



Restructuring Corporate America (Dryden Press Series in Finance)

John J. Clark, Gerard Olson, John T. Gerlach

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Mergers and Acquisitions aren't the only path to restructuring. In fact, a broad array of restructuring options are available to management, on a national and international basis. Written by a highly-respected economist, this is the first and only text book on the market to cover all the restructuring bases, describing the gamut of reorganization options. Restructuring Corporate America is appropriate for such courses as mergers and acquisitions, financial management, restructuring, financial strategy, and long-term financing, as well as professional seminars. Features: * This textbook takes a broader view of restructuring, acknowledging that in advanced industrial states, voluntary restructuring takes such diverse forms as refinancing, management realignment, LBOs, ESOPs, and involuntary reorganization (bankruptcy). Reorganization may also blend types of restructuring, this requiring a close examination of goals, strategy, and tactics. * This textbook focuses on the prerequisites of a well-conceived restructuring strategy. Over the course of its life, a firm will either periodically restructure or fail to survive. * Each chapter ends with questions and a case study based on real companies and events, designed to stimulate thinking on the pros and cons of different restructuring strategies and tactics. * Chapter 1 reviews the underlying theory and methods of evaluating restructuring projects, laying the foundation for future chapter discussions. Case: "The TBS versus CBS Fight" * As discussed in Chapter 4, the direction of restructuring generally requires a choice among organizational structures. * Multinational acquisitions, joint ventures, corporate alliances, and less formal types of restructuring undertaken in response to an emerging global market and government managed trade agreements are covered in Chapter 5. * Coverage of financial restructuring (see Chapter 6 and Appendix 6A and Debt and Equity Innovations) examines the concept of an optimal capital structure, leverage, ownership and control, free cash flow, and agency costs. * This book examines IPOs of growth companies and leveraged buyout firms "going public" and the roles of the parties involved. * The differences between an acquisition and a leveraged buyout are discussed in Chapter 8, which describes the role of management buyouts, junk bonds, corporate raiders, and the valuation techniques used to form leveraged buyouts. * The importance of Employee Stock Ownership Plans in financial restructuring is addressed in Chapter 9, which distinguishes between the ESOP and stock option of stock purchase plans. * The Bankruptcy Reform Act of 1978 is revisited in Chapter 10 with particular emphasis on Chapter 11 bankruptcy. Topics include the purpose of Chapter 11, rights of debtors-in-possession and creditors, formulation of a reorganization plan, criticisms of Chapter 11, and the costs seeking Chapter 11 protections versus a friendly merger. * The chapter on takeovers, Chapter 15, explores corporate raider strategies and tactics, as well as, acquisitions designed to capture control of target firms. * Chapter 16 covers defensive strategies in takeovers describing and citing cases on tactics taken by target firms in fending off takeovers, such as the case study on Martin Marietta and Bendix. Summaries of Federal and State takeover laws are included.

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