

University of California, Davis
Graduate School of Management
MGP/T 260: Corporate Finance
Winter 2018

Instructor:	Gregory Perelman	Class Web site:	Course posted on Canvas
Class Meetings:	Tuesdays, 6:30-9:30 pm	Contact e-mail:	gperelman@ucdavis.edu
Office:	GH-2215 and online (Skype)		
Office Hours:	before class and by appointment		

Course Description:

In-depth examination of the interrelationships between corporate investment and financing decisions and their impact on a firm; pattern of cash flows, return, and risk. Special emphasis on the development of analytical techniques and skills for analyzing performance reflected in financial statements. Case studies are used extensively.

Teaching Style:

Most of the in-class discussions will be based on case studies. Lectures, problems solving, and discussions of current events in corporate finance will also be employed to enhance learning experience.

Course texts:

Every student must have access to a corporate finance textbook – you can use the textbook from MGB/T/P 205.

Recommended textbooks - the following are some of the most commonly used textbooks in corporate finance (any previous editions are acceptable):

- *Principles of Corporate Finance*, by Brealey, Myers, and Allen, 12th edition, 2017. (ISBN: 9781259144387).
- *Corporate Finance*, 10th edition, by Ross, Westerfield, and Jaffe (ISBN: 0078034779)
- *Corporate Finance: The Core*, 3rd Edition, by Jonathan Berk and Peter DeMarzo (ISBN-10: 0133424138)

HBS Cases:

1. Midland Energy Resources, Inc.: Cost of Capital, #4129, Rev. June 19, 2009
2. Hanson Private Label Inc.: Evaluating an Investment in Expansion, Brief Cases, #4021, Rev. March 1, 2010
3. Goodyear Tire & Rubber Company: Follow on Equity Issues, #UV2555, Rev. Dec 17, 2010
4. U.S. Bank of Washington, #9-292-057, Rev. November 22, 1993
5. SUN Brewing (B), #9-207-039, Rev. June 28, 2010
6. Kerr-McGee, #9-207-020, Rev. July 25, 2012
7. Dividend Policy at Linear Technology, #9-204-066, Rev. February 11, 2004

HBS Notes and other reading materials:

1. Business Valuation: Standard Approaches and Applications, UV6586; rev. Feb. 7, 2014
2. Corporate Valuation and Market Multiples, #9-206-039, Rev. January 16, 2009
3. Note on Alternative Methods for Estimating Terminal Value, #9-298-166, June 8, 1998
4. The Cost of Capital: Principles and Practice, #UV6793, Rev. Nov. 13, 2015
5. Overview of Credit Ratings, #UV0400, Aug. 4, 2003
6. The Issue Process for Public Securities, #UV0104, Rev. Aug. 3, 2006
7. Note on Bank Loans, #9-291-026, Rev. October 29, 1993

Other reading materials will be distributed in class or over the class web page.

Grading Policies:

Class participation	10%
Case studies (group)	40%
Quizzes	15%
Final exam	<u>35%</u>
Total	100%

Class participation:

This course is structured as a SEMINAR, which means you must come prepared for class discussions and actively participate in class to receive credit. This also means that unexcused absences will count against your final grade. If you expect to miss a class for any reason, send me an e-mail beforehand. In class discussions, entire groups may be asked to take stands and express their views on the case questions. At other times, individual students will be asked to do the same. Students can expect a mix of all approaches. Questions and discussions are encouraged throughout the course.

Case studies:

In this class, you will work with a team (3-4 students) on five assigned case studies. Each team must submit all of the cases and be ready to discuss them in class. The lowest score on the cases will be dropped in calculating the course grade. Two additional cases will be discussed in class, but no write-ups will be required – more details will be provided in class.

For each assigned case, every team must submit the following:

- a) *Before class*: 3-4 page write-up in Word document (excluding exhibits) where you address case questions posted on the class website; Excel spreadsheet (for some of the cases – see class website for details);
- b) *After class* (1-2 days after case discussion): one-page summary of the in-class discussion (address any issues that you might have missed in the pre-class write-up);

A few more comments on the write ups: no detailed background of the case is needed in the write up – a few lines will be sufficient. At the same time, do not assume that the reader knows every number in the case. The write up is a stand-alone document (do not refer the reader to “see details in Excel file”), it should state major problems or opportunities facing the decision-maker, list alternative courses of actions and come up with specific recommendations. It is important to make decisions given the information and data provided within the case. You are welcome to use outside sources, but, as in real life, you will never have complete information and unlimited time to make your decisions. If you make any assumptions, clearly state them.

Quizzes and Final Exam:

We will have several quizzes and a final examination. The lowest score on the quizzes will be dropped in calculating your course grade. All tests are open book/notes. No make-up quizzes/exams will be given except as required by university policy.

