2. Get Disney's current financials…

	Most recent fiscal year (2012-13)	Prior year
Revenues	$45,041	$42,278
EBITDA	$10,642	$10,850
Depreciation & Amortization	$2,192	$1,987
EBIT	$9,450	$8,863
Interest Expenses	$349	$564
EBITDA (adjusted for leases)	$12,517	$11,168
Depreciation (adjusted for leases)	$ 2,485	$2,239
EBIT (adjusted for leases)	$10,032	$8,929
Interest Expenses (adjusted for leases)	$459	$630

I. Cost of Equity

Debt to Capital Ratio	D/E Ratio	Levered Beta	Cost of Equity
0%	0.00%	0.9239	8.07%
10%	11.11%	0.9895	8.45%
20%	25.00%	1.0715	8.92%
30%	42.86%	1.1770	9.53%
40%	66.67%	1.3175	10.34%
50%	100.00%	1.5143	11.48%
60%	150.00%	1.8095	13.18%
70%	233.33%	2.3016	16.01%
80%	400.00%	3.2856	21.68%
90%	900.00%	6.2376	38.69%

Levered Beta = 0.9239 (1 + (1- .361) (D/E))

Cost of equity = 2.75% + Levered beta * 5.76%

Estimating Cost of Debt

Start with the market value of the firm = = 121,878 + $15,961 = $137,839 million

D/(D+E)	0.00%	10.00%	Debt to capital
D/E	0.00%	11.11%	D/E = 10/90 = .1111
$ Debt	$0	$13,784	10% of $137,839
EBITDA	$12,517	$12,517	Same as 0% debt
Depreciation	$ 2,485	$ 2,485	Same as 0% debt
EBIT	$10,032	$10,032	Same as 0% debt
Interest	$0	$434	Pre-tax cost of debt * $ Debt
Pre-tax Int. cov	∞	23.10	EBIT/ Interest Expenses
Likely Rating	AAA	AAA	From Ratings table
Pre-tax cost of debt	3.15%	3.15%	Riskless Rate + Spread

The Ratings Table

Interest coverage ratio is	*Rating is*	*Spread is*	*Interest rate*
> 8.50	Aaa/AAA	0.40%	3.15%
6.5 – 8.5	Aa2/AA	0.70%	3.45%
5.5 – 6.5	A1/A+	0.85%	3.60%
4.25 – 5.5	A2/A	1.00%	3.75%
3 – 4.25	A3/A-	1.30%	4.05%
2.5 -3	Baa2/BBB	2.00%	4.75%
2.25 –2.5	Ba1/BB+	3.00%	5.75%
2 – 2.25	Ba2/BB	4.00%	6.75%
1.75 -2	B1/B+	5.50%	8.25%
1.5 – 1.75	B2/B	6.50%	9.25%
1.25 -1.5	B3/B-	7.25%	10.00%
0.8 -1.25	Caa/CCC	8.75%	11.50%
0.65 – 0.8	Ca2/CC	9.50%	12.25%
0.2 – 0.65	C2/C	10.50%	13.25%
<0.2	D2/D	12.00%	14.75%

T.Bond rate =2.75%

A Test: Can you do the 30% level?

		Iteration 1 (Debt @AAA rate)	*Iteration 2 (Debt @AA rate)*
D/(D + E)	*20.00%*	*30.00%*	*30.00%*
D/E	25.00%		
$ Debt	$27,568		
EBITDA	$12,517		
Depreciation	$2,485		
EBIT	$10,032		
Interest expense	$868		
Interest coverage ratio	11.55		
Likely rating	AAA		
Pretax cost of debt	3.15%		

Bond Ratings, Cost of Debt and Debt Ratios

Debt Ratio	$ Debt	Interest Expense	Interest Coverage Ratio	Bond Rating	Pre-tax cost of debt	Tax rate	After-tax cost of debt
0%	$0	$0	∞	Aaa/AAA	3.15%	36.10%	2.01%
10%	$13,784	$434	23.10	Aaa/AAA	3.15%	36.10%	2.01%
20%	$27,568	$868	11.55	Aaa/AAA	3.15%	36.10%	2.01%
30%	$41,352	$1,427	7.03	Aa2/AA	3.45%	36.10%	2.20%
40%	$55,136	$2,068	4.85	A2/A	3.75%	36.10%	2.40%
50%	$68,919	$6,892	1.46	B3/B-	10.00%	36.10%	6.39%
60%	$82,703	$9,511	1.05	Caa/CCC	11.50%	36.10%	7.35%
70%	$96,487	$11,096	0.90	Caa/CCC	11.50%	32.64%	7.75%
80%	$110,271	$13,508	0.74	Ca2/CC	12.25%	26.81%	8.97%
90%	$124,055	$16,437	0.61	C2/C	13.25%	22.03%	10.33%

