

Wiley Finance Series

**MARTIN J. WHITMAN
FERNANDO DIZ**

**MODERN
SECURITY
ANALYSIS**

**UNDERSTANDING
WALL STREET
FUNDAMENTALS**

WILEY

Contents

[Cover](#)

[Series](#)

[Title Page](#)

[Copyright](#)

[Dedication](#)

[Acknowledgments](#)

[Introduction](#)

[OUR FOCUS](#)

[CREDITWORTHINESS](#)

[THE APPRAISAL OF MANAGERMENTS](#)

[ACCESS TO CAPITAL MARKETS AND WEALTH CREATION](#)

[THE IMPORTANCE OF CONTROL](#)

[THE AVOIDANCE OF INVESTMENT RISK](#)

[MARKET EFFICIENCY?](#)

[DEBUNKING MYTHS](#)

[YOU NEED A LOT MORE THAN KNOWLEDGE OF ALGEBRA](#)

[AND THE ENGLISH LANGUAGE TO UNDERSTAND OUR](#)

[APPROACH.](#)

[OTHER TOPICS WE COVER IN THE BOOK](#)

[Part One: The Foundations of Modern Business and Security](#)

[Analysis](#)

[Chapter 1: The Scope of Fundamental Finance, Investing, and the Investor](#)

INVESTING VERSUS SPECULATING
THE OPMI DEFINED
ACTIVISTS
SUMMARY

Chapter 2: A Short Introduction to the Going Concern and Resource Conversion Views of Businesses

METHODS OF WEALTH CREATION
THE PURE GOING CONCERN VIEW
THE RESOURCE CONVERSION VIEW
SUMMARY

Chapter 3: Substantive Consolidation and Structural Subordination

SUBSTANTIVE CONSOLIDATION NOT OF PRIME IMPORTANCE
THE ACCOUNTING FOR STOCK OPTIONS CONTROVERSY IN LIGHT OF THE SUBSTANTIVE CONSOLIDATION DOCTRINE
STRUCTURAL SUBORDINATION NOT A SIGNIFICANT FACTOR
LACK OF PROGRESS IN EUROZONE CRISIS RESOLUTION: THE FAILURE TO USE SUBSTANTIVE CONSOLIDATION
SUMMARY

Chapter 4: The Substantive Characteristics of Securities

TYPES OF SECURITIES FOR ANALYTIC PURPOSES
CONTROL VERSUS NON-CONTROL SECURITIES
CONTROL AND NON-CONTROL PRICING AND ARBITRAGE
TERMS OF SECURITIES AS OPTIONS
WHAT A SECURITY IS DEPENDS ON WHERE YOU SIT
SUMMARY

Chapter 5: Primacy of the Income Account or Wealth Creation? What Are Earnings, Anyway?

WEALTH OR EARNINGS?

