CURRICULUM PLANNING GUIDE
BUSINESS LAW COURSES
2014-2015

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This guide has been prepared by the business law faculty to help students make course selections in those subject areas that fall within the general category of business law. Almost all lawyers deal in some aspect of business law. Accordingly, this guide is divided into two parts: Courses recommended for the vast majority of lawyers entering private practice, especially at small to mid-size firms, who will need to have at least a very basic understanding of a variety of business law concepts; and courses that are divided into particular practice areas for students who are interested in obtaining more in-depth knowledge in these areas.

This is intended to be a general guide *only* and for specific course and certificate information, be sure to consult the *What's What*, Assistant Dean Goebel (sgoebel@lclark.edu or 503.768.6677), and with professors or practitioners who specialize in your area of interest. You should refer also to the course descriptions and the three-year curriculum plan. It is important to bear in mind that some courses and seminars are offered every second year, and some specialized subjects may be available less frequently. The three-year plan will give you some idea of the frequency of course offerings. Some courses have prerequisites. For other advanced courses, the professor may recommend that students take a basic course first. A few courses overlap so much in their coverage that students may not take both for credit. The course descriptions can be found at http://www.lclark.edu/cgi-bin/wwwlaw/showSections.cgi

Certificates: If you wish to pursue a focus in business, tax, or IP law, you also have the option to complete the requirements for the Certificate in Federal Tax Law, the Certificate in Business Law or the Certificate in Intellectual Property Law. Be sure to refer to *What's What* for a complete description of these certificate programs, and on the web at http://www.lclark.edu/law/academics/whats_what/. If you are interested in pursuing a certificate, please contact Assistant Dean Goebel at sgoebel@lclark.edu or 503.768.6677.

COURSES RECOMMENDED FOR ALL STUDENTS

These courses provide exposure to some of the basic and central principles of business law. They are essential to a well-rounded legal education and should be of value to any lawyer.

Substantive Courses

Advanced Contracts: Sales and Leases (3) or
Advanced Contracts: Commercial Transactions (3)
Business Associations I (3)
Bankruptcy & Debtor/Creditor (3)
Employment Law I (3)
Income Taxation I (4)
Intellectual Property Survey (3)
Property Transactions (3)
Secured Transactions (3)
Wills & Trusts (4)

Practical Skills Courses

Internship Seminar: Business Advising - Entrepreneurship & Law (4)
Internship Seminar: In-House Counsel (4)
Lewis & Clark Legal Clinic (LCLC) Debtor/Creditor and Employment Law (4)
Low Income Tax Payer Clinic (4)
Moot Court/Mock Trial (2)
Small Business Legal Clinic (SBLC) (4)
Negotiation (2)
Contract Drafting Seminar (2)

SPECIALIZED AREAS OF BUSINESS LAW PRACTICE

Business lawyers often develop expertise in one or more specialized areas of practice. Examples of specialized areas of practice include commercial law, corporate and securities law, intellectual property law, international business law, labor or employment law, real estate law, tax law and general business litigation. Despite the high degree of specialization, all business lawyers are united by a common understanding of business associations, taxation and commercial law. In addition, business lawyers will encounter issues in many areas of law outside of their area of specialization, ranging from white collar crime to products liability. Business law practice, therefore, demands a fair amount of generality.

Types of Business Practice: Transactions and Litigation

Attorneys who practice business law tend to be classified either as transactional lawyers or as business litigators (although many attorneys, particularly those who work in small firms or in solo practice, do some of both).

Transactional lawyers represent business people in negotiating deals and drafting documents. Often transactional lawyers become valued consultants to their clients. Transactional lawyers must possess a thorough knowledge of the law in their area of business practice. In addition, they must develop negotiation, drafting, problem-solving and client-counseling skills, as well as a certain amount of business savvy (much of which comes through experience, not through classroom study).

Business litigators consult with clients on how to avoid litigation and represent clients after a dispute has arisen. Business clients place a premium on quick and efficient resolution of disputes. Like transactional lawyers, therefore, business litigators must possess a thorough knowledge of business law. In addition, litigators must have expertise in resolving disputes, including knowledge of procedural rules, rules of evidence, trial practice and alternative dispute resolution. They must also develop strong writing, negotiation, client-counseling, problem-solving and courtroom skills.

