

Index

ACCEPTANCE

Collateral. **Secured Transactions**
(this index)

Contracts, § 24:39

ACCORD AND SATISFACTION

Generally, §§ 31:1 to 31:16

Forms, §§ 31:11 to 31:16

Acceptance of check or draft, § 31:7

Burden of proof, § 31:10

Character of agreement, § 31:1

Checks

acceptance, § 31:7

debtor's notice that check will be
tendered with restrictive
endorsement, form, § 31:16

Compelling satisfaction of accord,
form of creditor's complaint,
§ 31:11

Consent, § 31:4

Consideration, § 31:5

Definitions and distinctions, §§ 31:1,
31:2

Draft, acceptance of, § 31:7

Evidence, § 31:10

Forms

generally, §§ 31:11 to 31:16

allegation in debtor's answer
raising oral accord and satis-
faction as affirmative defense,
§ 31:13

allegation in debtor's answer
raising written acceptance of
part performance as affirma-
tive defense, § 31:15

allegation in debtor's answer
raising written accord and sat-
isfaction as affirmative
defense, § 31:14

ACCORD AND SATISFACTION

—Cont'd

Forms—Cont'd

creditor's complaint to compel
satisfaction of accord, § 31:11

creditor's complaint to enforce
underlying obligation, § 31:12

debtor's notice that check will be
tendered with restrictive
endorsement, § 31:16

Mutual consent, § 31:4

Novation, distinguished, § 27:3

Oral accord and satisfaction, form of
allegation in debtor's answer rais-
ing defense, § 31:13

Payment of undisputed portion of
disputed claim, § 31:6

Procedure, §§ 31:8 to 31:10

Raising accord and satisfaction as
affirmative defense, § 31:9

Subject matter, § 31:3

Underlying obligation

action on accord or underlying
obligation, § 31:8

creditor's complaint to enforce
underlying obligation, form,
§ 31:12

Written acceptance

allegation in debtor's answer
raising written acceptance of
part performance as affirma-
tive defense, form, § 31:15

allegation in debtor's answer
raising written accord and sat-
isfaction as affirmative
defense, form, § 31:14

ACCOUNTABILITY

Public benefit corporations, § 21:92

ACCOUNTANTS

Securities regulation liabilities,
§ 7:43

ACCOUNTS AND ACCOUNTING

Generally, §§ 18:35 to 18:53, 35:1
to 35:63

Forms, §§ 35:12 to 35:21, 35:34 to
35:42, 35:58 to 35:63

Account Stated (this index)

Actions for accounting

generally, §§ 18:36, 35:43 to
35:63

action available, § 35:45

action not available, § 35:46

costs, § 35:49

credits, § 35:51

defenses, § 35:47

definition, § 35:43

demand as condition precedent,
§ 35:54

elements, § 35:44

forms

affirmative defense of
account stated, § 35:63

allegation by employee for
accounting by employer,
§ 35:61

allegation for accounting for
rents by co-owner, § 35:62

complaint for accounting and
for payment of amount due
by nonprofit corporation,
§ 35:60

complaint for accounting
based on fiduciary relation-
ship and for payment of
amount due, § 35:58

complaint for accounting by
sales agent, § 35:59

interest, § 35:50

joinder and splitting of causes,
§ 35:57

parties, § 35:55

pleading, § 35:56

ACCOUNTS AND

ACCOUNTING—Cont'd

Actions for accounting—Cont'd

relief available, § 35:48

statute of limitations, § 35:53

venue, § 35:52

Banks (this index)

Bill of particulars, § 35:11

Book accounts, § 35:1

Burden of proof, § 35:33

Closed accounts, § 35:2

Costs, § 35:49

Credits, § 35:51

Defenses, § 35:5

actions for accounting, § 35:47

Definitions, actions for accounting,
§ 35:43

Demand as condition precedent,
§ 35:54

Forms

generally, §§ 35:12 to 35:21,
35:34 to 35:42, 35:58 to 35:63

affirmative defense of statute of
limitations, § 35:21

allegation by employee for
accounting by employer,
§ 35:61

allegation for accounting for
rents by co-owner, § 35:62

allegation of provision for
attorney fees, § 35:15

allegation that copy of account is
attached to complaint, § 35:14

complaint for accounting and for
payment of amount due by
nonprofit corporation, § 35:60

complaint for accounting based
on fiduciary relationship and
for payment of amount due,
§ 35:58

complaint for accounting by sales
agent, § 35:59

complaint for amount due for
goods sold and delivered on
open book account, § 35:12

INDEX

ACCOUNTS AND

ACCOUNTING—Cont'd

Forms—Cont'd

- complaint for amount due on open book account, § 35:18
- complaint for balance due on assigned open account, § 35:20
- complaint for balance due on mutual, open, and current account, § 35:16
- complaint for commissions due on a mutual, open, and current account, § 35:17
- complaints, §§ 35:34 to 35:42
- complaint to recover overpayment on open book account, § 35:19

Fraud, § 35:32

Interest, §§ 35:7, 35:50

Joinder of causes, § 35:57

Jurisdiction, § 18:43

Mutual accounts, § 35:3

Nature of action, §§ 18:36, 35:4 to 35:7

Open accounts, § 35:2

Parties, §§ 35:9, 35:55

Partnership disputes

- generally, §§ 18:35 to 18:53
- forms, §§ 18:45 to 18:53
- see also **Partnerships** (this index)
- elements of cause of action, § 18:38
- injunctions, § 18:41
- items of account, § 18:44
- jurisdiction, § 18:43
- legal actions, prerequisites to, § 18:37
- nature of action, § 18:36
- reference, notice of motion for, § 18:48
- retired partner, complaint for accounting by, § 18:45
- settled accounts agreement, defense of, § 18:46

ACCOUNTS AND

ACCOUNTING—Cont'd

Partnership disputes—Cont'd

TRO applications

- declaration in support, § 18:51
- form, § 18:50
- notice, § 18:52
- order to show cause, § 18:53
- venue, § 18:43

Pleading, § 35:10

Presumptions and burden of proof, §§ 35:33, 35:56

Receiverships, § 12:14

Recovery, § 35:6

Reference, notice of motion for, § 18:48

Relief available, § 35:48

Secured Transactions (this index)

Splitting of causes, § 35:57

Statute of limitations, §§ 35:8, 35:53

TRO applications

- declaration in support, § 18:51
- form, § 18:50
- notice, § 18:52
- order to show cause, § 18:53

Types of accounts, §§ 35:1 to 35:3

Venue, §§ 18:43, 35:52

ACCOUNT STATED

Generally, §§ 35:22 to 35:42

Accounts and Accounting (this index)

Agreement as to sum owing, § 35:24

Defenses, § 35:26

Definition, § 35:22

Distinction, § 35:22

Effect, § 35:22

Essential elements, § 35:23

Forms

- affirmative defense of partial account stated, § 35:41
- affirmative defense of statute of limitations, § 35:39
- affirmative defense that account stated resulted from mistake,

ACCOUNT STATED—Cont'd

Forms—Cont'd

fraud, duress, or undue influence, § 35:40

allegation that account stated should be implied, § 35:36

allegation that mutual, open, and current account was stated, § 35:35

allegation that partial account stated should be implied, § 35:37

complaint for amount due on account stated, § 35:34

complaint to set aside account stated, § 35:38

compulsory cross-complaint on account stated, § 35:42

Interest, § 35:27

Nature of action, § 35:28

Partial account stated, § 35:25

Pleading, § 35:31

Pleading fraud and mistake, § 35:32

Presumptions and burden of proof, § 35:33

Statute of limitations, § 35:30

Venue, § 35:29

ACCRUAL OF CAUSE OF ACTION

Trade secrets, § 66:14.50

ACQUISITIONS

Reorganizations of Corporations
(this index)

ACTIONS

Accounts and Accounting (this index)

Right of action based on negligence or misrepresentation, § 49:40

ADVERTISING

Artistic property, § 69:23

Consumer legal remedies
advertising media, restriction on applicability, § 51:5

ADVERTISING—Cont'd

Consumer legal remedies—Cont'd

False and Misleading Advertising
(this index)

False and Misleading Advertising
(this index)

Patents and invention development, § 70:60

Unfair competition, § 60:10

AFFIRMATIVE DEFENSE

See also specific topics throughout this index

Generally, § 22:20

AFTER-ACQUIRED PROPERTY

Secured Transactions (this index)

AGENCY

Generally, §§ 36:1 to 36:36

Forms, §§ 36:31 to 36:36

Accounting, complaint by principal for accounting from agent, form, § 36:31

Agency coupled with an interest, § 36:30

Agency not coupled with an interest, § 36:29

Agency relationship
creation and existence, § 36:3
duration and termination, §§ 36:29, 36:30
purpose, § 36:2

Authority of agent
generally, §§ 36:5 to 36:7
agent's common count to recover compensation, form, § 36:35
delegation of authority, § 36:10
disclosed principal
authorized acts for, § 36:23
unauthorized acts for, § 36:24

duties and liabilities, §§ 36:15 to 36:28

express authority, § 36:5

implied authority, incidental and reasonably proper, § 36:7

INDEX

AGENCY—Cont'd

Authority of agent—Cont'd

limitations, § 36:12

ostensible authority, §§ 36:8, 36:9

receipt of money or property, § 36:27

rights and liabilities, § 36:28

scope, §§ 36:4 to 36:14

undisclosed principal, acts for, § 36:25

warranty of authority, § 36:26

written authority and equal dignities rule, § 36:6

Breach of warranty, complaint by third party for damages for agent's breach of warranty of authority, form, § 36:36

Certificated

generally, § 1:5

form, § 1:50

Compensation, agent's common count to recover compensation, form, § 36:35

Corporate

attorneys, representation by, § 1:3

designated agents for generally, § 1:5

Certificate of Designation, § 1:50

Damages

complaint by principal for damages for agent's unauthorized execution of contract, form, § 36:33

complaint by third party for damages for agent's breach of warranty of authority, form, § 36:36

Definitions

generally, § 4:81

agent and principal, § 36:1

authority, § 36:4

ostensible authority, § 36:8

ratification, § 36:13

AGENCY—Cont'd

Duties and liabilities among agents, subagents, and principals, § 36:11

Duties and liabilities of agent to principal

account, § 36:18

complaint by principal against agent for retention of secret profits, form, § 36:32

complaint by principal for accounting from agent, form, § 36:31

complaint by principal for damages for agent's unauthorized execution of contract, form, § 36:33

exercise skill, care, and diligence, § 36:17

fiduciary relationship, § 36:15

full disclosure, § 36:16

loyalty, § 36:15

secret profits, not to retain, § 36:19

Duties and liabilities of agent to third party

generally, §§ 36:26 to 36:28

complaint by third party for damages for agent's breach of warranty of authority, form, § 36:36

examples, § 36:28

receipt of money or property, § 36:27

warranty of authority, § 36:26

Duties and liabilities of principal or agent to third party, §§ 36:23 to 36:28

Duties and liabilities of principal to agent

generally, §§ 36:20 to 36:22

compensation, § 36:20

indemnity, § 36:21

not to prevent performance, § 36:22

AGENCY—Cont'd

Duties and liabilities of principal to third party
 generally, §§ **36:23 to 36:25**
 disclosed principal
 authorized acts of agent for, § **36:23**
 unauthorized acts of agent for, § **36:24**
 undisclosed principal, acts of agent for, § **36:25**
 Equal dignities rule, § **36:6**
 Estoppel caused by actions of principal, § **36:9**
 Execution, complaint by principal for damages for agent's unauthorized execution of contract, form, § **36:33**
 Express authority, § **36:5**
 Flexible purpose corporations, §§ **21:106, 21:112**
 Forms
 generally, §§ **36:31 to 36:36**
 affirmative defense of ratification, § **36:34**
 agent's common count to recover compensation, § **36:35**
 complaint by principal against agent for retention of secret profits, § **36:32**
 complaint by principal for accounting from agent, § **36:31**
 complaint by principal for damages for agent's unauthorized execution of contract, § **36:33**
 complaint by third party for damages for agent's breach of warranty of authority, § **36:36**
 Governing law, § **20:2**
 Implied authority, incidental and reasonably proper, § **36:7**
 Indemnification of corporate agents
 generally, § **4:78**
 advancing expenses, § **4:83**
 charter provision for, § **4:85**

AGENCY—Cont'd

Indemnification of corporate agents—Cont'd
 corporate judgments, § **4:79**
 fiduciaries of employee benefit plans, § **4:87**
 good faith, § **4:78**
 insurance, effect of, § **4:86**
 mandatory indemnification, § **4:80**
 methods of authorizing, § **4:82**
 motion for indemnification, § **4:94**
 prohibition of indemnification, § **4:84**
 scope of right, § **4:81**
 Joint venture relationships, § **20:2**
 Limited partnership
 generally, § **19:7**
 Resignation of Agent, § **19:17**
 Ostensible agent, liability of partnership for acts of, § **16:33**
 Ostensible authority, §§ **36:8, 36:9**
 Profits, complaint by principal against agent for retention of secret profits, form, § **36:32**
Promoters, Corporate (this Index)
 Ratification
 generally, §§ **36:13, 36:14**
 affirmative defense of ratification, form, § **36:34**
 Receivers, agents for, § **12:16**
 Redemptions and repurchases of shares, bank as agent for, § **8:7**
 Retention of profits, complaint by principal against agent for retention of secret profits, form, § **36:32**
 Secret profits
 generally, § **3:2**
 complaint by principal against agent for retention of secret profits, form, § **36:32**
 Subagents, §§ **36:10, 36:11**

INDEX

AGENCY—Cont'd

Third party, complaint by third party for damages for agent's breach of warranty of authority, form, § 36:36

Unauthorized execution, complaint by principal for damages for agent's unauthorized execution of contract, form, § 36:33

Warranty, complaint by third party for damages for agent's breach of warranty of authority, form, § 36:36

Written authority and equal dignities rule, § 36:6

AGREEMENTS

Contracts (this index)

AGREEMENTS NOT TO COMPETE

Generally, §§ 62:1 to 62:20

Forms, §§ 62:14 to 62:20

Breach of contract, complaint to enjoin anticipatory breach of agreement not to compete and for declaratory judgment declaring validity of covenant, form, § 62:18

Complaint, contents, § 62:10

Damages

complaint for injunctive relief and damages, form, § 62:14

complaint for injunctive relief and damages against professional practitioner, form, § 62:16

procedure, § 62:13

Defenses, § 62:11

Exceptions

dissolution of limited liability company, § 62:7

dissolution of partnership, § 62:6
sale of corporate shares or assets, § 62:4

sale of goodwill of business, § 62:3

AGREEMENTS NOT TO COMPETE—Cont'd

Exceptions—Cont'd

sale of interest in limited liability company, § 62:5

trade secrets, § 62:2

Forms

generally, §§ 62:14 to 62:20

complaint for injunctive relief

against former partner, § 62:15

complaint for injunctive relief and damages, § 62:14

complaint for injunctive relief and damages against professional practitioner, § 62:16

complaint to enjoin anticipatory breach of agreement not to compete and for declaratory judgment declaring validity of covenant, § 62:18

complaint to enjoin use of seller's name in competing business, § 62:17

judgment, § 62:20

notice of motion and motion for preliminary injunction, § 62:19

Franchises, § 23:23

Injunction, notice of motion and motion for preliminary injunction, form, § 62:19

Injunctive relief

complaint for injunctive relief against former partner, form, § 62:15

complaint for injunctive relief and damages, form, § 62:14

complaint for injunctive relief and damages against professional practitioner, form, § 62:16

procedure, § 62:12

Judgment, judgment, form, § 62:20

Notice of motion, notice of motion and motion for preliminary injunction, form, § 62:19

**AGREEMENTS NOT TO
COMPETE—Cont’d**

Parties, § 62:8
Preliminary injunction, notice of
motion and motion for preliminary
injunction, form, § 62:19
Sellers, complaint to enjoin use of
seller’s name in competing busi-
ness, form, § 62:17
Time to sue, § 62:9
Trade secrets exception, § 62:2

AGRICULTURAL LIENS
Secured Transactions (this index)

ALTERATION OF CONTRACTS
Modification of Contracts (this
index)

ALTER EGO

Generally, §§ 5:1 to 5:45
Forms, §§ 5:32 to 5:45
Burden of proof, § 5:4
Close corporation shareholders of,
§ 5:19
Co-controllers, § 5:20
Commingleing of assets
generally, § 5:13
complaint allegation, § 5:36
Conspiracies distinguished, § 5:8
Contract claims
generally, § 5:17
complaint, § 5:32
Controlling shareholders, § 5:19
Defenses, practice considerations,
§ 5:26
Direct liability distinguished, § 5:8
Discovery, § 5:28
Discretion to apply doctrine, § 5:4
Disregard of formalities, § 5:16
Diversions of assets
generally, § 5:13
complaint allegation, § 5:36
Doe defendants, allegations against
generally, § 5:33
amendment to substitute, § 5:42

ALTER EGO—Cont’d

Effect of finding, § 5:5
Equitable nature of doctrine, § 5:3
Fraud, invocation to prevent, § 5:3
Fraud allegations, § 5:40
Fraud or injustice, § 5:10
Inadequate capitalization
generally, § 5:12
complaint allegation, § 5:35
Injustice, invocation to prevent,
§ 5:3
Injustice allegations, § 5:40
Interference with economic relation-
ships, § 64:27
Joint debtor proceedings, § 5:30
Judgment, motion to amend
generally, § 5:29
declaration in opposition to
motion, § 5:45
declaration in support of motion,
§ 5:44
notice of motion, § 5:43
Jurisdictional implications, § 5:7
Limitations of actions, § 5:27
Limited partnerships, § 19:58
Majority shareholders, § 5:19
Manipulations of assets and
liabilities
generally, § 5:14
complaint allegation, § 5:37
Multiple alter egos, allegation,
§ 5:20
Nonshareholders, controlling
generally, § 5:21
Doe defendants, allegations
against
generally, § 5:33
amendment to substitute,
§ 5:42
Parent corporations
generally, § 5:22
complaint allegation, § 5:34
Practice considerations
generally, §§ 5:24 to 5:31
forms, §§ 5:32 to 5:45

INDEX

ALTER EGO—Cont'd

Practice considerations—Cont'd
 answer, estoppel defense, § 5:39
 demurrer, §§ 5:40, 5:41
 estoppel defense, § 5:39
 fraud allegations, § 5:40
 injustice allegations, § 5:40
 pleading, § 5:25
Procedural use of doctrine, § 5:7
Promoters' liabilities distinguished, § 5:8
Province of trial court, § 5:4
Raising the issue, § 5:24
Representations to plaintiff
 generally, § 5:15
 complaint allegation, § 5:38
Res judicata effect of finding, § 5:5
Settlement with corporation, § 5:31
Shareholders
 close corporations, § 5:19
 Doe defendants, allegations against
 generally, § 5:33
 amendment to substitute, § 5:42
 sole shareholder, complaint against, § 5:32
Single enterprise theory
 generally, § 5:23
 complaint allegation, § 5:37
Sister corporations
 generally, § 5:23
 complaint allegation, § 5:37
Standard of proof, § 5:4
Tort claimants, § 5:18
Two prong test
 commingling of assets, § 5:13
 disregard of formalities, § 5:16
 diversions of assets, § 5:13
 factors considered, § 5:11
 fraud or injustice, § 5:10
 inadequate capitalization, § 5:12
 manipulations of assets and liabilities
 generally, § 5:14

ALTER EGO—Cont'd

Two prong test—Cont'd
 manipulations of assets and liabilities—Cont'd
 complaint allegation, § 5:37
 representations to plaintiff
 generally, § 5:15
 complaint allegation, § 5:38
 stated, § 5:2
 unity of ownership, § 5:9
Unity of ownership, § 5:9

AMENDMENTS

Benefit corporations, §§ 21:90, 21:91
Financing statements. **Secured Transactions** (this index)

AMERICAN INDIAN PRODUCTS

False and misleading advertising, § 61:21

ANABOLIC STEROIDS

False and misleading advertising, § 61:17

ANNUAL REPORTS

Benefit corporation, annual benefit report
 availability of report, § 21:98
 board's report, § 21:97
 general report, § 21:95
 ownership, § 21:96
Flexible purpose corporations, § 21:122

ANTICIPATORY BREACH OF CONTRACT

General discussion, § 24:68

APPELLATE PROCEEDINGS

False and Misleading Advertising (this index)

APPRAISALS

Limited partnerships, § 19:94

APPRAISALS—Cont'd

Reorganizations of Corporations
(this Index)

ARBITRATION

Banks, § 49:4

Derivative suit bars, § 2:1

False and misleading advertising,
§ 61:50

Partnership disputes, § 17:24

Private franchise disputes, § 23:28

Public works contracts, §§ 39:28,
39:37

Unfair competition, § 60:19

**ARTICLES OF
INCORPORATION**

Flexible purpose corporations
agent for service and shares,
§ 21:106

optional provisions, § 21:107

proposed amendments, § 21:115

required provisions, §§ 21:105,
21:106

ARTISTIC PROPERTY

Generally, §§ 69:1 to 69:56

Forms, §§ 69:13 to 69:19, 69:32 to
69:37, 69:49 to 69:56

Actions brought by artist, § 69:11

Actions brought by organizations,
§ 69:12

Action to enforce rights, § 69:8

Advertising material disclosures,
§ 69:23

Certificate of authenticity, § 69:25

Charitable organizations, affirmative
defense that defendant is exempt
charitable organization, form,
§ 69:36

Civil penalties, § 69:31

Consignment (this Index)

Contracts

answer alleging art dealer's
purchase of work of fine art
from artist terminated consign-
ment contract, form, § 69:17

ARTISTIC PROPERTY—Cont'd

Contracts—Cont'd

complaint to recover under
consignment contract, form,
§ 69:13

Damages, § 69:29

complaint to recover damages for
failure to provide informa-
tional detail concerning fine
print, form, § 69:32

complaint to recover damages for
injury to fine art, form, § 69:15

complaint to recover damages for
providing inaccurate and
insufficient informational
detail concerning fine art
multiple sold at auction, form,
§ 69:33

Defenses

affirmative defense that action is
barred under statute of limita-
tions, form, § 69:37

affirmative defense that
defendant is exempt charitable
organization, form, § 69:36

affirmative defense that lender
refused to cooperate in conser-
vation or disposal of loaned
property, form, § 69:54

affirmative defense that property
deemed donated, form,
§ 69:53

affirmative defense that suit for
injury to or loss of property is
time barred, form, § 69:55

affirmative defense that suit to
recover property is time
barred, form, § 69:56

allegation of affirmative defense
of statute of limitations, form,
§ 69:19

Destruction notice, § 69:10

Disclosure requirements, §§ 69:20 to
69:25

Endangered public, affirmative
defense that loaned property

INDEX

ARTISTIC PROPERTY—Cont'd

endangered public, form, § 69:52

Enforcement of rights, § 69:8

Establishing status as fine art, § 69:9

Federal preemption, § 69:5

Fees, § 69:29

Fine art

answer alleging art dealer's
purchase of work of fine art
from artist terminated consign-
ment contract, form, § 69:17

establishing status, § 69:9

forms (this group)

multiples, §§ 69:20 to 69:37

sale, §§ 69:1 to 69:4

Forms

generally, §§ 69:13 to 69:19,
69:32 to 69:37, 69:49 to 69:56

fine art

allegation of affirmative
defense of statute of limita-
tions, § 69:19

answer alleging art dealer's
purchase of work of fine
art from artist terminated
consignment contract,
§ 69:17

claim of exemption from
enforcement of judgment
against work of fine art,
§ 69:18

complaint for unlawful
removal of mural, § 69:16

complaint to recover dam-
ages for injury to fine art,
§ 69:15

complaint to recover royalty,
§ 69:14

complaint to recover under
consignment contract,
§ 69:13

fine art multiples

affirmative defense that
action is barred under stat-
ute of limitations, § 69:37

ARTISTIC PROPERTY—Cont'd

Forms—Cont'd

fine art multiples—Cont'd

affirmative defense that
defendant is exempt
charitable organization,
§ 69:36

allegation of failure to accept
return of multiple, § 69:34

allegation of failure to make
reasonable inquiries
regarding informational
detail, § 69:35

complaint to recover dam-
ages for failure to provide
informational detail
concerning fine print,
§ 69:32

complaint to recover dam-
ages for providing inac-
curate and insufficient
informational detail
concerning fine art
multiple sold at auction,
§ 69:33

loans to museums

affirmative defense that
lender refused to cooperate
in conservation or disposal
of loaned property, § 69:54

affirmative defense that
loaned property
endangered public, § 69:52

affirmative defense that prop-
erty deemed donated,
§ 69:53

affirmative defense that suit
for injury to or loss of
property is time barred,
§ 69:55

affirmative defense that suit
to recover property is time
barred, § 69:56

complaint for museum's
negligent injury of loaned
property, § 69:50

ARTISTIC PROPERTY—Cont'd

Forms—Cont'd

loans to museums—Cont'd

complaint for museum's

wrongful disposal of

loaned property, § **69:49**

complaint to recover property

wrongfully deemed

donated, § **69:51**

Informational detail

allegation of failure to make rea-

sonable inquiries regarding

informational detail, form,

§ **69:35**

complaint to recover damages for

failure to provide informa-

tional detail concerning fine

print, form, § **69:32**

Injunctions, § **69:30**

Injury to fine art, complaint to

recover damages for injury to fine

art, form, § **69:15**

Judgment, claim of exemption from

enforcement of judgment against

work of fine art, form, § **69:18**

Lender's notice

change of address or ownership,

§ **69:44**

intent to preserve an interest in

property, § **69:42**

Loans to museums

generally, §§ **69:38 to 69:56**

forms (this group)

Moral rights of artist, §§ **69:5 to**

69:9

Mural, complaint for unlawful

removal of mural, form, § **69:16**

Museum's notice

general requirements, § **69:41**

injury or loss, § **69:43**

intent to dispose of property

under unclaimed property

laws, § **69:46**

intent to terminate loans, § **69:45**

Negligence, complaint for museum's

negligent injury of loaned prop-

ARTISTIC PROPERTY—Cont'd

erty, form, § **69:50**

Notice of destruction, § **69:10**

Notice requirements, §§ **69:40 to**

69:46

Place of business disclosures,

§ **69:24**

Real property, art attached to,

§§ **69:10 to 69:12**

Recovery of loaned property,

§ **69:48**

complaint to recover property

wrongfully deemed donated,

form, § **69:51**

Reproduction rights, § **69:3**

Residual rights, § **69:4**

Return of multiple, allegation of fail-

ure to accept return of multiple,

form, § **69:34**

Rights under California law, § **69:6**

Right to conserve or dispose of

loaned property, § **69:38**

Royalty rights, § **69:2**

complaint to recover royalty,

form, § **69:14**

Sale of fine art, §§ **69:1 to 69:4**

answer alleging art dealer's

purchase of work of fine art

from artist terminated consign-

ment contract, form, § **69:17**

Statute of limitations, § **69:28**

affirmative defense that action is

barred under statute of limita-

tions, form, § **69:37**

affirmative defense that suit for

injury to or loss of property is

time barred, form, § **69:55**

affirmative defense that suit to

recover property is time

barred, form, § **69:56**

allegation of affirmative defense

of statute of limitations, form,

§ **69:19**

Termination of loans, § **69:39**

Termination of rights, § **69:7**

Time of sale, disclosure, § **69:22**

INDEX

ARTISTIC PROPERTY—Cont'd

Unclaimed property laws, § 69:46

Warranties, § 69:26

ASSET SALES

Reorganizations of Corporations
(this index)

ASSIGNMENTS

Generally, §§ 26:1 to 26:28

Forms, §§ 26:19 to 26:28

Assignees

liabilities, § 26:14

notice by, § 26:15

notice of motion and motion to
compel joinder of partial
assignee, form, § 26:22

priorities among successive,
§ 26:18

rights and liabilities, § 26:14

standing of, § 26:16

Assignors

affirmative defense that assign-
ment terminated assignor's
rights, form, § 26:28

rights and liabilities, § 26:13

Assignor's rights, affirmative
defense that assignment
terminated assignor's rights, form,
§ 26:28

Benefit of obligation, allegation that
assignment was without consent of
party entitled to benefit of obliga-
tion, form, § 26:25

Burden of proof, § 26:17

Complaint for breach of contract,
§ 26:20

Complaint for breach of duty to pay
money, § 26:19

Contracts

assignable, § 26:5

contractual provisions against
assignment, § 26:6

personal in character, § 26:8

ASSIGNMENTS—Cont'd

Defense

affirmative defense that assign-
ment terminated assignor's
rights, form, § 26:28

affirmative defense that thing in
action is not assignable, form,
§ 26:27

Definitions, §§ 26:1 to 26:4

Denial of assignment, § 26:26

Ex parte application, ex parte
application to substitute assignee
of contract for plaintiff, form,
§ 26:21

Forms

generally, §§ 26:19 to 26:28

affirmative defense that assign-
ment terminated assignor's
rights, § 26:28

affirmative defense that thing in
action is not assignable,
§ 26:27

allegation of notice to obligor of
assignment, § 26:24

allegation of notice to obligor
through written consent to
assignment, § 26:23

allegation that assignment was
without consent of party
entitled to benefit of obliga-
tion, § 26:25

complaint for breach of contract,
§ 26:20

complaint for breach of duty to
pay money, § 26:19

denial of assignment, § 26:26

ex parte application to substitute
assignee of contract for
plaintiff, § 26:21

notice of motion and motion to
compel joinder of partial
assignee, § 26:22

Future rights, § 26:10

Joinder, notice of motion and motion
to compel joinder of partial
assignee, form, § 26:22

ASSIGNMENTS—Cont'd

Money due or to become due, § 26:7

Nonassignable rights, § 26:12

Notice

allegation of notice to obligor of assignment, form, § 26:24

allegation of notice to obligor through written consent to assignment, form, § 26:23

assignee, notice by, § 26:15

notice of motion and motion to compel joinder of partial assignee, form, § 26:22

Novation, distinction from, § 26:4

Proof of assignment, § 26:2

Rights and liabilities

assignable rights, § 26:9

assignee's, § 26:14

assignor's, § 26:13

future rights, § 26:10

nonassignable rights, § 26:12

Secured Transactions (this index)

Subject matter of assignment, § 26:3

Things in action

generally, §§ 26:9 to 26:12

affirmative defense that thing in action is not assignable, form, § 26:27

Wages, § 26:11

Written consent, allegation of notice to obligor through written consent to assignment, form, § 26:23

ASSOCIATIONS

Fraternal Benefit Societies (this Index)

Nonprofit Organizations (this Index)

**ASSUMPTION OF
PREEXISTING OBLIGATION**

Novation, distinguished, § 27:4

ATTACHMENT

Secured Transactions (this index)

ATTORNEY GENERAL

Charitable organizations, supervision of, § 21:49

Consumer cooperative corporations, authority as to, § 21:23

Consumer Privacy Act, guidance and actions, § 51:45

Corporate dissolution proceedings generally, § 13:13
see also **Corporations** (this index)

Corporate governance, authority re record keeping statutes, § 9:17
voting rights, §§ 10:37, 12:5

Corporate receiverships, initiation by, § 12:5

Limited partnerships, actions against, § 19:42

Mutual benefit corporations, authority as to, § 21:23

Public benefit corporations, authority as to, § 21:23

Religious corporations, authority as to, § 21:23

ATTORNEYS

Corporations, representation requirements, § 1:3

Fairness opinions, reorganizations, § 11:5

Fees. **Attorneys' Fees** (this index)

Interference with economic relationships, attorney privilege, § 64:28

Professional corporation practice generally, § 15:8
see also **Professional Corporations** (this index)

Receivers, attorneys for, § 12:16

Reorganization fairness opinions, § 11:5

ATTORNEYS' FEES

Accounts and accounting, allegation of provision for attorney fees, form, § 35:15

INDEX

ATTORNEYS' FEES—Cont'd

Damages for breach of contract,
§ 24:83
Derivative suit bond requirements
generally, § 2:9
amount of bond, § 2:11
defense awards, § 2:17
excuse of bond, notice of motion
for, § 2:23
failure to post, § 2:12
fee awards, § 2:16
hearing on bond, § 2:10
motion for bond, § 2:22
voluntary compliance, § 2:13
Forms, allegation of provision for
attorney fees, § 35:15
Inspection of records and reports,
enforcement proceedings, § 9:15
Installment sales, § 57:28
Motor vehicle sales, leases, and
financing, §§ 58:53, 58:89
Public works contracts, § 39:29
Rescission and restitution, § 30:37
Unfair competition, §§ 60:22, 60:47

AUCTIONEERS

Auction Sales (this index)

AUCTION SALES

Generally, §§ 41:1 to 41:33
Forms, §§ 41:25 to 41:33
Acceptance, nature, § 41:4
Auctioneer
complaint by auctioneer against
buyer for price of goods sold,
form, § 41:27
complaint by owner against auc-
tioneer for conversion, form,
§ 41:26
complaint by seller against auc-
tioneer for breach of contract
for unauthorized sale on credit,
form, § 41:25
complaint to avoid sale by buyer
against owner or seller and
auctioneer, form, § 41:29

AUCTION SALES—Cont'd

Auctioneers
injunctions and restitution
against, § 41:21
relationship with seller and
buyer, § 41:14
remedies, § 41:22
restitution against, § 41:21
rights and duties, §§ 41:13 to
41:16
Bidding
affirmative defense by buyer that
payment due under contract of
sale can be avoided because of
seller's secret bidding, form,
§ 41:33
bids as offers to contract, § 41:3
last-minute, § 41:5
rights and responsibilities,
§ 41:18
secret bidding, prohibition,
§ 41:10
seller, §§ 41:10 to 41:12
Breach of contract
complaint by seller against auc-
tioneer for breach of contract
for unauthorized sale on credit,
form, § 41:25
complaint for breach of contract
by auctioneer against seller,
form, § 41:28
Bulk sales
generally, §§ 47:11, 47:22
complaint to impose personal
liability on auctioneer for
noncompliance with bulk sales
law, form, § 47:18
Buyers
affirmative defense by buyer that
contract of sale is unenforce-
able because of noncompli-
ance with statute of frauds,
form, § 41:30
affirmative defense by buyer that
payment due under contract of
sale can be avoided because of

AUCTION SALES—Cont'd

Buyers—Cont'd

- seller's secret bidding, form, § 41:33
- complaint by auctioneer against buyer for price of goods sold, form, § 41:27
- complaint to avoid sale by buyer against owner or seller and auctioneer, form, § 41:29
- relationship with auctioneer, § 41:14
- remedies, §§ 41:12, 41:23, 41:24
- rights and responsibilities, § 41:18

Completion of sale, §§ 41:2 to 41:6

Condition reserved by seller, § 41:9

Contracts

- affirmative defense by buyer that contract of sale is unenforceable because of noncompliance with statute of frauds, form, § 41:30
- affirmative defense by buyer that payment due under contract of sale can be avoided because of seller's secret bidding, form, § 41:33
- complaint by seller against auctioneer for breach of contract for unauthorized sale on credit, form, § 41:25
- complaint for breach of contract by auctioneer against seller, form, § 41:28

Conversion

- complaint by owner against auctioneer for conversion, form, § 41:26
- liability, § 41:15
- remedies against auctioneer, § 41:20

Credit, complaint by seller against auctioneer for breach of contract for unauthorized sale on credit, form, § 41:25

AUCTION SALES—Cont'd

Defense

- affirmative defense by auctioneer that owner of goods is estopped to assert title to goods sold at auction, form, § 41:32
- affirmative defense by buyer that contract of sale is unenforceable because of noncompliance with statute of frauds, form, § 41:30
- affirmative defense by buyer that payment due under contract of sale can be avoided because of seller's secret bidding, form, § 41:33
- affirmative defense by seller that plaintiff is not entitled to remedy under UCC § 2328(4) because auction was forced sale, form, § 41:31

Documents of title, notice of auction sale to enforce lien of warehouseman or carrier on goods, form, § 44:42

Estoppel, affirmative defense by auctioneer that owner of goods is estopped to assert title to goods sold at auction, form, § 41:32

Forced sale

- affirmative defense by seller that plaintiff is not entitled to remedy under UCC § 2328(4) because auction was forced sale, form, § 41:31
- exception, § 41:11

Forms

- generally, §§ 41:25 to 41:33
- affirmative defense by auctioneer that owner of goods is estopped to assert title to goods sold at auction, § 41:32
- affirmative defense by buyer that contract of sale is unenforceable because of noncompliance with statute of frauds, form, § 41:30

INDEX

AUCTION SALES—Cont'd

Forms—Cont'd

ance with statute of frauds,
§ 41:30

affirmative defense by buyer that
payment due under contract of
sale can be avoided because of
seller's secret bidding, § 41:33
affirmative defense by seller that
plaintiff is not entitled to remedy
under UCC § 2328(4)
because auction was forced
sale, § 41:31

complaint by auctioneer against
buyer for price of goods sold,
§ 41:27

complaint by owner against auctioneer
for conversion, § 41:26

complaint by seller against auctioneer
for breach of contract
for unauthorized sale on credit,
§ 41:25

complaint for breach of contract
by auctioneer against seller,
§ 41:28

complaint to avoid sale by buyer
against owner or seller and
auctioneer, § 41:29

Goods sold

generally, §§ 41:7 to 41:9

affirmative defense by auctioneer
that owner of goods is
estopped to assert title to
goods sold at auction, form,
§ 41:32

complaint by auctioneer against
buyer for price of goods sold,
form, § 41:27

Licensing requirements, § 41:13

Lot sales, § 41:7

Owners

complaint by owner against auctioneer
for conversion, form,
§ 41:26

complaint to avoid sale by buyer
against owner or seller and

AUCTION SALES—Cont'd

Owners—Cont'd

auctioneer, form, § 41:29
relationship with auctioneer,
§ 41:17

Passage of title, § 41:6

Remedies

affirmative defense by seller that
plaintiff is not entitled to remedy
under UCC § 2328(4)
because auction was forced
sale, form, § 41:31

auctioneer's, § 41:22

buyer's, §§ 41:12, 41:23, 41:24

Secret bidding, affirmative defense
by buyer that payment due under
contract of sale can be avoided
because of seller's secret bidding,
form, § 41:33

Sellers

bidding, §§ 41:10 to 41:12

complaint by seller against auctioneer
for breach of contract
for unauthorized sale on credit,
form, § 41:25

complaint to avoid sale by buyer
against owner or seller and
auctioneer, form, § 41:29

condition reserved by, § 41:9

relationship with auctioneer,
§§ 41:14, 41:17

remedies, §§ 41:19 to 41:21

Statute of frauds, affirmative defense
by buyer that contract of sale is
unenforceable because of
noncompliance with statute of
frauds, form, § 41:30

Title, passage of, § 41:6

Title to goods, affirmative defense by
auctioneer that owner of goods is
estopped to assert title to goods
sold at auction, form, § 41:32

Unauthorized sale, complaint by
seller against auctioneer for breach
of contract for unauthorized sale
on credit, form, § 41:25

AUCTION SALES—Cont'd

Warranty liability, § 41:16
Withdrawal of goods, § 41:8

AUTHORITY

Agent, **Agency** (this index)
Corporations (this Index)
Defined, § 36:4
Partnerships
 generally, § 16:6
 dissolution, effect of, § 18:24
 limitations on, § 16:7
 Statement of Denial, § 16:40
 Statement of Partnership Authority
 generally, §§ 16:39, 18:2
 form, § 18:3

AUTOMOBILE

Motor Vehicle Sales, Leases, and Financing (this Index)
Private Franchises (this Index)

AUTOMOBILE DEALERS DAY IN COURT ACT

Generally, § 23:47
See also **Private Franchises** (this index)

AUTOMOBILE DEALERS FRANCHISE ACT

Generally, § 23:61
See also **Private Franchises** (this index)

AUTOMOBILE SALES FINANCE ACT

Generally, §§ 58:1 to 58:66

BAILMENTS

Generally, §§ 37:1 to 37:48
Forms, §§ 37:35 to 37:48
Bailees' rights and liabilities, §§ 37:10 to 37:23
Bailors' rights and liabilities, §§ 37:7 to 37:9

BAILMENTS—Cont'd

Benefit of bailment
 allegation that bailment was for mutual benefit of parties, form, § 37:40
 allegation that bailment was for sole benefit of bailor, form, § 37:41
 bailee, § 37:11
 bailor, § 37:10
 both parties, § 37:12
 classification, § 37:6
Burden of proof, § 37:29
Care, by bailee, allegation that bailee acted without even slight care, form, § 37:42
Classification based on benefit, § 37:6
Contract modification
 generally, § 37:14
 affirmative defense of contractual modification of duty of care, form, § 37:45
Conversion action
 against bailee, § 37:25
 defense in, § 37:33
Crime prevention, § 37:32
Damages
 generally, § 37:30
 complaint by bailor against bailee for damages for failure to return bailed property, form, § 37:35
 complaint by bailor for damages for bailee's negligence, form, § 37:39
 complaint by bailor for damages for negligence of borrower for use, form, § 37:43
 complaint for damages for unauthorized use of bailed property, form, § 37:44
Defective property, liability for bailment of, § 37:8
Defenses
 generally, §§ 37:31 to 37:34

INDEX

BAILMENTS—Cont'd

Defenses—Cont'd

affirmative defense of contractual
modification of duty of care,
form, § 37:45

affirmative defense of lien of
depository for hire, form,
§ 37:47

affirmative defense of notice of
noninsurance and limitation of
liability by receipt, form,
§ 37:46

affirmative defense of repairer's
lien, form, § 37:48

conversion action, § 37:33

Definition and distinctions, § 37:1

Demand requirement, § 37:17

Deposit

safekeeping or exchange, § 37:4

voluntary and involuntary, § 37:3

Documents of Title (this index)

Duty of care

generally, §§ 37:10 to 37:14

affirmative defense of contractual
modification of duty of care,
form, § 37:45

Duty to return property, §§ 37:15 to
37:17

Elements of bailments, § 37:2

Expenses, liability for, § 37:9

Expiration of bailment, § 37:15

Forms

generally, §§ 37:35 to 37:48

affirmative defense of contractual
modification of duty of care,
§ 37:45

affirmative defense of lien of
depository for hire, § 37:47

affirmative defense of notice of
noninsurance and limitation of
liability by receipt, § 37:46

affirmative defense of repairer's
lien, § 37:48

allegation that bailee acted
without even slight care,
§ 37:42

BAILMENTS—Cont'd

Forms—Cont'd

allegation that bailment was for
mutual benefit of parties,
§ 37:40

allegation that bailment was for
sole benefit of bailor, § 37:41

complaint by bailor against
bailee for damages for failure
to return bailed property,
§ 37:35

complaint by bailor against
bailee for recovery of bailed
property, § 37:38

complaint by bailor for damages
for bailee's negligence,
§ 37:39

complaint by bailor for damages
for negligence of borrower for
use, § 37:43

complaint by third party against
bailee for conversion of bailed
property, § 37:37

complaint for damages for unau-
thorized use of bailed prop-
erty, § 37:44

notice for demand for return of
bailed property, § 37:36

Involuntary deposits, § 37:3

Liability

affirmative defense of notice of
noninsurance and limitation of
liability by receipt, form,
§ 37:46

bailee's, §§ 37:20 to 37:23

bailor's, §§ 37:8, 37:9

defective property, § 37:8

expenses, § 37:9

failure to return property, § 37:22

loss of property, § 37:21

particular bailees, § 37:23

statutory limit, § 37:13

unauthorized use, § 37:20

BAILMENTS—Cont'd

Liens

- affirmative defense of lien of depository for hire, form, § 37:47
- affirmative defense of repairer's lien, form, § 37:48
- bailee's, § 37:19

Loan for use or exchange, § 37:5

Nature of bailments, §§ 37:1 to 37:2

Negligence

- complaint by bailor for damages for bailee's negligence, form, § 37:39
- complaint by bailor for damages for negligence of borrower for use, form, § 37:43

Property

- complaint by bailor against bailee for recovery of bailed property, form, § 37:38
- complaint by third party against bailee for conversion of bailed property, form, § 37:37
- duty to return, §§ 37:15 to 37:17
- lent for use, § 37:16
- notice for demand for return of bailed property, form, § 37:36
- recovery of, § 37:24

Requirement of demand, § 37:17

Rights

- bailees', §§ 37:18, 37:19
- bailors', § 37:7

Statute of limitations, § 37:34

Statutory limit on liability, § 37:13

Termination of bailment, right to, §§ 37:7, 37:18

Third party

- action against bailee, § 37:28
- action against by bailee, § 37:27
- action against by bailor, § 37:26
- complaint by third party against bailee for conversion of bailed property, form, § 37:37
- rights, § 37:31

BAILMENTS—Cont'd

- Types of bailments, §§ 37:3 to 37:6
- Voluntary and involuntary deposits, § 37:3

BALANCE DUE

- Forms, complaint for balance due on assigned open account, § 35:20

BANKRUPTCY

Bulk sales, § 47:3

Receiverships (this index)

BANKS

Generally, §§ 49:1 to 49:69

Forms, §§ 49:61 to 49:69

Accounts, § 49:14

Action against bank, § 49:8

Adverse claims

- generally, § 49:11
- affidavit of adverse claim, form, § 49:62

Alterations to check, § 49:33

Amendments of payment orders, § 49:46

Applicable California law, § 49:16

Arbitration, § 49:4

Bank, defined, § 49:1

Cashiers, service of process on, § 1:6

Check collection

- generally, §§ 49:21 to 49:41
- agency status of collecting bank, § 49:22
- alterations, § 49:33
- charge-back or refund, § 49:27
- close account, § 49:37
- collecting banks' rights and duties, §§ 49:21 to 49:30
- contract between lender and escrow bank, § 49:40
- conversion, § 49:33
- customer's rights and duties, §§ 49:39, 49:40
- customer's right to stop payment or close account, § 49:37
- deferred posting, § 49:30

INDEX

BANKS—Cont'd

Check collection—Cont'd

duties following notice, setoff, or
stop order, § 49:38

escrow agents, banks acting as,
§ 49:41

final payment of item by payor
bank, § 49:28

forgeries, §§ 49:33, 49:34

fraud, § 49:35

insolvency, § 49:29

law governing bank's liability;
statute of limitations, § 49:21

liability for fraud, § 49:35

liability for wrongful dishonor,
§ 49:36

medium and time of settlement,
§ 49:26

negligence, § 49:40

notice, § 49:38

overdrafts, § 49:32

payor bank final payment,
§ 49:28

payor banks' rights and duties,
§§ 49:31 to 49:38

post-dated checks, § 49:32

preference, § 49:29

refund, § 49:27

right of action based on warranty,
§ 49:39

rights and duties of collecting
bank, §§ 49:21 to 49:30

right to deferred posting, § 49:30

security interest in check and
proceeds, § 49:25

setoff, § 49:38

standard of care for collecting
bank, § 49:23

statute of limitations for payment
on forged check, § 49:34

stop order, § 49:38

stop payment, § 49:37

time for acting on item, § 49:24

time of settlement, § 49:26

warranty, §§ 49:31, 49:39

BANKS—Cont'd

Check collection—Cont'd

wrongful dishonor, § 49:36

Close account, customer's right to,
§ 49:37

Contract, § 49:40

Conversion, § 49:33

Customer's rights and duties,
§§ 49:39, 49:40

Customer's right to stop payment or
close account, § 49:37

Defenses, § 49:20

Deferred posting, § 49:30

Definitions

generally, § 49:3

bank, § 49:1

in regulations, § 49:15

transfers of funds, § 49:44

Depositor

relationship to bank, §§ 49:3 to
49:12

rights and duties, § 49:4

statute of limitations, § 49:9

Deposits

generally, §§ 49:3 to 49:20

verified complaint to recover
bank deposit, form, § 49:61

Disclosure of policy on withdrawal
of funds, § 49:17

Escheat, § 49:12

Escrow agents, banks acting as,
§ 49:41

Escrow bank, contract with lender,
§ 49:40

Failure to comply, § 49:19

Federal law, § 49:13

Fiduciary liability, § 49:6

Forgeries

generally, §§ 49:33, 49:34

allegation of affirmative defense,
based on failure to report
forgery, form, § 49:67

complaint by drawer against
drawee bank for payment on

BANKS—Cont'd

Forgeries—Cont'd

 forged endorsement, form,
 § 49:63

Formation of California banks,
§ 49:2

Forms

 generally, §§ 49:61 to 49:69
 affidavit of adverse claim,
 § 49:62

 allegation of affirmative defense,
 based on failure to report
 forgery, § 49:67

 complaint by bank against depos-
 itor for reimbursement of
 overdraft, § 49:68

 complaint by drawer against
 drawee bank for payment in
 violation of stop-payment
 order, § 49:64

 complaint by drawer against
 drawee bank for payment on
 forged endorsement, § 49:63

 complaint by drawer against
 drawee bank for wrongful dis-
 honor, § 49:66

 complaint for payment of pay-
 ment order by beneficiary of
 order, § 49:69

 notice to bank from customer of
 damage caused by wrongful
 dishonor, § 49:65

 verified complaint to recover
 bank deposit, § 49:61

Fraud, § 49:35

Insolvency, § 49:29

Interest, § 49:18

Letters of Credit (this index)

Lien and offset rights, § 49:10

Nature of deposit, effect on bank's
duty, § 49:7

Negligence, § 49:40

Obligations regarding deposits,
§ 49:5

Offset rights, § 49:10

BANKS—Cont'd

Overdrafts, § 49:32

 complaint by bank against depos-
 itor for reimbursement of
 overdraft, form, § 49:68

Payment order

 acceptance, § 49:56

 complaint for payment of pay-
 ment order by beneficiary of
 order, form, § 49:69

 erroneous execution, § 49:54

 execution, § 49:52

 rejection, § 49:50

 unauthorized or unenforceable,
 § 49:47

Payor banks' rights and duties in
check collection, §§ 49:31 to
49:38

Policy on withdrawal of funds,
§ 49:17

Post-dated checks, § 49:32

Redemptions and repurchases of
shares, banks as agents for, § 8:7

Rights and duties of bank and depos-
itor, § 49:4

Rights to offset, § 49:10

Sanctions for failure to comply,
§ 49:19

Secured transactions, bank deposit
accounts, §§ 46:7, 46:36, 46:73,
46:79

Security, §§ 49:46, 49:48

Statute of limitations, §§ 49:9, 49:34

Stop payment, § 49:37

 complaint by drawer against
 drawee bank for payment in
 violation of stop-payment
 order, form, § 49:64

