

**MASSACHUSETTS SCHOOL OF LAW**

**BUSINESS ENTITIES AND OPERATION  
SYLLABUS**

**FALL 2024**

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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 LLPs and LLCs). This syllabus will be religiously followed. Prior to most of the cases, I have included 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, 3<sup>rd</sup> 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 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. There will be at least one writing assignment, and each assignment will be worth 5 points. The final exam will be worth the remaining points, for a total of 100 points.

## Syllabus

Weekly reading assignments:

### **Week 1: Classifying Agents**

#### **Restatement of Agency 3<sup>rd</sup>: 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; Dudley v. Massachusetts State Police

### **Week 2: Rights and Duties of Agents and Principals**

#### **Restatement of Agency 3<sup>rd</sup>: 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 Nursing; Fergus v. Ross.

### **Week 3: The Equal Dignities Rule; Ratification**

#### **Restatement of Agency 3<sup>rd</sup>: Chapter 4**

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

### **Week 4: Duration and Termination of Agency**

#### **Restatement of Agency 3<sup>rd</sup>: 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 3<sup>rd</sup>: 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; Mackey v. Rootes Motors.

### **Week 6: When the Agent Competes Against the Principal**

#### **Restatement of Agency 3<sup>rd</sup>: Chapter 1**

Arthur Murray v. Witter; Devoe v. Cheatham; 1<sup>st</sup> 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; Williams v. Investors Syndicate; Gormley v. Wilkins; Bank of America v. Prestige Imports; Northeastern Avionics v. City of Westfield.

### **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; Dreifuert 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 v. Bostonview.

**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;