INFLUENCE OF REPORTED EARNINGS ON COMMON STOCK PRICES

THE LONG-TERM EARNINGS RECORD

PARSING THE INCOME ACCOUNT

SUMMARY

Chapter 6: Net Asset Value: The Static and Dynamic Views

THE GRAHAM AND DODD VIEW ON NAV

THE FINANCIAL ACCOUNTING VIEW ON NAV

OUR VIEW ON NAV

THE USEFULNESS OF NAV IN SECURITY ANALYSIS

THE IMPORTANCE OF NAV DYNAMICS

NAV AS ONE MEASURE OF RESOURCES

NAV AS ONE MEASURE OF POTENTIAL LIQUIDITY

LIMITATIONS OF NAV IN SECURITY ANALYSES

LARGE PREMIUMS OVER BOOK VALUE USUALLY MEAN

HIGH P/E RATIOS: IT DEPENDS ON ROE

NET NETS REDEFINED

OPMI INVESTING IN COMPANIES WITH GROWING NAVS

SUMMARY

Chapter 7: Creditworthiness

CREDITWORTHINESS FROM THE BORROWING ENTITY POINT OF VIEW

CAPITAL STRUCTURE

CAPITAL STRUCTURE FROM THE CORPORATE PERSPECTIVE

FACTORS AFFECTING CAPITAL STRUCTURE

CONSERVATIVE CAPITAL STRUCTURES

SUMMARY

Chapter 8: What Matters Is Investment Risk

THERE IS NO GENERAL RISK—ONLY SPECIFIC RISK

THE COMPONENTS OF INVESTMENT RISK

SUCCESSFUL PEOPLE AVOID INVESTMENT RISK

METHODS TO AVOID INVESTMENT RISK

SAFE AND CHEAP INVESTING AND MINIMIZING

INVESTMENT RISK

SUMMARY

Chapter 9: Shareholder Distributions from the Company Point of View

CASH DIVIDENDS OR RETAINED EARNINGS

STOCK DIVIDENDS

STOCK REPURCHASES

DISTRIBUTION OF ASSETS OTHER THAN CASH

LIQUIDATION

SUMMARY

Chapter 10: Roles of Cash Dividends in Security Analysis and Portfolio Management

THE THREE CONVENTIONAL THEORIES

CASH DIVIDENDS AS A FACTOR IN MARKET

PERFORMANCE

THE PLACEBO EFFECT OF CASH DIVIDENDS

CASH DIVIDENDS AND PORTFOLIO MANAGEMENT

CASH DIVIDENDS AND LEGAL LISTS

CASH DIVIDENDS AND BAILOUTS

THE GOALS OF SECURITIES HOLDERS

SUMMARY

Chapter 11: The Appraisal of Managements and Growth: GARP versus GADCP

NEW FRAMEWORK FOR THE APPRAISAL OF
MANAGEMENTS

MANAGEMENTS ATTUNED TO OPMI INTERESTS

MANAGEMENTS AS RESOURCE CONVERTERS

TRADEOFFS

GROWTH: GARP VERSUS GADCP

GROWTH AT A REASONABLE PRICE (GARP)

GROWTH AT DIRT CHEAP PRICES (GADCP)

SUMMARY

Chapter 12: The Significance (or Lack of Significance) of Market Performance

MARKET PERFORMANCE AND THE CHARACTER OF A
PORTFOLIO

MARKET PERFORMANCE OF PORTFOLIOS VERSUS
INDIVIDUAL SECURITIES

OUTSIDERS, INSIDERS, AND MARKET PRICE

PROFESSIONAL MONEY MANAGERS AND BEATING THE
MARKET

PERSPECTIVE ON BAILOUTS AND THE SIGNIFICANCE OF
MARKET PERFORMANCE

SUMMARY

Chapter 13: How Much Diversification?

PORTFOLIO DIVERSIFICATION VERSUS SECURITIES
CONCENTRATION

CORPORATE DIVERSIFICATION VERSUS CONCENTRATION

SUMMARY

Chapter 14: Toward a General Theory of Market Efficiency

THE DETERMINANTS OF MARKET EFFICIENCY

EXTERNAL FORCES INFLUENCING MARKETS EXPLAINED

GREAT ECONOMISTS CAN LEARN A LOT FROM VALUE INVESTORS

MARKETS WHERE EXTERNAL DISCIPLINES SEEM TO BE LACKING

MARKET EFFICIENCY AND FAIR PRICES IN TAKEOVERS
SUMMARY

Part Two: Putting It All Together: Safe and Cheap Investing versus Conventional Approaches

Chapter 15: Safe and Cheap Investing

THE SAFE AND CHEAP APPROACH

BENEFITS OF THE SAFE AND CHEAP APPROACH FOR THE OPMI

RESTRICTIONS AND DEMANDS OF THE SAFE AND CHEAP APPROACH

SUMMARY

Chapter 16: Graham and Dodd Placed in Context

THE OPMI DEFINED

THE OPMI PERSPECTIVE OF ANALYSIS

THE GOING CONCERN AND INVESTMENT COMPANY VIEWS OF BUSINESSES

PRIMACY OF THE INCOME ACCOUNT AND WEALTH CREATION

PRIMACY OF THE INCOME ACCOUNT, DIVIDENDS, AND CORPORATE USES OF CASH

PRIMACY OF THE INCOME ACCOUNT AND THE APPRAISAL OF MANAGERMENTS

PRIMACY OF THE INCOME ACCOUNT AND TOP-DOWN

VERSUS BOTTOM-UP ANALYSIS

PRIMACY OF THE INCOME ACCOUNT AND
DIVERSIFICATION

PRIMACY OF THE INCOME ACCOUNT AND GROWTH
STOCKS

MARKET RISK VERSUS INVESTMENT RISK AND MARGIN
OF SAFETY

THE IMPORTANCE OF MARKET PERFORMANCE

USES AND LIMITATIONS OF FINANCIAL ACCOUNTING

SUBSTANTIVE CONSOLIDATION

COMPENSATION OF PROMOTERS

DO STOCK MARKET PRICES REFLECT CORPORATE
VALUES?

