Private Equity: Beyond the “storytelling”

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The “private equity” debate: Key questions

1. What is private equity investing?
2. Who are these “private” equity investors?
3. Who do they target?
4. What do they do at these targets?
5. Do they make money?
6. Do they do good or bad?

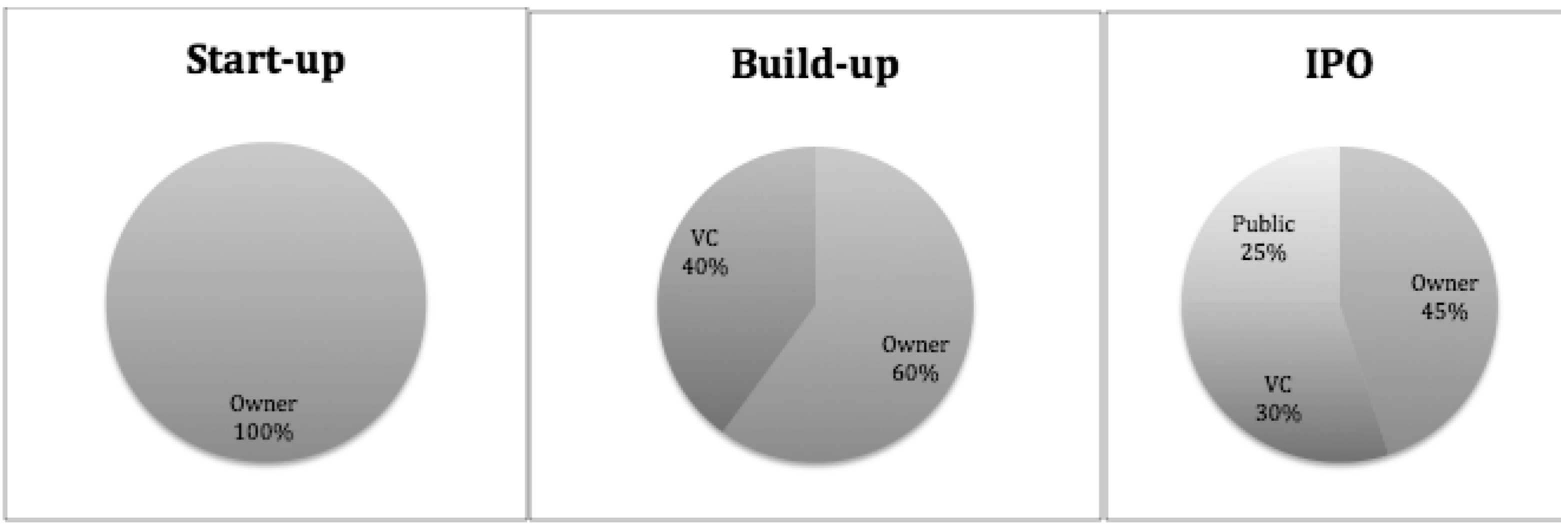
What is private equity?

To understand private equity, you have to go back to the basics..

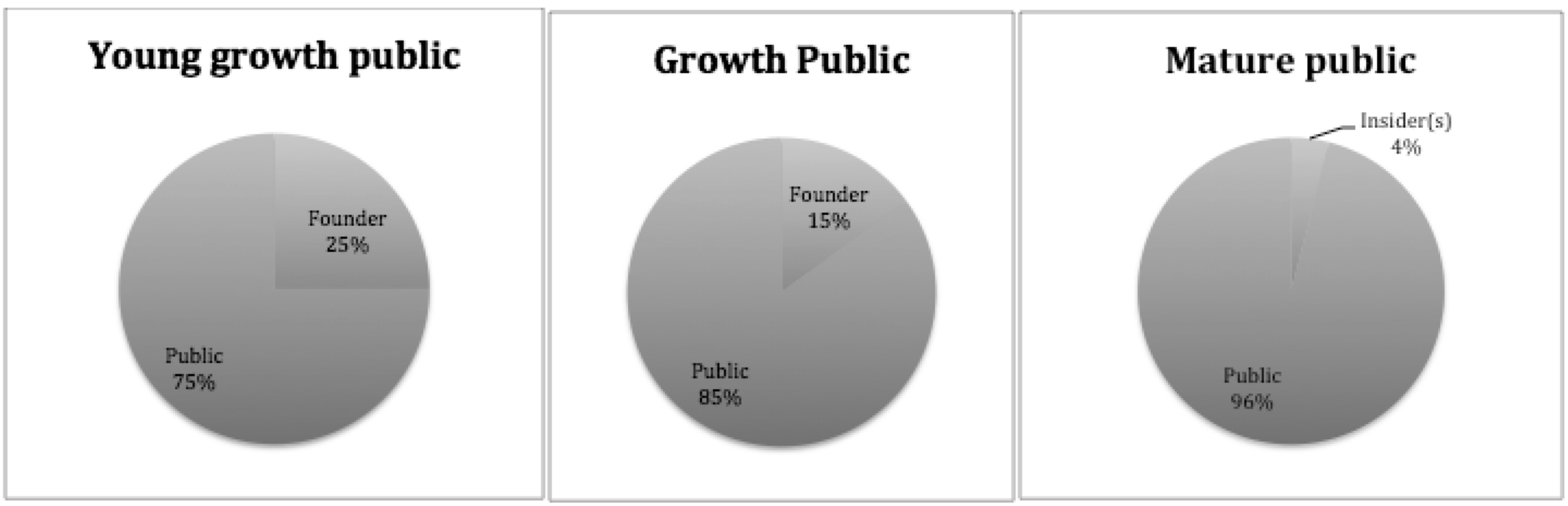
Assets			Liabilities
Value of inestments you have already made as a company over your history. Their value is updated to reflect their current cash flow potential.	Assets in Place	Debt	Lenders, both short and long term, get first claim whatever cash flow is generated by the firm.
Value of investments you expect the company to take int the future. This value rests on perceptions of the opportunities you see for the firm.	Growth Assets	Equity	Equity investors get whatever is left over, after meeting the debt obligations.

Sources of equity
Private: Owner, Venture Capital, Institutions
Public: Stockholders (individual, institutional)

