

FIFTH EDITION

Cost of Capital

**APPLICATIONS
AND EXAMPLES**

Shannon P. Pratt
Roger J. Grabowski

Foreword by Professor Richard Brealey

+ website

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Cost of Capital

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Applications and Examples

Fifth Edition

SHANNON P. PRATT
ROGER J. GRABOWSKI

WILEY

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*To our families for their support and encouragement, without which
our careers and this book would not have been possible*

Millie

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<i>Daughter-in-law Barbara Brooks</i>	<i>Son-in-law Tim Wilder</i>
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2008); “Growth in the Constant Growth Model,” *Business Valuation Review* (Winter 2006); “Understanding the Minefield of Weighted Average Cost of Capital,” *Business Valuation Review* (Fall 2005); and “Reconciling the Equity and Invested Capital Methods of Valuation When the Capital Structure Is Changing,” *Business Valuation Review* (March 2004). In addition, his research articles have been published in the *Journal of Finance*, *Journal of Financial & Quantitative Analysis*, *Journal of Applied Psychology*, *Academy of Management Journal*, and *Management Science*, among others. In addition to teaching, he provides valuation services to the business community.

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Mark W. Shirley, CPA/ABV/CFF, CVA, CFFA, CFE, is the managing partner of V & L Consultants, LLC, in Baton Rouge, Louisiana. Prior to entering the private sector, Mr. Shirley received extensive training and experience during his employment with the Internal Revenue Service. Since 1984, his consulting practice has

concentrated on the disciplines of business valuation, forensic/investigative accounting, and financial analysis/modeling.

Technical and academic materials by Mr. Shirley have been published by Wiley Law Publications, Aspen Legal Press, and Business Valuation Resources including contributions to: *Tax and Financial Planning Strategies in Divorce*; *Cost of Capital*, 3rd and 4th eds. and 4th ed. *Workbook*; *Valuing Professional Practices and Licenses*; and *BVR's Guide to Personal v. Enterprise Goodwill*. Technical articles have been published in *The Valuation Examiner*, *BewertungsPraktiker* Nr., *The Practical Accountant*, *CPA Litigation Services Counselor*, the *Gatekeeper Quarterly*, and the *Journal of Forensic Accounting*.

Mr. Shirley has developed training and continuing education courses for the legal, accounting, and valuation/appraisal professions. Additionally, he has developed advanced training courses in applied statistics and financial modeling for valuation/appraisal accrediting organizations. Current academic projects include the development of forensic accounting course materials for university MBA and master's in accounting curriculum and reference materials for the Louisiana family law courts.

Mr. Shirley is an adjunct faculty member at the National Judicial College, University of Nevada, Reno, and serves on the Advisory Panel for *Mdex Online* and *The Daubert Tracker*, an online *Daubert* research database.

Bennett Stewart is the chairman and chief executive officer of EVA Dimensions LLC, and an expert in shareholder value, performance management, and incentive compensation.

Mr. Stewart is best known for developing and promoting the practical applications of economic profit under the trademark name of EVA (economic value added), starting with publication of his 1991 book, *The Quest for Value* (Harper-Business), which formally launched EVA as a corporate management technique and precipitated its appearance on the cover of *Fortune* magazine in September 1993 with the tagline, "EVA—It's the Real Key to Creating Wealth." His new book, *Best-Practice EVA* (John Wiley & Sons, 2013), presents a significantly improved version of EVA that makes it a far more practical tool for corporate management and in boardrooms.

Mr. Stewart formed EVA Dimensions in 2006 (as a spin-off from Stern Stewart, the global EVA consulting firm) with the goal to turn EVA into an acknowledged standard of excellence in corporate financial management and equity research. In recent years he was instrumental in developing a predictive stock-rating model called PRVit (pronounced "prove-it" and standing for the "performance-risk-valuation investment technology"), which scores stocks as attractive to own or sell based on their fundamental EVA values. The buy-sell ratings are updated daily on Bloomberg, and PRVit reports are available through Fidelity.com. EVA Dimensions' equity research team uses PRVit to help fund managers at investment houses make better buy-sell decisions.

Mr. Stewart holds a cum laude degree in electrical engineering from Princeton University (1974) and an MBA from the University of Chicago (1976). He chairs the audit and finance committee of ITC Holdings (NYSE:ITC), is a member of the Advisory Board for the *Morgan Stanley Journal of Applied Corporate Finance*, and formerly chaired the Alumni Advisory Council for Princeton's Department of Operations Research and Financial Engineering.

