Deutsche Bank Research

Rating Buy

North America United States

TMT Payments, Processors, & IT Services Reuters TVPT.N

Company

Travelport

Bloomberg TVPT US Exchange Ticker NYS TVPT

Raising Target Price on Sum of the Parts and LBO Analysis

Exploring non-core assets divestiture and LBO possibilities

As a follow-up to our March 27th note, <u>Activist Involvement Should Unlock</u> <u>Shareholder Value</u>, we refine our analysis using a sum of the parts approach and simple LBO analysis for the core GDS and Tech services business. Our analysis suggests a higher target price of \$25. We continue to believe that divestiture of eNett and other non-core assets including MTT and Locomote would help unlock shareholder value especially given the rich valuation for high-growth payment assets and mobility solutions. Also, we increasingly believe the likelihood of an LBO is higher given Elliott's historical precedence, recent transactions including PAY going private, and TVPT's solid FCF (10% FCF yield). TVPT's Annual General Meeting of Shareholders is scheduled at 2pm on Jun 27th in NYC.

eNett and MTT/Locomote could fetch ~\$700m

We believe eNett should be valued on a revenue multiple given the accelerated growth profile and potential for significant margin expansion, particularly for a strategic buyer. We model \$348m of gross revenues in 2019 and estimate \$122m in revenues after commissions. We assume 65% commissions, higher than the company average of 53% of Travel Commerce revenues. We conservatively assume an 8x revenue multiple below the average EV/Sales multiple of 10x+ for fast-growth payment companies. In addition, we expect that MTT/Locomote could generate ~\$100m in cash proceeds prior to taxes. TVPT had acquired MTT for 55m Euros in July 2015 and had acquired a 40% stake in Locomote in June 2016 for \$9m. We believe the company has a favorable tax rate as eNett is owned out of Singapore, so the tax leakage should be minimal. Please refer to the body for the detailed calculation.

Evaluating leverage constraints and equity requirement for the LBO deal

At our \$25 target price and assuming 6.5x leverage, we estimate ~\$873m of total equity contribution. Given Elliott's existing equity stake, we estimate only \$591m of additional equity contribution if Elliott's private equity arm, Evergreen Coast Capital partners were to be involved. Our 6.5x leverage is based on adjusted EBITDA for GDS/Tech Services excluding divestiture of non-core assets; however, the leverage will be significantly lower if we exclude public company costs namely regulatory and reporting costs and include the cost-savings benefits. Per Fitch Ratings, average leverage for LBO deals has increased to 6.4x in 1018, up from 6.2x in FY17 and 5.9x in FY16. In addition, 68% of the LBO deals had leverage over 6x in FY18 and 39% of the LBOs had leverage higher than 7x. Per Fitch, actual leverage for the LBO deals are most probably higher due to substantial

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Date 24 June 2018 Forecast Change

Price at 22 Jun 2018 (USD)	18.34
Price target	25.00
52-week range	18.98 - 12.43

Valuation & Risks

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Estimating IRR on the LBO deal

We estimate IRR of ~27% over a 5-year period from 2019 to 2023 based on ~\$873m of equity contribution and market cap of \$2.9bn when the company goes public in 2024. We conservatively estimate an exit multiple of 7.5x EV/ LTM EBITDA. We estimate the company to pay down debt from \$3.7bn to \$2.9bn and the leverage to decline below 4x due to a combination of debt pay down and EBITDA growth.

Technology and industry transition could be the impetus to go private

GDS industry is in transition with dynamic switching, NDC, and private channel deals. In addition, there is an exponential increase in the look to book ratio driving the need for rapid technology innovations to lower the cost of processing faster than the increase in search and shopping transactions. There is greater focus on the use of AI to deliver personalized results. Although TVPT has been working on these technology initiatives including lowering their response time, we believe the company may be able to accelerate these as a private company. In addition, merger with Travel technology company such as Farelogix or Accelya could further improve their value proposition especially given increased focus on retailing and merchandising and help TVPT close the offerings and perception gap with its competitors, Sabre and Amadeus. In addition, there is potential to explore deepening the relationship with TravelSky which has monopoly in the China domestic market.

