

# UPPER-LEVEL WRITING REQUIREMENT (ULWR)

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## ULWR 902: Business Planning for M&A II S

2 Credits

This seminar builds on the topics covered in Business Planning for Mergers and Acquisition I (BPMA I) and is principally based on the second half of Thompson, Business Planning for Mergers and Acquisitions: Corporate, Securities, Tax, Antitrust, International, and Related Aspects (Fourth Edition 2015, supplemented yearly). The seminar is structured so that a student can take it simultaneously with BPMA I, after BPMA I, or independently of BPMA I. The seminar focuses on, inter alia, (1) the drafting of various types of acquisition agreements, (2) leveraged buyouts, (3) proxy contests, (4) hostile takeovers and going private transactions regulated by the Williams Act provisions of the Securities Exchange Act of 1934, (5) international M&A, including a look at M&A in China and South Africa, (6) acquisitions in regulated industries, such as banking, and (7) ethical issues in M&A.

**Recommended Prep:** Business Planning for M&A I (BUSLW 964) either before or simultaneously

## ULWR 903: Common Law Reasoning and Statutory Interpretation

3 Credits

The course is designed to study the methods that American lawyers use in your chosen profession. The seminar will review basic concepts in common law reasoning, the response of legislatures who pass statutes when they are dissatisfied with the substance of the common law, the use of administrative agencies and their delegated power to supplement broadly worded statutes with detailed regulations, and the way judges interpret statutes and regulations.

## ULWR 904: Global Lawyering in the 21st Century

2 Credits

This course will examine the most salient questions facing lawyers in international and cross-border legal practice, including why international and cross-border lawyering is functionally distinct from lawyering in purely domestic contexts? What unique skills and knowledge are needed to be an international lawyer? Which ethical rules apply to attorney conduct in cross-border settings? What happens when attorneys are subject to multiple different ethical obligations or when (as is often the case) it is uncertain which rules apply? What special professional and professionalism challenges arise in advocacy before international tribunals? What specialized communication and cultural skills are needed for operating in a cross-border and multi-cultural legal environment? What are attorney obligations in light of client bribery of foreign officials or violations of foreign law? What special rules apply when representing or opposing governmental entities? What are the obligations and limitations in attorney aid to clients in evading law through international arbitration?

## ULWR 905: The Military, Law, and National Security Seminar

2 Credits

This seminar explores how law defines and shapes America's complex relationship with its largest, most lethal, and perhaps most misunderstood institution: The Armed Forces of the United States. The

seminar also focuses intensely on the essential skills of written and oral communication. The seminar will address the legal and policy issues arising from the military's organization, composition, and wide variety of missions; the merits of an all-volunteer force; the military's response to changing norms regarding race, sexuality, and gender, including the challenge of sexual assault; the concept of civilian control of the military and its relationship to military effectiveness; the role of lawyers in the military; and the unique nature of military society as reflected in the Uniform Code of Military Justice. The seminar also gives students the opportunity to write on a topic related to the military specifically or national security more generally. Students will present research papers on topics relevant to the seminar and, circumstances permitting, will have the opportunity to witness actual military justice proceedings. This course satisfies the upper-level writing seminar requirement.

## ULWR 906: Constitutional Interpretation Seminar

3 Credits

This course introduces students to contemporary debates over the interpretation of the Constitution. The revival of originalist theory in recent decades has reanimated discussions over how the Constitution should be interpreted. The arguments for different approaches are sophisticated, and the stakes are high, since the resolution of important constitutional questions often turns on what interpretive method is used. Each student's semester culminates in a research paper on an original topic related to constitutional interpretation. For the final four sessions of the semester, the class becomes a workshop in which students comment on each other's paper drafts.

