VALUATION: DREAMS AND DELUSIONS

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Intrinsic Value: Three Basic Propositions

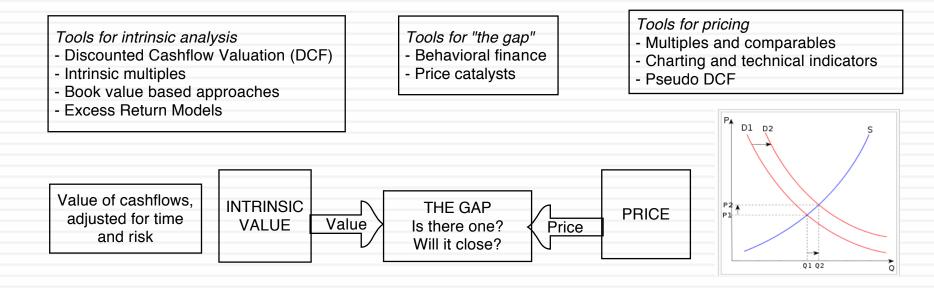
The value of an asset is the present value of the expected cash flows on that asset, over its expected life:

Value of asset =
$$\frac{E(CF_1)}{(1+r)} + \frac{E(CF_2)}{(1+r)^2} + \frac{E(CF_3)}{(1+r)^3} + \dots + \frac{E(CF_n)}{(1+r)^n}$$

- The IT Proposition: If "it" does not affect the cash flows or alter risk (thus changing discount rates), "it" cannot affect value.
- The DUH Proposition: For an asset to have value, the expected cash flows have to be positive some time over the life of the asset.
- The DON'T FREAK OUT Proposition: Assets that generate cash flows early in their life will be worth more than assets that generate cash flows later; the latter may however have greater growth and higher cash flows to compensate.
- 4. The VALUE IS NOT PRICE Proposition: The value of an asset may be very different from its price.

Price versus Value

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Drivers of intrinsic value

- Cashflows from existing assets
- Growth in cash flows
- Quality of Growth

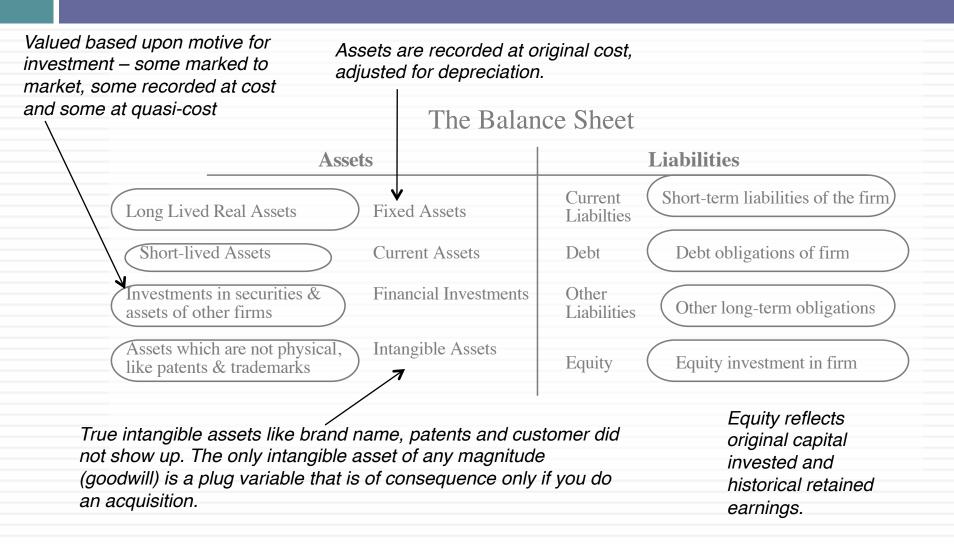
Drivers of "the gap"

- Information
- Liquidity
- Corporate governance

Drivers of price

- Market moods & momentum
- Surface stories about fundamentals

The traditional accounting balance sheet...



The intrinsic value balance sheet

Recorded at intrinsic value (based upon cash flows and risk), not at original cost

Assets

Existing Investments
Generate cashflows today
Includes long lived (fixed) and
short-lived(working
capital) assets

Expected Value that will be

created by future investments

Assets in Place

Growth Assets

Liabilities

Debt Fixed Claim on cash flows
Little or No role in management
Fixed Maturity
Tax Deductible

Equity

Residual Claim on cash flows Significant Role in management Perpetual Lives

Value will depend upon magnitude of growth investments and excess returns on these investments

Intrinsic value of equity, reflecting intrinsic value of assets, net of true value of debt outstanding.

The "Market Price" balance sheet

A Market Value Balance Sheet Liabilities **Assets** Borrowed money **Existing Investments** Investments already Debt Generate cashflows today made Owner's funds Expected Value that will be Equity Investments yet to created by future investments be made Should equate to market value of equity, if publicly traded.

