KIEP 대외경제정책연구원

전문가풀 회의결과 보고서

작성부서 : FDI 전문가풀
작 성 일 : 2008.10.31
작 성 자 : 현혜정
전 화 : 02-3460-1050
연 락 처 :

I. 개 요

1. **일시** : 2008. 10 . 30 . (15:00~16:30)

2. **장소** : 9층 회의실

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4. **제 목**

- Recent Development in M&A market

II. 주요 논의 사항

1) 발제내용

□ Effect of U.S. subprime mortgage market downturn and worsening in the 2nd half of 2007 and the first half of 2008, respectively, on the U.S. M&A Market

- Stifling of general U.S. economy - U.S. credit market in particular

- Temporary exit by private equity players from the U.S. M&A market due to difficulty obtaining third party financing.

- At 9/30/08, buyout deals saw a 83.5% fall year-to-date, for a total of $61.8 billion out of $951.7 billion year-to-date for overall U.S. M&A deals.

- Certain private equity players cite the current limit on bank financing for leveraged buyouts to be as high as $5 billion and as low as $2 billion.

- The credit crisis and the significantly weakened dollar have created bargains for foreign investors flush with strong currencies, large pools of investment capital derived from natural resources and exports and excess cash.

□ Weak M&A and LBO activity

– The total number and value of M&A transactions in the U.S. have decreased dramatically - in the first three quarters of 2008, the U.S. deal volume slid 27% to $951.7 billion, as compared to the first three quarters of 2007, when the U.S. deal volume was $1,296.5 billion.

□ Decline in credit market liquidity

– New CLO issuance, which aggregated nearly $200 billion in 2006-07, has essentially halted in 2008 creating a vacuum for new deals.

– There was a Significant decline in availability of second lien tranches which had emerged as an important source of financing for issuers and acquirers who would otherwise need to raise high yield or mezzanine debt.

□ Securitization allowed banks to transfer credit risk to investors

– Securitized share of subprime mortgages (i.e., those passed to third party investors) increased from 54% in 2001, to 75% in 2006.

– Mortgage defaults decreased the value of mortgage-backed securities, thereby adversely affecting investors in such securities.

□ Of the $951.7 billion and $1.4 trillion of US M&A activity in 2007 and the first three quarters of 2008, approximately 50% and 25%, respectively, involved non-US buyers. In 2006 and 2005, only 13% and 12%, respectively, involved non-US buyers. We expect this percentage involving non-US buyers to continue to increase in the fourth quarter of 2008 and 2009.

□ The significantly devalued dollar and the credit crisis continue to create bargains for foreign investors.

□ Regulatory Hurdles

– Any weaknesses in the ability to clear regulatory hurdles could be used by reluctant targets, competing bidders or competitors of the target to frustrate the acquisition.

– In addition to securities and antitrust regulations, acquirers should plan for a review by the Committee on Foreign Investment in the United States (CFIUS) under the Exon-Florio Act, discussed below; and, in transactions involving regulated industries

□ Financing

– The recent credit market upheaval has put even more scrutiny on the financing aspects of transactions.

– Critical questions to consider include where financing with the most favorable terms and conditions is available

2) 토론 내용

□ M&A실패 사례

- Citi Group Venture Capital이 2004년 하이닉스 비메모리 반도체 부문을 인수하여 2007년 이전에 IPO하려고 했으나 실패함.

- 실패 이유는?

- 한미 간 Management style의 차이 혹은 leader의 시기적절한 결단력 부족임.

□ 한국의 국경간 M&A의 장애요인

- 관료주의 (bureaucracy)의 문제가 심각하므로 의사결정이 지연되어 좋은 매물을 놓치는 경우가 많음.

- 변호사, 회계사 등 고용에 따른 컨설팅 비용을 아끼려다 더 큰 비용을 부담하는 경우가 많음.

- 기업활동에 대한 언론과 여론의 지나친 간섭으로 자유로운 해외투자활동에 제약이 큼.

ex) KDB의 Lehman Brothers 인수 시도에 대한 비난여론 및 정부조사 등은 외국인들이 이해하지 못하는 행태임.

- 전반적으로 한국기업들은 해외투자에 대한 준비가 되어 있지 않은 것으로 판단됨.

- 한국기업에 대한 외국기업의 M&A가 저조한 것도 Lone Star의 외환은행인수에 대한 세무조사 등 정부의 압박이 해외 PEF들에게는 투자를 망설이게 하는 요인이 됨.

- 외국인 투자자들에게는 Martket perception이 매우 중요하므로 만약 불의가 있었다면 이를 외부에 알리는 한국 marketing 전략이 매우 중요함.

□ PMI는 어떻게 이루어지는지?

- 유명 PEF들은 인수대상 기업의 Growth model을 중시함.

- 감원조치 등은 동일산업에서 synergy effect가 있거나 management 차원에서 있을 뿐 인수합병에 따른 후속조치로 고용인을 해고하는 일은 흔하지 않음.