INTERNATIONAL BUSINESS & ECONOMIC LAW LL.M.

The LL.M. degree in International Business and Economic Law (IBEL) is a flexible degree program designed for students interested in cross-border business activities and the regulatory regimes, national and international, that apply to them. The IBEL degree thus affords students the opportunity to gain exposure to the fundamentals of various U.S. regulatory regimes while remaining free to explore in greater depth the international businesses that are of particular interest to them.

IBEL students are required to take a class in:

1. Corporations
2. At least one class related to international regulation
3. At least one class related to international business.

They then choose the remainder of their “specialty credits” from over 70 courses related to business and international law. Additional elective credits may be selected from the entire curriculum.

Students desiring a comprehensive overview may select courses from various disciplines, such as corporate law, securities law, trade law, commercial law, and dispute resolution. Students desiring a more focused approach are free to concentrate their courses in one or more specialty areas. Students who wish to fulfill the course requirements for New York Bar eligibility (http://www.law.georgetown.edu/academics/academic-programs/graduate-programs/us-bar/New-York-Bar-Examination.cfm) can do so while pursuing the IBEL degree. Many students also incorporate an externship (http://www.law.georgetown.edu/academics/academic-programs/graduate-programs/externships) into their program, though this will not count towards the IBEL specialization credits without permission from the Program Director.

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<th>Requirement</th>
<th>U.S.-Trained Students</th>
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<td>Total Credits Required</td>
<td>24</td>
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<tr>
<td>Specialization Credits Required</td>
<td>16</td>
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Program Course Requirements

1. International Law I or a comparable course in public international law; if a comparable course was not taken during J.D. studies (does not count toward the specialization credit requirement); 2) Corporations; if a comparable course was not taken during J.D. studies; 3) At least one course that focuses on international regulation (List A); 4) At least one course that focuses on international business (List B); 5) A sufficient number of additional courses from IBEL List A, List B, or List C to bring the total number of specialization credits to 14 credits. List C also includes classes that count toward the Securities & Financial Law Certificate and the Taxation LL.M.

Contact Information

To learn more, please contact:
Renate Seiwert, Associate Director for International LL.M. Programs
Phone: (202) 662 - 9036
Email Address: Renate Seiwert (lawgradprog@georgetown.edu)

Please address any questions about admissions the Office of Graduate Admissions (http://www.law.georgetown.edu/admissions-financial-aid/graduate-admissions), (https://dev.law.georgetown.edu/admissions-aid/graduate-admissions)

Search LL.M International Business and Economic Law Courses (http://curriculum.law.georgetown.edu/course-search/?program=program_86)
LAW 2073 v00 Advanced International Commercial Arbitration (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202073%20v00)
LL.M Course (cross-listed) | 3 credit hours
This course will provide an indepth study of specific topics in international commercial arbitration from both a theoretical and practical perspective. Topics to be considered will include:

1. the arbitration agreement - the separability doctrine, choice of law, parties to the agreement (including non-signatory issues), competence-competence, enforcement of the agreement and other types of national court intervention;
2. complex arbitrations - multiparty and multicontract issues, joinder of parties, consolidation of cases, parallel proceedings;
3. the arbitral tribunal - selection of arbitrators, duties of arbitrators, independence and impartiality issues, challenges of arbitrators;
4. the arbitral proceedings - bifurcation, interim measures, evidentiary rules, the conduct of hearings; and
5. the arbitral award - drafting of awards, enforcement and setting aside of awards, the 1958 New York Convention on the Recognition and Enforcement of Awards.

The course will refer to arbitration rules, case law, statutes and international conventions.

Prerequisite: International Commercial Arbitration, Introduction to International Commercial Arbitration, or permission of the instructor.

Mutually Excluded Courses: This course is mutually exclusive with the other spring course by this same name (LAWG/J 888).

Note: Please note, the date for the final class session will be announced at the start of the semester.

LAW 888 v00 Advanced International Commercial Arbitration: Practice Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20888%20v00)
LL.M Seminar (cross-listed) | 3 credit hours
The seminar will be a combination of the theoretical and practical aspects of international commercial arbitration, with an emphasis on the practical. Its centerpiece will be the handling of a mock international arbitration case from the drafting of the arbitration agreement to the drafting of a final award, with units in between on the appointment and challenge of arbitrators, discovery of documents, and a live arbitration hearing. Teams of students will participate (as counsel to the parties) in the negotiation of arbitration agreements, in the drafting of motions and replies, in oral argument on such issues as the disqualification of arbitrators and the production of documents in discovery, in the hearing in a case, and in brief writing. Playing the role of arbitrators, students will also write final arbitral awards.

To the extent time permits, the course will also consider a handful of the many difficult and, to a large extent, still unanswered questions of national and international law that are emerging as the practice of international arbitration expands, including choice of law issues and, particularly in the United States, issues of the relation between federal and state laws.

The course will be limited to 12 students. It will meet once a week for two hours. There will be no final exam.

Prerequisite: A general course in international commercial arbitration. Students not having this precise prerequisite but having had a course in arbitration generally or substantial law practice experience in arbitration may apply for admission to the course by emailing Professor Joelson at joelsonmr@msn.com.

Mutually Excluded Courses: This course is mutually exclusive with the other spring course by this same name (LAWG 2073).

Note: This course does not meet the J.D. writing requirement (WR).

LAW 710 v00 Advanced International Taxation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20710%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course is designed for those students that wish to gain a deeper understanding of the effect of certain U.S. rules governing the taxation of U.S. persons doing business overseas and foreign persons doing business in the United States. The course will cover a broad range of topics with particular emphasis on the tax consequences of cross-border reorganizations, liquidations and taxable acquisitions and dispositions. The course will cover the tax consequences of outbound transfers of assets, foreign-to-foreign transfers of assets, and inbound transfers of assets. Students will be expected to have a working knowledge of corporate taxation, and transactional aspects of subpart F and the foreign tax credit rules.

Prerequisite: Corporate Income Tax Law I (or Corporate Taxation); International Tax (or U.S. International Outbound Tax).

Recommended: Prior or concurrent enrollment in Corporate Income Tax Law II (or completion of Corporate Taxation).
LAW 1532 v00 Advanced Legal Writing for International Business Lawyers (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201532%20v00)
J.D. Seminar (cross-listed) | 2 credit hours
This course is designed to provide students interested in transactional practice with hands-on insight into the cross-border practice of business law by creating a simulated law-firm environment in which students are asked to complete tasks as if they were junior associates.

The principle objectives of the course are to teach students how to communicate clearly, concisely, and appropriately in a business-law setting, and how to apply and adapt these skills to situations involving international, cross-cultural, and even multinational business transactions. Students will practice these skills through a variety of written and oral communication exercises based on actual cross-border transactions similar to those they will likely encounter as a junior transactional associate at a law firm. The focus of this course will be on practical skills, rather than on theoretical analysis.

Although some of our discussions and exercises will involve reviewing contract provisions and students will become familiar with basic contract structure, this is not a course on contract drafting. Rather, the focus is on developing the student's practical lawyering skills such that he or she is able to effectively communicate with parties from all sides of a cross-border business transaction and to recognize and overcome the principle cultural, linguistic, and other barriers to cross-cultural communication.

Enrollment by both JD and LL.M. students is encouraged. Class time generally will be split between lecturing and in-class exercises and discussion. The majority of the in-class exercises will utilize fact scenarios from actual deals and will involve students working in small groups or teams.

Prerequisite: Legal Practice: Writing and Analysis.

Recommended: Prior or concurrent enrollment in Corporations is recommended but not required.

Mutually Excluded Courses: Students may not receive credit for both this seminar and the Advanced Legal Writing Seminar, Advanced Legal Writing and Practice for Judicial Clerks and Civil Litigators, Advanced Legal Writing: Legal Writing as a Discipline, Advanced Legal Writing: Practical Skills from Retail Industry Examples, or Writing for Law Practice.

Note: Students may request a withdrawal from an academic advisor through the due date of the final draft of Writing Project #2.

LL.M. STUDENTS: THIS COURSE REQUIRES DEPARTMENTAL PERMISSION TO ENROLL. LL.M. students cannot register or put themselves on the waitlist for this course through MyAccess. Students interested in taking this course should send an e-mail to llmas@georgetown.edu indicating their interest in the course and their previous exposure to U.S. legal writing.

LAW 702 v00 Advanced Partnership Taxation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20702%20v00)
LL.M Course | 2 credit hours
Focuses on the skills necessary (including review of transactional documents) for a tax attorney involved in advising on partnership structuring matters. Topics will include drafting the partnership agreement, allocations of tax items, amortization of partnership intangibles, classification/conversions, interplay of partnership rules on debt restructuring application of various gain triggers upon exiting from partnerships, partnership mergers and divisions, partnership equity-based compensation, and the partnership anti-abuse rules.

Prerequisite: Federal Income Taxation (formerly Taxation I); Taxation of Partnerships. Neither prerequisite may be taken concurrently.
LAW 1535 v00 Advanced Topics in Corporate Law: Management Misconduct (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201535%20v00)
J.D. Course (cross-listed) | 1 credit hour
Through the lens of Delaware law, this course will review the roles of the board of directors, senior officers, and stockholders in overseeing a corporation, monitoring management conduct, and promoting compliance. The course will consider the director’s duty of oversight, its origins, and how it has evolved. The course will examine whether senior officers owe a similar duty of oversight, or whether different duties apply. We will delve deeply into the derivative action, which is the primary enforcement mechanism through which stockholders can address management misconduct. As part of this effort, we will explore the various stages of the derivative action and consider its strengths and weaknesses.

As its source materials, the course will examine recent derivative lawsuits. The course also will consider hot-button topics, such as #MeToo issues as a business risk.

Course enrollment is limited to 35. Students are expected to possess a basic understanding of the law applicable to alternative entities and corporations. An introductory course in corporations is a prerequisite.

Learning Objectives:

After taking this course, students will be able to answer the following questions:

- What standards apply to a board and senior officers when overseeing a corporation, monitoring for misconduct, and promoting compliance?
- What is the duty of oversight, how did it arise, and how has it evolved?
- What is the nature of a stockholder derivative action, the various stages of the proceeding, and its strengths and weaknesses?
- Are stockholder derivative actions an effective way of policing management misconduct? Is the Delaware corporate model particularly prone to management misconduct?
- Do alternative structures, such as B-corps or constituency-based models, offer promising alternatives?
- Can a corporation serve morally good ends?

Prerequisite: Corporations.

Note: NOTE: In the Fall 2021 semester, this course will take place online via Zoom (https://www.law.georgetown.edu/wp-content/uploads/2021/08/Online_Class_21_Students.pdf).

ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend any class session in its entirety will result in a withdrawal. Add/Drop and Withdrawal Policies

No student will be permitted to drop this course after October 14, 2021. Failure to drop the course by October 14, 2021 will result in a withdrawal. No student may withdraw from this class without permission from the professors.
LAW 038 v02 Antitrust Economics and Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20038%20v02)
J.D. Course (cross-listed) | 4 credit hours
This course covers the major federal legislation and doctrine in the field of antitrust law with a primary focus upon governmental efforts to promote competition. Emphasis is placed upon the growing role of economic analysis and trends in judicial interpretation relating to the coordination, monopolies, mergers and joint ventures, as well as evolving legal standards, including the role of decision theory in setting legal standards.

This version of basic antitrust places greater emphasis on the tools of economic analysis that have taken on growing importance in antitrust as well as controversies between Chicago School and post-Chicago economic approaches. There is no economics prerequisite. The necessary economic tools will be developed in the course. Students should be prepared to master economic as well as legal materials. There will be written assignments that must be submitted for each class.

Recommended: Some economics background is helpful, but not required.

Mutually Excluded Courses: Students may not receive credit for both this course and Antitrust Law or Antitrust Law: A Survey from the Sherman Act of 1890 to Today's Progressive Movement.

LAW 038 v01 Antitrust Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20038%20v01)
J.D. Course (cross-listed) | 3 credit hours
This course covers the major federal legislation in the field of antitrust law, with a primary focus upon governmental efforts to promote competition, including Sections 1 and 2 of the Sherman Act, and Section 7 of the Clayton Act. Emphasis is placed upon the growing role of economic analysis and other modern trends in judicial interpretation, with an emphasis on understanding the means by which courts determine whether unilateral and collaborative business conduct is pro-competitive or anticompetitive, regardless of the particular statutory provision at issue.

Mutually Excluded Courses: Students may not receive credit for both this course and Antitrust Economics and Law or Antitrust Law: A Survey from the Sherman Act of 1890 to Today's Progressive Movement.

LAW 038 v50 Antitrust Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20038%20v50)
J.D. Course (cross-listed) | 3 credit hours
This course covers the major federal antitrust statutes and related federal agency guidelines, with a primary focus on government efforts to protect and promote competition through the Sherman Act, the Clayton Act, and Section 5 of the Federal Trade Commission Act. Emphasis is placed on the growing use of economic analysis and other modern trends in judicial interpretation of these statutes, and on recent case law addressing vertical and horizontal restraints, monopolization, and mergers.

Mutually Excluded Courses: Students may not receive credit for both this course and Antitrust Economics and Law or Antitrust Law: A Survey from the Sherman Act of 1890 to Today's Progressive Movement.

LAW 038 v03 Antitrust Law: A Survey from the Sherman Act of 1890 to Today's Progressive Movement (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20038%20v03)
J.D. Course (cross-listed) | 3 credit hours
This class will serve as a basic survey and introduction to U.S. antitrust law, but with as much focus on the historical evolution of antitrust policy objectives as on antitrust case law. The course readings will therefore include historical analyses, scholarly commentaries, proposed legislation, and contemporary advocacy material from policy activists in addition to a narrowed selection of traditional case law. The objective of this course will be not just to learn the basics of antitrust doctrine but to understand and assess contemporary critiques and proposed policy responses to the current state of that doctrine.

Mutually Excluded Courses: Students may not receive credit for both this course and Antitrust Law or Antitrust Economics and Law.
Commercial and investment arbitration have gained increasing importance in Latin America. The last decade has seen, on the one hand, substantial amendments in the arbitration laws of the region, and, on the other, an increase in the claims by investors under bilateral investment treaties and free trade agreements. But is there a Latin American arbitration? Is there a common approach to arbitration by the different countries in the region? Have the countries in the region simply adopted international standards and rules, or is there a Latin American contribution to the development of arbitration? Is there a Latin American way of conducting arbitration or rather an increasing adoption of practices and rules more akin to common law traditions? How can lawyers trained in the common-law tradition work in arbitrations subject to the laws of Latin American countries and located in Latin American venues? What have been the effects of the so-called “constitutionalization” of arbitration? Is there a uniform approach of Latin American countries to arbitration under investment treaties? Is there a trend to expand the relevance of local law in investment claims and to insist in the Calvo doctrine? Do human rights or rights of indigenous communities play a role in investment disputes? Where is the debate as to whether the existing investment treaties and the arbitration rules reflect the dominant interests of capital-exporting nations? What have been the defense strategies of Latin American states?

The mere definition of what is Latin America presents a challenge to both lawyers and historiocrats. This course will explore, with a brief introduction as to the historical differences and common grounds between the countries in the region, the responses to the different questions that arise in a region where the approach to arbitration swings from the magic solution to reduce work overload in courts to a public enemy that should be eliminated.

**Prerequisite:** Prior or concurrent enrollment in an introductory international arbitration course.

**Note:** ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety will result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar, a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

**LAW 3051 v00 Arbitration in Latin America**

This course is designed to equip students with a basic primer of topics relevant to arbitration law. The course is intended to provide students with an understanding of the basic principles of finance and accounting in order to enhance their study of tax or business law. The course is designed to equip students with a basic primer of topics relevant to a range of business law courses. Accordingly, it covers subjects such as the time value of money, the distinction between debt and equity, the role of risk in valuing financial assets, and how assets and liabilities are described in accounting materials such as balance sheets and income statements.

**Mutually Excluded Courses:** Students may not receive credit for both this course and Demystifying Finance: A Short Course for Law Students and Business Basics for Lawyers and Business and Financial Basics for Lawyers.

**LAW 3015 v00 Basic Principles of Finance**

This zero-credit pass/fail course is designed to provide students with an understanding of the basic principles of finance and accounting in order to enhance their study of tax or business law. The course is intended to provide students with little or no prior background in finance and accounting with an introduction to the core concepts, the essential vocabulary, and the basic tools of these two subject areas. The course is designed to equip students with a basic primer of topics relevant to a range of business law courses. Accordingly, it covers subjects such as the time value of money, the distinction between debt and equity, the role of risk in valuing financial assets, and how assets and liabilities are described in accounting materials such as balance sheets and income statements.

**Mutually Excluded Courses:** Students may not receive credit for this course and the J.D. course Demystifying Finance.

**Note:** This zero-credit course is delivered via distance education to all students. There is no live class session. This course is required for all Tax LLM and Executive Tax LLM students.
LAW 3026 v00 Beyond the IPO: Exempt Securities Offerings

LL.M Course (cross-listed) | 2 credit hours
The course offers an in-depth study, both from the regulator's and private practitioner's perspectives, of frequently invoked exemptions from the registration requirements of the Securities Act of 1933 that otherwise apply to offerings of securities.

Students successfully completing this course will be positioned to analyze and structure securities transactions and will heighten their awareness of the “nuts-and-bolts” of the transaction exemptions. The course will cover topical developments such as recent efforts to use transaction exemptions for initial coin offerings (ICOs) and Regulation A. The course will also cover topical developments such as recent efforts to use transaction exemptions for initial coin offerings (ICOs) and Regulation A. In that most securities transactions take place pursuant to an exemption, this course will provide an opportunity for students to analyze and structure securities transactions and will heighten their understanding of an evolving area of securities law.

Prerequisite: Prior or concurrent enrollment in Securities Regulation.

LAW 370 v02 Business and Human Rights in the Global Economy

J.D. Seminar (cross-listed) | 2 credit hours
Corporations today have a global scale as well as an impact that matches or sometimes exceeds that of governments. Their activities -- from sourcing of raw materials, to processing and production of intermediate or finished goods, to distribution and sale -- have major consequences not only for the human rights of their employees but also for the rights of the individuals and communities impacted by their operations. In many countries, government regulation and oversight are either absent or largely ineffective. Companies in turn struggle to define their responsibilities in the face of these “governance gaps” -- particularly where requirements under national law fall short of international standards in areas such as hours of work and safety and healthy.

A robust and often contentious debate over these issues culminated in the development of the U.N. Guiding Principles on Business and Human Rights (the “UNGPs”) under the leadership of Special Representative John Ruggie. These Principles establish a framework for considering the respective roles of governments and corporations and outline core concepts of human rights due diligence and effective remedy. In doing so, the UNGPs also inform and to some extent refocus efforts that have emerged over the past 20 years to address these governance gaps and have brought together stakeholders from business, labor, civil society, the investment community, and academia.

At the same time, in recent years there has been an increased push from civil society groups and certain governments to go beyond these “voluntary” efforts and develop a binding business and human rights treaty mechanism; this has met with strong opposition from business and many other governments, including the United States.

Even as “non-regulatory” approaches remain the predominant means of addressing various business and human rights challenges, there also has been a growing focus in recent years on tools through which national governments and international institutions could exercise greater leverage. This includes advocacy for stronger labor and other human rights language in trade agreements, one-way trade preference programs, procurement standards, and the rules and guidelines applied by international financial institutions – coupled with more aggressive enforcement of those criteria. Expanded efforts to advance the “regulatory” approach in trade policy and elsewhere in some cases has been met with resistance from governments and business, but there also have been examples of emerging consensus among a diverse range of stakeholders.

This course introduces students to this quickly-evolving business and human rights landscape, including the diverse set of multi-stakeholder initiatives – some, but not all, of which include government participation. We will discuss the guidance provided by the UNGPs and other instruments, the range of stakeholders and how they engage with one another, tools utilized by governments and corporations to implement human rights standards, and how all of these interact in the context of both sector-specific and cross-cutting legal and policy challenges.

Among the questions the course will examine are:

- Which human rights standards are most relevant to business?
- What are the appropriate linkages between business policies and practices and the promotion of human rights?
- Which business and human rights approaches are emerging as “best practices” and perhaps even as recognized norms?
- What tools to support those are being used by governments and corporations?
- Who are the principal stakeholders and what are their roles and objectives?
Regardless of being industry, sector specific or multi stakeholder in nature, the regulation, de-regulation, policy, practice and ever growing global litigation in this new field of practice is multifaceted, dynamic, interactive, complex and challenges business leaders, markets and even lawyers to think outside the box in order to address a challenging relationship between business, markets and society. This is where business strategy meets risks. Or instead, this is where risks eat a business strategy. As a result, business leaders, shareholders and their advisors are now required to integrate a 3D internal and external view and assessment on how to address, prevent, mitigate and remediate the social and environmental impacts (risks) of private sector operations in complex environments and with a collaborative and systems thinking approach.

Fast-forward 2020. The global COVID-19 pandemic has suddenly entered this space. It has done so highlighting the vulnerabilities and opportunities in the relationship between business, governments and society across the globe. Furthermore, the global pandemic is challenging all stakeholders not only to become relevant but to re-think, re-imagine and re-envision new models that seek engagement, resilience, addressing grievances, investment, economic recovery and accountability frameworks.

In practice, these global and ever growing litigation trends are also challenging traditional company-led corporate social responsibility (CSR) and ethics programs that have been associated with both philanthropic, corporate citizenship and company-sponsored activities that give back to societies. While many of these programs have achieved several levels of success, for many sectors in society they remain as corporate public relations or green wash exercises and demand more transparent, accountable and remediation responses. The stakes are high.

Litigation, a growing movement towards mandatory human rights and environmental due diligence and reporting requirements and other types of social demands are challenging companies to be very purposeful and accountable on how they address the environmental, social and governance negative impacts (for some) or violations (for others) of their operations. The stakes are high.

Bar Associations in America and abroad have begun issuing specific guidance on how corporate lawyers should advice their clients incorporating human rights and sustainability standards. For instance, in a Mergers and Acquisitions (M&A) transaction, corporate lawyers are most likely to encounter questions dealing with social, environmental, human rights and environmental concerns. Those advocating on behalf of environmental and human rights organizations will find their work directly intersects with company law, securities law, investment law, governance, compliance, company law and alternative dispute resolution mechanisms to name a few sub areas.

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LAW 1529 v00 China and International Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201529%20v00)
J.D. Seminar (cross-listed) | 2-3 credit hours
Over the past forty years, China has gone from one of the most isolated countries in the world to a major player in international affairs, a leading exporter, and a much more influential voice on regional security matters. Yet even with the rapid economic growth and increased influence that China has achieved over the past several decades, it maintains an ambivalent attitude towards many key aspects of international law and the architecture of global order. This class will explore China's ambivalent engagement with international law in the context of its increasing prominence as an emerging power, and will in particular look to address the question of how China might adapt to the existing world order, and the ways in which it might look to influence its evolution. The class will cover a range of issues, including China's membership in the WTO; its engagement with the international human rights regime; China's approach to international cooperation on issues like global warming and nuclear non-proliferation; and international law aspects of the dispute over the South China Sea; among others.

Learning Objectives:

This class will provide you with a solid understanding of China's approach to key international law issues, and also a sense of the Chinese government's views on international law and international legal institutions more generally. By the end of the semester, you should have a sense of how China fits into the existing global legal order, and the ways in which it is seeking to influence or even alter it. In-class discussions will also bring out the ways in which other states have sought to influence Chinese behavior, which will give you a sense of how and when relatively powerful states like China can be convinced to alter their approach to key international law issues.

For students who have not previously taken a class on public international law, this course will serve as a basic introduction to key concepts of international law (although the readings will focus very heavily on the Chinese approach, rather than the underlying law itself); for those who have taken prior international law courses, this course will serve as a useful refresher.

A core goal of the class is to understand international law from the perspective of the Chinese state. In other words, students will develop a sense of why China makes the choices it does on key international law issues, and what values and political and historical dynamics drive its decision-making. In so doing, students will gain insight into a different political-legal culture, and seek to understand how different political-legal systems – including non-democratic ones like China – come to grips with legal questions in ways that may differ markedly from the approach of the U.S. government. At the same time, having taken steps to articulate China's perspective, students may be able to see more clearly the values and political and historical factors that drive American decisions on key international law issues.

Finally, a core goal of the response papers – above and beyond demonstrating an understanding of the substance of the readings – will be to give students the chance to build their skills at analyzing legal arguments, and in building their own written arguments in response to them. As noted below, response papers will be graded both on the basis of demonstrated mastery of the material, and also on the basis of the successful construction of a persuasive and fact-based argument.

Recommended: International Law I: Introduction to International Law.

Note: This seminar requires a paper. Students must register for the 3 credit section of the seminar if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement. The paper requirements of the 2 credit section will not fulfill the Upperclass Legal Writing Requirement.
LAW 950 v01 Complex Securities Investigations (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20950%20v01)
LL.M Course (cross-listed) | 2 credit hours
The course is designed to provide a practical survey of a complex securities investigation from inception through the Wells process, civil and criminal charging decisions, and trial. Representing a public company, its officers, employees or directors requires a thorough understanding of the tools and strategies employed by the civil and criminal regulators. We will consider a variety of common practice issues including managing concurrent SEC and DOJ investigations, structuring and conducting the internal investigation; responding to SEC document subpoenas; conducting witness interviews; and, the application of the corporate privilege, attorney-client privilege, work product doctrine, and governmental privileges. The self-reporting and professional responsibility provisions of Sarbanes-Oxley and the SEC’s cooperation initiative present a variety of difficult practice issues that are critical to a lawyer’s fundamental responsibility to represent solely the client’s interests. Students will gain practical knowledge of the issues and opportunities arising through interaction and negotiation with the SEC and DOJ during the investigative process, and the strategic decisions of waiver and cooperation to achieve the optimal result for the client.

Recommended: Criminal Justice (or Democracy and Coercion) or Criminal Procedure or a course in White Collar Crime

LAW 804 v04 Conflict of Laws (Private International Law) (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20804%20v04)
J.D. Course | 3 credit hours
Increasingly, lawyers find themselves planning transactions or litigating cases involving persons or events connected with more than one state or nation. This course examines the principal approaches relied on by U.S. courts to determine what law to apply when some or all of the operative facts underlying a claim or defense arise in another state or nation. This course also considers the criteria used by U.S. courts in recognizing and enforcing the judgments of the courts of other states or nations.

LAW 822 v00 Consolidated Returns (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20822%20v00)
LL.M Course | 2 credit hours
This course studies the law and regulations governing the taxation of corporations filing consolidated federal income tax returns. This course is highly recommended for students who intend to practice corporate tax law because it will focus on consolidated return principles that affect corporate tax planning, mergers and acquisitions. The course will cover the following subjects: eligibility to file consolidated returns; treatment of business transactions within the group; treatment of dividends and other distributions within the group; adjustments to the basis of stock of members of the group; treatment of acquisitions of another consolidated group; treatment of dispositions of subsidiaries of a group; consolidated return treatment of the group’s favorable tax attributes; use of disregarded entities by a consolidated group; and treatment of earnings and profits accounts. The consequences of filing consolidated returns in specific situations are considered as each topic is covered.

Prerequisite: Federal Income Taxation (formerly Taxation I); Corporate Income Tax Law I.

LAW 848 v00 Corporate Income Tax Law I (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20848%20v00)
LL.M Course (cross-listed) | 2 credit hours
Examines the federal income tax effects of certain basic transactions involving corporations and their shareholders. Principal subjects covered include corporate formation and capital structure, distributions to shareholders, redemptions and liquidations. Major emphasis is upon Internal Revenue Code Sections 301-362 and related Treasury Regulations.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Recommended: Corporations.

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. course, Corporate Taxation (formerly Taxation II).

Note: Required for Taxation LL.M. and Executive Tax LL.M. degree.

J.D. Students: Registration for the Spring 2022 section of this course will be open to Evening Division students only during the initial J.D. student registration windows. Full-time Day Division students will be able to add or waitlist this course beginning at 9:30 a.m. ET on November 10.

LAW 850 v00 Corporate Income Tax Law II (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20850%20v00)
LL.M Course (cross-listed) | 2 credit hours
Continues the study of provisions of the federal income tax law applicable to corporations and their shareholders. Detailed study is given to corporate reorganizations under Subchapter C, including acquisitions, divisive reorganizations, and recapitalizations; the treatment of boot; the basis provisions; the assumption of liabilities; and related matters. Consideration also is given to carryovers of corporate tax attributes, including restrictions applicable to loss corporations.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Recommended: Prior or concurrent enrollment in Corporate Income Tax Law I.

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. courses, Corporate Taxation (formerly Taxation II) or Corporate Tax Planning in Practice: Structuring and Negotiating the Deal.

Note: Note for the section taught by Professors Solomon and Richman:

J.D. Students: Registration for this course will be open to Evening Division students only during the initial J.D. student registration windows. Full-time Day Division students will be able to add or waitlist this course beginning at 9:30 a.m. ET on November 10.
LAW 121 v01 Corporations
J.D. Course (cross-listed) | 4 credit hours
Students should note that Corporations is a prerequisite for Corporate Finance, Securities Regulation, Business Planning Seminar, and many corporate law seminars.

This is a basic course in business corporations. Brief coverage is given to factors bearing on choice of organization, including partnership attributes, process of corporate formation, corporate privileges and powers, corporate capital structure, and limited liability. Close examination is given to the governance structure of the corporation and the fiduciary obligations of directors and officers. The particular nature of the public corporation is explored. Topics studied may include stock trading by corporate insiders, transactions in corporation control, and the procedural problems in stockholder derivative suits. Along with a focus on such policy questions as federal-state jurisdiction, the nature of the corporate governance system, and the role of the corporation in modern society, the course deals with the role of the lawyer in corporate matters.

LAW 121 v05 Corporations
J.D. Course (cross-listed) | 3 credit hours
This is a basic course in business corporations. This course explores the governance structure of the corporation and the fiduciary obligations of directors and officers, with a particular focus on the nature of the public corporation. Topics studied may include: the role of shareholders in contrast with the role of directors and officers, the issues surrounding transactions in corporation control, and the procedural problems in stockholder derivative suits. Policy questions such as federal-state jurisdiction, the nature of the corporate governance system, the role of the corporation in modern society, and the role of the lawyer in corporate matters may also be included.

Note: This course will not cover alternative entities or federal securities law.

Note: For students enrolled in Professor Sale's Corporations course: Students should keep their schedules open for the full Monday and Wednesday, 9:00 am - 11:00 am block to accommodate one or more rescheduled classes that the professor anticipates needing to schedule.

LAW 121 v06 Corporations
J.D. Course (cross-listed) | 4 credit hours
Students should note that Corporations is a prerequisite for Corporate Finance, Securities Regulation, Business Planning Seminar, and other advanced business law courses.

This course covers the practical aspects of organizing and operating various types of business entity, as well as the policy considerations relating to their governance and to the roles of large businesses in society. It covers choice of entity, including the attributes of partnerships, limited liability companies, and corporations; the process of forming different types of entity; and the nature and limitations of limited liability associated with corporations and limited liability companies. It considers planning and structuring different types of entity, including capital structure and governance mechanisms. The course pays particular attention to the practical and policy considerations of governance in the large, public company as well as the fiduciary obligations of officers and directors. In order to provide a basis for understanding cases related to liability for breach of fiduciary duty, students will be exposed to the procedural aspects of derivative suit litigation. In connection with the major policy issues in corporation law, students will discuss the role of the lawyer in advising business clients. Other topics studied may include insider trading and transactions in corporation control.

LAW 121 v08 Corporations
LL.M Course | 3 credit hours
Students should note that Corporations is a prerequisite for Advanced Corporate Law, Comparative Corporate Law, Corporate Finance, Securities Regulation, Business Planning Seminar, and corporate law seminars.

This is a basic course in business corporations. Brief coverage is given to factors bearing on choice of organization, including partnership attributes, process of corporate formation, corporate privileges and powers, corporate capital structure, and limited liability. Close examination is given to the governance structure of the corporation and the fiduciary obligations of directors and officers. The particular nature of the public corporation is explored. Topics studied may include stock trading by corporate insiders, transactions in corporation control, and the procedural problems in stockholder derivative suits. Along with a focus on such policy questions as federal-state jurisdiction, the nature of the corporate governance system, and the role of the corporation in modern society, the course deals with the role of the lawyer in corporate matters.

Prof. De Amicis’ course will presume familiarity with the basic vocabulary and fundamental concepts of corporate law and focus on salient divergent features of US corporate law.

Note: This section is for foreign-educated LL.M.s only. J.D. students and LL.M. students who received their law degrees in the U.S. MAY NOT register for this course.
LAW 121 v09 Corporations (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20121%20v09)
LL.M Course | 3 credit hours
Students should note that Corporations is a prerequisite for Advanced Corporate Law, Comparative Corporate Law, Corporate Finance, Securities Regulation, Business Planning Seminar, and corporate law seminars.

This is a basic course in business organizations with a primary focus on corporations and including a brief examination of limited liability companies. Throughout the course, students will consider the role of lawyers in corporate matters. Brief coverage is given to factors bearing on choice of organization, including process of corporate formation, corporate privileges and powers, corporate capital structure, and limited liability. Close examination is given to the governance structure of the corporation and the obligations of directors and officers. The particular nature of the public corporation is explored. Topics studied may include stock trading by corporate insiders, transactions in corporation control, the procedural problems in stockholder derivative suits, and judicial disregard of the corporate form.

Note: This section is for foreign-educated LL.M.s only. J.D. students and LL.M. students who received their law degrees in the U.S. MAY NOT register for this course.

LAW 3111 v00 Criminal Tax Law and Procedure (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203111%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This course examines the life cycle of a criminal tax case, including the warning signs that a civil tax case may be referred for criminal investigation, applicable privileges, potential defenses, the opening of an administrative investigation, sources of information, authorization of a grand jury investigation and prosecution, best practices in plea negotiations, trial strategies, sentencing, and collateral and civil tax consequences. The course also will address current priorities of IRS Criminal Investigation and the Department of Justice, and cases pulled from the headlines.

Prerequisite: Federal Income Taxation (formerly Taxation I)

Recommended: Tax Practice and Procedure, Criminal Law and Procedure

LAW 982 v00 Cross-Border Commercial Regulation: Aviation and Maritime Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20982%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This seminar examines U.S. and international law applicable to aviation and maritime services worldwide. It includes the transportation of both passengers and cargo by air as well as sea. It reviews the evolution and progress made in international law liability conventions (Warsaw, Montreal 1999, Athens 2002) that are applicable to passengers and cargo involved in air as well as sea transport and mishaps/disasters. It examines the emerging applicability of both environmental and security laws and treaties in this area. In the context of public international law, the seminar focuses on the 1944 Chicago Convention and the evolution of restrictive bilateral air transport agreements into the current system of bilateral and multilateral open skies agreements that govern the movement of most passenger as well as cargo airlines of all nationalities throughout the world. The sometimes inconsistent application of U.S. and E.U. competition laws and policies is studied, particularly as they currently govern the developing practices of code sharing among international airlines and comparable global alliances among shipping lines. Also examined are the legal as well as economic (and practical) consequences of these alliances. Finally, the seminar examines the area of aircraft hijacking and the steps the international community has taken to meet these threats.

Recommended: Conflict of Laws: Choice of Law; International Law I: Introduction to International Law (for foreign-educated students, knowledge of these topics from home country study or practice is sufficient.)
LAW 807 v00 Cross-Border Transactions in Latin America (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20807%20v00)

LL.M Seminar (cross-listed) | 1 credit hour
The course is designed to give students an overview and practical insight on the legal aspects of doing business with or investing in Latin America. The course will focus on Mexico, but will also address legal issues associated with doing business in Central and South American countries. Topics will be discussed from the perspective of U.S. investors doing business in the region, and will cover the legal implications of cross-border distribution, licensing and joint venture arrangements, acquisitions and direct investments, labor planning and creditor rights.

Recommended: Contracts, Corporations, and International Business Transactions.

Note: NOTE: In the Fall 2021 semester, this course will take place online via Zoom (https://www.law.georgetown.edu/wp-content/uploads/2021/08/Online_Class_21_Students.pdf).

ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

LAW 2038 v00 Current Issues in Tax Policy (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202038%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This colloquium will offer students an opportunity to examine current tax policy issues in depth and at an advanced level, with discussions led by policymakers, economists, and other tax experts. The course will discuss various current and recent legislative proposals at a detailed level and examine the economic, tax policy, and political considerations underlying the decisions that have been made in each proposal. This will include infrastructure, wealth tax, cross-border tax, consumption taxes and other politically salient tax policy topics. It will explore the economic and policy literature surrounding the issues of economic welfare and competitiveness. The course will also examine issues such as tax expenditures, debt vs. equity, cost recovery, and various tax incentives. Reading materials generally will be supplied and will include economic and tax policy papers, legislative proposals, and technical explanations. The course is intended to be highly interactive with students discussing design and policy issues with leading experts in the field. The grade for this course will be based primarily on papers that students submit addressing policy topics discussed by the guest speakers. Useful class participation will be taken into account as a plus in determining the final grade. There will be no final exam.

Prerequisite: Federal Income Taxation (formerly Taxation I).

LAW 014 v01 Current Issues in Transnational (Private International) Law Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20014%20v01)
J.D. Seminar (cross-listed) | 2-3 credit hours
This seminar provides an introduction to the increasingly important field of private international law as well as an opportunity to explore in depth specific issues now under active consideration in the various international and regional organizations working on the development, codification and harmonization of private international law. Beyond the “classic” questions of jurisdiction, choice of law, judicial assistance and enforcement of judgments, we will explore such substantive topics as international sale of goods, cross-border consumer protection, secured transactions, international securities law, international intellectual property, transport of goods by sea, transnational leasing law, dispute settlement mechanisms, international family law (including international adoption, abduction and enforcement of child support and family maintenance), international privacy and data protection, and even wills and trusts in their cross-border contexts. All students will be expected to choose a topic and to research and to present key findings and recommendations to the class.

This course requires a paper and an oral presentation. It is open to J.D. and LL.M. students. For J.D. students who choose the 3 credit "writing seminar" option, the objective will be to research and write analytical papers of publishable quality on discrete topics of current importance in transnational practice. Students will be required to satisfy the WR requirement including (1) selection of a topic approved by the professor, (2) submission of an outline, followed by feedback from the professor, (3) submission of a draft paper of at least 6,000 words exclusive of footnotes, followed by feedback from the professor, and (4) submission of a final paper of at least 6,000 words exclusive of footnotes, incorporating the professor’s suggested revisions. The paper must use legal forms of citation, where appropriate.

Learning goals for this course:
Familiarity with substance of "Private International Law”; ability to research effectively in the field; to write coherently and present conclusions orally; to understand relationship between international and domestic law.

Recommended: International Law I.

Note: This course requires a paper. Students must register for the 3 credit section of the course if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement. The paper requirements of the 2 credit section will not fulfill the Upperclass Legal Writing Requirement.
LAW 2043 v01 Current Topics in International Investment Arbitration

LL.M Seminar (cross-listed) | 1 credit hour
International investment arbitration is a fast moving field, with new issues rapidly becoming pivotal to legal practice. This weekly seminar will delve into the cutting-edge topics that promise to make a mark on the field. For the 2021 edition of the course, these hot topics will include, among others, fundamental reform to the international investment dispute resolution system (ISDS), the problem of corruption allegations, and the role of human rights in investment disputes. The goal of this course is not only to inform students about these emerging issues, but also to give students the analytical tools needed to thrive in a field defined by rapid change.

The course will not rely on a casebook, but instead will use awards and articles to further its goal of exploring emerging issues. Students are expected to read all of the materials and be prepared to engage in active discussion in each class. Twenty-five percent of the grade will be based on class participation, twenty-five percent on participation in formal in-class debates during the last week of class, and fifty percent on a final paper (on an issue of the student’s choice) to be submitted at the end of the seminar. As this is a class on questions for which there are few clear answers, there will be no final exam.

Strongly Recommended: It is recommended that students have completed a course in commercial or investment arbitration prior to the seminar, or otherwise have some experience in arbitration.

Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

NOTE: For the Fall 2021 semester, mandatory attendance rules will not be enforced for this course; students will not automatically be dropped or withdrawn upon missing a class session. Students who miss class due to COVID-19 symptoms, quarantine, isolation, or other disruptions should contact the professor(s). Regular attendance and participation in all class sessions is expected, and students may be withdrawn, at the request of the faculty, if absent without good cause.

LAW 459 v01 The Economics of Structuring Transactions

J.D. Course (cross-listed) | 4 credit hours
This course examines how attorneys and other professionals create value through transaction engineering. The course is organized in two parts. The first part of the course studies various barriers to transacting, including collective action problems, information problems, risk and uncertainty, and contracting over time, and a range of responses grounded in game theory, contract theory, and decision theory. The second part studies a series of real transactions. Students will be divided into work groups, each of which will be responsible for selecting and presenting a transaction to the class. Grades will be based on an individual problem set, the group presentation, and a take-home final examination.

Course Objective and Learning Outcomes: The objective of the course is to understand the proper role of deal lawyers. It forwards the idea of deal lawyers as transaction cost engineers who seek to increase the value of transactions by devising mechanisms to mitigate common barriers to efficient bargains. We study four types of barriers—collective action problems (free rider and holdout problems), information problems (moral hazard and adverse selection), risk and uncertainty, and contracting over time—and a number of responses (contractual and other mechanisms) grounded in game theory, contract theory, and decision theory. By the end of the course, I expect students to (i) have a good understanding of these barriers and the responses that deal lawyers have devised to overcome them and (ii) demonstrate the ability to recognize these barriers in different transaction contexts and to fashion solutions to them.

Prerequisite: Corporations.

Recommended: Prior or concurrent enrollment in Securities Regulation.

LAW 969 v00 Derivatives Regulation

LL.M Seminar (cross-listed) | 2 credit hours
Derivatives, including virtual currencies, are a large, dynamic and rapidly evolving part of the world's financial markets. The size and importance of these markets alone would make derivatives regulation a worthy part of law school study, particularly for those interested in financial markets. Add to that a significant change in the regulatory framework on a scale unseen since the 1930's and it is clear that there has never been a better time to study the legal issues and operational challenges for market participants. This course will focus on the regulation of derivatives under the Commodity Exchange Act, as amended by Dodd-Frank, and as implemented by the Commodity Futures Trading Commission. This course is designed as a “Derivatives 101” equivalent, providing a broad overview of the regulation of derivatives. No prior knowledge of derivatives is required to succeed in this course. The course will include an in-depth look at the new regulatory requirements and issues with respect to (i) market transparency and integrity, such as preventing market manipulation, disruptive trading practices, and so-called excessive speculation; (ii) the increasing use of automated trading systems and high-frequency trading in commodity markets; and (iii) the interplay between Congress, the federal market regulators, and the entities subject to financial market regulation. Students will be presented with the same questions of law confronting attorneys advising entities trading in derivatives markets, regulators, and the courts.
The required course textbook is:


Additional case studies, such as Henry A. Davis, ed., Project Finance: Practical Case Studies, Second Edition (two volume set: Volume I – Water and Power, and Volume II – Resources and Infrastructure), and other materials not in the above publication will be provided.

Learning objectives:

The course is based on four major themes and aims to teach students to analyze issues in light of each theme: (i) allocation of risk, (ii) non-recourse or limited recourse arrangements, (iii) effective contract structures, and (iv) financeability. The class will focus on both theory (risk analysis and mitigation) and practice (critiquing and drafting agreements). Both the written assignment and the workshop will focus on practical matters relating to practice issues.

Mutually Excluded Courses: Students may not receive credit for both this course and Domestic and International Project Finance & Development: Case Studies; or the J.D. course, International Project Finance; or International Project Finance and Investment and Project Development and Finance.

Note: Students may not withdraw from this class after the add/drop period ends without the permission of the professor.
LAW 160 v04 Drafting Contracts

This course introduces foreign-educated LL.M. students to the principles, processes and techniques for drafting contracts in the United States, but with a cross-border, multi-country setting. Students will develop skills in reading and interpreting a contract and will thereby better understand the function of its component provisions. Students will learn how to draft contract provisions with precision and clarity. Among the topics covered will be: the structure of the contract, representations, covenants, conditions, allocation of risk, incentives, stipulative provisions, remedies, enforceability, and applicable law. The course will address the lawyer’s role in deal-making, including the negotiation of the contract’s terms and related ethical and practical aspects of transactional practice. Some attention will be devoted to characteristics of U.S. legal culture that contribute to the distinct features of its contracts.

Note: The course is graded pass-fail. This class is only open to foreign educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree).

Section 13 is FIRST CLASS ATTENDANCE IS MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. NOTE: For the Fall 2021 semester, mandatory first class attendance rules will not be enforced for this course. Enrolled students will not be dropped if not in attendance at the start of the first class, and waitlisted students will remain eligible to be admitted off the waitlist if not in attendance at the start of the first class. For the Spring 2022 semester, mandatory first class attendance rules will not be enforced for this course. Enrolled students will not be dropped if not in attendance at the start of the first class, and waitlisted students will remain eligible to be admitted off the waitlist if not in attendance at the start of the first class.

LAW 160 v06 Drafting Contracts

This course introduces foreign-educated LL.M. students to the principles, processes and techniques for drafting contracts in the United States, but with a cross-border, multi-country setting. Students will develop skills in reading and interpreting a contract and will thereby better understand the function of its component provisions. Students will learn how to draft contract provisions with precision and clarity. Among the topics covered will be: the structure of the contract, representations, covenants, conditions, allocation of risk, incentives, stipulative provisions, remedies, enforceability, and applicable law. The course will address the lawyer’s role in deal-making, including the negotiation of the contract’s terms and related ethical and practical aspects of transactional practice. Some attention will be devoted to characteristics of U.S. legal culture that contribute to the distinct features of its contracts.

Note: This class is mandatory for, and restricted to, students enrolled in the Two-Year LL.M. with a Certificate in Legal English.
LAW 919 v00 Drafting Partnership & LLC Agreements

LL.M Course (cross-listed) | 1 credit hour
This course applies practical approaches to assist students in understanding the tax and business arrangements of joint ventures, limited partnerships, and limited liability companies, ranging from the common to the complex. The course also presents and analyzes the drafting techniques necessary to actually implement such arrangements by concentrating on the tax and business provisions in term sheets and limited partnership/limited liability company agreements.

Prerequisite: Federal Income Taxation (formerly Taxation I), prior or concurrent enrollment in Taxation of Partnerships (recommended prior enrollment in Taxation of Partnerships).

Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

NOTE: Mandatory attendance rules will be enforced for this class for the Spring 2022 semester. Students who cannot attend class in person due to COVID-19 symptoms, quarantine, or isolation should contact the professor(s) and attend class synchronously online via Zoom (https://www.law.georgetown.edu/wp-content/uploads/2021/08/Online_Class_21_Students.pdf). Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course. While the first two days of this course meet during the Fall add/drop period, a student may only drop this course without a transcript notation prior to the start of the second class session by submitting a written request to the Office of the Registrar. After the start of the second class session, a student must seek permission from an advisor to withdraw.

LAW 219 v00 Emerging Growth Companies and Venture Capital Financings

J.D. Course | 2 credit hours
This course covers the legal and business issues that arise in the context of representing emerging growth companies and the venture capital investors who provide an important source of capital to such companies. In particular, the course will focus on the legal issues typically encountered by private companies at formation, financing, operation and key corporate events, including acquisition transactions and public offerings. Topics covered include corporate formation and governance, venture capital financing, employment and equity compensation matters, protection of intellectual property, securities laws compliance and exit strategies through merger, acquisition or initial public offering. The course will offer an introduction to these topics through the eyes of attorneys who practice in a Silicon Valley-based law firm active in the East Coast technology and life sciences market and will also include guest presentations by industry participants, such as venture capitalists, angel investors and entrepreneurs. The course will include a practice exercise designed to introduce students, working in practice teams, to the process of structuring and executing venture capital transactions.

Prerequisite: Corporations.

LAW 3011 v00 Employee Benefits Practicum

LL.M Seminar (cross-listed) | 4 credit hours
This course will focus on the practical application of ERISA principles as applied to qualified and non-qualified retirement plans, health and welfare plans and executive compensation. Students will draft plan documents and summary plan descriptions; review employee communications; draft memos and responses to participant inquiries; conduct legal research; conduct due diligence with respect to employee benefits in corporate transactions; negotiate and draft the asset purchase provisions of corporate transactions; negotiate and draft vendor contract provisions; review Securities & Exchange filings with respect to employee benefit plan footnotes and executive compensation disclosures; review the principles of employee benefits in bankruptcy; review principles of labor law as it impacts employee benefits in collective bargaining; review the avoidance and management of ERISA litigation; consider the legal ethics with respect to representing various parties in an ERISA dispute; and other practical considerations in dealing with employees, government agencies, participants, insurance companies and other vendors and plan sponsors.


If you do not have any experience or knowledge about employee benefits, you need Professor approval to take this class.

Mutually Excluded Courses: Survey of Employee Benefits Law

Note: Required for the Employee Benefits Certificate.

Course open to J.D. students who possess significant ERISA experience and only with professor permission - no exceptions. Interested students should contact Ellis Duncan via email at ged5@law.georgetown.edu between August 1 - August 30, 2021 for permission to take this class.
LAW 3004 v00 Employee Benefits: Executive Compensation [http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203004%20v00]
LL.M Course (cross-listed) | 2 credit hours
This class will focus on the tax aspects associated with nonqualified deferred compensation, including the tax doctrines of constructive receipt and economic benefits, as well as the three different income tax regimes set forth in section 409A, section 457A and section 457(f), and the employment tax regime under section 3121(v). In addition to exploring the various rules and the Federal tax consequences under these and other Code sections, including sections 162(m), 280G and 4960, consideration will be given to the tax policy issues driving the varying treatment and the design, drafting and implementation of many types of executive compensation arrangements, including equity compensation awards, traditional nonqualified deferred compensation plans, SERPS, excess benefit plans, rabbi trusts and top hat plans. This class will also provide an introduction to the registration and reporting requirements under the Securities Act of 1933 and the Securities Exchange Act of 1934, respectively, regarding executive compensation arrangements.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for this course and Taxation of Nonqualified Deferred Compensation.

Note: This course is required for the Employee Benefits Certificate.

This course is open to J.D. students by professor permission. Interested students should contact Ellis Duncan via email at ged5@law.georgetown.edu between August 1 - August 30, 2021 for permission to take this class.

LAW 3005 v00 Employee Benefits: Qualified Retirement Plans [http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203005%20v00]
LL.M Course (cross-listed) | 2 credit hours
This course addresses the basic structure, operation, and requirements for establishing and maintaining tax-qualified pension, profit-sharing, and 401(k) plans under section 401(a) of the Internal Revenue Code and related provisions of ERISA, including plan document, coverage, accrual, vesting, nondiscrimination requirements, taxation of distributions and related fiduciary obligations.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for this course, Retirement Plan Qualification Requirements, Retirement Plans - Design and Taxation, or Retirement Income: Taxation and Regulation.

Note: This course is required for the Employee Benefits Certificate.

This course is open to J.D. students by professor permission. Interested students should contact Ellis Duncan via email at ged5@law.georgetown.edu between August 1 - August 30, 2021 for permission to take this class.

LAW 2009 v01 Energy Trading and Market Regulation [http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202009%20v01]
LL.M Seminar (cross-listed) | 2 credit hours
Energy markets are dynamic and growing rapidly, creating new business opportunities and legal challenges not only for traditional energy companies such as utilities, pipelines, natural gas producers and independent power producers, but also for newer market entrants including investment banks, demand response providers, smart grid and renewable energy companies, storage providers, hedge funds, and large industrial and commercial consumers of natural gas and electricity. The course will focus on the economic regulation of physical energy markets by the Federal Energy Regulatory Commission (FERC), primarily the regulation of transmission, price and competition in the electric and natural gas markets. We will examine six main areas: (i) restructuring and deregulation under the Federal Power Act and Natural Gas Act; (ii) the current model of energy market enforcement and compliance derived, in large part, from securities market regulation; (iii) the legal, regulatory and market responses to ongoing challenges, including market based pricing, market structure and the prevention of market manipulation and market power abuse; (iv) foundational laws and policies governing energy markets and non-discriminatory transmission by wire and pipeline of the electricity and natural gas commodities; (v) “hot topics” such as carbon pricing in organized wholesale electricity markets, the shale gas revolution, the impact of subsidies for certain resources, pipeline and electric transmission infrastructure development and cost allocation, and integrating demand resources and renewables; and (vi) the constant interplay among Congress, federal and state energy regulatory agencies and market participants. Students will gain an appreciation for the legal and market challenges confronted by market participants. Some sessions will feature guest lecturers. There will be no final examination. Instead, each student’s grade will be based on a final paper that takes a position on a key legal or policy issue and defends that position persuasively, two quizzes during the semester, and class participation.
LAW 1617 v00 Entrepreneurship: The Lifecycle of a Business (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201617%20v00)
J.D. Course (cross-listed) | 2 credit hours
This course is targeted towards law students who are interested in participating in an entrepreneurial venture at some point in their career, whether in a business or legal role (i.e., as internal or external advisor). To be clear, it is a business class, not a traditional law class, although legal issues will be highlighted and addressed throughout, as they would be if taught to business students since business and legal issues are always closely intertwined. The primary objective of this course is to give students an understanding of and appreciation for the primary and critical steps in the lifecycle of a startup, from inception to raising capital to scaling/business execution to exit.

The course takes a real-world approach to learning, leveraging heavily off the extensive experience of the Professor, who has successfully executed two entrepreneurial ventures, as well as guest speakers with particular expertise in certain topics covered by the course and a simulation group exercise involving a real-life start-up scenario. This perspective should help prepare students for the real-life challenges (and rewards) of starting a business, as well as identify the primary and critical steps in the lifecycle of a start-up, from inception to raising capital to scaling/business execution to exit.

**Course Goals / Student Learning Outcomes:**

- At the end of the class, students will understand how to, among other important topics:
  - start and structure a business with the right team and idea;
  - draft an effective business plan and raise capital from different sources;
  - build a collaborative company culture and infrastructure for scalability; and
  - exit the business while maximizing value.
- The goal is to give students an understanding of and appreciation for the primary steps in the lifecycle of a startup, from inception to raising capital to scaling/business execution to exit.
- Students will gain an appreciation for the practical requirements and challenges (and rewards) of starting and building a business, as well as the attendant legal issues at each step in the startup process.

**Recommended:** Corporations.

**Mutually Excluded Courses:** Students may not receive credit for this course and Entrepreneurship and the Law: Evaluating Client Business Plans and Growth Strategies or Entrepreneurship: Scaling a Business from Inception to Exit.

LAW 3009 v00 Ethics in International Arbitration (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203009%20v00)
LL.M Seminar (cross-listed) | 1 credit hour
This course will consider ethics principles governing the conduct of counsel, arbitrators and expert witnesses in international commercial and investment arbitrations. Topics will include recent developments in the IBA Guidelines on Conflicts of Interest in International Arbitration and the IBA Guidelines on Party Representation in International Arbitration, other soft law instruments such as the ABA/AAA Code of Ethics for Arbitrators in Commercial Disputes, national law regulation of the conduct of arbitrators and counsel in international arbitrations, ethics requirements included in international arbitration rules and ethics requirements for witnesses in international arbitrations, as well as recent ethics-related jurisprudence from ICSID, arbitral institutions and various national courts.

**Learning Objectives:**

This course has the following goals:

- To enable the student to identify fundamental differences between the ethics obligations of principal participants (arbitrators, counsel and witnesses, particularly expert witnesses) in international arbitrations (involving participants from a multiplicity of States and legal systems and a forum intended to be perceived as neutral and thus largely outside the influence of the particular national legal systems of the parties) and the ethics obligations of principal participants in national judicial systems.
- To identify the complex regulatory, choice of law and legal culture problems involved in identifying the sources and content of ethics obligations of participants in international arbitrations in light of the diversity of legal and national cultures involved and to compare and contrast with the sources and content of ethics obligations of participants appearing in national courts.
- To identify possible remedies for breaches by participants in international arbitrations of their ethics obligations (if any) and to compare and contrast with remedies in national courts.

My objective will be to enable students, by the end of the sessions, to be able to:

- describe the subject areas covered (or not covered) by ethics responsibilities for principal participants (arbitrators, counsel and witnesses) in international arbitration
- describe how those areas may differ in sources and content, when compared with national court systems,
- recognize and explain why the ethics responsibilities of participants in international arbitration differ from the ethics responsibilities of similar participants in national court systems
- describe important uncertainties with respect to ethics obligations of those participants, and
- apply that learning to advise clients and counterparties on complying with those responsibilities or, when the nature of those responsibilities are uncertain, how to manage the arbitral process in light of those uncertainties.

**Recommended:** Prior or concurrent course in international commercial or international investment arbitration.

**Note:** FIRST CLASS ATTENDANCE MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist.

**NOTE:** For the Spring 2022 semester, mandatory attendance rules will not be enforced for this course; students will not automatically be dropped or excluded from the course for non-attendance.

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LAW 462 v00 EU Law: Selected Topics in ECJ Jurisprudence (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20462%20v00)

J.D. Course (cross-listed) | 1 credit hour
The course examines the role the European Court of Justice plays in the shaping of European private law as it relates to the functioning of the EU Single Market. It focuses on the way in which the court has interpreted the EU Treaty in order to ensure effectiveness of EU law, and analyzes some of the landmark cases in that area. The course also shows how the court has dealt with the interpretation of directives, particularly in the field of consumer protection, and what impact this case law has on national law making.

Note: WEEK ONE COURSE. This seminar will meet for one week only, on the following days: Monday, January 10, 2022, through Thursday, January 13, 2022, 9:00 a.m. - 12:20 p.m. The course will have a take-home exam that must be completed between January 21 and January 28, 2022. This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students.

ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. NOTE: For the Spring 2022 semester, mandatory attendance rules will not be enforced for this course; students will not automatically be dropped or withdrawn upon missing a class session. Students who miss class due to COVID-19 symptoms, quarantine, isolation, or other disruptions should contact the professor(s). Regular attendance and participation in all class sessions is expected, and students may be withdrawn, at the request of the faculty, if absent without good cause. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

LAW 816 v08 European Union Law: Foundations and International Reach (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20816%20v08)

J.D. Seminar (cross-listed) | 2 credit hours
How is the European Union rewriting the global rulebook for the digital economy, in areas ranging from data protection law to platform services? Why does it control data flows from Europe and challenge government surveillance laws in the United States and elsewhere? How is the EU adapting to change in the global trade and investment system, including the retreat from investor-state dispute settlement? What legal tools can “Brussels” deploy to rein in illiberal EU member states and respond to foreign policy challenges from outside its borders? Does the United Kingdom, following Brexit, remain substantially tied to the EU legal system?

This two-credit survey tackles such questions in the course of providing a comprehensive introduction to the scope and operation of the law of the European Union. The course begins by focusing on the key legal and political dimensions of European integration and the main features of the succession of treaties that have led to today's Union. Next the course examines the EU judiciary and its relationship to national constitutional courts, followed by consideration of the EU's increasingly important fundamental rights and rule of law frameworks. Our examination of the EU's foundations concludes with the EU's unique economic accomplishment, the Single Market. The second half of the course explores several dimensions of the EU's growing international reach. We focus on its role as an international actor, for example through adoption of economic sanctions, and on EU law governing external trade and foreign investment, including the complex legal relationship with the United Kingdom following Brexit. The final three classes take up the EU's growing body of legislation on the digital economy, most notably its legislation and jurisprudence on data privacy as it affects international commerce as well as international law enforcement and security cooperation.

The course is led by instructors with long experience counseling the U.S. government and private sector in Washington and in Brussels on how to engage with and understand the EU and its governing institutions. (Views expressed by the instructors are their own, not attributable to their employers.) Ranging across EU constitutional, administrative, human rights, economic, security and foreign relations law, the course includes comparisons to U.S. legal concepts and cases as appropriate. Students also will gain a political appreciation for how EU bodies interact with each other and with member states and third countries. A research memorandum on a current EU law topic is the principal form of assessment.

The course has no prerequisites. International Law or related courses may be useful at the margins. Students who have taken European Law and Policy in Times of Crisis are not eligible to enroll.

Learning Objectives:

• Recognizing and appreciating the legal fundamentals and doctrines that underpin the European Union, the historical and current context in which European integration has evolved, and the nature of the relationship between EU institutions and Member States.

• Understanding general structure and specific instruments of EU primary and secondary law, in particular the text of essential articles in the EU Treaties, as well as gaining facility in identifying and working with a variety of EU law source materials.

• Connecting and applying legal understandings to current/ongoing political developments involving the EU, member states and third countries, including by producing a professional-caliber legal research memorandum on an EU law topic of personal interest or selected from a list provided by the instructors.
LAW 722 v02 Federal Limitations on State and Local Taxation

LL.M Course/Seminar (cross-listed) | 2-3 credit hours
As an instrument of federalism, the U.S. Constitution plays a vital role in defining state and local governments’ taxing powers. In some instances, this is accomplished by express Constitutional provisions; in others, by express or implied grants of authority to the legislative, executive or judicial branches of government. This advanced state and local tax course will explore and analyze Constitutional provisions that limit (and sometimes expand) state and local taxing powers. It will include a historical review of Supreme Court jurisprudence that underscores the inherent complexities and tensions precipitated by the intersection of federalism and the underlying goals embodied within the Commerce Clause, Equal Protection Clause, Import-Export Clause, Privileges and Immunities Clause, and Supremacy Clause, among others. The course also will explore how issues of federalism have shaped various Federal statutory enactments, as well as pending pieces of federal legislation. For example, it will analyze how federalist tensions and statutory dynamics were balanced in a proposed congressional bill concerning state and local tax incentives. Additionally, the course will explore the impact of Treaties and international trade laws, as well as their related enforcement mechanisms, which continue to spawn new issues implicating the States’ powers to tax.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Note: Students must register for the 3 credit section of the seminar if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement. The paper requirements of the 2 credit section will not fulfill the Upperclass Legal Writing Requirement.

