

Index

- A.C. Nielsen Co., 134
Academic finance theory, 3
Accipiter Capital Management, 50
Active premium, 291
Activist merger arbitrage, 246–247
Administrative Measures on the Acquisition
of Listed Companies (China), 282
Advisory Research, 63, 64–65, 263
Aegis Communications, 189–190
Agere Systems, 19–28, 32, 92, 98
AirTouch Communications Inc., 81
AllServe Systems plc, 190
Allstate Corp., 81
America Online Inc., 81
American Capital Strategies (ACAS),
194–195
American Community Properties Trust,
161
American General Corp., 81
American Physicians Capital (ACAP), 51
Anheuser-Busch, 78–79, 100–101, 211,
232–233, 239
Antitrust enforcement, 213–223
Antitrust problems, 49
APP Pharmaceuticals Inc., 135
Appraisal actions, outcome of, 252
Appraisal rights, 248–256
Arbitrage. *See also* Merger arbitrage
cash-and-carry, 3
definition of, 3
multiple, 197
orders of, 4
Arbitrage Fund (ARBFX), 297, 300
Arcapita, Inc., 237
ARCO Chemical, 203
Arizona Corporation Commission, 43, 233
Arnhold & S. Bleichroeder, 197
Atari, Inc., 163–165
Atlas Corporation, 155
Bank of America Corp., 81, 126
Bank mergers, 49
BankAmerica Corp., 81
Barclay Hedge database, 283, 285, 291
Basis trades, 5
Bass, Robert M., 137
Bell Atlantic Corp., 81
Bellman equation, 324
Bendix, 160
Bergstein, David, 54, 129
Bessemer Venture Partners, 141
Beta risk, 5
Bid/offer spread, 77–78, 317–318
Bidding wars, 100–102
Black-Scholes analysis, 275, 303–304
Blackstone, 128, 197–198
Blair, William, 141–142
Blasius Industries, 155
Blunt, Matt, 232
Boesky, Ivan, ix
Bond financing, 124, 127–128
Bond futures, basis trades in, 5
Books and records, inspection of, 260–262
*Boruso v. Communications Telesystems
Intern.*, 256
BP America, 81
Breakup fees, 53–60, 156
average, for completed and canceled
mergers, 57–58
Bridge loans, 126
A Brief History of Time (Hawking), xi
“Bright line” test, 112
Bris, Arturo, 313
Bristol-Myers Co., 81
Broadridge, 263
Brokerage commissions, 315–317
Brownian motion, 304
Bryant, Warren, 242
Business conditions, changes in, 47–48

