

# Investment Banking | Industry Spotlight



**Downstream Petroleum** | Q1 2017

## **Downstream Petroleum Group Overview**

#### Downstream Petroleum Investment Banking

#### Commitment to Downstream Petroleum

- Fifth Third is a leading financial partner and capital markets advisor in the Convenience Store and Downstream Fuel and Lubricant Distribution industries (collectively "Downstream Petroleum")
- Fifth Third has extensive credit exposure to the Downstream Petroleum industry and is actively engaged in the M&A marketplace
- Fifth Third has relationships with the largest operators in the U.S., reflecting our dedication to the C-Store industry with M&A advisory, capital markets activity, lending, and risk management strategies

#### Representative Services

#### Capital Raising & Advisory

- M&A Advisor
- Lead Credit Provider
- Co-Manager on Bond Transactions
- Syndicated Lending

#### Risk Management

- Treasury Management
- Commodities Hedging
- Foreign Exchange Risk Management
- Interest Rate Risk Management

#### Key Downstream Petroleum Contacts

#### Investment Banking

#### Mike Burr

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#### Rob Bohn Director Robert.Bohn@53.com (404) 279 - 4508

#### Bill Benston

Managing Director Bill.Benston@53.com (404) 789 - 3131

#### Corporate Banking

#### Craig Wolf C&R Group Head

Craig.Wolf@53.com (312) 704 - 2994

#### Mike Ross

Sr. Relationship Manager Mike.Ross@53.com (972) 532 - 5884

#### Debt Capital Markets

#### Mike Ryan

#### Kirk Johnson Managing Director Kirk.Johnson@53.com

(513) 534 - 8922

Managing Director Michael.Rvan@53.com (615) 687 - 3123

Equity Capital Markets

#### Sector Leadership Team

#### Michael J. Burr

#### Sr. Managing Director

- Mike has 25+ years of investment banking experience with JP Morgan, Challenger Capital and Fifth Third Securities
- Mike has advised several of the largest c-store operators in North America in M&A as well as debt and equity capital raises

#### Robert Bohn

#### Director

- Rob has 12+ years of investment banking experience with Citigroup, Ewing Bemiss & Co. and Fifth Third Securities
- Rob has been active in developing Fifth Third's c-store relationships, advising on M&A and capital structuring issues

#### Recent M&A Transactions



Advisor

FIFTH THIRD SECURITIES

Sell-Side Advisor 5/3 FIFTH THIRD SECURITIES \$425,000,000

has been acquired by

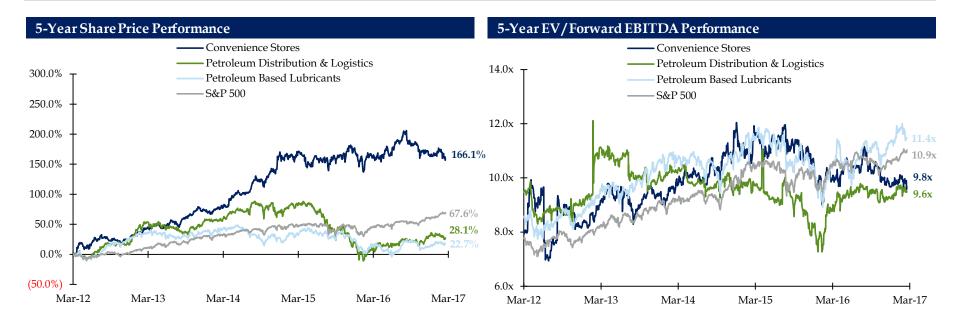


Sell-Side Advisor **5/3** FIFTH THIRD SECURITIES





## **Public Market Valuation Trends**



#### Sub-Sector Indices' Stock Price Performance

Sub-Sector	Number of Companies	Median Enterprise Value \$ in millions	Median % Change in Price YTD	Median TEV/ LTM Multiples Revenue EBITDA		Median TEV/ Forward Multiples Revenue EBITDA	
C-Stores	4	\$6,133.9	(2.8%)	0.6x	9.6x	0.5x	8.7x
Petroleum Distribution & Logistics	7	2,097.0	(1.3%)	0.5x	13.0x	0.5x	9.6x
Petroleum Based Lubricants	4	4,437.3	3.6%	0.8x	14.5x	0.8x	10.9x
S&P 500	500		5.8%	2.4x	12.2x	2.22	11.01



