

# **MSL Residential Course Descriptions 2018-2019**

Northwestern

PRITZKER SCHOOL OF LAW

Master of Science in Law

# 2018-2019 Course Descriptions

## Fall 1: Seven-Week Session

### Advanced Contracts: Practical Aspects

BUSCOM 962-0	Elective
Darren Green	1 credit
<p>This course will emphasize a realistic, hands-on approach to basic contract drafting, contract negotiations and transactional practice skills generally. It is designed to provide meaningful preparation and perspective based on actual experience – a peek behind the curtain at what really happens when trying to get an agreement or deal done – and to equip students with useful, practical insight and a solid foundation of professional skills upon which to build. We will focus on the ins-and-outs surrounding real world contracts and provisions rather than contract theory and purpose. Students will leave the course with valuable real-world context, giving them a leg up for successful participation in a transactional role or context.</p> <p><i>Prerequisite: Contract Law &amp; Design</i></p>	

### Business Formation & Structure

BUSCOM 901-0	Required (FT)
Stephen Reed	1.5 credits
<p>This course covers the law of business organizations, including corporations, limited liability companies and partnerships. We will take a practical approach, focusing on real world aspects of business formation, structure and governance, along with transaction planning. By the end of the course, students will understand basic matters of business associations law, will be able to identify how and when fiduciary duty, business judgment rule and other key corporate law issues arise, and will have a solid foundation for subsequent MSL classes in business and transactional law. Students will be evaluated based on class participation, a midterm written assignment, and a self-scheduled final exam.</p>	

### Contract Law & Design

BUSCOM 902-0	Required (FT & PT)
Emerson Tiller and Chris Martin	2 credits
<p>In this course, students learn the basic features of a contract. How is a contract formed? How are terms of a contract interpreted? When must a contract be in writing? What constitutes a “breach” of a contract? When is someone excused from a contract obligation because of events not within the control of the parties? What are the remedies for a breached contract? The course is blended – that is, there will be online content that supplements the in-class experience. In addition, the class will provide a drafting component where students will learn to translate the terms of a business deal into contract concepts and draft a logically-organized, precise, enforceable contract in plain English. Through this process, students will develop the skills necessary to read, analyze and critique contracts drafted by others.</p>	

### IP Fundamentals, Section 1

INTPROP 901-0	Required (FT)
Peter DiCola	1.5 credits
<p>This course will introduce the laws that create and delimit property rights in intangible goods such as inventions, expressive works, brand identifiers, or information. Collectively, these laws are known as “intellectual property law,” an umbrella term which includes patent law, copyright law, trademark law, trade secret law, among other areas. The course will cover the fundamentals of several specific areas of IP law: the subject matter protected, the threshold requirements for protection, the rights granted to IP owners, the ways of enforcing those rights, and the many exceptions and limitations on IP protection. The course will emphasize both the commonalities and the contrasts among the various branches of IP. Students will learn about some of the specialized language of IP and the government and private institutions that are practically important in each area. Developing a familiarity with IP fundamentals—getting the lay of the land—is the main goal of the course. An important secondary goal is for students to see how IP law generates both constraints and opportunities from the perspective of business strategy.</p>	

### Legal & Regulatory Process

REGLAW 901-0	Required (FT & PT)
James Pfander	1.5 credits
<p>This course introduces students to the key elements of the U.S. legal system. We will look at the constitutional structure of government, the sources of lawmaking authority, and the manner in which Congress, the administrative state, and the judiciary collaborate in developing rules of applicable law. Along the way, we will study the judicial and lawmaking system, the regulatory design and implementation process, and, to some degree, mechanisms of dispute resolution. Given the unique focus of the MSL program, we will pay special attention to how the American legal system considers, evaluates, and negotiates matters involving science and technology.</p>	

### Patent Law, Section 1

INTPROP 905-0	Elective (C PT)
Chris Miller	1.5 credits
<p>This course will begin with learning the basis of US patent law, the hierarchy of authority in US patent law from applying for a patent at the patent office up through litigation in the US federal courts. The prerequisites of patentability will be thoroughly detailed as will the principles of claim construction and interpretation. Students will also be introduced to patent and file history research in the United States through in class exercises on the United States Patent Office’s internet sites, especially the USPTO’s Public Pair. An overarching theme of understanding both freedom to operate and patent enforcement will be captured and reinforced throughout the class. There will be some discussion on business method and commerce patents though the major focus will be on more traditional technical patent areas due to the currently much more restrictive view of the former at the USPTO.</p> <p><i>Prerequisite: IP Fundamentals</i></p>	

## Research in Law, Business, & Technology, Sections 1 and 2

LAWSTUDY 950-0	Required (FT)
George Pike and Lisa Winkler	1 credit
<p>This one-credit course will provide you with the necessary tools to conduct basic legal, business, and technology research and evaluate the quality of materials and documents you encounter in each discipline. Legal research is a unique skill in and of itself and is distinct from other forms of research in that it involves identifying and assessing relevant cases, statutes, and administrative materials so that you can develop, evaluate, and review legal concepts and theories. Business research, meanwhile, focuses on business dealings, practices and negotiations, corporate structure, locating company, industry, and consumer market information, as well as examining financial statements and the financial and funding marketplaces. Finally, technology research will focus primarily on the intellectual property arena, involves identifying owners, licensees, and assignees of intellectual property rights including patents, trademarks, and copyrights, as well as the identification and evaluation of similar intellectual property concepts and processes such as research into “prior art” in patent law. The course will explore both commercial database resources and freely accessible Internet-based resources used in each of these fields of research, and special attention will be given to utilizing data analytics and artificial intelligence.</p> <p>There is no assigned casebook or textbook for the course. Any assigned readings will be posted to the course Canvas page, or will be handouts in class.</p> <p>Enrollment in this course is limited, and will be by permission number only.</p>	

## Value-based Decision-making: Gaining Competitive Advantage in an Uncertain World (Saturday Session)

BUSCOM 952-0	Elective
Phil Beccue	0.5 credits
<p>In this 1-day interactive seminar, students will receive a solid introduction to the basic principles of decision analysis and learn how to analyze the choices that shape our lives and organizations. We will discuss various organizational and technical challenges to making high-quality decisions, and present the various tools and methods that can be employed to address these challenges.</p> <p>This seminar will help students:</p> <ul style="list-style-type: none"> <li>· Learn best practices on making smarter personal and professional decisions</li> <li>· Capture uncertainty and complexity in a structured, logical framework</li> <li>· Lead senior management and team members toward consensus on strategic planning</li> <li>· Avoid the pitfalls of relying on intuitive decisions</li> </ul> <p>The benefits of applying these concepts go well beyond making smart decisions, and include improved communication and buy-in, consistency of resource allocation across projects, focus on key drivers of success, and better quality and more efficient collection of relevant information.</p> <p>The material will be a combination of lecture, class exercises, and case studies which draw on examples from R&amp;D, asset valuation, licensing deal structures, capacity planning, risk management, compliance, lifecycle management, and portfolio prioritization.</p> <p>Grading will be based on class participation and a group case study.</p>	

## Fall 1: Power Week Session

### Corporate Criminal Law

LAWSTUDY 930-0	Elective
Joshua Kleinfeld	1.5 credits
<p>This course will outline the place of criminal law in the corporate context. Corporations that do business in the United States, even if foreign, can be criminally prosecuted as entities under U.S. law. Individuals can likewise be prosecuted for crimes committed in the course of their work for corporations. And a large and growing body of statutes criminalizes business-related activities that were formerly unregulated or civilly regulated. This course will discuss these entity liability rules, individual liability rules, and corporate and white-collar statutes. As much of the criminal control over corporations is exerted directly by the Dept. of Justice, this course will also examine internal DOJ policy on corporate crime. Yet the focus is not exclusively on U.S. federal law: corporate criminal law doctrine varies a great deal among jurisdictions, and this course will survey the diverse doctrinal options put forth by some of the world's leading economies. Finally, this course will touch on core criminal law principles (e.g., what is the difference between criminal and civil law? how does criminal process differ from civil process?), in order both to illuminate corporate criminal law issues and to fill in what might otherwise be a missing piece of the legal puzzle for MSL students. The goal is to provide business and STEM professionals with a basic understanding of criminal law principles and familiarize them with the burgeoning body of criminal law that bears on their conduct.</p>	

### Entrepreneurship Law

BUSCOM 965-0	Elective
Esther Barron	0.5 credits
<p>This course is designed to acquaint students with many of the legal challenges associated with launching and building an entrepreneurial venture, including leaving a current employer, forming an entity, selection of a company name, venture capital and debt financing arrangements, protecting the trademarks and other intellectual property of the new company, employment and worker classification issues, building a team, creating a company culture and risk management. We will also discuss social entrepreneurship, including not-for-profit organizations and for-profit businesses launched with the purpose of having a social impact. These issues will be approached from a practical perspective, which will include one or more guest speakers together with several hands-on exercises. The goal is for students, upon completion of the course, to be well acquainted with, and have certain basic tools to address, the wide spectrum of issues that confront most early-stage businesses.</p> <p><i>Prerequisite: Business Formation &amp; Structure</i></p>	

