

TABLE OF CONTENTS

PREFACE	III
A NOTE TO STUDENTS.....	VII
CHAPTER 1: INTRODUCTION TO LAW.....	1
KEY OBJECTIVES	1
CHAPTER OVERVIEW	1
INTRODUCTION	1
I. <i>The United States Legal Structure</i>	2
<i>Legislative Branch</i>	2
<u>National Federation of Independent Business v. Sebelius</u> , 131 S. Ct. 2566 (2012).....	3
<i>Executive Branch</i>	7
<i>Judicial Branch</i>	8
II. <i>Sources of Law</i>	11
<u>Marbury v. Madison</u> , 5 U.S. (1 Cranch) 137, 2 L. Ed. 60 (1803)	12
<i>Constitution</i>	16
<i>Statutes</i>	17
<i>Regulations</i>	18
<u>Chevron v. Natural Resources Defense Council</u> , 467 U.S. 837, 104 S. Ct. 2778, 81 L. Ed. 2d 694 (1984)	19

<i>Common/Case Law</i>	19
<i>Treaties and International Law</i>	23
<i>Civil and Criminal Law</i>	24
III. <i>Federal and State Court Systems</i>	31
<i>Federal Court System</i>	32
<i>State and Federal Jurisdiction</i>	32
<u>International Shoe Co. v. Washington,</u> 326 U.S. 310, 66 S. Ct. 154, 90 L. Ed. 95 (1945).....	33
<i>Venue</i>	35
<u>Asahi Metal Industry Co. v. Superior Court,</u> 480 U.S. 102, 107 S. Ct. 1026 (1987)	35
<i>Foreign Legal Systems</i>	37
<i>Civil Law</i>	38
<i>Bijuridical Systems</i>	38
<i>Islamic Law</i>	38
IV. <i>Legal Analysis</i>	39
<i>Case Format</i>	39
<i>Heading</i>	39
<i>Syllabus</i>	39
<i>Procedural History</i>	39
<i>Facts</i>	39
<i>Issues</i>	39
<i>Holding</i>	39
<i>Judgment</i>	39
<i>Rule</i>	40
<i>Reading the Law</i>	40
<i>What is the “Rule”?</i>	43

<i>Is it Good Law?</i>	44
<u>Mayo v. Satan</u> , 54 F.R.D. 282 (1971)	44
<i>Law and Ethics</i>	46
<i>Business Ethics</i>	46
<i>Stakeholders</i>	46
<i>Ethical Frameworks</i>	47
<i>International Business Ethics</i>	48
<i>Ethics Online</i>	50
<i>Acceptable Use of Online Resources</i>	50
<i>Privacy Concerns</i>	50
<i>Workplace Issues</i>	51
<i>Voluntary Standards</i>	52
CHAPTER SUMMARY.....	52
<i>Review Questions</i>	53
<i>Discussion Questions</i>	54
CHAPTER 2: DISPUTE RESOLUTION.....	61
KEY OBJECTIVES	61
CHAPTER OVERVIEW	61
INTRODUCTION	61
I. <i>Litigation</i>	62
<i>Pleadings</i>	62
<u>Conley v. Gibson</u> , 355 U.S. 41, 78 S. Ct. 99 (1957)	63
<u>Bell Atl. Corp. v. Twombly</u> , 550 U.S. 544, 127 S. Ct. 1955 (2007).....	64

