Lesson 4: Don't forget to pay for growth… and check your reinvestment…

Year	Rev growth	Chg in Rev	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 5: And don't worry about dilution… It is already factored in

- With young growth companies, it is almost a given that the number of shares outstanding will increase over time for two reasons:
  - To grow, the company will have to issue new shares either to raise cash to take projects or to offer to target company stockholders in acquisitions
  - Many young, growth companies also offer options to managers as compensation and these options will get exercised, if the company is successful.
- In DCF valuation, both effects are already incorporated into the value per share, even though we use the current number of shares in estimating value per share
  - The need for new equity issues is captured in negative cash flows in the earlier years. The present value of these negative cash flows will drag down the current value of equity and this is the effect of future dilution.
  - The options are valued and netted out against the current value. Using an option pricing model allows you to incorporate the expected likelihood that they will be exercised and the price at which they will be exercised.

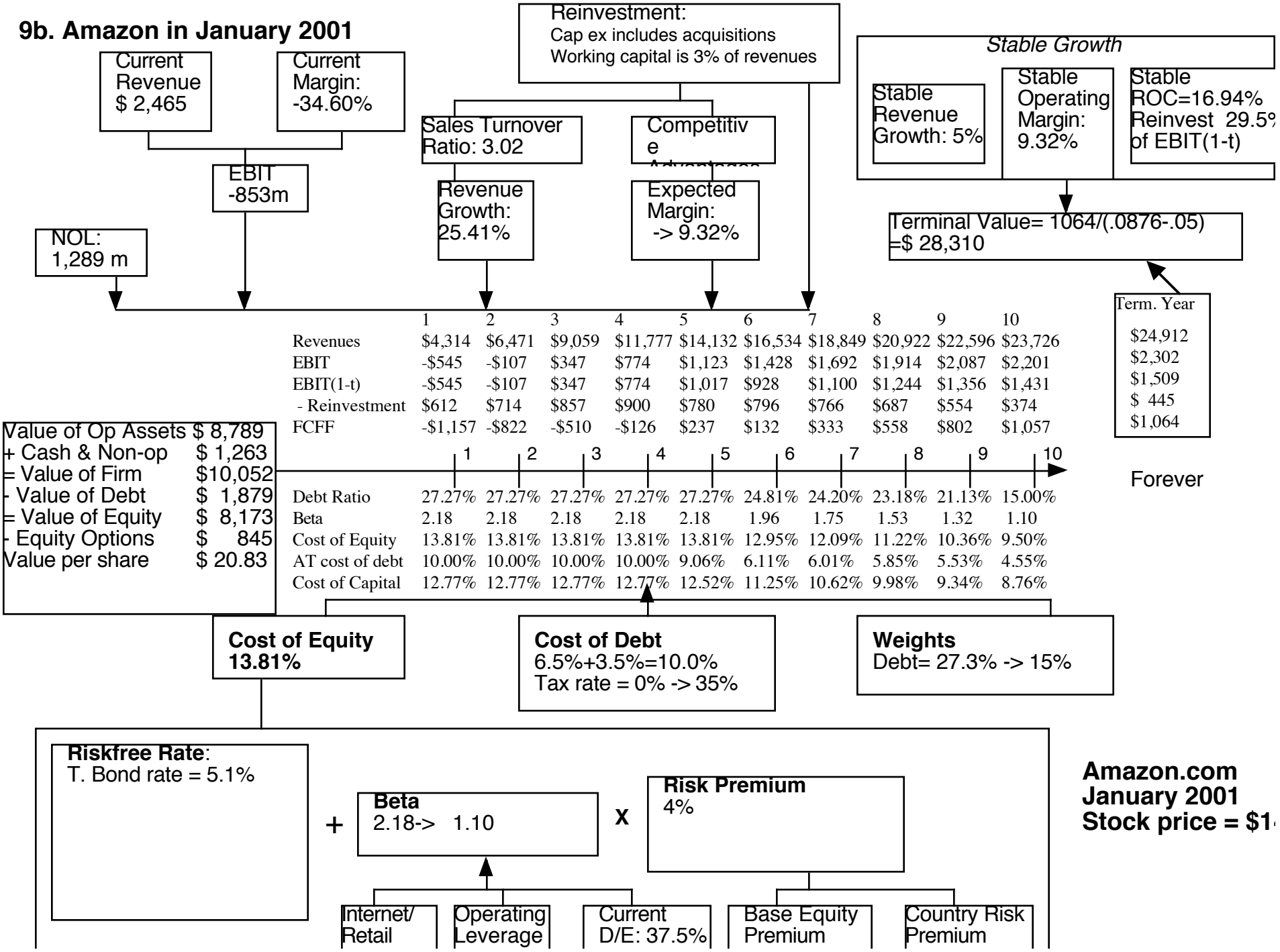
Lesson 6: There are always scenarios where the market price can be justified…

	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

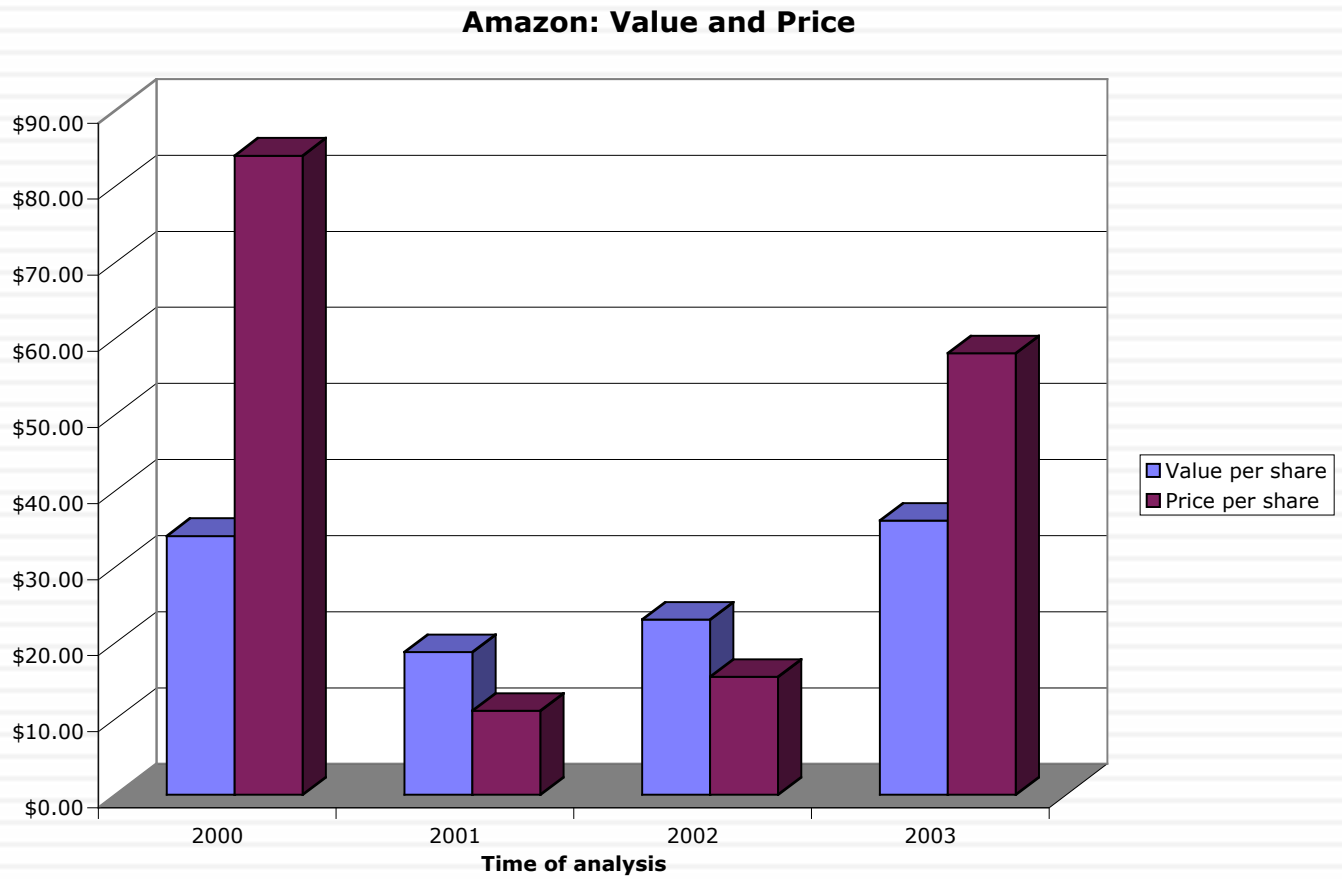
Lesson 7: You will be wrong 100% of the time… and it really is not (always) your fault…