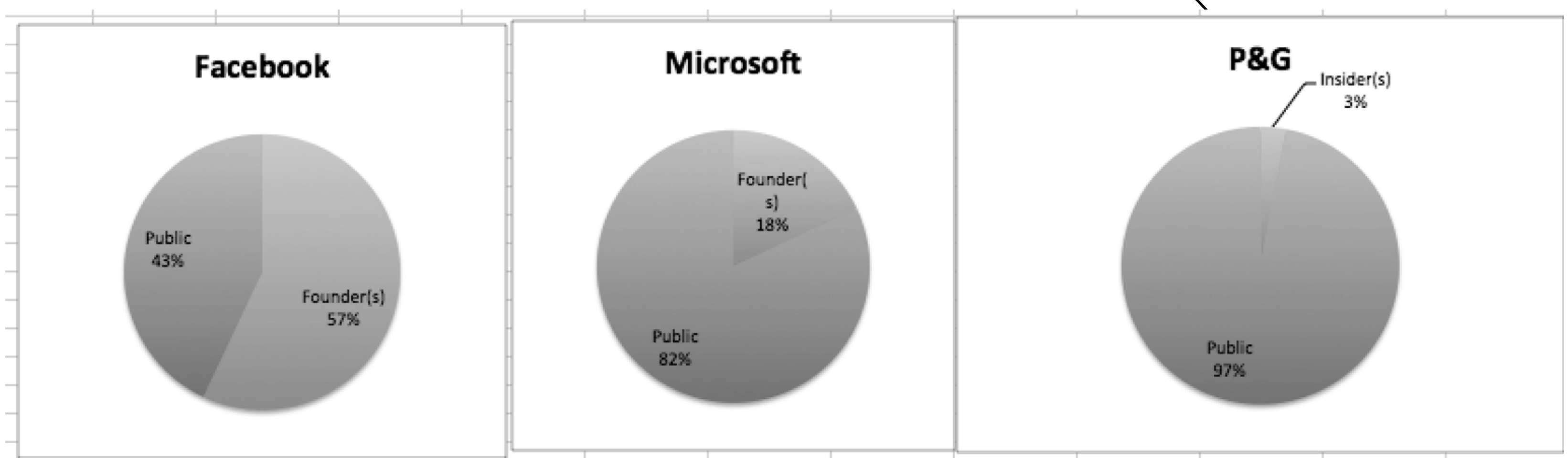
An idea business to IPO



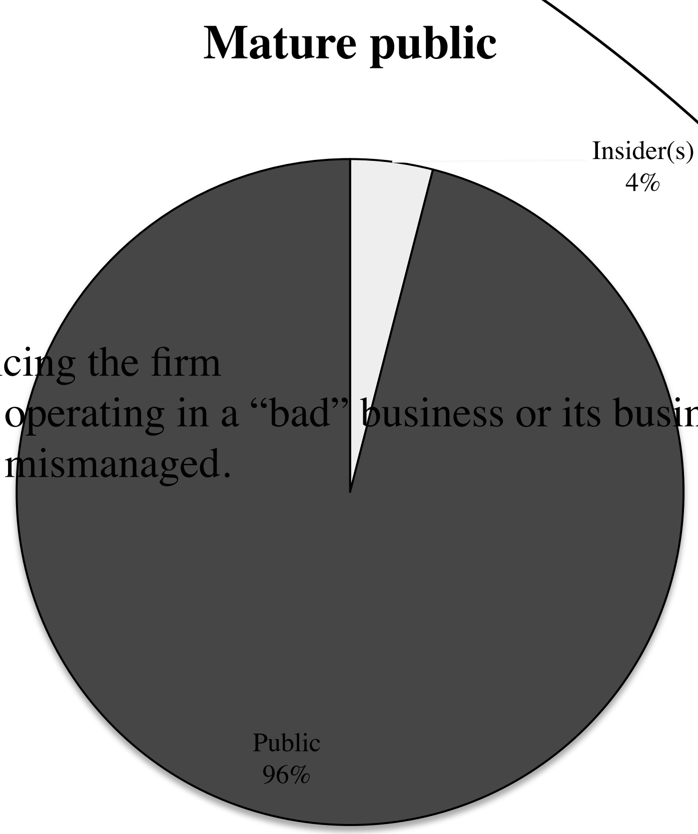
A public company matures…



A real world picture…

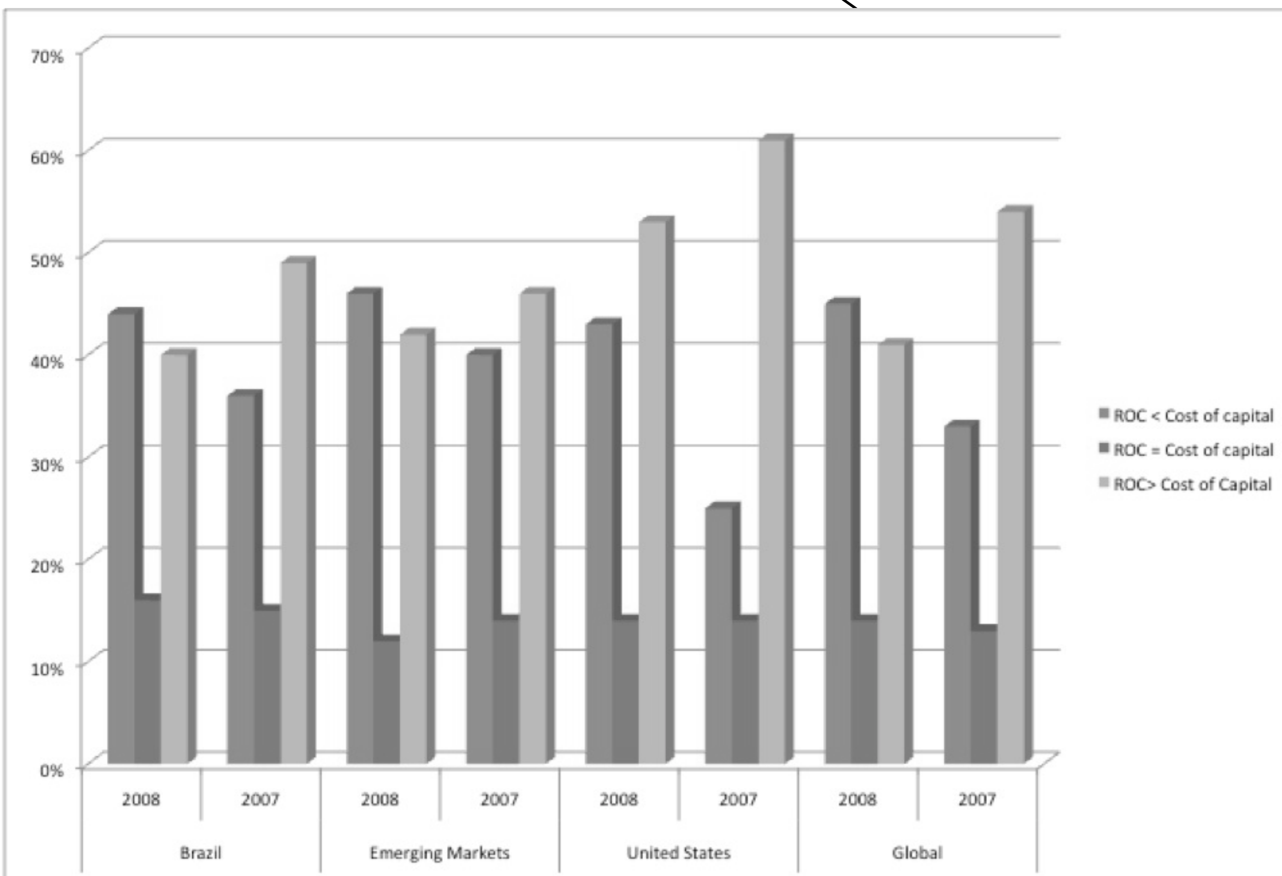


The “corporate governance” and “market” problems…

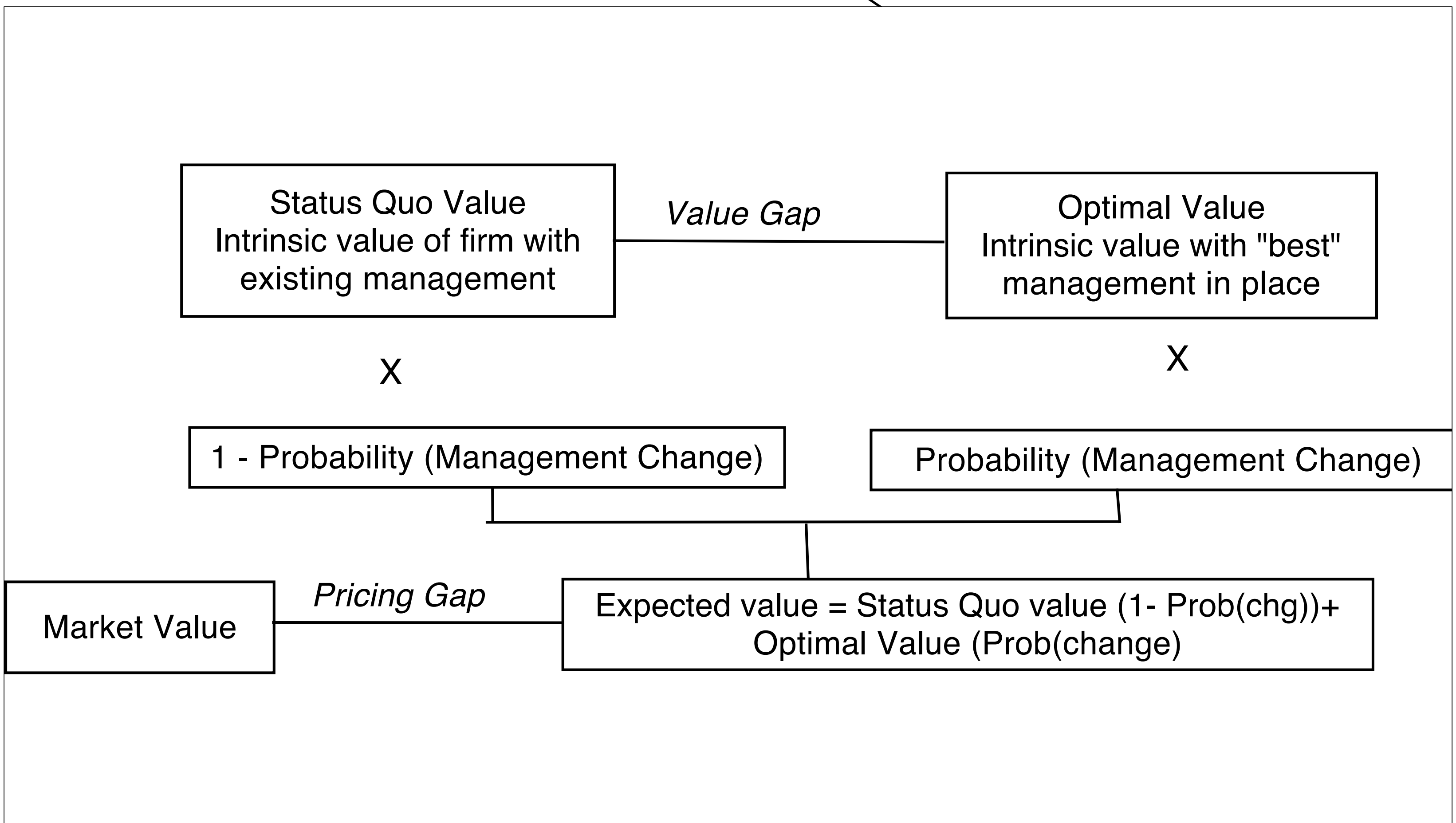


1. Market may be mispricing the firm
2. The company may be operating in a “bad” business or its business model could be broken.
3. The company may be mismanaged.

And there are lots of "poor" performing companies in the market



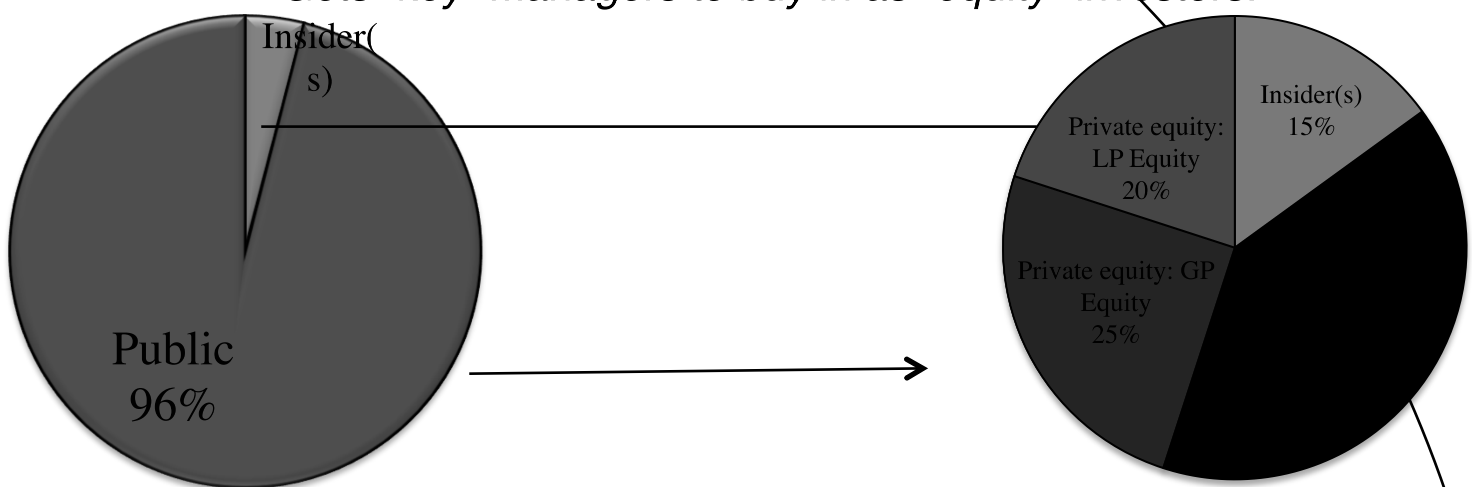
A "road map" for "value" creation



Provide an entrée for private equity

Mature public **Private equity**

Gets "key" managers to buy in as "equity" investors.



The general partners (GP) of the PE firm raise equity capital from limited partner (LP) "equity investors and borrow the rest

The time line for PE… with risks at each stage

"Public" company acquired with mix of debt & equity and taken private

Run as a private company, with changes made to asset mix and operations

"Fixed" company is taken back public or sold to a public company.

Private equity investors come up with the equity portion of the transaction

Risks
1. Wrong target
2. Too high a price

Private equity investors provide "management" and "strategic" input, and receive management fees and residual cash payouts.