LAW 193 v04 Financial Regulation and Financial Crises

LL.M Course (cross-listed) | 2 credit hours
The global financial crisis of 2008 resulted in massive human suffering—9 million unemployed in the U.S. alone, and millions lost their homes. It also fundamentally altered financial regulation and American politics and reshaped social and economic dynamics—for example, the crisis led to the formation of the Tea Party, contributed significantly to political polarization and increased economic inequality.

In 2020, the coronavirus pandemic, which has caused even greater human suffering, triggered economic and financial consequences that almost led to another financial crisis. The reforms implemented after 2008, as well as the implementation of emergency programs used in 2008, were likely the reasons we did not have another financial crisis.

Why did the 2008 crisis happen? Why, throughout our history, have we periodically experienced financial crises? What does this history teach us about the adequacy of financial regulation, and whether regulatory failures contribute to financial crises?

We will begin by briefly reviewing the historical development of the United States banking industry, and the regulatory structure governing it, to get an appreciation of the economic and political forces that have shaped the regulation of our financial system. This will include reviewing past financial crises—the Panic of 1907 and the Great Depression and the responses to them, including the development of the Federal Reserve System, deposit insurance and other major reforms.

We will then focus on the 2008 financial crisis. We will examine the forces that produced the complex financial system of the early 21st century, including the rise of the shadow banking industry and the growth of derivatives. We will examine the response to the crisis, which included drawing on emergency powers that were first created by Congress in response to earlier financial crises, as well as new authorities created in response to the events of 2008. We will look at some of the difficult choices faced by government officials in responding to the crisis, as well as the role of individual accountability for behavior that contributed to the crisis. We will also examine the reforms implemented as a result of the crisis.

We will then turn to the pandemic, and look at its economic and financial consequences. Why was there a risk of another financial crisis? Did the reforms of 2008 help prevent a crisis? How was the government’s emergency response to the financial stresses similar to or different from the 2008 response?

Finally, having started the course with a look at the beginnings of the American financial system, we will end with what many predict is the future: cryptocurrencies and central bank digital currencies, the development of which has been accelerated by both the 2008 crisis and the pandemic. Will central bank digital currencies replace cash? If so, will they make our financial system more or less stable? Can they make it more inclusive?

The course will include sessions with guest speakers who have been responsible for some of the critical policy decisions that we will discuss.

Strongly Recommended: Corporations.

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. courses, Federal Banking Regulation: Modern Financial Institutions and Change or Financial Services: Regulation in the Age of Disruption.
LAW 545 v01 Financial Restructuring and Bankruptcy (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %20545%20v01)

J.D. Course (cross-listed) | 4 credit hours
This course is a general introduction to business bankruptcy law. Bankruptcy provides a background term for nearly all business transactions. The possibility that a counterparty may not be able to fulfill its obligations is a critical factor in shaping deals. This course reviews the fundamentals of debt contracting, including the role of events of default, covenants, representations and warranties, debt priority, and security interests. It covers private and public orderings of debt restructuring: private workouts and bankruptcy reorganizations and liquidations. Topics to be covered include the distressed debt market, exchange offers, property of the estate, the automatic stay, the avoidance of prebankruptcy transactions, the treatment of executory contracts, the debtor’s governance structure during bankruptcy, asset sales, the financing of operations of bankrupt companies, the distressed debt market, the process of negotiating, voting, and confirming a plan of reorganization, and transnational and sovereign issues in bankruptcies.

Mutually Excluded Courses: Students may not receive credit for this course and Bankruptcy or Bankruptcy and Creditors’ Rights.

LAW 3093 v00 Foreign Investment & National Security: The Committee on Foreign Investment in the United States (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %203093%20v00)
LL.M Course | 2 credit hours
This course will explore foreign direct investment in the United States from the national security perspective through an analysis of the Executive Branch inter-agency body known as the Committee on Foreign Investment in the United States (CFIUS). Students will review the evolution of CFIUS from the Exon-Florio amendment, to the Committee as it exists today, including, but not limited to, the relevant authorities, policy implications, case law, and transactional risk analysis frameworks upon which CFIUS. The course will also examine current events in the national security space to determine how those events have informed recent legislative action taken by Congress with respect to CFIUS and how those legislative changes are implemented by the committee in regulation.

Recommended: National Business Law, National Security Regulation, National Security Law and the Private Sector

LAW 1298 v00 Global Anti-Corruption Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %201298%20v00)
J.D. Seminar (cross-listed) | 2 credit hours
In 1977, the United States adopted the Foreign Corrupt Practices Act (“FCPA”) to combat bribery of foreign public officials. As with many U.S.-led initiatives, it was seen at the time as naïve, quixotic, myopic, and doomed to failure. A little more than 20-years later, the Organisation for Economic Co-operation and Development (“OECD”) adopted its Convention on Combating Bribery of Foreign Public Officials, and as required by the Convention, the countries of Western Europe promptly adopted organic statutes modeled, in large measure, on the FCPA.

In the ensuing decade and a half, prosecutions of corporations for foreign bribery have become perhaps the most important prosecutorial priority for the Department of Justice (“DOJ”) and Securities & Exchange Commission (“SEC”) and certainly the most financially lucrative U.S. prosecution initiative. Transnational investigations have become a staple of these prosecutions. All 10 of the largest FCPA prosecutions have occurred since 2008; of these, eight have involved foreign corporations.

This course will cover the development of U.S., international, and foreign initiatives against public-official bribery. Because (at least in the US) most of these cases have been resolved without litigation, we will focus on critical, unresolved issues, such as the FCPA’s definition of a foreign “instrumentality” and a “foreign official,” as well as the scope of U.S. extra-territorial jurisdiction. In addition to addressing the substance of foreign and international laws and conventions, we will explore the critical issues that arise from the growing trend in trans-national investigations and prosecutions, including double jeopardy, res judicata, and international data collection.

We will explore these issues through fact-based, real-world scenarios drawn, in large part, from the “Bonny Island” case, which involved a scheme by four international corporations to bribe three successive Nigerian presidents (as well as a constellation of lower-ranking officials) to secure multi-billion dollar contracts for the construction of an LNG facility in Nigeria. We will use this factual setting to frame class participation and in-class exercises and projects, with the goal of sharpening critical thinking, tackling complex legal questions in concrete factual settings, and honing advocacy skills.

Learning Objectives:

We have the following expectations of learning outcomes:

1. We expect each student to achieve mastery of the basic concepts underlying the US Foreign Corrupt Practices Act, including the basic statutory terms, the elements of the various offenses, and the scope of U.S. jurisdiction. In our experience, it is impossible to fully understand and discuss more challenging questions about the scope or application of the statute without mastery of the fundamentals.
2. We expect each student to gain an understanding of the roles and policies of the U.S. enforcement authorities, the Department of Justice and the Securities and Exchange Commission, and the manner in which FCPA cases are investigated, prosecuted, and defended, as well as how the U.S. enforcement agencies would approach a problem and what outcomes are likely to result.
3. We expect each student to gain an understanding of the global enforcement landscape for anti-corruption. Students are expected to achieve a basic understanding of the OECD Convention on Bribery, other international anti-bribery conventions, and the leading state laws, including the Brazil Clean Companies Act, the UK Bribery Act, and the French Sapin II. Students will also gain an understanding of the role of the World Bank and other multi-lateral development banks in the worldwide scheme.
4. We expect students to learn the basic principles of anti-corruption compliance programs, and the manner in which anti-corruption compliance impacts the prevention, detection, investigation, and punishment in a multi-jurisdictional, multi-party context. We expect each student to complete a final project on a case of their choosing and present it to the class, with the goal of providing a comprehensive overview of the anti-corruption issues involved and a discussion of their potential implications for international business operations.
LAW 1298 v01 Global Anti-Corruption Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201298%20v01)
J.D. Seminar (cross-listed) | 2-3 credit hours

Objectives and Overview

Addressing corruption has become a global priority. The growing number of high profile cases involving the abuse of public power for private gain has generated moral outrage, particularly at a time of rising inequality. Moreover, there is an emerging consensus that systemic corruption not only undermines a country’s economic performance but can also lead to political instability and armed conflict. The course will examine the societal impact of public sector corruption and the efficacy of the criminal, regulatory and administrative steps that are being taken to address it, both at the national level and international levels. The course will be interdisciplinary, focusing on the legal, political, economic and institutional dimensions of this highly complex problem.

Finding a universally accepted understanding of what we mean by “corruption” can prove elusive, and the course will begin by examining how lawyers and social scientists have approached this question. The course will then identify the environments that typically enable corruption to flourish, including natural resource economies and countries that are in economic and political transition. It will also assess the debilitating impact that corruption has on overall economic performance, inequality, poverty, political stability and national security.

Taking into account the above considerations, the course will identify the key ingredients of an effective anti-corruption strategy, emphasizing the importance of a holistic approach that includes not only effective criminalization and prosecution but also comprehensive regulatory and administrative reform. While legal obligations and best practices have been established at the international level that include many of these ingredients, evidence indicates that meaningful change only takes place when domestic conditions for reform are in place, which are often precipitated by a crisis. In that context, the course will include case studies of reform based, inter alia, on the experience of the IMF, focusing on the anti-corruption program implemented by Indonesia. Importantly, the course will also assess international efforts to address both the “supply” side of corruption (the provision of bribes to public officials by large corporations) and the problem of “concealment” (when banks in major jurisdictions assist in the laundering of the proceeds of corruption of foreign officials). These issues will be addressed through a close study of the OECD’s Anti-Bribery Convention and the 40 Recommendations on Anti-Money Laundering and Combating of the Financing of the Financial Action Task Force. Corruption within the political system will also be examined, including explicit bribery of politicians, conflicts of interests, and private financing of political campaigns (sometimes referred to as “legalized corruption”). Finally, the course will assess the merits of proposals to establish an International Court on Corruption.

Learning Outcomes

By the end of the course, students will have gained an understanding of those crimes that the international community does (and does not) generally accept as constituting corruption - and why there continues to be a debate on this important definitional question. They will also gain insight into the political and economic circumstances that most typically give rise to corruption and the debilitating impact that this problem can have on society. In terms of the design and implementation of an anti-corruption strategy, students will learn about the key elements of the most relevant anti-corruption conventions and international best practices, including the UN Convention Against Corruption. They will have sufficient knowledge to discuss in depth both the efficacy and limitations of these instruments, taking into account the importance of the domestic political environment. Students’ understanding of these issues will be enhanced by in-depth case studies of reform based, inter alia, on the experience of the IMF, focusing on the anti-corruption program implemented by Indonesia.

Importantly, the course will also assess international efforts to address it, both at the national level and international levels. The course will identify the key ingredients of an effective anti-corruption strategy, emphasizing the importance of a holistic approach that includes not only effective criminalization and prosecution but also comprehensive regulatory and administrative reform. While legal obligations and best practices have been established at the international level that include many of these ingredients, evidence indicates that meaningful change only takes place when domestic conditions for reform are in place, which are often precipitated by a crisis. In that context, the course will include case studies of reform based, inter alia, on the experience of the IMF, focusing on the anti-corruption program implemented by Indonesia. Importantly, the course will also assess international efforts to address both the “supply” side of corruption (the provision of bribes to public officials by large corporations) and the problem of “concealment” (when banks in major jurisdictions assist in the laundering of the proceeds of corruption of foreign officials). These issues will be addressed through a close study of the OECD’s Anti-Bribery Convention and the 40 Recommendations on Anti-Money Laundering and Combating of the Financing of the Financial Action Task Force. Corruption within the political system will also be examined, including explicit bribery of politicians, conflicts of interests, and private financing of political campaigns (sometimes referred to as “legalized corruption”). Finally, the course will assess the merits of proposals to establish an International Court on Corruption.

LAW 733 v00 Global Commerce and Litigation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20733%20v00)
LL.M. Seminar (cross-listed) | 2-3 credit hours
This seminar covers both basic and advanced concepts in the evolving rules governing modern international sales, distribution and investment transactions. The conduct and structure of international litigation that can arise from these transactions, as well as ways to avoid such international litigation, are also examined. Emphasis is on practical problem solving. Specific areas to be covered will include INCOTERMS, the U.N. Convention on Contracts for the International Sale of Goods, payment mechanisms for international sales, international electronic commerce, the structure of international acquisitions, U.S. and European merger notification controls, foreign ownership restrictions, export controls, corruption, and cross-border litigation and arbitration. There will be an open book final exam.

Prerequisite: Contracts (or the equivalent Bargain, Exchange, and Liability) or for foreign-educated LL.M. students, Foundations of American Law, Introduction to U.S. Legal Methods or a Contracts equivalent course from the home country.

LAW 726 v00 Global Competition Law and Policy (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20726%20v00)
LL.M Seminar (cross-listed) | 2-3 credit hours
This seminar will examine the development of antitrust law around the world, starting with a basic understanding of U.S. and EC competition principles and then reviewing the application of those principles in developing and transition economies including China, India, Africa and Latin America. Particular emphasis will be on merger control and regulation of dominant firm conduct (monopolization/abuse of dominant position). We will also consider the role of competition policy in economic and political development generally. Grading will be based on a paper and an assessment of class participation.

Prerequisite: For J.D. students: Antitrust Law or Antitrust Economics and Law. LL.M. students should have some previous work experience or coursework in U.S. antitrust law or competition regulation in other jurisdictions; otherwise professor’s approval required before enrolling.

Note: This seminar requires a paper. J.D. students must register for the 3 credit section of the seminar if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement for JD students. The paper requirements of the 2 credit section will not fulfill the Upperclass Legal Writing Requirement for JD students.
LAW 726 v01 Global Competition Law and Policy

LL.M Seminar (cross-listed) | 2 credit hours
This seminar will examine the development of competition laws around the world, differences in substantive standards among the major enforcement jurisdictions; the role of historical, political, and economic forces that affect those differences; and the possible consequences of those differences. We will start with a basic understanding of U.S., Canadian, and EC competition principles, and then compare and contrast these with the principles applied in developing and transition economies, such as China, Mexico, India, and South Africa. Particular emphasis will be on current issues and trends including the role of antitrust in a digital economy, multi-jurisdictional merger control, and regulation of dominant firm conduct. We will also consider the role of competition policy in economic and political development generally.

Prerequisite: For J.D. students: Antitrust Law or Antitrust Economics and Law. LL.M. students should have some previous work experience or coursework U.S. antitrust law or competition regulation in other jurisdictions; otherwise professor's approval required before enrolling.

LAW 3028 v00 Global Drug Law and Regulation

LL.M Seminar (cross-listed) | 2 credit hours
Globalization and the international trade of drugs and medical products have progressed beyond any single regulatory authority's ability to effectively ensure the quality, safety, and effectiveness of these products. In the U.S., the importation of foreign sourced products has increased tremendously, accounting for over 80% of the active pharmaceutical ingredients. However, varying drug regulations have resulted in gaps in oversight causing differing views on the acceptable level of risk in public health leading to drug quality related deaths and other serious harms. One clear reason for this compromised system is the differences in how these products are regulated from country to country. Nevertheless, the pharmaceutical and related industries are thriving in the global marketplace. This course is intended to be the first comparative survey into the regulatory frameworks of certain key countries, both developed and developing markets, along with international institutions, such as the World Health Organization, involved in promoting the access and development of safe, effective and quality medical products. This course will also identify the major international non-governmental stakeholders, and the multi-lateral schemes and treaties in which they operate that are intended to assist in the convergence of pharmaceutical laws and regulations.

Recommended: Prior Enrollment in Food and Drug Law

LAW 900 v01 Global Indirect Tax: The VAT

LL.M Course (cross-listed) | 2 credit hours
During this century, the United States has raised revenue chiefly through the income tax, which is a per capita or direct tax. In many other countries, fiscal authorities rely far more heavily on indirect taxes. With the pace of globalization accelerating, U.S. tax professionals increasingly advise foreign clients, for whom indirect taxes may constitute a large percentage of aggregate tax liability. A basic knowledge of how these taxes work is thus a valuable asset for any lawyer doing corporate or international tax work.

This course will introduce students to indirect taxation, exemplified by the European Union's Value Added Tax ("VAT") and Canada's Goods and Services Tax ("GST"), two of the fastest-growing indirect taxes globally. The course will examine the economic and policy rationales for such taxes and study in detail how different types of value added taxes work, including tax calculations and cross-border aspects. Finally, the course will compare the VAT with the retail sales taxes imposed by many U.S. state and local governments and will consider the feasibility of adopting some version of a VAT in the United States. At the end of the course, students will have a broad technical understanding of indirect taxes and an appreciation of the policy concerns that animate legislative and academic discussion of this important subject.

This two-credit course will be divided into nine 3-hour class sessions. All sessions will be taught by global indirect tax professionals from KPMG's Washington D.C. office.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.
that there is no pre-requisite for this course.

The law of work is an increasingly important aspect of the global economy. Knowledge of this subject is useful in representing companies, unions, employees, governments and non-governmental organizations. Themes developed in the course also are central to understanding the relationship between law and globalization more broadly. We will study hard and soft law in the various forms in which it operates trans-nationally, including domestic law with foreign effects; public and private international law, such as human rights and trade law; and private codes of corporate social responsibility. The International Labor Organization (ILO), which is a touchstone in the course, is an especially interesting institutional case study. It is the world's oldest international organization, with 180 member countries giving it near-universal representativeness, and its inclusion of governing roles for civil society groups – unions and employer associations – makes it unique among international institutions. Attention will be given to subordination of documented and undocumented migrants, women, and child laborers.

LAW 750 v01 Global Securities Offerings (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20750%20v01)
LL.M Course (cross-listed) | 2 credit hours
In this course, students will learn how to structure and execute global securities offerings. The course begins with a brief examination of the process of an SEC-registered offering in the U.S., and the ongoing requirements of SEC reporting companies, and then continues by examining how to conduct offerings, both domestically and internationally, outside of SEC registration. Topics include the registration requirements of 5 of the Securities Act, the various exceptions from registration, including Sections 4(a)(1), 4(a)(2) and 4(a)(7) of the Securities Act, the safe harbors pursuant to those exemptions, including Regulation S, Regulation D, Rule 144, Rule 144A, and the changes to certain of those rules and regulations by recent legislation, including the JOBS Act and the FAST Act. In addition to a thorough review of the rules and regulations in the course materials, this course seeks to give students insight into how those rules and regulations are used in practice, and into the mechanics of conducting various types of securities offerings, so that upon completing the course students are better prepared to address these topics in practice. The course was jointly developed by a senior SEC staffer and a private practitioner. Note that there is no pre-requisite for this course.

LAW 3014 v00 ICSID Arbitration: Jurisdiction and Procedural Aspects (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203014%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course will provide students with a practical understanding of an International Centre for Settlement of Investment Disputes, ICSID, arbitration proceeding from the moment of the submission of a request for arbitration through the issuance of the award and post-award remedies. ICSID is one of the five organizations of the World Bank Group and the arbitral institution most commonly used for the resolution of international investment disputes. ICSID case law has played a major role in the development of modern international investment law.

After a short introduction on the creation of ICSID and its development, students will receive a basic overview of the modern investment treaty regime. The course will then focus primarily on the jurisdictional thresholds that are at the heart of an ICSID arbitration, including the existence of a dispute arising out of an “investment”, nationality requirements, and consent to arbitration under the ICSID Convention. Special procedures, including summary dismissal of the claim under ICSID Arbitration Rule 41(5), provisional measures, intervention of non-disputing parties, such as NGO’s or multilateral organizations in the proceedings, transparency requirements and post-award remedies will also be addressed.

The course may include guest lectures.

Prerequisite: Prior or concurrent enrollment in International Law I.


LAW 854 v00 Income Tax Accounting (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20854%20v00)
LL.M Course | 2 credit hours
Covers accounting methods and accounting periods. The course examines a broad range of subjects concerning the timing of income and deductions under Subchapter E of the Internal Revenue Code. Topics include requests to change methods, inventories (including costing, valuation, and the requirements for maintaining inventories), principles of income recognition, prepaid income, cash equivalency and constructive receipt, special methods involving long-term contracts, depreciation, estimated expenses, prepaid expenses, and expensing versus capitalizing costs. These topics are analyzed from both a technical viewpoint and a tax policy perspective.

Prerequisite: Federal Income Taxation (formerly Taxation I), but a knowledge of financial accounting is not necessary for this course.

Note: This class, Income Tax Accounting, is required for U.S. trained students pursuing the Taxation LL.M. degree. This class is not required for students trained outside the U.S. Please note that J.D. students MAY NOT register for the section of this course with Professor Smiley.
LAW 854 v01 Income Tax Accounting (Online) (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20854%20v01)
LL.M Course (cross-listed) | 2 credit hours
Covers accounting methods and accounting periods. The course examines a broad range of subjects concerning the timing of income and deductions under Subchapter E of the Internal Revenue Code. Topics include requests to change methods, inventories (including costing, valuation, and the requirements for maintaining inventories), principles of income recognition, prepaid income, cash equivalency and constructive receipt, special methods involving long-term contracts, depreciation, estimated expenses, prepaid expenses, and expensing versus capitalizing costs. These topics are analyzed from both a technical viewpoint and a tax policy perspective.

**Prerequisite:** Federal Income Taxation (formerly Taxation I), but a knowledge of financial accounting is not necessary for this course.

**Note:** This class, Income Tax Accounting, is required for U.S.-trained students pursuing the Taxation LL.M., and for U.S. and foreign-trained students in the Executive Taxation LL.M. and MSL Taxation degrees. This class is not required for on-campus Taxation LL.M. students trained outside the U.S.

This is an online-only course, and there are no live on-campus sessions. The class is asynchronous but requires weekly assignment submissions. Only students enrolled in the LLM in Taxation, Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, and the MSL in tax program may register for this course. All J.D. students may not enroll in this course.

LAW 773 v00 Initial Public Offerings (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20773%20v00)
LL.M Course (cross-listed) | 2 credit hours
The course will be a “soup to nuts” securities offering course, focusing on the legal aspects of conducting an IPO for a U.S. issuer on a Form S-1 and advising the issuer about its future responsibilities as a newly public company. Young lawyers entering a securities practice often find that their knowledge of securities-law principles does not always prepare them for day-to-day challenges of practice in this area. This course is designed to fill those gaps by providing students with an understanding of the securities offering process as well as the tools and skills needed to perform tasks required to work on securities offerings.

The major topics that will be covered include laws relating to securities offerings, listing on the New York Stock Exchange, underwriters and liabilities, underwriting agreements and the agreement among underwriters, financial statements, accounting issues, comfort letters, the securities act registration process (including the SEC comment and review process), law firm opinions and post-closing reporting obligations. The course will also provide an in-depth analysis of certain sections of the Form S-1, including the Management’s Discussion and Analysis of Financial Condition and Results of Operations section and the risk factors section.

**Prerequisite:** Corporations; Securities Regulation.

LAW 226 v00 Intellectual Property in World Trade (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20226%20v00)
J.D. Course (cross-listed) | 3 credit hours
The knowledge, technological inventions, creative works and accumulated experience and expertise of the professional workforce increasingly drives the global economy. Unlike physical capital, this intellectual capital cannot readily be confined to the territorial setting of its origin. The development of cohesive norms to protect intellectual properties on a global basis has thus proven to be an enormous challenge. This course considers this effort by addressing the core international agreements governing intellectual property; norms and norm-making in the international intellectual property rights system; dispute settlement and the enforcement of rights; and tensions arising between intellectual property rights and distinct legal and cultural values.

**Mutually Excluded Courses:** Students may not receive credit for this course and International Intellectual Property and Development and the graduate course, International Protection of Intellectual Property Through the WTO.

LAW 2079 v00 International and Comparative Antitrust Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202079%20v00)
LL.M Course (cross-listed) | 2 credit hours
More than a hundred countries have enacted competition laws and modeled their laws either on the U.S. or on the EU system. This course will focus on the U.S. and the EU antitrust regimes by comparing and contrasting their principles and procedures. Some other jurisdictions at the center of the international antitrust arena, such as China and Brazil, will also be discussed. This course will start with an overview of the institutional design and of the substantive standards applied by the FTC/DOJ in the U.S. and by the European Commission in the EU, and will then delve into various areas of antitrust law, with particular emphasis on cartels, horizontal and vertical restraints, abuse of dominance, and mergers. This course will also examine process and procedures in the U.S. and the EU, and consider practices that facilitate international cooperation in antitrust investigations.

Learning objectives:
Students attending this course (i) will receive an overview of the international dimension of the various areas of antitrust law (horizontal agreements; monopolization/abuse of dominance; mergers); (ii) will learn to compare and contrast antitrust principles and procedures of the two systems (EU and U.S.) that most have influenced antitrust laws and institutions around the world; (iii) will familiarize with new actors and current challenges of the international antitrust arena. As a result, students will learn how to navigate multi-jurisdictional antitrust matters.

**Prerequisite:** For J.D. students: Antitrust Law or Antitrust Economics and Law. Prerequisite for LL.M students: None, although it is recommended that LL.M students have some previous coursework or work experience in competition law in the U.S. or another jurisdiction.
LAW 882 v00 International Arbitration (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20882%20v00)
LL.M Course (cross-listed) | 2 credit hours
Examines United States, foreign, and international law and practice relating to international commercial and investment arbitration, including the U.S. Federal Arbitration Act, the New York Convention on the Recognition and Enforcement of Arbitral Awards, the ICSID Convention, the UNCITRAL Arbitration Rules, and the arbitration rules of major arbitral institutions such as the ICC, the AAA and the LCIA. The course focuses on the procedural law applicable to and the practical aspects of arbitration. It will cover such topics as enforcing arbitration clauses, conducting arbitration proceedings, judicial oversight of arbitration, choice of law, enforcing and setting aside awards, and particular issues arising in arbitrations against sovereigns.

Recommended: International Law I: Introduction to International Law (or the equivalent International Law I); International Business Transactions.

Mutually Excluded Courses: Students may not receive credit for both this course and International Commercial Arbitration, Introduction to International Commercial Arbitration, International Arbitration, or the J.D. seminar, International Commercial Arbitration Seminar (CTLS course)

LAW 882 v08 International Arbitration (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20882%20v08)
LL.M Course (cross-listed) | 2 credit hours
Examines United States, foreign, and international law and practice relating to international commercial arbitration, including the U.S. Federal Arbitration Act, the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards, and the arbitration rules of major arbitral institutions such as the ICC, JAMS, the ICDR, etc. The course focuses on the procedural law applicable to and the practical aspects of arbitration. It will cover such topics as enforcing arbitration clauses, conducting arbitration proceedings, judicial oversight of arbitration, choice of law, enforcing and setting aside awards as well as drafting dispute resolution clauses.

Recommended: International Law I: Introduction to International Law (or the equivalent International Law I); International Business Transactions.

Mutually Excluded Courses: Students may not receive credit for both this course and International Commercial Arbitration, Introduction to Commercial Arbitration or the J.D. seminar, International Commercial Arbitration Seminar (CTLS course).

LAW 3021 v00 International Arbitration and the New York Convention (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203021%20v00)
LL.M Seminar (cross-listed) | 1 credit hour
The New York Convention of 1958 on the Recognition and Enforcement of Foreign Arbitral Awards is generally considered as the most important legal cornerstone for international business arbitration. It is also acclaimed to be the most successful international convention in international private law. The New York Convention provides for the international enforcement of arbitration agreements and arbitral awards. There are now 156 Contracting States and more than 1,800 court decisions interpreting and applying the Convention. The course will analyze and compare the most important ones of those decisions. It will offer a unique insight in treaty design, statutory enactments, varying court approaches, and the practice of international arbitration. The course materials will be made available at www.newyorkconvention.org.

Recommended: Any course in international arbitration.

Note: This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students.

ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.
LAW 3036 v00 International Arbitration Colloquium (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203036%20v00)
LL.M Seminar | 4 credits in total credit hours
This is a year-long class restricted to students in the International Arbitration Scholars program. The course counts as one credit in the Fall, and three credits in the Spring (students will be enrolled for both semesters and will receive one grade for the class at the end of the Spring semester. Withdrawals are permitted up to the last day of class of the Fall semester, but withdrawal from the colloquium will also result in withdrawal from the Scholars program.) During the Fall semester, Scholars and faculty will meet for informal meetings to get to know each other and to be introduced to the arbitration community in Washington. Scholars will also meet individually during the Fall semester with Professor Whitesell and/or their faculty advisor to propose their research idea, present an outline and get feedback on the outline.

During the Spring semester, the Colloquium will meet on a weekly basis as a class. Spring classes will be a combination of student presentations, and specific topics presented by invited experts. Over the course of the Spring semester, class members will present their research to the group, with each class member presenting twice during the semester (once during the beginning of the semester to present their projects in the early stages, and once during the later part of the semester to present their near-final papers). The Scholars will also meet during the Spring on an individual basis with their advisors as they work to finalize their paper into publishable quality.

Note: Enrollment is limited to International Arbitration Scholars

LAW 3035 v00 International Arbitration from the Arbitrator’s Point of View (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203035%20v00)
LL.M Seminar (cross-listed) | 1 credit hour
The course deals with “International Arbitration from the Arbitrator's Point of View”. It describes the arbitrator’s role at each stage of the proceeding, the various relationships that exist and the legal, procedural, practical and even psychological issues that may arise.

The course starts from the proposal and selection of the arbitrator and ends with the notification of the award. Topic covered include: who may be an arbitrator; the first contact and the conflict check; the launching of the proceedings; relations with counsel and the parties’ representatives; the relationship among arbitrators; relations with experts; the conduct of the proceedings and, in particular, the hearings; deliberations and the decision; drafting of the award; the relationship with the institution; and the relation with the media.

The course will include both interactive lectures and some practical exercises.

Recommended: Prior or concurrent enrollment in an arbitration course.

Note: A student will be permitted to drop a course that meets for the first time after the add/drop period, without a transcript notation, if a student submits a written request to the Office of the Registrar prior to the start of the second class meeting. Withdrawals are permitted up until the last class for this specific course.

Note: This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students
LAW 914 v00 International Banking in the United States (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20914%20v00)
LL.M Seminar (cross-listed) | 1 credit hour
Foreign banks have established a major presence in the United States during the last four decades and have acquired substantial market share during that period. In response, the regulation of foreign banks has likewise experienced significant change and growth. This is reflected in law firm practice as advising foreign banks is now a significant component of the financial institutions practice of major U.S. law firms.

This course will analyze the conceptual framework and the laws and regulations governing the U.S. operations of foreign banks, including how foreign banks may enter, operate and expand in the United States. This will include an analysis of the Dodd-Frank Act’s prudential standards for systemic foreign banks in the United States as well as of the International Banking Act and the Bank Holding Company Act. In addition, the course will examine the supervision and enforcement scheme that the U.S. government applies to foreign banks and assess the evolving standards that apply to them, including capital standards under the Basel Capital Accord. Finally, this course will review emerging conflict of law issues that arise in the international banking context and the increasing extraterritorial reach of U.S. laws.

For students to understand the basic conceptual and legal framework that applies to foreign banks in the United States. This understanding allows a student to then select and analyze a topic of interest for purposes of the class paper.

Recommended: J.D. students may take this course after they have completed their first year.

Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

LAW 955 v00 International Bankruptcy (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20955%20v00)
LL.M Course | 2 credit hours
This course deals with the issues presented when a business with assets or debts in more than one country is seeking to restructure its financial obligations. The course will cover new Chapter 15 of the United States Bankruptcy Code and will also examine business bankruptcy developments in other countries.

Note: J.D. students may not enroll in this course.

The first class will meet Tuesday, January 18th and the last class will meet Tuesday, April 12th. Class on February 22nd (faculty retreat) requires attendance. Attendance on March 15th (spring break) is optional. Withdrawals are permitted up until the last class for this specific course. This course is co-taught by Professor Morabito from Georgetown Law and Professor Lapowsky from Penn Law. Professor Morabito will provide the Zoom link for the course. Students at Georgetown will be able to see and hear the lecturer and direct questions to him. There will be class during Georgetown spring break; however, that class session will be taped and Georgetown students will review the tape individually, or may review it together at a mutually agreed date and time. Please LL.M. Academic Services if you have any questions about the course format or content (LLMAS@georgetown.edu). Note: Students must attend all classes at Georgetown Law unless otherwise noted. This course is mandatory pass/fail.

LAW 3105 v00 International Business Compliance (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203105%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course addresses the critical role of legal compliance in conducting international business. It will explore how compliance law, based on theories and principles of corporate governance and risk management and applied in the context of substantive laws, is used to develop systems of deterrence management. Topics will include: the history and development of compliance, risk management, specific areas of compliance such as information/data security, anti-corruption law, economic sanctions, and financial sector regulations, and particular challenges related to global compliance.

At the end of the class, students should be capable of: understanding how a global company assesses and manages risk and the key elements of an effective global compliance system; the relationship between corporate culture and compliance; how compliance enforcement functions both within a company and externally; the compliance function and the roles of lawyers and compliance officers; basic concepts in several areas of compliance law such as data security, economic sanctions, financial regulation, and anti-corruption law; recognizing third party risks a company may face; and understanding particular problems that face global companies and how the law is developing to harmonize across borders.

Course requirements include class participation, a short paper along with class presentation, and a two hour open-book take-home exam.

Recommended: Previous enrollment in corporations/business organizations or other business transactions course.
LAW 863 v00 International Business Litigation and Federal Practice (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20863%20v00)
LL.M Course (cross-listed) | 2 credit hours
The course explores issues common to litigation in U.S. courts arising from cross-border business transactions, including venue, jurisdiction, service of process, choice of law questions, discovery, evidence from abroad, privilege and ethical considerations, and the recognition and enforcement of foreign judgments in U.S. courts. The course covers the resolution of disputes in litigation, as well as in arbitral proceedings, and through regulatory and other internal investigations, and explores issues such as the Foreign Corrupt Practices Act.

Mutually Excluded Courses: Students may not receive credit for both this course and International Civil Litigation (LAWG/J 734); the J.D. course, International Civil Litigation (LAWG/J 013); and Cross Border International Litigation and Conflicts of Law (formerly International Conflict of Laws) (LAWG/J 735).

LAW 240 v01 International Business Negotiations (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20240%20v01)
J.D. Seminar | 3 credit hours
This course is structured around a semester-long, simulated negotiation exercise in which the students in this class will represent a US pharmaceutical company (KJH Pharmaceutical Corporation) and the students in a similar class, at the University of Dundee in Scotland, will represent an African agricultural production company (Malundian Cassava Corporation). The two companies are interested in working together to exploit a new technology developed by KJH Pharmaceutical that uses the cassava produced by Malundian Cassava Corporation. The form of their collaboration could be a joint venture, a licensing agreement or a long term supply contract. The negotiations will take place through written exchanges and through live negotiation via videoconference. Substantive law issues related to the transaction, as well as negotiations strategy and related issues, will be addressed in this class.

The purpose of the course is to provide students with an opportunity (i) to gain an introduction to transactional law and experience the sequential development of a business transaction over an extended negotiation, (ii) to study the business and legal issues and strategies that impact the negotiation, (iii) to gain insight into the dynamics of negotiating and structuring international business transactions, (iv) to learn about the role that lawyers and law play in these negotiations, (v) to give students experience in drafting communications, and (vi) to provide negotiating experience in a context that replicates actual legal practice with an unfamiliar opposing party (here, the students at Dundee).

The thrust of this course is class participation and active involvement in the negotiations process. Students are expected to spend time outside of class, working in teams, to prepare for class discussions involving the written exchanges as well as preparing for the live negotiations. Class discussions will focus on the strategy for, and progress of, the negotiations, as well as the substantive legal, business and policy matters that impact on the negotiations. Grades will be based on participation in the exercises, students’ diaries, and a final paper.

Recommended: Prior or concurrent enrollment in Corporations.

Mutually Excluded Courses: Students may receive credit for this course and the graduate course International Negotiations Seminar (LAWJ/G-958). Students may NOT receive credit for this course and the J.D. course International Negotiations Seminar (LAWJ/G-240).

Note: Students may not withdraw from this class after the add/drop period ends without the permission of the professor.

Due to the coordination with the class in Dundee, Scotland, this class does not cancel even if Georgetown Law is closed. In the event of a weather closing, this class will be held via conference call dial-in.
LAW 240 v02 International Business Negotiations (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20240%20v02)
J.D. Seminar | 3 credit hours
This simulation course is structured around a semester-long negotiation exercise in which the students on one team of lawyers will be negotiating with students on another team of lawyers. One team will represent an African agricultural production company (Malundian Cassava Corporation) and the other team will represent a multi-national pharmaceutical company (KJH Pharmaceutical Corporation). In the simulation, the two companies are interested in working together to exploit a new technology developed by KJH Pharmaceutical that requires use of a plant crop (cassava) produced in Malundi and sold by Malundian Cassava Corporation. The form of their business collaboration could be a joint venture, a licensing agreement, or a long-term supply agreement. The negotiations will take place through written exchanges and through online negotiation sessions. Substantive legal topics related to the transactions, as well as to the process of international negotiation and related issues, will be covered in this course.

The goals of this course are (i) to introduce students to transactional law and practice, (ii) to provide negotiations training and experience in the context of international transactional practice, and (iii) to develop legal-practice skills. Students will apply their legal and non-legal knowledge in the role of lawyers negotiating an international business transaction, within the controlled environment of the classroom.

This experiential course is built around active involvement in the transactional negotiations process. Students may expect to spend some time outside of the class meetings working in teams to prepare the written exchanges and prepare for the negotiations. Class meetings will focus on the strategy for and the process of the negotiations as well as on many of the substantive legal, business and policy issues that arise in the course of business negotiations. Grades will be based on 1) written self-evaluation “journal” entries and 2) a final paper (see “Course Requirements” below).

Recommended: Prior or concurrent enrollment in Corporations and Contracts.

Mutually Excluded Courses: Students may receive credit for this course and the graduate course International Negotiations Seminar (LAWJ/G-240) or the J.D. course International Negotiations (LAWJ/G-3029).

Note: In addition to the 2-hour Monday classes, this class has five Saturday sessions (see times below). These sessions are devoted to the live negotiations. Due to the Saturday sessions, the Monday sessions will end earlier in the semester.

NOTE: In the event of a weather closing, this class may be held via conference call dial-in.

LAW 876 v04 International Business Transactions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20876%20v04)
LL.M Course (cross-listed) | 3 credit hours
This three credit course is an introductory survey of legal issues that arise in connection with international business transactions. Subjects covered include: (1) laws and treaties involved in cross-border business transactions; (2) core international business transactions, including international sales and letters of credit, non-establishment (agency, distribution, contract manufacturing, franchising, licensing) and establishment (branch, subsidiary, joint venture) forms of doing business, equity and debt/project finance transactions, and mergers and acquisitions; (3) fundamental legal concepts such as choice of law, choice of forum, jurisdiction, investment protection (expropriation), anti-corruption and competition regulation, and dispute resolution, focusing on litigation and arbitration, (4) the transfer and protection of intellectual property, and (5) corporate social responsibility.

The learning outcomes for this International Business Transactions course include: (1) basic knowledge and understanding of (a) substantive and procedural laws concerning international business transactions, and (b) the role of private and public international law in the conduct of international business; and (2) international legal analysis and reasoning, problem solving, professional skills, and written and oral communication in the context of international business transactions.

Recommended: International Law I: Introduction to International Law; a course in Finance or Securities Regulation.

Mutually Excluded Courses: Students may not receive credit for both this course and International Business Transactions and International Dispute Resolution or the J.D. courses, International Business Transactions or International Economic Law.

LAW 876 v07 International Business Transactions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20876%20v07)
LL.M Seminar (cross-listed) | 2 credit hours
An introductory survey course examining transactional and litigation issues faced by international businesses. The goal of this course is to familiarize students with the broad scope of issues affecting international business prior to the students choosing other courses for further specialization and to introduce students to analytical tools used by lawyers who advise on matters related to international business. Topics will include the international sale of goods (including letters of credit), international contract issues, cross-border financings (including letters of credit and bank financings), and international investments. Litigation topics will be related to the transactional issues covered and will include a special emphasis on contract rights and remedies, choice of law, choice of forum, and international arbitration.

Recommended: International Law I: Introduction to International Law (or the equivalent International Law I).

Mutually Excluded Courses: Students may not receive credit for both this course and International Business Transactions and Dispute Resolution or the J.D. courses, International Business Transactions or International Economic Law.
An introductory survey course examining transactional and litigation issues faced by international businesses. The goal of this course is to familiarize students with the broad scope of issues affecting international business prior to the students choosing other courses for further specialization and to introduce students to analytical tools used by lawyers who advise on matters related to international business. Emphasis is given to the actual practice of international business law. Topics will include the international sale of goods (including letters of credit), international contract issues, cross-border financings (including letters of credit and bank financings), and international investments including project finance. Litigation topics will be related to the transactional issues covered and will include a special emphasis on contract rights and remedies, choice of law, choice of forum, and international arbitration.

**Recommended:** International Law I: Introduction to International Law (or the equivalent International Law I).

**Mutually Excluded Courses:** Students may not receive credit for both this course and the J.D. seminars International Commercial Arbitration, Introduction to International Commercial Arbitration, or International Arbitration; or the CTLS seminar, International Commercial Arbitration Seminar.

**Note:** For the Spring 2022 semester, mandatory first class attendance rules will not be enforced for this course. Enrolled students will not be dropped if not in attendance at the start of the first class, and waitlisted students will remain eligible to be admitted off the waitlist if not in attendance at the start of the first class.

This four-credit survey course studies the major legal issues arising in international business, trade and investment activity, taught from a practical, problem-oriented approach. The focus of the course is on the law and practice that is different when business, trade or investment takes place across an international boundary. The principle areas of coverage are: 1) the movement of goods, including the Convention on Contracts for the International Sale of Goods (CISG), contracts for transportation, and financing, including the law of letters of credit, 2) problems of international investment and the transfer of intellectual property, including the international law governing patents, trademarks, copyrights and trade secrets, 3) national and international rules for dealing with imports and exports, including export controls and sanctions and trade remedies (antidumping, countervailing duty and safeguards), 4) public international law disciplines that arise in connection with anti-corruption efforts and norms of corporate social responsibility, and 5) international dispute resolution, including investment arbitration, trade disputes at the WTO, and private international commercial litigation issues, including choice of law and forum issues.

**Mutually Excluded Courses:** Students may not receive credit for this course and International Business Transactions and Dispute Resolution or the equivalent International Law I).

This course presents an introduction to international commercial arbitration. It examines the nature of arbitration, the procedures used in international arbitration (both institutional and ad hoc) and the enforcement and setting aside of arbitral awards. The course will also cover drafting arbitration agreements, the law applicable to arbitrations (including the New York Convention, the ICSID Convention and various institutional rules), challenges to arbitration, multi-party arbitrations, jurisdiction, preliminary or interim measures and selection of the arbitral tribunal. The course also provides an introduction to arbitration between investors and states. Grades will be based primarily upon short papers addressing current issues in international arbitration.

**Mutually Excluded Courses:** Students may not receive credit for both this course and the LL.M. seminars International Commercial Arbitration, Introduction to International Commercial Arbitration, or International Arbitration; or the CTLS seminar, International Commercial Arbitration Seminar.

International commercial arbitration is often the preferred means by which sophisticated international businesses resolve their disputes. This course offers a study of arbitration as a dispute resolution process for international trade and business disputes. Students will learn about ad hoc and institutional arbitration, the authority of arbitral panels, enforcement of agreement to arbitrate, challenging arbitrators, procedure and choice of law in arbitral proceedings, and enforcement of international arbitral awards. The course focuses on commercial arbitration as an international practice and not on arbitration under any particular national system.

**Recommended:** International Law I: Introduction to International Law (or the equivalent International Law I); International Business Transactions.

**Mutually Excluded Courses:** Students may not receive credit for both this course and the J.D. seminar, INTERNATIONAL COMMERCIAL ARBITRATION SEMINAR (CTLS COURSE).
LAW 882 v06 International Commercial Arbitration (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20882%20v06)
LL.M Course | 1 credit hour
In today's global economy, parties to cross-border commercial transactions increasingly choose to resolve their disputes through international arbitration. This course provides students with an understanding of the law and practice of international arbitration from the perspective of United States law. Among other things, the course will consider the alternatives to international arbitration; the international conventions and U.S. arbitration statute; the arbitration agreement; the role of courts and tribunals in determining issues of arbitrability; international arbitration rules; provisional measures; judicial enforcement of arbitration agreements and arbitration awards; and judicial setting aside of arbitration awards.

Mutually Excluded Courses: Students may not receive credit for both this course and International Arbitration, Introduction to Commercial Arbitration or the J.D. seminar, International Commercial Arbitration Seminar (CTLS course).

Note: WEEK ONE COURSE. This course will meet for one week only on the following days: Monday, January 10, 2022 through Thursday, January 13, 2022, 9:00 a.m. - 12:20 p.m. The course will have a take-home exam that must be completed during between January 21 and January 28, 2022.

This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students. ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. NOTE: For the Spring 2022 semester, mandatory attendance rules will not be enforced for this course; students will not automatically be dropped or withdrawn upon missing a class session. Students who miss class due to COVID-19 symptoms, quarantine, isolation, or other disruptions should contact the professor(s). Regular attendance and participation in all class sessions is expected, and students may be withdrawn, at the request of the faculty, if absent without good cause. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

LAW 2053 v00 International Commercial Arbitration in Cross-Cultural Context (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202053%20v00)
LL.M Seminar | 1 credit hour
This class looks at international commercial arbitration in cross-cultural context and considers the various ways in which arbitral procedure borrows from the common and civil law traditions. Students will study various practices that are typical in arbitration and that can give rise to particular difficulties when the parties, counsel and/or arbitrators come from different legal traditions.

Among other things, students will engage in hands-on exercises involving interviewing, cross-examination, drafting of witness statements and the like. The goal is to provide students with a deeper understanding of how international commercial arbitration differs from other types of national and international dispute resolution and to provide students with the tools needed to excel in this growing area of law and practice.

After taking this course, students will have an increased ability to:
• appreciate the special nature of international arbitration as compared to other national and international dispute resolution processes;
• draft and revise international arbitration agreements;
• select an appropriate arbitrator in international matters;
• challenge arbitrators in international disputes;
• conduct cross-examination in international arbitral settings; and
• draft and review document requests in international arbitration.

Note: WEEK ONE COURSE. This course will meet for one week only on the following days: Monday, January 10, 2022 through Thursday, January 13, 2022, 1:30 p.m. - 4:50 p.m.

This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students. This course will be held online via Zoom (https://www.law.georgetown.edu/wp-content/uploads/2021/08/Online_Class_21_Students.pdf) for Spring 2022 only. Students and faculty will access the Zoom link through the course Canvas page. ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.
international law is required. Through readings and in-class exercises, general knowledge of public international law rules, as well as an analysis of the main international instruments governing international commercial arbitration.

**Prerequisite:** Contracts (or the equivalent Bargain, Exchange, and Liability).

**Note:** This course will meet on Tuesdays and Thursdays on the following dates: 1/18, 1/20, 1/25, 1/27, 2/1, 2/3, 2/8, 2/10, 2/15, 2/17, 3/1, 3/3 and 3/8.

**LAW 416 v02 International Courts and Tribunals: Theory and Practice**

This course surveys existing international courts and tribunals. Over the semester, we will examine courts and tribunals with general jurisdiction (e.g., the International Court of Justice); courts and tribunals with specialized jurisdiction (e.g., the International Criminal Court, WTO, human rights tribunals, and investor-State tribunals); and claims tribunals and commissions (e.g., the Iran-United States Claims Tribunal and the United Nations Compensation Commission). The course seeks to provide a comparative understanding of the international adjudication system through readings and in-class exercises. General knowledge of public international law is required.

**Prerequisite:** Prior or concurrent enrollment in International Law I.

**LAW 835 v00 International Debt Workouts**

Cross-border lending has grown exponentially in recent decades, especially with the opening of new markets in emerging economies and further integration of financial markets globally. High yield, EM risky lending has also grown in a low interest rate environment in developed markets.

A natural consequence is the invariable need to restructure cross-border debt. Such financial restructurings or “workouts” can occur individually with a troubled debtor or on a broader level in systemic crises (e.g., the debt crises involving Asia, Russia, and Mexico in the late nineties, Argentina in the last decade, and the 2008 global financial crisis). In this course we will simulate, from an international lender’s perspective, the out-of-court debt restructuring or “workout” of a corporation in distress. The simulation of this hypothetical workout will have role-play and extensive class interaction: we will be members of the restructuring and insolvency practice of an international law firm.

Our client will be an international commercial bank with a troubled loan to a company in a developing country. Our job will be to provide legal advice and services to our client throughout the loan workout process. During the semester we will also have insolvency practitioners as guest speakers. Our work will include conducting due diligence, recommending a legal strategy, coordinating the creditor group, establishing negotiation strategies (and leverage) for our client, structuring the transaction documents, and closing the deal.

The objectives of this simulation are to help students (1) understand the legal framework governing cross-border insolvency and restructuring, (2) debate legal issues affecting cross-border debt restructurings, (3) grasp the principles and best practices of international debt restructurings and insolvency from a practical perspective, (4) develop legal risk analysis and problem solving skills in the context of a troubled international financial transaction, and (5) gain experience with relevant document structuring and cross-border negotiation strategies.

Issues that will be addressed in the course include choice of law and jurisdiction, enforcement of creditors’ rights in foreign courts, corporate governance, holdout creditors, moral hazard, distress signs in a company, cultural sensitivities, and cross-border negotiation techniques.

The course will be taught by Claudio N. Rechden, General Counsel at Deva Capital Advisory and former Lead Counsel for Special Operations in Asia and Latin America for the International Finance Corporation (the private sector arm of the World Bank). Claudio has extensive international finance, cross-border restructuring and litigation experience, and currently is the IFC counsel for several projects worldwide. Evaluations will be done by short reaction papers in groups and by class participation. There will be no exams.

**Prerequisite:** Bankruptcy and Insolvency.

**Recommended:** Bankruptcy and Insolvency.

**Note:** ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

NOTE: Mandatory attendance rules will be enforced for this class for the Spring 2022 semester. Students who cannot attend class in person must notify the professor(s) and attend class synchronously online via Zoom to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in its entirety. Failure to attend the first class session in its entirety may result in a withdrawal.

**LAW 1036 v00 International Contracts and Sales Law**

J.D. Course (cross-listed) | 2 credit hours

The course analyzes the regulatory framework of international contracts. On the basis of court cases, it focuses on international conventions and uniform rules of law, such as the United Nations Convention on Contracts for the International Sale of Goods (CISG), the UNIDROIT Principles of International Commercial Contracts, the Principles of European Contract Law, and INCOTERMS. The course includes some aspects of conflicts of law rules, as well as an analysis of the main international instruments governing international commercial arbitration.

**Prerequisite:** Prior enrollment in a basic course in international arbitration.

**Recommended:** Prior or concurrent enrollment in International Law I.
LAW 1380 v00 International Economic Law & Policy Colloquium (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201380%20v00)  
J.D. Seminar (cross-listed) | 2 credit hours  
The International Economic Law & Policy Colloquium offers students a new and rigorous research platform for understanding the theory of international economic law and participating in policy analysis. Students will participate alongside graduate students, fellows and visiting scholars at the Institute of International Economic Law at weekly luncheons with outside speakers and help create, and potentially author, research and policy-oriented products for the Institute of International Economic Law.  

Students will be expected to 1) write brief response papers for occasional presenters hailing from the academy, government and the public policy community 2) help curate and prepare a monthly “IIEL in the Know” Newsletter for lawyers, regulators and financial authorities and 3) provide one 2-5 page brief on a specific policy issue concerning a relevant matter of international economic law. The best issue briefs will be included for publication by IIEL and distributed to policymakers in Washington D.C. and abroad. Topics covered include international trade, financial regulation and enforcement, monetary affairs and tax.  

Recommended: Ideally students will have taken an advanced course in either a) International Trade and Arbitration b) business law (e.g., Securities Regulation, Bankruptcy, International Business Transactions, or International Finance) or c) International Tax.

LAW 1260 v00 International Economic Law Practicum (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201260%20v00) (Project-Based Practicum)  
J.D. Practicum | 4 credit hours  
In this project-based practicum course focused on international economic law, primarily international trade and investment law, students will participate in a seminar and will work throughout the semester on a project done on behalf of a developing country government, an international organization, an NGO or an SME under the supervision of their professor(s) and in conjunction with expert mentors. Students will participate in a weekly seminar with two-hour sessions (during some weeks, primarily at the start of the semester and around the middle and end of the term, the seminar meets two or three times, other weeks, the seminar does not meet and only team meetings take place) and carry out 10 hours/week of project work under the direction of the course professors.  

SEMINAR: This practicum offers a unique opportunity to thoroughly analyze international trade and investment law, as well as broader issues of international economic law, and jurisprudence through a combination of practice and theory. The practicum has three goals. First, to enhance students’ substantive legal knowledge of international economic law, not only through traditional in-class teaching but also through hands-on work on a specific legal project of high practical importance for their “beneficiary.” Second, the practicum aims to improve students’ professional skills to become successful lawyers, including the ability to analyze complex legal problems, to apply the law to a set of facts, to interact with beneficiaries, to work in groups with other lawyers across cultures and language barriers, to convincingly make oral presentations, to write legal memos or submissions, and to adapt the explanation of legal expertise to a diverse audience. Third, the practicum aims to stimulate personal skills and aspirations of students and to make them aware of professional opportunities in the international law field and discover new challenges. Through interactions with students from diverse background and a diversity of “beneficiaries”, often from other countries and legal systems, participants will build inter-personal skills, learn about other legal, economic, and social systems, and experience the challenges and needs of a wide variety of stakeholders affected by international economic law, extending well beyond traditional issues and stakeholders.  

PROJECT WORK: Students will work in small groups (“project teams”) and under the close supervision of one or more Professors (“Supervising Professors”), invited experts (“Mentors”) and the Teaching Assistant (TA) on specific legal questions related to international economic law (IEL) coming from “real clients” (“beneficiaries”) such as international organizations, governments, SMEs or NGOs. In addition, introductory sessions by Mentors will be held to provide substantive background to the respective topics, as well as sessions to improve research and legal writing skills. At the end of the semester, the groups will submit written legal memos or other work products and orally present their projects in class in the presence of the beneficiary and other invited guests. To get an idea of the types of projects done in previous years, see www.tradelab.org (https://tradelab.org).

The practicum is part of the broader TradeLab network and operates in collaboration with TradeLab (www.tradelab.org (http://www.tradelab.org))) to enable beneficiaries to submit projects, to facilitate the operation of the teams and to promote the completed work to the public. TradeLab is an online platform that allows countries, NGOs and other smaller stakeholders easy and smart access to legal talents in the field of trade and investment law, allowing these actors to reap the full development benefits of global trade and investment rules by making WTO, preferential trade and bilateral investment treaties work for everyone.

Prerequisite:
LAW 166 v00 International Efforts to Combat Corruption Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20166%20v00)
J.D. Seminar (cross-listed) | 2 credit hours
International anti-corruption has become an increasingly “hot topic” among lawyers and policymakers: governments, international organizations, and technical experts all identify corruption as a serious impediment to comprehensive economic development. If left unchecked, corruption threatens to undermine the effectiveness of development initiatives in both the public and private sectors. Growing enforcement of legal instruments such as the Foreign Corrupt Practices Act and the UK Bribery Act have placed anti-corruption squarely on the agenda of a wide variety of transnational organizations. With so many variant actors invoking the importance of anti-corruption, lawyers must not only have a working knowledge of what corruption entails, but also understand how the development of an international anti-corruption legal framework is changing the way business is conducted in a global economy.

This course explores the international legal framework of anti-corruption, the scope of anti-corruption instruments, the methodologies employed by international actors enforcing these instruments, and the policy dilemmas implicated by these endeavors.

Given the dynamic nature of anti-corruption initiatives, the course presents an interdisciplinary, interactive approach to the subject matter. The class will introduce and discuss perspectives from academic texts, policy papers and media. It is hoped that this broad-based approach will provide students with a strong theoretical foundation in anti-corruption law, foster a practical understanding of international anti-corruption work, and inspire students to integrate this avenue of study into their future professional endeavors.

Students will complete a research paper 20-25 pages in length.

Learning Objectives:

By the end of this course, students will have a working knowledge of the role anti-corruption policy and political institutions (i.e., FCPA, OECD, and UNCAC) play in the field of anti-corruption. Students will be able to engage in professional discussions on the historical context of international anti-corruption efforts, the state of the current political and international climate, and the future of anti-corruption by making connections between past policy and current events. Students will be able to articulate original views, back them up with research and defend them through strategic thinking by engaging with guest-lecturing practitioners and the final oral presentation. Students will further deepen their knowledge on a particular topic within the field by conducting a research paper in which they will need to provide insightful analysis making connections among historical and current policies, institutions, and governments.

Recommended: Prior or concurrent enrollment in at least one course in private or public international law might be helpful but is not necessary.

Mutually Excluded Courses: Students may not receive credit for this seminar and Global Anti-Corruption Seminar.

LAW 3032 v00 International Energy Arbitration (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203032%20v00)
LL.M Course | 2 credit hours
The course begins with an introduction to International Energy Arbitration, followed by discussion of the International Energy Industry, its sources, segments, and players, including its evolution during the energy transition. An extensive presentation on the Legal Framework for International Energy Arbitration covers international laws and norms, national constitutions, national petroleum laws and regulations, and, in particular detail, the historical evolution of upstream host government petroleum contracts, including petroleum fiscal systems. To place the subject of host government contracts in its proper setting, the next section describes resource cycles and resource nationalism, as well as the legal status of host government contracts. Segments on contract stabilization and choice of law come next. The subject of international oil and gas dispute resolution explains the process and procedure for resolving these disputes through international arbitration, drawing on examples from actual international energy agreements and disputes. Discussion then moves to the early international oil and gas arbitration awards, from there to several modern international oil and gas arbitration awards, and finally to contemporary energy disputes with host governments. The course then moves to commercial disputes arising out of joint operating agreements, gas contracts, and LNG sales contracts. Following a discussion of enforcement of energy awards, the final segments address advocacy in international energy arbitration and building an international energy arbitration practice. The course is designed to provide an in-depth knowledge of the main types and key drivers of international energy disputes, past and present, not only to aid in understanding the international energy industry, its business relationships and contracts, its broader legal framework, and its disputes, but to build better advocates to represent international energy companies and host governments in these contentious proceedings.

Recommended: Prior or concurrent enrollment in an introductory international arbitration course.

Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course. While the first three days of this course meet during the Fall add/drop period, a student may only drop this course without a transcript notation prior to the start of the second class session by submitting a written request to the Office of the Registrar. After the start of the second class session, a student must seek permission from an advisor to withdraw.

NOTE: For the Fall 2021 semester, mandatory attendance rules will not be enforced for this course; students will not automatically be dropped or withdrawn upon missing a class session. Students who miss class due to COVID-19 symptoms, quarantine, isolation, or other disruptions should contact the professor(s). Regular attendance and participation in all class sessions is expected, and students may be withdrawn, at the request of the faculty, if absent without good cause.

Note: This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students

While the first three days of this course meet during the Fall add/drop period, students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain enrolled. Withdrawals are permitted up until the last class for this specific course. While the first three days of this course meet during the Fall add/drop period, a student may only drop this course without a transcript notation prior to the start of the second class session by submitting a written request to the Office of the Registrar. After the start of the second class session, a student must seek permission from an advisor to withdraw.
LAW 145 v00 International Environmental and Natural Resources Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20145%20v00)
J.D. Course (cross-listed) | 3 credit hours
This course focuses on international law applicable to the leading environmental and natural resource issues. It provides a framework for identifying and addressing the legal issues, links international law with relevant national laws, and focuses on ways to strengthen compliance with international obligations. The course covers climate change, ozone depletion, transboundary pollution and hazardous waste disposal; natural resource issues of fresh water (both surface and ground water), marine resources, and biodiversity; the links between human rights and environment and between environment and trade; and the financing of sustainable development. Special attention is given to cutting edge issues, such as synthetic biology and climate intervention.

Learning goals for this course: To enable students to become effective counsel, litigators, negotiators, arbitrators, judges, or legal advisors on a broad range of international environmental and natural resource problems; to understand international negotiations; and to be able to apply legal concepts developed in the course within different national settings for implementing international law.

LAW 197 v00 International Finance and Regulation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20197%20v00)
J.D. Course (cross-listed) | 3 credit hours
This course explores some of the key financial transactions that animate the international economy and the global regulatory architecture governing them. Substantive subjects include the global financial architecture, international banking regulation, project finance, derivative products and syndicated lending. The course also addresses the intersection between financial regulation and international monetary law by surveying the 2008 financial crisis, the European debt crisis, the future of the dollar as an international currency and the offshore renminbi market.

