

Fair Value REIT

H1 results

Steady progress

Real estate

Fair Value REIT (FVI) reported solid progress in H1, yet the discount to NAV of 56% remains unusually wide. Management is optimistic about the prospects for German retail property in particular, and continues to explore significant acquisition opportunities. This would require the support of existing, and potentially new, shareholders for an expansion of the capital base. In which case, NAV dilution would seem inevitable, but could well be compensated by a reduction in the discount. Directly owned and distributable earnings would increase to support enhanced dividends, cost efficiency should also improve, and trading liquidity too.

Year end	Revenue (€m)	Adj net profit* (€m)	Adj EPS* (€)	DPS (€)	P/NAV (x)	Yield (%)
12/11	13.4	5.5	0.59	0.08	0.46	1.9
12/12	13.6	5.6	0.60	0.10	0.45	2.4
12/13e	12.5	5.5	0.59	0.12	0.43	2.9
12/14e	12.7	5.6	0.60	0.12	0.41	2.9

Note: *PBT and EPS are normalised, excluding intangible amortisation, exceptional items and share-based payments. EPS and NAV are on an EPRA basis.

Solid progress in H1

On an EPRA/FFO basis, a measure that adjusts for volatile valuation movements, net income increased 3%, with an EPRA NAV total return of c 4% (including a €0.1 per share dividend distribution in the period). Rental income was lower compared with the previous year, primarily reflecting portfolio disposals, but this was offset by lower net interest costs and an improved associate result. The statutory IFRS net income was up 72% year-on-year to €3.4m, with a €0.9m positive swing in valuation movements adding to the underlying progress.

Strategic plans remains

Strategic optimisation of the existing portfolio continues, selling smaller properties that are generally lower return, to reduce debt and give flexibility to increase participation in associate investments. Disposals year to date of c €3m seem likely to accelerate, with management targeting c €52m (FVI-owned share c 50%) over 2013-14. Management remains positive about the outlook, especially for regional retail property, and continues to explore options for a significant expansion of the directly owned portfolio, supported by an increase in the equity base.

Valuation: Wide discount persists

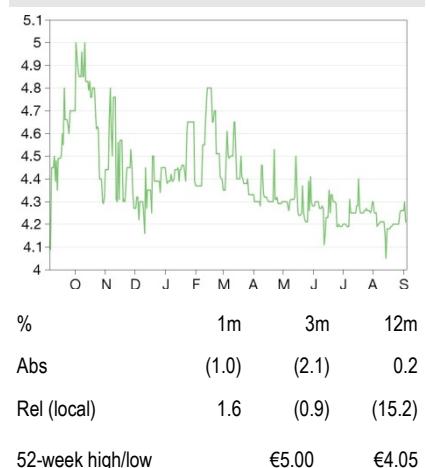
FVI trades on a 56% discount to mid-year 2013 EPRA NAV, much larger than for peers (27% on average), despite a similar compound NAV total return over the past five years. Valuation is currently constrained by a lower dividend yield (due to the lack of distributable earnings) and the weight of assets in non-consolidated minority investments. The 2013e yield of 2.9% (based on our forecast dividend of €0.12 per share) compares with just over 5.0% for peers. If FVI is successful in significantly increasing the size of its directly owned portfolio (see page 3), which requires equity funding, the increased dividend-paying capacity could lift the valuation despite the potential negative dilution impact on NAV per share.

5 September 2013

Price €4.20
Market cap €40m

Net debt as at 30 June 2013 (€m)	73.4
Shares in issue	9.4m
Free float	37.4
Code	FVI
Primary exchange	Frankfurt
Secondary exchange	Stuttgart, Berlin, Munich

Share price performance



Business description

Fair Value REIT-AG (FVI) is a real estate investment trust managing c 400,000m² at 61 commercial properties in 11 German states. It has a diversified portfolio of office and retail assets, with a focus on regional locations.

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Investment summary

German regional commercial property investor

FVI is a real estate investment trust (REIT), which manages a portfolio of commercial office and retail properties in regional German locations, equally split between east and west. The group invests directly in real estate assets and indirectly through holdings in property companies, closed-end funds and partnerships (as subsidiaries or associates).

H1 update

FVI reported solid underlying progress in its first-half results. On an EPRA basis, a measure that adjusts for volatile valuation movements, net income increased 3%, with an EPRA NAV total return of c 4% (including a €0.1 per share dividend distribution in the period).

