

The Learning Sciences in Conversation: Theories, Methodologies, and Boundary Spaces

LAW 2073 v00 Advanced International Commercial Arbitration LL.M Course (cross-listed) | 3 credit hours This course will provide an indepth study of specific topics in international commercial arbitration from both a theoretical and practical perspective. Topics to be considered will include: the arbitration agreement - the separability doctrine, choice of law, parties to the agreement (including non-signatory issues), competence-competence, enforcement of the agreement and other types of national court intervention; complex arbitrations - multiparty and multicontract issues, joinder of parties, consolidation of cases, parallel proceedings; the arbitral tribunal - selection of arbitrators, duties of arbitrators, independence and impartiality issues, challenges of arbitrators; the arbitral proceedings - bifurcation, interim measures, evidentiary rules, the conduct of hearings; and the arbitral award - drafting of awards, enforcement and setting aside of awards, the 1958 New York Convention on the Recognition and Enforcement of Awards. The course will refer to arbitration rules, case law, statutes and international conventions. Prerequisite: International Commercial Arbitration, Introduction to International Commercial Arbitration, or permission of the instructor. Mutually Excluded Courses: This course is mutually exclusive with the other spring course by this same name (LAWG/J 888). Note: Please note, the date for the final class session will be announced at the start of the semester.

LAW 710 v00 Advanced International Taxation LL.M Course (cross-listed) | 2 credit hours This course is designed for those students that wish to gain a deeper understanding of the effect of certain U.S. rules governing the taxation of U.S. persons doing business overseas and foreign persons doing business in the United States. The course will cover a broad range of topics with particular emphasis on the tax consequences of cross-border reorganizations, liquidations and taxable acquisitions and dispositions. The course will cover the tax consequences of outbound transfers of assets, foreign-to-foreign transfers of assets, and inbound transfers of assets. Students will be expected to have a working knowledge of corporate taxation, and transactional aspects of subpart F and the foreign tax credit rules. Prerequisite: Corporate Income Tax Law I (or Corporate Taxation); International Tax (or U.S. International Outbound Tax). Recommended: Prior or concurrent enrollment in Corporate Income Tax Law II (or completion of Corporate Taxation).

LAW 1532 v00 Advanced Legal Writing for International Business Lawyers J.D. Seminar (cross-listed) | 2 credit hours This course is designed to provide students interested in transactional practice with hands-on insight into the cross-border practice of business law by creating a simulated law-firm environment in which students are asked to complete tasks as if they were junior associates. The principle objectives of the course are to teach students how to communicate clearly, concisely, and appropriately in a business-law setting, and how to apply and adapt these skills to situations involving international, cross-cultural, and even multinational business transactions. Students will practice these skills through a variety of written and oral communication exercises based on actual cross-border transactions similar to those they will likely encounter as a junior transactional associate at a law firm. The focus of this course will be on practical skills, rather than on theoretical analysis.

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Although some of our discussions and exercises will involve reviewing contract provisions and students will become familiar with basic contract structure, this is not a course on contract drafting. Rather, the focus is on developing the student's practical lawyering skills such that he or she is able to effectively communicate with parties from all sides of a cross-border business transaction and to recognize and overcome the principle cultural, linguistic, and other barriers to cross-cultural communication. Enrollment by both JD and LL.M. students is encouraged. Class time generally will be split between lecturing and in-class exercises and discussion. The majority of the in-class exercises will utilize fact scenarios from actual deals and will involve students working in small groups or teams. Prerequisite: Legal Practice: Writing and Analysis. Recommended: Prior or concurrent enrollment in Corporations is recommended but not required. Mutually Excluded Courses: Students may not receive credit for both this seminar and the Advanced Legal Writing Seminar, Advanced Legal Writing and Practice for Judicial Clerks and Civil Litigators, Advanced Legal Writing: Legal Writing as a Discipline, Advanced Legal Writing: Practical Skills from Retail Industry Examples, or Writing for Law Practice. Note: Students may request a withdrawal from an academic advisor through the due date of the final draft of Writing Project #2. LL.M. STUDENTS: THIS COURSE REQUIRES DEPARTMENTAL PERMISSION TO ENROLL. LL.M. students cannot register or put themselves on the waitlist for this course through MyAccess. Students interested in taking this course should send an e-mail to LL.M. STUDENTS: THIS COURSE REQUIRES DEPARTMENTAL PERMISSION TO ENROLL. LL.M. students cannot register or put themselves on the waitlist for this course through MyAccess. Students interested in taking this course should send an e-mail to lawgradprog@georgetown.edu indicating their interest in the course and their previous exposure to U.S. legal writing.

LAW 702 v00 Advanced Partnership Taxation LL.M Course | 2 credit hours Focuses on the skills necessary (including review of transactional documents) for a tax attorney involved in advising on partnership structuring matters. Topics will include drafting the partnership agreement, allocations of tax items, amortization of partnership intangibles,

classification/conversions, interplay of partnership rules on debt restructuring application of various gain triggers upon exiting from partnerships, partnership mergers and divisions, partnership equity-based compensation, and the partnership anti-abuse rules. Prerequisite: Federal Income Taxation (formerly Taxation I); Taxation of Partnerships. Neither prerequisite may be taken concurrently.

LAW 1535 v00 Advanced Topics in Corporate Law: Management Misconduct J.D. Course (cross-listed) | 1 credit hour
Through the lens of Delaware law, this course will review the roles of the board of directors, senior officers, and stockholders in overseeing a corporation, monitoring management conduct, and promoting compliance. The course will consider the director's duty of oversight, its origins, and how it has evolved. The course will examine whether senior officers owe a similar duty of oversight, or whether different duties apply. We will delve deeply into the derivative action, which is the primary enforcement mechanism through which stockholders can address management misconduct. As part of this effort, we will explore the various stages of the derivative action and consider its strengths and weaknesses. As its source materials, the course will examine recent derivative lawsuits. The course also will consider hot-button topics, such as #MeToo issues as a business risk. Course enrollment is limited to 35. Students are expected to possess a basic understanding of the law applicable to alternative entities and corporations. An introductory course in corporations is a prerequisite. Learning Objectives: After taking this course, students will be able to answer the following questions: What standards apply to a board and senior officers when overseeing a corporation, monitoring for misconduct, and promoting compliance?

What is the duty of oversight, how did it arise, and how has it evolved?

What is the nature of a stockholder derivative action, the various stages of the proceeding, and its strengths and weaknesses?

Are stockholder derivative actions an effective way of policing management misconduct? Is the Delaware corporate model particularly prone to management misconduct?

Do alternative structures, such as B-corps or constituency-based models, offer promising alternatives?

Can a corporation serve morally good ends? Prerequisite: Corporations. Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled.

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Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend any class session in its entirety will result in a withdrawal. Add/Drop and Withdrawal Policies

No student will be permitted to drop this course after October 13, 2022. Failure to drop the course by October 13, 2022 will result in a withdrawal. No student may withdraw from this class without permission from the professors. No student will be permitted to drop this course after October 13, 2022. Failure to drop the course by October 13, 2022 will result in a withdrawal. No student may withdraw from this class without permission from the professors.

LAW 3018 v00 Advocacy in International Arbitration LL.M Course | 2 credit hours Students in this small seminar will receive individualized instruction in oral and written advocacy in advanced topics in international arbitration. The scope of instruction will include both procedural and substantive topics. The principle underlying the course is that students will learn by doing.

Enrollment will be based only on professor permission; students should not rank this course in the pre-registration process. Permission will be principally based on the results of a moot court try-out competition. Recommended: Prior enrollment in an introductory course in international arbitration Note: Note: This course is only open to LL.M. students. Students must seek professor permission to enroll.

LAW 885 v00 Advocacy in International Arbitration LL.M Seminar (cross-listed) | 2 credit hours This course blends mock litigation experiences with class discussion of techniques, strategy, and ethics in international arbitration proceedings. Students directly participate in a series of practical exercises based upon proceedings brought by a foreign investor against a State before the International Centre for Settlement of Investment Disputes (ICSID), including role-playing as litigators and arbitrators. The course emphasizes advocacy in connection with jurisdictional and procedural issues, selecting and challenging arbitrators, limits on the enforceability of awards, and other litigation problems that arise in the globalized environment of international investment and arbitration. There will be a number of oral advocacy assignments throughout the semester. The course grade will be a function of those assignments and class participation. Recommended: International Law I: Introduction to International Law Note: Students participate in in-class exercises and are graded on those exercises and productive class participation. Students may not withdraw from this class after the add/drop period ends without the permission of the professor.

