

# COMMERCIAL LAW (COGL)

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## **COGL 0204. State Financial Services Regulation. (2 Credits)**

Financial services touch the lives of every American, whether it be one's mortgage, bank account, auto insurer or health insurance company. Since the 18th century, banks and insurance companies have been regulated by government agencies and the states have played a leading role in this regulatory oversight and enforcement. The insurance industry is almost entirely regulated at the state level and the states have exercised commanding roles in banking regulation and enforcement in recent years. Issues of data privacy and the advent of fintech, insurtech and cryptocurrency companies have only made the states' role even more important. <p> The goal of this course is to prepare students for a career in financial services regulation and enforcement, whether in the private sector or government, and whether the student's interest is in transactional work or litigation. This course will provide a survey of financial services regulation at the state level. Topics will include the dual banking system and the respective roles of federal and state regulators; the financial crisis, Dodd-Frank, state regulation of mortgage lenders and servicers, and recent de-regulation efforts at the federal level; the role of the states in licensing nonbank companies including fintech companies, cryptocurrency exchanges and payment transmitters; the longstanding state-based system of insurance regulation since McCarran-Ferguson; the Affordable Care Act and the states' differing views and key role in health insurance regulation; the enforcement of anti-money laundering laws and the Bank Secrecy Act at the state level either alone or in conjunction with federal agencies and state prosecutors; data privacy and cybersecurity regulation at the state level; the states' focus on consumer protection, including the oversight of student loan servicers, credit reporting agencies and payday lenders. Throughout the course, federalism and preemption principles will be discussed, along with policy choices at the state level based on changing policies at the federal level. <p> This course will be taught by Maria Vullo, who until very recently served as Superintendent of Financial Services for the State of New York. As Superintendent, Ms. Vullo led the most prominent state regulatory agency in the country, with broad jurisdiction, responsible for the supervision and enforcement of laws regarding all New York state-chartered banks, branches of foreign banks, all insurance companies and agents licensed to do business in New York, and non-depository institutions licensed in New York including money transmitters, check cashers and cryptocurrency exchanges. In this role, Ms. Vullo interacted with numerous federal regulators, as well as the insurance and bank commissioners of the other 49 states and U.S. territories. Guest speakers in the field will be invited to speak to the students during certain classes. <p> This course is intended to provide students with concrete knowledge about the complex system of financial services regulation in the United States today, including the evolving roles of the federal and state regulatory systems. It is intended to better prepare students for a career in financial services, in either the private or public sectors, and to provide students with an understanding of the importance of state regulation in broad economic sectors relevant to their careers.

## **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 0232. Legal Technology, Artificial Intelligence and Entrepreneurship. (2 Credits)**

Class meets January 2, 6 - 9, 2020 at 6:00- 8:30 pm; January 4 at 9:30 am-12:30 pm & 2:00-5:00 pm, January 13 at 6:00-8:00 pm in room 8-01<p> January 11, class meets at 20 Gramercy Park South 1:00-4:30 pm<p> This course will train the next generation of Chief Innovation Officers: attorneys who design, manage and create novel tech-driven solutions to legal problems. You will gain exposure to the variety of cutting-edge legal technology disrupting the industry and work in teams to design a legal tech solution to a high-impact problem for a hypothetical non-profit client interested in environmental whistleblowing. The main prerequisites for the course are that students bring their imagination, creativity and sense of teamwork. Chief Innovation Officer is among the most coveted legal roles, but also one of the hardest to get because it requires a special, diverse skill set. The legal industry tends towards tradition, not innovation. As an aspiring Chief Innovation Officer, you will have to sharpen key design and business skills that go against the grain of traditional legal education and training. <p> The course will have a (minor) traditional classroom component that involves a survey of available legal technology, related professional ethics issues and entrepreneurial legal trends. Next, you will be introduced to the hypothetical non-profit 'client' and the legal/environmental problem it wants you to solve. The focus of the course will be in learning how to design a legal app. Teams of students will compete in presenting their designs in a shark-tank style finale before a panel of judges that includes entrepreneurs, investors and attorneys. Since the course involves group projects, class attendance is required. No coding or special technological skills are required. There will be no exam, but students will have regular individual assignments related to phases of the design process. <p><b> Class Meeting Dates: </b> DATE LOCATION TIME OF DAY Thursday, January 2, 2020, Fordham: room 8-01, 6:00-8:30<br> Saturday, January 4, 2020, Fordham: room 8-01, 9:30-12:30 & 2-5:00<br> Monday, January 6, 2020, Fordham: room 8-01, 6:00-8:30 <br> Tuesday, January 7, 2020, Fordham: room 8-01, 6:00-8:30 <br> Wednesday, January 8, 2020, Fordham: room 8-01, 6:00-8:30 <br> Thursday, January 9, 2020, Fordham: room 8-01, 6:00-8:30 <br> Saturday, January 11, 2020, Remote - 20 Gramercy Park South, New York, 1:00-4:30<br> Monday, January 13, 2020, Fordham: room 8-01, 6:00-8:00 <br>

**Attribute:** 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 0316. Commercial Finance. (3 Credits)**

Deals with the use and operation of the major credit devices employed in modern commercial financing. The course involves an intensive study of the law as it affects secured transactions, securitizations, installment selling, discounting trade paper, inventory and receivables financing and the use of documents as security. The rights and liabilities of the parties, unsecured creditors, the trustee in bankruptcy, and other third parties are considered. A detailed and complete study of the structure and operation of Revised Article 9 of the Uniform Commercial Code is included.

**Attributes:** JD, LAWB, LLM.

**COGL 0318. Commercial Transactions. (3 Credits)**

This course covers Article 2 (contracts for the sale of goods) and Article 9 (secured transactions) of the Uniform Commercial Code. It enhances understanding of the law of contracts as applied to the rights and duties of buyers and sellers in contracts for the sale of goods (Article 2 of the UCC). It also covers Article 9 of the UCC, which governs the law of secured transactions. .

**Attributes:** BFE, JD, LAWB, LAWI, 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. Technology and 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, LAW, LLM.

**COGL 0402. Comparative Entrepreneurial Law. (2 Credits)**

What are the legal challenges of establishing a startup? How does the law support or hinder innovation and the development of new businesses? To what extent do jurisdictional variations in such laws affect the growth of entrepreneurship in those jurisdictions? <p> This course will examine these questions by comparing the laws of the United States and Israel – the two countries with the highest and second highest number of NASDAQ listed companies. <p> During the first part of the course, students will attend classes to develop a comparative perspective to entrepreneurial law, by learning about entrepreneurial law in both countries. Students will also be required to submit reaction papers regarding relevant topics.<p> This will prepare them for site visits during spring break to either Silicon Valley or Tel-Aviv. While there, students will visit companies, law firms, and/or venture capital firms to discuss the course's topics from both a legal and business perspective. <p> After returning to New York, students will present on a topic relevant to the course that is informed by their site visits (in lieu of a final exam). Students must cover the expense of traveling to the site visits on their own. A total of 20 students may enroll in the course, but students must indicate their preferred site visit location, and no more than 10 students can sign up for each location. To enroll in the course, students should fill out a pre-enrollment form, which is available here at: <https://forms.gle/ZX4NsqkieRKQn9jQ6>. Students will need to be logged into their Fordham gmail account to complete the form.

**Attribute:** LLM.

**COGL 0602. Antitrust and 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.