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CHAPTER 2

The Financial Markets and Interest Rates

CHAPTER ORIENTATION

This chapter considers the market environment in which long-term capital is raised. The underlying rationale for the existence of security markets is presented, investment banking services and procedures are detailed, private placements are discussed, and security market regulation is reviewed. Further discussions cover rates of return over long periods and recent periods, interest rate determinants, and theories of the term structure of interest rates.

CHAPTER OUTLINE

- I. Components of the U.S. financial market system.
 - A. **Public offerings** can be distinguished from **private placements**.
 - 1. The public (financial) market is an impersonal market in which both individual and institutional investors have the opportunity to acquire securities.
 - a. A public offering takes place in the public market.
 - b. The security-issuing firm does not meet (face-to-face) the actual investors in the securities.
 - 2. In a private placement of securities, only a limited number of investors have the opportunity to purchase a portion of the issue.
 - a. The market for private placements is more personal than its public counterpart.
 - b. The specific details of the issue may actually be developed on a face-to-face basis among the potential investors and the issuer.
 - B. Private placements and venture capital.
 - 1. Private placements can involve issuing both debt and equity, and "venture capitalists" can play an active role in both placements.

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2. For startup companies or companies in the early stages of business, as well as firms in "turnaround" situations, venture capital is a prime source of funds. The venture capital firm will frequently acquire a meaningful dollar state in the startup firm.

C. **Primary markets** can be distinguished from **secondary markets**.

- 1. Securities are first offered for sale in a primary market. For example, the sale of a new bond issue, preferred stock issue, or common stock issue takes place in the primary market. These transactions increase the total stock of financial assets in existence within the economy.
- 2. Trading in currently existing securities takes place in the secondary market. The total stock of financial assets is unaffected by such transactions.
- D. The **money market** can be distinguished from the **capital market**.
 - 1. The money market consists of the institutions and procedures that provide for transactions in short-term debt instruments, which are generally issued by borrowers who have very high credit ratings.
 - a. "Short-term" means that the securities traded in the money market have maturity periods of not more than one year.
 - b. Equity instruments are not traded in the money market.
 - c. Typical examples of money market instruments are (l) U.S. Treasury bills, (2) federal agency securities, (3) bankers' acceptances, (4) negotiable certificates of deposit, and (5) commercial paper.
 - 2. The capital market consists of the institutions and procedures that provide for transactions in long-term financial instruments. This market encompasses those securities that have maturity periods exceeding one year.
- E. **Spot markets** can be distinguished from **futures markets**.
 - 1. Cash markets are where something sells today, right now, on the spot; in fact, cash markets are often referred to as "spot" markets.
 - 2. Futures markets are where you can set a price to buy or sell something at some future date; in effect, you sign a contract that states what you're buying, how much of it you're buying, at what price you're buying it, and when you will actually make the purchase.
- F. **Organized security exchanges** can be distinguished from **over-the-counter markets**.
 - 1. Organized security exchanges are tangible entities whose activities are governed by a set of bylaws. Security exchanges physically occupy space, and financial instruments are traded on the premises.

- a. Major stock exchanges must comply with a strict set of reporting requirements established by the Securities and Exchange Commission (SEC). These exchanges are said to be **registered**.
- b. Organized security exchanges provide several benefits to both corporations and investors. They (1) provide a continuous market, (2) establish and publicize fair security prices, and (3) help businesses raise new financial capital.
- c. A corporation must take steps to have its securities **listed** on an exchange in order to directly receive the benefits noted above. Listing criteria differ from exchange to exchange.
- 2. Over-the-counter markets include all security markets **except** the organized exchanges. The money market is a prominent example. Most corporate bonds are traded over-the-counter.
- II. Using an investment banker
 - A. The investment banker is a financial specialist who acts as an intermediary in the selling of securities. He or she works for an investment banking firm (house).
 - B. Three basic functions are provided by the investment banker:
 - 1. He or she assumes the risk of selling a new security issue at a satisfactory (profitable) price. This is called **underwriting**. Typically, the investment banking house, along with the underwriting syndicate, actually buys the new issue from the corporation that is raising funds. The syndicate (group of investment banking firms) then sells the issue to the investing public (hopefully) at a higher price than it paid.
 - 2. He or she provides for the **distribution** of the securities to the investing public.
 - 3. He or she **advises** firms on the details of selling securities.
 - C. Several distribution methods are available for placing new securities into the hands of final investors. The investment banker's role is different in each case.
 - 1. In a **negotiated purchase**, the firm in need of funds contacts an investment banker and begins the sequence of steps leading to the final distribution of the offered securities. The price that the investment banker pays for the securities is "negotiated" with the issuing firm.
 - 2. In a **competitive_bid purchase**, the investment banker and underwriting syndicate are selected by an auction process. The syndicate willing to pay the issuing firm the greatest dollar amount per new security wins the competitive bid. This means that it will underwrite and distribute the issue. In this situation, the price paid to the issuer is not negotiated, instead it is determined by a sealed-bid process, much on the order of construction bids.