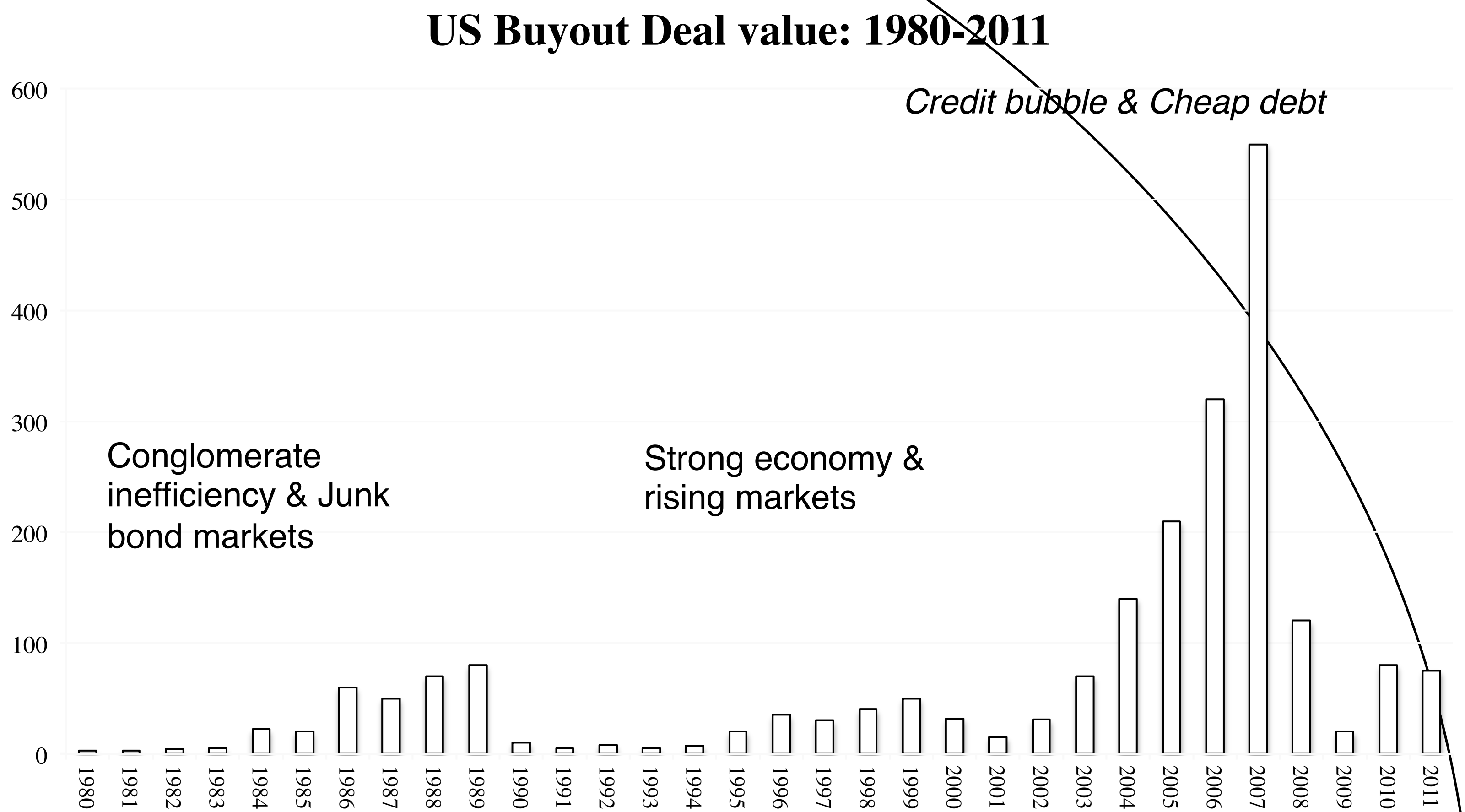
Risks
If business model fails or economy weakens:
1. Asset sales disappoint
2. Too much debt

Private equity investors sell their equity stake in the public market at market prices.

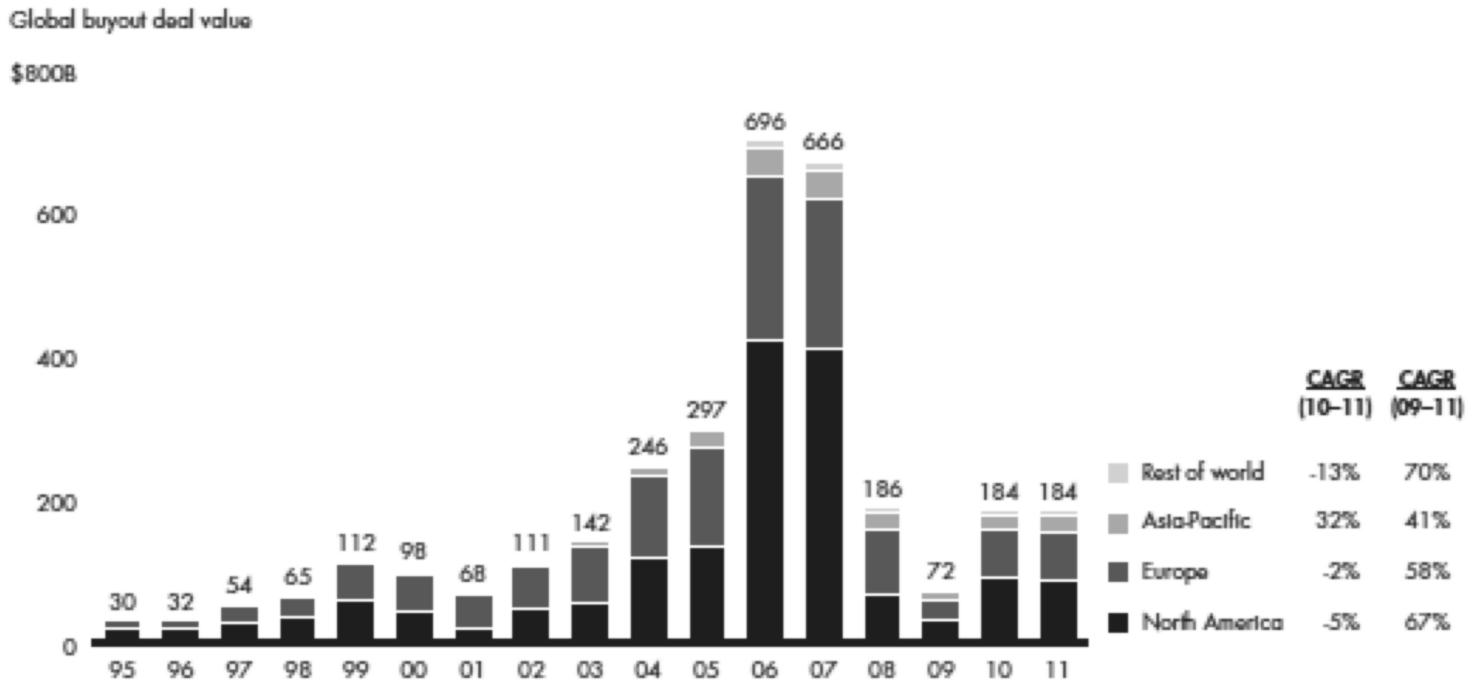
Risks
Market/Sector weakness leads to poor exit values

Who are these “private” equity investors?

Private equity has grown over time… but remains cyclical



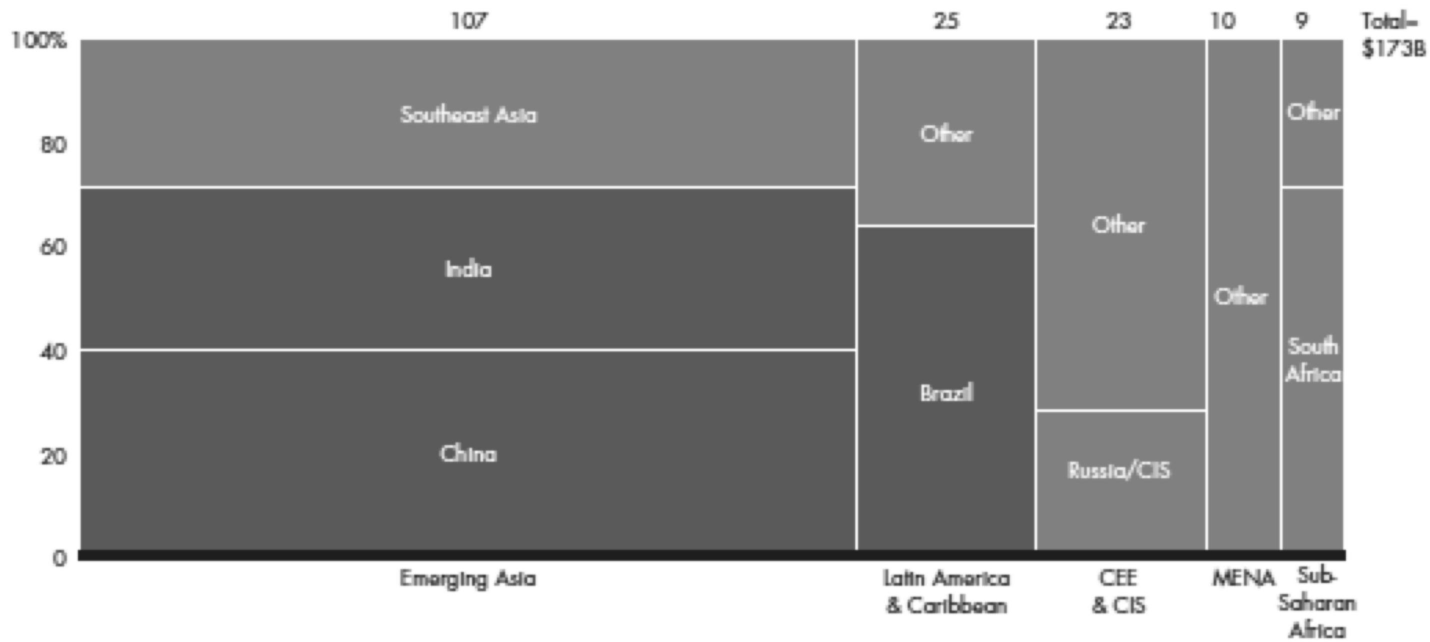
And it is an increasingly global phenomenon



Notes: Excludes add-ons, loan-to-own transactions and acquisitions of bankrupt assets; based on announcement data;
Includes announced deals that are completed or pending, with data subject to change; geography based on the location of targets
Source: Dealogic

With Emerging Market companies leading the way…

Emerging-market PE capital investment by region 2007–Q3 2011



Notes: Includes equity capital invested (excludes debt); excludes real estate, infrastructure and secondary transactions; excludes activity by hedge funds, captive funds and government-backed funds; Emerging Asia excludes Australia, New Zealand and Japan
Source: EMPEA

Here are the biggest players..

