

COMMERCIAL LAW (COGL)

COGL 0102. ENTREPRENEURIAL LAW PRACTICUM. (1 Credit)

COGL 0203. ENTREPRENEURSHIP LAW: REPRESENTING IP BASED COMPANIES IN EARLY STAGE DEVELOPMENT AND FINANCING. (2 Credits)

This course covers the legal and practical issues that arise in commercial and corporate transactions in which intellectual property (IP) plays a significant role. It is designed to be complimentary to the course on Entrepreneurship Law, which deals with the creation of, and issues involved with, a startup. Each course will be given in alternate years. Either course can stand on its own or they may both be taken in any order. <p> Topics to be covered include IP's place in the business and academic world and how it is valued; broad principles relating to IP assignment and licensing, the formation and typical terms of license agreements and the differences between end user and intermediary licenses; the grant of security interests in IP; and the effect on IP transactions of antitrust and bankruptcy laws. The course will conclude with a discussion of IP transactions in selected real world environments. It will specifically cover software licenses, including open source licenses and their effects, university and government licenses and the acquisitions of enterprises with substantial intellectual property assets. <p> Prior background or coursework in intellectual property is not required. The course will begin with a basic introduction to the various forms of intellectual property, focusing on patents, copyrights, trade secrets and trademarks.

COGL 0206. TOPICS IN ENTREPRENEURIAL LAW. (2 or 3 Credits)

The world continues to become more and more shaped by entrepreneurs who start innovative businesses around new technology, rapidly changing how we live and work. How can lawyers be better trained and prepared to meet the needs of these entrepreneurs? What are the potential issues and solutions facing lawyers who practice Entrepreneurial Law? The legal profession also needs to become more entrepreneurial in identifying the visionary leaders of the future, and becoming their trusted advocates and advisers. This course will focus on case studies, with input from a variety of guest speakers, including entrepreneurs, venture capitalists and lawyers.

Attribute: LAWB.

COGL 0213. COMMERCIAL TECHNOLOGY AND INTELLECTUAL PROPERTY TRANSACTIONS. (2 Credits)

This course covers intellectual property issues arising as start-up companies grow and commercialize products. The course addresses the roles played by intellectual property in a company's mid-life phase (where intellectual property is often an important factor in developing and selling products and managing a business) and in the mature company phase (where firms must deal with problems such as preventing abuses of dominant intellectual property positions and M&A). Topics to be covered include acquisition of intellectual property, licensing and assignment transactions, valuation of intellectual property, antitrust, security interests and bankruptcy and exit issues arising in M&A transactions and IPO's. Although most of the course is general and not industry specific, two classes will focus on some of the issues faced specifically by computer and consumer products businesses. <p> Students will gain practical exposure to the transactions and documents themselves through four exercises in which students will act in real world roles to review, markup and/or draft actual agreements.
 Prerequisites: There are no prerequisites for the course.
 There will be a one-hour end-of-the year examination. The student's grade for the course will be based primarily on the exercises and final exam, but will also take into account overall class participation.

Attributes: IPIE, JD, LAWT, LLM.

COGL 0230. TECHNOLOGY INNOVATION LAW & PRACTICE. (2 Credits)

COGL 0290. DRAFTING AND NEGOTIATING CORPORATE CONTRACTS. (2 Credits)

This course will focus on the drafting and analysis of standard corporate contracts. Through an understanding of the components of contracts and the interpretation of contractual provisions, students will be able to develop skills in negotiating agreements. Topics to be covered include: structure, representations, covenants, conditions, events of default, risk allocation, governing law and forum selection. Students will be given weekly drafting exercises that will be discussed in class. Documents from actual transactions will be used and the types of agreements may vary depending on the interests of the students expressed at the inception of the course, but in any event will likely cover agreements used in mergers and acquisitions and financing transactions.

