UNIVERSITY OF PENNSYLVANIA
The Wharton School

The Finance of Buyouts and Acquisitions: FNCE 751
Professor Bilge Yılmaz
Fall 2013

Course Objective:
The aim of the course is to provide an understanding of key concepts and institutions involved in corporate buyouts and mergers and acquisitions. This course is most suitable for finance majors who are considering careers in corporate finance, investment banking and buyout funds.

Reading Materials:
- Course Reader (cases and articles).
- Further materials and lecture notes on course webpage (Canvas)
- Recommended (but not required) for background reading:
    i.   Berk and DeMarzo, Corporate Finance, Addison Wesley, 2007 (**or any other substitute**).
    ii. Robert Bruner, *Applied Mergers and Acquisitions*, Wiley Finance, 2004
    iii. Thomas Meyer and Pierre-Yves Mathonet, *Beyond the J Curve: Managing a Portfolio of Venture Capital and Private Equity Funds*, the Wiley Finance Series, 2009.

Format:
The structure of the course includes lectures, case discussions, and guest speakers. The lectures provide the relevant institutional facts, empirical evidence and analytical methods that will be needed for case discussions.

The major objective of the case method in finance is to **use the logic of financial theory to arrive at sensible conclusions** when faced with real world problems. However, one should **keep in mind that there is not one absolutely right answer to a case; different assumptions can lead to different solutions**. While there are no "right" answers, there are good arguments and bad arguments. The process of this course will help distinguish between sensible and senseless arguments. Considering my analyses as the correct solution defeats the purpose of this course and contributes to the silly notion that in the "real world" there is a single correct recipe to be followed.

Student Responsibilities and Assessment:
- Case Study Assignments: (Approximately 10% of the course grade).
  Students will organize themselves into groups of five members to work on case assignments. Groups must be fixed throughout the semester. Diverse background within the group is beneficial. Since group work is a cooperative undertaking,

students are urged to ensure that they form groups that are able to work effectively as a group. Although brief discussions across different groups are allowed, exchange of analysis and calculations is not. Most cases in this course involve actual companies. You may use firm specific or market data that are publicly available for your analysis. You cannot, however, use old notes, handouts, or solutions to the cases from previous years or similar courses elsewhere for your written reports and class discussions. The cases that require write-ups appear in **bold** (see the tentative course outline below). Each group is expected to **hand in** a hard-copy of their conclusions in a one or two page executive summary **prior to any class discussion**. Supporting computations and tables can be included in an appendix. All of the assumptions and formulas used should be provided (preferably as a footnote). The questions that need to be addressed will be posted at the course webpage. The raw data for cases is also available at the course webpage in .xls format.

- Class Participation and Attendance: (Approximately 30% of the course grade)
  A goal of this course is to provide students with the opportunity to learn how to best contribute to discussions about complex financial issues. Therefore, this class depends and thrives on class participation. It is an important and essential part of this course. Because so much learning in this course occurs in the classroom, it is important that you attend every class. **Voluntary class participation is encouraged. "Cold calls" will be made as to ensure that the class enjoys the benefit of every student's contribution.** Inadequate class participation combined with several absences can lead to a failing grade. I will judge performance based on the quality of comments/answers. **Students are expected to prepare for each case and participate actively in class.** I would appreciate it if students keep the same sitting arrangement throughout the semester.

- Examinations: (Approximately 40% of the course grade)
  You will be tested on both the concepts and the methods studied in this course. You will have access to a calculator and limited amount of information. The first exam is compulsory. The second exam is optional. If one chooses to take the second exam, arithmetic average of the two scores will be taken. Furthermore, there will be a 5 points reward for those who take the second exam. For example, if one scores 60 and 80, the average of the two exams will be $\frac{60+80}{2} + 5 = 75$.

- Deal Proposal: (Approximately 20% of the course grade)
  Each group is asked to identify a target firm either as a financial or a strategic buyer and prepare a deal proposal. The deal proposal is an active learning tool and allows you to apply many concepts that you have learned at the Wharton School. You may use firm specific or market data that are publicly available for your analysis. However, you cannot use materials prepared by professionals for a deal. Furthermore, any existing deal that is used in a teaching material, e.g., a case study, cannot be chosen as the topic of your proposal. **Each group must identify a deal by October**

25, 2013. The final version is due on December 2, 2013. Each group is required to give 15 minutes presentation in front of a panel.

