

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 course 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. Classes begin the week of September 23, 2013. *Additional Course Information:* Class dates follow University Quarter Schedule, Co-listed with Kellogg School of Management

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. REGISTRATION RESTRICTIONS: JDs should bid only on Section 1 LLMs should bid only on Section 2 PRE-REQUISITES/RESTRICTIONS: JDMBA students are not permitted to take this class at the law school, but must take it in their 2J year at Kellogg. *Additional Course Information:* Tax LLM Program Course, 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 course 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:* Class dates follow University Quarter Schedule, Co-listed with Kellogg School of Management

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. REGISTRATION RESTRICTIONS: JDs should bid only on Section 1 LLMs should bid only on Section 2 PRE-REQUISITES/RESTRICTIONS: Students need not have any prior coursework in statistics or economics. JDMBA students are not permitted to take this class at the law school, but must take it in their 2J year at Kellogg.

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. This class will meet on the Winter Quarter schedule, which means - for Spring Semester 2019 – that it will begin during the same week as the Spring Semester but conclude before Spring Break. JDMBA students are not permitted to take this class at the law school, but must take it in their 2J year at Kellogg. Evaluation: Class participation, problem sets and projects, and final exam. Section 1 is for JD students only Section 2 is for LLM students only. *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 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:* Class dates follow University Quarter Schedule, Open to First Year Students

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, Counts toward Business Enterprise Concentration

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. Method of Evaluation: Final examination; group problem presentation (online); participation Reading Materials: Sales:

A Systems Approach (5th edition) (Daniel Keating) NOTE the following rules for distance courses: -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. *Additional Course Information:* Counts toward Business Enterprise Concentration

BUSCOM 606 Sales (2 Credit Hours)

BUSCOM 607 Business Combinations (2 Credit Hours)

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"). PRE-REQUISITES/RESTRICTIONS: BUSCOM 601S Business Associations or BUSCOM 602L Corporations is recommended, but not required.

BUSCOM 611 European Union Law (3 Credit Hours) Set against the backdrop of the UK intending to leave the European Union (Brexit), this course will study the basic institutional and substantive law of the EU, with a critical perspective. After a historical introduction, we will examine the EU institutions (including the Commission, Council, Parliament, European Council and Courts), and their relationship, paying particular attention to the complex decision-making procedures and their perceived ineffectiveness. We will then address the relationship between the EU and its Member States, including the division of powers and the core principles of supremacy, subsidiarity, proportionality and loyalty. The judicial architecture of the EU will follow, with emphasis on the various legal recourses available before EU and national courts. To wrap up the institutional part, we will revisit the wave of institutional reforms - successful and failed - in this century and the fundamental issues raised by increased opposition to the EU in the various Member States, culminating in Brexit. In the substantive part, we will cover the canon of EU law - internal market, competition law, trade law and economic and monetary union (euro) - looking at the specificities of EU law in those areas and the challenges the EU faces. The role of fundamental rights and European citizenship will also be covered. We will finally look at EU efforts to develop a common voice in foreign and security policy, and to police migration flows across the EU borders. Teaching methods: Class participation, discussion and lecture. Evaluation method: Essay and final exam.

BUSCOM 613G Cross-Border Transactions (2 Credit Hours) This course will examine issues that arise when commercial transactions cross national borders. Subjects that will be explored include: the political, legal and cultural frameworks of jurisdictions outside of the United States; points of entry for investors and businesses; due diligence, negotiation and deal documentation challenges; competition filings, approvals

and related considerations; international disputes and resolution mechanisms; and anticorruption laws and enforcement. Subjects will often be explored in the context of specific regions and jurisdictions. PRE-REQUISITES/RESTRICTIONS BUSCOM 601S Business Associations.

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 621 Advanced Securities Regulation (2-3 Credit Hours)

This seminar will examine the organization and operation of the United States Securities and Exchange Commission. It will concentrate on the SEC's regulation of the securities markets. Topics will include: SEC organization, funding, and relations with Congress; analysis of the 2008 - 2009 credit crisis; civil liability under the federal securities laws; regulation of broker-dealers; SEC enforcement of the securities laws; proxy voting and shareholder activism; hedge funds; derivatives regulation; and, securities market structure and volatility. The seminar will be taught by Professor David Ruder, former Chairman of the SEC. From time to time SEC officials, securities lawyers, and others will participate in the seminar. A one or two draft paper will be required. Class materials will consist of extensive PDF and internet assignments. Class participation will be expected. There are no prerequisites. A finance or business background will be useful, as will completion of or concurrent registration in the securities regulation course. A more extensive description of the seminar may be obtained from Marianne Martinez at m-martinez@law.northwestern.edu. *Additional Course Information:* Counts toward Business Enterprise Concentration

BUSCOM 623 International Financial Markets (2-3 Credit Hours) This course offers an introduction to and survey of legal aspects of the raising and distribution of capital and to expose them to the major legal issues that such movements raise. Students review primary legal documentation of specific transactions as well as secondary source material. Three general areas are covered: The International Monetary Fund and the international legal structure related to the international capital movements; the movement of capital among developed countries primarily in the euromarkets; and the movement of capital from developed countries to developing countries and the related sovereign debt re-scheduling. Evaluation: Final examination.

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 each year subject to the minimum enrollment requirement of ten students. Prerequisites: None. The casebook contains the necessary background under the federal securities laws for those who have not taken the introductory course in Securities Regulation. An understanding of civil procedure in common law jurisdictions is highly desirable, as most of the course material is cases decided by U.S. federal courts. Teaching Methods: Class Participation, Discussion, Lecture Evaluation Methods: Class Participation, Final Exam (Open Book) Class Materials: Securities Litigation and Enforcement by Donna M. Nagy et al. (4th edition 2017). ISBN-13: 978-1-68328-165-8. Other materials will be posted on Canvas. Students may also want to have a statutory supplement, ideally a 2017 edition though the provisions of the law on which this course focuses have not changed since 2010. The relevant statutes and rules are also available on-line at <https://www.sec.gov/answers/about-lawsshtml.html>. *Additional Course Information:* Counts toward Business Enterprise Concentration

BUSCOM 625 Securities Enforcement (2-3 Credit Hours) The subject of this course is the enforcement of the federal securities laws by the Securities and Exchange Commission ("SEC") and, secondarily, by self-regulatory organizations such as the National Association of Securities Dealers Regulation, Inc. and stock exchanges. The course will focus on how the SEC enforces the federal securities laws in administrative proceedings at the SEC and actions in court (including referral of criminal prosecutions to the Department of Justice). The course will address all phases of the SEC investigation and litigation process. Particular attention will be given to how the SEC uses the settlement of cases as a vehicle to make its interpretation of the law known to the public or to bring about change in the securities industry or in the behavior of public companies and their executives, accountants and attorneys. An analysis of the substantive development of the federal law of insider trading - where the SEC has used all of the weapons in its arsenal - will be used as a case study to gain an understanding of all facets of the SEC's enforcement activities. Text: Teaching Method: Evaluation: Examination: 70% - Open book examination. Consult the professor about the possibility of research paper.

BUSCOM 626 Futures Markets (2-3 Credit Hours)

BUSCOM 628 Employee Benefits (2-3 Credit Hours)

BUSCOM 629 Employment Law (3 Credit Hours) This course is your entrée into the study of employment law. It is a survey course that explores a broad range of common law and statutory doctrines affecting the rights of employees and employers in the contemporary labor market. We will explore who the players are - employees, employers, independent contractors, and contingent workers - and the "stakes" involved in these classifications. We will also study the employment-at-will doctrine; the tort and contract law incursions into this doctrine; and workplace privacy protections with constitutional, statutory, and common law bases. Our coverage will include major federal anti-discrimination and workplace accommodation statutes, including Title VII, the Americans with Disabilities Act, and the Age Discrimination in Employment Act. *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. Course Material: "Labor Law in the Contemporary Workplace" (Schmidt, Malin, Corrada, Cameron and Fisk, 2nd Edition, 2014) (probable text for the class) plus 2016 Update (that will be available on-line). The following are valuable resources and are available in the Law School's Law Library: "The Developing Labor Law: The Board, the Courts and the NLRA" (John E. Higgins, ed., 6th Edition, 2012) and 2016 Cumulative Supplement (thorough analysis of the statute and case law in all areas of labor law which provides an excellent starting point for research. "Understanding Labor Law" (Ray, Sharpe & Strassfeld, 4rd edition, 2014) (basic and relatively up-to-date reference on the law, written for students) NLRB's own Website: www.nlrb.gov. This site contains valuable information regarding pending labor law issues, the agency and the agency's decisions. *Additional Course Information:* Open to First Year Students, Counts toward Business Enterprise Concentration

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-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

BUSCOM 631M Business and Entrepreneurship Law for LLMs (2 Credit Hours) This course is designed for international students seeking LLM degree. Students will learn U.S. law governing the formation, operation and sale of a privately-held or family business. The topics will include choice of entity, special issues of governance and succession, facilities leases, purchase and lease of equipment and financing same, employment issues, distribution and franchise agreements, intellectual property and advertising issues, real estate acquisition and financing, letters of intent and the sale of assets/equity interests. Prerequisites: Corporations or Business Associations. Helpful courses: Intellectual Property, Antitrust, Securities Regulation, Real Estate Transactions, Contract Drafting and U.S. tax law Presentations: Students will also make oral presentations from time to time on the projects on which they are working, and will be asked, from time to time, to comment on differences between U.S. law and the law of their home countries. Writing Assignments: Students will conduct research and write legal memoranda or opinion letters on hypothetical case studies and will review and draft legal documents (e.g., an operating agreement for a Limited Liability Company). At least one of the three written assignments will be reviewed by the instructor and returned to the student for revisions and resubmission. Evaluation Method: Students will receive grades on each paper and a composite grade for the entire semester based on their attendance, classroom participation and written work. There will be no final examination. Course Materials: "The Entrepreneur's Guide to Law and Strategy" 5TH EDITION. Authors are Constance E. Bagley and Craig E. Dauchy. Note: The course is open only to LLMs Note: If you enroll in BUSCOM 631 you should not enroll in this course. *Additional Course Information:* LLM Candidates only

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 633A Structuring Transactions (2-3 Credit Hours) Alvin Kruse is a partner at Seyfarth Shaw. The course will focus on the process of drafting legal documents, on principles of law and legal ethics that have a bearing on drafting and on some fundamental legal concepts and techniques that are used in structuring and documenting transactions. Students will have the opportunity to draft document provisions working from term sheets and deal summaries. The course will explore the objectives of good drafting, the structure and organization of legal documents, the major parts of documents, drafting techniques, common terms and phrases, some commonly used document provisions (such as contract term provisions, discretionary provisions, default provisions and litigation provisions), and some common types of documents (such as letters of intent, releases, guarantees, employment contracts, leases, letters of credit and stock purchase agreements). There will be a series of short drafting exercises and a major drafting project, for which the student will have the choice of completing one, two or three drafts.
Additional Course Information: Third year students only

BUSCOM 633E Structuring Transactions: Information Technology and E-Commerce (2-3 Credit Hours) Andrea Matwyshyn is an Assistant Clinical Professor and an instructor in the Small Business Opportunity Center. This course provides a practice-oriented introduction to the mechanics, documents, and legal issues implicated in information technology transactions. Specifically, students will (1) discuss the basic stages and documents common to most types of corporate transactions and, specifically, to information technology transactions; (2) analyze most of the major types of information technology agreements, including asset purchase agreements, license agreements, maintenance agreements, hosting agreements, development agreements, ASP agreements, domain name transfer agreements, terms and conditions of use and privacy policies; (3) discuss e-commerce website layout (graphical user interface) restructuring and privacy/data collection counseling; and (4) discuss legal and business issues common to most information technology transactions. Method of evaluation: Grading will be based on class

participation, a drafting assignment, and a research paper. Graduation writing requirements: With the prior permission of the instructor, the Law School's one-draft and two-draft writing requirements may be satisfied and an additional hour of credit may be earned.

