

# Index

## **ALABAMA**

Case law discussion, 2:1

## **ALASKA**

Case law discussion, 2:2

## **ALTER EGO DOCTRINE**

Generally, 1:6

Fifth Circuit cases, 3:7

Fourth Circuit cases, 3:6

Liability of LLC members, 4:2

Seventh Circuit cases, 3:9

Third Circuit cases, 3:5

## **ARGENTINA**

Applicability of piercing doctrine, 5:2

## **ARIZONA**

Case law discussion, 2:3

## **ARKANSAS**

Case law discussion, 2:4

## **BANKRUPTCY**

Federal Bankruptcy Code, 3:35

France, 5:5

## **BERLE ENTERPRISE ENTITY**

Overview of doctrine, 1:9

## **CALIFORNIA**

Case law discussion, 2:5

## **CARDOZO THEORY**

Generally, 1:4

## **CERCLA**

Environmental Law, this index

## **CHOICE OF LAW**

Environmental law, CERCLA, 3:24

## **CIVIL LAW COUNTRIES**

Piercing veil in foreign countries, 5:1

## **CIVIL RIGHTS**

Title VII, 3:36

## **CLARK THEORY**

Overview of doctrine, 1:8 et seq.

## **COLORADO**

Case law discussion, 2:6

Liability of LLC members, 4:2

## **COMMON LAW COUNTRIES**

Piercing veil in foreign countries, 5:1

## **COMPETITION LAW**

International veil piercing, 5:8

## **CONNECTICUT**

Case law discussion, 2:7

## **CONTRACT CREDITORS**

Generally, 1:10

## **CONTRACT THEORY**

Generally, 1:2, 1:7

## **CONVENIENCE ARGUMENT**

Generally, 1:2, 1:7

## **COPYRIGHT INFRINGEMENT**

Lanham Act, 3:17

## **COURTS**

International veil piercing. See  
Foreign Countries, this index

## **CREDITORS**

Contract and tort creditors, 1:10

## **DEBTS**

Corporate debts, liability for, 1:1

## **DELAWARE**

Case law discussion, 2:8

## **DISTRICT OF COLUMBIA**

Generally, 2:9

Federal Circuit Court of Appeals,  
3:14

## **ECONOMICS**

Law and economics, 1:7

**EIGHTH CIRCUIT COURT OF APPEALS**

Case law discussion, **3:10**  
Liability of LLC members, **4:2**

**ELEVENTH CIRCUIT COURT OF APPEALS**

Case law discussion, **3:13**

**EMPLOYMENT**

Labor Law, this index

**ENGLAND**

Applicability of piercing doctrine, **5:3**

**ENTERPRISE ENTITY THEORY**

Overview of doctrine, **1:9**

**ENTERPRISE FRAGMENTS**

Generally, **1:9**

**ENTITY THEORY**

Generally, **1:9**

**ENVIRONMENTAL LAW**

Generally, **3:18 to 3:25**

**CERCLA**

Choice of law, **3:24**  
Derivative liability, **3:20**  
Direct operator liability, **3:21**  
First Circuit cases, **3:3**  
Individual liability, **3:23**  
Parent liability, **3:19, 3:20**  
Successor liability, **3:22**  
Supreme Court cases, **3:2**  
International veil piercing, **5:8**

**ERISA**

Generally, **3:26**  
First Circuit cases, **3:3**  
Ninth Circuit cases, **3:11**  
Sixth Circuit cases, **3:8**  
Third Circuit cases, **3:5**

**FAIR LABOR STANDARDS ACT**

Generally, **3:27**

**FEDERAL LAW**

Generally, **3:1 to 3:36**  
Bankruptcy Code, **3:35**  
Copyright infringement, **3:17**

