



THE DARK SIDE OF VALUATION: A JEDI GUIDE TO VALUING DIFFICULT- TO-VALUE COMPANIES

Aswath Damodaran

Website: www.damodaran.com

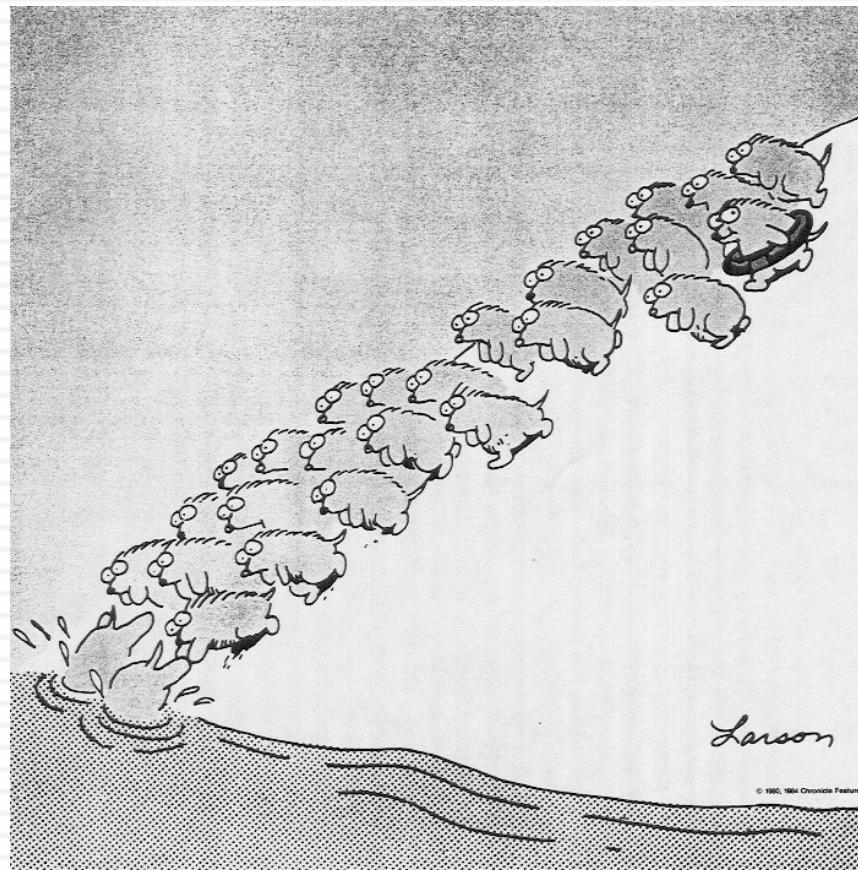
Blog: <http://aswathdamodaran.blogspot.com/>

Some Initial Thoughts

2

- "One hundred thousand lemmings cannot be wrong"

Graffiti



Aswath Damodaran

Misconceptions about Valuation

3

- Myth 1: A valuation is an objective search for “true” value
 - ▣ Truth 1.1: All valuations are biased. The only questions are how much and in which direction.
 - ▣ Truth 1.2: The direction and magnitude of the bias in your valuation is directly proportional to who pays you and how much you are paid.
- Myth 2.: A good valuation provides a precise estimate of value
 - ▣ Truth 2.1: There are no precise valuations
 - ▣ Truth 2.2: The payoff to valuation is greatest when valuation is least precise.
- Myth 3: . The more quantitative a model, the better the valuation
 - ▣ Truth 3.1: One’ s understanding of a valuation model is inversely proportional to the number of inputs required for the model.
 - ▣ Truth 3.2: Simpler valuation models do much better than complex ones.

The essence of intrinsic value

4

- In intrinsic valuation, you value an asset based upon its intrinsic characteristics.
- For cash flow generating assets, the intrinsic value will be a function of the magnitude of the expected cash flows on the asset over its lifetime and the uncertainty about receiving those cash flows.
- Discounted cash flow valuation is a tool for estimating intrinsic value, where the expected value of an asset is written as the present value of the expected cash flows on the asset, with either the cash flows or the discount rate adjusted to reflect the risk.

Risk Adjusted Value: Three Basic Propositions

5

- The value of an asset is the present value of the expected cash flows on that asset, over its expected life:

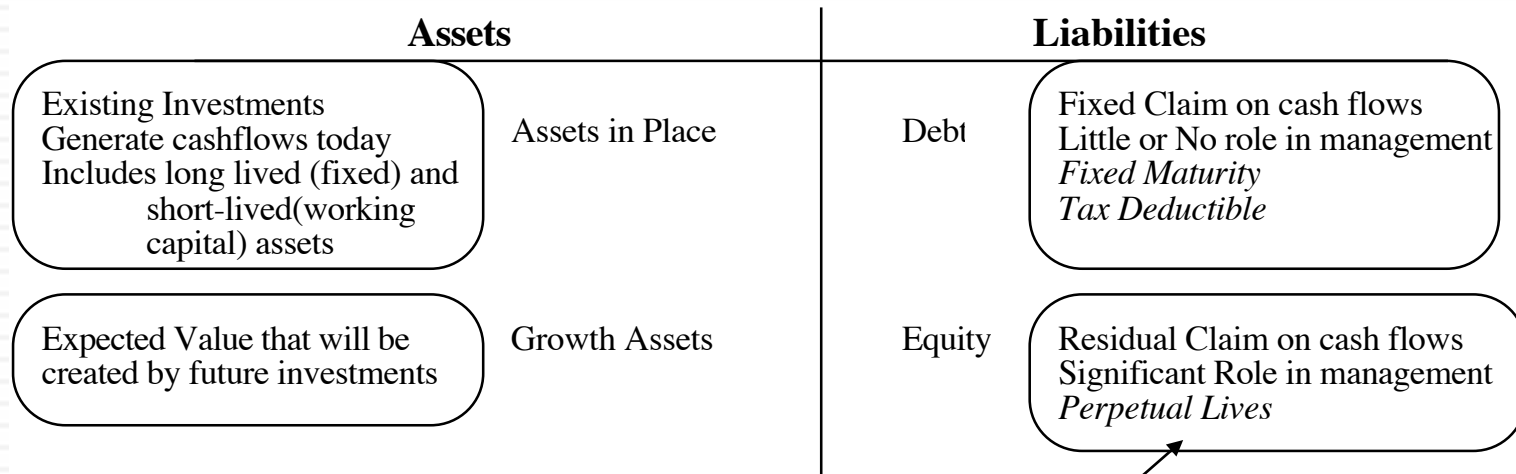
$$\text{Value of asset} = \frac{E(\text{CF}_1)}{(1+r)} + \frac{E(\text{CF}_2)}{(1+r)^2} + \frac{E(\text{CF}_3)}{(1+r)^3} \dots + \frac{E(\text{CF}_n)}{(1+r)^n}$$

- Proposition 1: If “it” does not affect the cash flows or alter risk (thus changing discount rates), “it” cannot affect value.
- Proposition 2: For an asset to have value, the expected cash flows have to be positive some time over the life of the asset.
- Proposition 3: Assets that generate cash flows early in their life will be worth more than assets that generate cash flows later; the latter may however have greater growth and higher cash flows to compensate.

DCF Choices: Equity Valuation versus Firm Valuation

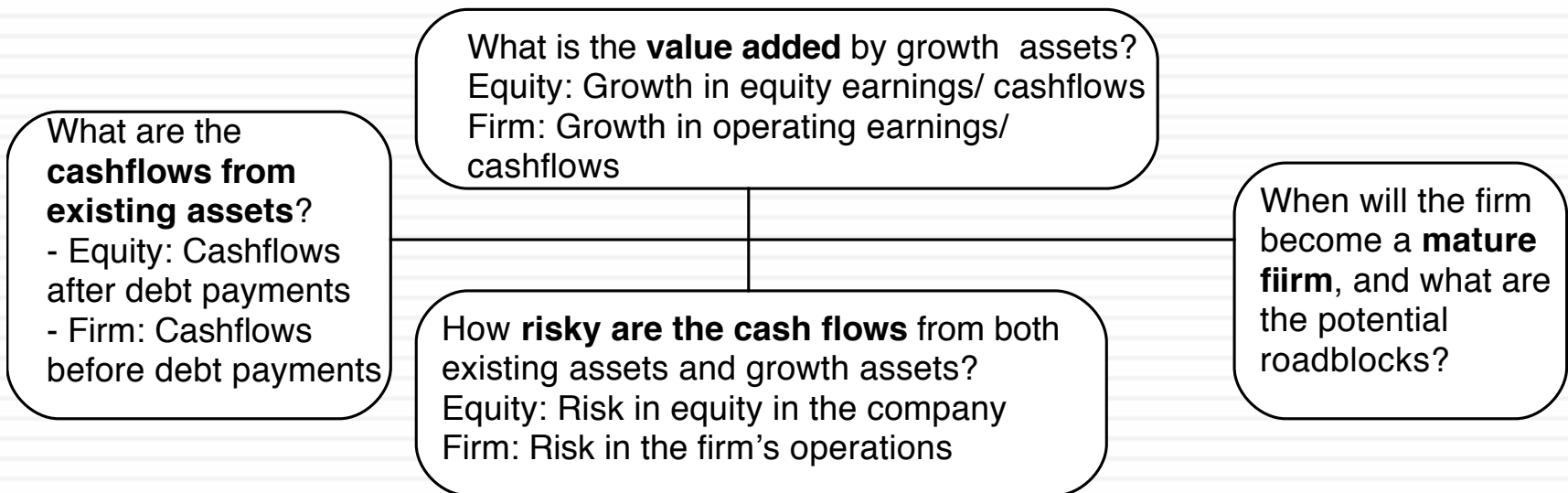
6

Firm Valuation: *Value the entire business*

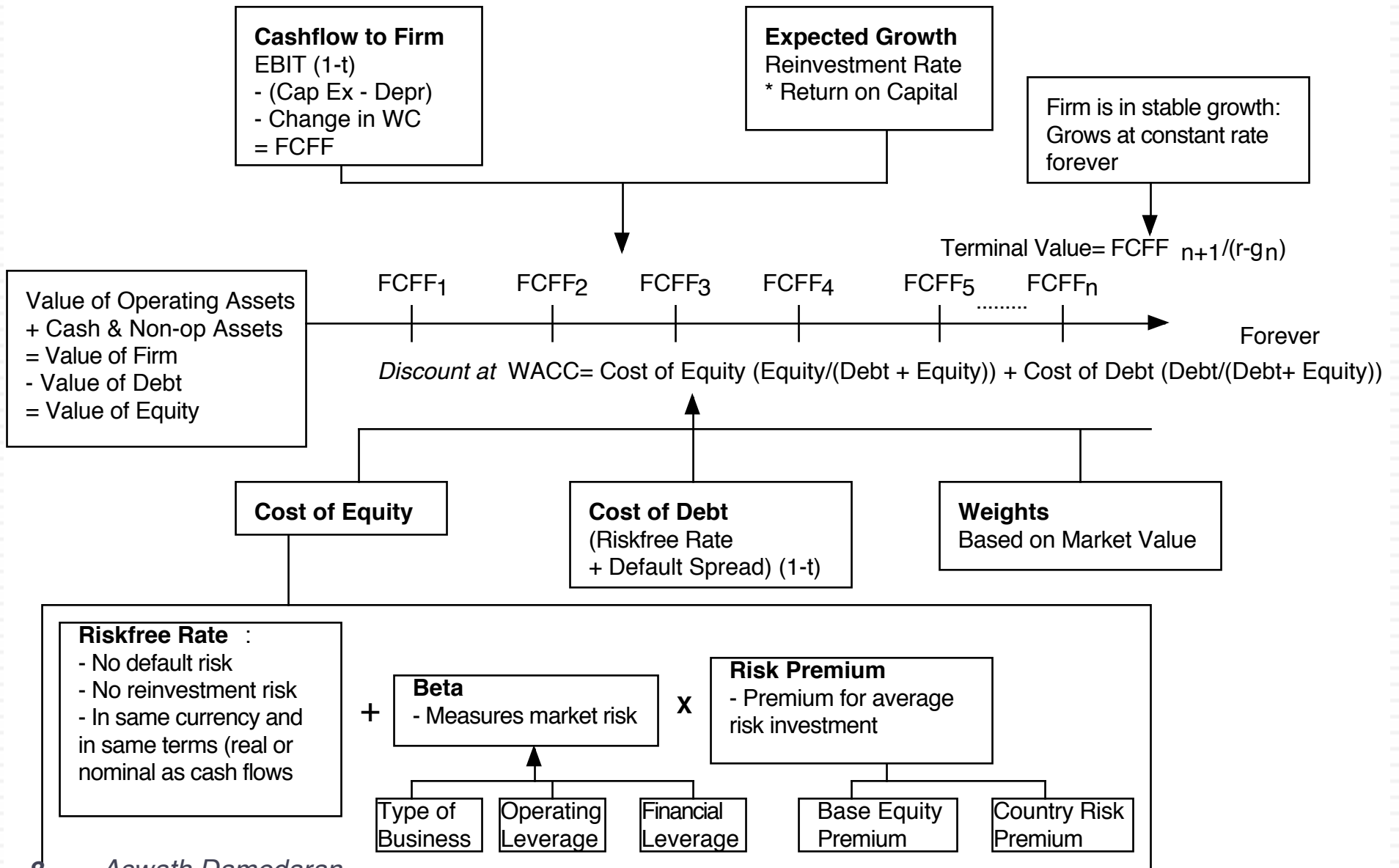


Equity valuation: *Value just the equity claim in the business*

The fundamental determinants of value...



DISCOUNTED CASHFLOW VALUATION



The Dark Side of Valuation...

9

- Valuing stable, money making companies with consistent and clear accounting statements, a long and stable history and lots of comparable firms is easy to do.
- The true test of your valuation skills is when you have to value “difficult” companies. In particular, the challenges are greatest when valuing:
 - Young companies, early in the life cycle, in young businesses
 - Companies that don’t fit the accounting mold
 - Companies that face substantial truncation risk (default or nationalization risk)

Difficult to value companies...

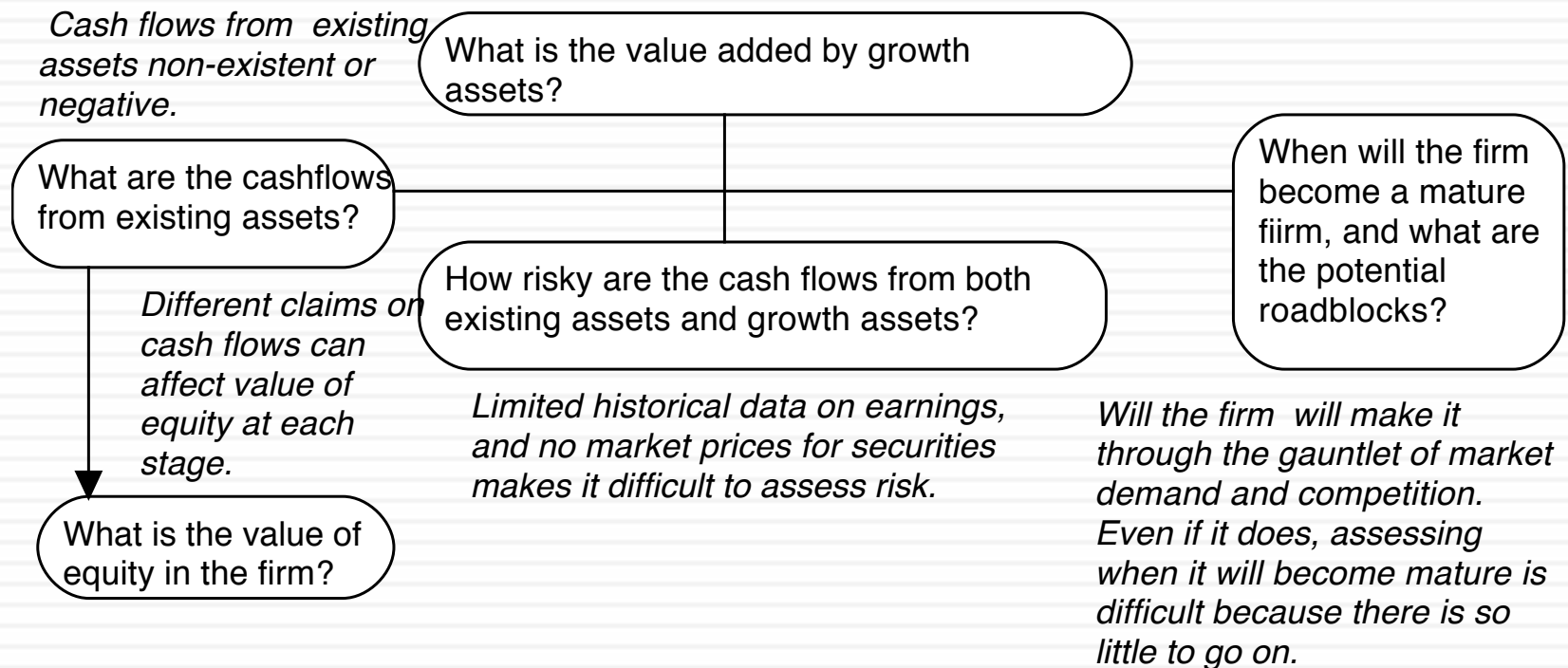
10

- Across the life cycle:
 - ▣ Young, growth firms: Limited history, small revenues in conjunction with big operating losses and a propensity for failure make these companies tough to value.
 - ▣ Mature companies in transition: When mature companies change or are forced to change, history may have to be abandoned and parameters have to be reestimated.
 - ▣ Declining and Distressed firms: A long but irrelevant history, declining markets, high debt loads and the likelihood of distress make them troublesome.
- Across sectors
 - ▣ Financial service firms: Opacity of financial statements and difficulties in estimating basic inputs leave us trusting managers to tell us what's going on.
 - ▣ Commodity and cyclical firms: Dependence of the underlying commodity prices or overall economic growth make these valuations susceptible to macro factors.
 - ▣ Firms with intangible assets: Accounting principles are left to the wayside on these firms.
- Across the globe
 - ▣ Emerging “risky” economies: An economy in transition can create risks for even solid firms.
 - ▣ Nationalization or expropriation risk: A truncation risk that shows up when you are doing well.
- Across the ownership cycle
 - ▣ Privately owned businesses: Exposure to firm specific risk and illiquidity bedevil valuations.
 - ▣ VC and private equity: Different equity investors, with different perceptions of risk.
 - ▣ Closely held public firms: Part private and part public, sharing the troubles of both.

