A LITERATURE REVIEW ON DUE DILIGENCE FOR RISKS MAPPING IN MINING INDUSTRY'S MERGER AND ACQUISITION EVENTS

Nimmi Zulbainarni, IPB University
Ade Candra, IPB University
DS Priyarsono, IPB University
Roy Sembel, IPB University

ABSTRACT

Due Diligence (DD) in mining industry is the most important activity prior signing the share sales agreement. All risks shall be reviewed, measured and mitigated in this due diligence stage through the analysis of historical, current and future information. Due diligence's result also significantly influences to the determination of the company's enterprise value. Sometimes, the company may not aware on significant aspects in DD process and bring to un comprehensive DD recommendation. Thus, investor in merger and acquisition may bring the risks exposure after transaction completion. This latent risk will bring the company to either higher remedy cost, dispute or unfeasible of the asset afterward. This study aims to establish failure, to optimize time to enter new business, to minimize business risk, etc (Hariyani et al., 2011). M&A is the corporate action that involves investment in a big scale, which has risk mainly in the uncertainty of commodity price in the market (Savolainen, 2016). Therefore, a due diligence has to be done by the purchaser candidate before conducting the M&A transaction. From this due diligence activity, the purchaser candidate will determine a proper valuation method to determine the enterprise value which will be proposed to the seller for further negotiation process. However, the valuation methods between purchaser and seller may differ that makes the enterprise value between them are significantly different.

Keywords: Due Diligence, Risk, Literature Review, Merger & Acquisition

INTRODUCTION

Merger dan Acquisition (M&A) is common corporate actions to accelerate company's growth that may impact faster than organic business growth, and can provide a channel for the company to strengthen its global market position and improve competitiveness (Sui & Peculea, 2016). Globally, big volumes and values of M&A activities are derived from major resource commodities, such as coal, industrial metal, silver, lead, zinc, copper, steel, aluminium, etc. The total M&A transaction's value of January to December 2018 for coal and metal sectors reached 60 Billion USD, which coal has the biggest portion of the transaction with 320 times of transaction volumes (Ernst & Young, 2019). Some benefits of M&A activities for the company are to earn cash flow within a short period, to ease financial, to obtain experience workforce, to grab customer instantly, to get mature operational and administration systems, to reduce risk of business failure, to optimize time to enter new business, to minimize business risk, etc (Hariyani et al., 2011).

M&A is the corporate action that involves investment in a big scale, which has risk mainly in the uncertainty of commodity price in the market (Savolainen, 2016). Therefore, a due diligence has to be done by the purchaser candidate before conducting the M&A transaction. From this due diligence activity, the purchaser candidate will determine a proper valuation method to determine the enterprise value which will be proposed to the seller for further negotiation process. However, the valuation methods between purchaser and seller may differ that makes the enterprise value between them are significantly different.

Before a company conducts the M&A, a due diligence process will be done to analyse the data and the risks. During this time, in the merger and acquisition processes within the mining company (coal commodity especially discussed within this study), not many companies conduct the due diligence properly and comprehensively, which raise into the unknown risks prior to the signing of the transaction documents. These improper and un comprehensive due diligences may be caused by inadvertence, ignorance, budget problem, or other problems. During the study literature, I hardly discovered any journals/ papers which specifically discussed about a comprehensive due diligence process that perfectly match with this subject study of the mining company. Therefore, the research problems to be answered in this study are: (i) what are risks and determinants which influencing toward the comprehensive due diligence, (ii) Which are the main risk and determinant which significantly influencing toward the due diligence specially to determine the valuation of coal mining company. The result of this study, hopefully can be beneficial for the M&A key players, government, and stakeholder related, to create program or model of comprehensive due diligence that can avoid any un- mapped risk prior to the due diligence.

