

**UNIVERSITY OF PENNSYLVANIA  
THE WHARTON SCHOOL**

**COURSE SYLLABUS  
SPRING 2024**

**LGST 1010-001: LAW AND SOCIAL VALUES**

**Wednesdays 3:30 pm - 6:29 pm**

**January 24-May 1, 2024**

**Roger Machlis**

**Department of Legal Studies and Business Ethics**

**[rmachlis@wharton.upenn.edu](mailto:rmachlis@wharton.upenn.edu)**

**TA: Caroline Hackley ([chackley@pennlaw.upenn.edu](mailto:chackley@pennlaw.upenn.edu))**

**COURSE DESCRIPTION**

This course provides a broad introductory survey of law and the US legal system. We will explore fundamental principles and concepts relating to a number of substantive legal areas, with a focus on the impact of law on the business world and its place in society. We will address how law reflects contemporary and historical social, political, and economic values.

The first half of the course will provide a foundation on law and our legal system and cover the “building blocks” of substantive private law, including contracts, torts, and property law. The second half of the course will focus on public law and the regulation of business. Topics will include corporation, constitutional, administrative/agency, securities, intellectual property, antitrust, employment, bankruptcy, and international law.

**COURSE OBJECTIVES**

The primary objective is for students to gain a deeper understanding of what law is, how our legal system works, and how the law functions in the business world and broader society. This entails learning some of the key substantive legal principles that have developed over many years through judicial decisions in our common law system, governmental statutes, and

agency rules and regulations. A secondary objective is for students to learn some of the “lawyering” skills that will give them an appreciation for what it means to “think like a lawyer” and advocate like a lawyer. This includes learning how to critically analyze a legal issue and provide advice to a client. It also involves learning how to read and brief a case, and to interpret a statute, rule or regulation. Law is so pervasive in our society that these communication and lawyering skills will be helpful to you, regardless of whether or not you ultimately decide to pursue a legal career.

The goal is to bring the “real world” into our discussions as much as possible and to make the law relevant and practical. I have spent most of my career as an in-house business law practitioner, providing legal advice to business clients and senior management. I hope to be able to share some lessons from that experience with you.

## **COURSE STRUCTURE**

The course will meet for 3 hours once a week, for 14 classes. Prior to each class, your most important task will be to read and think critically about the assigned materials. While each class will have some lecture component, most of the class will be interactive, including group discussions and “Socratic” questioning using the teaching method that is typical in American law schools. This means you will be called on to discuss the assigned readings. Some of the classes will have in-class project work, giving students the opportunity to exercise lawyering skills. Since each class is 3 hours in length, we will take a short break roughly half way through the class, during which you will have the opportunity to check your electronics and stretch your legs. I will be available then to chat informally with any of you about the class.

## **COURSE MATERIALS**

All required materials are listed in the syllabus, and posted on Canvas. I may make some changes to the syllabus during the semester.

## **ELECTRONICS**

The critical learning in this interactive class takes place in the classroom, so it is important that you be present in the moment and fully engaged. Accordingly, phones must be put away during class time. Laptops and electronic tablets will be permitted only for pedagogical purposes (i.e., to take class notes, retrieve reading materials, take a quiz, or perform an in-class exercise).

## **OFFICE HOURS**

I strongly encourage you to reach out to me for some 1:1 time to discuss the course. Please send me an email ([rmachlis@wharton.upenn.edu](mailto:rmachlis@wharton.upenn.edu)) to schedule a Zoom meeting. If you prefer to meet in person, I will generally be available in the Legal Studies and Business Ethics office on Wednesdays from 1 to 3 pm, so please reach out to schedule a meeting.

## **GRADING**

Your grade for this course will have 5 components:

### *Class Participation* (15%)

Attending class and being actively engaged in the discussions is important to your learning and creating a positive classroom experience for your fellow students. Communication skills are essential to success in law and the business world. For each class, you will receive ½ credit if you attend the full class and are fully engaged (i.e., not distracted or using electronics for non-pedagogical purposes), and ½ credit if you have done the readings and are able to answer questions about them. Life happens even during the school

semester, so you will receive a “free pass” and full class participation credit for 1 missed class.

### Quizzes (15%)

I will give 6 short, 10 minute multiple choice quizzes that are designed to assess your understanding of the key principles and concepts in the assigned reading materials. I will drop your lowest score (unless you are absent for one of the classes during which a quiz is given, in which case that will be your dropped score).

### Lawyering Project (20%)

During the second half of the course, there will be a “lawyering project” designed to exercise skills such as oral advocacy and brief writing. More details will be provided in class.

### Midterm Exam (25%)

For part of Class 6, students will take an in-class, “closed book” exam that consists of multiple choice and hypothetical case study questions. The exam will assess your understanding of some of the key principles and concepts covered in the first half of the course.

### Final Exam (25%)

During the final exam period, students will take a 2 hour, “closed book” exam that consists of multiple choice and hypothetical case study questions. The exam will assess your understanding of some of the key principles and concepts covered in the course, with a primary focus on the second half of the course.