**FEDERAL LAW—Cont'd**

District of Columbia Circuit Court of Appeals, **3:14**  
Eighth Circuit Court of Appeals, **3:10**  
Environment. See Environmental Law, this index  
**ERISA, 3:26**  
Federal Circuit Court of Appeals, **3:15**  
Fifth Circuit Court of Appeals, **3:7**  
First Circuit Court of Appeals, **3:3**  
Fourth Circuit Court of Appeals, **3:6**  
Housing policy, **3:31**  
Labor. See Labor Law, this index  
Medicare, **3:32**  
Ninth Circuit Court of Appeals, **3:11**  
Patent infringement, **3:30**  
Second Circuit Court of Appeals, **3:4**  
Seventh Circuit Court of Appeals, **3:9**  
Sixth Circuit Court of Appeals, **3:8**  
Small Business Administration, **3:33**  
Supreme Court, **3:2**  
Tenth Circuit Court of Appeals, **3:12**  
Third Circuit Court of Appeals, **3:5**  
Title VII, **3:36**  
Worker Adjustment and Retraining Notification (WARN) Act, **3:34**

**FICTITIOUS COMPANY**

France, **5:6**

**FIFTH CIRCUIT COURT OF APPEALS**

Case law discussion, **3:7**

**FIRST CIRCUIT COURT OF APPEALS**

Case law discussion, **3:3**

**FLORIDA**

Case law discussion, **2:10**

**FOREIGN CORPORATIONS**

Competition law, **5:8**  
Debt of corporation, liability of shareholders, **5:5**  
Environmental law, **5:8**  
Labor law, **5:8**

**FOREIGN COUNTRIES**

Generally, **5:1 to 5:10**

## INDEX

### **FOREIGN COUNTRIES—Cont'd**

- Appearance doctrine, 5:7
- Argentina, 5:2
- Bankruptcy Statute, 5:5
- Common law vs. civil law countries, 5:1
- Corporate groups, 5:8
- Courts
  - Appearance doctrine, 5:7
  - Doctrine of appearance, 5:7
  - Economic unity doctrine, 5:7
  - Fictitious company, 5:6
  - Legitimate belief, 5:7
  - Main doctrines, 5:6
  - Mingling of assets, 5:6
  - Other doctrines of court, 5:7
  - Tort liability, 5:7
- Debt of corporation, liability of shareholders, 5:5
- Doctrines of courts, 5:6, 5:7
- Economic unity doctrine, 5:7
- England, 5:3
- Fictitious company, 5:6
- France, 5:4 to 5:8
- Germany, 5:9
- Japan, 5:10
- Legitimate belief, 5:7
- Mingling of assets, 5:6
- Other doctrines of court, 5:7
- Tort liability, 5:7

### **FOURTH CIRCUIT COURT OF APPEALS**

- Case law discussion, 3:6

### **FRANCE**

- Applicability of piercing doctrine, 5:4 to 5:8

### **FRAUD**

- Fraud or wrong test, 1:6
- Fraudulent conveyance theory, 1:8 et seq.

### **FRAUDULENT CONVEYANCES**

- Privilege theory, 1:8 et seq.

### **GEORGIA**

- Case law discussion, 2:11

### **GERMANY**

- Applicability of piercing doctrine, 5:9
- Limited liability companies
  - History and general characteristics, 4:3
- Piercing the veil of German LLCs, 4:4

### **HARM**

- Actual harm test, 1:6

### **HAWAII**

- Case law discussion, 2:12

### **HISTORICAL BACKGROUND**

- Generally, 1:1 to 1:12
- For detailed treatment see Overview of Doctrine, this index

### **HISTORY ARGUMENT**

- Generally, 1:2

### **HOUSING**

- National housing policy, 3:31

### **IDAHO**

- Case law discussion, 2:13

### **ILLINOIS**

- Case law discussion, 2:14

### **INDIANA**

- Case law discussion, 2:15

### **INSTRUMENTALITY RULE**

- Generally, 1:6, 1:8

### **INTERNATIONAL VEIL PIERCING**

- Foreign Countries, this index

### **IOWA**

- Case law discussion, 2:16

### **JAPAN**

- Applicability of piercing doctrine, 5:10

### **KANSAS**

- Case law discussion, 2:17

### **KENTUCKY**

- Case law discussion, 2:18

**LABOR LAW**

- Generally, 3:27
- Fair Labor Standards Act, 3:27
- International veil piercing, 5:8
- Labor-Management Reporting and Disclosure Act, 3:28
- National Labor Relations Act and Board, 3:29

**LANHAM ACT**

- Copyright infringement, 3:17

**LIMITED LIABILITY COMPANIES**

- German LLCs
  - History and general characteristics, 4:3
  - Piercing the veil of German LLCs, 4:4
- History and general characteristics, 4:1
- Piercing the veil of LLCs, 4:2

