

Index

- Abbott Laboratories, 157
- Accounting:
- GAAP, 114
 - illusion and, 5, 29
 - software, 54
 - stock options and, 29–30, 32, 49, 115
 - value and, 114–116
- Acharya, V., 175
- Acquisitions, 162–163, 169–182
- accelerated market access, 176–177
 - best owner principle and, 51–52, 57
 - business development and, 177–178
 - buying below intrinsic value, 180–181
 - consolidation and improved competitive behavior, 179
 - consolidation and removal of excess capacity, 176
 - empirical results, 172–174
 - evaluation framework, 170
 - measuring value creation, 169–172
 - return on capital with, 137
 - revenue growth and, 140
 - rollup strategy, 178–179
 - shareholder value and, 26
 - of skills and technologies, 177
 - target company performance improvement, 175–176
 - transformational merger, 179–180
 - value and, 12–13, 34–36
 - value-creating acquisition archetypes, 174–178
 - value creation focus, 181–182
- Active portfolio approach, 154
- ADP, 130
- Aerospace/defense industry, 132
- Ainslie, Lee, 68
- Amazon, 142–143
- Anchored model, 84, 85–87
- Anders, William A., 155
- Anheuser-Busch, 113
- Aristotle, 84, 86
- Asian companies, and trade comparisons, 22
- Asset health measures, 228
- AstraZeneca, 59
- AT&T, 159
- Automakers, 122, 157
- Availability bias, 91
- Aventis, 59

246 INDEX

- Baghai, Mehrdad, 162
- Balanced scorecard concept, 228
- Balance sheet, 216
- Bank of America, 157
- Behavioral finance (behavioral economics), 91
- Berkshire Hathaway, 157
- Best Buy, 12
- Best owner, 6, 51–59, 153–158
- access to talent/capital/government/suppliers and customers, 55
 - acquisitions and, 51–52
 - better governance, 54–55
 - better insight/foresight, 54, 156–157
 - distinctive skills, 53, 156–157
 - divestitures and, 58–59
 - identifying, 52–55
 - life cycle, 55–57
 - managerial implications, 57–59
 - unique links, 52–53, 156–157
- Biotechnology bubble, 99
- Bloomberg financial terminals, 126
- BMW, 125
- Board of directors, 232–235
- Brand, 125–126
- Brinker International, 100
- Bubbles. *See* Internet bubble; Stock market bubbles, Technology bubble
- Budgeting, 224, 230–232
- Buffett, Warren, 30, 153
- Business cycles, 164
- Business portfolio, 153–167
- additions, 162–163
 - best owner, 155–158
 - diversification, 163–165
 - divestitures, 158–162
 - passive *vs.* active approach to, 154
 - size and scale, 165–167
- Campbell Soup Company, 22, 186
- Capital asset pricing model (CAPM), 186
- Capital-intensive industries, and investment spending, 201
- Capital structure, 197–207
- deciding debt/equity mix, 198–201
 - dividends and share repurchases, 204–207
 - financial engineering, 201–204
 - issues, 197
 - primary objective of, 197
- Capital utilization, 16
- Carefree 1960s, 77, 80
- Cartels, 128
- Cash flow at risk, 188
- Cash flow perpetuity formula, 238
- Cash flows, 15. *See also* Conservation of value; Free cash flow
- acquisitions and, 182
 - CDOs and, 37–38
 - cost of capital and, 17–18
 - debt and, 31–32, 198–200
 - relating growth, ROIC and, 17–21
 - share repurchases and, 33
- CDOs. *See* Collateralized debt obligations (CDOs)
- Change in P/E, 44
- Chrysler, 125, 200
- Ciba-Geigy, 179
- Ciba Specialty Chemicals, 180
- Cisco Systems, 113, 177
- Clear Channel Communications, 178
- Closet indexers, 70, 71, 214
- CMOs. *See* Collateralized mortgage obligations (CMOs)
- Coca-Cola, 220–221
- Coley, Stephen, 162
- Colgate-Palmolive, 113
- Collateralized debt obligations (CDOs), 37–38
- Collateralized mortgage obligations (CMOs), 38–39
- Commercial health metrics, 228
- Commodity price risk, 191, 194
- Communications. *See* Investor communications
- Company-specific bubbles, 99–100