### **Leadership Communication (Saturday Session)**

BUSCOM 960-0	Elective
Ram Ramanathan and Alex Ramanathan	0.5 credits
<p>The objective of this course is to enhance the communication skills of participants in business settings as executive leaders, with a focus on face-to-face, interactive oral communication. This class covers the basic competencies of leadership communication, including active listening, powerful questioning and presentation skills. The focus will be on: 1) communication competencies in the context of executive leadership; 2) presenting and addressing corporate audiences. Assessment will be based on in-class participation, performance on communication exercises, and a final presentation. Please note that this is an introductory course geared towards students with ~1-5 years of business experience. Required reading and viewing material will be posted in the syllabus on Canvas.</p>	

### **Negotiation Skills & Strategies**

LAWSTUDY 901-0	Elective
Lynn Cohn	1.5 credits
<p>In the Negotiation Skills and Strategies Workshop, students will have the opportunity to understand various approaches to conflict and how to manage difficult issues effectively. From there the Workshop will provide students with a theoretical framework for approaching negotiations in both the deal and the dispute contexts and will provide ample opportunities for putting the skills to practice in simulations. In addition, specific modules on working with lawyers and managing the process, substance and emotional components of a negotiation will be included. This is a highly interactive and fast-paced course.</p> <p>Enrollment in this course is limited, and will be by permission number only.</p>	

### **Fall 2: Seven-Week Session**

#### **Business Strategy & Frameworks**

BUSCOM 905-0	Elective
Justin Lenzo	1.5 credits
<p>Business strategy is the set of objectives and policies that collectively determine how a firm generates profit for its owners. Throughout the course, we will introduce concepts and frameworks that are grounded in microeconomic reasoning and that one can use to evaluate and formulate business strategies. We will examine analytical techniques for diagnosing a firm's competitive position, identifying managerial issues, evaluating alternative plans of action, and anticipating the consequences of specific decisions. The course will focus on two main questions: (1) What allows certain firms in certain industries to succeed (i.e. earn positive economic profits) while other firms fail? and (2) Why can certain firms sustain their economic profits over long periods of time, while for other firms these profits quickly disappear? Grading for this course will be based on a take-home final exam, group case assignments, and class participation.</p>	

## Data Privacy Management

REGLAW 920-0	Elective
Tom Hayden	1.5 credits
<p>This class will focus on the evolving data ecosystem within the existing legal and regulatory landscape, which is also evolving. It will: 1) explain the technology underlying the tracking, collection and aggregation of consumer data, 2) identify the first and third party data aggregators, and outline what they do, 3) explore how business uses consumer data, particularly for its marketing purposes, and 4) provide the legal and regulatory perspective toward the industry's behavior and practices. The class will cover recent court cases and Federal Trade Commission enforcement actions as a way to understand the critical data privacy issues facing business. As part of the evaluation for the course, teams of 3-4 students will work on a hypothetical situation with students forming interdisciplinary teams representing legal, tech and business operations. The project will require the launch of a new product (probably an app) incorporating a "privacy by design" approach and data governance best practices. Teams will demonstrate compliance with relevant statutes and regulations, and address the building of a corporate culture where business, legal and technology collaborate. The project will be assigned on day 1, so students will have the entire 6-7 weeks to complete it, with readings and class discussion supporting their efforts. Project deliverables include a brief "executive" team presentation, accompanied by a written plan and recommendations.</p>	

## Design Thinking

BUSCOM 970-0	Elective
Dan Brown	1.5 credits
<p>Design Thinking will introduce students to the process of design-based inquiry and practices. Students will explore the research-based new knowledge synthesis space as a fundamental strategy for creating new, useful and competitive outcomes. The underlying theme of the course is the strategic vision of continuously seeking viable differentiators in commercial spaces, arising from traditional form and function, but also going beyond it. This purposeful and inventive strategy is very challenging, and this class focuses on providing the tools practitioners need to pursue novel solutions as designers in crowded spaces.</p> <p>A goal for the course will be for practitioners to develop a familiarity with new knowledge creation by design, both personally and in their organizations. This will include the examination of design strategies, with tangible real-world examples of successes and failures. Ultimately, this course will plant the seed of a creative design thinking culture, stimulating the awareness of the many, often unseen, opportunities beyond form and function for creating viable, protectable and new product and service outcomes that lead to competitive advantages in the marketplace. Readings include cases and articles selected by the professor. There will be a mid-term project and a final project on a topic of the student's choosing; both will require students to draw upon the lessons and skills of the class.</p>	

### Entrepreneurship Lab: Part I

BUSCOM 935-0	Elective
Jonathan Gunn	1 credit
<p>The Entrepreneurship Lab introduces students to the entire innovation life cycle from ideation to investor presentation. The course will cover needs identification, value proposition development, legal protection, navigation of regulatory issues, and business plan presentation. Students will select a project for commercialization and work in teams to assess and refine its commercial viability, technical feasibility, and user impact. Teams will work hands-on to transform their ideas into a marketable invention. They will undertake the necessary steps to plan for the commercial development of their inventions, including developing suitable legal protection for their ideas and addressing technology transfer issues. In the Fall 2 class, students will define an unmet market need, understand the key stakeholders, and assess the legal and technical risk factors in commercializing a solution. In the Spring 1 class, which is a continuation of the Fall 2 class, students will apply principles from patent, regulatory, and entrepreneurship law to their project to create the foundation necessary to move their technology into the market.</p>	

### Ethics, Section 1

LAWSTUDY 912-0	Required (FT)
Wendy Muchman and Mary Foster	1.5 credits
<p>We live in a world where ethical and moral objectives, legal imperatives, and business concerns often collide. This course seeks to strengthen the ability of students to anticipate, analyze and appropriately respond to some of the critical ethical and social challenges that confront professionals in a global economy, with a particular emphasis on the context of science, medical and technology enterprises. Topics for class discussion will include ethical leadership and organizational culture, duties of loyalty, corporate social responsibility, privacy and technology, corruption, and compliance systems.</p> <p><i>Full-time students who do not take Ethics in Fall 2 will take it in Spring 2.</i></p> <p>Enrollment in this course is limited, and will be by permission number only.</p>	

### Ethics & Law in STEM-Related Fields

LAWSTUDY 910-0	Required (Continuing PT)
Erin Paquette	1.5 credits
<p>Professionals across science, technology, engineering and medicine (STEM) fields encounter ethical and moral questions in their everyday work. These questions can sometimes be obvious and at other times subtle. Recognizing and reasoning through these complex questions requires careful balancing of the ethical and legal dimensions with business and individual interests and the public good all while furthering the goals of scientific inquiry and innovation. This course will explore moral and legal foundations to carefully approach and navigate the critical questions that STEM professionals may encounter. Topics will include professional and social responsibility, duties of legal professionals, corporate social responsibility, reliability and risks in complex systems, ethics of emerging technologies, ethical and legal issues in research and innovation and the tension between individual rights and the power to regulate for the public health. Grading will be based on a series of short written assignments, and a final project/paper. This class is designed for part-time students and satisfies the Ethics requirement. Enrollment in this course is limited, and will be by permission number only.</p>	

### **Innovation Diffusion in the Legal Industry**

PPTYTORT 647	Elective
William Henderson	2.0 credits
<p>The legal profession is gradually becoming part of a broader industry that encompasses both lawyers and sophisticated professionals from other disciplines. This structural shift is driven by the gradual adoption of innovations that are changing how legal problems are solved. The purpose of this course is to provide students with a solid theoretical and practical grounding on the current state of the legal industry and where it's likely headed over the next ten to twenty years. Students will acquire a strong working knowledge of innovation diffusion theory, which is an interdisciplinary field that draws upon decades of research from sociology, anthropology, marketing, communications, geography, public health, education, and various other disciplines. They will also have access to carefully curated guest lecturers who work on the cutting edge of legal innovation. Students who take this course and do all of the requisite work will see a wider array of career opportunities and be better positioned to weigh their professional options.</p> <p>The class structure relies heavily on team-based learning, which closely resembles the work environment of many new emerging businesses. Student teams are responsible for taking the lead on one or more class segments. Assessment is based on a combination of individual weekly preparation, team work product, active class engagement, individual contributions to team performance, and a final team-based capstone presentation.</p> <p>Enrollment in this course is limited, and will be by permission number only.</p>	

### **Introduction to Accounting and Financial Statements**

BUSCOM 975-0	Elective
Mark Finn	1.5 credits
<p>This class will provide MSL students with an introduction to 1) accounting systems and the financial reporting process, and 2) an ability to read financial statements and interpret the information they contain. The heart of the class will be a standard introduction to accounting: basic concepts and terminology; the mechanics of the three primary financial statements - the balance sheet, the income statement, and the statement of cash flows; and basic tools of financial analysis. We will augment this standard material to highlight issues of particular interest to STEM professionals: accounting for intangible assets, M&amp;A, share-based compensation, and the cross-border taxation of IP. The class is designed for students with no accounting background. However, students who have completed prior accounting coursework are welcome to enroll. This latter group will likely benefit from the class's concentrated focus on IP-related accounting topics.</p> <p>In addition to class attendance, students will be required to submit weekly small-team assignments and to complete a final examination. The weekly assignments will provide students with experience in reading and interpreting actual financial statements. Class grades will be based on performance on the weekly assignments and final exam, as well as course participation.</p>	

