

Early Stage Small Business
Investment Companies
Webinar—*Existing SBIC Focus*

January 30, 2013



Table of Contents



SBIC Program Introduction: *pages 1-5*



Early Stage SBIC Program

pages 6-12



Questions and Answers

page 14

Appendix

page 15-33



The SBIC Program in Brief

- ▶ The SBIC Program is a multi-billion dollar, government-sponsored investment fund created in 1958 to bridge the gap between entrepreneurs' need for capital and traditional sources of financing:
 - SBA invests long-term capital in privately-owned and managed investment firms licensed as Small Business Investment Companies (SBICs)
 - For every \$1 an SBIC raises from a private investor, the SBA will typically provide \$2* of debt capital, subject to a cap of \$150 million
 - Once capitalized, SBICs make debt and equity investments in some of America's most promising small businesses, helping them grow

SBIC Success Stories

Costco	Amgen	Staples
Apple	Quiznos	Sun
Callaway	Adaptec	AOL
HP	Cutter & Buck	Intel
FedEx	Jenny Craig	Build-a-Bear
Outback Steakhouse	Nutri-systems	Adam's Respiratory (Mucinex)

* SBA provides leverage up to 3x private capital, but typically 2x.



Advantages of an SBIC

- **Leverage Benefits**

- ✓ **Flexible terms:** *Ten year debenture term with semi-annual interest payments avoids problem of duration mismatch.*
- ✓ **Rapid Deployment of Funds:** *Ability to raise typically two-thirds of a fund's capital from SBA, thereby minimizing the time they spend fundraising and focusing their efforts on investing.*
- ✓ **Increased Financial Scale:** *SBA leverage provides increased capital from which SBICs may fund more investments or increase funding to portfolio companies.*
- ✓ **Low cost of capital:** *SBA Debenture leverage interest rates based on 10 year treasury plus a market-based spread for liquidity and prepayment risk. See [website](#) for historic rates.*
- ✓ **Enhanced Returns to Private Investors:** *The low cost of capital increases returns to private investors in good performing funds. See appendix for historic SBIC Debenture performance.*

More Advantages of an SBIC

- **Organizational:**
 - ✓ **Flexible Fund Structure:** *The SBA licenses a variety of fund structures, including SBICs established as “drop-down” or “side-car” funds attached to an existing investment fund.*
 - ✓ **SEC Registration Exemption Benefits:** *SBICs are exempt from SEC registration requirements. Yet, LPs benefit from the careful monitoring done by the SBA, greatly reducing the risk for fraud and abuse.*
- **Friendly to Bank Investors:**
 - ✓ **Volcker Rule Exemption Benefits:** *Bank investments into SBICs are exempt from the 3% cap set forth by the Volcker Rule enacted by the Dodd-Frank Wall Street Reform and Consumer Protection Act (PL-111-203)”*
 - ✓ **Community Reinvestment Act:** *Investments in Small Business Investment Companies are presumed qualified for Community Reinvestment Act credits.*
- **The Opportunity of “Small Business”:**
 - ✓ *Despite being the bedrock of the American economy, the small business community is underserved and represents a value opportunity for investors.*

Table of Contents



SBIC Program Introduction

pages 1-5



Early Stage SBIC Program

Introduction

- Terms

- Proposed Licensing Process

pages 6-12



Questions and Answers

page 14

Appendix

page 15-33

Early Stage SBIC Initiative Introduction

Introduction

- ▶ Purpose: To Address Seed/Early Stage Investment Gap
 - ▶ Over last 5 years less than 10% of all U.S. Venture Capital dollars went to seed investments*
 - ▶ Almost 70% went to three states: California, Massachusetts, and New York*
- ▶ As part of Start-Up America, SBA will commit
 - ▶ Up to \$1 billion of Debenture leverage over 5 year period
 - ▶ To Early Stage SBICs
- ▶ Early Stage SBIC Final Rule
 - ▶ Posted on April 27, 2012 at <https://www.federalregister.gov/articles/2012/04/27/2012-10120/small-business-investment-companies-early-stage-sbics>.
- ▶ Early Stage Call Notice
 - ▶ Posted on December 18, 2012 at:
<https://www.federalregister.gov/articles/2012/12/18/2012-30431/small-business-investment-companies-early-stage-sbics>

*Source: Thomson

Small Business Administration



Early Stage SBIC Proposed Key Terms

Terms

Terms	Early Stage Debenture
Licensing	Annual Call Commitments limited to \$200 million per year up to \$1 billion total SBA has right to diversify across vintage years & geography
Private Capital	\$20 million minimum
Investments	50% of investment dollars into early stage (not yet achieved positive operating cash flow in any fiscal year prior to 1 st financing)
Maximum Leverage	Up to 1 tier of leverage, no greater than \$50 million
Term	Ten year maturity that may be repaid in full at any time without penalty
SBA Fees	1% Commitment Fee 2% Draw Fee Annual Fee paid quarterly with interest payments Licensing Fee: \$25,000 Examination Fees: Per 107.692 of proposed rule

Early Stage SBIC

Terms

Proposed Key Terms (continued)

Terms	Early Stage Debenture
Leverage Description	<p>Standard Early Stage Debenture:</p> <ul style="list-style-type: none">• Interest & charges due and payable Quarterly• Requires 5 years interest reserve (may be held as unfunded private capital commitments or in restricted cash) <p>Or</p> <p>Discounted Debenture:</p> <ul style="list-style-type: none">• Interest & charges discounted for first 5 years• Quarterly interest & charges payable after first 5 years• FHLBC's Debenture calculator provides current rates for Early Stage Debentures ; http://www.fhlbc.com/Documents/sbacalculatorpage.htm.
Distributions	<p>Per § 107.1180 of Proposed Rule, but in general:</p> <ul style="list-style-type: none">• Interest & charges must be paid prior to distribution• Below 50% Capital Impairment Percentage ("CIP"): Pro Rata on <i>cumulative</i> basis• At or above 50% CIP and above half a tier of leverage or Above Maximum CIP (generally 70% CIP): SBA gets distribution priority
Other Key Terms	<p>Annual Examinations</p> <p>Above 50% CIP</p> <ul style="list-style-type: none">• SBA has specific right to require valuations on your investments.• SBA takes all distribution priority if over half a tier of leverage <p>Above Maximum CIP (Generally 70% CIP)</p> <ul style="list-style-type: none">• SBA has right to promptly transfer SBIC to Office of Liquidation

Key Differences Between Standard Debenture, Participating & Early Stage

Term	Standard Debenture SBIC	Participating Sec. (not available)	Early Stage
Licensin			
Leverage	2 tiers up to \$150 million max	2 tiers up to legislated max	1 tier up to \$50 million max
Priv. Capital	\$5 million minimum	\$10 million minimum	\$20 million minimum
Investments	Broad range, but generally later stage and mezzanine	Broad range of equity investments	At least 50% in early stage
Leverage Description	Standard with semi-annual interest and annual charges Or 5 or 10 Year Discounted if LMI or Energy Saving Investment (pending final regulations)	SBA paid Interest (known as prioritized payments) to bond holders; SBICs only owed and repaid SBA out of profits.	Standard with 5 year interest reserve and quarterly interest and annual charges OR 10 Year Discounted
Profit Participation	None	SBA typically received about 8% of any profits	None
Distributions	SBICs may distribute profits without SBA approval. Return of capital more than 2% in any year must be approved by SBA	Complicated, but in general, prioritized payments to the extent of profits, return of capital.	<ul style="list-style-type: none"> Below % CI
Surrender	Repay all leverage	Generally needs to repay leverage & realize all earmarked assets prior.	