TRADE-OFFS

MODERN CAPITAL THEORY VERSUS GRAHAM AND DODD

SUMMARY

Chapter 17: Academic Finance: Modern Capital Theory

THE MCT POINT OF VIEW

EQUILIBRIUM PRICING IS UNIVERSALLY APPLICABLE

THE OUTSIDE PASSIVE MINORITY INVESTOR IS THE ONLY
RELEVANT MARKET

DIVERSIFICATION IS A NECESSARY PROTECTION AGAINST
UNSYSTEMATIC RISK

SYSTEMATIC RISK EXISTS

VALUE IS DETERMINED BY FORECASTS OF DISCOUNTED
CASH FLOWS

COMPANIES ARE ANALYZED BASICALLY AS GOING
CONCERNS; INVESTORS IN MARKETABLE SECURITIES
ARE ANALYZED AS INVESTMENT COMPANIES

INVESTORS ARE MONOLITHIC: THEIR UNITARY GOAL IS

RISK-ADJUSTED TOTAL RETURN, EARNED CONSISTENTLY
MARKET EFFICIENCY MEANS AN ABSENCE OF MARKET
PARTICIPANTS WHO EARN EXCESS RETURNS
CONSISTENTLY OR PERSISTENTLY
GENERAL LAWS ARE IMPORTANT
RISK IS DEFINED AS MARKET RISK
MACRO CONSIDERATIONS ARE IMPORTANT
CREDITOR CONTROL IS A NONISSUE
TRANSACTION COSTS ARE A NONISSUE
FREE MARKETS ARE BETTER THAN REGULATED
MARKETS
THE OUTSIDE PASSIVE MINORITY INVESTOR MARKET IS
BETTER INFORMED THAN ANY INDIVIDUAL INVESTOR
MARKETS ARE EFFICIENT OR AT LEAST TEND TOWARD
AN INSTANTANEOUS EFFICIENCY
SUMMARY

Chapter 18: Broker-Dealer Research Departments and Conventional
Money Managers

HOW RESEARCH DEPARTMENTS AND CONVENTIONAL
MONEY MANAGERS THINK
PROBLEMS FACED BY RESEARCH DEPARTMENTS AND
CONVENTIONAL MONEY MANAGERS
SUMMARY

Part Three: Real-World Considerations

Chapter 19: Uses and Limitations of Financial Accounting

THE CONVENTIONAL APPROACHES
FINANCIAL ACCOUNTING REPORTS AS OBJECTIVE
BENCHMARKS
GENERALLY ACCEPTED ACCOUNTING PRINCIPLES AS

DEFINING REALITY FOR CERTAIN SPECIFIC PURPOSES
GENERALLY ACCEPTED ACCOUNTING PRINCIPLES AS A
ROAD MAP FOR DUE DILIGENCE AND LESS THOROUGH
INVESTIGATIONS
SUMMARY

Chapter 20: Company Disclosures and Information: Following the Paper Trail in the United States

NARRATIVE DISCLOSURES IN THE UNITED STATES
THE DOCUMENTS AND HOW TO READ THEM
WHAT THE PAPER TRAIL DOES FOR THE OUTSIDE
INVESTOR
WHAT THE PAPER TRAIL DOESN'T DO
HOW GOOD IS THE PAPER TRAIL?
SUMMARY

Chapter 21: Buying Securities in Bulk

METHODS FOR ACQUISITION OF COMMON STOCKS
ACQUISITION OF VOTING EQUITIES THROUGH
EXCHANGES OF SECURITIES
ACQUISITION OF CONTROL WITHOUT ACQUIRING
SECURITIES BY USING THE PROXY MACHINERY
SUMMARY

