Advanced Legal Research: Corporate and Securities
Spring 2023
LAW 6930
1 Credit

	Professor Sara Bensley	Professor Elizabeth Hilkin
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MEETING TIME: Thursday, January 19, 2023 to March 2, 2023, 1:15 pm to 2:55 pm

LOCATION: Holland Hall 285D

OFFICE HOURS: In-Person (either professor's office) or Zoom: Zoom link to Office Hours

Monday, 1:30-2:30 pm
Tuesday, 3:30-4:30 pm
or by appointment

COURSE WEBSITE:

All course materials are accessible on Canvas at https://ufl.instructure.com/courses/470270.

COURSE DESCRIPTION AND OBJECTIVES:

This one-credit course focuses on research resources used in business and commercial law practice. The emphasis of the course is on identifying sources and efficiently undertaking corporate, securities, and general business law research. It is not a class in the substantive aspects of corporate and securities law except as those aspects relate to the finding and interpretation of legal materials. Basic knowledge of corporate and securities law is assumed. At the end of the course, students will have a foundation of knowledge and skills that allows them to do the research required of them as a junior transactional associate.

STUDENT LEARNING OUTCOMES:

After completing this course, students will be able to:

- identify what organizational documentation is publicly available in Florida and Delaware for each type of business entity:
    - sole proprietorship,
    - partnership,
    - limited partnership
    - limited liability partnership,
    - corporation, or
    - limited liability corporation
- locate organizing documents and annual reports for any given Florida or Delaware corporation or limited liability corporation;
- locate organizing documents for any given Florida or Delaware limited partnership or limited liability partnership;
- identify the registered agent for any given Florida or Delaware business entity, and the address to use for service of process;
- identify, locate and navigate public and private sources of information for company research;

- evaluate and summarize public and private sources of information to prepare a general overview of a given public or private company appropriate to a given audience;
- interpret public and private sources of information to answer specific questions about the operations and finances of a given public or private company;
- identify legal risks to a given company using public and private sources of information;
- identify and locate state and federal securities laws, regulations, and SEC guidance, and explain the interplay among these resources;
- recognize common SEC filings and explain what information is included in those filings;
- locate SEC filings for a given company using both publicly available resources and subscription databases; and
- identify and evaluate current awareness resources for transactional, corporate, and securities law news, considering reliability as it relates to authority, credibility, authenticity, and bias

REQUIRED READING MATERIALS:

There is no textbook for this course. Assigned readings will be posted on the course website on Canvas. You are responsible for checking your Canvas page and the e-mail connected to the page on a regular basis for any class announcements or adjustments.

ABA OUT-OF-CLASS HOURS REQUIREMENTS:

ABA Standard 310 requires that students devote 120 minutes to out-of-class preparation for every “classroom hour” of in-class instruction. Students are expected to have read the assigned readings prior to class and are expected to attend class. The workload for this course typically will involve at least two hours of preparation outside of class for every hour we meet, as well as extra time some weeks to complete assignments. This course complies with the law school’s credit hour policy and will require at least 42.5 hours of total work. Students who have legitimate reasons for missing class should notify the instructor before class. Participation in class discussion is encouraged and expected.

COURSE EXPECTATIONS AND GRADING EVALUATION:

The components of the final grade for the course are as follows:

Homework Assignments (6)	40%
Final Exam	50%
Participation	5%
Attendance	5%

1. Homework Assignments

There will be six homework assignments during the semester. Each week after class a homework assignment will be posted on the course Canvas page (under the “Assignments” tab). The due date for each assignment is **11:59 p.m. on the next Monday.** Full credit for assignments will be given to those who demonstrate a good faith effort. A good faith effort includes fully responding to all questions and turning in assignments on time. Cursory responses to questions that ask for an explanation will be penalized. A late submission, without prior consent from instructor, will be penalized at least 25% for lateness if submitted by 1:00 pm (Eastern) on the Thursday of the week it is due. A late assignment that is submitted after 1:00 pm (Eastern) Thursday on the week it is due will receive no credit. Completion of the 6 homework assignments is worth 40% of the final grade. **Students must work individually on homework assignments.**

2. Final Exam

The final exam is an 8-hour, timed, take-home exam, to be completed between March 2 and March 12, 2022. It will include short answer and essay questions that will test your ability to apply the skills you will have learned during this course. This exam will comprise 50% of the course grade. The final exam will be graded anonymously.

The law school policy on exam delays and accommodations may be found at https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/forms-applications/exam-delays-accommodations-form.

3. Participation

The participation grade is determined by attendance, preparation for class, participation in class, and overall effort to complete the weekly assignments, including contacting the instructor when encountering difficulties with the assignment. Repeated lack of preparedness or participation will impact your participation grade. Repeated class disruption (e.g., excessive noise, texting, personal internet use) will impact your participation grade.

4. Attendance

Attendance will be taken at the beginning of each class. Students are responsible for ensuring that they are not recorded as absent if they come in late.

CLASS ATTENDANCE POLICY:

Attendance in class is required by both the ABA and the Law School. Attendance will be taken at each class meeting. Students are allowed 2 absences during the course of the semester, though any unexcused absences may affect the attendance portion of your grade. A student who fails to meet the attendance requirement will be dropped from the course. The law school's policy on attendance can be found here.

UF LEVIN COLLEGE OF LAW STANDARD SYLLABUS POLICIES:

Other information about UF Levin College of Law policies, including compliance with the UF Honor Code, Grading, Accommodations, Class Recordings, and Course Evaluations can be found at this link: https://ufl.instructure.com/courses/427635/files/74674656?wrap=1.

GETTING HELP:

For technical difficulties with E-learning in Canvas, please contact the UF Help Desk at helpdesk@ufl.edu, (352) 392-HELP, or http://elearning.ufl.edu/ (See "Message Us" at the top).

Other resources are available at https://distance.ufl.edu/getting-help/ for counseling and wellness, disability resources, student complaints, and library help desk support.

COURSE SCHEDULE OF TOPICS:

Below are the topics we will cover each week:

January 19, 2022	Introduction & Overview of Transactional Law and Research (Professor Hilkin)
January 26, 2022	Florida and Delaware Business Entities (Professor Hilkin)
February 2, 2022	Company Research (Professor Bensley)
February 9, 2022	Securities Regulations (Professor Hilkin)
February 16, 2022	Securities Filings (Professor Bensley)

February 23, 2022	Securities Filings, cont'd; New Technologies & Current Awareness (Professor Bensley)
March 2, 2022	Review

DISCLAIMER:

This syllabus represents our current plans and objectives. As we go through the semester, those plans may need to change to enhance the class learning opportunity. Such changes, communicated clearly, are not unusual and should be expected.