Assets recorded at market value, i.e, what investors will be willing to pay for the assets today (rather than original cost or intrinsic value)

Twitter: The Contrast

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Accounting Balance Sheet

Cash	\$550	Debt (leases)	\$21
PP&E	\$ 62	Preferred stock	\$835
Intangible assets	\$6	Equity	\$202
Goodwill	\$ 47		

Intrinsic Value Balance Sheet (post-IPO)

Cash Assets in place Growth assets	\$ 1,616 \$ 73 \$ 9,631	Debt Equity	\$ 214 \$11,106

Market Price Balance Sheet (post-IPO)

Cash	\$ 1,816	Debt	\$	214
Assets in place	\$ 73	Equity	\$28	,119
Growth assets	\$ 26,444			

8

Transaction base

- Traders: Oscar Wilde's definition of a cynic: "knows the price of everything, the value of nothing".
- Salespeople: Caveat emptor!
- Deal intermediaries: Get the deal done (even if it is not a good deal)!

Muddled Middle

- Academic value: The cognitive dissonance of the "efficient market"
- Accounting value: Rule maker, rule maker, make up your mind!
- Legal value: The bane of the expert witness!

Investment base

- Owners of businesses: Except if you want to run it for the long term.
- Investors in companies: With faith and patience, you can take advantage of Mr. Market.
- Long term consultants: You have to live with the consequences of the advice that you mete out to your clients.

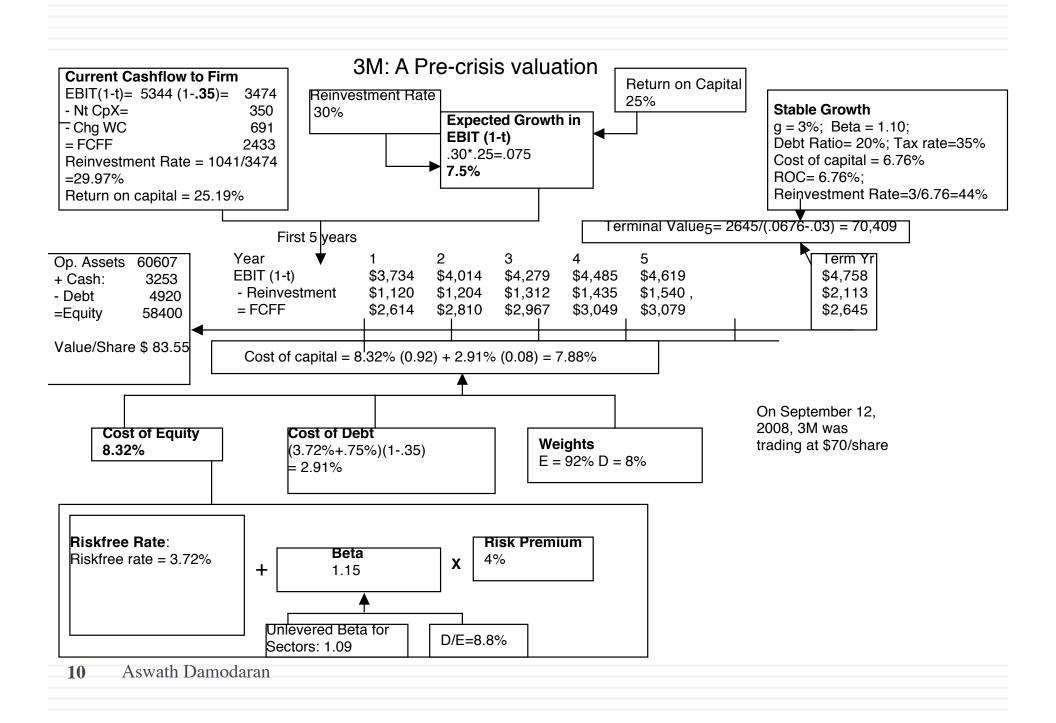
What are the cashflows from existing assets?

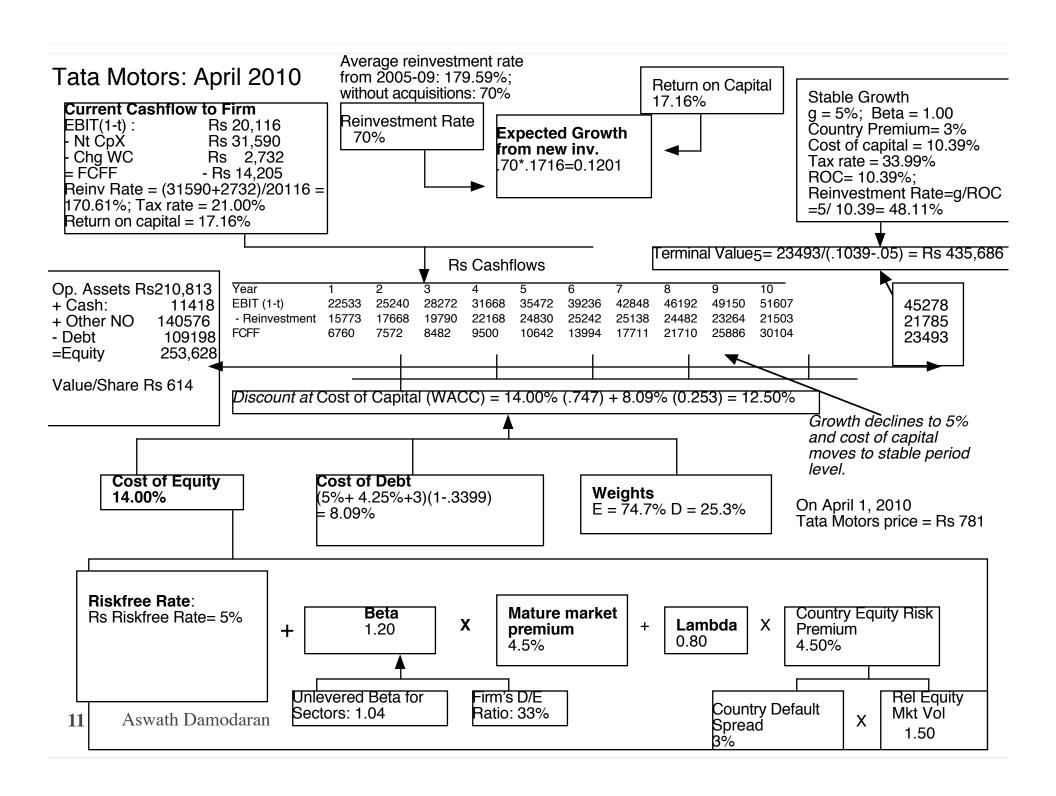
- Equity: Cashflows after debt payments
- Firm: Cashflows before debt payments,

