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INSIDE

Listening In
GoodHaven PM Larry Pitkowsky, Determined Not To Blow Second Chance and To Build Compounded Wealth At His Long-Time Shop, Refines Firm's Value Focus; Concentrates On Buying Low Strictly In Top-Quality Names With Sustainable Growth Tailwinds And Patiently Holding As Long As Those Fair Winds Persist

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listeningin

GoodHaven 2.0 Rebounds

Value Shop Concentrates, Refocuses on Fundamentals, Patience

Second chances are rare across society today — and virtually non-existent in the eat-what-you kill investment community. Nobody has to tell that to my friend Larry Pitkowsky, pictured over yonder.

Larry is well aware of the inordinate privilege bestowed on him by his partners, investors and clients at GoodHaven Capital Management, LLC and its GoodHaven Fund in giving the him the leeway to drive a turnaround at the value shop, which Larry had co-founded and had been running with his former co-senior partner since back in 2011.

Long story short, after a red-hot start (and an interview in these pages) the pair's performance for clients embarked on a roller coaster ride that left returns sadly lagging not only the market but comparable value shops by the end of 2018. The next year's performance was following the same path that summer, when Larry began negotiations to buy out his former co-senior partner and reorganize GoodHaven. The result is what Larry calls the "refocusing" of GoodHaven. He is the sole managing partner and PM. Larry and his family are the controlling owners. And Markel Group, which had backed GoodHaven from the start, significantly bumped up its investment around the time the deal closed.



Yet nothing fundamental has changed at what he informally refers to as "GoodHaven 2.0," Larry insists — certainly not when it comes to its adherence to the principles of value investing. The 2.0 is all about the nuances of refocusing on them; not being distracted by unknowables in the macro environment, and concentrating the portfolio exclusively in GoodHaven's deeply researched, highest-conviction high-quality stock picks, opportunistically acquired only when trading at significant discounts to intrinsic value — and then holding them, at least for a private-equity-like period and preferably much longer.

So far, it's been working like a charm, with GoodHaven Fund rebounding into the top ranks in the

vestors.

Well, yes and no. In terms of time horizon and risk appetite, no kidding. But both strategies crucially rely on misapprehensions of value and the extraordinary power of compounding.

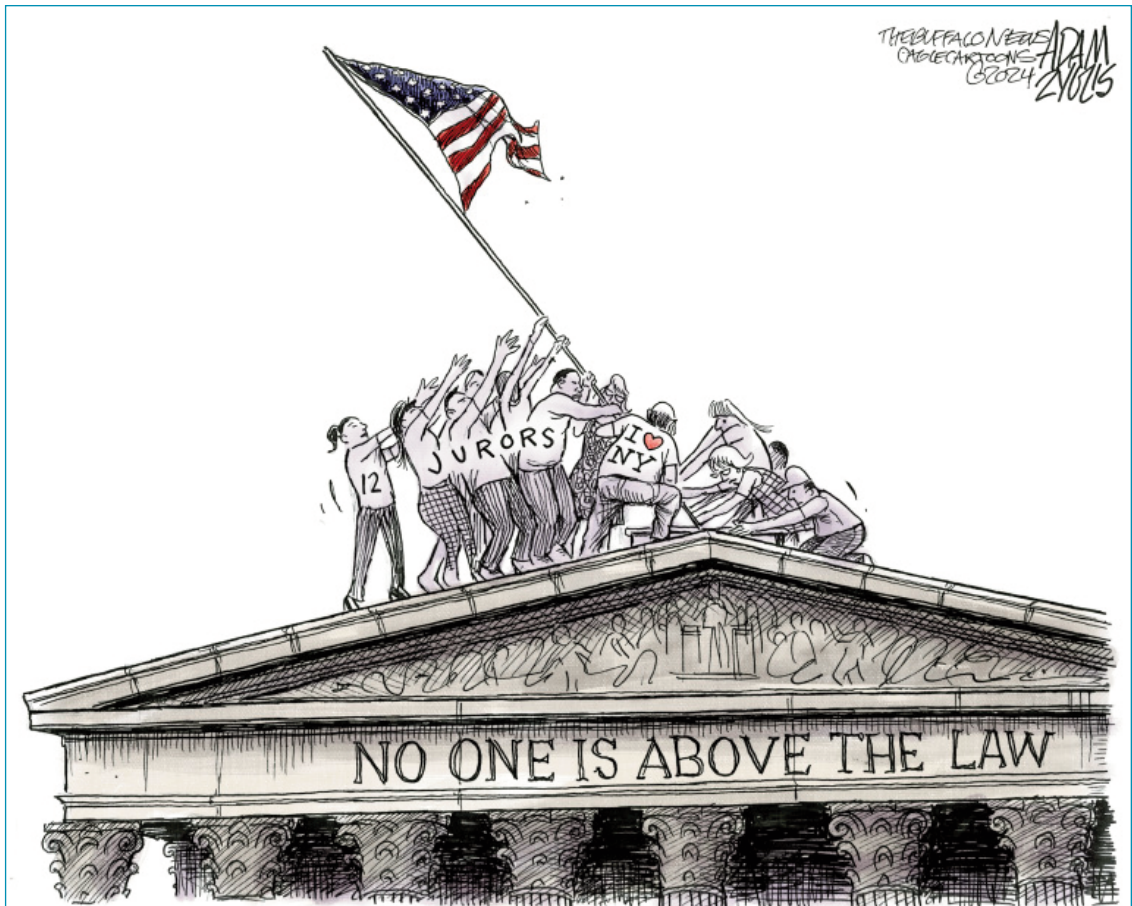
LARRY: Okay, though I suppose every investment style relies on compounding to a degree. But what I was getting at is that there are also people who have constructed very large and quite successful businesses doing other things that are *utterly disconnected* from value. For instance, you would have to be a little bit unhinged to argue with the results that the late Jim Simons achieved at Renaissance Technologies. But that was by trying to — and quite successfully accomplishing — coming up with predictive measures for the short-term price movements of securities, based on historical patterns and all sorts of other quantitative factors, and then actively trading on them, at size.

