



March 19, 2015

Zafgen, Inc.

PWS Phase III data pushed out a bit; Obesity, PWS data expected YE15, 2Q16

Our view: On its 4Q14 call, ZFGN announced that topline data from the bestPWS Phase III trial are now expected "early 2Q16" (vs. prior YE15) due to slightly slower enrollment. A DSMB in the trial cleared the 2.4mg dose of beloranib to be used, and Zafgen decided to make it the only dose used in the ZAF-312 PWS EU trial expected to start mid-2015.

Key points:

On its earnings call, ZFGN updated timelines for lead asset beloranib and provided guidance for increased spending in 2015. The key updates are:

1) Topline Phase III data in PWS now expected "(probably early) 2Q16" vs. prior YE15. ZFGN pushed out expected timing for topline data in the ZAF-311 Phase III trial of beloranib due to slower than expected recruitment, despite fewer than expected dropouts in the trial.

2) The 102-patient trial enrolling in 15 US sites is now 2/3 enrolled. ZFGN will add CAN sites, and will lower the BMI inclusion criteria to 27 from 30 to speed up enrollment. Mgmt also reiterated the recently disclosed decision to go back to change in body weight (used to be change in body fat mass) and hyperphagia as co-primary endpoints in the trial.

3) Higher dose cleared to use in Phase III; EU trial will use just this dose (2.4mg). A DSMB safety look into the early part of the bestPWS trial has cleared the 2.4mg dose to be used in the trial. ZFGN has also decided to use just the 2.4mg dose in the second Phase III trial, ZAF-312, which will be conducted in the EU and is still expected to start in mid-2015.

Adjusting our price target post-full HIAO data. Given the positive news on the 2.4mg dose getting the DSMB green light from a safety standpoint, and the recently presented full HIAO dataset, we are adjusting our probability of success in the PWS and HIAO trials to 65% and 60%, from 60% and 50%, respectively, resulting in our \$58 price target (raised from \$53).

What's next for ZFGN: **1)** Submit IND for oral ZGN-839 program in NASH/T2DM, mid-2015; **2)** Initiate second PWS trial (ZAF-312) in EU, mid-2015; **3)** *Interim Ph IIb ZAF-203 data in severe obesity, YE15;* **4)** *6-month Ph III bestPWS readout, 2Q16.*

4Q/FY14 numbers: Spent \$35.5M in 2014, has \$245M in proforma cash. ZFGN spent \$10.7M in 4Q14 (\$7.3M in R&D, \$3.3M in G&A) vs. \$3.8M in 4Q13 (\$2.5M in R&D, \$1.2M in G&A). In 2014, operating expenses were \$35.5M (\$27.4M in R&D, \$8.1M in G&A) vs. \$13.8M (\$9.6M in R&D, \$4.2M in G&A) in 2013. ZFGN ended the year with \$115.5M cash and raised \$130M net proceeds in a January 2015 equity offering at \$35/share, bringing its pro-forma cash position to \$245M, sufficient "for at least the next 18 months".

RBC Capital Markets, LLC
Simos Simeonidis, Ph.D. (Analyst)
212 437 9293
simos.simeonidis@rbccm.com

Outperform

Speculative Risk

NASDAQ: ZFGN; USD 51.34

Price Target USD 58.00 ↑ 53.00

WHAT'S INSIDE

<input type="checkbox"/> Rating/Risk Change	<input checked="" type="checkbox"/> Price Target Change
<input type="checkbox"/> In-Depth Report	<input checked="" type="checkbox"/> Est. Change
<input type="checkbox"/> Preview	<input type="checkbox"/> News Analysis

Scenario Analysis*

Downside Scenario	Current Price	Price Target	Upside Scenario
20.00 ↓ 61%	51.34	58.00 ↑ 13%	89.00 ↑ 73%

*Implied Total Returns

Key Statistics

Shares O/S (MM):	28.5	Market Cap (MM):	1,463
Dividend:	0.00	Yield:	0.0%
		Avg. Daily Volume:	150,863

RBC Estimates

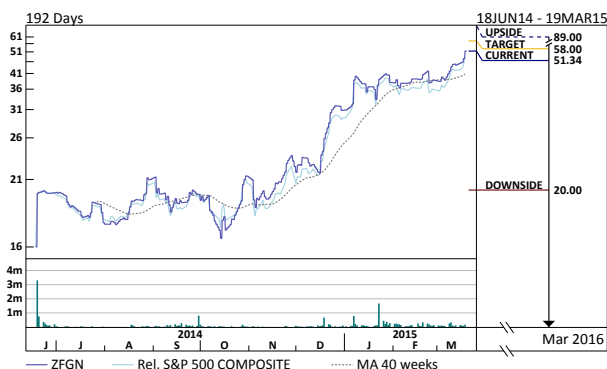
FY Dec	2014A	2015E	2016E	
Revenue	0.0	0.0	0.0	
EPS, Ops Diluted	(3.00)	(2.51)	(2.23)	
Prev.	(2.90)	(1.55)	(1.45)	
Revenue	Q1	Q2	Q3	Q4
2014	0.0A	0.0A	0.0A	0.0A
2015	0.0E	0.0E	0.0E	0.0E
EPS, Ops Diluted				
2014	(6.18)A	(2.96)A	(0.65)A	(0.48)A
Prev.				(0.41)E
2015	(0.56)E	(0.60)E	(0.65)E	(0.70)E
Prev.	(0.37)E	(0.38)E	(0.39)E	(0.41)E

All values in USD unless otherwise noted.



Target/Upside/Downside Scenarios

Exhibit 1: Zafgen, Inc.



Source: Bloomberg and RBC Capital Markets estimates for Upside/Downside/Target

Target price/base case

To value ZFGEN shares at \$58, we use a sum-of-the-parts methodology, and estimate the probability-adjusted NPV of the following: 1) beloranib sales in PWS (\$32/share), 2) beloranib sales in HIAO (\$20/share), and 3) the company's projected net cash position (~\$6/share). We assign a probability of success of 65% for PWS and 60% for HIAO, and model peak US/EU sales of beloranib in PWS and HIAO of \$750MM and \$630MM, respectively.

Upside scenario

Our upside scenario of \$89/share assumes positive data from the Phase IIb trial of beloranib in severe obesity, an indication which is currently not part of our valuation. Zafgen's stated plan under this scenario is to preserve beloranib's premium pricing for the rare disease settings and develop a follow-on molecule for the large severe obesity indication. Given the impressive weight loss efficacy observed with beloranib and the fact that it comes without the need for concomitant diet and exercise, we believe that positive data in this Phase IIb trial could provide an additional \$31/share to our estimates.

Downside scenario

The downside scenario of \$20/share assumes the Phase III bestPWS trial fails. By removing sales in PWS, reducing beloranib penetrations in HIAO, and lowering the probability of success to 50% in HIAO, we arrive at a valuation of beloranib sales in HIAO of ~\$14/share.

Investment summary

A really impressive injectable drug for obesity... Beloranib acts via a novel mechanism of action to lead to rapid and impressive weight loss in the obese patients it has been tested on in early stage Phase I and II trials. Using a novel mechanism different from the ones used by other drugs currently on the market, this methionine aminopeptidase 2 (MetAP2) inhibitor leads to significant weight loss (up to 10% of body weight) in just 12 weeks.

...but it will not get to the market for obesity first: Despite the compound's impressive efficacy, the company has decided to try a different approach and not go with obesity as its lead indication for beloranib. If successful, this would possibly allow the drug to reach market faster, in addition to gaining other benefits along the way, including premium pricing.

