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**The Economic Significance of Equity Capital:
Lessons from Venture Investing
by an Economist-Practitioner**

by

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I was motivated to address this subject by the rich irony of last year's Nobel Prize in Economics. The end of the LBO era was crowned by the recognition of work which purported to demonstrate that the value of an enterprise is independent of the volume of its debt. In response, this paper is an attempt to inform the post-Keynesian critique of Modigliani-Miller with the experience of one whose profession it is to invest equity capital in imperfect markets under conditions of uncertainty. The "regulation and intervention" with which I am professionally concerned is that of a proprietary venture investor, prepared to forego liquidity and to accept strategic responsibility for the performance of the enterprises we control.

I have principally drawn on Douglas Vickers' discussion of the nature and role of "money capital" beyond the General Equilibrium domain where the issues of finance are, alternatively, oxymoronic or redundant. I can testify that Vickers' examination of the "full marginal cost of relaxing the money capital availability constraint" integrates the analysis of operating and financial issues under real world conditions¹. Vickers and like-minded analysts such as Marris,² Herendeen³ and Chamberlain⁴ have succeeded, I judge, in establishing the economic role of equity capital in an uncertain world. From that analysis and my own experience, the injunction to maximize growth subject to (1) delivering minimally satisfactory rates of return on sales and on capital employed while (2) not risking the long-run survival of the firm makes operating and investment sense. I will return to the key question -- who is being satisfied -- after first addressing three issues that reach beyond the boundaries of this analytical tradition.

The Presumption of Market Liquidity. Even Vickers seems to presume a degree of liquidity in securities markets that recent experience suggests may not exist when it is needed.⁵ Of course, the most dramatic Life Experiment to date has been the Crash of October 1987. More subtly, the post-Drexel breakdown in the junk bond market provides a continuing demonstration of the problematic nature of relating the value of an enterprise to the value of its securities. Now, at a fundamental level in our monetary economy, access to effective liquidity has been the rarely analyzed quid pro quo that compensates equity owners for their loss of

managerial control. At the level of the individual issuer of securities, a decline in effective liquidity in the market for its securities is likely to be reflected in increased concern with issues of "corporate governance" on the part of its stockholders. At the level of the market, a decline in effective liquidity should reveal itself in increased volatility.

In my own view, three forces require recognition here. First, the institutionalization of the savings flow since World War II has enormously concentrated market decision-making. Second, the spread of indexation -- by which investment managers commit to being long-term holders of the component stocks -- represents as much recognition of an institutional fact as it does adherence to a problematic conclusion of analysis. Major money managers have limited ability to avoid owning major stocks. Incidentally, the gain in what I would call "tactical" efficiency in the trading of the component stocks goes hand in hand with the loss of "strategic" efficiency among the host of smaller stocks outside the index. Finally, the computerization of the marketplace and the creation of derivative and synthetic securities have radically shortened the time constants that allow discrete decisions to interact without generating chaotic feedback and discontinuities in the pricing of assets.⁶ Computerization of the casino has added a new, systemic element to the randomness explicit in Keynes' characterization.

The Realities of Bankruptcy. Analysts of optimal finance in the theory of the firm generally tip their hats to bankruptcy as a boundary condition at the limit of their concerns.⁷ In fact, our monetary economy has entered a period in which the transformation of debt into equity is its participants' predominant financial concern. One might add that anytime anyone offers buyers the prospect of 10% real rates of return on securities, the securities issued are, at bottom, not debt of any adjectival character -- they are equity. But the processes, more or less legally defined, by which reality asserts itself in the portfolios of security holders and on the balance sheets of issuers have themselves become essential objects of analysis.

One prime consequence of taking bankruptcy seriously is this: new equity committed to restructuring an insolvent enterprise dare not accept the market's discounted value of the outstanding debt without formal concurrence of the debt holders -- which, in turn, may not be available by a voluntary exchange this side of bankruptcy. For it is the face value of the debt that represents the senior claims on available assets and cash flow -- not what the market says the debt is worth as traded securities. Thus, the "enterprise value" of a firm and the market value of its securities may only be equated by direct negotiation or in court.

