VALUATION: CLOSING THOUGHTS

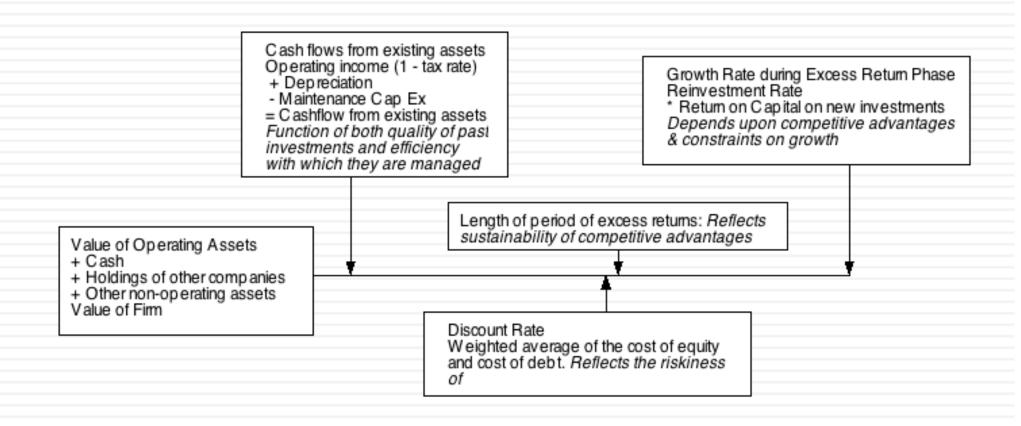
Fall 2016

"It ain't over till its over"

Back to the very beginning: Approaches to Valuation

- Discounted Cashflow Valuation, where we try
 (sometimes desperately) to estimate the intrinsic
 value of an asset by using a mix of theory, guesswork
 and prayer.
- Relative valuation, where we pick a group of assets, attach the name "comparable" to them and tell a story.
- Contingent claim valuation, where we take the valuation that we did in the DCF valuation and divvy it up between the potential thieves (equity) and the victims of this crime (lenders)

Intrinsic Valuation: The set up



Dante meets DCF: Nine layers of valuation hell.. And a bonus layer..

The Wasserstein-Perella bonus layer From aggregate to per share value? No garnishing allowed!! The terminal value: It's not an ATM Debt ratios change, don't they? Are you paying for growth? What's in your disocunt rate? High growth for how long? Death and taxes Base year and accounitng fixaiton

Layer 1: Base Year fixation....

The Wasserstein-Perella bonus layer
From aggregate to per share value?
No garnishing allowed!!
Debt ratios change, don't they?
The terminal value: It's not an ATM
Are you paying for growth?
What's in your disocunt rate?
High growth for how long?
Death and taxes

You are valuing Exxon Mobil, using the financial state—ents of the firm from 2008. The following provides the key numbers:

Revenues \$477 billion

EBIT (1-t) \$ 58 billion

Net Cap Ex \$ 3 billion

Chg WC \$ 1 billion

FCFF \$ 54 billion

- The cost of capital for the firm is 8% and you use a very conservative stable growth rate of 2% to value the firm. The market cap for the firm is \$373 billion and it has \$ 10 billion in debt outstanding.
 - a. How under or over valued is the equity in the firm?
 - b. Would you buy the stock based on this valuation? Why or why not?

Layer 2: Taxes and Value

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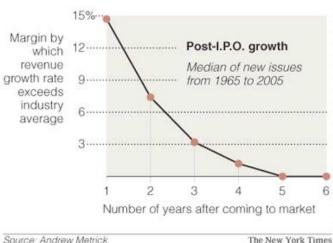
most

- Assume that you have been asked to value a company and have been provided with trecent year's financial statements:
- □ EBITDA 140
- □ DA 40
- □ EBIT 100 Free Cash flow to firm
- □ Interest exp 20 EBIT (1- tax rate)
- Taxable income 80 -(Cap Ex Depreciation)
- Taxes Change in non-cash WC
- Net Income 48 =FCFF
- Assume also that cash flows will be constant and that there is no growth in perpetuity. What is the free cash flow to the firm?
 - a. 88 million (Net income + Depreciation)
 - b. 108 million (EBIT taxes + Depreciation)
 - c. 100 million (EBIT (1-tax rate)+ Depreciation)
 - d. 60 million (EBIT (1- tax rate))
 - e. 48 million (Net Income)
 - f. 68 million (EBIT Taxes)

Layer 3: High Growth for how long...

- From aggregate to per share value? No garnishing allowed! Debt ratios change, don't they?
- Assume that you are valuing a young, high growth firm with great potential, just after its initial public offering. How long would you set your high growth period?
- \Box < 5 years
- □ 5 years
- □ 10 years
- □ >10 years

Typically, the revenue growth rate of a newly public company outpaces its industry average for only about five years.