Rank		Fund manager	Headquarters	PEI 300 Five-Year Fundraising Total ($m)
1	◁▷	TPG	Fort Worth (Texas)	$49,897.00
2	▲	The Blackstone Group	New York	$49,638.30
3	▲	Kohlberg Kravis Roberts	New York	$47,689.87
4	▼	Goldman Sachs Principal Investment Area	New York	$43,469.25
5	▼	The Carlyle Group	Washington, DC	$30,741.39
6	▲	CVC Capital Partners	London	$25,068.77
7	▲	Apax Partners	London	$22,823.88
8	▼	Apollo Global Management	New York	$21,035.00
9	▼	Bain Capital	Boston	$21,033.49
10	▲	Oaktree Capital Management	Los Angeles	$17,632.31
11	▼	Hellman & Friedman	San Francisco	$17,200.00
12	◁▷	General Atlantic	Greenwich (Connecticut)	$16,800.00
13	▲	Providence Equity Partners	Providence (Rhode Island)	$16,300.00
14	◁▷	Cerberus Capital Management	New York	$15,900.00

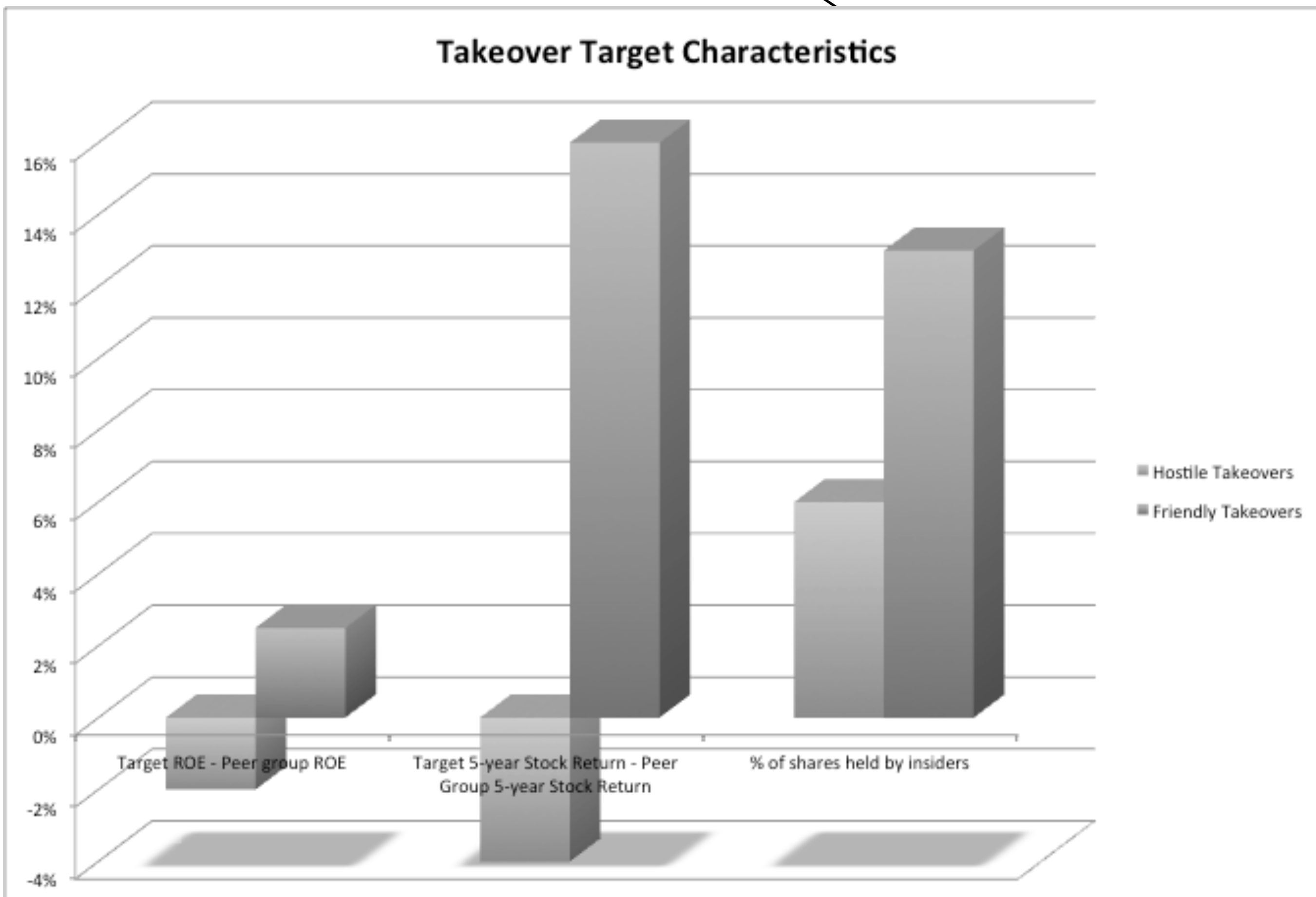
But many of these institutions have individuals behind them…

Activist Investor	Firm	Location
Brett Icahn	Icahn Associates (Carl Icahn)	New York, NY
Bryant Riley	Riley Investment Management	Los Angeles, CA
Carl Icahn	Icahn Associates (Carl Icahn)	New York, NY
Chris Hohn	The Children's Investment Fund Mgmt	London
Clay Lifflander	Millbrook Capital Management (MMI)	New York, NY
Daniel Loeb	Third Point Management Company	New York, NY
Dr. Joseph Mark Mobius	Templeton Asset Management	Singapore
Ed Bosek	Beacon Light Capital	New York, NY
Glenn Greenberg	Brave Warrior Advisors	New York, NY
Glenn J. Krevlin	Glenhill Capital Management LLC	New York, NY
Gregory Taxin	Spotlight Capital Management	New York, NY
John S. Dyson	Millbrook Capital Management (MMI)	New York, NY
Mario D. Cibelli	Cibelli Capital Management	New York, NY
Mario J. Gabelli	GAMCO Asset Management	Rye, NY
Mark N. Lampert	Biotechnology Value Fund Partners	Chicago, IL
Max Holmes	Plainfield Asset Management LLC	Stanford, CT
Nelson Peltz	Trian Group	New York, NY
Peter Schoenfeld	P. Schoenfeld Asset Management LLC	New York, NY
Philip Falcone	Harbinger Capital Partners LLC	New York, NY
Ralph Whitworth	Relational Investors LLC	San Diego, CA
Richard Breeden	Breeden Capital Management	Greenwich, CT
Richard Rofe	Arcadia Capital Advisors LLC	New York, NY
Rick Barry	Eastbourne Capital Management	San Rafael, CA
Stanley P. Gold	Shamrock Capital Advisors	Burbank, CA
Stephen A. Schwarzman	The Blackstone Group	New York, NY
T. Boone Pickens	BP Capital Management	Dallas, TX
Thomas R. Hudson Jr.	Doubloon Capital LLC	Norwalk, CT
Whitney Tilson	T2 Partners LLC	New York, NY
William Edwards	Palo Alto Investors	Palo Alto, CA

Who do they target?

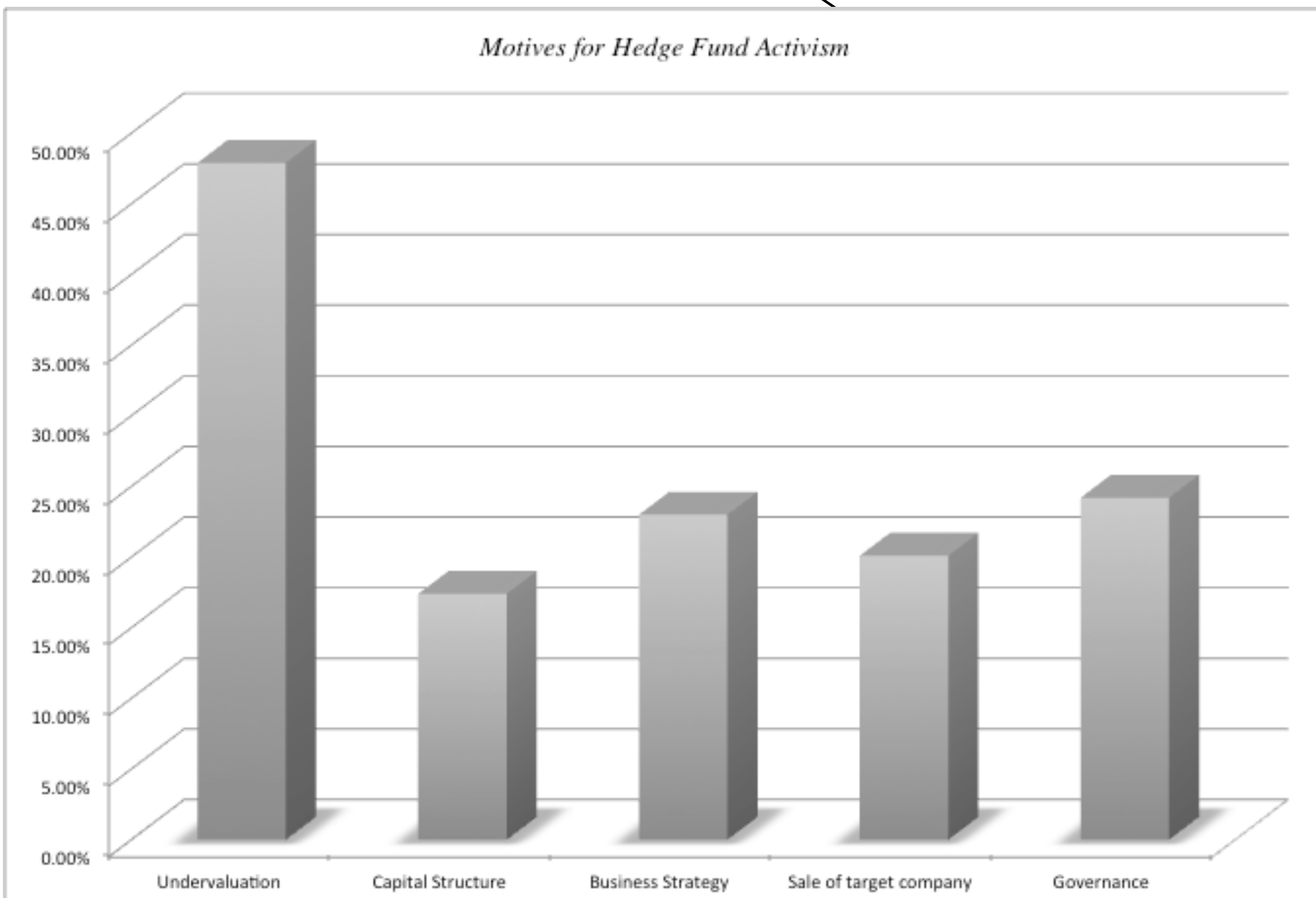
Who do they target?