The Dynamics of the Take-over Market. Chamberlain is representative of post-Keynesian analysts in accepting in principle one neo-classical assertion of the theoretical second best:

If the market for corporate control functioned perfectly, a management concerned with its security would follow policies that maximized the wealth of its stockholders.⁸

In fact, the take-over market of the 1980's represents a superb example of how the aggressive pursuit of clearly visible and rational self-interest by the players produced an incoherent and literally self-liquidating game. Academic rationalizations,⁹ as distinct from reportorial muck-raking,¹⁰ of the LBO-funded take-over boom of the 1980's generally have missed the underlying dynamic driving the activity: fees. Fees for the initiators, fees for the lenders, fees for the advisers -- fees whose absolute size might appear modest relative to the absolute value of the deal itself but which loomed large in the cash flow of the firms and the individuals rewarded. Most significantly the payment of fees to the equity investors themselves, often in an amount that approached or even exceeded the dollars they committed as cash to the deal, decoupled the attractiveness of the deal from the investment merits of the enterprise whose operating and financial future had been "put into play." In turn, the "value" placed on the enterprise by the price paid for its securities became a function of the fee-driven volume of cash raised from bank lenders and junk bond buyers. While the LBO boom lasted, the market price of a firm's equity was subject to radical revision by the rationalisations required to justify the winning bid in a competitive auction. Neither had any necessary, fundamental relationship to the value of the enterprise issuing the securities that were traded in the market and purchased in the deal.

The "Price" of Equity Capital.

Vickers nicely skewers the point at which Modigliani-Miller converges with the Capital Asset Pricing Model. Invocation of the full set of General Equilibrium assumptions is required in order to identify the cost of equity capital with the "beta" of the enterprise's common stock, let alone ultimately with the "virtual betas" of the "virtual projects" that exhaustively comprise the enterprise: "the logic of this line of argument is that in the last analysis no reason exists for the existence of firms at all."¹¹ Contrariwise, in the real world the cost of equity capital as the "market price of risk" is not an observable. In fact, I can testify that the process of defining what degree of financial leverage is appropriate to what degree of

operating leverage in the specific competitive and technologically evolving environment of a particular issuer of securities -- this is a matter of several months' work for experienced professionals given the full cooperation and assistance of operating managers. The market, by contrast, necessarily values securities -- not the underlying businesses. Keynes accurately captured the task facing the "long-term investor":

"...Investment based on genuine long-term expectation is so difficult today as to be scarcely practicable. He who attempts it must surely lead much more laborious days and run greater risks than he who tries to guess better than the crowd how the crowd will behave; and, given equal intelligence, he may make more disastrous mistakes....It needs more intelligence to defeat the forces of time and our ignorance of the future than to beat the gun....Furthermore, an investor who proposes to ignore near-term market fluctuations needs greater resources for safety and must not operate on so large a scale, if at all, with borrowed money -- a further reason for the higher return from the pastime to a given stock of intelligence and resources."¹²

There was an episode in the history of Wall Street when "fundamental" investment research from merchant purveyors offered the long-term institutional investor assistance in his onerous task. But fundamental research was an aberration, since its creation and dissemination were subsidized by the fixed commission rates established when the brokers were large relative to the customers. Once the institutional customers, who had grown to dwarf the brokers, forced the "negotiation" of commissions trade-by-trade, the demise of fundamental research was a matter of time -- just about the ten years from 1975 to 1985, in fact. As a working hypothesis I offer this: the gain in transactional efficiency due to the elimination of fixed commissions has been grossly outweighed by the loss in what I will call "judgmental efficiency" -- efficiency in translating data from information, in extracting the signal from the noise -- of the equity markets.

There is a dilemma here for the firm which is, in my view, inescapable. Kregel has extended Vickers' analysis of the potential trade-off between operating and financial leverage to point out when the pursuit of growth will induce firms to push back the money capital constraint by

raising equity in the public market.¹³ Now the cost of public equity ought always to be lower than the cost of private equity due to the (more or less effective) liquidity afforded public equity holders -- and before adjusting further for "Keynes' Premium" that long-term investors expect to earn on their investment in understanding the business behind the shares. And the cost is likely to be markedly lower whenever the capital markets get hitched to a "geared" increase in expected returns.¹⁴ But the lower cost of equity capital in the public markets has its "price." The value of a firm's equity is a strategic tool of management: as incentive/reward for key employees, as a currency for use in acquisitions or mergers, as the determinant through an uncertain future of what the cost of capital will be to fund potential growth. Going public means surrendering the discretionary opportunity to negotiate the value of the firm's equity. And the market to which this power is surrendered is as unforgiving to the individual issuer as it is volatile in aggregate. The inevitability of disappointed expectations in an uncertain world is the last law of the market with which I would leave you.

