

Michigan Business & Entrepreneurial Law Review

Volume 7 | Issue 1

2017

Front Matter

Michigan Business & Entrepreneurial Law Review

Follow this and additional works at: <https://repository.law.umich.edu/mbelr>

Recommended Citation

Michigan Business & Entrepreneurial Law Review, *Front Matter*, 7 MICH. BUS. & ENTREPRENEURIAL L. REV. i (2017).

Available at: <https://repository.law.umich.edu/mbelr/vol7/iss1/1>

This Front Matter is brought to you for free and open access by the Journals at University of Michigan Law School Scholarship Repository. It has been accepted for inclusion in Michigan Business & Entrepreneurial Law Review by an authorized editor of University of Michigan Law School Scholarship Repository. For more information, please contact mLaw.repository@umich.edu.

MICHIGAN BUSINESS & ENTREPRENEURIAL LAW REVIEW

Table of Contents

Fall 2017

ARTICLES

- TRUMP'S "BIG-LEAGUE" TAX REFORM: ASSESSING THE IMPACT OF CORPORATE TAX
CHANGES *Ryan J. Clements* 1
- VOLKSWAGEN'S BAD DECISIONS & HARMFUL EMISSIONS: HOW POOR PROCESS
CORRUPTED CODETERMINATION IN GERMANY'S DUAL BOARD STRUCTURE
..... *Nicola Faith Sharpe* 49

COMMENTS

- BREAK FROM TRADITION: QUESTIONING THE PRIMACY OF SELF-REGULATION IN
AMERICAN SECURITIES LAW *John I. Sanders* 93

NOTES

- EVALUATING FINANCIAL INTEGRATION AND COOPERATION IN THE ASEAN
..... *Brendan Harvey* 119
- DEFECTIVE CONSTRUCTION CGL COVERAGE: THE SUBCONTRACTOR EXCEPTION
..... *Christian H. Robertson II* 159

Cite as: 7 MICH. BUS. & ENTREPRENEURIAL L. REV.__(2017)

Except where otherwise expressly provided, the author of each piece of scholarship in the issue has granted permission for copies of that scholarship to be made in whole or in part by nonprofit institutions for educational use, including distribution to students, provided that (i) copies are distributed at or below cost; (ii) copies identify the author, the Journal, the volume, the number of the first page and the year of publication; (iii) proper notice of copyright is affixed to each copy, attributing copyright to the author.

The Michigan Business & Entrepreneurial Law Review is published biannually by students at the University of Michigan Law School. Fourth-class postage paid at Ann Arbor, Michigan 48109. Printed by Joe Christensen, Inc., Lincoln, Nebraska 68521.

Michigan Business & Entrepreneurial Law Review
The University of Michigan Law Library
801 Monroe Street
Ann Arbor, MI 48109-1210
<http://mbelr.org>

PUBLICATION POLICY

We strongly encourage the submission of unsolicited manuscripts for publication. Submissions should be sent to mbelrsubmissions@umich.edu. Articles should generally conform to *The Bluebook: A Uniform System of Citation* (20th ed. 2015) and *The Chicago Manual of Style* (16th ed. 2010).

SUBSCRIPTIONS

The Journal would like to thank all Volume 07 subscribers for showing us your enthusiasm and generosity throughout this past year.

Current subscription rates can be found at <http://mbelr.org>. Subscribers should report the non-receipt of copies within six months of the mailing date.

INDIVIDUAL AND BACK ISSUES

Copies of individual issues from the current volume can be obtained directly from MBELR.business@umich.edu for \$20.00 each.

Back issues in complete sets, volumes, or single issues can be obtained from William S. Hein & Co., Inc., 2350 North Forest Rd., Getzville, NY, 14068-Telephone (800) 838-7571. Back issues are also available in PDF format through HeinOnline at <http://heionline.org>.

WEBSITE

This Journal's website also provides a source of legal information and knowledge about current topics related to business and entrepreneurial law through short scholarly pieces posted under "Online Edition." We strongly encourage you to consider submitting a short piece for publication. Please visit the website for more information.

