**FBE 529**

**Financial Analysis and Valuation**

**Course Objectives:** The purpose of this course is to develop students’ financial analysis and valuation skills through extensive hands-on analysis of Harvard cases and additional examples, e.g., the phenomenal growth of Starbucks Corporation and the recent expansion of its competitor, Peet’s Coffee & Tea, Inc., after its initial public offering, the financial difficulties and eventual bankruptcy of L.A. Gear, and equity valuation lessons from the Internet bubble. The course covers various approaches for performance evaluation and equity valuation. It stresses applied issues such as the relative advantages of cash flow- and earnings-based performance measures, the relation between expected growth and firm value, assessing leverage in the presence of off-balance sheet financing, and assessing the reasonableness of discounted cash flow and comparables-based valuations. The major emphasis is on utilizing and interpreting financial data to improve decisionmaking. The applications we cover include equity valuation in mergers and acquisitions, corporate restructurings, bankruptcy, and initial public offerings of common stock, and the use of financial analysis to predict and analyze financial distress, dividend policy shifts, liquidity, and future financing requirements for growing firms.

**Course Materials:**

1. Coursepacket (cases and readings), available at the University Bookstore.
2. Supplemental readings (various) to be handed out in class.
3. The Wall Street Journal. You should read the WSJ every day to reinforce the applicability of the issues we study to the business world. Student subscriptions to the WSJ may be obtained at [http://subscribe.wsj.com/semester](http://subscribe.wsj.com/semester). For the zip code, type in 900. For school, highlight U STHRN CAL LS ANG. For professor, highlight DEANGELO, LINDA.

**Grading:**

- Six written case analyses (to be done in groups) 42%
- Two problem sets (individual) 14%
- Term project (individual or group) 35%
- Class participation (individual) 9%
General Course Conduct:

While this course uses both lectures and cases, its case component is substantial. As you may already know, cases provide a somewhat unstructured and open-ended experience, and one that is characterized by relatively great uncertainty about what the instructor “wants,” what the “right” answer might be, even how to approach the case.

Cases provide an environment in which students learn by grappling with difficult and apparently unique circumstances. This process is inherently uncomfortable, and more so for some individuals than others. As a result, it is tempting to look to the instructor for “cookbook” approaches that reduce the uncertainty inherent in cases. It is inappropriate, however, for the instructor to give extensive guidance on how to proceed, as that would destroy students’ learning experiences. Therefore I will not discuss individual cases with students prior to the class meeting in which the case is discussed. I do provide some structure for each case analysis (see below). Beyond that, it is up to you to identify the salient issues and analyze them. Moreover, you should not look for the “right” answer to a case. Usually, I will present my ideas about how a given case should be approached; alternative approaches, based on somewhat different assumptions, may be equally valid.

Students sometimes ask for copies of my case notes after we have discussed a given case in class. My policy (and that of all other FBE instructors who teach cases) is not to distribute these notes. The best cases are deliberately written to be ambiguous. While there are no right answers, there are good arguments and bad arguments. This course is designed to help you learn to distinguish between sensible and not-so-sensible approaches. Handing out my analyses would reduce the ambiguity in the cases and therefore partially defeat the purpose of doing cases. Moreover, distribution of case notes effectively renders that case unusable in the future, since it reduces the incentives for future students to expend time and effort in case preparation. In sum, ambiguity in dealing with case problems is an essential part of the learning experience in this class. Consequently, if you are uncomfortable with this level of ambiguity, you should not take this class.

Two-Page Written Case Analyses:

During the term, 6 Harvard cases will be discussed in class. The class schedule below enumerates the class meetings in which each of the 6 cases will be discussed. A brief description, specific assignment, and suggested questions for the 6 cases follow the class schedule. We will form groups for casework at the third or fourth class meeting, and these groups are required to prepare a two-page (text) case analysis for each of the 6 cases. Groups will consist of 5-7 students. If necessary, I will assign students to groups already formed, starting with the smallest size groups, and I expect the receiving group to welcome the additional student(s) unconditionally.