* * *

The implications of these perspectives for public policy are limited but not insignificant. Certainly, the thrust of the Brady Report on the Crash of 1987 was realistic in identifying the destabilizing effects of computer-based hedging and in seeking to bring derivatives and synthetics under the regulatory control of the SEC. And there is no doubt that the general climate of deregulation à outrance fed the LBO boom, most notably in the case of S&L purchases of junk bonds with brokered deposits. More generally, we are once again experiencing the systemic process of debt being transformed into equity on a scale that will suppress animal instincts and real growth rates for an extended period. In another age, Andrew Mellon advised then President Hoover that this represented no more (and no less) than "property returning to the hands of its rightful owners."¹⁵ Much of the counter-vailing initiatives that followed, exemplified by the RFC, were dedicated to providing the long-term equity capital that the markets could not and would not supply. The RTC today represents no more than recognition that this is the essence of the problem.

The recapitalization of the American economy -- at least a decade's work -- will be a process composed of countless more or less painful corporate restructurings. Of their essence will be the forced recognition of the dual nature of equity capital. Vickers' seminal contribution has been the distinction between the "real capital" aggregated on the asset side of the balance sheet and the "money capital" on the liability side.¹⁶ Of that money

capital, in turn, the equity whose "value" is a function of the residual reported earnings, actually realized cash flow and potential net asset value of the enterprise is also bundled into share certificates bought and sold in variously inefficient markets.

Market prices will drive equity values up to -- and only up to -- the point where continuity in the enterprise's activities as a business can be assumed. The last, catastrophic time around -- between 1931 and 1933 -- the market quit. This time, the political reaction to the Great Depression plus the post-WWII institutionalization of Big Government has assured that we face an extended "work-out" rather than general liquidation. Through this time, the volatile and contingent relationship of market prices and equity values can be relied upon to generate myriad case studies in the inefficiency of markets.

¹Douglas Vickers, Money Capital in the Theory of the Firm, Cambridge, 1987.

²Robin Marris, The Economic Theory of "Managerial" Capitalism, New York, 1964

³James B. Herendeen, The Economics of the Corporate Economy, New York, 1975

⁴Trevor Chamberlain, "Capital Structure and the Survival of the Firm," JPKE, Spring 1990, Vol. 12, No. 3, pp 404-423.

⁵In his recent restatement of his thesis, op. cit., Vickers deploys the neoclassical theory of "perfect financial asset markets" (pp 133 ff). Missing from his discussion of "postclassical perspectives" on neoclassical theory is any focus on the sources and consequences of imperfections in the capital markets (pp 191 ff, esp. pp 205-210).

⁶For example, see Jeffrey O. Kephart, Tad Hogg, and Bernardo Huberman, "Collective Behavior of Predictive Agents," Dynamics of Computation Group, Xerox Palo Alto Research Center, October, 1989

⁷Vickers, op. cit., p 13.

⁸Chamberlain, op. cit., p 406.

⁹Michael Jensen, "Takeovers: Their Causes and Consequences," Journal of Economic Perspectives, Vol. 2, No. 1, Winter 1988, pp. 21-48, ©American Economic Association

¹⁰Eg., Bryan Burrough and John Helyar, Barbarians at the Gate, HarperCollins, New York, 1990

¹¹Vickers, op. cit. p 183.

¹²J.M. Keynes, The General Theory of Employment, Interest and Money, 1936, p. 157

¹³J. Kregel, JPKE, Winter 1989-90, Vol 12, No 2, pp 235.

¹⁴Ibid., p 231. Not that venture capitalists are not subject to periodic "feeding frenzies," but the contractual lack of liquidity that a venture capitalist accepts does tend to dampen the extremes of euphoria.

¹⁵Herbert Hoover, Memoirs, Vol II, New York, 1936, pp. 231

¹⁶Vickers, op. cit., pp. 13-14