

laughing WATER CAPITAL

Boutique Small & Micro Cap Investing

Laughing Water Capital, LP Laughing Water Capital II, LP

Matthew Sweeney – Founder & Managing Partner <u>msweeney@laughingwatercapital.com</u> | 917-306-0461



К (\$HMHC) (\$HMHC) (\$HMHC) (\$HMHC) (\$HMHC) (\$HMHC) (\$HMHC)

Disclaimer

THIS PRESENTATION IS FOR INFORMATIONAL AND EDUCATIONAL PURPOSES AT THE 2021 VALUE X VAIL CONFERENCE ONLY AND SHOULD NOT BE CONSIDERED INVESTMENT ADVICE.

WE MAKE NO REPRESENTATION OR WARRANTIES AS TO THE ACCURACY, COMPLETENESS OR TIMELINESS OF THE INFORMATION, TEXT, GRAPHICS OR OTHER ITEMS CONTAINED IN THIS PRESENTATION. WE EXPRESSLY DISCLAIM ALL LIABILITY FOR ERRORS OR OMISSIONS IN, OR THE MISUSE OR MISINTERPRETATION OF, ANY INFORMATION CONTAINED IN THIS PRESENTATION.



Founding Principles

It is possible for small pools of capital to outperform the masses. However, differentiated results require a differentiated approach. Laughing Water Capital is dedicated to maintaining every possible competitive advantage an investment partnership can have:

- Boutique size
- Small and micro cap focused
- Go where others can't or won't
- Best ideas only
- High quality LP base
- Properly aligned investment manager



Tilting the Odds

Investors must make decisions with incomplete information, which introduces risk. We are attracted to:

- Limited Wall Street research coverage
- Properly aligned incentives
- Structural, optical, or operational problems that we believe will prove temporary
- Misleading GAAP financials
- A patient, business ownership perspective

These elements reduce competition from quant & index based investors, as well as larger funds





Context

"One advantage of buying these [...] cyclical businesses is a lot of people don't like them. And what difference does it make to us if the earnings average say, 300 million a year, if it comes in in a [...] lumpy fashion? In the big scheme of things, what do we care if it's lumpy, as long as it's a good business?"

> ~ Charlie Munger 2011 BRK Meeting

"As you look out, [there is] really no structural reason why pre-pandemic levels of billings aren't achievable, just remember that the timing is not entirely clear."

> ~Joseph Abbot, HMHC CFO Q2'2021 conference call

Investment Basics

- ✓ Easy to Understand
- ✓ Misleading Trailing GAAP Financials
- \checkmark Business in Transition
- ✓ Improving Competitive Position
- ✓ High Normalized FCF Yield
- ✓ Opportunity to Reinvest at High Rates of Return

Stock Basics

Stock Symbol	НМНС
Stock Price*	\$13.51 [*]
Shares Out (000)	130,350.6
Market Cap (000)	\$1,761,037
Cash	\$146,541
Debt & Pension	\$347,174
Enterprise Value	\$1,961,671
\$ Owned By Insiders	~\$40M
Current Yield	N/A
52 Week Range	\$1.66 - \$14.20



Company Basics

Largest provider of K-12 Core Curriculum in the U.S. (~30% market share)

Literacy

Science

• Math

- Social Studies
- Largest provider of Extensions Curriculum in the U.S. (~10% market share)
 - Supplemental
 - Professional Development

- Intervention
- Only provider with a Connected platform that can link Core and Extensions
- Largest sales force in the industry
 - Presence in 90% of K-12 schools
- Recent shift to a digital first approach
 - Recurring revenue growing ~100+% YoY with ~150% net retention



Core Extensions

T12M Billings Mix



Industry Basics

- ~\$740B spent annually on K-12 education in the U.S.
- ~\$10B spent on Instructional Materials
- Subject to state adoption cycles
- Shift to a digital future has been underway for a long time... and thus far has been a disappointment
 - Student : Device Ratio has been the gating agent

Key Takeaway: Covid accelerated the future of digital education by putting an iPad or laptop in ~every student's hands



The Shift to Digital





Teachers: Reduces time spent outside of the classroom grading homework etc.



Students: Real time feedback and AI driven adaptive solutions improve outcomes



Parents: Increased visibility into children's progress and responsibilities

6

In the education world, you are not selling product, you are selling outcomes

Why Does the Opportunity Exist?

