I. MATERIALS

Selected Readings in Corporate Finance (course packet – available May 2nd in Law School Copy Center)

Students must certify (the certification is attached at the end of the syllabus) that they have done the pre-course required reading on the first day of class – no exceptions

II. EXAM

Take Home Exam
The exam will be distributed at the end of class on Friday, June 10th
The exam will be due no later than 8:00am on Monday, June 13th
Exam numbers will be used, and the exams will be returned, by email, to Barbara Dickey (Barbara.dickey@law.utah.edu)

III. COURSE DESCRIPTION

Corporate Financial Transactions will provide an analysis of the legal, business and credit issued involved in entering into and documenting loans, letters of credit, and repos. Students will study and review the legal structures, provisions and documentation for these types of transactions. In addition, supporting documentation such as corporate authority documents, guaranties and legal opinions will also be studied. Finally, other issues such as bankruptcy, taxation and capital requirements affecting those transactions will also be considered. The course will provide students with the basic foundational understanding and background for working with legal documentation in a transactional legal practice.

III. TENTATIVE SYLLABUS

A. Introduction to Bank Lending

- Common Structures
- Role of Bank Capital
- Business, legal and credit risks in bank lending
B. Loan Negotiation
   - Negotiation Process and Timetable
   - Term Sheet and Commitment Letters

C. Understanding Credit Markets a
   - Variable Interest Rates (LIBOR and Prime)
   - Credit Crisis

D. Lending Documentation
   Review of Loan Agreement Documentation
   - Operative Provisions
   - Representations
   - Covenants
   - Events of Default
   - Remedies
   - Governing Law
   - Boilerplate

E. Legal Opinions & Authority Documents
   - Elements of a Legal Opinion
   - Authority Documents

F. Special Topics
   - Guarantees
   - Obligation of Good Faith
   - Syndicated Lending Provisions
   - Tax Issues
   - Sovereign Immunity
   - Contractual Currency

G. Introduction to Repurchase Agreements
   - Understanding Repos
   - Risks of Repos
   - Understanding the Global Master Repurchase Agreement
CERTIFICATION OF PRE-COURSE REQUIRED READING

I, ________________________________, certify that I have read the following pre-course required reading assignments as of the first day of class (June 6, 2011):

Term Loan Agreement

Revolving and Term Loan Agreement

Commitment Letter

Guaranty

Guidelines for Preparing Closing Legal Opinions

Global Master Repurchase Agreement

Certified this _______ day of ____________, 2011

_________________________________________
(signed)

_________________________________________
Name