LITERATURE REVIEW

Due Diligence as Risk Analysis

In applying the investment strategy of merger and acquisition, the purchaser will be faced both risks; the risk exposed during or prior to the transaction process and the risk known after the completion of transaction. The risks in that merger and acquisition can be financial risk, commercial risk, taxation risk, political risk, etc. Therefore, to reduce or mitigate these risks upon the transaction, the purchaser has the right to do the due diligence for certain period prior to the signing of share sales purchase agreement. According to Reed, et al., (2007) the due diligence process can be useful to learn the potential risk on the merger and acquisition plan by analysing all aspects of the previous transactions, the current or even the transaction planned in the future. Wangerin (2011) has a similar thought that the due diligence is a process focused to the risk analysis within M&A. This due diligence process does not only involve internal team of the M&A company, but also involves the external teams consisting of consultant, lawyer, accountant, and other investigators which are expected to do validation of the data, value, and potential synergy within the time limit of the due diligence agreed by the previous parties (Wangerin, 2009). In an ideal due diligence process, the internal team of the M&A company will involve some related departments in the company, for examples: departments of financial, tax, production, commercial, human resource development, etc. Each department, when needed, they will involve consultant whether inside the country or outside the country. This involvement of consultant or the third party that independently conduct due diligence, of course, this will give an alternative argument outside the internal team argument.

However, there will be a cost that has to be spent by the purchaser. If that consultant company has a good international reputation, the price will be expensive. This is what we called as pre- acquisition cost & the amount varies that can reach total of million US Dollars in one acquisition activity. When we talk about the due diligence in the coal commodity, the high reputable international consultant mostly originated from Australia. This due diligence eventually provides an opportunity for the purchaser to understand the risk, mitigate prior the transaction and will be used by the purchaser to negotiate with the purchaser (Bruner, 2004).

Furthermore, the information & data which gathered from due diligence shall be important thing. More information and data are gathered, the result of analysis and risk mapping will be more detail. The quality of data will also influence significantly to the result of due diligence. An accurate and good quality data will lead to a better decision for the parties. Easley & O'Hara (2004) developed the model that shown investors or purchasers owned additional information other than provided by published report (full information) will got the better return. This full information shall get from the owner after the parties signed the non-disclosure agreement. The investor or purchaser that not gathered full information or more accurate data may lead to higher investment risks and lower returns. The model established by Easley & O'Hara (2004) shown us that higher investment return and lower cost of capital shall derived from better quality of finance investment's data and the investor or purchaser get more disclosure of information during due diligence period.

The Definition of Due Diligence

Arslan (2009) stipulated that due diligence was a investigation process through data gathering & analysis prior to decision making, to understand the investment risks, benefit, strength and weakness of an asset or company. In due diligence process, investors or purchasers shall review the strength and weakness of target asset, strategic value and competition positioning in related industry and those kinds of things will be delivered by internal team and consultants (Angwin, 2001).

A slightly different definition is conveyed by (Weiner, 2010) that due diligence is a super-audit activity that is oriented towards the future by accessing data in the present to minimize risk & maximize value for investors in conducting merger and acquisition transaction processes. In the other hands, Patel (2018) which explains that due diligence is not just an audit process, because the audit will basically focus on compliance from the accounting's point of view. According to White (2010), due diligence is the most important activity in the merger and acquisition process, thus companies must establish due diligence in detail and comprehensively. Another definition of due diligence was put forward by Wangerin (2011 & 2016) which stipulated that due diligence is an investigation process carried out by investors or purchasers to ensure the decision to buy or not buy a target asset or stock in a target company and is a process to determine the acquisition value of target assets with certain methods. Snow (2011) said that due diligence is a process that will later make purchasers more confident in moving towards transaction deals and completing them. Due diligence can also mean the process to eliminate any mis-interpretation and guarantee that the acquisition value offered by the seller is a fair market value (Mikesell & Wood, 2016; Shahatha Al-Mashhadani et al., 2021).

Before we discuss further pertaining the definition of due diligence as a whole, we need to know a few things related to these activities, for instance; (i) who are the parties involved, (ii) what is the purpose, (iii) what is needed, (iv) what is the method, how long is the time (v) what is the expected outcome. Commonly, due diligence's team consists of; (i) The due diligence team from the purchaser's side, which consists of the company's internal team from several relevant departments and consultants. Some departments or consultants that are generally always involved include; finance and tax, commercial, legal, human resources, operations, technical and others, (ii) Due diligence team from the seller side which also consists of an internal team and a consultant. Their task is mainly to provide data, answer all questions, hold discussions and agree on all matters relating to transaction documents, (iii) The due diligence team will be responsible to the Board of Directors (BOD) of each company and BOD will be responsible to the shareholders, (iv) The due diligence team will also cross-check legal issues with relevant government agencies such as courts, tax offices and immigration offices, (v) The company will also discuss, report and get approval from the government. This approval process will be studied during the due diligence period.

