

BUSINESS ASSOCIATIONS SYLLABUS AND CLASS POLICIES FALL 2022

Caroline Bradley

Casebook: Stephen M. Bainbridge, BUSINESS ASSOCIATIONS: CASES AND MATERIALS ON AGENCY, PARTNERSHIPS, LLCs, AND CORPORATIONS (11th Edition, 2021)

This syllabus includes mostly the cases in the Casebook (cases underlined are new in the 11th edition of the Casebook). As the semester develops I will add a small number of additional cases: generally at the end of the semester I like to focus on some recent decisions. The syllabus is indicative and weekly assignments may need to be adjusted.

Course Assessment: Your performance in this class will be assessed by means of an online take-home final examination.

Class Recordings:

Students are expressly prohibited from recording any part of this course. Meetings of this course might be recorded by the University. Any recordings will be available to students registered for this class as they are intended to supplement the classroom experience. Students are expected to follow appropriate University policies and maintain the security of passwords used to access recorded lectures. Recordings may not be reproduced, shared with those not in the class, or uploaded to other online environments. If the instructor or a University of Miami office plans any other uses for the recordings, beyond this class, students identifiable in the recordings will be notified to request consent prior to such use.

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If you have concerns about your personal wellbeing or that of a classmate, please reach out to Student Affairs at deanofstudents@law.miami.edu or any of the resources of the resources listed on our wellbeing website (student.law.miami.edu/wellbeing). If you ever find yourself struggling to afford groceries or basic nutrition, please take advantage of our food pantry located in F205.

Disability & Accommodation:

If you have or suspect that you may have a disability, please contact Ms. Jessie Howell, Director of Accessibility Services, for information about available resources and services. She can be reached at 305-284-4551 or access@law.miami.edu.

Title IX:

The University of Miami seeks to maintain a safe learning, living, and working environment free from all types of sexual misconduct including but not limited to: Dating Violence, Domestic Violence, Sex- or Gender-Based Discrimination, Sexual Assault (including Sexual Battery), Sexual Exploitation, Sexual Harassment, and Stalking. For additional information about the University's efforts to prevent, stop, and address sexual misconduct, including resources and reporting options, please visit www.miami.edu/titleix or contact the University's Title IX Office at titleixcoordinator@miami.edu.

WEEK 1: [Section A: August 22; Section B: August 24]

Reading Assignment: Casebook pages 1-34 (Gorton v Doty, A. Gay Jenson Farms v Cargill, Inc., Mill Street Church of Christ v Hogan, Ackerman v Sobol Family Partnership LLP, Wateau v Fenwick)

Note: You can access the Restatement 3rd of Agency via the Hein Online link [on the Law School Library web page](#) (look in Hein Online and then find the American Law Institute Library).

Assignment for Class Discussion: Introduction to Business & Society and Agency (discussion based on Gorton v Doty).

WEEK 2 [Section A: August 29; Section B: August 31]

Reading Assignment: Casebook pages 34-82 (Botticello v Stefanovicz, Hoddeson v Koos, Atlantic Salmon v Curran, Humble Oil v Martin, Hoover v Sun Oil, Murphy v Holiday Inns, Miller v McDonald's, Ira S Bushey & Sons v US, Manning v Grimsley, Arguello v Conoco, Majestic Realty v Toti Contracting, Reading v Regem, Rash v JV Intermediate, Town & Country House & Home Service v Newbery)

Assignment for Class Discussion: Agency problem

WEEK 3 [Monday September 5th is Labor Day. Section A: September 12; Section B: September 7]

Reading Assignment: Please read the **Florida Revised Uniform Partnership Act** (the Florida version of the Revised Uniform Partnership Act) (link provided via the class blog). It is a good idea to have a sense of the entire statute although we will focus on some specific provisions.

Please also read **Casebook pages 82-149** (Fenwick v Unemployment Compensation Commission, Martin v Peyton, Southex Exhibitions v Rhode Island Builders Association, Young v Jones, Meinhard v Salmon, Sandvick v LaCrosse, Meehan v Shaugnessy, Lawlis v Kightlinger & Gray, In Re Fulton, National Biscuit Company v Stroud, Summers v Dooley, Day v Sidley & Austin)

Assignment for Class Discussion: Problems on partnership formation and management including exercise on partnership statute.

