**Business Law Advanced Legal Research**

**Spring 2018**

Course: Business Law Advanced Legal Research, 2 credit hours

Class location: HOL 355D

Class meeting time: Thursday, 9am-10:50am

Professor: Taryn Marks

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352-273-0719

Please contact me with any questions, comments, thoughts.

Office Hours: Tuesdays, 1pm-2pm

Thursdays, 12pm-2pm

Fridays, 12pm-2pm

Course Website: <https://ufl.instructure.com/courses/XXXXXX>

Required Text: No textbook. All readings/homework will be posted on Canvas.

## Course Purpose, Expectations, and Learning Objectives

### Course Purpose

Business law research is the analysis, search process, information evaluation, and reasoning necessary to ethically solve business law problems and advise clients on corporate or transactional law matters. In this course, you will learn how to research as if you were a business lawyer, which includes research such as: (1) corporate compliance, formation, and organization laws and regulations; (2) transactional laws related to mergers and acquisitions; and (3) due diligence and company analyses. The purpose of this course is to broaden your knowledge of the methods, databases, sources, and primary materials that you will encounter when conducting business law research; and to increase your familiarity with common business law terminology and the research requests that typically accompany that knowledge.

### Course Expectations

* Assume responsibility for your own learning. Ask questions to clarify your understanding and to enhance your learning experience.
* Attend class and be on time.
* Keep track on the time you spend on readings and assignments using a billable hour format.
* Turn in assignments on time. Late assignments will not receive credit but must be turned in.
* Be curious and eager to learn about business law research.
* Come to class prepared and with any questions, and actively participate in classroom discussions and activities.

### Course Learning objectives

* Develop an understanding of common business law research
* Understand how to use, find, and evaluate business research materials and resources
* Demonstrate and analyze common research strategies and processes related to legal and business law research, and habitually analyze your research strategies and processes as you research
* Learn about the relationship between business and business law and how this relates to business law research
* Be able to locate and edit a company formation form, SEC filing, company analysis report, due diligence checklist
* Understand how ethics undergirds legal and business research and how to ethically research and advise clients on research results

## Course Resources

All course material will be posted on Canvas. The course website is organized by Modules, which corresponds to two weeks in class. Under each Module, you will find an overview page, the readings due that week in class, any in-class exercises that were done that week, any Assignments (and Assignment answer keys), and any additional resources.

Readings specific to each Module will be posted on Canvas. Please complete any required readings before class that week. You can also look through any of the additional resources if you would like more information or have questions. Specific information about the books from which the readings are taken are posted on Canvas.

## Course Schedule

**Module 1** Jan. 10 & Jan. 17 Types of Information, Resources, and Needs

Readings to be completed before class:

* TBD (will be related to what is business law and business law research; types and content of common documents; resource for finding information related to those documents)

Module Learning Objectives:

* Describe types of business law information and places to find it
* Define SEC filings, company report, corporate formation, due diligence
* Name common business law research needs
* Explain the content and uses of a variety of business law materials (company report, SEC filing, formation of docs, etc.)
* List business law research resources related to:
  + Corporate formation
  + SEC filings and disclosures
  + Company research
  + Due diligence

Assignments: None this week

Quiz: complete Module 1 quiz on Canvas by Wed., Jan 16, 12pm.

Databases examined: Investopedia; LOC’s Business Reference Services; Sage Business Researcher

**Module 2** Jan. 24 & Jan. 31 Research Strategies and the Interaction between Business and Business Law

Readings to be completed before class:

* TBD (will be examples of research strategies related specifically to business law, organized by source-focused, goal-focused, information-focused strategies; where to get business information; how to ethically present business research results; business advice v. legal advice and how to research)

Module Learning Objectives:

* List business ideas that impact business law and business law research
* Explain how business research impacts business law
* Discuss types of research strategies and processes and explain how they work
* Describe ethical obligations of business law research

Assignments: None this week.

Quiz: complete Module 2 quiz on Canvas by Wednesday, Jan. 30, 12pm.