From above mentioned definitions, we can conclude that due diligence is an investigation or audit activity carried out in a certain period before the commercial transaction is agreed in accordance with the agreement between the seller and purchaser by involving an internal team including consultants whose aim is to map risk, analyse the strengths and weaknesses of assets, strategic value and forecast future results using data in the present and the past, so as to minimize risk and maximize value by buying at a reasonable price.

Wangerin (2011) divides due diligence into 3 types, consist of preliminary due diligence, due diligence review and pre-closing due diligence. The same classification was also delivered by Chircop (2017) which defined the stages of due diligence as follows; (i) Initial Due Diligence. The due diligence process by analysing data and information available to the public with the aim of making general or basic assumptions, looking for potential synergies that can be obtained, so that these things can affect transaction efficiency. In this stage, it can be roughly forecasted the value of an asset or a company. Activities at this stage do not require non-confidentiality agreements (NDA) with the seller, and data can be obtained easily on the website or published to the public space, (ii) Due Diligence. At this stage, the parties sign non-confidentiality agreement (NDA) and the purchaser may receive all the information needed from various aspects such as financial, operational, legal, technical, and the others. It is at this stage that related parties will bring in consultants and carry out a comprehensive analysis process, (iii) Due diligence prior to transaction completion. At this stage, the purchaser can verify the financial information provided by the seller. Usually this transaction occurs before the closing transaction and after the signing of the conditional sale and purchase agreement. If there is information that violates the share sale agreement, then the purchaser has the right or option that can be done in accordance with the agreement that was signed.

The Aim of Due Diligence

Due diligence is a very important step in the merger and acquisition process, both for the seller and the purchaser, including if the related company is a public or non-public company, in determining the fair market value of an acquisition target, determining the transaction structure and also determining the appropriate protection mechanism for the parties in the sale and purchase agreement documents (Varottil, 2006).

Since due diligence is an important activity in merger and acquisition, the approach must be independent and objective in order to generate correct data and reports (Angwin, 2001). The objectives of the purchaser's due diligence process are as follows (Davis, 2009); a. Determining the appropriate enterprise value and the payment method that is mutually beneficial between the purchaser and seller, b. determining the detailed and strategic matters that will be set forth in the share purchase agreement obtained from the results of the due diligence, especially the article of representation and warranty which will protect the purchaser, c. Evaluating legal and financial risks in buying and selling transactions, d. Evaluating the physical condition of the assets purchased. Usually activities can take place in the form of site visits and confirmatory drilling if the assets purchased are in the form of natural resources, e. Analyse potential antitrust that can hamper the transaction process, f. to see compliance with legal requirements and see if there are risks to certain obligations such as taxation.

The main challenge in conducting due diligence is getting accurate and actual data, because sometimes the seller will unexposed some sensitive data so that it is not known by the purchaser (Sacek, 2015). The higher the quality of data provided by the seller or received by purchasers from third parties, the better the quality of decisions made by the purchaser and provides better economic benefits for investors (First brook, 2008). In addition, according to Savovic (2013), due diligence has the main task of identifying potential risks and strengthening the negotiating position with the seller. If there are problems, exposure or potential problems in the future, especially from legal and tax aspects, then the purchaser can decide to continue the transaction or it can also affect the purchase price.

There are at least two main benefits of conducting due diligence for purchasers (Reed et al., 2007) namely; (i) Purchasers who carry out due diligence will get good insights and knowledge as well as details about the financial, operational and legal aspects that are useful when officially taken over by the purchaser. The purchaser knows the strengths and weaknesses and has developed a strategy to overcome the risks that may arise in the future or after the acquisition, (ii) In the transaction document, a guarantee will be made on the data that is opened when conducting due diligence and this guarantee is opened only in a certain time, for example, for 1 year. For this reason, with an appropriate due diligence knowledge, after the acquisition process can be tracked whether there are certain exposures or risks that are not opened by the seller during the due diligence period. If there is indeed data that is not exposed, then the purchaser can make a warranty claim based on applicable transaction documents.

DATA & METHODOLOGY

The research on this paper was utilised method of literature review. There were many related journal about due diligence on merger and acquisition reviewed. The journal data was focus on the last 10 years publication.

