

The Global Bank Merger Wave: Implications for Developing Countries *

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1. Introduction

This paper reconsiders the causes and implications of the global bank merger wave, especially for developing economies. Most academic studies of this bank merger wave have focused on the U.S. Studies of cross-border mergers (Demirgüç-Kunt, Levine, and Min 1998, Group of Ten 2001) largely consider the developed economies, with just a few (Claessens and Jansen 2000; Clark, Cull, Peria, and Sanchez 2001) examining cross-border financial mergers in developing economies. All of these studies almost invariably rely on two maintained hypotheses: first, that a set of common “micro-economic” forces—economies of scale and scope, unleashed by deregulation and driven by technical change—underlies this global financial merger wave; second, the U.S. merger wave constitutes the global paradigm. The links between mergers, efficiency, and U.S. experience are demonstrated via the case of the large U.S. banks; for after undergoing continuous consolidations since 1981, these banks are more profitable than other regions’ large banks. Table 1 illustrates this point using profits per \$1000 of assets as a benchmark. The fact that the largest U.S. banks have recently increased in size relative to the U.S. market, while the largest banks in other national areas are smaller relative to their national markets (Table 2), suggests that mergers elsewhere may lead to efficiency gains in other nations.

These maintained hypotheses suggest that the largest and most efficient banks, especially those from the U.S., should be given full scope to engage in global mergers—that is, in consolidations involving cross-border acquisitions of banks (Agénor 2001). This will lead to a global homogenization of banking, dominated by efficient institutions. Berger, DeYoung, Genay, and Udell (2000) develop an argument of precisely this sort: they assert that only the largest and most efficient banks are able to enter and succeed in foreign markets over a sustained period; so global acquisitions (and entry more broadly) will enhance global banking efficiency. This has a powerful implication for developing economies. For a global bank merger wave dominated by large overseas banks should, by enhancing efficiency, create a sounder and less crisis-prone banking sector. So cross-border bank consolidation should provide some protection against another East Asian financial crisis.¹

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¹ Some studies have found empirical evidence that foreign banks’ entry may, however, reduce small businesses’ access to credit in developing economies (see Clark, Cull, Peria, and Sanchez 2002).

the pace of macroeconomic growth, the size and distribution of domestic income, and the size and strength of domestic financial markets. This framework builds on ideas about mergers and acquisitions that have emerged in the fields of industrial organization and strategic behavior, some of which are summarized in the paper by Cantwell and Santangelo in this volume. These authors argue that mergers and acquisitions are triggered either by factors that enhance corporate competitiveness, or factors that respond to changes in the market and regulatory environment. Competitiveness-driven mergers entail efforts to enhance market power, to defend market position, to gain synergies and/or economies of scope, or to reduce transactions and information costs. Environmentally-driven mergers represent responses to regulatory shifts, efforts to gain access to new technologies, and attempts to overcome capital-market inefficiencies.

Previous studies of bank mergers have ignored the fact that banks are firms, and as such must develop strategies in changing and uncertain environments. These studies implicitly assume that financial market equilibria dictate what financial-market optima are, and are driving toward homogeneous best practices.² The evidence for this view is slight. Economies of scale considerations justify, at best, mergers of moderate-size banks. Recurrent market meltdowns and loan-loss episodes suggest that best practices are elusive, if not time- and place-specific.

The macrostructural environment has a controlling effect on what kinds of global (cross-border) bank mergers are feasible, and which are undertaken. Nations' banks can implement cross-border purchases only if they have access to capital markets—and this access varies widely from nation to nation. Nations' banks are targets for acquisition only insofar as they offer customer bases and/or assets that fit into the strategic orientations of acquiring overseas banks. Brazil's banking markets offer different strategic opportunities than those of, say, the United States or Korea.

² Ennis (2001) shows an information-theoretic approach to banking to demonstrate that banks of different size, and banks with different business models, can persist despite the ongoing merger wave. The models on which he rely do not, however, incorporate bank strategy; in this approach, banks' optimal behavior is largely dictated by the particularities of the information and risk environment within which they operate.

This argument leads to a reconsideration of what banking is. Previous studies of bank mergers implicitly define banking as a fixed set of activities, which can be done poorly or well. Banks are essentially harvesters of pre-existing, if technologically-dependent, opportunities for conducting transactions and accumulating wealth by buying and trading claims on financial assets. The alternative view developed here views banking as a seeding and cultivating activity. Opportunity sets in banking markets evolve endogenously; banking market outcomes are open; and efficiency in the sense of Pareto dominance cannot be well-defined. This paper argues that large banks increasingly engage in harvesting, not seeding and cultivating, activities. Consequently, their role in local markets consists fundamentally of servicing the financial needs of households that have already passed minimal threshold wealth levels; it is not their duty to cultivate the growth of new businesses and hence of a new population of prosperous households.

Implications for developing economies. Many analysts were confident in the early 1990s that eliminating obstacles to price movements and capital and goods flows would assure sustained growth for developing economies. This confidence has been shaken since the mid-1990s—the Mexican peso crisis of 1994, the East Asian financial crisis of 1997-98, the Russian-Brazilian currency crises of 1998-99. IMF and World Bank economists now assert that open cross-border flows of capital must be accompanied by improved financial governance. This can involve better prudential control of domestic banks in developing countries; but such control may be prone to inefficient rents demanded by powerful local constituencies (Agénor 2001). Acquisitions of developing-economy banks by megabanks provide another path to better governance, since implicitly megabanks are more efficient, more market-oriented, and regulated by more experienced national banking authorities. So providing maximum scope for the global expansion of first-world megabanks could, in this view, ensure universally higher welfare levels.³ This view is challenged here. Megabanks' expansion into developing economies is clearly welfare-increasing for some economic units located there; but it cannot be assumed that all will benefit, or that the net impact when summed across society will be positive.

The remaining sections are organized as follows. Section 2 presents a model of global financial mergers. Section 3 discusses bank mergers in the U.S., and then Section 4 takes up the Western European case. Section 5 discusses global bank mergers involving East Asia, and Section 6 turns to the situation of Latin America. Section 7 concludes.

2. A model of global financial mergers

We begin with the relationship between mergers and bank strategies, and then turn to the role of macrostructural factors. In strategic terms, we can distinguish between defensive and offensive financial mergers. *Defensive mergers* involve efforts to preserve core bank activities in given market areas in the face of heightened external competition. Costs can be cut by eliminating workers or closing duplicate offices. Defensive mergers may also permit the surviving entity to offload bad debts, declare capital losses, and even become “too big to eat.” Some gains from geographic diversification may also result. *Offensive mergers* involve efforts to expand the range of bank activities—by entering new product markets, capturing new customers within market areas, or entering new geographic markets. Recalling the Cantwell and Santangelo

³ Crystal, Dages, and Goldberg (2002) make this argument on the basis of comparisons of foreign and domestic banking firms in selected Latin American nations, using ratings-agency and balance-sheet data for the 1997-2000 period. These authors caution that their data are fragmentary.

framework, environmentally-driven mergers can be viewed as defensive in motivation, and strategically-driven mergers as offensive. Clearly, the first phase of the U.S. merger wave was clearly environmentally-driven, and the third is competitively-driven. Both sets of merger motivations can be at work simultaneously in the same market area, or even in the same transaction: for example, Norwest's merger with Wells Fargo was offensive and strategically-driven for the acquiring Norwest, and defensive for the acquired Wells.

For the case of global bank mergers, we can refine the environmental/competitive distinction. Environmental factors for these mergers largely encompass macrostructural factors. The term 'environmental' emphasizes the elements surrounding a given firm in a given industry—the number of competitors, the severity of regulatory restrictions, and so on. The term 'macrostructural' incorporates these factors, but also key elements of national or regional market structure: the size of the firm relative to its national or regional market, and the scale of the national or regional market relative to the world market. The national or regional macroeconomic growth rate factors in. Also relevant is the presence or absence of robust capital markets within national or regional borders. Banking firms will not all rely on one common set of capital markets. If they did, capital-market access and capacity would be identical across all banks. But the access-to-capital playing field is not level, and banks have differential access to the funding capacity of different financial centers.

This leads us to the role of strategy in global bank mergers. Since banking firms engage in a variable set of activities, competitively-driven impulses are always present in merger decisions. Banks' strategies arise through a sequence of structurally-bounded, interlocking choices about different aspects of banking business. Two key strategic elements are the means of revenue extraction and the method of customer identification. Will the emphasis be on capturing customers from whom the bank expects to derive business over a period of time, or on services that generate maximal revenues at a point in time? In the former approach, the bank must meet basic customer needs and offer whatever new services they demand, even while shaping customers' preferences and habits and using cross-subsidies to hold them. Point-in-time revenue extraction involves services—wire-transfers, loan origination and funding, underwriting, and so on—provided without an expectation of customer retention. In part this means that fees must be extracted up-front. This approach is especially important for banks that target customers seeking up-to-the-minute instruments (such as state-of-the-art methods for sterilizing risk) or scarce market facilities (the ability to underwrite or provide bridge-financing for a \$30 billion merger).

A third strategic element is whether to focus on wealth management or loan production. Here we adapt a distinction made in ECLAC (2001) between customer-seeking and production-seeking foreign direct investment. While designed to capture real-sector applications, this distinction lends insight into the case of financial services. In the banking realm, "customer-seeking" merger or acquisition (the equivalent of foreign direct investment via the purchase of a local firm) means a bank purchase aimed at increasing liabilities—that is, deposit accounts and other wealth-management tools. A "production-seeking" merger, by contrast, is aimed at increasing loan production. Customer-seeking entry need not be balanced by new loan production, since the assets attracted can be matched against credit and financial-market paper originating in other national markets.

A fourth element of strategy is whether to establish linkages with other banking firms so as to share risks and save on fixed costs. A bank can either compete with other firms in some or

all markets, build alliances, or eliminate its competitors by taking them over. If mergers or acquisitions are not feasible (perhaps because of limited access to capital), alliance-building may be strategically superior to competition.

