

## Index

- acquisitions
  - common mistakes to avoid, 116
  - compared to alliances, 115
  - direct cost of purchase, 117
  - expanding abroad, 118
  - failure rates, 97
  - integration costs, 116
  - with few synergies, 117–118
  - see also* inorganic growth; mergers and acquisitions (M&As)
- activist shareholders, 8
- administrative unit *see* corporate headquarters (HQ)
- alliance process
  - assessing robustness and fragility of collaboration, 261–268
  - Burger Behemoth–Mighty Monkey example, 256, 279–280
  - common mistakes to avoid, 281–282
  - complexity of, 260
  - concerns about fairness, 281
  - dedicated alliance team, 282–283
  - design elements, 271–273
  - distinction between equality and equity, 281–282
  - due diligence, 257–259
  - duration of alliances, 281
  - evaluation, 257–259
  - exit conditions, 282
  - grouping and linking choices, 274–276
  - implementation, 257–259
  - integration costs, 270–271
  - integration planning, 273–276
  - integration planning framework, 277–279
  - issues for international alliances, 283–284
  - learning from experience, 282–283
  - misaligned incentives, 260–268
  - partner selection, 257–259, 260–269
  - possibility of learning races, 282
  - sharing of effort and rewards, 269–273
  - stages in setting up, 257–260
  - trade-off between collaboration and competition, 276–277
  - trust and partner selection, 268–269
  - valuation and negotiation, 257–259, 269–273
- alliances
  - basic facts, 280–281
  - benefits and costs of multiple alliances, 285
  - common mistakes to avoid, 116
  - compared to acquisitions, 115
  - competition between alliance partners, 261
  - control difficulties, 116
  - cost of unilateral collaboration, 263–264
  - definition of strategic alliances, 256–257
  - distinction from M&As, 259
  - effects of free-riding, 262–263
  - equity alliances, 87, 284–285
  - equity ownership decision, 100–102
  - failure rates, 97
  - frequently asked questions, 282–285
  - incentives to collaborate, 283
  - joint ventures, 284–285
  - learning races, 261
  - management challenges, 280–281
  - managing one-sided synergies, 260
  - non-equity alliances, 87, 284–285
  - prisoner's dilemma situation, 265, 283

## 289 • Index

- problems of synergies, 260–261
- stakeholders, 257–260
- types of strategic alliance, 256–257
- value captured or value created, 282
- see also* inorganic growth
- analytical tools
  - research basis, xv–xvi
- arm’s-length trade
  - transaction costs of synergies, 75–77
- Ayala group, 21
- bargains
  - and diversification decision, 89–90
  - and divestiture decision, 151
- BCG portfolio allocation framework
  - comparison with synergistic portfolio framework, 220–221
- Berkshire Hathaway, 207
- better corporate parent criterion, 148–149
- Buffett, Warren, 207
- build or buy decision, 121–122
- business groups, 21
- business models
  - “who, what, how” choices, 4, 85–86
- business modification *see* synergies
- business strategy
  - and competitive advantage, 5–7
  - distinction from corporate strategy, 3–8
  - identifying the competition, 7–8
  - relationship to corporate strategy, 25
  - single business, 3–4
- businesses
  - distinguishing from each other, 4
- buyer–supplier relationships
  - vertical integration decision, 112–113
- Cisco Systems, 209
- Coase, Ronald, 77, 81–82
- collaboration benefits *see* synergies
- collaboration impediments *see* governance costs
- Combination synergy, 35–37, 39–40
  - attributes of, 43–47
  - buying out the competition, 52
  - effect on market power, 39
  - examples, 40
  - governance costs, 74–75
- common ownership
  - transaction costs of synergies, 75–77
- competition
  - identifying, 7–8
- competition buy-out
  - Combination synergy, 52
- competitive advantage
  - single-business strategy, 5–7
- conglomerate acquisitions
  - nature of synergies, 51–52
- conglomerates, 205
  - definition, 20–21
  - in developed economies, 21
  - in developing economies, 21–22
  - standalone, directive model, 207–208
- Connection synergy, 35–37, 42
  - attributes of, 43–47
  - examples, 42
  - governance costs, 74–75
- Consolidation synergy, 35–37
  - attributes of, 43–47
  - examples, 38
  - governance costs, 40–41
- contracts
  - role in outsourcing, 167
- cooperation failures
  - costs of, 71–73
- coordination failures
  - costs of, 71–73
- corporate advantage
  - and corporate strategy, 5–7
  - as useful benchmark, 17
  - business modification (synergy approach), 11–13