The deal proposal has two components, a presentation and a written report. Presentation will be 15 minutes (maximum) and you should focus on the deal rationale; why do you want to own the business, what is the investment thesis? You should not get into valuation models during the presentation. Written report should include: (1) **Brief** information about the firm and the industry mainly focusing on dimensions that are related to your deal rationale; (2) Deal rationale; and (3) A valuation analysis. There is flexibility in terms of organization and style, you may have an introduction, an executive summary, and so on, as you would like. **However, it is important not to waste your time by gathering excessive information**. The report should be at most 10 pages (12 pts, single space) plus a spread sheet that contains the valuation analysis.

Code of Ethics:
Submitted assignments for grading should be your own or your team's own work only. Most cases in this course involve actual companies. You may use firm specific or market data that are publicly available for your analysis. You cannot, however, use old notes, handouts, or solutions to the cases from previous or other sections of this course or similar courses elsewhere for your written reports and class discussions. Failure to observe this rule may result in an automatic failing grade for the course.

Office Hours and Contact Information:
Office Hours: Monday 9:00-10:30am, SHDH 2333
Email: yilmaz@wharton.upenn.edu

If you have questions about the material, the best place is the Canvas discussion board. I will try to answer all questions. However, considering the size of the classes I teach, I may not be able to do so especially the night before an exam. If you prefer to write me a personal email, I prefer the address above as opposed to an email via Canvas.

Teaching Assistants:
TBA

TENTATIVE COURSE OUTLINE

This outline is a rough guide as to when material will be covered. It is highly likely to have a number of changes with advance notice given in class and/or Canvas. Some of the **guest lectures will be held outside regular class location and time**. Furthermore, **the last two weeks of classes may be rescheduled due to our guests' busy schedule**.

Session 1: August 29
Introduction and Organization

Session 2: September 3
Basic Valuation Concepts

Reading:
- "Chapter 2: Using Financial Reporting Information" by Simon Beninga and Oded Sarig
- Berk and DeMarzo: Chapter 18.2 and 18.4
- Bruner: Chapter 9

Session 3: September 5
Adjusted Present Value, Costs and Benefits of Debt Financing

Reading:
- Berk and DeMarzo: Chapters 15, 18 and 19
- Bruner: Chapter 13

Session 4: September 10
Reduced-Form Valuation Methods

Reading: "Chapter 10: Valuation by Multiples" by Simon Beninga and Oded Sarig

Session 5: September 12
Case 3: Paradyne
[This case will be posted on Canvas on September 5.]

Session 6: September 17
Overview of Mergers & Acquisitions

Reading: Bruner: Chapters 4, 6, 11 and 15

Session 7: September 19
Transaction Design and Tax Issues

Reading: Bruner: Chapters 18, 19, 20 and 26

Session 8: September 24
Form of Acquisition and Law and Economics of Market for Corporate Control

Reading: Bruner: Chapters 32 and 33

Session 9: September 26
Form of Payment

Session 10: October 1, 9:00-10:20am, (Optional); location TBA
Guest Lecture

Session 11: October 1
CASE 4: Dow's Bid for Rohm and Haas

Session 12: October 2, 8:00-9:20pm, location TBA
Optional Review Session

Session 13: October 3, 6:00-7:30pm, location TBA
EXAM I

Session 14: October 8
CASE 5: Vodafone

Reading: Bruner: Chapters 5 and 12

Session 15: October 15
Overview of the PE Industry

Session 16: October 17
LBO Model

Session 17: October 22
Incentives and Private Equity Fund Structure

Reading:
- "Note on Private Equity Partnership Agreements" by Josh Lerner
- Meyer and Mathonet: Chapters 2 and 3

Session 18: October 24
Deal Design under Adverse Selection and Agency

Reading: Bruner: Chapters 8, 18 and 22

Session 19: October 29
Guest Speaker: Debt Financing for Private Equity Transactions

Session 20: October 31, 4:30-5:50pm, location TBA
Guest Speaker: Value Creation

Session 21: November 5
Guest Speaker: Acquisition Agreements for Private Equity Transactions

Session 22: November 7
Distressed Investment

Session 23: November 12
Guest Speaker: Financial Due Diligence for Private Equity Transactions

Session 24 & 25: November 14 & 19
Case 6: HCA
[This case will be posted on Canvas on October 22.]

Session 26: November 21
Review Session

Session 27: November 26, 6:00-8:30pm, location TBA
EXAM II

Session 28-30: December 3, 5 & 10
Presentation