BUSINESS AND COMMERCIAL LAW (BUSCOM)

While every effort is made to ensure course lists are accurate, change is inevitable and courses may show alternate program restrictions at the time of scheduling. Courses used to satisfy graduation requirements must be designated as such at the time of registration. Not all courses are offered each year.

BUSCOM 430K Microeconomics Analysis (Kellogg) (2.5 Credit Hours) Among the topics this core course addresses are economic analysis and optimal decisions, consumer choice and the demand for products, production functions and cost curves, market structures and strategic interactions, and pricing and non-price concepts. Cases and problems are used to understand economic tools and their potential for solving real-world problems. Grading system: This courses uses the Kellogg School of Management grading system of A, B, C, D, F. This course is offered on the quarter calendar on the Chicago campus. The class meets in Wieboldt Hall. *Additional Course Information*: Co-listed with Kellogg School of Management, Class dates follow University Quarter Schedule

BUSCOM 431 Business Strategy (Law) (2.5 Credit Hours) Strategy is the set of objectives, policies and resource commitments that collectively determine how a business positions itself to create wealth for its owners. This course introduces students to principles and conceptual frameworks for evaluating and formulating business strategy. Topics include the boundaries of the firm, the analysis of industry economics, strategic positioning and competitive advantage, and the role of resources and capabilities in shaping and sustaining competitive advantages. Law students will gain insight into clients' business models and strategies as well as the operation of markets in which transactions and disputes occur. *Additional Course Information*: Class dates follow University Quarter Schedule

BUSCOM 431K Business Strategy (Kellogg) (2.5 Credit Hours) Strategy is the set of objectives, policies and resource commitments that collectively determine how a business positions itself to create wealth for its owners. This course introduces students to principles and conceptual frameworks for evaluating and formulating business strategy. Topics include the boundaries of the firm, the analysis of industry economics, strategic positioning and competitive advantage, and the role of resources and capabilities in shaping and sustaining competitive advantages. Grading system: This courses uses the Kellogg School of Management grading system of A, B, C, D, F. This course is offered on the quarter calendar on the Chicago campus. Classroom: The class meets in Wieboldt Hall. Class assignments are posted at the entrances to Wieboldt Hall at the beginning of the term. *Additional Course Information*: Co-listed with Kellogg School of Management, Class dates follow University Quarter Schedule

BUSCOM 431SF High-Tech Business Strategy (1.25 Credit Hours) Strategy is the set of objectives, policies and resource commitments that collectively determine how a high-tech business positions itself to create wealth for its owners. This course introduces students to principles and conceptual frameworks for evaluating and formulating high-tech business strategy. Topics include the boundaries of the firm, the analysis of industry economics, strategic positioning and competitive advantage, and the role of resources and capabilities in shaping and sustaining competitive advantages. *Additional Course Information*: Class dates follow University Quarter Schedule

BUSCOM 432 Business Analytics (2.5 Credit Hours) Analytics is the discovery and communication of meaningful patterns in data. This course begins by providing students with an analytics toolkit, reinforcing basic probability and statistics while emphasizing the value and pitfalls of reasoning with data. Then the course extends the statistical techniques to allow for the exploration of relations between variables, primarily through multivariate regression. In addition to learning basic regression skills, including modeling and estimation, students will deepen their understanding of hypothesis testing and how to make inferences and predictions from data. Students will also learn new principles such as identification and robustness. The course has an intense focus on managerially relevant applications, cases, and interpretations, with an emphasis on connections among analytical tools, data, and decision-making. Law students will gain insight into the analytic methods used by their clients, and in significant commercial transactions and litigation -- ranging from financial industries, antitrust, class actions, to government regulation. *Additional Course Information*: Class dates follow University Quarter Schedule

BUSCOM 433 Leadership in Organizations (2.5 Credit Hours) This course provides students with the social science tools needed to solve organizational problems and influence the actions of individuals, groups and organizations. It prepares managers to understand how to best organize and motivate the human capital of the firm, manage social networks and alliances, and execute strategic change. This is accomplished through knowledge of competitive decision making, reward system design, team building, strategic negotiation, political dynamics, corporate culture and strategic organizational design. Law students will gain greater insight into organizations they work with, firms and organizations that they work in, and multidisciplinary teams that form for transactions, litigation, and other problem-solving. *Additional Course Information*: Class dates follow University Quarter Schedule

BUSCOM 510 Contracts (3 Credit Hours) Introduction to the nature, functions, processes, and limitations of exchange, contract, and contract law.

BUSCOM 512 Workshop: Space Commerce Team Project (1.5 Credit Hours) In this workshop, you and your classmates, supervised by space law experts, work in three-to-four person teams to take a deep analysis of a business-legal problem particular to space commerce. After completing this workshop, students should understand key business-legal issues in NewSpace; (2) be able write a white paper for business and legal professionals in the field of space commerce; and (3) be able to demonstrate presentation skills with depth of knowledge for NewSpace business and legal audiences.

BUSCOM 513 The Business, Law, & Technology of Space Commerce (2 Credit Hours) This course introduces the basics of the business, technology and law of space commerce. We will review the key historical moments of space exploration, the science of space, and the government's role in promoting space exploration as these factors have influenced the development of the business and law of space commerce. A deeper exploration of the U.S. law and regulatory frameworks, as well as international treaties, that have developed over the last half century around space exploration informs our understanding of the current space commerce environment. We also consider the role of national security and the various U.S. agencies involved in space military and commercial activities and how the two are linked.

BUSCOM 515 In-House Counsel at High Growth Companies (1 Credit Hour) In-house legal roles at high growth technology companies are coveted for a reason. They offer lawyers endless opportunities in a dynamic and exciting environment, often with a front row seat to all facets of the company's growth. However, these environments can be challenging and often confront lawyers with issues not taught in law schools or law firms, like hyper-scaling a legal team, being the first and

only lawyer, navigating an engineering culture, figuring out risk tolerance, and learning to influence a founder-led business. In this course, students will get an in-depth view of these challenges, with a focus on leadership, scaling, practical skills, strategic thinking, and stakeholder management. *Additional Course Information*: Class dates follow University Quarter Schedule

BUSCOM 551 Music Law and Business (1 Credit Hour) This course provides an overview of the music business and is designed to provide a basic framework for students to begin to understand the complex legal, business and financial issues facing the music industry. The focus of the lectures and materials will be an examination of the most significant contracts relating to the creation and exploitation of music. The major deal points from these contracts, and their financial impact, will be identified and explored.

BUSCOM 596 Financial Institution Compliance (2 Credit Hours) The course is recommended for students contemplating careers in financial institutions, in regulatory agencies, or in law firms that work with financial institutions and those considering careers in compliance outside of the finance industry. The course has both a practical and conceptual side. On the practical side, it covers both established regimes (FCPA, AML, broker-dealer, investment adviser, and banking regulation) and emerging regimes (ESG regulation and regulation of cryptoassets and virtual asset service providers) and their associated compliance and risk management expectations. On the conceptual side, students learn to negotiate the constantly changing terrain of financial institution regulation and compliance armed with a foundational understanding of the role of compliance and the other control functions within firms' systems of corporate governance.

BUSCOM 597 Planning and Designing a Distressed Corporate Restructuring (2 Credit Hours) This course will explore the highly active and sophisticated dealmaking of modern corporate restructurings, through the lens of how a distressed corporation, its board, and senior management plan, design, and implement the restructuring process.

BUSCOM 598 International Business and National Security Law Seminar (2 Credit Hours) This seminar will examine specific legal issues related to international business, the transnational law governing economic relations, and concepts of security. We will study economic security policy (aka "geoeconomics") and strategic choices faced by governments, international organizations, and the private sector. These choices are shaped by legal regimes including international trade law and its national security exceptions; cross-border transactions and investment, and in particular the Committee on Foreign Investment in the United States; the U.S. Department of the Treasury sanctions tool and its authorizing legislation; and the national and international laws and regulations governing cybersecurity for the private sector.

BUSCOM 599 Internal Corporate Investigations (2 Credit Hours) Internal Corporate Investigations covers the legal issues that trigger internal investigations as well as the methods and strategies publicly traded companies and other business entities rely on when conducting those investigations.

BUSCOM 601S Business Associations (3 Credit Hours) This course provides an introduction to the law that governs corporations and unincorporated business associations. Among the topics this course may cover are the law of agency, which provides the foundation for discussion of the most common business associations; legal issues related to partnerships and LLCs; and corporations, including limited liability, piercing the corporate veil, the business judgment rule, fiduciary duties, and basic concepts in securities law. The class is designed to provide students with a foundation in the common law and state statutory systems that regulate business organizations, as well as the important issues of policy that surround this regulation. The course is appropriate for all students, regardless of background and regardless of whether they intend to pursue related classes. PRE-REQUISITES/RESTRICTIONS: Business Associations and Corporations are mutually exclusive. **For professor specific information and book information please see class level description** *Additional Course Information*: Counts toward Business Enterprise Concentration, Open to First Year Students

BUSCOM 602K Corporations (2.5 Credit Hours) An introduction to the key issues involving corporations, including a brief introduction to partnership and agency, formation of the corporation, limited liability, fiduciary responsibility of officers and directors, the federal proxy rules and the federal law of insider trading, tender offers and takeovers. This course is offered on the Quarter calendar on the Chicago campus at the Law School. The first day of class will be January 15, 2015. Corporations is offered as an alternative to Business Associations for those law students who wish a one course introduction to the law of business entities. The class will be composed of roughly equal numbers of Kellogg students and law students. Law students interested in the Business Association concentration, are probably best advised to enroll in Business Associations rather than this course, although one can still enroll in the concentration if this course is selected. *Additional Course Information*: Open to First Year Students, Class dates follow University Quarter Schedule

BUSCOM 602L Corporations (2 Credit Hours) This course provides students with an introduction to the key issues involving business associations, although it will concentrate on those relating to corporations. Among the topics covered are corporate formation, limited liability, fiduciary duties of directors and officers, piercing the corporate veil, and a brief introduction to the law of agency, partnerships and the LLC. Our focus will be on a combination of statutory and case law. Students interested in the Business Association concentration should consider enrolling in Business Associations rather than Corporations, if they seek a fuller treatment of other business associations than the corporation, and more consideration of corporate finance, although one can still enroll in the concentration if Corporations is selected. The book used is Timothy L. Fort and Stephen Presser, Business Law (West Academic Publishing, 2015).

BUSCOM 605B Contracts II: Complex Commercial Contracting (3 Credit Hours) This course will give students a practical introduction to advanced commercial contracts through realistic, team-based problem solving, using the wind energy industry as a case study. The class is set up as a training course for newly-hired in-house counsel for a company manufacturing wind turbines. All of the law we learn, primarily the law of the sale of goods, will be contextualized by analyzing actual provisions from major commercial contracts. The focus will be on deciphering contractual language and on using contract planning to solve transactional problems. Students will do team problem-solving assignments both during and outside of class. Students will also have the opportunity to talk with guest lawyers and in-house counsel working in the wind energy industry. The use of computers in class will be restricted, and students should not expect to be able to take notes on their computers. Evaluation Method: The grade will be based on the team assignments, class participation, brief in-class quizzes on blackletter sales law, and a final exam that is similar to the problems dealt with during the semester. Class Materials: Material will be provided by the professor. In addition, students must purchase a UCC supplement. Any supplement that contains all of Articles 1 and 2 is fine, but Chomsky, Kunz, Schiltz, and Tabb, Selected Commercial Statutes For Sales and Contracts Courses is recommended. *Additional Course Information*: Satisfies Experiential Learning degree req, Open to First Year Students

BUSCOM 605D Contracts II: UCC Article 2 (Sales Law) (3 Credit Hours) This course provides a practical approach to understanding the law of Sales embodied in Article 2 of the Uniform Commercial Code. The course covers the formation of sales contracts (including offer and acceptance, rejection, revocation, the terms of sales contracts, the statute of frauds, and the "battle of the forms"). We also analyze who suffers the risk of loss when goods are destroyed, express and implied warranties, disclaimers of warranties, and the buyers' and sellers' remedies for breach. This course is a distance course. This online course is taught in a primarily asynchronous manner. -You may not enroll in more than one distance course in any term, including the summer term. -You may earn no more than 12 credits in distance courses towards the JD degree.

BUSCOM 609 Corporate Governance (2 Credit Hours) In recent years corporate governance concepts and techniques have become increasingly important to effective corporate counseling and, in particular, in advising board of directors and board committees. This course presents a general overview of corporate governance, with an emphasis on matters important to advising boards of directors, including (i) the structure of the corporation and its purpose, ownership trends, corporate philanthropy and social initiatives and other governance concepts, (ii) composition and operation of the board of directors, including the importance of "independence" and diversity, (iii) obligations of directors, including fiduciary duties, conflicts of interest and the responsibility of "leading," (iv) routine and non-routine board operations, (v) shareholder and director participation in executive compensation decisions, (vi) director accountability and director protections, (vii) the role and rights of shareholders, (viii) shareholder activism, including tactics of activists and tools for dealing with activists, (ix) the market for corporate control, (x) legislative and regulatory governance initiatives, and (xi) sources of governance law and practice (such as stock exchange rules, shareholder advisory firm policies and "best practices"). BUSCOM 601S Business Associations or BUSCOM 602L Corporations is recommended, but not required.

BUSCOM 611 European Union Law (2 Credit Hours) No single course can presume to cover the breadth and depth of EU law. This introductory class is designed to demonstrate the importance of this enormous political and economic experiment and to whet a student's desire for further study. Class discussions and assigned readings will emphasize the constitutional structure, history and political challenges of the union while the required papers will encourage students to pursue deeper knowledge of a particular aspects of the entity.