INDEX 247

- Compensation. *See* Executive compensation
- Competition:
in increasing return industries, 7
value and additional market share, 26
- Competitive advantage, 122, 125, 215–216
- Competitive behavior, 127, 179
- Competitive Strategy* (Porter), 121
- Complex financial structures, and financial engineering, 201–204
- Computers, 128
- Confirmation bias, 91
- Conoco, 111
- Consensus estimates, 105–111
- Conservation of value, 5, 6–9, 29–39, 169
acquisitions and, 34–36
convertible debt and, 203–204
financial engineering, 36–39
foundations of, 31–32
managerial implications, 32–39
share repurchases, 32–34
- Consumer-staples industry, 22–24, 26
- Continental A.G., 5–6
- Convertible debt, 202–203
- Cordis, 177
- Core of value, 4–5, 15–27
formula, 237–240
key value driver formula, 237–240
managerial implications, 24–27
market modeling and, 83
relating growth, ROIC, and cash flow, 17–21
sectors and, 21–23
- Corporate earnings estimations:
anchored model, 84, 85–87
trend model, 84
- Corporate strategy process, 231
- Cost and capital efficiency
advantages, 124
economies of scale, 129–130
innovative business methods, 128–129
scalability/flexibility, 130
unique resources, 129
- Cost of capital, 17–18
- Cost of equity, 186
- Cost structure metrics, 228
- Countercyclical strategic capital structure, 201
- Covidien, 160
- Credit crisis, 82–83
- Currency risk, 191, 194
- Customer satisfaction, 228–229
- Danaher, 165
- Debt:
cash flows and, 193–200
convertible debt, 202–204
P/E ratio and, 241
structured debt, 37
value and, 5
- Deere and Co., 16
- Dei, 128
- Demand-side economies of scale. *See* Increasing returns to scale
- DePuy, 177–178
- Deregulation, of electric-power industry, 43
- Derivatives, 37
- Development horizons, 163
- Diageo, 51
- Diaper market, 142
- Discounted cash flow model, 96, 102, 212
- Disposable diaper market, 142
- Diversification, 163–165
risk and, 185–186
- Divestitures, 58–59
costs of keeping businesses, 158–159
costs to the unit, 159–160
cost to the parent, 159
depressed exit prices, 160
evidence for earlier divestitures, 160–162
- Dividends, 199
- Divisional structures, 225

248 INDEX

- Dow 36,000: The New Strategy for Profiting from the Coming Rise in the Stock Market* (Glassman and Hassett), 87
- Dutch tulip bubble, 89
- Earnings multiples, 24, 241–244
 enterprise value-to-EBITA multiples, 211, 242
 pharmaceutical companies, 242–243
- Earnings per share (EPS):
 accounting and value, 114–116
 aggregate forecasts for S&P 500, 107
 consensus estimates and, 105–111
 dilution/accretion, 12–13
 earnings volatility and, 111–113
 guidance on expected, 218–219
 long-term earnings, forecasted *vs.* actual, 108
 management of, 103–116
 performance expectations and, 110
 share repurchases and, 33–34, 207
 short-term CFO actions and, 103–104
- Earnings power, 242
- Earnings surprise, 108–109
- eBay, 97, 119–120, 130, 148
- Economies of scale, 129–130, 166
- Efficient market theory, 32
- Einstein, Albert, 201
- Electric-power industry, 43
- Emerging markets, 55, 156
- Employee stakeholders, 10
- Employee stock options, 115
- Employment growth, 10
- Enterprise value-to-EBITA multiples, 211, 242
- Equity index contracts, 184
- Executive compensation:
 Deere and Co., 16
 share-based, and relative performance, 49
- stock options, 29–30, 74
- stock price performance and, 229–230
- TRS and, 48–49
- Exit prices, 160
- Expectations treadmill, 5, 41–50
 managerial implications, 48–50
 performance plans and, 47–48
 shareholder returns/underlying value, 43–47
- Wal-Mart and Target compared, 43–47
- ExxonMobil, 99, 149
- FASB. *See* Financial Accounting Standards Board (FASB)
- Fayard, Gary, 221
- FedEx, 166
- Fiber-optic networks, 54
- Financial Accounting Standards Board (FASB):
 goodwill amortization and, 32, 115
 stock options accounting and, 30
- Financial crises, and stock market bubbles compared, 89–90, 100–101
- Financial engineering, 36–39, 201–204
- Financial service companies, 9
- Five forces, 121
- Ford, 125
- Foresight, 54, 156
- Four cornerstones, 4–6. *See also specific cornerstone*
 best owner, 6, 51–59, 153–158
 conservation of value, 5, 6–9, 29–39
 core of value, 4–5, 15–27
 expectations treadmill, 5, 41–50
 financial crisis and misapplication of, 6–8
- Free cash flow, 238, 239

