LAWS0102: Corporate Finance:

View Online

[1]

P. Davies, Introduction to company law, 2nd ed., vol. Clarendon law series. Oxford: Oxford University Press, 2010. Available: https://doi.org/10.1093/oso/9780198854913.001.0001

[2]

R. Kraakman et al., The Anatomy of Corporate Law. Oxford University Press, 2017. doi: 10.1093/acprof:oso/9780198739630.001.0001. Available: http://www.oxfordscholarship.com/view/10.1093/acprof:oso/9780198739630.001.0001/acprof-9780198739630

[3]

W. A. Klein, J. C. Coffee, and F. Partnoy, Business organization and finance: legal and economic principles, 11th ed., vol. Concepts and insights series. New York: Thomson Reuters/Foundation Press, 2010.

[4]

R. J. Shiller, Irrational exuberance, Revised and Expanded third edition. Princeton: Princeton University Press, 2015. Available: https://www.jstor.org/stable/j.ctt1287kz5

[5]

R. J. Shiller, Finance and the good society. Princeton, N.J.: Princeton University Press, 2012.

[6]

R. Kraakman et al., The Anatomy of Corporate Law. Oxford University Press, 2017. doi: 10.1093/acprof:oso/9780198739630.001.0001. Available: http://www.oxfordscholarship.com/view/10.1093/acprof:oso/9780198739630.001.0001/acprof-9780198739630

[7]

M. C. Jensen and W. H. Meckling, 'Theory of the firm: Managerial behavior, agency costs and ownership structure', Journal of Financial Economics, vol. 3, no. 4, pp. 305–360, 1976, doi: 10.1016/0304-405X(76)90026-X

[8]

R. A. Brealey, S. C. Myers, F. Allen, A. Edmans, and R. A. Brealey, Principles of corporate finance, Fourteenth edition. New York: McGraw-Hill Education, 2022. Available: https://app.kortext.com/borrow/1919799

[9]

W. A. Klein, J. C. Coffee, and F. Partnoy, Business organization and finance: legal and economic principles, 11th ed., vol. Concepts and insights series. New York: Thomson Reuters/Foundation Press, 2010.

[10]

R. A. Brealey, S. C. Myers, F. Allen, A. Edmans, and R. A. Brealey, Principles of corporate finance, Fourteenth edition. New York: McGraw-Hill Education, 2022. Available: https://app.kortext.com/borrow/1919799

[11]

'GLOBAL GT LP v. Golden Telecom, Inc., 993 A. 2d 497 - Del: Court of Chancery 2010 - Google Scholar'. Available: http://scholar.google.co.uk/scholar_case?case=613294104522121255&q=993+A.2d+497+&hl=en&as_sdt=2006

[12]

R. A. Brealey, S. C. Myers, F. Allen, A. Edmans, and R. A. Brealey, Principles of corporate finance, Fourteenth edition. New York: McGraw-Hill Education, 2022. Available: https://app.kortext.com/borrow/1919799

[13]

E. Ferran and L. C. Ho, Principles of Corporate Finance Law. Oxford University Press, 2014. doi: 10.1093/acprof:oso/9780199671342.001.0001. Available: http://www.oxfordscholarship.com/view/10.1093/acprof:oso/9780199671342.001.0001/acprof-9780199671342

[14]

W. A. Klein, J. C. Coffee, and F. Partnoy, Business organization and finance: legal and economic principles, 11th ed., vol. Concepts and insights series. New York: Thomson Reuters/Foundation Press, 2010.

[15]

E. Ferran and L. C. Ho, Principles of Corporate Finance Law. Oxford University Press, 2014. doi: 10.1093/acprof:oso/9780199671342.001.0001. Available: http://www.oxfordscholarship.com/view/10.1093/acprof:oso/9780199671342.001.0001/acprof-9780199671342

[16]

F. Modigliani and M. H. Miller, 'The Cost of Capital, Corporation Finance and the Theory of Investment', American Economic Review, vol. 48, no. 3, pp. 261–297, 1958, Available: https://search-ebscohost-com.libproxy.ucl.ac.uk/login.aspx?direct=true&AuthType=ip,shib&db=bsu&AN=4505917&site=ehost-live&scope=site&custid=s8454451

[17]

M. H. Miller, 'The Modigliani-Miller Propositions After Thirty Years', Journal of Economic Perspectives, vol. 2, no. 4, pp. 99–120, 1988, Available: https://search-ebscohost-com.libproxy.ucl.ac.uk/login.aspx?direct=true&AuthType=ip,shib&db=bsu&AN=4432707&site=ehost-live&scope=site&custid=s8454451

[18]