Part Four: Understanding Resource Conversion

Chapter 22: A Short Primer on Resource Conversion

LONG-TERM ARBITRAGE BETWEEN OPMI PRICES AND
CONTROL VALUES
MORE AGGRESSIVE EMPLOYMENT OF EXISTING ASSETS
MERGER AND ACQUISITION ACTIVITY
CORPORATE CONTESTS FOR CONTROL

GOING PRIVATE AND LEVERAGED BUYOUTS

SUMMARY

Chapter 23: Restructuring Troubled Companies

THE FIVE BASIC TRUTHS OF DISTRESS INVESTING

REHABILITATION OF TROUBLED ENTITIES

SUMMARY

Chapter 24: The Role of Government in Reorganizations

BAILOUTS OR CAPITAL INFUSIONS?

TOO BIG TO FAIL IS A PHONY CONCEPT

THE GOVERNMENT AND PRIVATE SECTOR ARE IN

PARTNERSHIP WHETHER THEY LIKE IT OR NOT

WALL STREET PROFESSIONALS AND CORPORATE

EXECUTIVES ARE ALL IN THE BUSINESS OF CREATING

MORAL HAZARDS

TAXPAYER BAILOUTS ARE A PHONY CONCEPT

A REVOLUTION IN CORPORATE REORGANIZATIONS AND

LIQUIDATIONS MAY HAVE OCCURRED IN 2009 WITH THE

CHAPTER 11 REORGANIZATIONS OF GENERAL MOTORS,

CHRYSLER, AND CIT CORPORATION

STRICT REGULATION OF FINANCIAL INSTITUTIONS IS

ABSOLUTELY NECESSARY

SUMMARY

Part Five: Active Investors Buy and Sell Common Stocks on an Advantageous Basis

Chapter 25: The Economics of Private Equity Leveraged Buyouts

THE 2005 ACQUISITION OF HERTZ GLOBAL HOLDINGS AND

SUBSEQUENT EVENTS AS A PRIME EXAMPLE

SUPER-ATTRACTIVE ACCESS TO CAPITAL MARKETS

[CASH PAYMENTS TO SPONSORS AND SPONSOR-CONTROLLED FUNDS](#)

[SPONSORS CONTROL OF HERTZ](#)

[SPONSORS ATTUNED TO THE NEEDS OF BANKERS AND THE WALL STREET UNDERWRITING COMMUNITY](#)

[QUESTIONS ABOUT LBOS](#)

[SUMMARY](#)

[Chapter 26: The Use of Creative Finance in a Corporate Takeover](#)

[THE CASE](#)

[THE POSTSCRIPT](#)

[INVESTMENT LESSONS](#)

[THE APPRAISAL OF MANAGEMENT](#)

[SPOTTING DOABLE DEALS](#)

[SUMMARY](#)

[Chapter 27: The Use of Creative Finance to Benefit Controlling Stockholders](#)

[THE PROBLEMS FACED IN THE SCHAEFER CORPORATION DEAL](#)

[THE BACKGROUND OF THE DEAL](#)

[DISCOUNT PURCHASES OF RESTRICTED CORPORATE STOCK](#)

[CORPORATION'S ACQUISITION OF BREWING](#)

[PROBLEMS AND WEALTH CREATION POTENTIALS FOR THE PARTIES IN INTEREST](#)

[SUMMARY](#)

[Glossary of Acronyms](#)

[About the Authors](#)

[Index](#)

Founded in 1807, John Wiley & Sons is the oldest independent publishing company in the United States. With offices in North America, Europe, Australia, and Asia, Wiley is globally committed to developing and marketing print and electronic products and services for our customers' professional and personal knowledge and understanding.

The Wiley Finance series contains books written specifically for finance and investment professionals as well as sophisticated individual investors and their financial advisors. Book topics range from portfolio management to e-commerce, risk management, financial engineering, valuation, and financial instrument analysis, and much more.

For a list of available titles, visit our Web site at www.WileyFinance.com.

Modern Security Analysis

*Understanding Wall Street
Fundamentals*

MARTIN J. WHITMAN
FERNANDO DIZ

WILEY

Cover Design: Paul McCarthy

Cover Image: © ASSALVE/iStock

Copyright © 2013 by Martin J. Whitman and Fernando Diz. All rights reserved.

Published by John Wiley & Sons, Inc., Hoboken, New Jersey.

