



Adam Smith
TRAINING



Course led by

Mark Robson

Mark is a very experienced corporate finance practitioner. He has more than 16 years experience working in the European Financial market in consulting on financial performance, business planning, capital expenditure proposals, capital structure and private equity

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5–6 November 2007 : 5–6

Marriott Aurora Hotel, Moscow :

2007

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Private equity as an alternative investment

Leveraged buy outs – gearing for success!

An intensive and practical two day course which will enable you to:

- **Master** the key concepts in acquisition finance
- **Understand** the role of the different parties involved in a typical buy out and their differing objectives
- **Discover** how to assess levered propositions and the agendas of the different parties
- **Recognize** the impact of the choice of financial instrument such as equity, debt or hybrid
- **Identify** the principles involved in modeling levered structures
- **Learn** the key stages and issues in documenting the deal and due diligence issues

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PRIVATE EQUITY AS AN ALTERNATIVE INVESTMENTS

Why is this course unique?

This course gives participants a **detailed insight into leveraged buy outs and the world of private equity**. It improves participants' understanding of the attractions and risks of leveraged structures, whether used by private equity firms or by corporates to finance acquisitions.

In analyzing the motivations of the different players, participants will consider the causes and chances of success and failure.

This course is run in an **interactive, participative format, where participants learn by doing**. Main teaching sessions are delivered in a discursive format with **key concepts punctuated and illustrated by case studies**.

Your Expert Course Leader

Mark Robson is a very experienced corporate finance practitioner. Aged 38, he has spent approximately half his career with the corporate finance division of big 4 accountant Deloitte. Prior to Deloitte, Mark's experience was in working on acquisitions for large diversified industrial businesses, including working with investment banks doing business with his departments.

Relevant work experience for Mark includes consultancy of London private equity firms on valuing and structuring bid targets, bond financing, investment appraisal and target valuation, as well as detailed modelling and structuring of infrastructure and other leveraged investments.

Mark's technical training and experience is in corporate finance, with university training in business (economics, management and accounting) as well as post graduate papers in corporate finance. Mark's background makes him well qualified to provide technical corporate finance training to staff. In between his work providing key clients with transaction advice, Mark is now available to train in topics such as buy outs, company valuation and investment appraisal.



The course is designed for:

- Analysts
- Managers
- Bankers
- Accountants
- Private equity firms
- Consultancies

Limited numbers available

In order to provide you with learning experience of true value and owing to the high practical focus of the course the number of participants we are able to accept on this program is strictly limited.

„Practical discussions and interaction with other participants were useful“

Stephen Harris,
Mazars

„Excellent examples, useful handouts and case studies“

Daniel Sheer
BKL

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YOUR COMPREHENSIVE COURSE PROGRAM

Leveraged buy outs – gearing for success!

To book
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Day One: 5th November 2007

Day Two: 6th November 2007

Overview – key principles of structured finance

- The fundamental workings of a buy out
- The role of equity
- The role of debt
- The interests of the participants
- Motivations of parties involved in a buyout situation: vendor, debt provider, private equity, management
- How to make money from a leveraged buy out
- Drivers on gains
- Structuring with a pocket calculator

Key learning concept – sources and uses of funds

Fundamental business analysis

- The importance of asset quality
- Analytical tools
- Key considerations
- When/ why buyouts take place
- Characteristics of a typical buyout company
- Traps for the unwary
- Evaluating a buy out target

Introduction to case study

Uses of funds

- Review of key learning concept – sources and uses of funds
- Valuing the target
- The impact of working capital
- The role of professionals (and their fees!)

Case study - uses of funds

The role of private equity

- The interaction with leverage
- Investment time frames and hurdles for different types of investment
- Some key terms: development capital, venture capital, pre-IPO capital
- Key issues for equity providers
- Key issues for equity receivers
- Trends and opportunities in private equity

Sources of funds

- Constraints on debt capacity
- The role of management equity
- The funding gap

Case study – sources of funds

Characteristics of debt products

- The nature of different debt products
- Risk profiles
- Drivers on debt holders
- Senior debt and other notes
- High yield debt
- Mezzanine instruments (including Pay-In-Kind)
- Key considerations for debt holders
- Keeping finance providers happy

Equity structuring

- Structuring equity – the role and importance of loan notes
- Case study – equity structure
- Case study - the envy ratio
- Management ratchets

Case study - the impact of mezzanine

Equity products

- Nature of different equity instruments
- Drivers on equity holders
- Vendor finance
- Some rules of thumb

The deal process

- Mechanics of the deal process
- Key elements of the process
- The role of due diligence
- The roles of the parties
- Rain making – finding and then positioning yourself in the deal

Documentation

- Documenting the deal
- Key stages and agreements required
- Key issues in documentation
- Controlling the legals
- Making working relationships productive

Teaching Method: key teaching sessions are interspersed with case study work as well as examining different concepts by working with an excel model which draws on a simplified business and financial structure. Here participants will work in groups (using lap tops) to iterate with a “back of the envelope” leveraged buy out model.

Participants will input and make assumptions for:

- Levels of senior and junior debt
- Equity requirements
- Debt covenants and repayment profiles
- The split of equity proceeds on exit
- Management’s “envy ratio”

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If you would like to benefit from a no obligation initial needs analysis discussion, or if you would like more information on how Adam Smith Training In-Company solutions can benefit your team, department or organization, please contact: Ina Ukstina on + 44 20 7017 7448 or ina@adamsmithtraining.com

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