



Thomas M. Cooley Law Libraries' Research Guide Series

CORPORATE LAW: A Selective Research Guide

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Overview:

This Research Guide is a selective resource to assist the legal researcher in conducting research in the area of United States Corporate Law. It is not comprehensive in scope or intended to be a catchall source, but rather to act as a starting point for the researcher to find additional sources and relevant information. At its core, the guide attempts to lead the researcher to up-to-date items held by the Cooley libraries.

The guide is tilted towards Michigan sources on the topic while other state specific sources, except Delaware, have been deliberately omitted. It should be noted that Michigan's corporate laws have been predominately codified in the Michigan Business Corporation Act. Given its importance to corporate law, sources from the state of Delaware have also been included. Lastly, where you see '**FORMS PC**' included at the end of a title's annotation, this informs you that digital forms are available at the computer located next to the Reference Desk.

I. MICHIGAN SOURCES & FORMS

Advising Closely Held Businesses in Michigan by Jeffrey S. Ammon, Thomas G. Appleman and Daniel D. Kopka

Location: KFM4415.C55 A73

The ICLE publication attempts to guide the practitioner with elements involved in starting and ending a business. Forms found in the book may also be found digitally on the Forms PC.

Forms PC

Buying and Selling a Business in Michigan ed. by Thomas G. Appleman, Charles W. Borgsdorf & Michael A. Indenbaum

Location: KFM4405 .B892

The ICLE prepared guide covers issues that may arise in the sale of a small to medium sized business in Michigan. It includes many useful forms which are also available on the Forms PC.

Forms PC



“Corporations” in Michigan Civil Jurisprudence. Vol 16.

Location: KFM4280 .C3 1957

The topic found in the Michigan legal encyclopedia offers a succinct overview of the various areas encompassing corporation law in Michigan. It is updated by pocket parts. Available online in Westlaw.

“Corporations” in Michigan Law and Practice Encyclopedia. Vol. 9

Location: KFM4265 .M523

The topic found in the Michigan encyclopedia offers a general overview of corporation law in Michigan. It is updated by pocket parts. Available online in Lexis.

Michigan Business Torts by Edward H. Pappas, Thomas G. McNeill & Daniel D. Quick

Location: KFM4430.P362

Commercial torts involving businesses is examined in this ICLE publication. Items include: unfair competition, covenants not to compete, trade secrets, breach of fiduciary duty, fraud and others.

Michigan Corporation Law and Practice

Location: KFM4413.S38 1990

The guide offers extensive commentary on the MCBA.

Michigan Corporation Law with Federal Tax Analysis by Zolman Cavitch, Matthew P. Cavitch & Charles W. Borgsdorf

Location: KFM4413.S36 1963

A strong emphasis is placed on Federal Tax issues arising from the impetus of a business to its sale. It also examines how the Michigan Business Corporation Act (MBCA) impacts a Michigan corporation under various scenarios. This is an excellent source that enables an attorney to delve further into a particular legal issue facing a firm. Forms are included at the end of volume two.

LEXIS: MICH; MICPLW

Form Specific Materials

Michigan Corporate Forms by Charles W. Borgsdorf

Location: KFM4413.A65M5 2001

Consisting almost entirely of forms, the 2 volume book encompasses the issues confronting the day-to-day legal aspects of running a Michigan corporation. The forms may also be found digitally on the Forms PC.

Lexis: MICH; MICORP

Forms PC

Michigan Corporate Practice and Forms by Jaffe, Rait, Heuer & Weiss

Location: KFM4410.W37

The guide primarily consists of forms dealing with various day to day legal duties involving a corporation. It also includes forms covering the sale or merger of the business. Some legal analysis is also provided.

Forms PC



Michigan Corporation Division: Forms & Publications

Location: KFM4413.Z9 C77i

Online database of corporate forms found on the State of Michigan's website.

Michigan Legal Forms ed. by Justin G. Klimko

Location: KFM4268.M53

Volumes 1 and 2 include Michigan specific corporate forms. Available online on Westlaw.

Westlaw: MI-LF

II. MICHIGAN JOURNALS

The Michigan Business Law Journal

Location: KFM4413.A15 M53

The journal is produced by the Corporation, Finance, & Business Law Section of the State Bar of Michigan.

Public Corporation Law Quarterly

Location: KFM4410.A15 P8

This is a State Bar of Michigan publication. The most recent editions are found exclusively online. There is a link in the item's record on CoolCat to the online editions.

III. DELAWARE TREATISES

Corporate and Commercial Practice in the Delaware Court of Chancery by Donald J. Wolfe Jr. & Michael A. Pittenger

Location: KFD531.W652

Focusing solely on the Delaware Court of Chancery which handles disputes involving Delaware corporations, the looseleaf thoroughly examines the process of corporate litigation from subject matter jurisdiction to appeals.

Folk on the Delaware General Corporation Law by Rodman Ward Jr., Edward P. Welch & Andrew J. Turezyn

Location: KFD213.F593

The three volume treatise is conveniently arranged by code section. The comments cover the various issues surrounding Delaware Corporation Law from incorporating the business to dealing with its sale.

Lexis: CORP; FOLKGC

IV. NATIONAL GUIDES

Advising High Technology Companies ed. by Nathaniel T. Trelease

Location: KF1890.H53 A75

While a seemingly traditional corporate monograph, particular attention is paid to special issues of importance to high technology companies (i.e. intellectual property, equity and profit sharing compensation, e-mail, privacy, jurisdictional issues arising from being located on the internet, and even bankruptcy.)