LAW 885 v01 Advocacy in International Arbitration LL.M Seminar (cross-listed) | 2 credit hours This course blends mock arbitration experiences with class discussion of techniques, strategy, and ethics in international arbitration proceedings. Students directly participate in a series of practical exercises based upon a series of international arbitration fact patterns, which will entail their role-playing as advocates, cross-examiners, and arbitrators. The course emphasizes advocacy in connection with jurisdictional and procedural issues, selecting and challenging arbitrators, and other scenarios that often arise in international arbitration. Recommended: An introductory course or some experience in international arbitration; International Law I: Introduction to International Law. Note: Note: Students participate in in-class exercises and are graded on those exercises and productive class participation. Students may not withdraw from this class after the add/drop period ends without the permission of the professor.

LAW 038 v02 Antitrust Economics and Law J.D. Course (cross-listed) | 4 credit hours This course covers the major federal legislation and doctrine in the field of antitrust law with a primary focus upon governmental efforts to promote competition. Emphasis is placed upon the growing role of economic analysis and trends in judicial interpretation relating to the coordination, monopolies, mergers and joint ventures, as well as evolving legal standards, including the role of decision theory in setting legal standards. This version of basic antitrust places greater emphasis on the tools of economic analysis that have taken on growing importance in antitrust as well as controversies between Chicago School and post-Chicago economic approaches. There is no economics prerequisite. The necessary economic tools will be developed in the course. Students should be prepared to master economic as well as legal materials. There will be written assignments that must be submitted for each class. Recommended: Some economics background is helpful, but not required. Mutually Excluded Courses: Students may not receive credit for both this course and Antitrust Law or Antitrust Law: A Survey from the Sherman Act of 1890 to Today's Progressive Movement.

LAW 038 v01 Antitrust Law J.D. Course (cross-listed) | 3 credit hours This course covers the major federal legislation in the field of antitrust law, with a primary focus upon governmental efforts to promote competition, including Sections 1 and 2 of the Sherman Act, and Section 7 of the Clayton Act. Emphasis is placed upon the growing role of economic analysis and other modern trends in judicial interpretation, with an emphasis on understanding the means by which courts determine whether unilateral and collaborative business conduct is pro-competitive or anticompetitive, regardless of the particular statutory provision at issue. Mutually Excluded Courses: Students may not receive credit for both this course and Antitrust Economics and Law or Antitrust Law: A Survey from the Sherman Act of 1890 to Today's Progressive Movement. Note: J.D. Students: Registration for this course will be open to Evening Division students only during the initial J.D. student registration windows. Full-time Day Division students will be able to

add or waitlist this course beginning at 9:30 a.m. ET on July 14.

LAW 038 v03 Antitrust Law: A Survey from the Sherman Act of 1890 to Today's Progressive Movement J.D. Course (cross-listed) | 3 credit hours This class will serve as a basic survey and introduction to U.S. antitrust law, but with as much focus on the historical evolution of antitrust policy objectives as on antitrust case law. The course readings will therefore include historical analyses, scholarly commentaries, proposed legislation, and contemporary advocacy material from policy activists in addition to a narrowed selection of traditional case law. The objective of this course will be not just to learn the basics of antitrust doctrine but to understand and assess contemporary critiques and proposed policy responses to the current state of that doctrine. Mutually Excluded Courses: Students may not receive credit for both this course and Antitrust Law or Antitrust Economics and Law.

LAW 3051 v00 Arbitration in Latin America LL.M Seminar (cross-listed) | 2 credit hours Commercial and investment arbitration have gained increasing importance in Latin America. The last decade has seen, on the one hand, substantial amendments in the arbitration laws of the region and, on the other, an increase in the claims by investors under bilateral investment treaties and free trade agreements. But is there a Latin American arbitration? Is there a common approach to arbitration by the different countries in the region? Have the countries in the region simply adopted international standards and rules, or is there a Latin American contribution to the development of arbitration? Is there a Latin American way of conducting arbitration or rather an increasing adoption of practices and rules more akin to common law traditions? How can lawyers trained in the common-law tradition work in arbitrations subject to the laws of Latin American countries and located in Latin American venues? What have been the effects of the so-called "constitutionalization" of arbitration? Is there a uniform approach of Latin American countries to arbitration under investment treaties? Is there a trend to expand the relevance of local law in investment claims and to insist in the Calvo doctrine? Do human rights or rights of indigenous communities play a role in investment disputes? Where is the debate as to whether the existing investment treaties and the arbitration rules reflect the dominant interests of capital-exporting nations? What have been the defense strategies of Latin American states? The mere definition of what is Latin America presents a challenge to both lawyers and historicists. This course will explore, with a brief introduction as to the historical differences and common grounds between the countries in the region, the responses to the different questions that arise in a region where the approach to arbitration swings from the magic solution to reduce work overload in courts to a public enemy that should be eliminated. Prerequisite: Prior or concurrent enrollment in an introductory international arbitration course. Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled.

Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety will result in a withdrawal. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

LAW 050 v01 Aviation Law J.D. Course (cross-listed) | 2 credit hours The course, taught by practitioners in the field, covers contemporary and cutting-edge aviation topics such as international commercial aviation, aviation security, and the integration of unmanned aircraft systems (i.e., drones) into the national airspace. The course material will encompass most aspects of aviation law, including the law of international civil aviation, the economic and safety regulation of air transportation, aircraft registration and certification, aircraft accidents, airport law, government immunity from tort liability, and airline liability for the carriage of passengers and cargo domestically and internationally under the Montreal Convention. Students are exposed to a range of materials, including cases, treaties, executive agreements, and regulations, with a view towards imparting practical skills that can be applied to any field of law.

LAW 2086 v00 Basic Accounting for Lawyers LL.M Course (cross-listed) | 2 credit hours This is a basic course for students with NO accounting background or experience. A student will learn what an asset and a liability are, what the basic financial statements are, how financial statements are developed from the underlying accounting information of a company, and how the basic transactions of a business affect each line item of each financial statement. Students will learn how to understand the basics as it relates to the balance sheet, income statement, and statement of cash flows. Methods will include reading and text exercises, class lectures, and case exercises. Grading may be based on a final examination. Mutually Excluded Courses: Students may not receive credit for both this course and Accounting for Lawyers or Introduction to Accounting. Students MAY receive credit for this course and Demystifying Finance: A Short Course for Law Students and Business Basics for Lawyers and Business and Financial Basics for Lawyers.

LAW 3015 v00 Basic Principles of Finance LL.M Seminar (cross-listed) | 0 credit hours This zero-credit pass/fail course is designed to provide students with an understanding of the basic principles of finance and accounting in order to enhance their study of tax or business law. The course is intended to provide students with little or no prior background in finance and accounting with an introduction to the core concepts, the essential vocabulary, and the basic tools of these two subject areas. The course is designed to equip students with a basic primer of topics relevant to a range of business law courses. Accordingly, it covers subjects such as the time value of money, the distinction between debt and equity, the role of risk in valuing financial assets, and how assets and liabilities are described in accounting materials such as balance sheets and income statements. Mutually Excluded Courses: Students may not receive credit for this course and the J.D. course Demystifying Finance. Note: This zero-credit course is delivered via distance education to all students. There is no live class session. This course is required for all Tax LLM and Executive Tax LLM students.

LAW 3026 v00 Beyond the IPO: Exempt Securities Offerings LL.M Course (cross-listed) | 2 credit hours The course offers an in-depth study, both from the regulator's and private practitioner's perspectives, of frequently invoked exemptions from the registration requirements of the Securities Act of 1933 that otherwise apply to offerings of securities. Students successfully completing this course will be positioned to analyze whether a particular transaction exemption under the Securities Act is available and, if so, how to maximize its protections. The course will emphasize the "nuts-and-bolts" of the transaction exemptions as well as the circumstances and motivations under which the exemptions are sought and claimed. The major topics to be taught will include the Section 4(a)(2) private offering exemption and the Rule 506(b) safe harbor thereunder, Securities Act Rule 144, Regulation Crowdfunding, and Regulation A. The course will also cover topical developments such as recent efforts to use transaction exemptions for initial coin offerings (ICOs). In that most securities transactions take place pursuant to an exemption, this course will provide an opportunity for students to analyze and structure securities transactions and will heighten their understanding of an evolving area of securities law. Prerequisite: Prior or concurrent enrollment in Securities Regulation.

