

VALENS RESEARCH

Cross-Capital InvestingCredit to Equity – Equity to Credit

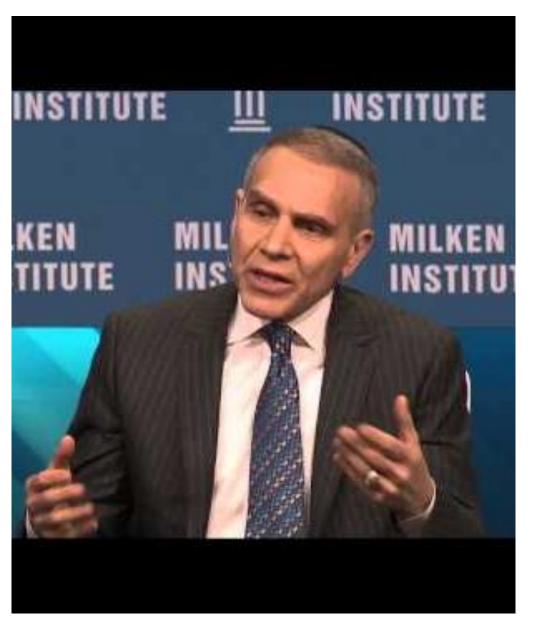
Joel Litman
January 2017

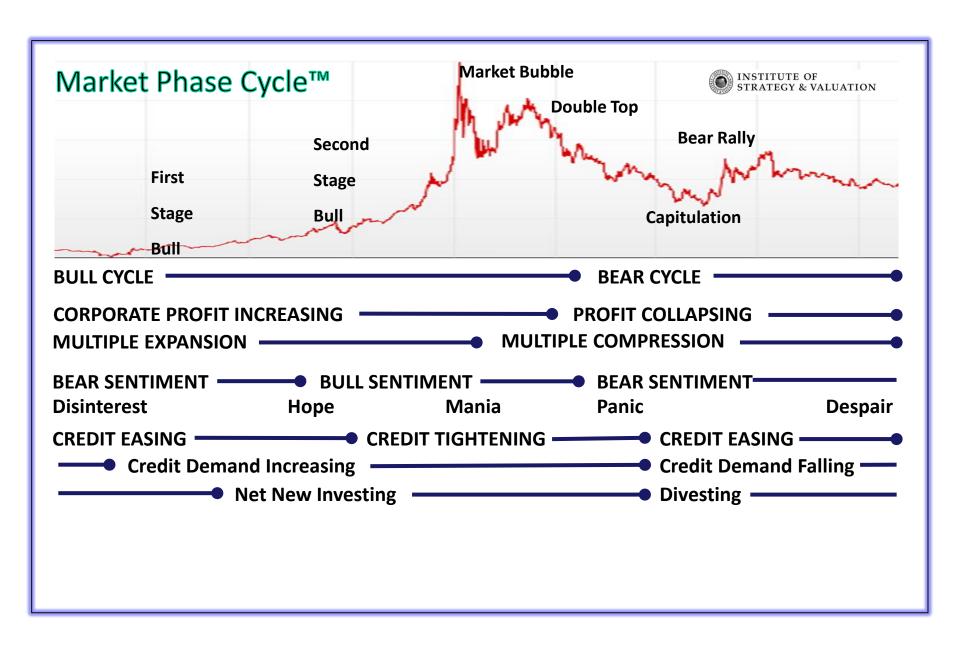
Valens Research 110 Cambridge Street, Cambridge, Massachusetts 02141 joel.litman@valens-research.com

"Without the firm handle on that flexibility that credit analysis provides,

...we'd argue you can't fully understand the wealth-creation process as an equity investor."

Mitchell Julis Canyon Capital

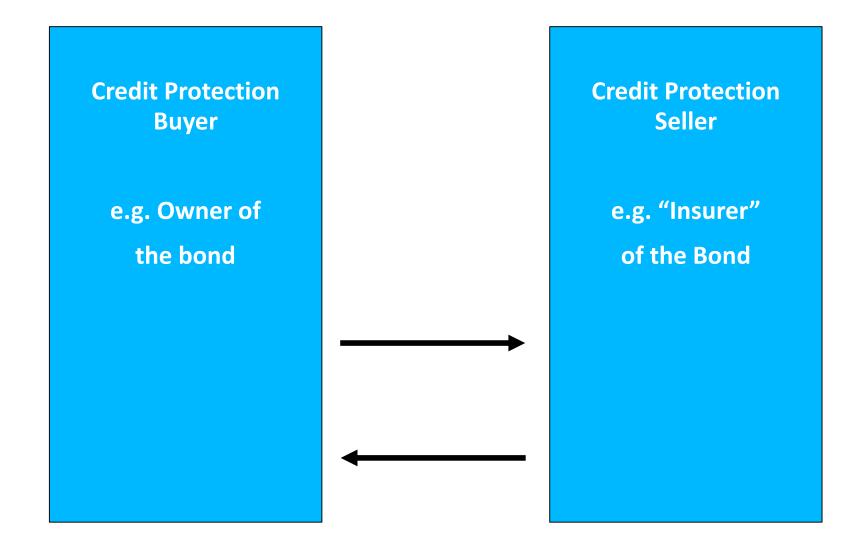


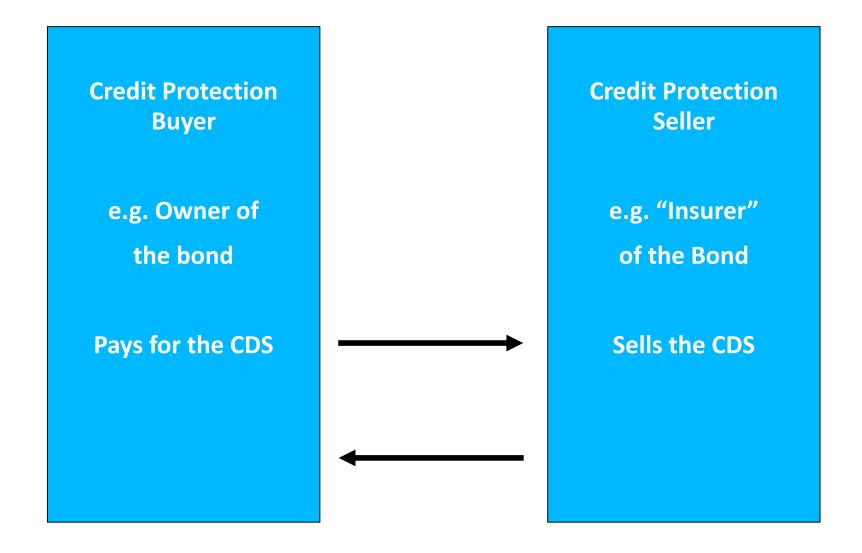


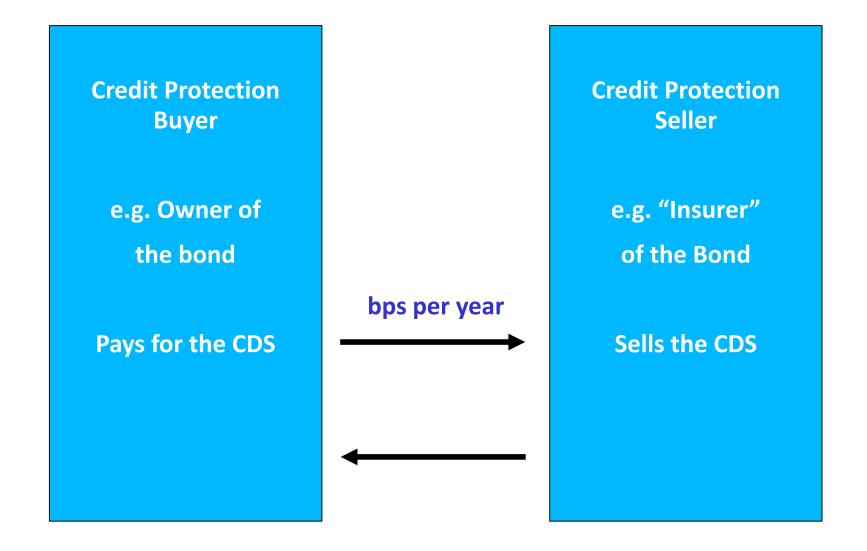
	Moody's	S&P	Fitch	Meaning			
	Aaa	AAA	AAA	Prime			
	Aa1	AA+	AA+				
	Aa2	AA	AA	High Grade			
Investment	Aa3	AA-	AA-				
Grade	A1	A+	A+				
	A2	Α	Α	Upper Medium Grade			
	A3	A-	A-				
	Baa1	BBB+	BBB+				
	Baa2	BBB	BBB	Lower Medium Grade			
	Baa3	BBB-	BBB-				

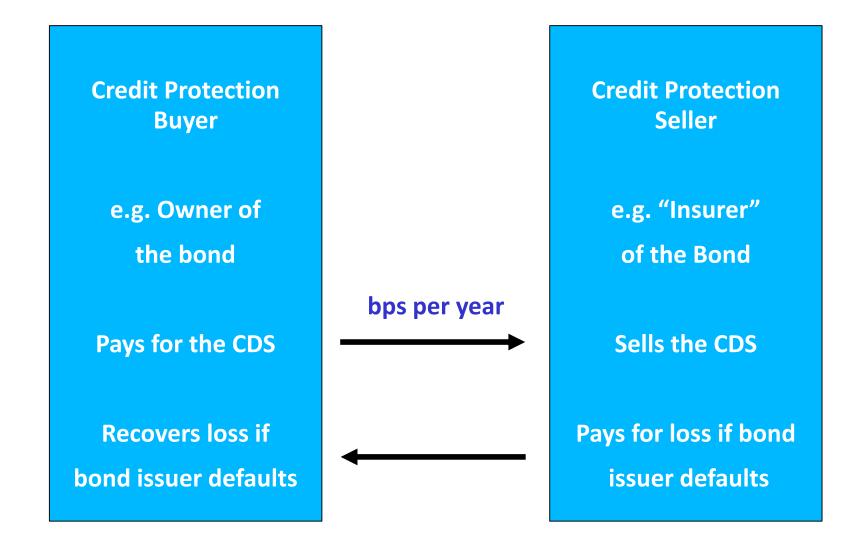
	Moody's	S&P					
	Aaa	AAA	AAA	Prime			
	Aa1	AA+	AA+	High Grade			
	Aa2	AA	AA				
Investment	Aa3	AA-	AA-				
Grade	A1	A+	A+				
	A2	Α	Α	Upper Medium Grade			
	A3	A-	A-				
	Baa1	BBB+	BBB+				
	Baa2	BBB	BBB	Lower Medium Grade			
	Baa3	BBB-	BBB-				
	Ba1	BB+	BB+				
	Ba2	BB	BB	Non Investment Grade Speculative			
	Ba3	BB-	BB-				
	B1	B+	B+				
	B2	В	В	Highly Speculative			
Junk	B3	B-	B-				
	Caa1	CCC+	CCC+	Substantial Risks			
	Caa2	CCC	CCC	Extremely Speculative			
	Caa3	CCC-	CCC-				
	Ca	CC	CC+	In Default w/ Little Prospect for Recovery			
		С	CC				
			CC-	In Default			
	D	D	DDD				

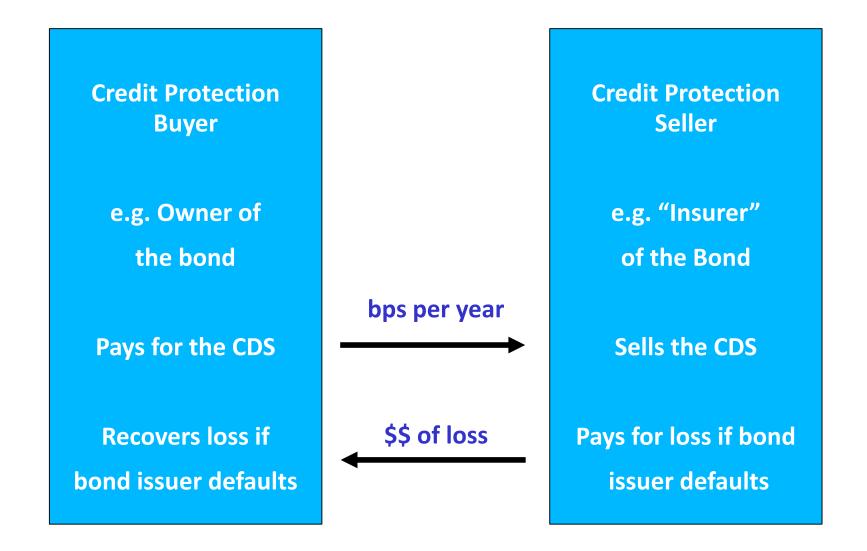
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	A3	A-	A-					
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	Ba1	BB+	BB+					
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	D	D	DDD					





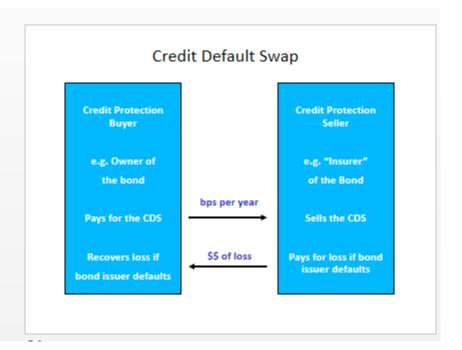








	Moody's		Fitch	Meaning			
	Aaa	AAA	AAA	Prime			
	Aa1	AA+	AA+	High Grade			
	Aa2	AA	AA				
Investment	Aa3	AA-	AA-				
Grade	A1	A+	A+				
	A2	Α	A	Upper Medium Grade			
	A3	A-	A-				
	Baa1	BBB+	BBB+				
	Baa2	BBB	BBB	Lower Medium Grade			
	Baa3	BBB-	BBB-				
	Ba1	BB+	BB+	Non investment Grade Speculative			
	Ba2	BB	BB				
	Ba3	BB-	BB-				
	B1	B+	B+	Highly Speculative			
	B2	В	В				
Junk	B3	B-	B-				
	Caa1	CCC+	CCC+	Substantial Risks			
	Caa2	CCC	CCC	Extremely Speculative			
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	Ca	CC	CC+	In Default w/ Little Prospect for Recovery			
		С	CC	1			
			CC-	In Default			
	D	D	DDD				



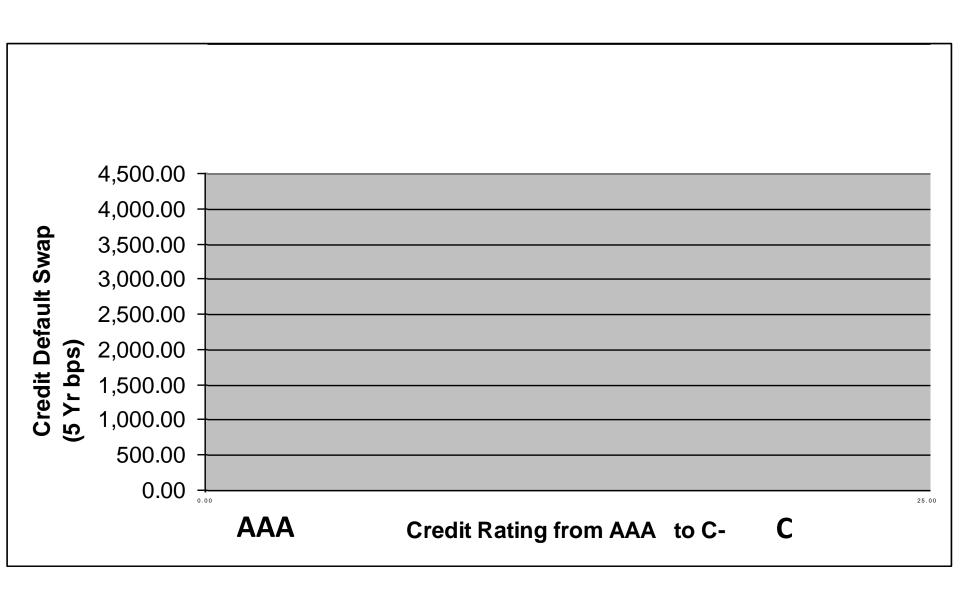
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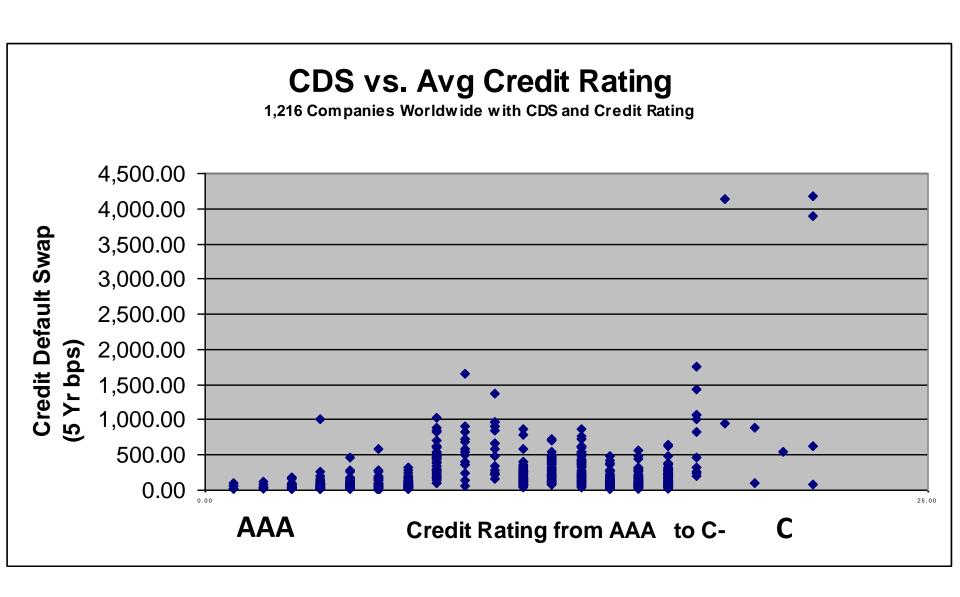
Valens Credit Rating Guide and Term Glossary

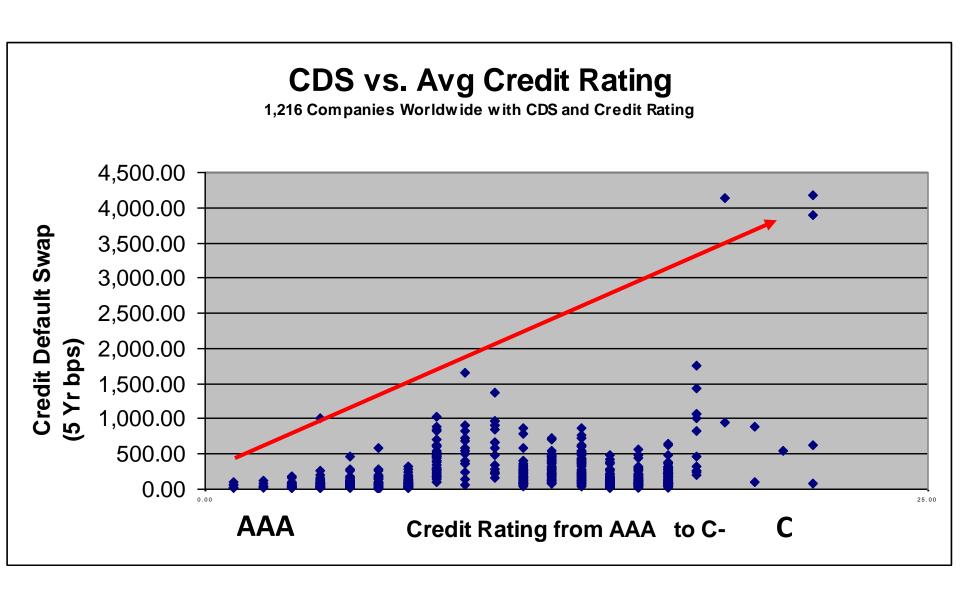
Moody's	S&P	Fitch	Description	Valens Credit	iCDS -	iCDS - High	Stated Risk of Default - 5 Yr
Aaa	AAA	AAA	Prime	IG1	0	35	0.09%
Aa1	AA+	AA+		IG2+			
Aa2	AA	AA	High Grade	IG2	30	80	0.45%
Aa3	AA-	AA-		IG2-			
A1	A+	A+		IG3+			
A2	Α	Α	Upper Medium Grade	IG3	70	190	1.10%
A3	A-	A-		IG3-			
Baa1	BBB+	BBB+		IG4+	175	360	
Baa2	BBB	BBB	Lower Medium Grade	IG4	175	300	1.93%
Baa3	BBB-	BBB-		XO	340	575	
Ba1	BB+	BB+	Non-Investment Grade	XO-	340	5/5	
Ba2	BB	BB		HY1	550	850	10.90%
Ba3	BB-	BB-	Speculative	HY1-	550		
B1	B+	B+		HY2+			
B2	В	В	Highly Speculative	HY2	800	3,500	24.09%
B3	B-	B-		HY2-			
Caa1	CCC+		Substantial Risks	HY3+			
Caa2	CCC		Extremely Speculative	HY3	1,100	10,000	46.34%
Caa3	CCC-	CCC	In Default with Little	HY3-			
Ca	CC			HY4			
	С		Prospect For Recovery	HY5			
С	D	DDD		HY6	Ī		
		DD	In Default	HY7			
		D		HY8			

