

**4FH3 C01. Mergers, Restructuring, and Corporate Control**  
**Winter 2023 Course Outline**  
**DeGroote School of Business, McMaster University**

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***Course Objective***

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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 lecture and assignments (including group assignments).

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***Instructor and Contact Information***

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Class: **Mon 2:30–4:20 PM** and **Wed 2:30–3:20 PM** at **DSB B107**

Instructor: Sudipto Sarkar  
E-mail: [sarkars@mcmaster.ca](mailto:sarkars@mcmaster.ca)  
Office Hours: **TBA**  
Location: Virtual

Teaching Assistant: Shubi Xie  
E-mail: E-mail: [xies38@mcmaster.ca](mailto:xies38@mcmaster.ca)  
Office Hours: **TBA**  
Location: Virtual

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***Course Elements***

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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

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***Course Description***

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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 (maximum group size to be specified).

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***Learning Outcomes***

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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

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### *Course Materials and Readings*

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**Required:**

1. Courseware
  - will be available on *Avenue to Learn*.
2. Cases.
  - purchase a digital copy from the publisher's website, links below:

**For Landmark Facility Solutions:**

<https://www.iveypublishing.ca/s/product/landmark-facility-solutions/01t5c00000CwkAUAAZ>

**For Blaine Kitchenware, Inc.:**

<https://www.iveypublishing.ca/s/product/blaine-kitchenware-inc-capital-structure-brief-case/01t5c00000Cwg31AAB>

**Optional:**

*Takeovers, Restructuring, and Corporate Governance* (4<sup>th</sup> 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)

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### *Evaluation*

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All work will be evaluated on an individual basis except for the case reports where group work is expected. For the case reports and presentations, all group members will receive the same grade. There will be four tests and a case report and presentation. All dates are specified in this course outline. The final grade will be calculated with the following weight:

- Test 1: 20%
- Test 2: 20%
- Test 3: 25%
- Test 4: 25%
- Case report and presentation: 10%
- Total: 100%

**NOTE:**

1. Only the use of a McMaster standard calculator (Casio FX-991) is allowed during examinations in this course.
2. For the tests, you will be allowed to bring one page (single side) of *formulas*.
3. For the case study, the students will work in groups (maximum group size to be announced; will depend on class size). 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).

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### *Grading Scale*

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Missed tests/exams will receive a grade of zero unless the student has submitted and been approved for a Notification of Absence or MSAF. Late assignments will not be accepted. Your final grade will be calculated as follows:

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.

LETTER GRADE	PERCENT	LETTER GRADE	PERCENT
A+	90 - 100	C+	67 - 69
A	85 - 89	C	63 - 66
A-	80 - 84	C-	60 - 62
B+	77 - 79	D+	57 - 59
B	73 - 76	D	53 - 56
B-	70 - 72	D-	50 - 52
		F	00 - 49

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### *Communication and Feedback*

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**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 Area Administrative Assistants. All students must receive feedback regarding their progress prior to the final date by which a student may cancel the course without failure by default.

- ☐ *For Level 1 and Level 2 courses, this feedback must equal a minimum of 20% of the final grade.*
- ☐ *For Level 3 courses and above, this feedback must equal a minimum of 10% of the final grade.*

Instructors may solicit feedback via an informal course review with students by Week #4 to allow time for modifications in curriculum delivery.

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### *Requesting Relief for Missed Academic Work*

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In the event of an absence for medical or other reasons, students should review and follow the Missed Term Work regulations that are outlined on the Master of Finance website:

<https://mfin.degroote.mcmaster.ca/current-students/missed-term-work/>

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### *Academic Integrity*

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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. **It is your responsibility to understand what constitutes academic dishonesty.**

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.

For information on the various types of academic dishonesty please refer to the [Academic Integrity Policy](https://secretariat.mcmaster.ca/university-policies-procedures-guidelines/), located at <https://secretariat.mcmaster.ca/university-policies-procedures-guidelines/>

The following illustrates only three forms of academic dishonesty:

- plagiarism, e.g. the submission of work that is not one’s own or for which other credit has been obtained.

- improper collaboration in group work.
- copying or using unauthorized aids in tests and examinations.

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### *Authenticity/Plagiarism Detection*

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**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](http://www.mcmaster.ca/academicintegrity).

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### *Courses with an Online Element*

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**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.

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### *Online Proctoring*

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**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.

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### *Conduct Expectations*

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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.

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### *Academic Accommodation of Students with Disabilities*

Students with disabilities who require academic accommodation must contact [Student Accessibility Services](#) (SAS) at 905-525-9140 ext. 28652 or [sas@mcmaster.ca](mailto:sas@mcmaster.ca) to make arrangements with a Program Coordinator. For further information, consult McMaster University's [Academic Accommodation of Students with Disabilities](#) policy.

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### *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.

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### *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.

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### *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.

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### *Research Using Human Subjects*

All researchers conducting research that involves human participants, their records or their biological material are required to receive approval from one of McMaster's Research Ethics Boards before (a) they can recruit participants and (b) collect or access their data. Failure to comply with relevant policies is a research misconduct matter. Contact these boards for further information about your requirements and the application process.

McMaster Research Ethics Board (General board): <https://reo.mcmaster.ca/>

Hamilton Integrated Research Ethics Board (Medical board): <http://www.hireb.ca/>

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### *Acknowledgement of Course Policies*

Your enrolment in Finance 711 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.

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*Course Schedule*

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**4FH3 C01. Winter 2023. Course Schedule**

Week	Date	Assignment
1	Jan 9 and 11	Chapter 1: Capital Budgeting Recap
2	Jan 16 and 18	Chapter 2: Capital Structure Recap. <b>Test 1</b>
3	Jan 23 and 25	Chapter 3: Agency Problems
4	Jan 30 & Feb 1	Chapter 4: Asymmetric Information
5	Feb 6 and 8	Chapter 5: Valuation for M&A. <b>Test 2.</b>
6	Feb 13 and 15	Chapter 6: Basics of M&A
7	Feb 20 and 22	<i>No classes (mid-term recess)</i>
8	Feb 27 and Mar 1	Chapter 6: Basics of M&A (continued) Chapter 7: LBOs
9	Mar 6 and 8	Chapter 8: Divestitures. <b>Test 3.</b>
10	Mar 13 and 15	Chapter 9: Financial Restructuring
11	Mar 20 and 22	Chapter 9: Financial Restructuring (continued)
12	Mar 27 and 29	Chapter 10: Stock Repurchase
13	Apr 3 and 5	Chapter 10: Stock Repurchase (continued). <b>Test 4.</b>
14	Apr 10 and 12	Submit case report and present case: (1) <i>Landmark Facility Solutions</i> or (2) <i>Blaine Kitchenware</i>

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