Back-of-envelope calculation for SOP and LBO

We estimate that eNett, MTT, and Locomote could produce \$700m in proceeds after cash taxes. We estimate \$348m in eNett revenue as we conservatively model a 29% Y/Y growth rate in 2019, lower than DBe 39% Y/Y in 2018. Assuming 65% commissions, higher than the TVPT average of 53% of Travel Commerce revenues, we estimate eNett revenues after commissions to be \$122m. Given eNett's accelerated growth profile, we use an 8x EV/Sales multiple to get an estimated eNett Sale proceeds of \$973m. We justify the 8.0x multiple as high-growth payment companies trade at 10x+ sales multiple while Square trades at ~16x. Per these assumptions, TVPT would receive \$681m from the sale as they own a 70% stake. We estimate TVPT can receive \$100m in proceeds for the sale of MTT/Locomote as MTT was acquired for 55m Euros in July 2015 and acquired a 40% stake in Locomote for \$9m in June 2016. We estimate the cost basis for these sales to be \$300m and use a tax rate of 17% as eNett is owned out of Singapore. Based on our assumptions, total net proceeds after cash taxes for the divestiture of eNett/MTT/Locomote would be \$699m.

Figure 1: Proceeds from eNett/MTT/Locomote sale eNett/MTT/Locomote proceeds 2019 Assumptions DBe 39% Y/Y growth in 2018 and \$348 eNett revenues conservatively 29% Y/Y growth in 2019 TVPT average commission is ~53% of Travel eNett Commissions 65% Commerce revenues. We estimate higher commissions for eNett. eNett revenues - net of commissions 122 High growth payment companies trade at an EV/Sales multiples 8.0x average of 8x Sales multiples; SQ trades at 16x EV/Sales eNett Sale proceeds \$973 TVPT owns 70% stake in eNett and the rest is TVPT ownership 70% owned by Optal TVPT receipt from the sale \$681 TVPT acquired MTT for 55m Euros in July 2015 MTT/Locomote sale proceeds \$100 and had acquired a 40% stake in Locomote in June 2016 for \$9m Cost basis for eNett/MTT/Locomote \$300 DB estimates Taxes \$82 17% corporate tax rate in Singapore Total net proceeds post cash taxes \$699

Source: Deutsche Bank Equity Research

To calculate our target price, we assume \$2.7bn revenues and 23.2% EBITDA margins for TVPT, resulting in 2019 EBITDA of \$626m. Subtracting out eNett EBITDA of \$52m based on our 2019 assumptions of \$348m in revenues and 15% EBITDA margins and Locomote revenue of ~\$25m and 20% EBITDA margins, we estimate EBITDA for GDS and Tech Services of \$568m. Using a conservative 8.0x EV/EBITDA multiple, we estimate 2019 EV of \$4,548m and add the proceeds from the divesture for a resulting EV of \$5,247m. Subtracting out net debt of \$2,096m,

we reach an equity value of 3,151m for the remaining company and a target price of 25 based on an estimated share count of -127m.

Target price calculation	2019	Assumptions
EBITDA	\$626	DB estimates: \$2.7bn revenues/ 23.2% EBITDA margins
less EBITDA for eNett	\$52	\$348m in 2019 eNett revenues/ 15% EBITDA margins
Less EBITDA for MTT/Locomote	\$5	~\$25m of annualized revenues/ 20% EBITDA margins
EBITDA for GDS and Tech Services	\$568	
ev/ebitda	8.0x	
EV	\$4,548	
Plus contribution from divestiture	\$699	
EV	\$5,247	
Net Debt	\$2,096	
Equity	\$3,151	
Shares	127	
Target price	\$25	

In order to determine the total equity contribution, we first calculate the amount required to purchase outstanding equity, economic interest not owned in shares, and the existing debt. Elliott currently owns 8m shares with a remaining economic interest of 6.8m shares, thus leaving 112m shares remaining. Assuming a \$13 strike price on the 6.8m shares Elliott does not own, \$88m would need to be contributed in addition to \$2,801m for the remaining 112m shares at \$25. Additionally, TVPT net debt of \$2,096m added to the amount required to purchase the outstanding shares not owned by Elliott and the remaining economic interest results in a total purchase amount of \$4,986m.