INDEX 249

- Gartner, 221
 GE Capital, 150–151
 General Dynamics, 154–155
 General Electric Co. (GE), 21, 157
 Generally Accepted Accounting Principles (GAAP), 114
 General Mills, 51–52
 General Motors, 125, 200
 Geography, as unique resource, 129
 Gillette, 177
 Glassman, James, 87
 Global financial crises, 101
 Goodwill, 137
 Goodwill amortization, 32, 114–115, 181
 Google, 186
 Governance, 54–55, 156
 Government purchasing and regulation, 156
 Graham, Benjamin, 242
 Graham, John R., 103
 Granular visibility, 225–226
 Great Inflation, 77, 80–81
 Gross domestic product (GDP) growth, 143, 145
 Growth, 139–151
 in core of value, 238
 differences, and differences in value, 140–143
 earnings multiples, 24, 241–244
 horizons of development, 163
 new market searches and, 146–151
 product category creation and, 139, 141
 relating to ROIC and cash flow, 17–21
 sustainability of, 143–146
 types of revenue growth, 140
 value generated from, 24–27
 Growth and value companies compared, 66–67
 Hahn, M., 175
 Harvey, Cam, 103
 Hassett, Kevin, 87
 Health, of business, 226
 Health insurance, 129
 Hedging, 189–191
 Heineken, 189–190
 Hershey Company, 4
 Hewlett-Packard, 157
 Hindsight bias, 91
 Hoechst, 59
 Home Depot, 5, 47–48
 Honda, 125
 Horizons of development, 163
 Hotels, 37, 202
 Humana, 221
 IBM, 157, 177, 205, 222
 as best owner, 53
 social responsibility initiatives and, 12
 Imperial Chemical Industries, 59
 Increasing-return industries, 7
 Increasing returns to scale, 7–8
 Indexers/index fund managers, 69, 71
 Inflation:
 era of (1969–1982), 80–81
 market returns and, 75
 Inflection points, 106
Information Rules: A Strategic Guide to the Network Economy (Shapiro and Varian), 7
 Innovation:
 in business methods, 128–129
 in products/services, 124–125
 Insight, 54, 156
 Institutional investors, 65, 67–70
 closet indexers, 70, 71
 intrinsic investors, 67–68, 72, 215–218
 mechanical investors, 69
 traders, 69, 71–72
 Integrated chains, 158
 Interest rate risk, 194
 Internal business processes, 228–229
 Internal risks, 183

250 INDEX

- International Accounting Standards Board (IASB), 32, 114
- Internet bubble, 7–8
- Intrinsic investors, 67–68, 70–72, 217
communicating to, 210, 213–218
- Intuit, 54
- Invested capital, 237
- Investment rate, 17–18, 238, 239
- Investor communications, 209–222
closet indexers, 214
guidance, 218–221
intrinsic investors, 210, 213–218
intrinsic value *vs.* market value, 211–212
listening to investors, 209, 221–222
manager insights and, 212–215
objectives of, 210–211
- Investors. *See* Stock market investors
- iPod, 125
- IT-based/IT-enabled businesses, 130
- Jack: Straight from the Gut* (Welch), 159
- JD Power survey, 125
- Johnson & Johnson, 34–35, 70, 142, 157, 177
- Joint ventures, and value, 34
- JP Morgan Chase, 157
- Kaplan, Robert, 228–229
- Kaplan, S., 153
- Kehoe, C., 175
- Kellogg, 171–172
- Key value driver formula, 237–240
- Kodak, 97
- Kohl's, 22
- Learning, 229
- Legg Mason Value Fund, 68
- Lehman Brothers, 100
- Leverage, 101
misuse of, 9
TRS and, 46
- Leveraging and credit crisis, 78, 82–83
- Lieberman, Joe, 30
- Long-Term Capital Management, 93–94
- Lowe's, 217
- Lucent, 159
- Magazine printing, 158
- Malkiel, Burton, 74
- Market-book ratios, 66
- Market share, 140, 141–143
- Market-share increases, 140
- Marketwide bubbles, 94–99
- Marshall, Alfred, 6
- Mason, Edward, 121
- Mature businesses, 153
- Maverick Capital, 68
- McDonald's, 97
- Mechanical investors, 69
- Media distribution, 130
- Medical device industry, 126, 132
- Megacap stocks, 95
- Mergers, transformational, 179–180.
See also Acquisitions
- Mervyn's, 202
- Miller, Merton, 31
- Mining, 129
- Mirant, 43
- Mitchell, Mark, 172
- Modigliani, Franco, 31
- Mortgage crisis, 100
CDOs and, 38–39
high-risk debts and, 8–9
- MP3 technology, 125
- Multiple expansion, 36
- Multiples analysis, 241. *See also* Earnings multiples
- Mutual funds, 68
- Natural-disaster risks, 183
- Net investment, 238
- Net operating profit less adjusted taxes, 237
- Netscape Communications, 7
- Network effects. *See* Increasing returns to scale

