

ACCT 351: BUSINESS LAW II
SYLLABUS
Fall 2017
Prof. Sheldon D. Pollack
Department of Accounting & MIS

This course is the second semester in a two-course sequence designed to acquaint accounting majors with the U.S. legal system as it relates to the accounting profession. ACCT350 is a prerequisite to this course. We will cover the following topics: agency law, business entities, corporate law, securities law, accountants liability, environmental law, property law, and estate planning. These topics are of particular concern to businesses and accounting professionals doing business in the U.S.

You are expected to read **all** assigned chapters from the text **before** class. You are expected to read **all** of the assigned cases. My teaching generally consists of lecturing; however, questions and discussion are always welcome! Indeed, some classroom participation is **required** of all students. You will be asked to “present” at least one case during the semester. This involves reading your assigned case extra carefully and presenting to the class an oral description of the main facts, legal issues, and the court’s holding from the case. A summary of the recommended format for your in-class presentation of your case is posted on the homepage for ACCT 351 (see below).

Attendance: Students **must** attend at least 70% of classes to receive credit! Attendance will be taken.

Electronic Devices: Use of a laptop in class without my permission is **forbidden**. Texting during class is **forbidden**. Texting during an exam is grounds for **suspension** from the University. Please turn off cell phones before class.

Homepage: All material for the course (syllabus, cases, and other course material) is posted online on the homepage for ACCT 351 at: <http://udel.edu/~pollack/Acct351.htm>

Text: The text is Henry R. Cheeseman, *Business Law* (Prentice Hall, 9th edition). There is an optional student study guide in the bookstore that may be useful to some students, although I do not think it is very helpful. (I put a copy on reserve in the Morris Library.) The publisher has posted some online study material for the 8th edition that you may find useful.: http://wps.prenhall.com/bp_cheeseman_blaw_8/225/57726/14777958.cw/index.html

Online Casebook: This is an online collection of cases. We will read selections during the course of the semester. Do not print out the entire document, rather print out the assigned cases as we go along. The casebook is posted online on the homepage for Accounting 351.

Legal Research Cases and other legal materials can be found by using the online research service “Lexis/Nexis.” Lawyers and researchers use this research tool, which is available for free through our library. Lexis (the law database) can be reached at the library homepage: <http://www.lib.udel.edu/> Under “Databases” plug in “Lexis/Nexis Academic.” Go into this database and click on the library “US Legal” (on left-hand margin). Here you will find libraries for “Federal and State Cases,” “Federal and State Statutes, Code, and Regulations), “Tax Law,” and “Law Reviews.”

Exams & Grading: There will be two exams in class during the semester and a non-cumulative 75-minute final exam. All three exams count as 30% of your grade. Class participation will count for the remaining 10% of your grade. (Warning: Failure to show up to class to present your case will result in a failing grade in participation!) Grading will use the plus/minus system. Make-up exams will be permitted **only** under the most compelling circumstances and **only** with my prior permission. The grading scale for the course is:

A	93 – 100%	C+	77 – 79%	D-	60 – 62%
A-	90 – 92%	C	73 – 76%	F	< 60%
B+	87 – 89%	C-	70 – 72%	I	Incomplete
B	83 – 86%	D+	67 – 69%		
B-	80 – 82%	D	63 – 66%		

Office Hours: My office is Purnell 216, and my secretary is in Purnell 206B. Office hours are Tuesday & Thursday at 10:30 to 11:50 am and then again at 5:00 pm, but I am around other times as well and always happy to chat. Feel free to contact me to set up a meeting either after class or by e-mail at: pollack@udel.edu

ASSIGNMENTS

revised 11/13/17

Topic:	Assignment:
1 Agency Law	Chapter 29: (pp. 486–97); Casebook: Bolus v. United Penn Bank Critical Legal Thinking Cases 29.3, 29.5 (p. 499); IRS Form SS-8 (online)
2 Agency Law	Chapter 30: (pp. 500–12); Casebook: Burlarley v. Wal-Mart; Edgewater Motel v. Gatzke Crit. L. Cases 30.1, 30.5 (p. 513)
3 Sole Proprietorship	Chapter 34 (pp. 569–72); Casebook: Bank of America v. Barr; Vernon v. Schuster
4 General Partnerships	Chapter 34 (pp. 573–82); Casebook: Vohland v. Sweet; Zuckerman v. Antenucci Crit. L. Case 34.3 (p. 583)
5 Limited Partnerships	Chapter 35 (pp. 584–94, skip p. 592); Casebook: Frigidaire Sales v. Union Properties Crit. L. Case 35.2 (p. 594)
6 Corporations: Form	Chapter 36 (pp. 595–614); Casebook: Coopers & Lybrand v. Fox Crit. L. Case 36.4 (p. 615)
7 Corporations: liability	Chapter 37 (pp. 616–23); Casebook: Kinney v. Polan; Geringer v. Wildhorn Ranch Crit. L. Cases 37.1, 37.2 (p. 634)
8 September 28	Exam #1: in class
9 Corporations: D & O	Chapter 37 (pp. 624–34); Casebook: Smith v. Van Gorkom
10 Corps: Acquisitions	Chapter 38 (pp. 636–52); Casebook: In re Shell Oil Co.; CTS Corp v. Dynamics Corp. Crit. L. Cases 38.2, 38.3, 38.4 (p. 653)
11 LLCs & LLPs	Chapter 39 (pp. 654–69); Casebook: Siva v. 1138 LLC Crit. L. Cases 39.2, 39.3 (p. 669)
12 Franchises	Chapter 40 (pp. 671–85); Casebook: Rainey v. Domino's Pizza; Cislaw v. Southland; Holiday Inns v. Shelburne; Martin v. McDonald's Corp.; Crit. L. Case 40.3 (p. 685)
13 Securities Law: intro	Chapter 41 (pp. 687–700); Casebook: SEC v. Howey; Hocking v. Dubois Crit. L. Case 41.2 (p. 709)
14 Securities: 1933 Act	Chapter 41 (continued); Casebook: Escott v. BarChris; Crit. L. Case 41.4 (p. 709)
15 November 2	Exam #2: in class
16 Securities: 1934 Act	insider trading; film on Madoff securities fraud
17 Securities: 1934 Act	Chapter 41 (pp. 701–708); Casebook: Dirks v. SEC; SEC v. Texas Gulf Sulphur; U.S. v. Bhaget; Chiarella v. U.S.; U.S. v. Carpenter; Stoneridge LLC v. Scientific Crit. L. Case 41.7 (p. 710)
18 Accountants' Liability	Chapter 51 (pp. 848–63); Casebook: Herzfeld v. Laventhol; Credit Alliance v. Arthur Andersen; Rosenblum v. Touche Ross; Cast Art v. KPMG; Crit. L. Cases 51.4, 51.6 (p. 864)
Thanksgiving vacation	no classes on November 21 or 23
19 Personal Property	Chapter 47 (pp. 781–795); Casebook: Grande v. Jennings; Ziva Jewelry v. Car Wash Inc. Crit. L. Cases 47.3, 47.5 (p. 796)
20 Real Property	Chapter 48 (pp. 798–813); Casebook: Whelan v. Loun; Ford v. Venard; Cunningham v. Hastings; Crit. L. Cases 48.2, 48.3 (p. 814)
21 Wills, Trusts & Estates	Chapter 52 (pp. 868–83); Casebook: In re Estate of Potter; Bailey v. Clark; Crit. L. Cases 52.1, 52.2, 52.3, 52.4 (p. 884)
22 Wills, Trust & Estates	(continued)
Final Exam	Monday, December 11 @ 3:30 pm in Kirkbride 206