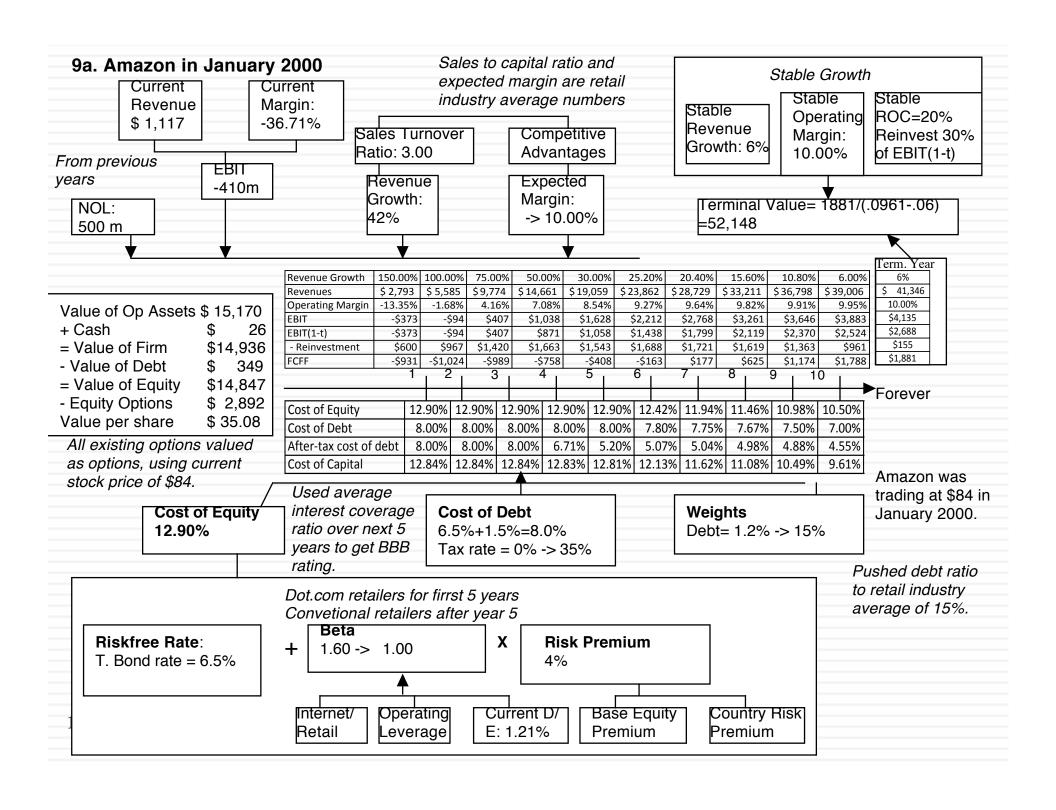
What is the **value added** by growth assets?` Equity: Growth in equity earnings/ cashflows Firm: Growth in operating earnings/ cashflows

How **risky are the cash flows** from both existing assets and growth assets? Equity: Risk in equity in the company Firm: Risk in the firm's operations

When will the firm become a **mature fiirm**, and what are the potential roadblocks?







Starting numbers

Twitter Pre-IPO Valuation: October 27, 2013

		Trailing 12
	Last 10K	month
Revenues	\$316.93	\$534.46
Operating income	-\$77.06	-\$134.91
Adjusted Operating Income		\$7.67
Invested Capital		\$955.00
Adjusted Operatng Margin		1.44%
Sales/ Invested Capital		0.56
Interest expenses	\$2.49	\$5.30

Revenue growth of 51.5% a year for 5 years, tapering down to 2.5% in year 10

Pre-tax operating margin increases to 25% over the next 10 years Sales to capital ratio of 1.50 for incremental sales

from rest of world (7.23%)

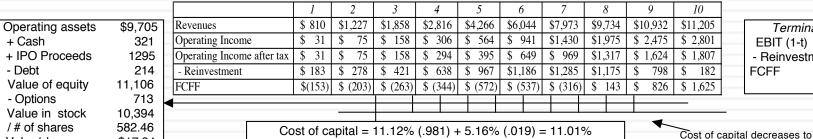
D/E=1.71%

Stable Growth

 $g = 2.5\%; Beta = 1.00; \\ Cost of capital = 8\% \\ ROC = 12\%; \\ Reinvestment Rate = 2.5\%/12\% = 20.83\%$