David Turf, CFA, is a managing director in the Investment Banking Group of Duff & Phelps LLC. He is a member of the Transaction Opinions practice and serves on the Senior Review Committee. He has extensive experience executing engagements for fairness opinions, solvency opinions, and valuation opinions.

Mr. Turf has advised boards of directors, management, trustees and shareholders on a variety of corporate finance and valuation issues for mergers, acquisitions, divestitures, ESOPs, financings, and other general corporate purposes. He has provided fairness opinions in a variety of transactions, including going-private, reverse-merger, restructuring, and related-party transactions. He has provided solvency opinions in spin-offs, leveraged buyouts and recapitalizations, and other transactions. In addition, he has structured debt securities and issued commercially reasonable opinions for debt issuances in related-party transactions.

Prior to joining Duff & Phelps in 1997, Mr. Turf was an assistant vice president in the commercial loan department of Corus Bank. He received an MBA with a focus on finance and organizational behavior from the J. L. Kellogg Graduate School of Management at Northwestern University. He also received a BS in finance from the University of Illinois at Urbana–Champaign.

Foreword

The opportunity cost of capital is one of the most important concepts in finance. For example, if you are a chief financial officer contemplating a possible capital expenditure, you need to know what return you should look to earn from the investment. If you are an investor who needs to plan for future expenditures, you need to ask what return you can expect to earn on your portfolio.

Shannon Pratt and Roger Grabowski have produced a remarkably comprehensive review of the subject. With over 1,000 pages of close-packed material, the book is not for bedtime reading, but it is a work that valuation practitioners, CFOs, and others will find an invaluable reference.

The book is somewhat wider ranging than its title suggests, for its focus is on valuation. It does not simply discuss how to estimate the cost of capital, but also shows how this estimate can be used to solve a variety of valuation problems. Indeed, it is here that the book makes some of its most useful contributions. Most finance texts provide an overview of how the cost of capital can be used to discount the expected cash flows from a proposed capital project. What I find most interesting about this book is that it also tackles much less well covered topics. For example, boards of securities firms that need to value level 3 securities will find useful advice on illiquidity discounts. Practitioners who need to estimate the value of control will find a chapter on this issue. And so on. It is this all-embracing nature of the analysis that makes this book such a valuable addition to the financial manager's bookshelf.

Richard Brealey
London Business School

Preface

Cost of capital is an essential, albeit complex element of virtually every application of finance. Literally billions and billions of dollars turn on decisions regarding the cost of capital in each of the following contexts:

- Mergers and acquisitions
- Shareholder disputes
- Capital budgeting
- Bankruptcies and reorganizations
- Business damages cases
- Gift, estate, and income tax matters
- Marital property settlements
- Ratemaking in regulated industries
- Property taxation

This book addresses developments related to estimating the cost of capital in all of these contexts. We use the term *estimates* rather than determinations because the cost of capital is *forward-looking*. It is the *expected* rate of return required to attract capital to a particular investment or project as of a given date, reflecting economic and other factors surrounding the expected returns and the risk of the investment or project at that particular point in time.

Cost of capital is the pricing of risk. Since risk is in the mind of the beholder, it cannot be measured directly. This book addresses ways to measure risk to lead to an estimate of the appropriate cost of capital.

EFFECT OF FEDERAL RESERVE ACTIONS ON LONG-TERM INTEREST RATES

Federal Reserve actions kept long-term interest rates low from 1942 through 1951 and again from the fall of 2011 through at least the writing of this book. We analyze the effect of these actions on the traditional data and procedures used to estimate the cost of capital, and suggest ways to control for it.

WHY DID WE UNDERTAKE UPDATING THE BOOK?

Our experience tells us that practitioners need assistance to better understand and estimate the cost of capital and in communicating their results, not from the viewpoint of portfolio management but from the viewpoint of business owners and managers.

We decided to do this update to the book because of the changes in cost of capital resulting from the financial crisis that began in 2008, the subsequent recession, and today's uncertain environment.

The purpose of this book is to present both the theoretical development of cost of capital estimation and its practical application to valuation and capital budgeting in current practice. It is intended both as a learning text for those who want to study the subject and as a handy reference for those who are interested in background or seek direction in some specific aspect of cost of capital.

