

Index

ABANDONMENT

Generally, **11:30**

ACCOUNTS/ACCOUNTING

See also Banking/Banks

Banks/banking

records, **5:24**

support products, **5:26**

transfer, **5:22**

verification, **5:23**

Partners, among, **10:41**

Securitizations and, **8:6**

Support, **5:26**

Transfer, **5:22**

ADMINISTRATION OF BANKRUPTCY

Foreign, **3:30**

Government, by, **3:7**

United States, **3:3 et seq.**

ADR ACT (U.S.)

Generally, **2:5**

ADR INSTITUTE OF CANADA

Generally, **2:4**

ALTERNATE DISPUTE RESOLUTION (ADR)

See also Arbitration

arbitration, **2:3**

Generally, **2:2 et seq.**

ADR Institute of Canada, **2:4**

Contractual requirements, **2:14 et seq.**

Mediation, **2:2, 2:4 et seq.**

Canada, **2:4**

United States, **2:5**

Precedents, **2:16**

AMERICAN ARBITRATION ASSOCIATION

Generally, **2:5**

ANTI-DEFERRAL REGIMES (U.S.)

Generally, **4:37 et seq.**

Controlled foreign corporations
(CFCs), **4:38**

Passive foreign investment
company, **4:39**

ANTITRUST MEASURES

Generally, **1:26**

APPEALS

U.S. District Court, from, **1:17**

U.S. jury trials, **1:32**

ARBITRATION

See also Mediation

Generally, **2:1, 2:3, 2:6 et seq.**

Agreements, **2:8, 2:11**

American Arbitration Association,
2:5

Awards, **2:11**

foreign, **2:12**

Binding, **2:3**

Canada, **2:6 et seq.**

process, **2:11**

provincial statutes, **2:8**

services, **2:10**

Civil case management, **2:7**

Clauses, **2:8, 2:11, 2:14 et seq.**

Commercial Arbitration Act, **2:8**

Commercial finance transactions,
2:17

Commercial leasing and, **16:17**

Confidentiality provisions, **2:8**

Contracting out, **2:8**

ARBITRATION—Cont'd

- Conventions, **2:8**
- Court annexed, **2:12**
- Domestic, **2:8**
- Enforcement, **2:11**
- International, **2:6 et seq.**
- Mini-trials, **2:12**
- Non-binding, **2:3**
 - Canada, **2:7**
 - court annexed, **2:12**
 - services, **2:7**
- Pre-trial hearings, **2:12**
- Process
 - Canada, **2:11**
 - United States, **2:11**
- Services
 - Canada, **2:10**
 - United States, **2:10**
- Statutes, **2:8**
- UNCITRAL Model Law, **2:8**
- United States, **2:10 et seq.**
 - agreement, **2:11**
 - court annexed arbitration, **2:12**
 - process, **2:11**
 - services, **2:10**

ASSETS

- Basis of secured lending, as, **6:6**
- Secured lending
 - basis of lending, **6:2, 6:6**
 - fixed, **6:2**
 - movables, **6:10, 6:11**
 - multi-jurisdictional, **6:10**
 - sale of, **6:19**
 - tangible, **6:10, 6:13**
 - unusual, **6:18**
- Unusual, **6:18**

ASSIGNMENT

- Commercial leasing and, **16:14**
- Copyright, **11:6**
- Patents, **11:42**
- Trademark, **11:23**

AUDITS/AUDITORS

- Generally, **5:16 et seq.**

AUDITS/AUDITORS—Cont'd

- Canada, **5:17**
- International requirements, **5:18**
- United States, **5:16**

BALANCE SHEET TEST

- Generally, **7:8**

BANK ACT

- Generally, **5:1**
- Cross-border regulation, **5:12**
- Schedule I, **5:1**
- Secured lending and, **6:1**

BANKING/BANKS

- See also Audits/Auditors
 - audits, **5:16 et seq.**
- See also Clearing
 - clearing, **5:19 et seq.**
- See also Licenses
 - incorporation
 - banking licenses and, **5:14 et seq.**
- Generally, **5**
- Account
 - see Accounts/Accounting
- Articles, **5:15**
- Associations
 - national, **5:2**
 - savings, **5:8**
- Authorized powers, **5:5 et seq.**
- Automatic teller machines, **5:24**
- Bank of Canada, **5:19 et seq.**
- Bankruptcy protection, exclusion
 - from, **3:14**
- Basle Committee, **5:18**
- Bill of exchange, **5:20**
- Bills of Exchange Act, **5:10**
- Bingham Reports, **5:16**
- Branch operation, **5:4, 5:5, 5:16**
- Business names and, **5:24**
- Business of, **5:5 et seq.**
 - activities, **5:7**
 - Canada, **5:5**
 - insurance, **5:7**
 - leasing, **5:7**

BANKING/BANKS—Cont'd

- Business of, **5:5 et seq.**—Cont'd
 - powers, **5:8, 5:11**
 - United States, **5:6**
- Canada Business Corporations Act (CBCA), **5:7**
- Canada Deposit Insurance Corporation, **5:14**
- Canadian Bankers' Association
 - Model Provisions, **20**
- Canadian Payments Association, **5:10, 5:20**
- Capital
 - see Capital/Capitalization
- Central, **5:2**
- Certificate of authority, **5:15**
- Charges, **5:26**
- Cheques, **5:19 et seq. to 5:23**
 - truncation, **5:26**
- Chequing accounts, **5:8**
- Commercial (U.S.), **5:2, 5:15**
- Common law, **5:6, 5:24**
- Competition law, **5:20, 19**
- Compliance reports, **5:15**
- Conduct review committee, **5:7**
- Confidentiality, **5:24**
- Confirmations, **5:20**
- Consumer protection, **5:4, 5:6, 5:23, 5:27**
- Contract, **5:24**
 - cardholder, **5:27**
- Countermand, **5:22**
- Credit
 - see Credit
- Cross-border comparison, **5:12**
- Cross-border regulation, **5:12**
- Currency, **5:26**
- Current account documentation, **5:23**
- Customer
 - information, **5:24**
 - relations, **5:5, 5:23, 5:24**
- Debit cards, **5:27**
- Depository Trust Company (DTC), **5:21**

BANKING/BANKS—Cont'd

- Deposits, **5:5, 5:8, 5:10**
 - cross-border regulation, **5:12**
 - duties re, **5:23**
- Derivative products, **5:26**
- Directors, **5:5, 5:7, 5:21**
- Disclosure, consumer, **5:5**
- Documents, **5:9, 5:24**
- Domestic, **5:1**
- Duties of, **5:23**
- Electronic
 - clearing, **5:21**
 - funds transfer, **5:20**
 - payment transfers, **5:19 et seq.**
 - signatures, **5:26**
- Endorsement procedures, **5:20**
- Equity ownership, **5:5, 5:7**
- Errors, **5:23**
- Execution, **5:24**
- Facsimile signature, **5:24**
- Federal Deposit Insurance Corporation, **5:2**
- Federal Reserve, U.S., **5:2, 5:19 et seq.**
 - membership, **5:21**
- Federal Reserve Board, **5:21**
- Financial institutions, **5:7, 5:11**
- Foreign, **5:1 et seq., 5:11, 5:16, 5:19 et seq.**
- Fraud, **5:24, 5:27**
- Free Trade Agreement (FTA), **5:13**
- Funds transfer, **5:10, 5:19 et seq.**
- Governance, **5:3, 5:7 et seq., 5:12, 5:19 et seq.**
- Guarantees, **5:28**
- Hedging, **5:26**
- Holder in due course, **5:20**
- Holding corporation, bank, **5:18**
- Identification, official, **5:24**
- IIC Uniform Customs, **5:28**
- Incorporation, **5:5 et seq.**
 - Canada, **5:5**
 - United States, **5:6**

BANKING/BANKS—Cont'd

Insurance
 business of, **5:7, 5:11**
 deposit, **5:14, 5:19 et seq.**
 Interbank settlement, **5:19 et seq.**
 Interest, **5:26**
 International Banking Groups, **5:18**
 International credits, **5:21**
 International regulation, **5:18**
 International Settlements, Bank of,
 5:11, 5:12, 5:18
 International Swaps and Derivatives
 Associations, **5:26**
 Internet, **5:2, 5:24**
 Interstate, **5:2**
 restrictions, **5:12**
 Investment
 cross-border restrictions, **5:12**
 powers, **5:5 et seq.**
 ISP98, **5:28**
 Joint venture and, **5:24**
 Jurisdiction, **5:17**
 Large value clearing, **5:20**
 Large value transfer system, **5:20**
 Leasing, **5:7, 5:11**
 Legal developments, **5:11**
 Legislation, **5:3, 5:6**
 Lending, cross-border, **5:12**
 Letters of credit, **5:28**
 Licenses
 see Licenses
 Limited liability partnerships and,
 5:24
 Money laundering, **5:12, 5:16-5:17,**
 5:24
 Most-favoured-nation, **5:13**
 Mutual assistance, **5:18**
 National, **5:2, 5:8**
 Negligence, **5:22**
 Negotiability, **5:20**
 Negotiable instruments, **5:10, 5:21**
 Netting services, **5:26**
 Networking arrangements, **5:5**
 North American Free Trade Agree-
 ment (NAFTA), **5:13**

BANKING/BANKS—Cont'd

Notice of dishonour, **5:24**
 Operation of account agreement,
 5:24, 5:25
 OSFI, **5:3, 5:7 et seq.**
 Oversight, **5:16 et seq.**
 Canada, **5:17**
 international requirements, **5:18**
 United States, **5:16**
 Partnerships and, **5:24**
 Payment clearing
 see Clearing
 Payment instructions, **5:24**
 Payment order, **5:21**
 Payment settlement, **5:19 et seq.**
 Payment system, **5:6, 5:19 et seq.,**
 5:26
 Payment transfer, **5:19 et seq., 5:22**
 finality of, **5:21**
 Practice, **5:9 et seq., 5:23**
 Canada, **5:9**
 United States, **5:10**
 Pre-authorized payments, **5:20**
 Presentment, **5:20, 5:24**
 Primary banking relationship, **5:22**
 Privacy, **5:26**
 Private clearing houses, **5:19 et seq.**
 Products
 see Bank Products
 Protest of bills of exchange, **5:24**
 Prudential oversight, **5:16 et seq.**
 Canada, **5:17**
 international requirements, **5:18**
 United States, **5:16**
 Prudent principles and standards,
 5:5, 5:7
 Regulation, **5:3 et seq.**
 Canada, **5:3**
 United States, **5:4**
 Related party transactions, **5:7**
 Reporting requirements, **5:12, 5:16**
 Sarbane-Oxley, **5:16**
 Securities, **5:12**
 Security, taking, **5:12**

BANKING/BANKS—Cont'd

Self-dealing, **5:7**
 Services, financial, **5:7, 5:11, 5:26**
 Set-off, **5:25**
 Settling payments, **5:26**
 Shareholders' rights, **5:7**
 Signing authority, **5:24**
 Society for Worldwide Interbank
 Financial Telecommunications
 (SWIFT), **5:19 et seq., 5:26**
 Sole proprietorship and, **5:24**
 Standby letters of credit, **5:28**
 Statutory concepts, **5:7 et seq.**
 Canada, **5:7**
 United States, **5:8**
 Stop payment, **5:20, 5:22, 5:24**
 Subsidiaries, **5:1, 5:7**
 Superintendent of Financial Institu-
 tions (OSFI), Office of the,
 5:3, 5:7
 Swap products, **5:26**
 SWIFT, **5:19 et seq., 5:26**
 Thrift institutions, **5:2**
 Thrift Supervision, Office of, **5:2**
 Timing, **5:20**
 Trading, cross-border, **5:13**
 Treasury, Department of, **5:2**
 Comptroller of the Currency, **5:2**
 Treaties, **5:18**
 Types, **5:1 et seq.**
 Canada, **5:1**
 United States, **5:2**
 UCP500, **5:28**
 Uniform Customs and Practice for
 Documentary Credits, **5:28**
 United States Code, **5:2, 5:15**
 Universal Commercial Code, **5:10**
 Wire confirmation, **5:20**
 Wire transfers, **5:20**

BANK PRODUCTS

Generally, **5:1 et seq.**
 Account support, **5:26**
 Credit cards, **5:27**
 Debit cards, **5:27**

BANK PRODUCTS—Cont'd

Letters of credit, **5:28**

BANKRUPTCY

See Insolvency; Bankruptcy and
 Insolvency Act (BIA)

**BANKRUPTCY AND
 INSOLVENCY ACT (BIA)**

See also Insolvency
 Debtors' requirements to com-
 mence, **3:12**
 Foreign proceedings, **3:30**
 Government administration, **3:7**
 Initial application in proposal, **3:19**
 Plan of reorganization, approval of,
 3:23
 Professionals as participants, **3:8**
 Stay of proceedings, **3:21**
 Voidable transactions, **3:27**

BENEFICIARY LIABILITY

Generally, **8:16**

BINDING ARBITRATION

Generally, **2:3**

BRANCH OPERATION

Generally, **4:2**

BRIBERY

Anti-bribery regulation, **9:19 et seq.**
 Anti-corruption program, **9:19 et
 seq.**
 At-risk services and industries, **9:19
 et seq.**
 Corruption of Foreign Public
 Officials Act, **9:19 et seq.**
 Foreign Corrupt Practices Act, **9:19
 et seq.**
 OECD Convention, **9:19 et seq.**
 Payment systems, **9:19 et seq.**
 Successor Liability, **9:19 et seq.**

**BUSINESS ENTITIES, CHOICE
 OF**

See also Capital/Capitalization
 Canadian companies carrying on
 business in the U.S., **4:3 et
 seq.**
 capitalization, **4:25**

**BUSINESS ENTITIES, CHOICE
OF—Cont'd**

See also Capital/Capitalization
—Cont'd

U.S. entities of Canadian
companies
capitalization, **4:25**

See also Corporations

Canadian companies carrying on
business in the U.S., 4:3 et
seq.