Big Picture

- Trailing financials do not tell the story
- Covid has obscured the fruits of a multi-year business transformation
- Continued near term uncertainty surrounding Covid and education
- The business has historically been lumpy
- Limited & disinterested sell side coverage
- Rotation of shareholder base
- Tough chart to buy

Is it a Good Business:

Through the Rearview Mirror

- Historically....NO
- High fixed costs and cyclical revenues have led to booms, busts, and not much cash





Is it a Good Business:

Where Are We Now?

 The fruits of a multi-year restructuring and business evolution have been obscured by Covid

Evidence That The Future Looks Different

• Key Takeaway: Despite a history of burning cash, in 2020 the company remained FCF+ in the worst environment imaginable



What Has Changed?:

Vastly Improved Cost Structure

- New management in 2016/2017 set out to transform the business
- Old model: "Hit movie" development
 - Follow the adoption calendar
 - Long stretches where assets are underutilized
 - Short stretches where expensive consultants are used to staff up to meet demand
- New model: Digital First
 - Continuous development cycle allows for optimization of resources
 - Reduce headcount
 - Reduce expensive print runs, warehousing costs, & shipping costs



What Has Changed?:

Vastly Improved Capital Structure

- Sold Books & Media Publishing business to News Corp for \$349M in May, 2021 and used proceeds to pay down debt
- Now essentially net debt free subject to seasonal swings
- Additional opportunity: \$306M of 9% Senior Secured Notes callable in Feb 2022
 - Potential to realize ~\$10M in cash interest savings





Is it a Good Business:

Looking Forward: Base Case

- The Company has indicated that going forward, Billings above \$850M should translate to FCF at 65%
 - Significant operating leverage
- If future Billings are *reasonably similar* to historical Billings, the company will generate significant cash
- Covid 2020 was such a negative outlier that below should be conservative

Defining "Normal" FCF													
Last 5 Years - Actual Ed. Billings, Pro Forma Cost Structure, Implied FCF													
(000)		2016		2017		2018		2019		2020		Average	Cumulative
Education Billings: Actual*	\$ 1	1,163,540	\$	1,133,823	\$	1,114,709	\$	1,412,267	\$	897,834	\$1	,144,435	
- Breakeven Billings: Pro Forma		850,000		850,000		850,000		850,000		850,000		850,000	
Profitable Billings	\$	313,540	\$	283,823	\$	264,709	\$	562,267	\$	47,834	\$	294,435	
FCF flow through: Pro Forma		65%		65%		65%		65%		65%		65%	
Implied FCF	\$	203,801	\$	184,485	\$	172,061	\$	365,474	\$	31,092	\$	191,382	\$ 1,148,295
+ Feb. 2022 Est. Debt Refi Savings												10,000	
LWC Estimate of "Normal" FCF										(1	\$	201,382	

Supranormal Times Ahead?

• Covid related school closures have led to enormous learning loss

CLOSING THE

97[%] of educators reported learning loss due to COVID-19 when comparing their current students to those in previous years.



say students are more than three months behind socially and emotionally



say students are more than three months behind academically



say the gap is wider between struggling and high-performing students

Margin of Safety: Federal Stimulus

Boom Times Ahead?

- Historically, school budgets are 90% State and Local
- To fill the Covid learning gap, the Federal Government has pledged ~\$200B
 - American Rescue Plan
 - CARES Act
 - CRRSA
- No doubt much of this money will go to administrators and unions, but some of it is *mandated* for learning loss
- HMHC should capture *some* of these dollars
- Key Takeaway: at the very least, the risk of massive operating leverage cutting the wrong way seems to be off the table

Potential Windfall? (000)

American Rescue Plan (000)	\$2	127,000,000
Mandated for Learning Loss %		25%
Mandated for Learning Loss \$	\$	31,750,000
Curriculum Spend %		15%
Curriculum Spend \$	\$	4,762,500
HMHC Extensions Mkt Share		10%
Implied HMHC Revenue	\$	476,250
Years		3
Potential Annual Billings Bump	\$	158,750
FCF Conversion Rate		65%
Potential Annual FCF Bump	\$	103,188
+ LWC Est. "normal" FCF	\$	201,382
Supra-normal FCF	\$	304,570