## 290 • Index

- corporate advantage (cont.)
  - different paths to, 12–13
  - difficulty of measuring, 17
  - frequently asked questions, 18–25
  - goal of corporate strategy, 18
  - holding company example, 24
  - MoveIt example, 3, 14–16
  - portfolio assembly (selection approach), 8–11, 12–13
  - pursuit by corporate strategists, 11–13
  - role in corporate strategy, 79–80
  - role of synergies, 29–30
  - strategies in different contexts, 12–13
  - synergy approach, 11–13
- corporate advantage test, 7
  - comparison with synergy test, 31–32, 53–54
  - privately held companies, 23–24
- corporate headquarters (HQ)
  - A2G example, 199, 214–218
  - basic facts, 219
  - common mistakes to avoid, 219–220
  - cost of, 219
  - dimensions of influence, 202–205
  - directive vs. evaluative influence, 202, 204–205
  - extent of influence on profitability, 219
  - factors influencing resource allocation, 221–222
  - four models of influence, 205–209
  - frequently asked questions, 220–225
  - goal of, 199–200
  - horizontal dimension of influence, 202–204
  - influence in business modification (synergy), 202–209
  - influence in portfolio assembly (selection), 201–202
  - influence models and synergistic portfolio framework, 223
  - link between influence models and organizational structure, 222
  - linkage, directive model, 205–206, 208–209
  - linkage, evaluative model, 205–206, 209
  - mistakes relating to influence models, 219–220
  - models of influence on a portfolio, 200–201
  - obligatory staffing, 202
  - pursuit of corporate advantage, 200–201
  - resource allocation, 209–213, 219
  - size of, 219
  - standalone, directive model, 205–206, 207–208
  - standalone, evaluative model, 205–206, 207
  - standalone vs. linkage influence, 202–204
  - synergistic portfolio framework, 211–213
  - synergistic portfolio framework and influence models, 223
  - synergistic portfolio framework example, 214–218
  - types of administrative unit, 199–200
  - use of more than one influence model, 223–225
  - vertical dimension of influence, 204–205
- corporate management functions (CMF), 202
- corporate strategy
  - and corporate advantage, 5–7
  - and organization design, 175
  - business models, 4
  - definition, xiv, 3

## 291 • Index

- distinction from business strategy, 3–8
- effects of risk reduction, 18–19
- goals of, 18
- identifying the competition, 7–8
- investors as the competition, 8
- multi-national corporations (MNCs), 22
- multiple businesses, 3–4
- relationship to business strategy, 25
- relevance related to company size, 25
- three conceptual pillars, 79–80
- corporations
  - as collections of value chain activities, 176–177
- costs of entry
  - cost of control, 107
  - influence of resource gap, 123–128
  - organic and inorganic growth compared, 123–128
- customer-centric organizational structure, 180–184
- Customization synergy, 35–37, 40–41
  - attributes of, 43–47
  - examples, 42
  - governance costs, 40–41
- Danaher Corporation, 208
- decision-making
  - definition of good decisions, xiv–xv
- decision-making tools
  - approach to using, xvi–xvii
  - research basis, xv–xvi
- developing economies
  - conglomerates, 21–22
- discount rate
  - assessing M&A targets, 245–246
  - effects of diversification, 9–11
  - factors affecting, 9–11
- diversification
  - basic facts, 94–95
  - benefits of relatedness, 94, 96
  - definitions, 85–86
  - economic importance, 94
  - effects on risk, 9–11, 19–20
  - frequently asked questions, 96–98
  - growth tree, 86–88
  - mistakes to avoid, 96
  - modes of, 86–88
  - organic vs. inorganic growth, 120–121
  - vertical integration as, 97–98
  - “who, what, how” choices, 85–86
  - wrong reasons for, 96
- diversification decision
  - and choice of growth mode, 91
  - bargains, 89–90
  - compared with value from organic growth, 93
  - factors to consider, 87–90
  - five-step approach, 91–93, 95
  - identify candidates for resource acquisition, 92–93
  - identify resource gaps, 92
  - optimal partner–mode combination, 93
  - poorly performing business, 97
  - restrictions on organic growth, 93
  - synergies, 87–90
  - test for potential synergies, 91–92
- diversification discount, 94–95, 96
- diversification test, 88–89, 96–97
  - considerations related to diversification, 87–90
  - organic vs. inorganic growth, 122
  - social value maximization, 89
- divestiture
  - ABC Sports example, 135–136, 144–147
  - basic facts, 142–144
  - better corporate parent criterion, 148–149
  - common mistakes to avoid, 147–148
  - consequences for retained organization, 147–148