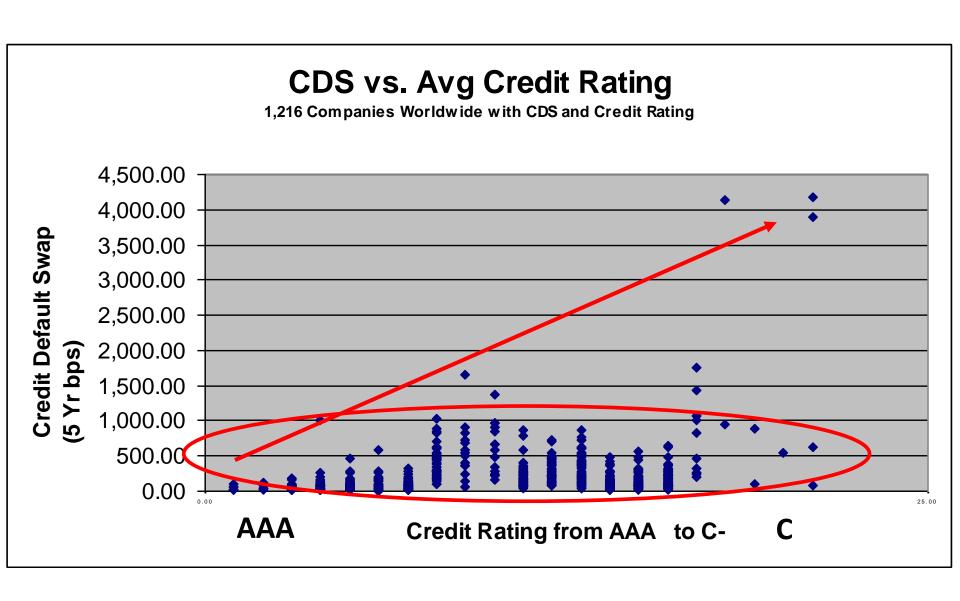
Default Rates Source: Moody's Investor Service - Annual Default Study: Corporate Default and Recovery Rates, 1920-2013

Updated: February 28, 2014











Medians	CDS 5yr (bps)	Leverage @ EV'	ROA'	V/A'
Top Decile	530	57%	4%	1.2
Middle	104	33%	9%	1.7
Low Decile	34	15%	14%	2.6

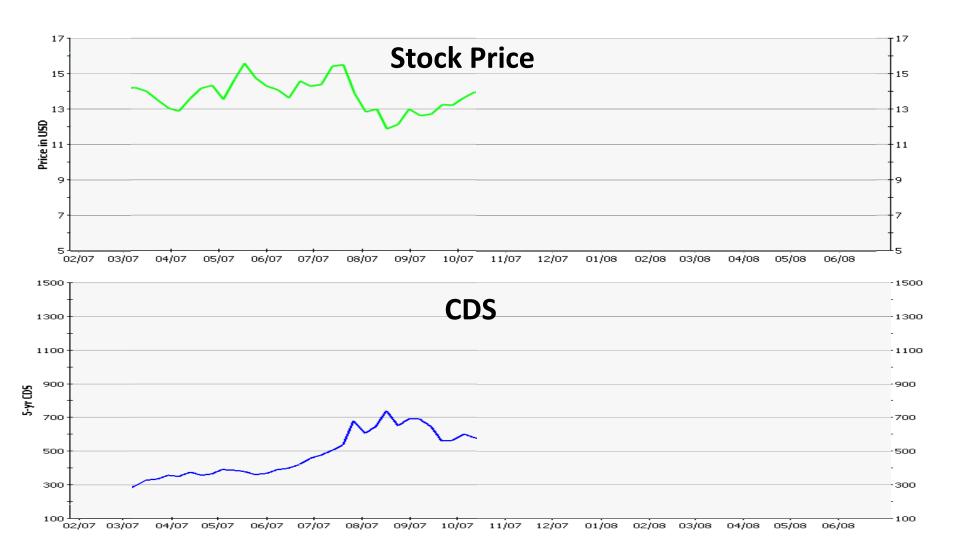
Source: June 13, 2008, 712 Companies with Markit CDS available, Market Cap > \$1bn

AMD

AMD: In 2007, AMD held up at \$13

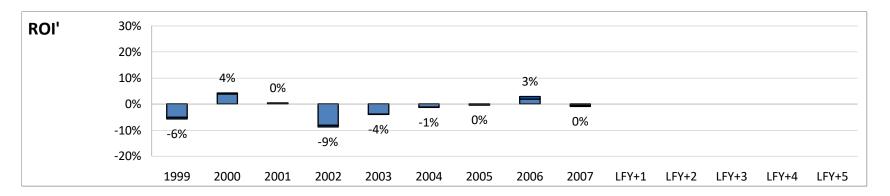


AMD: Meanwhile, CDS had climbed to 600bps



AMD: A history of terrible cash flow returns

ADVANCED MICRO DEVICES



AMD's Compensation Plan (DEF14A)

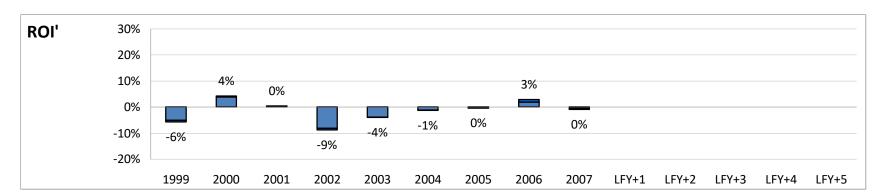
"...operating income..."

"...two six month reporting periods..."

"...target AIP as percentage of base salary is 200%..."

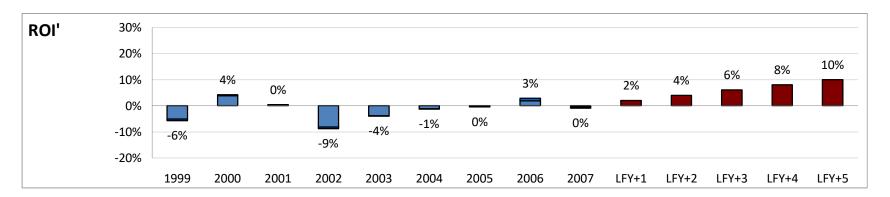
AMD: At \$13.50, a significant turnaround was priced in...

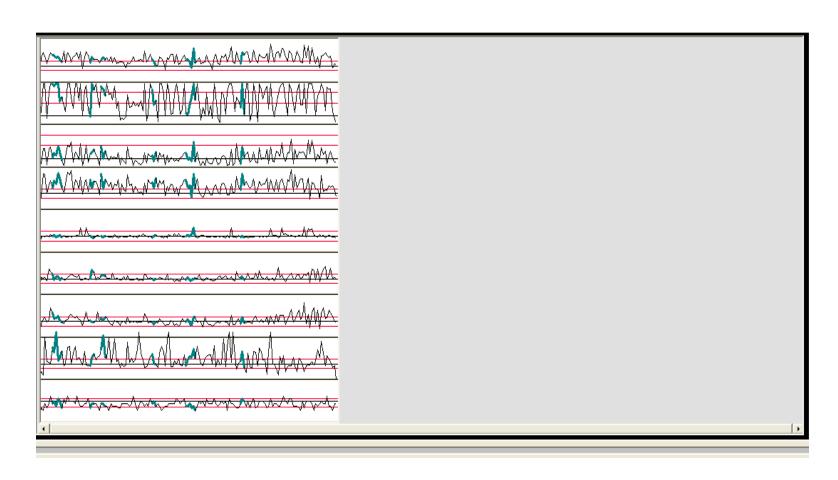
ADVANCED MICRO DEVICES



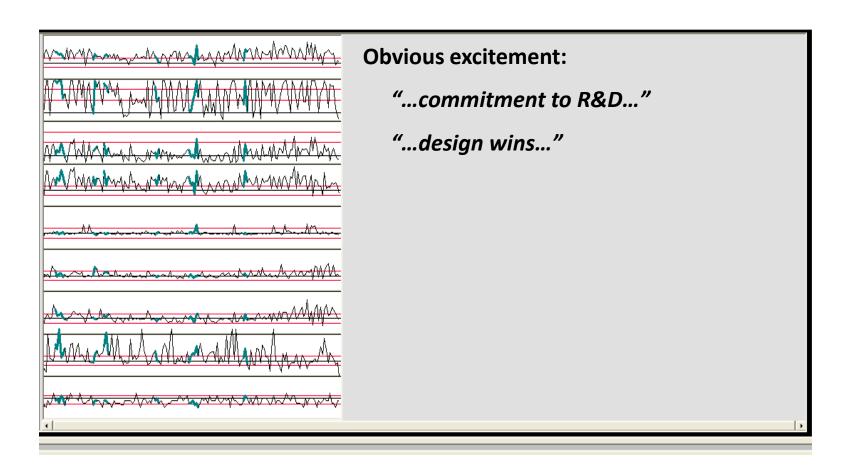
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ADVANCED MICRO DEVICES



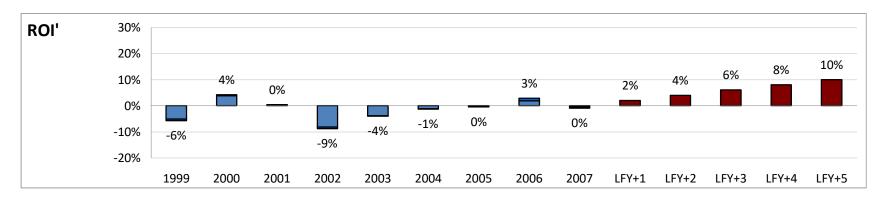


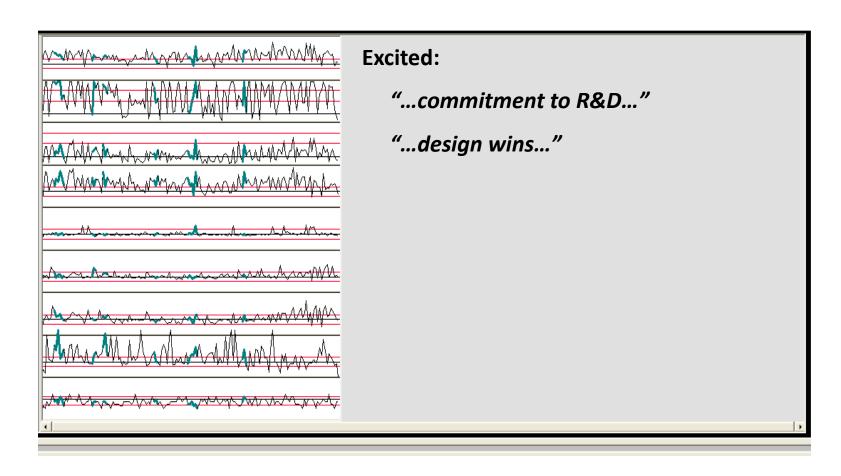
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AMD: With cash this high, why 600bps CDS?

ADVANCED MICRO DEVICES







INSTITUTE OF STRATEGY & VALUATION



INSTITUTE OF STRATEGY & VALUATION



Universitas Magistrorum et Scholarium

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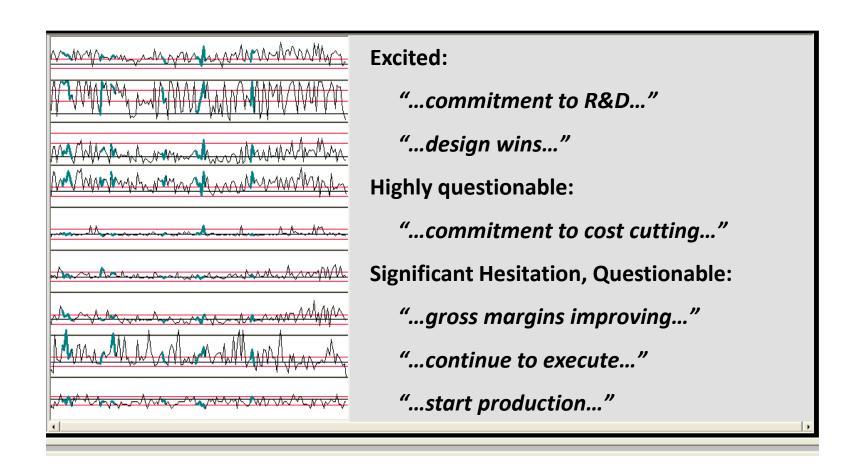
Beginning Summer of 2010, the Institute will confer the CSV, a certification designed to encourage and acknowledge a level of practical expertise in strategic planning and value creating activities.

For more information, contact info@institutesv.org

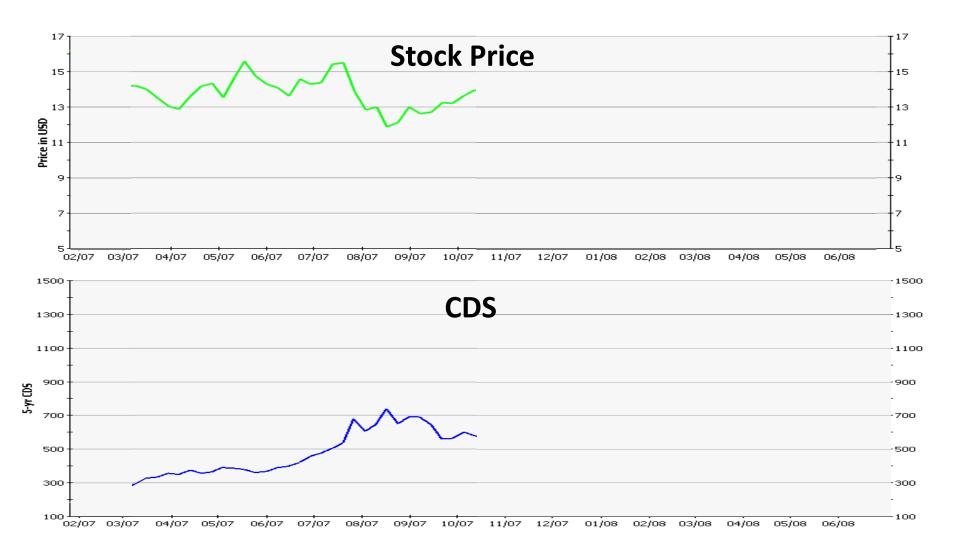
Founded in New York City with Courses and Seminars Around the World

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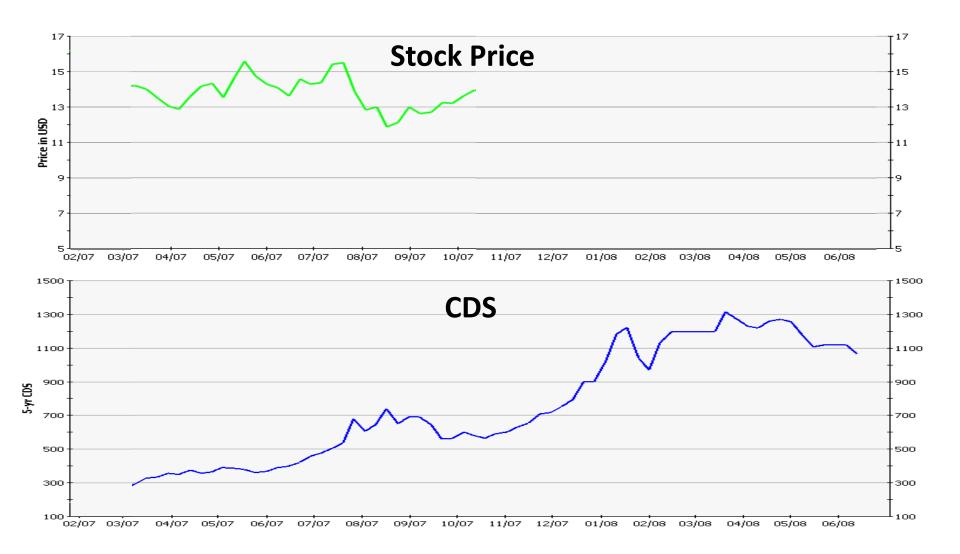




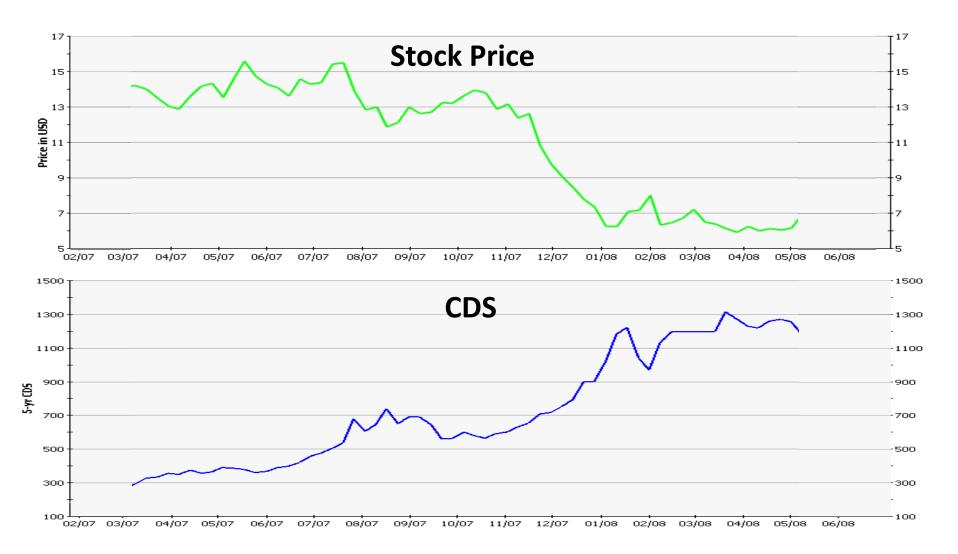
AMD: Months later, CDS continued to climb...