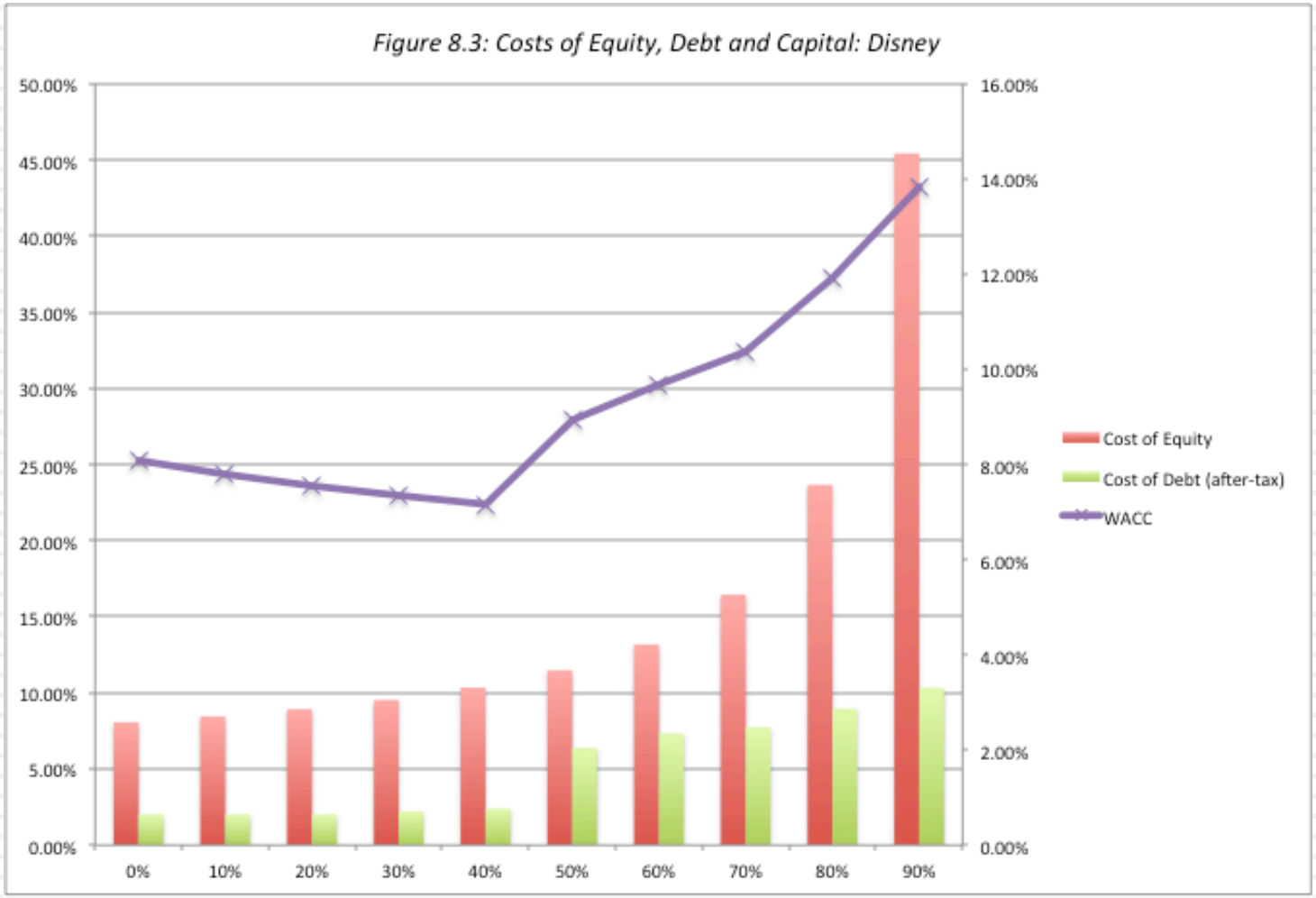
Stated versus Effective Tax Rates

- You need taxable income for interest to provide a tax savings. Note that the EBIT at Disney is $10,032 million. As long as interest expenses are less than $10,032 million, interest expenses remain fully tax-deductible and earn the 36.1% tax benefit. At an 60% debt ratio, the interest expenses are $9,511 million and the tax benefit is therefore 36.1% of this amount.
- At a 70% debt ratio, however, the interest expenses balloon to $11,096 million, which is greater than the EBIT of $10,032 million. We consider the tax benefit on the interest expenses up to this amount:
  - Maximum Tax Benefit = EBIT * Marginal Tax Rate = $10,032 million * 0.361 = $ 3,622 million