The typical target company in a PE buyout is one that is under performing its peer group in profitability and stock price performance, and with relatively small insider holdings.



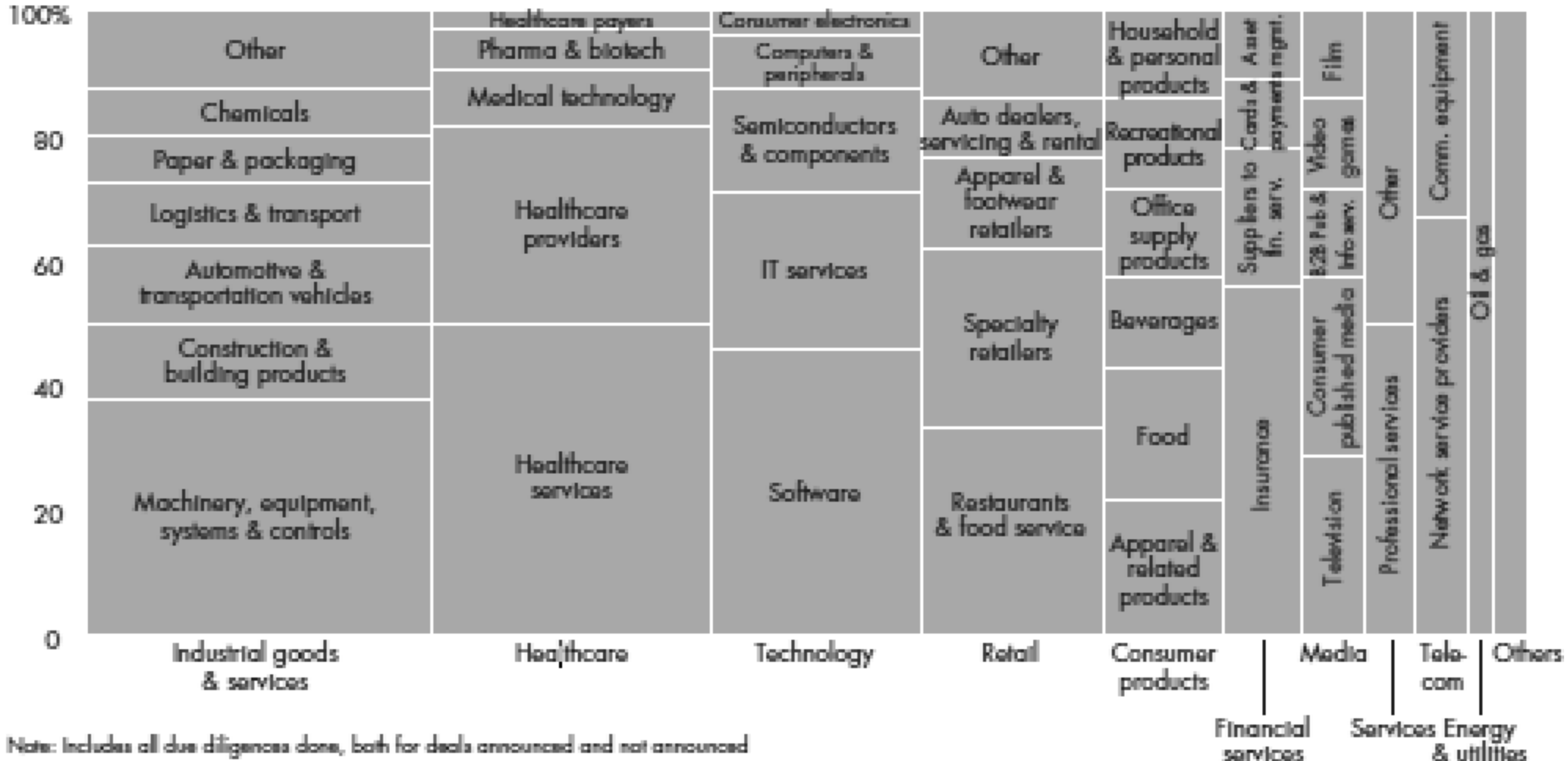
And what are their reasons?

You have to be able to buy the target company at the right price.



And are spread around sectors…

Americas PE due diligences (count by sector; 2011)



Note: Includes all due diligences done, both for deals announced and not announced
Source: Bain analysis

And what do they try to do at these firms?

(1) How well do you manage your existing investments/assets?
a. Cost cutting
b. Asset divestitures
c. Tax management
d. Working capital management

(2) Are you investing optimally fo future growth?
a. If ROC < WACC, invest less
b. If ROC > WACC, invest more

(3) Is there scope for more efficient utilization of exsting assets?

Growth from new investments
Growth created by making new investments; function of amount and quality of investments

Efficiency Growth
Growth generated by using existing assets better

Cashflows from existing assets
Cashflows before debt payments, but after taxes and reinvestment to maintain exising assets

Expected Growth during high growth period

Stable growth firm, with no or very limited excess returns

Length of the high growth period
Since value creating growth requires excess returns, this is a function of
- Magnitude of competitive advantages
- Sustainability of competitive advantages

(4) Are you building on your competitive advantages?
a. Augment existing advantages
b. Find new barriers to entry

(5) Are you using the right amount and kind of debt for your firm?
a. Change mix of debt and equity
b. Match debt to assets
c. Make your products less discrtionary
d. Reduce fixed costs

Cost of capital to apply to discounting cashflows
Determined by
- Operating risk of the company
- Default risk of the company
- Mix of debt and equity used in financing

With young growth firms, start of the life cycle: Focus on (2)
With established growth firms, later in life cycle: Focus on (2, (4) and (5)
With mature firms, middle of life cycle: Focus on (1), (3) and (5)
With declining firms, end of life cycle: Focus on (1) and (5)

On the "governance" part… they push for changes

- Board of directors: The board of directors at target firms is picked by the equity investors in the buyout deal and therefore is more active in overseeing management.
  - Boards of the targeted firms tend to become smaller and meet more frequently after buyouts.
  - More of the directors are picked for their expertise in the target firm's business
- Top management: While some of the managers in the target firm are part of the buyout team, there is also a greater push on accountability and compensation:
  - The likelihood of CEO turnover jumps at firms that have been, increasing 5.5% after the targeting. One study found that two-thirds of CEO of buyout companies were replaced within four years of buyout.
  - CEO compensation decreases in the targeted firms in the years after the activism, with pay tied more closely to performance.

On the operating end… less in invested back into existing businesses…

- The firms that are targeted by PE investors tend to be investing less in their businesses than their peer group even before the PE and there is a decline in that reinvestment after the PE.

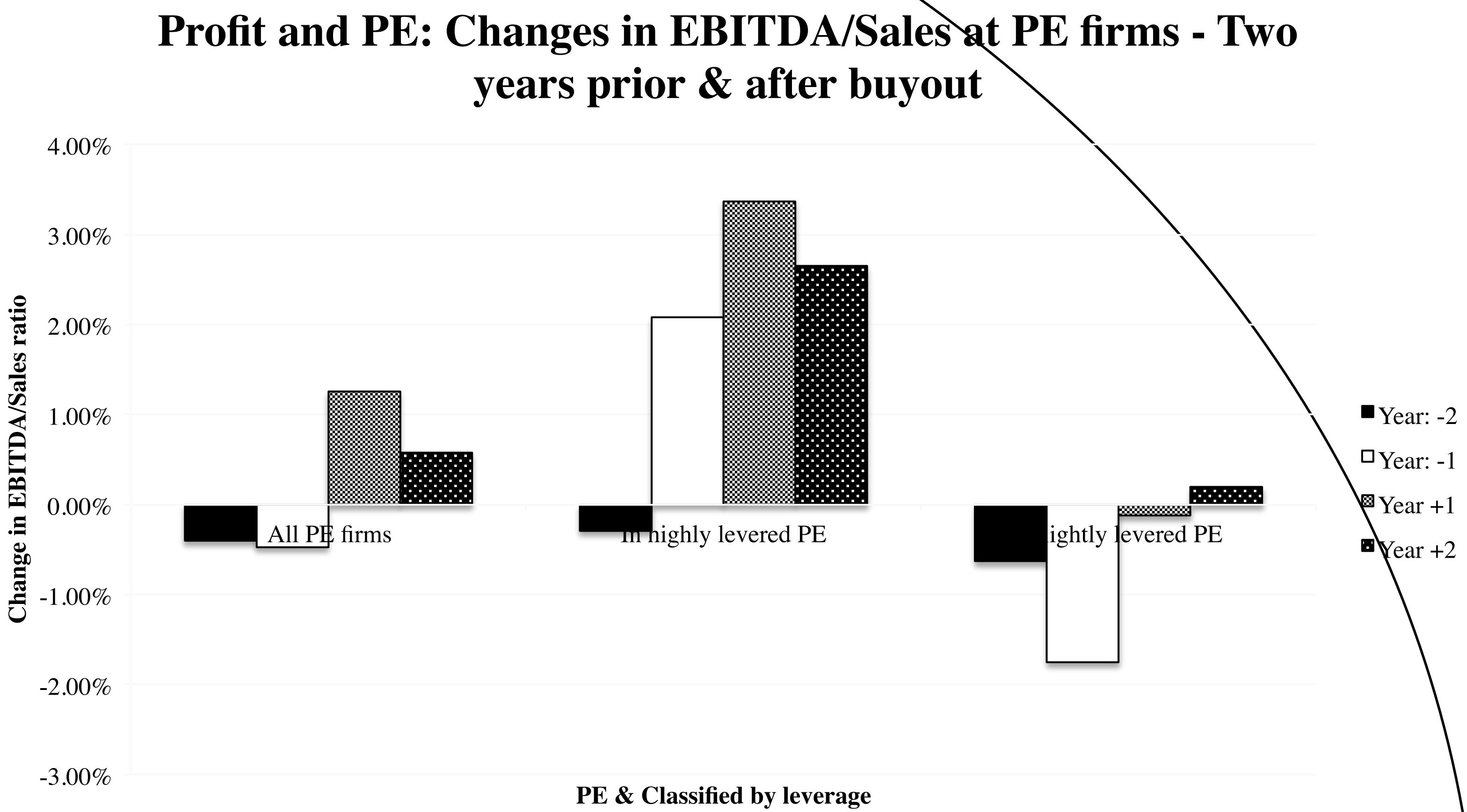
Cap ex as % of total assets

- When growth firms are targeted by PE groups, there is no perceptible decrease in R&D and other investments after the buyout.

