

**UNIVERSITY OF CINCINNATI COLLEGE OF LAW  
INSTITUTE FOR THE GLOBAL PRACTICE OF LAW**

**Sample Syllabus**

**Week 1**

***Introduction to the U.S. Political Structure***

Provides an overview of the sources of U.S. law, including federal, state, and local laws; separation of powers; and federal and state administrative agencies. Also provides comparisons to the laws of other legal systems, including comparisons of the common and civil law traditions.

***Introduction to the Structures and Operations of U.S. Companies***

Introduces the forms of U.S. businesses, including public and closely held corporations, partnerships, and limited liability companies, as well as the considerations for choice of entity (e.g., tax). Also covers the organizational and management structures of US companies. Topics include the interplay among shareholders, directors, and officers; fiduciary duties; and types of corporate departments.

***Basic Contract Law***

Short primer on contract law, including consideration, offer and acceptance, remedies, etc.

***International Agreements***

Discusses the different forms of international agreements, including sales and purchase agreements, distribution agreements, and other contracts that are central to international business transactions. Incorporates drafting exercises and concludes with a closer look at the key provisions of choice of law, including opt-outs of the CISG.

***Mediation Exercise***

This session will take participants through an exercise that highlights the issues confronted in mediation.

***Cross-Border Mergers & Acquisitions I: Stages of M&A***

Covers common key provisions in acquisition agreements, including definitions, MAC clauses, reps and warranties, covenants, default and default remedies, and indemnities. Incorporates drafting exercises that involve these provisions. Also exposes participants to the latest trends in M&A via the ABA's Deal Points of Study, lending an interesting comparative perspective on how U.S. buyers and sellers are approaching transactions.

***Transaction Financing***

Covers the various methods of financing international purchase, sale, and other business transactions, including letters of credit.

***Securities***

Brief introduction to the regulation of access to the U.S. capital markets, including the 1933 and 1934 Act as well as private issuances of securities.

### ***Comparative Practice of Law***

Roundtable featuring the participants as panelists and held in conjunction with Association of Corporate Counsel.

### ***International Banking***

Introduces the myriad of U.S. banking regulations and regulators, featuring prominently the Dodd-Frank Act and its relevance to practitioners abroad. Also covers efforts at international coordination on banking issues such as capital and liquidity requirements and derivatives.

## **Week 2**

### ***UCC and Bankruptcy and Reorganization***

Incorporates the key aspects of the Uniform Commercial Code, including Articles 2 (Sales), 3 (Negotiable Instruments), and 9 (Secured Transactions). Features comparisons between Article 2 and the CISG. Also takes participants through the contours of U.S. bankruptcy law, including recent trends in bankruptcy filings.

### ***JVs and Cross-Border Business Transactions***

Discusses joint ventures, wholly owned subsidiaries, and other methods of how U.S. businesses establish a presence abroad.

### ***In-House Practice***

General Counsel and Associate General Counsel from the major multinational companies in the area will discuss how law firms should interface with corporate legal departments to ensure satisfaction and recurring business.

### ***Advertising Law***

Discusses advertising law, including an introduction to the FTC and NAD. Concepts will be introduced through the hypothetical of maintaining a website.

### ***Privacy Law***

An introduction to U.S. privacy law.

### ***Real Estate, Construction, and Environmental***

Covers the legal issues surrounding the purchase, sale, and construction of real estate, including common environmental concerns. These issues will be illustrated in a mock real estate acquisition exercise.

### ***Immigration***

Overview of the federal immigration framework, focusing on work-based immigrant categories.

### ***Labor and Employment***

Discusses the prohibitions on harassment and discrimination, as well as other similar laws by which U.S. subsidiaries must abide. Incorporates exercises on the drafting of employment and independent contractor agreements.

### ***International Tax***

An overview of U.S. tax laws and tax treaties and their effect on how companies and transactions are structured.

### ***Letters of Credit***

Covers common issues faced in the negotiation of various licensing agreements.

## **Week 3**

### ***Antitrust***

Explores U.S. antitrust law and its unique private right of action.

### ***Trade Law***

Provides a primer on U.S. trade laws, which are central to how a multinational company conducts business. Topics will include free trade agreements, export controls, customs duties and the HTS, and the WTO.

### ***Law Firm Management***

This roundtable brings together managing partners and practice leaders in major law firms in the area in a discussion format, so that participants may learn law firm development strategies.

### ***International Dispute Resolution***

Addresses dispute resolution mechanisms such as traditional cross-border litigation, as well as mediation and arbitration, which are rapidly emerging as preferred alternatives to litigation.

### ***Introduction to Litigation in the US***

Provides an overview of U.S. civil litigation, from the demand letter to complaint to trial to appeals.

### ***Hamilton County Courts***

As part of the introduction to litigation in the U.S., participants will tour and meet judges at the U.S. Sixth Circuit Court of Appeals, the U.S. District Court for the Southern District of Ohio, the Hamilton County Courthouse, and family court, as well as attorneys at the Hamilton County Prosecutor's Office and Hamilton County Public Defender's Office.

### ***Anatomy of a Case***

Participants will analyze the stages of a lawsuit via a hypothetical case.

### ***Intellectual Property: Patent and Trademark***

A company's intellectual property is critical to its survival and expansion. This session covers how companies protect their intellectual property under U.S. and international patent and trademark laws. Will include demonstrations of patent/trademark searches.

### ***Law Firm Marketing***

This roundtable brings together marketing directors from area law firms. Topics include the Internet and social media.

### ***Drafting***

Participants will spend this session on drafting exercises which demonstrate how provisions can be customized in various agreements.

### ***Entrepreneurship and Venture Capital***

Discusses issues faced by entrepreneurs, including interfacing with venture capital companies.

## **Week 4**

### ***Negotiation***

Simulated negotiation sessions to explore topics such as conflict and conflict resolution, bargaining, effective communication, and persuasion.

### ***Compliance Departments and Effective Compliance Programs***

Provides background on the importance of a compliance function in both regulated industries and for any US company under the U.S. Federal Sentencing Guidelines (2004 amendments). Description of what constitutes an effective compliance program under the sentencing guidelines, and current best practices.

### ***Foreign Corrupt Practices Act; Banking and Anti-Money Laundering***

As a vital factor for U.S. companies doing business abroad, the Foreign Corrupt Practices Act has assumed even greater importance in recent months due to new financial legislation and renewed enforcement focus. This session introduces participants to best-practices for complying with the FCPA. This session will also cover banking compliance issues, such as anti-money laundering.

### ***International Business Practice***

Roundtable panel covering key differences between U.S. v. non-U.S. practice.

### ***Working with Local Governments***

Covers how the local governments play essential roles in establishing a local business facility, zoning approvals, eminent domain, access, tax abatements and other economic incentives all connect to necessary approvals.

### ***Corporate Social Responsibility***

Discusses key corporate social responsibility issues for the multinational company.

### ***Ethics and Professional Responsibility***

Discusses the rules and regulations surrounding the practice of law in the U.S.