No argument. The recently deceased Mr. Simons achieved what had long seemed impossible.

LARRY: So Jim Simons's path to investment paradise was entirely different than a value investor's. But I am no Jim Simons. I've pursued a value-oriented approach because I happen to think that I have a reasonably good emotional temperament for trying to use the market to *serve* me and my investors — instead of guiding us. Another way I express this is by insisting that the market and investing are not an IQ test.

I've never met a successful investor who struck me as lacking in smarts.

LARRY: Sure. But if the market were an IQ test, everybody in the business with an IQ above a certain number would have a boat like David Geffen's. Doesn't work that way. If it were all about constructing the best spreadsheet, well, there are a lot of



Their Duty by Adam Zyglics,
The Buffalo News, NY

really great, talented spreadsheet jockeys out there. Every young person coming into finance. It's just not about particular skills. It's not just about assimilating all the information out there, disseminated or not. There are a lot of what I'd call other soft skills required to succeed in investing strategies of every stripe, and I think the ones important to value investing suit my personality.

Like what?

LARRY: Certainly my emotional temperament, in the sense of being able to do things, even if they are not what the crowd, everybody else, is doing, and my endless curiosity about business as well as my strong desire (if I do it well) to build a commercially rewarding business that is complimentary to being invested alongside our clients and shareholders.

On the other hand, even if GoodHaven had no clients or shareholders, I don't think I'd be doing anything very different, as far as portfolio management goes. But there's no denying that I'm very interested in having this business become quite successful — as an offshoot of doing a great job as a fiduciary.

So what is new and different about GoodHaven 2.0, as compared with the original?

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LARRY: Well, the first, and the super-important, thing I want to say about what is different about 2.0 is that whatever was imperfect about certain years in version 1.0, Larry — I — was in the room as an equal partner for all those decisions. *So I was there.* Besides that, the other important thing I want to emphasize is that — whatever changes that the key participants decided to make, agreed upon, and put into effect at the end of 2019 — were all consensual changes that Keith and I came to after a lot of discussion — and that Markel supported, as our anchor investor and minority partner. Everybody felt that 2.0 was the best thing for the next stage of everybody's lives — and also for the business. That was very important to all involved.

The proxy basically laid out an arrangement in which sole control of the investment adviser and full responsibility for the client portfolio management was transferred from you and Keith to you solely, while he retained a minority interest and a profits participation in the investment adviser — and also freed himself to pursue other investment activities. Is that a fair reading?

LARRY: Essentially. But the proxy also stressed that the reorganization would *not* result in meaningful changes in investment processes and policies.