I. The challenge with young companies...

11

Making judgments on revenues/ profits difficult because you cannot draw on history. If you have no product/ service, it is difficult to gauge market potential or profitability. The company;s entire value lies in future growth but you have little to base your estimate on.



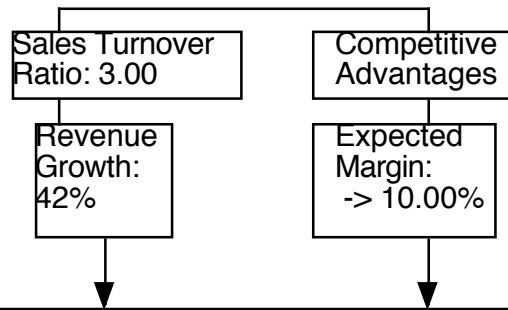
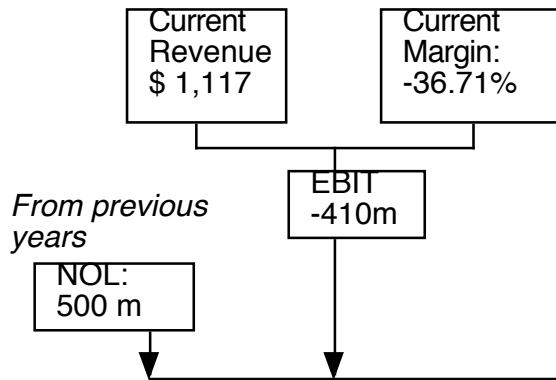
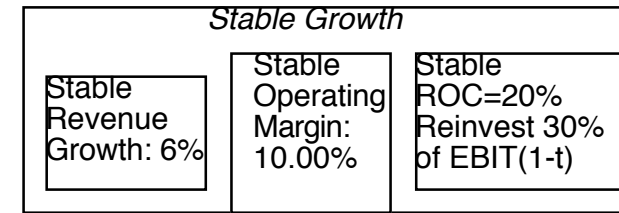
Upping the ante.. Young companies in young businesses...

12

- When valuing a business, we generally draw on three sources of information
 - ▣ The firm's current financial statement
 - How much did the firm sell?
 - How much did it earn?
 - ▣ The firm's financial history, usually summarized in its financial statements.
 - How fast have the firm's revenues and earnings grown over time?
 - What can we learn about cost structure and profitability from these trends?
 - Susceptibility to macro-economic factors (recessions and cyclical firms)
 - ▣ The industry and comparable firm data
 - What happens to firms as they mature? (Margins.. Revenue growth... Reinvestment needs... Risk)
- It is when valuing these companies that you find yourself tempted by the dark side, where
 - ▣ "Paradigm shifts" happen...
 - ▣ New metrics are invented ...
 - ▣ The story dominates and the numbers lag...

9a. Amazon in January 2000

Sales to capital ratio and expected margin are retail industry average numbers



Terminal Value = $1881 / (.0961 - .06) = 52,148$

Value of Op Assets \$ 14,910
 + Cash \$ 26
 = Value of Firm \$14,936
 - Value of Debt \$ 349
 = Value of Equity \$14,587
 - Equity Options \$ 2,892
 Value per share \$ 34.32

Revenues	\$2,793	5,585	9,774	14,661	19,059	23,862	28,729	33,211	36,798	39,006
EBIT	-\$373	-\$94	\$407	\$1,038	\$1,628	\$2,212	\$2,768	\$3,261	\$3,646	\$3,883
EBIT (1-t)	-\$373	-\$94	\$407	\$871	\$1,058	\$1,438	\$1,799	\$2,119	\$2,370	\$2,524
- Reinvestment	\$559	\$931	\$1,396	\$1,629	\$1,466	\$1,601	\$1,623	\$1,494	\$1,196	\$736
FCFF	-\$931	-\$1,024	-\$989	-\$758	-\$408	-\$163	\$177	\$625	\$1,174	\$1,788

Term. Year \$41,346
 10.00%
 35.00%
 \$2,688
 \$ 807
 \$1,881

All existing options valued as options, using current stock price of \$84.

Cost of Equity	12.90%	12.90%	12.90%	12.90%	12.90%	12.42%	12.30%	12.10%	11.70%	10.50%
Cost of Debt	8.00%	8.00%	8.00%	8.00%	8.00%	7.80%	7.75%	7.67%	7.50%	7.00%
AT cost of debt	8.00%	8.00%	8.00%	6.71%	5.20%	5.07%	5.04%	4.98%	4.88%	4.55%
Cost of Capital	12.84%	12.84%	12.84%	12.83%	12.81%	12.13%	11.96%	11.69%	11.15%	9.61%

Cost of Equity 12.90%

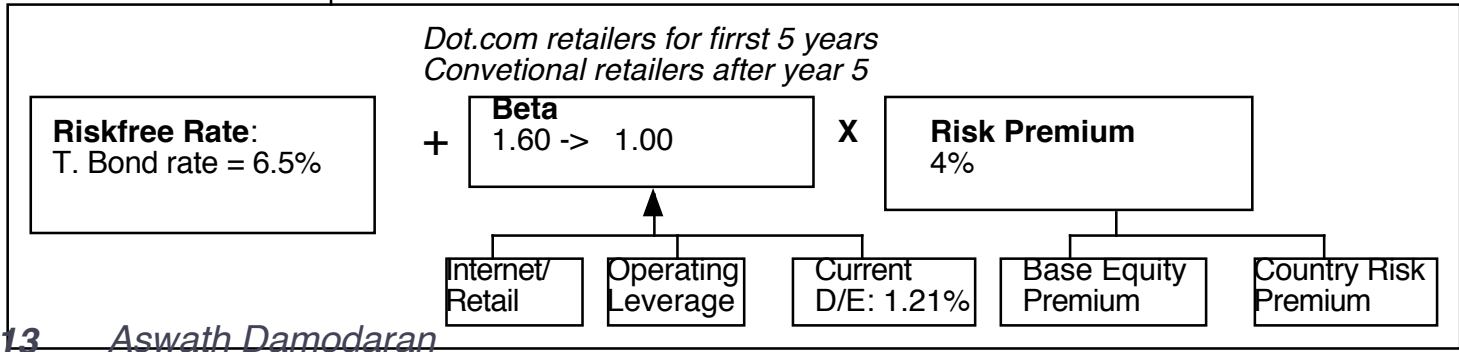
Used average interest coverage ratio over next 5 years to get BBB rating.

Cost of Debt 6.5%+1.5%=8.0%
 Tax rate = 0% -> 35%

Weights Debt= 1.2% -> 15%

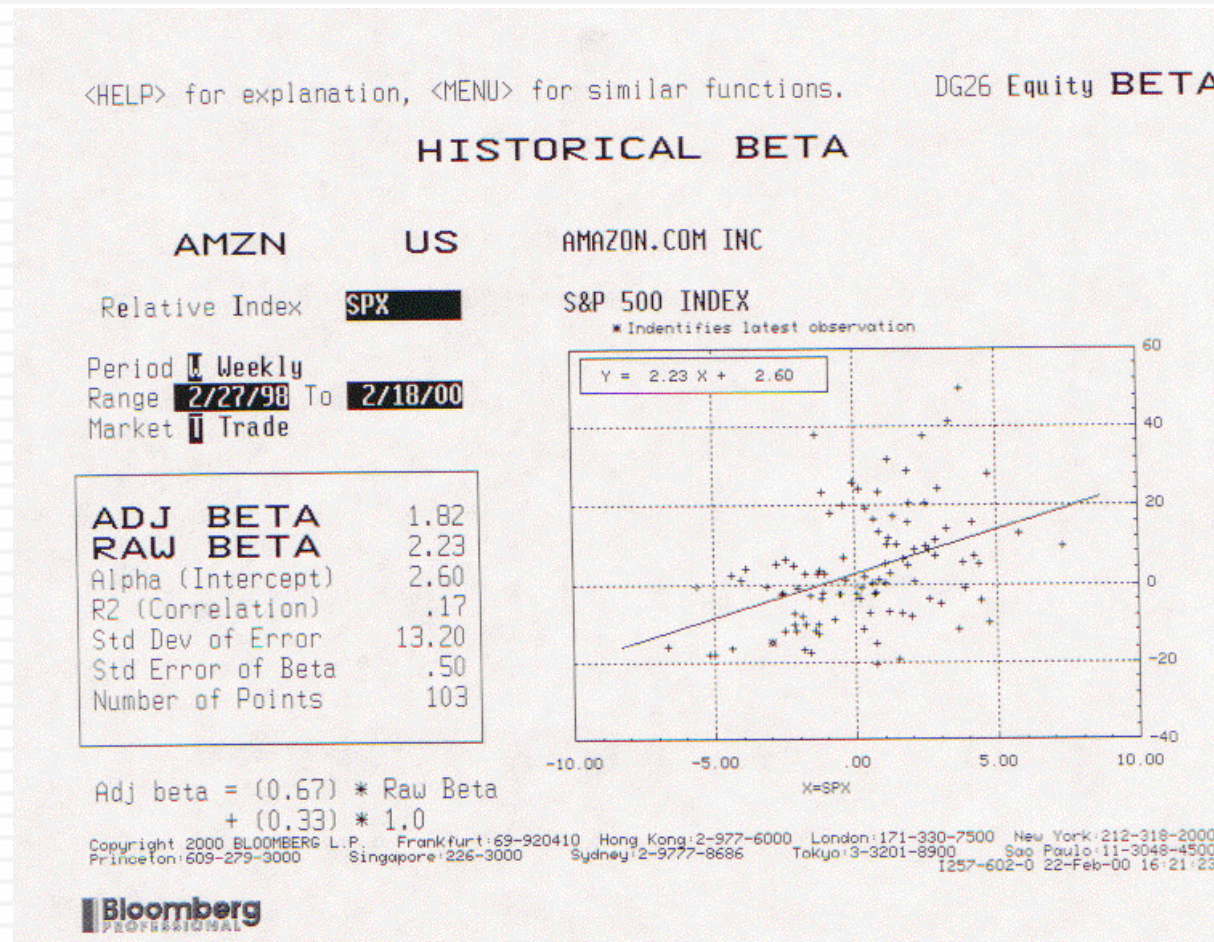
Amazon was trading at \$84 in January 2000.

Pushed debt ratio to retail industry average of 15%.



Lesson 1: Don't trust regression betas....

14



Lesson 2: Work backwards and keep it simple...

15

□ Year	Revenues	Operating Margin	EBIT
□ Tr12m	\$1,117	-36.71%	-\$410
□ 1	\$2,793	-13.35%	-\$373
□ 2	\$5,585	-1.68%	-\$94
□ 3	\$9,774	4.16%	\$407
□ 4	\$14,661	7.08%	\$1,038
□ 5	\$19,059	8.54%	\$1,628
□ 6	\$23,862	9.27%	\$2,212
□ 7	\$28,729	9.64%	\$2,768
□ 8	\$33,211	9.82%	\$3,261
□ 9	\$36,798	9.91%	\$3,646
□ 10	\$39,006	9.95%	\$3,883
□ TY(11)	\$41,346	10.00%	\$4,135
			Industry Average

Lesson 3: Don't forget to pay for growth...

16

Year	Revenue g	Revenue \$	Reinv	S/Cap	ROC
1	150.00%	\$1,676	\$559	3.00	-76.62
2	100.00%	\$2,793	\$931	3.00	-8.96%
3	75.00%	\$4,189	\$1,396	3.00	20.59%
4	50.00%	\$4,887	\$1,629	3.00	25.82%
5	30.00%	\$4,398	\$1,466	3.00	21.16%
6	25.20%	\$4,803	\$1,601	3.00	22.23%
7	20.40%	\$4,868	\$1,623	3.00	22.30%
8	15.60%	\$4,482	\$1,494	3.00	21.87%
9	10.80%	\$3,587	\$1,196	3.00	21.19%
10	6.00%	\$2,208	\$736	3.00	20.39%

Lesson 4: There are always scenarios where the market price can be justified...

17

	6%	8%	10%	12%	14%
30%	\$ (1.94)	\$ 2.95	\$ 7.84	\$ 12.71	\$ 17.57
35%	\$ 1.41	\$ 8.37	\$ 15.33	\$ 22.27	\$ 29.21
40%	\$ 6.10	\$ 15.93	\$ 25.74	\$ 35.54	\$ 45.34
45%	\$ 12.59	\$ 26.34	\$ 40.05	\$ 53.77	\$ 67.48
50%	\$ 21.47	\$ 40.50	\$ 59.52	\$ 78.53	\$ 97.54
55%	\$ 33.47	\$ 59.60	\$ 85.72	\$ 111.84	\$ 137.95
60%	\$ 49.53	\$ 85.10	\$ 120.66	\$ 156.22	\$ 191.77

Lesson 5: Don't forget to mop up...

18

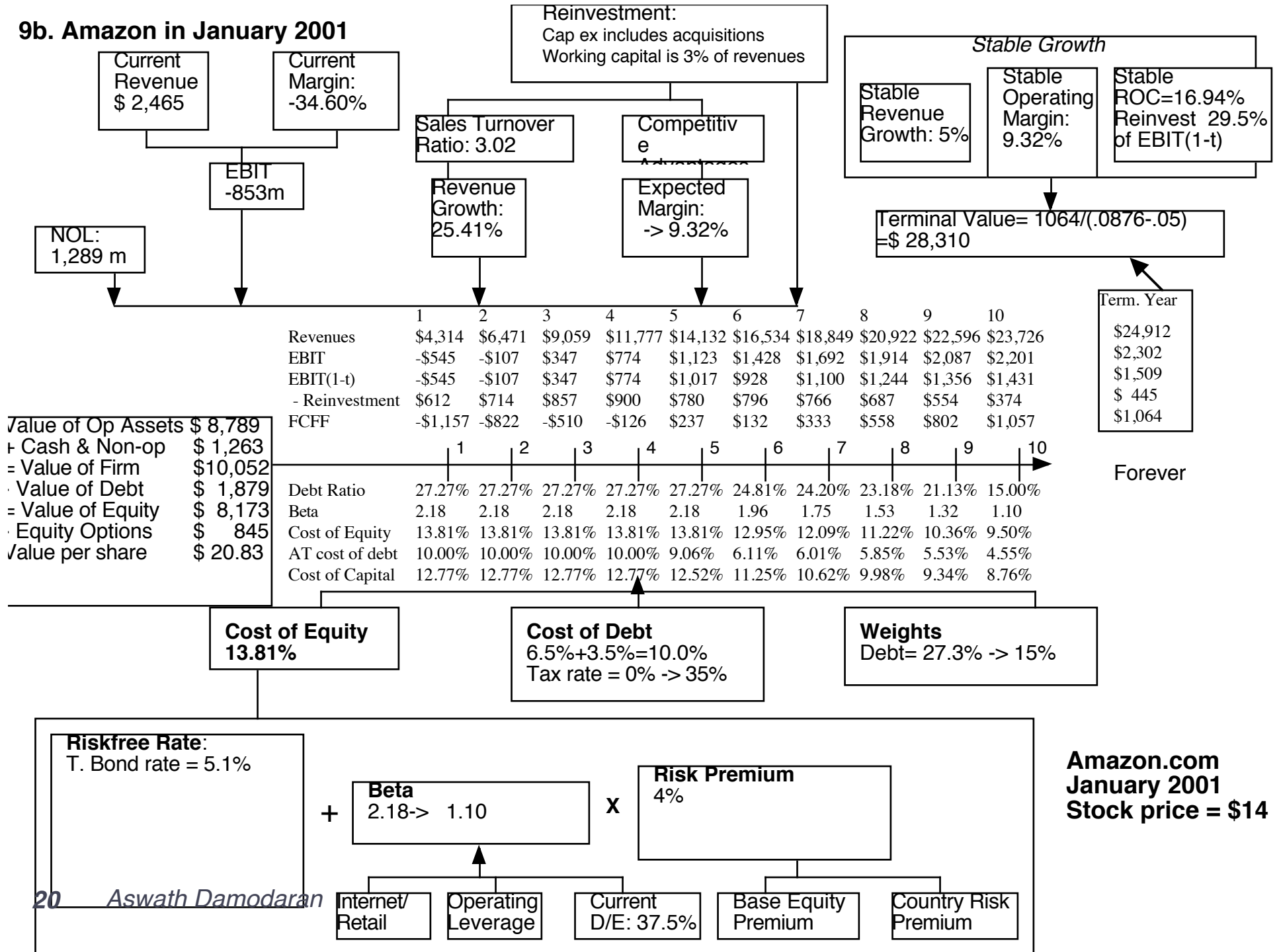
- Watch out for “other” equity claims: If you buy equity in a young, growth company, watch out for other (often hidden) claims on the equity that don't take the form of common shares. In particular, watch for options granted to managers, employees, venture capitalists and others (you will be surprised...).
 - ▣ Value these options as options (not at exercise value)
 - ▣ Take into consideration expectations of future option grants when computing expected future earnings/cash flows.
- Not all shares are equal: If there are differences in cash flow claims (dividends or liquidation) or voting rights across shares, value these differences.
 - ▣ Voting rights matter even at well run companies

Lesson 6: You will be wrong 100% of the time... and it really is not (always) your fault...

