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CORPORATIONS AND OTHER
BUSINESS ENTERPRISES
CASES AND MATERIALS

Standard Edition
Third Edition



Thomas Lee Hazen, Jerry W. Markham

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AND OTHER
BUSINESS
ENTERPRISES**

CASES AND MATERIALS

**Standard Edition
Third Edition**

By

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To Lisa, Elliott, and George
TLH

In memory of my father John Markham
JWM

*

PREFACE

As teachers, we are frequently asked by students whether they will be handicapped in studying corporate law if they are not business majors. The answer is no. The concepts in corporate law are not difficult to grasp, but there are a lot of them. The real trick is to remember those concepts and be able to call on them when a problem is encountered. We assure you that many generations of law students have accomplished that goal successfully.

We have edited the cases to remove extraneous material. Substantive deletions are marked by three asterisks. Headings and subheadings in most of the of the court opinions have been deleted without such an indication, as have citations to the trial records and many of the citations to other sources. Many footnotes have also been deleted. When included, the original footnote numbers are used.

The authors would like to thank the many students who worked on this book and the patience of the students in our classes who worked from these materials while they were still in draft form. We also would like to thank the University of North Carolina for its support of this project.

THOMAS LEE HAZEN

JERRY W. MARKHAM

April 2009

*

INTRODUCTION

Welcome to the world of corporate law. For those aspiring to become “corporate lawyers,” this book is only the first step in that journey. This course will, however, lay the groundwork for your securities and corporate finance studies and provide the foundation for your career. For those choosing other paths, we suggest that this course will also be important to you. There are few areas of the law, or indeed life, that do not cross paths with corporations. Family law lawyers will be involved in valuing corporate interests in divorce proceedings, criminal defense lawyers will be defending those involved in corporate crimes, and public interest lawyers will be attacking corporate misdeeds. This course will allow you to understand and deal with the corporation whatever your life role. More than that, we hope that you will enjoy this course as you discover the corporate law is often the result of efforts to govern intimate personal relationships among business owners.

This casebook focuses on the role that corporate lawyers play in advising their clients. That role is unique to most fields of law in that the corporate lawyer is viewed by many as a “gatekeeper” who is responsible for protecting shareholders from management depredations. That obligation may sometimes place the corporate lawyer in an awkward position. These lawyers advise management on a day-to-day basis and quite naturally treat those individual managers as the client. The scandal that followed the collapse of the Enron Corp. in 2001, however, focused attention on the role of the company’s lawyers and their perceived failures in protecting shareholders from the abuses of management. legislation was passed in the form of the Sarbanes-Oxley Act that now requires corporate lawyers to police the conduct of management and to report illegal conduct to higher authorities at the corporation. The casebook addresses that requirement and other ethical demands imposed on corporate lawyers.

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