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Cover: 1985 was a year during which NSCC anticipated and responded to the expanding needs of the financial services industry...

- As marketplace self-regulatory organizations, represented here by a New York Stock Exchange Guide/Constitution and Rules, proposed new rules on broker-dealers' transfer of client accounts, NSCC implemented the Automated Customer Account Transfer Service.
- While continuing to serve its traditional equity, corporate bond and municipal bond marketplaces, represented by volume charts on the computer screen, NSCC expanded its comparison services to include municipal bond syndicates, when-issued and extended-settlement trades.
- NSCC's continued emphasis on automation is demonstrated by the data communications hardware.
- During 1985, NSCC continued to support trading links between U.S. and Canadian markets, symbolized by Canadian newspapers here.
- A link with The Stock Exchange in London will be made through International Securities Clearing Corporation, a new subsidiary formed in November, and represented here by the *Financial Times*.
- The mutual fund shares on the back cover illustrate the development of Fund/SERV, a new service for central processing of mutual funds.

National Securities Clearing Corporation

Corporate Office 55 Water Street New York, New York 10041 (212) 510-0400 Boston **One Boston Place** Boston, Massachusetts 02108 Chicago 135 South LaSalle Street Chicago, Illinois 60603 Cleveland 900 Euclid Avenue Cleveland, Ohio 44101 Dallas Plaza of the Americas **TCB** Tower Dallas, Texas 75201 Denver **Dominion Plaza** 600 17th Street Denver, Colorado 80202 Detroit 3153 Penobscot Building Detroit, Michigan 48226 Jersey City One Exchange Place Jersey City, New Jersey 07302 Los Angeles 615 South Flower Street Los Angeles, California 90017 Milwaukee 777 East Wisconsin Avenue Milwaukee, Wisconsin 53202 Minneapolis **IDS** Center 80 South 8th Street Minneapolis, Minnesota 55402 New York 55 Water Street New York, New York 10041 St. Louis One Mercantile Tower St. Louis, Missouri 63101 San Francisco 50 California Street San Francisco, California 94111 Toronto Two First Canadian Place Toronto, Ontario, Canada M5X 1A9

Over the course of 1935, National Securities Clearing Corporation emphasized its commitment to the industry by....

- furthering the conflicting evolution of its tracitional services to the equily and the corporate and municipal bond markets
- addressing existing and prospecifive industry processing needs with new services for mutual funds, international fracting and other growing markets of the financial services industry.

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Nineteen eighty-five was a record-breaking year for the financial services industry and National Securities Clearing Corporation. During 1985, NSCC saw the successful results of its ongoing program of service enhancements and capacity expansion and entered into a new period of proactive development, including the formation of a new international subsidiary.

As marketplaces throughout North America reached record volume and price levels, particularly in the first and fourth quarters of the year, they found capable clearing support at NSCC. NSCC, through Securities Industry Automation Corporation, its facilities manager, processed the greatest volume of stock, corporate bond and municipal bond transactions ever. This was made possible by a capacity-upgrade program of system and hardware enhancements that began in 1981 and was sustained even through lower volume cycles. Many of these capacity enhancements were completed during 1984, well in advance of the high volume which began in January 1985.

1985 was also a year of looking forward. NSCC continued its tradition of anticipating and responding to the changing needs of the industry as evidenced by the following new developments:

• International Securities Clearing Corporation, a subsidiary of NSCC, was established in November 1985. The new corporation will support the recent and continuing expansion of international trading by U.S. brokers, dealers and banks through bilateral linkages with central clearing and depository organizations in other countries. The first of these links, which will begin its pilot program in the second half of 1986, will be with The Stock Exchange in London.

Before launching its international subsidiary, NSCC gained experience in establishing international clearing links with The Canadian Depository for Securities Limited. During 1985, with volume up some 50% on the Toronto Stock Exchange and Montreal Exchange, this relationship expanded. As participants gained greater access to Canadian marketplaces through new trading links between the American and Toronto Stock Exchanges and the Boston and Montreal Exchanges, NSCC facilitated settlement of their trades in Canadian shares.

Fund/SERV, a new service for • central processing of mutual fund transactions, was developed during 1985 with the help and support of a Joint Operations Task Force representing the Investment Company Institute and the National Association of Securities Dealers. Until now, there have been few industry standards for the processing of mutual fund purchases and redemptions transacted by brokerdealers. NSCC's decision to provide centralized, automated processing for the mutual fund industry was reinforced as mutual fund sales reached \$110.5 billion during 1985, more than doubling 1984's record level.

• The Automated Customer Account Transfer Service was developed and began its pilot program. The service, which supports rule changes implemented in early 1986 by the New York Stock Exchange, the National Association of Securities Dealers and the Municipal Securities Rulemaking Board, provides for the orderly transfer of clients' assets from one firm to another by standardizing, centralizing and automating the process through NSCC.

• NSCC's Municipal Bond Program was expanded to encompass comparison and clearance processing of syndicate takedown, non-syndicate when-issued and extended-settlement transactions. This allows centralized processing of these trades, which range between 30% and 60% of municipal dealers' overall volume, along with all secondary-market transactions.

NSCC's emphasis on broadening its services to the industry, which is the focus of this Annual Report, was reflected in a restructuring of the committees within NSCC's Board of Directors. In addition to the Executive, Membership and Finance/Audit Committees, there are now also International, Municipal Bond and Mutual Fund Committees. This new focus of the committees enables the Board to play an even more direct role in the planning and development of new services and enhancements, while continuing to guide NSCC's overall progress toward short-term and long-range goals.

Daring m Kelly

David M. Kelly President and CEO

Jenord P. Z Gerard P. Lynch

Chairman of the Board

Gerard P. Lynch, Chairman of the Board Managing Director Morgan Stanley & Co. Incorporated

Samuel A. Alward Executive Vice President New York Stock Exchange, Inc.

Walter H. Cushman Senior Vice President The Bank of New York

C. Richard Justice Executive Vice President National Association of Securities Dealers, Inc.

Raymond J. Kalinowski Vice Chairman and Director A.G. Edwards & Sons, Inc.

David M. Kelly President and CEO National Securities Clearing Corporation

J. Kevin Kenny President and CEO J.J. Kenny Co., Inc.

Donald D. Kittell Executive Vice President and CFO Dean Witter Reynolds Inc.

Herbert I. Levitt General Partner Spear, Leeds & Kellogg

Bernard L. Madoff Sole Proprietor Bernard L. Madoff

Bruce T. Muddell President and CEO Chemical Bank (Delaware)

Gilbert L. Pamplin President and CEO J.J.B. Hilliard, W.L. Lyons, Inc.

Ronald W. Readmond Managing Director Alex. Brown & Sons, Inc.

William A. Rogers Partner and COO Wayne Hummer & Co.

Melvin B. Taub Senior Vice President Merrill Lynch, Pierce, Fenner & Smith Inc.

William J. Tierney, Jr. Managing Director Salomon Brothers Inc

Stephen L. Williams* Senior Vice President American Stock Exchange, Inc.

*Resigned as Director in January 1986





BOARD OF DIRECTORS

The executives who comprise NSCC's Board of Directors represent the broad scope of the financial services industry. This range of expertise is in keeping with NSCC's traditional receptiveness to open communication with and guidance from the industry.

All of the 13 elected Participant Directors, including Chairman of the Board Gerard P. Lynch, are executives of participating brokers, dealers and banks. The other members of the Board are NSCC's President and CEO David M. Kelly, and three Shareholder Directors designated by the New York Stock Exchange, National Association of Securities Dealers and American Stock Exchange: Samuel A. Alward, C. Richard Justice and Stephen L. Williams, respectively. When Dr. Williams left his post in early 1986, the Amex appointed Victor A. Ricciardelli, Senior Vice President, to succeed him on NSCC's Board.

As representatives of participating organizations, NSCC's Directors bring a breadth of knowledge, perspective and experience to the Board's deliberations and decisions. Beyond the variety of businesses represented, Board members' professional expertise spans such areas as executive, financial and operations management.

While the Board will continue to focus its attention on both short-term and long-range planning, the structure of several standing committees was changed in 1985 to enable Board members to guide NSCC in specific areas related to their own business experience and areas of specialization.

During 1985, the Board Committees were reorganized into the following six categories: Executive, Membership, Finance/Audit, International, Municipal Bond and Mutual Fund.

The Executive, Membership and Finance/Audit Committees will continue to fulfill their traditional functions at NSCC. The Executive Committee is responsible for adherence to Board policy and progress toward achieving corporate goals. The Membership Committee oversees NSCC's programs which monitor participants' financial and operational accountability and compliance with NSCC's rules. The Finance/Audit Committee, responsible for NSCC's financial integrity, oversees NSCC's internal accounting and auditing procedures, appoints the independent accountants, and monitors operating and capital budgets.

The new International, Municipal Bond and Mutual Fund Committees work to guarantee the operational and marketing success of new and developing NSCC products. These committees review each service's operational plans to ensure that they address the needs of the industry and are coordinated with market regulatory organizations. They also monitor the overall development, customer service and marketing programs for each product.