Tentative Class Schedule

Week	Topics/readings/assignments
1	<p>Introduction to corporate finance</p> <ul style="list-style-type: none"> ✓ objective function ✓ corporate governance ✓ agency issues and corporate responsibility <p>Additional reading: Chapter 1 and 33; References to chapters are given for the following textbook: <i>Principles of Corporate Finance</i> by Brealey, Myers, and Allen (12th ed.). To find similar chapters in any other textbook, see the table of content on the class website.</p>
2	<p>Review of financial tools</p> <ul style="list-style-type: none"> ✓ financial tools (NPV, IRR, DCF, etc.) ✓ stock and bond pricing ✓ review of financial statements <p>Required reading: Note: Business Valuation: Standard Approaches and Applications</p> <p>Additional reading: Ch. 2-6</p>
3	<p>Cost of capital for public and private companies</p> <ul style="list-style-type: none"> ✓ mean/variance framework (CAPM) ✓ top down (regression) and bottom up (sample) betas ✓ levered/unlevered betas ✓ estimating cost of debt and synthetic ratings ✓ estimating hurdle rates for private companies ✓ country risk premiums <p>Required reading: Notes:</p> <ul style="list-style-type: none"> • The Cost of Capital: Principles • Practice and Overview of Credit Ratings <p>Additional reading: Ch. 7-9</p>
4	<p>Capital structure decisions</p> <ul style="list-style-type: none"> ✓ debt vs. equity trade off ✓ Miller-Modigliani, agency and bankruptcy costs <p>Required reading: Case: <i>Midland Energy Resources, Inc.: Cost of Capital</i></p> <p>Assignment: Case 1 (Midland) All assigned cases are due before class. For each case, submit your group's write up in Word document and Excel spreadsheet with calculations (upload your files to Camino).</p> <p>Additional reading: Ch. 17-19, Ch. 23-24</p>

<p>5</p>	<p>Mechanics of investment analysis</p> <ul style="list-style-type: none"> ✓ detailed cash flow forecast and key assumptions ✓ sensitivity and scenario analysis ✓ strategic considerations <p>Required reading: Case 2: <i>Hanson Private Label Inc.: Evaluating an Investment in Expansion</i></p> <p>Additional reading: Ch. 10</p> <p>Assignment: Case 2 (Hansson) group case study write-up – submit before class.</p>
<p>6</p>	<p>Company valuation issues</p> <ul style="list-style-type: none"> ✓ intrinsic (DCF) valuation ✓ relative valuation ✓ dual stock structure - valuing voting and non-voting shares <p>Required reading: Case for in-class exercise: <i>Sun Brewing (B)</i> - read only (<u>no write up is due</u>)</p> <p>Notes:</p> <ul style="list-style-type: none"> • Corporate Valuation and Market Multiples • Note on Alternative Methods for Estimating Terminal Value <p>Additional reading: Ch. 28</p>
<p>7</p>	<p>Raising capital - large companies</p> <ul style="list-style-type: none"> ✓ SEC regulations and issuing securities to the public ✓ rating debt securities ✓ SEO (seasoned equity offering) <p>Required reading: Case: <i>Goodyear Tire & Rubber Company: Follow on Equity Issues</i></p> <p>Note: The Issue Process for Public Securities</p> <p>Additional reading: Ch. 13-15</p> <p>Assignment: Case 3(Goodyear) group case study write-up – submit before class.</p>
<p>8</p>	<p>Raising capital – medium size enterprises</p> <ul style="list-style-type: none"> ✓ Bank loans ✓ JOBS Act of 2012 and crowdfunding <p>Required reading: Case: <i>U.S. Bank of Washington</i></p> <p>Note: Note on Bank Loans</p> <p>Assignment: Case 4 (U.S. Bank) group case study write-up – submit before class.</p>
<p>9</p>	<p>Corporate dividend policy</p> <ul style="list-style-type: none"> ✓ returning cash to shareholders with dividends and stock repurchases <p>Required reading:</p>

	<p>Case: <i>Dividend Policy at Linear Technology</i></p> <p>Additional reading: Ch. 16</p> <p>Assignment: Case 5 (Linear) group case study write-up – submit before class.</p>
10	<p>Corporate restructuring and course review</p> <ul style="list-style-type: none">✓ managing agency issues by publicly traded companies✓ activist investors and corporate finance decisions✓ valuing segments vs. whole companies <p>Case for in-class exercise (Kerr-McGee) – read and be ready to answer questions: <u><i>no write-up is due</i></u></p> <p>Additional reading: Ch. 12, 32</p> <p>Q&A session (addressing any questions you might have about corporate finance)</p>
11	<p>Final exam</p>