# **Public Company Comparables**

	Stock	% of 52-		et Enterprise							Debt/	Price/	Enterprise Value /			
	Price at	Week	Market		LTM Financials		Revenue Growth		LTM Margins				Reve	nue	EBITI	EBITDA
	3/31/17	High	Cap	Value	Revenue	EBITDA	'15A - '16A	'16A - '17E	Gross	EBITDA	EBITDA	Earnings	LTM	2017E	LTM	2017E
<u>C-Stores</u>																
Alimentation Couche-Tard Inc.	\$45.40	87.9%	\$26,072	\$29,399	\$35,679	\$2,353	(1.1%)	36.2%	17.8%	6.6%	1.7x	22.7x	0.8x	0.6x	12.5x	9.9x
Sunoco LP	24.17	63.5%	2,708	7,103	15,497	751	(15.0%)	18.7%	14.1%	4.8%	6.0x	NM	0.5x	0.4x	9.5x	9.2x
Casey's General Stores, Inc.	111.92	82.2%	4,350	5,165	6,425	530	(10.6%)	35.7%	26.0%	8.3%	1.8x	22.8x	0.8x	0.6x	9.7x	8.3>
Murphy USA Inc.	73.16	90.9%	2,694	3,211	9,448	400	(10.2%)	39.9%	5.4%	4.2%	1.7x	13.1x	0.3x	0.2x	8.0x	7.3x
Mean							(9.2%)	32.6%	15.8%	6.0%	2.8x	19.5x	0.6x	0.5x	9.9x	8.7x
Median							(10.4%)	35.9%	15.9%	5.7%	1.7x	22.7x	0.6x	0.5x	9.6x	8.7x
Petroleum Product Distribution and Logistics																
Energy Transfer Partners, L.P.	\$35.82	82.3%	\$19,663	\$60,815	\$20,276	\$4,601	(36.3%)	24.6%	23.0%	22.7%	7.3x	NM	3.0x	2.2x	13.2x	9.0>
Sunoco Logistics Partners L.P.	23.98	76.2%	7,924	16,204	9,151	1,261	(12.7%)	16.6%	16.3%	13.8%	5.8x	24.5x	1.8x	1.5x	12.8x	10.1
World Fuel Services Corp.	35.89	70.4%	2,516	3,018	27,016	258	(11.1%)	20.9%	3.3%	1.0%	4.6x	19.8x	0.1x	0.1x	11.7x	8.1
Global Partners LP	19.20	87.5%	651	2,097	8,240	215	(20.1%)	12.2%	6.9%	2.6%	6.8x *	NM	0.3x	0.2x	9.8x *	10.5
Delek US Holdings, Inc.	23.82	91.4%	1,490	1,831	4,198	29	(12.2%)	29.2%	9.2%	0.7%	28.7x	NM	0.4x	0.3x	62.7x	7.8>
CrossAmerica Partners LP	24.87	89.0%	849	1,393	1,790	71	(15.8%)	23.0%	8.7%	4.0%	7.7x	NM	0.8x	0.6x	19.6x	12.0>
Sprague Resources LP	27.05	89.1%	578	1,135	2,390	61	(31.4%)	3.7%	8.8%	2.5%	9.2x	NM	0.5x	0.5x	18.7x	9.6>
Mean							(20.0%)	18.6%	10.9%	6.7%	10.6x	22.2x	1.0x	0.8x	23.1x	9.6x
Median							(15.8%)	20.9%	8.8%	2.6%	7.5x	22.2x	0.5x	0.5x	16.0x	9.6x
Petroleum Based Lubricants																
Brenntag AG	\$56.39	93.3%	\$8,707	\$10,489	\$11,082	\$835	(1.4%)	4.2%	22.6%	7.5%	2.9x	22.9x	0.9x	0.9x	12.6x	11.7
Fuchs Petrolub SE	48.78	100.6%	6,282	6,129	2,393	422	6.0%	2.2%	37.2%	17.6%	0.0x	24.8x	2.6x	2.5x	14.5x	14.0:
Parkland Fuel Corporation	22.22	92.9%	2,142	2,746	4,665	179	2.7%	64.6%	11.4%	3.8%	3.5x	NM	0.6x	0.4x	15.3x	10.13
Calumet Specialty Products Partners, L.P.	3.70	29.6%	288	2,296	3,599	121	(14.6%)	4.6%	10.3%	3.4%	16.5x *	NM	0.6x	0.6x	19.0x *	9.03
Mean							(1.8%)	18.9%	20.4%	8.1%	2.1x	23.9x	1.2x	1.1x	14.1x	11.2x
Median							0.7%	4.4%	17.0%	5.7%	2.9x	23.9x	0.8x	0.8x	14.5x	10.9
Mean							(12.3%)	22.4%	14.7%	6.9%	6.2x	21.5x	0.9x	0.8x	17.0x	9.8
Median							(12.2%)	20.9%	11.4%	4.2%	4.6x	22.8x	0.6x	0.6x	12.8x	9.6:

<sup>\*</sup> Excluded from mean and median NA - Not available NM - Not meaningful E - Estimate Enterprise value equals market capitalization plus minority equity plus debt minus cash. Source: Company filings and S&P Capital IQ.