Published simultaneously in Canada.

No part of this publication may be reproduced, stored in a retrieval system, or transmitted in any form or by any means, electronic, mechanical, photocopying, recording, scanning, or otherwise, except as permitted under Section 107 or 108 of the 1976 United States Copyright Act, without either the prior written permission of the Publisher, or authorization through payment of the appropriate per-copy fee to the Copyright Clearance Center, Inc., 222 Rosewood Drive, Danvers, MA 01923, (978) 750-8400, fax (978) 646-8600, or on the Web at www.copyright.com. Requests to the Publisher for permission should be addressed to the Permissions Department, John Wiley & Sons, Inc., 111 River Street, Hoboken, NJ 07030, (201) 748-6011, fax (201) 748-6008, or online www.wiley.com/go/permissions.

Limit of Liability/Disclaimer of Warranty: While the publisher and author have used their best efforts in preparing this book, they make no representations or warranties with respect to the accuracy or completeness of the contents of this book and specifically disclaim any implied warranties of merchantability or fitness for a particular purpose. No warranty may be created or extended by sales representatives or written sales materials. The advice and strategies contained herein may not be suitable for your situation. You should consult with a professional where appropriate. Neither the publisher nor author shall be liable for any loss of profit or any other commercial damages, including but not limited to special, incidental, consequential, or other damages.

For general information on our other products and services or for technical support, please contact our Customer Care Department within the United States at (800) 762-2974, outside the United States at (317) 572-3993 or fax (317) 572-4002.

Wiley publishes in a variety of print and electronic formats and by print-on-demand. Some material included with standard print versions of this book may not be included in e-books or in print-on-demand. If this book refers to media such as a CD or DVD that is not included in the version you purchased, you may download this material at <http://booksupport.wiley.com>. For more information about Wiley products, visit www.wiley.com.

Library of Congress Cataloging-in-Publication Data:

Whitman, Martin J.

Modern security analysis : understanding Wall Street fundamentals / Martin J. Whitman, Fernando Diz.

pages cm. — (Wiley finance series)

Includes index.

ISBN 978-1-118-39004-7 (cloth); 978-1-118-60265-2 (ebk); 978-1-118-60301-7 (ebk); 978-1-118-60338-3 (ebk)

1. Investment analysis. I. Diz, Fernando, 1956–. II. Title.

HG4529.W487 2013

332.63'2042—dc23

2013000737

*To the Deans, Faculty, Staff, Students and Alumni of
The Whitman School of Management
at
Syracuse University*

Acknowledgments

There are so many people who contributed to our knowledge, and to the specifics of this book, that it is impossible to acknowledge and thank all of them. We have singled out a few names but in doing so have no intent of shortchanging those contributors who we fail to mention.

At Syracuse University we are especially grateful for the help and advice given to us by Deans M. Stith and Tom Foley; Professors Bill Walsh and Randy Elder; students in the Orange Value Fund program—all at the Whitman School of Management; University Trustees and alumni Dick Haydon, Steve Ballentine, Bernard Kossar, Mike Dritz, John Couri, Steve Barnes, Ken Goodman, and Jack Genzer.

At Third Avenue Management, we benefited much from advice rendered by David Barse, Tom Gandolfo, Vinny Dugan, and Hal Drachman. Bridget Wysong also was helpful. This book never would have seen the light of day without the herculean efforts of Beth Connor, executive assistant to Martin Whitman and Betty Ross, administrator of the Ballentine Investment Institute and the Orange Value Fund program coordinator at the Whitman School of Management.

One faculty member at Syracuse University Law School, Gregory Germain, and two at the Yale University School of Management, Stan Gartska and Martin Shubik, have to be singled out for their contributions. Others worthy of mention are Ronnie Chan, Bruce Flatt, Bruce Greenwald, and Arnold Jacobs.

It ought to be noted that both of us learned a lot from people we came to believe were bad guys and with whom we would never again invest. We won't name names but rather just acknowledge that one tends to learn more from one's mistakes than from one's successes.

Also, our students at Syracuse, Yale, and Columbia contributed much to our knowledge. Quite possibly we learned more from them than they learned from us.

Finally, thanks to our families, especially Lois Whitman and Josefa Alvarez.