The Board Committees are as follows:

• Executive Committee: Gerard P. Lynch, Chairman; Walter H. Cushman, David M. Kelly, Donald D. Kittell, Bernard L. Madoff, Gilbert L. Pamplin and William J. Tierney, Jr. • Membership Committee: Bernard L. Madoff, Chairman; J. Kevin Kenny, Donald D. Kittell, Herbert I. Levitt, Bruce T. Muddell, William A. Rogers and William J. Tierney, Jr.

• Finance/Audit Committee: Donald D. Kittell, Chairman; Walter H. Cushman, Raymond J. Kalinowski, Herbert I. Levitt, Bruce T. Muddell and Gilbert L. Pamplin.

• International Committee: William J. Tierney, Jr., Chairman; Walter H. Cushman, Gerard P. Lynch, Bernard L. Madoff, Ronald W. Readmond and Melvin B. Taub.

• Municipal Bond Committee: J. Kevin Kenny, Chairman; Raymond J. Kalinowski, Gilbert L. Pamplin, Ronald W. Readmond and Melvin B. Taub.

• Mutual Fund Committee: Raymond J. Kalinowski, Chairman; Walter H. Cushman, Ronald W. Readmond, William A. Rogers and Melvin B. Taub.

In late 1985, NSCC's annual electoral process was set in motion as NSCC's Nominating Committee, a group selected from the executive ranks of participant organizations, invited participants to propose names of six prospective directors and three new members of the Nominating Committee.

After the Nominating Committee reviewed suggestions from participants, six candidates were selected for the office of Participant Director. Gerard P. Lynch and Ronald W. Readmond, whose terms of office expire in May 1986, were nominated for additional terms. Other nominees are Jeremiah M. Callaghan, Charles A. Moran, Richard J. Stream and Wilbert A. Thiel. These nominees will become Participant Directors of NSCC at the Board's Annual Meeting in May 1986. Directors who will retire from NSCC's Board at the Annual Meeting are Walter H. Cushman, Donald D. Kittell, Gilbert L. Pamplin and William A. Rogers.

The members of the 1985-1986 Nominating Committee are as follows:

Norman M. Epstein Executive Vice President/Managing Director E.F. Hutton & Company Inc.

William J. Fields Executive Vice President Wheat, First Securities, Inc.

James A. Jacobson Partner Benjamin Jacobson & Sons

Jeffrey B. Lane Vice Chairman and COO Shearson Lehman Brothers, Inc.

Daniel P. Tully President and COO Merrill Lynch & Co., Inc.

George A. Vonder Linden President and CEO Smith Barney, Harris Upham & Co. Incorporated

John A. Wing President and CEO The Chicago Corporation

The Nominating Committee also pro-

posed three to begin serving on the Nominating Committee in 1986:

J. Ronald Morgan Chairman, CEO and Director Thomson McKinnon Securities Inc.

Thomas C. Schneider Executive Vice President Dean Witter Reynolds Inc.

Edward W. Wedbush President and CEO Wedbush, Noble, Cooke, Inc.

They will serve on the 1986-1987 Committee with returning Committee members Epstein, Jacobson, Lane and Wing.



NOMINEES

Jeremiah M. Callaghan Managing Director Bear, Stearns & Co., Inc.

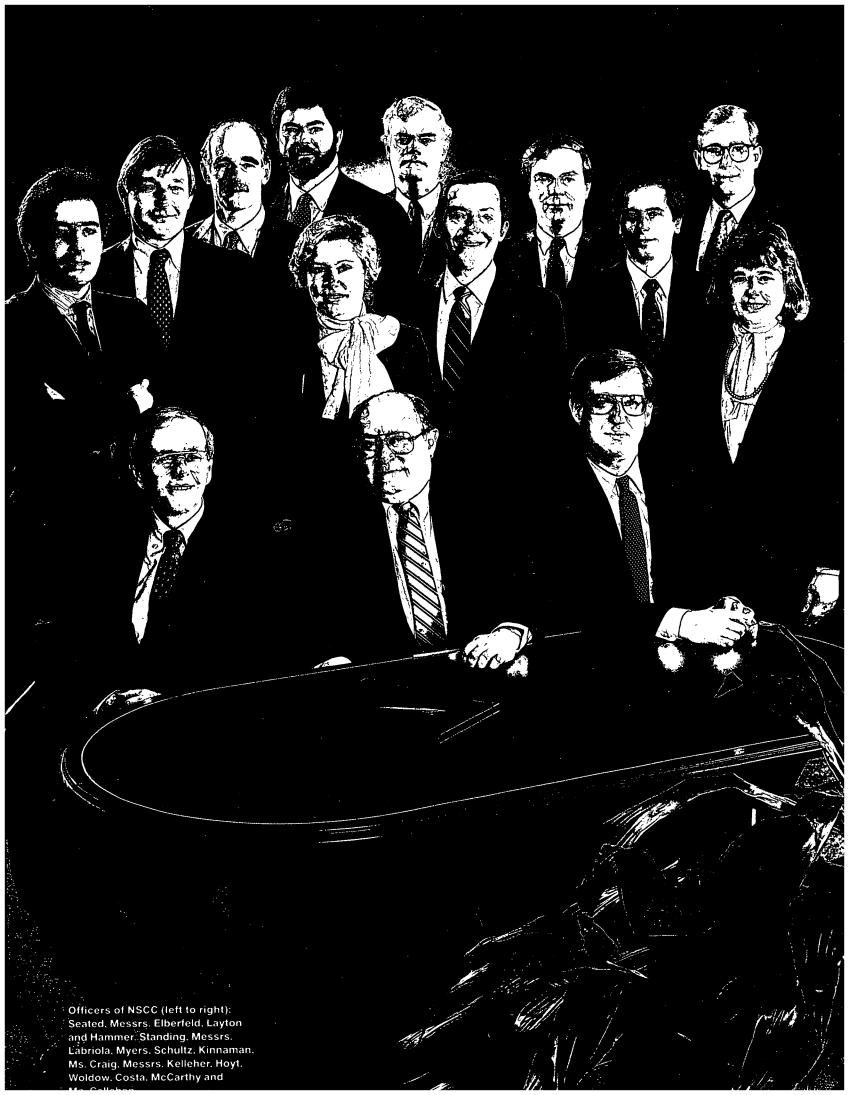
Charles A. Moran Senior Vice President Manufacturers Hanover Trust Company





Richard J. Stream Managing Director Piper, Jaffray & Hopwood Incorporated

Wilbert A. Thiel Executive Vice President The Chicago Corporation



Gerard P. Lynch Chairman of the Board, NSCC and ISCC

David M. Kelly President and CEO, NSCC Vice Chairman and CEO, ISCC

John F. Elberfeld Senior Vice President Finance

John L. Kinnaman Senior Vice President, NSCC President and COO, ISCC

Richard W. Myers* Senior Vice President Operations, ISCC

Robert A. Schultz Senior Vice President Planning and Operations

Robert J. Woldow Senior Vice President and General Counsel, NSCC Secretary and General Counsel, ISCC

Joel Hammer First Vice President Planning and Development

Steve M. Labriola First Vice President Marketing

Mary Ann Callahan Vice President Corporate Communications

Thomas F. Costa Vice President Regulation

Catherine A. Craig Vice President Human Resources and Administration

Michael J. Kelleher Vice President Operations Planning

Harvey Layton Vice President Compliance

Thomas K. McCarthy Vice President Planning and Development

David F. Hoyt Assistant Secretary and Director of Membership

*Effective February 3, 1986

During 1985, as NSCC continued to provide efficient processing of stocks, corporate and municipal bonds and unit investment trust funds, it began to develop and expand its services with an eye to the future.

The benefits of a continuing program of systems enhancements to increase volume capabilities were evident during the record-breaking year. The success of this program, which guarantees the continued efficiency of NSCC's services to its traditional equity and debt markets, allowed NSCC to focus on emerging financial industry needs through the development of major new and expanded service programs. These include the expansion of its municipal bond program, the development of Fund/ SERV for the mutual fund industry, the development and implementation of the Automated Customer Account Transfer Service and the establishment of an international subsidiary.

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N ineteen eighty-five was an outstanding year for both the financial services industry and NSCC.

Volume on major United States markets achieved record levels, with approximately 50.2 billion shares changing hands, up from 39.6 billion shares in 1984.

At NSCC, which processes an overwhelming majority of the stock, corporate bond and municipal bond transactions in the United States, the average daily volume of transactions was the highest ever. An average of almost 290,000 transactions were processed each day, valued at \$7.6 billion. Through the efficiencies gained from Continuous Net Settlement, an average of fewer than 63,000 deliveries were made each day. In December 1985, the month during which the Dow Jones Industrial Average surpassed 1500 for the first time, NSCC's average daily volume reached almost 370,000 transactions a day, with an average of slightly over 74,000 deliveries and a value of over \$11.1 billion daily.