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 course begins with a simple bilateral financing arrangement and considers the competing objectives of the lender and the borrower. As the course progresses, we examine in depth the provisions of a typical financing contract, the remedies generally available to a lender and additional structural support that might be made available to a lender. The class will then explore variations on these themes by looking at (i) the leveraged buyout; (ii) the use of bank syndicates; (iii) securitization facilities and alternative structures in the debt capital markets; and (iv) cross-border financing transactions. Throughout the class, students will examine sample documentation, will draft contract provisions and will negotiate from various positions around the table.

BUSCOM 633I Structuring Transactions: Real Estate (2-3 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. An additional credit is possible with instructor permission and completion of additional work. This course will not satisfy any part of the graduation writing requirement. *Additional Course Information:* Satisfies Experiential Learning degree req

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: Corporations or Business Associations. Other helpful courses: Antitrust law, contract drafting and securities regulation are helpful but not required. Graduation writing assignments: Drafting assignments and other written work do not meet any of the Law School's graduation writing requirements. *Additional Course Information:* Satisfies Experiential Learning degree req, Counts toward Business Enterprise Concentration

BUSCOM 6330 Structuring Transactions: Matrimonial Law (2 Credit Hours) This course is designed to acquaint students with the financial and other legal issues associated with matrimonial law. Students will engage in practical simulations of meetings with clients, settlement conferences with clients and opposing counsel, pretrial conferences with judges and opposing counsel, and drafting and negotiating a variety of documents. The course will expose students to the documents associated with divorce such as disclosure statements, marital balance sheets, pretrial memoranda, joint parenting agreements and marital settlement agreements, while gaining an understanding of how these documents fit into the divorce process. Speakers will include judges, financial and custodial experts, and practicing matrimonial attorneys. Students will leave this class with a greater ability to represent, negotiate and settle dissolution of marriage matters on behalf of clients. The class will be useful not only for those students who want to practice matrimonial law in the future but for all those looking to develop critical drafting, negotiation and oral presentation skills.

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 conducted 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 Materials: Structuring Venture Capital, Private Equity and Entrepreneurial Transactions, Aspen Publishers (2017) by Jack S. Levin. We will be putting together a packet of articles and readings for the class.

BUSCOM 633T Private Equity Transactions (3 Credit Hours) This three-credit class will provide and in-depth examination of the legal and financial aspects of private equity transactions, a category of high-risk, high-reward investing. As of year-end 2016, private equity was a \$4 trillion industry. As of mid-2017, there was approximately \$1.5 trillion of capital currently available to fund managers for private equity investments, including more than \$800 billion for leveraged acquisitions. Although

the industry was primarily a United States domestic activity when it originated approximately 40 years ago, private equity has now expanded to the rest of the civilized world, and includes investing activities in emerging markets as well as developed countries. Topics covered in the class include a history and development of the private equity industry, legal documentation used in selling interests in private equity funds, private equity fund agreements, early stage investments, leveraged acquisitions, senior and subordinated debt financings, off-balance sheet financings, shareholder and management agreements, initial public offerings, negotiation strategies and techniques, and an insider's look at the principal players involved in private equity investing activities. The class will examine relevant legal, tax, accounting, securities law and governmental regulatory issues, in each case from the perspective of the relevant participants in private equity activities, including fund managers, lawyers, accountants, investment bankers, business managers and business owners. The intended audience for the course is the student who expects to be participating in private equity transactions as a lawyer, but should also be meaningful for those who expect to participate in private equity activities as non-lawyers. In this class, I expect that students will expand their core competencies in (i) analysis of applicable legal, accounting and finance considerations affecting a variety of business transactions, (ii) drafting and analysis of sophisticated legal agreements, (iii) problem-solving skills, through utilization of a variety of analytical tools and available external resources, (iv) economics and finance theory, as a basis for structuring and implementing business finance deal terms, (v) longer-term historical perspectives, as a means of understanding current market terms and conditions, (vi) behavior theory, in order to better understand the behavior of market participants, and (vii) cross-cultural awareness, in order to become more effective at negotiating and consummating both domestic and cross-border transactions. Students in this class this class are not permitted to enroll in Intro to Private Equity; students who have previously taken Intro to Private Equity cannot enroll in this class. Pre-requisites: Business Associations or Corporations. Prerequisite may be waived with my permission. *Additional Course Information:* Satisfies Experiential Learning degree req

BUSCOM 633U Structuring Transactions: Venture Capital (2 Credit Hours) This section of Structuring Transactions will provide students with an introduction to what will be expected of them in corporate practice in a private firm, utilizing a venture capital financing setting for this purpose. Topics that are expected to be covered include the demand for risk capital, the history and development of the venture capital industry, the entrepreneur and the search for investment capital, the venture capital investor and what it wants from the entrepreneur, the basic terms of the Silicon Valley deal, the more complex later stage financing deal, management incentive arrangements, initial public offerings, 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. PRE-REQUISITES/RESTRICTIONS: Required: BUSCOM 602L Corporations or BUSCOM 601S Business Associations Recommended: BUSCOM 660 Secured Transactions, BUSCOM 656 Corporate Finance, BUSCOM 690 Basic Federal Income Tax, or LAWSTUDY 622 Basics of Contract Drafting. *Additional Course Information:* Satisfies Experiential Learning degree req

BUSCOM 633V Structuring Transactions: Sale of a Business (2 Credit Hours) This course description will appear in the course catalog. If the course is a multi-sectional course, this description will be broad enough

to describe all sections of your course. The course will focus on the structuring and analysis of the transactions and documents involved in the purchase and sale of a business. We will examine transactions from opposing parties' viewpoint (e.g., buyer-seller; employer-employee; lender-borrower) and consider the demands and negotiation techniques of the various parties. The federal and state income tax aspects of the different forms of transactions will be considered. The course is intended to present a practitioner's approach to the mechanics and documentation of merger and acquisition transactions. Pre-requisite: Corporations or Business Associations. Previous coursework or professional experience in Accounting is strongly recommended. Evaluation Method: During the course of the semester, students will be given written exercises to test their understanding of the material reviewed and the principles discussed in class. Final evaluation will be based on the cumulative quality of the student's responses to the exercises and a final take-home written assignment. Class Materials: Various model forms, agreements and documents discussed in the class will be made available to the students at the beginning of the term. Suggested Class Materials: ABA Section of Business Law: "Model Asset Purchase Agreement with Commentary" (ISBN: 978-1-57073-924-8) ABA Section of Business Law: "Model Stock Purchase Agreement with Commentary" Second Edition Vol. 1 (ISBN: 978-1-60442-998-5) *Additional Course Information:* Satisfies Experiential Learning degree req, Counts toward Business Enterprise Concentration

BUSCOM 633W Structuring Transactions: Private M&A (2 Credit Hours) This course will examine the principal business and legal issues involved in mergers and acquisitions, including forms and techniques of combining two businesses, negotiation strategies, pricing and other economic terms, principal contract provisions, the role of legal and financial advisers, due diligence, corporate governance and other issues. The course will be based off of a case study of a private company acquisition and will be highly interactive, showcasing a typical M&A transaction from start to finish. Guest speakers will provide "real world" perspectives on the key deal terms and why they matter to clients. Grades will be based on a written examination (students will be asked to mark up actual documents based on the interests of buyers and sellers and prepare mock memos to clients based on key deal issues), in-class presentations and class participation and attendance. Registration Requirements: Business Associations or Corporations. Evaluation Method: Students will be evaluated as follows: 50% participation/attendance, 50% written memos/final. Class Materials: No books are required. A case study will be provided. In addition, forms of Stock Purchase Agreement, Merger Agreement, Asset Purchase Agreement and other documents common in M&A will be provided. *Additional Course Information:* Counts toward Business Enterprise Concentration

BUSCOM 633Y Structuring Transactions: Large Scale Privatizations (2 Credit Hours) This course will focus on the increasing use, both domestically and internationally, of public-private partnerships (PPP) to structure transactions to build and operate major infrastructure: airports, ports, roads, transit lines, public parking facilities, water systems. The course will begin by examining PPP transaction structures and will then explore how these structures have been used in specific PPP transactions. The course will deal both with PPP transactions that have succeeded, and ones that failed or are still in progress. We will also discuss the Trump administration's ongoing efforts and evolving plan to encourage the use of public-private partnerships to meet U.S. infrastructure needs. We will analyze the legal and financial aspects of these unique transactions while also addressing the political and public relations challenges they present. Additionally, the class will feature guest speakers that have been involved in some of the world's largest

PPP transactions. PRE-REQUISITES/RESTRICTIONS: CONPUB 617 State & Local Government and BUSCOM 638 Mergers & Acquisitions are recommended, but not required. *Additional Course Information:* Counts toward Business Enterprise Concentration

BUSCOM 633Z Structuring Transactions: Financial Institutions (2 Credit Hours) This course will explore some practical aspects relating to the U.S. commercial banking industry. Banks perform a unique role in the economic sphere and unlike most other private enterprises, are subject to extensive and comprehensive regulation and supervision. As a foundation to various simulations/workshops completed during this course, students will first be acquainted with the fundamentals of the current regulatory systems governing the operation of different classes of commercial financial institutions. Attention will be given to the dramatic changes brought about in the industry by the passage of the Dodd-Frank Act, which is the most significant banking legislation in the past fifty years, many of the provisions of which are now under assault. PRE-REQUISITES/RESTRICTIONS: BUSCOM 602L Corporations or BUSCOM 601S Business Associations. For International LLM students, Corporations or Business Associations (or equivalent prior experience) is a co-requisite. *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 "spoo" 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 637 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 "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, 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. For those who have taken or are taking Copyright Law, there will be some overlap but the coverage in this seminar will come from a different point of view. As this is a Seminar class, engaged and energetic discussion and conversation are vital to the success of the class both in terms of students learning from one another and also to make sure that the class does not turn into a 'lecture class.' There will be a number of graded "hands on" practical assignments. There have been outside guest lecturers in the past and you can anticipate one or more such occasions, typically on narrow specialty areas, such as labor and employment/union issues. Registration Requirements: None, but Constitutional Law would be helpful. Teaching Method: Informal Discussion, students are expected to come to class prepared to discuss material. First class assignment will be posted on line. Evaluation Method: Class participation

will be taken into account in determining the final grade. The Seminar will require a paper on an approved topic that will be of publishable quality, counting for 70% of the grade. The remaining 30% of the grade will depend on performance on the "hands on" practical assignments. Multiple drafts are accepted. Class participation can only assist in determining the final grade. Course Materials: Nimmer, et al., *Cases and Materials on Copyright*, etc., Matthew Bender, Eighth Edition, 2012; ISBN-13: 978-0769847351 (Hardbound) or ISBN 9780769847337 (Loose-Leaf), which is much less expensive. Selected cases and other optional readings, typically available at no charge from Westlaw, will be included in the Course Syllabus. There will also be occasional on line reading assignments. *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 640 Finance I (2.5 Credit Hours) Finance I 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 I 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 decisionmaking 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 Decisionmaking 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 This class will meet on the Winter Quarter schedule, which means - for Spring Semester 2019 – that it will begin during the same week as the Spring Semester but conclude before Spring Break. JD MBA students are not permitted to take this class at the law school, but must take it in their 2J year at Kellogg. Evaluation: Class participation, problem sets and projects, and final exam. Section 1 is for JD students only. Section 2 is for LLM students only. *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. Pre-requisite: 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. *Additional Course Information*: Counts toward Business Enterprise Concentration

BUSCOM 643 Business Reorganization: Bankruptcy (2-3 Credit Hours) This seminar focuses on current problems and issues relating to the reorganization of business enterprises under Chapter 11 of the Bankruptcy Code. The issues and topics to be discussed will vary from year to year. Examples of issues which might be covered include: valuation of businesses and assets, and alternatives to judicial valuations; the absolute priority rule and the "new value" exception; corporate governance of Chapter 11 debtors; proposed alternatives to current reorganization laws; application of fraudulent conveyance laws to leveraged buyouts; prepackaged reorganizations; treatment of secured creditor claims; tort liabilities and the bankruptcy discharge; debtor duties to bondholders; labor contracts in bankruptcy; the relationship of environmental protection laws and bankruptcy law; subordination of claims; the proper scope of avoiding powers; avoidability of guarantees; compensation of professionals; partnerships in bankruptcy; single-asset real state bankruptcies. Teaching Method: Prerequisite/co-requisite: The Debtor-Creditor Relations/Bankruptcy Course. Evaluation: Submission of a paper is required, as is presenting the paper to the class and leading a discussion of it. Grades will be based on the quality of the paper submitted. Submission of two drafts of the required paper can result in an additional hour of credit, see Rules of the Law School, Section 3.01(d) (3). Submission of one draft or three drafts of the required paper will count towards satisfaction of the Law School's writing requirements, see Rules of the Law School, Section 3.02(a)(5)(i).