LAW 370 v02 Business and Human Rights in the Global Economy J.D. Seminar (cross-listed) | 2 credit hours Corporations today have a global scale as well as an impact that matches or sometimes exceeds that of governments. Their activities -- from sourcing of raw materials, to processing and production of intermediate or finished goods, to distribution and sale -- have major consequences not only for the human rights of their employees but also for the rights of the individuals and communities impacted by their operations. In many countries, government regulation and oversight are

either absent or largely ineffective. Companies in turn struggle to define their responsibilities in the face of these "governance gaps" -- particularly where requirements under national law fall short of international standards in areas such as hours of work and safety and healthy. A robust and often contentious debate over these issues culminated in the development of the U.N. Guiding Principles on Business and Human Rights (the "UNGPs") under the leadership of Special Representative John Ruggie. These Principles establish a framework for considering the respective roles of governments and corporations and outline core concepts of human rights due diligence and effective remedy. In doing so, the UNGPs also inform and to some extent refocus efforts that have emerged over the past 20 years to address these governance gaps and have brought together stakeholders from business, labor, civil society, the investment community, and academia. At the same time, in recent years there has been an increased push from civil society groups and certain governments to go beyond these "voluntary" efforts and develop a binding business and human rights treaty mechanism; this has met with strong opposition from business and many other governments, including the United States. Even as "non-regulatory" approaches remain the predominant means of addressing various business and human rights challenges, there also has been a growing focus in recent years on tools through which national governments and international institutions could exercise greater leverage. This includes advocacy for stronger labor and other human rights language in trade agreements, one-way trade preference programs, procurement standards, and the rules and guidelines applied by international financial institutions -- coupled with more aggressive enforcement of those criteria. Expanded efforts to advance that "regulatory" approach in trade policy and elsewhere in some cases has been met with resistance from governments and business, but there also have been examples of emerging consensus among a diverse range of stakeholders. This course introduces students to this quickly-evolving business and human rights landscape, including the diverse set of multi-stakeholder initiatives -- some, but not all, of which include government participation. We will discuss the guidance provided by the UNGPs and other instruments, the range of stakeholders and how they engage with one another, tools utilized by governments and corporations to implement human rights standards, and how all of these interact in the context of both sector-specific and cross-cutting legal and policy challenges. Among the questions the course will examine are: Which human rights standards are most relevant to business?

What are the appropriate linkages between business policies and practices and the promotion of human rights?

Which business and human rights approaches are emerging as "best practices" and perhaps even as recognized norms?

What tools to support those are being used by governments and corporations?

Who are the principal stakeholders and what are their roles and objectives?

What are the strategies for addressing business and human rights "governance gaps" at the national and international levels?

What are the opportunities for increased integration of labor/human rights and trade policies, and what are the limitations?

What mix of mandatory/regulatory and voluntary/“self-regulatory” approaches has been utilized in different situations to advance human rights objectives? Which approaches have been most effective?

How are various business and human rights challenges playing out in specific sectors, and how do these inform the debate about different approaches? To address these and other key questions, the course will begin with several sessions setting out the relevant legal and policy developments, with special attention to the UNGPs. It will also include a review of different stakeholders and their roles and interests, and examination of concepts of corporate responsibility and corporate accountability, and an analysis of the various approaches to business and human rights advanced by companies, governments, labor, civil society, and through multi-stakeholder initiatives. The second half of the semester will then focus on how these concepts are being applied in particular sectors to address specific business and human rights challenges. Throughout the course, students will be asked to examine the various approaches and differing roles of key stakeholders, including by playing the roles of those addressing the key issues from the perspectives of corporations, civil society and unions, and governments. The class will be divided into three groups for purposes of this “role playing” -- with each asked to adopt all three perspectives during the course of the semester, both in students’ individual analyses of assigned readings and in group sessions during certain classes. Learning Objectives: Introduction to business and human rights landscape, including legal and policy developments, particularly the UN Guiding Principles on Business and Human Rights. The course reviews different stakeholders and roles, examines concepts of corporate responsibility and accountability, and analyzes various approaches to business and human rights advanced by stakeholders. The course will also familiarize students with sector specific business and human rights challenges. Recommended: There are no formal course requirements, but some basic familiarity with international trade and human rights law is assumed. Mutually Excluded Courses: Students may not receive credit for both this seminar and the practicum course Business and Human Rights.

LAW 3060 v00 Business, Human Rights and Sustainability LL.M Course (cross-listed) | 1 credit hour The relationship between business, human rights, and sustainability has gained momentum in recent years with the private sector, governments, civil society, and international organizations, owing largely to the passage of the United Nations Guiding Principles on Business and Human Rights (UNGP) in 2011, the 2012 UN Rio + 20 Sustainable Development Conference and the UN Sustainable Development Goals (2015). These developments were preceded and followed by a series of multi stakeholder (governments, private sector, investors, civil society networks and organizations) and specific industry driven initiatives looking at how to integrate these international standards into both self and binding regulatory processes. As a result, many of these initiatives led to an emerging international soft law system of business, human rights and sustainability that is based in the internationally acknowledged body of hard law principles. Regardless of being industry, sector specific or multi stakeholder in nature, the regulation, de-regulation, policy, practice and ever growing global litigation in this new field of practice is multifaceted, dynamic, interactive, complex and challenges business leaders, markets and even lawyers to think outside the box in order to address a challenging relationship between business, markets and society. This is where business strategy meets risks. Or instead, this is where risks eat a business strategy. As a result, business leaders, shareholders and their advisors are now required to integrate a 3D internal and external view and assessment on how to address, prevent, mitigate and remediate the social and environmental impacts (risks) of private sector operations in complex environments and with a collaborative and systems thinking approach. Bar Associations in America and abroad have begun issuing specific guidance on how corporate lawyers should advise their clients incorporating human rights and sustainability standards. For instance, in a Mergers and Acquisitions (M&A) transaction, corporate lawyers are most likely to encounter questions dealing with social, environmental, human rights and environmental concerns. Those advocating on behalf of environmental and human rights organizations will find their work directly intersects with company law, securities law, investment law, governance, compliance, company law and alternative dispute resolution mechanisms to name a few sub areas. Fast-forward 2020. The global COVID-19 pandemic has suddenly entered this space. It has done so highlighting the vulnerabilities and opportunities in the relationship between business, governments and society across the globe. Furthermore, the global pandemic is challenging all stakeholders not only to become relevant but to re-think, re-imagine and re-envision new models that seek engagement, resilience, addressing grievances, investment, economic recovery and accountability frameworks. In practice, these global and ever growing litigation trends are also challenging traditional company-led corporate social responsibility (CSR) and ethics programs that have been associated with both philanthropic, corporate citizenship and company-sponsored activities that give back to societies. While many of these programs have achieved several levels of success, for many sectors in society they remain as corporate public relations or green wash exercises and demand more transparent, accountable and

remediation responses. The stakes are high. Litigation, a growing movement towards mandatory human rights and environmental due diligence and reporting requirements and other types of social demands are challenging companies to be very purposeful and accountable on how they address the environmental, social and governance negative impacts (for some) or violations (for others) of their operations globally and domestically. Stakeholders are asking companies to integrate ongoing due diligence processes that address materiality concerns when it comes to managing supply chains and making sure they are free of child labor, modern slavery and human trafficking. They are also asking companies to address the social and environmental impacts of extraction of natural resources above and below ground, to name a few. Furthermore, stakeholders are not alone on this. The emerging and growing movement of shareholder advocacy is leading the way across industries and pushing the way through different strategies for more corporate engagements that drive responsible business conduct and standard-setting activities that push for robust business, human rights and sustainability policies embedded as part of corporate operations across systems and functions. In particular, a wide range of investors that include asset management firms, trade union funds, public pension funds, foundations, endowments, faith-based organizations and family funds are leveraging their assets of over US\$3.5 trillion to collaborate around responsible investment while influencing boards and management. At the conclusion of this course, students will demonstrate the capability: To distinguish between relevant applications of the Business, Human Rights and Sustainability frameworks of international hard and soft laws, in the context of environmental, social and human rights challenges across industries and different actors and how they can be integrated into the business strategy.

