

Graduate Program in Corporate Law & Finance
Course Descriptions
Trinity (May) Term 2012

Required Courses:

6027 - CORPORATE GOVERNANCE AND FINANCE - (3 cr.)

This course will study the processes and tensions between capital formation and corporate governance. Traditional methods and concepts of corporate finance will be examined including, time-value of money, stock and bond valuations, capital budgeting, capital and arbitrage pricing models, cost benefit analysis and optimal capital structure theory. In addition to in-depth examination of these traditional areas, including the corporate decision-making difficulties involved in choosing among various financing options, the course will delve into the significant corporate governance challenges posed by derivative securities, asset securitizations and convertible securities. The course will explore in detail the difficult questions of corporate decision making when faced with the tensions between the contract principles of various financing approaches and the fiduciary obligations inherent in corporate decision-making.

Prof. Babbish

Day & Time: Saturday, 9:00 a.m. – 12:30 p.m.

14 weeks: 5/12/12 – 8/11/12; NO CLASS 5/26/12

Section / Location / Room:

11	LAN	L12	
12	AH	187	(Orig.)
13	GR	305	
14	AA	272	

Exam/Paper: TBA

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.

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: Tuesday, 6:00 p.m. – 9:00 p.m.

14 Weeks: 5/8/12 – 8/7/12

Section / Location / Room:

00 Web Synchronous

Exam/Paper: TBA

Elective Courses:

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.

6012 – ENTERTAINMENT AND MEDIA LAW (2 cr.):

Analysis of various intellectual property issues relating to the entertainment, motion picture, music, broadcasting and publishing industries including copyright law, rights of publicity, licensing as well as structure and business practices of the entertainment industry.

Prof: Thomas

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

10 Weeks: 5/13/12-7/15/12; NO CLASS 5/27/12

Section / Location / Room:

00 Web Synchronous

Exam/Paper: TBA

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

Contact Professor Johnson.

Elective Courses:

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.

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.

6001 - LICENSING OF INTELLECTUAL PROPERTY (3 cr.)

Extensive examination of express and implied licenses, validity and enforcement of license provisions, rights and obligations of parties to license, transfers and assignments of intellectual property and public policy considerations. *Required elective for specialization in Global Public Companies Law.*

Prof. Berry

Day & Time: Monday, 3:00 p.m. – 6:00 p.m.

14 Weeks: 5/7/12 – 8/6/12; NO CLASS 5/7/28, 5/28/12

Section / Location / Room:

11 LAN L12

12 AH 187 (Orig)

13 GR 513

14 AA 114

00 WEB Synchronous – Tuesday 6 p.m. – 9 p.m.

Exam/Paper: TBA

Elective Courses:

6078 – LITIGATION (2 cr.):

An overview course in litigation to acquaint the non-litigator with the fundamental principles and strategies for handling complex litigation including class actions, products liability, mass tort and commercial litigation, in the federal and state courts, selected international tribunals and by means of alternate dispute resolution. The course will also cover the fundamental elements of discovery and e-discovery and litigation avoidance strategies.

Required elective for specialization in Global Public Companies Law.

Prof. Ulrich

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

10 Weeks: 5/10/12 – 7/12/12; NO CLASS 7/5/12

Section / Location / Room:

11	LAN	L13	
12	AH	TBD	(Orig)
13	GR	513	

Exam/Paper: TBA

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.

6193 – PUBLIC/MUNICIPAL FINANCE (2 cr.)

Students will gain a substantive understanding of the public finance law and the roles and responsibilities of the major practitioners involved. Students will learn about the debt issuance process.

Prof. McIntyre

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

NO CLASS 7/4/12

10 Weeks; 5/19/12 – 7/11/12

Section / Location / Room:

11	LAN	309	(Orig)
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Exam/Paper: TBA

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

Contact Professor Johnson.