INDEX 251

- Neutrogena, 34
- New economy, 9, 97
- Nifty fifty, 98
- Nonfinancial companies, ROIC, 134
- Norilsk Nickel, 129
- Norton, David, 228–229
- Novartis, 179–180

- Off-balance-sheet financing, 37, 204
- Oil prices, 80–81
- OPEC, 128
- Operating-cost productivity metrics, 227
- Organizational constructs, 225
- Organizational health, 228

- Package delivery services, 130
- Packaged-goods sector, 21
- Pactiv, 159
- Palm, 90–91
- Palmisano, Sam, 222
- Paper industry, 127, 157–158
- Partnerships, taxes and, 37
- Passive portfolio approach, 154
- Patents, 124–125
- PepsiCo, 113, 171–172
- P/E ratio. *See also* Earnings multiples
 - acquisitions and, 36
 - aggregate, 94–95
 - change in P/E, 41
 - core of value and, 22, 24
 - debt and, 241
 - divestitures and, 161
 - historical shareholder returns, 75–76
 - interest rates and, 74
 - median, 94–95
 - mega-cap companies and, 95–96
 - rerating, 5
- Perfect foresight model, 180
- Performance management and strategy committee, 234
- Performance measurement, 224, 226–229

- Performance plans, 47–48
- PetroChina, 98–99
- Pfizer, 34
- Pharmaceutical industry, 135, 242–243
- Phillips Petroleum, 111
- Pillsbury, 51–52
- Planning, 224, 230–232
- Pool cleaning, 128–129
- Porter, Michael, 121
- Portfolio treadmill effect, 149–150
- Price increases, 140
- Price-premium advantages, 121, 122, 124
 - brand, 125–126
 - customer lock-in, 126
 - innovative products/services, 124–125
 - quality, 125
 - rational price discipline, 127–128
- Private equity boards of directors, 233
- Private equity firms, 55, 56
- Procter & Gamble (P&G), 53, 133, 149, 157, 177
- Product category creation, and growth, 139, 141
- Product life cycles, 146–148
- Product market growth, 141–143
- Progressive Insurance, 218

- Quality, and ROIC, 125
- Quants, 69, 71

- Rajgopal, Shiva, 103
- Random Walk Down Wall Street, A* (Malkiel), 74
- Rational price discipline, 127–128
- Ravenscraft, David, 160
- Real economy, and stock market, 73–88
 - modeling the market over one-year periods, 83–87
 - shareholder returns over 100 years, 75–76

252 INDEX

- Real economy, and stock market
(*Continued*)
stock market eras 1960–2009,
76–83
volatility and, 87–88
- Real estate commissions, 127
- Real estate investment trusts
(REITs), taxes and, 37
- Real estate market, 8–9
- Regulation, 156
- Reliance, 55
- Renwick, Glenn, 218
- Repurchase, of shares, 32–34
- Rerating, 36
- Rerating of P/E, 5
- Research and development
(R&D):
capitalization of spending, 34
value creation and, 10–11
- Resource-extraction industries,
221
- Return on invested capital (ROIC),
119–138
acquisitions and, 137
in core of value, 4, 6, 237
cost/capital efficiency advantages
and, 124, 128–130
cyclical, 135
defined, 15
distribution of, 135
downward trends, 131–132
driver of, 121–130
expectations treadmill and, 10
focus on, 12
goodwill and, 137
growth and drive value of, 15–16
industry structure and, 121–122,
123
persistence of industry ROICs,
131
price-premium advantages,
124–128
relating growth, cash flow, and,
17–21
relevancy of, 138
sustainability of, 130–133
transition probability, 133
trends in, 133–138
upward trends, 131
value generated from, 24–27
- Returns on capital trends, 133–138
- Return to normalcy, 77, 81
- Revenue growth, 140, 229. *See also*
Growth
- Reverse engineering, 47
- Risk, 183–195
adopting, 191–194
categorization of, 183
culture of, 194–195
differing effect on companies/
investors, 184–186
diversification and, 185–186
financial markets and, 190–191
measurement of, 186–189
retaining, 189–190
- Robertson, Julian, 96–97
- ROIC. *See* Return on invested
capital (ROIC)
- Rollup strategy, 178–179
- Royal Dutch Shell, 93–94
- RPS, 130
- SAC Capital, 69
- Sales productivity metrics, 227
- Samsung, 55
- Sandoz, 179
- Sanofi Aventis, 59
- Saudi Basic Industries Corporation,
176
- Scalable businesses, 130
- Scenario analysis, 192, 195
- Scherer, F. M., 160
- Sector bubbles, 99
- Sectors, and core of value, 21–23
- Securitized mortgage market,
8–9
- Sell-side analysts, 214–215
- Sensoy, B., 153

