

MERGERS AND ACQUISITIONS
Prof. McWilliams
Fall 2007

SYLLABUS

1. Class preparation.

The required book is Oesterle, THE LAW OF MERGERS AND ACQUISITIONS, 3d edition. I do not require that you buy a statutory supplement; instead, I will expect you to be able to find statutory references on the internet.

Our goal will be to cover, in this order, chapters 1, 7, 2, 6, 5, 8, and 4. At the end of each class meeting I'll make an assignment for the next meeting. The assignment for the second day of class is Chapter 1.

Come to class prepared to recite on the assigned materials. Beginning with the next class meeting there will be a seating chart. Sit in your assigned seat every day. I keep a record of class performance, which may be taken into account in grading, as explained below.

2. Grading.

Grades will be assigned on the basis of a single, anonymous, open-book, take-home final exam that may be taken at any time during the Fall 2007 exam period. Answers must be returned to me by email attachment, or, if I can figure out how to use TWEN, I will post the exam on a TWEN site and you will return your answers there. In any event, exams must be typed.

I will read each exam anonymously and assign it a provisional grade. I will then compare the provisional grades with my records of class performance. Students with outstanding class performance who are on the line between two grades may receive the higher grade. Poor class performance will not lower a grade.

I do not keep exams on file. I do not re-use questions.

3. Attendance.

University rules and ABA accreditation rules require class attendance. I will take role and enforce the attendance rules appearing in the Law Student Handbook Sections IV.C and VI.G. Your initials on the daily role are the only evidence acceptable to me that you attended class. Signing the

roll is your responsibility. I consider signing the roll for another student to be an honor code violation by both students.

4. Miscellaneous.

Business Corporations is a prerequisite for this class.

Please be on time for class. Over the years I've found it very disruptive to me, as well as to the class as a whole, for people to come in late.

Please come to class prepared to remain in class the entire hour.

Do not tape record classes without express permission.

Do not bring cell phones, pagers or the like to class.

You may bring laptops to class, but may not use them for any purposes other than those directly related to the class.

My office is in room 402. My office hours for this semester are 930 a.m. to noon on Monday and Thursday. I am always available immediately after class, and I'm glad to answer questions by email. My email address is martin@law.sc.edu.

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December 200__

INSTRUCTIONS

First, make sure you have pages 2 through__ attached to this one. Then read these instructions carefully. You may lose points for failing to follow them.

This exam is open everything, although the questions do not address anything we did not cover in class and you shouldn't need any sources other than the Oesterle book. You may not, however, consult any human being either in person or electronically.

You have 24 hours to complete this exam from the time it is clocked out to you. I recommend that you keep hard copy as a backup. Use a 12-point font and Word or WordPerfect default margins (same as on this page). You may single or double space. Start each question on a new page. Do not put your name on your answers (or your exam number on this page). Identify your answers only with your aegs number or the last four digits of your SSAN. Put your number on **each page**. You may use outline form if you like. Return your answers by _____.

Each question has a space limit, and I will enforce that limit strictly. I will not grade anything past the limit. Where the space limits refer to a "page," that means a single-spaced page, so, if you're double spacing, you may use two pages. You will probably not be able to type everything you know within the space limits, so write the best answer you can in the space permitted. All questions of state law refer to law in effect in Delaware. You need not make any reference to South Carolina law.

Read the questions **carefully** and answer only the question being asked. I will not give credit for anything else. You should cases or other authority in Oesterle to support your answers (give page numbers when you do so) but you may not incorporate material by reference. You must set out your answers completely.

Each question has a point value so that you may judge its relative importance.

I will not be available to answer questions.

Please type your name in the space provided below and email this page *only* to me on martin@law.sc.edu so that I'll know you've taken the exam. By so doing, you acknowledge these instructions and pledge that you have not given or received unauthorized assistance on this exam.

Name _____

Relax. Good luck!