Then you simply wanted a bigger stake — and to call all the shots?

LARRY: No, but in creating GoodHaven 2.0, there were some key tenets of our existing investment philosophy and strategy that I thought should never change. I mean, can you imagine sitting down with a potential client and saying to them, “I just want to tell you that this whole thing we used to preach — about trying to buy pieces of a business for less than they're really worth, being long-term-oriented, not trading a lot, and trying to deeply research and be right about the direction of the businesses we buy for at least three to five years into the future — we don't do any of that anymore.”

No way, unless you were trying to send them packing.

Larry: Just saying that out loud makes it obvious how preposterous that would sound. I just want to make it clear right away that 2.0 adheres to all of the same value investing principles that 1.0 did.

What a relief, you haven't turned to momentum trading!

LARRY: Again, there are lots of ways to get to heaven. I'm not saying that momentum trading, if that suits your potential skill set and your personal-

ity; if you enjoy the work required to do that well, might not yield better-than-market results — for you. I'm not that guy. But everybody answers those questions somewhat differently.

Or just falls back on indexing.

LARRY: Well, by the way, I don't think there's anything wrong with that. But I'm working hard — alongside my now-partner, Artie Kwok. (Artie joined the GoodHaven team in 2014 as an analyst out of Green Eagle Capital and HSBC Asset Management.) Artie's responsibilities now include idea generation, investment analysis and assisting in portfolio construction. We both work closely here with the firm's three administrative people, who are the ones who really make GoodHaven tick: David Gresser, our director of client services since late 2010, Lynn Iacona, who became our director of operations in 2019, after serving in multiple capacities since joining the firm in 2011, and the relative newcomer in the office, special project consultant Linda Baxter. She joined the team in early 2022, but brings with her over 20 years of financial industry experience — including a decade at Fairholme Capital Management. Everyone here is working very hard. Artie and I are striving to continue to generate the sort of outperformance we have put up in the four full years I've been steering the helm at GoodHaven 2.0, delivering a little of the best of both worlds.

Can you be more specific?

LARRY: I can share what I wrote in our first quarter client letter, using Morningstar's statistics: “While we wonder if there is a perfect ‘category’ for our unique portfolio we note that, according to Morningstar, our public fund ... ranked (at 03/31/24) in the top 2%, 1% and 3% of our category for the trailing one, three, and five-year periods respectively.”

But, again, we are managing for long-term compounded returns, not the short-term performance derby, and there *will be* periods when we lag both the broad market and our investment peers.

And I also want to say that I'm very pleased with — but not satisfied by — our better-than-index-performance since becoming GoodHaven 2.0 — in no small measure because we achieved that outperformance while *taking less risk* than most rival portfolio managers. In fact, we've carried an above-average amount of cash for the last year or so — outperforming despite that “drag.” I *like* cash, as a shareholder and as a client of GoodHaven, and I believe our other shareholders and clients like its optionality, as well.

So you carried over your affinity for holding a hefty cash cushion, as well as value mindset from the O.G. GoodHaven to 2.0?

LARRY: Well, the size of our cash position has varied significantly more, in the last four years, than it did earlier — and for a time, it was materially smaller in recent years, as we realigned and concentrated the portfolio, opportunistically buying some names that had long been on our “wish list” during the COVID panic. Most recently, our cash cushion has been larger than usual, as finding great companies at valuations that are enticing to us has become increasingly difficult. But I very much continue to believe that holding a liquidity position is crucial part of good portfolio management.

That’s a decidedly non-consensus view on the Street. Why do you embrace it?

LARRY: It’s no mystery. So that we are capable of making opportunistic purchases, when they become available — while also meeting redemptions as they occur. Those beliefs haven’t changed. But I’m aware, as well, that by running a more concentrated value portfolio than we have in the past, that *the market valuation* of our portfolio *could* at times prove more volatile than GoodHaven experienced in its previous version. Which is another reason, I believe, that holding cash has value for us.

The cash will somehow dampen volatility?

LARRY: It’s not that. But the thing is that I don’t believe that volatility is an enemy of investors, or that a drop in a security’s price *necessarily* means that it is less attractive as an investment. Often, it means quite the opposite, in fact. It’s an opportunity.

And you need dry powder on hand to invest opportunistically?

