Outline of Lectures and Readings

1. **Sources of Ambiguity in Modern American Law (January 17)**
   Reading: WTA Comments, A Note on Procedure in Litigation and on Reading Cases

2. **Law and Finance Around the World (January 22)**

3. **Basics of the Law of Fraud (January 24)**
   Reading: Miller v. Fairchild Industries, 629 A.2d 1293 (1993)

4. **Introduction to Contacting (January 29)**
   Evolution: from status to contract and beyond; contract as central institution of market form of organization
   Introduction of enforcement; expectancy damages
   Idea of consideration
   Reading: Chirelstein, 1-29
   Case: Apfel v. Prudential Bache Securities, Inc.
   Gruen Industries, Inc.

5. **Contract Formation (January 31)**
   When do contractual duties arise?
   Reading: Chirelstein, 30-61
   Case:
   Supplemental Reading: Restatement Section 18

6. **Relational Contracts (February 5)**
   Between spot markets and organizations
   Open terms (best efforts, reasonableness)
   Good faith and fair dealing
   Reading: Chirelstein, 89-98 and 98-101
   Case:
   Supplemental Reading:

7. **The Role of a Writing (February 7)**
   The statute of frauds and part performance
   Federal act affecting electron signatures
   Reading:
8. **Performance and Breach (February 12)**
   What constitutes acceptable performance
   Failure of conditions justifying non-performance

   Reading:  Chirelstein, 101-107 and 110-129
   Case:
   Supplemental Reading: Restatement Sections 235, 237, 243

9. **Misrepresentation: Deceit and Breach of Representations & Warranties (February 14)**

   Reading:
   Supplemental Reading: Restatement at pp 424-25 and Sections 159, 162

10. **Mistake in Contracting; Assumption of Risks (February 21)**

    Reading:  Chirelstein, 128-146
    Case:
    Supplemental Reading: Restatement Sections 151-153, 154

11. **Supervening Public Policy (February 26)**
    Illegality
    Unconscionability

    Reading:  Chirelstein, 62-79
    Case:
    Supplemental Reading: Restatement Sections 205, 208

12. **Remedies (February 28)**
    Expectancy Damages
    Specific performance
    Mitigation
    Concept of Efficient Breach

    Reading:  Chirelstein, 147-168
    Case:
    Supplemental Reading: Restatement Sections 347, 350, 351, 355, 357

13. **Remedies (continued) (March 5)**
    Reliance
    Restitution
    Liquidated damages

    Reading:  Chirelstein, 168-183
14. MIDTERM EXAM (March 7)

15. Derivative Securities (March 19)

16. Property Rights and Markets (March 21)

17. The Coase Theorem (March 26)
   Polinsky, 1 - 24.

18. Auctions of Property Rights (March 28)
   LaPorta and Lopez de Silanes, “The Benefits of Privatization – Evidence from Mexico,”
   World Bank, 1997

19. Intellectual Property (April 2)

20. Intellectual Property and the Internet (April 4)
   Readings from the news media on Napster, Internet domain names, exchange traded mutual funds, and other intellectual property disputes.

   Readings from the news media.

22. Franchising and Leasing (April 11)


23. **Tort Liability (April 16)**


Polinsky, 37-56, 65-72, 89-94.

Readings from the news media on Johns Manville, Dow Corning, and other cases.

24. **The Plaintiffs’ Bar (April 18)**


Readings from the news media on securities law reform.

25. **Initial Public Offerings (April 23)**


Readings from the news media on regulatory issues related to IPOs.

26. **Directors’ Duties and Shareholder Litigation (April 25)**


27. **Crime, Corruption, and Scandals (April 30)**


Readings from the news media.