Subject institutions and accounts,
§ 49:14

Time

 action on items, § 49:24

 interest crediting, § 49:18

 reasonable, § 49:15

 settlement, § 49:26

INDEX

BANKS—Cont'd

Time—Cont'd

time payment order received in
transfers of funds, § 49:45

Transfers of funds

generally, §§ 49:42 to 49:60

acceptance of payment order by
bank other than beneficiary's
bank, § 49:49

amendments of payment orders,
§ 49:46

definitions, § 49:44

delay in payment to beneficiary,
§ 49:55

duty of beneficiary's bank to pay
beneficiary, § 49:58

duty of sender on erroneous exe-
cution of payment order,
§ 49:54

failure to accept payment,
§ 49:51

liability for acceptance of pay-
ment order by beneficiary's
bank, § 49:56

liability for acceptance of unau-
thorized or unenforceable pay-
ment order, § 49:47

liability for erroneous payment
instruction following security
procedure, § 49:48

liability of receiving bank for
failure to accept payment,
§ 49:51

liability of receiving bank on
delay in payment to benefi-
ciary, § 49:55

nature, § 49:42

obligations of receiving bank in
executing payment order,
§ 49:52

obligation to pay, § 49:57

overpayment recovery, § 49:53

payment order

acceptance, § 49:56

erroneous execution, § 49:54
execution, § 49:52

BANKS—Cont'd

Transfers of funds—Cont'd

payment order—Cont'd

rejection, § 49:50

unauthorized or unenforce-
able, § 49:47

payments

originator of funds transfer,
§ 49:60

payment to beneficiary,
§ 49:59

receiving banks' rights and
duties, §§ 49:47 to 49:60

receiving bank's right to reject
payment order, § 49:50

rights arising out of payment to
beneficiary, § 49:59

right to recovery of overpayment,
§ 49:53

security, §§ 49:46, 49:48

sender's obligation to pay receiv-
ing bank, § 49:57

time payment order received,
§ 49:45

unauthorized or unenforceable
payment order, § 49:47

Warranty, §§ 49:31, 49:39

Withdrawals, §§ 49:13 to 49:18

Wrongful dishonor

generally, § 49:36

complaint by drawer against
drawee bank for wrongful dis-
honor, form, § 49:66

notice to bank from customer of
damage caused by wrongful
dishonor, form, § 49:65

BENEFIT CORPORATIONS

Accountability of public benefit
corporations, § 21:92

Amendment

termination of benefit corpora-
tion, § 21:91

to become benefit corporation,
§ 21:90

BENEFIT CORPORATIONS

—Cont'd

- Annual benefit report
 - availability, § 21:98
 - board's report, § 21:97
 - general, § 21:95
 - ownership, § 21:96
- Benefit enforcement proceeding, § 21:101
- Directors
 - foreign corporation with similar characteristics, protection for directors, § 21:94
 - liability, § 21:93
- Foreign corporation with similar characteristics, protection for directors, § 21:94
- Formation, § 21:88
- History, § 21:86
- Liability
 - directors, § 21:93
 - officers, § 21:100
- Officers
 - liability, § 21:100
 - responsibilities, § 21:99
- Protection for directors of foreign corporation with similar characteristics, § 21:94
- Responsibilities of officer, § 21:99
- Scope, § 21:87
- Specific public benefit, § 21:89
- Specific purpose corporation, § 21:2.50

BENEFIT ENFORCEMENT PROCEEDING

- Benefit corporations, § 21:101

BENEFIT SOCIETIES

- Fraternal Benefit Societies** (this Index)

BIDS AND BIDDING

- Auction Sales** (this index)

BILLS OF LADING

- Documents of Title** (this index)

BONA FIDE ERROR

- Installment sales
 - generally, § 57:36
 - affirmative defense that violation of act unintentional and result of bona fide error, form, § 57:56
- Motor vehicle sales, leases, and financing
 - affirmative defense of accidental or bona fide error in computation, form, § 58:65
 - affirmative defense of bona fide error, form, § 58:98
- Patents and invention development, defense that invention development services contract is not void because alleged violation was unintentional and resulted from bona fide error, form, § 70:85

BONDS

- Broker-dealers, § 7:100
- Corporate buyouts, § 13:19
- Credit reporting and information, § 56:89
- Dance studios and health studios, § 52:8
- Derivative suit bond requirements
 - generally, § 2:9
 - amount of bond, § 2:11
 - defense awards, § 2:17
 - excuse of bond, notice of motion for, § 2:23
 - failure to post, § 2:12
 - fee awards, § 2:16
 - hearing on bond, § 2:10
 - motion for bond, § 2:22
 - voluntary compliance, § 2:13
- Discount buying services, §§ 52:40, 52:41
- Patents and invention development, §§ 70:55, 70:71, 70:72
 - complaint on invention developer's bond, form, § 70:81

INDEX

BONDS—Cont'd

Public Works Contracts (this index)

Receiverships, § 12:13

Security regulations

generally, §§ 7:100 to 7:105

forms, § 7:105

broker-dealers, § 7:100

complaint, § 7:105

deposit in lieu of, § 7:102

enforcing liability on

generally, § 7:103

complaint, § 7:105

fraud and misrepresentations,
§ 7:101

issuers, § 7:100

limitations of actions, § 7:104

market manipulation, § 7:101

Suretyship, § 38:7

BRANDS AND LOGOS

False and misleading advertising,
brand-comparison advertisements,
§§ 61:36, 61:64

Trademarks and Trade Names
(this index)

BREACH OF CONTRACT

Contracts (this index)

BREACH OF WARRANTY

Generally, §§ 40:81 to 40:95

False and misleading advertising,
§ 61:71

BROKERS

Corporate distributions to broker-
dealers, § 8:25

Manipulation of markets

generally, § 7:28

see also **Securities Regulation**
(this index)

Secured transactions, broker's lien,
§ 46:32

BULK SALES

Generally, §§ 47:1 to 47:23

BULK SALES—Cont'd

Forms, §§ 47:17 to 47:23

Amounts owed to creditors, com-
plaint in interpleader by buyer
against creditors of seller to
determine amounts owed to credi-
tors, form, § 47:19

Auctions

generally, §§ 47:11, 47:22

complaint to impose personal
liability on auctioneer for
noncompliance with bulk sales
law, form, § 47:18

Bankruptcy law, federal, § 47:3

Checklist of matters to be considered
in litigation, § 47:16

Claims handled through escrow,
§ 47:10

Compliance requirements, §§ 47:8 to
47:11

Damages

affirmative defense by auctioneer
against complaint seeking
damages for noncompliance
with bulk sales law that auc-
tioneer made good faith effort
to comply with Division 6,
form, § 47:22

affirmative defense by buyer
against complaint seeking
damages for noncompliance
with bulk sales law that com-
plaint barred by statute of limi-
tations, form, § 47:21

affirmative defense by buyer
against complaint seeking
damages for noncompliance
with bulk sales law that trans-
action not covered as bulk
sale, form, § 47:23

affirmative defense by buyer
against complaint seeking
damages for noncompliance
with bulk sales law that trans-
action was statutorily excluded
from coverage, form, § 47:20

BULK SALES—Cont'd

Defenses

- affirmative defense by auctioneer against complaint seeking damages for noncompliance with bulk sales law that auctioneer made good faith effort to comply with Division 6, form, § 47:22
- affirmative defense by buyer against complaint seeking damages for noncompliance with bulk sales law that complaint barred by statute of limitations, form, § 47:21
- affirmative defense by buyer against complaint seeking damages for noncompliance with bulk sales law that transaction not covered as bulk sale, form, § 47:23
- affirmative defense by buyer against complaint seeking damages for noncompliance with bulk sales law that transaction was statutorily excluded from coverage, form, § 47:20

Duties of buyer, § 47:9

Federal bankruptcy law, § 47:3

Forms

- generally, §§ 47:17 to 47:23
- affirmative defense by auctioneer against complaint seeking damages for noncompliance with bulk sales law that auctioneer made good faith effort to comply with Division 6, § 47:22
- affirmative defense by buyer against complaint seeking damages for noncompliance with bulk sales law that complaint barred by statute of limitations, § 47:21
- affirmative defense by buyer against complaint seeking

BULK SALES—Cont'd

Forms—Cont'd

- damages for noncompliance with bulk sales law that transaction not covered as bulk sale, § 47:23
- affirmative defense by buyer against complaint seeking damages for noncompliance with bulk sales law that transaction was statutorily excluded from coverage, § 47:20
- complaint by creditor seeking to impose personal liability on buyer for noncompliance with Division 6, § 47:17
- complaint in interpleader by buyer against creditors of seller to determine amounts owed to creditors, § 47:19
- complaint to impose personal liability on auctioneer for noncompliance with bulk sales law, § 47:18

Fraudulent Transfers (this index)

- Good faith, affirmative defense by auctioneer against complaint seeking damages for noncompliance with bulk sales law that auctioneer made good faith effort to comply with Division 6, form, § 47:22

Liability of transferee-buyer, § 47:12

Noncompliance with bulk sales law

- affirmative defense by auctioneer against complaint seeking damages for noncompliance with bulk sales law that auctioneer made good faith effort to comply with Division 6, form, § 47:22
- affirmative defense by buyer against complaint seeking damages for noncompliance with bulk sales law that complaint barred by statute of limitations, form, § 47:21

INDEX

BULK SALES—Cont'd

Noncompliance with bulk sales law
—Cont'd

affirmative defense by buyer
against complaint seeking
damages for noncompliance
with bulk sales law that trans-
action was statutorily excluded
from coverage, form, § 47:20

complaint by creditor seeking to
impose personal liability on
buyer for noncompliance with
Division 6, form, § 47:17

complaint to impose personal
liability on auctioneer for
noncompliance with bulk sales
law, form, § 47:18

Notice to creditors, § 47:8

Parties entitled to remedy, § 47:13

Purpose of law, § 47:2

Rights between transferor-seller and
transferee-buyer, § 47:14

Statute of limitations, § 47:15

affirmative defense by buyer
against complaint seeking
damages for noncompliance
with bulk sales law that com-
plaint barred by statute of limi-
tations, form, § 47:21

Transactions affected by bulk sales
law, §§ 47:5 to 47:7

Transactions excluded from cover-
age under bulk sales law, § 47:7

Uniform Commercial Code, Division
6, § 47:4

complaint by creditor seeking to
impose personal liability on
buyer for noncompliance with
Division 6, form, § 47:17

BURDEN OF PROOF

Accord and satisfaction, § 31:10

Accounts and accounting, § 35:33

Assignment, § 26:17

Bailments, § 37:29

BURDEN OF PROOF—Cont'd

False and misleading advertising,
§ 61:53

Negotiable instruments, § 42:54

Novation, § 27:16

Quasi contract and common counts,
§ 34:44

Reformation of contracts, § 28:18

Unfair competition, § 60:17

BUSINESS AND PROFESSIONS CODE

False and misleading advertising,
§§ 61:1 to 61:64

Unfair competition, §§ 60:5 to 60:33

BUSINESS FRANCHISES

Private Franchises (this index)

BUSINESS INTERFERENCE

Interference With Economic
Relationships (this Index)

BUSINESS JUDGMENT RULE

Corporations (this index)

BUSINESS NAMES

Trademarks and Trade Names
(this Index)

BUSINESS OPPORTUNITIES

Seller assisted marketing plans
generally, § 23:82

see also **Private Franchises** (this
index)

BUSINESS SECRETS

Trade Secrets (this Index)

CANCELLATION

Letters of credit, revocation of credit,
§ 43:13

CANCELLATION OF INSTRUMENTS

See also **Termination and Cancel-
lation of Contracts** (this index)

Termination distinguished, § 29:7

CAPACITY

Contractual capacity. **Contracts** (this index)
Standing distinguished, § 1:1

CARRIERS

Documents of Title (this index)

CASHIER'S CHECKS

Generally, § 42:25

CAUSATION

Waiver and estoppel, § 32:5

CAUSES OF ACTION

Establishment or Free Exercise
Clause violation, § 21:66
Trade secrets, § 66:14.50

CERTIFICATED SECURITIES

Securities Transfer (this index)

**CERTIFICATES OF
AUTHENTICITY**

Artistic property, § 69:25

CERTIFICATES OF TITLE

Secured transactions, perfection and
priority of security interests,
§§ 46:35, 46:85

CHARGING ORDERS

Creditors' Rights (this Index)

**CHARITABLE
ORGANIZATIONS**

Artistic property, affirmative defense
that defendant is exempt charitable
organization, form, § 69:36
False and misleading advertising,
§ 61:40

Fraternal Benefit Societies (this
Index)

Nonprofit Organizations (this
index)

CHECKS AND DRAFTS

Generally, §§ 42:25 to 42:27

CHECKS AND DRAFTS—Cont'd

Allegation that drawer of accepted
draft was given notice of dishonor,
form, § 42:64

Banks (this index)

Complaint by holder against acceptor
seeking payment of draft, form,
§ 42:57

Complaint by holder against drawer
seeking payment of unaccepted
draft, form, § 42:59

CHILDREN

Contracts (this index)

CHOICE OF LAW

Secured Transactions (this index)

CHURCHES

Fraternal Benefit Societies (this
Index)

Nonprofit Organizations (this
Index)

CIVIL RIGHTS DEPRIVATION

Contracts, § 24:28

CLASS ACTIONS

Limited partnerships
generally, §§ 19:50 to 19:57
forms, §§ 19:53 to 19:57
allegations, required, § 19:51
motion to allow derivative action
form, § 19:54
supporting declaration,
§ 19:55
security requirements
generally, § 19:52
motion, § 19:56
order, § 19:57

CLOSE CORPORATIONS

Generally, §§ 14:1 to 14:29
Forms, §§ 14:25 to 14:29
Business judgment rule, § 14:10
Care duties
generally, § 14:10

INDEX

CLOSE CORPORATIONS

—Cont'd

Care duties—Cont'd
 complaint for breach of fiduciary duties, § 14:26
Common characteristics, § 14:1
Deadlock and dissolution, § 13:23
Directors. **Corporations** (this index)
Dissolution
 generally, §§ 13:1, 14:23
 see also **Corporations** (this index)
 buyouts to avoid, § 13:21
 deadlock, § 13:23
 involuntary, § 14:24
 voluntary, § 14:23
Effect of status, § 14:6
Family corporations, § 14:1
Involuntary dissolution petition, § 14:29
Irrevocable proxies
 generally, § 14:14
 transferees, effect on, § 14:16
Liabilities, shareholders' agreements, § 14:9
Management
 generally, § 14:2
 Corporations (this index)
Managerial shareholders
 generally, § 14:10
 complaint for breach of fiduciary duties, § 14:26
Mergers, § 14:21
Officers. **Corporations** (this index)
Professional Corporations (this index)
Qualification
 generally, § 14:2
 loss of status, § 14:5
Receiverships (this index)
Reorganization, § 14:22
Requirements for status
 generally, § 14:2
 loss of status, § 14:5

CLOSE CORPORATIONS

—Cont'd

Share certificate legends, §§ 14:3, 14:15
Shareholders' agreements
 generally, § 14:7
 definition, § 14:7
 legend notices, §§ 14:3, 14:15
 liabilities, § 14:9
 scope, § 14:7
 termination procedures, § 14:11
 transferees, effect on, § 14:8
 validity, § 14:12
 Voting agreements (this group)
Shares and shareholders
 care duties
 generally, § 14:10
 complaint for breach of fiduciary duties, § 14:26
 complaint for exceeding number of, § 14:25
 Corporations (this index)
 managerial shareholders
 generally, § 14:10
 complaint for breach of fiduciary duties, § 14:26
 number of
 generally, § 14:4
 complaint for exceeding, § 14:25
Statutory provisions, § 14:1
Voluntary dissolution petition, § 14:28
Voting agreements
 generally, § 14:13
 enforcement, § 14:17
 irrevocable proxies, § 14:14
 legend requirements, § 14:15
 scope of, § 14:13
Shareholders' agreements (this group)
 specific performance, § 14:27
 statutory authorization, § 14:13
 termination, § 14:18
 transferees, effect on, § 14:16

CLOSE CORPORATIONS

—Cont'd

Voting agreements—Cont'd
trusts, § 14:20
validity, § 14:19
Voting trusts, § 14:20

CLUBS

Fraternal Benefit Societies (this index)
Nonprofit Organizations (this index)

COLLATERAL

Secured Transactions (this index)

COLLUSION

Fraud and Misrepresentation (this index)
Unfair competition, § 60:42

COMMERCIALLY

REASONABLE CONDUCT

Secured Transactions (this Index)

COMMERCIAL PAPER

Negotiable Instruments (this Index)

COMMINGLED GOODS

Secured transactions, § 46:84

COMMON COUNTS

Quasi Contract and Common Counts (this index)

COMPENSATION

Agency, agent's common count to recover compensation, form, § 36:35

COMPETENCY FOR CONTRACTUAL RELATIONSHIP

Generally, §§ 24:19 to 24:28

COMPETITION

Restraints of Trade (this Index)
Unfair Competition (this Index)

COMPLIANCE

Bulk Sales (this index)

CONDITIONAL SALES

Secured Transactions (this Index)

CONSENT

Contractual consent
generally, §§ 24:29 to 24:34
rescission and restitution, §§ 30:8 to 30:14

CONSIDERATION

Generally, §§ 24:41 to 24:45, 24:62
Answer, § 24:123

Demurrer, § 24:114

Modification of contracts

generally, § 27:26
affirmative defense of modification of written contract by oral agreement supported by new consideration, form, § 27:37
allegation of breach of contract as modified by oral agreement supported by new consideration, form, § 27:32

Mutuality, § 24:44

Negotiable instruments, want or failure of consideration, § 42:77

Novation, § 27:10

Promissory estoppel as, § 24:45

Quasi contract and common counts
allegations, § 34:39
consideration failure, § 34:14

Reformation of contracts, § 28:11

Rescission and restitution

generally, §§ 30:15 to 30:17
complaint for relief based on rescission of contract for failure of consideration, § 30:40

Specific performance, inadequacy of consideration, § 33:20

Suretyship, § 38:3

CONSIGNMENTS

Artistic property
generally, § 69:1

INDEX

CONSIGNMENTS—Cont'd

Artistic property—Cont'd
 answer alleging art dealer's
 purchase of work of fine art
 from artist terminated consign-
 ment contract, form, § 69:17
 complaint to recover under
 consignment contract, form,
 § 69:13

Secured Transactions (this index)

CONSTITUENT CORPORATIONS

Generally, § 11:1

See also **Reorganizations of
Corporations** (this index)

CONSTITUTION LAW

Establishment or Free Exercise
 Clause violation, § 21:66

CONSUMER COOPERATIVES

Nonprofit Organizations (this
 index)

CONSUMER CREDIT

Credit Cards (this Index)

Credit Reporting and Information
 (this Index)

CONSUMER GOODS AND SERVICES

Generally, §§ 52:1 to 52:62

Damages, complaint for damages
 based on failure to advise of right
 to cancel, form, § 52:61

Dance Studios and Health Studios
 (this index)

**Dating Services and Weight Loss
Clinics** (this index)

Discount Buying Services (this
 index)

Forms

 complaint for damages based on
 failure to advise of right to
 cancel, § 52:61
 complaint for excessive term of
 contract in violation of CC

CONSUMER GOODS AND SERVICES—Cont'd

Forms—Cont'd

 § 1812.53, § 52:59

**Home Improvements and Swim-
ming Pool Contracts** (this index)

**Home Solicitation Contracts and
Seminar Solicitation Contracts**
 (this index)

Secured Transactions (this index)

Unsolicited Goods and Services
 (this index)

Warranties (this index)

CONSUMER LEGAL REMEDIES

Generally, §§ 51:1 to 51:45

Forms, §§ 51:21 to 51:45

Action for damages, injunctive, and
 other relief, § 51:6

Action for injunctive relief, exemp-
 tion from notice requirement in,
 § 51:14

Advertising (this index)

Attorney fees and costs, entitlement
 to, § 51:8

Checklists

 matters to be considered in action
 for injunctive relief, § 51:18

 matters to be considered in
 defense of action under
 CLRA, § 51:19

 matters to be considered in
 requesting court determination
 of particular issues, § 51:20

 matters to be considered prior to
 commencement of action for
 damages, § 51:17

Class actions

 generally, §§ 51:9 to 51:12

 conditions required for, § 51:9

 consumer class action complaint
 including senior citizens and
 disabled persons, form,
 § 51:24

CONSUMER LEGAL

REMEDIES—Cont'd

Class actions—Cont'd
 motion and hearing pursuant to
 CC § 1781(c), § **51:10**
 notice of judgment, § **51:12**
 notice to consumer class of
 pendency of action, form,
 § **51:27**
 notice to consumer class of
 proposed class action settle-
 ment, form, § **51:28**
 notification to class, § **51:11**
 plaintiff's notice of motion for
 determination of class issues,
 form, § **51:25**
 Compliance attempts, evidentiary
 uses, § **51:15**
 Consumer class action
 consumer class action complaint
 including senior citizens and
 disabled persons, form,
 § **51:24**
 notice to consumer class of
 pendency of action, form,
 § **51:27**
 notice to consumer class of
 proposed class action settle-
 ment, form, § **51:28**
Consumer Privacy Act (this index)
 Court approval of dismissal, settle-
 ment, and compromise, § **51:12**
 Damages
 generally, §§ **51:6 to 51:8**
 consumer's complaint for dam-
 ages, form, § **51:22**
 notice and demand required prior
 to filing damages action,
 § **51:13**
 Deceptive methods, acts, and prac-
 tices, prohibited, § **51:4**
 Definitions under CLRA, § **51:3**
 Demand, consumer's notice and
 demand, form, § **51:21**
 Disabled persons, consumer class
 action complaint including senior

CONSUMER LEGAL

REMEDIES—Cont'd

citizens and disabled persons,
 form, § **51:24**
 Fair Debt Settlement Practices Act
 generally, §§ **51:16.30 to**
 51:16.70
 applications, §§ **51:16.30**
 definitions, §§ **51:16.30**
 enforcement, § **51:16.70**
 prohibited practices, §§ **51:16.50**
 False and misleading advertising,
 § **61:66**
 Forms
 generally, §§ **51:21 to 51:32**
 affirmative defense based on
 bona fide error, § **51:31**
 affirmative defense based on fail-
 ure to provide notice of viola-
 tions, § **51:29**
 affirmative defense based on
 offer to correct within reason-
 able time, § **51:30**
 affirmative defense based on stat-
 ute of limitations, § **51:32**
 consumer class action complaint
 including senior citizens and
 disabled persons, § **51:24**
 consumer's complaint for dam-
 ages, § **51:22**
 consumer's notice and demand,
 § **51:21**
 declaration regarding proper
 venue, § **51:23**
 defendant's notice of motion for
 determination of issues pursu-
 ant to CC §§ 1781(c)(3) and
 1782(c), § **51:26**
 notice to consumer class of
 pendency of action, § **51:27**
 notice to consumer class of
 proposed class action settle-
 ment, § **51:28**
 Notice
 affirmative defense based on fail-
 ure to provide notice of viola-

INDEX

CONSUMER LEGAL REMEDIES—Cont'd

Notice—Cont'd
 tions, form, § 51:29
 consumer's notice and demand,
 form, § 51:21
 defendant's notice of motion for
 determination of issues pursuant
 to CC §§ 1781(c)(3) and
 1782(c), form, § 51:26
Notification to class, § 51:11
Purposes of CLRA, § 51:1
Remedies not exclusive, § 51:2
Senior citizens, consumer class
 action complaint including senior
 citizens and disabled persons,
 form, § 51:24
Statute of limitations
 affirmative defense based on statute
 of limitations, form,
 § 51:32
 good faith defenses, § 51:16
Transactions, excluded, § 51:5
Venue
 declaration regarding proper
 venue, form, § 51:23
 required affidavit, § 51:7
Waiver prohibited, § 51:2

CONSUMER PRIVACY ACT

Generally, § 51:33
Attorney General guidance, § 51:45
Civil actions
 Attorney General, brought by,
 § 51:45
 violation of duty to implement
 security practices, § 51:44
Compliance requirements for businesses
 collecting personal information, § 51:41
Construction, § 51:33
Definitions, § 51:34
Deletion of personal information
 collected by businesses, § 51:36
Discrimination prohibited, § 51:40
Financial incentives, § 51:40

CONSUMER PRIVACY ACT —Cont'd

Obligations imposed, effect of, § 51:42
Opt out, sale of personal information, § 51:39
Personal information collected by
 businesses
 generally, § 51:35
 compliance requirements,
 § 51:41
 deletion of, § 51:36
 opt out, right to, § 51:39
 sale of information, rights
 regarding disclosure, § 51:38
 uses of information, disclosure
 of, §§ 51:37, 51:38
Preemption, § 51:33
Sale of personal information, rights
 regarding disclosure, § 51:38
Security practices, civil actions for
 violation of duty to implement,
 § 51:44
Unenforceable provisions of
 contract, § 51:43
Uses of personal information,
 disclosure of, §§ 51:37, 51:38
Void provisions of contract, § 51:43

CONSUMER WARRANTIES

Warranties (this index)

CONTESTS

False and misleading advertising,
 §§ 61:30 to 61:33

CONTINUATION

Secured Transactions (this index)

CONTRACTS

Generally, §§ 24:1 to 25:18
Forms, §§ 24:98 to 24:139
Acceptance
 generally, § 24:39
 withdrawal of, § 24:40
Actions arising from breach of
 contract, §§ 24:87 to 24:97

CONTRACTS—Cont'd

Agreements Not to Compete (this index)

Allegations, §§ **24:104 to 24:110**

Answers, §§ **24:116 to 24:139**

Anticipatory breach of contract, § **24:68**

Artistic property

answer alleging art dealer's purchase of work of fine art from artist terminated consignment contract, form, § **69:17**
complaint to recover under consignment contract, form, § **69:13**

Assignment (this index)

Attorney fees, damages for breach of contract, § **24:83**

Bailments

generally, § **37:14**
affirmative defense of contractual modification of duty of care, form, § **37:45**

Banks, § **49:40**

Breach of contract, §§ **24:131, 24:134**

generally, §§ **24:67 to 24:97**
actions arising from breach of contract, §§ **24:87 to 24:97**
anticipatory breach, § **24:68**
breach, defined, § **24:67**
damages for breach of contract (this group)
extent of breach, § **24:69**
third party form, § **24:100**
time of breach, § **24:70**
torts arising from breach of contract (this group)
waiver of breach, § **24:73**

Cancellation. **Termination and Cancellation of Contracts** (this Index)

Capacity to contract

generally, §§ **24:19 to 24:28**
persons adjudicated incompetent, § **24:27**

CONTRACTS—Cont'd

Capacity to contract—Cont'd

persons deprived of civil rights, § **24:28**

persons of unsound mind, § **24:26**

persons without understanding, § **24:25**

Certainty of terms, § **24:36**

Changes in contract, § **24:65**

Children

generally, §§ **24:20, 24:119**
contracts enforceable against, § **24:23**

void or voidable contracts, §§ **24:21, 24:22**

Choice of law, construction of contracts, § **24:18**

Civil rights deprivation, § **24:28**

Claims relating to contract elements, §§ **24:19 to 24:51**

Cohabitation agreement breach complaint, form, § **24:102**

Combining contract and tort causes of action, § **24:91**

Communication of consent, § **24:30**

Complaints

generally, §§ **24:98 to 24:103**
elements, § **24:89**

Conditions and covenants, implied, § **24:60**

Consent

communication of, § **24:30**
imperfect, § **24:29**

Consideration (this Index)

Construction of contracts, §§ **24:8 to 24:18**

implications and uncertainties, § **24:16**

Consumer goods and services, complaint for excessive term of contract in violation of CC § 1812.53, form, § **52:59**

Corporations, suspended or forfeited, contracts made during, §§ **1:29 to 1:33**

INDEX

CONTRACTS—Cont'd

Court function in construction of contracts, § 24:8

Damages for breach of contract generally, §§ 24:74 to 24:83, 24:98, 24:101, 24:139
attorney fees, § 24:83
defenses, § 24:97
interest, § 24:82
liquidated damages provision in contract, § 24:75
lost profits or benefits, § 24:79
mental or physical suffering, § 24:81
nominal damages, § 24:77
punitive damages, § 24:76
reasonable compensation for foreseeable injury, § 24:78
time period covered by damages, § 24:80

Dance Studios and Health Studios
(this index)

Dating services and weight loss clinics, §§ 52:17 to 52:19

Default, receivership as event of, § 12:1

Defenses, §§ 24:95 to 24:97, 24:118 to 24:139

Definitions, §§ 24:1 to 24:7

Demand for performance, § 24:53

Demurrers, §§ 24:111 to 24:115

Discount buying services, §§ 52:43, 52:44, 52:47, 52:49, 52:50

Documents of title, §§ 44:24, 44:33

Duress and menace, § 24:32

Elements of contract, defined, § 24:3

Estoppel and waiver
generally, § 32:15
estoppel as consideration, §§ 24:45, 24:110

Excuses for nonperformance, §§ 24:63 to 24:66

Executed and executory contracts, defined, § 24:5

CONTRACTS—Cont'd

Express, implied, and quasi contracts, defined, § 24:4

Failure of consideration, § 24:62

Foreign corporation forfeiture periods, contracts made during, §§ 1:29 to 1:33

Foreseeable injury, reasonable compensation for foreseeable injury, § 24:78

Forfeiture, § 24:10

Forms

generally, §§ 24:98 to 24:139
allegation of breach of implied covenant of good faith and fair dealing, § 24:109

allegation of implied employment contract, § 24:104

allegation of oral contract, § 24:105

allegation of promissory estoppel as substitute for consideration, § 24:110

allegation of tender of performance, § 24:108

allegation of waiver of condition, § 24:107

allegation that, due to defendant's fraud, oral contract may be enforced, § 24:106

answers, §§ 24:116 to 24:139

answer to verified complaint with allegation of illegal contract, § 24:116

complaint for damages for anticipatory breach of contract, § 24:101

complaint for damages for breach of written contract, § 24:98

complaint re breach of implied cohabitation agreement, § 24:102

defense of accord and satisfaction, § 24:138

CONTRACTS—Cont'd

Forms—Cont'd

- defense of account stated,
§ 24:137
- defense of alteration of written
contract without consent,
§ 24:126
- defense of complete lack of
capacity to contract, § 24:119
- defense of failure of
consideration, § 24:130
- defense of lack of capacity to
contract based on prior
adjudication of incompetency,
§ 24:122
- defense of lack of consideration,
§ 24:123
- defense of minor's lack of capac-
ity to contract, § 24:118
- defense of modification of
contract, § 24:125
- defense of novation, § 24:136
- defense of plaintiff's failure to
mitigate damages, § 24:139
- defense of rescission, § 24:135
- defense of rescission by person
subsequently adjudicated of
unsound mind, § 24:121
- defense of statute of frauds,
§ 24:124
- defense of tender of performance
and plaintiff's refusal,
§ 24:129
- defense that contract of minor
was disaffirmed, § 24:119
- defense that contract was exe-
cuted as result of mistake,
fraud, duress, or undue influ-
ence, § 24:127
- defense that defendant already
performed, § 24:128
- defense that performance was
impossible, § 24:133
- defense that plaintiff breached
contract, § 24:134

CONTRACTS—Cont'd

Forms—Cont'd

- defense that plaintiff prevented
performance, § 24:132
- defense that plaintiff waived
defendant's breach, § 24:131
- demurrers, §§ 24:111 to 24:115
- demurrer to complaint with alle-
gation of illegal contract,
§ 24:111
- ground for demurrer: failure to
show existence or terms of
contract, § 24:113
- ground for demurrer: lack of
consideration, § 24:114
- ground for demurrer: statute of
frauds, § 24:112
- ground for demurrer: unable to
tell whether alleged contract is
oral, written, or implied,
§ 24:115
- Judicial Council Form 982.1(20),
§ 24:99
- judicial council form answer,
§ 24:117
- minor contract defense,
§§ 24:118, 24:119
- third-party beneficiary complaint
for damages for breach of
contract, § 24:100
- Fraud, §§ 24:31, 24:46, 24:47
- Good faith and fair dealing
allegation of breach, form,
§ 24:109
- implied covenant, § 24:61
- Health studios. **Dance Studios and
Health Studios** (this index)
- Home improvements and swimming
pool contracts, §§ 52:52 to 52:58
- complaint for damages based on
contract for home improve-
ments induced by false repre-
sentation, form, § 52:63
- Home Solicitation Contracts and
Seminar Solicitation Contracts**
(this index)

INDEX

CONTRACTS—Cont'd

Illegal contract, § 24:111
Illegality or unconscionability,
§§ 24:48 to 24:51
Imperfect consent, § 24:29
Imperfect state of mind or information,
§§ 24:29 to 24:34
Implications and uncertainties
 construction of contracts, § 24:16
 definition of implied contract,
 § 24:4
 good faith and fair dealing,
 § 24:61
 implied conditions and covenants,
 § 24:60
 implied partnership agreement
 complaint, form, § 24:103
 pleading, § 24:90
Impossibility or impracticality of
performance, § 24:64
Inadequate offer or acceptance,
§§ 24:35 to 24:40
Incompetence, §§ 24:120, 24:122
 mental, § 24:24
 persons adjudicated, § 24:27
 persons of unsound mind,
 § 24:26
 persons without understanding,
 § 24:25
Installment sales (this index)
Intent of parties, construction of
contracts, § 24:9
Interest, damages for breach of
contract, § 24:82
**Interference with Economic
Relationships** (this index)
Interpretation of the whole, construction
of contracts, § 24:13
Joint and several, construction of
contracts, § 24:12
Jury trial, right to, § 24:93
Lack of capacity of parties, §§ 24:19
to 24:28, 24:120, 24:122
Language used, construction of
contracts, § 24:11

CONTRACTS—Cont'd

Liquidated damages provision in
contract, § 24:75
Lost profits or benefits, damages for
breach of contract, § 24:79
Menace, § 24:32
Mental or physical suffering, damages
for breach of contract,
§ 24:81
Minor contract defense, §§ 24:118,
24:119
Minors. Children (this group)
Mistake, § 24:34
Mitigation of damages, § 24:139
Modification of Contracts (this
Index)
**Motor Vehicle Sales, Leases, and
Financing** (this index)
Mutual assent, lack of, §§ 24:29 to
24:40
Mutuality of consideration, § 24:44
Nature of contract, defined, § 24:2
Nominal damages for breach of
contract, § 24:77
Nonperformance, excuses for non-
performance, §§ 24:63 to 24:66
Novation (this Index)
Objections to tender, § 24:58
Offer or acceptance inadequate,
§§ 24:35 to 24:40
Offer rejected, § 24:38
Oral contract
 allegation of, form, § 24:105
 enforcement of, form, § 24:106
Parol evidence, construction of
contracts, § 24:15
Parties, § 24:92
**Patents and Invention Develop-
ment** (this index)
Performance of contracts
 generally, §§ 24:52 to 24:66,
 24:108, 24:128, 24:129,
 24:132, 24:133
 demand for, § 24:53
 effect of, § 24:55

CONTRACTS—Cont'd

Performance of contracts—Cont'd
effect of offer of, § 24:56

excuses for nonperformance,
§§ 24:63 to 24:66

prevention of tender, § 24:63

Specific Performance (this
index)

types of, § 24:52

Personal property leases, §§ 48:4,
48:7 to 48:21

Personal Property Leases (this
index)

Pleading express and implied
contracts, § 24:90

Prevention of tender or performance,
§ 24:63

Promissory estoppel as
consideration, § 24:45
form, § 24:110

Proof issues, § 24:94

Public Works Contracts (this
Index)

Punitive damages for breach of
contract, § 24:76

**Quasi Contracts and Common
Counts** (this Index)

Reformation of Contracts (this
index)

Rejection of offer, § 24:38

Rescission and Restitution (this
Index)

Response strategy, § 24:95

Revocation of offer, § 24:37

Sales (this index)

Secured Transactions (this index)

Specific Performance (this index)

Statute of Frauds (this Index)

Statutes of limitations, § 24:87

Sufficiency of consideration, § 24:43

Surrounding circumstances,
construction of contracts, § 24:14

**Termination and Cancellation of
Contracts** (this Index)

CONTRACTS—Cont'd

Third-Party Beneficiary Contracts
(this index)

Time

breach of contract, § 24:70

cause of action accrual, § 24:88

performance, § 24:54

period covered by damages,
§ 24:80

Torts

breach of covenant of good faith
and fair dealing, §§ 24:84 to
24:86

combining contract and tort
causes of action, § 24:91

intentional interference with
contract, § 24:85

Unconscionability, § 24:51

Undue influence, § 24:33

Unfair competition, § 60:44

Unilateral and bilateral contracts,
defined, § 24:6

Usage and custom, construction of
contracts, § 24:17

Voidable and void contracts, defined,
§ 24:7

Waiver and release

generally, § 24:66

condition, allegation of waiver,
form, § 24:107

waiver of breach of contract,
§ 24:73

Withdrawal of acceptance, § 24:50

Writing requirement, §§ 24:46,
24:47

CONTRIBUTION

Corporate directors, § 4:44

Insider trading, § 4:77

Securities Regulation (this index)

CONVERSION

Auction Sales (this index)

Flexible purpose corporations
generally, § 21:120

INDEX

CONVERSION—Cont'd

Flexible purpose corporations
—Cont'd
domestic corporation, conversion
to, § 21:117
nonprofit or cooperative corpora-
tion, conversion to, § 21:116

COOPERATIVE CORPORATION

Conversion of flexible purpose
corporation to, § 21:116

COOPERATIVES

Fraternal Benefit Societies (this
Index)

Nonprofit Organizations (this
Index)

CORPORATE DISCLOSURE ACT

Generally, § 1:17
Foreign corporations, § 1:18

CORPORATE GOVERNANCE PARITY ACT

Generally, § 4:6

CORPORATE OPPORTUNITY DOCTRINE

Generally, § 4:68
Indebtedness of corporation,
purchase of, § 4:70
Trade secrets, misappropriation,
§ 4:69

CORPORATE SECURITIES LAW OF 1968

Securities Regulation (this index)

CORPORATIONS

Actions by and against
generally, §§ 1:1 to 1:50
forms, §§ 1:35 to 1:50
agent for service of process
generally, § 1:5
Certificate of Designation,
§ 1:50

CORPORATIONS—Cont'd

Actions by and against—Cont'd

Alter Ego (this index)

attorneys, representation by,
§ 1:3

captions, name designations in,
§ 1:2

certificate of qualification,
defense of failure to maintain,
§ 1:40

checklists
domestic corporations, § 1:35
foreign corporations, § 1:36

complaint allegation
domestic corporation, status
as, § 1:38
foreign corporations, capacity
as, § 1:39

constituent corporations, § 1:4
continuance to obtain certificate
of revivor, motion for, § 1:43
defense of lack of capacity,
§§ 1:40, 1:41

Derivative Suits (this index)

dissolved corporations
generally, §§ 1:4, 13:40
quiet title actions, § 13:43
service of process on, § 1:8
foreign corporations, §§ 1:10 to
1:16

Foreign Corporations (this
index)

foreign incorporation defects,
§ 1:34

forfeit of charter, effect of
generally, § 1:8
foreign corporations, § 1:9

individual shareholder suits and
derivative suits distinguished,
§ 2:2

merged corporations, § 1:4
officers, service of process on,
§ 1:6

person, corporation as, § 1:1
pleading capacity, § 1:2

CORPORATIONS—Cont'd

Actions by and against—Cont'd

Promoters, Corporate (this index)

quiet title actions, § 13:43

representation in court, § 1:3

Secretary of State, service on, § 1:7

service of process, § 1:5

shareholder's individual suits and derivative suits distinguished, § 2:2

substituted service, § 1:7

summary judgment motion, § 1:42

tax law compliance requirements generally, §§ 1:22 to 1:33
substantial compliance, § 1:26

transacting business in California, litigation as, § 1:12

Agents

attorneys as, § 1:3

designated agents

generally, § 1:5

Certificate of Designation, § 1:50

officers as, § 1:6

Secretary of State as agent for service, § 1:7

Annual disclosure statements

generally, § 1:17

California Corporate Disclosure Act, § 1:17

charter suspensions for failure to file, § 1:21

failure to file, § 1:19

foreign corporations, § 1:18

form of statement, § 1:44

internet, forms available on, § 1:37

no change statement, § 1:45

penalties, § 1:20

waiver of penalties, § 1:20

CORPORATIONS—Cont'd

Annual reports

generally, §§ 9:1 to 9:42

forms, §§ 9:33 to 9:42

Attorney General's enforcement of inspection statutes, § 9:17

books of accounts, § 9:3

checklists

corporations, § 9:35

directors, § 9:34

shareholders, § 9:33

directors' inspection rights

generally, § 9:18

enforcement, § 9:19

evidentiary use

hearsay exception, § 9:21

presumptions, § 9:22

falsification of records and reports, §§ 9:29, 9:30

financial reports, § 9:23

Inspection of records and reports (this group)

issuances of shares, § 9:7

liabilities, § 9:28

minutes of meetings, § 9:2

penalties for failures, § 9:28

request for, § 9:24

Secretary of State filing

generally, § 9:26

contents and revisions, § 9:27

securities transactions, § 9:7

shareholders

generally, § 9:23

mandamus petition, § 9:42

request form, § 9:41

statutory duties, § 9:1

tax records, § 9:6

Attorney General, receivership initiations by, § 12:5

Attorneys, representation by, § 1:3

Authority

generally, § 4:61

acts of board, what constitutes, § 4:34

INDEX

CORPORATIONS—Cont'd

Authority—Cont'd

de facto officers and directors,
§ 4:59

directors

generally, §§ 4:34, 4:61

power to bind corporation,
§ 4:61

third persons, authorities as
to, § 4:60

dissolutions, authority exercises
during, § 13:28

issuance of shares, § 6:3

meetings, actions without, § 4:36

officers

generally, §§ 4:57, 4:61

power to bind corporation,
§ 4:61

third persons, authorities as
to, § 4:60

promoters, corporate, § 4:2

third persons, authorities as to,
§ 4:60

Boards. Directors (this group)

Books and records

generally, §§ 9:1 to 9:42

forms, §§ 9:33 to 9:42

accounting records, inspection
rights, § 9:11

Attorney General's enforcement
of inspection statutes, § 9:17

audits, court ordered, § 9:14

books of accounts, § 9:3

bylaws

generally, § 9:4

inspection rights, § 9:11

checklists

corporations, § 9:35

directors, § 9:34

shareholders, § 9:33

directors' inspection rights

generally, § 9:18

enforcement, § 9:19

elections, reports of results,
§ 10:22

CORPORATIONS—Cont'd

Books and records—Cont'd

ERISA voting record require-
ments, § 10:31

evidentiary use

hearsay exception, § 9:21

presumptions, § 9:22

falsification of records and
reports, §§ 9:29, 9:30

foreign corporations, § 9:1

Inspection of records and reports
(this group)

issuances of shares, § 9:7

liabilities, § 9:28

minutes of meetings

generally, § 9:2

inspection rights, § 9:11

penalties for failures, § 9:28

proxies, ERISA requirements,
§ 10:31

securities regulation examina-
tions, § 7:19

securities transactions, § 9:7

share registers

generally, § 9:5

limited purpose inspection
rights

generally, § 9:9

demand for, § 9:37

mandamus petition,
§ 9:38

statutory duties, § 9:1

tax assessor inspections, § 9:20

tax records, § 9:6

votes, reports of results, § 10:22

voting records, ERISA require-
ments, § 10:31

Broker-dealers, distributions to,
§ 8:25

Business combinations statutes,
§ 4:28

Business judgment rule

generally, § 4:24

close corporations, § 14:10

derivative suit defenses, § 2:14

CORPORATIONS—Cont'd

Business judgment rule—Cont'd
 executive compensation, § 4:25
 golden parachute provisions,
 § 4:25
 takeover fights, § 4:24
 Buyouts. Shares and shareholders
 (this group)
 Bylaws
 generally, § 9:4
 directors, number of, § 4:3
 directors' qualifications, § 4:13
 inspection rights, § 9:11
 California Corporate Disclosure Act,
 § 1:17
 Capacity and standing distinguished,
 § 1:1
 Capacity to sue and be sued, § 1:1
 Certificates
 dissolution, § 13:36
 forms available on line, § 1:37
 revivor, § 1:27
 Charters
 forfeit of charter, service on
 corporation after
 generally, § 1:8
 foreign corporations, § 1:9
 indemnification of directors,
 officers and agents, § 4:85
 issuance of shares, authority,
 § 6:3
 named directors in, § 4:1
 signing by directors, § 4:1
 surrender of charter, service
 after, § 1:9
 Suspensions (this group)
 Chief executive officers, § 4:53
 Compensation
 generally, § 4:25
 conflicts of interest, § 4:50
 conflicts of interests, § 4:62
 directors, § 4:50
 expense accounts, § 4:64
 life insurance benefits to direc-
 tors and officers, § 4:63

CORPORATIONS—Cont'd

Compensation—Cont'd
 loans to directors and officers,
 § 4:62
 provisional directors, § 4:11
 Conflicts of interests
 generally, § 4:62
 corporate opportunity doctrine,
 § 4:68
 directors
 generally, § 4:49
 compensation, § 4:50
 interested transactions, § 4:51
 expense accounts, § 4:64
 indebtedness of corporation,
 purchase of, § 4:70
 Insider trading (this group)
 interested transactions of direc-
 tors, § 4:51
 loans to directors and officers
 generally, § 4:62
 complaint form, § 4:92
 shareholder approvals, § 4:66
 share pledged loans, § 4:65
 reorganization proposals, § 11:5
 reorganizations, § 11:14
 trade secrets, misappropriation,
 § 4:69
 Constituent corporations, § 1:4
 Consumer cooperatives. See **Non-
 profit Organizations** (this index)
 Contracts
 directors' liabilities for, § 4:39
 suspension or forfeiture,
 contracts made during, §§ 1:29
 to 1:33
 Contribution
 creditors' rights to distributions,
 § 8:13
 directors' contribution rights,
 § 4:44
 insider trading, § 4:77
 Controlling shareholders
 generally, § 4:19

INDEX

CORPORATIONS—Cont'd

Controlling shareholders—Cont'd
business combinations statutes,
§ 4:28

business judgment rule, § 4:24

disclosure duties, § 4:22

fairness, duty of, § 4:27

fiduciary duties, § 4:21

good faith duties, § 4:27

limitations of actions against,
§ 4:26

Management (this group)

standard of care, § 4:23

transfers of shares by, § 4:28

Corporate opportunity doctrine,
§ 4:68

Creditors' rights to distributions
generally, §§ 8:1 to 8:38
actions

generally, §§ 8:10, 8:11

forms, §§ 8:28 to 8:38

allegation of director's dis-
sent, § 8:29

complaint, § 8:28

contribution, § 8:13

corporation, complaint for
benefit of, § 8:30

preferred shareholders'
actions, § 8:12

assets to liabilities earnings test,
§ 8:15

exclusions from distributions,
§ 8:2

liabilities, ability of corporation
to meet

generally, §§ 8:16, 8:22

allegation, § 8:31

propriety of distributions, § 8:14

Redemptions and repurchases of
shares (this group)

retained earnings test, § 8:14

Deadlock

election deadlocks

generally, § 4:9

CORPORATIONS—Cont'd

Deadlock—Cont'd

election deadlocks—Cont'd

petition for appointment of

provisional director, § 4:90

management deadlocks

generally, § 4:8

petition for appointment of

provisional director, § 4:89

successor boards, § 4:9

De facto officers and directors,
§ 4:59

Derivative Suits (this index)

Directors

generally, §§ 4:1 to 4:94

forms, §§ 4:88 to 4:94

actions without meetings, § 4:36

acts of board, what constitutes,
§ 4:34

Annual reports (this group)

articles of incorporation, named
directors in, § 4:1

Books and records (this group)

business judgment defense to
derivative suits, § 2:14

business judgment rule, § 4:24

bylaw provision as to number of,
§ 4:3

classes of directors, § 4:4

committee meetings, § 4:37

committees, delegations to,
§ 4:20

compensation

generally, § 4:25

conflicts of interest, § 4:50

provisional directors, § 4:11

complaint challenging corporate
action

laches defense, § 10:53

unclean hands defense,
§ 10:54

conflicts of interests

generally, §§ 4:49, 4:62

interested transactions, § 4:51

CORPORATIONS—Cont'd

Directors—Cont'd

- contracts of corporations,
liability for, § 4:39
- contribution liabilities
generally, § 7:93
- complaint, § 7:96
- defenses, §§ 7:98, 7:99
- intent, § 7:98
- motion for, § 7:97
- contribution rights, § 4:44
- Corporate Governance Parity
Act, § 4:6
- corporate opportunity doctrine,
§ 4:68
- court appointment
generally, § 4:7
- petition, §§ 4:89, 4:90
- cumulative voting for, § 10:21
- deadlock
generally, § 4:8
- election deadlocks
generally, § 4:9
- petition for appointment
of provisional director,
§ 4:90
- management deadlocks
generally, § 4:8
- petition for appointment
of provisional director,
§ 4:89
- death of, § 4:7
- declarations of dividends, § 8:3
- de facto directors, § 4:59
- delegations to committees,
§ 4:20
- demands on prior to derivative
litigation, §§ 2:7, 2:8
- Derivative Suits** (this index)
- dissolution, powers in, § 13:27
- dissolution liabilities, § 13:31
- distributions, liabilities for
approval of, § 4:40
- elections
generally, §§ 4:3, 4:5

CORPORATIONS—Cont'd

Directors—Cont'd

- elections—Cont'd
- classes of directors, § 4:4
- Corporate Governance Parity
Act, § 4:6
- manner of election, § 4:5
- number of directors, § 4:5
- expense accounts, § 4:64
- filling vacancies, § 4:18
- foreign corporation, electing
directors in California, com-
plaint allegation, § 10:51
- fraud
complaint seeking damages,
§ 4:91
- complaint seeking removal,
§ 4:88
- futile demands on, § 2:8
- good faith, presumptive, § 4:24
- guarantees, liabilities for
approval of, § 4:40
- indebtedness of corporation,
purchase of, § 4:70
- indemnification
generally, §§ 4:78, 7:92
- advancing expenses, § 4:83
- charter provision for, § 4:85
- complaint, § 7:95
- corporate judgments, § 4:79
- cross complaint for, § 8:37
- good faith, § 4:78
- insurance, effect of, § 4:86
- mandatory indemnification,
§ 4:80
- methods of authorizing,
§ 4:82
- motion for indemnification,
§ 4:94
- prohibition of indemnifica-
tion, § 4:84
- scope of right, § 4:81
- initial directors, § 4:2
- Insider trading (this group)