  - Adjusted Marginal Tax Rate = Maximum Tax Benefit/Interest Expenses = $3,622/$11,096 = 32.64%

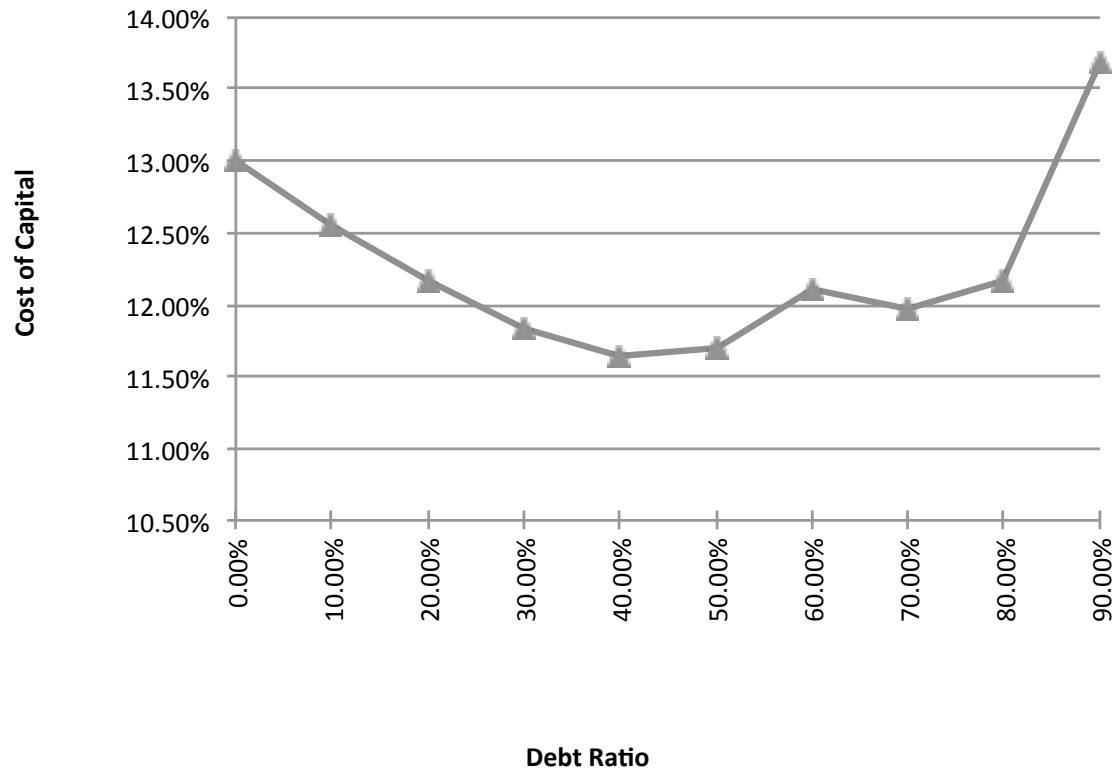
Disney's cost of capital schedule…

Debt Ratio	Beta	Cost of Equity	Cost of Debt (after-tax)	WACC
0%	0.9239	8.07%	2.01%	8.07%
10%	0.9895	8.45%	2.01%	7.81%
20%	1.0715	8.92%	2.01%	7.54%
30%	1.1770	9.53%	2.20%	7.33%
40%	1.3175	10.34%	2.40%	7.16%
50%	1.5143	11.48%	6.39%	8.93%
60%	1.8095	13.18%	7.35%	9.68%
70%	2.3762	16.44%	7.75%	10.35%
80%	3.6289	23.66%	8.97%	11.90%
90%	7.4074	45.43%	10.33%	13.84%

Disney: Cost of Capital Chart



Disney: Cost of Capital Chart: 1997



Note the kink in the cost of capital graph at 60% debt. What is causing it?