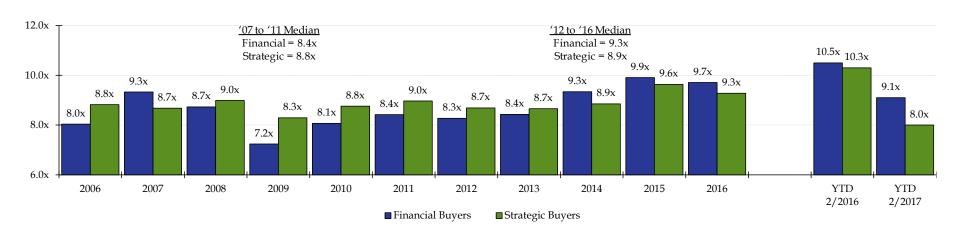


Source: S&P Capital IQ 4

## U.S. M&A Volume and Valuation Trends



#### Median Transaction Multiples (Enterprise Value/LTM EBITDA)





#### **M&A Remains Robust**

- In a low organic growth environment, M&A is still an effective tool to "move the needle"
- Buyers are on the hunt for synergies and to find the best deal to make
   "1 + 1 = 3"
- Maximizing purchasing power through increased scale and driving efficiencies through distribution routes have been effective in successful transactions

#### **Retail Stores & Fuel**

- Fuel consumption is still recovering from pre-Recession levels due to increased fuel-economy in motor vehicles and shifts in driving habits among Millennial drivers
- Food service and other enhanced in-store merchandise programs are increasing store footprints to accommodate a wider range of product offerings

#### Lubricants

- Rapid consolidation continues, while Exxon continues to look for brand exclusiveness with its distributors
- Organic growth is slow but steady

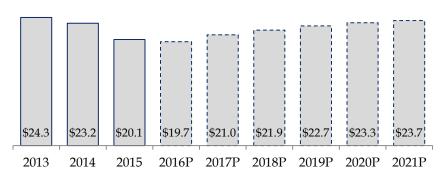
#### Illustrative M&A Synergistic Value: Couche-Tard Acquires CST



#### Fuel Consumption in the United States (millions of barrels per day)



#### Lubricant Revenue in the United States (\$ in billions)





# Rapid Consolidation for Retail and Distribution

#### Fifth Third Securities Believes Consolidation Will Continue

- Generational shifts as Baby Boomer owners monetize the business ahead of retirement
- MLP model requires consistent growth to meet investor demands normalizing oil prices will improve MLP's market positions
- Scale provides a strong competitive advantage in the dynamic, rapidly changing industry environment

