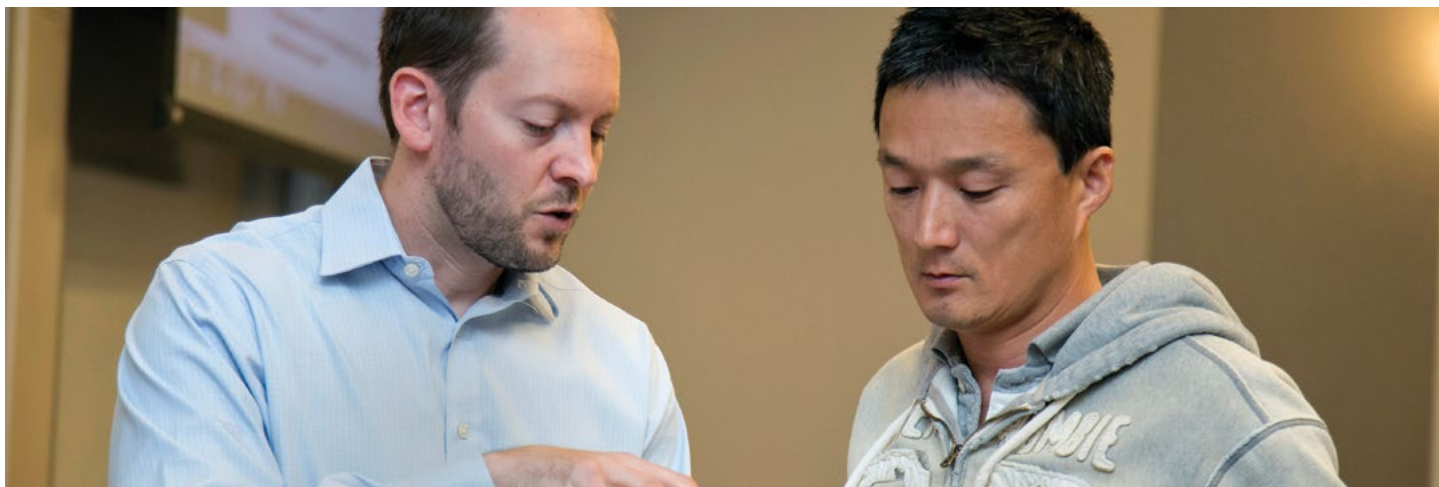


# BERKELEY LAW LL.M. PROFESSIONAL TRACK

## Summer 2015 | Sample Course Schedule & Descriptions

Orientation: May 18, 2015 | Commencement: July 23, 2015



Professional track courses are 3 to 6 weeks in duration, and offered in sequence. 21 units, over two summers, are required for degree completion. Each summer students must attend at least three consecutive quarters, commencing in either Q1 or Q2. Students may attend all four quarters at no additional cost.