Layer 4: The Cost of Capital

The Wasserstein-Perella bonus layer
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 The cost of capital for Chippewa Technologies, a US technology firm with 20% of its revenues from Brazil, has been computed using the following inputs:

Cost of equity = Riskfree Rate (ERP) + Small firm premium + Beta +1.20(5%)= 5% + 3% = 14% Replaced current "Adjusted" Both from Ibbotson data base, derived T.Bond rate of 3% Beta from from 1926-2008 data ERP: Stocks - T.Bonds (Arithmetic with normalized **Bloomberg** rate of 5% average) Small firm: Smal stocks - Overall market Cost of capital = Cost of equity (Equity/ (Debt + Equity)) + Cost of debt (1- tax rate) (Debt/ (Debt + Equity) = 14% (1000/2000)(1-.30)(1000/2000) = 8.05%3% Used market value of To be conservative. Company is not Used **From** rated and has no counted all liabilities. effective tax above equity bonds. Used rate of 30% other than equity, as book interest debt and used book rate = Int exp/ BV value. of debt

The Correct Cost of Capital for Chippewa

Input	What was used	What should have been used
Riskfree Rate	Corrected treasury bond rate = 5%	Actual treasury bond rate = 3%
Beta	Bloomberg adjusted beta = 1.20	Sector average adjusted beta = 1.60
		(Based on small cap companies in sector)
Equity Risk Premium	Ibbotson premium =5%	Updated implied ERP = 6.5%
Other adjustments to	Small cap premium = 3%	No small cap premium
cost of equity		Country risk adjustment = Lambda _{Brazil} *
		Brazil CRP = 0.26*6.77% = 2.28%
Cost of equity	5%+ 1.2 (5%) + 3% = 14%	3% + 1.6 (6.5%) + 2.28% = 15.68%
Cost of debt (pre-tax)	3%	3%+6% (based on synthetic rating)=9%
Tax rate	Effective tax rate =30%	Marginal tax rate = 40%
Cost of debt (after-	3% (13) = 2.1%	9% (14) = 5.4%
tax)		
Debt ratio	Book ratio: Liabilities=50%	Market ratio: Interest bearing debt = 30%;
	Equity=50%	Equity= 70%
Cost of capital	14% (.5) + 2.1% (.5) = 8.05%	15.68% (.7) + 5.4% (.3) = 12.60%

Layer 5: The price of growth...

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Base year and accounitng fixaiton

You are looking at the projected cash flows provided by the management of the firm, for use in valuation

Year	Current	1	2	3	4
Growth rate		10%	10%	10%	10%
Revenues	\$100.00	\$110.00	\$121.00	\$133.10	\$146.41
EBIT (1-t)	\$30.00	\$33.00	\$36.30	\$39.93	\$43.92
+ Depreciation	\$15.00	\$16.50	\$18.15	\$19.97	\$21.96
- Cap Ex	\$18.00	\$19.80	\$21.78	\$23.96	\$26.35
- Chg in WC	\$3.00	\$3.30	\$3.63	\$3.99	\$4.39
FCFF	\$24.00	\$26.40	\$29.04	\$31.94	\$35.14

What questions would you raise about the forecasts?





- You have been asked to value Hormel Foods, a firm which currently has the following cost of capital:
 - \Box Cost of capital = 7.31% (.9) + 2.36% (.1) = 6.8%
- You believe that the target debt ratio for this firm should be 30%. What will the cost of capital be at the target debt ratio?

Which debt ratio (and cost of capital) should you use in valuing this company?

Layer 7: The Terminal Value

The Wasserstein-Perella bonus layer
From aggregate to per share value?

No garnishing allowed!!

The terminal value: It's not an ATM

Debt ratios change, don't they?

Are you paying for growth?

What's in your discount rate?

High growth for how long?

Death and taxes

- The best way to compute terminal value is to
- Use a stable growth model and assume cash flows grow at a fixed rate forever
- b. Use a multiple of EBITDA or revenues in the terminal year
- c. Use the estimated liquidation value of the assets
- You have been asked to value a business. The business expects to \$ 120 million in after-tax earnings (and cash flow) next year and to continue generating these earnings in perpetuity. The firm is all equity funded and the cost of equity is 10%; the riskfree rate is 3% and the ERP is 7%. What is the value of the business?
- Assume now that you were told that the firm can grow earnings at 2% a year forever. Estimate the value of the business.

Layer 8. From firm value to equity value: The Garnishing Effect...

- From aggregate to per share value?

 No garnishing allowed!!
 - The terminal value: It's not an ATM
 - Debt fallos change, don't they!
 - What's in your discount rate?
 - High growth for how long?

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Base year and accounitng fixaiton

- For a firm with consolidated financial statements, you have discounted free cashflows to the firm at the cost of capital to arrive at a firm value of \$ 100 million. The firm has
 - A cash balance of \$ 15 million
 - Debt outstanding of \$ 20 million
 - A 5% holding in another company: the book value of this holding is \$ 5 million. (Market value of equity in this company is \$ 200 million)
 - Minority interests of \$ 10 million on the balance sheet
- What is the value of equity in this firm?

How would your answer change if you knew that the firm was the target of a lawsuit it is likely to win but where the potential payout could be \$ 100 million if it loses?

