

**THE WHARTON SCHOOL
THE UNIVERSITY OF PENNSYLVANIA
MGMT 811: Entrepreneurship Through Acquisition**

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Course Description

Overview

The objective of this course is to explore selected topics related to the entrepreneurial career path of acquiring a small or mid-sized business. We will examine this process through the perspective of following the acquisition cycle, which is addressed through a series of lectures, assigned readings, short case studies, and a final project which is outlined in this syllabus:



When determining whether to enroll in this course, please keep the following in mind:

1. No two deals or acquisition processes are the same.
2. This course is not meant to provide a comprehensive strategy on how to acquire a business, but provide you with the knowledge and context to decide a) whether or not you would want to explore a career path of entrepreneurship through acquisition, b) some alternative methods to becoming an entrepreneur, and c) a practical tool kit to guide you through the acquisition lifecycle.
3. While there are many similarities between the process of acquiring a small business and a private equity fund buyout or large M&A deal, the world of small business is highly entrepreneurial, fragmented, and nuanced. As a result, there will be differences between what is discussed in class and the private equity process.

Some of the topics that will be discussed in class include locating a business, due diligence, valuation, adding synergy, tax considerations, obtaining capital, search funds, structuring purchases, employee retention plans, and post-closing integration.

Course Requirements

Attendance at all course sessions is mandatory. Failure to attend the first session will result in being automatically dropped from the course with no further right to admission.

Since the class discussions are an important component of the learning process, you should not register for this course unless you are prepared to attend and actively participate in each class. To encourage candid conversations in class, you should not record any of the lectures. Students will be expected to apply both their academic training and prior business experience to the class.

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It is important that the entire class is engaged. When class begins, all electronic devices should be turned off and put away. If you need to use a device for a language or disability issue, please advise me before class.

A day or two before each class, I will post the lecture's slides on Canvas. The slides provide an outline, but not a complete transcript, of the topics that will be covered in class.

Course Submissions and Grade Composition

The course submission requirements, deadlines, and grade composition are as follows:

- **Class Participation- 30%** (your contributions will be evaluated after each class)

- **Homework- 20%**
There will be four homework assignments. The assignments, which are short caselets, will be due at 10 p.m. the night before the designated classes, as indicated on the course schedule on the following pages. The assignments will be posted on Canvas four days before the due date. Your submissions should be two pages or less, and you will be expected to discuss your answers and concerns in class. The homework is designed to encourage you to think about the readings and facilitate active participation in class. In many cases, just like in real-world deal making, there is no single correct answer to the homework problems. However, I will provide you with a proposed solution to each assignment.

- **Final Project- 50%**
The final project will be a case study that will be distributed before the last class. As an alternative to the final project, you have the option of preparing an acquisition analysis project of an existing business. The requirements for the acquisition analysis are posted on Canvas and will be discussed in the first class. Either project can be prepared individually or in a group of up to 3 students. Regardless of whether you choose to do the final or alternative project, they are both due on March 5, 2017.

All assignments should be submitted via Canvas. If an assignment is submitted late, your grade will be penalized.

Accessibility

I am available to meet and can be reached via email and telephone to assist you. I will try to meet as many students as possible for lunch or dinner during the course.

Reading Materials

- Chalfin, Robert J.; *Selling Your IT Business: Valuation, Finding the Right Buyer, and Negotiating the Deal*. John Wiley & Sons, Inc. (2006) ISBN 0-471-74076-4 (RJC).

- The bulk pack can be obtained on Canvas.

- A selection of the lectures' slides will be posted before each class on Canvas.

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Course Schedule:

1. Class 1 – January 11, 2017:

Topics:

Course Overview
Chronology of an Acquisition
Sourcing Businesses
Defining Your Goals
Preparation Prior to Meeting the Owner(s)/Seller(s)

Required Readings (including the Lecture's Slides):

RJC pages 1–17 [Chapters 1 and 2]
RJC pages 141-160 [Chapters 13 and 14]
Purchasing A Business: The Search Process. HBS 9-388-044. (Walton, Ennis J. and Roberts, Michael J.)

