COURSE OBJECTIVE

Entrepreneurship, in the words of Paul Gompers, is “the relentless pursuit of opportunity without regard to resources currently controlled.” Entrepreneurial finance is, then, the collection of financial skills necessary to execute this apparent act of legerdemain.

If one is to pursue opportunity without regard to resources currently controlled, it is necessary to be able to identify attractive business opportunities, to estimate the resources necessary to undertake these opportunities, to secure such resources on favorable terms, and to prudently manage them in pursuit of the opportunity. The aim of this course is sharpen your skills in all of these activities.

Part I of Entrepreneurial Finance covers what might be called “small business survival skills,” including assessing financial performance, financial planning, identifying external financing needs and business valuation. Part II of the course will address the issues and challenges associated with one common source of financing for entrepreneurial enterprises: venture capital. In particular, we will analyze the terms and provisions of typical venture capital agreements, critically evaluate them and examine how they can be used to address the underlying risks and opportunities facing entrepreneurs and venture capitalists. We will also examine the structure of venture capital organizations and the issues associated with initial public offerings.

Entrepreneurial Finance is intended for individuals interested in careers in small businesses, family enterprises, entrepreneurial new ventures, and private equity and venture capital investing. The course should also appeal to individuals interested in general management careers in larger companies who believe that an entrepreneurial perspective is valuable in all walks of business life.

When you complete this course you should be able to:

- Assess company financial statements to identify strengths and weaknesses.
- Prepare pro forma financial forecasts and cash budgets.
- Estimate a company’s future need for external financing.
- Value business opportunities using three techniques: discounted cash flow, comparable firms and trades, and the venture capital method.
- Critically evaluate the terms and provisions in typical venture capital agreements.
- Understand the issues associated with initial public offerings (IPO’s).
REQUIRED MATERIALS

- Cases and readings available at the bookstore under the Entre/Fin. 557 course title.
- Note that additional course materials and course announcements are available on Canvas.

RECOMMENDED MATERIALS


GRADING AND WRITTEN DELIVERABLES

Your grade will be based on the following cases and your daily class work. For cases that are turned in, you should submit your write-up in PDF format via Canvas. Please do not post Excel or Word documents to Canvas, because they are typically very time consuming to print out and decipher.

GRADING

<table>
<thead>
<tr>
<th>Assignment</th>
<th>Due Date</th>
<th>Weight</th>
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<tbody>
<tr>
<td>Daily class work</td>
<td>Daily</td>
<td>30%</td>
</tr>
<tr>
<td>I. Calaveras Vineyards</td>
<td>Tuesday, Feb 9th</td>
<td>17.5%</td>
</tr>
<tr>
<td>II. Apex Investment Partners Part I</td>
<td>Tuesday, Mar. 1st</td>
<td>17.5%</td>
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<tr>
<td>III. Apex Investment Partners Part II</td>
<td>Tuesday, Mar. 8th</td>
<td>17.5%</td>
</tr>
<tr>
<td>IV. W.R. Hambrecht + Co.</td>
<td>Monday, Mar. 14th</td>
<td>17.5%</td>
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<tr>
<td><strong>Total</strong></td>
<td></td>
<td><strong>100%</strong></td>
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Daily class work grades will be based on three things: 1) your presence -- it's hard to contribute to class learning when you are not there, 2) my assessment of the extent to which you helped to make the class a productive learning experience, and 3) my assessment of the depth of your command of the material.

DAILY PREPARATION AND PARTICIPATION

Most of our class time will be devoted to discussion of assigned cases. To get the most out of class and high grade, you must prepare conscientiously and participate actively in class discussions. Failure to participate robs others of your perspective and increases the chances that the discussion will not be relevant to your interests and abilities. **Furthermore, participation is an important part (30%) of your grade. Those who fail to participate actively are effectively taking a zero for a substantial fraction of their course grade.** Those who participate actively and consistently by asking questions both of me and of other students, engaging in class debates and volunteering to present their solutions will receive high participation grades. Those who participate only sporadically and make only ‘off-hand’ or less substantial contributions will receive low participation grades. So please participate actively.

So what is conscientious case preparation? Read the case carefully; identify the principal issues to be addressed; attempt to analyze these issues using your common sense and any appropriate tools or techniques; and note any action recommendations implied by your analysis. Alternatively, if you find
yourself hitting a roadblock, try to articulate what your problem is. Oftentimes, identifying roadblocks is as valuable as a complete analysis.

For each case assigned you will note below that I have posed one or more preparation questions. The questions play several roles depending on the case. Usually the questions are simply to help you get started on your analysis, and you should not feel constrained by them. Nor should you assume that answering all of the preparation questions necessarily constitutes a complete analysis. In other instances, I may give you additional information in the questions, or when the case is a mechanical one, I may ask you to perform specific calculations.

Do not be surprised if after conscientious preparation you still feel there are some loose ends in the case you are not certain about. If it were otherwise, there would be nothing for you to learn in class, and I would have been guilty of selecting a case that was too simple. Your test of whether you are learning the material, and progressing adequately, should be how you feel after the class discussion, not before. You are doing fine if after a class discussion you believe you could adequately handle a similar situation in the future.