Databases examined: Crunchbase; Factiva; FL Bar’s Business Law Section; Gainesville Chamber of Commerce

**Module 3** Feb. 7 & Feb. 14 Corporate Formation

Readings to be completed before class:

* TBD (will be resources for locating information about corporate formation)

Module Learning Objectives:

* List information needed to form a company based on state statutory requirements and determine the best resources for locating that information
* Locate sample corporate formation documents and demonstrate how you obtained them
* Differentiate between common resources and strategies; analyze strength and weaknesses
* Demonstrate how to find business resources and company strategies
* Evaluate and rank business law research methods by context usefulness

Assignments: Homework assignment #1 Corporate Formation (due Friday, Feb. 15, 3pm)

Quiz: complete Module 3 quiz on Canvas by Wed., Feb 13, 12pm.

Database examined: FL Secretary of State Division of Corporations; Gale Small Business Collection; Westlaw’s Practical Law Startups & Small Business

**Module 4** Feb. 21 & Feb. 28SEC Filings

Readings to be completed before class:

* TBD (will be resources for what’s in SEC filings; how to find sample SEC documents; how to research the information needed in an SEC filing; strategies for dealing with poorly-designed government research websites; may include readings related to public v. private companies)

Module Learning Objectives:

* Draft questions that will get information needed for SEC filing
* Explain how to ethically advise client of research
* Locate sample SEC filing
* Differentiate between common resources and strategies, analyze strengths and weaknesses
* Compare and contrast using free resources versus paid resources to locate information
* Locate relevant laws for SEC filings and map out research strategies based on the law’s requirements

Assignments: Homework assignment #2, researching an SEC filing (due Fri. Mar. 1, 3pm)

Quiz: complete Module 4 quiz on Canvas by Wed., Feb. 27, 12pm.

Databases reviewed: Bloomberg Law’s SEC filings; EDGAR; Rank and Filed; Investext; Mergent

**Module 5** Mar. 14 & Mar. 21 Company Reports

Readings to be completed before class:

* TBD (will be resources related to what’s in company reports, how to find information about companies; how to conduct analyses of companies; why these types of reports are useful and when to use them/research them)

Module Learning Objectives:

* Draft questions that will get needed information for company report
* Demonstrate how business law research impacts business decisions
* Locate a sample company report and demonstrate how to find
* Recommend solutions to business problems using business law research

Assessments: Homework assignment #3 drafting a company report (due Mar. 22, 3pm)

Quiz: complete Module 5 quiz on Canvas by Wed., Mar. 20, 12pm.

Database examined: Bloomberg Law’s Business Intelligence Center; Avention/OneSource; S&P Net Advantage; Business Insights Essentials; Nexis Uni; MarketLine Advantage

**Module 6** Mar. 28 & Apr. 4Due Diligence

Readings to be completed before class:

* TBD (will be resources related to how to develop a best practice for responding to research requests; how to evaluate databases; what types of strategies are available; information about what is due diligence, how to prepare for due diligence, what research is required)

Module Learning Objectives:

* Explain how to ethically research and advise client of research
* Locate and demonstrate how to find information needed for due diligence
* Use common business law research resources to locate specific information
* Demonstrate how to find business resource/information and compare strategies

Assessments: Homework assignment #4, drafting a due diligence checklist and proposal and then locating that information (due Fri., Apr. 12, 3pm; we will discuss Q.1 in-class on Apr. 4)

Quiz: complete Module 6 quiz on Canvas by Wed., Apr. 3, 12pm.

Databases reviewed: Westlaw’s Practical Law, Due Diligence Toolkit; Bloomberg Law’s Corporate Transactions Practice Center; Yahoo! Finance

**Module 7** Apr. 11 & Apr. 18 Developing Best Practices

Readings to be completed before class:

* TBD (will be resources about additional, weird sources of business law information; general research strategies)

Module Learning Objectives:

* Categorize different business law research resources by type of business objective
* Critique research processes and strategies used to find information, both of self and peer
* Evaluate and rank business law research material by content and usefulness
* Design an adaptive research process and strategy for any type of research

Assessments: Continue working on homework assignment #4, drafting a due diligence checklist and proposal and then locating that information (due Fri., Apr. 12, 3pm)

Quiz: complete Module 7 quiz on Canvas by Wed., Apr. 17, 12pm

Database review: BRASS Business Reference Essentials; Economic Intelligence Unit

**Database Review**

In each class, we will examine the topic through the lens of a different database. For each database, one or two students will be assigned to explore the database, answer additional questions about the database, and then briefly discuss the database during the class session. Written answers to the additional questions will be due on Wednesday at noon, the day before the scheduled database presentation in class. Database assignments and the questions are posted on Canvas. I will demonstrate what I expect in the first class; I will also post a recording to Canvas.

