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Discover

Business Law is a broad practice category that can be roughly separated into two doctrinal buckets: Corporate Law and Commercial/Bankruptcy Law. Furthermore, American lawyers sometimes use “business lawyer” or “corporate lawyer” to refer to attorneys whose practice consists predominantly in the provision of transactional advice rather than litigation. When used in this way, the designation would cover any transactional attorney, whether the issues on which the attorney is providing advice are predominantly “corporate” or “commercial” in the doctrinal sense. (To be sure, lawyers frequently represent corporations and other businesses in litigation, but advice concerning that particular practice area is addressed in the “Civil Advocacy” guidance).

Corporate Law:

Corporate law traditionally implicates a practice where your clients are businesses or individuals forming, investing in, or managing the governance of, a business. As noted above, the corporate lawyer’s role is most frequently that of a transactional advisor. The perspective is usually forward-looking to the future – how can the parties work together to both achieve their objectives and limit their risks? For instance, a transactional corporate lawyer might be engaged by a client to represent it during its negotiation with a bank concerning a loan agreement, or with a competitor concerning a corporate merger. In each of these illustrative cases, the corporate lawyer’s objective would be to create self-executing agreements and align incentives of the parties (e.g., financial, reputational, operational) in a deal/transaction so that the parties can work together in a productive, profitable, and predictable manner. To help clients meet their future business objectives, the transactional corporate lawyer must understand the legal framework in



which it is operating, help the client comply with those obligations while meeting their business goals, and use private contract tools to align private party interests to further the business objectives. A corporate practice can also involve a significant compliance/administrative law aspect, such as compliance with federal securities laws. At its core, the practice of transactional corporate law is about risk assessment, creative solutions, careful documentation and persuasive negotiation.

The transactional perspective is not focused on asking who did what to whom and who is to blame—although there is plenty of that in corporate litigation. As a general rule of thumb, a transactional corporate lawyer is a constructive problem-avoider and problem-solver, whereas a litigator that represents corporate clients is focused on cleaning up problems after they occur. Nevertheless, the practices reciprocally inform one another; litigators frequently need to understand corporate law, and transactional corporate lawyers need to bear in mind the possibility of going to court if their clients' transactions unravel.

One attractive element of a corporate practice is that parties are often evenly matched, well-resourced, and have voluntarily entered into their arrangements. In other words, if something bad happens there is an element of assumed risk involved, which is not the case when there is an innocent person in jail or an injured child. This sense of equity may appeal to some law students.

Moreover, a corporate practice tends to appeal to students who excel and enjoy “code” based classes, who are detail oriented, and who enjoy coming up with creative solutions. It is also very client-interactive, which can tie into personal reward/incentive systems. It is also a practice area that blends business, industry, economics, and even a little math (emphasis on *little*) into the practice of law. For some, this is a deterrent, but for others these are great facts to be incorporated into an analysis that help anchor your thinking, organize your arguments, and make your case.

Commercial Law:

Commercial law encompasses a wide variety of activities, such as negotiating sales contracts, advising on leases of real or personal property, and assisting banks in negotiating and documenting loans and security interests. As with corporate law, this practice can implicate transactional and litigation skills, although most commercial law experts would characterize themselves as transactional lawyers. Moreover, commercial law overlaps significantly with corporate law; experts in one field almost always have significant knowledge in the other. Students will find a commercial and/or bankruptcy practice appealing if they enjoy working with legal codes (the Uniform Commercial Code and the Bankruptcy Code) and with numbers. If a student is interested in many areas of law, a bankruptcy practice may be a good choice because it



brings together issues from those areas, such as intellectual property, tax, insurance, environmental, and even criminal law.