To assess critical human rights, environment and natural resources challenges currently faced by industries and markets in different contexts through a multi stakeholder and 3D lens risk management approach.

To analyze and discuss how different tools and resources can be applied and be relevant to address human rights and environmental challenges, which tools would be best suited for specific contexts and grievance mechanisms that exist for access to remedy across relevant and selected industries (policy development, stakeholder forums and facilitation, influence and development, multi stakeholder assessments, human rights due diligence and environmental assessments) in international development, conflict and post-conflict environments. Note: Attendance of ALL classes is Mandatory. Students will also have to come ready to actively participate with all assigned readings on the Syllabus completed before class, will have to work on small cohort simulated presentations and submit a final written memo that will be assigned in class. No exceptions.

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diligence and reporting requirements and other types of social demands are challenging companies to be very purposeful and accountable on how they address the environmental, social and governance negative impacts (for some) or violations (for others) of their operations globally and domestically. Stakeholders are asking companies to integrate ongoing due diligence processes that address materiality concerns when it comes to managing supply chains and making sure they are free of child labor, modern slavery and human trafficking. They are also asking companies to address the social and environmental impacts of extraction of natural resources above and below ground, to name a few. Furthermore, stakeholders are not alone on this. The emerging and growing movement of shareholder advocacy is leading the way across industries and pushing the way through different strategies for more corporate engagements that drive responsible business conduct and standard-setting activities that push for robust business, human rights and sustainability policies embedded as part of corporate operations across systems and functions. In particular, a wide range of investors that include asset management firms, trade union funds, public pension funds, foundations, endowments, faith-based organizations and family funds are leveraging their assets of over US\$3.5 trillion to collaborate around responsible investment while influencing boards and management. At the conclusion of this course, students will demonstrate the capability: To distinguish between relevant applications of the Business, Human Rights and Sustainability frameworks of international hard and soft laws, in the context of environmental, social and human rights challenges across industries and different actors and how they can be integrated into the business strategy.

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To analyze and discuss how different tools and resources can be applied and be relevant to address human rights and environmental challenges, which tools would be best suited for specific contexts and grievance mechanisms that exist for access to remedy across relevant and selected industries (policy development, stakeholder forums and facilitation, influence and development, multi stakeholder assessments, human rights due diligence and environmental assessments) in international development, conflict and post-conflict environments. Note: This course is only open to foreign-educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree) and is graded on a pass/fail basis.

LAW 1529 v00 China and International Law J.D. Seminar (cross-listed) | 2-3 credit hours Over the past forty years, China has gone from one of the most isolated countries in the world to a major player in international affairs, a leading exporter, and a much more influential voice on regional security matters. Yet even with the rapid economic growth and increased influence that China has achieved over the past several decades, it maintains an ambivalent

attitude towards many key aspects of international law and the architecture of global order. This class will explore China's ambivalent engagement with international law in the context of its increasing prominence as an emerging power, and will in particular look to address the question of how China might adapt to the existing world order, and the ways in which it might look to influence its evolution. The class will cover a range of issues, including China's membership in the WTO; its engagement with the international human rights regime; China's approach to international cooperation on issues like global warming and nuclear non-proliferation; and international law aspects of the dispute over the South China Sea; among others. Learning Objectives: This class will provide you with a solid understanding of China's approach to key international law issues, and also a sense of the Chinese government's views on international law and international legal institutions more generally. By the end of the semester, you should have a sense of how China fits into the existing global legal order, and the ways in which it is seeking to influence or even alter it. In-class discussions will also bring out the ways in which other states have sought to influence Chinese behavior, which will give you a sense of how and when relatively powerful states like China can be convinced to alter their approach to key international law issues. For students who have not previously taken a class on public international law, this course will serve as a basic introduction to key concepts of international law (although the readings will focus very heavily on the Chinese approach, rather than the underlying law itself); for those who have taken prior international law courses, this course will serve as a useful refresher. A core goal of the class is to understand international law from the perspective of the Chinese state. In other words, students will develop a sense of why China makes the choices it does on key international law issues, and what values and political and historical dynamics drive its decision-making. In so doing, students will gain insight into a different political-legal culture, and seek to understand how different political-legal systems "including non-democratic ones like China" come to grips with legal questions in ways that may differ markedly from the approach of the U.S. government. At the same time, having taken steps to articulate China's perspective, students may be able to see more clearly the values and political and historical factors that drive American decisions on key international law issues. Finally, a core goal of the response papers "above and beyond demonstrating an understanding of the substance of the readings" will be to give students the chance to build their skills at analyzing legal arguments, and in building their own written arguments in response to them. As noted below, response papers will be graded both on the basis of demonstrated mastery of the material, and also on the basis of the successful construction of a persuasive and fact-based argument. Recommended: International Law I: Introduction to International Law. Note: This seminar requires a paper. Students must register for the 3 credit section of the seminar if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement. The paper requirements of the 2 credit section will not fulfill the Upperclass Legal Writing Requirement. The 3 credit section is open to J.D. students only and non-degree students may not enroll.

LAW 070 v00 Commercial Law: Secured Transactions and Payment Systems J.D. Course (cross-listed) | 4 credit hours This course is designed to introduce students to the methodology of Uniform Commercial Code analysis, with emphasis on the legal policies governing uniform state banking regulation of modern payment systems and secured financing of personal property. Topics include: evolution of the modern payment system; check issuance, collection and presentation; the rights and liabilities of the issuers and holders of checks and notes; the uses of credit and collateral in sales and loans; the establishment of priorities among security interests; and the rules governing default and insolvency. The course will examine the way legal rules structure and sanction the contemporary practices of financial institutions, manufacturers, and the dealers, sellers, and buyers of personal property. Mutually Excluded Courses: Students may not receive credit for both this course and Commercial Finance; or Commercial Law: Secured Transactions; or Commercial Law: Payment Systems; or Commercial Law: Payment Systems and Financial Transactions.

LAW 3078 v00 Commercial Space Law LL.M Seminar (cross-listed) | 2 credit hours This course will provide an overview of U.S. domestic legal regimes that govern commercial spaceflight activities, including those managed by the Federal Aviation Administration, Federal Communications Commission, Department of Commerce, U.S. Defense Department and State Department. The course will examine existing regulations and statutes as well as current discussions about changes to policy and law to address the evolving nature of the space industry and U.S. national space priorities. Examples include the Space Force, space traffic management, and oversight of non-traditional commercial activities in light of international treaty obligations. Recommended: Prior or concurrent enrollment in administrative law, regulatory law or international law.

LAW 950 v01 Complex Securities Investigations LL.M Course (cross-listed) | 2 credit hours The course is designed to provide a practical survey of a complex white-collar (securities, commodities, and other financial frauds) investigation from inception through the Wells process, civil and criminal charging decisions, and trial. Representing a public company, its officers, employees, or directors requires a thorough understanding of the tools and strategies employed by criminal prosecutors and civil regulators. We will consider a variety of common practice issues including managing concurrent SEC and DOJ investigations; structuring and conducting the internal investigation; responding to SEC document subpoenas; conducting witness interviews; and, the application of various privileges. The course will cover substantive legal issues related to securities fraud, market manipulation, cryptocurrency regulation, and the Foreign Corrupt Practices Act (FCPA), among others. Further, students will gain practical knowledge of the issues and opportunities arising through interaction and negotiation with the SEC and DOJ during the investigative process, and the strategic decisions of waiver and cooperation to achieve the optimal result for the client. Recommended: Criminal

Justice (or Democracy and Coercion) or Criminal Procedure or a course in White Collar Crime

LAW 822 v00 Consolidated Returns LL.M Course | 2 credit hours This course studies the law and regulations governing the taxation of corporations filing consolidated federal income tax returns. This course is highly recommended for students who intend to practice corporate tax law because it will focus on consolidated return principles that affect corporate tax planning, mergers and acquisitions. The course will cover the following subjects: eligibility to file consolidated returns; treatment of business transactions within the group; treatment of dividends and other distributions within the group; adjustments to the basis of stock of members of the group; treatment of acquisitions of another consolidated group; treatment of dispositions of subsidiaries of a group; consolidated return treatment of the group's favorable tax attributes; use of disregarded entities by a consolidated group; and treatment of earnings and profits accounts. The consequences of filing consolidated returns in specific situations are considered as each topic is covered. Prerequisite: Federal Income Taxation (formerly Taxation I); Corporate Income Tax Law I.