BUSCOM 613 International Business Transactions (3 Credit Hours) Basic international business transactions: contracts of sale (with contracts of transportation and financing arrangements); import / export regulations; agency, distributorship, franchising, and intellectual property licensing agreements; foreign direct investment (with the legal regulation of corruption); dispute resolution (arbitration and litigation); and corporate social responsibility.

BUSCOM 615 Computer Science and the Law (3 Credit Hours) Artificial intelligence, blockchain, quantum computing, cloud infrastructure, and cryptographic systems are no longer peripheral to legal practice; they are rapidly redefining it. From algorithmic liability to platform governance to encryption policy, many of the most consequential legal questions today turn on how these technologies actually function. This seminar is designed to equip students to engage those questions with precision. Rather than treating technology as a black box, the course introduces foundational concepts underlying modern computing systems and pairs them with the core legal questions they generate. The course proceeds in two stages. First, students develop a working understanding of core computational primitives—sufficient to move beyond analogy and critically assess technical claims. Second, students apply that understanding to legal problems arising in emerging areas of practice, including liability, regulation, and privacy. The objective of the seminar is not to train engineers, but to prepare lawyers to operate effectively in contexts where technical detail and legal judgment are increasingly intertwined. No prior background in computer science is expected, though students should be willing to engage with computational concepts and empirical methods. *Additional Course Information*: Satisfies Research Writing degree req

BUSCOM 619 Entertainment Industry Labor Law and Policy (1 Credit Hour) This course will introduce students to a myriad of labor and employment issues in the Entertainment Industry. The course will engage students through readings, guest speakers, case studies based on real client matters, and a group project. The final group project will be a mock collective bargaining negotiation.

BUSCOM 620 Securities Regulation (4 Credit Hours) The focus of this course is on the fundamentals of securities regulation that underlie securities transactions. This course examines the regulation of the distribution of securities under the U.S. Securities Act of 1933 and the reporting and disclosure requirements under the Securities Exchange Act of 1934. These subjects include an examination of the operation of the Securities and Exchange Commission, the definition of "security," securities law disclosure requirements, the registration of securities for public sale, the exemptions from the registration requirements of the 1933 Act, reporting by public companies, the federal proxy rules, and a review of the anti-fraud provisions of the 1933 and 1934 Acts, including Section 11 and Rule 10b-5. It also examines the Sarbanes-Oxley Act of 2002, with particular emphasis on the responsibilities of corporate boards of directors and lawyers, selected sections of the Dodd-Frank Act of 2010 that intersect with the core material described above and the JOBS Act of 2012. *Additional Course Information*: Counts toward Business Enterprise Concentration

BUSCOM 624 Securities Regulation: Enforcement & Liability (3 Credit Hours) This course provides a comprehensive understanding of all facets of securities litigation, including private claims for damages (including securities class actions), SEC enforcement investigations and litigation, and aspects of criminal prosecutions for violations of the federal securities laws. A comprehensive understanding of federal securities regulation for the corporate attorney, as well as for the student aiming for a litigation career, includes a grasp of the implications of failing to comply with the law. This course is offered every other year. *Additional Course Information*: Counts toward Business Enterprise Concentration

BUSCOM 629 Employment Law (3 Credit Hours) This is a survey course on common law and statutory employment law doctrine. The course begins by discussing the foundational doctrine of American employment law--the at will doctrine. The course will then cover multiple limitations on this doctrine, from wrongful discharge, to breach of contract, to various statutory limitations. The course will not, however, focus on antidiscrimination prohibitions, which are the focus of the Employment Discrimination course. *Additional Course Information*: Counts toward Business Enterprise Concentration, Open to First Year Students

BUSCOM 630 Labor Law (3 Credit Hours) The course begins with an overview of U.S. labor history and the evolution of labor relations law. The central focus of the course examines the National Labor Relations Act from both policy and practical perspectives. Included among the topics that will be covered: the determination of who is an employee; protected concerted activity and employer responses to such activity; the means by which a union acquires the status of collective bargaining representative and the legal effect of attaining such status;

the collective bargaining process and the rights and obligations of the parties during and after contract negotiations; the administration of the collective bargaining agreement; and labor protests, strikes, lockouts and secondary activity. In addition, we will study current labor trends and consider recently enacted and proposed changes to existing labor relations policies and regulations. Finally, through the medium of film, students will have the opportunity to observe how labor law issues play out in a real-world setting. Teaching Methods: Case Studies, Class Participation, Demonstrations, Discussion, Films/Videos (Students will view one or more films pertaining to labor issues), Guest Speakers (During one or more classes, students will have the opportunity to listen to, and ask questions of, experienced labor law practitioners and NLRB personnel who will discuss current labor law policies and trends), Lecture, Readings, Simulation/Role-Play, Writing Assignment (A writing project at the completion of the term). Evaluation Methods: Final Writing Project, Class Participation, Attendance. Class participation, which will be a significant factor in determining a student's grade, is defined broadly. It includes the student's contribution to discussions of (1) the material that is assigned, (2) topics raised by fellow students and (3) current labor law issues. Class size will be a factor in determining the percentage of a student's grade allocated to class participation. For the final writing project, students will be asked to address the labor law issues raised by a variety of fact scenarios from the vantage points of both union and employer. *Additional Course Information*: Counts toward Business Enterprise Concentration, Open to First Year Students

BUSCOM 631 Entrepreneurship Law (3 Credit Hours) This course is designed to acquaint students with the many legal problems associated with starting up and operating an entrepreneurial venture. These include choice of entity, selection of a company name and trademark, special issues of management, governance and succession which arise in the context of a closely held and growing business, venture capital and debt financing arrangements, protecting the intellectual property of the new company, employment and executive compensation issues, risk management, and ethical issues facing attorneys who represent entrepreneurs. Some time will also be devoted to social entrepreneurs, including those who seek to establish and operate a not-for-profit organization. The objective is to give participants an introduction to the legal problems they are likely to encounter in an entrepreneurial setting either as lawyers for the enterprise or as owners of an equity position in the enterprise. The course focus is practical and, in addition to relevant doctrine, highlights the skills lawyers need when advising entrepreneurial ventures. The course will be of particular interest to students pursuing joint JD/MBA degrees or having prior business experience. PRE- or CO-REQUISITES: Required: BUSCOM 602L Corporations or BUSCOM 601S Business Associations. Recommended: PPTYORT 650 Intellectual Property, BUSCOM 690 Basic Federal Income Tax, TAXLAW 620 Partnership Taxation, BUSCOM 656 Corporate Finance, and TAXLAW 601 Entity Taxation. *Additional Course Information*: Counts toward Business Enterprise Concentration, Satisfies Experiential Learning degree req

BUSCOM 631P Entrepreneurship Law Practicum (2 Credit Hours) This practicum is associated with the seminar Entrepreneurship Law & Practice, BUSCOM 631. Placements are required and the number of practicum positions varies from term to term. Students will be enrolled in the practicum from the wait list if they are enrolled in the seminar and when the number of placements are determined. The number of placements is typically determined during the first week of the term.

BUSCOM 631S Entrepreneurship Law (2 Credit Hours) This course is designed to acquaint students with the many legal problems associated with starting up and operating an entrepreneurial venture. These include choice of entity, selection of a company name and trademark, special issues of management, governance and succession which arise in the context of a closely held and growing business, venture capital and debt financing arrangements, protecting the intellectual property of the new company, employment and executive compensation issues, risk management, and ethical issues facing attorneys who represent entrepreneurs. Some time will also be devoted to social entrepreneurs, including those who seek to establish and operate a not-for-profit organization. The objective is to give participants an introduction to the legal problems they are likely to encounter in an entrepreneurial setting either as lawyers for the enterprise or as owners of an equity position in the enterprise. The course focus is practical and, in addition to relevant doctrine, highlights the skills lawyers need when advising entrepreneurial ventures. The course will be of particular interest to students pursuing joint JD/MBA degrees or having prior business experience. Prerequisites: Corporations or Business Associations. Helpful courses: Intellectual Property, Federal Income Tax, Partnership Taxation, Corporate Finance, and Entity Taxation. The written requirements of the course DO NOT fulfill graduation writing requirement Teaching Method: Case Studies, Class Participation, Discussion, Group Work, Guest Speakers, Lecture, Presentations, Readings, Simulation/Role-Play, Writing Assignments Evaluation Method: Class Participation, Papers, Writing Assignments Class Materials: Instructor-provided course materials will be available on blackboard.

BUSCOM 633 Chapter 11 Trial Practice (2 Credit Hours) This course will provide students with an "as practiced" experience of fundamental elements of the Chapter 11 bankruptcy reorganization process. Teams of students will prepare for and conduct evidentiary hearings and present oral argument in connection with 1) use of cash collateral and debtor-in-possession financing, 2) approval of procedures for sale of assets, as well as the terms and conditions of a stalking-horse bid and associated bidder protections, 3) trial to avoid fraudulent transfers under both constructive and actual fraud theories, and 4) a contested Chapter 11 plan confirmation. Students will hone their "in-court" skills on course-long teams as counsel for the debtor, secured creditor, or creditors committee, respectively. The class will also cover other elements that drive the Chapter 11 process, including: Pre-filing Strategic Positioning, Key First-Day Components, Dealing with Executory Contracts and Collective Bargaining Agreements, Appointment of a Trustee or Examiner; Plan Exclusivity and Approval of Disclosure Statement; Negotiation Styles and Tactics; Witness Preparation. Teaching Methods: Class Participation, Discussion, Group Work, Lecture, Presentations, Readings, Simulation/Role-Play, Witness preparation, Examination and mock trial sessions. Evaluation Methods: Class Participation (70% of grade), Final Exam (30% of grade. Final exam will not last more than two hours.) Course Materials: Charles J. Tabb, The Law of Bankruptcy, 2d ed. ISBN13: 9781599412566 PDFs to be provided during course.

BUSCOM 633F Structuring Transactions: Financing a Business (2 Credit Hours) Susan Wiles has served as Counselor to the Administrator of the U.S. Small Business Administration and as a partner at a major Chicago law firm. She will teach students how to structure complex commercial and corporate transactions from the differing points of view of an entrepreneurial venture, a commercial lender and a venture capitalist. Special emphasis will be placed on the negotiation and drafting of financing and equity investment arrangements between start-up companies and Small Business Investment Companies. Students will be exposed to term sheets, letters of intent, loan agreements and various kinds of venture capital and private equity issues. Some time will also be devoted to ethical issues that arise in transactions of this type and federal laws and regulations relating to the activities of SBICs. Students will be expected to draft documents, to engage in classroom discussions and negotiation exercises and to work together in teams from time to time during the semester. Method of Evaluation: Students

will be graded on the basis of their written work, classroom participation and attendance.

BUSCOM 633H Structuring Transactions: Commercial Finance (2 Credit Hours) This section of Structuring Transactions focuses on the structuring, documentation and closing of financial transactions, with a view toward developing an understanding of the common principles that underlie most such transactions and the unique idiom used in this particular area of corporate practice. The curriculum commences with an analysis of the commercial lending landscape and foundational security frameworks. We will dissect the granular provisions of a typical credit agreement, emphasizing the mechanics of affirmative and negative covenants, financial covenants and legal EBITDA definitions. The class subsequently explores complex variations on these themes, including (i) sponsor-led buyouts and acquisition financing, (ii) asset-based lending, (iii) securitization facilities and alternative structures in the debt capital markets, (iv) cross-border transactions, and (v) liability management and the modern emergence of "creditor-on-creditor violence". Through the class, students will examine sample documentation, draft contract provisions, and negotiate from various positions around the table. *Additional Course Information*: Satisfies Prof Writing degree req

BUSCOM 633I Structuring Transactions: Real Estate (2 Credit Hours) This section of Structuring Transactions will focus on the structuring, documentation and negotiation of real estate transactions from a practitioner's perspective. Students will work individually and in groups in preparation of documentation for several types of real estate transactions, including sales/acquisitions and leasing. Emphasis will be on developing drafting and negotiation skills in the context of real estate transactions with students expected to participate in mock negotiation sessions and drafting and redrafting documents. *Additional Course Information*: Satisfies Experiential Learning degree req

BUSCOM 633K Structuring Transactions: International Investments (2 Credit Hours) The purpose of this course is to introduce students to the "how and why" international investments take place and analyze the step-by-step process of how such transactions are executed by investment professionals and their lawyers. Thus, this course is at the nexus of financial engineering and corporate investment law. Students will embark on a process of first understanding the origins of the investment thesis, to considering the main structural elements and risk-mitigation measures that the investor and his/her lawyer seek to optimize, to finally crafting the actual legal and contractual architecture. One of our goals will be to understand why contracts are written the way they are, the purpose of certain contractual provisions and how each correlates with the fundamental economic model of our investment. This course is ideal for students both interested in working in private international investments (e.g. private equity) and also understanding the financial elements of these investments. Pre-Req: Business Associations and Contracts are required; Recommended pre-reqs: Finance, International Commercial Law, and Securities Regulation are recommended but not required.

BUSCOM 633L Structured Transactions: Sports Law and Negotiations (2 Credit Hours) This course has a primary emphasis on teaching the art of contract negotiation with a focus exclusively on the professional and collegiate athlete player contract negotiation process. Numerous principles of effective negotiation will be incorporated into the course materials, along with the real-life stories of a veteran NFL Negotiator with extensive experience working on both side of the deal. Simulated contract negotiations will be used throughout the course.

