“Merger-of-equals” *

<table>
<thead>
<tr>
<th>Definition</th>
<th>Characteristics</th>
<th>Priority Issues</th>
</tr>
</thead>
</table>
| • Typically a stock-for-stock exchange between two similarly sized entities to create single combined entity | • Deal logic typically involves heavy consolidation to achieve cost synergies  
• Prevalent in mature or capital intensive industries  
• Typically difficult political, cultural and integration-related issues due to power/control issues and “best-of-both” expectations | • Governance & decision protocols  
• Retention  
• Culture assessment  
• Fit & Value Assessment  
• Business process assessment  
• Set clear expectations that “best process and capability” prevails  
• Sales force integration and customer concerns |

Examples: BP/AMOCO, Daimler-Chrysler, Travelers / Citibank, Ticketmaster / Live Nation

* Our bias: There is no such thing in practice.