Syllabus
Corporations (3 hours) — Spring 2005
Professor Loewenstein

Texts

The texts for the course will be:

1. Klein, Ramseyer & Bainbridge, Business Associations (5th Ed.) (“Casebook”);
2. Klein, Ramseyer & Bainbridge, Revised 2004 Update for Business Associations (5th Ed.) (“Update”);
3. Klein, Ramseyer & Bainbridge, 2004 Statutes and Rules (“Statutory Supplement”); and

In addition, I will distribute or post on TWEN copies of §§ 2(a) and 11 of the Securities Act of 1933.

BOF Assignments

BOF is intended for background reading. For the most part, we will not be discussing BOF in class, although reading it should significantly enhance your understanding of materials in this course.

MBCA Sections

I have assigned many sections of the Revised Model Business Corporation Act (MBCA). Time permitting, we will discuss these sections in class. The Colorado Business Corporation Act, 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. The Casebook, like all corporations casebooks, pays too little attention, in my view, to statutory provisions. By assigning sections of the MBCA, I am hoping to make up for this shortcoming. In any case, I will expect that you have a familiarity with the sections that I have assigned, even if we do not discuss them in class.

Attendance Policy, Class Participation and Semester’s Assignments

I expect people to attend and be prepared for each class session, as I hope to engage in a dialogue with the class. I will take into account attendance and participation in determining the final grade for the course. You should read and think about all of the questions raised by the authors of the Casebook in preparing for class. The assignments covering the entire semester are posted on TWEN, as is this information sheet. If you cannot access TWEN, please let me know and I will get you a hard copy of the assignments. I will post a copy of the Update on TWEN, and you should download and copy it for your use. The first two assignments are:

<table>
<thead>
<tr>
<th>Class No.</th>
<th>Casebook</th>
<th>BOF</th>
<th>MBCA</th>
<th>Misc</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>199-216</td>
<td></td>
<td>106-116</td>
<td>§§2.01-2.06, §§4.01, 6.22</td>
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<tr>
<td>2</td>
<td>217-236</td>
<td>137-153</td>
<td>§§7.40-7.46</td>
<td>FRCP 23.1</td>
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</tbody>
</table>

The “Misc” column includes various sections of the Federal Rules of Civil Procedure (FRCP), the Securities Act of 1933 (’33 Act), the Securities Exchange Act of 1934 (SEA), and various rules adopted by the Securities Exchange Commission under the SEA (SEA Rule). All of these sections and rules, as well as the MBCA, can
be found in the **Statutory Supplement**, with the exception of the two sections of the ’33 Act, which I will hand out in class or post on TWEN

**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 506) most of the day and do not post office hours. You are welcome to stop by at any time, except the hour before our class meets and the hour before my seminar meets (Th from 2:25 to 4:15). I am happy to make an appointment and you can contact me by phone (492-7102) or email: mark.loewenstein@colorado.edu.