

**SYLLABUS  
MERGERS & ACQUISITIONS  
Winter, 2010  
Professor Downs  
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<u>Date</u>	<u>Subject</u>	<u>Assignment</u>
During the semester, it would be wise to read the Gifford book on Legal Negotiation, since we will cover it in the last 4 hours of the course.		
Jan. 7 (2 Hours)	Acquisitions and Mechanics	<u>Oesterle</u> 3 <sup>rd</sup> Ed. pp. 1-29
Jan. 12 (2 Hours)	Mechanics of Acquisitions	<u>Oest</u> pp 29-62
Jan. 14 (2 Hours)	State Corp Codes, (cont)	<u>Oest.</u> Pp 62-106
Jan. 19 (2 Hours)	State Codes (Cont.) Federal Securities Law	Oest. Pp 106-128 Pp. 156-185
Jan. 21 (2 Hours)	Transfer of Assets & Successor Liability	Oest. pp 206-246
Jan. 26 (2 Hours)	Environmental Liabilities & Avoidance of Liabilities	Oest. Pp 247-279 Pp 301-303
Jan. 28 (2 Hours)	Acquisition Documents (Review hand-out document)	Oest. Pp 304-368
Feb. 2 (1-2 Hours)	Acquisition Docs (Cont.)	“ “ “
Feb. 4 (1-2 Hours)	Legal Duties of Boards, Executives and Control Shareholders	“ “ Pp 400-448
Feb. 9 (1-2 Hours)	Legal Duties, etc. (Cont.)	Oest. Pp 449-511
Feb. 11 (1-2 Hours)	Legal Duties, Blocking Takeovers	Oest. Pp 511-532

**No Class February 16 or 18. First Mini-Term Break**

Feb. 23 (2 Hours)	Securities Law Disclosure Requirements	Oest. Pp 677-694 pp 731-747
Feb. 25 (2 Hours)	Basic Acquisition Accounting	Oest. Pp 776-798
Mar. 2 (2 Hours)	Tax Treatment of Mergers, etc.	Oest. Pp 799-825
Mar. 4 (1 Hour)	Tax Issues (Cont.)	Oest Pp 825-853

**No Class March 9 or 11**

Mar. 16 (2 Hours)	Negotiation Strategy/Tactics, etc.	<u>Gif.</u> Chaps 1-4
Mar. 18 (2 Hours)	Negotiation Strategy/Tactics, etc.	<u>Gif.</u> Chaps 5-9
Mar. 23	<b><u>Final Examination</u></b>	
Mar. 25	First Negotiating Session	

**March 24 & 26 No Class – Spring Break**

April 6, 8, 13, 15, 20, & 23 -Negotiating Sessions

1. The Final Exam and Student Negotiating Sessions will be scheduled during regular class times in two hour periods.
2. The **Final Exam** is presently scheduled for **March 23**, in our regular classroom. If the class prefers, we could have the exam after spring break.
3. Negotiating sessions will begin on March 25, and continue each Tuesday and Thursday, during regular class time, in our regular classroom. Teams, pairing, problems, the negotiating schedule, and a list of instructions will be distributed in February.
4. Evaluation will be based 50% on the Final Exam, and 50% on the team negotiating. Extra credit may also be earned by class participation.