Layer 9. From equity value to equity value parts share



You have valued the equity in a firm at \$ 200 million. Estimate the value of equity per share if there are 10 million shares outstanding..

How would your answer change if you were told that there are 2 million employee options outstanding, with a strike price of \$ 20 a share and 5 years left to expiration?

Layer 10. The final circle of hell...

The Wasserstein-Perella bonus layer
From aggregate to per share value?

No garnishing allowed!!

The terminal value: It's not an ATM

Debt ratios change don't they

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Base year and accounitng fixaiton

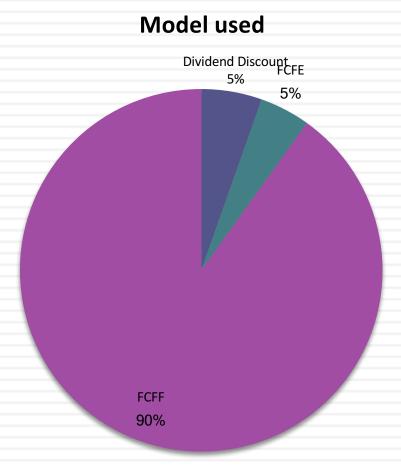
			PRICE O										
		(\$ m	illions exc	ept for p	er share a	ind ratio	data)						
	1977 Unadiusted	' Adjustments	1977 Adjusted	1978	1979	1980	1981	1982	1983	1984	1985	1986	1987
ome statement	- Contractor	-24-6-200											
iales	\$717.6			\$790.1						\$1,531.3	\$1,684.4	\$1,852.8 124.0	\$2,038.1 136.4
Net income (before adjustments)	38.4			43.1	50.7	60.1 8.5	70.6	84.7 9.8	93.2	102.5	112.7	14.0	15.4
nterest adjustment ²				6.5	7.8	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0
Goodwill adjustments				2.8	2.8	2.8	2.8	2.8	2.8	2.8	2.8	2.8	2.8
Net income (after adjustments)	-			\$31.8	\$38.1	\$ 46.8	\$ 56.6	\$ 70.1	\$ 77.7	\$ 86.0	\$ 95.1	\$ 105.2	\$ 116.2
ance sheet	4,50.				-								
ance sheet		(+ 37.0							growth a	Superior Services	120000		
Working capital	\$198.8	+ 100.0 - 140.0	\$195.8	\$202.9	\$223.0	\$248.1	\$274.2	\$302.8	\$329.3	\$358.6	\$390.7	\$426.1	\$465.0
Property, plant, and equipment	. 181.8	+ 124.0	305.8	334.2	367.4	384.6	400.1	411.6	437.5	466.6	499.1	535.6	576.1
Goodwill	. 0	+ 80.0	80.0	78.0	76.0	74.0	72.0	70.0	68.0	66.0	64.0	62.0 1,394.6	60.0
Fotal assets		+ 201.0 + 100.0	785.3 186.2	824.0 220.9	889.9 238.8	948.4	1,007.0	1,065.8	1,135.5	317.5	339.4	363.9	391.0
Long-term debt		+ 100.0	410.0	410.1	443.5	469.7	495.4	520.2	553.0	589.6	630.3	675.7	726.0
Fotal capital		+ 201.0	596.2	631.0	682.3	722.6	762.2	800.3	850.7	907.1	969.7	1,039.6	1,117.0
pital sources										****	A 40 T	A 10 4	450.7
Profit retentions				\$ 0.1	\$33.4	\$26.2	\$25.7	\$24.8	\$32.8	\$36.6	\$40.7	\$45.4	\$50.3
Capital contributed by Kennecott				34.7	17.9	14.1	13.9	13.3	17.6	19.8	21.9	24.5	27.1
Debt financing (net)				\$34.8	\$51.3	\$40.3	\$39.6	\$38.1	\$50.4	\$56.4	\$62.6	\$69.9	\$77.4
Total capital added				fo.	465	******				10000			
y financial ratios Growth rate in sales (%)	16.9			10.1	12.1	13.5	12.4	12.0		10.0	10.0	10.0	10.0
Sales/assets	. 1.23			0.96	1.00								
Profit/sales				2.01									
Assets/net worth		1		0.07									
		-				-						-	
Acquisition of Carbornedum			\$(\$50.0)										
Acquisition of Carborundum Dividends to Kennecotts Utilization of Kennecott tax loss			\$(550.0) 140.0	\$31.7	\$ 4.7	\$20.6	\$30.9	\$45.3	\$44.9	\$49.4	\$54.4	\$59.8	\$ 65.9
Acquisition of Carborundum Dividends to Kennecott Utilization of Kennecott tax loss carryforwards				20.0	\$ 4.7	\$20.6	\$30.9	\$45.3	\$44.9	\$49.4	\$54.4	\$59.8	\$ 65.9
Acquisition of Carborundum Dividends to Kennecotts Utilization of Kennecott tax loss cartyforwardss Tax shelter from plant write-up add a				17.000		\$20.6 	\$30.9 	\$45.3 		_	_		_
Acquisition of Carborundum Dividends to Kennecott Utilization of Kennecott tax loss carryforwards Tax shelter from plant write-up adj. Terminal value at 10 times earnings?			140.0	20.0	20.0	2.8	2.8	2.8	2.8	_	\$54.4 — 2.8	\$59.8 	\$ 65.9 - 2.8 1,044.9
Utilization of Kennecott tax loss			\$(410.0)	20.0 2.8 \$54.5	20.0 2.8 \$27.5	2.8 \$23.4	2.8	2.8	2.8	2.8	2.8	2.8	2.8 1,044.9

	Cost of Equity	Cost of Capital
Kennecott Corp (Acquirer)	13.0%	10.5%
Carborandum (Target)	16.5%	12.5%

YOUR NUMBERS/FINDINGS

"The truth shall set you free".