- 3. In a **commission** (or **best-efforts**) offering, the investment banker does not act as an underwriter. He or she attempts to sell the issue in return for a fixed commission on each security that is actually sold. Unsold securities are simply returned to the firm that was hoping to raise funds.
- 4. In a **privileged subscription**, the new issue is not offered to the investing public. It is sold to a definite and limited group of investors. Current stockholders are often the privileged group.
- 5. In a **Dutch auction**, investors first put in bids giving the number of shares they would like to buy and the price they are willing to pay for them. Once the bids are in, they are ranked, and the selling price is calculated as the highest price that allows all the stock to be sold.
- 6. In a **direct sale**, the issuing firm sells the securities to the investing public without involving an investment banker. This is not a typical procedure.
- D. The negotiated purchase is most likely to be the distribution method used by the private corporation. It consists of several steps.
 - 1. The security-issuing firm selects an investment banker.
 - 2. A series of pre-underwriting conferences takes place. Discussions center on (l) the amount of capital to be raised, (2) the possible receptiveness of the capital markets to a specific mode of financing, and (3) the proposed use of the new funds. These conferences are consummated by the signing of a **tentative underwriting agreement**. The approximate price to be paid for each security is identified in this agreement.
 - 3. An underwriting syndicate is formed. The syndicate is a temporary association of investment bankers formed to purchase the security issue from the corporation. The syndicate's objective is to resell the issue at a profit.
 - 4. Most new public issues must be registered with the SEC before they can be sold to final investors. This involves filing a lengthy technical document called a **registration statement** with the SEC. This document aims to disclose relevant facts about the issuing firm and the related security to potential investors. Another document, the **prospectus**, is also filed with the SEC for examination. It is a shortened version of the official registration statement. Once both documents are approved, the prospectus becomes the official advertising vehicle for the security offering.
 - 5. A selling group is formed to distribute the new securities to final investors. Securities dealers who are part of the selling group are permitted to purchase a portion of the new issue at a price available to the public. A **selling_group agreement** binds the syndicate and the members of the selling group.

- 6. A due diligence meeting is held to finalize all details prior to taking the offering to the public. The price at which the issuing firm will sell the new securities to the syndicate is settled. Usually, the offering is made to the public on the day after this meeting.
- 7. The syndicate manager (from the investment banking house that generated the business) is permitted to mitigate downward price movements in the secondary market for the subject offering. This is accomplished by the syndicate managers placing buy orders for the security at the agreed-upon public offering price.
- 8. A contractual agreement among the syndicate members terminates the syndicate. In the most pleasant situations, this agreement is made when the issue is fully subscribed (sold).
- III. Private placements
 - A. Each year, billions of dollars of new securities are privately (directly) placed with final investors. In a private placement, a small number of investors purchase the entire security offering. Most private placements involve debt instruments.
 - B. Large financial institutions are the major investors in private placements. These include (1) life insurance firms, (2) state and local retirement funds, and (3) private pension funds.
 - C. The advantages and disadvantages of private placements as opposed to public offerings must be carefully evaluated by management.
 - 1. The advantages include (l) greater speed than a public offering in actually obtaining the needed funds, (2) lower flotation costs than are associated with a public issue, and (3) increased flexibility in the financing contract.
 - 2. The disadvantages include (l) higher interest costs than are ordinarily associated with a comparable public issue, (2) the imposition of several restrictive covenants in the financing contract, and (3) the possibility that the security may have to be registered some time in the future at the lender's option.
- IV. Flotation costs
 - A. The firm raising long-term capital typically incurs two types of flotation costs:(1) the underwriter's spread and (2) issuing costs. The former is typically the larger.
 - 1. The underwriter's spread is the difference between the gross and net proceeds from a specific security issue. This absolute dollar difference is usually expressed as a percent of the gross proceeds.
 - 2. Many components comprise issue costs. The two most significant are (l) printing and engraving and (2) legal fees. For comparison purposes,

these, too, are usually expressed as a percent of the issue's gross proceeds.