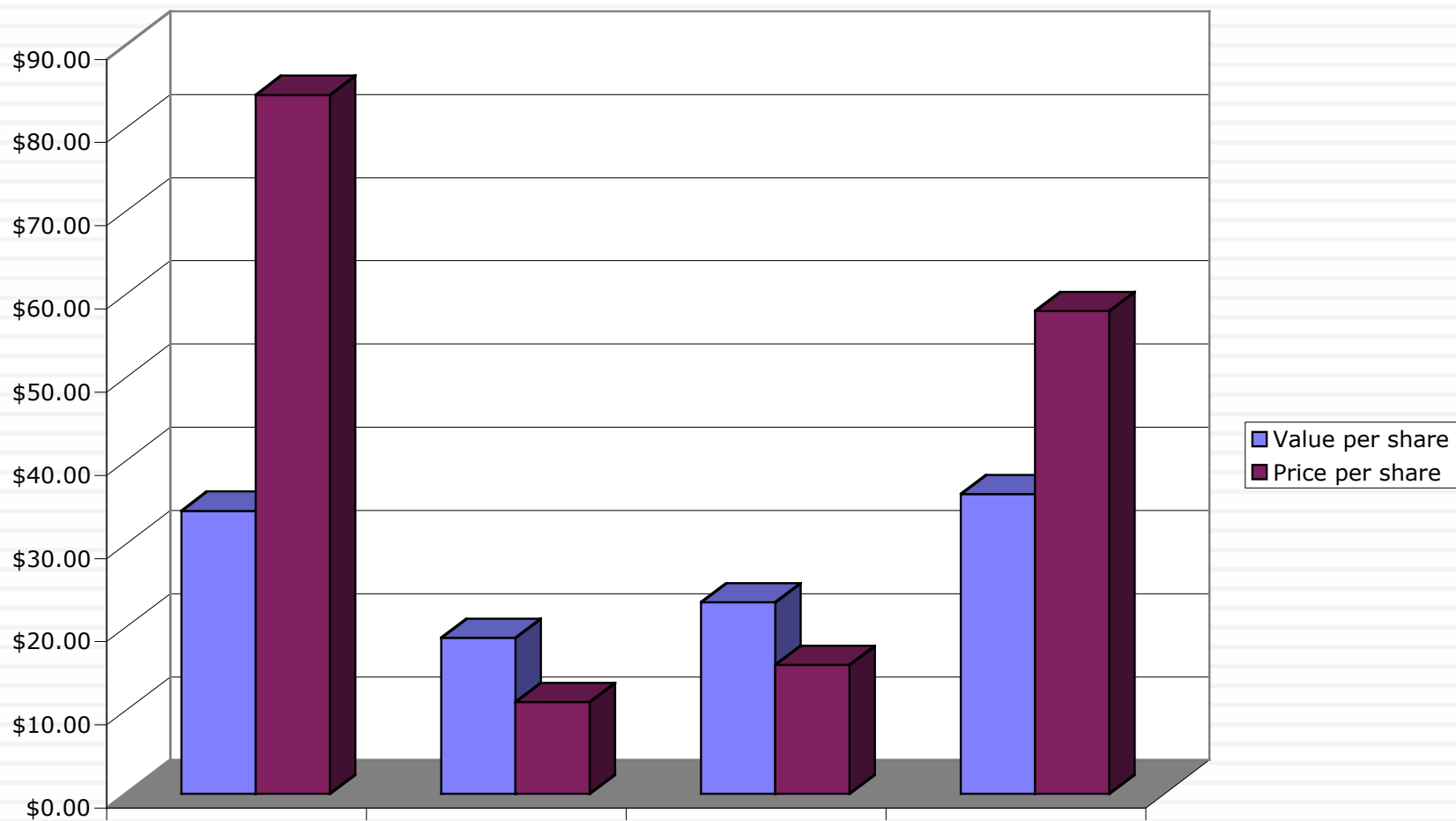
19

- No matter how careful you are in getting your inputs and how well structured your model is, your estimate of value will change both as new information comes out about the company, the business and the economy.
- As information comes out, you will have to adjust and adapt your model to reflect the information. Rather than be defensive about the resulting changes in value, recognize that this is the essence of risk.
- A test: If your valuations are unbiased, you should find yourself increasing estimated values as often as you are decreasing values. In other words, there should be equal doses of good and bad news affecting valuations (at least over time).

9b. Amazon in January 2001

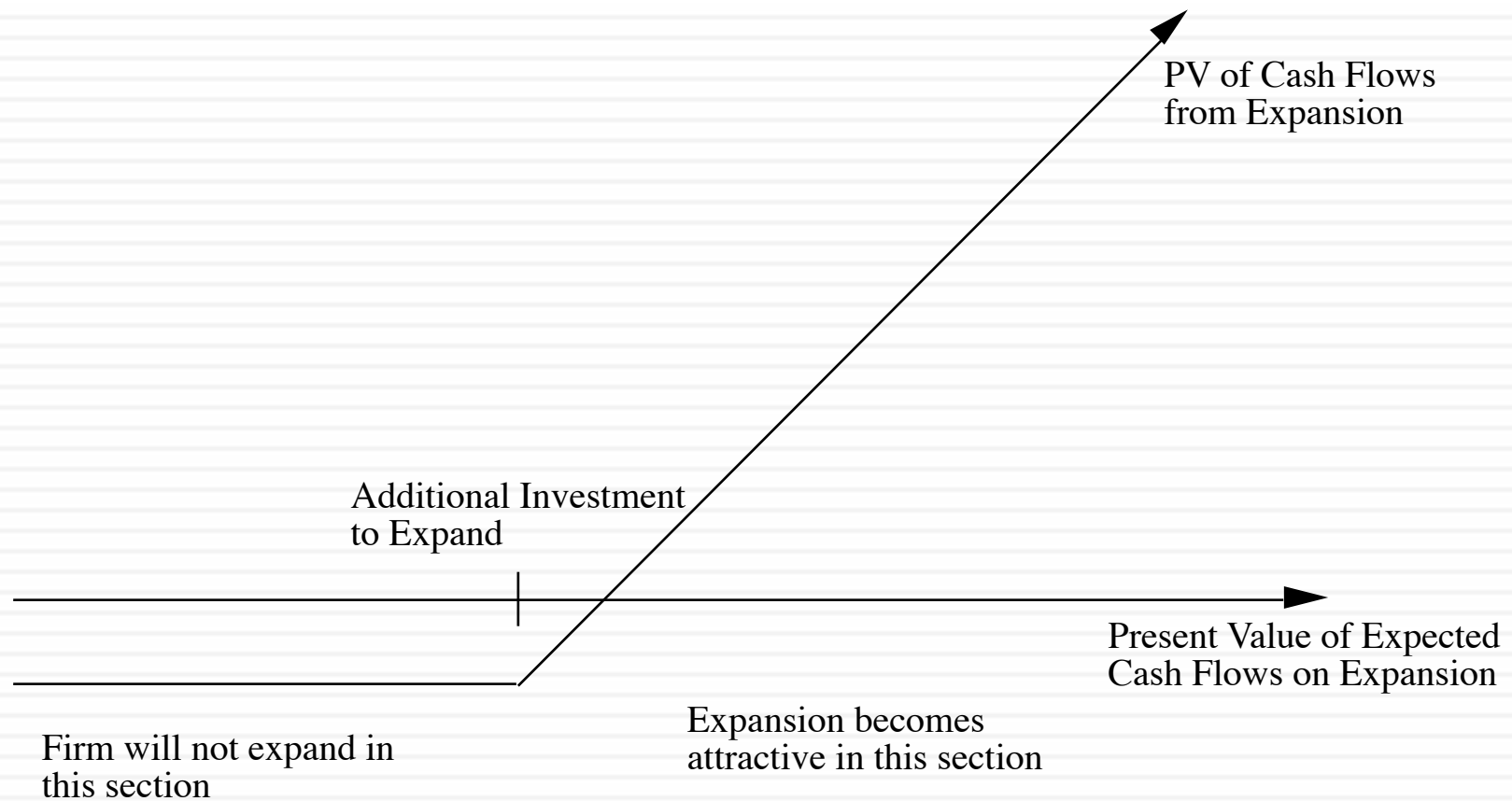


And the market is often “more wrong”



An “option premium” for some young companies: The option to expand into a new product/market

22



An Example of an Expansion Option

23

- You have complete a DCF valuation of a small anti-virus software company, Secure Mail, and estimated a value of \$115 million.
- Assume that there is the possibility that the company could use the customer base that it develops for the anti-virus software and the technology on which the software is based to create a database software program sometime in the next 5 years.
 - It will cost Secure Mail about \$500 million to develop a new database program, if they decided to do it today.
 - Based upon the information you have now on the potential for a database program, the company can expect to generate about \$ 40 million a year in after-tax cashflows for ten years. The cost of capital for private companies that provide database software is 12%.
 - The annualized standard deviation in firm value at publicly traded database companies is 50%.
 - The five-year treasury bond rate is 3%.

Valuing the Expansion Option

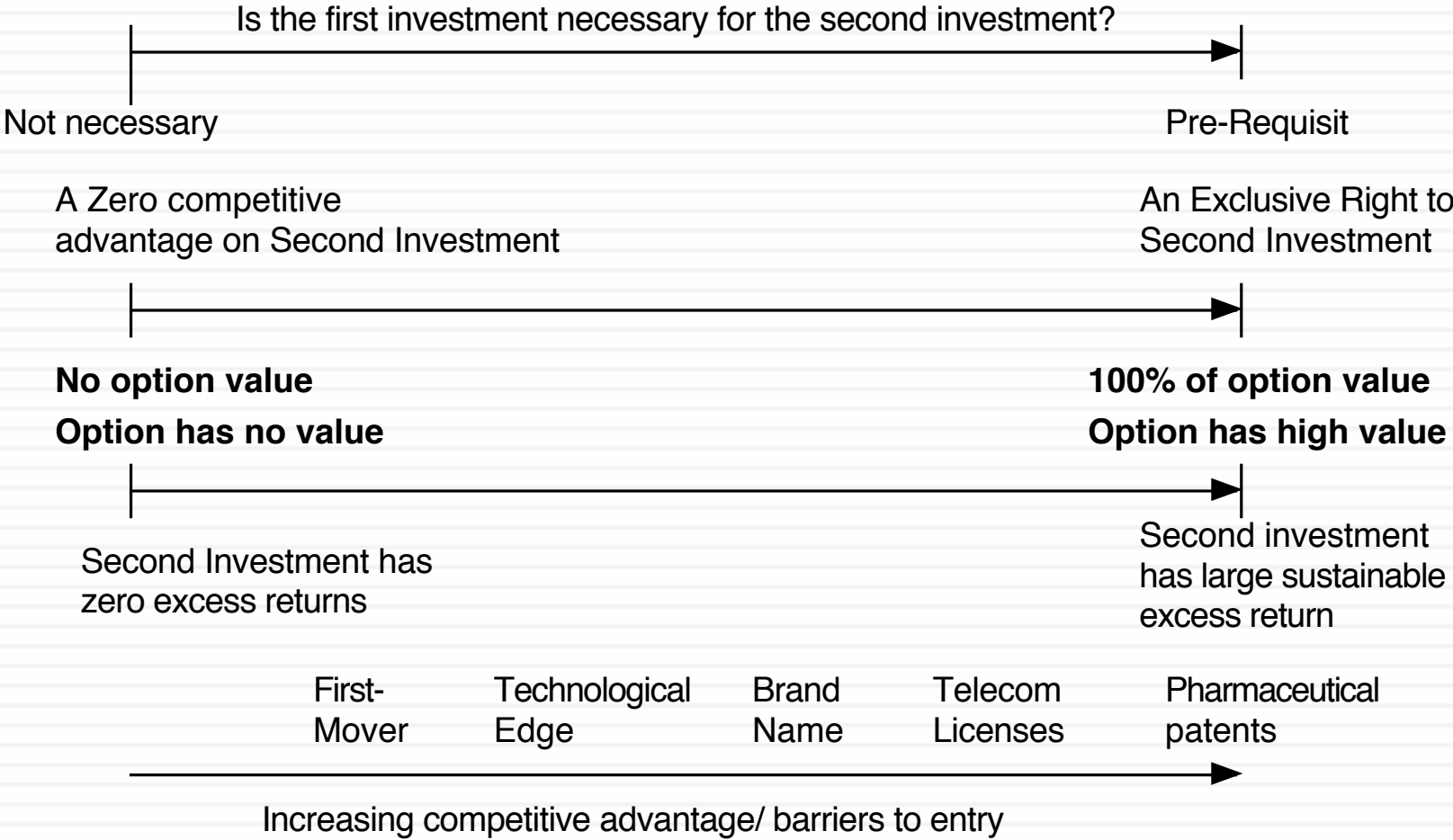
24

- S = Value of entering the database software market
= PV of \$40 million for 10 years @12% = \$226 million
- K = Exercise price
= Cost of entering the database software market = \$ 500 million
- t = Period over which you have the right to enter the market
= 5 years
- s = Standard deviation of stock prices of database firms = 50%
- r = Riskless rate = 3%

Call Value= \$ 56 Million

- DCF valuation of the firm = \$ 115 million
- Value of Option to Expand to Database market = \$ 56 million
- Value of the company with option to expand = \$ 171 million

A note of caution: Opportunities are not options...



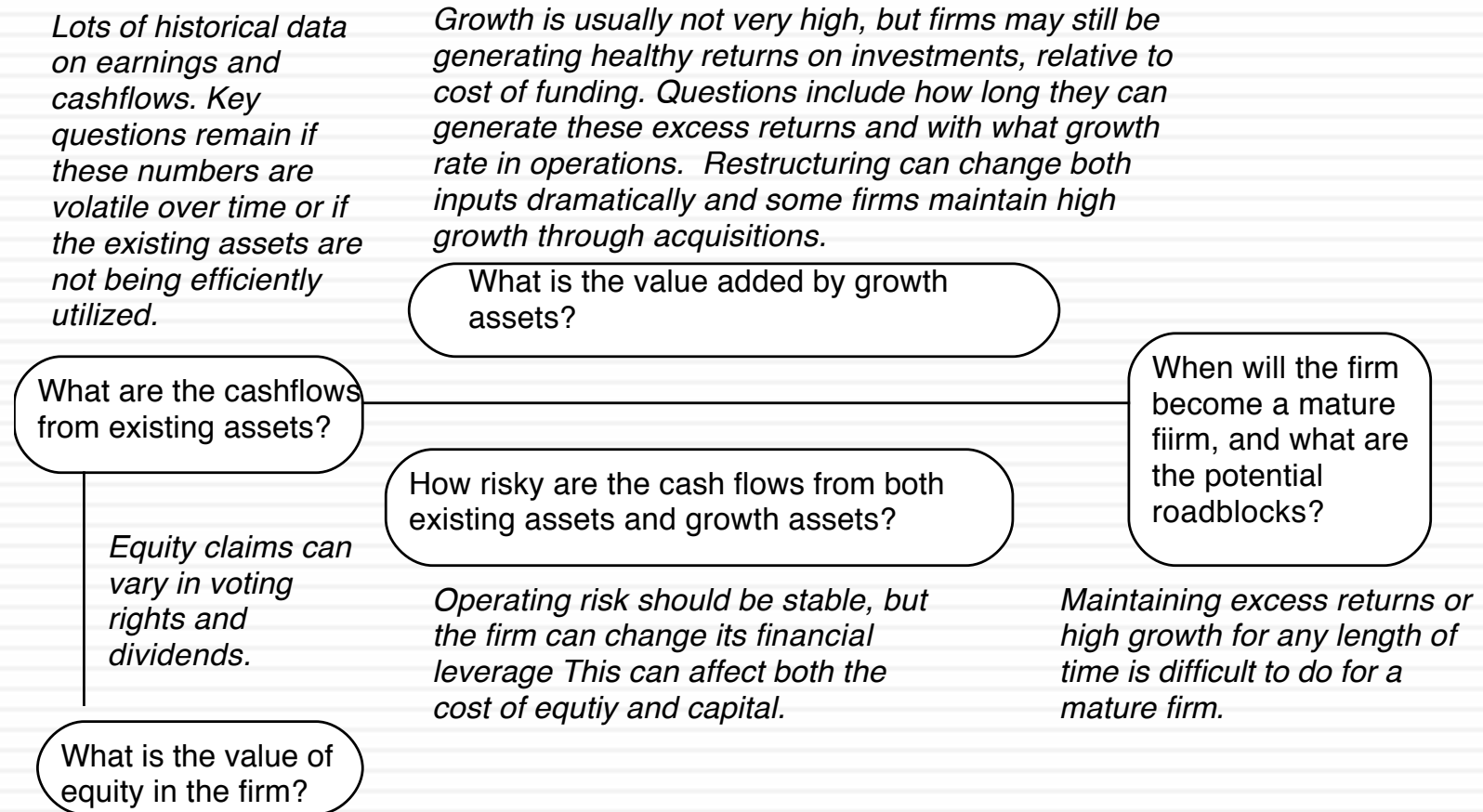
II. Mature Companies in transition..

26

- Mature companies are generally the easiest group to value. They have long, established histories that can be mined for inputs. They have investment policies that are set and capital structures that are stable, thus making valuation more grounded in past data.
- However, this stability in the numbers can mask real problems at the company. The company may be set in a process, where it invests more or less than it should and does not have the right financing mix. In effect, the policies are consistent, stable and bad.
- If you expect these companies to change or as is more often the case to have change thrust upon them,

The perils of valuing mature companies...

Figure 7.1: Estimation Issues - Mature Companies



Hormel Foods: The Value of Control Changing

Hormel Foods sells packaged meat and other food products and has been in existence as a publicly traded company for almost 80 years. In 2008, the firm reported after-tax operating income of \$315 million, reflecting a compounded growth of 5% over the previous 5 years.

The Status Quo

Run by existing management, with conservative reinvestment policies (reinvestment rate = 14.34% and debt ratio = 10.4%.

Anemic growth rate and short growth period, due to reinvestment policy

Low debt ratio affects cost of capital

Year	Operating income after taxes	Expected growth rate	ROC	Reinvestment Rate	Reinvestment	FCFF	Cost of capital	Present Value
Trailing 12 months	\$315							
1	\$324	2.75%	14.34%	19.14%	\$62	\$262	6.79%	\$245
2	\$333	2.75%	14.34%	19.14%	\$64	\$269	6.79%	\$236
3	\$342	2.75%	14.34%	19.14%	\$65	\$276	6.79%	\$227
Beyond	\$350	2.35%	7.23%	32.52%	\$114	\$4,840	7.23%	\$3,974
Value of operating assets								\$4,682
(Add) Cash								\$155
(Subtract) Debt								\$491
(Subtract) Management Options								\$53
Value of equity in common stock								\$4,293
Value per share								\$31.91

New and better management

More aggressive reinvestment which increases the reinvestment rate (to 40%) and length of growth (to 5 years), and higher debt ratio (20%).

Operating Restructuring ①

Expected growth rate = ROC * Reinvestment Rate
 Expected growth rate (status quo) = 14.34% * 19.14% = 2.75%
 Expected growth rate (optimal) = 14.00% * 40% = 5.60%
 ROC drops, reinvestment rises and growth goes up.

Financial restructuring ②

Cost of capital = Cost of equity (1-Debt ratio) + Cost of debt (Debt ratio)
 Status quo = 7.33% (1-.104) + 3.60% (.104) = 6.79%
 Optimal = 7.75% (1-.20) + 3.60% (.20) = 6.63%
 Cost of equity rises but cost of capital drops.