INDEX 253

- Service Corporation International, 178–179
- Shanghai Composite index, 98
- Shapiro, Carl, 7
- Shareholders:
- dividends, 204–207
 - returns over 100 years, 75–76
 - shareholder returns and underlying value, 43–47
 - share repurchases, 32–34
 - total return to shareholders, 43
- Shareholder value:
- employment growth and, 10–11
 - maximizing, as corporate function, 10
 - new products and, 26
 - social responsibility initiatives and, 11–12
- Share price volatility, 220
- Share repurchases, 32–34, 205–207
- Short selling, 92–93
- Short-term bias, 224, 226
- Single-point projections, 195
- Social responsibility initiatives, 11–12
- Spin-offs, 59
- Stafford, Erik, 172
- Stakeholders, 10
- Standard & Poor's 500:
- fundamentals and, 79
 - inflation-adjusted price index, 76
 - real TRS and real GDP compared, 73
 - as value-weighted index, 95–96
- Starbird, Michael, 3
- Stock market:
- acquisitions and, 173
 - conventional wisdom, 65–67
 - deviations, 102
 - eras, 77–78
 - expectations treadmill, 5
 - growth and value companies compared, 66–67
 - model of, 63–65
 - real economy and (*see* Real economy, and stock market)
- Stock market bubbles, 89–102
- defined, 90
 - financial crises compared, 89–90, 100–101
 - focus on long-term value creation and, 101–102
 - marketwide, 94–99
 - reasons for, 91–94
 - sector and company bubbles, 89, 99–100
- Stock market investors. 67–70.
- See also* Investor communications
 - closet indexers, 70, 71, 214
 - institutional, 65
 - intrinsic investors, 67–68, 70–72, 215–218
 - market model and, 63–65
 - mechanical investors, 69
 - professional, 65
 - retail, 65
 - traders, 69, 71–72, 222
- Stock options, 29–30, 32, 74
- accounting and, 29–30, 32, 49
 - employee, 115
- Strategic planning, 224, 230
- Stromberg, P., 153
- Structure-Conduct-Performance model, 121–122
- Structured debt, 37
- Tadawul index, 98
- Tao of corporate finance, 239
- Target, 43–47
- Tata, 55
- Taxes, partnerships and REITs and, 37
- Technology bubble, 74, 78, 81–82, 87, 95
- Telecommunications sector, 95–96
- 3Com, 90–91

254 INDEX

- 3M, 157
- Total return to shareholders (TRS),
 - 219–220
 - earnings volatility and, 111–112
 - Wal-Mart and Target compared,
43–47
- Toyota, 122, 125
- Traders, 69, 71–72, 222
- Transaction premiums, 173
- Transformational merger, 179–180
- Trend model, 84
- Tyco, 160

- Ultraviolet pool cleaning, 128–129
- Underlying market increases, 140
- Unilever, 142
- United Technologies, 157
- UPS, 130, 166
- Uptick rule, 92
- U.S.-based companies, and trade
comparisons, 22

- Vale Mining, 129
- Value:
 - advantages of valuing, 10–12
 - consequences of not valuing, 6–9
 - conservation of (*see* Conservation
of value)
 - core of, 4
 - defined, 3
 - managing for, 223–235
 - organizing for, 224–226
 - performance measurement,
226–229
 - shareholder returns and, 43–47
 - strategic planning and budgeting,
230–232
- Value and growth companies
compared, 66–67
- Value at risk, 188
- Value creation, defined, 3
- Value creation tree, 227
- Varian, Hal, 7
- Vasella, Daniel, 179
- Venture capital fund, 56
- Vertical disintegration, 158
- Vertical integration, 157
- Volcker, Paul, 74, 80

- Walgreens, 15–16, 112–113
- Wal-Mart, 43–47, 142–143, 148
- Walt Disney, 157
- Webvan, 119, 120
- Weighted average cost of capital, 237
- Welch, Jack, 21, 159
- White, David, 162
- Whole Foods Market, 216–217
- Williams Companies, 54
- Wrigley, 15–16

- Xerox, 97

- Zeneca, 59
- Zero-growth return, 44