- Business judgment rule, 149, 175, 182
Buybacks (leveraged recapitalizations), 161
Buyer breakup fees, 53, 56
Buyer and target, relative size of, 49
- Cagle's Inc., 211–212
Capital asset pricing model (CAPM),
274–275
risk statistics in a CAPM framework,
291–292
Capital Cities/ABC Inc., 81
Cash holdings, 318–325
Cash mergers, 11, 12–19, 73, 319, 320, 321
idealized chart of stock in, 15
payoff diagram of, 12
CCA Industries, 8
Cede & Co., 251, 255, 263
Cede & Co. v. JERC Acquisition Corp., 253
Cede & Co. v. Medpointe Healthcare, Inc.,
252
Cede & Co. v. Technicolor, 252
Celanese AG, 197–198
Celebrate Express, 107–108
Centel Corp., 81
Central Freight, 183–185
related party transactions of, 183–184
Change of control covenants, 119, 166
Chaparral Resources, 207–210, 243, 256
Chicago Board Options Exchange, 303
Chicago Mercantile Exchange, 303
Children's Investment Fund, The (TCI), 239
Citicorp, 81
Citigroup, 136
Claiborne, Liz, 7
Class Action Fairness Act of 2005, 257
Class actions, 256–260
Clayton Act, 214
CNPC, 207–208
Coast Financial Holdings, 131–133
Cogent Hedge database, 283
Collars, mergers with, 32–41
fixed share, 32–33, 37, 40
fixed value, 32, 33, 34, 36
Collateralized loan obligations (CLOs), 124
Comcast Corp., 81
Commissions, 98–100
Committee on Foreign Investments in the
U.S. (CFIUS), 237–239
Compound interest, 17
Concentrated arbitrageurs, 282
Conde, Cristóbal, 170
Contel Corp., 81
Contingent value rights (CVRs), 134–135
Contracts for difference (CFDs), 307
Convertible debt, 189
Corporate raiders, 156–157
Correlation, 268
Countrywide Financial, 126
Crédit Agricole Structured Asset
Management Center for International
Securities and Derivatives Markets
(CASAM CISDM), 283, 285, 291,
295
Credit crunch, 142
Credit risk, management of, 8–10
CSX, 239
CtW Investment Group, 242, 264
CVS Caremark, 241–242, 264
Cypress Communications, 237
- Deal spread. *See* Spread
Debt funding, types of, 122–130
bank loans, 124–125
bonds, 127–128
bridge loans, 126
hedge fund financing, 129
mezzanine debt, 127
sale and leaseback financing, 128
seller financing, 129–130
stapled financing, 130
Definitive agreement, 8
Department of Justice (DOJ), 213, 214, 215,
217, 220
Discounted cash flows (DCFs), 250
Dissenters' rights, 248
Diversification, 294
Diversified arbitrageurs, 283
Dividend recapitalization, 196
Dividends, 87–90
Dobler v. Montgomery Cellular Holdings
Co., 252
Doctors' Company, The, 51, 263
Doft & Co. v. Travelocity.com, 253
Dolphin Limited Partnership, 204–207
Dow Chemical, 215, 216
Downside deviation, 292
Dubilier & Co., 8
Due diligence, 52–53
questionnaires (DDQs), 302
DUET Group, 76

- Duff & Phelps, 164
Dun & Bradstreet Corp., 134
Dynegy, 52–53
- Earnings before interest, taxes, depreciation,
and amortization (EBITDA), 6
East Penn Financial Corporation, 37–40
Eddie Bauer Holdings, 155–156
EDGAR system (SEC), 165, 225, 228, 231
Efficient frontier, 294–295, 296, 299–300
Eisner, Michael, 191–192, 257–258
Enron, 52–53, 182
Enterprise M&A Fund (EMAXX), 298
Equity Office Properties Trust, 19, 128
Error term, 6
Esmark, 240–241
Essar Steel, 240–241
Evans, Edward P., 137–138, 191
Event risk, 5–6, 47, 327
Expected return. *See* Net return
- Fagan, Bill, 256
Farallon Capital Management, 129
Fastow, Andrew, 182
Federal Communications Commission, 213
Federal Energy Regulatory Commission,
213
Federal Reserve, Regulation T, 94, 113, 131,
303
Federal Reserve Bank of St. Louis, 220, 221
Federal Trade Commission (FTC), 213, 214,
215, 217, 219, 220
horizontal merger investigations, 219
Fiduciary out, 156
Financing, 47, 119–143
debt funding, types of, 122–130
bank loans, 124–125
bonds, 127–128
bridge loans, 126
hedge fund financing, 129
mezzanine debt, 127
sale and leaseback financing, 128
seller financing, 129–130
stapled financing, 130
fairness opinions, 140–142
inability to obtain, 47
investment banks, conflicted role of,
135–140
of mergers versus tender offers, 130–131
systemic risk, 142–143
uncertain merger consideration, 131–135
adjustments to merger consideration,
131–133
unusual forms of payment, 134–135
- Finish Line, 139
Finley, Johan P., 130
First Banks, Inc., 131
First Boston, 142
First Data, 153–154
FleetBoston Financial Corp., 81
Florida Rock Industries, Inc., 30–32
Flowers, JC, 56, 59, 139–140
Foodarama Supermarkets, 260
Footlocker, 139
Forstmann Little & Co., 152
Francisco Partners, 170
Franklin Mutual Advisers, 240
Fraud, 52–53
Fresenius Medical Care, 135
FTSE Hedge Fund Indices, 283, 285, 288,
289, 291
FX Real Estate & Entertainment Inc., 233,
234–236
- Gabelli, Mario, 248
Gabelli ABC Fund (GABCX), 298
Gain deviation, 292
GARCH models, 267
GE Capital Solutions, 13, 62, 85
General Motors, 314
Genesco, 139
Genesis Healthcare, 154
Gentile v. Singlepoint Financial, 254
Geographic reach, 217
Gholl v. eMachines, Inc., 252
Glass-Steagall Act, 135
Go-shop clause, 153, 154
Going-private transactions, SEC regulation
in, 230–231, 280
Golden parachutes, 51, 111–112, 166,
168–169
Goldman Sachs Group, 59, 147, 198
Goldsmith, Sir James, 156
Gonsalves v. Straight Arrow Publishers, 254
Goodman Global, 129
Gordon, Angelo, 260
Gramm-Leach-Bliley Act of 1999, 135
Greenwich Alternative Investments, 283,
285, 291
Gross return, calculation of, 32