Prader-Willi Syndrome: a rare, genetic, obesity-related disease. There are an estimated 21,000 PWS cases in the US, with 7,500 of them identified. PWS patients are characterized by hyperphagia, the inability to feel satiety, which leads them to overeat and (most) to become obese. After promising data from a 17-patient Phase II trial, Zafgen is testing the drug in the bestPWS Phase III trial, with data expected YE15. A second trial to be conducted in Europe is expected to start soon, and will be required for US and EU approval. Based on the efficacy observed thus far, we expect the drug to be approved. Zafgen plans to market beloranib on its own, via a specialty salesforce, and we project that it can become a significant product in PWS alone, reaching \$750MM in peak US/EU 2029 sales.

HIAO doubles beloranib's commercial potential: Zafgen recently reported positive data from a 14-patient, Phase II trial of beloranib in patients with hypothalamic injury-associated obesity (HIAO). These patients develop obesity due to uncontrollable hunger, somewhat akin to an "acquired PWS", following surgery to remove craniopharyngiomas. Positive pivotal data in this setting would make HIAO the second rare disease indication for beloranib, doubling its market potential.

Potential catalysts: 1) Phase III beloranib PWS data (2Q16), 2) IND application for ZGN-839 in NASH/T2DM (mid-15), 3) interim data from beloranib severe obesity trial (YE15).

Risks: 1) Delays in US or EU PWS trials, 2) negative data in Phase III PWS trials, and 3) unanticipated safety signals of beloranib in ongoing trials. These risks, that if materialized, may result in significant volatility, and the fact that the majority of the value comes from a single product leads to the Speculative Risk qualifier on our rating.



Exhibit 2: ZFGN Sum-of-the-parts Valuation (\$MM)

ZFGN NPV (probability-adjusted)	
Beloranib PWS NPV - US	\$17
Beloranib PWS NPV - EU	\$15
Beloranib HIAO NPV - US	\$11
Beloranib HIAO NPV - EU	\$9
Projected Net Cash	\$6
Sum-of-the-parts value for ZFGN	\$58

Source: RBC Capital Markets estimates

Exhibit 3: ZFGN Quarterly P&L (\$MM)

(\$MM)	FY 2013A	Q1: 14A	Q2: 14A	Q3: 14A	Q4: 14A	FY 2014A	Q1: 15E	Q2: 15E	Q3: 15E	Q4: 15E	FY 2015E	FY 2016E
US beloranib PWS sales	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
US beloranib HIAO sales	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total US beloranib sales	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
EU beloranib PWS sales	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
EU beloranib HIAO sales	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total EU beloranib sales	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total US/EU beloranib sales	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Royalties paid to CKD Pharma	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Royalties paid to Children's	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total royalties paid	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total revenue	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
COGS	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
R&D	9.6	3.3	4.7	12.1	7.3	27.4	11.5	11.9	13.0	14.5	50.9	52.0
SG&A	4.2	1.2	1.3	2.3	3.3	8.1	3.4	3.9	4.2	4.3	15.8	15.9
Total Operating Expenses	13.8	4.5	6.0	14.4	10.7	35.5	14.9	15.8	17.2	18.8	66.7	67.9
Operating income (loss)	(13.8)	(4.5)	(6.0)	(14.4)	(10.7)	(35.5)	(14.9)	(15.8)	(17.2)	(18.8)	(66.7)	(67.9)
Total other expenses, net	(0.2)	0.1	(0.4)	(0.3)	(0.3)	(0.9)	(0.1)	(0.2)	(0.1)	(0.1)	(1.9)	(3.3)
Net loss and comprehensive loss	(14.0)	(4.5)	(6.4)	(14.7)	(10.9)	(36.5)	(15.0)	(16.0)	(17.3)	(18.9)	(67.2)	(71.2)
Accretion of redeemable convertible stock	(0.2)	(0.0)	(0.0)	0.0	0.0	(0.1)	(0.0)	(0.0)	(0.0)	(0.0)	(0.1)	(0.1)
Pretax income	(14.2)	(4.5)	(6.4)	(14.7)	(10.9)	(36.6)	(15.1)	(16.0)	(17.3)	(18.9)	(67.3)	(71.3)
Income tax expense	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Tax rate	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Net income (loss)	(14.2)	(4.5)	(6.4)	(14.7)	(10.9)	(36.6)	(15.1)	(16.0)	(17.3)	(18.9)	(67.3)	(71.3)
GAAP EPS												
Basic	(\$19.53)	(\$6.18)	(\$2.96)	(\$0.65)	(\$0.48)	(\$3.00)	(\$0.56)	(\$0.60)	(\$0.65)	(\$0.70)	(\$2.51)	(\$2.23)
Diluted	(\$19.53)	(\$6.18)	(\$2.96)	(\$0.65)	(\$0.48)	(\$3.00)	(\$0.56)	(\$0.60)	(\$0.65)	(\$0.70)	(\$2.51)	(\$2.23)

Source: Company reports and RBC Capital Markets estimates



Exhibit 4: ZFGN Annual P&L (\$MM)

