$Week \ 9-Leveraged \ Buyouts$

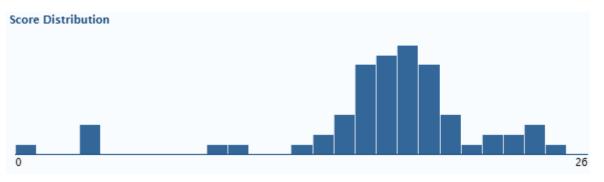
Investment Banking Recruiting

November 1, 2024



Review of Valuation Quiz

| Exam Summary Qu | stion Details |
|------------------------|-------------------|
| Number of Students | 65 |
| Maximum Score Possible | 26.996 pts (100%) |
| High Score | 25.996 (96%) |
| Median Score | 18 (67%) |
| Mean Score | 17.29 (64%) |
| Low Score | 0 (0%) |





A few things from the IBA Presidency

- 1. It is not appropriate to name drop a person in a networking reach out email unless you have been given explicit permission to use their name
- 2. On resumes, your major must match what is currently on your BYU transcript
 - I.e. you cannot say you are getting a Bachelor of Science in Finance unless you have been admitted to the program
 - You can make this change once you get in
 - Since there is no "Pre-finance" major, this is not allowed either
 - It should say exactly what your BYU account / current transcript says
 - Resumes are a reflection of what you have done, not what you intend to do



Thought from Brandon

What makes an effective coffee chat?

How can you be purposeful in your networking?



Fun story – Adjusted EBITDA



Adjusted EBITDA removes one-time, irregular, and non-recurring items that distort EBITDA



Fun story – Adjusted EBITDA

| | Year Ended De | cember 31, |
|--|---------------|-------------|
| (Amounts in thousands, except percentages) | 2016 | 2017 |
| Net loss | \$(429,690) | \$(933,494) |
| Income tax (benefit) provision | 16 | (5,727) |
| Interest and other (income) expense net | 33,400 | 7,387 |
| Depreciation and amortization | 88,952 | 162,892 |
| Adjustments for Impact of Straight-lining of Rent(a) | 188,746 | 272,927 |
| Stock-based compensation expense(b) | 22,660 | 295,362 |
| Stock-based payments for services rendered by consultants(b) | 1,594 | 7,326 |
| Adjusted EBITDA | (94,322) | (193,327) |
| Other revenue(c) | (1,744) | (19,106) |
| Other operating expenses(d) | MARTIN CO. 12 | 1,322 |
| Sales and marketing(e) | 42,653 | 139,180 |
| Growth and new market development(1) | 33,245 | 98,336 |
| Pre-opening community expenses® | 21,223 | 23,039 |
| Adjusted EBITDA before Growth Investments | 1,055 | 49,444 |
| General and administrative expenses ^(h) | 94,888 | 183,703 |
| Community Adjusted EBITDA | \$ 95,943 | \$ 233,147 |
| Membership and service revenue | \$ 434,355 | \$ 866,438 |
| Adjusted EBITDA Margin | (21.6)% | (21.8)9 |
| Adjusted EBITDA before Growth Investments Margin | 0.2% | 5.7% |
| Community Adjusted EBITDA Margin | 22.1% | 26.9% |



Do you want more review of the material?



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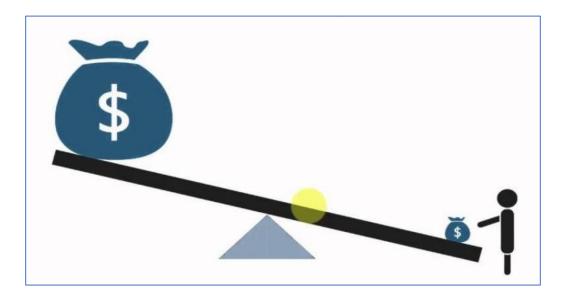
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Financial Leverage



Financial Leverage

Leverage is a tool, force, or advantage used to amplify an outcome. In finance, this simply refers to a device of financial engineering used to enhance ROE. This device is debt – higher debt yields more extreme outcomes as measured by return on equity. Leverage considerations are a crucial part of the financing structure of both M&A deals and LBOs.



Capital Structure & Value

Economists have studied the impacts of capital structure on value for decades, and have summarized their findings of how capital structure impacts value in the following ways:

Interest Tax Shield As financial leverage increases, the interest expense on debt creates a "tax shield" - thus reducing the portion of unlevered free cash flows being distributed to the government, ultimately altering the risk associated with levered cash flows and the weighted average cost of capital

Costs of Distress

As financial leverage increases, the risk of default (missed payment on interest or principal amortization) increases – therefore a skilled lender will charge higher interest rates on debt as leverage increases to compensate for the higher risk borne in lending

Market Signals Increasing financial leverage enhances the returns distributed to a firm's owners in times of prosperity, therefore when a firm issues debt or uses debt to buyback stock (thus increasing leverage), investors may reasonably assume the firm is headed in a good direction and bidding will subsequently increase the firm's valuation

Discipline

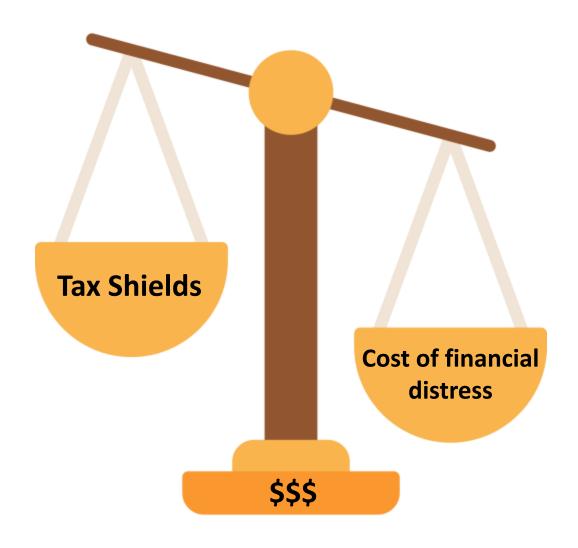
To avoid default (and bankruptcy) management in a highly levered firm is motivated to perform well – in this way financial leverage acts as a "big brother" sort of regulator keeping managerial decisions in line with the best interest of shareholders

Flexibility

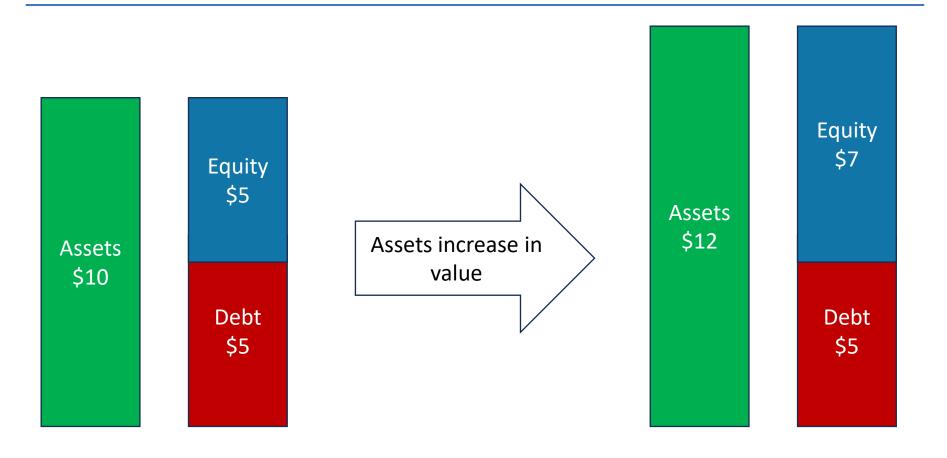
Increasing financial leverage constrains a firm's ability to further issue new debt in the future and thus negatively impacts a firm's financial flexibility to finance future prospects that are presently unknown