LARRY: Exactly. I do think that GoodHaven 2.0 is a very interesting place for people looking to invest to consider. Think about it. We are experienced portfolio managers; we have a track record that shows how we’ve performed through times good and not-so-good, and a modest — but healthy — amount of assets under management. The portfolio isn’t so large that it is cumbersome. Potential investors can look and see how this firm has persevered through imperfect moments.

You’re not biased or anything, are you?

LARRY: As I said, GoodHaven 2.0 is *not* an academic exercise for me or my family. We’re heavily invested. I think it’s a great. I mean, I don’t know what I would say if I didn’t think that — if I just would say nothing. But I am pleased by our returns

and by inflows picking up materially, as they started doing in fiscal 2023.

You’re not averse to marketing, either –

LARRY: That’s not my great calling. I’m apt to shrug and tell people, “What you see is what you get.” But that’s just me. Another part of my personality. Lately, when on occasion I’ve run into someone who has some money with us at some social event, what I’ve tended to hear are compliments. “Results are good.” Then, more often or not, they have usually asked, “So, what *are* you thinking?”

So you spill all your portfolio secrets?

LARRY: Scarcely. I’m like, “Well, did you read the last letter?” And they say, “Yes, I read the letter. But what are you *really* thinking?”

At that point, I’m like, “I don’t know how to break it to you, but *that is* what I’m *really* thinking. I add, “You can come hang out in the office all day or come to my home when I’m there, but you’re not going to hear anything different. When we wrote the last letter, that is what we were thinking; what we *are* thinking. There is no subtext. That’s why we peel the onion on what we’re doing in our letters to shareholders and clients to the extent necessary to share our investment thinking — without giving away things that are helpful to paying clients or shareholders.” And if what we’ve written doesn’t awe or impress you, well, that’s okay with me, too.

What I’m hearing is that main thing you’ve changed at GoodHaven has nothing to do with value principles, then. It was concentrating the portfolio in quality companies?

LARRY: I think of the GoodHaven 2.0. reorganization as more of refocus on a few things that we want to do very well, rather than any sort of big change in our fundamental investment process. And those few things include, yes, concentrated holdings. But also making sure those holdings have above-market growth prospects and buying them at below-market valuations.

You’re embracing the late Charlie Munger’s insight about a value strategy encompassing paying up a bit for high-quality growth, if it’s temporarily “on sale?”

LARRY: Look, there’s nothing inconsistent with value investing principles in owning high-quality, high-return-on-equity businesses that have good growth rates. I mean, is there anybody who doesn’t want to own a company of better quality as far as internal returns and growth metrics? *You just don’t want to pay up for it.*

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It used to be, I think it was very fair to say, that stock prices moved around a lot more than business values move around. I think that's still true, by and large, but there's more price volatility at times in the markets than ever before. Business values also seem more prone to fluctuating than ever before. Competitive advantages in many businesses are more ephemeral than ever. The level of real, underlying competition out there among businesses has really ratcheted up; any advantages gained can be easily lost.

How does that impact your research?

LARRY: We find ourselves constantly thinking about industries; how are they evolving? How is the competitive position of our companies changing? Are they getting stronger? Are they getting weaker? By how much? It is crucial for us to keep on top of this stuff, and, for me at least, they are fun puzzles to solve. No matter how much research we do, we're never going to find all the pieces, so this process requires some judgment and probabilistic thinking. These aren't just binary problems.

Isn't that where the margin of safety comes in?

LARRY: Sure, if I'm making a decision amid a degree of uncertainty (what investor isn't?), having a margin of safety means that, given the price I am paying, I have some downside protection, which is wonderful.

Clearly, you haven't acquired a crystal ball in the last few years – that's not what sparked the turnaround at GoodHaven.

LARRY: Nor have we discovered a unicorn. It's a lot more prosaic, but we have just refocused on what is important — and knowable about the businesses and industries we invest in — and not waste a lot of time pondering unknowables that we have no control over anyway. It's not that I dismiss the potential importance of macro developments to the portfolio. We're certainly aware of risks all around us. But we recognize that I don't have that skill set. We don't have an edge in translating macro events into portfolio impacts. By the way, macro events by definition are going to impact pretty much everyone's portfolios. Deficits and inflation and political upheavals, the list goes on.

Of course, when markets are on the high side of normal, a value investor *should* probably find it harder to find things to do. It's most important at that juncture to maintain your investment discipline. Conversely, when there's blood in the Street, you should probably find it easier to find worthwhile things to do — and get more aggressive.

