

**CORPORATIONS**  
**S Y L L A B U S**  
**Spring Semester 2009**  
Ronald B. Peterson  
Saturdays, 8:15 – 11:15 am  
January 16, 2009 – May 8, 2009  
Location: Law 101

Course Description:

The Corporations Course includes the general law of corporations and will include the following topics:

- formation and organization of corporations;
- nature of corporate limited liability;
- the concepts of debt equity and economic value;
- the protection of creditors rights and claims (piercing the corporate veil);
- corporate governance and the share voting system;
- the duty of care;
- the duty of loyalty;
- corporate opportunity;
- shareholder litigation;
- fundamental corporate transactions;
- mergers and acquisitions;
- contests for corporate control;
- trading on inside information

Discussions and study will focus around publicly traded corporations and special and unique situations that apply to closely held corporations. We will discuss Delaware law, Minnesota law, in specific, and touch on other state statutes in certain situations.

Required texts and  
Suggested materials:

Allen & Kraakman, Commentaries and Cases on the Law of Business Organization (2007) (“Text”); also current year’s case book supplement, Commentaries and Cases on the Law of Business Organization – statutory supplement at your discretion. Business Basics for Law Students, 4<sup>th</sup> Edition, Aspen Publishers, at your discretion.

Grades and Attendance:

Your class grade will be the result of a final exam that will be anonymous. It will be a three-hour closed book exam to be taken at a scheduled time for all students, subject to law school exceptions.

The ABA requires that all law students regularly attend their classes. Missing four class sessions will be considered

presumptively excessive and can form the basis for involuntary withdrawal from the course. If, for whatever reason, you believe that you might exceed three absences, please communicate your circumstances to me as soon as possible.

Technology Policy:

Students may use their laptops or other electronic devices in the classroom for course-related activities only. In addition, students must refrain from displaying wallpaper, screen savers, or any other material on their computer screens that can reasonably be expected to distract their classmates.

Availability

You may contact me at any time by calling me at my office at 612-204-4122 or you may email me at rpeterson@hallelend.com. I will make myself available to meet with you as our respective schedules permit.

*References to class numbers are approximate and will be adjusted as the semester progresses.*

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**Week 1, January 17**

**Introduction  
Mechanics  
Available Entities/Choice Decisions  
Defective Incorporation**

*Assignment:* Text pp. 2-13; 83-109

**Week 2, January 24**

**Debt, Equity and Economic Value  
Basic Taxation Concepts**

*Assignment:* Text pp. 111-129

**Week 3, January 31**

**Limited Liability and Creditor Protection  
Shareholder Voting under State Law**

*Assignment:* Text pp.135-175; 177-216

**Week 4, February 7**

**Voting in Public Corporations: The Federal Proxy Rules  
The Duty of Care**

*Assignment:* Text pp. 217-240; 241-257

**Week 5, February 14**

**The Duty of Care and the Business Judgment Rule**

*Assignment:* Text pp. 258-292

**Week 6, February 21**

**The Duty of Loyalty: Self-Dealing Transactions  
Management Compensation**

*Assignment:* Text pp. 293-325; 326-335

**Week 7, February 28**

**The Duty of Loyalty: Self-Dealing (*cont'd*); Corporate  
Opportunity**

**Review Duty of Care and Duty of Loyalty**

*Assignment:* Text pp. 337-364

**Week 8, March 7**

**Shareholder Litigation  
Closely Held Corporations  
Fair Value**

**Minority Shareholder Rights**

*Assignment:* Text pp. 369-422

**Week 9, March 14**

**Shareholder Litigation  
Closely Held Corporations  
Fair Value**

**Minority Shareholder Rights**

*Assignment:* Text pp. 369-422

**Week 10, March 21**

**Mergers and Acquisitions–Part I**

*Assignment:* Text pp. 423-462

**Week 11, April 4**

**Mergers and Acquisitions–Part II**

*Assignment:* Text pp. 463-517

**Week 12, April 18**

**Insider Trading and Trading on Market Information**

*Assignment:* Text pp. 629-703

**Week 13, April 25**

**Review Day**

*Assignment:* No additional assignment