

# **SPECIALTY FINANCE**

MARKET UPDATE I SUMMER 2019



## **Houlihan Lokey Specialty Finance Market Update**

Dear Clients and Friends.

Houlihan Lokey is pleased to present its Specialty Finance Market Update for the summer of 2019.

We have included select recent transaction announcements, a public markets overview, and industry insights to help you stay ahead in our dynamic and constantly evolving industry. We hope you find this quarterly update to be informative and that it serves as a valuable resource to you in staying abreast of the market. If there is additional content you would find useful for future updates, please don't hesitate to call or email us with your suggestions. We look forward to staying in touch with you.

Regards,

Willand Worth



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### **Specialty Finance Subverticals Covered**

**ALTERNATIVE FINANCIAL SERVICES ASSET-BASED LENDING AUTO LOANS/BHPH** CREDIT CARDS DEBT BUYING/COLLECTION **EQUIPMENT LEASING** FINANCIAL INFORMATION FINANCIAL PROCESSORS AND SOFTWARE **FACTORING FLEET LEASING HEALTHCARE FINANCE INSTALLMENT LOANS** LITIGATION FINANCE PAYDAY LENDING/PAWN **PAYMENTS SMALL BUSINESS LOANS** STUDENT LENDING TRANSPORTATION FINANCE

#### HOULIHAN LOKEY



Houlihan Lokey is the trusted advisor to more top decision-makers than any other independent global investment bank.

### No. 1 Advisor to Specialty Finance Companies



	M&A Advisory Rankings 6. Specialty Finance Transactions	
Rank	Firm	Deals
1	Houlihan Lokey, Inc.	13
2	Credit Suisse (USA), Inc.	8
3	Morgan Stanley	7
4	Sandler O'Neill & Partners, L.P.	5
4	Keefe, Bruyette & Woods	5
4	J.P. Morgan Securities LLC	5
4	Barclays Capital Inc.	5
8	Wells Fargo Securities, LLC	4
8	BMO Capital Markets Corp.	4
8	Bank of America Merrill Lynch	4
Sourc	e: SNL Financial	

	2018 M&A Advisory Rankings 6. Specialty Finance Transactions	
Rank	Firm	Deals
1	Houlihan Lokey, Inc.	92
2	Stifel/Keefe, Bruyette & Woods	44
3	J.P. Morgan Securities LLC	42
4	Citigroup Global Markets Inc.	38
5	Barclays Capital Inc.	36
6	Bank of America Merrill Lynch	35
7	Sandler O'Neill & Partners, L.P.	34
8	Credit Suisse (USA), Inc.	32
9	Morgan Stanley	29
10	Deutsche Bank Securities Inc.	20
Sourc	e: SNL Financial	

### **Exceptional Qualifications in Specialty Finance Services (Select Transactions)**











#### 2017













#### 2016













## **Spotlight on Recent Houlihan Lokey Deals**

## Houlihan Lokey is pleased to announce that Flex Fleet Rental has been acquired by Waterfall Asset Management



has been acquired by



Sellside Advisor

Closed February 2019

#### Company Overview

Flex Fleet Rental is a leading truck rental company offering light- and medium-duty trucks to commercial customers.

#### **Key Value Drivers**

- Demonstrated rapid growth (400+ commercial customers and 3,000+ rentals) in less than four years.
- Attractive business profile driven by recurring rental income, significant purchase incentives, and a highly liquid and easily leveraged asset base.
- Strong industry fundamentals driven by significant growth across the energy sector, a pick up in natural disaster recovery efforts, and favorable accounting standards.

### Houlihan Lokey recently advised Pacific Rim Capital on a sale (49% stake) to Fuyo General Lease Co.



has sold a 49% stake to



Closed January 2019

#### **Company Overview**

Pacific Rim Capital (PRC) is a global financial services company that provides equipment leasing and asset management services to Fortune 500 companies.

### **Key Value Drivers**

- No. 1 independent lessor of material handling equipment (MHE) to Fortune 500 companies with a broad geographic presence (U.S., Canada, Mexico, Latin America, and Europe).
- Large and growing U.S. equipment and software market—more than \$1.6 trillion was invested in 2017 with 65% of the total investment being financed.
- Strong and reputable client base made up of more than 100 blue-chip clients.

## Spotlight on CECL

### **Current Expected Credit Losses Model (CECL)**

For firms invested in or operating specialty finance platforms, the Financial Accounting Standard Board (FASB) is introducing a new accounting standard which will drastically change the way loans and other similar types of financial instruments are accounted for.