(\$MM)	FY 2013A	FY 2014A	FY 2015E	FY 2016E	FY 2017E	FY 2018E	FY 2019E	FY 2020E	FY 2021E	FY 2022E	FY 2023E	FY 2024E	FY 2025E	FY 2026E	FY 2027E	FY 2028E	FY 2029E	FY 2030E	FY 2031E	FY 2032E	FY 2033E
US beloranib PWS sales	0.0	0.0	0.0	0.0	0.0	89.5	157.0	211.4	285.9	293.9	302.1	310.5	319.2	328.1	337.2	346.6	356.2	366.2	376.4	38.7	19.9
US beloranib HIAO sales	0.0	0.0	0.0	0.0	0.0	0.0	74.2	128.8	186.3	251.9	258.9	266.2	273.6	281.2	289.0	297.1	305.3	313.9	322.6	33.2	17.0
Total US beloranib sales	0.0	0.0	0.0	0.0	0.0	89.5	231.2	340.2	472.2	545.8	561.0	576.7	592.7	609.2	626.2	643.7	661.6	680.0	699.0	71.8	36.9
EU beloranib PWS sales	0.0	0.0	0.0	0.0	0.0	0.0	88.7	174.9	251.6	338.4	345.9	353.6	361.5	369.5	377.7	386.1	394.7	40.4	20.6	21.1	21.6
EU beloranib HIAO sales	0.0	0.0	0.0	0.0	0.0	0.0	0.0	66.6	130.5	197.2	296.5	303.1	309.8	316.7	323.8	331.0	236.8	34.6	17.7	18.1	18.5
Total EU beloranib sales	0.0	0.0	0.0	0.0	0.0	0.0	88.7	241.5	382.1	535.6	642.4	656.7	671.3	686.2	701.5	717.1	631.6	74.9	38.3	39.2	40.0
Total US/EU beloranib sales	0.0	0.0	0.0	0.0	0.0	89.5	319.9	581.7	854.3	1081.5	1203.5	1233.4	1264.0	1295.5	1327.7	1360.8	1293.1	754.9	737.3	111.0	76.9
Royalties paid to CKD Pharma	0.0	0.0	0.0	0.0	0.0	4.5	16.0	29.1	42.7	54.1	60.2	61.7	63.2	64.8	66.4	68.0	64.7	37.7	36.9	5.5	3.8
Royalties paid to Children's	0.0	0.0	0.0	0.0	0.0	2.7	9.6	17.5	25.6	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total royalties paid	0.0	0.0	0.0	0.0	0.0	7.2	25.6	46.5	68.3	54.1	60.2	61.7	63.2	64.8	66.4	68.0	64.7	37.7	36.9	5.5	3.8
Total revenue	0.0	0.0	0.0	0.0	0.0	82.4	294.3	535.1	786.0	1027.4	1143.3	1171.7	1200.8	1230.7	1261.3	1292.7	1228.5	717.2	700.4	105.4	73.1
COGS	0.0	0.0	0.0	0.0	0.0	10.7	38.4	69.8	94.0	119.0	120.3	123.3	126.4	129.5	132.8	136.1	129.3	75.5	73.7	11.1	7.7
R&D	9.6	27.4	50.9	52.0	53.0	53.8	54.9	55.7	56.6	54.4	52.4	50.8	49.4	48.2	47.1	46.3	45.6	45.1	44.7	44.4	44.3
SG&A	4.2	8.1	15.8	15.9	16.0	43.3	49.6	51.5	53.3	54.1	55.0	55.9	56.8	57.7	58.6	58.5	58.4	50.1	48.1	46.3	44.7
Total Operating Expenses	13.8	35.5	66.7	67.9	69.0	107.9	142.9	177.0	203.8	227.5	227.8	230.0	232.5	235.4	238.5	240.8	233.3	170.7	166.5	101.8	96.7
Operating Income (loss)	(13.8)	(35.5)	(66.7)	(67.9)	(69.0)	(25.5)	151.4	358.1	582.1	799.9	915.5	941.7	968.3	995.3	1022.8	1051.9	995.2	546.5	533.9	3.6	(23.6)
Total other expenses, net	(0.2)	(0.9)	(1.9)	(3.3)	(3.8)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Net loss and comprehensive loss	(14.0)	(36.5)	(67.2)	(71.2)	(72.8)	(25.5)	151.4	358.1	582.1	799.9	915.5	941.7	968.3	995.3	1022.8	1051.9	995.2	546.5	533.9	3.6	(23.6)
Accretion of redeemable convertible stock	(0.2)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)
Pretax income	(14.2)	(36.6)	(67.3)	(71.3)	(72.9)	(25.6)	151.3	358.0	582.0	799.8	915.4	941.6	968.2	995.2	1022.7	1051.8	995.0	546.4	533.8	3.5	(23.7)
Income tax expense	0.0	0.0	0.0	0.0	0.0	0.0	24.2	64.4	193.8	279.9	320.4	329.6	338.9	348.3	357.9	368.1	348.3	191.2	186.8	0.7	(4.7)
Tax rate	0%	0%	0%	0%	0%	0%	16%	18%	33%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	20%	20%
Net income (loss)	(14.2)	(36.6)	(67.3)	(71.3)	(72.9)	(25.6)	127.1	293.6	388.2	519.9	595.0	612.0	629.3	646.9	664.7	683.7	646.8	355.2	347.0	2.8	(19.0)
GAAP EPS																					
Basic	(\$19.53)	(\$3.00)	(\$2.51)	(\$2.23)	(\$2.21)	(\$0.75)	\$3.63	\$8.15	\$10.47	\$13.61	\$15.12	\$15.10	\$15.07	\$15.04	\$15.01	\$14.99	\$13.76	\$7.34	\$6.96	\$0.05	(\$0.36)
Diluted	(\$19.53)	(\$3.00)	(\$2.51)	(\$2.23)	(\$2.21)	(\$0.75)	\$3.44	\$7.71	\$9.90	\$12.87	\$14.31	\$14.29	\$14.26	\$14.23	\$14.20	\$14.18	\$13.02	\$6.94	\$6.59	\$0.05	(\$0.36)

Source: Company reports and RBC Capital Markets estimates



Exhibit 5: Beloranib PWS NPV Analysis - US (\$MM)

(\$MM)	2015E	2016E	2017E	2018E	2019E	2020E	2021E	2022E	2023E	2024E	2025E	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E
Total US Beloranib PWS Sales	0.0	0.0	0.0	89.5	157.0	211.4	285.9	293.9	302.1	310.5	319.2	328.1	337.2	346.6	356.2	366.2	376.4	38.7	19.9
Total US Beloranib PWS Revenue	0.0	0.0	0.0	89.5	157.0	211.4	285.9	293.9	302.1	310.5	319.2	328.1	337.2	346.6	356.2	366.2	376.4	38.7	19.9
Total Paid Royalties for US PWS Beloranib Sales	0.0	0.0	0.0	7.2	12.6	16.9	22.9	14.7	15.1	15.5	16.0	16.4	16.9	17.3	17.8	18.3	18.8	1.9	1.0
COGS	0.0	0.0	0.0	10.7	18.8	25.4	31.5	32.3	30.2	31.1	31.9	32.8	33.7	34.7	35.6	36.6	37.6	3.9	2.0
R&D	7.1	6.5	6.6	6.7	6.8	6.9	7.0	6.3	5.6	5.1	4.6	4.1	3.7	3.3	3.0	2.7	2.4	2.2	2.0
G&A	4.0	4.0	4.0	4.1	4.2	4.2	4.3	4.4	4.5	4.6	4.7	4.8	4.9	5.0	5.1	5.2	5.3	5.4	5.5
Sales expense	0.0	0.0	0.0	7.5	8.0	8.2	8.3	8.5	8.7	8.8	9.0	9.2	9.4	9.6	9.8	8.8	7.9	7.1	6.4
Marketing expense	0.0	0.0	0.0	2.0	2.5	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	1.5	1.5	1.5	1.5
Tax adjusted EBIT	(11.0)	(10.5)	(10.6)	51.3	87.4	120.4	139.4	146.1	152.7	157.6	162.5	167.5	172.7	177.9	183.3	190.5	196.8	13.4	1.2
Tax rate	0%	0%	0%	0%	16%	18%	33%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	20%	20%
Beloranib sales free cash flow	(11.0)	(10.5)	(10.6)	51.3	87.4	120.4	139.4	146.1	152.7	157.6	162.5	167.5	172.7	177.9	183.3	190.5	196.8	13.4	1.2
Discount period	0.79	1.79	2.79	3.79	4.79	5.79	6.79	7.79	8.79	9.79	10.79	11.79	12.79	13.79	14.79	15.79	16.79	17.79	18.79
Discount factor	0.93	0.84	0.77	0.70	0.63	0.58	0.52	0.48	0.43	0.39	0.36	0.33	0.30	0.27	0.24	0.22	0.20	0.18	0.17
PV of Beloranib free cash flow	(10.2)	(8.8)	(8.2)	35.8	55.4	69.4	73.0	69.5	66.1	62.0	58.1	54.5	51.0	47.8	44.8	42.3	39.7	2.5	0.2
Discount Rate	10%																		
Perpetual Growth Rate	0%																		
Final year FCF	\$0																		
Terminal Value	\$0																		
Discount Factor	0.18																		
Present Value of Terminal Value	\$0																		
Present Value of Cash Flows	\$745																		
Present Value of Total Cash Flows	\$745																		
Fully Diluted Shares Outstanding (MM)	28.5																		
NPV of US beloranib free cash flow	\$26.15																		
Probability of success	65%																		
NPV of beloranib free cash flows (probability-adjusted)	\$17.00																		