BUSCOM 633M Structuring Transactions: Mergers and Acquisitions (2 Credit Hours) This course examines the principal business and legal issues in mergers and acquisitions, including forms and techniques of combining two businesses, takeover defenses, successor liability, negotiation, pricing and other economic terms, principal contract provisions, the role of legal and financial advisers, due diligence, issuance of securities, duties of managers, corporate governance and other issues. The assigned reading will cover the basic business and legal issues most frequently encountered in mergers and acquisitions of two companies, with reference as well to transactions across national borders as well. Grades will be based on two written assignments and class participation. Prerequisites: Business Associations Other helpful courses. Antitrust law, contract drafting and securities regulation are helpful but not required. *Additional Course Information*: Counts toward Business Enterprise Concentration

BUSCOM 633R Private Equity (2 Credit Hours) This course provides an examination of the business, financial and legal aspects of private equity transactions, a category of higher-risk, higher-reward investing. Forty years ago, private equity investing was a relatively small activity conduced almost exclusively in the United States. Today, private equity fund managers have multiple trillions of US dollars committed to making private equity investments around the world, including emerging country markets as well as developed countries. Topics covered in the class include a history and development of the industry, private equity investments in growth equity, venture capital and leveraged acquisitions, and the legal documentation used in private equity transactions. Additional topics may include shareholder and management agreements, negotiation strategies and techniques, and an insider's look at the principal players involved in private equity investing activities. Relevant legal, tax, accounting, securities law and governmental regulatory issues will be examined, in each case from the perspective of the relevant participants in private equity activities, including private equity investors, lawyers, accountants, investment bankers, and owners and managers of business enterprises. The intended audience for the course is the student who expects to be involved in sophisticated and entrepreneurial business transactions as either a lawyer, an entrepreneur or a private equity professional. Evaluation: Final Exam; Case Study Paper; Class Participation Students may not earn credit for this course and for BUSCOM 633T.

BUSCOM 633T Private Equity Transactions (2 Credit Hours) This course provides an overview of the private equity industry - its objectives, players and goals. We will follow the investment lifecycle from initial investment assessment to the acquisition and financing process to value creation to exit. We will discuss structuring transactions and key transaction terms, as well as critical governance matters. We will cover key topics that anyone working in the industry should understand as a business person or lawyer. Students may not earn credit for this course and for BUSCOM 633R. *Additional Course Information*: Satisfies Experiential Learning degree req

BUSCOM 633U Venture Capital and Early Stage Financing (2 Credit Hours) This class will provide students with a real-world introduction to venture capital and early stage financing transactions. Topics will include types of start-up financing, financing round negotiations, the initial founder "pitch" to a VC investor, a survey of material terms within VC term sheets including negotiation strategies in the current market, exits and IPOs in VC-backed businesses and typical VC financing documentation. We will also regularly discuss current trends within the VC space. BUSCOM 601S Business Associations is recommended for this course, but is not a required prerequisite. *Additional Course Information*: Satisfies Experiential Learning degree req

BUSCOM 633Z Structuring Transactions: Financial Institutions (2 Credit Hours) Banks perform a unique role in the economic sphere and, unlike most other private enterprises, are subject to extensive regulation and supervision. In addition to lectures and discussions, half of the

classes will involve practical simulations, including negotiating an M&A transaction. The course does not focus on the many technical regulations governing the financial industry, but emphasizes the rationales driving oversight of regulations and policies. BUSCOM 602L Corporations or BUSCOM 601S Business Associations is recommended as a pre- or co-req, but not required. *Additional Course Information*: Counts toward Business Enterprise Concentration, Satisfies Experiential Learning degree req

BUSCOM 634 The Derivatives Markets and Legal Practice (2 Credit Hours) Transactions in derivatives, such as swaps, options and futures, now comprise a larger share of the world's total financial markets than do transactions in stocks and corporate bonds combined. Derivatives are routinely used by multinational corporations, mutual funds, pensions plans, hedge funds, high-frequency trading firms and others to manage price risks or take speculative positions. This course is designed to provide students with an in depth understanding of the functions, regulation and practical operation of this fascinating area of financial activity. We will look at these products from a regulatory, transactional and enforcement perspective, including the unlawful use of such products to "spoof" or manipulate prices. In addition, we will explore the use and regulation of cryptocurrencies, such as bitcoins, which have experienced explosive growth in the past few years. Upon conclusion of the course, students should be comfortable discussing derivative and cryptocurrency transactions and knowledgeable about why and how businesses and individuals use these products. *Additional Course Information*: Counts toward Business Enterprise Concentration

BUSCOM 636 The Business of Media & Marketing Law (1.5 Credit Hours) The Business of Media and Marketing Law will delve into the economic, technological, and regulatory dynamics shaping the media industry. Through examining both traditional media models and the impact of emerging technologies, students will develop the ability to critically assess the media marketing strategies employed by global companies and gain insights into the structure, strategies and challenges media organizations face across various sectors. The course will offer an interactive environment highlighting diverse organizational archetypes and the critical deal points that fuel business outcomes) through the lens of today's top C-suite industry leaders.

BUSCOM 637 Media and Entertainment Law (3 Credit Hours) This Seminar is designed to acquaint the student with a number of the substantive areas of law applicable to the practice in the area generally identified as "Media and Entertainment Law." The course will involve substantive coverage of the following areas: copyright (including the concepts of parody and fair use), trademark, rights of publicity and privacy, defamation, anti-SLAPP legislation, reporters' rights (including the topics of access to courts, Freedom of Information, and shield laws), advertising, protection of ideas by contract and the law of the Internet. *Additional Course Information*: Satisfies Prof Writing degree req

BUSCOM 638 Mergers and Acquisitions (3 Credit Hours) This course will focus on M&A transactions (both public and private) and the foundational knowledge required of an entry level attorney. The objective of the course is to expose students to a balance of doctrinal and practical knowledge that will prepare them for real world experience. In addition to coverage of the state law framework (focusing on both statutory and current caselaw in Delaware), the course will address Federal securities laws applicable to tender offers and proxy contests, accounting and valuation, fiduciary duties, basic deal documentation concepts, the deal process, takeover strategies and defenses, as well as key regulatory issues. Evaluation: Students will be evaluated primarily by classroom contribution and performance on a final exam. *Additional Course Information*: Counts toward Business Enterprise Concentration

BUSCOM 639 Entertainment Law and Business (2 Credit Hours) The seminar is open to upper-level students who are interested in any aspect of the entertainment business. The group will meet with lawyers and executives at entertainment companies and learn about the special challenges and opportunities within each business. Our goal will be to understand how various entertainment ventures operate and thrive in today's market, and the role that lawyers play when representing actors in the entertainment industry. Evaluation by participation and presentation.

BUSCOM 640 Finance I (2.5 Credit Hours) Finance 1 covers managers' and investors' most fundamental finance decision: how to value a project or an asset. Managers must determine the value of building a factory, entering a new market, or purchasing an entire firm when deciding in which projects to invest. Similarly, individuals must assess the value of financial securities to decide how to invest their wealth. Finance 1 teaches methods for valuing projects or assets. These valuation tools lay the foundation for all work in capital markets and corporate finance. Law students will be able to better understand the decision-making of their clients, participate in the multidisciplinary teams necessary to execute complex transactions, and assess financial issues arising in litigation, regulation, and other contexts. Prerequisites The prerequisites for this course are knowledge of probability and statistics through linear regression and accounting. These requirements may be satisfied with: - Business Analytics or other sufficient previous course work in statistics and econometrics. By the sixth week in the term, it is important that you know how to run a regression, preferably in Excel. One of the cases we will study requires you to run regressions and you may be expected to run a regression on your final exam. -Either (i) Accounting for Decision-making or (ii) sufficient previous course work in basic financial accounting. Students are expected to be familiar with basic accounting such as creating income statements and balance sheets. Students should understand how to calculate means, variances, and correlations from a set of data and should understand how to run and interpret linear regressions JDMBA students are not permitted to take this class at the law school, but must take it in their 2J year at Kellogg. Students may not earn credit for Finance I and Corporate Finance. Evaluation: Class participation, problem sets and projects, and final exam. *Additional Course Information*: Class dates follow University Quarter Schedule

BUSCOM 642 Business Planning (3 Credit Hours) This course focuses on the legal aspects involved in the planning of business and corporate transactions, including, in particular, the interplay between, partnerships/corporate, tax, and securities law considerations. Because the course is structured around a practical business problem divided into various phases- increasing in complexity from the establishment of a new entity and its subsequent incorporation, to its public financing, corporate restructuring and subsequent sale - the relationship between the legal and business aspects in the planning of such corporate transactions also is examined. Some of the issues addressed in the course are choice of business entity, allocation of managerial control, transfer and buy/sell arrangements, organization of capital structure, dividends and other distributions, repurchases of stock, capital raising, mergers and acquisitions, and the tax and securities consequences of such actions. Prerequisite: Business Associations or Corporations. It is also strongly recommended for students to have taken or be enrolled in Securities regulation or Tax course. Evaluation: Final examination.

BUSCOM 644 Corporate Finance (2 Credit Hours) This course is intended to be a gentle introduction to the basic principles of corporate finance that are useful to lawyers to know.

BUSCOM 645 Corporate Finance II (2 Credit Hours) This course is intended to build on either Corporate Finance I or equivalent knowledge from another finance course. We will review the principal topics covered

in Corporate Finance I, but with additional detail and nuance, and then move on to more advanced topics. The goal is to offer an introduction to basic principles of corporate finance that are useful to lawyers. There are no formal prerequisites, but some knowledge of corporate finance, from Corporate Finance I or an undergraduate finance course, is recommended. The course is not open to JD/MBAs or persons with an undergraduate degree in finance.

BUSCOM 646B International Project Finance (2 Credit Hours) This course will survey and provide a basic working understanding of the typical issues, documentation and techniques used in project and infrastructure financing transactions in the international context, with an emphasis on emerging markets. The course also will provide students with a realistic look at the challenges of practicing lawyers in this area, ranging from understanding of the theory of risk allocation issues behind such transactions, to the implementation of this theory through negotiating, documenting and implementing solutions. Emphasis will be placed on practical skills. Various types of debt and equity capital will be discussed, as well as examination of the role of international entities, export credit agencies, governments and government-affiliates in the sector. Case studies involving typical sectors of activity, such as power, oil and gas, mining, telecom and other industries, will be used to examine actual transactions that have addressed relevant issues.

BUSCOM 649 Accounting (2 Credit Hours) This course introduces accounting and corporate finance concepts of interest to lawyers. We start with an overview of the financial accounting system, considering incentives of managers issuing the financial statements. We will then analyze and interpret the information contained in financial statements, focusing on the use of accounting numbers in contracting and valuation. NOTE: Equivalent to BUSCOM 649K and ACCT-430. *Additional Course Information*: Counts toward Business Enterprise Concentration

BUSCOM 649K Accounting for Decision-Making [Kellogg] (2.5 Credit Hours) This course is designed to acquaint students with the process used to construct financial reports of organization. The objective is to understand the decisions that must be made in the financial reporting process and to develop the ability to evaluate and use accounting data. Emphasis is placed on understanding the breadth of accounting measurement practices and on being able to make the adjustments necessary for careful analysis. The course higlights the linkages between accounting information and management planning, decision making and control. ACCT-430 and BUSCOM 649K are mutually exclusive. Students enrolled in ACCT-430 will not earn credit in BUSCOM 649K. Students enrolled in BUSCOM 649K will not earn credit in ACCT-430. This course is offered on the quarter calendar on the Chicago campus. Classroom: The class meets in Wieboldt Hall. Class assignments are posted at the entrances to Wieboldt Hall at the beginning of the term. Evaluation: Final Examination on the same evening the class meets in the week immediately following the last class. Teaching Method: Text: Prerequisites: None Grading system: This courses uses the Kellogg School of Management grading system of A, B, C, D, F.

BUSCOM 650 Antitrust Law (3 Credit Hours) The primary objective of the course is to give students a thorough grounding in the antitrust law of the United States. An important secondary objective is to introduce students to economic reasoning in law more generally. This course will cover the fundamentals of Federal antitrust law. Topics covered include the basic structure of antitrust analysis (market definition, market assessment, remedies). Doctrines covered include those relating to price-fixing and other horizontal conspiracies in restraint of trade, vertical price and non-price restraints, boycotts, exclusive dealing and tying arrangements, price discrimination; monopolies, monopolization, and mergers and acquisitions. *Additional Course Information*: Counts toward Business Enterprise Concentration

BUSCOM 656 Corporate Finance (3 Credit Hours) This course will introduce students to the basic elements of corporate finance. The main topics covered are a) financial statement analysis and firm performance measurement, b) the theory and practice of capital structure decisions, c) estimating a firm's cost of capital, and d) basic company valuation techniques. No prior knowledge of finance or accounting is assumed, but a willingness to analyze numerical data is important. Roughly half of the course will be in lecture format, and the other half will be analyzing business case studies. The course is not a standard law school course, in that we will not be covering corporate finance law, but we will emphasize applications in law that use these tools. Students may not earn credit for this course and Finance I or FINC 430/440. *Additional Course Information*: Counts toward Business Enterprise Concentration

BUSCOM 657 Sports Law and Business (1.5 Credit Hours) This course will provide students with the foundational knowledge, skills, and strategic frameworks to analyze sports-related transactions from a legal perspective. The course will engage students through readings, guest speakers, case studies, and group projects. Throughout the semester, each individual will build upon the class meetings and readings with research and present a case study about a specific transaction within the areas studied.

BUSCOM 658 Technology Enabled Complex Litigation (2 Credit Hours) This course will teach students what they must know to succeed in the new world of technology enabled litigation. We will cover how lawyers deploy sophisticated technology and services to: manage big data and harvest key information; handle specialty matters involving white collar crime, civil liability investigations, cyber incident responses, and federal challenges to mergers and acquisitions; and meet professional obligations and avoid sanctions from courts and regulators. Recent enforcement guidance and initiatives from the DOJ, SEC and FTC have raised the stakes of missteps substantially for counsel and clients in these areas. We will have technical and operational experts conduct simulation exercises in key areas, in which students will participate, to provide real-world, practical knowledge that can be applied when students enter litigation practice.