- B. SEC data reveal two relationships about flotation costs.
 - 1. Issue costs (as a percent of gross proceeds) for common stock exceed those of preferred stock, which in turn exceed those of bonds.
 - 2. Total flotation costs per dollar raised decrease as the dollar size of the security issue increases.
- V. Regulation aimed at making the goal of the firm work
 - A. In July 2002 Congress passed the Public Company Accounting Reform and Investor Protection Act. The short name for the act became the Sarbanes-Oxley Act of 2002.
 - 1. The Sarbanes-Oxley Act was passed as the result of a large series of corporate indiscretions.
 - 2. The act holds corporate advisors (like accountants, lawyers, company officers, and boards of directors) who have access to or influence over company decisions strictly accountable in a legal sense for any instances of misconduct.
- VI. Observed rates of return in the financial markets. Ibbotson Associates examined the realized rates of return for a wide variety of securities spanning the period 1926-2003. They have found the following:
 - A. The average inflation rate (the "inflation-risk premium") has been about 3.2 percent annually.
 - B. The default-risk premium for long-term corporate bonds over long-term government bonds has between about 1.0 percent annually.
 - C. Large common stocks earned 5.5 percent more than the rate earned on longterm corporate bonds, and small firms earned 5.7 percent more than the average annual return on large firms.
- VII. Interest Rate Determinants
 - A. The real rate of interest is the difference in the nominal rate and the anticipated rate of inflation.
 - B. The notion of a real rate of interest can be thought of as the "price for deferring consumption."
 - C. Letting the nominal rate of interest be represented by k_{rf} , the anticipated rate of inflation by IRP, and the real rate of interest by k^* , we can express the result by the following equation:

1 + real rate of interest = (1 + nominal rate of interest)(1 + anticipated rate of inflation)

or real rate of interest = nominal rate of interest + anticipated rate of inflation + (anticipated rate of inflation)(nominal rate of interest)

For example, if the real rate is 5% and the expected inflation rate

is 4%, the real rate would then be 9.2%, computed as follows:

real rate of interest = .05 + .04 + (.05)(.04)

= .092 or 9.2%

- VIII. The term structure of interest rates
 - A. The relationship between a debt security's rate of return and the length of time until the debt matures is known as the **term structure of interest rates.**
 - B. The term structure reflects observed rates or yields on similar securities, except for the length of time until maturity, at a particular moment in time.
 - C. Three theories have been suggested to explain the term structure of interest rates.
 - 1. The **unbiased expectations theory** says that the term structure is determined by an investor's expectations about future interest rates.
 - 2. The **liquidity preference theory** suggests that investors require liquidity premiums (additional returns) to compensate them for buying securities that expose them to a greater risk of fluctuating interest rates.
 - 3. The **market segmentation theory** is built on the notion that legal restrictions and personal preferences limit investment choices to certain ranges of maturities and therefore affect the rates of return required in each range.
- IX Multinational firm and Intercountry Risk
 - A. Underdeveloped countries lack effective financial market systems.
 - B. Multinational firms with cash to invest in foreign markets will not consider investing in markets with uncertain or unstable financial systems or political environments.

ANSWERS TO END-OF-CHAPTER QUESTIONS

2-1. The **money market** consists of all institutions and procedures that accomplish transactions in short-term debt instruments issued by borrowers with (typically) high credit ratings. Examples of securities traded in the money market include U.S. Treasury bills, bankers acceptances, and commercial paper. Notice that all of these are debt instruments. Equities are not traded in the **money market**. The money market is

entirely an over-the-counter market. On the other hand, the **capital market** provides for transactions in long-term financial claims (those claims with maturity periods extending beyond one year). Trades in the capital market can take place on organized exchanges or over-the-counter.