COGL 0299. ENTREPRENEURIAL LAW. (2 or 3 Credits)

This course will cover legal issues that arise when taking an entrepreneurial venture from conception, through formation, financing and growth. It will provide students with a basic understanding of the legal and economic considerations and principles involved in, and the role of lawyers in counseling, early stage companies and their founders and investors, including the major issues a lawyer is likely to encounter in the course of such representation. Topics to be covered include company formation (such as LLCs, C Corporations, Public Benefit Corporations), tax and employment law considerations, intellectual property, and the basics of capital raising transactions, including convertible debt offerings, SAFEs and KISS offerings, equity rounds of financing, and crowdfunding. We will also discuss the use of SAFTs (simple agreement for future tokens) and ICOs (initial coin offerings) in capital raising. Students will learn how to draft and negotiate term sheets. The class will include reading a textbook and articles, drafting and negotiating documents, guest lectures, mock transactions, and negotiation exercises. Prerequisites: Corporations.

Attributes: JD, LAWB, LLM.

Prerequisite: BUGL 0201.

COGL 0315. COMMERCIAL ARBITRATION. (2 Credits)

This course is offered to students interested in acquiring knowledge of arbitration as it relates to business disputes. The course will also explore mediation, mini-trial, court-annexed arbitration and negotiation, systems that are vital to a contemporary lawyer's practice. It will also focus on the emerging legislative challenges to mandatory predispute arbitration clauses in consumer and employment contracts.

Attributes: JD, LAWB, LDE, LIDR, LLM.

COGL 0317. COMMERCIAL PAPER. (2 or 3 Credits)

This course investigates the law of payment obligations, i.e., how checks, notes, drafts, credit cards and electronic fund transfers and certificates of deposit work to pay obligations. The rights and obligations of the parties arising out of the issuance of transfer of a negotiable instrument are investigated in detail along with such dysfunctional aspects as bounced checks, stopped checks, altered and forged checks. The course also develops the basic relationship between the depositor and his or her bank and the fundamentals of the bank collection process. The course centers on an intensive study of Article 3 of the Uniform Commercial Code and draws extensively on Articles 1 and 4.

Attributes: BFE, JD, LAWB, LLM.

COGL 0318. COMMERCIAL TRANSACTIONS. (3 Credits)

The rights and obligations of parties engaged in the marketing and distribution of merchandise, the formulation and interpretation of the sales contract, its performance, the risk of loss, and the rights and remedies of the parties are intensively considered. This course also develops the law of products liability, documentary transfers, bulk sales, and letters of credit. The course is designed to develop Articles 1, 2, 5, 6 and 7 of the Uniform Commercial Code, with its principal emphasis on Articles 2 and 7.

Attributes: BFE, JD, LAWB, LLM, LMCO.

COGL 0321. COMMERCIAL FINANCE-SECURED TRANSACTIONS. (3 Credits)

Deals with the use and operation of the major credit devices employed in modern commercial financing. The course involves a practical approach to the law of secured transactions including examples relating to inventory and receivables financing, equipment leasing, project financing and securitizations. The rights and liabilities of debtors, secured and unsecured creditors, the trustee in bankruptcy, and other third parties are explored, as well as issues arising in international financing transactions. A detailed and complete study of the structure and operation of Revised Article 9 of the Uniform Commercial Code is included.

Attributes: BFE, JD, LAWB, LLM, LMCO.

COGL 0327. E-COMMERCE. (2 Credits)

This lecture course will cover Internet-based electronic commerce from the perspective of both business to business and business to consumer transactions. Subject areas covered will include protection of copyrighted content, trademark issues in online transactions, enforceability of online and other standard form agreements, liability of interactive service providers, subject matter and personal jurisdiction in online transactions, and emerging issues in data security and privacy. Issues raised by emerging communications technologies such as VoIP, blogs, RSS and podcasting will be discussed. Consideration will be given to typical agreements involved in online commerce, including Web site development and hosting agreements, Web site privacy policies, Web site terms of use and end user license agreements.

Attributes: IPIE, JD, LAWT, LLM.

COGL 0602. ANTITRUST & NEW TECHNOLOGIES. (2 Credits)

This intensive course will explore the application of antitrust and competition law to high-technology industries, focusing on how the law addresses disruptive innovation. The course will examine cutting-edge topics in the application of antitrust to multi-sided platforms, search neutrality, net neutrality, big data, and the sharing economy. Take-home exam.

Attributes: LAWI, LAWT, LLM.

