

**Comments on  
Julian Franks, Colin Mayer and  
Stefano Rossi  
”The Origination and Evolution of  
Ownership and Control”**

Gregory Jackson (RIETI)

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Diversity or Convergence”

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# The Puzzle

- Diversity of ownership structure around the world, particularly concentration of stakes
- Leading theories posit regulation as necessary condition for dispersion
  - investor protection (La Porta et al)
  - restricting blockholders (Roe)
- But theory doesn't fit the historical facts of the UK.

# The Findings

- Critique of investor protection thesis, finds similar rates of ownership dispersion in across two periods in UK
- Acquisitions are key to dispersion process
- Families retained control over boards disproportionate to their ownership stakes
- Posits implicit contracts and trust in local/regional networks as mechanisms aiding early dispersion
- Main impact of investor protection may be increase in liquidity and mutability of stakes

# Some Implications

- Role of Investor Protection?
  - Legal protection not necessary condition for dispersion
  - law comes late in U.S. and early shareholder protection in Germany may have *limited* dispersion
- What explains dispersion in UK?
  - „Private benefits“ thesis presents puzzle
  - Characteristics of takeover process
  - Embeddedness in regions

# Issues Raised by the Paper

- Functional Equivalence
  - Alternative mechanism for protecting investors and reducing private benefits?
  - Social embeddedness, trust
  - Comparability of dispersion rates and size of groups...
  - Other protective mechanisms?

# Further Issues

- Mergers
  - May explain cross-national pattern.  
Contrasting cases of Germany and U.S.
  - Relation of merger activity and finance to regulatory environment in UK?
- Other factors driving dispersion?
  - Does not fully explore Roe's argument about limiting blockholder power
  - Germany and Japan moved from family to inter-corporate and bank ownership.

# Further Issues

- Ownership and Control
  - Family control without ownership in UK. Is this really the mirror image of Europe?
  - Chandlers paradox
  - Factual power of families hard to estimate
- Importance of historical studies
  - ownership and control driven by mutual and cumulative causation (cases as configurations), sequence of events may be important