## 292 • Index

- divestiture (cont.)
  - definition, 135–136
  - distinction from outsourcing, 135–136, 154–156
  - effects on retained employees, 147–148
  - equity carve out (partial IPO), 137–138, 148
  - frequently asked questions, 148–151
  - leveraged buy-out (LBO), 136
  - management buy-out (MBO), 136
  - managing dependencies, 147–148
  - modes of, 136–138
  - outcomes, 143–144
  - proactive approach to, 147
  - reasons for, 142–143
  - sell-offs, 136–138
  - spin-offs, 136–138
  - spin-outs, 150
  - split-offs, 150
  - split-up, 137–138
  - transaction service agreement (TSA), 147–148
- divestiture decision, 138–142
  - bargains, 151
  - business better off with another parent, 140–142
  - CEO explanation to market, 149–150
  - failing the synergy test, 139–140
  - mode of divestiture, 141–142
  - use of SOTP valuation, 149
- divestiture test, 140
- divisional structure of corporations, 20–21
- earnings before interest, tax, depreciation and amortization (EBITDA)
  - MoveIt example, 14–16
- enterprise value
  - MoveIt example, 14–16
- equity alliances, 87, 284–285
  - level of equity ownership, 100–102
- equity carve out (partial IPO), 137–138
  - prior to a sell-off, 148
- equity ownership in strategic relationships
  - benefits of increasing, 102–105
  - Burger Behemoth example, 100, 113–115
  - cooperation benefit, 103
  - coordination benefit, 103–105
  - cost of control, 107
  - costs of increased ownership, 105–110
  - equity states as real options, 106
  - exclusivity benefits, 102–103
  - level of, 100–102
  - lowered motivation, 105–106
  - partner–mode matrix, 111–112
  - preferred equity level, 108–109, 110
  - synergy independent cost of integration, 107–110
  - uncertainty and commitment, 106
- errors of omission and commission, 213
- external development, 87
  - see also* inorganic growth
- financial (non-operational) synergies, 30
- first mover advantage
  - resource accumulation, 124–128
- five forces framework (Porter), 7–8
- foreign direct investment (FDI), 93
- foreign market entry
  - organic vs. inorganic growth, 130
- Fosun, 207
- frameworks
  - approach to using, xvi–xvii
- functional organizational structure (F-form), 180–184

## 293 • Index

- General Electric (GE), 20, 21, 205
  - GE–McKinsey framework, 220
- Gibbons, Bob, 176
- good decisions
  - definition, xiv–xv
- governance costs
  - and governance structure, 70–71
  - and theory of the firm, 81–82
  - approaches to quantification, 80
  - associated with dependency, 40–41
  - definition, 70
  - “Dilbert” costs, 76–77
  - effects on synergies, 70–71
  - estimation in advance, 80
  - for different types of synergies, 73–75
  - from failures of cooperation, 71–73
  - from failures of coordination, 71–73
  - international operations, 75
  - link with governance structure, 75–77
  - ownership costs, 71
  - role in corporate strategy, 79–80
  - sources of, 71–73
  - transaction costs, 71
  - WonderWorld example, 70, 78–79
- governance mode
  - Burger Behemoth example, 100, 113–115
- governance structure
  - factors influencing, 70–71
  - link with governance costs, 75–77
- growth modes
  - choice of, 97
  - complementarities between, 92–93
  - consideration of all alternatives, 116
  - influence on diversification decision, 91
  - partner–mode matrix, 111–112
  - used in combinations, 92–93
- growth tree, 86–88
  - organic vs. inorganic growth, 120–121
- growth tree analysis
  - iterative process, 96, 116
  - level of application, 92–93
- holding companies
  - corporate advantage assessment, 24
  - structure of, 191–193
- horizontal acquisitions
  - nature of synergies, 51–52
- hybrid organizational structures, 185–186
- industries
  - distinguishing from each other, 4
- inorganic growth
  - benefits of increasing equity ownership, 102–105
  - categories of, 87
  - choice between alliance and acquisition, 115
  - common mistakes to avoid, 116
  - equity ownership decision, 100–102
  - estimating value of growth modes, 111–112
  - expanding abroad, 118
  - frequently asked questions, 117–118
  - goals of, 87
  - optimal governance mode, 113–115
  - partner in same type of business, 118
  - partner–mode matrix, 111–112
  - see also* organic vs. inorganic growth and specific types of inorganic growth
- integration
  - synergy independent costs, 107–110
  - see also* specific types of inorganic growth
- internal capital markets
  - as a form of synergy, 54
- internal development, 87
  - see also* organic growth
- international alliances, 283–284