### Highlights are as follows:

- Insufficient capital to absorb credit losses was cited as a leading preventable cause of the Great Recession. Since then, Congress has made it a priority to strengthen financial systems to prevent those types of losses happening again.
- As a result, in June 2016, FASB introduced a new standard for credit loss reserves known as CECL<sup>(1)</sup> which will be required for all public companies beginning December 2019 and for all private companies beginning January 2022.
- Under current GAAP, impairment losses are recognized only once the loss has occurred (or probable of having been incurred). CECL requires recognition to be made when losses could have been reasonably expected for the lifetime of the exposure.

Impact: The changes prescribed by CECL are expected to have a notable impact on financial institution loss provisioning, operational, technology and reporting requirements. The CECL changes will also impact loss recognition for several other instruments on balance sheets including: leases, investments, certain receivables, and repurchase and securities lending agreements.

Alternative: At origination or purchase, companies may now be electing to account for more assets under the fair value model to avoid a more burdensome CECL implementation. The FASB has approved for companies to specially elect the fair value option for any loan portfolios that are outstanding at the time of CECL adoption. Under the current accounting standards, loan assets are only allowed the fair value election at origination or purchase.

## **Leading Provider of Financial Advisory Services**

2017-2019 Select Clients



Houlihan Lokey has been engaged by Ascentium to perform various valuation services in connection with the company's annual impairment testing processes and management equity incentive plan.



FINANCE of AMERICA MORTGAGE -

Houlihan Lokey has been engaged by Finance of America Mortgage to perform various valuation services in connection with certain acquisitions made by the company and annual impairment testing processes.



- Houlihan Lokey performs monthly valuations of a portfolio of Lending Club loans for several clients.
- The portfolios cover all loan grades, including both prime and near-prime

## ondeck

Houlihan Lokey is engaged by OnDeck to perform certain valuation and technical accounting services related to the combination of OnDeck Canada with Evolocity Financial Group.



Houlihan Lokey is engaged by a hedge fund to perform quarterly valuations of its portfolio of merchant cash advance receivables originated by Square.

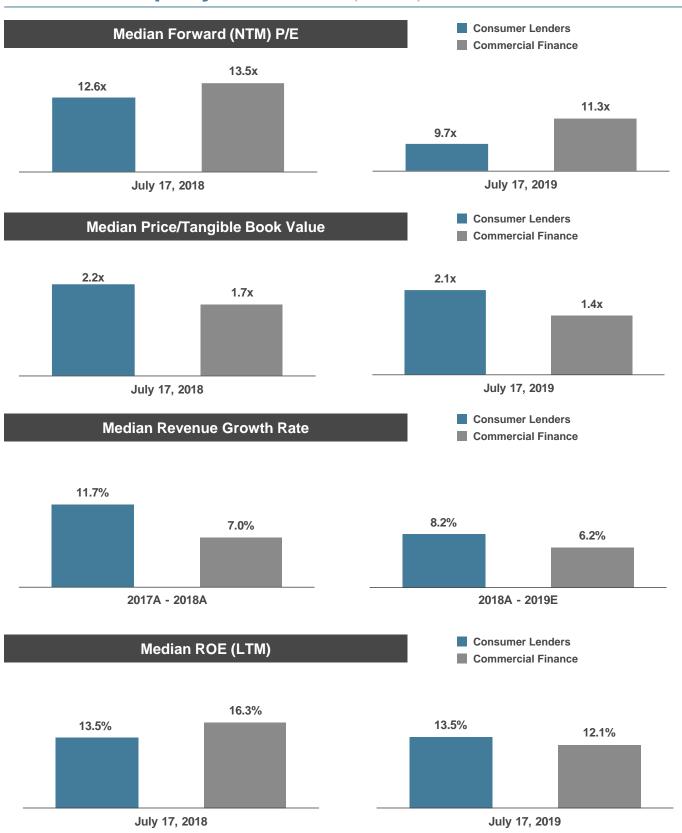


Houlihan Lokey is engaged to perform quarterly valuations of residual securities from SoFi securitizations, including both personal and student loan securitizations.