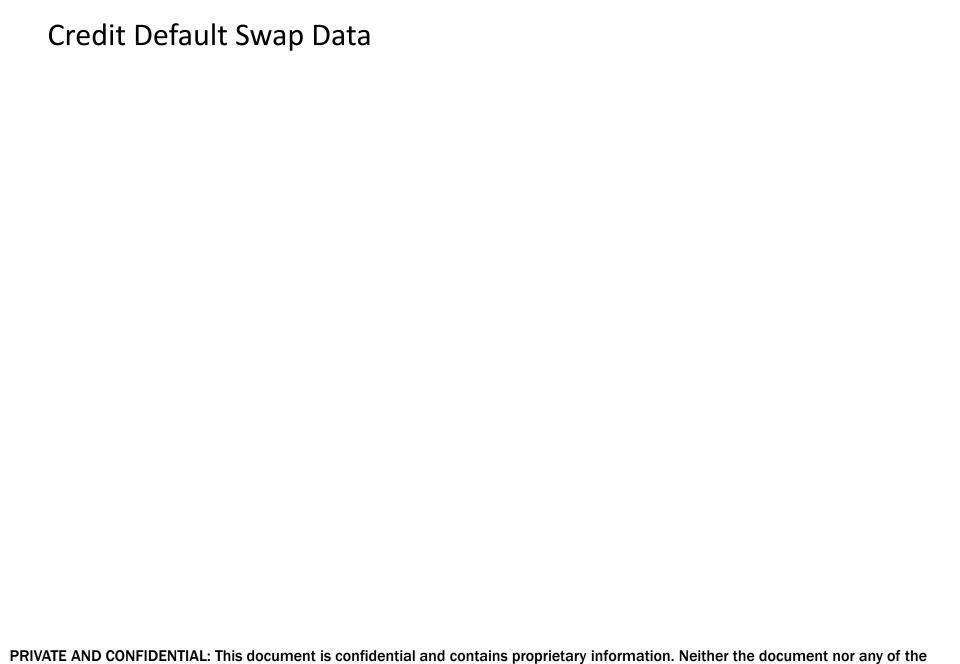


AMD: Months later, CDS continued to climb to over 1000bps



AMD: And stock price...





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	5 Year CDS Mid Spread (bps)						
Name	Credit Suisse	Markit	Bloomberg	Moody's			
MGM Mirage	1103	518	987	941			

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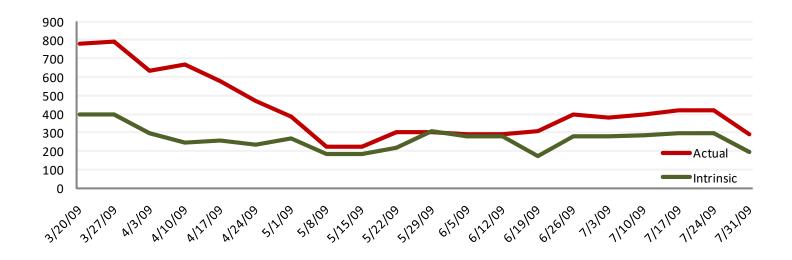
	5 Year CDS Mid Spread (bps)						
Name	Credit Suisse Markit Bloomberg Moody's						
PolyOne Corp	702	507	629	662			

		iCDS					
Name	Credit Suisse	edit Suisse Markit Bloomberg Moody's					
MGM Mirage	1103	518	987	941	400		

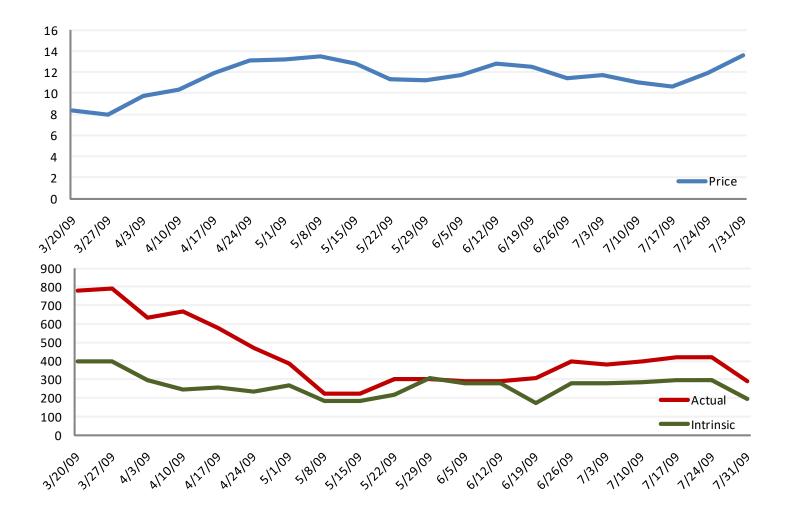
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Name	Credit Suisse	Markit	Bloomberg	Moody's		
PolyOne Corp	702	507	629	662		

		iCDS						
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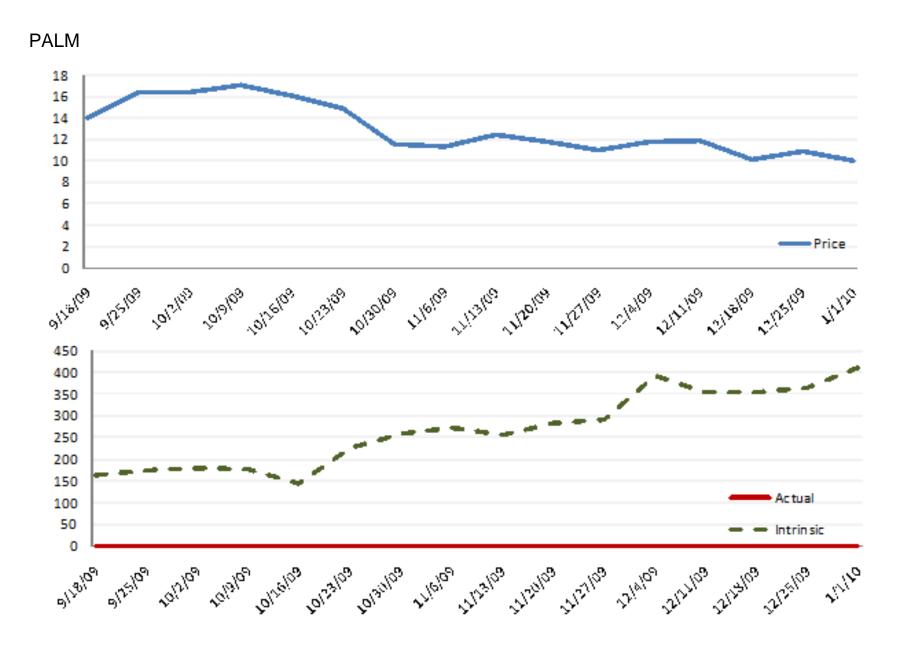
		iCDS					
Name	Credit Suisse	Credit Suisse Markit Bloomberg Moody's					
PolyOne Corp	702	507	629	662	388		



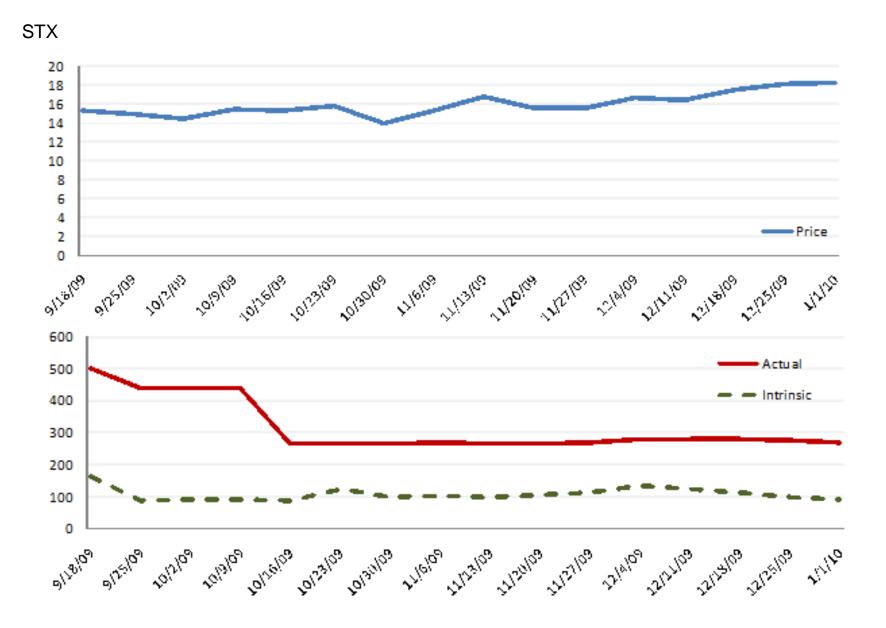
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General Motors Company, GM

Export Credit Reports



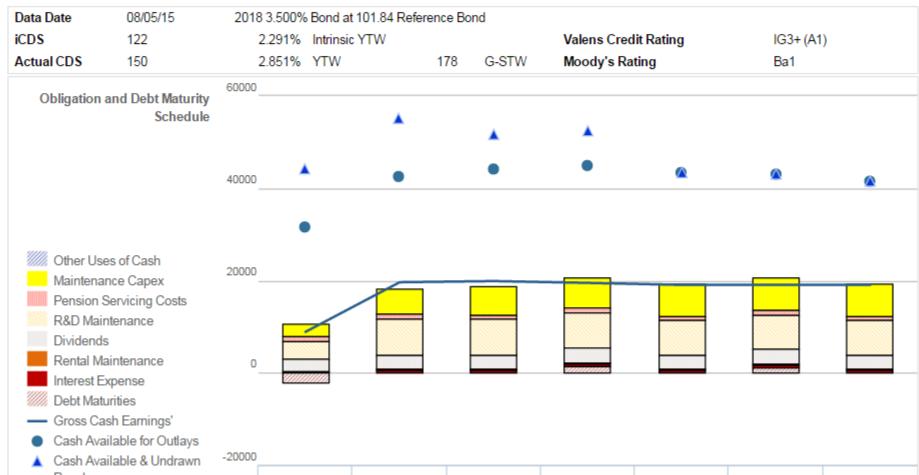


Overview and Credit Reports Credit Cash Flow Prime™ Equity
Performance &
Valuation Prime™

Incentives Dictate Behavior™

Earnings Call Forensics™ Valens vs. Traditional Refinancing Environment

Base Case Scenario | Negative Case Scenario



"Financial statements [should] be prepared under the assumption that the users... understand not only the uses, but also the limitations, of GAAP"



Marty Whitman

"A lot of what Wall Street does has nothing to do with the underlying value of a business."



Marty Whitman

NAV

Navistar

Navistar International Corporation, NAV

Export Credit Reports (4)



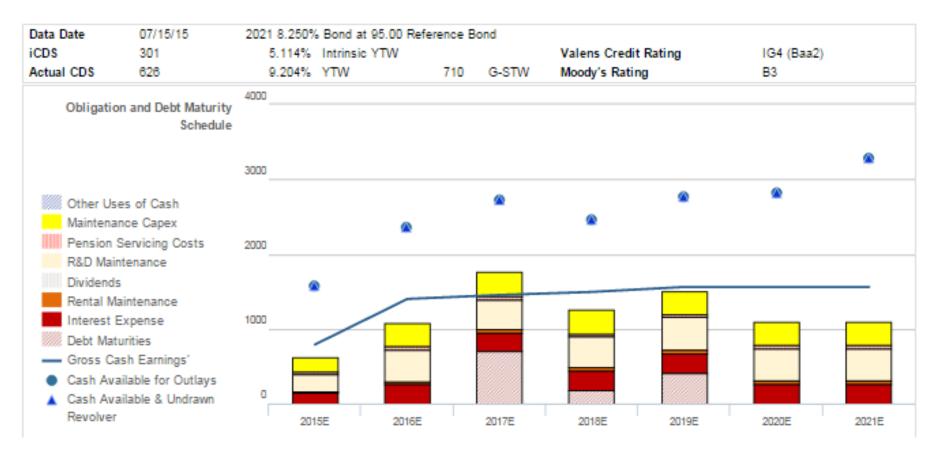


Overview and Credit Reports Credit Cash Flow Prime™ Equity Performance & Valuation Prime™ Incentives Dictate Behavior™

Earnings Call Forensics™

Valens vs. Traditional Refinancing Environment

Base Case Scenario | Negative Case Scenario

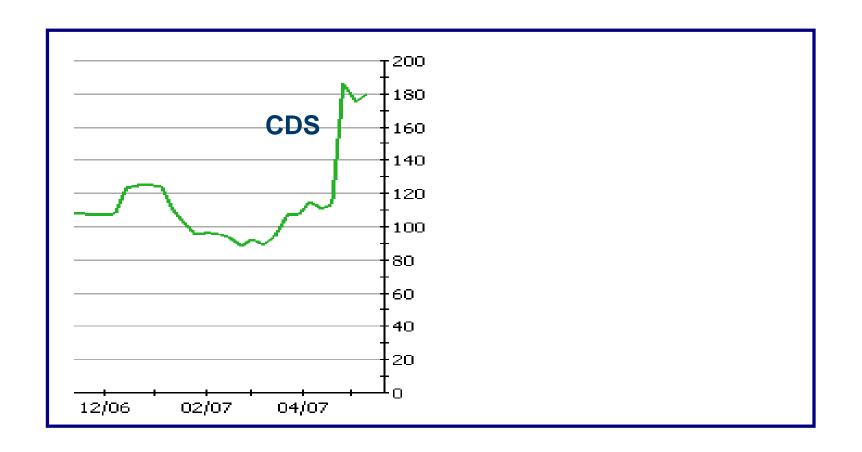


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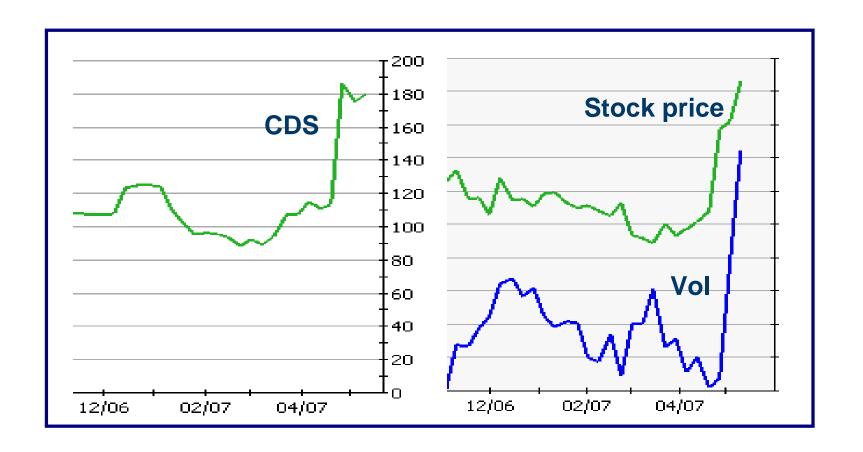
WEN

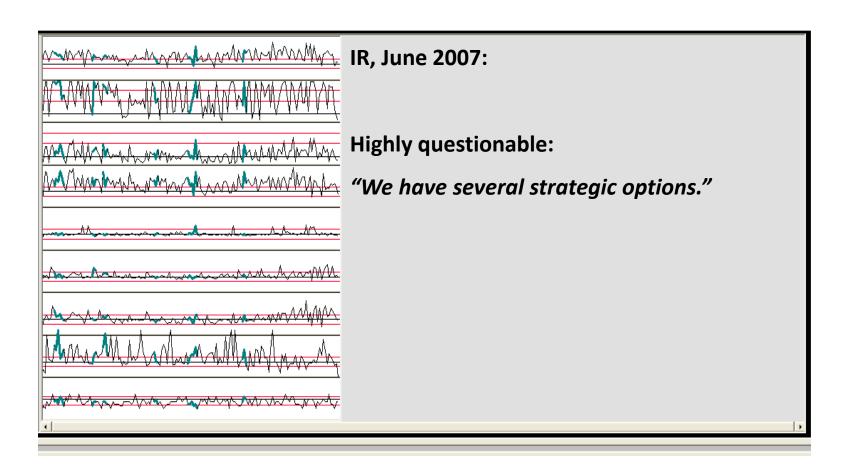
Wendy's Restaurants

WEN



WEN

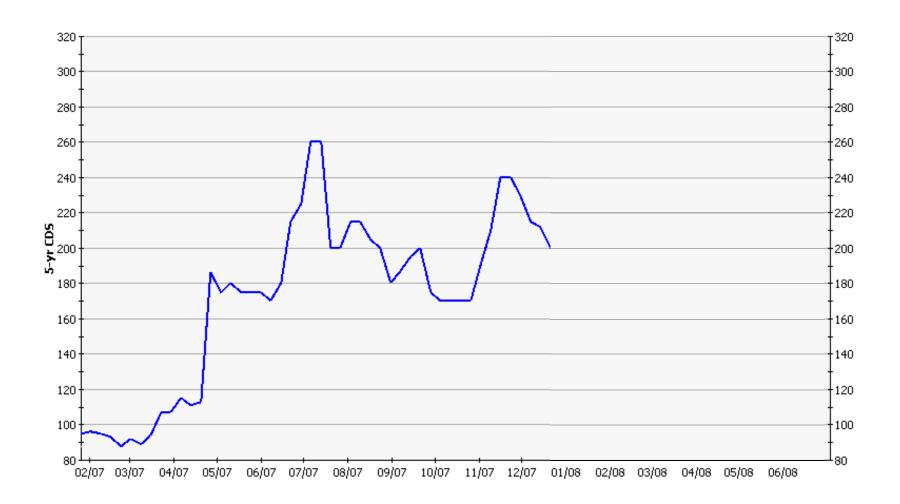




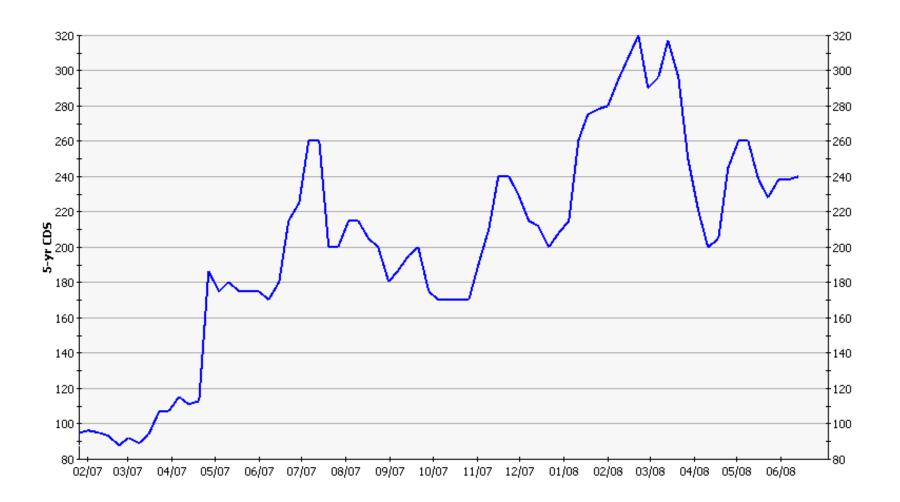
WEN: The buyout was too implausible. By Jan 2008...



WEN CDS... CDS continued to show widening



WEN CDS... and began to jump again



WEN Another buyout opportunity?



WEN stabilized and recovered to a \$28 buyout offer



"Without the firm handle on that flexibility that credit analysis provides,

...we'd argue you can't fully understand the wealthcreation process as an equity investor."