Buyer	Target	Year of Transaction	Target Location	Target Description
	American General Investments	2016	Baton Rouge, LA	Owns and operates convenience stores
	CST Brands, Inc. (NYSE:CST)	2016	San Antonio, TX	Operates convenience stores and distributes fuel
<b>Se(0)</b>	Premium 7 - Estonia	2016	Estonia	Operates fuel stations with convenience stores
	Shell Denmark	2016	Denmark	Operates fuel stations with convenience stores
Couche-Tard	Imperial Oil, Ltd. Canadian Retail Assets	2016	Canada	Operates fuel stations with convenience stores
	Topaz Energy Group	2015	Ireland	Operates fuel stations with convenience stores
	Mountain Empire Oil Company, Inc.	2017	Southeast	Owns and operates convenience stores
	Lemmen Oil Corporation	2016	Coopersville, MI	Owns and operates convenience stores
	137 Convenience Stores	2016	Midwest	Operates fuel stations and convenience stores
<b>GPWI</b>	34 Convenience Stores	2016	South Carolina	Operates fuel stations and convenience stores
INVESTMENTS	18 Convenience Stores	2016	Midwest	Owns and operates convenience stores
	21 Stores from Gas-Mart USA, Inc.	2016	Overland Park, KS	Owns and operates convenience stores
	42 Self-Service, 23 Wholesale Stores	2016	Virginia and Kentucky	Owns and operates convenience stores
	State Oil Company	2016	Libertyville, IL	Distributes motor fuel to convenience stores
	CST Fuel Supply	2015	San Antonio, TX	Engages in wholesale distribution of motor fuels
	Flash Foods, Inc.	2015	Waycross, GA	Operates convenience stores and distributes fuel
CROSSAMERICA PARTNERS LP	Nice N Easy Grocery Shoppes	2014	Canastota, NY	Operates convenience stores and distributes fuel
	Landmark Industries	2014	Houston, TX	Sells and distributes petroleum products to dealers and convenience stores
	Denny Oil Co.	2016	Nacogdoches, TX	Operates convenience stores and distributes fuel
	Kolkhorst Petroleum Company	2016	Navasota, TX	Engages in wholesale distribution and retail sale of motor fuels
	Alta East, Motor Fuel Distribution	2015	Middletown, NY	Distributes gasoline throughout the United States
{SUNDCD}	Susser Holdings Corporation	2015	Corpus Christi, TX	Distributes motor fuel to convenience stores and other fuel distributors
	Westex Capital	2015	Del Rio, TX	Operates as a fuel dealer
	Mid-Atlantic Convenience Stores	2014	Richmond, VA	Operates convenience stores and distributes fuel
	3W Warren Fuels	2013	San Marcos, TX	Supplies motor fuels throughout the United States
	Arkansas Valley Companies	2016	Arkansas	Distributes fuel and operates gas stations
	Sunshine Fuel, LLC	2016	Palm Beach, FL	Distributes branded fuel to gas stations in Kansas and Oklahoma
	Keeman Petroleum Co. Inc.	2016	Valdosta, GA	Supplies branded fuel to gas stations in Southern Georgia and Florida
<b>MPIRE</b>	Atlas Oil Co.	2015	Taylor, MI	Provides fuel supply and logistics services throughout the distribution process
PETROLEUM PARTNERS, LLC	Mansfield Oil Company	2014	Gainesville, GA	Provides fuel supply and related services for the commercial, government, and retail sectors
	The Besche Oil Company	2013	Waldorf, MD	Supplies multiple types of oil throughout the United States
	17 Stores from Quality State Oil Co., Inc.	2016	Sheboygan, Wisconsin	Operates convenience stores and distributes fuel
	5 Convenience Stores	2016	Illinois	Owns and operates convenience stores
	20 Convenience Stores	2016	United States	Owns and operates convenience stores
	121 Convenience Stores	2015	West and Midwest	Owns and operates convenience stores
TravelCenters	5 Travel Centers from Hospitality Properties Trust	2015	Newton, MA	Owns and operates retail travel centers
of America	19 Stores from Gas-Mart USA, Inc.	2015	Midwest	Owns and operates fuel stations and convience stores
	19 Stores from Best Oil Company, Inc.	2015	Cloquet, MN	Owns and operates convenience stores
	26 Convenience Stores	2015	Midwest	Owns and operates fuel stations and convience stores



# Significant Acquisition Activity for Lubricant Industry

#### **Economies of Scale Driving M&A**

- Significant operating efficiencies are available through strategic development of distribution routes and infrastructure
- Expanding capabilities helps drive new customer growth and greater "share of wallet" with existing customers