COGL 0609. COMMERCIAL LAW. (2 Credits)

The course focuses on the foundational principles of commercial law, including contracts, damages and related remedies, sales law, payment systems, negotiable instruments, letters of credit, and secured transactions. This course has a take-home exam with a paper option.

Attributes: LAWB, LLM.

COGL 0615. TRANSACTIONAL PRACTICE FOR BUSINESS LAWYERS (LLM ONLY). (3 Credits)

This course should be taken at the same time or following Corporations. It will deepen and broaden a student's knowledge of doctrinal and planning issues for business organizations, and students will gain skills in working with common law and statutory analysis. Because the course is 3 credits, students will have the opportunity both to learn substantive law and to sharpen practical skills in writing memoranda and drafting documents. Topics will include choice of business entity, forming and working with partnerships, limited partnerships, limited liability companies and corporations. Study problems will also include application of contract and commercial law principles. The topics covered should be helpful in preparing students for the bar examination.

COGL 0690. ADVERTISING LAW. (2 Credits)

The course will explore the legal framework that governs "truth in advertising" in the United States, including Federal Trade Commission cases and regulations, state consumer class actions, federal court Lanham Act false advertising litigation between and among competitors, the NAD (Better Business Bureau) alternate dispute system for resolving advertising issues, and issues in copy interpretation, product testing, and claim substantiation. There is no casebook – the assigned materials will principally consist of reported decisions (a model that has been used with success in Advanced Trademark Law as well as this course last year). There will be a 48-hour take home exam for all students. Students who wish to write a paper to meet a Fordham paper requirement are free to opt to do so, in which case they are likely entitled to an additional course credit. Students writing a paper are still required to take the exam. Class participation is encouraged and expected. While this is not a seminar, it is also not a lecture, but is interactive.

Attributes: IPIE, JD, LAWT, LLM.

COGL 0929. Doing Well by Doing Good: Social Entrepreneurship and the Question of Corporate Purpose. (2 Credits)

Can corporations – and, by extension, those advising them – be both "good" and profitable? That is the question at the core of this seminar. It also leads to other inquiries that lawyers often fail to consider (notwithstanding the significant role corporations play in many lawyers' practice). For example, why do corporations exist? What purposes do they serve? Are they obligated solely to pursue profit for their shareholders or can they (and should they) take into account broader social issues such as the need to address climate change? What are the legal and practical challenges facing those who seek both to do well by earning profits through traditional corporate forms and to "do good" for society? The course will explore these questions from a variety of perspectives. We will, for example, look at the historical, philosophical and legal roots of corporations as well as the growing tension between, on the one hand, increased focus on corporate sustainability and the growing role of shareholder "activists" on the other. We will also look at a number of current efforts to grapple with these issues, including the rise of "impact investing" and alternative corporate forms such as "Benefit Corporations" (or "B-Corps"). In exploring these questions, we will be focused on the issues that arise for lawyers looking to advise companies and boards. The course will feature interactive discussions as well as insights from guest speakers who confront these issues on a daily basis. Students will be required to prepare three short write-ups concerning assigned topics that arise from the weekly discussions as well as a final term paper. Evaluations will be as follows: final paper (60%); write-ups (30%); and class participation (10%).

Attribute: LAWB.

COGL 1017. COST-BENEFIT ANALYSIS IN AGENCIES. (2 Credits)

Both the President and Congress require that in many circumstances, agencies assess the costs and benefits likely to result from important regulatory action before taking such action. Cost-benefit analysis is both an art and a science, simultaneously profoundly technocratic and deeply value-laden. This intensive course will examine cost-benefit analysis as conducted in practice by federal agencies. After an introductory overview, the course will utilize case studies from several agencies to explore economic, legal, and political factors that help to shape how agencies deploy this central institution of the administrative state.

COGL 1117. PROFESSIONALISM - UNDERSTANDING FINANCIAL STATEMENTS. (1 Credit)

This course, taught by taught faculty from the Gabelli School of Business, will examine the fundamentals of the three primary financial statements that public companies provide. After an introductory overview, the course will delve deeply into financial statements to show the relationship between these statements (for example, how net income impacts equity on the balance sheet), what can be learned about companies from their financial statements, such as price/earnings ratios and other types of ratio analysis, and the significance of notes to financial statements.