# Advanced Legal Research: Corporate and Securities

# Spring 2022

# LAW 6930

# 1 Credit

## Class Schedule

Friday, January 21, 2022 to March 4, 2022, 1:15 pm to 2:55 pm

Holland Hall 382

|  |  |  |
| --- | --- | --- |
|  | Professor Sara Bensley | Professor Elizabeth Hilkin |
| Office: | Holland Hall 175C | Holland Hall 186A |
| Email: | [bensley@law.ufl.edu](mailto:bensley@law.ufl.edu) | [hilkin@law.ufl.edu](mailto:hilkin@law.ufl.edu) |
| Telephone: | (352) 273-0712 | (352) 273-0702 |

Office Hours:

In person or Zoom:

## Course Website

All course materials are accessible on Canvas at <https://ufl.instructure.com/courses/446038>.

## Textbook

There is no textbook for this course. Assigned readings will be posted on the course website on Canvas.

## Course Objectives

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

After completing this course, students will be able to:

* identify what organizational documentation is publicly available in Florida and Delaware for each type of business entity:
  + sole proprietorship,
  + partnership,
  + limited partnership
  + limited liability partnership,
  + corporation, or
  + limited liability corporation
* locate organizing documents and annual reports for any given Florida or Delaware corporation or limited liability corporation;
* locate organizing documents for any given Florida or Delaware limited partnership or limited liability partnership;
* identify the registered agent for any given Florida or Delaware business entity, and the address to use for service of process;
* identify, locate and navigate public and private sources of information for company research;
* evaluate and summarize public and private sources of information to prepare a general overview of a given public or private company appropriate to a given audience;
* interpret public and private sources of information to answer specific questions about the operations and finances of a given public or private company;
* identify legal risks to a given company using public and private sources of information;
* identify and locate state and federal securities laws, regulations, and SEC guidance, and explain the interplay among these resources;
* recognize common SEC filings and explain what information is included in those filings;
* locate SEC filings for a given company using both publicly available resources and subscription databases; and
* identify and evaluate current awareness resources for transactional, corporate, and securities law news, considering reliability as it relates to authority, credibility, authenticity and bias

## Course Schedule

Below are the topics we will cover each week:

January 21, 2022 Introduction & Overview of Transactional Law and Research (Professor Hilkin)

January 28, 2022 Business Entities (Professor Hilkin)

February 4, 2022 Company Research (Professor Bensley)

February 11, 2022 Securities Regulations (Professor Hilkin)

February 18, 2022 Securities Filings (Professor Bensley)

February 25, 2022 New Technologies & Current Awareness (Professor Bensley)

March 4, 2022 Review

Class Preparation

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

## Grading

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

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

This class adheres to the Levin College of Law’s mean and mandatory grade distribution policies, which are posted on the College’s website at <https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/uf-law-student-handbook-and-academic-policies>. The following chart describes the specific letter grade/grade point equivalent in place:

|  |  |
| --- | --- |
| Letter Grade | Point Equivalent |
| A (Excellent) | 4.0 |
| A- | 3.67 |
| B+ | 3.33 |
| B | 3.0 |
| B- | 2.67 |
| C+ | 2.33 |
| C (Satisfactory) | 2.0 |
| C- | 1.67 |
| D+ | 1.33 |
| D (Poor) | 1.0 |
| D- | 0.67 |
| E (Failure) | 0.0 |

Assignments

There will be six homework assignments during the semester. Each week after class a homework assignment will be posted on the course Canvas page (under the “Assignments” tab). The due date for each assignment is **11:59 p.m. on the next Tuesday.** Full credit for assignments will be given to those who demonstrate a good faith effort. A good faith effort includes fully responding to all questions and turning in assignments on time. Cursory responses to questions that ask for an explanation will be penalized. Late assignments will receive a penalty of at least 25% and will receive zero credit if not turned in within 48 hours, unless prior permission has been received from an instructor for an excused exception. **Students must work individually on homework assignments.**

## Final Exam

The final exam is an 8-hour timed, take-home exam, to be completed between March 4 and March 8, 2022. It will include short-answer and essay questions that will test your ability to apply the skills you will have learned during this course. This exam will comprise 50% of the course grade.  The final exam will be graded anonymously.

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

## Participation

The participation grade is determined by preparation for class, participation in class, and overall effort to complete the weekly assignments, including contacting an instructor when encountering difficulties with the assignment.

Repeated lack of preparedness or participation will impact your participation grade. Repeated class disruption (e.g., excessive noise, texting, personal internet use) will impact your participation grade.

## Attendance

Students are expected to be prepared to complete in-class exercises. Attendance will be taken at each class meeting.

If you are dealing with a personal situation of high difficulty and prolonged duration, please seek assistance from Student Affairs as soon as possible.

Missing one or more classes without prior notice will result in referral to Student Affairs. Requirements for class attendance and make-up exams, assignments, and other work in this course are consistent with University policies that can be found at: <https://catalog.ufl.edu/UGRD/academic-regulations/attendance-policies/>.