- Grupo Modelo, 100, 101
- Grupo Santander, 52
- GSO Capital Partners, 129
- GTE Corp., 81
- Gupta, Vinod, 204–207

- Haji-Ioannou, Stelios, 146
- Harman International Industries, 60
- Harleysville National Corporation, 37–40
- Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR), 110, 214
- Hawking, Stephen, xi
- Health Care REIT, Inc., 33–37
- Hedge fund databases, 283–284
- Hedge fund financing, 129
- Hedge Fund Research (HFR) database, 283, 285, 289, 291, 295
- Hedge funds, 333–337
 - advantages of mutual funds over, 334–335
 - custody, 335
 - liquidity, 335
 - lower fees, 334–335
 - lower minimum investments, 335
 - performance reporting, 335
 - tax reporting, 335
- Hedging, delta-neutral, 37, 40
- Hellman & Friedman LLC, 129
- Hennessee Group database, 283, 285, 291, 295, 310
- Hennessee Short Biased Index, 309
- Herfindahl-Hirschman Index (HHI), 217–222
- Heyman, Samuel, 156
- Hostile bids, 8, 100–102
- Hostile takeovers, 155

- IBP, 48
- Icahn, Carl, 156
- Image Entertainment, 54, 129
- IMS International, Inc., 134
- In re Emerging Communications, Inc.*, 253
- InBev SA, 100, 211, 232–233, 239
- Independence Community Bank, 52
- Infogrames Entertainment SA, 164
- Information ratio, 291
- Information Resources, Inc., 134
- infoUSA (infoGroup), 204–207
- Ingersoll-Rand Co., 25, 29, 98
- Insider trading, 16
- Insight Venture Partners, 141

- Interactive Brokers, 311
- Interest, in annualizing return, 17
- Internal rate of return (IRR), calculation of, 18–19
- Internal Revenue Code
 - Section 368, 104
 - subchapter M, 89
- Investing in merger arbitrage, 301–337
 - hedge funds and mutual funds, 333–337
 - leverage and options, 302–309
 - managing the cash position, 318–325
 - risk management, 325–328
 - separate accounts, 331–333
 - shorting stocks, 309–315
 - Standard & Poor's Merger Arbitrage Index, 329–331
 - trading versus investing, 301–302
 - transaction costs, 315–318
 - bid/offer spreads, 317–318
 - brokerage commissions, 315–317
 - market impact, 318
- Investment banks, conflicted role of, 135–140
- Investment Company Act of 1940, 336
- Investor Group, 81
- iShares Lehman Aggregate Bond, 299
- ISS A/S, 147

- J. Jill, 7
- Jekogian, Nickolas W. III, 77
- Jobs and Growth Tax Relief Reconciliation Act of 2003, 87
- Jorion, Philippe, 327–328
- Junk bonds, 127–128, 142–143
 - market collapse, 142–143