## IP Fundamentals, Section 2

INTPROP 901-0	Required (PT)
Chris Carani	1.5 credits
<p>This course will introduce the laws that create and delimit property rights in intangible goods such as inventions, expressive works, brand identifiers, or information, collectively known as “intellectual property law,” an umbrella term that includes patents, copyrights, trademarks, trade secrets and other areas. The course will cover the fundamentals of several specific areas of IP law: the subject matter protected, the threshold requirements for protection, the rights granted to IP owners, the ways of enforcing those rights, and the many exceptions and limitations on IP protection. The course will emphasize both the commonalities and the contrasts among the various branches of IP. Students will learn about some of the specialized language of IP and the government and private institutions that are important in each area. Developing a familiarity with IP fundamentals—getting the lay of the land—is the main goal of the course. An important secondary goal is for students to see how IP law generates both constraints and opportunities from the perspective of business strategy.</p>	

## Legal & Regulatory Issues in Emerging Industries (Friday/Saturday Session)

REGLAW 990-0	Elective
Charlie Bachtell	0.5 credits
<p>95% of the U.S. population lives in a state where there is some form of legal cannabis. The legalized cannabis markets produced approximately \$7.2B in sales in 2016 and that number is expected to surpass \$24B in 2025. That said, cannabis remains federally illegal – the federal government providing only superficial guidance to states on how they can choose to enforce cannabis laws within their state (but only within their state because the federal government will not allow the product to cross state lines) – presenting some of the most unique legal and regulatory issues that any industry has seen.</p> <p>This course is designed to acquaint students with the legal and regulatory challenges present in the emerging cannabis industry. We’ll take a look at the very interesting history of cannabis and cannabis legalization/illegalization in the U.S., the current state of federal law and the various state laws and the unique business issues that such conflicting federal/state laws present; we’ll review a case study of a company developing a multi-state operation; and we’ll look at the various directions that this industry is likely to go in the future.</p>	

## Patent Law, Section 2

INTPROP 905-0	Elective
David Schwartz	1.5 credits
<p>This course provides an introduction to the basic principles of U.S. patent law. We will cover the function of the U.S patent system; subject matter eligible for patenting; the requirements for obtaining a patent; patent entitlements and remedies for patent infringement; and current debates in patent law, including the patentability of software and the problem of non-practicing entities. Course instruction will be conducted through a combination of lectures, including guest lectures from practicing patent attorneys, and team exercises designed to simulate problems likely to arise in patent law practice.</p> <p><i>Prerequisite: IP Fundamentals</i></p>	

### Public Persuasion, Sections 1 and 2

BUSCOM 982-0	Required (FT)
K.M. Zouhary	1.5 credits
<p>How is it that innovative ideas become institutionalized as policies? How do organizations clearly communicate their visions, both within their halls and around the world? And how do leaders galvanize and spur others to action, particularly during the most chaotic and anxious times? The answer, in each case, is public persuasion.</p> <p>This course is an intensive workshop in how to develop policy ideas, powerfully articulate them, and secure commitment and action on their behalf. It develops the sensibilities and skills crucial to maximizing personal influence, both in writing and speaking, particularly in situations where technical knowledge meets multiple stakeholders (including lawyers) and business imperative. We focus on: (1) locating key personal convictions, which are crucial to persuading others; (2) employing strategies and techniques for approaching multiple audiences; (3) developing crystal-clear organization of pointed messages; (4) powerful use of language, data, and stories; (5) transformation of technical concepts into impactful ideas; (6) the ability to persuasively employ shared organizational values and experiences; and (7) tangible advice for effective public speaking. This course satisfies the MSL writing requirement.</p> <p>Enrollment in this course is limited, and will be by permission number only.</p>	

### Public Persuasion, Section 3

BUSCOM 982-0	Required (FT)
Jason DeSanto	1.5 credits
<p>How is it that innovative ideas become institutionalized as policies? How do organizations clearly communicate their visions, both within their halls and around the world? And how do leaders galvanize and spur others to action, particularly during the most chaotic and anxious times? The answer, in each case, is public persuasion.</p> <p>This course is an intensive workshop in how to develop policy ideas, powerfully articulate them, and secure commitment and action on their behalf. It develops the sensibilities and skills crucial to maximizing personal influence, both in writing and speaking, particularly in situations where technical knowledge meets multiple stakeholders (including lawyers) and business imperative. We focus on: (1) locating key personal convictions, which are crucial to persuading others; (2) employing strategies and techniques for approaching multiple audiences; (3) developing crystal-clear organization of pointed messages; (4) powerful use of language, data, and stories; (5) transformation of technical concepts into impactful ideas; (6) the ability to persuasively employ shared organizational values and experiences; and (7) tangible advice for effective public speaking. This course satisfies the MSL writing requirement.</p> <p>Enrollment in this course is limited, and will be by permission number only.</p>	

## Quantitative Reasoning in the Law

LAWSTUDY 905-0	Elective
Jay Koehler	1 credit
<p>This lecture and discussion course introduces MSL students to quantitative ideas and techniques that arise in the courtroom through expert testimony. No mathematical background is needed. Topics include chance, descriptive statistics, data collection, hypothesis testing, confidence intervals, statistical significance, elementary probability, selection bias, base rates, error rates, Bayesian reasoning, correlation, causation, and the legal rules for admitting quantitative evidence. Application areas include discrimination claims, trademark studies, racial profiling proof, DNA evidence, medical malpractice cases, and epidemiological evidence. Reading materials (e.g., chapters, cases, newspaper articles, portions of Appellate opinions, etc.) will be posted as PDFs online. Students will be evaluated on the basis of class participation, an original group project, and a short open-book test.</p>	

## Regulatory Strategy & Communication, Section 1

REGLAW 905-0	Elective
Michael Barsa	1.5 credits
<p>This class will examine the legal and business aspects of understanding and complying with regulations, communicating with regulators, communicating with internal and external audiences concerning regulatory activities, developing regulatory goals and strategies, and understanding and developing strategies for addressing regulatory failures. The course will use a combination of lecture and case study approaches with students reviewing and analyzing recent instances of regulatory successes and failures, including regulatory aspects of product development, introduction and marketing, and communications strategies for all stages of the regulatory process.</p> <p><i>Prerequisite: Legal &amp; Regulatory Process</i></p>	

## Fall 2: Power Week Session

### Entrepreneurial Finance & Venture Capital

BUSCOM 915-0	Elective
Esther Barron and Darren Green	1.5 credits
<p>This class will provide students with an introduction to raising funds for a new venture. Topics to be covered include debt versus equity, secured lending, demand for risk capital, the entrepreneur and the search for investment capital, the venture capital investor, the basic terms of an early stage venture capital deal, the more complex later stage financing deal, venture capital financing documentation (including purchase agreements, stock terms, stockholders' agreements, registration rights agreements, management stock and employment agreements, etc.), and deal process and closings. Relevant legal considerations will be examined, but the emphasis will be on the practical and market considerations involved in these deals.</p> <p><i>Prerequisite: Business Formation &amp; Structure; Recommended prior coursework: Entrepreneurship Law</i></p>	

### Forensic Science

LAWSTUDY 953-0	Elective
Jay Koehler	1 credit
<p>This lecture, discussion, and hands-on course introduces MSL students to forensic science techniques and controversies. Issues related to the introduction of such evidence as DNA, fingerprints, ballistics, and shoeprints will be discussed. We will ask and answer a variety of questions including: What can and can't a forensic science examination reveal? What are the requirements that a court imposes before it will allow forensic science evidence to be presented to a jury? How do juries think about forensic science evidence? How should they think about it? On the second day, we will consider how a fingerprint analysis is conducted in casework, and students will get a chance to do their own analyses (bring a laptop).</p>	

### Litigation Operations and eDiscovery

BUSCOM 950-0	Elective
Matt Gasaway and Phil Goodin	1 credit
<p>This course focuses on the operational and logistical side of litigation, from the perspective of a corporation's senior management and its in-house legal department. In today's legal landscape, the amount that a corporation spends litigating a case can rival, or even exceed, the amount at stake at trial. A well-functioning Litigation Operations team allows the corporation to efficiently and effectively defend its rights in court - putting the corporation in the most advantageous legal position, while preserving its resources. This course will examine the challenges faced by litigants in the digital age, focusing on the growing importance (and cost) of electronic discovery. This will cover four general topics: a) the optimized roles and responsibilities of the various stakeholders (the corporation, its outside law firm, and litigation services companies); b) the importance of well-defined process and project management principles in coordinating a response to litigation; c) cost management in the inherently unpredictable process of identifying and sorting through "big data"; d) litigation technology that can be deployed to respond to the needs of the litigation. The discussion will focus on the requirements of the Federal Rules of Civil Procedure and the body of "best practices" established by field practitioners for reducing risks and mitigating costs. Students will be assessed based on an in-class open-note final exam that includes both multiple choice and essay questions.</p>	

