CHARTA LEARNING · LESSON NOTES

Buying, sharing and selling businesses

Corporate Issuers

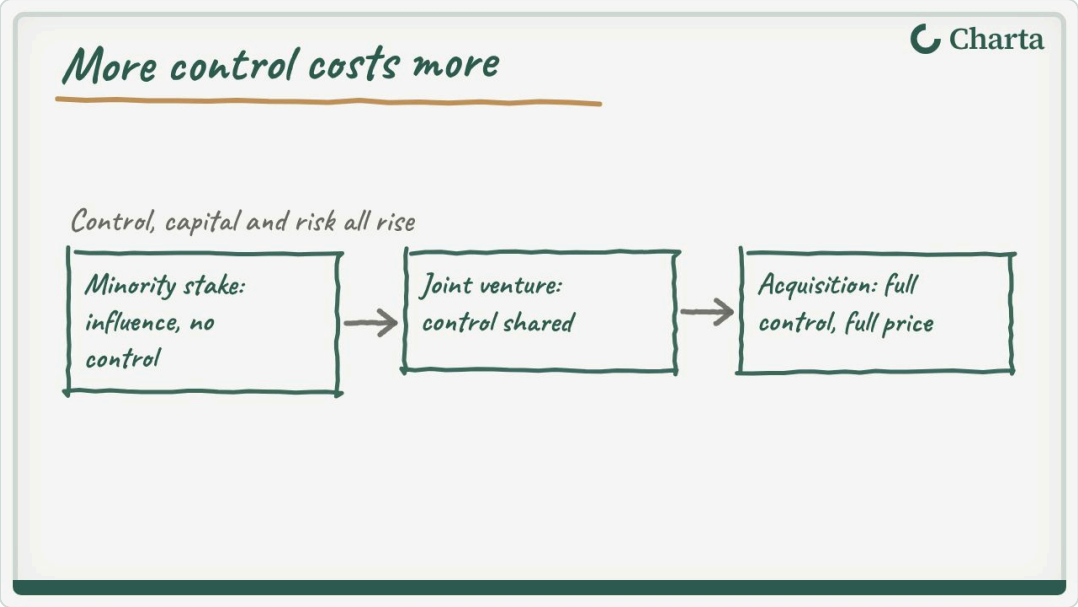
1 A story: three ways to get a new skill

- Buy a small share of a roaster: learn, no say
- Open a counter together: share costs and say
- Buy the roaster outright: full control
- More control also means more money and risk

IN THE LESSON

- Imagine you run a bakery and you want to sell coffee as well.
- You could buy a small share in a local coffee roaster.
- You would learn how they work, and you would share in their profit, but you would not decide anything.
- Or you could open a coffee counter together with the roaster, sharing the costs, the risks and the say.
- Or you could buy the roaster outright and run it yourself.
- As you go down that list, you get more control, but you also put in more money and carry more of the risk.
- Companies face exactly this choice, and an analyst has to ask whether the extra control is worth what it costs.

2 More control costs more



IN THE LESSON

- Here is the same idea as a picture.
- Read the row from left to right.
- On the left is the minority equity stake: a holding of less than control in another company.
- It buys influence and insight for limited capital, and it is fairly easy to sell again.
- In the middle is the joint venture: a new entity owned by two or more partners who share its control, its costs and its risks.
- On the right is the acquisition, where one company buys another and gets full control of its cash flows.
- As you move right, the control rises, and so do the capital committed and the risk carried.
- Everything in this part is about whether the extra control pays.

3 The minority equity stake

- A holding without control of the other firm
- Gives insight and influence for limited capital
- Cannot force changes or capture synergies
- So a large premium is hard to justify

IN THE LESSON

- Start with the smallest move.
- A minority equity stake means owning some of another company's shares without controlling it.
- Why do it?
- A big firm may want a window into a new technology without betting the whole company.
- The stake costs little, it shows the firm how the technology develops, and it may give a seat at the table.
- It might lead later to a full purchase.
- But there is a limit.
- Without control, the investor cannot force the other company to change anything, cannot capture its synergies, and cannot direct its cash.
- So the investor should not pay a large premium over the market price for a minority stake.
- Ask what a premium would buy.
- The honest answer is, not much.