<i>Discovery</i>	68
<i>Depositions</i>	70
<i>Interrogatories</i>	70
<i>Requests for Admission</i>	71
<i>Document Requests</i>	71
<i>Motion Practice</i>	72
<i>Motion for Summary Judgment</i>	73
<i>Trial</i>	74
<i>Post-Trial Motions</i>	76
<i>Appeal</i>	77
II. <i>Alternative Dispute Resolution</i>	79
<i>Negotiation and Settlement</i>	80
<i>Mediation</i>	81
<i>Arbitration</i>	81
<u>Sanchez v. Nitro-Lift Technologies, LLC,</u> 762 F.3d 1139 (10th Cir. 2014)	83
<i>Other Kinds of ADR</i>	87
III. <i>Avoiding Disputes</i>	88
<i>Contract Negotiation</i>	89
<i>Liquidated Damages</i>	90
<i>Limitation of Liability</i>	90
<i>Maintaining Business Relationships</i>	91
<i>Cultural Issues</i>	91
CHAPTER SUMMARY.....	92
<i>Review Questions</i>	93
<i>Discussion Questions</i>	94

CHAPTER 3: BUSINESS FORMS	97
KEY OBJECTIVES	97
CHAPTER OVERVIEW	97
INTRODUCTION	97
I. <i>Unincorporated Forms</i>	97
<i>Sole Proprietorship</i>	97
<i>Partnership</i>	99
<u>Carlson v. Brabham</u> , 199 So.3d 735 (Miss. App. 2016).....	103
II. <i>Limited Liability Forms</i>	107
<i>Limited Liability Partnerships</i>	107
<i>Limited Partnerships</i>	108
<u>Ederer v. Gursky</u> , 9 N.Y.3d 514, 881 N.E.2d 204, 851 N.Y.S.2d 108 (N.Y. 2007).....	108
<i>Corporations</i>	114
<i>C Corporations</i>	116
<i>S Corporations</i>	117
III. <i>Professional Forms</i>	118
<i>Partnership</i>	118
<i>Professional Limited Liability Companies</i>	119
<i>Professional Corporations</i>	119
IV. <i>Franchises</i>	120
V. <i>Business Formation</i>	121
<i>Corporate Promoters</i>	122
<u>GS Petroleum, Inc. v. R and S Fuel Inc.</u> , Delaware Superior Court, No. 07C-09-023 RRC (2009).....	123
<i>Filing Obligations</i>	125

<i>Tax Obligations</i>	125
VI. <i>Corporate Powers</i>	126
VII. <i>Ongoing Management</i>	127
<i>Corporate Finance</i>	128
<i>Board of Directors</i>	129
<u>Guth v. Luft, Inc.</u> , 5 A.2d 503 (Del. Ch. 1939).....	130
<i>Corporate Officers</i>	131
<i>Piercing the Corporate Veil</i>	131
<i>Failure to follow corporate formalities</i>	131
<i>Continuous undercapitalization</i>	132
<i>Commingling funds</i>	132
<u>Doberstein v. G-P Industries, Inc.</u> , 2015 WL 6606484 (Del. Ch. 2015).....	132
VIII. <i>Voluntary Dissolution</i>	135
<i>Shareholder/member vote</i>	136
<i>Notice of intent to dissolve</i>	136
<i>Stop doing business</i>	136
<i>Collect Assets</i>	136
<i>Pay creditors</i>	136
<i>Distribute assets</i>	136
<i>Succession Planning</i>	136
<i>Mergers and Acquisitions</i>	137
IX. <i>Involuntary Dissolution</i>	138
<i>Bankruptcy</i>	138
<i>Death of Key Member or Partner</i>	139
CHAPTER SUMMARY.....	139

<i>Review Questions</i>	140
<i>Discussion Questions</i>	141
CHAPTER 4: CONTRACTS	145
KEY OBJECTIVES	145
CHAPTER OVERVIEW	145
INTRODUCTION	145
<i>I. Contract Elements</i>	145
<i>Offer</i>	146
<u>Leonard v. Pepsico, Inc.</u> , 88 F. Supp. 2d 116 (S.D.N.Y. 1999).....	148
<i>Acceptance</i>	150
<u>Pena v. Fox.</u> , 198 So.3d 61 (Fla. App. 2015)	152
<i>Consideration</i>	154
<u>Hamer v. Sidway</u> , 124 N.Y. 538, 27 N.E. 256 (1891)	156
<u>Dyer v. National By-products, Inc.</u> , 380 N.W.2d 732 (Iowa 1986)	158
<i>Promissory Estoppel</i>	161
<i>Contracts Under Seal</i>	162
<i>Capacity</i>	162
<i>Legality</i>	164
<i>Unconscionability</i>	165
<i>II. Contract Formation</i>	166
<i>Written v. Oral</i>	166
<i>Statute of Frauds</i>	167
<u>Crabtree v. Elizabeth Arden Sales Corporation</u> , 305 N.Y. 45 (1953)	169