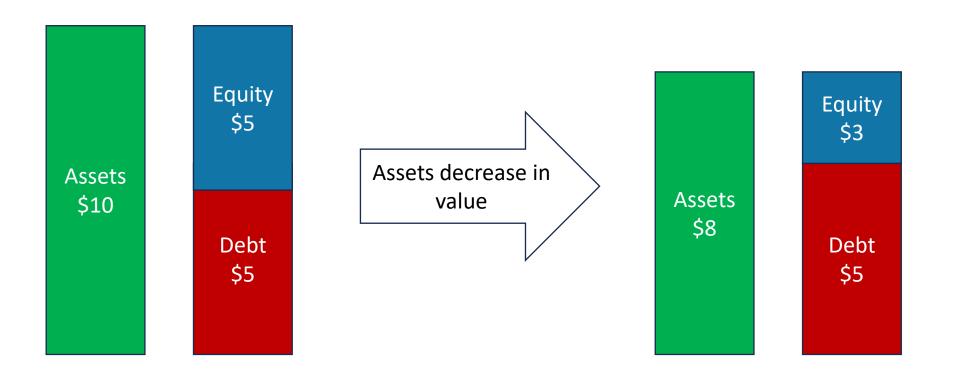
Tradeoff Theory of Debt Financing



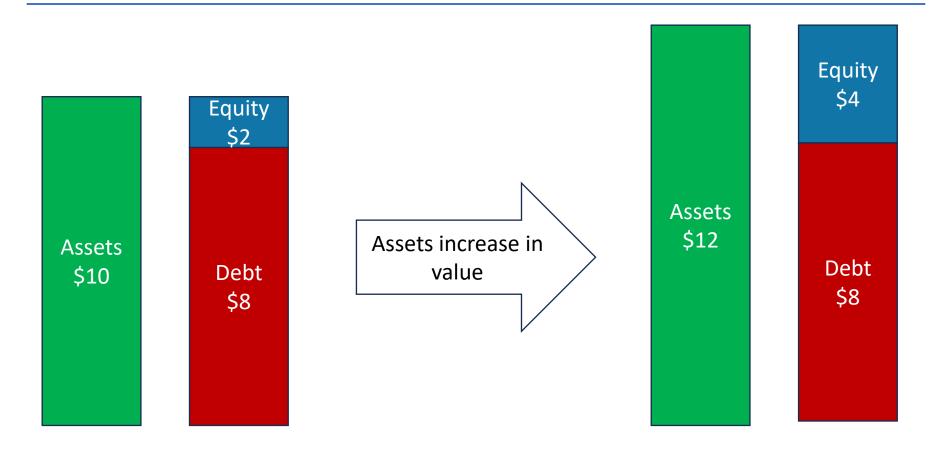




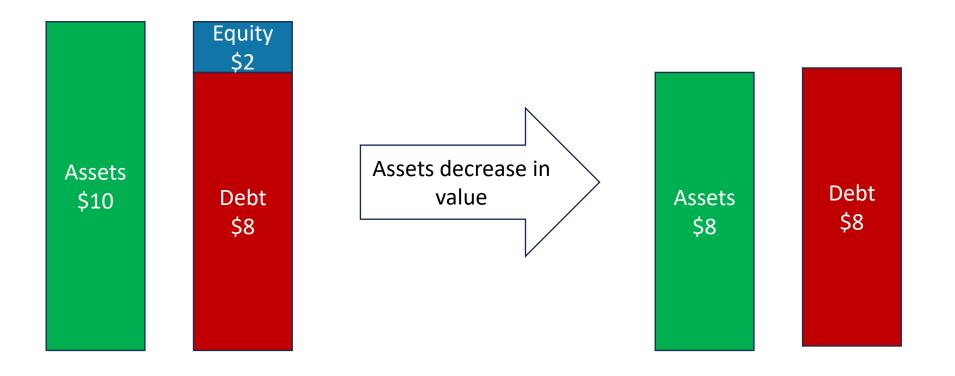














Financial leverage **amplifies** (does not boost) outcomes to the equity holders by increasing volatility.

Private equity firms employ significant amounts of financial leverage when making investments in order to amplify the returns for equity holders (LPs).



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Leveraged Buyouts Key Terms and Definitions

| LBO | Leveraged Buy Out | | | | | |
|--------------------------------------|--|--|--|--|--|--|
| Sponsor | Private Equity (PE) Fund | | | | | |
| Leverage | Debt | | | | | |
| Equity | Sponsor Cash "Down Payment" (non-debt source of cash to finance the deal) | | | | | |
| Portfolio Company ("Portco") | A company that a PE firm owns | | | | | |
| IRR | Internal Rate of Return; how we measure returns over various time horizons | | | | | |
| Cash on Cash or Multiple of Money | Multiple of invested capital (i.e. = $^{Cash\ Received\ at\ Exit}/_{Cash\ Invested}$) | | | | | |



Private Equity Overview

"Private equity" refers to investors that invest in the equity of private companies ranging from the startup, to growth, to later stages using borrowed capital (debt) and investments from limited partners (equity)

< Year 0 Year 1-4 Year 1-9 Year 5-10

Fundraise

The private equity firms approaches institutional investors and high net worth individuals (HNIs) seeking capital to create a "fund". These investors will contribute to a variety of asset classes, including stocks, bonds, real estate, and private equity. This capital will become the equity backing later investments.

Invest

During the early years of the fund's lifecycle, the private equity firm (GP) will seek out companies to invest in – the majority of these investments are buyouts known as LBOs. Private equity firms can also make minority investments, as well as co-invest alongside other private equity sponsors.

Value Creation

The private equity firm will seek to acquire firms to whom they could add value more effectively than the market itself. Value is created as the GP utilizes strategies such as employing financial leverage to drive returns, growing EBITDA, and exiting the firm at a multiple higher than the purchase multiple.

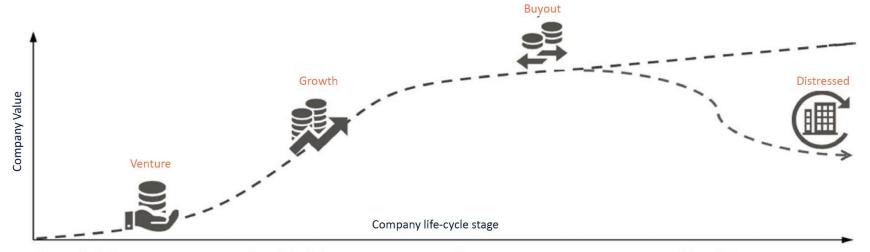
Harvesting

In later years of the private equity fund's lifecycle, the sponsor will begin to "exit" investments – this entails paying off the remaining debt position and selling the equity to a new buyer in order to realize gains on the investment. Capital distributions vary according the structure of the private equity firm.



Private Equity Overview

Key private market strategies per stage of company life cycle



Venture Capital

- · Early stage investments in start-ups
- Invest in companies
 - Developing product and validate market response
 - not yet profitable, sometimes even pre-revenue
- · Rarely use leverage

Growth Capital

- · Companies that are already generating revenues or profits
- Invest in companies
 - ready for scale
 - need capital to finance growth
- · Rarely use leverage

Buyout

- Developed businesses with stable cash flows
 Distressed debt
- Invest in companies
 - that may require cost optimization
 - that can benefit from new strategic direction
- Use of debt component to maximize equity returns

Private Debt

Other Private Debt

- Direct lending
- · Mezzanine / subordinated debt
- Special situations



Private Equity in the Economy

Private equity is just one of many forms of investment companies, other examples include hedge funds, mutual funds, endowments, pensions, and even retail investors trading stocks from their own homes

Public Equity Investors

Hedge funds, Mutual Funds, Retail Investors, Endowments, Pensions

Private Equity
Investors

Limited partners such as endowments, pensions, high net worth individuals, etc. invest through a private equity sponsor known as a GP



Private Equity in the Economy

Private equity investing is only available to more specialized and expert level investors – the nature of private equity itself requires less liquidity and longer holding periods in order to realize significant returns

Public Markets Characteristics

SEC mandates release of consistent and reliable information to ensure minimal information asymmetry – this system fosters market liquidity and allows for even the most novice of investors to contribute capital.

Secondary markets play a key role in the trading of public equities.

Private Markets Characteristics

Private companies are far less regulated than public companies in the US and are required to disclose almost no information to the public – as such informational asymmetry is high thus fostering a market in which limited liquidity can exist and only sophisticated investor participate.

Secondary markets play a small but growing role in private equity.



Private Equity Key Players

Private equity firms range drastically in size, ranging from investors that buy a single asset often known as independent sponsors or a "search fund" to "mega funds" that buy large companies off the public markets





WARBURG PINCUS











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Overview of Leveraged Buyouts

Unlike traditional investments, private equity firms NEVER plan to hold on to the target company indefinitely

An LBO is very similar to "home flipping" in real estate



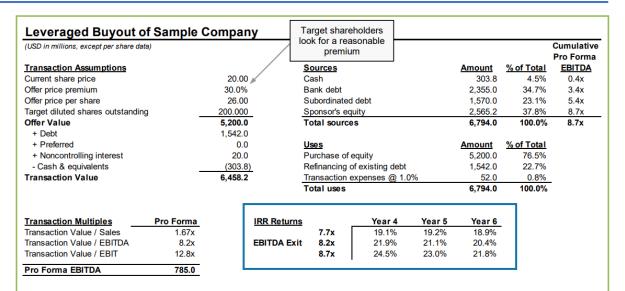
- Finds undervalued companies with high return potential
- Acquires companies with investor equity and debt, not stock
- 3. Operates and improves the company for a few years
- 4. Sells the company, repays debt, and targets high IRR on equity invested

^{*}keep in mind that a leveraged buyout is like buying a house to RENT TO OTHERS and eventually SELL rather than buying a house to live in.



What is the LBO model

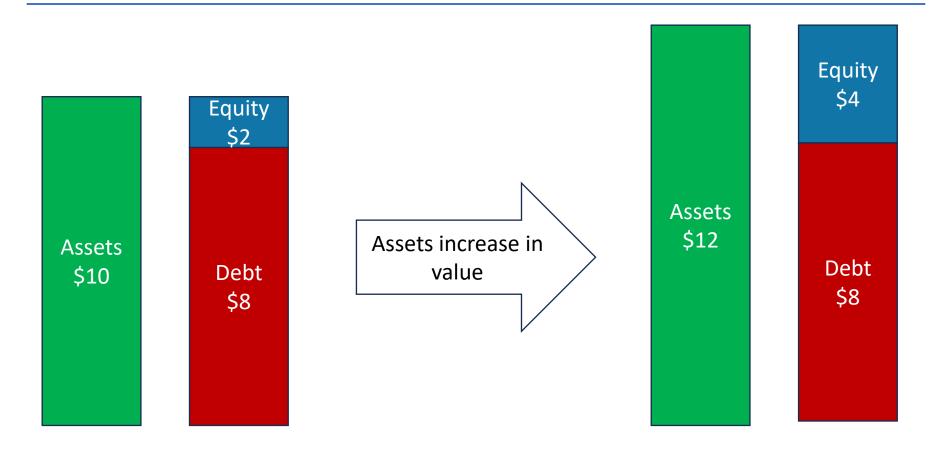
- An LBO model helps
 determine if buying a
 company with leverage
 will be profitable by
 projecting debt
 repayment and
 calculating the investor's
 internal rate of return
 (IRR) when they sell the
 company
- The PE firm must repay the remaining Debt balance when it sells the company, but the benefits of Debt far outweigh this drawback