BUSCOM 660 Commercial Law: Secured Transactions (3 Credit Hours) This course examines secured lending using personal property collateral, focusing in particular on the financing of accounts receivable, inventory, equipment, consumer goods, and intellectual property. The Uniform Commercial Code will be the focus of study, with close attention given to the principles of Article 9 and its relationship to the rest of the UCC. We will also examine the federal Bankruptcy Code as it applies to secured transactions. We will emphasize the following topics. The first overall topic is "the Creditor-Debtor Relationship," under which we will study creditors' remedies under state law; creditors' remedies in bankruptcy; creation and scope of a security interest; and default and remedies. The second overall topic is "the Creditor-Third Party Relationship," under which we will study: perfection; maintaining perfection; priority; and competitions for collateral. *Additional Course Information*: Counts toward Business Enterprise Concentration, Satisfies Experiential Learning degree req

BUSCOM 661 Securitization Law (2 Credit Hours) This interdisciplinary seminar is an overview of the legal, tax, financial and accounting issues that arise in securitization of financial assets. Securitization is a growing corporate finance technique that affects virtually all aspects of consumer and business loans. You will learn about the causes of the 2008-2009 financial crisis and the important regulatory reforms in the aftermath. You'll learn the risks of securitization as well as the benefits of structured

finance for businesses, consumers, investors and the economy as a whole. We'll cover legal principles from the fields of bankruptcy, secured transactions, securities, banking regulation, tax, derivatives, real estate, and pension plan regulation in a mostly fun and interactive environment. We'll also cover relevant aspects of financial accounting, rating agency methodology and financial analysis. This course is useful background for any future business law career. Prerequisites: None Evaluation: Class participation, securitization case (like an exam, but a little more fun). *Additional Course Information*: Counts toward Business Enterprise Concentration

BUSCOM 663 International Securities Law (2 Credit Hours) We're witnessing seismic shifts in the international securities and capital markets. From cryptocurrency, to the perilous American-China relationship, to mounting challenges to America's dominant role in capital formation, international securities law is rapidly evolving. We'll explore these changes with you as they happen. We assume no familiarity with securities law. We'll teach you what you need to know to understand the readings. We'll use international securities law as a jumping-off point to teach some fundamental building blocks of securities law. We'll also give you an overview of the law on cross-border transactions, the regulation of foreign securities professionals, jurisdictional issues, and how international securities regulators cooperate. Taught by two SEC trial lawyers.

BUSCOM 664 The Evolving Role of the Law Department in the Modern Corporation and Legal Industry (2 Credit Hours) Large in-house legal departments are now a significant part of the overall legal industry. The rise of in-house legal departments fundamentally changes the way traditional law firms serve their clients; yet few lawyers in law firms understand the daily challenges and responsibilities of in-house lawyers. The course will provide students with insights into the role and responsibilities of General Counsel and in-house departments. Topics covered will include management of the corporate law department by the General Counsel; approaches utilized by in-house counsel to manage law firms; the relationship between in-house counsel, senior business executives and the board of directors; the role of compliance; and management of functional areas within a law department. The class will include guest speakers from leading corporate law departments and law firms.

BUSCOM 665 Chapter 11 Bankruptcy (3 Credit Hours) This course focuses on troubled business debtors and the opportunities presented by Chapter 11 of the Bankruptcy Code for restructuring a debtor's financial structure and business operations. The course will: (A) present an overview of the Chapter 11 plan confirmation requirements and the role these requirements play in the restructuring of financially troubled debtors; (B) introduce a variety of credit transactions which give rise to security interests in assets of debtors [UCC Article 9 security interests; real estate mortgages; statutory and judicial liens created by debt collection actions such as attachment, garnishment, execution, and proceedings to set aside fraudulent conveyances]; (C); examine the sections of the Bankruptcy Code which allow security interests and other pre-bankruptcy transactions to be set aside; (D) examine how the Bankruptcy Code assists debtors to continue operating their businesses while financial restructuring plans are formulated, by, e.g., automatically staying creditor collection activities, encouraging new lending to the debtor; permitting use or sale of the debtor's assets, and permitting contracts to be assumed or breached; and (E) examine the Code's requirements for preparing and confirming a plan of reorganization which binds all creditors. Throughout, the emphasis will be on the strategies and tactics available to debtors and their creditors in maneuvering for advantage in the process. The materials for the course consist primarily of problems based on an extended case study; solutions to the problems involve detailed analysis of the provisions of the Bankruptcy Code and related state statutes. The case study presents opportunities for analyzing the pre-bankruptcy transactions and financial structure of a business debtor and for thinking about the process of preparing and confirming a plan of reorganization. Students will be asked to play roles of the participants and attorneys in these transactions and to negotiate solutions to problems. Some lecture and Socratic discussion complements the case study and problems. Evaluation: Grading is based on a final examination with adjustment based on class participation. Prerequisites: There are no prerequisites, but the Business Associations, Corporations and Corporations (KSM) courses provide useful background. Students who have taken Corporate Restructuring: Bankruptcy Reorganizations or Bankruptcy may not take Chapter 11 Bankruptcy.

BUSCOM 665B Bankruptcy (3 Credit Hours) The course is an introductory survey of the federal Bankruptcy Code, found in title 11 of the United States Code. This survey will cover Chapters 7 (liquidation bankruptcy), 11 (business reorganization) and 13 (individual reorganization) of the Bankruptcy Code. The focus will be on core concepts of bankruptcy, applicable to both consumer and business cases. Topics will include the discharge of debts, the staying of creditors, the resolution of claims, and the various provisions promoting the restructuring and reorganization of business and consumer debts. *Additional Course Information*: Counts toward Business Enterprise Concentration

BUSCOM 667 Corporate Restructuring: Bankruptcy Reorganizations (3 Credit Hours) Montgomery Ward's, Trans World Airlines, United Artists and Zenith Electronics: These are a few of the well known, multi-billion dollar corporations that have experienced distress in a softening economy. This course is based on the narrative of a large corporation as it moves through the stages of an attempted business workout and eventual Chapter 11 bankruptcy reorganization. Actual case documents will be utilized whenever possible. *Additional Course Information*: Counts toward Business Enterprise Concentration, Satisfies Experiential Learning degree req, Counts toward Civil Litigation Dispute Res Conc

BUSCOM 670 Practical Issues in Business Law (2 Credit Hours) This course examines the interrelation of business and law through a series of guest lectures by senior-in-house counsel. The course exposes students to the types of complex legal/business challenges that in-house counsel face and how they address those challenges. Prior guest lecturers have included in-house attorneys from Allstate, AON, Baxter, CBOE, Discover Financial, Kraft and McDonald's. In prior years, topics covered included managing high-stakes litigation, international joint ventures, crisis situation management, acquisitions and divestitures, internal investigations, insider trading and other regulatory compliance programs, and intellectual property protection.

BUSCOM 670P Practicum: Corporate Counsel (4 Credit Hours) Students are placed as externs in general counsel offices of business. Students will be expected to devote 10-12 hours a week (over a minimum of 13 weeks) to the corporate law department in which they are placed. Externs are expected to do legal research and work with the company lawyers, but they are also usually involved in the life of the law department: attending meetings, observing negotiations, and otherwise gaining an understanding of how law is practiced within a business setting. In the past, externships have been arranged with organizations such as CME Group, CDW, American Medical Association, Nuveen and Integrys. Students who obtain externships through the class typically obtain one of their top three selections. Students may also arrange for their own placements in a corporate counsel's office, provided they obtain approval from the Professor in advance. In addition to the externships, in-class

discussions relate to issues that are of concern to general counsel, such as selection of counsel, attorney-client privilege, alternative dispute resolution and crisis management. Prerequisite: BUSCOM 601S Business Associations or BUSCOM 602L Corporations is a pre-requisite for this course. Candidates who seek their own placement must secure professor permission to enroll. *Additional Course Information*: Satisfies Experiential Learning degree req

BUSCOM 670PS Practicum: Corporate Counsel (4 Credit Hours) Students are placed as externs in general counsel offices of business. Students will be expected to devote 16-20 hours a week (over a minimum of 8 weeks) to the corporate law department in which they are placed. Externs are expected to do legal research and work with the company lawyers, but they are also usually involved in the life of the law department: attending meetings, observing negotiations, and otherwise gaining an understanding of how law is practiced within a business setting. Students may arrange for their own placements in a corporate counsel's office, provided they obtain approval from the Professor in advance. In addition, the Professor can arrange externships as well and in the past, externships have been arranged with organizations such as CME Group, Chicago Board Options Exchange, American Bar Association, Destra Capital, American Medical Association, Incapital and RR Donnelley. Students who obtain externships through the class typically obtain one of their top three selections.. In addition to the externships, in-class discussions relate to issues that are of concern to general counsel, such as selection of counsel, attorney-client privilege, alternative dispute resolution and crisis management. This course is open only to JD/MBA students. On a space-available basis, 2L and 3L students may enroll in the course. Candidates who seek their own placement must secure professor permission to enroll. If you have a placement in mind or have questions about the available placements, please contact Professor Wentz directly at pwentz@apcoworldwide.com. *Additional Course Information*: Satisfies Experiential Learning degree req

BUSCOM 675 Law & Information Technology Seminar (2 Credit Hours) The purpose of the seminar is to equip you with informed general perspectives about the law--information technology relationship, delve into several topics in the seminar's meetings, and then enable you to closely study a specific topic in your seminar paper. As such, the seminar is also meant to improve academic legal skills.

BUSCOM 679 Banking Law and Regulation (3 Credit Hours) Banking receives substantial regulatory attention because translating savings into loans is crucial to the modern market economy. This course will cover banking regulation, largely at the federal level. We will examine the history of banking and the basic rationales for its regulation, such as assuring the safety and soundness of the financial system and protecting consumers. We will also consider antitrust issues in banking and the tools for resolving failing banks. We will cover banking regulation in the aftermath of financial crisis, particularly the Dodd-Frank Wall Street Reform and Consumer Protection Act. As time permits, we will also consider the regulation of non-bank financial institutions, such as securities firms and insurance companies. An overarching theme of the course will be the reciprocal relation of banks and the state, which some commentators have called the "Game of Bank Bargains". Evaluation Methods: Exam and Class Participation.

BUSCOM 680 Mutual Fund Regulation (2 Credit Hours) The course provides students with a working knowledge of mutual funds, as well as hedge funds, from a legal and practical perspective. While we pay particular attention to the Investment Company Act of 1940 and the Investment Advisers Act of 1940, the course supplements this analysis of this regulatory framework with guest speakers and regular reviews of press articles and advertisements appearing in the financial media. The course covers issues relating to fund organization and distribution, rights of shareholders, investment performance, advisory fees and expenses, governance, including the independence of directors, trading practices and compliance matters. We will examine the roles of independent counsel to the fund and its disinterested directors, in-house counsel to the fund's investment adviser, and special counsel in acquisitions and governmental investigations. There will be an emphasis on real-world situations currently faced by mutual fund managements and their counsel. The course will conclude with a written take-home paper. The paper topic will be assigned by the professors. *Additional Course Information*: Counts toward Business Enterprise Concentration, Satisfies Prof Writing degree req

BUSCOM 684 Tax Policy (2 Credit Hours) The aim of this course is to explore the fundamental social, economic, and political forces that drive tax policy. Building on the concepts developed in the introductory federal income tax class, this course will combine a comparative-historical perspective on taxation with a more conventional political, economic, and legal analysis of public finance issues. We will explore such salient topics as the ideal tax base, the tax legislative process, progressivity, and how comparative-historical analysis can help us understand U.S. tax law and policy. *Additional Course Information*: Counts toward Business Enterprise Concentration

BUSCOM 690 Basic Federal Income Taxation (3 Credit Hours) Basic income tax is an introduction to the logic of the federal income tax. The course aims to provide an understanding of the principles behind the choice of income as a tax base and the rules, largely derived from those principles, that are used to define income. The course also provides insights into the subtle ways that the income tax can affect the way modern legal and social relationships are structured, and the ways in which Congress has attempted to deliberately affect behavior through various types of exclusions, deductions and credits. The course is also intended to offer an introduction to interpreting a complex statute. Among the topics ordinarily covered are the taxation of transfers of property by sale, by gift, by bequest, by exchange and upon divorce; the taxation of income from employment (including fringe benefits), the taxation of other receipts, including gifts, scholarships, welfare payments, tort damages, annuities and loans; and the calculation of deductions from business income, including when business and personal activities are mixed. Introductory treatments of the choice of taxable unit (including the importance of marriage and dependence), the effect of other life circumstances (including casualty, disaster and ill-health) on income tax liability, and the effect on an individual's income of ownership interests in corporations, partnerships and trusts are also provided. Except with the permission of the instructor, basic income tax is a prerequisite for any other tax offering at the law school. *Additional Course Information*: Counts toward Business Enterprise Concentration, Counts toward Law and Social Policy Concentration, Open to First Year Students

BUSCOM 701C Contracts (LLM) (3 Credit Hours) Introduction to American Contract law, including contract formation, preliminary negotiations, contracts implied in fact, enforceability (including conditions that might excuse performance), the American doctrine of consideration as a requirement for enforceable contracts, reliance as a substitute for consideration, contracts implied in law, remedies for breach of contract, and contractually related obligations that might run to parties other than those who entered into a contract. RESTRICTIONS: LLM students only **For professor specific course description and book information see class level description. *Additional Course Information*: LLM Candidates only

BUSCOM 706 International Investment (2 Credit Hours) This seminar will examine the law of investor-State dispute resolution. We will focus on

the protection of international investment under treaty regimes such as NAFTA and bilateral investment treaties (BITs), as well as on customary international law that protects investors from expropriation, denials of fair and equitable treatment, and discrimination on the basis of nationality. The essence of the course is the protection of international firms in their foreign investments, but also the impact of regulatory or other public policy requirements, and the various economic and political conflicts that may arise in this field. Grading for the course will be based on written assignments and class participation. *Additional Course Information*: Satisfies Prof Writing degree req

BUSCOM 711 Law, Finance, and Institutions (3 Credit Hours) This seminar explores issues at the intersection of law, institutional economics, and empirical finance. We shall read and analyze the leading scholarship on topics including: the role of legal origins, the economic effect of corruption, optimal government enforcement, extralegal enforcement, ESG (environmental, social, and governance) issues, the effect of inheritance law, the role of unions, and the effect of trade secret law. *Additional Course Information*: Satisfies Research Writing degree req

BUSCOM 715 Investment Banking and Private Equity (3 Credit Hours) This course focuses on Investment Banking and Private Equity: Investment Banking: organizational structure, products, risks, earnings, regulations, innovations and competition. In addition, new, innovative Wall Street securities and M&A advisory products will be reviewed. Private Equity: organizational structure, products, risks, earnings, regulations, influence on corporations and individuals and investment decision-making. Private Equity guest speakers in the last two classes. This class will be comprised entirely of law school students and will be taught at a survey level, with limited analytical exercises. The class will be subject to the law school grading curve.