Rental income was lower compared with the previous year, primarily reflecting portfolio disposals, but this was offset by lower net interest costs and an improved associate result.

Following c €1.5m of property disposals in H1, management's plans to further rationalise and optimise the portfolio have continued in H2 with two further disposals generating c €1.6m of proceeds at an average 9% premium to carrying value. Management remains positive about the outlook, especially for regional retail property, and continues to explore options for a significant expansion of the directly owned portfolio, supported by an increase in the equity base.

Estimate changes

Our forecast 2013 IFRS net income increases from €4.9m to €6.1m and EPRA net income from €4.9m to €5.5m. These changes reflect the trends reported in H113 and the subsequent sale of two properties. Our 2013 forecast revenues are slightly lowered, but largely offset at the operating profit level by lower expected direct property costs (leaving net rental income just €100k lower). We have substantially increased our forecast associate income for the year (by €1.2, although around half, representing gains on swaps, drops out at the EPRA net income level). Net interest expense falls by €400k. Our revised EPRA net income forecast is slightly ahead of management guidance of €5.3m, but this does not allow for any impacts from the Praktiker insolvency.

Exhibit 1: Earnings revisions

	Revenue (€m)			EPRA EPS (€)			EPRA NAV (€)			DPS (€)		
	Old	New	%	Old	New	%	Old	New	%	Old	New	%
FY13e	12.9	12.5	-3.1%	0.53	0.59	11.3%	9.66	9.78	1.2%	0.12	0.12	0.0%
FY14e	13.0	12.7	-2.3%	0.62	0.60	-3.2%	10.16	10.26	1.0%	0.12	0.12	0.0%
FY15e	N/A	12.7	N/A	N/A	0.61	N/A	N/A	10.75	N/A	N/A	0.12	N/A

Source: Company data, Edison Investment Research

Valuation: Wide NAV discount to peers

FVI trades on a 56% to mid-year 2013 EPRA NAV, much larger than for peers (27% on average), even though compound NAV total return has been similar over the past five years. Valuation is currently held back by a lower dividend yield (due to the lack of distributable earnings) and the weight of assets in non-consolidated minority investments. The 2013e yield of 2.9% (based on our forecast dividend of €0.12 per share) compares with just over 5.0% for peers. If FVI is successful in significantly increasing the size of its directly owned portfolio (see page 3), which requires equity funding, the increased dividend-paying capacity could lift the valuation despite the potential negative dilution impact on NAV per share.

Background

FVI's original strategy of consolidating unquoted German real estate funds, offering the prospect of a larger, more efficient and more liquid investment vehicle, has created a group with a relatively complicated structure. The group is invested in a portfolio of wholly owned properties, majority owned and therefore consolidated subsidiaries, as well as minority owned, equity accounted associates. The current structure complicates financial reporting and limits the share of earnings that can be distributed and, we believe, is the reason for FVI's wider-than-average discount to NAV. Although FVI's REIT structure requires it to pay out at least 90% of German GAAP net income, unlike the primary IFRS earnings, GAAP does not consolidate subsidiaries and associates and thus limits the amount of group (IFRS) earnings that can be distributed. Over time, we expect FVI to continue to optimise the underlying property portfolios and increase its level of ownership. We also expect FVI to seek what it sees as attractive acquisition opportunities for portfolios of retail property in regional centres. Management is attracted by the stable and recurring income of the longer lease terms, which tend to be at least 15 years on new lettings, rental yields on regional or secondary locations that are typically above 8%, and borrowing costs that remain relatively low. However, any such material acquisition would require shareholder support to raise additional equity. Earlier in the year, management had intended to seek shareholder approval to raise up to €100m in new equity, but withdrew the proposal when its negotiations to acquire a large property portfolio stalled.

As we outlined in detail in our [initiation report](#), the benefits to shareholders from a significant portfolio expansion are the spreading of fixed costs across a larger asset base and an increase in the amount of wholly (directly) owned earnings that are eligible for dividend distribution under the German HGB accounting code. These benefits, and a possible increase in the P/NAV ratio (low by comparison with peers), would need to be considered against the dilution of NAV that would inevitably occur if equity is issued below the current NAV (the current price is just 0.42x 2013e NAV on an EPRA basis).