Taken together, macrostructural and strategic factors permit us to grasp what financial mergers are feasible in any one time and place, and what factors explain whether these feasible options are taken. Three baseline macrostructural factors frame banks' strategic options:

- First, the national regulatory regime and inherited national banking structure determine possible domestic combinations, while the international regulatory framework and the comparative situation of different national markets generates possible cross-border mergers.
- Second, the macroeconomic growth rate and market size dictate the cash-flows and accumulated wealth stocks to which banks have access domestically, providing a baseline for banks' balance-sheet health. Banking-market size, in turn, depends on the distribution of income and wealth among households, the number of households, and the number and financial capacity of non-financial firms.
- Third, any national/regional banking sector's capacity to undertake mergers depends on the amount of their retained earnings, the presence of state funds to underwrite bank mergers, and banks' proximity to robust equity markets. These factors combine to dictate the availability of private and/or public capital to underwrite takeovers.

The first set of factors determines whether banking firms can contemplate mergers on the basis of their own national markets. The second set of factors dictates whether feasible mergers will enhance competitive viability. The third set of factors dictates whether feasible mergers can be financed. Note that financial firms' retained earnings are typically small, and governments seldom underwrite bank mergers. So access to equity markets is the key determinant in obtaining required finance. If the domestic equity market is weak, then underwriting must be offshore, lessening the chances of completing mergers within a given national market. Overall, then, the scale of the firm and of the national market in it operates, together with its access (or lack thereof) to capital markets, determines the scale at which it can make merger/partnership plans. For example, very large firms can contemplate mergers where somewhat smaller ones must attempt to construct cross-share-holdings and/or alliances. So the degree of national 'hegemony' implicitly underlies firm strategies, including merger plans.

3. A baseline case: The U.S. bank merger wave

This paper begins with U.S. merger experience, since it is held up as a paradigm for banking systems elsewhere.⁴ While this merger wave is often viewed as a simple response to the generalized condition of 'overbanking,' it has had several distinct phases, each linked to a particular set of macrostructural and regulatory conditions and banking-firm strategies.

Prior to the U.S. bank merger wave, banks operated with long-standing geographic prohibitions: they could not expand their branch networks when market opportunities arose outside their market areas. A sustained period of banking distress began in 1981. The thrift industry collapsed; and many banks also experienced distress in the early 1980s due to credit problems ranging from Latin American loans, to loans in oil-rich domestic areas, to loans for

⁴This section draws heavily on Dymski (1999).

commercial real-estate and corporate mergers. These failing or troubled institutions were often taken over by expansion-oriented commercial banks; Nationsbank grew through astute acquisitions during this period. Government-assisted mergers constituted the majority of bank mergers in the U.S. between 1982 and 1989.

This period of distress mergers led to a shift in regulatory philosophy. Until this period, regulators guided by anti-trust law and the Bank Holding Company Acts of 1956 and 1970 placed firm restrictions on bank activities and expansion, using the criterion that firms with monopolistic power will exploit it. In this period, many regulatory economists adopted the Chicago “new learning” approach, which shifts attention from monopoly position to contestability.’ Regulatory tests for market power were weakened, permitting Federal regulators to override product-line and geographic restrictions in approving distress mergers. The Federal Reserve in particular used regulatory flexibility to force “modernization” in U.S. banking laws. Bank regulators increasingly operated on the premise that the industry is overbanked and financial innovations have made capital and credit universally available.

Meanwhile, banks were inventing new sets of strategies due to increasing pressures on both sides of their balance sheets: mutual funds attracted the savings of many wealthy and middle-class households; and many larger non-financial corporations began to borrow directly, at lower cost, in commercial-paper and corporate bond markets. Large banks were especially affected by these customer-base losses. Banks had two strategic responses to this dual attack.

One response was the emergence of an upscale retail banking strategy. Banks using this approach identify a preferred customer base to which it can deliver both traditional banking services—short-term consumer loans, long-term mortgages, depository services—and non-traditional services such as mutual funds, insurance, and investment advice. This strategy has been under development since the late 1970s, pioneered by banks such as Citibank and Wells Fargo. Whereas cross-subsidies were previously extended between customer classes within product lines, cross subsidies were now implemented between product lines within customer classes. Fees and charges are reduced for desired customers who will purchase multiple banking services; fees are increased for customers using only basic banking services.

A second and related response was a shift away from maturity transformation and interest-based income, and toward maturity matching, secondary market sales, and fee-based income. Much of the revenue from upscale households takes the form of fees, encouraged by the growth of secondary loan markets and of banks’ involvement in household portfolio management. Large banks also shifted their focus in servicing business customers: for smaller businesses, they now provide primarily transaction services; for the larger firms that obtain their primary financing elsewhere, banks provide a variety of risk-management services--including financial derivatives, foreign exchange hedging, and contingent loan agreements (lines of credit). Interest expenses have been a declining portion of banks’ overall expenses since 1982; noninterest income has been an increasing share of bank income since 1978 (DeYoung, 1994).

These shifts toward desirable up-market customers and toward fee-based services are mutually reinforcing: the customers most sought by banks are targeted for the receipt of standardized financial services – credit cards, specialized deposit and investment accounts, and mortgage loans. Both strategic shifts lead to bank mergers aimed at market expansion. Banks can initially increase revenues by identifying more fee-generating customers within their market

areas, and then by serving more of the financial needs of their core customers. Once the existing customer base is saturated, growth depends on a spatial extension of the customer base. This can be done either by purchasing existing banks and the customers that use them, or by building new branches in other banks' market areas. These two strategic options are substitutes. Mergers have been favored over 'bricks and mortar' expansion: the latter has been freely permitted only since 1994, and is generally more expensive than buying other banks' branch networks. About half the 6,350 bank mergers after 1980 were indeed market-extension mergers, aimed at extending into new geographic markets, with an increasing proportion after the mid-1980s.

Fee-based banking leads banks to consider mergers aimed at product-line expansion. A bank seeking to generate fees by servicing financial transactions can expand its fee income by servicing more transactions or more elements of those transactions. So mergers with insurance providers, brokerages, investment banks, and others enhance the range of fee-generating activities. Acquiring firms can then offer "one stop shopping" for financial services, since they

Large banking firms have led the second phase of the U.S. bank merger wave because they have most aggressively pursued upscale-retail and fee-based strategies. Since these banks are not more efficient or more profitable than the smaller banks they are purchasing, earnings increases have not financed these acquisitions. Wall Street has. Wall Street's analysts have bought into the notion of banking industry excess capacity; and its brokers and underwriters have earned substantial fees from the equity issues that have provided the cash needed to sweeten offers for target banks' equity shares (Serwer, 1995).

Wall Street's support for bank mergers is based on the premise that they enhance banks' shareholders' franchise value. This premise has some validity, despite the weak relationship between bank size and operating efficiency. Franchise value consists of the leverage-adjusted returns from banks' business activities, adjusted for value added by public subsidies. When acquiring banks pay cash for acquired banks' shares, their leverage increases – and as long as net profits are positive, the increased scale of bank operations alone enhances returns and thus increases franchise value. Such cash-for-equity deals are relatively rare in bank mergers. But the more common equity-for-equity swaps used in bank mergers can enhance franchise value, as Boyd and Graham (1991) and Hunter and Wall (1989) have pointed out, by increasing the value of banks' public subsidies – in particular, the value of banks' deposit insurance and of their implicit too-big-to-fail guarantee.

At the same time, Wall Street is not indifferent to merging banks' operational efficiency. Merging banks typically promise to cut costs by consolidating operations and reducing staff. This is seldom the result: usually, back-office staffs grow, while branch staffs decrease. Further, bigger banks are capable of bigger mistakes in loan commitments. So Wall Street is chronically disappointed with banks' cost-cutting efforts and is occasionally frightened by loan-loss disasters. Consequently, analysts' perceptions of bank fundamentals, and hence Wall Street's support for mergers, are unstable. This compromises large banks' ability to play the merger game. For example, in mid-1995 Nationsbank was hobbled in its merger activities because its inability to deliver the 15-18 percent return on equity earned by other large banks was reflected in its price-earnings (P/E) ratio. Its situation improved in 1996, and Nationsbank took over Boatmen's Bancshares. Bank stock prices grew steadily through 1997 and 1998, as Wall Street began betting on takeover gains. Exploiting this opportunity, NationsBank used equity swaps to take

over BankAmerica in a 1999 “merger of equals.” The new entity (renamed Bank America) immediately experienced huge losses in the 1998-99 Russian-Brazilian financial crises.

The pace of mergers aimed at the U.S. retail banking market slowed after 1997, as the Asian crisis led to a broad decline in bank equity prices. Nonetheless, a new phase in the bank merger wave began that year: mergers aimed at attaining (or consolidating) megabanks’ global reach. Increasingly, megabanks are competing to service upscale customers across borders. Some megabanks are also competing for the investment-banking business of the “bulge-bracket” non-financial megacorporations, which have been locked into their own global merger and consolidation wave.

Ironically, this new phase has involved few U.S. megabank takeovers of offshore megabanks. The largest case is Chase’s April 2000 acquisition of the British investment-banking house Robert Fleming Holdings for \$7.7 billion; but this was soon dwarfed by its September 2000 purchase of J.P. Morgan, the fifth largest U.S. commercial bank, for \$36 billion. This pattern of U.S.-based combinations of megabanks began in earnest in 1997, leading up to April 1998, when Citicorp and Travelers Group, the insurance giant, created the world’s then-largest financial services firm with a \$70 billion deal. These mergers are efforts to create different versions of the financial supermarket.⁵ Non-banks have reacted aggressively; they have begun to offer banking—or bank-like—services to the upper end of banks’ retail customer base.⁶ One example is Morgan Stanley’s February 1997 purchase of Dean Witter, Discover, the third largest U.S. retail broker and a leading credit-card provider.⁷

This new phase in mergers has also seen megabanks’ entry into the U.S. In the early 1980s, several U.K. and Japanese banks entered New York and California retail banking markets. Foreign bank entry into U.S. investment banking began in 1988 when Credit Suisse took First Boston private. Little more happened until the late 1990s, after financial crises had weakened some previously strong players. In February 1999, Deutsche Bank took over the stumbling Bankers Trust as a means of building up trading and investment banking capacity.⁸ In July 2000, Switzerland’s UBS purchased the brokerage firm PaineWebber for \$12 billion. A month later, Credit Suisse First Boston—already a global presence in investment and private banking, insurance, and asset management—agreed to acquire the brokerage firm Donaldson, Lufkin, &

⁵ These mergers apparently seek economies of scope, though empirical evidence of such economies has not been established (see the sources cited in footnote 1). The *Economist* registered its skepticism as follows (April 11, 1998): “Many companies have tried .. to market both insurance policies and savings accounts, or to offer business customers both traditional bank loans and share underwriting. The success stories are few. Cross-selling ... is easy in theory, but turns out to be extremely hard to do. ...Or perhaps, not for ing financiers are mistaking size for profitability.”

