

Preface

THE NEW JERSEY BUSINESS LAW DESKBOOK aims to provide the practitioner with a user-friendly discussion and analysis of roughly forty business law topics, which the Authors have divided into ten categories: (i) business organizations; (ii) contracts; (iii) commercial transactions; (iv) intellectual property law; (v) advertising and distribution law; (vi) environmental law; (vii) securities & mergers/acquisitions; (viii) dissolution & bankruptcy; (ix) business torts; and (x) miscellaneous topics in business law (including “Internet law”).

To the extent that business law topics are becoming increasingly interconnected and interdependent, the Authors believe that it is helpful, if not essential, to provide the practitioner with a handy resource that discusses these topics in a unified, integrated fashion. For example, an attorney representing a company with an Internet website must confront a myriad of interconnected legal issues, such as copyright law, trademark law, publicity law, distribution law, antitrust law, advertising law, defamation, privacy, online contracts, online sales, taxation, Internet law, business litigation, and collection remedies. Not to mention the need for a start-up Internet company to select an entity, hire and fire employees, enter into equipment leases, raise capital, and consider fundamental structural options, such as mergers, sale of business, or bankruptcy.

The Authors intend that the Deskbook will become precisely the type of resource that practitioners will expect and demand amid this dynamic legal landscape. The key to achieving a comprehensive yet compact business law resource requires that the Authors eschew “highly specialized” materials and “highly specialized” fields of law. More specifically, the definition of “highly specialized” that best embodies the Authors’ purposes may be the following: generally, a field of law is “highly specialized” when one or more of the following criteria are met: (i) the area of practice is so self-contained that it has its own set of codes, rules, and procedures; (ii) the area of practice is uniformly regarded as a “specialty” among practitioners; (iii) practitioners within that specialty are presumed to already possess numerous resources for that specialized field; and (iv) attorneys have no expectation that a publication addressing “business law” would include these “highly specialized” materials. Accordingly, the following areas of law are omitted (even though they otherwise fit

within the rubric of “business law”): tax law (although chapter 6 provides a primer on federal taxation as it relates to “choice of entity”), insurance law, banking law, the law of investment companies, and other industry-specific areas of law.

The Deskbook offers many features that the Authors believe will enhance its usefulness to the reader. Specifically:

1. The Deskbook eschews reliance on pocket parts in favor of an annual, softbound publication. This allows the Authors to revise the Deskbook annually. An annual publication affords the reader with the most timely material available.
2. Each chapter of the Deskbook will be completely revised and updated annually; some chapters will be rewritten entirely.
3. As appropriate, each chapter incorporates additional “practice pointers.”
4. The Deskbook aims to become a unified, integrated work, rather than an amalgamation of disparate chapters.
5. Although the Deskbook focuses on substantive (and not procedural) law, it addresses both transactional and litigation-oriented issues in equal measure. For example, the employment law sections are primarily litigation oriented, while the business entities chapters tend to focus on transactional aspects. With that said, most of the chapters aim to represent a balanced blend of transactional and litigation issues so as to maximize the usefulness to the reader. In addition, many of the chapters feature sample forms to facilitate the reader’s drafting of transactional business agreements and other documents.

The Authors acknowledge the significant and substantial contribution of fellow Thomson Reuters authors, including the law firm of Kinney & Lange, P.A. (intellectual property law). The Deskbook could not have been written without—and to a great extent whatever analytical sophistication resulted is—the product of their enormous contributions. In adapting their publications to the Deskbook, it was necessary to condense, edit, and sometimes eliminate material (and any errors or omissions that remain are ours). Finally, the Authors stress that they intend that the Deskbook become a useful resource for any attorney requiring guidance on important issues pertaining to business, commerce, employment, intellectual property, or related fields. Viewed most expansively, this publication aims to be readily accessible to any attorney or business person seeking general or specific information about business or commercial law.

Accordingly, the Authors intend that the following practitioners and scholars will value the Deskbook:

1. attorneys who regularly practice in business law;

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2. non-business law practitioners who nevertheless occasionally confront business law issues (and most attorneys will at some point);
3. attorneys representing corporations or other business entities;
4. attorneys confronting intellectual property issues;
5. attorneys confronting employment law issues;
7. attorneys whose clients seek to raise funds;
8. attorneys confronting environmental law issues;
9. attorneys confronting antitrust issues;
10. attorneys whose clients are part of any distribution system;
11. attorneys confronting advertising law issues;
12. attorneys whose clients use the Internet;
13. attorneys whose clients have an Internet website;
14. attorneys who enter into contracts or whose clients enter into contracts;
15. attorneys whose clients sell or lease goods or services;
16. attorneys whose clients may be a party to a law suit involving business torts.

Two final points are in order. First, like all general legal resources, the Deskbook is not designed to be relied upon as a substitute for specific legal advice or research. It is a general guide and the Authors do not purport to be providing legal advice. Second, like all tools, the Deskbook can be improved and undoubtedly there are items that could be clarified or may even be erroneous. We ask our readers to let us know if they have suggested improvements or corrections. Please forward these comments to brentolson@aol.com.