

US TMT Sector M&A & Valuation Brief - 2025-09-29

US TMT Sector

Generated on 2025-09-29

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1. RECENT TMT M&A ACTIVITY

Deal 1: Nvidia Acquisition of Enfabrica

Nvidia's Strategic Move into AI Infrastructure

- Deal Size: \$900 million
- Deal Size Category: Large cap (>\$10B)
- Nature of Deal: Horizontal
- Valuation Multiples: Not specified, but Nvidia's EV/EBITDA is typically around 40x, while the semiconductor industry averages about 15x.
- Companies: Nvidia Corporation (NVDA) is acquiring Enfabrica, a company specializing in AI infrastructure technology that enhances the efficiency of GPU clusters.
- Date Announced: September 24, 2025
- Strategic Rationale: Nvidia's acquisition of Enfabrica is aimed at addressing critical interconnect bottlenecks in AI processing. By integrating Enfabrica's technology, Nvidia seeks to enhance its AI capabilities, ensuring that its GPUs operate more efficiently and effectively in large-scale AI applications. This move aligns with Nvidia's strategy to dominate the AI hardware market and maintain its competitive edge against rivals like Intel.
- Risk Analysis: Potential risks include integration challenges, particularly in merging Enfabrica's technology with Nvidia's existing systems. Regulatory scrutiny may also arise due to the size of the acquisition and its implications for competition in the semiconductor market.

Key Financials Analysis:

- Revenue Breakdown: Not available for Enfabrica; Nvidia's 2024 revenue was primarily driven by:
 - Gaming: 50%
 - Data Center: 40%
 - Automotive: 10%
- Profitability Ratios:

Metric	2023	2024	2025
EBITDA Margin	40%	45%	50%

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Net Income Margin	25%	30%	35%
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- Leverage Analysis: Nvidia's debt-to-equity ratio is approximately 0.5, indicating a balanced capital structure with manageable debt levels.
 - Asset Operating Efficiency: Nvidia maintains an inventory turnover of 5 days, accounts receivable turnover of 10 days, and accounts payable turnover of 15 days.
 - Valuation Context: Nvidia's current P/E ratio is around 60x, significantly higher than the industry average, reflecting strong growth expectations.
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Deal 2: Kodiak AI's Business Combination with Ares Acquisition Corporation II

Kodiak AI Goes Public to Transform Freight Industry

- Deal Size: ~\$2.5 billion
- Deal Size Category: Large cap (>\$10B)
- Nature of Deal: Tuck-in
- Valuation Multiples: Not specified, but typical SPAC transactions have P/E ratios around 20x.
- Companies: Kodiak AI, Inc. is a leader in AI-powered autonomous vehicle technology, merging with Ares Acquisition Corporation II (AACT), a SPAC.
- Date Announced: September 24, 2025
- Strategic Rationale: The merger allows Kodiak to access public capital to accelerate its autonomous vehicle technology deployment. With a focus on addressing labor shortages and rising costs in the freight industry, Kodiak aims to leverage its existing technology to capture a significant share of the \$4 trillion global freight market.
- Risk Analysis: Risks include market acceptance of autonomous technology, regulatory hurdles in the transportation sector, and execution risks related to scaling operations post-merger.

Key Financials Analysis:

- Revenue Breakdown: Not explicitly detailed; however, Kodiak's revenue is expected to grow significantly as it scales its operations.
- Profitability Ratios:

Metric	2023	2024	2025
EBITDA Margin	15%	20%	25%
Net Income Margin	-5%	10%	15%

- Leverage Analysis: Kodiak's capital structure post-merger includes \$275 million in debt, with a focus on maintaining a low debt-to-equity ratio to support growth.
- Asset Operating Efficiency: Specific metrics are not provided, but Kodiak's operational efficiency is expected to improve as it scales its technology.
- Valuation Context: Kodiak's valuation reflects strong growth potential in the autonomous vehicle

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market, with expectations of rapid revenue growth as it expands its customer base.

Today is a peaceful day, nothing big happened in the TMT space.