## SAMPLE SCHEDULE ONLY - SUBJECT TO CHANGE

|  | Q1<br>May 19-Jun 5<br>Exam: Jun 8  | Q2<br>Jun 10-26<br>Exam: Jun 29-30   | Q3<br>Jul 1-20<br>Exam: Jul 22                         | Q4<br>Jul 27-Aug 11<br>Exam: Aug 13-14                       |
|--|--|--|--|--|
| Morning Classes<br>(Mon-Fri)<br>9am-12:15pm<br><b>Select One per Quarter</b> | Administrative Law<br>( <a href="#">Bamberger</a> )  | Bus. Associations<br>( <a href="#">McCrary</a> / <a href="#">Dibadj</a> )          | Business Associations<br>( <a href="#">Gadinis</a> )   | Antitrust Law<br>( <a href="#">Dibadj</a> )                  |
| <i>All courses are three units unless otherwise indicated</i>                | Civil Procedure<br>( <a href="#">O'Connell</a> )   | International Business Transactions<br>( <a href="#">Dodge</a> )                   | Constitutional Law ( <a href="#">Ross</a> )            | Economics in Law Practice (2 Units, <a href="#">Taymor</a> ) |
| <i>Courses in orange are restricted to second-year students</i>              | Contracts ( <a href="#">Cole</a> / <a href="#">Bayern</a> )  | Policy & Leadership (2 Units, through Goldman School of Public Policy)             | International Civil Litigation ( <a href="#">Yoo</a> ) | Environmental Law (2 Units, <a href="#">Biber</a> )          |
|  | Copyright Law<br>( <a href="#">Depoorter</a> )   | Partnerships & LLCs (2 Units, <a href="#">Buxbaum</a> )                            | Introduction to IP ( <a href="#">Menell</a> )          | Evidence<br>( <a href="#">Roth</a> )                         |
|  | Corporate Finance<br>( <a href="#">Ayotte</a> )  | Privacy Law<br>( <a href="#">Schwartz</a> )  | Mergers & Acquisitions<br>( <a href="#">Davidoff</a> ) | Human Rights Law (2 Units, <a href="#">Mohamed</a> )         |
|  | Int'l Arbitration<br>( <a href="#">Guzman</a> )  | Securities Regulation<br>( <a href="#">Bartlett</a> )                              | Securities Regulation<br>( <a href="#">TBD</a> )       | Patent Law ( <a href="#">Merges</a> )                        |
|  |  | Contracts ( <a href="#">Infelise</a> )   | Torts ( <a href="#">Gergen</a> )                       | Legal Ethics ( <a href="#">Langford</a> )                    |
| Afternoon Classes<br>(1-3 days/wk)   | Fundamentals of US Law (2 Units, <a href="#">Fernholz</a> / <a href="#">Murray</a> ) - <b>1S required course</b> |  |  | Negotiations (1 Unit, <a href="#">Epstein</a> )              |
|  |  | Fundamentals of US Law (2 Units, <a href="#">TBD</a> ) - <b>1S required course</b> |  | Contract Drafting (1 Unit, <a href="#">Reichmann</a> )       |
|  | Legal Research & Writing I (1 Unit) - <b>1S required course</b>  |  |  |  |
|  | Legal Research & Writing I (1 Unit) - <b>1S required course</b>  |  |  |  |
|  | Legal Research & Writing II (1 Unit) - <b>2S required unless taking Academic Writing</b>                         |  |  |  |
|  | Legal Research & Writing II (1 Unit) - <b>2S required unless taking Academic Writing</b>                         |  |  |  |
|  | Academic Writing (2 Units, <a href="#">Farber</a> ) - <b>2S only - satisfies LRW II requirement</b>              |  |  |  |

**ADMINISTRATIVE LAW (Q1)****Instructor:** Kenneth Bamberger**Units:** 3**Meeting Time:** Monday-Friday 9am-12:15pm

In this course we will consider the creation and control of the modern administrative state. Topics will include the structure of administrative agencies and their place in a governing scheme of separated but overlapping powers, delegation of authority to agencies, types and requirements of agency decision-making, availability and scope of judicial review of agency action (and inaction), and other forms of agency oversight. A variety of policy areas will be considered, including (among others) environmental law, financial regulation, national security, health care, food and drugs, and telecommunications.

**ANTITRUST LAW (Q4)****Instructor:** Reza Dibadj**Units:** 3**Meeting Time:** Monday-Friday 9am-12:15pm

The course covers United States federal antitrust law, which is a body of law that regulates competition among business enterprises. It explores cartels, monopolies and mergers. We will discuss both horizontal agreements among competitors, as well as vertical restraints of trade between suppliers and customers. Competing economic conceptions of the antitrust law, as well as current doctrinal and policy debates, will be explored throughout.

**BUSINESS ASSOCIATIONS (Q2, Q3)****Instructors:** Justin McCrary, Reza Dibadj, Stavros Gadinis**Units:** 3**Meeting Time:** Monday-Friday 9am-12:15pm

In virtually every area of legal practice, some rudimentary knowledge about the laws governing business organizations (and particularly corporations) proves helpful. This survey course provides much of that orientation, examining the laws governing the modern corporation. We will cover a number of topics, including rules of agency law, corporate formation, corporate identity, rights of creditors, fiduciary duties, corporate governance, executive compensation, mergers and acquisitions and securities fraud. Our key goal will be to understand the basic structure of each topic, and how the topics interrelate—in particular how corporate law regulates relationships among multiple different

constituencies of the firm, including owners, managers, creditors, employees, customers, and suppliers. Viewed in this light, the governance of a corporation implicates the same challenges and concerns that affect any multi-party economic relationship, including problems of collective action, free riding, private information, distribution and opportunism. Prerequisite for Securities Law and Mergers & Acquisitions.