RESULT AND DISCUSSION

Angwin & Savill (1997) conducted a study by conducting interviews of top executives in 6 European countries namely United Kingdom, France, Germany, Sweden, Switzerland & the Netherlands. There are four main questions raised in this interview process which consists of; (i) what is the scale or magnitude of mergers and acquisitions among European countries (cross border M&A), (ii) what are the advantages and disadvantages of the M&A cross border, (iii) what are the requirements of a good M&A target?, (iv) what is the contribution of the M&A consultant?

This survey was conducted specifically regarding due diligence in M&A which produced the following findings; a. Due diligence activities are mostly carried out by internal teams, only afterwards to rely on third parties. There are only 4 aspects of due diligence according to this research which consist of; (i) financial, management, system and commercial aspects, (ii) Due diligence is important for investors because it can provide more confidence and comfort (no black hole), gain insight into management performance in target companies, help in negotiating merger and acquisition value, get commercial insight, help in the process of integration and cultural fit, c. In this study, it was also found that the existence of Europe as a single market became important and made it easy for merger and acquisition cross borders.

Afterward, Angwin (2001) conducted further research with the same target countries in Europe and themes that were almost the same as the research in 1997 but with more updated data. The research results as follows; a. Due diligence activities are still dominated by internal teams, although the percentage has begun to decline because a small percentage of companies have begun to rely on third parties to conduct due diligence, b. The aspects examined in the due diligence evolved from 4 areas into more detail, namely; information systems, accounting and policies, asset values, financial statements, quality and capacity of management, products or services and how the company's position in the market, the history of development, mapping competitors, the state of the industry and how it affects the macroeconomics.

In addition to this, Angwin (2001) also believes that the role of accountants and legal consultants increasingly plays a role in the due diligence process. Cultural and social differences are important in each stage of due diligence in different countries, especially in the use of consultants. Due diligence, negotiation and transaction processes are a war of the business, cultural and social system, especially in the M&A cross border. Cultural and social differences between countries in Europe can affect the purchase price of a company and the character of the purchaser or seller. And it can also influence the negotiation process and management changes after the completion of the M&A. If the purchaser or seller knows in detail the cultural and social influence of the country concerned, it will facilitate and bring benefits to the transaction process for related parties.

Hendricks (2000) examines the effect of EHS (environment, health and safety) on due diligence and M&A processes. Opinions in the study indicate that in certain countries that have strict environmental and safety regulations, they can affect the value of assets in the market, especially for the natural resource industry (specific research on the oil industry). Performing a comprehensive due diligence in the EHS aspect will prevent unexpected surprises after the transaction is completed. If the investor or purchaser knows well the strengths and weaknesses of the EHS aspects of the target asset, then the investor has the opportunity to negotiate with the seller to get a better price.

Reed, et al., (2007) states that due diligence activities include the following matters; (i) Due diligence on financial aspects which includes analysis of assets, financial liabilities, and looking at health, strength of financial statements, (ii) Management and operation aspects, (iii) Legal compliance review aspects, (iv) And analysis of company documents and transaction documents

Davis (2009) has a different opinion regarding the due diligence area that must be carried out, which consists of organizational status, review of contracts and other legal documents, labor, insurance, taxation, accounting, labor benefits, litigation and product liability, obligations that must be met relating to the environment, M&A valuation, antitrust, regulations for investment for foreign companies, and intellectual property, taxation, contracts, insurance, litigation, and government approval. After the due diligence process is carried out, there are two activities that must be carried out either by the consultant or by the internal due diligence team, namely preparing the due diligence report and seeing the effect of the due diligence on the acquisition value and the proposal to be submitted to the seller. Caution in conducting due diligence will determine the purchaser's eligibility after closing the transaction. The court will not decide anything outside the share purchase agreement.

Snow (2011) said there are several areas of risk analysis in due diligence, which consist of review of corporate info, operations, finance, sales and marketing, assets, inventory, suppliers, intellectual property, human resources. In his book, Snow also discusses the requirements or documents that must be met to both local and central government in the context of closing transactions (government filling). This was analysed in conjunction with the due diligence process and is important because it determines whether or not an asset can or cannot be acquired by a company. In some countries, there are assets that may not be owned by foreign companies called strategic assets. Approval from the government agency can be in the form of approval from foreign investment institutions, antitrust institutions, relevant ministries and others in accordance with applicable laws and regulations.