Most of the time, it's not so black and white. So you just treat it as background noise?

LARRY: What I default to, most of the time, is asking myself, are any of the plethora of macro events potentially on the horizon, *existential* threats to the market? I mean, we've both seen periods of true existential crisis, whether it was the Great Financial Crisis, or that terrible period early in the COVID pandemic when the entire economy was shutting down for — no one knew how long. With some perspective, today's macro environment is no picnic, but it certainly doesn't compare.

And since we're *not* in an existential crisis — what we should be doing at GoodHaven 2.0 is continuing to turn over rocks, looking for good, high-growth long-term compounders at attractive valuations — being sensible and conservative about what we think our companies can do if the economy continues to muddle along, and buying them only with a real margin of safety.

Can you put some numbers on that scaffolding?

LARRY: We found that if we just are roughly right about the future outlooks for our companies — and we buy them only at attractive prices, while running the portfolios without any leverage, we usually have some cash on hand for opportunistic buys — and that's when good things happen. Conversely, if we get our analysis *really* wrong, well, shame on us.

But what's close enough?

LARRY: If you can get right the range of earnings estimates three to five years out, for something you're buying, I'd say that you are roughly right. Assuming you're working with a real margin of safety. Now, if there's a real market wipeout in the meantime, you could temporarily get hurt, even if your analysis proves correct. But you're not likely to do poorly with that investment *over the long haul*.

Isn't there some Buffett quote to the effect that he wants to be able to sleep at nights while holding his portfolio – even if some extreme exogenous event would shut down the markets for a decade?

LARRY: Something like that, I think. But the reality for most of us mere mortals is that every investor is impacted to some degree by day-to-day portfolio movements. I have this funny idea that if you asked the spouses or partners of long-term investors who staunchly insist they're utterly unaffected by daily portfolio fluctuations if they can tell, just by their partners' mood, how well or poorly their portfolios

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style will tend to produce portfolio returns that lag the broad market indexes over annual periods at certain times, especially when a bull market builds a head of steam. We can't help that, so we concentrate instead on making sure that the business trajectories of our holdings continuously head in the right direction for the long term. That value continues to be created under the hood. Watching that evolve in companies and managements is a very important part of our work. But it is something the market often disengages with.

JEF Jefferies Financial

Weekly 5/26/2024



We all know Mr. Market is certifiable at times; out of touch with economic realities.

LARRY: I tell you, it's not getting any easier to find the kind of companies we want, where we can see clearly its growth trajectory for next three-to-five years. It's even harder to find ones with competitive advantages that look to be strengthening. That was one of the wonderful things we saw early on at BLDR. And it is rare in this dog-eat-dog business climate. But it's a case where their key customers were actually happy to see one of their big distributors expanding and growing; providing new services to them. It is still getting better, and that's even more rare.

Have I mentioned that we've learned our lesson about pruning a Lollapalooza position like BLDR too much, or too early. We're going to be very patient. That old Wall Street saw, "You can't go broke taking a profit," is actually very poor advice. Especially if you run a portfolio that pays taxes. Tax efficiency matters very much in long-term returns and selling a potential lollapalooza too soon cuts you off from the most powerful force in finance, compounding.

Just glancing at your portfolio, I also see big stakes in names like Alphabet (GOOG), Jefferies (JEF) and, of course, Berkshire Hathaway (BRK.A). I'm guessing they're also in your lollapalooza basket.

LARRY: Absolutely. They're rare businesses and prized holdings. Take Jefferies. What a tough business. What CEO Rich Handler and Brian Fried-

man, President, have done at Jefferies over time — to bring them from where they were competitively a decade ago to today — it's dramatic. They have moved up the banking tables, gained enormous amounts of market share in all the areas of finance they focus on. And there are fewer shares outstanding. I think you will continue to see Jefferies' average return on equity go to higher highs *and* higher lows at the different points in the cycle. They have added a lot of bankers, and I expect they will continue to gain market share in investment banking. Now, it's still operating in a cyclical industry and it's a cyclical business. But you can generate rich long-term compounded returns for owners when you sit at the top of the industry.

They've left rivals in the dust, certainly. What's their secret?

LARRY: Over the last couple of decades a lot of brokerage businesses went in different directions, and a lot of those have generated only mediocre returns, at best. But Jefferies has some unusual characteristics that have set it apart. First, at Jefferies, you have *people who are owners* sitting in the C suite. You have a partnership culture, a flat management structure and they reward entrepreneurial effort.