Buyer	Target	Year of Transaction	Target Location	Target Description
	Sensmeier Oil Company, Inc.	2017	Mansfield, OH	Distributor of petroleum products
	Slidell Oil Co., Lubricant and Commercial Fuel Division	2016	Slidell, LA	Distributor and retailer of lubricants and fuel
	Cardwell Distributing, Inc.	2016	Midvale, UT	Supplies fuels and lubricants to retail, commercial, and industrial customers
	Hollingsworth Lubricants	2016	Goodlettsville, TN	Distributor of lubricants
RelaDyne	U.S. Refueling, LLC	2016	Blue Bell, PA	Supplier of diesel fuels, propane, and diesel exhaust fluids
Reliability in Motion	Industrial Action Services, Inc.	2016	Huntington, TX	Provider of oil flushing and chemical cleaning plant services
	Parker Oil Company	2016	Wichita, KS	Distributor of petroleum products, lubricants, chemicals, and automotive accessories
	Automotive Service, Inc.	2015	Sinking Spring, PA	Distributor of automotive, fleet, and industrial lubricants
	Mid-State Industrial Supply Inc.	2015	Nashville, TN	Supplier of gasoline and diesel fuels
Owned by	J. B. Weimar, Inc.	2015	Nashville, TN	Supplier of gasoline and diesel fuels
Audax Partners	Palatine Oil Company	2015	Schaumburg, IL	Distributor of fuel, oil, and lubricant products
(since 2016)	Sunwell Corporation	2015	San Antonio, TX	Supplier of diesel fuels and exhaust fluids
	Greene's Energy Group, Pipeline & Chemicals Business	2017	Houston, TX	Provides pipeline cleaning and chemical testing services to the oil and gas industry
	EpChem International	2016	Asia Pacific	Distributor of special performance chemicals
	NOCO Energy Corp.	2016	Tonawanda, NY	Distributes petroleum and energy products in the United States and Canada
	Mayes County Petroleum Products	2016	Pryor, OK	Distributes lubricants, chemicals, and fuels to industrial and commercial customers
DDENNITAC	Warren Chem Specialties	2016	Cape Town, South Africa	Supplier of raw materials
BRENNTAG	Zhong Yung Chemical Ltd.	2016	Central, Hong Kong	Distributor of chemical solvent
	WHANEE Corporation	2016	Gwacheon, South Korea	Distributor of specialty chemicals
	ACU PHARMA und CHEMIE GmbH	2016	Apolda, Germany	Provider of contract micronizing and milling
	LEIS Polytechnik	2015	Ramstein-Miesenbach, Germany	Distributor of thermoplastic compounds
	Plastichem Pty Ltd.	2015	Kempton Park, South Africa	Distributor of plastics, rubber, chemicals, and polymer additives
Publicly-Owned	J.A.M. Distributing Co. & G.H. Berlin-Windward, Inc.	2015	East Hartford, CT	Distributor of lubricants and related ancillary products
(XTRA:BNR)	Cargill, Inc., Certain Assets	2015	Wayzata, MN	Small Pack Specialty Business
	Miller Industrial Fluids LLC	2017	Indianapolis, IN	Blender and distrubtor of lubricants and industrial fluids
	Rex Oil Company	2016	Thomasville, NC	Distributor of lubricants
	Hagan-Kennington Oil Company	2016	Gastonia, NC	Distributor of lubricants
	Universal Lubricants, LLC	2016	Wichita, KS	Distributor of engine oils and lubricants
PetroChoice	Badger Lubrication Technologies	2015	Milwaukee, WI	Distributor of lubricants, including cutting oils
MARINAMAN JOSEPH TO	PetroLiance LLC	2014	Riddlesburg, PA	Supplier of lubricants and filtration products
	LubriCorp LLC	2014	Knoxville, TN	Distributor of automotive, aviation, commercial, and industrial lubricants
	US Lubes, LLC, New Jersey Division	2012	New Jersey	Distributor of automotive, commercial, and industrial lubricants
Owned by	Craft Oil Corp.	2012	Avoca, PA	Distributor of motor oil, industrial lubricants, and metal working fluids
Golden Gate Partners	Lorenz Lubricant Company, Inc.	2012	Northfield, MN	Distributor of green lubricants and greases
(since 2015)	Anderson Lubricants, Inc.	2011	Superior, WI	Distributor of lubricants

# Downstream Petroleum continues to benefit from macroeconomic trends

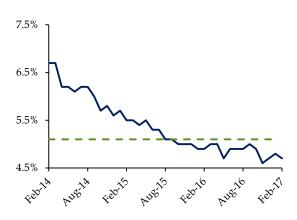
- Expectations for deregulation, tax reform and increased infrastructure spending have increased consumer and business confidence
- Improved economic growth and consumer confidence should offset any increases in retail gasoline prices while spurring continued in-store merchandise sales
- A rebound in manufacturing is likely to increase petroleum based lubricant demand, in addition to diesel consumption from distribution networks

#### Real GDP Growth



Source: Bureau of Economic Analysis

#### National Unemployment Rate



Source: Bureau of Labor Statistics

Oil & Retail Gas Prices

(in \$'s per gallon)

\$4.00

\$3.50

\$3.00

\$2.50

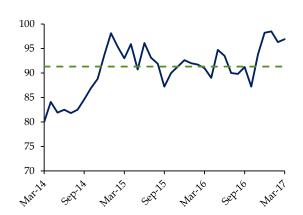
\$2.00

#### PMI Manufacturing Index

Source: S&P Capital IQ



#### Consumer Sentiment Index



# \$1.50 WTI

Gas

Source: Energy Information Administration

Source: University of Michigan



(in \$'s per barrel)

