

Contents

ABOUT THE SERIES 65 EXAM	XXI
ABOUT THIS BOOK	XXV
ABOUT THE TEST BANK	XXVII
ABOUT THE SECURITIES INSTITUTE OF AMERICA	XXIX
CHAPTER 1	
EQUITY SECURITIES	1
What Is a Security?	1
Equity = Stock	2
Common Stock	2
Corporate Time Line	2
Values of Common Stock	4
Book Value	4
Par Value	5
Rights of Common Stockholders	5
Preemptive Rights	5
Characteristics of a Rights Offering	6
Determining the Value of a Right Cum Rights	7
Determining the Value of a Right Ex Rights	7

Voting	8
Limited Liability	9
Freely Transferable	9
The Transfer Agent	10
The Registrar	10
CUSIP Numbers	11
Inspection of Books and Records	11
Residual Claim to Assets	11
Why Do People Buy Common Stock?	11
Income	11
What Are the Risks of Owning Common Stock?	12
How Does Someone Become a Stockholder?	12
Preferred Stock	14
Features of All Preferred Stock	14
Types of Preferred Stock	15
Callable Preferred	17
Types of Dividends	17
Dividend Distribution	18
Taxation of Dividends	20
Selling Dividends	20
Dividend Disbursement Process	21
Warrants	21
How Do People Get Warrants?	21
American Depositary Receipts (ADRs)/American Depositary Shares (ADSs)	22
Currency Risks	22
Functions of the Custodian Bank Issuing ADRs	23
Real Estate Investment Trusts/REITs	23
Direct Participation Programs and Limited Partnerships	23
Limited Partnerships	24
Tax Reporting for Direct Participation Programs	27
Limited Partnership Analysis	28
Tax Deductions vs. Tax Credits	28

Contents	vii
Other Tax Considerations	28
Dissolving a Partnership	29
Pretest	31
CHAPTER 2	
CORPORATE AND MUNICIPAL DEBT SECURITIES	35
<hr/>	
Corporate Bonds	35
Types of Bond Issuance	36
Bond Pricing	37
Par Value	38
Discount	38
Premium	38
Corporate Bond Pricing	38
Bond Yields	39
Yield to Maturity: Premium Bond	40
Yield to Maturity: Discount Bond	41
Calculating the Yield to Maturity	41
Calculating the Yield to Call	42
Realized Compound Yield Returns	42
Yield Spreads	43
The Real Interest Rate	43
Bond Maturities	43
Series Issue	44
Types of Corporate Bonds	44
Guaranteed Bonds	46
Convertible Bonds	46
Converting Bonds into Common Stock	47
Parity Price	47
Advantages of Issuing Convertible Bonds	48
Disadvantages of Issuing Convertible Bonds	48
Convertible Bonds and Stock Splits	48
The Trust Indenture Act of 1939	49

Bond Indenture	49
Ratings Considerations	49
Exchange Traded Notes (ETNs)	50
Retiring Corporate Bonds	50
Municipal Bonds	52
Types of Municipal Bonds	53
Taxation of Municipal Bonds	57
Tax-Equivalent Yield	57
Purchasing a Municipal Bond Issued in the State in Which the Investor Resides	58
Triple Tax Free	58
Original Issue Discount (OID) and Secondary Market Discounts	58
Amortization of a Municipal Bond's Premium	59
Bond Swaps	59
Analyzing Municipal Bonds	59
Analyzing General Obligation Bonds	60
Duration	60
Convexity	61
Bond Portfolio Management	61
Pretest	63

CHAPTER 3

GOVERNMENT AND GOVERNMENT AGENCY ISSUES **67**

Series EE Bonds	67
Series HH Bonds	68
Treasury Bills, Notes, and Bonds	68
Purchasing Treasury Bills	68
Treasury Notes	69
Treasury Bonds	69
Treasury Bond and Note Pricing	69
Treasury STRIPs	70
Treasury Receipts	70
Treasury Inflation Protected Securities (TIPS)	71
Agency Issues	71

Government National Mortgage Association (GNMA)	71
Federal National Mortgage Association (FNM)	72
Federal Home Loan Mortgage Corporation (FHLMC)	72
Federal Farm Credit System	73
Collateralized Mortgage Obligation (CMO)	73
CMOs and Interest Rates	73
Types of CMOs	74
Pretest	77

CHAPTER 4

INVESTMENT COMPANIES

Investment Company Philosophy	79
Types of Investment Companies	80
Open End vs. Closed End	81
Diversified vs. Nondiversified	82
Investment Company Registration	83
Registration Requirements	83
Investment Company Components	85
Mutual Fund Distribution	87
Selling Group Member	87
Distribution of No-Load Mutual Fund Shares	88
Distribution of Mutual Fund Shares	88
Mutual Fund Prospectus	88
Characteristics of Open-End Mutual Fund Shares	89
Mutual Fund Investment Objectives	90
Other Types of Funds	92
Bond Funds	92
Valuing Mutual Fund Shares	94
Sales Charges	95
Other Types of Sales Charges	97
Calculating a Mutual Fund's Sales Charge Percentage	97
Finding the Public Offering Price	98
Sales Charge Reductions	98

