## **CONTENTS OF VOLUME 2**

Introduction to the Series	v
Contents of the Handbook	vii
Preface	xv
PART II: Additional Areas of the Legal System—continued	827
Chapter 12	
Corporate Law and Governance	
MARCO BECHT, PATRICK BOLTON, AND AILSA RÖELL	829
1. Introduction	833
2. Historical origins: A brief sketch	834
2.1. How representative is corporate government?	834
2.2. Whom should corporate government represent?	836
3. Why corporate governance is currently such a prominent issue	836
3.1. The world-wide privatisation wave	837
3.2. Pension funds and active investors	837
3.3. Mergers and takeovers	840
3.4. Deregulation and capital market integration	840
3.5. The 1998 East Asia/Russia/Brazil crisis	841
3.6. Scandals and failures at major U.S. corporations	841
4. Conceptual framework	842
4.1. Agency and contracting	842
4.2. Ex-ante and ex-post efficiency	842
4.3. Shareholder value	843
4.4. Incomplete contracts and multiple constituencies	843
4.5. Why do we need regulation?	845
4.6. Dispersed ownership	846
4.7. Summary and conclusion	846
5. Models	848
5.1. Takeover models	848
5.2. Blockholder models	853
5.3. Delegated monitoring and large creditors	857
5.4. Board models	859
5.5. Executive compensation models	862
5.6. Multi-constituency models	863
6. Comparative perspectives and debates	869

6.1. Comparative systems	870
6.2. Views expressed in corporate governance principles and codes	875
6.3. Other views	877
7. Empirical evidence and practice	877
7.1. Takeovers	878
7.2. Large investors	886
7.3. Minority shareholder action	895
7.4. Boards	898
7.5. Executive compensation and careers	900
7.6. Multiple constituencies	906
8. Recent developments	909
8.1. Regulatory responses to corporate scandals	910
8.2. Executive compensation and earnings manipulation	913
8.3. Reforming the board of directors	915
8.4. Other major research themes	916
9. Conclusion	919
References	920
Chapter 13	
Empirical Studies of Corporate Law	
SANJAI BHAGAT AND ROBERTA ROMANO	945
1. Introduction	947
2. A guide to event studies	947
2.1. Mechanics of event studies	948
2.2. Statistical power of event studies	952
2.3. Cross-sectional determinants of the stock market's reaction	954
2.4. Assessing the usefulness of the event study methodology for corporate law research	955
3. Econometric issues: endogeneity in corporate governance and performance	
studies	956
	956
3.1. Corporate control, performance, and governance	957
3.2. Corporate governance and performance	957
3.3. Corporate ownership and performance	959
3.4. Corporate governance and ownership structure	959
3.5. Simultaneous equations estimation	
4. Empirical research in corporate law	960
4.1. Shareholder wealth implications of corporate lawsuits	960
4.2. Empirical research and the debate over state competition for corporate charters	970
4.3. Empirical research on takeovers	987
4.4. Research on corporate governance	992
4.5. Event studies and securities regulation	999
4.6. Comparative corporate governance	1000
5. Conclusion	1003
References	1003

Contents of Volume 2 xv

Chapter 14	
Bankruptcy Law	
MICHELLE J. WHITE	1013
1. Introduction	1016
Part A: Corporate bankruptcy	1019
2. Legal background—corporate bankruptcy law	1019
2.1. Chapter 7 liquidation	1019
2.2. Chapter 11 reorganization	1021
2.3. Non-bankruptcy workouts	1023
3. Research on corporate bankruptcy—theory	1024
3.1. Effects of priority rules on the bankruptcy decision, managerial effort, and the choice	
between safe versus risky investments	1024
3.2. Proposed reforms of Chapter 11—auctions, options, and bankruptcy by contract	1034
4. Research on corporate bankruptcy—empirical work	1040
4.1. Bankruptcy costs	1040
4.2. Deviations from the absolute priority rule	1041
Part B: Personal bankruptcy	1043
5. Legal background—personal bankruptcy law	1045
5.1. Creditors' legal remedies outside of bankruptcy	1045
5.2. Chapter 7 "liquidation"	1045
5.3. Chapter 13 "adjustment of debts of consumers with regular income"	1047
5.4. The new bankruptcy law	1048
6. Trends in personal bankruptcy filings	1049
7. Research on personal bankruptcy—theory	1049
7.1. Optimal personal bankruptcy policy—consumption insurance and work effort	1049
7.2. Additional theoretical issues	1054
8. Research on personal and small business bankruptcy—empirical work	1058
8.1. Political economy of bankruptcy	1059
8.2. Studies of the bankruptcy filing decision using aggregate data	1060
8.3. Studies of the bankruptcy filing decision using household-level data	1060
8.4. Empirical research on work effort and the "fresh start"	1063
8.5. Bankruptcy and the decision to become an entrepreneur	1063
8.6. Bankruptcy and credit markets	1064
8.7. Macroeconomic effects of bankruptcy	1067
References	1068
Chapter 15	
Antitrust	
LOUIS KAPLOW AND CARL SHAPIRO	1073
1. Introduction	1077
2. Market power	1078
2.1. Definition of market power	1079
2.2. Single-firm pricing model accounting for rivals	1080