The cost of capital approach suggests that Disney should do the following…

- Disney currently has $15.96 billion in debt. The optimal dollar debt (at 40%) is roughly $55.1 billion. Disney has excess debt capacity of 39.14 billion.
- To move to its optimal and gain the increase in value, Disney should borrow $ 39.14 billion and buy back stock.
- Given the magnitude of this decision, you should expect to answer three questions:
  - Why should we do it?
  - What if something goes wrong?
  - What if we don't want (or cannot) buy back stock and want to make investments with the additional debt capacity?

Why should we do it?
Effect on Firm Value – Full Valuation

Step 1: Estimate the cash flows to Disney as a firm

EBIT (1 – Tax Rate) = 10,032 (1 – 0.361) =	$6,410
+ Depreciation and amortization =	$2,485
– Capital expenditures =	$5,239
– Change in noncash working capital	$0
Free cash flow to the firm =	$3,657

- Step 2: Back out the implied growth rate in the current market value

Current enterprise value = $121,878 + 15,961 - 3,931 = 133,908

Value of firm = $ 133,908 = $\frac{FCFF_0(1+g)}{(\text{Cost of Capital} - g)} = \frac{3,657(1+g)}{(.0781 - g)}$

Growth rate = (Firm Value * Cost of Capital – CF to Firm)/(Firm Value + CF to Firm)

= (133,908* 0.0781 – 3,657)/(133,908+ 3,657) = 0.0494 or 4.94%

- Step 3: Revalue the firm with the new cost of capital
  - Firm value = $\frac{FCFF_0(1+g)}{(\text{Cost of Capital} - g)} = \frac{3,657(1.0494)}{(.0716 - 0.0484)} = \$172,935 \text{ million}$
  - Increase in firm value = $172,935 - $133,908 = $39,027 million

Effect on Value: Incremental approach

- In this approach, we start with the current market value and isolate the effect of changing the capital structure on the cash flow and the resulting value.

Enterprise Value before the change = $133,908 million

Cost of financing Disney at existing debt ratio = $ 133,908 * 0.0781 = $10,458 million

Cost of financing Disney at optimal debt ratio = $ 133,908 * 0.0716 = $ 9,592 million

Annual savings in cost of financing = $10,458 million – $9,592 million = $866 million

$$\text{Increase in Value} = \frac{\text{Annual Savings next year}}{(\text{Cost of Capital - g})} = \frac{\$866}{(0.0716 - 0.0275)} = \$19,623 \text{ million}$$

Enterprise value after recapitalization

= Existing enterprise value + PV of Savings = $133,908 + $19,623 = $153,531 million

From firm value to value per share: The Rational Investor Solution

- Because the increase in value accrues entirely to stockholders, we can estimate the increase in value per share by dividing by the total number of shares outstanding (1,800 million).
  - Increase in Value per Share = $19,623/1800 = $ 10.90
  - New Stock Price = $67.71 + $10.90= $78.61
- Implicit in this computation is the assumption that the increase in firm value will be spread evenly across both the stockholders who sell their stock back to the firm and those who do not and that is why we term this the "rational" solution, since it leaves investors indifferent between selling back their shares and holding on to them.

The more general solution, given a buyback price

- Start with the buyback price and compute the number of shares outstanding after the buyback:
  - Increase in Debt = Debt at optimal – Current Debt
  - # Shares after buyback = # Shares before – $\frac{\text{Increase in Debt}}{\text{Share Price}}$
- Then compute the equity value after the recapitalization, starting with the enterprise value at the optimal, adding back cash and subtracting out the debt at the optimal:
  - Equity value after buyback = Optimal Enterprise value + Cash – Debt
- Divide the equity value after the buyback by the post-buyback number of shares.
  - Value per share after buyback = Equity value after buyback/ Number of shares after buyback

Let's try a price: What if can buy shares back at the old price ($67.71)?