Solid underlying progress in H1

Reported consolidated net income in Q2 was c 148% higher than the year before and c 7% higher than Q113. Overall, H1 was c 72% ahead y-o-y at €3.4m (H112 €2.0m). For the half year, lower net rents (c -€0.8m) were more than offset by a decline in negative valuation impacts (c €0.9m positive swing), higher net income from equity accounted associates (c €0.8m), and a lower net interest cost (c € 0.5m). On an EPRA basis, a measure that adjusts for the volatile fair value adjustments that are contained within IFRS, net income increased by c 3% year-on-year to just over €2.8m. During the first half, IFRS NAV per share increased 5% on the 31 December 2012 level, to €8.76, while the EPRA NAV increased 2% to €9.48. A dividend distribution of €0.1 per share was made during the period, taking the EPRA NAV total return to 4% (EPRA NAV growth including dividends paid).

Management has maintained its guidance of €5.3m EPRA net income for the year (equivalent to EPRA EPS of €0.57), which requires H2 EPRA earnings of c €2.5m, below the H1 level. This is slightly behind our own forecast of €5.5m, which incorporates recent property disposals (and the resulting reduction in net rental income), but includes nothing for the uncertainty around lease exposure to Praktiker group companies that have entered insolvency. Management has a track record of conservatively guiding on expected performance; in each of the past five years, profits have exceeded the guidance given at the start of the period, and on average actual profits have exceeded guidance by 33%.

Uncertain exposure to Praktiker insolvency

On 11 July 2013, Praktiker, the DIY retailer, was forced to file for insolvency after refinancing negotiations and planned asset disposals failed. Its more successful Max Bahr subsidiary was subsequently forced to follow it into insolvency on 25 July. Press reports quote the insolvency administrator as saying that one-third of the group's 300 German stores are likely to close by the end of October, and there is little chance of finding a buyer for struggling outlets.

FVI is affected by this through the 38.4%-owned associate company, BBV10, which has two properties (in Celle and Eisenhüttenstadt) that are leased to the Praktiker group of companies. The Celle property has been operated by Max Bahr since last year, when the lease was renegotiated and extended by 10 years. The lease on Eisenhüttenstadt has recently been negotiated, with agreement to extend it for six years on market terms, with a subsequent switch to the Max Bahr concept. These negotiations have not been formally concluded and FVI is unclear what action the administrator will take. At the time of the interim report statement, the existing lease had not been cancelled.

The combined rent attributable to FVI from these locations represents 3.4% of the underlying total (including FVI's share of unconsolidated associate rents), and it indicates that if both leases are cancelled, the impact on FY13 EPRA earnings would be no more than €0.2m (2013e EPRA net income €5.5m, 2014e €5.6m). This assumes a lease break from the end of September at the earliest, affecting FY13 for just three months. FVI estimates a slightly larger impact on German GAAP (HGB) earnings (the narrower measure of earnings that determines dividend-paying capacity) under these circumstances as a result of the anticipated waiving of a profit distribution from BBV10 to FVI.

Pending clarification of the situation (whether the stores and leases can be transferred to a new owner, whether and when the administrator seeks to close the stores, how quickly the stores could be re-let and on what terms), we have not adjusted our forecasts. We suspect that without this uncertainty, management may have chosen to lift its full-year earnings at the half-year stage. The €5.3m annual guidance for EPRA net income requires just €2.5m in H2 after €2.8m in H1.

First half in more detail

The quarterly and half-yearly progression of earnings is shown in Exhibit 2 below. Gross rental income fell 3% in H113 versus H112, reflecting portfolio disposals over the period. Q213 gross rental income actually increased 12% on Q113, reflecting progress in lettings at two of the consolidated subsidiaries during Q1, but with a full impact on Q2.

Net rental income shows a similar trend but even more starkly. H113 was 19% lower than H112, while Q213 increased 75% on Q113. Most of the change reflects the subsidiary letting activity (wholly owned portfolio net rent fell just 3% in the half) as Q2 benefited from additional rental income, while Q1 was burdened by additional spending on the properties to prepare them for letting.

Elsewhere in the H113 P&L, general and administrative costs are slightly lower, net other operating income is higher, and consolidated valuation movements show a substantial positive swing. Net interest expense is also sharply lower, partly reflecting a positive swing of €150k in interest rate hedge valuations, but mainly reflecting lower debt and lower cost of debt.

The contribution from the equity accounted (minority owned) associate companies showed a strong improvement, from €2.6m to €3.4m. On an EPRA basis, the associate contribution shows a far smaller increase, stripping out a €611k gain on interest rate swaps and other minor adjustments.

