BUSINESS ASSOCIATIONS
Fall 2012
George Mason University School of Law
Syllabus

Texts: ALLEN, KRAAKMAN & SUBRAMANIAN, COMMENTARIES AND CASES ON THE LAW OF
BUSINESS ORGANIZATION 3d ed. (2009) & the Statutory Supplement

Recommended: Read the Wall Street Journal every day
Also, students interested in more background on financial markets are encouraged to read

Class Times for Day Class: Monday and Wednesday, 2-3:50
Class Room: Room 225

Professor Information
J.W. Verret, Room 411, jverret@gmu.edu
Office Hours, By appointment

Course Requirements and Grading Policy
The course requirements consist of class participation and a final exam. Students will be
able to obtain positive participation credits through volunteering uniquely insightful
participation in class (merely relaying the facts of a case, summarizing the courts
reasoning, or relaying a holding is insufficient for that purpose)

I will also cold call students frequently, all students must be prepared to discuss each day.
In the event a student is called upon and not present or not prepared they will lose a
participation point. Cold called students can only lose credit, additional participation
points will only be given for volunteers.

YOU DO NOT NEED TO ADVISE ME ABOUT ABSENCES IN ADVANCE, BUT
YOU ARE RESPONSIBLE FOR BUILDING A PARTICIPATION CREDIT BUFFER
AHEAD OF TIME, THROUGH DILIGENT VOLUNTARY PARTICIPATION, TO
COMPENSATE FOR ANY LOST PARTICIPATION POINTS ON DAYS YOU ARE
ABSENT.

At the end of the semester, the top 12 students will receive an increase in their final
grade. The bottom 5 students will receive a participation decrease in their final grade.

Things I would recommend:
1) If you miss a class, ask someone else in the class what the reading is for next time.
On any given class, I reserve the right to jump ahead or fall backward in the syllabus by a
couple of cases.
2) Email me if you are confused about a topic, I respond to all student emails as quickly
as possible. Do not wait, though, until the last three weeks in the semester.
The following table sets forth the topics and reading assignments for the course lectures. BE ADVISED THAT THE ENTIRE ALLEN & KRAAKMAN TEXT IS FAIR GAME FOR THE FINAL. If something is in those readings, but not covered in the lecture or assigned readings below, it still may appear on the Final!!! It is also important that students not only read the assigned pages in the text but also review the related statutes and rules cited in the text. To facilitate class discussion, it is important that students complete the reading assignment in advance of class.

Internet policy:

Students may *not* access the internet or send emails or IM during class. Doing so, even once, WILL RESULT IN A DOWNWARD ADJUSTMENT IN YOUR FINAL GRADE.

**Course Overview:**
Note: AKS = Allen, Kraakman & Subramanian textbook

Readings are listed below; the reading averages about 30 pages per class. You are responsible for all restatement and statutory provisions included in the text, as well as those listed on the syllabus. You should consult these provisions as background material to help your understanding of the text, and I will go over some important ones in class. Statutory and Restatement material may be covered on the exam.

Each number below represents one assignment. However, we may go through the material a little more slowly or quickly than indicated below. I may add or omit material during the semester. I will also occasionally hand out supplemental materials. I will notify you of any changes via email.

If we do not finish the material for a particular day, we will start the next class with that material, but the reading for that class otherwise will remain the same unless otherwise announced.

**Part I: Agency & Partnership: basic forms of enterprise organization -- agency, partnership & LLC**

Class Day 1. Introductory Concepts and Agency
AKS 1-12, 15-40

Class Day 2. Partnership
AKS 41-58

Class Day 3. Partnership (cont.)
AKS 59-81

**Part II: The Corporate Form:**

Class Day 4. The Corporate Form
Delaware General Corporation Law (DGCL) § 141, Be sure to bring your statutory supplement this day as we will use it extensively.

Class Day 5. Basic Concepts of Finance
AKS 111-129

Class Day 6. Protection of Creditors
131-156

Class Day 7. Protection of Creditors
AKS 156-175