4 Example 1: what a stake price implies

Market value of the whole company: $800m.
Offer: $90m for 10%

Implied value of whole	90 ÷ 0.10	**$900m**
Market value of whole	given	**$800m**
Premium paid	900 − 800	**$100m**
Premium, in per cent	100 ÷ 800	**12.5%**

IN THE LESSON

- Example one.
- Harbor Foods, a made-up company, is considering a stake in a small start up.
- The start up's shares are worth eight hundred million dollars in total on the market.
- Harbor offers ninety million dollars for ten per cent of the shares.
- What does that price imply?
- Divide the price by the size of the stake.
- Ninety divided by point one is nine hundred.
- So Harbor is valuing the whole company at nine hundred million.
- That is one hundred million above its market value, a premium of twelve and a half per cent.
- Harbor will not control the start up, so it will find it hard to earn that premium back.
- The price needs a very good story.

5 The joint venture

- A new entity owned and run by two or more partners
- Control, cost and risk are all shared
- Suits projects too big or risky to fund alone
- Price: shared say, shared profit, possible disputes

IN THE LESSON

- A joint venture is a new business that two or more partners set up and own together.
- They share the control, so no one partner decides alone.
- They share the costs, because each puts in part of the money.
- And they share the risks, because if the venture fails the loss is split.
- This suits a project that is too big or too risky for either partner to fund alone, or one that needs the skills of both: say, one firm has the technology and the other has the customers.
- The price of this is shared control.
- Partners can disagree, the venture may move slowly, and the profit is split as well.
- It is an in between choice, with more say than a stake and less capital than a purchase.

6 The three moves side by side

Choosing the move: control against capital

Move	What it gives
Minority stake	Influence only; cheap insight
Joint venture	Shared control and money; big projects
Acquisition	Full control, full price; synergies

IN THE LESSON

- Let us line the three moves up.
- On control, a minority stake gives influence but no control, a joint venture gives shared control, and an acquisition gives full control.
- On capital, the stake is the smallest outlay, the joint venture splits the money between partners, and the acquisition needs the full price.
- On risk, the stake limits the loss to a small investment, the joint venture splits the risk, and the acquirer carries all of it.
- Which is best?
- It depends on what the firm wants.
- For insight on the cheap, a stake.
- For a big project with a partner, a joint venture.
- For full use of another firm's cash flows and the chance to find synergies, a purchase.

7 The acquisition: when does it pay?

- Buyer pays a premium over market value
- Synergies: extra value from being together
- Value to buyer = standalone value + synergies
- Pays only if that is more than the price

IN THE LESSON

- Now the main event.
- An acquisition means buying a whole company.
- The buyer needs to pay more than the market price, because the target's shareholders will not sell at the going price.
- That extra is the premium.
- So the buyer needs a reason to believe the company is worth more to it than to anyone else.
- That reason is synergies.
- Synergies are the extra value created because the two firms are together, such as cost savings from combining operations, or extra sales from selling to each other's customers.
- The buyer should count them as the present value of the extra cash flows.
- Standalone value is what the target is worth on its own.
- The acquisition pays only if standalone value plus synergies is more than the price.

8 Who gains from an acquisition

Acquirer's gain = standalone value + synergies − price
Target's gain = price − market value

Standalone value	What the target is worth alone
Synergies	Extra value from combining
Price paid	What the buyer pays
Market value	Target's value before the bid

IN THE LESSON

- Two simple formulas settle who gains.
- The acquirer's gain equals the target's standalone value, plus the synergies, minus the price paid.
- If it is positive, the deal creates value for the buyer's shareholders.
- The target's gain is the price paid minus the target's market value before the bid.
- That difference is the premium, and it all goes to the target's shareholders.
- Notice what the two have in common: the price.
- A higher price helps the seller and hurts the buyer, dollar for dollar.
- And notice the base.
- The buyer's test starts from the standalone value plus synergies, not from the market value alone.