**Recommended:** Corporations.

**Mutually Excluded Courses:** Students may not receive credit for this course and International Finance.

**Note:** The first class is not mandatory, though it is highly advised.

LAW 3013 v00 International Investment Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203013%20v00)
LL.M Course (cross-listed) | 2 credit hours
International investment law consists of those international legal principles that define the obligations of states toward the investments of aliens within their territory. Like all international law, it has developed in response to the concerns of States. The goal of this seminar is to develop in the student a rather full understanding and appreciation of the important principles of international investment law that now prevail and of the issues that are currently the subjects of serious debate. The seminar aims to develop this understanding by studying the historical development of this area of the law and considering the fundamental concerns of States that have driven this development.

We will begin by considering, as a normative matter, what a state's responsibility toward private property should be and then review the legal principles espoused by the United States and other Western countries at the beginning of the last century, when there were few independent countries interested in challenging these views. We then will consider the development of dissent from this Western consensus in Latin America and in the newly independent states of Asia and Africa that emerged following the Second World War. Our consideration of this period of discord will be followed by discussion of the so-called "Washington consensus" that developed in the 80s and 90s, some parts of which are reflected in the thousands of bilateral investment treaties that have been concluded, largely in the last 30 years. We then will focus on those investment treaties, and the many arbitral awards that have interpreted them, to identify (1) key principles of investment law on which a broad consensus has emerged and (2) difficulties that arise in applying those principles to particular situations. Finally, the seminar will consider the relationship between international investment law and efforts by states -- jointly or separately -- to promote environmental protection, labor rights, and investments that serve the long-term interests of the population of the host state. We will discuss whether these goals can be pursued effectively under the principles on which a consensus now exists, whether these principles need to change, or whether some additional principles need to evolve. We will end by discussing some of the policy issues now being debated that relate to the desirability of investor-state dispute-settlement procedures and to the contents of international investment agreements, including two now being negotiated, the Transatlantic Trade and Investment Partnership (TTIP) and the Trans-Pacific Partnership (TPP)

**Recommended:** An introductory international law course.

**Note:** A student will be permitted to drop a course that meets for the first time after the add/drop period, without a transcript notation, if a student submits a written request to the Office of the Registrar prior to the start of the second class meeting. Withdrawals are permitted up until the last class for this specific course.
Over the last two decades, international investment law has become one of the most dynamic areas of international law. Public attention has focused on the Transatlantic Trade and Investment Partnership, NAFTA, and the Trans-Pacific Partnership Agreement. In the wake of a rapid increase in the number of investment disputes, including those arising out of Argentina’s 2001 financial crisis, Germany’s exit from nuclear power, the expropriation of Yukos shareholders and Australia’s plain tobacco packaging legislation, awareness of investment treaties and their robust investor-state dispute resolution mechanism, has grown. The legitimacy and fairness of decision-making by investment tribunals have come under scrutiny.

This seminar addresses the substantive and procedural legal issues arising in investment law and arbitration today, principally — but not exclusively — from the perspective of practice. We will consider the ambit and substance of the protections afforded to foreign investors through treaties, including investment chapters of free trade agreements, while focussing on the specific legal and practical issues that can arise for claimant investors, respondent states, arbitrators and third parties during the course of a case. We will learn about the institutions and rules that govern investor state arbitration, we will consider the theoretical and policy background that underpins the governing framework, and we will scrutinize the relationship between investment treaty law and other areas of international law, public law, and human rights law

**Note:** Students may not withdraw from this class after the add/drop period ends without the permission of the professor.
LAW 240 v00 International Negotiations Seminar
This seminar seeks to develop skills and knowledge to participate in negotiations and in particular international business negotiations. Approximately a third of course time is devoted to the negotiating process and analysis of negotiation principles and dynamics. Another third is spent on the cultural, practical, legal and strategic elements of international business transactions. The balance is spent on a series of "mock" negotiations. Students, individually and in groups, experiment with different negotiating techniques and fact situations of increasing complexity. The course requirement is principally satisfied through preparation of a comprehensive negotiated agreement and follow-up memorandum. Heavy emphasis is placed on class participation, including the negotiations. The final negotiating problem requires substantial team work with others, including strategy, analysis, and preparation. Negotiations are carried on both inside and outside normal class time.

Recommended: Contracts.

Mutually Excluded Courses: Students may not receive credit for this course and the International Negotiations Seminar (LAWJ/G-958) or International Negotiations (LAWJ/G-3029) in the graduate program, or International Business Negotiations.

Note: FIRST CLASS ATTENDANCE IS MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist.

For the Spring 2022 semester, mandatory first class attendance rules will not be enforced for this course. Enrolled students will not be dropped if not in attendance at the start of the first class, and waitlisted students will remain eligible to be admitted off the waitlist if not in attendance at the start of the first class. Students may not withdraw from this class after the add/drop period ends without the permission of the professor.

LAW 958 v00 International Negotiations Seminar
After introductory lectures on negotiation theory and practice, the seminar students will be divided into teams for a series of simulated negotiations covering government-to-government, government-private and transnational private negotiations. Student performance in these negotiations and class discussions will comprise most of the course grade; no research paper or examination is required.

Mutually Excluded Courses: Students may receive credit for this course and International Business Negotiations. Students may NOT receive credit for both this course and International Negotiations or the J.D. course, International Negotiations Seminar.

Note: FIRST CLASS ATTENDANCE IS MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist.

NOTE: For the Fall 2021 semester, mandatory first class attendance rules will not be enforced for this course. Enrolled students will not be dropped if not in attendance at the start of the first class, and waitlisted students will remain eligible to be admitted off the waitlist if not in attendance at the start of the first class.
The scramble to secure steady supplies of inexpensive energy to generate electricity and to power industry and transport has defined much of the twentieth and, thus far, twenty-first centuries. Climate change and renewable energy (appropriately) dominate the discussion today, particularly in the developed world, but, absent a major unforeseen technological breakthrough, non-renewable sources such as oil and natural gas are still expected to meet the majority of the world’s energy needs for decades to come (according to the US Energy Information Administration, 82% of energy consumed worldwide will still come from non-renewable sources in 2050).

The oil and gas industry lies at the intersection of global business, international law, geopolitics, the environment and particularly in the developing world, economic development. This seminar will address the international legal norms and public policy principles that have shaped, and continue to guide, this industry. It is designed for students interested in careers in energy, energy policy, project finance, international arbitration, environmental regulation or development – whether for a law firm, energy company, NGO, international organization or government – as well as students simply interested to learn more about an industry that impacts our daily lives in countless ways.

Note: NOTE FOR THE SUMMER 2021 SECTION: This professor has committed to teaching this course from the classroom on campus. Students may participate in-person or remotely.

FIRST CLASS ATTENDANCE IS MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course. This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students.
LAW 928 v03 International Project Finance (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20928%20v03)
LL.M Course | 3 credit hours
This course examines legal, business and policy issues that arise in international project financings, particularly in emerging markets, and analyzes how such transactions are structured and negotiated and related risks are allocated. We consider the typical roles played by parties to such transactions (equity sponsors, lenders, customers, suppliers and host governments), interests associated with such roles, and how competing interests tend to be reconciled. We will focus on how negotiated arrangements are embodied in and supported by typical transaction documentation such as project documents, financing documents and legal opinions. Coverage will include illustrative local law and political risk issues. Selected international investment transactions, both actual and hypothetical, will be used to illustrate recurring themes.

Course requirements include participation in a simulated international project loan negotiation with outside experts serving as clients.

Recommended: International Business Transactions; Conflict of Laws: Choice of Law; Secured Transactions; Corporate Finance.

Mutually Excluded Courses: Students may receive credit for only one of the following courses: Developing & Financing Infrastructure Projects; Infrastructure Projects in Developing and Transition Countries; International Project Finance; International Project Finance and Investment; International Project Finance & Development: Case Studies; Project Development and Finance or Transacting International Finance.

Note: This course has an additional MANDATORY session on Saturday, April 09, 2022, 8:30 a.m. to 12:45 p.m. Location to be announced at the start of the semester.

LAW 928 v02 International Project Finance and Investment (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20928%20v02)
LL.M Seminar (cross-listed) | 2 credit hours
Examines legal and financial aspects of foreign investment projects, especially in developing countries, from the perspective of the investor, lender and the host country. Legal issues related to the structuring of the foreign investment, the arrangement of the private and public financing, and the construction of a project are considered. A significant amount of time will be devoted to analysis of typical international project finance documentation, but the international and host country legal issues applicable to foreign investment, support from national and multinational agencies, noncommercial risk analysis and dispute resolution will also be considered and discussed.

Prerequisite: A course in International Business Transactions, or background in international business or financial transactions.

Mutually Excluded Courses: Students may receive credit for only one of the following courses: Developing Infrastructure Projects, Infrastructure Projects in Developing and Transition Countries; International Project Finance; International Project Finance & Development: Case Studies; Project Development and Finance or Transacting International Finance.

LAW 820 v01 International Protection of Intellectual Property Through the WTO (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20820%20v01)
LL.M Course | 2 credit hours
This course deals with international protection of intellectual property through the World Trade Organization (WTO) and the WTO agreements which cover intellectual property: the TRIPS Agreement, The Paris Convention and the Berne Convention. The course will also cover the General Agreement on Tariffs and Trade (GATT) and the Dispute Settlement Understanding, which are essential in enforcing these agreements.

The course examines in detail the relevant U.S. law and how the extraterritorial application of these laws effects international enforcement of intellectual property. These laws are Section 337 of the Tariff Act of 1930 which prohibits the importation of articles into the United States which infringe U.S. patents, trademarks, or copyrights, and Section 301 of the Trade Act of 1974 which allows retaliation against foreign countries which impose unjustifiable or unreasonable restrictions against U.S. commerce.

The main WTO cases in intellectual property will be read and analyzed. These will include the cases on Sections 337 and 301, which have limited the United States’ ability to unilaterally affect intellectual property law. Other cases will include the U.S. – Cuba Havana Club case, the Indian Pharmaceutical case, the Internet Gaming case, the U.S. Musical Copyright case, the European Geographical Indication (GI) case, the Canada Pharmaceutical patent case, and the China Intellectual Property Violation case. The course will study the Doha Agreement, which allows the compulsory licensing of pharmaceutical patents to fight pandemic diseases particularly HIV/AIDS. Finally, the course will review any significant changes in trade law or existing trade agreements, particularly as relates to intellectual property, that may occur under the Trump administration.

Mutually Excluded Courses: Students may not receive credit for both this course and Intellectual Property in World Trade (LAWG/J-226).
**LAW 798 v00 International Telecommunications Policy and Regulation**

LL.M Course | 2 credit hours
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This seminar addresses global information and communications technology (ICT) regulation and policy. In particular, it offers a multi-faceted view of the legal, economic, policy and technological underpinnings of global ICT. We will examine 1) key national and regional approaches to ICT; 2) the roles of key intergovernmental institutions and regional organizations (e.g., the International Telecommunications Union, Internet Governance Forum, the World Trade Organization) in shaping and promoting regulatory policies; 3) the key issues posed by emerging technologies, such as unmanned aerial vehicles; and 4) the challenges posed by new methods of content delivery, such as video streaming and other internet-based services. This seminar will also examine key nations’ domestic law, regulations, and policies governing international telecom services, wireless and satellite services, and spectrum management, including the cross-sectoral challenges arising in access to this scarce resource. Specific focus is on the challenges that increased global access to content and new technologies present to established international regulatory approaches and the national regulators. Grading shall be based on the exam and student participation in class discussion throughout the semester; optional class presentations will also be taken into account.

**Recommended:** International Law I: Introduction to International Law (or the equivalent, International Law I).

**Note:** Students may not withdraw from this class after the add/drop period ends without the permission of the professor.

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**LAW 244 v01 International Trade**

J.D. Course (cross-listed) | 3 credit hours
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This three-credit survey course is designed to introduce students to the legal system governing international economic transactions and international economic relations, with a focus on the World Trade Organization (WTO) and its constituent treaty instruments. The primary objective of the course is to give the student an in-depth overview of the world trading system and some exposure to its particular details. The course will cover the basic principles and mechanisms of international trade law, including most-favored-nation (MFN) and national treatment, and relevant law in different substantive areas, including tariffs, quotas, services, intellectual property, trade remedies, and standards. We will also examine the issue of development in the WTO and trade treaties and whether treaty obligations constrain countries’ policy autonomy and hinder their ability to pursue successful development strategies, as well as the tensions between trade liberalization and other values, such as those concerning the environment, health and safety, workers’ welfare, and human rights.

The course will also cover current trends and issues in international trade law. The Uruguay Round established the WTO in 1994 as the premiere forum for negotiating multilateral trade agreements and adjudicating international trade disputes; however, the negotiation and adjudication functions of the WTO currently face significant challenges. Globally, more than 300 regional or bilateral trade agreements have been negotiated, including the recent United States-Mexico-Canada Agreement (USMCA) and Comprehensive and Progressive Agreement for Trans-Pacific Partnership (CPTPP), with implications for both individual countries and the global trading system overall. The course will include current developments at the WTO, bilateral and regional trade agreements (including U.S.-Europe and U.S.-Kenya negotiations and trade models in other parts of the world like China’s Belt and Road Initiative and the African Continental Free Trade Area), Brexit, and U.S. “trade wars” pursued on national security grounds.

**Mutually Excluded Courses:** Students may not receive credit for both this course and International Trade and the WTO or International Trade Law or World Trade Organization: Law, Policy and Dispute Settlement; or the graduate course, International Trade Law and Regulation.
LAW 691 v00 International Trade and Health [http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20691%20v00]  
LL.M Seminar (cross-listed) | 2 credit hours  
The objective of this 2 credit seminar is to introduce students to the relationship between international laws governing trade and efforts to protect and promote human health. The course will focus on the impact of the law of the World Trade Organization (WTO) on domestic health measures as well as on international efforts carried out under the auspices of the World Health Organization. Students will learn, and be asked to think critically about, how the international trade regime affects national regulation in the interests of human health.

The course will address the following subject matter:

1. Introduction to 'trade and health': issues and underlying theories.
2. The prohibitions and exceptions of the General Agreement on Tariffs and Trade in a health context.
3. Risk regulation, the precautionary principle and sanitary measures (such as import safety measures).
4. International standards and technical barriers to trade, such as labeling measures.
5. Trade in health services, health worker migration and the General Agreement on Trade in Services.
6. Access to essential medicines under the Agreement on Trade-Related Aspects of Intellectual Property Rights (TRIPs) and TRIPs plus agreements.
7. The fragmentation of international law: cross-fertilization between international trade law and global health law.
8. Policy coherence, legitimacy and participatory governance at the WTO.

Note: A student will be permitted to drop a course that meets for the first time after the add/drop period, without a transcript notation, if a student submits a written request to the Office of the Registrar prior to the start of the second class meeting. Withdrawals are permitted up until the last class for this specific course.

LAW 673 v01 International Trade and Investment Litigation and Strategy [http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20673%20v01]  
LL.M Seminar (cross-listed) | 2 credit hours  
This course will teach students the practical aspects involved in litigation of international trade and investment disputes. Its goal is to prepare students entering either private practice or government service to handle complex litigation in those fields. The course will provide a comparative analysis of the dispute settlement mechanism of the World Trade Organization (WTO) and Investor-State arbitration. While it will focus on procedural issues and case management, the first sessions will provide an overview of the legal framework of the multilateral trading system and investment treaty law. It will identify and analyze each phase of the proceedings of WTO disputes (under the Dispute Settlement Understanding) and of investor-State arbitrations (mainly under the arbitration rules of the International Centre for Settlement of Investment Disputes and Chapter Eleven of the North American Free Trade Agreement). Some of the topics that will be covered include: pre-trial preparation, formal initiation of a dispute, constitution of panels and tribunals, discretionary procedural issues, evidentiary issues, jurisdictional and other preliminary objections, written pleadings, conduct of hearings, use of witnesses and experts, awards and rulings, recourses, implementation and enforcement, and in general case management.

The analysis and discussions in class will be based on treaty text, jurisprudence and the practical, hands-on experience of the professors. Guest-speakers – including practitioners, government officials, or staff from relevant international organizations – will be invited to a few sessions. Students will be expected to participate in class discussions and in simulations.

Recommended: Basic courses in public international law and international trade.
LAW 244 v05 International Trade Law
J.D. Course (cross-listed) | 3 credit hours
Economic interdependence between countries and across production chains has grown exponentially. Yet, today, economic globalization is under attack. In this context, existing rules on international trade, and negotiating fora to potentially change those rules, are key. This course focuses on the rules and institutions established under the World Trade Organization (WTO) as well as selected regional trade agreements. What are the benefits and risks of trade liberalization from legal, economic and political perspectives? How can trade liberalization go hand in hand with pursuing public policy goals such as protecting the environment or labour standards (“non-trade concerns”), job creation or promoting the economic development of poor countries? The course will offer an in-depth, practical knowledge of substantive WTO law drawing heavily on case law from dispute settlement practice. It will address the basic principles of trade in goods and trade in services as well as more specific WTO agreements on, for example, health measures, subsidies, trade remedies and intellectual property rights. The course will also focus on the unique WTO mechanism for the settlement of trade disputes, and especially on how it balances trade liberalization with non-trade concerns as well as how it copes with increasing trade tensions between OECD countries and emerging economies like Brazil, China, India and Russia.

Mutually Excluded Courses: Students may not receive credit for both this course and the course WTO: Dumping, Subsidies and Safeguards.

Note: There are no prerequisites for this course.

This course will meet 2 times per week in the weeks of August 30 - September 17 and October 11 - October 29. In addition, there will be three classes taught remotely on October 7, November 11 and November 16.

LAW 966 v01 International Trade Law & Regulation
LL.M Course (cross-listed) | 2-3 credit hours
Examines international trade laws and regulations and World Trade Organization agreements affecting international trade, and the relationship of the General Agreement on Tariffs and Trade 1994 and other international agreements to U.S. law and practice. Considers, in detail, the U.S. antidumping, countervailing duty, safeguards (Section 201) laws and regulations and the WTO agreements that establish multinational standards applicable to the use of those remedies. Examines the WTO agreements on services, intellectual property, and technical barriers to trade. Examines the statutory remedies, particularly Section 301, that are available to address foreign restrictions on U.S. exports of goods, capital, services, and intellectual property. Analyzes the U.S.-China “trade war” and resulting tariffs and agreements. Evaluates the role of Congress, the U.S. Trade Representative, and other U.S. agencies in setting trade policy and overseeing administration of the trade laws. Examines the WTO procedures for dispute resolution and key WTO panel and Appellate Body decisions. Reviews free trade agreements, including the U.S.-Mexico-Canada Agreement, as well as bilateral investment treaties. The course includes a weekly discussion of current events affecting international trade law and regulation.

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. course, International Trade or World Trade Organization: Law, Policy and Dispute Settlement.

Note: The 3-credit section of this course meets the "Category 1" requirement for the WTO certificate program.

The two-credit class requires a final exam; the three-credit class requires a paper. J.D. students must register for the three-credit section of the seminar if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement for JD students. The paper requirements of the two-credit section will not fulfill the Upperclass Legal Writing Requirement for JD students.

Prerequisite: International Trade (3 credits), OR International Trade and the WTO, OR International Law II, OR International Economic Law, OR International Trade Law & Regulation OR World Trade Organization: Law, Policy and Dispute Settlement.

Mutually Excluded Courses: Students may not receive credit for both this course and the course WTO: Dumping, Subsidies and Safeguards.
LAW 959 v00 International Trade, Development & the Common Good
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20959%20v00)
LL.M Seminar (cross-listed) | 2-3 credit hours
This course will examine the connection between trade law and development, including aspects of international and regional trade agreements, comparative law, and diverse areas of market regulation at the national level. Overall, the seminar will highlight the role of law and regulation as a driver for sustainable development and inclusive growth and link broader legal frameworks and policy debates with the needs of individuals and enterprises. It will engage students in ways in which economic law can help encourage sustainable and inclusive development and will assess challenges associated with local and regulatory capacity and the uneven implementation of laws in practice. Cross-cutting and inter-disciplinary approaches in the field, such as socio-legal approaches, human rights, food security, the UN Sustainable Development Goals (SDGs), and gender and trade will also be discussed throughout the seminar.

The seminar will take place in three phases. In Phase I, the seminar will explore the historical and institutional relationship between trade and development, including World Trade Organization (WTO) disciplines, regional trade agreements (RTAs), and other relevant international legal frameworks. Phase II will focus on different issues and will cover a number of substantive aspects of trade and development in depth, all of which impact stakeholders and communities and hold greater potential to contribute to the common good. Specific areas of focus will include domestic market regulation and investment, non-tariff measures, regulation of services, trade facilitation, agriculture, labor and environment, intellectual property rights, gender, and digital trade. Phase III of the course will consist of an in-class exercise to apply the theory and substantive legal approaches discussed in Parts I and II in the context to practical trade and development challenges.

Readings will be drawn from a variety of viewpoints and sources – law review articles, white papers, academic journals, newspapers and magazines, and excerpts from books – and will cut across trade and economic law, inclusive economic development, and business. The readings will highlight different aspects of the legal and regulatory environment in the context of encouraging sustainable and inclusive development globally and at the grassroots level. Discussion questions will be provided for each session, which can be used as the basis for class preparation.

The course will also incorporate short, practical case studies that illustrate how different issues in trade, development, and economic regulation can be applied from the perspective of different stakeholders (entrepreneurs, countries, and communities). Seminar members will be asked to assume roles in discussion of these case studies, which will count towards class participation and lay the groundwork for the final paper. Questions to guide the case study analysis will also be provided.

In addition to the readings assigned for each session, optional background readings will be included for students wishing to explore a topic in greater depth (additional background reading is recommended for students who have not taken a trade law course, but the course does not have any prerequisites).

Note: Only the 3-CR section will fulfill the WTO & International Trade Certificate List C requirement.

LAW 708 v00 International Trade, Intellectual Property Rights, & Public Health
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20708%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This course will cover the interface between the intellectual property rights, international trade and public health, focusing in particular on the WTO TRIPS Agreement and subsequent decisions, including on the Covid-19 waiver, if approved. It will provide an introduction to the provisions of WTO agreements relevant to public health (other than TRIPS), and to the law and economics relating to IPRs and public health; it will cover the provisions of the TRIPS Agreement relevant to public health, and discuss the relevant disputes settled in the WTO. It will examine the background, content and implications of the Doha Declaration on the TRIPS Agreement and Public Health and of the subsequent TRIPS amendment implementing compulsory licensing for exports. It will devote a session to Covid-19 and infectious disease pandemics. It will also discuss the relevance of bilateral or regional free trade area agreements to the subject.

The course would study relevant national/regional implementing legislation, for example on compulsory licenses, and discuss use of the WTO export compulsory license provisions. In addition to the final paper, students will be graded on class participation, individual presentations and group exercises, an example of the last being a hypothetical case study of exports, with students taking up the role of legal advisors based in either the importing country or the exporting country.

Finally, the course will also cover recent work on trade, intellectual property and public health in other intergovernmental organizations, in particular in the World Health Organization.

Recommended: Coursework in International Trade, Intellectual Property Rights, or Public Health.

LAW 2036 v00 Introduction to Contracts
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202036%20v00)
LL.M Course | 3 credit hours
This course will introduce students to a substantive area of American law: contracts. This course exposes students to the major themes in contract law. Specifically, we will cover contract formation, breach of contract, and contract remedies. Focusing exclusively on the common law, this class will familiarize students with the basic concepts of offer, acceptance, consideration, performance, breach, remedies, and third party issues.

Learning objectives:
To understand the fundamental principles of the law of contracts.

Note: This course is only open to foreign-educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree).
LAW 2047 v00 Introduction to International Commercial Arbitration

LL.M Course (cross-listed) | 3 credit hours
This course will introduce the basic concepts of international commercial arbitration from both a theoretical and practical perspective. It will provide a general overview of the subject, and subsequently focus on issues including the agreement to arbitrate, the constitution and duties of the arbitral tribunal, the conduct of the proceedings and the arbitral award. The course will refer to the ICC Rules of Arbitration in discussing many of the practical aspects of these issues.

Mutually Excluded Courses: Students may not receive credit for both this course and International Commercial Arbitration or International Arbitration (LAWG-882 or LAWJ-882), or the J.D. seminar, International Commercial Arbitration Seminar (CTLS course).

Note: Please note, the date for the final class session will be announced at the start of the semester.

LAW 2055 v00 Investment Treaty Arbitration, Public International Law, and Landmark Judgments of the ICJ

LL.M Course | 2 credit hours
This seminar will lay out the basic principles of international investment treaty arbitration by analyzing and studying the underlying principles of public international law as well as landmark decisions of the Permanent Court of International Justice and the International Court of Justice (ICJ) that influence Investor-State arbitration. The curriculum and calendar of the seminar will follow the procedural structure of a proceeding at the International Centre for Settlement of Investment Disputes (ICSID) — i.e., first covering registration of a request for arbitration under articles 25 and 36 of the ICSID Convention, then discussing preliminary objections under Rule 41(5) of the ICSID Rules of Arbitration, provisional measures, objections to jurisdiction, merits, and ending with quantum.

The objective of the seminar is to provide students interested in investment treaty arbitration and/or public international law with a solid understanding of the principles and judgments of the ICJ and other relevant public international law instruments, including the International Law Commission’s 2001 Articles on State Responsibility, which together form the basis for the rules and principles that guide investment treaty arbitration.

Recommended: International Law I: Introduction to International Law (or the equivalent International Law I); Litigation Practice in International Arbitration; or Investor-State Dispute Settlement.

LAW 676 v02 Investor-State Dispute Resolution

LL.M Course | 2 credit hours
The subject of investor-state disputes and their resolution lies at the cutting edge of international law, and is a major factor in the development of the global economic system in years to come. Study of this form of arbitration provides insight into the evolving shape of customary international law, the conflict between capital-importing and capital-exporting states, and the status of individuals in the international legal order. This seminar will provide students with a firm grounding in the history, present practice, and future implications of arbitration between foreign investors and host states, sanctioned by multilateral and bilateral investment treaties. Topics that will be covered in this course are the history of the treatment of aliens and investments under international law; an overview of the most important international treaties that give investors a right to arbitration of claims; the most important elements of procedure that characterize investor-state arbitration, including tribunal composition, jurisdiction, evidence, award and challenge or annulment; substantive law of investment arbitration, the standards that apply when a tribunal determines whether a breach of the treaty has occurred; and the future development of investor-state arbitration including the challenges of globalization and other stresses, the clash of capital-importing and capital-exporting countries, environmental protection and free trade, restrictions on state sovereignty, the construction of an international investment jurisprudence, the limits on arbitrability, and the expansion of multilateral investment protections worldwide. Active participation in discussion of the course materials is required.

Prerequisite: International Law I.

Recommended: International Commercial Arbitration

Note: Students may not withdraw from this class after the add/drop period ends without the permission of the professor.
LAW 676 v00 Investor-State Dispute Resolution Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20676%20v00)
LL.M Seminar | 3 credit hours
The subject of investor-state disputes and their resolution lies at the cutting edge of international law, and is a major factor in the development of the global economic system in years to come. Study of this form of arbitration provides insight into the evolving shape of customary international law, the conflict between capital-importing and capital-exporting states, and the status of individuals in the international legal order. This seminar will provide students with a firm grounding in the history, present practice, and future implications of arbitration between foreign investors and host states, sanctioned by multilateral and bilateral investment treaties. Topics that will be covered in this course are the history of the treatment of aliens and investments under international law; an overview of the most important international treaties that give investors a right to arbitration of claims; the most important elements of procedure that characterize investor-state arbitration, including tribunal composition, jurisdiction, evidence, award and challenge or annulment; substantive law of investment arbitration, the standards that apply when a tribunal determines whether a breach of the treaty has occurred; and the future development of investor-state arbitration including the challenges of globalization and other stresses, the clash of capital-importing and capital-exporting countries, environmental protection and free trade, restrictions on state sovereignty, the construction of an international investment jurisprudence, the limits on arbitrability, and the expansion of multilateral investment protections worldwide. Active participation in discussion of the course materials is required.

Prerequisite: International Law I

Recommended: International Commercial Arbitration

Note: For the Spring section: FIRST CLASS ATTENDANCE IS MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist.

For the Spring 2022 semester, mandatory first class attendance rules will not be enforced for this course. Enrolled students will not be dropped if not in attendance at the start of the first class, and waitlisted students will remain eligible to be admitted off the waitlist if not in attendance at the start of the first class. Student who no longer wishes to remain enrolled will not be permitted to drop the class but may request a withdrawal BY PROFESSOR PERMISSION ONLY. This course requires a paper. J.D. Students: this will fulfill the J.D. Upperclass Legal Writing Requirement.

LAW 949 v00 Islamic Finance Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20949%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This course will explore contemporary Islamic finance from a transactional vantage and with particular emphasis on structuring financial transactions and products. Islamic finance will be examined both as an application of Islamic religious law and ethics (shari’ah) and as an effort to create and operate a shari’ah-compliant economic system without interest payments and receipts and based upon a compliant risk-reward paradigm that maintains expected returns for the transactional parties. We will examine some of the core principles of the shari’ah and the methodology by which shari’ah compliance is determined (Shari’ah Supervisory Boards and the issuance of rulings (fatawa)). As a base, we will examine certain principles and precepts of shari’ah and the classical contractual and legal forms that have been approved as being shari’ah-compliant. Our paradigm will be the study of recent Islamic finance transactions in different financial categories and markets. As examples, we will consider, among other structures:

(a) lease (ijara) structures in real estate acquisition financings, construction and development financings and private equity transactions;

(b) commissionioned construction and manufacture concepts (istisna’a) in real estate construction and development transactions and project financings;

(c) murabaha (sale at markup) arrangements pertaining to trade finance and working capital facilities;

(d) partnership (musharaqah) arrangements in acquisition financings, construction and development financings and project financing as well as more conventional joint venture arrangements;

(e) arboon (sale with downpayment) structures as they pertain to hedge fund activities, particularly short sales and options trading;

(f) rahn (pledge and mortgage) and adl (trusted person) concepts as they apply to project financings and collateral security structures;

(g) Islamic bond and securitization (sukuk) structures used in project finance, municipal finance, corporate finance and the capital markets; and

(h) international investment fund structures used for Islamic finance, including associated tax considerations.

In light of market realities, we will also consider conventional Western equivalents to certain shari’ah-compliant financial structures.
The course has several interconnected learning objectives:

- Understand the legal, historical, economic, and political context of law and development
- Explore how different areas of law address questions of equity, inclusiveness, vulnerability, and environmental sustainability
- highlights the evolution of different approaches, theories, and models of sustainable development
- For J.D. students, complete the required first-year program
- For J.D. students, complete at least 15 hours of supervised fieldwork per week
- Must commit to attending class and working 15 hours/week, during normal business hours
- Fieldwork credits are mandatory for practicum completion
- Students must be supervised by attorneys at the firm Foley & Lardner
- SEMINAR: The two-hour/week seminar functions like a Social Innovation Incubator
- FIELDWORK: In the 15 hour/week field placement, students will work and be supervised by attorneys at the firm Foley & Lardner.

Learning Objectives

The course has several interconnected learning objectives:

- The course is divided into three parts. The first part begins with an exploration of the foundations of law and development, including an examination of the issues, debates, and academic literature. This portion of the course will examine the role of governments and institutions in law and development (including the World Bank, WTO, IMF, UN system, donor organizations, regional organizations, and others), as well as how rules are designed and implemented from the perspective of individual and community stakeholders. Part I of the course will also highlight the evolution of different approaches, theories, and models within law and development, including economic approaches (structural change approaches, dependency theory, neoliberal approaches, endogenous growth theory, post-Washington consensus models, and others), promotion and criticism of rule of law approaches (legal pluralism, institutionalism and new institutional economics, constitutionalism, international vs. national law approaches, legal empowerment, informality, and others), and current movements such as law and political economy and TWAIL (Third World Approaches to International Law).

- The second part of the course will introduce students to the different substantive dimensions of law and development. This segment will allow students to both understand the legal foundations of different aspects of law and development and explore intersections between different areas of law as they relate to development, highlighting the cross-cutting nature of law and development. Topics will include human rights law, international economic law (finance, investment, and trade), conflict and resource control, gender and development, corruption and development, development assistance, and law and development aspects of health, environment, and climate change.

- The third part of the course will focus on issue-based regional case studies, allowing students to apply what was covered in the first two parts of the course in different contexts and explore ways in which law has been – or could be – a driver for development. Issue-focused case studies will include land tenure and contracts, labor, agriculture and food security, intellectual property rights, and data and development. Regional case studies will include Africa, Asia (with some focus on China and India, among other countries), and Latin America. In this part of the course, students will also assess which law and development approaches have been best suited to different circumstances, economies, cultures, and communities.

J.D. Course (cross-listed) | 3 credit hours
This three-credit survey course is designed to introduce students to the different dimensions of law and development, integrating legal, historical, academic, and practical models and approaches. The course will cover a range of issues and substantive areas of law, including economic and social development and rule of law approaches; human rights law; comparative law; peace and security; international economic law (including trade, finance, aid, and investment); labor, environmental, and health law; market regulation; institutional models for advancing law and development; gender; and sustainable development. It will also examine the increasing role of technology and data in law and development and the connection between law and the United Nations Sustainable Development Goals (SDGs). Throughout the semester, the course will explore how different areas of law address questions of equity, inclusiveness, vulnerability, and environmental sustainability. There are no prerequisites for this course, and it is intended to be both an introduction to law and development and a complement to other course offerings at Georgetown Law.

LAW 1087 v00 Law and Entrepreneurship Practicum (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201087%20v00) (Fieldwork Practicum)
J.D. Practicum | 5 credit hours
In fieldwork practicum courses, students participate in weekly seminars and conduct related fieldwork at outside organizations. This fieldwork practicum course explores the role of lawyer as counsel to social and business entrepreneurs engaged in early-stage ventures. Students will participate in a two hour/week seminar and carry out 15 hours/week of fieldwork at the firm Foley & Lardner.

SEMINAR: The two-hour/week seminar functions like a Social Innovation Incubator. Students will work on one or two social impact concepts presented by the professor and inspired by his community economic development and empowerment work in the DC region. Working with small collaborative groups, students will learn how social impact ventures differ from and are similar to the more conventional for profit ventures they encounter in the practicum’s fieldwork component. The seminar compliments the legal focus of the fieldwork experience with exposure to the business or entrepreneurial side of the Law & Entrepreneurship equation, particularly as it relates to social impact entrepreneurship. Topics covered include: the mindset and goals of the social impact entrepreneur; choice of entity and business structure for social impact work; nonprofit vs. for profit governance issues; public, private social sector partnerships. The bulk of the semester will focus on aspects of the social impact business plan; how to draft compelling mission, vision, values and goals statements for the social impact venture; understanding the value-add of the social impact venture’s product and/or service through market research and analysis; project budgeting, funding and financial projections; scaling and growing the social impact venture.

FIELDWORK: In the 15 hour/week field placement, students will work at and be supervised by attorneys at the firm Foley & Lardner. In this role, students will research issues and advise student entrepreneurs affiliated with the Georgetown Entrepreneurship Initiative, as well as various private ventures and community empowerment and economic development initiatives in the DC area. Students will typically develop a portfolio of three-five projects across the semester.

Prerequisite: J.D. students must complete the required first-year program prior to enrolling in this course (part-time and interdivisional transfer students may enroll prior to completing Criminal Justice, Property, or their first-year elective).

Mutually Excluded Courses: Students may not concurrently enroll in this practicum and an externship or a clinic or another practicum course.

Note: This course will be offered during both the Fall 2021 and Spring 2022 semesters. Students will be permitted to enroll in the course for only one semester, i.e., Fall 2021 OR Spring 2022.

THIS COURSE REQUIRES PROFESSOR PERMISSION TO ENROLL. Please email Professor Anthony Cook (cooka@georgetown.edu) by 5:00 pm on Wednesday, June 9, 2021 for the fall course and Wednesday, October 6, 2021 for the spring course expressing your interest in taking the practicum. This course is suitable for evening students who can commit to attending class and working 15 hours/week during business hours, on site at Foley & Lardner. This is a five credit course. Two credits will be awarded for the two-hour weekly seminar. Three credits will be awarded for 15 hours of supervised fieldwork per week, for a minimum of 11 weeks, to be scheduled with the faculty. The fieldwork must be completed during normal business hours. The two-credit seminar portion of this practicum will be graded. The fieldwork credits are mandatory pass/fail. Students will be allowed to take another course pass/fail in the same semester as the fieldwork. Students who enroll in this course will be automatically enrolled in both the seminar and fieldwork components and may not take either component separately. After Add/
LAW 852 v00 Law and Foreign Investment in China (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20852%20v00)
LL.M Course (cross-listed) | 2 credit hours
The course will examine the major Chinese laws that apply to foreign invested projects in China and related cross-border transactions. We will begin with an overview of China’s policy priorities for foreign investment and the foreign investment approval process, focusing on the sources of law and regulation relevant when planning entry into the China Market. We will then consider the options for structuring a foreign investment under the Company Law and the Foreign Investment Law with its impact on the Sino-foreign Equity Joint Venture Law, the Cooperative Joint Venture Law, and the Law of Wholly Foreign-owned Enterprises. We will also study the requirements for foreign acquisitions of existing Chinese enterprises under China’s M & A rules. The preparation of the project application report or feasibility study is also a key part of the foreign investment approval process, involving a number of important laws and regulations. We will study how China’s environmental laws, rules and regulations on foreign exchange, financing and security, land use laws and labor laws must also be considered when forming a venture in China. Foreign investment projects in China typically involve cross-border arrangements that are crucial to the foreign investor’s goals, especially technology licensing and trademark licensing. In this context, we will study the PRC contract law, and the challenges encountered in the protection of intellectual property. Finally, we will look at the issues involved in exiting an investment in China, whether by disposal or termination, and dispute resolution. We will work primarily with English translations of PRC law, with some secondary sources. No knowledge of Chinese language is required.

Recommended: Students should have prior or concurrent coursework in International Business Law. Examples of such courses would include: International Economic Law, International Law II, International Business Transactions, Global Commerce and Litigation, etc.

LAW 2050 v00 Managing Political Risk in Emerging Market Project Financings (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202050%20v00)
LL.M Seminar | 2 credit hours
The course examines concepts of political risk and the means by which certain political risks can be managed in planning and structuring foreign investments, particularly in international project financings. Classes will be a combination of lecture and guided discussion based on assigned readings. The readings include articles about the issues and related subjects, examples of political risk insurance contracts used by a national government agency, a multinational institution and private insurers, as well as decisions on claims made under political risk insurance contracts. The opportunity to analyze and revise original contract documents will be an additional and more general benefit of the course. The variety of source material will expose students to the public policy issues that underlie the decision to issue such insurance and the consequences of doing so. Some incidental coverage of insurance law, international law, and dispute resolution will also be required.

In addition to an in-class final exam, students, as counsel to an insurer, will draft a memo advising how one of the insurer’s standard contracts would have to be revised to cover a non-standard situation or provide a non-standard coverage and attempt the revision. The insurer will provide a detailed written description of the situation or coverage. Students may work as individuals or form a team (and all receive the team product’s grade).

The course will be taught jointly by Robert C. O’Sullivan, formerly Associate General Counsel for Insurance and Claims at the Overseas Private Investment Corporation (OPIC), and Kenneth W. Hansen, a partner at the law firm of Norton Rose Fulbright and formerly General Counsel of the Export-Import Bank of the United States and Associate General Counsel at OPIC.

Recommended: International Trade; International Trade Law and Regulation; International Trade and the WTO; or World Trade Organization: Law, Policy and Dispute Settlement.
LAW 1469 v00 Merger Antitrust Law (http://
curriculum.law.georgetown.edu/course-search/?keyword=LAW
%201469%20v00)
J.D. Course (cross-listed) | 4 credit hours
This is a course on identifying and resolving antitrust problems that
arise in mergers and acquisitions. Using case studies of contemporary
transactions ranging from simple negotiated acquisitions to hard-fought
contested takeovers, we will examine anticipating antitrust problems and
identifying possible defenses and solutions at the early stage of a deal
when information is typically scarce, performing more detailed analyses
when more information becomes available, organizing the prosecution/
defense of a transaction, navigating the DOJ/FTC merger review process,
anticipating and structuring consent decree settlements, litigating merger
antitrust cases, and negotiating provisions in merger agreements to
allocate antitrust risk between the parties. The case studies will include
such recent high-profile transactions as Hertz/Avis Budget/Dollar Thrifty,
Halliburton/Baker Hughes, Staples/Office Depot, American Airlines/
USAir, Comcast/NBCUniversal, Anheuser-Busch InBev/Grupo Modelo,
Anthem/Cigna, and Nielsen/Arbitron. The course will be sufficiently
self-contained for students interested in business combinations who
have not taken an antitrust course. There will be several short graded
assignments throughout the course and a three-hour, open book, take-
home examination at the end of the course.

Learning Objectives:

By the end of the course, a diligent student should be able to do the
following:

1. Perform a preliminary merger analysis, spotting at a high-level both
   potential substantive issues and possible remedies, in common
   transaction scenarios involving public companies given only publicly
   available facts.

2. Describe the merger review process from the filing of an HSR
   premerger notification report through a preliminary investigation,
   second request investigation, and final arguments to the heads of
   the investigating agency. If the agency concludes that the deal has
   antitrust problems, be able to describe the process for negotiating
   consent decree relief.

3. Understand the major theories of antitrust harm that apply to
   mergers and acquisitions and the major types of defenses available
   to the merging parties and be able to apply them to an arbitrary
   transaction.

4. Structure a merger antitrust challenge (as the investigating staff) and
   a merger antitrust defense (as defense counsel) before the decision-
   making officials at the DOJ and FTC.

5. Anticipate and structure a consent decree remedy minimally
   satisfactory to the DOJ and FTC in light of their expressed concerns
   about a transaction.

6. Describe the basic considerations and timing implications of
   litigating a merger antitrust case, the standards for granting
   preliminary and permanent injunctive relief, what the government and
   the merging parties each must show to prevail, and the allocation of
   the burden of proof (both persuasion and going forward) between the
   two sides, and the strategic and tactical implications of these factors
   to the prosecution and defense of a merger antitrust case in court.

7. Describe the legal and strategic significance of the antitrust-
   relation provisions in an Agreement and Plan of Merger (e.g.,
   reps and warranties on antitrust-related consents and approvals,
   merger control and litigation conditions precedents, general efforts
   covenants, conduct of business covenants, merger control filing
   covenants, investigation and litigation cooperation covenants,
   shift-shifting covenants (including covenants to divest businesses
   or assets if necessary to avoid an agency challenge or settle
   a litigation), antitrust reverse termination fees, purchase price

LAW 434 v02 Mergers and Acquisitions (http://
curriculum.law.georgetown.edu/course-search/?keyword=LAW
%20434%20v02)
J.D. Course (cross-listed) | 3 credit hours
This course draws on legal principles and financial economics to
understand mergers and acquisitions. The class will cover incentives
for deals and constraints on them arising from both law and economic
factors. Valuation and judicial review of defensive tactics, for example,
are included in the topics to be studied. Individual and team assignments
may be included as part of the class.

Prerequisite: Corporations.

Mutually Excluded Courses: Students may not receive credit for both this
course and Takeovers, Mergers, and Acquisitions.
By the end of the course, students should:

1) have a mastery of the basic elements of an effective compliance program (see U.S.S.G and OIG 7 elements) along with a basic understanding of how a risk-based assessment guides practitioners in building modern compliance programs; 2) have a basic knowledge of the relevant laws, regulations and guidances (including FCPA, UK Bribery Act, OECD Anti-bribery convention) that enforcement organizations, agencies and/or courts would apply to hold organizations/individuals accountable for ethics/compliance failings; 3) have a basic understanding of the tools used to help organizations implement an effective ethics and compliance program (from assessment frameworks, code of conduct, policies and procedures, to internal investigations, training approaches and hotlines, due diligence and screening tools); and 4) using real-world scenarios and case studies, gain a deeper understanding of the issues faced by modern organizations and how compliance programs are tailored to address current and emerging risks (such as data privacy concerns) and exhibit an ability to combine law, theory and tools to analyze how to mitigate ethical or compliance risk facing an organization.

**Note:** In the Fall 2021 semester, this course will take place online via Zoom (https://www.law.georgetown.edu/wp-content/uploads/2021/08/Online_Class_21_Students.pdf).

**ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS.** Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

**LAW 3092 v00 Modern Ethics and Compliance Concepts in Business**

This course will cover the concepts and components that form the basis for an organization to implement a modern ethics and compliance program. This will use current examples on failures in organizations and discuss how an ethics and compliance program could have prevented or minimized the conduct.

Students will research and engage in class discussions on a number of problems involving international aviation and national security issues. We will make extensive use of case studies and problems to explore the complex legal and geopolitical questions that arise in these cases. In addition, we will track events in the news to provide real-world examples of the significance of the concepts that we will be discussing throughout the course. Case studies will involve issues like sovereign airspace management, establishment of no-fly zones, territorial disputes in the South China and East China Seas, the conflict in Ukraine, Saudi-led blockade of Qatar, U.S. Iran Sanctions, international terrorism, and forums for dispute resolution. The course aims to provide students with a practical understanding of international aviation law through an in-depth examination of how it operates in relation to national security.

**Recommended:** Public International Law, National Security Law, Administrative Law

**LAW 3084 v00 National Security and International Aviation Law**

This course reviews the basic principles of international law governing aviation, especially those involving critical issues affecting national security. Students will develop an understanding of the legal regimes governing civil aviation and an overall appreciation for U.S. aviation law and policy regarding national security issues. Topics include international organizations, such as the United Nations International Civil Aviation Organization, int’l disputes resolution mechanisms, int’l treaty obligations and government oversight responsibilities, air transport agreements, navigation and oversight rights, regulation of international airspace, airspace zones and military enforcement activities, the concept of civil and state aircraft, unmanned aircraft operations (drones), economic sanctions, and airport security and border control. We will also discuss the intersection of international aviation law with related regimes governing oceans and space.

**LAW 3070 v00 National Security Business Law**

National Security Business Law explores important legal issues arising out of the U.S. government’s reliance on the private sector for its national security capacity and capability. The course will include sections focusing on: (1) Privatization and insourcing/outsourcing issues for the U.S. government in the national security arena; (2) Government contracts issues in national security work, including contract competition and protests; performance issues, disputes and terminations; torts and national security; and how the U.S. Government holds contractors accountable; (3) Export controls issues, including those relating to the State Department’s regulation of defense items, the Commerce Department’s regulation of “dual use” items, and the regulation by Treasury and other agencies of sanctioned and listed entities; and (4) Classified information and the private sector, including the structure of the National Information Security Program, processes for acquisition and maintenance of facility and personnel clearances, and special issues within this area such as mitigation of foreign ownership, control and influence.
**LAW 967 v00 National Security Law & the Private Sector**

LL.M Course (cross-listed) | 1 credit hour

This seminar will examine how the U.S. government regulates and addresses national security in a global economy in which data and money flows freely and sensitive assets in the United States and abroad are owned or controlled by commercial actors. The concept of “national security” in U.S. legal doctrine and regimes is hardly new, but the impact of national security law on the private sector has expanded dynamically since September 11, 2001. The course will review the history and breadth of national security law and public policy as it relates to the private sector and the principles for the application of national security regulation to private actors. While the seminar will address these considerations for a variety of practice areas, the primary focus of the seminar will be on how these principles apply in national security reviews of foreign investment conducted by the federal inter-agency Committee on Foreign Investment in the United States, or CFIUS. The course will use functional examples (i.e., real world cases) to explore fundamental policy questions — e.g., what is the proper balance between security and openness in a commercial world — as well as to evaluate the legal and practical considerations of private actors (including fiduciary duties to shareholders and reputation risk, among others) and their counsel when confronted with national security issues.

This seminar is designed for those who are interested in how concepts of national security in the law affect private actors — primarily, but not exclusively, businesses — on a daily basis. There will be elements of history, but the main focus will be experiential. Accordingly, while the course will not be a heavy reading course, preparation will be important and students may be designated (with significant advance notice) to help lead a particular class discussion. Outside experts from the Executive Branch, Congress, and the private sector may be invited to participate in certain classes.

Course pre-requisites: None

Requirements — Three requirements:

(a) The preparation of materials to help lead a particular class discussion.

(b) Participation in class discussion centered around real world fact patterns.

(c) A take-home final exam.

**Note:** ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course. The take-home exam in this course may be administered mid-semester and the specific exam date will be provided by the professor after the add/drop period.

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**LAW 1207 v00 Negotiating a Joint Venture in China**

J.D. Seminar | 1 credit hour

Through a simulation oriented course, students will be exposed to recent economic history of the People’s Republic of China, foreign direct investment law of China, and negotiating norms of US and Chinese investors. These various knowledge sets will be brought together as each participant takes on the role of either a Chinese investor or a US investor, negotiating the terms of a China-based joint venture and ultimately reporting back to their respective board of directors. In addition to the negotiations exercises, the course requires a brief quality-driven paper on any number of topics relating to China as an economic actor on the world stage.

**Note:** ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course. The take-home exam in this course may be administered mid-semester and the specific exam date will be provided by the professor after the add/drop period.
LAW 1482 v01 Negotiations and Mediation Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201482%20v01)

J.D. Seminar (cross-listed) | 3 credit hours
All lawyers, irrespective of their specialty, must negotiate. This intensive, interactive seminar will explore the theoretical and practical aspects of negotiating and mediating transactions and disputes in our legal system. The goal is to improve students' understanding of negotiation and mediation as well as their ability to negotiate effectively.

Students will learn to negotiate by studying the negotiation theory, concepts and principles, and by participating in simulations and exercises from a variety of practice areas. The simulations are designed to familiarize students with the negotiating and mediation processes, sensitize them to their own negotiating behaviors, teach them how to use a mediator in aid of their negotiations, and raise a number of ethical and practical questions. Through in-class negotiation and mediation exercises, students will develop and sharpen skills in the areas of listening, asking questions, creative thinking, and persuasive communication.

Through in-class negotiation exercises, students will develop and sharpen skills in the areas of listening, asking questions, creative thinking, and persuasive communication. Class lectures and discussions will focus on such topics as the difference between competitive and integrative bargaining, the psychological and ethical dimensions of negotiations, and the importance of context in choosing negotiation strategies. Students will be videotaped while conducting at least one of their negotiations, followed by instructor evaluation and feedback.

Grades are based on the quality of student participation, several short "think pieces" and journal entries based on in-class experience, readings and lectures, and a final 10-15 page paper.

The Workshop is intensive (9:00 a.m. - 4:30 p.m. for six sessions spread over two weekends). Full attendance and participation is required at all six sessions.

Learning Objectives:

• Familiarization with negotiation and mediation theory, concepts and principles.
• Deepening of behaviors, processes and mindsets required for effective negotiation and mediation.
• Sharpening skills in the areas of listening, asking questions, creative thinking, and persuasive communication.
• Engaging in reflective practice.
• Awareness of the role that assumptions, differences (e.g., culture, gender) and psychology play in shaping negotiation/conflict dynamics.

Mutually Excluded Courses: Students may not receive credit for both this course and the Negotiations Seminar, Negotiations Seminar (LLM), Negotiations Seminar (LLM - Week One), Mediation Seminar, or Mediation Advocacy Seminar.

Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety will result in a withdrawal. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up to the last class for this specific course. There is a course materials fee for this course, which covers outside vendor materials purchased on behalf of all enrolled students (these materials are distributed as part of the course's in-class assignments and exercises). This fee is posted to your student account in August (for Fall courses) or December (for Spring courses), or as soon as you are enrolled in the course, whichever is later. Students who drop the course will be refunded the amount. Students approved to withdraw will not be refunded. This course is graded pass-fail and is only open to foreign-educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree).

NOTE: Mandatory attendance rules will be enforced for this class for the Spring 2022 semester. Graduating students are encouraged to ensure they have enough credits should they be prevented from attending the course due to COVID-19 symptoms, isolation, quarantine, or other disruptions.
LAW 2075 v00 Negotiations Seminar (LLM) (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202075%20v00)
LL.M Seminar | 3 credit hours
This interactive seminar is designed to teach both the theory and practice of negotiation. The goal is to improve students’ understanding of negotiation as well as their ability to negotiate effectively. Students will spend much of their time participating in negotiation exercises and simulations from a variety of practice areas. Through the in-class negotiation exercises, debriefings, and lectures, students will develop and sharpen skills in the areas of listening, asking questions, creative thinking, and persuasive communication. Class lectures and discussions will focus on such topics as the difference between competitive and integrative bargaining, the ethical dimensions of negotiations, the importance of reputations, and the value in planning and choosing negotiation strategies.

Mutually Excluded Courses: Students may not receive credit for both this course and the Negotiations and Mediation Seminar; the Negotiations Seminar; or Negotiation and Mediation in Public Interest Law Settings or Negotiations and Drafting Seminar or Contracts: Structure and Negotiations.

Note: This course is only open to foreign-educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree) and is graded on a pass/fail basis.

LAW 741 v00 Pre-Negotiation Strategies for Cross-Border Transactions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20741%20v00)
LL.M Course (cross-listed) | 2 credit hours
As economies globalize and organizations increasingly form cross-border relationships, there should be more focus on problems facing legal practitioners caused by cross-cultural differences. While international transactions comprise of distinct phases, the aim of this course is to explore the importance of pre-negotiation phase of international transactions. The legal training in the United States tend to devote far too little time and attention to the pre-negotiation phase than most of our counterparts from other countries. American lawyers generally want to “dispense with the preliminaries” and “to get down to cases” at the negotiation table. For seasoned lawyers and executives, however, this phase of Pre-negotiation is the most important stage to determine whether they want to negotiate at all and, if so, what they will talk about, and how, when, and where they will do it. Without a proper pre-negotiation phase, one may not get to that negotiation table, let alone explore any dispute resolution mechanisms.

Pre-negotiation phase can be characterized by information-gathering efforts to evaluate the parties’ interests and comprises of a process entailing rational choice to pursue negotiation or not. This course, “Pre-negotiation Strategies,” will attempt to introduce an analytical framework for understanding and formulating culturally responsive legal strategies for international lawyers. This highly interactive class will utilize case studies as well as various international agreements to highlight the importance of evaluating and analyzing the negotiating environment before it actually takes place. The course will address the need for practitioners to research and identify certain cultural mores and behavioral patterns in dealing with an unfamiliar culture as well as examine foreign bureaucracies, foreign laws, and multiple currencies in order to develop cross-culturally sensitive strategies in international transactions.

Active in-class participation and simulations will be required.

Note: First class attendance is strongly encouraged.
LAW 3115 v00 Principles of U.S. Financial Regulation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203115%20v00)
LL.M Course | 2 credit hours
As the global financial system has grown increasingly sophisticated and interconnected, U.S. financial regulation also has become more complex and layered. This course will introduce students to the foundations of the U.S. financial regulatory system and explore how regulation has developed over time.

The course will include an overview of the structure of financial regulation in the U.S. and discuss the history and purpose of the relevant agencies' authorities and missions. In particular, using the most recent global financial crisis and the subsequent regulatory response as examples, the course will address the ability of the Federal financial regulators to address systemic risks. As part of this analysis, we will examine how effective financial regulation can contribute to systemic stability, consumer and investor protection, market efficiency, the prevention of financial crime, and more. In addition, the course will consider remaining potential sources of failure in the U.S. financial regulatory system and how these weaknesses could be addressed.

Note: This class is only open to foreign educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree). Students in the second year of the Two-Year LL.M. Program should write an email to hoffmanc@law.georgetown.edu by July 30, 2021 if they would like to enroll in this section.

LAW 845 v00 Private Equity, Hedge and Other Private Funds (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20845%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course provides you with an in-depth look at the structure of, and law applicable to, private funds, which are pooled investment vehicles not generally available for investment by the retail public. The focus of the course will principally be on private equity and hedge funds.

The course will follow the story of a group of friends/entrepreneurs that decides to form an investment management firm — Whispering Pines Capital Management LLC (“Whispering Pines” or the “Firm”) — to manage both a private equity fund — Whispering Pines Capital Partners LP (“WPCP”) — and a hedge fund — Whispering Pines Opportunistic Fund L.P. (“WPOF”). We will meet these entrepreneurs as they form Whispering Pines and develop the investment strategies for WPCP and WPOF (collectively, the “Funds”). We will consider their business goals and the challenges presented to the group in establishing and operating Whispering Pines and the Funds. We will look specifically at matters such as: establishing the business role of each member of the group; developing the day-to-day operations of the Firm; formulating the investment strategies that the Funds will follow; marketing interests in the Funds to potential investors; developing compliance procedures and processes for the Firm and the Funds; and responding to external events affecting the Firm and the Funds.

We will see early during the semester that the operation of the Firm and the Funds necessitates a deep appreciation for, and knowledge of, a host of applicable laws. Dealing with all of those laws is well beyond the scope of the course. We will instead focus on what can be considered the central core of the law applicable to the Firm and the Funds.

We will begin our consideration of applicable law by looking at the Investment Advisers Act of 1940 (the “Advisers Act”), which effectively regulates the Funds indirectly through regulating the Firm. The course will then examine the exclusions and exceptions under the Investment Company Act of 1940 (the “1940 Act”) potentially available to the Funds and the Firm in trying to operate beyond the reach of the 1940 Act.

The Advisers Act and 1940 Act classes will be in turn followed by a series of classes centered on business, marketing and drafting considerations faced by the Firm when organizing the Funds, including a “practicum” designed to simulate a negotiation of a “side letter agreement” between a prospective investor and WPCP. The next portion of the course will look at operational aspects, including in particular compliance obligations, related to managing the Funds, and the last segment of the course will include two practicums, the first involving an examination by the staff of the Securities and Exchange Commission (the “SEC”) of the Firm and the second involving a proposed transaction relating to the Firm and its business.

Prerequisite: Prior or concurrent enrollment in Securities Regulation.
LAW 2082 v00 Project Development and Finance (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202082%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course will provide students with a fundamental understanding of the legal and practical issues involved in the development and financing of domestic and international infrastructure projects – with an emphasis on major energy infrastructure projects.

We will analyze in depth: (i) the structure of a project finance transaction – including the contractual relationships and risk allocation among parties; (ii) the substantive components of the primary project development agreements; (iii) key project financing concepts and documentation; and (iv) implications of environmental, regulatory and compliance regimes.

Classes will involve lectures and interactive discussion based on selected case studies and articles/publications reflecting projects currently in development and recent project financings. In addition, students will have the opportunity to review and discuss issues and negotiated points in actual project development agreements and financing documentation.

Mutually Excluded Courses: Students may not receive credit for both this course and Domestic and International Project Finance & Development: Case Studies; or the J.D. course, International Project Finance; or International Project Finance and Investment and Developing & Financing Infrastructure Projects.

LAW 3016 v00 Project Finance in the Public Sector: Theory and Practice of Public-Private Partnerships (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203016%20v00)
LL.M Course (cross-listed) | 2 credit hours
Governments throughout the United States and globally are faced with acute demands for new or renewed infrastructure (e.g., highways, railways, courthouses, ports, bridges), but frequently the means and specialized expertise necessary to undertake and operate these critical facilities are deficient. Through public-private partnerships (PPPs), private actors can provide the capital necessary for public infrastructure, as well as the expertise to construct and operate it. Properly structured, such transactions can offer significant cost savings of the life of the assets as well as significantly shorter development and construction periods (“speed to market”). Drawing on the lessons and techniques developed for project finance, PPPs represent innovative cooperative arrangements between governments and private entities to provide such infrastructure. Through readings, class discussions and case studies, the course will equip students with the fundamentals needed to evaluate, structure and negotiate the legal aspects of PPP formation, implementation and management.

Recommended: A basic understanding of corporations and business law from professional or past academic experience.
LAW 785 v00 Regional Trade Agreements: The Changing Landscape of International Rules and Policies in the Americas and Beyond
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %20785%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
The goal of the course is to provide with an in-depth understanding of the most recent regional and bilateral trade agreements in the context of the international trade law system and the interplay of regional arrangements with multilateral rules. Students will acquire knowledge and insights on policies and rules to undertake specialized private practice or government service to handle complex and develop critical thinking regarding the most current trade issues. The course encourages students to develop skills to engage in the preparation and presentation of trade briefings and policy notes dealing with ongoing cases and trade negotiations and disputes.

The course offers students the opportunity to engage in open guided analytical discussions on the major legal and economic issues of regional trade arrangements (RTAs) and trade negotiations with a special focus on the Americas and their links within the Western hemisphere and with other regions around the world.

Special attention is devoted the most relevant negotiations and other global impactful events on the trade fields such as the NAFTA negotiations. The seminar will also discuss the linkages between RTAs and the current trade policy developments (e.g. Asia Pacific, Transatlantic) at the multilateral, regional and national level and how they are affecting trade integration in the Americas and beyond.

Topics that will be covered in this course are trade in agriculture, industrial products, services and investment, market access, trade remedies, intellectual property, competition and dispute settlement and other topics such as environment, labor and digital trade.

The analysis and discussions in class will be based on treaty text, jurisprudence and the practical, hands-on experience of the professors. Guest-speakers – including practitioners, government officials, or staff from relevant international organizations – will be invited to a few sessions.

