Table of Contents

CHAPTER 1. INTRODUCTION

§ 1:1 Introduction

CHAPTER 2. THE COMMERCIAL AGREEMENT

§ 2:1 The Commercial Agreement

CHAPTER 3. TITLE

§ 3:1 Title

CHAPTER 4. DATE

§ 4:1 Date

CHAPTER 5. PARTIES

- § 5:1 Introduction
- § 5:2 Individuals
- § 5:3 —On Behalf of a Corporation to be Incorporated
- § 5:4 —Power of Attorney
- § 5:5 —Trustee
- § 5:6 Partnerships
- § 5:7 Corporations
- § 5:8 Defining Parties

CHAPTER 6. RECITALS

§ 6:1 Recitals

CHAPTER 7. CONSIDERATION

- § 7:1 Introduction
- § 7:2 Principles and Cases
- § 7:3 Recommendations and Conclusion

CHAPTER 8. INTERPRETATION PROVISIONS

- § 8:1 Introduction
- § 8:2 Definitions
- § 8:3 —Types of Definitions and Their Uses

BEHIND AND BEYOND BOILERPLATE

§ 8:4 —Principles and Cases § 8:5 -Recommendations and Conclusion § 8:6 **Entire Agreement** § 8:7 —Principles and Cases -Recommendations and Conclusion § 8:8 § 8:9 **Extended Meanings** § 8:10 —Principles and Cases -Recommendations and Conclusion § 8:11 § 8:12 **Accounting Principles** § 8:13 —Concepts and Principles —Application of Accounting Principles § 8:14 § 8:15 —Consistency § 8:16 —Certainty § 8:17 Headings § 8:18 —Principles and Cases -Recommendations and Conclusion § 8:19 § 8:20 References § 8:21 —Principles and Cases -Recommendations and Conclusion § 8:22 § 8:23 Capitalized Terms § 8:24 —Principles and Cases § 8:25 -Recommendations § 8:26 Governing Law § 8:27 —Principles and Cases—Choice of Law § 8:28 — —Choice of Forum § 8:29 -Recommendations and Considerations § 8:30 **Business Day** § 8:31 —Principles and Cases —Recommendations § 8:32 § 8:33 Currency § 8:34 —Principles and Cases § 8:35 -Recommendations § 8:36 Schedules and Appendices § 8:37 —Principles and Cases § 8:38 -Recommendations and Conclusion

CHAPTER 9. CLAUSES

- § 9:1 § 9:2
- —Principles and Cases
- -Recommendations § 9:3
- § 9:4 Remedies
- § 9:5 —Principles and Cases
- § 9:6 -Recommendations and Considerations
- § 9:7 Liquidated Damages

Table of Contents

§ 9:8	—Principles and Cases
§ 9:9	—Recommendations and Conclusion
§ 9:10	Arbitration
§ 9:11	—Principles and Cases
§ 9:12	—Recommendations and Considerations
§ 9:13	Force Majeure
§ 9:14	—Principles and Cases
§ 9:15	—Recommendations and Considerations
§ 9:16	Limitation of Liability
§ 9:17	—Principles and Cases
§ 9:18	—Recommendations
§ 9:19	Limitation of Actions
§ 9:20	—Principles and Cases
§ 9:21	—Recommendations and Conclusion
§ 9:22	Survival
§ 9:23	—Principles and Cases
§ 9:24	—Recommendations and Conclusion
§ 9:25	Costs and Legal Expenses
§ 9:26	—Principles and Cases
§ 9:27	—Recommendations and Conclusion
§ 9:28	Assignment
§ 9:29	—Principles and Cases
§ 9:30	— Novation and Delegation: The Impossibility of
, 0.00	Assigning a Contractual Burden
§ 9:31	— Presumption of Assignability
§ 9:32	——————————————————————————————————————
	of Assignment
§ 9:33	—Recommendations and Conclusion
§ 9:34	Joint and Several Obligations
§ 9:35	—Principles and Cases
§ 9:36	—Recommendations and Conclusion
§ 9:37	Time
§ 9:38	—Principles and Cases
§ 9:39	—Recommendations and Conclusion
§ 9:40	Notices
§ 9:41	—Principles and Cases
§ 9:42	—Recommendations and Conclusion
§ 9:43	Transmission by Facsimile or Electronic Means
§ 9:44	—Principles and Cases
§ 9:45	—Recommendations and Conclusion
§ 9:46	Prior Agreement
$\S 9:47$	—Principles and Cases
§ 9:48	—Recommendations and Conclusion
§ 9:49	Amendments
§ 9:50	—Principles and Cases—General

BEHIND AND BEYOND BOILERPLATE

§ 9:51	— —Oral Amendments					
§ 9:52	— —Written Amendments					
§ 9:53	——Treatment of Boilerplate Amendment Clauses					
§ 9:54	—Recommendations and Conclusion					
§ 9:55	Further Assurances					
§ 9:56	—Principles and Cases					
§ 9:57	— —Implied Terms					
§ 9:58	—Recommendations and Conclusion					
§ 9:59	Severability					
§ 9:60	—Principles and Cases					
§ 9:61	—Recommendations and Conclusion					
§ 9:62	English Language Clause and the Amended Charter of the French Language					
§ 9:63	English Language and French Language— Principles and Cases					
§ 9:64	—Recommendations and Conclusion					
§ 9:65	Binding Effect and Enurement					
§ 9:66	—Principles and Cases					
§ 9:67	—Recommendations and Conclusion					
§ 9:68	Independent Legal Advice					
§ 9:69	—Principles and Cases—General Rule and					
Ü	Exceptions					
§ 9:70	——Duress					
§ 9:71	——Inequality of Bargaining Power					
§ 9:72	— —Undue Influence					
§ 9:73	— —Fiduciary Relationship					
§ 9:74	— —Unconscionability					
§ 9:75	— —Independent Legal Advice					
§ 9:76	—Recommendations and Conclusion					
§ 9:77	Acknowledgement					
§ 9:78	—Principles and Cases—Consensus ad idem					
§ 9:79	——Non est factum					
§ 9:80	— —Notice					
§ 9:81	—Recommendations and Conclusion					
§ 9:82	Counterparts					
§ 9:83	—Principles and Cases					
§ 9:84	—Recommendations and Conclusion					
§ 9:85	Novation					
§ 9:86	—Principles and Cases					
§ 9:87	—Recommendations and Conclusion					
§ 9:88	Confidentiality					
§ 9:89	—Principles and Cases					
§ 9:90	— — The Equitable Duty of Confidentiality					
§ 9:91	— —The Confidentiality Clause: Why Bother?					
0.01	2110 Community Clause, Tilly Doublet.					

Table of Contents

§ 9:92	——Obligations to Disclose and Judicially Imposed
	Limitations
§ 9:93	—Recommendations and Conclusion
§ 9:94	"No Announcement" or "No Publicity"
§ 9:95	—Principles and Cases—Commercial Transactions
§ 9:96	——Severance Agreements
§ 9:97	——Litigation Settlements
§ 9:98	—Recommendations and Conclusion
§ 9:99	Independent Contractor
§ 9:100	—Principles and Cases
§ 9:101	—Recommendations and Conclusion

CHAPTER 10. TESTIMONIUM, ATTESTATION AND SEALS

- § 10:1 Testimonium
- § 10:2 Attestation and Seals
- § 10:3 —Testimonium
- § 10:4 —Attestation
- § 10:5 —Seals
- § 10:6 Recommendations and Conclusion

CHAPTER 11. CONCLUSION

§ 11:1 Conclusion

APPENDIX

Appendix A. Bibliography

Table of Cases

Index