INDEX

CORPORATIONS—Cont'd

Directors—Cont'd

inspection rights

generally, § 9:18

enforcement, § 9:19

interested transactions, § 4:51

Issuance of Shares (this index)

liabilities

conflicts of interest, § 4:49

contracts of corporations,
§ 4:39

contribution rights, § 4:44

damages, § 4:43

dissenting directors, § 4:41

distributions, approval of,
§ 4:40

guarantees, approval of,
§ 4:40

improper distributions

generally, § 8:10

forms, §§ 8:28 to 8:38

allegation of director's
dissent, § 8:29

answers, §§ 8:35, 8:36

contribution, § 8:13

corporation, complaint
for benefit of, § 8:30

creditors' actions, § 8:11

creditors' complaint,
§ 8:28

cross complaint, §§ 8:37,
8:38

impleader rights, § 8:13

indemnification, cross
complaint for, § 8:37

preferred shareholders'
actions, § 8:12

interested transactions, § 4:51

limitations on liability, § 4:46

loans, approval of, § 4:40

subrogation rights, § 4:45

torts of corporations, § 4:38

who may sue, § 4:42

life insurance benefits, § 4:63

CORPORATIONS—Cont'd

Directors—Cont'd

loans, liabilities for approval of,
§ 4:40

loans to

generally, § 4:62

complaint form, § 4:92

shareholder approvals, § 4:66

share pledged loans, § 4:65

Management (this group)

Meetings of directors (this group)

minorities, § 4:6

named directors, § 4:1

number of

generally, § 4:5

bylaw provision, § 4:3

powers

generally, § 4:61

provisional directors, § 4:11

professional corporations, § 15:7

promoters' transfer of powers to,
§ 4:2

Provisional directors (this group)

qualifications, § 4:13

generally, § 4:1

provisional directors, § 4:8

records and reports, right to

inspect

generally, § 9:18

enforcement, § 9:19

Redemptions and repurchases of
shares (this group)

removal

generally, § 4:14

board, removal by, § 4:16

complaint seeking removal,
§ 4:88

court orders, § 4:15

fraud, removal for, § 4:88

shareholders' rights, § 4:14

resignations, §§ 4:7, 4:17

rights of provisional directors,
§ 4:11

securities regulation liabilities,
§ 7:92

CORPORATIONS—Cont'd

Directors—Cont'd

shareholders' complaint, §§ **4:91, 4:92**

shareholders' rights to remove, § **4:14**

subrogation rights, § **4:45**

successor boards, § **4:9**

telephonic meetings, § **4:32**

third persons, authorities as to, § **4:60**

torts of corporations, liability for, § **4:38**

trade secrets, misappropriation, § **4:69**

vacancies

generally, § **4:18**

filing, § **13:26**

valuation of shares

generally, § **6:6**

liability for fraudulent overvaluation, § **6:7**

votes, § **4:34**

women, § **4:6**

Disclosures

limitations of actions, § **4:26**

management, § **4:22**

promoters' duties, § **3:2**

publicly traded corporations' statements, § **1:48**

Sarbanes-Oxley Act, § **4:22**

Disguised dividends, § **8:1**

Dissolution

generally, §§ **13:1 to 13:61**

forms, §§ **13:47 to 13:61**

see also **Dissolved Corporations** (this index)

actions post dissolution

generally, § **13:40**

foreign corporations

process, § **13:41**

quiet title actions, § **13:43**

appraisers, appointment of, § **13:19**

CORPORATIONS—Cont'd

Dissolution—Cont'd

assumptions of liabilities by third party, § **13:32**

Attorney General's actions

generally, § **13:13**

correction of defect, § **13:14**

grounds, § **13:13**

notices, § **13:14**

process, § **13:15**

remedies, § **13:16**

authority during, § **13:28**

buyouts to avoid

appraisers, appointment of, § **13:19**

authority for, § **13:17**

bonds, § **13:19**

close corporations, § **13:21**

date, valuation, § **13:18**

disputed valuations, § **13:19**

fair value determinations, § **13:18**

going concern, sale as, § **13:20**

payment, § **13:22**

certificate of dissolution, § **13:36**

certificate of election to dissolve, § **13:3**

certificate of election to wind up and dissolve

generally, § **13:52**

form of certificate, § **13:59**

checklists

involuntary dissolution, § **13:48**

voluntary dissolution, § **13:47**

winding up, § **13:49**

complaint for involuntary dissolution

form, § **13:56**

order, § **13:60**

corporate existence after dissolution, § **13:39**

INDEX

CORPORATIONS—Cont'd

Dissolution—Cont'd

court orders

involuntary dissolution,
§ 13:37

voluntary dissolution,
§§ 13:38, 13:53

court powers, § 13:25

court supervision of voluntary
dissolution, § 13:6

creditors' rights

generally, § 13:29

forms, §§ 13:47 to 13:61

assumptions of liabilities by
third party, § 13:32

directors' liabilities, § 13:31

intervention, § 13:12

notice to creditors, § 13:58

presentation of claims

generally, § 13:29

notice to creditors,
§ 13:58

shareholder distributions

authority for, § 13:33

methods of, § 13:34

shareholders' liabilities

generally, § 13:35

post dissolution, § 13:45

unknown creditors, § 13:30

date, valuation, § 13:18

deadlock, § 13:23

debts of corporation

generally, § 13:29

notice to creditors, § 13:58

directors

liabilities, § 13:31

powers, § 13:27

voluntary dissolution by,
§ 13:2

discharge of receiver, motion for,
declaration, § 12:29

distributions

authority for, § 13:33

method of, § 13:34

CORPORATIONS—Cont'd

Dissolution—Cont'd

fair value determinations,
§ 13:18

foreign dissolved corporations,
§ 13:42

going concern, sale as, § 13:20

grounds for involuntary dissolu-
tion, § 13:8

initiating involuntary dissolution

generally, §§ 13:8 to 13:61

forms, §§ 13:47 to 13:61

directors' rights, § 13:9

shareholders' rights, § 13:9

standing to seek, § 13:9

intervention, § 13:12

involuntary and voluntary dis-
solution compared, § 13:1

liabilities

directors, § 13:31

shareholders

generally, § 13:35

post dissolution, § 13:45

notices

involuntary dissolution,
§ 13:11

voluntary dissolution, § 13:5

order declaring corporation
wound up and dissolved,
§ 13:61

order that corporation has been
wound up and dissolved,
§ 13:60

post dissolution liabilities,
§ 13:45

preliminary injunction, § 12:33

process

Attorney General's actions,
§ 13:15

service after dissolution,
§ 13:41

provisional director appoint-
ments, § 13:23

quiet title actions, § 13:43

receiver, appointment of, § 12:3

CORPORATIONS—Cont'd

Dissolution—Cont'd

- receiver appointments
 - generally, § 13:24
 - forms, §§ 12:19 to 12:33
 - appointment, petition for, § 12:19
 - complaint for involuntary dissolution and appointment of receiver, § 12:20
 - declaration on application for ex parte order, § 12:24
 - discharge of receiver, motion for
 - generally, § 12:28
 - declaration, § 12:29
 - motion for appointment, § 12:27
 - order after hearing, § 12:33
 - order to show cause, application for, § 12:23
 - petition for appointment, § 12:19
 - preliminary injunction, § 12:33
 - rents, issues, and profits, appointment for assignment of, § 12:21
 - substitution of receivers, motion for, § 12:28
 - temporary restraining order, application for, § 12:23
- Receiverships** (this index)
- shareholders, voluntary dissolution by, § 13:1
- shareholders' liabilities
 - generally, § 13:35
 - post dissolution, § 13:45
- stay of winding up proceeding, § 13:57
- substitution of receivers, motion for, § 12:28
- tax liabilities
 - generally, § 13:36
 - federal taxes, § 13:44

CORPORATIONS—Cont'd

Dissolution—Cont'd

- vacancy on board of directors, filing, § 13:26
- venue of action for, § 13:10
- voluntary
 - forms, §§ 13:47 to 13:61
 - certificate of election, § 13:3
 - certificate of election to wind up and dissolve
 - generally, § 13:52
 - form of certificate, § 13:59
 - checklist, § 13:47
 - consent form, § 13:50
 - court orders, §§ 13:38, 13:53
 - court supervision, § 13:6
 - directors' election, § 13:2
 - notice of commencement of proceedings, § 13:53
 - notices, § 13:5
 - petition for voluntary winding up, § 13:54
 - receiverships, § 12:4
 - resolution, § 13:51
 - revocation of election
 - generally, § 13:7
 - certificate, § 13:55
 - shareholders' election, § 13:1
 - vote on, § 13:4
- vote on voluntary dissolution, § 13:4
- winding up
 - generally, § 13:25
 - checklists, § 13:49
 - petition for voluntary winding up, § 13:54
 - post dissolution, § 13:39
 - stay motion, notice, § 13:57
- Dissolution, Receiverships** (this index)
- Dissolved Corporations** (this index)
- Distributions**
 - generally, §§ 8:1 to 8:38
 - see also Dividends (this group)

INDEX

CORPORATIONS—Cont'd

Distributions—Cont'd

- application of propriety tests, § 8:20
- assets to liabilities earnings test, § 8:15
- broker-dealers, payments to, § 8:25
- Creditors' rights to distributions (this group)
- disguised dividends, § 8:1
- dissolution
 - authority for, § 13:33
 - method of, § 13:34
- dividend preferences, distributions impairing, § 8:18
- exclusions from distributions, § 8:2
- liabilities, ability of corporation to meet
 - generally, §§ 8:16, 8:22
 - allegation, § 8:31
- liability for improper distributions
 - generally, §§ 4:40, 8:10
 - forms, §§ 8:28 to 8:38
 - allegation of director's dissent, § 8:29
 - contribution, § 8:13
 - corporation, complaint for benefit of, § 8:30
 - creditors' actions, § 8:11
 - creditors' complaint, § 8:28
 - impleader rights, § 8:13
 - preferred shareholders' actions, § 8:12
- life-insurance redemption contracts, § 8:26
- liquidation preferences, distributions impairing
 - generally, § 8:17
 - complaint, § 8:32
- property and cash distributions, § 8:1
- property distributions, § 8:23

CORPORATIONS—Cont'd

Distributions—Cont'd

- propriety of distributions, § 8:14
- reacquired shares, § 8:9
- Redemptions and repurchases of shares (this group)
- reductions of authorized shares, § 8:9
- retained earnings test, § 8:14
- senior share preferences, distributions impairing
 - generally, §§ 8:17, 8:18
 - complaint, § 8:33
- share dividends, § 8:2
- share-purchase payments, § 8:24
- time of distributions, § 8:21

Dividends

- generally, §§ 8:1 to 8:38
- see also Distributions (this group)
- application of propriety tests, § 8:20
- assets to liabilities earnings test, § 8:15
- broker-dealers, payments to, § 8:25
- Creditors' rights to distributions (this group)
- deadlocks
 - generally, § 4:9
 - petition for appointment of provisional director, § 4:90
- declarations of, § 8:3
- disability-insurance redemption contracts, § 8:27
- disguised dividends, § 8:1
- fully paid shares, dividends on, § 8:3
- liabilities, ability of corporation to meet
 - generally, §§ 8:16, 8:22
 - allegation, § 8:31
- liability for improper distributions
 - generally, § 8:10

CORPORATIONS—Cont'd

Dividends—Cont'd
liability for improper distributions—Cont'd
forms, §§ **8:28 to 8:38**
allegation of director's dissent, § **8:29**
contribution, § **8:13**
corporation, complaint for benefit of, § **8:30**
creditors' actions, § **8:11**
creditors' complaint, § **8:28**
impleader rights, § **8:13**
preferred shareholders' actions, § **8:12**
life-insurance redemption contracts, § **8:26**
liquidation preferences, distributions impairing
generally, § **8:17**
complaint, § **8:32**
ownership of, § **8:4**
preferences, distributions impairing, § **8:18**
property and cash distributions, § **8:1**
propriety of distributions, § **8:14**
record date, § **8:4**
Redemptions and repurchases of shares (this group)
reorganizations, dividend rights of dissenters, § **11:12**
retained earnings test, § **8:14**
senior share preferences, distributions impairing
generally, §§ **8:17, 8:18**
complaint, § **8:33**
share dividends, § **8:2**
share-purchase payments, § **8:24**
share redemptions and repurchases, § **8:1**
tax considerations, § **8:8**
time of distributions, § **8:21**
Elections
Directors (this group)

CORPORATIONS—Cont'd

Elections—Cont'd
filling vacancies, § **4:18**
Votes and voting (this group)
Executive compensation, § **4:25**
Fairness duty controlling shareholders, § **4:27**
Fiduciary duties
generally, § **4:21**
disclosure duties, § **4:22**
Insider trading (this group)
limitations of actions, § **4:26**
promoters, § **3:2**
Financial reports. Annual reports (this group)
Foreign Corporations (this index)
Forfeit of charter
effect of
generally, § **1:8**
foreign corporations, § **1:9**
receiver, appointment of, § **12:7**
service on corporation after
generally, § **1:8**
foreign corporations, § **1:9**
Suspension of charter (this group)
Forms available on line, § **1:37**
Fraternal Benefit Societies (this index)
Fraud
complaint seeking damages, § **4:91**
complaint seeking removal of director for, § **4:88**
Golden parachute provisions, § **4:25**
Good faith duties
controlling shareholders, § **4:27**
transfers of shares, § **4:28**
Governance, Corporate Governance Parity Act, § **4:6**
Guarantees, liabilities for approval of, § **4:40**
Indemnification
generally, § **4:78**

INDEX

CORPORATIONS—Cont'd

Indemnification—Cont'd

- advancing expenses, § 4:83
- charter provision for, § 4:85
- corporate indemnification for
insider trading, § 4:76
- corporate judgments, § 4:79
- cross complaint for, § 8:37
- fiduciaries of employee benefit
plans, § 4:87
- good faith, § 4:78
- insider trading, corporate
indemnification for, § 4:76
- insurance, effect of, § 4:86
- mandatory indemnification,
§ 4:80
- methods of authorizing, § 4:82
- motion for indemnification,
§ 4:94
- prohibition of indemnification,
§ 4:84
- scope of right, § 4:81
- Securities Regulation** (this
index)

Indemnification, **Securities Regula- tion** (this index)

In propria persona representation, § 1:3

Insider trading

- generally, § 4:71
- forms, §§ 7:68 to 7:73
- see also **Securities Regulation**
(this index)
- causation, § 7:72
- complaint, § 7:68
- complaint form, § 4:93
- complaints to boards, § 4:75
- contribution, § 4:77
- damages
 - buyers, §§ 4:72, 7:64
 - complaint for, § 7:68
 - issuers, §§ 4:73, 7:65
 - reduction in, § 4:74
 - sellers, §§ 4:72, 7:64

CORPORATIONS—Cont'd

Insider trading—Cont'd

- defenses
 - generally, § 7:67
 - answers, § 7:70
 - belief in plaintiff knowledge,
§ 7:70
 - causation, § 7:72
 - limitations on liability to
issuer, § 7:73
 - plaintiff knowledge, § 7:71
- directors' actions, § 4:75
- indemnification of corporation,
§ 4:76
- issuers
 - generally, §§ 4:73, 7:65
 - complaint
 - generally, § 7:69
 - issuer's claim, § 7:69
 - limitations of actions, § 7:66
 - limitations on liability to issuer,
§ 7:73
 - prohibited conduct, § 7:63
 - purchasers, liabilities to, §§ 4:72,
7:64
 - reductions in damages, § 4:74
 - sellers, liabilities to, §§ 4:72,
7:64
- Insider Trading, see also **Securities
Regulation** (this index)
- Inspection of records and reports
 - generally, §§ 9:1 to 9:42
 - forms, §§ 9:33 to 9:42
 - absolute rights
 - generally, § 9:8
 - demand for, § 9:36
 - mandamus petition, § 9:39
 - accounting records, § 9:11
 - annual report to shareholders
 - generally, § 9:23
 - enforcement of right, § 9:25
 - mandamus petition, § 9:42
 - request for, § 9:24
 - request form, § 9:41

CORPORATIONS—Cont'd

Inspection of records and reports

—Cont'd

Attorney General's enforcement
of inspection statutes, § 9:17

audits, § 9:14

books of accounts, § 9:3

bylaws, §§ 9:4, 9:11

checklists

corporations, § 9:35

directors, § 9:34

shareholders, § 9:33

common law rights, § 9:16

court-ordered inspection, § 9:14

directors' inspection rights,
§ 9:18

enforcement stay pending appeal,
§ 9:31

falsification of records and
reports, §§ 9:29, 9:30

fee and expense awards, § 9:15

foreign corporations, § 9:1

issuances of shares, § 9:7

liabilities, § 9:28

limited-purpose rights

generally, § 9:9

demand for, § 9:37

mandamus petition, § 9:38

mandamus to compel inspection

generally, § 9:13

annual shareholders' report,
demand for, § 9:41

answer, §§ 9:40, 9:41

petition for, §§ 9:38, 9:39

return, § 9:40

minutes of meetings, §§ 9:2,
9:11

ownership requirements, § 9:8

penalties for failures, § 9:28

postponement of meeting to
enforce, § 9:12

purposes, assertions of

generally, § 9:9

demand for, § 9:37

mandamus petition, § 9:38

CORPORATIONS—Cont'd

Inspection of records and reports

—Cont'd

representatives, inspections by,
§ 9:10

scope of statute, § 9:10

securities transactions, § 9:7

share registers

generally, § 9:5

limited purpose inspection
rights

generally, § 9:9

demand for, § 9:37

mandamus petition,
§ 9:38

standing to demand, § 9:8

statutory duties, § 9:1

supersedeas to stay enforcement
pending appeal, § 9:32

tax assessor inspections, § 9:20

tax records, § 9:6

Investment securities. See **Issuance
of Shares** (this index)

Liabilities

direct and alter ego liability

distinguished, § 5:8

Directors (this group)

dissolution

generally, §§ 13:31, 13:35

directors, § 13:31

post dissolution liabilities,
§ 13:45

shareholders

generally, § 13:35

post dissolution, § 13:45

Insider trading (this group)

officers, § 4:58

professional corporations,
§ 15:12

reorganizations, liabilities after,
§ 11:16

valuation of shares

generally, § 6:7

criminal penalties, § 6:10

director fraud, § 6:8

INDEX

CORPORATIONS—Cont'd

Liabilities—Cont'd
 valuation of shares—Cont'd
 purchaser fraud, § 6:9
Life insurance benefits to directors and officers, § 4:63
Loans, liabilities for approval of, § 4:40
Loans to directors and officers
 generally, § 4:62
 complaint form, § 4:92
 shareholder approvals, § 4:66
 share pledged loans, § 4:65
Management
 generally, § 4:19
 Annual reports (this group)
 Books and records (this group)
 business judgment rule, § 4:24
 care, standard of, § 4:23
 close corporations, § 14:2
 committees, delegations to, § 4:20
 complaint challenging corporate action
 laches defense, § 10:53
 unclean hands defense, § 10:54
 deadlocks
 generally, § 4:8
 petition for appointment of provisional director, § 4:89
 delegations to committees, § 4:20
 Derivative Suits (this index)
 Directors (this group)
 Dissolution (this group)
 duties
 generally, § 2:1
 disclosure, § 4:22
 limitations of actions, § 4:26
 Fiduciary duties (this group)
 general managers, § 4:53
 Inspection of records and reports (this group)
 mandatory officers, § 4:52

CORPORATIONS—Cont'd

Management—Cont'd
 Officers (this group)
 performance, standard of, § 4:23
Mandatory officers, § 4:52
Meetings of directors
 generally, § 4:29
 see also Meetings of shareholders (this group)
 actions without meetings, § 4:36
 acts of board, what constitutes, § 4:34
 adjournment, § 4:35
 committee meetings, § 4:37
 incorporators meetings, § 4:37
 location, § 4:31
 minutes of meetings
 generally, § 9:2
 inspection rights, § 9:11
 notice requirements
 generally, § 4:30
 waiver, § 4:30
 quorum requirements, § 4:33
 telephonic meetings, § 4:32
 who may call, § 4:29
Meetings of shareholders
 generally, §§ 10:1 to 10:61
 see also Meetings of directors (this group)
 forms, §§ 10:38 to 10:61
 actions taken without meeting, challenging, § 10:11
 adjourned meetings, notice, § 10:7
 annual meetings
 generally, § 10:1
 challenging failure to call, § 10:9
 order and judgment, § 10:58
 order for meeting, application for, § 10:41
 order for notice of meeting, application for, § 10:42

CORPORATIONS—Cont'd

Meetings of shareholders—Cont'd
 challenging failure to call
 actions taken without meeting, § 10:11
 annual meetings, § 10:9
 special meetings, § 10:10
 challenging voting irregularities, § 10:12
 complaint, lack of proper notice, § 10:44
 complaint challenging corporate action
 laches defense, § 10:53
 unclean hands defense, § 10:54
 consent waivers of notice, § 10:8
 corporate-owned shares, voting of, § 10:17
 court-ordered meetings, § 10:2
 cumulative voting for directors, § 10:21
 fiduciary holders, voting by, § 10:13
 foreign corporation, electing directors in California, complaint allegation, § 10:51
 improper issuance of shares, complaint allegation, § 10:50
 irrevocable proxies, § 10:26
 jointly held shares, voting of, § 10:15
 minors' shares, voting of, § 10:16
 minutes
 generally, §§ 9:2, 10:3
 inspection rights, § 9:11
 notice
 generally, § 10:4
 adjourned meetings, § 10:7
 form, § 10:39
 special meetings, § 10:6
 waiver of
 generally, § 10:8

CORPORATIONS—Cont'd

Meetings of shareholders—Cont'd
 notice—Cont'd
 waiver of—Cont'd
 defensive pleading, § 10:55
 form, § 10:40
 postponement pending inspection of books, § 9:12
 proxy, voting by, § 10:23
 quorums, § 10:2
 record date for determining shareholders, § 10:12
 records of shares voted
 generally, § 10:28
 defense allegation, failure to pay fee, § 10:57
 enforcement, § 10:32
 judgment granting mandamus, § 10:61
 mandamus to compel maintenance, § 10:49
 mootness, claim of in defensive pleading, § 10:56
 security agreement shares, voting of, § 10:14
 service of notice, § 10:5
 solicitations, proxy, § 10:23
 special meetings
 generally, § 10:1
 challenging failure to call, § 10:10
 notice, § 10:6
 order for meeting
 generally, § 10:52
 application for, § 10:43
 supermajority vote requirements, § 10:20
 Votes and voting (this group)
 voting trusts
 generally, § 10:27
 specific performance, complaint for, § 10:48

INDEX

CORPORATIONS—Cont'd

Meetings of shareholders—Cont'd

- waiver of notice
 - generally, § 10:8
 - defensive pleading, § 10:55
 - form, § 10:40

Merged corporations, actions by and against, § 1:4

Minutes of meetings

- generally, § 9:2
- evidentiary use
 - hearsay exception, § 9:21
 - presumptions, § 9:22
- inspection rights, § 9:11
- shareholder meetings, § 10:3

Mutual benefit. See **Nonprofit Organizations** (this index)

Names

- assumed names, § 1:16
- caption designations, § 1:2
- conflicting names, § 1:16
- pleading designations, § 1:2

Nonprofit Organizations (this index)

Officers

- generally, §§ 4:52 to 4:94
- forms, §§ 4:88 to 4:94
- authority, § 4:57
- business judgment rule, § 4:24
- chief executive officer, § 4:53
- compensation, § 4:25
- conflicts of interests, § 4:62
- contribution liabilities
 - generally, § 7:93
 - complaint, § 7:96
 - defenses, §§ 7:98, 7:99
 - intent, § 7:98
 - motion for, § 7:97
- corporate opportunity doctrine, § 4:68
- de facto officers, § 4:59
- Derivative Suits** (this index)
- duties, §§ 2:1, 4:55
- executive compensation, § 4:25
- expense accounts, § 4:64

CORPORATIONS—Cont'd

Officers—Cont'd

- general managers, § 4:53
- golden parachute provisions, § 4:25
- indebtedness of corporation, purchase of, § 4:70
- indemnification
 - generally, §§ 4:78, 7:92
 - advancing expenses, § 4:83
 - charter provision for, § 4:85
 - complaint, § 7:95
 - corporate judgments, § 4:79
 - good faith, § 4:78
 - insurance, effect of, § 4:86
 - mandatory indemnification, § 4:80
 - methods of authorizing, § 4:82
 - motion for indemnification, § 4:94
 - prohibition of indemnification, § 4:84
 - scope of right, § 4:81
- Insider trading (this group)
- liabilities, § 4:58
- life insurance benefits, § 4:63
- loans to
 - generally, § 4:62
 - complaint form, § 4:92
 - shareholder approvals, § 4:66
 - share pledged loans, § 4:65
- mandatory officers, § 4:52
- power to bind corporation, § 4:61
- professional corporations, § 15:7
- resignations, § 4:56
- securities regulation liabilities, § 7:92
- selection, § 4:54
- service of process on, § 1:6
- tenure, § 4:54
- third persons, authorities as to, § 4:60
- trade secrets, misappropriation, § 4:69

CORPORATIONS—Cont'd

Officers—Cont'd
 validity of written instruments
 by, § 4:57
 Parents and subsidiaries
 alter ego liability
 generally, § 5:22
 complaint allegation, § 5:34
 derivative suits, § 2:1
 Person, status as, § 1:1
 Pleading
 capacity, § 1:2
 designation, corporate, § 1:2
 Powers
 issuance of shares, § 6:2
 provisional directors, § 4:11
 Pre-incorporation matters. See **Promoters, Corporate** (this index)
 Professional Corporations, § 15:1
Professional Corporations (this index)
 Provisional directors
 generally, § 4:8
 compensation, § 4:11
 deadlock, appointment to
 resolve, § 4:8
 dissolution, § 13:23
 election deadlock petition for
 appointment, § 4:90
 fees, § 12:2
 management deadlock petition
 for appointment, § 4:89
 powers, §§ 4:11, 12:2
 public utilities, § 4:12
 qualifications, §§ 4:8, 4:10
 receivership alternatives, § 12:2
 rights, § 4:11
 successor boards, § 4:9
 Public benefit. See **Nonprofit Organizations** (this index)
 Publicly traded corporations,
 disclosure statements, § 1:48
 Public utilities, provisional directors,
 § 4:12

CORPORATIONS—Cont'd

Quiet title actions, § 13:43
 Quorum requirements, meetings of
 directors, § 4:33
Receiverships (this index)
 Records. Books and records (this
 group)
 Redemptions and repurchases of
 shares
 generally, § 8:5
 authorized and issued shares,
 § 8:9
 bank as agent for, § 8:7
 distinctions, § 8:8
 notice, § 8:6
 reacquired shares, § 8:9
 record date, § 8:7
 repurchases, § 8:8
 Religious. See **Nonprofit Organizations** (this index)
Reorganizations of Corporations
 (this index)
 Reports. Annual reports (this group)
 Representation in court, § 1:3
 Resignations of officers, § 4:56
 Rights of provisional directors,
 § 4:11
 Sarbanes-Oxley, duty to disclose,
 § 4:22
 Secretary of State
 annual reports to
 generally, § 9:26
 contents and revisions, § 9:27
 certificates of dissolution, filing,
 § 13:36
 forms available on line, § 1:37
Securities Regulation (this index)
 Service of process against
 generally, § 1:5
 agent, Certificate of Designation,
 § 1:50
 Shares and shareholders
 forms, §§ 6:32 to 6:41
 annual reports to
 generally, § 9:23

INDEX

CORPORATIONS—Cont'd

Shares and shareholders—Cont'd
 annual reports to—Cont'd
 enforcement of right, § 9:25
 mandamus petition, § 9:42
 request for, § 9:24
 request form, § 9:41
 application of propriety tests, § 8:20
 appraisal rights, § 11:8
 appraisers, appointment of, § 13:19
 assessable rights, § 6:1
 authorized and issued shares, § 8:9
 Books and records (this group)
 broker-dealers, payments to, § 8:25
 buyouts to avoid dissolution
 appraisers, appointment of, § 13:19
 authority for, § 13:17
 bonds, § 13:19
 close corporations, § 13:21
 date, valuation, § 13:18
 disputed valuations, § 13:19
 fair value determinations, § 13:18
 going concern, sale as, § 13:20
 payment, § 13:22
 certificated securities, § 6:1
 certificateless securities, § 6:22
 certificates
 generally, § 6:21
 action to compel issuance, § 6:23
 cancellation and reissue
 generally, § 6:29
 shareholders' rights, § 6:31
 transaction statements, § 6:30
 certificateless shares, § 6:22

CORPORATIONS—Cont'd

Shares and shareholders—Cont'd
 certificates—Cont'd
 defenses in action for
 replacement, § 6:26
 destroyed certificates, § 6:24
 legends, §§ 6:27, 6:28
 lost certificates, § 6:24
 replacement
 generally, § 6:24
 action to require, §§ 6:25, 6:40, 6:41
 right to certificate, § 6:21
 statements on, §§ 6:27, 6:28
 stolen certificates, § 6:24
 challenging voting irregularities, § 10:12
 common shares, § 6:1
 complaint against directors, §§ 4:91, 4:92
 complaint challenging corporate action
 laches defense, § 10:53
 unclean hands defense, § 10:54
 complaint for collection of share payment, § 6:34
 consent waivers of notice, § 10:8
 Controlling shareholders (this group)
 convertible shares, § 6:1
 corporate creditors, shareholder liabilities to
 generally, § 6:15
 complaint, § 6:39
 defenses, § 6:16
 corporate-owned shares, voting of, § 10:17
 Creditors' rights to distributions (this group)
 cumulative voting for directors, § 10:21
 Derivative Suits (this index)
 directors, removal, § 4:14
 disguised dividends, § 8:1

CORPORATIONS—Cont'd

Shares and shareholders—Cont'd
 dissenters' rights in reorganiza-
 tions
 generally, §§ 11:8 to 11:26
 forms, §§ 11:17 to 11:26
 appointment of appraiser,
 complaint for, § 11:20
 appraisal procedures, § 11:11
 appraisal rights, § 11:8
 appraisers
 complaint, appointment
 of, § 11:20
 motion for determination
 by, § 11:22
 motion to confirm report
 of, § 11:23
 checklist, § 11:17
 definitions, § 11:8
 demand
 generally, § 11:10
 form of notice, § 11:19
 dividend rights, § 11:12
 exclusivity of remedies,
 § 11:13
 fair market value determina-
 tions
 generally, §§ 11:11,
 11:20
 final order, § 11:25
 form of notice, § 11:18
 judgment, § 11:26
 notice of motion for
 determination, § 11:22
 order appointing
 appraiser, § 11:24
 form of notice, § 11:18
 interested transaction reme-
 dies, § 11:14
 judgment, § 11:26
 loss of dissenting share
 status, §§ 11:15, 11:21
 notice requirements, gener-
 ally, § 11:9

CORPORATIONS—Cont'd

Shares and shareholders—Cont'd
 dissenters' rights in reorganiza-
 tions—Cont'd
 short-form mergers, reme-
 dies, § 11:14
 submission of shares for
 endorsement, § 11:10
 time for demanding purchase,
 § 11:21
 withdrawals, §§ 11:12, 11:15
 dissolution liabilities
 generally, § 13:35
 post dissolution, § 13:45
 Distributions (this group)
 dividend preferences, distribu-
 tions impairing, § 8:18
 Dividends (this group)
 exclusions from distributions,
 § 8:2
 fair market value determinations
 generally, §§ 11:11, 11:20
 buyouts to avoid dissolution,
 § 13:18
 final order, § 11:25
 form of notice, § 11:18
 judgment, § 11:26
 notice of motion for determi-
 nation, § 11:22
 order appointing appraiser,
 § 11:24
 fiduciaries' payment liabilities,
 § 6:13
 fiduciary holders, voting by,
 § 10:13
 foreign corporation, electing
 directors in California, com-
 plaint allegation, § 10:51
 fully paid shares, dividends on,
 § 8:3
 improper issuance of shares,
 complaint allegation, § 10:50
 individual shareholder suits and
 derivative suits distinguished,
 § 2:2
 irrevocable proxies, § 10:26

INDEX

CORPORATIONS—Cont'd

Shares and shareholders—Cont'd

Issuance of Shares (this index)
jointly held shares, voting of,
§ 10:15

legends, close corporations,
§§ 14:3, 14:15

liability for improper distributions

generally, § 8:10

forms, §§ 8:28 to 8:38

allegation of director's dissent, § 8:29

contribution, § 8:13

corporation, complaint for benefit of, § 8:30

creditors' actions, § 8:11

creditors' complaint, § 8:28

cross complaint, § 8:38

impleader rights, § 8:13

preferred shareholders' actions, § 8:12

liability for payment, § 6:11

life-insurance redemption contracts, § 8:26

liquidation preferences, distributions impairing

generally, § 8:17

complaint, § 8:32

loans to directors and officers, approvals, § 4:66

Management (this group)

Meetings of shareholders (this group)

minors' shares, voting of,
§ 10:16

partly paid shares, § 6:12

par value, § 6:1

payment for shares

generally, § 6:11

defenses, § 6:14

post dissolution liabilities,
§ 13:45

preemptive rights, § 6:1

preferred shares, § 6:1

CORPORATIONS—Cont'd

Shares and shareholders—Cont'd

professional corporations, § 15:7

promoters' duties to, § 3:2

property distributions, § 8:23

propriety of distributions, § 8:14

proxy, voting by, § 10:23

reacquired shares, § 8:9

reacquisitions of shares, § 8:1

record date for determining shareholders, § 10:12

records of shares voted

generally, § 10:28

defense allegation, failure to pay fee, § 10:57

enforcement, § 10:32

judgment granting

mandamus, § 10:61

mandamus to compel maintenance, § 10:49

mootness, claim of in defensive pleading,
§ 10:56

redeemable shares, § 6:1

redemptions and repurchases,
§ 8:1

Redemptions and repurchases of shares (this group)

reductions of authorized shares,
§ 8:9

registers

generally, § 9:5

limited purpose inspection rights

generally, § 9:9

demand for, § 9:37

mandamus petition,
§ 9:38

removal of directors, § 4:14

Reorganizations of Corporations (this index)

representatives' payment liabilities, § 6:13

right to certificate, § 6:21

CORPORATIONS—Cont'd

Shares and shareholders—Cont'd

Securities Regulation (this index)

security agreement shares, voting of, § **10:14**

senior share preferences, distributions impairing, § **8:17** generally, § **8:18** complaint, § **8:33**

share dividends, § **8:2**

share-purchase payments, § **8:24**

solicitations, proxy, § **10:23**

subscribers

duties owed, § **3:2**

liabilities, § **3:3**

supermajority vote requirements, § **10:20**

time of distributions, § **8:21**

voting trusts

generally, § **10:27**

specific performance, complaint for, § **10:48**

waiver of notice

generally, § **10:8**

defensive pleading, § **10:55**

form of, § **10:40**

withdrawal of dissenting shares, §§ **11:12, 11:15**

Sister corporations, alter ego liability generally, § **5:23**

complaint allegation, § **5:37**

Standing and capacity distinguished, § **1:1**

Statements. Annual statements (this group)

Subrogation, directors' rights, § **4:45**

Subscribers. See **Promoters**,

Corporate (this index)

Surrender of charter, service after, § **1:9**

Suspension

certificate of revivor, § **1:27**

continuance to obtain certificate of revivor, motion for, § **1:43**

CORPORATIONS—Cont'd

Suspension—Cont'd

contracts made during, §§ **1:29 to 1:33**

failure to file annual statements, § **1:21**

limitations of actions, effect on, § **1:24**

procedure, § **1:23**

relief from, § **1:25**

revival, effect of, § **1:28**

tax law violations, §§ **1:22, 1:23**

Tax considerations

generally, §§ **1:22 to 1:33**

certificate of dissolution, § **13:36**

certificates of revivor, § **1:27**

exempt status, § **1:22**

inspection of records and reports, § **9:6**

substantial compliance, § **1:26**

suspension proceedings for noncompliance with tax law, § **1:23**

Torts of corporations, directors' liability for, § **4:38**

Validity of written instruments by, § **4:57**

Veil piercing. See **Alter Ego** (this index)

Votes and voting

generally, §§ **10:1 to 10:61**

forms, §§ **10:38 to 10:61**

agreements, close corporations, § **14:13**

Attorney General enforcement, § **10:37**

certificate of election to wind up and dissolve

generally, § **13:52**

form of certificate, § **13:59**

challenging voting irregularities, § **10:12**

close corporation voting agreements, § **14:13**

INDEX

CORPORATIONS—Cont'd

Votes and voting—Cont'd

complaint challenging corporate action

laches defense, § 10:53

unclean hands defense,
§ 10:54

consent waivers of notice, § 10:8

corporate-owned shares, voting of, § 10:17

cumulative voting for directors,
§ 10:21

directors, § 4:34

dissolution elections

generally, § 13:4

certificate of election

generally, § 13:52

form of certificate,
§ 13:59

notice, § 13:5

revocation of election

generally, § 13:7

certificate, § 13:55

ERISA records requirements,
§ 10:31

fiduciary holders, voting by,
§ 10:13

foreign corporation, electing
directors in California, com-
plaint allegation, § 10:51

improper issuance of shares,
complaint allegation, § 10:50

irrevocable proxies, § 10:26

jointly held shares, voting of,
§ 10:15

majority vote requirements,
§ 10:19

minors' shares, voting of,
§ 10:16

notice, § 10:4

one vote per share, § 10:18

proxies

generally, § 10:23

complaint by proxyholder,
§ 10:46

CORPORATIONS—Cont'd

Votes and voting—Cont'd

proxies—Cont'd

ERISA records requirements,
§ 10:31

form of, § 10:24

irrevocable proxies, § 10:26

records of shares voted

generally, § 10:28

defense allegation, failure
to pay fee, § 10:57

enforcement, § 10:32

judgment granting

mandamus, § 10:61

mandamus to compel
maintenance, § 10:49

mootness, claim of in
defensive pleading,
§ 10:56

revocation of, § 10:25

solicitations, § 10:23

voting by, § 10:23

quorum requirements

generally, § 10:2

meetings of directors, § 4:33

record date for determining
shareholders, § 10:12

records of shares voted

generally, § 10:28

defense allegation, failure to
pay fee, § 10:57

enforcement, § 10:32

judgment granting

mandamus, § 10:61

mandamus to compel main-
tenance, § 10:49

mootness, claim of in
defensive pleading,
§ 10:56

reorganizations, voting for,
§ 11:4

reports of results, § 10:22

revocation of dissolution elec-
tions

generally, § 13:7

CORPORATIONS—Cont'd

Votes and voting—Cont'd

revocation of dissolution elections—Cont'd
certificate, § 13:55

rights of shareholders
generally, § 10:18
majority vote requirements,
§ 10:19

one vote per share, § 10:18
supermajority vote requirements, § 10:20

security agreement shares, voting of, § 10:14

service of notice, § 10:5

solicitations, proxy, § 10:23

supermajority vote requirements,
§ 10:20

trust agreements

generally, §§ 10:27, 14:20
specific performance, complaint for, § 10:48

validity challenges

generally, § 10:34
complaint form, §§ 10:45, 10:47

equitable remedies, § 10:35

hearing, order fixing date for,
§ 10:59

judgment determining validity, § 10:60

relief available, § 10:36

waiver of notice

generally, § 10:8

defensive pleading, § 10:55
form, § 10:40

Voting trusts

generally, §§ 10:27, 14:20

specific performance, complaint for, § 10:48

Winding up. Dissolution (this group)

COSURETY

Suretyship (this index)

CREDIT

Credit Cards (this Index)

Debt Collection Practices (this Index)

Installment Sales (this Index)

Motor Vehicle Sales, Leases, and Financing (this Index)

Reporting. **Credit Reporting and Information** (this Index)

Savings and Loans (this Index)

Suretyship (this index)

CREDIT CARDS

Generally, §§ 55:1 to 55:54

Forms, §§ 55:39 to 55:54

Balance due on credit-card account,
complaint to recover balance due on credit-card account, alleging common counts and breach of contract, form, § 55:45

Billing error

card issuer's liability, § 55:26

complaint for damages and injunction to compel card issuer to correct credit card account after billing error, form, § 55:52

inquiry concerning billing error, form, § 55:41

Breach of contract, complaint to recover balance due on credit-card account, alleging common counts and breach of contract, form, § 55:45

Cancellation

complaint for damages for wrongful refusal to honor purchase, wrongful cancellation of card, and impairment of credit, form, § 55:51

notice of intention to cancel credit card, form, § 55:44

requirements, § 55:31

INDEX

CREDIT CARDS—Cont'd

Cardholders

issuers subject to holder's
defenses against retailer,
§ 55:23

liability for unauthorized use,
§ 55:22

notice to issuer regarding
cardholder defense against
retailer for specific charged
purchase, form, § 55:43

payment, liability for, § 55:20

Check, requiring card as condition of
accepting, § 55:16

Civil rights, violation, § 55:19

Class actions, cardholders, § 55:35

Common counts, complaint to
recover balance due, § 55:45

Credit account terminated, defense
that credit account was terminated,
form, § 55:48

Credit agreement, § 55:5

Credit card, discriminatory refusal to
issue, complaint for injunction and
damages for discriminatory refusal
to issue credit card, form, § 55:50

Credit-card account balance due,
complaint to recover balance due
on credit-card account, alleging
common counts and breach of
contract, form, § 55:45

Credit card cancellation, notice of
intention to cancel credit card,
form, § 55:44

Credit card crimes, § 55:17

Credit card transaction dispute,
demand on retailer to obtain satis-
faction on disputed credit card
transaction, form, § 55:42

Credit impairment

complaint for damages for
impairment of credit, form,
§ 55:53

complaint for damages for
wrongful refusal to honor
purchase, wrongful cancella-

CREDIT CARDS—Cont'd

Credit impairment—Cont'd

tion of card, and impairment of
credit, form, § 55:51

Damages

complaint for damages and
injunction to compel card
issuer to correct credit card
account after billing error,
form, § 55:52

complaint for damages for
impairment of credit, form,
§ 55:53

complaint for damages for
wrongful refusal to honor
purchase, wrongful cancella-
tion of card, and impairment of
credit, form, § 55:51

complaint for injunction and
damages for discriminatory
refusal to issue credit card,
form, § 55:50

Defenses, §§ 55:37, 55:38

Definitions, § 55:2

Denial of card

generally, §§ 55:6 to 55:13
discrimination, § 55:12

Disclosure

answer, with defenses of lack of
acceptance and inadequate
disclosures, form, § 55:47

exemptions, § 55:10

required, § 55:7

secured credit card, § 55:9

Disclosures, inadequate, answer,
with defenses of lack of accep-
tance and inadequate disclosures,
form, § 55:47

Discounts and surcharges, § 55:14

Discrimination in denial of card,
§ 55:12

Erroneous credit information,
liability for reporting, § 55:29

Exemptions from disclosure require-
ments, § 55:10

CREDIT CARDS—Cont'd

Federal preemption

affirmative defense of federal preemption, form, § 55:54

defense of action, § 55:38

Fees, excessive, § 55:21

Forms

generally, §§ 55:39 to 55:54

affirmative defense of federal preemption, § 55:54

allegation of apparent authority of third person to use credit card, § 55:46

answer, with defenses of lack of acceptance and inadequate disclosures, § 55:47

complaint for damages and injunction to compel card issuer to correct credit card account after billing error, § 55:52

complaint for damages for impairment of credit, § 55:53

complaint for damages for wrongful refusal to honor purchase, wrongful cancellation of card, and impairment of credit, § 55:51

complaint for injunction and damages for discriminatory refusal to issue credit card, § 55:50

complaint to recover balance due on credit-card account, alleging common counts and breach of contract, § 55:45

defense of written notice of lost or stolen card, § 55:49

defense that credit account was terminated, § 55:48

demand on retailer to obtain satisfaction on disputed credit card transaction, § 55:42

inquiry concerning billing error, § 55:41

CREDIT CARDS—Cont'd

Forms—Cont'd

notice of intention to cancel credit card, § 55:44

notice to issuer of unauthorized use of card, § 55:40

notice to issuer regarding cardholder defense against retailer for specific charged purchase, § 55:43

report of lost or stolen credit card, § 55:39

Goods or services, obtaining payment without furnishing, § 55:18

Identification, as requirement to use credit card, § 55:15

Impairment of credit, complaint for damages for impairment of credit, form, § 55:53

Injunction

complaint for damages and injunction to compel card issuer to correct credit card account after billing error, form, § 55:52

complaint for injunction and damages for discriminatory refusal to issue credit card, form, § 55:50

Issuance or denial of card, §§ 55:6 to 55:13

Issuers

billing error, liability for, § 55:26

complaint for damages and injunction to compel card issuer to correct credit card account after billing error, form, § 55:52

complaint for injunction and damages for discriminatory refusal to issue credit card, form, § 55:50

disclosure of information, inappropriate, § 55:30

duty to give statements, § 55:25

INDEX

CREDIT CARDS—Cont'd

Issuers—Cont'd

- duty to respond to cardholder inquiry, § 55:27
- erroneous credit information, liability for reporting, § 55:29
- notice to issuer regarding cardholder defense against retailer for specific charged purchase, form, § 55:43
- response strategy, § 55:37
- subject to holder's defenses against retailer, § 55:23
- Jurisdiction and venue, § 55:33
- Limited issue of credit card, § 55:6
- Lost or stolen card, defense of written notice of lost or stolen card, form, § 55:49
- Lost or stolen credit card, report of lost or stolen credit card, form, § 55:39
- Modification of agreement, § 55:8
- Name choice on credit card, § 55:13
- Notice of intention, notice of intention to cancel credit card, form, § 55:44
- Obtaining payment without furnishing goods or services, § 55:18
- Parties, § 55:34
- Payment, liability for, § 55:20
- Pleading and damages, § 55:36
- Purchase charge, notice to issuer regarding cardholder defense against retailer for specific charged purchase, form, § 55:43

Retailers

- demand on retailer to obtain satisfaction on disputed credit card transaction, form, § 55:42
- issuer subject to holder's defenses against, § 55:23
- liability for billing error, § 55:28
- notice to issuer regarding cardholder defense against retailer for specific charged purchase, form, § 55:43

CREDIT CARDS—Cont'd

- Secured credit card, disclosures, § 55:9
- Statutes of limitations, applicable, § 55:32
- Surcharges, § 55:14
- Third person, allegation of apparent authority of third person to use credit card, form, § 55:46
- Unauthorized use
 - liability of cardholder, § 55:23
 - notice to issuer of unauthorized use of card, form, § 55:40
- Unauthorized use of card, notice to issuer of unauthorized use of card, form, § 55:40
- Use of card, §§ 55:14 to 55:19
- Venue, § 55:33
- Written notice of lost or stolen card, defense of written notice of lost or stolen card, form, § 55:49

CREDITORS' RIGHTS

Charging orders

- generally, § 19:75
- checklist, § 19:79
- form of order, § 19:82
- motion for, § 19:81

Corporate dissolutions

- generally, § 13:29
- forms, §§ 13:47 to 13:61
- assumptions of liabilities by third party, § 13:32
- directors' liabilities, § 13:31
- intervention, § 13:12
- notice to creditors, § 13:58
- presentation of claims
 - generally, § 13:29
 - notice to creditors, § 13:58
- shareholder distributions
 - authority for, § 13:33
 - methods of, § 13:34
- shareholders' liabilities
 - generally, § 13:35
 - post dissolution, § 13:45
- unknown creditors, § 13:30

CREDITORS' RIGHTS—Cont'd

Corporate distributions. See
Corporations (this index)
 Corporate loans, liabilities for
 approval of, § 4:40
 Corporate loans to directors and
 officers
 generally, § 4:62
 complaint form, § 4:92
 shareholder approvals, § 4:66
 share pledged loans, § 4:65
 Default, receivership as event of,
 § 12:1
 Foreign corporations, § 1:12
 Limited partnerships
 generally, §§ 19:75 to 19:82
 forms, §§ 19:80 to 19:82
 charging orders
 generally, § 19:75
 form of order, § 19:82
 motion for, § 19:81
 RLPA, § 19:77
 ULPA, § 19:76
 mergers and reorganizations,
 § 19:84
 sale of debtor partner's interest,
 § 19:78
 Mergers of limited partnerships,
 § 19:84
 Partnerships
 assignments of interests, § 16:27
 complaint for money lent,
 § 16:32
 dissolution, § 18:27
 enforcement of judgments,
 § 16:26
 partners' interests, reaching,
 § 16:25
Receiverships (this index)
 Reorganizations of limited partner-
 ships, § 19:84

**CREDIT REPORTING AND
 INFORMATION**

Generally, §§ 56:1 to 56:102

**CREDIT REPORTING AND
 INFORMATION—Cont'd**

Forms, §§ 56:34 to 56:50, 56:70 to
 56:82, 56:94 to 56:102
 Action for civil penalty and attorney
 fees, § 56:19
 Action for damages and injunctive
 relief including attorney's fees and
 punitive damages, § 56:92
 Action for damages including
 attorney fees and punitive dam-
 ages, § 56:66
 Action for injunctive relief and dam-
 ages, § 56:30
 Action under federal act, § 56:69
 Adverse action
 complaint for damages by
 consumer against credit report
 user for failure to notify
 consumer that report was used
 in adverse action, form,
 § 56:44
 Alerts, security, § 56:13
 Attorney's fees, §§ 56:19, 56:92
 Blocking information, § 56:29
 Breach of contract as violation of
 CSA, § 56:88
 CCRA compliance, § 56:11
 Charges for services, § 56:17
 Charges to consumer for services,
 § 56:61
 Consumer Credit Reporting Agen-
 cies Act
 generally, §§ 56:1 to 56:50
 allegation in complaint by
 consumer against reporting
 agency for false information in
 credit report, form, § 56:41
 allegation in complaint by
 consumer against reporting
 agency for prohibited informa-
 tion in credit report, form,
 § 56:42
 cause of action in complaint by
 consumer against reporting
 agency for inadequate