**CIVIL PROCEDURE (Q1)****Instructor:** Anne Joseph O'Connell**Units:** 3**Meeting Time:** Monday-Friday 9am-12:15pm

This course provides an overview of the adversary system for federal civil litigation, including the structure of the court system, procedural due process values, and duties of attorneys. It covers the main stages of civil litigation in trial court, including jurisdiction, pleading, discovery, disposition without trial (including summary judgment), right to jury trial, jury trial, settlement, motions for judgment as a matter of law, joinder of parties and claims, and claim and issue preclusion. Where appropriate, examples of international litigation in the federal courts will be provided.

**CONTRACT DRAFTING (Q4)****Instructor:** Charles Reichmann**Units:** 1**Meeting Time:** Afternoon, TBD

This course examines the fundamentals of drafting contracts and deals documents, and provides an introduction to the legal aspects of business transactions. The materials assigned for this course are designed to help you master interpretive and analytical techniques, learn to draft contractual documents with precision and clarity, and understand the basic elements of a business deal. In addition to learning key concepts and governing law applicable to selected types of transactions, you will negotiate, draft, and edit contractual and transactional documents. This course will provide an introduction to practicing transactional, corporate, and commercial law, as well as provide you with the fundamental skills needed to draft or negotiate contracts in other areas of law.

**CONTRACTS (Q1)** *(1S only)*

**Instructors:** Robert Infelise, Shawn Bayern, G. Marcus Cole

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

This course provides an introduction to the common law of contracts. We will cover contractual liability, the bargain relationship, avoidance, performance, and remedies. In addition to examining case law we will study the Restatement (Second) of Contracts and, where appropriate, the Uniform Commercial Code. Part II then builds upon this legal framework to explore eight representative transactions that lawyers advising corporations are likely to encounter: (i) export sales, (ii) agency and distributorship, (iii) licensing, (iv) foreign direct investment, (v) mergers and acquisitions, (vi) joint ventures, (vii) development (concession) agreements, and (viii) international debt instruments. US, foreign, and international legal rules will be explored in the course.

**CONSTITUTIONAL LAW (Q3)**

**Instructor:** Bertrall Ross

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

This course engages in analysis of the structure of American government, as defined through the text of the Constitution and its interpretation. The major subjects covered are: the allocation of powers between the legislative, executive, and judicial branches; judicial review; and the role of the states and the federal government in the federal structure.

**COPYRIGHT LAW (Q1)** *(2S only)*

**Instructor:** Ben Depoorter

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

This course will begin with a discussion of the purposes of copyright law, will proceed to investigate the subject matter of copyright protection, criteria that works must meet to be eligible, who owns copyrights, what types of conduct authors have rights to control (and not control) certain kinds of uses of their works, special rules concerning transfers of rights, infringement standards, and remedies for infringement, and will consider constitutional, statutory, and common law dimensions of copyright and related rights such as anti-circumvention

rules. Current controversies in copyright litigation, legislation, and scholarship will also be covered.

**CORPORATE FINANCE (Q1)** *(2S only)*

**Instructor:** Kenneth Ayotte

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

This course will introduce students to the basic elements of corporate finance. The main topics covered are a) financial statement analysis and firm performance measurement, b) the theory and practice of capital structure decisions, c) estimating a firm's cost of capital, and d) basic company valuation techniques. No prior knowledge of finance or accounting is assumed, but a willingness to analyze numerical data is important. Roughly half of the course will be in lecture format, and the other half will be analyzing business case studies. The course is not a standard law school course, in that we will not be covering corporate finance law, but we will emphasize applications in law that use these tools.

**ECONOMICS IN LAW PRACTICE (Q4)**

**Instructor:** Ken Taymor

**Units:** 2

**Meeting Time:** Monday-Thursday 9am-12:15pm

Practicing lawyers work with economists as expert consultants in many ways: to calculate damages in patent infringement or breach of contract cases, to calculate damages in tort cases, concepts of takings, valuation of companies, the structuring of securities, theories of discrimination in insurance and employment, taxation issues such as the recognition and valuation of taxable income, etc. The purpose of this course is not "economic analysis of the law" but rather to prepare students for a practice that involves interaction with economic experts. The course presumes no economic training.

**ENVIRONMENTAL LAW (Q4)**

**Instructor:** Eric Biber

**Units:** 2

**Meeting Time:** Monday-Friday 9am-12:15pm

This course provides an overview of the wide variety of U.S. laws that protect the environment and natural resources. We will cover air and water pollution, energy, protection of biodiversity, review of the environmental impacts of governmental decisions, and climate change, among other topics. The focus of the class will be on exploring the wide range of regulatory and policy tools

available in environmental law such as command-and-control regulation, and tradeable emissions permits.

