

Contents

<i>Acknowledgments and Dedication</i>	<i>vii</i>
<i>Foreword by Charles Lemert</i>	<i>ix</i>
<i>Preface: What about Happiness?</i>	<i>ix</i>
Introduction: Corporation Law as Theater	1
PART I: Background	
1 Stock Characters and Ordinary Scripts	17
2 Why Corporation Law Matters	29
3 Capital Structure, Dramatic Structure	41
4 Understanding the Moral (Learning from Cases)	55
PART II: Internal Struggles	
5 Directors' Fiduciary Duties: Loyalty	61
6 Directors' Fiduciary Duties: Due Care	73
7 Managers as Heroes	85
8 Shareholders as Strategic Actors	93
9 Struggles for Control of the Corporation	101
PART III: External Relations	
10 Agency, Responsibility, and Limited Liability	117
11 Views of the Institution	131
12 Corporations and the State	139

v

vi ▼ *Contents*

13	The Mirror of Securities Law	149
14	Conclusion: Charting the Corporation's Place in Civil Society	157
	<i>Notes</i>	165
	<i>Glossary</i>	185
	<i>Bibliography</i>	199
	<i>Index</i>	219
	<i>About the Author</i>	000