SECURITIES (SCGL)

SCGL 0202. ECONOMIC & SOCIAL RIGHTS. (2 Credits)
This two-credit seminar will provide an in-depth examination of the international legal framework protecting economic and social rights. International human rights law protects both "traditional" or "first generation" civil and political rights, as well as "second generation" economic, social, and cultural rights. International law affirms that both sets of rights be equally protected, but arguments that subjugate economic and social rights to second tier status persist. Despite opposition to the rights, they have been protected in a wide range of domestic jurisdictions, and advocates have engaged economic and social rights advocacy as a means to social change. This course will explore the foundations of the human rights framework and consider the place of economic and social rights within that framework. We will examine in depth the international protection regime and available mechanisms, and inspect the ways that domestic jurisdictions have executed these rights in their constitutions, legislation, policies, and the courts. Case studies will be used to generate discussion, and we will survey additional current topical issues, including the role of the corporate sector, national budgeting and human rights, extreme poverty and human rights, extraterritorial obligations on states, and global efforts to address development, including the Sustainable Development Goals.
Attributes: INLJ, LLM.

SCGL 0299. SECURITIZATION. (2 Credits)
This course examines the legal aspects of the multi-trillion dollar securitization industry. Securitization is a method of finance which seeks to minimize the bankruptcy risks that are faced by commercial lenders, but it provides other benefits to lenders and borrowers alike. The course will focus on the bankruptcy law, uniform commercial code, banking law, tax and international law issues that arise in structuring securitization transactions and how such issues are addressed by securitization attorneys in today’s legal and business environment.
Attributes: CORC, CRCP, LAWB, LLM.

SCGL 0321. TITLE VII DODD-FRANK DERIVATIVES COMPLIANCE. (2 or 3 Credits)
The course objective is to give the students an overview of Dodd-Frank’s Title VII - Wall Street Transparency and Accountability (“Title VII”). Since Dodd-Frank represents the most comprehensive regulatory reform measures taken since The Great Depression, it impacts the financial market in a comprehensive and significant way. All U.S. financial transaction lawyers going forward will need to be intimately acquainted with Dodd-Frank, and starting with Title VII is a good place to start. Once the students have a handle on Title VII, the other Titles will be easier to digest. No prior course pre-requisites apply to this class. All JD’s and international LL.M. students are welcome to register.

The course will examine whether the drafters of Title VII understood the over-the-counter derivative products well enough to legislate the market properly, whether the rules issued by the federal agencies have been promulgated in the way that the legislators intended, and whether the provisions of Title VII have helped to stabilize the derivatives market. One of the principles underlying this compliance class is that in order to truly understand how to regulate a financial product (and therefore know how to comply with the regulation), one must understand thoroughly the workings of the financial product as a starting point. This course will first start with an examination of the legal, market, and economic risks of three types of derivative instruments: (i) an interest rate swap, (ii) an option, and (iii) a CDS-on-ABS. The third instrument, CDS-on-ABS, has been alleged as having caused the financial crisis that started in 2007. We will examine in class whether this is the case.

In this course, the students will learn the legal, regulatory and risk management framework of the derivatives market before Title VII was implemented which will then be compared to the legal, regulatory and risk management issues that market participants face after Title VII was signed into law. Basically, how have the day-to-day operation and client-facing activities within a corporation, financial entities and investment banks been impacted due to the implementation of these rules. Before Title VII, one of the main focus of the industry was to customize the derivative products to meet the client’s needs. The focus now is compliance with Title VII in the most cost-effective way. The class will include discussions on whether there is still room in the market for creativity in customizing derivative products.

The students will review the key derivative contracts that run the industry (such as the ISDA and CSA) and consider how the promulgated rules have impacted those contracts. The class will also cover the methods that the corporations, hedge funds, financial institutions and investment banks have undertaken to ensure compliance with Title VII. Some cross-border matters (from the U.S. perspective) will be included in this class.

Equipped with the foundational knowledge regarding Title VII of Dodd-Frank, the course will conclude with each student addressing in a paper his or her thoughts on whether Title VII would have been able to prevent the economic crisis that began in 2007 if Title VII had been in place prior to 2007. The course grade will be determined by a combination of 20% class attendance and participation, 40% on the final paper, and 40% on the final exam.