- 2-2. Organized stock exchanges provide for:
 - (1) A continuous market. This means a series of continuous security prices is generated. Price changes between trades are dampened, reducing price volatility, and enhancing the liquidity of securities.
 - (2) Establishing and publicizing fair security prices. Prices on an organized exchange are determined in the manner of an auction. Moreover, the prices are published in widely available media like newspapers.
 - (3) An aftermarket to aid businesses in the flotation of new security issues. The continuous pricing mechanism provided by the exchanges facilitates the determination of offering prices in new flotations. The initial buyer of the new issue has a ready market in which he can sell the security should he need liquidity rather than a financial asset.
- 2-3. The criteria for listing can be labeled as follows: (1) profitability; (2) size; (3) market value; (4) public ownership.
- 2-4. Most bonds are traded among very large financial institutions. Life insurance companies and pension funds are typical examples. These institutions deal in large quantities (blocks) of securities. An over-the-counter bond dealer can easily bring together a few buyers and sellers of these large quantities of bonds. By comparison, common stocks are owned by millions of investors. Organized exchanges are necessary to accomplish the "fragmented" trading in equities.
- 2-5. The investment banker is a middleman involved in the channeling of savings into longterm investment. He performs the functions of: (1) underwriting; (2) distributing; (3) advising. By assuming underwriting risk, the investment banker and his syndicate purchase the securities from the issuer and hope to sell them at a higher price. Distributing the securities means getting those financial claims into the hands of the ultimate investor. This is accomplished through the syndicate's selling group. Finally, the investment banker can provide the corporate client with sound advice on which type of security to issue, when to issue it, and how to price it.
- 2-6. In a negotiated purchase, the corporate security-issuer and the managing investment banker negotiate the price that the investment banker will pay the issuer for the new offering of securities. In a competitive-bid situation, the price paid to the corporate security-issuer is determined by competitive (sealed) bids, which are submitted by several investment banking syndicates, each hoping to win the right to underwrite the offering.
- 2-7. Investment banking syndicates are established for three key reasons: (1) the investment banker who originates the business probably cannot afford to purchase the entire new

issue himself; (2) to spread the risk of loss among several underwriters; (3) to widen the distribution network.

- 2-8. Several positive benefits are associated with private placements. The first is **speed**. Funds can be obtained quickly, primarily due to the absence of a required registration with the SEC. Second, flotation **costs** are lower compared to public offerings of the same dollar size. Third, greater financing **flexibility** is associated with the private placement. All of the funds, for example, need not be borrowed at once. They can be taken down over a period of time. Also, elements of the debt contract can be renegotiated during the life of the loan.
- 2-9. As a percent of gross proceeds, flotation costs are inversely related to the dollar size of the new issue. Additionally, common stock is more expensive to issue than preferred stock, which is more expensive to issue than debt.
- 2-10. First, there may be a direct transfer of savings from the investor to the borrower. Second, there may be an indirect transfer that uses the services provided by an investment banker. Third, there may be an indirect transfer that uses the services of a financial intermediary. Private pension funds and life insurance companies are prominent examples of the latter case.
- 2-11. As a net user of funds, a firm must raise funds in the financial markets, either in the form of debt or equity. Also, since there will be other entities in need of funds, including both businesses and governments, the firm must offer the investor a return that is attractive, given the investor's next best opportunity. Thus, the cost of money to the firm will invariably be determined by the investor's next best opportunity cost. Otherwise, the investor will not be interested in purchasing the company's bonds or stocks. We should never base our decisions on past or historical costs, even when they represent the actual out-of-pocket costs to the firm. Maximizing shareholder wealth means that we make decisions based upon our understanding of the investor's best alternative opportunities. In the case of investment and financing decisions, the opportunity cost for the firm's investors is captured in the rates of return available in the financial markets.
- 2-12. Historically, returns of different types of securities have followed the risk-return relationship with securities, with higher levels of risk producing higher returns.
- 2-13. We may think of the difference in the nominal rate and real rate of return as the "inflation premium." As the expected rate of inflation increases, investors will demand a higher rate of return (a higher inflation premium) to compensate for the potential loss of purchasing power.
- 2-14. The term structure of interest rates represents the relationship between a debt security's rate of return and the length of time until the debt matures. For the relationship to be meaningful to us, all other factors than maturity, such as the chance of the bond defaulting, must be held constant.