Canadian corporations, **4:10**

U.S. corporations, **4:4**

U.S. entities of Canadian
companies

Canadian corporations, **4:10**

U.S. corporations, **4:4**

See also Partnerships

Canadian companies carrying on
business in the U.S., 4:3 et
seq.

partnerships, **4:16**

U.S. entities of Canadian
companies

partnerships, **4:16**

Generally, **4:2 et seq.**

Canadian companies carrying on
business in the U.S., 4:3 et seq.

limited liability companies, **4:22**

offshore companies, **4:24**

Canadian entities of U.S.
companies, **4:2**

Table, **4:2**

U.S. companies carrying on busi-
ness in Canada, **4:2**

U.S. entities of Canadian
companies, **4:3 et seq.**

limited liability companies, **4:22**

offshore companies, **4:24**

BUSINESS TRUST

See also Corporations; Trusts

Generally, **13:33**

Formation, **13:33**

Legal entity, **13:33**

**CANADA BUSINESS
CORPORATIONS ACT**

Corporation incorporated under, **4:2**

**CANADA DEPOSIT INSURANCE
CORPORATION**

Generally, **5:14, 9:17 et seq.**

**CANADIAN BANKERS'
ASSOCIATION MODEL
PROVISIONS**

Generally, **20**

CAPITAL/CAPITALIZATION

Adequacy, **5:18**

Corporations

deficiencies in, **13:47 et seq.**

interest-stripping limitations,
4:26

requirements, **13:1 et seq.**

thin, **4:25**

U.S. companies, **4:4**

Dividends, **4:4**

Interest-stripping, **4:4**

limitations, **4:26**

rules, **4:26**

triggered by guarantee of debt,
4:26

Maintenance, **5:21**

Preferred stock redemptions, **4:4**

Requirements, **5:6, 5:8**

Tax re commercial leasing, **16:21**

Thin, **4:4, 4:25, 4:28**

U.S. companies, **4:4**

CASH FLOW

Generally, **8:3**

CBCA

See Canada Business Corporations
Act (CCAA)

CCAA

See Companies' Creditors Arrange-
ment Act

C CORPORATION (U.S.)

Generally, **4:3 et seq.**

CHIPS

See Clearing

CLASS PROCEEDINGS ACT

Generally, **1:40**

CLEARING

Generally, **5:19 et seq.**

Canada, **5:20**

Clearing House Interbank Payment
System (CHIPS), **5:21**

Cross-border regulation, **5:12**

Depository financial institutions,
5:19 et seq.

United States, **5:8, 5:21**

**COMMENCEMENT OF
INSOLVENCY CASE**

By creditor, **3:15 et seq.**

arrangement, plan of, **3:16**

debt, proof of, **3:18**

insolvency, proof of, **3:17**

By debtor, **3:10 et seq.**

assets, location of, **3:11**

corporate authority, **3:10**

excluded entities, **3:19**

proposals, **3:12**

reorganizations, **3:13**

**COMMERCIAL ARBITRATION
ACT**

Generally, **2:8**

COMMERCIAL LEASING

Business issues

arbitration, **16:17**

assignment, **16:14**

control, **16:10**

co-tenancy, **16:6**

default, **16:15**

environmental issues, **16:18**

generally, **16:5 et seq.**

insurance, **16:11**

involuntary termination, **16:9**

operating covenant, **16:7**

rent, **16:16**

self-help, **16:12**

COMMERCIAL LEASING

—Cont'd

Business issues—Cont'd

term, **16:8**

use, **16:13**

Documentation, **16:3**

Generally, **16:1, 16:24**

Legal structure re, **16:2**

Taxation

capital tax, **16:21**

generally, **16:19 et seq.**

goods and services tax, **16:20**

income tax, **16:23**

land transfer tax, **16:22**

property tax, **16:19**

Title issues, **16:4**

**COMPANIES' CREDITORS
ARRANGEMENT ACT
(CCAA)**

See also Insolvency

Application for proceeding under,
initial, **3:20**

Cash flow statements, **3:20**

Creditors' committees and, **3:28**

Debtors' requirements to com-
mence, **3:13**

Foreign proceedings, **3:31**

Notice, whether requires, **3:20**

Order, **3:20**

Plan of reorganization, approval of,
3:24

Professionals as participants, **3:9**

Protection, **3:20**

Stay of proceedings, **3:22**

Voidable transactions, **3:28**

COMPETITION BUREAU

Generally, **9:1, 19:2, 19:4, 19:7,
19:10, 19:23, 19:35, 19:43,
19:50, 19:53, 19:76, 19:81**

COMPETITION LAW

Civil deceptive marketing practices,
19:72 et seq.

COMPETITION LAW—Cont'd

Competition Bureau Service Standards, **19:13**
Competition Tribunal, private applications before, **19:90**
Criminal matters, **19:22 et seq.**
 bid-rigging, **19:34 et seq.**
 conspiracy, **19:23 et seq.**
 immunity program, **19:43**
 misleading advertising, **19:36 et seq.**
 other criminal marketing offences, **19:42**
Filing fees, **19:15**
Generally, **19:1**
Merger defined, **19:4**
Merger review regime, **19:3 et seq.**
 exemptions from provisions, **19:5**
 notification, pre-merger, **19:6 et seq.**
 remedies, **19:21**
 scope of provisions, **19:3 et seq.**
 substantive review, **19:17 et seq.**
Penalties, **19:15**
Private enforcement, **19:83 et seq.**
 legislative framework, **19:83**
 private applications before Competition Tribunal, **19:90**
 statutory cause of action under s. 36, **19:84**
Remedies, **19:21**
Reviewable trade practices, **19:44 et seq.**
 abuse of dominant position, **19:45 et seq.**
 agreements/arrangements that prevent or lessen competition, **19:53 et seq.**
 civil deceptive marketing practices, **19:72 et seq.**
 exclusive dealing, **19:70 et seq.**
 market restriction, **19:70 et seq.**
 other reviewable practices, **19:82**
 price maintenance, **19:57 et seq.**
 refusal to deal, **19:63 et seq.**

COMPETITION LAW—Cont'd

Reviewable trade practices, **19:44 et seq.**—Cont'd
 tied selling, **19:70 et seq.**
Safe harbour thresholds, **19:18**
Statutory framework, **19:2**

COMPLIANCE

Generally, **9**
Confidentiality, **9:3 et seq.**
Consumer protection, **9:1**
Cost of credit disclosure, **9:2**
Financial services industry regulation, **9:17 et seq.**
Money laundering, **9:8 et seq.**
 Canada, **9:8**
 United States, **9:9**
Privacy, **9:3 et seq.**
Reports re banking, **5:15**
Terrorist financing, **9:8 et seq.**
 Canada, **9:8**
 United States, **9:9**

CONDUCT REVIEW COMMITTEE

Generally, **5:7**

CONFIDENTIALITY

Agreement
 choice of law, **17:7**
 generally, **17:2 et seq.**
 non-solicitation, **17:6**
 process, **17:5**
 prohibitions, **17:4**
 scope of protected information, **17:3**
Arbitration and, **2:8**
Banking, **5:4, 5:6, 5:23, 5:24, 5:27**
Banking documentation, **9:3 et seq.**
Compliance, regulatory, **9:3 et seq.**
Consent, **9:3 et seq.**
Customer records, **9:3 et seq.**
Electronic business, **12:19 et seq.**
 Canada, **12:20**
 United States, **12:21**
Electronic commerce, **9:3 et seq.**

CONFIDENTIALITY—Cont'd

Electronic information, **9:3 et seq.**
 International accords, **9:3 et seq.**
 Internet, **9:3 et seq.**
 Money laundering, **9:3 et seq.**
 Privacy
 Canada's Anti-Spam Legislation (CASL), **12:15**
 electronic, **12:18**
 information, of, **9:3 et seq.**
 notices, **9:3 et seq.**

CONFLICTS OF LAW

Generally, **1:20 et seq.**
 Antitrust measures, **1:26**
 Applicable law, **1:22**
 Appropriate, what is, **1:21**
 Assumption of jurisdiction, **1:23**
 Choice of forum clauses, **1:24**
 Canada, **1:25**
 United States, **1:26**
 Choice of law clauses, **1:24**
 Canada, **1:25**
 United States, **1:26**
 Consumer protection, **1:26**
 Contracts, **1:22**
 Courts and, **1:20**
 Federal court system, **1:25**
 Forum, **1:24**
 Forum selection clause, **1:26**
 Governing law, **1:24**
 Jurisdiction of court, **1:20, 1:23**
 Jury trials, **1:30**
 Procedural matters, **1:22**
 "Real and substantial connection," **1:23**
 Rules, **1:22**
 Secured lending and, **6:13**

CONSTITUTIONAL ISSUES

Canada, **3:2**
 Jurisdiction, **3:2**
 "Property and civil rights," **3:2**
 United States, **1:18**

CONSUMER

Dodd-Frank Act, **9:31 et seq.**
 Equipment lease issues, **7:7**
 Protection, **9:1**
 advertising, false, **9:1**
 anti-trust law, **9:1**
 Bureau of Consumer Financial Protection, **9:1**
 Competition Bureau, **9:1, 19**
 compliance, regulatory, **9:1**
 credit cost disclosure, **9:2**
 credit reporting agencies, **9:1**
 electronic agreements, **9:1**
 electronic signatures, **9:1**
 Federal Trade Commission, **9:1**
 financial services regulation, **9:17 et seq.**
 internet, **9:1**
 jurisdiction, **9:1**
 legislation, **9:1**
 pawnbrokers, **9:1**
 sale of goods, **9:1**
 securities, **9:1**
 sellers, **9:1**
 warranties, **9:1**
 Secured lending
 disclosure requirements, **6:14**
 goods, **6:8**
 loans, **6:14**
 transactions, **6:19**

CONTINGENCY FEES

Generally, **1:37**
 Agreements, **1:37**
 Canada, **1:38**
 Class proceedings, **1:38, 1:40**
 United States, **1:39**

CONTINUATION

Generally, **10:38**
 Ontario to Nova Scotia, from, **4:27**

CONTRACTS

Generally, **1:41**
 ADR, requirements for, **2:14 et seq.**

CONTRACTS—Cont'd

- Arbitration clauses, **2:14 et seq., 2:16**
- Banking, **5:24**
- Cardholder, **5:27**
- Choice of forum clauses, **1:24**
- Choice of law clauses, **1:24**
- Costs, rights re, **1:36**
- Electronic, **12:2 et seq.**
 - Canada, **12:3**
 - formation, **12:3**
 - jurisdiction, **12:4**
 - signatures, **12:6**
 - validity, **12:5**
 - United States, **12:7**
 - formation, **12:8**
 - jurisdiction, **12:10**
 - signatures, **12:11**
 - validity, **12:9**
- Independent, **11:7**
- Mediation clauses, **2:14 et seq., 2:16**

CONTROLLED FOREIGN CORPORATION (CFCS)

- Generally, **4:38**

CONVERSION

- Generally, **10:38, 10:42**

CONVERTIBLE DEBT

- Generally, **4:34**

COPYRIGHT

- Generally, **11:2 et seq.**
- Assignment, **11:6, 11:8, 11:15**
- Authorship, **11:7, 11:8**
- Common law, **11:3**
- Employment, **11:7**
- Independent contractors, **11:7**
- Infringement, **11:10**
 - exceptions, **11:10**
 - fair dealing, **11:11**
 - fair use, **11:11**
 - innocent, **11:15**
 - personal use, **11:12**

COPYRIGHT—Cont'd

- Integrity rights, **11:8**
- Inventions, **11:4**
- Licenses, **11:6, 11:15**
- Moral rights, **11:8**
- Names, **11:4**
- Neighbouring rights, **11:9, 11:13**
- Notice, **11:16**
- Ownership, **11:5, 11:7**
- Protection
 - duration of, **11:13**
 - nature of, **11:4**
 - source of, **11:3**
- Registration, **11:14**
 - benefits of, **11:15**
 - “innocent infringer,” **11:15**
 - notice, **11:16**
 - ownership, **11:14**
 - process, **11:17**
 - required, whether, **11:14**
- Rights, **11:5**
- Royalties, **11:6**
- Software, **11:2**
- Titles, **11:4**
- U.S. law, **11:2**
- What constitutes, **11:2**
- Works, **11:2, 11:4**