LAW 848 v00 Corporate Income Tax Law I LL.M Course (cross-listed) | 2 credit hours Examines the federal income tax effects of certain basic transactions involving corporations and their shareholders. Principal subjects covered include corporate formation and capital structure, distributions to shareholders, redemptions and liquidations. Major emphasis is upon Internal Revenue Code Sections 301-362 and related Treasury Regulations. Prerequisite: Federal Income Taxation (formerly Taxation I). Recommended: Corporations. Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. course, Corporate Taxation (formerly Taxation II). Note: Required for Taxation LL.M. and Executive Tax LL.M. degree.

LAW 850 v00 Corporate Income Tax Law II LL.M Course (cross-listed) | 2 credit hours Continues the study of provisions of the federal income tax law applicable to corporations and their shareholders. Detailed study is given to corporate reorganizations under Subchapter C, including acquisitions, divisive reorganizations, and recapitalizations; the treatment of boot; the basis provisions; the assumption of liabilities; and related matters. Consideration also is given to carryovers of corporate tax attributes, including restrictions applicable to loss corporations. Prerequisite: Federal Income Taxation (formerly Taxation I). Recommended: Prior or concurrent enrollment in Corporate Income Tax Law I. Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. courses, Corporate Taxation (formerly Taxation II) or Corporate Tax Planning in Practice: Structuring and Negotiating the Deal. Note: Note for the section taught by Professors Solomon and Richman: J.D. Students: Registration for this course will be open to Evening Division students only during the initial J.D. student registration windows. Full-time Day Division

students will be able to add or waitlist this course beginning at 9:30 a.m. ET on November 10. J.D. Students: Registration for this course will be open to Evening Division students only during the initial J.D. student registration windows. Full-time Day Division students will be able to add or waitlist this course beginning at 9:30 a.m. ET on November 10.

LAW 2070 v00 Corporate National Security Law LL.M Course (cross-listed) | 2 credit hours Corporate National Security Law explores important legal issues arising out of the U.S. government's reliance on the private sector for its national security, and the increasing convergence and conflict between national security, technology, and the private sector. The course will include sections focusing on: (1) privatization and insourcing/outourcing issues for the U.S. government in the national security arena; (2) government contracts issues in the national security sphere; (3) export controls and sanctions; (4) classified information and secrecy issues; and (5) emerging issues at the intersection of national security, technology, and the private sector.

LAW 121 v01 Corporations J.D. Course (cross-listed) | 4 credit hours Students should note that Corporations is a prerequisite for Corporate Finance, Securities Regulation, Business Planning Seminar, and many corporate law seminars. This is a basic course in business corporations. Brief coverage is given to factors bearing on choice of organization, including partnership attributes, process of corporate formation, corporate privileges and powers, corporate capital structure, and limited liability. Close examination is given to the governance structure of the corporation and the fiduciary obligations of directors and officers. The particular nature of the public corporation is explored. Topics studied may include stock trading by corporate insiders, transactions in corporation control, and the procedural problems in stockholder derivative suits. Along with a focus on such policy questions as federal-state jurisdiction, the nature of the corporate governance system, and the role of the corporation in modern society, the course deals with the role of the lawyer in corporate matters.

LAW 121 v05 Corporations J.D. Course (cross-listed) | 3 credit hours Students should note that Corporations is a prerequisite for Corporate Finance, Securities Regulation, Business Planning Seminar, and many corporate law seminars. This is a basic course in business corporations. This course explores the governance structure of the corporation and the fiduciary obligations of directors and officers, with a particular focus on the nature of the public corporation. Topics studied may include: the role of shareholders in contrast with the role of directors and officers, the issues surrounding transactions in corporation control, and the procedural problems in stockholder derivative suits. Policy questions such as federal-state jurisdiction, the nature of the corporate governance system, the role of the

corporation in modern society, and the role of the lawyer in corporate matters may also be included. Note: This course will not cover alternative entities or federal securities law. Note: For students enrolled in Professor Sale's Corporations course: Students should keep their schedules open for the full Monday and Wednesday, 9:00 am - 11:00 am block to accommodate one or more rescheduled classes that the professor anticipates needing to schedule.

LAW 121 v06 Corporations J.D. Course (cross-listed) | 4 credit hours Students should note that Corporations is a basic course that is a prerequisite for Corporate Finance, Securities Regulation, Business Planning Seminar, and other advanced business law courses. This course covers the practical aspects of organizing and operating various types of business entity, as well as the policy considerations relating to their governance and to the roles of large businesses in society. It covers choice of entity, including the attributes of partnerships, limited liability companies, and corporations; the process of forming different types of entity; and the nature and limitations of limited liability associated with corporations and limited liability companies. It considers planning and structuring different types of entity, including capital structure and governance mechanisms. The course pays particular attention to the practical and policy considerations of governance in the large, public company as well as the fiduciary obligations of officers and directors. In order to provide a basis for understanding cases related to liability for breach of fiduciary duty, students will be exposed to the procedural aspects of derivative suit litigation. In connection with the major policy issues in corporation law, students will discuss the role of the lawyer in advising business clients. Other topics studied may include insider trading and transactions in corporation control.

LAW 121 v08 Corporations LL.M Course | 3 credit hours Students should note that Corporations is a prerequisite for Advanced Corporate Law, Comparative Corporate Law, Corporate Finance, Securities Regulation, Business Planning Seminar, and corporate law seminars. This is a basic course in business corporations. Brief coverage is given to factors bearing on choice of organization, including partnership attributes, process of corporate formation, corporate privileges and powers, corporate capital structure, and limited liability. Close examination is given to the governance structure of the corporation and the fiduciary obligations of directors and officers. The particular nature of the public corporation is explored. Topics studied may include stock trading by corporate insiders, transactions in corporation control, and the procedural problems in stockholder derivative suits. Along with a focus on such policy questions as federal-state jurisdiction, the nature of the corporate governance system, and the role of the corporation in modern society, the course deals with the role of the lawyer in corporate matters. Prof. De Amicis' course will presume familiarity with the basic vocabulary and fundamental concepts of corporate law and focus on salient divergent features of US corporate law. Note: This section is for foreign-educated LL.M.s only. J.D. students

and LL.M. students who received their law degrees in the U.S. MAY NOT register for this course.

LAW 121 v09 Corporations LL.M Course | 3 credit hours Students should note that Corporations is a prerequisite for Advanced Corporate Law, Comparative Corporate Law, Corporate Finance, Securities Regulation, Business Planning Seminar, and corporate law seminars. This is a basic course in business organizations with a primary focus on corporations and including a brief examination of limited liability companies. Throughout the course, students will consider the role of lawyers in corporate matters. Brief coverage is given to factors bearing on choice of organization, including process of corporate formation, corporate privileges and powers, corporate capital structure, and limited liability. Close examination is given to the governance structure of the corporation and the obligations of directors and officers. The particular nature of the public corporation is explored. Topics studied may include stock trading by corporate insiders, transactions in corporation control, the procedural problems in stockholder derivative suits, and judicial disregard of the corporate form. Note: This section is for foreign-educated LL.M.s only. J.D. students and LL.M. students who received their law degrees in the U.S. MAY NOT register for this course.

