

**PROFESSIONAL RESPONSIBILITY IN LAW FIRM AND CORPORATE
PRACTICE**

**PROFESSOR REGAN
SPRING 2006
Office: McDonough Room 454
Phone: 202-662-9414
E-mail: regan@law.georgetown.edu**

TEXTS

Regan & Bauman, *Legal Ethics and Corporate Practice* (2005)
Regan, *Eat What You Kill: The Fall of a Wall Street Lawyer* (2004)
Gillers & Simon, *Regulation of Lawyers: Statutes and Standards* (2006)
Supplemental Material from the Distribution Center

1: The Corporation and Its Lawyers

R&B Chapter 1, 13-29
R&B, Chapter 5, 139-140
*Regan, *Eat What You Kill*, Prologue, 1-12
R&B, Chapter 5, Problem 2, 209-211

*** Please finish reading *Eat What You Kill* by Class 10**

2: The Lawyer's Role

R&B, Chapter 2, 30-75

3: In-House Counsel

R&B, Chapter 6, 212-249
R&B, Chapter 6 Problem, 249
MODEL RULES 1.2(a); 1.2(d); 1.3; 1.6; 1.13; 1.16 & Comment 4

4: The Corporate Law Firm: Characteristics and Trends

Regan, *Eat What You Kill*, Chapter 1, 15-49
R&B, Chapter 7, 260-292
R&B, Chapter 2 Problem, 292

5: The Corporate Law Firm: Career Paths

R&B, Chapter 8, 293-333 (skip Problem)

6: The Law of Law Firms: Organizational Form and Liability

Hillman, "The Impact of Partnership Law on the Legal Profession" (Supp. 1-8)

Ribstein, "Limited Liability of Professional Firms After Enron" (Supp. 9-18)

Howard v. Babcock (Supp. 19-31)

Chambliss & Wilkins, "A New Framework for Law Firm Discipline," (Supp. 32-38)

Koen Book Distributors v. Powell, Trachtman, et al., (Supp. 39-42)

MODEL RULE 5.1

NEW YORK DR 1-102(a)(1); DR 1-104(a), (c)

Class 7: The Law of Law Firms: Expulsion and Withdrawal

Dailey, "The Law of Partner Expulsions: Fiduciary Duty and Good Faith," (Supp. 43-48)

Bohatch v. Butler & Binion, (Supp. 49-57)

Wieder v. Skala (Supp. 58-61)

EEOC v. Sidley Austin Brown & Wood (Supp. 62-68)

Hillman, *Loyalty to the Firm: A Statement of General Principles on the Duties of Partners Withdrawing from Law Firms* (Supp. 69-72)

Hillman, *The Property Wars of Law Firms: Of Client Lists, Trade Secrets, and the Fiduciary Duties of Law Partners* (Supp. 73-79)

Class 8: Attorney Discipline and Liability

R&B, Chapter 10, 366-401

R&B, Chapter 10 Problems, 401-404

Class 9: Confidentiality

R&B, Chapter 12, 429-458

R&B, Chapter 12 Problems, 458-460

MODEL RULE 1.6; 1.13(c)

Class 10: Conflicts of Interest

R&B, Chapter 13, 461-494

R&B, Chapter 13 Problems, 494-495

Regan, *Eat What You Kill*

MODEL RULES 1.7; 1.9; 1.10; 1.13

Class 11: Securities Practice: Overview of Securities Law

R&B, Chapter 16, "Introduction to Securities Laws," 611-613

R&B, Chapter 16, "Materiality," 616-626
R&B, Chapter 16, "Preparation of Registration Statement," 658-665
R&B, Chapter 16, "Attorney as Gatekeeper," 626-631; 636-647

Class 12: Securities Practice: SEC Enforcement Actions

R&B, Chapter 17, 735-731
R&B, Chapter 16, *Carter & Johnson*, 682-701; 701-705
R&B, Chapter 17, *Spiegel*, 705-712
R&B, Chapter 17, *National Student Marketing*, 753-769
R&B, Chapter 17 Problem 3, 730-731

Class 13: Securities Practice: SEC Rules and Civil Liability

R&B, Chapter 17, 717 (begin with Section II)-724; Chart, 729-730
R&B, Chapter 16, 648-651
R&B, Chapter 17, 801-803
R&B, Chapter 17, *In re Enron*, 769-801
R&B, Chapter 17, Problem 1, 803-804
SEC Attorney Rules Problems (Supp. 80-84)

Class 14: Negotiations

R&B, Chapter 18, 805-829
R&B, Chapter 18 Problem, 829-830
MODEL RULES 3.3; 3.4; 4.1; 8.4

Class 15: Accounting and Financial Reporting

R&B, Chapter 19, 831-877
R&B, Chapter 19 Problem, 876-877
MODEL RULES 1.1; 1.2; 1.13; 8.4

Classes 16-17: Complex Transactions

R&B, Chapter 20, 878-916
MODEL RULES 1.1; 1.2; 1.3; 1.6; 1.13; 2.1; 8.4

Class 18: Regulatory Counseling

R&B, Chapter 21, 917-945
R&B, Chapter 21 Problems 945-947
MODEL RULES 1.2; 2.1; 3.1; 8.4

Class 19: Regulatory Compliance

R&B, Chapter 23, 975-1012
R&B Chapter 22 Problems, 1012-1013
MODEL RULES 1.2; 1.6; 1.13; 2.1

Class 20: Internal Investigations

R&B, Chapter 24, 1014-1049
R&B, Chapter 24 Problems, 1049-1051
MODEL RULES 1.3; 1.6; 1.7; 1.13; 4.1; 4.2; 4.3

Class 21: Criminal Prosecution

R&B, Chapter 25, 1052-1083
R&B, Chapter 25 Problems, 1083-1084
MODEL RULES 3.6; 3.8; 4.1; 4.2

Class 22: Criminal Defense

R&B, Chapter 26, 1085-1110
R&B, Chapter 26 Problems, 1110-1113
MODEL RULES 1.2; 1.3; 1.13; 3.3; 3.4

Class 23: Mergers and Acquisitions

In-Class Video
R&B, Chapter 27, 1114-1115; 1140-1151
MODEL RULES 1.4; 1.5; 1.6; 1.7; 1.9; 1.10; 1.13; 1.16

Class 24: Mergers & Acquisitions

In-Class Video
R&B, Chapter 27, 1140-1151
MODEL RULES 1.4; 1.5; 1.6; 1.7; 1.9; 1.10; 1.13; 1.16

Class 25: Civil Litigation

R&B, Chapter 28, 1164-1193
R&B, Chapter 28 Problems, 1193-1196
MODEL RULES 3.1; 3.3; 3.4

Class 26: Transnational Law Practice

R&B, Chapter 30, 1226-1248
R&B Chapter 30 Problems, 1248-1250
MODEL RULES 1.7; 5.4; 5.5; 8.5