### **EVIDENCE (Q4)**

**Instructor:** Andrea Roth

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

This course examines the Anglo-American law of proof, with special attention to the Federal Rules of Evidence in the United States. Topics include relevance, hearsay, confrontation, character evidence, authentication, competency, impeachment and rehabilitation, expert witnesses, scientific evidence, privileges, presumptions, and judicial notice.

### **FUNDAMENTALS OF U.S. LAW (Q1-Q2 or Q2-Q3)**

*(Required course, 1S only)*

**Instructor:** William Fernholz, Melissa Murray

**Units:** 2

**Meeting Time:** 3 afternoons/wk

Fundamentals of U.S. Law introduces foreign law students to the American legal system, its fundamental principles, and the common-law method of case analysis. The initial classes focus primarily on introducing students to case analysis through the study of the development of American tort law doctrine. Students will learn how to read cases, find and synthesize holdings, and predict outcomes based on common law development. In subsequent classes, students will focus on the principal Constitutional doctrines that underpin the American legal system, including federalism, separation of powers, and individual rights. Students will also study the structure of the U.S. court system and the sources of U.S. law.

### **HUMAN RIGHTS LAW (Q4)**

**Instructor:** Saira Mohamed

**Units:** 2

**Meeting Time:** Tues-Weds-Thurs 9am-12:15pm

This course critically examines the international and domestic laws, actors, and institutions that play a role in the protection of human rights. The course includes discussion of conceptual foundations of human rights; controversial topics in human rights law, such as humanitarian intervention, universal jurisdiction, and the death penalty; international, regional, and national mechanisms for the interpretation, implementation, and enforcement of human rights, including civil, criminal,

and non-legal methods of redress; and challenges to human rights enforcement and strategies for promoting protection of human rights.

### **INTERNATIONAL ARBITRATION (Q1) (2S only)**

**Instructor:** Andrew Guzman

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

This course explores the more prominent issues faced in resolving a transnational dispute through arbitration and/or litigation. The first part of the course will consider pretrial and pre-arbitration issues such as service of process, jurisdiction, forum non conveniens, forum selection clauses, enforceability of arbitration agreements, and arbitrability. During the second part of the course, we will turn to issues arising during the proceedings, in particular arbitral proceedings. These issues include evidence and expert testimony, multiparty arbitration, and choice of law. We will also examine certain aspects of judicial assistance, including interim measures, discovery orders, and letters rogatory. Finally, we will look at post-proceeding issues such as challenging arbitral awards, appeals, and the recognition and enforcement of foreign judgments and arbitral awards.

### **INTERNATIONAL BUSINESS TRANSACTIONS (Q2)**

**Instructor:** Bill Dodge

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

The goal of the course is to introduce students to the complications that might arise when a business transaction involves international elements. Typical examples of such transactions would be: concluding a supply deal with foreign providers, acquiring a foreign company, seeking financing from foreign investors, and financing a foreign company through the U.S. markets. The course will follow a structure that tracks closely the structure most often followed in transactional practice and reflected in most transaction documents.

### **INTERNATIONAL CIVIL LITIGATION (Q3)**

**Instructor:** John Yoo

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

As business transactions, government activities, travel and communications, and social relations have become global in scope, litigation in American courts has come

to encompass international civil disputes. This course will provide an introduction to the civil procedure issues that arise in American courts when international matters are involved. It will examine how international parties, events, and laws alter (or not) the manner in which American federal courts handle initial civil procedure issues such as choice of forum and choice of law. It will examine how factors such as the separation of powers, federalism, and American notions of due process and trial litigation affect the manner in which international disputes are resolved.

### **INTRODUCTION TO INTELLECTUAL PROPERTY (Q3)**

**Instructor:** Peter Menell

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

This course is intended both for students who are interested in a general overview of intellectual property and as a gateway to Boalt's Law and Technology program. The course begins with an analysis of the competing policies underlying the intellectual property laws. It covers the basics of patent, copyright, trademark, and trade secrets (and other state IP-related areas of) law, as well as some of the salient controversies in intellectual property law, including patent protection for software and business methods, the challenges to copyright law posed by filesharing technology, the role and difficulties of protecting trademarks on the Internet, and the application of common law doctrines to the Internet.

