

November 2004

This is the next installment of our private equity updates. Last month, we described liquidity opportunities for VC and LBO firms via IPOs. This month, we turn to M&A exit opportunities for such firms.

M&A Statistics YTD

The M&A market is robust today, providing much needed liquidity to VC and LBO firms, and indicators look positive for continued near-term liquidity. As of 9/30/04, 247 VC-backed companies had completed deals this year¹. Available LBO data is limited. However, based on the 660 middle-market M&A transactions YTD, we estimate that 250-300 LBO-backed companies had completed deals this year. Of those reporting deal values, there was a 45% increase in average deal size for VC-backed companies and a 90% increase for LBO-backed companies, compared to 2003¹. Several factors may account for this valuation increase, including (1) improving economic conditions, (2) increased activity by strategic buyers and (3) greater availability of senior debt to LBO firms (banks loaned at the rate of 2.8x EBITDA in Q3 04 vs. 2.3x in 2003).

Sales to Strategic Buyers

Piper Jaffray M&A specialists are reporting that approximately 75% of buyers in Piper-advised deals are now strategic buyers, a dramatic increase from a year ago. Strategic buyers were largely absent during 2002-3 but began acquiring companies in earnest again in 2004. Large companies like Cisco, IBM, Medtronic, St. Jude, Symantec, Veritas and Yahoo have been actively buying VC- and LBO-backed companies this year. Cisco recently completed its sixth such acquisition when it acquired network security company Perigo, which was backed by Greylock. After focusing on survival the last few years, much of corporate America is once again seeking top line growth. However, innovation often being what it is (or rather isn't) at large companies, many realize they must look to outside entrepreneurs to supplement in-house R&D and creativity. At today's valuations, acquisitions enable strategic buyers to cost-effectively capture the innovation and time-to-market efficiencies of smaller companies.

Sales to Other Private Equity Firms

Around 1992, LBO firms started to exit portfolio companies by selling them to other LBO firms. A casual observer might ask why a LBO firm would buy a company that had already been through the buyout process. It turns out that LBO firms had evolved from being mere financial engineers to teams that add significant operational value to their portfolio companies. For example, if one firm bought a company and simply levered it up to earn a 2-5x return, another LBO firm with strong operating capabilities later could buy that company and again earn a 2-5x return by upgrading the company's IT system, adding more capable managers, expanding manufacturing capacity, lowering supply costs, opening new sales channels, etc. This is a simplistic example but each firm has its strengths and weaknesses. Where one firm's ability to add value to a portfolio company ends, another's ability to add value often begins.

This practice is now common. In such transactions, one should understand the seller's motivation, which is typically driven by normal holding period considerations, and the buyer's capability to wring additional value from the company. Investors should note that exposure to too many LBO firms could result in horse trading within their own portfolios of LBO funds—resulting in a distribution from one fund (net of carry!) and a corresponding capital call from another. Investing with smaller funds (including emerging managers) may help to alleviate this problem since such funds tend not to source deals from other LBO firms.

¹ Source: Thompson Venture Economics

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PRIVATE EQUITY PARTNERS II

Scott Barrington

612 303-1110
scott.l.barrington@pjc.com

Dan Donoghue

312 920-2132
daniel.j.donoghue@pjc.com

John Otterlei

612 303-6307
john.e.otterlei@pjc.com

Ross Widmoyer

612 303-5690
ross.w.widmoyer@pjc.com

PRIVATE CAPITAL GROUP

800 Nicollet Mall
MS: J09N03
Minneapolis, MN 55402

233 S. Wacker Drive
Suite 3620
Chicago, IL 60606

Find us on the web at
piperjaffray.com/fundoffunds