We then use 6.5x leverage based on adjusted EBITDA for GDS/Tech Services excluding divestiture of non-core assets to reach new debt of \$3,695m. Subtracting the new debt and proceeds from divesture from the total purchase amount results in the incremental equity contribution of \$567m. Elliott's current equity contribution is \$282m, comprising total economic interest of 14.8m shares at \$25, less 6.8m shares of unowned shares at an estimated \$13 strike price. Adding the incremental equity contribution of \$591m to Elliott's current equity contribution of \$282m results in the total equity contribution is ~\$873m.

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Equity Contribution Calculation		Assumptions
Purchase price	\$25	
Elliot's Share Ownership (millions)	8	
Elliot's Economic Interest of 14.8m shares	6.8	
Shares remaining (millions)	112	
Amount required to purchase economic interest less shares owned (\$m)	\$88	Assuming \$13 strike price
Amount required to purchase outstanding shares not owned by Elliot (\$m)	\$2,801	112m stock outstanding; \$25 purchase price
Existing debt	\$2,096	
Total purchase amount	\$4,986	Amount required to purchase outstanding equity, economic interest not owned in shares, and existing debt
Proceeds from the eNett/MTT/Locomote	\$699	
2019 EBITDA for GDS/Tech Services	\$568	
LBO Leverage on GDS/Tech Services	6.5x	
New Debt	\$3,695	
Incremental equity contribution	\$591	Purchase amount less proceeds from divestiture and new debt
Elliot's current equity Contribution	\$282	
Total Equity Contribution	\$873	

For the leveraged buyout IRR, we make assumptions for EBITDA growth, CapEx growth, CLP growth, interest rate, and tax rate as outlined in the table below. We begin with debt from 6.5x leverage, use 2019E EBITDA for GDS and Tech Services to calculate the FCF. We assume a 7.5% interest rate through 2023 and 90% of 2019 CapEx after the divesture that will grow at a 4% rate. Additionally, we assume CLP will grow at 4% and use a 20% tax rate to calculate FCF. We assume that all of the FCF will be used to pay down debt. We assign an exit EV/ EBITDA multiple of 7.5x to 2023E EBITDA of \$773m resulting in EV of \$5,801m; less 2023 debt of \$2,938m results in a residual equity value of \$2,863m. As a result, we estimate an IRR of ~27% for the 5-year period from 2019 to 2023 based on ~\$873m of equity contribution and market cap of \$2.9bn when the company goes public in 2024. We estimate the company to pay down debt from \$3.7bn to \$2.9bn and the leverage to decline under 4x due to combination of debt paydown and EBITDA growth.

Ligura	E. Cimento	Calculation
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LBO - IRR Calculati	ion	Assumptions								
		EBITDA grew at CAGR of 4% from 2012 to 2017;								
EBITDA growth	8%	however, v	ve expect tł	ne adjuste	d EBITDA gr	rowthto				
		accelerate	driven by co	ost takeou	t initiatives					
		Assuming 9	0% of 2019	CapEx pos	t divestitur	eand				
CapEx growth	4%	CapEx grow	/th slower t	han reven	ues as the c	ompany				
		migrates to) Cloud							
		Customer L	oyalty Prog.	ram (CLP)	grew at CA	GR of ~4%				
CLP growth	4%	from 2012 -	2017 and w	e estimate	e similar gro	owth				
		profile goir	ng forward.							
latevest vete	7.5%	Blended in	terest rate (of Libor + 4	00bps and 1	LIBOR				
Interest rate	7.3%	floor of 350)bps							
T	20%	TVPT profit	s are taxed	in UK whe	re the corp	oratetax				
Tax rate	20%	rate is ~20%	6							
		Interest			Тах	505	D-14			
	EBITDA	Expense	СарЕх	CLP	Expense	FCF	Debt			
LBO							\$3,695			
2019	\$568	(\$277)	(\$122)	(\$96)	(\$15)	\$58	\$3,637			
2020	\$614	(\$273)	(\$127)	(\$100)	(\$16)	\$98	\$3,539			
2021	\$663	(\$265)	(\$132)	(\$104)	(\$17)	\$144	\$3,394			
2022	\$716	(\$255)	(\$138)	(\$108)	(\$18)	\$198	\$3,197			
2023	\$773	(\$240)	(\$143)	(\$112)	(\$20)	\$258	\$2,938			
Exit EV/EBITDA	7.5x									
multiple	4									
EV	\$5,801									
Less debt	\$2,938									
Equity	\$2,863									
Equity Contribution	Residual Equity Value	XIRR								
4 14 10040	1/1/2024									
1/1/2019										