Written case analyses should contain a discussion of the relevant issues, financial analysis, and recommendations. They should be directed to the designated audience. Text is limited to at most two double-spaced pages of 12-pitch font or larger (the font used here) with at
most four easily-readable 8 1/2 x 11” pages of exhibits, graphs, and/or figures. You must use a memo format, i.e., no cover page is permitted. The final page of this syllabus illustrates acceptable font size and formatting.

Each written case analysis will be graded on a 1-7 point basis, and is worth 7% of the course grade (total, 42%). Each violation of the rules, e.g., each page over the limit, the use of a cover page, less than double spacing, font size smaller than permitted, will cost your group one point (limited liability does not apply!). The point loss from rules violations will be charged against your class participation grade (see below).

Written case analyses are due at the beginning of the class scheduled for the case discussion (you should also retain a copy for yourself for the class discussion). No late case analyses will be accepted, nor will e-mailed or faxed cases. Finally, written case analyses will be graded for presentation as well as content.

Financial Analysis and Equity Valuation Problem Sets:

The financial analysis problem set in your coursepacket is due at the beginning of class on Tuesday, October 11. The equity valuation problem set in your coursepacket is due at the beginning of class on Tuesday, November 15. The problem sets are to be an individual effort, and will be graded on a pass/fail basis (pass = 7% of your grade, fail = 0). No late problem sets will be accepted, nor will e-mailed or faxed assignments. The purpose of the problem sets is to help you consolidate your understanding of the financial analysis and equity valuation portions of the course when we finish them.

Term Project:

A term project is due at the beginning of class on Thursday, December 1 (the final class meeting). We will discuss these projects on that day. You should retain a copy of your project for this discussion and for your records, as term projects will not be returned. The term project may be prepared by an individual or by a group, which may, but need not, be the same group that prepared the casework together. If for whatever reason you are dissatisfied with your group or group dynamics, or if you simply wish to have more influence on the written output, the term project provides an opportunity for you to “recontract” with a different set of individuals (or to go it alone). The prospect of such restructuring should, in theory, serve to minimize any “shirking” problems associated with group work. In any case, solving any such problems is your responsibility. My recommendation is that the group regularly meet and poll each member, asking “Do you believe that everyone in the group is pulling his or her weight?” Asking this question early and often (and answering it honestly) will avoid many misunderstandings later in the term. The term project assignment is to provide an opinion as to whether the common stock of Peet’s Coffee & Tea, Inc. is over-, under-, or fairly valued at the current market price. The report is limited to 15 pages total, including all figures, graphs, tables, references, etc. (but not including a title page). The font and margin requirements are the same as for the
written case assignments, as are all the other rules, e.g., the assignment is due at the beginning of class, and no late projects will be accepted.

The term project must include an equity valuation, using both some variant of discounted cash flow analysis and a comparables analysis, and a presentation and discussion of economic and market value added. Your valuation should adjust for Peet’s off-balance sheet financing and stock options (if material), and you should discuss its reasonableness, i.e., you should assess and discuss the confidence you have in your valuation estimates.

Appropriate data sources (which must all be referenced) are financial statements for Peet’s, any sources you can access for beta estimates and market parameters, and data banks such as OneSource for P/E ratios and other ratios that combine market and accounting data. Inappropriate sources are brokerage house reports and other published sources that make investment recommendations, and their use will be very heavily penalized. For example, it is inappropriate to extract tables or portions of tables from the latter sources, or to paraphrase their texts. It is also inappropriate to use or paraphrase business descriptions for Peet’s or for comparable firms from any source.

Term projects will be graded for presentation as well as content, and will count for 35% of the course grade. Discussion on the last day of class will count for class participation.

Class Participation:

The final 9% of the course grade is awarded for class participation. This grade will reflect my assessment of both the quantity and quality of an individual’s contribution to the classroom learning environment. To facilitate grading for class participation you should choose a seat for the entire term early in the semester, when I will pass around a seating chart. You should also use your name cards for the first six weeks of the course. You should be prepared for cold-calling in all class meetings, especially in those devoted to discussion of the six cases and of the term project.

Any points lost from rules violations on your written assignments will be deducted from your class participation score. The bad news is that, in principle, your class participation score may therefore be negative. The good news is that you can make up for the points lost to rules violations by more active class participation.