- 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"….

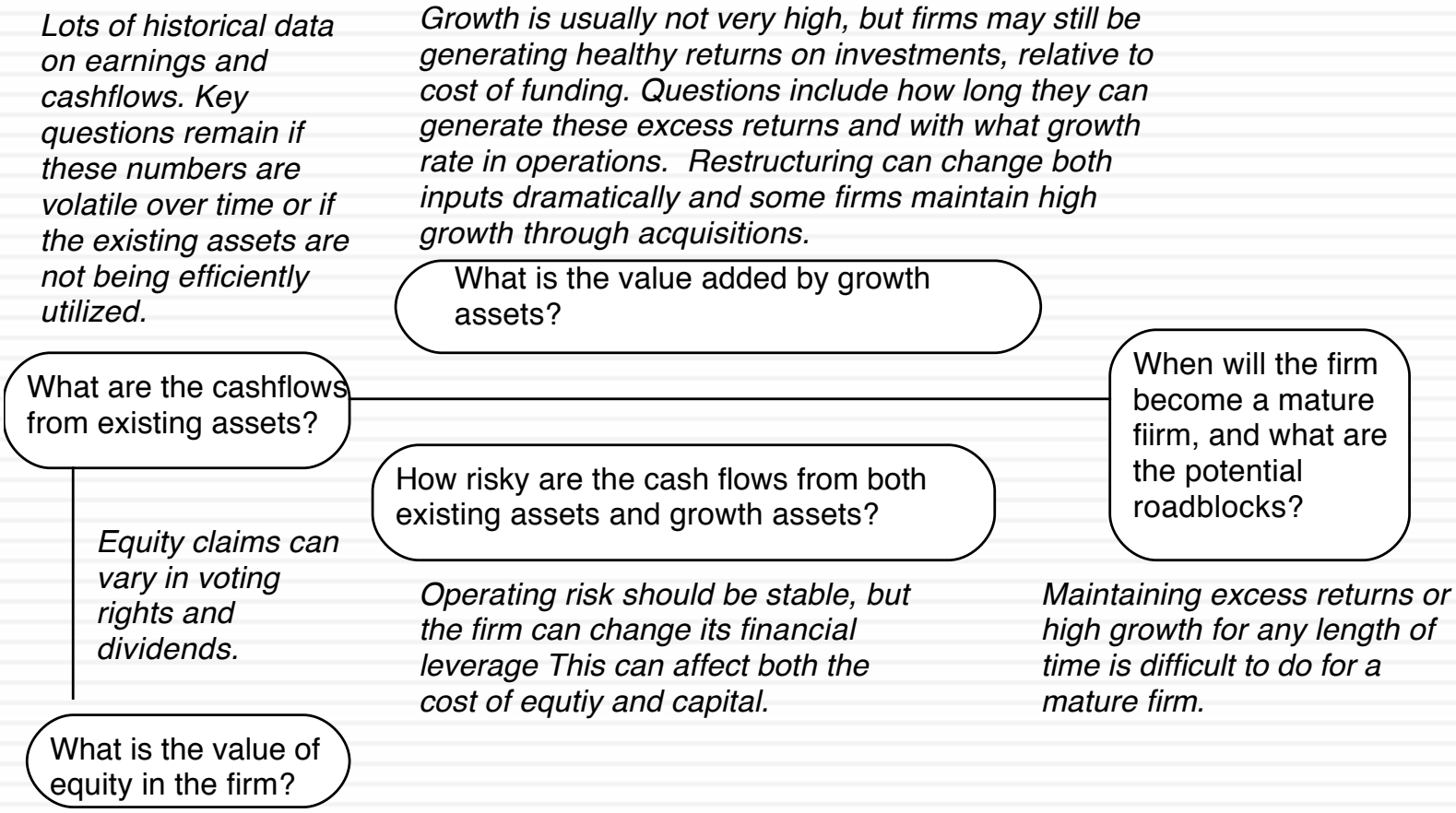


II. Mature Companies in transition..

- 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 tlength of growth (to 5 years), and higher debt ratio (20%).

Operating Restructuring (1)
Expected growth rate = ROC * Reinvestment Rate
Expected growth rae (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% (1-.40) (.104) = 6.79%
Optimal = 7.75% (1-.20) + 3.60% (1-.40) (.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% (3)
Expected value =$31.91 (.90) + $37.80 (.10) = $32.50 (4)

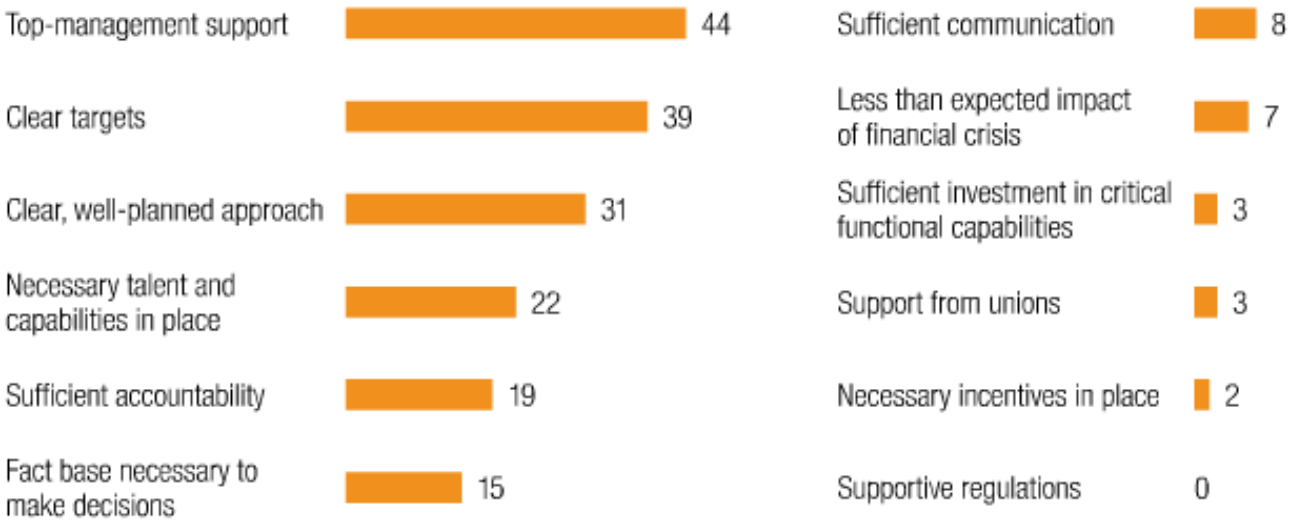
Lesson 1: Cost cutting and increased efficiency are easier accomplished on paper than in practice… and require commitment