Mitchell Julis Canyon Capital

Moody's Credit Opinion

J.C. Penney Company, Inc. (NYSE:JCP)

Moody's Rating: Caa2 (HY3)

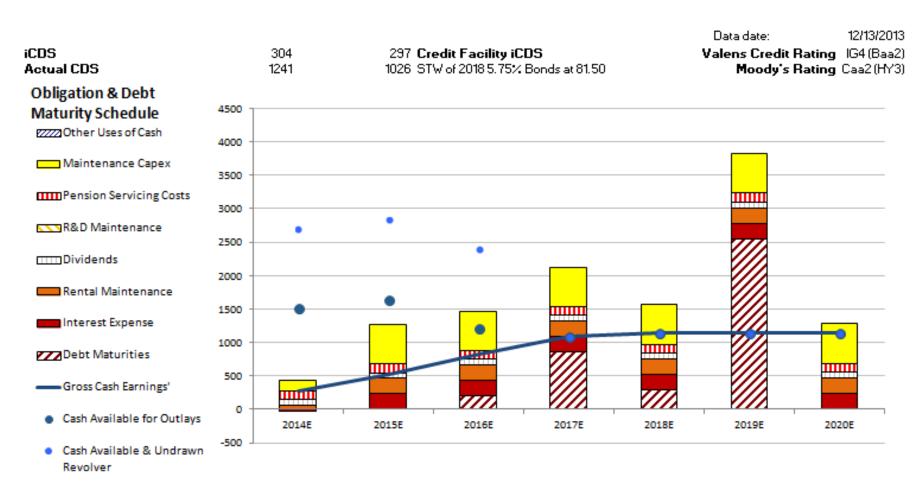
		Current 2/2/2013		Moody's 12-18 month Forward View	
Factor 1: Business and Cash Flow Volatility (10%)		Score		Measure	Score
a) Segment Vulnerability to Changes in Consumer Demand (n.b Product Type, Product Breadth, Stability of Concept)	x	В		x	В
Factor 2: Market Presence (25%)					
a) Scale (Revenue in USD Billion)	\$13.0	Baa		\$12.5-13	Baa
b) Market concentration and company's presence in that product	x	Ba		x	Ba
category					
c) Company Geographic Presence	X	Ba		X	Ba
Factor 3: Execution Ability (15%)					
a) Quality of Execution	X	В		×	В
b) Efficiency: EBIT / Avg. Book Capitalization (net of cash)	-6.7%	Ca		-2.0-+2.0%	Ca
Factor 4: Key Indicator Ratios (50%)					
a) Debt / EBITDA	38.9x	Ca		10-12x	Ca
b) RCF / Net Debt	-13.7%	Ca		0-5%	Caa
c) EBITA / Interest Expense	-1.7x	Ca		-0.25-+0.25x	Ca
Rating:					
a) Indicated Rating from Grid	Caa1			B3	
b) Actual Rating Assigned	Caa1			Caa1	

Source: Credit Opinion, Moody's Investors Service, May 15, 2013

Valens Credit

J.C. Penney Company, Inc. (NYSE:JCP) Moody's Rating: Caa2 (HY3)

Valens Credit Rating: IG4 (Baa2)

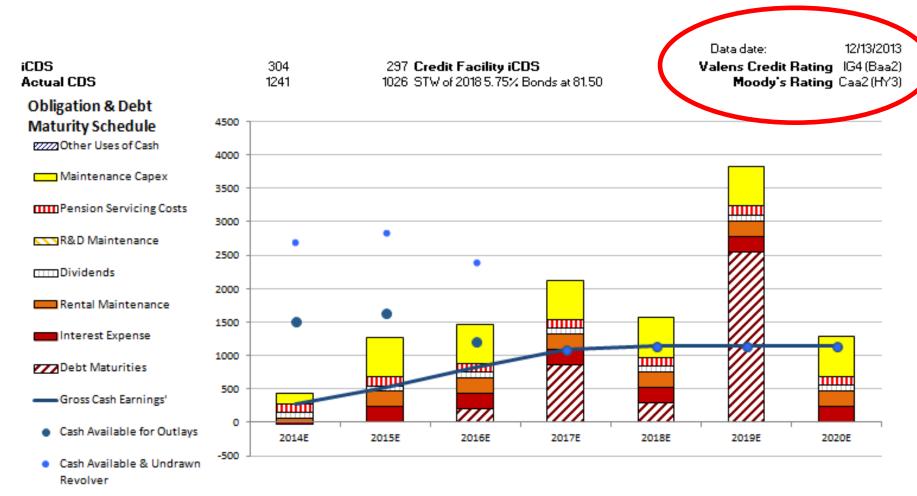


Source: Valens Credit

Valens Credit

J.C. Penney Company, Inc. (NYSE:JCP) Moody's Rating: Caa2 (HY3)

Valens Credit Rating: IG4 (Baa2)



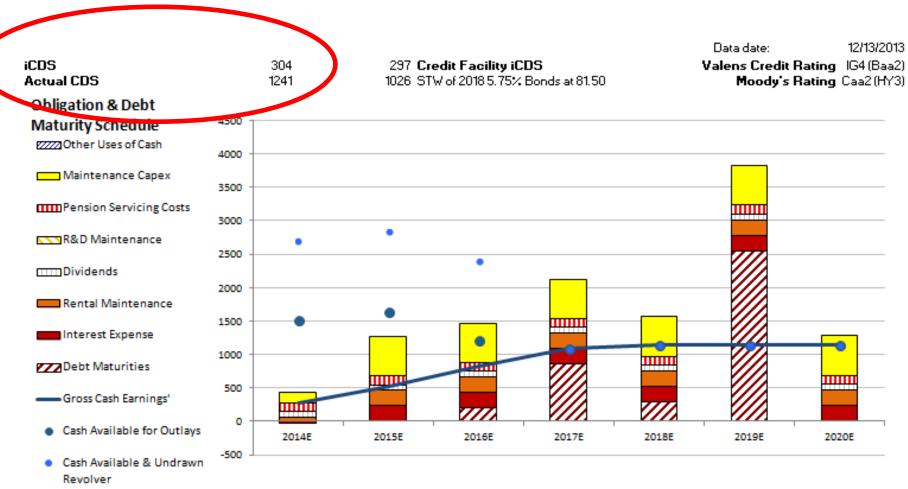
Source: Valens Credit

Valens Credit

J.C. Penney Company, Inc. (NYSE:JCP)
Moody's Rating: Caa2 (HY3)

V

Valens Credit Rating: IG4 (Baa2)



Source: Valens Credit

SD

Sandridge

SD - Trade Idea as of January 2015

SD – Long 2020 and 2023 bonds; low equity valuations driven by distressed pricing in the credit markets; substantial equity upside likely if perceived default risk decreases

According to Moody's Global E&P Industry Methodology, SandRidge maps to a B2 rating level. Reserves and production metrics imply a Ba rating, while leverage and cash flow coverage metrics imply a Caa rating.

Rating Factors

SandRidge Energy, Inc.

Independent Exploration & Production	Current LTM			2-18 Month Forward	
Industry Grid [1][2]	6/30/2014		ViewA	s of 9/26/2014	
Factor 1: Reserves & Production	Measure	Score	l l	Measure	Score
Characteristics (40.0%)					
a) Avg Daily Production (Mboe/d)	78.6	Ba		68 - 72	Ba
 b) Proved Developed Reserves (Million boe) 	251.9	Ва	2	40 - 260	Ва
c) Total Proved Reserves (Million boe)	403.5	Ba	4	00 - 425	Ba
Factor 2: Operating & Capital Efficiency (20.0%)					
a) Leverage Full-Cycle Ratio	0.0x	Ca	1.	2x - 1.5x	В
Factor 3: Leverage and Cash Flow Coverage (40.0%)					
a) E&P Debt / Average Daily Production	\$40,981.6	Ca	\$440	00 - \$48000	Ca
b) E&P Debt / PD boe Reserves	\$12.8	Caa	\$	13 - \$14	Caa
c) RCF / Total Debt	16.9%	Caa	10)% - 15%	Caa
d) EBITDA / Interest Expense	3.9x	В	3	x - 3.5x	В
Factor 4: Production Mix Overlay (Composite Score Adjustment)					
a) E&P Unleveraged Cash Margin / BOE	\$10.1	Caa	\$	30 - \$32	Baa
Rating:					
Indicated Rating from Grid Factors 1-3		B3			B2
Unleveraged Cash Margin: Composite Score Adjustment	-0.2	-0.2		0.4	0.4
a) Indicated Rating from Grid		B3			B2
b) Actual Rating Assigned	 			Na:46 a # 46 a d a a	B1.

According to Moody's Global E&P Industry Methodology, SandRidge maps to a B2 rating level. Reserves and production metrics imply a Ba rating, while leverage and cash flow coverage metrics imply a Caa rating.

Rating Factors

SandRidge Energy, Inc.

Independent Exploration & Production Industry Grid [1][2]	Current LTM 6/30/2014		[3]Moody's 12-18 Month Forward ViewAs of 9/26/2014	
Factor 1: Reserves & Production	Measure	Score	Measure	Score
Characteristics (40.0%)				
 a) Avg Daily Production (Mboe/d) 	78.6	Ba	68 - 72	Ba
b) Proved Developed Reserves (Million boe)	251.9	Ва	240 - 260	Ва
c) Total Proved Reserves (Million boe)	403.5	Ba	400 - 425	Ba
Factor 2: Operating & Capital Efficiency (20.0%)				
a) Leverage Full-Cycle Ratio	0.0x	Ca	1.2x - 1.5x	В
Factor 3: Leverage and Cash Flow Coverage (40.0%)				
a) E&P Debt / Average Daily Production	\$40,981.6	Ca	\$44000 - \$48000	Ca
b) E&P Debt / PD boe Reserves	\$12.8	Caa	\$13 - \$14	Caa
c) RCF / Total Debt	16.9%	Caa	10% - 15%	Caa
d) EBITDA / Interest Expense	3.9x	В	3x - 3.5x	В
Factor A: Production Mix Overlay				
(Composite Score Adjustment)				
a) E&P Unleveraged Cash Margin / BOE	\$10.1	Caa	 \$30 - \$32	Baa
Rating:				
Indicated Rating from Grid Factors 1-3		B3		B2
Unleveraged Cash Margin: Composite Score Adjustment	-0.2	-0.2	0.4	0.4
a) Indicated Rating from Grid		В3		B2 B1

Factor 3: Leverage and Cash Flow Coverage (40.0%)		
 a) E&P Debt / Average Daily Production 	\$40,981.6	Ca
b) E&P Debt / PD boe Reserves	\$12.8	Caa
c) RCF / Total Debt	16.9%	Caa
d) EBITDA / Interest Expense	3.9x	В

GAAP and Ratio Distortion Examples at SD

Cash Flow From Operations: \$669MM

Adjusted Cash From Ops: \$813MM

• Moody's: RCF/Debt: 16.9%

• Debt to Avg Daily Production: \$40,900

Debt due in in the next 5 years

GAAP and Ratio Distortion Examples at SD

• Cash Flow From Operations: \$669MM

Adjusted Cash From Ops: \$813MM

• Moody's: RCF/Debt: 16.9%

• Debt to Avg Daily Production: \$40,900

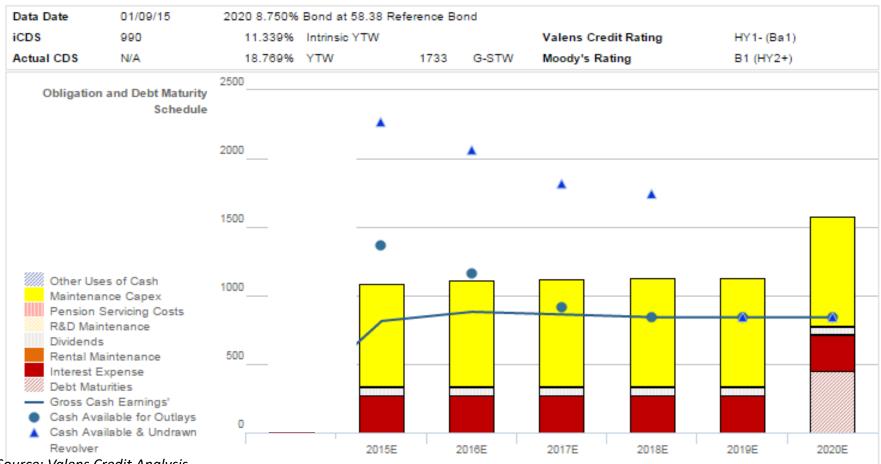
Debt due in in the next 5 years
 Zero

SandRidge Energy Inc., SD

Overview and Credit Reports Credit Cash Flow Prime™ Equity Performance & Valuation Prime™ Incentives Dictate Behavior™ Management Representation Benchmarking™

Valens vs. Traditional Refinancing Environment

Base Case Scenario | Negative Case Scenario



Source: Valens Credit Analysis

NAV

- Book Debt of \$5.2bn vs Adjusted Debt of \$2.9bn
- Cap leases of \$188mn vs. Adjusted Cap leases of \$628mn
- Depreciation of \$188mn versus Adjusted Depreciation of \$307mn
- Cash Flow From Operations of -\$336mn versus Adjusted
 CFFO of \$461mn

Navistar International Corporation, NAV

Export Credit Reports



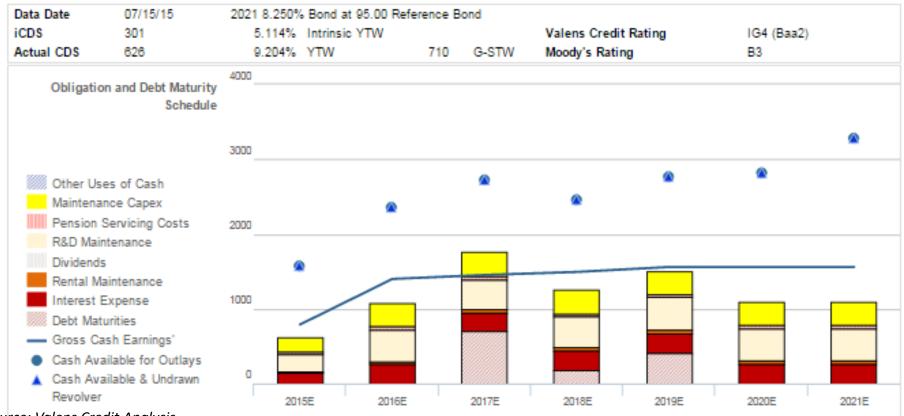


Overview and Credit Reports Credit Cash Flow Prime™ Equity Performance & Valuation Prime™ Incentives Dictate Behavior™

Earnings Call Forensics™

Valens vs. Traditional Refinancing Environment

Base Case Scenario | Negative Case Scenario



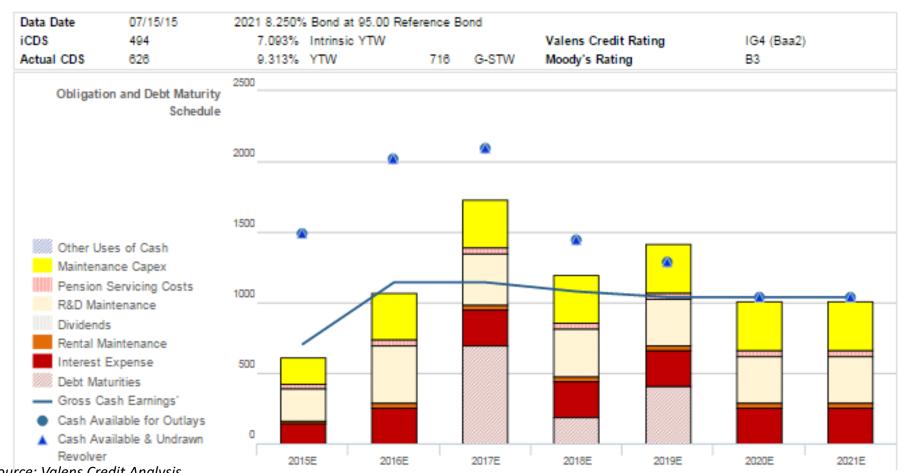
Source: Valens Credit Analysis

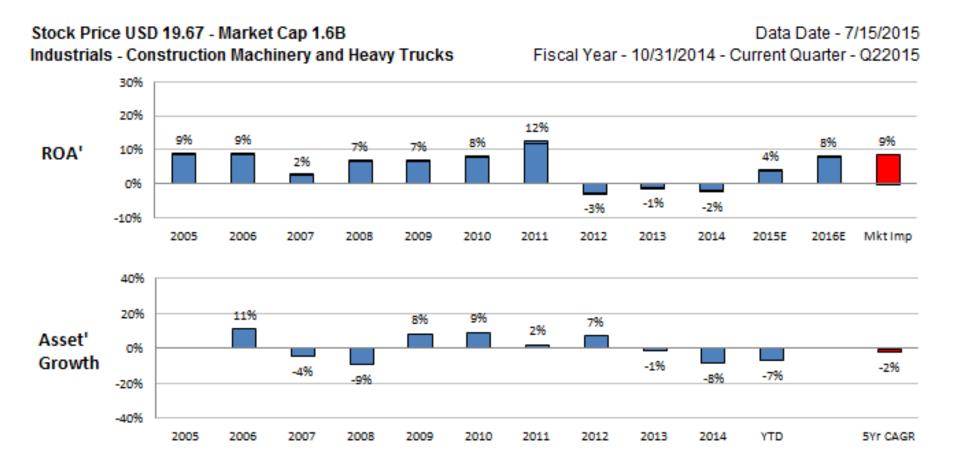
Navistar International Corporation, NAV

Overview and Credit Reports Credit Cash Flow Prime™ Equity Performance & Valuation Prime™ Incentives Dictate Behavior™

Earnings Call Forensics™ Valens vs. Traditional Refinancing Environment

Base Case Scenario | Negative Case Scenario





Incentives Dictate Behavior

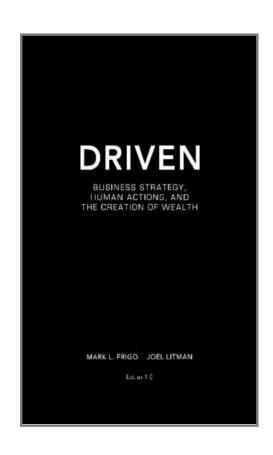
NAV: A compensation framework for debt holders.

Promotes focus on Operating Cash Flow for asset utilization.

Promotes EBITDA and Market Share for revenue growth and margin expansion

Promotes Total Manufacturing Cash for liquidity

Most are well compensated in a change in control, with 2.7x to 4.2x their average annual compensation as severance



EARNINGS CALL FORENSICS



"It is not what you say that matters but the manner in which you say it; there lies the secret of the ages."

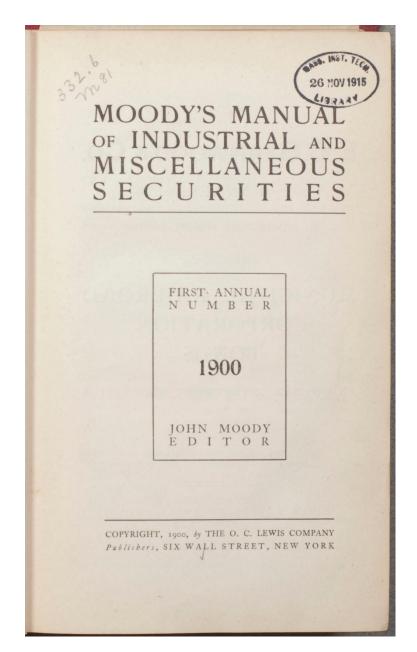
- William Carlos Williams

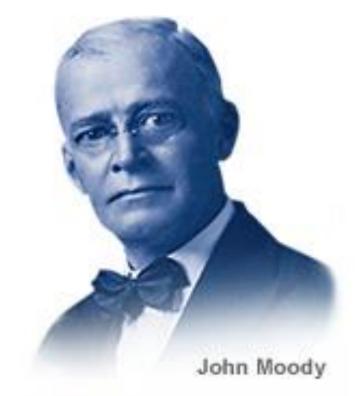
President of Operations Lisboa generated a **highly confident** marker when saying they believe that all the improvement they have made in working capital for 2014 going forward, the material flow, the ability to deploy Lean principles in all their facilities is much better suited right now after the agreement with the unions.

Additionally, he generated a **highly confident** marker about the level of profitability they saw for their Global Operations segment in H1 2015.

CEO Clarke generated a **highly confident** marker when saying they really feel good about the culmination of a lot of hard work by their manufacturing and operations folks.

- NAV (specifically the 2021 8.250% Bonds)
- AMD (specifically the 2020 7.75% Bonds)
- AVP (all the bonds, including the 2018 4.2% Bonds)
- GM (specifically the 2023 4.875% Bonds)
- SD (specifically the 2020 8.750% Unsecured and 8.750% 2nd Lien Bonds)
- X (all the bonds, specifically the 2017 6.050% Bonds)





"If the rating agencies will downgrade only when we can all see the losses, then why do we need the rating agencies?"

- Jim Chanos, the head of Kynikos Associates

"...the ratings that were developed by the credit rating agencies were a major factor in the cause of the problems..."

- Federal Reserve Chairman Alan Greenspan re: the 2007-2009 crisis

"The ratings agencies, basically, without looking at the underlying bond, they just pretty much gave almost everything that came out AAA ratings,"

- Smith, West Virginia Labourers Trust Fund, \$300 million pension fund

Moody's Credit Opinion – December 9, 2013

Delta Air Lines Inc.

