

VALUATION: PACKET 2 RELATIVE VALUATION, ASSET-BASED VALUATION AND PRIVATE COMPANY VALUATION

The Essence of relative valuation?

2

- In relative valuation, the value of an asset is compared to the values assessed by the market for similar or comparable assets.
- To do relative valuation then,
 - we need to identify comparable assets and obtain market values for these assets
 - convert these market values into standardized values, since the absolute prices cannot be compared This process of standardizing creates price multiples.
 - compare the standardized value or multiple for the asset being analyzed to the standardized values for comparable asset, controlling for any differences between the firms that might affect the multiple, to judge whether the asset is under or over valued

Relative valuation is pervasive...

3

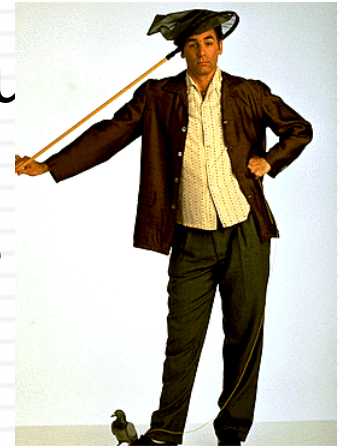
- Most asset valuations are relative.
- Most equity valuations on Wall Street are relative valuations.
 - ▣ Almost 85% of equity research reports are based upon a multiple and comparables.
 - ▣ More than 50% of all acquisition valuations are based upon multiples
 - ▣ Rules of thumb based on multiples are not only common but are often the basis for final valuation judgments.
- While there are more discounted cashflow valuations in consulting and corporate finance, they are often relative valuations masquerading as discounted cash flow valuations.
 - ▣ The objective in many discounted cashflow valuations is to back into a number that has been obtained by using a multiple.
 - ▣ The terminal value in a significant number of discounted cashflow valuations is estimated using a multiple.

Why relative valuation?

4

“If you think I’ m crazy, you should see the gu
lives across the hall”

Jerry Seinfeld talking about Kramer in a Seinfeld episode



Michael Richards
Photo: George Lange

©NBC, Inc.

“ A little inaccuracy sometimes saves tons of explanation”

H.H. Munro

“ If you are going to screw up, make sure that you have
lots of company”

Ex-portfolio manager

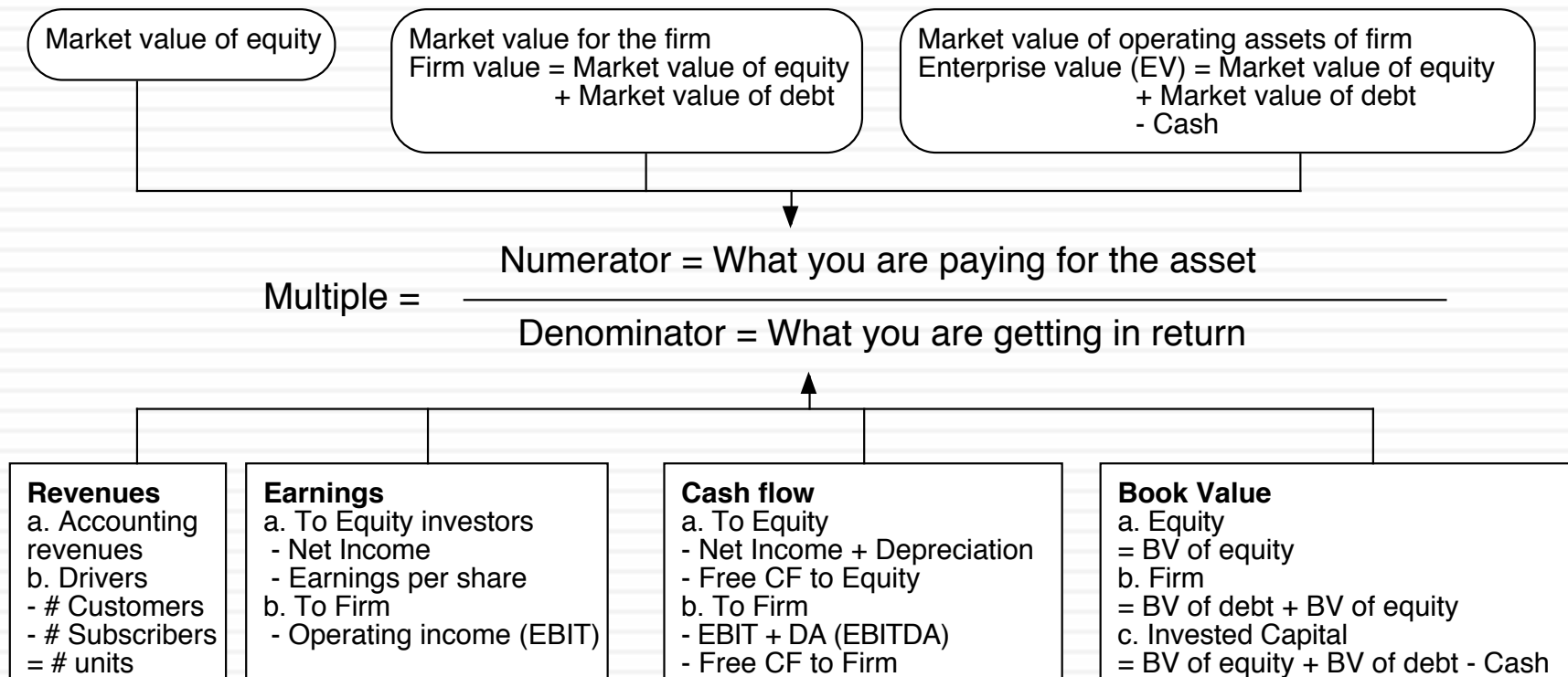
The Market Imperative....