9 Example 2: a bid, step by step

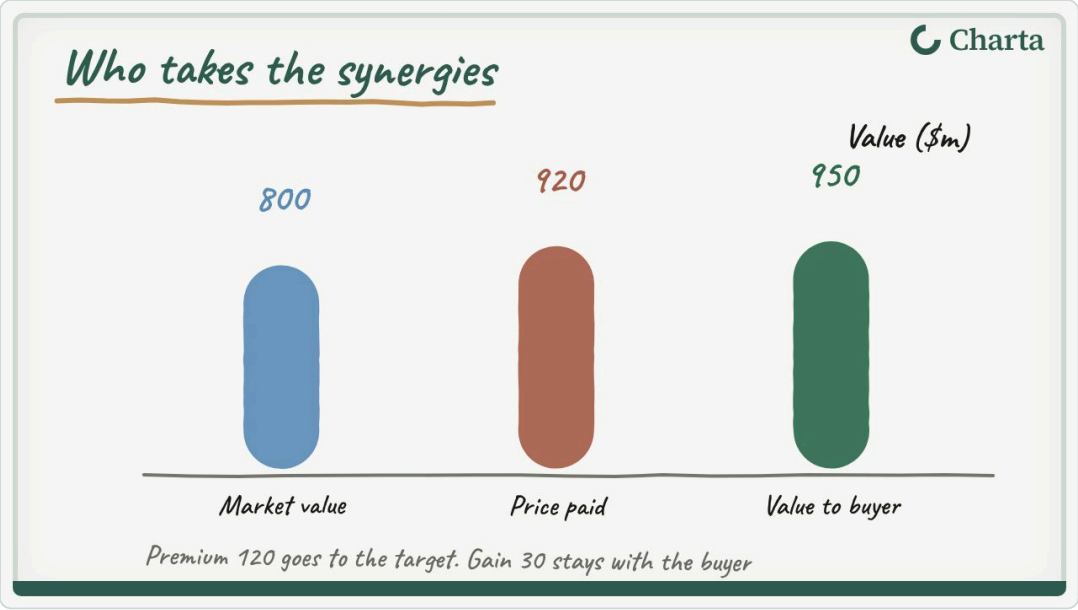
Target worth $800m. Synergies $150m. Price $920m

Value to the buyer	800 + 150	**$950m**
Acquirer's gain	950 − 920	**$30m**
Target's gain	920 − 800	**$120m**
Wrong test: market − price	800 − 920	**−$120m**

IN THE LESSON

- Example two.
- Northgate Holdings, a made-up company, bids for a target whose shares are worth eight hundred million dollars on the market.
- Northgate expects synergies with a present value of one hundred and fifty million, and agrees to pay nine hundred and twenty million.
- To Northgate the target is worth eight hundred plus one hundred and fifty, which is nine hundred and fifty.
- Northgate's gain is nine hundred and fifty minus nine hundred and twenty, thirty million.
- The target's shareholders gain nine hundred and twenty minus eight hundred, which is one hundred and twenty million.
- Now the trap.
- Compare market value with price, and you get a loss of one hundred and twenty.
- That ignores the synergies, so it is the wrong test.

10 Who takes the synergies



IN THE LESSON

- Here is the same deal as bars.
- The first bar is the target's market value, eight hundred.
- The second is the price Northgate pays, nine hundred and twenty.
- The third is the value of the target to Northgate, nine hundred and fifty, which is the market value plus the one hundred and fifty of synergies.
- Compare the bars.
- The step from the first bar to the second, one hundred and twenty, is the premium, and it goes to the target's shareholders.
- The step from the second bar to the third, thirty, is what is left for Northgate.
- So of one hundred and fifty million dollars of value created, the sellers took one hundred and twenty.
- That is common, because bidders compete the price upward.

11 Example 3: how high can the bid go?

Same deal. How much premium can the buyer afford?

Highest price, zero gain	800 + 150	**$950m**
Highest premium	150 ÷ 800	**18.75%**
Price at a 25% premium	800 × 1.25	**$1,000m**
Buyer's gain at that price	950 − 1,000	**−$50m**

IN THE LESSON

- Example three, the limit on the price.
- Northgate's synergies are worth one hundred and fifty million.
- So the most it can pay without losing value is eight hundred plus one hundred and fifty, which is nine hundred and fifty.
- As a premium over market value, that is one hundred and fifty divided by eight hundred, eighteen point seven five per cent.
- Pay that and the gain is zero.
- Suppose a rival forces a twenty five per cent premium.
- The price becomes one thousand.
- Northgate's gain is nine hundred and fifty minus one thousand, a loss of fifty million, and the target's holders gain two hundred.
- Winning the contest then destroys value for the winner's shareholders.
- That is the winner's curse.

12 A story: selling the old workshop

- A big offer is not the same as cash you keep
- Tax takes a share of the gain
- Compare with what the business earns if kept
- Divestiture routes: a sale, or a spin-off

IN THE LESSON

- Now the other direction: letting a business go.
- Suppose you own a workshop that you bought years ago for a small price.
- A buyer offers you a large sum.
- It feels like a great deal.
- But before you celebrate, two questions.
- How much of that sum will the tax office take?
- And what is the workshop worth to you if you keep it, from the profit it will earn year after year?
- The price on the contract is not what you keep, and it is not what the workshop was worth to you.
- A company selling a division faces the same two questions.
- A divestiture means a company gets rid of a business, and the two common routes are a sale, and a spin off.