Moody's Rating: B2 (HY2) Valens Credit Rating: XO (Baa3)

Passenger Airlines Industry [1][2]	Current LTM 9/30/2013		[3]Moody's 12-18 month Forward View - as of 12/2013	
Factor 1: Cost Structure (16%)	Measure	Score	Measure	Score
a) Fleet Age (average in years)	Caa	Caa	Caa	Caa
b) EBITDA Margin	17.5%	В	17.5% - 18.5%	В
Factor 2: Market Conditions (28%)				
a) Business Profile	Ba	Ba	Ва	Ba
b) Geographic Diversity	Ba	Ba	Ва	Ba
Factor 3: Coverage and Leverage (36%)				
a) EBIT/Interest	2.0x	В	2.2x - 2.4x	Ba
b) RCF/Net Debt	14.4%	В	16.0% - 18.0%	Ba
c) Debt/EBITDA	5.2x	Ba	4.6x - 4.9x	Ba
Factor 4: Financial Policy (20%)				
a) Financial Policy	Ba	Ba	Ва	Ba
Rating:				
a) Indicated Rating from Grid		Ba3		Ba3
b) Actual Rating Assigned		B1		

Delta Air Lines, Inc.

Passenger Airlines Industry Grid [1][2]	Current LTM 3/31/2014	
Factor 1: Cost Structure (16%)	Measure	Score
a) Fleet Age (average in	Caa	Caa
years)		
b) EBITDA Margin	18.7%	В
Factor 2: Market Conditions (28%)		
a) Business Profile	Ba	Ba
b) Geographic Diversity	Ba	Ba
Factor 3: Coverage and Leverage (36%)		
a) EBIT/Interest	2.5x	Ba
b) RCF/Net Debt	15.0%	Ba
c) Debt/EBITDA	4.2x	Ba
Factor 4: Financial Policy (20%)		
a) Financial Policy	Ba	Ba
Rating:		
a) Indicated Rating from Grid		Ba3
b) Actual Rating Assigned		

	1
[3]Moody's 12-18 Month Forward ViewAs	
of 7/2/2014	
Measure	Score
Caa	Caa
18% - 20%	В
Ba	Ba
Ba	Ba
2.8x - 3.1x	Ba
22% - 24%	Ba
3.5x - 3.8x	Baa
Ba	Ba
	Ba2
	Ba3

[1] All ratios are based on 'Adjusted' financial data and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations.
[2] As of 3/31/2014(L); Source: Moody's Financial Metrics
[3] This represents Moody's forward view; not the view of the issuer; and unless noted in the text, does not incorporate significant acquisitions

Delta Air Lines, Inc.

Passenger Airlines Industry Grid [1][2]	Current LTM 3/31/2014	
Factor 1: Cost Structure (16%)	Measure	Score
a) Fleet Age (average in	Caa	Caa
years)		
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[3]Moody's 12-18 Month Forward ViewAs of 7/2/2014	
Measure	Score
Caa	Caa
18% - 20%	В

[1] All ratios are based on 'Adjusted' financial data and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations.
[2] As of 3/31/2014(L); Source: Moody's Financial Metrics
[3] This represents Moody's forward view; not the view of the issuer; and unless noted in the text, does not incorporate significant acquisitions and divestitures

Delta Air Lines, Inc.

Passenger Airlines Industry Grid [1][2]	Current LTM 3/31/2014	
Factor 1: Cost Structure (16%)	Measure	Score
a) Fleet Age (average in	Caa	Caa
years)		
b) EBITDA Margin	18.7%	В
Factor 2: Market Conditions (28%)		
a) Business Profile	Ba	Ba
b) Geographic Diversity	Ba	Ba

[3]Moody's 12-18 Month Forward ViewAs of 7/2/2014	
Measure	Score
Caa	Caa
18% - 20%	В
Ba	Ba
Ba	Ba

[1] All ratios are based on 'Adjusted' financial data and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations.
[2] As of 3/31/2014(L); Source: Moody's Financial Metrics
[3] This represents Moody's forward view; not the view of the issuer; and unless noted in the text, does not incorporate significant acquisitions

Delta Air Lines, Inc.

Passenger Airlines Industry	Current LTM	
Grid [1][2]	3/31/2014	
Factor 1: Cost Structure (16%)	Measure	Score
a) Fleet Age (average in	Caa	Caa
years)		
b) EBITDA Margin	18.7%	В
Factor 2: Market Conditions		
(28%)		
a) Business Profile	Ba	Ba
b) Geographic Diversity	Ba	Ba
Factor 3: Coverage and		
Leverage (36%)		
a) EBIT/Interest	2.5x	Ba
b) RCF/Net Debt	15.0%	Ba
c) Debt/EBITDA	4.2x	Ba

[3]Moody's 12-18 Month Forward ViewAs of 7/2/2014	
Measure	Score
Caa	Caa
18% - 20%	В
Ba	Ba
Ba	Ba
2.8x - 3.1x	Ba
22% - 24%	Ba
3.5x - 3.8x	Baa

[1] All ratios are based on 'Adjusted' financial data and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations.
[2] As of 3/31/2014(L); Source: Moody's Financial Metrics
[3] This represents Moody's forward view; not the view of the issuer; and unless noted in the text, does not incorporate significant acquisitions

Delta Air Lines, Inc.

Passenger Airlines Industry Grid [1][2]	Current LTM 3/31/2014	
Factor 1: Cost Structure (16%)	Measure	Score
a) Fleet Age (average in	Caa	Caa
years)		
b) EBITDA Margin	18.7%	В
Factor 2: Market Conditions		
(28%)		
a) Business Profile	Ba	Ba
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Factor 3: Coverage and		
Leverage (36%)		
a) EBIT/Interest	2.5x	Ba
b) RCF/Net Debt	15.0%	Ba
c) Debt/EBITDA	4.2x	Ba
Factor 4: Financial Policy (20%)		
a) Financial Policy	Ba	Ba

[3]Moody's 12-18 Month Forward ViewAs of 7/2/2014	
Measure	Score
Caa	Caa
18% - 20%	В
<u> </u>	D .
Ba	Ba
Ba	Ba
2.8x - 3.1x	Ba
22% - 24%	Ba
3.5x - 3.8x	Baa
Ba	Ba

[1] All ratios are based on 'Adjusted' financial data and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations.
[2] As of 3/31/2014(L); Source: Moody's Financial Metrics
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Delta Air Lines, Inc.

Passenger Airlines Industry Grid [1][2]	Current LTM 3/31/2014	
Factor 1: Cost Structure (16%)	Measure	Score
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years)		
b) EBITDA Margin	18.7%	В
Factor 2: Market Conditions (28%)		
a) Business Profile	Ba	Ba
b) Geographic Diversity	Ba	Ba
Factor 3: Coverage and		
Leverage (36%)		
a) EBIT/Interest	2.5x	Ba
b) RCF/Net Debt	15.0%	Ba
c) Debt/EBITDA	4.2x	Ba
Factor 4: Financial Policy (20%)		
a) Financial Policy	Ba	Ba
Rating:		
a) Indicated Rating from Grid		Ba3
b) Actual Rating Assigned		

[3]Moody's 12-18 Month Forward ViewAs of 7/2/2014	
Measure	Score
Caa	Caa
18% - 20%	В
Ba	Ba
Ba	Ba
2.0 2.4	D.
2.8x - 3.1x	Ba
22% - 24%	Ba
3.5x - 3.8x	Baa
Ba	Ba
	Ba2
	Ba3

[1] All ratios are based on 'Adjusted' financial data and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations.
[2] As of 3/31/2014(L); Source: Moody's Financial Metrics
[3] This represents Moody's forward view; not the view of the issuer; and unless noted in the text, does not incorporate significant acquisitions

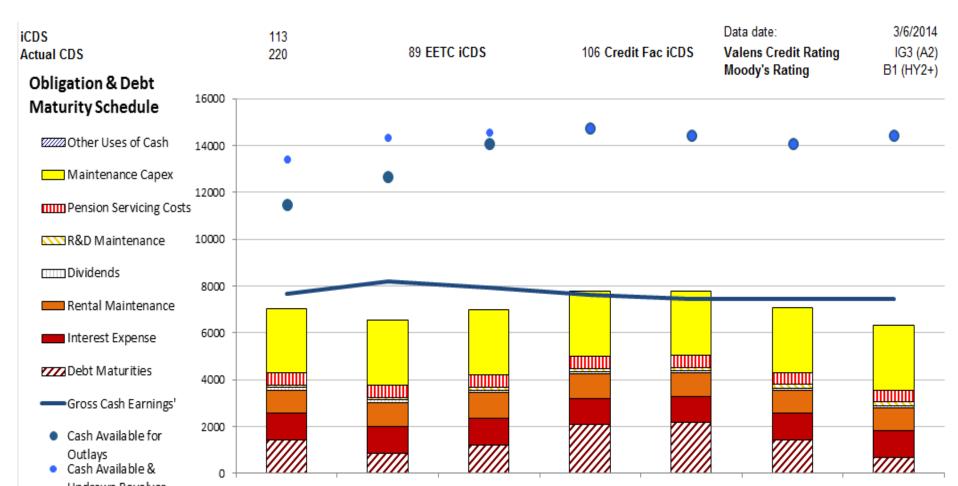
GAAP distortion examples as of March 2015

DAL

- Capitalized leases of \$398mn vs. \$1,200mn
- Pension Expense of \$885mn vs. \$603mn vs. ZERO
- ROA of 6% versus Adjusted ROA of 13%
- P/E of 9 versus Adjusted P/E of 20.5

Delta Air Lines Inc.(NYSE:DAL)





EXPE

Moody's rating too low

Some near-term issues with equity,
though longer-term could outperform the industry

GAAP distortion examples seen post-adjustments

EXPE

- Pension Expense of \$36mn vs Adj of \$10 vs. Zero
- Cap leases of Zero vs. Adj Cap leases of \$508mn
- ROA of 4.4% versus Adjusted ROA of 19.7%
- P/E of 30x versus Adjusted P/E of 21x

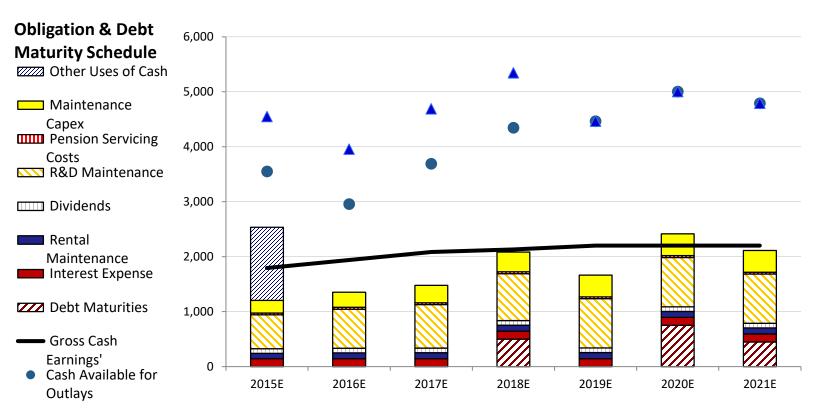


144 82 2020 5.950% Bond at 112.29 Reference Bond

3.091% Intrinsic YTW 3.441% YTW

179 G-STW

Data date: Valens Credit Rating Moody's Rating 3/9/2015 IG4+ (Baa1) Ba1 (XO-)

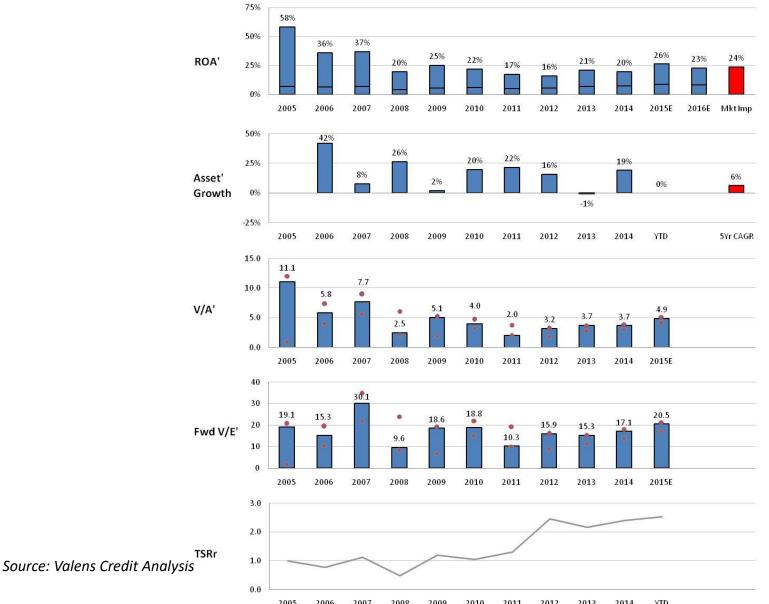


Source: Valens Credit Analysis

Expedia, Inc. (EXPE)

Stock Price USD 90.55 - Market Cap 11.5B Consumer Discretionary - Internet Retail

Data Date - 3/9/2015 Fiscal Year - 12/31/2014 - Current Quarter - Q42014

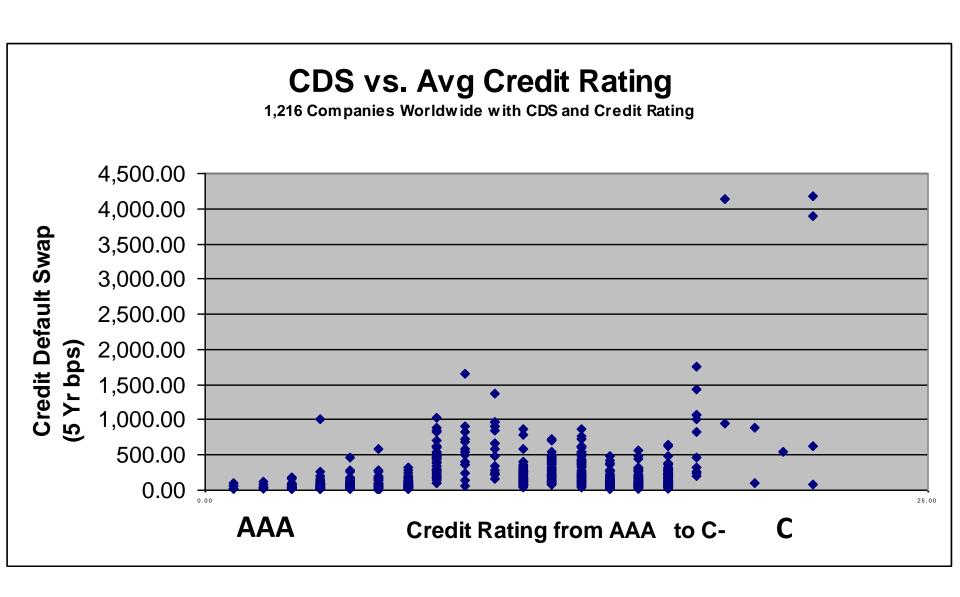


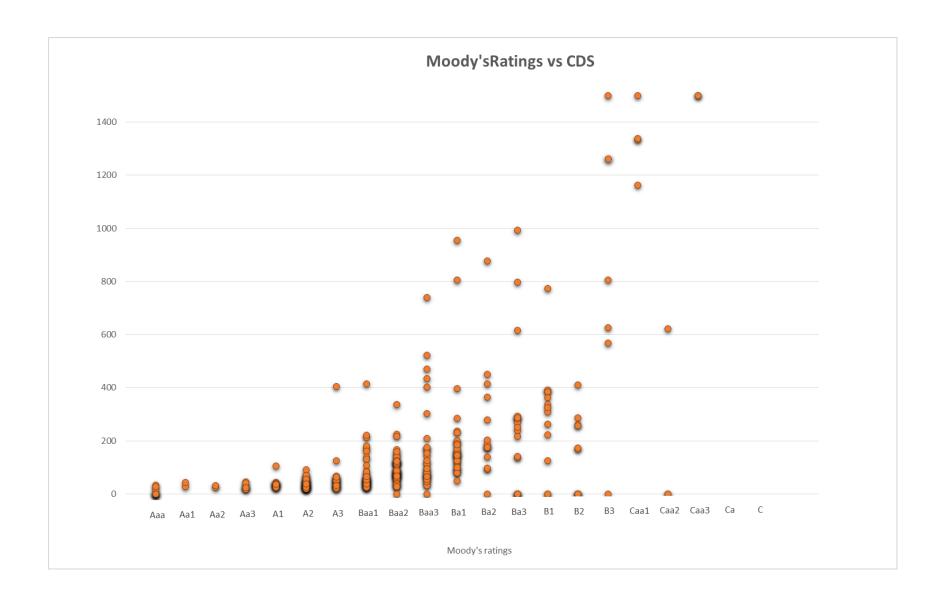
EXPE:

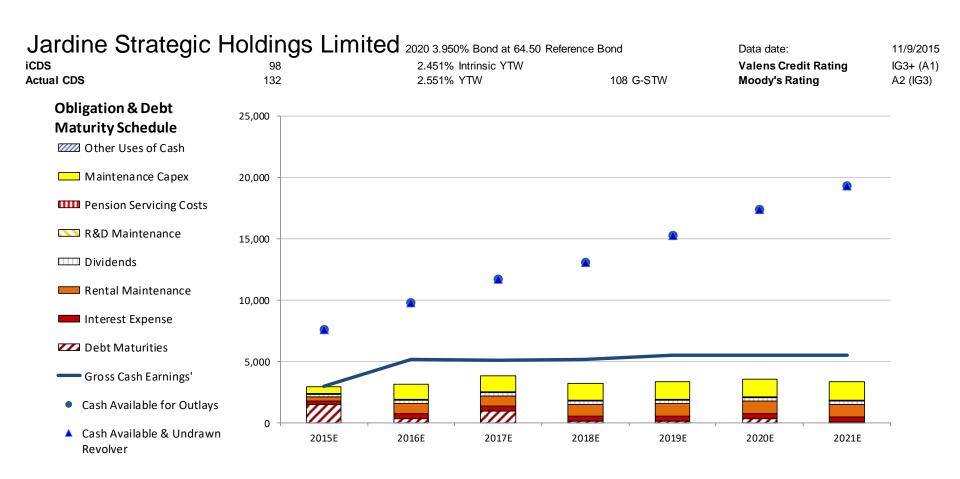
10/30 - CEO Khosrowshahi was **highly confident** when saying Q3 2014 adjusted EPS was up by 35% year-over-year

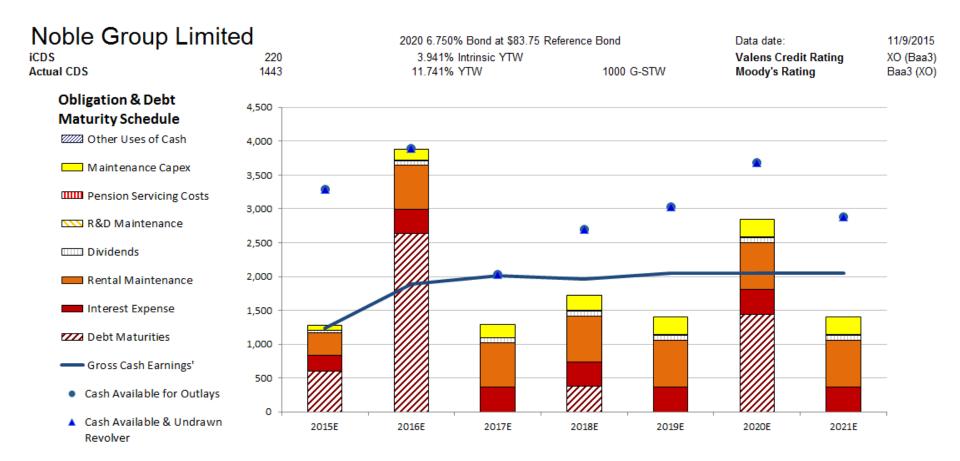
10/30 - CEO Khosrowshahi was **highly confident** when saying that trivago is growing a lot of share as far as overall traffic to travel websites