### Negotiation Skills & Strategies

LAWSTUDY 901-0	Elective
Lynn Cohn	1.5 credits
<p>In the Negotiation Skills and Strategies Workshop, students will have the opportunity to understand various approaches to conflict and how to manage difficult issues effectively. From there the Workshop will provide students with a theoretical framework for approaching negotiations in both the deal and the dispute contexts and will provide ample opportunities for putting the skills to practice in simulations. In addition, specific modules on working with lawyers and managing the process, substance and emotional components of a negotiation will be included. This is a highly interactive and fast-paced course.</p> <p>Enrollment in this course is limited, and will be by permission number only.</p>	

### **Regulation: Energy & Environment**

REGLAW 930-0	Elective
Robert Graham	1 credit
<p>This course explores the legal and policy issues involved in the regulation of energy and the environment, though the lens of the topic of climate change. The course will focus on the interplay between the U. S. Congress, the Executive branch, and the courts in the development of climate change law. Special attention will be given to the Clean Air Act and relevant energy laws, particularly with respect to their impact upon efforts to develop new and alternative energy sources. Students will be expected to review selected published opinions and related materials involving climate change issues and will then be asked to apply what they have learned by representing hypothetical clients in a case study developed from a real-life situation. An overriding theme of the course will be the continuing and evolving relationship among nature, science, and the law.</p>	

### **Intersession**

#### **Data in Society**

REGLAW 924-0	Elective
Hudson Hollister	1 credit
<p>Technological advances are making data easier to generate, share, access, and use. Many of these new applications are beneficial. With better data, organizations can run more efficiently, governments can make better decisions, and individuals can take advantage of free services. Some of these new applications are troubling. It is so easy to generate and share data that individuals constantly do so without realizing it. Data in Society seeks to introduce the technologies that are speeding the flow of data and explore the applications of these technologies for management, government, daily life, and the law.</p>	

#### **Data Science Boot Camp: Data Science in a Business Context**

BUSCOM 957-0	Elective
Jason Robinson	2.5 credits
<p>This course is designed to introduce the student to data science tools and methodologies for solving business problems. Beyond understanding and applying data science tools, the goal of the course is for the student to understand how to extract value from data and to become a savvy consumer of data products, while avoiding analytical pitfalls. With the rapid technological advances that have occurred over the past few decades, society has become increasingly data centric. Indeed, many consider data to be the new oil. Companies leverage data about your location, habits, preferences, social interactions, spending patterns, and more to improve their bottom lines and market positions. Companies also analyze their own data to understand what's working, what's broken, and where to make changes. But how do you derive real value from data? To build practical experience and understanding, the course will include a mix of lectures, hands-on exploratory exercises, and team-based discussions. Exploratory exercises will include the use of industry-relevant tools to provide exposure to data science software. The course covers visualizing and summarizing data, demystifying algorithms, applying algorithms to business data, presenting results, and developing a feel for making data-based decisions and recommendations in a business context.</p>	

## Spring 1: Seven-Week Session

### Assessing AI and Computational Technologies

BUSCOM 912-0	Elective
Dan Linna	1.5 credits
<p>This course introduces students to artificial intelligence and computational technologies and equips them to identify and assess business and societal opportunities and risks. Globally, leading organizations have begun to embrace these technologies and prepare themselves to leverage future technological advances. This course aims to prepare students to contribute to the development and implementation of innovation initiatives, considering various perspectives, including that of executive, entrepreneur, technologist, regulator, and lawyer. Most of the coursework will be completed in teams, including a final presentation. No prior understanding of the underlying technologies is required for this class. Students will learn enough about these technologies to evaluate them, but will not be required to develop technology solutions. Students will also be introduced to various innovation frameworks, including lean startup and business model canvas. This course also provides a basic introduction to the applicable regulatory, legal, and ethical landscape, including privacy, bias, discrimination, inequality, and the opportunities to improve beyond the status quo.</p>	

### Business Torts

BUSCOM 992-0	Required (FT & PT)
Scott McBride	1.5 credits
<p>This course will provide an overview of tort law as it applies to businesses (as opposed to individual persons). The course will start with an introduction to the principles of a "tort" generally and how torts fit into the legal system overall. From there we will move into an examination of the specific ways in which businesses are liable for tortious actions such as fraud &amp; misrepresentation, false advertising, and liability for physically injuring individuals (i.e., product liability and toxic torts). We will also look at ways in which business can be liable for their competitive conduct towards other businesses, including the "interference" torts of tortious interference with contracts or business relations, theft of trade secrets, and the various regimes imposing liability for unfair competition.</p>	

### Clinic: International Human Rights Law and Practice (Full Spring Semester)

LITARB 741-0	Elective
Brian Citro	4.0 credits
<p>The International Human Rights Law and Practice Clinic (IHR Clinic) is a practice-based course on human rights law and advocacy. It aims to develop students' lawyering skills in the context of international human rights law and practice. Students in the IHR Clinic will work through projects to uphold human rights laws and norms in collaboration with international and domestic non-governmental organizations (NGOs), international organizations, such as the United Nations, government actors, human rights experts, judges and lawyers, and affected communities.</p> <p>The goal of IHR Clinic projects is to draw attention to human rights violations, develop practical solutions using interdisciplinary methodologies, and promote accountability on the part of state and non-state actors. Students will design, collaborate, and implement projects that advance a range of strategies, including research and report writing, human rights surveys and assessments, legislative review and reform, consultations and trainings, and/or litigation support in foreign, regional or international tribunals. Students will work in teams on specific</p>	

projects and develop their research, legal writing, oral advocacy, client communication, interviewing, and creative and strategic thinking skills. Additionally, students will critically examine the substance and application of human rights law and discuss and confront the ethical challenges of working globally to promote human rights.

**Data Privacy: Law, Regulation & Application**

REGLAW 922-0	Elective
Liisa Thomas and Amy Yates	1.5 credits
<p>This class focuses on the current global regulatory environment and how corporate actors can and should address this increasingly complex and rapidly changing area. In this interactive, activity-based class, we will look at some of the most important privacy issues facing companies today, including facilitating individual rights, limiting information collection and use, providing disclosures and choices, and much more. We will look at and compare a variety of regulatory approaches, and we will examine the history of privacy laws and the overarching themes they reflect. Our approach will be to use a series of data protection principles as a framework to analyze different situations. This course is jointly taught by an in-house privacy officer and outside privacy counsel; this combination will give you a unique view into the world of privacy today.</p> <p>Grading in this practical, hands-on seminar will be based on interactive in-class exercises and a series of short papers. Readings will be provided, including from a treatise being prepared by one of the professors.</p> <p>This class works well in conjunction with the Spring 2 Data Security class, but it is not a formal prerequisite for that class</p>	

**Employment Law**

BUSCOM 925-0	Elective
Susan Provenzano	1.5 credits
<p>Employment Law is designed to pick up where other courses leave off. Equipped with strategies for managing intellectual property and business planning, you must consider how it will all work within the employment structure of your enterprise. Whether you plan to start your own business or work within an existing company, you will be faced with legal issues relating to human capital. To that end, this course will start with the legal consequences of how workers are classified, an issue central to running a business, managing others, and knowing your own rights. We will then talk about the risks and opportunities around granting and receiving job security through written contracts and other devices. After that, we will cover questions of utmost importance to workers and employers in the current legal-social-political climate: workplace privacy and employment discrimination. Both areas of law are in flux, and are crucial to risk management on the employer side and legal rights on the employee side. Course assessments will consist of weekly quizzes as well as a take-home examination and a capstone assignment during the assessment period. The capstone assignment is a 30-minute team presentation. Teams will select a future working role, confront a set of employment-law problems in that role, and then use knowledge and strategies learned in the course to propose courses of action.</p>	

## Entrepreneurship Lab: Part II

BUSCOM 940-0	Elective
Jonathan Gunn	1 credit
<p>The Entrepreneurship Lab introduces students to the entire innovation life cycle from ideation to investor presentation. The course will cover needs identification, value proposition development, legal protection, navigation of regulatory issues, and business plan presentation. Students will select a project for commercialization and work in teams to assess and refine its commercial viability, technical feasibility, and user impact. Teams will work hands-on to transform their ideas into a marketable invention. They will undertake the necessary steps to plan for the commercial development of their inventions, including developing suitable legal protection for their ideas and addressing technology transfer issues. In the Fall 2 class, students will define an unmet market need, understand the key stakeholders, and assess the legal and technical risk factors in commercializing a solution. In the Spring 1 class, which is a continuation of the Fall 2 class, students will apply principles from patent, regulatory, and entrepreneurship law to their project to create the foundation necessary to move their technology into the market.</p> <p><i>Prerequisite: Entrepreneurship Lab: Part I</i></p>	