## Preferred Name and Pronouns

If your preferred name is not the name listed on the official UF roll, please let us know as soon as possible by e-mail or otherwise.  We would like to acknowledge your preferred name and pronouns that reflect your identity.  Please let us know how you would like to be addressed in class, if your name and pronouns are not reflected by your UF-rostered name.

You may also change your “Display Name” in Canvas. Canvas uses the "Display Name" as set in myUFL.  The Display Name is what you want people to see in the UF Directory. To update your display name, go to [one.uﬂ.edu](file:///C:\Users\ehilkin\Documents\Corporate%20and%20Securities%20Spring%202021\one.uﬂ.edu), click on the dropdown at the top right, and select Directory Proﬁle. Click Edit on the right of the name panel, uncheck Use my legal name under Display Name, update how you wish your name to be displayed, and click Submit at the bottom.  This change may take up to 24 hours to appear in Canvas.   This does not change your legal name for ofﬁcial UF records.

## Discourse, Inclusion, and the Classroom Ethos

As a law student and future lawyer, it is important that you be able to engage in rigorous discourse and critical evaluation while also demonstrating civility and respect for others. This is even more important in the case of controversial issues and other topics that may elicit strong emotions.

As a group, we are likely diverse across racial, ethnic, sexual orientation, gender identity, economic, religious, and political lines. I encourage each of us to:

* commit to self-examination of our values and assumptions
* speak honestly, thoughtfully, and respectfully
* listen carefully and respectfully
* reserve the right to change our mind and allow for others to do the same
* allow ourselves and each other to verbalize ideas and to push the boundaries of logic and reasoning both as a means of exploring our beliefs as well as a method of sharpening our skills as lawyers

As part of our commitment to teaching and serving the diverse UF Law community, Professor Bensley and Professor Hilkin have signed the UF Law Anti-Racism Resolution.

## University of Florida Policies

## Request Accommodation

Students requesting accommodations for disabilities must first register with the Disability Resource Center (<https://disability.ufl.edu/>). Once registered, students will receive an accommodation letter, which must be presented to the Assistant Dean for Student Affairs (Assistant Dean Brian Mitchell). Students with disabilities should follow this procedure as early as possible in the semester.

## University Policy on Academic Misconduct

UF students are bound by The Honor Pledge which states, ‘We, the members of the University of Florida community, pledge to hold ourselves and our peers to the highest standards of honor and integrity by abiding by the Honor Code. On all work submitted for credit by students at the University of Florida, the following pledge is either required or implied: “On my honor, I have neither given nor received unauthorized aid in doing this assignment.”’ The Honor Code specifies a number of behaviors that are in violation of this code and the possible sanctions. Click [here](https://sccr.dso.ufl.edu/process/student-conduct-code/) to read the Honor Code. Furthermore, you are obligated to report any condition that facilitates academic misconduct to appropriate personnel. If you have any questions or concerns, please consult with the instructor.

## University Policy on Course Evaluation

Students are expected to provide professional and respectful feedback on the quality of instruction in this course by completing course evaluations online via GatorEvals. Click [here](https://gatorevals.aa.ufl.edu/students/) for guidance on how to give feedback in a professional and respectful manner. Students will be notified when the evaluation period opens and may complete evaluations through the email they receive from GatorEvals, in their Canvas course menu under GatorEvals, or via <https://ufl.bluera.com/ufl/>. Summaries of course evaluation results are available to students [here](https://gatorevals.aa.ufl.edu/public-results/)

## Recordings

Students are allowed to record video or audio of class lectures. However, the purposes for which these recordings may be used are strictly controlled. The only allowable purposes are (1) for personal educational use, (2) in connection with a complaint to the university, or (3) as evidence in, or in preparation for, a criminal or civil proceeding. All other purposes are prohibited. Specifically, students may not publish recorded lectures without the written consent of the instructor.

A “class lecture” is an educational presentation intended to inform or teach enrolled students about a particular subject, including any instructor-led discussions that form part of the presentation, and delivered by any instructor hired or appointed by the University, or by a guest instructor, as part of a University of Florida course. A class lecture does not include lab sessions, student presentations, clinical presentations such as patient history, academic exercises involving solely student participation, assessments (quizzes, tests, exams), field trips, private conversations between students in the class or between a student and the faculty or lecturer during a class session.

Publication without permission of the instructor is prohibited. To “publish” means to share, transmit, circulate, distribute, or provide access to a recording, regardless of format or medium, to another person (or persons), including but not limited to another student within the same class section. Additionally, a recording, or transcript of a recording, is considered published if it is posted on or uploaded to, in whole or in part, any media platform, including but not limited to social media, book, magazine, newspaper, leaflet, or third party note/tutoring services. A student who publishes a recording without written consent may be subject to a civil cause of action instituted by a person injured by the publication and/or discipline under UF Regulation 4.040 Student Honor Code and Student Conduct Code.

## Getting Help

For technical difficulties with E-learning in Canvas, please contact the UF Help Desk at:

[helpdesk@ufl.edu](mailto:helpdesk@ufl.edu)

(352) 392-HELP

<http://elearning.ufl.edu/> (See “Message Us” at the top)

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

## Disclaimer

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