5

- Relative valuation is much more likely to reflect market perceptions and moods than discounted cash flow valuation. This can be an advantage when it is important that the price reflect these perceptions as is the case when
 - the objective is to sell a security at that price today (as in the case of an IPO)
 - investing on “momentum” based strategies
- With relative valuation, there will always be a significant proportion of securities that are under valued and over valued.
- Since portfolio managers are judged based upon how they perform on a relative basis (to the market and other money managers), relative valuation is more tailored to their needs
- Relative valuation generally requires less information than discounted cash flow valuation (especially when multiples are used as screens)

Multiples are just standardized estimates of price...

6



The Four Steps to Deconstructing Multiples

7

- Define the multiple
 - 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
- Describe the multiple
 - 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.
- Analyze the multiple
 - It is critical that we understand the fundamentals that drive each multiple, and the nature of the relationship between the multiple and each variable.
- Apply the multiple
 - Defining the comparable universe and controlling for differences is far more difficult in practice than it is in theory.

Definitional Tests

8

- Is the multiple consistently defined?
 - Proposition 1: Both the value (the numerator) and the standardizing variable (the denominator) should be to the same claimholders in the firm. In other words, the value of equity should be divided by equity earnings or equity book value, and firm value should be divided by firm earnings or book value.
- Is the multiple uniformly estimated?
 - The variables used in defining the multiple should be estimated uniformly across assets in the “comparable firm” list.
 - If earnings-based multiples are used, the accounting rules to measure earnings should be applied consistently across assets. The same rule applies with book-value based multiples.

Example 1: Price Earnings Ratio: Definition

9

$PE = \text{Market Price per Share} / \text{Earnings per Share}$

- There are a number of variants on the basic PE ratio in use. They are based upon how the price and the earnings are defined.

Price: is usually the current price
 is sometimes the average price for the year

EPS: EPS in most recent financial year
 EPS in trailing 12 months
 Forecasted earnings per share next year
 Forecasted earnings per share in future year

Example 2: Staying on PE ratios

10

- Assuming that you are comparing the PE ratios across technology companies, many of which have options outstanding. What measure of PE ratio would yield the most consistent comparisons?
 - a. Price/ Primary EPS (actual shares, no options)
 - b. Price/ Fully Diluted EPS (actual shares + all options)
 - c. Price/ Partially Diluted EPS (counting only in-the-money options)
 - d. Other

Example 3: Enterprise Value /EBITDA Multiple

11

- The enterprise value to EBITDA multiple is obtained by netting cash out against debt to arrive at enterprise value and dividing by EBITDA.

$$\frac{\text{Enterprise Value}}{\text{EBITDA}} = \frac{\text{Market Value of Equity} + \text{Market Value of Debt} - \text{Cash}}{\text{Earnings before Interest, Taxes and Depreciation}}$$

1. Why do we net out cash from firm value?
2. What happens if a firm has cross holdings which are categorized as:
 - Minority interests?
 - Majority active interests?

Example 4: A Housing Price Multiple

12

The bubbles and busts in housing prices has led investors to search for a multiple that they can use to determine when housing prices are getting out of line. One measure that has acquired adherents is the ratio of housing price to annual net rental income (for renting out the same house). Assume that you decide to compute this ratio and compare it to the multiple at which stocks are trading. Which valuation ratio would be the one that corresponds to the house price/rent ratio?

- a. Price Earnings Ratio
- b. EV to Sales
- c. EV to EBITDA
- d. EV to EBIT

Descriptive Tests

13

- What is the average and standard deviation for this multiple, across the universe (market)?
- What is the median for this multiple?
 - The median for this multiple is often a more reliable comparison point.
- How large are the outliers to the distribution, and how do we deal with the outliers?
 - Throwing out the outliers may seem like an obvious solution, but if the outliers all lie on one side of the distribution (they usually are large positive numbers), this can lead to a biased estimate.
- Are there cases where the multiple cannot be estimated? Will ignoring these cases lead to a biased estimate of the multiple?
- How has this multiple changed over time?