## **Public Company Valuation**



## **Public Company Valuation** (cont.)



## **Public Company Valuation (cont.)**

(\$ in millions)

									Op- LTM	erating Met	rics 2018A ·	2019E
	Industry	Market	% of 52	P/E	PS	Pri	се		LINI	Pre-Tax	Revenue	Pre-Tax
Company	Focus	Сар	Week High	2019E	2020E	BV	TBV	ROA	ROE	Margin	Growth	Growth
Consumer Lenders												
Credit Acceptance Corporation OneMain Holdings,	Auto Financing	\$9,163.8	94.7%	14.1x	13.1x	4.5x	4.5x	10.1%	33.4%	71.2%	37.0%	14.1%
Inc.	Installment	4,628.6	91.2	5.9	5.5	1.2	2.1	2.3	13.0	27.7	NM	16.2
FirstCash, Inc.	Pawn	4,483.3	98.3	26.3	22.4	3.4	NM	7.1	11.2	11.6	4.1	12.0
Navient Corporation	Student Loan Servicing	3,237.8	93.4	6.3	6.1	0.9	1.2	0.4	11.2	35.0	(23.9)	(0.7)
Nelnet, Inc.	Student Loan Servicing	2,350.1	92.5	11.2	11.8	1.0	1.1	0.6	6.8	19.2	8.2	3.0
World Acceptance Corporation	Installment	1,560.2	96.6	22.9	20.5	2.6	2.7	7.9	13.5	16.5	6.3	(5.9)
LendingClub Corporation	Online Lender	1,355.4	69.0	NM	NM	1.6	1.6	NM	NM	(16.3)	12.4	NM
PRA Group, Inc.	NPLs	1,265.3	63.7	16.8	12.4	1.1	2.1	2.9	6.0	8.7	9.7	13.4
Encore Capital Group, Inc.	NPLs	1,048.2	81.6	6.1	5.6	1.2	NM	5.6	16.6	13.1	8.0	NM
GreenSky, Inc.	HIP	753.1	55.7	17.2	13.7	NM	NM	13.0	NM	28.1	32.2	20.5
Enova International, Inc.	Online Lender	716.0	54.4	6.4	5.6	1.9	6.5	6.2	22.2	8.0	23.4	NM
goeasy Ltd.	POS/Installment	604.4	74.5	10.1	8.1	2.0	2.3	6.5	23.1	23.8	NM	53.7
America's Car-Mart,	BHPH	569.4	81.7	13.4	11.7	2.2	2.2	8.9	19.4	8.9	10.6	55.7
Inc. EZCORP, Inc.	Pawn	535.6	77.7	10.4	9.3	0.7	1.4	3.6	NM	2.4	7.0	NM
CURO Group Holdings Corp.	Online/Payday	472.8	31.6	4.1	3.4	NM	NM	11.6	NM	(1.6)	4.8	NM
Regional Management Corp.	Installment	314.7	72.8	7.9	6.6	1.1	1.1	5.7	13.0	14.3	11.3	4.3
Elevate Credit, Inc.	Online Lender	181.8	38.9	7.1	5.2	1.4	1.6	8.7	13.5	2.4	3.4	NM
Median			77.7%	10.2x	8.7x	1.4x	2.1x	6.3%	13.5%	13.1%	8.2%	13.4%
Mean			74.6%	11.6x	10.1x	1.8x	2.3x	6.3%	15.6%	16.1%	10.3%	16.9%
Commercial Finance	e											
CIT Group Inc.	Diversified	\$4,826.5	90.3%	10.6x	9.5x	0.9x	1.0x	1.0%	7.5%	28.3%	(18.1%)	NM
Element Fleet Management Corp.	Fleet Mgmt.	3,378.4	75.1	11.7	9.9	1.0	2.9	NM	NM	(27.7)	16.1%	NM
GATX Corporation	Rail	2,746.1	83.3	15.1	14.6	1.5	1.6	2.5	11.3	16.9	2.3%	(5.0)
McGrath RentCorp	Heavy Equipment	1,579.7	99.1	19.1	17.6	2.7	2.9	6.4	15.0	21.3	6.8%	25.5
Mobile Mini, Inc.	Container	1,493.8	69.7	17.6	15.7	1.8	NM	4.4	NM	(0.1)	5.5%	NM
ECN Capital Corp.	Equip. Finance	835.3	75.8	12.8	9.5	1.1	NM	NM	NM	(17.0)	NM	NM
CAI International, Inc.	Container/Rail	413.1	85.5	6.3	5.7	0.7	0.7	3.9	12.1	18.7	10.1%	42.5
On Deck Capital, Inc.	Online Lender	297.6	41.7	8.8	7.3	1.0	1.0	2.9	11.4	16.2	NM	NM
Marlin Business	Equipment Finance	271.4	71.2	9.6	8.5	1.3	1.5	2.1	12.4	30.2	5.4%	38.4
Services Corp. General Finance	Modular Rentals	225.9	46.2	18.7	12.2	1.7	NM	5.1	NM	(5.2)	8.9%	NM
Corporation Chesswood Group Limited	Equipment Finance	123.6	60.4	11.0	9.6	0.8	1.4	2.7	12.9	44.6	NM	17.6
Median			75.1%	11.7x	9.6x	1.1x	1.4x	2.9%	12.1%	16.9%	6.2%	25.5%
Mean			72.6%	12.8x	10.9x	1.3x	1.6x	3.4%	11.8%	11.5%	4.6%	23.8%
Total Median			75.5%	11.0x	9.5x	1.3x	1.6x	5.1%	12.9%	15.2%	8.0%	15.2%
			73.8%	12.1x	10.4x		2.1x	5.3%	14.3%	14.3%	8.3%	