Licensing Process

Milestone	Track 1 – Applicants with Capital	Track 2 – All Other Applicant
Initial Review Period		
<ul style="list-style-type: none"> Management Assessment Questionnaires (“MAQs”) Due 	5 p.m. ET March 1, 2013	5 p.m. ET March 30, 2013
<ul style="list-style-type: none"> Interview Period 	March 25, 2013— March 29, 2013	June 3, 2013— June 14, 2013
<ul style="list-style-type: none"> Anticipated Green Light Decision 	April 30, 2013	September 27, 2013
Licensing Period		
<ul style="list-style-type: none"> Licensing Applications Due with at least \$20 million in Regulatory Capital and desiring to be licensed by September 30, 2013. 	5 p.m. ET June 7, 2013	
<ul style="list-style-type: none"> All other Applicants with Green Light Letters 		No later than one year from issuance of Green Light Letter
<p><u>Notes:</u></p> <ul style="list-style-type: none"> SBA reserves the right to change these timelines as needed. SBA will update this website should these dates change. Applicants will be notified by email. SBA expects to issue additional calls for Early Stage Fund Managers on an annual basis. SBA will announce these calls via a call notice in the Federal Register. 		



SBA Evaluation Criteria

Same as in Standard SBIC Program

Manager Assessment	Performance Analysis
<ul style="list-style-type: none"> • Proven investment experience • Balanced track record among principals • Evidence indicating a cohesive & effective team • Principals with strong, positive reputations • Robust investment and due diligence process 	<ul style="list-style-type: none"> • High quality track record with transactions analogous to those proposed for the SBIC strategy • Evidence past returns could have supported SBIC cost of leverage and met or exceeded targets • Analysis of fund performance measured against peer funds
Strategy Evaluation	Fund Structure & Economics
<ul style="list-style-type: none"> • Clearly articulated focus and investment thesis • Evaluation of targeted transaction size, investment themes and type instruments to be used • Clear indications proposed investments will fund eligible “small businesses” 	<ul style="list-style-type: none"> • Structure of LP preferred return • GP carry, management fees and vesting schedules in line with industry norms • Alignment of carry distribution with time dedication and level of responsibilities • Investment and reserve strategy; strategy to make SBA interest payments



Table of Contents



SBIC Program Introduction

pages 1-5



Early Stage SBIC Program

pages 6-12



Questions and Answers

page 14

Appendix

page 15-33

Questions

- ▶ Frequently Asked Questions (“FAQs”) will be posted at
 - ▶ <http://www.sba.gov/category/lender-navigation/sba-loan-programs/sbic-program/general-information/early-stage-sbic-initi>
- ▶ Q & A



Appendix to Early Stage SBIC
Presentation



Standard SBIC Leverage Products

Standard Debenture

Discounted Debenture

Amount:	Typically 2x (but up to a maximum of 3x) the capital raised from private investors
Term:	10 years with principal payment due at maturity NO prepayment penalty
Interest:	Semi-annual payment based on a spread above the 10-year Treasury note
Fees:	1% commitment fee; 2% drawdown fee Annual fee payable semi-annually
Uses:	Investments in small businesses as defined by the SBA Office of Size Standards and federal regulations, generally in later stage and “buyout” transactions. Real estate and project finance generally prohibited.

Standard SBIC Leverage Products

Regular Debenture

Discounted Debenture

Amount:	Typically 2x (but up to a maximum of 3x) the capital raised from private investors
Term:	5 or 10 years with principal payment due at maturity NO prepayment penalty
Interest:	Semi-annual payment for last five years of 10 year note only; based on spread above 10 year Treasury note
Fees:	1% commitment fee; 2% drawdown fee Annual fee payable semi-annually for 10 year bond only
Uses:	The discounted debenture is appropriate for debt and equity funds with an investment focus on small businesses in low-to-moderate income areas OR (pending regulations in 2012) energy saving investments .

What is CIP?

- ▶ CIP is the key regulatory metric SBA uses to determine an SBIC's financial health.
- ▶ CIP is defined by [13 CFR 107.1840](#), but *in general*
 - ▶ Represents operating and investment losses as a percentage of private regulatory capital.
 - ▶ Realized losses can typically be offset by unrealized appreciation only in qualifying securities:
 - ▶ 80% of Class I (Publicly traded and marketable securities)
 - ▶ 50% of Class II (Privately held securities that received a substantial investment by outside investor within past 24 months).
 - ▶ Other securities (not qualifying as Class I or Class II) cannot offset realized losses, but can offset unrealized losses.
- ▶ Maximum allowable CIP
 - ▶ Depends on leverage ratio (leverage to Private Regulatory Capital) and the percentage of equity
 - ▶ Typically 40 to 50% for most SBICs issuing Debentures



CIP Example

- ▶ Private Regulatory Capital = \$25 million
- ▶ Operating & Investment Realized Losses = \$10 million
- ▶ Net Appreciation = \$5 million
 - ▶ Depreciation = \$3 million
 - ▶ Appreciation = \$8 million as follows:
 - ▶ Class I - \$1 million
 - ▶ Class II - \$2 million
 - ▶ Other - \$6 million

Note: This equation changes based on amounts of Class I and II relative to Net Appreciation.

$$\text{CIP} = \left[\frac{-\$10 \text{ million} + 80\% \times \$1 \text{ million} + 50\% \times \$2 \text{ million}}{\$25 \text{ million}} \right] \times 100$$