BUSCOM 646 Project Finance (3 Credit Hours) This course explores the world of major projects and project finance through actual experiences of financial institutions and private equity investors. Major projects include airports, pipelines, tollways and other infrastructure projects and will be analyzed with particular emphasis on emerging markets. Major projects often involve participation with international financial institutions such as OPIC, EBRD, and IFC, as well as consortia of international banks and investment banks, in cooperation with local governments and export credit agencies. The course will also explore financing of these projects through combinations of private and public debt, and private and public equity investments. The course will also analyze the development and operation of a major project using the standard model of build, operate and transfer (BOT).

BUSCOM 646B International Project Finance (2 Credit Hours) This course will survey the typical issues, documentation and techniques used in project and infrastructure financing transactions in the international context, with an emphasis on emerging markets. The goals of the course will be to provide students with a realistic look at the challenges of practicing lawyers in this area, ranging from understanding of the theory and risk allocation issues behind such transactions, to the practicality

of negotiating, documenting and implementing solutions. 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. 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. Emphasis will be placed on the application of theory and principles to client advisory exercises. Registration Requirements: Prerequisites: Contracts Recommended: Corporate Finance or International Business Law; Basic Economics; Conflicts of Law; Evaluation Methods: 4 exercises counting for 15/25/25/35% of grade. Last exercise will be the take-home final exam. Class participation will be used for extra credit. Class Materials: published text on International Project Finance to be purchased by students and various articles, sample documents and other materials provided by Professor. *Additional Course Information:* Satisfies Experiential Learning degree req

BUSCOM 648 Theory of the Firm and the Law (2-3 Credit Hours) This seminar will begin with an exploration of the seminal literature on the theory of the firm, with particular emphasis on agency theory, and then will move on to explore the application of these theories to legal issues. The primary focus of the practical applications portion of the seminar will be on corporate governance but the seminar will also explore issues from other areas of law such as trusts and civil procedure. The thread that ties the seminar together will be problems of governance and fiduciary duties. The weekly reading assignments will chiefly include scholarly articles along with some primary legal sources such as cases. Active class participation is expected. Prior enrollment in Business Associations (or Corporations) is required. Evaluation: Research paper. Text: Prerequisites: Business Associations, Corporations, or Corporations [Kellogg] Teaching Method: Seminar discussion.

BUSCOM 649 Accounting for Decision-Making (Law) (2.5 Credit Hours) This course provides an introduction to the financial reporting environment, incentives of managers issuing financial statements, and analysis and interpretation by users of such disclosures. The course begins by viewing the financial accounting system as a language, and familiarizes students with the structure, usage, conventions, and the grammar of accounting as a business language. We examine how financial statements such as the Income Statement, the Balance Sheet, and the Statement of Cash Flows are inter-related. The course adopts an external user's perspective in analyzing these financial statements. The course highlights the links between accounting information and management planning, decision-making and control, and also examines ethical issues such as earnings management and fraudulent reporting. REGISTRATION RESTRICTIONS: JDs should bid only on Section 1 LLMs should bid only on Section 2 PRE-REQUISITE(S)/RESTRICTIONS: ? Prior to beginning the class sessions, students are required to complete an online prep course. ? JD MBA students are not permitted to take this class at the law school, but must take it in their 2J year at Kellogg. ? ACCT-430, BUSCOM 649 and BUSCOM 649K are mutually exclusive. *Additional Course Information:* Counts toward Business Enterprise Concentration, Tax LLM Program Course

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 highlights 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 course 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 and make them comfortable in applying economic arguments to legal issues. This course will cover the fundamentals of Federal antitrust law under the Sherman Act, the Clayton Act, the Federal Trade Commission Act and the cases interpreting them. Topics covered include the basic structure of antitrust analysis (market definition, market assessment, remedies) and its critique; the role of economics in antitrust analysis; market power, consumer injury, and other 'ultimate' tools of antitrust analysis; price-fixing and other horizontal conspiracies in restraint of trade; vertical price and non-price distribution restraints; boycotts, exclusive dealing and tying arrangements; price discrimination; monopolies, monopolization, and monopoly power; mergers and acquisitions.

BUSCOM 651 Antitrust Law I (3 Credit Hours) This course will cover the fundamentals of Federal antitrust law under the Sherman Act, the Clayton Act and the Federal Trade Commission Act and the Cases interpreting them. It will emphasize analysis of antitrust issues from the perspective of advocates who analyze and argue antitrust cases, government officials who enforce the antitrust laws, and judges who determine the scope and reach of the law. Topics covered include market power, consumer injury, and other 'ultimate' tools of antitrust analysis; price-fixing and other horizontal conspiracies in restraint of trade; vertical price and non-price distribution restraints; boycotts, exclusive dealing and tying arrangements; price discrimination; monopolies, monopolization, and monopoly power; mergers and acquisitions; and the means of criminal and civil enforcement of the antitrust laws. Teaching Method: Evaluation: Final Examinations Text: Prerequisites:

BUSCOM 652 Antitrust Law II (2-3 Credit Hours) Antitrust II addresses the economic and public policy issues relating to the presentation and defense of private, treble damage antitrust litigation, including class actions. It covers in depth substantive areas of the law that are not considered or considered only briefly in the basic antitrust course, such as: the standing of private parties to pursue private antitrust claims; whether the injury suffered by a private claimant is "antitrust injury", method of calculating and proving antitrust damages; the availability and scope of injunctive relief to private litigants; antitrust exemptions; and price discrimination under the Robinson-Patman Act. Evaluation: Final examination. Students may write a three draft paper with permission of the professor in lieu of a final examination. Teaching Method: Class discussion Text: Materials provided by the Professor Prerequisites: Antitrust.

BUSCOM 654 Antitrust Law and Policy (2-3 Credit Hours)

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. *Additional Course Information:* Counts toward Business Enterprise Concentration

BUSCOM 656A Corporate Finance II (3 Credit Hours)

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:* Satisfies Experiential Learning degree req, Counts toward Business Enterprise Concentration

BUSCOM 660L Commercial Law: Secured Transactions (LLM) (3 Credit Hours) Commercial Secured Transactions for International Students is a course designed for students from civil law jurisdictions that may not have adopted a comprehensive law on personal property security. The course will focus on Article 9 of the Uniform Commercial Code. It will also examine how Article 9 uses common law contracts concepts to create durable and robust property rights, and how those property rights facilitate lending and trade. Core coverage will be approximately the same as the traditional Secured Transactions course, but with emphasis on basic elements of property and priority. *Additional Course Information:* LLM Candidates only

BUSCOM 661 Securitization Law (2 Credit Hours) This interdisciplinary seminar is an overview of the legal, tax, financial and accounting issues that arise in securitizations of financial assets. Securitization is a large and growing corporate finance technique that affects virtually all aspects of consumer and business loans. Learn the risks of securitization as well as the benefits of structured finance for businesses, consumers, investors and the economy as a whole. You'll learn about the causes of the recent financial crisis and the important regulatory reforms in the aftermath. We'll cover the practical aspects of how transactions are created as well as important 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) This course serves a dual-purpose: First, it offers exposure to basics of securities laws for those interesting in learning more about the field. Second, it explores how the United States securities laws apply in the context

of cross-border securities transactions. The course will touch upon American regulation of foreign issuers; foreign securities offerings; foreign securities professionals; the sale of U.S.-based securities to foreign investors; and the cooperation and coordination among and between international securities regulators. These issues will be explored both from a legal and from a policy perspective. To do so, we will draw principally upon court decisions. There are no prerequisites for this course. Evaluation Method: Class discussion is an essential element of this course. Participation in these discussions - which necessitate reading the assigned material prior to class - is a major factor in the final grade (25%). The remainder of the grade (75%) will be a paper. Class Materials: The cases will be made available online.

BUSCOM 664 In-House Counsel: Modern Corporations (2 Credit Hours)

Large in-house legal departments have only recently become a significant part of the legal landscape. The rise of in-house legal departments fundamentally changed the manner in which traditional law firms serve their clients. Yet few law firm attorneys have a deep understanding of the daily challenges and responsibilities of in-house attorneys. The course will provide students with insights into the role and responsibilities of in-house departments in public and private companies. Topics covered will include approaches utilized by in-house counsel to manage law firms; management of the corporate law department by General Counsel; the relationship between in-house counsel, senior executives and the board of directors; the role of in-house counsel in internal investigations and regulatory compliance; and management of litigation.

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) This course covers Title 11 of the United States Code, the Bankruptcy Code. It includes both consumer and business bankruptcy. Students will learn the basic concepts of bankruptcy, and how those concepts are applied in actual cases. We will study the following topics: - invoking bankruptcy relief; - property of the bankruptcy estate; - the automatic stay and relief from the stay; - the treatment and payment of unsecured claims; - the treatment and payment of secured claims; - executory contracts; - avoiding powers; the discharge of pre-bankruptcy debts; - exemptions; and - chapter 11 reorganizations. Registration Requirements: There are no prerequisites. Students may find that Secured Transactions is helpful, either taken prior to or at the same time as Bankruptcy, but it is not required. Evaluation Method: Course grading is based on an end-of-semester objective examination; class attendance and participation can be taken into account. Teaching Method: The course mixes lecture, discussion of cases, and the in-class solving of problems from the casebook; lectures will be accompanied by PowerPoint presentations. Class Materials: Casebook: Charles J. Tabb & Ralph Brubaker, *Bankruptcy Law: Principles, Policies, and Practice* (4th ed. LexisNexis 2015), ISBN 978-1-6304-3081-8, along with a 2017 Casebook Supplement, to be made available. Statutory supplement: The 2017 MiniCode (AWHFY) (see <https://www.awhfy.com/product/206/31>). Optional: Charles Jordan Tabb, *Law of Bankruptcy* (4th ed. 2016 West), ISBN 978-1-63459-927-6. *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, Satisfies Prof Writing degree req

BUSCOM 669 Small Business Representation (2-4 Credit Hours)

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 and Kraft. In prior years, topics covered included managing bet-the-company litigation, international joint ventures, crisis situation management, acquisitions and divestitures, internal investigations, insider trading and other regulatory compliance programs, and intellectual property protection. This class will be co-taught by Pete Wentz, a former general counsel and former Associate Dean at Northwestern law, and Tom Finke, a Northwestern JD/MBA graduate and general manager of the Chicago office of Axiom Law. Prerequisites: None Corequisites: None Evaluation Method: - 20 minute group presentation. The group presentation will be an extension of one of the topics covered by guest lecturer and will involve the group engaging in research (including meeting with the presenter for that session) to extend the class' knowledge of the topic - One five page paper based on material covered in class. - Class Participation Course Materials: Readings will be assigned in advance of each session and provided

on the course's web-site. There is no text book for the class. *Additional Course Information:* Counts toward Business Enterprise Concentration

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. Pre-requisite: 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:* Third year students only, 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 12-16 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:* Third year students only, Satisfies Experiential Learning degree req

BUSCOM 671 Contract Theory (2-3 Credit Hours) This course will examine and evaluate competing theories of the law of contracts. Topics will include the law of remedies, contract formation, defenses, default rules, and interpretation. We will explore these areas with a focus on foundational issues in a broad range of approaches.