The errors and shortcomings of this book belong to us alone, not at all to the various contributors.

Martin J. Whitman
Fernando D.

Introduction

OUR FOCUS

This book is different from other books published about securities investing, securities trading, and academic finance as embedded in modern capital theory (MCT). It seems to us that all other books on investing and academic finance—ranging from *Principles of Corporate Finance* (McGraw-Hill, 2001) by Brealey and Myers to *Security Analysis: Principles and Technique* (America Media International, reprinted 2003) by Graham, Dodd, and Cottle (G&D), and to tracts on trading techniques—focus on forecasting and explaining short-run market prices, especially prices at which securities are traded in markets populated by outside passive minority investors (OPMIs). This book, in sharp contrast, focuses strictly on explaining and understanding commercial enterprises and the securities they issue. For us, short-run market prices in OPMI markets are so-called random walks except for the special cases of sudden-death securities such as options, warrants, certain convertibles, and risk arbitrage situations where there will be relatively determinate workouts in relatively determinate periods of time.

It seems to us that our approach became more relevant as a consequence of the 2008–2009 meltdown, whereas MCT and G&D approaches became less relevant.

In this book the emphasis is on creditworthiness rather than earnings and cash flows, the appraisal of managements not only as operators but also as investors and financiers, and understanding the motivations and practices of activists.

CREDITWORTHINESS

Throughout the book we emphasize the importance of creditworthiness. Three elements go into the determination of creditworthiness for functional purposes:

1. Amount of debt
2. Terms of debt
3. How productive are the use of proceeds from incurring the debt

Of these, we argue that the third element is the most important.

Also, there are three tests of solvency, and most entities do not have to pass all three to be deemed solvent.

1. Does the fair value of the assets exceed the claims against those assets (a balance sheet test)?
2. Does the entity have the wherewithal to meet its obligations as they come due (an income account test)?
3. Does the entity have access to the capital markets to meet cash shortfalls (a liquidity test)?

THE APPRAISAL OF MANAGERMENTS

Unlike others who view managements solely as operators of businesses, we appraise managements on their competencies as operators, investors, and financiers. Recently we have been acquiring the

common stock of Lai Sun Garment, a reasonably fast-growing and reasonably well-financed company with assets (mostly real estate) in Hong Kong and Mainland China. The common stock at this writing is selling at about an 80 percent discount from net asset value (NAV) and less than two times reported earnings for the year ended July 30, 2012. The one question we have about Lai Sun Garment management is as financiers. With the common stock priced the way it is, why isn't the company either buying in its own common stock or the common stock of its 47 percent owned subsidiary, Lai Sun Development, whose common stock sells at a similar discount from NAV and a similar price-to-earnings (P/E) ratio? If a goal of the business is to grow NAV per share, at those prices it is hard to visualize a better use of surplus cash than buying in common stock rather than expanding the asset base or paying cash dividends.

In examining NAV, it is important to examine the dynamics of NAV rather than just NAV as a static concept. For almost all corporations, NAV will grow year by year almost continuously. The quality of NAV tends to be much more important than the quantity of NAV. Certain assets contained in book value reflect overhead unlikely to ever be recovered through earnings or cash flow. Those are the types of NAV common stocks we try to avoid. There are valuable lessons to be learned from G&D analysis of net nets.

Payments to shareholders in the form of either dividends or stock buybacks has to be a residual use of cash most of the time compared with using cash to expand corporate assets or reduce corporate liabilities. However, from a corporate point of view it sometimes makes sense to pay large and increasing dividends, because that can give the corporation better access to capital markets than would otherwise be the case. Also, managements might consider large dividends simply because they are desired by so much of the company's OPMI constituency.

ACCESS TO CAPITAL MARKETS AND WEALTH CREATION

Another factor this book dwells on deeply that others seem to ignore is the importance for companies to have access to capital markets—both credit markets and equity markets. As the book points out, capital markets are notoriously capricious: sometimes not available at all (see the 2008 credit meltdown) and sometimes willing to give companies what might be characterized as “almost free money” (see the 1999 initial public offering [IPO] boom).