Students will be asked to participate in class presentations and/or group exercises on the topics covered, for example on a hypothetical case study of exports/imports, taking up the role of advisors based in either the importing country or the exporting country. They are also encouraged to bring to the discussion resources and points of view beyond those recommended.

Students will be required to write a take-home exam of maximum 10 pages long (double space). Class attendance, oral presentation, and class participation will be part of the overall evaluation.

Prerequisite: for J.D. students only: International Law I: Introduction to International Law (or the equivalent of International Law I, which is a 3 credit course in public international law).

Note: This course is limited to LL.M. students and students in the final year of their JD program.

LAW 2054 v00 Regulation of Commodities and Derivatives Markets
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %202054%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
Survey of current regulatory and enforcement issues in commodity and derivatives markets; including environmental / climate change commodities, FinTech, energy, securities, forex and related derivatives trading, including swaps, futures, and options markets. Topics include: (1) overview of the history of derivatives and commodity trading generally; (2) the concepts of hedging and speculation; (3) development of derivatives regulation in the U.S. during the 20th and 21st century and the evolution of the Commodity Exchange Act of 1936 (CEA); (4) the current jurisdiction of the Commodity Futures Trading Commission (CFTC) and the Securities and Exchange Commission (SEC) in the post-Dodd-Frank world; (5) application of commodity trading and derivatives statutes and regulations to new products, such as bitcoin, blockchain and other FinTech innovations; (6) analysis of energy and environmental commodity derivatives and markets (cases studies); (7) application of certain securities and banking statutes and regulations to derivative transactions (e.g., the Volcker Rule); (8) registration and regulation of market participants, such as brokers, hedge fund operators, investment advisers, swap dealers; (9) administrative and injunctive enforcement powers involving violations of the CEA; (10) current developments in self-regulatory oversight; and (11) foreign market access to derivatives trading and developments in the EU. After taking this course, students will have a strong understanding of US federal regulation of commodities and derivatives markets as well as awareness of priority areas for likely CFTC enforcement.

Recommended: Bankruptcy, banking.

Strongly Recommended: Securities, corporations.
LAW 1653 v00 Resolution of International Financial Crises Seminar
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201653%20v00)
J.D. Seminar (cross-listed) | 2 credit hours

Overview

While the globalization of private capital markets has generated important welfare gains, it has also been responsible for episodes of financial instability, often with devastating consequences. The Course will analyze the underlying causes of international financial crises and assess the efforts of policy makers to mitigate their impact. The Course will be interdisciplinary in nature, focusing on the legal, financial and economic dimensions of these crises and the relevant policy responses. Key lessons will be distilled from an in-depth analysis of the most important episodes, including the Latin American Debt Crisis, the Asian Financial Crisis, Argentina's default in 2001 and the crises precipitated by the Great Recession of 2008, including the Eurozone Crisis. We will also conduct a simulation, with students playing the roles of the various policy makers seeking to contain and ultimately resolve the crisis.

The Course will analyze both the common patterns of the previous international financial crises and the extent to which they have differed. In that context, the Course will investigate how the dynamics of these crises have been driven both by the evolution of credit markets (including the transition from bank lending to bond issuance) and changes in the underlying legal framework that supports these markets. The Course will analyze the competing considerations faced by policy makers as they seek to mitigate the impact of a crisis – often with large scale financial assistance – without increasing the risk of future crises through the creation of excessive moral hazard. In that context, the Course will review in some detail the role played by the International Monetary Fund in managing these crises.

Learning Objectives

By the end of the course, students will have gained an understanding of how global financial markets have evolved over the past 40 years and how this evolution has both promoted welfare and created significant financial instability. They will learn how the relevant legal frameworks have interacted with this evolution to shape creditor incentives, with a focus on regulatory design, contractual provisions and litigation strategies. Through in-depth case studies, they will gain insight into how public policy makers have struggled to both contain the impact of these crises while, at the same time, introducing reforms to prevent them from recurring. In particular, they will gain an understanding of the legal, policy and governance framework of the IMF and the role it plays as a financial fire fighter. More generally, they will gain an understanding of the challenges faced by policy makers when addressing a systemic crisis, with a focus on the key actors, namely: (a) the governments of the countries experiencing the crisis, (b) private creditors and (c) the IMF. Existing and former officials will participate in a number of classes to share their own perspectives regarding the key lessons to be distilled from previous episodes.

LAW 712 v00 Rethinking Securities Regulations & the Role of the SEC
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20712%20v00)
LL.M Course (cross-listed) | 2 credit hours

Overview

Crisis often brings change. The stock market crash of 1929 prompted Congressional hearings that eventually produced revolutionary legislation: the Securities Act of 1933, which regulated U.S. securities offerings; and the Securities Exchange Act of 1934, which regulated securities markets and established the SEC. Like the financial meltdown 80 years ago, the recent financial crisis has sparked a critique of the U.S. financial regulatory system. Having witnessed a Ponzi scheme of unprecedented magnitude and the near decimation of venerable Wall Street firms, scholars, lawmakers, regulators, and investors have questioned the appropriateness of our current regulatory framework and the role of the SEC.

The first part of the course will focus on understanding the events that prompted the 1933 Act, the 1934 Act, the Investment Company Act of 1940, the Investment Advisers Act of 1940, and the establishment and growth of the SEC. Perhaps not surprisingly, many of those same policy considerations are driving current discussions within the Commission, in Congress, and in the Administration. The second part of the course will examine particular aspects of securities regulation from both substantive and organizational viewpoints, including the regulation of public companies, investment companies, and investment advisors, with an emphasis on the inner workings of the SEC. We will study the current functions played by the Commission's various divisions and offices as we explore the pros and cons of the existing regulatory architecture and the initiatives under consideration at the SEC and within Congress. The final segment of the course will focus on the future of the SEC and financial regulation in the U.S. We will review reform proposals and other ideas for reorganizing the system. We will have speakers including present and former senior officials from the SEC and the financial industry.

This course is open to both JD and LLM students and is recommended for students who wish to gain a deeper understanding of the SEC or may be considering an externship with the Commission.

Prerequisite: Prior or concurrent enrollment in Securities Regulation.

LAW 772 v00 S Corporation and LLC Taxation
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20772%20v00)
LL.M Course (cross-listed) | 2 credit hours

Overview

Examines the business and tax issues encountered when using either an S corporation, a limited liability company, or a combination. Most of the course focuses on S corporation taxation rules including eligibility requirements, elections, revocations and terminations, corporate level taxes, distributions, loss utilization, compensation planning, and merger and acquisition transactions. Regarding limited liability companies (LLC), areas covered are formation and classification, conversions, application of partnership rules, and compensation. Business considerations and practical tax planning opportunities, as well as choice of entity fundamentals, are highlighted throughout the course.

Prerequisite: Federal Income Taxation (formerly Taxation I); Corporate Income Tax Law I; Prior or concurrent enrollment in Taxation of Partnerships.
Students may participate in-person or remotely.

Note:

The course examines all aspects of the SEC's enforcement process, from the opening of an investigation through its resolution, whether by settlement, litigation, or closure without enforcement action. We consider strategic considerations from both the SEC's and defense practitioner's perspective at every critical juncture of an investigation, including whether to self-report and cooperate, whether to assert and how to protect privileges, and how to engage with the SEC before, during, and after the Wells process. We also discuss the overlapping roles of federal and state criminal and civil regulatory authorities. We examine internal investigations, whistleblowers, the ethical obligations of counsel, and review the SEC's current areas of enforcement focus—insider trading, financial fraud, investment advisors, gatekeepers, Ponzi and pyramid schemes, and the Foreign Corrupt Practices Act. We survey the various contexts in which claims under the securities laws may be pursued, including litigation with the SEC and other regulators and class and derivative actions. We use important historical precedents as well as current SEC enforcement developments as the basis for class discussion.

Strongly Recommended: Previous or concurrent registration in Securities Regulation is strongly recommended.

**LAW 940 v00 Securities Law and the Internet**

This course examines all aspects of the SEC's enforcement process, from the opening of an investigation through its resolution, whether by settlement, litigation, or closure without enforcement action. We consider strategic considerations from both the SEC's and defense practitioner's perspective at every critical juncture of an investigation, including whether to self-report and cooperate, whether to assert and how to protect privileges, and how to engage with the SEC before, during, and after the Wells process. We also discuss the overlapping roles of federal and state criminal and civil regulatory authorities. We examine internal investigations, whistleblowers, the ethical obligations of counsel, and review the SEC's current areas of enforcement focus—insider trading, financial fraud, investment advisors, gatekeepers, Ponzi and pyramid schemes, and the Foreign Corrupt Practices Act. We survey the various contexts in which claims under the securities laws may be pursued, including litigation with the SEC and other regulators and class and derivative actions. We use important historical precedents as well as current SEC enforcement developments as the basis for class discussion.

**LAW 960 v00 SEC Enforcement Process**

This course examines all aspects of the SEC's enforcement process, from the opening of an investigation through its resolution, whether by settlement, litigation, or closure without enforcement action. We consider strategic considerations from both the SEC's and defense practitioner's perspective at every critical juncture of an investigation, including whether to self-report and cooperate, whether to assert and how to protect privileges, and how to engage with the SEC before, during, and after the Wells process. We also discuss the overlapping roles of federal and state criminal and civil regulatory authorities. We examine internal investigations, whistleblowers, the ethical obligations of counsel, and review the SEC's current areas of enforcement focus—insider trading, financial fraud, investment advisors, gatekeepers, Ponzi and pyramid schemes, and the Foreign Corrupt Practices Act. We survey the various contexts in which claims under the securities laws may be pursued, including litigation with the SEC and other regulators and class and derivative actions. We use important historical precedents as well as current SEC enforcement developments as the basis for class discussion.

**Strongly Recommended:**

**LAW 396 v05 Securities Regulation**

This course focuses on the federal securities laws and the nature and regulation of the U.S. securities markets. The relevant statutes are the Securities Act of 1933 and the Securities Exchange Act of 1934. Among other topics, the course introduces students to registration requirements and exemptions under the 1933 Act and the disclosure obligations and the liability provisions under both the 1933 and the 1934 Acts. This course covers similar territory as the 3- and 4-credit versions of Securities Regulation, but its primary focus is on the core principles and practical aspects of the registration and disclosure requirements, including their historical background, while devoting less attention to judicial case law and detailed regulatory requirements. This course would be appropriate for foreign-trained lawyers pursuing the LL.M. degree in Securities and Financial Regulation and for J.D. students desiring an overview of this area.

**Recommended: Prior or concurrent enrollment in Corporations.**

**LAW 396 v08 Securities Regulation**

This course explores the regulation of the U.S. capital markets through an introduction to two of the most important federal securities laws: the Securities Act of 1933 and the Securities Exchange Act of 1934. Topics include the definition of a security, the registration of securities and transactions under the Securities Act (and applicable exemptions), periodic disclosure requirements for public companies, the duties of participants in securities transactions, the anti-fraud rules, and the applicability of federal securities laws to transnational transactions. A particular focus will be on core principles and practical aspects, noting how securities regulation responds to changes in technology, globalization, and capital market structure. The course is particularly useful for students pursuing careers in business law, litigation, capital markets, investment banking, and/or private equity, and it is appropriate for foreign-trained lawyers pursuing the LL.M. degree in Securities and Financial Regulation and for J.D. students desiring an overview of this area.

**Recommended: Prior or concurrent enrollment in Corporations.**
LAW 3049 v00 Sovereign States and the Permanent Court of Arbitration

LL.M Course (cross-listed) | 1 credit hour
While arbitration is most often thought of as an alternative to litigation in national courts, arbitration between sovereign states developed as an alternative to war. This course examines the use of arbitration to resolve the most complex and politically sensitive disputes between governments.

Drawing heavily on the experience of the Permanent Court of Arbitration, students will learn the reasons for the renaissance of this form of dispute settlement and how it differs from more conventional forms of arbitration and from international courts with pre-appointed judges. Students will evaluate arbitration’s effectiveness in a series of recent high-profile cases. The course will include video clips of hearings and interactive exercises.

Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

Note: For the Fall 2021 semester, mandatory attendance rules will not be enforced for this course; students will not automatically be dropped or withdrawn upon missing a class session. Students who miss class due to COVID-19 symptoms, quarantine, isolation, or other disruptions should contact the professor(s). Regular attendance and participation in all class sessions is expected, and students may be withdrawn, at the request of the faculty, if absent without good cause.

LAW 947 v00 Special Topics in Exempt Organizations

LL.M Seminar (cross-listed) | 2 credit hours
This course will focus on the practical deal-making aspects of structuring transactions involving non-profits and for-profits, with focus on the rules governing joint ventures (designing a joint venture policy), choice of entity issues, hospital and health care industry deals, low income housing tax credit issues, historical and energy tax credits, new markets tax credit transactions, environmental and conservation ventures, university joint ventures (e.g., distance learning, faculty research and pouring rights), impact investing, social benefit corporations (Hobby Lobby case) and valuation and reasonable compensation issues. It will include negotiating strategies (key structural issues, how to educate the for-profit party, “must-have” deal terms); case studies with students taking sides in negotiating the deal; Congressional outlook (political and lobbying) and “hot” UBIT topics. The course will feature guest lecturers from the Treasury, IRS and the private sector, including in-house general counsel of tax exempt organizations. The course will require a 20 page (approx.) paper.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Recommended: Taxation of Charities and Other Nonprofit Organizations.

LAW 775 v01 Special Topics in State and Local Taxation

LL.M Course (cross-listed) | 2 credit hours
The biggest challenge of a multistate tax practice is dealing with the practical issues of multiple states with sometimes conflicting laws and regulations. Most companies operate in multistate environment and must learn how to apply their operational realities to a patchwork of state and local tax laws and regulations. With telecommuting, internet and other work options, and a fluid workforce, this course will also review the state and local tax rules for employers/workers and individuals.

This course reviews the basic concepts that govern multistate taxation on an operational level and detailed practice and procedures guidelines. The issues surrounding audits and record access will be discussed along with the use of tools such as managed audits and voluntary disclosures. Appeals on administrative and judicial levels will be reviewed with an emphasis on statute of limitation, de novo and other issues. Additionally, this course will provide a review of the relationships between the states, information sharing between and among the states and the federal government, and the natural tension between taxpayers and the state revenue departments.

Learning objectives:

Gain an understanding of the practical aspects of state and local taxation. This understanding will prepare you to take on real time state tax projects with a client perspective. The class will also provide you with an understanding of state and local learning resources to gain the needed information to define and complete state and local tax projects.

Prerequisite: Federal Income Taxation (formerly Taxation I).
**LAW 944 v00 State and Local Taxation: Income & Franchise Taxes**
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20944%20v00)

LL.M Course (cross-listed) | 2 credit hours
This course discusses the basic principles of state and local taxation, focusing primarily on state income and franchise taxes. The course provides an overview of the limitations of state taxation provided by the Due Process and Commerce Clauses of the U.S. Constitution as well as selected federal statutes that pre-empt state taxation. The course discusses conformity with federal tax laws and introduces the student to the state tax concepts of unitary business principle and formulary apportionment. In addition to corporate income and franchise tax issues, the course will discuss issues relating to passthrough entities, common planning strategies, states' authority to challenge properties taken by taxpayers, and taxation of non-U.S. income and non-U.S. taxpayers.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).

**LAW 824 v01 State and Local Taxation: Other Business Taxes**
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20824%20v01)

LL.M Course (cross-listed) | 2 credit hours
This course, in conjunction with the state and local income and sales and use tax courses, is intended to complete a foundational overview of primary state and local taxes, fees and other charges ("taxes") imposed on manufacturing and mercantile entities, as well as select industries operating in a multijurisdictional environment. Included among the areas that are reviewed in this course, on a comparative basis are: ad valorem taxes imposed on real, tangible and intangible property, as well as select federal provisions, such as that found in the Railroad Revitalization and Regulatory Reform Act (4-R Act) of 1976; escheat/unclaimed funds laws; net worth taxes; transfer taxes, including those imposed on the transfer of "controlling" real property interests; select excise taxes, including those imposed on telecommunication and natural resource companies; withholding taxes, including state equivalents to the federal withholding tax imposed by Foreign Investment in Real Property Tax Act* (FIRPTA) rules; unemployment taxes, including State Unemployment Tax Act (SUTA) dumping provisions; statutory and negotiated tax incentives; privilege and retaliatory taxes; and, business license taxes and fees. By presenting the above topics in a comparative laws context, nonuniform principles, policies, jurisprudence and administrative positions confronting the multijurisdictional business operating in multistate environment are brought to light and will serve as one of the primary themes of this course.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).

**Recommended:** Federal Income Taxation (formerly Taxation I) prior to enrollment.

**LAW 2031 v00 State and Local Taxation: Sales and Use Taxes**
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202031%20v00)

LL.M Course (cross-listed) | 2 credit hours
This course provides an in-depth examination of Sales & Use taxes. These taxes make up approximately half of all state tax revenues. The course focuses on fundamental principles of the Sales & Use tax regime by reviewing seminal and recent cases on the subject. The course also discusses U.S. Constitutional limitations applicable to Sales & Use taxes and state efforts to bypass these limitations to tax remote sellers. Finally, we will discuss current issues in the field of Sales & Use taxation, including application of Sales & Use taxes to 'the Cloud', marketplace facilitators, and digital goods.

**Recommended:** It is recommended students take Federal Income Taxation (formerly Taxation I) prior to enrollment.

**LAW 3136 v00 State-to-State Dispute Resolution**
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203136%20v00)

LL.M Seminar (cross-listed) | 2 credit hours
Modern interstate dispute resolution finds its basis in a string of ad hoc arbitrations and claims commissions from the 18th, 19th, and early 20th centuries. The United States was an early adopter of arbitration as a means of resolving interstate disputes, first agreeing with the United Kingdom in 1794 in the Jay Treaty to resolve certain disputes remaining from the Revolutionary War.

In the first part of the 20th century, there was an effort to formalize such disputes, first through the PCA and then the PCIJ and ICJ. In the latter half of the 20th century and into the 21st century, there was a rapid increase in formal mechanisms or courts to hear state to state disputes, including the WTO and ITLOS mechanisms, other specialized courts, and a host of regional courts and tribunals. Ad hoc arbitration and claims commissions continue to be used to resolve disputes as well.

This course will tackle state-to-state disputes a historical and comparative perspective, tracking the development of interstate dispute resolution over time and across institutions. We will approach the history of interstate dispute resolution from both a legal and political science perspective. In so doing, the course will ask the following questions:

- Why have states agreed to submit their disputes to arbitration or other dispute resolution mechanisms? What were the international relations factors that permitted the use of such mechanisms?
- How successful are such means in resolving disputes between states? What sorts of disputes can be resolved through arbitration or similar mechanisms?
- How does interstate dispute resolution work in practice?
- What are common procedures for such disputes?
- How do international courts develop international law?
- What are the prospects for interstate dispute resolution going forward?
LAW 1348 v00 Strategically Managing Intellectual Property: A Study of IP in Business Transactions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201348%20v00)

J.D. Seminar (cross-listed) | 3 credit hours

The class will address the need for companies and individual creators to strategically manage their intellectual property assets. Students will study approaches to managing patents, copyrights, trademarks and trade secrets through the spectrum of activities including creation and ownership of intellectual property; its acquisition, sale and license; due diligence and disclosure issues; protection and enforcement of rights; and litigation. The class will cover case law and real world business dynamics and provide students with insights into the role and responsibilities of in-house counsel and outside lawyers in this process. As part of the course, there will be an assignment of a corporate case study project to teams of at least two students. It will involve communication with legal representatives from the companies in the study project who have agreed to be available to the students.

Students will be evaluated based on class attendance and individual class participation; team participation and completion of team written and oral presentations related to the corporate case studies; and written assignments including a final individual paper.

Learning Objectives:

By the conclusion of the course, students will have the ability to apply intellectual property law effectively in business situations and also gain experience with some of the skills necessary in counseling business executives, inventors and others about their intellectual property assets.

Prerequisite: A basic course in Patent Law, Copyright Law or Trademark and Unfair Competition Law.

LAW 3017 v00 Survey of Employee Benefits Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203017%20v00)

LL.M Course (cross-listed) | 2 credit hours

This course provides a general overview of the federal labor and tax law policies and principles that apply to employment-based retirement plans, health care plans, and executive compensation arrangements. Students will examine the principles of the Internal Revenue Code and ERISA that govern the form and operation of employer-sponsored plans, especially tax-qualified pension plans, executive compensation arrangements and welfare plans (with a focus on health care). This class will concentrate on the structure and basic rules that govern such arrangements. In the context of tax-qualified and nonqualified plans and health and welfare programs, this course will explore plan administration, fiduciary duties, claims appeals and litigation.

Prerequisite: Federal Income Taxation (formerly Taxation I).


Note: Students enrolled in the Employee Benefits Certificate Program may not register for this course.

LAW 2072 v00 Survey of State and Local Taxation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202072%20v00)

LL.M Course (cross-listed) | 2 credit hours

This course is designed as a survey course for those students not pursuing a SALT Certificate in conjunction with their LL.M. in Taxation, Executive LL.M. in Taxation, or MSL Program. The course begins by first introducing the student to the dynamics and taxonomy of SALT, and why (out of necessity) the study of subnational taxes must vary from the “classic” pedagogy of most LL.M. – Tax programs that have come to focus and build on a study of the differing subchapters of the Internal Revenue Code. Next, the course explores important subnational topics not encountered in the study of federal corporate income taxes, such as federal limitations on the powers of subnational governments to tax. To close the course, the student will be presented with a case study and a comparative law analysis that will provide them insight into analytical approaches employed by interdisciplinary tax teams made-up of international, federal and subnational tax specialists assigned to deal with enterprise restructurings.

SALT issues unique to following types of taxes will be explored: income based taxes; sales and use taxes; ad valorem taxes; unemployment taxes; real estate and controlling-interest taxes; transfer taxes; gross receipts taxes; capital stock (net worth based) taxes; excise taxes; and, other taxes to illustrate the diversity of subnational levies and how they can be of critical importance to select industries and their advisors, e.g., such as the insurance industry (premium and retaliatory taxes); the natural resource industry (severance taxes); the communication industry (telecommunication taxes); and, the health care industry (hospital and medical provider taxes).

In addition to overviewing key taxes, the course will introduce the student to other important topics that routinely engage multijurisdictional enterprises, including: unclaimed property (“escheat”) audits; issues implicated by operations and transactions within and without the U.S.; statutory and negotiated tax and non-tax incentives; and, the nonuniform taxing and sourcing rules that face unincorporated multijurisdictional enterprises and their owners that choose to operate through partnerships, limited liability companies, S Corporations or joint ventures.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Note: Students enrolled in the SALT Certificate program may NOT receive credit for this course.
LAW 883 v00 Survey of Transfer Pricing (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20883%20v00)
LL.M Course (cross-listed) | 2 credit hours
The topic of international transfer pricing – that is, how a business conducting operations in a number of different countries should divide its taxable income among those countries – remains among the most practically important of international tax issues. This course seeks to provide an introduction to the United States’ principals and current practice of international transfer pricing, as well as some understanding of the historical and conceptual basis of the current system. Specific goals of the course are to assist foreign students in gaining a general perspective on the United States system and to provide domestic students and practitioners a sufficient level of understanding of the area and practices to provide a platform for the development of further interest in the area.

**Recommended:** Prior or concurrent enrollment in a course in international taxation.

LAW 2097 v00 Takeovers, Mergers, and Acquisitions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202097%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course provides a broad overview of mergers and acquisitions. This course will provide a framework for students to understand the merger and acquisition environment, to analyze M&A transactions, to develop opinions about them, to design M&A transactions, including friendly deals, hostile, leveraged buyouts, mergers of equals, and cross border situations and covers topics such as the structures commonly used in M&A transactions, securities laws affecting M&A transactions, strategies employed by the acquiring company and the target firm in negotiating an acquisition, the roles and responsibilities of stakeholders in responding to an acquisition proposal, takeover defenses employed by target companies, the structure of an acquisition agreement, and the techniques for effective drafting of transaction documents.

**Prerequisite:** Prerequisites: Corporations or equivalent

**Mutually Excluded Courses:** Students may not receive credit for both this course and the J.D. course, Mergers and Acquisitions, or the LL.M. course, Takeovers, Mergers, and Acquisitions.

LAW 2012 v00 Tax Court Advocacy Workshop (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202012%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This Tax Court Advocacy workshop provides students a chance to use substantive tax law to learn Tax Court litigation skills. Using tax law frequently involved in individual income tax matters, the course covers the cycle of an individual income tax dispute with the IRS, beginning at the administrative level and culminating in a mock Tax Court trial and mock US Court of Appeals appellate argument. We start with an overview of income tax issues in individual taxpayer case studies that form the foundation of the course and give rise to frequent litigation. Acting as either lawyer for the taxpayer or the IRS in hypothetical cases, students will conduct client or witness interviews, prepare IRS administrative filings, Tax Court petitions or answers and briefs, and engage in other exercises designed to impart the skills of effective Tax Court advocacy and to convey a practical understanding of the tax controversy process. An introductory course in taxation is a prerequisite. A course in tax practice and procedure is recommended but not required. Students will be graded on written assignments and on class performance during the semester. The course does not have a final written exam.

**Prerequisite:** Federal Income Taxation (formerly Taxation I)

LAW 784 v00 Tax Planning for Corporate Acquisitions Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20784%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This seminar will examine the tax planning for recent public M&A deals from the practical vantage points of tax counsel advising the buyer and the seller. The principal focus will be on: (1) the tax structure utilized; (2) the tax representations, warranties, covenants, and indemnification provisions in the acquisition documents, along with any tax-sharing agreements; (3) the tax disclosure discussion in the proxy/prospectus delivered to the shareholders; and (4) the form of tax opinions provided by the buyer’s and the seller’s tax counsel.

**Prerequisite:** Completion of Corporate Income Tax Law I and prior or concurrent enrollment in Corporate Income Tax Law II or Corporate Taxation (formerly Taxation II).

**Mutually Excluded Courses:** Students may not receive credit for this course and Corporate Tax Planning in Practice: Structuring and Negotiating the Deal.

**Note:** This class will require a final paper and a short mid-term paper.
LL.M. Course | 2 credit hours

Examines on an interactive and pragmatic basis the effect of federal income taxes on the real estate market and real estate transactions; sales (including installment sales) and like-kind exchanges of real estate interests; the choice of various entities (including partnerships, limited partnerships, LLCs, S corporations and REITs) for the ownership and development of real estate; the impact of the landlord and tenant; the tax impact of creative financing techniques, such as the sale-leaseback; basis (including at-risk) and basis adjustments; passive activity loss limitations; and the tax consequences of foreclosures, bankruptcies, and work-outs.

**Prerequisite:** Federal Income Taxation (formerly Taxation I). Prior or concurrent enrollment in Taxation of Partnerships or equivalent practice experience strongly recommended.

**LL.M. Course | 2 credit hours**

Examines the administration and enforcement of the Internal Revenue Code, including types of guidance, preparation and filing of returns, audit procedures (including centralized partnership audit procedures), administrative appeals, deficiencies, assessments, closing agreements, collection, civil penalties applicable to taxpayers and practitioners, criminal tax penalties, interest, refund claims, statutes of limitations, and practice before the IRS.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).

**LL.M. Course (cross-listed) | 2 credit hours**

Studies problems and considerations arising in the litigation of federal tax cases before the U.S. Tax Court, District Court, and the Court of Federal Claims, including jurisdictional, procedural, ethical and evidentiary issues. Practical problems of choice of forum, pleadings, discovery, privileges and tax trial practice are surveyed. Also considered are IRS summons enforcement litigation, civil collection, levy and distraint, and the tax lien and its priorities. Government attorneys, practicing attorneys, and U.S. Tax Court Judges are utilized as guest lecturers on some of the subject matter.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).

**LL.M Seminar | 2 credit hours**

This course will cover the basic concepts of tax research and tax-specific writing techniques and skills. We will cover legislative, administrative, judicial, and secondary sources of authority. We will discuss where these materials can be located, the extent to which these materials are available electronically, and other practical aspects of researching tax issues in private practice and as an IRS attorney. We will also talk about the relative weight to be given to these various authorities. Finally, we will review why taxpayers and practitioners must be aware of and consider the relative weight of the various authorities covered in the course.

We will also focus on developing effective writing skills. The ability to accurately convey one’s thoughts in a written work product is an essential skill in the legal profession. The strength of a legal argument depends not only on the sources of authority cited but also on the manner in which those authorities are presented. Students will practice the research and writing skills developed in class by drafting a piece of tax-related writing throughout the course of the semester, receiving feedback and editing the draft along the way.

**Prerequisite:** Federal Income Taxation (formerly Taxation I) and prior or concurrent enrollment in Corporate Income Tax Law I or Corporate Taxation (formerly Taxation II).

**LL.M. Seminar | 2 credit hours**

In the first half of the course, we will cover the basic concepts of tax research. We will begin with domestic materials, including statutes, legislative history, regulations, cases, administrative rulings, and secondary sources. Then we will cover tax treaties and other international materials, including other international agreements with tax provisions. We will discuss where these domestic and international materials can be located, the extent to which these materials are available electronically, and other practical aspects of researching tax issues in private practice and as an IRS attorney. We will also talk about the relative weight to be given to these various authorities and the interaction between domestic law and international agreements. Finally, we will review why taxpayers and practitioners must be aware of and consider the relative weight of the various authorities covered in the course.

In the second half of the course, we will focus on developing effective writing skills. The ability to accurately convey one’s thoughts to a written work product is an essential skill in the legal profession. The strength of a legal argument depends not only on the sources of authority cited but also on the manner in which those authorities are presented.

There will be a brief research memorandum and a piece of persuasive writing on a current tax issue that will provide you with a chance to use the research skills you learned in the first half of the course.

**Prerequisite:** Federal Income Taxation (formerly Taxation I) and prior or concurrent enrollment in Corporate Income Tax Law I or Corporate Taxation (formerly Taxation II).
**LAW 846 v00 Tax Treaties** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20846%20v00)
LL.M Course (cross-listed) | 2 credit hours
International tax treaties determine why hedge funds are located where they are, how motion pictures are financed, whether the dispatch of employees abroad is economical, and why financial assets follow prescribed international paths. They determine why Netherlands and Luxembourg have a large positive balance of trade with the United States, and why recording studios are established in the Caribbean. They determine whether bank accounts in Switzerland and Liechtenstein are really secret. While tax treaties ostensibly are only about dividing up tax bases between countries and exchanging information between sovereigns, in reality they channel the flow of investment and development in the global economy.

This course assumes that students have some familiarity with basic tax treaty concepts and examines how provisions of the OECD Model Treaty and the United States Model Treaty are used by tax practitioners to achieve specific business objectives. Students will acquire an understanding of how treaty provisions help shape economic and financial decisions in different industries and economic sectors. The course uses examples drawn from actual practice to illustrate the creative use of tax treaty provisions. It is designed to be an interactive experience, with students working on case studies, discussing alternative approaches, and using different jurisdictions and changes in the form of the underlying transaction to achieve desirable tax results.

**Learning objectives:**

This course is intended to teach the concepts underlying the United States Model Tax Treaty and the OECD Model Tax Treaty. By the end of the course, students are expected to understand how tax treaties are organized and be able to apply the model tax treaties to factual situations in which the tax treaties are applicable.

At the same time, the course is intended to challenge the student to be aware of the ethical challenges and risks of practice in the area of international taxation. More and more, tax authorities are not only looking to penalize a taxpayer for improper tax planning, but also the tax advisor who recommended the course of action followed by the taxpayer. By the end of the course, students are expected to be able to understand where the borders of ethical behavior are when developing international tax structures and to be able to analyze risks to the clients and themselves when working in this area.

Finally, the course is intended to reinforce principles of close reading and attention to the specific wording used in the tax treaties and cases interpreting the tax treaties. By the end of the course, students are expected to be able to read and understand why specific words are used in tax treaties and the significance of these words.

**Prerequisite:** One course in international taxation.

**Note:** This course is open to J.D. students by professor permission. Interested students should contact Professor De Vos via email at ld57@law.georgetown.edu no later than December 1, 2021 for permission to take this class.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

**LAW 897 v00 Tax Treaties** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20897%20v00)
LL.M Course (cross-listed) | 2 credit hours
This is a basic tax treaty course. It will cover fundamental tax treaty concepts such as residency, permanent establishment, business profits, limitation on benefits, and relief from double taxation (including operation of the U.S. foreign tax credit rules). There will be an overview of treaty provisions that apply to investment income and income from the performance of services. In addition, students will learn about the interaction of tax treaties with U.S. domestic tax law, the role of international organizations in interpreting tax treaties, procedures for resolving tax treaty disputes through the competent authority process, and strategies for researching tax treaties. This course is designed for students with little or no background in tax treaties. However, students will be expected to have a basic understanding of the U.S. tax rules that apply to foreign persons who receive income from the United States and U.S. persons who receive income from abroad. The course will be based primarily on the United States Model Income Tax Convention, together with selected case law and administrative authority. We will also look at selected provisions of the OECD Model Tax Convention.

**Prerequisite:** Federal Income Taxation (formerly Taxation I) and prior or concurrent enrollment in one course in international taxation.

**Note:** This course will be held online via Zoom (https://www.law.georgetown.edu/wp-content/uploads/2021/08/Online_Class_21_Students.pdf) for the Fall 2021 semester only. Students and faculty will access the Zoom link through the course Canvas page.

**LAW 948 v00 Tax Treatment of Charities and Other Nonprofit Organizations** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20948%20v00)
LL.M Course (cross-listed) | 2 credit hours
Studies the treatment of charities and other nonprofit organizations, including private foundations, churches, hospitals, trade associations, social clubs, and political organizations under the federal income tax law. Among the topics covered are the characteristics of the various classes of exempt organizations, the legislative policies underlying their exemption from tax, problems associated with qualification for and retention of exemption, joint ventures, the unrelated business income tax including corporate sponsorship, the declaratory judgment remedy, implications of racial discrimination, international activities and the treatment of lobbying and political expenditures.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).

**Note:** Students may not withdraw from this class after the add/drop period ends without the permission of the professor.

**LAW 2069 v00 Taxation of Financial Instruments and Transactions** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202069%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
The course will explore selected federal income tax issues relating to financial instruments and transactions. Major topics will include the legal and economic characteristics of indebtedness, equity, and derivatives, the fundamentals of the original issue discount (OID) rules, market discount and bond premium, variable rate and contingent payment debt instruments, the fundamentals of the tax rules for derivatives, hedging transactions, and anti-abuse rules such as straddles, wash sales, constructive sales, and conversion transactions.
LAW 362 v03 Taxation of Partnerships (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20362%20v03)
J.D. Course (cross-listed) | 2 credit hours
This course examines in-depth the provisions of Subchapter K of the Internal Revenue Code and the regulations thereunder as they apply to the life cycle of a partnership, from formation to liquidation. Students will be able to evaluate the tax consequences of the most common partnership transactions, including the acquisition of a partnership interest, compensation of a service partner, distributions by the partnership to partners, and transfers of partnership interests. In addition, students will understand the mechanics and implications of profit and loss allocations, liability allocations, allocations with respect to built-in gain property and disguised sales of property between a partner and a partnership. Students will also have a basic understanding of partnership tax accounting, including creating and maintaining tax and book balance sheets.

Prerequisite: Federal Income Taxation.

Recommended: Prior or concurrent enrollment in Corporate Taxation.

Mutually Excluded Courses: Students may not receive credit for both this course and the LL.M. course, Taxation of Partnerships (LAWG-942).

LAW 942 v00 Taxation of Partnerships (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20942%20v00)
LL.M Course | 2 credit hours
This course examines in-depth the provisions of Subchapter K of the Internal Revenue Code and the regulations thereunder. Attention is given to the tax issues arising upon the formation, operation and liquidation of a partnership, including the consequences of acquisitions of partnership interests, distributions by the partnership to partners, the optional adjustment to basis of partnership property, the transfer of partnership interests, and current topics in partnership taxation.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. course, Taxation of Partnerships (LAWJ 362).

LAW 942 v01 Taxation of Partnerships (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20942%20v01)
LL.M Course (cross-listed) | 2 credit hours
This course examines in-depth the provisions of Subchapter K of the Internal Revenue Code and the regulations thereunder. Attention is given to the tax issues arising upon the formation, operation and liquidation of a partnership, including the consequences of acquisitions of partnership interests, distributions by the partnership to partners, the optional adjustment to basis of partnership property, the transfer of partnership interests, and current topics in partnership taxation.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. course, Taxation of Partnerships (LAWJ 362).

Note: Students may not withdraw from this class after the add/drop period ends without the permission of the professor.

LAW 808 v00 Taxation of Property Transactions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20808%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
Explores the federal income tax consequences arising from sales, exchanges, and other dispositions of property. Principal issues considered include determination of the taxable event; ascertainment of basis and amount realized; ascertainment of gain or loss; limitations on the allowability of losses, including the at-risk and passive activity loss provisions; and the relevance of the capital/ordinary gain or loss distinction and the original issue discount rules. The course includes an analysis of certain major non-recognition provisions, including like-kind exchanges and involuntary conversions and replacements. The course also includes an examination of the taxation of deferred payment sales, including the effect of taxpayer's method of accounting and the availability and operation of the installment method.

Prerequisite: Federal Income Taxation (formerly Taxation I).

LAW 3062 v00 The Essentials of FinTech Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203062%20v00)
LL.M Course (cross-listed) | 2 credit hours
Nowhere have the recent changes wrought by technological innovation been more visible than in the financial industry. Algorithmic robots (algo bots) can scan the equivalent of thousands of pages of information and make trading decisions based on that material in fractions of a second. People who might not be able to afford a human financial advisor can get financial advice from robots by enrolling in a "robo-advisory" service to help manage their investments. Virtual currencies such as Bitcoin and initial token offerings (ICOs) have the potential to revolutionize the financial markets. Financial institutions are taking steps to use blockchains and distributed ledger technologies to clear and settle trades in financial instruments and other transactions in a manner that upends traditional processes in this area. Data about human behavior is being collected and used in ways that had not been imagined only ten or so years ago, from uncovering financial market trends via social media sentiment analysis to discerning the success of commodities businesses by scrutinizing satellite images.

"FinTech" is short for “financial technology,” and the term is broadly used to refer to technologies applied to financial services and within financial institutions. This course explores some of the complex, cutting-edge legal issues that are arising at the intersection of technological innovation, business, finance, and the law. The course will introduce several of the primary FinTech innovations and explore with students if, and how, the relevant laws and regulations apply to these new business models. This course provides a guided tour of the major legal and policy issues in banking, financial market regulation, insurance, business-entity law, and data privacy/protection that have resulted from FinTech innovations. Accordingly, much of the course involves looking at how the existing laws and regulations governing securities, derivatives (including futures and swaps), payment systems, and banking activities apply to innovative financial products and services.
The IMF is an institution that is well known, but perhaps less well understood. The course will analyze the IMF's legal and institutional framework and assess the role that it has played in shaping the evolution of international financial and monetary law since its establishment over 70 years ago. The course will be interdisciplinary in nature, focusing on the legal, financial, economic, and governance aspects of this influential – and often controversial – institution.

The IMF is unique among international organizations in terms of the breadth of its powers: regulatory, financial and advisory. With respect to its regulatory authority, the course will analyze the IMF's role in overseeing the fixed exchange rate system that was established in 1945 and assess how the IMF's jurisdiction in this area has evolved since the collapse of that system in 1971. Regarding its financial powers, the Course will review the legal and policy dimensions of IMF conditionality and assess the IMF's often controversial role as a “financial fire fighter”, drawing lessons from the role it played in a number of financial crises, including the Latin American Debt Crisis, the Asian Financial Crisis and the Great Financial Crisis of 2008. With respect to its advisory powers, the course will analyze how the IMF has developed “soft law” in its assessment of the adequacy of policies in a broad range of areas, including bank regulation, fiscal transparency and corporate insolvency.

Finally, the Course will review the IMF’s governance structure and, in that context, analyze the challenges it faces to its own legitimacy as it seeks to adjust its voting system to take into account important shifts in relative economic power among its member countries. The release of internal staff papers and Executive Board minutes under the IMF’s transparency policy will enable students to gain a unique understanding of the complexity of the decision-making process within this institution.

### Learning Outcomes

By the end of the course, students will have gained an in-depth understanding of the IMF’s regulatory and financial powers, as well as its governance structure. They will also have gained insight into the role the IMF has played in shaping international monetary and financial law in an environment where there has been an increasing unwillingness of countries to surrender sovereignty in this area through substance treaty obligations. In this context, they will learn about the role that alternative legal frameworks have been played in this area, including procedural law, soft law and private law. A key objective will be for the students to gain an understanding of how the views regarding the nature of the IMF’s legal authority can be seen as a microcosm of evolving attitudes towards the pooling of national sovereignty. The students’ knowledge of these issues will be enhanced by a close study of internal IMF staff papers, which will enable them to obtain a unique understanding of how legal, financial and economic issues are integrated during the IMF-decision making process. Moreover, through an in-depth analysis of a number of systemic financial crisis, students will gain an appreciation of the competing considerations - and constraints - faced by policy makers in a crisis context. This appreciation will be enhanced by occasional presentations provided by present and former IMF officials who played a lead role during the crises that will be studied.

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**LAW 1654 v00 The IMF and the Evolution of International Financial and Monetary Law**

J.D. Course (cross-listed) | 3 credit hours

**LAW 3134 v00 The Intersection of Employment and National Security Law**
LAW 3065 v00 The Law and Ethics of Automation, Artificial Intelligence, and Robotics (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203065%20v00)

LL.M Seminar (cross-listed) | 2 credit hours

Automated systems and artificial intelligence (AI) soon will be like electricity—an ever-present technology that enables many aspects of modern society to function smoothly while operating largely in the background. Internet-connected “smart” refrigerators and kitchen shelves in “smart” homes will order food items automatically, without human direction, when existing supplies are running low. Factories are increasingly becoming completely automated, operated by robots that can work 24-hours a day in the dark. AI even can handle tasks that are currently performed by doctors, attorneys, and human resources executives. For example, computer algorithms can diagnose illnesses in patients and review documents and contracts for legal and regulatory issues. AI systems can select the job applicants that firms call in for interviews, and then use facial recognition technology to analyze video-recordings of the interviews to determine which applicants were enthusiastic, bored, or dishonest. Automated systems already control much of the trading on stock and futures exchanges. Regular people who want investment advice and guidance can use their smartphones to enroll in AI-powered robo-advisory services that adjust investment strategies according to individual risk preferences. Algorithms used by online retailers decide what products to show people based on analysis of both the shopping habits of specific individuals and the behavior patterns of like-minded shoppers. Taxis of the future may very well be self-driving cars that are robot business entities that own themselves.

These radical changes in society will have significant implications for the legal system. Advances in AI will necessitate changes to laws and regulations, and even to how lawyers practice law. In this course, students will examine legal and ethical issues related to automated systems, AI, and robotics, which will involve analysis of topics in agency law, business entity law, contract law, and more.

LAW 3002 v00 The Law and Policy of the Energy Transition (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203002%20v00)

LL.M Seminar (cross-listed) | 1 credit hour

This course will review the most critical policy, legal and regulatory issues faced by the energy sector (coal, oil, gas, renewable energy sources, and minerals) actors, such as governments, investors, corporations, insurers, and citizens, when facing the challenges of the current energy transition, including net-zero pledges at political level and their impact in legislation.

The discussion will be based on the following premises/problems (evidently, the premises could also be discussed as well):

- The world has a carbon emissions problem. Science confirms that action is needed to reduce greenhouse gas (GHG) emissions in the atmosphere generated by human activities.
- The planet works on fossil fuels today, and it seems it will do so for the foreseeable future. Therefore, an abrupt reduction of fossil fuel consumption will severely disrupt current lifestyles, especially in developed countries.
- A sharp increase in renewable energy generation will require much more mineral extraction than today, an activity that itself brings new social and environmental challenges.
- Even with the current fossil fuel consumption, a significant share of the world population has unreliable, insufficient, or inexistent access to energy (approx. 800 million people). This situation is unacceptable and needs to be solved.
- The energy matrix change towards renewable energy sources will disrupt both producing and exporting countries and corporations across the globe. The consequences of such change have to be foreseen and prevented, if negative.

Through the different topics addressed in the course, we will analyze how weak rule of law, increasing environmental and social challenges, corruption, and geopolitical challenges affect policymakers, legislators, regulators, and the private sector decision-making processes related to the energy transition, environment and development. Energy actors and the finance sector are confronted with long-term capital investment decisions in a volatile policy and regulatory environment. Legal counsel in these cases involves a substantial role in evaluating and mitigating risk and in the prevention and resolution of disputes. The course will analyze the extra-legal factors that lawyers need to understand to provide advice more comprehensively.

Participants in the course will better understand the energy sector transaction models in the context of the current energy transition, the emerging challenges, and the legal strategies used to mitigate such risks using regulatory frameworks, contract drafting, and compliance procedures (ESG). Topics will include a general explanation of the risk or opportunity in each situation discussed, using study cases of specific transactions whenever possible.

This course is not a project finance or a specialized finance course, even though we will review some financing structures. Due to its structure, this course could be considered an overview of the most pressing issues discussed in international energy law (an area of law that knows no borders), education to be continued in other courses.

Even though I will try to make the course as structured as possible, several topics are strongly interconnected. Therefore, the conversation/discussion might flow in unexpected ways, which I fully welcome and encourage.

Finally, I need to explicitly state that all my expressions, written or verbal, are made in a personal capacity and do not necessarily reflect my employer’s position.
LAW 3075 v00 Trade Remedies: WTO Framework, National Law and Practice (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203075%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
Trade remedies are the bread of butter of international trade law, and hence a critical area of study for any aspiring trade lawyer. This course will introduce participants to the three principal types of trade remedies, anti-dumping, countervailing measures and safeguards. The class will explore the role of, and justifications for, trade remedies in the international trading system, the framework set out in the WTO Agreement for their use, and the dispute settlement jurisprudence regarding them. Because trade remedies are a global phenomenon, it will then examine and compare the trade remedy regimes of major users around the world, before zooming in on the specifics of US practice.

The first objective of this course will be to familiarize students with trade remedies, both in term of the WTO framework and in terms of the practice of both the United States and other major user countries. At the same time, the course should help students to gain a better understanding of the WTO Agreement, how that Agreement interacts with the national law and policy of the United States and other WTO Members, and the role that WTO dispute settlement can play in that interaction.

Prerequisite: An introductory course in International Trade Law and/or WTO Law is highly recommended.
LAW 743 v00 Transfer Pricing: Selected Topics (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %20743%20v00)

LL.M Seminar | 2 credit hours
This course will provide students an opportunity to explore the international taxation topic of transfer pricing through the research and writing of a graduate paper. Students will choose a topic in consultation with the instructors, prepare an outline to be submitted to the instructors, make a presentation to the class on their topic, and submit a paper of at least 22 pages. During the first half of the course, the instructors will focus on international transfer pricing and related topics. Transfer pricing involves the division of taxable income resulting from cross border transactions. It includes the sale of goods and services and the licensing of intangibles. Transfer pricing typically leads to the largest audit disputes between multinational corporations and the national tax administrations for the countries in which these companies do business. As a result, transfer pricing is a key practical topic in international tax.

This course is an advanced topics course. The introductory course in transfer pricing is recommended, but not required. Specific lecture topics will include 1) Overview of the international transfer pricing system. 2) Performing a transfer pricing analysis for a particular multinational group, and assisting the group in implementation. 3) Current developments including the taxation of services, intangibles, and OECD guidance. 4) Apportioning group-wide expenses. 5) Enforcement issues. 6) Administrative procedures, including IRS examinations, APA procedures, and competent authority procedures, and 7) Looking toward the future: what are the most appealing policy options today? In addition to transfer pricing, students may choose paper topics from other international tax topics with a practical application including permanent establishments, tax treaties, international arbitration, and the competent authority process.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Recommended: Survey of Transfer Pricing.

LAW 780 v01 U.S. and International Customs Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %20780%20v01)

LL.M Course (cross-listed) | 2 credit hours
As international trade and commerce have increased over the years, customs law has become increasingly more internationalized, important and complex. This course will examine and provide a basic introduction to the rules and principles relating to both U.S. and international customs law. This will include an examination of those rules and principles relating to tariff classification, customs valuation, rules of origin, border enforcement of intellectual property rights and regional trading arrangements. International efforts to facilitate trade and to harmonize and simplify customs laws and procedures will also be examined together with international organizations dealing with customs laws and procedures (such as the World Trade Organization and the World Customs Organization).

Customs authorities are the guardians of national borders. The role of customs authorities in combating terrorism and criminal activity and in securing and safeguarding national borders will also be examined. No prerequisites.

Mutually Excluded Courses: Students may not receive credit for both this course and Customs Law.

LAW 962 v03 U.S. Export Controls and Economic Sanctions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %20962%20v03)

LL.M Course (cross-listed) | 2 credit hours
Understanding and dealing with U.S. export control and sanction laws have become increasingly important skills for lawyers advising clients who compete in the global economy, including manufacturers, service enterprises, financial institutions, and companies licensing their technology abroad. This course surveys the federal laws and implementing regulations governing the export and re-export of goods, services, technology and software from the United States or by persons subject to U.S. jurisdiction, the extraterritorial reach of re-export controls, prosecution strategies, restrictions on dealings with or in sanctioned countries, prohibitions against dealing with blacklisted parties, and other sanctions that apply to non-U.S. companies and individuals. We also will examine the policies underlying these rules, which are designed to address ever-changing and developing threats to the United States, including Russian aggression in the Ukraine, the nuclear threat posed by Iran, civil war in Syria, missile development in North Korea, and conventional military tensions between the United States and China.

The course is designed to impart the practical skill sets you will need to use and understand the various complex regulatory systems that implement national security rules related to technology and high-tech transfers, including restrictions on release of technology to non-U.S. persons, foreign policy restrictions and licensing requirements. The regulations are implemented under various statutes, such as the International Emergency Economic Powers Act, Trading with the Enemy Act, Arms Export Control Act, and Atomic Energy Act, and regulations issued by various federal agencies, including the U.S. Departments of Commerce, Treasury, State, and Energy and the Nuclear Regulatory Commission. We will address each regulatory regime as well as the limited body of relevant case law.

In addition, the course will address multilateral export control regimes, the role they play in shaping U.S. trade laws, the impact of new regimes (such as those under the Chemical Weapons Convention) and the direction of U.S. export controls and sanctions policy in response to the changing threats. We will focus on the U.S. Government’s use of embargoes and other economic sanctions to achieve national security and foreign policy goals of target countries. This course also will provide the skill sets necessary to communicate effectively with licensing agencies and the Defense Department regarding key issues of agency jurisdiction and classification and how these issues affect direct investment in the United States as regulated by the Committee on Foreign Investment in the United States.

The course also will focus on the enforcement environment, including the trend of ever-increasing fines, the use of extradition, and imprisonment. We will discuss defense strategies and the potential for global settlements with the Departments of Justice, State, Treasury, and Commerce.

Finally, the course will emphasize developing the working knowledge necessary for hands-on practice and problem-solving in this field. In addition, the course will provide skill sets to assess proposed legislation and regulations in depth, as well as advocacy skills related to legislation and rulemaking.

Recommended: Administrative Law; International Law I.
LAW 986 v01 U.S. International Inbound Tax (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20986%20v01)
LL.M Course (cross-listed) | 2 credit hours
Concentrates on the U.S. taxation of foreign persons and foreign investments in the United States. The course covers the U.S. taxation of passive and business income of nonresident aliens and foreign corporations, the source rules, the principles and application of U.S. tax treaties, special rules governing foreign investment in U.S. real estate and other business, cross border financing transactions, the base erosion and anti-abuse tax, and tax planning possibilities involved in the foregoing.

Prerequisite: Federal Income Taxation (formerly Taxation I) and either prior or concurrent enrollment in Corporate Taxation (formerly Taxation II) or Corporate Income Tax I.

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. course International Tax Law or U.S. Taxation of International Transactions.

Note: Required for U.S. trained students pursuing the Certificate in International Taxation.

LAW 756 v01 U.S. International Outbound Tax (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20756%20v01)
LL.M Course (cross-listed) | 2 credit hours
Concentrates on the U.S. taxation of U.S. persons and businesses earning income outside of the United States. The course examines, in depth, U.S. taxation of the international operations of U.S. multinational corporations. It covers the recently enacted GILTI rules, the Foreign Tax Credit provisions, Subpart F, repatriation, section 367, foreign currency considerations, Passive Foreign Investment Companies, and overall strategic tax planning, including the significant new U.S. international tax rules and other changes introduced by the 2017 Tax Cuts and Jobs Act.

Prerequisite: Prerequisite: Federal Income Taxation (formerly Taxation I) and either prior or concurrent enrollment in Corporate Taxation (formerly Taxation II) or Corporate Income Tax I.

Mutually Excluded Courses: Students may not receive credit for this course and the J.D. seminar, Congress and the Department of Justice Seminar: Conflict and Cooperation; or the J.D. seminar, International Tax Planning Seminar; or U.S. Taxation of International Transactions.

Note: Required for U.S. trained students pursuing the Certificate in International Taxation.

LAW 2087 v00 White Collar Crime and Securities Fraud (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202087%20v00)
LL.M Course (cross-listed) | 2 credit hours
Financial fraud affects investor confidence in the economy, causes turmoil in securities and commodities markets, and results in some of the largest losses of any criminal enterprise. This course will examine notable securities and financial frauds including Enron, WorldCom, Madoff’s billion-dollar Ponzi scheme, Galleon insider trading cases, and others. Topics will also include other fraud schemes involving banks, accounting, mortgages, health care, disasters, and use of mails and wires. Students will gain a practical understanding of the statutes and investigative tools used to combat securities and other types of financial fraud, the working relationship between various government agencies, and a practical approach to the issues involved in the adjudication of these offenses.

Learning objectives:

The aim of this course is to provide students with a holistic view of how federal white collar crimes are investigated, prosecuted, defended, and adjudicated. We will examine substantive offenses, cases, statutes, and address the practical challenges presented by them together.

At the end of this course, students will have a comprehensive understanding of white collar criminal cases from the investigation stage through sentencing. Students will be able to identify the commission of white collar offenses, apply the law to facts, craft arguments from the perspectives of the government and defense, assess the strengths and weaknesses of a particular case, and refine their legal reasoning and advocacy skills.

Recommended: Prior enrollment in Securities Regulation.

Mutually Excluded Courses: Students may not receive credit for this course and Federal White Collar Crime.

LAW 872 v00 World Trade Organization: Agreements, Negotiations & Disputes (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20872%20v00)
LL.M Course (cross-listed) | 2 credit hours
The course analyzes the World Trade Organization (WTO) and its agreements, including the General Agreement on Tariffs and Trade (GATT), and the substance and status of negotiations to amend the agreements. It concentrates on the coverage of the agreements, based on their text and interpretive guidance from key dispute settlement decisions. The course also reviews the relevant economic, policy and legal aspects of the international trading system.
LAW 703 v00 WTO & Public International Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20703%20v00)
LL.M Course (cross-listed) | 2 credit hours
Since the institution of the WTO’s Dispute Settlement Understanding in 1994, WTO jurisprudence has increasingly addressed disputes involving the interaction between trade-related values and other domestic or international policy values. The various WTO instruments that are subject to the discipline of the Dispute Settlement Understanding address the relationships between international trade and other fields such as public health, the environment, intellectual property, and even public morality. The treatment of these issues in the WTO Agreements simultaneously demonstrates the linkages among these fields, and the separation of each from the others. Moreover, many of these “trade-related but not trade” policy areas are covered by other international agreements and understandings, as well as by domestic laws, and are in some cases subject to different judicial or quasi-judicial dispute resolution mechanisms, each applying its own rules of decision. Finally, even within the international trade arena, the proliferation of regional trade arrangements with their own dispute settlement mechanisms presents another potential source of conflict with the jurisprudence of the WTO.

This state of affairs has, since about 1995, given rise to serious concerns over what has been termed the “fragmentation” of international law. Although abstract, the question of whether international law should be viewed as a “system” of law, or merely as an aggregation of rules formed principally by agreements between sovereign states, has become one of more than theoretical interest. The resolution of actual or potential conflicts between various specialized international regimes, as well as between such regimes and domestic legal regimes, has become of increasing practical importance. In many respects, WTO jurisprudence stands at the heart of these developing concerns.

This course will examine the jurisprudence of the WTO through the lens of the issue of fragmentation. Through a close study of relevant decisions and hypothetical disputes, the course will address actual and potential regime conflict issues between the international trade regime and competing norms in the environmental, public health, and intellectual property spheres. It will also address the challenges to the integrity of general international law, and of the WTO regime itself, that are posed by the proliferation of regional trade regimes with their own dispute settlement mechanisms, and by emerging questions about the effect of WTO norms within domestic legal regimes. The course will seek to balance a case-driven approach to these issues with a consideration of the underlying theoretical questions, and will regularly return to the question of the future role of the WTO in the new world order of international law.

Recommended: Prior exposure to WTO law, or concurrent enrollment in a basic course in WTO law.

Search LL.M International Business and Economic Law - List A Courses (http://curriculum.law.georgetown.edu/course-search/?program=program_97)

LAW 1535 v00 Advanced Topics in Corporate Law: Management Misconduct (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201535%20v00)
J.D. Course (cross-listed) | 1 credit hour
Through the lens of Delaware law, this course will review the roles of the board of directors, senior officers, and stockholders in overseeing a corporation, monitoring management conduct, and promoting compliance. The course will consider the director’s duty of oversight, its origins, and how it has evolved. The course will examine whether senior officers owe a similar duty of oversight, or whether different duties apply. We will delve deeply into the derivative action, which is the primary enforcement mechanism through which stockholders can address management misconduct. As part of this effort, we will explore the various stages of the derivative action and consider its strengths and weaknesses.

As its source materials, the course will examine recent derivative lawsuits. The course will also consider hot-button topics, such as MeToo as a business risk.

Course enrollment is limited to 35. Students are expected to possess a basic understanding of the law applicable to alternative entities and corporations. An introductory course in corporations is a prerequisite.

Learning Objectives:

After taking this course, students will be able to answer the following questions:

- What standards apply to a board and senior officers when overseeing a corporation, monitoring for misconduct, and promoting compliance?
- What is the duty of oversight, how did it arise, and how has it evolved?
- What is the nature of a stockholder derivative action, the various stages of the proceeding, and its strengths and weaknesses?
- Are stockholder derivative actions an effective way of policing management misconduct? Is the Delaware corporate model particularly prone to management misconduct?
- Do alternative structures, such as B-corps or constituency-based models, offer promising alternatives?
- Can a corporation serve morally good ends?

Prerequisite: Corporations.

Note: NOTE: In the Fall 2021 semester, this course will take place online via Zoom (https://www.law.georgetown.edu/wp-content/uploads/2021/08/Online_Class_21_Students.pdf).

ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend any class session in its entirety will result in a withdrawal. Add/Drop and Withdrawal Policies

No student will be permitted to drop this course after October 14, 2021. Failure to drop the course by October 14, 2021 will result in a withdrawal. No student may withdraw from this class without permission from the professors.
LAW 038 v02 Antitrust Economics and Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20038%20v02)
J.D. Course (cross-listed) | 4 credit hours
This course covers the major federal legislation and doctrine in the field of antitrust law with a primary focus upon governmental efforts to promote competition. Emphasis is placed upon the growing role of economic analysis and trends in judicial interpretation relating to the coordination, monopolies, mergers and joint ventures, as well as evolving legal standards, including the role of decision theory in setting legal standards.

This version of basic antitrust places greater emphasis on the tools of economic analysis that have taken on growing importance in antitrust as well as controversies between Chicago School and post-Chicago economic approaches. There is no economics prerequisite. The necessary economic tools will be developed in the course. Students should be prepared to master economic as well as legal materials. There will be written assignments that must be submitted for each class.

Recommended: Some economics background is helpful, but not required.

Mutually Excluded Courses: Students may not receive credit for both this course and Antitrust Law or Antitrust Law: A Survey from the Sherman Act of 1890 to Today's Progressive Movement.

LAW 038 v01 Antitrust Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20038%20v01)
J.D. Course (cross-listed) | 3 credit hours
This course covers the major federal legislation in the field of antitrust law, with a primary focus upon governmental efforts to promote competition, including Sections 1 and 2 of the Sherman Act, and Section 7 of the Clayton Act. Emphasis is placed upon the growing role of economic analysis and other modern trends in judicial interpretation, with an emphasis on understanding the means by which courts determine whether unilateral and collaborative business conduct is pro-competitive or anticompetitive, regardless of the particular statutory provision at issue.

Mutually Excluded Courses: Students may not receive credit for both this course and Antitrust Economics and Law or Antitrust Law: A Survey from the Sherman Act of 1890 to Today's Progressive Movement.

LAW 038 v03 Antitrust Law: A Survey from the Sherman Act of 1890 to Today's Progressive Movement (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20038%20v03)
J.D. Course (cross-listed) | 3 credit hours
This class will serve as a basic survey and introduction to U.S. antitrust law, but with as much focus on the historical evolution of antitrust policy objectives as on antitrust case law. The course readings will therefore include historical analyses, scholarly commentaries, proposed legislation, and contemporary advocacy material from policy activists in addition to a narrowed selection of traditional case law. The objective of this course will be not just to learn the basics of antitrust doctrine but to understand and assess contemporary critiques and proposed policy responses to the current state of that doctrine.