And there is asset redeployment

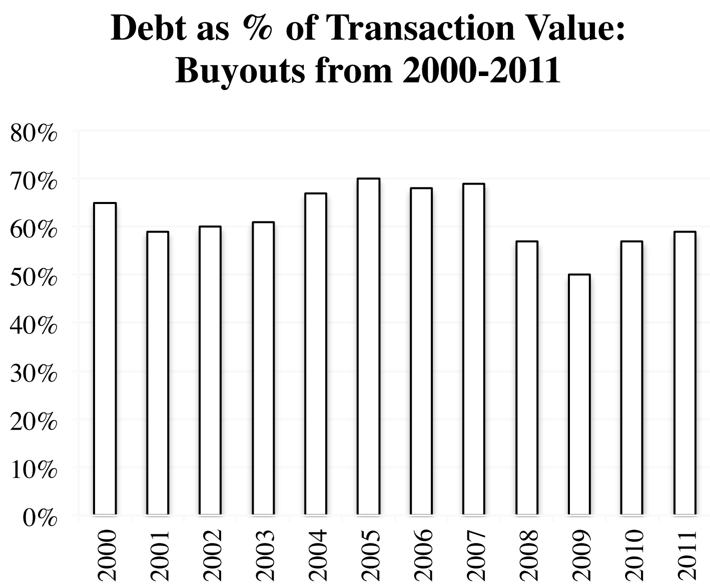
- There is an increase in divestitures, especially in non-core businesses, for firms with business sprawl.
- There is very little evidence of wanton stripping of assets for cash, i.e., the divestitures are generally not overboard are driven by the need to service debt.
- At the same time, many targeted firms find new businesses to invest in and change their asset mix.

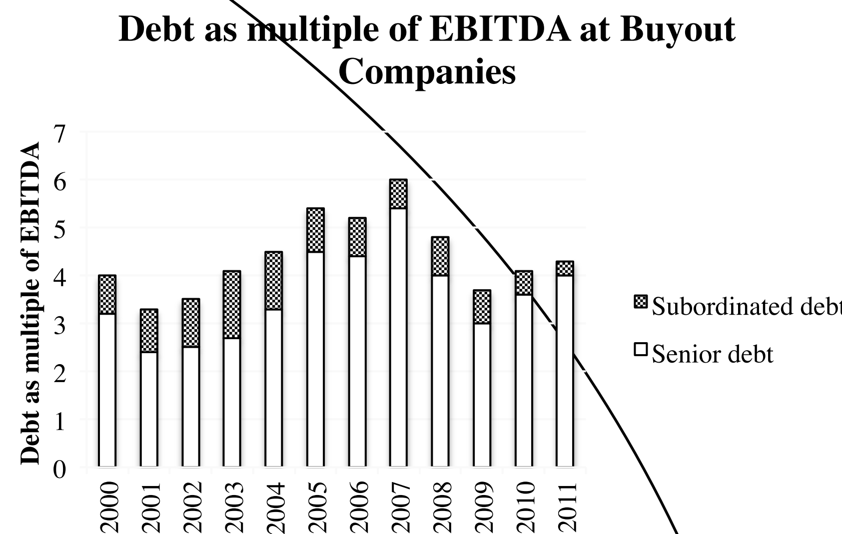
With effects on profitability…



Target firms come into buyouts with declining profitability in the two years prior but see improvements in the two years after, and more so in highly levered firms.

On the financial front… they do borrow money to finance the deal..



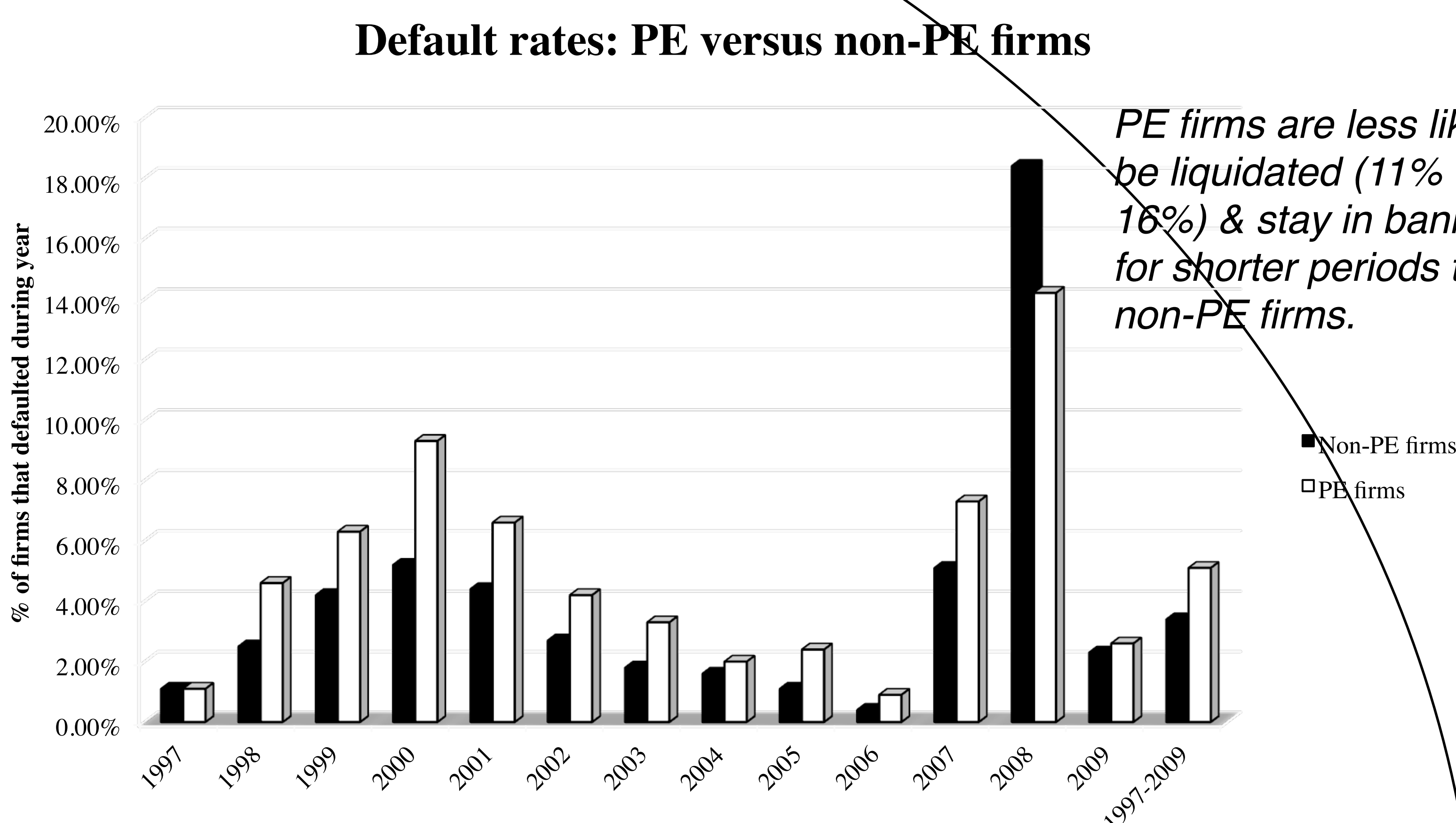


PE investors use more debt in funding transactions than other public companies.

Default risk increase as debt increases as % of value and cash flows

Existing bondholders/lenders may be adversely affected, if they did not protect themselves.

But the PE record on default is only slightly worse than it is for non-PE firms with similar leverage…



PE firms are less likely to be liquidated (11% vs 16%) & stay in bankruptcy for shorter periods than non-PE firms.

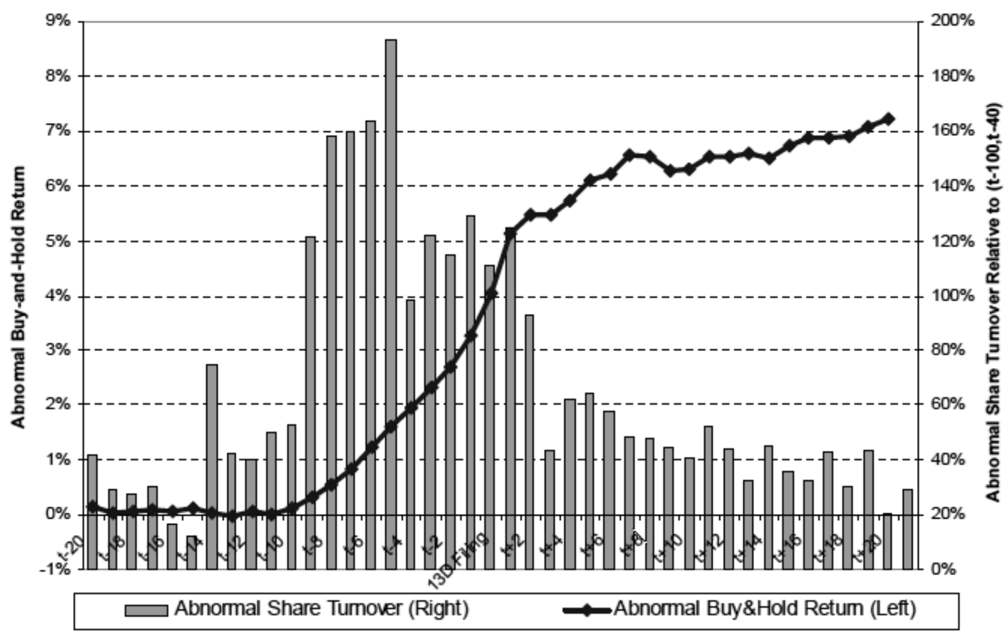
One study found that only 1.2% of PE firms defaulted between 1980 & 2002. In contrast, the default rate across all publicly traded firms was 1.6%.

And on dividend policy, there is little evidence that PE firms strip firms and cash out…

- Special dividends: While there are some who fear that PE investors pay themselves large dividends right after they take over target firms, special dividends remain rare. A study of 788 private equity targets, tracked from 1993 to 2009 found only 42 instances of special dividends paid to PE investors.
- Asset strips: While there are undoubtedly some PE houses that turn target companies into ATMs, selling assets and drawing cash out of them, they are not the norm.

Do they make money?