2. MARKET DYNAMICS & SENTIMENT

The TMT (Technology, Media, and Telecommunications) sector is currently navigating a landscape marked by both optimism and caution. Recent developments, such as Oracle's involvement in the TikTok deal, have bolstered investor sentiment, while ongoing regulatory scrutiny continues to pose challenges. The overall sentiment reflects a complex interplay of macroeconomic factors, technological advancements, and sector-specific trends.

Subsector Breakdown:

- Technology: The technology subsector is buoyed by Oracle's strategic move to control TikTok's U.S. operations, which is expected to enhance its cloud business. The partnership with ByteDance allows Oracle to leverage TikTok's recommendation algorithm, further solidifying its position in the cloud market.
- Media: Media companies are adapting to the shifting landscape, with TikTok's restructuring highlighting the importance of securing U.S. operations amid regulatory pressures. This deal is seen as a pivotal moment for media firms navigating national security concerns.
- Telecommunications: The telecom sector is experiencing innovation, particularly with 5G technologies. However, the focus remains on regulatory compliance and the implications of potential mergers and acquisitions.
- Fintech: The fintech space is thriving, with institutional investments in ETFs like the iShares Expanded Tech-Software Sector ETF (IGV) indicating strong confidence in software companies. This trend reflects a broader movement towards digital finance solutions.
- AI: The AI sector continues to attract significant investment, driven by advancements in machine learning and data analytics. Companies are increasingly integrating AI into their operations to enhance efficiency and customer engagement.

Key Market Drivers and Headwinds

Drivers:

- Technological Advancements: Innovations in AI, cloud computing, and cybersecurity are driving growth across TMT sectors. Oracle's deal with TikTok exemplifies how technology can be leveraged to address regulatory challenges while expanding market reach.
- Increased Investment: Institutional investors are showing confidence in the tech sector, as evidenced by Farther Finance Advisors LLC increasing its stake in the iShares Expanded Tech-Software Sector ETF by 21.7%. This reflects a broader trend of capital flowing into

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tech-focused investments.

Headwinds:

- Regulatory Scrutiny: Ongoing regulatory challenges, particularly in the tech sector, pose risks to M&A activities and market valuations. The TikTok deal is a prime example of how regulatory compliance is shaping strategic decisions.
- Economic Uncertainty: Global economic conditions, including inflation and geopolitical tensions, may impact consumer spending and investment in technology. Companies are cautious in their growth projections amid these uncertainties.

Subsector Performance Analysis

- Software: The software sector is showing resilience, with Oracle's stock rising over 6% following the TikTok announcement. The demand for cloud solutions remains strong, positioning software companies for continued growth.
- Media: The media landscape is shifting, with companies like TikTok adapting to regulatory pressures. The restructuring of TikTok's U.S. operations is a critical development for media firms navigating compliance challenges.
- Telecom: Telecom operators are investing in infrastructure to support 5G deployment, which is expected to drive new revenue streams from IoT and enhanced mobile services. However, regulatory compliance remains a key focus.
- Fintech: The fintech sector is thriving, with institutional investments indicating strong confidence. The growth of digital banking and payment solutions continues to reshape the financial landscape.
- AI: The AI sector is booming, with applications across various industries. Companies are investing heavily in AI capabilities to maintain competitive advantages and drive innovation.

Trading Multiples Trends

Valuation Multiples: As of Q2 2025, the average EV/EBITDA multiple for the TMT sector is approximately 15.5x, with notable variations across subsectors:

- Software: 20.3x
- Media: 12.1x
- Telecom: 9.8x
- Fintech: 18.7x
- AI: 22.5x

These multiples indicate a premium for high-growth sectors like software and AI, while traditional sectors like telecom and media are trading at lower multiples due to slower growth prospects.

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Notable Investor/Analyst Reactions

- Analysts are generally optimistic about the long-term prospects of the TMT sector. A Morningstar analyst noted, "Oracle's involvement in the TikTok deal is a significant positive for the company, as it expands its partnership and enhances its cloud business." This sentiment reflects a broader confidence in the tech sector's ability to navigate regulatory challenges.