Year	Operating income after taxes	Expected growth rate	ROC	Reinvestment Rate	Reinvestment	FCFF	Cost of capital	Present Value
Trailing 12 months	\$315							
1	\$333	5.60%	14.00%	40.00%	\$133	\$200	6.63%	\$187
2	\$351	5.60%	14.00%	40.00%	\$141	\$211	6.63%	\$185
3	\$371	5.60%	14.00%	40.00%	\$148	\$223	6.63%	\$184
4	\$392	5.60%	14.00%	40.00%	\$260	\$235	6.63%	\$182
5	\$414	5.60%	14.00%	40.00%	\$223	\$248	6.63%	\$180
Beyond	\$423	2.35%	6.74%	34.87%	\$148	\$6,282	6.74%	\$4,557
Value of operating assets								\$5,475
(Add) Cash								\$155
(Subtract) Debt								\$491
(Subtract) Management Options								\$53
Value of equity in common stock								\$5,085
Value per share								\$37.80

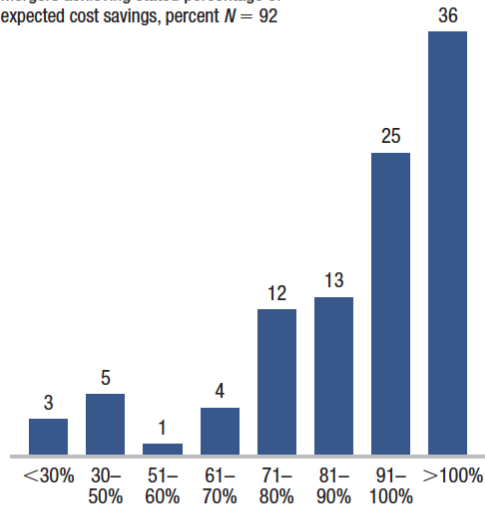
Probability of management change = 10%
 Expected value = \$31.91 (.90) + \$37.80 (.10) = \$32.50
 ③
 ④

Lesson 1: Cost cutting and increased efficiency are easier accomplished on paper than in practice...

29

Cost-synergy estimation is better, but there are patterns emerging in the errors

Mergers achieving stated percentage of expected cost savings, percent $N = 92$



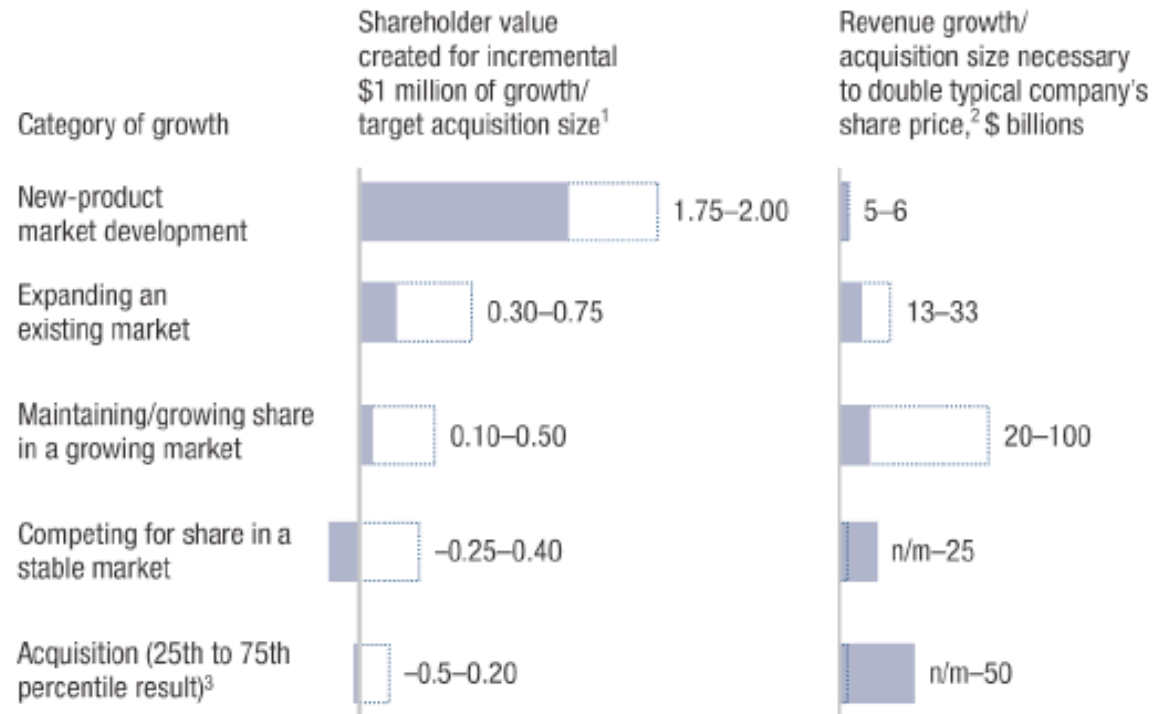
Typical sources of estimation error

- Underestimating one-time costs
- Using benchmarks from noncomparable situations
- Not sanity-checking management estimates against precedent transactions
- Failing to ground estimates in bottom-up analysis (e.g., location-by-location review of overlaps)

Source: McKinsey (2002) Postmerger Management Practice client survey; client case studies

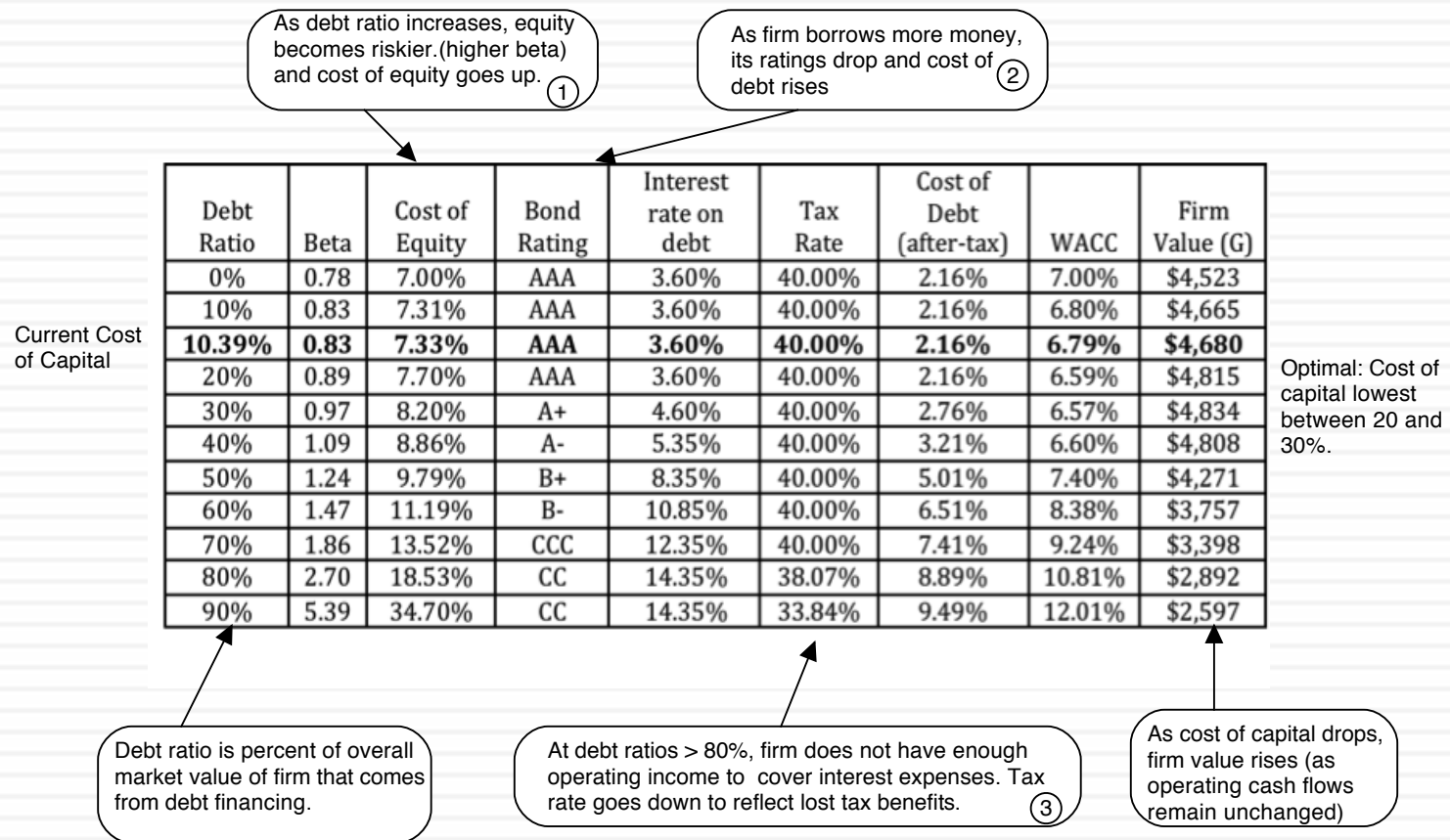
Lesson 2: Increasing growth is not always an option (or at least not a good option)

**Modes of organic growth vary in value creation intensity—
consumer goods industry**



Lesson 3: Financial leverage is a double-edged sword..

Exhibit 7.1: Optimal Financing Mix: Hormel Foods in January 2009



III. Dealing with decline and distress...

Historical data often reflects flat or declining revenues and falling margins. Investments often earn less than the cost of capital.

Growth can be negative, as firm sheds assets and shrinks. As less profitable assets are shed, the firm's remaining assets may improve in quality.

What is the value added by growth assets?

What are the cashflows from existing assets?

Underfunded pension obligations and litigation claims can lower value of equity. Liquidation preferences can affect value of equity

What is the value of equity in the firm?

How risky are the cash flows from both existing assets and growth assets?

Depending upon the risk of the assets being divested and the use of the proceeds from the divestiture (to pay dividends or retire debt), the risk in both the firm and its equity can change.

When will the firm become a mature firm, and what are the potential roadblocks?

There is a real chance, especially with high financial leverage, that the firm will not make it. If it is expected to survive as a going concern, it will be as a much smaller entity.

a. Dealing with Decline

33

- In decline, firms often see declining revenues and lower margins, translating in negative expected growth over time.
- If these firms are run by good managers, they will not fight decline. Instead, they will adapt to it and shut down or sell investments that do not generate the cost of capital. This can translate into negative net capital expenditures (depreciation exceeds cap ex), declining working capital and an overall negative reinvestment rate. The best case scenario is that the firm can shed its bad assets, make itself a much smaller and healthier firm and then settle into long-term stable growth.
- As an investor, your worst case scenario is that these firms are run by managers in denial who continue to expand the firm by making bad investments (that generate lower returns than the cost of capital). These firms may be able to grow revenues and operating income but will destroy value along the way.

11. Sears Holdings: Status Quo

Current Cashflow to Firm
 EBIT(1-t) : 1,183
 - Nt CpX -18
 - Chg WC - 67
 = FCFF 1,268
 Reinvestment Rate = -75/1183
 = -7.19%
 Return on capital = 4.99%

Reinvestment Rate
 -30.00%

Expected Growth in EBIT (1-t)
 $-.30 * .05 = -0.015$
 -1.5%

Return on Capital
 5%

Stable Growth
 $g = 2\%$; Beta = 1.00;
 Country Premium = 0%
 Cost of capital = 7.13%
 ROC = 7.13%; Tax rate = 38%
 Reinvestment Rate = 28.05%

Terminal Value₄ = $868 / (.0713 - .02) = 16,921$

Op. Assets 17,634
 + Cash: 1,622
 - Debt 7,726
 = Equity 11,528
 - Options 5
 Value/Share \$87.29

	1	2	3	4
EBIT (1-t)	\$1,165	\$1,147	\$1,130	\$1,113
- Reinvestment	(\$349)	(\$344)	(\$339)	(\$334)
FCFF	\$1,514	\$1,492	\$1,469	\$1,447

Term Yr
 \$1,206
 \$ 339
 \$ 868

Discount at Cost of Capital (WACC) = 9.58% (.566) + 4.80% (0.434) = 7.50%

Cost of Equity
 9.58%

Cost of Debt
 $(4.09\% + 3.65\%)(1 - .38)$
 = 4.80%

Weights
 E = 56.6% D = 43.4%

On July 23, 2008,
 Sears was trading at
 \$76.25 a share.

Riskfree Rate
 Riskfree rate = 4.09%

+ **Beta**
 1.22

Risk Premium
 4.00%

Unlevered Beta for Sectors: 0.77

Firm's D/E Ratio: 93.1%

Mature risk premium 4%

Country Equity Prem 0%

b. Dealing with the “downside” of Distress

35

- A DCF valuation values a firm as a going concern. If there is a significant likelihood of the firm failing before it reaches stable growth and if the assets will then be sold for a value less than the present value of the expected cashflows (a distress sale value), DCF valuations will understate the value of the firm.
- Value of Equity= DCF value of equity (1 - Probability of distress) + Distress sale value of equity (Probability of distress)
- There are three ways in which we can estimate the probability of distress:
 - Use the bond rating to estimate the cumulative probability of distress over 10 years
 - Estimate the probability of distress with a probit
 - Estimate the probability of distress by looking at market value of bonds..
- The distress sale value of equity is usually best estimated as a percent of book value (and this value will be lower if the economy is doing badly and there are other firms in the same business also in distress).

Current Revenue
\$ 4,390

Current Margin:
4.76%

EBIT
\$ 209m

Reinvestment:
Capital expenditures include cost of new casinos and working capital

Extended reinvestment break, due to investment in past

Industry average

Expected Margin:
-> 17%

Stable Growth

Stable Revenue Growth: 3%

Stable Operating Margin: 17%

Stable ROC=10%
Reinvest 30% of EBIT(1-t)

Terminal Value = $758 \cdot (.0743 \cdot .03)$
= \$ 17,129

Value of Op Assets \$ 9,793
+ Cash & Non-op \$ 3,040
= Value of Firm \$ 12,833
- Value of Debt \$ 7,565
= Value of Equity \$ 5,268

Value per share \$ 8.12

Revenues	\$4,434	\$4,523	\$5,427	\$6,513	\$7,815	\$8,206	\$8,616	\$9,047	\$9,499	\$9,974	
Oper margin	5.81%	6.86%	7.90%	8.95%	10%	11.40%	12.80%	14.20%	15.60%	17%	
EBIT	\$258	\$310	\$429	\$583	\$782	\$935	\$1,103	\$1,285	\$1,482	\$1,696	
Tax rate	26.0%	26.0%	26.0%	26.0%	26.0%	28.4%	30.8%	33.2%	35.6%	38.00%	
EBIT * (1 - t)	\$191	\$229	\$317	\$431	\$578	\$670	\$763	\$858	\$954	\$1,051	
- Reinvestment	-\$19	-\$11	\$0	\$22	\$58	\$67	\$153	\$215	\$286	\$350	
FCFF	\$210	\$241	\$317	\$410	\$520	\$603	\$611	\$644	\$668	\$701	
		1	2	3	4	5	6	7	8	9	10
Beta	3.14	3.14	3.14	3.14	3.14	2.75	2.36	1.97	1.59	1.20	
Cost of equity	21.82%	21.82%	21.82%	21.82%	21.82%	19.50%	17.17%	14.85%	12.52%	10.20%	
Cost of debt	9%	9%	9%	9%	9%	8.70%	8.40%	8.10%	7.80%	7.50%	
Debt/ratio	73.50%	73.50%	73.50%	73.50%	73.50%	68.80%	64.10%	59.40%	54.70%	50.00%	
Cost of capital	9.88%	9.88%	9.88%	9.88%	9.88%	9.79%	9.50%	9.01%	8.32%	7.43%	

Term. Year
\$10,273
17%
\$ 1,746
38%
\$1,083
\$ 325
\$758

Forever

Cost of Equity
21.82%

Cost of Debt
3%+6%= 9%
9% (1-.38)=5.58%

Weights
Debt= 73.5% ->50%

Riskfree Rate:
T. Bond rate = 3%

+

Beta
3.14-> 1.20

X

Risk Premium
6%

Casino
1.15

Current
D/E: 277%

Base Equity
Premium

Country Risk
Premium

Las Vegas Sands
February 2009
Trading @ \$4.25

Adjusting the value of LVS for distress..

37

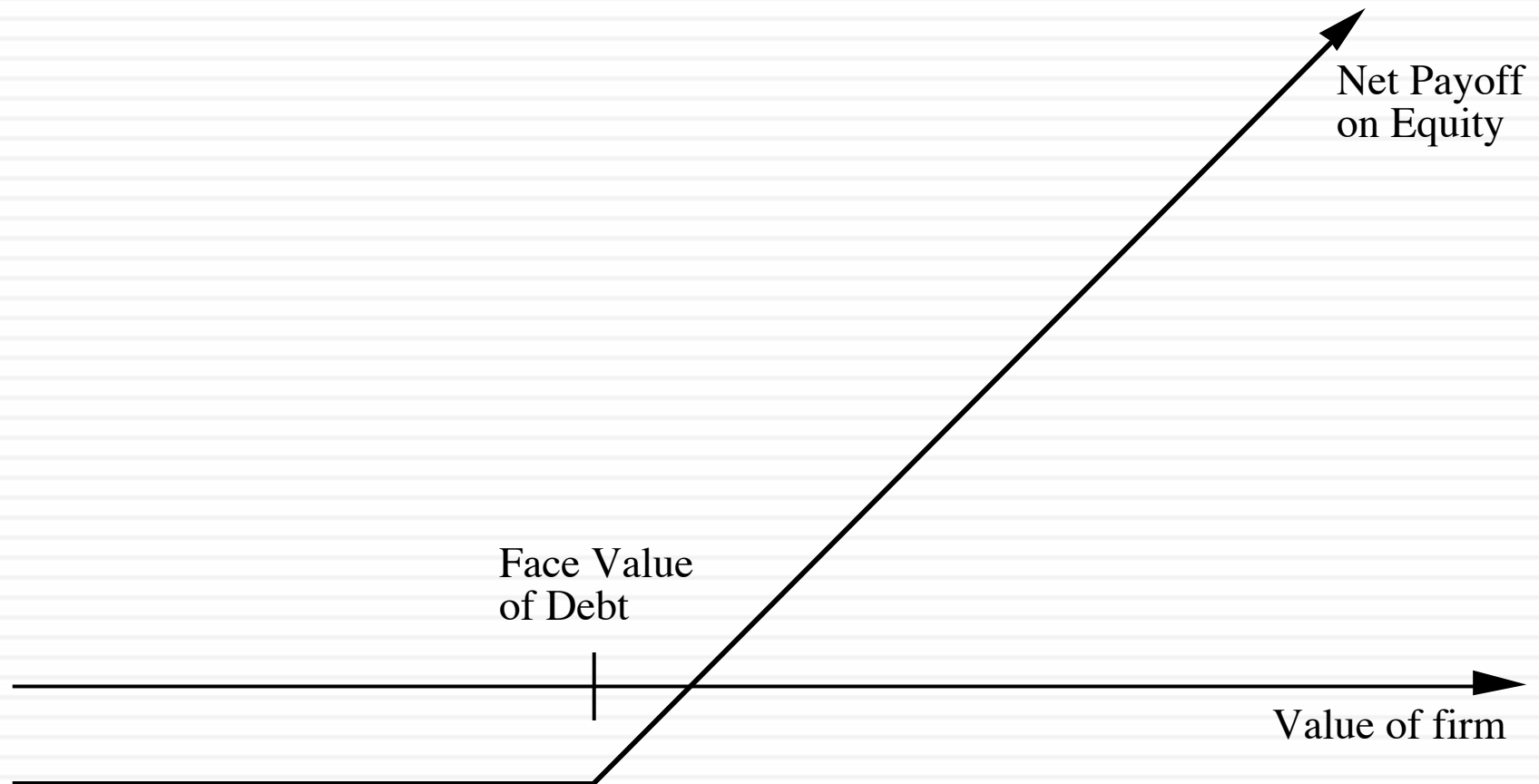
- In February 2009, LVS was rated B+ by S&P. Historically, 28.25% of B+ rated bonds default within 10 years. LVS has a 6.375% bond, maturing in February 2015 (7 years), trading at \$529. If we discount the expected cash flows on the bond at the riskfree rate, we can back out the probability of distress from the bond price:

$$529 = \sum_{t=1}^{t=7} \frac{63.75(1 - \pi_{\text{Distress}})^t}{(1.03)^t} + \frac{1000(1 - \pi_{\text{Distress}})^7}{(1.03)^7}$$

- Solving for the probability of bankruptcy, we get:
- π_{Distress} = Annual probability of default = 13.54%
 - Cumulative probability of surviving 10 years = $(1 - .1354)^{10} = 23.34\%$
 - Cumulative probability of distress over 10 years = $1 - .2334 = .7666$ or 76.66%
- If LVS is becomes distressed:
 - Expected distress sale proceeds = \$2,769 million < Face value of debt
 - Expected equity value/share = \$0.00
- Expected value per share = $\$8.12 (1 - .7666) + \$0.00 (.7666) = \$1.92$

The “sunny” side of distress: Equity as a call option to liquidate the firm

38



Application to valuation: A simple example

39

- Assume that you have a firm whose assets are currently valued at \$100 million and that the standard deviation in this asset value is 40%.
- Further, assume that the face value of debt is \$80 million (It is zero coupon debt with 10 years left to maturity).
- If the ten-year treasury bond rate is 10%,
 - ▣ how much is the equity worth?
 - ▣ What should the interest rate on debt be?