If you are interested in pursuing a career as a business lawyer, you should carefully consider the courses you will take during law school. You may be uncertain whether to concentrate in any given business practice area, and your interests may change over time, but you should in any event plan your curriculum to include introductory courses in business associations, taxation and commercial law as well as courses in several different specialized areas of business law. If you have had little or no previous exposure to business, accounting, and finance, you should seriously consider taking Business Principles for Lawyers, a two-credit course designed to introduce business and finance concepts to law students. In addition, you should seek opportunities to refine your skills through one or more advanced business law courses or seminars and practical skills courses listed above.

TYPES OF SPECIALIZED PRACTICE AREAS

To give you some general guidance, eight practice areas are described below. Each description is followed by a list of courses that a student particularly interested in the practice area might want to consider, as well as some guidance as to when courses might be taken. In order to achieve a balanced legal education, you also should take courses in other areas of the law, such as administrative law, environmental law, evidence and wills and trusts, to name a few.

Practice Areas

Commercial Law 3
Corporate and Securities Law 4
General Business Litigation 5
Intellectual Property Law 6
International Business Law 7
Labor and Employment Law 8
Real Estate Law 9
Taxation 10

COMMERCIAL LAW

Commercial lawyers are concerned primarily with the transfer of goods, services or other value from one business entity to another. The sale of a piece of machinery is a commercial transaction. So too is the sale of an NFL franchise. Commercial lawyers may work in-house with a business, may be solo practitioners or may work for a law firm. Some commercial lawyers practice with federal, state or local governmental entities. Commercial lawyers are involved in all aspects and all stages of commercial transactions. They structure and document transactions; they are concerned with how transactions will be financed; they sort out competing claims of creditors when transactions do not go as planned. Commercial lawyers must have a thorough understanding of state and federal statutes relating to contracts, credit and relationships among business entities. Negotiation and drafting skills are also critical to the commercial law practitioner. Many international transactions involve commercial law. If you are interested in pursuing a career in commercial law, please feel free to contact Professors **Brian Blum** (blum@lclark.edu 503-768-6630), **Amy Bushaw** (bushaw@lclark.edu 503-768-6640), **Janet Steverson** (jws@lclark.edu 503-768-6667), or **Doug Newell** (dnewell@lclark.edu 503-768-6668) for further information.

A. Take all of these during the second year:

Advanced Contracts: Sales and Leases (3) or
Advanced Contracts: Commercial Transactions (3)
Business Associations I (3)
Income Taxation I (4)
Secured Transactions (3)

B. Take all of these courses sometime:

Bankruptcy and Debtor/Creditor (3)
Corporate Tax (3)
Property Transactions (3)

C. Take at least two of these courses sometime:

Alternative Dispute Resolution (3)
Antitrust Law (3)
Business Associations II (3)
Consumer Law (3)
Contract Drafting Seminar (2)
Copyright Law (3)
Entertainment Law (3)
Intellectual Property Survey (3)
International Business Transactions
Small Business Legal Clinic (4)
Trademark Law (3)

D. Take at least one of these courses sometime:

Clinical Internship Seminar: Business Advising:
Entrepreneurship and Law (4)
Clinical Internship Seminar: Corporate Counsel/IP (4)
Commercial Real Estate Seminar (2)
Remedies (3)
Securities Regulation (3)
Telecommunications Law Seminar (2)

CORPORATE AND SECURITIES LAW:

Corporate and securities lawyers assist clients in forming business entities, structuring the relationships among investors and managers, raising capital through public or private offerings of securities or by selling assets and resolving disputes relating to management of business entities or the sale of securities. Although their practices are diverse, all corporate and securities lawyers must have a thorough understanding of laws governing corporations, limited partnerships, limited liability companies, general partnerships, and other business associations as well as laws governing the initial sale and subsequent trading of "securities," a generic term that includes stocks, notes, bonds, and options. If you are interested in pursuing a career in corporate and securities law, please feel free to contact Professors **Jennifer Johnson** (jjj@lclark.edu 503-768-6626), **George Foster** (foster@lclark.edu 503-768-6822), or **Samir Parikh** (sparikh@lclark.edu 503-768-6979) for further information.