| | Pro Forma | Projected year ending December 31, | | | | | | | |
|---------------------------|-----------|------------------------------------|-------|-------|-------|----------------------------|----------|-------|-------|
| Credit stats | FYE | FYE+1 | FYE+2 | FYE+3 | FYE+4 | Londoror | view the | FYE+7 | FYE+8 |
| Senior Debt / EBITDA | 3.0x | 2.5x | 2.0x | 1.4x | 0.9x | Lenders re credit stati | | 0.0x | 0.0x |
| Total Debt / EBITDA | 5.0x | 4.4x | 3.8x | 3.1x | 2.5x | | | 1.3x | 1.2x |
| EBITDA / Interest | 2.6x | 2.8x | 3.1x | 3.6x | 4.2x | "debt capacity" | | 7.6x | 8.1x |
| EBITDA - CapEx / Interest | 2.3x | 2.5x | 2.8x | 3.2x | 3.7x | 4.5x | 5.6x | 6.8x | 7.3x |

| Historical year ending December 31, | | | Projected year ending December 31, | | | | | | | |
|-------------------------------------|---|---|--|---|---|---|--|---|--|--|
| FYE-2 | FYE-1 | FYE | FYE+1 | FYE+2 | FYE+3 | FYE+4 | FYE+5 | FYE+6 | FYE+7 | FYE+8 |
| | | | | | | | | | | |
| NA | 3.0% | 5.0% | 5.0% | 5.1% | 5.2% | 5.3% | 5.4% | 5.5% | 5.6% | 5.7% |
| 64.3% | 62.7% | 63.2% | 63.2% | 63.0% | 62.8% | 62.6% | 62.4% | 62.2% | 62.0% | 61.8% |
| 14.2% | 15.8% | 16.5% | 16.5% | 16.5% | 16.5% | 16.5% | 16.5% | 16.5% | 16.5% | 16.5% |
| | | | | | | | | | | |
| NA | 2.5% | 1.9% | 2.2% | 2.2% | | Operating | | 2.2% | 2.2% | 2.2% |
| NA | 123.9% | 154.2% | 147.4% | 140.6% | | | | 113.5% | 106.8% | 100.0% |
| NΑ | 170.0 | 180.0 | 175.0 | 175.0 | | | | 175.0 | 175.0 | 175.0 |
| | | | | | ariv | ing cash t | iow | | | 164.5 |
| 147 | 101.0 | 100.0 | 104.0 | 104.0 | | | | 104.0 | 104.0 | 104.0 |
| | | | | | | | | | | |
| 95.0 | 84.1 | 85.1 | 85.1 | 85.1 | 85.1 | 85.1 | 85.1 | 85.1 | 85.1 | 85.1 |
| 12.9 | 15.8 | 14.2 | 14.2 | 14.2 | 14.2 | 14.2 | 14.2 | 14.2 | 14.2 | 14.2 |
| | | | | | | | | | | |
| 13.3% | 10.4% | 9.6% | 9.6% | 9.6% | 9.6% | 9.6% | 9.6% | 9.6% | 9.6% | 9.6% |
| 24.4% | 20.3% | 18.5% | 18.5% | 18.5% | 18.5% | 18.5% | 18.5% | 18.5% | 18.5% | 18.5% |
| 72.9% | 76.1% | 72.0% | 72.0% | 72.0% | 72.0% | 72.0% | 72.0% | 72.0% | 72.0% | 72.0% |
| | | • | | | | | | | | |
| | NA 64.3% 14.2% NA NA NA NA 12.9 13.3% 24.4% | NA 3.0% 64.3% 62.7% 14.2% 15.8% NA 2.5% NA 123.9% NA 170.0 NA 161.0 95.0 84.1 12.9 15.8 13.3% 10.4% 24.4% 20.3% | FYE-2 FYE-1 FYE NA 3.0% 5.0% 64.3% 62.7% 63.2% 14.2% 15.8% 16.5% NA 2.5% 1.9% NA 123.9% 154.2% NA 170.0 180.0 NA 161.0 168.0 95.0 84.1 85.1 12.9 15.8 14.2 13.3% 10.4% 9.6% 24.4% 20.3% 18.5% | FYE-2 FYE-1 FYE FYE+1 NA 3.0% 5.0% 5.0% 64.3% 62.7% 63.2% 16.5% 16.5% NA 2.5% 1.9% 2.2% NA 123.9% 154.2% 147.4% NA 170.0 180.0 175.0 NA 161.0 168.0 164.5 95.0 84.1 85.1 85.1 12.9 15.8 14.2 14.2 13.3% 10.4% 9.6% 9.6% 24.4% 20.3% 18.5% 18.5% | FYE-2 FYE-1 FYE FYE+1 FYE+2 NA 3.0% 5.0% 5.0% 5.1% 64.3% 62.7% 63.2% 63.2% 63.0% 14.2% 15.8% 16.5% 16.5% 16.5% NA 2.5% 1.9% 2.2% 2.2% NA 123.9% 154.2% 147.4% 140.6% NA 170.0 180.0 175.0 175.0 NA 161.0 168.0 164.5 164.5 95.0 84.1 85.1 85.1 85.1 85.1 12.9 15.8 14.2 14.2 14.2 14.2 13.3% 10.4% 9.6% 9.6% 9.6% 24.4% 20.3% 18.5% 18.5% 18.5% 18.5% | FYE-2 FYE-1 FYE FYE+1 FYE+2 FYE+3 NA 3.0% 5.0% 5.0% 5.1% 5.2% 64.3% 62.7% 63.2% 63.2% 63.0% 62.8% 14.2% 15.8% 16.5% 16.5% 16.5% 16.5% NA 2.5% 1.9% 2.2% 2.2% 16.5% NA 123.9% 154.2% 147.4% 140.6% im NA 170.0 180.0 175.0 175.0 driv NA 161.0 168.0 164.5 164.5 driv 95.0 84.1 85.1 85.1 85.1 85.1 85.1 12.9 15.8 14.2 14.2 14.2 14.2 13.3% 10.4% 9.6% 9.6% 9.6% 9.6% 24.4% 20.3% 18.5% 18.5% 18.5% 18.5% 18.5% | FYE-2 FYE-1 FYE FYE+1 FYE+2 FYE+3 FYE+4 NA 3.0% 5.0% 5.0% 5.1% 5.2% 5.3% 64.3% 62.7% 63.2% 63.2% 63.0% 62.8% 62.6% 14.2% 15.8% 16.5% 16.5% 16.5% 16.5% 16.5% NA 2.5% 1.9% 2.2% 2.2% 2.2% Operating improvement driving cash f NA 170.0 180.0 175.0 175.0 driving cash f 95.0 84.1 85.1 85.1 85.1 85.1 85.1 85.1 85.1 85.1 85.1 4.2 14.2 14.2 14.2 14.2 14.2 14.2 14.2 14.2 14.2 14.2 14.2 14.2 14.2 14.2 14.2 14.2 14.2 13.3% 10.4% 9.6% 9.6% 9.6% 9.6% 9.6% 9.6% 9.6% 9.6% 9.6% 9.6% 9.6% 18.5% | FYE-2 FYE-1 FYE FYE+1 FYE+2 FYE+3 FYE+4 FYE+5 NA 3.0% 5.0% 5.0% 5.1% 5.2% 5.3% 5.4% 64.3% 62.7% 63.2% 63.2% 63.0% 62.8% 62.6% 62.4% 14.2% 15.8% 16.5% 16.5% 16.5% 16.5% 16.5% 16.5% 10.5% | FYE-2 FYE-1 FYE FYE+1 FYE+2 FYE+3 FYE+4 FYE+5 FYE+6 NA 3.0% 5.0% 5.0% 5.1% 5.2% 5.3% 5.4% 5.5% 64.3% 62.7% 63.2% 63.2% 63.0% 62.8% 62.6% 62.4% 62.2% 14.2% 15.8% 16.5% 11.5% 17.5% 17.5% 17.5% 17.5% 17.5% 17.5% 18.5% 18.5% 18.5% 18.5% 18.5% 18.5% 18.5% 18.5% 18.5% 1 | FYE-2 FYE-1 FYE FYE+1 FYE+2 FYE+3 FYE+4 FYE+5 FYE+6 FYE+7 NA 3.0% 5.0% 5.0% 5.1% 5.2% 5.3% 5.4% 5.5% 5.6% 64.3% 62.7% 63.2% 63.2% 63.0% 62.8% 62.6% 62.4% 62.2% 62.0% 14.2% 15.8% 16.5% 16 |







Overview of Leveraged Buyouts

PE firms earn a higher IRR if they invest less money upfront but still earn the same cash flows and still sell the asset for the same amount

As a result, PE firms prefer to use as much Debt and as little of their own money as possible

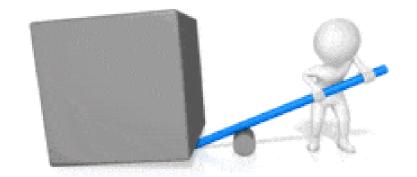
Advantages of debt

#1

It reduces the upfront cost of acquiring a company, making it easier for the PE firm to earn a high IRR.

#2

It lets the PE firm use the company's cash flows to repay the Debt and make interest payments.





Characteristics of a good LBO Candidate

There are multiple criterion used by private equity firms when evaluating investment opportunities. Stability is the major theme! Growth helps, but it's less important than stability.