Terminal Value₁₀= 1466/(.08-.025) = \$26,657

8% from years 6-10



90% advertising

(1.44) + 10% info svcs (1.05)

Terminal year (11)
EBIT (1-t) \$ 1,852
- Reinvestment \$ 386
FCFF \$ 1,466

Cost of capital = 11.12% (.981) + 5.16% (.019) = 11.01%\$17.84 Cost of Equity **Cost of Debt** Weights 11.12% F = 98.1% D = 1.9%(2.5%+5.5%)(1-.40)= 5.16% **Risk Premium** Riskfree Rate: 6.15% Beta Riskfree rate = 2.5% X + 1.40 75% from US(5.75%) + 25%

Value/share

Golden Rule 1: Motive matters and Bias rules

- Preconceptions and priors: When you start on the valuation of a company, you almost never start with a blank slate. Instead, your valuation is shaped by your prior views of the company in question.
 - Corollary 1: The more you know about a company, the more likely it is that you will be biased, when valuing the company.
 - Corollary 2: <u>The "closer" you get to the management/owners of a company</u>, the more biased your valuation of the company will become.
- Value first, valuation to follow: In principle, you should do your valuation first before you decide how much to pay for an asset. In practice, people often decide what to pay and do the valuation afterwards.

The drivers of bias!

- The power of the subconscious: We are human, after all, and as a consequence are susceptible to
 - Herd behavior: For instance, there is the <u>"market price" magnet</u> in valuation, where estimates of intrinsic value move towards the market price with each iteration.
 - Hindsight bias: If you know the outcome of a sequence of events, it will affect your valuation. (That is why teaching valuation with cases is an exercise in futility)
- The power of suggestion: Hearing what others think a company is worth will color your thinking, and if you view those others as more informed/smarter than you are, you will be influenced even more.
- ☐ The power of money: If you have an economic stake in the outcome of a valuation, bias will almost always follow.
 - Corollary 1: Your bias in a valuation will be directly proportional to who pays you to do the valuation and how much you get paid.
 - Corollary 2: You will be more biased when valuing a company where you already have a position (long or short) in the company.

Biasing a DCF valuation: A template of "tricks"

If you want higher (lower) value, you can

- 1. Augment (haircut) earnings
- 2. Reduce(increase) effective tax rate
- 3. Ignore (Count in) unconventional cap ex
- 4. Narrow (Broaden) definition of working capital

If you want to increase (decrease) value, you can

- 1. Use higher (lower) growth rates
- 2. Assume less (more) reinvestment with the same growth rate, thus raising (lowering) the quality and value of growth.

Free Cashflow to Firm EBIT (1- tax rate)

- (Cap Ex Depreciation)
- Change in non-cash WC
- = Free Cashflow to firm

Expected Growth in FCFF during high growth

If you want to increase (decrease) value, you can

1. Assume a longer (shorter) growth period

Length of high growth period: PV of FCFF during high

2. Assume more (less) excess returns over the growth period

Value of Operating Assets today

- + Cash & non-operating assets
- Debt

Value of equity

If you want to increase (decrease) value, you can add (subtract) premiums (discounts) for things you like (dislike) about the company.

Premiums: Control, Synergy, liquidity Discounts: Illiquidity, private company Cost of Capital
Weighted average of cost of equity & cost of debt

If you want to increase (decrease) value, you can

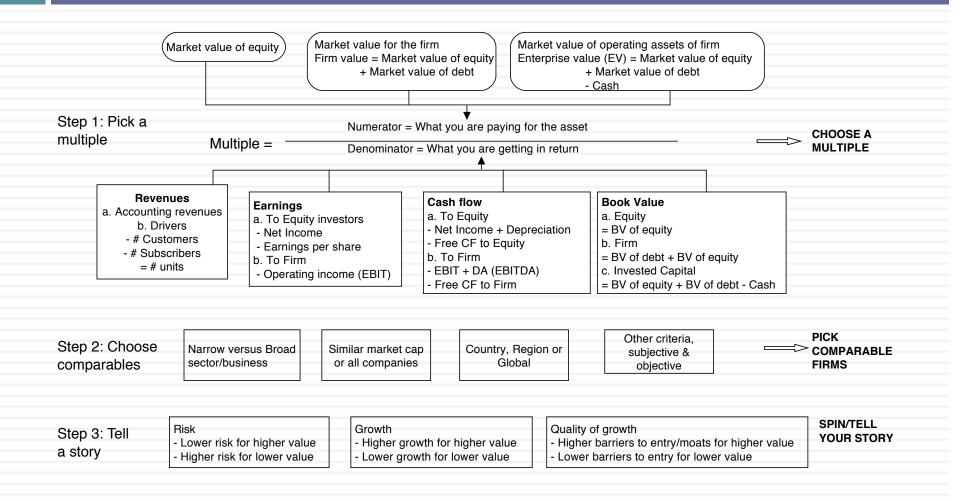
- 1. Assume a higher (lower) debt ratio, with the same costs of debt & equity. You may be able to accomplish this by using book (market) value debt
- 2. Use a lower (higher) equity risk premium for equity and a lower (higher) default spread for debt.
- 3. Find a "lower" ("higher") beta for your stock.
- 4. Don't add (add) other premiums to the cost of equity (small cap?)