ISSN 2375-7523

UNIVERSITY OF MICHIGAN LAW SCHOOL

Administrative Officers

Mark Schlissel, B.A., M.D., Ph.D., *President of the University*
Paul E. Courant, B.A., M.A., Ph.D., *Interim Provost and Executive Vice President for Academic Affairs*
Mark D. West, B.A., J.D., *Nippon Life Professor of Law, Dean*
Alicia Davis, B.S., M.B.A., J.D., *Professor of Law, Associate Dean for Strategic Initiatives*
Daniel Halberstam, B.A., J.D., *Eric Stein Collegiate Professor of Law, Associate Dean for Faculty and Research, Director of European Legal Studies Program*
David Santacroce, B.A., J.D., LL.M., *Clinical Professor of Law, Associate Dean for Experiential Education*
Gil Seinfeld, A.B., J.D., *Professor of Law, Associate Dean for Academic Programming*
Michael Dubin, B.S., M.A., *Assistant Dean for Development and Alumni Relations*
Theresa Kaiser-Jarvis, B.A., B.S.J., Ed.M, J.D., *Assistant Dean for International Affairs*
Ramji Kaul, B.A., J.D., *Assistant Dean for Career Planning*
Lindsey Stetson, B.A., J.D., *Assistant Dean for Financial Aid*
Sarah C. Zearfoss, A.B., J.D., *Senior Assistant Dean for Admissions, Financial Aid, and Career Planning*

Professors Emeriti of Law

Layman E. Allen, A.B., M.P.A., LL.B.
David L. Chambers, A.B., LL.B.,
Wade H. McCree, Jr. Collegiate Professor of Law
Edward H. Cooper, A.B., LL.B.,
Thomas M. Cooley Professor of Law
Donald N. Duquette, B.A., J.D.
Clinical Professor of Law
Philip M. Frost, B.A., J.D.
Clinical Professor of Law
Whitmore Gray, A.B., J.D., LL.D.
Thomas A. Green, B.A., Ph.D., J.D.,
John Philip Dawson Collegiate Professor of Law
Jerold H. Israel, B.B.A., LL.B.,
Alene and Allan F. Smith Professor of Law
Charles W. Joiner, A.B., J.D.
Douglas A. Kahn, B.A., J.D.,
Paul G. Kauper Professor of Law
Yale Kamisar, A.B., LL.B., LL.D.,
Clarence Darrow Distinguished University Professor of Law
Thomas E. Kauper, A.B., J.D.,
Henry M. Butzel Professor of Law
Richard O. Lempert, A.B., J.D., Ph.D.,
Eric Stein Distinguished University Professor of Law and Sociology
Sallyanne Payton, B.A., LL.B.,
William W. Cook Professor of Law
Margaret Jane Radin, A.B., M.F.A., J.D., LL.D.,
Henry King Ransom Professor of Law
John W. Reed, A.B., LL.B., LL.M., Jur.Sc.D., LL.D.,
Thomas M. Cooley Professor of Law
Terrance Sandalow, A.B., J.D.,
Edson R. Sunderland Professor of Law
E. Philip Soper, B.A., M.A., J.D., Ph.D.,
James V. Campbell Professor of Law
Theodore J. St. Antoine, A.B., J.D.,
James E. and Sarah A. Degan Professor of Law
Joseph Vining, B.A., M.A., J.D.,
Harry Burns Hutchins Collegiate Professor of Law
Lawrence W. Waggoner, B.B.A., J.D., D.Phil.,
Lewis M. Simes Professor of Law
Peter K. Westen, B.A., J.D.,
Frank G. Millard Professor of Law
James Boyd White, A.B., A.M., LL.B.,
L. Hart Wright Collegiate Professor of Law
James J. White, B.A., J.D.,
Robert A. Sullivan Professor of Law