Source: CapIQ data as of 7/17/19.

## **Recent Transactions**

### Consumer Finance: 2018–2019 YTD Select Transactions

(\$ in millions)

				Deal		Price	
Ann. Date <sup>(1)</sup>	Target	Target Description	Acquirer	Value	LTM Earnings	BV	TBV
Jun-19	Base Capital, LLC	Income share agreements (ISAs) for college students	AlmaPact Inc.	NA	NA	NA	NA
Jun-19	Skills Fund, LLC	Student financing platform for higher education	Goal Structured Solutions, Inc.	NA	NA	NA	NA
May-19	CreditGenie Inc.	Point-of-sale (POS) financing solutions	Purpose Financial LP	NA	NA	NA	NA
Apr-19	Athena Art Finance Corporation	Loan provider for global art market	YieldStreet Management, LLC	\$170	NA	NA	NA
Mar-19	Budco Financial Services LLC	Payment solutions for automotive and healthcare industries	Scale Community Inc.	\$11	NA	NA	NA
Jan-19*	MUSA Holdings, LLC	Mortgage and automobile financing services	PowerBand Solutions Inc.	\$15	NM <sup>(2)</sup>	11.7x <sup>(2)</sup>	NA
Dec-18	City Finance Corporation	Personal loan services	Cambria Thrift Consumer Discount Company	NA	NA	NA	NA
Dec-18	Caribbean Financial Group Inc.	Installment loan services	BayBoston Managers LLC	NA	NA	NA	NA
Nov-18	Millennium Financial Group Inc.	Mortgage brokers and services	Community Heritage Financial, Inc.	NA	NA	NA	NA
Nov-18	Spruce Finance Inc.	Consumer financing for energy efficient home products	HPS Investment Partners, LLC	NA	NA	NA	NA
Sep-18	RightWay Funding LLC	Structured settlements	Undisclosed Buyer	NA	NA	NA	NA
Aug-18	LenderLive Network, LLC	Mortgage services provider	Computershare Loan Services	\$32	NA	1.5x	NA
Aug-18	Mortgage Lenders of America L.L.C.	Mortgage brokers and services	Zillow Group Inc.	\$67	NA	5.2x	6.5x
Jun-18	Cornerstone Financial LLC	Financial planning services	CoreNorth Capital Planning	NA	NA	NA	NA
Jun-18	Regency Finance Company	Loan products and financing services	Mariner Finance, LLC	\$142	NA	NA	NA
Jun-18	Midwest Equity Mortgage, LLC	Mortgage brokers and services	Celebrity Financial Inc.	NA	NA	NA	NA
May-18	Base Capital, LLC	Income share agreements (ISAs) for college students	Lumni Inc.	NA	NA	NA	NA
May-18	Synergy One Lending, Inc.	Mortgage brokers and services	Mutual of Omaha Bank	NA	NA	NA	NA
Mar-18	Jefferson Capital Systems, LLC	Bankruptcy and debt collection services	J.C. Flowers & Co. LLC	NA	NA	NA	NA
Mar-18*	Luxury Mortgage Corp.	Mortgage brokers and services	Undisclosed buyer	NA	NA	NA	NA
Feb-18	PHH Corporation	Residential mortgage bank	Ocwen Financial Corporation	\$361	NM	0.7x	0.6x
Feb-18	Harrison Finance Company	Personal, automobile and merchant retail loan services	First Tower Finance Company LLC	\$79	NA	1.0x	NA
Feb-18	Stepstone Mortgage Company, Inc.	Mortgage brokers and services	Mortgage Equity Partners, LLC	NA	NA	NA	NA
Feb-18	Nationstar Mortgage Holdings Inc.	Mortgage brokers and services	WMIH Corp.	\$1,928	NM	1.1x	1.2x
Feb-18	Merrimack Mortgage Company LLC	Mortgage brokers and services	HarborOne Bank (MHC)	NA	NA	NA	NA
Jan-18	GWG Holdings, Inc.	Niche consumer lender	Beneficient Company Group, L.P.	\$800	NM	7.3x	7.3x
Jan-18	HealthFirst Financial, LLC	Financing solutions for healthcare patients	AccessOne MedCard, Inc.	NA	NA	NA	NA
Jan-18	OneMain Holdings, Inc.	Consumer finance and insurance products and services	Apollo Global Management/Varde Partners	\$1,429	19.3x	1.1x	2.5x
Mean					19.3x	3.7x	3.6x
Median					19.3x	1.3x	2.5x