Learn

Foundational Courses <i>All are strongly recommend and should be taken early in the upper-level years.</i>	Advanced Courses <i>Advanced Coursework that will build your substantive knowledge in this pathway.</i>	Writing Courses <i>Coursework to hone your writing skills and develop a portfolio of practicing writing in your field.</i>
<p><u>Corporate Law:</u></p> <ul style="list-style-type: none"> • Corporations (3) • Securities Regulation (3) <p><u>Commercial Law:</u></p> <ul style="list-style-type: none"> • Basic Bankruptcy (3) • Corporations (3) • Security Interests and Liens (2) 	<p><u>Corporate Law:</u></p> <ul style="list-style-type: none"> • Corporate Finance (3) • Basic Bankruptcy (3) • Basic Federal Taxation (3) • Corporate Tax (3) • Partnership & LLC Tax • Accounting for Lawyers (3) • The Role of In-House Counsel (2) • Corporate Compliance: Mitigating Legal Risk (3) • Contract Drafting and Risk Analysis (3) • Employee Benefits/ERISA (3) • Security Interests and Liens (2) • Advanced Business Bankruptcy (3) • Law of Social Enterprise (2) <p><u>Commercial Law:</u></p> <ul style="list-style-type: none"> • Sales (2) • Basic Federal Taxation (3) • Real Estate Transactions (3) • Accounting for Lawyers (3) • Advanced Business Bankruptcy (3) <p><u>Related Courses for Both Corporate and Commercial Practices:</u></p> <ul style="list-style-type: none"> • Administrative Law (3) • Employment Law (3) • Intellectual Property Survey (3) 	<p><u>Corporate Law:</u></p> <ul style="list-style-type: none"> • Corporate Governance Seminar (3) • Mergers and Acquisitions (3) <p><u>Commercial Law:</u></p> <ul style="list-style-type: none"> • Same as “Corporate Law” list above



<p>Clinics</p> <p><i>Students who participate in a clinic are exposed to a practice area through the representation of actual clients under faculty supervision. The following clinics are relevant to this career path:</i></p>	<p>Externships</p> <p><i>Externships place students in a wide variety of placements where they work directly under the supervision of a practicing attorney. Sample placements in for this career path include:</i></p>	<p>Additional E-Courses</p> <p><i>Georgia State College of Law has numerous other experiential opportunities. The following are some additional courses that should be considered for this career path:</i></p>
<p>None at present</p>	<p><u>Corporate Law:</u></p> <ul style="list-style-type: none"> • Business Court, Fulton County Superior Court • Federal Reserve Bank of Atlanta • Pro Bono Partnership of Atlanta • Office of the Attorney General, State of Georgia • Administrative Office of the Courts of Georgia (AOC), Office of the General Counsel • Georgia State University Office of Technology Licensing and Commercialization <p><u>Commercial Law:</u></p> <ul style="list-style-type: none"> • Same as “Corporate Law” list above 	<p><u>Corporate Law:</u></p> <ul style="list-style-type: none"> • Unincorporated Business Associations (2) • Health Care Transactions and Regulatory Practicum (3) • Sports Law Simulation (3) • Entertainment Law Workshop (3) • Partnership Tax Lab (3) <p><u>Commercial Law:</u></p> <ul style="list-style-type: none"> • Same as “Corporate Law” list above

All course descriptions are available online through the [COL Bulletin](#).

Network

Students should seek out connections with practitioners and other students, both within Georgia State and throughout the legal community. Adjunct professors can be an excellent resource both for guidance and employment opportunities. Professional Bar associations also welcome student participation and may offer reduced membership rates for students. Some bar sections and committees look for students to provide research or other assistance.

Professional Organizations

- [American Bar Association](#) (ABA) (Business Law Section)
- [Georgia State Bar](#) (Business Court Committee, Sections for Bankruptcy Law, Business Law, Corporate Counsel, Creditors’ Rights and Commercial Litigation, Employee Benefits Law)



- [Atlanta Bar Association](#) (Sections for Bankruptcy, Business & Finance, Corporate Counsel, Real Estate)

Student organizations

- GSU Business & Law Society