13 When a sale creates value

After-tax proceeds = price − tax rate × (price − tax basis)
Sale adds value if proceeds > value if kept

Sale price	What the buyer pays
Tax basis	Amount already treated as invested
Tax rate	Tax on the gain
Value if kept	Value of cash flows given up

IN THE LESSON

- A sale turns a business into cash, and it creates value only if the cash is worth more than what you give up.
- The relevant cash is the after tax proceeds.
- Tax is charged on the gain, and the gain is measured over the tax basis: the amount the seller is treated as having already put in.
- So after tax proceeds equal the sale price, minus the tax rate times the price minus the basis.
- The comparison is with the value of the cash flows the parent would have earned by keeping the business.
- If after tax proceeds beat that value, the sale adds value.
- If not, it destroys value, whatever the headline price looks like.

14 Example 4: selling a division

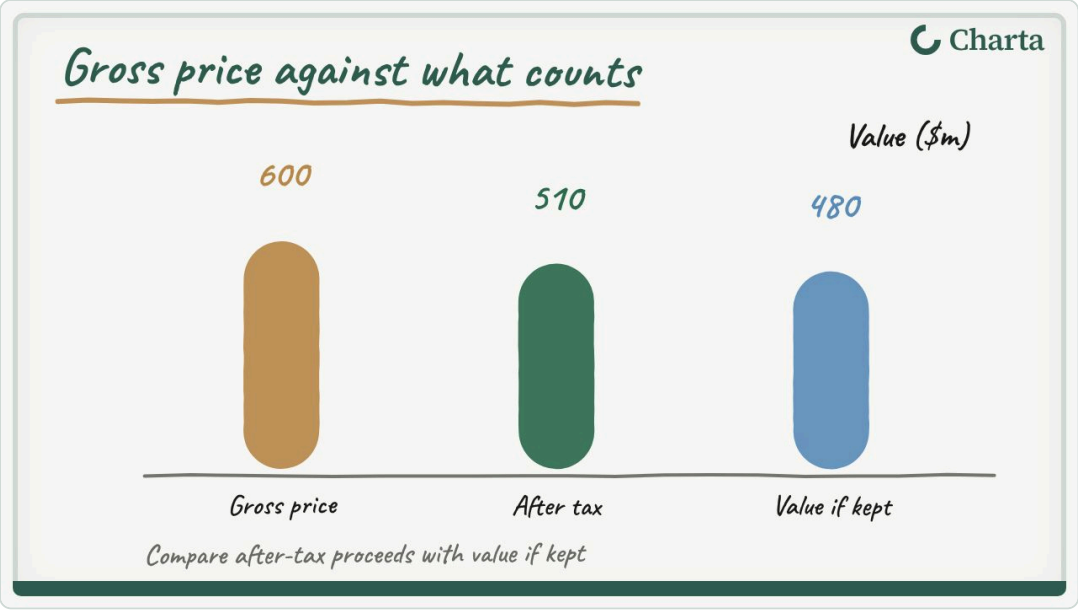
Sale price $600m. Basis $240m. Tax rate 25%. Value if kept $480m

Taxable gain	600 − 240	**$360m**
Tax	360 × 25%	**$90m**
After-tax proceeds	600 − 90	**$510m**
Versus value if kept	510 − 480	**+$30m**

IN THE LESSON

- Example four.
- Northgate sells its packaging division for six hundred million dollars.
- The division's tax basis is two hundred and forty million, and the tax rate is twenty five per cent.
- First, the gain over the basis is six hundred minus two hundred and forty, three hundred and sixty.
- Tax is a quarter of that, ninety.
- After tax proceeds are six hundred minus ninety, five hundred and ten.
- Now compare with the value of keeping the division, four hundred and eighty million.
- Five hundred and ten beats four hundred and eighty by thirty, so this sale adds thirty million of value.
- On gross proceeds the sale would have looked one hundred and twenty better, which overstates the benefit by ninety, the tax.

15 Gross price against what counts



IN THE LESSON

- Look at three bars.
- The first is the gross sale price, six hundred.
- The second is the after tax proceeds, five hundred and ten.
- The third is the value of the division if it is kept, four hundred and eighty.
- Many people compare the first bar with the third and see a gain of one hundred and twenty.
- The correct comparison is the second bar with the third, a gain of thirty.
- Now watch how fragile that is.
- If the division had a basis of only one hundred, an old business with little tax value, the gain would be five hundred, tax one hundred and twenty five, and the proceeds four hundred and seventy five.
- That is below the value of keeping, so the same price would destroy value.

