

Answers to End of Chapter Discussion Questions

1-1. Discuss why mergers and acquisitions occur.

Answer: The primary motivations for M&As include an attempt to realize synergy by combining the acquiring and target firms, diversification, market power, strategic realignment, hubris, buying what are believed to be undervalued assets, so-called agency problems, managerialism, and tax considerations. Synergy is the notion that combining two firms results in a valuation of the combined firms that exceeds the sum of the two firms valued on a standalone basis. Synergy is often realized by achieving economies of scale, the spreading of fixed costs over increasing levels of production, or economies of scope, the utilization of a specific set of skills or an asset currently employed to produce a specific product to produce related products. Financial synergy represents another source of increased value that may be realized by lowering the combined firm's cost of capital if the new firm experiences lower overall transaction costs in raising capital and a better matching of investment opportunities with internally generated funds. Diversification may be either related or unrelated. Both forms represent an effort by the acquirer to shift assets away from a lower growth, less profitable focus to a higher growth, potentially more profitable area. Strategic realignment represents a radical departure from a firm's primary business to another area of focus often because of changes in regulations or technology, which makes obsolete the firm's primary business.

Hubris is often the motivation for M&As even if the market correctly values a firm, since the acquiring firm's management may believe that there is value in the target firm that investors do not see. Firms may also be motivated to buy another firm if the firm's market value is less than what it would cost to replace such assets. Agency problems arise when there is a difference between the interest of incumbent managers and the firm's shareholders. By acquiring the firm, value is created when managers whose interests are more aligned with shareholders replace current management. Firms may acquire another firm to achieve greater market share in an effort to be able to gain more control over pricing. Managerialism is a situation in which a firm's managers acquire other firms simply to increase the acquiring firm's size and their own compensation. Finally, an acquirer with substantial taxable income may wish to acquire a target firm with significant loss carryforwards and investment tax credits in order to shelter more of their taxable income.

1-2. What are the advantages and disadvantages of a holding company structure in making acquisitions?

Answer: The primary advantages of a holding company are the ability to achieve diversification; gain effective control over other firms by making a minority investment in such firms; to do a better job of matching available funds with attractive investment opportunities; and to raise funds at a lower cost of capital than its individual subsidiaries. Major disadvantages include the potential for triple taxation and the potential for a misallocation of capital since managers at the holding company level may not have sufficient understanding of the investment opportunities available to its subsidiaries. Moreover, investors may value the highly diversified firm at less than the sum of the values of its individual parts because of their inability to understand how the holding company structure adds value.

1-3. How might a leveraged ESOP be used as an alternative to a divestiture, to taking a company private, or as a

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