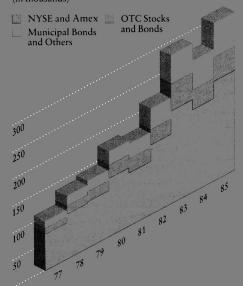
Even with high volume, 1985 was a year in which processing became more efficient for NSCC's participants. By December, one-third of all NYSE, Amex and NASD transactions reported to NSCC were executed as locked-in systems trades which are reported directly to NSCC by the marketplace involved. These trades are reported to participants on contracts one day earlier than other trades.

In anticipation of future highvolume periods, a major upgrade in NSCC's computing power was made through the acquisition of a new mainframe computer at Securities Industry Automation Corporation. The computer, an IBM 3084Q which began operating in early 1986, has twice as much memory as the three computers that it will replace, and increases processing speed by 50%.

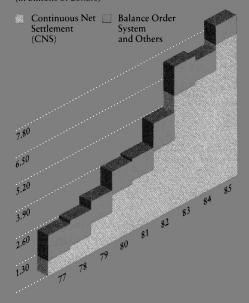
As processing for its traditional services continued to become more efficient, NSCC began developing new capabilities for the financial services industry. During 1985, NSCC expanded its National System for Municipal Bond Processing, implemented the Automated Customer Account Transfer Service, developed Fund/SERV for mutual fund processing, and established International Securities Clearing Corporation. Each of these developments is further detailed in the pages which follow.

While supporting its traditional services in the United States, NSCC also expanded its relationship with The Canadian Depository for Securities Limited, which had been initiated in 1984. More than 25 Canadian firms can now settle securities transactions executed with U.S. brokers and dealers through this relationship. During 1985, NSCC participants and CDS firms began using marketplace trading links between the American and Toronto Stock Exchanges and the Montreal and Boston Stock Exchanges. These links, which facilitate trading between Canadian and U.S. firms, are also supported within NSCC's clearance relationship with CDS.

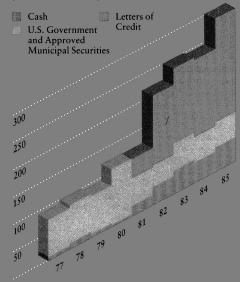
Average Daily Volume of Trades Processed (in thousands)



Average Daily Value of Transactions Settled (in billions of dollars)



Clearing Fund Balances (including excess deposits) as of 12/31 (in millions of dollars)

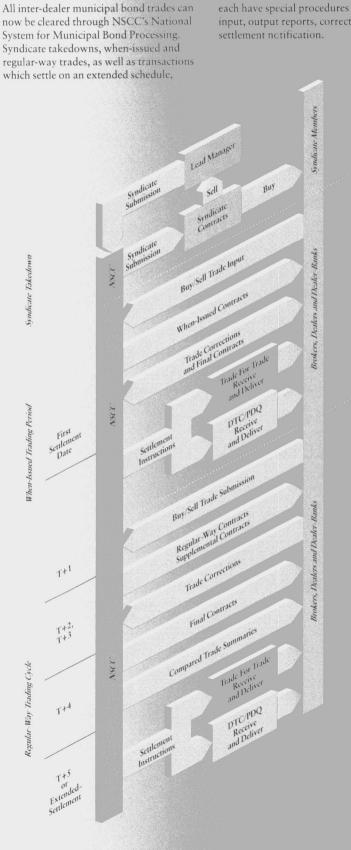


At an NYSE training session, a Jack Maroney, NYSE Systems Coordinator, demonstrates how transactions can be executed through SuperDOT 250, NSCC closely coordinates with its constituent marketplaces as they further develop automated trading systems, in order to facilitate automated links for clearance and settlement. 3045

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With the 1985 expansion of the National System for Municipal Bond Processing, virtually all municipal bond transactions can now be processed in NSCC's automated comparison environment.

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Municipal Securities Rulemaking Board Chairman Ralph Horn (center), Executive Vice President, First Tennessee Bank, N.A., with two members of NSCC's Municipal Securities Advisory Committee, Edward I. Pandolfo (left), Vice President, Merrill Lynch Capital Markets, and John J. Lynch, Jr., Executive Vice President, J.F. Hartfield & Co., Inc. 

each have special procedures for initial input, output reports, corrections and

During 1985, NSCC expanded its Municipal Bond Program so that comparison of all broker-dealer and dealer-to-dealer municipal bond transactions can be processed in an automated fashion.

Municipal Bond participants can now process...

- syndicate takedown transactions
- when-issued transactions
- regular-way transactions

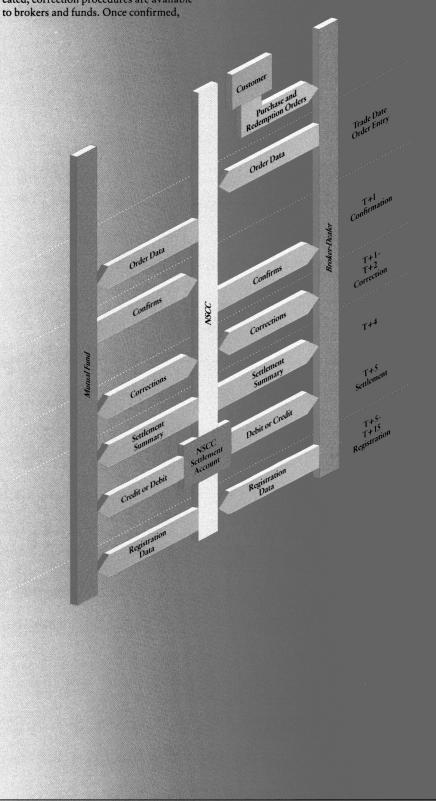
extended-settlement transactions. NSCC also began distributing a

twice-monthly report produced by a new system called the Municipal Comparison Analysis and Reporting System (MCARS). The report helps municipal bond participants track their timeliness and efficiency in processing regularway transactions. Similar information will be available for when-issued transactions during 1986.

Prior to NSCC's development of the National System for Municipal Bond Processing, the municipal industry did not have access to centralized automated comparison and clearance facilities. The 1985 expansion of the system to allow automated processing of all municipal bond transactions was the next step in NSCC's longrange plan to gradually introduce the benefits of centralization, automation and book-entry settlement to the municipal industry. Since the program began, more than 1,100 municipal bond brokers, dealers and dealer-banks have begun using NSCC's system, either directly or on a correspondent basis, to process their secondarymarket trades, and increasingly, their syndicate takedown, when-issued and extended-settlement transactions.



In Fund/SERV, which structures a five-day settlement cycle for the mutual fund industry, broker-dealers input their wire orders for purchases and redemptions to NSCC for forwarding to mutual fund underwriters for confirmation. As indicated, correction procedures are available to brokers and funds. Once confirmed the orders can settle based on Fund/ SERV's summary of mutual fund share credits and debits and a corresponding net money settlement. Fund/SERV also expedites reporting of registration instructions.



NSCC has developed a new service, called Fund/SERV, so that mutual fund underwriters and brokerdealers can enter, confirm, settle and register purchase and redemption data in an efficient, automated environment. The highly automated service, which is based on a standard five-day settlement cycle, has central processing facilities at NSCC's New York headquarters and is supported by a network of branch offices and telecommunications links throughout North America.

Fund/SERV...

- increases volume capabilities for brokers, dealers and fund underwriters
- centralizes mutual fund orderentry, registration and settlement
- nets final money daily to a single figure for every participating broker-dealer and mutual fund underwriter
- standardizes procedures and timeframes
- reduces operating costs.

In the past several years, the mutual fund industry has seen unprecedented volume increases. In 1985, with the average price increase of a mutual fund share up 20%, sales were over \$110 billion, more than double 1984's record highs. Consequently, automation and centralization have become a priority for the mutual fund industry. NSCC developed Fund/SERV in conjunction with a Joint Operations Task Force representing the Investment Company Institute and the National Association of Securities Dealers, Inc., which was formed to focus attention on the industry's expanding volume.

Until Fund/SERV, there were few industry/standards for the processing of mutual fund purchases and redemptions. With record sales of mutual funds in 1985, automation has become a priority.

Representing the first mutual fund organization to join NSCC are Charles J. Mohr (left), Chairman of the Board, Colonial Investors Service Center, Inc., and Manuel R. Hernandez, its President.

ACAT responds to an industry need to efficiently transfer customeraccounts. NSCC coordinated all phases of its development with the NASD, NYSE and the Rule 412 Committee.

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Frank Pagnotta (left), Vice President, Credit Services. Shearson Lehman Brothers, Inc., which automated its, ACAT interface with NSCC during 1985, and Donald van Weezel. Managing Director, Regulatory Affairs, New York, Stock, Exchange, Inc.

AUTOMATED CUSTOMER ACCOUNT TRANSFER SERVICE

Decides to More Account.

NSCC

On a national basis, whenever a customer decides to transfer an account, the firm which will receive it submits a Transfer Initiation to NSCC, which notifies the delivering firm. Over the next five days, NSCC centrally coordinates the verification process between the receiving and delivering firm, in order for them to efficiently confirm and, if necessary, adjust a detailed inventory of the account scheduled for transfer. NSCC ultimately provides for settlement through net book-entry and physical transfers to the receiving firm, in exchange for payment to the delivering firm.