Mutually Excluded Courses: Students may not receive credit for both this course and Antitrust Law or Antitrust Economics and Law.

LAW 050 v01 Aviation Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20050%20v01)
J.D. Course (cross-listed) | 2 credit hours
The course, taught by practitioners in the field, covers contemporary and cutting-edge aviation topics such as international commercial aviation, aviation security, and the integration of unmanned aircraft systems (i.e., drones) into the national airspace. The course material will encompass most aspects of aviation law, including the law of international civil aviation, the economic and safety regulation of air transportation, aircraft registration and certification, aircraft accidents, airport law, government immunity from tort liability, and airline liability for the carriage of passengers and cargo domestically and internationally under the Montreal Convention. Students are exposed to a range of materials, including cases, treaties, executive agreements, and regulations, with a view towards imparting practical skills that can be applied to any field of law.

Mutually Excluded Courses: Students may not receive credit for both this course and Antitrust Economics and Law or Antitrust Law: A Survey from the Sherman Act of 1890 to Today's Progressive Movement.
LAW 370 v02 Business and Human Rights in the Global Economy
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20370%20v02)
J.D. Seminar (cross-listed) | 2 credit hours
Corporations today have a global scale as well as an impact that matches or sometimes exceeds that of governments. Their activities — from sourcing of raw materials, to processing and production of intermediate or finished goods, to distribution and sale — have major consequences not only for the human rights of their employees but also for the rights of the individuals and communities impacted by their operations. In many countries, government regulation and oversight are either absent or largely ineffective. Companies in turn struggle to define their responsibilities in the face of these “governance gaps” — particularly where requirements under national law fall short of international standards in areas such as hours of work and safety and healthy.

A robust and often contentious debate over these issues culminated in the development of the U.N. Guiding Principles on Business and Human Rights (the “UNGPs”) under the leadership of Special Representative John Ruggie. These Principles establish a framework for considering the respective roles of governments and corporations and outline core concepts of human rights due diligence and effective remedy. In doing so, the UNGPs also inform and to some extent refocus efforts that have emerged over the past 20 years to address these governance gaps and have brought together stakeholders from business, labor, civil society, the investment community, and academia.

At the same time, in recent years there has been an increased push from civil society groups and certain governments to go beyond these “voluntary” efforts and develop a binding business and human rights treaty mechanism; this has met with strong opposition from business and many other governments, including the United States.

Even as “non-regulatory” approaches remain the predominant means of addressing various business and human rights challenges, there also has been a growing focus in recent years on tools through which national governments and international institutions could exercise greater leverage. This includes advocacy for stronger labor and other human rights language in trade agreements, one-way trade preference programs, procurement standards, and the rules and guidelines applied by international financial institutions — coupled with more aggressive enforcement of those criteria. Expanded efforts to advance that "regulatory" approach in trade policy and elsewhere in some cases has been met with resistance from governments and business, but there also have been examples of emerging consensus among a diverse range of stakeholders.

This course introduces students to this quickly-evolving business and human rights landscape, including the diverse set of multi-stakeholder initiatives — some, but not all, of which include government participation. We will discuss the guidance provided by the UNGPs and other instruments, the range of stakeholders and how they engage with one another, tools utilized by governments and corporations to implement human rights standards, and how all of these interact in the context of both sector-specific and cross-cutting legal and policy challenges.

Among the questions the course will examine are:

- Which human rights standards are most relevant to business?
- What are the appropriate linkages between business policies and practices and the promotion of human rights?
- Which business and human rights approaches are emerging as “best practices” and perhaps even as recognized norms?
- What tools to support those are being used by governments and corporations?
- Who are the principal stakeholders and what are their roles and objectives?
The relationship between business, human rights, and sustainability has gained momentum in recent years with the private sector, governments, civil society, and international organizations, owing largely to the passage of the United Nations Guiding Principles on Business and Human Rights (UNGPs) in 2011, the 2012 UN Rio + 20 Sustainable Development Conference and the UN Sustainable Development Goals (2015). These developments were preceded and followed by a series of multi-stakeholder (governments, private sector, investors, civil society networks and organizations) and specific industry driven initiatives looking at how to integrate these international standards into both self and binding regulatory processes. As a result, many of these initiatives led to an emerging international soft law system of business, human rights and sustainability that is based in the internationally acknowledged body of hard law principles.

Regardless of being industry, sector specific or multi stakeholder in nature, the regulation, de-regulation, policy, practice and ever growing global litigation in this new field of practice is multifaceted, dynamic, interactive, complex and challenges business leaders, markets and even lawyers to think outside the box in order to address a challenging relationship between business, markets and society. This is where business strategy meets risks. Or instead, this is where risks eat a business strategy. As a result, business leaders, shareholders and their advisors are now required to integrate a 3D internal and external view and assessment on how to address, prevent, mitigate and remediate the social and environmental impacts (risks) of private sector operations in complex environments and with a collaborative and systems thinking approach.

Bar Associations in America and abroad have begun issuing specific guidance on how corporate lawyers should advice their clients incorporating human rights and sustainability standards. For instance, in a Mergers and Acquisitions (M&A) transaction, corporate lawyers are most likely to encounter questions dealing with social, environmental, human rights and environmental concerns. Those advocating on behalf of environmental and human rights organizations will find their work relevant and selected industries (policy development, stakeholder challenges, which tools would be best suited for specific contexts to analyze and discuss how different tools and resources can be integrated into the business strategy. To assess critical human rights, environment and natural resources soft laws, in the context of environmental, social and human rights and sustainability frameworks of international hard and soft law principles.

Fast-forward 2020. The global COVID-19 pandemic has suddenly entered this space. It has done so highlighting the vulnerabilities and opportunities in the relationship between business, governments and society across the globe. Furthermore, the global pandemic is challenging all stakeholders not only to become relevant but to re-think, re-imagine and re-envision new models that seek engagement, resilience, addressing grievances, investment, economic recovery and accountability frameworks.

In practice, these global and ever growing litigation trends are also challenging traditional company-led corporate social responsibility (CSR) and ethics programs that have been associated with both philanthropic, corporate citizenship and company-sponsored activities that give back to societies. While many of these programs have achieved several levels of success, for many sectors in society they remain as corporate public relations or green wash exercises and demand more transparent, accountable and remediation responses. The stakes are high.

Litigation, a growing movement towards mandatory human rights and environmental due diligence and reporting requirements and other types of social demands are challenging companies to be very purposeful and accountable on how they address the environmental, social and governance negative impacts (for some) or violations (for others) of their business strategy meets risks. Or instead, this is where risks eat a business strategy. As a result, business leaders, shareholders and their advisors are now required to integrate a 3D internal and external view and assessment on how to address, prevent, mitigate and remediate the social and environmental impacts (risks) of private sector operations in complex environments and with a collaborative and systems thinking approach.

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LAW 459 v01 Deals: The Economics of Structuring Transactions
This course examines how attorneys and other professionals create value through transaction engineering. The course is organized in two parts. The first part of the course studies various barriers to transacting, including collective action problems, information problems, risk and uncertainty, and contracting over time, and a range of responses grounded in game theory, contract theory, and decision theory. The second part studies a series of real transactions. Students will be divided into work groups, each of which will be responsible for selecting and presenting a transaction to the class. Grades will be based on an individual problem set, the group presentation, and a take-home final examination.

Course Objective and Learning Outcomes: The objective of the course is to understand the proper role of deal lawyers. It forwards the idea of deal lawyers as transaction cost engineers who seek to increase the value of transactions by devising mechanisms to mitigate common barriers to efficient bargains. We study four types of barriers—collective action problems (free rider and holdout problems), information problems (moral hazard and adverse selection), risk and uncertainty, and contracting over time—and a number of responses (contractual and other mechanisms) grounded in game theory, contract theory, and decision theory. By the end of the course, I expect students to (i) have a good understanding of these barriers and the responses that deal lawyers have devised to overcome them and (ii) demonstrate the ability to recognize these barriers in different transaction contexts and to fashion solutions to them.

Prerequisite: Corporations.

Recommended: Prior or concurrent enrollment in Securities Regulation.

LAW 3082 v00 Dispute Settlement in International Trade: A Comparative Examination of WTO, Regional & Bilateral Systems
This course involves an in-depth look, in a seminar-type setting, at different state-to-state dispute settlement systems in the international trade area. Although the principal focus will be WTO dispute settlement, the course will also examine the new or re-invigorated mechanisms in regional agreements (e.g., RCEP, CPTPP) and bilateral trade and investment agreements of the United States (USMCA, CAFTA) and the EU (Korea FTA, CAI with China).

It will also look at the special case of the UK/EU TCA, and at investor-state dispute settlement, which is currently subject to significant reform proposals, as a point of comparison with state-to-state mechanisms. In addition to examining the treaty provisions themselves, the course will involve the close reading of arbitral decisions, as a medium to examine real-world systemic issues regarding dispute settlement, such as the function of terms of reference, approaches to treaty interpretation, confidentiality, coherence between different bodies of international law, the role of precedent, standard of review, the scope of appellate review, implementation and compliance, and remedies. At the same time, students will gain familiarity with some of the leading substantive issues in international trade law.

Recommended: Background in international trade law and in public international law generally.

Strongly Recommended: A introductory course in international trade law is strongly recommended.
LAW 816 v08 European Union Law: Foundations and International Reach (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20816%20v08)
J.D. Seminar (cross-listed) | 2 credit hours
This two-credit survey tackles such questions in the course of providing a comprehensive introduction to the scope and operation of the law of the European Union. The course begins by focusing on the key legal and political dimensions of European integration and the main features of the succession of treaties that have led to today’s Union. Next the course examines the EU judiciary and its relationship to national constitutional courts, followed by consideration of the EU’s increasingly important fundamental rights and rule of law frameworks. Our examination of the EU’s foundations concludes with the EU’s unique economic accomplishment, the Single Market. The second half of the course explores several dimensions of the EU’s growing international reach. We focus on its role as an international actor, for example through adoption of economic sanctions, and on EU law governing external trade and foreign investment, including the complex legal relationship with the United Kingdom following Brexit. The final three classes take up the EU’s growing body of legislation on the digital economy, most notably its legislation and jurisprudence on data privacy as it affects international commerce as well as international law enforcement and security cooperation.

The course is led by instructors with long experience counseling the U.S. government and private sector in Washington and in Brussels on how to engage with and understand the EU and its governing institutions. (Views expressed by the instructors are their own, not attributable to their employers.) Ranging across EU constitutional, administrative, human rights, economic, security and foreign relations law, the course includes comparisons to U.S. legal concepts and cases as appropriate. Students also will gain a political appreciation for how EU bodies interact with each other and with member states and third countries. A research memorandum on a current EU law topic is the principal form of assessment.

The course has no prerequisites. International Law or related courses may be useful at the margins. Students who have taken European Law and Policy in Times of Crisis are not eligible to enroll.

Learning Objectives:

- Recognizing and appreciating the legal fundamentals and doctrines that underpin the European Union, the historical and current context in which European integration has evolved, and the nature of the relationship between EU institutions and Member States.
- Understanding general structure and specific instruments of EU primary and secondary law, in particular the text of essential articles in the EU Treaties, as well as gaining facility in identifying and working with a variety of EU law source materials.
- Connecting and applying legal understandings to current/ongoing political developments involving the EU, member states and third countries, including by producing a professional-caliber legal research memorandum on an EU law topic of personal interest or selected from a list provided by the instructors.

LAW 3093 v00 Foreign Investment & National Security: The Committee on Foreign Investment in the United States (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203093%20v00)
LL.M Course | 2 credit hours
This course will explore foreign direct investment in the United States from the national security perspective through an analysis of the Executive Branch inter-agency body known as the Committee on Foreign Investment in the United States (CFIUS). Students will review the evolution of CFIUS from the Exon-Florio amendment, to the Committee as it exists today, including, but not limited to, the relevant authorities, policy implications, case law, and transactional risk analysis frameworks upon which CFIUS. The course will also examine current events in the national security space to determine how those events have informed recent legislative action taken by Congress with respect to CFIUS and how those legislative changes are implemented by the committee in regulation.

Recommended: National Business Law, National Security Regulation, National Security Law and the Private Sector

LAW 726 v00 Global Competition Law and Policy (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20726%20v00)
LL.M Seminar (cross-listed) | 2-3 credit hours
This seminar will examine the development of antitrust law around the world, starting with a basic understanding of U.S. and EC competition principles and then reviewing the application of those principles in developing and transition economies including China, India, Africa and Latin America. Particular emphasis will be on merger control and regulation of dominant firm conduct (monopolization/abuse of dominant position). We will also consider the role of competition policy in economic and political development generally. Grading will be based on a paper and an assessment of class participation.

Prerequisite: For J.D. students: Antitrust Law or Antitrust Economics and Law. LL.M. students should have some previous work experience or coursework in U.S. antitrust law or competition regulation in other jurisdictions; otherwise professor’s approval required before enrolling.

Note: This seminar requires a paper. J.D. students must register for the 3 credit section of the seminar if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement for JD students. The paper requirements of the 2 credit section will not fulfill the Upperclass Legal Writing Requirement for JD students.
LAW 726 v01 Global Competition Law and Policy

This seminar will examine the development of competition laws around the world, differences in substantive standards among the major enforcement jurisdictions; the role of historical, political, and economic forces that affect those differences; and the possible consequences of those differences. We will start with a basic understanding of U.S., Canadian, and EC competition principles, and then compare and contrast these with the principles applied in developing and transition economies, such as China, Mexico, India, and South Africa. Particular emphasis will be on current issues and trends including the role of antitrust in a digital economy, multi-jurisdictional merger control, and regulation of dominant firm conduct. We will also consider the role of competition policy in economic and political development generally.

Prerequisite: For J.D. students: Antitrust Law or Antitrust Economics and Law. LL.M. students should have some previous work experience or coursework U.S. antitrust law or competition regulation in other jurisdictions; otherwise professor’s approval required before enrolling.

LAW 3028 v00 Global Drug Law and Regulation

Globalization and the international trade of drugs and medical products have progressed beyond any single regulatory authority’s ability to effectively ensure the quality, safety, and effectiveness of these products. In the U.S., the importation of foreign sourced products has increased tremendously, accounting for over 80% of the active pharmaceutical ingredients. However, varying drug regulations have resulted in gaps in oversight causing differing views on the acceptable level of risk in public health leading to drug quality related deaths and other serious harms. One clear reason for this compromised system is the differences in how these products are regulated from country to country. Nevertheless, the pharmaceutical and related industries are thriving in the global marketplace. This course is intended to be the first comparative survey into the regulatory frameworks of certain key countries, both developed and developing markets, along with international institutions, such as the World Health Organization, involved in promoting the access and development of safe, effective and quality medical products. This course will also identify the major international non-governmental stakeholders, and the multi-lateral schemes and treaties in which they operate that are intended to assist in the convergence of pharmaceutical laws and regulations.

Recommended: Prior Enrollment in Food and Drug Law

LAW 226 v00 Intellectual Property in World Trade

The knowledge, technological inventions, creative works and accumulated experience and expertise of the professional workforce increasingly drives the global economy. Unlike physical capital, this intellectual capital cannot readily be confined to the territorial setting of its origin. The development of cohesive norms to protect intellectual properties on a global basis has thus proven to be an enormous challenge. This course considers this effort by addressing the core international agreements governing intellectual property; norms and norm-making in the international intellectual property rights system; dispute settlement and the enforcement of rights; and tensions arising between intellectual property rights and distinct legal and cultural values.

Mutually Excluded Courses: Students may not receive credit for this course and International Intellectual Property and Development and the graduate course, International Protection of Intellectual Property Through the WTO.

LAW 2079 v00 International and Comparative Antitrust Law

More than a hundred countries have enacted competition laws and modeled their laws either on the U.S. or on the EU system. This course will focus on the U.S. and the EU antitrust regimes by comparing and contrasting their principles and procedures. Some other jurisdictions at the center of the international antitrust arena, such as China and Brazil, will also be discussed. This course will start with an overview of the institutional design and of the substantive standards applied by the FTC/DOJ in the U.S. and by the European Commission in the EU, and will then delve into various areas of antitrust law, with particular emphasis on cartels, horizontal and vertical restraints, abuse of dominance, and mergers. This course will also examine process and procedures in the U.S. and the EU, and consider practices that facilitate international cooperation in antitrust investigations.

Learning objectives:

Students attending this course (i) will receive an overview of the international dimension of the various areas of antitrust law (horizontal agreements; monopolization/abuse of dominance; mergers); (ii) will learn to compare and contrast antitrust principles and procedures of the two systems (EU and U.S.) that most have influenced antitrust laws and institutions around the world; (iii) will familiarize with new actors and current challenges of the international antitrust arena. As a result, students will learn how to navigate multi-jurisdictional antitrust matters.

Prerequisite: For J.D. students: Antitrust Law or Antitrust Economics and Law. Prerequisite for LL.M students: None, although it is recommended that LL.M students have some previous coursework or work experience in competition law in the U.S. or another jurisdiction.
LAW 3105 v00 International Business Compliance (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203105%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course addresses the critical role of legal compliance in conducting international business. It will explore how compliance law, based on theories and principles of corporate governance and risk management and applied in the context of substantive laws, is used to develop systems of deterrence management. Topics will include: the history and development of compliance, risk management, specific areas of compliance such as information/data security, anti-corruption law, economic sanctions, and financial sector regulations, and particular challenges related to global compliance.

At the end of the class, students should be capable of: understanding how a global company assesses and manages risk and the key elements of an effective global compliance system; the relationship between corporate culture and compliance; how compliance enforcement functions both within a company and externally; the compliance function and the roles of lawyers and compliance officers; basic concepts in several areas of compliance law such as data security, economic sanctions, financial regulation, and anti-corruption law; recognizing third party risks a company may face; and understanding particular problems that face global companies and how the law is developing to harmonize across borders.

Course requirements include class participation, a short paper along with class presentation, and a two hour open-book take-home exam.

Recommended: Previous enrollment in corporations/business organizations or other business transactions course.

LAW 1036 v00 International Contracts and Sales Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201036%20v00)
J.D. Course (cross-listed) | 2 credit hours
The course analyzes the regulatory framework of international contracts. On the basis of court cases, it focuses on international conventions and uniform rules of law, such as the United Nations Convention on Contracts for the International Sales of Goods (CISG), the UNIDROIT Principles of International Commercial Contracts, the Principles of European Contract Law, and INCOTERMS. The course includes some aspects of conflicts of law rules, as well as an analysis of the main international instruments governing international commercial arbitration.

Prerequisite: Contracts (or the equivalent Bargain, Exchange, and Liability).

Note: This course will meet on Tuesdays and Thursdays on the following dates: 1/18, 1/20, 1/25, 1/27, 2/1, 2/3, 2/8, 2/10, 2/15, 2/17, 3/1, 3/3 and 3/8.

LAW 416 v02 International Courts and Tribunals: Theory and Practice (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20416%20v02)
LL.M Seminar (cross-listed) | 2 credit hours
This course surveys existing international courts and tribunals. Over the semester, we will examine courts and tribunals with general jurisdiction (e.g., the International Court of Justice); courts and tribunals with specialized jurisdiction (e.g., the International Criminal Court, WTO, human rights tribunals, and investor-State tribunals); and claims tribunals and commissions (e.g., the Iran-United States Claims Tribunal and the United Nations Compensation Commission). The course seeks to provide a comparative understanding of the international adjudication system through readings and in-class exercises. General knowledge of public international law is required.

Prerequisite: Prior or concurrent enrollment in International Law I.

LAW 145 v00 International Environmental and Natural Resources Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20145%20v00)
J.D. Course (cross-listed) | 3 credit hours
The course focuses on international law applicable to the leading environmental and natural resource issues. It provides a framework for identifying and addressing the legal issues, links international law with relevant national laws, and focuses on ways to strengthen compliance with international obligations. The course covers climate change, ozone depletion, transboundary pollution and hazardous waste disposal; natural resource issues of fresh water (both surface and ground water), marine resources, and biodiversity; the links between human rights and environment and between environment and trade; and the financing of sustainable development. Special attention is given to cutting edge issues, such as synthetic biology and climate intervention.

Learning goals for this course: To enable students to become effective counsel, litigators, negotiators, arbitrators, judges, or legal advisors on a broad range of international environmental and natural resource problems; to understand international negotiations; and to be able to apply legal concepts developed in the course within different national settings for implementing international law.

LAW 197 v00 International Finance and Regulation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20197%20v00)
J.D. Course (cross-listed) | 3 credit hours
This course explores some of the key financial transactions that animate the international economy and the global regulatory architecture governing them. Substantive subjects include the global financial architecture, international banking regulation, project finance, derivative products and syndicated lending. The course also addresses the intersection between financial regulation and international monetary law by surveying the 2008 financial crisis, the European debt crisis, the future of the dollar as an international currency and the offshore renminbi market.

Recommended: Corporations.

Mutually Excluded Courses: Students may not receive credit for this course and International Finance.

Note: The first class is not mandatory, though it is highly advised.
LAW 820 v01 International Protection of Intellectual Property Through the WTO
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20820%20v01)
LL.M Course | 2 credit hours
This course deals with international protection of intellectual property through the World Trade Organization (WTO) and the WTO agreements which cover intellectual property: the TRIPS Agreement, The Paris Convention and the Berne Convention. The course will also cover the General Agreement on Tariffs and Trade (GATT) and the Dispute Settlement Understanding, which are essential in enforcing these agreements.

The course examines in detail the relevant U.S. law and how the extraterritorial application of these laws effects international enforcement of intellectual property. These laws are Section 337 of the Tariff Act of 1930 which prohibits the importation of articles into the United States which infringe U.S. patents, trademarks, or copyrights, and Section 301 of the Trade Act of 1974 which allows retaliation against foreign countries which impose unjustifiable or unreasonable restrictions against U.S. commerce.

The main WTO cases in intellectual property will be read and analyzed. These will include the cases on Sections 337 and 301, which have limited the United States' ability to unilaterally affect intellectual property law. Other cases will include the U.S. – Cuba Havana Club case, the Indian Pharmaceutical case, the Internet Gaming case, the U.S. Musical Copyright case, the European Geographical Indication (GI) case, the Canada Pharmaceutical patent case, and the China Intellectual Property Violation case. The course will study the Doha Agreement, which allows the compulsory licensing of pharmaceutical patents to fight pandemic diseases particularly HIV/AIDS. Finally, the course will review any significant changes in trade law or existing trade agreements, particularly as relates to intellectual property, that may occur under the Trump administration.

Mutually Excluded Courses: Students may not receive credit for both this course and Intellectual Property in World Trade (LAWG/J-226).

LAW 798 v00 International Telecommunications Policy and Regulation
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20798%20v00)
LL.M Course | 2 credit hours
This seminar addresses global information and communications technology (ICT) regulation and policy. In particular, it offers a multi-faceted view of the legal, economic, policy and technological underpinnings of global ICT. We will examine 1) key national and regional approaches to ICT; 2) the roles of key intergovernmental institutions and regional organizations (e.g., the International Telecommunications Union, Internet Governance Forum, the World Trade Organization) in shaping and promoting regulatory policies; 3) the key issues posed by emerging technologies, such as unmanned aerial vehicles; and 4) the challenges posed by new methods of content delivery, such as video streaming and other internet-based services. This seminar will also examine key nations' domestic law, regulations, and policies governing international telecom services, wireless and satellite services, and spectrum management, including the cross-sectoral challenges arising in access to this scarce resource. Specific focus is on the challenges that increased global access to content and new technologies present to established international regulatory approaches and the national regulators. Grading shall be based on the exam and student participation in class discussion throughout the semester; optional class presentations will also be taken into account.

Recommended: International Law I: Introduction to International Law (or the equivalent, International Law I).

Note: Students may not withdraw from this class after the add/drop period ends without the permission of the professor.
LAW 244 v01 International Trade (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20244%20v01)
J.D. Course (cross-listed) | 3 credit hours
This three-credit survey course is designed to introduce students to the legal system governing international economic transactions and international economic relations, with a focus on the World Trade Organization (WTO) and its constituent treaty instruments. The primary objective of the course is to give the student an in-depth overview of the world trading system and some exposure to its particular details. The course will cover the basic principles and mechanisms of international trade law, including most-favored-nation (MFN) and national treatment, and relevant law in different substantive areas, including tariffs, quotas, services, intellectual property, trade remedies, and standards. We will also examine the issue of development in the WTO and trade treaties and whether treaty obligations constrain countries’ policy autonomy and hinder their ability to pursue successful development strategies, as well as the tensions between trade liberalization and other values, such as those concerning the environment, health and safety, workers’ welfare, and human rights.

The course will also cover current trends and issues in international trade law. The Uruguay Round established the WTO in 1994 as the premiere forum for negotiating multilateral trade agreements and adjudicating international trade disputes; however, the negotiation and adjudication functions of the WTO currently face significant challenges. Globally, more than 300 regional or bilateral trade agreements have been negotiated, including the recent United States-Mexico-Canada Agreement (USMCA) and Comprehensive and Progressive Agreement for Trans-Pacific Partnership (CPTPP), with implications for both individual countries and the global trading system overall. The course will include current developments at the WTO, bilateral and regional trade agreements (including U.S.-Europe and U.S.-Kenya negotiations and trade models in other parts of the world like China’s Belt and Road Initiative and the African Continental Free Trade Area), Brexit, and U.S. "trade wars" pursued on national security grounds.

Mutually Excluded Courses: Students may not receive credit for both this course and International Trade and the WTO or International Trade Law or World Trade Organization: Law, Policy and Dispute Settlement; or the graduate course, International Trade Law and Regulation.

Note: There are no prerequisites for this course.

This course will meet 2 times per week in the weeks of August 30 - September 17 and October 11- October 29. In addition, there will be three classes taught remotely on October 7, November 11 and November 16.

LAW 244 v05 International Trade Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20244%20v05)
J.D. Course (cross-listed) | 3 credit hours
Economic interdependence between countries and across production chains has grown exponentially. Yet, today, economic globalization is under attack. In this context, existing rules on international trade, and negotiating fora to potentially change those rules, are key. This course focuses on the rules and institutions established under the World Trade Organization (WTO) as well as selected regional trade agreements. What are the benefits and risks of trade liberalization from legal, economic and political perspectives? How can trade liberalization go hand in hand with pursuing public policy goals such as protecting the environment or labour standards ("non-trade concerns"), job creation or promoting the economic development of poor countries? The course will offer an in-depth, practical knowledge of substantive WTO law drawing heavily on case law from dispute settlement practice. It will address the basic principles of trade in goods and trade in services as well as more specific WTO agreements on, for example, health measures, subsidies, trade remedies and intellectual property rights. The course will also focus on the unique WTO mechanism for the settlement of trade disputes, and especially on how it balances trade liberalization with non-trade concerns as well as how it copes with increasing trade tensions between OECD countries and emerging economies like Brazil, China, India and Russia.

Mutually Excluded Courses: Students may not receive credit for both this course and International Trade and the WTO or World Trade Organization: Law, Policy and Dispute Settlement; or the graduate course, International Trade Law and Regulation.

Note: There are no prerequisites for this course.

This course will meet 2 times per week in the weeks of August 30 - September 17 and October 11- October 29. In addition, there will be three classes taught remotely on October 7, November 11 and November 16.


**LAW 966 v01 International Trade Law & Regulation** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20966%20v01)

**LL.M Course (cross-listed) | 2-3 credit hours**

Examines international trade laws and regulations and World Trade Organization agreements affecting international trade, and the relationship of the General Agreement on Tariffs and Trade 1994 and other international agreements to U.S. law and practice. Considers, in detail, the U.S. antidumping, countervailing duty, safeguards (Section 201) laws and regulations and the WTO agreements that establish multinational standards applicable to the use of those remedies. Examines the WTO agreements on services, intellectual property, and technical barriers to trade. Examines the statutory remedies, particularly Section 301, that are available to address foreign restrictions on U.S. exports of goods, capital, services, and intellectual property. Examines the U.S.-China “trade war” and resulting tariffs and agreements. Evaluates the role of Congress, the U.S. Trade Representative, and other U.S. agencies in setting trade policy and overseeing administration of the trade laws. Examines the WTO procedures for dispute resolution and key WTO panel and Appellate Body decisions. Reviews free trade agreements, including the U.S.-Mexico-Canada Agreement, as well as bilateral investment treaties. The course includes a weekly discussion of current events affecting international trade law and regulation.

**Mutually Excluded Courses:** Students may not receive credit for both this course and the J.D. course, International Trade or World Trade Organization: Law, Policy and Dispute Settlement.

**Note:** The 3-credit section of this course meets the “Category 1” requirement for the WTO certificate program.

The two-credit class requires a final exam; the three-credit class requires a paper. J.D. students must register for the three-credit section of the seminar if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement for JD students. The paper requirements of the two-credit section will not fulfill the Upperclass Legal Writing Requirement for JD students.

**LAW 898 v01 International Trade Remedies and the WTO** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20898%20v01)

**LL.M Seminar (cross-listed) | 2 credit hours**

This class is an intensive workshop designed to use case studies of U.S. agency decisions and related WTO jurisprudence to: 1) develop students’ substantive understanding of trade remedy law; and 2) introduce students to the policy and procedural aspects of the various phases of trade remedy disputes in the U.S. and at the international level. The class will include an examination of U.S. law and WTO agreements on antidumping measures, subsidies and countervailing measures, and safeguards. Particular attention will be focused on developing strong oral and written advocacy and presentation skills through issue spotting exercises/mock agency hearings and the final writing assignment.

**Prerequisite:** International Trade (3 credits), OR International Trade and the WTO, OR International Law II, OR International Economic Law, OR International Trade Law & Regulation OR World Trade Organization: Law, Policy and Dispute Settlement.

**Mutually Excluded Courses:** Students may not receive credit for both this course and the course WTO: Dumping, Subsidies and Safeguards.

**LAW 959 v00 International Trade, Development & the Common Good** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20959%20v00)

**LL.M Seminar (cross-listed) | 2-3 credit hours**

This course will examine the connection between trade law and development, including aspects of international and regional trade agreements, comparative law, and diverse areas of market regulation at the national level. Overall, the seminar will highlight the role of law and regulation as a driver for sustainable development and inclusive growth and link broader legal frameworks and policy debates with the needs of individuals and enterprises. It will engage students in ways in which economic law can help encourage sustainable and inclusive development and will assess challenges associated with legal and regulatory capacity and the uneven implementation of laws in practice. Cross-cutting and inter-disciplinary approaches in the field, such as socio-legal approaches, human rights, food security, the UN Sustainable Development Goals (SDGs), and gender and trade will also be discussed throughout the seminar.

The seminar will take place in three phases. In Phase I, the seminar will explore the historical and institutional relationship between trade and development, including World Trade Organization (WTO) disciplines, regional trade agreements (RTAs), and other relevant international legal frameworks. Phase II will focus on different issues and will cover a number of substantive aspects of trade and development in depth, all of which impact stakeholders and communities and hold greater potential to contribute to the common good. Specific areas of focus will include domestic market regulation and investment, non-tariff measures, regulation of services, trade facilitation, agriculture, labor and environment, intellectual property rights, gender, and digital trade. Phase III of the course will consist of an in-class exercise to apply the theory and substantive legal approaches discussed in Parts I and II in the context to practical trade and development challenges.

Readings will be drawn from a variety of viewpoints and sources – law review articles, white papers, academic journals, newspapers and magazines, and excerpts from books – and will cut across trade and economic law, inclusive economic development, and business. The readings will highlight different aspects of the legal and regulatory environment in the context of encouraging sustainable and inclusive development globally and at the grassroots level. Discussion questions will be provided for each session, which can be used as the basis for class preparation.

The course will also incorporate short, practical case studies that illustrate how different issues in trade, development, and economic regulation can be applied from the perspective of different stakeholders (entrepreneurs, countries, and communities). Seminar members will be asked to assume roles in discussion of these case studies, which will count towards class participation and lay the groundwork for the final paper. Questions to guide the case study analysis will also be provided.

In addition to the readings assigned for each session, optional background readings will be included for students wishing to explore a topic in greater depth (additional background reading is recommended for students who have not taken a trade law course, but the course does not have any prerequisites).

**Note:** Only the 3-CR section will fulfill the WTO & International Trade Certificate List C requirement.
LAW 708 v00 International Trade, Intellectual Property Rights, & Public Health

LL.M Seminar (cross-listed) | 2 credit hours
This course will cover the interface between the intellectual property rights, international trade and public health, focusing in particular on the WTO TRIPS Agreement and subsequent decisions, including on the Covid-19 waiver, if approved. It will provide an introduction to the provisions of WTO agreements relevant to public health (other than TRIPS), and to the law and economics relating to IPRs and public health; it will cover the provisions of the TRIPS Agreement relevant to public health, and discuss the relevant disputes settled in the WTO. It will examine the background, content and implications of the Doha Declaration on the TRIPS Agreement and Public Health and of the subsequent TRIPS amendment implementing compulsory licensing for exports. It will devote a session to Covid-19 and infectious disease pandemics. It will also discuss the relevance of bilateral or regional free trade area agreements to the subject.

The course would study relevant national/regional implementing legislation, for example on compulsory licenses, and discuss use of the WTO export compulsory license provisions. In addition to the final paper, students will be graded on class participation, individual presentations and group exercises, an example of the last being a hypothetical case study of exports, with students taking up the role of legal advisors based in either the importing country or the exporting country.

Finally, the course will also cover recent work on trade, intellectual property and public health in other intergovernmental organizations, in particular in the World Health Organization

Recommended: Coursework in International Trade, Intellectual Property Rights, or Public Health.

LAW 292 v07 Law and Development

J.D. Course (cross-listed) | 3 credit hours
This three-credit survey course is designed to introduce students to the different dimensions of law and development, integrating legal, historical, academic, and practical models and approaches. The course will cover a range of issues and substantive areas of law, including economic and social development and rule of law approaches; human rights law; comparative law; peace and security; international economic law (including trade, finance, aid, and investment); labor, environmental, and health law; market regulation; institutional models for advancing law and development; gender; and sustainable development. It will also examine the increasing role of technology and data in law and development and the connection between law and the United Nations Sustainable Development Goals (SDGs). Throughout the semester, the course will explore how different areas of law address questions of equity, inclusiveness, vulnerability, and environmental sustainability. There are no prerequisites for this course, and it is intended to be both an introduction to law and development and a complement to other course offerings at Georgetown Law.

The course is divided into three parts. The first part begins with an exploration of the foundations of law and development, including an examination of the issues, debates, and academic literature. This portion of the course will examine the role of governments and institutions in law and development (including the World Bank, WTO, IMF, UN system, donor organizations, regional organizations, and others), as well as how rules are designed and implemented from the perspective of individual and community stakeholders. Part I of the course will also highlight the evolution of different approaches, theories, and models within law and development, including economic approaches (structural change approaches, dependency theory, neoclassical/neoliberal approaches, endogenous growth theory, post-Washington consensus models, and others), promotion and criticism of rule of law approaches (legal pluralism, institutionalism and new institutional economics, constitutionalism, international vs. national law approaches, legal empowerment, informality, and others), and current movements such as law and political economy and TWAIL (Third World Approaches to International Law).

The second part of the course will introduce students to the different substantive dimensions of law and development. This segment will allow students to both understand the legal foundations of different aspects of law and development and explore intersections between different areas of law as they relate to development, highlighting the cross-cutting nature of law and development. Topics will include human rights law, international economic law (finance, investment, and trade), conflict and resource control, gender and development, corruption and development, development assistance, and law and development aspects of health, environment, and climate change.

The third part of the course will focus on issue-based and regional case studies, allowing students to apply what was covered in the first two parts of the course in different contexts and explore ways in which law has been – or could be – a driver for development. Issue-focused case studies will include land tenure and contracts, labor, agriculture and food security, intellectual property rights, and data and development. Regional case studies will include Africa, Asia (with some focus on China and India, among other countries), and Latin America. In this part of the course, students will also assess which law and development approaches have been best suited to different circumstances, economies, cultures, and communities.

Learning Objectives

The course has several interconnected learning objectives:

• Understand the legal, historical, economic, and political context of law and development
• Assess law and development challenges facing governments and institutions
• Explore how economic, social, and sustainable development can be further incorporated into soft and hard law, as well as international, regional, and national law;
• Be further incorporated into soft and hard law, as well as international, regional, and national law;
• Interpret academic research, relevant excerpts from international commercial law, and legal theory
• Understand how economic, social, and sustainable development can be further incorporated into soft and hard law, as well as international, regional, and national law;
• Be further incorporated into soft and hard law, as well as international, regional, and national law;
• Interpret academic research, relevant excerpts from international commercial law, and legal theory
• Understand how economic, social, and sustainable development can be further incorporated into soft and hard law, as well as international, regional, and national law;
• Be further incorporated into soft and hard law, as well as international, regional, and national law;
• Interpret academic research, relevant excerpts from international commercial law, and legal theory
• Understand how economic, social, and sustainable development can be further incorporated into soft and hard law, as well as international, regional, and national law;
• Be further incorporated into soft and hard law, as well as international, regional, and national law;
• Interpret academic research, relevant excerpts from international commercial law, and legal theory

International Business & Economic Law LL.M.
LAW 701 v00 Law, Politics, and Policy in WTO & US Trade Law

LL.M Course (cross-listed) | 2 credit hours
International trade rules and practice reflect a complex mix of law, politics and policies. This course will examine the major topics covered by World Trade Organization rules (and some looming future issues) from all three perspectives. This is a fast-changing field. Approximately 25-30 pages are assigned per week from international trade agreements; scholarly journals; government records; newspaper articles; websites and blogs. Interactive exercises draw from international trade agreements; national legislation; and national and international tribunals. Among the invited guest speakers may be U.S. and other government trade officials, business people, and scholars.

Recommended: International Trade; International Trade Law and Regulation; International Trade and the WTO; or World Trade Organization: Law, Policy and Dispute Settlement.

LAW 3084 v00 National Security and International Aviation Law

LL.M Seminar (cross-listed) | 2 credit hours
This course reviews the basic principles of international law governing aviation, especially those involving critical issues affecting national security. Students will develop an understanding of the legal regimes governing civil aviation and an overall appreciation for U.S. aviation law and policy regarding national security issues. Topics include international organizations, such as the United Nations International Civil Aviation Organization, int'l disputes resolution mechanisms, int'l treaty obligations and government oversight responsibilities, air transport agreements, navigation and overflight rights, regulation of international airspace, airspace zones and military enforcement activities, the concept of civil and state aircraft, unmanned aircraft operations (drones), economic sanctions, and airport security and border control. We will also discuss the intersection of international aviation law with related regimes governing oceans and space.

Students will research and engage in class discussions on a number of problems involving international aviation and national security issues. We will make extensive use of case studies and problems to explore the complex legal and geopolitical questions that arise in these cases. In addition, we will track events in the news to provide real-world examples of the significance of the concepts that we will be discussing throughout the course. Case studies will involve issues like sovereign airspace management, establishment of no-fly zones, territorial disputes in the South China and East China Seas, the conflict in Ukraine, Saudi-led blockade of Qatar, U.S. Iran Sanctions, international terrorism, and forums for dispute resolution. The course aims to provide students with a practical understanding of international aviation law through an in-depth examination of how it operates in relation to national security.

Recommended: Public International Law, National Security Law, Administrative Law

LAW 967 v00 National Security Law & the Private Sector

LL.M Course (cross-listed) | 1 credit hour
This seminar will examine how the U.S. government regulates and addresses national security in a global economy in which data and money flows freely and sensitive assets in the United States and abroad are owned or controlled by commercial actors. The concept of "national security" in U.S. legal doctrine and regimes is hardly new, but the impact of national security law on the private sector has expanded dynamically since September 11, 2001. The course will review the history and breadth of national security law and public policy as it relates to the private sector and the principles for the application of national security regulation to private actors. While the seminar will address these considerations for a variety of practice areas, the primary focus of the seminar will be on how these principles apply in national security reviews of foreign investment conducted by the federal inter-agency Committee on Foreign Investment in the United States, or CFIUS. The course will use functional examples (i.e., real world cases) to explore fundamental policy questions – e.g., what is the proper balance between security and openness in a commercial world – as well as to evaluate the legal and practical considerations of private actors (including fiduciary duties to shareholders and reputation risk, among others) and their counsel when confronted with national security issues.

This seminar is designed for those who are interested in how concepts of national security in the law affect private actors – primarily, but not exclusively, businesses – on a daily basis. There will be elements of history, but the main focus will be experiential. Accordingly, while the course will not be a heavy reading course, preparation will be important and students may be designated (with significant advance notice) to help lead a particular class discussion. Outside experts from the Executive Branch, Congress, and the private sector may be invited to participate in certain classes.

Course pre-requisites: None

Requirements – Three requirements:

(a) The preparation of materials to help lead a particular class discussion.
(b) Participation in class discussion centered around real world fact patterns.
(c) A take-home final exam.

Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course. The take-home exam in this course may be administered mid-semester and the specific exam date will be provided by the professor after the add/drop period.
LAW 785 v00 Regional Trade Agreements: The Changing Landscape of International Rules and Policies in the Americas and Beyond
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20785%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
The goal of the course is to provide with an in-depth understanding of the most recent regional and bilateral trade agreements in the context of the international trade law system and the interplay of regional arrangements with multilateral rules. Students will acquire knowledge and insights on policies and rules to undertake specialized private practice or government service to handle complex and develop critical thinking regarding the most current trade issues. The course encourages students to develop skills to engage in the preparation and presentation of trade briefings and policy notes dealing with ongoing cases and trade negotiations and disputes.

The course offers students the opportunity to engage in open guided analytical discussions on the major legal and economic issues of regional trade arrangements (RTAs) and trade negotiations with a special focus on the Americas and their links within the Western hemisphere and with other regions around the world.

Special attention is devoted the most relevant negotiations and other global impactful events on the trade fields such as the NAFTA negotiations. The seminar will also discuss the linkages between RTAs and the current trade policy developments (e.g. Asia Pacific, Transatlantic) at the multilateral, regional and national level and how they are affecting trade integration in the Americas and beyond.

Topics that will be covered in this course are trade in agriculture, industrial products, services and investment, market access, trade remedies, intellectual property, competition and dispute settlement and other topics such as environment, labor and digital trade.

The analysis and discussions in class will be based on treaty text, jurisprudence and the practical, hands-on experience of the professors. Guest-speakers – including practitioners, government officials, or staff from relevant international organizations – will be invited to a few sessions.

Students will be asked to participate in class presentations and/or group exercises on the topics covered, for example on a hypothetical case study of exports/imports, taking up the role of advisors based in either the importing country or the exporting country. They are also encouraged to bring to the discussion resources and points of view beyond those recommended.

Students will be required to write a take-home exam of maximum 10 pages long (double space). Class attendance, oral presentation, and class participation will be part of the overall evaluation.

Prerequisite: for J.D. students only: International Law I: Introduction to International Law (or the equivalent of International Law I, which is a 3 credit course in public international law).

Note: This course is limited to LL.M. students and students in the final year of their JD program.

LAW 1654 v00 The IMF and the Evolution of International Financial and Monetary Law
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201654%20v00)
J.D. Course (cross-listed) | 3 credit hours
The IMF is an institution that is well known, but perhaps less well understood. The course will analyze the IMF’s legal and institutional framework and assess the role that it has played in shaping the evolution of international financial and monetary law since its establishment over 70 years ago. The course will be interdisciplinary in nature, focusing on the legal, financial, economic, and governance aspects of this influential – and often controversial – institution.

The IMF is unique among international organizations in terms of the breadth of its powers: regulatory, financial and advisory. With respect to its regulatory authority, the course will analyze the IMF’s role in overseeing the fixed exchange rate system that was established in 1945 and assess how the IMF’s jurisdiction in this area has evolved since the collapse of that system in 1971. Regarding its financial powers, the Course will review the legal and policy dimensions of IMF conditionality and assess the IMF’s often controversial role as a “financial fire fighter”, drawing lessons from the role it played in a number of financial crises, including the Latin American Debt Crisis, the Asian Financial Crisis and the Great Financial Crisis of 2008. With respect to its advisory powers, the course will analyze how the IMF has developed “soft law” in its assessment of the adequacy of policies in a broad range of areas, including bank regulation, fiscal transparency and corporate insolvency. Finally, the Course will review the IMF’s governance structure and, in that context, analyze the challenges it faces to its own legitimacy as it seeks to adjust its voting system to take into account important shifts in relative economic power among its member countries. The release of internal staff papers and Executive Board minutes under the IMF’s transparency policy will enable students to gain a unique understanding of the complexity of the decision-making process within this institution.

Learning Outcomes

By the end of the course, students will have gained an in-depth understanding of the IMF’s regulatory and financial powers, as well as its governance structure. They will also have gained insight into the role the IMF has played in shaping international monetary and financial law in an environment where there has been an increasing unwillingness of countries to surrender sovereignty in this area through substantive treaty obligations. In this context, they will learn about the role that alternative legal frameworks have been played in this area, including procedural law, soft law and private law. A key objective will be for the students to gain an understanding of how the views regarding the nature of the IMF’s legal authority can be seen as a microcosm of evolving attitudes towards the pooling of national sovereignty. The students’ knowledge of these issues will be enhanced by a close study of internal IMF staff papers, which will enable them to obtain a unique understanding of how legal, financial and economic issues are integrated during the IMF-decision making process. Moreover, through an in-depth analysis of a number of systemic financial crisis, students will gain an appreciation of the competing considerations - and constraints - faced by policy makers in a crisis context. This appreciation will be enhanced by occasional presentations provided by present and former IMF officials who played a lead role during the crises that will be studied.
Federal employees and contractors safeguard our nation's most sensitive information and secrets. However, many do not consider that national security is a major consideration when employing civil servants or making decisions regarding their continued employment. As of 2017, over 4.3 million Americans possess a security clearance and even more have access to sensitive, unclassified information. Security clearances and suitability reviews assess the reliability, trustworthiness, and character of prospective employees.

Because security clearance and suitability adjudications often determine whether a person is hired - and in some cases, fired - they invoke the application of employment protections under laws such as Title VII of the Civil Rights Act of 1964, Age Discrimination in Employment Act of 1967, and the Americans with Disabilities Act Amendments Act of 2008. The decision to deny employment based on a security clearance or suitability decision is considered an adverse action. While some actions are subject to judicial and/or administrative court review, others are not. Therefore, executive orders, federal regulations, and agency guidance are necessary to ensure that vetting is both thorough and fair. In the last decade, courts and agencies have grappled with issues ranging from discrimination to the stigmatization of mental health issues in security clearance and suitability adjudications.

This course will examine the intersectionality of national security issues and employment; specifically, how national security concerns shape vetting in federal employment from security clearances to suitability reviews. Moreover, it will serve as an introduction to understanding the interplay of federal case law, executive orders, federal regulations, and agency guidance in this area.

Note: NOTE FOR THE SUMMER 2021 SECTION: The professor will teach this course virtually via Zoom. Students may choose to participate from the classroom or via Zoom while the professor is participating remotely. Students who want to participate in person must be in the University's COVID testing protocol (https://www.law.georgetown.edu/covid-19-updates/message-from-the-dean-covid-health-protocols-enforcement-and-discipline) and follow all other safety measures.
LAW 1218 v00 Trade, Money, and Trust: The Law and Policy of Globalization Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201218%20v00)
J.D. Seminar (cross-listed) | 3 credit hours
Successful management of globalization has emerged as the central challenge of our time. Globalization has been blamed for many of our social and economic problems from inequality to stagnant growth. The international regulatory failures exposed by the financial crisis of 2008-2009 have called into question not only the regulatory framework for financial stability, but also the entire framework of international norms and institutions known as Bretton Woods that have been the pillars of global economic regulation. The accompanying collapse in public trust in government experts and private elites has complicated efforts to address these challenges. Populist candidates have swept elections, particularly in the US and UK, based on platforms to reverse the course of international integration. Meanwhile, China and Russia have doubled down on leaders that embrace a return to state controlled economies and traditional notions of regional hegemony. Are we at an historical turning point characterized by GLEXIT – the abandonment of globalization – or will these challenges lead to a Globalization 2.0?

The purpose of this seminar is to look at the role of international economic law in managing globalization, both in terms of extracting the benefits and in addressing the consequences, particularly those negative effects that have fed the backlash. The focus of the seminar will be on the central regulatory regimes governing international economic activity, trade, monetary, investment, finance, competition, tax, sovereign debt and corruption. We will examine the fundamental character and role of legal norms, regulatory systems and international institutions in a world characterized by interdependence and conflict.

This is a research seminar in which the initial eight weekly classes will present a survey of regulatory regimes designed to give students a framework for what have historically been somewhat distinct “silos” but which each illustrate the recurring tensions between fragmentation and coherence. We invite student involvement in the specific topics in the field on which we focus. Each student will be asked to provide short papers responding to the readings for each of the initial sessions. Students will be expected to write a research paper on a relevant topic under the guidance of one of the professors and to make a short presentation to the class during the last third of the course. In their research paper, students will be expected to identify a contemporary, global economic regulatory issue and propose solutions drawing on insights from the seminar (and their broader studies) to analyze the problem, propose and defend possible solutions.

The seminar will be taught by professors with a wide range of experience in academia, private practice and government service. Distinguished outside experts will also be called upon to address particular topics within this framework.

A number of broad themes will be developed to help unravel the complexity of global regulation:

• What is the role of legal norms in creating efficient and sustainable global markets? Do some problems lend themselves to different types of norms (e.g. soft versus hard law)? What about governance, the formality of legal norms (and institutions) and the role of national sovereignty and subsidiarity?
• Why do the different global economic regulatory regimes look so different? Why has trade evolved with an advanced set of norms, dispute settlement and enforcement?
• How have crises and systemic failures contributed to the development of legal regimes? Do crises lead to sustainable and effective regulatory regimes?
• What role does trust play in the character of legal regimes? Can international legal regimes respond to the identification of trust?
• How do financial and conventional security norms and relationships interact? What are the implications for the development of a global economic regulatory system?

LAW 962 v03 U.S. Export Controls and Economic Sanctions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20962%20v03)
LL.M Course (cross-listed) | 2 credit hours
Understanding and dealing with U.S. export control and sanction laws have become increasingly important skills for lawyers advising clients who compete in the global economy, including manufacturers, service enterprises, financial institutions, and companies licensing their technology abroad. This course surveys the federal laws and implementing regulations governing the export and re-export of goods, services, technology and software from the United States or by persons subject to U.S. jurisdiction, the extraterritorial reach of re-export controls, prosecution strategies, restrictions on dealings with or in sanctioned countries, prohibitions against dealing with blacklisted parties, and other sanctions that apply to non-U.S. companies and individuals. We will also examine the policies underlying these rules, which are designed to address ever-changing and developing threats to the United States, including Russian aggression in the Ukraine, the nuclear threat posed by Iran, civil war in Syria, missile development in North Korea, and conventional military tensions between the United States and China.

The course is designed to impart the practical skill sets you will need to use and understand the various complex regulatory systems that implement national security rules related to technology and high-tech transfers, including restrictions on release of technology to non-U.S. persons, foreign policy restrictions and licensing requirements. The regulations are implemented under various statutes, such as the International Emergency Economic Powers Act, Trading with the Enemy Act, Arms Export Control Act, and Atomic Energy Act, and regulations issued by various federal agencies, including the U.S. Departments of Commerce, Treasury, State, and Energy and the Nuclear Regulatory Commission. We will address each regulatory regime as well as the limited body of relevant case law.

In addition, the course will address multilateral export control regimes, the role they play in shaping U.S. trade laws, the impact of new regimes (such as those under the Chemical Weapons Convention) and the direction of U.S. export controls and sanctions policy in response to the changing threats. We will focus on the U.S. Government’s use of embargoes and other economic sanctions to achieve national security and foreign policy goals of target countries. This course also will provide the skill sets necessary to communicate effectively with licensing agencies and the Defense Department regarding key issues of agency jurisdiction and classification and how these issues affect direct investment in the United States as regulated by the Committee on Foreign Investment in the United States.

The course also will focus on the enforcement environment, including the trend of ever-increasing fines, the use of extradition, and imprisonment. We will discuss defense strategies and the potential for global settlements with the Departments of Justice, State, Treasury, and Commerce.

Finally, the course will emphasize developing the working knowledge necessary for hands-on practice and problem-solving in this field. In addition, the course will provide skills sets to assess proposed legislation and regulations in depth, as well as advocacy skills related to legislation and rulemaking.

Recommended: Administrative Law; International Law I.
LAW 872 v00 World Trade Organization: Agreements, Negotiations & Disputes (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20872%20v00)
 LL.M Course (cross-listed) | 2 credit hours
 The course analyzes the World Trade Organization (WTO) and its agreements, including the General Agreement on Tariffs and Trade (GATT), and the substance and status of negotiations to amend the agreements. It concentrates on the coverage of the agreements, based on their text and interpretive guidance from key dispute settlement decisions. The course also reviews the relevant economic, policy and legal aspects of the international trading system.

LAW 703 v00 WTO & Public International Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20703%20v00)
 LL.M Course (cross-listed) | 2 credit hours
 Since the institution of the WTO's Dispute Settlement Understanding in 1994, WTO jurisprudence has increasingly addressed disputes involving the interaction between trade related values and other domestic or international policy values. The various WTO instruments that are subject to the discipline of the Dispute Settlement Understanding address the relationships between international trade and other fields such as public health, the environment, intellectual property, and even public morality. The treatment of these issues in the WTO Agreements simultaneously demonstrates the linkages among these fields, and the separation of each from the others. Moreover, many of these “trade-related but not trade” policy areas are covered by other international agreements and understandings, as well as by domestic laws, and are in some cases subject to different judicial or quasi-judicial dispute resolution mechanisms, each applying its own rules of decision. Finally, even within the international trade arena, the proliferation of regional trade arrangements with their own dispute settlement mechanisms presents another potential source of conflict with the jurisprudence of the WTO.

This state of affairs has, since about 1995, given rise to serious concerns over what has been termed the “fragmentation” of international law. Although abstract, the question of whether international law should be viewed as a “system” of law, or merely as an aggregation of rules formed principally by agreements between sovereign states, has become one of more than theoretical interest. The resolution of actual or potential conflicts between various specialized international regimes, as well as between such regimes and domestic legal regimes, has become of increasing practical importance. In many respects, WTO jurisprudence stands at the heart of these developing concerns.

This course will examine the jurisprudence of the WTO through the lens of the issue of fragmentation. Through a close study of relevant decisions and hypothetical disputes, the course will address actual and potential regime conflict issues between the international trade regime and competing norms in the environmental, public health, and intellectual property spheres. It will also address the challenges to the integrity of general international law, and of the WTO regime itself, that are posed by the proliferation of regional trade regimes with their own dispute settlement mechanisms, and by emerging questions about the effect of WTO norms within domestic legal regimes. The course will seek to balance a case-driven approach to these issues with a consideration of the underlying theoretical questions, and will regularly return to the question of the future role of the WTO in the new world order of international law.

**Recommended:** Prior exposure to WTO law, or concurrent enrollment in a basic course in WTO law.

Search LL.M International Business and Economic Law - List B Courses (http://curriculum.law.georgetown.edu/course-search/?program=program_98)
International Business & Economic Law LL.M.

LAW 2073 v00 Advanced International Commercial Arbitration
LL.M Course (cross-listed) | 3 credit hours
This course will provide an indepth study of specific topics in international commercial arbitration from both a theoretical and practical perspective. Topics to be considered will include:

1. the arbitration agreement - the separability doctrine, choice of law, parties to the agreement (including non-signatory issues), competence-competence, enforcement of the agreement and other types of national court intervention;
2. complex arbitrations - multiparty and multicontract issues, joinder of parties, consolidation of cases, parallel proceedings;
3. the arbitral tribunal - selection of arbitrators, duties of arbitrators, independence and impartiality issues, challenges of arbitrators;
4. the arbitral proceedings - bifurcation, interim measures, evidentiary rules, the conduct of hearings; and
5. the arbitral award - drafting of awards, enforcement and setting aside of awards, the 1958 New York Convention on the Recognition and Enforcement of Awards.

The course will refer to arbitration rules, case law, statutes and international conventions.

Prerequisite: International Commercial Arbitration, Introduction to International Commercial Arbitration, or permission of the instructor.

Mutually Excluded Courses: This course is mutually exclusive with the other spring course by this same name (LAWG/J 888).

Note: Please note, the date for the final class session will be announced at the start of the semester.

LAW 888 v00 Advanced International Commercial Arbitration: Practice Seminar
LL.M Seminar (cross-listed) | 3 credit hours
The seminar will be a combination of the theoretical and practical aspects of international commercial arbitration, with an emphasis on the practical. Its centerpiece will be the handling of a mock international arbitration case from the drafting of the arbitration agreement to the drafting of a final award, with units in between on the appointment and challenge of arbitrators, discovery of documents, and a live arbitration hearing. Teams of students will participate (as counsel to the parties) in the negotiation of arbitration agreements, in the drafting of motions and replies, in oral argument on such issues as the disqualification of arbitrators and the production of documents in discovery, in the hearing in a case, and in brief writing. Playing the role of arbitrators, students will also write final arbitral awards.

To the extent time permits, the course will also consider a handful of the many difficult and, to a large extent, still unanswered questions of national and international law that are emerging as the practice of international arbitration expands, including choice of law issues and, particularly in the United States, issues of the relation between federal and state laws.

The course will be limited to 12 students. It will meet once a week for two hours. There will be no final exam.

Prerequisite: A general course in international commercial arbitration. Students not having this precise prerequisite but having had a course in arbitration generally or substantial law practice experience in arbitration may apply for admission to the course by emailing Professor Joelson at joelsonmr@msn.com.

Mutually Excluded Courses: This course is mutually exclusive with the other spring course by this same name (LAWG 2073).

Note: This course does not meet the J.D. writing requirement (WR).

LAW 3018 v00 Advocacy in International Arbitration
LL.M Course | 2 credit hours
Students in this small seminar will receive individualized instruction in oral and written advocacy in advanced topics in international arbitration. The scope of instruction will include both procedural and substantive topics. The principle underlying the course is that students will learn by doing.

Enrollment will be based only on professor permission; students should not rank this course in the pre-registration process. Permission will be principally based on the results of a moot court try-out competition.

Recommended: Prior enrollment in an introductory course in international arbitration

Note: This course does only open to LL.M. students. Students must seek professor permission to enroll.
**Law 3051 v00 Arbitration in Latin America**

Commercial and investment arbitration have gained increasing importance in Latin America. The last decade has seen, on the one hand, substantial amendments in the arbitration laws in the region and, on the other, an increase in the claims by investors under bilateral investment treaties and free trade agreements. But is there a Latin American arbitration? Is there a common approach to arbitration by the different countries in the region? Have the countries in the region simply adopted international standards and rules, or is there a Latin American contribution to the development of arbitration? Is there a Latin American way of conducting arbitration or rather an increasing adoption of practices and rules more akin to common law traditions? How can lawyers trained in the common-law tradition work in arbitrations subject to the laws of Latin American countries and located in Latin American venues? What have been the effects of the so-called "constitutionalization" of arbitration? Is there a uniform approach of Latin American countries to arbitration under investment treaties? Is there a trend to expand the relevance of local law in investment claims and to insist in the Calvo doctrine? Do human rights or rights of indigenous communities play a role in investment disputes? Where is the debate as to whether the existing investment treaties and the arbitration rules reflect the dominant interests of capital-exporting nations? What have been the defense strategies of Latin American states?

The mere definition of what is Latin America presents a challenge to both lawyers and historicists. This course will explore, with a brief introduction as to the historical differences and common grounds between the countries in the region, the responses to the different questions that arise in a region where the approach to arbitration swings from the magic solution to reduce work overload in courts to a public enemy that should be eliminated.

**Prerequisite:** Prior or concurrent enrollment in an introductory international arbitration course.

**Note:** ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety will result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

**Law 1529 v00 China and International Law**

Over the past forty years, China has gone from one of the most isolated countries in the world to a major player in international affairs, a leading exporter, and a much more influential voice on regional security matters. Yet even with the rapid economic growth and increased influence that China has achieved over the past several decades, it maintains an ambivalent attitude towards many key aspects of international law and the architecture of global order. This class will explore China’s ambivalent engagement with international law in the context of its increasing prominence as an emerging power, and will in particular look to address the question of how China might adapt to the existing world order, and the ways in which it might look to influence its evolution. The class will consider a range of issues, including China’s membership in the WTO; its engagement with the international human rights regime; China’s approach to international cooperation on issues like global warming and nuclear non-proliferation; and international law aspects of the dispute over the South China Sea; among others.

**Learning Objectives:**

This class will provide you with a solid understanding of China’s approach to key international law issues, and also a sense of the Chinese government’s views on international law and international legal institutions more generally. By the end of the semester, you should have a sense of how China fits into the existing global legal order, and the ways in which it is seeking to influence or even alter it. In-class discussions will also bring out the ways in which other states have sought to influence Chinese behavior, which will give you a sense of how and when relatively powerful states like China can be convinced to alter their approach to key international law issues.

For students who have not previously taken a class on public international law, this course will serve as a basic introduction to key concepts of international law (although the readings will focus very heavily on the Chinese approach, rather than the underlying law itself); for those who have taken prior international law courses, this course will serve as a useful refresher.