- King Pharmaceuticals, 311–312
- Kohlberg Kravis Roberts & Co. (KKR), 43, 59, 137–139, 153–154, 233
- Kravis, Henry, 156

- Lafarge North America, 82, 83
- Lafarge S.A., 82
- Lane v. Cancer Treatment Centers of America*, 252
- Lazard Freres, 137–138, 164
- Lehman Brothers, 192
- Letter of intent, 8
- Leverage, 93–95, 302–309
- Leveraged buyouts (LBOs), 121–122, 327

- Liberty Media, 107–108
- Lipper TASS database, 284
- Lipton, Martin, 256
- Liquidity, two aspects of, 73–80
- Loews Theaters Corp., 81
- London Interbank Offered Rate (LIBOR), 17, 94, 125, 282, 307
- Longs Drug Stores, 241–242, 264
- Loss, probability-weighted, 44
- Loss deviation, 292
- LS Cable, 97
- LSI Logic Corporation, 19–28, 92, 98
- Lukoil, 207–210, 243, 256, 259
- Lyondell Petrochemical Company, 203

- Macmillan, Inc., 137–139, 141, 191
- Macquarie Infrastructure Partners, 75–76
- Management buyouts (MBOs), 121–122, 163, 172–175, 191
 - long-term planning in, 173–182
- Management incentives, 163–185
 - management compensation, 165–171
 - private equity buyouts, continuing management interest in, 171–173
 - management buyouts, long-term planning in, 173–182
 - related party transactions, milking a company through, 182–185
- Margin borrowing, 93–95, 303
- Mark-to-market valuation, 317
- Market impact, 318
- Market makers, 77
- Material adverse change (MAC), 48
- Maryland Control Share Acquisition Act, 161
- Maxwell, Robert, 137–139, 191
- MCI Communications Corp., 81
- Merger arbitrage, 3–41, 267–300
 - cash mergers, 11, 12–19
 - investing in, 301–337
 - hedge funds and mutual funds, 333–337
 - leverage and options, 302–309
 - managing the cash position, 318–325
 - risk management, 325–328
 - separate accounts, 331–333
 - shorting stocks, 309–315
 - Standard & Poor's Merger Arbitrage Index, 329–331
 - trading versus investing, 301–302
 - transaction costs, 315–318
 - returns for different portfolios, 277
 - role of in a diversified portfolio, 267–300
 - benefits, 292–300
 - merger arbitrage outside the United States, 278–282
 - return and correlation characteristics, 272–278
 - volatility of stocks going through a merger, 268–272
 - return and correlation characteristics of merger arbitrage, 272–278
 - risk and return of funds, 282–292
 - stock-for-stock mergers, 19–41
 - mergers with collars, 32–41
 - mixed cash/stock mergers, 29–32
- Merger categories, 11–12
 - cash mergers, 11, 12–19
 - mixed stock and cash mergers, 11, 29–32
 - other considerations, 12
 - stock-for-stock mergers, 11, 19–41
 - mergers with collars, 32–41
 - mixed cash/stock mergers, 29–32
- Merger Fund (MERFX), 297, 300
- Merger Mania* (Boesky), ix
- Merger process, 148–156
- Mergers, 82–85, 103–115, 130–135, 243–264
 - fighting abuse of shareholders in, 243–264
 - activist merger arbitrage, 246–247
 - legal tactics, 248–262
 - public opposition, 262–264
 - selling shares, 243–245
 - financing of, versus tender offers, 130–131, 145–161
 - government involvement in, 213–242
 - antitrust enforcement, 213–223
 - federal government, 236–239
 - state government, 231–236
 - SEC's approach to regulation, 223–228
 - trade unions, 240–242
 - legal aspects of, 145–161
 - merger process, 148–156
 - takeover defenses, 156–161
 - shareholder acceptance in, 111
 - and tender offers, 103–115
 - comparison of, 109–115
 - time period required to complete, 82–85
 - timing in, 110
 - triangular, 103–108