## Food Policy & Regulation

REGLAW 975-0	Elective
Janice Nadler	1 credit
<p>This course will explore the role of regulation and policy in the contemporary food system. We will examine the local, state, and federal regulation of food, and sample policy topics from selected health, safety, and social issues in the food system. Topics may include: food safety, labeling and marketing, local food, and urban agriculture. Student presentations will permit in-depth exploration of a topic of interest for each student. Evaluation will be based on class participation, a class presentation, and a series of short writing assignments.</p>	

## Health and Human Rights (Full Spring Semester)

PPTYTORT 693-2	Elective
Brian Citro	2.5 credits
<p>This course examines the intersection of health and human rights in theory and in practice. In a seminal paper in the Health and Human Rights journal in 1994, the late HIV/AIDS activist and professor Jonathan Mann and colleagues described the relationship between health and human rights as comprising three parts.<sup>1</sup> First, health policies, programs and systems impact human rights, both positively and negatively. Second, human rights violations have health impacts. Third, promotion and protection of human rights and promotion and protection of health are fundamentally linked. These three concepts are at the core of the growing field of study and work in health and human rights and will inform the readings, discussions and project work in this course.</p> <p>The topics of focus for assignments and class discussion include: the relationship between health and human rights in theory and practice; the right to health; the health and human rights impact of gun violence; global activism and litigation to promote health and human rights; the movement for access to medicines; infectious diseases, with a focus on the global tuberculosis epidemic; sexual and reproductive health rights; and health and human rights in the United States.</p>	

Students will work in interdisciplinary groups with real-world clients and partners on a health assessment and intervention known as the Access to Health Project. Headed by Professor Citro, with assistance from Health and Human Rights Fellow Elise Meyer, the Access to Health Project seeks to leverage academic partnerships to maximize access to health in communities in the developing world and in the United States. Specifically, this class will participate in needs assessments and project development: to research and develop solutions to reduce mental health stigma in immigrant communities from Africa and the Caribbean in Chicago; to examine and address the practice of arbitrarily detaining people in China based on their health status; to research and develop solutions to the lack of access to new medicines for people with tuberculosis; and to support women and children Syrian refugees in Lebanon in accessing mental health.

The needs assessment will reflect human rights, public health and sustainability considerations. In lieu of an exam, student teams will prepare a final written report detailing their findings and recommendations.

### **Health Care Law & Regulation: State**

REGLAW 972-0	Elective
Sheva Sanders	1 credit
<p>This course is designed to introduce students to the regulatory scheme that governs the US health care system, with an emphasis on matters traditionally regulated by state governments. In addition to other topics, we will explore the manner in which the delivery of health care services and products is regulated to protect significant individual and societal interests such as patient autonomy, the quality of medical care, and market competition. By the end of the course, students will have been introduced to some of the key bodies of state health care regulation, such as: regulating informed consent; requiring professional licensure — including the regulation of telemedicine and the activities of alternative providers; and seeking to assure professional autonomy – such as anti-fee-splitting laws and the prohibition against the corporate practice of medicine. This information will enable students to play an active role in identifying, understanding and navigating the State regulations applicable to projects with which they will become professionally involved. Grades will be based on a combination of class participation, in-class projects and presentations, and a short written project.</p>	

### **Innovation Lab (Full Spring Semester)**

BUSCOM 722-2	Elective
Dan Linna and David Schwartz	3 credits
<p>The Innovation Lab is an interdisciplinary course designed to immerse students in the innovation process. This course focuses on the legal, business, technical, teamwork, design, presentation, and other skills involved in that process. Students will work as part of a multidisciplinary team to explore a problem relating to the legal profession, understand the stakeholders' needs, brainstorm, prototype, and test ideas, and iterate through the development of a technology-based solution. This course is open to MSL, JD (2L &amp; 3L), JD-MBA (2J &amp; 3J), and LLM students. It also includes Computer Science department students and faculty (Prof. Kristian Hammond). This course runs through the entire spring semester (Spring 1, Spring 1 Power Week, and Spring 2 terms).</p> <p>Each student team will work on a specific problem from a law firm, corporate legal department, legal clinic, or legal aid organization. Teams will research the problem, explore the current state, and complete interviews and other work to understand the stakeholders'</p>	

needs. Teams will quickly transition into brainstorming, prototyping, and testing their ideas, followed by rapid iterations through product development cycles. At the conclusion of the course, teams will present their product in a competition-style format. Section 1 is limited to JD and LLM students only. Section 2 is limited to MSL students only. Interested students must apply for permission to enroll by sending a resume to the instructors.

*Prerequisite: Business Formation and Structure*

Enrollment in this course is limited, and will be by permission number only.

### **Introduction to Securities Regulation**

BUSCOM 917-0	Elective
Allan Horwich	1.5 credits
<p>This course provides an overview of the regulation of the sale of securities under the Securities Act of 1933 (“Securities Act”) and the reporting and disclosure requirements under the Securities Exchange Act of 1934 (“Exchange Act”). These subjects include the operation of the Securities and Exchange Commission (“SEC”), the definition of “security,” the registration of securities for public sale, the exemptions that permit sales without registration with the SEC, securities law disclosure requirements, the federal proxy rules, the anti-fraud provisions, including Rule 10b-5, and insider trading.</p> <p>The course is designed for a student interested in gaining a general familiarity with the basics of the federal securities laws, with a focus on issues faced by less mature companies, as well as considering the core provisions applicable to a company accessing the public market for capital and then becoming subject to the public reporting requirements applicable to publicly traded companies.</p> <p>The course does not address business structure and the negotiation of securities transactions. The focus, rather, is on the fundamentals of securities regulation</p>	

### **Introduction to Taxation: Business Income**

BUSCOM 981-0	Elective
Charlotte Crane	1.5 credits
<p>The course will provide an overview of taxation of income from business activities. We will begin with the taxation of income from services, and then proceeding to the taxation of income from direct property holdings and simple contractual relations, and then the taxation of returns from participation in various business entities, including corporations, limited liability companies and partnerships. The course will involve a combination of lecture, problem sets, and discussion. Evaluation will be based on course participation, including a presentation based on a business situation of the student’s choice, and a 90-minute open-book final exam.</p> <p><i>Prerequisites: Contract Law &amp; Design; Business Formation &amp; Structure</i></p>	

## IP Strategy & Management

INTPROP 940-0	Elective
Paul Rodriguez	1.5 credits
<p>This course covers strategies for identifying, protecting and managing intellectual property (IP) to provide a company with a sustainable competitive advantage. The course will focus on how to develop a plan to drive innovation and align IP strategy with Research &amp; Development and new product development efforts. Students will learn how to analyze a company's development and business activities in order to identify what forms of IP may be available and to develop a strategy to protect such IP on a cost-effective basis. Through examples and experiential learning, students will explore how to conduct product and process clearances and trademark clearances to mitigate potential IP risks. The course will also address best practices for managing a company's IP portfolio, including what tools and services are available to assist in this process. Further, students will learn strategies for licensing or enforcing a company's IP to protect a company's competitive advantage, including the use of cost-benefit analyses to inform business decisions.</p> <p><i>Prerequisite: IP Fundamentals</i></p>	

## Patent Preparation & Prosecution Workshop I

INTPROP 910-0	Elective
Nancy Gamburd	1.5 credit
<p>The Patent Preparation and Prosecution Course is focused practically on preparing and obtaining issued patents having both broad coverage and sufficient detail for contingencies which may arise at the patent office, in licensing, and in litigation. Students will participate (with the professor) in conducting an invention disclosure session with university scientists and engineers. Using information from the invention disclosure session and other materials provided by the inventors, each student (or small group of students) will then apply the core applicable laws and regulations in preparing an actual patent application. The course will focus on how to "engineer" a patent application within the legal "structural" constraints, including patent claim drafting, patent claim mechanics and legal interpretation, preparation of a patent specification (written description, enablement, best mode), with special emphasis on claim drafting for numerous different types of inventions. If time permits (based upon student feedback), we may also cover amendments and responses to office actions from the USPTO, additional foreign requirements for international protection, and new approaches for preparing software patents in light of US patent office guidelines and recent precedent (with these latter topics being covered in more detail in Spring 2). Drafts of sections (claims, specification) of each student's patent application will be submitted at regular intervals, with opportunities to meet with and receive feedback from the professor and revise the application accordingly. Regular and much shorter assignments will also include claim drafting and brief specification drafting from inventions provided in class, which will be submitted by each student, reviewed in class, and reviewed individually or in groups, including review by other students. Although not required and at the student's option, students can also meet regularly in small groups and/or individually with the professor for individualized feedback on course assignments and drafts of their actual patent applications. Evaluation will be based on each student's or group's patent application prepared during the course, along with individual class participation, class presentations, class attendance, and regular course assignments.</p> <p><i>Prerequisites: a background in science, technology, or engineering; Patent Law.</i></p>	