Meanwhile, Jefferies had a very low stock price for a while, which Rich Handler used very smartly, benefiting all the remaining owners by implementing share buybacks that took a hefty percentage of the shares that had been outstanding out of the market. And forward they go.

I really can't say enough about Jefferies' leadership.

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the risk. Vitesse supplies some of that capital. There are other companies active in the arena, but we think Vitesse is extremely good at what they do. Their financial arrangements with operators are always specifically crafted for a particular deal, which is where their long experience in many, many facets of the drilling business provide Vitesse with a real edge in drawing up the terms.

I can see they're probably savvy deal-makers, but is that sort of knowhow reproducible in a company over the long haul?

LARRY: If anyone can do it, the guys at Vitesse can. Again, they're not day-to-day operators in the energy patch. They're providing capital to operators on customized terms, and participating in the returns on those wells. We've gotten to know Vitesse's management over time. Bob Gerrity, the Chairman and CEO, founded Vitesse alongside Brian Cree, the President. These are guys with dirt under their fingernails. And that is *not* in any way a slight. It is the highest compliment I can pay a C-suite executive. Yes, they are not drill operators. But they literally built Vitesse from the ground up. As I recall the story, Bob's wife was also involved as they started pouring over and studying maps of the Bakken region that were spread out over the Gerrity's kitchen table. I think, if you took a map of the Bakken and pointed to a random dirt road, you could ask Bob or Brian, "What's around the corner from this rock?" And they could tell you.

They've developed a real skill set there. Not just about the geology and geography, but a deep understanding of which operators to partner with and which to not. How to craft the financial terms. That's what we want, good business people, thinking deeply about returns on your capital. And they are all about paying out dividends. At the current stock price the dividend provides about an 8.5% yield. They just raised it. Of course their revenues and cash flow are subject to the vagaries of the energy markets and drilling costs, but the stock price in relation to what forward earnings should look like appears very modest to us. And we think they've got a lot of opportunities to continue doing what they've done very well — astutely craft more transactions to acquire non-operating interests, continue to raise the dividend over time. They usually hedge a reasonable percentage of their share of the production, keep leverage modest, and just keep on going.

Why am I not surprised to find both Brian Cree and Joe Steinberg on Vitesse's board?

LARRY: As I said, it was run very well for a long time within Jefferies, and it has transitioned to full public ownership very well. I think Jefferies' chair-



man Joe Steinberg, owns 9% of Vitesse, to Bob Gerrity's 5%. And Brian Friedman, Jefferies CEO, owns 4%. There was actually a little insider buying after Vitesse came public — at market prices from the mid- to high-teens and continuing up to just a bit below current quotes. The sponsorship is solid. These are owners who treat shareholders well. The business plan is unique, and it's not a huge company. They're owners. They're good business folks. They treat their shareholders well. The company's market cap is under \$1 billion, but they're able to act opportunistically.

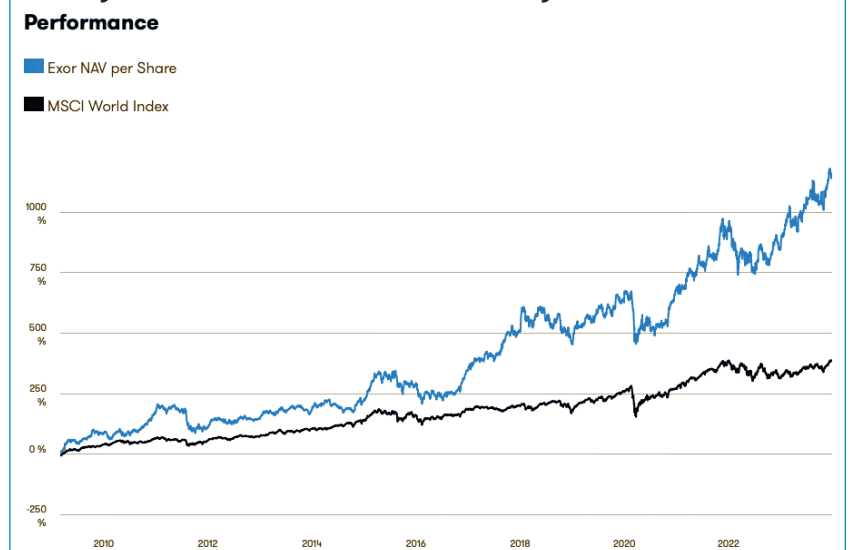
I will mention, too, that with the mergers and consolidations going on in the industry, the 800-pound gorillas sometimes toss away some interesting "crumbs" that aren't really crumbs at all. I'm willing to trust that Bob and Brian can recognize those kinds of interesting opportunities.