Source: SNL, CapIQ and public filings.

Note: Screening criteria includes select FY18 and FY19 YTD specialty finance (consumer focused) transactions over \$10 million in deal value located in the United States.

<sup>(1)</sup> Deals that include an asterisk ("\*") denote pending transactions.
(2) Financial estimates per AccessWire transaction report; released on 1/23/19.

## **Recent Transactions** (cont.)

### Commercial Finance: 2018–2019 YTD Select Transactions

(\$ in millions)

(1)		T 15 10		Deal		Price	
Ann. Date <sup>(1)</sup>	Target	Target Description	Acquirer	Value	LTM Earnings	BV	TBV
Jun-19*	BlueTarp Financial, Inc.	Commercial trade credit services  Asset-based lending to middle-market	Capital One Financial Corporation  Business Development Corporation of	NA	NA	NA	NA
Feb-19	Siena Capital Finance LLC	companies	America	NA	NA	NA	NA
Feb-19	Pavestone Capital, LLC	Factoring solutions to transportation industry	WEX Inc.	\$28.1	NA	1.8x	NA
Feb-19	Flex Fleet Rental	Truck rental and leasing	Waterfall Asset Management/TRP Capital Partners	NA	NA	NA	NA
Feb-19	Commercial Credit, Inc.	Equipment finance and leasing	BDT Capital Partners LLC	NA	NA	NA	NA
Feb-19*	Medley SBIC LP	Small business investment company	Origami Capital Partners, LLC	\$45.0	NA	NA	NA
Jan-19	Pacific Rim Capital, Inc.	Financial leasing services to material handling equipment	Fuyo General Lease Co., Ltd.	NA	NA	NA	NA
Jan-19	Eastern Funding, LLC	Leasing and financing solutions to dry cleaning industry	Brookline Bank	\$35.9	NA	NA	NA
Jan-19	VAR Technology Finance	Technology leasing and financing solutions	LEAF Commercial Capital, Inc.	\$60.0	NA	2.7x	NA
Oct-18	Engs Commercial Finance Co.	Equipment finance, working capital finance and insurance solutions	Mitsubishi UFJ Lease & Finance Company Ltd.	\$231.2	NA	2.1x	NA
Oct-18	Philip Morris Capital Corporation	Asset lease financing services	Stonebriar Commercial Finance LLC	NA	NA	NA	NA
Sep-18	Fleet Financing Resources, LLC	Leasing and financing solutions to transportation equipment	Marlin Business Services Corp.	\$15.5 <sup>(2)</sup>	NA	1.7x	7.4x
Aug-18	Ciena Capital, LLC	Factoring and commercial real estate financing solutions	Capital Crossing Servicing Company LLC	NA	NA	NA	NA
Aug-18*	Medley Capital Corporation	Invests in privately negotiated debt and equity securities	Sierra Income Corporation	\$318.8	NM	0.9x	0.9x
Aug-18	North Mill Equipment Finance, LLC	Small-ticket equipment financing to businesses	Wafra Capital Partners Inc.	NA	NA	NA	NA
Jul-18	Sabal Capital Partners LLC	Real estate lender and investor	Stone Point Capital LLC	NA	NA	NA	NA
Jul-18	Allied Affiliated Funding L.P.	Accounts receivable factoring solutions	Axiom Bank, National Association	NA	NA	NA	NA
(3) Jul-18	Titlestone Property Finance	Financing to property developers across Southern England	Paragon Banking	\$63.0	NA	NM	NA
Jul-18	NXT Capital, Inc.	Structured financing solutions to middle market	ORIX Corporation USA	NA	NA	NA	NA
Jun-18	Vend Lease Company, Inc.	Equipment financing services	LEAF Commercial Capital, Inc.	\$37.5	NA	2.8x	NA
Jun-18	Fleet Advantage	Fleet management solutions	Alaris Royalty Corp.	\$15.0	NA	NA	NA
Jun-18	Metro Truck and Tractor Leasing, Inc.	Truck leasing and rental services	Ryder System, Inc.	\$52.0	NA	2.6x	2.7x
May-18	Phoenix Capital Group LLC	Factoring, financing and fuel card solutions to transporation industry	Gulf Coast Bank and Trust Company	NA	NA	NA	NA
May-18	Channel Partners Capital LLC	Business financing services	Elliott Management Corporation	NA	NA	NA	NA
Apr-18	Interstate Capital Corp.	Factoring solutions to transportation and distribution industries	Triumph Bancorp Inc/Advance Business Capital	\$180.3 <sup>(4)</sup>	6.2x <sup>(5)</sup>	NA	NA
Mar-18	Advantage Funding Management Company, Inc.	Vehicle financing and leasing programs to transportation industry	Sterling National Bank	\$502.1	NA	1.1x	NA
Mar-18	Gibraltar Business Capital LLC	Asset-based loans and factoring solutions	Hercules Capital, Inc.	NA	NA	NA	NA
Feb-18	Federal National Payables, Inc.	Working capital and financing solutions	White Oak Global Advisors, LLC	NA	NA	NA	NA
Feb-18	Hana Small Business Lending	Small business administration loans	Patriot National Bancorp Inc.	\$83.0 <sup>(6)</sup>	NA	NA	NA
Jan-18	US Premium Finance Holding Company	Credit provider on property and casualty premiums	Ameris Bank	\$83.0	NA	4.7x	NM
Jan-18	Tenax Aerospace, LLC	Special mission aircraft lessor	NTC Group, Inc.	\$220.0	NA	NA	NA
Jan-18	Navitas Credit Corp.	Equipment financing solutions	United Community Bank	\$130.0	NA	NA	NA
Mean					6.2x	2.3x	3.6x
Median					6.2x	2.1x	2.7x