Stable Growth
When operating income and
FCFF grow at constant rate
forever.

If you want to increase value, you can

- 1. Use stable growth rates that are economically impossible (higher than the growth rate of the economy)
- 2. Allow this growth to be accompanied by high positive excess returns (low reinvestment) If you want to decrease value, you can
- 1. Use lower growth rates in perpetuity
- 2. Accompany this growth with high negative excess returns

Relative Valuation Bias



Golden Rule 2: Uncertainty is a feature, not a bug, and comes in different forms

- Estimation versus Economic uncertainty
 - Estimation uncertainty reflects the possibility that you could have the "wrong model" or estimated inputs incorrectly within this model.
 - Economic uncertainty comes the fact that markets and economies can change over time and that even the best medals will fail to capture these unexpected changes.
- Micro uncertainty versus Macro uncertainty
 - <u>Micro uncertainty</u> refers to uncertainty about the potential market for a firm's products, the competition it will face and the quality of its management team.
 - <u>Macro uncertainty</u> reflects the reality that your firm's fortunes can be affected by changes in the macro economic environment.
- □ Discrete versus continuous uncertainty
 - Discrete risk: Risks that lie dormant for periods but show up at points in time. (Examples: A drug working its way through the FDA pipeline may fail at some stage of the approval process or a company in Venezuela may be nationalized)
 - Continuous risk: Risks changes in interest rates or economic growth occur continuously and affect value as they happen.

Unhealthy ways of dealing with uncertainty

- Paralysis & Denial: When faced with uncertainty, some of us get paralyzed. Accompanying the paralysis is the hope that if you close your eyes to it, the uncertainty will go away
- Mental short cuts (rules of thumb): Behavioral economists note that investors faced with uncertainty adopt mental short cuts that have no basis in reality. And here is the clincher. More intelligent people are more likely to be prone to this.
- Herding: When in doubt, it is safest to go with the crowd..
 The herding instinct is deeply engrained and very difficult to fight.
- Outsourcing: Assuming that there are experts out there who have the answers does take a weight off your shoulders, even if those experts have no idea of what they are talking about.

Ten suggestions for dealing with uncertainty...

- Less is more (the rule on detail....) (Revenue & margin forecasts)
- 2. Build in internal checks on reasonableness... (reinvestment and ROC)
- 3. Use the offsetting principle (risk free rates & inflation at Tata Motors)
- 4. Draw on economic first principles (Terminal value at all the companies)
- 5. Use the "market" as a crutch (equity risk premiums, country risk premiums)
- 6. Use the law of large numbers (Beta for all companies
- 7. Don't let the discount rate become the receptacle for all uncertainties.
- 8. Confront uncertainty, if you can
- Don't look for precision
- 10. Keep your perspective. It's only money!

1. Less is more

Year	Revenue Growth	Sales	Operating Margin	EBIT	EBIT (1-t)
Tr 12 mths		\$1,117	-36.71%	-\$410	-\$410
1	150.00%	\$2,793	-13.35%	-\$373	-\$373
2	100.00%	\$5,585	-1.68%	-\$94	-\$94
3	75.00%	\$9,774	4.16%	\$407	\$407
4	50.00%	\$14,661	7.08%	\$1,038	\$871
5	30.00%	\$19,059	8.54%	\$1,628	\$1,058
6	25.20%	\$23,862	9.27%	\$2,212	\$1,438
7	20.40%	\$28,729	9.64%	\$2,768	\$1,799
8	15.60%	\$33,211	9.82%	\$3,261	\$2,119
9	10.80%	\$36,798	9.91%	\$3,646	\$2,370
10	6.00%	\$39,006	9.95%	\$3,883	\$2,524
TY	6.00%	\$41,346	10.00%	\$4,135	\$2,688

Principle of parsimony: Estimate

fewer inputs when faced with

uncertainty.

Use "auto pilot" approaches to estimate future years

A tougher task at Twitter

	2011		20	12	2013	
	%	\$	%	\$	%	\$
Google	32.09%	\$27.74	31.46%	\$32.73	33.24%	\$38.83
Facebook	3.65%	\$3.15	4.11%	\$4.28	5.04%	\$5.89
Yahoo!	3.95%	\$3.41	3.37%	\$3.51	3.10%	\$3.62
Microsoft	1.27%	\$1.10	1.63%	\$1.70	1.78%	\$2.08
IAC	1.15%	\$0.99	1.39%	\$1.45	1.47%	\$1.72
AOL	1.17%	\$1.01	1.02%	\$1.06	0.95%	\$1.11
Amazon	0.48%	\$0.41	0.59%	\$0.61	0.71%	\$0.83
Pandora	0.28%	\$0.24	0.36%	\$0.37	0.50%	\$0.58
Twitter	0.16%	\$0.14	0.28%	\$0.29	0.50%	\$0.58
Linkedin	0.18%	\$0.16	0.25%	\$0.26	0.32%	\$0.37
Millennial Media	0.05%	\$0.04	0.07%	\$0.07	0.10%	\$0.12
Other	55.59%	\$48.05	55.47%	\$57.71	52.29%	\$61.09
Total Market	100%	\$86.43	100.00%	\$104.04	100.00%	\$116.82

