

Mr. COHEN. We don't have any statistics on any systematic basis but I did testify—and I think it has been accelerating since then—that in 1960 the aggregate of cash tender offers was less than \$200 million if I remember correctly, and that in 1965 it was almost \$1 billion. The pace since 1965, in 1966, 1967, and 1968, has quickened. This is an aspect of a situation that apparently is going on all over the world.

Unfortunately, we don't have the tools to deal with them whereas other countries of the world have developed tools. By way of interest, in England they first began to deal with this problem some 7 years ago on a voluntary basis. They have since revised the rules three times. The rules they have today are pretty tough rules. The rules have been in effect only 2 or 3 months and on my recent visit to Europe I discussed them with the chairman of a special panel that was created to administer these rules. It appeared to me that voluntary compliance with such a code will probably not last very long. Only this past week, in a case involving one of the largest companies in Great Britain, there has arisen a problem which indicates some difficulties with this voluntary arrangement. It relates to Courtald's attempt at a takeover bid for International Paints and there is quite a bit of stew about it.

In fact, the chairman of that outfit has since suggested that there be created in Great Britain an SEC to administer the takeover rules and other matters. I was leading up to that, Mr. Chairman.

Mr. Moss. Well, to the extent that you have the data on the number of tender offers, do you have anything showing how many of the transactions have been consummated?

Mr. COHEN. I can't answer that question at this moment. We can supply that for the record to the extent we have it, but I must say we have not collected information of that kind since no filing requirement now exists. I think that recent times have demonstrated that many offers are made and they are very frequently frustrated by another offer which may be more pleasing to or arranged by the management. Very often this results in a situation where the shareholder may be faced with two or three different kinds of offers, some cash, some partly cash and securities, some in securities and sometimes securities of several kinds. The ordinary problem that an investor faces in determining whether to buy or sell a security is multiplied manifold.

So far as your question with respect to success is concerned, a great many of them are successful, but more and more of them are not successful principally because management has opposed them. There is no regulation of the manner in which management does this. I am not suggesting that there is anything wrong with such activities by management but they have brought onto the scene other offerors with the result that the investor, because he is forced to tender promptly in order to take advantage of certain provisions of the offer, is faced frequently with an impossible situation in terms of determining which is in his best interest.

This is true not only of the investor but of the person who advises him. But we will, if the chairman wishes, submit such information as we have compiled. But I am afraid we don't have any systematic information

(The information requested follows:)