INTRODUCTION

The focus of this course is corporate transactions, specifically the purchase of one business by another. The course has three parts, and we will move from one part to the other along the way. The first part is the study of the basic legal issues surrounding business transactions, such as transaction structures, tax implications, and valuation. The second part involves taking a fictional client through a transaction: conducting due diligence, negotiating and drafting agreements, and shepherding the deal through closing. The last part of the course involves looking back at our transactions to determine what we did well and what we could improve.

CLASSROOM TIMES AND ATTENDANCE

We will have class twice per week on Mondays and Wednesdays from 1:30-2:55 p.m. All classes will be held in Room 104. Attendance is required and class participation will count towards your final grade as described below. If you will not be able to attend a class session, please notify me in advance via email.

REQUIRED TEXT AND ASSIGNED READING

There is no required text for this class. All assigned materials will be provided via TWEN. Assigned reading must be completed prior to the class for which it is assigned. I recommend that you complete all of the readings well in advance of the due date. A detailed reading of the assigned materials will greatly assist in your understanding of transactions, your ability to negotiate a favorable deal, and your ability to draft successfully.

Please note that the vast majority of the required reading occurs over the first four weeks of the course. Most of this reading involves detailed articles and CLE presentations that describe the legal and tax framework for most corporate transactions. You will not be able to execute the second and third parts of our course – the fun parts – if you do not complete the assigned reading in the first part.

ONLINE RESOURCES

You must register your email on the class TWEN website. Class assignments, required reading, and supplemental materials will all be posted on TWEN site, and this class will involve a great deal of email communication.
COURSE SCHEDULE

A detailed Course Schedule is available on the course website. The Schedule describes the reading assignments for each week, the topics that will be covered in class, and the deadlines for our hypothetical transaction. Please review this Schedule closely – it is your guide to this course!

HONOR CODE

The Honor Code and all plagiarism policies adopted by UC apply to this course. If you have any questions or concerns about whether a particular action may potentially cross the line, please let me know immediately.

EXAM

Please note that there is no exam for this course and all assignments will be completed a few weeks prior to the end of the semester.

DRAFTING ASSIGNMENTS

This class involves significant drafting, as you can tell by looking at the Course Schedule. We will discuss the drafted documents in class prior to their due date: what do they typically look like, what pitfalls to avoid, and what provisions can be tricky. There is no intent to hide the ball in this class, and I want you to fully understand the particular document before you sit down to draft it. To assist you in this process, I will post samples of each document on TWEN. In addition, you are free to use any templates that you get your hands on; there are a number of sample documents available on Lexis, Westlaw, Bloomberg, and the Practical Law Company. Please note that no document drafted in course is permitted to exceed 15 pages in length (not including attachments).

As noted on the Course Schedule, there are specific time and date deadlines for each drafting assignment. These deadlines will be enforced without exception. If you miss the deadline, your grade will be severely reduced.

WORKING IN TEAMS

The fictional transaction that forms the basis of this class will involve two clients, a buyer and a seller. Each student will be part of a three-person or two-person team that represents either the buyer or the seller. You will remain in this team for the entire course. Teams will be selected during our fifth class meeting. You may form your own team or, if you choose, you may be randomly assigned to a team. In my opinion, the selection of teammates is the most important decision you will make in this course.

Students often have an aversion to team-based work and problems can result: free-riders that do not carry their fair share, control freaks that do not yield to others, etc. To help prevent these problems, each student will submit an evaluation of every team member and every member of the opposing team at the conclusion of the course. All peer evaluations will be seen only by me and will remain confidential. The form to be used for peer evaluations will be provided to you via TWEN.
NEGOTIATIONS

Each team will negotiate on behalf of their client against another team. You will work with the same opposing team for the entire course. Although we will devote significant class time to “in person” negotiations, a large part of your discussions will take place outside of class or over email. **All email communications between opposing teams must copy me.** In addition, all negotiations that occur verbally or in person must be summarized in a follow-up email to the opposing team with a copy to me. This will help us build a record of your transaction’s negotiations and is a common practice among experienced attorneys.

DEAL PRESENTATIONS

As you will note on the Course Schedule, we will conduct deal presentations during the week of November 16. During this exercise, you and your opposing team will meet with a panel of 2-3 practicing attorneys who will have prior access to the deal scenario and your completed transaction documents. Each team will have 15 minutes to present a summary of their deal to the panel, including their goals, strategy, and ultimate choices. The panel will then ask questions of each team and discuss the deal in depth. Due to the scheduling issues involved for the attorney panelists, these presentations may occur at times other than our scheduled classroom time.

The deal presentation is a unique opportunity to showcase your work to practicing attorneys and receive detailed feedback as to what went well and what could be improved. This presentation is also designed to simulate the type of client interaction that you will engage in once you are in practice. Excellent legal work will only take you so far; the ability to explain your thoughts and actions, clearly and concisely, in a give-and-take conversation is critical to your success as an attorney.

ADDITIONAL COMMENTS

By now, you have probably gathered that this is not a typical law school course. We move between doctrine and skills development, team tasks and individual efforts, drafting documents and live negotiations. This structure simulates the actual practice of law and will help you develop the skills necessary to succeed in practice. The workload is heavy – no question about it – and the course demands a serious commitment. I think in the end, however, you will find it uniquely rewarding.

GRADING

A portion of your grade will be determined by your individual performance. Your individual grade is based primarily on your attendance, class participation, and peer evaluations.

However, one of the unique aspects of this course is the team-based system for completing all assigned tasks. Accordingly, the majority of your grade is based on your team’s performance. All members of the team will receive the same score for team performance. Your team will be evaluated in four major areas:

**Negotiating Skill.** The team’s effectiveness at advocating the client’s position and achieving an acceptable compromise through written and verbal communication.
**Professionalism.** The team’s ability to meet deadlines, complete essential tasks, and relate to each other and opposing counsel like grown-ups.

**Drafting Skill.** The clarity, precision, creativity, and substantive intelligence of the team’s drafted documents.

**Overall Transaction.** Whether your team achieved a good deal for your client in business, financial, and legal terms. This score also includes your deal presentation at the conclusion of the course.

A breakdown of each component that contributes to your final grade is below:

<table>
<thead>
<tr>
<th>Team Performance</th>
<th>65%</th>
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<tbody>
<tr>
<td>Negotiating Skill</td>
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<tr>
<td>Professionalism</td>
<td>15%</td>
</tr>
<tr>
<td>Drafting Skill</td>
<td>15%</td>
</tr>
<tr>
<td>Overall Transaction</td>
<td>25%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Individual Performance</th>
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</thead>
<tbody>
<tr>
<td>Class Attendance</td>
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<tr>
<td>Class Participation</td>
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<tr>
<td>Peer Evaluation Score</td>
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**CONTACT INFORMATION/AVAILABILITY**

My email is sean.mangan@uc.edu, my office is in Room 419, and my office phone is 513-556-4361. I am happy to meet with you and I encourage you (and your team) to ask as many questions as possible. Please email me to schedule a mutually convenient time in advance. If a prior email is not possible, you are always welcome to stop by.