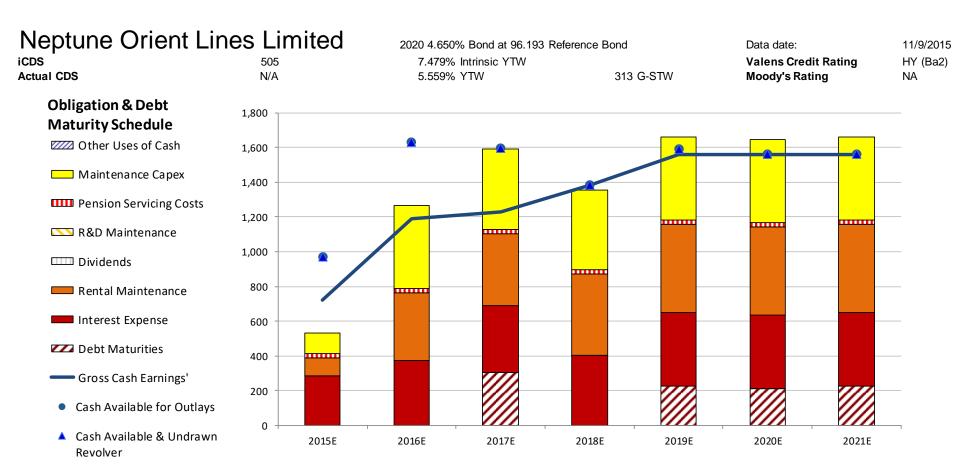
2/5 - CEO Khosrowshahi was **highly questionable** when saying that their customer volume in U.S. travelling to international is strong at 50%, which is offsetting the weakness of the volume coming from international markets-to-U.S. due to forex headwinds





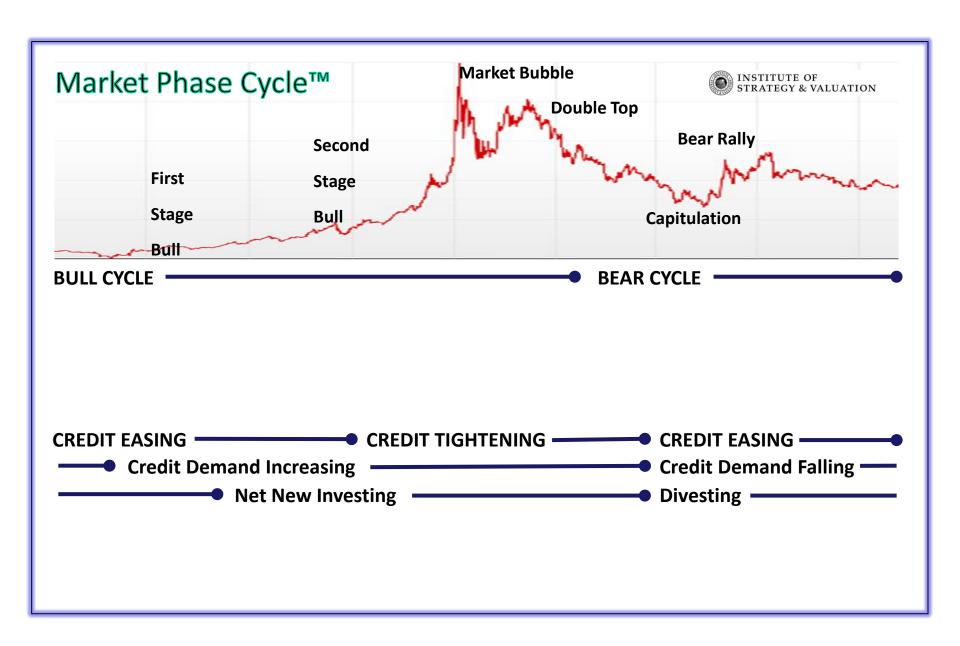






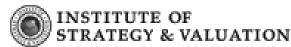


Credit Report	S Search	Ticker	Company Name	
Ticker A	Company Name	Industry	A	Data Date
LB	L Brands, Inc.	Apparel Retail	Apparel Retail	
FCX	Freeport-McMoRan, Inc.	Diversified Metals and	Mining	11/06/2015
RCL	Royal Caribbean Cruises Ltd.	Hotels, Resorts and C	Hotels, Resorts and Cruise Lines	
SPLS	Staples, Inc.	Specialty Stores		11/05/2015
CAG	ConAgra Foods, Inc.	Packaged Foods and I	Packaged Foods and Meats	
JCP	J. C. Penney Company, Inc.	Department Stores		11/02/2015
S	Sprint Corporation	Wireless Telecommunication Services		10/30/2015
VRX	Valeant Pharmaceuticals International, Inc.	Pharmaceuticals	Pharmaceuticals	
DAL	Delta Air Lines, Inc.	Airlines		10/29/2015
RPM	RPM International Inc.	Specialty Chemicals		10/29/2015
NAV	Navistar International Corporation	Construction Machiner	10/27/2015	
DF	Dean Foods Company	Packaged Foods and I	10/26/2015	
AMD	Advanced Micro Devices, Inc.	Semiconductors	10/23/2015	
MGM	MGM Resorts International	Casinos and Gaming	10/22/2015	





VALENS SECURITIES



150+ Years of Cross-Capital Investing

Professor Joel Litman November 2014

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Disclosures

Disclosures

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Moody's Credit Opinion – December 9, 2013

Delta Air Lines Inc.

Moody's Rating: B2 (HY2) Valens Credit Rating: XO (Baa3)

Passenger Airlines Industry [1][2]	Current LTM 9/30/2013		[3]Moody's 12-18 month Forward View - as of 12/2013	
Factor 1: Cost Structure (16%)	Measure	Score	Measure	Score
a) Fleet Age (average in years)	Caa	Caa	Caa	Caa
b) EBITDA Margin	17.5%	В	17.5% - 18.5%	В
Factor 2: Market Conditions (28%)				
a) Business Profile	Ba	Ba	Ва	Ba
b) Geographic Diversity	Ba	Ba	Ва	Ba
Factor 3: Coverage and Leverage (36%)				
a) EBIT/Interest	2.0x	В	2.2x - 2.4x	Ba
b) RCF/Net Debt	14.4%	В	16.0% - 18.0%	Ba
c) Debt/EBITDA	5.2x	Ba	4.6x - 4.9x	Ba
Factor 4: Financial Policy (20%)				
a) Financial Policy	Ba	Ba	Ва	Ва
Rating:				
a) Indicated Rating from Grid		Ba3		Ba3
b) Actual Rating Assigned		B1		

GM General Motors

GM

- P/E of 6.1x versus Adjusted V/E' of 16.8x
- Cap leases of \$968mn vs. Adj Cap leases of \$5,585mn
- Cash flow from operations of \$10,058.0mn vs.
 Adjusted Cash from operations of \$18,513.0mn
- Moody's rating of BB+ while Valens Credit rating is A+

Navistar International Corp (NYSE:NAV)

As-reported and traditional metrics compared with adjusted calculations, removing distortions

- Capitalized leases of \$188mn vs.
 Adjusted Capitalized Leases \$629mn
- Cash Flow From Operations (\$336mn) vs.
 Cash Flow Available for Debt Service \$461.3mn
- Pension expense \$187mn
 Pension service cost \$44mn
 Pension cash contribution in distress: Zero
- Moody's Rating of B3 (junk debt) versus
 Valens Credit Rating IG4 (Baa2 investment grade)

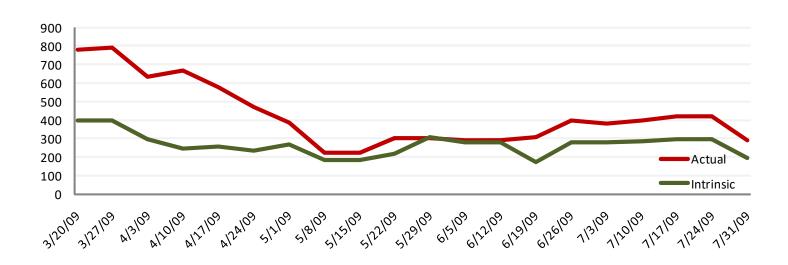
Data date: 2015 06 19, Valens Securities Analysis compared with Traditional Calculations from CapIQ, Yahoo Finance, and Google Finance

	5 Year CDS Mid Spread (bps)			
Name	Credit Suisse	Markit	Bloomberg	Moody's
Smithfield Foods	790	508	673	717

		iCDS				
Name	Credit Suisse	Credit Suisse Markit Bloomberg Moody's				
Smithfield Foods	790	508	673	717	151	

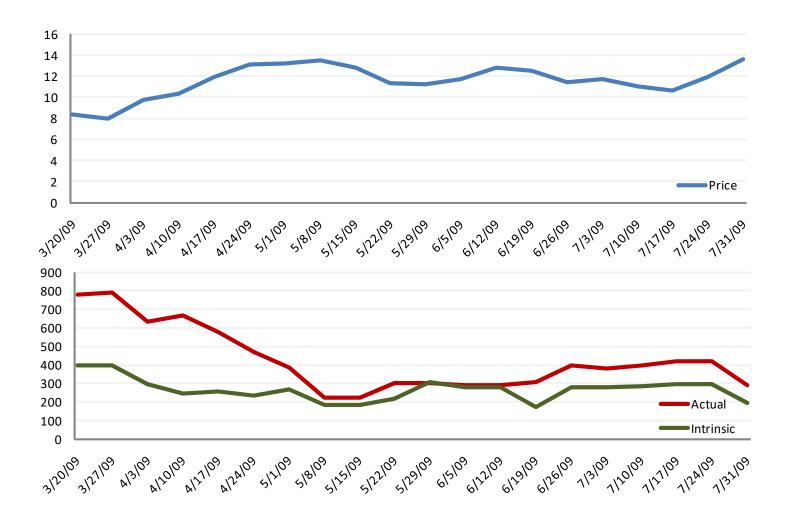


		iCDS				
Name	Credit Suisse	Credit Suisse Markit Bloomberg Moody's				
Smithfield Foods	790	508	673	717	151	

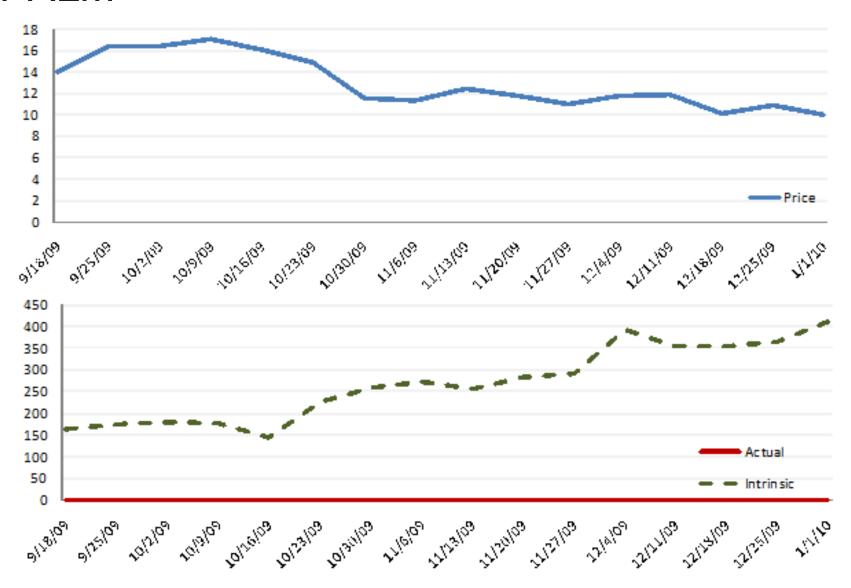


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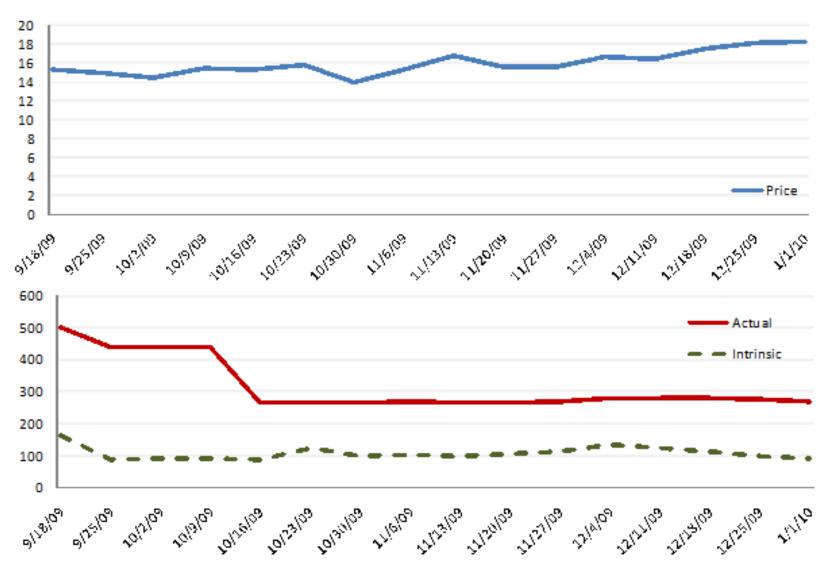
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PALM



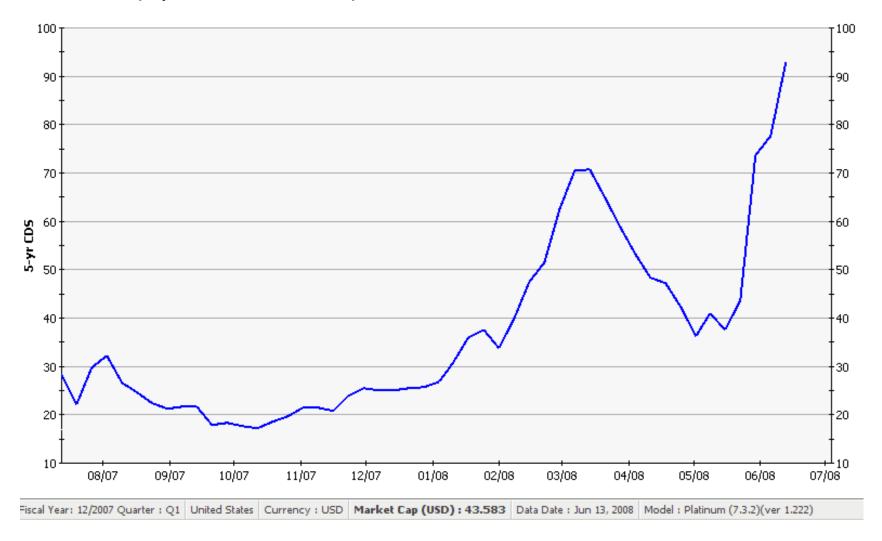
STX



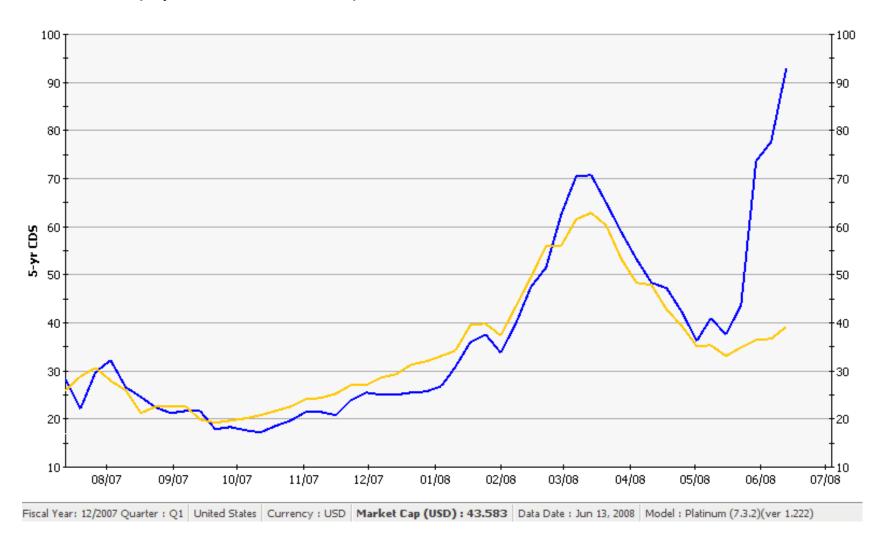
BUD

Anheuser-Busch

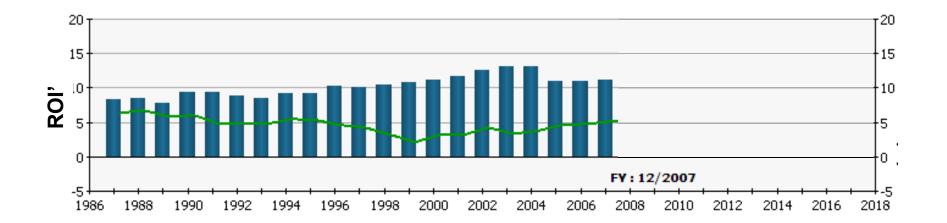
BUD CDS (up to June 2008)



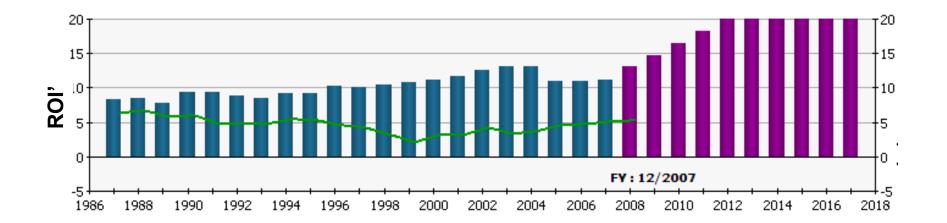
BUD CDS (up to June 2008) vs. Sector Median CDS

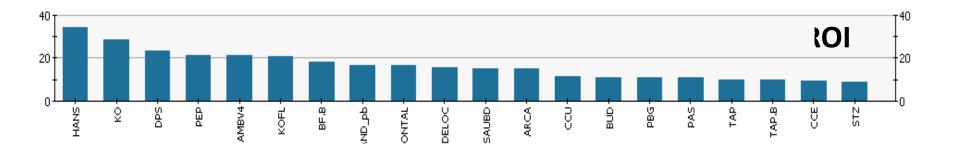


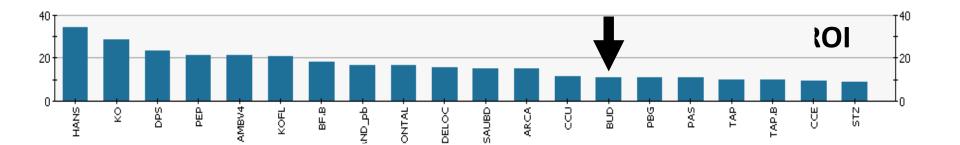
BUD: What cash flows necessary to reach \$65 per share

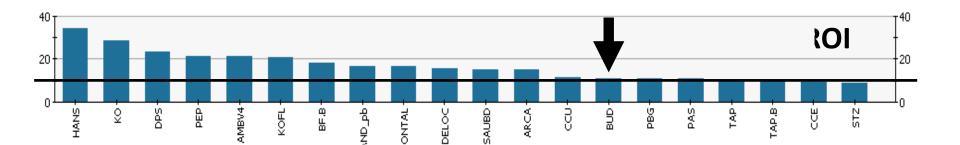


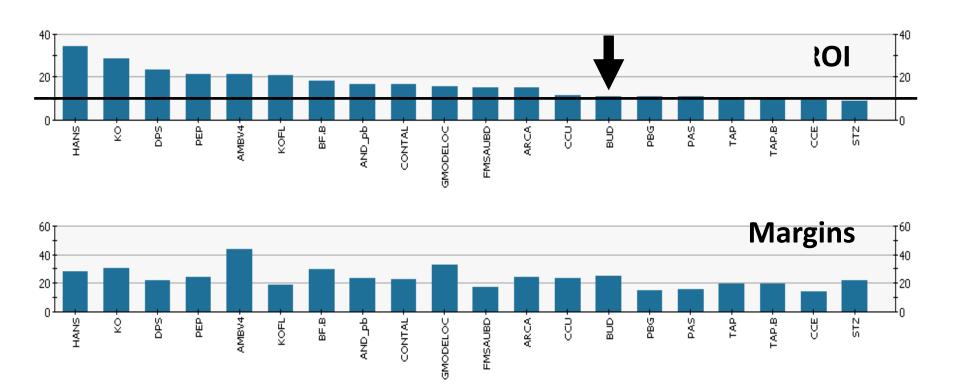
BUD: What cash flows necessary to reach \$65 per share





