

Preface

Congratulations on your selection of *CASES AND MATERIALS ON BUSINESS ENTITIES* by Chiappinelli for your casebook. I'm certain I won't regret your choice. If you're brand new to law teaching you know that you hold in your hand the secret of classroom success. The thing you've been striving to possess since middle school is now yours. You have in your possession a Teacher's Manual. If you've taught before, you know better. A Teacher's Manual is as anticlimactic as your first faculty meeting. Nonetheless, a Teacher's Manual has certain uses and I've tried to make this very practical. Let me describe my approach to this Teacher's Manual.

In my experience, the principal values of the Teacher's Manual are to give you guidance when you're short of prep time and to let you know what's going on in the book pedagogically. These twin values have dictated all the content of this Teacher's Manual's. Let me dilate briefly on this.

It's 20 minutes before class

It's twenty minutes before class and, for whatever reason, you're underprepared. Maybe you couldn't get away from your dean. Maybe you were meeting with a student and too embarrassed to say, "Hey, I've got to kick you out now because I haven't got a clue about the material for today". Maybe you've taught out of this book before but for some reason skipped the material for today's class. You thought you'd read it and you thought you had class notes for it, but, apparently, you hadn't and you don't. Here's how this Teacher's Manual can help:

For each case I've started out with a squib of the facts and a précis of the holding. Not all the facts are in the squib, of course, and the holding is usually the bare elements. I haven't muddied the Manual up by putting in a lot of suggestions for how to teach the case or what questions to ask. I'm assuming you have a classroom style that you're comfortable with. My approach or my questions won't do you much good unless you teach exactly as I do.

I've also put after each case responses to the Suppose questions. These aren't meant to be definitive answers but are rather defensible responses. Your reaction to the responses might be very different from the ones here, but at least you've got a handle on the issues.

These squibs, the précis, and the Suppose responses should be all you need to teach a traditional, "three cases and a cloud of dust" fifty minute class. You can read and digest them in about five minutes per case. So if it's really twenty minutes before class you can get up to speed on three cases and still have time to walk in measured, authoritative steps, to class.

What's going on, pedagogically?

The second value of a Teacher's Manual is this: There are times when you understand a case perfectly. You know what happened, you know how it comes out, you know the court's reasoning, you know the doctrine backward and forward. What you can't figure out, though is how this case is supposed to further the goals of the course. Maybe it seems like the doctrine was covered in the last case. Maybe it seems like the real issue is a civ. pro. issue instead of a business entities issue. In other words, you want to know "Why is THIS case HERE?" To help you out in those instances, I've put a paragraph in front of every case entitled, **Why is THIS case HERE?** The brief text explains what it is I'm trying to accomplish by having this particular case in this particular point in the book.

I've also let you know, under the heading, **I chose this case because. . . .** why it is I've selected this particular case. In writing this casebook I wanted to get away from the standard cases in the other casebooks. I did so for two reasons. First, I think law generally, and corporate law in particular, changes quickly enough that students ought to learn from cases that were decided within the last ten year if possible and certainly within the last twenty. Second, I frankly thought it would be quasi-crypto-plageristic to select cases used in other casebooks. So, to put this casebook together I probably read between 500 and 750 cases. Usually, though not always, more than one case seemed possible to include for a particular doctrine. By letting you know why I chose the particular cases I did, you may find an insight or two you can use in class. This would be primarily in the non-essential facts that you emphasize (such as that the case involved a family business).

There is a paragraph at the beginning of each section of each chapter called **What should students get from this?** that is meant to be a quick check for you to make sure the students get the main point. Similarly, I've added a paragraph called **What's the big idea?** at the front of each chapter to give you a quick overview of what's in the chapter so you can decide whether to teach all, some, or none of it.

Through parts of this Teacher's Manual I've included outlines of the material and the way in which I approach it. These outlines mostly cover areas of the casebook that have few or no cases. I've tried to resist this as much as possible because I've found Teacher's Manuals quite tedious when they have page after page of what, at bottom, is doctrinal description. I assume you know business entities doctrine relatively well.

I want to thank Hallie Eads and Laura Weber, both of the Seattle University School of Law's Gold Medal class of 2005. Ms. Eads prepared nearly all of the case squibs and précis and Ms. Weber prepared nearly all of the responses to the Suppose questions.

As you begin to train the next generation of business entities lawyers, please pass on to them an important caveat: Strongly recommend that they NOT purchase used casebooks. Book-borne

illnesses are the second leading cause of law student absenteeism (the leading cause is watching Grey's Anatomy on Thursday nights). Only new casebooks are low in book-borne illness pathogens. Plus, there's no telling the GPA of the student who initially owned the book. Students who take a business entities course and then sell their casebook demonstrate a fact we have to face. We can try to rationalize their decision by saying things like "Maybe they need the bookshelf space" or "Maybe they need the few dollars a used casebook commands at the buy-back window." But let's be honest and admit the truth about such students: They're just not that into business entities. Why buy a book that was marked up by someone like that? Their highlighting, underlining, and marginalia are all suspect. Pathogens and apathy. A deadly dull combination. Bottom line: It's simply not worth it to me to have your students buy used casebooks. Thank you for your support.

Finally, I have set up a website that's associated with this casebook called www.BusinessEntitiesOnline.com. I've got some useful information, I hope, including recent business entities cases that might interest you. I've arranged them both chronologically, like a blog, and also by casebook chapter. If you're looking for extra cases for your students or looking for good sources for exam questions, this is where you want to go.