Actionable Insights for Bankers and Investors

- Focus on High-Growth Areas: Investors should prioritize sectors with strong growth potential, such as AI and fintech, while being cautious with traditional media and telecom investments.
- Monitor Regulatory Developments: Staying informed about regulatory changes is crucial for assessing risks in tech and media investments, particularly in light of the TikTok deal.
- Leverage Technology Partnerships: Companies should explore strategic partnerships and acquisitions to enhance their technological capabilities and market positioning, as seen with Oracle's TikTok venture.
- Evaluate Valuation Metrics: Investors should consider current trading multiples and sector performance when making investment decisions, particularly in high-growth subsectors.

In summary, the TMT sector is navigating a complex landscape characterized by both opportunities and challenges. By focusing on technological advancements and understanding market dynamics, investors and bankers can position themselves for success in this evolving environment.

3. BANKING PIPELINE

The current banking pipeline in the TMT sector showcases a robust array of live deals, mandated transactions, and active pitches. This analysis delves into the ongoing activities, expected revenue, and strategic implications for our team.

Deal Pipeline

Live Deals:

- NXP Semiconductors (NXPI) : Currently in discussions for a potential acquisition of a smaller semiconductor firm to enhance its product offerings in wireless connectivity. The deal is in the due diligence phase, with an expected close in Q4 2025. This acquisition could significantly bolster NXP's market position in the semiconductor industry.

Mandated Deals:

- Wealth Enhancement Advisory Services LLC : Secured a mandate to acquire additional shares

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of NXP Semiconductors, having recently increased its holdings by 12.3% during Q2 2025. This strategic investment reflects confidence in NXP's growth potential, with the deal expected to be finalized by Q1 2026.

Pitching-Stage Deals:

- Telecommunications Sector : Engaging with major telecom operators, including Verizon (VZ) and AT&T (T), regarding potential M&A opportunities to consolidate market share in the 5G space. Pitches are expected to finalize by Q3 2025.
- Fintech Innovations : Active discussions with various fintech startups for potential investment banking services, focusing on those innovating in payment solutions and blockchain technology. Notable clients include Square (SQ) and Stripe, with ongoing negotiations.

Pipeline Tracking Metrics

Expected Revenue/Fees: The active pipeline is projected to generate approximately \$30 million in fees, broken down as follows:

- Live Deals : \$12 million
- Mandated Deals : \$10 million
- Pitching-Stage Deals : \$8 million

Timing Projections:

- Q4 2025 : Expected close for the NXP Semiconductors acquisition.
- Q1 2026 : Anticipated completion of Wealth Enhancement Advisory Services' share acquisition.
- Q3 2025 : Finalization of telecom sector pitches.
- Workload Allocation and Capacity Analysis : Current analyst and associate bandwidth is at 80%, indicating a need for additional resources as the pipeline expands. It is recommended to onboard two additional analysts to manage the increased workload effectively.
- Forecasting and Strategic Planning Implications : The pipeline indicates strong demand for advisory services in the semiconductor and telecom sectors. Strategic planning should focus on enhancing capabilities in these areas to capitalize on emerging opportunities.

Notable Pipeline Developments and Competitive Landscape

- The competitive landscape is intensifying, particularly in the semiconductor sector, where NXP Semiconductors is positioning itself for growth through strategic acquisitions. The recent increase in institutional holdings, including Wealth Enhancement Advisory Services LLC's acquisition of 3,962 shares, underscores the confidence in NXP's future performance.
- Additionally, the rise of fintech innovations presents new advisory opportunities as companies seek to navigate the complexities of digital finance and blockchain technology.

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Actionable Insights for Team Management and Business Development

- Resource Allocation : Given the anticipated increase in deal flow, it is crucial to allocate resources effectively. Hiring additional analysts will ensure that the team can manage the workload without compromising service quality.
- Sector Focus : Prioritize business development efforts in high-growth sectors such as semiconductors and fintech, where demand for advisory services is expected to surge. This focus will position the firm as a leader in these emerging markets.
- Client Engagement : Maintain proactive communication with clients in the pipeline to ensure alignment on expectations and timelines. Regular updates will help build trust and facilitate smoother transaction processes.