BUSCOM 718 Insider Trading (3 Credit Hours) This course provides a comprehensive review of the law of insider trading. The focus is on Securities and Exchange Commission (SEC) and Department of Justice enforcement of the federal prohibition on insider trading, based primarily on the application of SEC Rule 10b-5. The course first reviews the common law background and current state law pertaining to trading by insiders. The course then turns to the development by the Supreme Court and lower courts of what does and what does not constitute unlawful trading based on, and tipping of, nonpublic information that is material to a securities transaction. Other topics include the special rule prohibiting trading based on material nonpublic information relating to tender offers and short-swing profit recovery from insiders under Securities Exchange Act Section 16(b). The course concludes with a review of the policy debate regarding prohibiting some or all insider trading, including proposed legislation. This course is given in alternate years with Securities Regulation Liability and Enforcement. That course covers some of the material covered here, in much less depth and breadth. Students who take this course may also take the liability and enforcement course.

BUSCOM 720 International Tax (JD/Gen.LLM) (2 Credit Hours) The objective of this course is to familiarize students with the principles and underlying policies of the United States taxing system concerning: (1) income earned by United States citizens, resident aliens, and corporations from business and investment activities abroad and (2) income earned by nonresident alien individuals and foreign corporations from business and investment activities in the United States. The course considers the basic international tax jurisdiction issues; source of income and allocation and apportionment of deduction rules; the taxation of foreign persons' United States trade or business income, including the concepts of "United States trade or business" and "effectively connected income"; the taxation of foreign persons' non-business income from United States sources, including the concept of "fixed or determinable annual or periodical gains, profits, and income" and the United States tax rules with respect to the sale of United States real property interests; an introduction to the foreign tax credit provisions; the foreign earned income exclusion in Section 911; the role of tax treaties; and an introduction to Subpart F and the other so-called "anti-deferral" mechanisms regarding Controlled Foreign Corporations (CFCs) and Passive Foreign Investment Companies (PFICs).

BUSCOM 721 Commercial Law: Secured Transactions and Payment Systems (4 Credit Hours) This course examines secured lending using personal property collateral to ensure the repayment of debt. The course focuses on the principles of Article 9 of the Uniform Commercial Code, and expands coverage to UCC Articles 3 and 4 (the articles related to payment systems). Evaluation: Course grading is based on an end-of-semester examination, class participation, and on two drafting assignments that will be graded pass/fail.

BUSCOM 722 Innovation Lab (3 Credit Hours) Teams of Law and Computer Science students work closely with partner organizations to develop a prototype technology solution to a legal-services problem. Partners include law firms, corporate legal departments, legal aid organizations, courts, legal tech companies, and information providers. The course focuses on the legal, business, technical, teamwork, design, presentation, and other innovation skills required to succeed. Technology skills are not required to do well in this course.

BUSCOM 723 Corporate Tax (JD/Gen.LLM) (3 Credit Hours) This course focuses on the U.S. federal income tax treatment of corporations and their shareholders, including both "C" corporations (the income of which is taxed at both the corporate and shareholder levels) and "S" corporations (the income of which is generally taxed only at the shareholder level on a "pass-through" basis). The course is designed to provide a basic, yet comprehensive, grounding in an important area of the tax law that is frequently encountered not only by tax practitioners, but also lawyers who represent clients generally in transactional and other business-related matters. REGISTRATION REQUIREMENTS: Open to 2L and 3L students who have completed the Basic Federal Income Tax course. Students who have had other relevant tax-related instruction (including MBA courses) or work experience may take this course with instructor permission only and must complete the pre-requisite waiver to obtain permission. The course is not open to Tax LLM students. *Additional Course Information*: Counts toward Business Enterprise Concentration

BUSCOM 724 Partnership Tax (JD/Gen.LLM) (3 Credit Hours) This course will address federal income tax aspects of conducting business and investment activities through entities treated as partnerships for tax purposes. Topics will include choice of entity, contributions, distributions, allocations of income and transfers of partnership interests. Prerequisite: Basic Federal Income Tax or its equivalent. Not open to Tax LLM students. *Additional Course Information*: Counts toward Business Enterprise Concentration

BUSCOM 726 Advanced Bankruptcy (3 Credit Hours) Advanced Bankruptcy is an interactive class exploring current topics in reorganization practice under Chapter 11. Class will be a combination of lecture, discussion, and simulations implementing the topics covered in the lectures and discussions. For 2024, topics will include the "Texas-Two Step" and mass tort bankruptcies, the validity and propriety of third-party releases in major reorganization plans, and the effect of Chapter 11 on real estate acquisition and ownership. Prerequisite: Bankruptcy BUSCOM 665 or equivalent or permission of instructor is required. *Additional Course Information*: Satisfies Experiential Learning degree req

BUSCOM 727 International Bankruptcy (3 Credit Hours) This seminar will explore the rapidly expanding world of cross-border insolvencies - when a debtor files an insolvency proceeding in one country, but has assets or operations in another. The course will begin by briefly reviewing the types of reorganization proceedings available in the United States and worldwide, such as Chapter 11 reorganizations, U.K. schemes of arrangement, and the rising use of pre-insolvency reorganization in Europe. The majority of class time, however, will focus on Chapter 15 of the federal Bankruptcy Code, Regulation (EU) 2015/848 of the European Parliament on insolvency proceedings, and on other laws and protocols applicable to cross-border bankruptcies, such as those promulgated by the Judicial Insolvency Network, INSOL International, the International Bar Association, the World Bank and the International Monetary Fund. Classes will consist of a combination of discussion, problems, simulations, and presentations of student papers. Grading will be based on class participation in discussions and in simulations, and upon a paper on a topic of the student's choosing. There are no prerequisites, although courses in Bankruptcy and Business Associations would be helpful. Course materials will be provided by the instructor. *Additional Course Information*: Satisfies Research Writing degree req

BUSCOM 732 Blockchain and the Law of Cryptocurrency (3 Credit Hours) This seminar investigates the law and economics of blockchain and the associated technologies of cryptocurrency and smart contracts. These technologies may be as disruptive as the internet and will create substantial opportunities for both new legal expertise and policy evaluation. Blockchain creates a distributed ledger to which many have access and which is operated by consensus, rather than through an intermediary. It thus resembles an internet of value or financial action, unlike the internet with which we are familiar, which is focused on information. Some blockchains, like Bitcoin, offer ledgers of new stores of value. These are called cryptocurrencies. Other decentralized ledgers, like Ethereum, permit computer programs to generate smart contracts that can settle matters at least in part outside the legal system. Some companies now raise money through creating tokens-a kind of cryptocurrency light-to raise capital. The course will consider the technological, economic and legal aspects of these new innovations. Given that that these are new technologies, the seminar will be intensively discussion based. Students will be expected to participate. For most classes, students will be assigned to add readings of interest about current events and law related to the topic assigned. The course will be divided into two. In the first part, we will focus on the technology, economics and law of these innovations through reading recent articles and books. In the second part we will focus on specific legal issues raised by these topics through student presentations. The course grade will depend on class participation, a substantial final paper, and its presentation to the class. Objectives-To understand the new technologies of blockchain, cryptocurrency, and smart contracts. To understand better the law and economics of networks and transaction costs in this new technological world. To be able to describe to layman the basics of the law and regulation relating to these new technologies. *Additional Course Information*: Satisfies Research Writing degree req

BUSCOM 732SF The Business, Law, and Technology of Blockchain and Cryptocurrencies (1.25 Credit Hours) This seminar investigates the intersection between the business and law of blockchain and the associated technologies of cryptocurrency. These technologies may be as disruptive as the internet and will create substantial opportunities for both new business models, legal regimes and regulatory policies. blockchain creates a distributed ledger to which many have access and which is operated by consensus, rather than through an intermediary. It thus resembles an internet of value or financial action, unlike the internet with which we are familiar, which is focused on information. This has led some to consider this innovation as the third wave of evolution in the internet or alternatively “Web 3.0”. Some blockchains, like Bitcoin, offer ledgers of new stores of value. Other decentralized ledgers, like Ethereum, permit computer programs to generate smart contracts that can settle matters at least in part outside the legal system. Using smart contracts, companies now raise money by offering tokens via a public sale utilizing smart contracts and various exchange and market making entities in the crypto ecosystem. Investors and governments worry that crypto has a highly speculative value and trade in markets which themselves are vulnerable to fraud and theft. Some governments are concerned that private payments systems will undermine efforts to control the value of their currencies. Certain US regulators have promulgated some limited rule-making to clarify the impacts of cryptocurrencies for the financial sector, but by and large there is still a lack of clarity which has led mostly to regulation by enforcement. The course will consider the businesses built on these new technologies and the legal regimes which purport to govern their activities. Given that these are new technologies, the seminar will be intensively discussion based. Students will be expected to participate. For most classes, students will be assigned to add readings of interest about current events and law related to the topic assigned. The course will first focus on the technology, and the underlying business models made possible by blockchain technology. In the second part we will focus on specific legal issues raised by these topics through readings and class discussion, as well as guest speakers. It is also anticipated that the course will take account of new developments in this rapidly evolving topic.

BUSCOM 735 Financial and Emerging Tech (2 Credit Hours) If we continue to develop our technology without wisdom or prudence, our servant may prove to be our executioner. Omar Bradley, Chairman of the Joint Chiefs of Staff from August 19, 1949 -August 15,1953 Developments in financial technology have precipitated dramatic changes in the financial services industry in areas as diverse as lending, wealth management, payments, and trading. Artificial intelligence, machine learning, block chain, and other technologies are fundamentally altering the way we bank (Zelle, PayPal), the way we save for retirement (Betterment), the way we borrow (SoFi, LendingClub), and even what constitutes money and property(bitcoin, Ether, zCash). Those changes bring opportunities and challenges for new and established companies, as well as for the regulators who oversee the industry. What was once a digital Wild West has given way to ever-increasing regulation and litigation.In the cryptocurrency space, for example, the SEC's DAO Report in July 2017 was the first in a series of statements and regulatory actions designed to bring clarity to what constitutes a security and to protect investors in this rapidly expanding industry. Likewise, online lenders' attempts to circumvent state usury laws led to myriad legal challenges-so-called "true lender" litigation. In the wake of the OCC's proposed FinTech charter, state(NYDFS) and federal regulators (OCC), squared off to determine who gets to regulate FinTech. Financial and Emerging Technologies (FinTech) and the Law will review the origins of these developments. We will seek to understand the technologies that are revolutionizing the industry, the novel legal and regulatory issues that these technologies may present, and issues that FinTech and other companies will have to deal with in the coming months and years.The seminar will help prepare students for a rapidly evolving legal and regulatory framework that will shape the future of financial services.

BUSCOM 736 Advanced Commercial Contracts for Entrepreneurs and Start-Ups (2 Credit Hours) This Donald Pritzker Entrepreneurship Law Center course will emphasize a realistic, hands - on approach to basic contract drafting, contract negotiations and transactional practice skills generally. It is designed to provide meaningful preparation and perspective to entrepreneurs, founders and other participants in the

start - up and growth company community. Materials and teaching will be based on actual experience - a peek behind the curtain at what really happens when trying to get an agreement or deal done - and to equip students with useful, practical insight and a solid foundation of professional skills upon which to build. We will focus on the ins - and-outs surrounding real-world contracts and provisions rather than contract theory and purpose. Students will leave the course with a meaningful understanding of the key agreements and provisions they are most likely to encounter once they enter private practice or join a company, as well as the ability to negotiate these contracts and provisions in an efficient and "market-reasonable" manner. These skills should provide students with a leg up for successful participation in a transactional role. *Additional Course Information*: Satisfies Prof Writing degree req

BUSCOM 737 Public Company Mergers and Acquisitions (2 Credit Hours) Public company M&A processes are driven by individual and corporate ambition, shaped by the capital markets and governed by corporate law. Understanding how these drivers of M&A intersect (and often collide) is critical to a lawyer's success. This course seeks to provide the legal and commercial foundation to enable accelerated career growth for students who may choose to become M&A lawyers, or work on the finance or litigation teams that support complex M&A transactions. Through the lens of nine public company deals that the instructors led in their private practices, students will study increasingly complex transactions including tender offers, mergers of equals, going private transactions by private equity, activist and topping bid challenges to announced deals, hostile bids, the challenging tax and antitrust contexts for strategic deals, and the unique complexities of cross-border combinations. The instructors will highlight the implications of case law, regulations and market practice for the pace, structure and outcomes in these transactions, providing an M&A context for the legal principles students may have previously considered in their business associations, tax and other courses. Students will also have the opportunity to consider how legal counsel functions in partnership with investment bankers and other advisors to provide coordinated, effective advice to companies and their directors. Business Associations is a prerequisite.

