

F721 C01. Mergers, Restructuring, and Corporate Control

Fall 2023 Course Outline

DeGroot School of Business

McMaster University

Course Objective

This is an advanced Corporate Finance course, which builds on your previous learning in the areas of Financial Management and Investments. The purpose of this course is to provide you with the tools to analyze, evaluate and design corporate restructuring programs, including mergers, acquisitions, LBOs, MBOs, leveraged recaps, and stock repurchases. The coursework will be completed by means of lectures and assignments (including group assignments).

Instructor and Contact Information

Class: Monday 11:30 – 2:20 PM

Instructor: Sudipto Sarkar
E-mail: sarkars@mcmaster.ca
Office Hours: TBA
Location: Virtual

Teaching Assistant: Shubi Xie
E-mail: xies38@mcmaster.ca
Office Hours: TBA
Location: Virtual

Course Elements

Credit Value: 3	Leadership: No	IT Skills: No	Global View: Yes
A2L: Yes	Ethics: No	Numeracy: Yes	Written Skills: Yes
Participation: Yes	Innovation: Yes	Group Work: Yes	Oral Skills: Yes
Evidence-based: Yes	Experiential: No	Final Exam: Yes	Guest Speaker(s): No

Course Description

This course examines the various forms of corporate restructuring, and how restructuring affects corporate values and control issues. Restructuring is broadly defined, and includes restructuring of liabilities (e.g., leveraged recapitalizations, LBOs), restructuring of assets (e.g., acquisitions, divestitures), or both (e.g., mergers accompanied by changes in capital structure). Important components of the course include valuation of a corporation and its securities (debt and equity), theoretical rationales for and empirical evidence on restructuring of assets and liabilities, and specific topics such as LBOs and stock repurchases. The course should be of interest to students planning careers in corporate finance and investment banking.

This being an advanced corporate finance course, it requires familiarity with number crunching and a solid understanding of the concepts of introductory finance, particularly capital budgeting and capital structure. The material includes a substantial amount of theory, and numerical examples are very important in illustrating the concepts to be covered in this course. The format will be predominantly lecture-oriented, supplemented by a set of cases; you can work on the case(s) in groups of 4 (maximum) members.

Learning Outcomes

Upon successful completion of this course, students will be able to complete the following key tasks:

- Analyze the effect of any type of corporate restructuring on firm value
- Analyze the effect of corporate restructuring on the components of firm value – equity and debt
- Analyze how restructuring affects corporate control
- Design a financing package for a restructuring proposal

Course Materials and Readings

Required:

1. Courseware

- available on *Avenue to Learn*.

2. Cases.

- purchase a digital copy from the publisher’s website, links below:

For Colt Industries:

<https://www.iveypublishing.ca/s/product/colt-industries/01t5c00000CwXGsAAN>

For The Empire Group Limited – The Oshawa Group Limited Proposal:

<https://www.iveypublishing.ca/s/product/empire-company-limited-the-oshawa-group-limited-proposal/01t5c00000CwZYWAA3>

Optional:

Takeovers, Restructuring, and Corporate Governance (4th Edition) by J. Fred Weston, Mark L. Mitchell and J. Harold Mulherin, Pearson Educational International; ISBN 0131407376.

- purchase a copy at the bookstore (please note the publisher has stopped printing this book, but used copies might be available)

Evaluation

Component	Weight	Description
Test 1	20%	Short answers, numerical
Test 2	35%	Short answers, numerical
Test 3	35%	Short answers, numerical
Case report and presentation	10%	Teams of up to 4 submit a written case analysis and present their case

All dates are given in the course outline. All work will be evaluated on an individual basis, except for the case analysis (report and presentation). For the case study, the students will work in groups (maximum group size 4). Each group will

submit a report and present their recommendations on the allotted case. The case report will be 4-5 pages in length (plus exhibits) and should contain recommendations and supporting arguments. There are questions in the courseware to guide you when writing the report. Any doubts/questions/uncertainties regarding the case will ideally be addressed by the group members themselves. Where necessary, make reasonable assumptions based on information given in the case. Please do not use information that would not have been available to the decision maker(s).

Grade Conversion

At the end of the course your overall percentage grade will *generally* be converted to your letter grade in accordance with the following conversion scheme.

Grade	Points	Equivalent Percentages
A+	12	90-100
A	11	85-89
A-	10	80-84
B+	9	75-79
B	8	70-74
B-	7	60-69
F	0	00-59

Communication and Feedback

Students that are uncomfortable in directly approaching an instructor regarding a course concern may send a confidential and anonymous email to the respective Area Chair or Associate Dean:

<http://mbastudent.degroot.mcmaster.ca/contact/anonymous/>

Students who wish to correspond with instructors or TAs directly via email must send messages that originate from their official McMaster University email account. This protects the confidentiality and sensitivity of information as well as confirms the identity of the student. Emails regarding course issues should NOT be sent to the Administrative Assistant.