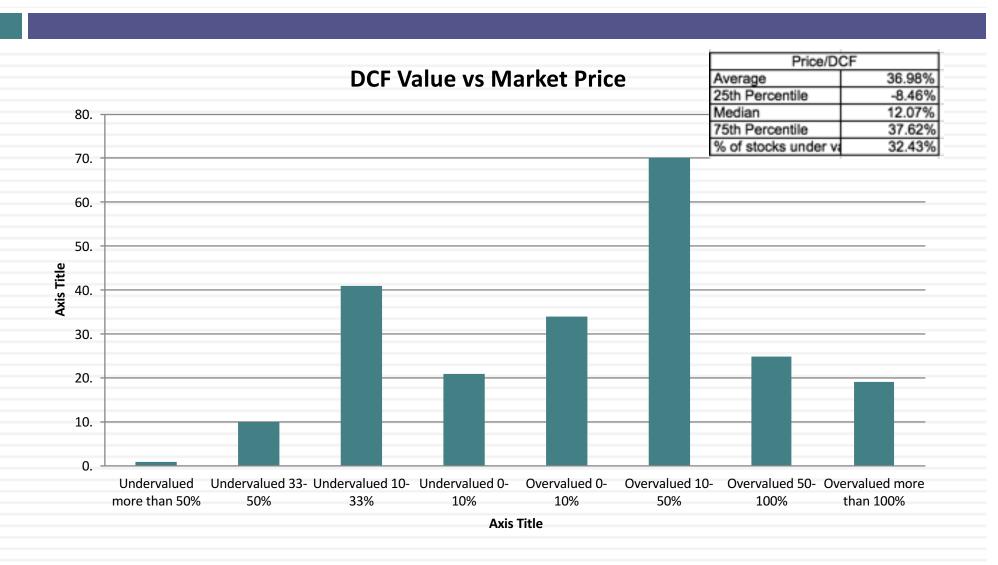
The Models You Used in DCF Valuation



The Most Valued Company (Companies)...

Facebook							
	Price	DCF value	Pricing	Recommendation			
Facebook	\$121.38	\$111.18	\$159.53	Sell			
Facebook	\$120.31	\$75.74	\$59.60	Sell			
Facebook	\$117.77	\$155.43	\$158.89	Buy			
Facebook	120.31	87.42	95.43	Sell			
Facebook	\$120.31	\$162.58	\$142.36	Buy			
Facebook	119.68	177.05	190.11	Buy			
	U	InderArmour, In	С.				
Under Armour	\$32.26	26.83	23.53	Sell			
Under Armour	\$27.61	\$34.15	\$15.13	Buy			
Under Armour	\$32.36	\$26.00	\$16.00	SELL			
Under Armour	\$32.26	\$36.43	\$27.41	BUY			
Under Armour	\$32.20	\$18.28	\$19.77	Sell			
UnderArmour	\$30.94	\$26.71	\$28.48	Buy			
		Tesla					
Tesla Motors	\$198.15	\$147.64	\$100.70	Sell			
Tesla Motors	\$198.00	\$116.00	\$87.00	Sell			
Tesla Motors	\$192.43	\$208.94	\$50.92	Buy			
Tesla Motors	\$192.18	\$345.73	\$207.71	Buy			
Tesla Motors	\$184.52	\$137.84	\$139.61	Hold			
Tesla Motors	\$198.88	\$150.81	\$147.18	Sell			

What you found...



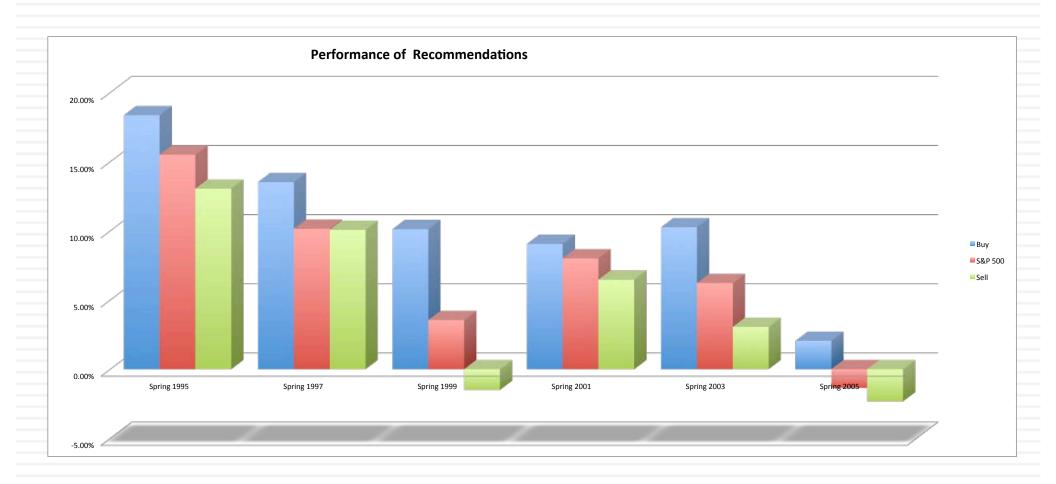
The most undervalued stocks...