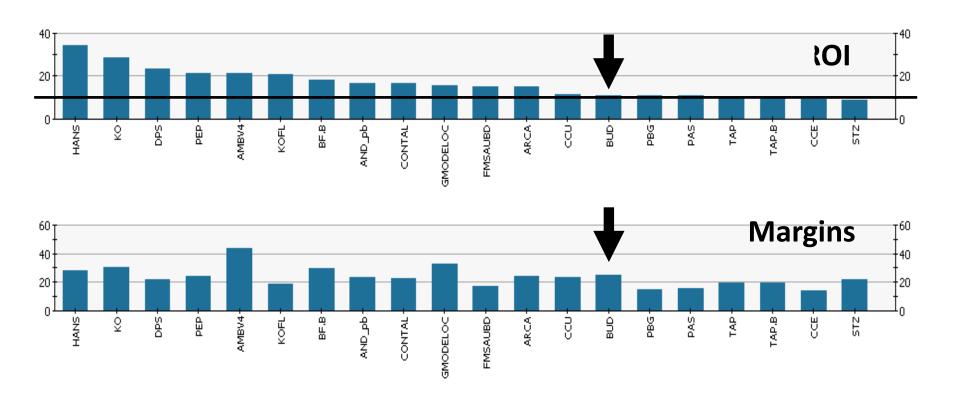






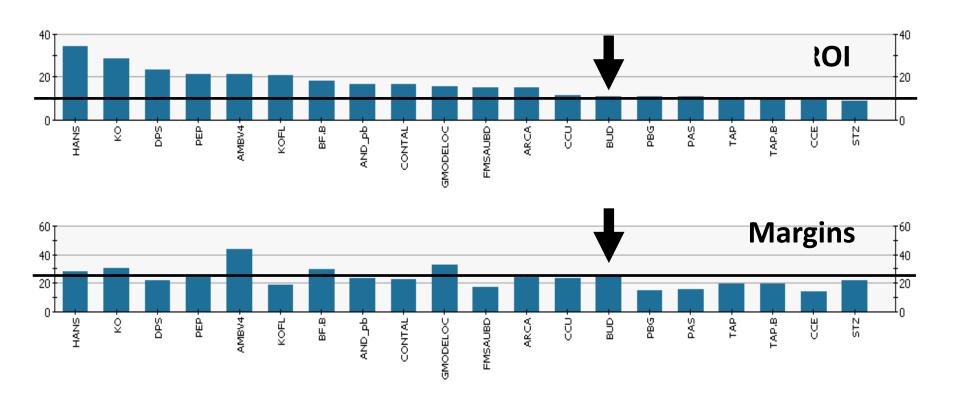
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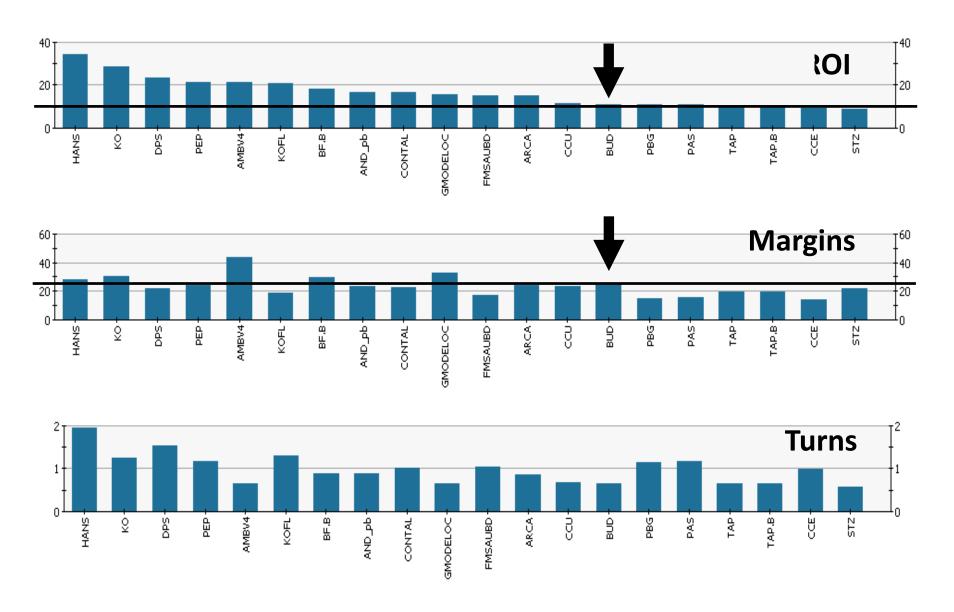
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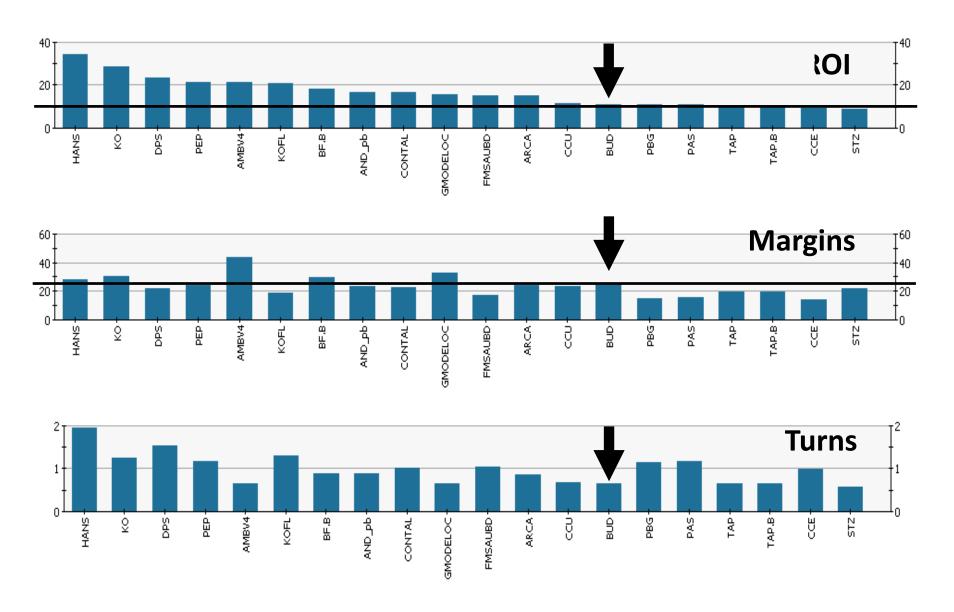


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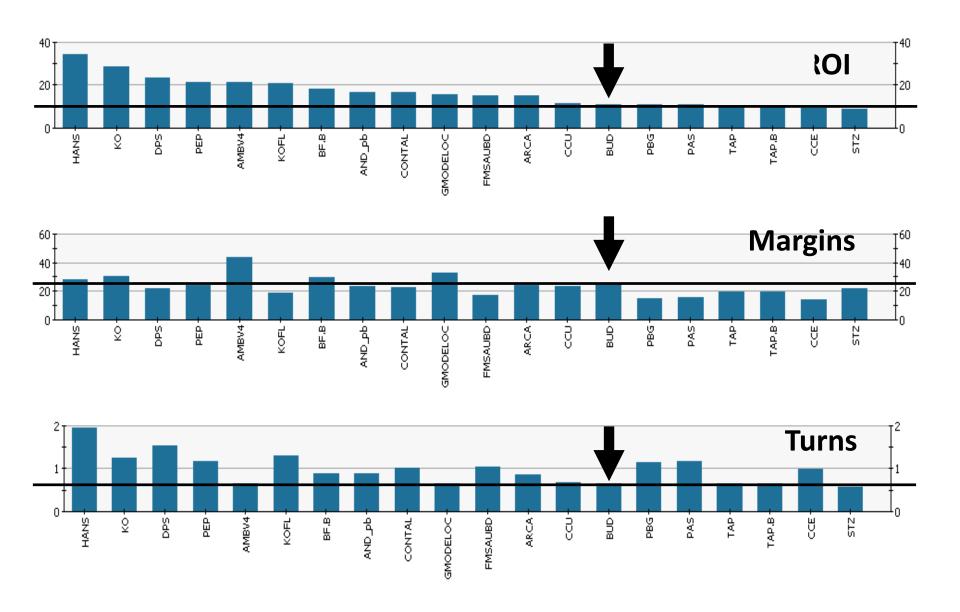
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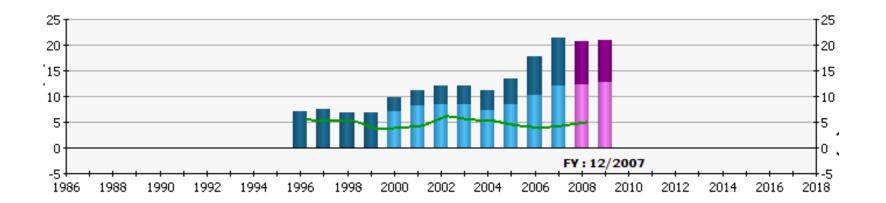
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BUD's Compensation Plan (DEF14A)

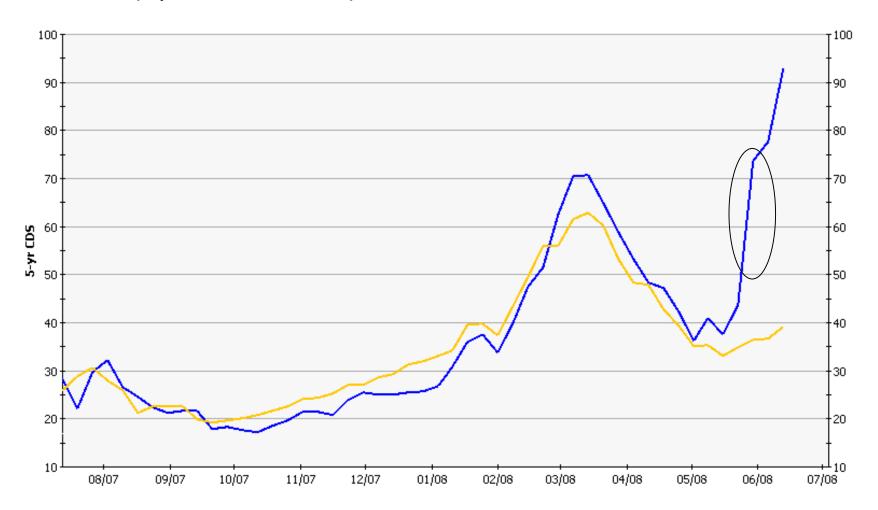
"...bonuses would be payable only if the Company's pre-tax income met or exceeded a minimum threshold performance."

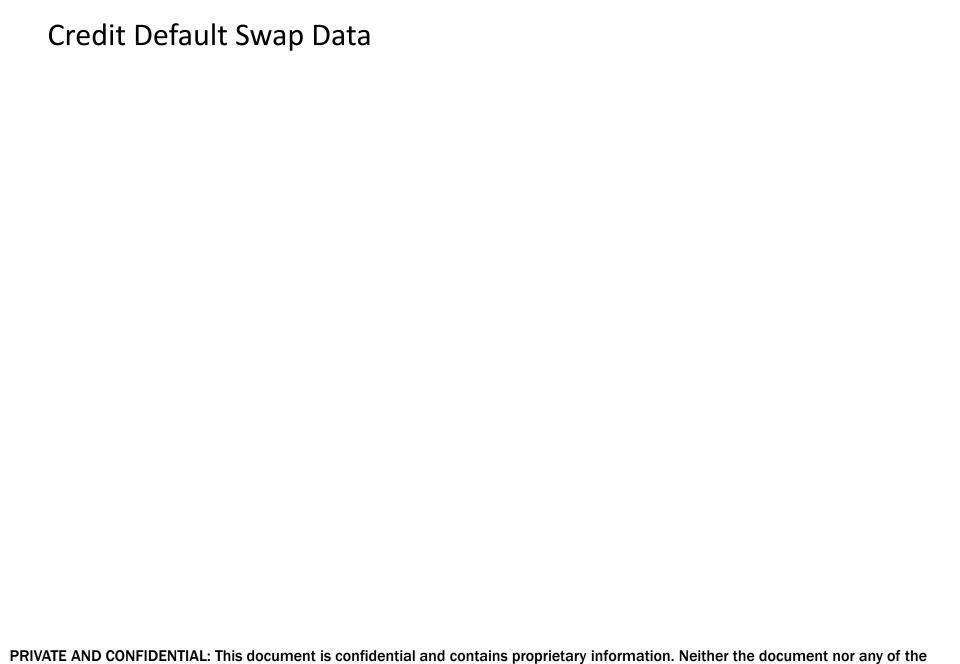
"...Pre-tax income was selected as the primary measure for the plan... aligns the executive's annual incentive opportunity with corporate growth objectives.

INBEV (INTB): Higher ROIs (but by higher margins or turns?)



BUD CDS (up to June 2008) vs. Sector Median CDS





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	5 Year CDS Mid Spread (bps)				
Name	Credit Suisse	Markit	Bloomberg	Moody's	
MGM Mirage	1103	518	987	941	

	5 Year CDS Mid Spread (bps)				
Name	Credit Suisse	Markit	Bloomberg	Moody's	
MGM Mirage	1103	518	987	941	

	5 Year CDS Mid Spread (bps)				
Name	Credit Suisse	Markit	Bloomberg	Moody's	
PolyOne Corp	702	507	629	662	

	5 Year CDS Mid Spread (bps)				
Name	Credit Suisse	Markit	Bloomberg	Moody's	
MGM Mirage	1103	518	987	941	

	5 Year CDS Mid Spread (bps)				
Name	Credit Suisse	Markit	Bloomberg	Moody's	
PolyOne Corp	702	507	629	662	

	5 Year CDS Mid Spread (bps)				
Name	Credit Suisse	Markit	Bloomberg	Moody's	
Smithfield Foods	790	508	673	717	

		iCDS				
Name	Credit Suisse	Credit Suisse Markit Bloomberg Moody's				
MGM Mirage	1103	518	987	941	400	

	5 Year CDS Mid Spread (bps)				
Name	Credit Suisse	Markit	Bloomberg	Moody's	
PolyOne Corp	702	507	629	662	

	5 Year CDS Mid Spread (bps)				
Name	Credit Suisse	Markit	Bloomberg	Moody's	
Smithfield Foods	790	508	673	717	

	5 Year CDS Mid Spread (bps)				iCDS
Name	Credit Suisse	Markit	Bloomberg	Moody's	
MGM Mirage	1103	518	987	941	400

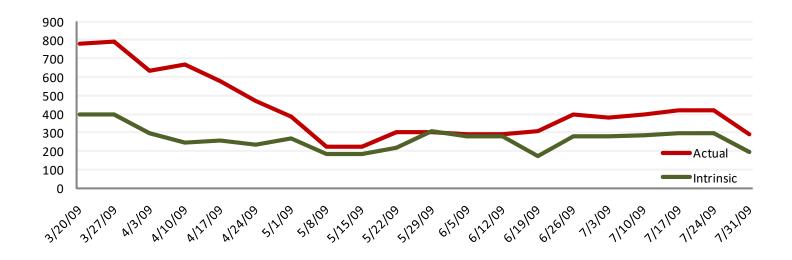
	5 Year CDS Mid Spread (bps)				iCDS
Name	Credit Suisse	Markit	Bloomberg	Moody's	
PolyOne Corp	702	507	629	662	388

	5 Year CDS Mid Spread (bps)					
Name	Credit Suisse	Markit	Bloomberg	Moody's		
Smithfield Foods	790	508	673	717		

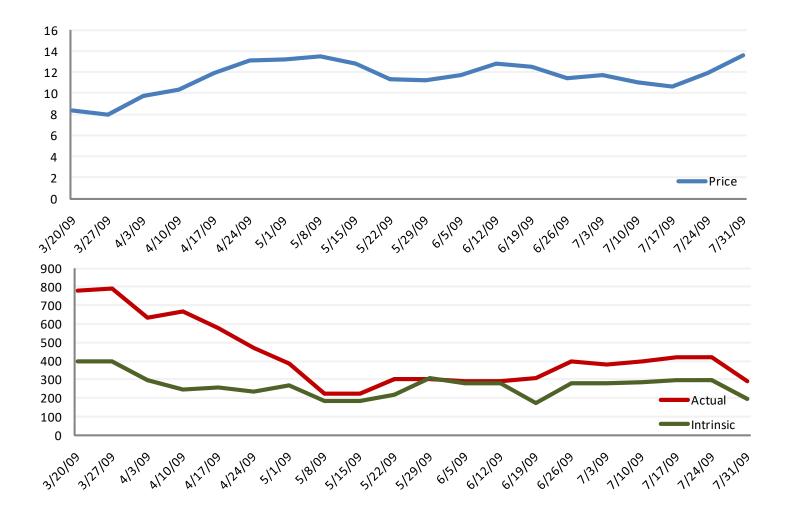
	5 Year CDS Mid Spread (bps)				iCDS
Name	Credit Suisse	Markit	Bloomberg	Moody's	
MGM Mirage	1103	518	987	941	400

	5 Year CDS Mid Spread (bps)				iCDS
Name	Credit Suisse	Markit	Bloomberg	Moody's	
PolyOne Corp	702	507	629	662	388

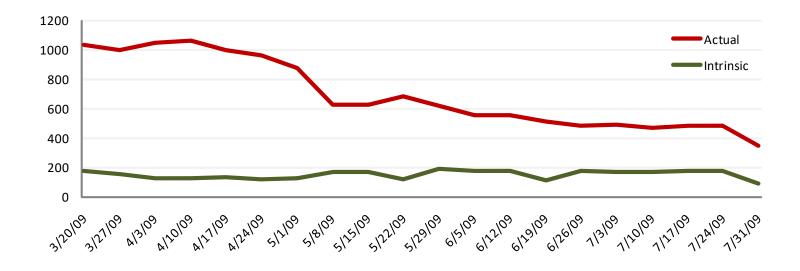
	5 Year CDS Mid Spread (bps)				iCDS
Name	Credit Suisse				
Smithfield Foods	790	508	673	717	151

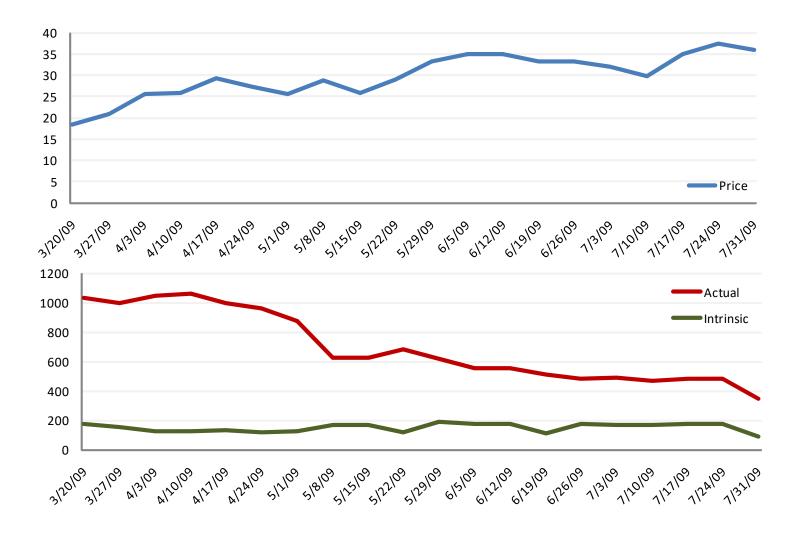


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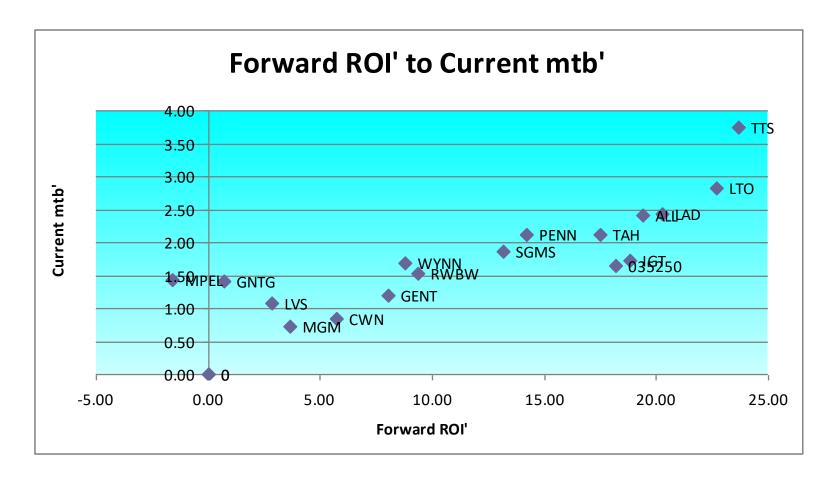