⁶ Schwab executive Tom Decker Seip bluntly stated: “The banks would like to take my customers. I don’t want all of their customers. I just want the rich ones.” Also see *The Economist*, March 17, 2001, 75.

⁷ The *Economist* speculated that this purchase promised “the kind of one-stop financial shop that big banks have long aspired to build but have largely failed to. It seems improbable that low-margin checking accounts have a place in this shop. Until now, the conventional wisdom had been that the commercial banks, rich after years of record profits, would take the lead in creating consumer-finance conglomerates. Morgan Stanley’s maneuver has raised the possibility that they may be left by the wayside.

⁸ For example, the June 3, 2000 *Economist* carried an add by Deutsche Bank Alex. Brown (Alex. Brown was acquired by Bankers Trust in 1997) entitled, “No one puts it all together like Deutsche Bank,” the leading global investment bank.

Jenrette. This move was designed to put Credit Suisse First Boston into the first tier of corporate underwriters, along with Goldman Sachs and Morgan Stanley Dean Witter.⁹

U.S. bank mergers have thus had three triggers: some banks' failure or near-failure, combined with opportunistic competitors interested in adding market share; the spread of upscale retail banking as a dominant service-delivery method; and a quest for global reach, especially for "bulge-bracket" banks. The U.S. merger wave's spread across national borders now constitutes a threat to other nations' bank customer bases and revenue streams.

What are the implications of this multifaceted U.S. merger wave for understanding bank mergers elsewhere in the world? Three factors make the U.S. merger wave special: first, the existence of so many banks due to the U.S.'s frontier legacy and geographic immensity; secondly, the large size of the domestic banking market, and the prosperity of many banks within this market; third, the presence of the world's dominant set of capital-market institutions. Given the willingness of the U.S. government to underwrite takeovers, the many bank and thrift failures of the 1980s created choice acquisition targets for merging banks interested in new markets. The many mergers launched in pursuit of upscale retail banking can be attributed to the large size of the U.S. middle market and the proximity of Wall Street. Megabanks' use of mergers to get bigger underscores the desperate competition among megabanks for the business of megafirms.

U.S. merger experience then falls into several distinct historical and strategic patterns. These are illustrated in Figures 1 and 2 and in Table 2. Figure 1 arrays the 25 largest bank holding companies as of May 1997 in order of asset size. The asset size of each institution that remained as of May 2001 is also shown. Combinations are indicated with arrows – directional solid-line arrows for domestic takeovers, heavy broken lines for overseas takeovers. Figure 1 illustrates that U.S. mergers have largely occurred *within* size classes: the largest megabanks have merged with others, while large middle-ranking banks have also been one another's merger partners. This suggests some strategic differentiation – the three largest bank holding companies (Chase, Citi, and Bank America) are aiming at comprehensive global coverage in both consumer and investment banking, while the banks just below them are largely conducting regional consumer banking operations emphasizing upscale retail banking. Eleven of the 25 holding companies shown have been merged in the 1997-2001 period. One clear trend is that the leading U.S. banks have been gaining in size relative even to other large U.S. banks. Figure 2 arrays the 25 largest bank holding companies as of 1997, 2000, and 2001. This experiment demonstrates that the asset size of banks in positions 10 through 25 has changed very little. The top-10 banks *have* grown substantially, especially the top three bank holding companies have grown immensely. Table 2's figures for relative U.S. bank sizes make this same point using ratios. We now turn to patterns elsewhere in the world.

4. Western European banking and the global bank merger wave

The macrostructures underlying Western European banking provide an ambiguous backdrop for bank mergers. On one hand, Europe is a huge market with many prosperous middle-market customers; macroeconomic growth and income levels are generally high; deregulations since the mid-1980s, and the coming integration of European markets (Mullineux

⁹Recent purchases of U.S. banks by foreign-owned banks includes the entry of many East Asian—especially Taiwanese—banks into heavily Asian American retail banking markets in Los Angeles.

and Murinde, 2001), has promised growing customer bases for expansion-oriented banks. On the other, established corporate practices have discouraged mergers and also discouraged historically restricted arms-length, market-based allocations of funds in credit markets. For example, large French banks were government-owned until recently, and large German banks engaged in cross-shareholding and long-term relationships with large corporations. Differences in banking structures and regulations have also prevented cross-border mergers, as have differences in bank culture from country to country. There are high entry costs to cross-border mergers, ranging from regulatory and cultural hurdles to the inability to cut costs by closing redundant branches. This context, in turn, led to passive bank strategies.

Until recently, these factors blocked bank mergers.¹⁰ European banking was characterized by substantial fragmentation and strong home-country advantages: banks specialized in bond issues and currency transactions in their home nations (Dermine (1996)). In larger nations, home-country advantage combined with high and relatively stable income flows meant stable profits. This situation changed because the economic logic that kept non-financial corporations and banks in a tight embrace began to break down. Two factors were external. First, U.S.-based firms were able to penetrate European financial markets, especially in investment banking activities. This began to dismantle the “webs of national influence built up over decades.”¹¹ Second was the launching of European monetary union and the coming of the Euro. These two factors forced a strategic shift by large European banks: they went on a merger tear. *Time International* (March 22, 1999) observed: “Banks within domestic markets are beefing up in preparation for the next stage: a slew of crossborder banking tie-ups between the remaining players.” Many, though not all, of these mergers have been cross-border. These have involved banks in two categories: those from small-market European nations, which have had to expand abroad to attain globally competitive scale; and megabanks from large-market European nations.

One example of an ambitious small-market bank is ABN Amro of the Netherlands. This bank resulted from merger of Algemene Bank Nederland (ABN) and Amsterdam-Rotterdam Bank a decade ago (*Euromoney*, December 1999). ABN in particular had an established international network. The merged entity closed many branches and cut other costs, boosting its net revenue. ABN Amro has moved simultaneously in two different strategic directions. First, it looked for available niches in domestic and global securities markets. It was the first bank to issue securitized paper in the Netherlands (September 1997), and it pioneered web-based bond sales (March 2001). It has also expanded its brokerage and market presence opportunistically: for example, it entered the hedge-fund market by hiring former floor traders from consolidating exchanges (*Dealers Digest*, February 26, 2001).

Second, ABN Amro has moved aggressively to expand its cross-border consumer-banking operations, especially in Asia and Latin America. One of the few cross-border banks engaged in consumer banking, its approach equates with the upscale retail banking discussed

¹⁰ *The Economist* (March 13, 1999) summed up European banks’ cross-border merger problems thusly: “Cross-border mergers are doubly difficult. There is little overlap between banks from the different countries and the logic here is different: less cost cutting, more revenue generation. Yet that is precisely why banks are hesitant. Buying a bank in another country with another language and another legal system is a risk that few want to take. ... full mergers have proved difficult.”

¹¹ *The Economist*, June 23, 2001. This article noted that Mediobanca, the largest Italian investment bank, was sixth in volume in Italy in 2000.

above. As the *Harvard Business Review* (May/June 1999) put it: “Consumer banking is a loosely defined notion. ABN AMRO Bank defines it as providing financial services to the affluent sector in a given market. At the lower end of the socio-economic scale, consumer banking borders on mass retail banking; at the high end, on private banking.”¹²

ABN Amro acquired a major interest in Thailand’s Bank of Asia in early 1998, and in mid-1998 became the first international bank in Kazakhstan. In late 1998, ABN Amro became the first Dutch bank permitted into Beijing, and also bought Banco Real, the fourth largest bank in Brazil, for \$2.1 billion.¹³ It also operates branch networks in Costa Rica, Guatemala, Hungary, and South Africa. In the U.S., ABN Amro sold its New England-based European American Bank to Citibank (*Banker*, March 2001), allowing it to focus on its strengths in the U.S. midwest (where it owns LaSalle Bank in Illinois and Standard Federal in Michigan).

Another ambitious Dutch bank, Internationale Nederlanden Group (ING), has also used mergers to become a large-scale ‘financial supermarket’ that, like Citigroup, combines insurance and commercial banking. ING was created by a 1991 merger; like ABN Amro, the merged bank had a base in Latin America. It bought Barings in 1995, after that bank had been ravaged by Nick Leeson’s exchange speculation, and later Equitable of Iowa. At the end of 1997, it bought Cruz Blanca Seguros de Vida, a Chilean life insurer, and BBL of the Netherlands. It has also purchased banking assets in Germany. ING has built up its market capitalization, which since 1999 has been surpassed in Europe only by UBS. ING has thus far not succeeded in using this war-chest to enter the top echelon of European megabanks. Its attempt to buy Credit Commercial de France was rebuffed in December 1999, despite an offer 15 percent over CCF’s market value.

This reflects another idiosyncrasy of the European situation – the resistance of banks in many national markets to cross-border mergers. There were no takeovers of French banks until HSBC of the UK bought CCF in April 2001. Most mergers, even the largest, have been defensive combinations within domestic borders. This was the case with the March 1999 bid by Banque Nationale de Paris (BNP) to acquire both Paribas and Societe General, just after these two institutions had publicly affirmed their interest in a ‘marriage of equals.’ Paribas was an investment bank, while the other two were primarily commercial banks, so this merger offered the prospect of both cost-cutting and product-line expansion.¹⁴ However, a huge public controversy erupted over BNP’s aggressive offer. In June 1999 BNP succeeded in buying Paribas. This has not worked out well; since Paribas had no branch network, few cost economies were available on the commercial-banking side; and a mass exodus of personnel ensued on the investment-banking side. In May 2001, BNP purchased BancWest of Hawaii to boost its private-banking, asset-management, and insurance activities in the US, and to open the possibility of

¹² This article goes on to note that Citibank and HSBC are among the few global banks competing in this banking market, and observes: “The formula ABN AMRO Bank will apply to the international consumer business could be summarized as ‘Business class banking,’ appealing to the higher market sophistication and service sensitivity of their target group. ... In general, the bank is developing a business class concept based on relationship, convenience and trust that will place it close to its customers. ABN AMRO Bank expects to be one of, at most, a handful of financial institutions working towards achieving the ambition of building an international consumer banking brand.”