## 294 • Index

- international expansion
  - inorganic growth mode decision, 118
- international partnerships
  - governance costs, 75
- investment opportunities
  - errors of omission and commission, 213
- investor relations (IR) department
  - explaining synergies to market, 149–150
- investors
  - as the competition, 8
  - portfolio assembly (selection approach), 8–11
- joint ventures, 284–285
- leveraged buy-out (LBO), 136
- make or buy decision, 157–158
- management buy-out (MBO), 136
- market power
  - effect of combination synergy, 39
- matrix organizational structures, 185
- McKinsey
  - GE–McKinsey framework, 220
- mergers and acquisitions (M&As), 87
  - and organizational culture, 248
  - basic facts, 245
  - calculation for payment in stock, 251–252
  - common mistakes to avoid, 245–246
  - consideration of all growth alternatives, 116
  - cross-border, 249
  - definition of acquisition, 227
  - definition of merger, 227
  - discount rate to use, 245–246
  - distinction from strategic alliances, 259
  - due diligence, 227–228
  - effects on share prices, 249
  - evaluation stage, 227–228
  - frequently asked questions, 246–252
  - grouping units in new structure, 237–239
  - having alternative targets, 245
  - implementation stage, 227–228
  - integration and implementation, 246–248
  - integration costs, 116, 233
  - integration framework (Haspeslagh and Jemison), 250
  - integration level, 236–237
  - linking units in new structure, 237, 239–241
  - outcomes, 245
  - post-merger integration
    - (PMI), 227–229, 234–243, 246
    - integration example, 243–244
    - integration planning framework, 241–243
  - reasons for high failure rate, 250
  - single-country M&As, 249
  - stages in M&A process, 227–229
  - standalone enterprise value, 229–231
  - standalone value of target company, 245–246
  - synergistic value of target company, 231–233
  - target selection, 227
  - TechnoSystems example, 227, 243–244
  - valuation and negotiation example, 243–244
  - valuation and negotiation stage, 227–234
- models
  - approach to using, xvi–xvii
- multi-business corporations
  - when it is time to change structure, 187–188
- multi-business firm
  - structure of, 176