Simple mistake

For the most part, a company's current capital structure does NOT affect its viability as a leveraged buyout candidate.

That's because in a leveraged buyout, the company's existing capital structure is "wiped out" and replaced with a new capital structure

Still can matter a bit. For example, if the company's existing Debt has penalty fees associated with early repayment.



Comparison exercise: Rank them

Under Armour

• **EBITDA:** \$158M; 4% margin

Free Cash Flow: Increased from (\$52M) to \$516M and then fell to \$244M

Valuation: 29.1x TEV / EBITDA



Foot Locker

EBITDA: \$544M; 7% margin

• Free Cash Flow: Grew from \$285M to \$864M over the past 3 years

Valuation: 5.1x TEV / EBITDA



American Eagle:

EBITDA: \$174M; 5% margin

Free Cash Flow: Fell from \$176M to \$96M over the past 3 years

Valuation: 9.6x TEV / EBITDA



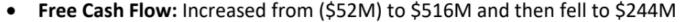


Comparison exercise: Rank them

3

Under Armour

EBITDA: \$158M; 4% margin



Valuation: 29.1x TEV / EBITDA



1

Foot Locker

• **EBITDA:** \$544M; 7% margin

• Free Cash Flow: Grew from \$285M to \$864M over the past 3 years

Valuation: 5.1x TEV / EBITDA





American Eagle:

EBITDA: \$174M; 5% margin

• Free Cash Flow: Fell from \$176M to \$96M over the past 3 years

Valuation: 9.6x TEV / EBITDA





Characteristics of a good LBO Candidate

There are multiple criterion used by private equity firms when evaluating investment opportunities. Many successful LBOs in the past have had some or all of the following attributes:

| Aspect of Company: | Ideal LBO Candidate: | Non-Ideal LBO Candidate: | | | | |
|-------------------------|--|--|--|--|--|--|
| Income Statement: | Low fixed costs, high recurring revenue, relatively high EBITDA margins; revenue growth not necessarily essential. | The opposite; a pre-revenue tech or biotech startup would be the single worst possible LBO candidate due to lack of revenue, extremely high risk, etc. | | | | |
| Balance Sheet: | Significant fixed assets such as PP&E for use as debt collateral. | Fewer fixed assets that can be used as debt collateral. | | | | |
| Cash Flow Statement: | Stable cash flows above all else! Need them for interest and debt principal repayment. Minimal CapEx is ideal (e.g., mature company with lots of assets, but not spending much on new assets). Minimal Working Capital requirements also help, but tend to matter less. | Unstable cash flows and a high amount of CapEx (20-30% of revenue is quite high for most industries), especially if it's Maintenance CapEx rather than Growth CapEx; companies that require a lot of cash outlays for Working Capital (e.g., retailers with inventory) are also not ideal. | | | | |
| Valuation: | Lower to mid-range EBITDA multiple (varies wildly based on the industry - need to look at comps to determine this). | Moderate to high EBITDA multiple - creates a lot of risk for the PE firm if that multiple declines. | | | | |
| Exit Strategies: | Ideally, a sale to a "strategic" (normal company); sale to another private equity firm or an IPO could also work; dividend recap or leveraged recap are less than ideal. | Unlikely to sell the company or take it public (e.g., a smaller private company in a niche market), so dividend recaps or leveraged recaps become more necessary. | | | | |
| Key Drivers of Returns: | Mostly from EBITDA Growth and/or Debt Paydown. | Minimal EBITDA Growth and Debt Paydown, so returns are highly dependent on Multiple Expansion. | | | | |
| Targeted IRR: | 20-25% even in reasonable Base cases and avoid losing money in Downside cases; growth equity funds may focus on MoM multiples instead. | Tough to achieve 20-25% IRR unless assumptions are extremely optimistic, with a serious chance of losing money in the Downside cases. | | | | |



400 question guide

3. What variables impact an LBO model the most?

Purchase and exit multiples have the biggest impact on the returns of a model. After that, the amount of leverage (debt) used also has a significant impact, followed by operational characteristics such as revenue growth and EBITDA margins.



400 question guide

6. How do you use an LBO model to value a company, and why do we sometimes say that it sets the "floor valuation" for the company?

You use it to value a company by setting a targeted IRR (for example, 25%) and then back-solving in Excel to determine what purchase price the PE firm could pay to achieve that IRR.

This is sometimes called a "floor valuation" because PE firms almost always pay less for a company than strategic acquirers would.



Value Creation in Leveraged Buyouts

Shareholder value is created in a leveraged buyout by pulling on any combination of 3 levers: financial leverage, growth in EBITDA, and multiples arbitrage

Financial Leverage

Financial leverage (debt) is used to "concentrate" returns the equity holders in an LBO. Prudent usage of leverage has strong potential to increase IRR and MOIC.

Operational Improvements

The LBO target is often purchased and sold based off an EBITDA multiple, thus increasing operational profitability drives an increase in EV and equity value.

Multiple Arbitrage

Selling the LBO target at a higher price than it was purchased for on a per-unit basis further contributes to increases in EV.



Exiting a Private Equity Investment

After holding a company for 3-7 years, a PE firm will often seek to "exit" their investment – sell to another PE firm, strategic buyer, the public market, or perform a dividend recapitalization in search of high FCFE

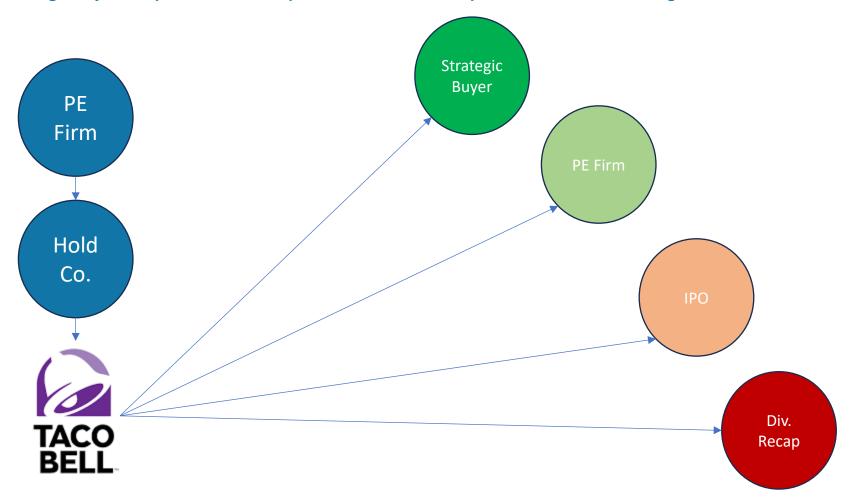




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What is a paper LBO?

- A paper LBO is a highly simplified LBO model completed using pen and paper only
- Typically takes 5-10 minutes to complete
- You have to rely on mental math, you will not be allowed a calculator

| (f) in maillings) | | | | | Ye | | | |
|-------------------|---------------|--------------|--------------|--------------|--------|-------|------------|------------|
| (\$ in millions) | | | 1 | 2 | 3 | 4 | 5 | 6 |
| Sales revenue | | | \$100 | \$110 | \$121 | \$133 | \$146 | \$161 |
| EBITDA | | | 40 | 44 | 48 | 53 | 59 | 64 |
| Less: D&A | | | (20) | (20) | (20) | (20) | (20) | (20) |
| EBIT | | | 20 | 24 | 28 | 33 | 39 | 44 |
| Less: Interest | t expense | | (12) | (12) | (12) | (12) | (12) | (12) |
| EBT | | | 8 | 12 | 16 | 21 | 27 | 32 |
| Less: Taxes | | | (3) | (5) | (7) | (8) | (11) | (13) |
| EBT (Tax-effect | cted) | | \$5 | \$7 | \$10 | \$13 | \$16 | \$19 |
| EBT (Tax-effect | ed) | | \$5 | \$7 | \$10 | \$13 | \$16 | |
| Plus: D&A (n | on-cash exp | ense) | 20 | 20 | 20 | 20 | 20 | |
| Less: capital | expenditures | , | (15) | (17) | (18) | (20) | (22) | |
| Less: Increas | e in net work | king capital | (5) | (5) | (5) | (5) | (5) | |
| Free cash flow | v (FCF) | | \$5 | \$6 | \$7 | \$8 | \$9 | |
| Revenue Growt | h | | | 10% | 10% | 10% | 10% | 10% |
| EBITDA Margin |) | | 40% | 40% | 40% | 40% | 40% | 40% |
| Tax rate | | | 40% | 40% | 40% | 40% | 40% | 40% |
| Capex | | | 15% | 15% | 15% | 15% | 15% | 15% |
| Entry Assumpt | ions | | FTM EBITE | DA (Year 6) | | 64 | | |
| Entry multiple | | 5.0x | Exit Multipl | le | | 5.0x | | |
| EBITDA (Year 1 | 1) | \$40 | Ending TE\ | V | | 322 | | |
| Price paid | | \$200 | Beginning of | debt | | 120 | | |
| Interest rate | | 10% | Cash gene | rated (total | FCF) | 34 | | |
| | | | Ending deb | ot | | 86 | | |
| Debt | 60% | \$120 | | | | | Approxi | mation |
| Equity | 40% | 80 | Ending equ | ity value | | 236 | <u>MoM</u> | <u>IRR</u> |
| Total | 100% | \$200 | Beginning 6 | equity value | • | 80 | 2.0x | 15% |
| | | | Approxima | ate EV Mu | ltiple | 3.0x | 2.5x | 20% |
| | | | IRR | | | > 25% | 3.0x | 25% |



How is the paper LBO presented?

