition of **1:** 387; **5:** 60 self-regulatory bodies' assumption of responsibility 1: 386; **5:** 59 Special Study conclusions and recommendations 1: 386, 387; **5:** 59, 60 Special Study letter to broker-dealers concerning 1:446 Special Study of, method employed 1: 333 advisory material sampling 1:333 broker-dealer practices, examination of 1:333 SEC files, review of material in 1:333 Special Study summary 1: 383-386; 5: 56-59 conflicts of interest 1: 385; 5: 57 preparation and dissemination of advice materials 1: 383; **5:** 56 published advice, critique of 1: 383, 384; 5: 56, 57 recommendations, analysis of 1: 384; 5: 56, 57 regulation of 1: 385; 5: 58 research services, sources and quality of 1:384, 385; 5:57, 58 self-regulatory agencies' responsibility 1: 385; 5: 58 subscription material, aim and content of 1: 384, 385; **5:** 56, 57 vast increase in published material 1:383; 5:56 Speculative issue as invitation rather than warning 1:344 Stockwatching service for customers 1:366 Subscription services offering 1:359-369 See Investment advice: Subscription services offering Suitability of security for investor to whom recommended: See Securities Technical or market analysis data employed in 1:332 Teletype information for salesmen 1:358 Touting: See Touting Unregistered purveyors of 1:331 What investors expect 1:343 Wholesalers of advisory materials 1: 355, 356

1

Investment advice: Subscription services offering Generally 1:359-369 Adverse factors and uncertainties, attention to 1:361 Advertising of 1: 366-369 Impact of 1:368 media employed 1:367 SEC Rule 206(4)-1 restricting 1: 369 sensational character of 1:367 trial subscriptions, offers of 1:367 Advisory content of such publications 1: 360-363 Broker-dealer publication of 1:359 "Buy" recommendations, predominance of 1: 361, 362 Circulation of such services 1:359 Common stock, featuring of 1:361 Examples of list 1:359 Fiduciary relation of publishers to subscribers 1:360 Fundamentalist orientation of majority of 1:361 Impact of 1:360 Inquiry answering service offered 1:365 Lapse rate 1:367 Personal services by publishers of 1:360 Purposes of, differences in 1:359 Recommendations in adverse factors, mention of 1:361 "buy," predominance of 1: 361, 362 common stocks, featuring of 1:361 hedge clauses, scarcity of 1:362 highlighting one or two securities in each issue 1:362 previously recommended securities, following 1:362 publishers' position in recommended stocks, noting 1:363 relative space devoted to 1:361 "sell" advice 1:362 suitability to customer, attention to 1:362 Reprint copies of for salesmen 1:360 Research and services of 1: 363–367 annual investment conferences 1:366 approaches, contrasts in 1:365 charts, research basis of 1:363 correspondence, reliance upon 1:364 data-processing equipment, use of 1:366 diversity of approach and content 1:361 freelance articles, reliance upon 1:366 industry basis, staff assignment on 1:365 inquiry answering service 1:365 interviews 1:364 outside sources, reliance upon 1:366 "plans of action," preparation of 1:366 portfolio review service 1:365 staff adequacy, variations in 1:363 staff functions 1:363 staff size as adequacy factor 1:365 "stockwatching" for customers 1:366 trade publications, reliance upon 1:364