Source. Deutsche Bank Equity Research

LBO leverage justification

We believe our leverage assumption of 6.5x is justifiable as leverage on software LBOs is rising and deleveraging is slow according to S&P financial as leverage for deals from 2015-2017 has averaged 6.4x when it previously averaged 5.9x from 2012 to 2014. Per Fitch Ratings, average leverage for LBO deals has increased to 6.4x in 1Q18, up from 6.2x in FY17 and 5.9x in FY16. In addition, 68% of the LBO deals had leverage over 6x in FY18 and 39% of the LBOs had leverage higher than 7x. We highlight these trends in the recent transactions of Barracuda Networks' leverage of 6.0x, Husky Injection Molding Systems' leverage of 6.8x, and Pro-Mach Group's leverage of 7.3x. Per Fitch, actual leverage for the LBO deals is most probably higher due to substantial EBITDA adjustments. Accordingly, we don't anticipate any concerns with the Federal Reserve's Interagency Leveraged Lending Guidance.

Interest rate assumption

We conservatively assume a 7.5% blended interest rate of LIBOR +400bps above the average spread over LIBOR of +354bps as of early June, according to LCD. We

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also conservatively estimate a LIBOR floor of 350bps compared with the current LIBOR rate of ~200bps.



Leveraged loans issuance - healthy market for PE deals

We highlight the healthy market for leveraged loans as economic expansion encourages PE deals that are more aggressive with increased leverage. We note that the leveraged loan market in the U.S has been growing and is approaching \$1 trillion as debt levels are increasing.



Read-through from ATHN and other Elliott activist involvement

Elliott's success in the past activist actions reinforces our view of a high likelihood to divest the non-core businesses and the potential to take the company private. We do acknowledge that the time frame could be stretched out given TVPT's pushback and may get stretched similar to ATHN, Compuware, and Riverbed.

Please see below for recent history of Elliott's involvement in public companies taken from the analysis performed by our Healthcare Technology & Distribution team led by analyst Glen Santangelo. His research report can be found here: athenahealth Inc : Increased Conviction That Deal is Likely - And at a Price Greater Than \$160

ATHN:

- May 18, 2017: Elliott Management announced 9.2% stake in ATHN
- May 7, 2018: Elliott Management proposes to acquire ATHN for \$160 per share in cash, representing a premium of 27%
- June 6, 2018: ATHN CEO, Jonathan Bush, stepped down and the company announced that it was exploring strategic alternatives.

Compuware:

- December 2012: Elliott Management publicly made an offer of \$11/share to buy Compuware, which was rejected.
- February 2013: Compuware began exploring a sale, according to Reuters.
- January 2014: Elliott Management and Compuware reach an agreement to end the takeover bid. The agreement included the nomination of two new board of directors, and a new committee to advise the company.
- December 2014: Compuware was sold to Thoma Bravo for \$10.75/share.

Riverbed:

- January 2014: Elliott Management publicly made an offer of \$19/share to buy Riverbed.
- February 2014: Elliott Management publicly raised the offer to \$21/share, which was rejected.
- April 2015: Riverbed was sold to Thoma Bravo for \$21/share.

Other Deals:

- Qlik: Elliott disclosed an 8.8% stake in March 2016, and Qlik was sold in June 2016 for \$3.0bn.
- BMC: Elliott disclosed a 5+% stake in May 2012, and BMC was sold in May 2013 for \$6.9bn.
- Lifelock: Elliott disclosed an 8.8% stake in June 2016, and Lifelock was sold in November 2016 for \$2.3bn.
- Gigamon: Elliott disclosed a 15.3% stake in May 2017, and Elliott purchased all of
- Gigamon for \$1.6bn in October 2017.

