

A Treatise Is Born

I'm not going to lie to you — this treatise was born in a patio bar in Siesta Key on a warm, sunny February afternoon. After Broc and I downed a couple of margaritas, he turned to me and said that “we should write an M&A treatise for DealLawyers.com.” For some reason that may — or may not — have had something to do with the margaritas, it didn't dawn on me until later that when Broc said “we,” he meant “me.” Oh well, at least he paid for the drinks.

Panic quickly set in. How was I going to write something about a topic this broad? Fortunately for me, I hadn't thrown out the notes that I had developed during a decade of teaching a law school “Mergers & Acquisitions Law” class. Although I haven't taught since 2010, and a lot of water has gone under the bridge in terms of M&A law since then, those notes sort of form the spine of this thing.

For that reason, I also should acknowledge the deep debt that this book owes to Prof. Dale Oesterle of The Ohio State University's Moritz College of Law. I used Prof. Oesterle's “The Law of Mergers & Acquisitions” textbook for each of my classes. While I've cited it on several occasions, it's hard to convey through citations just how much the organizational structure of this treatise owes to his textbook.

In drafting this, I've tried to approach the various topics from a practitioner's perspective, and I've tried to take The Joker's advice to heart — “*Why so serious?*” A lot of this stuff is pretty dry, so from time to time I've tried to liven things up a bit.

That's sort of the concept behind many of what I'm calling the "sidebars" — the anecdotal sections of this book that appear with borders around them and focus on a particular subtopic. I'm hopeful that they'll give diligent readers a break that lightens things up a bit, and that they'll perhaps give people who just flip through this book something to slow them down for a minute or two.

There are a number of people that I need to thank for this book, starting of course with my wife Mary, who somehow puts up with me (I am an "acquired" taste even under the best of circumstances) and never ceases to be a source of encouragement and good humor.

I also want to thank Broc Romanek, Liz Dunshee and all my other colleagues at CCRcorp., who have given me the time and resources to write this, and plenty of encouragement along the way.

I also want to thank my former partners, colleagues and clients at Calfee, Halter & Griswold LLP. If you read this and conclude that I actually know something about this stuff, know that I learned it there, from them.

There is one group in particular that I want to single out for thanks — my former M&A students at The Cleveland-Marshall College of Law, Cleveland State University. For a decade, I had the privilege of helping you work toward achieving your dreams.

I watched you spend hours in evening classes, after putting in a full day's work — semester after semester, year after year — tenaciously pursuing your law degrees. You will never know how much I admire your grit and determination, and how proud

Practical M&A Treatise

I am to have had the chance to be your professor. This book is for you.

Oh, and Broc — thanks for the margaritas!

John Jenkins

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