Company Name	Price	DCF Value	Relative Value	Recommendation	% Under or over
Kajima Corporation	\$818.00	\$1,656.00	\$1,004.00	Buy	-50.60%
YG Entertainment	KRW 28,900.00	KRW 56,799.00	KRW 30,206.00	Buy	-49.12%
QOL	¥1,454.00	¥2,710.67	¥4,658.73	Buy	-46.36%
Tesla Motors	192.18	345.73	207.71	Buy	-44.41%
JD.com	181.4	315.80	974.2	Buy	-42.56%
Edreams Odigeo (EUR)	2.92	5.08	8.47	Buy	-42.52%
Li&Fung	\$0.46	\$0.77	\$0.60	Buy	-40.26%
Planet Fitness	\$20.70	\$33.96	\$32.82	Buy	-39.05%
Square, Inc.	\$13.85	\$21.96	\$15.20	Buy	-36.93%
Chipotle	\$377.50	\$582.93	\$485.88	Buy	-35.24%
LIG Nex1	\$69.84	\$104.87	\$114.06	Buy	-33.40%
Facebook	119.68	177.05	190.11	BUY	-32.40%
HCA Holdings, Inc.	\$73.25	\$108.21	\$180.11	Buy	-32.31%
ZTE Corporation	15.56	22.89	3.82	Buy	-32.02%

The Most Overvalued stocks are...

						% Under or
Company Name	Price	DCF Value	Relative Value	Option Value	Recommendation	over
Tower Insurance	\$2.50	\$0.15	\$6.42		Buy	1566.67%
AquaVenture Holdings	\$23.91	2.95	\$18.29		Sell	710.51%
Columbia Pipeline Group	\$25.50	3.79	\$11.85		Sell	572.82%
Groupon	\$3.74	\$0.78	\$3.43	0.31	Sell	379.49%
MGM Resorts	\$29.19	\$6.69	\$25.29	\$12.85	Sell	336.32%
Regal Entertainment Group	21.57	6.05	15.21		Sell	256.53%
Kronos	\$11.95	\$3.64	\$12.77	\$1.19	Buy	228.30%
Twitter	\$19.37	\$6.10	\$15.41		Hold	217.54%
MakeMyTrip	\$24.25	\$7.81	24.6		Sell	210.50%
Whole Foods Market	\$31.04	\$10.04	\$25.62		Sell	209.16%
Zillow	\$33.87	\$11.58	\$7.38		Sell	192.49%
JC Penney	10.51	3.71	5.19	17.60	Buy	183.29%
Intrexon	\$28.79	\$10.30	\$19.38		Sell	179.51%
Salesforce	71.17	29.98	65.3		Sell	137.39%
TripAdvisor	\$48.71	\$20.69	\$55.47		Sell	135.43%

The ultimate test... Did undervalued stocks make money?

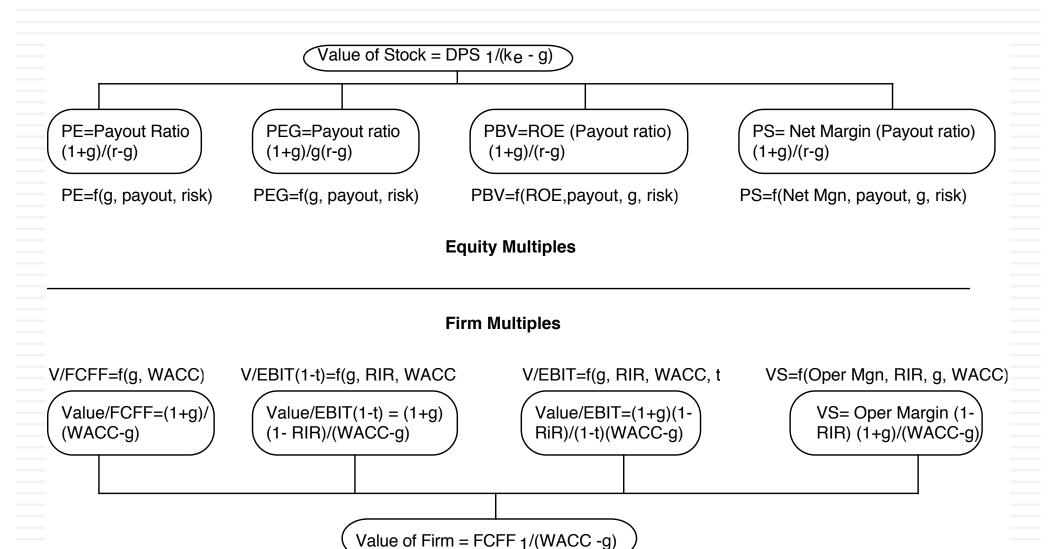


More on the winners...