WEEK 4 [Section A: September 19; Section B: September 14]

Reading Assignment: Casebook pages 140-178 (Giles v Giles Land Company, Kovacik v Reid, G&S Investments v Belman, In Re El Paso Pipeline Partners LP Derivative Litigation); also

Casebook pages 871-931 (LLCs and add digital organizations)(Duray Developments LLC v Perrin, Elf Atochem North America Inc. v Jaffari, Fisk Ventures LLC v Segal, Netjets Aviation Inc. v LHC Communications LLC, McConnell v Hunt Sports Enterprises, Racing Investment Fund 2000 LLC v Clay Ward Agency, Inc., VGS v Castiel, Reese v Newman, Haley v Talcott)

Assignment for Class Discussion: Problems on business dissolution.

WEEK 5 [Section A: September 26; Section B: September 21]

Reading Assignment: Casebook pages 179-224 (Boilermakers Local 154 Retirement Fund v Chevron Corp., [add **Salzberg v. Sciabacucchi** (Del. Sup. 2020)] Walkovsky v Carlton, Sea-Land Services Inc. v Pepper Source , Frigidaire Sales Corp. v Union Properties Inc., A.P. Smith

Manufacturing Co. v Barlow, Dodge v Ford Motor Co, Shlensky v Wrigley)

Assignment for Class Discussion: legal entity, LLPs/LLCs veil piercing discussion and/or problem.

WEEK 6 [Section A: October 3; Section B: September 28]

Reading Assignment: Casebook pages 225-273 (corporations- duty of care, duty of loyalty) (Kamin v American Express Company, Smith v Van Gorkom, Francis v United Jersey Bank, Bayer v Beran, Benihana of Tokyo v Benihana, Broz v Cellular Information Systems Inc., In Re eBay Inc. Shareholders Litigation).

Assignment for Class Discussion: LLC/duty of care discussion/problems.

WEEK 7 October 10-14 Fall Break

WEEK 8 [Section A: October 17; Section B: October 19 (Yom Kippur is October 4-5)]

Reading Assignment: Casebook pages 273-313 (Sinclair Oil Corp. v Levien, Zahn v Transamerica, Fliegler v Lawrence, In re Investors Bancorp, Inc. Stockholder Litigation, In Re the Walt Disney Co. Derivative Litigation, Stone v Ritter) [add Marchand v Barnhill (Del. Supr. 2019)][add Weinberger v UOP, Kahn v M&F Worldwide CB pp 686-716; Corwin v KKR Financial Holdings LLC CB pp 778-782]

Assignment for Class Discussion: duty of care, conflicting interest transactions, duty of loyalty, duty of good faith.

WEEK 9 [Section A: October 24; Section B: October 26]

Reading Assignment: Casebook pages 314-365 (derivative litigation) [add In re Tesla Motors, Inc. Stockholder Litigation (Del. Ch. 2020)], In re Oracle Corporation Derivative Litigation (Del. Ch. 2019 and 2020)] (In Re Medtronic Inc. Shareholder Litigation, Grimes v Donald, Marx v Akers, Auerbach v Bennett, Zapata v Maldonado, Delaware County Employees Retirement Fund v Sanchez, City of Birmingham Ret. and Relief System v Good)

Assignment for Class Discussion: derivative litigation problems.

WEEK 10 [Section A: October 31; Section B November 2]

Reading Assignment: Casebook pages 419-468 (Robinson v Glynn, Doran v Petroleum Management Corp., Escott v Bar-Chris Construction Corp., Halliburton Co. v Erica P John Fund, Inc., West v Prudential Securities, Inc., Santa Fe Industries v Green, Deutschman v Beneficial Corp.)

Assignment for Class Discussion: disclosure discussion and problems.

WEEK 11 [Section A: November 7; Section B: November 9]

Reading Assignment: Casebook pages 468-526 (Goodwin v Agassiz, SEC v Texas Gulf Sulphur, Dirks v SEC, Salman v US, US v O'Hagan)

Assignment for Class Discussion: insider trading discussion and problems.

WEEK 12 [Section A: November 14; Section B: November 16]
Reading Assignment: Selected parts of Chapter 5: Problems of Control

WEEK 13 [Section A: November 2; Section B: November 28]
Review questions and problems.

After Classes end we will have an additional review session.