16 Where the cash goes

- Repay debt: lower interest, less financial risk
- Reinvest: only in projects above the cost of capital
- Return to shareholders: dividend or buyback
- The use of the cash matters as much as the sale

IN THE LESSON

- Suppose the sale does create value.
- What does the company do with five hundred and ten million dollars?
- It has three broad choices.
- It can repay debt, which cuts interest and lowers financial risk.
- It can reinvest, in a better business or in new projects, which makes sense only if those earn more than the cost of capital.
- Or it can return the cash to shareholders, through a dividend or a share buyback, which makes sense when it has no better use.
- The sale itself is not the point.
- What counts is the use.
- A sale that raises cash, followed by a wasteful acquisition, can leave shareholders worse off than if nothing had happened.

17 The spin-off

- Unit's shares go to existing shareholders
- No cash comes in, no buyer pays a premium
- Often tax free; can remove a conglomerate discount
- Cost: each company pays its own overheads

IN THE LESSON

- The second route is the spin off.
- Here the parent does not sell the unit.
- It gives new shares in the unit to its own shareholders, in proportion to what they already hold.
- So the same people now own two companies instead of one.
- Notice what does not happen: no cash arrives, because nobody pays for the shares.
- What does happen?
- Spin offs are often tax free to the shareholders and to the parent, so there is no tax bill like the one on a sale.
- The case for them rests on three benefits.
- Removing a conglomerate discount.
- Giving managers a sharper focus.
- And giving investors a pure play, a company in just one line of business.
- The cost is that each firm must now cover its own head office costs.

18 Sale, spin-off and carve-out

Three ways to separate a unit

Route	What happens
Sale	Cash in, tax due; control premium
Spin-off	No cash, often tax-free, same owners
Carve-out	Part sold in IPO, some cash

IN THE LESSON

- Here is the comparison, with a third route added.
- In a sale, the parent gets cash from a new owner, but pays tax on the gain over the basis.
- In a spin off, the parent gets no cash, tax is often avoided, and the same shareholders own the unit.
- And in a carve out, the parent sells a part of the unit to the public in an initial public offering, written I P O.
- That raises some cash, so it is taxable on what is sold, and the parent usually keeps a large stake and often control.
- A carve out can be a first step before a full spin off or sale.
- Remember that only the sale involves a buyer who might pay a control premium.

19 Example 5: the conglomerate discount

Parts as pure plays: $700m and $500m. Market value of whole: $1,000m

Sum of the parts	700 + 500	**$1,200m**
Market value today	given	**$1,000m**
Conglomerate discount	1,200 − 1,000	**$200m**
Extra standalone costs, PV	given	**−$100m**
Gain if discount closes	200 − 100	**$100m**

IN THE LESSON

- Example five, why a spin off might add value even though no cash arrives.
- Northgate's market value is one thousand million dollars, with no debt.
- Analysts believe its two divisions, valued as separate pure play businesses on peers' multiples, are worth seven hundred and five hundred.
- The sum of the parts is twelve hundred.
- The market is valuing the whole at two hundred less than the parts: a conglomerate discount of sixteen point seven per cent of the parts.
- Now count the costs.
- Two head offices instead of one cost a present value of one hundred million.
- If the spin off closes the discount, shareholders gain two hundred minus one hundred, which is one hundred million.
- But that depends on the discount really closing.

20 Four mistakes to avoid so far

- 1. Value created is not market value minus price
- 2. Do not forget the synergies, or who gets the premium
- 3. Deduct tax on the gain over basis from a sale
- 4. A spin-off raises no cash and pays no premium
- 5. A big premium paid for a stake with no control

IN THE LESSON

- Before we move on, four mistakes that cost marks.
- One.
- Judging an acquisition against the target's market value alone.
- The test is standalone value plus synergies against the price.
- Two.
- Forgetting that the target's shareholders capture the premium, so it is the buyer's gain that is the thin slice.
- Three.
- Comparing the gross sale price with the value of the business.
- Tax on the gain over the basis must come off first.
- Four.
- Believing a spin off brings in cash or a control premium.
- It does neither.
- Its only possible gains are a smaller discount, better focus and a tax free separation, against extra standalone costs.
- And one more: do not pay a big premium for a stake that carries no control.