INDEX

CREDIT REPORTING AND INFORMATION—Cont'd

Consumer Credit Reporting Agencies Act—Cont'd

response to dispute, form,
§ 56:40

complaint for damages by
consumer against credit report
user for failure to notify
consumer that report was used
in adverse action, form,
§ 56:44

complaint for damages by
consumer against furnisher of
credit information for failure
to notify credit reporting
agency, form, § 56:45

complaint for negligent failure to
comply with consumer credit
reporting agencies act, form,
§ 56:46

consumer class action complaint
for damages and injunction
against reporting agency for
excessive charges, form,
§ 56:43

defense by reporting agency that
consumer did not request to be
excluded from lists provided
by agency, form, § 56:47

defense by reporting agency that
dispute was resolved and
plaintiff was notified, form,
§ 56:48

defense by reporting agency that
it adopted and followed
procedures to furnish
consumer with notice, form,
§ 56:49

defense that action is barred by
statute of limitations, form,
§ 56:50

demand for correction of
disputed information, form,
§ 56:38

CREDIT REPORTING AND INFORMATION—Cont'd

Consumer Credit Reporting Agencies Act—Cont'd

notice to consumer, request for
report of employment, form,
§ 56:37

request for consumer credit
reporting agency information,
form, § 56:34

request for information from user
of consumer credit report,
form, § 56:36

request for reinvestigation of
disputed information, form,
§ 56:35

Consumer credit reports, §§ 56:21 to
56:25

Consumer file disputes, § 56:15

Contract

breach of, § 56:88

form of, § 56:87

Contract clauses contrary to
CCRAA, § 56:2

Correction of misinformation,
§ 56:28

Credit Services Act of 1984

generally, §§ 56:83 to 56:102

allegation in complaint of failure
to provide informational state-
ment, form, § 56:99

allegation in complaint of
improper credit referral
charges, form, § 56:97

allegation in complaint of
improper representations in
offer or sale of services, form,
§ 56:98

complaint for charge made
before performance, form,
§ 56:96

complaint for violation of Credit
Services Act, form, § 56:100

contract for credit services, form,
§ 56:95

**CREDIT REPORTING AND
INFORMATION—Cont'd**

Credit Services Act of 1984—Cont'd

defense that organization qualified its promise to delete adverse credit history, form, **§ 56:101**

defense that organization qualified its promise to obtain credit, form, **§ 56:102**

information statement by credit services organization, form, **§ 56:94**

Credit services organizations, **§§ 56:85 to 56:91**

Damages

complaint for damages against investigative agency for failure to disclose files, form, **§ 56:75**

complaint for damages against user of investigative report for failure to notify consumer, form, **§ 56:78**

complaint for damages by consumer against credit report user for failure to notify consumer that report was used in adverse action, form, **§ 56:44**

complaint for damages by consumer against furnisher of credit information for failure to notify credit reporting agency, form, **§ 56:45**

complaint for damages by consumer against reporting agency for failure to disclose files, form, **§ 56:39**

consumer class action complaint for damages and injunction against reporting agency for excessive charges, form, **§ 56:43**

Defenses

defense by investigative agency that adverse information in

**CREDIT REPORTING AND
INFORMATION—Cont'd**

Defenses—Cont'd

initial report was properly included in subsequent report, form, **§ 56:82**

defense by investigative agency that item of information in report was excepted from ICRAA prohibition, form, **§ 56:81**

defense by investigative report user that it was exempted from statutory notice requirements, form, **§ 56:79**

defense by reporting agency that consumer did not request to be excluded from lists provided by agency, form, **§ 56:47**

defense by reporting agency that dispute was resolved and plaintiff was notified, form, **§ 56:48**

defense by reporting agency that it adopted and followed procedures to furnish consumer with notice, form, **§ 56:49**

defense that organization qualified its promise to obtain credit, form, **§ 56:102**

Definitions, **§§ 56:4, 56:53, 56:84**

Department of justice, **§ 56:91**

Disclosures to consumer, **§ 56:14**

Disputed information, **§ 56:24**

Disputes, **§ 56:15**

Effect of action under federal act, **§ 56:33**

Employment, **§ 56:23**

Excessive charges, consumer class action complaint for damages and injunction against reporting agency for excessive charges, form, **§ 56:43**

Failure to disclose, complaint for damages by consumer against

INDEX

CREDIT REPORTING AND INFORMATION—Cont'd

reporting agency for failure to disclose files, form, § 56:39

Failure to notify, complaint for damages against user of investigative report for failure to notify consumer, form, § 56:78

Federal Fair Credit Reporting Act, §§ 56:3, 56:52

File disclosure, complaint for damages against investigative agency for failure to disclose files, form, § 56:75

Forms

Consumer Credit Reporting Agencies Act (CCRAA)

generally, §§ 56:34 to 56:50

allegation in complaint by consumer against reporting agency for false information in credit report, § 56:41

allegation in complaint by consumer against reporting agency for prohibited information in credit report, § 56:42

cause of action in complaint by consumer against reporting agency for inadequate response to dispute, § 56:40

complaint for damages by consumer against credit report user for failure to notify consumer that report was used in adverse action, § 56:44

complaint for damages by consumer against furnisher of credit information for failure to notify credit reporting agency, § 56:45

CREDIT REPORTING AND INFORMATION—Cont'd

Forms—Cont'd

Consumer Credit Reporting Agencies Act (CCRAA)

—Cont'd

complaint for damages by consumer against reporting agency for failure to disclose files, § 56:39

complaint for negligent failure to comply with consumer credit reporting agencies act, § 56:46

consumer class action complaint for damages and injunction against reporting agency for excessive charges, § 56:43

defense by reporting agency that consumer did not request to be excluded from lists provided by agency, § 56:47

defense by reporting agency that dispute was resolved and plaintiff was notified, form, § 56:48

defense by reporting agency that it adopted and followed procedures to furnish consumer with notice, § 56:49

defense that action is barred by statute of limitations, § 56:50

demand for correction of disputed information, § 56:38

notice to consumer, request for report of employment, § 56:37

request for consumer credit reporting agency information, § 56:34

**CREDIT REPORTING AND
INFORMATION—Cont'd**

Forms—Cont'd

Consumer Credit Reporting
Agencies Act (CCRAA)
—Cont'd

request for information from
user of consumer credit
report, § **56:36**

request for reinvestigation of
disputed information,
§ **56:35**

Credit Services Act of 1984

generally, §§ **56:94 to 56:102**

allegation in complaint of
failure to provide informa-
tional statement, § **56:99**

allegation in complaint of
improper credit referral
charges, § **56:97**

allegation in complaint of
improper representations in
offer or sale of services,
§ **56:98**

complaint for charge made
before performance,
§ **56:96**

complaint for violation of
Credit Services Act,
§ **56:100**

contract for credit services,
§ **56:95**

defense that organization
qualified its promise to
delete adverse credit his-
tory, § **56:101**

defense that organization
qualified its promise to
obtain credit, § **56:102**

information statement by
credit services organiza-
tion, § **56:94**

investigative consumer reporting
agencies
generally, §§ **56:70 to 56:82**

**CREDIT REPORTING AND
INFORMATION—Cont'd**

Forms—Cont'd

investigative consumer reporting
agencies—Cont'd

allegation in complaint
against investigative
agency for prohibited
information in report,
§ **56:77**

cause of action in complaint
against investigative
agency for inadequate
response to dispute,
§ **56:76**

complaint for damages
against investigative
agency for failure to dis-
close files, § **56:75**

complaint for damages
against user of investiga-
tive report for failure to
notify consumer, § **56:78**

defense by investigative
agency that adverse infor-
mation in initial report was
properly included in
subsequent report, § **56:82**

defense by investigative
agency that item of infor-
mation in report was
excepted from ICRAA
prohibition, § **56:81**

defense by investigative
report user that it was
exempted from statutory
notice requirements,
§ **56:79**

defense that action is barred
by statute of limitations,
§ **56:80**

notification of request for
investigative consumer
report, § **56:70**

request for information from
user of investigative

INDEX

CREDIT REPORTING AND INFORMATION—Cont'd

Forms—Cont'd

- investigative consumer reporting agencies—Cont'd
 - consumer report, § 56:73
 - request for investigative consumer reporting agency information, § 56:71
 - request for reinvestigation of disputed information, § 56:72
- investigative consumer reporting services
 - complaint for willful failure to comply with Investigative Consumer Reporting Agencies Act, § 56:74

Freeze on credit report, § 56:16

History, defense that organization qualified its promise to delete adverse credit history, form, § 56:101

ICRAA compliance, § 56:58

Identity theft victims, § 56:10

Inaccurate or disputed information, § 56:26

Information

- allegation in complaint against investigative agency for prohibited information in report, form, § 56:77
- allegation in complaint by consumer against reporting agency for false information in credit report, form, § 56:41
- allegation in complaint by consumer against reporting agency for prohibited information in credit report, form, § 56:42
- consumer file, § 56:60
- correction of, § 56:28
- disclosure requirements, § 56:59
- disputed, § 56:26
- investigative reports, § 56:63

CREDIT REPORTING AND INFORMATION—Cont'd

Information—Cont'd

negative, § 56:27

Informational statement, § 56:86

- allegation in complaint of failure to provide informational statement, form, § 56:99

Injunctions, consumer class action complaint for damages and injunction against reporting agency for excessive charges, form, § 56:43

Inspection of files, right of consumers, § 56:54

Invasion of privacy actions, § 56:67

Investigative consumer reporting agencies

- allegation in complaint against investigative agency for prohibited information in report, form, § 56:77

cause of action in complaint against investigative agency for inadequate response to dispute, form, § 56:76

complaint for damages against investigative agency for failure to disclose files, form, § 56:75

complaint for damages against user of investigative report for failure to notify consumer, form, § 56:78

complaint for willful failure to comply with Investigative Consumer Reporting Agencies Act, § 56:74

defense by investigative agency that adverse information in initial report was properly included in subsequent report, form, § 56:82

defense by investigative agency that item of information in report was excepted from ICRAA prohibition, form, § 56:81

**CREDIT REPORTING AND
INFORMATION—Cont'd**

Investigative consumer reporting agencies—Cont'd
 defense by investigative report user that it was exempted from statutory notice requirements, form, § **56:79**
 defense that action is barred by statute of limitations, form, § **56:80**
 notification of request for investigative consumer report, form, § **56:70**
 request for information from user of investigative consumer report, form, § **56:73**
 request for investigative consumer reporting agency information, form, § **56:71**
 request for reinvestigation of disputed information, form, § **56:72**
 Investigative Consumer Reporting Agencies Act
 generally, §§ **56:51 to 56:82**
 Limitation of actions, §§ **56:32, 56:68**
 Manner files and information must be disclosed to consumer, § **56:14**
 Marketing purposes, § **56:20**
 Misinformation, § **56:28**
 Model for credit scoring, § **56:9**
 Negative information, § **56:27**
 No action for defamation or similar claims, § **56:31**
 Notice, defense by investigative report user that it was exempted from statutory notice requirements, form, § **56:79**
 Notice of negative information, § **56:27**
 Notice to information providers and report users, § **56:12**

**CREDIT REPORTING AND
INFORMATION—Cont'd**

Obligations of consumer credit reporting agencies, §§ **56:5 to 56:20**
 Penalty, action for, § **56:19**
 Personal identity information, § **56:29**
 Persons to whom reports may be furnished, §§ **56:6, 56:55**
 Prevention of use of files for marketing purposes, § **56:20**
 Procedures to ensure compliance with ICRAA, § **56:58**
 Prohibited acts, § **56:85**
 Prohibited information in reports, §§ **56:7, 56:57**
 Provision of credit score to consumer, § **56:8**
 Provisions of CSA not exclusive, § **56:93**
 Public record, information based on, §§ **56:18, 56:62**
 Punitive damages, action for damages and injunctive relief including, § **56:92**
 Purpose and scope of CCRAA, § **56:1**
 Referral, allegation in complaint of improper credit referral charges, form, § **56:97**
 Registration with department of justice, § **56:91**
 Reporting agencies, cause of action in complaint by consumer against reporting agency for inadequate response to dispute, form, § **56:40**
 Reporting agencies' obligations, §§ **56:54 to 56:64**
 Report users, § **56:12**
 Request that agency investigate disputed information, § **56:24**
 Required contents and form of contract, § **56:87**
 Required informational statement, § **56:86**

INDEX

CREDIT REPORTING AND INFORMATION—Cont'd

Requirements for resale of report, § 56:25

Response to dispute, § 56:60
 cause of action in complaint against investigative agency for inadequate response to dispute, form, § 56:76
 cause of action in complaint by consumer against reporting agency for inadequate response to dispute, form, § 56:40

Security alerts, § 56:13

Security freeze law, § 56:16

Statute of limitations, §§ 56:32, 56:68

Subsequent investigative reports, information contained in, § 56:64

Surety bond, § 56:89

Time for furnishing of report, §§ 56:6, 56:55

Time for preparation or procurement of investigative report, § 56:56

Unlawful use of information, § 56:29

Unsolicited offers, § 56:22

Users of consumer credit reports, §§ 56:21 to 56:25

Users of investigative consumer reports, § 56:65

Victims of identity theft, § 56:10

Waiver of CSA prohibited, § 56:90

CREDIT REPORTS

Credit Reporting and Information
(this index)

CREDIT SERVICES ACT OF 1984

Credit Reporting and Information
(this Index)

CRIME PREVENTION

Bailments, § 37:32

CRIMINAL ACTIONS

False and misleading advertising, § 61:54

Patents and invention development, § 70:73

Unfair competition, § 60:36

CROPS

Secured Transactions (this index)

CUSTOMERS

Right of action based on negligence or misrepresentation, § 49:40

CY PRES

Generally, § 21:48

DANCE STUDIOS AND HEALTH STUDIOS

Actions

 assignment of contract, § 52:11

 violation of acts, § 52:14

Applicability of statutes, §§ 52:2, 52:3

Assignment of contract, § 52:11

Bonding requirements, § 52:8

Cancellation of contract, § 52:7

Contracts

 generally, §§ 52:4 to 52:16

 allegation of violation of Health Studio Act by excessive term of contract, form, § 52:60

 dance studios, §§ 52:2, 52:9

 health studios, § 52:3

Death or disability of buyer, § 52:12

Exceptions to contract requirement for dance studio, § 52:9

Forms, allegation of violation of Health Studio Act by excessive term of contract, § 52:60

Fraud, §§ 52:1, 52:13

Payment terms, § 52:5

Performance and hourly rates, § 52:6

Restrictions on notes to be executed by buyer, § 52:10

Statute of limitations, § 52:16

**DANCE STUDIOS AND
HEALTH STUDIOS—Cont'd**

Unruh Retail Installment Act,
§ 52:15
Violation of acts, § 52:14
Written contract requirement, § 52:4

**DATING SERVICES AND
WEIGHT LOSS CLINICS**

Generally, §§ 52:17 to 52:24
Actions on violations of CC
§§ 1694-1694.9, § 52:24
Cancellation, § 52:20
Contract requirements, § 52:19
Death or disability of buyer, § 52:22
Definition of dating service contract,
§ 52:17
Definition of weight loss contract,
§ 52:18
Refunds, § 52:21
Relocation of buyer, § 52:23

DEALERSHIPS

Private Franchises (this index)

DEATH BENEFIT SOCIETIES

Fraternal Benefit Societies (this
index)

DEBT BUYING PRACTICES

Fair Debt Buying Practices Act,
§ 59:9.50

**DEBT COLLECTION
PRACTICES**

Generally, §§ 59:1 to 59:29
Forms, §§ 59:22 to 59:29
Abuse, § 59:16
Attorneys representing creditors,
obligations of, § 59:4
Bona fide error, violation resulted
from bona fide error, form,
§ 59:28
Cal-FDCPA
complaint for violation of cal-
FDCPA by debt collector,
form, §§ 59:23, 59:24
remedies, § 59:9

**DEBT COLLECTION
PRACTICES—Cont'd**

Cal-FDCPA violation, complaint for
violation of cal-FDCPA by debt
collector, form, §§ 59:23, 59:24
Checks, postdated, § 59:17
Consumers, contacts with, § 59:12
Contacts
consumers, § 59:12
telephone, § 59:15
third parties, § 59:13
Debt collectors
complaint for violation of cal-
FDCPA by debt collector,
form, §§ 59:23, 59:24
complaint for violation of fed-
FDCPA by debt collector,
form, § 59:25
persons subject to regulation as,
§ 59:5
responsibilities, § 59:7
Debtors
debtor's misconduct, form,
§ 59:29
responsibilities, § 59:8
Definitions, § 59:6
Emotional distress
complaint for intentional inflic-
tion of emotional distress
based on debt collection prac-
tices, form, § 59:26
infliction, § 59:20
Fair debt collection practices acts,
§§ 59:5 to 59:19
Fed-FDCPA
complaint for violation of fed-
FDCPA by debt collector,
form, § 59:25
remedies, § 59:10
Forms
generally, §§ 59:22 to 59:29
complaint for intentional inflic-
tion of emotional distress
based on debt collection prac-
tices, § 59:26

INDEX

DEBT COLLECTION

PRACTICES—Cont'd

Forms—Cont'd

complaint for violation of cal-FDCPA by debt collector, §§ 59:23, 59:24

complaint for violation of fed-FDCPA by debt collector, § 59:25

debtor's misconduct, § 59:29

notice of attorney's representation, § 59:22

violation corrected, § 59:27

violation resulted from bona fide error, § 59:28

Harassment, threats, or abuse, § 59:16

Jurisdiction and venue of collection actions, § 59:19

Misconduct, debtor's misconduct, form, § 59:29

Notice of attorney's representation, § 59:22

Postdated checks, § 59:17

Preemption, § 59:3

Prohibited acts, §§ 59:11 to 59:19

Remedies under Cal-FDCPA, § 59:9

Remedies under Fed-FDCPA, § 59:10

Rosenthal Fair Debt Collection Practices Act, § 59:1

Statutory regulation, § 59:2

Telephone contacts, § 59:15

Third parties, contacts with, § 59:13

Threats, § 59:16

Tort remedies, §§ 59:20, 59:21

Unfair practices, § 59:18

Violation

violation corrected, form, § 59:27

violation resulted from bona fide error, form, § 59:28

Written communications, § 59:14

DE FACTO OFFICERS AND DIRECTORS

Generally, § 4:59

DEFAMATION

Slander of Title and Trade Libel (this index)

DEFINITIONS

Accounts and accounting, §§ 35:22, 35:43

Bailments, § 37:1

Banks, §§ 49:1, 49:3, 49:15, 49:43

Consumer Privacy Act, § 51:34

Dating services and weight loss clinics, §§ 52:17, 52:18

Discount buying services, § 52:39

Documents of title, § 44:1

Estoppel and waiver, §§ 32:1, 32:2

False and misleading advertising, § 61:41

Flexible purpose corporations, § 21:119

Fraudulent transfers, § 47:25

Home solicitation contracts and seminar solicitation contracts, §§ 52:25, 52:30

Motor vehicle sales, leases, and financing, §§ 58:2, 58:6, 58:25, 58:65

Negotiable instruments, § 42:2

Patents and invention development, §§ 70:46 to 70:50

Personal property leases, §§ 48:3, 48:10

Rescission and restitution, § 30:1

Third-party beneficiaries, § 25:1

Unfair competition, § 60:6

Usury, § 54:3

DEMAND

Contracts, demand for performance, § 24:53

Letters of Credit (this index)

DEPOSITS

Bailments, §§ 37:3, 37:4

DEPOSITS—Cont'd

Banks (this index)

Suretyship, § 38:7

DEPRECIATION

Complaint by lessee against lessor
for damages for violation of
depreciation liability provisions of
Vehicle Leasing Act, form,
§ 58:93

DERIVATIVE SUITS

Generally, §§ 2:1 to 2:24

Forms, §§ 2:18 to 2:24

Answer, § 2:21

Arbitration agreements barring, § 2:1

Attorneys' fees

generally, § 2:9

amount of bond, § 2:11

defense awards, § 2:17

excuse of bond, notice of motion
for, § 2:23

failure to post bond for, § 2:12

motion for bond, § 2:22

plaintiff awards, § 2:16

Bond requirements

generally, § 2:9

amount of bond, § 2:11

defense awards, § 2:17

excuse of bond, notice of motion
for, § 2:23

failure to post, § 2:12

fee awards, § 2:16

hearing on bond, § 2:10

motion for bond, § 2:22

voluntary compliance, § 2:13

Business judgment defense, § 2:14

Checklists

generally, § 2:18

security, motion for, § 2:19

Complaint

overvaluation of shares, § 6:32

wrongful distribution of bonus,
§ 2:20

Defenses

business judgment, § 2:14

DERIVATIVE SUITS—Cont'd

Defenses—Cont'd

equitable, § 2:15

Definition, § 2:1

Demand requirements

generally, § 2:7

exemptions, §§ 2:3, 2:8

futility exception, § 2:8

good faith refusals, § 2:8

Dissolved corporations, § 2:1

Equitable nature of action

generally, § 2:1

defenses, § 2:15

Expenses

generally, § 2:9

amount of bond, § 2:11

defense awards, § 2:17

excuse of bond, notice of motion
for, § 2:23

failure to post bond for, § 2:12

motion for bond, § 2:22

plaintiff awards, § 2:16

Flexible purpose corporations,

shareholders, § 21:114

Individual shareholder suits

distinguished, § 2:2

Limited partnerships

generally, §§ 19:50 to 19:57

forms, §§ 19:53 to 19:57

allegations, required, § 19:51

motion to allow derivative action

form, § 19:54

supporting declaration,
§ 19:55

security requirements

generally, § 19:52

motion, § 19:56

order, § 19:57

Management duties, § 2:1

Mutual benefit corporations, § 2:4

Nonprofit corporations

generally, § 21:61

complaint, § 21:80

Nonprofit public corporations, § 2:4

Overvaluation of shares, § 6:32

INDEX

DERIVATIVE SUITS—Cont'd

- Ownership requirements
 - contemporaneous and continuous ownership, § 2:5
 - declaration in support of motion for order excusing requirement, § 2:24
 - exceptions
 - generally, § 2:6
 - declaration in support of motion for, § 2:24
 - motion for, § 2:23
 - exemptions, § 2:3
 - motion for order excusing requirement, § 2:23
 - repurchase agreements, § 2:5
- Parent-subsidiary disputes, § 2:1
- Parties
 - corporation's status, § 2:1
 - trustees, plaintiff shareholders as, § 2:1
- Purpose of action, § 2:1
- Repurchase agreements and ownership requirements, § 2:5
- Savings and loan associations, § 2:4
- Savings and Loans** (this Index)
- Statutory requirements
 - generally, § 2:3
 - Demand requirements (this group)
 - exemptions, § 2:3
 - Ownership requirements (this group)
- Voluntary compliance bond requirement, § 2:13

DIRECTORS

- Benefit corporations
 - foreign corporation with similar characteristics, protection for directors, § 21:94
 - liability, § 21:93
- Flexible purpose corporations
 - liability, § 21:111
 - performance and discharge of duties, § 21:110

DISABILITY BENEFIT SOCIETIES

- Fraternal Benefit Societies** (this index)

DISCLOSURES

- Artistic property, §§ 69:20 to 69:25
- Credit Reporting and Information** (this index)
- Discount buying services, § 52:42
- Installment Sales** (this index)
- Motor Vehicle Sales, Leases, and Financing** (this index)
- Patents and Invention Development** (this index)

DISCOUNT BUYING SERVICES

- Generally, §§ 52:39 to 52:50
- Automatic purchase renewals, § 52:39.50
- Cancellation right, § 52:46
- Change of business place, § 52:48
- Claims against deposits in lieu of bond, § 52:41
- Contract for buying service, § 52:43
- Contracts
 - defense to enforcement, § 52:49
 - unenforceable, § 52:47
- Damage actions for violation of contract, § 52:50
- Definitions, § 52:39
- Delayed delivery of goods, § 52:45
- Private right of action, none, § 52:39.50
- Purpose, § 52:39
- Refund of payment, § 52:45
- Required disclosures, § 52:42
- Rights and duties which may not be affected by contract, § 52:44
- Right to cancel, § 52:46
- Surety bond requirement, § 52:40
- Transfer of duty as defense to enforcement under contract, § 52:49

DISCOVERY

- Alter ego liability, § 5:28

DISCOVERY—Cont'd

Foreign corporations' intrastate business activities, § 1:12
 Limited partnerships, § 19:61
 Unfair competition, § 60:54

DISHONOR

Letters of Credit (this index)

**DISPOSITION OF
 COLLATERAL**

Secured Transactions (this index)

**DISREGARD OF CORPORATE
 ENTITY**

Alter Ego (this index)

DISSOLUTION

Corporations (this index)
Joint Ventures (this index)
Limited Partnerships (this index)
Nonprofit Organizations (this index)
Partnerships (this index)

DISTRIBUTIONS

Corporations (this index)
Corporations (this Index)

DISTRIBUTORSHIPS

Seller assisted marketing plans
 generally, § 23:82
 see also **Private Franchises** (this index)

DIVIDENDS

Corporations (this index)

DOCUMENTS OF TITLE

Generally, §§ 44:1 to 44:47
 Forms, §§ 44:39 to 44:47
Auction, notice of auction sale to enforce lien of warehouseman or carrier on goods, form, § 44:42
Bailments
 bailee's claims, complaint by
 bailee to compel interpleader
 to determine claims to goods

DOCUMENTS OF TITLE

—Cont'd

Bailments—Cont'd

in bailee's possession, form, § 44:41
 bailee's defenses to general obligations under UCC, Division 7, § 44:9
 bailee's duty to deliver goods, § 44:5
 bailee's liability for failure to deliver goods, §§ 44:5 to 44:9
 bailee's right to indemnification, § 44:7

Bills of lading

generally, §§ 44:30 to 44:38
 complaint for damages by holder of bill of lading against carrier for failure to deliver goods, form, § 44:40
 conversion, § 44:32
 delivery of goods varying from bill of lading, § 44:34
 delivery or disposition of goods varying from, § 44:34
 duty of care, breach of, § 44:31
 failure to conduct sale properly under statute, § 44:32
 limitation of liability, contractual, § 44:33
 nonreceipt, misdescription or misdating of bill of lading, § 44:30
 rights when goods covered by nonnegotiable bill of lading are diverted, § 44:15

Breach of duty of care, liability for, §§ 44:22, 44:31

Carriers

carrier's liability, §§ 44:30 to 44:33
 carrier's lien, §§ 44:35 to 44:38
 persons who may purchase goods, § 44:38
 procedure for enforcement, § 44:36

INDEX

DOCUMENTS OF TITLE

—Cont'd

Carriers—Cont'd

purchasers in good faith, rights of, § **44:38**

satisfaction of lien before sale or from sales proceeds, § **44:37**

Change of instructions, § **44:34**

Contracts, limitation of liability, §§ **44:24, 44:33**

Conversion, §§ **44:23, 44:32**

Damages

allegation in complaint by person entitled to goods against carrier or warehouseman for damages for failure to give proper notice of intention to sell goods, form, § **44:43**

complaint for damages against warehouseman based on failure to include essential term in warehouse receipt, form, § **44:39**

complaint for damages by holder of bill of lading against carrier for failure to deliver goods, form, § **44:40**

Defenses

affirmative defense by bailee that goods were damaged without fault on bailee's part, form, § **44:45**

affirmative defense by bailee that nondelivery of goods was due to previous sale enforcing lien, form, § **44:44**

affirmative defense by bailee that plaintiff failed to file claim within period prescribed by document of title, form, § **44:46**

affirmative defense by carrier that document of title indicated goods were loaded by shipper, form, § **44:47**

DOCUMENTS OF TITLE

—Cont'd

Defenses—Cont'd

bailee's general obligations under UCC Division 7, § **44:9**

nondelivery of goods, § **44:6**

Definition, documents of title, § **44:1**

Delivery, stoppage by seller, § **44:7**

Diversion or reconsignment of goods; change of instructions, § **44:34**

Duty of care, breach of, § **44:22**

Enforcement of carrier's lien, § **44:36**

Failure to conduct sale properly under statute, § **44:23**

Failure to include essential terms in receipt, § **44:20**

Forms

generally, §§ **44:39 to 44:47**

affirmative defense by bailee that goods were damaged without fault on bailee's part, § **44:45**

affirmative defense by bailee that nondelivery of goods was due to previous sale enforcing lien, § **44:44**

affirmative defense by bailee that plaintiff failed to file claim within period prescribed by document of title, § **44:46**

affirmative defense by carrier that document of title indicated goods were loaded by shipper, § **44:47**

allegation in complaint by person entitled to goods against carrier or warehouseman for damages for failure to give proper notice of intention to sell goods, § **44:43**

complaint by bailee to compel interpleader to determine claims to goods in bailee's possession, § **44:41**

DOCUMENTS OF TITLE

—Cont'd

Forms—Cont'd

- complaint for damages against warehouseman based on failure to include essential term in warehouse receipt, § 44:39
- complaint for damages by holder of bill of lading against carrier for failure to deliver goods, § 44:40
- notice of auction sale to enforce lien of warehouseman or carrier on goods, § 44:42

Goods

- affirmative defense by bailee that goods were damaged without fault on bailee's part, form, § 44:45
- affirmative defense by bailee that nondelivery of goods was due to previous sale enforcing lien, form, § 44:44
- affirmative defense by carrier that document of title indicated goods were loaded by shipper, form, § 44:47
- allegation in complaint by person entitled to goods against carrier or warehouseman for damages for failure to give proper notice of intention to sell goods, form, § 44:43
- bailee's duty to deliver, § 44:5
- bailee's liability for failure to deliver, §§ 44:5 to 44:9
- complaint by bailee to compel interpleader to determine claims to goods in bailee's possession, form, § 44:41
- complaint for damages by holder of bill of lading against carrier for failure to deliver goods, form, § 44:40
- defenses on nondelivery, § 44:6

DOCUMENTS OF TITLE

—Cont'd

Goods—Cont'd

- delivery of goods varying from bill of lading, § 44:34
- delivery stoppage by seller, § 44:7
- diversion or reconsignment, § 44:34
- enforcement of lien, §§ 44:26, 44:27
- nondelivery based on conflicting claims, § 44:8
- nonnegotiable bill of lading goods diverted, § 44:15
- notice of auction sale to enforce lien of warehouseman or carrier on goods, form, § 44:42
- purchasing, § 44:29
- security interest, title defeated by, § 44:13
- who may purchase, § 44:38
- Governing law, §§ 44:1 to 44:3
- Indorser not guarantor for other parties, § 44:16
- Intermediaries' warranties, § 44:17
- Interpleader action, § 44:8
- Liens
 - carrier's, § 44:36
 - enforcement of on goods stored by merchants, § 44:26
 - enforcement of on goods stored by persons other than merchants, § 44:27
 - notice of auction sale to enforce lien of warehouseman or carrier on goods, form, § 44:42
 - procedure for enforcement, §§ 44:26, 44:27
 - satisfaction of before sale or from sales proceeds, §§ 44:28, 44:37
 - satisfaction of lien before sale or from sales proceeds, § 44:28
 - warehouseman's, §§ 44:25 to 44:29

INDEX

DOCUMENTS OF TITLE

—Cont'd

Limitation of liability, §§ **44:24, 44:33**

Negotiation and transfer

generally, §§ **44:10 to 44:17**

indorsement and delivery versus delivery alone, § **44:11**

indorser not guarantor for other parties, § **44:16**

negotiable and nonnegotiable documents, § **44:10**

rights acquired, § **44:12**

rights acquired where there is transfer without due negotiation, § **44:14**

rights and liabilities where goods covered by nonnegotiable bill of lading are diverted, § **44:15**

security interest, document of title defeated by, § **44:13**

warranties, § **44:17**

Nondelivery based on conflicting claims, § **44:8**

Nonreceipt or misdescription of goods, liability for, § **44:21**

Notice, allegation in complaint by person entitled to goods against carrier or warehouseman for damages for failure to give proper notice of intention to sell goods, form, § **44:43**

Procedure for enforcement of carrier's lien, § **44:36**

Procedure for enforcement of warehouseman's lien, §§ **44:26, 44:27**

Purchasing goods, § **44:29**

Receipts, §§ **44:18 to 44:29**

complaint for damages against warehouseman based on failure to include essential term in warehouse receipt, form, § **44:39**

Receipts issuer, § **44:18**

DOCUMENTS OF TITLE

—Cont'd

Rights

acquired in transfer without due negotiation, § **44:14**

buyer's, in ordinary course of business, § **44:19**

indorsement, compelling, § **44:16**

purchasers in good faith, §§ **44:29, 44:38**

when goods covered by nonnegotiable bill of lading are diverted, § **44:15**

Satisfaction of lien before sale or from sales proceeds, §§ **44:28, 44:37**

Statute of limitations, § **44:4**

Stoppage of delivery by seller, § **44:7**

Uniform Commercial Code, Division 7, §§ **44:1, 44:2, 44:9**

Warehouseman

allegation in complaint by person entitled to goods against carrier or warehouseman for damages for failure to give proper notice of intention to sell goods, form, § **44:43**

complaint against, § **44:43**

complaint for damages against warehouseman based on failure to include essential term in warehouse receipt, form, § **44:39**

enforcing lien, § **44:42**

notice of auction sale to enforce lien of warehouseman or carrier on goods, form, § **44:42**

Warehouseman's liability, §§ **44:20 to 44:24**

Warehouseman's lien, §§ **44:25 to 44:29**

Warehouse receipts, §§ **44:18 to 44:29**
form, § **44:39**

DOCUMENTS OF TITLE

—Cont'd

Warranties on negotiation or transfer, § **44:17**

DOMESTIC CORPORATION

Conversion of flexible purpose corporation to, § **21:117**

DRAFTS

Checks and Drafts (this Index)

DURATION

Trademarks and trade names, § **67:13**

DUTY OF CARE

Bailments (this index)

Documents of title, §§ **44:22, 44:31**

E-MAIL

Spam, § **61:63**

EMOTIONAL DISTRESS

Rescission and restitution, § **30:34**

EMPLOYMENT

Accounting, allegation by employee for accounting by employer, § **35:61**

Credit reporting and information, § **56:23**

Interference with prospective employment, § **64:5**

Patents and Invention Development (this index)

ENERGY CONSERVATION PRODUCTS OR SERVICES

False and misleading advertising, §§ **61:19, 61:60**

ENVIRONMENTAL ADVERTISING

False and misleading advertising, § **61:39**

EQUAL DIGNITIES RULE

Agency, § **36:6**

EQUITABLE ESTOPPEL

Waiver and Estoppel (this index)

EQUITABLE REMEDY

Reformation of contracts, § **28:2**

ERRORS

Billing errors. **Credit Cards** (this index)

Bona Fide Error (this Index)

Contract drafter's mistake, § **28:9**

Public works subcontracts, clerical error, § **39:26**

Reformation of Contracts (this index)

ESCHEAT

Banks, § **49:12**

ESCROW

Banks, §§ **49:40, 49:41**

Bulk sales, § **47:10**

ESTABLISHMENT CLAUSE

Issues giving rise to actions, violation of Establishment Clause, § **21:66**

EVIDENCE

Accord and satisfaction, § **31:10**

Burden of Proof (this index)

Modification of contracts, altered contract, § **27:43**

Novation, § **27:17**

Quasi contract and common counts, §§ **34:43 to 34:46**

Reformation of contracts, §§ **28:18 to 28:20**

Secured transactions, evidence of assignment, § **46:97**

Unfair competition, § **60:55**

EXCHANGE

REORGANIZATIONS

Reorganizations of Corporations (this Index)

INDEX

EXECUTED ORAL AGREEMENTS

Modification of contracts

affirmative defense of modification of written contract by executed oral agreement, form, § 27:36

complaint for breach of contract as modified by executed oral agreement, form, § 27:31

EXEMPT TRANSACTIONS

Fraudulent transfers, §§ 47:30, 47:38

EXONERATION

Suretyship, §§ 38:11 to 38:13

EXPERT WITNESSES

Trade secrets, § 66:19

FAILURE TO READ CONTRACTS

Reformation, § 28:25

FAIR CREDIT REPORTING ACT

Credit reporting and information, § 56:3

FAIR DEALERSHIP LAW

Generally, § 23:5

See also **Private Franchises** (this index)

FAIR DEBT BUYING PRACTICES ACT

Debt collection practices, § 59:9.50

FAIR DEBT SETTLEMENT PRACTICES ACT

Generally, §§ 51:16.30 to 51:16.70

Applications, § 51:16.30

Definitions, § 51:16.30

Enforcement, § 51:16.70

Prohibited practices, § 51:16.50

FALSE AND MISLEADING ADVERTISING

Generally, §§ 61:1 to 61:75

FALSE AND MISLEADING ADVERTISING—Cont'd

Forms, §§ 61:72 to 61:75

Action for fraud, availability of action, § 61:68

Action for injunction

arbitration, § 61:50

by private parties, § 61:47

pleading, § 61:52

relief available, § 61:48

statute of limitations, § 61:51

statutory basis, § 61:46

venue, § 61:49

Affirmative defense, in fraud and deceit action, that statement was puffing, form, § 61:74

American Indian products, § 61:21

Anabolic steroids, § 61:17

Appellate proceedings, § 61:56

notice of pendency of appellate proceedings involving B & P C §§ 17500 et seq., form, § 61:75

Arbitration, § 61:50

Assessment appeal filing services, § 61:25

Blind, products made by, § 61:22

Brand-comparison advertisements, §§ 61:36, 61:64

Breach of warranty, § 61:71

Burden of proof, § 61:53

Business address of business conducted primarily by mail or telephone, § 61:35

Business and professions code §§ 17500 et seq., recovery under, §§ 61:1 to 61:64

Business nature, § 61:34

Charitable solicitations, § 61:40

Civil and criminal penalties, § 61:54

Coal, § 61:15

Collateral, § 61:27

Conditioning prizewinning on purchase or rental, § 61:31

Consumer credit, § 61:26

**FALSE AND MISLEADING
ADVERTISING—Cont'd**

Consumer Legal Remedies Act,
§ **61:66**

Contests, prizes, or gifts, §§ **61:30 to
61:33**

Damages

generally, § **61:55**

complaint for damages for
fraudulently false advertising,
form, § **61:73**

Defenses

generally, § **61:70**

affirmative defense, in fraud and
deceit action, that statement
was puffing, form, § **61:74**

Differentials in price respecting more
than one article of merchandise or
type of service within one class,
§ **61:7**

Do not call registry, §§ **61:43, 61:62**

E-mail, unsolicited, § **61:63**

Energy conservation products or
services, §§ **61:19, 61:60**

Environmental advertising, § **61:39**

Exemptions, § **61:3**

Fact-based advertisements, §§ **61:36,
61:64**

Fact-based or brand-comparison
advertisements, §§ **61:36, 61:64**

False advertising as unfair competi-
tion, § **61:67**

Federal surplus materials, § **61:14**

First Amendment not a defense,
§ **61:70**

Former prices, § **61:5**

Forms

generally, §§ **61:72 to 61:75**

affirmative defense, in fraud and
deceit action, that statement
was puffing, § **61:74**

complaint for damages for
fraudulently false advertising,
§ **61:73**

**FALSE AND MISLEADING
ADVERTISING—Cont'd**

Forms—Cont'd

complaint in action to enjoin
false or misleading advertis-
ing, § **61:72**

notice of pendency of appellate
proceedings involving B & P
C §§ 17500 et seq., § **61:75**

Gifts, §§ **61:30 to 61:33**

Group of consumers, fraud and
deceit action on behalf of, § **61:68**

Homeowner's exemption filing ser-
vices, § **61:24**

Homestead filing services, § **61:23**

Inducement to visit location or attend
sales presentation, § **61:33**

Injunctions, action for injunction
(this group)

Insurance, title, § **61:11**

Lack of knowledge or participation
as defense, § **61:2**

Legal name of business conducted
primarily by mail or telephone,
§ **61:35**

Loans utilizing real property as col-
lateral, § **61:27**

“Made in U.S.A.” or similar words,
§ **61:38**

Motel and motor court rates, § **61:29**

Multiple units, price of goods or ser-
vices sold in, § **61:6**

Nature of business, § **61:34**

Newspaper circulation, § **61:37**

Notice of appellate proceedings,
§ **61:56**

Packages of unassembled toys,
§ **61:13**

Penalties, §§ **61:45, 61:54**

Periodical circulation, § **61:37**

Pleading, § **61:52**

Price representations, §§ **61:4 to
61:9**

Principles applicable to all false
advertising, §§ **61:45 to 61:56**

INDEX

FALSE AND MISLEADING ADVERTISING—Cont'd

Prize as inducement to visit location
or attend sales presentation,
§ 61:32
Prizes, §§ 61:30 to 61:33, 61:58
Products made by the blind, § 61:22
Puffing, § 61:69
Purchase of product conditioned on
purchase of different product,
§ 61:8
Quantity representations, §§ 61:4 to
61:9
Quantity to be sold to single
customer, §§ 61:4, 61:57
Realty, § 61:10
Rebate, § 61:9
Rejected merchandise, § 61:12
Remedies or penalties cumulative,
§ 61:45
Representations
 products or services, §§ 61:10 to
 61:29
 quantity or price, §§ 61:4 to 61:9
Sales presentation, §§ 61:32, 61:33
Second-hand, blemished or rejected
merchandise, § 61:12
Services
 assessment appeal filing, § 61:25
 homeowner's exemption filing,
 § 61:24
 homestead filing, § 61:23
Spam, §§ 61:44, 61:63
Statute of limitations, § 61:51
Steroids, § 61:17
Surplus materials, § 61:14
Tear gas weapons or devices,
§ 61:16
Telephonic sellers
 generally, §§ 61:41, 61:61
 do not call registry, § 61:43
 prohibited representations,
 § 61:42
Television picture tubes, § 61:18
Title insurance, § 61:11

FALSE AND MISLEADING ADVERTISING—Cont'd

Toys, unassembled, § 61:13
Travel sellers, § 61:28
Unfair competition, § 61:67
Unsolicited commercial advertise-
ments, § 61:44
Unsolicited commercial e-mail,
§ 61:63
Value determinations, § 61:5
Venue, § 61:49
Warranty, § 61:71
Water treatment devices, §§ 61:20,
61:59
Words such as "made in U.S.A.,"
§ 61:38

FALSE REPORTS OR ENTITIES

Flexible purpose corporations,
§ 21:124

FAMILY CORPORATIONS

Generally, § 14:1
See also **Close Corporations** (this
index)
Close Corporations (this Index)

FARMING

Trademarks and Trade Names
(this index)

FEDERAL TRADE COMMISSION

Generally, § 23:1
See also **Private Franchises** (this
index)
Unfair competition, § 60:4

FEDERAL TRUTH IN LENDING ACT

Installment sales, §§ 57:54 to 57:57

FEES

Private franchises, § 23:2

FICTITIOUS BUSINESS NAME STATUTES

Generally, § 16:3

FIDUCIARIES

Accounts and accounting, complaint for accounting based on fiduciary relationship and for payment of amount due, form, § **35:58**

Agency (this Index)

Banks, § **49:6**

Brokers (this index)

Forms, complaint for accounting based on fiduciary relationship and for payment of amount due, § **35:58**

FINANCING

Credit (this Index)

Motor Vehicle Sales, Leases, and Financing (this Index)

Secured Transactions (this index)

Secured Transactions (this Index)

FIRST AMENDMENT

False and misleading advertising, § **61:70**

Interference with economic relationships, § **64:29.1**

FIXTURES

Secured Transactions (this index)

FLEXIBLE PURPOSE CORPORATIONS

Agents

indemnification, § **21:112**
service and shares, articles of incorporation provisions, § **21:106**

Annual reports, § **21:122**

Articles of incorporation
agent for service and shares, § **21:106**
optional provisions, § **21:107**
proposed amendments, § **21:115**
required provisions, §§ **21:105, 21:106**

Assets, sale of, § **21:118**

Conversions

generally, § **21:120**

FLEXIBLE PURPOSE

CORPORATIONS—Cont'd

Conversions—Cont'd

cooperative corporation, conversion to, § **21:116**

domestic corporation, conversion to, § **21:117**

nonprofit or cooperative corporation, conversion to, § **21:116**

Cooperative corporation, conversion to, § **21:116**

Definitions, § **21:119**

Derivative actions of shareholders, § **21:114**

Directors

liability, § **21:111**

performance and discharge of duties, § **21:110**

Domestic corporation, conversion to, § **21:117**

False reports or entities, § **21:124**

Formation, § **21:104**

History, § **21:102**

Indemnification of agents, § **21:112**

Liability of directors, § **21:111**

Merger with nonflexible entities, § **21:119**

Nonflexible entities, merger with, § **21:119**

Nonprofit corporation, conversion to, § **21:116**

Permitted activities, §§ **21:103, 21:108**

Powers, § **21:109**

Proposed amendments to articles, § **21:115**

Reorganizations, § **21:121**

Reports

annual reports, § **21:122**

false reports, § **21:124**

special purpose current report, § **21:123**

Sale of assets, § **21:118**

Scope, § **21:103**

INDEX

FLEXIBLE PURPOSE

CORPORATIONS—Cont'd

Service and shares, articles of incorporation provisions regarding agent, § 21:106

Shareholder derivative actions, § 21:114

Shares and share certificates, § 21:113

FORCED SALE

Auction Sales (this index)

FOREIGN CORPORATIONS

Generally, §§ 1:10 to 1:50

Actions by and against

generally, §§ 1:10 to 1:50

forms, §§ 1:35 to 1:50

certificate of qualification, defense of failure to maintain, § 1:40

checklist, § 1:36

complaint allegation, § 1:39

defense of lack of capacity, § 1:41

dissolved corporations, § 13:42

incorporation defects, § 1:34

summary judgment motion, § 1:42

Annual statements

generally, § 1:18

charter suspensions for failure to file, § 1:21

doing business statement, § 1:46

failure to file, § 1:19

form of statement, § 1:44

information statement, § 1:47

internet, forms available on, § 1:37

no change statement, § 1:45

penalties, § 1:20

waiver of penalties, § 1:20

Associations, foreign, § 1:10

Benefit corporations, protection for directors of foreign corporations, § 21:94

FOREIGN CORPORATIONS

—Cont'd

Books and records, § 9:1

California Corporate Disclosure Act, § 1:18

Capacity allegations, § 1:39

Capacity and standing distinguished, § 1:1

Certificate forms available on line, § 1:37

Certificate of qualification application, § 1:13

failure to obtain, § 1:15

issuance, § 1:14

Certificates of revivor, § 1:27

Certification fees, § 1:14

Commencement vs maintenance of actions, § 1:1

Contracts, forfeiture period, contracts made during, §§ 1:29 to 1:33

Definitions, § 1:10

Demurrer challenges to actions by, §§ 1:2, 1:15

Directors, electing in California, complaint allegation, § 10:51

Disclosures

Annual statements (this group)
information statement, § 1:47
publicly traded corporations' statements, § 1:48

Discovery as to intrastate business activities, § 1:12

Dissolved corporations

actions by and against, § 13:42
service of process on, § 1:8

Doing business statement, § 1:46

Earning income

generally, § 1:11
doing business statement, § 1:46

Forfeit of charter, service on corporation after, § 1:9

Forfeiture

certificate of revivor, § 1:27

FOREIGN CORPORATIONS

—Cont'd

Forfeiture—Cont'd

continuance to obtain certificate of revivor, motion for, § 1:43
contracts made during, §§ 1:29 to 1:33
failure to file annual statements, § 1:21
limitations of actions, effect on, § 1:24
procedure, § 1:23
relief from, § 1:25
revival, effect of, § 1:28
tax law violations, §§ 1:22, 1:23

Forms available on line, § 1:37

Franchise tax liabilities, § 1:11

Information statement, § 1:47

Inspection of records and reports, § 9:1

Internet contacts, § 1:12

Intrastate business, §§ 1:11, 1:12

Jurisdiction, consent to, § 1:15

Lenders, foreign, § 1:12

Mail, service of process, § 1:6

Maintenance vs commencement of actions, § 1:1

Mergers with, § 11:1

Names

assumed names, § 1:16

conflicting names, § 1:16

Officers, service of process on, § 1:6

Process

forfeit of charter, service after, § 1:9

officers, service on, § 1:6

Secretary of State, service on, § 1:7

surrender of charter, service after, § 1:9

withdrawn foreign corporations, service after, § 1:9

Professional corporations, foreign, § 15:1

FOREIGN CORPORATIONS

—Cont'd

Publicly traded corporation

disclosure statements, § 1:48

Secretary of State forms available on line, § 1:37

Service of process on, § 1:8

Standing and capacity distinguished, § 1:1

Subsidiaries, transactions by, § 1:12

Surrender of charter, service after, § 1:9

Suspension of charter. Forfeiture (this group)

Tax requirements

generally, §§ 1:22 to 1:33

certificates of revivor, § 1:27

exempt status, § 1:22

forfeiture proceedings for noncompliance, § 1:23

substantial compliance, § 1:26

Transacting business, defined, § 1:12

Transaction of business in California, § 1:12

Withdrawn foreign corporations, service on, § 1:9

FOREIGN LIMITED

PARTNERSHIPS

Generally, § 19:8

Forms, §§ 19:12 to 19:13

FORFEITURE OF CORPORATE STATUS

Foreign Corporations (this Index)

FORGERIES

Generally, §§ 49:33, 49:34

Allegation of affirmative defense, based on failure to report forgery, form, § 49:67

Complaint by drawer against drawee bank for payment on forged endorsement, form, § 49:63

FORMATION

Benefit corporations, § 21:88

INDEX

FORMATION—Cont'd

Flexible purpose corporations,
§ 21:104

FRANCHISE INVESTMENT LAW

Generally, § 23:1

See also **Private Franchises** (this
index)

Securities Regulation (this Index)

FRANCHISE RELATIONS ACT

Generally, § 23:1

See also **Private Franchises** (this
index)

FRATERNAL BENEFIT SOCIETIES

Generally, §§ 22:1 to 22:21

Actions against societies

generally, §§ 22:16 to 22:21

forms, §§ 22:18 to 22:21

benefits

complaint for recovery,
§ 22:19

complaint for recovery of
benefits, § 22:19

defense considerations, § 22:17

exhaustion of internal remedies,
§ 22:16

interpleader, § 22:17

limitations of actions, § 22:21

mandate, petition for, § 22:18

service of process, § 22:16

Assessments, § 22:6

Beneficiaries, § 22:12

Benefit certificates, § 22:9

Benefit members, § 22:5

Branches, § 22:1

Certificates, § 22:9

Changes of beneficiaries, § 22:12

Child members, § 22:5

Constitutions, § 22:2

Designation of beneficiaries, § 22:12

Disability insurance benefit certi-
ficates, § 22:11

FRATERNAL BENEFIT SOCIETIES—Cont'd

Dues, § 22:6

Eligibility of beneficiaries, § 22:12

Exemption of benefits, § 22:13

Expulsions of members, § 22:7

Foreign associations, § 1:11

Forfeiture of benefits, § 22:14

Insurance Code elections, § 22:6

Life insurance benefit certificates,
§ 22:10

Local lodges, § 22:3

Lodge system, § 22:1

Loss of benefits, § 22:14

Medical examinations, § 22:5

Membership, § 22:4

Organizations, §§ 22:1, 22:2

Payments of benefits, § 22:13

Purposes, § 22:1

Receiverships (this index)

Receiverships (this Index)

Regulation, § 22:2

Reinstatement of membership

generally, § 22:8

defense to action to compel,
§ 22:21

mandamus to compel, § 22:18

Reinstatements of benefits, § 22:15

Service of process, § 22:16

Social members, § 22:5

Solicitation of members, § 22:4

Subordinate lodges, §§ 22:1, 22:3

Suspensions of members, § 22:7

Tax exempt status, § 22:2

Vesting of rights to benefits, § 22:13

FRAUD AND MISREPRESENTATIONS

Accounts and accounting, § 35:32

affirmative defense that account
stated resulted from mistake,
fraud, duress, or undue influ-
ence, form, § 35:40

