COURSE MATERIALS

The required text is *Klein, Ramseyer & Bainbridge's Business Associations: Agency, Partnerships and Corporations, 9th ed.* (ISBN 9781609303495). Clean used copies are usually available for a fraction of the bookstore’s price on Amazon.com. If you sign up for Amazon Student, you can get free 2-day shipping on all your purchases. Optional materials are posted to TWEN.

You will also need to reference portions of the Restatement of Agency, the Delaware General Corporation Law, the Model Business Corporation Act, and portions of federal securities laws and regulations. Links to these materials are/will be posted to TWEN. While I have not assigned an overpriced statutory supplement (as all of them are), it is imperative that you familiarize yourself with the Act/Restatement/Statute sections discussed in the cases, discussed in class, and listed in the syllabus. Additional materials, which will replace and complement the casebook, will be posted to TWEN. This will save you from having to purchase an overpriced case supplement (as, again, all of them are).

COURSE STRUCTURE

The three main topics to be covered will be

I. agency law
II. partnership law, and
III. corporation law.

We will also discuss limited liability company law throughout the semester.

GRADING

Class participation will determine 10 percent of your grade. I generally ask for volunteers, but will call on people if needed. Everyone should be prepared for each class; if you cannot be prepared on any given day, let me know via e-mail or phone before class, and I will try not to call on you. The remainder of your grade will be based on a final exam that will be administered on December 5, 2018, at 8:15 a.m.

RECORDING CLASSES

I generally do not object to recording classes if you must be absent because of an emergency. In these cases, please let me know in advance of class and I will record
or arrange for the recording of the class. Students may not record or arrange for the recording of classes without obtaining my prior permission.

**EMERGENCY PROCEDURES**

Southern Illinois University Carbondale is committed to providing a safe and healthy environment for study and work. Because some health and safety circumstances are beyond our control, we ask that you become familiar with the SIUC Emergency Response Plan and Building Emergency Response Team (BERT) program. Emergency response information is available on posters in buildings on campus, available on BERT’s website at [www.bert.siu.edu](http://www.bert.siu.edu), Department of Safety’s website [www.dps.siu.edu](http://www.dps.siu.edu) (disaster drop down) and in Emergency Response Guideline pamphlet. Know how to respond to each type of emergency.

Instructors will provide guidance and direction to students in the classroom in the event of an emergency affecting your location. It is important that you follow these instructions and stay with your instructor during an evacuation or sheltering emergency. The Building Emergency Response Team will provide assistance to your instructor in evacuating the building or sheltering within the facility.

**DISABILITY POLICY**

Disability Support Services provides the required academic and programmatic support services to students with permanent and temporary disabilities. DSS provides centralized coordination and referral services. To utilize DSS services, students must come to the DSS to open cases. The process involves interviews, reviews of student-supplied documentation, and completion of Disability Accommodation Agreements. [http://disabilityservices.siu.edu/](http://disabilityservices.siu.edu/). Upon completion of a Disability Accommodation Agreement with DSS, students should bring the agreement to the School of Law Registrar’s Office to ensure the School of Law provides the proper classroom and examination accommodations.

**SALUKI CARES**

The purpose of Saluki Cares is to develop, facilitate and coordinate a university-wide program of care and support for students in any type of distress—physical, emotional, financial, or personal. By working closely with faculty, staff, students and their families, SIU will continue to display a culture of care and demonstrate to our students and their families that they are an important part of the community. For Information on Saluki Cares: (618) 453-5714, or [siucares@siu.edu](mailto:siucares@siu.edu), [http://salukicares.siu.edu/index.html](http://salukicares.siu.edu/index.html). At the School of Law, Assistant Dean Judi Ray is also available to help students access university resources. Her email is [judiray@siu.edu](mailto:judiray@siu.edu), and her phone number is (618) 453-3135.
Topics & Assignments

Part I — Agency Law

1. KRB 1-12; Coase, *The Nature of the Firm* (focus on Parts I, II, and V; you may skim/skip Parts III and IV) (TWEN).

2. KRB 12-18; *Lind v. Schenley Indus.* (TWEN); *Dweck v. Nasser* (TWEN).


4. KRB 31-47.

   WAC: Franchise Agreement Drafting Exercise (TWEN)—provisions and client questions e-mailed to me by 5pm two days before this class will earn double credit toward your class-participation grade. We will review the clauses and questions in class.

5. KRB 48-66.


Part II — Partnership Law

7. KRB 77-82, 87-107.

8. KRB 108-119.

9. KRB 119-140.

10. KRB 141-159; Delaware General Corporation Law § 141; *Southern-Gulf Marine Co., No. 9, Inc. v. Camcraft, Inc.* (TWEN).

The next part of the syllabus will be posted around the time of Class 9.