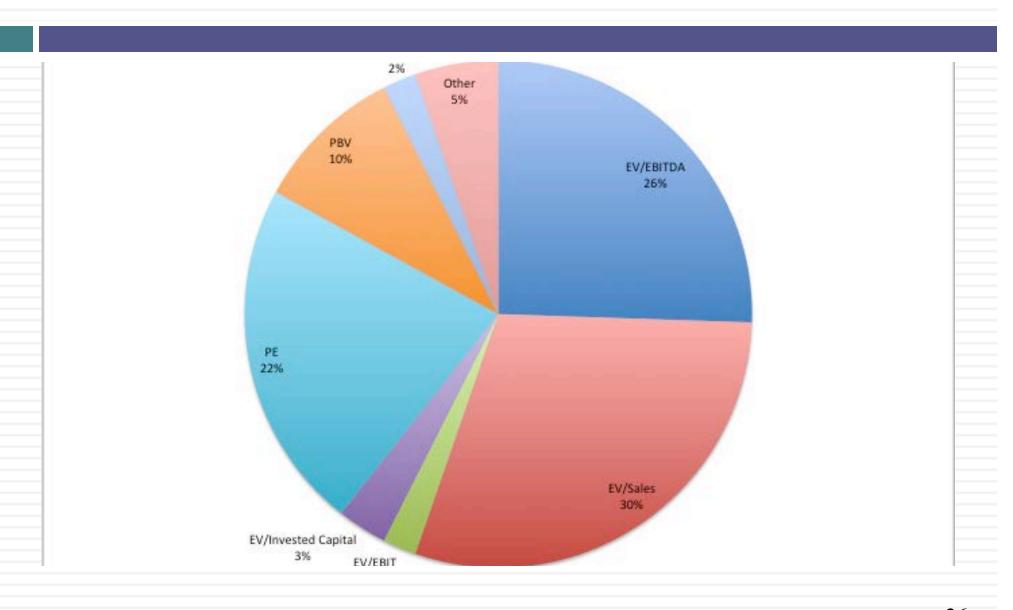
- On average, right: About 60% of all buy recommendations make money; about 45% of sell recommendations beat the market. The average return on buy recommendations was about 4% higher, on an annualized basis, than the average return on sell recommendations.
- More so on some: The excess returns on buy recommendations on small cap and emerging market companies is higher than the excess returns on large market cap companies, with higher mistakes in both directions on the former.
- Skewed payoffs: There are two or three big winners in each period, but the payoff was not always immediate. Buying Apple in 1999 would have led to negative returns for a year or more, before the turnaround occurred.
- Double whammy: Stocks that are under valued on both a DCF and relative valuation basis do better than stocks that are under valued on only one approach.

Relative Valuation: The Four Steps to Understanding Multiples

- Anna Kournikova knows PE.... Or does she?
 - In use, the same multiple can be defined in different ways by different users. When comparing and using multiples, estimated by someone else, it is critical that we understand how the multiples have been estimated
- 8 times EBITDA is not always cheap...
 - Too many people who use a multiple have no idea what its cross sectional distribution is. If you do not know what the cross sectional distribution of a multiple is, it is difficult to look at a number and pass judgment on whether it is too high or low.
- You cannot get away without making assumptions
 - It is critical that we understand the fundamentals that drive each multiple, and the nature of the relationship between the multiple and each variable.
- There are no perfect comparables
 - Defining the comparable universe and controlling for differences is far more difficult in practice than it is in theory.

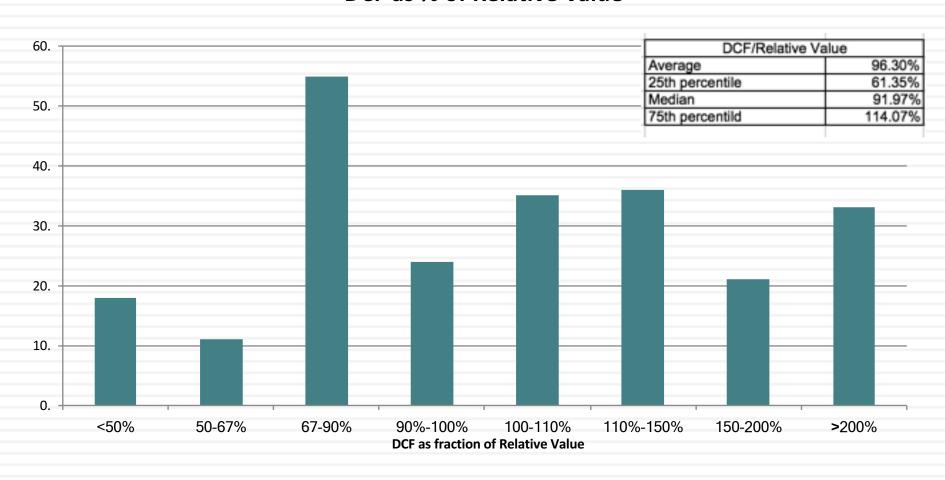


The Multiples you used were ...