Your written review and oral presentation will count for 10% of your final grade in this class.

**Final Project**

The final project will be designing a business law research problem and solving the problem. The problem should address at least two of the four sources we discussed this semester (corporate formation; SEC filings; company reports; due diligence) and should include both a legal component and a business component, so that the answer involves both legal and business advice. Taking what you’ve learned in class, you will create a problem, then do the necessary research to solve the problem. You will then present a final report that presents the results of your research to your client/professor/partner and provides a recommendation for the solution.

More details about the final project will be distributed later in the semester.

## Course Policies

### Attendance Policy

Attendance will be taken at each class meeting. Students are allowed one absence during the course of the semester. Students are responsible for ensuring that they are not recorded as absent if they come in late. A student who fails to meet the attendance requirement will be dropped from the course. The law school’s policy on attendance can be found at: http://www.law.ufl.edu/student-affairs/current-students/academic-policies#3. Punctuality shows respect for your colleagues and professors and is part of the professionalism expected of you as future lawyers.

### Grading Policies

Your final grade for this class will be given to you at the end of the spring semester.

You can check your current grade at any time through Canvas, but please remember that any grades given before the final grade are raw scores only and do not adhere to the law school’s curve requirement. Therefore, any raw score grade is only a rough estimate of your final grade.

Your final grade will be based on the following weighted components:

**Assignments:** 40% (Assignments 1-3, 9% each; Assignment 4, 13%)

**Participation:** 5%

**Database review**: 10%

**Quizzes**: 10%

**Final project**: 35%

### Participation and quizzes

Your participation grade will be based on your attendance, preparation for class (including contacting me with any questions), and active engagement during class. Your quiz grade is based on completion of each Module quiz by the due date. It is not based on your score on the quiz.

### Assignments

**Assignment Details**

You will have four assignments over the course of the semester. All assignments must adhere to the Assignment Format and Policies, posted on the Canvas site under the Assignment tab. It is anticipated that you will spend approximately 4 hours out of class doing assignments for every 2 hours in class.

Late assignments will not receive credit.

Students may consult with other students when working on an assignment (unless otherwise indicated) but each student must submit his/her own, individually-written assignments. Any work you turn in must have been written by you.

Read the directions and the questions carefully, as they make clear what I want from your Assignment, thus helping you earn a higher grade.

**Having trouble on assignments**

Research assignments can be difficult and time consuming, as I will be asking you to apply recently-acquired knowledge to an unknown hypothetical, using a process and databases with which you are unfamiliar.

If you are having trouble completing an assignment, come to office hours or make an appointment with me to talk about it.

Always come ask for help if you need it. I am always eager to talk about legal research and your process, and to provide you with guidance on your assignments.

### Grading Scale

Per law school policy, this class will be graded on a curve. I do not apply the curve until the end of spring semester, after you have completed and I have graded everything. Thus, the points you receive for each assignment is a raw score only.

Please come see me if you would like more detail about the required curve, or if you would like to get a rough estimate as to where you currently are if I were to apply the curve at that point in time.

I adhere to the law school’s mean and mandatory distributions and posted grading policies. I will assign a letter grade at the end of the semester. Per the College of Law, letter grade and point equivalents are as follows: A (4.0); A- (3.67); B+ (3.33); B (3.0); B- (2.67); C+ (2.33); C (2.0); C- (1.67); D+ (1.33); D (1.0); D- (0.67); E (0.0). Please see me for questions.

## UF Policies

### University Policy on Accommodating Students with Disabilities

Students requesting accommodation for disabilities must first register with main campus Student Affairs at the Disability Resource Center (352-392-3565; <http://www.dso.ufl.edu/drc/>), who will then contact the law school. You should also contact the law school’s student affairs office (<http://www.law.ufl.edu/student-affairs/current-students>). Accommodations are not retroactive, therefore, students should contact the office as soon as possible in the term for which they are seeking accommodations.

### University Policy on Academic Misconduct

Academic honesty and integrity are fundamental values of the University community. Students should be sure that they understand and abide by the UF Student Conduct & Honor Code at https://www.dso.ufl.edu/sccr/process/student-conduct-honor-code/.

Disclaimer: This syllabus represents my current plans and objectives. These plans may need to change to enhance the class learning opportunity.  Such changes, communicated clearly, are not unusual and should be expected.