BA 5900
PMBA

Law, Ethics and Business
Spring, 2021

Instructor: Michael J. Costello
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Reading and Assignment Schedule:

First Class Session: 8:00 – 12:00 Saturday, February 20th
To Be Held - Zoom – On-Line
Instructor Introduction
Student Introductions

Lectures:

1. Introduction to Law [lecture slides posted in Canvas]
   - In class assignment: read and discuss the case of Sorrell v. IMS Health exercise [page 10 of textbook].
   - What are the two [2] public policy issues in conflict?

2. International Law [lecture slides posted in Canvas]
   - In class assignment: Letter of Credit exercise [materials to be provided] -which is the best answer and why?

3. Ethics & Social Responsibility [lecture slides posted]
   - In class assignment: Joya Ethical Issue [materials to be provided] What is ethical issue? What should Joya do?

Between Session 1-2: Complete Prior to Class on March 20th

Assignment: Submit by email to instructor [email: costellom@umsl.edu] three [3] proposed cases in order of preference from the Questions and Case Problems at the end of each chapter of the textbook: by midnight, Saturday, February 28th. The three proposed cases should be from different chapters of the textbook.
Review the Questions and Case Problems at the end of each Chapter of the textbook. Be sure to select a court case and not a hypothetical problem. The instructor will select and assign one [1] case for each student to prepare the one page case analysis, Powerpoint case presentation to class and your course paper.

See Syllabus for details as to elements to include in the Case analysis, the Case Presentation and Course Paper

Cases will be assigned on a first come first assigned basis. The goal will be to spread student presentations across as many chapters as possible.

Chapter Reading and Voicethread video lectures associated with the Chapters:

1. Common – Civil Law Divide [Instructor Voicethreads not associated with a chapter reading]
2. Chapter 4 – Constitutional Bases for Business Regulation
3. Appendix A: The Constitution of the United States of America
4. Chapter 6 – Administrative Law
5. Chapter 3 Sources of Law, Courts and Dispute Resolution

Note: This is a team exercise. This exercise is in three [3] steps leading to a mock arbitration proceeding - Step 1 due by midnight March 7th See Canvas for materials and sequential steps

Assignment – Manager’s Dilemma -Free Speech and Censoring Social Media [near end of Chapter 4]
Students with a last name beginning with A-G take the position of Facebook.
Students with a last name beginning with H-S take the position of person suspended by Facebook.

Write a one paragraph in support of your client’s position. Post to Discussion Board by midnight Friday, March 19th.

Zoom On-line Question and Answer Session [voluntary] with instructor from 5:30 - 6:30 pm on Thursday, March 4th. Click on Zoom link in Canvas to join session.
Session Two: 8:00 – 12:00 Saturday, March 20th

1. Students assigned Case Presentations: [to be determined]
   - Students assigned to review presenters

2. Lectures:
   Contracts
   Negotiable Instruments

3. Exercise: Mock arbitration of the Tucker Graphics v. Nihon Ichiban. Class will be divided into three teams – Lawyers for Tucker Graphics and lawyers for Nihon Ichiban and an arbitral panel. The teams have been posted and further instructions provided.

   The teams will present their client’s case to the arbitral panel. The arbitral panel will decide which team wins. The exercise is graded 25 or 0 points. In litigated disputes whether in court or arbitration, there is a winner and a loser.

4. Reading:
   Chapter 7- Contracts
   Negotiable Instruments [materials provided in Module]
   Oneok Partners [materials provided in Module]

5. Exercise Discussion of Manager’s Dilemma

Between Session 2-3: Complete Prior to Class on Saturday, April 17th

Chapter Reading and Voicethread video lectures associated with the Chapters:

Chapter 5 – Agency
Chapter 9 – Torts
Chapter 19- Forms of Business
Chapter 20- Directors, Officers and Controlling Shareholders
Chapter 21 – Public and Private Offerings of Securities
Chapter 22 – Securities Fraud and Insider Trading

Zoom Meet On-line Question and Answer Session [voluntary] with instructor from 5:30 -7:00pm on Thursday, March 25th. Click on Zoom link in Canvas to join session.

**Mid-Term Exam**: Submit on-line Mid-term Exam by **midnight, Sunday, April 4th** covering materials from Sessions 1- 2 and period between Session 2 and 3.

**Assignment**: Manager’s Dilemma: Putting It Into Practice – GECC and the Typo
Near end of Chapter 7
Students with a last name beginning with B-F: assume you are the lawyer for GECC arguing why in bankruptcy court that Prudential should only receive $92,885,000 of its debt under the ship mortgages due to the typo.
Students with a last name beginning with G-P assume you are an attorney for Prudential as to why the court should ignore the typo and award you a perfected secured position for $928,850,000.
Students with a last name beginning with S argue on behalf of the unsecured creditors of GECC why Prudential should only have a perfected security interest of $92,885,000.

**Task**: Write a one typewritten paragraph in Word format in support of your client’s position. Bring your answer to class to discuss and submit for grading.

**Session 3**: 8:00 – 12:00 Saturday, April 17th

1. Course Papers Due

2. Students assigned case presentations: [To Be Determined]
   - Students assigned to review presenters

3. Lectures:
   - Secured Transactions [materials in Module]
   - Exercise: Backhoe problem – in class

   Bankruptcy

4. Reading
Chapter 23 – Debtor-creditor Relations and Bankruptcy

5. Discuss:
   Exercise Manager’s Dilemma – GECC and the Typo
   Oneok Exercise

Between Session 3-4: Complete by midnight, Thursday, May 13th

   Chapter Reading and Voicethread video lectures associated with the Chapters:

Chapter Reading and Voicethread video lectures associated with the Chapters:

   Chapter 11 – Intellectual Property
   Chapter 18 – Real Property

   Zoom Meet On-line Question and Answer Session [voluntary] with instructor from 5:30 -7:00pm on Thursday, May 6th. Click on link to open meet page.

   Assignment: Read and submit your answer via the on-line submission tool by midnight on Thursday, May 13th and plan to discussion in class.

   A Manager’s Dilemma: Putting It Into Practice- Conflict or Just Good Client Relations in the textbook.

   If your last name begins with A-F assume you are the Senior Vice President and relationship officer in the Commercial Banking Division of Deutsche Bank responsible for the HP account and learn of the HP Board’s request to Deutsche Asset Management Division of the bank, what do you advise your division COO to do and why- knowing that the lending relationship with Deutsche is at risk if the merger does not go through?

   If your last name begins with G-S, assume you are the Senior Vice President of the Deutsche Bank Asset Management Division knowing that if the merger goes through your division will be the principal adviser to the board of directors of the
combined firms, what do you advise your division COO to do and why?

Session 4: Friday, May 14th

1. Students assigned case presentations: [To Be Determined]

2. Antitrust Lecture

3. Reading:

   Chapter 16 - Antitrust

4. Discuss Manager’s Dilemma – Putting it into Practice – Conflict or Just Good Client Relations

Final exam [100 points]: Complete on-line by midnight, Sunday, May 16th
[comprehensive, similar in format to Midterm Exam]