## 295 • Index

- multi-divisional organizational
  - structure (M-form), 180–184, 191–193
- multi-national corporations (MNCs)
  - corporate strategy, 22
- multi-national corporations (MNCs)
  - centralized back end structure, 197–198
  - corporate strategy, 22
  - distributed functions, 198
  - international sales division, 195–197
  - structural design, 194–195
  - structure of, 176
  - transnational structure, 197
- negative synergies, 48–49
- net present value (NPV)
  - calculation example, 27
  - corporate advantage test, 7
  - definition, 5
  - discount rate, 8–9
  - goal to maximize, 5–7
  - of portfolio of businesses, 8–9
  - synergy test, 31
- non-equity alliances, 87, 284–285
- offshoring
  - and outsourcing, 154
  - definition, 154
  - what can or cannot be offshored, 163
- operational synergy, 30
- organic growth
  - build or buy decision, 121–122
  - definition, 121–122
  - failure rates, 97, 129
  - foreign direct investment (FDI), 93
  - frequently asked questions, 130
  - goal of, 86–87
  - restrictions on, 93
  - trade-offs in accessing resources, 123–128
  - value chain development, 121–122
- organic vs. inorganic growth, 120–121
  - basic facts, 129
  - build or buy decision, 121–122
  - Burger Behemoth example, 120, 128–129
  - common mistakes to avoid, 129
  - costs of entry compared, 123–128
  - diversification test, 122
  - entering foreign markets, 130
  - synergies compared, 122–123
  - time issue, 130
- organization design
  - and corporate strategy, 175
  - post-merger integration (PMI), 234–243
- organizational macro-structures, 176
- organizational structure prototypes, 180–186
  - customer-centric form, 180–184
  - functional form (F-form), 180–184
  - hybrid forms, 185–186
  - intra- vs. inter-functional integration, 184
  - matrix form, 185
  - multi-divisional form (M-form), 180–184, 191–193
  - product divisional form, 180–184
  - pure forms, 180–184
- organizational structures
  - basic facts, 189–190
  - collections of value chain activities, 176–177
  - common mistakes to avoid, 190–191
  - culture and social networks, 191
  - definition, 175–176
  - design considerations, 190–191
  - design principles, 177–180
  - drivers for change, 187–188
  - frequently asked questions, 191–193
  - grouping and linking elements, 177–180

## 296 • Index

- organizational structures (cont.)
  - holding company structure, 192–193
  - influence of informal organization, 187–188
  - link with influence models, 222
  - maintaining compensatory fit, 187–188
  - multi-business firms, 176
  - MultiDevice example, 175, 188–189
  - multi-national corporations (MNCs), 176, 194–198
  - relationship to ownership structures, 191–193
  - response to competitive change, 187
  - response to opportunity costs, 187
  - response to technological change, 187
- outsourcing
  - and offshoring, 154
  - basic facts, 162–163
  - common mistakes to avoid, 167–168
  - definition, 153–154
  - distinction from divestiture, 135–136, 154–156
  - effects on value chain, 153–155
  - frequently asked questions, 168–170
  - nature of what is outsourced, 169–170
  - purpose of contracts, 167
  - risk sharing between clients and vendors, 167–168
  - use of internal and external suppliers, 168–169
  - use of multiple suppliers, 168–169
  - what can and cannot be outsourced, 162–163
- outsourcing decision
  - contracting costs, 160, 161–162
  - failing the synergy test, 156–157
  - interaction costs, 161, 162
  - Kappa Consulting example, 153, 164–166
  - make or buy decision, 158
  - managing high transaction costs, 163
  - reasons for outsourcing, 156–158
  - situations with high transaction costs, 163
  - transaction costs, 159–162, 167
  - transition costs, 160–161, 162
  - vendor can do better than in-house unit, 157–158
- outsourcing test, 156
- ownership costs, 75–77
  - definition, 71
- partial IPO *see* equity carve out
- partner–mode combination, 93
- partner–mode matrix, 111–112
- Porter, Michael, 187
  - five forces framework, 7–8
- portfolio assembly (selection approach), 8–11, 12–13
- prisoner's dilemma
  - in alliances, 265, 283
- private equity firms, 8
- Procter & Gamble (P&G), 209
- product divisional organizational structure, 180–184
- real options
  - equity stakes as, 106
- research
  - basis for decision-making tools, xv–xvi
- resource accumulation
  - asset mass efficiencies, 126
  - first mover advantage, 124–128
  - inter-connectedness of asset stocks, 125–126
  - second mover advantage, 128
  - second mover disadvantage, 124–128
  - substitutability of resources, 126–128
  - time compression diseconomies, 126

