Legal Ethics in Business Representation §618A
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Required Texts:
1. Marc L. Steinberg, Lawyering and Ethics for the Business Attorney, 2d ed.
2. Milton C. Regan, Jr., Eat What You Kill – The Fall of a Wall Street Lawyer

Course Objectives: This course will survey selected topics involving legal ethics in business representation. The course satisfies the ethics requirement for the Business Law Center’s certificate program. The course will examine ethical issues that arise in the legal representation of businesses, both from the perspective in in-house counsel and outside counsel. Such ethical issues include representation of the organization, confidentiality and conflicts of interest in typical scenarios that lawyers encounter in the representation of business entities, including incorporation, close corporations, issuance of legal opinions, internal investigations, mergers and acquisitions, and other corporate transactions. Students will be expected to apply their knowledge to real life scenarios depicted in the problems assigned with the reading.

Class Attendance: You must be on time for class, otherwise you are considered absent. You must attend all class sessions in order to receive credit for the course. No absences are permitted.

Office hours: To make an appointment, please feel free to email me, or to speak with me before or after class. I will be around to meet with you after class.

Course Grading: Your grade in the course will be determined as follows: 20% class participation and 80% take home final examination. The final will be a take home final exam involving essay question(s) based on a hypothetical.

Course Methodology: Your class participation grade will be based upon:
1. Completing written answers to the assigned problems in the Steinberg text. These should be printed out and brought to class with you, with an extra copy to hand in at the beginning of class, and one to refer to during class (which can be on your laptop).
2. Completing written answers to the study questions that I have created for each chapter in the Regan text, noting any relevant page citations to support your answers. Please bring these to class with you, with an extra copy to turn in at the beginning of class and a copy to refer to during class (which can be on your laptop).
3. Active participation reflecting thorough preparation during discussion of the assigned materials, including the problems and study questions, during class.
In addition, you should review, analyze and include in your answers any applicable ABA Model Rules and California Rules of Professional Conduct, as relevant to the assigned reading.

<table>
<thead>
<tr>
<th>Class Session</th>
<th>Assignment</th>
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| 1             | Steinberg, Chapter I – Who’s the Client?  
Steinberg, Chapter II – Confidentiality Owed to Existing and Former Clients  
Regan, Prologue  
Regan, Chapter 1 – Nobody Starves to Eat What You Kill |
| 2             | Steinberg, Chapter III – the Lawyer as Intermediary  
Steinberg, Chapter IV – Corporate Internal Investigations – What about Confidentiality?  
Regan, Chapter 2 – Portrait of a Young Lawyer  
Regan, Chapter 3 – Rust Belt Meets Wall Street |
| 3             | Steinberg, Chapter V – Parent-Subsidiary Related Party Transactions  
Steinberg, Chapter VI – The Corporate Opportunity Doctrine and the Lawyer’s Role  
Regan, Chapter 4 – Rolling the Dice  
Regan, Chapter 5 – A New Battlefield |
| 4             | Steinberg, Chapter VII – the Multiple Representation Dilemma  
Steinberg, Chapter VIII – Screening and the Personally Disqualified Attorney  
Regan, Chapter 6 – Bankruptcy Trials  
Regan, Chapter 7 – Nowhere to Hide |
| 5             | Steinberg, Chapter IX – Business Attorney as Litigator in Corporate Settings  
Steinberg, Chapter X – Lawyers Taking Equity Interests in Their Clients  
Regan, Chapter 8 – Gellene on Trial |
| 6             | Steinberg, Chapter XI – Inside Counsel  
Regan, Chapter 9 – Feeling Pressure |
| 7             | Steinberg, Chapter XII – Counsel as Director  
Regan, Chapter 10 – Justifying Concealment  
Regan - Epilogue |