- Starting off, the interviewee typically receives a "prompt" – a short description containing a situational overview and certain financial data for a hypothetical company contemplating an LBO
- The interviewee will be given a pen and paper and between 5 and 10 minutes to arrive at the implied internal rate of return (IRR) and multiple on invested capital (MOIC)
- You will then walk through your work with the interviewer

| (\$ in millions) | | | | | Ye | ar | | |
|---------------------|----------|--------------|-------------|--------------|--------|-------|------------|------------|
| | | | 1 | 2 | 3 | 4 | 5 | 6 |
| Sales revenue | | | \$100 | \$110 | \$121 | \$133 | \$146 | \$161 |
| EBITDA | | | 40 | 44 | 48 | 53 | 59 | 64 |
| Less: D&A | | | (20) | (20) | (20) | (20) | (20) | (20) |
| EBIT | | | 20 | 24 | 28 | 33 | 39 | 44 |
| Less: Interest expe | ense | | (12) | (12) | (12) | (12) | (12) | (12) |
| EBT | | | 8 | 12 | 16 | 21 | 27 | 32 |
| Less: Taxes | | | (3) | (5) | (7) | (8) | (11) | (13) |
| EBT (Tax-effected) | | | \$5 | \$7 | \$10 | \$13 | \$16 | \$19 |
| EBT (Tax-effected) | | | \$5 | \$7 | \$10 | \$13 | \$16 | |
| Plus: D&A (non-ca | sh exp | ense) | 20 | 20 | 20 | 20 | 20 | |
| Less: capital expe | nditures | 5 | (15) | (17) | (18) | (20) | (22) | |
| Less: Increase in r | net worl | king capital | (5) | (5) | (5) | (5) | (5) | |
| Free cash flow (FC | F) | | \$5 | \$6 | \$7 | \$8 | \$9 | |
| Revenue Growth | | | | 10% | 10% | 10% | 10% | 10% |
| EBITDA Margin | | | 40% | 40% | 40% | 40% | 40% | 40% |
| Tax rate | | | 40% | 40% | 40% | 40% | 40% | 40% |
| Capex | | | 15% | 15% | 15% | 15% | 15% | 15% |
| Entry Assumptions | | | FTM EBITE | DA (Year 6) | | 64 | | |
| Entry multiple | | 5.0x | Exit Multip | le | | 5.0x | | |
| EBITDA (Year 1) | | \$40 | Ending TE | / | | 322 | | |
| Price paid | | \$200 | Beginning (| debt | | 120 | | |
| Interest rate | | 10% | Cash gene | rated (total | FCF) | 34 | | |
| | | | Ending deb | ot | | 86 | | |
| Debt | 60% | \$120 | | | | | Approxi | mation |
| Equity | 40% | 80 | Ending equ | ity value | | 236 | <u>MoM</u> | <u>IRR</u> |
| Total 1 | 00% | \$200 | Beginning (| equity value | = | 80 | 2.0x | 15% |
| <u> </u> | | • | Approxim | ate EV Mu | ltiple | 3.0x | 2.5x | 20% |
| | | | IRR | | | > 25% | 3.0x | 25% |

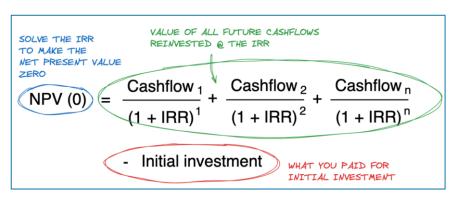


Review of IRR and MOIC

IRR

(Internal rate of return)

- Widely used in PE/VC, which involves multiple cash investments over the life of a business and a cash flow at the end through an IPO or sale of the business
- Unlike CAGR, IRR considers the time value of money



MOIC

(Multiple on invested capital)

- Measures how much an investment returns relative to the initial investment
- If you invest \$1 million and receive \$3 million in return, the MOIC is 3.0x
- Doesn't factor in time, so it's often used with IRR to provide a fuller picture of performance



IRR

| Yea | Cash Flow |
|---------|---|
| 0 | -100,000 + 9,091 + 8,264 + 7,513 + 6,830 + 68,301 = 0 |
| 1 | 10,000 -27% 1 |
| 2 | 10,000 |
| 3 | 10,000 |
| 4 | 10,000 |
| 5 | 110,000 |
| IR | 10% |
| >∨ a ?% | 0 |



Rule of 72 (and 114... and 144)

- Rule of 72 stipulates that the approximate return required to double an investment can be calculated by dividing (72 / The Number of Years)
 - E.g. What is the IRR of an investment that doubles in 5 years?
 (72 / 5) = 14%, so the IRR is ~14%
- Rule of 114 is for 3x and Rule of 144 is for 4x

| | | Many Paper LBOs are 5 Years Implied from Rule of # | | | | | | | | | |
|-------------|------------|--|---------|-----------|------------------------|-------------|---------------|----------|--------|-----------|---------|
| | | implied from Rule of # | | | | | | | | | |
| | Target MoM | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Year 6 | Year 7 | Year 8 | Year 9 | Year 10 |
| Rule of 72 | 2.0x | 72% | 36% | 24% | 18% | 14% | 12% | 10% | 9% | 8% | 7% |
| Rule of 114 | 3.0x | 114% | 57% | 38% | 29% | 23% | 19% | 16% | 14% | 13% | 11% |
| Rule of 144 | 4.0x | 144% | 72% | 48% | 36% | 29% | 24% | 21% | 18% | 16% | 14% |
| | | | | | | Actua | al IRR | | | | |
| | Target MoM | | 1000000 | 11000.000 | Surface and the second | ar - career | AND TOUR TOUR | 2000-200 | WWW. | C. (2000) | -1-770 |
| | 2.0x | 100% | 41% | 26% | 19% | 15% | 12% | 10% | 9% | 8% | 7% |
| | 3.0x | 200% | 73% | 44% | 32% | 25% | 20% | 17% | 15% | 13% | 12% |
| | 4.0x | 300% | 100% | 59% | 41% | 32% | 26% | 22% | 19% | 17% | 15% |



How to remember IRR

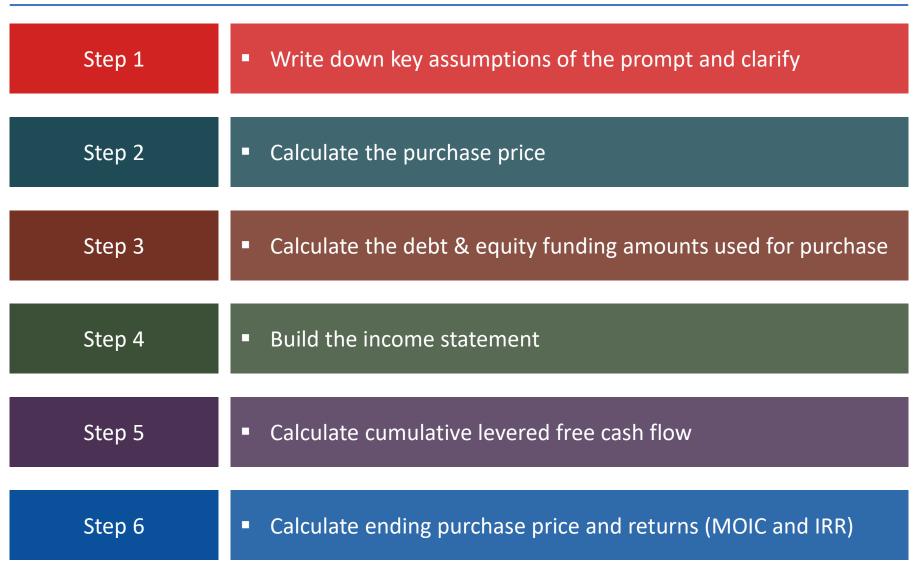
IRR

Exit Year for Investment

| | 3 | 4 | 5 | 6 | 7 |
|------|-----|-----|-----|-----|-----|
| 1.0x | 0% | 0% | 0% | 0% | 0% |
| 2.0x | 26% | 19% | 15% | 12% | 10% |
| 3.0x | 44% | 32% | 25% | 20% | 17% |
| 4.0x | 59% | 41% | 32% | 26% | 22% |
| 5.0x | 71% | 50% | 38% | 31% | 26% |

MOIC







Step 1

Write down key assumptions of the prompt and clarify

Paper LBO Prompt Example

JoeCo, a coffee company, has generated \$100mm in last twelve months (LTM) revenue and this figure is expected to increase by a growth rate of 10% annually into the foreseeable future.

JoeCo's LTM <u>EBITDA</u> was \$50mm, and its EBITDA margin should remain unchanged in the years ahead.

Based upon management guidance, JoeCo's depreciation and amortization (D&A) and its capital expenditures (Capex) is expected to be 5.0% as a percentage of revenue, with no <u>change in net working capital (NWC)</u> and the <u>effective tax rate</u> fixed at 25%.

If a PE firm acquired JoeCo for 10.0x EBITDA and exited at the same multiple five years later, what is the implied internal rate of return (IRR) and multiple on invested capital (MOIC)?

For the financing of the LBO, assume the initial leverage ratio used to fund the purchase was 6.0x EBITDA and that the debt carries an interest rate of 8.0% with no <u>required principal amortization</u> until maturity, at which debt is fully paid down upon exit.