= 32.8%

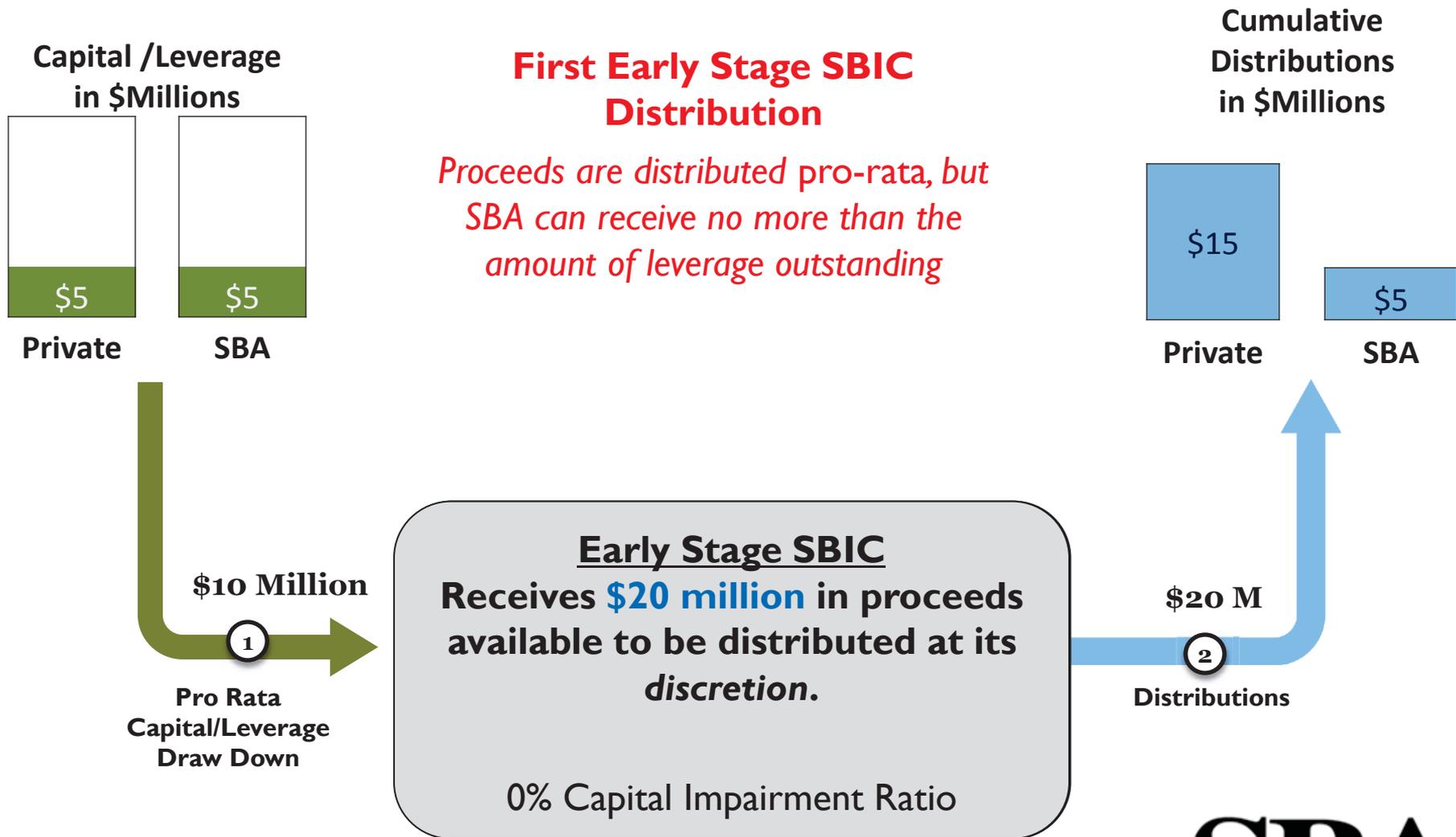


Key SBA Rights if SBIC's CIP Over Maximum Allowable

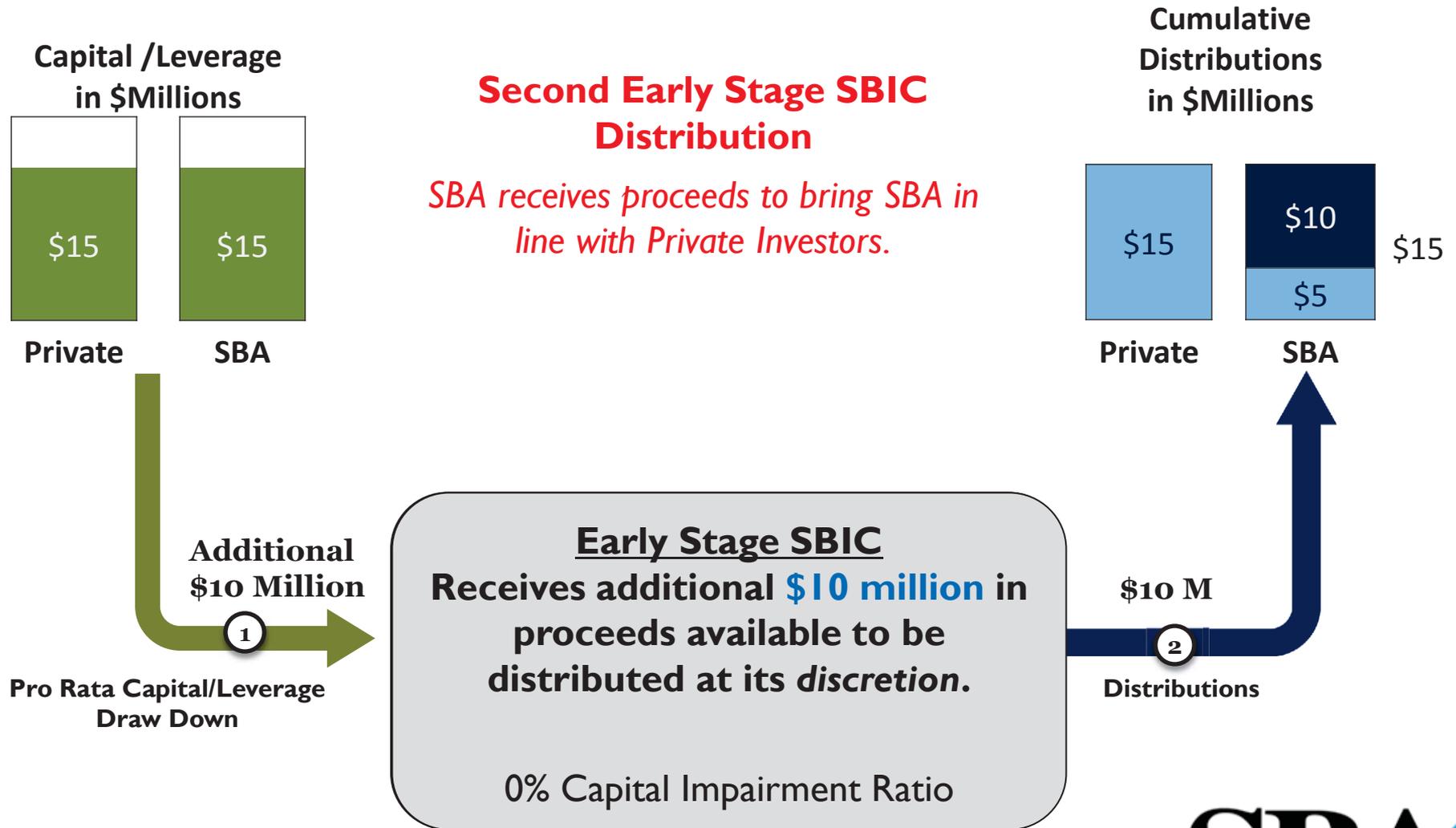
- ▶ Deny leverage commitments and draws
- ▶ Transfer to the Office of Liquidation
- ▶ If settlement cannot be reached in Liquidation, SBA may utilize receivership.
- ▶ [13 CFR Part 107, Subpart J](#) discusses SBA's rights in conjunction with a Licensee's Noncompliance With Terms of Leverage