Source: RBC Capital Markets estimates



Exhibit 6: Beloranib PWS NPV Analysis - EU (\$MM)

(\$MM)	2015E	2016E	2017E	2018E	2019E	2020E	2021E	2022E	2023E	2024E	2025E	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E
Total EU Beloranib PWS Sales	0.0	0.0	0.0	0.0	88.7	174.9	251.6	338.4	345.9	353.6	361.5	369.5	377.7	386.1	394.7	40.4	20.6	21.1	21.6
Total EU Beloranib PWS Revenue	0.0	0.0	0.0	0.0	88.7	174.9	251.6	338.4	345.9	353.6	361.5	369.5	377.7	386.1	394.7	40.4	20.6	21.1	21.6
Total Paid Royalties for EU Beloranib Sales	0.0	0.0	0.0	0.0	7.1	14.0	20.1	16.9	17.3	17.7	18.1	18.5	18.9	19.3	19.7	2.0	1.0	1.1	1.1
COGS	0.0	0.0	0.0	0.0	10.6	21.0	27.7	37.2	34.6	35.4	36.1	37.0	37.8	38.6	39.5	4.0	2.1	2.1	2.2
R&D	7.1	6.5	6.6	6.7	6.8	6.9	7.0	6.3	5.6	5.1	4.6	4.1	3.7	3.3	3.0	2.7	2.4	2.2	2.0
G&A	4.0	4.0	4.0	4.1	4.2	4.2	4.3	4.4	4.5	4.6	4.7	4.8	4.9	5.0	5.1	5.2	5.3	5.4	5.5
Sales expense	0.0	0.0	0.0	2.5	4.0	4.1	4.2	4.2	4.3	4.4	4.5	4.6	4.7	4.2	3.8	3.4	3.1	2.8	2.5
Marketing expense	0.0	0.0	0.0	1.5	2.0	2.0	2.5	2.5	2.5	2.5	2.5	2.5	2.5	2.5	2.5	1.0	1.0	1.0	1.0
Tax adjusted EBIT	(11.0)	(10.5)	(10.6)	(14.8)	45.3	100.6	123.9	173.4	180.1	184.6	189.1	193.8	198.4	203.6	208.7	14.3	3.7	5.3	5.9
Tax rate	0%	0%	0%	0%	16%	18%	33%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	20%	20%
Beloranib sales free cash flow	(11.0)	(10.5)	(10.6)	(14.8)	45.3	100.6	123.9	173.4	180.1	184.6	189.1	193.8	198.4	203.6	208.7	14.3	3.7	5.3	5.9
Discount period	0.79	1.79	2.79	3.79	4.79	5.79	6.79	7.79	8.79	9.79	10.79	11.79	12.79	13.79	14.79	15.79	16.79	17.79	18.79
Discount factor	0.93	0.84	0.77	0.70	0.63	0.58	0.52	0.48	0.43	0.39	0.36	0.33	0.30	0.27	0.24	0.22	0.20	0.18	0.17
PV of Beloranib free cash flow	(10.2)	(8.8)	(8.2)	(10.3)	28.7	57.9	64.9	82.6	77.9	72.6	67.7	63.0	58.7	54.7	51.0	3.2	0.8	1.0	1.0
Discount Rate	10%																		
Perpetual Growth Rate	0%																		
Final year FCF	\$0																		
Terminal Value	\$0																		
Discount Factor	0.18																		
Present Value of Terminal Value	\$0																		
Present Value of Cash Flows	\$648																		
Present Value of Total Cash Flows	\$648																		
Fully Diluted Shares Outstanding (MM)	28.5																		
NPV of beloranib free cash flow	\$22.75																		
Probability of success	65%																		
NPV of beloranib free cash flows (probability-adjusted)	\$14.79																		

Source: RBC Capital Markets estimates



Exhibit 7: Beloranib HIAO NPV Analysis - US (\$MM)

(\$MM)	2015E	2016E	2017E	2018E	2019E	2020E	2021E	2022E	2023E	2024E	2025E	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E
Total US Beloranib HIAO Sales	0.0	0.0	0.0	0.0	74.2	128.8	186.3	251.9	258.9	266.2	273.6	281.2	289.0	297.1	305.3	313.9	322.6	33.2	17.0
Total US Beloranib HIAO Revenue	0.0	0.0	0.0	0.0	74.2	128.8	186.3	251.9	258.9	266.2	273.6	281.2	289.0	297.1	305.3	313.9	322.6	33.2	17.0
Total Paid Royalties for US Beloranib Sales	0.0	0.0	0.0	0.0	5.9	10.3	14.9	12.6	12.9	13.3	13.7	14.1	14.5	14.9	15.3	15.7	16.1	1.7	0.9
COGS	0.0	0.0	0.0	0.0	8.9	15.5	20.5	27.7	25.9	26.6	27.4	28.1	28.9	29.7	30.5	31.4	32.3	3.3	1.7
R&D	7.1	6.5	6.6	6.7	6.8	6.9	7.0	6.3	5.6	5.1	4.6	4.1	3.7	3.3	3.0	2.7	2.4	2.2	2.0
G&A	4.0	4.0	4.0	4.1	4.2	4.2	4.3	4.4	4.5	4.6	4.7	4.8	4.9	5.0	5.1	5.2	5.3	5.4	5.5
Sales expense	0.0	0.0	0.0	7.5	8.0	8.2	8.3	8.5	8.7	8.8	9.0	9.2	9.4	9.6	9.8	8.8	7.9	7.1	6.4
Marketing expense	0.0	0.0	0.0	2.0	2.5	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	1.5	1.5	1.5	1.5
Tax adjusted EBIT	(11.0)	(10.5)	(10.6)	(20.3)	31.8	66.2	85.6	123.1	128.9	133.1	137.3	141.7	146.1	150.6	155.2	161.6	167.1	9.6	(0.7)
Tax rate	0%	0%	0%	0%	16%	18%	33%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	20%	20%
Beloranib sales free cash flow	(11.0)	(10.5)	(10.6)	(20.3)	31.8	66.2	85.6	123.1	128.9	133.1	137.3	141.7	146.1	150.6	155.2	161.6	167.1	9.6	(0.7)
Discount period	0.79	1.79	2.79	3.79	4.79	5.79	6.79	7.79	8.79	9.79	10.79	11.79	12.79	13.79	14.79	15.79	16.79	17.79	18.79
Discount factor	0.93	0.84	0.77	0.70	0.63	0.58	0.52	0.48	0.43	0.39	0.36	0.33	0.30	0.27	0.24	0.22	0.20	0.18	0.17
PV of Beloranib free cash flow	(10.2)	(8.8)	(8.2)	(14.1)	20.2	38.1	44.8	58.6	55.8	52.4	49.1	46.1	43.2	40.5	37.9	35.9	33.7	1.8	(0.1)
Discount Rate	10%																		
Perpetual Growth Rate	0%																		
Final year FCF	\$0																		
Terminal Value	\$0																		
Discount Factor	0.18																		
Present Value of Terminal Value	\$0																		
Present Value of Cash Flows	\$517																		
Present Value of Total Cash Flows	\$517																		
Fully Diluted Shares Outstanding (MM)	28.5																		
NPV of US beloranib free cash flow	\$18.13																		
Probability of success	60%																		
NPV of beloranib free cash flows (probability-adjusted)	\$10.88																		

Source: RBC Capital Markets estimates



Exhibit 8: Beloranib HIAO NPV Analysis - EU (\$MM)