Advertising. **False and Misleading**

Advertising (this Index)

Banks, § 49:35

**FRAUD AND
MISREPRESENTATIONS**

—Cont'd

Contracts, §§ **24:31, 24:46, 24:47**

Dance studios and health studios,
§§ **52:1, 52:13**

False and misleading advertising,
§§ **61:68, 61:69**

affirmative defense, in fraud and
deceit action, that statement
was puffing, form, § **61:74**
complaint for damages for
fraudulently false advertising,
form, § **61:73**

Forms, affirmative defense that
account stated resulted from
mistake, fraud, duress, or undue
influence, § **35:40**

Fraudulent Transfers (this index)

Interference with economic relation-
ships, affirmative defense that
contract was fraudulently
conceived, form, § **64:57**

Patents and invention development,
§ **70:63**

allegation of false or fraudulent
statement or representation of
invention developer, form,
§ **70:78**

defense that contract is void and
unenforceable because it was
entered into in reliance on
willful and false, fraudulent, or
misleading representation of
invention developer, form,
§ **70:90**

defense that patent assignment or
patent license agreement was
induced by fraud, form,
§ **70:18**

**Patents and Invention Develop-
ment** (this Index)

Personal property leases, § **48:7**

Quasi contract and common counts,
§§ **34:17, 34:25**

Receivership remedy, § **12:8**

**FRAUD AND
MISREPRESENTATIONS**

—Cont'd

Reformation of Contracts (this
index)

Rescission and restitution, §§ **30:10,
30:11**

complaint for relief based on
rescission of lease for fraud or
mistake, form, § **30:39**

Right of action based on misrepre-
sentation, § **49:40**

Sales, §§ **40:37, 40:40, 40:49**

Savings and Loans (this Index)

Securities fraud

generally, § **7:40**

see also **Securities Regulation**
(this index)

Statute of Frauds (this Index)

Transfers. **Fraudulent Transfers**
(this index)

Unfair competition, § **60:9**

Usury, affirmative defense of fraud
and estoppel, form, § **54:59**

FRAUDULENT TRANSFERS

Generally, §§ **47:24 to 47:49**

Forms, §§ **47:43 to 47:49**

Action under CC §§ 3440 et seq.,
§ **47:42**

Action under UFTA, §§ **47:41,
47:43 to 47:46**

Checklists

Civ. Code §§ 3440 et seq., mat-
ters to be considered in pursu-
ing action under, § **47:42**

UFTA, matters to be considered
in pursuing action under,
§ **47:41**

Conditions and effect of undertaking,
§ **47:36**

Creditors' remedies, § **47:33**

Debtor's inability to pay debts,
§ **47:28**

Debtor's insolvency, § **47:29**

INDEX

FRAUDULENT TRANSFERS

—Cont'd

Debtor's remaining assets unreasonably small, § 47:27

Defenses

affirmative defense by defendant transferee that transfer not voidable because he or she took in good faith and for reasonably equivalent value, form, § 47:46

affirmative defense by transferor that statute of limitations bars action to set aside transfer, form, § 47:49

affirmative defense by transferor that transfer was exempt from CC §§ 3440 et seq., form, § 47:48

Defenses of good faith transferee, § 47:34

Definition of fraudulent transfer, § 47:25

Exempt transactions, §§ 47:30, 47:38

Forms

generally, §§ 47:43 to 47:49

affirmative defense by defendant transferee that transfer not voidable because he or she took in good faith and for reasonably equivalent value, § 47:46

affirmative defense by transferor that statute of limitations bars action to set aside transfer, § 47:49

affirmative defense by transferor that transfer was exempt from CC §§ 3440 et seq., § 47:48

complaint by creditor to set aside transfer because of transferor's intent to hinder, delay, and defraud, § 47:44

complaint by creditor to set aside transfer on grounds that trans-

FRAUDULENT TRANSFERS

—Cont'd

Forms—Cont'd

feror was insolvent and failed to receive reasonably equivalent value for property, § 47:43

complaint by creditor to set aside void transfer, § 47:47
undertaking by transferee, § 47:45

Good faith transferee, § 47:34

affirmative defense by defendant transferee that transfer not voidable because he or she took in good faith and for reasonably equivalent value, form, § 47:46

Identifying a fraudulent transfer, §§ 47:25 to 47:31

Insolvency, § 47:29

complaint by creditor to set aside transfer on grounds that transferor was insolvent and failed to receive reasonably equivalent value for property, form, § 47:43

Intent to defraud, § 47:26

complaint by creditor to set aside transfer because of transferor's intent to hinder, delay, and defraud, form, § 47:44

Obligations incurred, § 47:31

Remedies of parties to transfer, § 47:39

Remedies under UFTA, § 47:32

Rights and remedies of parties to transfer, § 47:39

Setting aside fraudulent transfers, §§ 47:32 to 47:35

Statute of limitations, §§ 47:35, 47:40

affirmative defense by transferor that statute of limitations bars action to set aside transfer, form, § 47:49

FRAUDULENT TRANSFERS

—Cont'd

Undertaking by transferee, undertaking by transferee, form, § **47:45**

Undertakings in fraudulent transfer actions, § **47:36**

Uniform Fraudulent Transfer Act, §§ **47:25 to 47:36, 47:43 to 47:46**

Voidable transfers, §§ **47:37 to 47:40**

affirmative defense by defendant transferee that transfer not voidable because he or she took in good faith and for reasonably equivalent value, form, § **47:46**

complaint by creditor to set aside void transfer, form, § **47:47**

When transfers are made, § **47:31**

FREE EXERCISE CLAUSE

Issues giving rise to actions, violation of Free Exercise Clause, § **21:66**

FUNDS

Fraternal Benefit Societies (this index)

Nonprofit Organizations (this Index)

GAS STATIONS

Generally, § **23:62**

See also **Private Franchises** (this index)

GIFTS

False and misleading advertising, §§ **61:30 to 61:33**

Rescission and restitution, § **30:5**

GOOD FAITH

Auctioneer, noncompliance with bulk sales law, § **47:22**

Bona Fide Error (this Index)

Contracts (this index)

Fraudulent Transfers (this index)

GOOD FAITH—Cont'd

Installment sales

affirmative defense that violation of act committed in good faith reliance on interpretation by federal reserve system official or employee, form, § **57:57**

Installment Sales (this index)

Motor vehicles, good faith calculation of residual value, § **58:72**

Secured Transactions (this index)

HEALTH STUDIOS

Dance Studios and Health Studios (this index)

HISTORY

Benefit corporations, § **21:86**

Flexible purpose corporations, § **21:102**

HOLDERS IN DUE COURSE

Negotiable Instruments (this index)

HOME IMPROVEMENTS AND SWIMMING POOL CONTRACTS

Generally, §§ **52:51 to 52:58**

Contract changes, § **52:57**

Contract enforceability, § **52:58**

Enforceability of contract prior to buyer obtaining loan, § **52:56**

Forms, complaint for damages based on contract for home improvements induced by false representation, § **52:63**

Fraud, § **52:55**

Penalty for fraud, § **52:55**

Prohibited inducements, § **52:52**

Repair contracts, § **52:54**

Requirements for home improvement contracts, § **52:53**

Service contracts, § **52:54**

Swimming pool contracts, § **52:58**

INDEX

HOME SOLICITATION

CONTRACTS AND SEMINAR SOLICITATION CONTRACTS

- Generally, §§ 52:25 to 52:36
- Buyer's agreement to purchase, § 52:32
- Buyer's rights and duties, § 52:29
- Cancellation, §§ 52:26, 52:31
 - cancellation of home solicitation contract, form, § 52:62
- Contract requirements, home solicitation, § 52:27
- Definitions
 - home sales solicitation contract, § 52:25
 - seminar solicitation sales contract, § 52:30
- Forms, cancellation of home solicitation contract, § 52:62
- Home solicitation contract providing for lien on real property, § 52:28
- Lien, § 52:28
- Relief based on rescission, § 52:36
- Right to cancel, §§ 52:26, 52:31
- Solicitation of sales at residence, § 52:35
- Tender by buyer to seller of goods delivered under seminar sales solicitation contract, § 52:34
- Tender by seller to buyer of payments made under seminar sales solicitation contract after cancellation, § 52:33

INCORPORATORS

Promoters, Corporate (this index)

INDEMNIFICATION

- Agents of flexible purpose corporations, § 21:112
- Corporate indemnification for insider trading, § 4:76
- Directors, officers and agents
 - generally, § 4:78
 - advancing expenses, § 4:83
 - charter provision for, § 4:85

INDEMNIFICATION—Cont'd

- Directors, officers and agents
 - Cont'd
 - corporate judgments, § 4:79
 - employee benefit plan fiduciaries, § 4:87
 - fiduciaries of employee benefit plans, § 4:87
 - good faith, § 4:78
 - insurance, effect of, § 4:86
 - mandatory indemnification, § 4:80
 - methods of authorizing, § 4:82
 - motion for indemnification, § 4:94
 - prohibition of indemnification, § 4:84
 - scope of right, § 4:81
- Nonprofit organization directors, § 21:16
- Partnerships, § 17:8
- Securities Regulation** (this index)

INDIAN PRODUCTS

- False and misleading advertising, § 61:21

INDORSEMENTS

- Documents of title, §§ 44:11, 44:16
- Negotiable instruments, §§ 42:14 to 42:16
- Securities Transfer** (this index)

INSIDER TRADING

- Corporations** (this Index)
- Securities Regulation** (this Index)

INSOLVENCY

- Banks, § 49:29
- Buyer, sales, § 40:96
- Fraudulent transfers
 - complaint by creditor to set aside transfer on grounds that transferor was insolvent and failed to receive reasonably equivalent value for property, form, § 47:43

INSOLVENCY—Cont'd

Fraudulent Transfers (this index)

Letters of Credit (this index)

Personal property leases, § **48:35**

Seller, sales, § **40:51**

INSTALLMENT SALES

Generally, §§ **57:1 to 57:57**

Forms, §§ **57:40 to 57:57**

Add-on sales, §§ **57:14, 57:15**

Agreement where insurance
separately charged, § **57:23**

Annual statement of finance charges,
§ **57:22**

Assignee of seller, § **57:32**

Assignment of contract, allegation of
assignment of installment contract,
form, § **57:44**

Attorney fees, § **57:28**

Balance due, complaint by seller for
balance owing under installment
sale, form, § **57:43**

Billing, periodic, § **57:17**

Bona fide error, § **57:36**
affirmative defense that violation
of act unintentional and result
of bona fide error, form,
§ **57:56**

Buyer

defenses, §§ **57:29 to 57:32**

delivery of copy, § **57:9**

disclosures, § **57:6**

notes waiving rights prohibited,
§ **57:24**

notices, § **57:7**

procedural matters, § **57:38**

Change in terms of account, § **57:18**

Charges

complaint by buyer to recover
finance and other charges on
seller's noncompliance with
act, form, § **57:40**

finance, §§ **57:11, 57:22**

nonfinance, § **57:19**

Claims, § **57:25**

Compliance, good faith, § **57:37**

INSTALLMENT SALES—Cont'd

Construction of requirements, § **57:4**

Contracts

allegation of assignment of
installment contract, form,
§ **57:44**

allegation of inclusion of
prohibited provision in install-
ment contract, form, § **57:46**
amendment, § **57:14**

complaint by buyer to recover
treble damages on seller's
willful imposition, computa-
tion, or disclosure of finance
charges on consolidated
contracts in manner violative
of act, form, § **57:41**

retail installment, §§ **57:5 to**
57:15

Correction of violation, § **57:35**

Credit balance refund, § **57:20**

Damages, § **57:29**

complaint by buyer to recover
damages and penalty on sell-
er's noncompliance with act,
form, § **57:54**

complaint by buyer to recover
treble damages on seller's
willful imposition, computa-
tion, or disclosure of finance
charges on consolidated
contracts in manner violative
of act, form, § **57:41**

Defenses

affirmative defense of seller's
timely correction of violation
of act, form, § **57:55**

affirmative defense that violation
of act committed in good faith
reliance on interpretation by
federal reserve system official
or employee, form, § **57:57**

affirmative defense that violation
of act unintentional and result
of bona fide error, form,
§ **57:56**

INDEX

INSTALLMENT SALES—Cont'd

Defenses—Cont'd

defense of seller's timely correction of violation of act, form, § 57:53

defense that transaction outside coverage of act, form, § 57:52

Delivery of copy to buyer, § 57:9

allegation of failure to deliver copy of installment sales document, form, § 57:47

Disclosure, §§ 57:6, 57:16

allegation of failure to make required disclosure in installment sales document, form, § 57:45

allegation of failure to timely disclose change in terms of installment account, form, § 57:49

complaint by buyer to recover treble damages on seller's willful imposition, computation, or disclosure of finance charges on consolidated contracts in manner violative of act, form, § 57:41

Extension agreements, § 57:13

Federal Truth in Lending Act, §§ 57:54 to 57:57

Finance charges, §§ 57:11, 57:19, 57:22

Form of document, § 57:5

Forms

generally, §§ 57:40 to 57:57

affidavit supporting venue for complaint, § 57:51

affirmative defense of seller's timely correction of violation of act, § 57:55

affirmative defense that violation of act committed in good faith reliance on interpretation by federal reserve system official or employee, § 57:57

INSTALLMENT SALES—Cont'd

Forms—Cont'd

affirmative defense that violation of act unintentional and result of bona fide error, § 57:56

allegation of assignment of installment contract, § 57:44

allegation of failure to deliver copy of installment sales document, § 57:47

allegation of failure to fill in blanks in installment contract before obtaining buyer's signature, § 57:48

allegation of failure to make required disclosure in installment sales document, § 57:45

allegation of failure to timely disclose change in terms of installment account, § 57:49

allegation of inclusion of prohibited provision in installment contract, § 57:46

complaint by buyer to recover damages and penalty on seller's noncompliance with act, § 57:54

complaint by buyer to recover finance and other charges on seller's noncompliance with act, § 57:40

complaint by buyer to recover treble damages on seller's willful imposition, computation, or disclosure of finance charges on consolidated contracts in manner violative of act, § 57:41

complaint by seller for balance owing under installment sale, § 57:43

complaint for restitution based on rescission of installment sales contract by buyer unable to obtain third-party financing, § 57:42

INSTALLMENT SALES—Cont'd

Forms—Cont'd

declaration that action filed in proper place for trial, § 57:50
 defense of seller's timely correction of violation of act, § 57:53

defense that transaction outside coverage of act, § 57:52
 federal truth in lending act, §§ 57:54 to 57:57

Good faith compliance, § 57:37
 affirmative defense that violation of act committed in good faith reliance on interpretation by federal reserve system official or employee, form, § 57:57

Goods, repossessed, § 57:31

Governing law, § 57:1

Installments, §§ 57:12, 57:13

Insurance, § 57:23

Jurisdiction, § 57:26

Limitations, § 57:27

Limitations on finance charges, § 57:11

Noncompliance by seller, § 57:29
 complaint by buyer to recover damages and penalty on seller's noncompliance with act, form, § 57:54

Notices to buyer, § 57:7

Payment of installments, §§ 57:12 to 57:13

Payments on account, § 57:20

Penalties, § 57:29

Periodic billing or statement, § 57:17

Procedural matters

buyer, § 57:38

seller, § 57:39

Prohibited acts by seller, § 57:10

Prohibited provision, allegation of inclusion of prohibited provision in installment contract, form, § 57:46

Prohibited terms, § 57:8

INSTALLMENT SALES—Cont'd

Recovery of attorney fees and costs, § 57:28

Recovery of balance due, § 57:33

Refinancing agreements, § 57:13

Repossession and resale, § 57:34

Resale, § 57:34

Rescission, § 57:30

complaint for restitution based on rescission of installment sales contract by buyer unable to obtain third-party financing, form, § 57:42

Retail installment accounts, §§ 57:16 to 57:24

Retail installment contracts, §§ 57:5 to 57:15

Security interest retention, § 57:21

Seller

noncompliance, § 57:29

procedural matters, § 57:39

prohibited acts, § 57:10

remedies, §§ 57:33, 57:34

State and federal claims, § 57:25

Terms of account, § 57:18

Time and effect of payment, § 57:12

Transaction added to existing contract, § 57:14

Transaction part of series of credit sales, § 57:15

Transactions covered, § 57:2

Transactions excluded, § 57:3

Trial, declaration that action filed in proper place for trial, form, § 57:50

Venue, § 57:26

Violation correction, § 57:35

Waiver, § 57:4

INSURANCE

False and misleading advertising, § 61:11

Foreign corporations, certification, § 1:14

Fraternal Benefit Societies (this index)

INDEX

INSURANCE—Cont'd

Installment sales, § 57:23

Motor vehicle sales, leases, and financing, §§ 58:16, 58:30

Reformation of contracts, § 28:12

INTEGRITY ACT

Nonprofit organizations, § 21:1

INTELLECTUAL PROPERTY

Artistic Property (this index)

Literary Property and Ideas (this index)

Trademarks and Trade Names (this index)

INTENT

Estoppel and Waiver (this index)

INTEREST

Accounts and accounting, §§ 35:7, 35:27, 35:50

Account stated, § 35:27

Banks, § 49:18

Motor vehicle sales, leases, and financing, § 58:14

Negotiable instruments, § 42:7

Quasi contract and common counts, § 34:35

Savings and Loans (this Index)

Usury (this Index)

INTERFERENCE WITH ECONOMIC RELATIONSHIPS

Generally, §§ 64:1 to 64:57

Forms, §§ 64:42 to 64:57

Accrual of actions, § 64:37

Actor, financially interested, § 64:24

Alter ego doctrine, § 64:27

Attorney privilege, § 64:28

complaint for damages against husband by wife's attorney for intentional interference with attorney-client relationship, form, § 64:50

Breach of contract, complaint for damages for inducing breach of

INTERFERENCE WITH

ECONOMIC

RELATIONSHIPS—Cont'd

contract, form, § 64:44

Causation, § 64:20

Communications in official proceeding, § 64:22

affirmative defense of privilege for publication made in official proceeding, form, § 64:52

Competitor's privilege, § 64:23

affirmative defense of competitor's privilege, form, § 64:53

Conduct wrongfulness, § 64:10

Contracts, § 64:16

affirmative defense that contract was fraudulently conceived, form, § 64:57

complaint for damages against buyer of real property for intentional interference with contract between seller and broker, form, § 64:46

complaint for damages by contractor against supplier of subcontractor for negligent interference with contractual relationship, form, § 64:47

complaint for damages by tenant against holdover tenant for intentional interference with contractual relationship and prospective economic advantage, form, § 64:48

complaint for damages for inducing breach of contract, form, § 64:44

nature of, § 64:4

separate, § 64:29

valid and existing, § 64:18

Contractual relationships, §§ 64:15 to 64:20

Courts, access to, § 64:34

**INTERFERENCE WITH
ECONOMIC
RELATIONSHIPS—Cont'd**

Damages, §§ 64:11, 64:41

- complaint for damages against buyer of real property for intentional interference with contract between seller and broker, form, § 64:46
- complaint for damages against husband by wife's attorney for intentional interference with attorney-client relationship, form, § 64:50
- complaint for damages by contractor against supplier of subcontractor for negligent interference with contractual relationship, form, § 64:47
- complaint for damages by seller of business against purchaser for interference with economic advantage, form, § 64:49
- complaint for damages by tenant against holdover tenant for intentional interference with contractual relationship and prospective economic advantage, form, § 64:48
- complaint for damages for conspiracy to interfere with livelihood, form, § 64:45
- complaint for damages for inducing breach of contract, form, § 64:44
- complaint for damages for intentional interference with contractual relationship, form, § 64:42
- complaint for damages for intentional interference with prospective economic advantage, form, § 64:43

Defenses, §§ 64:21 to 64:35

- affirmative defense of

**INTERFERENCE WITH
ECONOMIC
RELATIONSHIPS—Cont'd**

Defenses, §§ 64:21 to 64:35

—Cont'd

- competitor's privilege, form, § 64:53
- affirmative defense of justification, form, § 64:51
- affirmative defense of manager's privilege, form, § 64:56
- affirmative defense of privilege for publication made in official proceeding, form, § 64:52
- affirmative defense of privilege of financially interested actor, form, § 64:54
- affirmative defense of privilege of person asserting legally protected interest, form, § 64:55
- affirmative defense that contract was fraudulently conceived, form, § 64:57
- Distinctions, § 64:2
- Economic advantage, § 64:8
- Economic relationship, § 64:7
- Financially interested actor, § 64:24
 - affirmative defense of privilege of financially interested actor, form, § 64:54
- First amendment privilege, § 64:29.1
- Forms
 - generally, §§ 64:42 to 64:57
 - affirmative defense of competitor's privilege, § 64:53
 - affirmative defense of justification, § 64:51
 - affirmative defense of manager's privilege, § 64:56
 - affirmative defense of privilege for publication made in official proceeding, § 64:52
 - affirmative defense of privilege of financially interested actor, § 64:54

INDEX

INTERFERENCE WITH ECONOMIC RELATIONSHIPS—Cont'd

Forms—Cont'd

- affirmative defense of privilege of person asserting legally protected interest, § **64:55**
- affirmative defense that contract was fraudulently conceived, § **64:57**
- complaint for damages against buyer of real property for intentional interference with contract between seller and broker, § **64:46**
- complaint for damages against husband by wife's attorney for intentional interference with attorney-client relationship, § **64:50**
- complaint for damages by contractor against supplier of subcontractor for negligent interference with contractual relationship, § **64:47**
- complaint for damages by seller of business against purchaser for interference with economic advantage, § **64:49**
- complaint for damages by tenant against holdover tenant for intentional interference with contractual relationship and prospective economic advantage, § **64:48**
- complaint for damages for conspiracy to interfere with livelihood, § **64:45**
- complaint for damages for inducing breach of contract, § **64:44**
- complaint for damages for intentional interference with contractual relationship, § **64:42**
- complaint for damages for intentional interference with

INTERFERENCE WITH ECONOMIC RELATIONSHIPS—Cont'd

Forms—Cont'd

- prospective economic advantage, § **64:43**
- Fraud, affirmative defense that contract was fraudulently conceived, form, § **64:57**
- Illustrative cases, § **64:13**
- Information or advice, § **64:28.1**
- Intent, §§ **64:9, 64:19**
- Intentional interference, §§ **64:3 to 64:11**
 - complaint for damages against husband by wife's attorney for intentional interference with attorney-client relationship, form, § **64:50**
 - complaint for damages by tenant against holdover tenant for intentional interference with contractual relationship and prospective economic advantage, form, § **64:48**
 - complaint for damages for intentional interference with contractual relationship, form, § **64:42**
 - complaint for damages for intentional interference with prospective economic advantage, form, § **64:43**
- Knowledge, §§ **64:9, 64:19**
- Legally protected interest, § **64:25**
 - affirmative defense of privilege of person asserting legally protected interest, form, § **64:55**
- Liability of party to contract, § **64:16**
- Liability standards, § **64:12**
- Likelihood of economic advantage, § **64:8**
- Livelihood, complaint for damages for conspiracy to interfere with livelihood, form, § **64:45**

**INTERFERENCE WITH
ECONOMIC
RELATIONSHIPS—Cont'd**

Manager's privilege, §§ **64:26, 64:27**
affirmative defense of manager's
privilege, form, § **64:56**
Measure of damages, § **64:41**
Nature of contract or relationship,
§ **64:4**
Nature of tort, § **64:1**
Negligent interference, §§ **64:12 to**
64:14
complaint for damages by
contractor against supplier of
subcontractor for negligent
interference with contractual
relationship, form, § **64:47**
Official proceeding, communications
in, § **64:22**
Organized activity by workers,
§ **64:30**
Parties, § **64:38**
Peer review process, § **64:35**
Person giving information or advice,
§ **64:28.1**
Persons with separate contracts,
§ **64:29**
Pleading, § **64:39**
Policy considerations, § **64:14**
Privilege or justification, §§ **64:21 to**
64:29.1
Professional ethics, § **64:33**
Prospective economic advantage,
interference with, §§ **64:3 to**
64:14
Prospective employment, § **64:5**
Public interest, § **64:32**
Public policy
comment on matters of public
interest, § **64:32**
free access to courts, § **64:34**
interference permitted by,
§§ **64:30 to 64:35**
organized activity by workers,
§ **64:30**
professional ethics, § **64:33**

**INTERFERENCE WITH
ECONOMIC
RELATIONSHIPS—Cont'd**

Public policy—Cont'd
protection of peer review pro-
cess, § **64:35**
sports competition, § **64:31**
Remedies, § **64:40**
Sports competition, § **64:31**
Standards for determining liability,
§ **64:12**
Wrongfulness of conduct, § **64:10**

INTERNET

Corporate forms available online,
§ **1:37**
Directors meetings, § **4:32**
Foreign corporations, internet
contacts, § **1:12**
Jurisdictional implications of use,
§ **1:12**
Spam (this index)

INTERPLEADER

Bulk sales, complaint in interpleader
by buyer against creditors of seller
to determine amounts owed to
creditors, form, § **47:19**
Documents of title, § **44:8**
complaint by bailee to compel
interpleader to determine
claims to goods in bailee's
possession, form, § **44:41**
Fraternal benefit society disputes,
§ **22:17**

INTERVENTION

Corporate dissolution proceedings,
§ **13:12**

INVASION OF PRIVACY

Credit reporting and information,
§ **56:67**

INVENTIONS

Patents and Invention Develop-
ment (this Index)

INDEX

INVESTIGATIVE CONSUMER REPORTING AGENCIES ACT

Credit Reporting and Information
(this index)

INVESTMENTS

Franchise Investment Law

generally, § 23:1

see also **Private Franchises** (this index)

Issuance of Shares (this index)

Private Franchises (this Index)

Promoters, Corporate (this Index)

Secured Transactions (this index)

Securities Regulation (this index)

Seller assisted marketing plans

generally, § 23:82

see also **Private Franchises** (this index)

ISSUANCE OF SHARES

Generally, §§ 6:1 to 6:41

Forms, §§ 6:32 to 6:41

See also **Securities Regulation** (this index)

Assessable rights, § 6:1

Authority to issue shares, § 6:3

Certificated securities, § 6:1

Certificateless securities, § 6:22

Certificates

generally, § 6:21

action to compel issuance, § 6:23

cancellation and reissue

generally, § 6:29

shareholders' rights, § 6:31

transaction statements, § 6:30

certificateless shares, § 6:22

defenses in action for replacement, § 6:26

destroyed certificates, § 6:24

legends, §§ 6:27, 6:28

lost certificates, § 6:24

replacement

generally, § 6:24

action to require

generally, § 6:25

ISSUANCE OF SHARES—Cont'd

Certificates—Cont'd

replacement—Cont'd

action to require—Cont'd

complaint, § 6:40

order, § 6:41

right to certificate, § 6:21

statements on, §§ 6:27, 6:28

stolen certificates, § 6:24

Common shares, § 6:1

Consideration

determination of, § 6:6

Convertible shares, § 6:1

Corporate record keeping requirements, § 9:7

Criminal penalties for fraudulent overvaluation, § 6:10

Definitions, § 6:1

Fiduciaries' payment liabilities, § 6:13

Fraud

generally, § 6:8

complaint, § 6:33

director fraud

generally, § 6:8

complaint, § 6:33

overvaluation of shares

generally, § 6:8

complaint, § 6:33

complaint in derivative suit, § 6:32

purchaser fraud, § 6:9

Liability for fraudulent overvaluation

generally, §§ 6:7, 6:8

complaint, § 6:33

complaint in derivative suit, § 6:32

criminal penalties, § 6:10

director fraud, § 6:8

purchaser fraud, § 6:9

Original issuees, liability for payment, § 6:11

Overissue

definition, § 6:1

remedies, § 6:4

ISSUANCE OF SHARES—Cont'd

Partly paid shares, liability for payment, § 6:12
 Par value, § 6:1
 Payment
 generally, § 6:11
 complaint for collection of, § 6:34
 corporate creditors, shareholder liabilities to
 generally, § 6:15
 complaint, § 6:39
 defenses, § 6:16
 fiduciaries' liabilities, § 6:13
 original issues, § 6:11
 partly paid shares, § 6:12
 representatives' liabilities, § 6:13
 shareholders' defenses, § 6:14
 subscribers, § 6:11
 Post-incorporation subscription agreement, complaint allegation, § 6:35
 Power to issue shares, § 6:2
 Preemptive rights, § 6:1
 Preferred shares, § 6:1
 Qualifications of issues
 generally, § 7:5
 see also **Securities Regulation** (this index)
 Qualifications of Issues. **Securities Regulation** (this Index)
 Record keeping requirements, § 9:7
 Redeemable shares, § 6:1
 Representatives' payment liabilities, § 6:13
 Right to certificate, § 6:21
 Subscribers' agreements
 generally, § 6:17
 deceased subscriber, complaint against estate of
 generally, § 6:36
 allegation, § 6:37
 defenses, § 6:20
 enforceability by corporation, §§ 6:18, 6:19

ISSUANCE OF SHARES—Cont'd

Subscribers' agreements—Cont'd
 post-incorporation agreement, complaint allegation, § 6:35
 specific performance, complaint for, § 6:38
 Subscribers' liability for payment, § 6:11
 Usury exemptions, § 7:11
 Valuation
 generally, § 6:6
 liability for fraudulent overvaluation, § 6:7

JOINT OWNERSHIP

Trademarks and trade names, § 67:33

JOINT VENTURES

Generally, §§ 20:1 to 20:20
 Actions by joint venturers
 generally, § 20:6
 forms, §§ 20:12 to 20:20
 answer to complaint, § 20:18
 business opportunity, complaint for appropriation of, § 20:15
 defenses, § 20:7
 dissolution, complaint for, § 20:12
 fiduciary duties, complaint for breach of, § 20:14
 good faith, complaint for breach of, § 20:13
 noncompetition covenant, complaint for breach of, § 20:15
 Actions by third parties
 generally, §§ 20:8 to 20:20
 forms, §§ 20:12 to 20:20
 answers, § 20:19
 capacity to sue and be sued, § 20:8
 contract, complaint for breach of, § 20:17
 contract liabilities, § 20:9
 defenses, § 20:11
 dissolution, defense of, § 20:19

INDEX

JOINT VENTURES—Cont'd

Actions by third parties—Cont'd
 property damage, complaint for
 answer, § 20:20
 form, § 20:16
 tort liabilities
 generally, § 20:10
 defenses, § 20:11
Agency rules, § 20:3
Business opportunity, complaint for
 appropriation of, § 20:15
Capacity to sue and be sued, § 20:8
Conduct evidencing, § 20:4
Contract, complaint for breach of,
 § 20:17
Contract liabilities
 generally, § 20:9
 defenses, § 20:11
Defenses in actions between, § 20:7
Definition, § 20:1
Dissolution
 generally, § 20:5
 actions by third parties after,
 § 20:19
 complaint for, § 20:12
 judicial, § 20:5
Duration, § 20:5
Duties of members, § 20:3
Equality of participation, § 20:3
Equitable remedies and defenses,
 § 20:7
Essential elements, § 20:1
Evidence of, § 20:4
Fiduciary duties, complaint for
 breach of, § 20:14
Formation, § 20:4
Good faith, complaint for breach of,
 § 20:13
Incorporation as terminating, § 20:5
Intent to form, § 20:4
Mutual rights and duties, § 20:3
Noncompetition covenant, complaint
 for breach of, § 20:15
Partnerships distinguished, § 20:2
Promoters', § 20:5

JOINT VENTURES—Cont'd

Proof of, § 20:4
Property damage, complaint for
 answer, § 20:20
 form, § 20:16
Purpose and duration, § 20:5
Receiverships (this index)
Remedies, § 20:6
Rights of members, § 20:3
Tort liabilities
 generally, § 20:10
 defenses, § 20:11

JURISDICTION

Alter ego liability, jurisdictional
 implications, § 5:7
Foreign corporations, consent juris-
 diction, § 1:15
Installment sales, § 57:26
Internet activities, § 1:12
Motor vehicle sales, leases, and
 financing, § 58:56
Patents and invention development,
 § 70:4
Reformation of contracts, § 28:13

JURY TRIAL

Contracts, § 24:93
Reformation of contracts, § 28:2
Rescission and restitution, § 30:30

LACHES

Quasi contract and common counts,
 § 34:5
Reformation of contracts, § 28:24

LEASES

Allegation for accounting for rents
 by co-owner, § 35:62
**Motor Vehicle Sales, Leases, and
 Financing** (this index)
Personal Property Leases (this
 Index)
Secured Transactions (this index)
Usury, § 54:11

LETTERS OF CREDIT

Generally, §§ 43:1 to 43:32

Forms, §§ 43:25 to 43:32

Accompanying documents

complaint alleging facially irregular and nonconforming documents accompanying draft or demand for payment, form, § 43:27

Advisers, defined, § 43:6

Advising banks, complaint alleging error by bank in advice of credit, form, § 43:25

Assignment of proceeds of letter of credit, § 43:15

Cancellation of credit, § 43:13

Choice of law, § 43:8

Confirmers, defined, § 43:6

Conflicts of law, § 43:8

Date of credit, § 43:11

Definitions, § 43:4

Demand for payment

complaint alleging facially irregular and nonconforming documents accompanying draft or demand for payment, form, § 43:27

complaint alleging wrongful dishonor of draft or demand for payment, form, § 43:28

Dishonor. Honoring and dishonoring (this group)

Duration of credit, § 43:12

Effective date of credit, § 43:11

Error, complaint alleging error by bank in advice of credit, form, § 43:25

Forgery, presentment and honor, § 43:18

Formation, §§ 43:9 to 43:11

Forms

generally, §§ 43:25 to 43:32

allegation that dishonor was justified because of noncomplying draft, § 43:31

LETTERS OF CREDIT—Cont'd

Forms—Cont'd

allegation that dishonor was not improper based on permissible deferral period, § 43:32

complaint alleging error by bank in advice of credit, § 43:25

complaint alleging facially irregular and nonconforming documents accompanying draft or demand for payment, § 43:27

complaint alleging lack of care in honoring falsified draft or demand for payment not regular on its face, § 43:26

complaint alleging wrongful dishonor of draft or demand for payment, § 43:28

complaint by issuing bank for reimbursement where draft honored in good faith, § 43:29

complaint by transferee of documentary draft against beneficiary of warranty of compliance with necessary conditions of credit, § 43:30

Fraud, presentment and honor, § 43:18

Good faith, complaint by issuing bank for reimbursement where draft honored in good faith, form, § 43:29

Honoring and dishonoring

allegation that dishonor was not improper based on permissible deferral period, form, § 43:32

complaint alleging wrongful dishonor of draft or demand for payment, form, § 43:28

Independence of letter of credit from underlying transaction, § 43:3

Limitations period, § 43:7

Modification of credit, § 43:13

Parties, defined, § 43:5

Presentment and honor

generally, §§ 43:16 to 43:24

INDEX

LETTERS OF CREDIT—Cont'd

- Presentment and honor—Cont'd
 - allegation that dishonor was justified because of noncomplying draft, form, § 43:31
 - effect of honor or dishonor, §§ 43:20 to 43:24
 - fraud or forgery, § 43:18
 - improper dishonor or repudiation, § 43:24
 - issuer, effect of honor or dishonor, § 43:20
 - matters issuer not responsible for, § 43:17
 - security interest, § 43:21
 - subrogation, § 43:23
 - time for honor, § 43:19
 - warranties upon honor, § 43:22
- Reimbursement, complaint by issuing bank for reimbursement where draft honored in good faith, form, § 43:29
- Repudiation improper, § 43:24
- Scope of applicable law, § 43:2
- Secured transactions, §§ 46:38, 46:81, 46:100
- Statute of limitations, § 43:7
- Subrogation, presentment and honor, § 43:23
- Time and date
 - allegation that dishonor was not improper based on permissible deferral period, form, § 43:32
 - time for honor, § 43:19
- Transfer of letter of credit, § 43:14
- Variation of Division 5 provisions by agreement, § 43:10
- Warranties
 - complaint by transferee of documentary draft against beneficiary of warranty of compliance with necessary conditions of credit, form, § 43:30
 - presentment and honor, § 43:22

LEVERING ACT

- Rees-Levering Act (this Index)

LIABILITY

- Benefit corporations
 - directors, § 21:93
 - officers, § 21:100
- Flexible purpose corporations, directors, § 21:111

LIBEL

- Slander of Title and Trade Libel (this Index)

LIENS

- Bailments (this Index)
- Banks, § 49:10
- Documents of Title (this index)
- Home solicitation contracts and seminar solicitation contracts, § 52:28
- Motor vehicle sales, leases, and financing, § 58:25
- Securities Transfer (this index)

LIMITATIONS OF ACTIONS

- Statute of Limitations (this Index)

LIMITED PARTNERSHIPS

- Generally, §§ 19:1 to 19:115
- Forms
 - actions between partners, §§ 19:44 to 19:49
 - actions by third parties, §§ 19:70 to 19:74
 - class and derivative actions, §§ 19:53 to 19:57
 - creditors' rights, §§ 19:80 to 19:82
 - dissolution, §§ 19:111 to 19:115
- Actions between partners
 - generally, §§ 19:20 to 19:57
 - forms, §§ 19:44 to 19:49
 - agreement, failure to deliver amendment, allegation, § 19:46
 - annual report, petition for, § 19:47

LIMITED PARTNERSHIPS

—Cont'd

Actions between partners—Cont'd

Attorney General's actions,

§ 19:42

certificates, failure to file,

§ 19:40

certification, petition to compel execution, § 19:44

Class and derivative actions (this group)

enforcement of breach of agreement, § 19:43

information, failure to furnish, § 19:41

merger challenges, § 19:93

reorganization challenges, § 19:93

tax records, petition to compel execution, § 19:45

wrongful withdrawal

answer, § 19:49

form, § 19:48

Actions by third parties

generally, §§ 19:58 to 19:82

forms, §§ 19:70 to 19:74

Attorney General's actions, § 19:42

captions, § 19:59

certificate misstatements, § 19:72

checklists

generally, § 19:62

creditors' rights, § 19:79

complaint, § 19:63

control, complaint alleging, § 19:71

creditors' rights

generally, §§ 19:75 to 19:82

forms, §§ 19:80 to 19:82

charging orders

generally, § 19:75

checklist, § 19:79

form of order, § 19:82

motion for, § 19:81

RLPA, § 19:77

LIMITED PARTNERSHIPS

—Cont'd

Actions by third parties—Cont'd

creditors' rights—Cont'd

charging orders—Cont'd

ULPA, § 19:76

sale of debtor partner's interest, generally, § 19:78

defenses of limited partners, § 19:73

discovery rights, § 19:61

limited partners

certificate misstatements, § 19:72

checklist, § 19:70

complaint, § 19:64

defenses, § 19:73

naming partnership as defendant, § 19:59

service of process, § 19:60

Admissions

additional general partners, § 19:26

additional limited partners, § 19:23

Agents

generally, § 19:7

Resignation of Agent, § 19:17

Amendment to Certificate of Limited Partnership, § 19:11

Appraisal rights, mergers and reorganizations, § 19:94

Assignments of limited partners' interests

generally, § 19:38

rights of assignees, § 19:39

Attorney General's actions, § 19:42

Capital accounts, § 19:28

Certificate of Cancellation, § 19:108

Certificate of Continuation, §§ 19:14, 19:107

Certificate of Dissolution

form, § 19:106

petition for, § 19:115

INDEX

LIMITED PARTNERSHIPS

—Cont'd

Certificate of Limited Partnership,
§ 19:9
Certificate of Limited Partnership
Conversion, § 19:10
Certificates
 failure to file, § 19:40
 misstatements, allegation of,
 § 19:72
 names, § 19:6
 petition to compel execution,
 § 19:44
Charging orders
 generally, § 19:75
 form of order, § 19:82
 motion for, § 19:81
Checklists, actions by third parties,
§§ 19:62, 19:70
Class and derivative actions
 generally, §§ 19:50 to 19:57
 forms, §§ 19:53 to 19:57
 allegations, required, § 19:51
 class actions by limited partners,
 § 19:50
 motion to allow derivative action
 form, § 19:54
 supporting declaration,
 § 19:55
 required allegations in derivative
 actions, § 19:51
 security requirements
 generally, § 19:52
 motion, § 19:56
 order, § 19:57
Classes of limited partners, § 19:21
Consent actions, § 19:34
Contributions, § 19:28
Corporations, combinations with,
§ 11:1
Creditors' rights
 generally, §§ 19:75 to 19:82
 forms, §§ 19:80 to 19:82
 charging orders
 generally, § 19:75

LIMITED PARTNERSHIPS

—Cont'd

Creditors' rights—Cont'd
 charging orders—Cont'd
 checklist, § 19:79
 form of order, § 19:82
 RLPA, § 19:77
 ULPA, § 19:76
 mergers and reorganizations,
 § 19:84
 sale of debtor partner's interest,
 generally, § 19:78
Death of limited partner, § 19:37
Definition, § 19:3
Derivative actions. Class and deriva-
tive actions (this group)
Discovery rights, § 19:61
Dissolution
 generally, §§ 19:99 to 19:115
 forms, §§ 19:111 to 19:115
 Certificate of Cancellation,
 § 19:108
 Certificate of Continuation,
 § 19:107
 Certificate of Dissolution
 generally, § 19:106
 petition for, § 19:115
 distributions
 RLPA, § 19:104
 ULPA, § 19:105
 judicial
 business impracticable, alle-
 gation, § 19:112
 Certificate of Dissolution,
 petition for, § 19:115
 complaint under RLPA,
 § 19:111
 petition for winding up,
 § 19:114
 protection of rights, allega-
 tion, § 19:113
 RLPA, § 19:101
 ULPA, § 19:102
 nonjudicial
 RLPA, § 19:99

LIMITED PARTNERSHIPS

—Cont'd

Dissolution—Cont'd
 nonjudicial—Cont'd
 ULPA, § **19:100**
 post dissolution rights, § **19:110**
 Restated Certificate of Limited Partnership, § **19:109**
 winding up
 generally, § **19:103**
 petition for, § **19:114**
 post dissolution rights, § **19:110**
 Distributions, § **19:29**
 Divisions of profits and losses, § **19:29**
 Domestic limited partnerships, § **19:3**
 Dual status partners, § **19:25**
 Evidence of interest, § **19:22**
 Fair market value, complaint for determination, § **19:98**
 Foreign Limited Partnership Amendment to Application for Registration, § **19:13**
 Foreign Limited Partnership Application for Registration, § **19:12**
 Foreign limited partnerships
 forms, §§ **19:12 to 19:13**
 generally, § **19:8**
 Formation
 forms, §§ **19:9 to 19:19**
 generally, §§ **19:4 to 19:19**
 General partners
 generally, § **19:24**
 cessation of status, § **19:27**
 complaint for wrongful withdrawal
 answer, § **19:49**
 form, § **19:48**
 liabilities, § **19:69**
 management rights, § **19:30**
 new general partners, § **19:26**
 removal of, § **19:27**

LIMITED PARTNERSHIPS

—Cont'd

General partners—Cont'd
 withdrawals, § **19:36**
 Incapacity of limited partner, § **19:37**
 Information rights of limited partners, § **19:31**
 Liabilities
 generally, § **19:58**
 general partners, § **19:69**
 names of limited partners, use of, § **19:66**
 Revised Uniform Limited Partnership Act, § **19:67**
 Uniform Limited Partnership Act, § **19:65**
 Limited partners
 actions against
 generally, § **19:64**
 checklist, § **19:70**
 assignments of interests
 generally, § **19:38**
 rights of assignees, § **19:39**
 class actions by, § **19:50**
 control, complaint alleging, § **19:71**
 death of, § **19:37**
 derivative actions by, § **19:51**
 erroneous belief in status, §§ **19:67, 19:68**
 incapacity of, § **19:37**
 names of limited partners, use of, § **19:66**
 withdrawals of, § **19:35**
 Limited Partnership Certificate of Continuation, § **19:14**
 Limited Partnership Certificate of Merger, § **19:15**
 Management rights, § **19:30**
 Meetings, § **19:33**
 Mergers and reorganizations
 generally, §§ **19:83 to 19:98**
 actions by dissenters, § **19:93**
 agreement of merger, § **19:83**
 appraisal rights, § **19:94**

INDEX

LIMITED PARTNERSHIPS

—Cont'd

Mergers and reorganizations

—Cont'd

approval, notice of, § 19:89

certificate, § 19:15

checklist, § 19:97

creditors, dissenters treated as,
§ 19:96

creditors' rights, § 19:84

demands by dissenters, § 19:91

dissenters' rights

generally, § 19:86

actions by, § 19:93

appraisals, § 19:94

approval, notice of, § 19:89

checklist, § 19:97

cost and fee awards, § 19:95

creditors, treatment as,
§ 19:96

demands by, § 19:91

fair market value, complaint
for determination, § 19:98

fair market value determina-
tions, § 19:92

judgments, § 19:95

limited partners, § 19:87

loss of status, § 19:88

payments to, § 19:92

validity challenges, § 19:90

fair market value, complaint for
determination, § 19:98

fair market value determinations,
§ 19:92

limited partners, dissenters'
rights, § 19:87

merger agreement, § 19:83

payments to dissenters, § 19:92

real property, § 19:85

validity challenges, § 19:90

Names

generally, § 19:6

Reservation Request Form,
§ 19:18

Nature of entity, § 19:3

LIMITED PARTNERSHIPS

—Cont'd

New limited partners, admissions of,
§ 19:23

Officer, § 19:7

Profits and losses, divisions of,
§ 19:29

Quorums, § 19:33

Real property, mergers and
reorganizations, § 19:85

Receiverships (this index)

Records, § 19:7

Records Order Form, § 19:19

Removal of general partners, § 19:27

Reorganizations of Corporations
(this index)

Resignation of Agent, § 19:17

Restated Certificate of Limited
Partnership, §§ 19:16, 19:109

Revised Limited Partnership Act
generally, § 19:2
liabilities, § 19:67

Rights and duties between parties,
§ 19:20

Service of process, § 19:60

Uniform Limited Partnership Act
generally, § 19:2
liabilities, § 19:65

Voting rights, § 19:32

Winding up

generally, § 19:103

petition for, § 19:114

post dissolution rights, § 19:110

Withdrawals

complaint for wrongful with-
drawal

answer, § 19:49

form, § 19:48

general partners, § 19:36

limited partners, § 19:35

LIQUIDATED CORPORATIONS

Creditors' Rights (this index)

Dissolved Corporations (this index)

LIQUIDATION SALES

Generally, § 40:36

LITERARY PROPERTY AND IDEAS

Generally, §§ 68:1 to 68:33

Forms, §§ 68:26 to 68:33

Assignment of rights, §§ 68:22, 68:23

Author's works, literary property is interest of author, § 68:1

Breach of confidence
actionable, § 68:15
complaint for breach of confidence, form, § 68:28
nature of, § 68:14
proof of elements of, § 68:16
statute of limitations on actions, § 68:17

Breach of contract, defenses, § 68:13

Breach of implied agreement, complaint for breach of implied agreement to pay money for disclosure and use of idea, form, § 68:29

Cause of action, choice, § 68:24

Compensation, defense that no compensation was expected in exchange for disclosure of idea, form, § 68:32

Contractual protection, § 68:12

Conversion
complaint for damages for conversion and misappropriation of literary property, form, § 68:26
damages, § 68:20
protection under state law, § 68:18

Copyright protection, §§ 68:3 to 68:10

Damages, complaint for damages for conversion and misappropriation of literary property, form, § 68:26

Damages for acts of conversion or misappropriation, § 68:20

LITERARY PROPERTY AND IDEAS—Cont'd

Defenses to breach of contract, § 68:13

Definitions, §§ 68:1, 68:2

Designs, § 68:23

Disclosure of idea, defense that no compensation was expected in exchange for disclosure of idea, form, § 68:32

Federal copyright law
generally, §§ 68:3 to 68:6
type of protection, § 68:5

Federal preemption of state law rights, § 68:7

Forms
generally, §§ 68:26 to 68:33
complaint for breach of confidence, § 68:28
complaint for breach of implied agreement to pay money for disclosure and use of idea, § 68:29
complaint for damages for conversion and misappropriation of literary property, § 68:26
complaint in infringement action alleging impracticality, § 68:27
defense that defendant already performed, § 68:31
defense that no compensation was expected in exchange for disclosure of idea, § 68:32
defense that there is no substantial similarity, § 68:33
notice of motion for order requiring viewing of artistic production, § 68:30

Idea is not property, § 68:2

Impracticality, complaint in infringement action alleging, form, § 68:27

INDEX

LITERARY PROPERTY AND IDEAS—Cont'd

Infringement of right in and to literary property, requisites of complaint, § 68:25
Inventions, § 68:23
Misappropriation
 complaint for damages for conversion and misappropriation of literary property, form, § 68:26
 damages, § 68:20
 protection under state law, § 68:18
Nondivisible assignability of ideas under state law, § 68:22
Notice of motion for order requiring viewing of artistic production, form, § 68:30
Protection
 contractual, § 68:12
 copyright, §§ 68:3 to 68:10
 no protection for ideas, § 68:6
 original works of creation that are fixed in any tangible medium of expression, § 68:3
 titles, § 68:21
Rights, assignment, §§ 68:22, 68:23
State copyright law
 generally, §§ 68:7 to 68:10
 protection of ideas, § 68:10
State law rights
 extra elements not preempted, § 68:8
 federal preemption, § 68:7
State statutory copyright protection, § 68:9
Statute of limitations
 breach of confidence actions, § 68:17
 conversion or misappropriation, § 68:19
Substantial similarity, defense that there is no substantial similarity, form, § 68:33
Titles, protection, § 68:21

LITERARY PROPERTY AND IDEAS—Cont'd

Works of authorship, inventions, and designs, § 68:23

LOANS

Artistic Property (this index)
Credit (this Index)
False and misleading advertising, § 61:27
Motor Vehicle Sales, Leases, and Financing (this index)
Usury (this index)

LOANSHARKING

Usury (this Index)

LOCALITY DISCRIMINATION

Unfair Competition (this Index)

LODGES

Fraternal Benefit Societies (this Index)
Nonprofit Organizations (this Index)

LOGOS

Brands and Logos (this index)

LOSS LEADER PRACTICES

Unfair Competition (this Index)

LOST CREDIT CARDS

Credit Cards (this Index)

LOT SALES

Auction sales, § 41:7

MAIL

Service of process by, § 1:6

MARKETING PLANS

Seller assisted marketing plans
 generally, § 23:82
 see also Private Franchises (this index)