¹³ ABN has done investment banking in Latin America for 80 years, but never before commercial banking.

¹⁴ Crédit Agricole, a mutual bank whose asset size is among the world’s largest, is also seeking defensive merger partners (*Economist*, July 21, 2001).

further expansion in U.S. banking markets.

Italy's banks similarly have been engaged in a series of defensive mergers. In March 1999, two largest banking groups made merger bids--UniCredito Italiano for Banca Commerciale Italiana (BCI), and Sanpaolo IMI for Banca di Roma. Both were motivated by cost-cutting considerations, and aimed at increasing market capitalization. In June 1999, Italy's fourth-largest bank, Banca Intesa, merged with the fifth-largest, Banca Commerciale Italiana (BCI). Italy's defensive bank consolidations have occurred very recently because many large banks have only recently been privatized. Spain's defensive consolidations have been underway for far longer. For example, Banco Central Hispanamericano (BCH) was created in 1992 by a defensive merger made in light of the emerging single European market. In January 1999, the largest Spanish bank, Banco Santander, consolidated its position by merging with BCH, then third-largest. The second-largest Spanish bank, Banco Bilbao Vizcaya, was created by a merger of two Basque banks in 1988. These defensive mergers throughout Europe have permitted branch closings, cost cutting, and increases in market capitalization. These two large Spanish banks, while well-capitalized due to sizable earnings in their isolated domestic market, have not attempted to expand into other European nations; instead they have used acquisitions to take a leading role in Latin American banking markets (Table I.12, ECLAC, 2001).

This brings us to the second category of cross-border European mergers—those by megabanks seeking global scale in investment banking, which means acquiring the ability to service megacorporations and to underwrite “bulge bracket” issues. German banks, which have a miniscule share of their nation's deposit market (state banks dominate it), have been the leaders in these efforts to join the “bulge bracket.” Even these efforts can be interpreted as defensive reactions to market shifts. In the post-war German industrial model, large banks provided long-term finance to large industrial companies, in relationships cemented by cross-shareholding and managerial consultation. Banks' deposit bases have stagnated, however, as wealthholders have shifted into non-bank savings vehicles. As elsewhere in Europe, Germany's largest banks have responded to these pressures and to the prospect of European liberalization by a series of actual and attempted mergers, including the failed mid-1999 merger attempt of Germany's largest banks, Deutsche Bank (DB) and Dresdner. These mergers are expected to lead to tighter credit limits, as merging banks shrink through cost-cutting (*Euromoney Institutional Investor*, May 5, 2000). This has pushed non-financial firms to seek a higher share of their financing in direct-credit markets, weakening bank/corporation relationships and pushing European firms and banks ever more toward the U.S. corporate financing model. And European firms' mergers have been largely underwritten by U.S. investment banks – providing a target for the European banks (such as Credit Suisse First Boston (CSFB), DB, and Loyds TSB) that have sought to join their ranks.

Dresdner, after several unsuccessful merger attempts, was finally bought by Allianz, the world's second-largest insurer, in April 2001; this combination represented an effort to create what the *Wall Street Journal* (April 2, 2001) termed a “banking, insurance, and asset-management colossus”—a German Citigroup.¹⁵ DB has been seeking a successful formula for some time. It has trimmed its retail-branch staff by one-fifth since 1992. DB bought British

¹⁵The same *Wall Street Journal* article quoted Donald Moore, chair of Morgan Stanley Group Europe, as follows: “This is not about banks getting into insurance or insurers getting into banking. This is about

merchant bank Morgan Grenfell in 1989; but this resulted in a disaster due to a clash of management cultures. DB then spent billions buying investment-banking talent, only to lose out when its proficient high-tech team left for CSFB in 1998. Then, in mid-1998, it took over Bankers Trust for \$9 billion – a move that, as noted above, caused other European megabanks to hunt for blue-chip U.S. investment banks such as JP Morgan, Paine Webber, and Lehman Brothers. DB finally succeeded in its long quest when *Euromoney* (July 2000) named it the leading global bank.¹⁶ *Fortune's* Guyon (2000) observed: “The bank may still be called Deutsche, but the center of gravity has clearly moved from the old-line German commercial bankers in Frankfurt to a polyglot team of investment bankers headquartered in London .. transform[ing] it into a money machine that has finally brought Deutsche within spitting distance of investment banking's perennial leaders, Goldman Sachs and Morgan Stanley.”

5. East Asian banking and the global bank merger wave

Any analysis of Asian financial capital must begin with Japan, whose economy and financial institutions dwarf those in the rest of East Asia. Japanese main banks have historically had the same intimate relations with industry as have large German banks. Strong governmental leadership and *keiretsu* groups kept large banks' financial resources, which were based on workers' high saving rates, harnessed to corporate and government goals. The strong performance of Japan's corporations led its banks to seek out new investment outlets, including real estate and equity in the late 1980s. This contributed to the bursting of Japan's bubble economy, leaving Japanese banks with a huge and intractable volume of non-performing and insolvent loans. The large-bank sector as a whole became insolvent.

One response to this bank insolvency crisis has been further deregulation—including the Big Bang and the encouragement of foreign direct investment and mergers (*Japan Economic Institute Report* No. 23, June 20, 1997). Motivated largely by distress, Japan's large banks have engaged in a series of defensive mergers, accompanied by government assistance in unloading bad debt.¹⁷ In 1990, Mitsui Bank and Taiyo Kobe Bank formed Sakura Bank. In 1991, Kyowa Bank and Saitama Bank created Asahi Bank. A potential merger between Daiwa – damaged by a bond-trading scandal involving its U.S. affiliate – and Sumitomo was undermined when Sumitomo's hard bargaining violated prevailing industry norms. In April 1996, the Bank of Tokyo and Mitsubishi Bank merged into then-largest Bank of Tokyo-Mitsubishi.

These 'bigger is better' mergers did not resolve the large-bank sector's problems: gains in microeconomic efficiency were slight, and these banks' inability to lend compromised any possible economic recovery. In 1999, a further round of defensive mega-mergers was initiated. The Industrial Bank of Japan (IBJ), Fuji Bank, and Dai-Ichi Kangyo combined to form Mizuho Financial Group, the world's largest bank, in August 1999. Two months later, Sakura and Sumitomo were combined into Sumitomo Mitsui. In March 2000, Sanwa, Tokai, and Asahi agreed to merge into one entity, also called Sanwa Bank. A month later four institutions – Bank

¹⁶ This article noted that DB “has recently addressed one of its most glaring weaknesses- lack of critical mass in the US- through acquiring Bankers Trust, the integration of which, so the evidence now suggests, has progressed more smoothly than the bank dared hope. ... In 1998, Deutsche realized it needed to address its weakness in the US, where 60% of global investment banking fees are generated.”

¹⁷ Dai-Ichi Bank and Nippon Kangyo Bank began the consolidation movement among large Japanese banks in 1971 when they merged to create Japan's then largest bank, Dai-Ichi Kangyo.

of Tokyo Mitsubishi, Mitsubishi Trust, Nippon Trust, and Tokyo Trust – agreed to form the Mitsubishi Tokyo Financial Group. Only the Sumitomo Mitsui partnership has yielded a unified leadership structure. Because these banks have not overcome strategic paralysis, these mergers can yield at best gains from cost cutting measures.

A decade into the post-Bubble period, virtually all large Japanese banks have been merged or suggested for merger.¹⁸ Many analysts favor more mergers and deregulation, even while not hopeful that these steps will either solve banks' bad-debt problems or restore Japanese macroeconomic growth (Helweg, 2000).¹⁹ The surviving large Japanese banks have gradually cut their links to the large non-financial firms with which they formerly partnered. This continuing crisis at home, amplified by the Asian financial crisis, has also blocked Japanese banks from acquiring banking assets abroad; indeed, Japanese-owned banks' presence in U.S. markets has been cut, even while U.S. investment banks--Merrill Lynch and Riplewood Holdings--have successfully entered the Japanese market (Rowley, 2000).

Table 3 and the accompanying Figure 3 illustrate this using data on firms listed in Business Week's annual "Global 1000" rankings.²⁰ Table 3 sets out data on asset size and market values for all listed firms, and then for banking firms, from the U.S. and from other global areas. The growth in U.S. banks' market values reflects both rising capitalization and rising market-to-book value premia. Figure 3 shows the dramatic surge in the global presence of U.S. banking firms; this sector's market value increased almost ten-fold between May 31, 1989 and May 31, 2001. The market value of European and British banks also grew rapidly, though less than U.S. banks; but that of Japanese banks was cut nearly in half.

Most cross-border mergers among non-Japanese East Asian banks involve distress mergers in the wake of financial crisis. This scenario has been played out in all the nations affected by the Asian financial crisis of 1997-98. Consider Korea, which had a government-regulated financial system: banks did not have distinct strategies, but instead operated as instruments of government credit allocation (Crotty and Dymski, 2001). The effectiveness of the Korean financial system in promoting Korea's rapid growth rate was widely acknowledged. Two U.S. banks – Bank America and Citibank – had limited operations in South Korea, but otherwise no foreign banks operated domestically. The Korean system changed in the mid-1990s, when Korea bid to join the OECD. A condition of membership was financial deregulation. Korea's government permitted the creation of 24 merchant banks as vehicles for deregulated banking activities. These merchant banks were used both to finance the expansion of Korea's chaebol

¹⁸ In September 2001, the government encouraged Daiwa to merge with Asahi. Mitsui Trust merged with Chuo Trust in 1999. In March 2001, a merger of Toyo Trust with Sanwa and Tokai was announced.