CORPORATE AUTHORITY

- See also Banking/Banks
 - banking, **13:34 et seq.**
- Generally, **13:4 et seq., 13:34 et seq.**
- Borrowing powers, **13:34 et seq.**
- Natural person powers, **13:34 et seq.**
- Suing powers, **13:34 et seq.**
- Ultra vires, **13:34 et seq.**

CORPORATIONS

- See also Banking/Banks
 - banking, **13:34 et seq.**
- See also Business Trust
 - business trusts, **13:1 et seq.**

CORPORATIONS—Cont'd

See also Directors
 directors, **13:1 et seq., 13:4 et seq.**
 See also governance
 corporate governance, **13:7 et seq.**
 See also Limited Liability Companies (LLCs)
 hybrid entities
 limited liability companies, **13:22**
 limited liability companies, **13:1 et seq., 13:22**
 See also Shareholders
 shareholders, **13:1 et seq., 13:37 et seq.**
 See also Unanimous Shareholders Agreement
 unanimous shareholders agreement, **13:7 et seq.**
 See also Unlimited Liability Companies
 unlimited liability companies, **13:27**
 See Cross-Border
 United States companies as entities for Canadian companies
 See Dividends
 dividends
 Accountability, **13:7 et seq.**
 Accounting, **13:7 et seq.**
 standards, **13:7 et seq.**
 Agent, registered, **13:1 et seq.**
 Amalgamation, **13:4 et seq., 13:54 et seq.**
 Appraisal, **13:7 et seq., 13:47 et seq.**
 Approval, **3:10 et seq., 13:4 et seq., 13:54 et seq.**
 commercial transactions and, **13:7 et seq.**
 shareholder, **13:34 et seq.**
 Articles, **13:1 et seq.**
 Auditors, **13:7 et seq.**

CORPORATIONS—Cont'd

Authority
 see Corporate Authority
 Authorizations, **13:34 et seq.**
 Books, **13:1 et seq., 13:37 et seq.**
 Business
 judgment rule, **13:7 et seq.**
 Bylaws, **13:1 et seq., 13:37 et seq.**
 amendments to, **13:1 et seq., 13:54 et seq.**
 shareholder agreements and, **13:54 et seq.**
 Capitalization
 see Capital/Capitalization
 Carrying on business, **13:1 et seq.**
 “Close” corporation, **13:54 et seq.**
 Composition of board, **13:7 et seq.**
 Continuation, **13:4 et seq.**
 Conversion, **13:4 et seq., 13:22**
 Derivative actions, **13:7 et seq., 13:47 et seq.**
 Disclosure, **13:7 et seq.**
 corporate, **13:7 et seq.**
 Dissent, **13:7 et seq., 13:47 et seq.**
 Dissolution, **13:1 et seq., 13:37 et seq.**
 Distributions, **13:37 et seq.**
 Employee protection, **13:7 et seq.**
 Estate and gift tax
 see Taxes/Taxation
 Existence, corporate, **13:1 et seq., 13:34 et seq.**
 Fiduciary duties, **13:1 et seq., 13:4 et seq., 13:7 et seq.**
 Financial statements, **13:7 et seq.**
 Foreign, **13:1 et seq.**
 Formation, **13:1 et seq.**
 Governance, **13:1 et seq., 13:7 et seq.**
 Guarantee, **13:1 et seq.**
 Hybrid entities, **13:1 et seq., 13:22 et seq.**
 business trust, **13:33**
 unlimited liability companies, **13:27**

CORPORATIONS—Cont'd

Incorporation, **13:1 et seq., 13:4 et seq.**
 Indoor management rule, **13:4 et seq.**
 International, **13:1 et seq.**
 Investment, disposition of
 Canadian companies, **4:11**
 United States companies, **4:6**
 Jurisdiction, **13:1 et seq., 13:7 et seq.**
 Legal entity, **13:1 et seq., 13:4 et seq.**
 “natural person,” **13:4 et seq.**
 powers, **13:4 et seq.**
 prohibited activities, **13:4 et seq.**
 Legislation
 state, **13:1 et seq.**
 Liability
 see Liability
 Licensing, **13:1 et seq.**
 Limited liability, **13:1 et seq., 13:22**
 meaning, **13:4 et seq.**
 Management, **13:1 et seq., 13:7 et seq.**
 Merger, **13:4 et seq.**
 Minority shareholders' rights, **13:7 et seq.**
 Name, **13:1 et seq.**
 Natural person powers, **13:34 et seq.**
 Officers
 see Officers
 Oppression remedies, **13:1 et seq., 13:7 et seq., 13:47 et seq.**
 Ownership, residual, **13:37 et seq.**
 Permanent establishment, **4:10**
 Piercing the corporate veil, **13:47 et seq.**
 Priority rights, **13:37 et seq.**
 Promoter, **13:4 et seq.**
 Prudent person, **13:7 et seq.**
 Records, **13:1 et seq., 13:37 et seq.**
 Registration
 see Registration

CORPORATIONS—Cont'd

Residual ownership interest, **13:37 et seq.**
 Resolution, directors', **13:4 et seq.**
 Self-dealing, **13:7 et seq.**
 Service of process, **13:1 et seq.**
 Share
 see Shares
 Signing, **13:4 et seq.**
 methods, **13:4 et seq.**
 officer, **13:4 et seq.**
 Statutory basis, **13:1 et seq.**
 Taxation
 deferral of Canadian taxes, **4:5**
 estates and gifts, on, **4:7, 4:12**
 state taxes, **4:13**
 Unwinding, **13:1 et seq.**
 Winding up, **13:37 et seq., 13:54 et seq.**

COST OF CREDIT DISCLOSURE

Generally, **9:2**
 Base rate, **9:2**
 Interest rate, **9:2**
 London interbank lending rate, **9:2**
 Prime rate, **9:2**

COSTS

Generally, **1:33 et seq.**
 Attorney's fees, **1:36**
 Canada, **1:34**
 Class proceedings, **1:34**
 Contingency fees
 see Contingency Fees
 Contractual rights, **1:36**
 Disbursements, **1:36**
 Fees, **1:36**
 Party-and-party scale, **1:34**
 Security for, **1:36**
 Solicitor-and-client scale, **1:34**
 United States, **1:35**

COURT

Generally, **1:2 et seq.**
 ADR, annexed, **2:12**
 Appeals, of, **1:17**

COURT—Cont'd

Bankruptcy Court judges, **3:4**
 Canada, **1:4**
 Alberta, **1:6**
 British Columbia, **1:7**
 Federal Court of Canada, **1:10**
 judiciary, **1:12**
 Nova Scotia, **1:8**
 Ontario, **1:5**
 provinces, **1:4**
 Quebec, **1:9**
 Supreme Court of Canada, **1:11**
 Conflicts of law, **1:21**
 Federal Claims, of, **1:17**
 Insolvency, as participant in, **3:3**
 Jurisdiction of, **1:23**
 Mediation, order for, **2:5**
 United States, **1:10**
 California, **1:16**
 Federal Court, **1:17**
 judiciary, **1:19**
 New York, **1:15**
 states, **1:14**
 U.S. Supreme Court, **1:18**

CREDIT

Cards, **5:27**
 Derivatives, **8:12**
 Disclosure, cost of, **9:2**
 Documentary, **5:28**
 Letters of, **5:28**
 Risk, **5:21**
 Specialty enhancement products,
 8:11 et seq.
 Support, **8:7**

CREDITORS' COMMITTEES

Generally, **3:6**
 U.S. Bankruptcy Code and, **3:6**

CROSS-BORDER

Canadian companies carrying on
 business in U.S.
 advantages of U.S. branches,
 4:10

CROSS-BORDER—Cont'd

Canadian companies carrying on
 business in U.S.—Cont'd
 compared to U.S. corporations,
 4:10
 investment, disposition of, **4:11**
 state taxes, **4:13**
 U.S. estate and gift tax, **4:12**
 Employment
 see Employment
 Income trusts, **8:16**
 Insolvency protocols, **3:32**
 United States companies as entities
 for Canadian companies
 advantages, **4:8**
 capitalization, **4:4**
 compared to Canadian corpora-
 tions, **4:10**
 estate and gift tax, **4:7**
 investment, disposition of, **4:6**
 operating income, **4:5**
 tax deferral, Canadian, **4:5**

DAMAGES

Generally, **1:29**

DEBIT CARDS

Generally, **5:27**

DEBT

Convertible, **4:34**
 Participating, **4:33**
 Proof of, **3:18**

DEBTOR-IN-POSSESSION (DIP)

CCAA orders, **3:25**
 Fiduciary, not like, **3:5**
 Financing, **3:25**
 administrative expense priority,
 3:25
 restructuring, basis for, **3:25**
 “super priority,” **3:25**
 Powers of trustee, **3:5**
 Same management, under, **3:5**

DERIVATIVES

See also Securities
Generally, **8:17**
Agreements, **8:17**
Credit, **8:12**
Futures, **8:17**
Hedge, **8:17**
Interest rate swaps, **8:17**
Agreements, **8:17**
International Swaps and Derivatives
Associations, Inc. (ISDA),
8:17
Options, **8:17**
Settlements, **8:17**
Swaps, **8:17**
Swaptions, **8:17**

DIGITAL ASSETS/CRYPTO TRADING

Canada
crypto trading, **15:43**
legal framework, **15:42**
Money transmission and anti-
money laundering, **15:47**
Platforms, **15:49**
Registrations
custodians, **15:48**
dealing entities, **15:48**
Securities laws, **15:45**
Securities or commodities, **15:46**
United States
crypto trading, **15:44**

DIRECTORS

See also fiduciary duties
duties, **13:7 et seq.**
Board of, **13:4 et seq.**, **13:7 et seq.**
Due care, **13:7 et seq.**
Governance and, **13:7 et seq.**
Indemnifying, **13:7 et seq.**
Liability of
see liability
Loyalty, **13:7 et seq.**
Powers re shareholder agreements,
13:54 et seq.

DIRECTORS—Cont'd

Resolutions of, **13:4 et seq.**
Salaries of, **13:54 et seq.**

DISCLOSURE, COST OF CREDIT

Generally, **9:2**

DISSOLUTION

Generally, **10:38**

DIVIDENDS

Cash, **13:37 et seq.**
Cumulative share, **13:37 et seq.**
Declaration of, **13:54 et seq.**
Income trusts, **8:16**
Issuance of, **13:37 et seq.**
Non-resident withholding tax, **4:30**
Passive foreign investment
companies (PFICs), **4:39**
Shareholder rights and, **13:37 et
seq.**
Stock, **13:37 et seq.**
Taxation of, **4:4**

DUE DILIGENCE RE MERGERS AND ACQUISITIONS

Benefits, **17:50 et seq.**
Corporate searches, **17:11 et seq.**
Domain names, **17:41**
Employment, **17:42 et seq.**
Environmental due diligence, **17:52
et seq.**
Generally, **17:10 et seq.**
Immigration, **17:67**
Intellectual property searches,
17:35 et seq.
Labour, **17:42 et seq.**
Litigation searches, **17:23 et seq.**
Minute book reviews, **17:63 et seq.**
Pensions, **17:50 et seq.**
Personal information, exchanges of,
17:76
Personal property searches, **17:17**
Privacy legislation, **17:76**
Real property searches, **17:27 et
seq.**
Regulatory issues, **17:68 et seq.**

**DUE DILIGENCE RE MERGERS
AND ACQUISITIONS**

—Cont'd

Review of material contracts, **17:62**
Tax due diligence, **17:65 et seq.**

**ELECTRONIC BUSINESS
(E-BUSINESS)**

See also Electronic Signatures
signatures, electronic, **12:12 et
seq., 12:22**

Generally, **12**

Agents, electronic, **12:7**

Click-wrap agreements, **12:3**

Confidentiality, **12:19 et seq.**

Canada, **12:20**

privacy and, **12:1**

United States, **12:21**

Contracts, electronic, **12:2 et seq.**

acceptance, **12:3**

Canada, **12:3**

communications, **12:3**

e-mail, **12:3**

formation, **12:1, 12:2 et seq.**

governing law, **12:3**

international legislation, **12:3**

jurisdiction, **12:3**

offer, **12:3**

United States, **12:7**

Cross-border electronic transac-
tions, **12:22**

Enforcement, **12:7**

Information, failure to protect,
12:19 et seq.