Instructors are encouraged to conduct an informal course review with students by Week #4 to allow time for modifications in curriculum delivery. Instructors should provide evaluation feedback for at least 10% of the final grade to students prior to Week #8 in the term.

Academic Integrity

You are expected to exhibit honesty and use ethical behaviour in all aspects of the learning process. Academic credentials you earn are rooted in principles of honesty and academic integrity.

Academic dishonesty is to knowingly act or fail to act in a way that results or could result in unearned academic credit or advantage. This behaviour can result in serious consequences, e.g., the grade of zero on an assignment, loss of credit with a notation on the transcript (notation reads: “Grade of F assigned for academic dishonesty”), and/or suspension or expulsion from the university.

It is your responsibility to understand what constitutes academic dishonesty. For information on the various types of academic dishonesty please refer to the Academic Integrity Policy, located at:

www.mcmaster.ca/academicintegrity

The following illustrates only three forms of academic dishonesty:

1. Plagiarism, e.g. the submission of work that is not one's own or for which other credit has been obtained.
2. Improper collaboration in group work.
3. Copying or using unauthorized aids in tests and examinations.

Authenticity/Plagiarism Detection

Some courses may use a web-based service (Turnitin.com) to reveal authenticity and ownership of student submitted work. For courses using such software, students will be expected to submit their work electronically either directly to Turnitin.com or via an online learning platform (e.g. A2L, etc.) using plagiarism detection (a service supported by Turnitin.com) so it can be checked for academic dishonesty.

Students who do not wish their work to be submitted through the plagiarism detection software must inform the Instructor before the assignment is due. No penalty will be assigned to a student who does not submit work to the plagiarism detection software.

All submitted work is subject to normal verification that standards of academic integrity have been upheld (e.g., on-line search, other software, etc.). For more details about McMaster's use of Turnitin.com please go to www.mcmaster.ca/academicintegrity.

Courses with an Online Element

Some courses may use on-line elements (e.g. e-mail, Avenue to Learn (A2L), LearnLink, web pages, capa, Moodle, ThinkingCap, etc.). Students should be aware that, when they access the electronic components of a course using these elements, private information such as first and last names, user names for the McMaster e-mail accounts, and program affiliation may become apparent to all other students in the same course.

The available information is dependent on the technology used. Continuation in a course that uses on-line elements will be deemed consent to this disclosure. If you have any questions or concerns about such disclosure please discuss this with the course instructor.

Online Proctoring

Some courses may use online proctoring software for tests and exams. This software may require students to turn on their video camera, present identification, monitor and record their computer activities, and/or lock/restrict their browser or other applications/software during tests or exams. This software may be required to be installed before the test/exam begins.

Conduct Expectations

As a McMaster student, you have the right to experience, and the responsibility to demonstrate, respectful and dignified interactions within all of our living, learning and working communities. These expectations are described in the [Code of Student Rights & Responsibilities](#) (the “Code”). All students share the responsibility of maintaining a positive environment for the academic and personal growth of all McMaster community members, **whether in person or online**.

It is essential that students be mindful of their interactions online, as the Code remains in effect in virtual learning environments. The Code applies to any interactions that adversely affect, disrupt, or interfere with reasonable participation in University activities. Student disruptions or behaviours that interfere with university functions on online platforms (e.g. use of Avenue 2 Learn, WebEx or Zoom for delivery), will be taken very seriously and will be investigated. Outcomes may include restriction or removal of the involved students’ access to these platforms.

Missed Academic Work

Missed Mid-Term Examinations / Tests / Class Participation

Please do not use the online [McMaster Student Absence Form \(MSAF\)](#) as this is for Undergraduate students only. The MBA program will not accept an MSAF.

When students miss regularly scheduled term work which contributes 10% or more to the final grade, for legitimate reasons as determined by the Student Experience – Academic Office (SEAO), the activity necessary to compensate for the missed work will be determined by the course instructor. The compensatory activities assigned will vary with the nature of the course and the missed requirement. They include, but are not restricted to, an alternative assignment, a rescheduled midterm exam, or re-weighting the marks for the missed component to other mark components. Documentation explaining such missed work must be provided to the SEAO within five (5) working days of the scheduled date for completion of the work.

Acceptable reasons for missed work, along with the [Petition for Missed Term Work](#) and the [MBA Student McMaster University Student Health Certificate](#), can be found on the DeGroot MBA Student website (mbastudent.degroot.mcmaster.ca). Please direct any questions about acceptable documentation to the MBA Academic Advisors (askmba@mcmaster.ca).

University policy states that a student may submit a maximum of three (3) [Petition for Missed Term Work](#) per academic year, after which the student must meet with the Director of the program.

If term work is missed without an approved reason, students will receive a grade of zero (0) for that component.