Exhibit 4: **Top factors for meeting targets**

expand

% of respondents whose companies have met their cost reduction strategies,[1] n = 178

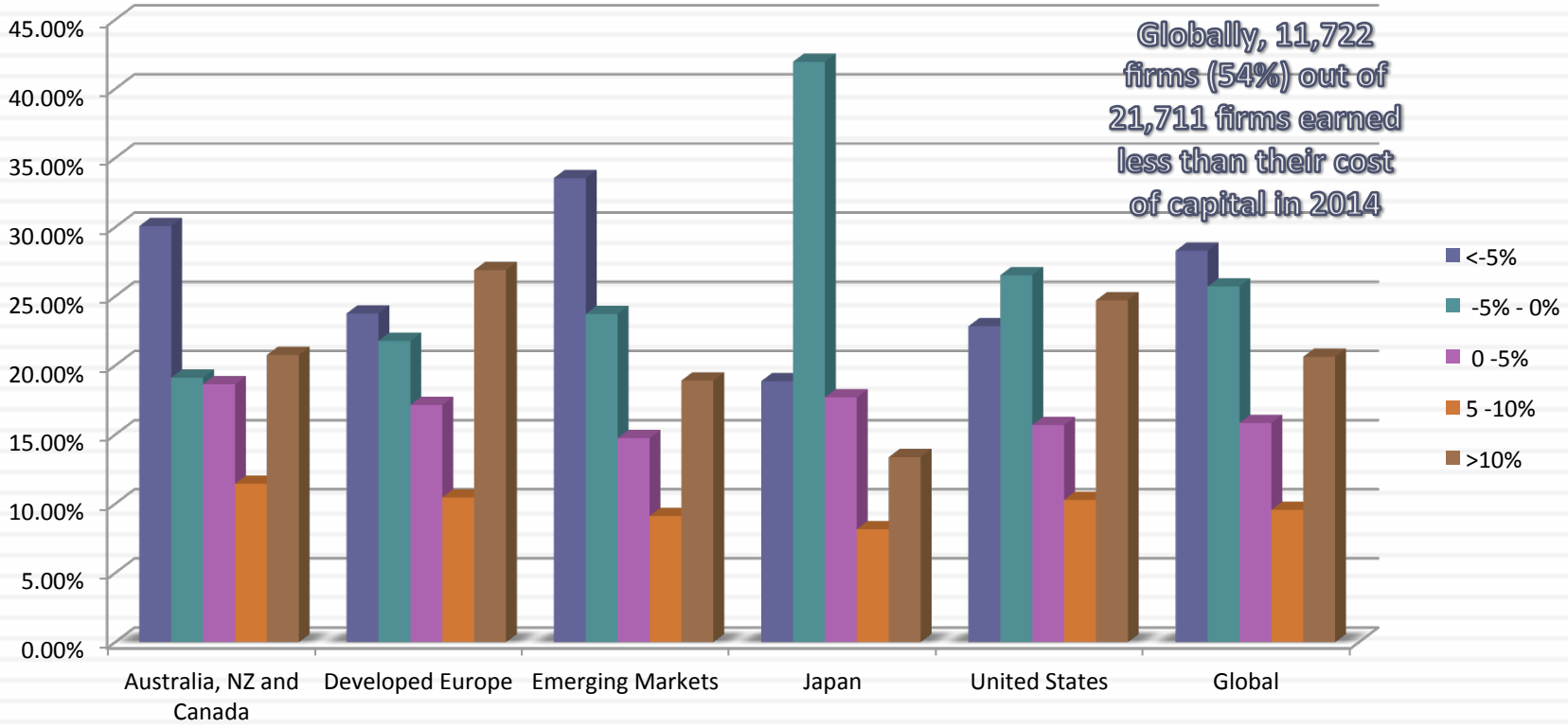
Top two factors most responsible for companies meeting cost targets or goals



[1]Respondents who answered "don't know" are not shown.

Lesson 2: Increasing growth is not always a value creating option.. And it may destroy value at times..

Excess Return (ROC minus Cost of Capital) for firms with market capitalization> $50 million: Global in 2014



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

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

As debt ratio increases, equity becomes riskier.(higher beta) and cost of equity goes up. (1)

As firm borrows more money, its ratings drop and cost of debt rises (2)

Debt Ratio	Beta	Cost of Equity	Bond Rating	Interest rate on debt	Tax Rate	Cost of Debt (after-tax)	WACC	Firm Value (G)
0%	0.78	7.00%	AAA	3.60%	40.00%	2.16%	7.00%	$4,523
10%	0.83	7.31%	AAA	3.60%	40.00%	2.16%	6.80%	$4,665
10.39%	**0.83**	**7.33%**	**AAA**	**3.60%**	**40.00%**	**2.16%**	**6.79%**	**$4,680**
20%	0.89	7.70%	AAA	3.60%	40.00%	2.16%	6.59%	$4,815
30%	0.97	8.20%	A+	4.60%	40.00%	2.76%	6.57%	$4,834
40%	1.09	8.86%	A-	5.35%	40.00%	3.21%	6.60%	$4,808
50%	1.24	9.79%	B+	8.35%	40.00%	5.01%	7.40%	$4,271
60%	1.47	11.19%	B-	10.85%	40.00%	6.51%	8.38%	$3,757
70%	1.86	13.52%	CCC	12.35%	40.00%	7.41%	9.24%	$3,398
80%	2.70	18.53%	CC	14.35%	38.07%	8.89%	10.81%	$2,892
90%	5.39	34.70%	CC	14.35%	33.84%	9.49%	12.01%	$2,597

Current Cost of Capital

Optimal: Cost of capital lowest between 20 and 30%.

Debt ratio is percent of overall market value of firm that comes from debt financing.

At debt ratios > 80%, firm does not have enough operating income to cover interest expenses. Tax rate goes down to reflect lost tax benefits. (3)

As cost of capital drops, firm value rises (as operating cash flows remain unchanged)

III. Dealing with decline and distress…

Historial 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?