### **Persuasive Communication**

LAWSTUDY 956-0	Required (PT)
Martha Kanter	1 credit
<p>In this course, students will read and analyze articles discussing contemporary issues in the STEM fields, such as when to use renewable versus non-renewable energy sources and when to protect intellectual property using patents versus trade secrets, among other issues. We will debate these topics in class and discuss how we form conclusions about them and how to persuade others to adopt our positions. Students will write multiple short persuasive papers on these topics and will revise some of them as their final project.</p> <p>Students will receive oral feedback on their in-class performance and both oral and written feedback on the papers they write. Grades will be based on professionalism, in-class performance, and writing.</p> <p>Persuasive Communication satisfies the MSL writing requirement for part-time students.</p>	

### **Presentation Design & Visual Storytelling (Friday/Saturday Session)**

BUSCOM 922-0	Elective
Peter Durand	0.5 credit
<p>In this hands-on workshop, students will learn how visual communication and presentation design can help professionals communicate about and promote ideas. We will explore how visual communication and graphic visualization can benefit teams and organizations and how these processes can be used to convey ideas to customers, co-workers, and investors in a meaningful and impactful manner. The workshop considers questions such as: What are the basic building blocks of “storytelling” and why are organizations identifying it as a core leadership skill? What can we learn from engaging TED Talks that will improve our everyday communication? How do we think about our target audience and what they want to hear? What are simple, yet effective principles for the use of color, typography, images, and data?</p> <p>Student assessment will be based on active participation in discussion, and performance in class activities and exercises.</p>	

### **Regulation of Drugs, Medical Devices, & Biologics**

REGLAW 940-0	Elective
Jack Bierig	1.0 credit
<p>This course examines issues in the regulation of drugs, medical devices, and biologics in the United States. With respect to drugs, it explores the process for pre-market approval of these products by the FDA, policy and constitutional issues in the marketing of these products to physicians and to consumers, the relationship between pioneer and generic drugs, the tension between federal regulation and state product liability law, and a variety of other issues. With respect to devices, it examines the various categories of devices, the pre-clearance process, preemption of state tort law, and other issues unique to devices. With respect to biologics, it covers current regulatory issues in the approval of these products and a variety of issues relating to regulation of blood, organ transplants, and vaccines.</p> <p>The course will provide the legal background MSL students need to consider and understand the complex legal and policy issues raised by regulation of the manufacturing, promotion, and distribution of these products.</p>	

Grading will be based on class participation and performance on a final paper or in-class presentation.

*Prerequisite: Regulatory Strategy & Communication*

## Spring 1: Power Week Session

### Cases in New Venture Strategies

BUSCOM 980-0	Elective
Karl Muth	1 credit
<p>In this course, we examine young companies (“new ventures”) through the lens of venture capitalists and potential investors that are trying to explain, exploit, and defend innovations and inventions that separate them from competitors. Many of the companies we study are raising capital or going through major transitions – they are generally not brand-name companies you will have heard of; hence, carefully studying the assigned companies and arriving prepared is crucial. This is a fast-paced course where students are asked to adapt, contribute, discuss, debate, and do research – the goal is for students to learn more than many people learn in a whole summer at a venture capital firm or in the private equity arm of a bank. A working knowledge of concepts of corporate finance, accounting, and venture capital is helpful, but not mandatory. The instructor will provide materials, though students will be expected, prior to the presentation phase of the course, to embark on independent research on the Internet and using other resources to better-understand the companies studied. Assessment will be based on a presentation with teams of students asked to justify their perspectives and arguments through independent research on comparable companies, historical reference points, and competitors. Teammates will also be asked to grade each other for participation and contribution to the final project’s result.</p> <p><i>Prerequisite: Entrepreneurship Law OR Entrepreneurial Finance &amp; Venture Capital OR MSL departmental approval</i></p>	

### Getting to Market: Tackling Legal Issues in Complex Corporate Environments

BUSCOM 958-0	Elective
Paul Brown	1 credit
<p>This course explores the practical application of key concepts from required MSL courses to scenarios students might encounter in their professional careers. The focus will be on identifying and addressing legal issues that often arise in complex business environments with particular emphasis on intellectual property, contracts, ethics and business torts. The course will feature guest speakers from UL who work across the company in different functions and roles. Students will get a taste of the legal issues they may face at their jobs and how working across functions and departments in complex companies is essential to business success. Students will have the opportunity to apply what they learned from their required MSL courses, the assigned readings, and guest speakers in a hypothetical case study about developing and launching a new software product in an established multi-national company. The course is graded on a credit/no credit basis. Assessment will be based upon class participation (50%) and participation in the case study (50%).</p>	

### Health Informatics: Practical Data Applications

REGLAW 947-0	Elective
Satyender Goel	1 credit
<p>This course focuses on how health information technology (HIT) can be implemented and used in creating positive change in the current healthcare landscape. With the field of healthcare informatics rapidly evolving to become the most important field of study in the healthcare industry, this course will work to provide knowledge of foundational biomedical informatics concepts along with real world applications. This course is distributed into three modules: (1) fundamentals of clinical research informatics, including clinical decision support system, (2) healthcare privacy and standards related to medical information, and (3) innovative health data applications, including the latest trends of mobile health technology. Additionally, students will explore how biomedical information systems are created and managed, while also learning about career strategies for how best to achieve their goals within the field. The course will use a mix of lectures, role-based training and use case scenarios.</p>	

### Introduction to IP Licensing

INTPROP 935-0	Elective
Pamela Cox	1 credit
<p>This course will cover the structure and function of license agreements with a focus on what a business professional needs to understand about licensing. Group exercises will be performed on how to use a term sheet in a negotiation of a license. While patent rights will be the dominant IP right used for the examples, we will briefly explore how the license terms change if you are licensing copyrights, trade secrets, trademarks and/or tangible materials. The course will conclude with the students drafting a term sheet for a license based on a set of real-world facts.</p> <p><i>Prerequisite: IP Fundamentals</i></p>	

### Open Data: Implications for Government, Law, & Society

REGLAW 950-0	Elective
Hudson Hollister	0.5 credit
<p>In 2014, Congress unanimously passed, and President Obama signed, the most sweeping government management reform in a quarter-century. The Digital Accountability and Transparency Act, or DATA Act, directed the executive branch to transform all of its spending information from disconnected documents into open, standardized data. In May 2017, the DATA Act's main deadline arrived, and the Treasury Department began publishing all executive-branch spending information as a single, searchable open data set.</p> <p>The DATA Act is part of a global move toward standardizing and publishing many domains of government information beyond just spending, a shift referred to as the open data movement. Open data promises to change the way citizens interact with their government by improving the breadth and depth of information available to voters. The transition from documents to data also promises to improve government management: as public-sector leaders gain access to searchable data on spending and operations, it becomes easier to deploy analytical tools to inform decisions. However, the most economically consequential (and still mostly theoretical) impact of the open data movement will be to streamline interaction between government and business.</p>	

This course will summarize the first decade of the open data movement in the United States and elsewhere, outline significant information domains where the shift from documents toward data has gained momentum, consider potential challenges in security and privacy, and zero in on the current and theoretical consequences for the relationship between government and business.

Assessment for this course will take place via an in-class scoping exercise, with brief oral presentations by each participant.

## Spring 2: Seven-Week Session

### Business Combinations

BUSCOM 945-0	Elective
Steve Reed	1.5 credits
<p>This course will focus on mergers and acquisitions from both a business and legal perspective. Students will learn the practical aspects of these so-called “change of control” transactions, from the initial motivations for business combinations and continuing through due diligence, negotiating the deal, and working towards the successful post-deal integration of management and operations. Along the way, the course will address state law requirements for mergers and acquisitions, approaches for contract negotiation and drafting, fiduciary duties of directors and business managers, antitrust concerns, and federal securities law requirements. Intellectual property is often a driver in business combinations and its place in these transactions will be a focus. The course will also explore strategies businesses use when trying to avoid hostile takeovers, and the inherent conflict between managers and business owners when considering possible business combinations. Throughout the course, students will be exposed to real-world deal documents and will learn about the different skills they will need, and roles they may serve, in acquisition transactions.</p> <p><i>Prerequisite: Business Formation &amp; Structure</i></p>	

### Communicating Scientific Information

LAWSTUDY 920-0	Elective
Cole Fauver	1 credit
<p>This workshop-style course will focus on how to present complex scientific information to a non-technical audience to maximize credibility and persuasive impact. Students will participate in a number of presentation exercises, some with ample preparation time and some with very little, to explore effective communication techniques. Hypothetical "audiences" for the presentations will range from high school students, to business executives, to potential investors and others. Special attention will be paid to role of an expert witness at trial. As the Court of Appeals for the Federal Circuit has noted, "the persuasiveness of the presentation of complex technology-based issues to lay persons depends heavily on the relative skill of the experts." The course will include a review of the applicable rules of evidence and procedure, and case studies illustrating effective and ineffective expert presentations. The course will culminate with the students giving expert testimony (both direct and cross examination) in a mock trial setting conducted by experienced lawyers. There are no formal prerequisites, but it is recommended that students have taken at least one litigation-focused course.</p> <p>Enrollment in this course is limited, and will be by permission number only.</p>	