Firm value drops..

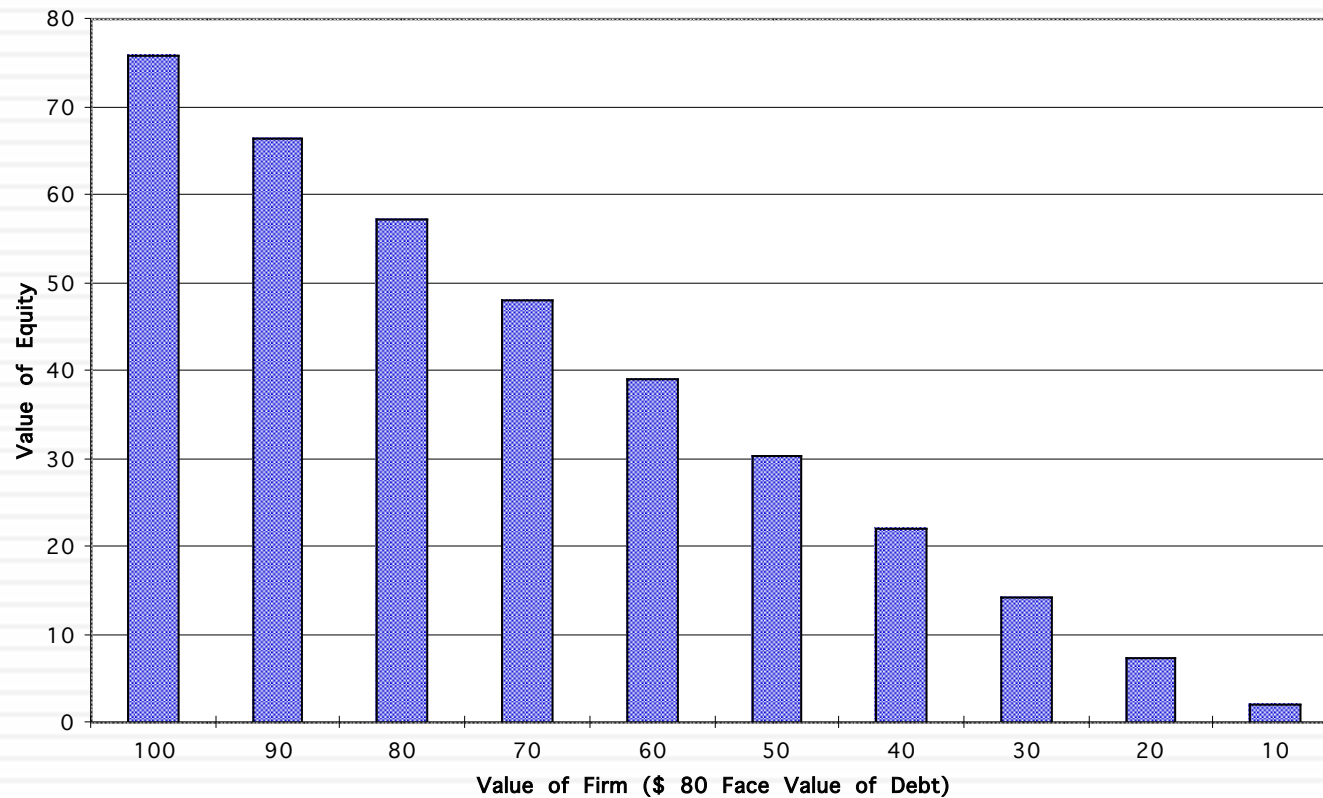
41

- Assume now that a catastrophe wipes out half the value of this firm (the value drops to \$ 50 million), while the face value of the debt remains at \$ 80 million.
- The inputs
 - Value of the underlying asset = S = Value of the firm = \$ 50 million
 - All the other inputs remain unchanged
- The output
 - Based upon these inputs, the Black-Scholes model provides the following value for the call:
 - $d1 = 1.0515$ $N(d1) = 0.8534$
 - $d2 = -0.2135$ $N(d2) = 0.4155$
 - Value of the call = $50 (0.8534) - 80 \exp(-0.10)(10) (0.4155) = \30.44 million
 - Value of the bond = $\$50 - \$30.44 = \$19.56$ million

Equity value persists .. As firm value declines..

42

Value of Equity as Firm Value Changes



Real World Approaches to Valuing Equity in Troubled Firms: Getting Inputs

Input	Estimation Process
Value of the Firm	<ul style="list-style-type: none"> • Cumulate market values of equity and debt (or) • Value the <u>assets in place</u> using FCFF and WACC (or) • Use cumulated market value of assets, if traded.
Variance in Firm Value	<ul style="list-style-type: none"> • If stocks and bonds are traded, $\sigma_{\text{firm}}^2 = w_e^2 \sigma_e^2 + w_d^2 \sigma_d^2 + 2 w_e w_d \rho_{ed} \sigma_e \sigma_d$ <p>where σ_e^2 = variance in the stock price w_e = MV weight of Equity σ_d^2 = the variance in the bond price w_d = MV weight of debt</p> <ul style="list-style-type: none"> • If not traded, use variances of similarly rated bonds. • Use average firm value variance from the industry in which company operates.
Value of the Debt	<ul style="list-style-type: none"> • If the debt is short term, you can use only the face or book value of the debt. • If the debt is long term and coupon bearing, add the cumulated nominal value of these coupons to the face value of the debt.
Maturity of the Debt	<ul style="list-style-type: none"> • Face value weighted duration of bonds outstanding (or) • If not available, use weighted maturity

Valuing Equity as an option - Eurotunnel in early 1998

44

- Eurotunnel has been a financial disaster since its opening
 - ▣ In 1997, Eurotunnel had earnings before interest and taxes of -£56 million and net income of -£685 million
 - ▣ At the end of 1997, its book value of equity was -£117 million
- It had £8,865 million in face value of debt outstanding
 - ▣ The weighted average duration of this debt was 10.93 years

Debt Type	Face Value	Duration
Short term	935	0.50
10 year	2435	6.7
20 year	3555	12.6
Longer	1940	18.2
Total	£8,865 mil	10.93 years

The Basic DCF Valuation

45

- The value of the firm estimated using projected cashflows to the firm, discounted at the weighted average cost of capital was £2,312 million.
- This was based upon the following assumptions –
 - Revenues will grow 5% a year in perpetuity.
 - The COGS which is currently 85% of revenues will drop to 65% of revenues in yr 5 and stay at that level.
 - Capital spending and depreciation will grow 5% a year in perpetuity.
 - There are no working capital requirements.
 - The debt ratio, which is currently 95.35%, will drop to 70% after year 5. The cost of debt is 10% in high growth period and 8% after that.
 - The beta for the stock will be 1.10 for the next five years, and drop to 0.8 after the next 5 years.
 - The long term bond rate is 6%.

Other Inputs

46

- The stock has been traded on the London Exchange, and the annualized std deviation based upon \ln (prices) is 41%.
- There are Eurotunnel bonds, that have been traded; the annualized std deviation in $\ln(\text{price})$ for the bonds is 17%.
 - The correlation between stock price and bond price changes has been 0.5. The proportion of debt in the capital structure during the period (1992-1996) was 85%.
 - Annualized variance in firm value
 - $= (0.15)^2 (0.41)^2 + (0.85)^2 (0.17)^2 + 2 (0.15) (0.85)(0.5)(0.41)(0.17) = 0.0335$
- The 15-year bond rate is 6%. (I used a bond with a duration of roughly 11 years to match the life of my option)

Valuing Eurotunnel Equity and Debt

47

- Inputs to Model
 - Value of the underlying asset = S = Value of the firm = £2,312 million
 - Exercise price = K = Face Value of outstanding debt = £8,865 million
 - Life of the option = t = Weighted average duration of debt = 10.93 years
 - Variance in the value of the underlying asset = σ^2 = Variance in firm value = 0.0335
 - Riskless rate = r = Treasury bond rate corresponding to option life = 6%
- Based upon these inputs, the Black-Scholes model provides the following value for the call:
 - $d_1 = -0.8337$ $N(d_1) = 0.2023$
 - $d_2 = -1.4392$ $N(d_2) = 0.0751$
- Value of the call = $2312 (0.2023) - 8,865 \exp(-0.06)(10.93) (0.0751) = £122$ million
- Appropriate interest rate on debt = $(8865/2190)(1/10.93)-1 = 13.65\%$

IV. Valuing Financial Service Companies

48

Existing assets are usually financial assets or loans, often marked to market. Earnings do not provide much information on underlying risk.

Defining capital expenditures and working capital is a challenge. Growth can be strongly influenced by regulatory limits and constraints. Both the amount of new investments and the returns on these investments can change with regulatory changes.

What are the cashflows from existing assets?

What is the value added by growth assets?

When will the firm become a mature firm, and what are the potential roadblocks?

Preferred stock is a significant source of capital.

How risky are the cash flows from both existing assets and growth assets?

What is the value of equity in the firm?

For financial service firms, debt is raw material rather than a source of capital. It is not only tough to define but if defined broadly can result in high financial leverage, magnifying the impact of small operating risk changes on equity risk.

In addition to all the normal constraints, financial service firms also have to worry about maintaining capital ratios that are acceptable to regulators. If they do not, they can be taken over and shut down.

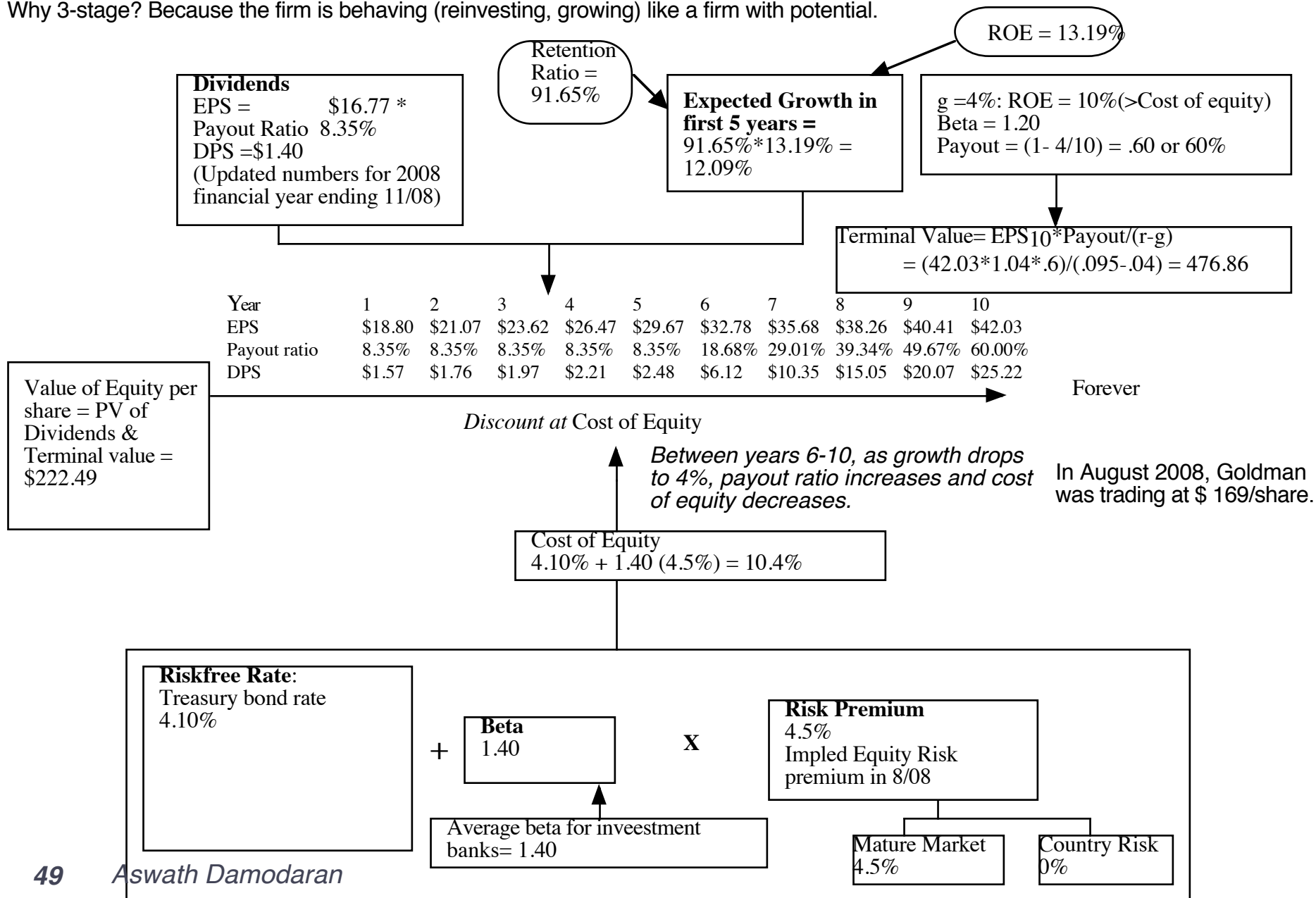
2b. Goldman Sachs: August 2008

Rationale for model

Why dividends? Because FCFE cannot be estimated

Why 3-stage? Because the firm is behaving (reinvesting, growing) like a firm with potential.

Left return on equity at 2008 levels. well below 16% in 2007 and 20% in 2004-2006.



Lesson 1: Financial service companies are opaque...

50

- With financial service firms, we enter into a Faustian bargain. They tell us very little about the quality of their assets (loans, for a bank, for instance are not broken down by default risk status) but we accept that in return for assets being marked to market (by accountants who presumably have access to the information that we don't have).
- In addition, estimating cash flows for a financial service firm is difficult to do. So, we trust financial service firms to pay out their cash flows as dividends. Hence, the use of the dividend discount model.

Lesson 2: For financial service companies, book value matters...