Background on Elliott's involvement and Margin Expansion Opportunity

Elliott pushes for strategic review and sale of business; LifeLock, Gigamon, and CTSH potential precedents

On 26 March 2018, Elliott filed a 13-D announcing a 11.8% stake in TVPT, with total economic exposure of 14.8m shares, which includes ~8m common shares and the rest through a combination of physical derivative agreements and cash derivative agreements. Elliott plans to discuss operational and strategic opportunities with the company to maximize shareholder value. More importantly, Elliott wants TVPT to conduct a strategic review and evaluate the sale of the company or parts of its businesses. Elliott also plans to be a potential buyer through its private equity arm, Evergreen Coast Capital Partners, and, according to Reuters, has talked with investment banks to raise financing for a potential bid. The move echoes a similar strategy that Elliott took in selling LifeLock to Symantec, and in purchasing software firm Gigamon Inc last year. Furthermore, Elliott's involvement in CTSH in Nov. 2016 led to CTSH committing to significant non-GAAP operating margin expansion from a historical 19-20% band to 22% and \$3.4bn of ASR over 2 years.

EBITDA margin expansion potential by lowering SG&A

We believe there is potential to expand margins by 300-500bps to 26-28% by lowering SG&A expenses, which could drive ~30-50% EPS accretion. SG&A expenses for TVPT are 17% of revenues. In contrast, SABR's SG&A expenses for Travel Network are 5% of revenues, and allocating 70% of the corporate costs to the Travel Network segment (commensurate with revenues), SG&A expenses would be ~10% of Travel Network revenues. Although the company has taken measures to lower technology costs, including divesting IGTS, outsourcing/ offshoring to TCS, and closing one data center, we believe there is potential for further technology cost optimization. TVPT's EBITDA margins are ~23% (~24% ex. eNett) while SABR's travel network margins are ~36%. Allocating 70% of corporate EBITDA expenses still implies ~30% EBITDA margins.

The argument for TVPT's lower margins revolve around lower market share vs GDS peers

The argument for TVPT's lower margins revolve around its sub-scale business, due to lower market share and three different booking databases (Apollo, Galileo, and Worldspan). However, we believe the mix of business bodes well for higher booking fees and potentially higher margins, while single pricing and search/ shopping engine bodes well for efficiency:

TVPT has a lower market share of ~20% compared with SABR's 36%; however, TVPT's Travel Commerce revenues (ex-eNett) are ~80% of SABR's Travel Network revenues. We believe the higher revenue per booking is attributable to geographical mix, higher percentage of Away segments, and Beyond Air bookings (namely Hotel and Car rentals). TVPT's 20% market share is based on SABR's 36% market share and AMS's 44% market share.

- Over 60% of TVPT's bookings are generated outside of the US compared with 47% for SABR. International booking fees are higher compared with booking fees in the US due to a fragmented supplier base, while commissions on average are lower internationally due to its fragmented customer base (namely agencies). In addition, booking fees for Hotels usually tends to be higher than Air. So, geographical and product mix bodes well for higher revenues.
- TVPT has 3 backend booking databases, but single pricing and search/shopping engine. As SABR doesn't split out technology costs, we look at the combined agency commissions and technology costs for TVPT, which are comparable with SABR's Travel network cost of service. Gross margins (including commissions and technology costs) are in the ~40% range for both companies.

Travelport 2018 preview

We conservatively estimate TVPT 2Q18 revenues of \$632m (3.3% Y/Y) below consensus revenue estimates of \$638m but our EPS of \$0.35 is above consensus EPS of \$0.31. We expect International revenues to come in at \$446m (4.1% Y/Y), US revenues to come in at \$159m (2.0% Y/Y), and Technology Services revenues of \$27m (-3.4% Y/Y). We estimate Travel Commerce revenues of \$605m (3.6% Y/Y). We are modeling adjusted EBITDA margins of 23.3%, above consensus estimate of 22.8%.

We estimate Air revenues to be roughly flat in 2Q18 due to Flight Center headwinds but modest improvement from 1Q18 due to the timing of the Easter. We expect the Beyond Air to deliver robust 11% Y/Y growth driven by eNett.

The majority of TVPT contracts are booked and billed in USD (~95% of revenue). ~25% of COGS are denominated in non-USD currencies consisting of GBP, EUR and AUD. eNett revenues are exposed to FX particularly EUR and AUD.

