The Johns Hopkins University

BUSINESS LAW I
Spring 2014

Wednesdays, 6:15 – 9:00 p.m. EN.660.308.02.FA14
Shaffer 304
Office hours by appointment [TBD]

INSTRUCTOR
W. Bryan Rakes, Esq. wrakes@venable.com 410-528-2303

ASSOCIATE
Lindsay S. McCrory, Esq. lmccrory@venable.com 410-244-7680

COURSE ASSISTANT
Andrew Greene drewrgreene@gmail.com

COURSE DESCRIPTION
Business Law I is designed for the student who is interested in either (a) a broad knowledge of
law as it relates to modern business, or (b) a survey of business-related aspects of law with a
view to further legal studies. This course will provide a self-contained, well-rounded, in-depth
study of business law as well as a foundation for continued education in the legal field.

COURSE MATERIALS
Other course readings, as assigned.

NOTE: Students are expected to check Blackboard regularly for assigned readings in
addition to the textbook chapters listed below. Reading assignments will be posted on
Blackboard in advance of the class on which they are due. We may also post timely
articles or other reading materials to supplement the planned assignments; please check
Blackboard the day of class, print out and bring to class any supplemental readings.

Class 1 September 3, 2014
Introduction
The Legal System

Class 2 September 10, 2014
Business Formation
  • Entity Options
  • Ownership and Management
Due: Bagley, Ch. 1 Taking the Plunge; Ch.4 Deciding Whether to Incorporate; Ch. 5 Structuring
the Ownership (77-100; 110-113; 116-120).
Suggested: *Bagley*, Ch. 6 Forming and Working with the Board.

Class 3  
**Business Formation, cont.**
- **Capitalization**
Due: *Bagley*, Ch. 7 Raising Money & Securities Regulation (pp.145-163); Ch. 13 Venture Capital; check Blackboard.

Class 4  
**Employment Issues; begin Torts**
Due: *Bagley*, Ch. 8 Marshaling Human Resources (197-241).
Suggested: *Bagley*, Ch. 8 Marshaling Human Resources (241-246).

STATUTE QUIZ DUE

Class 5  
**Torts, cont.**
Due: *Palsgraf v. LIRR*; check Blackboard.

Class 6  
**Business Crimes; Midterm Review**
CASE BRIEFING ASSIGNMENT DUE

Class 7  
**MIDTERM**

Class 8  
**Securities Regulation**
Due: Ch. 7 Raising Money & Securities Regulation (pp.172-196); check Blackboard

Class 9  
**Protection of Intellectual Property Assets**
Due: *Bagley*, Ch. 14 Intellectual Property and Cyberlaw; check Blackboard.

Class 10  
**Contracts**
Due: *Bagley*, Ch. 9 Contracts and Leases; check Blackboard.
Suggested: *Bagley*, Ch. 10 E-Commerce and Sales of Goods and Services (pp.319-331).
**IP QUIZ (IN-CLASS)**

Class 12 November 19, 2014

**Disposition of the Business: Sale**
Due: Bagley, Ch. 16 Buying and Selling a Business (628-657; 667-687); Sample Asset Purchase Agreement (on Blackboard).

Class 13 December 3, 2014

**Final Exam Review**
Due: check Blackboard.

**FINAL EXAM** [TBD], 2014

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**CLASS MEETINGS AND EXPECTATIONS**
Class meetings will incorporate a mixture of discussion and lecture designed to communicate course materials and allow students to consider it fully. Please arrive to class on time with the readings and assignments carefully completed. Verbal communication and, to some extent, public speaking is a regular part of the world of business and law. Thus, we expect all students to be ready to actively participate in discussions. Although you may use computers or other electronic devices to take notes during class, please do not access social media during class.

**GRADING**
The final grade for this course will be based upon two examinations, class participation, attendance and occasional assignments/quizzes. The following is an indication of the weight to be given each factor:

- Midterm Examination 35%
- Final Examination 35%
- Quizzes 10%
- Case Briefing Assignment 5%
- Outline Assignment 5%
- Attendance/Participation 10%

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ATTENDANCE
Students are expected to attend all class sessions except in cases of emergency (e.g., illness, death in family), the advent of religious holidays (the observance of which requires restriction of daily activity), or when participating in official University functions (e.g., field trips or athletic events). In the case of absence for personal reasons, it is the responsibility of the student to confer with the instructor about whether the absence is to be excused. When determining whether to excuse the absence, the instructor may require documentary evidence as seems fit.

OTHER POINTS:

• Instructions as to assignments and exams, as well as any modifications to the class schedule or reading assignments, will be announced during class meetings and/or emailed to the class. **It is each student’s responsibility to provide an up-to-date email address and otherwise obtain any such information if class is missed.**

• Work submitted late will be downgraded. Only in the event of a genuine emergency, fully and satisfactorily documented by the student, will any exception be considered.

• Spelling, grammar, punctuation and careless errors will affect the grades of written materials. Please proofread all work to avoid losing points unnecessarily.

• Any written assignments must contain acknowledgment of reliance on outside sources for each point relied upon. The source of each quotation, statement, idea, assertion, theory or the like that is not the original product of the student must be documented in a footnote or endnote.

• Each student is expected to do his or her own work except for specified in-class exercises. Instances of suspected academic dishonesty will be reported to appropriate University officials. (Please see “Ethics” below.)

• Each student should keep a copy (e.g., Word file) of any assignment handed in.

• There will be no opportunity to do extra work once the session is completed to make up for poor performance on assigned work during the session.

STUDENT DISABILITY SERVICES
Any student with a disability who may need accommodations in this class must obtain an accommodation letter from Student Disability Services, 385 Garland, (410) 516-4720, studentdisabilityservices@jhu.edu.
DISCLAIMER
Please be advised that the course discussions and information, in and out of class, are not to be construed as legal advice. The professors do not have any attorney/client relationship with any student. Only your attorney can give you legal advice.

ETHICS
The strength of the University depends on academic and personal integrity. In this course, you must be honest and truthful. Ethical violations include cheating on exams, plagiarism, reuse of assignments, improper use of the Internet and electronic devices, unauthorized collaboration, alteration of graded assignments, forgery and falsification, lying, facilitating academic dishonesty, and unfair competition. Ignorance of these rules is not an excuse.

On every exam, you will sign the following pledge: “I agree to complete this exam without unauthorized assistance from any person, materials or device. [Signed and dated]”

For more information, see the guide on “Academic Ethics for Undergraduates” and the Ethics Board web site (http://eng.jhu.edu/wse/ase_undergraduate_handbook/academic-ethics-manual).