LAW 3111 v00 Criminal Tax Law and Procedure LL.M Seminar (cross-listed) | 2 credit hours This course examines the life cycle of a criminal tax case, including the warning signs that a civil tax case may be referred for criminal investigation, applicable privileges, potential defenses, the opening of an administrative investigation, sources of information, authorization of a grand jury investigation and prosecution, best practices in plea negotiations, trial strategies, sentencing, and collateral and civil tax consequences. The course also will address current priorities of IRS Criminal Investigation and the Department of Justice, and cases pulled from the headlines. Prerequisite: Federal Income Taxation (formerly Taxation I) Recommended: Tax Practice and Procedure; Criminal Law; and Criminal Justice (Democracy and Coercion) or Criminal Procedure

LAW 807 v00 Cross-Border Transactions in Latin America LL.M Seminar (cross-listed) | 1 credit hour The course is designed to give students an overview and practical insight on the legal aspects of doing business with or investing in Latin America. The course will focus on Mexico, but will also address legal issues associated with doing business in Central and South American countries. Topics will be discussed from the perspective of U.S. investors doing business in the region, and will cover the legal implications of cross-border distribution, licensing and joint venture arrangements, acquisitions and direct investments, labor planning and creditor rights. Recommended: Contracts, Corporations, and International Business Transactions. Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted

students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

LAW 2038 v00 Current Issues in Tax Policy LL.M Seminar (cross-listed) | 2 credit hours This colloquium will offer students an opportunity to examine current tax policy issues in depth and at an advanced level, with discussions led by policymakers, economists, and other tax experts. The course will discuss various current and recent legislative proposals at a detailed level and examine the economic, tax policy, and political considerations underlying the decisions that have been made in each proposal. This will include infrastructure, wealth tax, cross-border tax, consumption taxes and other politically salient tax policy topics. It will explore the economic and policy literature surrounding the issues of economic welfare and competitiveness. The course will also examine issues such as tax expenditures, debt vs. equity, cost recovery, and various tax incentives. Reading materials generally will be supplied and will include economic and tax policy papers, legislative proposals, and technical explanations. The course is intended to be highly interactive with students discussing design and policy issues with leading experts in the field. The grade for this course will be based primarily on papers that students submit addressing policy topics discussed by the guest speakers. Useful class participation will be taken into account as a plus in determining the final grade. There will be no final exam. Prerequisite: Federal Income Taxation (formerly Taxation I).

LAW 014 v01 Current Issues in Transnational (Private International) Law Seminar J.D. Seminar (cross-listed) | 2-3 credit hours This seminar provides an introduction to the increasingly important field of private international law as well as an opportunity to explore in depth specific issues now under active consideration in the various international and regional organizations working on the development, codification and harmonization of private international law. Beyond the "classic" PIL questions of jurisdiction, choice of law, judicial assistance and enforcement of judgments, we will explore such topics as international family law (including international adoption, abduction and enforcement of child support and family maintenance), alternative dispute settlement mechanisms (including international mediation and commercial and investment arbitration), as well as the cross-border aspects of such topics as data protection and privacy, bankruptcy/insolvency, secured transactions, securities law, intellectual property,

transport of goods by sea, letters of credit, leasing law, consumer protection, and even wills and trusts. You may write your papers in any of these areas (among others). All students will be expected to choose a topic to research, write and present to the class. This course requires a paper and an oral presentation. It is open to J.D. and LL.M. students. For J.D. students who choose the 3 credit "writing seminar" option, the objective will be to research and write analytical papers of publishable quality on discrete topics of current importance in transnational practice. Students will be required to satisfy the WR requirement including (1) selection of a paper topic approved by the professor, (2) submission of an outline, followed by feedback from the professor, (3) submission of a draft paper of at least 6,000 words exclusive of footnotes, followed by feedback from the professor, and (4) submission of a final paper of at least 6,000 words exclusive of footnotes, incorporating the professor's suggested revisions. The paper must use legal forms of citation, where appropriate. Learning goals for this course: Familiarity with substance of "Private International Law", where it is developed and how; understanding of the relationship between international and domestic law; ability to research effectively in the field; ability to write coherently and present conclusions orally. Recommended: International Law I. Note: This course requires a paper. Students must register for the 3 credit section of the course if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement. The paper requirements of the 2 credit section will not fulfill the Upperclass Legal Writing Requirement.

LAW 2043 v01 Current Topics in International Investment Arbitration LL.M Seminar (cross-listed) | 1 credit hour
International investment arbitration is a fast moving field, with new issues rapidly becoming pivotal to legal practice. This weekly seminar will delve into the cutting-edge topics that promise to make a mark on the field. For the 2021 edition of the course, these hot topics will include, among others, fundamental reform to the international investment dispute resolution system (ISDS), the problem of corruption allegations, and the role of human rights in investment disputes. The goal of this course is not only to inform students about these emerging issues, but also to give students the analytical tools needed to thrive in a field defined by rapid change. The course will not rely on a casebook, but instead will use awards and articles to further its goal of exploring emerging issues. Students are expected to read all of the materials and be prepared to engage in active discussion in each class. Twenty-five percent of the grade will be based on class participation, twenty-five percent on participation in formal in-class debates during the last week of class, and fifty percent on a final paper (on an issue of the student's choice) to be submitted at the end of the seminar. As this is a class on questions for which there are few clear answers, there will be no final exam. Strongly Recommended: It is recommended that students have completed a course in commercial or investment arbitration prior to the seminar, or otherwise have some experience in arbitration. Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in

order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

LAW 459 v01 Deals: The Economics of Structuring Transactions J.D. Course (cross-listed) | 4 credit hours This course examines how attorneys and other professionals create value through transaction engineering. The course is organized in two parts. The first part of the course studies various barriers to transacting, including collective action problems, information problems, risk and uncertainty, and contracting over time, and a range of responses grounded in game theory, contract theory, and decision theory. The second part studies a series of real transactions. Students will be divided into work groups, each of which will be responsible for selecting and presenting a transaction to the class. Grades will be based on an individual problem set, the group presentation, and a take-home final examination. Course Objective and Learning Outcomes: The objective of the course is to understand the proper role of deal lawyers. It forwards the idea of deal lawyers as transaction cost engineers who seek to increase the value of transactions by devising mechanisms to mitigate common barriers to efficient bargains. We study four types of barriers—collective action problems (free rider and holdout problems), information problems (moral hazard and adverse selection), risk and uncertainty, and contracting over time—and a number of responses (contractual and other mechanisms) grounded in game theory, contract theory, and decision theory. By the end of the course, I expect students to (i) have a good understanding of these barriers and the responses that deal lawyers have devised to overcome them and (ii) demonstrate the ability to recognize these barriers in different transaction contexts and to fashion solutions to them. Prerequisite: Corporations. Recommended: Prior or concurrent enrollment in Securities Regulation.

LAW 847 v00 Developing & Financing Infrastructure Projects LL.M Course (cross-listed) | 3 credit hours This course will use recent transactions involving infrastructure projects (domestic and international) to illustrate the legal

techniques and financial issues involved in project development and financing. The course will address case studies involving energy projects, telecom, toll roads, mining, ports, airports, other infrastructure and professional sports facilities. Class discussion will include analysis of how project risk analysis is done and review of key documents used to develop, construct and finance projects. Students will participate in simulated contract negotiation and drafting exercises representing designated parties to a transaction. Coverage will include different sources of financing, including banks, capital markets, ECAs and multinational entities. There will be both a final examination (open-book) and a short drafting exercise that will be graded. Classes 11/12 will be a Special Negotiation Workshop, for which the class will be divided into groups to negotiate a financing term sheet for a model transaction. Depending on pandemic conditions, this may take place during regular classes, or may be done in person on a specified Saturday from 8am-1pm. The required course textbook is: E.R. Yescombe, *Principles of Project Finance* (London: Academic Press, an imprint of Elsevier, 2014) (2d Edition). Please note that the second edition is materially different from the first edition, and all page number and other references in this syllabus and in the course will be to the second edition. Additional case studies, such as Henry A. Davis, ed., *Project Finance: Practical Case Studies, Second Edition* (two volume set: Volume I "Water and Power, and Volume II "Resources and Infrastructure), and other materials not in the above publication will be provided. Learning objectives: The course is based on four major themes and aims to teach students to analyze issues in light of each theme: (i) allocation of risk, (ii) non-recourse or limited recourse arrangements, (iii) effective contract structures, and (iv) financeability. The class will focus on both theory (risk analysis and mitigation) and practice (critiquing and drafting agreements). Both the written assignment and the workshop will focus on practical matters relating to practice issues. Mutually Excluded Courses: Students may not receive credit for both this course and Domestic and International Project Finance & Development: Case Studies; or the J.D. course, International Project Finance; or International Project Finance and Investment and Project Development and Finance. Note: This course is part of the following graduate programs: Environmental and Energy Law LL.M. Students may not withdraw from this class after the add/drop period ends without the permission of the professor. Students may not withdraw from this class after the add/drop period ends without the permission of the professor.