<i>Contract Performance and Enforcement</i>	172
<i>Enforceability</i>	172
<i>Fraud/Misrepresentation</i>	172
<u>Speakers of Sport, Inc. v. ProServ, Inc.</u> , 178 F.3d 862 (7th Cir. 1999)	174
<i>Mistake</i>	176
<i>Mutual Mistake</i>	177
<u>Raffles v. Wichelhaus</u> , 2 H. & C. 906, 159 Eng. Rep. 375 (Court of Exchequer 1864)	178
<i>Unilateral Mistake</i>	179
<i>Scrivener's Error</i>	180
<i>Undue Influence</i>	180
<i>Genuineness of Assent/Duress</i>	182
<u>Lucy v. Zehmer</u> , 196 Va. 493, 84 S.E.2d 516 (1954)	182
III. <i>Performance</i>	184
<i>Duty of Good Faith</i>	184
<i>Conditions</i>	186
<i>Interpretation</i>	187
<u>Greenfield v. Philles Records, Inc.</u> , 780 N.E.2d 166 (N.Y. App. 2002)	188
<i>Ambiguous Terms</i>	191
<i>Parol Evidence Rule</i>	191
<i>Parties</i>	192
<i>Subcontractors</i>	192
<i>Assignment and Delegation</i>	193
<i>Third Party Beneficiaries</i>	195
<i>Choice of Law Clauses</i>	196

IV. <i>Breach</i>	196
V. <i>Remedies</i>	200
<u>Hadley v. Baxendale</u> , 9 Ex. 341, 156 Eng. Rep. 145 (1854)	201
<u>Rockingham County v. Luton Bridge Co.</u> , 35 F.2d 301 (4th Cir. 1929)	204
<u>Coastal Steel Erectors, Inc. v. Algernon Blair, Inc.</u> , 479 F. 2d 638 (4th Cir. 1973)	206
VI. <i>Contract Torts</i>	209
<i>Online Contracts</i>	210
CHAPTER SUMMARY.....	211
<i>Review Questions</i>	212
<i>Discussion Questions</i>	212
CHAPTER 5: UNIFORM COMMERCIAL CODE ARTICLE 2	217
KEY OBJECTIVES	217
CHAPTER OVERVIEW	217
INTRODUCTION	217
I. <i>Sales of Goods</i>	217
<u>Audio Visual Artistry v. Tanzer</u> , 403 S.W.3d 789 (Tenn. Ct. App. 2012)	219
<i>Merchants</i>	222
II. <i>Contract Formation and Performance</i>	223
<u>Crestwood Membranes, Inc. v. Constant Services, Inc.</u> , 2017 WL 1088089 (M.D. Penn. 2017).....	223
<i>Formation</i>	225
<i>Objection</i>	226
<i>Exclusion</i>	226

