

## **Syllabus (Three or Two Credit Less Demanding Course)**

### **Course Description Example**

This four-credit course serves as an introduction to the field of corporate crime, which now covers a large and very busy realm of government and law firm practice. The course will give students a first exposure to: (1) the contemporary practice in federal government agencies and medium to large corporate law firms of investigating, sanctioning, and representing corporations and their managers and employees involved in potential criminal violations (and certain civil analogues); and (2) the debate in the public policy realm over whether, why, and how the criminal law should be applied to both individuals and firms in the corporate and business contexts.

This field is large, complex, and developing rapidly. An introductory course can cover only a selection of topics. This course will emphasize policy and the need to confront gaps and uncertainty in doctrine. As there is no unitary body of black letter law in this field, this is not that kind of course. The course is designed around a field of practice that requires attorneys to be familiar with matters of substantive criminal law, criminal procedure, evidence, attorney ethics, civil regulation, and corporate law. The field deals in complex fact patterns involving financial matters. So this course is designed primarily to get students' feet wet in each of these areas, remove some of the fear factor, and provide a framework for thinking and learning about problems in this area that will make the field more accessible over the course of a legal career.

### **Syllabus**

A shorter syllabus could be constructed along the lines of the following basic plan, while perhaps also trimming a few cases and examples along the way that explore more in-depth questions. The subjects omitted here in relation to the four-credit example are important in the field but not essential to an introduction to the most fundamental topics. In particular, the chapter on securities fraud is omitted, which is probably the most challenging chapter in the book for students—and is the one most designed to simulate the sort of difficult problems managed in large law firm practice.

1. First class: assign initial pages of Introduction and distribute a short media report giving a factual example from a recent corporate crime matter to frame the opening discussion
2. Criminal Liability of Firms: Chapter 1, sections A and B
3. Criminal Liability of Firms: remainder of Chapter 1
4. Introduction to Fraud: Chapter 2, section A
5. Mail and Wire Fraud: Chapter 2, section B, through problem 2-4
6. Mail and Wire Fraud: remainder of Chapter 2
7. Insider Trading: Chapter 4, sections A through D

8. Insider Trading: Chapter 4, section E, through *Salman v. United States*
9. International Bribery: Chapter 5, sections A and B
10. International Bribery: Chapter 5, sections C and D
11. International Bribery: Chapter 5, sections E through G
12. Managerial Liability: Chapter 7
13. Obstruction of Justice: Chapter 8, section A through C
14. Obstruction of Justice: remainder of Chapter 8
15. Perjury and False Statements: Chapter 9
16. The Grand Jury: Chapter 11
17. Fifth Amendment and Individuals: Chapter 12, section A through C
18. Fifth Amendment and Individuals: remainder of Chapter 12
19. Attorney-Client Privilege: Chapter 14, section A to section C, problem 14-1
20. Attorney-Client Privilege: remainder of Chapter 14
21. Sixth Amendment and Individuals: Chapter 15, sections A and B
22. Sixth Amendment and Individuals: remainder of Chapter 15
23. Individual Pleas and Settlements: Chapter 16
24. Firm Pleas and Settlements: Chapter 17, through problem 17-1
25. Sentencing of Individuals: Chapter 18, section A through problem 18-3
26. Sentencing of Firms: Chapter 18, section B

### **Optional Side Readings Example**

Students with a keen interest in the deep texture of corporate scandals are likely to find one or more of the following books to be entertaining and informative in their own reading:

*Bad Blood* by John Carreyrou (Theranos, soon to become a Jennifer Lawrence movie)

*The Informant* by Kurt Eichenwald (inside a big corporate investigation; better than the movie)

*The Smartest Guys in the Room* by Bethany McLean and Peter Elkind (Enron; better than the movie of the same title)

*The Chickenshit Club: Why the Justice Department Fails to Prosecute Executives* by Jesse Eisinger (the DOJ has gone to the dogs, or so he argues)

*The Big Short: Inside the Doomsday Machine* by Michael Lewis (the 2008 crisis, in part)

*The Billionaire's Apprentice* by Anita Rhagavan (about the biggest insider trading case ever; another very good one for insider trading mavens is *Black Edge* by Sheela Kholhatkar, which deals with the firm that inspired Showtime's *Billions*, a fun show that butchers legal realities)

*Empire of Pain* by Patrick Radden Keefe (the Sackler family and Purdue Pharma)

*Dopesick* by Beth Macy (the opioid story, from bottom to top)

*Capital Offenses: Business Crime and Punishment in America's Corporate Age* by Samuel Buell (my own take, not as fun as the others)