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

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

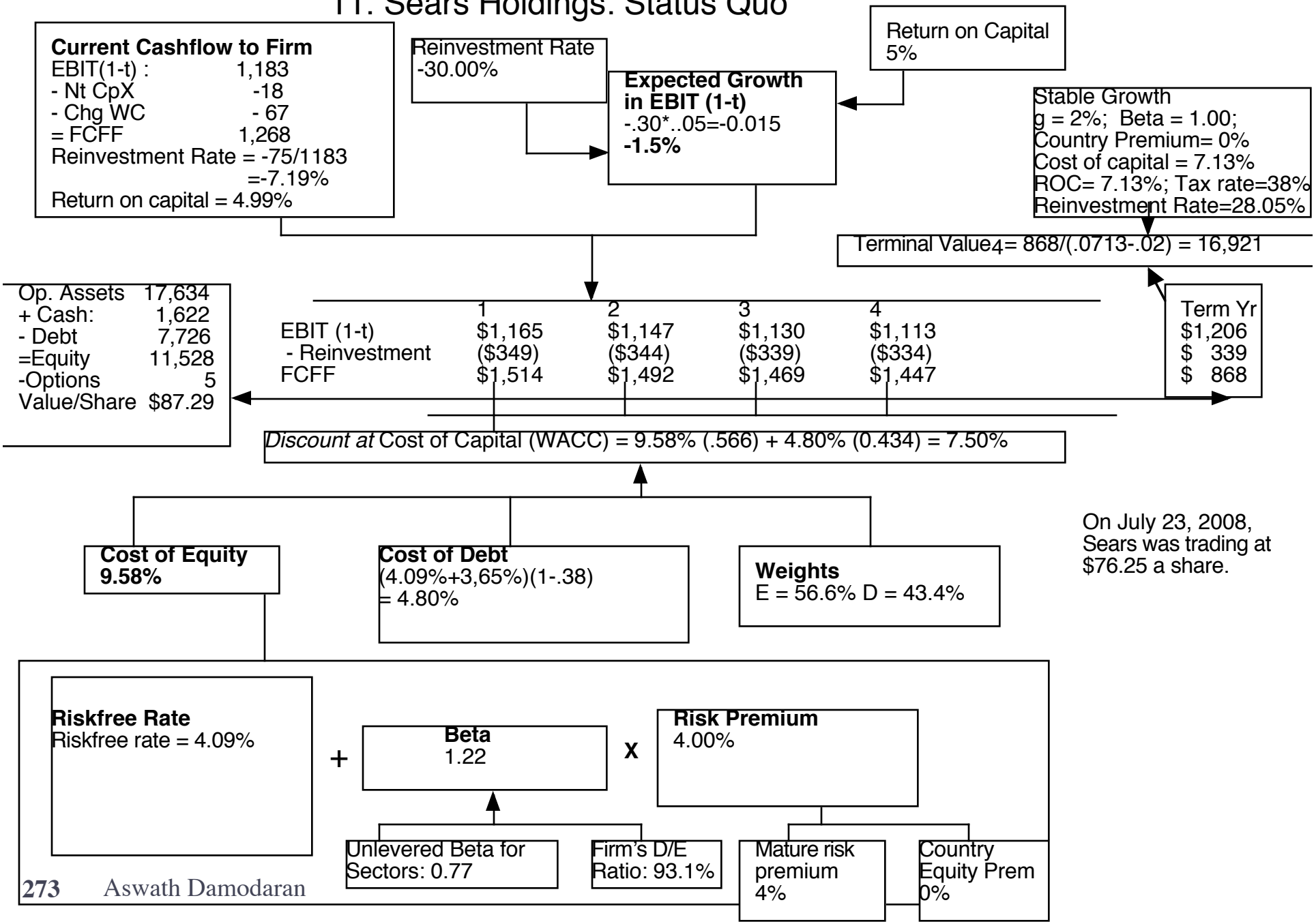
Depending upon the risk of the assets being divested and the use of the proceeds from the divestuture (to pay dividends or retire debt), the risk in both the firm and its equity can change.

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

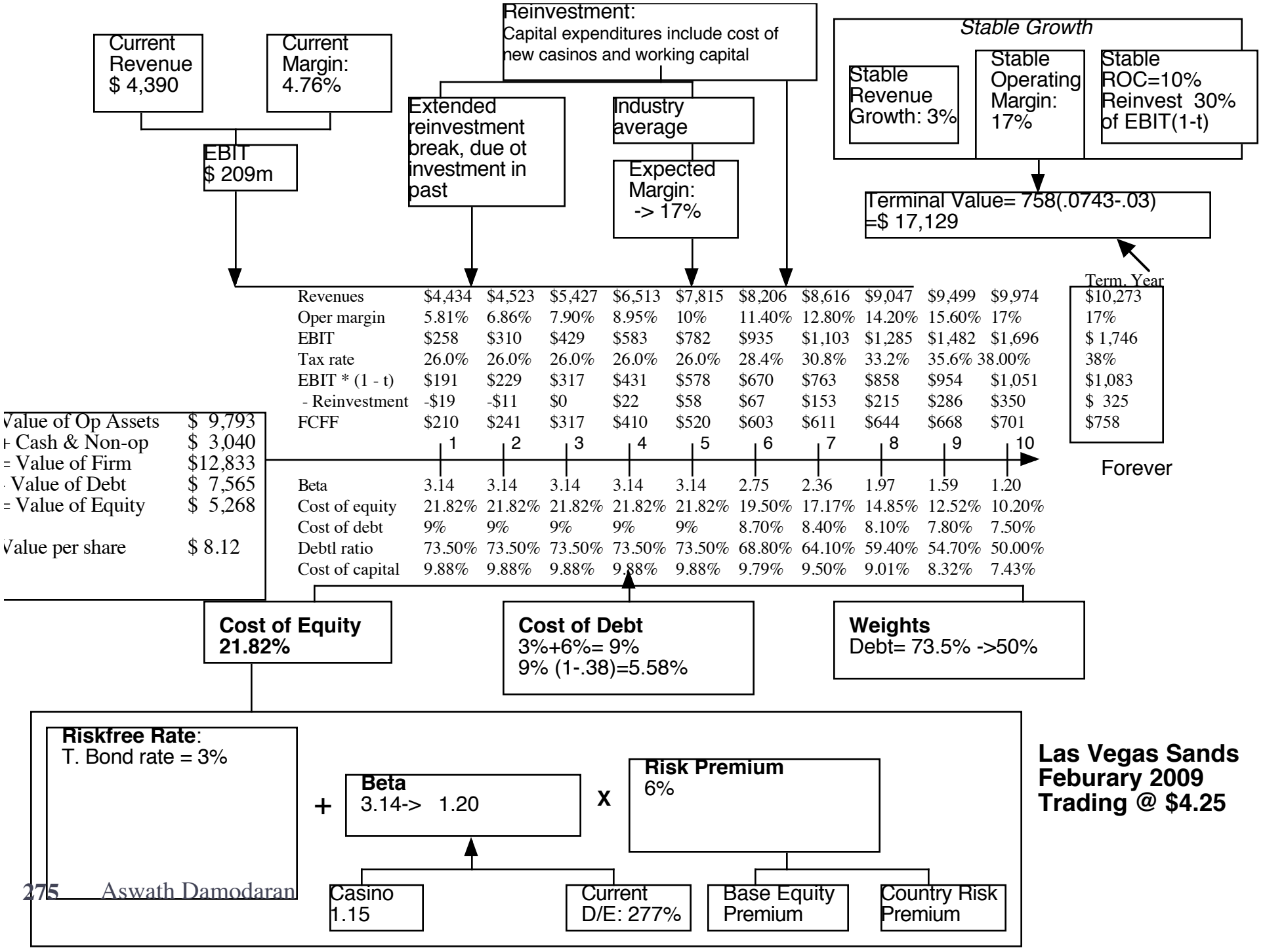
- In decline, firms often see declining revenues and lower margins, translating in negative expected growth over time.
- If these firms are run by good managers, they will not fight decline. Instead, they will adapt to it and shut down or sell investments that do not generate the cost of capital. This 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



b. Dealing with the "downside" of Distress

- 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 overstate 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 ot 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(.0743-.03) =$ 17,129
Term. Year
Revenues $4,434 $4,523 $5,427 $6,513 $7,815 $8,206 $8,616 $9,047 $9,499 $9,974 $10,273
Oper margin 5.81% 6.86% 7.90% 8.95% 10% 11.40% 12.80% 14.20% 15.60% 17% 17%
EBIT $258 $310 $429 $583 $782 $935 $1,103 $1,285 $1,482 $1,696 $ 1,746
Tax rate 26.0% 26.0% 26.0% 26.0% 26.0% 28.4% 30.8% 33.2% 35.6% 38.00% 38%
EBIT * (1 - t) $191 $229 $317 $431 $578 $670 $763 $858 $954 $1,051 $1,083
- Reinvestment -$19 -$11 $0 $22 $58 $67 $153 $215 $286 $350 $ 325
FCFF $210 $241 $317 $410 $520 $603 $611 $644 $668 $701 $758
1 2 3 4 5 6 7 8 9 10
Forever
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
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%
Debtl 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%
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 Feburary 2009 Trading @ $4.25

Adjusting the value of LVS for distress..