A. Take all of these courses during the second year:

Business Associations I (3)
Business Associations II (3)
Income Tax I (4)

B. Take all of these courses sometime:

Advanced Contracts: Sales and Leases (3) or
Advanced Contracts: Commercial Transactions (3)
Corporate Taxation (3)
Secured Transactions (3)
Securities Regulation (3)

C. Take at least two of these courses sometime:

Antitrust Law (3)
Advanced Business Seminar (2)
Clinical Internship Seminar: Business Advising:
Entrepreneurship and Law (4)
Clinical Internship Seminar: Corporate Counsel/IP (4)
Contract Drafting Seminar (2)
Small Business Legal Clinic (SBLC) (4)

GENERAL BUSINESS LITIGATION

Business litigators must be experts at dispute resolution. Whether taking a case to the United States Supreme Court, representing a client in an international arbitration, or settling an individual customer's complaint, the business litigator must combine a keen business sense with a thorough understanding of the mechanisms of dispute resolution. Some business litigators appear in court almost daily, while others rarely appear in court, finding that their clients' needs can be met best through negotiation and compromise. Business litigators practice in all substantive areas of business law, from securities fraud to products liability to intellectual property. Some specialize; others have a general practice. If you are interested in pursuing a career in business litigation, please feel free to contact **Assistant Dean Steve Goebel** (sgoebel@lclark.edu 503-768-6677) or Professors **Ed Brunet** (brunet@lclark.edu 503-768-6658), or **Janet Steverson** (jws@lclark.edu 503-768-6667) for further information.

A. Take all of these courses during the second year:

Advanced Contracts: Sales and Leases (3) [*preferred*] or
Advanced Contracts: Commercial Transactions (3)
Business Associations I (3)
Evidence (4)
Income Taxation I (4)
Secured Transactions (3)

B. Take all of these courses sometime:

Alternative Dispute Resolution (3)
Antitrust Law (3)
Bankruptcy and Debtor/Creditor (3)
Business Associations II (3)

C. Take at least two of these courses sometime:

Employment Law I (3)
Federal Courts (3)
Federal Litigation Practice Seminar (2)
Moot Court: Client Counseling (1)
Moot Court: Mock Trial (2)
Remedies (3)
Securities Regulation (3)

INTELLECTUAL PROPERTY LAW

Intellectual property lawyers assist clients in securing and protecting the client's intellectual property assets. Intellectual property assets can include copyrights, patents, trademarks, trade names, and trade secrets. To be able to advise clients, intellectual property lawyers need to know the legal rules concerning creation, acquisition, ownership, and protection of intellectual property. Intellectual property lawyers assist clients in understanding licensing possibilities both from a licensee and a licensor perspective; advise clients on appropriate employment contracts and intellectual property registrations and notice requirements; assist clients in enforcing their rights against third parties and in defending against a claim of infringement. If you wish to pursue a career as an intellectual property lawyer and have questions about course selection, you should contact Professors **Lydia Loren** (loren@lclark.edu 503-768-6755), or **Tomás Gomez-Arostegui** (tomas@lclark.edu 503-768-6816).

A. Take all of these courses during the second year:

Intellectual Property Survey (3)
Business Associations I (3)

B. Take all of these courses sometime:

Antitrust Law (3)
Copyright Law (3)
Patent Law and Policy (3)
Trademark Law (3)

C. Take at least two of these courses sometime:

Clinical Internship Seminar: Business Advising:
Entrepreneurship and Law (4)
Clinical Internship Seminar: Corporate Counsel/IP (4)
Entertainment Law (3)
Information Privacy Law (2)
International Intellectual Property (3)
Patent Law & Policy (3)
Technology Transfer and Licensing Seminar (formerly Intellectual Property Licensing Seminar) (2)
Small Business Legal Clinic (SBLC) (4)
Sports Law Seminar (2)

INTERNATIONAL BUSINESS LAW

International business law is simply an extension of other areas of business law practice. Thus, international business issues introduce a layer of legal and cultural complexity to the standard business transaction. International business attorneys are typically asked to advise businesses and governments on issues involving the movement of goods, services, technology and information across national borders. Therefore, international business lawyers must be familiar with state, national and foreign regulations relating to taxation, trade, and international dispute resolution. Those interested in international business law should contact Professor **George Foster** (foster@lclark.edu 503-768-6822) or **Assistant Dean Steve Goebel** (sgoebel@lclark.edu 503-768-6677).