Delivering Firm

Days 1-5 for Cash/Margin Accounts and Days 1-10 for IRAs/Keoghs

Vext 5 Days

he Automated Customer

which began its pilot program in 1985,

Account Transfer (ACAT) Service,

provides a standardized, centralized

and automated means of initiating

account transfers, determining and

verifying account information and delivering the account assets from one broker to another, as designated by the

The ACAT Service...

ties Rulemaking Board

clients' accounts

allows for the timely transfer of

supports new rules established by the New York Stock Exchange, the National Association of Securities Dealers and the Municipal Securi-

can be used for most transferable

ACAT responds to an industry need to efficiently transfer customer accounts. Already, approximately

1,500 accounts are transferred daily through the ACAT Service, with each account representing an average of five asset positions. Before the ACAT Service's pilot program began in mid-1985, the problem of account transfer delays was cited as the most common consumer complaint to the Securities and Exchange Commission. The ACAT Service, which was operational early in 1986, had already proved successful

during its pilot phase, with over 100 firms participating and 22,000 account transfers completed. In order to assist participants in complying with anticipated regulatory changes which went into effect in early 1986, NSCC coordinated all phases of ACAT's systems development with the NASD, NYSE

and the Rule 412 Committee.

customer.

assets.

INTERNATIONAL SECURITIES CLEARING CORPORATION

ISCC Board of Directors

Gerard P. Lynch, Chairman of the Board Managing Director Morgan Stanley & Co. Incorporated

Joseph Anastasio Vice President Salomon Brothers Inc

Michael Black Senior Vice President American Stock Exchange, Inc.

Nicola L. Caporale General Partner Goldman, Sachs & Co.

Joseph L. Gitterman, III Managing Partner LaBranche & Co.

C. Richard Justice Executive Vice President National Association of Securities Dealers, Inc.

Christopher Keith Senior Vice President New York Stock Exchange, Inc.

David M. Kelly President and CEO National Securities Clearing Corporation

John L. Kinnaman President and COO International Securities Clearing Corporation

Bernard L. Madoff Sole Proprietor Bernard L. Madoff

Ralph M. Mastrangelo Senior Vice President Morgan Guaranty Trust Company of New York

C. Robert P. Meyjes Senior Vice President Citibank, N.A.

Michael T. Reddy Senior Vice President Merrill Lynch, Pierce, Fenner & Smith Inc.

Fenton R. Talbott Managing Director The First Boston Corporation International Securities Clearing Corporation was established as a subsidiary of NSCC in November 1985. ISCC will...

- support international trading by U.S. brokers, dealers and banks
- form linkages and bilateral arrangements with central clearing and depository organizations in other countries
- participate in the evolutionary development of standards for uniform international trade comparison, clearance and settlement procedures
- facilitate safe custody of internationally traded securities
- facilitate increased overseas trading volume while reducing costs.

The formation of ISCC demonstrates NSCC's commitment to the growing international business of its members and the marketplaces it serves. ISCC's plans for 1986 include the development of a clearance link with The Stock Exchange in London. The two-way access to trade comparison, clearance and settlement services with dual-currency accounting alternatives, will enable members of NSCC/ ISCC and The Stock Exchange in London to efficiently settle trades in U.S. and U.K. equity securities while continuing to observe the trade clearance practices of each national system. ISCC also plans to pursue other clearance links with clearing and depository organizations in key capital market centers around the world.

ISCC, formediin November 1985, is developing a clearance link with The Stock Exchange in London, and plans to pursue links with clearing and depository organizations in key capital markets centers around the world.

ISCC Directors (left to right): Foreground. Mr. Madoff. Seated, Messrs. Anastasio, Mastrangelo, Caporale and Gitterman. Standing, Messrs. Reddy, Meyjes, Keith, Justice. Kinnaman and Kelly. ٣

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December 31,	1985	1984
Assets		
Current Assets:		
Cash	\$ 2,512,000	\$ 1,068,000
Temporary investments at cost		
(approximates market)	87,693,000	63,161,000
Accounts receivable, less allowance for doubtful		
accounts of \$493,000 and \$700,000 at	0	
December 31, 1985 and 1984	4,289,000	4,139,000
Settlement accounts receivable	9,052,000	18,702,000
Other current assets	354,000	133,000
Total current assets	103,900,000	87,203,000
Clearing Fund	222,310,000	160,008,000
Fixed assets, less accumulated depreciation of		
\$778,000 and \$411,000 at December 31, 1985		
and 1984	1,453,000	1,577,000
Deposits and other noncurrent assets	3,396,000	2,791,000
Total assets	\$331,059,000	\$251,579,000
Liabilities and Shareholders' Equity		
Current Liabilities:		
Accounts payable	\$ 3,956,000	\$ 3,866,000
Regulatory fees payable	1,074,000	705,000
Settlement accounts payable	51,962,000	44,006,000
Accrued taxes and other expenses	2,405,000	1,313,000
Total current liabilities	59,397,000	49,890,000
Clearing Fund:		
Participants' cash deposits	43,952,000	37,781,000
Balance of requirement	222,310,000	160,008,000
	266,262,000	197,789,000
Commitments and contingent liabilities (See Notes)		
Shareholders' Equity:		
Common stock authorized, issued and outstanding,		
30,000 shares of \$.50 par value	15,000	15,000
Capital in excess of par	885,000	885,000
Retained earnings	4,500,000	3,000,000
	5,400,000	3,900,000
Total liabilities and shareholders' equity	\$331,059,000	\$251,579,000

The accompanying Notes to Financial Statements are an integral part of this statement.

For the year ended December 31,	1985	1984
Revenue from clearing services	\$50,293,000	\$43,986,000
Interest income	2,209,000	1,476,000
Total revenues	52,502,000	45,462,000
Expenses:		
Securities Industry Automation Corporation		
processing expenses	29,291,000	28,103,000
Other processing expenses	2,940,000	2,386,000
The Depository Trust Company fees	9,679,000	7,643,000
Employee compensation and related benefits	4,376,000	3,622,000
General and administrative	2,488,000	2,715,000
Professional fees	478,000	273,000
Total expenses	49,252,000	44,742,000
Income before income taxes	3,250,000	720,000
Provision for income taxes	1,750,000	220,000
Net income	1,500,000	500,000
Retained earnings, beginning of the year	3,000,000	2,500,000
Retained earnings, end of the year	\$ 4,500,000	\$ 3,000,000

The accompanying Notes to Financial Statements are an integral part of this statement.

For the year ended December 31,	1985	1984
Financial resources were provided by (used for):		
Net income	\$ 1,500,000	\$ 500,000
Depreciation and amortization charges		
not affecting working capital	368,000	230,000
Working capital provided from operations	1,868,000	730,000
Clearing Fund cash deposits	6,171,000	(4,237,000)
Purchase of fixed assets	(245,000)	(1,373,000)
Disposal of fixed assets	1,000	117,000
Deposits and other	(605,000)	(2,064,000)
Increase (decrease) in working capital	\$ 7,190,000	\$ (6,827,000)
Increase (decrease) in current assets: Cash Temporary investments Accounts receivable Settlement accounts receivable Other current assets	\$ 1,444,000 24,532,000 150,000 (9,650,000) 221,000	\$ (4,703,000) 13,946,000 926,000 8,231,000 (124,000)
	16,697,000	18,276,000
(Increase) decrease in current liabilities:		
Accounts payable	(90,000)	(147,000)
Regulatory fees payable	(369,000)	(705,000)
Settlement accounts payable	(7,956,000)	(24,243,000)
Accrued taxes and other expenses	(1,092,000)	(8,000)
	(9,507,000)	(25,103,000)
Increase (decrease) in working capital	\$ 7,190,000	\$ (6,827,000)

The accompanying Notes to Financial Statements are an integral part of this statement.

NOTES TO FINANCIAL STATEMENTS

Note 1/Summary of Significant Accounting Policies:

The accounting and reporting practices of National Securities Clearing Corporation (the Company) conform to generally accepted accounting principles. The significant policies are summarized as follows:

(a) Retained earnings:

The Company has retained earnings of \$4,500,000, of which \$1,000,000 was earmarked for the capitalization of International Securities Clearing Corporation, a wholly owned subsidiary (see Note 9), and does not plan to declare dividends. The Company determines in advance the amount of earnings, if any, it wishes to retain in a given year and has accordingly provided rebates on its billings to participants.

(b) Temporary investments:

Temporary investments consist of U.S. Treasury securities maturing in less than one year, and are carried at cost, adjusted for amortization of premiums and accretion of discounts. At December 31, 1985, \$41,759,000 (\$22,952,000 at December 31, 1984) of such investments were held in an account for the exclusive benefit of participants. The amount to be held in such account, where the Company's rules require, is determined daily in accordance with procedures established by the Company to facilitate participants' compliance with the customer segregation rules of the Securities and Exchange Commission. Additionally, cash of \$1,144,000 and \$907,000 at December 31, 1985 and 1984, respectively, is segregated in accordance with such customer segregation rules.