- Start with the buyback price and compute the number of shares outstanding after the buyback
  - Debt issued = $ 55,136 - $15,961 = $39,175 million
  - # Shares after buyback = 1800 - $39,175/$67.71 = 1221.43 m
- Then compute the equity value after the recapitalization, starting with the enterprise value at the optimal, adding back cash and subtracting out the debt at the optimal:
  - Optimal Enterprise Value = $153,531
  - Equity value after buyback = $153,531 + $3,931– $55,136 = $102,326
- Divide the equity value after the buyback by the post-buyback number of shares.
  - Value per share after buyback = $102,326/1221.43 = $83.78

Back to the rational price ($78.61): Here is the proof

- Start with the buyback price and compute the number of shares outstanding after the buyback
  - # Shares after buyback = 1800 - $39,175/$78.61 = 1301.65 m
- Then compute the equity value after the recapitalization, starting with the enterprise value at the optimal, adding back cash and subtracting out the debt at the optimal:
  - Optimal Enterprise Value = $153,531
  - Equity value after buyback = $153,531 + $3,931– $55,136 = $102,326
- Divide the equity value after the buyback by the post-buyback number of shares.
  - Value per share after buyback = $102,326/1301.65 = $78.61

2. What if something goes wrong? The Downside Risk

- Sensitivity to Assumptions

  A. "What if" analysis

  The optimal debt ratio is a function of our inputs on operating income, tax rates and macro variables. We could focus on one or two key variables – operating income is an obvious choice – and look at history for guidance on volatility in that number and ask what if questions.

  B. "Economic Scenario" Approach

  We can develop possible scenarios, based upon macro variables, and examine the optimal debt ratio under each one. For instance, we could look at the optimal debt ratio for a cyclical firm under a boom economy, a regular economy and an economy in recession.

- Constraint on Bond Ratings/ Book Debt Ratios

  Alternatively, we can put constraints on the optimal debt ratio to reduce exposure to downside risk. Thus, we could require the firm to have a minimum rating, at the optimal debt ratio or to have a book debt ratio that is less than a "specified" value.

Disney's Operating Income: History

Year	*EBIT*	*% Change in EBIT*	*Year*	*EBIT*	*% Change in EBIT*
1987	$756		2001	$2,832	12.16%
1988	$848	12.17%	2002	$2,384	-15.82%
1989	$1,177	38.80%	2003	$2,713	13.80%
1990	$1,368	16.23%	2004	$4,048	49.21%
1991	$1,124	-17.84%	2005	$4,107	1.46%
1992	$1,287	14.50%	2006	$5,355	30.39%
1993	$1,560	21.21%	2007	$6,829	27.53%
1994	$1,804	15.64%	2008	$7,404	8.42%
1995	$2,262	25.39%	2009	$5,697	-23.06%
1996	$3,024	33.69%	2010	$6,726	18.06%
1997	$3,945	30.46%	2011	$7,781	15.69%
1998	$3,843	-2.59%	2012	$8,863	13.91%
1999	$3,580	-6.84%	2013	$9,450	6.62%
2000	$2,525	-29.47%			

Standard deviation in % change in EBIT = 19.17%

Recession	*Decline in Operating Income*
2009	Drop of 23.06%
2002	Drop of 15.82%
1991	Drop of 22.00%
1981-82	Increased by 12%
Worst Year	Drop of 29.47%

Disney: Safety Buffers?

EBIT drops by	EBIT	Optimal Debt ratio
0%	$10,032	40%
10%	$9,029	40%
20%	$8,025	40%
30%	$7,022	40%
40%	$6,019	30%
50%	$5,016	30%
60%	$4,013	20%

Constraints on Ratings

- Management often specifies a 'desired rating' below which they do not want to fall.
- The rating constraint is driven by three factors
  - it is one way of protecting against downside risk in operating income (so do not do both)
  - a drop in ratings might affect operating income
  - there is an ego factor associated with high ratings
- Caveat: Every rating constraint has a cost.
  - The cost of a rating constraint is the difference between the unconstrained value and the value of the firm with the constraint.
  - Managers need to be made aware of the costs of the constraints they impose.

