

Contents

Preface	xi
Acknowledgments	xiii
TOPIC 1 Strategy Development, Then M&A	1
TOPIC 2 M&A Process: Front to Back	13
TOPIC 3 Why M&A?	17
TOPIC 4 Deal Criteria	19
TOPIC 5 Deal Sourcing	26
TOPIC 6 Fees for Services	29
TOPIC 7 Financial and Strategic Buyers	36
TOPIC 8 How Long Will It Take to Complete the Deal?	38
TOPIC 9 Confidentiality Agreements	39
TOPIC 10 "Concern Capture" Due Diligence	44
TOPIC 11 Keep Deal Conversations Quiet	53
TOPIC 12 Auctions	54
TOPIC 13 Seller's Prospectus	62

TOPIC 14		
Pay for Inherent Capabilities Only		65
TOPIC 15		
Platform Value		68
TOPIC 16		
Buyer and Seller Value Perspectives		70
TOPIC 17		
Integration Initiatives Will Determine Deal Value		73
TOPIC 18		
Unlock Hidden Value: The Lean Enterprise		75
TOPIC 19		
The Real Deal: Lean		78
TOPIC 20		
Valuation: An Introduction		82
TOPIC 21		
Discounted Cash Flow: An Introduction		86
TOPIC 22		
Free Cash Flow		90
TOPIC 23		
Fair Return on a Deal		95
TOPIC 24		
Risk-Free Rates		104
TOPIC 25		
Equity Risk Premiums		105
TOPIC 26		
What Is Business Risk?		106
TOPIC 27		
Entropy: Tendency toward Negative Variation		110
TOPIC 28		
Equity Investor Risk		112
TOPIC 29		
Beta		113
TOPIC 30		
Systematic Risk		116
TOPIC 31		
Unsystematic Risk		118

TOPIC 32	
Beta with or without Debt	119
TOPIC 33	
Beta: Levered or Unlevered	120
TOPIC 34	
Beta Application in Determination of C_0	123
TOPIC 35	
Levered Beta Moves as Debt to Equity Moves	125
TOPIC 36	
Size Premium	127
TOPIC 37	
Weighted Average Cost of Capital	130
TOPIC 38	
Terminal Values, Terminal Value Multiples, and Terminal Value CC_0 's	137
TOPIC 39	
Discounted Cash Flow Valuation Illustrated	142
TOPIC 40	
Leverage: The Real Deal	147
TOPIC 41	
Debt Limits	149
TOPIC 42	
Debt Adds Value: Derivation of D_t	151
TOPIC 43	
The Leveraged Buyout, Definition and Valuation	155
TOPIC 44	
Valuing the Leveraged Buyout	160
TOPIC 45	
Real Option Valuation: An Introduction	169
TOPIC 46	
Real Option Valuation: Application and Illustration	173
TOPIC 47	
M&A Values Are Not All the Same	179
TOPIC 48	
Discounts and Premiums	183
TOPIC 49	
Discounted Cash Flow Valuations: Minority or Control	192

TOPIC 50		
Inflation in DCF Valuations		194
TOPIC 51		
Integration, Alignment, and Synergy Benefits: Plan It Out		195
TOPIC 52		
Integration, Alignment, and Valuing Synergy Benefits		197
TOPIC 53		
Venture Capital Valuation		208
TOPIC 54		
Discount Rates and Valuing Free Cash Flow		211
TOPIC 55		
Growth, C*, and Return: The Engine to Increased Valuations and Deferred Tax Advantage		222
TOPIC 56		
How Fast Can the Target Grow?		225
TOPIC 57		
Cash Flow Multiples, Growth Rates, and Discount Rates		227
TOPIC 58		
Comparable Multiples		239
TOPIC 59		
Converting FCF_M to P/Es and Other Valuation Multiples and Deriving Slot Multiples for Public Companies		247
TOPIC 60		
EBITDA Valuation Engine		264
TOPIC 61		
Free Cash Flow Equivalent Impacts for Arbitrary Adjustments to Discount Rates		276
TOPIC 62		
Transferring Defined Benefit Pension Plan Liability Issues		278
TOPIC 63		
Environmental Remediation Expenses		282
TOPIC 64		
Environmental Insurance		283
TOPIC 65		
Management Warrant Incentive Plans		285
TOPIC 66		
Negotiation: Introduction and Overview		290

TOPIC 67	
Negotiation: Values, Offers, Prices, and Risk Assumption	292
TOPIC 68	
Negotiation: Offer Content	296
TOPIC 69	
Negotiation: Create Space in Your Ideas	298
TOPIC 70	
Negotiation: Beware of the Emotions of Private Sellers	299
TOPIC 71	
Negotiation: Imprint; Do Not Lecture	301
TOPIC 72	
Negotiation: Handling Tight Spots	303
TOPIC 73	
Negotiation: Closing the Bid-Ask Negotiating Gap	305
TOPIC 74	
Negotiation: Be Aware of Leverage and Deal Momentum Shift	308
TOPIC 75	
Negotiation in the Final Stages	311
TOPIC 76	
Negotiation: Use Earn-Outs or Noncomplete Agreements to Close a Bid-Ask Gap	313
TOPIC 77	
Negotiation: After the Deal is Agreed	318
TOPIC 78	
Negotiation: Bluffing and How to Handle It	321
TOPIC 79	
Negotiation: When Do You Step Away?	324
TOPIC 80	
Negotiation: When Do You Proceed?	326
TOPIC 81	
Negotiation: Do a Time Capsule	328
TOPIC 82	
Negotiation: Build Trust to Get Closed	329
TOPIC 83	
Exits under Duress: Have a Plan if the Deal Does Not Work	333
TOPIC 84	
Structuring the Deal: An Overview	334

TOPIC 85	
Structuring the Deal: Asset Step-Ups, Noncompete, and Synergy Valuation Engines	341
TOPIC 86	
Total Shareholder Return	346
TOPIC 87	
Stakeholder Value Creation	349
TOPIC 88	
EVAquity: Align Shareholder and Management Interests	353
TOPIC 89	
Letter of Intent	358
TOPIC 90	
Purchase and Sale Agreement	359
TOPIC 91	
Purchase and Sale Agreement: Explanation by Section	361
TOPIC 92	
Purchase Price Adjustments for Working Capital	370
TOPIC 93	
Indemnification and Survival Provisions	374
TOPIC 94	
Escrows	379
TOPIC 95	
Joint Venture Transaction: Valuation and Structuring Overview	381
TOPIC 96	
Why Deals Go Bad	389
TOPIC 97	
After the Deal: Do a Deal Bible	391
TOPIC 98	
Do the Audits of the Integration and Deal Value Creation Plan	393
About the Web Site	395
Index	397