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- 2-15. Three theories were given in the chapter for explaining the term structure of interest rates, (1) the unbiased expectations theory, (2) the liquidity preference theory, and (3) the market segmentation theory.
 - (1) The unbiased expectations theory states that the term structure is determined by an investor's expectations about future interest rates. Looking at the current term structure of interest rates we can estimate what investors should expect future interest rates to be. For instance, if we know the current interest rates for securities maturing one and two years, we can estimate what rate investors expect on a similar security issued one year from now with a one-year maturity date.
 - (2) According to the liquidity preference theory, investors require a liquidity premium to compensate for buying securities that expose them to the risks of fluctuating future interest rates.
 - (3) The market segmentation theory is built on the notion that legal restrictions and personal preferences limit investment choices to certain ranges of maturities. For example, commercial banks prefer short- to medium-term maturities as a result of their short-term deposit liabilities. They simply do not like to invest in long-term securities. Life insurance companies, on the other hand, have longer-term liabilities, so they prefer longer maturities when they invest. The market segmentation theory implies that the rate of interest for a particular maturity is determined solely by demand and supply conditions for a given maturities.

SOLUTIONS TO END-OF-CHAPTER PROBLEMS

2-1. Letting k = nominal rate

 k_{rf} = real risk-free rate

IRP = inflation rate

DRP = Default-risk premium

MP = Maturity premium

LP = Liquidity premium

 $k = k^*_{rf} + IRP + DRP + MP + LP$

 $k_{10-\text{year Treasury bond}} = 4\% = k_{rf}^* + IRP + DRP + MP + LP$; where DRP = 0 and LP = 0 (remember, this is a Treasury security, so it should have no DRP or LP)

Thus, $k_{10-\text{year Treasury bond}} = 4\% = k^*_{\text{rf}} + \text{IRP} + \text{MP}$

 $k_{10-year}$ Corporate bond = $6.8\% = k^*_{rf} + IRP + DRP + MP + 0.4\%$

Since both bonds are 10-year bonds, they should have the same inflation-risk premium (IRP) and the same maturity premium (MP). Thus, we can substitute $4\% = k^*_{rf} + IRP + MP$ into the 10-year corporate bond interest rate formula,

 $k_{10-\text{year Corporate bond}} = 6.8\% = k^*_{\text{rf}} + IRP + DRP + MP + 0.4\%$

 $k_{10-year \ Corporate \ bond} = 6.8\% = 4\% + DRP + 0.4\%$

Thus, DRP = 2.4%

2-2. The difference between the nominal yield and the inflation rate indicates the inferred real interest rate, which can serve as an approximation of the increase in real purchasing power over the study period. Those calculations are shown below.

Security	Mean Nominal Yield %	Mean Inflation Rate %	Inferred Real Rate %
Treasury bill	4.31	2.78	1.53
Treasury bonds	7.33	2.78	4.55

The 30-year real rate exceeds the 3-month real rate because of the maturity premium demanded by investors.

2-3.	If k	=	nominal rate		
	k*	=	real rate		
	IRP	=	inflation rate		
	then, k	=	$k^* + IRP + (IRP)(k^*)$		
	k	=	.04 + .07 + (.07)(.04)	=	11.28%
2-4.	If k	=	nominal rate		
	k*	=	real rate		
	IRP	=	inflation rate		
	then, k	=	$k^* + IRP + (IRP)(k^*)$		
	k	=	.06 + .04 + (.06)(.04)	=	10.24%

2-5. Letting k = nominal rate

 k_{rf}^* = real risk-free rate

IRP = inflation rate

DRP = Default-risk premium

MP = Maturity premium

LP = Liquidity premium

Since this is a Treasury security, there is not a Default-risk premium (DRP) or Liquidity premium (LP), thus,

 $k_{2-\text{year Treasury bond}} = 4.5\% = k^*_{rf} + IRP + MP$

4.5% = 2% + 2% + MP

Thus, MP = 0.5%

1.