Ratings Constraints for Disney

- At its optimal debt ratio of 40%, Disney has an estimated rating of A.
- If managers insisted on a AA rating, the optimal debt ratio for Disney is then 30% and the cost of the ratings constraint is fairly small:

  Cost of AA Rating Constraint = Value at 40% Debt – Value at 30% Debt = $153,531 m – $147,835 m = $ 5,696 million
- If managers insisted on a AAA rating, the optimal debt ratio would drop to 20% and the cost of the ratings constraint would rise:

  Cost of AAA rating constraint = Value at 40% Debt – Value at 20% Debt = $153,531 m – $141,406 m = $ 12,125 million

3. What if you do not buy back stock..

- The optimal debt ratio is ultimately a function of the underlying riskiness of the business in which you operate and your tax rate.
- Will the optimal be different if you invested in projects instead of buying back stock?
  - No. As long as the projects financed are in the same business mix that the company has always been in and your tax rate does not change significantly.
  - Yes, if the projects are in entirely different types of businesses or if the tax rate is significantly different.

Extension to a family group company: Tata Motor's Optimal Capital Structure

Debt Ratio	Beta	Cost of Equity	Bond Rating	Interest rate on debt	Tax Rate	Cost of Debt (after-tax)	WACC	Enterprise Value
0%	0.8601	12.76%	Aaa/AAA	9.22%	32.45%	6.23%	12.76%	1,286,997₹
10%	0.9247	13.22%	Aa2/AA	9.52%	32.45%	6.43%	12.54%	1,333,263₹
20%	1.0054	13.80%	A3/A-	10.12%	32.45%	6.84%	12.41%	1,363,774₹
30%	1.1092	14.55%	B2/B	15.32%	32.45%	10.35%	13.29%	1,185,172₹
40%	1.2475	15.54%	Caa/CCC	17.57%	32.45%	11.87%	14.07%	1,061,143₹
50%	1.4412	16.93%	Ca2/CC	18.32%	32.45%	12.38%	14.65%	984,693₹
60%	1.7610	19.23%	Ca2/CC	18.32%	30.18%	12.79%	15.37%	904,764₹
70%	2.3749	23.65%	C2/C	19.32%	24.53%	14.58%	17.30%	741,800₹
80%	3.5624	32.19%	C2/C	19.32%	21.46%	15.17%	18.58%	663,028₹
90%	7.1247	57.81%	C2/C	19.32%	19.08%	15.63%	19.85%	599,379₹

Tata Motors looks like it is over levered (29% actual versus 20% optimal), perhaps because it is drawing on the debt capacity of other companies in the Tata Group.

Extension to a firm with volatile earnings: Vale's Optimal Debt Ratio

Debt Ratio	Beta	Cost of Equity	Bond Rating	Interest rate on debt	Tax Rate	Cost of Debt (after-tax)	WACC	Enterprise Value
0%	0.8440	8.97%	Aaa/AAA	5.15%	34.00%	3.40%	8.97%	$98,306
10%	0.9059	9.43%	Aaa/AAA	5.15%	34.00%	3.40%	8.83%	$100,680
20%	0.9833	10.00%	Aaa/AAA	5.15%	34.00%	3.40%	8.68%	$103,171
30%	**1.0827**	**10.74%**	**A1/A+**	**5.60%**	**34.00%**	**3.70%**	**8.62%**	**$104,183**
40%	1.2154	11.71%	A3/A-	6.05%	34.00%	3.99%	8.63%	$104,152
50%	1.4011	13.08%	B1/B+	10.25%	34.00%	6.77%	9.92%	$85,298
60%	1.6796	15.14%	B3/B-	12.00%	34.00%	7.92%	10.81%	$75,951
70%	2.1438	18.56%	B3/B-	12.00%	34.00%	7.92%	11.11%	$73,178
80%	3.0722	25.41%	Ca2/CC	14.25%	34.00%	9.41%	12.61%	$62,090
90%	5.8574	45.95%	Ca2/CC	14.25%	34.00%	9.41%	13.06%	$59,356

	Last 12 months	-1	-2	-3	Average
Revenues	$48,469	$48,058	$61,123	$47,343	$51,248
EBITDA	$19,861	$17,662	$34,183	$26,299	$24,501
EBIT	$15,487	$13,346	$30,206	$23,033	$20,518
Pre-tax operating margin	31.95%	27.77%	49.42%	48.65%	39.45%

Replacing Vale's current operating income with the average over the last three years pushes up the optimal to 50%.