		Annu	Annual growth rate in Global Advertising Spending				
		2.00%	2.50%	3.00%	3.50%	4.00%	
Online	20%	\$124.78	\$131.03	\$137.56	\$144.39	\$151.52	
advertising	25%	\$155.97	\$163.79	\$171.95	\$180.49	\$189.40	
share of	30%	\$187.16	\$196.54	\$206.34	\$216.58	\$227.28	
market	35%	\$218.36	\$229.30	\$240.74	\$252.68	\$265.16	
market	40%	\$249.55	\$262.06	\$275.13	\$288.78	\$303.04	

My estimate for 2023: Overall market will be close to \$200 billion and Twitter will about 5.7% (\$11.5 billion)

Company	Operating Margin
Google Inc. (NasdaqGS:GOOG)	22.82%
Facebook, Inc. (NasdaqGS:FB)	29.99%
Yahoo! Inc. (NasdaqGS:YHOO)	13.79%
Netlfix	3.16%
Groupon	2.53%
LinkedIn Corporation (NYSE:LNKD)	5.18%
Pandora Media, Inc. (NYSE:P)	-9.13%
Yelp, Inc. (NYSE:YELP)	-6.19%
OpenTable, Inc. (NasdaqGS:OPEN)	24.90%
RetailMeNot	45.40%
Travelzoo Inc. (NasdaqGS:TZOO)	15.66%
Zillow, Inc. (NasdaqGS:Z)	-66.60%
Trulia, Inc. (NYSE:TRLA)	-6.79%
Aggregate	20.40%

My estimate for Twitter: Operating margin of 25% in year 10

2. Build in "internal" checks for reasonableness...

Year	Revenues	Δ Revenue	Sales/Cap	Δ Investment	Inve	sted Capital	EBIT (1-t)	Imputed ROC
Tr 12 mths	\$1,117				\$	487	-\$410	
1	\$2,793	\$1,676	3.00	\$559	\$	1,045	-\$373	-76.62%
2	\$5,585	\$2,793	3.00	\$931	\$	1,976	-\$94	-8.96%
3	\$9,774	\$4,189	3.00	\$1,396	\$	3,372	\$407	20.59%
4	\$14,661	\$4,887	3.00	\$1,629	\$	5,001	\$871	25.82%
5	\$19,059	\$4,398	3.00	\$1,466	\$	6,467	\$1,058	21.16%
6	\$23,862	\$4,803	3.00	\$1,601	\$	8,068	\$1,438	22.23%
7	\$28,729	\$4,868	3.00	\$1,623	\$	9,691	\$1,799	22.30%
8	\$33,211	\$4,482	3.00	\$1,494	\$	11,185	\$2,119	21.87%
9	\$36,798	\$3,587	3.00	\$1,196	\$	12,380	\$2,370	21.19%
10	\$39,006	\$2,208	3.00	\$736	\$	13,116	\$2,524	20.39%
TY	\$41,346	\$2,340	NA			Assumed to	be =	20.00%

Check total revenues, relative to the market that it serves... Your market share obviously cannot exceed 100% but there may be tighter constraints. Are the margins and imputed returns on capital 'reasonable' in the outer years?

3. Use consistency tests...

	In Indian Rupees	In US \$
Risk free Rate	5.00%	2.00%
Expected inflation rate	4.00%	1.00%
Cost of capital		
- High Growth	12.50%	9.25%
- Stable Growth	10.39%	7.21%
Expected growth rate		
- High Growth	12.01%	8.78%
- Stable Growth	5.00%	2.00%
Return on Capital		
- High Growth	17.16%	13.78%
- Stable Growth	10.39%	7.21%
Value per share	Rs 614	\$12.79/share (roughly Rs
		614 at current exchange
		rate)

4. Draw on economic first principles and mathematical limits...

Stable growth rate	3M	Tata Motors	Amazon	Twitter
0%	\$70,409	435,686₹	\$26,390	\$23,111
1%	\$70,409	435,686₹	\$28,263	\$24,212
2%	\$70,409	435,686₹	\$30,595	\$25,679
3%	\$70,409	435,686₹	\$33,594	
4%		435,686₹	\$37,618	
5%		435,686₹	\$43,334	
			\$52,148	
Riskfree rate	3.72%	5%	6.60%	2.70%
ROIC	6.76%	10.39%	20%	12.00%
Cost of capital	6.76%	10.39%	9.61%	8.00%

5. Use the market as a crutch... ERP as an illustration

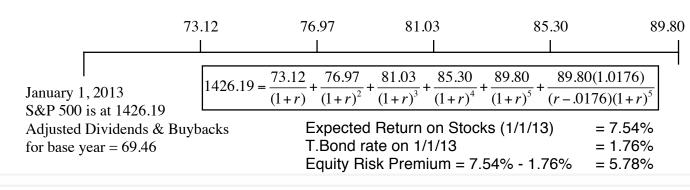
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	Arithmet	tic Average	Geometr	ic Average		
	Stocks - T. Bills	Stocks - T. Bonds	Stocks - T. Bills	Stocks - T. Bonds		Historical
1928-2012	7.65%	5.88%	5.74%	4.20%	—	
	2.20%	2.33%				premium
1962-2012	5.93%	3.91%	4.60%	2.93%		
	2.38%	2.66%				
2002-2012	7.06%	3.08%	5.38%	1.71%		
	5.82%	8.11%				

In 2012, the actual cash returned to stockholders was 72.25. Using the average total yield for the last decade yields 69.46

Analysts expect earnings to grow 7.67% in 2013, 7.28% in 2014, scaling down to 1.76% in 2017, resulting in a compounded annual growth rate of 5.27% over the next 5 years. We will assume that dividends & buybacks will tgrow 5.27% a year for the next 5 years.