(\$MM)	2015E	2016E	2017E	2018E	2019E	2020E	2021E	2022E	2023E	2024E	2025E	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E
Total EU Beloranib HIAO Sales	0.0	0.0	0.0	0.0	0.0	66.6	130.5	197.2	296.5	303.1	309.8	316.7	323.8	331.0	236.8	34.6	17.7	18.1	18.5
Total EU Beloranib Revenue	0.0	0.0	0.0	0.0	0.0	66.6	130.5	197.2	296.5	303.1	309.8	316.7	323.8	331.0	236.8	34.6	17.7	18.1	18.5
Total Paid Royalties for EU Beloranib Sales	0.0	0.0	0.0	0.0	0.0	5.3	10.4	9.9	14.8	15.2	15.5	15.8	16.2	16.5	11.8	1.7	0.9	0.9	0.9
COGS	0.0	0.0	0.0	0.0	0.0	8.0	14.4	21.7	29.6	30.3	31.0	31.7	32.4	33.1	23.7	3.5	1.8	1.8	1.8
R&D	7.1	6.5	6.6	6.7	6.8	6.9	7.0	6.3	5.6	5.1	4.6	4.1	3.7	3.3	3.0	2.7	2.4	2.2	2.0
G&A	4.0	4.0	4.0	4.1	4.2	4.2	4.3	4.4	4.5	4.6	4.7	4.8	4.9	5.0	5.1	5.2	5.3	5.4	5.5
Sales expense	0.0	0.0	0.0	2.5	4.0	4.1	4.2	4.2	4.3	4.4	4.5	4.6	4.7	4.2	3.8	3.4	3.1	2.8	2.5
Marketing expense	0.0	0.0	0.0	1.5	2.0	2.0	2.5	2.5	2.5	2.5	2.5	2.5	2.5	2.5	2.5	1.0	1.0	1.0	1.0
Tax adjusted EBIT	(11.0)	(10.5)	(10.6)	(14.8)	(14.3)	29.6	58.5	96.4	152.8	156.7	160.6	164.6	168.6	173.1	121.5	11.1	2.1	3.2	3.8
Tax rate	0%	0%	0%	0%	16%	18%	33%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	20%	20%
Beloranib sales free cash flow	(11.0)	(10.5)	(10.6)	(14.8)	(14.3)	29.6	58.5	96.4	152.8	156.7	160.6	164.6	168.6	173.1	121.5	11.1	2.1	3.2	3.8
Discount period	0.79	1.79	2.79	3.79	4.79	5.79	6.79	7.79	8.79	9.79	10.79	11.79	12.79	13.79	14.79	15.79	16.79	17.79	18.79
Discount factor	0.93	0.84	0.77	0.70	0.63	0.58	0.52	0.48	0.43	0.39	0.36	0.33	0.30	0.27	0.24	0.22	0.20	0.18	0.17
PV of Beloranib free cash flow	(10.2)	(8.8)	(8.2)	(10.3)	(9.0)	17.0	30.7	45.9	66.1	61.6	57.5	53.5	49.9	46.5	29.7	2.5	0.4	0.6	0.6
Discount Rate	10%																		
Perpetual Growth Rate	0%																		
Final year FCF	\$0																		
Terminal Value	\$0																		
Discount Factor	0.18																		
Present Value of Terminal Value	\$0																		
Present Value of Cash Flows	\$416																		
Present Value of Total Cash Flows	\$416																		
Fully Diluted Shares Outstanding (MM)	28.5																		
NPV of beloranib free cash flow	\$14.60																		
Probability of success	60%																		
NPV of beloranib free cash flows (probability-adjusted)	\$8.76																		

Source: RBC Capital Markets estimates



Exhibit 9: US Beloranib PWS Revenue Model (\$MM)

Beloranib PWS Revenue Model (\$MM)	2015E	2016E	2017E	2018E	2019E	2020E	2021E	2022E	2023E	2024E	2025E	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E
US Beloranib PWS Revenue Model																			
US population	321,347,572	323,821,948	326,315,378	328,828,006	331,359,982	333,911,453	336,482,572	339,073,487	341,684,353	344,315,323	346,966,551	349,638,193	352,330,407	355,043,351	357,777,185	360,532,070	363,308,166	366,105,639	368,924,653
Population growth	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%
PWS prevalence	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067
# of estimated PWS cases	21,423	21,588	21,754	21,922	22,091	22,261	22,432	22,605	22,779	22,954	23,131	23,309	23,489	23,670	23,852	24,035	24,221	24,407	24,595
% of PWS cases that have been identified	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%
# of identified PWS cases	7,498	7,556	7,614	7,673	7,732	7,791	7,851	7,912	7,973	8,034	8,096	8,158	8,221	8,284	8,348	8,412	8,477	8,542	8,608
% of PWS patients ≥12 years old	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%
# of PWS patients ≥12 years old	3,749	3,778	3,807	3,836	3,866	3,896	3,926	3,956	3,986	4,017	4,048	4,079	4,111	4,142	4,174	4,206	4,239	4,271	4,304
Beloranib penetration	0%	0%	0%	17%	29%	38%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	5%	3%
# of PWS patients treated with beloranib	0	0	0	652	1,121	1,480	1,963	1,978	1,993	2,009	2,024	2,040	2,055	2,071	2,087	2,103	2,119	214	108
Annual revenue/patient				\$137,280	\$140,026	\$142,826	\$145,683	\$148,596	\$151,568	\$154,600	\$157,692	\$160,845	\$164,062	\$167,344	\$170,690	\$174,104	\$177,586	\$181,138	\$184,761
Total US beloranib sales in PWS (\$MM)			\$0	\$90	\$157	\$211	\$286	\$294	\$302	\$311	\$319	\$328	\$337	\$347	\$356	\$366	\$376	\$39	\$20

Source: RBC Capital Markets estimates

Exhibit 10: EU Beloranib PWS Revenue Model (\$MM)

EU Beloranib PWS Revenue Model	2015E	2016E	2017E	2018E	2019E	2020E	2021E	2022E	2023E	2024E	2025E	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E
EU Beloranib PWS Revenue Model																			
EU population	512,559,969	513,687,601	514,817,713	515,950,312	517,085,403	518,222,991	519,363,081	520,505,680	521,650,793	522,798,424	523,948,581	525,101,268	526,256,491	527,414,255	528,574,566	529,737,430	530,902,853	532,070,839	533,241,395
Population growth	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%
PWS prevalence	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067	0.000067
# of estimated PWS cases	34,171	34,246	34,321	34,397	34,472	34,548	34,624	34,700	34,777	34,853	34,930	35,007	35,084	35,161	35,238	35,316	35,394	35,471	35,549
% of PWS cases that have been identified	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%
# of identified PWS cases	11,960	11,986	12,012	12,039	12,065	12,092	12,118	12,145	12,172	12,199	12,225	12,252	12,279	12,306	12,333	12,361	12,388	12,415	12,442
% of PWS patients ≥12 years old	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%
# of PWS patients ≥12 years old	5,980	5,993	6,006	6,019	6,033	6,046	6,059	6,073	6,086	6,099	6,113	6,126	6,140	6,153	6,167	6,180	6,194	6,207	6,221
Beloranib penetration	0%	0%	0%	0%	14%	27%	38%	50%	50%	50%	50%	50%	50%	50%	50%	5%	3%	3%	3%
# of PWS patients treated with beloranib	0	0	0	0	845	1,632	2,303	3,036	3,043	3,050	3,056	3,063	3,070	3,077	3,083	309	155	155	156
Annual revenue/patient					\$105,019	\$107,120	\$109,262	\$111,447	\$113,676	\$115,950	\$118,269	\$120,634	\$123,047	\$125,508	\$128,018	\$130,578	\$133,190	\$135,854	\$138,571
Total EU beloranib sales in PWS (\$MM)				\$0	\$89	\$175	\$252	\$338	\$346	\$354	\$361	\$370	\$378	\$386	\$395	\$40	\$21	\$21	\$22

