Class Meetings Tuesdays, 3:00 – 6:00, HUNTSMAN HALL 658
Office Hours Drop-in or by e-mail

Description
This course introduces key ideas concerning the place of business in society that have defined and occupied the legal academy. Topics will include a general overview of the genealogy of American legal scholarship; approaches to studying the law of contract, torts, and property; and nature and regulation of business firms, including corporate law, antitrust, crime, and bankruptcy.

Requirements
Participation (50%)—leading discussion of one piece each week, being an active reader and discussant of the rest.
Final Paper (50%)—8000 to 15,000 words; due May 8.

Readings
Asterisk indicates that the text need not be read for the day’s discussion, but may be helpful extension of, or commentary on, the day’s central readings—and ought to be consulted before the comprehensive exam. Dagger indicates that the text is being read primarily for its exposition or illustration of a method; the text’s substance will not be a focus of attention.

1. HISTORY OF LEGAL SCHOLARSHIP I: IS LAW A DISTINCTIVE SCIENCE?

Readings  † Schofield, Christopher Columbus Langdell, 55 American Law Register 273 (1907)
            Holmes, The Path of the Law, 10 Harvard Law Review 457 (1897)


* Llewellyn, *Some Realism about Realism—Responding to Dean Pound*, 44 Harvard Law Review 1222 (1931)


* Leiter, *American Legal Realism* [ssrn.com/abstract=339562]


2. **HISTORY OF LEGAL SCHOLARSHIP II: LAW AND ECONOMICS**

**Readings**


3. HISTORY OF LEGAL SCHOLARSHIP III: CRITICAL APPROACHES, NEO-FORMALISM

Readings


MacKinnon, Feminism, Marxism, Method, and the State: Toward Feminist Jurisprudence, 8 Signs 635 (1983)


† Baude, Is Qualified Immunity Unlawful?, 106 California Law Review (2018) [available on SSRN]


* Angela Harris, Race and Essentialism in Feminist Legal Theory, 42 Stanford Law Review 581 (1990)

4. CONTRACTS I: THREE (OR FOUR) AGES OF CONTRACTS SCHOLARSHIP

Readings


Corbin, The Interpretation of Words and the Parol Evidence Rule, 50 Cornell Law Review 161 (1965)


* Baird, Reconstructing Contracts [introduction]

5. CONTRACTS II: LAW-AND-ETC. METHODS

Readings


6. **THE CORPORATION: TO WHAT END?**

*Readings*


Dodd, *For Whom Are Corporate Managers Trustees?*, 45 Harvard Law Review 1145 (1932)

Berle, *For Whom Corporate Managers Are Trustees: A Note*, 45 Harvard Law Review 1365 (1932)


* Berle & Means, The Modern Corporation and Private Property (1932)


7. **CORPORATE LAW: IF A RACE, THEN TO WHERE?**

*Readings*


8. **CORPORATE LAW: THE LAW OF WHAT?**

*Readings*


9. CORPORATE LAW: SOMETHING TO DO AFTER ALL?


10. CORPORATE LAW IN COMPLEX SYSTEMS


Gilson, *From Corporate Law to Corporate Governance* (2016) [book chapter]

Bratton & Sepe, *Shareholder Power and Incomplete Markets* (working paper)

* Buccola, *Opportunism and Internal Affairs* (working paper)

11. CRIME


12. ANTITRUST


13. BANKRUPTCY


14. THE FIRM IN THE FUTURE

*Readings*

[Something TBD on Uber-ification]