After year 5, we will assume that earnings on the index will grow at 1.76%, the same rate as the entire economy (= riskfree rate).



Data Sources:

Dividends and Buybacks last year: S&P Expected growth rate: S&P, Media reports, Factset, Thomson-Reuters

Country Risk Premiums July 2013

North America	0.00%	5.75%
United States	0.00%	5.75%
Canada	0.00%	5.75%

Argentina	10.13%	15.88%
Belize	14.25%	20.00%
Bolivia	5.40%	11.15%
Brazil	3.00%	8.75%
Chile	1.20%	6.95%
Colombia	3.38%	9.13%
Costa Rica	3.38%	9.13%
Ecuador	12.00%	17.75%
El Salvador	5.40%	11.15%
Guatemala	4.13%	9.88%
Honduras	8.25%	14.00%
Mexico	2.55%	8.30%
Nicaragua	10.13%	15.88%
Panama	3.00%	8.75%
Paraguay	5.40%	11.15%
Peru	3.00%	8.75%
Suriname	5.40%	11.15%
Uruguay	3.38%	9.13%
Venezuela	6.75%	12.50%
Latin America	3.94%	9.69%

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	Albania	6.75%	12.50%	
	Armenia	4.73%	10.48%	
	Azerbaijan	3.38%	9.13%	
	Belarus	10.13%	15.88%	
	Bosnia	10.13%	15.88%	
	Bulgaria	3.00%	8.75%	
	Croatia	4.13%	9.88%	
	Czech Republic	1.43%	7.18%	Į
ų	Estonia	1.43%	7.18%	
	Georgia	5.40%	11.15%	
7	Hungary	4.13%	9.88%	
J	Kazakhstan	3.00%	8.75%	
Ī	Latvia 📍	3.00%	8.75%	
	Lithuania	2.55%	8.30%	
	Macedonia	5.40%	11.15%	
	Moldova	10.13%	15.88%	
1	Montenegro	5.40%	11.15%	•
	Poland	1.65%	7.40%	
ľ	Romania N	3.38%	9.13%	
	Russia	2.55%	8.30%	-
	Serbia	5.40%	11.15%	
	Slovakia	1.65%	7.40%)
	Slovenia 7	4.13%	9.88%	9
	Ukraine /	10.13%	15.88%	5
			/(
	E. Europe/Russia	3.13%	8.88%	-

N.			
3	Bahrain	2.55%	8.30%
1	Israe /	1.43%	7.18%
	Jordan	6.75%	12.50%
	Kuwait	0.90%	6.65%
	Lebanon	6.75%	12.50%
	Oman	1.43%	7.18%
	Qatar	0.90%	6.65%
	Saudi Arabia	1.20%	6.95%
	UAE	0.90%	6.65%
	Middle East	1.38%	7.13%

Asia	1.77%	7.52%
Vietnam	8.25%	14.00%
Thailand	2.55%	8.30%
Taiwan	1.20%	6.95%
Sri Lanka	6.75%	12.50%
Singapore	0.00%	5.75%
Philippines	4.13%	9.88%
Papua NG	6.75%	12.50%
Pakistan	12.00%	17.75%
Mongolia	6.75%	12.50%
Mauritius	2.55%	8.30%
Malaysia 🍝	1.95%	7.70%
Macao	1.20%	6.95%
Korea	1.20%	6.95%
Japan	1.20%	6.95%
Indonesia	3.38%	9.13%
India 🥢	3.38%	9.13%
Hong Kong	0.45%	6.20%
Fiji	6.75%	12.50%
China	1.20%	6.95%
Cambodia	8.25%	14.00%
Bangladesh	5.40%	11.15%

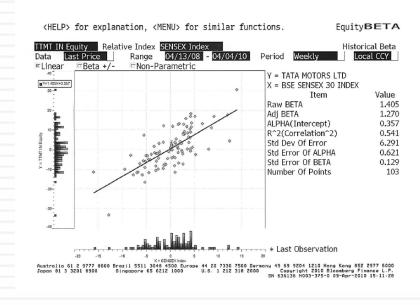
Australia	0.00%	5.75%
Cook Islands	6.75%	12.50%
New Zealand	0.00%	5.75%
Australia & NZ	0.00%	5.75%