BUSCOM 675 Law and Technology (3 Credit Hours) The intersection of law and digital technology has always been accident-prone. The slow, evolutionary pace of law regularly collides with the ever-accelerating introduction of new technologies, which have a natural tendency to cause disruption in social, economic, and political relations. As the U.S.

hurtles toward an information-based economy, the tension between the two has reached a breaking point. Where Brooks Adams was content a century ago to threaten irrelevance if the law didn't correct its failings in dealing with transportation, communications, and corporations, today's technology advocates, like the Electronic Frontier Foundation's John Perry Barlow, are calling for revolution, and have already issued their "Cyberspace Declaration of Independence." The course will address four related topics: How is and should the law of Cyberspace develop? What impact does the digital revolution have on the law of the physical world? How does technology affect the development of law and the practice of lawyers? And how do efforts at regulating technology affect its development? To the extent possible, the course will explore these topics with appropriate demonstrations and technology-based work. We will engage outside experts, for example, via the Internet, and visit the World Wide Web sites of many of the organizations pushing the limits of today's legal institutions. Class discussion will continue virtually between meetings using collaborative software for groupwork. Evaluation: Grade will be based on a final examination or optional paper. Text: Readings will be drawn from a selection of photocopied materials. Teaching Method: Prerequisites:

BUSCOM 676 Financing the Entrepreneurial Venture (2.5 Credit Hours)

This seminar is 10 weeks in duration meeting on the Kellogg quarter. This seminar offers a practical, real-life approach to the legal and business issues facing the owners of dynamic, high-growth ventures in their quest for capital throughout the business life cycle and, ultimately, as they define and pursue an exit strategy. The subjects to be addressed include the following: 1. ENTITY DESIGN CHOICES. The funding implications (including the relative tax-efficiency) of the sole proprietorship, the general partnership, the limited partnership, the C and S corporations, and the limited liability company. Debt versus equity. Governance questions. 2. RAISING CAPITAL FROM PRIVATE SOURCES. Determining how much capital is actually needed. Business valuation methods and issues. Bootstrap finance: the art of start-ups. Private placements: requirements and restrictions. The special opportunities of the "accredited investor." The anti-fraud rules. 3. VENTURE CAPITAL. Dealing with the control issues -- money and ego. What venture capitalists want and what they get. Early-stage, second-stage, acquisition and buyout financing. Anti-dilution issues. The venture capital agreement. 4. TRADITIONAL DEBT. Preparing the loan package. Identifying and negotiating the critical terms. The true cost of a loan. Structuring long-term and short-term debt. Sidestepping lender restrictions. 5. LEASING. Traditional and modified leases. "Pricing" a lease. Leveraged leases. Sales and lease-backs. 6. GOVERNMENT FUNDING. Direct loans. Guaranteed and insured loans. Project grants. Insurance. Equity participations. Enterprise zones. Federal financing programs. 7. COMPENSATION TECHNIQUES INVOLVING CAPITAL. Phantom stock. Stock appreciation rights. Stock grants. Restricted stock. Qualified and non-qualified stock options. 8. JOINT VENTURES AND STRATEGIC ALLIANCES. The spectrum of alternatives. Identifying the right partner and how best to negotiate with him. Cross-licensing and cross-distribution agreements. Minority equity investments. Keeping the incentives in the right places. Allowing for unwinding the deal without inviting failure. 9. BUSINESS COMBINATIONS. Self-assessment. Identifying merger and asset acquisition opportunities. Letters of intent. Due diligence. Definitive agreements. Implementation. 10. THE INITIAL PUBLIC OFFERING (IPO): A PRIMER. Advantages and disadvantages -- to the venture, to its owners. Timing. Assembling the registration team. Preparing and filing the registration statement. Due diligence. Method of instruction: Through lectures, discussion, role-playing, and team projects, Law and Management students, working together, will gain rigorous, hands-on experience in the design, sourcing, and negotiation of the capital transactions which can most significantly

impact the entrepreneur's success. Further, Management students will gain practical experience about how the legal system functions and how best to work with lawyers. Method of evaluation: Team projects: 25%; Homework: 50%; Quizzes: 25%. Team projects will be based on the design and implementation of a hypothetical, but typical venture capital arrangement. Law and Management students, working together, will develop and document the valuation, choice-of-entity, governance, contractual, and strategic aspects of the venture capital relationship. Homework assignments will include the preparation of "term sheets," detailing the deal points of financing transactions. They will then be discussed in class and form the basis of role-playing and negotiation sessions. Occasional quizzes will be given in class to test the students' depth of understanding about the issues presented. The Professor reserves the right to raise or lower a student's grade based upon classroom performance.

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 Class Materials: Carnell, Macey, Miller, *The Law of Banking and Financial Institutions* ISBN no: 9781454809944 Carnell, Macey, Miller, *The Law of Banking and Financial Materials Statutory Supplement 2011* ISBN 9781454808275 There will also be some xeroxed or linked supplemental materials. *Additional Course Information:* Counts toward Business Enterprise Concentration

BUSCOM 680 Mutual Fund Regulation (3 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 (1 or 2 drafts depending on the number of credits for which the course is being taken). The paper topic will be assigned by the professors. This class meets the Research Writing Requirement. *Additional Course Information:* Satisfies Research Writing degree req, Counts toward Business Enterprise Concentration

BUSCOM 683 Commercial Real Estate Finance: Debt and Equity Considerations in Real Estate Transactions (2 Credit Hours) The Great Recession and its aftermath has shined a spotlight on the critical impact and importance of real estate finance on our economy and the general

welfare of society. Current attitudes regarding finance have conflicting deep historical roots. This practice-oriented review and analysis of commercial real estate finance transactions will focus on structure, documentation and legal issues. We will utilize actual transaction documents as tools to help identify and analyze the parties' business objectives, interests and concerns, as well as the significant legal issues and risks. Attention will be directed to: the business rationale of financing and underwriting; drafting and negotiating loan documentation from the perspective of a lender and a borrower; requirements for closing transactions; enforcement after default of mortgages, guaranties and other personal undertakings; and workouts or restructurings of troubled, non-performing or defaulted loans. The class will include discussion and analysis of current issues relating to lessons learned from the financial crisis which led to the Great Recession and ensuing regulatory and industry reactions. Teaching Method: Lecture with class discussion. Evaluation: Final Examination. Class participation will be considered in determining the final grade. Texts: Real Estate Finance in a Nut Shell, Jon W. Bruce ISBN-13: 978-0314183545 available at the Abbott Hall bookstore. Additional reading include articles written by the professor, in depth review of actual loan documents, and reading from books by Robert Shiller and Hernando De Soto. Pre-requisite: Property. Desirable but not required - Secured Transactions (UCC Article 9); Business Associations, Partnerships or Corporations (KSM). *Additional Course Information:* Counts toward Business Enterprise Concentration

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. This course will meet for 13 non-consecutive classes. Initially, we will meet on both Tuesday and Thursday at 4 pm, but there will be weeks when we will not meet on a Tuesday or Thursday. The goal is to complete all 13 classes before spring break. Thus, it is critically important to pay attention to the specific dates of each of the courses listed in the syllabus and to monitor canvas and your Northwestern University email. *Additional Course Information:* Tax LLM Program Course

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, Open to First Year Students

BUSCOM 690A Entity Taxation (4 Credit Hours) Class Description This JD-level course provides an introduction to the US federal income taxation of corporations, partnerships, and other forms of business entities. Each of the instructors has extensive practice experience in advising businesses and their owners on federal tax issues. Evaluation Method Students' grades will be based primarily on their performance on two exams, one at the conclusion of the partnership-tax unit (administered in class) and one at the conclusion of the corporate-tax unit (administered during the final-exam period). Each exam will be approximately two hours long. Prerequisite: Basic Federal Income Tax is a recommended prerequisite for this course. Course is open as an elective option to LLM Tax 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 702 Mergers, Acquisitions, and Industry Consolidation: A Case Study [Kellogg] (2.5 Credit Hours) Between 2003 and 2013, the printing industry, hobbled by excess capacity, high leverage, price erosion and electronic substitution, was transformed through successful combination transactions that created two industry leaders poised for further growth. This case study highlights and analyzes some of the necessary elements of successful mergers and acquisitions: integrity, accountability, work ethic, deal making, team building, leadership and a ferocious will to win. Some of the sessions will include appearances by principals and professional advisors who were involved in the subject transactions. Students will learn what makes business combinations successful as they follow transactions from idea creation and initial proposal, through due diligence inquiries, negotiation, legal and financing implications, closing, and business integration. This course is offered on the quarter calendar on the Evanston Kellogg campus. The first day of class is Wednesday, September 25, 2013. Previous coursework or professional experience in Mergers & Acquisitions, Securities or Finance is strongly recommended. Evaluation Method: Take-home examination Class Materials: All class materials will be available electronically or provided by the professor. *Additional Course Information:* Co-listed with Kellogg School of Management, Class meets on the Evanston campus, Class dates follow University Quarter Schedule

BUSCOM 703 Business, Government & Public Policy (3 Credit Hours) This is a course about business nonmarket strategy. Nonmarket strategy includes dealing with governments, other businesses, NGOs (such as Rainforest Action Network, Greenpeace), and ad hoc organizations (whether consumers or others). All levels of response are considered (publicity; lobbying; campaign contributions; negotiations; creating and sponsoring balancing groups; suing; supporting strategic charities; reformulating products or services; etc.). And the responses can be pondered at leisure (standard strategy) or during extreme events (crisis management). Each problem is considered for optimal strategic actions by the business. In this class examination of the "public interest" is as a

background consideration. We will assume that businesses care about the public interest because others (customers, regulators, voters) care about the public interest.

BUSCOM 704 International Commercial Contracts (2 Credit Hours)

In a globalised world cross-border contracts are common place. The course explores cross border contracts (with an emphasis on cross-border sale of goods contracts) from their negotiation to the resolution mechanisms available should a dispute arise. The course thereby will examine a variety of disciplines. For examples the course will discuss the substantial law that might be applicable to a cross border contract, the private international law rules a court or arbitral tribunal might use to determine the applicable law to a contract but also INCOTERMS, bill of lading, letter of credits and insurance. Ideas how to effectually negotiate a contract will be discussed as well as the advantages and disadvantages of the different possibilities of dispute resolution (in particular litigation and arbitration). This course will be taught over a four week period with the first class session held on January 6, 2014. Prerequisites: Contracts Evaluation Method: Take home exam two weeks after the end of the course. Class Materials: A reader will be provided.