MARKET VALUE

Secured transactions, allegation to recover damages for market value

MARKET VALUE—Cont'd
of collateral disposed of by
secured party without notice,
§ 46:163

MERCHANDISE

Sales (this index)

MERGERS

Business combinations statutes,
§ 4:28

Close corporations, § 14:21

Controlling shareholders' good faith
duties, § 4:28

Flexible purpose corporations
merger with nonflexible entities,
§ 21:119

Limited Partnerships (this index)

Reorganizations of Corporations
(this index)

MINISTERS

Nonprofit organizations, § 21:69

MINORITY BUSINESSES

Public works contracts, § 39:5

MINORS

Contracts (this index)

MISREPRESENTATIONS

Fraud and Misrepresentations
(this Index)

MISTAKES

Errors (this index)

**MODIFICATION OF
CONTRACTS**

Generally, §§ 27:25 to 27:44

Forms, §§ 27:31 to 27:38, 27:44

Alterations

of copy, § 27:40

ratification of altered instrument,
§ 27:42

third party, § 27:41

unauthorized, §§ 27:39 to 27:44

without effect, §§ 27:40 to 27:42

**MODIFICATION OF
CONTRACTS—Cont'd**

Breach of contract

allegation of breach of contract
as modified by written agree-
ment, form, § 27:33

complaint for breach of contract
as modified by executed oral
agreement, form, § 27:31

Defense

affirmative defense of contract as
modified orally being within
statute of frauds, form, § 27:38

affirmative defense of modifica-
tion of oral contract, form,
§ 27:34

affirmative defense of modifica-
tion of written contract by exe-
cuted oral agreement, form,
§ 27:36

affirmative defense of unautho-
rized alteration of written
contract, form, § 27:44

Definition, § 27:25

Evidence

altered contract, § 27:43

requirements, § 27:30

Execution

affirmative defense of modifica-
tion of written contract by exe-
cuted oral agreement, form,
§ 27:36

complaint for breach of contract
as modified by executed oral
agreement, form, § 27:31

Extinction by unauthorized altera-
tion, § 27:39

Forms

generally, §§ 27:31 to 27:38,
27:44

affirmative defense of contract as
modified orally being within
statute of frauds, § 27:38

affirmative defense of modifica-
tion of oral contract, § 27:34

INDEX

MODIFICATION OF CONTRACTS—Cont'd

Forms—Cont'd

- affirmative defense of modification of written contract by executed oral agreement, § **27:36**
- affirmative defense of unauthorized alteration of written contract, § **27:44**
- allegation of breach of contract as modified by written agreement, § **27:33**
- complaint for breach of contract as modified by executed oral agreement, § **27:31**

Novation, distinguished, § 27:2

Oral contracts

- generally, § **27:27**
- affirmative defense of contract as modified orally being within statute of frauds, form, § **27:38**
- allegation of breach of contract as modified by written agreement, form, § **27:33**
- complaint for breach of contract as modified by executed oral agreement, form, § **27:31**

Oral representations and conduct, modification, § 27:29

Ratification of altered instrument, § 27:42

Statute of frauds, affirmative defense of contract as modified orally being within statute of frauds, form, § 27:38

Third party alteration, § 27:41

Third-party beneficiary contracts, § 25:11

Written contract

- generally, § **27:28**
- affirmative defense of modification of written contract by executed oral agreement, form, § **27:36**
- affirmative defense of modification of written contract by

MODIFICATION OF CONTRACTS—Cont'd

Written contract—Cont'd

- written agreement, form, § **27:35**

- affirmative defense of unauthorized alteration of written contract, form, § **27:44**

- allegation of breach of contract as modified by written agreement, form, § **27:33**

MONEY DUE OR TO BECOME DUE

Assignment, § 26:7

MOSCONE-KNOX PROFESSIONAL CORPORATION ACT

Generally, § 15:1

See also Professional Corporations (this index)

Professional Corporations (this Index)

MOTOR VEHICLE DEALERSHIPS

Generally, § 23:47

See also Private Franchises (this index)

MOTOR VEHICLE SALES, LEASES, AND FINANCING

Generally, §§ 58:1 to 58:98

Forms, §§ 58:60 to 58:66, 58:91 to 58:98

Acceleration of maturity, §§ 58:37 to 58:44

Accounting requirement, § 58:44

Acknowledgments, §§ 58:9, 58:10, 58:75, 58:76

Action for damages, § 58:85

Administrative charges, § 58:32

Affidavit requirement, § 58:57

Agreement to extend or defer, § 58:22

**MOTOR VEHICLE SALES,
LEASES, AND FINANCING
—Cont'd**

Amounts advanced by holder for insurance, § **58:30**
 Amounts advanced for repairs or preservation of security interest, § **58:31**
 Assignment by seller, §§ **58:54, 58:55**
 Assistance in obtaining loan, §§ **58:35, 58:36**
 Attorney fees and costs, §§ **58:53, 58:89**
 Automobile Sales Finance Act, §§ **58:1 to 58:66**
 Basis precomputed, § **58:13**
 Basis simple interest, § **58:14**
 Bona fide error
 affirmative defense of accidental or bona fide error in computation, form, § **58:65**
 affirmative defense of bona fide error, form, § **58:98**
 Buyer, exact copy, §§ **58:8, 58:70**
 Buyer's rights, §§ **58:24, 58:45 to 58:57**
 contract reinstated, § **58:38**
 contract sold, § **58:51**
 contract unenforceable, § **58:50**
 Charge for extension or deferral agreement, § **58:23**
 Checklists
 action on conditional sale, § **58:59**
 execution and enforcement of conditional sale, § **58:58**
 matters to consider in lease of motor vehicle, § **58:90**
 Check returned, § **58:34**
 Commissions, unlawful, § **58:78**
 Complaints notice, § **58:18**
 Conditional sale contracts, §§ **58:6 to 58:26**
 allegation of seller's failure to comply with the requirements

**MOTOR VEHICLE SALES,
LEASES, AND FINANCING
—Cont'd**

Conditional sale contracts, §§ **58:6 to 58:26**—Cont'd
 for conditional sale contracts, form, § **58:64**
 complaint by buyer against seller for return of payment where conditional sale contract is not executed, form, § **58:60**
 Content requirements, § **58:77**
 Contract provisions prohibited, § **58:74**
 Contracts
 generally, § **58:26**
 allegation of seller's failure to comply with the requirements for conditional sale contracts, form, § **58:64**
 allegation that correction of violation of civil code section 2985.8 will increase amount of contract balance, form, § **58:96**
 complaint by buyer against seller for return of payment where conditional sale contract is not executed, form, § **58:60**
 complaint for return of payment where lease contract is not executed, form, § **58:91**
 conditional sale, §§ **58:6 to 58:26, 58:58, 58:59**
 defenses to enforcement, § **58:49**
 inducements, § **58:26**
 prohibited provisions, § **58:74**
 reinstated, § **58:38**
 sold, § **58:51**
 unenforceable, §§ **58:50, 58:52**
 Cooling off period, § **58:20**
 Correction of violation that makes contract unenforceable, § **58:52**
 Costs and fees, §§ **58:27 to 58:34, 58:53, 58:89**

INDEX

MOTOR VEHICLE SALES, LEASES, AND FINANCING —Cont'd

Damages

- generally, § **58:85**
- complaint by lessee against lessor for damages for violation of depreciation liability provisions of Vehicle Leasing Act, form, § **58:93**
- complaint by lessee against lessor for damages for violation of form and content requirements of Vehicle Leasing Act, form, § **58:94**
- complaint for rescission and for damages by buyer against seller for violation of disclosure requirements of Rees-Levering act, form, § **58:62**

Defenses

- generally, § **58:88**
- affirmative defense of accidental or bona fide error in computation, form, § **58:65**
- affirmative defense of bona fide error, form, § **58:98**
- affirmative defense of correction, form, § **58:66**
- affirmative defense of notice of error and correction, form, § **58:97**
- to enforcement of contract, § **58:49**
- to liability for deficiency, § **58:43**

Deferral agreement, §§ **58:22, 58:23**

Deficiency liability, § **58:42**

Deficiency liability defenses, § **58:43**

Definitions, §§ **58:2, 58:6, 58:27, 58:68**

Delinquency charge, § **58:33**

Delivery of exact copy to buyer, § **58:70**

Depreciation, complaint by lessee against lessor for damages for

MOTOR VEHICLE SALES, LEASES, AND FINANCING —Cont'd

violation of depreciation liability provisions of Vehicle Leasing Act, form, § **58:93**

Disclosures

- generally, §§ **58:11 to 58:21**
- cooling off period, § **58:20**
- downpayment, § **58:15**
- requirements, §§ **58:11 to 58:21, 58:71**

Discounts, unlawful, § **58:78**

Document preparation fee, § **58:19**

Downpayment disclosures, § **58:15**

Downpayment recovery, § **58:46**

Due date extension, §§ **58:22, 58:23**

Duties pertaining to initial lease, § **58:79**

Evidentiary presumptions, §§ **58:10, 58:76**

Exact copy to buyer, §§ **58:8, 58:70**

Excluded financial organizations, § **58:5**

Extension of due date or deferral of payment, §§ **58:22, 58:23**

Federal law, § **58:3**

Fee for document preparation, § **58:19**

Fee for returned check, § **58:34**

Fees, §§ **58:27 to 58:34**

Finance charges, §§ **58:27 to 58:31**

- allegation of violation of finance charge limitation provisions of Rees-Levering Act, form, § **58:63**

disclosures and notices, §§ **58:13, 58:14**

Format requirements, §§ **58:7, 58:69, 58:75**

Form of acknowledgment, § **58:9**

Form of contract, §§ **58:7, 58:8**

Forms

- generally, §§ **58:60 to 58:66, 58:91 to 58:98**

**MOTOR VEHICLE SALES,
LEASES, AND FINANCING
—Cont'd**

Forms—Cont'd

- affirmative defense of accidental or bona fide error in computation, § **58:65**
- affirmative defense of bona fide error, § **58:98**
- affirmative defense of correction, § **58:66**
- affirmative defense of notice of error and correction, § **58:97**
- allegation of seller's failure to comply with the requirements for conditional sale contracts, § **58:64**
- allegation of violation of finance charge limitation provisions of Rees-Levering act, § **58:63**
- allegation that correction of violation of civil code section 2985.8 will increase amount of contract balance, § **58:96**
- complaint by buyer against seller for return of payment where conditional sale contract is not executed, § **58:60**
- complaint by lessee against lessor for damages for violation of depreciation liability provisions of Vehicle Leasing Act, § **58:93**
- complaint by lessee against lessor for damages for violation of form and content requirements of Vehicle Leasing Act, § **58:94**
- complaint by lessee against lessor for rescission for willful violation of form and content requirements of Vehicle Leasing Act, § **58:95**
- complaint for rescission and for damages by buyer against seller for violation of

**MOTOR VEHICLE SALES,
LEASES, AND FINANCING
—Cont'd**

Forms—Cont'd

- disclosure requirements of Rees-Levering act, § **58:62**
- complaint for rescission by buyer against seller where buyer is unable to obtain financing, § **58:61**
- complaint for return of payment where lease contract is not executed, § **58:91**
- complaint to recover value of motor vehicle left with lessor as trade-in downpayment, § **58:92**
- Good faith calculation of residual value, § **58:72**
- Inducement to enter into contract prohibited, § **58:26**
- Insurance, § **58:30**
- Insurance coverage statement, § **58:16**
- Itemization of amount financed, § **58:12**
- Jurisdiction, § **58:56**
- Lease, initial, § **58:79**
- Lease contracts, §§ **58:69 to 58:78**
- Leased vehicle sale, § **58:81**
- Lessees' rights and remedies, §§ **58:82 to 58:89**
- Lessee's right to rescind, § **58:84**
- Lessor's defenses, § **58:88**
- Lessor's duties, §§ **58:79 to 58:81**
- Lessor's records, § **58:80**
- Liability for deficiency, § **58:42**
- Liability for deficiency defenses, § **58:43**
- Lien on property, § **58:25**
- Limitations on amount, § **58:29**
- Limitations on method, § **58:28**
- Loan assistance, §§ **58:35, 58:36**
- Loan for payment, § **58:35**
- Loan for purchase price, § **58:36**

INDEX

MOTOR VEHICLE SALES, LEASES, AND FINANCING —Cont'd

Notice as to complaints, § **58:18**
Notice of error, affirmative defense
of notice of error and correction,
form, § **58:97**
Notice of intent to sell formerly
leased vehicle, § **58:81**
Notice of intent to sell repossessed
vehicle, § **58:40**
Notice of sale contents, § **58:41**
Notice requirements, § **58:73**
Notices, §§ **58:13, 58:14**
Parties, § **58:87**
Prepayment, right to make, § **58:48**
Presumptions, acknowledgments,
§§ **58:10, 58:76**
Procedural considerations, § **58:86**
Prohibited contract provisions,
§ **58:74**
Rebates, unlawful, § **58:78**
Recovery, complaint to recover
value of motor vehicle left with
lessor as trade-in downpayment,
form, § **58:92**
Recovery of downpayment, § **58:46**
Rees-Levering Act
 allegation of violation of finance
 charge limitation provisions of
 Rees-Levering Act, form,
 § **58:63**
 complaint for rescission and for
 damages by buyer against
 seller for violation of
 disclosure requirements of
 Rees-Levering Act, form,
 § **58:62**
Refund of prepayment, § **58:83**
Regulation Z, § **58:3**
Reinstatement method, § **58:39**
Reinstatement of contract, § **58:38**
Repairs, § **58:31**
Repossessed vehicle, notice of intent
to sell, § **58:40**

MOTOR VEHICLE SALES, LEASES, AND FINANCING —Cont'd

Repossession of vehicle, §§ **58:37 to 58:44**
Rescind rights, § **58:84**
Rescission, § **58:47**
 complaint by lessee against lessor for rescission for willful violation of form and content requirements of Vehicle Leasing Act, form, § **58:95**
 complaint for rescission and for damages by buyer against seller for violation of disclosure requirements of Rees-Levering act, form, § **58:62**
 complaint for rescission by buyer against seller where buyer is unable to obtain financing, form, § **58:61**
Residual value, good faith calculation of, § **58:71**
Return of payment, complaint for return of payment where lease contract is not executed, form, § **58:91**
Rights of buyer, §§ **58:45 to 58:57**
Rights that buyer cannot relinquish, § **58:24**
Security interest, § **58:31**
Seller assignment, §§ **58:54, 58:55**
Signature requirements, §§ **58:7, 58:69**
Title of document, § **58:69**
Title to property, § **58:25**
Trade-in motor vehicle, § **58:83**
Trade-in value, § **58:46**
Type of vehicle statement, § **58:17**
Uniform Commercial Code, § **58:4**
Unlawful rebates, discounts, and commissions, § **58:78**

**MOTOR VEHICLE SALES,
LEASES, AND FINANCING
—Cont'd**

Vehicle Leasing Act, §§ **58:67 to 58:98**

complaint by lessee against lessor for damages for violation of depreciation liability provisions of Vehicle Leasing Act, form, § **58:93**

complaint by lessee against lessor for damages for violation of form and content requirements of Vehicle Leasing Act, form, § **58:94**

complaint by lessee against lessor for rescission for willful violation of form and content requirements of Vehicle Leasing Act, form, § **58:95**

Vehicle type statement, § **58:17**

Venue, § **58:56**

**MUTUAL BENEFIT
CORPORATIONS**

Nonprofit Organizations (this index)

MUTUAL MISTAKE OF FACT

Reformation of contracts, § **28:7**

NAMES

Conflicting names

corporations, § **1:16**

foreign corporations, § **1:16**

Corporations

assumed names, § **1:16**

conflicting names, § **1:16**

pleading designations, § **1:2**

Fictitious names

generally, § **16:3**

nonprofit organizations, § **21:65**

Foreign corporations

assumed names, § **1:16**

conflicting names, § **1:16**

Limited partnerships

generally, § **19:6**

NAMES—Cont'd

Limited partnerships—Cont'd
Reservation Request Form,
§ **19:18**

Pleading corporate designation, § **1:2**

Professional corporations, § **15:5**

Secured transactions, names of
debtor and secured party, § **46:54**

Trademarks and Trade Names
(this index)

**NATIVE AMERICAN
PRODUCTS**

False and misleading advertising,
§ **61:21**

NEGLIGENCE

Right of action based on, § **49:40**

NEGOTIABLE INSTRUMENTS

Generally, §§ **42:1 to 42:77**

Forms, §§ **42:55 to 42:77**

Acceptance, §§ **42:33, 42:34**

Accommodation party
generally, § **42:29**

complaint by accommodation
party against accommodated
party seeking reimbursement
for payment of note, form,
§ **42:62**

complaint by holder against
accommodation party seeking
payment of note, form,
§ **42:61**

defenses available, § **42:49**

Breach of warranty, complaint by
transferee against indorser for
breach of transfer warranty, form,
§ **42:63**

Burden of proof, § **42:54**

Cancellation of liability, § **42:42**

Cashier's check, § **42:25**

Certificate of deposit, complaint by
holder against bank seeking pay-
ment of certificate of deposit,
form, § **42:58**

Checks and Drafts (this Index)

INDEX

NEGOTIABLE INSTRUMENTS

—Cont'd

Collection of note, allegation for use in action by holder of note against guarantor who guaranteed collection of note, form, § 42:68

Consideration, want or failure of, form, § 42:77

Converting instrument, § 42:32

Defenses

accommodated party, § 42:49

against enforcement of instrument, §§ 42:40 to 42:49

against holders in due course, § 42:47

against other holders, § 42:48

discharge by impairment of indorser's right of recourse, form, § 42:71

discharge by payment, form, § 42:69

discharge of indorser due to refusal, of person entitled to enforce instrument, to accept tender of payment, form, § 42:70

discharge of indorser of check due to holder's delay in presentment for payment, form, § 42:72

indorser indorsed instrument without recourse, form, § 42:73

Definitions, § 42:2

Delay as discharge of liability, § 42:44

discharge of indorser of check due to holder's delay in presentment for payment, form, § 42:72

Discharge of liability, §§ 42:40 to 42:46

delay in presentment, § 42:44

discharge by payment, form, § 42:69

NEGOTIABLE INSTRUMENTS

—Cont'd

Discharge of liability, §§ 42:40 to 42:46—Cont'd

discharge of underlying obligation, § 42:46

impairment of right of recourse or collateral, § 42:43

notice of dishonor, § 42:44

other methods, § 42:45

payment, § 42:40

Draft

acceptor of, § 42:26

drawer of, § 42:27

drawn on drawer, § 42:25

Elements that are required in general, § 42:5

Elements that do not affect negotiability, § 42:10

Enforcement of instrument, defenses against, §§ 42:40 to 42:49

Fixed amount; effect of interest provisions, § 42:7

Forms

generally, §§ 42:55 to 42:77

allegation for use in action by holder of note against guarantor who guaranteed collection of note, § 42:68

allegation that delay in giving notice of dishonor was excused, § 42:67

allegation that drawer of accepted draft was given notice of dishonor, § 42:64

allegation that presentment was excused, § 42:66

allegation that presentment was expressly waived by secondarily liable party, § 42:65

complaint by accommodation party against accommodated party seeking reimbursement for payment of note, § 42:62

NEGOTIABLE INSTRUMENTS

—Cont'd

Forms—Cont'd

- complaint by holder against acceptor seeking payment of draft, § 42:57
- complaint by holder against accommodation party seeking payment of note, § 42:61
- complaint by holder against bank seeking payment of certificate of deposit, § 42:58
- complaint by holder against drawer seeking payment of unaccepted draft, § 42:59
- complaint by holder against indorser seeking payment of note, § 42:60
- complaint by holder other than payee against maker seeking payment of note, § 42:56
- complaint by payee against maker seeking payment of note, § 42:55
- complaint by transferee against indorser for breach of transfer warranty, § 42:63
- consideration, want or failure of, § 42:77
- discharge by impairment of indorser's right of recourse, § 42:71
- discharge by payment, § 42:69
- discharge of indorser due to refusal, of person entitled to enforce instrument, to accept tender of payment, § 42:70
- discharge of indorser of check due to holder's delay in presentment for payment, § 42:72
- holder in due course, allegations against, §§ 42:73 to 42:76
- illegality of transaction for which note was given, § 42:75
- incapacity of maker of note, § 42:74

NEGOTIABLE INSTRUMENTS

—Cont'd

Forms—Cont'd

- indorser indorsed instrument without recourse, § 42:73
- misrepresentation of character or essential terms of note, § 42:76
- secondarily liable parties, complaints and allegations against, §§ 42:59 to 42:68
- Holders, § 42:17
- Holders and holders in due course, §§ 42:17 to 42:21
- Holders in due course
 - defenses against, § 42:47
 - distinction between other holders, § 42:18
 - holders and, §§ 42:17 to 42:21
 - illegality of transaction for which note was given, form, § 42:75
 - incapacity of maker of note, form, § 42:74
 - indorser indorsed instrument without recourse, form, § 42:73
 - misrepresentation of character or essential terms of note, form, § 42:76
 - notice, § 42:21
 - requirements, § 42:19
 - value, § 42:20
- Illegality of transaction, illegality of transaction for which note was given, form, § 42:75
- Incapacity, incapacity of maker of note, form, § 42:74
- Incomplete instruments, negotiability, § 42:11
- Indorsements
 - methods, § 42:14
 - restrictive, § 42:16
 - special, blank, and anomalous, § 42:15
- Indorser, § 42:28
- Interest provisions, effect of, § 42:7

INDEX

NEGOTIABLE INSTRUMENTS

—Cont'd

Issuer of note, § 42:25
Joint and several liability; contribution, § 42:52
Letters of Credit (this Index)
Liability
 discharge of liability (this group)
 joint and several, § 42:52
 of presenter to drawee, § 42:30
 of presenter to drawer or indorser, § 42:31
Misrepresentation, misrepresentation of character or essential terms of note, form, § 42:76
Negotiability, §§ 42:3 to 42:11
Negotiation, §§ 42:12 to 42:16
 incomplete instruments, § 42:11
 methods, § 42:13
 significance, § 42:12
Nonholders in possession of instrument, § 42:22
Notice, § 42:21
 parties in action, § 42:53
Notice of dishonor, § 42:44
 allegation that delay in giving notice of dishonor was excused, form, § 42:67
 allegation that drawer of accepted draft was given notice of dishonor, form, § 42:64
Parties rights and liabilities, §§ 42:17 to 42:39
Payable on demand or at definite time, § 42:8
Payable to order or to bearer, § 42:9
Payment, discharge by payment, form, § 42:69
Payment as discharge of liability, § 42:41
Payment of draft
 complaint by holder against acceptor seeking payment of draft, form, § 42:57

NEGOTIABLE INSTRUMENTS

—Cont'd

Payment of draft—Cont'd
 complaint by holder against drawer seeking payment of unaccepted draft, form, § 42:59
Payment of note
 complaint by holder against indorser seeking payment of note, form, § 42:60
 complaint by holder other than payee against maker seeking payment of note, form, § 42:56
 complaint by payee against maker seeking payment of note, form, § 42:55
Persons not in possession of instrument, § 42:23
Presentment
 allegation that presentment was excused, form, § 42:66
 allegation that presentment was expressly waived by secondarily liable party, form, § 42:65
Relief, § 42:51
Rights and liability of parties, §§ 42:17 to 42:39
Secondary liability
 generally, §§ 42:35 to 42:39
 dishonor, § 42:37
 excuse or waiver of presentment and notice of dishonor, § 42:39
 notice of dishonor, § 42:38
 presentment, § 42:36
Secured transactions, priority of interests, § 46:70
Signer, § 42:24
Significance of acceptance, § 42:33
Significance of negotiation, § 42:12
Statute of limitations, § 42:50
Transfer and negotiation, §§ 42:12 to 42:16

NEGOTIABLE INSTRUMENTS

—Cont'd

Types of negotiable instruments,
§ 42:4
Unconditional promise or order,
§ 42:6
Uniform Commercial Code Division
3, § 42:1
Value, § 42:20

NONCOMPETITION AGREEMENTS

Agreements Not to Compete (this
index)

NONCONFORMING GOODS

Sales (this Index)

NONFLEXIBLE ENTITIES

Flexible purpose corporations,
merger, § 21:119

NONPROFIT ORGANIZATIONS

Generally, §§ 21:1 to 21:85

Accounting, complaint for account-
ing and for payment of amount
due by nonprofit corporation,
§ 35:60

Actions by and against, § 21:21

Amendment of articles, § 21:58

Associations and clubs
generally, §§ 21:27 to 21:41
actions

generally, §§ 21:36, 21:50 to
21:85

forms, §§ 21:71 to 21:85

defenses, § 21:67

amendment of articles, § 21:58

arbitration, § 21:36

books and records, § 21:55

capacity to sue and be sued,
§ 21:37

characteristics, § 21:28

conditional gifts, § 21:63

definitions, § 21:27

dissolution

involuntary, § 21:60

NONPROFIT ORGANIZATIONS

—Cont'd

Associations and clubs—Cont'd

dissolution—Cont'd

voluntary, § 21:59

dues enforcement, § 21:54

elections, § 21:57

exhaustion of remedies defense,
§ 21:68

fictitious names, § 21:65

improper distributions, § 21:64

inspection of membership lists,
§ 21:56

intervention, § 21:38

joinder, § 21:38

judgments, enforcement, § 21:41

judicial intervention, § 21:36

leaders' rights and liabilities,
§ 21:32

liabilities to members, § 21:30

liabilities to third parties, § 21:31

meetings, § 21:57

members

generally, § 21:30

liabilities, §§ 21:34, 21:35

rights, §§ 21:33, 21:51

powers, § 21:29

premises, members' rights of
access to, § 21:52

process, § 21:40

rights, § 21:29

unauthorized use of name

generally, § 21:65

unauthorized use, complaint
to enjoin, § 21:82

venue, § 21:39

Books and records, § 21:55

Business establishments, rights of
access to, § 21:53

Characteristics, § 21:3

Charitable organizations

generally, §§ 21:42 to 21:49

actions

generally, §§ 21:50 to 21:85

forms, §§ 21:71 to 21:85

INDEX

NONPROFIT ORGANIZATIONS

—Cont'd

Charitable organizations—Cont'd
actions—Cont'd
 defenses, § 21:67
 amendment of articles, § 21:58
 Attorney General's authority as to, § 21:49
 books and records, § 21:55
 canon laws, § 21:69
 characteristics, § 21:43
 conditional gifts, § 21:63
 cy pres, § 21:48
 definitions, § 21:42
 dissolution
 involuntary, § 21:60
 voluntary, § 21:59
 dues enforcement, § 21:54
 elections, § 21:57
 employment laws, ministerial exception, § 21:69
 Establishment Clause violations, § 21:66
 exhaustion of remedies defense, § 21:68
 fictitious names, § 21:65
 Free Exercise clause violations, § 21:66
 improper distributions, § 21:64
 inspection of membership lists, § 21:56
 leaders
 liabilities, §§ 21:46, 21:47
 rights, § 21:46
 liabilities
 generally, § 21:45
 leaders, §§ 21:46, 21:47
 meetings, § 21:57
 membership rights, § 21:51
 powers, § 21:44
 protected religious practices, § 21:70
 religious laws, § 21:69
 rights
 generally, § 21:44

NONPROFIT ORGANIZATIONS

—Cont'd

Charitable organizations—Cont'd
rights—Cont'd
 leaders, § 21:46
 standing to sue, § 21:49
 unauthorized use of name
 generally, § 21:65
 complaint to enjoin, § 21:82
Clubs. Associations and clubs (this group)
Consumer cooperative corporations
 generally, § 21:2
 Attorney General's authority as to, § 21:23
Corporate and associational forms
 nonprofit corporations, § 21:2
 tax considerations, § 21:1
Corporate forms
 generally, §§ 21:1 to 21:26
 actions
 generally, §§ 21:50 to 21:85
 forms, §§ 21:71 to 21:85
 defenses, § 21:67
 actions by and against, § 21:21
 amendment of articles, § 21:58
 Attorney General's authority, § 21:23
 books and records, § 21:55
 derivative actions
 generally, § 21:61
 complaint, § 21:80
 derivative suits, § 2:4
 directors
 generally, § 21:7
 malfeasance, complaint alleging, § 21:71
 provisional director, petition to appoint, § 21:72
 dissolution
 involuntary
 generally, § 21:60
 complaint, § 21:81
 voluntary, § 21:59
 dues enforcement, § 21:54

NONPROFIT ORGANIZATIONS

—Cont'd

Corporate forms—Cont'd

- elections, § 21:57
- exhaustion of remedies defense, § 21:68
- fictitious names, § 21:65
- improper distributions, § 21:64
- inspection of membership lists
 - generally, § 21:56
 - defense pleading, § 21:84
 - petition for order, § 21:75
 - verified complaint for disclosure, § 21:76

meetings

- generally, § 21:57
- application to compel meeting, § 21:73
- complaint to postpone, § 21:76
- petition for order setting meeting, § 21:74

members

- generally, § 21:17
- declaration of membership rights, complaint for declaration of, § 21:79

membership rights, § 21:50

misuse of membership lists

- generally, § 21:62
- unauthorized use, complaint for damages, § 21:77

premises, members' rights of

- access to, § 21:52

supervision, § 21:21

unauthorized use of name

- generally, § 21:65
- unauthorized use, complaint to enjoin, § 21:82

venue of actions, § 21:22

Cy pres, § 21:48

Directors

- generally, § 21:7
- care duties, § 21:8
- civil statutory liabilities, § 21:13

NONPROFIT ORGANIZATIONS

—Cont'd

Directors—Cont'd

- criminal liabilities, § 21:15
- good faith duties, § 21:8
- indemnification, § 21:16
- investment standards, § 21:9
- malfeasance, complaint alleging, § 21:71
- powers, § 21:7
- provisional director, petition to appoint, § 21:72
- self-dealing, § 21:12
- standard of care, § 21:8
- tort liabilities, § 21:14
- volunteer directors, standards applied to, § 21:10

Dissolution

- involuntary
 - generally, § 21:60
 - complaint, § 21:81
- voluntary, § 21:59

Dues enforcement, § 21:54

Duties, § 21:5

Elections, § 21:57

Fictitious names, § 21:65

Flexible purpose corporations, conversion to nonprofit corporation, § 21:116

Foreign associations, § 1:11

Fraternal Benefit Societies (this index)

Improper distributions, § 21:64

Incorporation. Corporate forms (this group)

Indemnifications of directors, § 21:16

Inspection of membership lists

- generally, § 21:56
- defense pleading, § 21:84
- petition for order, § 21:75
- verified complaint for disclosure, § 21:76

Integrity Act, § 21:1

Intervention, § 21:38

INDEX

NONPROFIT ORGANIZATIONS

—Cont'd

Investment standards, § 21:9

Joinder, § 21:38

Liabilities

generally, § 21:5

charitable organizations, § 21:45

civil statutory liabilities, § 21:13

criminal liabilities, § 21:15

directors, § 21:11

indemnification, § 21:16

members, § 21:18

self-dealing, § 21:12

tort liabilities, § 21:14

volunteer directors, standards

applied to, § 21:11

Mandamus enforcement of duties,
§ 21:5

Meetings

generally, § 21:57

application to compel meeting,
§ 21:73

complaint to postpone, § 21:76

open meetings act, § 21:5

petition for order setting meeting,
§ 21:74

Member or shareholder status, § 21:3

Members

generally, § 21:17

associations and clubs, § 21:30

declaration of membership rights,
complaint for declaration of,
§ 21:79

liabilities, § 21:18

powers, § 21:17

reinstatement of member, peti-
tion for mandamus to compel,
§ 21:78

rights, § 21:17

Misuse of membership lists, § 21:62

Mutual benefit corporations

generally, § 21:2

Attorney General's authority as
to, § 21:23

derivative suits, § 2:4

NONPROFIT ORGANIZATIONS

—Cont'd

Mutual benefit corporations—Cont'd
reinstatement of member, peti-
tion for mandamus to compel,
§ 21:78

Nonprofit corporations, § 21:2

Powers

generally, § 21:4

charitable organizations, § 21:44

directors, § 21:7

members, § 21:17

protection from limits on, § 21:6

statutory, § 21:4

Premises, members' rights of access
to, § 21:52

Process, service against associations
and clubs, § 21:40

Property taken by former member,
complaint for possession of,
§ 21:83

Public benefit corporations

generally, § 21:2

Attorney General's authority as
to, § 21:23

reinstatement of member, peti-
tion for mandamus to compel,
§ 21:78

Public corporations, nonprofit, deriv-
ative suits, § 2:4

Purposes, § 21:1

Receiverships (this index)

Reinstatement of member, petition
for mandamus to compel, § 21:78

Religious corporations

generally, § 21:2

Attorney General's authority as
to, § 21:23

constitutional protections, § 21:4

employment laws, § 21:69

parent church, dispute with,
§ 21:85

property, disputes as to, § 21:85

true church allegation, § 21:85

**NONPROFIT ORGANIZATIONS
—Cont'd**

Rights
charitable organizations, § 21:44
members, § 21:17
Self-dealing, § 21:12
Shareholders or members, § 21:3
Supervision of corporate forms,
§ 21:21
Tax considerations, corporate and
associational forms, § 21:1
Tort liabilities of directors, § 21:14
Venue
associations and clubs, § 21:39
corporate form, § 21:22
Volunteer directors, standards
applied to, § 21:10

**NONPROFIT PUBLIC
CORPORATIONS**

Derivative suits, § 2:4

NOVATION

Generally, §§ 27:1 to 27:24
Forms, §§ 27:18 to 27:24
Accord and satisfaction
distinguished, § 27:3
Appellate review, § 27:16
Assignment distinguished, § 27:5
Assumption of preexisting obligation
distinguished, § 27:4
Breach of written novation, com-
plaint for damages for breach of
written novation resulting from
substitution of new debtor, form,
§ 27:18
Burden of proof, § 27:16
Consideration, § 27:10
Contract, affirmative defense of
novation contract barred by statute
of frauds, form, § 27:24
Creditor
affirmative defense of discharge
of existing obligation by nova-
tion substituting new creditor,
form, § 27:22

NOVATION—Cont'd

Creditor—Cont'd

complaint by creditor to enforce
original obligation after rescis-
sion of acceptance of novation
by creditor, form, § 27:20
complaint for damages to enforce
novation resulting from
substitution of new creditor,
form, § 27:19

Damages

complaint for damages for breach
of written novation resulting
from substitution of new
debtor, form, § 27:18
complaint for damages to enforce
novation resulting from
substitution of new creditor,
form, § 27:19

Debtor

affirmative defense of discharge
of existing obligation by nova-
tion substituting new debtor,
form, § 27:21
complaint for damages for breach
of written novation resulting
from substitution of new
debtor, form, § 27:18

Defense

affirmative defense of discharge
of existing obligation by nova-
tion substituting new creditor,
form, § 27:22
affirmative defense of discharge
of existing obligation by nova-
tion substituting new debtor,
form, § 27:21
affirmative defense of discharge
of existing obligation by nova-
tion substituting new obliga-
tion between same parties,
form, § 27:23
affirmative defense of novation
contract barred by statute of
frauds, form, § 27:24

Effect, § 27:7

INDEX

NOVATION—Cont'd

Enforcement, complaint for damages to enforce novation resulting from substitution of new creditor, form, **§ 27:19**

Enforcement of new agreement, **§ 27:13**

Evidence, **§ 27:17**

Form, **§ 27:8**

Forms

- generally, **§§ 27:18 to 27:24**
- affirmative defense of discharge of existing obligation by novation substituting new creditor, **§ 27:22**
- affirmative defense of discharge of existing obligation by novation substituting new debtor, **§ 27:21**
- affirmative defense of discharge of existing obligation by novation substituting new obligation between same parties, **§ 27:23**
- affirmative defense of novation contract barred by statute of frauds, **§ 27:24**
- complaint by creditor to enforce original obligation after rescission of acceptance of novation by creditor, **§ 27:20**
- complaint for damages for breach of written novation resulting from substitution of new debtor, **§ 27:18**
- complaint for damages to enforce novation resulting from substitution of new creditor, **§ 27:19**

Modification distinguished, **§ 27:2**

New agreement, enforcement, **§ 27:13**

Parol evidence, admissibility, **§ 27:17**

NOVATION—Cont'd

Parties

- affirmative defense of discharge of existing obligation by novation substituting new obligation between same parties, form, **§ 27:23**
- consent, **§ 27:12**
- intent, **§ 27:11**

Pleading, **§ 27:15**

Preexisting obligation distinguished, assumption, **§ 27:4**

Reinsurance distinguished, **§ 27:6**

Requisites, **§ 27:9**

Rescission

- complaint by creditor to enforce original obligation after rescission of acceptance of novation by creditor, form, **§ 27:20**
- novation, rescission of, **§ 27:14**

Statute of frauds, affirmative defense of novation contract barred by statute of frauds, form, **§ 27:24**

Written novation, complaint for damages for breach of written novation resulting from substitution of new debtor, form, **§ 27:18**

OFFICERS OF BENEFIT CORPORATIONS

Liability, **§ 21:100**

Responsibilities, **§ 21:99**

OPEN ACCOUNTS

Allegation that mutual, open, and current account was stated, **§ 35:35**

Complaint for amount due on open book account, **§ 35:18**

Complaint for balance due on assigned open account, **§ 35:20**

Complaint for balance due on mutual, open, and current account, **§ 35:16**

Complaint for commissions due on a mutual, open, and current account, **§ 35:17**

OPEN ACCOUNTS—Cont'd

Complaint to recover overpayment
on open book account, § 35:19

ORAL CONTRACTS

Modification of Contracts (this
index)

**ORDINARY COURSE OF
BUSINESS**

Secured Transactions (this index)

OSTENSIBLE AUTHORITY

Defined, § 36:8

PARACHUTE PROVISIONS

Corporations, business judgment
rule, § 4:25

**PARENT AND SUBSIDIARY
CORPORATIONS**

See also **Corporations** (this index)

Alter ego liability
generally, § 5:22
complaint allegation, § 5:34
Short-form mergers, § 11:6

PAROL EVIDENCE

Novation, § 27:17
Reformation of contracts, § 28:20

PARTIES

Alter ego liability, § 5:30
Capacity and standing distinguished,
§ 1:1
Constituent corporations, § 1:4
Corporations as
generally, §§ 1:1 to 1:50
forms, §§ 1:35 to 1:50
agent for service of process
generally, § 1:5
Certificate of Designation,
§ 1:50
attorneys, representation by,
§ 1:3
captions, name designations in,
§ 1:2

PARTIES—Cont'd

Corporations as—Cont'd

certificate of qualification,
defense of failure to maintain,
§ 1:40

certificate to obtain revivor,
motion for, § 1:43

checklists
domestic corporations, § 1:35
foreign corporations, § 1:36

complaint allegation
domestic corporation, status
as, § 1:38
foreign corporations, capacity
as, § 1:39

defense of lack of capacity,
§§ 1:40, 1:41

Derivative Suits (this index)

dissolved corporations
generally, § 1:4
service of process on, § 1:8
foreign corporations, §§ 1:10 to
1:16

Foreign Corporations (this
index)

foreign incorporation defects,
§ 1:34

forfeit of charter, effect of
generally, § 1:8
foreign corporations, § 1:9

merged corporations, § 1:4

officers, service of process on,
§ 1:6

person, corporation as, § 1:1

pleading capacity, § 1:2

Promoters, Corporate (this
index)

representation in court, § 1:3

Secretary of State, service on,
§ 1:7

service of process
generally, § 1:5
agent, Certificate of Designa-
tion, § 1:50
substituted service, § 1:7

INDEX

PARTIES—Cont'd

Corporations as—Cont'd

summary judgment motion,
§ 1:42

tax law compliance requirements
generally, §§ 1:22 to 1:33
substantial compliance,
§ 1:26

transacting business in California, litigation as, § 1:12

Corporations As

Derivative Suits (this index)

Foreign Corporations (this index)

Promoters, Corporate (this index)

Derivative Suits (this index)

Dissolved corporations

generally, § 1:4
service of process on, § 1:8

Foreign corporations

commencement vs maintenance
of actions, § 1:1
maintenance vs commencement
of actions, § 1:1

In propria persona representation,
§ 1:3

Merged corporations, § 1:4

Novation (this index)

Pleading capacity, § 1:2

Private franchises, actions against
franchisors, § 23:14

Promoters, Corporate (this index)

Promoters, Corporate (this Index)

Reformation of Contracts (this index)

Secretary of State as agent for service of process, § 1:7

Standing and capacity distinguished,
§ 1:1

Substituted service, § 1:7

Suretyship, § 38:16

PARTNERSHIPS

Generally, §§ 18:1 to 18:53

PARTNERSHIPS—Cont'd

Forms

actions between partners,
§§ 17:25 to 17:29

actions by and against partnerships, §§ 16:28 to 16:40

Access to books and information

allegation, complaint, § 17:28

duties, § 17:14

rights, § 17:12

Accountings

generally, § 18:35

forms, §§ 18:45 to 18:53

action for, § 18:36

dissolution and accounting, complaint for, § 18:7

duties, § 17:15

duty to account, § 18:35

elements of cause of action,
§ 18:38

injunctions

generally, § 18:41

sale of assets, § 18:49

items of account, § 18:44

jurisdiction, § 18:43

legal actions, prerequisites to,
§ 18:37

limitations of actions, § 18:42

nature of action, § 18:36

order for, § 18:22

receiver, allegation in complaint
for, § 18:47

receivers, § 18:40

referee, appointment of

generally, § 18:39

notice of motion for, § 18:48

order for, § 18:22

retired partner complaint for

accounting by, § 18:45

rights to, § 18:35

settled accounts agreement,
defense of, § 18:46

TRO applications

declaration in support,
§ 18:51

PARTNERSHIPS—Cont'd

Accountings—Cont'd

TRO applications—Cont'd

form, § 18:50

notice, § 18:52

order to show cause, § 18:53

venue, § 18:43

Actions between partners

generally, §§ 17:1 to 17:29

forms, §§ 17:25 to 17:29

accounting, order for, § 18:22

alcoholism of partner, allegation of, § 18:15

arbitration, § 17:24

arrest of partner, allegation of, § 18:11

breach of partnership agreement answer, § 17:29

complaint, § 17:25

capital contribution refusal, allegation of, § 18:19

capital of partnership, § 17:8

continued loss of business, allegation of, § 18:21

conversion, complaint for, § 17:27

conversion of assets, allegation of, § 18:12

defenses, § 17:23

Dissolution (this group)

dissolution, interlocutory decree of, § 18:23

exclusion from business, allegation of, § 18:10

fiduciary nature of relationship

generally, § 17:3

agreements modifying, § 17:4

incapacity of partner, allegation of, § 18:14

indemnification, § 17:8

injunction to prevent sale of assets, § 18:49

interests in partnership generally, § 17:6

PARTNERSHIPS—Cont'd

Actions between partners—Cont'd

interests in partnership—Cont'd

real property, § 17:7

transferability, § 17:6

interlocutory decree, § 18:22

management dispute, allegation of, § 18:20

mental disability of partner, allegation of, § 18:13

misappropriation

allegation of, § 18:16

complaint for, § 17:28

misrepresentation of loss, allegation of, § 18:18

nature of partnership, § 17:2

partners' duties, allegation of failure to fulfill, § 18:8

partnership vs partner, § 17:20

partner vs partnership, § 17:21

property rights between, § 17:5

receiver, complaint for appointment

generally, § 18:40

allegation, § 18:47

form, § 18:34

referee, appointment of

generally, § 18:39

order for, § 18:22

reference, notice of motion for, § 18:48

refusal to account, allegation of, § 18:16

rescission, actions for

generally, § 17:22

form, § 17:26

restitution, complaint for, § 17:26

restraining order, complaint for, § 18:29

retired partner complaint for accounting by, § 18:45

settled accounts agreement, defense of, § 18:46

INDEX

PARTNERSHIPS—Cont'd

Actions between partners—Cont'd

- TRO applications
 - declaration in support,
§ 18:51
 - form, § 18:50
 - notice, § 18:52
 - order to show cause, § 18:53
- unauthorized withdrawal, allegation of, § 18:17

Actions by and against

- generally, §§ 16:1 to 16:40
- forms, §§ 16:28 to 16:40
- apparent partners, § 16:32
- assignments of creditors' interests, § 16:27
- capacity, § 16:15
- complaint, § 16:28
- contract, complaint for breach of, §§ 16:28, 16:31
- creditors' remedies
 - assignments of interests,
§ 16:27
 - complaint for money lent,
§ 16:32
 - enforcement of judgments,
§ 16:26
 - partners' interests, reaching,
§ 16:25
- damages complaint
 - answer, § 16:38
 - form, § 16:34
- debt, complaint on, § 16:32
- defamation actions, § 16:20
- defenses
 - third party defendants,
§ 16:24
 - third party plaintiffs, § 16:23
- enforcement of judgments,
§ 16:26
- interference actions
 - generally, § 16:19
 - complaint, § 16:30
- invasion of privacy actions,
§ 16:18

PARTNERSHIPS—Cont'd

Actions by and against—Cont'd

- joinder of partners and partnership
 - generally, § 16:22
 - joinder allegation, §§ 16:29,
16:37
- jurisdiction, § 16:16
- liabilities of partnership for acts of partner, § 16:8
- misapplication of money or property, complaint for, § 16:35
- ostensible agent, liability of partnership for acts of, § 16:33
- partnership vs partner, § 17:20
- partner vs partnership, § 17:21
- property damages
 - answer, § 16:38
 - complaint for, § 16:34
- receiver, complaint for appointment
 - generally, § 18:40
 - form, § 18:34
- service of process, § 16:16
- standing, § 16:15
- third party defendants
 - generally, § 16:17
 - answer, § 16:36
 - defenses, § 16:24
- third party plaintiffs
 - generally, § 16:21
 - defenses, § 16:23
- venue, § 16:16
- Admissions of partners, § 16:9
- Apparent partners, § 16:32
- Arbitration of disputes between partners, § 17:24
- Assignments of creditors' interests against, § 16:27
- Authority
 - generally, § 16:6
 - dissolution, effect of, § 18:24
 - limitations on, § 16:7
 - Statement of Denial, § 16:40

PARTNERSHIPS—Cont'd

Authority—Cont'd
 Statement of Partnership Authority
 generally, §§ 16:39, 18:2
 form, § 18:3
 Binding acts, effect of dissolution on, § 18:25
 Breach of partnership agreement
 answer, § 17:29
 complaint, § 17:25
 Capacity, § 16:15
 Capital contributions, § 18:19
 Capital of partnership, § 17:8
 Changes in partnership laws, § 16:2
 Compensation rights, § 17:11
 Contract, complaint for breach of, §§ 16:28, 16:31
 Contracts of, § 16:11
 Contributions of partners, § 17:8
 Control, § 17:13
 Covenants not to compete, effect of dissolution on, § 18:28
 Creditors' remedies
 assignments of interests, § 16:27
 complaint for money lent, § 16:32
 dissolution, effect on, § 18:27
 enforcement of judgments, § 16:26
 partners' interests, reaching, § 16:25
 Death of partner, § 18:32
 Decision making, § 17:13
 Defamation actions, § 16:20
 Definitions, §§ 16:4, 17:2
 Dissolution
 generally, §§ 18:1 to 18:53
 forms, §§ 18:7 to 18:23
 accounting, order for, § 18:22
 Accountings (this group)
 alcoholism of partner, allegation of, § 18:15
 arrest of partner, allegation of, § 18:11

PARTNERSHIPS—Cont'd

Dissolution—Cont'd
 authority, effect of, § 18:24
 binding acts, effect on, § 18:25
 capital contribution refusal, allegation of, § 18:19
 continued loss of business, allegation of, § 18:21
 conversion of assets, allegation of, § 18:12
 covenants not to compete, § 18:28
 creditors' rights, § 18:27
 death of partner, § 18:32
 distribution of assets, § 18:33
 effect of, § 18:24
 exclusion from business, allegation of, § 18:10
 incapacity of partner, allegation of, § 18:14
 injunctions, § 18:41
 injunction to prevent sale of assets, § 18:49
 interlocutory decree, §§ 18:22, 18:23
 judicial decrees
 generally, § 18:6
 accounting
 complaint for, § 18:7
 order for, § 18:22
 alcoholism of partner, allegation of, § 18:15
 arrest of partner, allegation of, § 18:11
 capital contribution refusal, allegation of, § 18:19
 complaint, § 18:7
 continued loss of business, allegation of, § 18:21
 conversion of assets, allegation of, § 18:12
 dissolution, interlocutory decree of, § 18:23
 exclusion from business, allegation of, § 18:10

INDEX

PARTNERSHIPS—Cont'd

Dissolution—Cont'd

judicial decrees—Cont'd

incapacity of partner, allegation of, § 18:14

interlocutory decree, § 18:22

management dispute, allegation of, § 18:20

mental disability of partner, allegation of, § 18:13

misappropriation, allegation of, § 18:16

misrepresentation of loss, allegation of, § 18:18

partners' duties

allegation of failure to assist in, § 18:9

allegation of failure to fulfill, § 18:8

referee, appointment of, § 18:22

refusal to account, allegation of, § 18:16

unauthorized withdrawal, allegation of, § 18:17

liabilities of partners after, § 18:26

management dispute, allegation of, § 18:20

mental disability of partner, allegation of, § 18:13

misappropriation, allegation of, § 18:16

misrepresentation of loss, allegation of, § 18:18

operation of law, § 18:5

partners' duties, allegation of failure to fulfill, § 18:8

preliminary injunction, § 12:33

receiver appointments

generally, § 18:39

forms, §§ 12:19 to 12:33

allegation in complaint for, § 18:47

appointment, petition for, § 12:19

PARTNERSHIPS—Cont'd

Dissolution—Cont'd

receiver appointments—Cont'd

complaint

generally, § 18:40

form, §§ 12:22, 18:34

declaration on application for ex parte order, § 12:24

discharge of receiver, motion for

generally, § 12:28

declaration, § 12:29

ex parte appointment, § 12:22

motion for appointment, § 12:27

order after hearing, § 12:33

order for, § 18:22

order to show cause, application for, § 12:23

petition for appointment, § 12:19

preliminary injunction, § 12:33

rents, issues, and profits, appointment for assignment of, § 12:21

substitution of receivers, motion for, § 12:28

temporary restraining order, application for, § 12:23

reference, notice of motion for, § 18:48

refusal to account, allegation of, § 18:16

restraining order, complaint for, § 18:29

retired partner complaint for accounting by, § 18:45

settled accounts agreement, defense of, § 18:46

Statement of Amendment/Cancellation, § 18:4

Statement of Dissolution

generally, § 18:2

form, § 18:3

PARTNERSHIPS—Cont'd

Dissolution—Cont'd

Statement of Partnership Authority

generally, § 18:2

form, § 18:3

TRO application

declaration in support,
§ 18:51

form, § 18:50

notice, § 18:52

order to show cause, § 18:53

unauthorized withdrawal, allegation of, § 18:17

waiver, § 18:1

winding up, § 18:1

Distributions in kind, § 17:9

Duties of partners, § 17:14

Elements, § 16:5

Enforcement of judgments against,
§ 16:26

Estoppel, partnership by, § 16:8

Existence of, § 16:4

Fiduciary nature of relationship

generally, §§ 17:3, 17:16

agreements modifying, § 17:4

Formation, § 16:5

Fraud of partner, § 16:14

Imputed knowledge and notice,
§ 16:10

Incapacity of partner, allegation of,
§ 18:14

Indemnification, § 17:8

In kind distributions, § 17:9

Interests of partners

generally, § 17:6

creditors' rights, § 16:25

real property, § 17:7

transferability, § 17:6

Interference actions

generally, § 16:19

complaint, § 16:30

Invasion of privacy actions, § 16:18

Joinder of partners and partnership
generally, § 16:22

PARTNERSHIPS—Cont'd

Joinder of partners and partnership
—Cont'd

joinder allegation, §§ 16:29,
16:37

Joint ventures distinguished, § 20:2

Liabilities of partners

dissolution, effect of, § 18:26

inter se, § 17:18

losses, § 17:17

third parties, § 17:19

Liabilities of partnership for acts of
partner, § 16:8

Limited Partnerships (this index)