If you are not prepared, please notify me before class so we can all avoid embarrassment. If you have spent several hours on the case, but still feel unsure of your opinions, count yourself prepared. If you have made the effort, you should never feel embarrassed by the result.

ASSIGNMENTS

ASSESSING FINANCIAL PERFORMANCE AND FINANCING OPERATIONS

Tuesday, Jan.12 – Introduction and Lecture on Ratio Analysis, Sustainable Growth
   - Lecture on Projections and Cash Budgeting and Economic Profitability

Tuesday, Jan 19– Assessing a Firm’s Financial Health and Cash Budgeting
   Prepare: Spencer Sporting Goods
   a) What business is Spencer in? Who are his suppliers? Who are his customers? What is your assessment of his competitive position?
   b) Why does this profitable company need funding?
   c) Prepare an Excel spreadsheet with 5-year pro forma income statement and balance sheet to show Spencer’s funding needs over the next five years.
   d) Suppose you are advising Mr. Spencer. What changes would you recommend he make to improve his business and its financial condition? You may consider both changes to operations as well as strategies for Mr. Spencer to finance his operations. In making your recommendations, assume that the bank will not loan Mr. Spencer more than 60% of his accounts receivable balance.
   e) Using your forecasted income statement and balance sheets, conduct an EVA analysis to show that your changes add value to Spencer Sporting Goods. Assume Spencer Sporting Goods’ total cost of capital is 15%.

Tuesday, Jan. 26– Private Business Valuation: Lecture on Comparables and Discounted Cash Flow Valuation
   Read: A Note on Valuing Private Businesses

   Read: Higgins, Robert C. Analysis for Financial Management, chapters 8 and 9
PRIVATE BUSINESS VALUATION

Tuesday, Feb. 2 – Private Business Valuation: Implementing Discounted Cash Flow Valuation


a) What would you as an outside third party bid under the same conditions (with the same information) for the entire company (both halves)? Why?

b) What do you expect Albert Evans to bid for Gordon’s half interest? Why?

c) What should Gordon Whitlock bid for Albert’s half interest? Why?

Tuesday, Feb. 9 – Private Business Valuation: Implementing Discounted Cash Flow Valuation, con’t.

Graded Assignment I due at start of class today.

Prepare: Calaveras Vineyards UVA-F-1094

Please submit a brief (1 page) memo summarizing your discounted cash flow valuation of Calaveras Vineyards requested in question a) below. I anticipate you will submit a 1-page spreadsheet with your assumptions and calculations.

a) Assume you are advising Dr. Martinez (NOT THE BANK AS THE CASE SUGGESTS) in valuing Calaveras. Based on her projections (and including the additional 100K in capital expenditures per year starting in 1996 discussed in the case) prepare a discounted cash flow valuation of Calaveras Vineyards.

b) Would you advise Dr. Martinez to purchase Calaveras’ at the proposed price? Why or why not?

c) Does Dr. Martinez have any particular competitive advantage in running Calaveras relative to others, including the current owners?

d) If Dr. Martinez buys the company, how would her incentives change? Does that impact your answer to c) above?

-Lecture on Venture Capital Basics

Tuesday, Feb. 16 – Term Sheet Components

Read: Contracting and Control in Venture Capital 9-298-067

Prepare: Note on Contents of a Term Sheet 9-B02N-015

Make the following change to the information in Appendix A: In the ownership section of the term sheet, set the post-money shareholding of the ESOP plan to 760,000 shares. The total number of post money shares will thus be 15,708,716. Note that the ownership shares will also have to be adjusted. This will remove unnecessary complications in calculating the pre and post money valuations.

Carefully read and analyze the term sheet in Appendix A. You should focus on the valuation, securities, conversion, dividend, liquidation preference, price adjustment, voting rights, mandatory redemption and shareholders’ agreement sections of the term sheet. Be prepared to discuss and ask questions about the details of the provisions. In particular, consider the following questions:

1. What are the pre and post money valuations for this company? Does the pre money value belong to the entrepreneur?
2. How much will the VC receive in the event of an asset sale or merger? How does the VC’s payoff depend on the value of the company?

3. How much will the VC receive in the event of an IPO? How does the VC’s payoff depend on the value of the company?

4. Why are the payoff’s the entrepreneur structured this way? Draw a diagram of the entrepreneur’s payoff as a function of the value of the company. What basic financial instrument has a similar payoff function?

5. What does it mean that the preferred shares are 8% cumulative preferred stock? Does the dividend clause affect your answers to 2. and 3. above? What incentives do cumulative dividends give the entrepreneur?

6. Why does the Voting Rights section allow the Series X preferred shares to vote as if they were common shareholders?

7. How does the Price Adjustment Provision work and why is it included in the term sheet (Note: this provision is often referred to as a “full ratchet” provision)? For concreteness assume that, in the future, the company sought to raise funds from new investors (say, Series Y).
   a. Suppose the Series Y investors will invest $3M at an issue price of .2604 per share. What will the new capitalization table look like?
   b. Now, suppose the agreement did not contain a Price Adjustment Provision (i.e., no full ratchet) and a Series Y investor invested $3M at the same pre and post money implied by the example a) above (i.e. at an issue price of .50). What would the capitalization table look like in that event?
   c. How would your answer to a) above change if the Series Y investors wished to invest $3M the issue price was 1.50 per share?
   d. Why would a VC want to include such a provision in the agreement?

