

## MODULE SPECIFICATION

1. **Title of the module**

Private Company Acquisitions

2. **School or partner institution which will be responsible for management of the module**

Pearson College London

3. **The level of the module**

Level 7

4. **The number of credits and the ECTS value which the module represents**

15 credits (7.5 ECTS)

5. **Which term(s) the module is to be taught in (or other teaching pattern)**

The module will always be taught in the second term of a student's studies at level 7 (stage 4) (whether or not they start in September or January).

6. **Prerequisite and co-requisite modules**

Prerequisites: None

Co-requisites: None

7. **The programmes of study to which the module contributes**

MLaw Legal Professional Practice (Exempting)

8. **The intended subject specific learning outcomes**

**On successfully completing the module students will be able to demonstrate:**

**Subject Specific Knowledge and Skills**

1. A detailed and systematic knowledge of Private Company Acquisitions, including such key areas as the different forms of private company acquisitions; initial considerations of a transaction; heads of terms; forms of consideration; the due diligence process; various corporate support personnel; the purpose of warranties, indemnities and limitations of liability; the disclosure process; the additional issues present on the sale of a business as a going concern; risks relevant to a split exchange and completion; and taxation issues relevant to a private company acquisition.

2. An ability to critically evaluate the position of both the buyer and the seller at each stage of a transaction.

3. An ability to perceive each individual step within a transaction as part of a larger whole, dealing with complex issues systematically and creatively.

4. An ability to recommend an appropriate deal structure for a specific client and advise on commercial, legal and taxation implications.

5. An ability to advise the client on key issues, e.g. the projected time and cost of a transaction based on a steps list; issues arising from their choice of consideration; the implications of clauses in sale and

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purchase agreements such as warranties and indemnities; and the risks of a split exchange and completion.

6. An ability to review, amend and draft relevant documentation, e.g. heads of terms, sale and purchase agreements and disclosure letters, in order to advance matters on behalf of their clients, with an appreciation and understanding of their business needs.

7. An ability to develop a due diligence questionnaire, conduct a full due diligence exercise and recommend solutions to a client in the light of their findings.

8. An ability to prepare a completion check list and relevant documentation for all parties necessary to complete a transaction and deal with post completion requirements, including filings at Companies House and updating statutory registers.

### 9. The intended generic learning outcomes

**On successfully completing the module students will be able to:**

1. An ability to use their knowledge to appraise the client's requirements and achieve the client's goals and objectives at all stages of a transaction.
2. An ability to deal with complex client issues systematically and creatively in order to progress a transaction from the outset up to and including post completion matters.
3. An ability to solve problems and act autonomously in making decisions, resolving queries and effectuating client requirements at a professional level.

### 10. A synopsis of the curriculum

This module introduces students to the realities of advising a client at each stage of a private company acquisition. In doing so, it introduces them to the key concepts involved in a transaction, developing the relevant practical knowledge alongside the ability to apply these concepts to commercial situations. Via a case study that assumes the students are in a corporate seat in a law firm and involved in a transaction from the outset, students will apply their knowledge to addressing their client's needs on a week by week basis. The aims are essentially threefold: 1) to develop students' understanding of a private company acquisition; 2) to give practical, hands on experience in advising clients on the issues that occur throughout the progress of a transaction (including updating the sale documentation throughout the transaction to reflect the changing nature of a commercial deal); and 3) to provide a grounding in basic practice that will inform students' future work and will relate to or complement a chosen career path (potentially in a corporate team or any other team that may provide corporate or transactional support).

In the course of studying this module, students will cover the following key areas:

#### **Outline Syllabus**

Forms of private company acquisition  
Initial considerations  
Share sales v asset sales  
Heads of terms  
Confidentiality  
Exclusivity  
Consideration (including cash, shares, loan notes, earn out)  
Due diligence  
Corporate support

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Fundamentals of a sale and purchase agreement, including:

- Warranties
- Indemnities
- Limitation of liability

Disclosure

Asset sales (additional clauses/issues)

Tax issues

Exchange/Completion

Post completion

### 11. Reading List (Indicative list, current at time of publication. Reading lists will be published annually)

All textbooks and practitioner materials will be updated annually. Textbooks will be held in the latest edition and older editions will be withdrawn.

	Title, author, publisher
<b>Core Text</b>	<ul style="list-style-type: none"> <li>• Acquisitions, Denicolo, M, Legal Practice Guides</li> </ul>
<b>Essential Reading</b>	<ul style="list-style-type: none"> <li>• Tolleys Company Acquisition Handbook [online] Lexis</li> <li>• HM Revenue &amp; Customs website [Online] <a href="https://www.gov.uk/government/organisations/hm-revenue-customs">https://www.gov.uk/government/organisations/hm-revenue-customs</a></li> <li>• Financial Conduct Authority website [Online] <a href="http://www.fca.org.uk/">http://www.fca.org.uk/</a></li> <li>• Solicitors Regulation Authority website [Online] <a href="https://www.sra.org.uk/home/home.page">https://www.sra.org.uk/home/home.page</a></li> <li>• Companies House website [Online] <a href="https://www.gov.uk/government/organisations/companies-house">https://www.gov.uk/government/organisations/companies-house</a></li> </ul>
<b>Recommended Reading</b>	<ul style="list-style-type: none"> <li>• Know the City, Stoakes, C, Independent Publisher</li> <li>• FT guide to using and interpreting company accounts, McKenzie, W, FT Prentice Hall</li> </ul>

### 12. Learning and Teaching Methods

Learning and teaching takes place through four key activities. These comprise a blend of technical skills training; guided tasks assisting in self-directed research and study; practical application in a commercial context; and consolidation. Conceptually, the aim of the learning and teaching method is to mirror as closely as possible a trainee's experience in the corporate department of a law firm. The module will mirror what a trainee would be involved in from the outset of a private company acquisition up to and including the post completion work that is the responsibility of a trainee/paralegal in the corporate team. The module will follow a fictional client throughout and will expect the student to take ownership of the draft of the sale and purchase agreement and maintain a running draft (updated weekly) to reflect the issues that arise throughout the transaction, as in a real life transaction.