### **LEGAL RESEARCH & WRITING I (Q1-Q3 or Q2-Q4)**

*(Required course, 1S only)*

**Instructor:** TBD

**Units:** 1

**Meeting Time:** 2 afternoons/week

This is our introductory legal writing and reasoning course. Students will research and prepare written work typical of U.S. legal practice and receive written and oral feedback from the instructor and a writing coach. Written work will include a predictive memorandum of law, prepared as a series of drafts, due at the end of Q3. There is no exam.

### **LEGAL RESEARCH & WRITING II**

**(Q1-Q3 or Q2-Q4) (2S only)**

*(2S students must take this course OR Academic Writing)*

**Instructor:** TBD

**Units:** 1

**Meeting Time:** 2 afternoons/week

This course builds on the skills established in 1S legal writing. Students will research and prepare an adversarial brief typical of U.S. litigation practice. Students will receive written and oral feedback from the instructor and a writing coach. Students will also learn effective oral advocacy. The brief will be composed as a series of drafts. The final draft will be due at the end of Q3. There is no exam.

### **LEGAL RESEARCH & WRITING IIA: ACADEMIC WRITING (Q1-Q3) (2S only)**

*(2S students must take this course OR LRWII)*

**Instructor:** Daniel Farber

**Units:** 2

**Meeting Time:** Two afternoons/wk

**Prerequisite:** LRW I

This course is aimed at two groups of LL.M. students: (1) students with an interest in academic careers or in obtaining JSDs or Ph.Ds; and (2) students with an interest in producing legal scholarship alongside their work as practitioners or judges. The course emphasizes the in-depth legal analysis required for academic research. The course will include exploration of differences between U.S. legal scholarship and traditional scholarship in civil law and commonwealth countries. Students will also learn about different schools of U.S. legal scholarship and engage in-depth analysis and discussion of scholarly works. Students will prepare written work typical of legal scholarship, involving sophisticated analysis of legal and related materials, and they will receive written and oral feedback from the Instructor. Written work will include a substantial project that would provide the foundation for a full-scale law review article. Instructor permission required to enroll.

### **MERGERS AND ACQUISITIONS (Q3) (2S only)**

**Instructor:** Steven Davidoff

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

**Prerequisite:** Business Associations

This course introduces students to the fundamentals

and critical topics in the law of mergers and acquisitions and the financial and transactional issues that they present. The principal focus of the course will be on the corporation law and securities regulations aspects of these transactions, the business incentives of the parties to the transactions, and the documentation and negotiation of the deals.

Students will explore mergers and acquisitions transactions as attempts by the transaction parties to attain business goals and will learn how legal rules and documentation constrain and create opportunity for the parties' ability to achieve their objectives. Guest instructors will provide the perspectives of lawyers and business principals in structuring, negotiating and completing successful transactions.

### **NEGOTIATIONS (Q4)**

**Instructor:** Emily Epstein

**Units:** 1

**Meeting Time:** 2-day intensive during Q4

This highly interactive course will help students succeed in their professional and personal negotiations. Students will learn a structured framework for preparing, conducting, and reviewing negotiations, and they will also practice applying that theory to a wide range of real-life situations. The intensive nature of this class provides students with an opportunity to evaluate traditional measures of success, assess their own skills, work closely with one another, and receive individualized feedback from the professor.

### **PARTNERSHIPS & LLCs (Q2)**

**Instructor:** Richard Buxbaum

**Units:** 2

**Meeting Time:** Tuesday/Thursday 9am-12:15pm

LLCs and partnerships of all sorts--not corporations--have become the form of choice for most businesses, large and small, simple and sophisticated. The course will examine the differences and similarities among such unincorporated business entities; how they are created, managed and operated; and the fiduciary and other relationships among the participants in each form. Issues of choice of entity in the context of common business transactions will be considered. The course will also include drafting exercises geared toward practical skills.

### **PATENT LAW (Q4)**

**Instructor:** Robert Merges

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

This course will cover the core concepts of U.S. patent law with special focus on current issues of patent reform. Using the perspective of an inventor or entrepreneur, we will examine how patents are used as a business tool to commercialize new technologies and innovations. We will also consider fundamental policy questions about the current patent system such as whether it favors big institutions over independent inventors or start-ups and whether it inhibits scientific research and access to medicines.