Canada, **12:20**

copyright, **12:21**

infracton, **12:20**

infringement, **12:21**

Internet, **12:21**

ISP liability, **12:21**

liability, **12:20, 12:21**

notification, **12:21**

PIPEDA, **12:20**

privacy rights, **12:21**

punitive damages, **12:21**

**ELECTRONIC BUSINESS
(E-BUSINESS)—Cont'd**

Information, failure to protect,
12:19 et seq.—Cont'd

United States, **12:21**

vicarious liability, **12:21**

Information technology, **12:1**

Internet economy, **12:1**

Licensing, **12:2 et seq.**

Mailbox rule, **12:3**

Oral contracts, **12:3**

Privacy, **12:19 et seq.**

Canada, **12:20**

Commissioner, Privacy, **12:20**

complaints, **12:20**

consent, **12:20**

internet, **12:13, 12:20**

legislation, **12:19 et seq.**

personal information, **12:20**

policies, **12:21**

United States, **12:21**

web sites, **12:20**

Private information, **12:7**

Security, **12:19 et seq.**

Canada, **12:20**

United States, **12:21**

Software, **12:7**

Technologies, **12:1**

Transactions, electronic, **12:1, 12:3**

Web-wrap agreements, **12:3**

ELECTRONIC SIGNATURES

See also Electronic Business
(E-Business)

Generally, **12:12 et seq., 12:22**

Acceptance, **12:12 et seq.**

Authentication, **12:12 et seq.**

Authenticity, **12:1, 12:13**

Burden of proof, **12:13**

Canada, **12:13**

Digital, **12:18**

Evidence, **12:13**

Legal, **12:18**

Presumption of authenticity, **12:13**

Printout, **12:13**

ELECTRONIC SIGNATURES

—Cont'd

Requirements, **12:18**
Rules, **12:13**
“Secure,” **12:13**
United States, **12:18**

EMPLOYMENT

At will
 Canada, **14:40**
 United States, **14:6**
Discrimination
 ageism, **14:9**
 Canada, **14:48**
 disability, **14:10**
 enumerated grounds, **14:8**
 United States, **14:7**
Emigration
 see immigration
Employee handbooks, **14:21**
Human rights
 alcohol testing, **14:20, 14:50**
 bona fide occupational requirement, **14:49**
 Canada, **14:47**
 discrimination, **14:48**
 drug testing, **14:20, 14:50**
Immigration
 generally, **14:24, 14:25**
 B-1 classification, **14:2**
 business visitors, **14:2, 14:27, 14:29 to 14:31**
 Canada-United States-Mexico Agreement (CUSMA), **14:34**
 intra-company transferees, **14:36**
 investors, **14:37**
 professionals, **14:3, 14:35**
 traders, **14:37**
H-1B classification, **14:4**
labour market impact assessment, **14:32, 14:33, 14:38**
 exempt, work permit, **14:33, 14:38**

EMPLOYMENT—Cont'd

Immigration—Cont'd
 labour market impact assessment, **14:32, 14:33, 14:38**
 —Cont'd
 required, work permit, **14:32**
L-1 classification, **14:5**
short-term work permit, **14:28**
specialty occupation, **14:4**
TN classification, **14:3**
work permits, exemptions, **14:26 to 14:28**
Insurance
 Canada, **14:52**
 workplace safety, **14:52**
Intellectual property and, **11:7**
Labour law
 adjustment, worker, **14:16**
 affirmative action, **14:14**
 bargaining, **14:58, 14:60, 14:62**
 Canada, **14:55**
 certification, **14:57**
 collective agreements, **14:59**
 continuation of bargaining rights, **14:60**
 jurisdiction, **14:56**
 related employer, **14:61**
 retraining, **14:16**
 successor rights, **14:60**
 termination of bargaining rights, **14:62**
 United States, **14:13**
 workers' compensation, **14:17**
Occupational health and safety
 Canada, **14:51**
 United States, **14:15**
Pensions
 Canada, **14:54**
Standards
 Canada, **14:41**
 family leave, **14:11**
 holidays, **14:43**
 medical leave, **14:11**
 minimum wage, **14:12, 14:42**
 parental leave, **14:11, 14:44**

EMPLOYMENT—Cont'd

- Standards—Cont'd
 - termination, **14:45**
 - United States, **14:12**
- Termination
 - bargaining rights, **14:62**
 - Canada generally, **14:53**
 - employment standards, **14:45**
- Torts
 - generally, **14:18**
 - wrongful dismissal, **14:18**

ENFORCEMENT OF SECURITY

- Generally, **6:19**

EQUIPMENT LEASE

- Generally, **7**
- Acceptance, **7:2**
- Accounting, **7:1, 7:3, 7:8**
- Agreement, **7:2**
- Aircraft, **7:5**
- Balance sheet test, **7:8**
- Capital lease, **7:8**
- Certificate of title laws, **7:1**
- Choice of laws, **7:6**
- Conditions of, **7:2**
- Consumer
 - issues, **7:7**
 - lease, **7:6**
 - protection, **7:1**
- Description, **7:5**
- Discount rates, **7:6**
- Finance lease, **7:1 to 7:3, 7:8**
- Financing statement, **7:4**
- Fixture, **7:5**
- Fraudulent conveyances, **7:1**
- Fraudulent transfers, **7:1**
- Good faith, duty of, **7:6**
- Income tax, **7:8**
- Insolvency protection, **7:4**
- Insurance, **7:2**
- Intellectual property, **7:5**
- Interest rates, **7:6**
- Inventory, **7:2**
- Jurisdiction, **7:5**

EQUIPMENT LEASE—Cont'd

- Lessor realization, **7:4**
- Motor vehicle, **7:2, 7:5**
- Natural person, **7:7**
- Off balance sheet, **7:1**
- Operating lease, **7:2, 7:8**
- Option
 - to extend, **7:1**
 - to purchase, **7:3**
- Ownership, **7:2, 7:3, 7:8**
 - rights, **7:1**
- Perfection, **7:5**
- Possession, **7:4**
- Priority, **7:3, 7:5**
- Purchase money security interest, **7:3, 7:5**
- Rail cars, **7:5**
- Realization, **7:2, 7:4**
- Recourse, **7:2**
- Registration, **7:2, 7:3, 7:5**
- Remarketing, **7:2**
- Remedies, **7:2, 7:4, 7:6**
- Rent, **7:1**
- Repurchase, **7:2**
- Reservation of title, **7:3**
- Residual, **7:1, 7:2**
 - risk, **7:1**
- Sale and leaseback, **7:1, 7:2**
- Sale of goods, implied, **7:6**
- Sell, right to, **7:4**
- Serial numbers, **7:5**
- Set-off, **7:2**
- Ship's mortgage, **7:5**
- Software, **7:5**
- Stay, **7:4**
- Structured lease, **7:1**
- Subleasing, **7:2, 7:5**
- Tax
 - benefit, **7:1**
 - test, **7:8**
- Terms of, **7:2**
- Title
 - goods, **7:5**
 - notation, **7:5**

EQUIPMENT LEASE—Cont'd

Trademarks, **7:5**
True lease, **7:3**
Type of, **7:3**
Uniform Commercial Code and, **7:6**
Use, **7:3**
Vehicle identification number, **7:5**
Vendor lease, **7:2**
Waivers, **7:2**
Warranties, **7:2**
 merchantability, of, **7:6**
What is an, **7:1**

EXPULSION

Generally, **10:38**

FACTORING

Generally, **6:4**

FAIR DEALING

Generally, **11:11**

FAIR USE

Generally, **11:11**

FEDERAL COURT OF CANADA

Generally, **1:9**

FIDUCIARY

Debtor-in-possession not like, **3:5**
Duty, **3:9**

FINANCE LEASE

Generally, **7:3**

FINANCIAL GUARANTEE

INSURANCE

Generally, **8:11**

FINANCIAL SERVICES

INDUSTRY

Bank consolidation, **9:17 et seq.**
CDIC, **9:17 et seq.**
Deposits, **9:17 et seq.**
Dodd-Frank Act, **9:31 et seq.**
Office of Superintendent of
 Financial Institutions “OFSI,”
 9:31 et seq.
Ombudsmen, **9:17 et seq.**

FINANCIAL SERVICES

INDUSTRY—Cont'd

Regulation, **9:17 et seq.**
Virtual currencies, **9:31 et seq.**

FIXTURES

Generally, **6:21**

FOREIGN

See also Anti-Deferral Regimes
 (U.S.)
Anti-deferral regimes, **4:37**
Arbitral awards, **2:12**
Insolvency proceedings, **3:29 et seq.**
 ancillary case, **3:29 et seq.**
 cross-border insolvency
 protocols, **3:32**
 interim receiver, **3:31**
 proposals, **3:30**
 reorganizations, **3:31**
 representative, **3:30**
Partnerships, **10:20**
Passive foreign investment
 companies (PFICs), **4:39**
Priority filing
 patents, **11:47**
 trademarks, **11:29**

FORUM, CHOICE OF

See Conflicts of Law

FRAUDULENT TRANSFERS

Generally, **3:26 et seq.**

GLOBALIZATION OF BUSINESS

Generally, **3:1**

GUARANTEE

Generally, **6:17**
Financial insurance, **8:11**
Interest-stripping rules, triggering,
 4:26

INCOME TAX

See Taxes/Taxation

INCOME TRUSTS

Generally, **8:16**

INCORPORATION OF BANKS

See also Licenses
 banking licenses and, **5:14 et seq.**
 Generally, **5:5 et seq.**
 Banking licenses and
 Canada, **5:5**
 United States, **5:6**

INDEPENDENT CONTRACTORS

Generally, **11:7**

INFORMATION

Failure to protect, **12:19 et seq.**
 Canada, **12:20**
 Internet, **12:21**
 ISP liability, **12:21**
 PIPEDA, **9:3 et seq., 12:20**
 privacy rights, **12:21**
 United States, **12:21**
 Patent registration, **11:50**
 Security of, **12:19 et seq.**
 Canada, **12:20**
 United States, **12:21**
 Trademark registration, **11:31**

**INFRINGEMENT OF
COPYRIGHT**

Generally, **11:10**
 Exceptions, **11:10**
 Fair dealing, **11:11**
 Fair use, **11:11**

INSOLVENCY

Generally, **3**
 Bankruptcy rules, **13:47 et seq.**
 Canadian regime, **3:2 et seq.**
 Commencement by creditor, **3:15 et seq.**
 arrangement, plan of, **3:16**
 debt, proof of, **3:18**
 insolvency, proof of, **3:17**
 Commencement by debtor, **3:10 et seq.**
 assets, location of, **3:11**
 corporate authority, **3:10**
 excluded entities, **3:19**

INSOLVENCY—Cont'd

Commencement by debtor, **3:10 et seq.—Cont'd**
 proposals, **3:12**
 reorganizations, **3:13**
 Consolidation, substantive, **13:47 et seq.**
 Cross-border protocols, **3:32**
 Debtor-in-possession financing, **3:25**
 Equitable subordination, **13:47 et seq.**
 Foreign proceedings, **3:29 et seq.**
 cross-border insolvency
 protocols, **3:32**
 proposals, **3:30**
 reorganizations, **3:31**
 Globalization, **3:1**
 Legislation, **3:2**
 BIA
 see Bankruptcy and Insolvency
 Act (BIA)
 CCAA
 see Companies' Creditors
 Arrangement Act
 (CCAA)
 Personal property secured lending
 and, **6:15**
 Plan of arrangement, **3:16**
 Plan of reorganization
 see also Reorganization
 approval of, **3:23 et seq.**
 CCAA, under, **3:24**
 proposals, **3:23**
 Priority and, **6:15**
 Proceedings under CCAA
 see also Reorganization
 application, initial, **3:20**
 debtors' requirements to com-
 mence, **3:13**
 professionals as participants, **3:9**
 Proposal under BIA
 application, initial, **3:19**
 debtors' requirements to com-
 mence, **3:12**

INSOLVENCY—Cont'd

- Proposal under BIA—Cont'd
 - foreign proceedings, **3:30**
 - plan of reorganization, approval of, **3:23**
 - professionals as participants, **3:8**
 - stay of proceedings, **3:21**
 - voidable transactions, **3:27**
- Reorganization, **3:3 et seq.**
 - CCAA, under, **3:9**
 - court, **3:3**
 - creditors' committees, **3:6**
 - debtor, **3:5**
 - foreign proceedings, **3:31**
 - government administrators, **3:7**
 - judges, **3:4**
 - participants, **3:3 et seq.**
 - plan of, **3:23 et seq.**
 - professionals, **3:8**
 - proposals, **3:8, 3:23**
 - stay of proceedings, **3:22**
 - voidable transactions, **3:28**
- Statutes, **3:2**
- Stay of proceedings, **3:21 et seq.**
 - proposals, **3:21**
 - reorganizations, **3:22**
- Tests of, **13:37 et seq.**
- Voidable transactions, **3:26 et seq.**
 - proposals, **3:27**
 - reorganizations, **3:28**

INSPECTOR

- Generally, **3:8**

INSURANCE

- Commercial leasing and, **16:11**
- Companies excluded in U.S., **3:14**
- Financial guarantee, **8:11**

INTELLECTUAL PROPERTY

- See also Copyright
 - copyright, **11:2 et seq.**
- See also Patent
 - patents, **11:36 et seq.**
- See also Trademark
 - trademarks, **11:18 et seq.**

INTELLECTUAL PROPERTY

—Cont'd

- Generally, **11**
- Goodwill, **11:1**
- Protection, **11:1**
- Software, **11:1**