#### Part A – Technical skills training

The trainee is briefed in detail on the relevant legal area (this can take a variety of forms, including, for example: webinars; live and / or recorded lectures; and conference calls).

#### Part B – Self-directed research/Guided tasks

The supervising partner/client partner will guide the trainee via e-mails and/or recorded voicemails into the relevant areas that need to be researched.

This may include reading articles and practitioner texts, drafting documentation for the clients (to be explained to the client / negotiated / executed in Part C), answering various client questions for a board meeting, presenting to the board of the client etc.

#### Part C – Seminar

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The trainee will present their findings to the client and/or client partner/supervisor. New issues may arise from the presentation and / or further client information to change the dynamics of advice etc.

### Section D – Consolidation

This may be in the form of independent reflection / online student discussion forum / associated tutor dialogue (e.g. via email) as students absorb the issues raised in the briefings and seminars through the consolidation process. The student will also be expected as part of consolidation to maintain an updated sale and purchase agreement reflecting the issues that arise as part of the transaction.

The module will aim to ensure the student has all of the applicable practical experience of working on a transaction by requiring drafting and amending of the relevant documentation at each stage.

Activity	Notional Hours of Study
Technical skills training	10
Self-directed research / guided tasks	100 (including assessment preparation and completion)
Seminars	20
Consolidation	20
Total	150

### 13. Assessment methods

#### 13.2 Main assessment methods

This module will be assessed by a supervised assessment of three hours' duration, split into two parts:

Part A - an examination based on unseen questions set in a transactional context, in which students will be required to analyse various provided documents in order to advise a client or supervising partner accordingly (2 hours) (70%);

Part B – objective testing (1 hour) (30%).

Students will be required to attempt both parts of this assessment. Since the learning outcomes tested by each part overlap (see further detail below) an overall pass of 50% will be sufficient to pass the assessment.

#### Rationale

This methodology reflects two key objectives: firstly, and most importantly, to assess that the learning outcomes set out above have been achieved by the students in a way which complies with the Legal Practice Course Assessment Regulations. Secondly, to align our assessment regime with that proposed by the Solicitors Regulation Authority for the new Solicitors Qualifying Exam.

The proposed assessment methodology, combining a transaction based examination with objective testing we feel achieves both of these goals.

#### 13.2 Reassessment methods

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### 14. Map of Module Learning Outcomes to Learning and Teaching Methods and methods of Assessment

Module learning outcome		SS1	SS 2	SS3	SS4-8	GTS 1	GTS 2	GTS 3
Learning/ teaching method	Hours allocate							
Technical skills training	10	X	X	X	X	X	X	X
Self-directed research / guided tasks	100	X	X	X	X	X	X	X
Seminar	20	X		X	X	X	X	X
Consolidation	20	X		X			X	X
Assessment method								
<i>Part A Examination</i>		X	X	X	X	X	X	X
<i>Part B Objective testing</i>		X						

### 15. Inclusive module design

The Collaborative Partner recognises and has embedded the expectations of current disability equality legislation, and supports students with a declared disability or special educational need in its teaching. Within this module we will make reasonable adjustments wherever necessary, including additional or substitute materials, teaching modes or assessment methods for students who have declared and discussed their learning support needs. Arrangements for students with declared disabilities will be made on an individual basis, in consultation with the Collaborative Partner's disability/dyslexia support service, and specialist support will be provided where needed.

### 16. Campus(es) or Centre(s) where module will be delivered:

Pearson College London

### 17. Internationalisation

All the modules on the MLaw/LLB programme incorporate an international dimension wherever and whenever appropriate. This includes specific areas, such as EU statutory provisions in Contract and Employment Law and Human Right issues in Constitutional and Criminal Law, alongside an all pervasive discussion of the affects of

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international law on English Law as a whole. In addition to the formal incorporation of international jurisprudence within the programme, the students are actively encouraged to participate in the numerous opportunities the College offers involving comparative analysis within the business world including: guest speakers, industry workshops, alumni events, etc. Specifically, the MLaw/LLB programme provides a number of opportunities for all law students to participate in educational visits to various international institutions within the legal environment including the EU (in Strasbourg, Brussels and Luxembourg), the International Court of Justice in the Hague and the Nuremberg Trials Court House. These trips are heavily subsidised by the college to ensure affordability and maximum participation.

**18. Partner College/Validated Institution:**

Pearson Business School, part of Pearson College London

**19. University School responsible for the programme:**

Kent Law School

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**Revision record – all revisions must be recorded in the grid and full details of the change retained in the appropriate committee records.**

Date approved	Major/minor revision	Start date of the delivery of revised version	Section revised	Impacts PLOs (Q6&7 cover sheet)