A. Take all of these courses during the second year:

Business Associations I (3)
Business Associations II (3)
Income Taxation I (4)

B. Take all of these courses sometime:

Advanced Contracts: Sales and Leases (3) or
Advanced Contracts: Commercial Transactions (3)
International Business Transactions (3)
Secured Transactions (3)
Securities Regulation (3)

C. Take at least three of these courses sometime:

Aviation Law (2)
Admiralty (2)
Alternative Dispute Resolution (3)
Clinical Internship Seminar: Corporate Counsel/IP (4)
Clinical Internship Seminar: Business Advising
Entrepreneurship and Law (4)
Contract Drafting Seminar (2)
Immigration Law (3)
International Business Transactions (3)
International Dispute Resolution (3)
International Intellectual Property (3)
International Tax (3)
International Investment Seminar (2)
Law of Global Labor Markets Seminar (2)

LABOR AND EMPLOYMENT LAW

The traditional domain of labor lawyers is representing management or workers in union-related negotiations and disputes. In non-union environments, the broader field of employment law plays a central role in the business community. The law governing this relationship includes statutes on "status discrimination" based on race, color, national origin, religion, age, disability, and sex, including sexual harassment. Statutes also regulate other aspects of the workplace, including "family" leave, pension and medical plans, wages and overtime pay, safety, and non-competition agreements. The workplace is also governed by common law contract doctrines and business torts involving wrongful discharge, privacy, and trade secrets. Because of the multi-faceted nature of this field, employment lawyers have a wide range of practice opportunities: they may counsel and negotiate on behalf of employers, either in-house or in a law firm; they may litigate employment disputes for workers or companies; or they may work for one of the government agencies that oversee the workplace. If you are interested in pursuing a career in labor or employment law, please feel free to contact Professors **Henry Drummonds** (hhd@lclark.edu 503-768-6655), **Juliet Stumpf** (jstumpf@lclark.edu 503-768-6841), or **Jeffrey Jones** (jdj@lclark.edu 503-768-6921) for further information.

A. Take all of these courses during the second year:

Business Associations I (3)
Employment Law I (3)
Income Taxation I (4)

B. Take all of these courses sometime:

Administrative Law (3)
Employment Discrimination (3)
Employment Law II (3) or
Labor Law (3)

C. Take at least three of these courses sometime:

Alternative Dispute Resolution (3)
Immigration Law (3)
Civil Rights Litigation (2)
Law of Global Labor Markets Seminar (2)
Qualified Retirement Plans (2)
Race and the Law Seminar (2)
Small Business Legal Clinic (SBLC) (4)
Sports Law Seminar (2)
Lewis & Clark Legal Clinic: Employment Law (4)
Worker's Compensation (2)

REAL ESTATE LAW

The practice of real estate law touches all aspects of the sale, financing and development of land. If you are interested in pursuing a career in real estate law, please feel free to contact Professor **Bernie Vail** (vail@lclark.edu 503-768-6656) for further information.

A. Take all of these courses during the second year:

Advanced Contracts: Sales and Leases (3) or
Advanced Contracts: Commercial Transactions (3)
Business Associations I (3)
Income Taxation I (4)
Property Transactions (3)
Secured Transactions (3)

B. Take all of these courses sometime:

Commercial Real Estate Seminar (2)
Land Use Planning (3)
Partnership Tax (3) *or*

C. Take at least two of these courses sometime:

Bankruptcy and Debtor/Creditor (3)
Hazardous Waste Law (3)
Land Use Seminar (2)
Remedies (3)

TAXATION

Tax lawyers help clients plan transactions in order to minimize federal, state and local taxes. In addition to dealing with general income tax issues, specialists within tax law handle distinct problems such as pensions and estate planning and succession planning for family or small businesses. Tax lawyers sometimes advise clients and their advisors about how to report completed transactions on tax returns. Finally, tax lawyers represent clients in controversies with the IRS and state and local revenue agencies, both at the administrative level and in court.

If you have questions about course selection, you should see Professors **Jack Bogdanski** (bojack@lclark.edu 503-768-6653) or **Larry Brown** (brown@lclark.edu 503-768-6670).

A. Take all of these courses during the second year:

Corporate Taxation (3)
Estate and Gift Tax (3)
Income Tax 1 (4)
Partnership Taxation (3)

B. Take at least three of these courses sometime:

Advanced Business Seminar (2)
Advanced Tax Seminar (2)
Estate Planning Seminar (2)
International Taxation (3)
Qualified Retirement Plans (2)
Lewis and Clark Legal Clinic: Tax (4)