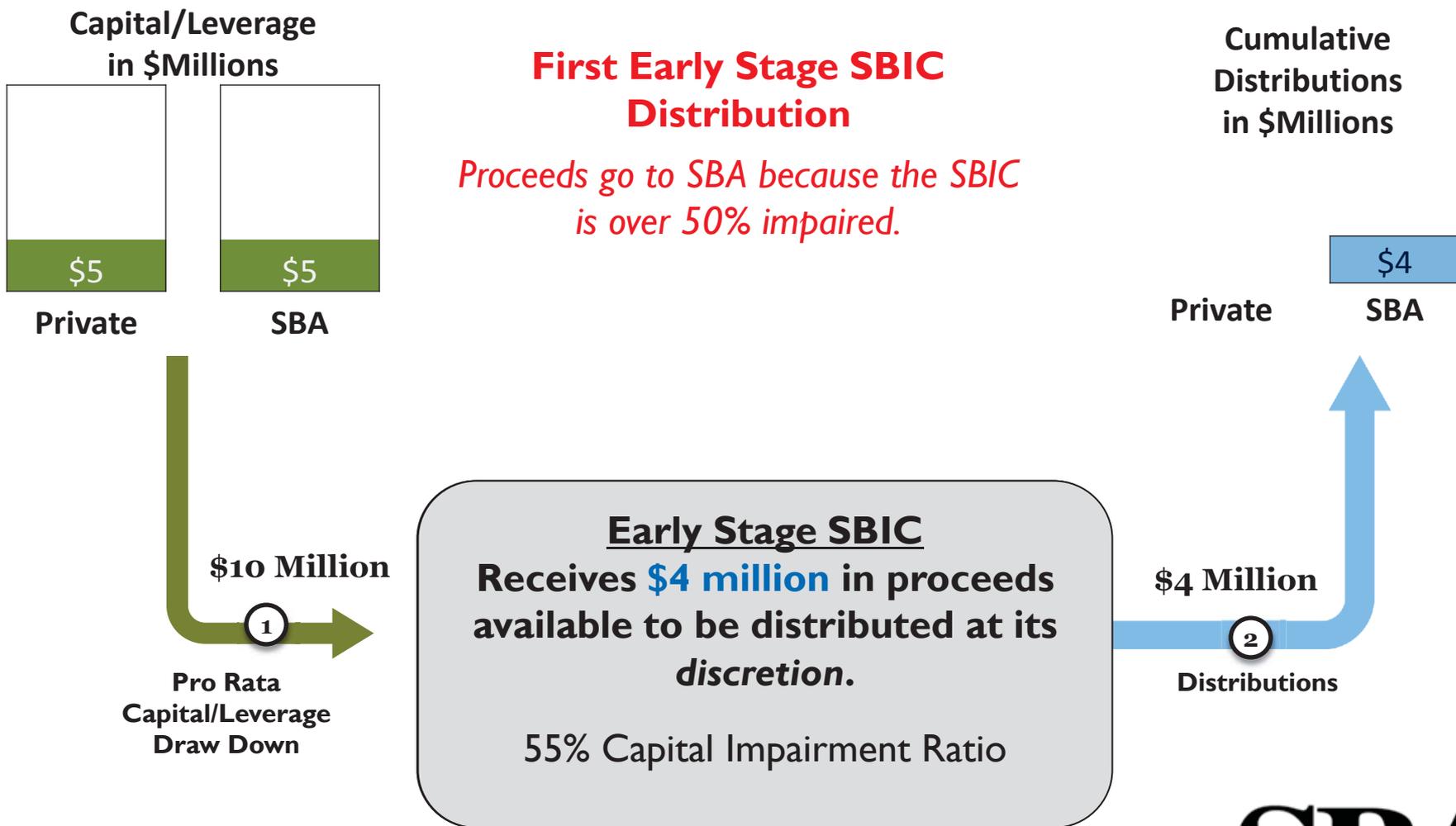
Early Stage Distribution Example 1: SBA Catch-Up First Distribution



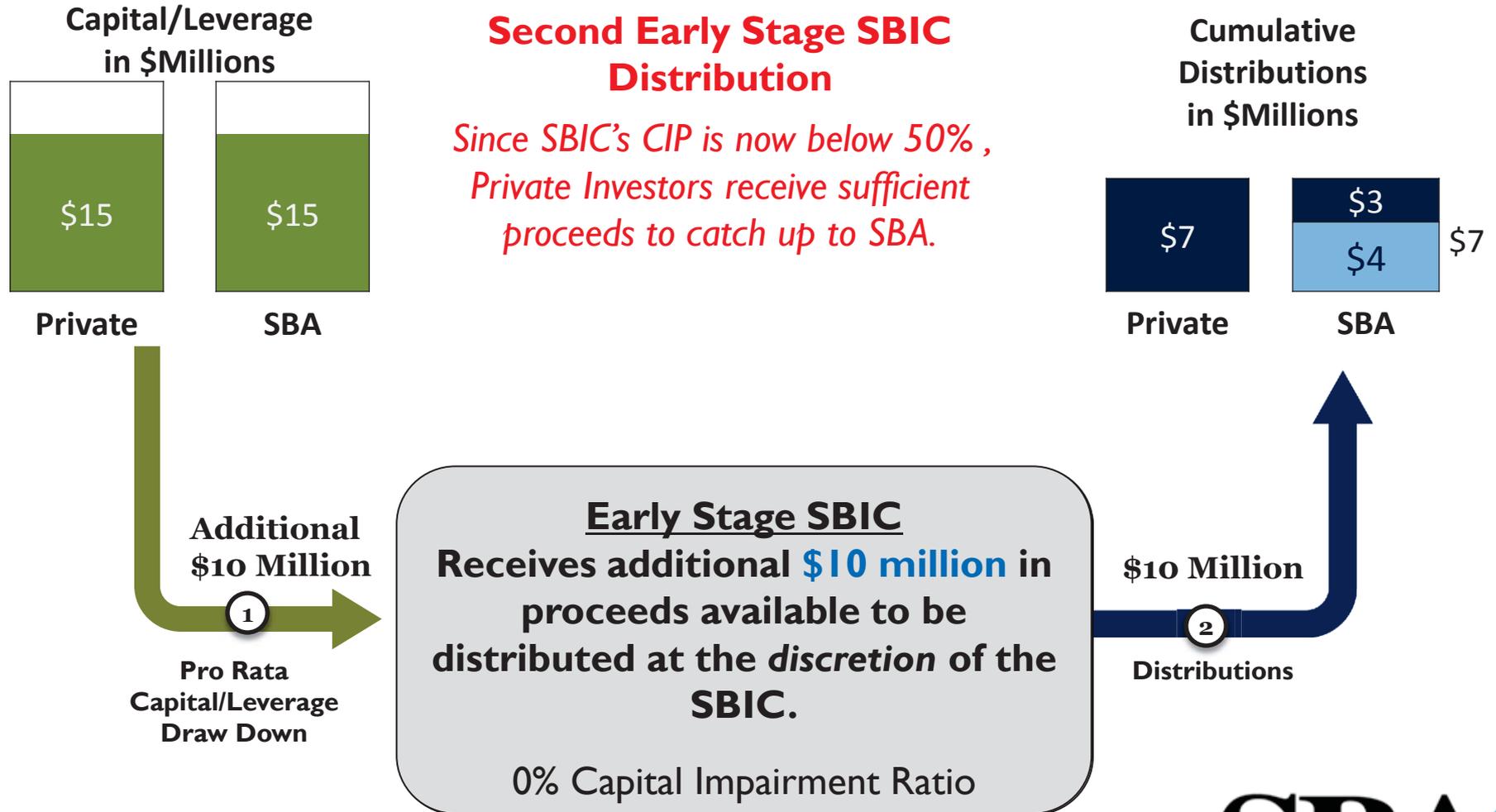
Early Stage Distribution Example 1: SBA Catch-Up Second Distribution