8. How does the mandatory redemption clause work and why is it included?

What restrictions does the term sheet place on future actions of the management?

Tuesday, Feb. 23 – Term Sheet Negotiations

Prepare: Trendsett

This case describes two aspiring entrepreneurs who have just received offering documents for venture funding (known as term sheets) from two venture capital firms. With neither of the entrepreneurs having experience in raising capital nor any legal background they are wondering how to compare the two proposals and which one they should choose. They need to make a decision fast.

Please consider the following questions:

a) What are the main differences and similarities between the two term sheets?

b) Prepare “water-fall” diagrams for each of the term sheets. Under what circumstances does the Alpha term sheet provide a higher payoff to Borg and Kushdog?

c) If you were the entrepreneur and could not negotiate any of the terms in either term sheet which one would you prefer?

d) How would you seek to alter the terms in each term sheet during negotiations with each venture capitalist? Which terms would you seek to alter first?
e) Does it make a difference to your answers whether you expect Trendsetter.com to grow as or grow slowly?
f) Does it make a difference to your wealth whether you expect to realize on Trendsetter.com through an IPO or a merger?
g) What aspects other than term sheets would you take into consideration when choosing among potential venture capital investors?

Tuesday, March 1– Term Sheets and Valuations

Graded Assignment II due at start of class today.


Read: How Venture Capitalists Evaluate Potential Venture Opportunities 9-805-019

AccessLine Technologies is a telecommunication company that has already raised funds from other investors at a high valuation. It is now seeking $16 million in Round B financing. Apex Investment Partners is a venture capital firm leading this financing round. One major area of discrepancy is the valuation for AccessLine.

Using a memorandum format, please answer the following questions. Please attach your spreadsheet analysis to your memo. Also, please ignore the warrants in the Series A term sheet.

Please consider the following questions:

a) Is AccessLine an attractive investment opportunity? Why or why not? What are the key risks associated with the investment?
b) How has AccessLine financed itself to date? Why have they chosen this strategy? What have been the implications for the firm? Why is Dan Kranzler now considering raising funds from Apex Investment Partners?
c) How attractive are the terms that AccessLine has proposed to Apex for the Series B financing? Does the deal structure adequately address the risks of the investment? What issues, if any should concern Apex?
d) Prepare a “water-fall” diagram for the proposed term sheet. How does it compare to the other term sheets that we’ve examined?

Tuesday, March 8 – Term Sheets and Valuations

Graded Assignment III due at start of class today.


Please address the questions below in a memorandum to Apex Investment Partners. Attach any spreadsheet analyses.

a) How, if at all, would you change the provisions in Accessline’s proposed term sheet for the Series B preferred stock? Specifically, how would you change the:

e) Valuation. You may use the following estimates for revenue and income, based on Access’s projections, to construct your own valuation. Use a discount rate of 60%.

<table>
<thead>
<tr>
<th>Year</th>
<th>Revenue</th>
<th>Net Income</th>
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</thead>
<tbody>
<tr>
<td>1997</td>
<td>120.3</td>
<td>8.8</td>
</tr>
<tr>
<td>1998</td>
<td>164.1</td>
<td>24.1</td>
</tr>
<tr>
<td>1999</td>
<td>208.0</td>
<td>45.8</td>
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</table>
a. Rights and preferences of the Series B preferred stock. These rights and preferences may include: dividends, liquidation preference, conversion, voting rights, anti-dilution protections, board representation etc. You may ignore registration rights.

b) What is your rationale for your proposed changes to the valuation? How do your changes to the Series B right and preferences address the risks associated with an investment in Accessline?

c) Do you see any trade-offs between the valuation and the rights and preferences of the Series B preferred stock?

d) How does the Series A investors’ power to veto a deal affect your proposed changes?

e) How would you convince Dan Kranzler to accept your changes?

– Lecture on IPO’s and other Exit Strategies

Monday March 14th Exit Strategies: The Initial Public Offering (IPO)

NO CLASS BUT FINAL GRADED ASSIGNMENT (IV ) due by 6:30 pm

Prepare: W.R. Hambrecht + Co: Open IPO

Please prepare a brief report addressing the following questions:

a) What offerings has W.R. Hambrecht + Co. underwritten since its founding?

b) What strategic considerations may an entrepreneur have to evaluate when determining whether to use the “Dutch auction” or the traditional IPO approach to taking a company public?

c) What are the motivations of underwriters in the “Dutch auction” verses the traditional IPO approach to taking a company public?

d) Why do you suppose that such a diverse mix of companies (some very large and well known and others very small) has chosen to forgo traditional offerings in favor of Dutch auctions? What is it about Dutch auctions that makes them attractive to very large and very small companies? How does this relate to your answers in parts a), b) and c) above?