Source: RBC Capital Markets estimates



Exhibit 11: US Belorinib HIAO Revenue Model (\$MM)

Belorinib HIAO Revenue Model (\$MM)	2015E	2016E	2017E	2018E	2019E	2020E	2021E	2022E	2023E	2024E	2025E	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E
US Belorinib HIAO Revenue Model																			
US population	321,347,572	323,821,948	326,315,378	328,828,006	331,359,982	333,911,453	336,482,572	339,073,487	341,684,353	344,315,323	346,966,551	349,638,193	352,330,407	355,043,351	357,777,185	360,532,070	363,308,166	366,105,639	368,924,653
Population growth	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%	0.77%
craniopharyngioma prevalence	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002
# of estimated craniopharyngioma patients	6,427	6,476	6,526	6,577	6,627	6,678	6,730	6,781	6,834	6,886	6,939	6,993	7,047	7,101	7,156	7,211	7,266	7,322	7,378
% of craniopharyngioma cases who develop obesity (HIAO)	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%
# of HIAO patients	3,213	3,238	3,263	3,288	3,314	3,339	3,365	3,391	3,417	3,443	3,470	3,496	3,523	3,550	3,578	3,605	3,633	3,661	3,689
Belorinib penetration	0%	0%	0%	0%	16%	27%	38%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	5%	3%
# of HIAO patients treated with belorinib	0	0	0	0	530	902	1,279	1,695	1,708	1,722	1,735	1,748	1,762	1,775	1,789	1,803	1,817	183	92
Annual revenue/patient				\$137,280	\$140,026	\$142,826	\$145,683	\$148,596	\$151,568	\$154,600	\$157,692	\$160,845	\$164,062	\$167,344	\$170,690	\$174,104	\$177,586	\$181,138	\$184,761
Total US belorinib sales in HIAO (\$MM)			\$0	\$0	\$74	\$129	\$186	\$252	\$259	\$266	\$274	\$281	\$289	\$297	\$305	\$314	\$323	\$33	\$17

Source: RBC Capital Markets estimates

Exhibit 12: EU Belorinib HIAO Revenue Model (\$MM)

EU Belorinib HIAO Revenue Model	2015E	2016E	2017E	2018E	2019E	2020E	2021E	2022E	2023E	2024E	2025E	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E
EU Belorinib HIAO Revenue Model																			
EU population	512,559,969	513,687,601	514,817,713	515,950,312	517,085,403	518,222,991	519,363,081	520,505,680	521,650,793	522,798,424	523,948,581	525,101,268	526,256,491	527,414,255	528,574,566	529,737,430	530,902,853	532,070,839	533,241,395
Population growth	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%	0.22%
craniopharyngioma prevalence	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002	0.00002
# of estimated craniopharyngioma patients	10,251	10,274	10,296	10,319	10,342	10,364	10,387	10,410	10,433	10,456	10,479	10,502	10,525	10,548	10,571	10,595	10,618	10,641	10,665
% of craniopharyngioma cases who develop obesity (HIAO)	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%
# of HIAO patients	5,126	5,137	5,148	5,160	5,171	5,182	5,194	5,205	5,217	5,228	5,239	5,251	5,263	5,274	5,286	5,297	5,309	5,321	5,332
Belorinib penetration	0%	0%	0%	0%	0%	12%	23%	34%	50%	50%	50%	50%	50%	50%	35%	5%	3%	3%	3%
# of HIAO patients treated with belorinib	0	0	0	0	0	622	1,195	1,770	2,608	2,614	2,620	2,626	2,631	2,637	1,850	265	133	133	133
Annual revenue/patient					\$105,019	\$107,120	\$109,262	\$111,447	\$113,676	\$115,950	\$118,269	\$120,634	\$123,047	\$125,508	\$128,018	\$130,578	\$133,190	\$135,854	\$138,571
Total EU belorinib sales in HIAO (\$MM)				\$0	\$0	\$67	\$131	\$197	\$296	\$303	\$310	\$317	\$324	\$331	\$237	\$35	\$18	\$18	\$18

Source: RBC Capital Markets estimates



Valuation

To value ZFGN shares at \$58, we use a sum-of-the-parts methodology, and estimate the probability adjusted NPV of the following: 1) beloranib sales in PWS (\$32/share), 2) beloranib sales in HIAO (\$20/share), and 3) the company's projected net cash position (~\$6/share). We assign a probability of success of 65% for PWS and 60% for HIAO, and model peak US/EU sales of beloranib in PWS and HIAO of \$750MM and \$630MM, respectively.

Price target impediments

As the majority of Zafgen's value lies with the beloranib asset, and particularly in the rare disease indications, any further delays to the filing timeline for the beloranib would negatively affect our valuation. Other factors that can negatively influence our valuation include increased competition, regulatory setbacks, and lower than projected penetrations for beloranib. Factors that can positively affect our valuation include more favorable pricing, positive data from other early-stage Zafgen programs (such as ZGN-839 or a new compound for general obese individuals), and M&A, which we have not included in our valuation.

Company description

Zafgen is a clinical-stage biotechnology company developing MetAP2 inhibitors for the treatment of individuals with obesity. The company went public by issuing a \$110MM IPO in June 2014 to fund its ongoing clinical trials for its lead compound beloranib, a first-in-class MetAP2 inhibitor. Beloranib is currently in clinical trials to treat patients with Prader-Willi Syndrome (PWS), hypothalamic injury (HIAO), and general obesity. Zafgen's pipeline also includes an oral MetAP2 inhibitor, ZGN-839, in preclinical studies for the treatment of nonalcoholic steatohepatitis (NASH) and type 2 diabetes. Founded in 2005, Zafgen is based in Cambridge, MA and currently has 24 full-time employees.



Required disclosures

Conflicts disclosures

The analyst(s) responsible for preparing this research report received compensation that is based upon various factors, including total revenues of the member companies of RBC Capital Markets and its affiliates, a portion of which are or have been generated by investment banking activities of the member companies of RBC Capital Markets and its affiliates.

Please note that current conflicts disclosures may differ from those as of the publication date on, and as set forth in, this report. To access current conflicts disclosures, clients should refer to <https://www.rbccm.com/GLDisclosure/PublicWeb/DisclosureLookup.aspx?entityId=1> or send a request to RBC CM Research Publishing, P.O. Box 50, 200 Bay Street, Royal Bank Plaza, 29th Floor, South Tower, Toronto, Ontario M5J 2W7.

RBC Capital Markets, LLC makes a market in the securities of Zafgen, Inc..

Explanation of RBC Capital Markets Equity rating system

An analyst's 'sector' is the universe of companies for which the analyst provides research coverage. Accordingly, the rating assigned to a particular stock represents solely the analyst's view of how that stock will perform over the next 12 months relative to the analyst's sector average. Although RBC Capital Markets' ratings of Top Pick (TP)/Outperform (O), Sector Perform (SP), and Underperform (U) most closely correspond to Buy, Hold/Neutral and Sell, respectively, the meanings are not the same because our ratings are determined on a relative basis.

