28-422/622  Business Law II

Spring Semester 2011

Professor:  Hagen
Office:  CF 124
Office Hours:  MW 11:40-12:40,
  MW 4:00-4:30 pm, and
  Mon 9:10-9:40 pm (for night classes),
  and by appointment.
Telephone:  424-1461 (Office)

Course Description
This course primarily involves an in-depth study of commercial paper (e.g. promissory notes
and checks), agency law, general and limited partnerships, corporate law, secured transactions,
bankruptcy and accountant's legal liability. Articles III, IV and IX of the Uniform Commercial
Code are applied in this course. Secondarily, this course covers some government regulation of
business areas and international law.

Text  (required)

<table>
<thead>
<tr>
<th>Relative Weights</th>
<th>Tentative Grading Scale</th>
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</thead>
<tbody>
<tr>
<td>Exam I 100 points</td>
<td>A 93-100% C 73-76 %</td>
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<tr>
<td>Exam II 100 points</td>
<td>A- 90-92 % C- 70-72 %</td>
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<tr>
<td>Exam III 100 point</td>
<td>B+ 87-89 % D+ 67-69 %</td>
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<tr>
<td>Research Paper 70 points</td>
<td>B 83-86 % D 63-66 %</td>
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<tr>
<td>Other 20 points</td>
<td>B- 80-82 % D- 60-62 %</td>
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<tr>
<td>MAXIMUM 390 points</td>
<td>C+ 77-79 % F 0-59 %</td>
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Final Grade Determination
The final grades are determined by making an array of the students' total points in numerical
order and then arbitrarily dividing the students into groups for assigning common grades.
Content of the Grading Ingredients

Examinations

1. There will be three examinations, consisting primarily of objective questions, in this course.
2. Each exam will be 100 points and will test all of the applicable material in detail.
3. All of the exam dates are tentative and subject to change.
4. Make-up Policy: For each exam that a student does not take "with the class," five points are deducted from the student's total points for the class (except students with a disability supported by documentation).

Research Paper - - - Required

1. Each student must submit a research paper dealing with the application of various aspects of Business Law II to various business documents.
2. The paper must be 10 to 15 pages in length, 12 pitch (font) type, line spacing of 1.5 to 2.0, margins of 1 to 1.5 inch and have references cited at the end of the paper.
3. The paper is due at or before the beginning of class on Monday, May 9, 2011.
4. Late Paper Policy: Ten points are deducted if the paper is late.
5. The documents that are posted to the D2L cite for this course must be used for the factual material for the paper.”
6. Contents of the Paper: The paper must be divided into the following parts and sub-parts:
   Part I: Negotiable Instruments
      A. Overview
      B. Promissory Note
      C. Check
   Part II: Corporate Equity Financing (Stock)
      A. Overview
      B. Stock Certificate
   Part III: Security Interests
      A. Overview
      B. Charge Card Agreement
   For each of the above parts, explain and analyze the “Content Specifications for the Research Paper” which is provided as another document that is posted to the D2L cite for this course.
7. Plagiarism Policy: If a student commits plagiarism, the student will be subject to all of the university's sanctions.
Other

1. This includes oral communication, class participation, multiple choice answer justifications, homework, quizzes, video tape reviews, "extra-credit," attendance, etc. [Sum \leq 20 points]
2. A video tape review is a written analysis of a video tape shown in class. [5-10 points each]
3. Attendance Policy: When attendance is taken, a student receives, at least, one point if he or she is present.

Course Objectives

1. To comply with any applicable objectives of the UW-O College of Business Administration.
2. To meet some curriculum requirements of the AACSB regarding legal studies.
3. To cover some of the material that is tested on the CPA Exam.
4. To understand the legal rights and duties of the parties to commercial paper (promissory notes and checks).
5. To understand the law regarding business relationships, such as agency law, partnership law and corporate law.
6. To understand the rights and duties of the parties in credit transactions, including the law of secured transactions and bankruptcy.
7. To have some exposure to government regulation of business and the international legal environment.

Schedule of Assignments

<table>
<thead>
<tr>
<th>PERIOD</th>
<th>ASSIGNMENT</th>
<th>TOPICS COVERED</th>
</tr>
</thead>
<tbody>
<tr>
<td>Week 1</td>
<td>Chapter 24 &amp;</td>
<td>Commercial Paper: Negotiability,</td>
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<tr>
<td></td>
<td>1\textsuperscript{st} ½ of Ch. 25</td>
<td>Transferability</td>
</tr>
<tr>
<td></td>
<td>2\textsuperscript{nd} ½ of Ch. 25</td>
<td>Commercial Paper: Holder in Due Course, and</td>
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<tr>
<td></td>
<td>&amp; Chapter 26</td>
<td>Liability, Defenses &amp; Discharge</td>
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<tr>
<td>Week 3</td>
<td>Chapter 27</td>
<td>Commercial Paper: Checks and Electronic Fund Transfers</td>
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<tr>
<td>Week 4</td>
<td>Chapters 31 &amp; 32</td>
<td>Agency Law: Formation, Duties &amp; Liability to Third Parties</td>
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EXAM I: 5th week

Page 3 of 4
Week 5 1st Part of Ch. 35 Sole Proprietorships and 
1st Part of Ch. 36 Partnerships: Nature, Formation and Operation
Week 6 Chapters 38 & 39 Corporations: Formation, Financing and Management
Week 7 Chapter 40 Corporations: Fundamental Changes
Week 8 2nd Part of Ch. 36 Partnerships: Limited Partnerships
Week 9 Chapter 37 Other Bus. Entities: Limited Liability Companies, etc.

**EXAM II:** 9th week

Week 10 Chapter 41 Corporations: Securities Regulation
Chapter 51 Legal Liability of Professionals
Week 11 Chapter 29 Debtor-Creditor Law: Secured Transactions
Week 12 Chapters 28 & 30 Debtor-Creditor Law: Creditors Remedies & Suretyship
Bankruptcy and Reorganization
Week 13 § 2,4,5,6 in Ch. 33 Employment Regulation,
§ 5 in Ch. 20, and International Sale of Goods, and
§ 8 in Ch. 22 International Letters of Credit

**EXAM III:** Last Class