### Data Security Regulation: Data Breaches and Beyond

REGLAW 960-0	Elective
Liisa Thomas	1.5 credits
<p>The news is filled with cyber-attacks and massive global breaches. During this interactive course, we will examine the laws that govern data security requirements and how corporate actors respond when faced with a data security incident. In this interactive course you will get hands-on experience in helping fictitious clients. Rather than a series of lectures, learning will be based around in-class, group, and individual interactive exercises. Grading will be based on in-class participation and a series of short written papers. Class Materials: Thomas on Data Breach (2018 edition, Thomson Reuters).</p> <p>While the Spring 1 Privacy Regulation course is not a prerequisite for this course, the two classes are designed to work well together.</p>	

### Energy Law & Policy

REGLAW 942-0	Elective
James Cahan	1.0 credit
<p>The objective of this course is to provide an overview of the major legal principles, statutes, regulations and policies applicable to the energy area; explore from a legal perspective some of the significant issues in the energy space today (including climate change); and use the intersection of energy and the law to examine the process by which our society makes major public policy, commercial and individual decisions involving complex issues of science and technology.</p> <p>The course will start by building an energy life cycle around the core components of fuel, electric generation, transmission and use. We will flesh out this cycle by looking at core data that describe where we get our energy, how we use it, and how much it costs to use, as well as what the trends in this data foretell for our future. Next we will identify as many of the major legal touchstones raised at each stage of the energy life cycle as the class knows at this time. Having established an overview framework of the intersection of energy and the law, the class will then shift to digging deeper into the major energy legal touchstones by examining energy from the following core legal perspectives: 1) ownership and common law; 2) applicable statutory laws and regulations; 3) transactions; 4) litigation; and 5) current and future policy issues. The course will end by reviewing student presentations relating to the final class projects, revisiting the energy life cycle, and identifying additional legal touchstones missed the first time around. Student assessments will be based on (i) class participation (40%) and (ii) participation in a final project or paper (60%).</p>	

### **Entrepreneurship Team Project (EnTP): Silicon Valley**

BUSCOM 991-0	Elective
Dan Linna	1 credit
<p>The MSL Entrepreneurship Team Project (ENTP) class is designed to expose students to the business and legal ecosystems of a region of the US. This year's focus will be on Silicon Valley, with particular attention given to data-driven technologies in various industries, including legal and regulatory issues. We will also look at how innovation and technology is being used to improve legal services. The class component will meet before and after the spring break trip during the Spring 2 term. In the class component, we will explore frameworks for innovation and the legal and business issues students will encounter during the "field research" part of the course. Students will also develop and prepare for the projects they will undertake during their field research. Over the Spring Break, students will participate in the field research component, during which they will participate in a variety of visits, activities, interviews, and discussions. Students will also do the background work that will enable them to complete their projects after the trip. After the field research, students will prepare and present a final project.</p> <p>Though a major part of the ENTP involves a week of travel and meetings in the Bay Area, the ENTP is a real class, with readings, assignments, obligations, and course credit. This is an active learning experience; during activities in the Bay Area, students are required to be interactive and engaged participants. In addition, this is a TEAM project; all participants must welcome collaborative learning and be committed to creating an effective team dynamic.</p>	

### **Ethics, Section 2**

LAWSTUDY 912-0	Required (FT)
Wendy Muchman and Mary Foster	1.5 credits
<p>We live in a world where ethical and moral objectives, legal imperatives, and business concerns often collide. This course seeks to strengthen the ability of students to anticipate, analyze and appropriately respond to some of the critical ethical and social challenges that confront professionals in a global economy, with a particular emphasis on the context of science, medical and technology enterprises.</p> <p>Topics for class discussion will include ethical leadership and organizational culture, duties of loyalty, corporate social responsibility, privacy and technology, corruption, and compliance systems.</p> <p>Enrollment in this course is limited, and will be by permission number only.</p>	

### Health Care Law & Regulation: Federal

REGLAW 974-0	Elective
Sheva Sanders	1.0 credit
<p>Through Medicare, Medicaid and various other health care programs, the Federal government is responsible for a significant percentage of national health care expenditures. Several bodies of law have developed to protect against the possibility that these expenditures are being exploited through the provision of sub-standard, unnecessary, or overly expensive goods and services. We will focus primarily on the criminal and civil laws that are incidental to Federal government's role in health care finance. By the end of the course, students will have been introduced to some of the key bodies of Federal health care regulation, including the Federal Anti-Kickback Statute, Stark law, Sunshine/Open Payments Act and the False Claims Act. This will enable students to play an active role in identifying, understanding and navigating the Federal regulations applicable to projects with which they will become professionally involved. Grades will be based on a combination of class participation, in-class projects and presentations, and a short written project.</p>	

### Integration of Science & Clinical Care (Saturday Session)

BUSCOM 985-0	Elective
Nancy Paridy	0.5 credits
<p>Traditionally, health care has been delivered in two silos – the research realm and the clinical care/health care provider. Although the two may have recognized the importance of each other, they weren't truly enmeshed. Innovative, cutting-edge organizations are breaking down those barriers while cross-fertilizing the two fields. The combination of these two areas has ultimately led to numerous scientific advances, as well as to a higher quality of care. However, the primary focus in research is on societal well-being versus clinical is on individual patients. As a result, with those walls being struck down comes fascinating challenges from a legal, regulatory and ethical perspective. This class is designed to not only help you recognize the issues but experience first-hand approaches for the future. An assessment for the purposes of a grade will be made based upon participation in the robust class discussion and exercises which will include knowledge and analysis of pre-reading materials.</p>	

### IP Investments & Capital Markets: A Global Perspective

INTPROP 955-0	Elective
Michael Friedman	1 credit
<p>Developed world corporations today are focused on an innovation heavy, tangible asset-lite model while exporting manufacturing, a lower margin enterprise. The trend is demonstrated by increased levels of R&amp;D in innovation-driven industries, a doubling of issued patents outstanding and material, concentrated changes in the underlying IP law. While IP valuation, implementation and technological trends are coming to dominate many forms of investing, optimal risk adjusted returns morph with levels in the equity and credits markets and changes in IP law.</p> <p>This course will review these trends, explain the range of IP investment types (liquid/Illiquid, public/private, cash/derivative) and illustrate how insight into IP can drive investment and capital market decision making.</p> <p><i>Prerequisite: Introduction to Accounting &amp; Financial Statements and IP Fundamentals</i></p>	

## IP Valuation

INTPROP 945-0	Elective
Joshua Gammon	1.5 credits
<p>Intangibles now comprise roughly 80% of corporate balance sheets among publicly traded companies. Key among these assets are intellectual property (IP) assets: patents, trademarks, copyrights, marketing intangibles, know-how, and others. Conventional valuation methodologies frequently fail to accurately measure the value of IP. Moreover, the current valuation paradigm fails to recognize the impossibility of valuation certainty for many IP assets, and the context-specificity of their value. This ignorance and uncertainty presents opportunity for those who understand IP value.</p> <p>In IP Valuation, you will learn and apply the various available theories, methods, and tools for measuring and contextualizing IP value. This will include in-class instruction and discussion, supplemented by out-of-class work, on case studies derived from the real-world experience of best-in-class IP professionals. You will also gain a view of the nascent understanding of IP value among financial professionals and the handful of entities presently working to create liquidity and make capital available for IP-rich entities. Finally, you will learn how to assess IP value, identify information incompleteness and uncertainty, and use that knowledge to inform decision-making in a variety of business and legal contexts.</p> <p><i>Prerequisite: Introduction to Accounting &amp; Financial Statements</i></p>	

## Patent Preparation & Prosecution Workshop II: Advanced Topics

INTPROP 912-0	Elective
Nancy Gamburd	1 credit
<p>The Patent Preparation II: Advanced Topics course will build on and practice the skills learned in the Patent Preparation and Prosecution Workshop of Spring 1, and is also focused practically on preparing and obtaining issued patents having both broad coverage and sufficient detail for contingencies which may arise at the patent office, in licensing, and in litigation. Students will participate (with the professor) in conducting an invention disclosure session with university scientists and engineers. Using information from the invention disclosure session and other materials provided by the inventors, each student (or small group of students) will then apply the core applicable laws and regulations in preparing an actual patent application. The course will also focus on how to “engineer” a patent application within the legal “structural” constraints, including patent claim drafting, patent claim mechanics and legal interpretation, preparation of a patent specification (written description, enablement, best mode), also with special emphasis on claim drafting for numerous different types of inventions. Additional topics which will be covered include analysis of office actions from the USPTO with rejections and objections; actual amendments and responses to office actions from the USPTO; additional foreign requirements for international protection; and new approaches for preparing software patents in light of US patent office guidelines and recent precedent. If time permits (based upon student feedback), we may also cover processor-based (e.g., computer-based, medical devices, mobile devices, etc.), software and biotechnology inventions (Section 101, <i>Alice</i>, <i>Mayo</i> and their progeny); doctrine of equivalents and prosecution history estoppel; claim construction, claim charts and infringement analysis. Optionally, we will also review topics suggested by students for greater analysis and discussion from the Spring 1 Patent Preparation and Prosecution Workshop. Drafts of sections (claims, specification) of each student’s or group’s patent application will be submitted at</p>	

regular intervals, with opportunities to meet with and receive feedback from the professor and revise the application accordingly. Regular and much shorter assignments will also include office action responses; and claim drafting and claim amendments from inventions provided in class, which will be submitted by each student, reviewed in class, and reviewed individually. Although not required and at the student's option, students can also meet regularly in small groups and individually with the professor for individualized feedback on course assignments and drafts of their actual patent applications. Evaluation will be based on each student's patent application prepared during the course, along with individual class participation, class presentations, class attendance, and regular course assignments.