(c) Settlement accounts:

Settlement accounts receivable and payable arise from temporary time lags in the cash settlement process between the Company and participants or other registered clearing agencies. The nature of the Company's business involves significant money transfers on a daily basis, certain of which are executed via Federal Funds and given effect in the financial statements on the basis of one-day earlier Clearing House Funds. In particular, Federal Funds transfers due from or to certain registered clearing organizations of \$159,890,000 and \$4,727,000 respectively were recorded as of December 31, 1984, in accordance with such Company practice; this situation did not exist at December 31, 1985.

(d) Revenue from clearing services:

Revenue from clearing services is net of rebates to participants which reduce gross revenues to the approximate amount of costs in accordance with the Company's retained earnings policy for the year. Since gross revenues exceeded costs, participant invoices were discounted \$4,661,000 and \$2,639,000 in 1985 and 1984, respectively.

(e) Provision for income taxes:

The difference between the Company's 53.8% effective tax rate for the year ended December 31, 1985 (30.6% for the year ended December 31, 1984) and the 46.0% federal statutory tax rate is primarily attributable to state and local taxes, offset by research and investment tax credits.

Note 2/Organization and Operations:

All of the Company's shares are owned equally by the New York Stock Exchange, Inc. (NYSE), American Stock Exchange, Inc. (Amex), and the National Association of Securities Dealers, Inc. (NASD). The Company is managed by its staff and controlled by an independent user Board of Directors which is responsible for its policies, operations, and financing. The Company's fee structure, which was approved by the Securities and Exchange Commission, is geared to reflect the Company's cost of providing services to its participants.

Note 3/Clearing Fund:

The rules of the Company require each participant to deposit in the Clearing Fund an amount based on its settlement activity. The Fund is available to secure participant obligations to the Company and certain liabilities and losses of NSCC, should they occur. The Company's policy is to apply 25% and, in its discretion, a greater percentage of its then existing retained earnings, if such losses exceed a defaulting participant's Clearing Fund deposit. After appropriate notice to both its membership and the Securities and Exchange Commission, the Company may assess its membership in accordance with the Company's rules. An assessment for a loss arising from a guaranteed NSCC system is limited to those participants who utilize that guaranteed system. Under certain circumstances, a participant in a guaranteed system can limit its assessment for losses arising from the financial impairment of another member in such guaranteed system to the amount of Clearing Fund attributable or allocated to that system based on the limiting participant's overall settlement activity. Neither the Company nor its predecessors have ever subjected their memberships to such an assessment.

The Clearing Fund consists of cash, securities issued or guaranteed by the U.S. Government, its states and their political subdivisions, or by Letters of Credit issued by authorized banks.

NOTES TO FINANCIAL STATEMENTS

(continued)

The composition of the Clearing Fund is as follows:

December 31,	1985	1984
Calculated requirements based on settlement activity Cash in excess of such requirements	\$257,199,000 9,063,000	\$187,435,000 10,354,000
Clearing Fund	266,262,000	197,789,000
Less:		
Participants' cash deposits, including cash in excess of such requirements	(43,952,000)	(37,781,000)
Balance of requirement	\$222,310,000	\$160,008,000
Non-cash deposits currently on hand:		
Letters of Credit	\$198,270,000	\$144,410,000
Securities (at market value)	47,511,000	49,043,000
	\$245,781,000	\$193,453,000

Amounts deposited by participants in excess of those participants' individual Clearing Fund requirements are not available to meet deficiencies of another participant except to the extent that the entire Clearing Fund may be pledged by the Company to meet a short-term liquidity requirement.

Title to the cash deposits and securities remains with the participant subject to the Company's contractual right to use them (and to present drafts under Letters of Credit deposited by participants) in accordance with the Company's rules.

Substantially all of the cash portion of the Clearing Fund is included in temporary investments at December 31, 1985 and 1984. Interest amounts earned by the Company from investing the cash portion of the Clearing Fund are passed through to participants on a pro-rata basis; such amounts, which are not reflected in the financial statements, totalled \$3,639,000 and \$3,710,000 in 1985 and 1984, respectively.

Note 4/Transactions with Related Parties:

The NYSE, Amex and NASD provide regulatory services for which NSCC collects billings from participants on behalf of these organizations. Amounts collected and not yet remitted at December 31, 1985 and 1984 with respect to these transactions are as follows:

1985	1984
\$1,074,000	\$594,000
-	111,000
\$1,074,000	\$705,000
	\$1,074,000

As described in Note 5, the Company has a facilities management agreement with Securities Industry Automation Corporation (SIAC), which is owned by the NYSE and Amex. The Company rents certain office space from SIAC for which rental payments amounted to \$592,000 and \$565,000 in 1985 and 1984, respectively. The NYSE also owns a minority interest in The Depository Trust Company (DTC), whose facilities are used by the Company. DTC fees included \$6,632,000 and \$5,005,000 in 1985 and 1984, respectively, relating to charges for NSCC participants which the Company sponsors at DTC. NSCC passes through these charges to the sponsored participants.

Amounts payable at December 31, 1985 and 1984 to SIAC and DTC are as follows:

	1985	1984
SIAC	\$3,024,000	\$2,880,000
DTC	312,000	274,000

Note 5/Facilities Management Agreement:

Under the terms of an agreement, SIAC provides the necessary facilities, personnel and services in support of the Company's clearing services and related functions. SIAC's charge is based on its direct, computer and general overhead costs arising from providing such services. The agreement has no expiration date and continues in effect unless notice of cancellation is given by either party. Under the terms of this agreement the Company was liable, in the event of cancellation, for computer equipment leases in the amount of \$4,859,000 at December 31, 1985. This amount decreases to zero in 1990.

Note 6/Lease Commitments:

At December 31, 1985, minimum annual rental payments under all noncancellable operating leases totalled \$1,492,000 payable as follows: \$1,136,000 in 1986 and \$356,000 in 1987.

NOTES TO FINANCIAL STATEMENTS

(continued)

Note 7/Contingencies:

The Continuous Net Settlement (CNS) system interposes the Company between participants in each security position on a daily basis. The total long and short security positions are in balance each day. The failure of participants to deliver securities to the Company, and the corresponding failure of the Company to redeliver such securities results in unsettled positions. Unsettled positions are marked to the market daily and debited or credited through the settlement process to participants involved.

At December 31, 1985, unsettled positions due the Company approximated \$817,000,000 (\$587,000,000 at December 31, 1984), and the amounts due from the Company approximated \$500,000,000 (\$354,000,000 at December 31, 1984) for unsettled positions and \$317,000,000 (\$233,000,000 at December 31, 1984) for securities borrowed through the Company's Stock Borrow Program.

Note 8/Pension Plan:

The Company has a trusteed noncontributory pension plan covering all employees who have attained age 21 (age 25 in 1984) and have six months of service. The total pension expense, which includes amortization of past service cost over 10 years, was \$171,000 and \$148,000 for 1985 and 1984, respectively, calculated under the entry age normal actuarial cost method. The Company makes annual contributions to the plan equal to the amount accrued for pension expense. Benefits and net assets for the pension plan are presented below:

January 1,	1985	1984
Actuarial present value of accumulated plan benefits:		
Vested	\$551,000	\$558,000
Nonvested	35,000	55,000
	\$586,000	\$613,000
Net assets available for plan benefits	\$953,000	\$745,000

During the past two plan years, certain actuarial assumptions and plan provisions were modified, including an increase in the rate of return used in determining the actuarial present value of accumulated plan benefits to 7.5% for 1984. The effect of these changes on pension expense and the accumulated plan benefits information is not significant.

Note 9/Subsequent Event:

On November 12, 1985, the Company established International Securities Clearing Corporation (ISCC), a wholly owned subsidiary which was incorporated in the State of New York; this international securities clearing subsidiary was formed to support U.S. brokers, dealers and banks through bilateral linkages with central clearing and depository organizations in other countries.

On January 2, 1986, NSCC contributed capital of \$1,000,000 to ISCC in exchange for 10,000 common shares of \$.50 par value per share. ISCC has also offered to interested settling members and shareholders of NSCC the opportunity to subscribe to ISCC debt through a private placement. It is expected that the approximate \$3,000,000 to be raised through this debt offering, together with the initial capitalization by NSCC, will assure the availability of adequate working capital to ISCC.