## ULWR 907: The Supreme Court in Comparative Perspective Seminar

3 Credits

This course examines the contribution of the judiciary to political governance in comparative perspective. It focuses on the Supreme Court and the European Court of Justice, which is the highest court of the European Union. It also takes into account selectively judgments of other constitutional courts. It seeks to explore the function of judicial review in modern democracy through a study of judicial decisions in selected areas. It examines the relationship between the judiciary and the other organs of government and the role of courts in protecting the citizen. It focuses on the following areas: federalism, the protection of human rights, the principles of democracy, non-discrimination, equality, proportionality, legitimate expectations, and fair hearing; Locus standi, remedies for the protection of constitutional rights, and the liability of public bodies and state agencies.

## ULWR 908: Food Law

3 Credits

The course will explore legal issues surrounding a number of consumer-focused, food-related policy areas not covered in detail in traditional FDA or Agricultural Law courses, focusing on those affecting consumers and small producers. These include food labeling and nutrition, food access and security, taxation of sugar-sweetened beverages and related public health measures, food safety, food fraud, and racial and gender issues in food policy.

## ULWR 910: Human Rights, Intersectionality, &amp; the Law

2 Credits

This research seminar introduces students to Intersectionality as both a theoretical and practical way to address social problems related to inequities around race, gender, poverty, disability, and more. Topics will include child welfare, disability law, public health, housing, environmental/food justice, poverty, intimate partner violence, religion, and restorative justice. As explained by the founding legal theorist, Prof. Kimberle' Crenshaw, "emerging as a theory to articulate the multiple axis of discrimination encountered by women of color in employment, the family, and elsewhere, Intersectionality has found broader application in efforts to move beyond single-issue and identity-based approaches to societal marginalization." This class situates Intersectionality as a tool to address, and redress, human rights, in both theory and practice. Students will learn the role of Intersectionality in the human impacts of social problems, and how to leverage that understanding to advance social justice. The class will include guest lecturers, mostly women of color, from various legal specialties and law-related disciplines. Students will also have skill-building opportunities with feedback on oral presentations, and developing legal strategies. This course satisfies the upper-level writing seminar requirement.

## ULWR 913: European Union Law Seminar

3 Credits

This seminar examines the main elements of European Union (EU) law. It covers the institutional structure of the EU and its law-making process and compares it with US government and federalism. It explores the judicial architecture of the EU and the role of the European Court of Justice. It looks at the legal framework covering EU inter-state trade, corporate mobility, and free movement of persons within the EU. It also examines trade between the EU and third states, in particular the US, and foreign relations law of the EU

## ULWR 914: Federal Regulatory and Legislative Practice Seminar

2 Credits

The seminar will utilize a separation of powers analysis to examine federal regulatory and legislative practice. Topics covered will include congressional investigations, federal regulatory agency jurisdiction and procedure, and areas of federal criminal law that are most relevant to legal practice in Washington, DC. The seminar's primary focus will be those areas of Washington legal practice in which administrative and regulatory law, federal criminal law, politics, and public relations intersect to create special problems and challenges for attorneys in government and private practice. A "case study" approach will be used to analyze these topics from both perspectives, examining the legal obligations and professional responsibilities of both government lawyers and private counsel. Highlights of the course include analysis of the Watergate, ABSCA, Iran-Contra, Whitewater, and Clinton-Lewinsky scandals.

## ULWR 915: Advanced Corporate Law

2 Credits

This class builds on the basic Corporate Law course in two ways. First, it introduces topics that we did not get to cover in the introductory course (Executive Compensation, Insider Trading, and Appraisal). Second, it will explore familiar topics in greater depth and at a more theoretical level. New topics will be introduced from casebook excerpts, but most readings

will be law review articles. This course satisfies the upper-level writing seminar requirement.

## ULWR 916: Class Actions Seminar

2 Credits

This seminar explores the class action device, tracing its historical origins from the earliest forms of aggregate litigation through various amendments to Rule 23 and passage of the Class Action Fairness Act. Although other non-class aggregation techniques are discussed, they are addressed only for comparative purposes. The unique nature of representative litigation and the special issues that arise during the course of a class action are the subject of discussion and student presentations during seminar sessions. Considerable discussion is devoted to the roles of the various "players" in a class action: the qualifications of the class representative, the qualifications and interest of class counsel, and the fiduciary role of the district judge.