Step 2

Calculate the purchase price

| A | В | | D | E | F | G | Н | | | | |
|----|------------------------------|-----|-------|-----------------------|--------------------|--------------|-------|--|--|--|--|
| 1 | | | | | | | | | | | |
| 2 | Paper LBO Model | | | | | | | | | | |
| 3 | (\$ in millions) | | | | | | | | | | |
| 4 | | | | | | | | | | | |
| 5 | Entry Valuation | | | Operating Assumptions | | | | | | | |
| 6 | LTM EBITDA \$50 | | | | LTM Revenue | | | | | | |
| 7 | (x) Entry Multiple | | 10.0x | | Annual Revenue Gro | wth (%) | 10.09 | | | | |
| 8 | Purchase Enterprise Value (7 | EV) | \$500 | | EBITDA Margin (%) | | 50.0% | | | | |
| 9 | | | | | D&A % of Revenue | | 5.0% | | | | |
| 0 | | | | | Capex % of Revenue | | 5.0% | | | | |
| 1 | | | | | △ in Net Working C | apital (NWC) | | | | | |
| .2 | | | | | Leverage Ratio | | 6.0) | | | | |
| .3 | | | | | Interest Rate (%) | | 8.0% | | | | |
| 4 | | | | | Tax Rate (%) | | 25.0% | | | | |

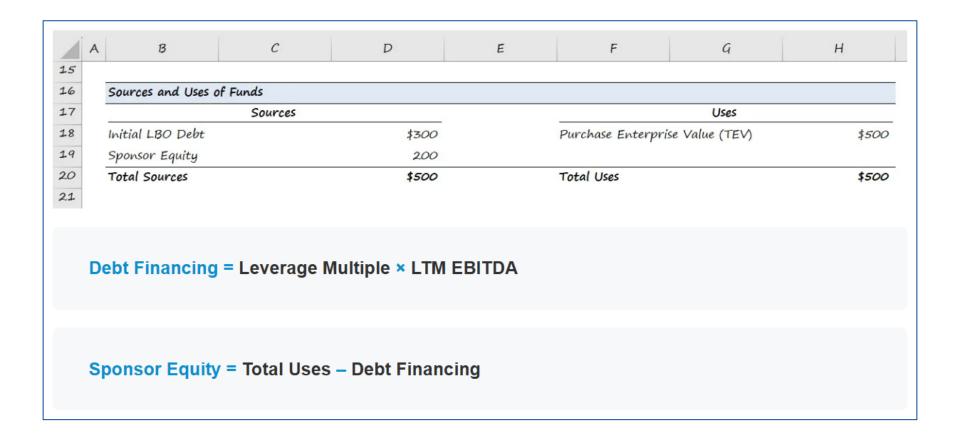






Step 3

Calculate the debt & equity funding amounts used for purchase









Step 4

Build the income statement



Revenue = Prior Period Revenue × (1 + Annual Revenue Growth Rate)

D&A = D&A % of Revenue ×
Current Period Revenue

EBITDA = EBITDA Margin % ×
Current Period Revenue

Interest Expense = Debt Financing
Amount × Interest Rate %







Step 5

Calculate cumulative levered free cash flow

| | A B C | D | E | F | G | Н |
|----|------------------------|--------------------|----------------|------------|-------------|--------|
| 32 | | | | | | |
| 33 | Free Cash Flow | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 |
| 34 | Net Income | \$20 | \$20 | \$2.5 | \$35 | \$35 |
| 35 | (+) D&A | 5 | 5 | 5 | 5 | 10 |
| 36 | (-) Capex | (5) | (5) | (5) | (5) | (10) |
| 37 | (−) △ in NWC | | | | | |
| 38 | Free Cash Flow (FCF) | \$20 | \$20 | \$25 | \$35 | \$35 |
| 39 | | | | | | |
| | | | | | | |
| | Free Cash Flow (FCF) = | Net Income + D&A - | - Capex – Char | nge in NWC | | |
| | (, | | | | | |







Step 6

Calculate ending purchase price and returns

| | АВ | С | D | E | F | G | Н |
|----|-----------------------------------|----|-------|---|--------------------|--------------------|-------|
| 39 | | | | | | | |
| 40 | Exit Valuation | | | | Return Metrics | | |
| 41 | Exit EBITDA (Year | 5) | \$80 | | Multiple on Invest | ted Capital (MOIC) | 3.2x |
| 42 | (x) Exit Multiple 10.0x | | | | Internal Rate of I | Return (IRR) | 26.0% |
| 43 | Exit Enterprise Value (TEV) \$800 | | | | | | |
| 44 | | | | | | | |
| 45 | Initial LBO Debt \$300 | | | | | | |
| 46 | (-) Cumulative FCF (135) | | | | | | |
| 47 | Ending Net Debt | | \$165 | | | | |
| 48 | | | | | | | |
| 49 | Exit Equity Value | | \$635 | | | | |

Exit Enterprise Value (TEV) = Exit Year EBITDA × Exit Multiple

Cumulative FCFs = Σ Free Cash Flows (FCFs)

Final Year Net Debt = Initial Debt Amount — Cumulative FCFs

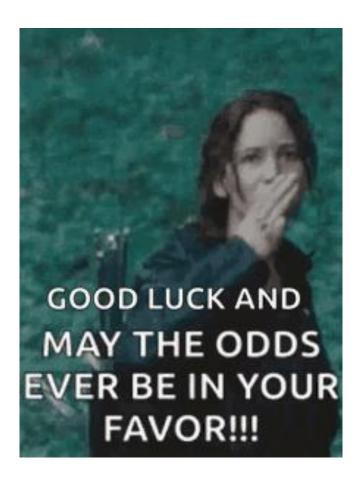
Exit Equity Value = Exit Enterprise Value — Ending Year Net Debt

MOIC = Exit Equity Value + Initial Sponsor Equity

Internal Rate of Return (IRR) = memorized answer



You're on your own





| | Given LDO Farameters and Assumptions | | | | | | | | | |
|---|---|--|--|--|--|--|--|--|--|--|
| • | XYZ Private Equity Partners purchases ABC Target Company for 6x Forward 12 months (FTM) EBITDA at the end of Year 0. | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |



| • | XYZ Private Equity Partners purchases ABC Target Company for 6x Forward 12 months (FTM) EBITDA at the end |
|---|---|
| | of Year 0. |

| | The debt-to-equity | ratio for t | he LBO aco | quisition wi | ill b | e 70:30 | ١. |
|--|--------------------|-------------|------------|--------------|-------|---------|----|
|--|--------------------|-------------|------------|--------------|-------|---------|----|



- XYZ Private Equity Partners purchases ABC Target Company for 6x Forward 12 months (FTM) EBITDA at the end of Year 0.
- The debt-to-equity ratio for the LBO acquisition will be 70:30.
- Assume the interest rate on debt to be 10%.



- XYZ Private Equity Partners purchases ABC Target Company for 6x Forward 12 months (FTM) EBITDA at the end of Year 0.
- The debt-to-equity ratio for the LBO acquisition will be 70:30.
- Assume the interest rate on debt to be 10%.
- ABC expects to reach \$100 million in sales revenue with an EBITDA margin of 30% in Year 1.



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- Revenue is expected to increase by 10% year-over-year (y-o-y).



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- Assume the interest rate on debt to be 10%.
- ABC expects to reach \$100 million in sales revenue with an EBITDA margin of 30% in Year 1.
- Revenue is expected to increase by 10% year-over-year (y-o-y).
- EBITDA margins are expected to remain flat during the term of the investment.



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- Capital expenditures are expected to equal 10% of sales each year.



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- ABC expects to reach \$100 million in sales revenue with an EBITDA margin of 30% in Year 1.
- Revenue is expected to increase by 10% year-over-year (y-o-y).
- EBITDA margins are expected to remain flat during the term of the investment.
- Capital expenditures are expected to equal 10% of sales each year.
- Operating working capital is expected to increase by \$2 million each year.



- XYZ Private Equity Partners purchases ABC Target Company for 6x Forward 12 months (FTM) EBITDA at the end of Year 0.
- The debt-to-equity ratio for the LBO acquisition will be 70:30.
- Assume the interest rate on debt to be 10%.
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- Revenue is expected to increase by 10% year-over-year (y-o-y).
- EBITDA margins are expected to remain flat during the term of the investment.
- Capital expenditures are expected to equal 10% of sales each year.
- Operating working capital is expected to increase by \$2 million each year.
- Depreciation is expected to equal \$15 million each year.



- XYZ Private Equity Partners purchases ABC Target Company for 6x Forward 12 months (FTM) EBITDA at the end of Year 0.
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- Revenue is expected to increase by 10% year-over-year (y-o-y).
- EBITDA margins are expected to remain flat during the term of the investment.
- Capital expenditures are expected to equal 10% of sales each year.
- Operating working capital is expected to increase by \$2 million each year.
- Depreciation is expected to equal \$15 million each year.
- Assume a constant tax rate of 40%.