Optimal Debt Ratio for a young, growth firm: Baidu

Debt Ratio	Beta	Cost of Equity	Bond Rating	Interest rate on debt	Tax Rate	Cost of Debt (after-tax)	WACC	Enterprise Value
0%	1.3021	12.54%	Aaa/AAA	4.70%	25.00%	3.53%	12.54%	$337,694
10%	1.4106	13.29%	A3/A-	5.60%	25.00%	4.20%	12.38%	$343,623
20%	1.5463	14.23%	Ca2/CC	13.80%	25.00%	10.35%	13.45%	$306,548
30%	1.7632	15.74%	Caa/CCC	14.80%	17.38%	12.23%	14.68%	$272,853
40%	2.0675	17.85%	D2/D	16.30%	11.83%	14.37%	16.46%	$235,510
50%	2.4810	20.72%	D2/D	16.30%	9.47%	14.76%	17.74%	$214,337
60%	3.1012	25.02%	D2/D	16.30%	7.89%	15.01%	19.02%	$196,657
70%	4.1350	32.20%	D2/D	16.30%	6.76%	15.20%	20.30%	$181,672
80%	6.2024	46.54%	D2/D	16.30%	5.92%	15.34%	21.58%	$168,808
90%	12.4049	89.59%	D2/D	16.30%	5.26%	15.44%	22.86%	$157,646

The optimal debt ratio for Baidu is between 0 and 10%, close to its current debt ratio of 5.23%, and much lower than the optimal debt ratios computed for Disney, Vale and Tata Motors.

Extension to a private business
Optimal Debt Ratio for Bookscape

Debt value of leases = $12,136 million (only debt)
Estimated market value of equity = Net Income * Average PE for Publicly Traded Book Retailers = 1.575 * 20 = $31.5 million
Debt ratio = 12,136/(12,136+31,500) = 27.81%

Debt Ratio	Total Beta	Cost of Equity	Bond Rating	Interest rate on debt	Tax Rate	Cost of Debt (after-tax)	WACC	Enterprise Value
0%	1.3632	10.25%	Aaa/AAA	3.15%	40.00%	1.89%	10.25%	$37,387
10%	1.4540	10.75%	Aaa/AAA	3.15%	40.00%	1.89%	9.86%	$39,416
20%	1.5676	11.37%	A1/A+	3.60%	40.00%	2.16%	9.53%	$41,345
30%	1.7137	12.18%	A3/A-	4.05%	40.00%	2.43%	9.25%	$43,112
40%	1.9084	13.25%	Caa/CCC	11.50%	40.00%	6.90%	10.71%	$35,224
50%	2.2089	14.90%	Ca2/CC	12.25%	37.96%	7.60%	11.25%	$32,979
60%	2.8099	18.20%	C2/C	13.25%	29.25%	9.37%	12.91%	$27,598
70%	3.7466	23.36%	C2/C	13.25%	25.07%	9.93%	13.96%	$25,012
80%	5.6198	33.66%	C2/C	13.25%	21.93%	10.34%	15.01%	$22,869
90%	11.4829	65.91%	D2/D	14.75%	17.51%	12.17%	17.54%	$18,952

The firm value is maximized (and the cost of capital is minimized) at a debt ratio of 30%. At its existing debt ratio of 27.81%, Bookscape is at its optimal.

