

**GEORGETOWN UNIVERSITY LAW CENTER
CURRICULUM GUIDE FOR GRADUATE STUDENTS
IN SECURITIES AND FINANCIAL REGULATION**

This *Curriculum Guide for Graduate Students in Securities and Financial Regulation* is designed to help students select offerings listed under “Securities and Financial Regulation” (referred to this *Guide* as “Securities” courses) in the Course Schedule of Georgetown University Law Center. Designed primarily to assist candidates for the LL.M. in Securities and Financial Regulation, the *Guide* also may prove useful to other students in selecting Securities courses.

The *Guide* complements but does not supersede course registration materials provided in print and online. If any information in this *Guide* is inconsistent with the Course Schedule, then the latter controls.

Contents

This *Guide* consists of three parts. Part I provides introductory information. Part II divides Securities courses into three categories: Core, Intermediate, and Advanced. These labels do not reflect the merits, desirability, advisability, or any other attributes of any category or course. The categories are intended merely as a starting point to help students plan their curricula. Part III provides sample Securities course clusters. Recognizing that each student has unique goals and interests, the Law Center does not endorse or recommend these sample clusters or any other particular selection of courses. In fact, many clusters list more courses than any graduate student would have time to take. Like the categories of courses in Part II, the sample clusters in Part III are intended merely to help students select among the Law Center’s extensive offerings of Securities courses by suggesting complementary courses for students wishing to concentrate or specialize in specific areas of securities practice.

Part I: Introductory Information

Academic Counseling

For assistance in selecting courses, please contact the Registrar’s Office or Albert Lauber, Director, Graduate Tax & Securities Programs, 202-662-9036 or agl26@law.georgetown.edu.

Course Prerequisites

Most Securities courses list one or more other courses as prerequisites. If you have taken the listed course at Georgetown or an equivalent course or courses at another school, then you have met the prerequisite and you do not have to request a waiver. If you have not taken the prerequisite course or courses but believe you nonetheless possess the requisite knowledge, you

will need to request a waiver from the professor. For courses as to which you need to request a waiver, if you are registering over the summer, you may tentatively select the course. Please note, however, that you will need to get the professor's written approval to waive the prerequisite and submit it to the Office of the Registrar before the end of the first week of classes. Waivers may be sought and obtained via e-mail. You may contact a professor by going to the "Faculty and Administration" section of www.law.georgetown.edu.

Securities Regulation. Most Securities courses list *Securities Regulation* as a prerequisite. Graduate students who received their J.D. from a law school in the United States ("domestic students") will generally have taken a basic course in securities regulation before matriculating in Georgetown's Securities and Financial Regulation LL.M. Program. All such students will be deemed to have satisfied the *Securities Regulation* prerequisite.

Students who received their basic law degree from a law school outside the United States ("international students") must enroll in the J.D. course *Securities Regulation* during their first semester at the Law Center. The Law Center currently offers a 2-credit, a 3-credit, and a 4-credit version of *Securities Regulation*, taught by different professors. Although the 2-credit version has been especially designed for international students, all of these courses satisfy the *Securities Regulation* prerequisite. For international students, concurrent enrollment in any one of these courses during the Fall semester will be deemed to satisfy the prerequisite.

Required Courses

To obtain an LL.M. in Securities and Financial Regulation, domestic students must complete 24 academic credits, including 16 credits in courses listed under "Securities and Financial Regulation" in the Course Schedule. There are no required courses (apart from prior or concurrent completion of the basic course in securities regulation, which does not count toward the required 16 securities credits).

To obtain an LL.M. in Securities and Financial Regulation, international students must complete 20 academic credits, including 15 credits in courses listed under "Securities and Financial Regulation" in the Course Schedule. *Securities Regulation* (either the 2-credit, 3-credit, or 4-credit version) counts towards the required 15 credits. The Academic Bulletin sets forth all degree requirements (in addition to required courses).

Although not strictly required, there are three core courses that are recommended for all Securities LL.M. students. These courses are followed by a single asterisk (*) in the course list in Part II below. In addition, it is recommended that all Securities LL.M. students take one of the several accounting courses that are offered.