¹⁹ Cleansing balance sheets of "old" problem debts is one thing; "new" problem debts due to the stagnant pace of economic activity is another. The *Far East Economic Review* (October 4, 2001) notes, "Between September 2000 and March 2001, Japan's 16 biggest banks sold or wrote off a hefty ¥ 4.4 trillion worth of loans to borrowers classed as either 'bankrupt' or 'probable bankrupt.' Yet despite the disposals, the amount of loans in those categories barely fell at all, only declining to ¥ 11.7 trillion from ¥ 12.7 trillion as more borrowers failed to service their debts."

²⁰ Since the late 1980s, Business Week magazine has presented an annual ranking of the 1000 largest firms worldwide based on their global market value. Figures are calculated as of May 31 in each year's survey. Mutuals and state-owned firms are excluded.

into overseas production and to engage in offshore speculation. The overextension of chaebol production plans and currency collapses precipitated a currency crisis and then an IMF agreement, which was signed on Christmas eve 1997. Subsequently, industrial and financial restructuring became the order of the day.

Korea's banking system was decimated by the dynamics of default and destabilization: by March 1998, its collective net worth fell below \$1 billion. Policy changes encouraged mergers of Korean financial and non-financial firms with off-shore and domestic firms; and enhanced foreign investment in Korean firms was also championed. According to the Samsung Research Institute, five of the 12 largest Korean banks are now majority foreign-owned; another two have foreign ownership participation. The companies participating as owners of Korean banks includes JP Morgan, Bank of America, Commerzbank, Allianz, Goldman Sachs, Bank of New York, and ING. These retooled banks' focus is on upscale banking customers.²¹

The cross-border merger experiences elsewhere in most other Southeast Asian nations (leaving aside China and Hong Kong) resemble Korea's: distress mergers involving foreign partners buying up banking assets for cut-rate prices. HSBC has been especially aggressive in buying banks through such purchases.²² The two Asian exceptions to the crisis-driven distress scenario are Singapore and Taiwan. The banks of both largely avoided the effects of the Asian financial crisis. The numerous banks in Taiwan (see Table 4) have largely remained intact, and as noted have in some cases expanded into Asian American markets in the U.S. Singapore's cash-rich banks have, by contrast, purchased other Asian banks. United Overseas Bank (UOB) and the Development Bank of Singapore (DBS) in particular have been active in cross-border acquisitions. UOB acquired, among others, Thai and Philippine banks; DBS, South-East Asia's largest bank, bought banks in the Philippines, Thailand, and Hong Kong. Interestingly, the Singaporean government has pushed the four largest Singaporean banks to merge into two, so as to ensure their survival as global competitors.²³

The impact of these mergers in East and Southeast Asia is to highlight the shift away from government-determined credit allocation with largely homogeneous deposit instruments, and toward upscale retail banking with market-driven loan decisions. As the head of a bank trade association in Tokyo told the author in July 2000, "We are looking for profitable customers." Competition for upper-income customers with foreign institutions such as Citibank has reinforced this shift. Table 4 explores some quantitative aspects of this behavioral shift. It shows that one trend linked to these consolidations--an increase in banking concentration in Southeast Asia (as measured by the share of banking assets held by the 10 largest institutions). Table 5 shows that the largest banks in the U.S. have systematically lower loan-to-asset ratios than

²¹ According to the *Far Eastern Economic Review* (August 23, 2001): [CEO] "Kim wants to turn Kookmin into a retail colossus by leveraging its lucrative credit-card and home-mortgage businesses. He envisages a move away from mass clients to private banking for the affluent. A key shift will be toward personalized financial services like selling insurance through bank branches and managing mutual funds."

²² HSBC has been acquiring banking assets worldwide. Its acquisition of a French bank was noted above; HSBC also acquired a Brazilian bank in 1997 (Bamerindus), Seoulbank of Korea in 1999, and Republic National Bank of New York in 1999 (*The Economist*, May 15, 1999).

²³ Low (2001) has a detailed discussion of these Singaporean mergers.

smaller banks—a predictable consequence of the strategic shifts discussed in section 2.²⁴ Table 4 shows that only in Hong Kong and Indonesia do the largest banks have systematically lower loan-to-asset ratios than other banks. This is not surprising: for one thing, global megabanks (which have led the shift away from traditional lending) have largely not bought assets in East and Southeast Asia; for another, even after merging, many banks remain saddled with bad-loan problems, so their post-merger behavior is often tightly constrained. In any event, these data suggest that Asian mergers may be both customer- and production-seeking.

6. Latin American banking and the global bank merger wave

Latin American banking prior to liberalization was comprised primarily of two clusters of bank types: family-owned financial groups and state-owned institutions. The latter typically had distinct functional responsibilities and played a key role in national development strategies. As in Korea, a few multinational megabanks had limited operations in Latin American markets, often as a colonial or neocolonial legacy. These nations' involvement with offshore multinational banks increased dramatically in the late 1970s in the Latin American debt buildup. Loan defaults by borrower nations led to substantial pressures on these nations to liberalize, and to the 'Lost Decade' of stagnation, with some nations experiencing recurrent hyperinflation. Stagnant growth and foreign-exchange shortages weakened domestic banks and eroded domestic loan markets. By the early 1990s, these nations had substantially liberalized their financial markets and relaxed their rules on foreign ownership of domestic corporations, including banks. This has led to rounds of overseas bank acquisitions across the face of Latin America in the 1990s and 2000s.

The most dramatic case is that of Mexico. Economic liberalization led Mexico to privatize key national and state banks in the early 1990s, including its three largest banks—Banamex, Bancomer, and Serfin—on which we focus here. Mexican investors bought all three institutions. Questionable loans and involvement in drug-money laundering weakened these institutions; the peso's plunge in December 1994 hammered them. All three banks found foreign institutions to bolster their equity position—Banamex agreed to an alliance with Aegon of Holland in October 1995, GE Capital and J.P. Morgan provided financial lifelines to Serfin in 1995 and 1996, and two Canadian banks and Aetna bought equity stakes in Bancomer in 1996.

The Mexican government took steps to support these weak institutions: for example, in December 1995 it agreed to take over Banamex's bad loans, and in 1997 it wrote off bad loans; but starting in July 1996, Serfin and Bancomer were implicated in drug-money laundering.²⁵ These two banks were found guilty in a U.S. court in March 1999; Serfin was seized by the government in July 1999. Its bad loans were sold off in October 1999. As of December 1998, foreign banks were permitted to become majority owners of Mexican banks. Serfin, in which HSBC had bought a stake in 1997, was sold to Santander in May 2000. Banamex competed with Banco Bilbao of Spain for Bancomer, but lost out. Bancomer was purchased by Banco Bilbao in June 2000, with an offer of approximately \$1.4 billion. Aetna then sold out its stake in Bancomer in September 2000. Citigroup took over Banamex in July 2001; in November 2001, it announced layoffs of 7800 workers. In January 2002, Aegon sold its stake in Banamex to Citigroup.

²⁴ A comparison of Tables 4 and 5 also reveals that most Asian nations' banking systems are more concentrated than that of the U.S.

²⁵ These banks were found guilty of laundering drug money in a U.S. court in March 1999.

In effect, the interaction of financial crises and government support paved the way for deep cross-border penetrations into Latin American banking markets (some of which have been discussed above). In Mexico, European, Asian, and U.S. banks accounted for 78 percent of all banking assets in 1999 and 79.8 percent in 2000.²⁶ The Mexican case was extreme because it alone experienced a mid-1990s currency crisis; nonetheless, foreign banks have encroached throughout South America (Table I.12, ECLAC, 2001). In Argentina, foreign banks accounted for 24.6 percent of 1999 banking assets, and 28.5 percent of 2000 banking assets. In Brazil, foreign banks accounted for 20.4 percent of banking assets in 1999 and 33.6 percent in 2000; in Chile, 39.3 percent in 1999 and 44.6 percent in 2000.

ABN Amro's \$2.1 billion purchase of its fourth largest bank, Banco Real, in 1998, led one industry source to comment: "Brazil is a large market which has been able to attract the attention of foreign banks that feel they've run out of growth opportunities at home. ... Latin American banks have been eager to pursue mergers because of earnings difficulties, high levels of nonperforming loans, and inadequate capital" (*Mergers & Acquisitions*, Sep/Oct 1998). Nonetheless, Brazil has constituted a partial exception to this pattern of overseas takeovers of weak domestic banks.²⁷ Some of its domestic banks performed well after the Real plan was implemented in 1994; they have been able to reverse some foreign entry into Brazilian banking markets. Itau bought out BFB, a subsidiary of the French Credit Lyonnais, in July 1995; and in December 2001 it announced plans to purchase Banque Sudameris, a subsidiary of IntesaBci SpA of Italy. When virtually all of Brazil's state banks became insolvent, they were offered for sale in what turned into a competition between domestic and overseas banks. Banco Bradesco acquired Banco do Estado da Bahia in June 1999, and Banco Mercantil do Sao Paulo in January 2002; Itau merged with Banco do Estado do Parana in October 2000; but ABN-Amro acquired Banco do Estado de Pernambuco in November 1998, and Santander bought the largest of the state development banks, Banespa, in November 2000.

The impact of foreign bank entry on banking practices is sharper than in Asia. The entry of overseas banks into Mexico and Brazil reflects primarily customer-seeking motives. Production(loan)-seeking mergers are problematic both because of national banking crises and because recurrent hyperinflation has eroded banks' willingness and ability to make loans. Brazil, exposed to chronic hyperinflation, has an extremely low loan-to-asset ratio (indeed, it is as low as that for South Asia, shown in Table 4); so do Chile, Ecuador, and Venezuela. Latin American commercial-banking markets are highly concentrated, as Table 5 shows. In Brazil, Chile, and Colombia, the 10 largest banks have significantly lower loan-to-asset ratios than do other banks.

So foreign banks entering Latin America are looking for profitable customers, as in Asia; and they are even more reluctant to engage in loan-making activities than are foreign banks entering Asian markets.²⁸ The recent Argentinian crisis indicates the hazards in Latin American

²⁶ These percentages are based on the 333 largest Latin American banks as of 2000; see Table 5.

²⁷ Carvalho (2001) and de Paula (2001) provide detailed information on foreign bank entry into Brazil. McQuerry (2000) discusses the impact of macroeconomic instability and reform on Brazil's banking sector.

