



Providing financial training to Wall Street®

UNIVERSITY TRAINING BOOTCAMP
MERGER MODELING & LBO TRAINING
WEEKEND OF LIVE FINANCIAL MODELING TRAINING
SAMPLE CURRICULUMS & DETAILED COURSE DESCRIPTIONS

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ABOUT WALL ST. TRAINING

WALL ST. TRAINING OVERVIEW

Wall St. Training provides professional financial training solutions to Wall Street through hands-on classroom training and customized corporate training programs for financial analysts. All of our courses take a hands-on, interactive, practical, non-theoretical approach and is exactly how it is done on Wall Street.

Wall St. Training Overview

- ◆ Corporate training
- ◆ Public, open-enrollment seminars
- ◆ Self-study, video-based learning

Wall St. Training Services

- ◆ Train finance professionals
- ◆ Conduct new hire and lateral hire training
- ◆ Teach fundamental financial analytics
- ◆ Instruct and promote mastery of advanced topics
- ◆ Provide practical, real-world, hands-on instruction

Wall St. Training Specialties

- ◆ Investment Banking and M&A (analysts & associates)
- ◆ Securities Research (equity & fixed income)
- ◆ Asset and Investment Management
- ◆ Credit Analysis (corporate & commercial banking)
- ◆ LBO Modeling (private equity & high yield)
- ◆ CFA (Chartered Financial Analyst)

WALL ST. TRAINING COURSE TOPICS

Wall St. Training offers a wide variety of topics ranging from Basic to Advanced levels. Our courses are designed for participants with various backgrounds, from students and entry-level professionals to professionals with some work experience to professionals in the midst of a career transition.

Basic and Fundamental Concepts

- ◆ Accounting and Financial Statements Integration
- ◆ How to Analyze a 10K
- ◆ Introduction to Finance ("Finance 101")
- ◆ Corporate Valuation (including Corporate Finance)

Core Financial Modeling Topics

- ◆ Basic Financial Modeling
- ◆ Advanced Financial Modeling (Core Model) & Valuation Analysis
- ◆ Revenue and Segment Build-up Model
- ◆ Trading & Deal Comps Analysis

Merger Modeling Topics

- ◆ M&A Deal Structuring and Merger Modeling
- ◆ Basic and Complex LBO Modeling & LBO Enhancements
- ◆ Advanced Merger Modeling
- ◆ Roll-Up Acquisition Modeling

Technical Applications & Topical Subjects

- ◆ Insurance Company and REIT Financial Modeling
- ◆ Overview of the Financial Markets
- ◆ Advanced Excel for Data Analysis + Intro to Macros

WHY CHOOSE WALL ST. TRAINING

We analyzed the current learning process in finance and Wall Street, figured out how teaching and training should be done and then implemented our learning processes. In short, our strengths that separate us from our competitors include:

- Hands-on, interactive, practical, non-theoretical, no "b.s." approach
- Training modules replicate exactly how it is done on Wall Street
- Blend of real-world and effective teaching style that is more down to earth and at the audience's level
- Fast-paced learning where the goal is for participants to become experts and extremely quick and efficient so they could spend more time on analysis of the numbers rather than pure number crunching
- Learn how to completely avoid using the mouse when building financial models
- Ability to translate difficult and advanced concepts into plain English while providing highly detailed explanations and intricacies; ability to integrate a variety of disparate topics into one focused theme
- Teach nuances and real-life intricacies, not just the basic how-to; we teach the rules and the exceptions!
- Models that are built more cleanly, more efficiently and are meant to be self-contained reference models
- Highly interactive, dynamic teaching approach – we guarantee you will learn AND have fun!

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UNIVERSITY TRAINING – SAMPLE CURRICULUMS

The following is a sample 2-day financial modeling training curriculum designed and targeted for undergraduate and MBA students. Please note that this is a sample curriculum that we would initially recommend and are fully customizable, in terms of content (more advanced or more basic), duration (shortened or expanded) and other desired components to meet specific needs.

In addition, all students receive access to applicable courses via our online video-based content. Prerequisites are meant to be done prior to the first day of live training and are available before and after training. Post-training supplements replicate live training content as a review and refreshers to hone in the concepts learned and are highly recommended as add-ons after training.

MERGER MODELING & LBO MODELING COURSES		
Go beyond the financial modeling and valuation techniques and learn about strategic alternatives to maximize the valuation of the target company. Understand the financial implications and comprehend the thought process and analytical skills beyond mergers and leveraged buyouts.		
Topic	Format	Duration
M&A Deal Structuring and Merger Modeling	100% Excel	1 day
Quick & Dirty LBO Modeling	100% Excel	½ day – ¾ day
Interview Prep & Career Development Workshop and Q&A	100% Excel	¼ day

Recommended Online Course Access:

Prerequisite: Financial Modeling & Valuation courses

Post-Training: Merger Modeling Basics; Quick & Dirty LBO Modeling; Advanced Excel for Data Analysis

These are intensive financial modeling training programs based off our training to large Wall Street investment banks and asset managers and are meant to challenge, teach and inspire you, not put you to sleep!