BUSCOM 738 Negotiating a Joint Venture in China (2 Credit Hours) Through a simulation-oriented course, we will engage in a review of China's recent economic history, as well as foreign direct investment law, all the while utilizing negotiating strategies and tactics that a savvy corporate attorney can employ. These various knowledge sets will culminate into a joint venture negotiation spanning several sessions, as each participant takes on the role of either a Chinese investor or a US investor in order to negotiating the terms of a China-based commercial venture and, ultimately, report back to their respective board of directors on their respective successes. In addition to the negotiation exercises, the course requires a brief, quality-driven paper on a contemporary topic relating to China. *Additional Course Information*: Satisfies Experiential Learning degree req

BUSCOM 740 Business Integrity, Values and Compliance (2 Credit Hours) Corporate compliance and ethics, with an emphasis on professional responsibility in practice, is one of the most exciting and fastest growing global markets for legal services. With increasing frequency, lawyers are tasked with drafting, implementing, and managing corporate compliance and ethics programs. This class will explore the reasons for as well as the structure and implementation of such programs.

BUSCOM 741 Emerging Entertainment (1 Credit Hour) This course examines major areas of emerging entertainment and their associated legal/business issues through the practical lens of attorneys working in those areas. We will cover areas such as the business of video streaming platforms (e.g., YouTube, Tik Tok); the emergence of the creator economy and influencers; the risks and responsibilities from creating original/exclusive content associated with your brand (e.g., Netflix Originals); the lifecycle of entertainment content on an emerging entertainment service (from negotiating a deal to operationalizing the contract to considerations when the license ends); the unique legal issues presented by video games, social media and emerging metaverse experiences (including NFTs, cryptocurrencies, and digital identity); and the wide range of monetization options (with their associated issues) available in these emerging technologies (including AVOD, SVOD, live shopping, merch, and tipping). Our goal is for students to (i) understand the businesses and legal issues of some of these emerging entertainment markets, (ii) appreciate the role that lawyers play in these areas, and (iii) gain some of the practical skills/insights to enter and succeed in these markets professionally.

BUSCOM 742 Entrepreneurship Law in Entertainment (2 Credit Hours) This course will provide students with the foundational knowledge, skills, and strategic frameworks to analyze and structure entrepreneurship opportunities in the entertainment industry. The course will engage students through guest speakers, case studies, weekly writing and drafting exercises, and in-person simulations. Throughout the semester, the class will work on a capstone project in which students will develop the written materials and agreements for an entrepreneurial venture and pitch their idea to the class.

BUSCOM 743 Practicum: Entertainment, Media and Sports Law (4 Credit Hours) In this practicum, we discuss workplace experiences; read and discuss literature, articles, and current events relating to the practice of law in entertainment, media and sports settings; and engage guest speakers on a variety of topics related to the practice of law in entertainment, media, and sports business environments. Our learning comes in a variety of formats, including: readings, class discussions and guest speakers; a weekly externship journal; a final externship report or a group presentation. *Additional Course Information*: Satisfies Experiential Learning degree req

BUSCOM 778 Law Practice in Hi-Tech Industries (2 Credit Hours) This seminar is for students in paid externships in the San Francisco Immersion Program. In this seminar, we discuss workplace experiences; read and discuss literature, articles, and current events relating to the practice of law in high technology settings; and engage guest speakers on a variety of topics related to the practice of law in entrepreneurial/high tech environments. By the end of the course, students have a better understanding of the variety of in-house legal structures in entrepreneurial/high tech companies, the common legal and professional/ethical issues that arise for in-house counsel in entrepreneurial/high tech companies, and the current and future sources of legal change in entrepreneurial/high tech companies. Students are required to write a final paper on a topic related to legal practice in high technology industries.

BUSCOM 779 Practicum: High Tech (4 Credit Hours) This practicum is for students in unpaid externships in the San Francisco Immersion Program. The practicum supplements the externship experience in a team setting where we discuss workplace experiences; read and discuss literature, articles, and current events relating to the practice of law in high technology settings; and engage guest speakers on a variety of topics related to the practice of law in entrepreneurial/high tech environments. By the end of the course, students have a better understanding of the variety of in-house legal structures in entrepreneurial/high tech companies, the common legal and professional/ethical issues that arise for in-house counsel in entrepreneurial/high tech companies, and the current and future sources

of legal change in entrepreneurial/high tech companies. These outcomes will be achieved through a variety of formats, including: class meetings with readings, discussions and guest speakers; a weekly externship journal; and a final externship report. *Additional Course Information*: Satisfies Experiential Learning degree req

BUSCOM 780 The Business & Law of Venture Deals (2 Credit Hours) The class will focus on venture capital and typical topics that a venture-backed start-up faces in organizing the company, getting funded and providing liquidity to its investors. It will offer an overview of venture financing from the perspective of the entrepreneur and investors and cover current legal topics that anyone working in the industry should understand as a business person or lawyer working with start-ups. *Additional Course Information*: Class dates follow University Quarter Schedule

BUSCOM 782K Entrepreneurship: Building Innovation, Teams, and Cultures (1.25 Credit Hours) *Additional Course Information*: Co-listed with Kellogg School of Management, Class dates follow University Quarter Schedule

BUSCOM 782SF Entrepreneurship Culture: Innovation, Teams, and the Law (1.25 Credit Hours) This course is an in-depth study and review of the driving forces behind 'Breakthrough Organizations' that defy the odds and reach outsized success. Students will learn how team, chemistry, goals, purpose, law, and more combine to create an innovation culture that fosters the kind of profound energy, tenacity, and ambition that can lead to exceptional accomplishments. This course examines all known factors that contribute to an innovation culture, including the legal ramifications and offers tools and best practices for creating and sustaining it. The goal of this course is to inform and inspire students about the seminal importance of team and culture as critical drivers for outsized success and to provide them with the skills, practices and insights to create and/or impact the cultures they will inhabit professionally.

BUSCOM 783K Launching and Leading Startups (2.5 Credit Hours) *Additional Course Information*: Co-listed with Kellogg School of Management, Class dates follow University Quarter Schedule

BUSCOM 787K Product Management for Technology Companies (2.5 Credit Hours) *Additional Course Information*: Class dates follow University Quarter Schedule

BUSCOM 788 Assessing Emerging AI and Computational Technologies (1.25 Credit Hours) This course introduces students to artificial intelligence and computational technologies and equips them to identify and assess business and societal opportunities and risks. Globally, leading organizations have begun to embrace these technologies and prepare themselves to leverage future technological advances. This course aims to prepare students to contribute to the development and implementation of innovation initiatives, considering various perspectives, including that of executive, entrepreneur, technologist, regulator, and lawyer. Most of the coursework will be completed in teams, including a final presentation. No prior understanding of the underlying technologies is required for this class. Students will learn enough about these technologies to evaluate them, but will not be required to develop technology solutions. Students will also be introduced to various innovation frameworks, including lean startup and business model canvas. This course also provides a basic introduction to the applicable regulatory, legal, and ethical landscape, including privacy, bias, discrimination, inequality, and the opportunities to improve beyond the status quo. *Additional Course Information*: Class dates follow University Quarter Schedule

BUSCOM 790 Introduction to Social Entrepreneurship (1.25 Credit Hours) This course combines both theory and practice with an end goal of equipping lawyers and business-minded managers to create a positive social impact. The course covers the key fundamentals of the social enterprise movement as well as substantive cutting-edge legal doctrine relevant to the sector. Using the "case study method" typically used in MBA classes, students will examine the challenges of starting, counseling, serving, assessing and funding social ventures through the eyes of the entrepreneur, investor, attorney, board member and community leader. The course provides an overview of the emergence and definition of social entrepreneurship and will explore the intricacies of establishing mission/vision/values, legal structures for both profit and for non-profit social ventures, managing and sustaining growth and board governance. This basic knowledge set will inform any student who seeks to advise, launch, and/or serving on the board of a social enterprise. By engaging with these case studies, students also learn the basics of leadership and management decision-making. *Additional Course Information*: Satisfies Experiential Learning degree req

BUSCOM 801I The Regulatory State (2 Credit Hours) This course considers the principal modes of ex ante government intervention in markets, generally described as "regulation." The course focuses on economic regulation -- that is, the mode of regulation typically associated with utilities and other quasi-public enterprises -- although it will also touch on health and safety regulation, environmental regulation, and other models of regulation. Economic regulation presents a special case because it generally arises when government decides that a particular industry or market has special characteristics requiring intervention, while health, safety, and other forms of regulation are generally applicable (even if implemented in industry-specific regulations). The course starts by defining the traditional justifications for regulation, and evaluating them in light of current understandings (legal, economic, and political). Next, the course discusses the techniques of regulation, what might be called the "regulator's toolbox," including various forms of price regulation, interconnection and unbundling requirements, quality regulation, and service obligations. The trend towards deregulation will be placed in this context, with particular emphasis on the changes in regulation in the U.S. telecommunications and Internet industries. Finally, the course will identify certain alternatives to regulation, such as tort remedies and the application of antitrust. *Additional Course Information*: Executive LLM Program Students only

BUSCOM 802M Business Associations (2.5 Credit Hours) Executive program only. Madrid Instruction. *Additional Course Information*: Executive LLM Program Students only

BUSCOM 803E Business Associations I (3 Credit Hours) This course is designed for those in the Executive LLM Program. Business Associations I provides an introduction to the law that governs business associations. The class is designed to provide students with a foundation in the common law and state statutory systems that regulate business organizations, and to understand the broader legal and policy implications involving this regulation. The course begins with the law of agency, which provides the foundation for our discussion of partnerships and corporations. Most of the course will be dedicated to studying the large, publicly-traded corporation. We will explore limited liability, the ultra vires doctrine, and challenges firms face during incorporation, which, taken together, can loosely be considered the corporation?s dealings with outsiders. We will then proceed to board structure, shareholder voting rules, managers? fiduciary duties, and transactions involving corporate control (which includes takeovers); these topics collectively involve the corporation?s dealings with insiders. *Additional Course Information*: Executive LLM Program Students only

BUSCOM 804E Business Associations II (2.5 Credit Hours) This course is designed for students in the Executive LLM Program. Business Associations II focuses on issue of corporate governance, and in particular on issues facing larger corporations. We begin with the duty of loyalty, as manifested in the corporate opportunity doctrine, the rules governing dominant shareholders, and the special aspects of fiduciary duty applicable in mergers and acquisitions. We also consider the impact of securities laws on corporate governance, by examining securities fraud, insider trading, and shareholder proposals and voting. Throughout, we consider the importance of corporate planning, as well as the business and economic aspects of important business transactions. *Additional Course Information*: Executive LLM Program Students only

BUSCOM 807E Contracts II: UCC Article 2 (Sales Law) (3 Credit Hours) This course provides a practical approach to understanding the law of Sales embodied in Article 2 of the Uniform Commercial Code. The course covers the formation of sales contracts (including offer and acceptance, rejection, revocation, the terms of sales contracts, the statute of frauds, and the "battle of the forms"). We also analyze who suffers the risk of loss when goods are destroyed, express and implied warranties, disclaimers of warranties, and the buyers' and sellers' remedies for breach. This course is designed for those in the Executive LLM Program. *Additional Course Information*: Executive LLM Program Students only

BUSCOM 810 Contract Law (2.5 Credit Hours) Limited to Executive LLM candidates. Introduction to the nature, functions, processes, and limitations of exchange, contract and contract law. *Additional Course Information*: Executive LLM Program Students only

BUSCOM 829I Employment Law (2 Credit Hours) *Additional Course Information*: Executive LLM Program Students only

BUSCOM 844 M&A and Shareholder Litigation (2 Credit Hours) This course is designed to help you as an executive to understand the fundamental functions of mergers and acquisitions in corporate decision making. To achieve the goal of this course effectively, we seek to bridge the gap between practitioners and academicians by applying theory to real world situations with case studies. Finally, issues continuously in the news and the subject of vigorous corporate financial policy debate will be discussed. It is recommended to have taken Business Associations and Mergers & Acquisitions, but these are not required prerequisites for this course.

BUSCOM 850M Antitrust Law (2 Credit Hours) Executive program only. Madrid Instruction.