## ULWR 920: Law of the Police Seminar

3 Credits

This seminar will explore the history, role, and regulation of police officers and police departments in American law. Topics will include investigative policing, street policing, remedies for legal violations, and possible reforms.

**Recommended Preparation:** Criminal Procedure (PSLFY 907) is recommended but not required.

## ULWR 925: Jurisprudence Seminar

2 Credits

This seminar will investigate basic themes in constitutional jurisprudence from the perspectives of legal and political theory. A tentative list of topics includes separation of powers, the rule of law, sovereignty, democracy, civil and religious liberties and constitutional interpretation. This seminar will emphasize theoretical, as well as historical, dimensions of these topics, and also consider some of their contemporary implications.

## ULWR 927: Law of Artistic Persons and Properties Seminar

2 Credits

The objectives of this course include an examination of the interface between law and the arts with an eye to both theoretical and practical implications and a striving to identify creative and serviceable solutions to the problems that have frustrated the growth and harvest of the creative effort. The investigation will be directed toward subject areas that reflect functional divisions within the arts; i.e., the visual arts, dance, music, the literary arts, and areas such as television and film. The course includes a mandatory overnight field trip to New York City at the students' expense.

## ULWR 930: Workers' Compensation Law

3 Credits

This course is intended to give students a practical knowledge base they can apply in their future law practice, whether principally in workers' compensation practice, or in many other practice settings where knowledge of workers' compensation law may prove useful, e.g., personal injury, disability, or employment law, as in-house counsel or in human

resources management. Grades will be based on participation and a final paper on a workers' compensation topic of the students' interest and choice. This course satisfies the upper-level writing seminar requirement.

ULWR 934: Race, Racism, and American Law Seminar

2 Credits

The purpose of this seminar is to facilitate discussion and understanding of the role law has played in both the subordination and promotion of the rights of people of color in America. Subjects for discussion will include race and the American criminal justice system, hate speech and the First Amendment, affirmative action policies, and the quest for effective schools.

ULWR 938: The Supreme Court Seminar

2 Credits

The Supreme Court, including procedure and practice, principles of adjudication, and history, as well as the topics of the current term are studied. Students are required to present analyses of current cases as well as an analytical paper on approved topics of constitutional law.

ULWR 941: The United Nations and International Law Seminar

2 Credits

The inexorable paces of globalization and interdependence over the past few decades have made the need for international cooperation among states more acute. The role of the United Nations, the premier global intergovernmental organization, in these processes has become more relevant, as has that of international law in general. Notwithstanding the critical voices that have sometimes questioned the relevance or usefulness of the world body, and international law itself, on the basis of certain perspectives and points of view, the United Nations and its Specialized Agencies continue to have a considerable impact around the world, in such areas as the use of force, conflict prevention and resolution, refugees, human population displacement and forced migrations, humanitarian action, human rights, international trade, and economic and social development. These considerations, among others, make the study of the United Nations and international law more important today than it has ever been.

ULWR 943: International Justice Seminar

2 Credits

The seminar will address international trial investigative techniques, tribunal jurisdiction and procedure, and areas of international civil and criminal law that are most relevant to legal practice before international tribunals.

**Prerequisite:** Faculty Approval Required CONCURRENT: EXTRN 901

ULWR 946: Policy Issues in Corporate Crime Seminar

2 Credits

This seminar is designed to improve students' understanding of the theoretical and policy justifications underlying the prosecution of white collar crime. Students will examine current issues in the debate over corporate criminal liability, prosecutorial discretion, the use of plea agreements to achieve structural reform of corporations, and the federalization of crime. In addition, the class will examine white collar crime in particular industries such as health care and securities

regulation. Students will examine these issues both theoretically and practically by reviewing law review articles, Department of Justice policies, pleadings, and case studies on some of the most notorious white collar crime cases in recent years.