Source: SNL, CapIQ and public filings.

Note: Screening criteria includes select FY18 and FY19 YTD specialty finance (commercial focused) transactions over \$10 million in

- Deals that include an asterisk ("\*") denote pending transactions.
- Includes earn-out consideration of \$5.5 million contingent on Fleet Financing Resources generating volume of over \$542 million.

  Transaction completed in the United Kingdom by Houlihan Lokey team members.
- Asset purchase includes earn-out consideration of up to \$22.0 million determined by a proprietary index designed to approximate the rise and fall of transportation invoice prices subsequent to acquisition.
- Normalized for 23% tax on taxable income per Triumph Bancorp Q1 2018 Investor Presentation.
- Includes earn-out consideration of \$5.7 million; contingencies undisclosed.

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Houlihan Lokey (NYSE:HLI) is a global investment bank with expertise in mergers and acquisitions, capital markets, financial restructuring, and valuation. The firm serves corporations, institutions, and governments worldwide with offices in the United States, Europe, the Middle East, and the Asia-Pacific region. Independent advice and intellectual rigor are hallmarks of the firm's commitment to client success across its advisory services. Houlihan Lokey is ranked as the No. 1 M&A advisor for all U.S. transactions, the No. 1 global restructuring advisor, and the No. 1 global M&A fairness opinion advisor over the past 20 years, according to Thomson Reuters.

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Atlanta	Miami	Amsterdam	Madrid	Beijing Sydney
Chicago	Minneapolis	Dubai	Milan	Hong Kong Tokyo
Dallas	New York	Frankfurt	Paris	Singapore
Houston	San Francisco	London		
Los Angeles HLI	Washington, D.C.			

### **Industry Expertise**

, ,		
Product Expertise	<b>Dedicated Industry Groups</b>	Financial Sponsors
Mergers and Acquisitions	Business Services	Active Dialogue
Capital Markets	Consumer, Food, and Retail	With a Diverse Group of 1000+ Sponsors
Financial Restructuring	Data and Analytics	·
Financial Advisory	Energy	Private Equity Firms
Strategic Consulting	Financial Institutions	Hedge Funds
	Healthcare	Capital Alliances
	Industrials	•
	Real Estate, Lodging, and Leisure	
	Technology, Media, and Telecom	

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