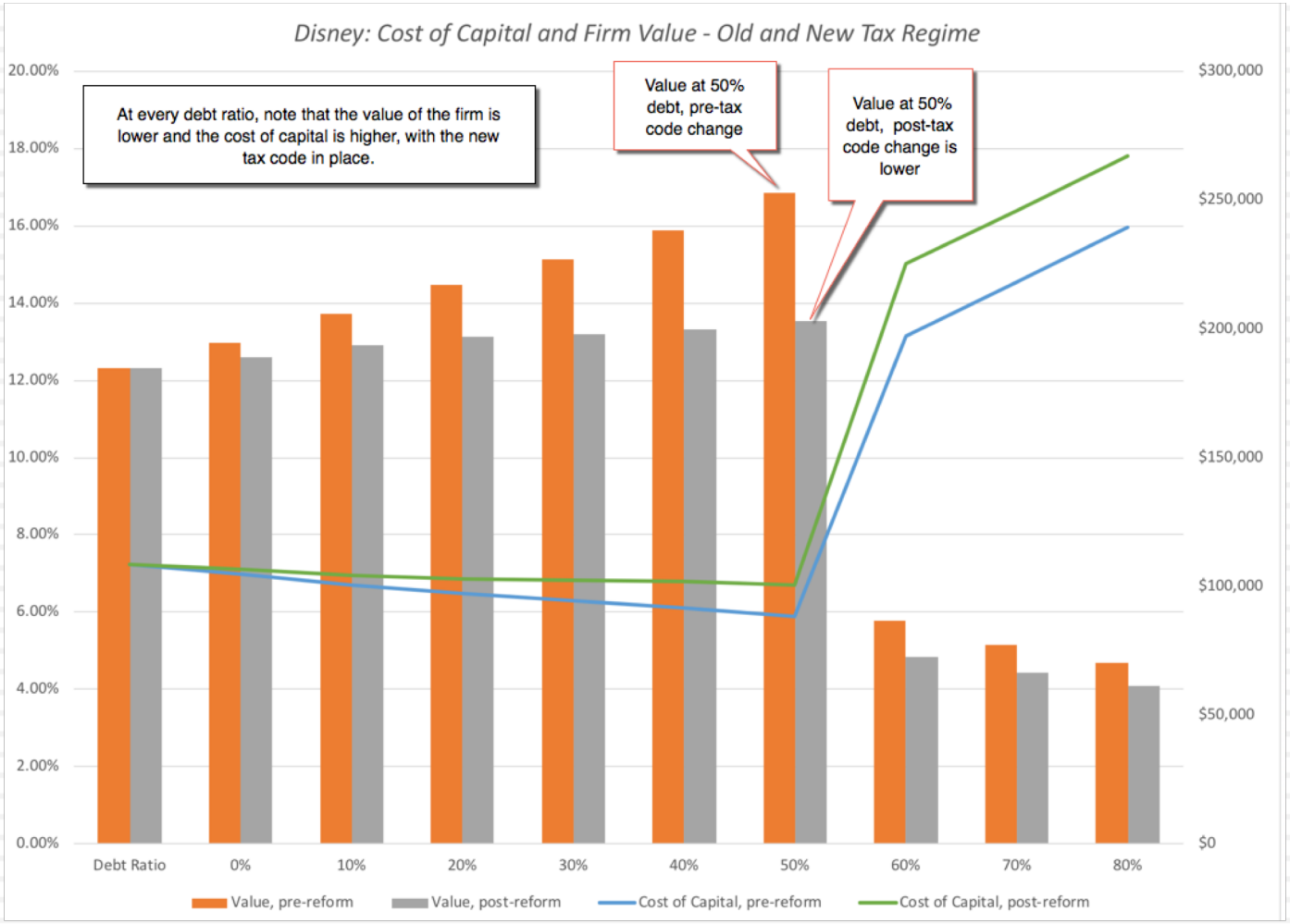
The US Tax Reform Act of 2017: Effects on the Optimal Debt Ratio

- Change in marginal tax rate: The marginal federal tax rate for US companies on US income has been lowered from 35% to 20%. **Holding all else constant, that will lower the optimal debt ratio for all firms.**
- Limits on interest tax deduction: Companies can deduct interest expenses only up to 30% of EBITDA (until 2022) and 30% of EBIT (after 2022). That will add a constraint to the tax savings from debt. In the cost of capital calculation, it will show up in the tax rate that you use to compute your after-tax cost of debt, lowering the tax rate from the marginal if interest expenses> 30% of EBITDA:

  Tax rate if Interest Expense> 30% of EBITDA

  = Marginal Tax rate * (.30*EBITDA)/ Interest Expense

Effect on tax code on Debt Impact: Disney in 2018



Limitations of the Cost of Capital approach

- It is static: The most critical number in the entire analysis is the operating income. If that changes, the optimal debt ratio will change.
- It ignores indirect bankruptcy costs: The operating income is assumed to stay fixed as the debt ratio and the rating changes.
- Beta and Ratings: It is based upon rigid assumptions of how market risk and default risk get borne as the firm borrows more money and the resulting costs.