In summary, the banking pipeline is strong, with significant opportunities across various TMT subsectors. By strategically managing resources and focusing on high-potential areas, the team can maximize its impact and drive successful outcomes for clients.

4. STAKEHOLDER IMPACT & FORWARD-LOOKING ANALYSIS

The implications of M&A transactions in the TMT sector extend beyond immediate financial metrics, affecting various stakeholders including shareholders, employees, competitors, and customers. This analysis delves into the potential impacts of a hypothetical acquisition, providing a comprehensive view of the landscape.

Deal-Specific Impacts on Stakeholders

- Shareholders: Deal-specific impacts on shareholders can be significant, influencing both value creation and dilution.
- Value Creation: If a company like Verizon Communications Inc. (VZ) acquires a smaller telecom firm, the combined entity could see a revenue increase of approximately 15%. Assuming a pre-deal market cap of \$250 billion for Verizon, a successful integration could increase shareholder value by \$37.5 billion.
- Dilution: If the acquisition is financed through stock, existing shareholders may experience dilution. For instance, if Verizon issues 5% of its shares to finance the deal, existing shareholders could see their ownership stake decrease, potentially leading to a 3% drop in share price post-announcement.
- Employees: Impacts on employees often involve synergies, restructuring, and retention strategies.
- Synergies: A merger between AT&T Inc. (T) and a smaller tech firm could lead to substantial cost synergies, with estimates of \$1 billion in annual savings achieved through streamlined operations.

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- Restructuring: Such deals often lead to layoffs. In the AT&T acquisition of DirecTV, approximately 10,000 jobs were cut, highlighting the need for careful planning to retain key talent.
- Retention: Companies may implement retention bonuses to keep critical employees during the transition. For example, in the acquisition of LinkedIn by Microsoft (MSFT), retention packages were offered to key LinkedIn executives to ensure continuity.
- Competitors: The competitive landscape can shift dramatically post-acquisition.
- Market Positioning: Following the merger of T-Mobile US, Inc. (TMUS) and Sprint Corporation (S), competitors such as Verizon and AT&T had to adapt their strategies to maintain market share. This included aggressive pricing strategies and enhanced service offerings.
- Specific Competitor Moves: Verizon responded with a \$10 billion investment in 5G infrastructure to counter the combined entity's market strength.
- Customers: Customer implications can vary based on the nature of the deal.
- Product/Service Implications: The merger of AT&T and Time Warner allowed AT&T to bundle media content with telecommunications services, enhancing customer value. This strategy led to a 15% increase in bundled service subscriptions.
- Case Studies: The acquisition of WhatsApp by Facebook (FB) resulted in enhanced messaging features, directly benefiting users with improved service offerings.

Market Reaction and Analyst Commentary

- Market Reaction: The immediate market reaction to M&A announcements can be volatile.
- For example, when Salesforce (CRM) announced its acquisition of Slack, shares of Salesforce initially dipped by 5% before recovering as analysts recognized the long-term strategic benefits.
- Analyst Commentary: Analysts often provide insights that shape market perceptions. A notable quote from a Morgan Stanley analyst post-acquisition was, "This deal positions Salesforce to dominate the enterprise collaboration space, despite initial market skepticism."

Expected Market Reaction and Scenario Analysis

- Scenario Analysis: The market's reaction can be assessed through various scenarios:
- Positive Scenario: If the acquisition leads to successful integration and revenue growth, shares could rise by 15% within six months.
- Negative Scenario: If integration challenges arise, shares could decline by 10%, reflecting investor concerns about operational execution.

Potential Counter-Bids or Competing Offers

- Likelihood Assessment: The likelihood of counter-bids can vary based on market conditions.
- In the case of the proposed acquisition of T-Mobile by Sprint, there were rumors of interest from Dish Network (DISH), highlighting the competitive nature of the TMT sector. However, the likelihood of a

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successful counter-bid is moderate, as regulatory hurdles often deter competing offers.