Exhibit 2: Trend in quarterly and half yearly earnings

€'000s	Q112	Q212	Q113	Q213	H112	H113
Gross rental income	2,731	2,677	2,458	2,762	5,408	5,220
Income from operating and incidental costs	415	624	515	477	1,039	992
Leasehold payments	(3)	0	0	(4)	(3)	(4)
Real estate related operating expenses	(1,178)	(1,088)	(1,743)	(1,078)	(2,266)	(2,821)
Net rental result.	1,965	2,213	1,230	2,157	4,178	3,387
General administrative expenses	(529)	(665)	(533)	(635)	(1,194)	(1,168)
Net other operating income & expenses	44	(18)	118	85	26	203
Net result from sale of investment properties	(14)	15	0	107	1	107
Net valuation result	(152)	(859)	0	(91)	(1,011)	(91)
Operating result	1,314	686	815	1,623	2,000	2,438
Result from equity accounted investments	1,418	1,166	1,669	1,739	2,584	3,408
Net interest income/(expense)	(1,265)	(1,059)	(1,000)	(831)	(2,324)	(1,831)
PBT	1,467	793	1,484	2,531	2,260	4,015
Income tax	0	0	0	(22)	0	(22)
Net income before minorities	1,467	793	1,484	2,509	2,260	3,993
Minority interests	(215)	(92)	136	(770)	(307)	(634)
Net attributable income	1,252	701	1,620	1,739	1,953	3,359
% change	-	-	29.4%	148.1%	-	72.0%
EPRA net income						
Net rental income	1,965	2,213	1,230	2,157	4,178	3,387
Administrative expenses	(529)	(665)	(533)	(635)	(1,194)	(1,168)
Other operating income & expenses	44	(18)	118	85	26	203
EPRA operating result	1,480	1,530	815	1,607	3,010	2,422
Income from participations - adjusted	1,266	1,288	1,391	1,438	2,554	2,829
Net interest - adjusted	(1,123)	(1,043)	(894)	(929)	(2,166)	(1,823)
Tax	0	0	0	(22)	0	(22)
Minority interest - adjusted	(348)	(273)	136	(694)	(621)	(558)
EPRA net income	1,275	1,502	1,448	1,400	2,777	2,848
% change			13.6%	-6.8%		2.6%

Source: Company data, Edison Investment Research

Two directly held properties were sold during H113 (Boostedt and Helgoland) and one property held within the BBV06 subsidiary (Emmerich). The proceeds of €1.45m included a realised gain of €107k. On 3 September 2013, the company announced the sale of a directly held property in Norstedt (near Hamburg) and a subsidiary held property (in Altenberge, owned by BBV06). Proceeds of c €1.6m exceed carrying value by an average 9% (realised gain c €130k). The sales of these smaller properties on short remaining leases are part of FVI's ongoing programme of portfolio optimisation. Over 2013-14 as a whole, management anticipates further property sales across the directly owned portfolio, subsidiaries and associates totalling c €52m, of which FVI's ownership share would be c 50%.

Financials

Our forecasts incorporate the property disposals that have been announced year to date, but we have not assumed completion of the additional sales that management expects. The loss of rental income from further sales should be substantially compensated by lower expenses and lower interest costs (driven by lower debt). Our forecasts show rental income increasing slightly overall in 2014, reflecting re-letting activity in 2013 year to date, partly offset by downward rental agreements on lease renewals.

As noted above, our 2013 forecast EPRA/FFO net income of €5.5m is slightly ahead of management guidance of €5.3m. Historically, management guidance has proved conservative, although our forecast remains subject to potential negative impacts from the Praktiker insolvency (see page 4).

Our forecast 2013 year-end net debt level is lower than when we last published (€69.0m versus €70.9m), reflecting further asset sale completions, and to a much lesser extent, our revised earnings forecasts. Internal cash generation drives a forecast further debt reduction through 2014-15.

Sensitivities

The main drivers of FVI's IFRS earnings are rental rates, occupancy, interest costs and revaluation gains. The cost base is relatively high, reflecting a large number of smaller, higher-yielding properties, but flexible. Debt levels are comfortable and declining and financing risk (access to finance) is not an issue for FVI.