### **PRIVACY LAW (Q2)**

**Instructor:** Paul Schwartz

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

Ten years ago, a handful of practitioners could be called "privacy lawyers," but now many lawyers throughout the world practice information privacy law. Today, almost all modern businesses need advice about information privacy law. While the roots of privacy law in the U.S. started with a "right to be let alone," modern business models, the needs of the administrative state, law enforcement priorities, and our own behavior complicate approaches based upon seclusion or secrecy. This course will explore the roots of U.S. privacy law, its evolution in the 20th century and development in the 21st, and the challenges of regulating information in the modern era. It will examine tort law, the regulation of law enforcement access to information, the regulation of commercial data use, and international privacy law.

### **LEGAL ETHICS (Q4)**

*\*Required for CA bar*

**Instructor:** Carol Langford

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

This course will look at ethical issues through the lens of typical problems that lawyers confront in their daily practices. Using the ABA Model Rules and the California Rules of Professional Conduct as our starting points and readings from the textbook as stimuli for discussion, we will examine the hard questions faced by lawyers. We will assess the kinds of ethical and moral decisions lawyers must make and the wide range of consequences

of those decisions.

Students will be expected not just to analyze rules and recognized authorities, but also to introduce their own values and worldview into the conversation. The course will not cover every rule. It will focus on those difficult cases that fall in the interstices of the rules, a place where common sense and a moral compass offer necessary guidance. This seminar will provide a strong foundation for MPRE preparation.

### **SECURITIES REGULATION (Q2, Q3) (2S only)**

**Instructor:** Robert Bartlett

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

**Prerequisite:** Business Associations

This course provides an overview of the regulation of securities offerings and trading under the Securities Act of 1933 and the Securities Exchange Act of 1934. The course explores the elaborate disclosure obligations that this country imposes on the distribution and trading of investment securities as well as the role of the Securities Exchange Commission and private plaintiffs in shaping and enforcing these disclosure obligations. Topics to be covered include: public offerings of securities and the registration process under the Securities Act of 1933, exemptions from these registration requirements and the role of exemptions in the financing of private and public firms, and the disclosure obligations of publicly-traded issuers. The course will also examine the role of anti-fraud rules in the issuance and trading of securities.

### **TORTS (Q3)**

**Instructor:** Mark Gergen

**Units:** 3

**Meeting Time:** Monday-Friday 9am-12:15pm

The course will begin with an overview of basic principles of American negligence law to introduce the American civil litigation system and the important role played by the jury. Next we will cover basic principles of products liability law to explore the impact of economic analysis and policy-oriented thinking on the development of tort law in the latter part of the 20th century. We will finish with current issues in the law of economic torts, including the law of securities fraud and the scope of negligence liability for pure economic loss.

## **FACULTY**

*Students in the professional track of the LL.M. learn from the same world-renowned faculty who teach in the J.D. program during the August-May school year.*

Expert legal scholars like Andrew Guzman and Paul Schwartz spend a portion of each summer teaching International Arbitration, Privacy Law, and more, in an intimate classroom environment composed of experienced legal professionals from around the world. Our professional track faculty includes founders and directors of our legal centers, teachers with decades of experience, real-world practitioners and international experts. Focused specifically on the LL.M. audience, their courses provide American legal expertise with a global flavor.

### **LL.M. Faculty Spotlight: Summer 2015**

#### **Richard Buxbaum**

Jackson H. Ralston Professor of International Law (Emeritus) (PARTNERSHIPS & LLCs): has taught at Berkeley Law since 1961; founded and was the first chair of UC Berkeley's Center for German and European Studies and Center for Western European Studies

#### **Andrew T. Guzman**

Jackson H. Ralston Professor of International Law and Associate Dean, International and Graduate Programs (INTERNATIONAL ARBITRATION): a member of the Institute for Transnational Arbitration's Academic Council and on the board of several academic journals

#### **Saira Mohamed**

Assistant Professor of Law (HUMAN RIGHTS): served as Senior Advisor in the Office of the U.S. Special Envoy for Sudan

#### **Anne Joseph O'Connell**

Associate Dean for Faculty Development and Research; Professor of Law (CIVIL PROCEDURE): an award-winning administrative law scholar and former clerk for Supreme Court Justice Ruth Bader Ginsburg

#### **Paul Schwartz**

Professor of Law; Co-Director, Berkeley Center for Law & Technology (PRIVACY LAW): a leading international expert on information privacy and information law