



MASSACHUSETTS SCHOOL OF LAW

**BUSINESS ENTITIES AND OPERATION
SYLLABUS**

FALL 2020

**JOSEPH DEVLIN
PROFESSOR OF LAW**

Introduction:

This course utilizes an electronic casebook, and we will cover three vital (and heavily tested) areas of the law: agency, partnership, and corporations (including LLPs and LLCs). This syllabus will be religiously followed. Prior to most of the cases, there is a short discussion of some of the important points you should think about while reading each case. Thinking about and being ready to discuss these points is crucial to effective classroom learning.

The reading is broken out into 15 weekly assignments. Note that you are responsible for logging in to Westlaw with your password and carefully reviewing the noted sections of the Restatement of Agency, 3rd for the first 6 weeks of class. You are required to read and brief all assigned cases for the week prior to the first class of that week, as the cases may be discussed in no particular order. Students who are unprepared or who are absent without excuse more than twice, will have their final grade lowered.

Grading: There will be 2 quizzes (in Week 4 and Week 13), each worth 5 points. There will be a midterm (in Week 10), worth 15 points. The final exam will be worth 75 points, for a total of 100 points.

Syllabus

Weekly reading assignments:

Week 1: Classifying Agents

Restatement of Agency 3rd: Chapter 1, and 2.04

Demian v. Frank; Tormo v. Yormark; Bucholtz v. Sirotkin; Rowen v. Flushing; Cowan v. Eastern Racing; Miguel v. Linden; Wright v. Kelleher; Commissioner v. Town Taxi; Fortenbacher v. Commonwealth.

Week 2: Rights and Duties of Agents and Principals

Restatement of Agency 3rd: Chapter 2, sections 2.01-2.03

Wing v. Lederer; Elliot v. Great National; Gizzi v. Texaco; Drummond v. Hilton Hotel; Hoddeson v. Koos Bros; Cullen v. BMW; Barrow v. Dartmouth House Nursing Home; Fergus v. Ross.

Week 3: The Equal Dignities Rule; Ratification

Restatement of Agency 3rd: Chapter 4

Commission v. Roger Gray; Flynn v. Dugas; Bridge v. Futurity; 3A's Towing v. P&A Well Service; Linkage v. Boston University; Colony of Wellfleet v. Harris;

Week 4: Duration and Termination of Agency

Restatement of Agency 3rd: Chapter 3, 3.06-3.16

Thomas v. Ballou-Latimer; Shenn v. Fair-Tex; Pine River v. Mettillie; Monge v. Beebe Rubber; Maddoloni v. Western Bus Lines; Siles v. Travenol Labs; Brockmeyer v. Dun & Bradstreet.

Week 5: Notice and Knowledge

Restatement of Agency 3rd: Chapter 5

Farr v. Newman; R & D Muller v. Fontaine's; Southern Farm v. Allen; Sutton Mutual v. Notre Dame; Georgia Pacific v. Great Plains; Bowers v. P. Wiles, Inc.; Mackey v. Rootes Motors.

Week 6: When the Agent Competes Against the Principal

Restatement of Agency 3rd: Chapter 1

Arthur Murray v. Witter; Devoe v. Cheatham; 1st American v. Rezatto; National Recruiters v. Cashman; Maryland Metals v. Metzner; BBF v. Germanium Power.

Week 7: General Liens and Charging Liens

Matter of Heinsheimer Meyer; Upgrade v. Michigan Carton; Gormley v. Wilkins; Dudley v. Mass State Police; Williams v. Investors Syndicate.

Week 8: Partnerships

M.G.L. c. 108A

Kaufman-Brown v. Long; Martin v. Peyton; Frank v. R. A. Pickens; Fenwick v. Unemployment Commission; Jensen Farms v. Cargill; Vohland v. Sweet; Humble Oil v. Martin; Hoover v. Sun Oil; Amory v. Checroune.

Week 9: Partner Rights and Duties; Dissolution

Meinhard v. Salmon; Meehan v. Shaughnessy; Gibbs v. Breed; Nabisco v. Stroud; Roach v. Mead; Prentiss v. Sheffel; Monin v. Monin; Johnson v. Kennedy; Dreifuerst v. Dreifeurst; 8182 Maryland Association.

Week 10: Limited Liability Partnerships and Limited Liability Companies

M.G.L. c.109

M.G.L. c. 156C

Bassan v. Investment Exchange; Puleo v. Topel; Harbison v. Strickland; Knapp v. Neptune Towers; Milliken v. Duro Textiles; Fronk v. Fowler; Pierce v. Morrison, Mahoney; First Bostonview Management, LLC v. Bostonview Corp.

Week 11: Corporations; The Business Judgment Rule

M.G.L. 156D

Smith v. Barlow; Bayer v. Beran; Shlensky v. Wrigley; Menard v. Dage-MTI; Burg v. Horn; Boylan v. Boston Sand & Gravel;

Week 12: Piercing the Corporate Veil

Zempel v. Liberty; Walkovsky v. Carlton; Howie v Ikechukwuka; Sea-Land v. Pepper Source; Kinney Shoe v. Polan; Bratz v. Arrowbar; My Bread Baking v. Cumberland Farms; Gardemal v. Westin Hotel; Philip Alan, Inc. v. Sarcia; Scott v. NG U.S. 1; Nissen Corp. v. Miller; Attorney General v. M. C. K., Inc.

Week 13: Closely Held Corporations

Donahue v. Rodd Electrotpe; Wilkes v. Springside Homes; Merola v. Exergen; Sugarman v. Sugarman; Keating v. Keating; Smith v. Atlantic Properties;

Week 14: Mergers; Shareholder Derivative Suits

Coggins v. New England Patriots; Cheff v. Mathes; Beneficial Industrial v. Smith; Heineman v. Datapoint; Alford v. Shaw; Food & Allied v. Wal-Mart; In re Paxton Communications; Cuker v. Mikalauska; Brehm v. Eisner;

Week 15: Securities Law; Insider Trading

Goodwin v. Aggasiz; SEC v. Texas Gulf Sulphur; Carpenter v. U.S.; U.S. v. Chestman; United States v. O'Hagan;