

## **Syllabus Business Reorganization and Bankruptcy**

Series 19584/ Course No. 5365

Fall Semester 2014

T/Th 10:30-12:00/ 3 credit hours

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### **Course Description:**

This class will focus on business bankruptcies under the United States Bankruptcy Code and the Federal Rules of Bankruptcy Procedure. The areas of emphasis will include debtor-in-possession financing; operating and administering debtors' estates; treatment of executory contracts and leases; formulation and confirmation of plans of reorganization; sales of assets; and the avoiding powers of the trustee in bankruptcy. This course is designed for students who wish to learn about reorganizing corporate entities. It may also assist those wishing to have a commercial transaction or litigation practice. From time to time we will have guest lecturers who may present their real-world experiences as bankruptcy practitioners.

### **Required Course Texts:**

Scarberry, Klee, Newton and Nickles, "Business Reorganization in Bankruptcy," West, 4<sup>th</sup> Edition

United States Bankruptcy Code and Federal Rules of Bankruptcy Procedure

### **Evaluation:**

Final Exam will comprise 75% of your grade. Class participation will comprise 25% of your grade.

### **Syllabus:**

The below syllabus is subject to revision.

<b>Class</b>	<b>Date</b>	<b>Subject</b>	<b>Text/Assignments</b>
<b><u>Part I:</u> Course Introduction</b>			
1	8/26 T	Why do we need corporate restructuring?	Harvey Miller & Shai Y. Waisman, Is Chapter 11 Bankrupt?, 47 BOSTON COLLEGE L.

			REV. 129 (2005)  Text 1-22
2	8/28 Th	Four Ingredients to Successful Reorganization in Chapter 11	Text 22-51
3	9/2 T	Introduction to Foam Corporation	Text 52-84  Appendix A 1172- 1183
4	9/4 Th	Foam Corporation- Players and Their Roles/ Professionals	Text 84-104  Appendix A 1184- 1190
<u>Part II</u> : Keeping the Ship Afloat			
5	9/9 T	The Automatic Stay	Text 105-156
6	9/11 Th	Relief from the Automatic Stay	Text 156-198
7	9/16 T	Finding the Cash to Continue Operations  DIP Financing	Text 199-250  [Potential Guest Speaker]

		First Day Orders	
<u>Part III</u> : Turning the Business Around			
8	9/18 Th	Developing a Business Plan	Text 250-274
9	9/23 T	Controlling and Supervising the Reorganization	Text 275-334
10	9/25 Th	Executory Contracts	Text 335-387
11	9/30 T	Executory Contracts	Text 388-427
<u>Part IV</u> : Determining Claims Against the Estate			
12	10/2 Th	Avoiding Secured Claims (And other Transfers)  Fraudulent Transfers	Text 433-495  [Potential guest speaker]
13	10/7 T	Preferences  Setoff  Remedies and	Text 499-561

		Defenses	
14	10/9 Th	Limitations on Avoiding Powers/ Post petition transfers	Text 561-641  [Potential guest speaker]
15	10/14 T	Claims Against the Estate	Text 643-668, 691- 701
<u>Part V</u> : Restructuring the Debts and Dividing the Enterprise's Value			
16	10/16 Th	Proposing a Plan of Reorganization  Exclusivity, Classification and Impairment	812-865
17	10/21 T	Determining the Enterprise Value	866-908  Appendices B and C
18	10/23 Th	Liquidation Value, Valuation for Avoidance Actions,  Substantive Consolidation	909--938  Appendices B and C  [Potential guest speaker]

19	10/28 T	Disclosure Statement	945-964
20	10/30 Th	Solicitation and Voting	965-993
21	11/4 T	Consensual Confirmation	994-1017
22	11/6 Th	Cramdown- Fair and Equitable treatment of secured claims	1017-68
23	11/11 T	Cramdown Fair and Equitable Treatment of Unsecured Claims	1069-1096
24	11/13 Th	New Value Exception	1096-1127
25	11/18 T	Foam Corporation	1128-1135
26	11/20 Th	Creditors' Plans and Remedies	1135-1138 [Potential guest

		Appeals	speaker]
27	11/25 T	No CLASS	
28	12/2 T	Consequences of Confirmation	1143-1169
29	12/4 Th	Special Treatment of Derivative Transactions	Material to be provided