M. Harris and A. Raviv, ‘The Theory of Capital Structure’, The Journal of Finance, vol. 46, no. 1, pp. 297–355, 1991, doi: 10.1111/j.1540-6261.1991.tb03753.x

[19]

R. G. Rajan and L. Zingales, ‘What Do We Know about Capital Structure? Some Evidence from International Data’, The Journal of Finance, vol. 50, no. 5, pp. 1421–1460, 1995, doi: 10.1111/j.1540-6261.1995.tb05184.x

[20]

E. Ferran and L. C. Ho, Principles of Corporate Finance Law. Oxford University Press, 2014. doi: 10.1093/acprof:oso/9780199671342.001.0001. Available: http://www.oxfordscholarship.com/view/10.1093/acprof:oso/9780199671342.001.0001/acprof-9780199671342

[21]

R. A. Brealey, S. C. Myers, F. Allen, A. Edmans, and R. A. Brealey, Principles of corporate finance, Fourteenth edition. New York: McGraw-Hill Education, 2022. Available: https://app.kortext.com/borrow/1919799

[22]

P. Davies, ‘Directors’ Creditor-Regarding Duties in Respect of Trading Decisions Taken in the Vicinity of Insolvency’, European Business Organization Law Review (EBOR), vol. 7, no. 01, pp. 301–337, 2006, doi: 10.1017/S1566752906003016

[23]

H. G. Manne, ‘Our Two Corporation Systems: Law and Economics’, Virginia Law Review, vol. 53, no. 2, pp. 259–284, 1967, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/valr53&id=261

[24]

F. H. Easterbrook and D. R. Fischel, ‘Limited Liability and the Corporation’, University of

Chicago Law Review, vol. 52, no. 1, pp. 89–117, 1985, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/uclr52&id=103

[25]

F. H. Easterbrook and D. R. Fischel, The economic structure of corporate law. Cambridge, Mass: Harvard University Press, 1996.

[26]

J. Armour, 'Legal Capital: an Outdated Concept?', European Business Organization Law Review (EBOR), vol. 7, no. 01, 2006, doi: 10.1017/S156675290600005X

[27]

W.-G. Ringe, 'Corporate Mobility in the European Union – a Flash in the Pan? An empirical study on the success of lawmaking and regulatory competition', European Company and Financial Law Review, vol. 10, no. 2, 2013, doi: 10.1515/ecfr-2013-0230

[28]

A. Cahn and D. C. Donald, Comparative company law: text and cases on the laws governing corporations in Germany, the UK and the USA, Second edition. Cambridge: Cambridge University Press, 2018. Available: https://doi.org/10.1017/9781316888971

[29]

Armour, J., 'Share Capital and Creditor Protection: Efficient Rules for a Modern Company Law', Modern Law Review, vol. 63, no. 3, pp. 355–378, 2000, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/modlr63&id=369

[30]

Enriques, L.; Macey, J. R., 'Creditors Versus Capital Formation: The Case against the European Legal Capital Rules', Cornell Law Review, vol. 86, no. 6, pp. 1165–1204, 2001, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/clqv86&id=1173

[31]

P. O. Mülbert and M. Birke, ‘Legal Capital – Is There a Case against the European Legal Capital Rules?’, European Business Organization Law Review, vol. 3, no. 04, 2002, doi: 10.1017/S1566752900001129

[32]

Rickford (ed.), Jonathan, ‘Reforming Capital: Report of the Interdisciplinary Group on Capital Maintenance’, European Business Law Review, vol. 15, no. 4, pp. 919–1027, Available: http://www.kluwerlawonline.com/abstract.php?area=Journals&id=EULR2004043

[33]

J. Armour, ‘Who Should Make Corporate Law? EC Legislation versus Regulatory Competition’, Current Legal Problems, vol. 58, no. 1, pp. 369–413, 2005, doi: 10.1093/clp/58.1.369

[34]

Bebchuk, L., ‘Federalism and the Corporation: The Desirable Limits on State Competition in Corporate Law’, Harvard Law Review, vol. 105, no. 7, pp. 1435–1510, 1992, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/hlr105&id=1455

[35]

Bebchuk, L.; Cohen, A.; Ferrell, A., ‘Does the Evidence Favor State Competition in Corporate Law’, California Law Review, vol. 90, no. 6, pp. 1775–1822, 2002, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/calr90&id=1789

[36]

Cary, W. L., ‘Federalism and Corporate Law: Reflections upon Delaware’, Yale Law Journal, vol. 83, no. 4, pp. 663–705, 1974, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/ylr83&id=673

[37]

H. Eidenmüller, ‘Free Choice in International Company Insolvency Law in Europe’, European Business Organization Law Review (EBOR), vol. 6, no. 03, 2005, doi: 10.1017/S1566752905004234