III. <i>Performance</i>	227
IV. <i>Warranties</i>	228
<i>Express Warranties</i>	228
<i>Implied Warranties</i>	229
<i>Disclaiming Warranties</i>	229
V. <i>International Sale of Goods Contracts</i>	230
<u>Milau Associates, Inc. v. North Avenue Development Corp.</u> ,	
42 N.Y. 2d 482, 368 N.E. 2d 1247 (1977)	231
<u>Shaffer v. Victoria Station, Inc.</u> ,	
91 Wash. 2d 295, 588 P.2d 233 (1978).....	233
CHAPTER SUMMARY.....	234
<i>Review Questions</i>	235
<i>Discussion Questions</i>	236
CHAPTER 6: CREDITOR-DEBTOR ISSUES.....	239
KEY OBJECTIVES	239
CHAPTER OVERVIEW	239
INTRODUCTION	239
I. <i>Creditor Protections</i>	240
<i>Mechanic's Liens</i>	240
<i>Liens on Personal Property</i>	241
<i>Garnishment</i>	242
II. <i>Truth in Lending</i>	243
<u>Jesinoski v. Countrywide Home Loans, Inc.</u> ,	
135 S. Ct. 790 (2015)	244
III. <i>Fair Debt Collection Practices</i>	247
<u>Midland Funding, LLC v. Johnson</u> ,	
____ U.S. ____ (2017)	249

IV. <i>Fair Credit Reporting</i>	252
V. <i>Article 9 Secured Transactions</i>	253
<u>Credit Bureau of Broken Bow, Inc. v. Moninger,</u> 204 Neb. 679, 284 N.W. 2d 855 (1979).....	255
VI. <i>Mortgage Foreclosure</i>	259
VII. <i>Bankruptcy</i>	261
<i>Types of Bankruptcy</i>	263
<i>Chapter 7</i>	264
<u>Seror v. Lopez,</u> 532 B.R. 140 (2015).....	266
<i>Chapter 9</i>	267
<i>Chapter 11</i>	268
<u>In re: Arm Ventures, LLC,</u> 564 B.R. 77 (S.D. Fla. 2017).....	271
<i>Chapter 12</i>	272
<i>Chapter 13</i>	273
<i>Chapter 15</i>	274
VIII. <i>Receivership</i>	275
CHAPTER SUMMARY.....	276
<i>Review Questions</i>	276
<i>Discussion Questions</i>	277
CHAPTER 7: TORTS.....	281
KEY OBJECTIVES	281
CHAPTER OVERVIEW	281
INTRODUCTION	281
I. <i>Negligence</i>	282

<i>Duty of Reasonable Care</i>	283
<i>Breach of the Duty of Reasonable Care</i>	285
<i>Causation</i>	286
<i>Intervening Event</i>	287
<u>Palsgraf v. Long Island R.R. Co.</u> , 248 N.Y. 339, 162 N.E. 99 (1928)	287
<i>Damages</i>	291
<i>Professional Malpractice Actions</i>	291
<i>Res Ipsa Loquitur</i>	292
<i>Negligence Per Se</i>	293
<i>Defenses to Negligence Cases</i>	294
II. <i>Intentional Torts</i>	294
<i>Fraudulent Misrepresentation</i>	295
<i>Interference with Contractual Relations</i>	296
<i>Interference with Prospective Business Advantage</i>	297
<i>Prima Facie Tort</i>	298
<i>Tresspass</i>	299
<i>Nuisance</i>	299
<i>Defamation</i>	299
<i>Actual Malice</i>	302
<i>Trade Libel/Product Disparagement</i>	303
III. <i>Strict Liability</i>	306
IV. <i>Products Liability</i>	306
<i>Negligence</i>	307
<i>Strict Liability</i>	307
<u>Arbogast v. A.W. Chesterton Co.</u> , ___, F. Supp. 3d ___, 2016 WL 3997292 (D. Md. 2016)	309

