

科目コード/科目名 (Course Code / Course Title)	EX687/法政外国語演習<英語> (Seminar on Law and Politics(English))		
テーマ/サブタイトル等 (Theme / Subtitle)	Making M&A Mean Something		
担当者名 (Instructor)	ウイタカ ブランドン(WHITTAKER BRANDON M.)		
学期 (Semester)	秋学期(Fall Semester)	単位 (Credit)	2単位(2 Credits)
科目ナンバリング (Course Number)	LPX2911	言語 (Language)	英語 (English)
備考 (Notes)	その他登録		

#### 授業の目標(Course Objectives)

The main objective of this course is to provide students with an opportunity to gain a thorough understanding of a core M&A transaction document. By the end of the course, students should know what a purchase agreement is, when one is used, who the typical parties are, what those parties' motivations are, typical ancillary agreements to the purchase agreement and typical issues that arise as part of the negotiation process.

#### 授業の内容(Course Contents)

The course will begin with an overview of the purchase agreement. Each week, we will read portions of an actual purchase agreement and supplementary materials and then discuss those materials in the seminar. Toward the end of the seminar, a student (or group of students) will present about a topic related to the purchase agreement for half of the seminar time. The remaining half of the time will be used for discussion and/or to provide supplementary information regarding the topic.

#### 授業計画(Course Schedule)

1. Course overview and discussion
2. Target assets and liabilities, consideration, timing to signing
3. Reps and warranties (part 1)
4. Reps and warranties (part 2)
5. Reps and warranties (part 3)
6. Employees
7. Closing conditions
8. Survival and boilerplate provisions
9. Midterm test
10. Student presentations (officer's certificates, resolutions, opinions, credit facilities, purchase price adjustments, etc.)
11. Student presentations (officer's certificates, resolutions, opinions, credit facilities, purchase price adjustments, etc.)
12. Student presentations (officer's certificates, resolutions, opinions, credit facilities, purchase price adjustments, etc.)
13. Student presentations (officer's certificates, resolutions, opinions, credit facilities, purchase price adjustments, etc.)
14. Recap and Q&A; final quiz

#### 授業時間外(予習・復習等)の学習(Study Required Outside of Class)

Reflections, preparation for quizzes and midterm test, preparation for student presentation. See "Evaluation" for further information.

#### 成績評価方法・基準(Evaluation)

Reflections(10%)/Quizzes(10%)/Midterm test(20%)/Participation(10%)/Student Presentation(30%)/Final Quiz(20%)

Reflections: From the third week, students will write a short reflection (150 words or more) in response to questions I will provide regarding the reading. Reflections are due at least 24 hours prior to the seminar. As long as a student has completed the assignment on time, full credit will be given. If the reflection is received less than 24 hours before the seminar but by the time the seminar begins, 75% credit will be given. Reflections received after the seminar but within the day of the seminar will receive 50% credit. Reflections received later than the day of the seminar but prior to the end of the semester will receive 25% credit. All reflections must be received in order to receive credit for this seminar. <BR>Quizzes: From the third week, at the beginning of each seminar, students will take a quiz of 10 questions that will cover the information we discussed in the prior seminar. The two lowest scores will be dropped, and the remaining scores will be averaged. A student will not need to take the quiz on the day they present their student presentation. <BR>Midterm test: The midterm test will be a 90-minute open book written test taken in lieu of the seminar in week 9. The midterm will cover all of the topics covered in the course to date, and will consist of multiple-choice, short answer and essay questions. If students have (a) done and reviewed all of the readings, (b) reviewed and understood the answers to the weekly quizzes, (c) attended all of the seminars, (d) taken and

reviewed notes and (e) actively participated in each seminar, they should be prepared for the midterm. <BR>Participation: It is expected that this will be a small seminar. As such, students' active participation will be required. Each student should speak multiple times during each seminar, but at a minimum four times. <BR>Student Presentation: Each student will present (either individually or in a group) a topic related to the purchase agreement for 45 minutes. The presentation should include written materials. At the end of the presentation, each student presenter will be asked questions by fellow students and me. Students will be graded based on their level of preparation and the quality of the written materials.<BR>Final Quiz: The final quiz will be held during time of the final seminar, and will cover material discussed during the entire semester, but mostly the material covered during the final four seminars. The quiz will consist of 30 multiple choice questions, of which 20 will be based on material covered during the last four seminars. Students will have 45 minutes to complete the quiz. As with the midterm test, if students have (a) done and reviewed all of the readings, (b) reviewed and understood the answers to the weekly quizzes, (c) attended all of the seminars, (d) taken and reviewed notes and (e) actively participated in each seminar, they should be prepared for the final quiz.

#### テキスト(Textbooks)

None.

#### 参考文献(Readings)

Reading pack to be provided.

#### その他(HP等)(Others(e.g.HP))

<選考方法>

採用人数: 8名

配当年次: 2年次以上

選考方法: Based on demonstrated interest in the subject matter and commitment to participating actively in the seminar. You do not need to have any knowledge of M&A to take this course; we will start from the beginning. You will learn a great deal, but this seminar will require considerable work and commitment.

①題目:

(i) Introduce yourself, (ii) tell me why this course interests you, (iii) tell me what you want to learn, and (iv) tell me what your future career ambitions are and why.

②字数: 200 - 500 words

#### 注意事項(Notice)

Not applicable.