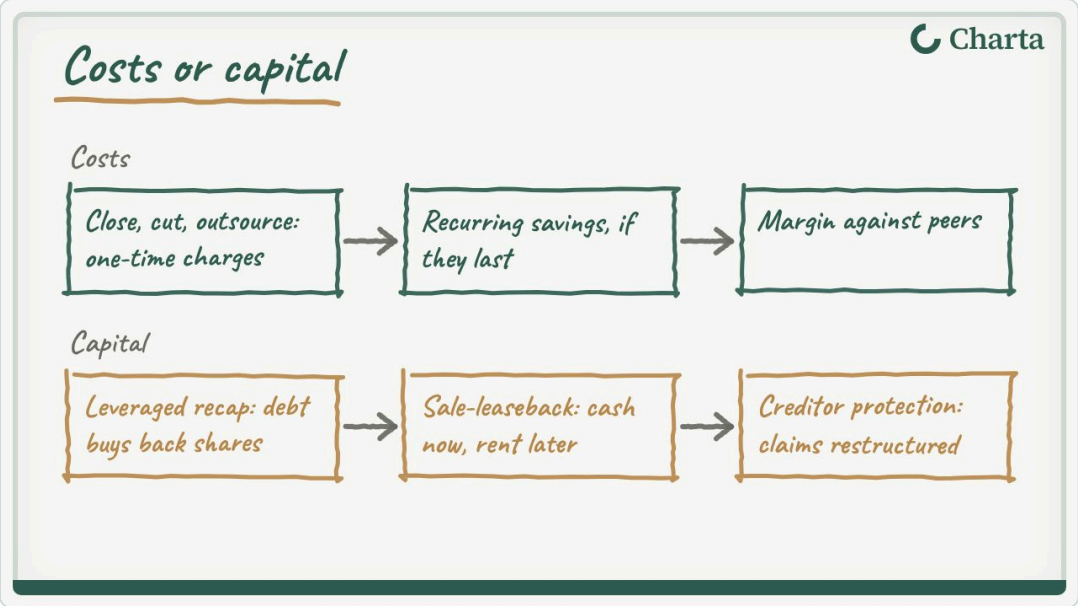
21 A story: tidying the household budget

- Cost restructuring: close, cut jobs, outsource
- Balance sheet restructuring: change the financing
- Each has a headline figure
- Ask what the headline leaves out

IN THE LESSON

- Picture a family whose money is tight.
- They can fix it in two ways.
- One is to cut spending: cancel subscriptions, move to a smaller flat, cook at home.
- That works through the monthly budget.
- The other is to change how they borrow: swap a costly loan for a cheaper one, or sell the car and rent one.
- That works through the balance sheet, what they own and owe.
- Companies do the same.
- A cost restructuring tries to lift margins by closing sites, cutting jobs or outsourcing work.
- A balance sheet restructuring changes the financing.
- Each comes with a headline figure, and your job is to ask what the headline leaves out.

22 Costs or capital



IN THE LESSON

- Here are both families as a picture.
- The top row is the cost restructuring, a sequence read from left to right.
- First the company closes sites, cuts jobs or outsources, and books one time charges.
- Those are certain and come early.
- Then come recurring savings, which are hoped for and may not last.
- Finally the margin, the proof, which you compare with peers.
- The bottom row is the balance sheet side, a set of alternatives.
- A leveraged recapitalisation adds debt and uses it to buy back shares.
- A sale leaseback sells an asset and rents it back.
- And reorganisation under creditor protection restructures claims when a company cannot pay.
- Each one trades something today for an obligation later.

23 Example 6: the plant closures

Revenue $1,500m, profit $120m, peers 12%, tax 20%, cost of capital 10%

Margin after savings	(120 + 45) ÷ 1,500	**11%**
Savings and charge, after tax	45 × 0.8 and 90 × 0.8	**36; 72**
Savings last forever	36 ÷ 0.10 − 72	**$288m**
Savings stop after 3 years	36 × 2.487 − 72	**$17.5m**

IN THE LESSON

- Example six.
- Westmark, a made-up manufacturer, has revenue of fifteen hundred million dollars and operating profit of one hundred and twenty, a margin of eight per cent.
- It plans to close two plants.
- There is a one time charge of ninety million and pre tax savings of forty five million a year.
- Peers earn twelve per cent.
- The margin after the savings is one hundred and sixty five over fifteen hundred, eleven per cent: better, but still short of peers.
- After twenty per cent tax, savings are thirty six a year and the charge is seventy two.
- If savings last forever, at a cost of capital of ten per cent, they are worth three hundred and sixty, so the plan creates two hundred and eighty eight.
- If the savings stop after three years, they are worth thirty six times the three year factor of two point four eight seven, less seventy two, only seventeen point five million.