Losses, § 17:17

Management rights, § 17:13

Misapplication of money or property,
complaint for, § 16:35

Names, fictitious business name
statutes, § 16:3

Nature of partnership, § 17:2

Noncompetition duties, § 17:16

Operation of law, dissolution of,
§ 18:5

Ostensible agent, liability of partnership
for acts of, § 16:33

Partnership vs partner actions,
§ 17:20

Partner vs partnership actions,
§ 17:21

Profits, § 17:10

Property damages

answer, § 16:38

complaint for, § 16:34

Property rights between partners,
§ 17:5

Purported partnerships, § 16:8

Real property conveyances, § 16:12

Real property of, § 17:7

Receiverships

see also **Receiverships** (this
index)

complaint

generally, § 18:40

form, § 18:34

INDEX

PARTNERSHIPS—Cont'd

- Rescission, actions for
 - generally, § 17:22
 - form, § 17:26
- Revised Uniform Partnership Act of 1994
 - actions between partners, § 17:1
 - actions by and against partnerships, § 16:2
- Statement of Amendment/
Cancellation, § 18:4
- Statement of Denial, § 16:40
- Statement of Dissolution
 - generally, § 18:2
 - form, § 18:3
- Statement of partnership, recordation, § 16:12
- Torts of partners, § 16:13
- Transferability of interests in partnership, § 17:6
- Trust breaches by partners, § 16:13
- Unauthorized withdrawals, § 18:17
- Uniform Partnership Act of 1994, § 16:1
- Waiver of dissolution and winding up, § 18:1
- Winding up
 - generally, §§ 18:30 to 18:40
 - death of partner, § 18:32
 - distribution of assets, § 18:33
 - liquidation, § 18:30
 - powers, § 18:31
 - receiver, complaint for appointment
 - generally, § 18:40
 - form, § 18:34
 - waiver, § 18:1
- Wrongful acts of partners, § 16:13

PATENTS AND INVENTION DEVELOPMENT

- Generally, §§ 70:1 to 70:90
- Forms, §§ 70:12 to 70:20, 70:34 to 70:44, 70:77 to 70:90
- Actions for breach of agreements, §§ 70:9 to 70:11

PATENTS AND INVENTION DEVELOPMENT—Cont'd

- Actions to establish and enforce invention rights, § 70:30
- Advertising, § 70:60
- Assignment of invention rights, §§ 70:26, 70:27
- Assignment of licenses, § 70:7
- Assignment of patents and patent rights, § 70:6
- Assignment or license, § 70:8
- Bona fide error, defense that invention development services contract is not void because alleged violation was unintentional and resulted from bona fide error, form, § 70:85
- Bond requirement, § 70:55
 - complaint on invention developer's bond, form, § 70:81
- California contract law, §§ 70:5 to 70:10
- Checklists
 - generally, § 70:11
 - procedures for establishing and enforcing rights to inventions developed during employment relationship, § 70:33
 - procedures for recovering damages for violations of B & P C §§ 22370 et seq., § 70:76
- Civil action against invention developer, § 70:70
- Civil action on invention developer's bond, § 70:71
- Claims against deposits in lieu of bond, § 70:72
- Confidentiality, § 70:56
- Contracts
 - assignment of invention rights, § 70:27
 - complaint for breach of invention development services contract, form, § 70:86

**PATENTS AND INVENTION
DEVELOPMENT—Cont'd**

Contracts—Cont'd

- complaint to rescind void or voidable invention development services contract, form, **§ 70:82**
- cover sheet requirement; required contents of cover sheet, **§ 70:64**
- defense that contract is voidable by customer due to invention developer's failure to make required fee disclosure in advertisements, form, **§ 70:87**
- defense that contract is void and unenforceable because it is not in compliance with B & P C §§ 22370 et seq., form, **§ 70:89**
- defense that contract is void and unenforceable because it was entered into in reliance on willful and false, fraudulent, or misleading representation of invention developer, form, **§ 70:90**
- defense that invention development services contract is not void because alleged violation was unintentional and resulted from bona fide error, form, **§ 70:85**
- disclosure of inventions, review process, and title in united states, **§ 70:28**
- for development services, **§§ 70:63 to 70:69**
- invention development services, **§ 70:46**
- maintenance of records and correspondence, **§ 70:59**
- mandatory terms, **§ 70:66**
- requirement that contract be in writing, **§ 70:65**

**PATENTS AND INVENTION
DEVELOPMENT—Cont'd**

Contracts—Cont'd

- seven-day period for cancellation, **§ 70:67**
- subsequent contracts, **§ 70:65**
- void and unenforceable if not in compliance with B & P C §§ 22370 et seq., **§ 70:63**
- void if entered into in reliance on fraud or misleading representation, **§ 70:63**
- Criminal prosecutions, **§ 70:73**
- Customer defined, **§ 70:47**
- Damages, **§ 70:76**
 - complaint for statutory damages based on violation of B & P C §§ 22370 et seq., form, **§ 70:77**
- Declaration of rights, complaint for declaration of rights under patent license agreement, form, **§ 70:16**
- Defenses, **§§ 70:10, 70:68**
 - defense that contract is voidable by customer due to invention developer's failure to make required disclosures in response to inquiries, form, **§ 70:88**
 - defense that contract is voidable by customer due to invention developer's failure to make required fee disclosure in advertisements, form, **§ 70:87**
 - defense that contract is void and unenforceable because it is not in compliance with B & P C §§ 22370 et seq., form, **§ 70:89**
 - defense that contract is void and unenforceable because it was entered into in reliance on willful and false, fraudulent, or misleading representation of invention developer, form, **§ 70:90**

INDEX

PATENTS AND INVENTION DEVELOPMENT—Cont'd

Defenses, §§ **70:10, 70:68**—Cont'd

defense that contract provision
requiring assignment of inven-
tion rights is invalid, form,
§ **70:43**

defense that defendant is not
invention developer, form,
§ **70:84**

defense that employee is not
entitled to any rights to
employer's invention because
invention was conceived by
employer rather than employee
who was employed merely to
carry out mechanical details
and arrangement of invention,
form, § **70:44**

defense that employer is not
entitled to any rights in inven-
tion because employer rejected
invention as impractical, form,
§ **70:38**

defense that employer is not
entitled to assignment of
employee's invention because
employee was not hired to
invent, form, § **70:41**

defense that employer is not
entitled to assignment of
employee's invention because
invention is excluded by stat-
ute from assignment, form,
§ **70:42**

defense that employer is not
entitled to shop right in
employee's invention because
employer's contribution was
trifling, form, § **70:40**

defense that employer is not
entitled to shop right in
employee's invention because
invention was not developed
during working hours with
employer's materials or facili-

PATENTS AND INVENTION DEVELOPMENT—Cont'd

Defenses, §§ **70:10, 70:68**—Cont'd

ties, form, § **70:39**

defense that invention develop-
ment services contract is not
void because alleged violation
was unintentional and resulted
from bona fide error, form,
§ **70:85**

defense that patent assignment or
patent license agreement was
induced by fraud, form,
§ **70:18**

defense that plaintiff is not
customer, form, § **70:83**

defense that plaintiff is not
entitled to royalties under
licensing agreement because
patent has expired, form,
§ **70:20**

defense that plaintiff is not
entitled to royalties under
licensing agreement because
patent is invalid, form, § **70:19**

Defenses to actions against invention
developers, § **70:74**

Defenses to actions against inven-
tors, § **70:75**

Defenses to employee's action seek-
ing to establish rights to
employer's invention, § **70:32**

Defenses to employer's action seek-
ing to establish rights to employ-
ee's invention, § **70:31**

Definition

contract for invention develop-
ment services, § **70:46**

customer, § **70:47**

invention, § **70:48**

invention developer, § **70:49**

invention development services,
§ **70:50**

Delivery of quarterly statements of
services performed, § **70:58**

Developer's assignee, § **70:69**

**PATENTS AND INVENTION
DEVELOPMENT—Cont'd**

Disclosures

- advertisements, § 70:60
- allegation that invention developer failed to make disclosures required by B & P C § 22379, form, § 70:80
- failure to make required disclosures, § 70:62
- response to inquiries, § 70:61

Duties of invention developers, §§ 70:54 to 70:59

Duty of confidentiality, § 70:56

Employee's assignment of rights to employer, § 70:26

Employees' invention rights

- generally, §§ 70:21 to 70:44
- forms (this group)
 - inventions conceived and developed by employee during employment, §§ 70:24, 70:25
 - inventions conceived by employer and developed by employee during employment, § 70:23
 - shop right to inventions, § 70:25

Enforcement of invention rights, § 70:30

Execution of notes, § 70:68

Exercise of discretion vested in developer, § 70:57

Expired patent, defense that plaintiff is not entitled to royalties under licensing agreement because patent has expired, form, § 70:20

Federal court jurisdiction over patent matters, § 70:4

Federal patent law, §§ 70:1 to 70:4

Federal preemption in patent matters, § 70:3

Forms

- generally, §§ 70:12 to 70:20, 70:34 to 70:44, 70:77 to 70:90

**PATENTS AND INVENTION
DEVELOPMENT—Cont'd**

Forms—Cont'd

employers' and employees' invention rights

- allegation that employer is entitled to assignment of invention rights because invention was conceived by employer rather than employee who was employed merely to carry out mechanical details and arrangement of invention, § 70:37

- complaint for declaratory relief to determine employer's shop right to invention and for injunction preventing employee from interfering with shop right, § 70:34

- complaint for injunction compelling employee to assign invention rights to employer based on agreement implied in law, § 70:35

- complaint for specific performance of employment contract requiring assignment of employee's inventions and for injunction prohibiting employee from practicing invention, § 70:36

- defense that contract provision requiring assignment of invention rights is invalid, § 70:43

- defense that employee is not entitled to any rights to employer's invention because invention was conceived by employer rather than employee who

INDEX

PATENTS AND INVENTION DEVELOPMENT—Cont'd

Forms—Cont'd

employers' and employees'

invention rights—Cont'd

was employed merely to
carry out mechanical
details and arrangement of
invention, § 70:44

defense that employer is not
entitled to any rights in
invention because
employer rejected inven-
tion as impractical, § 70:38

defense that employer is not
entitled to assignment of
employee's invention
because employee was not
hired to invent, § 70:41

defense that employer is not
entitled to assignment of
employee's invention
because invention is
excluded by statute from
assignment, § 70:42

defense that employer is not
entitled to shop right in
employee's invention
because employer's contri-
bution was trifling, § 70:40

defense that employer is not
entitled to shop right in
employee's invention
because invention was not
developed during working
hours with employer's
materials or facilities,
§ 70:39

invention development services

allegation of false or fraudu-
lent statement or represen-
tation of invention
developer, § 70:78

allegation that invention
developer failed to make
disclosures required by B

PATENTS AND INVENTION DEVELOPMENT—Cont'd

Forms—Cont'd

invention development services

—Cont'd

& P C § 22379, § 70:80

allegation that invention
developer omitted material
fact, § 70:79

complaint for breach of
invention development
services contract, § 70:86

complaint for statutory dam-
ages based on violation of
B & P C §§ 22370 et seq.,
§ 70:77

complaint on invention
developer's bond, § 70:81

complaint to rescind void or
voidable invention
development services
contract, § 70:82

defense that contract is void-
able by customer due to
invention developer's fail-
ure to make required
disclosures in response to
inquiries, § 70:88

defense that contract is void-
able by customer due to
invention developer's fail-
ure to make required fee
disclosure in advertise-
ments, § 70:87

defense that contract is void
and unenforceable because
it is not in compliance with
B & P C §§ 22370 et seq.,
§ 70:89

defense that contract is void
and unenforceable because
it was entered into in reli-
ance on willful and false,
fraudulent, or misleading
representation of invention
developer, § 70:90

**PATENTS AND INVENTION
DEVELOPMENT—Cont'd**

Forms—Cont'd

invention development services
—Cont'd

defense that defendant is not
invention developer,
§ 70:84

defense that invention
development services
contract is not void
because alleged violation
was unintentional and
resulted from bona fide
error, § 70:85

defense that plaintiff is not
customer, § 70:83

patent litigation

complaint by patent assignee
for specific performance of
patent assignment agree-
ment and for injunction
prohibiting future infringe-
ment by patentee, § 70:14

complaint by patentee to
rescind patent assignment
agreement, § 70:12

complaint by patent licensee
for specific performance of
patent license agreement,
§ 70:15

complaint by patent licensee
to rescind patent license
agreement, § 70:13

complaint by patent licensor
for accounting and pay-
ment of royalties due under
license, § 70:17

complaint for declaration of
rights under patent license
agreement, § 70:16

defense that patent assign-
ment or patent license
agreement was induced by
fraud, § 70:18

**PATENTS AND INVENTION
DEVELOPMENT—Cont'd**

Forms—Cont'd

patent litigation—Cont'd

defense that plaintiff is not
entitled to royalties under
licensing agreement
because patent has expired,
§ 70:20

defense that plaintiff is not
entitled to royalties under
licensing agreement
because patent is invalid,
§ 70:19

Fraud, § 70:63

allegation of false or fraudulent
statement or representation of
invention developer, form,
§ 70:78

defense that contract is void and
unenforceable because it was
entered into in reliance on
willful and false, fraudulent, or
misleading representation of
invention developer, form,
§ 70:90

defense that patent assignment or
patent license agreement was
induced by fraud, form,
§ 70:18

Injunctions, § 70:73

Invalid patent, defense that plaintiff
is not entitled to royalties under
licensing agreement because
patent is invalid, form, § 70:19

Invention defined, § 70:48

Invention developer defined, § 70:49

Invention developers duties,
§§ 70:54 to 70:59

Invention development services,
§§ 70:45 to 70:90

Invention development services
defined, § 70:50

Invention rights, §§ 70:21 to 70:44

Inventor's rights to inventions,
§ 70:22

INDEX

PATENTS AND INVENTION DEVELOPMENT—Cont'd

Notice as to inventions covered by
employment contract provisions,
§ **70:29**

Omitted material, allegation that
invention developer omitted mate-
rial fact, form, § **70:79**

Patent licensing agreements, § **70:7**

Patent litigation, §§ **70:5 to 70:10**

Patents, § **70:2**

Performance of agreement

- complaint by patent assignee for
specific performance of patent
assignment agreement and for
injunction prohibiting future
infringement by patentee,
form, § **70:14**
- complaint by patent licensee for
specific performance of patent
license agreement, form,
§ **70:15**

Precontract disclosures, §§ **70:60 to
70:62**

Procedural matters, § **70:11**

Procedures for establishing and
enforcing rights to inventions
developed during employment
relationship, § **70:33**

Procedures for recovering damages
for violations of B & P C
§§ 22370 et seq., § **70:76**

Prohibition against acquisition of
interest or title in invention by
developer, § **70:51**

Provisions of B & P C §§ 22370 et
seq. not exclusive, § **70:52**

Rescind agreement

- complaint by patentee to rescind
patent assignment agreement,
form, § **70:12**
- complaint by patent licensee to
rescind patent license agree-
ment, form, § **70:13**

Rights and obligations of developer's
assignee, § **70:69**

PATENTS AND INVENTION DEVELOPMENT—Cont'd

Royalties

- complaint by patent licensor for
accounting and payment of
royalties due under license,
form, § **70:17**
- defense that plaintiff is not
entitled to royalties under
licensing agreement because
patent is invalid, form, § **70:19**

Royalties (this Index)

State court jurisdiction over patent
matters, § **70:4**

State court patent litigation, §§ **70:5
to 70:10**

States' patent regulation, § **70:3**

Transfer of patent rights, § **70:8**

Waiver of provisions, § **70:53**

PEER REVIEW PROCESS

Interference with economic relation-
ships, § **64:35**

PERFECTION OF SECURITY INTEREST

Secured Transactions (this index)

PERFORMANCE

Contracts (this index)

PERMITTED ACTIVITIES

Flexible purpose corporations,
§§ **21:103, 21:108**

PERSONAL PROPERTY

LEASES

Generally, §§ **48:1 to 48:50**

Forms, §§ **48:42 to 48:50**

Acceptance by lessee, § **48:30**

Acceptance of agreement, § **48:8**

Accessions, § **48:19**

Actions against third parties, § **48:40**

Agreement

- form, offer, and acceptance,
§ **48:8**
- modification, rescission, and
waiver, § **48:9**

PERSONAL PROPERTY

LEASES—Cont'd

Applicability of other laws, § 48:5
Bailments (this Index)
 Breach of warranties, lessee's complaint for breach of express and implied warranties, form, § 48:44
 Cancellation, § 48:23
 Casualty to goods, § 48:15
 Checklist of procedures required for action, § 48:41
 Choice of law in consumer leases, § 48:6
 Conforming goods
 affirmative defense by lessee for failure to deliver conforming goods, form, § 48:50
 affirmative defense by lessor that goods conformed to lease contract, form, § 48:46
 Construction of warranties, § 48:13
 Contract
 defined, § 48:4
 formation and construction, §§ 48:7 to 48:15
 Creditor's rights and remedies, § 48:18
 Damages
 generally, § 48:23
 based on rent, § 48:25
 following disposition of goods, § 48:37
 lessee's complaint for damages after rejection of nonconforming goods, form, § 48:42
 lessee's complaint for damages on justifiable revocation of acceptance of goods, form, § 48:43
 lessee's right to, § 48:32
 lessor's right to, § 48:39
 measure of, § 48:31
 where lease is not substantially similar, § 48:38
 Default
 generally, § 48:31

PERSONAL PROPERTY

LEASES—Cont'd

Default—Cont'd
 actions, § 48:24
 by lessee, §§ 48:33 to 48:40
 by lessor, §§ 48:26 to 48:32
 lessor's complaint for default of lease agreement, form, § 48:45
 rights and remedies, § 48:22
 Defenses
 affirmative defense by lessee for failure to deliver conforming goods, form, § 48:50
 affirmative defense by lessor based on as is exclusion of implied warranty, form, § 48:49
 affirmative defense by lessor based on lessee's failure to provide notice of particular defect, form, § 48:48
 affirmative defense by lessor based on untimely rejection of goods, form, § 48:47
 affirmative defense by lessor that goods conformed to lease contract, form, § 48:46
 Definitions, §§ 48:3, 48:10
 Delivery, substituted, delayed, and failed, § 48:21
 Disposition, care, and storage of nonconforming goods, § 48:28
 Disposition of goods, §§ 48:28, 48:34
 Effect of lease contract, §§ 48:16 to 48:19
 Effect of parties' performance, § 48:9
 Enforceability, §§ 48:16 to 48:19
 Enforceability and title, § 48:16
 Failure of goods to conform, § 48:15
 Fixtures, § 48:19
 Form of agreement, § 48:8
 Forms
 generally, §§ 48:42 to 48:50

INDEX

PERSONAL PROPERTY

LEASES—Cont'd

Forms—Cont'd

- affirmative defense by lessee for failure to deliver conforming goods, § 48:50
- affirmative defense by lessor based on as is exclusion of implied warranty, § 48:49
- affirmative defense by lessor based on lessee's failure to provide notice of particular defect, § 48:48
- affirmative defense by lessor based on untimely rejection of goods, § 48:47
- affirmative defense by lessor that goods conformed to lease contract, § 48:46
- lessee's complaint for breach of express and implied warranties, § 48:44
- lessee's complaint for damages after rejection of nonconforming goods, § 48:42
- lessee's complaint for damages on justifiable revocation of acceptance of goods, § 48:43
- lessor's complaint for default of lease agreement, § 48:45

Fraud, § 48:7

Goods

- affirmative defense by lessee for failure to deliver conforming goods, form, § 48:50
- affirmative defense by lessor based on untimely rejection of goods, form, § 48:47
- affirmative defense by lessor that goods conformed to lease contract, form, § 48:46
- casualty, § 48:15
- disposition, §§ 48:28, 48:34, 48:37
- identification, § 48:14

PERSONAL PROPERTY

LEASES—Cont'd

Goods—Cont'd

- lessee's complaint for damages after rejection of nonconforming goods, form, § 48:42
- lessee's complaint for damages on justifiable revocation of acceptance of goods, form, § 48:43
- nonconforming, §§ 48:27, 48:28
- stop delivery, § 48:36
- Identification of goods, § 48:14
- Impairment of value, § 48:27
- Implied warranties, § 48:12
- Insolvency, § 48:35
- Insurable interest, § 48:14
- Judicial forum in consumer leases, § 48:6
- Lessee's acceptance, duties on acceptance, and revocation, § 48:30
- Lessee's cover for default and applicable measure of damages, § 48:31
- Lessee's default, §§ 48:33 to 48:40
- Lessee's failure to state particular defect, § 48:29
- Lessee's obligations, § 48:10
- Lessee's obligations for disposition, care, and storage of nonconforming goods, § 48:28
- Lessee's remedies for nonconforming goods and impairment of value, § 48:27
- Lessee's rights, § 48:10
 - on lessor's default, § 48:26
 - to damages, § 48:32
- Lessor's default, §§ 48:26 to 48:32
- Lessor's damages
 - following disposition of goods, § 48:37
 - where lease is not substantially similar, § 48:38
- Lessor's express warranties for lessee's benefit, § 48:11

PERSONAL PROPERTY

LEASES—Cont'd

Lessor's rights

- on lessee's default, § 48:33
- on lessee's insolvency, § 48:35
- to cure defect, § 48:29
- to damages, § 48:39
- to stop delivery of goods, § 48:36

Liability for risk of loss, § 48:15

Losses, §§ 48:14 to 48:15

Modification of agreement, § 48:9

Motor Vehicle Sales, Leases, and Financing (this Index)

Nonconforming goods, §§ 48:27, 48:28

- affirmative defense by lessee for failure to deliver conforming goods, form, § 48:50

- lessee's complaint for damages after rejection of nonconforming goods, form, § 48:42

Notice of defect, affirmative defense by lessor based on lessee's failure to provide notice of particular defect, form, § 48:48

Offer of agreement, § 48:8

Performance of lease contract, §§ 48:20 to 48:21

Procedures required for action, § 48:41

Rent, damages based on, § 48:25

Repudiation, § 48:20

Rescission of agreement, § 48:9

Restitution, § 48:23

Retraction, § 48:20

Revocation of acceptance of goods, lessee's complaint for damages on justifiable revocation of acceptance of goods, form, § 48:43

Rights and remedies on repudiation and retraction, § 48:20

Rights of creditors, § 48:18

Risk of loss, § 48:15

Scope of Uniform Commercial Code, Division 10, § 48:1

PERSONAL PROPERTY

LEASES—Cont'd

Statute of frauds, § 48:7

Statute of limitations, § 48:24

Stop delivery of goods, § 48:36

Third parties actions, § 48:40

Title, § 48:16

Transferability and related provisions, § 48:17

Types of leases, § 48:4

Uniform Commercial Code, Division 10, § 48:1

Untimely rejection of goods, affirmative defense by lessor based on untimely rejection of goods, form, § 48:47

Waiver of agreement, § 48:9

Waiver of defenses clause, § 48:21

Warranties, §§ 48:10 to 48:13

- affirmative defense by lessor based on as is exclusion of implied warranty, form, § 48:49

- exclusion and construction, § 48:13

- lessee's complaint for breach of express and implied warranties, form, § 48:44

PETROLEUM MARKETING PRACTICES ACT

Generally, § 23:62

See also **Private Franchises** (this index)

PHYSICIANS AND SURGEONS

Professional corporations

- generally, § 15:9

- see also **Professional Corporations** (this index)

PIERCING THE CORPORATE VEIL

Alter Ego (this index)

INDEX

POSSESSION OF COLLATERAL

Secured Transactions (this index)

POSSESSORY LIENS

Secured transactions, § 46:82

POWERS

Flexible purpose corporations,
§ 21:109

PRESUMPTIONS

Intent of parties, reformation of
contracts, § 28:18
Motor vehicle sales, leases, and
financing, §§ 58:10, 58:76

PREVAILING WAGES

Public works contracts, § 39:6

PRICE

Fixing Prices. **Restraints of Trade**
(this Index)
Sales (this index)

PRIORITY OF INTERESTS

Secured Transactions (this index)

PRIVATE FRANCHISES

Generally, §§ 23:1 to 23:90

Actions against franchisees
generally, §§ 23:30 to 23:46,
23:76
forms, §§ 23:32 to 23:46
defenses, § 23:31
unlawful detainer
generally, § 23:30
petroleum franchises, § 23:76
Actions against franchisors
generally, §§ 23:27 to 23:29
forms, §§ 23:32 to 23:46
arbitration, § 23:28
defenses, §§ 23:29, 23:42
disclosure violations, allegations
of, § 23:36
discriminatory grant of franchise,
complaint for, § 23:33

PRIVATE FRANCHISES

—Cont'd

Actions against franchisors—Cont'd
failure to deliver offering
circular, complaint allegation,
§ 23:35
Franchise Relations Act, § 23:27
injunctive relief, § 23:19
interference with franchisee,
§ 23:40
joint and several liabilities
generally, § 23:14
defenses, § 23:45
limitations of actions, §§ 23:16,
23:42
misrepresentations
allegations of, §§ 23:37,
23:39
defenses, § 23:43
motor vehicle dealerships,
§ 23:59
parties, § 23:14
petroleum franchises, § 23:73
registration violations, rescission
complaint based on, § 23:34
remedies, § 23:27
rescission, § 23:13
service of process, § 23:15
termination disputes, §§ 23:27,
23:41, 23:46
violations of disclosure and
regulation laws, § 23:13
wrongful termination
complaint, § 23:41
defenses, § 23:46
Amendments of registrations
generally, § 23:9
complaint allegations, § 23:38
Arbitration provisions and actions
against franchisors, § 23:28
Area franchises, § 23:3
Automobile Dealers Franchise Act,
§ 23:61
Business format franchises, § 23:3

PRIVATE FRANCHISES

—Cont'd

Checklist, Franchise Investment Law, § **23:32**
 Consent requirements for transfers of franchises, § **23:24**
 Conversion franchises, § **23:3**
 Disclosures to potential franchisees generally, § **23:6**
 complaint allegations, § **23:36**
 damages, complaint for, § **23:39**
 misrepresentations
 allegations of, §§ **23:37, 23:39**
 defenses, § **23:43**
 regulatory enforcement, § **23:13**
 Discriminatory grant of franchise, complaint for, § **23:33**
 Earnings claims, § **23:8**
 Exemptions from registration requirements, § **23:12**
 Fair Dealership Law, § **23:5**
 Federal Trade Commission jurisdiction, § **23:1**
 seller assisted marketing plans, § **23:83**
 Fees, § **23:2**
 Filings of offering circulars, § **23:7**
 Forum selection clauses, § **23:13**
 Franchise Investment Law
 checklist, § **23:32**
 motor vehicle dealerships, § **23:47**
 purpose, § **23:1**
 scope of law, § **23:2**
 Franchise Relations Act
 actions against franchisors, § **23:27**
 purpose, § **23:1**
 scope of law, § **23:2**
 Gas stations. Petroleum franchises (this group)
 Interference with franchisee generally, § **23:18**

PRIVATE FRANCHISES

—Cont'd

Interference with franchisee—Cont'd
 complaint for damages and injunctive relief, § **23:40**
 Modifications to registrations generally, § **23:9**
 complaint allegations, § **23:38**
 Motor vehicle dealerships generally, §§ **23:47 to 23:61**
 actions against franchisors, § **23:59**
 Automobile Dealers Day in Court Act, § **23:47**
 Automobile Dealers Franchise Act, § **23:61**
 definitions, § **23:48**
 delivery obligations, § **23:53**
 establishing dealerships, § **23:50**
 federal regulation, § **23:47**
 modification of franchise agreements, § **23:55**
 New Motor Vehicle Board generally, § **23:49**
 hearings, § **23:59**
 preparation obligations, § **23:53**
 relations between parties, § **23:53**
 relocating dealerships, § **23:50**
 sales of dealerships, § **23:50**
 terminations of franchises, § **23:56**
 transfers of franchises, § **23:56**
 warranty obligations, § **23:54**
 Negotiation of terms in franchise agreements, § **23:10**
 Noncompetition agreements, § **23:23**
 Nonrenewal of franchise, § **23:21**
 Offering circulars generally, § **23:7**
 failure to supply, complaint allegation, § **23:35**
 Offers of petroleum franchises, § **23:64**

INDEX

PRIVATE FRANCHISES

—Cont'd

Petroleum franchises
forms, §§ 23:77 to 23:81
accessories purchase requirements, §§ 23:62 to 23:81
actions against franchisors
generally, § 23:73
defenses, §§ 23:79, 23:81
transfer consent, unlawful withholding, § 23:78
treble damages complaint, § 23:78
unlawful termination, complaint for, § 23:77
definitions, § 23:63
establishing franchises, § 23:64
exemplary damages, § 23:72
federal laws, § 23:62
fuel purchase requirements, § 23:67
hours of operation, § 23:66
limitations of actions, § 23:75
negotiations, § 23:65
offers of franchises, § 23:64
Petroleum Marketing Practices Act, § 23:62
profitability requirements, § 23:66
regular franchises, § 23:63
relations between parties, § 23:66
renewals of franchises, § 23:68
representational rights of franchisees, § 23:65
sales of franchises, § 23:64
scope of regulation, § 23:62
terminations of franchises
generally, § 23:68
complaint for wrongful termination, § 23:77
unlawful terminations, § 23:73
transfers of franchises
generally, § 23:71

PRIVATE FRANCHISES

—Cont'd

Petroleum franchises—Cont'd
transfers of franchises—Cont'd
actions, § 23:74
complaint for unlawful withholding of consent, § 23:78
trial franchises, § 23:63
unlawful detainer actions, § 23:76
Petroleum franchises, exemplary damages, § 23:72
Predictions of earnings, § 23:8
Product distribution franchises, § 23:3
Qualified buyers
sales regulations, § 23:5
transfers of franchises, § 23:26
Qualified sellers, § 23:4
Receiverships (this index)
Receiverships (this Index)
Registrations of offers
generally, § 23:6
exemption, claim of, § 23:44
failure to deliver offering
circular, complaint allegation, § 23:35
material changes, allegations of, § 23:38
misrepresentations
allegations of, § 23:37
defenses, § 23:43
regulatory enforcement, § 23:13
rescission action complaint, § 23:34
Relations between parties
generally, § 23:17
contract law, § 23:19
fiduciary rules, applicability of, § 23:19
injunctive relief, § 23:19
interference with franchisee
generally, § 23:18

PRIVATE FRANCHISES

—Cont'd

Relations between parties—Cont'd
interference with franchisee
—Cont'd
complaint for damages and
injunctive relief, § 23:40
motor vehicle dealerships,
§ 23:53
noncompetition agreements,
§ 23:23
nonrenewal of franchise, § 23:21
petroleum franchises, § 23:66
termination of franchise, § 23:20
Transfers of franchises (this
group)
Renewals of petroleum franchises,
§ 23:68
Renewals of registrations, § 23:11
Sales of franchises
petroleum franchises, § 23:64
qualified buyers, § 23:5
qualified sellers, § 23:4
rescission
generally, § 23:13
complaint for, § 23:34
Secured investment claims, seller
assisted marketing plans, § 23:85
Seller assisted marketing plans
generally, §§ 23:82 to 23:90
forms, §§ 23:89 to 23:90
actions against sellers, § 23:87
buy-back representations
generally, § 23:85
complaint for violation,
§ 23:89
contracts, requirements, § 23:86
definitions, § 23:83
disclosure requirements
generally, § 23:84
defenses to claim of viola-
tion, § 23:90
earnings claims, § 23:85
Federal Trade Commission,
§ 23:83

PRIVATE FRANCHISES

—Cont'd

Seller assisted marketing plans
—Cont'd
guaranteed earnings, § 23:84
offers of plans, § 23:84
remedies, § 23:87
sales of plans, § 23:84
scope of regulation, § 23:83
secured investment claims,
§ 23:85
service of process, § 23:88
Service stations. Petroleum
franchises (this group)
Subfranchises, § 23:3
Terminations of franchises
generally, § 23:20
complaint for unlawful termina-
tion
generally, § 23:41
defenses, § 23:46
motor vehicle dealerships,
§ 23:56
petroleum franchises
generally, § 23:68
complaint for wrongful
termination, § 23:77
unlawful terminations,
§ 23:73
wrongful termination claim
complaint, § 23:41
defenses, § 23:46
Transfers of franchises
generally, § 23:24
consent requirements, § 23:24
death or incapacity of franchisee,
§ 23:26
first refusal rights, § 23:25
motor vehicle dealerships,
§ 23:56
operation-of-law transfers,
§ 23:26
petroleum franchises
generally, § 23:71
actions, § 23:74

INDEX

PRIVATE FRANCHISES

—Cont'd

Transfers of franchises—Cont'd
petroleum franchises—Cont'd
complaint for unlawful withholding of consent,
§ 23:78
Uniform Franchise Offering Circular standards, § 23:7
Unlawful detainer
generally, § 23:30
petroleum franchises, § 23:76
Venue, § 23:13

PRIZES

False and misleading advertising,
§§ 61:30 to 61:33, 61:58

PROCESS AND SERVICE OF PROCESS

Associations and clubs, § 21:40
Attorney General's actions, § 13:15
Banks, service on cashiers, § 1:6
Consents, securities regulation requirements
generally, § 7:19
Commissioner as agent for,
§ 7:25
method of service, § 7:21
Corporate dissolutions, Attorney General's actions, § 13:15
Corporations, service on
agents, designation
generally, § 1:5
form, § 1:50
officers, service on, § 1:6
Corporations Commissioner as agent, securities regulation liability, § 7:25
Dissolved corporations, §§ 1:8, 13:41
Foreign corporation officers, service on, § 1:6
Forfeit of charter, service on corporation after
generally, § 1:8

PROCESS AND SERVICE OF PROCESS—Cont'd

Forfeit of charter, service on corporation after—Cont'd
foreign corporations, § 1:9
Fraternal benefit societies, § 22:16
Hand service, § 1:7
Limited partnerships, § 19:60
Mail service, § 1:6
Nonprofit organizations, § 21:40
Partnerships, § 16:16
Private franchises, actions against franchisors, § 23:15
Securities regulation requirements
consents
generally, § 7:19
Commissioner as agent for,
§ 7:25
method of service, § 7:21
Corporations Commissioner as agent for, § 7:25
Seller assisted marketing plans,
§ 23:88
Substituted service, § 1:7

PROFESSIONAL CORPORATIONS

Generally, §§ 15:1 to 15:13
Articles of incorporation, § 15:4
Certification
generally, § 15:3
suspension or revocation, § 15:6
Disciplinary rules, § 15:11
Foreign professional corporations,
§ 15:1
Formation, § 15:3
Law corporations, § 15:8
Liabilities, § 15:12
Licensing requirements, § 15:7
Medical corporations, § 15:9
Moscone-Knox Professional Corporation Act, § 15:1
Names, § 15:5
Number of shareholders, § 15:10
Purposes, § 15:1

PROFESSIONAL

CORPORATIONS—Cont'd

Qualifications of shareholders
 generally, §§ 15:1, 15:3
 directors, § 15:7
 licensing requirements, § 15:7
 officers, § 15:7
 petition allegation, § 15:13
 provisional directors, § 12:2
 shareholders, § 15:7

Receiverships (this index)

Regulation, § 15:11

Statutes applicable, § 15:2

Suspension or revocation of certificate, § 15:6

PROFESSIONAL ETHICS

Interference with economic relationships, § 64:33

PROMISSORY ESTOPPEL

Estoppel and Waiver (this index)

PROMOTERS, CORPORATE

Generally, §§ 3:1 to 3:10

Forms, §§ 3:6 to 3:10

Actions involving

 generally, §§ 3:1 to 3:10

 party status, § 3:1

Authority, § 4:2

Complaint

 contract action, § 3:9

 fraud, § 3:6

Contract liabilities

 generally, § 3:4

 acceptance of benefits defense,
 § 3:10

 answer, § 3:10

 complaint, § 3:9

 corporation, imputed liability of,
 § 3:5

Copromoters, § 3:1

Defenses

 full disclosure, § 3:7

 waiver of disclosure duties, § 3:8

Definitions, § 3:1

PROMOTERS, CORPORATE

—Cont'd

Directors, transfer of powers to,
 § 4:2

Disclosures

 defenses, §§ 3:7, 3:8

 duties, § 3:2

 waiver, § 3:8

Fiduciary duties, § 3:2

Fraud, complaint for, § 3:6

Imputed liability of, § 3:5

Issuance of Shares (this index)

Issuance of Shares (this Index)

Joint venture characterization of
 activities, § 20:5

Liabilities

 alter ego liability distinguished,
 § 5:8

 contract

 generally, § 3:4

 acceptance of benefits

 defense, § 3:10

 complaint, § 3:9

 corporation, imputed liability
 of, § 3:5

 fiduciary duties, § 3:2

 fraud, § 3:3

Meetings, § 4:37

Party status, § 3:1

Powers of, § 4:2

Secret profits, § 3:2

Subscribers

 duties owed, § 3:2

 liabilities, § 3:3

Subscribers' agreements

 generally, § 6:17

 forms, §§ 6:32 to 6:41

 deceased subscriber, complaint
 against estate of

 generally, § 6:36

 allegation, § 6:37

 defenses, § 6:20

 enforceability by corporation,
 §§ 6:18, 6:19

INDEX

PROMOTERS, CORPORATE

—Cont'd

Subscribers' agreements—Cont'd
post-incorporation agreement,
complaint allegation, § 6:35
specific performance, complaint
for, § 6:38

PROVISIONAL DIRECTORS

Corporations (this index)

PUBLIC AGENCIES

Public Works Contracts (this
index)

PUBLIC BENEFIT CORPORATIONS

Nonprofit Organizations (this
index)

PUBLIC POLICY

Interference with economic relation-
ships, §§ 64:30 to 64:35
Rescission and restitution, §§ 30:18,
30:19

PUBLIC UTILITIES

Provisional directors, § 4:12

PUBLIC WORKS CONTRACTS

Generally, §§ 39:1 to 39:80

Forms, §§ 39:33 to 39:42, 39:63 to
39:73

Action for declaration of parties'
respective rights, § 39:54

Action for declaration of parties'
respective rights checklist, § 39:61

Action for relief from bid mistake,
§ 39:18

Action on stop notice, § 39:55

Arbitration, §§ 39:28, 39:37

Attorney fees, § 39:29

Bidding requirements, failure to
comply, § 39:8

Bid mistakes, §§ 39:16 to 39:18,
39:34

PUBLIC WORKS CONTRACTS

—Cont'd

Bond

filing and approval of payment
bonds, § 39:75

release of withheld funds
checklist, § 39:59

stop notice release, § 39:51

surety exoneration in payment of
bonds, § 39:74

20-day public works preliminary
notice, § 39:76

Bonds, § 39:24

**Breach of contract, §§ 39:38 to
39:40**

complaint checklist, § 39:32

**Claimants' remedies, §§ 39:43 to
39:80**

Claim presentation, § 39:30

**Claims against public agencies,
§§ 39:28 to 39:31**

**Clerical error, substitution of
subcontractor, § 39:26**

**Competitive bidding, §§ 39:3 to
39:19, 39:33 to 39:42**

**Competitive bidding. Bids (this
group)**

**Complaint for breach of public
works contract checklist, § 39:32**

Construction of contract, § 39:2

Contract modification, § 39:42

**Contracts remedies, public works
remedies versus private works,
§ 39:43**

Costs and attorney fees, § 39:29

**Day labor exceptions to require-
ments, § 39:7**

**Debarment and suspension of
contractor, § 39:13**

Duty on receipt of notice, § 39:50

**Duty to award contract to lowest
responsible bidder, § 39:11**

Duty to withhold, § 39:46

**Enforcement of rights checklist,
§ 39:62**

PUBLIC WORKS CONTRACTS

—Cont'd

Exceptions to requirements; day labor, § 39:7

Failure to comply with bidding requirements, § 39:8

Filing and approval of payment bonds, § 39:75

Forms

generally, §§ 39:33 to 39:42, 39:63 to 39:73

affirmative defense of modification of written contract by oral agreement, § 39:42

allegation of award of municipal contract without competitive bids, § 39:36

complaint against surety on payment bond, § 39:80

complaint by contractor against public entity for damages for breach of contract, § 39:38

complaint by contractor against public entity for damages for breach of contract on refusal of public entity to accept completed work and to pay for extra work demanded, § 39:39

complaint by original contractor for declaration of rights to withheld funds, § 39:69

complaint by subcontractor against general contractor for breach of contract on public work, § 39:40

complaint by unsuccessful bidder to compel award of public works contract, § 39:35

complaint to enforce payment of claim in stop notice, § 39:72

complaint to recover bidder's security due to mistake in computing bid, § 39:34

counteraffidavit by claimant, § 39:68

declaration by claimant, § 39:68

PUBLIC WORKS CONTRACTS

—Cont'd

Forms—Cont'd

declaration under penalty of perjury of improper withholding and demand for release, § 39:66

defense of defective performance of subcontractor, § 39:41

notice of commencement of action on stop notice claim, § 39:73

notice of hearing on determination of rights to withheld funds, § 39:70

notice to claimant of filing of contractor's affidavit, § 39:67

order determining rights to withheld funds, § 39:71

petition for arbitration, § 39:37

preliminary 20-day notice, § 39:63

release of stop notice, § 39:65

request for withdrawal of bid, § 39:33

stop notice, § 39:64

Funds

release of withheld funds checklist, § 39:60

releasing stop notice, §§ 39:51 to 39:60

rights to withheld funds forms, §§ 39:71 to 39:73

Interpleader and consolidation, § 39:56

Listing in bid, § 39:21

Minority and women business participation goals for state contracts, § 39:5

Misaward, § 39:14

Misrepresentations by public entity, § 39:15

Notice

20-day public works preliminary bond, form, § 39:79

mistake in bid, § 39:17

INDEX

PUBLIC WORKS CONTRACTS

—Cont'd

Notice—Cont'd

- preliminary 20-day notice checklist, § 39:57
- preliminary 20-day notice form, § 39:63
- preliminary 20-day stop notice, § 39:48
- rejection of bids, § 39:12
- solicitation of bids, § 39:4
- substitution of subcontractor, § 39:25
- 20-day public works preliminary bond, § 39:76

Obligations of successful bidder, § 39:11

Payment, payment bonds. Bonds (this group)

Payment bonds, §§ 39:74 to 39:80 action on, § 39:77

Payment bonds checklist, § 39:78

Payment bonds forms, § 39:80

Persons who may serve stop notice, § 39:45

Pleading, § 39:31

Prevailing wages, duty to pay, § 39:6

Priorities, § 39:47

Public emergency or necessity in subletting or subcontracting, § 39:22

Receipt of stop notice, § 39:50

Rejection of bids; right to notice, § 39:12

Release of stop notice forms, § 39:65

Release of stop notice funds, §§ 39:51 to 39:60

Release of stop notice on affidavit, § 39:53

Relief from bid mistakes, § 39:16

Remedies for claimants, §§ 39:43 to 39:80

Requirements for relief, § 39:19

Service of stop notice, §§ 39:45, 39:49

PUBLIC WORKS CONTRACTS

—Cont'd

Solicitation of bids; notice, § 39:4

Stop notice, definition, § 39:44

Stop notice forms, §§ 39:64, 39:72, 39:73

Stop notice release bond, § 39:51

Stop notices, §§ 39:43 to 39:56

Stop notice service checklist, § 39:58

Subletting and subcontracting, §§ 39:20 to 39:27

Subletting and Subcontracting Fair Practices Act

generally, § 39:20

remedies for violation of, § 39:27

Submission of bids, § 39:9

Substitutions, § 39:23

Summary proceedings, stop notice, § 39:52

Summary stop notice proceedings, § 39:52

Surety exoneration in payment of bonds, § 39:74

Suspension of contractor, § 39:13

20-day public works preliminary bond notice, § 39:76

Withdrawal of bids, §§ 39:10, 39:33

QUANTUM MERUIT

Breach of contract, § 34:48

QUASI CONTRACT AND COMMON COUNTS

Generally, §§ 34:1 to 34:52

Forms, §§ 34:47 to 34:52

Agreement void, § 34:15

Allegations

consideration and promise, § 34:39

express contract, § 34:41

indebtedness, § 34:40

receipt of money, § 34:40

value of services, § 34:40

Answer, § 34:42

Assumpsit and the common counts, § 34:2

**QUASI CONTRACT AND
COMMON COUNTS—Cont'd**

Benefits, acceptance or retention of, § 34:24
 Benefit to defendant, § 34:22
 Breach of contract
 complaint for breach of oral contract and for reasonable value of services rendered, form, § 34:48
 Burden of proof, § 34:44
 Cause of action—common counts, form, § 34:47
 Compensation, expectation, § 34:26
 Complaint, generally, § 34:38
 Compulsion, § 34:17
 Consideration failure, § 34:14
 Consolidation of counts, § 34:37
 Contract
 allegations regarding, § 34:41
 complaint for breach of oral contract and for reasonable value of services rendered, form, § 34:48
 express, §§ 34:27 to 34:32
 existence of, § 34:3
 illegal or ultra vires, § 34:30
 implied, § 34:4
 invalid or unenforceable, § 34:29
 modified or abandoned, § 34:28
 price, § 34:34
 rescinded or abandoned, § 34:16
 special, as evidence, § 34:46
 Conversion of personal property, § 34:19
 Defective performance of express contract, § 34:31
 Defendant
 benefit to, § 34:22
 receipt of money by, § 34:10
 Defenses, § 34:13
 Demand, § 34:12
 Election to waive tort, § 34:4
 Evidence
 generally, §§ 34:43 to 34:46

**QUASI CONTRACT AND
COMMON COUNTS—Cont'd**

Evidence—Cont'd
 burden of proof, § 34:44
 special contract, § 34:46
 value of services, § 34:45
 Express contract, existence of, § 34:3
 Forms
 generally, §§ 34:47 to 34:52
 allegations of common count for goods sold and delivered at agreed price, § 34:51
 allegations of common count for money paid, money lent, or money had and received, § 34:50
 allegations of common count for reasonable value of goods sold and delivered, § 34:52
 allegations of common count for work, labor, services, and materials at agreed price, § 34:49
 cause of action—common counts, form, § 34:47
 complaint for breach of oral contract and for reasonable value of services rendered, § 34:48
 Fraud, §§ 34:17, 34:25
 Goods sold and delivered, § 34:6
 allegations of common count for goods sold and delivered at agreed price, form, § 34:51
 allegations of common count for reasonable value of goods sold and delivered, form, § 34:52
 Illegal contract, § 34:30
 Implied promise to pay, § 34:21
 Interest, § 34:35
 Invalid or unenforceable contract, § 34:29
 Joinder of counts, § 34:37

INDEX

QUASI CONTRACT AND COMMON COUNTS—Cont'd

Labor, §§ 34:21 to 34:35

allegations of common count for
work, labor, services, and
materials at agreed price, form,
§ 34:49

Laches, § 34:5

Limitations and laches, § 34:5

Materials, §§ 34:21 to 34:35

allegations of common count for
work, labor, services, and
materials at agreed price, form,
§ 34:49

Merchandise sold and delivered, § 34:6

Mistake, § 34:17

Modified contract, § 34:28

Money

allegations of common count for
money paid, money lent, or
money had and received, form,
§ 34:50

allegations regarding receipt,
§ 34:40

had and received, §§ 34:9 to
34:20

lent, § 34:7

paid, § 34:8

receipt from third person,
§ 34:18

receipt of, or its equivalent,
§ 34:10

voluntary payment, § 34:20

Part performance of express contract, § 34:32

Performance, §§ 34:31, 34:32

Personal property conversion, § 34:19

Plaintiff, interest and right of, § 34:11

Pleadings, §§ 34:36 to 34:42

Propriety and sufficiency of common counts, § 34:36

QUASI CONTRACT AND COMMON COUNTS—Cont'd

Reasonable value, § 34:33

allegations of common count for
reasonable value of goods sold
and delivered, form, § 34:52

Recovery amount, §§ 34:33 to 34:35

Request, § 34:24

Services, §§ 34:21 to 34:35

allegations of common count for
work, labor, services, and
materials at agreed price, form,
§ 34:49

Services procured through fraud or misstatement, § 34:25

Third person, services to, § 34:23

Tort, election to waive, § 34:4

Ultra vires, § 34:30

Value, reasonable, § 34:33

Voluntary payment, § 34:20

Work, §§ 34:21 to 34:35

allegations of common count for
work, labor, services, and
materials at agreed price, form,
§ 34:49

QUIET TITLE ACTIONS

Dissolved corporations, § 13:43

RATIFICATION

Agency (this index)

Altered instrument, § 27:42

Defined, § 36:13

READING OF CONTRACT

Reformation of contracts, § 28:25

REALTY

False and misleading advertising, § 61:10

REBATES

False and misleading advertising, § 61:9

Motor vehicle sales, leases, and financing, § 58:78

REBATES—Cont'd

Unfair competition, § 60:41
 allegation that defendant engaged
 in rebate scheme to destroy
 competition, form, § 60:62

RECAPITALIZATIONS

Reorganizations of Corporations
 (this index)

RECEIPTS

Documents of title, §§ 44:18 to
 44:29
 complaint for damages against
 warehouseman based on fail-
 ure to include essential term in
 warehouse receipt, form,
 § 44:39