Early Stage Distribution Example 2: LP Catch-Up First Distribution



Early Stage Distribution Example 2: LP Catch-Up Second Distribution



Example Early Stage Distribution

Amounts in \$ Millions

	<i>Draws: \$10 - Private \$10 - SBA Lev.</i>	<i>No additional draws prior to next distribution.</i>	<i>Additional Draws: \$10 - Private \$10 - SBA Lev.</i>
	<u>Distribution 1</u>	<u>Distribution 2</u>	<u>Distribution 3</u>
Capital & leverage draws			
Distribution Amount	\$10.0	\$15.0	\$10.0
<i>CIP</i>	10%	0%	15%
<i>Distribution</i>			
SBA Share	\$5.0	\$5.0	\$7.5
Private Share	\$5.0	\$10.0	\$2.5
<i>Cum. Distributions</i>			
SBA	\$5.0	\$10.0	\$17.5
Private	\$5.0	\$15.0	\$17.5
	<u><i>Why?</i></u>	<u><i>Why?</i></u>	<u><i>Why?</i></u>
	<i>Pro rata distribution</i>	<i>SBA can receive no more than its outstanding leverage.</i>	<i>Allows SBA to catch up.</i>

Cumulative basis allows “catch-up” by SBA and LPs. (See appendix for more examples.)



Historical U.S. Venture Performance

U.S. Venture Funds Vintage Years 1986 - 2005
 Median Net Multiples by Quartile
 As of June 30, 2011

Quartile	Median Net Multiples		May Benefit from leverage
	Venture	Seed and Start-up (Fund Size = \$40 to \$100 million)	
1	2.60	3.66	Likely
2	1.65	1.96	Likely
3	1.08	1.39	Unlikely
4	0.66	0.69	No

Only Quartile 1 and 2 funds are likely to benefit from this program.

Sample Size 953

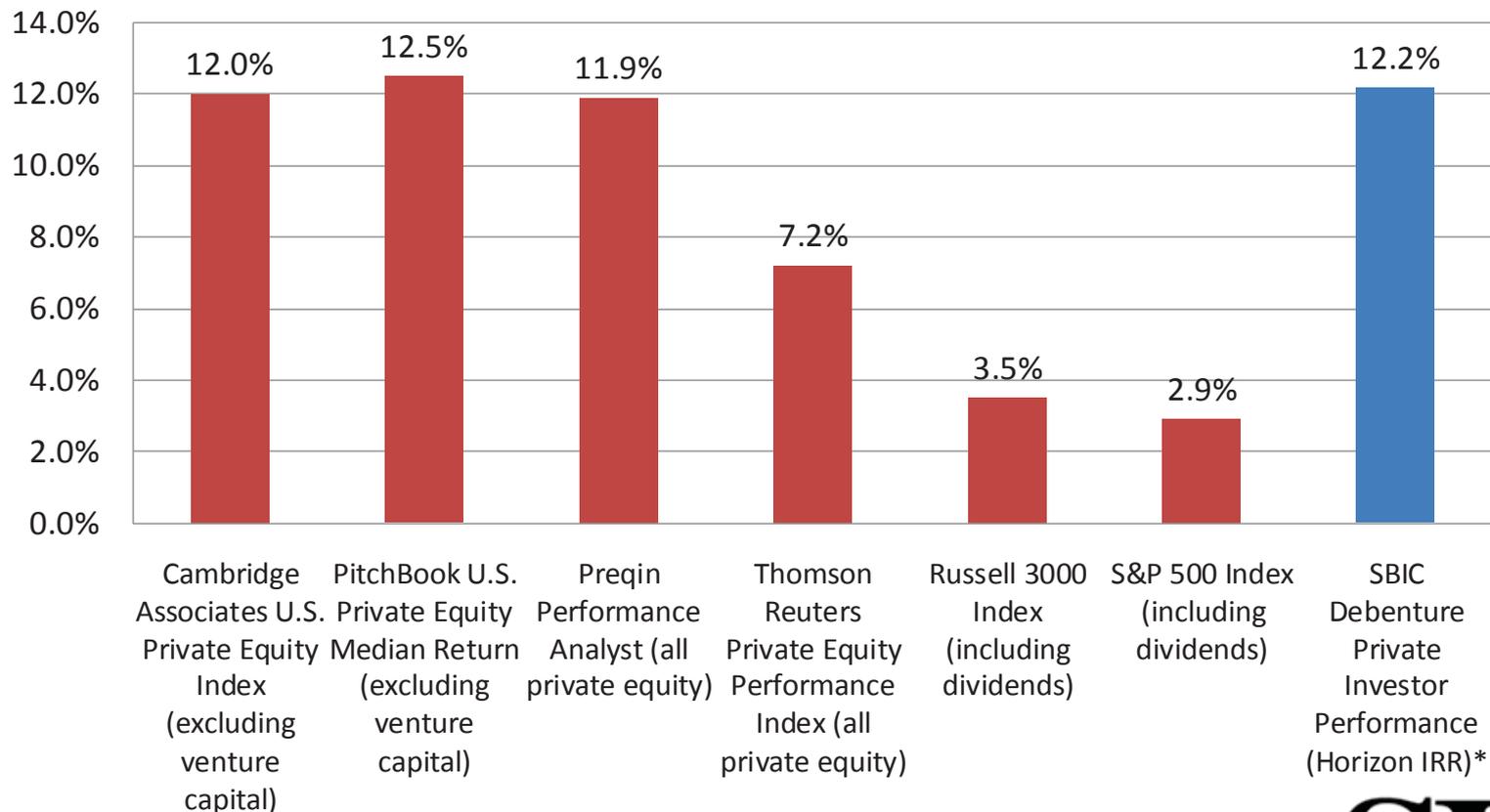
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Source: Thomson One

Seed and start-up funds with fund sizes between \$40 to 100 million have performed similar to the rest of venture.

