

# SECURITIES (SCGL)

## 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 0402. Securities Regulation & Broker Dealer Regulation. (2 Credits)

Professor Rockland section  
 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, fiduciary duties, trading and markets, research, investment banking, cross-border securities activities, supervision, managing conflicts of interest and controlling inside information, enforcement defense, recordkeeping, anti-money laundering and cybersecurity. The course is conducted in an informal seminar style and requires a paper.  
 Professor Temkin section:  
 This course covers the regulation of broker dealers and investment advisers. We also cover general topics of securities regulation such as "what is a security," and exemptions to registration requirements. We explore the philosophy and logistics of arbitration with the Financial Industry Regulatory Authority (FINRA). Current trends in regulation, arbitration and litigation are explained by guest speakers, including current and former regulators, in house counsel to investment firms and insurance industry representatives. This is a discussion-based course, and class participation is encouraged. No prior background in the securities industry is required. The class is open to students with no prior background in financial markets. I also welcome MSL students with no prior background in law. Complex financial concepts are illustrated by short excerpts from films such as The Big Short, Wall Street and Inside Job.

**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. Sec 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 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 only on materials assigned), addressing the issue of scienter on a motion to dismiss. Second, a five minute moot oral argument (based only on materials assigned) on a motion to dismiss or other key issues such as materiality, pleading standards, etc. Again, no outside research is required or permitted for either of these exercises. The next phase will review a variety of recent Supreme Court decisions addressing current issues in class action certification. This next 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.

**Attributes:** LAWB, LLM.