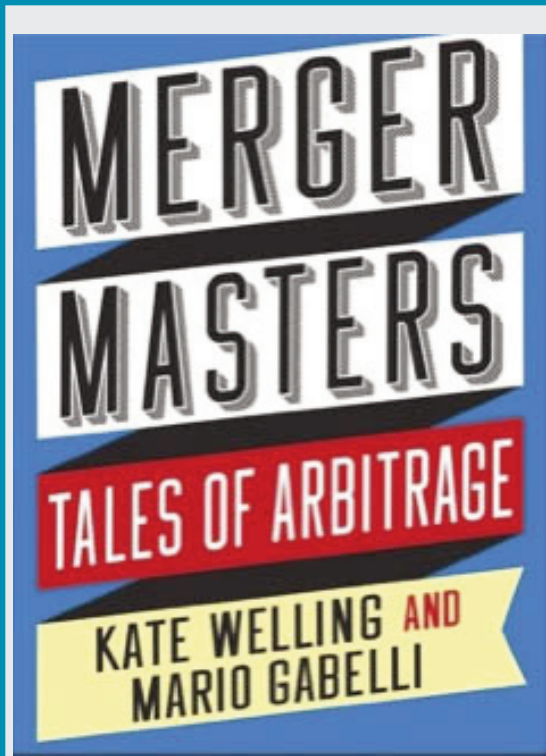
No wonder you're pounding the table for Vitesse.

LARRY: Vitesse is only getting started and its potential opportunity could be very rewarding.

Okay, I think I only saw only one non-U.S.

EXOR's Stated NAV Growth Goal
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Prior to founding GoodHaven, Larry was the Managing Member of both LSP Management (from March 2010 to July 2010) and its predecessor, FCM Advisors, LLC (from July 2008 to March 2010), providing research consulting services to Fairholme Capital Management, LLC ("Fairholme"), a registered investment adviser. Larry joined Fairholme as an analyst and portfolio manager in 1999 and was a member of the portfolio management team from 2002 through 2007 at The Fairholme Fund, a registered investment company (mutual fund) affiliated with Fairholme. Larry served as a named Portfolio Manager of The Fairholme Fund from January 2002 through March 2006. In addition, Larry was a Vice-President of Fairholme Funds, Inc., the parent company of the Fund, from March 2008 through January 2009. Larry, who was born in 1962, has more than 30 years of experience in securities research and portfolio management across a wide range of companies and industries. He earned a Bachelor of Science Degree in 1986 from Rutgers University.

About GoodHaven Capital Management LLC.
 Founded in 2011 but refocused in 2019, GoodHaven believes successful value investing is owning quality businesses run by exceptional leadership that can be purchased at a price significantly below intrinsic value. Its investment philosophy is predicated on three key pillars that GoodHaven believes they can take advantage of to generate attractive long-term returns with a margin of safety that protects clients from permanent loss of capital. First, Fundamental Analysis. The GoodHaven investment team has a diligent and rigorous process for analyzing each investment in the portfolio with an owners' mentality approach. They look for strong normalized earnings and free cash flow with durable competitive advantages. Unlike many advisers, GoodHaven can provide clients with well-informed opinions and judgement across many sectors, including both equity and debt. Second, Patient Investing. GoodHaven invests with a multi-year mindset, allowing it to think like business owners and focus on long-term operational and valuation factors. Their private-equity-like holding period allows them to generate asymmetric returns over time. Third, Concentration. Highly selective, GoodHaven invests only in its highest conviction ideas – confident that its rigorous and accurate investment underwriting process is its best risk management tool. GoodHaven offers separate accounts for institutions and individuals and a private investment fund, as well as the no-load GoodHaven Fund (GOODX), a mutual fund.

For more information and disclosures on GoodHavenCapital, please visit www.GoodHavenllc.com. For more information on the mutual fund, the GoodHavenFund, please see www.Goodhavenfunds.com

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