Ratings

Top Pick (TP): Represents analyst's best idea in the sector; expected to provide significant absolute total return over 12 months with a favorable risk-reward ratio.

Outperform (O): Expected to materially outperform sector average over 12 months.

Sector Perform (SP): Returns expected to be in line with sector average over 12 months.

Underperform (U): Returns expected to be materially below sector average over 12 months.

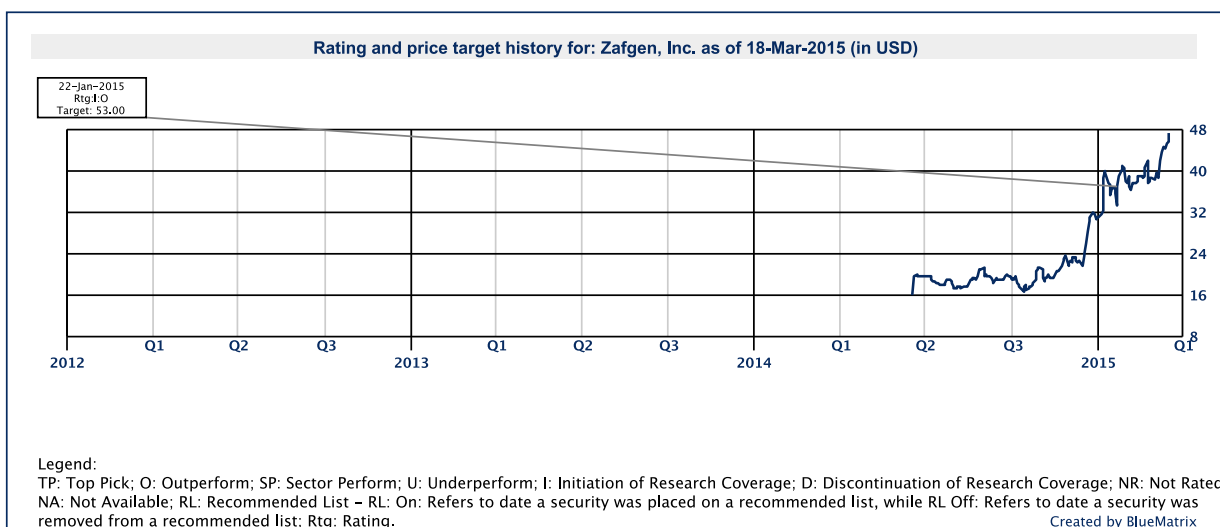
Risk Rating

As of March 31, 2013, RBC Capital Markets suspends its Average and Above Average risk ratings. The **Speculative** risk rating reflects a security's lower level of financial or operating predictability, illiquid share trading volumes, high balance sheet leverage, or limited operating history that result in a higher expectation of financial and/or stock price volatility.

Distribution of ratings

For the purpose of ratings distributions, regulatory rules require member firms to assign ratings to one of three rating categories - Buy, Hold/Neutral, or Sell - regardless of a firm's own rating categories. Although RBC Capital Markets' ratings of Top Pick(TP)/Outperform (O), Sector Perform (SP), and Underperform (U) most closely correspond to Buy, Hold/Neutral and Sell, respectively, the meanings are not the same because our ratings are determined on a relative basis (as described below).

Distribution of ratings				
RBC Capital Markets, Equity Research				
As of 31-Dec-2014				
Rating	Count	Percent	Investment Banking Serv./Past 12 Mos.	
			Count	Percent
BUY [Top Pick & Outperform]	897	52.92	290	32.33
HOLD [Sector Perform]	686	40.47	137	19.97
SELL [Underperform]	112	6.61	6	5.36



References to a Recommended List in the recommendation history chart may include one or more recommended lists or model portfolios maintained by RBC Wealth Management or one of its affiliates. RBC Wealth Management recommended lists include the Guided Portfolio: Prime Income (RL 6), the Guided Portfolio: Large Cap (RL 7), the Guided Portfolio: Dividend Growth (RL 8), the Guided Portfolio: Midcap 111 (RL 9), the Guided Portfolio: ADR (RL 10), and the Guided Portfolio: Global Equity (U.S.) (RL 11). RBC Capital Markets recommended lists include the Strategy Focus List and the Fundamental Equity Weightings (FEW) portfolios. The abbreviation 'RL On' means the date a security was placed on a Recommended List. The abbreviation 'RL Off' means the date a security was removed from a Recommended List.

Equity valuation and risks

For valuation methods used to determine, and risks that may impede achievement of, price targets for covered companies, please see the most recent company-specific research report at <https://www.rbcinsight.com> or send a request to RBC Capital Markets Research Publishing, P.O. Box 50, 200 Bay Street, Royal Bank Plaza, 29th Floor, South Tower, Toronto, Ontario M5J 2W7.

Conflicts policy

RBC Capital Markets Policy for Managing Conflicts of Interest in Relation to Investment Research is available from us on request. To access our current policy, clients should refer to

<https://www.rbccm.com/global/file-414164.pdf>

or send a request to RBC Capital Markets Research Publishing, P.O. Box 50, 200 Bay Street, Royal Bank Plaza, 29th Floor, South Tower, Toronto, Ontario M5J 2W7. We reserve the right to amend or supplement this policy at any time.

Dissemination of research and short-term trade ideas

RBC Capital Markets endeavors to make all reasonable efforts to provide research simultaneously to all eligible clients, having regard to local time zones in overseas jurisdictions. RBC Capital Markets' equity research is posted to our proprietary website to ensure eligible clients receive coverage initiations and changes in ratings, targets and opinions in a timely manner. Additional distribution may be done by the sales personnel via email, fax, or other electronic means, or regular mail. Clients may also receive our research via third party vendors. RBC Capital Markets also provides eligible clients with access to SPARC on the Firms proprietary INSIGHT website, via email and via third-party vendors. SPARC contains market color and commentary regarding subject companies on which the Firm currently provides equity research coverage. Research Analysts may, from time to time, include short-term trade ideas in research reports and / or in SPARC. A short-term trade idea offers a short-term view on how a security may trade, based on market and trading events, and the resulting trading opportunity that may be available. A short-term trade idea may differ from the price targets and recommendations in our published research reports reflecting the research analyst's views of the longer-term (one year) prospects of the subject company, as a result of the differing time horizons, methodologies and/or other factors. Thus, it is possible that a subject company's common equity that is considered a long-term



'Sector Perform' or even an 'Underperform' might present a short-term buying opportunity as a result of temporary selling pressure in the market; conversely, a subject company's common equity rated a long-term 'Outperform' could be considered susceptible to a short-term downward price correction. Short-term trade ideas are not ratings, nor are they part of any ratings system, and the firm generally does not intend, nor undertakes any obligation, to maintain or update short-term trade ideas. Short-term trade ideas may not be suitable for all investors and have not been tailored to individual investor circumstances and objectives, and investors should make their own independent decisions regarding any securities or strategies discussed herein. Please contact your investment advisor or institutional salesperson for more information regarding RBC Capital Markets' research.

Analyst certification

All of the views expressed in this report accurately reflect the personal views of the responsible analyst(s) about any and all of the subject securities or issuers. No part of the compensation of the responsible analyst(s) named herein is, or will be, directly or indirectly, related to the specific recommendations or views expressed by the responsible analyst(s) in this report.