DCF vs Relative Valuation

DCF as % of Relative Value



Most underpriced on a relative basis...

Company Name	Price	DCF Value	Relative Value	Recommendation	% Under or Over: Relative
JD.com	181.4	315.80	974.2	Buy	-81.38%
QOL	¥1,454.00	¥2,710.67	¥4,658.73	Buy	-68.79%
Edreams Odigeo (EUR)	2.92	5.08	8.47	Buy	-65.53%
Justo Rodero & Hijos (USD)	3.95	3.95	11.34	Buy	-65.17%
Enphase Energy, Inc.	\$1.27	\$0.96	\$3.45	Sell	-63.19%
Universal Medical	¥6.64	9.49	¥17.70	Buy	-62.49%
JD.com	\$26.16	\$30.01	\$69.06	Buy	-62.12%
Whole Foods	\$31.04	38.72	80.48	Buy	-61.43%
Tower Insurance	\$2.50	\$0.15	\$6.42	Buy	-61.05%
Pandora Media	\$13.48	11.25	\$34.29	Hold	-60.69%
HCA Holdings, Inc.	\$73.25	\$108.21	\$180.11	Buy	-59.33%
Fitbit	\$7.98	6.54	19.17	Sell	-58.37%
Chegg, Inc.	\$7.99	\$10.00	\$18.70	Buy	-57.27%
Chegg, Inc.	7.99	10.00	18.70	Buy	-57.27%
Bebe Stores	\$5.74	\$6.10	\$13.43	Sell	-57.26%

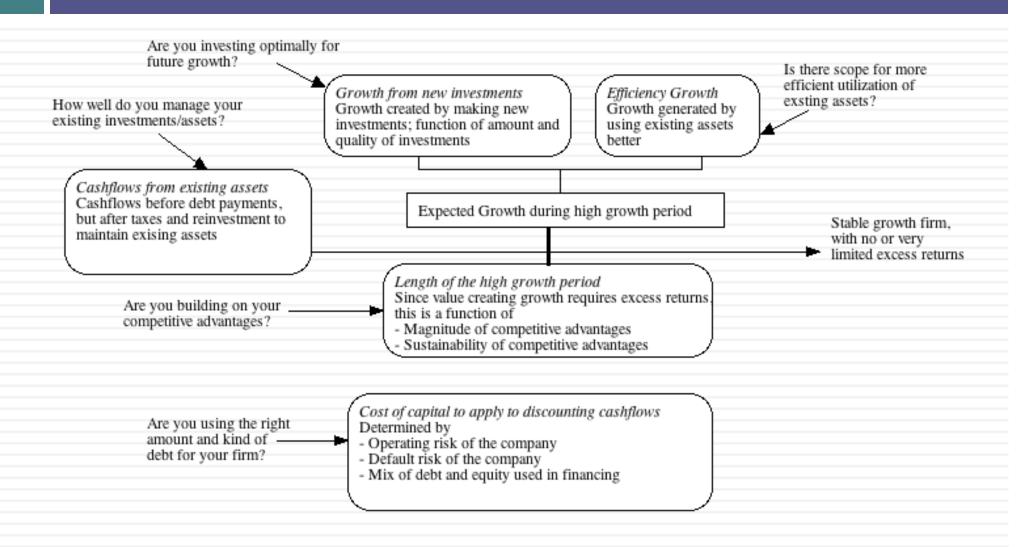
Most overpriced on a relative basis...

Company Name	Price	DCF Value	Relative Value	Recommendation	% Under or Over: Relative
Twitter	\$18.98	\$(19.77)	\$2.08	Sell	812.50%
iKang Healthcare Group	\$16.06	8.63	\$3.20	Sell	401.88%
Zillow	\$33.87	\$11.58	\$7.38	Sell	358.94%
Twilio	29.23	26.83	6.57	Sell	344.90%
Barnes & Noble, Inc.	13.10	11.65	3.16	Sell	314.56%
ZTE Corporation	15.56	22.89	3.82	Buy	307.33%
Tesla Motors	\$192.43	\$208.94	\$50.92	Buy	277.91%
Baker Hughes	\$66.20	\$33.59	\$19.27	Sell	243.54%
Fibria	\$31.61	\$27.42	\$10.48	Sell	201.62%
Kroger	\$34.19	\$36.44	\$13.50	Sell	153.26%
Netflix	\$120.81	\$74.53	\$48.40	Sell	149.61%
J.C. Penney	\$9.92	\$8.54	\$3.99	Sell	148.62%
Nathan's Famous	63.65	54.10	26.45	Hold	140.64%
CWCP (private company)	34.722	34.722	14.893	Buy	133.14%
Priceline	\$1,536.71	\$1,325.00	\$679.00	Sell	126.32%

Contingent Claim (Option) Valuation

- Options have several features
 - They derive their value from an underlying asset, which has value
 - The payoff on a call (put) option occurs only if the value of the underlying asset is greater (lesser) than an exercise price that is specified at the time the option is created. If this contingency does not occur, the option is worthless.
 - They have a fixed life
- Any security that shares these features can be valued as an option.
- □ Number of firms valued using option models = 12
- Median Percent increase in value over DCF value= 117.38%

Value Enhancement... You too can do it!