Missed Final Examinations

Students must be available for the duration of the posted exam period regardless of their personal exam schedule. This is to ensure student availability throughout the entire exam period in the event that an exam must be rescheduled due to unforeseen circumstances (university closure, power outage, storm policy, etc.). A student who misses a final examination without valid reason will receive a mark of 0 on the examination.

Students who have missed a final exam for a valid reason can apply to the SEAO to write a deferred examination by submitting an [Application for Deferring a Final Exam](#) with supporting documentation. The application must be made within five days of the scheduled exam date or the application may be denied.

The [Application for Deferring a Final Exam](#) and the [MBA Student McMaster University Student Health Certificate](#) can be found on the DeGroot MBA Current Student website (mbastudent.degroot.mcmaster.ca)

Deferred examination privileges, if granted, are normally satisfied during the examination period at the end of the following semester. In select cases, the deferred examination may be written at a time facilitated by the SEAO and agreed to by the course instructor.

Requests for a second deferral or rescheduling of a deferred examination will not be considered.

Failure to write an approved deferred examination at the pre-scheduled time will result in a zero (0) mark for that examination, except in the case of exceptional circumstances where documentation has been provided and approved. Upon approval, no credit will be given for the course, and the notation N.C. (no credit) will be placed on the student's transcript.

Academic Accommodation of Students with Disabilities

Student Accessibility Services (SAS) offers various support services for students with disabilities. Students are required to inform SAS of accommodation needs for course work at the outset of term. Students must forward a copy of such SAS accommodation to the instructor normally, within the first three (3) weeks of classes by setting up an appointment with the instructor. If a student with a disability chooses NOT to take advantage of an SAS accommodation and chooses to sit for a regular exam, a petition for relief may not be filed after the examination is complete. The SAS website is:

<http://sas.mcmaster.ca>

Academic Accommodation for Religious, Indigenous or Spiritual Observances (RISO)

Students requiring academic accommodation based on religious, indigenous or spiritual observances should follow the procedures set out in the [RISO](#) policy. Students should submit their request to their Faculty Office **normally within 10 working days** of the beginning of term in which they anticipate a need for accommodation or to the Registrar's Office prior to their examinations. Students should also contact their instructors as soon as possible to make alternative arrangements for classes, assignments, and tests.

Copyright and Recording

Students are advised that lectures, demonstrations, performances, and any other course material provided by an instructor include copyright protected works. The Copyright Act and copyright law protect every original literary, dramatic, musical and artistic work, **including lectures** by University instructors.

The recording of lectures, tutorials, or other methods of instruction may occur during a course. Recording may be done by either the instructor for the purpose of authorized distribution, or by a student for the purpose of personal study. Students should be aware that their voice and/or image may be recorded by others during the class. Please speak with the instructor if this is a concern for you.

Potential Modifications to the Course

The instructor and university reserve the right to modify elements of the course during the term. The university may change the dates and deadlines for any or all courses in extreme circumstances. If either type of modification becomes necessary, reasonable notice and communication with the students will be given with explanation and the opportunity to comment on changes. It is the responsibility of the student to check their McMaster email and course websites weekly during the term and to note any changes.

Extreme Circumstances

The University reserves the right to change the dates and deadlines for any or all courses in extreme circumstances (e.g., severe weather, labour disruptions, etc.). Changes will be communicated through regular McMaster communication channels, such as McMaster Daily News, A2L and/or McMaster email.

Acknowledgement of Course Policies

Your enrolment in F721 will be considered to be an implicit acknowledgement of the course policies outlined above, or of any other that may be announced during lecture and/or on A2L. **It is your responsibility to read this course outline, to familiarize yourself with the course policies and to act accordingly.**

Lack of awareness of the course policies **cannot be invoked** at any point during this course for failure to meet them. It is your responsibility to ask for clarification on any policies that you do not understand.

Course Schedule

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Week	Date	Assignment
1	Mon Sept 11	Chapter 1: Capital Budgeting Recap
2	Mon Sept 18	Chapter 2: Capital Structure Recap
3	Mon Sept 25	Test 1. Chapter 3: Agency Problems
4	Mon Oct 2	Chapter 4: Asymmetric Information
5	Mon Oct 9	No class (Thanksgiving)
6	Mon Oct 16	Chapter 5: Valuation for M&A
7	Mon Oct 23	Chapter 6: Basics of M&A
8	Mon Oct 30	Chapter 7: LBOs
9	Mon Nov 6	Test 2. Chapter 8: Divestitures

10	Mon Nov 13	Chapter 9: Financial Restructuring
11	Mon Nov 20	Chapter 9: Financial Restructuring (continued)
12	Mon Nov 27	Chapter 10: Stock Repurchase
13	Mon Dec 4	Test 3. Submit and present case report <i>(1) Colt Industries or (2) The Empire Group Limited – The Oshawa Group Limited Proposal</i>