<i>Types of Defects</i>	310
<i>Manufacturing Defects</i>	310
<i>Design Defects</i>	310
<i>Failure to Warn Defects</i>	311
<i>Improper Packaging</i>	311
<u>Sheats v. The Kroger Company,</u> 336 Ga. App. 307, 784 S.E.2d 442 (2016).....	312
V. <i>Defenses to Product Liability</i>	316
<i>Assumption of Risk</i>	316
<u>Puckett v. The Plastics Group, Inc.,</u> 561 Fed. Appx. 865 (2014).....	317
<i>Comparative Fault</i>	319
<u>R.J. Reynolds Tobacco Co. v. Sury,</u> 118 So. 3d 849 (2013).....	320
<i>Modification/Substantial Change</i>	321
<u>Rix v. General Motors,</u> 723 P.2d 195 (Mont. 1986)	322
<i>Abnormal Uses/Product Misuse</i>	322
VI. <i>Privacy Torts</i>	323
<u>Pitman v. Ameristep Corporation,</u> --- F.3d ---, 2016 WL 5373530 (E.D. Mo. 2016).....	324
<i>Intrusion upon Seclusion</i>	325
<i>Publication of Private Fact</i>	326
<i>Misappropriation or Likeness of Name</i>	328
<i>False Light</i>	329
VII. <i>Damages</i>	330
<i>Compensatory Damages</i>	330
<i>Punitive Damages</i>	330

<u>Anderson v. Sears, Roebuck & Co.</u> , 377 F. Supp. 136 (E.D. La. 1974)	331
<i>Injunctive Relief</i>	334
CHAPTER SUMMARY	334
<i>Review Questions</i>	335
<i>Discussion Questions</i>	336
CHAPTER 8: INTELLECTUAL PROPERTY	341
KEY OBJECTIVES	341
CHAPTER OVERVIEW	341
INTRODUCTION	341
I. <i>Copyright</i>	342
<u>VMG Salsoul, L.L.C. v. Ciccone</u> , 824 F.3d 871 (9th Cir. 2016)	343
<i>Automatic Copyright on Work Creation</i>	344
<i>Proving Copyright</i>	346
<u>Fleischer Studios, Inc. v. A.V.E.L.A., Inc.</u> , 654 F.3d 958 (9th Cir. 2011)	347
<i>Registering Copyrights</i>	348
<i>Protecting Copyrights</i>	350
<u>Eldred v. Ashcroft</u> , 537 U.S. 186 (2003).....	352
<i>Fair Use</i>	359
<u>Authors Guild v. Google, Inc.</u> , 803 F. 3d 202 (2d Cir. 2015)	359
II. <i>Trademark</i>	361
<i>Fanciful</i>	362
<i>Arbitrary</i>	362

<i>Suggestive</i>	362
<u>Abercrombie & Fitch Co. v. Hunting World, Inc.</u> , 537 F.2d 4 (2d Cir. 1999)	363
<i>Descriptive</i>	364
<i>Generic</i>	364
<i>Different Marks</i>	364
<i>Service Marks</i>	365
<i>Trademark Registration</i>	365
<i>Trade Dress</i>	368
<i>Dilution</i>	369
<u>Mattel, Inc. v. Walking Mountain Productions</u> , 353 F. 3d 792 (9th Cir. 2003).....	370
<i>Protecting Trademarks</i>	371
<u>New Kids on the Block v. News America Publishing, Inc.</u> , 971 F. 2d 302 (9th Cir. 1992).....	372
<i>Genericide</i>	372
<i>Fair Use</i>	374
III. <i>Patents</i>	375
<u>O'Reilly v. Morse</u> , 56 U.S. 62 (1854)	375
<i>Patent Requirements</i>	376
<i>Design Patents</i>	377
<u>Diamond v. Chakrabarty</u> , 447 U.S. 303 (1980).....	378
<i>Utility Patents</i>	381
<i>Plant Patents</i>	381
<u>Bowman v. Monsanto Co.</u> , 133 S. Ct. 1761 (2013)	382
<i>Securing a Patent</i>	383