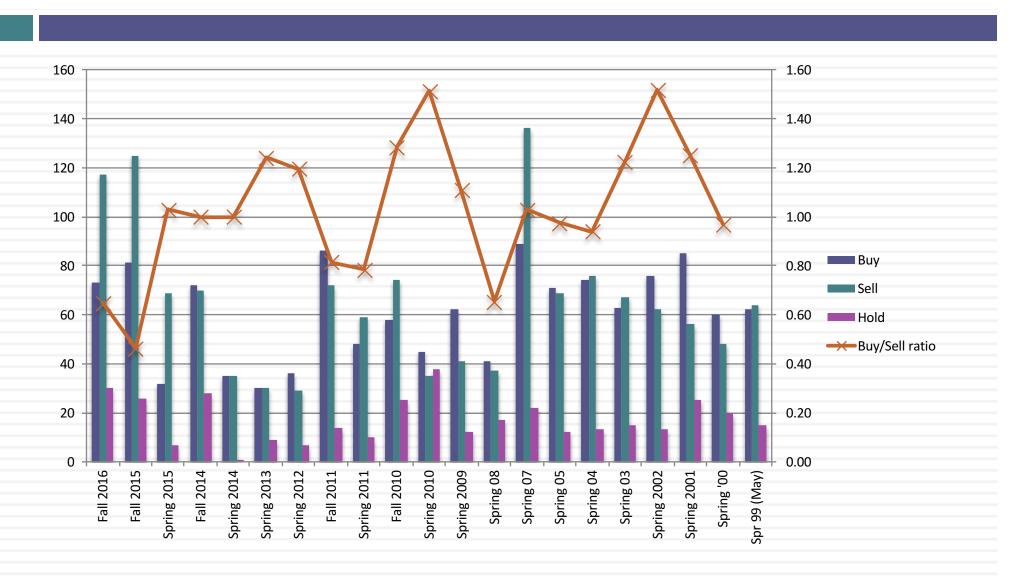
Value Enhancement Short Cuts: They come with a cost

- Old wine in a new bottle: All discounted cash flow models (cost of capital, APV, EVA, Excess return models) are all variants of the same model and, done right, should yield the same value.
- No magic bullets: Value enhancement is hard work. There are no "short cuts" and adopting EVA, CFROI or any other measure will not increase value.
- Tying compensation systems to a measure is a recipe for game playing: If you tie management compensation to EVA, for instance, can lead to:
 - The Growth trade off game: Managers may give up valuable growth opportunities in the future to deliver higher EVA in the current year.
 - The Risk game: Managers may be able to deliver a higher dollar EVA but in riskier businesses. The value of the business is the present value of EVA over time and the risk effect may dominate the increased EVA.
 - The capital invested game: The key to delivering positive EVA is to make investments that do not show up as part of capital invested. That way, your operating income will increase while capital invested will decrease.

Acting on valuation: It is not just an academic exercise

- I am not sure yet: Uncertainty is not a shield against action. If you wait until you feel "certain" about your valuation, you will never act.
- All believers now? Ultimately, you have to believe in some modicum of market efficiency. Markets have to correct their mistakes for your valuations to pay off.
- The law of large numbers: Assuming your valuations carry heft, you are far more likely to be right across many companies than on any individual one.

Your recommendations were to...



Picking your valuation approach

- Asset characteristics
 - Marketability
 - Cash flow generating capacity
 - Uniqueness
- Your characteristics
 - Time horizon
 - Reasons for doing the valuation
 - Beliefs about markets

What approach would work for you?

- As an investor, given your investment philosophy, time horizon and beliefs about markets (that you will be investing in), which of the approaches to valuation would you choose?
- Discounted Cash Flow Valuation
- b. Relative Valuation
- Neither. I believe that markets are efficient.

Story Tellers? Number Crunchers?

- If you are a story teller, I hope that you have
 - More confidence in your number crunching
 - More discipline in your stories
 - Less intimidation, when confronted with number crunchers
- If you are a number cruncher, I hope that you have
 - More willingness to put stories behind your numbers
 - More imagination in your number crunching
 - More understanding, when confronted with story telling

Some Not Very Profound Advice

- Its all in the fundamentals.
- Focus on the big picture. Don't sweat the small stuff and don't get distracted.
- 3. Anecdotes mean little and experience does not equal knowledge.
- 4. Keep your perspective. It is only a valuation.
- 5. In investing, luck dominates skill and knowledge.

Do not forget to do your CFEs. Your ability to check your grade rests on it.