

Professor Ragazzo

Business Organizations

I. Agency

- A. The Creation of an Agency Relationship (pp. 7-31)
- B. The Principal's Liability in Contract (pp. 31-64)
- C. The Agent's Liability to Third Parties (pp. 64-68)
- D. The Liability of Third Parties to the Principal (pp. 68-70)
- E. The Agent's Duties to the Principal (pp. 104-109)
- F. The Principal's Duties to the Agent (pp. 109-112)
- G. Imputing an Agent's Knowledge to the Principal (pp. 112-119)
- H. Termination of the Agency Relationship (pp. 119-125)
- I. Subagency (pp. 126-132)

II. Partnerships

- A. Introduction (pp. 133-134)
- B. Formation and Status (pp. 134-163)
- C. Management and Control (pp. 163-168)
- D. Financial Rights and Obligations (pp. 168-182)
- E. Liability to Third Parties (pp. 182-198)
- F. Ownership Interests and Transferability (pp. 199-208)
- G. The Rights of a Partner's Creditors (pp. 209-216)
- H. Fiduciary Duties (pp. 216-262)
- I. Dissolution (pp. 262-292)

III. Corporations

- A. Introduction (pp. 293-296)
- B. Formation (pp. 296-326)
- C. Management and Operation (pp. 327-366)
- D. Altering Corporate Norms by Contract (pp. 366-410)
- E. Limited Liability and Piercing the Corporate Veil (pp. 410-448)
- F. Traditional Fiduciary Duties (pp. 448-594)
- G. Dissension in Closely Held Corporations (pp. 595-684)
- H. Securities Fraud (pp. 684-696)
- I. Fundamental Transactions (pp. 696-748)
- J. Derivative Suits (pp. 748-779)

IV. Limited Partnerships

- A. Introduction (pp. 780-783)
- B. Formation (pp. 783-789)
- C. Management and Operation (pp. 789-793)
- D. Financial Rights and Obligations (pp. 793-794)
- E. Entity Status (pp. 794-798)
- F. Limited Liability (pp. 798-815)
- G. Fiduciary Duties (pp. 815-851)
- H. Ownership Interests and Transferability (pp. 851-866)
- I. Exit Rights (pp. 866-876)
- J. Conclusion (pp. 876-877)

V. Limited Liability Companies

- A. Introduction (pp. 904-909)
- B. Formation (pp. 909-919)
- C. The Role of Contract (pp. 919-930)
- D. Management and Operation (pp. 930-945)
- E. Financial Rights and Obligations (pp. 945-948)
- F. Regulatory Issues (pp. 948-953)
- G. Entity Status (pp. 953-957)
- H. Limited Liability (pp. 957-973)
- I. Fiduciary Duties (pp. 973-1007)
- J. Ownership Interests and Transferability (pp. 1007-1013)
- K. Exit Rights and Expulsion (pp. 1013-1045)
- L. Conclusion (pp. 1045-1047)

VI. Securities Regulation

- A. Insider Trading (pp. 1068-1099)
- B. Section 16(b) (pp. 1099-1117)

VII. Contests For Corporate Control

- A. Introduction (pp. 1159-1160)
- B. Proxy Fights (pp. 1160-1166)
- C. Tender Offers (pp. 1166-1190)

Materials: The required materials for the course are Robert A. Ragazzo & Frances S. Fendler, Closely Held Business Organizations: Cases, Problems, and Materials (West 2d ed. 2012) and the statutory supplement thereto. During the exam, you will be permitted to refer to the casebook and supplements, as well as any handwritten notes that have been placed in them. You may place tabs in your books. You will not be permitted to refer to any other materials during the exam.

Preparation: As a general rule, we will cover about 30 pages per class. Remember to read the supplement for applicable statutory provisions.

Participation: I question students in panels. If for some reason you are unable to be present or prepared on your assigned day, it is your responsibility to switch days with someone else and to inform me of the switch in the presence of the person with whom you are trading. In the event a class is cancelled, the panel for that day will be rescheduled. All other panels keep their previously assigned days. Participation on behalf of non-panel members is, of course, encouraged. I reserve the right to raise or lower your grade one notch (i.e., one-third of a grade) based on class participation. Any panel member who is absent or unprepared will automatically lose one notch on his final grade. Any student who is absent or unprepared on two panel days will be dropped from the course.

Grading: The grade will be derived from one four-hour exam given at the end of the course plus or minus any adjustment for class participation.

Attendance: Every student is permitted six absences. Any student who misses more than six classes will lose one notch on his final grade. Any student who misses more than seven classes will be dropped from the course. I take attendance by passing out a sign-up sheet at the beginning of each class. It is your responsibility to make sure you sign the roll each day before class is over. Be especially cognizant of this fact if you come late. You are permitted to sign the attendance sheet if you are present for a majority of the class. If you do not sign in before I leave the room with the roll sheet, you are absent. My Secretary, Sandra Jackson (BLB2/713-743-2144), keeps the attendance records. She will be pleased to tell you how many absences you had as of the last time she updated the attendance records. However, my Secretary performs this function only as a courtesy. You are required to know how many times you failed to sign the attendance sheet. I will not entertain arguments that my Secretary has in some fashion misled you with respect to how many times you were absent.

Office: My office address is BLB 228 (713-743-2146). I am generally available following our class. However, feel free to come by at any time. If you would like to make an appointment for a specific time, just let me know. Be advised that I do not answer substantive questions by phone or e-mail.