24 Example 7: the charge that never ends

Charges in the last 3 years: $30m, $40m, $35m

Average charge a year	(30 + 40 + 35) ÷ 3	**$35m**
After tax	35 × 0.8	**$28m**
Net yearly benefit	36 − 28	**$8m**
Value of that benefit	8 ÷ 0.10	**$80m**

IN THE LESSON

- Back at Westmark, there is a warning about the word one time.
- Suppose the company has booked restructuring charges in each of the last three years: thirty, forty and thirty five million.
- They were each called one time.
- They were not.
- The average is thirty five a year, which after tax is twenty eight.
- Now compare that with the savings.
- The plan saves thirty six after tax each year, but the company keeps paying twenty eight in new charges.
- The net benefit is only eight a year, and worth eight divided by point one, eighty million, instead of the three hundred and sixty headline.
- Treat repeated charges as an ongoing cost of doing business, and subtract them from the savings.

25 Leverage and the cost of capital

WACC = wd × rd × (1 − t) + we × re

Debt weight	Debt share of funding
Cost of debt	Interest rate before tax
Tax rate	Tax saves this share of interest
Equity weight	Equity share of funding
Cost of equity	Return shareholders demand

IN THE LESSON

- Now the balance sheet.
- A leveraged recapitalisation means the company borrows heavily and uses the money to buy back its own shares, so debt rises and equity shrinks.
- Why might it help?
- Interest is tax deductible, so debt is cheaper after tax, and moving the mix toward debt can lower the weighted average cost of capital, written W A C C.
- The formula weights each cost by its share of funding, with debt's cost multiplied by one minus the tax rate.
- But there is a catch.
- More debt makes the shareholders' earnings riskier, so the cost of equity rises, and lenders also charge more as debt grows.
- The tax shield helps up to a point, then the risk wins.

26 Example 8: how much debt is too much

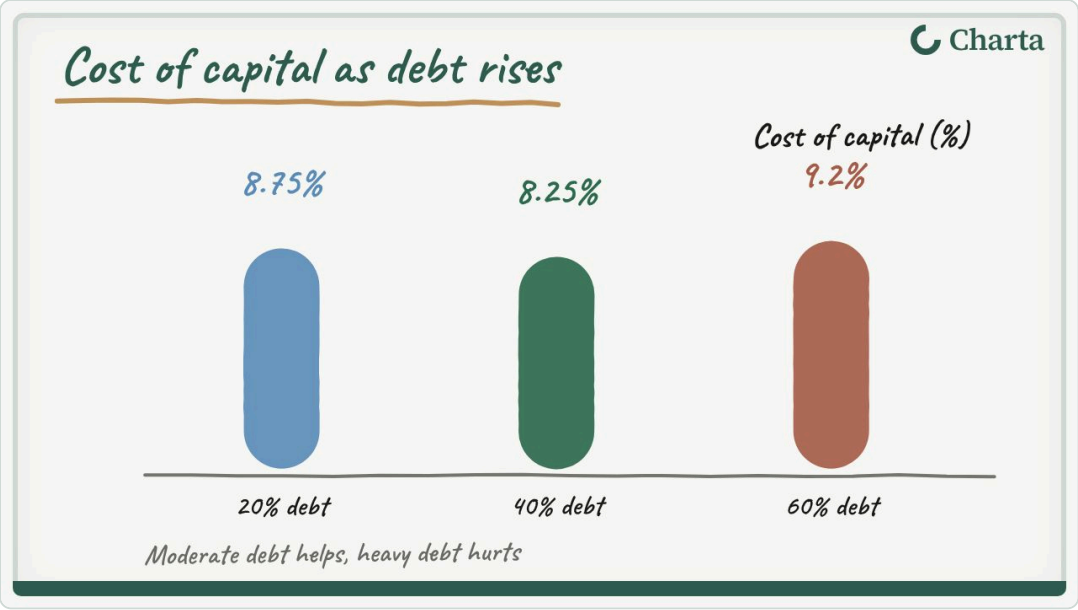
Tax rate 25%. WACC = wd × rd × 0.75 + we × re

Today: 20% debt, 5%, 10%	0.2×5%×0.75 + 0.8×10%	**8.75%**
Moderate: 40% debt, 5.5%, 11%	0.4×5.5%×0.75 + 0.6×11%	**8.25%**
Heavy: 60% debt, 8%, 14%	0.6×8%×0.75 + 0.4×14%	**9.2%**

IN THE LESSON

- Example eight.
- Westmark pays tax at twenty five per cent in this example.
- Today, debt is twenty per cent of funding at five per cent, and equity costs ten per cent.
- The cost of capital is point two times point zero five times point seven five, plus point eight times point one: eight point seven five per cent.
- Now a moderate recapitalisation takes debt to forty per cent.
- Debt costs five and a half and equity eleven.
- The cost of capital falls to eight point two five.
- Push to sixty per cent debt.
- Lenders now charge eight and shareholders want fourteen, and the cost of capital rises to nine point two per cent.
- Borrowing moderately helped.
- Borrowing heavily made things worse.

