

**SECURITIES REGULATION
SYLLABUS, SPRING 2009
Adjunct Faculty:
Terry Fleming and Christopher Grgurich**

The assigned written materials for this class are Securities Regulation Cases and Materials (Tenth Edition) and the 2008 Supplement, by John C. Coffee, Jr., Joel Seligman, and Hillary A. Sale.

1. Evaluation.

The course grade will be determined as follows:

- a. Multiple Choice/Brief Narrative/Essay Examinations
The examinations include topics raised both in class discussion and test of the readings we cover.
 - 1/3 Multiple choice, short answer and essay mid-term examination given on Wednesday, March 4, 2009, during class time. This will be a closed book examination.
 - 2/3 Multiple choice, short answer and essay final examination given on the date and at the time to be scheduled by the Registrar. Same instructions as above. This will be a closed book examination.
- b. Class Participation and Attendance.

Each student will have no more than three unexcused absences for the semester. Missing one hour of a three-hour class counts as one-third of an absence; missing two hours of a three-hour class counts as two-thirds of an absence. Do not sign in for all three hours if you attend only one or two hours. Failure to meet this attendance requirement will result in a lower course grade.

We will both call on students and use volunteers in class discussion. One "unprepared" will make a difference if a final average is a close call between grades. Two or more "unprepareds" will result in a lower class grade.

2. First assignment.

The first assignment consists of reading Chapter 1, page 1-65 of the text.

3. Office Hours and Appointments.

You can reach us at tfleming@lindquist.com and cgrgurich@lindquist.com or by phone at 612.371.3211.

4. Materials on Which to Focus for Class Discussion

<u>Wednesday, January 21 - Class 1</u>	<u>Pages</u>
Chapter 1 - The Institutional and Regulatory Framework	1-87
 <u>Wednesday, January 28 - Class 2</u>	
Chapter 10 - Regulation of the Securities Markets	584-640
Chapter 11 - Regulation of Broker-Dealers	644-691
 <u>Wednesday, February 4 - Class 3</u>	
Chapter 13 - Civil Liability Under the Securities Act of 1933	845-929
 <u>Wednesday, February 11 - Class 4</u>	
Chapter 14 - Rule 10b-5: Fraud in Connection With a Purchase or Sale of a Security	932-1038
 <u>Wednesday, February 18 - Class 5</u>	
Chapter 15 - General Civil Liability Provisions	1042-1142
 <u>Wednesday, February 25 - Class 6</u>	
Chapter 16 - Insider Trading	1145-1209
Chapter 17 - Federal Securities Law and Shareholder Voting	1210-1254
 <u>Wednesday, March 4 - Class 7</u>	
Chapter 18 - Civil Liability Under the Investment Company Act	1256-1271
Chapter 19 - State Law	1272-1295
 <u>Wednesday, March 11 - Class 8</u>	
Chapter 20 - SEC Enforcement Actions	1297-1410
Chapter 21 - Criminal Enforcement of the Federal Securities Laws	1411-1439
 <u>Wednesday, March 18 - Class 9</u>	
Chapter 2 - The Basic Structure and Prohibitions of the Securities Act	88-135

Chapter 3 - The Registration Process 136-253

Wednesday, March 25 - NO CLASS (SPRING BREAK)

Wednesday, April 1 - Class 10

Chapter 4 - Definitions of “Security” and “Exempted Securities” 254-341

Wednesday, April 8 - Class 11

Chapter 5 - The Private Offering Exemptions: Sections 4(2) and 4(6) 342-363

Chapter 6 - The Limited Offering Exemptions: Section 3(b), Regulation D
and Regulation A 364-402

Wednesday, April 15 - Class 12

Chapter 7 - Intrastate Offerings: Section 3(a)(11) and Rule 147 403-423

Chapter 8 - Reorganizations and Recapitalizations 424-476

Wednesday, April 22 - Class 13

Chapter 9 - Offerings by Underwriters, Affiliates and Dealers 484-572

Wednesday, April 29 - Class 14

Chapter 12 - Tender Offers, Management Buyouts, and Takeover Contests 713-784

5. FINAL EXAMINATION – Date/Time TBA