REPORT OF INDEPENDENT ACCOUNTANTS

153 East 53rd Street New York, NY 10022



February 19, 1986

To the Board of Directors and Shareholders of National Securities Clearing Corporation

Price Waterhouse

In our opinion, the accompanying balance sheet and the related statements of income and retained earnings and of changes in financial position present fairly the financial position of National Securities Clearing Corporation at December 31, 1985 and 1984, and the results of its operations and the changes in its financial position for the years then ended, in conformity with generally accepted accounting principles consistently applied. Our examinations of these statements were made in accordance with generally accepted auditing standards and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

Price Waterhouse

Participating Organizations (as of April 10, 1986)

ABD Securities Corporation Adams, Harkness & Hill, Inc. Adler, Coleman & Co., Inc. Advest, Inc. Agora Securities, Inc. Fred Alger & Company Incorporated Allen & Company Incorporated Alpine Associates Amalgamated Bank of New York American Investment Group American Securities Corporation American Stock Exchange Clearing Corporation Arnhold and S. Bleichroeder, Inc. Asiel & Co. **B.E.S.** Partners **BHF Securities Corporation** B & S Financial Services Inc. BT Brokerage Corporation Julius Baer Securities Inc. Robert W. Baird & Co., Incorporated Baird, Patrick & Co., Inc. Bank of Montreal, New York Branch The Bank of New York Bankers Trust Broker Clearing Unit Bankers Trust - Clearance Bankers Trust Company Adams, McEntee & Company Citizens First National Bank of New Jersey Citizens Trust Company Columbian Securities, Inc. Langdon P. Cook & Co. Incorporated Crocker National Bank First Interstate Bank of Nevada First Wisconsin National Bank of Milwaukee Fleet National Bank Glickenhaus - Ltg. & Co. Midlantic National Bank National City Bank, Cleveland D.A. Pincus & Co., Inc. Refco Municipal Securities Co. RepublicBank Dallas, N.A. Sterling, Grace Municipal Securities Corporation Strahsmeier Securities Co. The Summit Trust Company Tollner & Bean, Inc. United Virginia Bank Wheeler Municipals Corp. Bankers Trust/Investment Services Bankers Trust – J.J. Kenny Co., Inc. Barclays Bank International Limited Barrett & Company Bear, Stearns & Co., Inc. Beare Brothers & Co., Inc. Beauchamp & Co. Benton & Company Sanford C. Bernstein & Co., Inc. William Blair & Company Blinder, Robinson & Co., Inc. Boettcher & Company, Inc. Boston Stock Exchange Clearing Corp. Bodell Overcash Anderson & Co., Inc. **Buell Securities Corp.** Cantella & Co. (Retail) Robert C. Carr & Co., Inc. Clayton, Polleys & Co. Diamant Investment Corp. Gage-Wiley & Co., Inc. Gowell Securities Corporation (Retail) Instant Funds Incorporated Investors Discount Corporation Kimball & Cross Linsco Corp.

Merrimack Valley Investment Inc. Oftring & Co., Inc. H.M. Payson & Co. Spencer, Swain & Co., Inc. Trusteed Funds, Inc. Arthur W. Wood Company Boston Stock Exchange Specialist Account ABD Securities Corp. Steven J. Agoston Andrew Company John N. Aufiero Blodgett & Co., Inc. Cantella & Co. Dietrich & Company **Feigelman Securities** Gus N. Ganoudis Garden State Securities, Inc. Gowell Securities Corp. H.T.N. Securities Hawthorne Securities Corporation Jorgenson Securities, Inc. K. and S., Inc. King, Keller & Co. May & Gannon, Inc. Mermelstein & Co. Gerald P. Michaud John Murphy & Associates Olwell, McCallion, Inc. J. C. Bradford & Co. . Branch, Cabell & Co. H. A. Brandt & Associates, Inc. Broadcort Capital Corporation Brokerage Clearance Services, Inc. Brounoff, Claire & Co., Inc. Brown Brothers Harriman & Co. Brown & Company Securities Corporation Brown, Lisle/Cummings, Inc. Alex. Brown & Sons, Inc. P. R. Burke & Co. Burns Fry & Timmins Inc. Burns, Pauli & Co., Inc. CBT Municipal Dealer Cable, Howse & Ragen Canadian Depository for Securities Limited Andras Canavest Hetherington Limited Bache Securities Inc. Alfred Bunting & Company Ltd. **Burns Fry Limited** Connor, Clark & Company Ltd. Darier Management Corporation Inc. Davidson Partners Limited F. H. Deacon, Hodgson Inc. Disnat Investment Inc. Dominick Corporation of Canada Limited **Dominion Securities Pitfield Limited** First Canada Securities Corporation First Marathon Securities Limited Geoffrion, Leclerc Inc. Gordon Capital Corporation Levesque, Beaubien Inc. Levesque, Beaubien Inc. Loewen, Ondaatje, McCutcheon & Company, Ltd. MacDougall, MacDougall & MacTier Inc. McLeod Young Weir Limited McNeil, Mantha, Inc. Merit Investment Corporation Midland Doherty Limited Odlum Brown Limited Pictet (Canada) and Company, Limited Pemberton Houston Willoughby Incorporated Richardson Greenshields of Canada, Limited Walwyn Stodgell Cochran Murray Limited

Canadian Imperial Bank of Commerce S.B. Cantor & Co., Inc. Cantor, Fitzgerald & Co., Inc.

Capital Shares, Inc. Carolina Securities Corporation Carr Securities Corp. Carr & Thompson, Inc. Challenge Securities Inc. Chase Dealer & Investment The Chase Manhattan Bank, N.A. Chase/Syndicate Chemical Bank Chemical Bank - Municipal Dealer The Chicago Corporation The Cincinnati Stock Exchange Citibank Dealer – Municipal Operations Citibank/IFI Custody Citibank, N.A. Simmons First National Bank Citibank – Private Banking Division Conklin, Cahill & Co. The Connecticut Bank and Trust Company Connecticut National Bank Cosentino & DeFelice, Inc. Coughlin & Co., Inc. Cowen & Co. Craig-Hallum, Inc. Craigie Incorporated Custodial Trust Company (subsidiary of Bear, Stearns & Co., Inc.) Cutter & Dixon DBC Clearing Corporation **DLJ** Fixed-Income Dain Bosworth Incorporated Daiwa Securities America Inc. Davenport & Co. of Virginia, Inc. Shelby Cullom Davis & Co. Dean Witter Reynolds Inc. deCordova, Cooper & Co. Deltec Securities Corporation The Depository Trust Company **Citizens Commercial & Savings** Bank (Municipal Dealer) First National Bank of Cincinnati First National Bank of Louisville Manufacturers National Bank of Detroit - Municipal Bond Dept. Wachovia Bank & Trust - Bond Department Deutsche Bank Capital Corporation Dillon, Read & Co. Inc. Doft & Co., Inc. Dominick Investor Services Corp. Dominion Securities Pitfield Inc. Donald & Co. Securities, Inc. Drexel Burnham Lambert Incorporated E. I. Loan Services Easton & Co. Eberstadt Fleming, Inc. A. G. Edwards & Sons, Inc. Einhorn & Co. Engler & Budd Company Eppler, Guerin & Turner, Inc. Equity Securities Trading Co., Inc. Ernst & Company EuroPartners Securities Corporation Evans & Co., Incorporated Exchange Services, Inc. **Execution Services Incorporated** Fagenson & Company, Inc. Fagenson & Company, Inc. - Retail Fahnestock & Co. George R. Fairweather Securities, Inc. Fechtor, Detwiler & Co., Inc. Fernandez, Bartsch & Mirra Fiduciary Trust Company of New York Financial Clearing & Services Corporation First Albany Corporation

First Birmingham Securities Corporation The First Boston Corporation First Jersey National Bank First Jersey Securities, Inc. First Manhattan Co. First of Michigan Corporation First Options of Chicago, Inc. First Southwest Company Fossett Corporation Walter N. Frank & Co. Wm. V. Frankel & Co., Inc. Freehling & Co. Freeman Securities Company, Inc. Freeman Welwood & Co., Inc. French American Banking Corp. Albert Fried & Company J.W. Gant & Associates Gay & Co. Gintelco, Inc. Goldberg Securities, Inc. Goldman, Sachs & Co. Gordon & Co. Gradison & Company Incorporated Greenfield Partners Oscar Gruss & Son Incorporated Haas Securities Corporation Hanifen, Imhoff Inc. J.F. Hartfield & Co., Inc. The Heitner Corporation Henderson Brothers, Inc. Herzog, Heine, Geduld, Inc. Hill, Thompson, Magid & Co., Inc. J. J. B. Hilliard, W. L. Lyons, Inc. Hirshon, Roth & Co. Howard, Weil, Labouisse, Friedrichs Incorporated Wayne Hummer & Co. E.F. Hutton & Company Inc. IFB Managing Partnership, L.P. Icahn & Co., Inc. The Illinois Company Incorporated Ingalls & Snyder Interstate Securities Corporation Irving Trust Company The First National Bank in Albuquerque Mitsui Manufacturers Bank United Bank of Arizona Irving Trust/Investment/Dealer JMS Execution Services Benjamin Jacobson & Sons Janney Montgomery Scott Inc. Jefferies & Co., Inc. Jesup & Lamont Clearing Corp. Johnson, Lane, Space, Smith & Ćo., Inc. Johnston, Lemon & Co. Incorporated Edward D. Jones & Co. Josephthal & Co. Incorporated Kalb, Voorhis & Co. Kall & Co., Inc. Kaufmann, Alsberg & Co., Inc. Kellner, DiLeo & Co. J. J. Kenny Co., Inc. Kidder, Peabody & Co. Incorporated C. L. King & Associates, Inc. Koonce Securities Inc. Henry Krieger & Co. LaBranche & Co. Lafer Amster & Co. Lashco, Inc. Lasker, Stone & Stern Cyrus J. Lawrence Incorporated Lawrence, O'Donnell & Co. Lazard Freres & Co. Legg Mason Masten Inc. Lewco Securities Corp. S. B. Lewis & Company MKI Securities Corp. MN Services M. S. Securities Services Inc. McCourtney-Breckenridge & Company