When the transaction is announced…



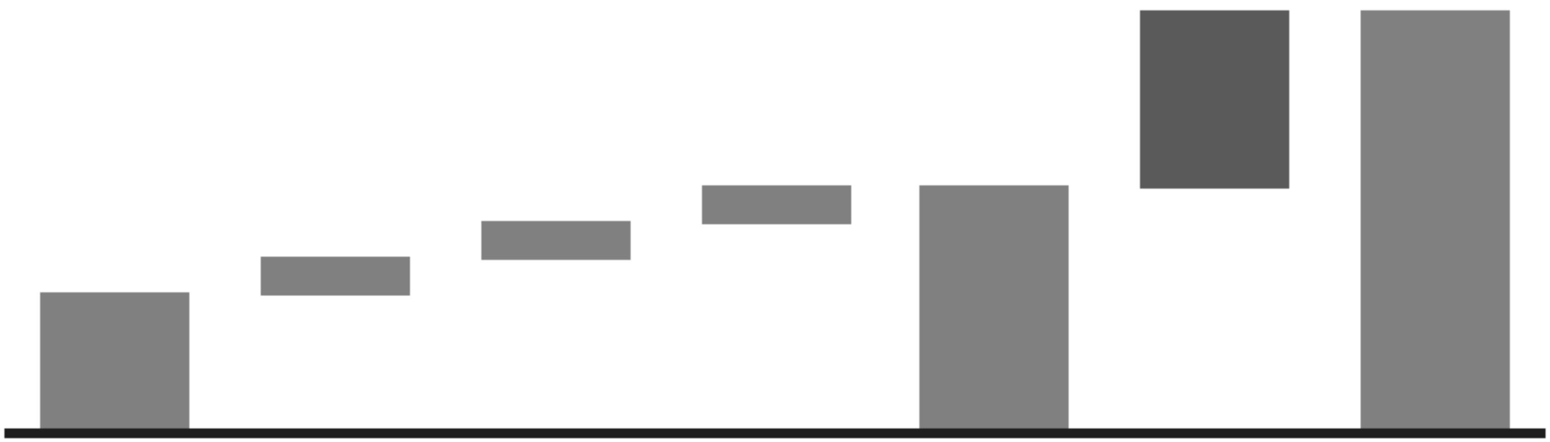
Note: The solid line (left axis) plots the average buy-and-hold return around the Schedule 13D filing, in excess of the buy-and-hold return of the value-weight market, from 20 days prior the 13D file date to 20 days afterwards. The bars (right axis) plot the increase (in percentage points) in the share trading turnover during the same time window compared to the average turnover rate during the preceding (-100, -40) event window.

Ways for PE to generate profits from the transaction

- Management fees: When the PE investor runs the company as a private business, the company will pay management fees for the services rendered by the PE investor.
- Make equity stake more valuable before exit: By finding market mistakes, making operating fixed or through financial engineering, try to reap the difference in value at exit (by taking company back public or by selling in a private transaction).

Breaking down the returns to PE investors

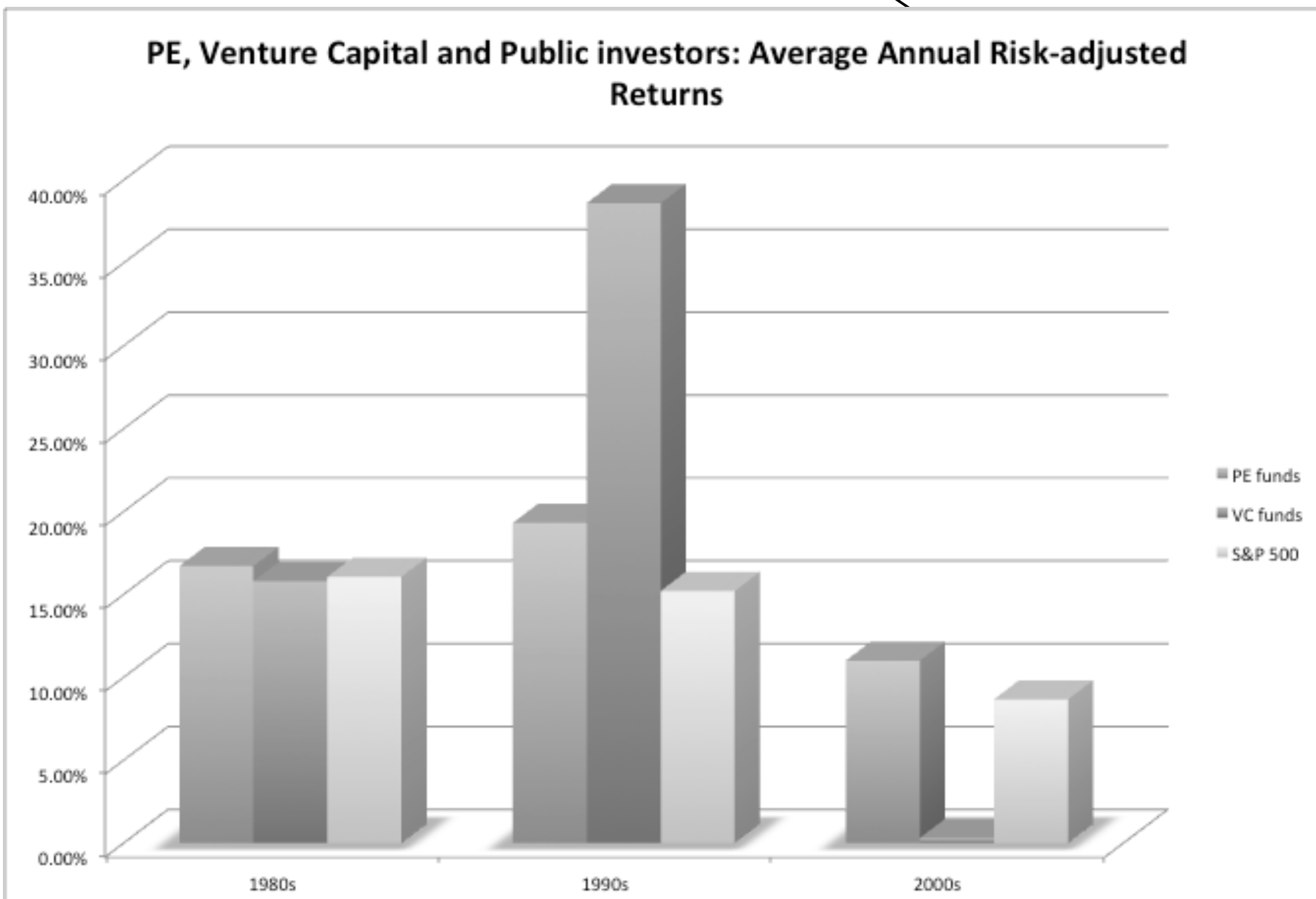
Calculation of alpha for PE (illustrative)



Stock market return	Timing effect	Sector effect	Leverage effect	Comparable return after adjustments	Alpha	Return from the PE investment
Return that could have been earned in the same period on the stock market	Adjustment to reflect timing of cash flows (alignment of invested capital)	Adjustment to reflect the sector of the PE investment	Adjustment to reflect the difference in leverage	Return from a comparable investment in shares after adjustments	Excess return of a PE investment relative to a comparable investment in shares	Return generated by the observed PE investment

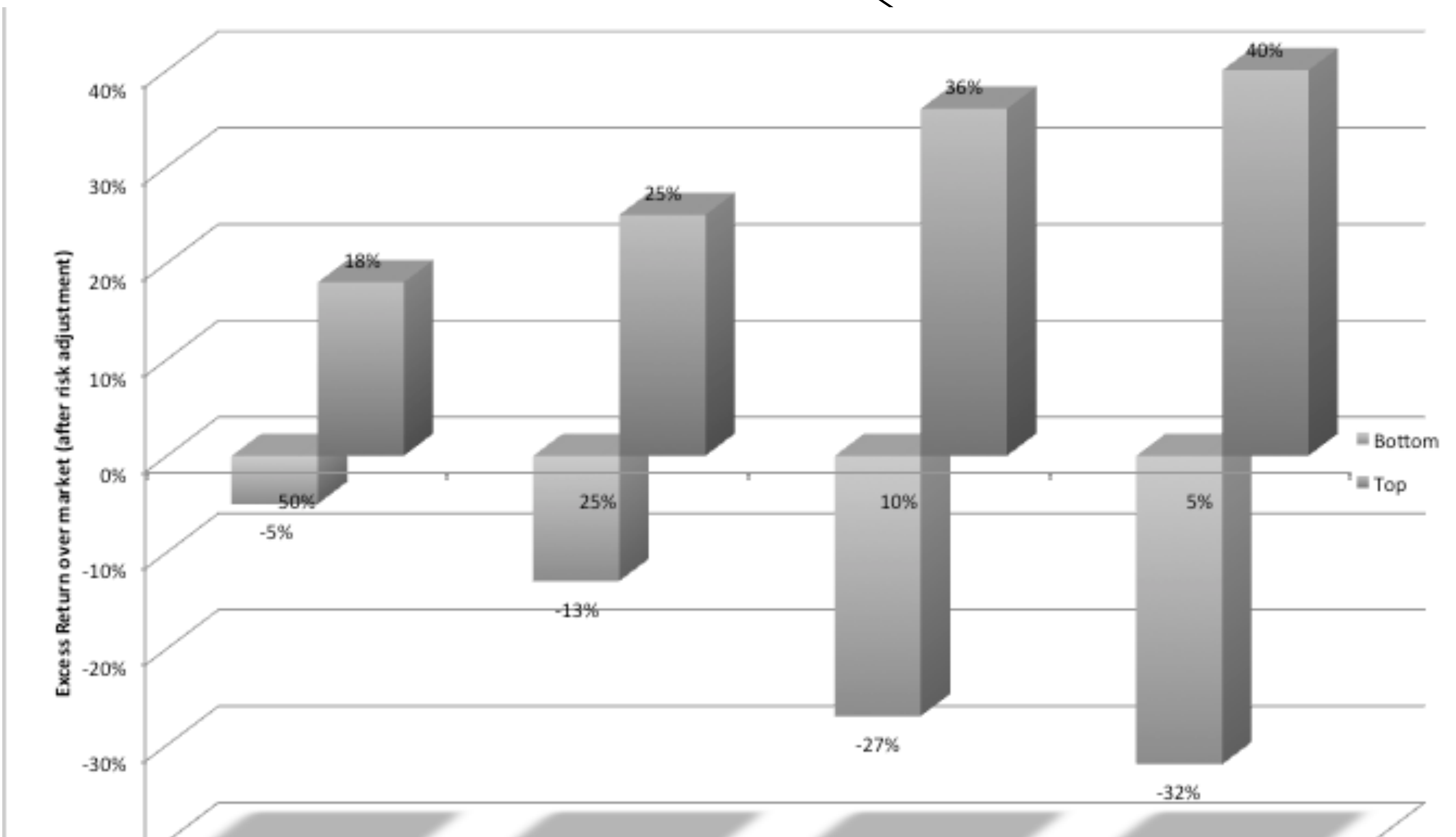
Source: "Private Equity Study: Finding Alpha 2.0," Oliver Gottschalg, HEC-Paris; Golding Capital Partners, November 2011