Breakpoint Schedule	99
Letter of Intent	99
Breakpoint Sales	100
Rights of Accumulation	100
Automatic Reinvestment of Distributions	101
Other Mutual Fund Features	101
Dollar Cost Averaging	102
Mutual Funds Voting Rights	104
Mutual Fund Yields	105
Portfolio Turnover	105
Pretest	107

CHAPTER 5 VARIABLE ANNUITIES AND RETIREMENT PLANS 111

Annuities	111
Bonus Annuity	113
Equity-Indexed Annuity	114
Annuity Purchase Options	115
Accumulation Units	116
Annuity Units	116
Annuity Payout Options	116
Factors Affecting the Size of the Annuity Payment	117
The Assumed Interest Rate (AIR)	118
Taxation	118
Types of Withdrawals	119
Annuitizing the Contract	119
Sales Charges	119
Investment Management Fees	120
Variable Annuity vs. Mutual Fund	120
Retirement Plans	120
Individual Plans	121
Individual Retirement Accounts (IRAs)	121

Contents	xi
Corporate Plans	128
Types of Plans	129
Rolling Over a Pension Plan	131
Employee Stock Options	131
Employee Retirement Income Security Act of 1974 (ERISA)	132
Pretest	135
CHAPTER 6	
FUNDAMENTAL AND TECHNICAL ANALYSIS	139
<hr/>	
Fundamental Analysis	139
Balance Sheet	140
Capitalization	142
Changes in the Balance Sheet	142
The Income Statement	145
Industry Fundamentals	147
Technical Analysis	148
Market Theories and Indicators	152
Efficient Market Theory	152
Pretest	155
CHAPTER 7	
ECONOMIC FUNDAMENTALS	157
<hr/>	
Gross Domestic Product	157
Recession	159
Depression	159
Economic Indicators	159
Economic Policy	161
Tools of the Federal Reserve Board	161
Reserve Requirement	161
Changing the Discount Rate	162
Federal Open Market Committee	162
Money Supply	163

Disintermediation	163
Moral Suasion	164
Fiscal Policy	164
International Monetary Considerations	166
Pretest	167

CHAPTER 8

RECOMMENDATIONS, PROFESSIONAL CONDUCT, AND TAXATION 171

Professional Conduct by Investment Advisers	172
The Uniform Prudent Investors Act of 1994	172
Fair Dealings with Clients	173
Recommending Mutual Funds	177
Periodic Payment Plans	177
Disclosure of Client Information	178
Borrowing and Lending Money	178
Developing the Client Profile	178
Types of Advisory Clients	179
Investment Objectives	180
Capital Asset Pricing Model (CAPM)	182
Risk vs. Reward	183
Alpha	185
Beta	185
Expected Return	186
Time Value of Money	187
Modern Portfolio Theory	189
Tax Structure	190
Investment Taxation	190
Calculating Gains and Losses	190
Cost Base of Multiple Purchases	191
Deducting Capital Losses	192
Wash Sales	192
Taxation of Interest Income	193
Inherited and Gifted Securities	193

Donating Securities to Charity	194
Trusts	194
Gift Taxes	194
Estate Taxes	195
Withholding Tax	195
Corporate Dividend Exclusion	196
Alternative Minimum Tax (AMT)	196
Taxes on Foreign Securities	196
Pretest	197

CHAPTER 9

SECURITIES INDUSTRY RULES AND REGULATIONS **201**

The Securities Act of 1933	201
The Prospectus	202
The Final Prospectus	202
SEC Disclaimer	203
Misrepresentations	203
The Securities Exchange Act of 1934	203
The Securities Exchange Commission (SEC)	204
Extension of Credit	205
Public Utilities Holding Company Act of 1935	205
Financial Industry Regulatory Authority (FINRA)	205
The Trust Indenture Act of 1939	206
Investment Advisers Act of 1940	206
Investment Company Act of 1940	206
FINRA Member Communications with the Public	207
FINRA Rule 2210 Communications with the Public	208
Corporate Websites	210
Blind Recruiting Ads	211
Generic Advertising	211
Tombstone Ads	211
Testimonials	212
Free Services	213

Misleading Communications	213
Securities Investor Protection Corporation Act of 1970 (SIPC)	213
Net Capital Requirement	214
Customer Coverage	214
Fidelity Bond	215
The Securities Acts Amendments of 1975	215
The Insider Trading and Securities Fraud Enforcement Act of 1988	215
Firewall	216
The Telephone Consumer Protection Act of 1991	216
Exemption from the Telephone Consumer Protection Act of 1991	217
National Securities Market Improvement Act of 1996	217
The Uniform Securities Act	218
Pretest	219