51

- The book value of assets and equity is mostly irrelevant when valuing non-financial service companies. After all, the book value of equity is a historical figure and can be nonsensical. (The book value of equity can be negative and is so for more than a 1000 publicly traded US companies)
- With financial service firms, book value of equity is relevant for two reasons:
 - Since financial service firms mark to market, the book value is more likely to reflect what the firms own right now (rather than a historical value)
 - The regulatory capital ratios are based on book equity. Thus, a bank with negative or even low book equity will be shut down by the regulators.
- From a valuation perspective, it therefore makes sense to pay heed to book value. In fact, you can argue that reinvestment for a bank is the amount that it needs to add to book equity to sustain its growth ambitions and safety requirements:
 - $FCFE = \text{Net Income} - \text{Reinvestment in regulatory capital (book equity)}$

2d. Deutsche Bank: March 2009

Last 2 years

	2007	2008
Net Income	3,954 m	-3,855m
Dividends	2,146 m	285 m
Risk adjusted assets =	312,882m	
Book Equity =	31,914 m	
Regulatory Capital =		

Normalized
Net Income
for base year
3,000 m
Normalized
ROE = 9.4%

Expected
growth in
asset base
4%

Target capital
ratio 10%

Target ROE
10.2%

Stable Growth
g = 3%; Beta = 1.00
Cost of equity = 10.20%
Return on equity = 10.20%;
Reinvestment Rate = g/ROE
= $3/10.20\% = 29.41\%$

Cashflows

	1	2	3	4	5
Asset Base	325,398 €	338,414 €	351,950 €	366,028 €	380,669 €
Capital ratio	10.16%	10.12%	10.08%	10.04%	10.00%
Regulatory Capital	33,060 €	34,247 €	35,477 €	36,749 €	38,067 €
Change in capital	1,146 €	1,187 €	1,229 €	1,273 €	1,318 €
ROE	9.56%	9.72%	9.88%	10.04%	10.20%
Net Income	3,161 €	3,329 €	3,505 €	3,690 €	3,883 €
-Reinvestment	1,146 €	1,187 €	1,229 €	1,273 €	1,318 €
FCFE	2,014 €	2,142 €	2,276 €	2,417 €	2,565 €

Terminal Value₅ = $2,823 / (.102 - .03) = 39,209$ m

3,999
1,176
2,823

PV of CF = 31,383 m
/ # shares 581.85
Value/Share 53.94 €

Discount at Cost of equity = $3.60\% + 1.162 \times 6\% + -0.60\% = 11.172\%$

In March 2009
Deutsche Bank price = 48
Euros/share (down from 89
Euros in early 2008)

Riskfree Rate:
Euro Riskfree Rate =
3.6%

+

Beta
1.162

X

Mature market
premium
6%

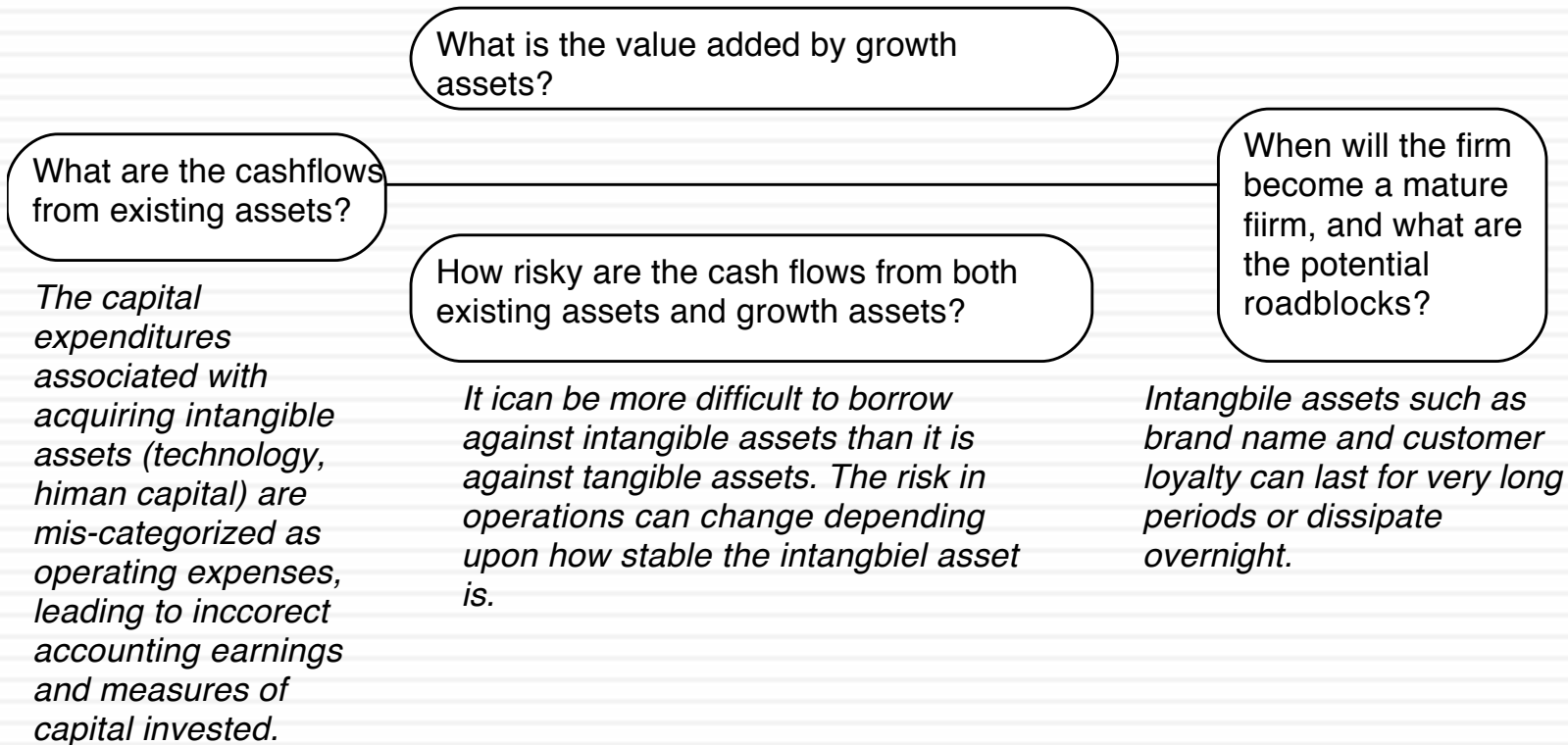
+

Region	Lambda	CRP
Western Europe	0.68	0.00%
United States	0.42	0.00%
Latin America	0.01	4.50%
Africa & Middle East	0.01	7.00%
Asia	0.11	3.50%
Eastern Europe	0.04	3.00%
Deutsche Bank		0.60%

Beta for commercial &
investment banking

V. Valuing Companies with “intangible” assets

If capital expenditures are miscategorized as operating expenses, it becomes very difficult to assess how much a firm is reinvesting for future growth and how well its investments are doing.



Lesson 1: Accounting rules are cluttered with inconsistencies...

54

- If we start with accounting first principles, capital expenditures are expenditures designed to create benefits over many periods. They should not be used to reduce operating income in the period that they are made, but should be depreciated/amortized over their life. They should show up as assets on the balance sheet.
- Accounting is consistent in its treatment of cap ex with manufacturing firms, but is inconsistent with firms that do not fit the mold.
 - With pharmaceutical and technology firms, R&D is the ultimate cap ex but is treated as an operating expense.
 - With consulting firms and other firms dependent on human capital, recruiting and training expenses are your long term investments that are treated as operating expenses.
 - With brand name consumer product companies, a portion of the advertising expense is to build up brand name and is the real capital expenditure. It is treated as an operating expense.

Exhibit 11.1: Converting R&D expenses to R&D assets - Amgen

Step 1: Determining an amortizable life for R & D expenses. ①

How long will it take, on an expected basis, for research to pay off at Amgen? Given the length of the approval process for new drugs by the Food and Drugs Administration, we will assume that this amortizable life is 10 years.

Step 2: Capitalize historical R&D expense

Year	R&D Expense	Unamortized portion	Amortization this year
Current	3030.00	1.00	3030.00
-1	3266.00	0.90	2939.40
-2	3366.00	0.80	2692.80
-3	2314.00	0.70	1619.80
-4	2028.00	0.60	1216.80
-5	1655.00	0.50	827.50
-6	1117.00	0.40	446.80
-7	864.00	0.30	259.20
-8	845.00	0.20	169.00
-9	823.00	0.10	82.30
-10	663.00	0.00	0.00
		\$13283.60	\$1,694.10

④

Current year's R&D expense = Cap ex = \$3,030 million
 R&D amortization = Depreciation = \$ 1,694 million
 Unamortized R&D = Capital invested (R&D) = \$13,284 million

Step 3: Restate earnings, book value and return numbers

	Unadjusted	Adjusted for R&D	Comments
Net Income	\$4,196	$4,196 + 3030 - 1694 = \$ 5,532$	Add current year's R&D and subtract R&D amortization
Book value of equity	\$17,869	$17,869 + 13,284 = \$ 31,153$	Add unamortized R&D from prior years
Return on Equity	$\frac{4196}{17869} = 23.48\%$	$\frac{5532}{31153} = 17.75\%$	Return on equity drops when book equity is augmented by R&D, even though net income rises.
Pre-tax Operating Income	\$5,594	$5,594 + 3030 - 1694 = \$ 6,930$	Add current year's R&D and subtract R&D amortization
Book value of invested capital	\$21,985	$\$21,985 + \$13,284 = \$35,269$	Add unamortized R&D from prior years
Pre-tax Return on Capital	$\frac{5594}{21985} = 25.44\%$	$\frac{6930}{35269} = 19.65\%$	Return on capital drops when capital is augmented by R&D, even though operating income rises.

Amgen: Status Quo

Cap Ex = Acc net Cap Ex(255) + Acquisitions (3975) + R&D (2216)

Current Cashflow to Firm

EBIT(1-t) = :7336(1-.28) = 6058
 - Nt CpX = 6443
 - Chg WC 37
 = FCFF - 423
 Reinvestment Rate = 6480/6058 = 106.98%
 Return on capital = 16.71%

Reinvestment Rate 60%

Expected Growth in EBIT (1-t)
 $.60 * .16 = .096$
9.6%

Return on Capital 16%

Stable Growth

g = 4%; Beta = 1.10;
 Debt Ratio = 20%; Tax rate = 35%
 Cost of capital = 8.08%
 ROC = 10.00%;
 Reinvestment Rate = 4/10 = 40%

Terminal Value₁₀ = 7300 / (.0808 - .04) = 179,099

First 5 years

Growth decreases gradually to 4%

Op. Assets 94214
 + Cash: 1283
 - Debt 8272
 = Equity 87226
 - Options 479
 Value/Share \$ 74.33

Year	1	2	3	4	5	6	7	8	9	10	Term Yr
EBIT	\$9,221	\$10,106	\$11,076	\$12,140	\$13,305	\$14,433	\$15,496	\$16,463	\$17,306	\$17,998	18718
EBIT (1-t)	\$6,639	\$7,276	\$7,975	\$8,741	\$9,580	\$10,392	\$11,157	\$11,853	\$12,460	\$12,958	12167
- Reinvestment	\$3,983	\$4,366	\$4,785	\$5,244	\$5,748	\$5,820	\$5,802	\$5,690	\$5,482	\$5,183	4867
= FCFF	\$2,656	\$2,911	\$3,190	\$3,496	\$3,832	\$4,573	\$5,355	\$6,164	\$6,978	\$7,775	7300

Cost of Capital (WACC) = 11.7% (0.90) + 3.66% (0.10) = 10.90%

Debt ratio increases to 20%
 Beta decreases to 1.10

On May 1, 2007, Amgen was trading at \$ 55/share

Cost of Equity 11.70%

Cost of Debt (4.78% + .85%)(1-.35) = 3.66%

Weights E = 90% D = 10%

Riskfree Rate: Riskfree rate = 4.78%

+ Beta 1.73 x Risk Premium 4%

Unlevered Beta for Sectors: 1.59 D/E = 11.06%

Lesson 2: And fixing those inconsistencies can alter your view of a company and affect its value

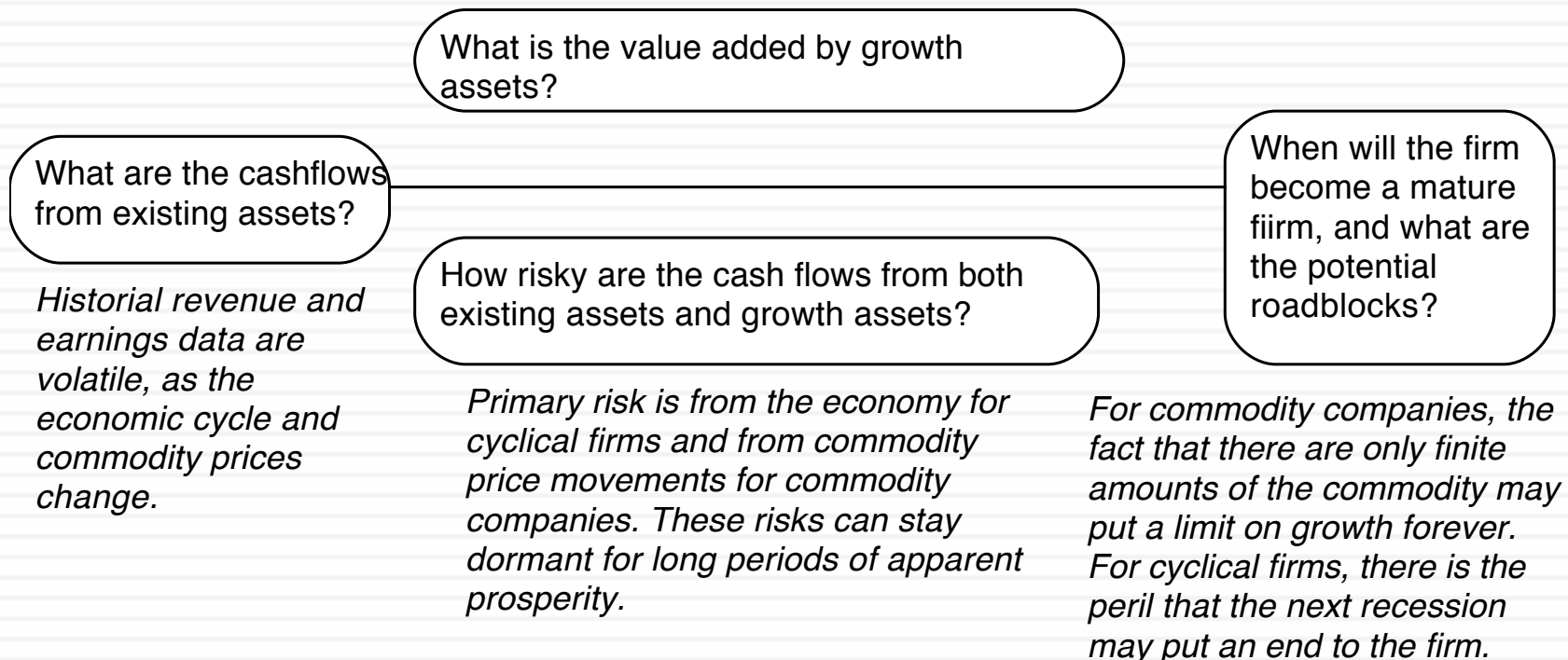
57

	No R&D adjustment	R&D adjustment
EBIT	\$5,071	\$7,336
Invested Capital	\$25,277	\$33,173
ROIC	14.58%	18.26%
Reinvestment Rate	115.68%	106.98%
Value of firm	\$58,617	\$95,497
Value of equity	\$50,346	\$87,226
Value/share	\$42.73	\$74.33

VI. Valuing cyclical and commodity companies

58

Company growth often comes from movements in the economic cycle, for cyclical firms, or commodity prices, for commodity companies.



Valuing a Cyclical Company - Toyota in Early 2009

Year	Revenues	Operating Income	EBITDA	Operating Margin
FY1 1992	¥10,163,380	¥218,511	¥218,511	2.15%
FY1 1993	¥10,210,750	¥181,897	¥181,897	1.78%
FY1 1994	¥9,362,732	¥136,226	¥136,226	1.45%
FY1 1995	¥8,120,975	¥255,719	¥255,719	3.15%
FY1 1996	¥10,718,740	¥348,069	¥348,069	3.25%
FY1 1997	¥12,243,830	¥665,110	¥665,110	5.43%
FY1 1998	¥11,678,400	¥779,800	¥1,382,950	6.68%
FY1 1999	¥12,749,010	¥774,947	¥1,415,997	6.08%
FY1 2000	¥12,879,560	¥775,982	¥1,430,982	6.02%
FY1 2001	¥13,424,420	¥870,131	¥1,542,631	6.48%
FY1 2002	¥15,106,300	¥1,123,475	¥1,822,975	7.44%
FY1 2003	¥16,054,290	¥1,363,680	¥2,101,780	8.49%
FY1 2004	¥17,294,760	¥1,666,894	¥2,454,994	9.64%
FY1 2005	¥18,551,530	¥1,672,187	¥2,447,987	9.01%
FY1 2006	¥21,036,910	¥1,878,342	¥2,769,742	8.93%
FY1 2007	¥23,948,090	¥2,238,683	¥3,185,683	9.35%
FY1 2008	¥26,289,240	¥2,270,375	¥3,312,775	8.64%
FY 2009 (Estim)	¥22,661,325	¥267,904	¥1,310,304	1.18%
		¥1,306,867		7.33%

Normalized Earnings ①

As a cyclical company, Toyota's earnings have been volatile and 2009 earnings reflect the troubled global economy. We will assume that when economic growth returns, the operating margin for Toyota will revert back to the historical average.

Normalized Operating Income = Revenues in 2009 * Average Operating Margin (98--09)
 = 22661 * .0733 = 1660.7 billion yen

In early 2009, Toyota Motors had the highest market share in the sector. However, the global economic recession in 2008-09 had pulled earnings down.

Normalized Return on capital and Reinvestment ②

Once earnings bounce back to normal, we assume that Toyota will be able to earn a return on capital equal to its cost of capital (5.09%). This is a sector, where earning excess returns has proved to be difficult even for the best of firms.

To sustain a 1.5% growth rate, the reinvestment rate has to be:

$$\text{Reinvestment rate} = 1.5\% / 5.09\% = 29.46\%$$

Operating Assets	19,640
+ Cash	2,288
+ Non-operating assets	6,845
- Debt	11,862
- Minority Interests	583
Value of Equity	
/ No of shares	/3,448
Value per share	¥4735

$$\text{Value of operating assets} = \frac{1660.7 (1.015) (1 - .407) (1 - .2946)}{(.0509 - .015)} = 19,640 \text{ billion}$$

Normalized Cost of capital ③

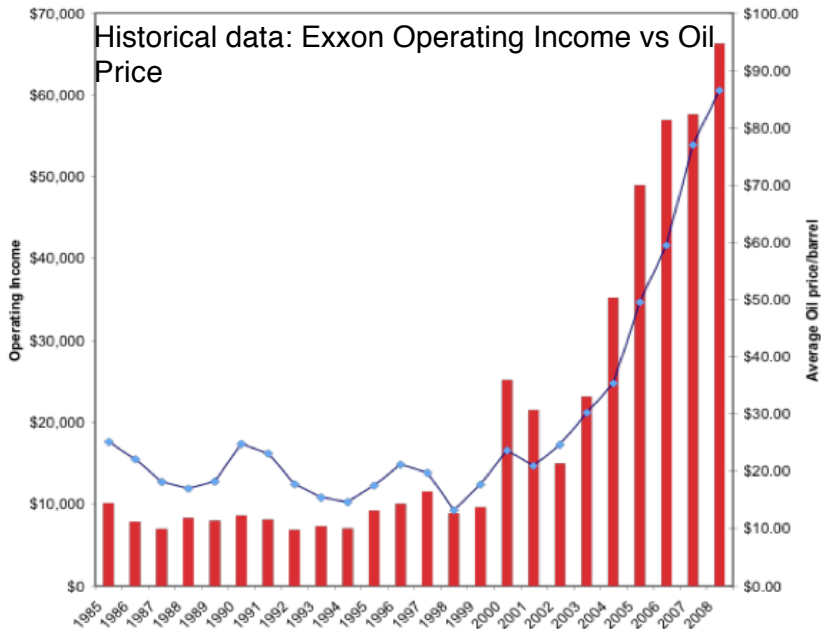
The cost of capital is computed using the average beta of automobile companies (1.10), and Toyota's cost of debt (3.25%) and debt ratio (52.9% debt ratio). We use the Japanese marginal tax rate of 40.7% for computing both the after-tax cost of debt and the after-tax operating income

$$\text{Cost of capital} = 8.65\% (.471) + 3.25\% (1 - .407) (.529) = 5.09\%$$

Stable Growth ④

Once earnings are normalized, we assume that Toyota, as the largest market-share company, will be able to maintain only stable growth (1.5% in Yen terms)

Valuing a commodity company - Exxon in Early 2009



Regressing Exxon's operating income against the oil price per barrel from 1985-2008:

$$\text{Operating Income} = -6,395 + 911.32 (\text{Average Oil Price}) \quad R^2 = 90.2\%$$

(2.95) (14.59)

Exxon Mobil's operating income increases about \$9.11 billion for every \$ 10 increase in the price per barrel of oil and 90% of the variation in Exxon's earnings over time comes from movements in oil prices.