Regular attendance and class participation are necessary, but not sufficient for a student to receive one of the higher letter grades in this class. You should realize that the points awarded for class participation are sufficient to cost you a letter grade or more should you choose not to participate fully and regularly.
## Class Schedule

<table>
<thead>
<tr>
<th>Date</th>
<th>Topic and Readings</th>
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<tbody>
<tr>
<td>Tues, Aug 23</td>
<td>Introduction and Course Overview</td>
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<tr>
<td>Thurs, Aug 25</td>
<td>Basic Framework and Techniques of Financial Analysis</td>
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<td>Tues, Aug 30</td>
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<td>Thurs, Sept 1</td>
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<td>Tues, Sept 6</td>
<td><strong>Reading:</strong> “Assessing a Firm’s Future Financial Health,” Harvard Business School #9-201-077.</td>
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<td>“Statements of Cash Flows: Three Examples,” Harvard Business School #9-193-103. You should prepare answers to the questions at the end of this reading for the fifth class meeting.</td>
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<td>Starbucks Corporation 2004 annual report.</td>
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<td>Tues, Sept 13</td>
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<td>Thurs, Sept 15</td>
<td>Forecasting Future Cash Flow</td>
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<td>Thurs, Sept 22</td>
<td>Corporate Performance Evaluation: Assessing Earnings Quality</td>
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<td><strong>Reading:</strong> Fox, Justin, “Learn to Play the Earnings Game,” <em>Fortune</em>, March 31, 1997, pp. 76-80.</td>
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Thurs, Sept 29 Assessing Leverage with Off-Balance Sheet Financing

**Reading:**


Tues, Oct 4 Corporate Performance Evaluation: Economic and Market Value Added

**Reading:**


Tues Oct 11 Corporate Performance Evaluation: Wrap-up

**Financial Analysis Problem Set** is due at the beginning of class.

Thurs, Oct 13 Equity Valuation Using Discounted Cash Flow Analysis (WACC Approach)

**Reading:**

“Leveraged Betas and the Cost of Equity,” Harvard Business School #9-288-036. **Warning:** This reading uses different formulas from those we will employ in this class. Therefore, you should read it for content, and not attempt to memorize specific formulas.

Thurs, Oct 20  **Case #4: Pinkerton (A).** Harvard Business School #9-291-051

Tues, Oct 25  Assessing the Reasonableness of a Discounted Cash Flow Valuation


Thurs, Oct 27  DCF Valuation Using the Adjusted Present Value Technique

**Reading:**  “Note on Adjusted Present Value,” Harvard Business School #9-293-092.

Tues, Nov 1  Comparables-Based Valuation Methods #1


Thurs, Nov 3  **Case #5: Tiffany & Co.** Harvard Business School #9-288-022.

Tues, Nov 8  Comparables-Based Valuation Methods #2


Thurs, Nov 10 Valuation Lessons from the Internet Bubble

**Reading:**  Tully, Shawn, “Has the Market Gone Mad?” *Fortune*, January 24, 2000, pp. 80-86.

Tues, Nov 15  Equity Valuation: Wrap-up

**Equity Valuation Problem Set** is due at the beginning of class.

Thurs, Nov 17  Financial Distress, Insolvency, and Bankruptcy #1


Thurs, Nov 24  THANKSGIVING

Tues, Nov 29  Financial Distress, Insolvency, and Bankruptcy #2


L.A. Gear 1996 annual report.

Thurs, Dec 1  Peet’s Coffee & Tea: Discussion of Term Projects

**Peet’s Term Project** is due at the beginning of class.
Case #1: The Home Depot, Inc.

**Case Writeup Assignment:**

Your company, Financial Consulting Group, Inc., has been hired by the management of The Home Depot, Inc. as an independent consultant to evaluate the firm’s growth strategy, financial performance, and future external financing requirements. Your boss, Ashley Ellison, has asked you to provide her with a report that, subject to her review, will be presented to the Board of Directors of Home Depot. Management’s intent in hiring your firm was to obtain independent advice at a crucial juncture in the firm’s history, when it has just reported its first earnings decline as a publicly-traded company. Management is concerned that the firm not lose its growth momentum, but rather that the factors underlying the earnings decline be identified and corrected as soon as possible.