2.3. Multiple-firm models	1083
2.4. Means of inferring market power	1087
2.5. Market power in antitrust law	1095
3. Collusion	1098
3.1. Economic and legal approaches: an introduction	1099
3.2. Oligopoly theory	1103
3.3. Industry conditions bearing on the likelihood of collusive outcomes	1108
3.4. Agreements under antitrust law	1121
3.5. Other horizontal arrangements	1129
3.6. Antitrust enforcement	1136
4. Horizontal mergers	1138
4.1. Oligopoly theory and unilateral competitive effects	1139
4.2. Oligopoly theory and coordinated effects	1149
4.3. Empirical evidence on the effects of horizontal mergers	1152
4.4. Antitrust law on horizontal mergers	1157
4.5. Market analysis under the Horizontal Merger Guidelines	1169
4.6. Predicting the effects of mergers	1178
5. Monopolization	1180
5.1. Monopoly power: economic approach	1181
5.2. Legal approach to monopolization	1186
5.3. Predatory pricing	1194
5.4. Exclusive dealing	1203
6. Conclusion	1213
Acknowledgements	1214
References	1214
Cases	1224
Chapter 16	
Regulation of Natural Monopoly	
PAUL L. JOSKOW	1227
1. Introduction	1229
2. Definitions of natural monopoly	1232
2.1. Technological definitions of natural monopoly	1232
2.2. Behavioral and market equilibrium considerations	1238
2.3. Sunk costs	1240
2.4. Contestible markets: subadditivity without sunk costs	1241
2.5. Sunk costs and barriers to entry	1244
2.6. Empirical evidence on cost subadditivity	1248
3. Why regulate natural monopolies?	1248
3.1. Economic efficiency considerations	1249
3.2. Other considerations	1255
3.3. Regulatory goals	1260
4. Historical and legal foundations for price regulation	1262

Contents of Volume 2	xvii
onens of voiame 2	AVII

5.	Alternative regulatory institutions	1265
	5.1. Overview	1265
	5.2. Franchise contracts and competition for the market	1267
	5.3. Franchise contracts in practice	1269
	5.4. Independent "expert" regulatory commission	1270
6.	Price regulation by a fully informed regulator	1273
	6.1. Optimal linear prices: Ramsey-Boiteux pricing	1274
	6.2. Non-linear prices: simple two-part tariffs	1276
	6.3. Optimal non-linear prices	1277
	6.4. Peak-load pricing	1281
7.	Cost of service regulation: response to limited information	1285
	7.1. Cost-of-service or rate-of-return regulation in practice	1286
	7.2. The Averch-Johnson model	1298
8.	Incentive regulation: theory	1301
	8.1. Introduction	1301
	8.2. Performance Based Regulation typology	1306
	8.3. Some examples of incentive regulation mechanism design	1310
	8.4. Price regulation when cost is not observable	1318
	8.5. Pricing mechanisms based on historical cost observations	1320
9.	Measuring the effects of price and entry regulation	1321
	9.1. Incentive regulation in practice	1322
10.	Competitive entry and access pricing	1329
	10.1. One-way network access	1331
	10.2. Introducing local network competition	1335
	10.3. Two-way access issues	1337
11.	Conclusions	1339
Ref	erences	1340
Cho	apter 17	
Em	ployment Law	
CH	RISTINE JOLLS	1349
1.	Framework	1352
	1.1. Employment law in the absence of market failure	1352
	1.2. Market failures in the employer-employee relationship	1354
2.	Workplace safety mandates	1357
	2.1. Theoretical analysis of workplace safety mandates	1358
	2.2. Empirical analysis of workplace safety mandates	1359
3.	Compensation systems for workplace injuries	1361
	Workplace privacy mandates	1362
	4.1. Theoretical analysis of workplace privacy mandates	1362
	4.2. Empirical analysis of workplace privacy mandates	1363
5.	Fringe benefits mandates	1363
	5.1. Theoretical analysis of fringe benefits mandates	1365