BUSCOM 901-0 Business Formation & Structure (1.5 Credit Hours) This course covers the law of business organizations, including corporations, limited liability companies and partnerships. We will take a practical approach, focusing on real world aspects of business formation, structure and governance, along with transaction planning. By the end of the course, students will understand basic matters of business associations law, will be able to identify how and when fiduciary duty, business judgment rule and other key corporate law issues arise, and will have a solid foundation for subsequent MSL classes in business and transactional law. Students will be evaluated based on class participation, a midterm written assignment, and a final exam. *Additional Course Information*: MSL Students Only, Course required for MSL degree

BUSCOM 903-0 Project Management in Regulated Environment (1 Credit Hour) Project management is an essential skill in all industries and environments, and it is critical for the success of projects that must address legal, privacy, policy, and other forms of regulatory requirements. Project managers must understand the impact of those requirements on their projects and then adjust their planning and delivery methods accordingly. This course equips students with the essential tools, techniques, and leadership skills to effectively manage these types of projects. This course covers the entire project management lifecycle, from initiating, through planning, delivery, and closure. Students will learn to translate strategic vision into a well-defined project scope, identifying compliance requirements to be incorporated. Students will then learn practical tools for key aspects of planning: governance, roles and responsibilities, scheduling, budgeting, quality and risk management, and communications. Students will also gain best practices for evaluating project health, communicating progress with stakeholders, supporting the team during delivery, and identifying opportunities for continuous improvement. Case studies based on real-world projects will be used for individual and group assignments. In addition to the mechanics of project management, students will enhance the interpersonal skills required for today's project leaders, including project team development and leadership, collaboration, and strategic communication. This course will also introduce students to advanced topics, such as change management, tailoring for agile ways of working, and using generative AI. By the end of the course, students will be equipped with the skills and knowledge to lead complex projects that must meet regulatory requirements to meet the organization's goals. *Additional Course Information*: MSL Students Only

BUSCOM 904-0 Contract Drafting (0.5 Credit Hour) Students will learn basic contract drafting concepts and how to translate the terms of a business deal into enforceable provisions. You will build on this knowledge by drafting a basic contract with a focus on clear, concise and plain language. This process will help you develop the skills necessary to read, analyze and critique contracts drafted by others as well. *Additional Course Information*: MSL Students Only

BUSCOM 905-0 Business Strategy & Frameworks (1.5 Credit Hours) Business strategy encompasses the set of policies that collectively determine how an organization operates. Over the term, students will be introduced to concepts and frameworks that can be used to analyze and formulate business strategies. Students will learn practical frameworks for diagnosing a firm's competitive position, identifying managerial issues, evaluating alternative plans of action, and anticipating the consequences of specific decision options. The course focuses on two main questions: (1) What allows certain firms in certain industries to succeed-that is, earn positive economic profits-while other firms fail? And, (2) Why can certain firms sustain their economic profits over long periods of time, while for other firms these profits quickly disappear? The concepts, skills, and analytical tools of this course rest on economic principles relating to underlying organizational objectives. While businesses exist to generate wealth for their owners, in accomplishing this, firms must often consider stakeholders beyond shareholders. Although the primary focus of this class will be the creation and capture of economic wealth, a variety of other objectives may be present. The concepts and tools learned in class can be used to formulate strategy for any objective. Student assessment will be based on individual and group assignments, class participation, and a final exam. Prerequisite: Business Formation & Structure. *Additional Course Information*: MSL Students Only

BUSCOM 906-0 Contract Law (1.5 Credit Hours) This course presents the basics of contract law. Students will learn what is required to form an enforceable contract, how to understand the meaning of contract terms, when must a contract be in writing, when is a contract breached, and what remedies may be sought in court for a breached contract. *Additional Course Information*: MSL Students Only, Course required for MSL degree

BUSCOM 907-0 Federal Income Taxation (1.5 Credit Hours) Federal Income Taxation serves as an introduction to U.S. federal income tax law. You will not learn how to fill out your tax return or about accounting. Tax isn't primarily about numbers; rather, it is about the government's role in

the economy and the distribution of resources. By the end of this course, you should have a better understanding of: (1) The basic structure of and concepts underlying the U.S. federal income tax system (income, deductions, exclusions, credits, etc.). (2) The different sources of tax law, including not only the Code and regulations, but also administrative guidance, and the relative weight that each of these sources is due. (3) The fundamentals of tax policy. (4) How to read a statute and figure out what the law is. *Additional Course Information*: MSL Students Only

BUSCOM 908-0 Business & Corporate Strategy in Action (1.5 Credit Hours) This course covers strategy in business and corporations, including industry analysis and competitive advantage, value chain analysis and distinctive capabilities, competitive dynamics and blue ocean strategy, as well as digital and on-demand platform business models. We will practice our strategic thinking and strategy toolbox by competing in teams in a realistic strategy online simulation game. Like a strategy "escape-the-room-game", teams must make time-constrained strategic decisions to build their high-performance company and adapt to their virtual world market and competition. By the end of the course, students will have analyzed and gained new strategic insight into real world cases, while testing their strategic and implementation skills in bringing their own company from zero to profitable virtual world domination. Students will be evaluated by individual class participation, worksheets and a take-home essay exam as well as team performance, lab report and final presentation. *Additional Course Information*: MSL Students Only

BUSCOM 911-0 Applied AI in HealthTech (1 Credit Hour) AI (Artificial Intelligence) has emerged as the biggest game-changer in the Healthcare Industry. In the first 3 sessions of this course, we will analyze and develop systematic frameworks to assess the business value as well as the legal, ethical and regulatory risks of the key AI-data enabled healthcare strategies--to save time, lives and money. We will cover disruptive company case examples and explain the so-called "Deep Medicine" scenarios revolutionizing the highly active venture-capital funded sectors of • Virtual Assistants, Therapy Bots and Carebots for Elder Care • Medical Imaging and Diagnostics • Patient Data and Risk Analytics The fourth and last day of the session will be a hands-on Applied AI NLP (Natural Language Processing) Chatbot Bootcamp. We will use Google Design Sprint techniques to design and prototype a mobile healthcare chatbot (Snatchbot) and then explain its value proposition and usage in a 2-3 minute video pitch (Powtoons). No coding or technical background required since we'll be using a free drag and drop mobile chatbot builder and video editor. Your team pitch and demo will be presented in class for voting and winning fun prizes. *Additional Course Information*: MSL Students Only

BUSCOM 912-0 Assessing AI & Computational Technologies (1.5 Credit Hours) This course introduces students to artificial intelligence and computational technologies and equips them to identify and assess business and societal opportunities and risks. Globally, leading organizations have begun to embrace these technologies and prepare themselves to leverage future technological advances. This course aims to prepare students to contribute to the development and implementation of innovation initiatives, considering various perspectives, including that of executive, entrepreneur, technologist, regulator, and lawyer. Most of the coursework will be completed in teams, including a final presentation. No prior understanding of the underlying technologies is required for this class. Students will learn enough about these technologies to evaluate them, but will not be required to develop technology solutions. Students will also be introduced to various innovation frameworks, including lean startup and business model canvas. This course also provides a basic introduction to the applicable regulatory, legal, and ethical landscape, including privacy, bias, discrimination, inequality, and the opportunities to improve beyond the status quo. *Additional Course Information*: MSL Students Only

BUSCOM 913-0 Global Product Development (0.5 Credit Hour) The course provides an end-to-end view of global product development within the framework of a product's full life cycle. We will analyze product and service development cases and current business situations to identify key intersection areas of business, law & technology to understand value creation opportunities as well as cost and liability traps. The business case reviews will be covered within a broader framework of the stages of product & service life cycle management. There will be an enhanced focus on global product development, leverage of integrated end-to-end supply chains & the critical job roles in product development (and associated career success factors). *Additional Course Information*: MSL Students Only

BUSCOM 915-0 Entrepreneurial Finance and Venture Capital (1.5 Credit Hours) This class will provide students with an introduction to raising funds for a new venture. Topics to be covered include debt verses equity, secured lending, demand for risk capital, the entrepreneur and the search for investment capital, the venture capital investor, the basic terms of an early stage venture capital deal, the more complex later stage financing deal, venture capital financing documentation (including purchase agreements, stock terms, stockholders' agreements, registration rights agreements, management stock and employment agreements, etc.), and deal process and closings. Relevant legal considerations will be examined, but the emphasis will be on the practical and market considerations involved in these deals. Prereq: Business Formation and Structure. Recommended: Entrepreneurship Law. *Additional Course Information*: MSL Students Only

BUSCOM 916-0 The Evolution of AI: Practical, Ethical & Legal Issues (1.5 Credit Hours) This course offers a comprehensive understanding of Artificial Intelligence (AI) from historical, ethical, and practical perspectives. Designed for students with little to no technical background in AI, the course begins by introducing the foundational concepts and historical milestones that have shaped the field of AI. Students will explore how AI has evolved from early rule-based systems to the sophisticated machine learning algorithms and neural networks that power today's intelligent systems and large language models. The course delves into the ethical and legal considerations surrounding AI, examining both the benefits and potential risks associated with the deployment of AI technologies. Topics such as bias in AI systems, privacy concerns, copyright and data use, and the ethical implications of autonomous decision-making will be explored in depth. Students will be encouraged to critically analyze these issues and consider the broader societal impact of AI applications. Special attention will be given to the latest advancements in AI, such as large language models (LLMs), multi-modal AI, and robotics. Students will learn about cutting-edge research and developments that are pushing the boundaries of what AI can achieve. They will explore the capabilities and limitations of these technologies and discuss their potential future applications. A significant portion of the course will focus on the practical applications of AI across various domains, including healthcare, finance, manufacturing, and technology. Each week student groups will present a selected topic in AI from recent news to latest research trends. Through case studies and real-world examples, students will gain insights into how AI is being used to solve complex problems, improve efficiencies, and drive innovation in these industries. By the end of the course, students will have a well-rounded understanding of AI, its historical context, ethical implications, and practical applications. They will be equipped with the knowledge to critically evaluate AI technologies and consider their potential impact on

their own professional fields. *Additional Course Information*: MSL Students Only

BUSCOM 917-0 Introduction to Securities Regulation (1.5 Credit Hours) This course provides an overview of the regulation of the sale of securities under the Securities Act of 1933 ("Securities Act") and the reporting and disclosure requirements under the Securities Exchange Act of 1934 ("Exchange Act"). These subjects include the operation of the Securities and Exchange Commission ("SEC"), the definition of "security," the registration of securities for public sale, the exemptions that permit sales without registration with the SEC, securities law disclosure requirements, the federal proxy rules, the anti-fraud provisions, including Rule 10b-5, and insider trading. The course is designed for a student interested in gaining a general familiarity with the basics of the federal securities laws, with a focus on issues faced by less mature companies, as well as considering the core provisions applicable to a company accessing the public market for capital and then becoming subject to the public reporting requirements applicable to publicly traded companies. The course does not address business structure and the negotiation of securities transactions. The focus, rather, is on the fundamentals of securities regulation. *Additional Course Information*: MSL Students Only

BUSCOM 919-0 Product Management: Building & Scaling Intelligent Products (1 Credit Hour) Two defining characteristics of the technology industry are its dynamic nature and the interconnected nature of technology products and services. This results in a continuous need for new products—and for managing all of the aspects of discovering, designing, developing, supporting and making money from these products. In technology companies, the Product Management organization is responsible for the “inbound” product development activities as well as “outbound” product marketing activities: discovering customer needs, defining product requirements, orchestrating the development of products and solutions to address these needs, taking new products to market and managing products over their life cycle. In a technology startup, a Product Manager is often a co-founder of the firm. Larger technology firms have specialized Product Management organizations consisting of various types of product manager roles, including Product Managers, Product Marketing Managers, Product Planners and Program Managers. This course equips students with the frameworks, tools and direct experience to become effective product managers. The course focuses equally on product management in technology startup firms and product management in large technology firms. Students will gain hands-on experience via taking their own pitch through the class within teams of 5. The power week MSL course will also focus on day 2 on building intelligent products. As we progress, you'll gain a foundational grasp of machine learning and AI, setting the stage for a deep dive into the world of generative AI and evolving the field of product management. This knowledge serves as a launchpad to reimagine various organizations’ transformation, emphasizing profitability and cost efficiency from the outset. *Additional Course Information*: MSL Students Only

BUSCOM 922-0 Presentation Design & Visual Storytelling (0.5 Credit Hour) "In this hands-on workshop, students will learn how visual communication and presentation design can help professionals communicate about and promote ideas. We will explore how visual communication and graphic visualization can benefit teams and organizations and how these processes can be used to convey ideas to customers, co-workers, and investors in a meaningful and impactful manner. The workshop considers questions such as: What are the basic building blocks of "storytelling" and why are organizations identifying it as a core leadership skill? What can we learn from engaging TED Talks that will improve our everyday communication? How do we think about our target audience and what they want to hear? What are simple, yet effective principles for the use of color, typography, images, and data? Student assessment will be based on active participation in discussion, and performance in class activities and exercises. *Additional Course Information*: MSL Students Only

BUSCOM 925-0 Employment Law (1.5 Credit Hours) Employment Law is designed to pick up where other courses leave off. Equipped with strategies for managing intellectual property and business planning, you must consider how it will all work within the employment structure of your enterprise. Whether you plan to start your own business or work within an existing company, you will be faced with legal issues relating to human capital. To that end, this course will start with the legal consequences of how workers are classified, an issue central to running a business, managing others, and knowing your own rights. We will then talk about the risks and opportunities around granting and receiving job security through written contracts and other devices. After that, we will cover questions of utmost importance to workers and employers in the current legal-social-political climate: workplace privacy and employment discrimination. Both areas of law are in flux, and are crucial to risk management on the employer side and legal rights on the employee side. Course assessments will consist of weekly exercises, as well as a final examination and capstone assignment in the form of a team presentation. *Additional Course Information*: MSL Students Only

BUSCOM 927-0 Change Management & Corporate Compliance (0.5 Credit Hour) This course is designed to give students an understanding of corporations’ compliance obligations and how to implement them in ways that can reduce legal risk and exposure. During the class students will learn about the history of corporate compliance efforts, and how they can use change management tools to develop, implement, and maintain programs that meet complex obligations across multiple industries. This class will explore the delicate balance between legal privilege and corporate buy-in in developing adaptable, risk-based programs. *Additional Course Information*: MSL Students Only

BUSCOM 935-0 Entrepreneurship Lab: Part I (1 Credit Hour) The Entrepreneurship Lab introduces students to the entire innovation life cycle from ideation to investor presentation. The course will cover needs identification, value proposition development, legal protection, navigation of regulatory issues, and business plan presentation. Students will select a project for commercialization and work in teams to assess and refine its commercial viability, technical feasibility, and user impact. Teams will work hands-on to transform their ideas into a marketable invention. They will undertake the necessary steps to plan for the commercial development of their inventions, including developing suitable legal protection for their ideas and addressing technology transfer issues. In the Fall 2 class, students will define an unmet market need, understand the key stakeholders, and assess the legal and technical risk factors in commercializing a solution. In the Spring 1 class, which is a continuation of the Fall 2 class, students will apply principles from patent, regulatory, and entrepreneurship law to their project to create the foundation necessary to move their technology into the market. *Additional Course Information*: MSL Students Only