BUSCOM 706 International Investment (3 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 Research Writing degree req

BUSCOM 707 Business Principles for Lawyers (2 Credit Hours) This class is designed to expose students to business literacy concepts underlying all practices of law, to further each student's ability to "crack the corporate code" by thinking like a businessperson but acting like a lawyer. This includes all essential business concepts (including financial statements, how business entities are structured, and functions for private versus public entities (i.e., SEC filings like S1, 10K, 10Q); term sheet drafting and review (with a particular focus on identifying and understanding relevant provisions); understanding corporate entities, the key players, and the scenarios that require corporate counsel (who the key players are on the corporate side, what is the bankers' role in the transactions, what types of scenarios require "deal" work (i.e., mergers/acquisitions, financing, divestitures, partnerships, etc.); and finally, opportunities in corporate America with a JD (meant to help students understand how they can leverage their JD beyond their practice). *Additional Course Information:* Satisfies Experiential Learning degree req

BUSCOM 708 Antitrust and Healthcare: Compliance and Enforcement Issues (2 Credit Hours) Antitrust is among the hottest topics in healthcare today. While aspects of the Affordable Care Act have encouraged the consolidation of hospital, health insurance and physician markets, protecting competition in these markets is critical to the success of healthcare reform because it largely relies upon consumer choice and the private sector rather than a single-payer system or widespread rate regulation. Consequently government antitrust enforcers have made antitrust compliance in healthcare a high priority. Moreover, healthcare antitrust cases, both government and private, account for a high share of litigated antitrust cases. The goal of this course is to identify the antitrust issues and principles that healthcare lawyers are

likely to encounter in their professional careers. Topics include mergers and acquisitions, cartels and professionalism, joint ventures, provider networks and managed care contracting, medical staff credentialing and exclusive dealing, monopolization, payers with market power, exemptions and immunities and the antitrust scrutiny of physician self-regulation. Registration Requirements: No pre-requisites Evaluation Method: There will be three papers that will be 5-7 pages in length. Each paper will be worth 25% of the student's grade. Class participation is highly valued and is worth 25% of the grade. Students wishing to make a ten to 15 minute presentation on an instructor approved topic may substitute that presentation for the third paper Class Materials: Required reading will include cases and a book entitled AHLA Antitrust and Healthcare: A Comprehensive Guide, First Edition ISBN. 9780769865560.

BUSCOM 710 International Corporate Governance (2 Credit Hours)

Corporate governance has become a priority topic globally, with policymakers in both developed and emerging markets viewing a strong corporate governance regime as critical to economic competitiveness and stability. Following corporate scandals and economic crises in recent years, policymakers have reassessed the most appropriate governance arrangements for their countries. Using the U.S. as the frame of reference, this course will examine the legal, economic, financial, and cultural dimensions of corporate governance in developed and emerging markets. Topics covered include: - The nature of the agency problems that underpin modern corporate governance - Corporate purpose and governance models around the world - Corporate governance reforms - Dominant owners (with an emphasis on state-owned enterprises and family firms) - The roles and responsibilities of the board of directors - Institutional investor stewardship and shareholder activism - The roles of financial market intermediaries - Executive compensation Given its short duration, this course will not be able to examine any topics in detail. The research paper is therefore intended to enable students to explore more fully the areas that most interest them. The course's ultimate aim is to enhance the ability of law students to analyze corporate governance issues in an international and comparative context and to understand the practical implications of corporate governance at the company and country levels. Prerequisites: Business Association, Corporations or equivalent (for non-US students) required. Securities Regulation helpful but not required. Evaluation: Research paper (70%) and class participation (30%). Fall 2017 schedule: The class will meet on an accelerated basis on the following dates - August 31; September 5, 26, and 28; October 24, 26, and 31; and November 2. Reading materials: A textbook is not required for this course. Instructor will provide all reading materials on Canvas.

BUSCOM 712 Tax Law, Finance and Strategy (2 Credit Hours) This course develops tools for understanding and evaluating the effect tax laws have on strategic planning in both business and personal contexts. The perspective taken is generally that of financial economics, with cash flows resulting from transactions being viewed as items which are subject to valuation using asset pricing techniques. This approach allows for a precise understanding of where the value in a transaction comes from and how careful tax planning can help maximize this value. Selected judicial opinions and real-world cases that present situations in which taxes play a key role are analyzed, along with various hypothetical problems dealing with realistic situations. Knowledge of tax law at the level of the Basic Federal Income Taxation course is assumed, and additional aspects of relevant U.S. tax law will be introduced as needed, including rules related to the taxation of financial products, corporations, partnerships, and multinational taxation. No advanced coursework in finance is assumed, but a variety of valuation techniques are introduced in the course, and students are expected to learn how to

use them effectively in the context of arriving at optimal tax strategies. Techniques covered include present value analysis, option pricing using the Black-Scholes formula, and, as time permits, valuation using Monte Carlo simulation methods. A good working knowledge of Microsoft Excel is assumed. Some spreadsheets and calculators that implement will be provided, and some assignments may require production of Excel spreadsheets by students. Class Materials: The materials will generally consist of journal articles accessible through the library, as well as notes provided by the instructor. The textbook *Taxes and Business Strategy*, 4th ed. ISBN-13: 978-0136033158, or a suitable alternative, may also be assigned for supplemental readings. Prerequisites: Students must have taken Basic Federal Income Taxation or Taxation of Property Transactions and have a good working knowledge of Microsoft Excel. Students will be expected both to use spreadsheets provided by the instructor and be able to create spreadsheets on their own in connection with certain assignments. Students need not have taken advanced finance coursework, but they should have a willingness to learn the basics of a variety of valuation techniques and to use spreadsheet-based tools that implement these techniques, including present value analysis, option pricing using the Black-Scholes formula, and, as time permits, valuation using Monte Carlo simulation methods. Grading: Grades will be determined based on a combination of class participation and some homework assignments. For portions of selected topics, students will be assigned to lead the discussion. Each student will be assigned to at least one such portion of a topic, and his or her discussion of the topic will count toward the class participation grade.

BUSCOM 713 Hedge Fund Law (2-3 Credit Hours) This seminar is designed to bring together both challenging conceptual questions and real-world issues faced by legal advisers to hedge funds, the 21st century's preferred alternative investment vehicle. The practice of the hedge fund lawyer involves not only law and business acumen but a healthy dose of creativity too, as binding precedents in this field are often unavailable. The seminar will be centered on a series of legal/regulatory problems or fact patterns – drawing on Securities Law/Regulation, Corporations, Tax, as well as various other disciplines – that confront lawyers who advise hedge funds clients or who practice in-house at hedge funds. Taken together, the seminar will provide a "cradle to grave" overview of a hedge fund's lifecycle, from startup through maturity to wind-down. The seminar will force students to think practically and theoretically across subject matters and disciplines.

BUSCOM 714 Corporate Governance:Stakeholder Activism (2-3 Credit Hours) This seminar will explore the efforts of various corporate stakeholders to reform corporate governance and influence the behavior of US publicly-traded companies. We will lend particular attention to recent regulatory developments on this front in the SEC's proposed amendments to the proxy access rules and the corporate governance provisions of Dodd-Frank and Sarbanes Oxley. We will focus primarily on formal mechanisms of corporate reform (like proxy proposals, regulation, or short sales) and the problems that they seek to address (including the structural reform of corporate boards and reining in excessive executive pay). Over the course of the seminar we will discuss the interests and tactics of disparate stakeholders, including shareholders, regulators, employee unions, international trade organizations, and external community members. In addition to exploring the avenues of influence available to each of these stakeholders, we will continually question the extent to which their interests ought to be heeded, harkening to the primary theoretical question governing the course: which stakeholders' interests should govern corporate behavior? To answer this question, we will explore theories and evidence provided by research across diverse fields, including finance, sociology, business ethics, human rights,

and organization and management theory. This course was previously offered as a section of Corporate Governance: Special Topics (BUSCOM 609S). Teaching Methods: Discussion, Online Work, Seminar Evaluation Methods: Attendance: 25% of final grade, Writing Assignments: 75% of final grade. This seminar will have no final exam. In lieu of a final exam, students will submit weekly short memos on topics covered in class. Details for each week's assignment are provided in the syllabus. Course Materials: There will be one section of the class when students must bring a laptop.

BUSCOM 715 Investment Banking (2.5 Credit Hours) This course focuses on investment banking firm organizational structure, products, risks, earnings, regulations, innovations and competition. The functions of the "banking" business, including M&A, and equity, bond and convertible financings and the "sales and trading" business, including client-related sales and trading and proprietary trading, will be analyzed. In addition, new, innovative Wall Street securities and advisory products will be reviewed. Finally, investment banking relationships with LBO funds, hedge funds and corporate and institutional clients will be explored. *Additional Course Information:* Co-listed with Kellogg School of Management, Class dates follow University Quarter Schedule

BUSCOM 716 Real Estate Bankruptcies (2 Credit Hours) This course will provide a basic overview of corporate Chapter 11 practice and an in-depth analysis of one of the most common and contentious types of bankruptcy reorganizations - those involving commercial real estate properties such as hotels, office buildings, shopping centers and apartments - and the core plan confirmation issues raised in those cases. Special emphasis will be placed on the strategy that goes into representing the main parties in those cases - debtors, lenders and unsecured creditors - and the role of the bankruptcy judge and counsel for the parties. Leading cases, including recent U.S. Supreme Court and Ninth Circuit Court of Appeals cases argued by the professor, will be analyzed. Evaluation Method: Class Participation and Final Exam Class Materials: Warren, Chapter 11: Reorganizing American Businesses, selected cases, pleadings and documents.

BUSCOM 717 Employment Law Simulations: ADR in the Workplace (2 Credit Hours) This course will cover selected areas of employment law and rights that employees have in the workplace, including torts, contracts, and antidiscrimination law. It will explore how these rights are resolved through negotiation, mediation, and arbitration. Each substantive area will be paired with one or more simulated arbitrations or mediations. Students will take the roles of attorneys representing parties, giving them an opportunity to develop ADR-specific skills, including opening statements, direct and cross examinations, oral arguments, and writing arbitration briefs. The simulations will be done in teams, working in consultation with the professor and requiring significant out-of-class preparation. Guest speakers on employment law and ADR topics will supplement the simulation exercises and assigned readings. Professional mediators and arbitrators will be involved in conducting several of the simulations. The primary text for the course will be *ADR in the Workplace*, Third Edition, by Cooper, Nolan, and Bales. There will also be supplemental readings provided by the Professor. The simulations are taken from *Workplace ADR Simulations* by Laura Cooper and Anne M. Radolinski. Students' grade will be based on their participation and performance in the simulations and participation in class discussions (50%), reflection papers (10%), and an end of the semester exam (40%).

BUSCOM 718 Insider Trading (3 Credit Hours) This course entails 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, which is based

primarily on the application of SEC Rule 10b-5. The course begins with a review of the common law background and current state law pertaining to securities 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 (SEC Rule 14e-3), SEC Regulation FD (Fair Disclosure), 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 to reform the law.

BUSCOM 719 Issues and Strategies in Business Bankruptcies (2 Credit Hours) This course will provide an in-depth analysis of Chapter 11 corporate bankruptcy reorganizations and the plan confirmation issues raised in the cases. Special emphasis will be placed on the strategy that goes into representing the main parties to these cases—debtors, lenders and unsecured creditors and the role of the bankruptcy judge and counsel for the parties. Registration requirements: Students who have taken Real estate bankruptcies course cannot register for this class. Prior courses in Bankruptcy or secured transactions would be helpful but not required. If you have taken BUSCOM 716 (Real estate bankruptcies) you should not enroll in this course. Students will be graded primarily on a final exam but class participation will also be considered. Class Materials: Warren, Elizabeth, Chapter 11: Reorganizing American Business (Aspen Publishers)

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. We will study the use of accounts receivable, inventory, equipment, consumer goods, and intellectual property as collateral. The course focuses on the principles of Article 9 of the Uniform Commercial Code. However, because of the importance of the use of the obligations of others (such as checks, negotiable instruments and the like) as collateral, we will also study Articles 3, 4 and 5 (the articles related to payment systems). In addition, we will examine the federal Bankruptcy Code as it applies to transactions drafted under these articles. This course has similar coverage to the course *Commercial Law: Secured Transactions*, but this class is expanded to four units in order to include the study of current payment systems, including the use and structure of negotiable instruments, bank deposits, letters of credit, wire transfers and other methods of transferring value. Given the similarity of subject matter, students may not take both *Commercial Law: Secured Transactions* and *Payments Systems and Commercial Law: Secured Transactions*. Evaluation: Course grading is based on an end-of-semester examination, class participation, and on two drafting assignments that will be graded pass/fail. Teaching Method: The course mixes lecture, discussion, and the in-class solving of problems from the casebook; lectures will occasionally be accompanied by PowerPoint presentations.