LAW 847 v01 Developing & Financing Infrastructure Projects LL.M Course (cross-listed) | 3 credit hours This course will use innovative transactions involving domestic and international projects to illustrate the legal techniques and financial issues involved in project development and financing. The course will address case studies involving power projects, telecom, toll roads, mining, ports, airports, and other infrastructure and facilities. Class discussion will include analysis of how project risk analysis is done and review of key players and documents used to develop, construct and finance projects. Coverage will include different sources of financing, including banks, capital

markets, and multilaterals, as well as recent market trends, such as social impact investing There will be both a final examination (open-book) and a short drafting exercise that will be graded. Section 10 will have in-class negotiation exercises and drafting exercises with the assumption they represent designated parties to a transaction. Mutually Excluded Courses: Students may not receive credit for both this course and Domestic and International Project Finance & Development: Case Studies; or the J.D. course, International Project Finance; or International Project Finance and Investment and Project Development and Finance.

LAW 3082 v00 Dispute Settlement in International Trade: A Comparative Examination of WTO, Regional & Bilateral Systems LL.M Course (cross-listed) | 2 credit hours This course involves an in-depth look, in a seminar-type setting, at different state-to-state dispute settlement systems in the international trade area. Although the principal focus will be WTO dispute settlement, the course will also examine the new or re-invigorated mechanisms in regional agreements (e.g., RCEP, CPTPP) and bilateral trade and investment agreements of the United States (USMCA, CAFTA) and the EU (Korea FTA, CAI with China). In addition to examining the treaty provisions themselves, the course will involve the close reading of arbitral decisions, as a medium to examine real-world systemic issues regarding dispute settlement, such as the function of terms of reference, approaches to treaty interpretation, confidentiality, coherence between different bodies of international law, the role of precedent, standard of review, the scope of appellate review, implementation and compliance, and remedies. At the same time, students will gain familiarity with some of the leading substantive issues in international trade law. Recommended: Background in international trade law and in public international law generally. Strongly Recommended: A introductory course in international trade law is strongly recommended. Note: This course will have a final exam and short paper.

LAW 160 v04 Drafting Contracts LL.M Seminar | 2 credit hours This course introduces foreign-educated LL.M. students to the principles, processes and techniques for drafting contracts in the United States, but with a cross-border, multi-country setting. Students will develop skills in reading and interpreting a contract and will thereby better understand the function of its component provisions. Students will learn how to draft contract provisions with precision and clarity. Among the topics covered will be: the structure of the contract, representations, covenants, conditions, allocation of risk, incentives, stipulative provisions, remedies, enforceability, and applicable law. The course will address the lawyer's role in deal-making, including the negotiation of the contract's terms and related ethical and practical aspects of transactional practice. Some attention will be devoted to characteristics of U.S. legal culture that contribute to the distinct features of its contracts. Note: The course is graded pass-fail. This class is only open to foreign educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree).

FIRST CLASS ATTENDANCE IS MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. FIRST CLASS ATTENDANCE IS MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist.

LAW 160 v06 Drafting Contracts LL.M Seminar | 2 credit hours This course introduces foreign-educated LL.M. students to the principles, processes and techniques for drafting contracts in the United States, but with a cross-border, multi-country setting. Students will develop skills in reading and interpreting a contract and will thereby better understand the function of its component provisions. Students will learn how to draft contract provisions with precision and clarity. Among the topics covered will be: the structure of the contract, representations, covenants, conditions, allocation of risk, incentives, stipulative provisions, remedies, enforceability, and applicable law. The course will address the lawyer's role in deal-making, including the negotiation of the contract's terms and related ethical and practical aspects of transactional practice. Some attention will be devoted to characteristics of U.S. legal culture that contribute to the distinct features of its contracts. Note: This class is mandatory for, and restricted to, to students enrolled in the Two-Year LL.M. with a Certificate in Legal English.

LAW 160 v07 Drafting Contracts LL.M Seminar | 2 credit hours This course introduces foreign-educated LL.M. students to the principles, processes and techniques for drafting contracts in the United States. Students will develop skills in reading and interpreting a contract and will thereby better understand the function of its component provisions. Students will learn how to draft contract provisions with precision and clarity. Among the topics covered will be: the structure of the contract, representations, covenants, conditions, allocation of risk, incentives, stipulative provisions, remedies, enforceability, and applicable law. The course will address the lawyer's role in deal-making, including the negotiation of the contract's terms and related ethical and practical aspects of transactional practice. Some attention will be devoted to characteristics of U.S. legal culture that contribute to the distinct features of its contracts. Note: The course is graded pass-fail. This class is only open to foreign educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree). FIRST CLASS ATTENDANCE IS MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. FIRST CLASS ATTENDANCE IS MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class

session in order to remain eligible to be admitted off the waitlist.

LAW 160 v08 Drafting Contracts LL.M Seminar | 2 credit hours This course introduces foreign-educated LL.M. students to the principles, processes and techniques for drafting contracts in the United States. Students will develop skills in reading and interpreting a contract and will thereby better understand the function of its component provisions. Students will learn how to draft contract provisions with precision and clarity. Among the topics covered will be: the structure of the contract, representations, covenants, conditions, allocation of risk, incentives, stipulative provisions, remedies, enforceability, and applicable law. The course will address the lawyer's role in deal-making, including the negotiation of the contract's terms and related ethical and practical aspects of transactional practice. Some attention will be devoted to characteristics of U.S. legal culture that contribute to the distinct features of its contracts. Note: The course is graded pass-fail.

LAW 919 v00 Drafting Partnership & LLC Agreements LL.M Course (cross-listed) | 1 credit hour This course applies practical approaches to assist students in understanding the tax and business arrangements of joint ventures, limited partnerships, and limited liability companies, ranging from the common to the complex. The course also presents and analyzes the drafting techniques necessary to actually implement such arrangements by concentrating on the tax and business provisions in term sheets and limited partnership/limited liability company agreements. Prerequisite: Federal Income Taxation (formerly Taxation I), prior or concurrent enrollment in Taxation of Partnerships (recommended prior enrollment in Taxation of Partnerships). Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course. While the first two days of this course

meet during the Fall add/drop period, a student may only drop this course without a transcript notation prior to the start of the second class session by submitting a written request to the Office of the Registrar. After the start of the second class session, a student must seek permission from an advisor to withdraw. While the first two days of this course meet during the Fall add/drop period, a student may only drop this course without a transcript notation prior to the start of the second class session by submitting a written request to the Office of the Registrar. After the start of the second class session, a student must seek permission from an advisor to withdraw.

LAW 219 v00 Emerging Growth Companies and Venture Capital Financings J.D. Course | 2 credit hours This course covers the legal and business issues that arise in the context of representing emerging growth companies and the venture capital investors who provide an important source of capital to such companies. In particular, the course will focus on the legal issues typically encountered by private companies at formation, financing, operation and key corporate events, including acquisition transactions and public offerings. Topics covered include corporate formation and governance, venture capital financing, employment and equity compensation matters, protection of intellectual property, securities laws compliance and exit strategies through merger, acquisition or initial public offering. The course will offer an introduction to these topics through the eyes of attorneys who practice in a Silicon Valley-based law firm active in the East Coast technology and life sciences market and will also include guest presentations by industry participants, such as venture capitalists, angel investors and entrepreneurs. The course will include a practice exercise designed to introduce students, working in practice teams, to the process of structuring and executing venture capital transactions. Prerequisite: Corporations.