Estimate normalized income based on current oil price ①

At the time of the valuation, the oil price was \$ 45 a barrel. Exxon's operating income based on this price is

$$\text{Normalized Operating Income} = -6,395 + 911.32 (\$45) = \$34,614$$

Estimate return on capital and reinvestment rate based on normalized income ②

This operating income translates into a return on capital of approximately 21% and a reinvestment rate of 9.52%, based upon a 2% growth rate.

$$\text{Reinvestment Rate} = g / \text{ROC} = 2 / 21\% = 9.52\%$$

$$\text{Value of operating assets} = \frac{34,614(1 - .38)(1 - .0952)}{(.0818 - .02)} = \$320,472 \text{ million}$$

Exxon's cost of capital ④

Exxon has been a predominantly equity funded company, and is expected to remain so, with a debt ratio of only 2.85%. Its cost of equity is 8.35% (based on a beta of 0.90) and its pre-tax cost of debt is 3.75% (given AAA rating). The marginal tax rate is 38%.

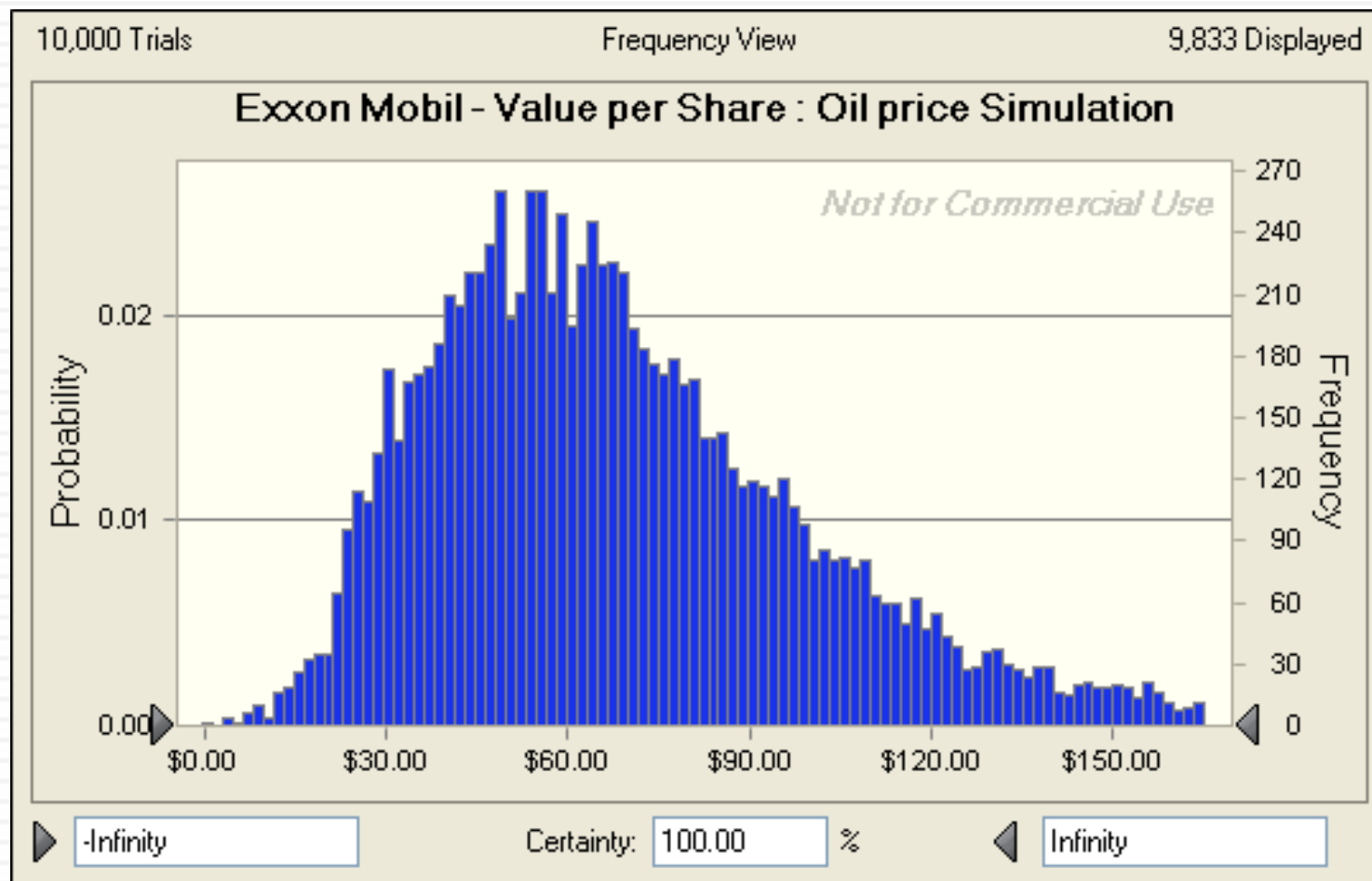
$$\text{Cost of capital} = 8.35\% (.9715) + 3.75\% (1 - .38) (.0285) = 8.18\%$$

Expected growth in operating income ③

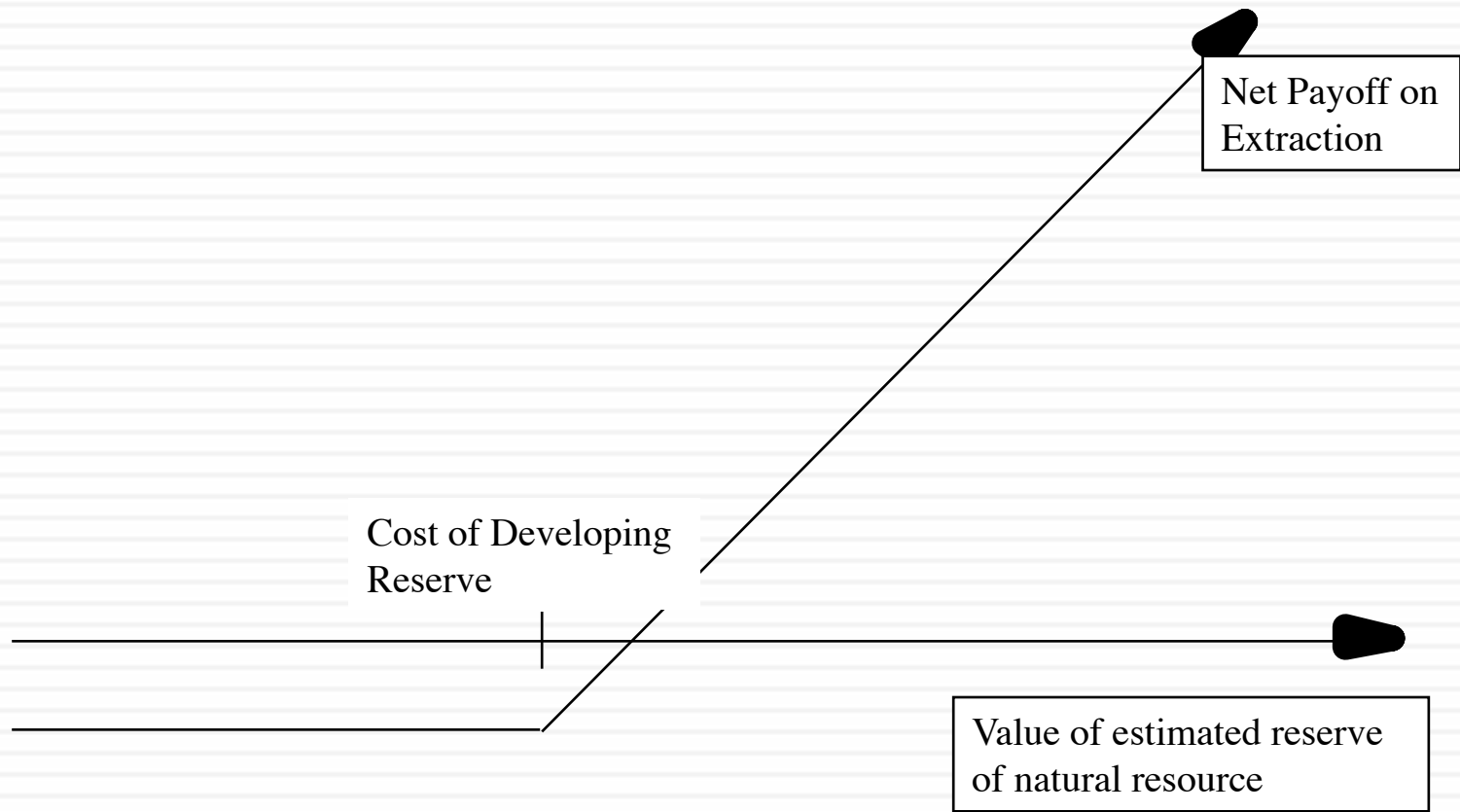
Since Exxon Mobile is the largest oil company in the world, we will assume an expected growth of only 2% in perpetuity.

Exxon Mobil Valuation: Simulation

61



The optionality in commodities: Undeveloped reserves as an option



Valuing Gulf Oil

63

- Gulf Oil was the target of a takeover in early 1984 at \$70 per share (It had 165.30 million shares outstanding, and total debt of \$9.9 billion).
 - It had estimated reserves of 3038 million barrels of oil and the average cost of developing these reserves was estimated to be \$10 a barrel in present value dollars (The development lag is approximately two years).
 - The average relinquishment life of the reserves is 12 years.
 - The price of oil was \$22.38 per barrel, and the production cost, taxes and royalties were estimated at \$7 per barrel.
 - The bond rate at the time of the analysis was 9.00%.
 - Gulf was expected to have net production revenues each year of approximately 5% of the value of the developed reserves. The variance in oil prices is 0.03.

Valuing Undeveloped Reserves

64

- Inputs for valuing undeveloped reserves
 - Value of underlying asset = Value of estimated reserves discounted back for period of development lag = $3038 * (\$ 22.38 - \$7) / 1.052 = \$42,380.44$
 - Exercise price = Estimated development cost of reserves = $3038 * \$10 = \$30,380$ million
 - Time to expiration = Average length of relinquishment option = 12 years
 - Variance in value of asset = Variance in oil prices = 0.03
 - Riskless interest rate = 9%
 - Dividend yield = Net production revenue/ Value of developed reserves = 5%
- Based upon these inputs, the Black-Scholes model provides the following value for the call:
 - $d1 = 1.6548$ $N(d1) = 0.9510$
 - $d2 = 1.0548$ $N(d2) = 0.8542$
- Call Value = $42,380.44 \exp(-0.05)(12) (0.9510) - 30,380 (\exp(-0.09)(12) (0.8542)) = \$ 13,306$ million

The composite value...

65

- In addition, Gulf Oil had free cashflows to the firm from its oil and gas production of \$915 million from already developed reserves and these cashflows are likely to continue for ten years (the remaining lifetime of developed reserves).
- The present value of these developed reserves, discounted at the weighted average cost of capital of 12.5%, yields:
 - Value of already developed reserves = $915 (1 - 1.125^{-10}) / .125 = \5065.83
- Adding the value of the developed and undeveloped reserves

Value of undeveloped reserves	= \$ 13,306 million
Value of production in place	= \$ 5,066 million
Total value of firm	= \$ 18,372 million
Less Outstanding Debt	= \$ 9,900 million
Value of Equity	= \$ 8,472 million
Value per share	= \$ 8,472 / 165.3 = \$51.25

VII. Valuing Emerging Market Companies

Big shifts in economic environment (inflation, interest rates) can affect operating earnings history. Poor corporate governance and weak accounting standards can lead to lack of transparency on earnings.

Growth rates for a company will be affected heavily by growth rate and political developments in the country in which it operates.

What are the cashflows from existing assets?

What is the value added by growth assets?

When will the firm become a mature firm, and what are the potential roadblocks?

Cross holdings can affect value of equity

How risky are the cash flows from both existing assets and growth assets?

Economic crises can put many companies at risk. Government actions (nationalization) can affect long term value.

What is the value of equity in the firm?

Even if the company's risk is stable, there can be significant changes in country risk over time

Tata Motors: April 2010

Current Cashflow to Firm

EBIT(1-t) : Rs 20,116
 - Nt CpX : Rs 31,590
 - Chg WC : Rs 2,732
 = FCF : - Rs 14,205
 Reinv Rate = $(31590+2732)/20116 = 170.61\%$; Tax rate = 21.00%
 Return on capital = 17.16%

Average reinvestment rate
 from 2005-09: 179.59%;
 without acquisitions: 70%

Reinvestment Rate
 70%

Expected Growth
 from new inv.
 $.70 \cdot .1716 = 0.1201$

Return on Capital
 17.16%

Stable Growth
 $g = 5\%$; Beta = 1.00
 Country Premium = 3%
 Cost of capital = 10.39%
 Tax rate = 33.99%
 ROC = 10.39%;
 Reinvestment Rate = $g/ROC = 5/10.39 = 48.11\%$

Rs Cashflows

Year	1	2	3	4	5	6	7	8	9	10
EBIT (1-t)	22533	25240	28272	31668	35472	39236	42848	46192	49150	51607
- Reinvestment	15773	17668	19790	22168	24830	25242	25138	24482	23264	21503
FCFF	6760	7572	8482	9500	10642	13994	17711	21710	25886	30104

Terminal Value₅ = $23493 / (.1039 - .05) = \text{Rs } 435,686$

45278
 21785
 23493

Op. Assets Rs 210,813
 + Cash: 11418
 + Other NO 140576
 - Debt 109198
 = Equity 253,628

Value/Share Rs 614

Discount at Cost of Capital (WACC) = $14.00\% (.747) + 8.09\% (0.253) = 12.50\%$

Growth declines to 5%
 and cost of capital
 moves to stable period
 level.

Cost of Equity
 14.00%

Cost of Debt
 $(5\% + 4.25\% + 3\%)(1 - .3399)$
 = 8.09%

Weights
 E = 74.7% D = 25.3%

On April 1, 2010
 Tata Motors price = Rs 781

Riskfree Rate:
 Rs Riskfree Rate = 5%

+

Beta
 1.20

X

Mature market
 premium
 4.5%

+

Lambda
 0.80

X

Country Equity Risk
 Premium
 4.50%

Unlevered Beta for
 Sectors: 1.04

Firm's D/E
 Ratio: 33%

Country Default
 Spread
 3%

X

Rel Equity
 Mkt Vol
 1.50

Lesson 1: Country Risk Matters...

68

- As companies expand into emerging markets, drawn by higher growth or lower costs or both, they benefit. There is a cost, though, which comes from the greater uncertainty/risk that you are exposed to in these countries.
- In the 1980s, there were some who argued that country risk is diversifiable (i.e., it will average out across the many countries you are exposed to) and should be ignored. But that view has fallen to the wayside, as correlation across countries has risen.

Measures of “additional” country risk

69

- Default spread on Country Bond: In this approach, the country equity risk premium is set equal to the default spread for the country, which can be estimated in one of three ways:
 - As a default spread on a \$ or Euro bond issued by the country
 - The CDS spread for the country
 - The typical spread given the rating of the country
 - Example: In 2010, for instance, India’s rating as a country was Baa1 and the typical default spread for that rating was 3%.
 - Country risk premium for India = 3%
 - Total equity risk premium for India = Mature market premium (4.5%) + CRP (3%) = 7.5%
- Adjusted for equity risk: The country equity risk premium is based upon the volatility of the equity market relative to the government bond rate.
 - Country risk premium = $\text{Default Spread} * \sigma_{\text{Country Equity}} / \sigma_{\text{Country Bond}}$
 - Example: The standard deviation in the Sensex in 2010 was 30%, whereas the standard deviation in the Indian government bond was 20%. The resulting country and total risk premiums are below:
 - Country risk premium for India = $3\% (30/20) = 4.5\%$
 - Total equity risk premium for India = $4.5\% + 4.5\% = 9\%$

Country Risk Premium January 2013

Canada	0.00%	5.80%
USA	0.00%	5.80%
N. America	0.00%	5.80%

Argentina	9.00%	14.80%
Belize	15.00%	20.80%
Bolivia	4.88%	10.68%
Brazil	2.63%	8.43%
Chile	1.05%	6.85%
Colombia	3.00%	8.80%
Costa Rica	3.00%	8.80%
Ecuador	10.50%	16.30%
El Salvador	4.88%	10.68%
Guatemala	3.60%	9.40%
Honduras	7.50%	13.30%
Mexico	2.25%	8.05%
Nicaragua	9.00%	14.80%
Panama	2.63%	8.43%
Paraguay	6.00%	11.80%
Peru	2.63%	8.43%
Uruguay	3.00%	8.80%
Venezuela	6.00%	11.80%
Latin America	3.38%	9.18%

Belgium	1.05%	6.85%
Germany	0.00%	5.80%
Portugal	4.88%	10.68%
Italy	2.63%	8.43%
Luxembourg	0.00%	5.80%
Austria	0.00%	5.80%
Denmark	0.00%	5.80%
France	0.38%	6.18%
Finland	0.00%	5.80%
Greece	10.50%	16.30%
Iceland	3.00%	8.80%
Ireland	3.60%	9.40%
Netherlands	0.00%	5.80%
Norway	0.00%	5.80%
Slovenia	2.63%	8.43%
Spain	3.00%	8.80%
Sweden	0.00%	5.80%
Switzerland	0.00%	5.80%
Turkey	3.60%	9.40%
UK	0.00%	5.80%
W.Europe	1.05%	6.85%

Angola	4.88%	10.68%
Botswana	1.50%	7.30%
Egypt	7.50%	13.30%
Kenya	6.00%	11.80%
Mauritius	2.25%	8.05%
Morocco	3.60%	9.40%
Namibia	3.00%	8.80%
Nigeria	4.88%	10.68%
Senegal	6.00%	11.80%
South Africa	2.25%	8.05%
Tunisia	3.00%	8.80%
Zambia	6.00%	11.80%
Africa	4.29%	10.09%

Albania	6.00%	11.80%
Armenia	4.13%	9.93%
Azerbaijan	3.00%	8.80%
Belarus	9.00%	14.80%
Bosnia & Herzegovina	9.00%	14.80%
Bulgaria	2.63%	8.43%
Croatia	3.00%	8.80%
Czech Republic	1.28%	7.08%
Estonia	1.28%	7.08%
Georgia	4.88%	10.68%
Hungary	3.60%	9.40%
Kazakhstan	2.63%	8.43%
Latvia	3.00%	8.80%
Lithuania	2.25%	8.05%
Moldova	9.00%	14.80%
Montenegro	4.88%	10.68%
Poland	1.50%	7.30%
Romania	3.00%	8.80%
Russia	2.25%	8.05%
Slovakia	1.50%	7.30%
Ukraine	9.00%	14.80%
E. Europe & Russia	2.68%	8.48%

Bahrain	2.25%	8.05%
Israel	1.28%	7.08%
Jordan	4.13%	9.93%
Kuwait	0.75%	6.55%
Lebanon	6.00%	11.80%
Oman	1.28%	7.08%
Qatar	0.75%	6.55%
Saudi Arabia	1.05%	6.85%
United Arab Emirates	0.75%	6.55%
Middle East	1.16%	6.96%

Bangladesh	4.88%	10.68%
Cambodia	7.50%	13.30%
China	1.05%	6.85%
Fiji Islands	6.00%	11.80%
Hong Kong	0.38%	6.18%
India	3.00%	8.80%
Indonesia	3.00%	8.80%
Japan	1.05%	6.85%
Korea	1.05%	6.85%
Macao	1.05%	6.85%
Malaysia	1.73%	7.53%
Mongolia	6.00%	11.80%
Pakistan	10.50%	16.30%
Papua New Guinea	6.00%	11.80%
Philippines	3.60%	9.40%
Singapore	0.00%	5.80%
Sri Lanka	6.00%	11.80%
Taiwan	1.05%	6.85%
Thailand	2.25%	8.05%
Vietnam	7.50%	13.30%
Asia	1.55%	7.35%

Australia	0.00%	5.80%
New Zealand	0.00%	5.80%
Australia & NZ	0.00%	5.80%

Black #: Total ERP
Red #: Country risk premium
AVG: GDP weighted average

Lesson 2: And you don't have to be an emerging market company to be exposed

71

- Source of revenues: Other things remaining equal, a company should be more exposed to risk in a country if it generates more of its revenues from that country. A Brazilian firm that generates the bulk of its revenues in Brazil should be more exposed to country risk than one that generates a smaller percent of its business within Brazil.
- Manufacturing facilities: Other things remaining equal, a firm that has all of its production facilities in Brazil should be more exposed to country risk than one which has production facilities spread over multiple countries. The problem will be accentuated for companies that cannot move their production facilities (mining and petroleum companies, for instance).
- Use of risk management products: Companies can use both options/futures markets and insurance to hedge some or a significant portion of country risk.