Digital First Platform Approach: Enhanced Competitive Position

- HMHC is the only company with a leading position in both Core and Extensions, and a platform ("Ed") that connects Core, Extensions, and Assessment
 - Connected approach should improve student outcomes
 - Connected platform drives opportunity to cross sell
- 75% of surveyed educators believe that connecting instruction and assessment on one platform will transform learning and teaching in the future*



Shifting Mix: Reduced Cyclicality

- Over time, billings mix should tilt toward Extensions
 - Faster organic growth
 - Cross sell opportunity
 - M&A opportunity
- Extensions is an evergreen market, not tied to state adoption cycles
- Extensions has a better margin profile than Core

Key Takeaway: A shift toward digital will reduce cyclicality and improve margins, which should lead to multiple expansion



Shifting Mix: Increased FCF

- Key Takeaway: Delivering digital content is a much better business than printing, storing, and delivering physical books
- Given massive NOLs, assuming no growth in "normal" billings, if 50% of billings become digital, the company could generate an additional ~\$23M in FCF annually, w/o further reducing fixed costs
- In reality, the mix shift will not depend on cannibalization of Print, and top line and margins should grow concurrently

Illustrative Contribution Margin Potential

	% of Billings (TTM actual)	Contribution Margin (LWC estimate)		lormal" Increase
Digital	40%	80.0%		
Print	60%	60.0%		
Blended		68.0%	_	
	Reasonable M	id Term Goal?	_	
Digital	50%	80.0%		
Print	50%	60.0%		
Blended		70.0%	\$	22,889
	Long Term Am	ibition?		
Digital	75%	80.0%	_	
Print	25%	60.0%		
Blended		75.0%	\$	80,110

Shifting Mix: Increased Recurring Revenue

- Inside HMHC there is a SaaS business that grew ~100% with ~150% net retention YoY
- 2021 guidance: 10-15% of billings to be recurring in nature, up from 6% in 2020
- Fast growing SaaS will likely attract a new kind of investor to the Company
- Key Takeaway: Recurring revenue deserves a higher multiple than cyclical revenue



What To Do With all That Cash?

Capital Allocation

- If 2021 meets guidance, and the next 4 years are collectively "normal," the company could have ~60% of its current market cap in cash assuming no organic growth, and no M&A growth
- If 2021 meets guidance, and the company realizes a 3 year windfall from Federal stimulus spending before reverting to "normal" the company could have 75% of its current market cap in cash in 4 years assuming no organic growth, and no M&A growth

What To Do With all That Cash?

Capital Allocation

HMHC's footprint provides an excellent platform for M&A

- Revenue synergies: leverage the industry's largest sales force to drastically improve target co. distribution
- Cost synergies: with the exception of development costs, virtually all target co. expenses can by eliminated
- Case study: Waggle
 - AI-based adaptive learning program
 - Bought for \$5M in January, 2019
 - Now growing "triple digits"

Illustrative M&A Example

Target Co. Bookings multiple	\$ 10,000 3.0x		5.0x		
Cost to Acquirer (EV)	\$ 30,000	\$	50,000		
Acquirer's ULFCF Margin	70%		70%		
No Growth FCF	\$ 7,000	\$	7,000		
Bookings Growth	 50%	100%			
Growth FCF	\$ 10,500	\$	14,000		
EV / No Growth ULFCF	4.3x		7.1x		
No Growth ULFCF Yield	23%		14%		
EV / Growth Implied ULFCF	2.9x		3.6x		
Growth ULFCF Yield	35%		28%		

"opportunities abound for consolidation in our sector, particularly in the extensions category" ~CFO Joe Abbot, 2020 Citi Global Tech Conference

What To Do With all That Cash?

Capital Allocation

- While bolt on M&A is a clear priority, given the normalized FCF yield, repurchasing shares provides an attractive outlet for cash
- HMHC has not been in a position to repurchase shares in some time, but under a prior management team the company had a \$1B repurchase authorization in place
- Given the under-levered balance sheet, the company is in position to meaningfully shrink float, even after M&A

Illustrative Buyback Example Shares (000) 130,351 **Current Price** 13.51 Ś 1,761,037 Market Cap % Buy Back 15% Shares Buy Back 19,553 **Buy Back Premium** 25% **Buy Back Total Cost** Ś 330,194 Years of "Normal" FCF 1.6

The New "Normal?"

