SYLLABUS 1
The required texts are Pinto and Branson UNDERSTANDING CORPORATE LAW (2004 2d. edition) ("Pinto") and Klein and Coffee, BUSINESS ORGANIZATIONS AND FINANCE (9th edition, 2004) ("Klein"). In general the Klein book will be assigned as supplemental material for those of you who want more information on the financial aspects of corporate law. Whenever there is an * after an assignment then it is optional and allows for more in depth coverage relevant to the required material assigned. I also recommend that you read the business section of the New York Times. If anyone is interested in a student subscription for home delivery at reduced rates of the The N.Y. Times, you can sign up at ww.nytimes.com/student You sign up for delivery off campus and for “Additional Information” use Brooklyn for “city” and Brooklyn Law School for “college” which will lead to my course “corporations06". If interested in the Wall Street Journal and Business Week, you may sign up in the first few classes for a discounted subscription. Future syllabi (assignments) and other materials (course documents) will be found in the web course. Any future attachments will be distributed to you prior to the class.

INFORMAL MEETINGS
I would like to have optional informal meetings with members of the class. Coffee after class at 11am is the easiest but if you have another class I can arrange an occasional lunch on Friday at 1pm. You should email me not later then September 4 if interested and indicate if available for coffee or because of a class conflict then a lunch meeting. I will post the schedule on the web. Please do not feel obligated to sign up.

CLASS 1 INTRODUCTION TO BUSINESS ORGANIZATIONS
a) History
Klein pp. 112-117.
b) Agency Principles
Materials on Agency Principles attached
Hoddeson case attached
c) Corporate versus Partnership Form
Pinto pp. 1-9 and §1.06
Section 18 of the Uniform Partnership Act attached
Klein pp. 1-8;106-112; 12-26*;52-70*; 90-105*.
d) Where and How to Incorporate
Pinto pp. 13-16.
Klein pp. 137-40;149-53.
Skim Delaware General Corporation Law sections 101-109 on formation and Sample Forms(attached)*

Because I like to have students participate in class, I have selected several students who will be assigned to be primarily responsible for one of the classes (everyone should also be prepared for these classes). Below is the assignment for the first class. The assignments for future classes will be posted later. This means that when you are assigned a specific class, you will be expected to discuss the materials assigned for that subject in class. This will not require any extra work.

STUDENT ASSIGNMENTS
CLASS 1 INTRODUCTION TO BUSINESS ORGANIZATIONS

Angelika Platzer (Austria)
Akema Honkawa (Japan)
CLASS 2 CAPITAL STRUCTURE; BASIC TAX AND ACCOUNTING

a) Types of Securities and Capital Structure
Pinto pp. 69-74. Leverage example attached.
"Debt or Equity" article* in Course Documents.
Klein pp. 248-56; 282-90; 302-304; 306-310
[you may optionally read all of Klein Chapter 4]
Klein pp. 8-12*.

b) Taxation
Survey of Tax Consequences of Business Organizations in Course Documents
Pinto pp. 9-12*; Klein pp. 100-104*; 233-236*.

c) Accounting
Materials on accounting attached