A core goal of the class is to understand international law from the perspective of the Chinese state. In other words, students will develop a sense of why China makes the choices it does on key international law issues, and what values and political and historical dynamics drive its decision-making. In so doing, students will gain insight into a different political-legal culture, and seek to understand how different political-legal systems – including non-democratic ones like China – come to grips with legal questions in ways that may differ markedly from the approach of the U.S. government. At the same time, having taken steps to articulate China’s perspective, students may be able to see more clearly the values and political and historical factors that drive American decisions on key international law issues.

Finally, a core goal of the response papers – above and beyond demonstrating an understanding of the substance of the readings – will be to give students the chance to build their skills at analyzing legal arguments, and in building their own written arguments in response to them. As noted below, response papers will be graded both on the basis of demonstrated mastery of the material, and also on the basis of the successful construction of a persuasive and fact-based argument.

**Recommended:** International Law I: Introduction to International Law.

**Note:** This seminar requires a paper. Students must register for the 3 credit section of the seminar if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement. The paper requirements of the 2 credit section will not fulfill the Upperclass Legal Writing Requirement.
LAW 757 v01 Comparative Tax Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20757%20v01)

LL.M Course (cross-listed) | 2 credit hours
Provides an introduction to the study of comparative tax law. The coverage is broad, touching on many countries and types of taxes, as well as the general legal framework for tax law and tax procedure. Emphasis is on the income tax and, to a lesser extent, value added tax. Focus is on underlying structural differences in legal systems, including constitutional issues, judicial interpretation of tax laws, judicial and legislative anti-avoidance doctrines, different approaches to defining income, alternative systems for taxing corporations and shareholders, and problem areas in the VAT (including international services and e-commerce). The student completing this course will have a basic understanding of how to approach foreign tax law, and tools to better understand the tax system in the student’s own country.

Prerequisite: Federal Income Taxation (formerly Taxation I) and prior or concurrent enrollment in either Corporate Taxation (formerly Taxation II) or Corporate Tax Law I.

LAW 807 v00 Cross-Border Transactions in Latin America (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20807%20v00)

LL.M Seminar (cross-listed) | 1 credit hour
The course is designed to give students an overview and practical insight on the legal aspects of doing business with or investing in Latin America. The course will focus on Mexico, but will also address legal issues associated with doing business in Central and South American countries. Topics will be discussed from the perspective of U.S. investors doing business in the region, and will cover the legal implications of cross-border distribution, licensing and joint venture arrangements, acquisitions and direct investments, labor planning and creditor rights.

Recommended: Contracts, Corporations, and International Business Transactions.

Note: NOTE: In the Fall 2021 semester, this course will take place online via Zoom (https://www.law.georgetown.edu/wp-content/uploads/2021/08/Online_Class_21_Students.pdf).

ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

LAW 3074 v00 Current Challenges to Investor-State Dispute Settlement (ISDS) (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203074%20v00)

LL.M Course (cross-listed) | 1 credit hour
In light of the current debate on ISDS and the many criticisms voiced against the current system, this course will first briefly recall (i) the origins of and reasons for ISDS and (ii) its current legal framework. It will then proceed to a detailed review of (iii) criticisms expressed against the existing system, such as the lack of consistency of decisions, the lack of transparency of the process, and the lack of legitimacy and accountability of the system and of the arbitrators. It will examine (iv) whether these criticisms are justified, whether and why they matter for international trade and commerce, peaceful international relations, justice and the rule of law. On this basis, the course will then explore (v) reform options, some of which are currently envisaged by policy-makers and others which still need to be conceived. As a result of this exploration, the students will finally seek to design (vi) a roadmap for possible reform.

Learning Objectives:

Competencies: Revisiting fundamental notions of arbitration in light of current criticisms against investor-state arbitration.

Skills: Investigate merits of criticisms and come up with solutions discussing their pros and cons.

Strategies: Draw up possible reform plan.

Strongly Recommended: Commercial arbitration and/or investment arbitration course.

Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.
LAW 2043 v01 Current Topics in International Investment Arbitration
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202043%20v01)
LL.M Seminar (cross-listed) | 1 credit hour
International investment arbitration is a fast moving field, with new issues rapidly becoming pivotal to legal practice. This weekly seminar will delve into the cutting-edge topics that promise to make a mark on the field. For the 2021 edition of the course, these hot topics will include, among others, fundamental reform to the international investment dispute resolution system (ISDS), the problem of corruption allegations, and the role of human rights in investment disputes. The goal of this course is not only to inform students about these emerging issues, but also to give students the analytical tools needed to thrive in a field defined by rapid change.

The course will not rely on a casebook, but instead will use awards and articles to further its goal of exploring emerging issues. Students are expected to read all of the materials and be prepared to engage in active discussion in each class. Twenty-five percent of the grade will be based on class participation, twenty-five percent on participation in formal in-class debates during the last week of class, and fifty percent on a final paper (on an issue of the student’s choice) to be submitted at the end of the seminar. As this is a class on questions for which there are few clear answers, there will be no final exam.

Strongly Recommended: It is recommended that students have completed a course in commercial or investment arbitration prior to the seminar, or otherwise have some experience in arbitration.

Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

NOTE: For the Fall 2021 semester, mandatory attendance rules will not be enforced for this course; students will not automatically be dropped or withdrawn upon missing a class session. Students who miss class due to COVID-19 symptoms, quarantine, isolation, or other disruptions should contact the professor(s). Regular attendance and participation in all class sessions is expected, and students may be withdrawn, at the request of the faculty, if absent without good cause.

LAW 847 v00 Developing & Financing Infrastructure Projects
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20847%20v00)
LL.M Course (cross-listed) | 3 credit hours
This course will use recent transactions involving infrastructure projects (domestic and international) to illustrate the legal techniques and financial issues involved in project development and financing. The course will address case studies involving energy projects, telecom, toll roads, mining, ports, airports, other infrastructure and professional sports facilities. Class discussion will include analysis of how project risk analysis is done and review of key documents used to develop, construct and finance projects. Students will participate in simulated contract negotiation and drafting exercises representing designated parties to a transaction. Coverage will include different sources of financing, including banks, capital markets, ECAs and multinational entities.

There will be both a final examination (open-book) and a short drafting exercise that will be graded. Classes 11/12 will be a Special Negotiation Workshop, for which the class will be divided into groups to negotiate a financing term sheet for a model transaction. Depending on pandemic conditions, this may take place during regular classes, or may be done in person on a specified Saturday from 8am-1pm.

The required course textbook is:


Additional case studies, such as Henry A. Davis, ed., Project Finance: Practical Case Studies, Second Edition (two volume set: Volume I – Water and Power, and Volume II – Resources and Infrastructure), and other materials not in the above publication will be provided.

Learning objectives:

The course is based on four major themes and aims to teach students to analyze issues in light of each theme: (i) allocation of risk, (ii) non-recourse or limited recourse arrangements, (iii) effective contract structures, and (iv) financeability. The class will focus on both theory (risk analysis and mitigation) and practice (critiquing and drafting agreements). Both the written assignment and the workshop will focus on practical matters relating to practice issues.

Mutually Excluded Courses: Students may not receive credit for both this course and Domestic and International Project Finance & Development: Case Studies; or the J.D. course, International Project Finance; or International Project Finance and Investment and Project Development and Finance.

Note: Students may not withdraw from this class after the add/drop period ends without the permission of the professor.
LAW 847 v01 Developing & Financing Infrastructure Projects (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20847%20v01)
LL.M Course (cross-listed) | 3 credit hours
This course will use innovative transactions involving domestic and international projects to illustrate the legal techniques and financial issues involved in project development and financing. The course will address case studies involving power projects, telecom, toll roads, mining, ports, airports, and other infrastructure and facilities. Class discussion will include analysis of how project risk analysis is done and review of key players and documents used to develop, construct and finance projects. Coverage will include different sources of financing, including banks, capital markets, and multilaterals, as well as recent market trends, such as social impact investing. There will be both a final examination (open-book) and a short drafting exercise that will be graded.

Section 10 will have in-class negotiation exercises and drafting exercises with the assumption they represent designated parties to a transaction.

Mutually Excluded Courses: Students may not receive credit for both this course and Domestic and International Project Finance & Development: Case Studies; or the J.D. course, International Project Finance; or International Project Finance and Investment and Project Development and Finance.

LAW 3009 v00 Ethics in International Arbitration (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203009%20v00)
LL.M Seminar (cross-listed) | 1 credit hour
This course will consider ethics principles governing the conduct of counsel, arbitrators and expert witnesses in international commercial and investment arbitrations. Topics will include recent developments in the IBA Guidelines on Conflicts of Interest in International Arbitration and the IBA Guidelines on Party Representation in International Arbitration, other soft law instruments such as the ABA/AAA Code of Ethics for Arbitrators in Commercial Disputes, national law regulation of the conduct of arbitrators and counsel in international arbitrations, ethics requirements included in international arbitration rules and ethics requirements for witnesses in international arbitrations, as well as recent ethics-related jurisprudence from ICSID, arbitral institutions and various national courts.

Learning objectives:

This course has the following goals:

- To enable the student to identify fundamental differences between the ethics obligations of principal participants (arbitrators, counsel and witnesses, particularly expert witnesses) in international arbitrations (involving participants from a multiplicity of States and legal systems and a forum intended to be perceived as neutral and thus largely outside the influence of the particular national legal systems of the parties) and the ethics obligations of principal participants in national judicial systems.
- To identify the complex regulatory, choice of law and legal culture problems involved in identifying the sources and content of ethics obligations of participants in international arbitrations in light of the diversity of legal and national cultures involved and to compare and contrast with the sources and content of ethics obligations of participants appearing in national courts.
- To identify possible remedies for breaches by participants in international arbitrations of their ethics obligations (if any) and to compare and contrast with remedies in national courts.

My objective will be to enable students, by the end of the sessions, to be able to:

- describe the subject areas covered (or not covered) by ethics responsibilities for principal participants (arbitrators, counsel and witnesses) in international arbitration.
- describe how those areas may differ in sources and content, when compared with national court systems,
- recognize and explain reasons why the ethics responsibilities of participants in international arbitration differ from the ethics responsibilities of similar participants in national court systems,
- describe important uncertainties with respect to ethics obligations of those participants, and
- apply that learning to advise clients and counterparties on complying with those responsibilities or, when the nature of those responsibilities are uncertain, how to manage the arbitral process in light of those uncertainties.

Recommended: Prior or concurrent course in international commercial or international investment arbitration.

Note: FIRST CLASS ATTENDANCE MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist.

NOTE: For the Spring 2022 semester, mandatory attendance rules will not be enforced for this course; students will not automatically be dropped or restricted from participation for attendance issues.
LAW 733 v00 Global Commerce and Litigation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20733%20v00)
LL.M Course (cross-listed) | 2 credit hours
This survey course covers both basic and advanced concepts in the evolving rules governing modern international sales, distribution and investment transactions. The conduct and structure of international litigation that can arise from these transactions, as well as ways to avoid such international litigation, are also examined. Emphasis is on practical problem solving. Specific areas to be covered will include INCOTERMS, the U.N. Convention on Contracts for the International Sale of Goods, payment mechanisms for international sales, international electronic commerce, the structure of international acquisitions, U.S. and European merger notification controls, foreign ownership restrictions, export controls, corruption, and cross-border litigation and arbitration. There will be an open book final exam.

**Prerequisite:** Contracts (or the equivalent Bargain, Exchange, and Liability) or for foreign-educated LL.M. students, Foundations of American Law, Introduction to U.S. Legal Methods or a Contracts equivalent course from the home country.

LAW 750 v01 Global Securities Offerings (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20750%20v01)
LL.M Course (cross-listed) | 2 credit hours
In this course, students will learn how to structure and execute global securities offerings. The course begins with a brief examination of the process of an SEC-registered offering in the U.S., and the ongoing requirements of SEC reporting companies, and then continues by examining how to conduct offerings, both domestically and internationally, outside of SEC registration. Topics include the registration requirements of 5 of the Securities Act, the various exceptions from registration, including Sections 4(a)(1), 4(a)(2) and 4(a)(7) of the Securities Act, the safe harbors pursuant to those exemptions, including Regulation S, Regulation D, Rule 144, Rule 144A, and the changes to the JOBS Act and the FAST Act. In addition to a thorough review of the rules and regulations in the course materials, this course seeks to give students insight into how those rules and regulations are used in practice, and into the mechanics of conducting various types of securities offerings, so that upon completing the course students are better prepared to address these topics in practice. The course was jointly developed by a senior SEC staffer and a private practitioner. Note that there is no pre-requisite for this course.

LAW 3014 v00 ICSID Arbitration: Jurisdiction and Procedural Aspects (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203014%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course will provide students with a practical understanding of an International Centre for Settlement of Investment Disputes, ICSID, arbitration proceeding from the moment of the submission of a request for arbitration through the issuance of the award and post-award remedies. ICSID is one of the five organizations of the World Bank Group and the arbitral institution most commonly used for the resolution of international investment disputes. ICSID case law has played a major role in the development of modern international investment law.

After a short introduction on the creation of ICSID and its development, students will receive a basic overview of the modern investment treaty regime. The course will then focus primarily on the jurisdictional thresholds that are at the heart of an ICSID arbitration, including the existence of a dispute arising out of an “investment”, nationality requirements, and consent to arbitration under the ICSID Convention. Special procedures, including summary dismissal of the claim under ICSID Arbitration Rule 41(5), provisional measures, intervention of non-disputing parties, such as NGO’s or multilateral organizations in the proceedings, transparency requirements and post-award remedies will also be addressed.

The course may include guest lectures.

**Prerequisite:** Prior or concurrent enrollment in International Law I.

**Recommended:** Prior or concurrent enrollment in International Investment Law, Investor-State Dispute Resolution Seminar, Advanced Topics in International Investment Arbitration, Investment Treaty Arbitration, Public International Law and Landmark Judgments of the ICJ, Investor-State Dispute Settlement, Introduction to International Commercial Arbitration, or International Arbitration, if offered during the semester.

LAW 882 v00 International Arbitration (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20882%20v00)
LL.M Course (cross-listed) | 2 credit hours
Examines United States, foreign, and international law and practice relating to international commercial and investment arbitration, including the U.S. Federal Arbitration Act, the New York Convention on the Recognition and Enforcement of Arbitral Awards, the ICSID Convention, the UNCITRAL Arbitration Rules, and the arbitration rules of major arbitral institutions such as the ICC, the AAA and the LCIA. The course focuses on the procedural law applicable to and the practical aspects of arbitration. It will cover such topics as enforcing arbitration clauses, conducting arbitration proceedings, judicial oversight of arbitration, choice of law, enforcing and setting aside awards, and particular issues arising in arbitrations against sovereigns.

**Recommended:** International Law I: Introduction to International Law (or the equivalent International Law I); International Business Transactions.

**Mutually Excluded Courses:** Students may not receive credit for both this course and International Commercial Arbitration, Introduction to International Commercial Arbitration, International Arbitration, or the J.D. seminar, International Commercial Arbitration Seminar (CTLS course)
LAW 882 v08 International Arbitration (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20882%20v08)
LL.M Course (cross-listed) | 2 credit hours
Examines United States, foreign, and international law and practice relating to international commercial arbitration, including the U.S. Federal Arbitration Act, the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards, and the arbitration rules of major arbitral institutions such as the ICC, JAMS, the ICDR, etc. The course focuses on the procedural law applicable to and the practical aspects of arbitration. It will cover such topics as enforcing arbitration clauses, conducting arbitration proceedings, judicial oversight of arbitration, choice of law, enrolling and setting aside awards as well as drafting dispute resolution clauses.

**Recommended:** International Law I: Introduction to International Law (or the equivalent International Law I); International Business Transactions.

**Mutually Excluded Courses:** Students may not receive credit for both this course and International Commercial Arbitration, Introduction to Commercial Arbitration or the J.D. seminar, International Commercial Arbitration Seminar (CTLS course).

LAW 3021 v00 International Arbitration and the New York Convention (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203021%20v00)
LL.M Seminar (cross-listed) | 1 credit hour
The New York Convention of 1958 on the Recognition and Enforcement of Foreign Arbitral Awards is generally considered as the most important legal cornerstone for international business arbitration. It is also acclaimed to be the most successful international convention in international private law. The New York Convention provides for the international enforcement of arbitration agreements and arbitral awards. There are now 156 Contracting States and more than 1,800 court decisions interpreting and applying the Convention. The course will analyze and compare the most important ones of those decisions. It will offer a unique insight in treaty design, statutory enactments, varying court approaches, and the practice of international arbitration. The course materials will be made available at www.newyorkconvention.org.

**Recommended:** Any course in international arbitration.

**Note:** This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students.

ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

LAW 3036 v00 International Arbitration Colloquium (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203036%20v00)
LL.M Seminar | 4 credits in total credit hours
This is a year-long class restricted to students in the International Arbitration Scholars program. The course counts as one credit in the Fall, and three credits in the Spring (students will be enrolled for both semesters and will receive one grade for the class at the end of the Spring semester. Withdrawals are permitted up to the last day of class of the Fall semester, but withdrawal from the colloquium will also result in withdrawal from the Scholars program.) During the Fall semester, Scholars and faculty will meet for informal meetings to get to know each other and to be introduced to the arbitration community in Washington. Scholars will also meet individually during the Fall semester with Professor Whitesell and/or their faculty advisor to propose their research idea, present an outline and get feedback on the outline.

During the Spring semester, the Colloquium will meet on a weekly basis as a class. Spring classes will be a combination of student presentations, and specific topics presented by invited experts. Over the course of the Spring semester, class members will present their research to the group, with each class member presenting twice during the semester (once during the beginning of the semester to present their projects in the early stages, and once during the later part of the semester to present their near-final papers). The Scholars will also meet during the Spring on an individual basis with their advisors as they work to finalize their paper into publishable quality.

**Note:** Enrollment is limited to International Arbitration Scholars

LAW 3035 v00 International Arbitration from the Arbitrator’s Point of View (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203035%20v00)
LL.M Seminar (cross-listed) | 1 credit hour
The course deals with “International Arbitration from the Arbitrator’s Point of View”. It describes the arbitrator’s role at each stage of the proceeding, the various relationships that exist and the legal, procedural, practical and even psychological issues that may arise.

The course starts from the proposal and selection of the arbitrator and ends with the notification of the award. Topic covered include: who may be an arbitrator; the first contact and the conflict check; the launching of the proceedings; relations with counsel and the parties’ representatives; the relationship among arbitrators; relations with experts; the conduct of the proceedings and, in particular, the hearings; deliberations and the decision; drafting of the award; the relationship with the institution; and the relation with the media.

The course will include both interactive lectures and some practical exercises.

**Recommended:** Prior or concurrent enrollment in an arbitration course.

**Note:** A student will be permitted to drop a course that meets for the first time after the add/drop period, without a transcript notation, if a student submits a written request to the Office of the Registrar prior to the start of the second class meeting. Withdrawals are permitted up until the last class for this specific course.

**Note:** This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students.
LAW 3019 v00 International Arbitration in Asia (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203019%20v00)
LL.M Course (cross-listed) | 1 credit hour
This course will examine how international disputes are resolved through arbitration in Asia. With the expansion of trade and investment, integration of global markets and the increasing complexity of transactions, international disputes inevitably arise. International arbitration has become the preferred means in Asia by which to resolve cross-border disputes, providing a critical pillar to the stability of international business and financial architecture. The emergence of Singapore, Hong Kong, Seoul and Beijing, among others, as hubs for arbitration offers alternatives to traditional centers such as London, Paris, Geneva or New York. With innovative arbitral institutions such as the Singapore International Arbitration Centre, Hong Kong International Arbitration Centre, China International Trade and Economic Arbitration Commission and Korean Commercial Arbitration Board, a wealth of case law and a mixture of common and civil law jurisdictions, an understanding of the commercial and investment arbitration practice in Asia should help practitioners and students interested in arbitration and Asia.

Main Textbook: The Developing World of Arbitration: A Comparative Study of Arbitration Reform in the Asia Pacific (Hart)

Additional Material to be provided.

Prerequisite: International Arbitration or International Commercial Arbitration or Introduction to International Commercial Arbitration

Note: This course will be held online via Zoom (https://www.law.georgetown.edu/wp-content/uploads/2021/08/Online_Class_21_Students.pdf) for Spring 2022 only. Students and faculty will access the Zoom link through the course Canvas page.

ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

LAW 914 v00 International Banking in the United States (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20914%20v00)
LL.M Seminar (cross-listed) | 1 credit hour
Foreign banks have established a major presence in the United States during the last four decades and have acquired substantial market share during that period. In response, the regulation of foreign banks has likewise experienced significant change and growth. This is reflected in law firm practice as advising foreign banks is now a significant component of the financial institutions practice of major U.S. law firms.

This course will analyze the conceptual framework and the laws and regulations governing the U.S. operations of foreign banks, including how foreign banks may enter, operate and expand in the United States. This will include an analysis of the Dodd-Frank Act’s prudential standards for systemic foreign banks in the United States as well as of the International Banking Act and the Bank Holding Company Act. In addition, the course will examine the supervision and enforcement scheme that the U.S. government applies to foreign banks and assess the evolving standards that apply to them, including capital standards under the Basel Capital Accord. Finally, this course will review emerging conflict of law issues that arise in the international banking context and the increasing extraterritorial reach of U.S. laws.

For students to understand the basic conceptual and legal framework that applies to foreign banks in the United States. This understanding allows a student to then select and analyze a topic of interest for purposes of the class paper.

Recommended: J.D. students may take this course after they have completed their first year.

Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

LAW 863 v00 International Business Litigation and Federal Practice (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20863%20v00)
LL.M Course (cross-listed) | 2 credit hours
The course explores issues common to litigation in U.S. courts arising from cross-border business transactions, including venue, jurisdiction, service of process, choice of law questions, discovery, evidence from abroad, privilege and ethical considerations, and the recognition and enforcement of foreign judgments in U.S. courts. The course covers the resolution of disputes in litigation, as well as in arbitral proceedings, and through regulatory and other internal investigations, and explores issues such as the Foreign Corrupt Practices Act.

Mutually Excluded Courses: Students may not receive credit for both this course and International Civil Litigation (LAWG/J 734); the J.D. course, International Civil Litigation (LAWG/J 013); and Cross Border International Litigation and Conflicts of Law (formerly International Conflict of Laws) (LAWG/J 735).
LAW 240 v01 International Business Negotiations
J.D. Seminar | 3 credit hours
This course is structured around a semester-long, simulated negotiation exercise in which the students in this class will represent a US pharmaceutical company (KJH Pharmaceutical Corporation) and the students in a similar class, at the University of Dundee in Scotland, will represent an African agricultural production company (Malundian Cassava Corporation). The two companies are interested in working together to exploit a new technology developed by KJH Pharmaceutical that uses the cassava produced by Malundian Cassava Corporation. The form of their collaboration could be a joint venture, a licensing agreement or a long term supply contract. The negotiations will take place through written exchanges and through live negotiation via videoconference. Substantive law issues related to the transaction, as well as negotiations strategy and related issues, will be addressed in this class.

The purpose of the course is to provide students with an opportunity (i) to gain an introduction to transactional law and experience the sequential development of a business transaction over an extended negotiation, (ii) to study the business and legal issues and strategies that impact the negotiation, (iii) to gain insight into the dynamics of negotiating and structuring international business transactions, (iv) to learn about the role that lawyers and law play in these negotiations, (v) to give students experience in drafting communications, and (vi) to provide negotiating experience in a context that replicates actual legal practice with an unfamiliar opposing party (here, the students at Dundee).

The thrust of this course is class participation and active involvement in the negotiations process. Students are expected to spend time outside of class, working in teams, to prepare for class discussions involving the written exchanges as well as preparing for the live negotiations. Class discussions will focus on the strategy for, and progress of, the negotiations, as well as the substantive legal, business and policy matters that impact on the negotiations. Grades will be based on participation in the exercises, students’ diaries, and a final paper.

Recommended: Prior or concurrent enrollment in Corporations.

Mutually Excluded Courses: Students may receive credit for this course and the graduate course International Negotiations Seminar (LAWJ/G-958). Students may NOT receive credit for this course and the J.D. course International Negotiations Seminar (LAWJ/G-240).

Note: Students may not withdraw from this class after the add/drop period ends without the permission of the professor.

Due to the coordination with the class in Dundee, Scotland, this class does not cancel even if Georgetown Law is closed. In the event of a weather closing, this class will be held via conference call dial-in.

LAW 240 v02 International Business Negotiations
J.D. Seminar | 3 credit hours
This simulation course is structured around a semester-long negotiation exercise in which the students on one team of lawyers will be negotiating with students on another team of lawyers. One team will represent an African agricultural production company (Malundian Cassava Corporation) and the other team will represent a multi-national pharmaceutical company (KJH Pharmaceutical Corporation). In the simulation, the two companies are interested in working together to exploit a new technology developed by KJH Pharmaceutical that requires use of a plant crop (cassava) produced in Malundi and sold by Malundian Cassava Corporation. The form of their business collaboration could be a joint venture, a licensing agreement, or a long-term supply agreement. The negotiations will take place through written exchanges and through online negotiation sessions. Substantive legal topics related to the transactions, as well as to the process of international negotiation and related issues, will be covered in this course.

The goals of this course are (i) to introduce students to transactional law and practice, (ii) to provide negotiations training and experience in the context of international transactional practice, and (iii) to develop legal-practice skills. Students will apply their legal and non-legal knowledge in the role of lawyers negotiating an international business transaction, within the controlled environment of the classroom.

This experiential course is built around active involvement in the transactional negotiations process. Students may expect to spend some time outside of the class meetings working in teams to prepare the written exchanges and prepare for the negotiations. Class meetings will focus on the strategy for and the process of the negotiations as well as on many of the substantive legal, business and policy issues that arise in the course of business negotiations. Grades will be based on 1) written self-evaluation “journal” entries and 2) a final paper (see “Course Requirements” below).

Recommended: Prior or concurrent enrollment in Corporations and Contracts.

Mutually Excluded Courses: Students may receive credit for this course and the graduate course International Negotiations Seminar (LAWJ/G-958). Students may NOT receive credit for this course and the J.D. course International Negotiations Seminar (LAWJ/G-240) or the graduate course International Negotiations (LAWJ/G-3029).

Note: In addition to the 2-hour Monday classes, this class has five Saturday sessions (see times below). These sessions are devoted to the live negotiations. Due to the Saturday sessions, the Monday sessions will end earlier in the semester.

NOTE: In the event of a weather closing, this class may be held via conference call dial-in.
LAW 876 v04 International Business Transactions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20876%20v04)
LL.M Course (cross-listed) | 3 credit hours
This three credit course is an introductory survey of legal issues that arise in connection with international business transactions. Subjects covered include: (1) laws and treaties involved in cross-border business transactions; (2) core international business transactions, including international sales and letters of credit, non-establishment (agency, distribution, contract manufacturing, franchising, licensing) and establishment (branch, subsidiary, joint venture) forms of doing business, equity and debt/project finance transactions, and mergers and acquisitions; (3) fundamental legal concepts such as choice of law, choice of forum, jurisdiction, investment protection (expropriation), anti-corruption and competition regulation, and dispute resolution, focusing on litigation and arbitration, (4) the transfer and protection of intellectual property, and (5) corporate social responsibility.

The learning outcomes for this International Business Transactions course include: (1) basic knowledge and understanding of (a) substantive and procedural laws concerning international business transactions, and (b) the role of private and public international law in the conduct of international business; and (2) international legal analysis and reasoning, problem solving, professional skills, and written and oral communication in the context of international business transactions.

Recommended: International Law I: Introduction to International Law; a course in Finance or Securities Regulation.

Mutually Excluded Courses: Students may not receive credit for both this course and International Business Transactions and International Dispute Resolution or the J.D. courses, International Business Transactions or International Economic Law.

LAW 876 v10 International Business Transactions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20876%20v10)
LL.M Course | 3 credit hours
An introductory survey course examining transactional and litigation issues faced by international businesses. The goal of this course is to familiarize students with the broad scope of issues affecting international business prior to the students choosing other courses for further specialization and to introduce students to analytical tools used by lawyers who advise on matters related to international business. Emphasis is given to the actual practice of international business law. Topics will include the international sale of goods (including letters of credit), international contract issues, cross-border financings (including letters of credit and bank financings), and international investments including project finance. Litigation topics will be related to the transactional issues covered and will include a special emphasis on contract rights and remedies, choice of law, choice of forum, and international arbitration.

Recommended: International Law I: Introduction to International Law (or the equivalent International Law I).

Mutually Excluded Courses: Students may not receive credit for both this course and International Business Transactions and Dispute Resolution or the J.D. courses, International Business Transactions or International Economic Law.

Note: For the Spring 2022 semester, mandatory first class attendance rules will not be enforced for this course. Enrolled students will not be dropped if not in attendance at the start of the first class, and waitlisted students will remain eligible to be admitted off the waitlist if not in attendance at the start of the first class.

LAW 876 v11 International Business Transactions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20876%20v11)
J.D. Course (cross-listed) | 4 credit hours
This four-credit survey course studies the major legal issues arising in international business, trade and investment activity, taught from a practical, problem-oriented approach. The focus of the course is on the law and practice that is different when business, trade or investment takes place across an international boundary. The principle areas of coverage are: 1) the movement of goods, including the Convention on Contracts for the International Sale of Goods (CISG), contracts for transportation, and financing, including the law of letters of credit, 2) problems of international investment and the transfer of intellectual property, including the international law governing patents, trademarks, copyrights and trade secrets, 3) national and international rules for dealing with imports and exports, including export controls and sanctions and trade remedies (antidumping, countervailing duty and safeguards), 4) public international law disciplines that arise in connection with anti-corruption efforts and norms of corporate social responsibility, and 5) international dispute resolution, including investment arbitration, trade disputes at the WTO, and private international commercial litigation issues, including choice of law and forum issues.

Mutually Excluded Courses: Students may not receive credit for this course and International Business Transactions and Trade Law or International Economic Law or the LL.M. course, International Business Transactions.
**LAW 882 v03 International Commercial Arbitration** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20882%20v03)

J.D. Seminar (cross-listed) | 2 credit hours

This course presents an introduction to international commercial arbitration. It examines the nature of arbitration, the procedures used in international arbitration (both institutional and ad hoc) and the enforcement and setting aside of arbitral awards. The course will also cover drafting arbitration agreements, the law applicable to arbitrations (including the New York Convention, the ICSID Convention and various institutional rules), challenges to arbitration, multi-party arbitrations, jurisdiction, preliminary or interim measures and selection of the arbitral tribunal. The course also provides an introduction to arbitration between investors and states. Grades will be based primarily upon short papers addressing current issues in international arbitration.

**Mutually Excluded Courses:** Students may not receive credit for both this course and the LL.M. seminars International Commercial Arbitration, Introduction to International Commercial Arbitration, or International Arbitration; or the CTLS seminar, International Commercial Arbitration Seminar.

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**LAW 882 v06 International Commercial Arbitration** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20882%20v06)

LL.M Course | 1 credit hour

In today's global economy, parties to cross-border commercial transactions increasingly choose to resolve their disputes through international arbitration. This course provides students with an understanding of the law and practice of international arbitration from the perspective of United States law. Among other things, the course will consider the alternatives to international arbitration; the international conventions and U.S. arbitration statute; the arbitration agreement; the role of courts and tribunals in determining issues of arbitrability; international arbitration rules; provisional measures; judicial enforcement of arbitration agreements and arbitration awards; and judicial setting aside of arbitration awards.

**Mutually Excluded Courses:** Students may not receive credit for both this course and International Arbitration, Introduction to Commercial Arbitration or the J.D. seminar, International Commercial Arbitration Seminar (CTLS course).

**Note:** WEEK ONE COURSE. This course will meet for one week only on the following days: Monday, January 10, 2022 through Thursday, January 13, 2022, 9:00 a.m. - 12:20 p.m. The course will have a take-home exam that must be completed during between January 21 and January 28, 2022.

This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students. ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. NOTE: For the Spring 2022 semester, mandatory attendance rules will not be enforced for this course; students will not automatically be dropped or withdrawn upon missing a class session. Students who miss class due to COVID-19 symptoms, quarantine, isolation, or other disruptions should contact the professor(s). Regular attendance and participation in all class sessions is expected, and students may be withdrawn, at the request of the faculty, if absent without good cause. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar, a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.
LAW 2053 v00 International Commercial Arbitration in Cross-Cultural Context

This class looks at international commercial arbitration in cross-cultural context and considers the various ways in which arbitral procedure borrows from the common and civil law traditions. Students will study various practices that are typical in arbitration and that can give rise to particular difficulties when the parties, counsel and/or arbitrators come from different legal traditions.

Among other things, students will engage in hands-on exercises involving interviewing, cross-examination, drafting of witness statements and the like. The goal is to provide students with a deeper understanding of how international commercial arbitration differs from other types of national and international dispute resolution and to provide students with the tools needed to excel in this growing area of law and practice.

After taking this course, students will have an increased ability to:
- appreciate the special nature of international arbitration as compared to other national and international dispute resolution processes;
- draft and revise international arbitration agreements;
- select an appropriate arbitrator in international matters;
- challenge arbitrators in international disputes;
- conduct cross-examination in international arbitral settings; and
- draft and review document requests in international arbitration.

Note: WEEK ONE COURSE. This course will meet for one week only on the following days: Monday, January 10, 2022 through Thursday, January 13, 2022, 1:30 p.m. - 4:50 p.m.

This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students. This course will be held online via Zoom for Spring 2022 only. Students and faculty will access the Zoom link through the course Canvas page.

ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety will result in a withdrawal. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

LAW 3033 v00 International Commercial Arbitration with a Foreign Sovereign

Resolution of disputes between private sector companies and sovereigns arising under international contracts and projects typically are resolved by international commercial arbitration, giving rise to unique challenges, issues, and opportunities.

This class will address the relationship between international arbitration and court litigation, key fora and features that exist in this realm, proper negotiation and mediation techniques, analysis of foreign sovereign immunities, choice law issues, the importance of language and culture in these disputes, interplay with treaty arbitration, issues arising under arbitration clauses, critical trends in case law and arbitral institutions, and enforcement of arbitration awards globally. The course will feature guest speakers, hands-on exercises, use of materials from actual arbitrations, optional field trips to local courts, and a two-class practical moot—all focused on the dynamics and practicalities of dealing with the disputes of sovereigns and private parties.

Recommended: Prior enrollment in a basic course in international arbitration
Cross-border lending has grown exponentially in recent decades, especially with the opening of new markets in emerging economies and further integration of financial markets globally. High yield, EM risky lending has also grown in a low interest rate environment in developed markets.

A natural consequence is the invariable need to restructure cross-border debt. Such financial restructurings or "workouts" can occur individually with a troubled debtor or on a broader level in systemic crises (e.g., the debt crises involving Asia, Russia, and Mexico in the late nineties, Argentina in the last decade, and the 2008 global financial crisis). In this course we will simulate, from an international lender's perspective, the out-of-court debt restructuring or "workout" of a corporation in distress. The simulation of this hypothetical workout will have role-play and extensive class interaction: we will be members of the restructuring and insolvency practice of an international law firm.

Our client will be an international commercial bank with a troubled loan to a company in a developing country. Our job will be to provide legal advice and services to our client throughout the loan workout process. During the semester we will also have insolvency practitioners as guest speakers. Our work will include conducting due diligence, recommending a legal strategy, coordinating the creditor group, establishing negotiation strategies (and leverage) for our client, structuring the transaction documents, and closing the deal.

The objectives of this simulation are to help students (1) understand the legal framework governing cross-border insolvency and restructuring, (2) debate legal issues affecting cross-border debt restructurings, (3) grasp the principles and best practices of international debt restructurings and insolvency from a practical perspective, (4) develop legal risk analysis and problem solving skills in the context of a troubled international financial transaction, and (5) gain experience with relevant document structuring and cross-border negotiation strategies.

Issues that will be addressed in the course include choice of law and jurisdiction, enforcement of creditors' rights in foreign courts, corporate governance, holdout creditors, moral hazard, distress signs in a company, cultural sensitivities, and cross-border negotiation techniques.

The course will be taught by Claudio N. Rechden, General Counsel at Deva Capital Advisory and former Lead Counsel for Special Operations in Asia and Latin America for the International Finance Corporation (the private sector arm of the World Bank). Claudio has extensive international finance, cross-border restructuring and litigation experience, and currently is the IFC counsel for several projects worldwide. Evaluations will be done by short reaction papers in groups and by class participation. There will be no exams.

**Prerequisite:** Corporations.

**Recommended:** Bankruptcy and Insolvency.

**Note:** ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course. While the first three days of this course meet during the Fall add/drop period, a student may only drop this course without a transcript notation prior to the start of the second class session by submitting a written request to the Office of the Registrar. After the start of the second class session, a student must seek permission from an advisor to withdraw.

**Note:** For the Fall 2021 semester, mandatory attendance rules will not be enforced for this course; students will not automatically be dropped or withdrawn upon missing a class session. Students who miss class due to COVID-19 symptoms, quarantine, isolation, or other disruptions should contact the professor(s). Regular attendance and participation in all class sessions is expected, and students may be withdrawn, at the request of the faculty, if absent without good cause.

**Note:** This course is mandatory pass/fail and will not count toward the 7 credit hour requirement for the International Business & Economic Law LL.M.
Over the last two decades, international investment law has become one of the most dynamic areas of international law. Public attention has focused on the Transatlantic Trade and Investment Partnership, NAFTA, and the Trans-Pacific Partnership Agreement. In the wake of a rapid increase in the number of investment disputes, including those arising out of Argentina’s 2001 financial crisis, Germany’s exit from nuclear power, the expropriation of Yukos shareholders and Australia’s plain tobacco packaging legislation, awareness of investment treaties and their robust investor-state dispute resolution mechanism, has grown. The legitimacy and fairness of decision-making by investment tribunals have come under scrutiny.

This seminar addresses the substantive and procedural legal issues arising in investment law and arbitration today, principally – but not exclusively – from the perspective of practice. We will consider the ambit and substance of the protections afforded to foreign investors through treaties, including investment chapters of free trade agreements, while focussing on the specific legal and practical issues that can arise for claimant investors, respondent states, arbitrators and third parties during the course of a case. We will learn about the institutions and rules that govern investor state arbitration, we will consider the theoretical and policy background that underpins the governing framework, and we will scrutinize the relationship between investment treaty law and other areas of international law, public law, and human rights law.

**Note:** Students may not withdraw from this class after the add/drop period ends without the permission of the professor.

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**Recommended:** An introductory international law course.

**Note:** A student will be permitted to drop a course that meets for the first time after the add/drop period, without a transcript notation, if a student submits a written request to the Office of the Registrar prior to the start of the second class meeting. Withdrawals are permitted up until the last class for this specific course.
LAW 2061 v00 International Litigation and International Arbitration: A Practitioner’s Approach

This survey course introduces students to the mechanisms used to resolve cross-border commercial disputes—international litigation and international arbitration—from the perspective of a practitioner. Among the topics examined are (1) the legal and practical advantages and disadvantages of litigation and arbitration, (2) the international legal framework for international arbitration and litigation (including key treaties), (3) key elements of international arbitration agreements (including the negotiation of those agreements), (4) key principles regarding the enforcement of international arbitral awards, (5) basic conflicts of laws principles in international arbitration and litigation, (6) principles and tactics involved in litigating and arbitrating against foreign sovereigns and their instrumentalities, (7) the jurisdiction of US courts over foreign defendants in cross-border cases, (8) the enforcement of US judgments in other national courts, (9) the practice and strategic use of parallel international litigation and arbitration proceedings, and (10) unique features of civil and common law in the resolution of international commercial disputes.

LAW 3029 v00 International Negotiations

The International Negotiation course will focus on the methods and objectives for successfully engaging in international negotiations. This course will include in-depth reviews and class discussions of negotiations conducted by governments, the private sector, non-governmental organizations, as well as international institutions. The course will provide important insight into the necessary preparations and research necessary to conduct international negotiations as well as a better understanding of the complexities and nuance of actual negotiations. The course will provide students an opportunity to review and dissect previous negotiations and prepare and conduct negotiations based on their understanding of what works and what does not. Discussions will focus on the most important aspects of negotiations—mutual understanding of the expected outcome, in-depth review of the expected positions of the parties, how to accurately understand the extent of any leverage and how to assess a successful outcome. Cultural, linguistic and other possible impediments to a successful negotiation will also be explored to provide students a full understanding of all that goes in to a successful negotiation.

Recommended: Prior enrollment in International Law, Conflicts

Strongly Recommended: Legal writing

Mutually Excluded Courses: Students may not receive credit for this course and the International Negotiations Seminar or International Business Negotiations.

LAW 240 v00 International Negotiations Seminar

This seminar seeks to develop skills and knowledge to participate in negotiations and in particular international business negotiations. Approximately a third of course time is devoted to the negotiating process and analysis of negotiation principles and dynamics. Another third is spent on the cultural, practical, legal and strategic elements of international business transactions. The balance is spent on a series of “mock” negotiations. Students, individually and in groups, experiment with different negotiating techniques and fact situations of increasing complexity. The course requirement is principally satisfied through preparation of a comprehensive negotiated agreement and follow-up memorandum. Heavy emphasis is placed on class participation, including the negotiations. The final negotiating problem requires substantial team work with others, including strategy, analysis, and preparation. Negotiations are carried on both inside and outside normal class time.

Recommended: Contracts

Mutually Excluded Courses: Students may not receive credit for this course and the International Negotiations Seminar (LAW/J/G-958) or International Negotiations (LAW/J/G-3029) in the graduate program, or International Business Negotiations.

Note: FIRST CLASS ATTENDANCE IS MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist.

For the Spring 2022 semester, mandatory first class attendance rules will not be enforced for this course. Enrolled students will not be dropped if not in attendance at the start of the first class, and waitlisted students will remain eligible to be admitted off the waitlist if not in attendance at the start of the first class. Students may not withdraw from this class after the add/drop period ends without the permission of the professor.
LAW 928 v01 International Project Finance (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20928%20v01)
LL.M Course (cross-listed) | 2 credit hours
This course provides a detailed overview and analysis of the technique of project financing in an international environment (particularly in emerging markets). The focus is on the perspectives of the various parties to the project, including output purchasers, providers of goods and services, equity holders, and especially commercial banks, international financial institutions and other lenders. The aspects peculiar to infrastructure projects in specific industries (such as power generation, ports, toll roads, etc.) are also considered.

Learning objectives:

Achieve competency in understanding and analyzing international project finance transactions, from the perspective of the various parties to the project, including:

- Identify, understand and analyze project risks during development, construction and operational phases;
- Analyze transaction structuring and identify contractual and non-contractual risk mitigation and shifting methods for project parties;
- Apply basic finance and legal principles with respect to practical and contractual remedies, as well as dispute resolution mechanisms; and
- Consider specific case studies, as well as sample transaction documents, to better understand the issues that arise in a typical international project financing.

Recommended: Contracts; Accounting Concepts for Lawyers; Conflict of Laws: Choice of Law (or the equivalent Conflict of Laws: Choice of Law (International Focus)); Corporate Finance; Corporations.

Mutually Excluded Courses: Students may receive credit for only one of the following courses: Developing & Financing Infrastructure Projects; Project Development and Finance; International Project Finance & Development: Case Studies; Project Development and Finance or Transacting International Finance.

LAW 928 v02 International Project Finance and Investment (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20928%20v02)
LL.M Seminar (cross-listed) | 2 credit hours
Examines legal and financial aspects of foreign investment projects, especially in developing countries, from the perspective of the investor, lender and the host country. Legal issues related to the structuring of the foreign investment, the arrangement of the private and public financing, and the construction of a project are considered. A significant amount of time will be devoted to analysis of typical international project finance documentation, but the international and host country legal issues applicable to foreign investment, support from national and multinational agencies, noncommercial risk analysis and dispute resolution will also be considered and discussed.

Prerequisite: A course in International Business Transactions, or background in international business or financial transactions.

Mutually Excluded Courses: Students may receive credit for only one of the following courses: Developing Infrastructure Projects, Infrastructure Projects in Developing and Transition Countries; International Project Finance; International Project Finance & Development: Case Studies; Project Development and Finance or Transacting International Finance.

LAW 928 v03 International Project Finance (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20928%20v03)
LL.M Course | 3 credit hours
This course examines legal, business and policy issues that arise in international project financings, particularly in emerging markets, and analyzes how such transactions are structured and negotiated and related risks are allocated. We consider the typical roles played by parties to such transactions (equity sponsors, lenders, customers, suppliers and host governments), interests associated with such roles, and how competing interests tend to be reconciled. We will focus on how negotiated arrangements are embodied in and supported by typical transaction documentation such as project documents, financing documents and legal opinions. Coverage will include illustrative local law and political risk issues. Selected international investment transactions, both actual and hypothetical, will be used to illustrate recurring themes.

Course requirements include participation in a simulated international project loan negotiation with outside experts serving as clients.

Recommended: International Business Transactions; Conflict of Laws: Choice of Law; Secured Transactions; Corporate Finance.

Mutually Excluded Courses: Students may receive credit for only one of the following courses: Developing & Financing Infrastructure Projects; Infrastructure Projects in Developing and Transition Countries; International Project Finance; International Project Finance and Investment; International Project Finance & Development: Case Studies; Project Development and Finance or Transacting International Finance.

Note: This course has an additional MANDATORY session on Saturday, April 09, 2022, 8:30 a.m. to 12:45 p.m. Location to be announced at the start of the semester.
LAW 2047 v00 Introduction to International Commercial Arbitration
LL.M Course (cross-listed) | 3 credit hours
This course will introduce the basic concepts of international commercial arbitration from both a theoretical and practical perspective. It will provide a general overview of the subject, and subsequently focus on issues including the agreement to arbitrate, the constitution and duties of the arbitral tribunal, the conduct of the proceedings and the arbitral award. The course will refer to the ICC Rules of Arbitration in discussing many of the practical aspects of these issues.

Mutually Excluded Courses: Students may not receive credit for both this course and International Commercial Arbitration or International Arbitration (LAWG-882 or LAWJ-882), or the J.D. seminar, International Commercial Arbitration Seminar (CTLS course).

Note: Please note, the date for the final class session will be announced at the start of the semester.

LAW 2055 v00 Investment Treaty Arbitration, Public International Law, and Landmark Judgments of the ICJ
LL.M Course | 2 credit hours
This seminar will lay out the basic principles of international investment treaty arbitration by analyzing and studying the underlying principles of public international law as well as landmark decisions of the Permanent Court of International Justice and the International Court of Justice (ICJ) that influence Investor-State arbitration. The curriculum and calendar of the seminar will follow the procedural structure of a proceeding at the International Centre for Settlement of Investment Disputes (ICSID) — i.e., first covering registration of a request for arbitration under articles 25 and 36 of the ICSID Convention, then discussing preliminary objections under Rule 41(5) of the ICSID Rules of Arbitration, provisional measures, objections to jurisdiction, merits, and ending with quantum.

The objective of the seminar is to provide students interested in investment treaty arbitration and/or public international law with a solid understanding of the principles and judgments of the ICJ and other relevant public international law instruments, including the International Law Commission’s 2001 Articles on State Responsibility, which together form the basis for the rules and principles that guide investment treaty arbitration.

Recommended: International Law I: Introduction to International Law (or the equivalent International Law I); Litigation Practice in International Arbitration; or Investor-State Dispute Settlement.

LAW 676 v02 Investor-State Dispute Resolution
LL.M Course | 2 credit hours
The subject of investor-state disputes and their resolution lies at the cutting edge of international law, and is a major factor in the development of the global economic system in years to come. Study of this form of arbitration provides insight into the evolving shape of customary international law, the conflict between capital-importing and capital-exporting states, and the status of individuals in the international legal order. This seminar will provide students with a firm grounding in the history, present practice, and future implications of arbitration between foreign investors and host states, sanctioned by multilateral and bilateral investment treaties. Topics that will be covered in this course are the history of the treatment of aliens and investments under international law; an overview of the most important international treaties that give investors a right to arbitration of claims; the most important elements of procedure that characterize investor-state arbitration, including tribunal composition, jurisdiction, evidence, award and challenge or annulment; substantive law of investment arbitration, the standards that apply when a tribunal determines whether a breach of the treaty has occurred; and the future development of investor-state arbitration including the challenges of globalization and other stresses, the clash of capital-importing and capital-exporting countries, environmental protection and free trade, restrictions on state sovereignty, the construction of an international investment jurisprudence, the limits on arbitrability, and the expansion of multilateral investment protections worldwide. Active participation in discussion of the course materials is required.

Prerequisite: International Law I.

Recommended: International Commercial Arbitration

Note: Students may not withdraw from this class after the add/drop period ends without the permission of the professor.
LAW 676 v00 Investor-State Dispute Resolution Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20676%20v00)
LL.M Seminar | 3 credit hours
The subject of investor-state disputes and their resolution lies at the cutting edge of international law, and is a major factor in the development of the global economic system in years to come. Study of this form of arbitration provides insight into the evolving shape of customary international law, the conflict between capital-importing and capital-exporting states, and the status of individuals in the international legal order. This seminar will provide students with a firm grounding in the history, present practice, and future implications of arbitration between foreign investors and host states, sanctioned by multilateral and bilateral investment treaties. Topics that will be covered in this course are the history of the treatment of aliens and investments under international law; an overview of the most important international treaties that give investors a right to arbitration of claims; the most important elements of procedure that characterizes investor-state arbitration, including tribunal composition, jurisdiction, evidence, award and challenge or annulment; substantive law of investment arbitration, the standards that apply when a tribunal determines whether a breach of the treaty has occurred; and the future development of investor-state arbitration including the challenges of globalization and other stresses, the clash of capital-importing and capital-exporting countries, environmental protection and free trade, restrictions on state sovereignty, the construction of an international investment jurisprudence, the limits on arbitrability, and the expansion of multilateral investment protections worldwide. Active participation in discussion of the course materials is required.

Prerequisite: International Law I

Recommended: International Commercial Arbitration

Note: For the Spring section: FIRST CLASS ATTENDANCE IS MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist.

For the Spring 2022 semester, mandatory first class attendance rules will not be enforced for this course. Enrolled students will not be dropped if not in attendance at the start of the first class, and waitlisted students will remain eligible to be admitted off the waitlist if not in attendance at the start of the first class. Student who no longer wishes to remain enrolled will not be permitted to drop the class but may request a withdrawal BY PROFESSOR PERMISSION ONLY. This course requires a paper. J.D. Students: this will fulfill the J.D. Upperclass Legal Writing Requirement.

LAW 949 v00 Islamic Finance Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20949%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This course will explore contemporary Islamic finance from a transactional vantage and with particular emphasis on structuring financial transactions and products. Islamic finance will be examined both as an application of Islamic religious law and ethics (shari’ah) and as an effort to create and operate a shari’ah-compliant economic system without interest payments and receipts based upon a compliant risk-reward paradigm that maintains expected returns for the transactional parties. We will examine some of the core principles of the shari’ah and the methodology by which shari’ah compliance is determined (Shari’ah Supervisory Boards and the issuance of rulings (fatawa)). As a base, we will examine some of the core principles and precepts of shari’ah and the classical contractual and legal forms that have been approved as being shari’ah-compliant. Our paradigm will be the study of recent Islamic finance transactions in different financial categories and markets. As examples, we will consider, among other structures:

(a) lease (ijara) structures in real estate acquisition financings, construction and development financings and private equity transactions;

(b) commissioned construction and manufacture concepts (istisna’a) in real estate construction and development transactions and project financings;

(c) murabaha (sale at markup) arrangements pertaining to trade finance and working capital facilities;

(d) partnership (musharaqah) arrangements in acquisition financings, construction and development financings and project financing as well as more conventional joint venture arrangements;

(e) arboon (sale with downpayment) structures as they pertain to hedge fund activities, particularly short sales and options trading;

(f) rahn (pledge and mortgage) and adl (trusted person) concepts as they apply to project financings and collateral security structures;

(g) Islamic bond and securitization (sukuk) structures used in project finance, municipal finance, corporate finance and the capital markets; and

(h) international investment fund structures used for Islamic finance, including associated tax considerations.

In light of market realities, we will also consider conventional Western equivalents to certain shari’ah-compliant financial structures.
**LAW 852 v00 Law and Foreign Investment in China**

LL.M Course (cross-listed) | 2 credit hours
The course will examine the major Chinese laws that apply to foreign invested projects in China and related cross-border transactions. We will begin with an overview of China’s policy priorities for foreign investment and the foreign investment approval process, focusing on the sources of law and regulation relevant when planning entry into the China Market. We will then consider the options for structuring a foreign investment under the Company Law and the Foreign Investment Law with its impact on the Sino-foreign Equity Joint Venture Law, the Cooperative Joint Venture Law, and the Law of Wholly Foreign-owned Enterprises. We will also study the requirements for foreign acquisitions of existing Chinese enterprises under China’s M & A rules. The preparation of the project application report or feasibility study is also a key part of the foreign investment approval process, involving a number of important laws and regulations. We will study how China’s environmental laws, rules and regulations on foreign exchange, financing and security, land use laws and labor laws must also be considered when forming a venture in China. Foreign investment projects in China typically involve cross-border arrangements that are crucial to the foreign investor’s goals, especially technology licensing and trademark licensing. In this context, we will study the PRC contract law, and the challenges encountered in the protection of intellectual property. Finally, we will look at the issues involved in exiting an investment in China, whether by disposal or termination, and dispute resolution. We will work primarily with English translations of PRC law, with some secondary sources. No knowledge of Chinese language is required.

**Recommended:** Students should have prior or concurrent coursework in International Business Law. Examples of such courses would include: International Economic Law, International Law II, International Business Transactions, Global Commerce and Litigation, etc.

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**LAW 2050 v00 Managing Political Risk in Emerging Market Project Financings**

LL.M Seminar | 2 credit hours
The course examines concepts of political risk and the means by which certain political risks can be managed in planning and structuring foreign investments, particularly in international project financings. Classes will be a combination of lecture and guided discussion based on assigned readings. The readings include articles about the issues and related subjects, examples of political risk insurance contracts used by a national government agency, a multinational institution and private insurers, as well as decisions on claims made under political risk insurance contracts. The opportunity to analyze and revise original contract documents will be an additional and more general benefit of the course. The variety of source material will expose students to the public policy issues that underlie the decision to issue such insurance and the consequences of doing so. Some incidental coverage of insurance law, international law, and dispute resolution will also be required.

In addition to an in-class final exam, students, as counsel to an insurer, will draft a memo advising how one of the insurer’s standard contracts would have to be revised to cover a non-standard situation or provide a non-standard coverage and attempt the revision. The insurer will provide a detailed written description of the situation or coverage. Students may work as individuals or form a team (and all receive the team product’s grade).

The course will be taught jointly by Robert C. O’Sullivan, formerly Associate General Counsel for Insurance and Claims at the Overseas Private Investment Corporation (OPIC), and Kenneth W. Hansen, a partner at the law firm of Norton Rose Fulbright and formerly General Counsel of the Export-Import Bank of the United States and Associate General Counsel at OPIC.
Withdrawals are permitted up until the last class for this specific course. Students should contact an academic advisor in the Office of Academic Affairs to withdraw from an academic advisor in the Office of Academic Affairs. A student who no longer wishes to remain enrolled after the second class session to request a drop by contacting the Office of the Registrar; a failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

**Note:** ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

Enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

**LAW 1207 v00 Negotiating a Joint Venture in China**

J.D. Seminar | 1 credit hour

Through a simulation oriented course, students will be exposed to recent economic history of the People’s Republic of China, foreign direct investment law of China, and negotiating norms of US and Chinese investors. These various knowledge sets will be brought together as each participant takes on the role of either a Chinese investor or a US investor, negotiating the terms of a China-based joint venture and ultimately reporting back to their respective board of directors. In addition to the negotiations exercises, the course requires a brief quality-driven paper on any number of topics relating to China as an economic actor on the world stage.

**Note:** This course is graded pass-fail and is only open to foreign-educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree).

**LAW 2075 v01 Negotiations Seminar (LLM - Week One)**

**LL.M Seminar | 3 credit hours**

This interactive seminar is designed to teach both the theory and practice of negotiation. The goal is to improve students’ understanding of negotiation as well as their ability to negotiate effectively. Students will spend much of their time participating in negotiation exercises and simulations from a variety of practice areas. Through the in-class negotiation exercises, debriefings, and lectures, students will develop and sharpen skills in the areas of listening, asking questions, creative thinking, and persuasive communication. Class lectures and discussions will focus on such topics as the difference between competitive and integrative bargaining, the ethical dimensions of negotiations, the importance of reputations, and the value in planning and choosing negotiation strategies.

The seminar will meet during Week One (Monday - Friday). Attendance at all sessions is mandatory. The class sessions are designed to provide an environment that is conducive for all students to experiment with different negotiation skills and behaviors. Students are not graded on the outcomes or results of negotiations, but on commitment to the materials and exercises.

**Mutually Excluded Courses:** Students may not receive credit for both this course and the Negotiations and Mediation Seminar; the Negotiations Seminar; or Negotiation and Mediation in Public Interest Law Settings or Negotiations and Drafting Seminar or Contracts: Structure and Negotiation.

**Note:** NOTE: In the Spring 2022 semester, this course will take place online via Zoom (https://www.law.georgetown.edu/wp-content/uploads/2021/08/Online_Class_21_Students.pdf).

**WEEK ONE COURSE.** This seminar will meet for one week only on the following days: Monday, January 10, 2022 through Friday, January 14, 2022, 9:00 a.m. - 6:00 p.m. ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

There is a course materials fee for this course, which covers outside vendor materials purchased on behalf of all enrolled students (these materials are distributed as part of the course’s in-class assignments and exercises). This fee is posted to your student account in August (for Fall courses) or December (for Spring courses), or as soon as you are enrolled in the course, whichever is later. Students who drop the course will be refunded the amount. Students approved to withdraw will not be refunded. This course is graded pass-fail and is only open to foreign-educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree).
LAW 2075 v00 Negotiations Seminar (LL.M) (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202075%20v00)

LL.M Seminar | 3 credit hours
This interactive seminar is designed to teach both the theory and practice of negotiation. The goal is to improve students' understanding of negotiation as well as their ability to negotiate effectively. Students will spend much of their time participating in negotiation exercises and simulations from a variety of practice areas. Through the in-class negotiation exercises, debriefings, and lectures, students will develop and sharpen skills in the areas of listening, asking questions, creative thinking, and persuasive communication. Class lectures and discussions will focus on such topics as the difference between competitive and integrative bargaining, the ethical dimensions of negotiations, the importance of reputations, and the value in planning and choosing negotiation strategies.

Mutually Excluded Courses: Students may not receive credit for both this course and the Negotiations and Mediation Seminar; the Negotiations Seminar; or Negotiation and Mediation in Public Interest Law Settings or Negotiations and Drafting Seminar or Contracts: Structure and Negotiations.

Note: This course is only open to foreign-educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree) and is graded on a pass/fail basis.

LAW 2082 v00 Project Development and Finance (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202082%20v00)

LL.M Course (cross-listed) | 2 credit hours
This course will provide students with a fundamental understanding of the legal and practical issues involved in the development and financing of domestic and international infrastructure projects – with an emphasis on major energy infrastructure projects.

We will analyze in depth: (i) the structure of a project finance transaction – including the contractual relationships and risk allocation among parties; (ii) the substantive components of the primary project development agreements; (iii) key project financing concepts and documentation; and (iv) implications of environmental, regulatory and compliance regimes.

Classes will involve lectures and interactive discussion based on selected case studies and articles/publications reflecting projects currently in development and recent project financings. In addition, students will have the opportunity to review and discuss issues and negotiated points in actual project development agreements and financing documentation.

Mutually Excluded Courses: Students may not receive credit for both this course and Domestic and International Project Finance & Development: Case Studies; or the J.D. course, International Project Finance; or International Project Finance and Investment and Developing & Financing Infrastructure Projects.

LAW 3016 v00 Project Finance in the Public Sector: Theory and Practice of Public-Private Partnerships (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203016%20v00)

LL.M Course (cross-listed) | 2 credit hours
Governments throughout the United States and globally are faced with acute demands for new or renewed infrastructure (e.g., highways, railways, courthouses, ports, bridges), but frequently the means and specialized expertise necessary to undertake and operate these critical facilities are deficient. Through public-private partnerships (PPPs), private actors can provide the capital necessary for public infrastructure, as well the expertise to construct and operate it. Properly structured, such transactions can offer significant cost savings of the life of the assets as well as significantly shorter development and construction periods ("speed to market"). Drawing on the lessons and techniques developed for project finance, PPPs represent innovative cooperative arrangements between governments and private entities to provide such infrastructure. Through readings, class discussions and case studies, the course will equip students with the fundamentals needed to evaluate, structure and negotiate the legal aspects of PPP formation, implementation and management.

Recommended: A basic understanding of corporations and business law from professional or past academic experience.
LAW 1653 v00 Resolution of International Financial Crises Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %201653%20v00)  
J.D. Seminar (cross-listed) | 2 credit hours  
**Overview**

While the globalization of private capital markets has generated important welfare gains, it has also been responsible for episodes of financial instability, often with devastating consequences. The Course will analyze the underlying causes of international financial crises and assess the efforts of policy makers to mitigate their impact. The Course will be interdisciplinary in nature, focusing on the legal, financial and economic dimensions of these crises and the relevant policy responses. Key lessons will be distilled from an in-depth analysis of the most important episodes, including the Latin American Debt Crisis, the Asian Financial Crisis, Argentina’s default in 2001 and the crises precipitated by the Great Recession of 2008, including the Eurozone Crisis. We will also conduct a simulation, with students playing the roles of the various policy makers seeking to contain and ultimately resolve the crisis.