Multiple Axes For Improving FCF Per Share

 Given the company's new-found ability to generate cash and ample opportunities to reinvest at high returns, the company should be able to ~double "normal" earnings power over the next few years



The New Mid-Cycle?

Multiple Axes For Improving Cash Flow

- The company considers mid-cycle billings to be \$1.3B \$1.45B^{*}
- At the mid-point, on today's cost structure this should generate \$340M in FCF
- Assuming that over the next few years the mix shifts toward digital, and the company generates "normal" FCF which is allocated into M&A and repurchases, the company should be able to generate \$3.50-\$4.00 per share in FCF in a future mid-cycle year



Management

- Jack Lynch CEO
 - Joined HMHC in 2017 and spearheaded the push toward digital while rationalizing costs
 - Former CEO of PE owned Renaissance Learning
 - Oversaw strategic investment from Google Capital
 - Oversaw sale of the business to PE buyer for ~100% return in 3 years
 - Entrepreneurial: Founding CEO of bigchalk.com
- Joe Abbot CFO
 - Joined in 2016 formerly an investment banker
 - Extensive experience with transactions in the Education space
 - Tight grasp of the numbers, and knows how to communicate with the street
- Skin in the game Insiders own ~\$40M worth of stock

What Is The Right Multiple?

- Historical multiples are of little use: the company used to burn cash through a cycle... now it should remain FCF positive in the bottom, and gush FCF at the top
- A significant re-rating is not necessary for success, but in our view a significant rerating is entirely justified by the already improved – and still improving – economics of the business
- Case study: Auto suppliers with cyclical end markets that break even (or worse) at the bottom of the cycle often trade north of 15x multi-year FCF*
- Case study: Video game developers moved from a hit driven model akin to the adoption calendar to more of a subscription model, and have re-rated much higher*

25

• HMHC's FCF will remain lumpy, but is increasingly recurring software centric, suggesting a 15x multi-year FCF multiple or higher would be appropriate

Base Case: "Normal" Today

HMHC is now a lumpy business that can remain FCF positive in a down-cycle, and gush cash in an up-cycle

Many cyclical businesses with less favorable macro-tailwinds trade at 15x multi-year average FCF

Excluding Covid affected 2020 from the calculation of "Normal" would result in a 20% increase to "Normal" FCF, or a price of \$21.50 at 12.5x

Illustrat	ive V	aluation	
Total Shares		130,351	June 30 '21 FDSO
Price		13.51	
Market Cap	\$	1,761,037	
- Cash		146,541	June 30 '21
- Cash Accumulation		0	
+ Debt		316,611	June 30'21
+ Pension & Retirement		30,564	June 30'21
EV	\$	1,961,671	
EV / "Normal" FCF*		9.7x	
Price @ 12.5x "Normal" FCF	\$	17.00	
upside		26%	
Price @ 15x "Normal" FCF	\$	21.60	
upside		60%	
Price @ 17.5x "Normal" FCF	\$	25.50	
upside		89%	

Future Case: Today's "Normal" W/ Cash Accumulation

HMHC has ample opportunity to reinvest in the business in order to increase future FCF / share.

However, simply allowing cash to accumulate on the balance sheet should drive significant upside.

Depending on Federal stimulus and the adoption calendar, the company could generate \$1B in the next 3-5 years

	nastrative	varuation	
Shares		130,351	June 30 '21 FDSO
+ Dilutive Shares		10,745	@ 2% Annual: 4yrs
Total Shares		141,096	
Price		13.51	
Market Cap	\$	1,761,037	
- Cash		146,541	June 30 '21
- Cash Accumulation		1,000,000	
+ Debt		316,611	June 30'21
+ Pension & Retirment		30,564	June 30'21
EV	\$	961,671	
EV / Normal FCF		4.0x	
Price @ 12.5x Normal FCI	F \$	29.40	
upside		118%	_
Price @ 15x Normal FCF	\$	34.00	
upside		152%	
Price @ 17.5x Normal FCI	F \$	38.50	
upside		185%	

27

Illustrative Valuation

Upside Future Case: The "New Normal"?