Researching Your Course Selections

Students will normally begin their course selection process with the Course Schedule, either the online or print version. Courses that meet the specialization requirements for the Securities and Financial Regulation LL.M. degree are listed on page 84 of the April 4, 2007, print edition of the Course Schedule. These courses are then included alphabetically in the LL.M. Fall 2007 Schedule, which begins on page 89, and in the LL.M. Spring 2008 Schedule, which begins on page 101.

When you see a course that you are interested in, note the meeting time, any prerequisites or recommended courses, and whether the course requires an exam or a paper. You should then review the description of the course, using the online curriculum guide (http://www.law.georgetown.edu/curriculum/tab_courses.cfm). Next, you may wish to click on the name(s) of the faculty teaching the course to get an idea of their background. The Law Center's adjunct faculty are extremely accomplished and each brings a unique perspective to his or her subject.

Finally, some students find it helpful when selecting courses to consult student evaluations of faculty and courses that have been offered in previous years. The evaluations are available online at <http://www.law.georgetown.edu/curriculum/evaluations/>. A university Net ID is required to log in and view these evaluations, and Net IDs are mailed to admitted students in early June 2007. These numerical evaluations rank faculty and courses on a number of criteria that take the form of statements like, "The instructor taught the course well." Responses can range from 5 (the most favorable evaluation) to 1 (the least favorable evaluation). The tabulations indicate the number and percentage of enrolled students who provided responses to each question and provide an average score for each course. Hard copies of these evaluations are also available for your review at the circulation desk of the Edward Bennett Williams Law Library or in the Graduate Programs Office.

Papers, Seminars and Writing Requirements

There is no graduate thesis or other specific writing requirement for the Securities and Financial Regulation LL.M. degree. However, graduate students are strongly encouraged to take at least one course – preferably, more than one – that will hone their legal writing skills. Clear and persuasive legal writing is the most important single ingredient for success in sophisticated law practice. Courses that help students develop their writing skills include drafting courses, seminar courses (which usually require a 2-credit research paper), courses in a workshop format (which entail more practice-oriented written projects), and Graduate Independent Research projects.

Part II: Categories of Courses

Part II divides Securities & Financial Regulation courses into three categories: Core, Intermediate, and Advanced. These labels do not reflect the merits, desirability, advisability, or any other attributes of any course. The categories are intended merely as a starting point to help students plan their curricula. All courses in Part II are listed in alphabetical order, not in order of suggested sequencing or difficulty. (Courses in addition to those listed below may be added after preparation of this *Guide*; please consult the Law Center's web site or the latest Supplement to the Course Schedule for the most current information.)

In the course lists below, courses followed by a single asterisk (*) are core courses that are recommended for all Securities LL.M. students. Courses followed by a double asterisk (**) are recommended or required for international students and count toward the required number of securities credits for international students (but not for domestic students).

Core Courses: These courses teach fundamental principles. In general, Core courses have no prerequisites other than *Securities Regulation*.

Corporations**
Securities Regulation**
Anatomy of a Deal: M&A Transactions
Basic Accounting Concepts for Lawyers
Corporate Finance
Corporate Governance*
Corporate Governance Seminar
Counseling the Corporation in Crisis
Disclosure Under the Federal Securities Laws*
Economic Reasoning for Lawyers
Energy Trading and Market Regulation
Entrepreneurship
Federal Regulation of Financial Institutions
Federal White Collar Crime
Fiduciaries: Myths and Realities
Financial Reporting and Accounting
Fraud and Fiduciary Duties under the Federal Securities Laws*
Futures Regulation and the Commodity Exchange Act
Global Securities Offerings
International White Collar Crime
Introduction to Investment Management Law and Practice
Law and Economics
Law and Economics Workshop
Professional Responsibility in Law Firm and Corporate Practice

Intermediate Courses: These courses expand a student's knowledge of a particular specialty area. In general, Intermediate courses require some professional experience and/or prerequisites besides *Securities Regulation*. For prerequisites and recommended prior courses, please consult the Course Schedule.