McDonald & Company Securities, Inc. McLeod Young Weir Incorporated Mabon, Nugent & Co. MacAllaster Pitfield MacKay Inc. Bernard L. Madoff Manufacturers and Traders Trust Company Manufacturers Correspondent **Clearing Services** Manufacturers Hanover Trust Company Alamo National Bank American Fletcher National Bank The Arizona Bank Banco Popular de Puerto Rico BancOhio National Bank Bank of Virginia Bankers Trust of South Carolina Boatmen's National Bank of St. Louis Central Fidelity Bank Central Fidelity Bank – Investments Central Fidelity Bank (Lynchburg, VA) Corpus Christi National Bank The Exchange National Bank of Chicago The First National Bank of Shreveport First National Bank of South Carolina First Union National Bank Hibernia National Bank in New Orleans Imperial Bank (Los Angeles) Landmark First National Bank LaSalle National Bank Mellon Bank, N.A. NCNB National Bank of North Carolina **Old Stone Corporation** Pittsburgh National Bank South Carolina National Bank Southeast Bank, N.A. Southtrust Bank of Alabama, N.A. Sovran Bank, N.A. Sovran Bank, N.A. - Trading Unibanc Trust United Bank and Trust Company Manufacturers Hanover Trust Company - Municipal Dealer Operations Marcus & Company Marcus Schloss & Co., Inc. Marine Midland Bank, N.A. -Capital Markets Clearance Marine Midland Bank - New York First National Bank of Toms River, N.I. Second National Bank of Saginaw United Jersey Bank Carl Marks & Co., Inc. Mayer & Schweitzer, Inc. M. J. Meehan & Co. Mericka & Co., Inc. Merrill Lynch, Pierce, Fenner & Smith Inc. Mesirow & Company, Incorporated **Metropolitan Securities** Midland Doherty Inc. **Midwest Clearing Corporation** Bartlett & Co. Alan Bush Brokerage Company Equitable Securities Corporation Howe, Barnes & Johnson, Inc. The Milwaukee Company Texas First Brokerage Services Montgomery Securities Morgan Guaranty Trust Company of New York Morgan Guaranty Trust Company of N.Y. - Muni Bond Dealer Morgan, Keegan & Company, Inc. Morgan, Olmstead, Kennedy &

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Gardner Incorporated

Morgan Stanley & Co. Incorporated Muller and Company, Inc. Murphey, Marseilles, Smith & Nammack Murphy & Durieu NASD Market Services, Inc. National Financial Services Corporation National Westminster Bank USA Neuberger & Berman Newbridge Securities Inc. New Japan Securities International, Inc. Newhard, Cook & Co. Incorporated J. F. Nick & Co. The Nikko Securities Co. International, Inc. Nippon Kangyo Kakumaru International, Inc. Nomura Securities International, Inc. Norbay Securities, Inc. John Nuveen & Co. Incorporated O'Connor & Associates **O'Connor Securities** Offerman & Co., Inc. Olde & Co., Incorporated Oppenheimer & Co., Inc. Outwater & Wells, Inc. Pacific Brokerage Services Pacific Clearing Corporation Crowell, Weedon & Co. PaineWebber Incorporated S. C. Parker & Co., Inc. Pershing Division of Donaldson, Lufkin & Jenrette Securities Corporation Carl H. Pforzheimer & Co. Piper, Jaffray & Hopwood Incorporated E. J. Pittock & Co., Inc. Prescott, Ball & Turben, Inc. Prudential-Bache Securities Inc. Purcell, Graham & Co., Inc. Q&R Clearing Corporation E. J. Quinn & Co., Inc. **RSF** Partners T. J. Raney & Sons, Inc. Rauscher Pierce Refsnes, Inc. Raymond, James & Associates, Inc. W. H. Reaves & Co., Inc. Regional Clearing Corp. Reich & Co. Inc. **Richardson Greenshields** Securities Inc. M. Rimson & Co., Inc. Robb, Peck, McCooey Clearing Corporation Robertson, Colman & Stephens Rodman & Renshaw, Inc. Roney & Co. Rose & Company Investment Brokers, Inc. L.F. Rothschild, Unterberg, Towbin, Inc. Roulston Research Corp. R. Rowland & Co., Incorporated Ryan, Beck & Co. Sage, Rutty & Co., Inc. Salomon Brothers Inc M. A. Schapiro & Co., Inc. J. Henry Schroder Bank & Trust Company Charles Schwab & Co., Inc. Scott & Stringfellow, Inc. Seasongood & Mayer Securities Clearing of Colorado, Inc. (Doing Business as: SECO Securities, Inc.) Securities Corp. (Allen) Securities Settlement Corporation

Security Pacific Broker Services Security Pacific Clearing & Services Corp. American Municipal Securities Inc. James Baker & Company Bancroft, O'Connor, Chilton & Lavell, Inc. Berghoff, Marsh & Company Bernardi Securities, Inc. A. F. Best Securities, Inc. Bowman & Company, Inc. Brean Murray, Foster Securities Inc. Bryan, Worley & Co., Inc. Capitol Municipal Securities, Inc. Carl & Company Incorporated Carolan & Co., Inc. Carty & Company, Inc. Chase Lincoln First Bank, N.A. Columbian Securities, Inc. Cranston Securities Company Crews & Associates, Inc. Croake, Roberts, Inc. Dayton, Kahn, Heppe, Hancock & Co. Dorsey & Company Incorporated A. Webster Dougherty & Co., Inc. Duncan-Williams, Inc. Dupree & Company, Inc. R.W. Ellwood & Co., Inc. Essex Company First Eastern Bank, N.A. First Miami Securities, Inc. First St. Louis Securities, Inc. Flagship Securities, Inc. GFC Securities Corporation Gibralter Securities Co. A. F. Green & Co., Inc. Greer Moreland Fosdick Shepherd Inc. Griffin, Kubik, Stephens & Thompson, Inc. J.B. Hanauer & Co. Henry/Kearns Municipals, Inc. Horizon Securities, Inc. Investment Securities of Oklahoma, Inc. A.D. Jack & Company Landmark Investments, Inc. Lasater & Company Leedy Corporation David Lerner Associates, Inc. M. G. Lewis & Co., Inc. John P. McGowan and Company, Inc. Matthews & Wright, Inc. Meuse, Rinker & Chapman Incorporated Mid-State Securities Corp. Municipal Securities, Inc. National Bank of Commerce (Birmingham, Ala.) National Bank of Commerce (Memphis, Tenn.) Plansmith Securities, Inc. Powell & Satterfield, Inc. Arch W. Roberts & Co. Russell, Rea & Zappala, Inc. St. Johns Capital Investors Corporation Sauerman Securities, Inc. R. Seelaus & Co., Inc. Southeastern Municipal Bonds, Inc. Spelman & Co., Inc. Townes & Co., Inc. Vining-Sparks Securities, Inc. Michael A. Weisser, Inc. Westcap Securities, Inc. A.H. Williams & Co., Inc. Young Moore & Company, Inc. B. C. Ziegler & Company Ziegler Securities, Inc. A. W. Zucker & Co. Security Pacific Loan Group Security Pacific Retail Services Seidler Amdec Securities Inc.

Seligman Securities, Inc. H. B. Shaine & Co., Inc. Shatkin Investment Corp. Shatkin-Lee Clearance Shatkin-Lee Securities Co. Shearson Lehman Brothers, Inc. I. M. Simon & Company, Inc. Smith Barney, Harris Upham & Co. Incorporated E. H. Smith, Jacobs & Co. Smith, Moore & Co. Southwest Securities Incorporated Spear, Leeds & Kellogg State Street Boston Securities Services Corp. R. J. Steichen & Co. Stern & Kennedy Sterne, Agee & Leach, Inc. Stifel, Nicolaus & Company Incorporated Stock Clearing Corporation Stock Clearing Corporation of Philadelphia Butcher & Singer Inc. StockCross, Inc. Stokes, Hoyt & Co. J. Streicher & Co. The Stuart-James Company, Inc. Swiss American Securities, Inc. Swiss Bank Corporation International Securities Inc. Thomson McKinnon Securities Inc. A. B. Tompane & Co. The Toronto-Dominion Bank Transaction Services, Inc. Transatlantic Securities Company Tucker, Anthony & R. L. Day, Inc. **UBS Securities Inc.** Underwood, Neuhaus & Co., Incorporated United Missouri Bank of Kansas City, N.A. United States Trust Company of New York **Universal Securities Corporation** Vail Securities Investment, Inc. Van Kampen Merritt Inc. Edward A. Viner & Co., Inc. W & D Securities, Inc. Wachovia Brokerage Service Wagner, Stott & Co. Wall Street Clearing Company Wall Street Trust, A Bank of New York Division Jefferson Guaranty Bank Maryland National Bank NCNB National Bank of North Carolina a/c Cape Securities Texas Independent Bank Walsh, Greenwood & Co. S. G. Warburg, Rowe & Pitman, Akroyd Inc. S. G. Warburg, Rowe & Pitman, Akroyd Securities, Inc. Weber, Hall, Sale & Associates, Inc. Wechsler & Krumholz, Inc. Wedbush, Noble, Cooke, Inc. Weiss, Peck & Greer H. G. Wellington & Co., Inc. Wells Fargo Bank, N.A. Wheat, First Securities, Inc. Williams Securities Group, Inc. Wilshire Associates Windsor Associates Wittow & Company, Inc. Wolfe & Drizos Corporates, Inc. Wood Gundy Corp. Yamaichi International (America) Inc. Zeller, Torykian & Co., Inc.