- Mergers (*continued*)
uncertain merger consideration, 131–135
adjustments to merger consideration,
131–133
unusual forms of payment, 134–135
upstream, 106
Merisel, Inc., 193–195
Milken, Michael, 127
Miller, Merton, 87
Minority squeeze-outs. *See* Squeeze-outs,
minority
Mixed stock and cash mergers, 11, 29–32
impact of short rebate in, 91
Modigliani, Franco, 87
Moody's Investor Services, 327–328
Mordashov, Alexei, 240
Morningstar/InvestorForce database, 284
Moyes, Jerry, 183–185
MSCI Hedge Invest index, 284
Multiple arbitrage, 197
Mutual funds, 333–337
advantages over hedge funds, 334–335
custody, 335
liquidity, 335
lower fees, 334–335
lower minimum investments, 335
performance reporting, 335
tax reporting, 335
ban on short selling in, 336
Mylan Laboratories, 311–312

Naked short, 313
Nascimento, Juliana, 323, 324–325
National Home Health Care Corp., 260
NCS, 154–155
Negative alpha, 308–309
Nelson Resources, 207–208
Neoware, 119, 120
Net returns, 68–69
Netsmart, 141–142, 175–182
reasons for merger given by board,
176–181
Newsvendor formula, 323
NYNEX Corp., 81

OAO Severstal, 240–241
Ocean Tomo, 165
Odyssey HealthCare, 50–51
Ohio Mattress Company, 142–143
Omnicare, Inc. v. NCS HealthCare, 155

OneChicago, 303
OneSource Information Services, 158–159
130/30 strategies, 307
Open Text Corporation, 166–168
change of control provisions of, 167–168
Option selling, 10–11
Options, 302–309
Oracle, 157

P&O Dubai Ports World, 237
Pac-Man takeover defense, 160–161
Pantry Pride, 152
Paskill Corp. v. Alcoma Corp., 254
Paulson & Co., 197–198
Payoff distribution for stock investors, 9–10
asymmetric, 10
PDS Gaming, 130
Peltz, Nelson, 156
Pennsylvania Avenue Event-Driven Fund
(PAEDX), 298, 299, 300
Peoplesoft, 157
Perelman, Ron, 152
Perry Corp., 311–312
Pershing Square Capital Management and
Advisory Research, 241, 263
Pfizer Inc., 81
Pharmacia Corp., 81
Pickens, T. Boone, 150, 156
Pinnacle Gas Resources, 51, 63, 64–65, 66,
161
Poison pills, 158–159
Portfolio turnover, 98–100
Powell, Warren, 323, 324–325
*Prescott Group Small Cap v. The Coleman
Co.*, 253
Prince, Charles (“Chuck”), 136
Private equity buyouts, 171–173, 187–198
CEOs' role in, 191–193
continuing management interest in,
171–173
as financial engineering, 196–198
private equity funds' agenda, 193–196
private equity's advantage, 188–190
Private investments in public equity (PIPE),
189
Private Securities Litigation Reform Act of
1995, 257
Probability-weighted loss, 44
Probability-weighted return. *See* Net return
Product reach, 217

- Proxy campaigns, 263–264
- Proxy statements, 163, 224
- Prudential PLC, 81

- Quantitative analysis, 65–66
- Quasi-arbitrage, 5
- Quest Resource Corp., 51, 63, 64–65, 66, 161
- Questar, 189, 190
- Quiznos, 256