ULWR 948: International Financial Law Seminar

3 Credits

This seminar examines selected aspects of international financial, securities, and banking law. It covers broadly four areas: First, it provides elements of financial law. This includes legal aspects of banking, securities, and money; the objectives of regulations and supervision; an overview of US regulation; and the public and private law of international monetary obligations. Secondly, it examines aspects of international financial and securities regulation. This includes an examination of the financial crisis of 2008 and the regulatory reforms resulting from it; selected comparative aspects of regulation in the US and the EU through a detailed discussion of legislation and case law (e.g. institutional structure, insider trading, rating agencies). Thirdly, it discusses economic and monetary union in the EU and the eurozone crisis. Finally, it provides an overview of the law of the IMF and the international financial architecture.

ULWR 949: Comparative Constitutional Law Seminar

3 Credits

This seminar explores constitutional law differences in the U.S., Canada, Australia, and South Africa.

ULWR 950: Evidence Seminar: Testimonial Privileges

2 Credits

This Seminar will examine the testimonial privileges that permit or require professionals, family members, individuals, companies, and governmental actors to withhold testimony in furtherance of a competing public interest. We will evaluate the policy considerations justifying these privileges, the burdens they impose, and the relative competence of courts and legislatures to recognize and define them.

**Prerequisite:** PROSK 955 RECOMMENDED PREPARATION: PRORP 934

ULWR 951: Tax Policy

2 Credits

This seminar will be based on Professor Thompson's 2019 book entitled Business Taxation Deskbook published by the Practising Law Institute. Students will develop a basic understanding of business tax principles generally.

ULWR 952: The Lawyer's Role In Helping Close The Minority-White Gap In Business Ownership

2 Credits

This seminar is broken into the following three parts: Part I, Introduction and in-Depth Analysis of the Minority-White Gap in Business Ownership, Part II, The Lawyer's Essential Tools in Representing a Minority-Owned Small Business, Part III, The Big Ideas for Addressing the Minority-White Gap in Business Ownership.

ULWR 960: Climate Change Law & Policy

3 Credits

Climate change is here and it is already transforming the law (not to mention the planet); the law we have inherited, in turn, is shaping our response to the threat. In this seminar, we will explore these sociolegal dynamics while also establishing a foundational understanding of the wide range of international, national, and subnational laws and policies that any lawyer in the emerging practice of "climate change law" must know.

ULWR 968: International Human Rights Seminar

3 Credits

The course involves the study and analysis of the core United Nations-sponsored international human rights treaties with the following objectives: understanding the history and development of human rights protection in the post-UN Charter era; examining the substantive content of the major international human rights instruments; and measuring the relative compliance of the states that have ratified them. The course will assess the impact of these treaties on the enjoyment by the citizens of the various state parties of the rights provided therein. Particular attention will be paid to claims about the apparent decline and/or stagnation in the enforcement of these treaties in the post-Cold War period, especially in the last decade.

ULWR 969: Electronic Evidence Seminar

3 Credits

The seminar will cover the case law, procedural rules, evidence rules, and rules of professional conduct implicated by the unique attributes of information created and/or stored electronically, as well as the filing and courtroom presentation of documents in electronic format. There are three components to the course. The first part concerns the discovery of ESI, and covers the nature, sources, and terminology of ESI; the different formats of ESI and the implications for preservation and production of ESI attributable to the different formats; the evolution of the rules and case law regarding discovery of ESI; and the obligations of counsel with respect to the preservation of ESI.

ULWR 979: Federal Crimes

3 Credits

This seminar will provide an introduction to the unique aspects of federal criminal law, including jurisdiction, enforcement policy, case selection, and the Federal Sentencing Guidelines. It will also cover offenses not typically included in white collar crime courses, including those relating to narcotics trafficking, firearm regulation, child pornography, and anti-terrorism efforts.

ULWR 996: Individual Research and Writing Seminar

2-3 Credits

The Individual Research and Writing Seminar is used to meet the Upper-Level Writing Requirement for the J.D. degree.

**Prerequisite:** Supervising Faculty and Associate Dean Approval Required

ULWR 997: Special Topics

1-12 Credits/Maximum of 99

Special Topics