The objective is to serve two primary categories of users:

1. The *practitioner* who seeks a greater understanding of the latest theory and practice in cost of capital estimation
2. The *reviewer* who needs to make an informed evaluation of another party's methodology and data used to produce a cost of capital estimate

No other valuation text designed for the practitioner treats the cost of capital with the breadth and depth that this one does. In terms of breadth, this book treats cost of capital for uses in business valuation, project assessment and capital budgeting, divisional cost of capital, reporting unit valuation, goodwill impairment testing, valuing intangible assets for financial reporting, and transfer pricing.

The reader can expect to learn about:

- The *theory* of what drives the cost of capital
- *Procedures* currently in use to estimate cost of capital
- *Data* available as inputs to the models to estimate cost of capital

Our emphasis is on the cost of equity capital. We present in-depth analysis of the components, including the equity risk premium, beta, and the size effect. We also analyze criticism of many procedures used for developing estimates of the cost of capital and present a number of alternative procedures.

WHAT'S NEW IN THIS EDITION

There has been a surge of new research since the previous edition. We have attempted to reflect these developments through the time we are writing this book, found in new and updated books, in newly published articles, and, particularly, in many unpublished working papers. Readers can access most of the working papers through our footnote references.

New chapters:

- “How Courts View Cost of Capital” (Chapter 38), dealing with oppression and fairness matters; estate and gift matters; corporate restructuring and other federal tax matters, including transfer pricing; cost of capital issues in intellectual property and other damages disputes; bankruptcy cases; family law matters; ad valorem taxation matters; and regulated industry matters
- Cost of capital for closely held businesses (Chapter 27)
- Two new case studies detailing the procedures for estimating cost of capital

Updated and expanded discussion of many important topics, including:

- Equity risk premium and the risk-free rate, including the impact of Federal Reserve actions
- Development of cost of capital in mergers and acquisitions;
- How to use Ibbotson's and Duff & Phelps cost of capital data
- Company-specific risk—factors to consider and how to measure
- Criticisms of CAPM and reasons why multiple procedures should be used in developing discount and capitalization rates
- Added evidence of the existence and magnitude of the size effect
- Updated chapter on cost of capital in transfer pricing
- Cost of capital for family holding companies
- Cost of Capital of REITs
- Global cost of capital estimation, including a new size study of European companies
- Adjusting discount and capitalization rates for different measures of economic income, including pretax discount rates
- Changing discount rates reflecting changes in risk
- Additional residual (terminal) value models to provide more flexibility to the analyst
- “Glossary of Cost of Capital Terms” (Appendix III)—added terms as defined by the International Valuation Standards Committee

We again expanded the chapters on common errors made in valuation and advice from the authors about dealing with specific, often controversial, cost of capital issues.

Supplemental information is available to readers on the John Wiley & Sons website, including hundreds of PowerPoints to use in the classroom and for presentations.

Finally, the index is newly improved to make it easier for readers to locate material on a particular topic.

ABOUT THE WEBSITE

We have added the following materials to the companion website.

URL: www.wiley.com/go/costofcapital

Password: coc5e

Appendices

IV. Sample Report Submitted to U.S. Tax Court

Example of a report submitted to the U.S. Tax Court to assist in communicating application of cost of capital estimation procedures in a straightforward manner to the nontechnical reader.

V. Review of Statistical Analysis

Comprehensive review of the statistics discussed and used in developing cost of capital estimates.

- VI. Notation System and Abbreviations Used in This Book
- VII. PowerPoints That Accompany the Chapters

To assist those that may want to use the book in seminars and in the classroom.

- VIII. Examples (Microsoft Excel models) of changing capital structures discussed in Appendix 21A.

AUDIENCES FOR THE BOOK

In addition to the traditional professional valuation practitioner, we designed this book to serve the needs of:

- *Corporate finance officers* for pricing or evaluating mergers and acquisitions, raising private or public equity, property taxation, and stakeholder disputes
- *Investment bankers* for pricing, public offerings, mergers and acquisitions, and private equity financing
- *CPAs* who deal with either valuation for financial reporting or client valuations issues
- *Judges and attorneys* who deal with valuation issues
- *Academicians and students* who wish to learn anything from the basic theory to the latest research

Our goal is to enhance the insights of users of cost of capital applications as well as originators of such applications. Several chapter appendixes present detailed expostions of the more complex procedures.

FINAL THOUGHTS

We have enjoyed the challenge of assembling the materials for this edition. We do anticipate updating the book again, so please contact the authors with any questions, comments, or suggestions for the next edition.

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