



# M & A: A Practical Guide to Doing the Deal

By Jeffrey C. Hooke

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Disney has done it. Chemical Bank has also. So, too, have thousands of other companies. In fact, it has become a staple of American business today: mergers and acquisitions. Spreading across all industry lines and encompassing corporations both large and small, merger and acquisition deals are booming. In 1995 alone, the value of all announced deals exceeded \$300 billion, including Disney's \$19 billion acquisition of Capital Cities and Chemical Bank's \$10 billion merger with Chase Manhattan.

As a dynamic means of fostering growth, more and more companies will be looking to "do the deal," making it essential for corporate managers and financial officers to know their way around the M&A process. In this authoritative new reference, Jeffrey Hooke—a specialist in the field who has participated in 70 corporate finance transactions—provides a practical, comprehensive, and well-rounded overview to the ins and outs of M&A deals.

Using real-life examples, Hooke takes you step by step through the M&A process, outlining the fundamental principles that underlie deals and pinpointing the important strategies that play key roles in successful transactions. The first step is developing a disciplined acquisition plan that includes a researched assessment of management readiness and financial capability. With your finances in order, it's time to find the deal that matches your company's objectives. Hooke shows you how to initiate an acquisition search by starting your own program, screening candidates, and implementing direct contact; and when you're ready to price and close a deal, Hooke's proven valuation and negotiating strategies will have you on firm footing.

An invaluable primer for corporate executives and investment professionals involved in the mergers and acquisitions process, M&A is the most complete guide available today. M&A gives you the A to Z on:

- \* Key risks that face corporate acquirers—operating issues, the danger of overpayment, financial leverage concerns
- \* Valuation tools—using the intrinsic value approach and applying the relative value method such as comparable P/E and EBIT ratios
- \* Buyer categories—Window Shopper, Bottom Fisher, Strategic Buyer
- \* Maximum deal size guidelines—affordability, management experience, corporate risk tolerance

- \* The basics of negotiating and structuring-letter of intent (LOI), due diligence investigation, closing and postmerger integration
- \* Selling a business-retaining a financial advisor, approaching the market, confirming a valuation range

A savvy guide to mastering the art of M&A

From an expert in the M&A field comes a one-of-a-kind book that takes business executives and investment professionals through the complete mergers and acquisitions process.

"Jeffrey Hooke has done a fine job explaining the 'ins and outs' of a very complex business. He knows what he's talking about."-John C. Whitehead, former Co-Chairman, Goldman, Sachs & Co.

"M&A takes the fear out of the decision-making process-a great pragmatic tool. Hooke has given us a fine 'how-to' manual."-Kenneth Tuchman, Managing Director, Lehman Brothers, Inc.

"Hooke's basic outline of the dynamics involved provide a basic overview for both corporate executives and business students. His examples-real transactions coupled with the practicalities and legalities of the deal business-make for informative and enjoyable reading."-Gilbert W. Harrison, Chairman, Financo, Inc.

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## **Editorial Review**

### Review

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### From the Publisher

This practitioner's guide to mergers and acquisitions explains each step of the process and presents strategies to focus the search and transaction procedure to match the acquiring management objectives and financial capabilities including its shareholder's risk-taking profile. A general discussion of the subject is followed by chapters reviewing each step of the acquisition process--from finding a possible opportunity and analyzing it, to closing a transaction. Distinct chapters are devoted to examining the motives of financial buyers or management buyout firms which represent a significant portion of acquisition activity. The final segment of the book considers the process of selling a business.

### From the Back Cover

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