

**5331–1 (25610) – Anatomy of Corporate Transaction Agreements
(formerly Advanced Drafting For Corporate Transactions)**

Fall 2025 Syllabus

Professor: Richard A. Ginsburg (Adjunct)
Contact Details: prof.ginsburg@gmail.com (917) 428-4195
Credits: 3
Course Area: Business and Commercial Law
Class Time: Friday – 9:00 am – 12:00 pm
Room: Face-to-Face – Room [tba]

Course Outline: This course is designed to prepare first-year lawyers for a general corporate practice, whether in-house or at a law firm, by learning about M&A transactions. The course approach is to complete the credit and related documentation for the financing of a simulated M&A transaction. We will focus on learning how to analyze and draft the documentation related to this transaction, focusing on how specific contract provisions can advance the business objectives of both buyers and sellers, and borrowers and lenders. The course will be of particular interest to any student wanting to pursue a corporate or commercial law career, including with an M&A or banking law focus, because the concepts taught in this course are contract fundamentals that are applicable to all aspects of a corporate transactional practice.

Learning Outcomes: As a result of this course, students will achieve skills that are particularly helpful to first-year lawyers by working through the financing for the simulated secured finance transaction that will encompass the entire semester. The simulated transaction will integrate doctrine, theory, skills, and legal ethics that are fundamental to a successful legal career. During the semester, students will analyze stages of the hypothetical acquisition financing transaction, and consider the often divergent strategies and goals of the parties. We will focus on structuring and negotiating varying aspects of the transaction. The approach will start with the bank finance commitments made at the beginning of a typical private equity-backed acquisition, advance through the negotiation of the credit agreement and related documents, and finish with the transaction closing and required collateral filings. The Professor will utilize his career experience in leading global finance transactions and explain provisions found in many M&A and loan documents and show how they have been applied in actual transactions. The course will focus on how secured transactions law, bankruptcy law and corporate law influence the structuring and documenting of a typical secured finance transaction. It will also address the often-contested key economic and legal deal terms, as well as common ethical dilemmas. The course will show how a lawyer can add significant value to a transaction by finding, analyzing, and resolving business issues.

Instruction Mode – Face-to-Face: Classes will meet Face-to-Face each Friday morning.

Pre-requisites: None; although previous or concurrent enrollment in Secured Financing and Business Organizations is recommended

Helpful but not Required: Bankruptcy; Mergers & Acquisitions

Satisfies ABA Experiential Course Requirement: Yes

Course Materials:

Textbook: Drafting for Corporate Finance by Carolyn E.C. Paris (#60412 – Practising Law Institute, New York City) (ISBN-978-1-4024-2313-0)

Other: Other documents and materials will be distributed on Canvas.

Assignments: Assignments will include textbook readings and distributed materials. The course provides an excellent opportunity for students to develop necessary drafting skills, with evaluation to be by way of completing (a) 12 Drafting Assignments and (b) 10 Weekly Quizzes. These are reflected in the Topic Order below (please note the due dates in the footnotes). Drafting Assignments are due by 11:59 pm on the Saturday date shown on the below calendar (*other than Assignments 1, 2 & 3, which are due by 8:59 am on Friday, September 26th*). Weekly Quizzes are due by 8:59 am before class on the relevant Friday class day shown on the below calendar. Your completed Drafting Assignments and Weekly Quizzes must be sent by these deadlines to the Professor by email to his Gmail address.

LATE ASSIGNMENTS WILL NOT BE ACCEPTED – YOU WILL NOT EARN POINTS FOR ANY ASSIGNMENTS TURNED IN AFTER 11:59 PM OR 8:59AM (AS APPLICABLE) ON THE DESIGNATED DUE DATE.