Black #: Total ERP

Red #: Country risk premium

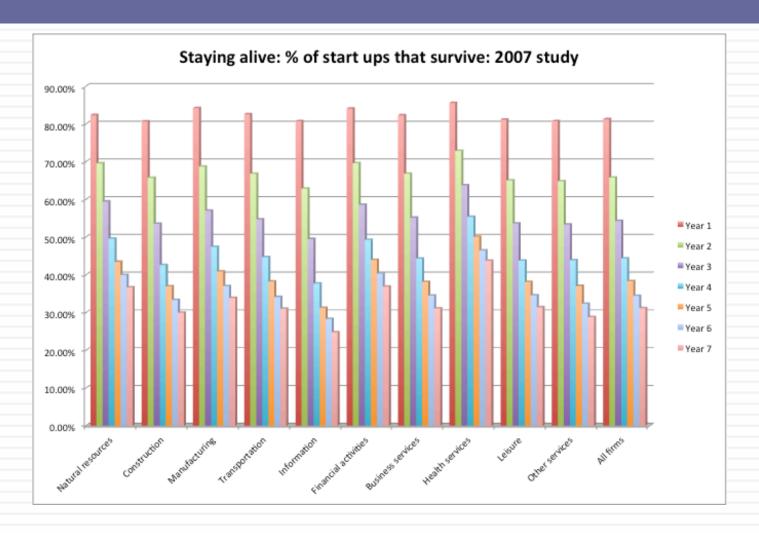
AVG: GDP weighted average

6. Draw on the law of large numbers...



- To estimate the beta for Tata Motors
 - Unlevered beta for automobile company = 0.98
 - D/E ratio for Tata Motors = 33.87%
 - Marginal tax rate in India = 33.99%
 - Levered beta = 0.98 (1+ (1-.3399)(.3387)) = 1.20

7. Don't let the discount rate become the receptacle for all your uncertainty...

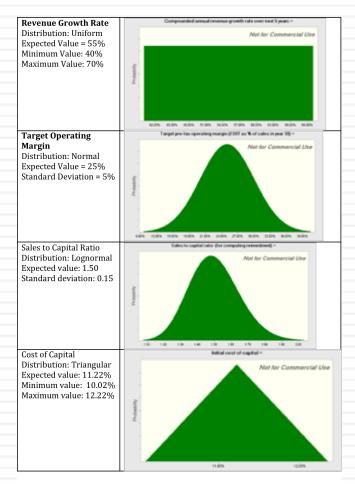


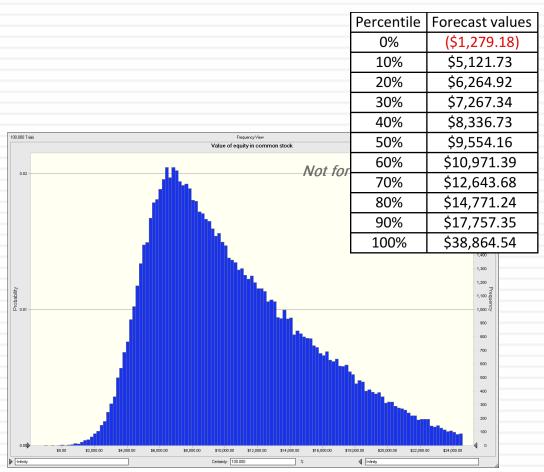
Contrasting ways of dealing with survival risk...

- The Venture Capital approach: In the venture capital approach, you hike the "discount rate" well above what would be appropriate for a going concern and then use this "target" rate to discount your "exit value" (which is estimated using a multiple and forward earnings).
 - Value = (Forward Earnings in year n * Exit multiple)/ (1+ target rate)ⁿ
- The decision tree approach:
 - Value the business as a "going concern", with a rate of return appropriate for a "going concern".
 - Estimate the probability of survival (and failure) and the value of the business in the event of failure.
 - Value = Going concern value (Probability of survival) + Liquidation value (Probability of failure)

8. Confront uncertainty, if you can... for Twitter

3

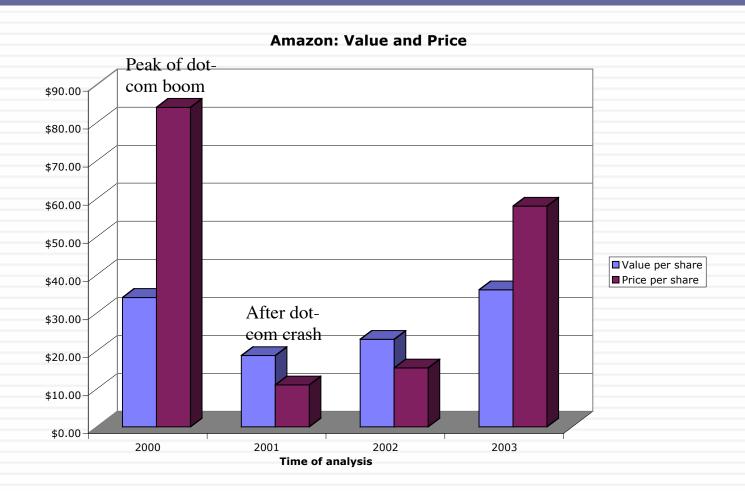




9. Don't look for precision..

- No matter how careful you are in getting your inputs and how well structured your model is, your estimate of value will change both as new information comes out about the company, the business and the economy.
- As information comes out, you will have to adjust and adapt your model to reflect the information.
 Rather than be defensive about the resulting changes in value, recognize that this is the essence of risk.

Amazon: Value versus Price over time



10. Keep your perspective

- "It's only a valuation." Nothing in valuation is worth losing sleep or developing ulcers over.
- "It's better to be lucky than good". Luck is the dominant paradigm in financial markets, separating the winners from the losers. Skill and hard word are distant seconds.