- 2-6. a. If you invest in the two-year security, you will have saved \$23,328 (\$20,000 x 1.08 x 1.08) by the end of the second year. Investing in the one-year security, you would have saved \$21,200 (\$20,000 x 1.06) by the end of the first year. To do as well as you would with the first choice, you would have to earn \$2,128 in interest in the second year (\$23,328 \$21,200). That means you would have to earn 10% (\$2,128/\$21,200) on the investment bought in the second year, if you want to be as well off in the second year as you would be from buying the two-year security. Thus, you would invest in the one-year security paying 6% only if you believed you could earn at least 10% in the second year on a security issued at the beginning of the second year. The foregoing logic is based on the expectations theory of term structure of interest rates.
 - b. If you require an 11% rate on the second one-year investment, then the expectations theory is not fully explaining the term structure of interest rates. The expectations theory suggests you should accept 10% in year two. Thus, you are requiring a liquidity premium on the second-year investment to compensate for the uncertainty of the future interest rates in year two.

Real risk-free interest rate	0.63
+	+
Inflation-risk premium	2.33
+	+
Default-risk premium	1.28
+	+
Maturity premium	2.47
+	+

SOLUTION TO MINI CASE

Liquidity premium	0.04
=	=
Nominal interest rate	6.75

ALTERNATIVE PROBLEMS AND SOLUTIONS

ALTERNATIVE PROBLEMS

- 2-1A. (*Inflation and Interest Rates*) What would you expect the nominal rate of interest to be if the real rate is 5% and the expected inflation rate is 3%?
- 2-2A. (*Inflation and Interest Rates*) Assume the expected inflation rate to be 4%. If the current real rate of interest is 6%, what should the nominal rate of interest be?
- 2-3A. (*Inflation and Interest Rates*) Assume the expected inflation rate to be 9%. If the current real rate of interest is 5%, what would you expect the nominal rate of interest to be?
- 2-4A. (*Term Structure of Interest Rates*) You want to invest your savings of \$30,000 in government securities for the next two years. At the present, you can invest either in a security that pays interest of 8% per year for the next two years or in a security that matures in one year and pays 10 percent interest. If you make the latter choice, you would then reinvest your savings at the end of the first year for another year.
 - a. Why might you choose to make the investment in the one-year security that pays an interest rate of 10 percent, as opposed to investing in the two-year security paying 8 percent? Provide numerical support for your answer. Which theory of term structure have you supported in your answer?
 - b. Assume your required rate of return on the second-year investment is 7 percent; otherwise, you will choose to go with the two-year security. What rationale could you offer for your preference?

SOLUTIONS FOR ALTERNATIVE PROBLEMS

2-1A. If k =	nominal rate
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	k*	=	real rate	
	IRP	=	inflation rate	
	then, k	=	$k^* + IRP + (IRP)(k^*)$	
	k	=	.05 + .03 + (.03)(.05) =	8.15%
2-2A.	If k	=	nominal rate	
	k*	=	real rate	

IRP	=	inflation rate		
then, k	=	$k^* + IRP + (IRP)(k^*)$		
k	=	.06 + .04 + (.04)(.06)	=	10.24%

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If k	=	nominal rate		
k*	=	real rate		
IRP	=	inflation rate		
then, k	=	$k^* + IRP + (IRP)(k^*)$		
k	=	.05 + .09 + (.09)(.05)	=	14.45%
	IRP then, k	$k^* =$ IRP = then, k =	$k^{*} = real rate$ $IRP = inflation rate$ then, k = k* + IRP + (IRP)(k*)	$k^{*} = real rate$ $IRP = inflation rate$ then, k = k* + IRP + (IRP)(k*)

- 2-4A. a. If you invest in the two-year security, you will have saved \$34,992 (\$30,000 x 1.08 x 1.08) by the end of the second year. Investing in the one-year security, you would have saved \$33,000 (\$30,000 x 1.10) by the end of the first year. To do as well as you would with the first choice, you would have to earn \$1,992 in interest in the second year (\$34,992 \$33,000). That means you would have to earn 6% (\$1,992/\$33,000) on the investment bought in the second year, if you want to be as well off in the second year as you would be from buying the two-year security. Thus, you would invest in the one-year security paying 10% only if you believed you could earn at least 6% in the second year on a security issued at the beginning of the second year. The foregoing logic is based on the expectations theory of term structure of interest rates.
 - b. If you require a 7% rate on the second one-year investment, then the expectations theory is not fully explaining the term structure of interest rates. The expectations theory suggests you should accept 6% in year two. Thus, you are requiring a liquidity premium on the second-year investment to compensate for the uncertainty of the future interest rates in year two.