- 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:

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

  - Solving for the probability of bankruptcy, we get:
  - $\pi_{Distress}$ = 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

IV. Emerging Market Companies

Estimation Issues - Emerging Market Companies

Big shifts in economic environment (inflation, itnerest 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 be growth rate and political developments in the country in which it operates.

What is the value added by growth assets?

What are the cashflows from existing assets?

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

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

Cross holdings can affect value of equity

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

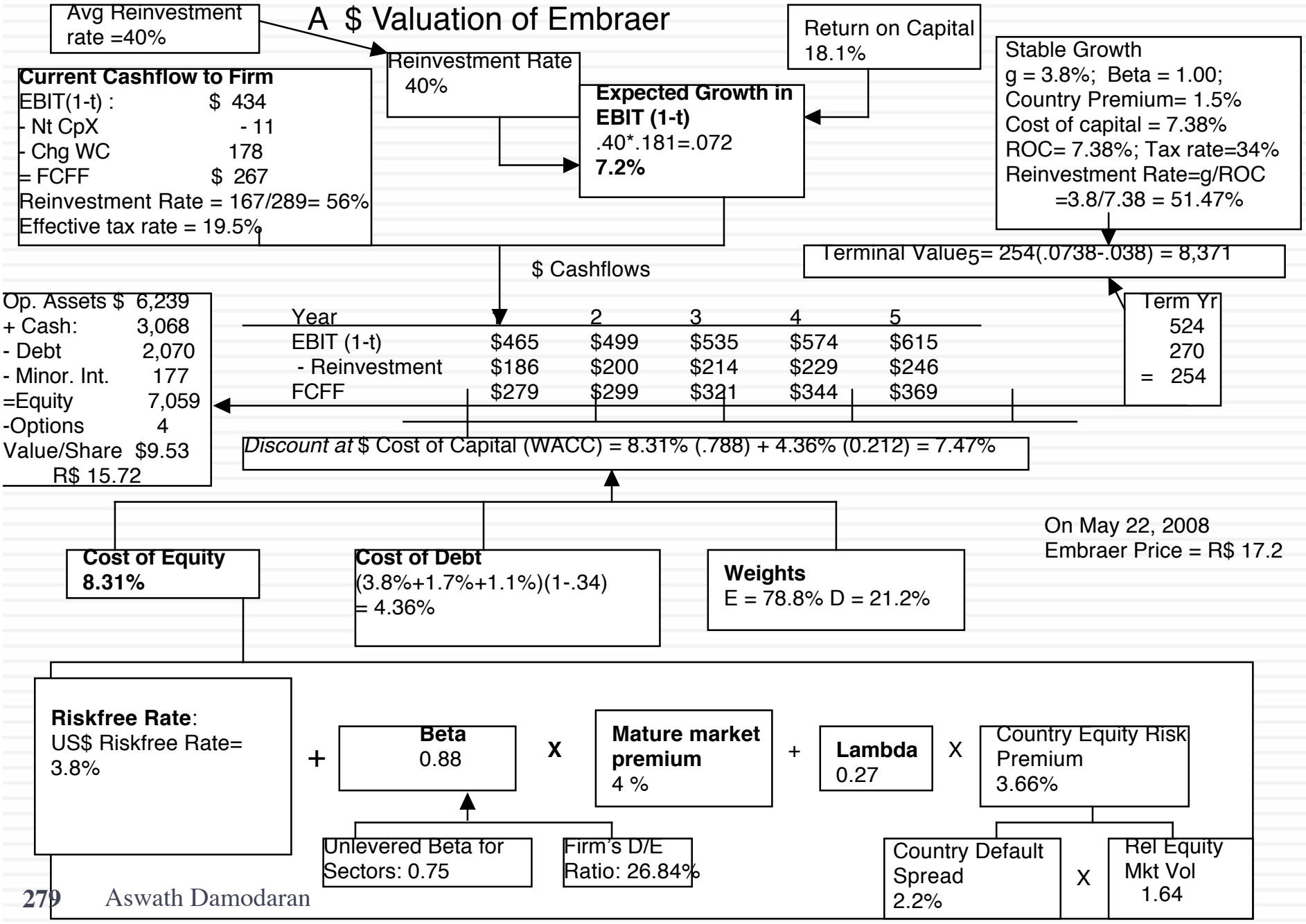
Economic crises can put many companies at risk. Government actions (nationalization) can affect long term value.

What is the value of equity in the firm?

Lesson 1: Country risk has to be incorporated… but with a scalpel, not a bludgeon

- Emerging market companies are undoubtedly exposed to additional country risk because they are incorporated in countries that are more exposed to political and economic risk.
- Not all emerging market companies are equally exposed to country risk and many developed markets have emerging market risk exposure because of their operations.
- You can use either the "weighted country risk premium", with the weights reflecting the countries you get your revenues from or the lambda approach (which may incorporate more than revenues) to capture country risk exposure.

A $ Valuation of Embraer



Lesson 2: Currency should not matter

- You can value any company in any currency. Thus, you can value a Brazilian company in nominal reais, US dollars or Swiss Francs.
- For your valuation to stay invariant and consistent, your cash flows and discount rates have to be in the same currency. Thus, if you are using a high inflation currency, both your growth rates and discount rates will be much higher.
- For your cash flows to be consistent, you have to use expected exchange rates that reflect purchasing power parity (the higher inflation currency has to depreciate by the inflation differential each year).