INTER-CREDITOR AGREEMENTS

- Generally, **6:22**

INTEREST

- Generally, **6:14**
- Deductions of, **4:26**
- Stripping rules, **4:26**

INTERIM RECEIVER

- Generally, **3:8**
- Foreign bankruptcy proceedings, **3:30**

INTERNET SERVICE PROVIDER (ISP)

- Liability, **12:21**
 - Internet, **12:21**
 - ISP liability, **12:21**
 - PIPEDA, **12:20**
 - privacy rights, **12:21**

INVENTORY FINANCE

- Generally, **6:5**

INVESTMENT

- Disposition of
 - Canadian companies, **4:11**
 - partnerships, **4:19**
 - United States companies, **4:6**
- Syndicate, **8:16**

JOINT VENTURES

- Generally, **10:18**

JUDICIARY

- Canadian courts, **1:19**
- U.S. regional district courts, **1:19**
- U.S. state supreme courts, **1:19**

JURISDICTION

- See also Court

JURISDICTION—Cont'd

Inherent, **3:3**
 Partnerships, **10:19**
 U.S. District Courts, **1:17**
 U.S. Federal Court, **1:17**

JURY TRIALS

Generally, **1:27 et seq.**
 Canada, **1:28**
 Civil matters
 Canada, **1:28**
 United States, **1:29**
 Secured lending and, **6:16**
 civil, **6:16**
 security agreements and, **6:12**
 waiver of, **6:9, 6:16**
 United States, **1:29**
 appeal, rights of, **1:32**
 Federal Court, **1:30**
 state courts, **1:31**

LAW, CHOICE OF

See Conflicts of Law

LEASE

See also Commercial Leasing
 Generally, **7**
 Securitizations, **8:3**

LEGAL ETHICS IN CANADA/U.S. CROSS-BORDER FINANCE

Canadian perspective, **21:1 et seq.**
 metadata: mining it and eliminating it, **21:2**
 retaining agent counsel, **21:1**
 social networking, **21:4**
 United States perspective, **21:5 et seq.**
 advocacy in the United States
 Business Transaction, **21:11**
 declining or terminating representation, **21:8**
 misdirection, **21:10**
 review and use of metadata, **21:7**
 third-party liability in the United States, **21:9**

LETTERS OF CREDIT

Generally, **5:28**

LETTERS OF INTENT

Mergers and acquisitions and, **17:9**

LETTERS PATENT

Generally, **11:36**

LIABILITY

Companies, limited, **4:22**
 Directors, of, **13:1 et seq., 13:7 et seq., 13:47 et seq.**
 Dividends, **13:7 et seq.**
 Employment-related, **13:7 et seq., 13:47 et seq.**
 Environmental claims, **13:1 et seq., 13:7 et seq., 13:47 et seq.**
 ISP, **12:21**
 Limited liability partnerships, **10:1 et seq., 10:47 et seq.**
 Limited partnerships, **10:1 et seq., 10:32 et seq., 10:44 et seq.**
 Officers, **13:47 et seq.**
 Ordinary partnerships, **10:28 et seq.**
 Partner, **10:28 et seq.**
 limited liability partnerships, **10:47 et seq.**
 limited partnerships, **10:32 et seq., 10:44 et seq.**
 ordinary partnerships, **10:28 et seq.**
 Protection, **13:1 et seq.**
 Statutory, **13:1 et seq.**
 Wages, **13:1 et seq., 13:47 et seq.**

LICENSES

Banking, **5:14 et seq.**
 branch, **5:1 et seq.**
 Canada, **5:14**
 incorporation and, **5:14 et seq.**
 United States, **5:15**
 Copyright, **11:6**
 Patents, **11:42**
 Trademarks, **11:23**

LIENHOLDERS

Generally, **6:21**

LIMITED LIABILITY COMPANIES (LLCS)

See also Corporations

Generally, **13:22**

Advantages of partnerships and, **4:21**

Articles of organization, **13:22**

Conversion, **13:22**

Flow-through tax treatment, **4:22**

Interest in, **13:22**

Members of, **13:22**

Operating agreement, **13:22**

Ownership interest, **13:22**

S-corporations, **4:22, 13:22**

Taxation, **13:22**

LIMITED LIABILITY PARTNERSHIPS

See also Partnerships

Association, **10:7 et seq.**

Formation, **10:7 et seq.**

Full shield, **10:7 et seq.**

Liability of partner, **10:47 et seq.**

Name, **10:7 et seq.**

Negligence, **10:7 et seq.**

Partial shield, **10:7 et seq.**

Registration, **10:7 et seq.**

Shield, liability, **10:1 et seq.**

Statement of qualification, **10:7 et seq.**

Status, **10:13 et seq., 10:47 et seq.**

Statutory provisions, **10:7 et seq.**

LIMITED PARTNERSHIPS

See also Limited Liability Partnerships; Partnerships

See also Partner Relations

relations among partners, **10:27**

Agency, **10:13 et seq.**

Agreement, **10:13 et seq.**

Authority of partner, **10:32 et seq.**

Business of, **10:13 et seq.**

Certificate of, **10:13 et seq.**

LIMITED PARTNERSHIPS

—Cont'd

Common law rules, **10:13 et seq.**

Composition, **10:13 et seq.**

Control of business, **10:13 et seq., 10:44 et seq.**

Control rule, **10:44 et seq.**

Declaration, **10:13 et seq., 10:20**

Entity, **10:13 et seq.**

Extra-provincial, **10:20**

Foreign, **10:20**

Formation, **10:13 et seq.**

Liability of partner, **10:13 et seq., 10:32 et seq., 10:44 et seq.**

Loss of liability, **10:44 et seq.**

Obligations, **10:44 et seq.**

Participation in management, **10:13 et seq.**

Shield, liability, **10:44 et seq.**

Status, **10:44 et seq.**

Statutory requirements, **10:13 et seq.**

LIQUIDITY SUPPORT PRODUCTS

Generally, **8:13**

MEDIATION

See also Arbitration

Generally, **2:1, 2:2, 2:4 et seq.**

Canada, **2:4**

Contracts requiring, **2:4**

Court-ordered, **2:5**

Mandatory, **2:4**

United States, **2:5**

MEDIATOR

Generally, **2:2**

Certified, **2:4**

Private, **2:4**

MERGERS AND ACQUISITIONS

Confidentiality agreement
choice of law, **17:7**

generally, **17:2 et seq.**

non-solicitation, **17:6**

process, **17:5**

MERGERS AND ACQUISITIONS**—Cont'd**

Confidentiality agreement—Cont'd
prohibitions, **17:4**
scope of protected information,
17:3

Due diligence

benefits, **17:50 et seq.**
corporate searches, **17:11 et seq.**
domain names, **17:41**
employment, **17:42 et seq.**
environmental due diligence,
17:52 et seq.
generally, **17:10 et seq.**
immigration, **17:67**
intellectual property searches,
17:35 et seq.
labour, **17:42 et seq.**
litigation searches, **17:23 et seq.**
minute book reviews, **17:63 et**
seq.
pensions, **17:50 et seq.**
personal information, exchanges
of, **17:76**
personal property searches, **17:17**
privacy legislation, **17:76**
real property searches, **17:27 et**
seq.
regulatory issues, **17:68 et seq.**
review of material contracts,
17:62
tax due diligence, **17:65 et seq.**

Generally, **17:1, 17:149**

Letters of intent, **17:9**

Partnerships and, **10:42**

Purchase and sale agreements

arbitration, **17:147**
closing matters, **17:137 et seq.**
conditions precedent, **17:134 et**
seq.
covenants, **17:134 et seq., 17:146**
generally, **17:78 et seq.**
non-compete covenants, **17:146**
post-closing, **17:148**
purchase assets, **17:79 et seq.**

MERGERS AND ACQUISITIONS**—Cont'd**

Purchase and sale agreements

—Cont'd

purchase price, **17:79 et seq.**
representations, **17:97 et seq.**
warranties, **17:97 et seq.**

MONEY LAUNDERING

See also Terrorist Financing

Generally, **9:8 et seq.**

Activity, **9:8**

Antiterrorism plan, **9:8**

Canada, **9:8**

Client information record, **9:8**

Compliance, **9:8 et seq.**

Compliance officers, **9:9**

Confiscate property, **9:8 et seq.**

Constitutional issues, **9:31 et seq.**

Criminal Code, **9:8**

Cross-border movements, **9:8**

Currency movements, **9:8 et seq.**

Customs, **9:8**

Enforcement, **9:31 et seq.**

Exportation, **9:8**

FATF, **9:8 et seq.**

FINTRAC, **9:8**

Forfeiture, **9:8**

Identification documents, **9:9**

Identity, **9:8 et seq.**

Indicators, **9:8**

industry-specific, **9:8**

suspicious transactions, **9:9**

Know-your-client rules, **9:8**

Lawyer-client relationship, **9:31 et**
seq.

Legislation, **9:9**

Mail, **9:8**

Mandatory reporting, **9:8 et seq.**

Monetary instruments, **9:8**

Offence, **9:8**

PCTF, **9:8 et seq., 9:31 et seq.**

Practice and procedure, **9:31 et seq.**

Prescribed transactions, **9:8**

Reasonable grounds, **9:8**

MONEY LAUNDERING—Cont'd

Record keeping, **9:8**
 Reporting requirements, **9:8 et seq.**
 Search and seizure powers, **9:8**
 Suspicious activities/transactions,
 9:8 et seq.
 Terrorism, **9:8**
 Third party, **9:8**
 Undisclosed principals, **9:9**
 United Nations Resolution 1373,
 9:8 et seq.
 United States, **9:9**
 Patriot Act, **9:9**
 Treasury Department, **9:9**
 Virtual currencies, **9:31 et seq.**

MONITOR

Generally, **3:9**

MORAL RIGHTS

Generally, **11:8**

MUTUAL FUND TRUSTS

Generally, **8:16**

NAFTA

Generally, **5:13**

NON-ARM'S LENGTH PERSONS

Generally, **4:36**

NON-BINDING ARBITRATION

Generally, **2:3**

NON-RESIDENT

Shareholders and thin capitalization
 interest, **4:29**
 Taxable Canadian property, **4:35**
 Withholding tax, **4:30, 4:31**

NOTICE, COPYRIGHT

Generally, **11:16**

**NOVA SCOTIA UNLIMITED
 LIABILITY COMPANY
 (NSULC)**

Generally, **4:2, 4:27**

OBCA

See Ontario Business Corporations
 Act

OFFICERS

Generally, **13:4 et seq.**
 Indemnifying, **13:7 et seq.**
 Salaries, **13:54 et seq.**
 Signing, **13:4 et seq.**

OFFICIAL RECEIVER

Generally, **3:7**

OFFSHORE COMPANY

Generally, **4:3 et seq.**
 Conducting business in U.S. as,
 4:24

**ONTARIO BUSINESS
 CORPORATIONS ACT**

Corporation incorporated under, **4:2**

OPERATING CREDIT FACILITY

Generally, **6:3**

PARTICIPATING DEBT

Generally, **4:33**

PARTNER DISPUTES

See also Partnerships
 Generally, **10:37 et seq.**
 Accounting among partners, **10:38,**
 10:42
 Assignment of interest, **10:41**
 Continuation, **10:38**
 Conversion, **10:38, 10:43**
 Disassociation, **10:41**
 Dissolution, **10:38, 10:41**
 declaration of, **10:41**
 Expulsion, **10:38, 10:41**
 Lawsuits, **10:38**
 Merger, **10:43**
 Ownership, **10:38**
 Settlement of accounts, **10:42**
 Termination, **10:41**
 Transfer of interest, **10:43**
 Withdrawal, **10:38, 10:41**
 general partner, of, **10:41**

PARTNER RELATIONS

See also Partnerships
 Generally, **10:24 et seq.**
 Access to information, **10:24 et seq.**
 Agency, **10:24 et seq.**
 Agreements, **10:27**
 Authority, **10:24 et seq., 10:27**
 Books, **10:24 et seq.**
 Business
 limited partnership, **10:27**
 ordinary partnership, **10:24 et seq.**
 Control, **10:24 et seq., 10:27**
 Dissolution, **10:27**
 Duties, **10:24 et seq.**
 Fiduciary duties, **10:24 et seq., 10:27**
 Financial information, **10:24 et seq.**
 General partner, **10:27**
 Good faith, **10:27**
 Interest, partner, **10:24 et seq.**
 Legislation, **10:24 et seq.**
 Liability, **10:24 et seq.**
 Limited partnerships, **10:27**
 Loans, **10:27**
 Loyalty, **10:24 et seq.**
 Management, **10:24 et seq., 10:27**
 Meetings, **10:24 et seq.**
 Obligations to general partner, **10:27**
 Ordinary partnerships, **10:24 et seq.**
 Ownership, **10:24 et seq.**
 Partnership agreements and, **10:21 et seq.**
 Proceedings, **10:27**
 Standard of care, **10:24 et seq.**
 Uniform Limited Partnership Act, **10:27**
 Uniform Partnership Act, **10:24 et seq.**
 Voting, **10:24 et seq.**