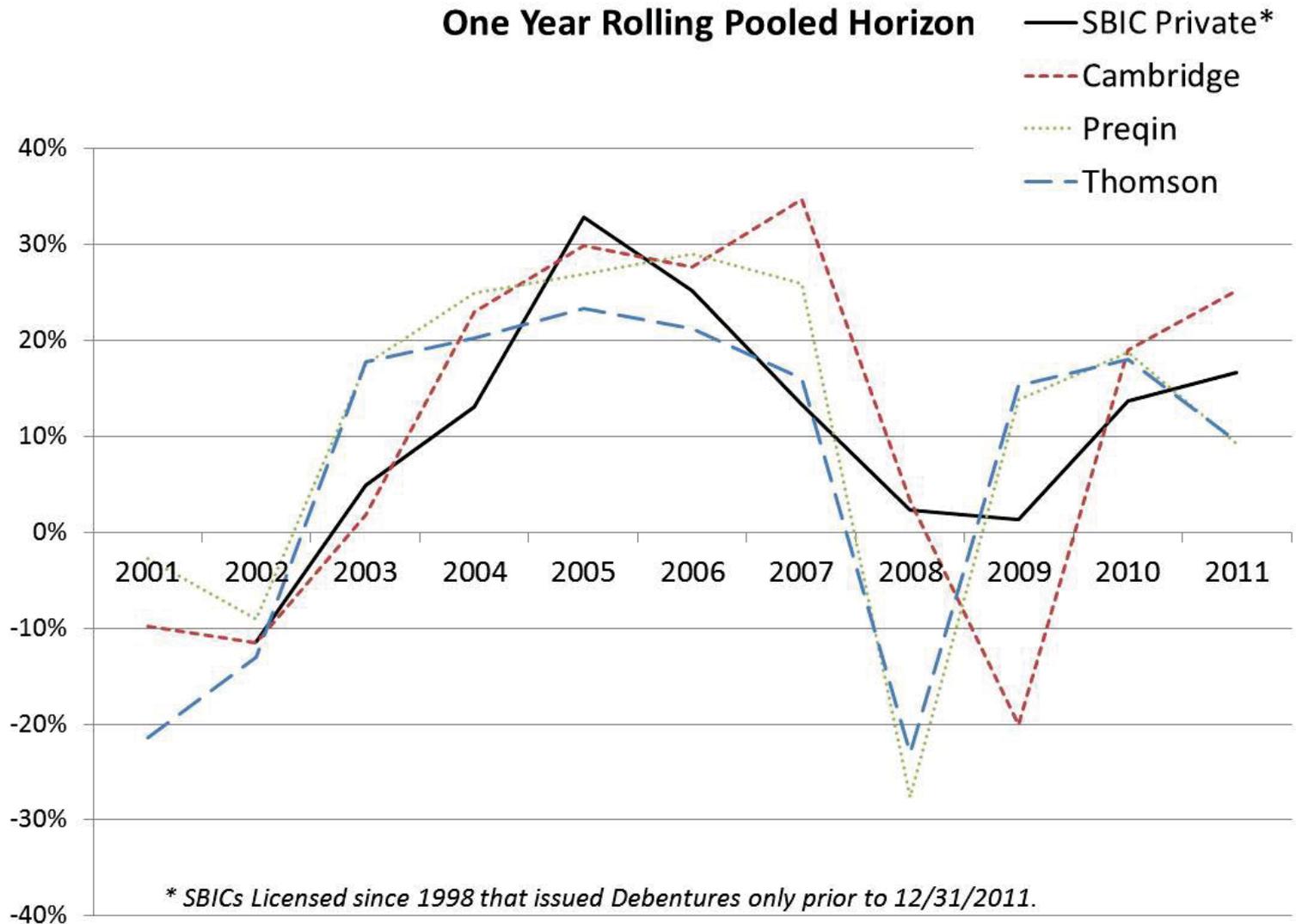
SBIC Debenture Performance

Private Equity Performance 10 Year Horizon Pooled IRRs
as of December 31, 2011



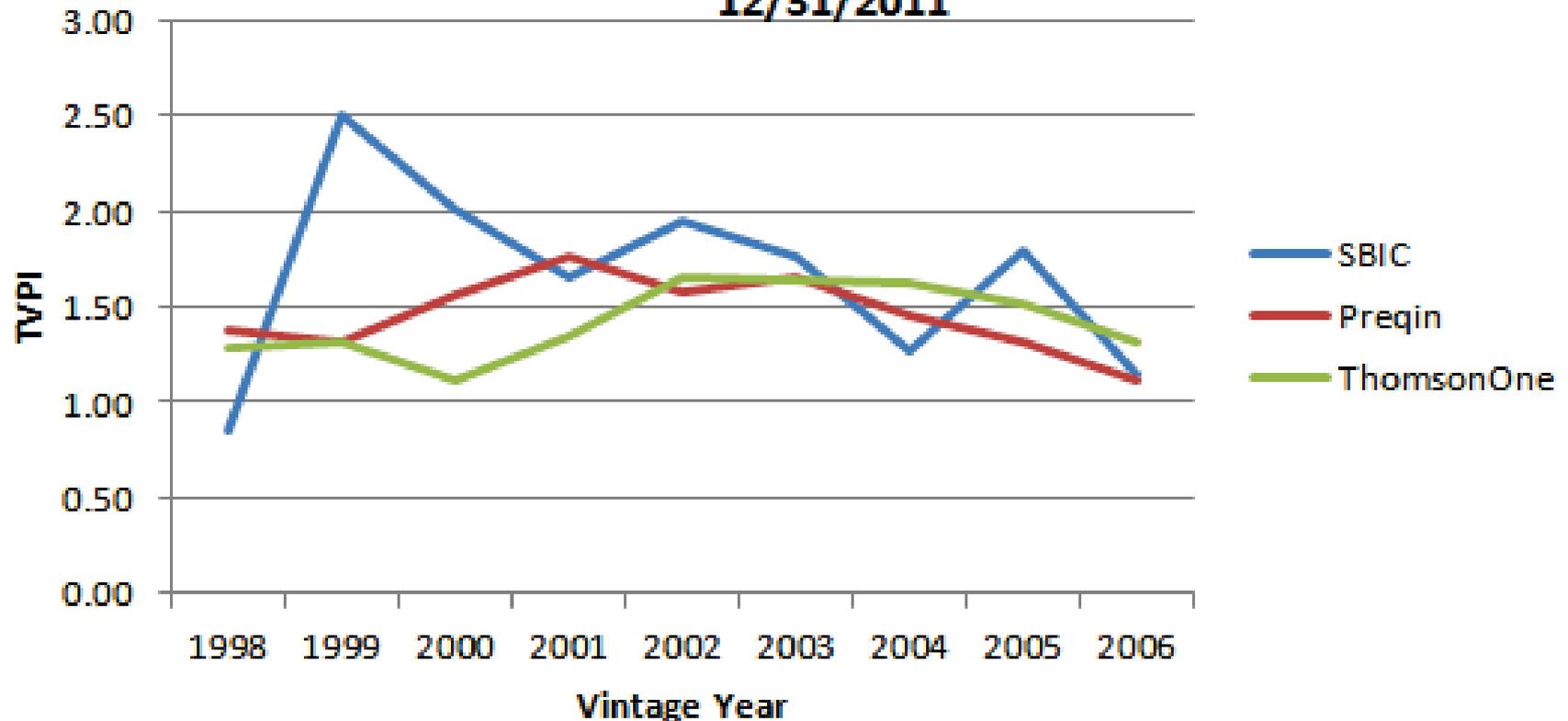
* SBIC Population only includes SBICs licensed since 1998 that issued Debentures only prior to 12/31/2011