BUSCOM 940-0 Entrepreneurship Lab: Part II (1 Credit Hour) The Entrepreneurship Lab introduces students to the entire innovation life cycle from ideation to investor presentation. The course will cover needs identification, value proposition development, legal protection, navigation of regulatory issues, and business plan presentation. Students will select a project for commercialization and work in teams to assess and refine its commercial viability, technical feasibility, and user impact. Teams will work hands-on to transform their ideas into a marketable invention. They will undertake the necessary steps to plan for the commercial development of their inventions, including developing suitable legal

protection for their ideas and addressing technology transfer issues. In the Fall 2 class, students will define an unmet market need, understand the key stakeholders, and assess the legal and technical risk factors in commercializing a solution. In the Spring 1 class, which is a continuation of the Fall 2 class, students will apply principles from patent, regulatory, and entrepreneurship law to their project to create the foundation necessary to move their technology into the market. *Additional Course Information*: MSL Students Only

BUSCOM 945-0 Business Combinations (1.5 Credit Hours) This course will focus on mergers and acquisitions from both a business and legal perspective. Students will learn the practical aspects of these so-called ¿change of control¿ transactions, from the initial motivations for business combinations and continuing through due diligence, negotiating the deal, and working towards the successful post-deal integration of management and operations. Along the way, the course will address state law requirements for mergers and acquisitions, approaches for contract negotiation and drafting, fiduciary duties of directors and business managers, antitrust concerns, and federal securities law requirements. Intellectual property is often a driver in business combinations and its place in these transactions will be a focus. The course will also explore strategies businesses use when trying to avoid hostile takeovers, and the inherent conflict between managers and business owners when considering possible business combinations. Throughout the course, students will be exposed to real-world deal documents and will learn about the different skills they will need, and roles they may serve, in acquisition transactions. Prereq: Business Formation and structure. *Additional Course Information*: MSL Students Only

BUSCOM 951-0 Business Internship (0-5 Credit Hours) MSL students may participate in an internship in the field of business as part of their MSL academic program. There are a variety of possible placements at companies. The work done in the internship will further the educational goals of the MSL program, develop the MSL student¿s skills, and provide real world and practical training for the student. Internships are supervised by an on-site supervisor and by an MSL faculty member. A minimum of 45 hours of internship work is required for each credit awarded. Registration Requirements: Once the student has identified and been accepted at an approved placement, the student will apply to the MSL Program Director for permission to enroll in the internship; approved students will be given a permission number to enroll in the course. Evaluation Methods: Internship performance will be evaluated by the student¿s on-site supervisor, in conjunction with the MSL faculty supervisor, on a credit/no credit basis. The on-site supervisor will complete two written evaluations of the student¿s work ¿ one mid-way through the internship and a final evaluation. *Additional Course Information*: MSL Students Only

BUSCOM 952-0 Strategic Decision Analysis: Gaining Competitive Advantage in an Uncertain World (0.5 Credit Hour) In this 1-day interactive seminar, you will receive a solid introduction to the basic principles of decision analysis and learn how to analyze the choices that shape our lives and organizations. We will discuss various organizational and technical challenges to making high-quality decisions, and present the various tools and methods that can be employed to address these challenges. This seminar will help you: · Learn best practices on making smarter personal and professional decisions · Capture uncertainty and complexity in a structured, logical framework · Lead senior management and team members toward consensus on strategic planning · Avoid the pitfalls of relying on intuitive decisions The benefits of applying these concepts go well beyond making smart decisions, and include improved communication and buy-in, consistency of resource allocation across projects, focus on key drivers of success, and better quality and more efficient collection of relevant information. The material will be a combination of lecture, class exercises, and case studies which draw on examples from R&D, asset valuation, licensing deal structures, capacity planning, risk management, compliance, lifecycle management, and portfolio prioritization. *Additional Course Information*: MSL Students Only

BUSCOM 955-0 The Deal:Working with Contracts and Contract Language (1 Credit Hour) This course examines the connection between the law of contracts and the practice of contract law through the lens of particular agreements and their terms. Among the types of contracts we will examine will be letters of intent, merger and acquisition agreements, employment contracts, and non-disclosure agreements. Readings in contract law and theory will be supplemented by in-class simulations using the traditional elements of business deals: the close reading of contract language, the drafting of particular clauses, and the negotiation of business points among parties of equal, and sometimes unequal, bargaining power. Prerequisite: Contract Law & Design. *Additional Course Information*: MSL Students Only

BUSCOM 956-0 Visual Communication for Systemic Change (0.5 Credit Hour) This full day workshop addresses questions relating to using visual communication tools to improve work performance. What are the basic building blocks of "storytelling" and why are organizations identifying it as a core leadership skill? What can we learn from engaging TED Talks that will improve our everyday communication? How do we think about our target audience and what they want to hear? In this hands-on class, students will learn how visual communication and graphic visualization can help professionals discover, brainstorm, prototype, communicate about, and promote ideas. We will explore how visual communication and graphic visualization can benefit teams and organizations and how these processes can be used to convey ideas to customers, co-workers, and investors in a meaningful and impactful manner. Student assessment will be based on active participation in discussion, and performance in class activities and exercises. *Additional Course Information*: MSL Students Only

BUSCOM 957-0 Responsible Data and AI in Business (1.5 Credit Hours) This course is designed to introduce the student to data science tools and methodologies for solving business problems. Beyond understanding and applying data science tools, the goal of the course is for the student to understand how to extract value from data and to become a savvy consumer of data products, while avoiding analytical pitfalls. With the rapid technological advances that have occurred over the past few decades, society has become increasingly data centric. Indeed, many consider data to be the new oil. Companies leverage data about your location, habits, preferences, social interactions, spending patterns, and more to improve their bottom lines and market positions. Companies also analyze their own data to understand what's working, what's broken, and where to make changes. But how do you derive real value from data? To build practical experience and understanding, the course will include a mix of lectures, hands-on exploratory exercises, and team-based discussions. Exploratory exercises will include the use of industry-relevant tools to provide exposure to data science software. The course covers visualizing and summarizing data, demystifying algorithms, applying algorithms to business data, presenting results, and developing a feel for making data-based decisions and recommendations in a business context. *Additional Course Information*: MSL Students Only

BUSCOM 958-0 Introduction to Marketing Analytics (0.5 Credit Hour) This class focuses on marketing analytics - the practice of collecting data and analyzing that data to drive a company's marketing strategy. Data and analytics are obviously related to every industry and business function, but marketing analytics has become increasingly important in recent years. While data courses are usually focused on teaching data science or statistics concepts, and more technical classes focus on

coding and databases, this class will focus on how data analytics are applied in the real world. This class will help students better understand: the technologies used in data analytics, exploring such questions as what cookies actually are and what is the difference between a CRM and a CDP; why and how some companies (such as Google and Meta) are so successful at marketing and what these successful companies have in common; how regulations like GDPR and other privacy laws affect business/marketing decisions; and different professional roles in this area, such as data engineers and marketing analysts. *Additional Course Information*: MSL Students Only

BUSCOM 962-0 Advanced Contracts: Practical Aspects (0.5-1.5 Credit Hours) This course will emphasize a realistic, hands-on approach to basic contract drafting, contract negotiations and transactional practice skills generally. It is designed to provide meaningful preparation and perspective based on actual experience - a peek behind the curtain at what really happens when trying to get an agreement or deal done - and to equip students with useful, practical insight and a solid foundation of professional skills upon which to build. We will focus on the ins-and-outs surrounding real world contracts and provisions rather than contract theory and purpose. Students will leave the course with valuable real-world context, giving them a leg up for successful participation in a transactional role or context. *Additional Course Information*: MSL Students Only

BUSCOM 965-0 Entrepreneurship Law (1.5 Credit Hours) This course is designed to acquaint students with many of the legal challenges associated with launching and building an entrepreneurial venture, including leaving a current employer, forming an entity, selection of a company name, venture capital and debt financing arrangements, protecting the trademarks and other intellectual property of the new company, employment and worker classification issues, building a team, creating a company culture and risk management. We will also discuss social entrepreneurship, including not-for-profit organizations and for-profit businesses launched with the purpose of having a social impact. These issues will be approached from a practical perspective, which will include one or more guest speakers together with several hands-on exercises. The goal is for students, upon completion of the course, to be well acquainted with, and have certain basic tools to address, the wide spectrum of issues that confront most early-stage businesses. Prerequisite: Business Formation & Structure. *Additional Course Information*: MSL Students Only

BUSCOM 967-0 Ethics, Whistleblowing, & Corporate Compliance (1.5 Credit Hours) Whistleblowing is the deliberate revelation of information regarding alleged wrongdoing. The alleged wrongdoing often occurs in an organization or governmental agency and can include violations of company or government policy, fraud, corruption or even threats to public safety. In this course, we will look at the act of whistleblowing through the lens of an ethicist. We will study and discuss the laws regarding whistleblowing, recent whistleblower revelations and the competing interests and loyalties for all stakeholders. In addition, we will investigate broader issues including combatting corruption and promoting business integrity, while using corporate compliance mechanisms to assist in the prevention and detections of breaches of ethical norms and violations of laws and regulations. *Additional Course Information*: MSL Students Only

BUSCOM 975-0 Introduction to Accounting and Financial Statements (1.5 Credit Hours) This course introduces the language and techniques used to evaluate company performance. The first half of the course provides an introduction to financial statements. Financial statements are often referred to as the "language of business," because they are the primary method of communicating financial information to parties outside an organization. We will analyze several sets of real-world financial statements and learn how to interpret the various numbers included within them. The second half of the course provides an introduction to managerial accounting and time value of money. Managerial accounting encompasses techniques used to analyze financial information within a company. We will learn how to determine a product's cost and the number of units of a product that a company needs to sell to break even or to meet certain profit targets. Finally, we will discuss time value of money and learn how to calculate present values and futures. Time value of money is an important topic underlying valuation of assets, including intellectual property. *Additional Course Information*: MSL Students Only

BUSCOM 980-0 Cases in New Venture Strategies (1 Credit Hour) Innovation and invention are different concepts and both are important to start-ups and established firms. In a case-method course, we examine current companies ¿ several each week from a single sector ¿ trying to explain, exploit, and defend innovations and inventions that separate them from competitors. Many of the companies we study are raising capital or going through major transitions ¿ it is not unheard-of for a company we were planning to study in Week 5 to be out of business by the time Week 5 comes around. This is a fast-paced course where students are asked to adapt, contribute, discuss, debate, and do research each week ¿ the goal is for students to learn more than many people learn in a whole summer at a venture capital firm or in the private equity arm of a bank. A working knowledge of concepts of corporate finance, accounting, and venture capital is helpful, but not mandatory. The instructor will provide materials, though students will be expected to embark on independent research on the Internet and using other resources to better understand the companies studied each week. Assessment will be based on midterm and final papers that will examine specific companies, with students asked to justify their arguments through independent research on comparable companies, historical reference points, and competitors. Registration Requirements:Completion of Business Formation & Structure. Evaluation Method: Midterm and final papers will examine specific companies, with students asked to do independent research on comparable companies, historical reference points, and competitors to justify their arguments. Class Materials: The instructor will provide materials, though students will be expected to embark on independent research on the Internet and using other resources to better-understand the companies studied each week. *Additional Course Information*: MSL Students Only

BUSCOM 982-0 Public Persuasion Skills and Strategies (1.5 Credit Hours) How is it that innovative ideas become institutionalized as policies? How do organizations clearly communicate their visions, both within their halls and around the world? And how do leaders galvanize and spur others to action, particularly during the most chaotic and anxious times? The answer, in each case, is public persuasion. This course is an intensive workshop in how to develop policy ideas, powerfully articulate them, and secure commitment and action on their behalf. It develops the sensibilities and skills crucial to maximizing personal influence, both in writing and speaking, and particularly in situations where technical knowledge meets multiple stakeholders (including lawyers) and business imperative. It focuses upon: (1) locating key personal convictions, which are crucial to persuading others; (2) employing strategies and techniques for approaching multiple audiences; (3) development of crystal-clear organization of pointed messages; (4) powerful use of language, data, and stories; (5) transformation of technical concepts into impactful ideas; (6) the ability to persuasively employ shared organizational values and experiences; and (7) tangible advice for effective public speaking. No pre-requisites. *Additional Course Information*: MSL Students Only

BUSCOM 984-0 International Team Project-MSL (2 Credit Hours) ITP courses are designed to allow greater student involvement in developing the curriculum of the course than traditional courses allow. The extent of student control will be the discretion of the individual faculty teaching these courses but ideally, students will be involved to some extent in suggesting readings, organizing speakers and presentations at NU, choosing and developing topics of study, arranging travel and accommodation logistics and setting up appointments, interviews and meetings in country. Students will be required to work in teams and to produce and present a final team project. *Additional Course Information*: MSL Students Only

BUSCOM 992-0 Business Torts (1.5 Credit Hours) This course will provide an overview of tort law as it applies to businesses (as opposed to individual persons). The course will start with an introduction to the principles of a "tort" generally and how torts fit into the legal system overall. From there we will move into an examination of the specific ways in which businesses are liable for tortious actions such as fraud & misrepresentation, false advertising, and liability for physically injuring individuals (i.e., product liability and toxic torts). We will also look at ways in which business can be liable for their competitive conduct towards other businesses, including the "interference" torts of tortious interference with contracts or business relations, theft of trade secrets, and the various regimes imposing liability for unfair competition. *Additional Course Information*: MSL Students Only, Course required for MSL degree