## LAW SCHOOL CLASSES CROSS-LISTED FOR STERN STUDENTS
### FALL 2005

<table>
<thead>
<tr>
<th>Course #</th>
<th>Course Name</th>
<th>Faculty</th>
<th>Credits</th>
<th>Day/Time</th>
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</thead>
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<tr>
<td>L03.3031.001</td>
<td>Bankruptcy</td>
<td>A. Schwartz</td>
<td>3</td>
<td>T 2:05-3:55&lt;br&gt;Th 12:05-1:55</td>
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<tr>
<td>L03.3020.001</td>
<td>Corporate Finance</td>
<td>N. Chopra</td>
<td>3</td>
<td>M 2:05-3:55&lt;br&gt;W 1:05-1:55</td>
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<tr>
<td>L03.3527.001</td>
<td>Corporate Governance and Capital Markets in the EU: Law, Regulation and Policy</td>
<td>G. Ferrarini</td>
<td>1.5</td>
<td>T 11:05-12:55&lt;br&gt;Th 10:05-11:55</td>
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<tr>
<td>L03.2010.002</td>
<td>Corporations</td>
<td>M. Kahan</td>
<td>4.5</td>
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<tr>
<td>L03.2010/003</td>
<td>Corporations</td>
<td>S. Siegel</td>
<td>4.5</td>
<td>M 9:05-10:55&lt;br&gt;W 9:05-10:55&lt;br&gt;Th 9:05-9:55</td>
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<tr>
<td>L03.2010.004</td>
<td>Corporations</td>
<td>J. Slain</td>
<td>4.5</td>
<td>M 11:30-12:30&lt;br&gt;T 11:05-12:55&lt;br&gt;Th 10:05-11:55</td>
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<tr>
<td>L03.3043.001</td>
<td>Mergers and Acquisitions</td>
<td>E. Kamar</td>
<td>3</td>
<td>M 9:40-10:55&lt;br&gt;W 9:40-10:55</td>
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<tr>
<td>L03.3040.001</td>
<td>Survey of Securities Regulation (full year section)</td>
<td>J. Carlson</td>
<td>1.5 per semester</td>
<td>M 0:05-10:55</td>
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<tr>
<td>L03.3040.002</td>
<td>Survey of Securities Regulation</td>
<td>S. Choi</td>
<td>3</td>
<td>T 9:05-10:55&lt;br&gt;F 9:05-10:55</td>
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### Bankruptcy
Prerequisite(s): None  
Co-requisite(s): None  
Course Description: The majority of the course will cover business bankruptcy; consumer bankruptcy also will be covered. Topics include the choice between liquidation and reorganization, limitations on creditors' ability to collect and the right to discharge. This course will have a heavily law and economics focus. The subject will be analyzed with the tools of game theory, contract theory and finance. Some classes will use elementary algebra and graphs. There will be an in-class open book final exam.

### Corporate Finance
Prerequisite(s): None  
Co-requisite(s): None  
Course Description: This is an introduction to the basic elements of modern corporate finance theory and practice. Topics covered include cash flow analysis, valuation, capital budgeting techniques, the Capital Asset Pricing Model, the Efficient Market Hypotheses,
dividend policy, futures and options. Most of the principles are illustrated through
graphic and mathematical models, although no math beyond simple algebra is required.
All students are required to obtain a full-function financial calculator. Although the
course uses a business school textbook, the approach to the course is from the perspective
of an attorney. There will be an in-class open book final exam.

**Corporate Governance and Capital Markets in the EU: Law, Regulation and Policy**
Prerequisite(s): None
Co-requisite(s): Corporations
Course Description: This course will consider recent trends in European corporate
governance and capital markets law. Attention will be focused on the Financial Services
Action Plan and the role of European law for securities markets, and on the Company
Law Action Plan and its implications for corporate governance. The following corporate
governance topics will be analysed: takeover law reform, corporate control contestability
and ‘one share - one vote’; independent directors, the role of audit committees and
executive pay; the role of shareholders. The new regulatory architecture for EU securities
markets will also be examined, focusing particularly on insider dealing and market
manipulation; prospectuses, disclosure and financial reporting; auditor liability and
regulation; corporate frauds and the role of gatekeepers. There will be a take-home final
exam.

**Corporations (Kahan)**
Prerequisite(s): None
Co-requisite(s): None
Course Description: A basic course in corporations with a transactional bend. Topics
include the role of management and the rights of shareholders and creditors, fiduciary
duties, voting rights, mergers, takeovers, and insider trading. There will be an in-class
open book final exam.

**Corporations (Siegel)**
Prerequisite(s): None
Co-requisite(s): None
Course Description: This course introduces the basic concepts of business associations,
including agency, partnership and corporations. There will be detailed study of the core
concepts of representation and authority, partnership organization and operation, and both
state and federal aspects of corporate law. Corporate law subjects will include the roles,
responsibilities and liabilities of shareholders, directors and officers; fiduciary principles;
organization and operation of closely-held corporations; and basic aspects of the
Securities Act of 1933 and the Securities Exchange Act of 1934. There will be an in-
class closed book final exam.

**Corporations (Slain)**
Prerequisite(s): n/a
Co-requisite(s): n/a
Course Description: A basic course in business organizations, including choice of form
and procedures of formation, corporate privileges and powers, the role of corporate
management and the right of shareholders and creditors, consolidation, merger, reorganizations, and dissolution, introduction to the proxy system, the antifraud provisions of the federal securities laws, and selected problems involving the interaction of federal and state corporation law. There will be an in-class open book final exam.

**Mergers and Acquisitions**  
Prerequisite(s): Corporations  
Co-requisite(s): None  
Course Description: This course will cover legal and business aspects of corporate mergers and acquisitions. The principal focus will be on legal and practical issues relating to corporate combinations and takeovers, including forms of acquisitions, and defensive strategies employed by target firms. Grades will be based on the final examination and class participation. The examination will be open book, and will include mostly multiple-choice questions, and a few short questions with a word limit on the answers. There will be an in-class open book final exam.

**Survey of Securities Regulations (Carlson)**  
Prerequisite(s): None  
Co-requisite(s): None  
Course Description: This year-long course focuses on Federal law and the rules of the Securities and Exchange Commission concerning the issuance and trading of securities; securities law liabilities; legal and regulatory aspects of the securities industry generally; and emerging internet issues and the capital markets. There will be an in-class open book final exam.

**Survey of Securities Regulations (Choi)**  
Prerequisite(s): None  
Co-requisite(s): None  
Course Description: This course offers an intensive introduction to the federal securities laws, covering the Securities Act of 1933 and parts of 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. Topics to be covered include the preparation of disclosure documents, exemptions from disclosure requirements, the relationship between disclosure obligations and antifraud rules, the duties of participants in securities transactions, and the applicability of federal securities laws to transnational transactions. The course will also consider the regulation of stock exchanges and other capital markets. In the past, most students have taken this course in preparation for corporate practice, but the subject has also been of interest to those concerned with the development of the modern regulatory state, as exemplified by the evolution of federal securities laws under the Securities and Exchange Commission. There will be an in-class open book final exam.