Corporate and Bankruptcy Law (Master Year 1 / Fall)

Master in International and European Business Law / Faculty of Social Sciences, Economics and Law

Introduction

Corporate law is not just company law. The limited liability companies are hugely popular vehicles for operating businesses, raising funds, expanding activities by merging with other businesses or acquiring competitors. These mergers and acquisitions (“M&A”) transactions are at the heart of corporate law, and an understanding of the way these M&A transactions are structured is central to an understanding of how companies really function.
This course is designed for students wanting to practice in the area of corporate law. It focuses on the legal and economic “structurings” of corporate transactions (mergers of companies, acquisitions and divestitures, joint ventures, leveraged buyout, restructurings). This course will also prepare the students for several topics taught in more detail in other Master/LL.M courses, notably certain tax, antitrust and finance matters.
The part of the course dedicated to Restructuring and Insolvency transactions will be jointly taught by Maitre François Leloup and Maitre Alexis Hojabr, partner at the law firm White & Case LLP. Part of the sessions will be taught in White & Case ‘s Paris offices. A French Judicial Administrator will also participate in one of the sessions dedicated to restructuring and insolvency transactions.
Session 1. General introduction ; sources of international/European corporate and bankruptcy laws
Session 2. Stock vs. Asset deals
Session 3. Acquisition step by step (letters of intent, audits, representation and warranties agreements, acquisition contract)
Session 4. Acquisition step by step (letters of intent, audits, representation and warranties agreements, acquisition contract) - Cont’d
Session 5. The Shareholders Agreement
Session 6. LBO structures
Session 7. The amended French Restructuring and Insolvency framework
Session 8. The amended French Restructuring and Insolvency framework, Cont’d
Session 9. The Joint Ventures
Session 10. A practical view of French insolvency and Restructuring Proceeding (with a French Judicial Administrator).

Objectives

- Acquire advanced knowledge on how M&A transactions are structured
- Understanding the ways French and international insolvency and restructuring laws are implemented for practical purposes
- Discovering the main topics discussed during legal negotiations in relation to mergers and acquisitions

Duration

1 semester

Teaching languages

- English

Conditions of submission

If you need more information about this course, kindly send an email to: incomingdri@icp.fr

Admission

Prerequisite

Prerequisites training

None.

Program

Methods of Instruction

Before class: Short readings
During class: Presentation of basic elements on each topic by the teacher and discussion in class.

Assessment and Final Grade

Written examination: 75%
Oral participation in class: 25%

Course Requirements

For students of the Catholic Institute of Paris, to be enrolled in the Master of International and European Business Law
Exchange students admitted by the Catholic University of Paris may also attend this course.