27 Cost of capital as debt rises



IN THE LESSON

- Here are those three results as bars.
- The first bar is today's cost of capital, eight point seven five per cent, with twenty per cent debt.
- The second bar is the moderate recapitalisation, with forty per cent debt, at eight point two five per cent.
- It is lower, because the tax shield on interest is working and the extra risk is still small.
- The third bar is the heavy recapitalisation, with sixty per cent debt, at nine point two per cent.
- It is higher, because lenders and shareholders both demand more for the greater risk.
- A lower cost of capital raises the value of the firm, so the middle bar is best.
- The lesson is that more debt does not always create value.

28 Example 9: the sale-leaseback

Building sold for $300m, rented back at $27m a year

Cash released today	sale price	**$300m**
Rent a year	lease payment	**$27m**
Implied cost, like interest	27 ÷ 300	**9%**
Bank loan at 7%	300 × 7%	**$21m**

IN THE LESSON

- Example nine, a different balance sheet move.
- Westmark owns a head office building.
- It sells the building for three hundred million dollars and rents it back for twenty seven million a year.
- The company gets three hundred million in cash now, which it can use to repay debt or invest.
- But it has swapped an asset for a lease obligation.
- Treat the rent like interest on a loan of three hundred.
- Twenty seven over three hundred is nine per cent.
- If Westmark can borrow from a bank at seven per cent, the loan would cost twenty one a year.
- So the sale leaseback is the more expensive financing, though it is cash that did not need new borrowing, and it keeps the building in use.

29 Creditor protection, and what to watch

- Creditor protection: claims restructured, firm keeps running
- Cost plan: check recurring charges and leaking savings
- Recap: check financial risk, not only the tax shield
- Leaseback: check the rent that follows the cash

IN THE LESSON

- The last balance sheet move is the sad one.
- Some companies cannot pay what they owe.
- Under creditor protection, the law holds the creditors back while the company reorganises.
- Its claims are restructured: debts may be cut, stretched out, or swapped for shares, and the business keeps running.
- The aim is that the firm is worth more kept alive than broken up.
- For the analyst the questions are always the same.
- What is the headline?
- What does it leave out?
- A cost plan leaves out charges that recur and savings that leak away through lost sales.
- A recapitalisation leaves out financial risk.
- A sale leaseback leaves out the rent.
- Check each before you believe the result.

30 Recap: what to remember

- Stake: price ÷ stake = implied value; no control
- Buy: standalone + synergies > price; target takes premium
- Sell: after-tax proceeds > value given up
- Restructure: recurring savings vs charges; debt risk

IN THE LESSON

- Let us pull the lesson together.
- A minority stake gives influence without control, so a large premium is hard to justify; the implied value of the whole is the price divided by the stake.
- A joint venture shares control, cost and risk.
- An acquisition pays only if standalone value plus synergies is more than the price, and the target's shareholders take the premium.
- A sale creates value only if after tax proceeds beat the value given up.
- A spin off raises no cash but can remove a conglomerate discount.
- Cost plans need recurring savings against charges, and balance sheet plans change the cost of capital and the risk.
- More debt does not always create value.

31 Try three quick questions

1. Target worth $500m, synergies $80m, price $550m. Buyer's gain?
   Answer: 500 + 80 − 550 = $30m.
2. Sale at $400m, basis $100m, tax rate 30%. After-tax proceeds?
   Answer: Tax 30% × 300 = 90. Proceeds = $310m.
3. Does a spin-off raise cash for the parent?
   Answer: No. Shares go to existing holders.

IN THE LESSON

- Now try three quick questions yourself.
- Pause after each one.
- Question one.
- A target is worth five hundred on the market.
- The buyer expects synergies worth eighty and pays five hundred and fifty.
- What is the buyer's gain?
- Five hundred plus eighty minus five hundred and fifty is thirty.
- Question two.
- A unit is sold for four hundred, with a basis of one hundred and a tax rate of thirty per cent.
- What are the after tax proceeds?
- The tax is thirty per cent of three hundred, ninety, so proceeds are three hundred and ten.
- Question three.
- Does a spin off raise cash?
- No.
- It gives shares to existing holders, so it raises no cash.
- Well done.