If instead of allowing FCF to accumulate on the balance sheet HMHC pursues tuck in acquisitions and repurchases stock, assuming moderate growth the company could increase "normal" FCF to ~\$350M per year

In this scenario the company would likely receive a higher multiple from the market as well

Illustrative Valuation "New Normal" FCF 345,023 LWC Estimate Ś Multiple 17.5x Ś 6,037,908 EV 146,541 6.30.21 B/S + Cash + Cash accumulation 400,000 Net of M&A & repurch. 316,611 6.30.21 B/S - Debt - Pension & Retirement 30,564 6.30.21 B/S Ś Market Cap 6,237,274 **Total Shares** 110,798 Repurch. 15% of float Per Share Ś 56.29 CAGR 33.3% 5 years

Valuation: Downside Protection?

Sum of the Parts: Extensions Stand Alone?

- Frequent M&A in Extensions focused ed-tech businesses has taken place at multiples ranging from 3-6x billings
- HMHC's Extensions business is the largest in the industry, and would presumably be a valued target
- Splitting the business would not make sense, but for reference, at 3x billings, the Extensions business would cover ~75% of the current EV
 - 3x billings for SaaS growing 100% with 150% net revenue retention is extremely conservative

Private Equity Has A Long History With Education Stocks

- HMHC's under-levered balance sheet likely makes it an attractive target
- In 2013 Apollo bought McGraw Hill, and then completed a dividend recap



Near Term Catalysts

Earnings Beat vs Guidance?

- Barring a renewed complete Covidfueled school lockdown scenario, the company appears to be sandbagging guidance
 - Coincidence that guidance was raised by almost the same amount as the recent "beat"?

Consolidated Billings

	Low	High
2021 Initial Billings Guidance	\$905,000	\$ 955,000
2021 Q2 Revised Billings Guidance	\$980,000	\$1,020,000
Q2 Guidance Delta	\$ 75,000	\$ 65,000
Q2 Revenue "beat"	\$ 66,000	\$ 66,000

Near Term Visibility

"We have really good pipeline analytics. So we have early indicators of performance earlier in the year. So we have a good sense of where we're going to end up within a range. And that's why we can guide pretty well to know what our top line performance is going to be year after year."

CEO Jack Lynch2021 BMO Virtual Technology Summit

Near Term Catalysts

Raising Awareness

- Investor Relations Uptick / Sell side coverage?
 - Recently hired a new head of IR
 - The company has not had an investor day since 2019, despite a vastly improved business
 - At present, the company has coverage from 3 banks that seem to be somewhere between disinterested and underwhelming in their coverage
 - The upcoming debt refi & future M&A provide avenues to pay investment banks, which could should be leveraged into additional research coverage

Improved Balance Sheet & FCF

- Debt Refi
 - In February, 2022, \$306M of 9% Senior Secured Notes become callable
 - Current YTM suggests that ~\$10M in cash interest savings is possible

What Could Go Wrong?

Risk

- The preceding analysis assumes a regular cadence of average cashflows – in the real world results will be lumpy
- Open source curriculum has gained ground in recent years

 In the education world there can be a preference for utopian idealism over capitalism

Mitigant

- The market rewards patience overtime, & LWC is specifically designed to be patient
- True, but a connected approach should favor the incumbent, and "you never get fired for going with IBM"
- This management team wants to win, and wants to make money in the process

Key Takeaways

- Thanks to a multi-year restructuring and a drastic shift toward digital caused by Covid, HMHC is a much better business than it has been in the past
- The company can now remain FCF positive in down-cycles, and gush cash in up-cycles
- Federal stimulus dollars remove the risk of massive operating leverage cutting the wrong way in the years to come
- As the mix continues to shift toward SaaS and Extensions, the variability of billings will go down, which should contribute to a re-rating
- The company has the ability to reinvest in the future at very high rates through a platform approach to Extensions curriculum
- The potential to double FCF/share and realize significant multiple expansion due to improved fundamentals sets the stage for potential multi-bagger returns

Appendix



Valuation Case Study: Video Game Re-rating

Video Games As A Comp

- While there are clear differences between HMHC and video game makers, the hit driven nature of video games provides a useful parallel to the impact of the adoption calendar on HMHC.
- As video game makers have moved to more of a subscription model, the market has rewarded them with significant multiple expansion
- As HMHC's mix moves more toward SaaS / Extensions which are not dependent on the adoption calendar, the market should similarly reward HMHC with a much higher multiple