[38]

Enriques, L.; Gelter, M., ‘How the Old World Encountered the New One: Regulatory Competition and Cooperation in European Corporate and Bankruptcy Law’, Tulane Law Review, vol. 81, no. 3, pp. 577–646, 2007, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/tulr81&id=595

[39]

L. Enriques and M. Gelter, ‘Regulatory Competition in European Company Law and Creditor Protection’, European Business Organization Law Review (EBOR), vol. 7, no. 01, 2006, doi: 10.1017/S1566752906004174

[40]

Gelter, M., ‘The Structure of Regulatory Competition in European Corporate Law’, Journal of Corporate Law Studies, no. 2, pp. 247–284, 2005, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/corplstd5&id=247

[41]

Gelter, M., ‘The Structure of Regulatory Competition in European Corporate Law’, Journal of Corporate Law Studies, no. 2, pp. 247–284, 2005, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/corplstd5&id=247

[42]

Kahan, M.; Kamar, E., ‘The Myth of State Competition in Corporate Law’, Stanford Law Review, vol. 55, no. 3, pp. 679–750, 2002, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/stflr55&id=693

[43]

Kirchner, C.; Painter, R. W.; Kaal, W. A., ‘Regulatory Competition in EU Corporate Law after Inspire Art: Unbundling Delaware’s Product for Europe’, European Company and Financial Law Review, vol. 2, no. 2, pp. 159–206, 2005, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/ecomflr2&id=160

[44]

S. Lombardo, ‘Regulatory Competition in Company Law in the European Union after Cartesio’, European Business Organization Law Review, vol. 10, no. 04, 2009, doi: 10.1017/S1566752909006272

[45]

Romano, R., ‘Law as a Product: Some Pieces of the Incorporation Puzzle’, Journal of Law, Economics & Organization, vol. 1, no. 2, pp. 225–284, 1985, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/jleo1&id=231

[46]

E. Ferran and L. C. Ho, Principles of Corporate Finance Law. Oxford University Press, 2014. doi: 10.1093/acprof:oso/9780199671342.001.0001. Available: http://www.oxfordscholarship.com/view/10.1093/acprof:oso/9780199671342.001.0001/acprof-9780199671342

[47]

David Kershaw, ‘Involuntary creditors and the case for accounting-based distribution regulation’, Journal of Business Law, no. 2, pp. 140–165, 2009, Available: https://signon.thomsonreuters.com/federation/UKF?entityID=https://shib-idp.ucl.ac.uk/shibboleth&returnto=https://uk.practicallaw.thomsonreuters.com/Document/IA9EEECA0EF5111DDAC89E019443F967C/View/FullText.html?skipAnonymous=true

[48]

E. Micheler, ‘Disguised Returns of Capital – an Arm’s Length Approach’, The Cambridge Law Journal, vol. 69, no. 01, 2010, doi: 10.1017/S000819731000022X

[49]

W. Schön, ‘Balance Sheet Tests or Solvency Tests – or Both?’, European Business Organization Law Review (EBOR), vol. 7, no. 01, 2006, doi: 10.1017/S1566752906001819

[50]

F. H. Easterbrook, ‘Two Agency-Cost Explanations of Dividends’, American Economic Review, vol. 74, no. 4, pp. 650–659, 1984, Available: https://search-ebscohost-com.libproxy.ucl.ac.uk/login.aspx?direct=true&AuthType=ip,shib&db=bsu&AN=4511216&site=ehost-live&scope=site&custid=s8454451

[51]

W. A. Klein, J. C. Coffee, and F. Partnoy, Business organization and finance: legal and economic principles, 11th edition. New York: Thomson Reuters/Foundation Press, 2010.

[52]

M. H. Miller and F. Modigliani, ‘Dividend Policy, Growth, and the Valuation of Shares’, The Journal of Business, vol. 34, no. 4, pp. 411–433, 1961, Available: http://www.jstor.org/stable/2351143

[53]

E. Ferran and L. C. Ho, Principles of Corporate Finance Law. Oxford University Press, 2014. doi: 10.1093/acprof:oso/9780199671342.001.0001. Available: http://www.oxfordscholarship.com/view/10.1093/acprof:oso/9780199671342.001.0001/acprof-9780199671342

[54]

D. Kershaw, ‘The decline of legal capital: an exploration of the consequences of board solvency-based capital reductions’, in Corporate finance law in the UK and EU, Oxford: Oxford University Press, 2011.

[55]

E. Ferran and L. C. Ho, Principles of Corporate Finance Law. Oxford University Press, 2014. doi: 10.1093/acprof:oso/9780199671342.001.0001. Available: http://www.oxfordscholarship.com/view/10.1093/acprof:oso/9780199671342.001.0001/acprof-9780199671342

[56]

Marks and Spencer PLC v BNP Paribas Securities Services Trust Company (Jersey) Ltd [2014] EWCA Civ 603.