Topic Order and Reading Assignments:

Reading Assignments	Topics	Class Meeting(s)
Text – Chapters 1 – 4 and Chapter 7	I. <u>Introduction to Drafting for Corporate Transactions:</u> a. Contract Fundamentals – A Refresher of 1st Year Contracts b. Understanding M&A and Corporate Finance in General c. Typical Capital Structures d. The Steps of an Acquisition e. An Overview of the Basics of Debt Documents f. Coordinating Acquisition and Debt Agreements	Week 1
<u>Week 1 Handouts:</u> ¹	Handouts 1 & 2– Hypothetical Transaction Description and Corporate Structure Handouts 3 & 4 – Big-4 Bank Chart and Chase Merger Graphic Handout 5 – Rating Agency Chart Handout 6 & 7 –Engagement Letters for Legal Counsel and Accountants Handout 8 & 9 –Confidentiality Agreements	
<u>Week 1 Case Materials:</u> ²	Case 1 – Charles R. Tips Family Trust v. PB Commercial LLC Case 2 – Balboa Capital Corp. v. Okoji Home Visits MHT, LLC Case 3 -- Prudential Ins. v. Dewey Case 4 – NCCMI v. Berskin Properties, LLC	
<u>Learning Outcomes:</u>	Following completion of this section of the course, students will be able to explain (i) how and why investors use debt to finance a portion of the costs for acquisitions of companies or businesses and (ii) how investors generally fit those acquisitions within a typical corporate structure. Students will see and discuss the rationales for these structures and analyze the suite of documents required to arrange the acquisition and financings of corporate M&A transactions.	

¹ Handouts 1 through 9 must be reviewed prior to the first class. **The hypothetical corporate structure and transaction description in Handouts 1 and 2 will be used throughout the semester and should be studied in depth.**

² Cases 1, 2, 3, & 4 must be reviewed prior to the first class.

Reading Assignments	Topics	Class Meeting(s)
Text – Chapters 6 & 8	II. <u>The Transaction Structure:</u> a. Types of Credit Agreements b. The Loan Syndication Process c. Commitment Letters d. Term Sheets e. Fee Letters f. Guidance for Completing Drafting Assignments	Week 2
<u>Learning Outcomes:</u>	This week's class will examine the typical overall transaction structure for leveraged acquisitions, including the initial steps to document the financing of the transaction. Students will study the bank commitment letter and term sheet, and the fee letter. These are typically the first documents that a transactional lawyer negotiates. Following the discussion and review of these agreements, students will understand the major types of credit agreements and be able to contrast and compare their similarities and differences. As a result, students will better understand how the debt documents coordinate with the acquisition agreement.	
Text – Chapter 5	III. <u>Understanding Bankruptcy Fundamentals</u>	Week 3
<u>Week 3 Assignments and Handouts:</u> None		
<u>Learning Outcomes:</u>	The bankruptcy analysis and discussion deal with an issue that lawyers frequently encounter after closing a transaction – namely when your client experiences financial difficulties and is forced to consider the alternative of bankruptcy. Following this class discussion, students will better understand and be prepared for the occasional client in that situation.	
Text – Chapters 4, 9, and 10	V. <u>Credit Agreements in Depth:</u> a. Parties, Recitals and Definitions b. Borrowing Mechanics c. Payments and Prepayments d. Letters of Credit e. Use of Proceeds and Tax	Week 4
<u>Learning Outcomes:</u>	Week 4 will start the process of understanding a Credit Agreement. Following completion of this Week 4 and Weeks 6 through 9), students will have worked through an entire Credit Agreement, and will understand the basics found in almost all commercial contracts.	
	V. <u>Real Time Simulation:</u> The Professor will show and explain how he would have completed the first 3 Assignments during this class period.	Week 5
<u>Learning Outcomes:</u>	This simulation completing the first 3 Drafting Assignments will show students the Professor's approach to the Drafting Assignments and give them a better understanding of the process of (1) approaching the Drafting Assignments from the role of counsel to the Borrower, (2) thinking like the Borrower to determine the best or most likely drafting of the provisions to be completed, and (3) being better equipped to know how to properly locate or determined the correct answers to each of the remaining Drafting Assignments.	