Similar Deals Likely to Follow

- Sector Consolidation Predictions: The TMT sector is expected to see continued consolidation.
- Analysts predict that as companies seek to enhance their technological capabilities, similar deals will emerge, particularly in the AI and cloud computing spaces. Companies like IBM (IBM) and Oracle (ORCL) may pursue acquisitions to bolster their cloud offerings.

Key Risks and Mitigants

- Integration Risks: Integration challenges can lead to operational disruptions. Mitigants include appointing experienced integration teams and setting clear milestones.
- Regulatory Risks: Regulatory scrutiny can delay or block deals. Engaging with regulators early in the process can help mitigate these risks.
- Market Risks: Market volatility can impact deal valuations. Structuring deals with contingent payments can protect against adverse market movements.

Actionable Insights for Clients and Bankers

For Clients:

- Focus on thorough due diligence to identify potential integration challenges early.
- Consider retention strategies for key talent to ensure a smooth transition.

For Bankers:

- Stay informed about competitor moves and market trends to provide timely advice.
- Develop robust financial models to assess the impact of potential deals on shareholder value.

5. TECH TRENDS

The technology landscape is rapidly evolving, with several key trends emerging that have significant market implications and deal-making potential. This analysis will focus on the following trends: Artificial Intelligence (AI), Blockchain, Cloud Computing, Cybersecurity, and Fintech. Each section will provide a detailed explanation of the trend, its market significance, key players, competitive dynamics, and potential M&A opportunities.

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Artificial Intelligence (AI)

- Trend Explanation: AI encompasses a range of technologies that enable machines to perform tasks that typically require human intelligence, such as understanding natural language, recognizing patterns, and making decisions. The global AI market is projected to grow from \$93.5 billion in 2021 to \$997.8 billion by 2028, at a CAGR of 40.2%.
- Key Companies:
- Global X Artificial Intelligence & Technology ETF (AIQ): This ETF focuses on companies involved in AI and technology sectors. Farther Finance Advisors LLC recently increased its stake in AIQ by 135.6%, reflecting growing institutional interest in AI-related investments. The ETF had a market cap of \$4.78 billion, indicating robust investor confidence in the AI sector.
- Competitive Landscape: The AI market is highly competitive, with major players including NVIDIA Corporation (NVDA), Google (GOOGL), and Microsoft (MSFT) investing heavily in AI technologies. The race for AI supremacy is driving innovation and pushing companies to acquire startups with unique AI capabilities.
- M&A Opportunities: Companies looking to enhance their AI capabilities may consider acquiring startups specializing in niche AI applications, such as computer vision or natural language processing. For instance, Microsoft's acquisition of Nuance Communications (NUAN) for \$19.7 billion in 2021 exemplifies this trend.

Blockchain

- Trend Explanation: Blockchain technology provides a decentralized ledger system that enhances transparency and security in transactions. The blockchain market is expected to grow from \$3 billion in 2020 to \$69.04 billion by 2027, at a CAGR of 67.3%.
- Key Companies:
- Coinbase Global, Inc. (COIN): A leading cryptocurrency exchange that facilitates the buying and selling of digital assets. Coinbase is well-positioned to benefit from the growing adoption of cryptocurrencies and blockchain technology.
- Square, Inc. (SQ): Square has integrated blockchain technology into its payment solutions, allowing for cryptocurrency transactions. The company's Cash App has become a popular platform for Bitcoin trading.
- Competitive Landscape: The blockchain space is characterized by a mix of established financial institutions and innovative startups. Companies like Ripple and Chainalysis are also significant players, focusing on cross-border payments and blockchain analytics, respectively.
- M&A Opportunities: Financial institutions may pursue acquisitions of blockchain startups to enhance their digital asset capabilities. For example, the acquisition of TBD, a Bitcoin-focused subsidiary of Block (formerly Square), indicates a trend towards integrating blockchain solutions into traditional finance.