*Prerequisites: a background in science, technology, or engineering; Patent Law; and Spring 1 Patent Preparation and Prosecution Workshop.*

### **Regulatory Compliance: Product Approval & Life Cycle Issues**

REGLAW 980-0	Elective
Sharon Ayd	1.5 credits
<p>In the US, Food and Drug Administration (FDA) approval is required before a pharmaceutical company can manufacture and commercially sell prescription drugs. The time period before FDA approval is called "Product Development". Product Development is inherently complex and wrought with regulations. Once approved, a drug can be marketed for decades until it either becomes obsolete or marketing authorization is rescinded. This time period is referred to as the Lifecycle. Over time, many changes to the approved drug will occur for varying reasons. Some will be intentional and some not. This is what is called Life Cycle Maintenance" (LCM). This course will help individuals gain basic knowledge of what drug development entails and the different regulatory pathways pharmaceutical manufacturers follow to obtain FDA approval. In addition, insight will be gained about the LCM dynamics and the tradeoffs that pharma manufacturers make along the way.</p> <p>This course is based on a series of lectures that cover;</p> <ul style="list-style-type: none"> <li>• The FDA and recognized pathways to regulatory approval of a prescription drug,</li> <li>• Health technology assessment of new drugs,</li> <li>• Regulations governing pharmaceutical laboratories, clinical trials and drug manufacturing,</li> <li>• Overview of the prescription drug development process,</li> <li>• Drug application submission, FDA review process and post approval compliance requirements,</li> <li>• Impact of post approval changes ("Lifecycle Management") in terms of maintaining cGMP compliance, while ensuring sustainable drug supply to meet demand and while maintaining product competitiveness in the market.</li> </ul> <p><i>Prerequisites: Regulatory Strategy &amp; Communication</i></p>	

## Regulatory Strategy & Communication, Section 2

REGLAW 905-0	Elective
Nancy Loeb	1.5 credits
<p>This class will examine the legal and business aspects of understanding and complying with regulations, communicating with regulators, communicating with internal and external audiences concerning regulatory activities, developing regulatory goals and strategies, and understanding and developing strategies for addressing regulatory failures. The course will use a case study approach with students reviewing and analyzing recent instances of regulatory successes and failures.</p> <p>Case studies may include examples of product failures and recalls, bringing new products or drugs to market, introduction of new technologies, oil spills or hazardous materials clean ups, and financial regulation and bank failures.</p> <p><i>Prerequisite: Legal and Regulatory Process</i></p>	

## Research in Law, Business, & Technology, Section 3

LAWSTUDY 950-0	Required (FT)
George Pike	1 credit
<p>This one-credit course will provide you with the necessary tools to conduct basic legal, business, and technology research and evaluate the quality of materials and documents you encounter in each discipline. Legal research is a unique skill in and of itself and is distinct from other forms of research in that it involves identifying and assessing relevant cases, statutes, and administrative materials so that you can develop, evaluate, and review legal concepts and theories. Business research, meanwhile, focuses on business dealings, practices and negotiations, corporate structure, locating company, industry, and consumer market information, as well as examining financial statements and the financial and funding marketplaces. Finally, technology research will focus primarily on the intellectual property arena, involves identifying owners, licensees, and assignees of intellectual property rights including patents, trademarks, and copyrights, as well as the identification and evaluation of similar intellectual property concepts and processes such as research into “prior art” in patent law. The course will explore both commercial database resources and freely accessible Internet-based resources used in each of these fields of research, and special attention will be given to utilizing data analytics and artificial intelligence.</p> <p>There is no assigned casebook or textbook for the course. Any assigned readings will be posted to the course Canvas page, or will be handouts in class.</p> <p>Enrollment in this course is limited, and will be by permission number only.</p>	

## Technology Standards: Strategic & Antitrust Considerations

REGLAW 915-0	Elective
Anne Layne-Farrar and Justus Baron	1.5 credits
<p>Technology standards permeate the modern economy, from WiFi and mobile phones to complex medical equipment to smart thermostats and electric cars. These standards would not exist but for the voluntary, cooperative efforts of numerous companies – often from what would at first appear to be far-flung industries. This survey course will explain the pivotal business strategies related to technology standards, including whether a firm may want to join a cooperative effort or whether instead it may prefer to try for a proprietary solution on its</p>	

own. We will review the fundamentals of participating in cooperative standard setting organizations, the strategies that firms employ in such participation, and how participation can affect a firm’s intellectual property acquisition and licensing decisions – most importantly related to patenting. Finally, we will discuss the basic elements of how firms compete in the multifaceted world of technology standards and will review the primary antitrust risks that come hand-in-hand with aggressive competition.

The initial classes will be traditional lecture/discussion and will focus on foundational issues. We anticipate bringing in an industry practitioner for an in-depth interview on how their firm makes strategic decisions regarding standard participation. Another class will involve a standard setting exercise; for this, students will assess the opportunities relating to an emerging standard for their assigned “company,” deciding on their optimal strategy and attempting to win other “companies” over to their side.

Grade assessments will be based on in-class preparedness and participation (10%), a writing assignment and a presentation, matching skills required in real world jobs. The in-class presentation will comprise 45% of the grade and includes both a group and an individual contribution score. The out-of-class writing assignment is a memo providing an antitrust risk assessment for the student's "company" and is broken down into a first draft and a final draft.

## Spring 2: Power Week Session

### Global Business Regulation & Risk Assessment

REGLAW 925-0	Elective
Daniel Sokol	1 credit
<p>Legal/regulatory compliance requirements have seen a sharp increase globally. This increase reflects the rather rapid development of normative values regarding compliance and business ethics of society at large. The proliferation of laws across the globe (and the evolution of existing laws) adds to the complexity of increased compliance requirements for business conduct in areas such as accounting, anti-bribery, antitrust, data privacy, and intellectual property; this impacts both emerging and established companies. Increased penalties for violations have become substantial and reputational damage to companies that result from liability has become significant. This course will provide the analytical tools necessary to understand the complexities of compliance as part of a business risk analysis and to use compliance in shaping business strategy.</p> <p>Students will be assessed based on their ability to lead discussion on one of the case studies. This includes: summarizing salient features of the case study, analyzing what a company did wrong and suggesting improvements for compliance related performance going forward.</p>	

## International & Comparative IP

INTPROP 950-0	Elective
Stefania Fusco	1 credit
<p>This course will focus on the global IP system. It will examine the most important international agreements for copyright, patent and trademark. It will also cover aspects of national IP laws and address questions of territoriality, exhaustion and national treatment. Students will have an opportunity to explore various issues such as: filing and prosecuting patents around the world, acquiring copyrights in foreign countries, and the difference between trademarks and geographical indications which have become fundamental in our global economy. There are two components to the final grade. The first and primary component is a final exam (90%). The second component is class participation (10%).</p> <p><i>Prerequisite: IP Fundamentals</i></p>	

## Patenting Software Inventions

INTPROP 922-0	Elective
Nicholas Terrell and Ryan Phelan	0.5 credits
<p>This course covers current topics relating to patenting software inventions, with a particular emphasis on patent eligibility. While software-related inventions continue to increase in significance, they also face particular challenges relating to eligibility, scope, and enforcement. The legal landscape has also shifted drastically since the Supreme Court's Alice Corp. v. CLS Bank Int'l decision in 2014, leading to uncertainty regarding the extent and strength of patent protection for software inventions. Students will learn to identify and evaluate software-specific issues relating to subject matter eligibility, prior art, and enforceability.</p>	

## Regulation: Tech and Telecom

REGLAW 935-0	Elective
James Speta	1 credit
<p>This course, which will be taught in three evening sessions during Power Week, will focus on two issues: net neutrality and universal service. Net neutrality has been the major competition and regulatory issue that has faced telecommunications in recent decades -- without the jargon, the issue is whether the law should apply a rule that prevents broadband networks from discriminating among content and applications providers. We will divide our time on net neutrality fairly equally into three parts: (1) understanding the fundamental Internet technologies that enable broadband services and that frame the policy issue; (2) discussing the fundamental business and economic principles that bear on the relationship between carriers and content providers; and (3) addressing the design of regulatory institutions that might address any competition problems. The problem of universal service has similarly plagued communications markets: how does government ensure that everyone has fundamental communications access (and how does government define what "fundamental communications access" is)? Although we will focus on telecommunications and Internet services, we will draw analogies to other utility and transportation markets based on common economic and regulatory principles. We will also draw analogies to other high-technology markets, such as software and Internet search that have confronted similar challenges.</p>	