\$120.0 \$110.0

\$100.0 \$90.0

\$80.0

\$70.0

\$60.0

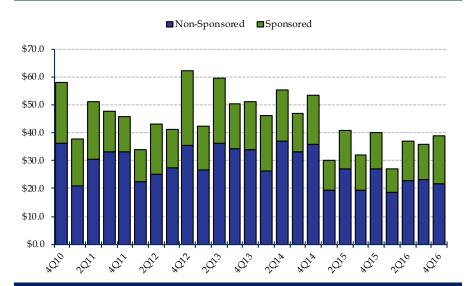
\$50.0 \$40.0

\$30.0

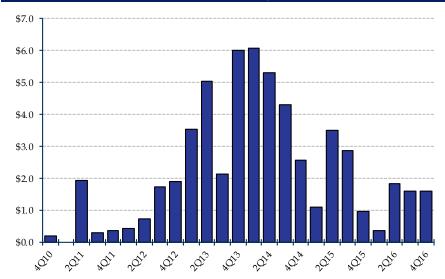
\$20.0

### U.S. Middle Market Loan Market Trends

#### Loan Volume: Low Level of Supply Continues (\$ in billions)



#### Covenant Lite Volume Remains Relatively Low (\$ in billions)

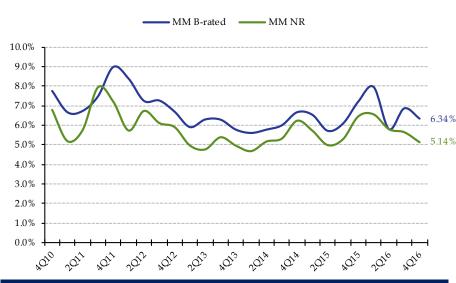


Note: This data represents the entire U.S. middle market (all industries) Note: The middle market is defined as deal size ≤\$100 million and borrower sales ≤ \$500 million

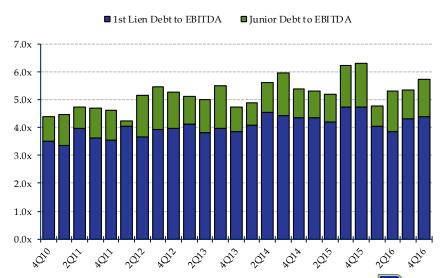
[1] Includes both non-sponsored and sponsored transactions

Source: Bloomberg, S&P Capital IQ LCD, and Thomson Reuters LPC

#### Term Loan Spreads Tighten [1]



#### LBO Leverage Again Climbs Higher; Lack of Supply Continues





## **Notes & Definitions**

S&P 500 Index- A broad index that includes American Companies.

EBITDA- A company's earnings before interest, taxes, depreciation, and amortization, is an accounting measure calculated using a company's net earnings, before interest expenses, taxes, depreciation and amortization are subtracted, as a proxy for a company's current operating profitability.

Dry Powder- Refers to cash reserves kept on hand to cover future obligations or to purchase assets.

GDP-Gross domestic product is the market value of the goods and services produced by labor and property located in the United States

Consumer Sentiment Index- The University of Michigan Consumer Sentiment Index is a consumer confidence index published monthly by the University of Michigan. The index is normalized to have a value of 100 in December 1964

National Unemployment Rate- the percentage of the total labor force that is unemployed but actively seeking employment and willing to work.

Non-Farm Payroll- Nonfarm payroll employment is a compiled name for goods, construction and manufacturing companies in the US. It does not include farm workers, private household employees, non-profit organization employees, or government employees. It is an economic indicator released monthly by the United States Department of Labor as part of a comprehensive report on the state of the labor market.

Housing Starts- are the number of new residential construction projects that have begun during any particular month.

The Economist- offers authoritative insight and opinion on international news, politics, business, finance, science, technology and the connections between them

LBO – leveraged buyout (LBO) is the acquisition of another company using a significant amount of borrowed money to meet the cost of acquisition. The assets of the company being acquired are often used as collateral for the loans, along with the assets of the acquiring company.

Industrial Production Index (IPI)- is an economic indicator published by the Federal Reserve Board of the United States that measures the real production output of manufacturing, mining, and utilities Capital Goods Orders.

Covenant-lite loans- means that debt is being issued, both personally and commercially, to borrowers with less restrictions on collateral, payment terms, and level of income.

IRR-Internal Rate of Return.



#### **About Fifth Third Capital Markets**

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- + Services and activities offered through Fifth Third Bank
- ++ Services and activities offered through Fifth Third Securities, Inc