Measuring country risk exposure

72

- If we treat country risk as a separate risk factor and allow firms to have different exposures to country risk (perhaps based upon the proportion of their revenues come from non-domestic sales)
- $E(\text{Return}) = \text{Riskfree Rate} + b(\text{US premium}) + I(\text{Country ERP})$
- The easiest and most accessible data is on revenues. Most companies break their revenues down by region. One simplistic solution would be to do the following:
 - $\lambda = \% \text{ of revenues domestically firm} / \% \text{ of revenues domestically avg firm}$
 - Consider two firms – Tata Motors and Tata Consulting Services. In 2008-09, Tata Motors got about 91.37% of its revenues in India and TCS got 7.62%. The average Indian firm gets about 80% of its revenues in India:
 - $I_{\text{Tata Motors}} = 91\%/80\% = 1.14$
 - $I_{\text{TCS}} = 7.62\%/80\% = 0.09$
- There are two implications
 - A company's risk exposure is determined by where it does business and not by where it is located
 - Firms might be able to actively manage their country risk exposures

Lesson 3: Crossholdings are always a problem, but particularly so in emerging markets

73

- Holdings in other firms can be categorized into
 - ▣ Minority passive holdings, in which case only the dividend from the holdings is shown in the balance sheet
 - ▣ Minority active holdings, in which case the share of equity income is shown in the income statements
 - ▣ Majority active holdings, in which case the financial statements are consolidated.
- We tend to be sloppy in practice in dealing with cross holdings. After valuing the operating assets of a firm, using consolidated statements, it is common to add on the balance sheet value of minority holdings (which are in book value terms) and subtract out the minority interests (again in book value terms), representing the portion of the consolidated company that does not belong to the parent company.

How to value holdings in other firms.. In a perfect world..

74

- In a perfect world, we would strip the parent company from its subsidiaries and value each one separately. The value of the combined firm will be
 - ▣ Value of parent company + Proportion of value of each subsidiary
- To do this right, you will need to be provided detailed information on each subsidiary to estimated cash flows and discount rates.

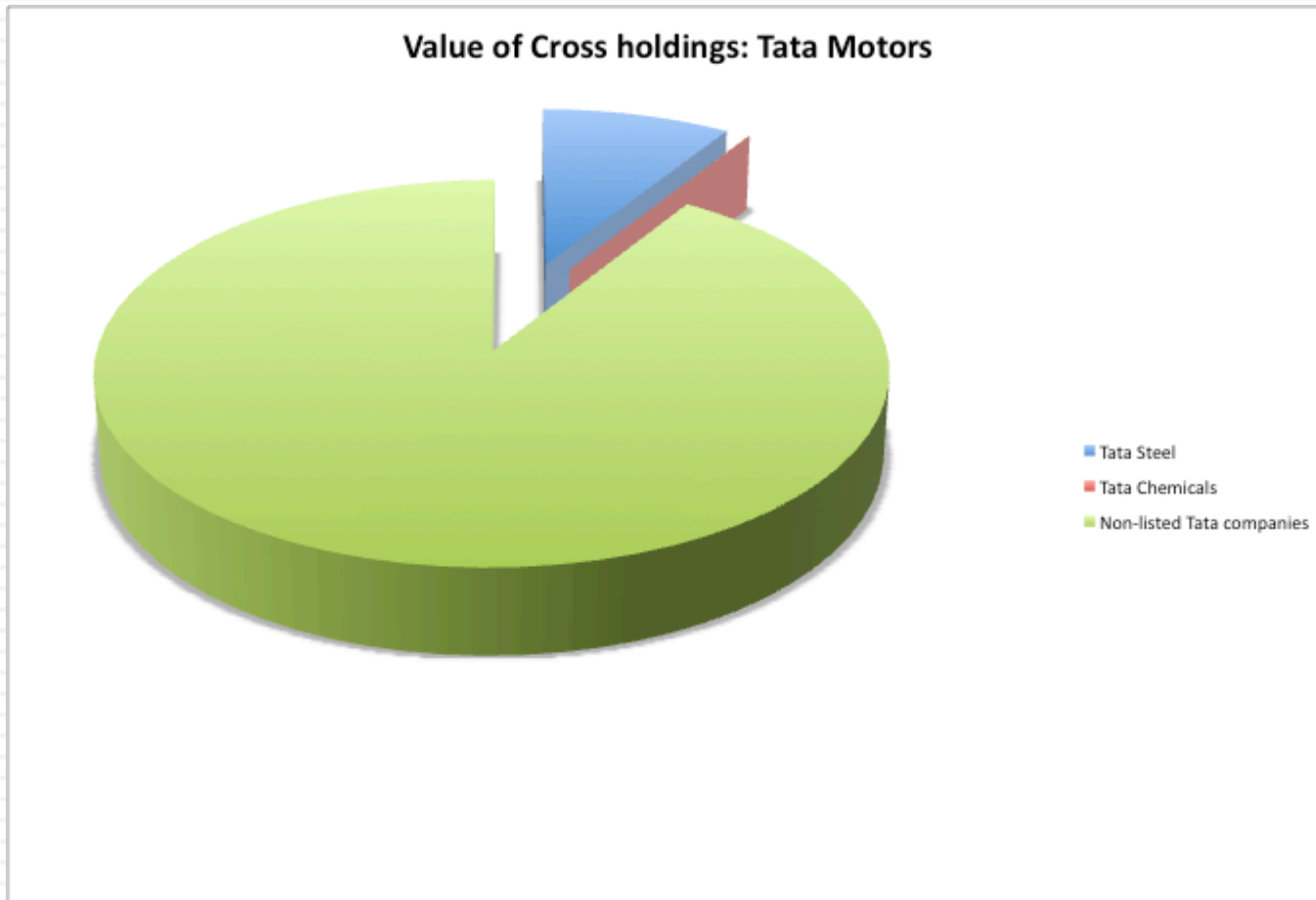
Two compromise solutions...

75

- The market value solution: When the subsidiaries are publicly traded, you could use their traded market capitalizations to estimate the values of the cross holdings. You do risk carrying into your valuation any mistakes that the market may be making in valuation.
- The relative value solution: When there are too many cross holdings to value separately or when there is insufficient information provided on cross holdings, you can convert the book values of holdings that you have on the balance sheet (for both minority holdings and minority interests in majority holdings) by using the average price to book value ratio of the sector in which the subsidiaries operate.

Tata Motor's Cross Holdings

76



Lesson 4: Success can be sometimes peril for your survival...

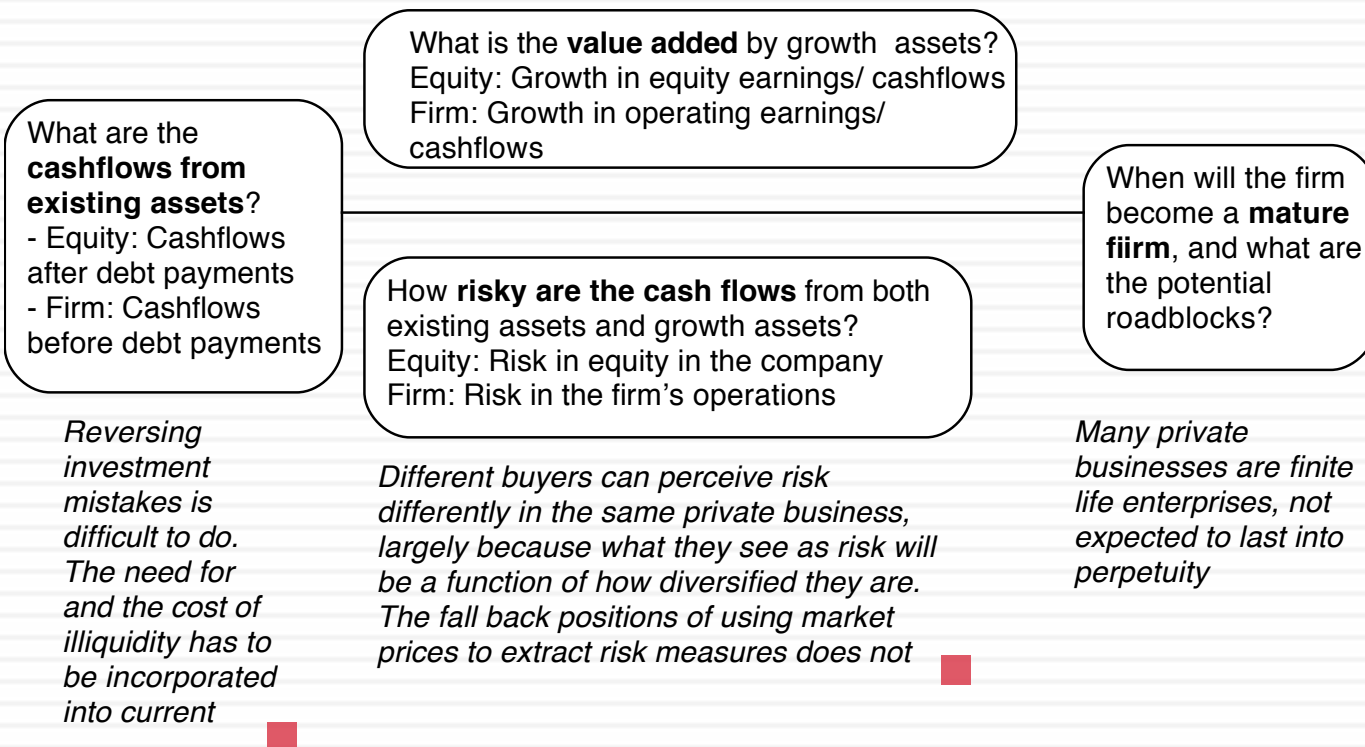
77

- Assume that you are valuing Venex, a Venezuelan business and have estimated a value of US \$10 billion for the business, which has a book value of \$ 1 billion.
- Now assume that there is a 30% chance that your business may be nationalized and that you will receive fair market value, if it is. What is your estimate of value for Venex.
- How would your answer change if you were told that you receive book value, if you are nationalized?

VIII. Valuing Companies across the ownership cycle

78

Reported income and balance sheet are heavily affected by tax considerations rather than information disclosure requirements. The line between the personal and business expenses is a fine one.



Kristin's Kandy: Valuation in March 2006

Current Cashflow to Firm
 EBIT(1-t) : 300
 - Nt CpX 100
 - Chg WC 40
 = FCFF 160
 Reinvestment Rate = 46.67%

Reinvestment Rate
 46.67%

Expected Growth in EBIT (1-t)
 $.4667 * .1364 = .0636$
6.36%

Return on Capital
 13.64%

Stable Growth
 $g = 4\%$; Beta = 3.00;
 ROC = 12.54%
 Reinvestment Rate = 31.90%

Terminal Value₅ = $289 / (.1254 - .04) = 3,403$

Firm Value: 2,571
 + Cash 125
 - Debt: 900
 = Equity 1,796
 - Illiq Discount 12.5%
 Adj Value 1,571

Year	1	2	3	4	5	Term Yr
EBIT (1-t)	\$319	\$339	\$361	\$384	\$408	425
- Reinvestment	\$149	\$158	\$168	\$179	\$191	136
=FCFF	\$170	\$181	\$193	\$205	\$218	289

Discount at Cost of Capital (WACC) = $16.26\% (.70) + 3.30\% (.30) = 12.37\%$

Cost of Equity
 16.26%

Cost of Debt
 $(4.5\% + 1.00)(1 - .40) = 3.30\%$
 Synthetic rating = A-

Weights
 E = 70% D = 30%

Riskfree Rate:
 Riskfree rate = 4.50%
 (10-year T.Bond rate)

Total Beta
 2.94

X

Risk Premium
 4.00%

+
 1/3 of risk is market risk

Adjusted for ownrer non-diversification

Market Beta: 0.98

Mature risk premium 4%

Country Risk Premium 0%

Unlevered Beta for Sectors: 0.78

Firm's D/E Ratio: 30/70

Lesson 1: In private businesses, risk in the eyes of the “beholder” (buyer)

80

Private business owner with entire wealth invested in the business

Venture capitalist, with multiple holdings in the sector.

Public company investor with diversified portfolio

Exposed to all risk in the company. Total beta measures exposure to total risk. Total Beta = Market Beta/ Correlation of firm with market

Partially diversified. Diversify away some firm specific risk but not all. Beta will fall between total and market beta.

Firm-specific risk is diversified away. Market or macro risk exposure captured in a market beta or betas.

Three assessment tools when the buyer falls in the middle...

81

- Build up: Start with cost of equity for a “diversified” investor and add premiums (based upon historical data) for other variables that capture the additional risk borne by “typical” buyer of a private business.
 - Strength: Numbers seem strong because they are backed up by data
 - Weakness: (1) Premiums are all from public markets (2) Double counting
- Total Beta plus: Look at potential buyer (what else the buyer has in his or her portfolio), assess the correlation of that portfolio with the market and estimate a “customized” total beta.
 - Strength: Ties the cost of equity to the buyer, as it should.
 - Weaknesses: (1) Buyers are under no obligation to give you this information (2) Treats private markets as extensions of public ones
- Survey: Find out what buyers of private businesses are demanding as a rate of return when they value private businesses.
 - Strength: Agnostic on risk and return models
 - Weakness: (1) Wide differences in what “required” means across survey respondents (2) Circular logic (3) Works if private capital markets are separate and unconnected to public markets.

Lesson 2: With private firm financial statements, trust but verify..

82

- Different Accounting Standards: The accounting statements for private firms are often based upon different accounting standards than public firms, which operate under much tighter constraints on what to report and when to report.
- Intermingling of personal and business expenses: In the case of private firms, some personal expenses may be reported as business expenses.
- Separating “Salaries” from “Dividends”: It is difficult to tell where salaries end and dividends begin in a private firm, since they both end up with the owner.
- The Key person issue: In some private businesses, with a personal component, the cashflows may be intertwined with the owner being part of the business.

Lesson 3: Illiquidity is a clear and present danger..

83

- In private company valuation, illiquidity is a constant theme. All the talk, though, seems to lead to a rule of thumb. The illiquidity discount for a private firm is between 20-30% and does not vary across private firms.
- But illiquidity should vary across:
 - Companies: Healthier and larger companies, with more liquid assets, should have smaller discounts than money-losing smaller businesses with more illiquid assets.
 - Time: Liquidity is worth more when the economy is doing badly and credit is tough to come by than when markets are booming.
 - Buyers: Liquidity is worth more to buyers who have shorter time horizons and greater cash needs than for longer term investors who don't need the cash and are willing to hold the investment.

The “standard” approaches to estimating illiquidity discounts...

84

- Restricted stock: These are stock issued by publicly traded companies to the market that bypass the SEC registration process but the stock cannot be traded for one year after the issue.
- Pre-IPO transactions: These are transactions prior to initial public offerings where equity investors in the private firm buy (sell) each other's stakes.
- In both cases, the discount is estimated to be the difference between the market price of the liquid asset and the observed transaction price of the illiquid asset.
 - $\text{Discount Restricted stock} = \text{Stock price} - \text{Price on restricted stock offering}$
 - $\text{Discount IPO} = \text{IPO offering price} - \text{Price on pre-IPO transaction}$

The “alternative” approaches

85

- Bid-ask spreads: All traded assets are illiquid. The bid ask spread, measuring the difference between the price at which you can buy and sell the asset at the same point in time is the illiquidity measure. If we can extrapolate what we know about bid ask spreads with public companies into the private company space, we could have a more dynamic, complete measure of illiquidity.
 - $\text{Spread} = 0.145 - 0.0022 \ln(\text{Annual Revenues}) - 0.015 (\text{DERN}) - 0.016 (\text{Cash/Firm Value}) - 0.11 (\text{\$ Monthly trading volume/ Firm Value})$
- Option pricing: Liquidity can be viewed as a put option, where you get the right to sell at the prevailing market price. Illiquidity can therefore be viewed as the loss of this put option.

Closing Thoughts...

86

- Valuation becomes more difficult as we move away from the standard script: money making manufacturing companies with long histories.
- When valuation becomes more difficult, you will be tempted to abandon first principles in valuation and told that discounted cash flow (and intrinsic) valuation don't work for "these" companies. Instead, you will be asked to look at alternate metrics and models to price these companies.
- The architecture of conventional valuation is strong enough to allow us to value any company, but it does require us to be flexible (in our approaches and use of models) and creative (in making estimates and dealing with uncertainty).
- The payoff to doing intrinsic valuation is greatest with these "difficult to value" companies, because most people give up.

Back to Lemmings...

87