Ziegler Thrift Trading, Inc.

For Municipal Comparison Only:

Acker, Wolman Securities Corp. Allied Bank of Texas M.E. Allison & Co., Inc. Allison-Williams Co. American National Bank – St. Paul American Security Bank, N.A. (Washington, DC) AmSouth Bank, N.A. Anderson Traub & Fisher Inc. Atlantic National Bank of Florida A.E. Aub & Co. Bank IV Wichita, N.A. Bank of America, BISD Dealer-Portfolio Bank of California Bank of Hawaii Bank of New England, N.A. Bank of Oklahoma, N.A. Bank South, N.A. (Atlanta) **Bankers Trust Company** - Investment Dealer Barnett Bank of Jacksonville, N.A. Barr Brothers & Co., Inc. BayBank Boston, N.A. Blank, Conger and Sena Branch Banking & Trust Co. Brislin & Woram Buetti, Cannon & Co., Inc. K.R. Butler Inc. Cantor, Fitzgerald Municipal Brokers, Inc. **Capital Markets Corporation** Centerre Bank, N.A. St. Louis Central Bank of the South The Central Trust Co. N.A. (Cincinnati) Chapdelaine & Co. Citizens Fidelity Bank & Trust Company (Louisville, KY) The Citizens & Southern National Bank - Dealer Account City National Bank, Beverly Hills, California Colorado National Bank of Denver Comerica Bank – Detroit Commerce Bank of Kansas City, N.A. Commerce Union Bank Commercial National Bank of Peoria Commonwealth Securities and Investments, Inc. B. J. Compton & Sons, Inc. Connecticut National Bank Investment Dealer Connors & Company Coogan, Gilbert & Co., Inc. R. W. Corby & Company, Inc. R. L. Crary & Co., Inc. Cronin & Co., Inc. Cullen/Frost Bank - Dallas Cusack, Light & Company, Inc. Dahlke & Company, Inc. Denver National Bank - Investment Dept. Deposit Guaranty National Bank, Jackson, MS Ladd Dinkins & Company Discount Corporation of New York Municipals Dolphin & Bradbury Doley Securities Inc. Dominion Bank, N.A. (Roanoke, VA) Douglas & Co. Municipals, Inc. Harry Downs & Co., Inc. Clifford Drake & Company, Inc. Duke McElroy and Company R.J. Edwards, Inc.

Egan, Marrin & Rubano, Inc. Ehrlich-Bober & Co., Inc. Emanuel & Company Equibank, N.A. European American Bank & Trust Company Faherty, Aliaga & Co., Incorporated The Fidelity Bank (Philadelphia, PA) The Fifth Third Bank FinSer Investment Company First Alabama Bancshares, Inc. First American National Bank -Nashville First Bank (N.A.) Milwaukee First Charlotte Corporation First Citizens Bank & Trust Company First City National Bank of Houston -Safekeeping First Fidelity Bank, N.A., New Jersey First International Investment Corporation First Interregional Equity Corp. First Interstate Bank of Arizona, N.A. First Interstate Bank of California -Dealer Bond Department First Interstate Bank of Denver, N.A. First Interstate Bank of Oregon, N.A. First Interstate Bank of Washington First Investment Securities, Inc. First Missouri Bank & Trust Company The First National Bank & Trust Co. of Tulsa The First National Bank of Boston -Dealer First National Bank in Palm Beach -Bond Department First National Bank of Atlanta First National Bank of Chicago First National Bank of Commerce (New Orleans, LA) First National Bank of Maryland First National Bank of Minneapolis -Bond Dealer First National Bank of Springfield The First National Bank of St. Paul First National Bank & Trust Co., Oklahoma City First National Bank of Topeka First of America Bank - Detroit, N.A. First Southern Securities, Inc. First Tennessee Bank, N.A. Florida National Bank (Jacksonville) Fox Reusch & Co., Inc. The Frazier Lanier Company Garvin Independent Municipal Brokers Georgia Railroad Bank & Trust Co. Glickenhaus & Co. Halliburton & Associates, Inc. Halpert, Oberst and Company Hand Investment Company, Inc. Harper, McLean & Company Chester Harris & Co., Inc. Hatcher & Co., Inc. Hattier, Sanford & Reynoir Frank Henjes & Company, Inc. Hill, Crawford & Lanford, Inc. William R. Hough & Co. John F. Houlahan & Co., Inc. The Huntington National Bank (Columbus, OH) Hutchinson, Shockey, Erley & Co. Independent State of Minnesota Indiana National Bank InterFirst Bank Dallas - Dealer International Bank Lex Jolley & Co., Inc. Joe Jolly & Co., Inc.

Johnston, Brown, Burnett & Knight, Inc.

Kaiser & Company Kansas State Bank & Trust Company (Wichita, KS) Keenan & Clarey, Inc. Kemper Sales Company Kirchner, Moore & Company W.L. Knox & Company Lebenthal & Co., Inc. Liberty National Bank and Trust Company (Louisville, KY) Liberty National Bank & Trust Company Investment Dept. (Oklahoma City, OK) Lovett Mitchell Webb & Garrison, Inc. M&I Marshall & Ilsley Bank McLaughlin, Piven, Vogel Inc. McLiney and Company Mann, Urfer Inc. Manufacturers and Traders Trust Co. Muni Trading & Safekeeping Manufacturers Hanover Securities Corporation Marcotte Hume & Associates Incorporated Marine Bank, N.A. (Milwaukee, WI) Mark Twain National Bank (St. Louis, MO) MBank Austin, N.A. **MBank Dallas** MBank Houston, N.A. MCG Portfolio Management Corp. Mercantile Trust Company, N.A. Merchants National Bank & Trust Company of Indianapolis N.D. Meyer & Co., Inc. Miller & Schroeder Financial Inc. Miller Securities, Incorporated E. A. Moos & Co., Inc. R. H. Moulton & Co. Mounger & Bartlett, Incorporated Mountaineer Securities Co. Municipal Investors Service, Inc. NCNB National Bank of Florida National Bank of Commerce Trust & Savings Association – Dealer National Bank of Georgia - Dealer National Bank of Detroit The National Bank of Washington Newman and Associates, Inc. Norstar Bank, N.A. - Buffalo Norstar Bank of Long Island Norstar Bank of Upstate New York (Albany) Norstar Bank, Rochester Norwest Bank Minneapolis - Norwest Securities O'Brien & Shepard, Inc. Old National Bank of Washington Leo Oppenheim & Co., Inc. Oregon Bank J.A. Overton & Co. Pacific Securities, Inc. Park Investment Corp. Peoples National Bank of Washington R.W. Peters, Rickel & Co., Inc. Philadelphia National Bank -**Corestates Capital Markets** Group Wm. E. Pollock & Co., Inc. Porter, White & Yardley, Inc. Rainier National Bank RepublicBank First National Midland (TX) Rhode Island Hospital Trust National Bank Rogers & Lamb Roosevelt & Cross, Incorporated Ross Capital Group Inc. S.S.B. - Bank Portfolio

Schaffer, Necker & Co. Scharff & Jones, Inc. Scheetz, Smith & Company Inc. Schmidt Securities, Inc. Seasongood & Mayer Municipals Seattle First National Bank Seattle Northwest Securities Corporation Securicorp. Inc. Security National Bank of Kansas City Security Pacific National Bank Shawmut Bank - Investment Division Sh'awmut Worcester County Bank, N.A. Herbert J. Sims & Co., Inc. R.W. Smith & Associates, Inc. Society National Bank J.W. Sparks Municipals, Inc. Stepp Investments, Ltd. M.L. Stern & Co., Inc. Stoever, Glass & Co. Inc. Sun Bank, N.A. (Orlando, FL) Swink & Company, Inc. Texas American Bank/Fort Worth, N.A. Texas Commerce Bank - El Paso Texas Commerce Bank, N.A. Texas State Securities, Inc. Third National Bank in Nashville Thorn, Alvis, Welch, Inc., Investment Securities Thornton, Farish & Gauntt, Inc. Titus & Donnelly Inc. Trust Company Bank - Investment Banking Division (Atlanta, GA) Trustmark National Bank UMIC, Inc. Union Bank - Treasury Department Union Planters National Bank -Investment Banking Group United Bank of Denver, N.A. Valley National Bank of Arizona St. Denis J. Villere & Co. J.H. Wagner & Co. Inc. Wells Fargo Bank, N.A. – Funding Group R.D. White & Company Whitney National Bank of New Orleans Wolfe & Drizos Municipals, Inc. Wood Gundy Corporation Worthen Bank & Trust Co., N.A., (Little Rock, AR)

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