

Required Reading for Growing Companies



caskey's corner

By Wayne Caskey
for Smart CEO

The Merger

The familiar old tale of long-suffering Sam. (a poem)

For twenty years, Long Suffering Sam
Had plied his trade, built his business
One day thought he, "I want to cash it in,
Enough of this mess."
He longed for southern climes and palm trees,
And golf year round and honey bees,
And beers at noon and tropical moon.
Said Sam, "That's my dream, all right.
How do I get it in my sight?"
When it came to mergers, Sam didn't know
How to sell, who to sell, what to sell,
So Sam was in a real hell.
And then one day Arthur Croaker, merger broker,
Said, "Sam, your company's a gem, a
Real leader. No dilemma!"

So Arthur conducted a real parade
Of prospective acquirers, almost a cascade.
Sam was in a tizzy, almost dizzy,
From the "prospective customer" charade.
But Sam's Number Two
Wasn't easily fooled.
She gathered with others
Where the water cooled.
"Who are these prospects?"
"I think they're other projects
the company, not our product,
is the topic."
"So what do we do?"
"Will our jobs be safe?"
"Will Sam remain true?"
"Am I a homeless waif?"
"Maybe it's time for a job-hunting trip."
"But I don't want to jump the ship."
So the management team was

in a jam,
But nobody breathed a word to Sam,
Who was closeted with Croaker,
Saying to the broker
"I really like Colossus, Inc.,
They'll be my salvation, I think!"
"Great" said Croaker, "let's start doing a deal."
Said Sam, "OK, but it won't be a steal!"
So the negotiating sessions went on and on
At the offices of Colossus lawyers, Hawn and Yawn.
Sam heard "management contract", "non-compete", "earn-out", "formula by Lehman"
All of which he felt were con-
jured by some shaman.
And Sam heard the "add-backs" Colossus calculated
Which sounded like Sam's work force decimated.
Sam's eyes glazed over,
He longed for clover, and his

dog Rover.
He said, "What's the bottom line here, Art?"
"There's a three-year earn-out, on your part."
"How much up front?"
"Nothing" Art said.
"Nothing! I should have stayed in bed!
What do I have to do?"
"Stay for three years. Then stay out of the industry, too."
"Ridiculous! I'm better off now..."
"Oh, I forgot, you owe me my fee for producing a buyer."
"Maybe I'd rather arrange a fire."
So Sam went home and talked with Millie,
Who told him she thought it was pretty silly.
"Why work for someone else, and then they put you on the shelf,
You'd be better off as a Santa elf!"

So Sam threw in the towel,
Thanked Arthur for being a
royal pain in the bowel,
Bid farewell to the Colossus
lawyers,
And returned to his less pre-
tentious foyers.

Number Two confronted him
then,
“What’s going on?” she
clucked like a hen.

Sam ‘fessed up, loud and clear,
‘bout Croaker, Colossus,
dreams he held dear.
She said, “Sam, I’ve a great
idea, with a full head of steam,
A buyout by your manage-
ment team!”

So there were long discussions
between Sam and Two,
A split of profits, an ESOP, so
much for me, so much for you.
A deal was struck, and Sam
soon found
Employees, acting like
owners, came ‘round.

Creative ideas and profits
grew,
And news of the change
spread the industry through.
Even Colossus begged Sam
his employees to dump
Like a camel shrugging off an
extra hump.

But Sam had seen the light,

And knew it wasn’t just about
money, all right.
He saw the fight in his
employees’ eyes,
His newfound partners in this
enterprise.

Sam was true to his word in
the end,
And Number Two became
Number One in the ‘pen.

Now Sam and Millie reside in
Cancun,
With Sam playing a totally
different tune.
It is palm trees and golf,
And honey bees, beers and
tropical moons.
And, while Sam thinks fondly
of the Company and One,
He doesn’t think long, ‘cause
he’s off having fun!

*Wayne Caskey, a former VP of
Acquisitions and VP of Personnel
for Fortune 500s, and three-time
CEO, is an executive coach (and
first-time poet).*

*He wishes to dedicate this poem
to Barney, a great coach, and to
state that any poetic resemblance to
any persons living or dead is purely
coincidental.*