Professors of Law

Reuven S. Avi-Yonah, B.A., A.M., Ph.D., J.D.,
Irwin I. Cohn Professor of Law
Samuel Bagenstos, B.A., J.D.
Frank G. Millard Professor of Law
Nicholas Bagley, B.A., J.D.
Michael S. Barr, B.A., M.Phil., J.D.
Roy F. and Jean Humphrey Proffitt Professor of Law
Laura N. Beny, B.A., M.A., J.D., Ph.D.
Evan H. Caminker, B.A., J.D.
Branch Rickey Collegiate Professor of Law
Sherman J. Clark, B.S., J.D.
Kirkland and Ellis Professor of Law
Daniel Crane, B.A., J.D.
Frederick Paul Furth, Sr. Professor of Law
Steven P. Croley, A.B., J.D., M.A., Ph.D.
Harry Burns Hutchins Collegiate Professor of Law
Kristina Daugirdas, A.B., J.D.
Rebecca S. Eisenberg, B.A., J.D.,
Robert and Barbara Luciano Professor of Law
Phoebe C. Ellsworth, A.B., Ph.D.,
Frank Murphy Distinguished Professor of Law and Psychology
Richard D. Friedman, B.A., J.D., D.Phil.,
Alene and Allan F. Smith Professor of Law
Bruce W. Frier, B.A., Ph.D.,
John and Teresa D'Arms Distinguished University Professor of Classics and Roman Law
Samuel R. Gross, A.B., J.D.,
Thomas G. and Mabel Long Professor of Law
Monica R. Hakimi, B.A., J.D.
Daniel Halberstam, B.A., J.D.
Eric Stein Collegiate Professor of Law
James C. Hathaway, LL.B., LL.M., J.S.D.,
James E. and Sarah A. Degan Professor of Law
Scott Hershovitz, A.B., M.A., D.Phil., J.D.
Donald J. Herzog, A.B., A.M., Ph.D.,
Edson R. Sunderland Professor of Law
James Hines Jr., B.A., M.A., Ph.D.,
L. Hart Wright Collegiate Professor of Law
Nicholas C. Howson, B.A., J.D.
Ellen D. Katz, B.A., J.D.
Ralph W. Aigler Professor of Law
Vikramaditya S. Khanna, B.C.A., LL.B., S.J.D.
William W. Cook Professor of Law
James E. Krier, B.S., J.D.,
Earl Warren DeLano Professor of Law

Jessica D. Litman, B.A., M.F.A., J.D.,
John F. Nickoll Professor of Law
Kyle D. Logue, B.A., J.D.,
*Wade H. and Dores M. McCree Collegiate
Professor of Law*
Catharine A. MacKinnon, B.A., J.D., Ph.D.,
Elizabeth A. Long Professor of Law
Nina A. Mendelson, A.B., J.D.,
Joseph L. Sax Collegiate Professor of Law
William I. Miller, B.A., Ph.D., J.D.,
Thomas G. Long Professor of Law
Julian Davis Mortenson, A.B., J.D.
William Novak, B.A., M.A., Ph.D.
Charles F. and Edith J. Clyne Professor of Law
John A.E. Pottow, A.B., J.D.,
John Philip Dawson Collegiate Professor of Law
James J. Prescott, B.A., J.D., Ph.D.
Eve Brensike Primus, B.A., J.D.
Richard A. Primus, A.B., D.Phil., J.D.,
*Theodore J. St. Antoine Collegiate Professor of
Law*

Adam C. Pritchard, B.A., M.P.P., J.D.,
Frances and George Skestos Professor of Law
Steven R. Ratner, A.B., M.A., J.D.,
Bruno Simma Collegiate Professor of Law
Donald H. Regan, A.B., LL.B., B.Phil., Ph.D.,
William W. Bishop, Jr. Collegiate Professor of Law
Mathias W. Reimann, Dr.Iur., LL.M.,
Hessel E. Yntema Professor of Law
Veronica Santarosa, LL.B., B.A., M.A., LL.M., Ph.D.
Margo Schlanger, B.A., J.D.,
Henry M. Butzel Professor of Law
Carl E. Schneider, A.B., J.D.,
*Chauncey Stillman Professorship for Ethics, Morality,
and the Practice of Law*
Rebecca J. Scott, A.B., M.Phil., Ph.D.,
*Charles Gibson Distinguished University Professor of
History*
Bruno Simma, Doctorate of Law
Sonja B. Starr, A.B., J.D.
Christina B. Whitman, A.B., M.A., J.D.,
Francis A. Allen Collegiate Professor of Law

Assistant Professors of Law

Kate Andrias, B.A., J.D.
Maureen Carroll, B.S., J.D.
Nicolas Cornell, A.B, Ph.D., J.D.

Gabriel Mendlow, A.B., Ph.D., J.D.
W. Nicholson Price, II, A.B., J.D., Ph.D.
Gabriel Rauterberg, B.S., J.D.