Pricing

- We offer substantial discounts on our courses to institutions of academia
- Our academic rates are usually flat daily fees for certain minimum headcounts plus travel costs (outside NYC)

Benefits

- Become extremely fast and efficient with Excel; apply these skills in many finance and related classes
- Instill and encourage you to apply thought and reasoning when building financial models
- Get on-going support from WST & participate in live forums & discussions
- Bridge the gap between academic theory and the textbook with practical, real-world application
- Enables you to take on more challenging tasks during summer programs, such as building financial models
- Be better prepared for year-round internships, full-time or post-MBA positions in boutique investment firms or firms with little or no formal training programs
- Elevate the entire quality & reputation of the university & college as students' skill sets are dramatically improved and become more heavily recruited

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MERGER MODELING

M&A Deal Structuring and Merger Modeling

Format: Discussion & Excel

Duration: 1 Day

This course focuses on the mergers and acquisitions process, the basics of deal structures, and covers the main tools and analyses that M&A investment bankers and acquirers utilize. Learn about common structural issues, crucial merger consequence analysis and structures and methodologies. Translate fundamentals into different modeling techniques, including the most basic and widely used back-of-the-envelope method, Accretion / Dilution, as well as a more robust combination analysis combining a Target and Acquiror's Income Statement. Learn how to sensitize basic deal structures and combination options.

Learning Objectives:

- Common structural issues in a transaction (stock vs. asset, 338(h)(10) elections)
- Merger consequence analysis including accretion / dilution and financial implications of a deal
- Build a fully functional accretion / dilution model that accounts for different transaction structures
- Learn how to sensitize financial projections and the financial impact on a transaction

Learning Goals:

M&A Deal Structuring:

- Review of various deal considerations and deal structuring options (cash vs. stock)
- Common structural issues in a transaction (stock vs. asset, 338(h)(10) elections)
- Buyer and seller preferences for various deal structures and rationale
- Tax implications of transactions based on deal structure and FASB 142 goodwill amortization
- Merger consequence analysis including accretion / dilution and financial implications of a deal
- Analysis of breakeven PE for both 100% stock and 100% cash considerations
- Dive deep into merger accounting for your merger model including NOL treatment and FMV step-up

Accretion / Dilution Modeling:

- Build dynamic merger consequence analysis (accretion / dilution) incorporating the following:
 - Synergies switch, cash vs. stock sensitivity
 - Amortization of goodwill switch (depending on purchase price allocation)
 - Common structural issues: Stock vs asset deals and 338 (h)(10) elections
 - Tax implications of transactions based on deal structure and FASB 142 goodwill amortization
 - Analysis of breakeven PE for both 100% stock and 100% cash considerations
 - Calculate pre-tax and after-tax synergies / cushion required to breakeven

Simple Merger Modeling:

- Construct a merger model, simple combination of Income Statement for target and acquiror
 - Project simple stand-alone Income Statement for both target and acquiror
 - Analyze selected balance sheet figures and ratios and multiples
 - Estimate target valuation and deal structure
 - Calculate selected Pro Forma balance sheet items
 - Combine target and acquiror's Income Statement and estimated synergies
 - Calculate cash flow for debt repayments to estimate debt repayments and cash balances
 - Compute interest expense and interest income based on paydowns
 - Calculate accretion / dilution and credit ratios



LBO MODELING

Quick & Dirty Basic LBO Modeling

Format: 100% Excel

Duration: ½ Day – ¾ Day

In the normal course of running a company, the CFO must balance capital requirements with capital sources of funds. Changes to the capital structure are not insignificant as each component of capital has an opportunity cost. In this course, we introduce the impact of changes in capital structure and the resulting impact on a company's decision to borrow vs. raise equity. We quantify the thought process and the logic that dictates one or the other by examining both extremes of capital structure changes: from a simple small share repurchase to the opposite spectrum, the leveraged buyout. This class examines and incorporates all the major inputs and value drivers of capital structure changes by building a short, quick and dirty LBO analysis, providing an excellent condensed overview and introduction to LBO modeling. As LBOs are risky and complex financial transactions, sometimes, building a full-out, complex LBO model is not necessary or required if one just wants to quickly gauge the feasibility of an LBO.

Learning Objectives:

- Discussion on leveraged buyouts, including overview, rationale, ideal candidate and drivers of value
- Construct and sensitize a basic, quick and dirty, leveraged buyout model
- Incorporate fundamental drivers including Sources & Uses, Pro Forma, post-LBO projections, available cash flow, debt sweep, credit ratios and IRR

Learning Goals:

- Drivers of value from a financial point of view and changes in capital structure
 - Comparison to share repurchases and the lack of value creation
 - Counter argument of cost of capital, funding costs and opportunity costs arbitrage
 - Counter-counter argument of weighted average cost of capital changes
 - Final assessment of source of returns of LBOs
 - We first introduce the obvious rationales, then prove why that is wrong, then disprove the proof and disprove that and disprove that and finally agree on how corporate finance and the capital markets extract value from capital structure arbitrage
 - In short, participants might be thoroughly confused at first, but will finally understand every aspect of the value proposition by the time we are done!
- Discussion on LBOs, including: overview of LBO's, rationale for going private, ideal LBO candidate
- Create a quick and dirty, condensed LBO model from scratch
- Build a summary Sources and Uses of Funds analysis that dictates LBO value
- Construct a Pro Forma, post-LBO Income Statement projection model incorporating LBO changes
- Calculate cash flow available to firm through simplified debt sweep pay off high debt volumes
- Create condensed IRR (internal rate of return) analysis to evaluate financial sponsor returns
 - Comparison of IRR to multiple of capital as a return metric and benchmark
 - Identify true source of returns, from building of equity to time value of money
 - Compare and contrast returns trends based on exit multiple contraction or expansion
 - Discussion on why highly levered transactions must exit within 3 to 5 years
 - Analyze and partially quantify the trend towards dividends to financial sponsor as opposed to debt paydown
- Analyze basic credit and leverage statistics and equity sources that drive the LBO model

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