турт	Consensus	2Q18 DB est
International Revenue		445.6
Y/Y Growth		4.1%
US Revenue		159.1
Y/Y Growth		2.0%
Technology Services		27.4
		-3.4%
Total Revenue	638.1	632.0
Y/Y Growth	4.2%	3.3%
Travel Commerce Revs		604.7
Y/Y Growth		3.6%
Adjusted EBITDA	\$145.6	\$147.0
margins	22.8%	23.3%
Adjusted tax rate		24%
Adjusted EPS	\$0.31	\$0.35

Segment growth by geography

We expect stable segment growth in all geographies except Asia Pacific where the loss of Flight Center could lead to continued incremental headwinds.



Figure 8: Segment growth

Travel Commerce Segments	Q1'2017	Q2'2017	Q3'2017	Q4'2017	2017	Q1'2018	Q2'2018E	Q3'2018E	Q4'2018E	2018E
Asia Pacific	19	18	18	15	70	16	16	17	15	65
Europe	23	20	20	20	83	26	20	21	20	87
Latam & Canada	5	5	5	4	18	5	5	5	4	19
Middle East & Africa	9	9	9	9	37	10	10	10	9	38
United States	36	35	33	30	134	36	35	35	30	136
Total	93	86	85	78	343	92	86	87	80	345
Segment Growth y/y										
Asia Pacific	13%	4%	6%	-5%	5%	-16%	-11%	-3%	1%	-8%
Europe	. 2%	-3%	3%	3%	1%	9%	3%	3%	2%	4%
Latam & Canada	2%	0%	10%	7%	5%	2%	5%	5%	4%	4%
Middle East & Africa	-3%	-5%	1%	4%	-1%	2%	3%	4%	4%	3%
United States	2%	0%	-2%	-1%	0%	-1%	1%	3%	3%	2%
Total	4%	0%	2%	0%	1%	-1%	-1%	2%	3%	1%

Source: Company data, Deutsche bank estimates

FY18 Estimates vs. Guidance

For FY18, we are estimating revenues at \$2,573m (5.1% Y/Y) slightly above consensus \$2,570m (5.0% Y/Y), adj. EBITDA of \$593m vs consensus estimate \$601m, adj. EPS of \$1.40 slightly below consensus, and an unadjusted FCF estimate of \$219m for FY18.

Figure 11: FY18 estimates v	s. consensus		
	Consensus	FY18 DB Est.	Guidance
International Revenue		1847.4	
Y/Y Growth		6.2%	
US Revenue		618.5	
Y/Y Growth		2.9%	
Technology Services		106.7	
		0.5%	
Total Revenue	2569.7	2572.6	2,535 - 2,585
Y/Y Growth	5.0%	5.1%	4 - 6%
Adjusted EBITDA	600.5	593.4	585 - 605
Adjusted EBITDA margin	23.4%	23.1%	23.1% - 23.4%
Adjusted EPS	\$1.42	\$1.40	1.34 - 1.46
FCF		218.8	210 - 230

Source: Deutsche Bank estimates, FactSet, Company data

Appendix 1

Important Disclosures

*Other information available upon request

Disclosure checklist			
Company	Ticker	Recent price*	Disclosure
Travelport	TVPT.N	18.34 (USD) 22 Jun 2018	1, 2, 7, 8, 14, 15

*Prices are current as of the end of the previous trading session unless otherwise indicated and are sourced from local exchanges via Reuters, Bloomberg and other vendors. Other information is sourced from Deutsche Bank, subject companies, and other sources. For disclosures pertaining to recommendations or estimates made on securities other than the primary subject of this research, please see the most recently published company report or visit our global disclosure look-up page on our website at https://research.db.com/ Research/Disclosures/Company/Search. Aside from within this report, important risk and conflict disclosures can also be found at https://research.db.com/Research/Topics/Equities? topicid=RB0002. Investors are strongly encouraged to review this information before investing.

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Historical recommendations and target price. Travelport (TVPT.N)



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Sell: Based on a current 12-month view of total share-holder return, we recommend that investors sell the stock.

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Equity rating dispersion and banking relationships



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