Valuation Case Study: Auto Supplier Multiples

Borg Warner (BWA) Valuation History													
	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021E	Average
FCF / share	1.17	1.45	2.04	1.32	1.05	1.32	2.52	2.94	2.79	2.55	3.03	3.54	
3 Yr. T. Avg FCF / Share	0.69	1.13	1.55	1.60	1.47	1.23	1.63	2.26	2.75	2.76	2.79	3.04	
Stock Price High	36.57	40.83	43.53	55.96	67.38	63.01	42.25	55.68	57.91	46.31	43.95	54.45	
Stock Price Low	16.89	28.07	30.27	35.42	50.24	38.89	27.69	37.99	33.2	30.88	19.73	38.06	
High P/FCF	31.3x	28.2x	21.3x	42.4x	64.2x	47.7x	16.8x	18.9x	20.8x	18.2x	14.5x	15.4x	28.3x
Low P/FCF	14.4x	19.4x	14.8x	26.8x	47.8x	29.5x	11.0x	12.9x	11.9x	12.1x	6.5x	10.8x	18.2x
High P/3 Yr. T. FCF	53.0x	36.1x	28.0x	34.9x	45.8x	51.2x	25.9x	24.6x	21.1x	16.8x	15.8x	17.9x	30.9x
Low P/3 Yr. T. FCF	24.5x	24.8x	19.5x	22.1x	34.2x	31.6x	17.0x	16.8x	12.1x	11.2x	7.1x	12.5x	19.4x
Fwd. High P/FCF	25.2x	20.0x	33.0x	53.3x	51.0x	25.0x	14.4x	20.0x	22.7x	15.3x	12.4x	13.4x	26.6x
Fwd. Low P/FCF	11.6x	13.8x	22.9x	33.7x	38.1x	15.4x	9.4x	13.6x	13.0x	10.2x	5.6x	9.4x	17.0x
T. High P/FCF	47.5x	34.9x	30.0x	27.4x	51.0x	60.0x	32.0x	22.1x	19.7x	16.6x	17.2x	18.0x	31.4x
T. Low P/FCF	21.9x	24.0x	20.9x	17.4x	38.1x	37.0x	21.0x	15.1x	11.3x	11.1x	7.7x	12.6x	19.8x

- Borg Warner is a manufacturer of auto parts that is capable of remaining FCF positive during cyclical swings. Multiples have been trending downward due to the uncertain future of electric vehicles.
- HMHC is now capable of remaining FCF during cyclical swings, and there is reason to believe the quality of the business is improving, yet HMHC trades at a significant discount to BWA.

Valuation Case Study: Auto Supplier Multiples

Tenneco (TEN) Valuation History													
	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021E	Average
FCF / share	1.34	0.28	1.47	3.67	-0.05	3.58	0.53	1.91	-0.84	-3.71	2.89	1.99	
3 Yr. T. Avg FCF / Share	0.48	1.18	1.03	1.81	1.70	2.40	1.35	2.01	0.53	-0.88	-0.55	0.39	
Stock Price High	43.03	46.58	39.76	57.53	68.6	61.53	66.52	68.71	64.69	36.37	13.86	22.27	
Stock Price Low	17.68	23.9	24.72	34.57	47.93	42.24	35.59	51.74	26.29	7.89	2.32	9.76	
					_					_			
High P/FCF	32.1x	166.4x	27.0x	15.7x	N/A	17.2x	125.5x	36.0x	N/A	N/A	4.8x	11.2x	48.4x
Low P/FCF	13.2x	85.4x	16.8x	9.4x	N/A	11.8x	67.2x	27.1x	N/A	N/A	0.8x	4.9x	26.3x
High P/3 Yr. T. FCF	89.6x	39.4x	38.6x	31.8x	40.4x	25.6x	49.2x	34.2x	121.3x	N/A	N/A	57.1x	52.7x
Low P/3 Yr. T. FCF	36.8x	20.2x	24.0x	19.1x	28.2x	17.6x	26.3x	25.8x	49.3x	N/A	N/A	25.0x	27.2x
Fund Lligh D/FCF	152 74	21 7	10.0	NI / A	10.2%	116 1	24.0%	01 0.7	17 42	12 64	7.0%	F Ov	
Fwd High P/FCF	153.7x	31.7x	10.8x	N/A	19.2x	116.1x	34.8x	-81.8x	-17.4x	12.6x	7.0x	5.8x	28.7x
Fwd Low P/FCF	63.1x	16.3x	6.7x	N/A	13.4x	79.7x	18.6x	-61.6x	-7.1x	2.7x	1.2x	2.5x	13.3x
T. High P/FCF	22.3x	34.8x	142.0x	39.1x	18.7x	N/A	18.6x	129.6x	33.9x	N/A	N/A	7.7x	49.6x
T. Low P/FCF	9.2x	17.8x	88.3x	23.5x	13.1x	N/A	9.9x	97.6x	13.8x	N/A	N/A	3.4x	30.7x