The goal of most corporations and most (but not all) OPMIs ought to be wealth creation, and it is important to note that there are four general ways to create wealth, not just the two seemingly cited by MCT and G&D. MCT and G&D believe in the primacy of the income account (i.e., creating wealth by cash flows, whether cash flows or earnings flows; earnings is defined as creating wealth while consuming cash). For us the four general ways of creating wealth—either corporate or individual—are:

1. Cash flow from operations
2. Earnings from operations
3. Resource conversion (i.e., massive asset redeployments, mergers and acquisitions, liability restructurings, changes of control, spinoffs, and liquidations)
4. Having attractive access to capital markets

It seems as if conventional security analysis puts overemphasis on four factors, which makes its approach much less useful in helping to understand a business. The four areas of overemphasis are:

1. Primacy of the income account (to the exclusion of balance sheet and financial position considerations)

2. Short-termism

3. Emphasis on top-down analysis and a consequent denigration of bottom-up analysis

4. Equilibrium pricing (i.e., the price at any moment of time represents an efficient market, and that price will change as the market digests new information)

G&D seem guilty on the first three accounts. MCT seems guilty on all four.

THE IMPORTANCE OF CONTROL

Unlike others, control issues and changes in control are a major consideration for us. Control issues are pretty much ignored by G&D and MCT. For us, control common stocks and passively owned common stocks are the same in form, but this book dwells heavily on why control common stocks are in fact, a vastly different commodity than non-control common stocks, certainly priced very differently in their respective markets. Control issues are also highly important in restructuring troubled companies. We suspect that subsequent to the 2008–2009 economic meltdown, an increased percentage of changes of control has occurred through recapitalization, asset sales, and capital infusions involving troubled publicly owned companies than has occurred through acquiring common stocks or using the proxy machinery to effect changes of control of healthy companies.

The book contains three tales about the use of creative finance to create highly attractive returns for various participants:

1. The 2005 LBO of Hertz Global Holdings.

2. The Leasco acquisition of Reliance Insurance—getting control without putting up cash via the judicious use of an overpriced common stock.

3. Schaefer Brewing—letting control shareholders extract large amounts of cash from a company while the control shareholders stay in control.

THE AVOIDANCE OF INVESTMENT RISK

In *Security Analysis*¹ G&D opine on the difference between investment and speculation. “An investment operation is one which upon thorough analysis, promises safety of principal and a satisfactory return. Operations not meeting these requirements are speculative.” We agree wholeheartedly with G&D. In this book we attempt to convince the reader that a safe and cheap approach is an investment operation, not a speculation. The avoidance of investment risk is at the center of the safe and cheap approach.

There are three general measures of investment risk:

Quality of the issuer

Terms of the issue

Price of the issue

For us, diversification is only a surrogate—and usually a darned poor surrogate—for knowledge, control, and price consciousness.

Value investing as practiced by OPMIs is one aspect of fundamental finance (FF). FF covers the following areas:

- Value investing
- ~~Distress investing~~
- Control investing
- Credit analysis
- First and second stage venture capital investing

The most talented value investors seem to graduate into distress investing and control investing. Such graduates include Warren Buffett, Sam Zell, Carl Icahn, Bill Ackman, and David Einhorn.

We find that there are many, many value investors who are quite competent competitors. As far as we can tell, however, none seem to put as much emphasis on strong financial positions as we do in this book.

Safe and cheap investing is basically a buy-and-hold approach focused on the avoidance of investment risk that buys growth without having to pay for it. Security sales take place only when the security becomes grossly overpriced, when the analyst has made a mistake, when corporate conditions change, or for portfolio considerations.

MARKET EFFICIENCY?

To others, the default position embodies the MCT view that markets are efficient; to wit, the price is right. To us, in contrast, most prices are quite wrong most of the time.

The conventional thinking seems to be that one has to take huge risks to obtain huge rewards. In this book, we demur. Rather, for us the royal road to riches is not to take investment risks but rather to lay off the investment risks on someone else. Truly great fortunes have been built by those who have successfully laid off investment risk on others. These success stories include the following people:

- Corporate executives
- Hedge fund operators
- Plaintiffs' attorneys
- Bankruptcy attorneys
- Investment bankers
- Securities brokers
- Venture capitalists

We further postulate that the best—but far from the only—way for OPIMs to lay off investment risk is to acquire securities that are both safe and cheap. The elements that go into safe and cheap investing in common stocks encompass the following:

- The issuer has to enjoy a super strong financial position.
- The common stock has to be available at a minimum 20 percent discount from readily ascertainable net asset value (NAV).
- The company has to provide comprehensive disclosures, including complete audits, and also be listed or traded in markets in jurisdictions that provide strong investor protections (the United States, Canada, and Hong Kong being examples).
- After thorough analysis, the prospects appear good that over the next three to seven years the company will be able to increase NAV by not less than 10 percent compounded annually after adding back dividends.