The Global Industry Classification Standard ("GICS") was developed by and is the exclusive property and a service mark of MSCI Inc. ("MSCI") and Standard & Poor's Financial Services LLC ("S&P") and is licensed for use by RBC. Neither MSCI, S&P, nor any other party involved in making or compiling the GICS or any GICS classifications makes any express or implied warranties or representations with respect to such standard or classification (or the results to be obtained by the use thereof), and all such parties hereby expressly disclaim all warranties of originality, accuracy, completeness, merchantability and fitness for a particular purpose with respect to any of such standard or classification. Without limiting any of the foregoing, in no event shall MSCI, S&P, any of their affiliates or any third party involved in making or compiling the GICS or any GICS classifications have any liability for any direct, indirect, special, punitive, consequential or any other damages (including lost profits) even if notified of the possibility of such damages.

Disclaimer

RBC Capital Markets is the business name used by certain branches and subsidiaries of the Royal Bank of Canada, including RBC Dominion Securities Inc., RBC Capital Markets, LLC, RBC Europe Limited, RBC Capital Markets (Hong Kong) Limited, Royal Bank of Canada, Hong Kong Branch and Royal Bank of Canada, Sydney Branch. The information contained in this report has been compiled by RBC Capital Markets from sources believed to be reliable, but no representation or warranty, express or implied, is made by Royal Bank of Canada, RBC Capital Markets, its affiliates or any other person as to its accuracy, completeness or correctness. All opinions and estimates contained in this report constitute RBC Capital Markets' judgement as of the date of this report, are subject to change without notice and are provided in good faith but without legal responsibility. Nothing in this report constitutes legal, accounting or tax advice or individually tailored investment advice. This material is prepared for general circulation to clients and has been prepared without regard to the individual financial circumstances and objectives of persons who receive it. The investments or services contained in this report may not be suitable for you and it is recommended that you consult an independent investment advisor if you are in doubt about the suitability of such investments or services. This report is not an offer to sell or a solicitation of an offer to buy any securities. Past performance is not a guide to future performance, future returns are not guaranteed, and a loss of original capital may occur. RBC Capital Markets research analyst compensation is based in part on the overall profitability of RBC Capital Markets, which includes profits attributable to investment banking revenues. Every province in Canada, state in the U.S., and most countries throughout the world have their own laws regulating the types of securities and other investment products which may be offered to their residents, as well as the process for doing so. As a result, the securities discussed in this report may not be eligible for sale in some jurisdictions. RBC Capital Markets may be restricted from publishing research reports, from time to time, due to regulatory restrictions and/or internal compliance policies. If this is the case, the latest published research reports available to clients may not reflect recent material changes in the applicable industry and/or applicable subject companies. RBC Capital Markets research reports are current only as of the date set forth on the research reports. This report is not, and under no circumstances should be construed as, a solicitation to act as securities broker or dealer in any jurisdiction by any person or company that is not legally permitted to carry on the business of a securities broker or dealer in that jurisdiction. To the full extent permitted by law neither RBC Capital Markets nor any of its affiliates, nor any other person, accepts any liability whatsoever for any direct or consequential loss arising from any use of this report or the information contained herein. No matter contained in this document may be reproduced or copied by any means without the prior consent of RBC Capital Markets.

Additional information is available on request.

To U.S. Residents:

This publication has been approved by RBC Capital Markets, LLC (member FINRA, NYSE, SIPC), which is a U.S. registered broker-dealer and which accepts responsibility for this report and its dissemination in the United States. Any U.S. recipient of this report that is not a registered broker-dealer or a bank acting in a broker or dealer capacity and that wishes further information regarding, or to effect any transaction in, any of the securities discussed in this report, should contact and place orders with RBC Capital Markets, LLC.

To Canadian Residents:

This publication has been approved by RBC Dominion Securities Inc. (member IIROC). Any Canadian recipient of this report that is not a Designated Institution in Ontario, an Accredited Investor in British Columbia or Alberta or a Sophisticated Purchaser in Quebec (or similar permitted purchaser in any other province) and that wishes further information regarding, or to effect any transaction in, any of the securities discussed in this report should contact and place orders with RBC Dominion Securities Inc., which, without in any way limiting the foregoing, accepts responsibility for this report and its dissemination in Canada.

To U.K. Residents:

This publication has been approved by RBC Europe Limited ('RBCEL') which is authorized by the Prudential Regulation Authority and regulated by the Financial Conduct Authority ('FCA') and the Prudential Regulation Authority, in connection with its distribution in the United Kingdom. This material is not for general distribution in the United Kingdom to retail clients, as defined under the rules of the FCA. However, targeted distribution may be made to selected retail clients of RBC and its affiliates. RBCEL accepts responsibility for this report and its dissemination in the United Kingdom.

To Persons Receiving This Advice in Australia:

This material has been distributed in Australia by Royal Bank of Canada - Sydney Branch (ABN 86 076 940 880, AFSL No. 246521). This material has been prepared for general circulation and does not take into account the objectives, financial situation or needs of any recipient. Accordingly, any recipient should, before acting on this material, consider the appropriateness of this material having regard to their objectives, financial situation and needs. If this material relates to the acquisition



or possible acquisition of a particular financial product, a recipient in Australia should obtain any relevant disclosure document prepared in respect of that product and consider that document before making any decision about whether to acquire the product. This research report is not for retail investors as defined in section 761G of the Corporations Act.

To Hong Kong Residents:

This publication is distributed in Hong Kong by RBC Capital Markets (Hong Kong) Limited and Royal Bank of Canada, Hong Kong Branch (both entities which are regulated by the Hong Kong Monetary Authority ('HKMA') and the Securities and Futures Commission ('SFC')). Financial Services provided to Australia: Financial services may be provided in Australia in accordance with applicable law. Financial services provided by the Royal Bank of Canada, Hong Kong Branch are provided pursuant to the Royal Bank of Canada's Australian Financial Services Licence ('AFSL') (No. 246521). RBC Capital Markets (Hong Kong) Limited is exempt from the requirement to hold an AFSL under the Corporations Act 2001 in respect of the provision of such financial services. RBC Capital Markets (Hong Kong) Limited is regulated by the HKMA and the SFC under the laws of Hong Kong, which differ from Australian laws.

To Singapore Residents:

This publication is distributed in Singapore by the Royal Bank of Canada, Singapore Branch, a registered entity granted offshore bank licence by the Monetary Authority of Singapore. This material has been prepared for general circulation and does not take into account the objectives, financial situation, or needs of any recipient. You are advised to seek independent advice from a financial adviser before purchasing any product. If you do not obtain independent advice, you should consider whether the product is suitable for you. Past performance is not indicative of future performance. If you have any questions related to this publication, please contact the Royal Bank of Canada, Singapore Branch. Royal Bank of Canada, Singapore Branch accepts responsibility for this report and its dissemination in Singapore.

To Japanese Residents:

Unless otherwise exempted by Japanese law, this publication is distributed in Japan by or through RBC Capital Markets (Japan) Ltd., a registered type one financial instruments firm and/or Royal Bank of Canada, Tokyo Branch, a licensed foreign bank.

® Registered trademark of Royal Bank of Canada. RBC Capital Markets is a trademark of Royal Bank of Canada. Used under license.

Copyright © RBC Capital Markets, LLC 2015 - Member SIPC

Copyright © RBC Dominion Securities Inc. 2015 - Member CIPF

Copyright © RBC Europe Limited 2015

Copyright © Royal Bank of Canada 2015

All rights reserved