**LIMITED PARTNERSHIPS**

- Distinguished from LLCs, 4:1

**LOSS OR INJURY**

- Unjust loss or injury test, 1:6

**LOUISIANA**

- Case law discussion, 2:19

**MAINE**

- Case law discussion, 2:20

**MARKET-ORIENTED THEORY**

- Overview of doctrine, 1:7

**MARYLAND**

- Case law discussion, 2:21

**MASSACHUSETTS**

- Case law discussion, 2:22

**MEDICARE**

- Generally, 3:32

**MICHIGAN**

- Case law discussion, 2:23

**MINGLING OF ASSETS**

- International veil piercing, 5:6

**MINNESOTA**

- Case law discussion, 2:24

**MISSISSIPPI**

- Case law discussion, 2:25

**MISSOURI**

- Case law discussion, 2:26

**MONTANA**

- Case law discussion, 2:27

**NATIONAL LABOR RELATIONS ACT**

- Generally, 3:29

**NEBRASKA**

- Case law discussion, 2:28

**NEVADA**

- Case law discussion, 2:29

**NEW HAMPSHIRE**

- Case law discussion, 2:30

**NEW JERSEY**

- Case law discussion, 2:31

**NEW MEXICO**

- Case law discussion, 2:32

**NEW YORK**

- Case law discussion, 2:33 to 2:36

Federal court interpretations of New York law, 2:36

Great trilogy, 2:34, 2:35

**NINTH CIRCUIT COURT OF APPEALS**

- Case law discussion, 3:11

**NORTH CAROLINA**

- Case law discussion, 2:37

**NORTH DAKOTA**

- Case law discussion, 2:38

**OHIO**

- Case law discussion, 2:39

**OKLAHOMA**

- Case law discussion, 2:40

**OREGON**

- Case law discussion, 2:41

**OVERVIEW OF DOCTRINE**

- Generally, 1:1 to 1:12

Abuse requirement, 1:9

## INDEX

### OVERVIEW OF DOCTRINE

#### —Cont’d

- Actual harm test, 1:6
- Alter-ego test, 1:6
- Argument from policy revisited, privilege theory
  - Robert Clark theory, 1:8
  - Broad veil-piercing theory, 1:5
  - Cardozo theory, 1:4
  - Clark theory, 1:8 *et seq.*
  - Contract and tort creditors, 1:10
  - Control and domination test, 1:6
  - Convenience argument, 1:7
  - Diversification, 1:7
  - Early evolution of scholarly approaches to problem, 1:3
  - Easterbrook and Fischel analysis, 1:7
  - Enterprise entity theory, 1:9
  - Entity theory, 1:9
  - First-party compensation schemes, 1:10
  - Fraud or wrong test, 1:6
  - Fraudulent conveyances theory, 1:8 *et seq.*
  - Hansmann and Kraakman theory, 1:10
  - History argument, 1:3
    - Generally, 1:2
  - Injustice or injury test, 1:6
  - Instrumentality rule, 1:6
  - Law and economics, 1:7
  - Limited liability and piercing doctrine, 1:1
  - Market-oriented theory, 1:7
  - Moral hazard, 1:7, 1:10
  - Nature and its flaws, 1:3
  - Origin of equitable theory
    - Generally, 1:3 to 1:6
    - Broad veil-piercing theory, 1:5
    - Cardozo theory, 1:4
    - Three-pronged test, 1:6
    - Wormser theory, 1:5
  - Origin of equitable veil-piercing theory, 1:3
  - Parents and subsidiaries, 1:11
  - Policy argument
    - Generally, 1:2, 1:8 *et seq.*
    - Contract and tort creditors, 1:10

### OVERVIEW OF DOCTRINE

#### —Cont’d

- Policy argument—Cont’d
  - Entity theory, 1:9
  - Parents and subsidiaries, 1:11
  - Privilege theory, separate entity, 1:8 *et seq.*
  - Undercapitalization rationale, 1:9
- Posner theory, 1:7
- Powell theory, 1:6
- Presumptions, 1:12
- Shareholder limited liability and piercing doctrine, 1:1
- Single-business enterprise, 1:9
- Size of firm, 1:7
- Three-pronged test, 1:6
- Undercapitalization rationale, 1:9
- Wormser theory, 1:5