[57]

E. Ferran and L. C. Ho, Principles of Corporate Finance Law. Oxford University Press, 2014. doi: 10.1093/acprof:oso/9780199671342.001.0001. Available: http://www.oxfordscholarship.com/view/10.1093/acprof:oso/9780199671342.001.0001/acprof-9780199671342

[58]

R. Hooley, 'Release provisions in intercreditor agreements', Journal of Business Law, no. 3, 2012, Available: https://signon.thomsonreuters.com/federation/UKF?entityID=https://shib-idp.ucl.ac.uk/shibboleth&returnto=https://uk.practicallaw.thomsonreuters.com/Document/I52BBAF82883D11E19A7CDE3458D78011/View/FullText.html?skipAnonymous=true

[59]

W. W. Bratton, 'Bond Covenants and Creditor Protection: Economics and Law, Theory and Practice, Substance and Process', European Business Organization Law Review (EBOR), vol. 7, no. 01, 2006, doi: 10.1017/S1566752906000395

[60]

A. H. Choi and G. G. Triantis, 'Market Conditions and Contract Design: Variations in Debt Contracting', New York University Law Review, vol. 88, 2013, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/nylr88&id=57

[61]

P. Mather, ‘The determinants of financial covenants in bank-loan contracts’, Journal of International Banking Law and Regulation, vol. 19, no. 2, 2004, Available: https://uk.practicallaw.thomsonreuters.com/Document/IC454CDC1E72111DA9D198AF4F85CA028/View/FullText.html?skipAnonymous=true

[62]

L. Moir and S. Sudarsanam, ‘Determinants of financial covenants and pricing of debt in private debt contracts: The UK evidence’, Accounting & Business Research, vol. 37, no. 2, pp. 151–166, 2007, Available: http://search.ebscohost.com/login.aspx?direct=true&AuthType=ip,shib&db=bsu&AN=25527451&site=ehost-live&scope=site

[63]

C. W. Smith and J. B. Warner, ‘On financial contracting: an analysis of bond covenants’, Journal of Financial Economics, vol. 7, no. 2, pp. 117–161, 1979, doi: 10.1016/0304-405X(79)90011-4

[64]

Triantis, G., ‘Exploring the Limits of Contract Design in Debt Financing’, University of Pennsylvania Law Review, vol. 61, 2013, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/pnlr161&id=2075

[65]

O. Hart, Firms, Contracts, and Financial Structure. Oxford University Press, 1995. doi: 10.1093/0198288816.001.0001. Available: http://www.oxfordscholarship.com/view/10.1093/0198288816.001.0001/acprof-9780198288817

[66]

K. M. Schmidt, ‘The Economics of Covenants as a Means of Efficient Creditor Protection’, European Business Organization Law Review (EBOR), vol. 7, no. 01, 2006, doi: 10.1017/S1566752906000899

[67]

G. G. Triantis and R. J. Daniels, 'The Role of Debt in Interactive Corporate Governance', California Law Review, vol. 83, 1995, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/calr83&id=1087

[68]

J. Armour, 'Should We Redistribute in Insolvency?', in Company charges: Spectrum and beyond, Oxford: Oxford University Press, 2006.

[69]

L. A. Bebchuk and J. M. Fried, 'The Uneasy Case for the Priority of Secured Claims in Bankruptcy', Yale Law Journal, vol. 105, 1996, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/ylr105&id=891

[70]

A. Schwartz, 'Security Interests and Bankruptcy Priorities: A Review of Current Theories', Journal of Legal Studies, vol. 10, 1981, Available: http://heinonline.org/HOL/Page?public=false&handle=hein.journals/legstud10&id=5

[71]

E. Ferran and L. C. Ho, Principles of Corporate Finance Law. Oxford University Press, 2014. doi: 10.1093/acprof:oso/9780199671342.001.0001. Available: http://www.oxfordscholarship.com/view/10.1093/acprof:oso/9780199671342.001.0001/acprof-9780199671342

[72]

A. Cahn and D. C. Donald, Comparative company law: text and cases on the laws governing corporations in Germany, the UK and the USA, Second edition. Cambridge: Cambridge University Press, 2018. Available: https://doi.org/10.1017/9781316888971

[73]

Siemens AG v Nold [1996] ECR I-6017. Available:

http://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:61995CJ0042&qid=1513960197594&from=EN

[74]

P. L. Davies, L. C. B. Gower, and S. Worthington, Gower's principles of modern company law, Tenth edition. London: Sweet & Maxwell, 2016.