CHAPTER 10

TRADING SECURITIES **223**

Types of Orders	223
The Exchanges	227
Priority of Exchange Orders	227
The Role of the Specialist/DMM	227
The Specialist/DMM Acting as a Principal	228
The Specialist/DMM Acting as an Agent	228
Crossing Stock	230
Do Not Reduce (DNR)	231
Adjustments for Stock Splits	231
Stopping Stock	232
Commission House Broker	233
Two-Dollar Broker	233
Registered Traders	233
Super Display Book (SDBK)	233
Short Sales	234
Regulation of Short Sales/Regulation SHO	234

Rule 200 Definitions and Order Marking	234
Rule 203 Security Borrowing and Delivery Requirements	235
Over the Counter/Nasdaq	236
Market Makers	237
Nasdaq Subscription Levels	237
Nasdaq Quotes	238
Nominal Nasdaq Quotes	239
Nasdaq Execution Systems	239
Nasdaq Market Center Execution System (NMCES)	239
Nasdaq Opening Cross	240
Non-Nasdaq OTCBB	240
Pink Sheets	240
Third Market	240
Fourth Market	241
Broker vs. Dealer	241
FINRA 5% Markup Policy	242
Markups/Markdowns when Acting as a Principal	242
Riskless Principal Transactions	243
Proceeds Transactions	244
Arbitrage	244
Pretest	245

CHAPTER 11

OPTIONS

249

Option Classification	249
Option Classes	250
Option Series	250
Bullish vs. Bearish	250
Possible Outcomes for an Option	251
Characteristics of All Options	252
Managing an Option Position	252
Buying Calls	253

Maximum Gain Long Calls	253
Maximum Loss Long Calls	253
Determining the Breakeven for Long Calls	254
Selling Calls	254
Buying Puts	256
Selling Puts	257
Option Premiums	259
In-the-Money Options	259
At-the-Money Options	259
Out-of-the-Money Options	260
Intrinsic Value and Time Value	260
Using Options as a Hedge	261
Long Stock Long Puts/Married Puts	261
Long Stock Short Calls/Covered Calls	263
Short Stock Long Calls	265
Short Stock Short Puts	268
Futures and Forwards	270
Correlation	271
Pretest	273

CHAPTER 12**DEFINITION OF TERMS****277**

Security	277
Person	279
Broker Dealer	280
Agent	281
Issuer	281
Nonissuer	282
Investment Adviser	282
Pension Consultants	282
Form ADV	283
Investment Adviser Representative	284
Solicitor	284

Contents	xvii
Institutional Investor	284
Accredited Investor	285
Qualified Purchaser	285
Private Investment Company	285
Offer/Offer to Sell/Offer to Buy	285
Sale/Sell	286
Guarantee/Guaranteed	286
Contumacy	286
Federally Covered Exemption	286
Pretest	289

CHAPTER 13
REGISTRATION OF BROKER DEALERS, INVESTMENT
ADVISERS, AND AGENTS **295**

Registration of Broker Dealers and Agents	295
changes in an Agent's Employment	299
Mergers and Acquisitions of Firms	299
Renewing Registrations	299
Canadian Firms and Agents	300
Investment Adviser Registration	300
Advertising and Sales Literature	304
Brochure Delivery	305
The Role of the Investment Adviser	305
Additional Compensation for an Investment Adviser	305
Agency Cross Transactions	306
Disclosures by an Investment Adviser	306
Investment Adviser Contracts	308
Additional Roles of Investment Advisers	308
Private Investment Companies/Hedge Funds	308
Fulcrum Fees	309
Wrap Accounts	309
Soft Dollars	309
Pretest	311

CHAPTER 14	
SECURITIES REGISTRATION, EXEMPT SECURITIES, AND EXEMPT TRANSACTIONS	317
Exempt Securities	317
Securities Registration	318
Exempt Securities/Federally Covered Exemption	321
Exempt Transactions	322
Private Placements/Regulation D Offerings	322
Transactions with Financial Institutions	323
Transactions with Fiduciaries	323
Transactions with Underwriters	323
Unsolicited Orders	324
Transactions in Mortgage-Backed Securities	324
Pledges	324
Offers to Existing Securities Holders	324
Preorganization Certificates	324
Isolated Nonissuer Transactions	325
Nonissuer Transactions	325
Pretest	327
CHAPTER 15	
STATE SECURITIES ADMINISTRATOR: THE UNIFORM SECURITIES ACT	331
Actions by the State Securities Administrator	331
Cancelation of a Registration	332
Withdrawal of a Registration	333
Actions Against an Issuer of Securities	333
Rule Changes	333
Administrative Orders	333
Interpretive Opinions	334
Administrative Records	334
Investigations	334
Civil and Criminal Penalties	335

Contents	xix
Jurisdiction of the State Securities Administrator	336
Administrator's Jurisdiction over Securities Transactions	336
Right of Rescission	338
Statute of Limitations	339
Pretest	341
ANSWER KEYS	347
GLOSSARY OF EXAM TERMS	361
INDEX	427