### PARENT / SUBSIDIARY RELATIONSHIP

- Generally, 1:11
- Alaska, 2:2
- Arizona, 2:3
- Arkansas, 2:4
- Berkey case, 1:4
- California, 2:5
- CERCLA, 3:2, 3:20
- Colorado, 2:6
- Delaware, 2:8
- District of Columbia, 2:9
- Fifth Circuit, 3:7
- First Circuit, 3:3
- Florida, 2:10
- Focus of piercing problem, 1:6, 1:7, 1:11
- Georgia, 2:11
- Illinois, 2:14
- Indiana, 1:9, 2:15
- Kansas, 2:17
- Louisiana, 2:19
- Maine, 2:20
- Maryland, 2:21
- Michigan, 2:23
- Minnesota, 2:24
- Missouri, 2:26
- Montana, 2:27
- New Jersey, 2:31

**PARENT / SUBSIDIARY RELATIONSHIP—Cont'd**  
New Mexico, 2:32  
New York, 2:34  
North Carolina, 2:37  
North Dakota, 2:38  
Oklahoma, 2:40  
Pennsylvania, 2:42  
Rhode Island, 2:44  
Second Circuit, 2:36, 3:4  
Seventh Circuit, 3:9  
Sixth Circuit, 3:8  
South Carolina, 2:45  
South Dakota, 2:46  
Tennessee, 2:47  
Third Circuit, 3:5  
Three-pronged test for veil-piercing, 1:6  
Title VII, 3:36  
Under WARN Act, 3:34  
Utah, 2:49  
Washington, 2:52, 3:31, 3:34

**PATENT INFRINGEMENT**  
Generally, 3:30

**PENNSYLVANIA**  
Case law discussion, 2:42

**POLICY ARGUMENT**  
Generally, 1:2

**POSNER THEORY**  
Overview of doctrine, 1:7

**POWELL THEORY**  
Overview of doctrine, 1:6

**PRESUMPTIONS**  
Overview of doctrine, 1:12

**PRIVILEGE THEORY**  
Separate entity, generally, 1:8 *et seq.*

**PUERTO RICO**  
Case law discussion, 2:43

**REVERSE-PIERCING**  
California, 2:5  
Defined, 2:12  
Florida, 2:10  
Georgia, 2:11

**REVERSE-PIERCING—Cont'd**  
Illinois, 2:14  
Indiana, 2:15  
Kansas, 2:17  
Michigan, 2:23  
Minnesota, 2:24  
New Jersey, 2:31  
New York, 2:35  
Pennsylvania, 2:42  
Sixth Circuit, 3:8  
Texas, 2:48  
Utah, 2:49  
Vermont, 2:50  
Virginia, 2:51  
Wisconsin, 2:54