xviii Contents of Volume 2

	5.2. Empirical analysis of frince benefits mandates	1365
6	5.2. Empirical analysis of fringe benefits mandates  Targeted mandates	1366
υ.	6.1. Theoretical analysis of targeted mandates	1367
	6.2. Empirical analysis of targeted mandates	1371
7	Wrongful discharge laws	1374
٠.	7.1. Theoretical analysis of wrongful discharge laws	1375
	7.2. Empirical analysis of wrongful discharge laws	1376
8	Unemployment insurance systems	1379
	Minimum wage rules	1379
	Overtime pay requirements	1380
10.	10.1. Theoretical analysis of overtime pay requirements	1380
	10.2. Empirical analysis of overtime pay requirements	1381
11	Conclusion	1382
	erences	1383
Cho	upter 18	
Ant	idiscrimination Law	
JOE	HN J. DONOHUE	1387
1.	Introduction	1389
2.	The contours of antidiscrimination law	1392
3.	Theories of discrimination	1394
	3.1. Employer discrimination	1396
	3.2. Customer and fellow-worker discrimination	1404
	3.3. The cartel model of discrimination	1409
	3.4. Statistical discrimination	1411
4.	Should private discrimination be prohibited?	1417
5.	Discrimination versus disparities	1424
6.	Measuring the extent of discrimination	1428
	6.1. Regression studies	1429
	6.2. The debate over the current degree of discrimination	1430
	6.3. Some new audit pair studies	1434
7.	Antidiscrimination law in practice	1437
8.	The impact of antidiscrimination law on black economic welfare	1439
	8.1. Title VII of the Civil Rights Act of 1964 and black employment	1439
	8.2. The Equal Employment Opportunity Act (EEOA) of 1972	1440
	8.3. The Civil Rights Act of 1991	1442
9.	Discrimination on the basis of sex	1447
	9.1. Differences in male and female behavior and preferences	1450
	9.2. Sex harassment	1454
10.	Discrimination in credit and consumer markets	1455
	10.1. Housing and credit markets	1455
	10.2. Auto sales	1458
11	Criminal justice and racial profiling	1459

12. Conclusion	1463
References	1467
Chapter 19	
Intellectual Property Law	
PETER S. MENELL AND SUZANNE SCOTCHMER	1473
1. Promoting innovation	1476
1.1. The economic problem	1476
1.2. An overview of the principal IP regimes promoting innovation and creativity	1478
1.3. Policy levers	1479
1.4. Administration	1511
1.5. Enforcement	1519
1.6. Interaction with competition policy	1522
1.7. Organization of industry	1526
1.8. Comparative analysis: intellectual property versus other funding mechanisms	1530
1.9. International treaties	1534
2. Protecting integrity of the market	1536
2.1. The economic problem	1536
2.2. An overview of trademark law	1537
2.3. Confusion-based protection	1540
2.4. Dilution-based protection	1552
2.5. Administration	1555
2.6. Comparative analysis	1555
Acknowledgements	1556
References	1557
PART III: Other Topics	1571
Chapter 20	
Norms and the Law	
RICHARD H. MCADAMS AND ERIC B. RASMUSEN	1573
1. Introduction	1575
2. Defining "norms"	1576
3. How norms work	1578
3.1. Types of normative incentives	1578
3.2. Conventions	1581
3.3. The origin of norms	1586
4. The importance of norms to legal analysis	1588
4.1. Positive analysis: how norms affect behavior	1588
4.2. Normative analysis: how norms affect welfare	1593
5. Specific applications	1597
5.1. Tort law	1597
5.2. Contracts and commercial law	1597
5.2. Confiders and commercial law	,

xx Contents of Volume 2

5.3. Corporate law	1600
5.4. Property and intellectual property law	1600
5.5. Criminal law	1603
5.6. Discrimination and equality law	1604
5.7. Family law	1605
5.8. Other public law	1606
5.9. Constitutional law	1607
5.10. International law	1608
6. Conclusion: the state of research on norms	1609
References	1611
Chapter 21	
Experimental Study of Law	
COLIN CAMERER AND ERIC TALLEY	1619
1. Introduction	1621
2. Motivation and methodology for experimental law and economics	1623
2.1. Purpose of experiments	1624
2.2. Generalizability	1625
2.3. Psychology and economics experimental conventions	1627
2.4. Behavioral economics	1628
3. Applications	1631
3.1. Contracting, legal entitlements, and the Coase theorem	1631
3.2. Litigation and settlement	1634
3.3. Adjudication, jury behavior and judge behavior	1637
3.4. Legal rules and legal norms	1640
4. Looking ahead	1643
References	1645
Further Reading	1650
Chapter 22	
The Political Economy of Law	
MCNOLLGAST	1651
1. Introduction	1654
2. Schools of legal thought	1655
2.1. Traditionalists	1657
2.2. Realism	1657
2.3. The foundations of PPT of law	1663
3. Elections, representation and democratic legitimacy	1664
3.1. Elections and democratic legitimacy	1665
3.2. Critiques of democratic elections	1668
4. The Positive theory of legislative politics	1674
4.1. Understanding legislative politics	1674
4.2. Delegation, monitoring and legislation	1687

Contents of Volume 2
----------------------

xxi

4.3. Policy consequences of legislative structure	1687
5. The President	1689
5.1. Presidential law-making powers	1690
5.2. Executive powers	1693
5.3. Assessing of the role of the president	1696
6. The bureaucracy	1697
6.1. Schools of thought on bureaucratic autonomy	1698
6.2. PPT of administrative law	1702
6.3. PPT of political control of the bureaucracy: summary	1714
7. The courts	1715
7.1. PPT and statutory interpretation	1716
7.2. The courts and legal doctrine in a system of separated powers	1720
7.3. Interpreting statutes in a system of separated and shared powers	1722
8. PPT of law: concluding observations	1724
References	1725
Author Index of Volume 2	<b>I</b> -1
Subject Index of Volume 2	I-33