

COMMERCIAL LAW (COGL)

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 companies grow and commercialize products. The course addresses important intellectual property issues in a company's growth cycle from start-up to mature entity. Licensing is covered in some depth as the foundation for other intellectual property transactions. Additional topics to be covered include the creation and acquisition of intellectual property, various other IP transactions and the role played by intellectual property in bankruptcy. 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. Students will gain practical exposure to the transactions and documents themselves through several exercises in which students will act in real world roles to review, markup and/or draft actual agreements. <p> Prerequisites: There are no prerequisites for the course. <p> 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 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 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. 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 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.