BUSCOM 722 Innovation Lab (3 Credit Hours) The Innovation Lab is an interdisciplinary course designed to immerse students in the innovation process. This course focuses on the legal, business, technical, teamwork, design, presentation, and other skills involved in that process. Students will work as part of a multidisciplinary team to explore a problem relating to the legal profession, understand the stakeholders' needs, brainstorm, prototype, and test ideas, and iterate through the development of a technology-based solution. The class is open to MSL, JD (2L & 3L), JD-MBA (2J & 3J), and LLM students. Prerequisite: Business Associations (JD & LLM) or Business Formation (MSL). Section 1 is open to bidding and limited to JD and LLM students only. Section 2 is by permission only

and limited to MSL students. Please note: Both sections will meet in the same room.

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). This 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 by lawyers who represent clients in transactional and general business-related matters. Registration Requirements: This course is not open to Tax LLM students. This course is open to 2L and 3L students who have completed the Basic Federal Income Tax course. Students that have had relevant tax-related instruction (including MBA courses) may take this course with instructor permission only and must complete the pre-requisite waiver to obtain permission. *Additional Course Information:* Counts toward Business Enterprise Concentration

BUSCOM 724 Partnership Tax (JD/Gen.LLM) (3 Credit Hours) This three-hour course will follow the life cycle of a partnership from formation to termination and examine the tax consequences of the events that are likely to occur along the way. Topics will include contributions to the partnership (of money, property or services), the determination of the partnership's income or loss, the allocation of income and loss (including so-called "special allocations"), distributions of money or property by the partnership, transfers of partnership interests and partnership terminations. Special attention will be paid to the role of partnerships in common business transactions, including IPOs and partnership mergers and divisions. This course is designed to follow the Basic Federal Income Tax course and will use and build on the concepts learned in that course. Registration requirements: Open to 2L and 3L students and General LLM students who have completed the Basic Federal Income Tax course or its equivalent. Not open to Tax LLM students. Evaluation Methods: Grades will be based on class participation and a final exam. Class Materials: Coursebook; Internal Revenue Code and Regulations. *Additional Course Information:* Counts toward Business Enterprise Concentration

BUSCOM 725 Colloquium: Tax (2 Credit Hours) The tax policy colloquium brings together outside scholars, resident faculty, and students to discuss legal scholarship related to tax law. Every second week, an outside scholar will workshop a recent paper with the students and faculty in attendance. On weeks without an outside speaker, the class will meet to discuss the coming week's paper. Each student will write a short response paper for each presenter (that is, each student will write six response papers total). Prerequisites: BUSCOM 698 Basic Federal Income Taxation or permission of the instructor. *Additional Course Information:* Tax LLM Program Course

BUSCOM 726 Advanced Bankruptcy (3 Credit Hours) This course will take a detailed look at major corporate reorganizations under the federal Bankruptcy Code through simulations and problem solving. The examination will begin with the initial skirmishes present in almost all cases: creditors demanding relief from the automatic stay, protection of their cash collateral, and debtor in possession financing. It will then review asset sales that can only occur in bankruptcy, and plans of reorganization under which creditors rights are modified or eliminated. Some examination of bankruptcy jurisdiction and the effects and law of cross-border bankruptcy will be investigated. Classes will consist of a combination of discussion and problem solving through simulations of parts of reorganization cases. Grading will be based on class participation in problem solving and simulations, and upon a final exam.

The introductory class in Bankruptcy (BUSCOM 665), or equivalent, is required. Business Associations and Secured Transactions, or equivalent, are recommended. Course materials will be provided by the instructor. Pre-requisite: Bankruptcy BUSCOM 665 or equivalent is required.

BUSCOM 727 International Bankruptcy (3 Credit Hours) This Research Writing 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. This class meets the Research Writing Requirement. *Additional Course Information:* Satisfies Research Writing degree req

BUSCOM 728 Survey of Private Equity (2 Credit Hours) This two-credit course will introduce students to the legal and financial aspects of private equity transactions, a category of high-risk, high-reward investing. There are no prerequisites for the class, and no prior knowledge of business or financial matters is required. The intended audience for this course includes any student who would like to know more about private equity and the private equity industry, regardless of their prior backgrounds or future career interests. There will be a scheduled two-hour final exam. Students in this class this class cannot enroll in Private Equity Transactions; students who have previously taken Private Equity Transactions cannot enroll in this class. As of year-end 2016, private equity was a \$4 trillion industry. As of mid-2017, there was approximately \$1.5 trillion of capital currently available to fund managers for private equity investments, including \$842 billion (as of March 2017) for leveraged acquisitions. Although the industry was primarily a United States domestic activity when it originated approximately 40 years ago, private equity has now expanded to the rest of the civilized world, and includes investing activities in emerging markets as well as developed countries. Topics covered in the class include an introduction to private equity, private equity funds and the private equity industry, the history and development of the private equity industry, investments in entrepreneurial business ventures (including angel and venture capital investing), leveraged acquisitions, initial public offerings, distressed debt and troubled company turnaround investing, debt and equity financing of business enterprises, and an insider's look at the principal players involved in private equity investing activities, including private equity investment professionals, lawyers, accountants, investment bankers, business managers and business owners. The class will refer to relevant legal, tax, accounting, securities law and governmental regulatory issues, in each case from the perspective of the relevant participants in private equity activities. In this class, I expect that students will expand their core competencies in business and financial matters, in each regardless of their prior backgrounds or future career interests. I also expect that students will gain a better appreciation of financial market behavior, and the roles and incentives of various professionals who work on

significant business transactions. I also anticipate that students will gain a better appreciation of international and cross border transactions, and the critically important role of cultural considerations in business transactions.

BUSCOM 729 US Companies in Foreign Markets (2 Credit Hours) This seminar focuses on some critical laws governing entry into and conduct of business for U.S. businesses in foreign markets. The course will explore core U.S. laws such as the Foreign Corrupt Practices Act of 1977, the Sarbanes Oxley Act and the Dodd Frank legislation which regulate corporate behavior not only in the U.S. but also overseas. The course will also examine the impact on U.S. businesses of foreign laws dealing with contracts, corporate governance, intellectual property, labor, antitrust and privacy. In addition, the course will address the mechanisms available for resolving disputes between U.S. businesses and other parties.

BUSCOM 730 Agency and Partnership (3 Credit Hours) This course focuses on agency law, partnerships, and LLCs in detail; public corporations will not be covered. The course will cover a detailed examination of the common law of agency – that is, the law that addresses the rights and duties that arise when one person acts for another. Topics include the contractual authority of an agent, vicarious tort liability (respondeat superior), and other functions of agency principles in modern law. The course will also introduce and compare different types of legal organizations commonly used by small and privately held businesses, such as general partnerships, limited partnerships, and limited-liability companies (LLCs). Topics include the formation of business organizations, the rights and duties of owners and managers, and the breakup of businesses. The course also includes some material on closely held corporations because of their importance in understanding LLCs.

BUSCOM 731 Advising Public Companies: From IPO to Sale (2 Credit Hours) This seminar will track the life cycle of public companies from IPO to eventual sale and will consider the many securities, corporate and corporate governance issues that are presented along the way. Pre-req: Securities Regulation and Business Associations are pre-requisites for this class. Eval Method: Students will be evaluated on the basis of (i) 2-3 short written assignments during the semester, (ii) a longer research and analysis assignment at the end of the semester and (iii) class attendance and participation.

BUSCOM 732 Blockchain, Cryptocurrencies, and Smart Contracts (2 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. Books-PRIMAVERA DE FILIPPI & AARON WRIGHT, RULE OF CODE (Afterward RC) DANIEL DRESCHER, BLOCKCHAIN BASICS (BB)

BUSCOM 779 Practicum: High Tech (4 Credit Hours) Jan 10 [Wednesday, 8-9pm PST] – Online Jan 17 [Wednesday, 8-10pm PST] – Online Jan 26 [Friday, 7-9pm PST] - SF Campus Jan 31 [Wednesday, 8-10pm PST] – Online Feb 2 [Friday, 7-10pm PST] - SF Campus Feb 7 [Wednesday, 8-10pm PST] – Online Feb 23 [Friday, 7-9pm PST] - SF Campus Feb 28 [Wednesday, 8-9pm PST] – Online Mar 7 [Wednesday, 7-9pm PST] – Online Mar 14 [Wednesday, 8-9pm PST] – Online April 5 [Thursday, 2-4pm CST] - Chicago Campus April 12 [Thursday, 2-4pm CST] - Chicago Campus April 13 [Friday, 2-4pm CST] - Chicago Campus. *Additional Course Information:* Satisfies Experiential Learning degree req

BUSCOM 780 The Business & Law of Venture Deals (1.25 Credit Hour) 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. Thurs Jan 11 6- 9 pm Thurs Jan 18 6-9 pm Thurs Jan 25 6-9 pm Thurs Feb 1 6-9 pm Thurs Feb 22 6-9 pm The new date is Thursday, February 1, from 6-9, to replace the previous Friday slot. *Additional Course Information:* Class dates follow University Quarter Schedule

BUSCOM 781 Competition Regulation: Antitrust and Intellectual Property (1.5 Credit Hour) This class aims to familiarize students with two important regulatory structures that inform how technology companies compete: the antitrust laws and the intellectual property laws. The class will discuss the consistencies and inconsistencies in how these two overlapping legal systems approach the common goals of promoting economic growth and consumer welfare, and it will explore, using examples pulled from the headlines, the challenges technology companies face in navigating these systems. The course will end with a discussion of how technology companies compete for talent with unique equity compensation structures and the issues these structures raise for both employees and employers. The primary objective is to introduce participants to complex and interesting areas of law that are central to competition in Silicon Valley. The course will address these issues from the perspective of technology company executives, but it will also be relevant to students planning to serve as outside lawyers or advisors. Written Assignments There will be three written assignments, each of which will require the students to analyze a hypothetical situation related to the covered topics (one related to antitrust regulation, one to intellectual property, and one to equity compensation). Class Participation It is expected that students will come to class well prepared and will engage in open, informed discussions of the topics covered. Because class discussion will be important, both for the class and for the final grade, please contact the professor in advance if you know you will be unable to attend a session. Grading The final course grade will be based on written assignments, class attendance, and participation. Dates/Times of Teaching: Saturday, January 20 9-12 am Saturday,

January 27 9-12 am Thursday, February 8 6-9 pm Thursday, February 15 6-9 pm Thursday, March 1 6-9 pm Thursday, March 8 6-9 pm.