The Course will analyze both the common patterns of the previous international financial crises and the extent to which they have differed. In that context, the Course will investigate how the dynamics of these crises have been driven both by the evolution of credit markets (including the transition from bank lending to bond issuance) and changes in the underlying legal framework that supports these markets. The Course will analyze the competing considerations faced by policy makers as they seek to mitigate the impact of a crisis – often with large scale financial assistance – without increasing the risk of future crises through the creation of excessive moral hazard. In that context, the Course will review in some detail the role played by the International Monetary Fund in managing these crises.

**Learning Objectives**

By the end of the course, students will have gained an understanding of how global financial markets have evolved over the past 40 years and how this evolution has both promoted welfare and created significant financial instability. They will learn how the relevant legal frameworks have interacted with this evolution to shape creditor incentives, with a focus on regulatory design, contractual provisions and litigation strategies. Through in-depth case studies, they will gain insight into how public policy makers have struggled to both contain the impact of these crises while, at the same time, introducing reforms to prevent them from recurring. In particular, they will gain an understanding of the legal, policy and governance framework of the IMF and the role it plays as a financial fire fighter. More generally, they will gain an understanding of the challenges faced by policy makers when addressing a systemic crisis, with a focus on the key actors, namely: (a) the governments of the countries experiencing the crisis, (b) private creditors and (c) the IMF. Existing and former officials will participate in a number of classes to share their own perspectives regarding the key lessons to be distilled from previous episodes.

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LAW 3049 v00 Sovereign States and the Permanent Court of Arbitration (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %203049%20v00)  
LL.M Course (cross-listed) | 1 credit hour  
**Overview**

While arbitration is most often thought of as an alternative to litigation in national courts, arbitration between sovereign states developed as an alternative to war. This course examines the use of arbitration to resolve the most complex and politically sensitive disputes between governments.

Drawing heavily on the experience of the Permanent Court of Arbitration, students will learn the reasons for the renaissance of this form of dispute settlement and how it differs from more conventional forms of arbitration and from international courts with pre-appointed judges. Students will evaluate arbitration’s effectiveness in a series of recent high-profile cases. The course will include video clips of hearings and interactive exercises.

**Note:** ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course. **NOTE:** For the Fall 2021 semester, mandatory attendance rules will not be enforced for this course; students will not automatically be dropped or withdrawn upon missing a class session. Students who miss class due to COVID-19 symptoms, quarantine, isolation, or other disruptions should contact the professor(s). Regular attendance and participation in all class sessions is expected, and students may be withdrawn, at the request of the faculty, if absent without good cause.
LAW 3136 v00 State-to-State Dispute Resolution (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203136%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
Modern interstate dispute resolution finds its basis in a string of ad hoc arbitrations and claims commissions from the 18th, 19th, and early 20th centuries. The United States was an early adopter of arbitration as a means of resolving interstate disputes, first agreeing with the United Kingdom in 1794 in the Jay Treaty to resolve certain disputes remaining from the Revolutionary War.

In the first part of the 20th century, there was an effort to formalize such disputes, first through the PCA and then the PCIJ and ICJ. In the latter half of the 20th century and into the 21st century, there was a rapid increase in formal mechanisms or courts to hear state to state disputes, including the WTO and ITLOS mechanisms, other specialized courts, and a host of regional courts and tribunals. Ad hoc arbitration and claims commissions continue to be used to resolve disputes as well.

This course will tackle state-to-state disputes a historical and comparative perspective, tracking the development of interstate dispute resolution over time and across institutions. We will approach the history of interstate dispute resolution from both a legal and political science perspective. In so doing, the course will ask the following questions:

- Why have states agreed to submit their disputes to arbitration or other dispute resolution mechanisms? What were the international relations factors that permitted the use of such mechanisms?
- How successful are such means in resolving disputes between states? What sorts of disputes can be resolved through arbitration or similar mechanisms?
- How does interstate dispute resolution work in practice?
- What are common procedures for such disputes?
- How do international courts develop international law?
- What are the prospects for interstate dispute resolution going forward?

List C also includes the courses that count toward the Securities & Financial Law Certificate and the Taxation LL.M.

Search LL.M International Business and Economic Law - List C Courses (http://curriculum.law.georgetown.edu/course-search/?program=program_99)

LAW 710 v00 Advanced International Taxation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20710%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course is designed for those students that wish to gain a deeper understanding of the effect of certain U.S. rules governing the taxation of U.S. persons doing business overseas and foreign persons doing business in the United States. The course will cover a broad range of topics with particular emphasis on the tax consequences of cross-border reorganizations, liquidations and taxable acquisitions and dispositions. The course will cover the tax consequences of outbound transfers of assets, foreign-to-foreign transfers of assets, and inbound transfers of assets. Students will be expected to have a working knowledge of corporate taxation, and transactional aspects of subpart F and the foreign tax credit rules.

Prerequisite: Corporate Income Tax Law I (or Corporate Taxation); International Tax (or U.S. International Outbound Tax).

Recommended: Prior or concurrent enrollment in Corporate Income Tax Law II (or completion of Corporate Taxation).
LAW 1532 v00 Advanced Legal Writing for International Business Lawyers (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201532%20v00)
J.D. Seminar (cross-listed) | 2 credit hours
This course is designed to provide students interested in transactional practice with hands-on insight into the cross-border practice of business law by creating a simulated law-firm environment in which students are asked to complete tasks as if they were junior associates.

The principle objectives of the course are to teach students how to communicate clearly, concisely, and appropriately in a business-setting, and how to apply and adapt these skills to situations involving international, cross-cultural, and even multinational business transactions. Students will practice these skills through a variety of written and oral communication exercises based on actual cross-border transactions similar to those they will likely encounter as junior transactional associates at a law firm. The focus of this course will be on practical skills, rather than on theoretical analysis.

Although some of our discussions and exercises will involve reviewing contract provisions and students will become familiar with basic contract structure, this is not a course on contract drafting. Rather, the focus is on developing the student's practical lawyering skills such that he or she is able to effectively communicate with parties from all sides of a cross-border business transaction and to recognize and overcome the principle cultural, linguistic, and other barriers to cross-cultural communication.

Enrollment by both JD and LL.M. students is encouraged. Class time generally will be split between lecturing and in-class exercises and discussion. The majority of the in-class exercises will utilize fact scenarios from actual deals and will involve students working in small groups or teams.

Prerequisite: Legal Practice: Writing and Analysis.

Recommended: Prior or concurrent enrollment in Corporations is recommended but not required.

Mutually Excluded Courses: Students may not receive credit for both this seminar and the Advanced Legal Writing Seminar, Advanced Legal Writing and Practice for Judicial Clerks and Civil Litigators, Advanced Legal Writing: Legal Writing as a Discipline, Advanced Legal Writing: Practical Skills from Retail Industry Examples, or Writing for Law Practice.

Note: Students may request a withdrawal from an academic advisor through the due date of the final draft of Writing Project #2.

LL.M. STUDENTS: THIS COURSE REQUIRES DEPARTMENTAL PERMISSION TO ENROLL. LL.M. students cannot register or put themselves on the waitlist for this course through MyAccess. Students interested in taking this course should send an e-mail to llmas@georgetown.edu indicating their interest in the course and their previous exposure to U.S. legal writing.

LAW 702 v00 Advanced Partnership Taxation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20702%20v00)
LL.M Course | 2 credit hours
Focuses on the skills necessary (including review of transactional documents) for a tax attorney involved in advising on partnership structuring matters. Topics will include drafting the partnership agreement, allocations of tax items, amortization of partnership intangibles, classification/conversions, interplay of partnership rules on debt restructuring application of various gain triggers upon exiting from partnerships, partnership mergers and divisions, partnership equity-based compensation, and the partnership anti-abuse rules.

Prerequisite: Federal Income Taxation (formerly Taxation I); Taxation of Partnerships. Neither prerequisite may be taken concurrently.

LAW 885 v00 Advocacy in International Arbitration (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20885%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This course blends mock litigation experiences with class discussion of techniques, strategy, and ethics in international arbitration proceedings. Students directly participate in a series of practical exercises based upon proceedings brought by a foreign investor against a State before the International Centre for Settlement of Investment Disputes (ICSID), including role-playing as litigators and arbitrators. The course emphasizes advocacy in connection with jurisdictional and procedural issues, selecting and challenging arbitrators, limits on the enforceability of awards, and other litigation problems that arise in the globalized environment of international investment and arbitration. There will be a number of oral advocacy assignments throughout the semester. The course grade will be a function of those assignments and class participation.

Recommended: International Law I: Introduction to International Law

Note: Students participate in in-class exercises and are graded on those exercises and productive class participation. Students may not withdraw from this class after the add/drop period ends without the permission of the professor.

LAW 2086 v00 Basic Accounting for Lawyers (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202086%20v00)
LL.M Course (cross-listed) | 2 credit hours
This is a basic course for students with NO accounting background or experience. A student will learn what an asset and a liability are, what the basic financial statements are, how financial statements are developed from the underlying accounting information of a company, and how the basic transactions of a business affect each line item of each financial statement. Students will learn how to understand the basics as it relates to the balance sheet, income statement, and statement of cash flows. Methods will include reading and text exercises, class lectures, and case exercises. Grading may be based on a final examination.

Mutually Excluded Courses: Students may not receive credit for both this course and Accounting for Lawyers or Introduction to Accounting. Students MAY receive credit for this course and Demystifying Finance: A Short Course for Law Students and Business Basics for Lawyers and Business and Financial Basics for Lawyers.
LAW 3015 v00 Basic Principles of Finance (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203015%20v00)
LL.M Seminar (cross-listed) | 0 credit hours
This zero-credit pass/fail course is designed to provide students with an understanding of the basic principles of finance and accounting in order to enhance their study of tax or business law. The course is intended to provide students with little or no prior background in finance and accounting with an introduction to the core concepts, the essential vocabulary, and the basic tools of these two subject areas. The course is designed to equip students with a basic primer of topics relevant to a range of business law courses. Accordingly, it covers subjects such as the time value of money, the distinction between debt and equity, the role of risk in valuing financial assets, and how assets and liabilities are described in accounting materials such as balance sheets and income statements.

Mutually Excluded Courses: Students may not receive credit for this course and the J.D. course Demystifying Finance.

Note: This zero-credit course is delivered via distance education to all students. There is no live class session. This course is required for all Tax LLM and Executive Tax LLM students.

LAW 3026 v00 Beyond the IPO: Exempt Securities Offerings (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203026%20v00)
LL.M Course (cross-listed) | 2 credit hours
The course offers an in-depth study, both from the regulator’s and private practitioner’s perspectives, of frequently invoked exemptions from the registration requirements of the Securities Act of 1933 that otherwise apply to offerings of securities.

Students successfully completing this course will be positioned to analyze whether a particular transaction exemption under the Securities Act is available and, if so, how to maximize its protections. The course will emphasize the “nuts-and-bolts” of the transaction exemptions as well as the circumstances and motivations under which the exemptions are sought and claimed. The major topics to be taught will include the Section 4(a)(2) private offering exemption and the Rule 506(b) safe harbor thereunder; Securities Act Rule 144, Regulation Crowdfunding, and Regulation A. The course will also cover topical developments such as recent efforts to use transaction exemptions for initial coin offerings (ICOs). In that most securities transactions take place pursuant to an exemption, this course will provide an opportunity for students to analyze and structure securities transactions and will heighten their understanding of an evolving area of securities law.

Prerequisite: Prior or concurrent enrollment in Securities Regulation.

LAW 070 v00 Commercial Law: Secured Transactions and Payment Systems (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20070%20v00)
J.D. Course (cross-listed) | 4 credit hours
This course is designed to introduce students to the methodology of Uniform Commercial Code analysis, with emphasis on the legal policies governing uniform state banking regulation of modern payment systems and secured financing of personal property. Topics include: evolution of the modern payment system; check issuance, collection and presentation; the rights and liabilities of the issuers and holders of checks and notes; the uses of credit and collateral in sales and loans; the establishment of priorities among security interests; and the rules governing default and insolvency. The course will examine the way legal rules structure and sanction the contemporary practices of financial institutions, manufacturers, and the dealers, sellers, and buyers of personal property.

Mutually Excluded Courses: Students may not receive credit for both this course and Commercial Finance; or Commercial Law: Secured Transactions; or Commercial Law: Payment Systems; or Commercial Law: Payment Systems and Financial Transactions.

LAW 084 v04 Conflict of Laws (Private International Law) (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20084%20v04)
J.D. Course | 3 credit hours
Increasingly, lawyers find themselves planning transactions or litigating cases involving persons or events connected with more than one state or nation. This course examines the principal approaches relied on by U.S. courts to determine what law to apply when some or all of the operative facts underlying a claim or defense arise in another state or nation. The course also considers the criteria used by U.S. courts in recognizing and enforcing the judgments of the courts of other states or nations.

Recommended: Criminal Justice (or Democracy and Coercion) or Criminal Procedure or a course in White Collar Crime
International Business & Economic Law LL.M.

**LAW 822 v00 Consolidated Returns** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20822%20v00)
LL.M Course | 2 credit hours
This course studies the law and regulations governing the taxation of corporations filing consolidated federal income tax returns. This course is highly recommended for students who intend to practice corporate tax law because it will focus on consolidated return principles that affect corporate tax planning, mergers and acquisitions. The course will cover the following subjects: eligibility to file consolidated returns; treatment of business transactions within the group; treatment of dividends and other distributions within the group; adjustments to the basis of stock of members of the group; treatment of acquisitions of another consolidated group; treatment of dispositions of subsidiaries of a group; consolidated return treatment of the group’s favorable tax attributes; use of disregarded entities by a consolidated group; and treatment of earnings and profits accounts. The consequences of filing consolidated returns in specific situations are considered as each topic is covered.

**Prerequisite:** Federal Income Taxation (formerly Taxation I); Corporate Income Tax Law I.

**LAW 848 v00 Corporate Income Tax Law I** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20848%20v00)
LL.M Course (cross-listed) | 2 credit hours
Examines the federal income tax effects of certain basic transactions involving corporations and their shareholders. Principal subjects covered include corporate formation and capital structure, distributions to shareholders, redemptions and liquidations. Major emphasis is upon Internal Revenue Code Sections 301-362 and related Treasury Regulations.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).

**Recommended:** Corporations.

**Mutually Excluded Courses:** Students may not receive credit for both this course and the J.D. course, Corporate Taxation (formerly Taxation II) or Corporate Tax Planning in Practice: Structuring and Negotiating the Deal.

**Note:** Note for the section taught by Professors Solomon and Richman:
J.D. Students: Registration for this course will be open to Evening Division students only during the initial J.D. student registration windows. Full-time Day Division students will be able to add or waitlist this course beginning at 9:30 a.m. ET on November 10.

**LAW 3111 v00 Criminal Tax Law and Procedure** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203111%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This course examines the life cycle of a criminal tax case, including the warning signs that a civil tax case may be referred for criminal investigation, applicable privileges, potential defenses, the opening of an administrative investigation, sources of information, authorization of a grand jury investigation and prosecution, best practices in plea negotiations, trial strategies, sentencing, and collateral and civil tax consequences. The course also will address current priorities of IRS Criminal Investigation and the Department of Justice, and cases pulled from the headlines.

**Prerequisite:** Federal Income Taxation (formerly Taxation I)

**Recommended:** Tax Practice and Procedure, Criminal Law and Procedure
LAW 2038 v00 Current Issues in Tax Policy (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202038%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This colloquium will offer students an opportunity to examine current tax policy issues in depth and at an advanced level, with discussions led by policymakers, economists, and other tax experts. The course will discuss various current and recent legislative proposals at a detailed level and examine the economic, tax policy, and political considerations underlying the decisions that have been made in each proposal. This will include infrastructure, wealth tax, cross-border tax, consumption taxes and other politically salient tax policy topics. It will explore the economic and policy literature surrounding the issues of economic welfare and competitiveness. The course will also examine issues such as tax expenditures, debt vs. equity, cost recovery, and various tax incentives. Reading materials generally will be supplied and will include economic and tax policy papers, legislative proposals, and technical explanations. The course is intended to be highly interactive with students discussing design and policy issues with leading experts in the field. The grade for this course will be based primarily on papers that students submit addressing policy topics discussed by the guest speakers. Useful class participation will be taken into account as a plus in determining the final grade. There will be no final exam.

Prerequisite: Federal Income Taxation (formerly Taxation I).

LAW 014 v01 Current Issues in Transnational (Private International) Law Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20014%20v01)
J.D. Seminar (cross-listed) | 2-3 credit hours
This seminar provides an introduction to the increasingly important field of private international law as well as an opportunity to explore in depth specific issues now under active consideration in the various international and regional organizations working on the development, codification and harmonization of private international law. Beyond the “classic” questions of jurisdiction, choice of law, judicial assistance and enforcement of judgments, we will explore such substantive topics as international sale of goods, cross-border consumer protection, secured transactions, international securities law, international intellectual property, transport of goods by sea, transnational leasing law, dispute settlement mechanisms, international family law (including international adoption, abduction and enforcement of child support and family maintenance), international privacy and data protection, and even wills and trusts in their cross-border contexts. All students will be expected to choose a topic and to research and to present key findings and recommendations to the class.

This course requires a paper and an oral presentation. It is open to J.D. and LL.M. students. For J.D. students who choose the 3 credit "writing seminar" option, the objective will be to research and write analytical papers of publishable quality on discrete topics of current importance in transnational practice. Students will be required to satisfy the WR requirement including (1) selection of a paper topic approved by the professor, (2) submission of an outline, followed by feedback from the professor, (3) submission of a draft paper of at least 6,000 words exclusive of footnotes, followed by feedback from the professor, and (4) submission of a final paper of at least 6,000 words exclusive of footnotes, incorporating the professor’s suggested revisions. The paper must use legal forms of citation, where appropriate.

Learning goals for this course:
Familiarity with substance of "Private International Law"; ability to research effectively in the field; to write coherently and present conclusions orally; to understand relationship between international and domestic law.

Recommended: International Law I.

Note: This course requires a paper. Students must register for the 3 credit section of the course if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement. The paper requirements of the 2 credit section will not fulfill the Upperclass Legal Writing Requirement.
LAW 969 v00 Derivatives Regulation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20969%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
Derivatives, including virtual currencies, are a large, dynamic and rapidly evolving part of the world’s financial markets. The size and importance of these markets alone would make derivatives regulation a worthy part of law school study, particularly for those interested in financial markets. Add to that a significant change in the regulatory framework on a scale unseen since the 1930’s and it is clear that there has never been a better time to study the legal issues and operational challenges for market participants. This course will focus on the regulation of derivatives under the Commodity Exchange Act, as amended by Dodd-Frank, and as implemented by the Commodity Futures Trading Commission. This course is designed as a “Derivatives 101” equivalent, providing a broad overview of the regulation of derivatives. No prior knowledge of derivatives is required to succeed in this course. The course will include an in-depth look at the new regulatory requirements and issues with respect to (i) market transparency and integrity, such as preventing market manipulation, disruptive trading practices, and so-called excessive speculation; (ii) the increasing use of automated trading systems and high-frequency trading in commodity markets; and (iii) the interplay between Congress, the federal market regulators, and the entities subject to financial market regulation. Students will be presented with the same questions of law confronting attorneys advising entities trading in derivatives markets, regulators, and the courts.

LAW 160 v04 Drafting Contracts (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20160%20v04)
LL.M Seminar | 2 credit hours
This course introduces foreign-educated LL.M. students to the principles, processes and techniques for drafting contracts in the United States, but with a cross-border, multi-country setting. Students will develop skills in reading and interpreting a contract and will thereby better understand the function of its component provisions. Students will learn how to draft contract provisions with precision and clarity. Among the topics covered will be: the structure of the contract, representations, covenants, conditions, allocation of risk, incentives, stipulative provisions, remedies, enforceability, and applicable law. The course will address the lawyer’s role in deal-making, including the negotiation of the contract’s terms and related ethical and practical aspects of transactional practice. Some attention will be devoted to characteristics of U.S. legal culture that contribute to the distinctive features of its contracts.

Note: The course is graded pass-fail. This class is only open to foreign educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree).

Section 13 is FIRST CLASS ATTENDANCE IS MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. NOTE: For the Fall 2021 semester, mandatory first class attendance rules will not be enforced for this course. Enrolled students will not be dropped if not in attendance at the start of the first class, and waitlisted students will remain eligible to be admitted off the waitlist if not in attendance at the start of the first class.

LAW 160 v06 Drafting Contracts (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20160%20v06)
LL.M Seminar | 2 credit hours
This course introduces foreign-educated LL.M. students to the principles, processes and techniques for drafting contracts in the United States, but with a cross-border, multi-country setting. Students will develop skills in reading and interpreting a contract and will thereby better understand the function of its component provisions. Students will learn how to draft contract provisions with precision and clarity. Among the topics covered will be: the structure of the contract, representations, covenants, conditions, allocation of risk, incentives, stipulative provisions, remedies, enforceability, and applicable law. The course will address the lawyer’s role in deal-making, including the negotiation of the contract’s terms and related ethical and practical aspects of transactional practice. Some attention will be devoted to characteristics of U.S. legal culture that contribute to the distinctive features of its contracts.

Note: This class is mandatory for, and restricted to, students enrolled in the Two-Year LL.M. with a Certificate in Legal English.

LAW 160 v07 Drafting Contracts (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20160%20v07)
LL.M Seminar | 2 credit hours
This course introduces foreign-educated LL.M. students to the principles, processes and techniques for drafting contracts in the United States. Students will develop skills in reading and interpreting a contract and will thereby better understand the function of its component provisions. Students will learn how to draft contract provisions with precision and clarity. Among the topics covered will be: the structure of the contract, representations, covenants, conditions, allocation of risk, incentives, stipulative provisions, remedies, enforceability, and applicable law. The course will address the lawyer’s role in deal-making, including the negotiation of the contract’s terms and related ethical and practical aspects of transactional practice. Some attention will be devoted to characteristics of U.S. legal culture that contribute to the distinctive features of its contracts.

Note: The course is graded pass-fail. This class is only open to foreign educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree).

FIRST CLASS ATTENDANCE IS MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. For the Spring 2022 semester, mandatory first class attendance rules will not be enforced for this course. Enrolled students will not be dropped if not in attendance at the start of the first class, and waitlisted students will remain eligible to be admitted off the waitlist if not in attendance at the start of the first class.
LAW 919 v00 Drafting Partnership & LLC Agreements (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20919%20v00)
LL.M Course (cross-listed) | 1 credit hour
This course applies practical approaches to assist students in understanding the tax and business arrangements of joint ventures, limited partnerships, and limited liability companies, ranging from the common to the complex. The course also presents and analyzes the drafting techniques necessary to actually implement such arrangements by concentrating on the tax and business provisions in term sheets and limited partnership/limited liability company agreements.

Prerequisite: Federal Income Taxation (formerly Taxation I), prior or concurrent enrollment in Taxation of Partnerships (recommended prior enrollment in Taxation of Partnerships).

Note: ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

NOTE: Mandatory attendance rules will be enforced for this class for the Spring 2022 semester. Students who cannot attend class in person due to COVID-19 symptoms, quarantine, or isolation should contact the professor(s) and attend class synchronously online via Zoom (https://www.law.georgetown.edu/wp-content/uploads/2021/08/Online_Class_21_Students.pdf). Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course. While the first two days of this course meet during the Fall add/drop period, a student may only drop this course without a transcript notation prior to the start of the second class session by submitting a written request to the Office of the Registrar. After the start of the second class session, a student must seek permission from an advisor to withdraw.

LAW 219 v00 Emerging Growth Companies and Venture Capital Financings (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20219%20v00)
J.D. Course | 2 credit hours
This course covers the legal and business issues that arise in the context of representing emerging growth companies and the venture capital investors who provide an important source of capital to such companies. In particular, the course will focus on the legal issues typically encountered by private companies at formation, financing, operation and key corporate events, including acquisition transactions and public offerings. Topics covered include corporate formation and governance, venture capital financing, employment and equity compensation matters, protection of intellectual property, securities laws compliance and exit strategies through merger, acquisition or initial public offering. The course will offer an introduction to these topics through the eyes of attorneys who practice in a Silicon Valley-based law firm active in the East Coast technology and life sciences market and will also include guest presentations by industry participants, such as venture capitalists, angel investors and entrepreneurs. The course will include a practice exercise designed to introduce students, working in practice teams, to the process of structuring and executing venture capital transactions.

Prerequisite: Corporations.

LAW 3011 v00 Employee Benefits Practicum (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203011%20v00)
LL.M Seminar (cross-listed) | 4 credit hours
This course will focus on the practical application of ERISA principles as applied to qualified and non-qualified retirement plans, health and welfare plans and executive compensation. Students will draft plan documents and summary plan descriptions; review employee communications; draft memos and responses to participant inquiries; conduct legal research; conduct due diligence with respect to employee benefits in corporate transactions; negotiate and draft the asset purchase provisions of corporate transactions; negotiate and draft vendor contract provisions; review Securities & Exchange filings with respect to employee benefit plan footnotes and executive compensation disclosures; review the principles of employee benefits in bankruptcy; review principles of labor law as it impacts employee benefits in collective bargaining; review the avoidance and management of ERISA litigation; consider the legal ethics with respect to representing various parties in an ERISA dispute; and other practical considerations in dealing with employees, government agencies, participants, insurance companies and other vendors and plan sponsors.


If you do not have any experience or knowledge about employee benefits, you need Professor approval to take this class.

Mutually Excluded Courses: Survey of Employee Benefits Law

Note: Required for the Employee Benefits Certificate.

Course open to J.D. students who possess significant ERISA experience and only with professor permission - no exceptions. Interested students should contact Ellis Duncan via email at ged5@law.georgetown.edu between August 1 - August 30, 2021 for permission to take this class.
LAW 3004 v00 Employee Benefits: Executive Compensation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203004%20v00)
LL.M Course (cross-listed) | 2 credit hours
This class will focus on the tax aspects associated with nonqualified deferred compensation, including the tax doctrines of constructive receipt and economic benefits, as well as the three different income tax regimes set forth in section 409A, section 457A and section 457(f), and the employment tax regime under section 3121(v). In addition to exploring the various rules and the Federal tax consequences under these and other Code sections, including sections 162(m), 280G and 4960, consideration will be given to the tax policy issues driving the varying treatment and the design, drafting and implementation of many types of executive compensation arrangements, including equity compensation awards, traditional nonqualified deferred compensation plans, SERPS, excess benefit plans, rabbi trusts and top hat plans. This class will also provide an introduction to the registration and reporting requirements under the Securities Act of 1933 and the Securities Exchange Act of 1934, respectively, regarding executive compensation arrangements.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for this course and Taxation of Nonqualified Deferred Compensation.

Note: This course is required for the Employee Benefits Certificate.

This course is open to J.D. students by professor permission. Interested students should contact Ellis Duncan via email at ged5@law.georgetown.edu between August 1 - August 30, 2021 for permission to take this class.

LAW 3005 v00 Employee Benefits: Qualified Retirement Plans (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203005%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course addresses the basic structure, operation, and requirements for establishing and maintaining tax-qualified pension, profit-sharing, and 401(k) plans under section 401(a) of the Internal Revenue Code and related provisions of ERISA, including plan document, coverage, accrual, vesting, nondiscrimination requirements, taxation of distributions and related fiduciary obligations.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for this course, Retirement Plan Qualification Requirements, Retirement Plans - Design and Taxation, or Retirement Income: Taxation and Regulation.

Note: This course is required for the Employee Benefits Certificate

This course is open to J.D. students by professor permission. Interested students should contact Ellis Duncan via email at ged5@law.georgetown.edu between August 1 - August 30, 2021 for permission to take this class.

LAW 2009 v01 Energy Trading and Market Regulation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202009%20v01)
LL.M Seminar (cross-listed) | 2 credit hours
Energy markets are dynamic and growing rapidly, creating new business opportunities and legal challenges not only for traditional energy companies such as utilities, pipelines, natural gas producers and independent power producers, but also for newer market entrants including investment banks, demand response providers, smart grid and renewable energy companies, storage providers, hedge funds, and large industrial and commercial consumers of natural gas and electricity. The course will focus on the economic regulation of physical energy markets by the Federal Energy Regulatory Commission (FERC), primarily the regulation of transmission, price and competition in the electric and natural gas markets. We will examine six main areas: (i) restructuring and deregulation under the Federal Power Act and Natural Gas Act; (ii) the current model of energy market enforcement and compliance derived, in large part, from securities market regulation; (iii) the legal, regulatory and market responses to ongoing challenges, including market based pricing, market structure and the prevention of market manipulation and market power abuse; (iv) foundational laws and policies governing energy markets and non-discriminatory transmission by wire and pipeline of the electricity and natural gas commodities; (v) “hot topics” such as carbon pricing in organized wholesale electricity markets, the shale gas revolution, the impact of subsidies for certain resources, pipeline and electric transmission infrastructure development and cost allocation, and integrating demand resources and renewables; and (vi) the constant interplay among Congress, federal and state energy regulatory agencies and market participants. Students will gain an appreciation for the legal and market challenges confronted by market participants. Some sessions will feature guest lecturers. There will be no final examination. Instead, each student’s grade will be based on a final paper that takes a position on a key legal or policy issue and defends that position persuasively, two quizzes during the semester, and class participation.
LAW 1617 v00 Entrepreneurship: The Lifecycle of a Business (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201617%20v00)
J.D. Course (cross-listed) | 2 credit hours
This course is targeted towards law students who are interested in participating in an entrepreneurial venture at some point in their career, whether in a business or legal role (i.e., as internal or external advisor). To be clear, it is a business class, not a traditional law class, although legal issues will be highlighted and addressed throughout, as they would be if taught to business students since business and legal issues are always closely intertwined. The primary objective of this course is to give students an understanding of and appreciation for the primary and critical steps in the lifecycle of a start-up, from inception to raising capital to scaling/business execution to exit.

The course takes a real-world approach to learning, leveraging heavily off the extensive experience of the Professor, who has successfully executed two entrepreneurial ventures, as well as guest speakers with particular expertise in certain topics covered by the course and a simulation group exercise involving a real-life start-up scenario. This perspective should help prepare students for the real-life challenges — and rewards — of engaging in entrepreneurship and business building. This course is aimed at law students who are interested in participating in an entrepreneurial venture at some point in their career, whether in a business or legal role (i.e., as internal or external advisor).

Course Goals / Student Learning Outcomes:

- At the end of the class, students will understand how to, among other important topics:
  - start and structure a business with the right team and idea;
  - draft an effective business plan and raise capital from different sources;
  - build a collaborative company culture and infrastructure for scalability; and
  - exit the business while maximizing value.
- The goal is to give students an understanding of and appreciation for the primary steps in the lifecycle of a start-up, from inception to raising capital to scaling/business execution to exit.
- Students will gain an appreciation for the practical requirements and challenges (and rewards) of starting and building a business, as well as the attendant legal issues at each step in the start-up process.

Recommended: Corporations.

Mutually Excluded Courses: Students may not receive credit for this course and Entrepreneurship and the Law: Evaluating Client Business Plans and Growth Strategies or Entrepreneurship: Scaling a Business from Inception to Exit.

LAW 462 v00 EU Law: Selected Topics in ECJ Jurisprudence (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20462%20v00)
J.D. Course (cross-listed) | 1 credit hour
The course examines the role the European Court of Justice plays in the shaping of European private law as it relates to the functioning of the EU Single Market. It focuses on the way in which the court has interpreted the EU Treaty in order to ensure effectiveness of EU law, and analyzes some of the landmark cases in that area. The course also shows how the court has dealt with the interpretation of directives, particularly in the field of consumer protection, and what impact this case law has on national law making.

Note: WEEK ONE COURSE. This seminar will meet for one week only, on the following days: Monday, January 10, 2022, through Thursday, January 13, 2022, 9:00 a.m. - 12:20 p.m. The course will have a take-home exam that must be completed between January 21 and January 28, 2022. This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students.

ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. NOTE: For the Spring 2022 semester, mandatory attendance rules will not be enforced for this course; students will not automatically be dropped or withdrawn upon missing a class session. Students who miss class due to COVID-19 symptoms, quarantine, isolation, or other disruptions should contact the professor(s). Regular attendance and participation in all class sessions is expected, and students may be withdrawn, at the request of the faculty, if absent without good cause. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.
LAW 722 v02 Federal Limitations on State and Local Taxation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20722%20v02)
LL.M Course/Seminar (cross-listed) | 2-3 credit hours
As an instrument of federalism, the U.S. Constitution plays a vital role in defining state and local governments’ taxing powers. In some instances this is accomplished by express Constitutional provisions; in others, by express or implied grants of authority to the legislative, executive or judicial branches of government. This advanced state and local tax course will explore and analyze Constitutional provisions that limit (and sometimes expand) state and local taxing powers. It will include a historical review of Supreme Court jurisprudence that underscores the inherent complexities and tensions precipitated by the intersection of federalism and the underlying goals embodied within the Commerce Clause, Equal Protection Clause, Import-Export Clause, Privileges and Immunities Clause, and Supremacy Clause, among others. The course also will explore how issues of federalism have shaped various Federal statutory enactments, as well as pending pieces of federal legislation. For example, it will analyze how federalist tensions and statutory dynamics were balanced in a proposed congressional bill concerning state and local tax incentives. Additionally, the course will explore the impact of Treaties and international trade laws, as well as their related enforcement mechanisms, which continue to spawn new issues implicating the States’ powers to tax.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Note: Students must register for the 3 credit section of the seminar if they wish to write a paper fulfilling the Upperclass Legal Writing Requirement. The paper requirements of the 2 credit section will not fulfill the Upperclass Legal Writing Requirement.

LAW 193 v04 Financial Regulation and Financial Crises (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20193%20v04)
LL.M Course (cross-listed) | 2 credit hours
The global financial crisis of 2008 resulted in massive human suffering—9 million unemployed in the U.S. alone, and millions lost their homes. It also fundamentally altered financial regulation and American politics and reshaped social and economic dynamics—for example, the crisis led to the formation of the Tea Party, contributed significantly to political polarization and increased economic inequality.

In 2020, the coronavirus pandemic, which has caused even greater human suffering, triggered economic and financial consequences that almost led to another financial crisis. The reforms implemented after 2008, as well as the implementation of emergency programs used in 2008, were likely the reasons we did not have another financial crisis.

Why did the 2008 crisis happen? Why, throughout our history, have we periodically experienced financial crises? What does this history teach us about the adequacy of financial regulation, and whether regulatory failures contribute to financial crises?

We will begin by briefly reviewing the historical development of the United States banking industry, and the regulatory structure governing it, to get an appreciation of the economic and political forces that have shaped the regulation of our financial system. This will include reviewing past financial crises—the Panic of 1907 and the Great Depression and the responses to them, including the development of the Federal Reserve System, deposit insurance and other major reforms.

We will then focus on the 2008 financial crisis. We will examine the forces that produced the complex financial system of the early 21st century, including the rise of the shadow banking industry and the growth of derivatives. We will examine the response to the crisis, which included drawing on emergency powers that were first created by Congress in response to earlier financial crises, as well as new authorities created in response to the events of 2008. We will look at some of the difficult choices faced by government officials in responding to the crisis, as well as the role of individual accountability for behavior that contributed to the crisis. We will also examine the reforms implemented as a result of the crisis.

We will then turn to the pandemic, and look at its economic and financial consequences. Why was there a risk of another financial crisis? Did the reforms of 2008 help prevent a crisis? How was the government’s emergency response to the financial stresses similar to or different from the 2008 response?

Finally, having started the course with a look at the beginnings of the American financial system, we will end with what many predict is the future: cryptocurrencies and central bank digital currencies, the development of which has been accelerated by both the 2008 crisis and the pandemic. Will central bank digital currencies replace cash? If so, will they make our financial system more or less stable? Can they make it more inclusive?

The course will include sessions with guest speakers who have been responsible for some of the critical policy decisions that we will discuss.

Strongly Recommended: Corporations.

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. courses, Federal Banking Regulation: Modern Financial Institutions and Change or Financial Services: Regulation in the Age of Disruption.
LAW 545 v01 Financial Restructuring and Bankruptcy (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20545%20v01)
J.D. Course (cross-listed) | 4 credit hours
This course is a general introduction to business bankruptcy law. Bankruptcy provides a background term for nearly all business transactions. The possibility that a counterparty may not be able to fulfill its obligations is a critical factor in shaping deals. This course reviews the fundamentals of debt contracting, including the role of events of default, covenants, representations and warranties, debt priority, and security interests. It covers private and public orderings of debt restructuring: private workouts and bankruptcy reorganizations and liquidations. Topics to be covered include the distressed debt market, exchange offers, property of the estate, the automatic stay, the avoidance of prebankruptcy transactions, the treatment of executory contracts, the debtor’s governance structure during bankruptcy, asset sales, the financing of operations of bankrupt companies, the distressed debt market, the process of negotiating, voting, and confirming a plan of reorganization, and transnational and sovereign issues in bankruptcies.

Mutually Excluded Courses: Students may not receive credit for this course and Bankruptcy or Bankruptcy and Creditors’ Rights.

LAW 1298 v00 Global Anti-Corruption Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201298%20v00)
J.D. Seminar (cross-listed) | 2 credit hours
In 1977, the United States adopted the Foreign Corrupt Practices Act (“FCPA”) to combat bribery of foreign public officials. As with many U.S.-led initiatives, it was seen at the time as naïve, quixotic, myopic, and doomed to failure. A little more than 20-years later, the Organisation for Economic Co-operation and Development (“OECD”) adopted its Convention on Combating Bribery of Foreign Public Officials, and as required by the Convention, the countries of Western Europe promptly adopted organic statutes modeled, in large measure, on the FCPA.

In the ensuing decade and a half, prosecutions of corporations for foreign bribery have become perhaps the most important prosecutorial priority for the Department of Justice (“DOJ”) and Securities & Exchange Commission (“SEC”) and certainly the most financially lucrative U.S. prosecution initiative. Transnational investigations have become a staple of these prosecutions. All 10 of the largest FCPA prosecutions have occurred since 2008; of these, eight have involved foreign corporations.

This course will cover the development of U.S., international, and foreign initiatives against public-official bribery. Because (at least in the US) most of these cases have been resolved without litigation, we will focus on critical, unresolved issues, such as the FCPA’s definition of a foreign “instrumentality” and a “foreign official,” as well as the scope of U.S. extra-territorial jurisdiction. In addition to addressing the substance of foreign and international laws and conventions, we will explore the critical issues that arise from the growing trend in trans-national investigations and prosecutions, including double jeopardy, res judicata, and international data collection.

We will explore these issues through fact-based, real-world scenarios drawn, in large part, from the “Bonny Island” case, which involved a scheme by four international corporations to bribe three successive Nigerian presidents (as well as a constellation of lower-ranking officials) to secure multi-billion dollar contracts for the construction of an LNG facility in Nigeria. We will use this factual setting to frame class participation and in-class exercises and projects, with the goal of sharpening critical thinking, tackling complex legal questions in concrete factual settings, and honing advocacy skills.

Learning Objectives:

We have the following expectations of learning outcomes:

1. We expect each student to achieve mastery of the basic concepts underlying the US Foreign Corrupt Practices Act, including the basic statutory terms, the elements of the various offenses, and the scope of U.S. jurisdiction. In our experience, it is impossible to fully understand and discuss more challenging questions about the scope or application of the statute without mastery of the fundamentals.
2. We expect each student to gain an understanding of the roles and policies of the U.S. enforcement authorities, the Department of Justice and the Securities and Exchange Commission, and the manner in which FCPA cases are investigated, prosecuted, and defended, as well as how the U.S. enforcement agencies would approach a problem and what outcomes are likely to result.
3. We expect each student to gain an understanding of the global enforcement landscape for anti-corruption. Students are expected to achieve a basic understanding of the OECD Convention on Bribery, other international anti-bribery conventions, and the leading state laws, including the Brazil Clean Companies Act, the UK Bribery Act, and the French Sapin II. Students will also gain an understanding of the role of the World Bank and other multi-lateral development banks in the worldwide scheme.
4. We expect students to learn the basic principles of anti-corruption laws, including the basic statutory terms, the elements of the various offenses, and the scope of U.S. jurisdiction. In our experience, it is impossible to fully understand and discuss more challenging questions about the scope or application of the statute without mastery of the fundamentals.
Addressing corruption has become a global priority. The growing number of high profile cases involving the abuse of public power for private gain has generated moral outrage, particularly at a time of rising inequality. Moreover, there is an emerging consensus that systemic corruption not only undermines a country’s economic performance but can also lead to political instability and armed conflict. The course will examine the societal impact of public sector corruption and the efficacy of the criminal, regulatory and administrative steps that are being taken to address it, both at the national level and international levels. The course will be interdisciplinary, focusing on the legal, political, economic and institutional dimensions of this highly complex problem.

Finding a universally accepted understanding of what we mean by “corruption” can prove elusive, and the course will begin by examining how lawyers and social scientists have approached this question. The course will then identify the environments that typically enable corruption to flourish, including natural resource economies and countries that are in economic and political transition. It will also assess the debilitating impact that corruption has on overall economic performance, inequality, poverty, political stability and national security.

Taking into account the above considerations, the course will identify the key ingredients of an effective anti-corruption strategy, emphasizing the importance of a holistic approach that includes not only effective criminalization and prosecution but also comprehensive regulatory and administrative reform. While legal obligations and best practices have been established at the international level that include many of these ingredients, evidence indicates that meaningful change only takes place when domestic conditions for reform are in place, which are often precipitated by a crisis. In that context, the course will include case studies of reform based, inter alia, on the experience of the IMF, focusing on the anti-corruption program implemented by Indonesia. Importantly, the course will also assess international efforts to address both the “supply” side of corruption (the provision of bribes to public officials by large corporations) and the problem of “concealment” (when banks in major jurisdictions assist in the laundering of the proceeds of corruption of foreign officials). These issues will be addressed through a close study of the OECD’s Anti-Bribery Convention and the 40 Recommendations on Anti-Money Laundering and Combating the Financing of the Financial Action Task Force. Corruption within the political system will also be examined, including explicit bribery of politicians, conflicts of interests, and private financing of political campaigns (sometimes referred to as “legalized corruption”). Finally, the course will assess the merits of proposals to establish an International Court on Corruption.

Learning Outcomes

By the end of the course, students will have gained an understanding of those crimes that the international community does (and does not) generally accept as constituting corruption - and why there continues to be a debate on this important definitional question. They will also gain insight into the political and economic circumstances that most typically give rise to corruption and the debilitating impact that this problem can have on society. In terms of the design and implementation of an anti-corruption strategy, students will learn about the key elements of the most relevant anti-corruption conventions and international best practices, including the UN Convention Against Corruption. They will have sufficient knowledge to discuss in depth both the efficacy and limitations of these instruments, taking into account the importance of the domestic political environment. Students’ understanding of these issues will be
LAW 191 v02 Global Law of Work (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20191%20v02)
J.D. Course | 3 credit hours
The law of work is an increasingly important aspect of the global economy. Knowledge of this subject is useful in representing companies, unions, employees, governments and non-governmental organizations. Themes developed in the course also are central to understanding the relationship between law and globalization more broadly. We will study hard and soft law in the various forms in which it operates trans-nationally, including domestic law with foreign effects; public and private international law, such as human rights and trade law; and private codes of corporate social responsibility. The International Labor Organization (ILO), which is a touchstone in the course, is an especially interesting institutional case study. It is the world’s oldest international organization, with 180 member countries giving it near-universal representativeness, and its inclusion of governing roles for civil society groups – unions and employer associations – makes it unique among international institutions. Attention will be given to subordination of documented and undocumented migrants, women, and child laborers.

LAW 854 v00 Income Tax Accounting (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20854%20v00)
LL.M Course | 2 credit hours
Covers accounting methods and accounting periods. The course examines a broad range of subjects concerning the timing of income and deductions under Subchapter E of the Internal Revenue Code. Topics include requests to change methods, inventories (including costing, valuation, and the requirements for maintaining inventories), principles of income recognition, prepaid income, cash equivalency and constructive receipt, special methods involving long-term contracts, depreciation, estimated expenses, prepaid expenses, and expensing versus capitalizing costs. These topics are analyzed from both a technical viewpoint and a tax policy perspective.

Prerequisite: Federal Income Taxation (formerly Taxation I), but a knowledge of financial accounting is not necessary for this course.

Note: This class, Income Tax Accounting, is required for U.S.-trained students pursuing the Taxation LL.M., and for U.S. and foreign-trained students in the Executive Taxation LL.M. and MSL Taxation degrees. This class is not required for on-campus Taxation LL.M. students trained outside the U.S.

This is an online-only course, and there are no live on-campus sessions. The class is asynchronous but requires weekly assignment submissions. Only students enrolled in the LLM in Taxation, Executive LL.M. in Taxation, the Executive LL.M. in Securities & Financial Regulation, and the MSL in tax program may register for this course. All J.D. students may not enroll in this course.

LAW 773 v00 Initial Public Offerings (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20773%20v00)
LL.M Course (cross-listed) | 2 credit hours
The course will be a “soup to nuts” securities offering course, focusing on the legal aspects of conducting an IPO for a U.S. issuer on a Form S-1 and advising the issuer about its future responsibilities as a newly public company. Young lawyers entering a securities practice often find that their knowledge of securities-law principles does not always prepare them for day-to-day challenges of practice in this area. This course is designed to fill those gaps by providing students with an understanding of the securities offering process as well as the tools and skills needed to perform tasks required to work on securities offerings.

The major topics that will be covered include laws relating to securities offerings, listing on the New York Stock Exchange, underwriters and liabilities, underwriting agreements and the agreement among underwriters, financial statements, accounting issues, comfort letters, the securities act registration process (including the SEC comment and review process), law firm opinions and post-closing reporting obligations. The course will also provide an in-depth analysis of certain sections of the Form S-1, including the Management’s Discussion and Analysis of Financial Condition and Results of Operations section and the risk factors section.

Prerequisite: Corporations; Securities Regulation.
LAW 955 v00 International Bankruptcy (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20955%20v00)

LL.M Course | 2 credit hours
This course deals with the issues presented when a business with assets or debts in more than one country is seeking to restructure its financial obligations. The course will cover new Chapter 15 of the United States Bankruptcy Code and will also examine business bankruptcy developments in other countries.

Note: J.D. students may not enroll in this course.

The first class will meet Tuesday, January 18th and the last class will meet Tuesday, April 12th. Class on February 22nd (faculty retreat) requires attendance. Attendance on March 15th (spring break) is optional. Withdrawals are permitted up until the last class for this specific course. This course is co-taught by Professor Morabito from Georgetown Law and Professor Lapowsky from Penn Law. Professor Morabito will provide the Zoom link for the course. Students at Georgetown will be able to see and hear the lecturer and direct questions to him. There will be class during Georgetown spring break; however, that class session will be taped and Georgetown students will review the tape individually, or may review it together at a mutually agreed date and time. Please LL.M. Academic Services if you have any questions about the course format or content (LLMAS@georgetown.edu). Note: Students must attend all classes at Georgetown Law unless otherwise noted. This course is mandatory pass/fail.

LAW 3105 v00 International Business Compliance (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203105%20v00)

LL.M Course (cross-listed) | 2 credit hours
This course addresses the critical role of legal compliance in conducting international business. It will explore how compliance law, based on theories and principles of corporate governance and risk management and applied in the context of substantive laws, is used to develop systems of deterrence management. Topics will include: the history and development of compliance, risk management, specific areas of compliance such as information/data security, anti-corruption law, economic sanctions, and financial sector regulations, and particular challenges related to global compliance.

At the end of the class, students should be capable of: understanding how a global company assesses and manages risk and the key elements of an effective global compliance system; the relationship between corporate culture and compliance; how compliance enforcement functions both within a company and externally; the compliance function and the roles of lawyers and compliance officers; basic concepts in several areas of compliance law such as data security, economic sanctions, financial regulation, and anti-corruption law; recognizing third party risks a company may face; and understanding particular problems that face global companies and how the law is developing to harmonize across borders.

Course requirements include class participation, a short paper along with class presentation, and a two hour open-book take-home exam.

Recommended: Previous enrollment in corporations/business organizations or other business transactions course.

LAW 240 v01 International Business Negotiations (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20240%20v01)

J.D. Seminar | 3 credit hours
This course is structured around a semester-long, simulated negotiation exercise in which the students in this class will represent a US pharmaceutical company (KJH Pharmaceutical Corporation) and the students in a similar class, at the University of Dundee in Scotland, will represent an African agricultural production company (Malundian Cassava Corporation). The two companies are interested in working together to exploit a new technology developed by KJH Pharmaceutical that uses the cassava produced by Malundian Cassava Corporation. The form of their collaboration could be a joint venture, a licensing agreement or a long term supply contract. The negotiations will take place through written exchanges and through live negotiation via videoconference. Substantive law issues related to the transaction, as well as negotiations strategy and related issues, will be addressed in this class.

The purpose of the course is to provide students with an opportunity (i) to gain an introduction to transactional law and experience the sequential development of a business transaction over an extended negotiation, (ii) to study the business and legal issues and strategies that impact the negotiation, (iii) to gain insight into the dynamics of negotiating and structuring international business transactions, (iv) to learn about the role that lawyers and law play in these negotiations, (v) to give students experience in drafting communications, and (vi) to provide negotiating experience in a context that replicates actual legal practice with an unfamiliar opposing party (here, the students at Dundee).

The thrust of this course is class participation and active involvement in the negotiations process. Students are expected to spend time outside of class, working in teams, to prepare for class discussions involving the written exchanges as well as preparing for the live negotiations. Class discussions will focus on the strategy for, and progress of, the negotiations, as well as the substantive legal, business and policy matters that impact on the negotiations. Grades will be based on participation in the exercises, students’ diaries, and a final paper.

Recommended: Prior or concurrent enrollment in Corporations.

Mutually Excluded Courses: Students may receive credit for this course and the graduate course International Negotiations Seminar (LAW/J/G-958). Students may NOT receive credit for this course and the J.D. course International Negotiations Seminar (LAW/J/G-240).

Note: Students may not withdraw from this class after the add/drop period ends without the permission of the professor.

Due to the coordination with the class in Dundee, Scotland, this class does not cancel even if Georgetown Law is closed. In the event of a weather closing, this class will be held via conference call dial-in.
LAW 240 v02 International Business Negotiations
This simulation course is structured around a semester-long negotiation exercise in which the students on one team of lawyers will be negotiating with students on another team of lawyers. One team will represent an African agricultural production company (Malundian Cassava Corporation) and the other team will represent a multi-national pharmaceutical company (KJH Pharmaceutical Corporation). In the simulation, the two companies are interested in working together to exploit a new technology developed by KJH Pharmaceutical that requires use of a plant crop (cassava) produced in Malundi and sold by Malundian Cassava Corporation. The form of their business collaboration could be a joint venture, a licensing agreement, or a long-term supply agreement. The negotiations will take place through written exchanges and through online negotiation sessions. Substantive legal topics related to the transactions, as well as to the process of international negotiation and related issues, will be covered in this course. The goals of this course are (i) to introduce students to transactional law and practice, (ii) to provide negotiations training and experience in the context of international transactional practice, and (iii) to develop legal practice skills. Students will apply their legal and non-legal knowledge in the role of lawyers negotiating an international business transaction, within the controlled environment of the classroom. This experiential course is built around active involvement in the transactional negotiations process. Students may expect to spend some time outside of the class meetings working in teams to prepare the written exchanges and prepare for the negotiations. Class meetings will focus on the strategy for and the process of the negotiations as well as on many of the substantive legal, business and policy issues that arise in the course of business negotiations. Grades will be based on 1) written self-evaluation “journal” entries and 2) a final paper (see “Course Requirements” below).

Recommended: Prior or concurrent enrollment in Corporations and Contracts.

Mutually Excluded Courses: Students may receive credit for this course and the graduate course International Negotiations Seminar (LAW/JG-958). Students may NOT receive credit for this course and the J.D. course International Negotiations Seminar (LAW/JG-240) or the graduate course International Negotiations (LAW/JG-3029).

Note: In addition to the 2-hour Monday classes, this class has five Saturday sessions (see times below). These sessions are devoted to the live negotiations. Due to the Saturday sessions, the Monday sessions will end earlier in the semester.

NOTE: In the event of a weather closing, this class may be held via conference call dial-in.

LAW 876 v04 International Business Transactions
This three credit course is an introductory survey of legal issues that arise in connection with international business transactions. Subjects covered include: (1) laws and treaties involved in cross-border business transactions; (2) core international business transactions, including international sales and letters of credit, non-establishment (agency, distribution, contract manufacturing, franchising, licensing) and establishment (branch, subsidiary, joint venture) forms of doing business, equity and debt/project finance transactions, and mergers and acquisitions; (3) fundamental legal concepts such as choice of law, choice of forum, jurisdiction, investment protection (expropriation), anti-corruption and competition regulation, and dispute resolution, focusing on litigation and arbitration, (4) the transfer and protection of intellectual property, and (5) corporate social responsibility.

The learning outcomes for this International Business Transactions course include: (1) basic knowledge and understanding of (a) substantive and procedural laws concerning international business transactions, and (b) the role of private and public international law in the conduct of international business; and (2) international legal analysis and reasoning, problem solving, professional skills, and written and oral communication in the context of international business transactions.

Recommended: International Law I: Introduction to International Law; a course in Finance or Securities Regulation.

Mutually Excluded Courses: Students may not receive credit for both this course and International Business Transactions and International Dispute Resolution or the J.D. courses, International Business Transactions or International Economic Law.

LAW 876 v07 International Business Transactions
An introductory survey course examining transactional and litigation issues faced by international businesses. The goal of this course is to familiarize students with the broad scope of issues affecting international business prior to the students choosing other courses for further specialization and to introduce students to analytical tools used by lawyers who advise on matters related to international business. Topics will include the international sale of goods (including letters of credit), international contract issues, cross-border financings (including letters of credit and bank financings), and international investments. Litigation topics will be related to the transactional issues covered and will include a special emphasis on contract rights and remedies, choice of law, choice of forum, and international arbitration.

Recommended: International Law I: Introduction to International Law (or the equivalent International Law I).

Mutually Excluded Courses: Students may not receive credit for both this course and International Business Transactions and Dispute Resolution or the J.D. courses, International Business Transactions or International Economic Law.
International Business & Economic Law LL.M.

LAW 876 v10 International Business Transactions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20876%20v10)
LL.M Course | 3 credit hours
An introductory course examining transactional and litigation issues faced by international businesses. The goal of this course is to familiarize students with the broad scope of issues affecting international business prior to the students choosing other courses for further specialization and to introduce students to analytical tools used by lawyers who advise on matters related to international business. Emphasis is given to the actual practice of international business law. Topics will include the international sale of goods (including letters of credit), international contract issues, cross-border financings (including letters of credit and bank financings), and international investments including project finance. Litigation topics will be related to the transactional issues covered and will include a special emphasis on contract rights and remedies, choice of law, choice of forum, and international arbitration.

Recommended: International Law I: Introduction to International Law (or the equivalent International Law I).

Mutually Excluded Courses: Students may not receive credit for both this course and International Business Transactions and Dispute Resolution or the J.D. courses, International Business Transactions or International Economic Law.

Note: For the Spring 2022 semester, mandatory first class attendance rules will not be enforced for this course. Enrolled students will not be dropped if not in attendance at the start of the first class, and waitlisted students will remain eligible to be admitted off the waitlist if not in attendance at the start of the first class.

LAW 1380 v00 International Economic Law & Policy Colloquium (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201380%20v00)
J.D. Seminar (cross-listed) | 2 credit hours
The International Economic Law & Policy Colloquium offers students a new and rigorous research platform for understanding the theory of international economic law and participating in policy analysis. Students will participate alongside graduate students, fellows and visiting scholars at the Institute of International Economic Law at weekly luncheons with outside speakers and help create, and potentially author, research and policy-oriented products for the Institute of International Economic Law.

Students will be expected to 1) write brief response papers for occasional presenters hailng from the academy, government and the public policy community 2) help curate and prepare a monthly "IEL In the Know" newsletter for lawyers, regulators and financial authorities and 3) provide one 2-5 page brief on a specific policy issue concerning a relevant matter of international economic law. The best issue briefs will be included for publication by IIEL and distributed to policymakers in Washington D.C. and abroad. Topics covered include international trade, financial regulation and enforcement, monetary affairs and tax.

Recommended: Ideally students will have taken an advanced course in either a) International Trade and Arbitration b) business law (e.g., Securities Regulation, Bankruptcy, International Business Transactions, or International Finance) or c) International Tax.

LAW 1260 v00 International Economic Law Practicum (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201260%20v00) (Project-Based Practicum)
J.D. Practicum | 4 credit hours
In this project-based practicum course focused on international economic law, primarily international trade and investment law, students will participate in a seminar and will work throughout the semester on a project done on behalf of a developing country government, an international organization, an NGO or an SME under the supervision of their professor(s) and in conjunction with expert mentors. Students will participate in a weekly seminar with two-hour sessions (during some weeks, primarily at the start of the semester and around the middle and end of the term, the seminar meets two or three times, other weeks, the seminar does not meet and only team meetings take place) and carry out 10 hours/week of project work under the direction of the course professors.

SEMINAR: This practicum offers a unique opportunity to thoroughly analyze international trade and investment law, as well as broader issues of international economic law, and jurisprudence through a combination of practice and theory. The practicum has three goals. First, to enhance students’ substantive legal knowledge of international economic law, not only through traditional in-class teaching but also through hands-on work on a specific legal project of high practical importance for their “beneficiary.” Second, the practicum aims to improve students’ professional skills to become successful lawyers, including the ability to analyze complex legal problems, to apply the law to a set of facts, to interact with beneficiaries, to work in groups with other lawyers across cultures and language barriers, to convincingly make oral presentations, to write legal memos or submissions, and to adapt the explanation of legal expertise to a diverse audience. Third, the practicum aims to stimulate personal skills and aspirations of students and to make them aware of professional opportunities in the international law field and discover new challenges. Through interactions with students from diverse background and a diversity of “beneficiaries”, often from other countries and legal systems, participants will build inter-personal skills, learn about other legal, economic, and social systems, and experience the challenges and needs of a wide variety of stakeholders affected by international economic law, extending well beyond traditional issues and stakeholders.

PROJECT WORK: Students will work in small groups (“project teams”) and under the close supervision of one or more Professors (“Supervising Professors”), invited experts (“Mentors”) and the Teaching Assistant (TA) on specific legal questions related to international economic law (IEL) coming from “real clients” (“beneficiaries”) such as international organizations, governments, SMEs or NGOs. In addition, introductory sessions by Mentors will be held to provide substantive background to the respective topics, as well as sessions to improve research and legal writing skills. At the end of the semester, the groups will submit written legal memos or other work products and orally present their projects in class in the presence of the beneficiary and other invited guests. To get an idea of the types of projects done in previous years, see www.tradelab.org (https://www.tradelab.org).

The practicum is part of the broader TradeLab network and operates in collaboration with TradeLab (www.tradelab.org) to enable beneficiaries to submit projects, to facilitate the operation of the teams and to promote the completed work to the public. TradeLab is an online platform that allows countries, NGOs and other smaller stakeholders easy and smart access to legal talents in the field of trade and investment law, allowing these actors to reap the full development benefits of global trade and investment rules by making WTO, preferential trade and bilateral investment treaties work for everyone.

Prerequisite:
LAW 166 v00 International Efforts to Combat Corruption Seminar
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %20166%20v00)
J.D. Seminar (cross-listed) | 2 credit hours
International anti-corruption has become an increasingly “hot topic” among lawyers and policymakers: governments, international organizations, and technical experts all identify corruption as a serious impediment to comprehensive economic development. If left unchecked, corruption threatens to undermine the effectiveness of development initiatives in both the public and private sectors. Growing enforcement of legal instruments such as the Foreign Corrupt Practices Act and the UK Bribery Act have placed anti-corruption squarely on the agenda of a wide variety of transnational organizations. With so many variant actors invoking the importance of anti-corruption, lawyers must not only have a working knowledge of what corruption entails, but also understand how the development of an international anti-corruption legal framework is changing the way business is conducted in a global economy.

This course explores the international legal framework of anti-corruption, the scope of anti-corruption instruments, the methodologies employed by international actors enforcing these instruments, and the policy dilemmas implicated by these endeavors.

Given the dynamic nature of anti-corruption initiatives, the course presents an interdisciplinary, interactive approach to the subject matter. The class will introduce and discuss perspectives from academic texts, policy papers and media. It is hoped that this broad-based approach will provide students with a strong theoretical foundation in anti-corruption law, foster a practical understanding of international anti-corruption work, and inspire students to integrate this avenue of study into their future professional endeavors.

Students will complete a research paper 20-25 pages in length.