- The average remaining lease term across FVI's portfolio (on a look-through basis, including its share of the associate's investment property) was a relatively healthy 5.6 years at 30 June 2013, a small decline from 5.7 years at 31 December despite six months passing. The average for the subsidiaries (4.3 years) and associates (4.9 years) is noticeably lower than for the wholly owned portfolio (10.1 years). More than 10% of the overall portfolio is due to renew in each of 2013-15 and we have allowed for material declines in rent levels on some of the more expensive, older, maturing leases.
- Average occupancy was 94.6% at 30 June 2013, similar to the level of the past five years. Properties leased to Praktiker group companies represent 3.4% of total rents, including FVI's share of unconsolidated associates (see above). On an annualised basis, FVI indicates the impact of these properties becoming vacant as €0.8m (2014e EPRA net income €5.6m), but we believe it far more likely that re-letting would occur on a faster basis, even if it is at the expense of some reduction in annual rent.
- FVI has a flexible cost-efficient structure via the outsourcing of its property management and accounting functions, enabling management to concentrate on portfolio management. Despite the flexibility, we consider the overall cost structure to be relatively high, reflecting the spread of the portfolio, but this is currently matched by above-average rental yields. The main company providing third-party services is IC Immobilien Service (ICIS), a subsidiary of IC Immobilien Holding, which is an 18% shareholder.
- Valuations of the directly and indirectly owned property portfolio are undertaken by CB Richard Ellis on an annual basis. Valuation movements on the consolidated property portfolio have been relatively modest and mostly positive since the end of 2010, although more significantly negative in the associate-owned portfolio, reflecting the expiry of longer-term leases with rents above currently available levels. We have assumed no valuation gains or losses in our estimates.

Performance and valuation

In this section we compare FVI to four other German REITs that we consider most directly comparable. Over the past five years, on an IFRS basis (EPRA data is not available for the whole period), FVI's NAV compound total return performance is at least comparable with peers (Exhibit 3). We have not included H113 data due to limited revaluation movement at the mid-year point, but the overall picture remains largely unchanged.

Exhibit 3: NAV total return (IFRS basis)

	2008	2009	2010	2011	2012	Compound return
Alstria Office REIT	-7.9%	-9.0%	-0.4%	0.2%	0.3%	-3.5%
Hamborner REIT	-4.1%	1.3%	-12.9%	4.2%	-3.1%	-3.1%
Prime Office					-4.3%	-4.3%
Vib Vermoegen	0.8%	9.0%	6.4%	1.1%	9.8%	5.4%
Fair Value REIT	-18.9%	-4.7%	2.8%	4.4%	1.6%	-3.3%

Source: Company data, Edison investment research

Despite a comparable return performance, Exhibit 4 shows that FVI continues to trade at a much larger discount to NAV than the peer average (56% versus 27%).

Exhibit 4: Sector comparison

	Market cap	P/NAV (EPRA)	Yield		
	€m	Jun-13	2012	2013e	2014e
Alstria Office	715	0.83	5.6%	5.9%	6.2%
Hamborner REIT	324	0.89	5.6%	6.2%	6.5%
Prime Office REIT	151	0.44	6.2%	1.0%	2.4%
VIB Vermoegen	218	0.75	3.9%	4.1%	4.3%
Average	1,409	0.73	5.3%	4.3%	4.8%
Fair Value	40	0.44	2.4%	2.9%	2.9%

Source: Company data, Bloomberg. Note: Prices as at 2 September 2013.

In our view, the larger discount reflects the smaller size of FVI (with implications for trading liquidity), its corporate structure (which includes substantial value in non-consolidated minority holdings), and lower dividends as a result of lower distributable earnings under HGB (compared with IFRS).

In our [initiation report](#), we explored the possible impact of management's ambitions to raise equity and significantly expand the directly owned portfolio. The benefits to shareholders include the spreading of fixed costs across a larger asset base and an increase in the amount of wholly (directly) owned earnings that are eligible for dividend distribution under the German HGB accounting code. These benefits, and a possible increase in the P/NAV ratio (low by comparison with peers), would need to be considered against the dilution of NAV that would inevitably occur if equity is issued below the current NAV. Depending on the exact terms of any transaction, our analysis shows that the potential for revaluation has the possibility to create shareholder value overall.

