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MODULE DESCRIPTOR

Module Title

Legal Aspects Of Mergers & Acquisitions

Reference	BSM108	Version	4
Created	July 2019	SCQF Level	SCQF 11
Approved	September 2018	SCQF Points	15
Amended	July 2019	ECTS Points	7.5

Aims of Module

To provide an understanding of the core legal and contractual techniques pertaining to private mergers and acquisitions (private M&A) under English law for the sale and purchase of target companies or assets - with a focus on M&A transaction, requirement and contractual issues typically encountered in the oil, gas and energy industry.

Learning Outcomes for Module

On completion of this module, students are expected to be able to:

- 1 Demonstrate a knowledge and understanding of the key contractual and legal aspects of private M&A deals (share or asset deals), including in an oil, gas and energy industry environment.
- 2 Critically describe and assess the process stages towards completion of a private M&A deal.
- 3 Show an advanced capacity to discriminate between private M&A options and requirements, and to select and prioritise options in order to carry out a sale or purchase of oil, gas and energy assets, interest, or target company.

Indicative Module Content

Introduction to private M&A options and to the structuring of a transaction; The meaning of due diligence and initial M&A arrangements; The SPA and APA sale process: understanding the distinction and initial challenges; The SPA and APA sale process: structuring the contract, warranties and indemnities; Completing the SPA and APA process: interim period obligations, payment and post-closing obligations.

Module Delivery

This module will be delivered in on campus mode using lectures, online material, assigned reading and research, marked tutorial group activities and a final coursework assignment. It will also be delivered by distance learning using a blend of online material, assigned reading, marked forum posting activities and a final coursework assignment.

Indicative Student Workload

	Full Time	Part Time
Contact Hours	30	10
Non-Contact Hours	120	140
Placement/Work-Based Learning Experience [Notional] Hours	N/A	N/A
TOTAL	150	150
Actual Placement hours for professional, statutory or regulatory body		

ASSESSMENT PLAN

If a major/minor model is used and box is ticked, % weightings below are indicative only.

Component 1

Type:	Coursework	Weighting:	20%	Outcomes Assessed:	1, 2, 3
Description:	Online Learning: forum postings. On Campus: Coursework essay, or participation in class discussions, or group presentations or posting on set topics.				

Component 2

Type:	Coursework	Weighting:	80%	Outcomes Assessed:	1, 2, 3
Description:	Coursework Essay.				

MODULE PERFORMANCE DESCRIPTOR**Explanatory Text**

The Module is assessed by two components: C1 - Coursework - 20% weighting. C2 - Coursework - 80% weighting. Module Pass Mark = Grade D (40%)

Module Grade	Minimum Requirements to achieve Module Grade:
A	At least 70% on weighted aggregate and at least 35% in each component
B	At least 60% on weighted aggregate and at least 35% in each component
C	At least 50% on weighted aggregate and at least 35% in each component
D	At least 40% on weighted aggregate and at least 35% in each component
E	At least 35% on weighted aggregate
F	Less than 35% on weighted aggregate
NS	Non-submission of work by published deadline or non-attendance for examination

Module Requirements

Prerequisites for Module	None.
Corequisites for module	None.
Precluded Modules	None.

ADDITIONAL NOTES

This module will now sit within the Oil & Gas Law LLM course and be focused primarily on the particulars of the energy industry.

INDICATIVE BIBLIOGRAPHY

- 1 SINGLETON, S., 2018. *Beswick and Wine: buying and selling private companies and businesses*. 10th ed. London: Bloomsbury.
- 2 GORDON,G., PATERSON,J. and USENMEZ, E., 2018. *Oil and gas law: current practice and emerging trends*. 3rd ed. Dundee: Dundee University Press. *ebook*
- 3 RAITIS, J. and others, 2018. *Socio-Cultural Integration in Mergers and Acquisitions: The Nordic Approach*. Springer International Publishing AG. *ebook*
- 4 HARRISON, B., 2020. *Data room management for mergers and acquisitions in the oil and gas industry*. Amsterdam: Elsevier. *ebook*