**CLASS SCHEDULE, TOPICS, AND ASSIGNMENTS (subject to change)**

**BL: Mann & Roberts, “Business Law”, 18th Edition**

**Feinman: Jay M. Feinman, “Law 101”, 6th Edition**

#	DATE	TOPIC	ASSIGNMENT
1	Jan 24	<b>FOUNDATION</b> What is “Law”? Legal analysis	<b>Feinman:</b> preface and ch. 1 <b>BL:</b> ch. 1 Orin Kerr, <i>How to Read a Legal Opinion</i>
2	Jan 31	<b>CIVIL PROCEDURE; CONTRACTS I</b> US legal system Intro to Ks (formation, offer, acceptance)	<b>Feinman:</b> ch. 4 <b>BL:</b> ch. 9-10, 12 <i>Leonard v. Pepsico</i> <i>Owen v. Tunison</i> <i>Iacono v. Lyons</i>
3	Feb 7	<b>CONTRACTS II</b> Defenses to K Breach Performance; Discharge Damages & Remedies	<b>Feinman:</b> ch. 6 <b>BL:</b> ch. 11, 13-15 <i>Williams v. Walker-Thomas Furniture</i> <i>Stepp v. Freeman</i> <i>Hawkins v. McGee</i> <i>Peevyhouse v. Garland</i>
4	Feb 14	<b>TORTS I</b> Definition of “Tort” Intentional Torts	<b>Feinman:</b> ch. 5 <b>BL:</b> ch. 7 <i>MacPherson v Buick Motor Co.</i>
5	Feb 21	<b>TORTS II</b> Negligence Strict and Prods Liab.	<b>BL:</b> ch. 8
6	Feb 28	<b>PROPERTY LAW I</b> Definition of Property Adverse Possession <b>MIDTERM EXAM</b>	<b>Feinman:</b> ch. 7 <i>Popov v. Hayashi</i> <i>Sturges v. Bridgman</i>

7	Mar 13	<b>PROPERTY LAW II</b> Intellectual Property	<b>BL:</b> ch. 39; <i>Google LLC v. Oracle America</i> <i>Samsung Electronics Co. v. Apple Inc.</i>
8	Mar 20	<b>CORPORATION LAW</b>	<b>BL:</b> ch. 33,35 <i>Dodge v. Ford Motor Co.</i>
9	Mar 27	<b>CONSTITUTIONAL LAW I</b> Equal Protection Freedom of Speech Freedom of Religion	Constitution of the United States <b>Feinman:</b> ch. 2-3 <i>Plessy v. Ferguson</i> <i>Brown v. Board of Education</i> <i>NYS Rifle &amp; Pistol Assoc v. Bruen</i>
10	Apr 3	<b>CONSTITUTIONAL LAW II</b> Commerce Clause <b>ADMINISTRATIVE AND AGENCY LAW</b>	<i>Gibbons v. Ogden</i> <i>Heart of Atlanta Motel v. U.S.</i> <i>United States v. Lopez</i> <i>Chevron v. Natural Resources Defense Council</i> <i>FDA v. Brown &amp; Williamson Tobacco</i>
11	Apr 10	<b>SECURITIES LAW I</b> Securities Act '33 Securities Exchange Act '34 Disclosure	<b>BL:</b> ch.43 <i>SEC v. W.J. Howey Co.</i>
12	Apr 17	<b>SECURITIES LAW II</b> Insider Trading	<i>Chiarella v. United States</i> <i>Dirks v. SEC</i> <i>United States v. Newman</i> <i>Salman v. United States</i>
13	Apr 24	<b>EMPLOYMENT LAW</b> Labor (health and safety) Discrimination Sexual harassment	<b>BL:</b> ch.42 <i>Meritor Savings Bank v. Vinson</i> <i>EEOC v. Abercrombie</i>
14	May 1	<b>ANTITRUST LAW</b> <b>BANKRUPTCY LAW</b> <b>ENVIRON/INTL.</b>	<b>BL:</b> ch.40 <b>BL:</b> ch. 38 <b>BL:</b> ch. 45 (1-4), 46

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## INSTRUCTOR BIOSKETCH

**Roger Machlis** has practiced business law for over 35 years, primarily as senior in-house counsel at large global financial institutions. In his last in-house role, Machlis was a Managing Director and the General Counsel of Credit Suisse’s Global Asset Management business (CSAM) for 17 years. As GC, Machlis was a member of the CSAM Management Committee and advised the CEO and management team on numerous strategic business matters; major transactions and new products; significant legal, regulatory, compliance, reputational and employment matters; changes in law and regulation; and public policy matters. Machlis participated as a member of various risk management, control and oversight committees and was a critical senior member of a control and challenge function at Credit Suisse. He worked on governance related matters and served as the Chief Legal Officer to the CS US mutual fund boards. He periodically represented Credit Suisse at meetings with foreign, US federal and state regulators.

Machlis’ role at Credit Suisse provided a unique perspective on strategic, organizational and human resource matters, and potential ethical and reputational issues, that one encounters in a very complex, highly regulated and global major financial services organization. He was a highly trusted strategic adviser to senior management and middle management officers. He managed, coached, and mentored teams of legal and compliance professionals at Credit Suisse on substantive legal topics and how to effectively manage and communicate with internal business clients. He chaired the Credit Suisse General Counsel Americas Diversity and Inclusion Committee. He was a member of the Steering Committee of SIFMA’s Asset Management Group. In 2019, Machlis received a global Credit Suisse CEO award for Stakeholder Management.

Prior to Credit Suisse, Machlis was a senior internal counsel at Citibank and a law firm associate at Simpson Thacher & Bartlett. He was an accountant at KPMG prior to law school. Machlis received a J.D. from New York University School of Law and graduated *magna cum laude* with a B.S.E. from the Wharton School of the University of Pennsylvania.

In the fall of 2022 and 2023, Machlis taught a Professional Responsibility and Leadership course to undergraduate students at the New York University Stern School of Business. He taught a Responsibility in Business course at the Wharton School of Business (MBA Program) in Spring 2017, 2018, and 2019, and a 1 day workshop to Wharton undergrads in 2020.