²⁸ The entry of Spanish banks is a possible exception: these banks' strategy of entering virtually all Latin American countries indicates that they have regarded Latin America as a regional market, not just a terrain for plucking desirable customers.

banking. Four of the top five commercial banks in Argentina are foreign-owned, and the recent crisis has made them reconsider their position(s) in Latin American markets. FleetBoston considered pulling out and writing off its entire Argentinian banking position; so did the Spanish banks BBV and Santander. Ironically, large overseas banks' losses in Argentina has given domestic Brazilian banks an edge in acquiring middle-level banks and consolidating their position(s). The Spanish banks in particular have been hard-hit by this crisis; so too has J.P. Morgan and other U.S. banks. The February 2002 edict preventing bankers from leaving Argentina only reinforced the gap between the ideal of an easily reversible investment decision and a protracted stand-off. The profitable customers may be there in Argentina, or elsewhere in Latin America, but these micro-agents are enmeshed in troubled macrostructures.

7. Conclusion and discussion

The global scenario. Mergers and acquisitions have become the primary means of bank expansion, especially for banking firms seeking the commanding heights in global financial markets. Our review of bank mergers across the globe illustrates the relevance of the model developed in section 2: macrostructural factors dictate the options—including mergers—available to banking firms; a variety of banking strategies can lead to bank mergers, depending on banks' methods of extracting revenue, their approaches to identifying and relating to customers, and their access to capital markets and to banking alliances.

In general, the more important is distress in motivating bank mergers, the less important are strategic elements. Since defensive mergers also involve efforts to protect market share, they also tend toward strategic conservatism. The banks capable of strategic innovation are those with resources and access to capital. Access to capital, in turn, has involved two very different scenarios. Some firms—notably large U.S. banks—have been able to draw on the large and booming U.S. equity markets. Table 1 tells this story. Focusing on the *Business Week* Global 1000, U.S. banking firms are well-capitalized in terms of both book value *and* the market value of their shares relative to book value. As a result, the market value of U.S. banks' equity shares relative to their assets is far larger than for banks in other global regions. As Table 1 shows, U.S. non-financial corporations have also enjoyed this advantage. These global financial imbalances explain why non-U.S. banks interested in global investment-banking presence have consistently entered U.S. markets.

Despite the increasingly homogeneous global financial regulatory architecture (Mullineux and Murinde, 2001), there is little indication of homogenization in the circumstances triggering mergers, in the strategic impetus behind mergers, or in the capabilities and scope of the surviving institutions. Several banks – HSBC, ABN Amro, and to a lesser extent Citi – are engaged in a global version of upscale retail banking. Another small group of competitors – among them Deutsche Bank, Chase, again Citi, CSFB, ING – are seeking dominance in investment banking. Other banks are focusing on regional or national markets. Some are attempting to work off balance-sheet problems. There is no evidence that a small set of truly global and universal banks are emerging. *The Economist* (August 28, 1999) put this very well:

Even if the most ambitious plans in France, Germany and Japan came to fruition, they would at best create 'national champions.' In the United States, First Union and its arch-rival, Bank of America, are each concentrating on building a pan-American structure.

Only Citibank, which caters to a tiny, upmarket clientele in most countries, and the Sino-British HSBC, which lacks a substantial American retail presence, are true 'global' retail banks. There are few signs of traditional banks rushing to follow.

The strategic and structural factors emphasized in this paper explain this absence of truly 'global' banks. In the U.S. and elsewhere, banks are making strategic thrusts toward segmenting markets and choosing the customers they want. Even in the prosperous U.S. of the 1990s, a significant proportion of the population has remained 'unbanked' and served by informal financial arrangements. This undesired cohort is proportionately larger in less developed countries; the global trend toward the bifurcation of wealth and income is increasing both the ranks of high-value customers and of those without sufficient assets to attract banks' interest. Turning to structural considerations, the shifting challenges presented to goal-seeking firms by evolving regulatory frameworks and macroeconomic conditions are not leading to a global rest-state. To the contrary: crises and imbalances are not only recurrent, but defining, features of the global neoliberal economy. The ability of banks in any one global region to "go global" depends on the sustained prosperity of their regional base.

Here the magic bullet through the latter 1980s and 1990s has been Wall Street. Efforts to consolidate European exchanges have failed thus far (*The Economist*, December 16, 2000). European markets account for a relatively small amount of global financial-center activity; for example, the City of London accounted for 18 percent of global loan volume in 2000. This advantage is by no means predetermined, but reflects current geo-political patterns and global political economic power (Dymski 2002). Perhaps the defining aspect of this Wall Street advantage is the market value premium enjoyed by U.S. firms, including banks. While the largest banks in the U.S., Europe, and East Asia are similar in size, Tables 1 and 3 have shown that U.S. banks have a substantial lead in the market value of their equity. This provides a tremendous advantage in individual banks' pursuit of specific merger targets; but overall it represents a huge source of national comparative advantage. Figure 3 documents the intimate linkage between the strength of national economies and the strength and strategic circumstances of banking firms.

The developing economies and bank mergers. The Mexican peso crisis of 1994, the East Asian financial crisis of 1997-98, and the Russian-Brazilian currency crises of 1998-99 forced even market-oriented economists to reconsider the desirability of financial liberalization and free financial flows. For example, Espinosa-Vega, Smith, and Yip (2000) argue that developing economies may grow faster if they impose some restrictions on cross-border capital movements. Calvo (2000) demonstrates that opening up derivatives markets for developing economies can reduce economic welfare. Most notably, economists at the World Bank and the International Monetary Fund have found that financial liberalization increases the probability of banking crisis (Demirguc-Kunt and Detragiache, 1998), and that financial crises' contagion effects are large and costly. The IMF interpreted the Asian crisis as demonstrating that "weaknesses in financial systems and, to a lesser extent, governance" (IMF, 1998) can undermine otherwise robust economies.

So while IMF and World Bank policy-makers have increasingly questioned whether open cross-border flows of capital have positive effects on national economies, they are in agreement that improvements in financial governance is needed for a sound and prosperous global economy. Here the need for protection from financial instability and collapse meets the global merger wave: consolidations among banking firms evidently achieves the required modernization and corrects

these weaknesses. So a global bank merger wave could, in principle, ensure that more open markets and freer cross-border flows lead to universally higher welfare levels.

But here is where recent historical experience should be the guide, not models assuming financial-market efficiency exists. The argument that macroeconomic stability can be achieved through alternative microeconomic structures is problematic. The evolution of financial structures is being driven by consolidations, not by regulatory frameworks, and the pattern of consolidations reflects macrostructural circumstances. In short, it is not possible to insulate microeconomic forces from macroeconomic booms and busts; to the contrary, macrostructural trends invariably influence the emerging shape of microeconomic possibility.

The spread of the global merger wave in banking has transformed banking, and the economic functions of banks. Bank mergers in the U.S. have facilitated the transformation of U.S. banks from integrated savings-investment mechanisms focused on local markets to differentiated service providers that feed liabilities into widely dispersed and reversible assets. The separation of customers from production facilities is, of course, endemic to the cross-border movements of firms and capital. It can mean a loss of banks' functional role of credit-provision in large portions of an economy.²⁹ As discussed above, mergers can be classified as either customer-seeking, production-seeking, or both. The megabanks now growing so aggressively via mergers are seeking customers, not production sites—upscale households with substantial incomes and wealth, as customers for the fee-based products and securitized instruments they prefer to sell. They are not seeking global sites for loan production in the same way. Indeed, many environments with desirable liability-side customers lack viable prospects for broad-based loan production. Permitting large U.S. megabanks into Brazil will not transform Sao Paulo into the kind of lush terrain for middle-market loan-making that these banks find in Southern California. Instead, merging banks' entry into such markets has to be regarded at this point as one more factor exacerbating uneven economic development across the globe.

References

- Agénor, Pierre-Richard, "Benefits and Costs of International Financial Integration: Theory and Facts," Policy Research Working Paper #2699, Washington, DC: World Bank, September 7, 2001.
- Berger, Allen N, Rebecca S. Demsetz, and Philip E. Strahan, "The Consolidation of the Financial Services Industry: Causes, Consequences, and Implications for the Future," *Journal of Banking and Finance* 23 Nos. 2-4, February 1999: 135-194.
- Berger, Allen N., Robert DeYoung, H. Genay, Gerald F. Udell, "Globalization of Financial Institutions: Evidence from Cross-Border Banking Performance" (forthcoming in *European Financial Management* vol. 6, 2000).
- Boyd, John H. and Stanley L. Graham. "Investigating the Banking Consolidation Trend." Federal Reserve Bank of Minnesota *Quarterly Review*, Spring 1991: 3-15.
- Calvo, Guillermo A., "Betting against the State: Socially Costly Financial Engineering," *Journal of International Economics* 51, 2000: 5-19.

²⁹ The loss of economic role does not equate with institutional demise: in both Japan and Brazil in the 1990s, banks generated positive cash flows without making loans; instead they invested low-cost deposits in securities emitted by deficit-financing governments. This placement of government paper, of course, constitutes an economic role of another kind.