Reading Assignments	Topics	Class Meeting(s)
<u>Week 5 Assignments:</u> ³ Assignment 1 – Commitment Letter Assignment 2 – Fee Letter Assignment 3 – Term Sheet		
Text – Chapters 4, 9, and 10 through 14	V. <u>Credit Agreements in Depth:</u> a. Parties, Recitals and Definitions b. Borrowing Mechanics c. Payments and Prepayments d. Letters of Credit e. Use of Proceeds and Tax f. Replacement of Lenders and Incremental Facilities g. Representations and Warranties h. Conditions Precedent to Closing i. Affirmative and Reporting Covenants j. Negative and Financial Covenants k. Events of Default l. Agency Provisions, Amendments, Assignments and Boilerplate	Weeks 6 – 9
<u>Week 6 Assignments Due:</u> ⁴ Assignment 4 – Borrowing Mechanics Assignment 5 – Commitments; Payment and Prepayment Provisions; Taxes <u>Week 7 Assignments Due:</u> ⁵ Assignment 6 – Representations and Warranties Assignment 7 – Conditions Precedent <u>Week 9 Assignment Due:</u> ⁶ Assignment 8 – Reporting and Affirmative Covenants <u>Week 10 Assignments Due:</u> ⁷ Assignment 9 – Negative and Financial Covenants Assignment 10 – Events of Default <u>Week 11 Assignment Due:</u> ⁸ Assignment 11 – Agency Provisions, Amendments and Boilerplate		
<u>Learning Outcomes:</u>	Week 5 will start the process of understanding a Credit Agreement. Following completion of this extensive section (Weeks 5 through 9), students will have worked through an entire Credit Agreement, and will understand the basics found in almost all commercial contracts. We will examine and discuss each section of the Credit Agreement in depth. At the end of this section, students will have experienced the drafting challenges behind these lengthy and complicated agreements and be able to explain the importance of clarity in drafting and the need to focus on internal consistency throughout all agreements. As a result, students will be able to avoid misunderstandings between the parties by better drafting.	

³ Due 9/26 (Note that the “Week” reference above is to the class during which the subject matter was discussed; follow the listed “Due Date” for the exact due date for the relevant assignment(s).)

Assignments 1, 2 & 3 will be completed by Prof. Ginsburg in class on September 26th. You must have completed and turned in your completed Assignments 1, 2, & 3 before 8:59am on September 26th to receive credit.

⁴ Due 10/11

⁵ Due 10/18

⁶ Due 10/25

⁷ Due 11/1

⁸ Due 11/8

Reading Assignments	Topics	Class Meeting(s)
Text – Chapters 8 & 13	VII. <u>What You Need to Know About Ancillary Documents:</u> <ol style="list-style-type: none"> Security and Pledge Agreements Guaranty Agreements Real Estate Security Documents and Landlord Lien Waivers Intercreditor and Subordination Agreements Deposit Account Control Agreements 	Weeks 10 – 11
<p><u>Week 10 Handout:</u> ⁹ Handout 10 – Security and Pledge Agreement Handout 11 – Guaranty Agreement</p> <p><u>Week 11 Handout:</u> ¹⁰ Handout 12 -- Intercreditor Agreement</p> <p><u>Week 12 Assignment Due:</u> ¹¹ Assignment 12 – Deposit Account Control Agreement</p>		
<u>Learning Outcomes:</u>	We will discuss and understand how and why there are a multitude of additional agreements required for an acquisition financing transaction. After completing this section of the course, you will recognize the unique requirements for secured debt transactions and the steps required to ensure that the lenders actually have the credit support documents and also have perfected the security interests they believe they have!	
Chapters 9 and 15 and the Case Materials below	VIII. <u>Closing the Transaction and Thereafter</u> <ol style="list-style-type: none"> UCC Financing Statements The Mechanics of Closing the Transaction: <ol style="list-style-type: none"> Finalizing Documents, Schedules, and Exhibits Closing Checklist, Funds Flow, Notices of Borrowing Resolutions and Officer's Certificates Payoff Letters and Security Releases Legal Opinions and What They Mean Post-Closing Amendments and Waivers A Quick Return to Contract Fundamentals 	Weeks 12 – 13
<p><u>Week 12 Case Materials:</u> ¹² Case 5 – General Motors UCC Certified Question Case 6 – General Motors UCC Opinion Case 7 – General Motors Bankruptcy Court Opinion</p> <p><u>Week 12 Handouts:</u> ¹³ Handout 13 – Corporate Resolutions Handout 14 – Officer's Certificate Handout 15 – Payoff Letter</p> <p><u>Week 13 Handouts:</u> ¹⁴ Handout 16 – Legal Opinion Handout 17 – Loan Agreement Amendment Handout 18 – Forbearance Agreement</p>		

⁹ Handouts 10 and 11 must be reviewed prior to class on Week 10, but do not require any markup.