Business Organizations: with Tax Planning by Zolman Cavitch

Location: KF1355.B872

The sixteen volume looseleaf offers attorneys with a practical guide to help advise their clients with the day-to-day legal issues surrounding running a business. As its title suggests, there is an emphasis on corporate tax implications.

Blumberg on Corporate Groups by Phillip I. Blumberg et al.

Location: KF1465.B586

Business has gone global and corporations continue to evolve to meet the laws and circumstances of different States. The five volume treatise examines the legal relationships between a parent company and its subsidiaries under various legal scenarios.

Corporate Acquisitions & Mergers by Byron E. Fox & Eleanor M. Fox

Location: KF1355.B87 1963

The four volume looseleaf examines the legal issues surrounding acquisitions and mergers including: tax consequences, antitrust, acquisitions methods, securities laws, etc. Volume four includes sample forms.

LEXIS: 2NDARY; CAQM

Corporate Criminal Liability by Kathleen F. Brickey

Location: KF9236.5 B74 1992

White collar crime is the focus of this three volume treatise. It is updated via pocket part.

Cox & Hazen on Corporations: including unincorporated forms of doing business by James D. Cox & Thomas Lee Hazen

Location: KF1414.C69 2003

The three volume treatise closely analyzes the multifaceted aspects surrounding the law of corporations and the major areas of securities law impacting upon it. It builds upon and updates the seminal work entitled *Ballantine on Corporations*.

Fletcher Cyclopedia of the Law of Private Corporations by William Meade Fletcher

Location: KF1384.F55

The twenty plus volume treatise provides in-depth treatment of the law of corporation and is considered by many as the premiere treatise on the law of corporations. It is updated via pocket parts.

Westlaw: FLTR-CYC

Model Business Corporation Act Annotated

Location: KF1404.52 A652

Periodically updated, you will find a copy of the Model Business Corporation Act along with official comments and annotations.

White Collar Crime by Joel M. Androphy

Location: KF9350.A932

The four volume treatise is a very comprehensive source for issues relating to white collar crime.



V. STUDY AIDES

The Law of Corporations in a Nutshell by Robert W. Hamilton

Location: KF1414.3.H35 2000

A part of the Nutshell series, the small book offers a concise overview of the law of corporations.

Understanding Corporate Law by Arthur R. Pinto & Douglas M. Branson

Location: KF1414.P56 2004

A part of the Lexis series, the guide offers a basic understanding of the legal issues surrounding corporations.

Corporation Law by Franklin Gevurtz

Location: KF1413.G482 2000

Intended as a supplement to the corporations class for students, the hornbook provides clarification of the legal issues encompassing corporate law.

Corporations: Examples and Explanations by Alan R. Palmiter

Location: KF1418.S65 2006

This source acts as a study aide for students by offering examples to help solidify their understanding of United States corporate law.

VI. NATIONAL FORMS

Business, Loan, and Real Property Forms by Mark L Mullins

Location: KF1411.M85 1994

Divided into three volumes, volume one focuses on Business organizations. While volume one includes general business forms the strength of this form book lies in the forms focusing on business and loan transactions. It includes a 1997 supplement.

Corporation Forms by Marvin Hyman

Location: KF1411.H94

The two volume looseleaf set intends to guide users through the various forms needed during a corporations existence. A chapter is devoted to closely held corporations and S corporations.

Fletcher Corporation Forms Annotated

Location: KF1411.F55 1972

Considered the major source for corporation forms, the thirty volume set devoted to corporate forms contains sample forms for all stages facing a business. It is updated by pocket parts.

Westlaw: FLTR-FRM

Manual of Corporate Forms for Securities Practice by Arnold S. Jacobs

Location: KF1437 .J3

The multi-volume forms book caters to practitioners seeking corporate forms dedicated to securities issues. Of particular note, it also includes questionnaires fro officers and directors as well as checklists.



West's Legal Forms

Location: KF1384.A65 W47

Brief analysis accompanies the forms which are also available online through Westlaw. The forty-six volumes caters to forms that have an inherently commercial nature. Corporate forms thus substantiate a number of volumes.

Westlaw: WEST-LF

VII. LOOSELEAF SERVICES

BNA's Corporate Practice Series

Location: KF1397.C655

Weekly updates on various aspects of corporate law written by experts in the field is presented in this series. The series also includes checklists and forms.

VIII. NATIONAL JOURNALS

Below is a sampling of some corporate law journals. To search for articles contained in the journals listed below as well as other journals which may have articles on your specific area, please use:

LegalTrac (LRI)

Index to Leal Periodicals (ILP)

Business Law Today

Location: KF872 .B87

Business Lawyer

Location: K2.U84

Corporate Counsel's Quarterly

Location: K3 .O724

FDCC Quarterly

Location: K6.E317

Fordham Journal of Corporate & Financial Law

Location: K6.O7144

Journal of Corporation Law

Location: K10.O859

Prevention of Corporate Liability

Location: KF9236.5.A15 P73



IX. INTERNET RESOURCES

Delaware Division of Corporation

<http://www.state.de.us/corp/>

Corporate forms and Delaware corporate laws may be located on this site along with information on how to incorporate a business in Delaware.

EDGAR

<http://www.sec.gov/edgar/searchedgar/webusers.htm>

You will find forms filed with the Securities and Exchange Commission (SEC) by publicly traded companies.

Findlaw's Business Resources & Forms

<http://www.findlaw.com/11stategov/indexcorp.html>

Listing of states with links to their respective government's website offering official business and corporate forms.

Michigan Corporation Division

http://www.michigan.gov/cis/0,1607,7-154-10557_12901---,00.html

Michigan specific forms and information may be found at this site.

Tech Deals

<http://techdeals.startup.findlaw.com/>

Actual agreements completed by companies in various industries are available to view at this site.

