

CORPORATE LAW AND FINANCE LL.M. COURSES

Required Courses (All Students)

- **Advanced Corporate Transactions - 6025 (3 cr.):** Building upon the principles of corporation law and policy learned in the basic business organizations course, this course will prepare students to understand and structure the legal aspects of various business combinations, including buy-sell arrangements, licensing agreements, mergers, asset purchases, stock sales, debt/loan structures (including indentures), shareholder agreements, dispute resolution procedures, service agreements and employment agreements. The course will build around several transactions and require mastery of key skills and abilities that include: understanding key components of various transactions and their legal structures; identification of various transactional approaches to address specific client needs; development of analytic, reasoning, negotiation and writing skills in various business law environments; and mastery of the core legal doctrines which are the foundations for the transactions studied.
- **Business Organizations – 6026 (3 Cr.)**—This is the course, sometimes referred to as “Corporations” taught at the JD level at Cooley and at most law schools. All Cooley students who have obtained a B or better in this course, or those from other schools who have obtained a B or better in a comparable course, will receive a waiver without credit of this required course. If a student from outside Cooley has not taken this course, or a student either from Cooley or another school has taken the course but received a grade lower than a B, then they must take this course during the first semester, or be excused from taking it by the Director. Those students taking the course will be given a different exam than the JD students in the course and may also be required to write a paper in order to receive credit for the course.
- **Corporate Governance and Finance - 6027 (3 cr.)**-- This course will study the processes and tensions between capital formation and corporate governance. Traditional methods and concepts of corporate finance will be examined including, time-value of money, stock and bond valuations, capital budgeting, capital and arbitrage pricing models, cost benefit analysis and optimal capital structure theory. In addition to in-depth examination of these traditional areas, including the corporate decision-making difficulties involved in choosing among various financing options, the course will delve into the significant corporate governance challenges posed by derivative securities, asset securitizations and convertible securities. The course will explore in detail the difficult questions of corporate decision making when faced with the tensions between the contract principles of various financing approaches and the fiduciary obligations inherent in corporate decision-making.
- **Corporate Professional Responsibility – 6028 (3 Cr.)**—Focuses on the ethical, as well as broader public policy issues, presented in the practice of law in the corporate setting from the perspectives of both inside and outside counsel in a multistate and global practice arena. Utilizing a practical case study method, the course will address subjects such as the lawyer’s role in the corporation, attorney-client privilege and work product doctrine, attorney discipline and malpractice, conflicts of interest, negotiations, and relationships between inside and outside counsel. Further, the course will review the structure of corporate compliance activities and regulatory compliance and counseling, at the national, state, local and foreign governmental levels in a number of areas including: environmental; employment, labor and benefits; product liability and recalls; Foreign Corrupt Practices Act and white collar litigation. In addition, the course will explore a lawyer’s role in society including emphasizing the necessity for a corporate lawyer to embrace diversity, and participate in *pro bono* and community service activities in order to be successful.

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Required Electives (for specialization in Global Public Companies Law)

- **Licensing of IP - 6001 (3 Cr.)**— Extensive examination of express and implied licenses, validity and enforcement of license provisions, rights and obligations of parties to license, transfers and assignments of intellectual property and public policy considerations. The JD survey course, Intellectual Property Law, can be substituted for this course with prior permission from the program director.
- **Litigation - 6078 (2 Cr.)**—An overview course in litigation to acquaint the non-litigator with the fundamental principles and strategies for handling complex litigation including class actions, products liability, mass tort and commercial litigation, in the federal and state courts, selected international tribunals and by means of alternate dispute resolution. The course will also cover the fundamental elements of discovery and e-discovery and litigation avoidance strategies.
- **Public Company Disclosure - 6079 (2 Cr.)**—This course will focus on periodic reporting by already-public companies under the Securities Exchange Act of 1934 (as modified by Sarbanes-Oxley) and cover Forms 10-K, 10-Q, and 8-K, proxy statements, Schedules 13D and 13G, reporting under Section 16, and Regulation FD. The course will also investigate the tension that these reporting requirements place on both inside and outside counsel who are advising on routine corporate activities such as shareholder and public relations, and negotiations of significant transactions or settling significant litigation. The JD survey course, Securities Regulation, can be substituted for this course with prior permission from the program director.
- **Global Public Company Law Practicum – 6080 (3 Cr.)** - The Practicum will be an exercise with a real time exchange of information and factual scenarios, designed to place the students in an environment which will draw upon all of the coursework in the Global Public Companies Law Specialization (Corporate Professional Responsibility, Advanced Corporate Transactions, Corporate Governance and Finance, Intellectual Property, Litigation and Public Company Disclosure). Students will interact with other students and practitioners in representing their client in this simulated exercise.

Additional Electives

1. Courses offered in the Corporate Law & Finance Program

- Antitrust Law (6085 / 3 cr.): - This course will cover the major topics of antitrust law necessary for all corporate lawyers and provide a basis for lawyers interested in practicing antitrust law. Topics to be covered include the broad definition of agreement; agreements among competitors and between companies and either their suppliers or distributors; monopolization; and both the substantive and procedural aspects of mergers. The philosophical and economic underpinning of the law will be discussed to the extent necessary to better understand the practical aspects of advising clients. The course will focus on US antitrust law but will also cover the important distinctions with the competition laws of other major jurisdictions.
- Capital Markets/Investment Banking (6170 / 3 cr.): Explores the legal aspects of capital markets and investment banking, including: commercial paper, medium-term notes, shelf registration statements, underwriters, and various types of private securities offerings. Special emphasis on governance, negotiation, documentation, and closing of corporate financing methods. Grades are typically based on assignment(s). PREREQUISITE: 6027 Corporate Governance & Finance.

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- Closely Held Corporations
- Directed Study
- Externship
- White Collar Practice (6169 / 2 cr.): Explores the law of economic and political crimes associated with non-violent, often complex criminal offenses involving the use of power, influence or trust for the purpose of illegal gain or advantage. Students, acting as federal prosecutors or defense attorneys, will formulate arguments in conspiracy, bribery and gratuities, mail and wire fraud, tax fraud, extortion, securities fraud, money laundering and RICO cases as well as civil enforcement actions. Students must complete a supplemental 10-15 page double-spaced paper, or equivalent project, to earn LL.M. credit if taken as the JD course 1224.

2. Courses offered by Cooley's other LL.M. Programs

- Accounting for Lawyers (Tax)
- Taxation of Non-Profit Organizations (Tax)
- Business Franchise Law and Practice (IP)
- IP Capital Management and Financing (IP)
- Partnership Tax (Tax)
- Tax Accounting (Tax)
- E-Commerce Law (IP)

3. Courses offered in Cooley's J. D. Program

- Advanced Business Mediation
- Alternate Dispute Resolution
- Aviation Law
- Bankruptcy
- Collective Bargaining
- Comparative Law
- Computer Law
- Energy Law
- Entertainment Law
- Environmental Law
- Federal Administrative Law
- Federal Telecommunications
- Foreign Relations
- Health Law
- International and Comparative Contract Law
- International Arbitration
- International Business Law
- International Trade
- Insurance Law
- Labor Law
- Law of Cyberspace
- Law Office Management
- Legislative Process
- Modern Real Estate Transactions
- NAFTA
- Negotiation and Confrontation
- Oil and Gas Law
- Products Liability
- Regulation Health Care Systems
- Representing the e-Business Client
- Sales
- Securities Regulation
- State Administrative
- Taxation of Business Entities
- Workers Compensation Law
- Workplace & Employment Discrimination Law