BUSCOM 782K Entrepreneurship: Building Innovation, Teams, and Cultures (1.25 Credit Hour) *Additional Course Information:* Co-listed with Kellogg School of Management

BUSCOM 783K Launching and Leading Startups (2.5 Credit Hours) *Additional Course Information:* Co-listed with Kellogg School of Management

BUSCOM 784K Social Dynamics and Network Analytics (2.5 Credit Hours) Social Dynamics and Network Analytics. *Additional Course Information:* Co-listed with Kellogg School of Management

BUSCOM 785 Business Associations in Comparative Context (1 Credit Hour) This course provides an opportunity for students to explore how specific Business Association topics are addressed in the laws of other countries. In the first weeks of the semester, students will select topics covered in the traditional Business Associations course as the focus of the semester. They will work collaboratively to develop an understanding of how the topic is addressed in the US and in their chosen country/ countries and how the approaches taken in the countries compare to one another. The comparison may include cultural, commercial and legal considerations. Students will develop presentations and written materials on their topics. Choice of countries will depend on students' interests and may include the jurisdiction(s) where students who have earned a first degree in law or practiced outside of the US have studied and/or practiced. Presentations will be made throughout the semester so that topics generally follow closely the sequence of discussion in the traditional BA course. Prerequisite/Corequisite: BUSCOM 601S with Prof. Silver Attendance is mandatory.

BUSCOM 786 Public Company Mergers and Acquisitions (2 Credit Hours) Public companies combine in M&A processes 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 and this course seeks to provide legal and commercial foundations that will 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 transactions the instructor led in his practice, students will study increasingly complex transactions including mergers of equals, take-private transactions by private equity, activist and topping bid challenges to announced deals, hostile bids, challenging tax and antitrust contexts for deals and cross-border combinations with national champions. The implications of case law, regulations and market practice for the pace, structure and outcomes in these transactions will be highlighted, 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 the counseling of the companies and their directors by lawyers, investment bankers and other advisors. Business Associations is a prerequisite.

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

BUSCOM 789 Legal Design and Innovation (1.25 Credit Hour) In this class, the students will learn how to practice agile user-centered design by creating new interventions for courts to help people without a lawyer to understand their legal options, create a strategy, and pursue a legal process We want you to understand the design process, and how to

use it to solve problems in the legal and justice system – as well as other analogous service and government systems. You will understand what human-centered design is, and how to use it to understand how to communicate better; how to create new products and services; and how to reform social systems. The class will be hands-on, and you and your team will be creating new proposals, designs, and strategic plans. We hope that these materials can be useful to you in a portfolio. Any work assigned must be turned in before each class session when it is due. If you are late in submission of your assignment, it will affect your grade. *Additional Course Information:* Class dates follow University Quarter Schedule

BUSCOM 801-L Business Associations (3 Credit Hours) This course introduces students to the different forms of business entities, including general and limited partnerships, limited liability partnerships, limited liability companies and corporations. It examines both the common law and statutory rules regarding these forms of business entities, with a special focus on corporate governance and fiduciary duties of care and loyalty.

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.

BUSCOM 802E Commercial Law Sales (Executive Program) (2.5 Credit Hours) This course examines secured lending using personal property collateral, focusing in particular on the financing of accounts receivable, inventory, equipment, securities, 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 Articles 2, 2A, 3, 7 and 8. Examination will also be undertaken of the federal Bankruptcy Code as it applies to secured transactions. Emphasis is given to the following issues: Credit agreement documentation Attachment and perfection of security interests Priority disputes with secured creditors, lien holders, buyers of collateral, banks setting off, bailors, consignors, lessors, and sureties Bankruptcy, general principles and avoiding powers (voidable preference, strong arm, fraudulent conveyance) Principles of negotiability as applied to promissory notes, documents of title and securities Principles of debtor-creditor law Planning asset-based lending Fundamentals of accounts receivable financing Transfer of securities Evaluation: Course grading is based on an end-of-semester examination and class participation.

BUSCOM 802M Corporations (2.5 Credit Hours) Executive program only. Madrid Instruction.

BUSCOM 803-L Business Associations I (2 Credit Hours) This course provides an introduction to the law that governs unincorporated business associations, limited liability companies and corporations. The course begins with the law of agency, which provides the foundation for discussion of the most common business associations: partnerships, limited liability companies and corporations. Following agency, the course will address partnerships, with particular attention to applicable fiduciary duties and the relationship among partners. After partnerships, the course will briefly address limited liability companies. Following limited liability companies, the course examines corporations. In considering corporations, their shareholders and their boards of directors, the course explores limited liability and piercing the corporate veil, the business judgment rule, and fiduciary duties.

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.

BUSCOM 804-L Business Associations II: Mergers & Acquisitions (2 Credit Hours) In this course, students will learn both the doctrinal and practical aspects of mergers and other acquisition transactions, from conception through due diligence, negotiating the deal, papering the deal, and closing. 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, and applicable regulatory requirements. The course will also explore legal strategies to avoid hostile takeovers, and the inherent conflict between managers and business owners when considering possible business combinations.

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.

BUSCOM 805-L Business Associations III: Corporate Governance and Shareholder Activism (2 Credit Hours) This course offers an overview of corporate governance in the United States with a focus on the theory of corporate governance, the role the Board of Directors, including applicable legal obligations and protections as well as best practices,

executive compensation, the role of shareholders and third parties, shareholder activism, and governance related regulation arising from past market crises.

BUSCOM 805E Commercial Law Sales (Executive Program) (2.5 Credit Hours) This course examines secured lending using personal property collateral, focusing in particular on the financing of accounts receivable, inventory, equipment, securities, 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 Articles 2, 2A, 3, 7 and 8. Examination will also be undertaken of the federal Bankruptcy Code as it applies to secured transactions. Emphasis is given to the following issues: Credit agreement documentation Attachment and perfection of security interests Priority disputes with secured creditors, lien holders, buyers of collateral, banks setting off, bailors, consignors, lessors, and sureties Bankruptcy, general principles and avoiding powers (voidable preference, strong arm, fraudulent conveyance) Principles of negotiability as applied to promissory notes, documents of title and securities Principles of debtor-creditor law Planning asset-based lending Fundamentals of accounts receivable financing Transfer of securities Evaluation: Course grading is based on an end-of-semester examination and class participation.

BUSCOM 806-L Advanced Corporate Law (3 Credit Hours) This course examines certain corporate finance issues, including the legal aspects of valuation, capital structure and leverage, the rights of various security holders and the dividend decision. It also takes an intensive look at the law of mergers and acquisitions. The focus here is on how to structure and document such transactions, the arsenal available to hostile acquirers and the defensive tactics available to unwilling targets, the principal Federal and state statutes regulating such transactions and the legal standards which are applicable to both hostile and friendly mergers and acquisitions. Finally, this course introduces students to the law of securities regulation in the United States, including the sale of securities under the Securities Act of 1933 and the regulation of trading in securities under the Securities Exchange Act of 1934 and, in such context, the rules against insider trading.

BUSCOM 806E Commercial Law: Secured Transactions (2.5 Credit Hours) This is an Executive LLM course. This course provides a survey of the law of secured transactions (which is the subject matter of Article 9 of the Uniform Commercial Code) and with the interrelation of secured transactions with the other articles of the Uniform Commercial Code, as well as with the federal Bankruptcy Code. The final grade will be determined on the basis of a 3-hour open-book final exam. Class attendance, participation and preparation will be a factor in determining the final grade.

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.

BUSCOM 810 Contract Law (3 Credit Hours) Limited to Executive LLM candidates. Introduction to the nature, functions, processes, and limitations of exchange, contract and contract law.

BUSCOM 810-L Private Equity (2 Credit Hours) This course provides an examination of the legal and financial aspects of private equity transactions, a category of high-risk, high-reward investing. Forty years ago, private equity investing was a relatively small activity conducted 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, as viewed from the professor's personal experiences, private equity investments in venture capital, growth equity and leveraged acquisitions, and legal documentation used in selling interests in private equity funds. The class will also examine other sophisticated financing transactions, including public and private senior and subordinated debt financings, off-balance sheet financings and initial public offerings. 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 fund managers, private equity fund 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 business transactions as a lawyer, whether the transactions are designated as private equity or not, but should also be meaningful for those who expect to participate in sophisticated business transactions as non-lawyers.

BUSCOM 811 Hedge Fund Investing (2 Credit Hours) This business course for law students will provide a comprehensive overview of hedge fund investing, beginning with a historical look at the industry and ending with more recent events. Various investment strategies utilized by hedge funds will be presented and discussed in connection with the mechanics of executing those strategies. Students will be exposed to the legal considerations that go into structuring hedge funds, as well as the regulatory framework within which hedge funds operate. Certain tax considerations of hedge fund investing will also be covered. Class sessions will feature guest speakers with extensive knowledge of the hedge fund industry, including hedge fund managers, experts in hedge fund evaluation and allocation, and experts in hedge fund operations and regulation. Weekly class discussion topics include: ? Hedge Fund Strategies - Equity, Credit, Distressed Debt & Activism and Multi-Strategy ? Regulation of Hedge Funds ? Hedge Fund Structures, Taxation and Fees ? The Role of Hedge Funds in a Traditional Portfolio & Risk Management ? Hedge Fund Investment & Operational Due Diligence ? Recent Trends in the Hedge Fund Industry Registration Requirements ? Contracts is a pre-requisite ? Business Associations/Corporations is a pre- or co-requisite ? Previous coursework or professional experience in Capital Markets, Investing/Asset Management, Corporate Finance and/or Securities Regulation is recommended to facilitate comprehension of the course material and speakers. Without such experience, you may find the course very challenging. Evaluation Methods: ? Final Paper - Students will be required to write a one-draft final paper, which will constitute 70% of the student's grade. ? Attendance/Participation - Attendance and active in-class participation is encouraged and will comprise 15% of the grade. ? Quizzes - There will be pop quizzes from time to time designed merely to determine whether the assigned material was read. Quizzes will constitute 15% of a student's grade. ? Readings to be provided to students on CANVAS.

BUSCOM 815-L Business Bankruptcy in the United States (2 Credit Hours) This course will examine core concepts of American bankruptcy

as they apply to troubled businesses which seek to restructure their finances under Chapter 11 of the United States Bankruptcy Code. Topics will include how such cases start, how they are administered (with the help of a statutory stay against creditor action), and how they conclude, either with a court-approved sale of assets or through a court-approved plan of reorganization. In addition, the course will examine the cross-border provisions of the Bankruptcy Code and how United States courts interact with insolvency proceedings pending in other jurisdictions.

BUSCOM 820-L Securities Regulation: Focus on International Issuers and Investors (2 Credit Hours) This course will cover the fundamentals of the process for registering securities for public sale in the United States, sales of securities in the United States without registration (exempt offerings), offshore sales by US issuers, the reporting requirements for public companies, and other selected topics under the federal securities laws. The assignments and discussion of each topic will devote attention to specific regulatory requirements or other aspects of US securities regulation that apply to non-US companies faced with compliance with US securities laws.

BUSCOM 840M Financial Accounting (1 Credit Hour) Executive program only. Madrid Instruction.

BUSCOM 841M Corporate Finance (1 Credit Hour) Executive program only. Madrid Instruction.

BUSCOM 842M Marketing for Lawyers (1 Credit Hour) Executive program only. Madrid Instruction.

BUSCOM 843M Strategy (1 Credit Hour) Executive program only. Madrid Instruction.

BUSCOM 845-L Competition Law (2 Credit Hours) The laws of competition exist to enhance the welfare of consumers and the efficiency of producers - chiefly by prohibiting monopolistic behavior and activities in restraint of trade among sellers of goods and services. This course focuses on U.S. antitrust laws, their content and enforcement, with particular emphasis on their global impact and their relationship to similar regimes in Europe, Japan, China, Canada, and elsewhere.

BUSCOM 847-L Contracts and Sales (3 Credit Hours) This course introduces students to common law concepts of contracts, primarily using business contract cases. Students will learn how contracts are formed, how they are interpreted by a court, what constitutes a breach of a contract, and how damages for breach of contract are determined. The course will also introduce students to the special treatment of sales contract which are governed by the Uniform Commercial Code (UCC) a statute adopted by all states in the U.S. Examining the UCC introduces students to the unique issues involved in interpreting a business law statute.