	<i>Patent Application</i>	383
	<i>The specification and claim</i>	383
	<i>A drawing</i>	384
	<i>The oath or declaration</i>	384
	<i>Protecting Patents</i>	385
IV.	<i>Trade Secrets</i>	385
	<i>Protecting Trade Secrets</i>	387
V.	<i>Location of Use</i>	388
	<i>Extent of Protection</i>	388
	<i>International Protection</i>	389
	<u>Gilliam v. American Broadcasting Companies, Inc.</u> , 538 F.2d 14 (2d Cir. 1980).....	391
VI.	<i>Protecting Intellectual Property</i>	394
	<i>Revealing Information</i>	394
	<i>Standards for Infringement</i>	396
	<i>Copyright Infringement</i>	396
	<i>Trademark Infringement</i>	398
	<i>Patent Infringement</i>	399
	<i>Trade Secret Misappropriation</i>	400
	<i>Enforcing Intellectual Property</i>	401
	<u>AMF, Inc. v. Sleekcraft Boats</u> , 599 F.2d 341 (9th Cir. 1979).....	402
VII.	<i>Licensing</i>	408
	<i>Pros and Cons</i>	408
	<i>Pros</i>	408
	<i>Cons</i>	408
	<i>Contractual Safeguards</i>	409

<i>Description of the Property</i>	409
<i>Description of the Uses</i>	409
<i>Payment</i>	409
<i>Accounting</i>	410
<i>Dispute Resolution</i>	410
<i>Potential Issues</i>	410
<i>Gray Market Sales</i>	410
<i>Quality Control</i>	411
<i>Infringement</i>	411
<i>VIII. Intellectual Property and Technology</i>	412
<i>Larger Reach of Intellectual Property</i>	412
<i>Increased Enforcement Challenges</i>	413
<i>Protection of Technical Intellectual Property</i>	413
CHAPTER SUMMARY	414
<i>Review Questions</i>	414
<i>Discussion Questions</i>	415
CHAPTER 9: AGENCY	419
KEY OBJECTIVES	419
CHAPTER OVERVIEW	419
INTRODUCTION	419
<i>I. Scope of the Relationship</i>	419
<i>II. Duties and Liabilities</i>	422
<i>Apparent Authority</i>	425
<i>III. Termination</i>	426

Lapse of Time 427

Act of the Parties 427

Operation of Law 427

IV. *Vicarious Liability* 428

Faragher v. City of Boca Raton,
 524 U.S. 775 (1998) 430

Employer Liability for Malfeasance 434

Edgewater Motels, Inc. v. Gatzke,
 277 N.W.2d 11 (Minn. 1979) 435

Employer Liability for Negligence 439

Negligent Hiring and Retention 439

Scope of Authority 440

CHAPTER SUMMARY 442

Review Questions 443

Discussion Questions 444

CHAPTER 10: EMPLOYMENT 447

KEY OBJECTIVES 447

CHAPTER OVERVIEW 447

INTRODUCTION 447

I. *Employment Relationship* 447

At-Will Employment 448

Pine River State Bank v. Mettille,
 333 N.W.2d 622 (Minn. 1983) 449

Independent Contractor 450

Clackamas Gastroenterology Associates, P.C. v. Wells,
 538 U.S. 440 (2003) 453

<i>II. Wages and Employee Benefits</i>	455
<i>Minimum Wage</i>	455
<u>Integrity Staffing Solutions, Inc. v. Busk</u> , 574 U.S. _____, 135 S. Ct. 513 (2014)	456
<i>Overtime Pay</i>	459
<i>Mandated Benefits</i>	459
<i>Family and Medical Leave</i>	459
<i>Other Leaves</i>	460
<i>Paternity/Maternity Leave</i>	460
<i>Sick Leave</i>	460
<i>Vacation Leave and Holidays</i>	462
<i>Jury Leave</i>	462
<i>III. Termination of Employment</i>	462
<i>Unemployment Compensation</i>	462
<i>WARN Act</i>	463
<i>Severance Pay</i>	463
<i>IV. Employee Protection Laws</i>	464
<i>Anti-Discrimination Laws</i>	464
<i>Title VII</i>	464
<u>Oncala v. Sundowner Offshore Services, Inc.</u> , 523 U.S. 75 (1998)	466
<u>Desert Palace, Inc. v. Costa</u> , 539 U.S. 90 (2003)	468
<i>Age Discrimination</i>	469
<i>Disability Discrimination</i>	470
<u>Cannon v. Jacobs Field Services North America, Inc.</u> , No. 15–20127 (5th Cir Jan. 13, 2016)	472
<i>Employee Safety</i>	474