We do recognize certain shortcomings in our safe and cheap approach. A strong financial position

especially in the 2012 low interest rate environment, means the OPMI is dealing with management willing to sacrifice return on equity (ROE) and return on assets (ROA) in exchange for the insurance against adversity provided by a strong financial position and the opportunism for companies that arises out of a strong financial position. Also, the OPMI market seems efficient enough so that a large discount from NAV almost always indicates an absence of catalysts that could result in immediate market appreciation. For example, in our recommended list of securities in Chapter 6, none seem likely to undergo a change of control in the foreseeable future.

DEBUNKING MYTHS

The teachings in this book reject thoroughly a number of commonly held beliefs, including the concept of “too big to fail”; the definition of corporate failure; the belief that creditworthy entities, corporate or governmental, ever repay indebtedness in the aggregate; or the belief that a capital infusion into a private enterprise by a governmental agency is, *ipso facto*, a bailout rather than an investment.

For us, these beliefs are just plain wrong:

- “Too big to fail” is meaningless. The standard has to be “too important not to be reorganized efficiently and expeditiously.” The reorganizations and/or capital infusions after 2008 into General Motors, Chrysler, CIT Group, Citigroup, and American International Group (AIG) are good examples of efficient and expeditious reorganizations of very important companies.
- We define corporate failure as a restructuring in which junior security holders are wiped out or almost wiped out. Chapter 11 reorganization does not define failure. Staying in business does not define success. After 2008, AIG and Citicorp both failed using our definitions of failure, though neither ever filed for Chapter 11 bankruptcy relief.
- In the aggregate, debt is almost never repaid by entities, which nevertheless remain creditworthy. Rather, debt is refinanced and expanded insofar as the entity—whether corporate or governmental—expands its borrowing capacity (i.e., becomes more creditworthy). Each of the companies whose common stocks are listed in Chapter 6 had greater borrowing capacity in 2012 than it had four or five years earlier. Be wary of putting debt limits on corporations or governments.

The difference between a bailout and an investment is that a bailout constitutes a capital infusion without any hope of a return, no matter how return is measured. If there are prospects of a return, as well as a return of principal, the capital infusion is an investment. The Troubled Asset Relief Program (TARP) instigated in 2008 to rescue U.S. banks was an investment by the government, not a bailout.

Great economists Keynes, Friedman, Hayek, and Modigliani and Miller probably could have learned a lot from value investors.

YOU NEED A LOT MORE THAN KNOWLEDGE OF ALGEBRA AND THE ENGLISH LANGUAGE TO UNDERSTAND OUR APPROACH.

A contrast in approaches between academic finance and us is contained in the introduction to Brealey and Myers’s *Principles of Corporate Finance*, a leading finance text, where the authors state the

- [read Candide \(Penguin Classics Deluxe Edition\) pdf, azw \(kindle\), epub](#)
- [GearrdhrÄjmaÄ an Cheid here](#)
- [download online All Over Creation](#)
- [download On Course: A Week-by-Week Guide to Your First Semester of College Teaching](#)
- [download The Fall and Rise of Keynesian Economics pdf, azw \(kindle\)](#)

- <http://xn--d1aboelcb1f.xn--p1ai/lib/License-to-Date.pdf>
- <http://academialanguagebar.com/?ebooks/Gonzo-Girl--A-Novel.pdf>
- <http://cavalldecartro.highlandagency.es/library/Value-Based-Fees--How-to-Charge-and-Get-What-You-re-Worth.pdf>
- <http://anvilpr.com/library/Lohoof--Sighs-of-Sorrow-.pdf>
- <http://transtrade.cz/?ebooks/Death-with-Dignity--The-Case-for-Legalizing-Physician-Assisted-Dying-and-Euthanasia.pdf>