General Matters:

The required texts for the course are Eisenberg, Corporations (11th ed. Unabridged), the 2019 casebook supplement, and the statutory supplement (Corporations and Business Associations: Statutes, Rules and Forms, 2019 edition). Klein & Coffee, Business Organization and Finance is recommended but not required. It is an extremely useful supplement, especially for those without a strong business or economics background. Also, I recommend that people read a good business newspaper on a daily basis (either the Wall Street Journal or the business section of the NY Times). Steeply discounted student subscriptions to the WSJ are available online.

Unless otherwise noted, all page references are to the casebook. Please read any cross-referenced sections in the statutory supplement unless I specifically exclude it. I really mean this. The statutory material is extremely important. Do NOT read the cross referenced sections in the Rev. Model Bus. Corp. Act unless I specifically assign it: we will be focusing on Delaware corporate law and the Delaware General Corporation Law (GCL).

The full text of the Delaware General Corporation Law is available online at: http://delcode.delaware.gov/title8/c001/index.shtml

The “Securities Lawyer’s Deskbook,” a well-organized full text version of the Federal securities statutes, regulations and rules, are available online at: https://lawblogs.uc.edu/sld/ This is my go-to source of rules & regs.

A note about online and other digital materials: the final exam will be “open computer” (full access to your laptops but no access to the internet).

A note about class scheduling: This is a 5 credit course. It has been scheduled as a 6 credit course in order to allow me to cancel 7 classes in the course of the semester without the inconvenience of scheduling makeups. At this point, the following classes will be cancelled: September 12; September 19; September 30, October 9 and November 27. I will let you know of the additional (2) cancellations as I learn of them.
Assignments: A refers to the first “hour”; B refers to the second “hour”

Date

8/29

Chapter 1: Agency

For background: Chapter 2 (basic Accounting and Finance)

Chapter 3: Partnership

9/4 (Legislative Monday) Sections 1-5

9/5

A: Sections 6-9
B: Sections 10-11

Chapter 4. The Foundations of a Corporation

9/9

A: Sections 1-7

B: Sections 8-13

9/11

A: Sections 14-15

B: JPMC certificate of incorporation and bylaw exercises (on course website)