Optional Readings:

How to Sell a Small Business
Family Businesses Welcome Outside Buyers
Baby Boomers Ready to Sell Businesses to the Next Generation

2. Class 2 – January 23, 2017:

Topics:

Confidentiality Agreements
The Art and Science of the Evaluation Process
Meeting the Owner
Key Metrics and Indices
Due Diligence

Required Readings (including the Lecture's Slides):

RJC pages 51-69, 167-188 [Chapters 6 and 16]
Private-Equity Portfolios Become Hot Spots to Shop for Acquisitions
Homework Assignment #1 due at 10:00 p.m. the day before class

3. Class 3 – January 30, 2017:

Topics:

Due Diligence (continued)
Legal Structures

Required Readings (including the Lecture's Slides):

When a Founder is the Face of A Brand
What is the Difference Between a Compilation, a Review and an Audit?
Comparative Overview
Tech Companies Fly High on Fantasy Accounting
Companies Invent Their Own Performance Benchmarks
Firms Puzzle Over Tax Riddle
Startups Scramble to Define "Employee"

4. Class 4 – February 6, 2017:

Topics:

Definition of Fair Market Value
Types of Buyers
Valuation Guidelines and Determinants

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Minority Interest Discounts
Valuation Methods

Required Readings (including the Lecture's Slides):

RJC pages 87–124 [Chapters 9, 10, and 11]
RJC pages 125-140 [Chapter 12]
Determining Your Company's Value: Multiples and Rules of Thumb
Twins' Facebook Fight Rages On
A Brief Overview of LLCs
Valuation Techniques. HBS 9-384-185 (Roberts, Michael J. and Stevenson, Howard)

Optional Readings:

Understanding Discount and Capitalization Rates (Pratt pages 201-234)
Disruptions: the Logic (or Lack of it) in Appraising Start-Ups
Homework Assignment #2 due at 10:00 p.m. the day before class

5. Class 5 – February 13, 2017:

Topics:

Source of Funds
Obtaining Capital
Search Funds
Deal Structure
Tax Consequences
Buy Sell Agreements

Required Readings (including the Lecture's Slides):

A Meeting of the Minds
Earn-Outs: Bridge the Gap, With Caution
Needing Cash, Some Small Business Owners Bypass the Bank
Alternative Lenders Peddle Pricey Commercial Loans
Using Your 401(K) to Buy A Small Business
Crowdfunding for Internet Stock Sales Approved by SEC
Estate of Cohen, ex rel. Perelman v. Booth Computers, et al.
No Venture Capital Needed or Wanted
Timing Is Ripe for Negotiation
2016 Search Fund Study: Selected Observations
Search Fund: Best Practices for the Search Phase
How the Twinkie Made the Superrich Even Richer

Optional Readings:

Search Funds: An MBA Shortcut to the C-Suite
JOBS Act Title III: Investment Being Democratized, Moving Online
Structuring Waterfall Provisions
Homework Assignment #3 due at 10:00 p.m. the day before class

6. Class 6 – February 20, 2017:

Topics:

Adding Synergy
Utilizing Professionals
Letters of Intent

Required Readings (including the Lecture's Slides):

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RJC pages 189-196 [Chapter 17], pages 161-166 [Chapter 15]
*Letters of Intent in Corporation Negotiations: Using Hostage Exchanges
and Legal Uncertainty to Promote Compliance*
Confirmatory Due Diligence
Homework Assignment #4 due at 10:00 p.m. the day before class

7. Class 7 – February 27, 2017:

Topics:

Contract / Asset Purchase Agreement
Designing Incentive Plans
Equity Sharing
Preparing for Closing
Post Deal Suggestions

Required Readings (including the Lecture's Slides):

RJC pages 41 - 50, 207 – 210 [Chapters 5 and 18]
Cashing Out Start-Ups Gets More Complicated
Why I am Not Looking to Hire Computer-Science Majors
Think a 401(k) Is Not a Sexy Benefit? Competition May Change That
We're Paying CEOs All Wrong

Optional Readings:

Integration Acceleration

Course description package 121416/mgmt. 811 spring 2017 Q3/Wharton