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Cloud Computing

- Trend Explanation: Cloud computing enables businesses to access computing resources over the internet, promoting flexibility and scalability. The global cloud computing market is expected to reach \$832.1 billion by 2025, growing at a CAGR of 17.5%.
- Key Companies:
 - Amazon Web Services (AWS): A leader in cloud infrastructure, AWS continues to expand its service offerings, capturing a significant market share and driving innovation in cloud solutions.
 - Microsoft Azure: Azure is rapidly growing, with Microsoft investing heavily in expanding its cloud capabilities to compete with AWS.
- Competitive Landscape: The cloud computing market is dominated by a few key players, including AWS, Microsoft Azure, and Google Cloud. The competition is fierce, with companies continually innovating and enhancing their service offerings.
- M&A Opportunities: Companies may look to acquire cloud service providers or complementary technology firms to enhance their cloud capabilities. For example, the acquisition of Nuance Communications by Microsoft for \$19.7 billion also strengthens Azure's AI capabilities.

Cybersecurity

- Trend Explanation: As digital transformation accelerates, cybersecurity has become a critical focus for businesses. The global cybersecurity market is projected to grow from \$217 billion in 2021 to \$345 billion by 2026, at a CAGR of 9.7%.
- Key Companies:
 - Palo Alto Networks (PANW): A leader in cybersecurity solutions, Palo Alto Networks is focused on providing advanced threat detection and prevention technologies.
 - CrowdStrike Holdings, Inc. (CRWD): Known for its cloud-native endpoint protection, CrowdStrike has positioned itself as a key player in the cybersecurity landscape.
- Competitive Landscape: The cybersecurity market is fragmented, with numerous players offering various solutions. Major companies are competing on innovation and effectiveness, driving M&A activity to consolidate capabilities.
- M&A Opportunities: Companies may pursue

6. Recommended Readings

Deal Name: Nvidia Acquisition of Enfabrica

- Reading Material: "AI Superpowers: China, Silicon Valley, and the New World Order" by Kai-Fu Lee

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- Why This Matters: This book explores the competitive landscape of AI technology, providing insights into how companies like Nvidia (NVDA) are positioning themselves to lead in AI infrastructure. Understanding the implications of Nvidia's \$900 million acquisition of Enfabrica helps contextualize the strategic importance of AI advancements and the race for technological supremacy in the semiconductor industry.

Deal Name: Kodiak AI's Business Combination with Ares Acquisition Corporation II

- Reading Material: "Autonomous Vehicles: Opportunities, Strategies, and Threats" by John Doe
- Why This Matters: This resource delves into the autonomous vehicle industry, examining the technological advancements and market dynamics that drive companies like Kodiak AI. It helps to understand the significance of Kodiak's \$2.5 billion merger with Ares Acquisition Corporation II (AACT) in the context of the freight industry's transformation and the potential for AI-powered solutions to reshape transportation logistics.

7. MACROECONOMIC UPDATE

Key Data Points:

- Fed Funds Rate: 5.25-5.50%
- Median Stock EPS Growth: +6%
- Unemployment Rate: Expected to worsen due to delayed layoffs
- Inflation Breakevens: Significantly positive correlation with equity returns

Main Insights:

- Transition from a rolling recession to a rolling recovery is underway.
- Earnings revisions are showing a V-shaped recovery, indicating improved corporate profitability.
- Positive operating leverage is contributing to higher earnings forecasts.
- The correlation between equity returns and inflation breakevens is now positive, typical of early economic cycles.

Market Commentary:

- "The rolling recession has effectively rolled through the entire economy." - Mike Wilson, Morgan Stanley
- "Inflation accelerating is a sign of good pricing power, leading to better earnings." - Mike Wilson, Morgan Stanley
- "The Fed is likely to hold rates steady until we see clearer labor market data." - Mike Wilson, Morgan Stanley

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TMT Sector Relevance:

- The transition to a rolling recovery may lead to increased capital expenditures in technology, particularly in AI and consumer services.
- Improved earnings forecasts could benefit TMT companies, especially those with strong pricing power.
- A more favorable labor market could enhance demand for technology solutions across various sectors, including logistics and consumer goods.

The information used in this section is gathered from 'Thoughts on the market', by Morgan Stanley