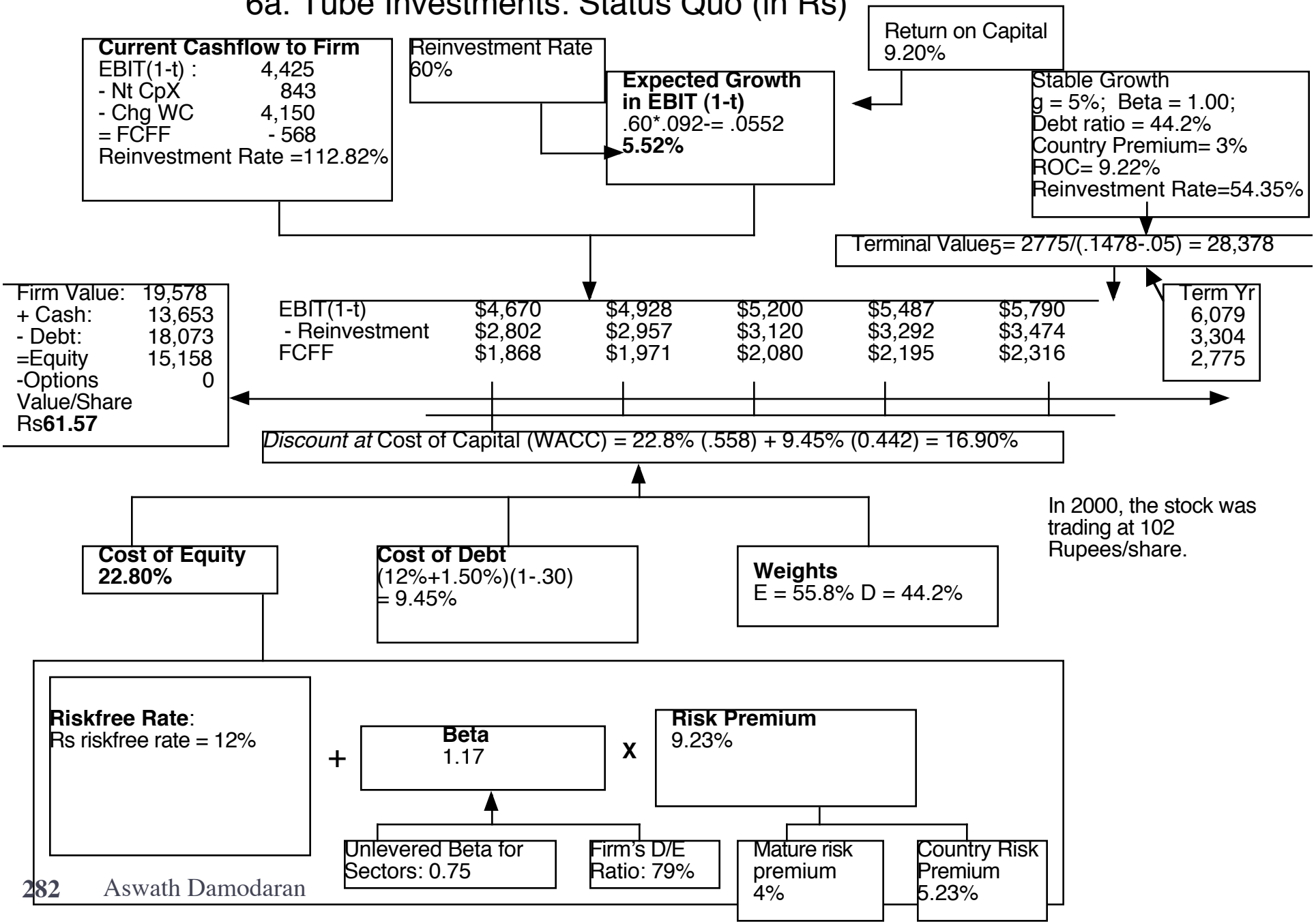
Lesson 3: The "corporate governance" drag

- Stockholders in Asian, Latin American and many European companies have little or no power over the managers of the firm. In many cases, insiders own voting shares and control the firm and the potential for conflict of interests is huge.
- This weak corporate governance is often a reason for given for using higher discount rates or discounting the estimated value for these companies.
- Would you discount the value that you estimate for an emerging market company to allow for this absence of stockholder power?

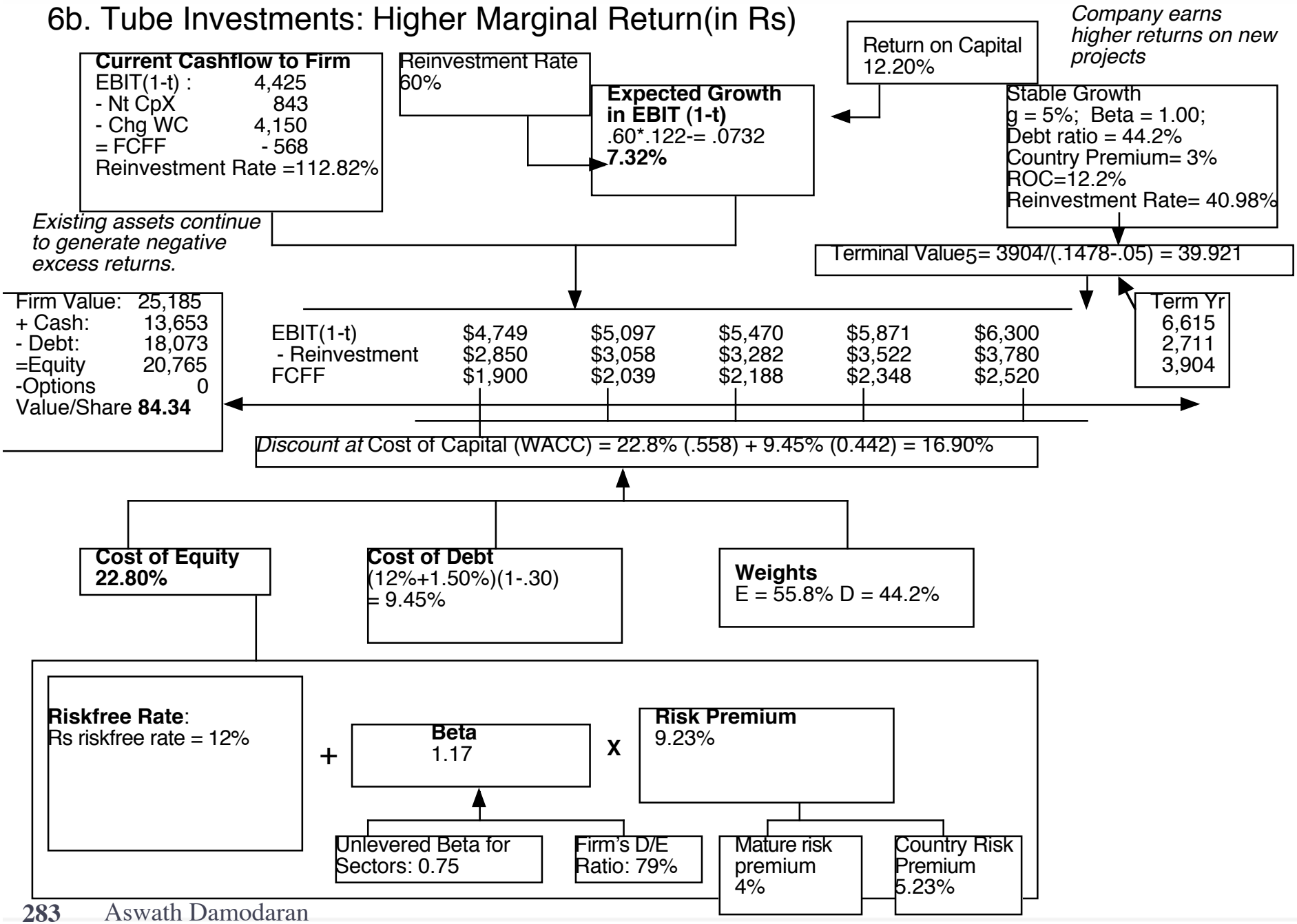
a. Yes

b. No.