PARTNERSHIP AGREEMENTS

See also Partnerships
 Generally, **10:21 et seq.**

PARTNERSHIP FORMATION

See also Partnerships
 Generally, **10:1 et seq.**
 Agreements re, **10:21 et seq.**
 Foreign partnerships, **10:20**
 Joint ventures, **10:18**
 Jurisdiction of, **10:19**
 Limited liability partnerships, **10:7 et seq.**
 Limited partnerships, **10:13 et seq.**
 Ordinary partnerships, **10:1 et seq.**

PARTNERSHIPS

See also Liability
 liability of partner, **10:28 et seq.**
 See also Partner Disputes
 disputes, **10:37 et seq.**
 See also Partner Disputes; Partner Relations
 Generally, **10**
 See also Partner Relations
 relations among partners, **10:24 et seq.**
 See also Partnership Formation
 formation, **10:1 et seq.**
 Advantages, **4:21**
 Agency, **10:1 et seq.**
 Agreement, **10:1 et seq., 10:21 et seq.**
 oral agreement to form, **10:1 et seq.**
 Authority of partner, **10:28 et seq.**
 actions involving limited partnerships, **10:32 et seq.**
 agency, **10:28 et seq., 10:32 et seq.**
 assets, **10:28 et seq.**
 binding, **10:28 et seq.**
 general partner, **10:32 et seq.**
 liability, **10:28 et seq.**
 limited liability, **10:28 et seq.**
 limited partnerships, **10:32 et seq.**
 managements, **10:32 et seq.**

PARTNERSHIPS—Cont'd

Authority of partner, **10:28 et seq.**
 —Cont'd
 ordinary partnerships, **10:28 et seq.**
 statement of, **10:28 et seq.**
 withdrawal, **10:28 et seq.**
 wrongful acts, **10:28 et seq.**
 “Business,” **10:1 et seq.**
 Business name registration, **10:19**
 Canadian partners, **4:18**
 Chief executive office, **10:19**
 Choice of law rule, **10:19**
 Contract, **10:1 et seq.**
 Co-ownership, **10:18**
 agreement, **10:18**
 liability, **10:18**
 Corporate partners, **4:16**
 Co-tenancy, **10:18**
 Creditors, **10:1 et seq.**
 Criteria, **10:1 et seq., 10:18**
 Declaration, **10:1 et seq.**
 filing of, **10:1 et seq.**
 foreign limited partnership, **10:20**
 Definition, **10:1 et seq.**
 Dissolution, **10:1 et seq.**
 partnership agreements and, **10:21 et seq.**
 Entity, legal, **10:1 et seq., 10:7 et seq.**
 Estate and gift tax (U.S.), **4:16**
 Extra-provincial, **10:20**
 Fiduciary, **10:21 et seq.**
 Foreign limited, **10:20**
 General partnership, **10:1 et seq.**
 Governing law, **10:19**
 History of, **10:1 et seq.**
 Individual partners, **4:17**
 Investment, disposition of, **4:19**
 Joint ventures, **10:18**
 Jurisdiction, **10:19**
 Legislation, **10:1 et seq., 10:21 et seq.**
 Limited
 see Limited Partnerships

PARTNERSHIPS—Cont'd

Limited liability
 see Limited Liability Partnerships
 Ordinary, **10:1 et seq.**
 authority of partner, **10:28 et seq.**
 formation, **10:1 et seq.**
 general, **10:1 et seq.**
 liability of partner, **10:28 et seq.**
 relations among partners, **10:24 et seq.**
 Ownership, **10:1 et seq., 10:18**
 Private and public offerings, **10:49 et seq.**
 Registration, **10:19**
 Sale, gain from, **4:19**
 Statements, **10:19**
 Withholding rules, **4:18**

PASSIVE FOREIGN INVESTMENT COMPANIES (PFICS)

Generally, **4:39**
 Capital gains and, **4:39**
 dividends and, **4:39**
 qualified electing funds (QEFs), **4:39**

PATENT

Generally, **11:36 et seq.**
 Assignments, **11:42**
 Licenses, **11:42**
 Protection
 duration, **11:43**
 limitations, **11:40**
 nature of, **11:39**
 patentability, **11:40**
 source of, **11:38**
 what is protected, **11:39**
 Registration, **11:44**
 applications, **11:46**
 foreign priority filing, **11:47**
 information, further, **11:50**
 international patent applications, **11:48**
 notice, **11:49**
 PCT applications, **11:48**

PATENT—Cont'd

- Registration, **11:44**—Cont'd
 - process, **11:45**
 - registrability, **11:44**
 - U.S. system compared, **11:46**
- Rights of holder, **11:41**
- What constitutes, **11:36**
 - letters patent, **11:36**
 - trade secret distinguished, **11:37**

PATENT COOPERATION**TREATY**

- Generally, **11:48**

PAYMENT CLEARING

- Generally, **5:19 et seq.**
- Clearing
 - Canada, **5:20**
 - United States, **5:21**
- Currency for, **6:14**
- Transfer, **5:22**

PERFECTING

- Priority and, **6:11**
- Structuring and, **6:9**

PERSONAL INFORMATION
**PROTECTION AND
ELECTRONIC DOCUMENTS
ACT (PIPEDA)**

- Generally, **12:20**

PERSONAL PROPERTY**SECURITY**

- See also Secured Lending
- Generally, **6:1**
- Registration of, **6:10**
- Types of, **6:2**

PERSONAL PROPERTY**SECURITY ACT**

- See also Secured Lending
- Generally, **6**
- See Personal Property Security Act
- Cross-border issues, **6:8**
- Generally, **6:1**
- Registration, **6:10**
- Types of security, **6:2**

PLAN

- See also Reorganization, **of, reor-
ganization**
- Arrangement, **of, 3:16**
- Reorganization, **of**
 - approval of, **3:23 et seq.**
 - CCAA, under, **3:24**
 - classes of creditors, **3:23**
 - employee source deductions,
3:23
 - liquidation, **3:23**
 - proposals, **3:23**
 - secured creditors and, **3:23**
 - unsecured creditors and, **3:23**

PRACTICE, BANKING

- Generally, **5:9 et seq.**
- Canada, **5:9**
- United States, **5:10**

PRECEDENTS

- ADR, **2:16**

PREFERENCES

- Generally, **3:26 et seq.**

PRIORITY

- See also Secured Lending
- Administrative
 - changes, **6:15**
 - expense priority, **3:25, 6:15**
- After acquired goods, **6:15**
- Agricultural liens, **6:15**
- Assignment in bankruptcy, **6:15**
- Bankruptcy and Insolvency Act and,
6:15
- Bankrupt debtor, **6:15**
- Blocked account agreement, **6:15**
- Classes of creditors, **6:15**
- Control, **6:15**
- “Crammed down,” **6:15**
- 30-day goods, **6:15**
- Debtor-in-possession financing,
6:15
- Deposit accounts, **6:15**

PRIORITY—Cont'd

Disclosure
 information, of, **6:15**
 requirements, **6:15**
Distress rights, **6:15**
Employee wages, **6:15**
Equipment leases and, **7:5**
Expenses, **6:15**
Farmers, **6:15**
Filing plans, **6:15**
Finance lease, **6:15**
Financing statements, **6:15**
Foreign filing
 patents, **11:47**
 trademarks, **11:29**
Garnishment, **6:15**
Goods and services tax, **6:15**
Government, **6:15**
 grants, **6:15**
 statutory claims, **6:15**
Income tax, **6:15**
Insolvency rights and, **6:15**
Inventory, **6:15**
Judgment creditors, **6:15**
Landlords, **6:15**
Leases, **6:15**
Levies, **6:15**
Lien creditors, **6:15**
Marshalling, **6:15**
Mechanics' liens, **6:15**
Money, **6:15**
Negotiable securities, **6:15**
Notice, **6:15**
Operating lease, **6:15**
Perfection and, **6:11, 6:15**
Preferred creditors, **6:15**
Proceeds, **6:15**
Proposals, **6:15**
Protection, **6:15**
Receiver, court-appointed, **6:15**
Redemption, **6:15**
Reorganizations, **6:15**
Repairmen's liens, **6:15**
Rules, **6:15**

PRIORITY—Cont'd

Secured creditor, **6:15**
Secured lending
 see also Secured Lending
 agreements, **6:22**
 arrangement, **6:22**
 asset based lending, **6:6**
 insolvency rights and, **6:15**
 perfection and, **6:9, 6:11**
 structuring and, **6:9**
 suppliers, claim to, **6:20**
 third party claims, **6:20**
Security interests
 conflicting, **6:15**
 possessory, **6:15**
 purchase money, **6:15**
 registered, **6:15**
 unperfected, **6:15**
Set-off, **6:15**
Software, **6:15**
Source deductions, **6:15**
Stay periods, **6:15**
Superintendent in Bankruptcy, **6:15**
"Super priority," **3:25**
Suppliers, **6:15**
Trustee in bankruptcy, **6:15**
Unsecured claims, **6:15**
Unsecured creditors, **6:15**
Voting, **6:15**

PRIVACY

Compliance, regulatory, **9:3 et seq.**
Electronic business, **12:12 et seq.,**
 12:19 et seq.
 Canada, **12:20**
 United States, **12:21**

PROCESS (ADR)

Canada, **2:11**
United States, **2:11**

PROFITS

Allocation of
 corporate partners, **4:16**
 individual partners, **4:17**

PROJECT FINANCE

Generally, **6:7**

PROOF

Debt, of, **3:18**

Insolvency, of, **3:17**
foreign, **3:30**

PROPOSALS UNDER BIA

Application, initial, **3:19**

Debtors' requirements to commence, **3:12**

Foreign proceedings, **3:30**

Legislation, **3:2**

Notice of intention to make, **3:19**

Plan of reorganization, approval of, **3:23**

Professionals as participants, **3:8**

Stay of proceedings, **3:20, 3:21**

Voidable transactions, **3:27**

PUNITIVE DAMAGES

Jury trials, **1:30**

PURCHASE AND SALE

AGREEMENTS

Arbitration, **17:147**

Closing matters, **17:137 et seq.**

Conditions precedent, **17:134 et seq.**

Covenants, **17:134 et seq., 17:146**

Generally, **17:78 et seq.**

Non-compete covenants, **17:146**

Post-closing, **17:148**

Purchase assets, **17:79 et seq.**

Purchase price, **17:79 et seq.**

Representations, **17:97 et seq.**

Warranties, **17:97 et seq.**

QUALIFIED ELECTING FUNDS (QEFS)

Generally, **4:39**

REALIZATION

Lessor, by, **7:4**

Security, of, **6:19**

REGISTRATION

Agents, **13:1 et seq.**

Copyright, **11:14**

benefits of, **11:15**

notice, **11:16**

process, **11:17**

required, whether, **11:14**

Equipment leases and, **7:5**

Extra-jurisdictional, **13:1 et seq.**

Extra-provincial, **13:1 et seq.**

Failure to register, **13:1 et seq.**

Patents, **11:44**

foreign priority filing, **11:47**

information, further, **11:50**

international patent applications, **11:48**

notice, **11:49**

PCT applications, **11:48**

process, **11:45**

registrability, **11:44**

U.S. system compared, **11:46**

Security interest, **6:10**

Trademarks, **11:25**

abandonment, **11:30**

benefits of, **11:26**

foreign priority filing, **11:29**

information, further, **11:31**

process, **11:27**

registrability, **11:25**

U.S. system compared, **11:28**

Where business undertaken, **13:1 et seq.**

REMEDIES

See also Conflicts of Law

conflicts, **1:20 et seq.**

See also Contingency Fees

contingency fees, **1:33 et seq.**

See also Contracts

contracts, **1:41**

See also Costs

costs, **1:33 et seq.**

See also Court

court structure, **1:2 et seq.**

jurisdiction, **1:2 et seq.**

REMEDIES—Cont'd

See also Jury Trials
jury trials, **1:27 et seq.**
Generally, **1:1**
Mergers, **19:21**

REORGANIZATION

Generally, **3:3 et seq.**
Application, **3:13**
CCAA, under, **3:9**
Commence, requirements to, **3:15 et seq.**
Court, **3:3**
Creditors' committees, **3:6**
Cross-border, **3:31**
Debtor, **3:5**
Foreign proceedings, **3:31**
Government administrators, **3:7**
Judges, **3:4**
Legislation, **3:2**
Multinational, **3:31**
Participants, **3:3 et seq.**
Plan of, **3:23 et seq.**
Professionals, **3:8**
Proposals, **3:8, 3:23**
Stay of proceedings, **3:22**
Voidable transactions, **3:28**

REVIEWABLE TRANSACTIONS

Generally, **3:27**

S-CORPORATION (U.S.)