**Discussion Questions:**

1. Evaluate The Home Depot’s growth strategy.

2. How well has the company implemented its strategy?

3. Analyze Home Depot’s financial performance and cash flow during the fiscal year 1985. How well did the company perform in 1985, measured relative to its performance in prior years?

4. How does Home Depot’s performance compare to that of Hechinger? (You may use the analysis in case exhibit 3 as a guide to your analysis.)

5. What factors caused Home Depot’s earnings decline in 1985?

6. Recommend a plan of action to Home Depot’s directors based on your analysis of the company’s current performance and future growth plans. Your recommendation should include a thorough analysis of the company’s operating performance, growth strategy, and external financing requirements.
**Case #2: The Murray Ohio Manufacturing Co.**

**Case Writeup Assignment:**

Write a report from David McIntosh to Dianne Simmons that recommends whether or not the Commonwealth Investment Group should continue to hold the common stock of the Murray Ohio Manufacturing Company in its equity income fund. This fund is marketed to dividend-oriented investors, and Murray Ohio has followed a consistent policy of increasing cash dividends (from $0.67 in 1975 to $1.20 in 1984).

**Discussion Questions:**

1. Analyze Murray Ohio’s recent financial performance, especially its cash flow and the “quality” (composition) of its earnings. Can the company afford to maintain or increase its current dividend if operating conditions remain about the same?

2. Evaluate management’s business strategy for the future. What does this strategy imply for the company’s future cash requirements? Given this new strategy, is the company more or less likely to maintain or increase its current dividend?

3. What other potential sources of value (other than cash dividends) to the Commonwealth Investment Group do you see from holding the common stock of Murray Ohio? Are there alternative managerial strategies that might make more sense than the one currently on the table? Additional information that you may find useful is that the estimated current value of Murray’s inventory is $130,210,000 and the estimated current value of its net property, plant, and equipment is $82,472,000.

4. What are the implications of your analysis for the current holders of Murray Ohio’s common stock? What should the Commonwealth Investment Group do? What strategies are available, and which of these strategies do you recommend?
Case #3: Harnischfeger Corporation

Case Writeup Assignment:

Write a research report from Peter Roberts to the President of the Exeter Group that makes a recommendation on the investment potential of Harnischfeger’s common stock. Your report should include an examination of the firm’s earnings, cash flows, operating results, and corporate strategy.

Discussion Questions:

1. Identify all the accounting policy changes, estimate changes, and other questionable accounting decisions that Harnischfeger management made during 1984. Estimate, as accurately as possible, the effect of these items on the company’s 1984 reported profits.

2. Identify which of these accounting items are “cosmetic” -- that is, have no cash flow effect -- and which have an effect on cash flow.

3. What do you think are the motives of Harnischfeger’s management in making “cosmetic” changes in its accounting decisions? How does your assessment of management’s motives impact your view of the desirability of investing in Harnischfeger’s common stock?

4. Do you feel you are able to adequately assess the company’s current and future performance, given management’s changes in the firm’s financial reporting strategy?

5. Should the Exeter Group invest in Harnischfeger’s common stock at this time, given the firm’s progress to date in executing management’s turnaround strategy?
Case #4: Pinkerton (A)

Case Writeup Assignment:

Write a memo from CPP’s valuation task force to the CPP board, proposing a $100 million bid for the net assets of Pinkerton, and ignoring the proposed strategies for financing the acquisition. [Carry out a DCF analysis using the WACC approach. You should use five years as the relevant forecast horizon, and estimate terminal value using your estimate of WACC and the 5% growth rate given in the case. The formula for the present value of a growing free cash flow perpetuity appears on p. 2 of the Harvard reading on estimating terminal values. Additionally, assume that depreciation expense = zero and that all income taxes are paid currently in cash at the 34% statutory rate.]

Discussion Questions:

1. Based on your DCF analysis, how much should Tom Wathen be willing to pay for the net assets of Pinkerton? Did the $85 million bid two weeks earlier make sense, given your analysis? Specifically, how will Wathen create value from this acquisition? Develop and value the free cash flows from Pinkerton and also from the CPP margin improvements.

2. What additional assumptions, if any, are necessary for Wathen to justify a $100 million bid to the CPP board? Are these assumptions reasonable, given the two firms’ historical performance?