**RHODE ISLAND**  
Case law discussion, 2:44

**SECOND CIRCUIT COURT OF APPEALS**  
Case law discussion, 3:4

**SEVENTH CIRCUIT COURT OF APPEALS**  
Case law discussion, 3:9

**SHAREHOLDER LIMITED LIABILITY DOCTRINE**  
Overview, 1:1

**SHAREHOLDERS**  
International veil piercing. See  
Foreign Countries, this index

**SINGLE-BUSINESS ENTERPRISE**  
Overview of doctrine, 1:9

**SIXTH CIRCUIT COURT OF APPEALS**  
Case law discussion, 3:8

**SMALL BUSINESS ADMINISTRATION**  
Generally, 3:33

**SOUTH CAROLINA**  
Case law discussion, 2:45

**SOUTH DAKOTA**  
Case law discussion, 2:46

## INDEX

### **STATE LAW**

Generally, 2:1 to 2:55  
Alabama, 2:1  
Alaska, 2:2  
Arizona, 2:3  
Arkansas, 2:4  
California, 2:5  
Colorado, 2:6  
Connecticut, 2:7  
Delaware, 2:8  
District of Columbia, 2:9  
Florida, 2:10  
Georgia, 2:11  
Hawaii, 2:12  
Idaho, 2:13  
Illinois, 2:14  
Indiana, 2:15  
Iowa, 2:16  
Kansas, 2:17  
Kentucky, 2:18  
Louisiana, 2:19  
Maine, 2:20  
Maryland, 2:21  
Massachusetts, 2:22  
Michigan, 2:23  
Minnesota, 2:24  
Mississippi, 2:25  
Missouri, 2:26  
Montana, 2:27  
Nebraska, 2:28  
Nevada, 2:29  
New Hampshire, 2:30  
New Jersey, 2:31  
New Mexico, 2:32  
New York, 2:33 to 2:36  
North Carolina, 2:37  
North Dakota, 2:38  
Ohio, 2:39  
Oklahoma, 2:40  
Oregon, 2:41  
Pennsylvania, 2:42  
Puerto Rico, 2:43  
Rhode Island, 2:44  
South Carolina, 2:45  
South Dakota, 2:46  
Tennessee, 2:47  
Texas, 2:48

### **STATE LAW—Cont'd**

Utah, 2:49  
Vermont, 2:50  
Virginia, 2:51  
Washington, 2:52  
West Virginia, 2:53  
Wisconsin, 2:54  
Wyoming, 2:55

### **SUBCHAPTER S CORPORATIONS**

Distinguished from LLCs, 4:1

### **SUCCESSOR LIABILITY**

Environmental law, CERCLA, 3:22

### **SUPERFUND**

CERCLA. See Environmental Law,  
this index

### **SUPREME COURT**

Generally, 3:2

### **TENNESSEE**

Generally, 2:47

### **TENTH CIRCUIT COURT OF APPEALS**

Case law discussion, 3:12

### **TEXAS**

Case law discussion, 2:48

### **THIRD CIRCUIT COURT OF APPEALS**

Case law discussion, 3:5

### **THREE-PRONGED TEST**

Generally, 1:6

### **TITLE VII**

Generally, 3:36

### **TORT CREDITORS**

Generally, 1:10

### **UNDERCAPITALIZATION**

Generally, 1:9  
Alabama, 2:1  
Alaska, 2:2  
Arizona, 2:3  
As rationale for piercing the veil, 1:9  
California, 2:5  
Delaware, 2:8  
District of Columbia, 2:9

**UNDERCAPITALIZATION**

—Cont'd

- District of Columbia Circuit, 3:14
- Eighth Circuit, 3:10
- Eleventh Circuit, 3:13
- Fifth Circuit, 3:7
- First Circuit, 3:3
- Florida, 2:10
- Fourth Circuit, 3:6
- Idaho, 2:13
- Illinois, 2:14
- Indiana, 2:15
- Iowa, 2:16
- Kansas, 2:17
- Kentucky, 2:18
- Liability of LLC members, 4:2
- Louisiana, 2:19
- Massachusetts, 2:22
- Medicare, 3:32
- Michigan, 2:23
- Missouri, 2:26
- Montana, 2:27
- National housing policy, 3:31
- Nebraska, 2:28
- Nevada, 2:29
- New Hampshire, 2:30
- New Mexico, 2:32
- New York, 2:33 to 2:35
- North Carolina, 2:37
- North Dakota, 2:38
- Ohio, 2:39
- Oklahoma, 2:40
- Oregon, 2:41
- Overview of theory, 1:9
- Rationale for doctrine, 1:9
- Rhode Island, 2:44
- Second Circuit, 3:4
- Seventh Circuit, 3:9
- Sixth Circuit, 3:8

**UNDERCAPITALIZATION**

—Cont'd

- South Carolina, 2:45
- South Dakota, 2:46
- Supreme Court, 3:2
- Tenth Circuit, 3:12
- Texas, 2:48
- Third Circuit, 3:5
- Utah, 2:49
- Vermont, 2:50
- Washington, 2:52
- West Virginia, 2:53
- Wisconsin, 2:54
- Wyoming, 2:55

**UTAH**

- Case law discussion, 2:49

**VERMONT**

- Case law discussion, 2:50

**VIRGINIA**

- Case law discussion, 2:51

**WASHINGTON**

- Case law discussion, 2:52

**WEST VIRGINIA**

- Case law discussion, 2:53

**WISCONSIN**

- Case law discussion, 2:54

**WORKER ADJUSTMENT AND  
RETRAINING  
NOTIFICATION (WARN) ACT**

- Generally, 3:34

**WORMSER THEORY**

- Generally, 1:5

**WYOMING**

- Case law discussion, 2:55