<i>Workers' Compensation</i>	475
<i>Disability Insurance</i>	476
<i>Affirmative Action</i>	477
<u>Fisher v. University of Texas,</u> ___ US ___, 136 S. Ct. 2198 (2016)	478
V. <i>Immigration and Employment</i>	479
<i>Permanent Resident Status</i>	479
<i>Temporary Work Visas</i>	483
<i>Work Permits</i>	483
VI. <i>Labor Organization</i>	484
<i>Collective Bargaining</i>	485
<i>Right to Work Laws</i>	486
CHAPTER SUMMARY	487
<i>Review Questions</i>	488
<i>Discussion Questions</i>	489
CHAPTER 11: BUSINESS RELATIONSHIPS	495
KEY OBJECTIVES	495
CHAPTER OVERVIEW	495
INTRODUCTION	495
I. <i>Investor Relations</i>	495
<i>Accountants and Auditors</i>	498
<i>Financial Reporting</i>	500
<i>Internal Controls</i>	501
<i>Criminal Penalties</i>	501
II. <i>Business to Business Issues</i>	502
<i>Antitrust Laws</i>	502

<i>Sherman Act</i>	503
<u>U.S. v. Paramount Pictures,</u> 334 U.S. 131 (1948)	504
<i>Clayton Act</i>	506
III. <i>Sourcing and Transportation Issues</i>	509
<i>Harmonized Tariff Schedule</i>	510
<u>Toy Biz, Inc. v. U.S.,</u> 24 C.I.T. 1351 (2000)	515
<i>Trading Areas</i>	517
IV. <i>Real Estate Leases and Ownership</i>	519
<i>Ownership</i>	520
<i>Leases</i>	523
<u>Boone v. Coe,</u> 153 Ky. 233, 154 S.W. 900 (1913)	525
<i>Unlawful Detainer</i>	528
<i>Restrictions on the Use of Land</i>	529
<i>Covenants</i>	530
<i>Zoning</i>	530
<i>Eminent Domain</i>	531
<u>Kelo v. City of New London,</u> 545 U.S. 469 (2005)	532
CHAPTER SUMMARY	535
<i>Review Questions</i>	536
<i>Discussion Questions</i>	537
CHAPTER 12: REGULATORY REGIMES	541
KEY OBJECTIVES	541
CHAPTER OVERVIEW	541

INTRODUCTION	541
<i>I. Administrative Procedure Act</i>	541
<u>Chevron U.S.A., Inc. v. Natural Resources Defense Council, Inc.</u> , 467 U.S. 837 (1984)	543
<i>Court Challenges</i>	546
<u>Fund for Animals, Inc. v. Rice</u> , 85 F.3d 535 (11th Cir. 1996)	547
<i>II. Product Regulations</i>	548
<i>Advertising and Marketing</i>	548
<i>Deceptive Trade Practices</i>	549
<i>State Law</i>	552
<i>Labelling and Packaging</i>	553
<i>III. Consumer Protection Laws</i>	554
<i>Consumer Sales</i>	555
<i>Telemarketing</i>	555
“Cooling Off” Periods	555
<i>Plain Language Rules</i>	556
<u>Williams v. Walker-Thomas Furniture Co.</u> , 350 F.2d 445 (D.C. Cir. 1965)	557
<i>Unconscionability</i>	559
<i>Consumer Safety</i>	559
<i>Warranties</i>	560
<u>Kwiatkowski v. Volvo Trucks North America, Inc.</u> , 500 F. Supp. 2d 875 (N.S. Ill. 2007)	561
<i>IV. Investor Protection</i>	562
<i>Federal Securities Regulation</i>	563
<i>Securities Act of 1933</i>	563
<i>Securities Exchange Act of 1934</i>	563