Investment advice-Continued Responsibility to subscribers, publishers concept of 1:360 Revocation proceedings against certain publishers of 1:363 Subscription rates 1:359 Suitability to customer, attention to 1:362 Summary and critique of 1:384 Supervised portfolios, attention to 1:361 Typical issues described 1:361 Investment advisers See also Investment advisers and counsellors: Registered "Account supervisor," functions of 1:369 Accreditation programs for 1:149, 150 Activities involved, scope of 1: 19, 20 Advertising materials, controls over by SEC 1:381-383 Advice given by experienced and inexperienced firms 1:174 investment adviser registrations, May-July, 1961 (table) 1:174 Analysis and research functions of number of persons engaged in **1**: 143 Applications and registrations with SEC, selected years 1:19, 35 Approved lists of securities, selections from 1:369 Broker-dealers, number registered as (table) 1: 19.35 Chartered financial analyst, qualifications for 1:149 Conflicts of interest 1: 371-374 bias because of position in stock 1:371 disclosure of positions in stock 1:372 favoring certain classes of clients 1:373 free riding 1:372 good faith in recommending stock 1:372 insider purchase just prior to recommendation, sale thereafter 1: 372, 373 institutional investors, favoring 1:374 position in stock resulting in bias 1:371 recommendations in advance of release 1:373 recommending securities when disposing of position in 1:372 "scalping" 1:372 "sell" advice 1:374 varying ethical and legal standards 1:371 Controls over qualifications of 1: 145, 146 broker-dealer's controls 1:145 competence 1:145 entry standards 1:145 SEC's power over broker-dealer 1: 145 statutory bars of Exchange Act 1:145 Counseling for a fee 1: 369–371 approved list of securities, selecting from 1:369 counselor's functions and duties 1: 369 custody of clients' funds or securities 1: 369 discretionary accounts, accepting 1: 370 fee arrangements, variations in 1:370 Investment Counsel Association of America 1: 370 kinds of services offered 1:369

91

Investment advisers—Continued Counseling for a fee—Countinued part-time hobby, counseling as 1:370 pattern of operation 1: 369 variations in practices 1:370 Definition of 1: 359 Definition of in Investment Advisers Act 1: 369 Duties performed by 1: 143 Educational level of 1: 145 principals, registrants May-July 1961 (table) 1: 173 Entry controls for 1: 142, 145, 148, 149 See also Investment advisers and counselors: Registered absence of generally 1: 148 competence or experience 1: 148 prior dishonesty, record of 1: 148 SEC registration 1: 148 statutory bars 1: 148 Ethical obligations of to the public See Securities industry, Legal and ethical obligations Ethical restraints upon by NASD and NYSE 1:240 Experience level of 1:146 Experienced and inexperienced firms advice given by, registrants May-July 1961 (table) 1:174 general information about registrations in May-July 1961 1:174 (table) principals, registrants May-July 1961 (table) 1:173 Fair dealing under anti-fraud statutes 1:239,240 Fee basis 1: 331, 369-371 Freelance investment advice, reliance upon 1:366 Full-time analysts 1:144 Geographic distribution of 1:20 Influence of upon customers 1:332 Investment Advisers Act impact 1:48, 146 Investment company, investment adviser of Investment Company Act definition of 4:102 **Investment Counsel Association of America** membership, standards 1:371 "Investment counsel," representation as 1:146 Kinds of services offered 1:369 Legal and ethical standards, varying 1:371 Legal obligations to the public See Securities industry Market services and reports, publication of 1:146 Mutual funds See Mutual funds Mutual funds: Insider transactions in portfolio securities Nuclear Energy Research Bureau advice by, statement as to 1:339,340 Operation, patterns of 1:369 Personnel and qualifications of Special Study to cover 1:6

Investment advisers-Continued Place of in securities industry 1: 142, 143 actual duties performed 1: 143 analyst, as 1:142 formulate opinions as to merits of a security 1:143 salesman with whom investor deals 1:142 Portfolio supervision for clients 1:146 Preparation of advisory materials distributed 1:19, 20, 385; **5:** 56, 57 Principals of, education and experience of, table of 1:173 Professional recognition of, aims for 1:150 Qualification standards, industry attention to 1: 149, 150 public benefit from 1:149 Registered advisers: See Investment advisers and counselors: Registered Research activities of broker-dealers See also Investment advice controls over analysts 1:145 correlation of with firm size 1:144 firms lacking research departments 1:144 full-time analysts, employment of 1:144 printed material, sources of 1:144 salesmen doubling as analysts 1:144 training programs for analysts 1:144 Salesmen doubling as 1:144 selling as main activity 1:144 Special Study letter regarding investment advice 1:447 Special Study summary and conclusions 1: 158, 159 See Investment advice Subscription advisers 1:19, 20 See Investment advice, subscription services offering Supervision of clients' portfolios by 1:146 Supervision of inexperienced members 1:145 Testimonials, deceptive use of 1:382 Investment advisers and counselors: Registered 1: 146-149 See also Investment advice: Investment advisers Advertising literature, preservation of SEC requirement 1:376 Controls over conduct of 1: 381, 383 See also Investment advice NASD 1:148 State controls 1: 148, 149 Publication of services and market reports 1:146 **Registration with SEC** 1: 19, 20, 35, 148 Registrations and applications with SEC, 1945-62 (table) 1:35 **Research** departments experience of personnel of 1:146,147 Revocation of registration Rule 206(4)–1 violation, for 1:382 SEC extension of direct regulation to, recommended 1:387 Self-regulatory body, need of 1:387 Unqualified personnel, advice by 1:147