Savovic (2013) said that due diligence consists of 3 types, namely preliminary due diligence, due diligence review and transactional due diligence. Preliminary due diligence is the process of analyzing initial data obtained from general data or preliminary data obtained from sellers without having to sign a non confidentiality agreement. Due diligence review begins when the parties have signed a non confidentiality agreement and the seller provides all the data needed by the purchaser. While transactional due diligence is the due diligence process after the end of the due diligence period but prior to the transaction is completed or closing. There are 2 groups of due diligence according to Savovic (2013) namely due diligence which mainly consists of financial, legal and commercial aspects. The second group is non-main aspects consisting of human and cultural resources, management, pension programs, taxation, the environment, information technology, technical, operational, intellectual property, insurance and antitrust. Due diligence is the most important factor in determining the success of the M&A process, especially the main aspects. Some of the risks presented by Savovic are (i) the risk of incorrect and non-detailed information, (ii) there are restrictions on the purchase of shares or assets, (iii) most companies that are sold at a loss, (iv) the purchaser must know the ability of the company or management in the merger and acquisition target to run the business or operations well, (v) the expected synergy risk does not occur.

Cleyn & Braet (2015) divide due diligence into 4 parts namely; a. Non-confidential stage, where investors will focus on data that is more general and available in the market or only in teasers such as market data, employees, technology used, finance, liabilities, and general company documents, b. Confidential stage. With the signing of a confidentiality agreement between the seller and the purchaser, more data will be obtained by the Investor. In addition to the aspects mentioned in point (i) above, the accounting, corporate documents, stock records, workers, government including permits, as well as obligations that must be carried out, (ii). This third stage is the negotiation process between the investor and the owner, (iii). The last stage is the finalization of contract documents.

Another opinion was delivered by Sacek (2015) who conducted library research and concluded that due diligence should consist of several risk factors that need to be examined for instance; strategic and organizational fit, work culture, market position, management capacity and capability in managing the company, owned technology, management resources, HR resources, financial factors, evaluation and price premium, tax and legal, environment and corporate governance. In the past, the company conducted due diligence only for financial, legal and commercial aspects conducted by legal consultants and accountants. Currently, the scope of due diligence from year to year increases with the level of risk that must be reduced in conducting merger and acquisition.

Errors or deficiencies in conducting due diligence in the end lead to prolonged legal problems both before and after the transaction is completed, therefore it is very important due diligence is carried out comprehensively including conducting question and answer sessions with management as well as physical visits to factories or seeing operational activities (Gole & Hilger, 2009). Patel (2018) conducted a study of due diligence in Africa and found that good due diligence could raise opportunities for successful transactions. However, there are still many companies that think the definition of due diligence in the scope of only financial, legal and commercial. They only see the company is losing or making a profit in determining whether to buy or not and at what price. Other aspects that should also be examined are business organizations, corporate culture and human resources. There are 3 main obstacles in due diligence namely the limited time provided by the seller, due diligence budget that is not the same among companies so that it can affect the quality of due diligence and the completeness of data submitted by the seller.

Bhagwan, Grobbelaar & Bam (2018), researched statistically on many journals and other written sources that discussed the issue of the scope of due diligence which produced the following conclusions; (i) There are 3 main scopes in due diligence namely finance, environment, and human resources, (ii) Other aspects that are usually examined are work culture, marketing, intellectual property, operational, legal, taxation, corporate strategy, technology, market and business development research.

Gomes & Marsat (2017) conducted a study of 1000 companies conducting M&A on the stock market on the influence of CSR (community social relationships) on the purchase price or Enterprise Value (EV). It was found that when CSR is not a problem at a company then EV prices will tend to provide premium value. The social aspect will have even greater effect on EV if the M&A process is cross-border in nature.

Wangerin (2011) said that there is a positive relationship between information risk received from sellers and litigation risk experienced or potential experienced by target assets. Information risk occurs due to information asymmetry between sellers and purchasers and future cash flow uncertainty over asset targets. Purchasers who conduct due diligence are more comprehensive and have more detailed information (full informed purchasers) tend to provide lower bid prices and have better positioning with purchasers. This study also shows that comprehensive due diligence will provide greater benefits because it has obtained a lot of information during due diligence and prior mitigation and planning. This is reflected after the transaction is completed (closing transaction), then operating performance & long term equity return will be much better for companies that conduct comprehensive due diligence. According to Wangerin, with a comprehensive due diligence, after closing the transaction, the company will avoid asset impairment, because the company's value is correct or does not overpay and the asset target can also operate properly. Due diligence is a function of information risk, litigation risk, deal advisors, transaction attributes, character targets and annual fixed effects. Due diligence has a very important role in determining the value of a company's acquisition. Purchasers can use private information to get lower prices.