- Real estate investment trusts (REITs), 13, 17, 86–87, 89, 128
- ReFlow Management Co., 322
- Regulation SHO, 313
- Regulation T (Federal Reserve), 94, 113, 131, 303
- Related party transactions, milking a company through, 182–185
- Relational Investors, 52
- Restoration Hardware, 260
- Retail investors, 312–313
- Reverse breakup fees, 53, 56
- Reulon v. MacAndrews & Forbes*, 152, 153
- Risk, incorporating into the arbitrage decision, 43–69
 - closing, probability of, 45–60
 - antitrust problems, 49
 - breakup fees, 53–60
 - business conditions, changes in, 47–48
 - buyer and target, relative size of, 49
 - due diligence and fraud, 52–53
 - financing, inability to obtain, 47
 - management opposition, 51–52
 - public intervention, 48–49
 - shareholder opposition, 49–51
 - expected return of the arbitrage, 68–69
 - losses, severity of, 60–68
- Risk management, 325–328
- Risk and return, sources of, 71–102
 - bidding wars and hostile bids, 100–102
 - closing, timing and speed of, 80–87
 - commissions and portfolio turnover, 98–100
 - covered call writing, 95–97
 - deal spread, 71–73
 - dividends, 87–90
 - leverage, 93–95
 - liquidity, two aspects of, 73–80
 - short sales as a hedge and an element of return, 90–93
- Risk spectrum of merger-related investments, 6–7
- RiskMetrics methodology, 272
- RJR Nabisco Inc., 81
- Rohm & Haas, 215, 216
- Rule 14d-10 (best price rule), 111–112, 230
- Rumors, as component of risk spectrum, 6–7
- Ryan Beck & Co., 52
- Ryan, Tom, 242

- S&P Depositary Receipts, 299
- Sack, Burton (“Skip”), 248
- Sale and leaseback financing, 128
- Sallie Mae, 56, 59, 139–140
- Sarbanes-Oxley, 172–173
- SCPIE, 51, 263
- Securities and Exchange Act, Section 10b-5, 257
- Securities and Exchange Commission (SEC), 7–8, 145, 163, 213, 223–231, 280, 312, 313
 - approach to regulation, 224–231
 - going-private transactions, 230–231
 - mergers, 223–228
 - tender offers, 228–230
- EDGAR system, 165, 225, 228, 231
- Form 8-K, 225
- Form 15, 224
- Rule 14E, 229–230
- Schedule 13D filings, 7–8, 203
- Schedule 13E-3, 163, 164, 165, 203, 224, 226, 230–231
- Schedule 13G, 203
- Schedule 14A, 224, 226
- Schedule 14C, 224
- Schedule 14D-1, 224
- Schedule 14D-9, 224, 230
- Schedule TO, 224, 228
- Security Pacific, 81
- Seller financing, 129–130
- Semi deviation, 292
- Shareholder activism, 242
- Sharpe ratio, 291
- Sherman Act of 1890, 214
- Shire Pharmaceuticals, 255
- Shorin, Arthur T., 191–192
- Short-form merger, 50

