

Graduate Program in Corporate Law & Finance
Course Descriptions
Hilary Term 2012

Required Courses:

6026 - BUSINESS ORGANIZATIONS (3 cr.)

Covers partnerships; limited liability companies; some aspects of limited partnerships, including formation of the limited partnership and the potential loss of limited liability of limited partners; corporations, including closely held and publicly owned corporations; social policy developed under the common law; and agency principles.

Special Note: LL.M. Students may enroll in selected sections of the JD course 518 – Business Organizations in satisfaction of 6026 – Business Organizations. LL.M. Students enrolled in 518 – Business Organizations will be required to complete a different exam and/or a paper; and will be graded according to the LL.M. grading scale.

Please contact Professor Johnson for available sections.

6025 - ADVANCED CORPORATE TRANSACTIONS - (3 cr.)

Building upon the principles of corporation law and policy learned in the basic business organizations course, this course will prepare students to understand and structure the legal aspects of various business combinations, including buy-sell arrangements, licensing agreements, mergers, asset purchases, stock sales, debt/loan structures (including indentures), shareholder agreements, dispute resolution procedures, service agreements and employment agreements. The course will build around several transactions and require mastery of key skills and abilities that include: understanding key components of various transactions and their legal structures; identification of various transactional approaches to address specific client needs; development of analytic, reasoning, negotiation and writing skills in various business law environments; and mastery of the core legal doctrines which are the foundations for the transactions studied.

Prof. Babbish

Day & Time: Saturday, 8:30 a.m. – 11:20 a.m.

14 weeks: 1/7/12 – 4/7/12

Section / Location / Room:

11	LAN	L-13	
12	AH	100	(Orig.)
13	GR	305	
14	AA	272	

Exam/Paper: TBA

Required Courses (continued):

6028 - CORPORATE PROFESSIONAL RESPONSIBILITY (3 cr.)

Focuses on the ethical, as well as broader public policy issues, presented in the practice of law in the corporate setting from the perspectives of both inside and outside counsel in a multistate and global practice arena. Utilizing a practical case study method, the course will address subjects such as the lawyer's role in the corporation, attorney-client privilege and work product doctrine, attorney discipline and malpractice, conflicts of interest, negotiations, and relationships between inside and outside counsel. Further, the course will review the structure of corporate compliance activities and regulatory compliance and counseling, at the national, state, local and foreign governmental levels in a number of areas including: environmental; employment, labor and benefits; product liability and recalls; Foreign Corrupt Practices Act and white collar litigation. In addition, the course will explore a lawyer's role in society including emphasizing the necessity for a corporate lawyer to embrace diversity, and participate in pro bono and community service activities in order to be successful.

Prof. Johnson

Day & Time: Thursday, 6:00 p.m. – 9:00 p.m.

14 weeks: 1/5/12 – 4/5/12

Section / Location / Room:

11	LAN	L-12	(Orig)
12	AH	186	
13	GR	305	
14	AA	114	

Exam/Paper: TBA

Elective Courses:

6020 – ACCOUNTING FOR LAWYERS (2 cr.):

Provides students with an introduction to the principles of financial accounting that are relevant to lawyers practicing business and tax law. Topics include the mechanics of the double-entry bookkeeping system and the related financial and tax ramifications of implementing various accounting conventions and methods in addition to the various regulatory requirements surrounding accounting internal controls in a corporate environment. Provides a basic understanding of generally accepted accounting principles and basic financial statements utilized by business clients.

Prof. Seyferth

Day & Time: Saturday, 3:30 p.m. – 5:20 p.m.

14 weeks: 1/7/12 – 4/7/12

Section / Location / Room:

11	LAN	L-13	
12	AH	112	(Orig)
13	GR	305	
14	AA	114	

Exam/Paper: TBA

Elective Courses continued:

6170 – CAPITAL MARKETS / INVESTMENT BANKING (3 cr.)

This course will further develop the Corporate Finance legal expertise of students enrolled in the Corporate Law and Finance LL.M. Program. Building on what was studied in the Program's required course, Corporate Governance and Finance, this elective course will take the students to the next level of knowledge and expertise in the legal aspects of capital markets and investment banking, thus further broadening their knowledge and skills for future practice in the specialized field of corporate finance law. The course will study more sophisticated types of corporate finance transactions that were not able to be covered in the prerequisite course, including Commercial Paper, Medium-Term Notes, Shelf Registration Statements and various types of private securities offerings including private asset-backed transactions. Special emphasis will be on the actual negotiation, documentation and closing, including corporate governance, of each of these corporate financing methods. In addition, other related investment banking topics such as reorganizations and tender offers will be discussed throughout the course.

Prerequisite: Corporate Governance and Finance

Prof. Babbish

Day & Time: Saturday, 12:30 p.m. – 3:20 p.m.

14 weeks: 1/7/12 – 4/7/12

Section / Location / Room:

11	LAN	L-13	
12	AH	100	(Orig)
13	GR	305	

Exam/Paper: TBA

6010 - DIRECTED STUDY (up to 2 cr.)

Provides an opportunity for Master's students to submit a proposal for Directed Study project to the Program Director. Generally requires 15-20 pages of a written project for each credit hour earned.

Permission required prior to registration. Contact Professor Johnson for details.

6021 - EXTERNSHIP (up to 4 cr.)