LAW 3011 v00 Employee Benefits Practicum LL.M Seminar (cross-listed) | 4 credit hours This course will focus on the practical application of ERISA principles as applied to qualified and non-qualified retirement plans, health and welfare plans and executive compensation. Students will draft plan documents and summary plan descriptions; review employee communications; draft memos and responses to participant inquiries; conduct legal research; conduct due diligence with respect to employee benefits in corporate transactions; negotiate and draft the asset purchase provisions of corporate transactions; negotiate and draft vendor contract provisions; review Securities & Exchange filings with respect to employee benefit plan footnotes and executive compensation disclosures; review the principles of employee benefits in bankruptcy; review principles of labor law as it impacts employee benefits in collective bargaining; review the avoidance and management of ERISA litigation; consider the legal ethics with respect to representing various parties in an ERISA dispute; and other practical considerations in dealing with employees, government agencies, participants, insurance companies and other vendors and plan sponsors. Prerequisite: Federal

Income Taxation (formerly Taxation I), Employee Benefits: Qualified Retirement Plans, Employee Benefits: Executive Compensation, Employee Benefits: Health & Welfare Plans. If you do not have any experience or knowledge about employee benefits, you need Professor approval to take this class. If you do not have any experience or knowledge about employee benefits, you need Professor approval to take this class. Mutually Excluded Courses: Survey of Employee Benefits Law Note: Required for the Employee Benefits Certificate.

LAW 3004 v00 Employee Benefits: Executive Compensation LL.M Course (cross-listed) | 2 credit hours This class will focus on the tax aspects associated with nonqualified deferred compensation, including the tax doctrines of constructive receipt and economic benefits, as well as the three different income tax regimes set forth in section 409A, section 457A and section 457(f), and the employment tax regime under section 3121(v). In addition to exploring the various rules and the Federal tax consequences under these and other Code sections, including sections 162(m), 280G and 4960, consideration will be given to the tax policy issues driving the varying treatment and the design, drafting and implementation of many types of executive compensation arrangements, including equity compensation awards, traditional nonqualified deferred compensation plans, SERPS, excess benefit plans, rabbi trusts and top hat plans. This class will also provide an introduction to the registration and reporting requirements under the Securities Act of 1933 and the Securities Exchange Act of 1934, respectively, regarding executive compensation arrangements. Prerequisite: Federal Income Taxation (formerly Taxation I). Mutually Excluded Courses: Students may not receive credit for this course and Taxation of Nonqualified Deferred Compensation. Note: This course is required for the Employee Benefits Certificate.

LAW 3005 v00 Employee Benefits: Qualified Retirement Plans LL.M Course (cross-listed) | 2 credit hours This course provides a substantive overview of the design, policy, operation, and taxation of qualified retirement plans offered by U.S. employers. The course addresses the statutory requirements of the Internal Revenue Code and ERISA, as well as regulatory and other guidance issued by federal agencies. You will learn about retirement plan structure, communications, investments, distributions, and fiduciary obligations. The course will focus on the policy goals and compliance challenges behind qualified plan rules and will include practical strategies for advising clients. Prerequisite: Federal Income Taxation (formerly Taxation I). Note: This course is required for the Employee Benefits Certificate

LAW 2009 v01 Energy Trading and Market Regulation LL.M Seminar (cross-listed) | 2 credit hours Energy markets are dynamic and growing rapidly, creating new business opportunities and legal challenges not only for traditional energy

companies such as utilities, pipelines, natural gas producers and independent power producers, but also for newer market entrants including investment banks, demand response providers, smart grid and renewable energy companies, storage providers, hedge funds, and large industrial and commercial consumers of natural gas and electricity. The course will focus on the economic regulation of physical energy markets by the Federal Energy Regulatory Commission (FERC), primarily the regulation of transmission, price and competition in the electric and natural gas markets. We will examine six main areas: (i) restructuring and deregulation under the Federal Power Act and Natural Gas Act; (ii) the current model of energy market enforcement and compliance derived, in large part, from securities market regulation; (iii) the legal, regulatory and market responses to ongoing challenges, including market based pricing, market structure and the prevention of market manipulation and market power abuse; (iv) foundational laws and policies governing energy markets and non-discriminatory transmission by wire and pipeline of the electricity and natural gas commodities; (v) "hot topics" such as carbon pricing in organized wholesale electricity markets, the shale gas revolution, the impact of subsidies for certain resources, pipeline and electric transmission infrastructure development and cost allocation, and integrating demand resources and renewables; and (vi) the constant interplay among Congress, federal and state energy regulatory agencies and market participants. Students will gain an appreciation for the legal and market challenges confronted by market participants. Some sessions will feature guest lecturers. There will be no final examination. Instead, each student's grade will be based on a final paper that takes a position on a key legal or policy issue and defends that position persuasively, two quizzes during the semester, and class participation.

LAW 1617 v00 Entrepreneurship: The Lifecycle of a Business J.D. Course (cross-listed) | 2 credit hours This course is targeted towards law students who are interested in participating in an entrepreneurial venture at some point in their career, whether in a business or legal role (i.e., as internal or external advisor). To be clear, it is a business class, not a traditional law class, although legal issues will be highlighted and addressed throughout, as they would be if taught to business students since business and legal issues are always closely intertwined. The primary objective of this course is to give students an understanding of and appreciation for the primary and critical steps in the lifecycle of a start-up, from inception to raising capital to scaling/business execution to exit. The course takes a real-world approach to learning, leveraging heavily off the extensive experience of the Professor, who has successfully executed two entrepreneurial ventures, as well as guest speakers with particular expertise in certain topics covered by the course and a simulation group exercise involving a real-life start-up scenario. This perspective should help prepare students for the real-life challenges and rewards of engaging in entrepreneurship and business building. This course is aimed at law students who are interested in participating in an entrepreneurial

venture at some point in their career, whether in a business or legal role (i.e., as internal or external advisor).
Course Goals / Student Learning Outcomes: At the end of the class, students will understand how to, among other important topics: start and structure a business with the right team and idea; draft an effective business plan and raise capital from different sources; build a collaborative company culture and infrastructure for scalability; and exit the business while maximizing value.

The goal is to give students an understanding of and appreciation for the primary steps in the lifecycle of a start-up, from inception to raising capital to scaling/business execution to exit.

Students will gain an appreciation for the practical requirements and challenges (and rewards) of starting and building a business, as well as the attendant legal issues at each step in the start-up process. Recommended: Corporations. Mutually Excluded Courses: Students may not receive credit for this course and Entrepreneurship and the Law: Evaluating Client Business Plans and Growth Strategies.

LAW 3009 v00 Ethics in International Arbitration LL.M Seminar (cross-listed) | 1 credit hour This course will consider ethics principles governing the conduct of counsel, arbitrators and expert witnesses in international commercial and investment arbitrations. Topics will include recent developments in the IBA Guidelines on Conflicts of Interest in International Arbitration and the IBA Guidelines on Party Representation in International Arbitration, other soft law instruments such as the ABA/AAA Code of Ethics for Arbitrators in Commercial Disputes, national law regulation of the conduct of arbitrators and counsel in international arbitrations, ethics requirements included in international arbitration rules and ethics requirements for witnesses in international arbitrations, as well as recent ethics-related jurisprudence from ICSID, arbitral institutions and various national courts. Learning objectives: This course has the following goals: To enable the student to identify fundamental differences between the ethics obligations of principal participants (arbitrators, counsel and witnesses, particularly expert witnesses) in international arbitrations (involving participants from a multiplicity of States and legal systems and a forum intended to be perceived as neutral and thus largely outside the influence of the particular national legal systems of the parties) and the ethics obligations of principal participants in national judicial systems.

To identify the complex regulatory, choice of law and legal culture problems involved in identifying the sources and content of ethics obligations of participants in international arbitrations in light of the diversity of legal and national cultures involved and to compare and contrast with the sources and content of ethics obligations of

participants appearing in national courts.

To identify possible remedies for breaches by participants in international arbitrations of their ethics obligations (if any) and to compare and contrast with remedies in national courts. My objective will be to enable students, by the end of the sessions, to be able to: describe the subject areas covered (or not covered) by ethics responsibilities for principal participants (arbitrators, counsel and witnesses) in international arbitration

describe how those areas may differ in sources and content, when compared with national court systems,

recognize and explain reasons why the ethics responsibilities of participants in international arbitration differ from the ethics responsibilities of similar participants in national court systems

describe important uncertainties with respect to ethics obligations of those participants, and

apply that learning to advise clients and counterparties on complying with those responsibilities or, when the nature of those responsibilities are uncertain, how to manage the arbitral process in light of those uncertainties.

Recommended: Prior or concurrent course in international commercial or international investment arbitration. Note:

Reference

[Principles of Medical Professionalism](#)

[Medical Psychedelics: The evidence-based textbook about the clinical applications of LSD, psilocybin, ayahuasca, DMT, MDMA and ketamine](#)