- XYZ Private Equity Partners purchases ABC Target Company for 6x Forward 12 months (FTM) EBITDA at the end
 of Year 0.
- The debt-to-equity ratio for the LBO acquisition will be 70:30.
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- ABC expects to reach \$100 million in sales revenue with an EBITDA margin of 30% in Year 1.
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- Capital expenditures are expected to equal 10% of sales each year.
- Operating working capital is expected to increase by \$2 million each year.
- Depreciation is expected to equal \$15 million each year.
- Assume a constant tax rate of 40%.
- XYZ exits the target investment after Year 5 at a 7x (FTM) EBITDA multiple used at entry



- XYZ Private Equity Partners purchases ABC Target Company for 6x Forward 12 months (FTM) EBITDA at the end of Year 0.
- The debt-to-equity ratio for the LBO acquisition will be 70:30.
- Assume the interest rate on debt to be 10%.
- ABC expects to reach \$100 million in sales revenue with an EBITDA margin of 30% in Year 1.
- Revenue is expected to increase by 10% year-over-year (y-o-y).
- EBITDA margins are expected to remain flat during the term of the investment.
- Capital expenditures are expected to equal 10% of sales each year.
- Operating working capital is expected to increase by \$2 million each year.
- Depreciation is expected to equal \$15 million each year.
- Assume a constant tax rate of 40%.
- XYZ exits the target investment after Year 5 at a 7x (FTM) EBITDA multiple used at entry
- Assume all debt pay-down occurs at the moment of sale at the end of Year 5











Solution



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Overview of Private Equity

Overview of Leveraged Buyouts

Paper LBO and LBO Practice

Leveraged Buyout Valuation



Walk me Through an LBO

Assumptions

Sources & Uses

Cash Flow

Debt Schedule Analyze Returns

Step 1

An LBO is only as good as the assumptions made therein – these will often be provided by your MD and will include entry and exit multiples, tax rates, financing assumptions, growth projections, and possibly NWC and Capex requirements.

Step 2

The sources and uses statement represents the way in which the deal will be financed the sources side will include a variety of tranches of debt, possibly convertible securities and preferred stock, as well as common equity invested by the LPs, GPs, and management rollover.

Step 3

Projecting cash flow is key in determining the ability of the financial sponsor to "service" the debt – pay down on the principal and repay debt at maturity. Residual cash flows are distributed to shareholders and contribute to equity value.

Step 4

The debt schedule is the key component that differentiates a leveraged buyout from other valuation methodologies. Here, FCF calculated in the previous step is used to paydown debt as early as possible to limit the aggregate interest payments.

Step 5

Returns are analyzed in terms of money on money (MOM) and internal rate of return (IRR). Both metrics are commonly employed by private equity. Sensitivities are conducted to determine the impacts of different levers on value creation.



Step 1: Transaction Assumptions

An LBO is only as good as the assumptions made therein – these will often be provided by your MD and will include information regarding entry multiples, leverage constraints, financing information, etc.

| Summary | |
|---------------------------------|------------|
| Company name | NIKE, Inc. |
| Ticker | NKE |
| Share price as of last close | \$85.25 |
| Latest closing share price date | 8/29/19 |
| Latest fiscal year end date | 5/31/19 |
| Circularity | On |
| Revolver Compliance Check | Compliant |
| Sponsor IRR | 9.7% |
| Sponsor MoM | 1.6x |

| Key Assumptions | | | | | | |
|------------------------------|--------------------|--|--|--|--|--|
| Entry Multiple Exit Multiple | 25.0x 25.0x | | | | | |
| Max Leverage | 7.5x | | | | | |
| Minimum Cash Balance | \$2,000 | | | | | |
| Management Rollover | \$2,000 \$5,000 | | | | | |
| Transaction Fees | \$90 | | | | | |



Step 1: Transaction Assumptions (Entry Valuation)

Entry valuation in an LBO is often determined with an EBITDA multiple – both the EV and the equity value are important in determining the financing of the transaction, but ultimately equity value determines returns

| Entry Valuation | | | | | | | |
|---|-----------|--|--|--|--|--|--|
| EBITDA @ Acquisition | \$5,492 | | | | | | |
| EBITDA Multiple | 25.0x | | | | | | |
| Enterprise Value | \$137,300 | | | | | | |
| (-) Total Debt | (3,470) | | | | | | |
| (+) Cash | 4,663 | | | | | | |
| Equity Value | \$138,493 | | | | | | |
| Fully Diluted Shares Outstanding | 1,587 | | | | | | |
| Offer Price per Share | \$87.29 | | | | | | |
| % Premium / (Discount) to Current Price | 2.4% | | | | | | |



Step 1: Transaction Assumptions (Access to Capital Markets)

Leveraged buyouts can only be undertaken so long as the sponsor can raise enough capital at favorable terms – the costs of debt financing are especially relevant in determining cash flow generation and value creation

| Financing Assumptions | | | | | | | | | | |
|-----------------------|-----------------|-----------|---------------|-----------------|--------------|----------|------------|--------------|-------|--------------|
| | | | | Spread / | | | | | | |
| | <u>Max</u> | | Max X of | Coupon / | | | | | | |
| Tranche | <u>Facility</u> | <u>\$</u> | <u>EBITDA</u> | Dividend | <u>Floor</u> | PIK Rate | <u>OID</u> | <u>Tenor</u> | Fee % | Fee & OID \$ |
| Revolver | \$7,500 | | | L + 400 | 1.0% | | | 5 yrs | 1.00% | \$75 |
| Term Loan | | 24,714 | 4.50x | L + 450 | 1.0% | | 99.0 | 5 yrs | 1.00% | 494 |
| Subordinated D | ebt | 8,238 | 1.50x | 8.125% | | | 98.0 | 7 yrs | 2.00% | 330 |
| Mezzanine Final | ncing | 6,865 | 1.25x | 9.000% | | 2.125% | | 8 yrs | 3.00% | 206 |
| Preferred Stock | | 1,373 | 1.25x | 10.000% | | 5.000% | | | 2.00% | 27 |
| Total Debt | | \$41,190 | | | | | | | | |
| Leverage Ratio |) | 7.5x | | | | | | | | |
| • | | | | | | | | | | |



Step 2: Sources and Uses

The sources and uses table is used to represent the way in which the acquisition will be financed, which ultimately assists in the construction of the cap table; the uses side displays the treatment of both EV and equity value

| Uses | <u>\$</u> | <u>%</u> |
|-----------------------|-----------|----------|
| Equity Purchase Price | \$138,493 | 96.7% |
| Refinance Debt | 3,470 | 2.4% |
| Financing Fees & OID | 1,105 | 0.8% |
| Transaction Fees | 117 | 0.1% |

| Total Uses | \$143,185 | 100% |
|------------|-----------|------|

| Sources | <u>X</u> | <u>\$</u> | <u>%</u> |
|---------------------|----------|-----------|----------|
| Excess Cash | | \$2,663 | 1.9% |
| Revolver | | | |
| Term Loan | 4.50x | 24,714 | 17.3% |
| Subordinated Debt | 1.50x | 8,238 | 5.8% |
| Mezzanine Financing | 1.25x | 6,865 | 4.8% |
| Preferred Stock | 0.25x | 1,373 | 1.0% |
| Mgmt Rollover | | 5,000 | 3.5% |
| Sponsor Equity | | 94,332 | 65.9% |
| Total Sources | | \$143,185 | 100% |



Step 3: Cash Flow Projections (P&L)

Projecting cash flow requires an understanding the income statement as well as the statement of cash flows – recall that the FCF used in servicing debt in the LBO model is CFO – Capex

| | | la co | Ctataman | | | | | |
|--------------------------------|----------|----------|-------------|----------|----------|----------|----------|--------------|
| | | | me Statemen | | | | | - |
| | 2017A | 2018A | 2019A | 2020P | 2021P | 2022P | 2023P | 2024P |
| Revenue | \$34,350 | \$36,397 | \$39,117 | \$42,051 | \$45,205 | \$48,595 | \$52,240 | \$56,158 |
| COGS | 19,038 | 20,441 | 21,643 | 23,254 | 24,998 | 26,873 | 28,888 | 31,055 |
| Gross Profit | \$15,312 | \$15,956 | \$17,474 | \$18,797 | \$20,206 | \$21,722 | \$23,351 | \$25,102 |
| Demand creation | 3,341 | 3,577 | 3,753 | 4,030 | 4,333 | 4,658 | 5,007 | 5,382 |
| Operating overhead | 6,506 | 7,160 | 8,229 | 8,837 | 9,500 | 10,212 | 10,978 | 11,802 |
| Total SG&A (less depreciation) | \$9,847 | \$10,737 | \$11,982 | \$12,868 | \$13,833 | \$14,870 | \$15,985 | \$17,184 |
| EBITDA | \$5,465 | \$5,219 | \$5,492 | \$5,929 | \$6,374 | \$6,852 | \$7,366 | \$7,918 |
| Depreciation | | | | 724 | 866 | 1,018 | 1,181 | 1,356 |
| Amortization | | | | 15 | 15 | 15 | 15 | 15 |
| EBIT | | | | \$5,190 | \$5,493 | \$5,819 | \$6,170 | \$6,547 |
| Net interest expense | | | | 3,300 | 3,223 | 3,161 | 3,095 | 3,005 |
| Other expense (income) | | | | | | | | |
| Pre-tax income | | | | 1,890 | 2,270 | 2,659 | 3,075 | 3,542 |
| Taxes | | | | 488 | 624 | 933 | 1,061 | 1,197 |
| Net Income | | | | \$1,402 | \$1,646 | \$1,726 | \$2,014 | \$2,345 |



Step 3: Cash Flow Projections (SCF)