Investment analysts Dilemma of in offering advice 1:348 Dunn Engineering Corp. issue, research on 1:338 Employment situation of 1:356 False and misleading market letter, responsibility for 1:375 Financial public relations contacts with 3:83-86 Over-the-counter stocks, difficulties with 3:16 Research by as basis of advice 1:332 Dunn Engineering Corp. issue as case study 1:338 "sell" advice, dilemma as to 1:348 Selling function of 1:352 Investment bankers Broker-dealers, as 1:15 See also Underwriters and underwriting **Investment Bankers Association** Industry-education projects and study groups of 4:683 Investment Bankers Association of America (IBA) Manual of prospecting techniques 1: 250, 251 Quasi-self-regulatory institution, as 4:682 Salesmen trainee course sponsorship 1:108 Investment Bankers Conference, Inc. (IBC) NASD forerunner, as 4:605,606Investment companies Definition of by Investment Company Act 4:96 Institutional transactions in stock of, March 1961, April 1962, dollar volume, percentage of 2:850 mutual funds 2: 849, 850 NYSE and non-NYSE stocks 2:850 open end (load) companies 2: 849, 850 portfolio turnover 2:850 public utility common stocks 2:850 Investment advisers of compensation of 4:97 statutory definition of 4:102 Mutual funds in contractual plans as 4:171 Nature of **4:** 270 closed-end and open-end 4:270 Open-end: See Mutual funds Recordkeeping by, proposed SEC expansion of rules for 4:232,233 Portfolio turnover, high rate of 2:864 Investment Company Institute 1:23 Change of name 4:684 "Guide to Business Standards" 4:685 absence of sanctions for violations 4:685 industry reliance on 4: 251 History 4: 684 Importance of in the industry 4:231 Insider transactions in portfolio securities "Guide to Business Standards view" of 4: 235 Membership of 4:684 Quasi-self-regulatory institution, as 4:684,685 Stated purposes of 4:684

ŧ

Investment counsel See also Investment advisers and counselors Experience level of registered counsel 1:146 Representation as by investment advisers 1:146 Investment Counsel Association of America, Inc. (ICAA) 4: 685, 686 Accrediting program of for investment advisers 1: 149, 150 Disciplinary power and exercise thereof 4:685 Educational-qualification effort 4:686 Investment advisers, qualification standards of 1:149 Membership, standards, impact of 1: 370; 4: 685 Professional nature of services, emphasis on 4:686 Stated purposes and high standards of 4:685,686 "Statement of Functions and Principles" 4:685 Investment counseling for a fee 1: 369–371 See Investment advisers and counsel, registered Investment courses, sales promotion through Abuses, such as touting 1:249, 250 Curricula and fees 1:249 NYSE encouragement of 1:249 Investors Ethical obligations of securities industry to See Securities industry Financial knowledge and understanding of sales representative's role in 4:308, 309 Institutional: See Institutional investors: Institutional investors: Block transactions; Institutional investors: Transactions of selected institutions, 1960, 1961 Legal obligations of securities industry to See Securities industry New issues, questionnaire sent by SEC to purchasers of 1:489 Protection of: See Investors in listed and unlisted securities, protection of: see also Banks; Insurance companies; Over-thecounter securities: Securities business Investors in corporate securities Dollar value of stocks held 1:9, 10 Foundations 1:10 Individuals 1:10 Number of 1:10 Protection of See also Investors in listed and unlisted securities, protection of dominant considerations in market regulation 1:11 net capital ratio rule's function 1:84, 161, 162 personnel of securities industry as factor Special Study summary 1: 150–162; 5: 45–48 real estate securities 1:586-590 See Real estate securities Real estate securities: See Real estate securities Special Study concern with 1:1 Congressional directive 1:5 Trust funds 1:3