One Year Rolling Pooled Horizon Comparison



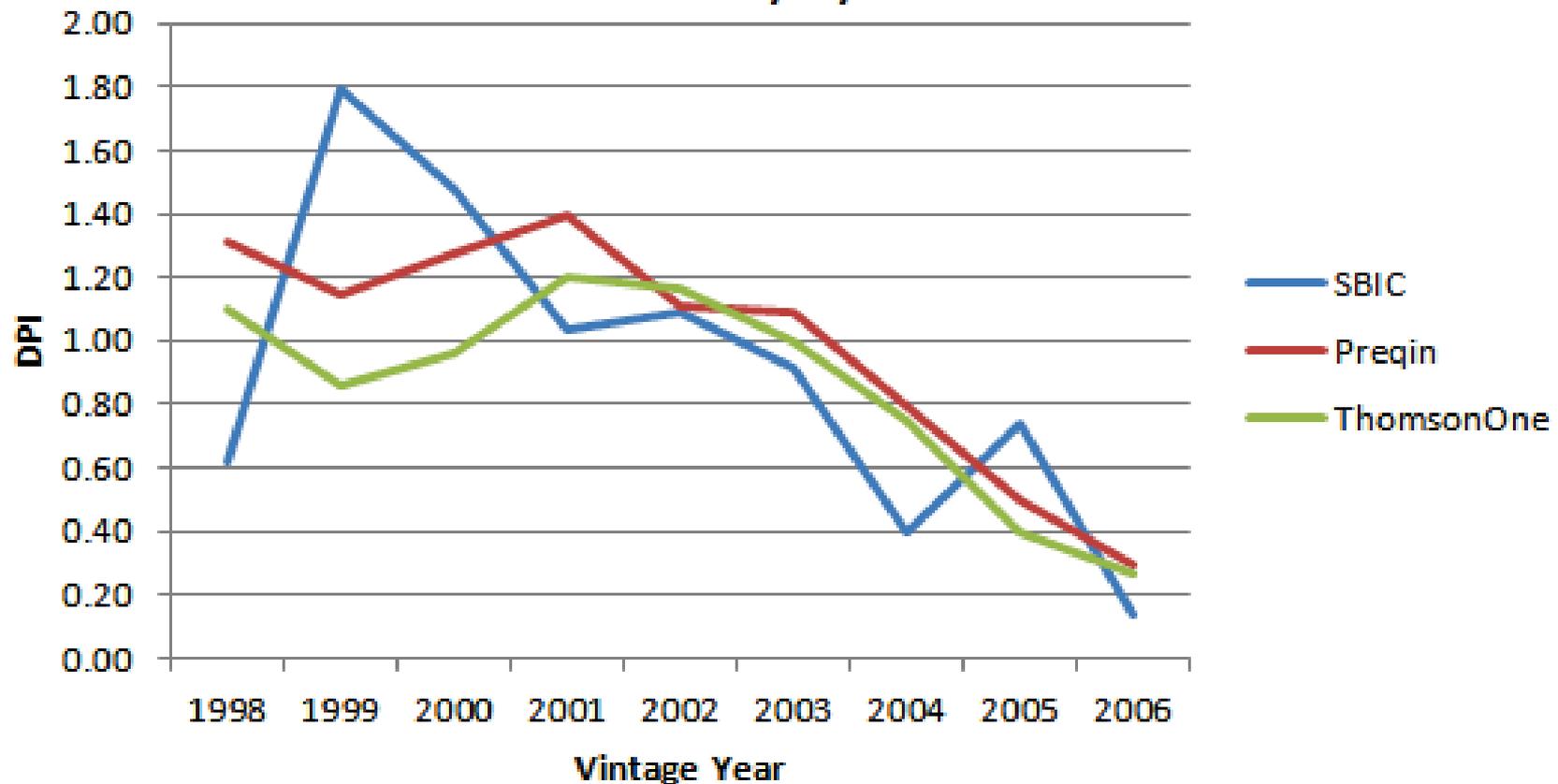
Total Value to Paid in Capital

SBIC v. Benchmarks
Pooled Total Value to Paid In Capital (TVPI) by Vintage Year as of 12/31/2011