Generally, **4:22**

SECURED LENDING

See also Jury Trials
jury trials and, **6:16**
Generally, **6**
Acceptance, bankers', **6:14**
Access rights, **6:20**
Account debtors, **6:4**
Accounts receivable, **6:2**
finance relationship, **6:4**
Acknowledgements
secured creditor, **6:8, 6:20**
third party, **6:20**

SECURED LENDING—Cont'd

After acquired goods, **6:11**
Agreement
inter-creditor, **6:22**
security, **6:12**
Assets
see Assets
Assignment of lease, **6:20**
Attachment, **6:8, 6:11**
Attornment, **6:11**
Authorization, **6:10**
Bank accounts, **6:8 to 6:10, 6:18**
Bankruptcy, **6:8, 6:20**
Base rate, **6:14**
Block account, **6:9, 6:10, 6:12, 6:18**
Bridge finance, **6:7**
Calculation periods, **6:14**
Cash control, **6:18**
Certified securities, **6:18**
Chattel paper, **6:18**
Chief executive office, **6:10, 6:13**
Choice of jurisdiction, **6:13**
Choice of laws, **6:13**
Collection, **6:5**
Collective bargaining agreements, **6:19**
Conflicts of law, **6:10, 6:13**
Consignments, **6:10**
Construction lending, **6:7**
Consumer
see Consumer
Control, **6:10**
Copyright, **6:11, 6:18**
Court-appointed receiver, **6:19**
Creditors, **6:1**
Credit requirements, **6:6**
Cross-border issues, **6:8**
Cross-default, **6:22**
Currency, **6:14**
conversion of, **6:9, 6:14**
markets, **6:14**
30-day goods rule, **6:20**
Demand, **6:3, 6:19**

SECURED LENDING—Cont'd

Description
 requirements, **6:10**
 third party claims, **6:20**
Distress rights, **6:20**
Documentation
 asset based lending, **6:6**
 loan, **6:9**
 perfecting security, **6:9**
 security, **6:12**
 structuring security, **6:9**
 types of security, **6:2**
Due diligence, **6:6**
Enforcement, **6:19**
Equipment leasing, **6:2, 6:10**
Equity, **6:7**
Eurodollars, **6:14**
Factoring, **6:2, 6:4**
Financial assistance, **6:9, 6:17**
Financing statement, **6:18**
Fixtures, **6:11, 6:21**
 filing, **6:10**
Floating rate, **6:14**
Foreclosure, **6:19**
Foreign corporations, **6:13**
Fraudulent conveyances, **6:8, 6:9**
Garnishment, **6:20**
General security
 agreement, **6:3**
 interest, **6:20**
Goods and services tax, **6:21**
Governmental liens, **6:20**
Guarantees, **6:9, 6:17**
 inter-corporate, **6:9**
 subsidiaries, **6:9**
Holding companies, **6:9**
Hypothec, **6:10, 6:12**
Industrial designs, **6:18**
Infrastructure, **6:7**
Insolvency, **6:8**
Intangibles, **6:10, 6:18**
Intellectual property, **6:11, 6:18**
Intention to realize, **6:19**
Inter-creditor agreements, **6:22**

SECURED LENDING—Cont'd

Interest, **6:14**
Interest Act, **6:14**
Inventory, **6:2, 6:18**
 finance, **6:2, 6:5**
Investment property, **6:18**
Jurisdiction, **6:13**
Landlord waiver, **6:9, 6:20**
Lease, **6:20**
Lender liability, **6:8, 6:19**
Letter of commitment, **6:3**
Licenses, **6:18**
Lienholders, **6:21**
Loan agreement, **6:12**
Lock box, **6:9, 6:10**
London Inter-Bank Offering Rate
 (LIBOR), **6:14**
Margin, available, **6:6**
Mezzanine funding, **6:7**
Money, **6:8, 6:18**
Monitor, **6:19**
Mortgage, **6:7**
 registration and, **6:10**
Motor vehicles, **6:11**
Natural person, **6:13**
Negotiable instruments, **6:8, 6:12, 6:18**
Non-recourse, **6:7**
Notice, **6:19, 6:22**
 periods, **6:19**
Operating credit facility, **6:3, 6:6**
Operating loans, **6:2**
Parent guarantees, **6:17**
Partnerships and, **6:10**
Patent, **6:11, 6:18**
Patent and Trademark Office, **6:18**
Payment, currency for, **6:14**
Pension plan contribution arrears,
 6:19
Perfecting, **6:9, 6:11**
 conflicts of laws and, **6:13**
 possession, by, **6:8, 6:10**
Permits, **6:18**

SECURED LENDING—Cont'd

Personal property security
 see Personal Property Security
 Possession, **6:10, 6:18**
 bailee, by a, **6:18**
 Possessory
 liens, **6:20**
 security interest, **6:10**
 Postponement, **6:9, 6:22**
 Pounds Sterling, **6:14**
 Preference, **6:17**
 Prime rate, **6:14**
 Priming effect, **6:20**
 Priority
 see Priority
 Privately appointed receiver, **6:19**
 Project finance, **6:7**
 Promissory notes, **6:9**
 Public warehouse waiver, **6:20**
 Purchase money security interests,
 6:10
 Quasi-equity, **6:7**
 Quebec Civil Code, **6:10**
 Quotas, **6:18**
 Realization, **6:8, 6:10, 6:19, 6:22**
 Real property and, **6:10**
 Reasonableness, commercial, **6:19**
 Receivables finance, **6:4**
 Receiver, **6:19**
 Receiver-manager, **6:19**
 Recourse, **6:4, 6:7**
 Registration, **6:10, 6:11, 6:13, 6:20,**
 6:22
 Remedies, **6:19**
 Rental reserves, **6:20**
 Rent default, **6:20**
 Repossession, **6:20**
 Reserves, **6:6**
 Restrictions, statutory, **6:17**
 Revolving credit facility, **6:3**
 Secured creditor acknowledgement,
 6:8
 Securities, **6:8**
 Security agreement, **6:12**

SECURED LENDING—Cont'd

Seizure, **6:19**
 Senior debt, **6:7**
 Serial numbers, **6:11**
 Set-off, **6:21**
 Settlement, **6:17**
 Sheltering, **6:8**
 Software, **6:10**
 Solvency tests, **6:17**
 Source deductions, **6:21**
 Special purpose vehicle, **6:7**
 Standstill arrangements, **6:22**
 Structuring, **6:9**
 Subordinated debt, **6:7**
 Subordination, **6:20, 6:22**
 agreement, **6:20**
 Successor employers, **6:19**
 Suing, **6:19**
 Suppliers, **6:20**
 Swingline structure, **6:9**
 Syndicated transactions, **6:10**
 Take out loan, **6:7**
 Tax issues, **6:9**
 Term loans, **6:2**
 Term sheet, **6:3**
 Third party claims, **6:20**
 Trademark, **6:11, 6:18**
 unregistered, **6:18**
 Trustee, **6:9**
 bankruptcy, in, **6:19**
 Uniform Commercial Code
 see Uniform Commercial Code
 Uniform Fraudulent Conveyances
 Act, **6:17**
 Uniform Fraudulent Transfers Act,
 6:17
 Union, **6:19**
 Upstream guarantees, **6:17**
 Usury, **6:9**
 Vehicle identification numbers, **6:11**
 Waivers, **6:20**
 Warehouse, **6:20**
 Waterfalls, **6:22**
 Withholding tax, **6:9**

SECURITIES

See also MJDS
 Multi-Jurisdictional Disclosure System
 Accredited Investors, exemptions using, **15:21.40**
 Continuous disclosure
 AIF, **15:30**
 annual information form, **15:30**
 annual report, **15:30**
 filing relief, **15:32**
 filing requirements, **15:31**
 GAAP reconciliation, **15:33**
 GAAP relief, **15:34**
 generally, **15:29**
 relief for Canadian issuers, **15:32, 15:34**
 relief for small issuers, **15:35**
 SEC review, **15:31**
 small issuers, relief for, **15:35**
 U.S. GAAP reconciliation, **15:33**
 Corporate governance
 Canadian requirements, **15:38, 15:40**
 generally, **15:36**
 Sarbanes-Oxley Act, **15:37**
 small issuers, **15:41**
 U.S. requirements, **15:39**
 Disclaimers, exempt placement, **15:21.60**
 Effective registration statement, **15:9**
 Exempt distributions, **15:10**
 Exemptions for private placements, **15:13**
 Foreign issuers, **15:11**
 Generally, **15:1**
 MJDS
 generally, **15:12**
 users, **15:25**
 Non-MLDS issuers, **15:24**
 Offering and filing, regulation D, **15:21.70**
 Ontario law, **15:3**
 OSC, **15:4**

SECURITIES—Cont'd

Private placements
 Dealer, business trigger, **15:18**
 disclaimers, **15:21**
 exemptions, **15:15**
 foreign issuer, **15:21.80**
 investors, advertising for, **15:17**
 resale restrictions, **15:16**
 trade filing, exempt, **15:20**
 Prospectus
 Exemptions, private issues, **15:15**
 receipted, **15:9**
 requirements, **15:19**
 systems, **15:23**
 Public offerings, **15:22**
 bought deals, **15:26**
 generally, **15:22**
 income deposit securities, **15:28**
 income trust units, **15:28**
 MJDS issuers, **15:25**
 non-MJDS issuers, **15:24**
 prospectus systems, **15:23**
 relief for small issuers, **15:28**
 warrants, exercise of, **15:27**
 Receipted prospectus, **15:9**
 Registration, **15:6**
 Relief for foreign issuers, **15:11**
 Reporting company, **15:7**
 Reporting issuer, **15:7**
 SEC, **15:4**
 SEDAR, **15:8**
 Small issuers
 continuous disclosure, **15:35**
 corporate governance, **15:41**
 public offerings, **15:28**
 Trade/distribution, **15:6**
 Unregistered offerings, **15:10**
 U.S. law, **15:3**
 prospectus exemptions, **15:21.20**
 What are, **15:5**

SECURITIZATION

Generally, **8:1 et seq.**
 Accounting, **8:6**
 Canadian, **8:6**

SECURITIZATION—Cont'd

Accounting, **8:6**—Cont'd
 disclosure, **8:6**
 guideline, **8:6**
 standard, **8:6**
 transfers, for, **8:6**
 treatment, **8:2**
 United States, **8:6**
 Agreement, **8:1**
 Arrangement, **8:2**
 Asset, **8:1, 8:2**
 -backed lending, **8:1**
 -backed securities, **8:2, 8:4, 8:7**
 cross-border lending, **8:5**
 Assignment of, **8:5**
 Balance sheet, **8:2**
 Bankruptcy consolidation
 principles, **8:5**
 Bankruptcy law principles, **8:5**
 Bankruptcy remote, **8:5**
 structure, **8:2**
 Capital
 cost allowance, **8:1, 8:4**
 tax, **8:2**
 Cash flow of, **8:3**
 Collection costs, **8:4**
 Conflicts of laws, **8:5**
 Consolidations, **8:5**
 Credit
 assessment, **8:2**
 enhancement, **8:2, 8:7**
 rating, **8:7**
 support, **8:2, 8:7**
 Creditors, **8:5**
 Cross-border, **8:5**
 Equity, **8:2, 8:4**
 financing, **8:4**
 Factoring, **8:5**
 Finance, commercial, **8:4**
 Fraudulent transfers, **8:5**
 Funding
 arrangement, **8:4**
 costs, **8:4**
 Governing law, **8:5**

SECURITIZATION—Cont'd

International convention, **8:5**
 Jurisdiction
 choice of, **8:5**
 perfection, for, **8:5**
 Lease, **8:3**
 concurrent, **8:4**
 Liability, **8:4**
 Limited partnership, **8:1, 8:4**
 model, **8:4**
 Liquidity supports, **8:2**
 Loss experience, **8:7**
 Off balance sheet, **8:1**
 Originator, **8:1 et seq.**
 Over-collateralization, **8:7**
 Pooling, **8:2**
 Portfolio dilution risk, **8:7**
 Preferential transfers, **8:5**
 Priority of payment, **8:5**
 Quasi-equity participation, **8:4**
 Rating agencies, **8:2**
 Receivables, **8:5**
 Regulation, **8:6**
 Residual values, **8:4**
 Sale treatment, **8:6**
 Securities, **8:4**
 Servicing agreements, **8:4**
 Special purpose
 entities, **8:6**
 lending, **8:1**
 Statute, **8:6**
 Structure, **8:2, 8:4**
 bankruptcy remote, **8:2**
 techniques, **8:4**
 Tax, **8:5**
 efficiency, **8:2**
 planning, **8:4**
 treatment, **8:1**
 True sale, **8:1, 8:5**
 Trust, **8:1, 8:4**
 model, **8:4**
 vehicle, **8:4**
 UNCITRAL, **8:5**
 Use of, **8:2**

SECURITIZATION—Cont'd

Vehicles, **8:1**
 bankruptcy remote, **8:2**
 cross-border, **8:5**
 multi-seller, **8:2**
 single-seller, **8:2**
 trust, **8:4**
 unwinding of, **8:5**
 Warehouse line, **8:4**
 Waterfall, **8:5**
 What is, **8:1**