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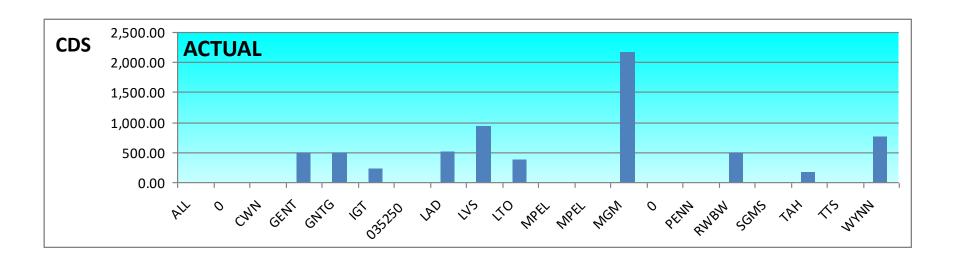
LVS

Las Vegas Sands

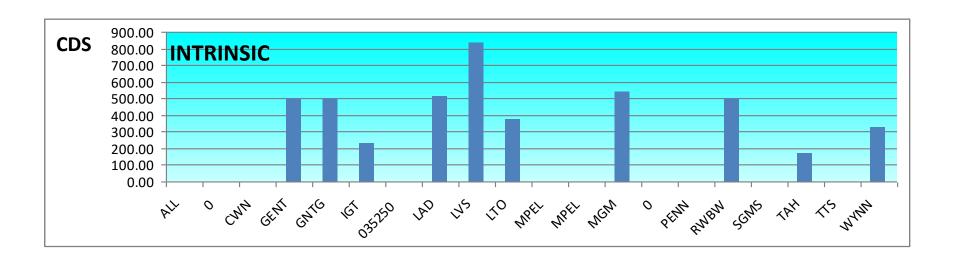
Global Casinos



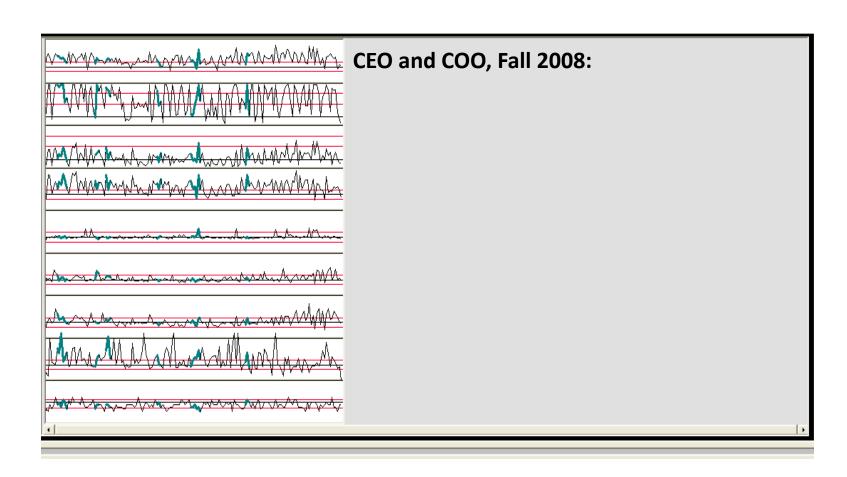
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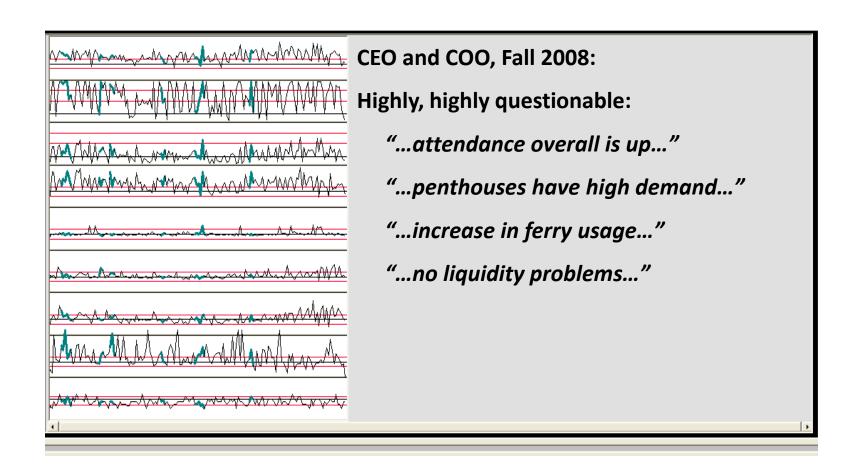
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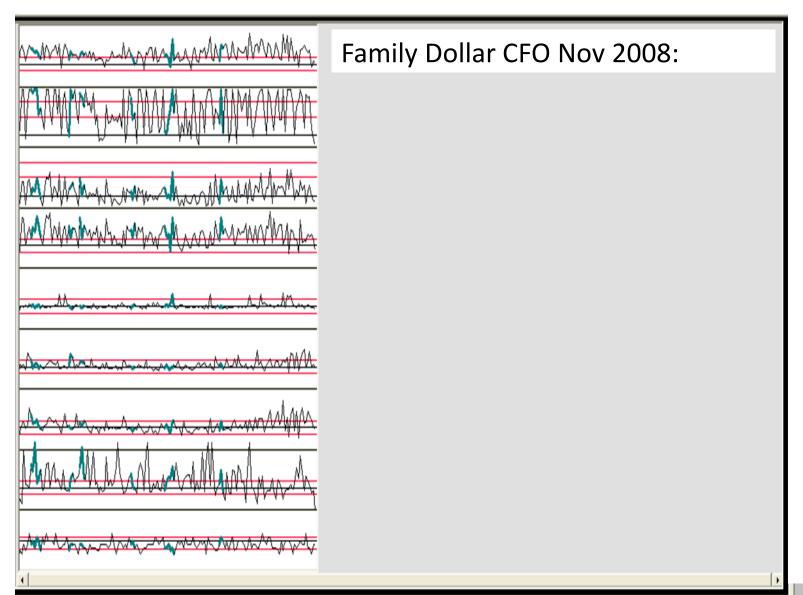


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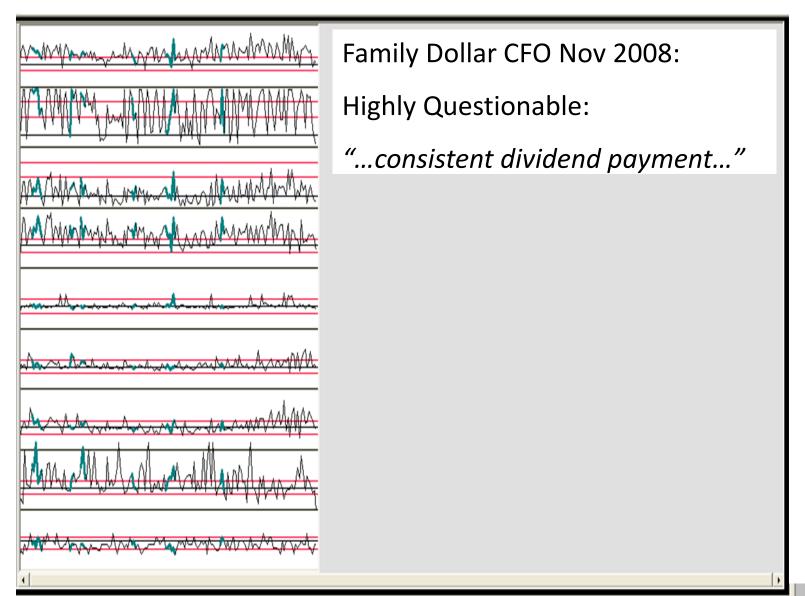
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Bruce Lee and Cognitive Stress Analysis™

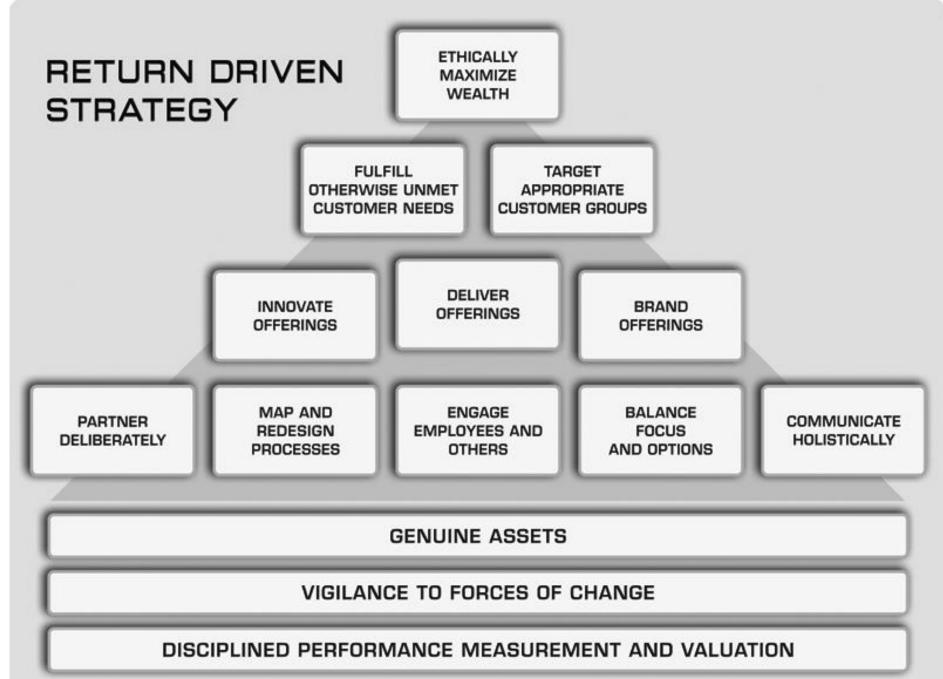


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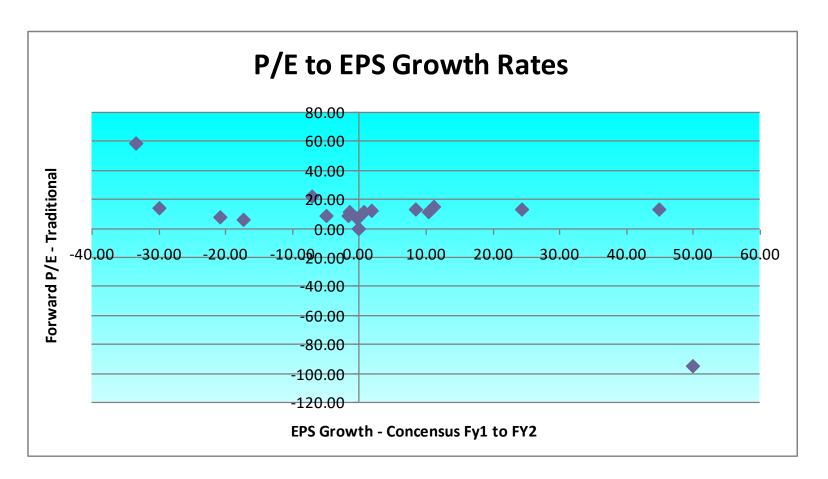


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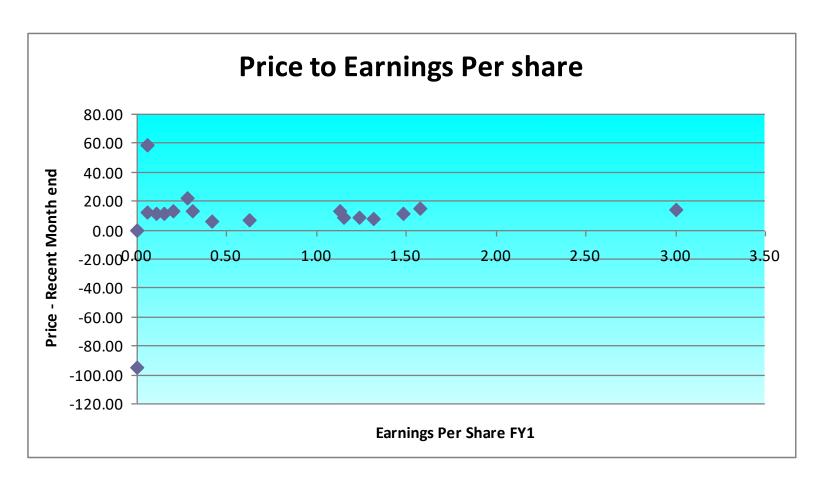
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Global Casinos (Oct 2008)



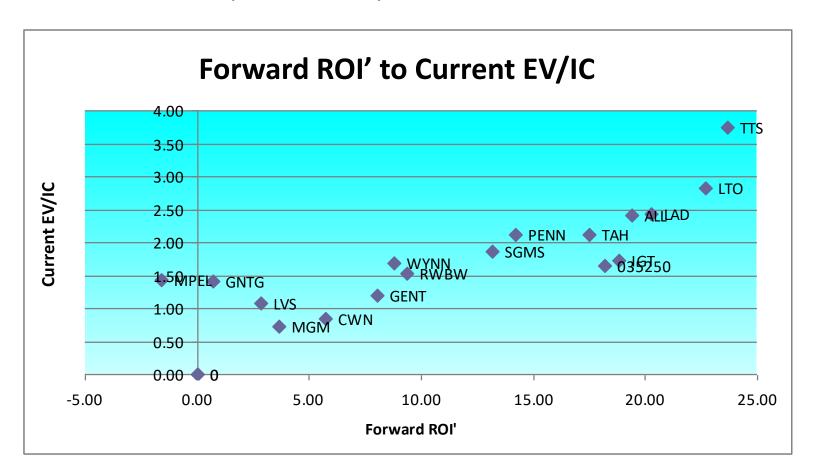
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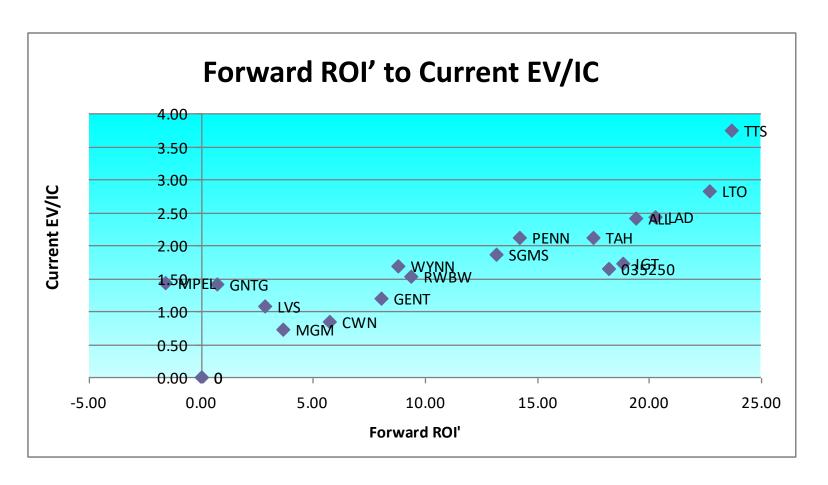
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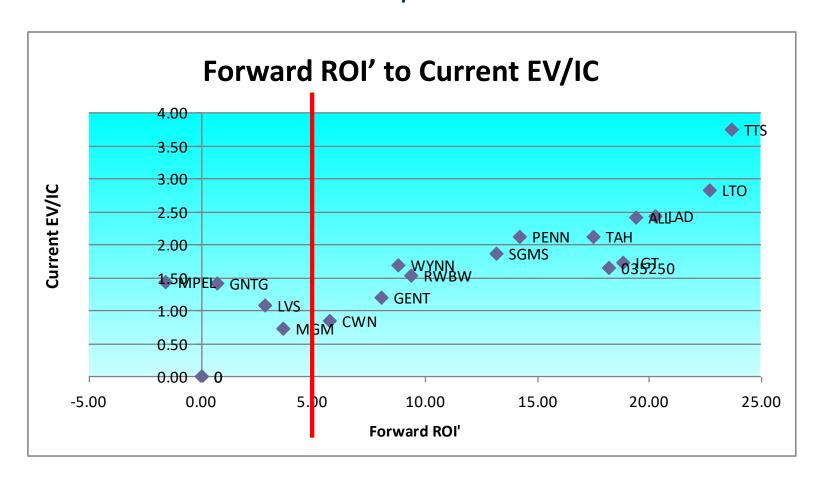
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Bruce Lee and Statistics



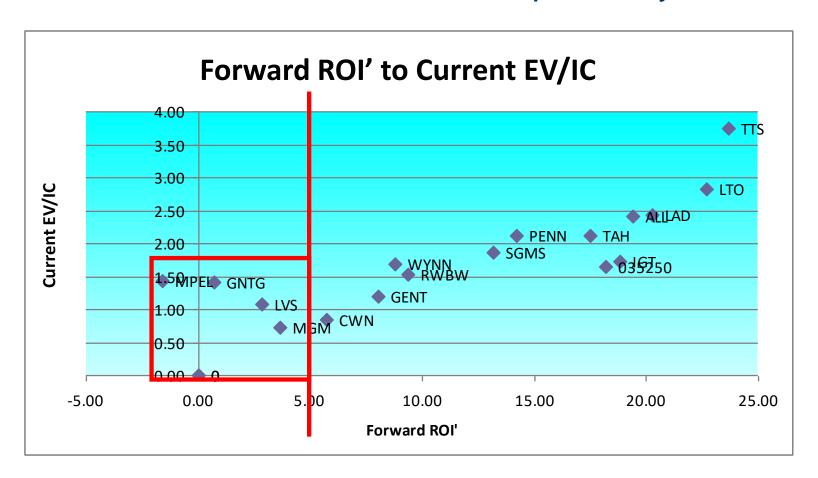
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Bruce Lee and Statistics: Spline

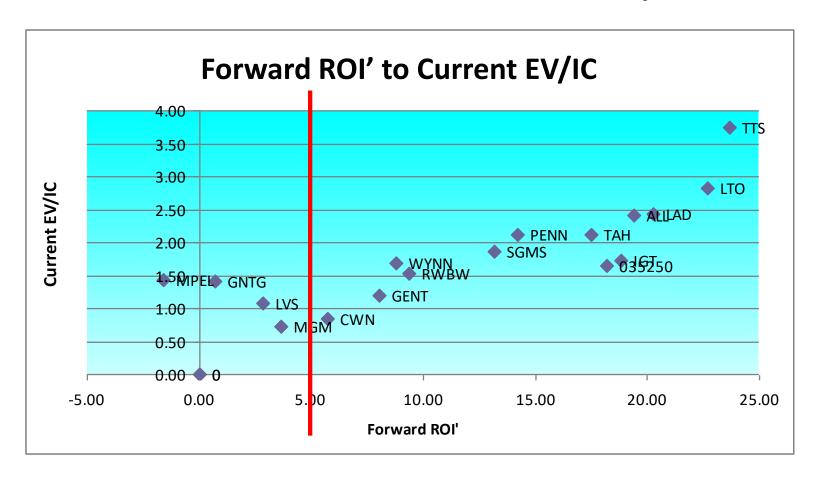


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Bruce Lee and Statistics: Lack of explanatory variable



Bruce Lee and Statistics: Heteroskedasticity



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Bruce Lee and Statistics: Heteroskedasticity