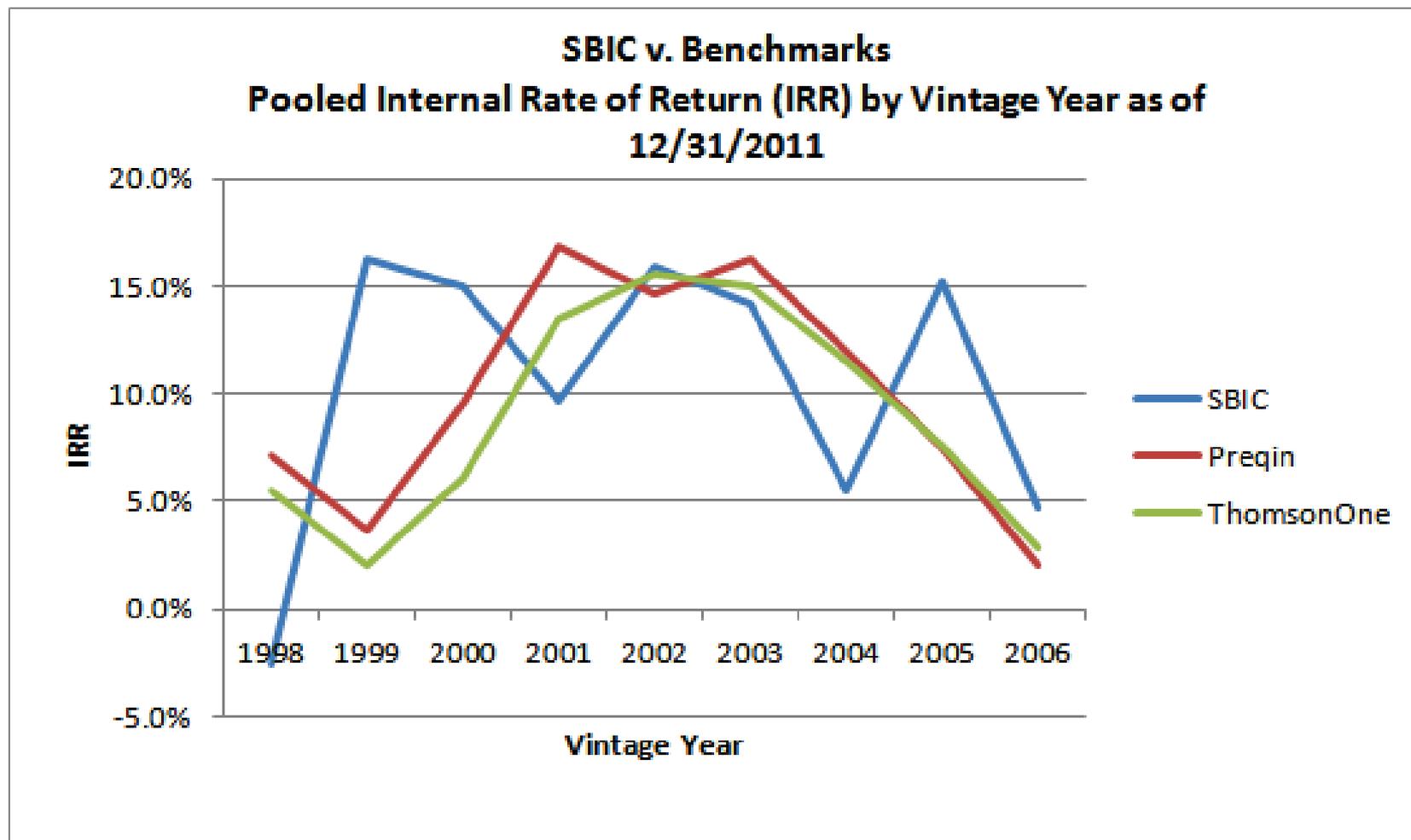


Distributions to Paid In Capital

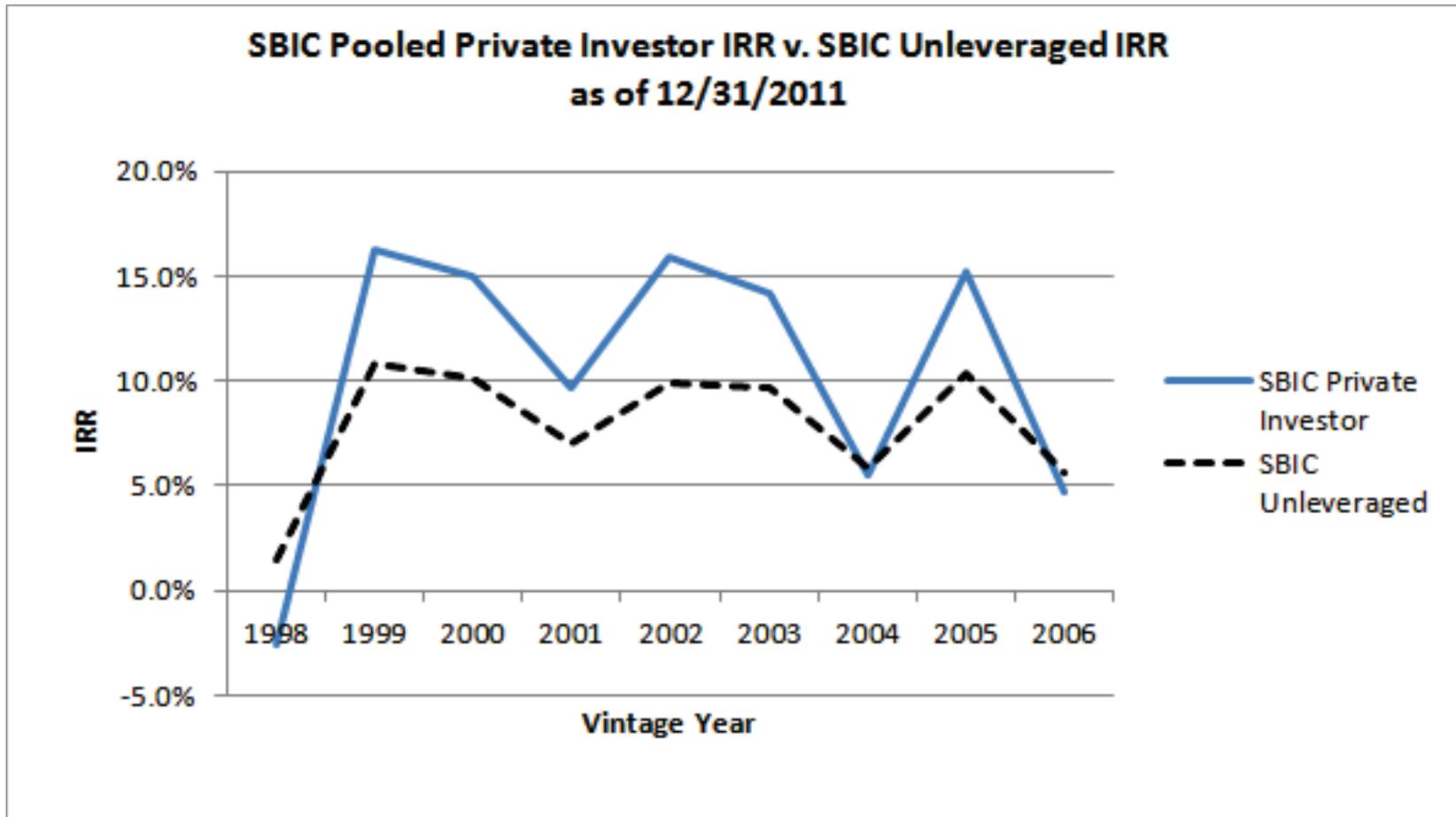
SBIC v. Benchmarks
Pooled Distributions to Paid In Capital (DPI) by Vintage Year as of 12/31/2011



Internal Rate of Return

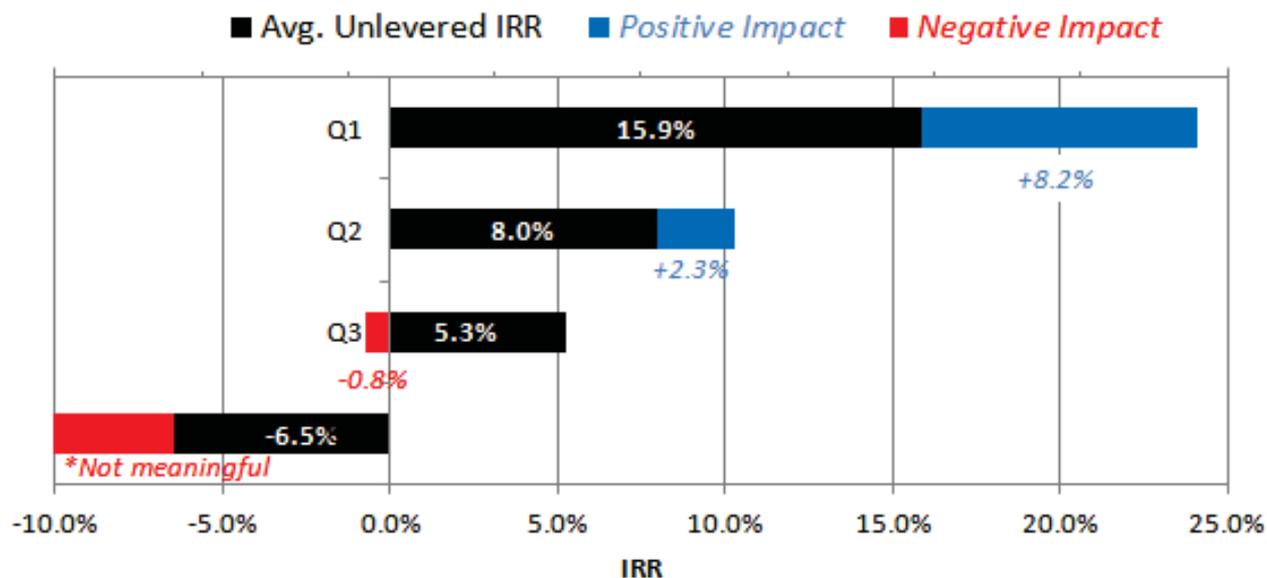


Historical Pooled Impact of Leverage



Impact of Leverage by Quartile

Impact of SBA Leverage on Private Investor Returns for Debenture SBICs Licensed Between 1998 and 2006 by Preqin Private Equity Quartile as of 12/31/2011



	Avg Private IRR
Quartile 1	24.1%
Quartile 2	10.3%
Quartile 3	4.5%
Quartile 4	Not meaningful*

* Average Multiple for Private Investors in Quartile 4 was a .46.