<i>Trust Indenture Act</i>	563
<u>Affiliated Ute Citizens v. United States</u> , 406 U.S. 128, 92 S. Ct. 1456, 31 L. Ed. 741 (1972).....	564
<i>Investment Company Act</i>	565
<i>Investment Advisers Act</i>	565
<i>Sarbanes-Oxley Act</i>	565
<i>Dodd-Frank Wall Street Reform and Consumer Protection Act</i>	565
<i>Jumpstart Our Business Startups Act (the “JOBS Act”)</i>	565
<i>Consumer Financial Protection Bureau</i>	566
<i>State Securities Law</i>	567
V. <i>Environmental Protection</i>	567
<i>Federal and State Environmental Laws</i>	568
<i>Air Quality</i>	569
<i>Water Quality</i>	570
<u>Rapanos v. United States</u> , 547 U.S. 715, 126 S. Ct. 2208, 165 L. Ed. 2d 159 (2006)	571
<i>Waste Management and Toxic Substances</i>	572
<i>Waste Management</i>	572
<i>Toxic Substances</i>	574
CHAPTER SUMMARY.....	575
<i>Review Questions</i>	576
<i>Discussion Questions</i>	577
CHAPTER 13: CRIMINAL LAW.....	581
KEY OBJECTIVES	581
CHAPTER OVERVIEW	581
INTRODUCTION	581

I.	<i>Basic Principles of Criminal Law</i>	582
	<i>Mens Rea</i>	582
	<i>General Intent</i>	582
	<i>Specific Intent</i>	584
	<i>Strict Liability</i>	585
	<i>Actus Reus</i>	586
II.	<i>Constitutional Limits</i>	587
	<i>Search and Seizure</i>	587
	<u>Mapp v. Ohio</u> , 367 U.S. 643, 81 S. Ct. 1684 (1961)	592
	<i>Surveillance</i>	593
	<i>Foreign Surveilannce</i>	594
	<i>Grand Juries</i>	594
	<i>Right to Counsel</i>	595
III.	<i>Sentencing</i>	597
IV.	<i>Inchoate Crimes</i>	599
	<i>Attempt</i>	600
	<i>Solicitation</i>	601
	<i>Conspiracy</i>	602
V.	<i>Business-related Crimes</i>	603
	<i>Fraud</i>	603
	<u>Fountain v. U.S.</u> , 357 F.3d 250 (2d Cir. 2004)	603
	<i>Embezzlement</i>	606
	<i>Insider Trading</i>	607
	<u>Salmon v. United States</u> , 580 U.S. ____ (2016)	608

<i>VI. Corporate Criminal Liability</i>	610
<u>New York Central & Hudson River Railroad Co. v. United States</u> , 212 U.S. 481 (1909)	611
<i>Specific Crimes</i>	613
<i>Sentencing</i>	613
<i>Fines</i>	614
<i>Restitution</i>	614
<i>Probation</i>	614
<i>Involuntary Dissolution</i>	614
CHAPTER SUMMARY	615
<i>Review Questions</i>	615
<i>Discussion Questions</i>	616
APPENDICES	621
1. Constitution of the United States	623
2. Amendments to the Constitution	633
3. Uniform Commercial Code, Article 2	641
4. Sarbanes-Oxley Act of 2002 (Selected Provisions)	765
5. Delaware General Corporate Law (Selected Provisions)	775
6. JAMS Comprehensive Arbitration Rules & Procedures	801
7. Sample Corporate Bylaws (eBay, Inc.)	825
8. Business Law Glossary	855
INDEX	873