- Claessens, Stijn, A. Demirgüç-Kunt, and H. Huizinga, "How does Foreign Entry Affect the Domestic Banking Market?" Policy Research Working Paper #1918, 1998, Washington DC: World Bank.
- Claessens, Stijn, and Marion Jansen, Editors, *The Internationalization of Financial Services: Issues and Lessons for Developing Countries*. Boston, Mass.: Kluwer Academic Press, 2000.
- Clarke, George, Robert Cull, Maria Soledad Martinez Peria, and Susana M. Sánchez, "Foreign Bank Entry: Experience, Implications for Developing Countries, and Agenda for Further Research," World Bank Policy Research Working Papers Series, No. 2698, October 2001.
- Clarke, George, Robert Cull, Maria Soledad Martinez Peria, and Susana M. Sánchez, "Bank Lending to Small Businesses in Latin America: Does Bank Origin Matter?" Policy Research Working Paper #2760, Washington, DC: World Bank, January 2002.
- Crotty, James, and Gary A. Dymksi, "Can the Global Neoliberal Regime Survive Victory in Asia? The Political Economy of the Asian Crisis," in *Money, Finance, and Capitalist Development*, edited by Philip Arestis and Malcolm Sawyer. Forthcoming, Edward Elgar, 2001.
- Crystal, Jennifer S., B. Gerard Dages, and Linda S. Goldberg, "Has Foreign Bank Entry Led to Sounder Banks in Latin America?" *Current Issues in Economics and Finance*, Federal Reserve Bank of New York, Volume 8, Number 1, January 2002.
- Carvalho, Fernando Cardim, "The Recent Expansion of Foreign Banks in Brazil: First Results." Paper presented in the workshop "European Banks and the Brazilian Financial System," Centre for Brazilian Studies, University of Oxford, December 3, 2001.
- Demirgüç-Kunt, Asli, and Enrica Detragiache, "Financial Liberalization and Financial Fragility," *IMF Working Paper* 98/83, June 1998, Washington DC: International Monetary Fund.
- Demirgüç-Kunt, Asli, and Huizinga, H., "Determinants of commercial bank interest margins and profitability: some international evidence". *World Bank Discussion Paper* #1900, March 1998, Washington, DC: World Bank.
- Demirgüç-Kunt, A., R. Levine, and H. G. Min, "Opening to Foreign Banks: Issues of Stability, Efficiency" *Proceedings of the Bank of Korea Conference on the Implications of Globalization of World Financial Markets*, 1998.
- de Paula, Luiz Fernando, "Expansion Strategies of European Banks to Brazil and Their Impacts on Brazilian Banking Sector," mimeo, Centre for Brazilian Studies, Oxford University, March 2001.
- Dermine, Jean, "European Banking with a Single Currency," Working Paper 96-54, 1996, Philadelphia: Financial Institutions Center, Wharton School, University of Pennsylvania.
- DeYoung, Robert. "Fee-Based Services and Cost Efficiency in Commercial Banks." Working Paper 94-3, Economic and Policy Analysis, Office of the Comptroller of the Currency, April 1994.
- Dymksi, Gary, *The Bank Merger Wave*. Armonk, NY: M.E. Sharpe, 1999.
- Dymksi, Gary, "Post-Hegemonic U.S. Economic Hegemony: Minskian and Kaleckian Dynamics in the Neoliberal Era," forthcoming, *Journal of the Japanese Society for Political Economy*, Tokyo, 2002.
- Economic Commission on Latin America and the Caribbean (ECLAC). *Foreign Investment in Latin America and the Caribbean – 2000 Report*. Santiago: Chile, 2001.
- Ennis, Huberto M., "On the Size Distribution of Banks," *Economic Quarterly*, Federal Reserve Bank of Richmond, Volume 87/4, Fall 2001, pp. 1-25.
- Espinosa-Vega, Marco A., Bruce D. Smith, and Chong K. Yip, "Barriers to International Capital Flows: When, Why, How Big, and for Whom?" Federal Reserve Bank of Atlanta Working Paper 2000-

16, October 2000.

Group of Ten. *Report on Consolidation in the Financial Sector*. Basle: Bank for International Settlements, January 2001.

Guyon, Janet, "The Emperor and the Investment Bankers: How Deutsche Lost Dresdner," *Fortune* 141(9), May 1, 2000.

Helweg, M. Diana, "Japan: A Rising Sun?" *Foreign Affairs*, July/August 2000, pages 26-39.

Hunter, William C. and Larry Wall. "Bank Merger Motivations: A Review of the Evidence and An Examination of Key Target Bank Characteristics." Federal Reserve of Atlanta *Economic Review*, September/October 1989: 2-19.

International Monetary Fund, "The IMF's Response to the Asian Crisis," International Monetary Fund, Washington DC, June 15, 1998.

Low, Linda, "The Political Economy of Chinese Banking in Singapore," Mimeo, Department of Business Policy, National University of Singapore, January 2001

McQuerry, Elizabeth, "Managed Care for Brazil's Banks," *Economic Review*, Federal Reserve Bank of Atlanta, Second Quarter 2001, pp. 27-44.

Mullineux, Andy W., and Victor Murinde, "Global Trends in Finance and Corporate Governance: Is There Still Scope for Regional Variation?" mimeo, Department of Economics, University of Birmingham, January 2001.

Organization for Economic Cooperation and Development (OECD), "Mergers and Acquisitions in the Financial Services Sector," *Financial Market Trends*, March 2000, (75), pp. 123-140.

Rhoades, Stephen A, "Bank Mergers and Banking Structure in the United States, 1980 Board of Governors of the Federal Reserve System, Staff Study 174, August 2000.

Rowley, Anthony, "Japan: Financial Services Come of Age," *The Banker*, January 3, 2000.

Serwer, Andrew E. "Why Bank Mergers Are Good for Your Savings Account." *Fortune* 132(7), October 2, 1995.

Table 1: Summary Statistics for Large Firms, by Region (May 31, 2001)

	Market Value (US \$M)	Assets (US \$M)	Profits per \$1000/assets	Book value of equity Relative to assets	Equity price/ book value
Financial Firms (listed in the Business Week Global 1000)					
United States	1,026,605	4,651,006	11.5	7.63	3.29
Canada	75,670	846,590	7.0	4.28	2.09
Britain	368,003	2,586,305	8.6	5.27	2.83
Continental Europe	707,823	8,067,243	5.7	3.36	2.90
Japan, Hong Kong, Singapore	174,361	1,762,367	2.7	6.12	0.99
Non-bank Financial Firms (listed in the Business Week)					
United States	1,218,069	5,180,213	12.2	8.52	3.55
Canada	46,958	204,995	13.8	9.38	2.55
Britain	108,485	777,700	4.7	7.36	2.59
Continental Europe	405,909	2,126,245	8.8	6.68	7.37
Japan, Hong Kong, Singapore	352,824	2,468,096	7.7	9.90	1.59

NOTE: Averages are computed using market value of equity shares as weights.

SOURCE: Business Week Global 1000 Survey, July 2001. Web-published at www.businessweek.com.

Table 2: Relative bank size by national area and global size

National or regional bank holding company assets

	United States			Europe	Asia	Latin America
	<u>6/30/97</u>	<u>6/30/00</u>	<u>6/30/01</u>	<u>6/30/99</u>	<u>6/30/00</u>	<u>6/30/99</u>
Ratio of top 3 banks to:						
Top 10	0.45	0.55	0.60	0.40	0.38	0.52
Top 25	0.31	0.43	0.47	0.16	0.25	0.34
Ratio of top 10 banks to:						
Top 25	0.68	0.77	0.79	0.40	0.67	0.66

Global bank holding company assets (May 2001)

	Global	U.S.	Europe	Asia	Latin America
Ratio of top 3 banks to:					
Global top 10	0.40	0.30	0.27	0.32	N/A
Global top 25	0.22	0.16	0.15	0.17	N/A
Global top 50	0.15	0.11	0.10	0.12	N/A
Ratio of top 10 banks to:					
Global top 25	0.54	0.36	0.39	0.25	N/A
Global top 50	0.37	0.25	0.27	0.18	N/A

Note: Each column in the top section measures bank holding company (BHC) assets within a given national area. The columns in the bottom section measure BHC assets against the largest BHCs globally.

Sources for national banking asset data: US -- Banking Information Center, Federal Reserve Board; Europe -- Financial Times; Latin America -- www1.investnews.com.br/milmaiores/; Asia -- Asia Weekly. Source for global banking asset data: Business Week 1000 ranking as of May 31, magazine, July 2001.

Table 3: Market-Value Statistics for Firms in Business Week Global 1000, 1989-2001

	Market Value					Market Value/Book Value				
	1989	1997	% ch.,	2001	% ch.,	% ch.,			% ch.,	
	(US \$B)	(US \$B)	89-97	(US \$B)	97-01	1989	1997	89-97	2001	97-01
All Listed Firms										
United States	1,808	5,423	14.7	9,552	15.2	3.1	5.8	7.9	3.9	-9.3
Canada	81	171	9.8	306	15.6	2.8	2.9	0.3	2.4	-4.4
Britain	346	889	12.5	1,399	12	4.1	5.7	4.1	2.5	-18.3
Continental Europe	408	1,696	19.5	2,880	14.2	4.1	5.1	2.7	3.5	-9.1
Japan, Hong Kong, Singapore	2,056	1,695	-2.4	1,935	3.4	6.9	4	-6.5	2.5	-11.6
Financial Firms Only										
United States	261	1,182	20.8	2,245	17.4	1.6	2.5	5.9	3.4	7.9
Canada	34	68	9.1	123	16	1.5	2.1	4.8	2.3	1.9
Britain	106	388	17.6	476	5.3	1.4	2.8	9.2	2.8	0.3
Continental Europe	196	627	15.6	1,114	15.4	2	2.1	0.5	4.5	21.6
Japan, Hong Kong, Singapore	993	836	-2.1	527	-10.9	5.4	2.1	-11	1.4	-10.1

NOTE: Averages are computed for annual averages, using market value of equity shares as weights.

SOURCE: Business Week, various issues.

Table 4: Financial ratios for commercial banks in Asia and Australia

		Total loans as % of all assets for:			Assets of the 10 largest banks as % of all bank assets
		All banks	10 largest banks	All other banks	
Japan	1999	62.2	61.5	63.1	55.6
	2000	63.1	61.7	64.9	56.0
<i>Other East Asian nations ("Four Tigers")</i>					
Hong Kong	1999	49.6	48.1	55.7	86.4
	2000	44.2	42.5	55.7	87.2
Singapore*	1999	73.0	na	na	
	2000	69.6	na	na	
South Korea	1999	45.6	48.1	30.8	85.6
	2000	54.4	56.6	44.7	82.1
Taiwan	1999	66.8	66.8	66.8	48.2
	2000	66.1	65.8	66.4	48.5
<i>South East Asian nations</i>					
Indonesia	1999	52.4	50.1	59.0	73.8
	2000	18.9	15.9	38.7	86.8
Malaysia	1999	64.9	64.8	65.2	69.5
	2000	60.5	59.8	62.5	73.1
Philippines	1999	54.5	54.2	55.4	77.8
	2000	49.0	48.1	52.7	80.6
Thailand	1999	72.0	72.0	72.6	93.6
	2000	70.2	70.7	59.0	95.7
<i>China</i>					
	1999	60.2	61.3	41.5	94.5
	2000	58.5	59.4	41.0	95.0
<i>Bangladesh, India, Sri Lanka</i>					
	1999	39.9	38.5	42.3	64.4
	2000	39.1	37.4	42.1	63.9
<i>Australia, New Zealand, and Papua New Guinea</i>					
	1999	68.1	67.0	78.6	90.2
	2000	70.4	69.5	78.3	89.6

Source: Asia Weekly list of the 500 largest banks (by asset size) in 2000.