The returns to PE investors

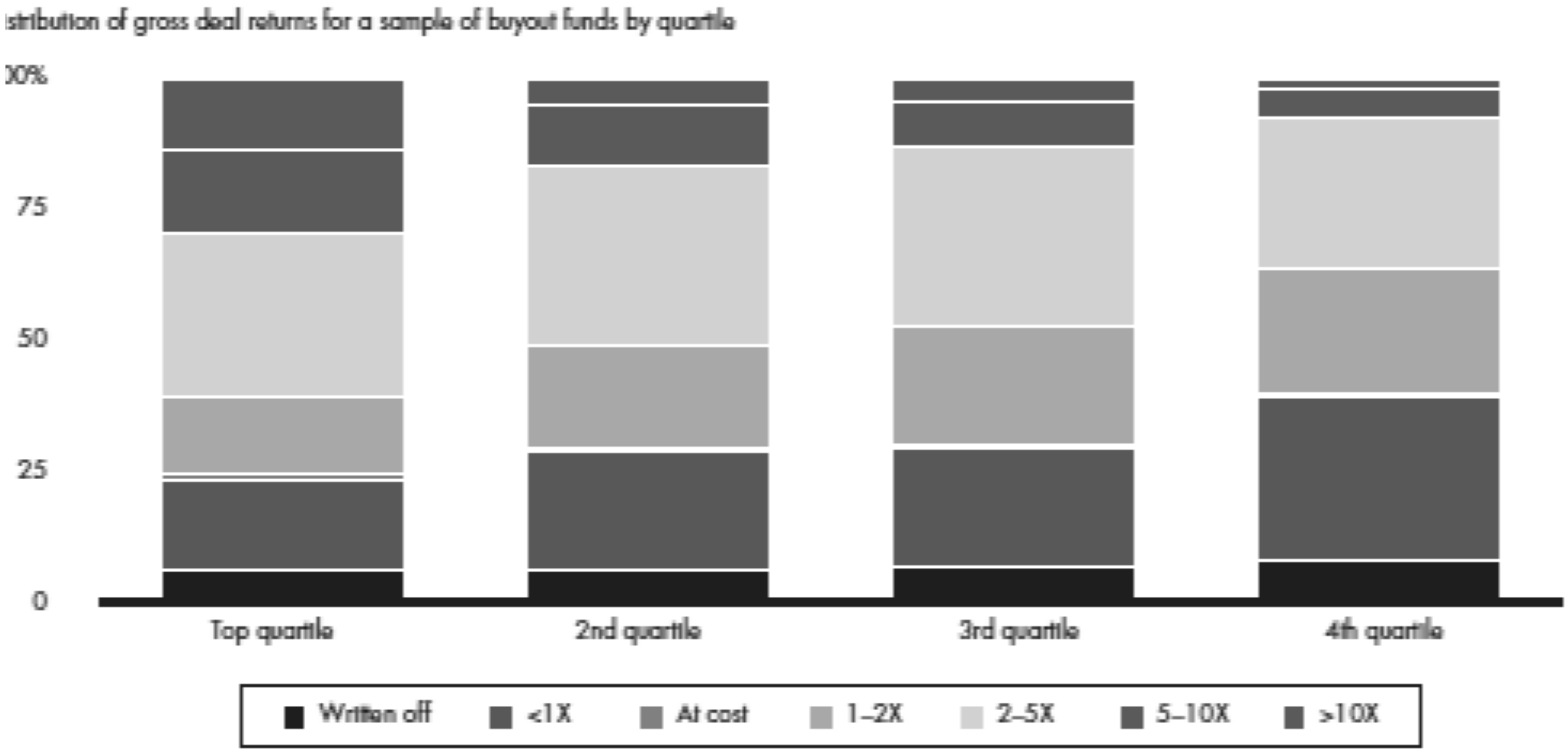


On average, PE investors deliver about 3% more each year than equivalent public investments.

But excess returns vary widely across PE investors..



And even the best PE investors lose sometimes.. But make up with big winners



otes: Analysis based on 117 mature buyout funds globally (≥9 years old with at least 10 investments made);
nds were classified into performance quartiles based on fund-TVPI; total of 2,973 investments (realized and unrealized)
urce: Peracs-HEC Report on Risk-Profile of PE Funds (forthcoming)

Is private equity a net good or net bad?

The “critiques”

The critiques of private equity

- Use of debt exploits the tax code: PE investors "unfairly" exploit the tax code's tilt towards debt by borrowing large amounts to fund their deals.
- PE profits are not taxed enough: In particular, the "carried interest" should be taxed at ordinary tax rates, not capital gains rates.
- PE investment destroy jobs: Even if PE investors make companies more profitable, they do so by eliminating jobs.
- PE is disruptive: PE disrupts businesses, changing the way they are run and causing stress for those involved in these businesses.

Their "debt usage" exploits the tax code..

- It is true that private equity investors increase "debt" at the companies that they target and take private and do so because the tax code gives tax an advantage over equity.
- Note, though, that this tilt in the tax code is available to every company and to most investors and that the tax benefit given to debt does not imply that every business is better off borrowing more money. Debt does come with costs – bankruptcy and agency – that increase as you borrow more and at some point, the costs exceed the benefits.
- *Bottom line: If you want to take issue with investors, businesses and individuals borrowing money because the tax code is tilted towards debt, your target should be those who write the tax code, not those who are governed by it.*

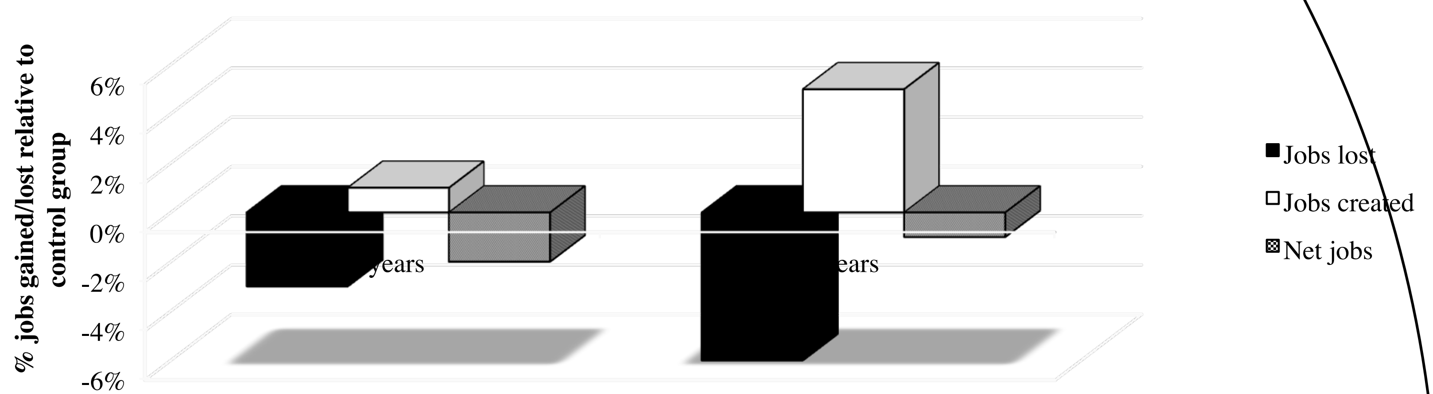
And so does the treatment of “carried interest”

- Private equity fund managers (general partners) generally structure their “payoff” from “ from other equity investors in the fund (limited partners) into two components:
  - A share of the “committed” capital under management (usually 2%)
  - A share of the “profits” (usually 20%) in the target firms, over and above what the they are entitled to on their equity holdings, that is categorized as carried interest. It is generally not paid out until the private equity fund exits the investment.
- Management fees are taxed as ordinary income and carried interest as capital gains. Critics argue that carried interest is really compensation for investment services and should be taxed as ordinary income. PE investors argue that it is “extra” return to compensate for the risk they face as general partners.
- *Bottom line: Allowing PE investors to structure the deal as 2/20, you are allowing them to decide what portion is income and what portion is capital gains and to disguise what should be ordinary income as capital gains.*

PE causes job losses… or does it?

- PE investors are viewed as job destroyers, who make their profits from shrinking companies and payroll.
- The evidence on PE job destruction is surprisingly murky. A study that looked at 3200 target firms between 1980 and 2005 found that while jobs were lost in the target, they were also created in new businesses that these firms entered:

Private Equity: Job destroyer & creator



PE investors disrupt businesses…. But is that a bad thing?

- It is true that PE investors are a disruptive influence, causing big changes in the ways the businesses that they target are run and financed. That disruption comes with both social and economic costs.
- In some cases, the disruption can also create social costs that are not borne by the private equity investor. The social costs can range the spectrum from unemployment benefits/retraining costs for employees who get laid off to bigger costs if the government steps in as a lender of last resort or a back stop (too big to fail… too important to let go…)
- *Bottom line: Socializing costs while privatizing benefits is a problem in any capitalist society. But disruption is the life blood of that society. Without creative destruction, you get stagnation and no innovation.*

Imagine…

- Let’s say you buy into one or more of the critiques of private equity and feel that the only solution is to eliminate private equity. Imagine a world without private equity investors and ask the following questions:
- Micro questions
  - Would managers at companies by relieved, indifferent or upset?
  - How would it impact employees at these companies?
  - What about customers?
  - What about stockholders and lenders?
- Macro questions
  - Would we collect more tax revenue?
  - Would the overall economy be stronger or weaker?
  - Would we have more or less employment?

Closing thoughts…

In my view…

- Private equity investors can play a critical role in corporate governance by putting managers at publicly traded companies on notice. In the process, they can and will make money for themselves, but other investors can piggy back on their efforts.
- My problem with private equity investors is not that they are not "activist" enough in pushing for change at target companies and that they give up too easily when confronted with resistance.
- When they do make changes, I think they focus too much on changes in financing policy, often over estimating the tax benefits of debt and under estimating the costs, and not enough on operating changes.
- In short, I would like to see more PE investors live up to the stereotype and not behave like value investors.