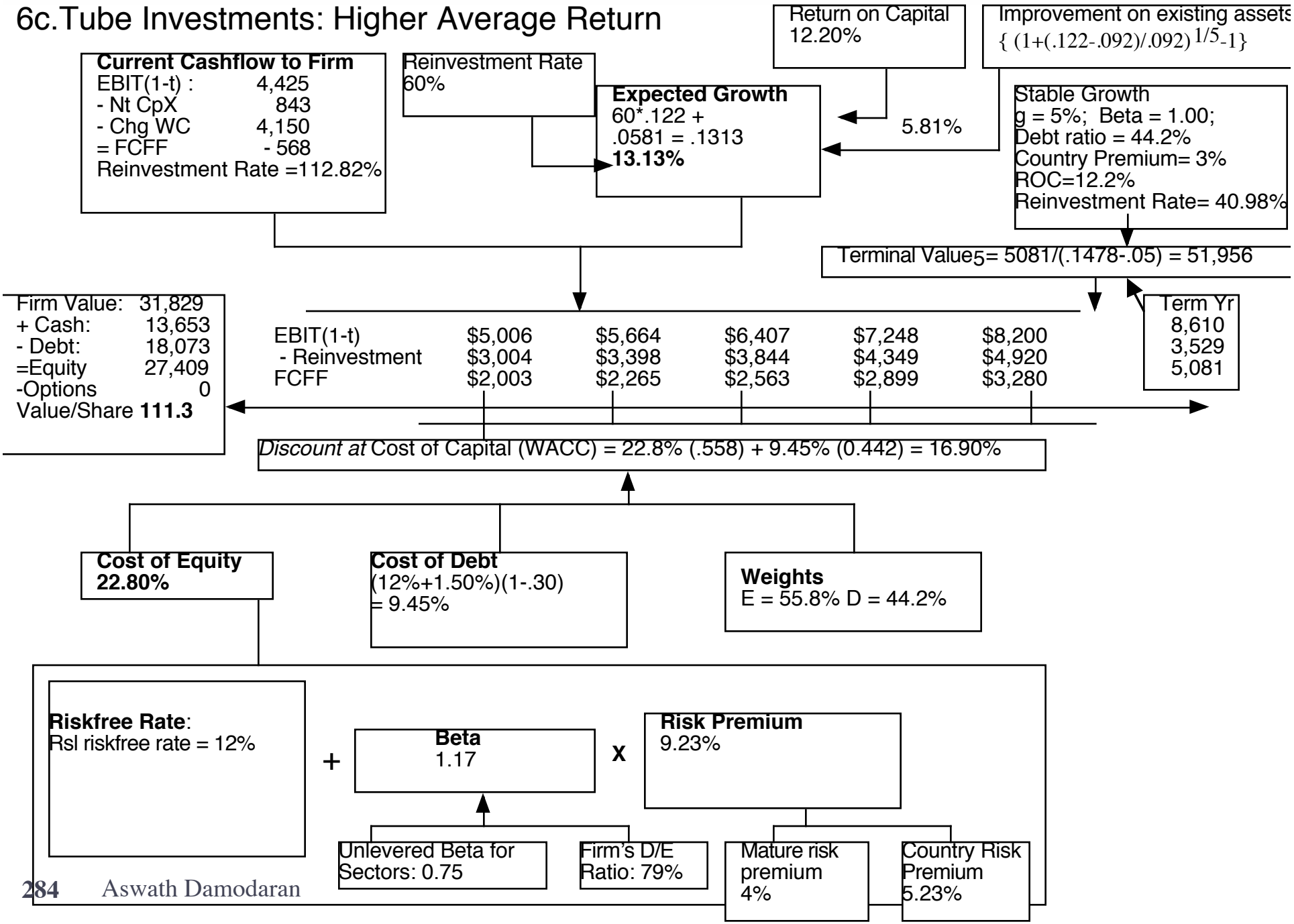
6a. Tube Investments: Status Quo (in Rs)



6b. Tube Investments: Higher Marginal Return(in Rs)



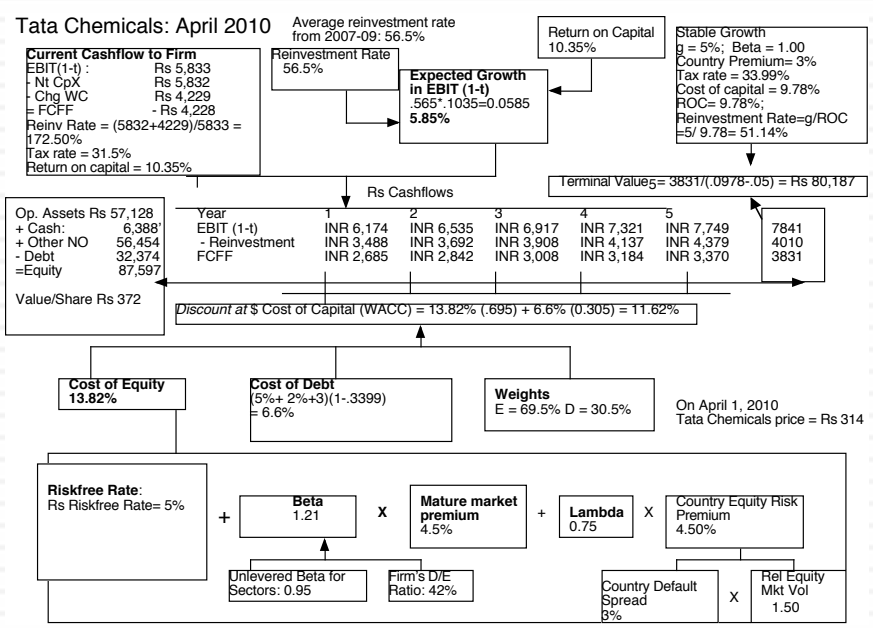
6c.Tube Investments: Higher Average Return