*Only 8 banks are listed for Singapore. Total banks listed for other nations or areas are as follows: Japan, 145; Hong Kong, 26; China, 22; South Korea, 18; Taiwan, 48; Indonesia, 36; Malaysia, 33; Philippines, 26; Thailand, 13; Bangladesh,

India, Sri Lanka, 84; Australia, New Zealand, and Papua New Guinea, 31.

Table 5: Financial ratios for banks in the Americas

		Total loans as % of all assets for:			Assets of the 10 largest banks as % of all bank assets
		All banks	10 largest banks	All other banks	
<i>25 largest U.S. bank holding companies:</i>					
All*	1999		53.2		
	2000		51.3		
European-owned	1999		15.8		
	2000		24.9		
HSBC	1999		42		
	2000		51.5		
Domestically-owned	1999		55.9		
	2000		53.1		
Commercial banks*	2000	61.2	58.6	63.7	49.4
<i>Commercial banks in Latin America</i>					
Argentina	1999	58.2	62.5	49.5	
	2000	70.3	72.5	64.9	70.4
Brazil	1999	20.8	19.9	24.3	
	2000	21.6	20.3	25.6	67.0
Chile	1999	31.1	27.0	41.3	
	2000	27.1	25.2	32.2	72.9
Colombia	1999	57.2	55.2	60.8	
	2000	49.4	44.5	59.1	66.8
Ecuador	1999	66.7	67.3	65.0	
	2000	33.7	33.1	35.6	77.0
Mexico	1999	69.0	69.6	57.2	
	2000	52.2	52.2	51.7	94.9
Venezuela	1999	50.9	52.1	46.6	
	2000	42.5	41.6	45.2	75.2

*Figures are for 25 largest, not 10 largest.

NOTE: Data are as of December 31 unless otherwise noted.

SOURCE: lanota.com, Superintendencias de Bancos de Venezuela, Colombia, Chile, Ecuador, Banco Central de Brasil, Comisión Nacional Bancaria y de Valores de Mexico y Asociación de Bancos del Peru.

**Figure 1: Patterns of Consolidation among U.S. Megabanks, 1997-2001:
Assets in US \$M**

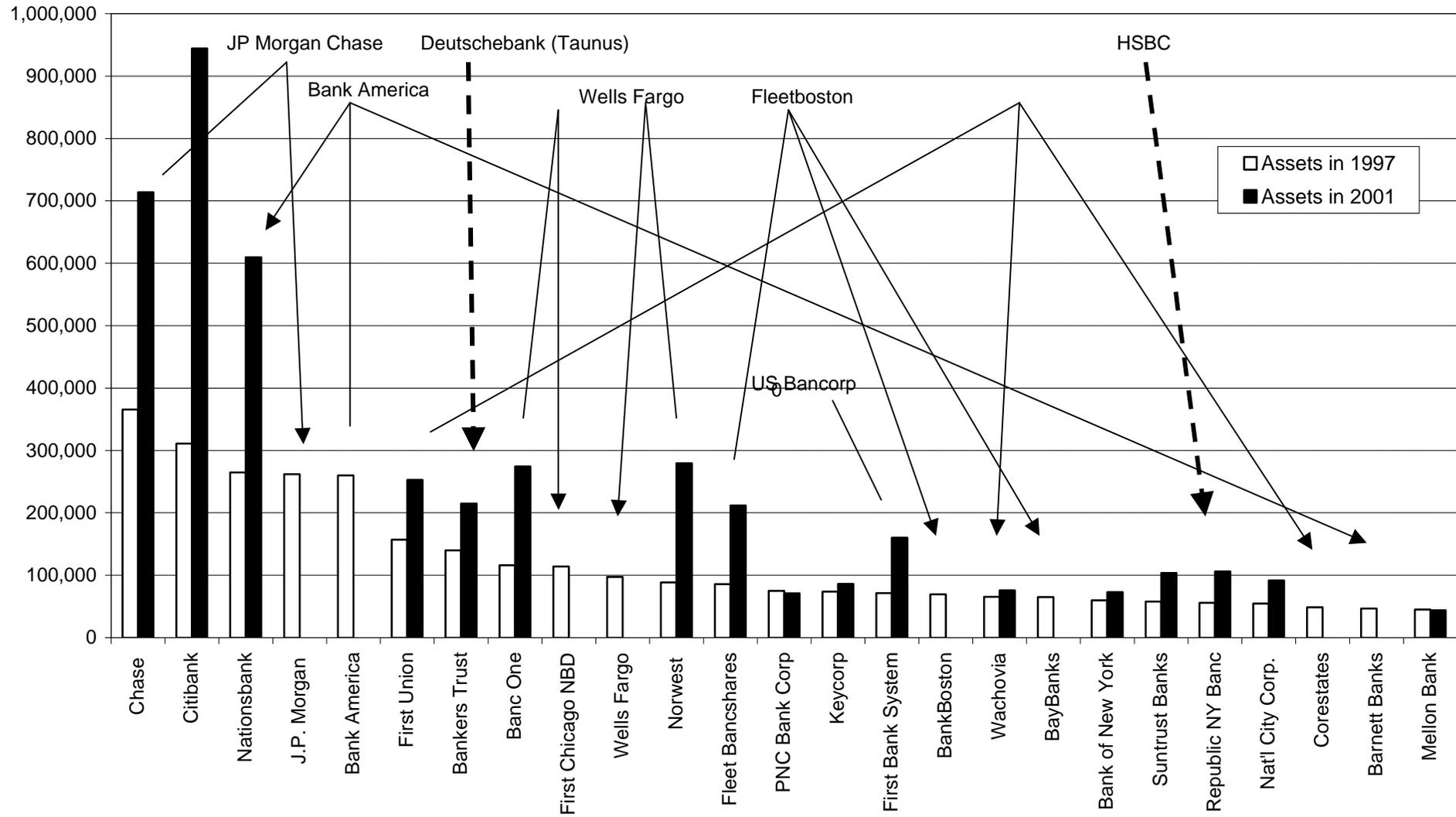
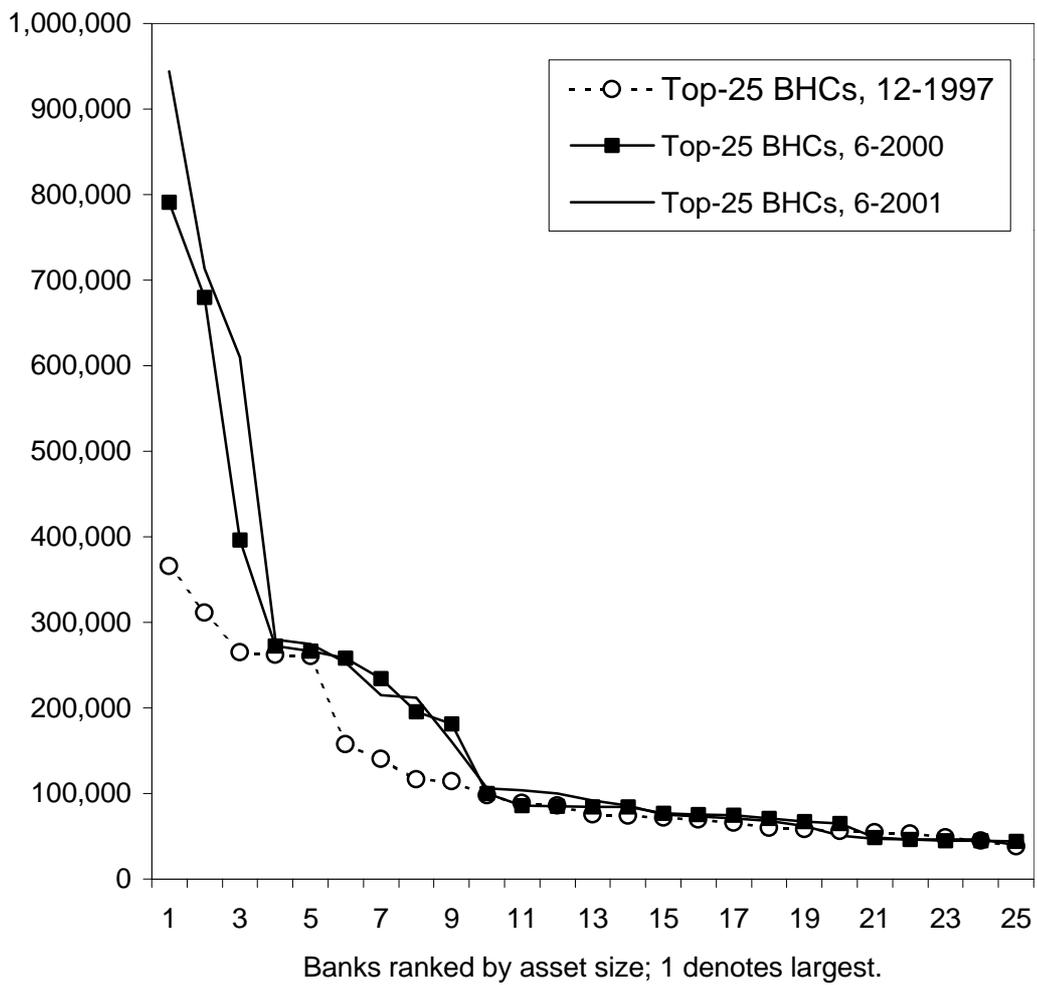


Figure 2: Comparisons of Asset Size of Top-25 Bank Holding Companies, 1997 to 2001 (US \$B)



Source: National Information Center, FFIEC; FDIC.

Figure 3: Market value of financial firms listed in Business Week 1000, by global areas, 1989-2001 (US \$M)