3. What issues are involved in the bidding strategy for buying Pinkerton from American Brands? How much less than $100 million can Wathen offer, and still have a reasonable chance of prevailing in the bidding?

4. If Wathen proceeds with a $100 million bid for Pinkerton, which financing alternative should he choose? Why? Are you comfortable with the ability of the combined firm to service debt requirements under each of these financing alternatives? You should not prepare a quantitative answer to these questions, but you should spend some time thinking qualitatively about how to structure an approach to answer them.
Case #5: Tiffany & Company

Case Writeup Assignment:

You are a financial analyst working directly for Mr. Thomas Andruskevich, senior vice president for finance at Tiffany & Company. Mr. Andruskevich is concerned about the pricing of Tiffany’s upcoming IPO. Earlier, he asked you to perform a comprehensive DCF analysis as a check on the pricing recommendations of the firm’s investment bankers. Your analysis, which you delivered to him one week ago, supports the price range of $21 to $23 per share that was indicated in the preliminary documents filed with the SEC. It also suggests that, under more aggressive growth rate assumptions, a price of at least $25 per share is warranted. Mr. Andruskevich confronted the investment bankers with this information. Their reaction was that DCF analysis, while somewhat useful, is by itself unreliable for IPOs and, based on their analysis of the “comparables” in case exhibits 3-6 and current stock market conditions, a price of $22-$23 per share is more realistic. Mr. Andruskevich has asked you to perform an analysis of the data in case exhibits 3-6 before tomorrow’s pricing meeting. Write a memo to him that indicates whether or not Tiffany should agree to the $22-$23 per share price suggested by the underwriters and, if not, what evidence Mr. Andruskevich should cite that supports a higher price.

Discussion Questions:

1. Why do you think the underwriters will not rely on DCF analysis to price the Tiffany & Company IPO?

2. Review Tiffany’s operations since the LBO. Do you see difficulties here that might affect the offer price?

3. What characteristics of Tiffany’s business make the firm’s equity especially difficult to value?

4. Use the comparable firm data in case exhibits 3-6 to value Tiffany’s equity. What problems do you encounter? If you were to put together your own sample of comparable firms, what would you do differently? If your analysis supports a price in excess of $22-$23, what evidence should Mr. Andruskevich cite to convince the underwriters?
Case #6: National Convenience Stores

Case Writeup Assignment:

You are an independent financial consultant working for the law firm that represents the equityholders of National Convenience Stores (NCS). Prepare a valuation of NCS. You should use an APV approach on the cash flow projections provided in case exhibit 4, assume that debt capacity is 4.0 times projected 1993 EBITDA, or 4.0 times $34.5 million = $138 million, and that, upon emerging from bankruptcy, the firm will issue new perpetual debt of $138 million that pays 11% interest. You should also assume that creditors’ claims will be satisfied based on the rule of absolute priority. Once you have prepared your initial valuation, you may, if you wish, alter some of the assumptions underlying the cash flow projections in case exhibit 4. In any case, your case writeup should be a memo to the law firm, recommending how they might negotiate the highest-valued outcome for their clients, given your valuation and the other facts in the case.

Discussion Questions:

1. What claimant classes does NCS have, and how much (nominally) is each of those classes owed?

2. How will the NCS equityholders fare under your valuation based on case exhibit 4?

3. What avenues might you pursue to enable the law firm to negotiate a better outcome for the equityholders?

4. Can you make the case for a higher valuation? How much higher?

5. How much more value will the equityholders receive if the law firm can gain acceptance of this second valuation?

6. What ethical problems, if any, do you see with the valuation approach you have taken in this case?
The purpose of this page is to illustrate acceptable font, spacing, and margin usage for written work for FBE 529. Font size must be at least 12, the size illustrated here. Double spacing is required. Acceptable side, top, and bottom margins are shown here, which are to provide 1” all around. Memo format is required, using single spacing for the information in the header and double spacing thereafter. Tabs are to be indented at least as far as they are on this page. Each violation of the rules, including more than two pages of text and more than four pages of exhibits, will be penalized by the deduction of one point.

Exhibit fonts can be smaller, but must be easily readable (in my judgment). Violations here will also be penalized by the deduction of one point.

The bottom margin should be 1”.