- Short rebate, 27–28, 73, 90–91, 311
 impact on stock-for-stock mergers, 91
 as part of merger arbitrage strategy, 292
- Short sales, 20, 21, 27, 80, 90–93, 307–315, 327
 as a hedge and an element of return, 90–93
 ban on, 313–314, 336
 in mutual funds, 336
- Short squeeze, 92, 312
- Signal Companies, 151
- Siliconix, 202
- Silver Lake Partners, 169–170
- Silverstein, Scott, 191–192
- Simon Properties Group, 232
- Simple interest, 17
- SISU Capital Ltd., 256, 259
- Smithfield Foods, 48
- Social activism, 242
- Solomon v. Pathe Communications Corp.*, 152
- Sonder, Claudio, 197
- Sortino ratio, 292
- Sovereign Bancorp, 52
- SPAR-Mutual algorithm, 324–325
- Speculation, 5
- Spread, 13, 71–73, 85–86
 bid/offer, 77–78
- Sprint Corp., 81
- Squeeze-outs, 82, 199–212
 minority, 199–212
 boards' lack of effectiveness during, 200–202
 family control, 210–212
 minority shareholders in, 202–210
- Squibb Corp., 81
- Staggered boards, 159–160
- Standard Oil Co., 81
- Standard & Poor's Merger Arbitrage Index, 329–331, 332, 333
 downside risk measures, 333
 performance of relative to other asset classes, 330
 risk/return trade-off for, 332
 statistics of monthly returns of, 331
- Stapled financing, 130
- Stelmar Shipping, 146
- Stilwell, 51, 263
- Stock-for-stock mergers, 11, 19–41, 50, 73, 98, 99, 319
 impact of short rebate on, 91
- Stonington Partners, L.P., 193–195
- Sungard Data Systems, 169–170, 171–172
- Superior Essex Inc., 97
- Surface Transportation Board, 213
- Swaps, 305, 307
- Symphony Technology, 134
- Takeover defenses, 156–161
 buybacks (leveraged recapitalizations), 161
 cumulative voting, 160
 freeze-out, 161
 poison pills, 158–159
 reincorporation in a less
 shareholder-friendly state, 160
 multiple classes of stock, 160
 Pac-Man, 160–161
 staggered boards, 159–160
- Takeunder, 16
- Target breakup fees, 53, 56
- Tashman, Adam, 328
- Taubman Centers, Inc., 232
- Tax Increase Prevention and Reconciliation Act of 2005, 87–88
- Taylor v. American Specialty Retailing Group*, 254
- Taylorist principles, 165
- Tele-Communications Inc., 81
- Tender offers, 50, 80, 82, 84, 103–115, 224, 228–230, 264
 comparison of mergers and, 109–115
 Rule 14d-10 (best price rule), 111–112, 230
 shareholder acceptance in, 111
 timing in, 110
 financing of, versus mergers, 130–131
 SEC regulation in, 228–230
 Rule 14E, 229–230
 statements, 224
 withholding shares in, 264
- Tennenbaum & Co., 134
- Time value of money, 250, 258
- Time Warner, 81
- Topps, 191–193, 257–258
- Top-up option, 8, 109
- Tracking error, 291
- Trade unions, role of in mergers, 240–242
- Trading volume, 73, 75
- Trane, Inc., 25, 29, 98

Index

355

- Transaction costs, 315–318
 bid/offer spreads, 317–318
 brokerage commissions, 315–317
 market impact, 318
Transkaryotic Therapies, 255
Travelers Group Inc., 81
Treasury bills (T bills), 17
Treyner ratio, 291
Tri-Star Pictures Inc., 81
Tropicana Casino, 233–234
Trustreet Properties, Inc., 13–19, 61, 62,
 72, 74, 76–77, 85, 87, 88, 98, 268,
 269
Tyson Foods, 48

UBS, 139–140
*Union Illinois 1995 Investment Limited
 Partnership v. Union Financial Group
 Ltd.*, 253
Unisource Energy, 43, 44, 233
United Steelworkers (USW), 240–241
Unocal Corp., 81
Unocal v. Mesa Petroleum, 150
UOP, Inc., 151
Upper Deck, 191–193, 257–258
Utility mergers, 48–49

Value-at-risk methodologies, 272
Value trap, 244
Van Gorkom, Delaware Supreme Court
 ruling in, 141, 150

Vector Capital, 170–171
Vishay Intertechnology, 202
VistaCare, 50–51
Vodafone Group PLC, 81
Volatility, 267–272
Volkswagen, 312
Voting, cumulative, 160
Vulcan Materials Company, 30–32

Wachovia Bank, 220, 221, 222
Walgreens, 242, 263
Walt Disney Co., 81
Wasserstein, Bruce, 137–139, 140, 141
Watchguard, 170–171
Weighted average cost of capital (WACC),
 250
Wells Fargo Bank, 220, 221, 222
Westfield America Trust, 232
“White knight,” 6, 52
Whole Foods, 220
Wild Oats, 220
Wilshire Enterprises, 77–78, 106, 201, 226,
 227–228
Windrose Medical Properties Trust, 33–37
Women’s Wear Daily, 7
WorldCom Inc., 81, 121
World Focus, 190
Wyser-Pratte, Guy, ix

Zilbermints, Boris, 208
Zwirn, D. B., & Co., 129