Projecting cash flow requires an understanding the income statement as well as the statement of cash flows – recall that the FCF used in servicing debt in the LBO model is CFO – Capex

| | | Cash F | low Stateme | nt | | | | |
|--|-------|--------|-------------|-----------|-----------|-----------|-----------|-----------|
| | 2017A | 2018A | 2019A | 2020P | 2021P | 2022P | 2023P | 2024P |
| Net Income | | | | \$1,402 | \$1,646 | \$1,726 | \$2,014 | \$2,345 |
| (+) Depreciation | | | | 724 | 866 | 1,018 | 1,181 | 1,356 |
| (+) Amortization | | | | 15 | 15 | 15 | 15 | 15 |
| (-) Increases in Net Working Capital | | | | (415) | (349) | (375) | (403) | (434) |
| (+) Amortized Financing Fees & OID | | | | 187 | 187 | 187 | 187 | 187 |
| (+) PIK Interest | | | | 146 | 149 | 152 | 155 | 159 |
| Cash Flow from Operations | | | | \$2,058 | \$2,513 | \$2,722 | \$3,148 | \$3,628 |
| Capex | | | | (1,051) | (1,130) | (1,215) | (1,306) | (1,404) |
| Cash Flow From Investing Activities | | | | (\$1,051) | (\$1,130) | (\$1,215) | (\$1,306) | (\$1,404) |
| Free Cash Flow | | | | \$1,007 | \$1,383 | \$1,507 | \$1,842 | \$2,224 |
| Mandatory Amortization | | | | (494) | (494) | (494) | (494) | (494) |
| Preferred Stock Cash Dividend | | | | (144) | (151) | (159) | (167) | (175) |
| (Discretionary Debt Paydown) / Revolver De | raw | | | (369) | (738) | (854) | (1,181) | (1,554) |
| Cash Flow From Financing Activities | | | | (\$1,007) | (\$1,383) | (\$1,507) | (\$1,842) | (\$2,224) |
| Cash Beginning Balance Change in Cash | | | | 2,000 | 2,000 | 2,000 | 2,000 | 2,000 |
| Cash Ending Balance | | | | \$2,000 | \$2,000 | \$2,000 | \$2,000 | \$2,000 |



Step 4: Debt Schedule

The debt schedule is a key component of the LBO and differentiates this valuation methodology from any other that we have discussed previously – the is used alongside CF projections to determine the impacts of leverage

| | Debt Schedule | | | | | |
|---|---------------|-----------|-----------|-----------|-----------|-----------|
| | 2019A | 2020P | 2021P | 2022P | 2023P | 2024P |
| Cash Flow After Mandatory Debt Service | | \$369 | \$738 | \$854 | \$1,181 | \$1,554 |
| Beginning Cash | | 2,000 | 2,000 | 2,000 | 2,000 | 2,000 |
| linimum Cash | | (2,000) | (2,000) | (2,000) | (2,000) | (2,000) |
| ree Cash Flow Available for Optional Debt Paydown | | \$369 | \$738 | \$854 | \$1,181 | \$1,554 |
| Revolver: | | | | | | |
| Beginning Balance | | | | | | |
| Praw (Paydown) | | | | | | |
| inding Balance | | | | | | |
| Inused Facility \$7,500 | | 7,500 | 7,500 | 7,500 | 7,500 | 7,500 |
| Compliance Check | | Compliant | Compliant | Compliant | Compliant | Compliant |
| erm Loan: | | | | | | |
| Beginning Balance | | 24,714 | 23,851 | 22,619 | 21,271 | 19,596 |
| Mandatory Amortization 2.0% | | (494) | (494) | (494) | (494) | (494) |
| Optional Paydown Yes | | (369) | (738) | (854) | (1,181) | (1,554) |
| inding Balance | \$24,714 | \$23,851 | \$22,619 | \$21,271 | \$19,596 | \$17,547 |
| Subordinated Debt: | | | | | | |
| Beginning Balance | | 8,238 | 8,238 | 8,238 | 8,238 | 8,238 |
| Mandatory Amortization | | | | | | |
| Optional Paydown No | | | | | | |
| inding Balance | \$8,238 | \$8,238 | \$8,238 | \$8,238 | \$8,238 | \$8,238 |
| Mezzanine Financing: | | | | | | |
| Beginning Balance | | 6,865 | 7,011 | 7,160 | 7,312 | 7,467 |
| PIK Interest | | 146 | 149 | 152 | 155 | 159 |
| Ending Balance | \$6,865 | \$7,011 | \$7,160 | \$7,312 | \$7,467 | \$7,626 |



Step 4: Debt Schedule (Interest Schedule)

Alongside the debt schedule, interest expense must be modeled in as this will play a critical role in determining the cash flow available to service the debt and ultimately the PE sponsor's ability to generate shareholder value

| | | Inte | rest Schedule | | | | | |
|---|---------------|--------------|---------------|---------|---------|---------|---------|---------|
| | | _ | 2019A | 2020P | 2021P | 2022P | 2023P | 2024P |
| 3 Month LIBOR | | | | 2.30% | 2.21% | 2.24% | 2.33% | 2.44% |
| | Spread / | | | | | | | |
| | <u>Coupon</u> | <u>Floor</u> | | | | | | |
| Revolver | L + 400 | 1.0% | | | | | | |
| Term Loan | L + 450 | 1.0% | | 1,651 | 1,558 | 1,479 | 1,396 | 1,289 |
| Subordinated Debt | 8.125% | | | 669 | 669 | 669 | 669 | 669 |
| Mezzanine Financing - Cash Interest | 9.000% | | | 624 | 638 | 651 | 665 | 679 |
| Mezzanine Financing - PIK Interest | 2.125% | | | 146 | 149 | 152 | 155 | 159 |
| Undrawn Revolver Commitment Fee | 0.500% | | | 38 | 38 | 38 | 38 | 38 |
| Total Interest Expense on Debt | | | | \$3,128 | \$3,052 | \$2,989 | \$2,923 | \$2,833 |
| Financing Fees & OID: | Fee & OID \$ | Tenor | | | | | | |
| Revolver | 75 | 5 yrs | | 15 | 15 | 15 | 15 | 15 |
| Term Loan | 494 | 5 yrs | | 99 | 99 | 99 | 99 | 99 |
| Subordinated Debt | 330 | 7 yrs | | 47 | 47 | 47 | 47 | 47 |
| Mezzanine Financing | 206 | 8 yrs | | 26 | 26 | 26 | 26 | 26 |
| Total Financing Fees & OID Amortization | | | | \$187 | \$187 | \$187 | \$187 | \$187 |
| Interest Income on Cash | 0.750% | | | 15 | 15 | 15 | 15 | 15 |
| Net Interest Expense (Income) | | | _ | \$3,300 | \$3,223 | \$3,161 | \$3,095 | \$3,005 |
| Preferred Stock Dividend - Cash | 10.000% | | | 144 | 151 | 159 | 167 | 175 |
| Preferred Stock PIK Accrual | | | | 69 | 72 | 76 | 79 | 83 |



Step 5: Returns Analysis (Determining Equity Value)

Upon exit, the sponsor will be most concerned with the equity value of the firm as this will represent the residual cash flow available to the firm's owners – this is determined by bridging from EV back to equity value

| Returns Returns | | | | | | | | | | |
|---------------------|-------|-----------|-----------|-----------|-----------|-----------|--|--|--|--|
| | 2019A | 2020P | 2021P | 2022P | 2023P | 2024P | | | | |
| EBITDA @ Exit | | \$5,929 | \$6,374 | \$6,852 | \$7,366 | \$7,918 | | | | |
| Exit Multiple | | 25.0x | 25.0x | 25.0x | 25.0x | 25.0x | | | | |
| Enterprise Value | | \$148,229 | \$159,346 | \$171,297 | \$184,144 | \$197,955 | | | | |
| (-) Debt | | (39,100) | (38,017) | (36,821) | (35,301) | (33,411) | | | | |
| (-) Preferred Stock | | (1,442) | (1,514) | (1,589) | (1,669) | (1,752) | | | | |
| (+) Cash | | 2,000 | 2,000 | 2,000 | 2,000 | 2,000 | | | | |
| Equity Value | | \$109,687 | \$121,815 | \$134,887 | \$149,174 | \$164,792 | | | | |



Step 5: Returns Analysis (IRR and MOIC)

Having determined the equity value upon exit, the sponsor will then determine the IRR and the Multiple on Invested Capital to determine if the acquisition would be accretive to the fund's returns and an attractive investment

| Sponsor Investment | Exit Year |
|--------------------|-----------|
| Proceeds at Exit | 2024 |
| Not Cash Flow | • |

| Sponsor IRR: | 9.7% |
|--------------|------|
| Sponsor MoM: | 1.6x |

| | 2019A | 2020P | 2021P | 2022P | 2023P | 2024P |
|---|------------|-------|-------|-------|-------|-----------|
| | (\$94,332) | | | | | |
| | | | | | | 149,659 |
| _ | (\$94,332) | - | | | | \$149,659 |



Step 5: Returns Analysis (IRR and MOIC)

Upon conclusion of the model, sensitivity tables are created to analyze the impacts of different financing structures and valuations in terms of IRR and MOIC

| | | 15x | 17x | 19x | 21x | 23x | 25x | 27x |
|----------|-------|-------|-------|-------|-------|-------|------|------|
| | 5.00x | 12.1% | 11.3% | 10.7% | 10.3% | 10.0% | 9.7% | 9.4% |
| | 5.50x | 12.3% | 11.5% | 10.9% | 10.4% | 10.0% | 9.7% | 9.5% |
| | 6.00x | 12.5% | 11.6% | 11.0% | 10.5% | 10.1% | 9.8% | 9.5% |
| Leverage | 6.50x | 12.6% | 11.7% | 11.0% | 10.5% | 10.1% | 9.8% | 9.5% |
| Leverage | 7.00x | 12.8% | 11.7% | 11.0% | 10.5% | 10.1% | 9.7% | 9.5% |
| | 7.50x | 12.8% | 11.7% | 11.0% | 10.4% | 10.0% | 9.7% | 9.4% |
| | 8.00x | 12.7% | 11.6% | 10.8% | 10.3% | 9.9% | 9.6% | 9.3% |
| | 8.50x | 12.7% | 11.5% | 10.7% | 10.2% | 9.7% | 9.4% | 9.2% |

Entry Multiple