Attributes: CORC, CRCP, LAWB, LLM.
SCGL 0402. BROKER DEALER. (2 Credits)
Broker-dealer regulation explores the federal and state securities laws and the self-regulatory system and rules under which brokerage firms and their associated persons operate. We also contrast other regulatory schemes, including for investment advisers, fund managers and swap entities. We take a pragmatic look at the regulatory challenges faced by financial services firms and the lawyers who advise industry participants. Topics include broker-dealer registration and exemptions from registration, sales and trading, research, investment banking, cross-border securities activities, supervision, managing conflicts of interest and controlling inside information, enforcement defense, arbitration and litigation. The course is conducted in an informal seminar style and requires a paper.
Attributes: CORC, CRCP, LAWB.

SCGL 0417. SECURITIES REGULATION. (3 or 4 Credits)
Emphasizes the Securities Act of 1933, the registration process, statutory and administrative exemptions from registration, and civil liabilities. Surveys the reporting requirements of the Securities Exchange Act of 1934 and the state Blue Sky laws. Examines the role of the Securities and Exchange Commission and the ethical obligations of securities lawyers. Open to students who have completed at least one semester of Corporations and Partnerships.
Attributes: BFF, CORC, CRCP, LAWB, PIE.
Prerequisite: BUGL 0201 (may be taken concurrently).

SCGL 0423. SECUR REGULATIONS REFASHIONED. (2 Credits)
Securities Regulation Refashioned provides students with an insider’s perspective of the U.S. system of securities regulation and recent fundamental reforms. We will discuss the effects and effectiveness of topical regulation, such as the implementation of the Dodd-Frank and JOBS Acts. We will examine current issues in regulatory enforcement, including the prominent securities scandals and frauds of recent years. Students will also learn about the substantive and procedural law governing broker-dealers and investment banking firms. The course focuses on the real-world application of securities regulation and, where possible, seeks to provide students with practical experience in preparation for legal practice. In prior years, we have invited leading members of the securities industry to guest lecture during the course of the semester. Our syllabus is tentative, and we attempt to modify it during the semester to meet the students’ interests and respond to developments in the securities industry.
Attributes: CORC, CRCP, LAWB.

SCGL 0451. SECURITIES LAW ENFORCEMENT. (2 Credits)
This seminar will deal with the enforcement activities of the SEC and the various self-regulatory organizations (NASD and NYSE) (the ASROs@) in enforcing compliance with the federal securities laws and, in the case of the SROs, also their own disciplinary rules. While the scope of the seminar will encompass an overview of the regulatory and self-regulatory scheme in the securities industry and, where relevant, with respect to the issuance and trading of securities in the financial markets, it will primarily be a litigation-oriented seminar focusing on counseling and defending those subject to enforcement investigations and proceedings. Each student will prepare a paper on a significant relevant issue and make a presentation to the seminar group.
Attributes: JD, LAWB, LLM.

SCGL 0605. SECURITIES LITIGATION. (2 Credits)
This course will be a review of and clinical exercises with respect to certain aspects of securities litigation. It will focus on the key differences between traditional civil litigation and securities litigation including class action procedures. The initial focus will be a review of the provisions of the key securities laws that can lead to liability, particularly Sections 11 and 12 of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5 thereunder. Intertwined with the review of Rule 10b-5 cases will be clinical components. First, a five minute moot oral argument (based on materials submitted), addressing the issue of scienter on a motion to dismiss. Second, a five minute moot oral argument (based on materials submitted) on a motion to dismiss or other key issues such as materiality, pleading standards, etc. Again, no outside research is required. The next phase will cover a variety of recent Supreme Court decisions addressing issues in class action certification. This phase will also include a clinical component focusing on a review of an actual class action complaint and a motion to dismiss with a discussion as to the tactics, strengths and weaknesses presented. There will be a final clinical component at the end of the Rule 10b-5 and class action sections which will be the preparation of a draft brief insert with respect to a motion to dismiss of no longer than 500 words (two typewritten pages). Time permitting, we will also review less intensely insider trading issues, international securities fraud litigation, including the Morrison decision, and its argument before the Supreme Court, and securities arbitration as providing a remedy for individual investors. Because a general course in securities regulation is not a prerequisite, there may be digressions along the way on capital markets and other regulatory issues. The basic course text will be Nagy, Painter and Sachs, Securities Litigation and Enforcement: Cases and Materials. In addition, a compilation of the relevant statutes and regulations is required. Grading will be 20% general class participation, 20% for each of three “practical” components (the two moot arguments and brief point draft) (or 60% total) and 20% from a final. 
Attribute: LLM.

SCGL 0807. M & A - SEC REG PRACT FUND. (2 Credits)
SCGL 0807. M & A/SECURITIES PRACT FUNDAME. (2 Credits)