¹⁰ Handout 12 must be reviewed prior to class on Week 11, but do not require any markup.

¹¹ Due 11/15

¹² Cases 5, 6, and 7 must be reviewed prior to class on Week 12.

¹³ Handouts 13, 14, and 15 must be reviewed prior to class on Week 12, but none of these materials require any markup.

¹⁴ Handouts 16, 17, and 18 must be reviewed prior to class on Week 13, but none of these materials require any markup.

Reading Assignments	Topics	Class Meeting(s)
<u>Learning Outcomes:</u>	We will first work to give students a basic understanding of the Uniform Commercial Code, and see some of the significant problems that can (and have) arisen lately. Students will then work with closing documents from actual transactions and see the many “behind the scenes” documents for which they will likely have direct responsibility as the junior lawyer on a finance transaction. The students will “virtually” participate in the closing of the course’s simulated finance transaction, following which we will examine and discuss documents other than the credit agreements that are required to close the transaction.	

Office Hours:

Professor Ginsburg will generally be available to remain on campus after class every Friday by appointment. He will also be available by email,¹⁵ and typically will always respond to any questions or issues promptly, so you should not hesitate to contact Professor Ginsburg by email with any course or assignment questions during the week. In addition, Professor Ginsburg will make himself available on Zoom by appointment at mutually convenient times for any course or assignment questions.

Class Time:

Most of the class time will comprise lectures by Professor Ginsburg along with discussions with students on the topics being covered and the related forms of documents to which the Professor refers in the class. Many classes will include current “News of the Corporate World” information to show that the course topics discussed actually apply in the “real” corporate world. When Drafting Assignments were due over the previous weekend, Professor Ginsburg will devote some class time to review any common errors in those Drafting Assignments. Finally, students are expected to participate and ask questions, and involve themselves in discussions throughout the semester.

Assessment:

Your grade is based on a semester-long evaluation incorporating all aspects of the course. This will include attendance, class participation and the drafting assignments. The student pass/fail election is NOT available for this course.

There is a possibility to earn up to 1,700 points as follows:

- Attendance 150 points
- Participation 150 points
- Drafting Assignments 1200 points (up to 100 points per assignment)
- Weekly Quiz Points 200 points (up to 20 points per quiz)

Each week (after the first week) a weekly on-line “quiz” will be posted on Canvas that will have no more than six (6) questions from the previous week and from the assigned reading for the upcoming week (if any). Each Weekly Quiz is required to be turned in before the start of each Friday’s class (*i.e.*, none are accepted after 8:59 am on Friday). The Weekly Quizzes are mandatory and are not optional.

Your grade may also be raised (or lowered) from your calculated final grade based on the Professor’s reasonable judgment of your efforts and class participation. The final grade distribution will be subject to any required grading protocols mandated by the Law Center.

¹⁵ Please contact the Professor using prof.ginsburg@gmail.com and NOT his University of Houston email address.

Final Exam: None.

Religious Holy Day Statement:

Section 51.911(b) of the Texas Education Code provides excused absences for religious holy days. A student who intends to observe a religious holy day should make that intention known in writing to the Professor prior to the absence. A student who is absent from classes for the observation of a religious holy day shall be allowed to take an examination or complete an assignment scheduled for that day within a reasonable time after the absence. A student who is excused from the class under this policy may not be penalized for the absence; however, the Professor may respond appropriately if the student fails to complete the assignment satisfactorily.

Counseling and Psychological Services (CAPS):

CAPS can help students who are having difficulties managing stress, adjusting to the demands of a professional program, or feeling sad and hopeless. You can reach CAPS (www.uh.edu/caps) by calling 713-743-5454 during and after business hours for routine appointments or if you or someone you know is in crisis. No appointment is necessary for the “Let’s Talk” program, a drop-in consultation service at convenient locations and hours around campus.