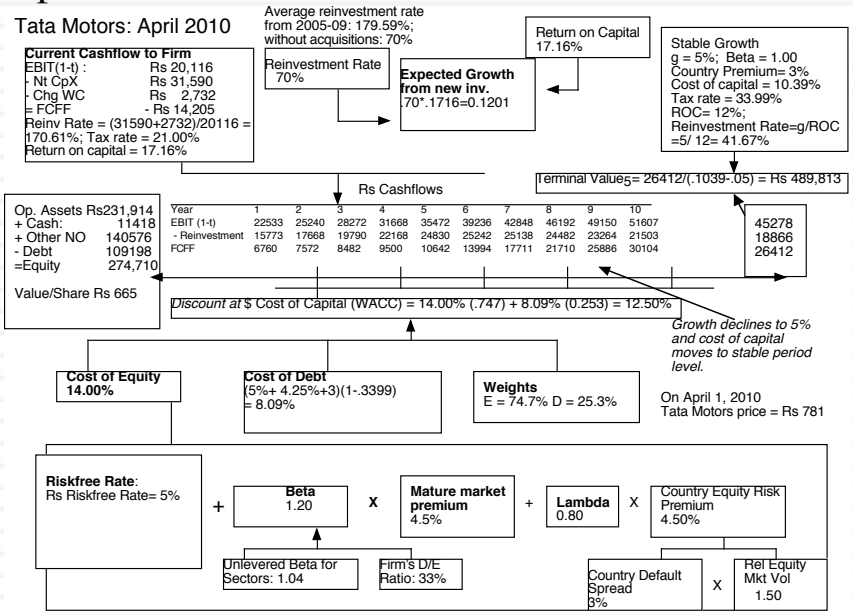


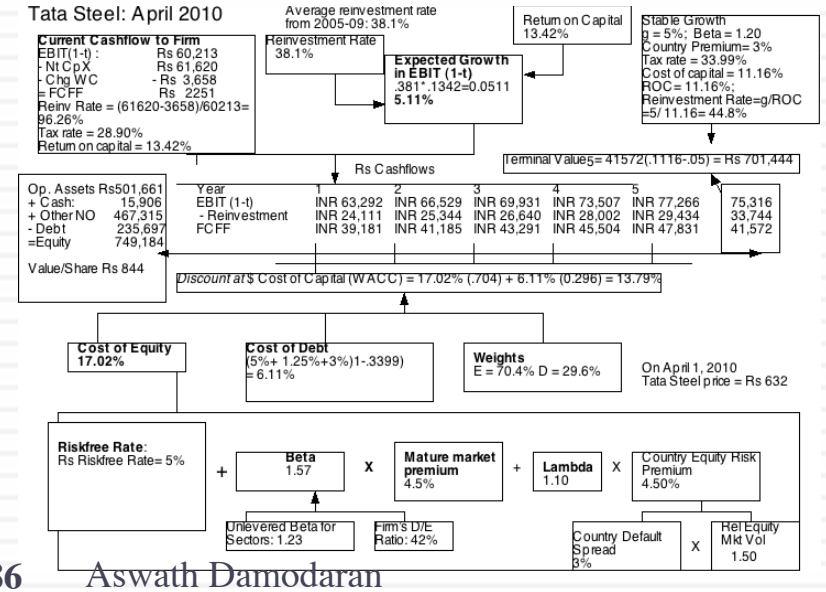
Lesson 4: Watch out for cross holdings…

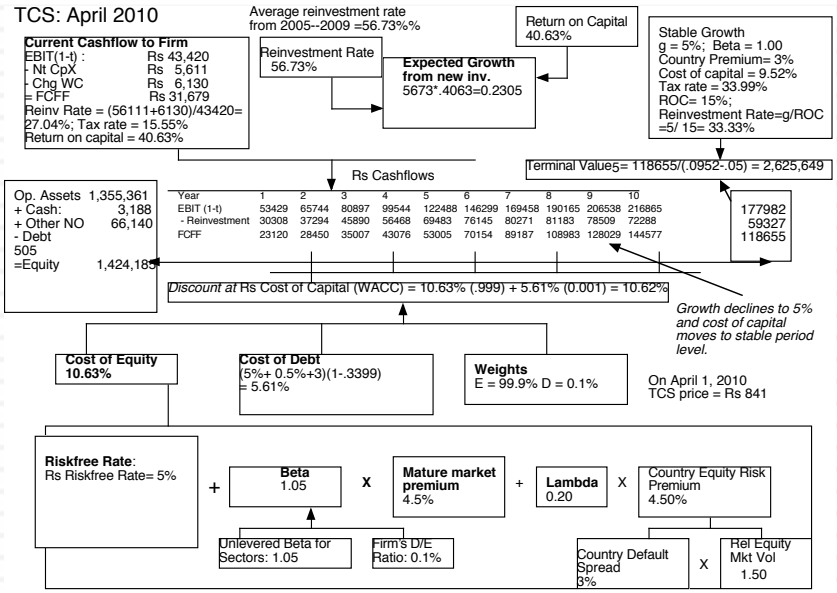
- Emerging market companies are more prone to having cross holdings that companies in developed markets. This is partially the result of history (since many of the larger public companies used to be family owned businesses until a few decades ago) and partly because those who run these companies value control (and use cross holdings to preserve this control).
- In many emerging market companies, the real process of valuation begins when you have finished your DCF valuation, since the cross holdings (which can be numerous) have to be valued, often with minimal information.

8. The Tata Group – April 2010

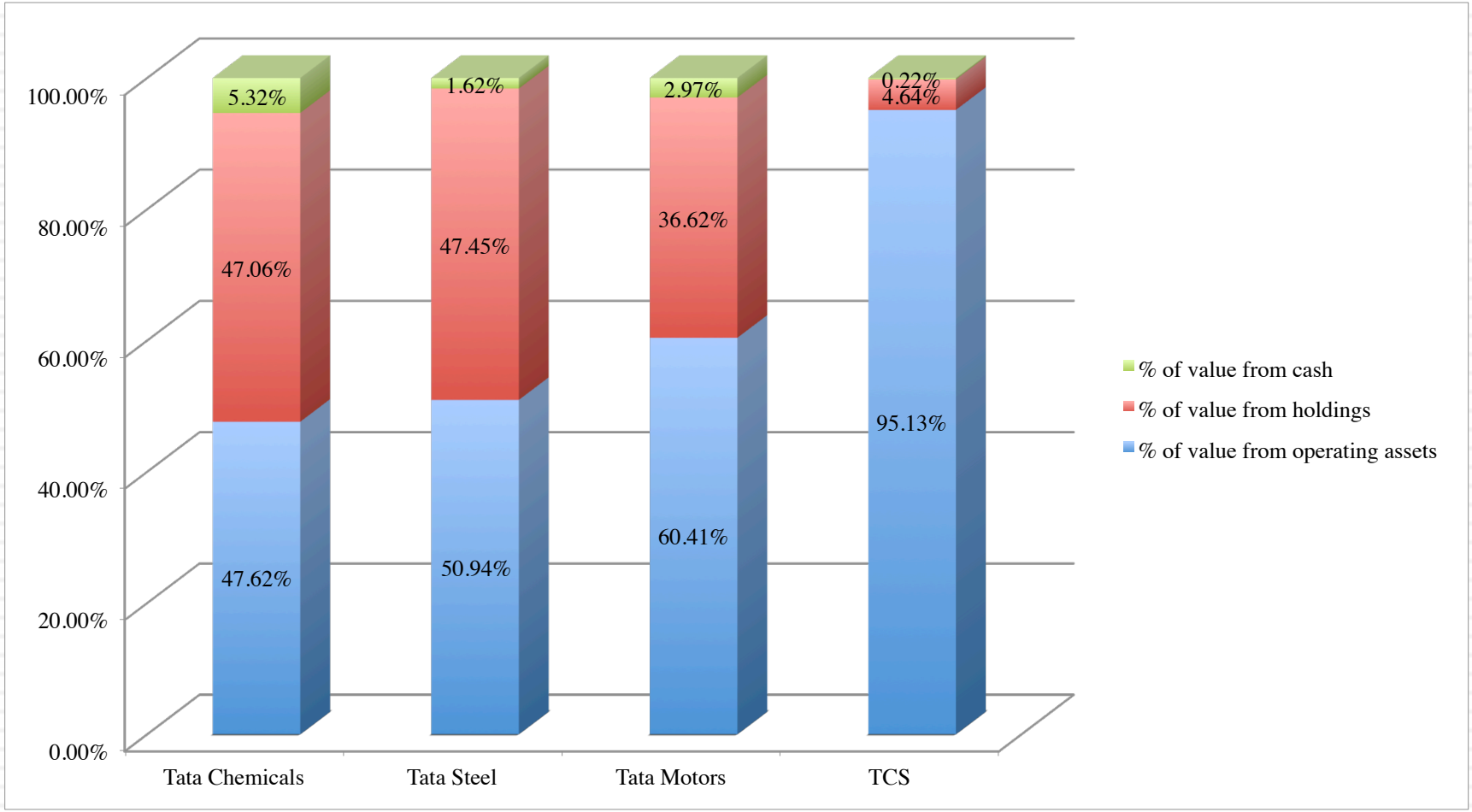








Tata Companies: Value Breakdown



Lesson 5: Truncation risk can come in many forms…

- Natural disasters: Small companies in some economies are much exposed to natural disasters (hurricanes, earthquakes), without the means to hedge against that risk (with insurance or derivative products).
- Terrorism risk: Companies in some countries that are unstable or in the grips of civil war are exposed to damage or destruction.
- Nationalization risk: While less common than it used to be, there are countries where businesses may be nationalized, with owners receiving less than fair value as compensation.

Dealing with truncation risk..

- Assume that you are valuing Gazprom, the Russian oil company and have estimated a value of US $180 billion for the operating assets. The firm has $30 billion in debt outstanding. What is the value of equity in the firm?

- Now assume that the firm has 15 billion shares outstanding. Estimate the value of equity per share.

- The Russian government owns 42% of the outstanding shares. Would that change your estimate of value of equity per share?