## 297 • Index

- resource allocation, 219
  - altruist businesses, 212
  - by corporate headquarters (HQ), 209–213
  - errors of omission and commission, 213
  - factors influencing corporate HQs, 221–222
  - fit businesses, 212
  - giver businesses, 212
  - misfit businesses, 212
  - parasite businesses, 212
  - taker businesses, 212
- resource gaps, 92
  - influence on costs of entry, 123–128
- resources
  - definition, 33–34
  - synergies related to, 33–35
- Ricardo, David, 81
- risk
  - effects of diversification, 9–11, 19–20
  - effects of risk reduction strategy, 18–19
  - outsourcing and risk sharing, 167–168
  - sharing between clients and vendors, 167–168
- second mover advantage
  - resource accumulation, 128
- second mover disadvantage
  - resource accumulation, 124–128
- selection approach *see* portfolio assembly
- sell-offs, 136–138
  - comparison with spin-offs, 150
  - preceded by equity carve out (partial IPO), 148
- “silo syndrome,” 179
- Smith, Adam, 81
- spin-offs, 136–138
  - comparison with sell-offs, 150
- spin-outs, 150
- split-offs, 150
- split-up (form of divestiture), 137–138
- standalone enterprise value, 229–231
- standalone value of target company, 245–246
- sum-of-the-parts (SOTP) valuation
  - MoveIt example, 14–16
  - underlying assumptions, 22–23
  - use in divestiture decision-making, 149
- synergies
  - 4C’s analysis framework, 52
  - advantages of scale, 36
  - advantages of scope, 36
  - analysis with the 4C’s framework, 35–47
  - and governance structure, 70–71
  - and internal capital markets, 54
  - and relatedness measures, 52–53
  - and diversification decision, 87–90
  - approach to corporate advantage, 11–13
  - attributes of 4C’s synergy operators, 43–47
  - buying out competition, 52
  - CEO explanation to market, 149–150
  - Combination, 35–37, 39–40, 43–47
  - Connection, 35–37, 42, 43–47
  - Consolidation, 35–37, 38, 43–47
  - Costs and revenues classification, 51
  - Customization, 35–37, 40–41, 42, 43–47
  - definition, 30
  - different types of costs generated, 75–77
  - “Dilbert” costs, 48–49
  - effects of governance costs, 70–71
  - exploitation by corporate strategists, 18
  - governance costs related to synergy types, 73–75

## 298 • Index

- synergies (cont.)
  - in conglomerate acquisitions, 51–52
  - in horizontal acquisitions, 51–52
  - in vertical acquisitions, 51–52
  - indicators of synergy potential, 52–53
  - mathematical definition, 53–54
  - negative synergies, 48–49
  - one-sided effects, 47–48
  - operational and non-operational, 30
  - organic and inorganic growth
    - compared, 122–123
  - related to resources, 33–35
  - related to value chains, 32–35
  - role in corporate advantage, 29–30
  - role in corporate strategy, 79–80
  - sources of, 32–35
  - two-sided effects, 47–48
  - types of, 35–47
  - value drivers, 56
  - valuing synergies example, 56–61
  - Very Good example, 29, 32–33, 49–50
  - who benefits from, 47–48
- synergistic portfolio framework,
  - 211–213
  - A2G example, 214–218
  - and influence models, 223
  - comparison with BCG portfolio
    - allocation framework, 220–221
- synergistic value of target company,
  - 231–233
- synergy test, 31
  - comparison with corporate
    - advantage test, 31–32, 53–54
- Tata group, 20, 21
- Tata Sons, 20
- theory of the firm, 81–82
- Toyota production system, 124
- transaction costs
  - and theory of the firm, 81–82
  - definition, 71
  - from failures of cooperation,
    - 71–73
  - from failures of coordination, 71–73
  - outsourcing, 159–162, 167
  - situations with high transaction
    - costs, 163
  - under different governance
    - structures, 75–77
- transaction service agreement (TSA),
  - 147–148
- Tyco conglomerate, 208
- value chain activities
  - corporations as collections of,
    - 176–177
- value chains
  - definition, 32
  - effects of offshoring, 154
  - effects of outsourcing, 153–155
  - effects of synergy operators, 40–41
  - synergies related to, 32–35
  - Very Good example, 32–33
- value creation
  - decreasing discount rate, 9–11
  - distinction from value capture, 282
  - increasing cash flows, 9
  - methods of, 8–9
- value drivers for synergies, 56
- vertical acquisitions
  - nature of synergies, 51–52
- vertical integration
  - as diversification, 97–98
- vertical integration decision
  - buyer–supplier relationships,
    - 112–113
  - choice between ally and acquire,
    - 112–113
- Welch, Jack, 205
- Williamson, Oliver, 77, 81–82