BUSCOM 848-L Contracts (2 Credit Hours) An introduction to American Contract law, with an emphasis on common law development.

BUSCOM 850 Antitrust (2.5 Credit Hours) This course is limited to Executive LLM candidates Instruction occurs overseas.

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

BUSCOM 855-L Competition & IP (1 Credit Hour) Intellectual Property laws create exclusive rights to inventions, to expressive works, and to valuable "know how," and do so in an effort to induce inventors, writers, musicians, photographers, and so forth, to create and market their works. But, sometimes, holders of IP behave in anticompetitive

ways, and use their IP to effectuate anticompetitive plans. When this happens, the Federal Trade Commission and the Department of Justice invoke antitrust laws to curb the anticompetitive behavior. Courts and commentators often disagree about which IP behavior comprises antitrust violations. We will survey some of the most common situations, including "pay for delay," patent pools, standard setting, division of markets, and price fixing.

BUSCOM 901-0 Business Formation & Structure (1.5 Credit Hour) 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 902-0 Contract Law & Design (2 Credit Hours) This course presents the basics of contract law and design. 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 905-0 Business Strategy & Frameworks (1.5 Credit Hour) 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 910-0 Federal Income Taxation (1.5 Credit Hour) The course will provide an overview of U.S. federal income taxation. The course has three goals. First, we will study the basic structure of the federal income tax, as well as focusing on several specific topics, including, for example, business expenses, charitable deductions, and capital gains. Second, we will discuss policy issues that relate to the tax law we study. And, finally, the course will serve as an in-depth investigation of how to read a statute. The course will proceed through a combination of lecture, problem sets, and discussion. No pre-requisites Evaluation will be based on course participation and a 90-minute open-book final exam. Federal Income Taxation (Concepts and Insights) 13th Edition, Zelenak and Chirelstein

Optional: CCH Federal Income Tax Code & Regulations Selected Sections 2016-2017 (must be current) – otherwise pull code and regs from on line.
Additional Course Information: MSL Students Only

BUSCOM 912-0 Assessing AI & Computational Technologies (1.5 Credit Hour) 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 915-0 Entrepreneurial Finance and Venture Capital (1 Credit Hour) This class will provide students with an introduction to raising funds for a new venture. Topics to be covered include debt versus 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. Pre-req: Business Formation and Structure. Recommended: Entrepreneurship Law. *Additional Course Information:* MSL Students Only

BUSCOM 917-0 Introduction to Securities Regulation (1.5 Credit Hour) 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 925-0 Employment Law (1.5 Credit Hour) 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 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 Hour) 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. Pre-req: Business Formation and structure. *Additional Course Information:* MSL Students Only

BUSCOM 950-0 Litigation Operations & eDiscovery (1 Credit Hour)

This course focuses on the operational and logistical side of litigation, from the perspective of a corporation's senior management and its in-house legal department. In today's legal landscape, the amount that a corporation spends litigating a case can rival, or even exceed, the amount at stake at trial. A well-functioning Litigation Operations team allows the corporation to efficiently and effectively defend its rights in court - putting the corporation in the most advantageous legal position, while preserving its resources. This course will examine the challenges faced by litigants in the digital age, focusing on the growing importance (and cost) of electronic discovery. This will cover four general topics: a) the optimized roles and responsibilities of the various stakeholders (the corporation, its outside law firm, and litigation services companies); b) the importance of well-defined process and project management principles in coordinating a response to litigation; c) cost management in the inherently unpredictable process of identifying and sorting through "big data"; d) litigation technology that can be deployed to respond to the needs of the litigation. The discussion will focus on the requirements of the Federal Rules of Civil Procedure and the body of "best practices" established by field practitioners for reducing risks and mitigating costs. The students will be assessed based on an in-class open-note final exam that includes both multiple choice and essay questions. *Additional Course Information:* MSL Students Only

BUSCOM 951-0 Business Internship (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 Value-Based Decision-Making: 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 954-0 Dealing with Debt: Law & Strategy When Businesses Fail (1.5 Credit Hour) Entrepreneurship is a driving force in any economy. Although the prospect of a new business' profits can tantalize, entrepreneurship also has a dark side. In the United States, as well as globally, one out of every two new businesses fail with five years of startup; three out of five fail within ten. Thinking about, and planning for, your suppliers' and customers' financial failure - as well as your own - should thus be part of any comprehensive business plan. This course begins where Contracts ended. It examines strategies businesses use to collect debts owed them - and counter strategies debtors use to resist such collection. It will also study devices, such as the taking of collateral security, businesses use to enhance debt collection, and the effect these devices have on debtors. Finally, it analyzes how chapter 11 bankruptcy reorganizations can affect both debtors and creditors, and how businesses use and abuse the bankruptcy system. Grading will be 60% based on a final examination, and 40% on class participation in the simulations and in class discussion. *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 (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 Data Science in a Business Context (2.5 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 Getting to Market: Tackling Legal Issues in Complex Corporate Environments (0.5 Credit Hour) This course explores the practical application of key concepts from required MSL courses to scenarios students might encounter in their professional careers. The focus will be on identifying and addressing legal issues that often arise in complex business environments with particular emphasis on intellectual property, contracts, ethics and business torts. The course will feature guest speakers from UL who work across the company in different functions and roles. Students will get a taste of the legal issues they may face at their jobs and how working across functions and departments in complex companies is essential to business success. Students will have the opportunity to apply what they learned from their required MSL courses, the assigned readings, and guest speakers in a hypothetical case study about developing and launching a new software product in an established multi-national company. The course is graded on a credit/no credit basis. Assessment will be based upon class participation (50%) and participation in the case study (50%). *Additional Course Information:* MSL Students Only

BUSCOM 960-0 Leadership Communication (0.5 Credit Hour) The objective of this course is to enhance the communication skills of participants in business settings as executive leaders, with a focus on face-to-face, interactive oral communication. This class covers the basic competencies of leadership communication, including active listening, powerful questioning and presentation skills. The focus will be on: 1) communication competencies in the context of executive leadership; 2) presenting and addressing corporate audiences. Assessment will be based on in-class participation, performance on communication exercises, and a final presentation. Please note that this is an introductory course geared towards students with ~1-5 years of business experience. Required reading and viewing material will be posted in the syllabus on Canvas. *Additional Course Information:* MSL Students Only

BUSCOM 962-0 Advanced Contracts: Practical Aspects (1 Credit Hour) 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 (0.5 Credit Hour) 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 970-0 Design Thinking (1.5 Credit Hour) Design Thinking is intended to introduce students to the design process of design based inquiry and practices. Students will explore the design research based new knowledge synthesis space as a fundamental strategy for creating new, useful and competitive outcomes. The underlying theme of the course is the strategic vision of continuously seeking viable differentiators in commercial spaces, arising from, but beyond the traditional form and function. This purposeful and inventive strategy is very challenging, as many practitioners have never strategically pursued novel solutions as designers, and when challenged to do so in practice they are confronted with the frustration and challenge of seeking opportunities and creating in a crowded space without the tools. A goal for the course will provide the lessons for practitioners develop a familiarity with new knowledge creation by design, both personally and in their organizations. This will include the examination of design strategies, with tangible real-world examples of successes and failures. Ultimately, this course will plant the seed of a creative design thinking culture within the students, stimulating the awareness of the many, often unseen, opportunities beyond form and function for creating viable, protectable and new product and service outcomes that lead to competitive advantages in the marketplace. Readings include cases and articles selected by the professor. There will be a mid-term project and a final project on a topic of the student's choosing; both will require students to draw upon the lessons and skills of the class. *Additional Course Information:* MSL Students Only

BUSCOM 975-0 Introduction to Accounting and Financial Statements (1.5 Credit Hour) 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 ζ several each week from a single sector ζ 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 ζ 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 ζ 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 981-0 Introduction to Taxation: Business Income (1.5 Credit Hour)

"The course will provide an overview of taxation of income from business activities. We will begin with the taxation of income from services, and then proceeding to the taxation of income from direct property holdings and simple contractual relations, and then the taxation of returns from participation in various business entities, including corporations, limited liability companies and partnerships. The course will involve a combination of lecture, problem sets, and discussion. Evaluation will be based on course participation, including a presentation based on a business situation of the student's choice, and a 90-minute open-book final exam. Prerequisites: Contract Law & Design; Business Formation & Structure. *Additional Course Information:* MSL Students Only

BUSCOM 982-0 Public Persuasion (1.5 Credit Hour) 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. This course satisfies the MSL writing requirement. No pre-requisites. Three writing assignments: (a) a private writing, ideation exercise (very short); (b) an organizational persuasive memorandum; and (c) a prepared speech, which will also be delivered in class. Several smaller books and a collection of materials, all of which are direct and accessible reads. *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 985-0 Integration of Science and Clinical Care (0.5 Credit Hour) Traditionally, health care has been delivered in two silos - the research realm and the clinical care/health care provider. Although the two may have recognized the importance of each other, they weren't truly enmeshed. Innovative, cutting-edge organizations are breaking down those barriers while cross-fertilizing the two fields. The combination of these two areas has ultimately led to numerous scientific advances, as well as to a higher quality of care. However, the primary focus in research is on societal well-being versus clinical is on individual patients. As a result, with those walls being struck down comes fascinating challenges from a legal, regulatory and ethical perspective. This class is designed to not only help you recognize the issues but experience first-hand approaches for the future. An assessment for the purposes of a grade will be made based upon your participation in the robust class discussion which will include knowledge and analysis of pre-reading materials. *Additional Course Information:* MSL Students Only

BUSCOM 991-0 EntrepTeam Project (1 Credit Hour) The MSL Entrepreneurship Team Project (ENTP) class is designed to expose students to the business and legal ecosystems of a region of the US; this year's focus will be on the Silicon Valley area. The class component will meet prior to and after the spring break trip during the Spring 2 term. In the class component, students will explore the legal and business issues they will encounter during the "field research" part of the course. They will also develop and prepare for the projects they will undertake during their field research. Over the Spring Break, students will participate in the field research component, during which they will participate in a variety of visits, activities, interviews, and discussions, and will do the background work that will enable them to execute their projects after the trip. After the field research, students will prepare and present a final project. Though a major part of the ENTP involves a week of travel and meetings in the Bay Area, the ENTP is a real class, with readings, assignments, obligations, and course credit. This is an active learning experience; during activities in the Bay Area, students are required to be interactive and engaged participants. In addition, this is a TEAM project; all participants must welcome collaborative learning and be committed to creating an effective team dynamic. *Additional Course Information:* MSL Students Only

BUSCOM 992-0 Business Torts (1.5 Credit Hour) This course provides an overview of tort law in general (breach of a duty owed, liability, injury, damages) and explores the application of tort law principles in the business context. Topics may include: fraud, misrepresentation, toxic

torts, trade disparagement, product liability, deceptive trade practices, and tortious interference with contracts or business relationships. This course will highlight the areas where common law torts overlap with regulatory law. *Additional Course Information:* MSL Students Only, Course required for MSL degree

BUSCOM 993-0 Transactional Skills: Basic Training (1 Credit Hour)

This course will emphasize a realistic, hands-on approach to basic transactional practice skills and principles, including identifying and communicating business issues/objectives, effectively translating those issues/objectives into appropriate contractual provisions and then using those drafts as a continuing basis for efficient negotiation. 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. Students will leave the course with valuable real-world context, giving them a leg up for successful participation in a transactional role or context. Grades will be based on (i) class preparation, (ii) meaningful class participation and (iii) performance on written assignments throughout the term. *Additional Course Information:* Course required for MSL degree, MSL Students Only