- Tenneco is a manufacturer of auto parts that loses money during cyclical swings. Multiples have been trending downward due to the uncertain future of electric vehicles.
- HMHC is now capable of remaining FCF during cyclical swings, and there is reason to believe the quality of the business is improving, yet HMHC trades at a significant discount to TEN's smoothed FCF multiple.

Additional Disclaimer

LW Capital Management, LLC ("the General Partner") is not registered as an investment adviser with the Securities and Exchange Commission or any state's securities commission. The limited partnership interests (the "Interests") in Laughing Water Capital, LP and Laughing Water Capital II, LP (the "Funds") are offered under a separate private placement memorandum (the "PPM"), have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any State's securities laws, and are sold for investment only pursuant to an exemption from registration with the SEC and in compliance with any applicable state or other securities laws. The funds are not registered under the investment company act of 1940, as amended, in reliance on an exemption there under.

Performance: Past performance is not a predictor of future results. We do not expect our future returns to approximate our historical returns. Amounts may differ due to rounding. Decimal points have been excluded so as not to convey a level of precision that these estimates are not intended to convey. Net returns are calculated assuming a hypothetical investor paid the preferred fee structure that comes with a 5-year commitment of a 1.125% annual management fee and 15% of the outperformance, if any, over a 6% hurdle. Actual net returns will vary by investor and share class. The S&P 500, Russell 2000 and Russell Micro-cap are indices of US equities. They are included for informational purposes only and may not be representative of the type of investments made by the fund.

Risks: An investment in the fund/partnership is speculative and involves a high degree of risk. Investment performance may experience increased volatility due to leverage, concentration and a focus on smaller and illiquid companies. A portion of the trades executed may take place on non-U.S. exchanges. Opportunities for withdrawal/redemption and transferability of interests are restricted, so investors may not have access to capital when needed. There is no secondary market for the interests and none is expected to develop. The portfolio is under the sole trading authority of the general partner/investment manager.

There can be no guarantee that the Fund's investment objectives will be achieved, and the investment results may vary substantially from year to year or even month to month. An investor should not make an investment, unless it is prepared to lose all or a substantial portion of its investment. The fees and expenses charged in connection with this investment may be higher than the fees and expenses of other investment alternatives and may offset profits. The Fund's ability to achieve its investment objectives may be affected by a variety of risks not discussed herein. Please refer to the prospectus and related documents for additional information regarding risks and conflicts of interest. Parties should independently investigate any investment strategy or manager, and should consult with qualified investment, legal and tax professionals before making any investment.

Disclaimer: No representations or warranties of any kind are made or intended, and none should be inferred, with respect to the economic return or the tax consequences from an investment in the Fund. No assurance can be given that existing laws will not be changed or interpreted adversely. Prospective investors are not to construe this presentation as legal or tax advice. Each investor should consult his or its own counsel and accountant for advice concerning the various legal, tax, ERISA and economic matters concerning his or its investment. Any projections, market outlooks or estimates in this document are forward-looking statements and are based upon certain assumptions. Other events which were not taken into account may occur and may significantly affect the returns or performance of the fund/partnership. Due to the various risks and uncertainties, actual events or results in the actual performance of the Fund may differ materially from those reflected or contemplated in such forward-looking statements. Any statements of opinion constitute only current opinions, which are subject to change and which may not be updated. This document is not intended for public use or distribution and is not to be reproduced or redistributed in whole or in part without the prior written consent of LW Capital Management, LLC. While all the information prepared in this document is believed to be accurate, Laughing Water Capital, LP, Laughing Water Capital II LP and LW Capital Management, LLC make no express warranty as to the completeness or accuracy, nor can they accept responsibility for errors appearing in the document. If you are an accredited investor interested in learning more about Laughing Water Capital, please visit: <u>www.laughingwatercapital.com</u>