Exhibit 5: Financial summary

	€m	2011 IFRS	2012 IFRS	2013e IFRS	2014e IFRS	2015e IFRS
PROFIT & LOSS						
Total Revenue	13.4	13.6	12.5	12.7	12.7	
Net property expenses	(4.6)	(5.2)	(5.0)	(4.5)	(4.5)	
Net rental income	8.8	8.4	7.5	8.2	8.2	
EBITDA normalised	6.4	5.8	5.3	5.8	5.8	
Intangible Amortisation	0.0	0.0	0.0	0.0	0.0	
Revaluation of inv. Property	0.3	0.0	(0.1)	0.0	0.0	
Associates	3.2	1.2	5.8	4.8	4.8	
Gain on disposal of inv. Property	0.0	0.1	0.2	0.0	0.0	
EBIT	9.9	7.1	11.2	10.6	10.6	
Net Interest	(4.5)	(4.6)	(3.6)	(3.3)	(3.2)	
Profit Before Tax (norm)	5.1	2.3	7.5	7.3	7.4	
Profit Before Tax (IFRS)	5.4	2.4	7.7	7.3	7.4	
Tax	0.0	0.0	0.0	0.0	0.0	
Minority interests	(0.9)	(1.2)	(1.5)	(1.7)	(1.7)	
EPRA Net income	5.5	5.6	5.5	5.6	5.7	
Net income (IFRS)	4.6	1.2	6.1	5.6	5.7	
Average Number of Shares Outstanding (m)	9.3	9.3	9.3	9.3	9.3	
EPRA EPS - adjusted (€)	0.59	0.60	0.59	0.60	0.61	
EPRA EPS - normalised and fully diluted (€)	0.59	0.60	0.59	0.60	0.61	
EPS - (IFRS) (€)	0.49	0.13	0.66	0.60	0.61	
Dividend per share (p)	0.08	0.10	0.12	0.12	0.12	
Gross Margin (%)	65.7	61.8	59.7	64.7	64.7	
EBITDA Margin (%)	48.0	42.6	42.3	45.8	45.8	
Operating Margin (before GW and except.) (%)	74.1	51.7	88.1	83.7	83.7	
BALANCE SHEET						
Fixed Assets	179.7	176.3	176.7	179.0	181.3	
Investment property	129.1	49.5	52.6	55.0	57.3	
Equity accounted investments	50.3	126.7	123.9	123.9	123.9	
Other non-current assets	0.2	0.2	0.1	0.1	0.1	
Current Assets	11.0	8.5	7.9	7.9	7.9	
Trade receivables	1.2	1.3	0.4	0.4	0.4	
Cash	7.7	5.9	7.0	7.0	7.0	
Other	2.0	1.4	0.5	0.5	0.5	
Current Liabilities	(40.4)	(15.5)	(14.5)	(13.9)	(13.3)	
Trade payables	(1.0)	(0.9)	(0.8)	(0.8)	(0.8)	
Short term borrowing	(38.2)	(13.1)	(12.5)	(11.9)	(11.2)	
Other	(1.2)	(1.5)	(1.2)	(1.2)	(1.2)	
Long Term Liabilities	(58.7)	(76.6)	(69.1)	(65.9)	(62.6)	
Long-term debt	(52.8)	(69.9)	(63.5)	(60.4)	(57.1)	
Provisions and other	(5.9)	(6.8)	(5.5)	(5.5)	(5.5)	
Net Assets	91.5	92.7	100.9	107.1	113.3	
IFRS NAV per share (€)	8.25	8.30	9.06	9.54	10.03	
EPRA NAV per share (€)	9.21	9.25	9.78	10.26	10.75	
CASH FLOW						
Operating Cash Flow	8.3	7.9	9.7	8.3	8.3	
Net Interest	(4.5)	(4.6)	(3.6)	(3.3)	(3.2)	
Tax	0.0	0.0	0.0	0.0	0.0	
Capex	(0.2)	0.0	0.0	0.0	0.0	
Acquisitions/disposals	1.2	3.6	2.9	0.0	0.0	
Financing	0.0	0.0	(0.0)	0.0	0.0	
Dividends	(0.9)	(0.7)	(0.9)	(1.1)	(1.1)	
Net Cash Flow	3.9	6.2	8.1	3.8	3.9	
Opening net debt/(cash)	87.2	83.3	77.1	69.0	65.2	
HP finance leases initiated	0.0	0.0	0.0	0.0	0.0	
Other	(0.0)	0.0	(0.0)	0.0	(0.0)	
Closing net debt/(cash)	83.3	77.1	69.0	65.2	61.3	

Source: Company data, Edison Investment Research

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