Texts

The texts for the course will be:

2. Klein, Ramseyer & Bainbridge, 2008 Statutes and Rules (“Statutory Supplement”). (Prior editions of this statutory supplement are acceptable.)

MBCA Sections

I will be assigning many sections of the Revised Model Business Corporation Act (MBCA). Time permitting, we will discuss these sections in class. The Colorado Business Corporation Act (CBCA), as well as the law of most jurisdictions (Delaware being the most prominent exception), is based on the MBCA, so being familiar with its provisions is important. I will expect that you have a familiarity with the sections that I have assigned, even if we do not discuss them in class.

Assignments for the First Week

Assignments for the first week are as follows:

<table>
<thead>
<tr>
<th>Date</th>
<th>Casebook</th>
<th>MBCA</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jan. 12</td>
<td>1-7</td>
<td>§§2.01-2.06, 4.01</td>
</tr>
<tr>
<td>Jan. 13</td>
<td>135-149</td>
<td>§§3.01-3.03, Ch. 14</td>
</tr>
<tr>
<td>Jan. 15</td>
<td>149-163</td>
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</tbody>
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Attendance Policy, Class Participation, Semester’s Assignments, Laptops in Class

I expect people to attend and be prepared for each class session, as I hope to engage in a dialogue with the class. You should read and think about all of the questions and problems posed by the authors of the Casebook in preparing for class, and I will take into account attendance and participation in determining the final grade for the course.

A set of assignments for the first half of the course is posted on TWEN. The “Misc” column includes various sections of the Federal Rules of Civil Procedure (FRCP), the Securities Act of 1933 (SA), the Securities Exchange Act of 1934 (SEA), various rules adopted by the Securities Exchange Commission under the SEA (SEA Rxx) and a few other materials. All of these sections and rules, as well as the MBCA, can be found in the Statutory Supplement. I will, however, be posting some course materials on TWEN that are not in the Statutory Supplement.

I will permit the use of laptops in class for the purpose of note taking only. It is inappropriate, and an abuse of this policy, to use your laptop for any other purpose.
Final Exam

The final exam will be a closed book exam, except that you should have with you a copy of the Statutory Supplement, unmarked (except for tabbing, underlining and highlighting) and unannotated. If you plan on annotating the Statutory Supplement, you should purchase an extra copy so that you’ll have a clean copy for the exam. The final exam will consist, at least in part, of multiple choice questions.

Office hours; contact information.

I am in my office (room 428) most of the day and do not post office hours. You are welcome to stop by at any time, except for Monday afternoon and the hour before our class meets. I am happy to make an appointment and you can contact me by phone (492-7102) or email: mark.loewenstein@colorado.edu.