SECURITY AGREEMENTS

Generally, **6:12**

SECURITY OF INFORMATION

Generally, **12:19 et seq.**
 Canada, **12:20**
 United States, **12:21**

SERVICES (ADR)

Canada, **2:10**
 United States, **2:10**

SET-OFF

Generally, **5:25**

SETTLEMENT AGREEMENTS

Generally, **2:4**

SHAREHOLDERS

See also Corporations; Shares
 See also Dividends
 dividends, **13:37 et seq.**
 Agreements, **13:7 et seq.**, **13:54 et seq.**
 Approval, **13:4 et seq.**, **13:34 et seq.**
 Corporation, relations with, **13:54 et seq.**
 Creditors, **13:37 et seq.**, **13:47 et seq.**
 Directors, relations with, **13:37 et seq.**
 Fiduciary duties, whether, **13:47 et seq.**
 Governance, intervention in, **13:7 et seq.**

SHAREHOLDERS—Cont'd

Inspect, right to, **13:1 et seq.**
 Liabilities, **13:47 et seq.**
 creditors, to, **13:47 et seq.**
 Meetings, **13:1 et seq.**, **13:37 et seq.**, **13:54 et seq.**
 Minority, rights of, **13:7 et seq.**
 Participation, **13:37 et seq.**
 Pre-emptive rights, **13:37 et seq.**
 Proxy, **13:1 et seq.**, **13:54 et seq.**
 Registered, **13:54 et seq.**
 Relations among, **13:37 et seq.**, **13:47 et seq.**
 Relations with corporation, **13:4 et seq.**
 Resolutions, **13:54 et seq.**
 Rights, **13:37 et seq.**
 Subscription by, **13:37 et seq.**
 Unanimous agreements
 see Unanimous Shareholders Agreement
 Voting, **13:1 et seq.**, **13:37 et seq.**, **13:54 et seq.**
 by class, **13:54 et seq.**
 multiple, **13:54 et seq.**
 per share, **13:54 et seq.**
 proxy, **13:54 et seq.**
 restrictions, **13:54 et seq.**
 trusts, **13:54 et seq.**

SHARES

See also Corporations; Shareholders
 Classes, **13:1 et seq.**, **13:37 et seq.**
 Common, **13:37 et seq.**
 Constraints
 transfer of shares, **13:37 et seq.**
 Conversion rights, **13:37 et seq.**
 Distributions, **13:37 et seq.**
 Issuance, **13:37 et seq.**
 fully paid and non-assessable basis, **13:37 et seq.**
 Liquidation, **13:37 et seq.**
 Ownership, equity, **13:37 et seq.**
 Part consideration for, **13:37 et seq.**
 Partial payment for, **13:37 et seq.**

SHARES—Cont'd

Par value, **13:37 et seq.**
Personal property, as, **13:37 et seq.**
Pledging, **13:54 et seq.**
Preferred, **13:37 et seq.**
Redemption rights, **13:37 et seq.**
Special, **13:37 et seq.**
Transferability of, **13:37 et seq.**
Voting, **13:37 et seq.**

SIGNATURES, ELECTRONIC

Generally, **12:12 et seq.**
Canada, **12:13**
United States, **12:18**

**SPECIALTY CREDIT
ENHANCEMENT
PRODUCTS**

Generally, **8:11 et seq.**
Asset swaps, **8:13**
Capital reserves, **8:13**
Commercial paper, **8:13**
Contractual risk, **8:13**
Cost of funds, **8:11**
Credit
 derivatives, **8:12**
 enhancement, **8:11, 8:13**
 put options, **8:12**
 swap, **8:12**
Debt structure, **8:11**
Extendible commercial paper, **8:13**
Financial guarantee insurance, **8:11**
Indenture trustee, **8:11**
Insurance
 agreement, **8:11**
 regulation, **8:11**
Issuer, **8:11**
Jurisdiction, **8:11**
Liquidity support products, **8:13**
Note purchase arrangements, **8:13**
Operating lines, **8:13**
Portfolio credit risk, **8:12**
Rated issue, **8:11**
Risk diversification, **8:12**
Securities law, **8:11**

**SPECIALTY CREDIT
ENHANCEMENT
PRODUCTS—Cont'd**

Taxes, **8:11**
Trust indenture, **8:11**

STAY OF PROCEEDINGS

Generally, **3:21 et seq.**
Proposals, **3:21**
Reorganizations, **3:22**
Secured creditors, **3:21**
Supply of goods and, **3:22**
Termination of, **3:22**

STEPPING-UP BASIS OF ASSETS

Generally, **4:27**

STRUCTURING OF SECURITY

Generally, **6:9**

**SUPERINTENDENT OF
BANKRUPTCY**

Generally, **3:7**

SUPREME COURT OF CANADA

Court structure, **1:18**
Jurisdiction, **1:18**
Stand-alone court, as, **1:2 et seq.**

TAXES/TAXATION

Arm's length, **4:31**
Branch
 operation, **4:2, 4:14**
 profits (U.S.), **4:10**
Capitalization issues
 see Capital/Capitalization
Commercial leasing and
 capital tax, **16:21**
 generally, **16:19 et seq.**
 goods and services tax, **16:20**
 income tax, **16:23**
 land transfer tax, **16:22**
 property tax, **16:19**
Cross border, Canada-US, limited
 partnership, **4:40 et seq.**
Limited partnership, Canada,
 4:40 et Seq.
 Adjusted cost base and dispo-
 sition of limited partner-

TAXES/TAXATION—Cont'd

- Cross border, Canada-US, limited partnership, **4:40 et seq.**
 - Cont'd
- Limited partnership, Canada, **4:40 et seq.**—Cont'd
 - ship units, **4:42**
 - General rules, **4:40**
 - Information reporting, **4:43**
 - Loss deduction limitation, **4:41**
- Limited partnership, United States, **4:44 et seq.**
 - Generally, **4:44**
 - Cross border tax issues, **4:53**
 - Cross border tax structures, **4:53**
 - General partner interests, **4:50**
 - Limited liability companies, **4:47**
 - Limited liability partnerships, **4:47**
 - Limited partnership, U.S. taxation of, **4:52**
 - Other pronouncements, U.S., **4:48**
 - Reporting partnership income, **4:46**
 - Revenue rulings, U.S., **4:48**
 - Similar entities, U.S. taxation of, **4:52**
 - Tax regulations, U.S., **4:48**
 - Type of partnership, taxation based on, **4:45**
 - Unrelated business taxable, **4:49**
- US Residents, Taxable Canadian Property, **4:54 et seq.**
 - Canadian, **4:54**
 - Canadian limited partnerships, no non-resident limited partners, **4:56**
 - Canadian limited partners in a U.S. limited partnership, taxation for, **4:58**
 - Dual partnership, **4:57**

TAXES/TAXATION—Cont'd

- Cross border, Canada-US, limited partnership, **4:40 et seq.**
 - Cont'd
- US Residents, Taxable Canadian Property, **4:54 et seq.**
 - Cont'd
 - Non-resident partnerships, **4:57**
 - Similar tax treatment, **4:59**
 - U.S. tax information, limited partners, **4:55**
- Debt, **4:31**
 - see also Debt
 - convertible, **4:34**
 - interest rate, **4:33**
 - participating, **4:33**
- Deferral
 - see also Anti-Deferral Regimes (U.S.)
 - Anti-deferral regimes, **4:37 et seq.**
 - Canadian tax, **4:5**
- Digital economy business, GST/HST payable by, **4:60**
- Digital Services Act, **4:61**
- Dividends, **4:4, 4:30**
- Estates and gifts, U.S.
 - Canadian corporations, **4:12**
 - partnerships, **4:16**
 - U.S. corporations, **4:7**
- Exempt surplus, **4:5**
- Federal (U.S.) income tax rates, **4:4**
- Flow-through tax treatment, **4:22**
- Interest deductibility, **4:10**
- Limited liability companies, **4:22**
- Multilateral Agreement for Global Digital Services Tax, **4:61**
- Non-arm's length persons, **4:36**
- Non-resident withholding, **4:30**
 - convertible debt and, **4:34**
- Nova Scotia Unlimited Liability Company (NSULC), **4:27**
- Operating income, **4:5**
- Property, taxable Canadian, **4:35**

TAXES/TAXATION—Cont'd

- Related group, **4:30**
- Returns, **4:8**
- Sale, gain from, **4:11**
- Shareholder liability protection, **4:8**
- State, **4:13**
- State income tax rates, **4:4**
- Stepping-up basis of assets, **4:27**
- Test re equipment leases, **7:8**
- Treaties, **4:13, 4:30**
- Withholding tax
 - convertible debt, **4:34**
 - dividends, **4:8, 4:10, 4:30**
 - income trusts, **8:16**
 - non-resident, **4:30**

TERRORIST FINANCING

- See also Money Laundering
- Generally, **9:8 et seq.**
- Canada, **9:8**
- United States, **9:9**

THIRD PARTY CLAIMS

- Generally, **6:20**

TORT LAW

- U.S. commercial disputes and, **1:14**

TRADEMARK

- Generally, **11:18 et seq.**
- Assignments, **11:23**
- Licenses, **11:23**
- Protection
 - common law, **11:20**
 - duration, **11:24**
 - nature of, **11:21**
 - source of, **11:19**
 - statutory, **11:19**
 - what is protected, **11:21**
- Registration, **11:25**
 - abandonment, **11:30**
 - benefits of, **11:26**
 - foreign priority filing, **11:29**
 - information, further, **11:31**
 - process, **11:27**
 - registrability, **11:25**

TRADEMARK—Cont'd

- Registration, **11:25—Cont'd**
 - U.S. system compared, **11:28**
- Service marks, **11:21**
- Use, **11:22**
 - assignments, **11:23**
 - licenses, **11:23**
 - “used,” **11:22**
 - “used in commerce,” **11:22**
- What constitutes, **11:18**

TRADE SECRETS

- Generally, **11:37**

**TRANSFER OF PARTNERSHIP
INTEREST**

- Generally, **10:43**

TRIALS

- Jury
 - see Jury Trials
- U.S. District Court, **1:17**

TRUSTEE IN BANKRUPTCY

- Generally, **3:8**

TRUSTS

- See also Business Trust; Corpora-
tions
- business, **13:33**
- Income, **8:16**
- Voting, **13:54 et seq.**

**UNANIMOUS SHAREHOLDERS
AGREEMENT**

- Accountability, **13:7 et seq.**
- Approvals, **13:54 et seq.**
- Auditors, election of, **13:54 et seq.**
- Directors
 - election of, **13:54 et seq.**
 - powers, **13:54 et seq.**
- Financial statements, annual, **13:54 et seq.**
- Governance, **13:7 et seq., 13:54 et seq.**
- Management powers, **13:54 et seq.**
- Quorum, **13:54 et seq.**

**UNANIMOUS SHAREHOLDERS
AGREEMENT—Cont’d**

Shareholders rights and, **13:37 et seq.**

Voting rights and, **13:54 et seq.**

**UNCITRAL MODEL LAW FOR
INTERNATIONAL
COMMERCIAL
ARBITRATION**

Generally, **2:8**

UNIFORM COMMERCIAL CODE

Generally, **7:6**

Cross-border issues, **6:8**

Equipment leasing and, **7:1, 7:3**

Secured lending and, **6:1**

**UNITED STATES BANKRUPTCY
CODE**

Generally, **3:3**

Creditors’ committees and, **3:6**

Exclusions from relief, **3:14**

Perfecting security, **6:9**

Priorities under, **6:21**

Structuring security, **6:9**

Voidable transfers and, **3:26 et seq.**

**UNITED STATES BANKRUPTCY
COURT**

Generally, **3:3**

Classification of creditors, **3:25**

“Cramming down” on dissenting
creditors, **3:25**

Debtor-in-possession, **3:5**

Guidelines, **3:31**

Protocol, **3:31**

**UNITED STATES DISTRICT
COURTS**

Generally, **1:17**

**UNITED STATES FEDERAL
COURT**

Generally, **1:17**

**UNITED STATES SUPREME
COURT**

Generally, **1:18**

**UNLIMITED LIABILITY
COMPANIES**

Generally, **13:27**

Amalgamation, **13:27**

Conversion, **13:27**

Director requirements, **13:27**

“Foreign partnership,” **13:27**

Memorandum of association, **13:27**

Nova Scotia (NSULC), **4:2, 4:27**

Objects, **13:27**

Powers, **13:27**

Registered office, **13:27**

Shares, **13:27**

Tax treatment, **13:27**

USE

Commercial leasing and, **16:13**

Equipment leases and, **7:3**

Securitizations and, **8:2**

Trademarks and, **11:22**

VOIDABLE TRANSACTIONS

Generally, **3:26 et seq.**

Chapter 7 liquidation, **3:26 et seq.**

Fraudulent transfers, **3:26 et seq.**

Preferences, **3:26 et seq.**

Proposals, **3:27**

Reorganizations, **3:28**

Reviewable transactions, **3:27**

Settlements, **3:27**

VOTING RIGHTS

Generally, **13:54 et seq.**

**WINDING-UP AND
RESTRUCTURING ACT**

Generally, **3:14**