Learning Objectives:

By the end of this course, students will have a working knowledge of the role anti-corruption policy and political institutions (i.e., FCPA, OECD, and UNCAC) play in the field of anti-corruption. Students will be able to engage in professional discussions on the historical context of international anti-corruption efforts, the state of the current political and international climate, and the future of anti-corruption by making connections between past policy and current events. Students will be able to articulate original views, back them up with research and defend them through strategic thinking by engaging with guest-lecturing practitioners and the final oral presentation. Students will further deepen their knowledge on a particular topic within the field by conducting a research paper in which they will need to provide insightful analysis making connections among historical and current policies, institutions, and governments.

Recommended: Prior or concurrent enrollment in at least one course in private or public international law might be helpful but is not necessary.

Mutually Excluded Courses: Students may not receive credit for this seminar and Global Anti-Corruption Seminar.

LAW 958 v00 International Negotiations Seminar
(http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %20958%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
After introductory lectures on negotiation theory and practice, the seminar students will be divided into teams for a series of simulated negotiations covering government-to-government, government-private and transnational private negotiations. Student performance in these negotiations and class discussions will comprise most of the course grade; no research paper or examination is required.

Mutually Excluded Courses: Students may receive credit for this course and International Business Negotiations. Students may NOT receive credit for both this course and International Negotiations or the J.D. course, International Negotiations Seminar.

Note: FIRST CLASS ATTENDANCE IS MANDATORY. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist.

NOTE: For the Fall 2021 semester, mandatory first class attendance rules will not be enforced for this course. Enrolled students will not be dropped if not in attendance at the start of the first class, and waitlisted students will remain eligible to be admitted off the waitlist if not in attendance at the start of the first class.
LAW 2021 v00 International Oil & Gas Industry: Legal and Policy Seminar
(https://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202021%20v00)
LL.M Seminar (cross-listed) | 1 credit hour
The scramble to secure steady supplies of inexpensive energy to generate electricity and to power industry and transport has defined much of the twentieth and, thus far, twenty-first centuries. Climate change and renewable energy (appropriately) dominate the discussion today, particularly in the developed world, but, absent a major unforeseen technological breakthrough, non-renewable sources such as oil and natural gas are still expected to meet the majority of the world’s energy needs for decades to come (according to the US Energy Information Administration, 82% of energy consumed worldwide will still come from non-renewable sources in 2050).

The oil and gas industry lies at the intersection of global business, international law, geopolitics, the environment and particularly in the developing world, economic development. This seminar will address the international legal norms and public policy principles that have shaped, and continue to guide, this industry. It is designed for students interested in careers in energy, energy policy, project finance, international arbitration, environmental regulation or development – whether for a law firm, energy company, NGO, international organization or government – as well as students simply interested to learn more about an industry that impacts our daily lives in countless ways.

**Note:** NOTE FOR THE SUMMER 2021 SECTION: This professor has committed to teaching this course from the classroom on campus. Students may participate in-person or remotely.

**FIRST CLASS ATTENDANCE IS MANDATORY.** Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course. This course is mandatory pass/fail and will not count toward the 7 credit pass/fail limit for J.D. students.

LAW 673 v01 International Trade and Investment Litigation and Strategy
(https://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20673%20v01)
LL.M Seminar (cross-listed) | 2 credit hours
This course will teach students the practical aspects involved in litigation of international trade and investment disputes. Its goal is to prepare students entering either private practice or government service to handle complex litigation in those fields. The course will provide a comparative analysis of the dispute settlement mechanism of the World Trade Organization (WTO) and Investor-State arbitration. While it will focus on procedural issues and case management, the first sessions will provide an overview of the legal framework of the multilateral trading system and investment treaty law. It will identify and analyze each phase of the proceedings of WTO disputes (under the Dispute Settlement Understanding) and of investor-State arbitrations (mainly under the arbitration rules of the International Centre for Settlement of Investment Disputes and Chapter Eleven of the North American Free Trade Agreement). Some of the topics that will be covered include: pre-trial preparation, formal initiation of a dispute, constitution of panels and tribunals, discretionary procedural issues, evidentiary issues, jurisdictional and other preliminary objections, written pleadings, conduct of hearings, use of witnesses and experts, awards and rulings, recourses, implementation and enforcement, and in general case management. The analysis and discussions in class will be based on treaty text, jurisprudence and the practical, hands-on experience of the professors. Guest-speakers – including practitioners, government officials, or staff from relevant international organizations – will be invited to a few sessions. Students will be expected to participate in class discussions and in simulations.

**Recommended:** Basic courses in public international law and international trade.

LAW 2036 v00 Introduction to Contracts
(https://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202036%20v00)
LL.M Course | 3 credit hours
This course will introduce students to a substantive area of American law: contracts. This course exposes students to the major themes in contract law. Specifically, we will cover contract formation, breach of contract, and contract remedies. Focusing exclusively on the common law, this class will familiarize students with the basic concepts of offer, acceptance, consideration, performance, breach, remedies, and third party issues.

**Learning objectives:**
To understand the fundamental principles of the law of contracts.

**Note:** This course is only open to foreign-educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree).
LAW 1469 v00 Merger Antitrust Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%201469%20v00)
J.D. Course (cross-listed) | 4 credit hours
This is a course on identifying and resolving antitrust problems that arise in mergers and acquisitions. Using case studies of contemporary transactions ranging from simple negotiated acquisitions to hard-fought contested takeovers, we will examine anticipating antitrust problems and identifying possible defenses and solutions at the early stage of a deal when information is typically scare, performing more detailed analyses when more information becomes available, organizing the prosecution/defense of a transaction, navigating the DOJ/FTC merger review process, anticipating and structuring consent decree settlements, litigating merger antitrust cases, and negotiating provisions in merger agreements to allocate antitrust risk between the parties. The case studies will include such recent high-profile transactions as Hertz/Avis Budget/Dollar Thrifty, Halliburton/Baker Hughes, Staples/Office Depot, American Airlines/USAir, Comcast/NBCUniversal, Anheuser-Busch InBev/Grupo Modelo, Anthem/Cigna, and Nielsen/Arbitron. The course will be sufficiently self-contained for students interested in business combinations who have not taken an antitrust course. There will be several short graded assignments throughout the course and a three-hour, open book, take-home examination at the end of the course.

Learning Objectives:
By the end of the course, a diligent student should be able to do the following:

1. Perform a preliminary merger analysis, spotting at a high-level both potential substantive issues and possible remedies, in common transaction scenarios involving public companies given only publicly available facts.

2. Describe the merger review process from the filing of an HSR premerger notification report through a preliminary investigation, second request investigation, and final arguments to the heads of the investigating agency. If the agency concludes that the deal has antitrust problems, be able to describe the process for negotiating consent decree relief.

3. Understand the major theories of antitrust harm that apply to mergers and acquisitions and the major types of defenses available to the merging parties and be able to apply them to an arbitrary transaction.

4. Structure a merger antitrust challenge (as the investigating staff) and a merger antitrust defense (as defense counsel) before the decision-making officials at the DOJ and FTC.

5. Anticipate and structure a consent decree remedy minimally satisfactory to the DOJ and FTC in light of their expressed concerns about a transaction.

6. Describe the basic considerations and timing implications of litigating a merger antitrust case, the standards for granting preliminary and permanent injunctive relief, what the government and the merging parties each must show to prevail, and the allocation of the burden of proof (both persuasion and going forward) between the two sides, and the strategic and tactical implications of these factors to the prosecution and defense of a merger antitrust case in court.

7. Describe the legal and strategic significance of the antitrust-relation provisions in an Agreement and Plan of Merger (e.g., reps and warranties on antitrust-related consents and approvals, merger control and litigation conditions precedents, general efforts covenants, conduct of business covenants, merger control filing covenants, investigation and litigation cooperation covenants, shift-shifting covenants (including covenants to divest businesses or assets if necessary to avoid an agency challenge or settle a litigation), antitrust reverse termination fees, purchase price

LAW 434 v02 Mergers and Acquisitions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20434%20v02)
J.D. Course (cross-listed) | 3 credit hours
This course draws on legal principles and financial economics to understand mergers and acquisitions. The class will cover incentives for deals and constraints on them arising from both law and economic factors. Valuation and judicial review of defensive tactics, for example, are included in the topics to be studied. Individual and team assignments may be included as part of the class.

Prerequisite: Corporations.

Mutually Excluded Courses: Students may not receive credit for both this course and Takeovers, Mergers, and Acquisitions.
LAW 3092 v00 Modern Ethics and Compliance Concepts in Business
(https://curriculum.law.georgetown.edu/course-search/?keyword=LAW %203092%20v00)
LL.M Seminar (cross-listed) | 1 credit hour
This course will cover the concepts and components that form the basis for an organization to implement a modern ethics and compliance program. This will use current examples on failures in organizations and discuss how an ethics and compliance program could have prevented or minimized the conduct.

By the end of the course, students should:

1) have a mastery of the basic elements of an effective compliance program (see U.S.S.G and OIG 7 elements) along with a basic understanding of how a risk-based assessment guides practitioners in building modern compliance programs; 2) have a basic knowledge of the relevant laws, regulations and guidances (including FCPA, UK Bribery Act, OECD Anti-bribery convention) that enforcement organizations, agencies and/or courts would apply to hold organizations/individuals accountable for ethics/compliance failings; 3) have a basic understanding of the tools used to help organizations implement an effective ethics and compliance program (from assessment frameworks, code of conduct, policies and procedures, to internal investigations, training approaches and hotlines, due diligence and screening tools); and 4) using real-world scenarios and case studies, gain a deeper understanding of the issues faced by modern organizations and how compliance programs are tailored to address current and emerging risks (such as data privacy concerns) and exhibit an ability to combine law, theory and tools to analyze how to mitigate ethical or compliance risk facing an organization.

Note: NOTE: In the Fall 2021 semester, this course will take place online via Zoom (https://www.law.georgetown.edu/wp-content/uploads/2021/08/Online_Class_21_Students.pdf).

ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.

LAW 2070 v00 National Security Business Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW %202070%20v00)
LL.M Course (cross-listed) | 2 credit hours
National Security Business Law explores important legal issues arising out of the U.S. government’s reliance on the private sector for its national security capacity and capability. The course will include sections focusing on: (1) Privatization and insourcing/outsourcing issues for the U.S. government in the national security arena; (2) Government contracts issues in national security work, including contract competition and protests; performance issues, disputes and terminations; torts and national security; and how the U.S. Government holds contractors accountable; (3) Export controls issues, including those relating to the State Department’s regulation of defense items, the Commerce Department’s regulation of “dual use” items, and the regulation by Treasury and other agencies of sanctioned and listed entities; and (4) Classified information and the private sector, including the structure of the National Information Security Program, processes for acquisition and maintenance of facility and personnel clearances, and special issues within this area such as mitigation of foreign ownership, control and influence.
enrolled in the course, whichever is later. Students who drop the course due to COVID-19 symptoms, isolation, quarantine, or other disruptions.

There is a course materials fee for this course, which covers outside vendor materials purchased on behalf of all enrolled students (these exercises). This fee is posted to your student account in August (for Spring 2022 semester. Graduating students are encouraged to ensure

NOTE: Mandatory attendance rules will be enforced for this class for the Spring 2022 semester. Graduating students are encouraged to ensure

**Learning Objectives:**

- Familiarization with negotiation and mediation theory, concepts and principles.
- Deepening of behaviors, processes and mindsets required for effective negotiation and mediation.
- Sharpening skills in the areas of listening, asking questions, creative thinking, and persuasive communication.
- Engaging in reflective practice.
- Awareness of the role that assumptions, differences (e.g., culture, gender) and psychology play in shaping negotiation/conflict dynamics.

**Mutually Excluded Courses:** Students may not receive credit for both this seminar and the Negotiations Seminar, Negotiations Seminar (LLM), Negotiations Seminar (LLM - Week One), Mediation Seminar, or Mediation Advocacy Seminar.

**Note:** ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

NOTE: Mandatory attendance rules will be enforced for this class for the Spring 2022 semester. Graduating students are encouraged to ensure

**LAW 1482 v01 Negotiations and Mediation Seminar**

J.D. Seminar (cross-listed) | 3 credit hours

All lawyers, irrespective of their specialty, must negotiate. This intensive, interactive seminar will explore the theoretical and practical aspects of negotiating and mediating transactions and disputes in our legal system. The goal is to improve students' understanding of negotiation and mediation as well as their ability to negotiate effectively.

Students will learn to negotiate by studying the negotiation theory, concepts and principles, and by participating in simulations and exercises from a variety of practice areas. The simulations are designed to familiarize students with the negotiating and mediation processes, sensitize them to their own negotiating behaviors, teach them how to use a mediator in aid of their negotiations, and raise a number of ethical and practical questions. Through in-class negotiation and mediation exercises, students will develop and sharpen skills in the areas of listening, asking questions, creative thinking, and persuasive communication.

Through in-class negotiation exercises, students will develop and sharpen skills in the areas of listening, asking questions, creative thinking, and persuasive communication. Class lectures and discussions will focus on such topics as the difference between competitive and integrative bargaining, the psychological and ethical dimensions of negotiations, and the importance of context in choosing negotiation strategies. Students will be videotaped while conducting at least one of their negotiations, followed by instructor evaluation and feedback.

Grades are based on the quality of student participation, several short “think pieces” and journal entries based on in-class experience, readings and lectures, and a final 10-15 page paper.

The Workshop is intensive (9:00 a.m. - 4:30 p.m. for six sessions spread over two weekends). Full attendance and participation is required at all six sessions.

**Mutually Excluded Courses:** Students may not receive credit for both this seminar and the Negotiations Seminar, Negotiations Seminar (LLM), Negotiations Seminar (LLM - Week One), Mediation Seminar, or Mediation Advocacy Seminar.

**Note:** ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

NOTE: Mandatory attendance rules will be enforced for this class for the Spring 2022 semester. Graduating students are encouraged to ensure

**LAW 741 v00 Pre-Negotiation Strategies for Cross-Border Transactions**

LL.M Course (cross-listed) | 2 credit hours

As economies globalize and organizations increasingly form cross-border relationships, there should be more focus on problems facing legal practitioners caused by cross-cultural differences. While international transactions comprise of distinct phases, the aim of this course is to explore the importance of pre-negotiation phase of international transactions. The legal training in the United States tend to devote far too little time and attention to the pre-negotiation phase than most of our counterparts from other countries. American lawyers generally want to “dispense with the preliminaries” and “to get down to cases” at the negotiation table. For seasoned lawyers and executives, however, this phase of Pre-negotiation is the most important stage to determine whether they want to negotiate at all and, if so, what they will talk about, and how, when, and where they will do it. Without a proper pre-negotiation phase, one may not get to that negotiation table, let alone explore any dispute resolution mechanisms.

Pre-negotiation phase can be characterized by information-gathering efforts to evaluate the parties’ interests and comprises of a process entailing rational choice to pursue negotiation or not. This course, “Pre-negotiation Strategies,” will attempt to introduce an analytical framework for understanding and formulating culturally responsive legal strategies for international lawyers. This highly interactive class will utilize case studies as well as various international agreements to highlight the importance of evaluating and analyzing the negotiating environment before it actually takes place. The course will address the need for practitioners to research and identify certain cultural mores and behavioral patterns in dealing with an unfamiliar culture as well as examine foreign bureaucracies, foreign laws, and multiple currencies in order to develop cross-culturally sensitive strategies in international transactions.

Active in-class participation and simulations will be required.

**Note:** First class attendance is strongly encouraged.
LAW 3115 v00 Principles of U.S. Financial Regulation

LL.M Course | 2 credit hours
As the global financial system has grown increasingly sophisticated and interconnected, U.S. financial regulation also has become more complex and layered. This course will introduce students to the foundations of the U.S. financial regulatory system and explore how regulation has developed over time.

The course will include an overview of the structure of financial regulation in the U.S. and discuss the history and purpose of the relevant agencies’ authorities and missions. In particular, using the most recent global financial crisis and the subsequent regulatory response as examples, the course will address the ability of the Federal financial regulators to address systemic risks. As part of this analysis, we will examine how effective financial regulation can contribute to systemic stability, consumer and investor protection, market efficiency, the prevention of financial crime, and more. In addition, the course will consider remaining potential sources of failure in the U.S. financial regulatory system and how these weaknesses could be addressed.

Note: This class is only open to foreign educated LL.M. students (i.e., those students who do not have a U.S. J.D. degree). Students in the second year of the Two-Year LL.M. Program should write an email to hoffmanc@law.georgetown.edu by July 30, 2021 if they would like to enroll in this section.

LAW 845 v00 Private Equity, Hedge and Other Private Funds

LL.M Course (cross-listed) | 2 credit hours
This course provides you with an in-depth look at the structure of, and law applicable to, private funds, which are pooled investment vehicles not generally available for investment by the retail public. The focus of the course will principally be on private equity and hedge funds.

The course will follow the story of a group of friends/entrepreneurs that decides to form an investment management firm — Whispering Pines Capital Management LLC (“Whispering Pines” or the “Firm”) — to manage both a private equity fund — Whispering Pines Capital Partners LP (“WPCP”) — and a hedge fund — Whispering Pines Opportunistic Fund L.P. (“WPOF”). We will meet these entrepreneurs as they form Whispering Pines and develop the investment strategies for WPCP and WPOF (collectively, the “Funds”). We will consider their business goals and the challenges presented to the group in establishing and operating Whispering Pines and the Funds. We will look specifically at matters such as: establishing the business role of each member of the group; developing the day-to-day operations of the Firm; formulating the investment strategies that the Funds will follow; marketing interests in the Funds to potential investors; developing compliance procedures and processes for the Firm and the Funds; and responding to external events affecting the Firm and the Funds.

We will see early during the semester that the operation of the Firm and the Funds necessitates a deep appreciation for, and knowledge of, a host of applicable laws. Dealing with all of those laws is well beyond the scope of the course. We will instead focus on what can be considered the central core of the law applicable to the Firm and the Funds.

We will begin our consideration of applicable law by looking at the Investment Advisers Act of 1940 (the “Advisers Act”), which effectively regulates the Funds indirectly through regulating the Firm. The course will then examine the exclusions and exceptions under the Investment Company Act of 1940 (the “1940 Act”) potentially available to the Funds and the Firm in trying to operate beyond the reach of the 1940 Act.

The Advisers Act and 1940 Act classes will be in turn followed by a series of classes centered on business, marketing and drafting considerations faced by the Firm when organizing the Funds, including a “practicum” designed to simulate a negotiation of a “side letter agreement” between a prospective investor and WPCP. The next portion of the course will look at operational aspects, including in particular compliance obligations, related to managing the Funds, and the last segment of the course will include two practicums, the first involving an examination by the staff of the Securities and Exchange Commission (the “SEC”) of the Firm and the second involving a proposed transaction relating to the Firm and its business.

Prerequisite: Prior or concurrent enrollment in Securities Regulation.
LAW 995 v00 Public Health and International Investment Law (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20995%20v00)

LL.M Course (cross-listed) | 1 credit hour

The objective of this 1 credit course is to introduce students to the relationship between international laws governing foreign investment and efforts to protect and promote human health. The course will examine the extent to which bilateral investment treaties (BITs) and investment chapters in trade agreements limit domestic regulatory autonomy, particularly in the field of public health.

International investment law is comprised of over 3000 BITs, which govern the acceptance and treatment of foreign investment. BITs impose various rules limiting the freedom of domestic policy-makers, including rules governing national treatment, most-favoured-nation treatment (principles of non-discrimination), fair and equitable treatment, and expropriation. Foreign investors, including trans-national corporations, are increasingly using these rules to challenge domestic regulations such as public health measures.

The course will address:

1. the theoretical perspectives underlying the international law of investment and the concept of police powers (particularly the power to protect health);
2. the different types of legal tests used to determine the regulatory legitimacy of a measure as well as the impact of varying standards of proof on analysis of this type;
3. rules governing expropriation of property rights and the circumstances in which health and environmental health measures might be considered equivalent to expropriation;
4. rules governing fair and equitable treatment as used in determining the legitimacy of domestic regulatory measures;
5. rules governing non-discrimination and their potential impact on domestic health measures that are non-discriminatory in form;
6. rules governing arbitrary or discriminatory measures; and
7. procedural issues relating to the participation of civil society in the negotiation of investment treaties and the settlement of investment disputes.

There are no prerequisites for the course, although familiarity with international law or global health law is desirable. The course is ideal for students in the Global Health Law LLM program or for other students wanting a course on international investment law.

**Prerequisite:** Familiarity with international law or global health law is desirable, but not required.

**Note:** ATTENDANCE IS MANDATORY AT ALL CLASS SESSIONS. Enrolled students must be in attendance at the start of the first class session in order to remain enrolled. Waitlisted students must be in attendance at the start of the first class session in order to remain eligible to be admitted off the waitlist. All enrolled students must attend each class session in its entirety. Failure to attend the first class session in its entirety will result in a drop; failure to attend any subsequent class session in its entirety may result in a withdrawal.

**NOTE:** For the Spring 2022 semester, mandatory attendance rules will not be enforced for this course; students will not automatically be dropped or withdrawn upon missing a class session. Students who miss class due to COVID-19 symptoms, quarantine, isolation, or other disruptions should contact the professor(s). Regular attendance and participation in all class sessions is expected, and students may be withdrawn, at the request of the faculty, if absent without good cause. Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will

LAW 2054 v00 Regulation of Commodities and Derivatives Markets (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202054%20v00)

LL.M Seminar (cross-listed) | 2 credit hours

Survey of current regulatory and enforcement issues in commodity and derivatives markets; including environmental / climate change commodities, FinTech, energy, securities, forex and related derivatives trading, including swaps, futures, and options markets. Topics include: (1) overview of the history of derivatives and commodity trading generally; (2) the concepts of hedging and speculation; (3) development of derivatives regulation in the U.S. during the 20th and 21st century and the evolution of the Commodity Exchange Act of 1936 (CEA); (4) the current jurisdiction of the Commodity Futures Trading Commission (CFTC) and the Securities and Exchange Commission (SEC) in the post-Dodd-Frank world; (5) application of commodity trading and derivatives statutes and regulations to new products, such as bitcoin, blockchain and other FinTech innovations; (6) analysis of energy and environmental commodity derivatives and markets (cases studies); (7) application of certain securities and banking statutes and regulations to derivative transactions (e.g., the Volcker Rule); (8) registration and regulation of market participants, such as brokers, hedge fund operators, investment advisers, swap dealers; (9) administrative and injunctive enforcement powers involving violations of the CEA; (10) current developments in self-regulatory oversight; and (11) foreign market access to derivatives trading and developments in the ELI. After taking this course, students will have a strong understanding of US federal regulation of commodities and derivatives markets as well as awareness of priority areas for likely CFTC enforcement.

**Recommended:** Bankruptcy, banking.

**Strongly Recommended:** Securities, corporations.
The first part of the course will focus on understanding the events that prompted the 1933 Act, the 1934 Act, the Investment Company of 1940, the Investment Advisers Act of 1940, and the establishment and growth of the SEC. Perhaps not surprisingly, many of those same policy considerations are driving current discussions within the Commission, in Congress, and in the Administration. The second part of the course will examine particular aspects of securities regulation from both substantive and organizational viewpoints, including the regulation of public companies, investment companies, and investment advisors, with an emphasis on the inner workings of the SEC. We will study the current functions played by the Commission’s various divisions and offices as we explore the pros and cons of the existing regulatory architecture and the initiatives under consideration at the SEC and within Congress. The final segment of the course will focus on the future of the SEC and financial regulation in the U.S. We will review reform proposals and other ideas for reorganizing the system. We will have speakers including present and former senior officials from the SEC and the financial industry.

This course is open to both JD and LLM students and is recommended for students who wish to gain a deeper understanding of the SEC or may be considering an externship with the Commission.

Prerequisite: Prior or concurrent enrollment in Securities Regulation.

LAW 772 v00 S Corporation and LLC Taxation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20772%20v00)
LL.M Course (cross-listed) | 2 credit hours
Examines the business and tax issues encountered when using either an S corporation, a limited liability company, or a combination. Most of the course focuses on S corporation taxation rules including eligibility requirements, elections, revocations and terminations, corporate level taxes, distributions, loss utilization, compensation planning, and merger and acquisition transactions. Regarding limited liability companies (LLC), areas covered are formation and classification, conversions, application of partnership rules, and compensation. Business considerations and practical tax planning opportunities, as well as choice of entity fundamentals, are highlighted throughout the course.

Prerequisite: Federal Income Taxation (formerly Taxation I); Corporate Income Tax Law I; Prior or concurrent enrollment in Taxation of Partnerships.

LAW 960 v00 SEC Enforcement Process (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20960%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course examines all aspects of the SEC’s enforcement process, from the opening of an investigation through its resolution, whether by settlement, litigation, or closure without enforcement action. We consider strategic considerations from both the SEC’s and defense practitioner’s perspective at every critical juncture of an investigation, including whether to self-report and cooperate, whether to assert and how to protect privileges, and how to engage with the SEC before, during, and after the Wells process. We also discuss the overlapping roles of federal and state criminal and civil regulatory authorities. We examine internal investigations, whistleblowers, the ethical obligations of counsel, and review the SEC’s current areas of enforcement focus —insider trading, financial fraud, investment advisors, gatekeepers, Ponzi and pyramid schemes, and the Foreign Corrupt Practices Act. We survey the various contexts in which claims under the securities laws may be pursued, including litigation with the SEC and other regulators and class and derivative actions. We use important historical precedents as well as current SEC enforcement developments as the basis for class discussion.

Strongly Recommended: Previous or concurrent registration in Securities Regulation is strongly recommended.

LAW 396 v05 Securities Regulation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20396%20v05)
LL.M Course (cross-listed) | 2 credit hours
This course focuses on the federal securities laws and the nature and regulation of the U.S. securities markets. The relevant statutes are the Securities Act of 1933 and the Securities Exchange Act of 1934. Among other topics, the course introduces students to registration requirements and exemptions under the 1933 Act and the disclosure obligations and the liability provisions under both the 1933 and the 1934 Acts. This course covers similar territory as the 3- and 4-credit versions of Securities Regulation, but its primary focus is on the core principles and practical aspects of the registration and disclosure requirements, including their historical background, while devoting less attention to judicial case law and detailed regulatory requirements. This course would be appropriate for foreign-trained lawyers pursuing the LL.M. degree in Securities and Financial Regulation and for J.D. students desiring an overview of this area.

Recommended: Prior or concurrent enrollment in Corporations.
LAW 396 v08 Securities Regulation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20396%20v08)
LL.M Course | 2 credit hours
This course explores the regulation of the U.S. capital markets through an introduction to two of the most important federal securities laws: the Securities Act of 1933 and the Securities Exchange Act of 1934. Topics include the definition of a security, the registration of securities and transactions under the Securities Act (and applicable exemptions), periodic disclosure requirements for public companies, the duties of participants in securities transactions, the anti-fraud rules, and the applicability of federal securities laws to transnational transactions.
A particular focus will be on core principles and practical aspects, noting how securities regulation responds to changes in technology, globalization, and capital market structure. The course is particularly useful for students pursuing careers in business law, litigation, capital markets, investment banking, and/or private equity, and it is appropriate for foreign-trained lawyers pursuing the LL.M. degree in Securities and Financial Regulation and for J.D. students desiring an overview of this area.

Recommended: Prior or concurrent enrollment in Corporations.

LAW 947 v00 Special Topics in Exempt Organizations (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20947%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This course will focus on the practical deal-making aspects of structuring transactions involving non-profits and for-profits, with focus on the rules governing joint ventures (designing a joint venture policy), choice of entity issues, hospital and health care industry deals, low income housing tax credit issues, historic and energy tax credits, new markets tax credit transactions, environmental and conservation ventures, university joint ventures (e.g., distance learning, faculty research and pouring rights), impact investing, social benefit corporations (Hobby Lobby case) and valuation and reasonable compensation issues. It will include negotiating strategies (key structural issues, how to educate the for-profit party, “must-have” deal terms); case studies with students taking sides in negotiating the deal; Congressional outlook (political and lobbying) and “hot” UBIT topics. The course will feature guest lecturers from the Treasury, IRS and the private sector, including in-house general counsel of tax exempt organizations. The course will require a 20 page (approx.) paper.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Recommended: Taxation of Charities and Other Nonprofit Organizations.

LAW 775 v01 Special Topics in State and Local Taxation (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20775%20v01)
LL.M Course (cross-listed) | 2 credit hours
The biggest challenge of a multistate tax practice is dealing with the practical issues of multiple states with sometimes conflicting laws and regulations. Most companies operate in multistate environment and must learn how to apply their operational realities to a patchwork of state and local tax laws and regulations. With telecommuting, internet and other work options, and a fluid workforce, this course will also review the state and local tax rules for employers/employees and individuals.

This course reviews the basic concepts that govern multistate taxation on an operational level and detailed practice and procedures guidelines. The issues surrounding audits and record access will be discussed along with the use of tools such as managed audits and voluntary disclosures. Appeals on administrative and judicial levels will be reviewed with an emphasis on statute of limitation, de novo and other issues. Additionally, this course will provide a review of the relationships between the states, information sharing between and among the states and the federal government, and the natural tension between taxpayers and the state revenue departments.

Learning objectives:

- Gain an understanding of the practical aspects of state and local taxation. This understanding will prepare you to take on real time state tax projects with a client perspective. The class will also provide you with an understanding of state and local learning resources to gain the needed information to define and complete state and local tax projects.

Prerequisite: Federal Income Taxation (formerly Taxation I).

LAW 944 v00 State and Local Taxation: Income & Franchise Taxes (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20944%20v00)
LL.M Course (cross-listed) | 2 credit hours
This course discusses the basic principles of state and local taxation, focusing primarily on state income and franchise taxes. The course provides an overview of the limitations of state taxation provided by the Due Process and Commerce Clauses of the U.S. Constitution as well as selected federal statutes that pre-empt state taxation. The course discusses conformity with federal tax laws and introduces the student to the state tax concepts of unitary business principle and formulary apportionment. In addition to corporate income and franchise tax issues, the course will discuss issues relating to passthrough entities, common planning strategies, states’ authority to challenge positions taken by taxpayers, and taxation of non-U.S. income and non-U.S. taxpayers.

Prerequisite: Federal Income Taxation (formerly Taxation I).
This course, in conjunction with the state and local income and sales and use tax courses, is intended to complete a foundational overview of primary state and local taxes, fees and other charges ("taxes") imposed on manufacturing and mercantile entities, as well as select industries operating in a multijurisdictional environment. Included among the areas that are reviewed in this course, on a comparative law basis are: ad valorem taxes imposed on real, tangible and intangible property, as well as select federal provisions, such as that found in the Railroad Revitalization and Regulatory Reform Act (4-R Act) of 1976; escheat/unclaimed funds laws; net worth taxes; transfer taxes, including those imposed on the transfer of "controlling" real property interests; select excise taxes, including those imposed on telecommunication and natural resource companies; withholding taxes, including state equivalents to the federal withholding tax imposed by Foreign Investment in Real Property Tax Act (FIRPTA) rules; unemployment taxes, including State Unemployment Tax Act (SUTA) dumping provisions; statutory and negotiated tax incentives; privilege and retaliatory taxes; and, business license taxes and fees. By presenting the above topics in a comparative laws context, nonuniform principles, policies, jurisprudence and administrative positions confronting the multijurisdictional business operating in multistate environment are brought to light and will serve as one of the primary themes of this course.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).

**LAW 824 v01 State and Local Taxation: Other Business Taxes**

This course provides an in-depth examination of Sales & Use taxes. These taxes make up approximately half of all state tax revenues. The course focuses on fundamental principles of the Sales & Use tax regime by reviewing seminal and recent cases on the subject. The course also discusses U.S. Constitutional limitations applicable to Sales & Use taxes and state efforts to bypass these limitations to tax remote sellers. Finally, we will discuss current issues in the field of Sales & Use taxation, including application of Sales & Use taxes to "the Cloud", marketplace facilitators, and digital goods.

**Recommended:** It is recommended students take Federal Income Taxation (formerly Taxation I) prior to enrollment.

**LAW 1348 v00 Strategically Managing Intellectual Property: A Study of IP in Business Transactions**

The class will address the need for companies and individual creators to strategically manage their intellectual property assets. Students will study approaches to managing patents, copyrights, trademarks and trade secrets through the spectrum of activities including creation and ownership of intellectual property; its acquisition, sale and license; due diligence and disclosure issues; protection and enforcement of rights; and litigation. The class will cover case law and real world business dynamics and provide students with insights into the role and responsibilities of in-house counsel and outside lawyers in this process. As part of the course, there will be an assignment of a corporate case study project to teams of at least two students. It will involve communication with legal representatives from the companies in the study project who have agreed to be available to the students.

Students will be evaluated based on class attendance and individual class participation; team participation and completion of team written and oral presentations related to the corporate case studies; and written assignments including a final individual paper.

**Learning Objectives:**

By the conclusion of the course, students will have the ability to apply intellectual property law effectively in business situations and also gain experience with some of the skills necessary in counseling business executives, inventors and others about their intellectual property assets.

**Prerequisite:** A basic course in Patent Law, Copyright Law or Trademark and Unfair Competition Law.

**LAW 3017 v00 Survey of Employee Benefits Law**

This course provides a general overview of the federal labor and tax law policies and principles that apply to employment-based retirement plans, health care plans, and executive compensation arrangements. Students will examine the principles of the Internal Revenue Code and ERISA that govern the form and operation of employer-sponsored plans, especially tax-qualified pension plans, executive compensation arrangements and welfare plans (with a focus on health care). This class will concentrate on the structure and basic rules that govern such arrangements. In the context of tax-qualified and nonqualified plans and health and welfare programs, this course will explore plan administration, fiduciary duties, claims appeals and litigation.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).


**Note:** Students enrolled in the Employee Benefits Certificate Program may not register for this course.
**LAW 2072 v00 Survey of State and Local Taxation**

LL.M Course (cross-listed) | 2 credit hours

This course is designed as a survey course for those students not pursuing a SALT Certificate in conjunction with their LL.M. in Taxation, Executive LL.M. in Taxation, or MSL Program. The course begins by first introducing the student to the dynamics and taxonomy of SALT, and why (out of necessity) the study of subnational taxes must vary from the “classic” pedagogy of most LL.M. – Tax programs that have come to focus and build on a study of the differing subchapters of the Internal Revenue Code. Next, the course explores important subnational topics not encountered in the study of federal corporate income taxes, such as federal limitations on the powers of subnational governments to tax. To close the course, the student will be presented with a case study and a comparative law analysis that will provide them insight into analytical approaches employed by interdisciplinary tax teams made-up of international, federal and subnational tax specialists assigned to deal with enterprise restructuring.

SALT issues unique to following types of taxes will be explored: income based taxes; sales and use taxes; ad valorem taxes; unemployment taxes; real estate and controlling-interest taxes; transfer taxes; gross receipts taxes; capital stock (net worth based) taxes; excise taxes; and, other taxes to illustrate the diversity of subnational levies and how they can be of critical importance to select industries and their advisors, e.g., such as the insurance industry (premium and retaliatory taxes); the natural resource industry (severance taxes); the communication industry (telecommunication taxes); and, the health care industry (hospital and medical provider taxes).

In addition to overviewing key taxes, the course will introduce the student to other important topics that routinely engage multijurisdictional enterprises, including: unclaimed property (“escheat”) audits; issues implicated by operations and transactions within and without the U.S.; statutory and negotiated tax and non-tax incentives; and, the nonuniform taxing and sourcing rules that face unincorporated multijurisdictional enterprises and their owners that choose to operate through partnerships, limited liability companies, S Corporations or joint ventures.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).

**Note:** Students enrolled in the SALT Certificate program may NOT receive credit for this course.

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**LAW 883 v00 Survey of Transfer Pricing**

LL.M Course (cross-listed) | 2 credit hours

The topic of international transfer pricing – that is, how a business conducting operations in a number of different countries should divide its taxable income among those countries – remains among the most practically important of international tax issues. This course seeks to provide an introduction to the United States’ principals and current practice of international transfer pricing, as well as some understanding of the historical and conceptual basis of the current system. Specific goals of the course are to assist foreign students in gaining a general perspective on the United States system and to provide domestic students and practitioners a sufficient level of understanding of the area and practices to provide a platform for the development of further interest in the area.

**Recommended:** Prior or concurrent enrollment in a course in international taxation.

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**LAW 2097 v00 Takeovers, Mergers, and Acquisitions**

LL.M Course (cross-listed) | 2 credit hours

This course provides a broad overview of mergers and acquisitions. This course will provide a framework for students to understand the merger and acquisition environment, to analyze M&A transactions, to develop opinions about them, to design M&A transactions, including friendly deals, hostiles, leveraged buyouts, mergers of equals, and cross border situations and covers topics such as the structures commonly used in M&A transactions, securities laws affecting M&A transactions, strategies employed by the acquiring company and the target firm in negotiating an acquisition, the roles and responsibilities of stakeholders in responding to an acquisition proposal, takeover defenses employed by target companies, the structure of an acquisition agreement, and the techniques for effective drafting of transaction documents.

**Prerequisite:** Prerequisites: Corporations or equivalent

**Mutually Excluded Courses:** Students may not receive credit for both this course and the J.D. course, Mergers and Acquisitions, or the LL.M. course, Takeovers, Mergers, and Acquisitions.
LAW 2012 v00 Tax Court Advocacy Workshop (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202012%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This Tax Court Advocacy workshop provides students a chance to use substantive tax law to learn Tax Court litigation skills. Using tax law frequently involved in individual income tax matters, the course covers the cycle of an individual income tax dispute with the IRS, beginning at the administrative level and culminating in a mock Tax Court trial and mock US Court of Appeals appellate argument. We start with an overview of income tax issues in individual taxpayer case studies that form the foundation of the course and give rise to frequent litigation. Acting as either lawyer for the taxpayer or the IRS in hypothetical cases, students will conduct client or witness interviews, prepare IRS administrative filings, Tax Court petitions or answers and briefs, and engage in other exercises designed to impart the skills of effective Tax Court advocacy and to convey a practical understanding of the tax controversy process. An introductory course in taxation is a prerequisite. A course in tax practice and procedure is recommended but not required. Students will be graded on written assignments and on class performance during the semester. The course does not have a final written exam.

Prerequisite: Federal Income Taxation (formerly Taxation I)

LAW 784 v00 Tax Planning for Corporate Acquisitions Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20784%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
This seminar will examine the tax planning for recent public M&A deals from the practical vantage points of tax counsel advising the buyer and the seller. The principal focus will be on: (1) the tax structure utilized; (2) the tax representations, warranties, covenants, and indemnification provisions in the acquisition documents, along with any tax-sharing agreements; (3) the tax disclosure discussion in the proxy/prospectus delivered to the shareholders; and (4) the form of tax opinions provided by the buyer’s and the seller’s tax counsel.

Prerequisite: Completion of Corporate Income Tax Law I and prior or concurrent enrollment in Corporate Income Tax Law II or Corporate Taxation (formerly Taxation II).

Mutually Excluded Courses: Students may not receive credit for this course and Corporate Tax Planning in Practice: Structuring and Negotiating the Deal.

Note: This class will require a final paper and a short mid-term paper.

LAW 736 v00 Tax Planning for Real Estate Transactions Seminar (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20736%20v00)
LL.M Course | 2 credit hours
Examines on an interactive and pragmatic basis the effect of federal income taxes on the real estate market and real estate transactions; sales (including installment sales) and like kind exchanges of real estate interests; the choice of various entities (including partnerships, limited partnerships, LLCs, S corporations and REITs) for the ownership and development of real estate; the impact of taxes on the landlord and tenant; the tax impact of creative financing techniques, such as the sale-leaseback; basis (including at-risk) and basis adjustments; passive activity loss limitations; and the tax consequences of foreclosures, bankruptcies, and work-outs.

Prerequisite: Federal Income Taxation (formerly Taxation I). Prior or concurrent enrollment in Taxation of Partnerships or equivalent practice experience strongly recommended.

LAW 856 v00 Tax Practice and Procedure (Administrative Practice) (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20856%20v00)
LL.M Course | 2 credit hours
Examines the administration and enforcement of the Internal Revenue Code, including types of guidance, preparation and filing of returns, audit procedures (including centralized partnership audit procedures), administrative appeals, deficiencies, assessments, closing agreements, collection, civil penalties applicable to taxpayers and practitioners, criminal tax penalties, interest, refund claims, statutes of limitations, and practice before the IRS.

Prerequisite: Federal Income Taxation (formerly Taxation I).

LAW 858 v00 Tax Practice and Procedure (Litigation) (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20858%20v00)
LL.M Course (cross-listed) | 2 credit hours
Studies problems and considerations arising in the litigation of federal tax cases before the U.S. Tax Court, District Court, and the Court of Federal Claims, including jurisdictional, procedural, ethical and evidentiary issues. Practical problems of choice of forum, pleadings, discovery, privileges and tax trial practice are surveyed. Also considered are IRS summons enforcement litigation, civil collection, levy and distraint, and the tax lien and its priorities. Government attorneys, practicing attorneys, and U.S. Tax Court Judges are utilized as guest lecturers on some of the subject matter.

Prerequisite: Federal Income Taxation (formerly Taxation I).
LAW 809 v04 Tax Research & Writing (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20809%20v04)
LL.M Seminar | 2 credit hours
This course will cover the basic concepts of tax research and tax-specific writing techniques and skills. We will cover legislative, administrative, judicial, and secondary sources of authority. We will discuss where these materials can be located, the extent to which these materials are available electronically, and other practical aspects of researching tax issues in private practice and as an IRS attorney. We will also talk about the relative weight to be given to these various authorities. Finally, we will review why taxpayers and practitioners must be aware of and consider the relative weight of the various authorities covered in the course.

We will also focus on developing effective writing skills. The ability to accurately convey one's thoughts in a written work product is an essential skill in the legal profession. The strength of a legal argument depends not only on the sources of authority cited but also on the manner in which those authorities are presented. Students will practice the research and writing skills developed in class by drafting a piece of tax-related writing throughout the course of the semester, receiving feedback and editing the draft along the way.

Prerequisite: Federal Income Taxation (formerly Taxation I) and prior or concurrent enrollment in Corporate Income Tax Law I or Corporate Taxation (formerly Taxation II).

LAW 809 v02 Tax Research and Writing (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20809%20v02)
LL.M Seminar | 2 credit hours
In the first half of the course, we will cover the basic concepts of tax research. We will begin with domestic materials, including statutes, legislative history, regulations, cases, administrative rulings, and secondary sources. Then we will cover tax treaties and other international materials, including other international agreements with tax provisions. We will discuss where these domestic and international materials can be located, the extent to which these materials are available electronically, and other practical aspects of researching tax issues in private practice and as an IRS attorney. We will also talk about the relative weight to be given to these various authorities and the interaction between domestic law and international agreements. Finally, we will review why taxpayers and practitioners must be aware of and consider the relative weight of the various authorities covered in the course.

In the second half of the course, we will focus on developing effective writing skills. The ability to accurately convey one's thoughts to a written work product is an essential skill in the legal profession. The strength of a legal argument depends not only on the sources of authority cited but also on the manner in which those authorities are presented.

There will be a brief research memorandum and a piece of persuasive writing on a current tax issue that will provide you with a chance to use the research skills you learned in the first half of the course.

Prerequisite: Federal Income Taxation (formerly Taxation I) and prior or concurrent enrollment in Corporate Income Tax Law I or Corporate Taxation (formerly Taxation II).

LAW 846 v00 Tax Treaties (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20846%20v00)
LL.M Course (cross-listed) | 2 credit hours
International tax treaties determine why hedge funds are located where they are, how motion pictures are financed, whether the dispatch of employees abroad is economical, and why financial assets follow prescribed international paths. They determine why Netherlands and Luxembourg have a large positive balance of trade with the United States, and why recording studios are established in the Caribbean. They determine whether bank accounts in Switzerland and Liechtenstein are really secret. While tax treaties ostensibly are only about dividing up tax bases between countries and exchanging information between sovereigns, in reality they channel the flow of investment and development in the global economy.

This course assumes that students have some familiarity with basic tax treaty concepts and examines how provisions of the OECD Model Treaty and the United States Model Treaty are used by tax practitioners to achieve specific business objectives. Students will acquire an understanding of how treaty provisions help shape economic and financial decisions in different industries and economic sectors. The course uses examples drawn from actual practice to illustrate the creative use of tax treaty provisions. It is designed to be an interactive experience, with students working on case studies, discussing alternative approaches, and using different jurisdictions and changes in the form of the underlying transaction to achieve desirable tax results.

Learning objectives:

This course is intended to teach the concepts underlying the United States Model Tax Treaty and the OECD Model Tax Treaty. By the end of the course, students are expected to understand how tax treaties are organized and be able to apply the model tax treaties to factual situations in which the tax treaties are applicable.

At the same time, the course is intended to challenge the student to be aware of the ethical challenges and risks of practice in the area of international taxation. More and more, tax authorities are not only looking to penalize a taxpayer for improper tax planning, but also the tax advisor who recommended the course of action followed by the taxpayer. By the end of the course, students are expected to be able to understand where the borders of ethical behavior are when developing international tax structures and to be able to analyze risks to the clients and themselves when working in this area.

Finally, the course is intended to reinforce principles of close reading and attention to the specific wording used in the tax treaties and cases interpreting the tax treaties. By the end of the course, students are expected to be able to read and understand why specific words are used in tax treaties and the significance of these words.

Prerequisite: One course in international taxation.

Note: This course is open to J.D. students by professor permission. Interested students should contact Professor De Vos via email at ld57@law.georgetown.edu no later than December 1, 2021 for permission to take this class.

Enrolled students will have until the beginning of the second class session to request a drop by contacting the Office of the Registrar; a student who no longer wishes to remain enrolled after the second class session begins will not be permitted to drop the class but may request a withdrawal from an academic advisor in the Office of Academic Affairs. Withdrawals are permitted up until the last class for this specific course.
LAW 897 v00 Tax Treaties (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20897%20v00)
LL.M Course (cross-listed) | 2 credit hours
This is a basic tax treaty course. It will cover fundamental tax treaty concepts such as residency, permanent establishment, business profits, limitation on benefits, and relief from double taxation (including operation of the U.S. foreign tax credit rules). There will be an overview of treaty provisions that apply to investment income and income from the performance of services. In addition, students will learn about the interaction of tax treaties with U.S. domestic tax law, the role of international organizations in interpreting tax treaties, procedures for resolving tax treaty disputes through the competent authority process, and strategies for researching tax treaties. This course is designed for students with little or no background in tax treaties. However, students will be expected to have a basic understanding of the U.S. tax rules that apply to foreign persons who receive income from the United States and U.S. persons who receive income from abroad. The course will be based primarily on the United States Model Income Tax Convention, together with selected case law and administrative authority. We will also look at selected provisions of the OECD Model Tax Convention.

Prerequisite: Federal Income Taxation (formerly Taxation I) and prior or concurrent enrollment in one course in international tax.

Note: This course will be held online via Zoom (https://www.law.georgetown.edu/wp-content/uploads/2021/08/Online_Class_21_Students.pdf) for the Fall 2021 semester only. Students and faculty will access the Zoom link through the course Canvas page.

LAW 948 v00 Tax Treatment of Charities and Other Nonprofit Organizations (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20948%20v00)
LL.M Course (cross-listed) | 2 credit hours
Studies the treatment of charities and other nonprofit organizations, including private foundations, churches, hospitals, trade associations, social clubs, and political organizations under the federal income tax law. Among the topics covered are the characteristics of the various classes of exempt organizations, the legislative policies underlying their exemption from tax, problems associated with qualification for and retention of exemption, joint ventures, the unrelated business income tax including corporate sponsorship, the declaratory judgment remedy, implications of racial discrimination, international activities and the treatment of lobbying and political expenditures.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Note: Students may not withdraw from this class after the add/drop period ends without the permission of the professor.

LAW 2069 v00 Taxation of Financial Instruments and Transactions (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202069%20v00)
LL.M Seminar (cross-listed) | 2 credit hours
The course will explore selected federal income tax issues relating to financial instruments and transactions. Major topics will include the legal and economic characteristics of indebtedness, equity, and derivatives, the fundamentals of the original issue discount (OID) rules, market discount and bond premium, variable rate and contingent payment debt instruments, the fundamentals of the tax rules for derivatives, hedging transactions, and anti-abuse rules such as straddles, wash sales, constructive sales, and conversion transactions.

LAW 362 v03 Taxation of Partnerships (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20362%20v03)
J.D. Course (cross-listed) | 2 credit hours
This course examines in-depth the provisions of Subchapter K of the Internal Revenue Code and the regulations thereunder as they apply to the life cycle of a partnership, from formation to liquidation. Students will be able to evaluate the tax consequences of the most common partnership transactions, including the acquisition of a partnership interest, compensation of a service partner, distributions by the partnership to partners, and transfers of partnership interests. In addition, students will understand the mechanics and implications of profit and loss allocations, liability allocations, allocations with respect to built-in gain property and disguised sales of property between a partner and a partnership. Students will also have a basic understanding of partnership accounting, including creating and maintaining tax and book balance sheets.

Prerequisite: Federal Income Taxation.

Recommended: Prior or concurrent enrollment in Corporate Taxation.

Mutually Excluded Courses: Students may not receive credit for both this course and the LL.M. course, Taxation of Partnerships (LAWG-942).

LAW 942 v00 Taxation of Partnerships (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20942%20v00)
LL.M Course | 2 credit hours
This course examines in-depth the provisions of Subchapter K of the Internal Revenue Code and the regulations thereunder. Attention is given to the tax issues arising upon the formation, operation and liquidation of a partnership, including the consequences of acquisitions of partnership interests, distributions by the partnership to partners, the optional adjustment to basis of partnership property, the transfer of partnership interests, and current topics in partnership taxation.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. course, Taxation of Partnerships (LAWJ 362).

LAW 942 v01 Taxation of Partnerships (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20942%20v01)
LL.M Course (cross-listed) | 2 credit hours
This course examines in-depth the provisions of Subchapter K of the Internal Revenue Code and the regulations thereunder. Attention is given to the tax issues arising upon the formation, operation and liquidation of a partnership, including the consequences of acquisitions of partnership interests, distributions by the partnership to partners, the optional adjustment to basis of partnership property, the transfer of partnership interests, and current topics in partnership taxation.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Mutually Excluded Courses: Students may not receive credit for both this course and the J.D. course, Taxation of Partnerships (LAWJ 362).

Note: Students may not withdraw from this class after the add/drop period ends without the permission of the professor.
innovative financial products and services. Futures and swaps, payment systems, and banking activities apply to existing laws and regulations governing securities, derivatives (including innovations. Accordingly, much of the course involves looking at how the entity law, and data privacy/protection that have resulted from FinTech issues in banking, financial market regulation, insurance, business-models. This course provides a guided tour of the major legal and policy and how, the relevant laws and regulations apply to these new business innovations. Business, finance, and the law. The course will introduce edge legal issues that are arising at the intersection of technological financial institutions. This course explores some of the complex, cutting-edge legal issues that are arising at the intersection of technological innovation, business, finance, and the law. The course will introduce several of the primary FinTech innovations and explore with students if, and how, the relevant laws and regulations apply to these new business models. This course provides a guided tour of the major legal and policy issues in banking, financial market regulation, insurance, business-entity law, and data privacy/protection that have resulted from FinTech innovations. Accordingly, much of the course involves looking at how the existing laws and regulations governing securities, derivatives (including futures and swaps), payment systems, and banking activities apply to innovative financial products and services.

**Prerequisite:** Federal Income Taxation (formerly Taxation I).

**LAW 3062 v00 The Essentials of FinTech Law** (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%203062%20v00)

LL.M Course (cross-listed) | 2 credit hours

Nowhere have the recent changes wrought by technological innovation been more visible than in the financial industry. Algorithmic robots (algorithms) can scan the equivalent of thousands of pages of information and make trading decisions based on that material in fractions of a second. People who might not be able to afford a human financial advisor can get financial advice from robots by enrolling in a “robo-advisory” service to help manage their investments. Virtual currencies such as Bitcoin and initial token offerings (ICOs) have the potential to revolutionize the financial markets. Financial institutions are taking steps to use blockchains and distributed ledger technologies to clear and settle trades in financial instruments and other transactions in a manner that upends traditional processes in this area. Data about human behavior is being collected and used in ways that had not been imagined only ten or so years ago, from uncovering financial market trends via social media sentiment analysis to discerning the success of commodities businesses by scrutinizing satellite images.

"FinTech" is short for “financial technology,” and the term is broadly used to refer to technologies applied to financial services and within financial institutions. This course explores some of the complex, cutting-edge legal issues that are arising at the intersection of technological innovation, business, finance, and the law. The course will introduce several of the primary FinTech innovations and explore with students if, and how, the relevant laws and regulations apply to these new business models. This course provides a guided tour of the major legal and policy issues in banking, financial market regulation, insurance, business-entity law, and data privacy/protection that have resulted from FinTech innovations. Accordingly, much of the course involves looking at how the existing laws and regulations governing securities, derivatives (including futures and swaps), payment systems, and banking activities apply to innovative financial products and services.
LAW 3002 v00 The Law and Policy of the Energy Transition (curriculum.law.georgetown.edu/course-search/?keyword=LAW%203002%20v00)

LL.M Seminar (cross-listed) | 1 credit hour
This course will review the most critical policy, legal and regulatory issues faced by the energy sector (coal, oil, gas, renewable energy sources, and minerals) actors, such as governments, investors, corporations, insurers, and citizens, when facing the challenges of the current energy transition, including net-zero pledges at political level and their impact in legislation.

The discussion will be based on the following premises/problems (evidently, the premises could also be discussed as well):

- The world has a carbon emissions problem. Science confirms that action is needed to reduce greenhouse gas (GHG) emissions in the atmosphere generated by human activities.
- The planet works on fossil fuels today, and it seems it will do so for the foreseeable future. Therefore, an abrupt reduction of fossil fuel consumption will severely disrupt current lifestyles, especially in developed countries.
- A sharp increase in renewable energy generation will require much more mineral extraction than today, an activity that itself brings new social and environmental challenges.
- Even with the current fossil fuel consumption, a significant share of the world population has unreliable, insufficient, or nonexistent access to energy (approx. 800 million people). This situation is unacceptable and needs to be solved.
- The energy matrix change towards renewable energy sources will disrupt both producing and exporting countries and corporations across the globe. The consequences of such change have to be foreseen and prevented, if negative.

Through the different topics addressed in the course, we will analyze how weak rule of law, increasing environmental and social challenges, corruption, and geopolitical challenges affect policymakers, legislators, regulators, and the private sector decision-making processes related to the energy transition, environment and development. Energy actors and the finance sector are confronted with long-term capital investment decisions in a volatile policy and regulatory environment. Legal counsel in these cases involves a substantial role in evaluating and mitigating risk and in the prevention and resolution of disputes. The course will analyze the extra-legal factors that lawyers need to understand to provide advice more comprehensively.

Participants in the course will better understand the energy sector transaction models in the context of the current energy transition, the emerging challenges, and the legal strategies used to mitigate such risks using regulatory frameworks, contract drafting, and compliance procedures (ESG). Topics will include a general explanation of the risk or opportunity in each situation discussed, using study cases of specific transactions whenever possible.

This course is not a project finance or a specialized finance course, even though we will review some financing structures. Due to its structure, this course could be considered an overview of the most pressing issues discussed in international energy law (an area of law that knows no borders), education to be continued in other courses.

Even though I will try to make the course as structured as possible, several topics are strongly interconnected. Therefore, the conversation/discussion might flow in unexpected ways, which I fully welcome and encourage.

Finally, I need to explicitly state that all my expressions, written or verbal, are made in a personal capacity and do not necessarily reflect my employer’s position.

LAW 743 v00 Transfer Pricing: Selected Topics (curriculum.law.georgetown.edu/course-search/?keyword=LAW%20743%20v00)

LL.M Seminar | 2 credit hours
This course will provide students an opportunity to explore the international taxation topic of transfer pricing through the research and writing of a graduate paper. Students will choose a topic in consultation with the instructors, prepare an outline to be submitted to the instructors, make a presentation to the class on their topic, and submit a paper of at least 22 pages. During the first half of the course, the instructors will focus on international transfer pricing and related topics. Transfer pricing involves the division of taxable income resulting from cross border transactions including the sale of goods and services and the licensing of intangibles. Transfer pricing typically leads to the largest audit disputes between multinational corporations and the national tax administrations for the countries in which these companies do business. As a result, transfer pricing is a key practical topic in international tax.

This course is an advanced topics courses. The introductory course in transfer pricing is recommended, but not required. Specific lecture topics will include 1) Overview of the international transfer pricing system. 2) Performing a transfer pricing analysis for a particular multinational group, and assisting the group in implementation. 3) Current developments including the taxation of services, intangibles, and OECD guidance. 4) Apportioning group-wide expenses. 5) Enforcement issues. 6) Administrative procedures, including IRS examinations, APA procedures, and competent authority procedures, and 7) Looking toward the future: what are the most appealing policy options today? In addition to transfer pricing, students may choose paper topics from other international tax topics with a practical application including permanent establishments, tax treaties, international arbitration, and the competent authority process.

Prerequisite: Federal Income Taxation (formerly Taxation I).

Recommended: Survey of Transfer Pricing.

LAW 780 v01 U.S. and International Customs Law (curriculum.law.georgetown.edu/course-search/?keyword=LAW%20780%20v01)

LL.M Course (cross-listed) | 2 credit hours
As international trade and commerce have increased over the years, customs law has become increasingly more internationalized, important and complex. This course will examine and provide a basic introduction to the rules and principles relating to both U.S. and international customs law. This will include an examination of those rules and principles relating to tariff classification, customs valuation, rules of origin, border enforcement of intellectual property rights and regional trading arrangements. International efforts to facilitate trade and to harmonize and simplify customs laws and procedures will also be examined together with international organizations dealing with customs laws and procedures (such as the World Trade Organization and the World Customs Organization).

Customs authorities are the guardians of national borders. The role of customs authorities in combating terrorism and criminal activity and in securing and safeguarding national borders will also be examined.

No prerequisites.

Mutually Excluded Courses: Students may not receive credit for both this course and Customs Law.
LAW 986 v01 U.S. International Inbound Tax (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20986%20v01)
LL.M Course (cross-listed) | 2 credit hours
Concentrates on the U.S. taxation of foreign persons and foreign investments in the United States. The course covers the U.S. taxation of passive and business income of nonresident aliens and foreign corporations, the source rules, the principles and application of U.S. tax treaties, special rules governing foreign investment in U.S. real estate and other business, cross border financing transactions, the base erosion and anti-abuse tax, and tax planning possibilities involved in the foregoing.

**Prerequisite:** Federal Income Taxation (formerly Taxation I) and either prior or concurrent enrollment in Corporate Taxation (formerly Taxation II) or Corporate Income Tax I.

**Mutually Excluded Courses:** Students may not receive credit for both this course and the J.D. course International Tax Law or U.S. Taxation of International Transactions.

**Note:** Required for U.S. trained students pursuing the Certificate in International Taxation.

LAW 756 v01 U.S. International Outbound Tax (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%20756%20v01)
LL.M Course (cross-listed) | 2 credit hours
Concentrates on the U.S. taxation of U.S. persons and businesses earning income outside of the United States. The course examines, in depth, U.S. taxation of the international operations of U.S. multinational corporations. It covers the recently enacted GILTI rules, the Foreign Tax Credit provisions, Subpart F, repatriation, section 367, foreign currency considerations, Passive Foreign Investment Companies, and overall strategic tax planning, including the significant new U.S. international tax rules and other changes introduced by the 2017 Tax Cuts and Jobs Act.

**Prerequisite:** Prerequisite: Federal Income Taxation (formerly Taxation I) and either prior or concurrent enrollment in Corporate Taxation (formerly Taxation II) or Corporate Income Tax I.

**Mutually Excluded Courses:** Students may not receive credit for both this course and the J.D. seminar, Congress and the Department of Justice Seminar: Conflict and Cooperation; or the J.D. seminar, International Tax Planning Seminar; or U.S. Taxation of International Transactions.

**Note:** Required for U.S. trained students pursuing the Certificate in International Taxation.

LAW 2087 v00 White Collar Crime and Securities Fraud (http://curriculum.law.georgetown.edu/course-search/?keyword=LAW%202087%20v00)
LL.M Course (cross-listed) | 2 credit hours
Financial fraud affects investor confidence in the economy, causes turmoil in securities and commodities markets, and results in some of the largest losses of any criminal enterprise. This course will examine notable securities and financial frauds including Enron, WorldCom, Madoff’s billion-dollar Ponzi scheme, Galleon insider trading cases, and others. Topics will also include other fraud schemes involving banks, accounting, mortgages, health care, disasters, and use of mails and wires. Students will gain a practical understanding of the statutes and investigative tools used to combat securities and other types of financial fraud, the working relationship between various government agencies, and a practical approach to the issues involved in the adjudication of these offenses.

**Learning objectives:**

The aim of this course is to provide students with a holistic view of how federal white collar crimes are investigated, prosecuted, defended, and adjudicated. We will examine substantive offenses, cases, statutes, and address the practical challenges presented by them together.

At the end of this course, students will have a comprehensive understanding of white collar criminal cases from the investigation stage through sentencing. Students will be able to identify the commission of white collar offenses, apply the law to facts, craft arguments from the perspectives of the government and defense, assess the strengths and weaknesses of a particular case, and refine their legal reasoning and advocacy skills.

**Recommended:** Prior enrollment in Securities Regulation.

**Mutually Excluded Courses:** Students may not receive credit for this course and Federal White Collar Crime.