Advanced Topics in Securities Regulation
Antitrust in a Global Economy Seminar
Corporate Transactions: Negotiating the Deal and Drafting the Documents
Emerging Growth Companies and Their Venture Capital Financing Seminar
Employee Benefits in Corporate Transactions (Lecture and Negotiations)
Hedge Funds, Private Equity Funds and Other Similar Investment Vehicles
Financial Derivatives Regulation Seminar
Governance of Non-Profit Organizations
International Banking in the United States
Islamic Finance
Mergers and Acquisitions
Securities Litigation
Securities Trading Regulation
The SEC Enforcement Process
Takeovers, Mergers, and Acquisitions

Advanced Courses: These courses enable a student to study a particular specialty area in depth. In general, Advanced courses have prerequisites besides *Securities Regulation*, including in some cases Core or Intermediate courses in the same or associated subject matter. For prerequisites and recommended prior courses, please consult the Course Schedule.

Advanced Securities Regulation
Business Planning Seminar
Current Issues in the Enforcement of the Federal Securities Laws
ERISA: The Fiduciary Provisions
Structuring Venture Capital and Entrepreneurial Transactions

Part III: Sample Securities & Financial Regulation Course Clusters

Part III provides sample course clusters for Securities & Financial Regulation graduate students. Recognizing that each student has unique goals and interests, the Law Center does not endorse or recommend these sample clusters or any other particular selection of courses. Like the categories of courses in Part II, the course clusters in Part III are intended merely to help students select among the Law Center's extensive offerings of Securities courses by suggesting complementary courses for students wishing to concentrate or specialize in specific areas of securities practice. (Note that some courses are included in several different clusters if they relate to diverse practice areas.)

Recommended “Core” Courses:

Corporations [recommended for international students only]
Securities Regulation [required for international students only]
Disclosure under the Federal Securities Laws
Fraud and Fiduciary Duties under the Federal Securities Laws
Corporate Governance
Basic Accounting Concepts for Lawyers, or
Financial Reporting and Accounting

Securities Litigation:

Federal White Collar Crime
International White Collar Crime
Securities Litigation
The SEC Enforcement Process
Counseling the Corporation in Crisis
Professional Responsibility in Law Firm and Corporate Practice
Fiduciaries: Myths and Realities
Current Issues in the Enforcement of the Federal Securities Laws

Corporate Law and Governance:

Corporate Governance
Corporate Governance Seminar
Counseling the Corporation in Crisis
Fiduciaries: Myths and Realities
ERISA: The Fiduciary Provisions
Governance of Non-Profit Organizations

SEC Enforcement and Compliance:

The SEC Enforcement Process
Current Issues in the Enforcement of the Federal Securities Laws
Securities Trading Regulation
Futures Regulation and the Commodity Exchange Act
Advanced Securities Regulation
Advanced Topics in Securities Regulation

Corporate Finance/M&A Transactions:

Corporate Finance
Entrepreneurship
Antitrust in a Global Economy Seminar
Economic Reasoning for Lawyers
Law and Economics
Law and Economics Workshop

Mergers and Acquisitions

Takeovers, Mergers, and Acquisitions

Anatomy of a Deal: M&A Transactions

Corporate Transactions: Negotiating the Deal and Drafting the Documents

Global Securities Offerings

Hedge Funds, Private Equity Funds and Other Similar Investment Vehicles

Employee Benefits in Corporate Transactions (Lecture and Negotiations)

Emerging Growth Companies and Their Venture Capital Financing Seminar

Structuring Venture Capital and Entrepreneurial Transactions

Business Planning Seminar

Regulation of Investment Companies and Financial Institutions:

Federal Regulation of Financial Institutions

Energy Trading and Market Regulation

Introduction to Investment Management Law and Practice

Financial Derivatives Regulation Seminar

International Banking in the United States

Islamic Finance

Global Securities Offerings

Hedge Funds, Private Equity Funds and Other Similar Investment Vehicles