Clinical Professors of Law

Alicia Alvarez, B.A., J.D.
Nicole Appleberry, A.B., J.D., LL.M.
Edward R. Becker, B.A., J.D.
Howard Bromberg, B.A., J.D., J.S.M.
Bridgette Carr, B.A., J.D.
Debra Chopp, B.A., J.D.
David A. Moran, B.S., B.A., M.A., M.S., J.D.
Mark K. Osbeck, A.B., M.A., J.D.

Paul D. Reingold, B.A., J.D.
Nicholas J. Rine, B.A., J.D.
Vivek Sankaran, B.A., J.D.
Suellyn Scarnecchia, B.A., J.D.
Kimberly A. Thomas, B.S., J.D.
Dana Thompson, B.S., J.D.
Frank E. Vandervort, B.A., J.D.

Clinical Assistant Professors of Law

Matthew Andres, B.A., J.D.
Patrick Barry, B.A., J.D., Ph.D.
Michael Bloom, B.A., J.D.
Elizabeth Campbell, B.A., J.D.
Paul H. Falon, B.A., M.A., J.D.
Steve Gray, B.A., J.D.
David Guenther, B.A., M.A., J.D.
Margaret Hannon, B.A., J.D.

Joshua Kay, B.A., M.A., Ph.D., J.D.
Sammy Mansour, B.A., J.D.
Timothy Pinto, B.A., J.D.
Amy Sankaran, B.A., J.D.
Imran Syed, A.B., J.D.
Nancy Vettorello, B.A., M.U.P., J.D.
Nancy Wang, B.S.E., J.D.
Beth H. Wilensky, B.A., J.D.

Professors from Practice

J. Phillip Adams, B.A., J.D., LL.M.
Timothy L. Dickinson, B.A., J.D., LL.M.
Robert Hirshon, B.A., J.D.
*Frank G. Millard Professor from
Practice*
Barbara McQuade, B.A., J.D.

Leonard Niehoff, A.B., J.D.
David Uhlmann, B.A., J.D.,
*Jeffrey F. Liss Faculty Development Professor
from Practice, Director of Environmental Law and
Policy Program*

William W. Cook Global Law Professors

Susanne Baer, LL.M.
Paul Brand, B.A., M.A., D.Phil
Christine Chinkin, LL.B., LL.M., Ph.D.
John G. H. Hudson, M.A., D.Phil

Haw-Jin Kim, B.S., Dr. Jur., LL.M.
J. Christopher McCrudden, LL.B., LL.M., D.Phil
Anne Peters, LL.M.

MICHIGAN BUSINESS & ENTREPRENEURIAL LAW REVIEW

Editorial Board**Volume 7 • 2017-2018**

Editor-in-Chief
Bradley Puffenbarger

Managing Editor
Arielle Mack

Executive Production Editor
Victoria Horne

Executive Articles Editor
Brian T. Koziara

Executive Notes Editor
Thomas Canny

Executive Comments Editor
Matthew Finan

Articles Editors
Brian Dale Arnfelt
Kimberly Bozzo
Paul Kako
Andrew Norwich
Benjamin Perry

Notes Editors
Thomas Chmielnik
Cody Conwell
Christian Jorgensen
Pablo Ramirez de Estenoz

Comments Editors
Harris Ahmad
Matthew Dolloff
Kimberly Goldman
Zahrah Fadel

Blog Editors

Ching Yin Chen Lucy Liu
Spencer Layson

Associate Editors

Alex Belica	Weiya Mu
Anthony Bennett	Ethan Munsill
Michael Block	Jae Myoung Sohn
Hunter G. Chamberlain	Coral D. O'Connor
Jackson Colton	Samuel Parks
Garrett T. Fox	Jose A. Peralta
Victor Ghazal	Jake Plotnik
David Howe	Blake Purdy
Kenneth Johnson	Derek Reusche
Jonathan Kama	Sari Rosenfeld
Kevin Kenney	Jonathan Slack
Alexander Kraik	Charles Sorge
Manas Kumar	Marques Winick
Justin Lauria-Banta	Brent Winslow
Brett Leininger	Jeremy Wolf
Ilya Mamin	Dustin Womack
Matthew McCarthy	

Manager
Jessica L. Hanes

Editorial Assistants
Connie Swindle
Jessica Keeler