Offers students the opportunity to practice tax law in a supervised setting. Master's students can complete tasks assigned by their attorney supervisors, with their learning guided by a Cooley faculty member. Students must apply and be approved for externship placements and all sites must be pre-approved.

Permission required prior to registration. Contact Professor Johnson for details.

Elective Courses continued:

6080 - GLOBAL PUBLIC COMPANY LAW PRACTICUM (3 Cr.)

The Practicum will be an exercise with a real time exchange of information and factual scenarios, designed to place the students in an environment which will draw upon all of the coursework in the Global Public Companies Law Specialization (Corporate Professional Responsibility, Advanced Corporate Transactions, Corporate Governance and Finance, Intellectual Property, Litigation and Public Company Disclosure). Students will interact with other students and practitioners in representing their client in this simulated exercise. ***Required elective for specialization in Global Public Companies Law.***

4-7 DAYS AT END OF THE TERM: SCHEDULED WITH PROFESSOR JOHNSON.

Prerequisites: ALL required courses, ALL required Global Public Company Law electives.

******Should be taken in student's last term before graduation.******

6171 - INSURANCE & RISK MANAGEMENT (Olivet MBA Course + Cooley Seminar (2 Cr.))

An introduction to the concept of risk, the process of risk management, and the field of insurance, including fundamental doctrines, historical background, social value, economic influence, loss exposures and protection, insurance regulation, insurance carriers, and overview of insurance operations such as reinsurance, marketing, underwriting, and claims adjusting.

Registration Requirement: This class consists of the Olivet MBA course, as well as a legal seminar at Cooley.

Prof. DeMoss and Olivet Professor

Day & Time: Thursday, 5:30 p.m. – 7:30 p.m.

12 weeks: 1/13/12 - 4/7/12

Section / Location / Room:

00 WEB Synchronous (Adobe)

Exam/Paper: TBA

Joint JD/LL.M. students must receive permission prior to registration. Contact Professor Johnson.

6029 - INTELLECTUAL PROPERTY LAW (2 cr.)

This is the JD survey course in intellectual property which covers basic principles of trade secret, patent, trademark and copyright law and related intellectual property law issues. Provides a basic understanding of the scope of rights in these fields and the protection and enforcement of those rights.

LL. M. students will take a different exam than the JD students and/or be required to write a paper.

Elective Courses continued:

6172 – MANAGERIAL ECONOMICS (Olivet MBA Course + Cooley Seminar (2 Cr.)

A study of the effects of fiscal and monetary policies on economic performance; how to interpret both domestic and international economic indicators; an emphasis on issues of demand and supply, and various forms of equilibrium conditions; the relationship between market structure and firm performance; and issues relating to transaction costs, managerial incentive conflicts, and the economic value of information.

Registration Requirement: This class consists of the Olivet MBA course, as well as a legal seminar at Cooley.

Prof. DeMoss and Olivet Professor

Day & Time: Tuesday, 5:30 p.m. – 7:30 p.m.

12 weeks: 1/11/12 - 4/5/12

Section / Location / Room:

00 WEB Synchronous (Adobe)

Exam/Paper: TBA

Joint JD/LL.M. students must receive permission prior to registration. Contact Professor Johnson.

6015 - MASTER THESIS/RESEARCH PROJECT (2 cr.)

Students research and write on a topic selected by the student and approved by the Program Director.

Permission required prior to registration. Contact Professor Johnson for details.

6079 - PUBLIC COMPANY DISCLOSURE (2 cr.)

This course will focus on periodic reporting by already-public companies under the Securities Exchange Act of 1934 (as modified by Sarbanes-Oxley) and cover Forms 10-K, 10-Q, and 8-K, proxy statements, Schedules 13D and 13G, reporting under Section 16, and Regulation FD. The course will also investigate the tension that these reporting requirements place on both inside and outside counsel who are advising on routine corporate activities such as shareholder and public relations, and negotiations of significant transactions or settling significant litigation.

Prof. Karana

Day & Time: Sunday, 9:00 a.m. – 11:50 a.m.

10 weeks; 1/8/12 - 3/18/12

NO CLASS 2/19/12

Section / Location / Room:

11 LAN L-13
12 AH 100 (Orig)
13 GR 305
14 AA 114

Exam/Paper: TBA

Elective Courses continued:

6049 – TAX ACCOUNTING (2 cr.):

Combines a survey of basic financial accounting principles and business valuation concepts, with a detailed examination of complex tax accounting issues, including: inventories, accounting methods, and conformity between tax and financial accounting.

Prof. Lang

Day & Time: Saturday, 9:00 a.m. – 11:50 a.m.

10 weeks: 1/7/12 – 3/10/12

Section / Location / Room:

11	LAN	L-12	
12	AH	186	(Orig)
13	GR	523	

Exam/Paper: TBA

6050 – TAXATION OF NON-PROFIT ORGANIZATIONS (2 cr.):

(Formerly 'Tax Exempt Organizations') Covers the exempt and taxable income of non-profit organizations. Focuses on qualification for tax exempt status, the unrelated business income tax, tax treatment of private foundations, and the sanction regimen.

Prof. Torielli

Day & Time: Monday, 6:00 p.m. – 8:50 p.m.

11 weeks: 1/2/12 - 3/12/12

Section / Location / Room:

11	LAN	L-12	
12	AH	186	
13	GR	523	
14	AA	272	(Orig)

Exam/Paper: TBA