See: http://www.uh.edu/caps/outreach/lets_talk.html.

Recording of Class:

All classes may only be recorded by the Professor. **Students may not otherwise record all or part of class, livestream all or part of class, or make/distribute screen captures, without advanced written consent of the Professor.** If you have or think you may have a disability such that you need to record class-related activities, please contact the Justin Dart, Jr Students Accessibility Center (formerly the Justin Dart Jr. Center for Students with DisABILITIES). If you have an accommodation to record class-related activities, those recordings may not be shared with any other student, whether in this course or not, or with any other person or on any other platform. **Students may use the Professor’s recordings only for their own studying and notetaking.** The Professor’s recordings are not authorized to be shared with anyone without the prior written approval of the Professor. Failure to comply with requirements regarding recordings will result in a disciplinary referral to the Dean of Students Office and may result in disciplinary action.

Resources for Online Learning:

The University of Houston is committed to student success and provides information to optimize the online learning experience through our [Power-On](#) website. Please visit this website for a comprehensive set of resources, tools, and tips, including: obtaining access to the internet, AccessUH, and Blackboard; requesting a laptop through the Laptop Loaner Program; using your smartphone as a webcam; and downloading Microsoft Office 365 at no cost. For questions or assistance contact UHOnline@uh.edu.

Reasonable Academic Adjustments/Auxiliary Aids:

The University of Houston complies with Section 504 of the Rehabilitation Act of 1973 and the Americans with Disabilities Act of 1990, pertaining to the provision of reasonable academic adjustments/auxiliary aids for disabled students. In accordance with Section 504 and ADA guidelines, UH strives to provide reasonable academic adjustments/auxiliary aids to students who request and require them. If you believe that you have a disability requiring an academic

adjustments/auxiliary aid, please contact the Justin Dart Jr. Student Accessibility Center (formerly the Justin Dart, Jr. Center for Students with DisABILITIES).

UH Email:

Please check and use your CougarNet email for communications related to this course. To access this email, [login](#) to your Microsoft 365 account with your CougarNet credentials. You may also use a Gmail account, provided you provide the Professor with your correct Gmail account details.

Honor Code:

The UHLC Honor Code applies to all aspects of this course. You are responsible for knowing all Honor Code provisions and for complying with the Honor Code. Please inquire if you have any questions regarding how the Honor Code's provisions apply to specific activities or situations related to this course. Your continuing enrollment in this course is deemed to be a pledge by you under the Honor Code to comply with the Honor Code in relation to this course and to comply with the instructions in the course syllabus.

AI Generated Text:

The software technology known as artificial intelligence has recently expanded its capability to generate text (AI Generated Text). Examples of the technology include what are known as "generative" large language models (LLMs), and a specific implementation what is well known in the general public is ChatGPT. These systems can generate text in response to prompts and/or input of other text/documents/code/images. The output, the AI Generated Text, appears to have human-mimicking "intelligence" and is thus potentially usable as a substitute for written work product one might generate themselves. AI Generated Text can include computer code or programs as well as human language content.

Your continuing enrollment in this course is deemed to be a pledge by you under the Honor Code to not prompt, generate, obtain, read, or use any AI Generated Text in relation to any activity or assessment in this course. This applies to AI Generated Text from yourself or others. This pledge includes that your assessment work product in the course is without any contribution from AI Generated Text. This specifically extends to the plagiarism policy and unauthorized aid/materials parts of the Honor Code. AI Generated Text will be treated as from another/other in applying the plagiarism policy to this course. The term "assessment" means any work product generated for this course that is submitted to the instructor or presented in a class session, regardless whether it is graded content or not. Assessments include mid-terms and final exams. AI Generated Text may not be used in the development or drafting of any assessments created by you in a non-proctored environment, such as a "take-home" final examinations or drafting assignments. The parts of the Honor Code that refer to unauthorized materials or aid are specifically prohibited from any use of AI Generated Text in this course.