The required texts for the course are Eisenberg, *Corporations* (11th ed. Unabridged), the 2017 casebook supplement, and the statutory supplement (*Corporations and Business Associations: Statutes, Rules and Forms*, 2008 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](http://delcode.delaware.gov/title8/c001/index.shtml)

The full text of the Federal securities statutes, regulations and rules are available online at: [https://lawblogs.uc.edu/sld/](https://lawblogs.uc.edu/sld/)

**A warning about online and other digital materials:** the final exam will be open book/open notes but, because of the exam software we use, you will not have access to your files on your laptop or to the internet. You will therefore want to download and print any materials you think you will want in the final exam.

**Date**

8/31 **Chapter 1: Agency**

For background: Chapter 2 (basic Accounting and Finance)

9/1 **Chapter 3: Partnership**

Sections 1-5
9/5  
A: Sections 6-9  
B: Sections 10-11  

9/5  
5:30 to 7 pm: Greenberg Lounge  
**Special Event: S.E.C. Panel Discussion: Priorities Going Forward**  
Jay Clayton, Chair  
Stephanie Avakian and Steven Peikin (Co-Directors of the Division of Enforcement)  
Peter Driscoll (Acting Director of the Office of Compliance)  

Chapter 4. The Foundations of a Corporation  

9/7  
A: Sections 1-7  
B: Sections 8-13  

9/8 (to 11:50 pm)  
A: Sections 14-15  
B: JPMC certificate of incorporation and bylaw exercises (on course website)  

Note: this is a 5 credit course. It has been scheduled as a 5.5 credit course and, in fact, the Friday session can run to 11:50 am without interfering with any other law school courses. This is to allow us to accommodate cancellations with less inconvenience to you. I am hopeful that we can handle all of the cancellations within the regular schedule.  

At this point, I expect to cancel class on the following days: 9/21, 9/22, 10/5, 10/6, 10/20, 12/8.