

BUSINESS ENTITIES AND OPERATION SYLLABUS



FALL 2025

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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 Limited Liability Partnerships (LLPs) and Limited Liability Companies (LLCs). This syllabus will be religiously followed. Prior to most of the cases, I have added 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 for a particular week may be discussed in no particular order. Do not come to class unprepared; students who are unprepared or who are absent without excuse more than twice will have their final grade lowered.

Grading: There will be as many quizzes as I think advisable. I will give at least a week's notice in class before giving them. Each quiz will be worth 5 points. There will be a midterm halfway through the semester, and it will be worth 15 points. I may give a writing assignment, which will be worth 5 points. The final exam will be worth the remaining points, for a total of 100 points.

Oh, and one last thing. Something to ask yourself after every case you read.

WAS THE CASE CORRECTLY DECIDED??

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; M.G.L.c. 151A, sec. 2; Fortenbacher v. Commonwealth; 91Ma. App. Ct. 616; Ruggiero v. American United.

Week 2: Rights and Duties of Agents and Principals

Restatement of Agency 3rd: Chapter 2, sections 2.01-2.04

Wing v. Lederer; Elliot v. Great National; Gizzi v. Texaco;
Drummond v. Hilton Hotel; Hoddeson v. Koos Bros; Cullen v. BMW; 86 Ma.
App. Ct. 128.

Week 3: The Equal Dignities Rule; Ratification

Restatement of Agency 3rd: Chapter 3.02

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, 3.06-3.11

Thomas v. Ballou-Latimer; Shenn v. Fair-Tex; Pine River v. Mettille; 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; Black Elk v. Nordlicht; Lawrence Savings Bank
v. Levenson; In Re Color Tile; Georgia Pacific v. Great Plains.

Week 6: When the Agent Competes Against the Principal

Restatement of Agency 3rd: Chapter 1

M.G.L. c. 149, sec. 24L

Arthur Murray v. Witter; Devoe v. Cheatham; 1st American v. Rezatto; National

Recruiters v. Cashman; Maryland Metals v. Metzner; BBF v. Germanium
. Power; Nuvasive v. Day. DraftKings v. Hermalyn;

Week 7: General Liens and Charging Liens

Matter of Heinsheimer Meyer; Upgrade v. Michigan Carton; Gormley v.
Wilkins; Ropes & Gray v. Jalbert; Gangloff v. Generic Financing; Commerce
Acceptance v. Press; 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; Vohland v. Sweet; Humble Oil v.
Martin; Hoover v. Sun Oil; Amory v. Checroune; Tropeano v. Dorman.

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 Partnership, 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; Rapoza v. Talamo.

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; SEC v. McGee; SEC v. Spivak.