Research Implication

There are some benefit from this literature review research to the company and related party, for instance:

(i) Realize more that due diligence as main tool to mitigate the future risk after transaction closing,

(ii) The company may focus on technical and main non technical matter on the due diligence

(iii) The company may accept the risk and trying to mitigate, in the other hand it can be utilised for valuation negotiation

Conclusion & Suggestion

Due diligence shall significantly impact to the risk assessment and also valuation determination. Thus, the company need to spend more resources on this activity to reduce the future risk after transaction closing.

There is future research that may be look at the effects of various aspects that influence the results of due diligence, especially in the mining sector. Data will be obtained in Indonesia through both primary data and secondary data on due diligence that occurred in the last 10 years. It is planned that the data obtained will be obtained using SEM analysis. It is expected that the degree of influence from each criterion or factor can be obtained.

REFERENCES

Angwin, D. (2001). Mergers and acquisitions across european borders: National perspectives on preacquisition due diligence and the use of professional advisers. *Journal of world business*.

Arslan, H.B. (2009). Toward a new generation due diligence: Shift in the cornerstones of tradiotion. Ekonomik ve Sosyal Arasturmalar Dergisi, Guz, 115-129.

Chircop, J., Johan, S., & Tarsalewka, M. (2017). Common auditors and cross country M&A transactions. *Journal of International Financial Markets, Institution and Money*.

Davis, W. (2009). *The importance of due diligence investigation: Failed merger and acquisition of the United States' companies*. Ankara Review

Ernst, & Young. (2013). *Merger, acquisition and capital raising in metal and mining*. EY Report

Firstbrook, C. (2007). Transnational mergers and acquisitions: How to beat the odds of disaster. *Journal of Business Strategy, 28*(1), 53-56.

Hariyani, I., Serfianto, R., & Yustisia C. (2011). *Mergers, consolidations, acquisitions and company separations*. Jakarta. Visi Media.

Gole, W.J., & Hilger, P.J. (2009). *Due diligence: An M&A value creation approach*. Hoboken, New Jersey, NJ: John Wiley & Sons.

Mikesell, M., & Wood, C. (2016). Secrets to successful M&A. *Journal of Strategic Finance 98*(5), 38.

Patel, A. (2018). Exploring traditional due diligence processes in South Africa. *Journal of Economic and Financial Sciences.*

Reed, S.F., Lajoux, A.R., & Nesvold, H.P. (2007). *A merger acquisition buyout guide, (Fourth Edition)*. New York. McGraw Hill.

Sacek, A. (2015). Due diligence in merger and acquisition in emerging market: Evaluated risk factors from the academic and practical view. *Journal of Modern Accounting and Auditing*.

Savolainen, J. (2016). Real options in metal mining project valuation: Review of literature. *Resource Policy, 50*, 49-65.

Savovic, S. (2013). Due diligence as a key success factor of mergers and acquisitions. *Journal of Actual Problems of Economics.*

Snow, B. (2011). *Merger and acquisition for dummies*. Canada. Wiley Publishing Inc. ISBN 9780470385562

Shahatha Al-Mashhadani, A.F., Qureshi, M.I., Hishan, S.S., Md Saad, M.S., Vaicondam, Y., & Khan, N. (2021). Towards the development of digital manufacturing ecosystems for sustainable performance: Learning from the past two decades of research. In Energies, 14(10), 2945. *Multidisciplinary Digital Publishing Institute.*

Sui, Y., & Peculea, A. (2016). Financial risk identification and control of cross- border merger & acquisition Enterprises. *Audit Financiar, 12*(144), 1368- 1377.

Wangerin, D. (2012). *M&A due diligence and its consequences for post-acquisition financial statements*. Working paper. Michigan State University. Lansing.

Wangerin, D. (2016). *Do fools rush in? The importance of transactional due diligence in M&A*. Working paper. Michigan State University. Lansing.

Weiner, J. (2010). *Business due diligence strategies: Leading lawyers on meeting client expectations, navigating cross-border M&A transactions, & understanding the importance of due diligence in today's economy*. Aspatore Books. New York.