RECEIVERSHIPS

Generally, §§ 12:1 to 12:33
 Forms, §§ 12:19 to 12:33
 Accountings
 generally, § 12:14
 final accountings, § 12:17
 Agents and attorneys of receivers,
 § 12:16
 Appointment
 Attorney General's actions,
 § 12:5
 bond, § 12:13
 Civil Procedure vs Corporation
 Code provisions, § 12:7
 compensation, § 12:17
 confirmation
 generally, § 12:25
 ancillary orders, § 12:31
 order, § 12:26
 corporate dissolutions, grounds,
 § 12:3
 creditors' petitions, § 12:7
 discharge, § 12:18
 ex parte appointment
 generally, § 12:10
 complaint for, § 12:22
 declaration, § 12:24
 order, § 12:30

RECEIVERSHIPS—Cont'd

Appointment—Cont'd
 fees, § 12:17
 motion for
 generally, § 12:11
 form, § 12:27
 notice, § 12:27
 order of appointment
 generally, § 12:13
 form, § 12:25
 petition for, § 12:19
 Selection of receiver (this group)
 statutory grounds, § 12:6
 Bond, § 12:13
 Civil Procedure vs Corporation Code
 provisions, appointment, § 12:7
 Compensation, § 12:17
 Complaint for involuntary dissolu-
 tion and appointment of receiver,
 § 12:20
 Confirmation of appointment
 ancillary orders, § 12:31
 order, § 12:26
 Corporate dissolutions
 generally, § 13:24
 Attorney General's actions,
 § 12:5
 involuntary, § 12:3
 voluntary, § 12:4
 Costs, § 12:1
 Court-supervised powers, § 12:15
 Creditors' petitions, § 12:7
 Declaration on application for ex
 parte order, § 12:24
 Default, appointment as event of,
 § 12:1
 Discharge of receiver
 generally, § 12:18
 motion for
 generally, § 12:28
 declaration, § 12:29
 Enforcement of judgment, § 12:8
 Ex parte appointment
 generally, § 12:10
 complaint for, § 12:22

INDEX

RECEIVERSHIPS—Cont'd

Ex parte appointment—Cont'd
 declaration, § 12:24
 order, § 12:30
Fees, § 12:17
Foreclosure of deed of trust and
 appointment of receiver, § 12:21
Foreclosure of secured interests,
 § 12:8
Forfeitures of corporate rights,
 § 12:7
Fraudulent transaction remedies,
 § 12:8
Inventories, § 12:14
Judgment enforcement, § 12:8
Motion for appointment
 generally, § 12:11
 form, § 12:27
 notice, § 12:27
Oath of receiver, § 12:13
Order after hearing, § 12:33
Order of appointment
 generally, § 12:13
 form, § 12:25
Order to show cause, application for,
 § 12:23
Partnership complaints
 generally, § 18:40
 allegation, § 18:47
 form, § 18:34
Petition for appointment, § 12:19
Powers and duties of receivers
 accountings, § 12:14
 agents and attorneys, appoint-
 ment of, § 12:16
 court-supervised powers, § 12:15
 discharge, § 12:18
 final accountings, § 12:17
 inventories, § 12:14
 reports, § 12:14
 unclaimed funds, § 12:18
 winding up, § 12:18
Preliminary injunction, § 12:33
Professional receivers, § 12:12

RECEIVERSHIPS—Cont'd

Provisional director appointment as
 alternative, § 12:2
Qualifications of receivers, § 12:12
Rents, issues, and profits, appoint-
 ment for assignment of, § 12:21
Reports, § 12:14
Selection of receiver
 generally, § 12:12
 bond, § 12:13
 confirmation of appointment
 generally, § 12:25
 ancillary orders, § 12:31
 order, § 12:26
 oath of receiver, § 12:13
 order of appointment
 generally, § 12:13
 form, § 12:25
 qualifications, § 12:12
Show cause proceedings, § 12:10
Substitution of receivers, motion for,
 § 12:28
Temporary restraining order,
 application for, § 12:23
Unclaimed funds, § 12:18
Uniform Fraudulent Transfer Act
 remedies, § 12:9
Winding up, § 12:18

RECOUPMENT

Secured transactions, recoupment
 against deposit account, § 46:73

REDEMPTION

Secured Transactions (this index)

REES-LEVERING ACT

Allegation of violation of finance
 charge limitation provisions of
 Rees-Levering Act, form, § 58:63
Complaint for rescission and for
 damages by buyer against seller
 for violation of disclosure require-
 ments of Rees-Levering Act, form,
 § 58:62

REFERENCES

See also **Accountings** (this index)
Notice of motion for, § 18:48

REFORMATION OF CONTRACTS

Generally, §§ 28:1 to 28:35
Forms, §§ 28:30 to 28:35
Acceptance of performance, § 28:6
Burden of proof, § 28:18
Cause of action, § 28:15
Considerations, § 28:11
Courts, limitation on power, § 28:27
Defenses, §§ 28:21 to 28:25
Drafter's mistake, § 28:9
Equitable remedy, § 28:2
Evidence, §§ 28:18 to 28:20
Failure to read contract, § 28:25
Forms
 generally, §§ 28:30 to 28:35
 allegation of unilateral mistake of
 one party which was known or
 suspected by other party,
 § 28:32
 complaint for reformation based
 on fraud, § 28:30
 complaint for reformation based
 on mutual mistake of fact,
 § 28:31
 laches, § 28:35
 statute of limitations, § 28:33
 unclean hands, § 28:34
Fraud
 generally, § 28:11
 complaint for reformation based
 on fraud, form, § 28:30
 pleading, § 28:17
Insurance contracts, § 28:12
Intent of parties, presumption,
 § 28:18
Jurisdiction, § 28:13
Jury trial, no right to, § 28:2
Laches, § 28:24
 laches, form, § 28:35
Limitation on power of court,
 § 28:27

REFORMATION OF CONTRACTS—Cont'd

Mistake
 generally, §§ 28:7 to 28:10
 complaint for reformation based
 on mutual mistake of fact,
 form, § 28:31
 drafter, mistake of, § 28:9
 law, mistake of, § 28:10
 mutual mistake of fact, § 28:7
 pleading, § 28:16
 unilateral, § 28:8
Mutual mistake of fact
 generally, § 28:7
 complaint for reformation based
 on mutual mistake of fact,
 form, § 28:31
Nature, § 28:1
Negligence, § 28:25
Parol evidence, § 28:20
Parties
 allegation of unilateral mistake of
 one party which was known or
 suspected by other party, form,
 § 28:32
 inquiry as to intent, § 28:26
 presumption as to intent, § 28:18
Performance, acceptance, § 28:6
Pleading, §§ 28:16, 28:17
Presumption, intent of parties,
 § 28:18
Purpose, § 28:1
Reading of contract, failure, § 28:25
Reformation, who may seek, § 28:4
Relief, §§ 28:28, 28:29
Rescission distinguished, § 28:3
Res judicata, § 28:23
Rights of third parties, § 28:5
Specific performance, § 28:29
Statute of limitations
 defenses, § 28:21
 statute of limitations, form,
 § 28:33
Third parties' rights, § 28:5
Trial by jury, no right to, § 28:2

INDEX

REFORMATION OF CONTRACTS—Cont'd

Unclean hands, §§ 28:22, 28:34
Unilateral mistake, allegation of unilateral mistake of one party which was known or suspected by other party, form, § 28:32
Unilateral mistake of fact, § 28:8
Venue, § 28:14

REGISTRATION OF SECURITIES

Securities Transfer (this index)

REIMBURSEMENT

Letters of credit, complaint by issuing bank for reimbursement where draft honored in good faith, form, § 43:29

REINSURANCE

Novation, distinguished, § 27:6

RELEASE

Secured transactions, notice of judgment lien release or subordination, § 46:134
Suretyship, §§ 38:11 to 38:13

RELIGIOUS CORPORATIONS

Nonprofit Organizations (this index)

RENEWAL

Discount buying services, automatic purchase renewals, § 52:39.50
Trademarks and trade names, § 67:13

RENTS

Forms, allegation for accounting for rents by co-owner, § 35:62

RENUNCIATION

Secured transactions, renunciation or modification of rights by debtor, § 46:127

REORGANIZATIONS OF CORPORATIONS

Generally, §§ 11:1 to 11:26
Forms, §§ 11:17 to 11:26
Abandoned reorganizations, § 11:15
Agreement of merger, § 11:3
Appraisal rights. Dissenters' rights (this group)
Asset sale reorganizations, § 11:1
Asset sales by flexible purpose corporations, § 21:118
Checklist, § 11:17
Close corporations, § 14:22
Constituent corporations, § 11:1
Damages for regulatory violations, § 7:76
Debt liabilities after, § 11:16
Director approvals, § 11:3
Dissenters' rights
 generally, §§ 11:8 to 11:26
 forms, §§ 11:17 to 11:26
 appointment of appraiser, complaint for, § 11:20
 appraisal procedures, § 11:11
 appraisal rights, § 11:8
 appraisers
 complaint, appointment of, § 11:20
 motion for determination by, § 11:22
 motion to confirm report of, § 11:23
 checklist, § 11:17
 definitions, § 11:8
 demand
 generally, § 11:10
 form of notice, § 11:19
 dividend rights, § 11:12
 estoppel to attack validity, § 11:13
 exclusivity of remedies, § 11:13
 fair market value determinations
 generally, §§ 11:11, 11:20
 final order, § 11:25
 form of notice, § 11:18

**REORGANIZATIONS OF
CORPORATIONS—Cont'd**

Dissenters' rights—Cont'd
 fair market value determinations
 —Cont'd
 judgment, § 11:26
 notice of motion for determination, § 11:22
 order appointing appraiser, § 11:24
 interested transaction remedies, § 11:14
 judgment, § 11:26
 loss of dissenting share status, §§ 11:15, 11:21
 notice requirements
 generally, § 11:9
 form of notice, § 11:18
 short-form merger remedies, § 11:14
 submission of shares for endorsement, § 11:10
 time for demanding purchase, § 11:21
 withdrawals, §§ 11:12, 11:15
 Estoppel to attack validity, § 11:13
 Exchange reorganizations, § 11:1
 Fair market value determinations
 generally, §§ 11:11, 11:20
 final order, § 11:25
 form of notice, § 11:18
 judgment, § 11:26
 notice of motion for determination, § 11:22
 order appointing appraiser, § 11:24
 Fairness opinions, § 11:5
 Flexible purpose corporations, § 21:121
 Interested party proposals, § 11:5
 Liabilities after, § 11:16
 Limited Partnerships (this index)
 Merger reorganizations
 generally, § 11:1
 agreement of merger, § 11:3

**REORGANIZATIONS OF
CORPORATIONS—Cont'd**

Merger reorganizations—Cont'd
 constituent corporations, § 11:1
 foreign corporations, mergers with, § 11:1
 shareholder approvals, § 11:4
 short-form mergers, § 11:1
 Parent-subsidiary short-form mergers, § 11:6
 Permit, qualification by, § 7:13
 Qualifications of issues
 generally, § 7:12
 exempt issues, § 7:5
 permit, qualification by, § 7:13
 Regulatory violations, § 7:75
 Requirements
 director approvals, § 11:3
 shareholder approvals, § 11:4
 voting requirements, § 11:4
 Share exchange tender offers
 definition, § 11:7
 distinguished, § 11:2
 fairness opinions, § 11:5
 interested party proposals, § 11:5
 qualifying transactions, § 11:7
 requirements, § 11:3
 Shareholder approvals, § 11:4
 Share transfers while pending, § 11:15
 Short-form mergers
 generally, § 11:1
 distinguished, § 11:2
 parent-subsidiaries, § 11:6
 qualifying transactions, § 11:6
 remedies, § 11:14
 requirements, § 11:3
 summary nature, § 11:6
 Tender offers
 fairness opinions, § 11:5
 interested party proposals, § 11:5
 Tort liabilities after, § 11:16

INDEX

REPORTS

- Benefit corporation, annual benefit report
 - availability of report, § 21:98
 - board's report, § 21:97
 - general report, § 21:95
 - ownership, § 21:96
- Flexible purpose corporations
 - annual reports, § 21:122
 - false reports, § 21:124
 - special purpose current report, § 21:123

REPOSSESSION

- Installment sales, § 57:34
- Motor vehicles, §§ 58:37 to 58:44

REPUDIATION

- Letters of credit, repudiation improper, § 43:24

RESCISSION AND RESTITUTION

- Generally, §§ 30:1 to 30:44
- Forms, §§ 30:38 to 30:44
- Action for restitution after rescission, § 30:29
- Attorney fees, § 30:37
- Consent, negation in unilateral rescission, §§ 30:8 to 30:14
- Contract
 - enforceability, § 30:2
 - fully performed, § 30:22
 - prejudicial to public interest, § 30:19
 - unlawful in unilateral rescission, § 30:18
- Damages
 - generally, §§ 30:32 to 30:37
 - attorney fees, § 30:37
 - consequential, § 30:32
 - emotional distress, § 30:34
 - offset for value of rescinding buyer's use, § 30:33
 - prejudgment interest, § 30:36
 - punitive, § 30:35

RESCISSION AND

RESTITUTION—Cont'd

- Default by plaintiff, affirmative defense of plaintiff's default, form, § 30:43
- Defenses
 - generally, §§ 30:22 to 30:26
 - affirmative defense based on implied mutual rescission of contract, form, § 30:42
 - affirmative defense based on written mutual rescission of contract, form, § 30:41
 - affirmative defense of plaintiff's default, form, § 30:43
 - affirmative defense of waiver of right to rescind, form, § 30:44
 - default by party seeking rescission, § 30:23
 - delay, prejudicial, § 30:25
 - fully performed contract, § 30:22
 - third party, intervening rights, § 30:24
 - waiver, § 30:26
- Definitions and distinctions, § 30:1
- Delay, prejudicial, § 30:25
- Duress and menace, § 30:13
- Effect of rescission on third party beneficiaries, § 30:4
- Emotional distress, § 30:34
- Forms
 - generally, §§ 30:38 to 30:44
 - affirmative defense based on implied mutual rescission of contract, § 30:42
 - affirmative defense based on written mutual rescission of contract, § 30:41
 - affirmative defense of plaintiff's default, § 30:43
 - affirmative defense of waiver of right to rescind, § 30:44
 - notice of rescission and offer of restoration, § 30:38

**RESCISSION AND
RESTITUTION—Cont'd**

Fraud

complaint for relief based on
rescission of lease for fraud or
mistake, form, § **30:39**
unilateral rescission, §§ **30:10,**
30:11

Gift, § 30:5

Home solicitation contracts and
seminar solicitation contracts,
§ **52:36**

Implied mutual rescission, § **30:7**
affirmative defense based on
implied mutual rescission of
contract, form, § **30:42**

Incapacity, mental, § 30:14

Installment sales, § 57:30

complaint for restitution based on
rescission of installment sales
contract by buyer unable to
obtain third-party financing,
form, § **57:42**

Jury trial, availability of, § 30:30

Materiality, § 30:16

Misrepresentation or mistake, § 30:9

**Motor vehicle sales, leases, and
financing, § 58:47**

complaint by lessee against les-
sor for rescission for willful
violation of form and content
requirements of Vehicle Leas-
ing Act, form, § **58:95**

complaint for rescission and for
damages by buyer against
seller for violation of
disclosure requirements of
Rees-Levering act, form,
§ **58:62**

complaint for rescission by buyer
against seller where buyer is
unable to obtain financing,
form, § **58:61**

Mutual rescission, §§ 30:6 to 30:7

affirmative defense based on
written mutual rescission of

**RESCISSION AND
RESTITUTION—Cont'd**

Mutual rescission, §§ 30:6 to 30:7
—Cont'd

contract, form, § **30:41**

Necessity of enforceable contract,
§ 30:2

Notice of rescission, § 30:27

Novation (this index)

Partial rescission, § 30:3

Patents and Invention Develop-
ment (this Index)

Permitted rescission, by statute,
§§ 30:20, 30:21

Procedure, §§ 30:27 to 30:31

Public policy, violation of, §§ 30:18,
30:19

Purpose, impossibility or frustration
of, § 30:17

Reformation of contracts, § 28:3

Remedies, § 30:31

Restitution after rescission, § 30:29

Restoration or offer of restoration,
§ 30:28

notice of rescission and offer of
restoration, form, § **30:38**

Statutes permitting rescission,
§§ 30:20, 30:21

Statutory authority, § 30:15

Termination of contracts
distinguished, § 29:6

Third party, intervening rights,
§ 30:24

Third party beneficiaries, § 30:4

Third-Party Beneficiary Contracts
(this index)

Undue influence, § 30:12

Unilateral rescission

generally, §§ **30:8 to 30:26**

consent, negation of, §§ **30:8 to**
30:14

consideration, failure of,
§§ **30:15 to 30:17**

constructive fraud, § **30:11**

contract fully performed, § **30:22**

INDEX

RESCISSION AND

RESTITUTION—Cont'd

Unilateral rescission—Cont'd

- contract prejudicial to public interest, § 30:19
- contract unlawful, § 30:18
- default by party seeking rescission, § 30:23
- defenses, §§ 30:22 to 30:26
- delay, prejudicial, § 30:25
- duress and menace, § 30:13
- fraud, §§ 30:10, 30:11
- impossibility or frustration of purpose, § 30:17
- incapacity, mental, § 30:14
- materiality, failure of consideration, § 30:16
- mistake or innocent misrepresentation, § 30:9
- public policy, violation of, §§ 30:18, 30:19
- statutes permitting rescission in certain circumstances, §§ 30:20, 30:21
- statutes referenced by CC § 1689, § 30:20
- statutory authority, §§ 30:8, 30:15
- third party intervening rights, § 30:24
- undue influence, § 30:12
- waiver, § 30:26

Waiver

- affirmative defense of waiver of right to rescind, form, § 30:44
- unilateral rescission, § 30:26

RES JUDICATA

Reformation of contracts, § 28:23

Usury, affirmative defense of res judicata to claim for recovery of penalty for usury, form, § 54:60

RESPONSIBILITIES

Benefit corporation officer, § 21:99

RESTITUTION

Rescission and Restitution (this Index)

RESTRAINTS OF TRADE

Generally, §§ 63:1 to 63:40

Forms, §§ 63:34 to 63:40

See also Unfair Competition (this Index)

Action on behalf of state, political subdivision, or public agency, § 63:23

Agreements Not to Compete (this Index)

Attorney fees, § 63:32

Attorney general, notice to, § 63:33

Bidding, noncompetitive, § 63:15

Cartwright act

generally, §§ 63:1 to 63:6

actions under, §§ 63:23 to 63:3

Class actions, § 63:27

Collective bargaining, affirmative defense to allegation of price fixing that defendants were engaged in collective bargaining, form, § 63:36

Contracts

effect on, § 63:4

provisions in, § 63:18

Corporate defendants, § 63:10

Costs, interest, and attorney fees, § 63:32

Damages, treble, §§ 63:26 to 63:33

Damages and injunctive relief, § 63:31

Defendants, corporate, § 63:10

Discrimination, §§ 63:17, 63:18

Dissolution, § 63:25

Exclusion from business transaction, § 63:17

Exclusive dealing, § 63:20

Federal antitrust law, § 63:1

Foreign corporation, license revocation, § 63:25

Forms

generally, §§ 63:34 to 63:40

RESTRAINTS OF TRADE

—Cont'd

Forms—Cont'd

- affirmative defense by trade association, § 63:38
- affirmative defense that plaintiff's action is barred by the statute of limitations, § 63:36
- affirmative defense to allegation of price fixing that defendants were engaged in collective bargaining, § 63:37
- notice of motion by plaintiff to recover prejudgment interest, § 63:39
- plaintiff's declaration in support of motion to recover prejudgment interest, § 63:40
- verified complaint by manufacturer against supplier for illegal tying arrangement, § 63:35
- verified complaint by purchaser for price fixing against competing suppliers, § 63:34
- Government entities, § 63:11
- Health care groups, § 63:13
- Health service plans, § 63:16
- Horizontal and vertical restraints on trade, § 63:6
- Insurance companies, § 63:13
- Joinder, § 63:27
- Labor organizations, § 63:7
- Letters of credit, contracts, or other documents, provisions in, § 63:18
- License revocation of foreign corporation, § 63:25
- Manufacturers, verified complaint by manufacturer against supplier for illegal tying arrangement, form, § 63:35
- Mergers, § 63:21
- Monopoly, § 63:22
- Noncompetitive bidding, § 63:15
- Nonprofit organizations, § 63:12

RESTRAINTS OF TRADE

—Cont'd

- Notice of motion, notice of motion by plaintiff to recover prejudgment interest, form, § 63:39
- Notice to attorney general, § 63:33
- Parens patriae action, § 63:24
- Per se and rule of reason analysis, § 63:5
- Persons attempting to influence governmental actions, § 63:11
- Plaintiff's pleadings, § 63:28
- Prejudgment interest
 - notice of motion by plaintiff to recover prejudgment interest, form, § 63:39
 - plaintiff's declaration in support of motion to recover prejudgment interest, form, § 63:40
- Price fixing
 - generally, §§ 63:14 to 63:16
 - affirmative defense to allegation of price fixing that defendants were engaged in collective bargaining, form, § 63:37
 - verified complaint by purchaser for price fixing against competing suppliers, form, § 63:34
- Providers of services, § 63:9
- Purchasers, verified complaint by purchaser for price fixing against competing suppliers, form, § 63:34
- Refusal to deal, § 63:20
- Religious or nonprofit organizations, § 63:12
- Statute of limitations, affirmative defense that plaintiff's action is barred by the statute of limitations, form, § 63:36
- Statute of limitations and other defenses, § 63:30
- Statutory authority; standing, § 63:26
- Summary judgment, § 63:29

INDEX

RESTRAINTS OF TRADE —Cont'd

Suppliers

verified complaint by
manufacturer against supplier
for illegal tying arrangement,
form, § 63:35

verified complaint by purchaser
for price fixing against
competing suppliers, form,
§ 63:34

Trade associations

affirmative defense by trade
association, form, § 63:38
defendants, § 63:8

Treble damages, §§ 63:26 to 63:33

Trusts, general prohibition against,
§ 63:3

Tying agreements, § 63:19

Tying arrangement, verified com-
plaint by manufacturer against
supplier for illegal tying arrange-
ment, form, § 63:35

Vertical and horizontal restraints on
trade, § 63:6

RETAINED EARNINGS

Corporations, § 8:14

REVISED LIMITED PARTNERSHIP ACT

Generally, § 19:2

See also **Limited Partnerships** (this
index)

REVISED UNIFORM PARTNERSHIP ACT OF 1994

See also **Partnerships** (this index)

Actions between partners, § 17:1

Actions by and against partnerships,
§ 16:2

RIGHTS OF ACTION

Discount buying services, no private
right of action, § 52:39.50

Negligence or misrepresentation,
right of action based on, § 49:40

RIGHTS OF ACTION—Cont'd

Sales, contracts, § 40:111

ROSENTHAL FAIR DEBT COLLECTION PRACTICES ACT

Debt collection practices, § 59:1

ROYALTIES

Artistic property, § 69:2

complaint to recover royalty,
form, § 69:14

Complaint by patent licensor for
accounting and payment of royal-
ties due under license, form,
§ 70:17

Defense that plaintiff is not entitled
to royalties under licensing agree-
ment because patent has expired,
form, § 70:20

Defense that plaintiff is not entitled
to royalties under licensing agree-
ment because patent is invalid,
form, § 70:19

SALES

Generally, §§ 40:1 to 40:114

Forms, §§ 40:43 to 40:50, 40:65 to
40:68, 40:76 to 40:80, 40:106 to
40:110

Acceptance of goods

general discussion, § 40:59

complaint for damages based on
nonacceptance of goods, form,
§ 40:107

damages for breach, § 40:72

effect, § 40:60

notice of breach after acceptance,
form, § 40:66

revocation, § 40:62

Accounting, forms, complaint for
accounting by sales agent, § 35:59

Additional terms in acceptance or
confirmation, § 40:9

Allocation of risk of loss, § 40:28

SALES—Cont'd

Anticipatory repudiation, allegation of anticipatory repudiation, form, § 40:45

Applicability to sales, § 40:3

Assignment of rights, § 40:11

Automobiles. Motor Vehicle Sales, Leases, and Financing (this index)

Breach of warranty. Warranties (this group)

Buyers

- damages for breach in regard to accepted goods, § 40:72
- damages for nondelivery or repudiation, § 40:71
- duties as to rightfully rejected goods, § 40:55
- failure to pay, forms, § 40:108
- incidental and consequential damages, § 40:73
- notice of litigation, forms, § 40:68
- objections, waiver of, § 40:58
- options as to salvage of rightfully rejected goods, § 40:57
- rejection of delivery notice, forms, § 40:65
- rights and remedies, §§ 40:51 to 40:95
- right to goods on seller's insolvency, § 40:51
- right to inspection of goods, § 40:52
- specific performance or replevin, right to, § 40:74

Car Sales. Motor Vehicle Sales, Leases, and Financing (this index)

Casualty to goods, § 40:33

Checklists

- limitations and notices regarding seller's remedies, § 40:105
- time limits and matters requiring notice prior to actions by buyer or seller, § 40:42

SALES—Cont'd

Collateral. **Secured Transactions** (this index)

Confirmed credit, § 40:22

Consignment, § 40:23

Contracts

- additional terms in acceptance or confirmation, § 40:9
- construction, §§ 40:12 to 40:23
- firm offers, § 40:7
- formation, §§ 40:6 to 40:11
- modification, § 40:35
- offer and acceptance, § 40:8
- performance, §§ 40:29 to 40:33
- right of action, § 40:111

Conversion, complaint by buyer against third party for conversion of goods, form, § 40:113

Course of dealing and usage of trade, § 40:5

Cover

- affirmative defense in answer based on unreasonable cover by buyer, form, § 40:79
- substitute goods, § 40:70

Credit

- general discussion, § 40:22
- creditors' rights, § 40:25

Damages

- actions for, §§ 40:69 to 40:80
- affirmative defense alleging remedy limited to liquidated damages, form, § 40:47
- complaint by seller, form, § 40:106
- deduction of, from price, § 40:75
- limitation of, § 40:36
- nonacceptance of goods, form, § 40:107
- nonacceptance or repudiation, § 40:102
- nondelivery or repudiation, § 40:71
- recovery, form, § 40:43
- remedy, form, § 40:47

INDEX

SALES—Cont'd

Damages—Cont'd

seller's nondelivery, form,
§ 40:77

Damage to goods, complaint by
seller on own behalf and as fidu-
ciary for buyer against third party
for damage to goods, form,
§ 40:114

Definitions under Uniform Com-
mercial Code, § 40:4

Delegation of performance and
assignment of rights, § 40:11

Delivery

absence of specified place,
§ 40:17

affirmative defense in answer
based on goods not delivered,
form, § 40:109

complaint for damages for sell-
er's nondelivery of goods sold,
form, § 40:77

improper, buyer's rights, § 40:53

no arrival, no sale term, § 40:21

nondelivery or repudiation dam-
ages, § 40:71

notice of buyer's rejection of
delivery, form, § 40:65

single lot, § 40:16

Evidence

market price, § 40:41

proof of purchase form, § 40:87

Evidence of goods preservation in
dispute, § 40:64

Excuse, § 40:33

Firm offers, § 40:7

Flexible purpose corporations, sale
of assets, § 21:118

Forms

generally, §§ 40:43 to 40:50,
40:65 to 40:68, 40:76 to
40:80, 40:106 to 40:110

affirmative defense alleging
action barred by statute of lim-
itations, § 40:48

SALES—Cont'd

Forms—Cont'd

affirmative defense alleging rem-
edy limited to liquidated dam-
ages, § 40:47

affirmative defense based on
impracticability of perfor-
mance, § 40:50

affirmative defense in answer
based on goods not delivered,
§ 40:109

affirmative defense in answer
based on goods not unique,
§ 40:80

affirmative defense in answer
based on modification of war-
ranty, § 40:92

affirmative defense in answer
based on no implied warranty
due to "as is" sale, § 40:94

affirmative defense in answer
based on no implied warranty
due to buyer examining goods
before entering into contract,
§ 40:95

affirmative defense in answer
based on no implied warranty
of merchantability because
seller not merchant, § 40:93

affirmative defense in answer
based on nonconforming
goods, § 40:110

affirmative defense in answer
based on unreasonable cover
by buyer, § 40:79

affirmative defense of failure to
comply with statute of frauds,
§ 40:49

allegation for breach of implied
warranty of fitness for particu-
lar purpose, § 40:91

allegation of anticipatory
repudiation, § 40:45

allegation of breach of express
warranty based on goods not
conforming to sample, § 40:89

SALES—Cont'd

Forms—Cont'd

- buyer's notice of litigation to person answerable over, § 40:68
- complaint by buyer against third party for conversion of goods, § 40:113
- complaint by seller on own behalf and as fiduciary for buyer against third party for damage to goods, § 40:114
- complaint for damages based on nonacceptance of goods, § 40:107
- complaint for damages by seller following private resale of goods, § 40:106
- complaint for damages for breach of express warranty, § 40:88
- complaint for damages for breach of implied warranty of merchantability, § 40:90
- complaint for damages for buyer's cover by procurement of substitute goods, § 40:76
- complaint for damages for seller's nondelivery of goods sold, § 40:77
- complaint for recovery of price of goods following buyer's failure to pay after acceptance, § 40:108
- complaint for specific performance where the goods are unique, § 40:78
- complaint to recover liquidated damages, § 40:43
- demand by buyer for adequate assurance of performance, § 40:44
- notice of acceptance of nonconforming goods with reservation of right to damages, § 40:67

SALES—Cont'd

Forms—Cont'd

- notice of breach after acceptance, § 40:66
- notice of buyer's rejection of delivery, § 40:65
- notice to offer evidence of substitute market price, § 40:46
- vouching in, § 40:68
- Fraud, § 40:37
- Identification, § 40:27
- Implied warranty
 - affirmative defense in answer based on no implied warranty due to "as is" sale, form, § 40:94
 - affirmative defense in answer based on no implied warranty due to buyer examining goods before entering into contract, form, § 40:95
 - affirmative defense in answer based on no implied warranty of merchantability because seller not merchant, form, § 40:93
 - allegation for breach of implied warranty of fitness for particular purpose, form, § 40:91
 - complaint for damages for breach of implied warranty of merchantability, form, § 40:90
- Impracticability of performance, affirmative defense based on impracticability of performance, form, § 40:50
- Incidental damages, seller's, § 40:104
- Indemnification, § 40:39
- Insolvency of buyer, § 40:96
- Insolvency of seller, § 40:51
- Inspection of goods, buyer's right, § 40:52
- Installment contracts, § 40:63
- Installment Sales** (this Index)

INDEX

SALES—Cont'd

Insurable interest in goods, § 40:27
Letters of credit, § 40:22
Limitation of actions for breach, § 40:39
Liquidated damages
 affirmative defense alleging remedy limited to liquidated damages, form, § 40:47
 complaint to recover liquidated damages, form, § 40:43
Liquidation, § 40:36
Marketing Plans. **Private Franchises** (this Index)
Market price. Price (this group)
Modification, rescission, and waiver
 general discussion, § 40:10
 affirmative defense in answer based on modification of warranty, form, § 40:92
 warranties, modification of, § 40:85
Motor Vehicle Sales, Leases, and Financing (this index)
Motor Vehicle Sales, Leases, and Financing (this Index)
Nonconforming goods
 affirmative defense in answer based on nonconforming goods, form, § 40:110
 allegation of breach of express warranty based on goods not conforming to sample, form, § 40:89
 notice of acceptance of nonconforming goods with reservation of right to damages, form, § 40:67
 seller's rights, § 40:56
Nondelivery. Delivery (this group)
Notice
 general discussion, § 40:38
 acceptance, § 40:67
 buyer's notice of litigation to person answerable over, § 40:68

SALES—Cont'd

Notice—Cont'd
 buyer's notice of litigation to person answerable over, form, § 40:68
 litigation, § 40:61
 notice of acceptance of nonconforming goods with reservation of right to damages, form, § 40:67
 notice of breach after acceptance, form, § 40:66
 notice of buyer's rejection of delivery, form, § 40:65
 notice to offer evidence of substitute market price, form, § 40:46
 termination, § 40:18
Offer and acceptance, §§ 40:8, 40:9
Output and requirements, § 40:15
Payment by buyer
 general discussion, § 40:31
 time for payment or running of credit, § 40:19
Performance
 general discussion, §§ 40:29 to 40:33
 affirmative defense based on impracticability of performance, form, § 40:50
 anticipatory repudiation, § 40:32
 assurance, § 40:32
 complaint for specific performance where the goods are unique, form, § 40:78
 course of performance or practical construction, § 40:5
 delegation of performance and assignment of rights, § 40:11
 demand by buyer for adequate assurance of performance, form, § 40:44
 obligations in performance of contracts, § 40:29
 options, § 40:20

SALES—Cont'd

Performance—Cont'd

specific performance or replevin,
right to, § 40:74

substituted performance, § 40:33

Policy of Commercial Code, § 40:1

Price

generally, § 40:46

action for price, § 40:103

complaint for recovery of price
of goods following buyer's
failure to pay after acceptance,
form, § 40:108

damages deducted from, § 40:75

notice to offer evidence of
substitute market price, form,
§ 40:46

open price terms, § 40:14

proof of, § 40:41

Price (this Index)

Purpose of Commercial Code, § 40:1

Rejection of goods

general discussion, §§ 40:55,
40:57

manner and effect of, § 40:54

notice of buyer's rejection of
delivery, form, § 40:65

Remedies

generally, § 40:69

administered liberally, § 40:34

buyer's, §§ 40:51 to 40:95

fraud, § 40:37

limitations, § 40:35

seller's, §§ 40:96 to 40:110

Replevin, buyer's right, § 40:74

Requirements and output, § 40:15

Resale

general discussion, § 40:100

complaint for damages by seller
following private resale of
goods, form, § 40:106

Retail sales warranty, § 40:87

Revocation of acceptance, § 40:62

Risk of loss, §§ 40:24 to 40:28,
40:112

SALES—Cont'd

Sale on approval and sale or return,
§ 40:23

Securities, Sale of. **Securities
Transfers** (this Index)

Seller

damages for nonacceptance or
repudiation, § 40:102

incidental damages, § 40:104

person in position as, § 40:101

remedies

checklist of limitations and
notices, § 40:105

in general, § 40:97

remedies on discovery of buyer's
insolvency, § 40:96

resale, § 40:100

rights and remedies, §§ 40:96 to
40:110

right to cure nonconformance,
§ 40:56

right to identify goods to the
contract, § 40:98

stoppage of delivery in transit,
§ 40:99

Seller assisted marketing plans
generally, § 23:82

See also **Private Franchises**
(this index)

Specific performance

complaint for specific perfor-
mance where the goods are
unique, form, § 40:78

right to specific performance,
§ 40:74

Statute of frauds, § 40:49

general discussion, § 40:40

affirmative defense of failure to
comply with statute of frauds,
form, § 40:49

Statute of limitations, affirmative
defense alleging action barred by
statute of limitations, form,
§ 40:48

Stoppage of delivery in transit,
§ 40:99

INDEX

SALES—Cont'd

Substituted performance, § 40:33

Substitution of goods

general discussion, § 40:70

complaint for damages for
buyer's cover by procurement
of substitute goods, form,
§ 40:76

Supplementary general principles of
law, § 40:2

Tender of delivery, § 40:30

Third parties, suits against,
§§ 40:111 to 40:114

Time

absence of time provisions,
§ 40:18

payment or running of credit,
§ 40:19

Title

general discussion, §§ 40:24 to
40:28

transfer, §§ 40:24, 40:26

warranty of, § 40:81

Trade usage, § 40:5

Unconscionability, § 40:13

Uniform Commercial Code Division
2, generally, §§ 40:1 to 40:50

Unique goods, affirmative defense in
answer based on goods not unique,
form, § 40:80

Variation by agreement, § 40:12

Vouching in, buyer's notice of litigation
to person answerable over,
§ 40:68

Waiver of buyer's objections,
§ 40:58

Warranties

affirmation, promise, description,
or sample, § 40:82

affirmative defense in answer
based on modification of warranty,
form, § 40:92

affirmative defense in answer
based on no implied warranty
due to "as is" sale, form,
§ 40:94

SALES—Cont'd

Warranties—Cont'd

affirmative defense in answer

based on no implied warranty
due to buyer examining goods
before entering into contract,
form, § 40:95

breach, §§ 40:81 to 40:95

complaint for damages for breach
of express warranty, form,
§ 40:88

cumulation and conflict of,
§ 40:86

exclusion or modification,
§ 40:85

fitness for particular use, § 40:84

implied warranties (this group)

merchantability, § 40:83

title and against infringement,
§ 40:81

SAVINGS AND LOANS

Generally, §§ 50:1 to 50:39

Forms, §§ 50:33 to 50:39

Account holder

complaint by account holder
alleging unlawful exercise of
setoff by association, form,
§ 50:36

Account holders' rights, §§ 50:17 to
50:23

Adverse claims

affidavit of adverse claim, form,
§ 50:38

savings account holders, § 50:21

Application, affirmative defense to
cause of action against borrower
for intentional misrepresentation
in loan application, form, § 50:39

Asset requirements, § 50:28

Association officers and directors,
verified complaint against association
officers and directors in
shareholder derivative action,
form, § 50:33

SAVINGS AND LOANS—Cont'd

Bond requirements for directors,
officers, and employees, § 50:15

Bonds

defendant's declaration in sup-
port of motion for order
requiring plaintiff in derivative
action to furnish bond, form,
§ 50:35

notice of motion for order requir-
ing plaintiff in derivative
action to furnish bond, form,
§ 50:34

Bonds and securities, § 50:24

Books and records, access, § 50:12

Borrower

affirmative defense to cause of
action against borrower for
intentional misrepresentation
in loan application, form,
§ 50:39

complaint against borrower for
intentional misrepresentation
in loan application, form,
§ 50:37

Branch and agency powers, § 50:4

Charges, § 50:19

Commissioner, transactions requir-
ing consent or approval of, § 50:5

Communications to members and
stockholders, § 50:13

Corporate organization and structure,
§§ 50:6 to 50:10

Definitions, § 50:2

Derivative action

notice of motion for order requir-
ing plaintiff in derivative
action to furnish bond, form,
§ 50:34

verified complaint against
association officers and direc-
tors in shareholder derivative
action, form, § 50:33

Derivative actions

generally, § 2:4

SAVINGS AND LOANS—Cont'd

Disclosure

failure, § 50:19

Dissolution, § 50:10

Dividends, payment, § 50:14

Employees, bond requirements,
§ 50:15

Failure to disclose, § 50:19

Fees, § 50:19

Financial information, § 50:12

Formation, § 50:6

Forms

generally, §§ 50:33 to 50:39

affidavit of adverse claim,
§ 50:38

affirmative defense to cause of
action against borrower for
intentional misrepresentation
in loan application, § 50:39

complaint against borrower for
intentional misrepresentation
in loan application, § 50:37

complaint by account holder
alleging unlawful exercise of
setoff by association, § 50:36

defendant's declaration in sup-
port of motion for order
requiring plaintiff in derivative
action to furnish bond, § 50:35

notice of motion for order requir-
ing plaintiff in derivative
action to furnish bond, § 50:34

verified complaint against
association officers and direc-
tors in shareholder derivative
action, § 50:33

Fraud, action against borrower,
§ 50:32

Governing law, § 50:1

Interest

account holders, § 50:19

real estate loans, § 50:30

Investments

generally, §§ 50:24 to 50:26

loans, investments in, § 50:27

Issuance of stock, § 50:8

INDEX

SAVINGS AND LOANS—Cont'd

Leases, § 50:26
Loan application, complaint against
 borrower for intentional misrepresentation in loan application, form,
 § 50:37
Meetings of mutual associations,
 § 50:11
Members
 see also stockholders
 below
 communications, § 50:13
 rights, §§ 50:11 to 50:16
Misrepresentation
 affirmative defense to cause of
 action against borrower for
 intentional misrepresentation
 in loan application, form,
 § 50:39
 complaint against borrower for
 intentional misrepresentation
 in loan application, form,
 § 50:37
Mortgage provisions, enforceability,
 § 50:31
Naming, § 50:7
Organization and structure, §§ 50:6
 to 50:10
Personal property, rental, § 50:26
Powers of savings associations,
 §§ 50:3 to 50:5
Real and personal property, § 50:25
Real estate loans
 interest, § 50:30
 rules and requirements, § 50:29
Records, access, § 50:12
Redemption, § 50:23
Rental of personal property, § 50:26
Reorganization and other changes,
 § 50:9
Restrictions on loan amounts,
 § 50:28
Savings account holders' rights,
 §§ 50:17 to 50:23
Savings associations' obligations
 regarding loans, §§ 50:27 to 50:32

SAVINGS AND LOANS—Cont'd

Securities, § 50:24
Setoff, § 50:20
Shareholder derivative actions,
 § 50:16
Shareholders
 see stockholders
 below
Stock, issuance, § 50:8
Stockholders
 communications, § 50:13
 derivative actions, § 50:16
 rights, §§ 50:11 to 50:16
 verified complaint against
 association officers and direc-
 tors in shareholder derivative
 action, form, § 50:33
Stock splits, § 50:14
Transactions requiring consent or
 approval of commissioner, § 50:5
Types of accounts, § 50:18
Unlawful exercise of setoff, com-
plaint by account holder alleging
unlawful exercise of setoff by
association, form, § 50:36
Voting at mutual associations meet-
ings, § 50:11
Withdrawal, § 50:22

SECONDARY OBLIGORS

Secured Transactions (this index)

SECRET

Trade Secrets (this Index)

SECRETARY OF STATE

Annual corporate reports to
 generally, § 9:26
 contents and revisions, § 9:27
Corporate forms available on line,
 § 1:37
Corporations, service of process on,
 § 1:7
Securities regulation disclosure state-
ments, § 1:48

SECRET PROFITS

Agency (this index)

SECURED TRANSACTIONS

Generally, §§ 46:1 to 46:169

Forms, §§ 46:128 to 46:170

Acceptance of collateral

generally, §§ 46:118 to 46:120

forms, notice of objection to
secured party's acceptance of
collateral, § 46:142

notice, § 46:119

Accessions, § 46:84

Accounting

forms, complaint for accounting
and damages after failure of
seller to act in commercially
reasonable manner in
attempted sale of goods,
§ 46:160

request, § 46:91

statements (this group)

After-acquired property

generally, § 46:30

forms, allegation that after-
acquired property was not
subject to security interest,
§ 46:153

Agreements. Security agreements
(this group)

Agricultural liens

perfection, §§ 46:34, 46:42

priorities, §§ 46:74, 46:83, 46:86

time of default, § 46:105

Alienability of debtor's rights,
§ 46:92

Amendment of assigned contract,
§ 46:96

Amendment of financing statements
generally, §§ 46:60, 46:62
forms

national UCC, financing
statement amendment and
addendum, § 46:129

SECURED TRANSACTIONS

—Cont'd

Amendment of financing statements

—Cont'd

forms—Cont'd

sample uniform form of writ-
ten financing statement and
amendment addendum,
§ 46:137

Assignments

agreement not to assert defenses
against assignee, § 46:94

claims and defenses against
assignee, § 46:95

discharge of account debtor;
notification; proof of assign-
ment; ineffective terms,
§ 46:97

duties of secured party if account
debtor has been notified of
assignment, § 46:90

modification of assigned
contract, § 46:96

proof of assignment, § 46:97

restrictions, §§ 46:99, 46:100
rights acquired by assignee,
§ 46:95

secured party's powers, assign-
ment of, § 46:66

Attachment

generally, §§ 46:28 to 46:32

forms, notice of attachment lien,
§ 46:135

Automatic perfection of security
interests, § 46:44

Bailments, § 46:57

Bank deposit accounts, §§ 46:7,
46:36, 46:73, 46:79

Banks, special priority rules, § 46:7

Broker's lien, § 46:32

Calculation of surplus or deficiency,
§ 46:114

Certificates of title, perfection and
priority of security interests,
§§ 46:35, 46:85

Changes. Amendment (this group)

INDEX

SECURED TRANSACTIONS

—Cont'd

- Chattel paper or instrument, priority of interests, § **46:70**
- Choice of law
 - generally, §§ **46:33 to 46:39**
 - changes affecting choice-of-law-rules, § **46:5**
- Commercially reasonable conduct
 - generally, § **46:125**
 - forms, complaint for accounting and damages after failure of seller to act in commercially reasonable manner in attempted sale of goods, § **46:160**
- Commingled goods, § **46:84**
- Compulsory disposition of collateral, § **46:118**
- Consignments
 - generally, § **46:57**
 - definitions, § **46:26**
- Consumer goods
 - commingled goods, § **46:84**
 - contents of notification before disposition of collateral in consumer-goods transactions, § **46:112**
 - definitions, § **46:22**
 - forms
 - complaint for accounting and damages after failure of seller to act in commercially reasonable manner in attempted sale of goods, § **46:160**
 - notification before disposition of collateral in consumer-goods transactions, § **46:144**
 - perfection and priority, §§ **46:35, 46:69, 46:85**
 - special rules regarding consumer goods, § **46:12**
- Continuation
 - generally, § **46:43**

SECURED TRANSACTIONS

—Cont'd

- Continuation—Cont'd
 - change in governing law, § **46:49**
 - continuation statements, §§ **46:64, 46:169**
 - forms, allegation that continuation statement was filed, § **46:169**
- Contracts. Security agreements (this group)
- Control of collateral
 - perfection by control, § **46:48**
 - possession. Possession of collateral (this group)
 - rights and duties of secured party, §§ **46:87, 46:88**
- Correction statements
 - generally, § **46:62**
 - forms, national correction statement, § **46:132**
- Creation of security interest, definition, § **46:21**
- Crops. Agricultural liens (this group)
- Debtor's acts or omissions, liability of secured party, § **46:93**
- Declaratory relief
 - complaint for declaratory judgment as to extent, validity, and priority of security interest, form, § **46:145**
 - complaint for declaratory relief as to existence of default and to enjoin unlawful disposition of collateral, form, § **46:158**
- Default, §§ **46:11, 46:101 to 46:127**
- Deficiency
 - generally, § **46:124**
 - calculation of surplus or deficiency, § **46:114**
 - forms, complaint to recover deficiency following disposition of collateral, § **46:149**
 - liability for deficiency and right to surplus, § **46:107**
- Definitions, §§ **46:21 to 46:26**

SECURED TRANSACTIONS

—Cont'd

Deposit accounts, §§ **46:7, 46:36, 46:73, 46:79**

Discharge of account debtor, § **46:97**

Disposition or sale of collateral
application of proceeds of disposition, § **46:113**

compulsory disposition of collateral, § **46:118**

contents of notification before disposition, § **46:112**

forms

allegation in action for redemption that collateral was already sold by secured party, § **46:165**

allegations in complaint to require secured party to dispose of collateral, § **46:162**

allegation that secured party failed to dispose of collateral in commercially reasonable manner, § **46:155**

allegation that secured party was entitled to dispose of collateral as stated in complaint, § **46:166**

complaint for accounting and damages after failure of seller to act in commercially reasonable manner in attempted sale of goods, § **46:160**

complaint to enjoin secured party's improper disposition of collateral after default, § **46:159**

complaint to recover deficiency following disposition of collateral, § **46:149**

notification before disposition of collateral in consumer-goods transactions, § **46:144**

SECURED TRANSACTIONS

—Cont'd

Disposition or sale of collateral

—Cont'd

forms—Cont'd

notification before disposition of collateral in

nonconsumer-goods transactions, § **46:143**

secured party's rights on disposition of collateral and in proceeds, § **46:89**

security interest, effect of debtor's use or disposition of collateral, § **46:31**

Duties of secured parties, § **46:3**

Enforcement, § **46:11**

Errors or omissions, § **46:56**

False and misleading advertising, § **61:27**

Filing financing statement and related records

generally, §§ **46:10, 46:45, 46:50 to 45:66, 46:50 to 46:66**

contents required, § **46:53**

continuation statements, § **46:64**

effectiveness of filed financing statements, § **46:63**

fees, § **46:52**

forms, allegation that continuation statement was filed, § **46:169**

persons entitled to file, § **46:59**

place to file, § **46:51**

time for filing, § **46:53**

Financing statements

amendment of financing statements (this group)

effectiveness, § **46:58**

filing, §§ **46:10, 46:45, 46:50 to 46:66**

forms

national financing statement, § **46:128**

INDEX

SECURED TRANSACTIONS

—Cont'd

- Financing statements—Cont'd
 - forms—Cont'd
 - national UCC, financing statement amendment and addendum, § 46:129
 - sample uniform form of written financing statement and amendment addendum, § 46:137
 - priority of security interest or agricultural lien perfected by incorrect filed financing statement, § 46:86
 - termination, § 46:61
- Fixtures
 - forms, complaint that plaintiff had priority interest in fixtures, § 46:167
 - priority of interests, § 46:83
 - secured party's rights, § 46:102
- Foreclosure, forms, complaint to foreclose security interest, § 46:148
- Forms
 - generally, §§ 46:128 to 46:170
 - allegation based on secured party's failure to preserve collateral, § 46:161
 - allegation for damages for secured party's failure to allow debtor to redeem collateral, § 46:164
 - allegation in action for redemption that collateral was already sold by secured party, § 46:165
 - allegations in complaint to require secured party to dispose of collateral, § 46:162
 - allegation that after-acquired property was not subject to security interest, § 46:153
 - allegation that continuation statement was filed, § 46:169

SECURED TRANSACTIONS

—Cont'd

- Forms—Cont'd
 - allegation that debtor's waiver of rights was void, § 46:154
 - allegation that purchaser had priority over holder of prior perfected security interest in instrument, § 46:168
 - allegation that sale was not in ordinary course of business, § 46:170
 - allegation that secured party failed to dispose of collateral in commercially reasonable manner, § 46:155
 - allegation that secured party failed to give adequate notice of sale, § 46:156
 - allegation that secured party failed to perfect security interest, § 46:152
 - allegation that secured party was entitled to dispose of collateral as stated in complaint, § 46:166
 - allegation that security agreement was invalid, § 46:151
 - allegation that third party was bona fide purchaser for value in ordinary course of business, § 46:157
 - allegation to recover damages for market value of collateral disposed of by secured party without notice, § 46:163
 - complaint for accounting and damages after failure of seller to act in commercially reasonable manner in attempted sale of goods, § 46:160
 - complaint for declaratory judgment as to extent, validity, and priority of security interest, § 46:145

SECURED TRANSACTIONS

—Cont'd

Forms—Cont'd

- complaint for declaratory relief as to existence of default and to enjoin unlawful disposition of collateral, **§ 46:158**
- complaint for injunction to prevent removal of collateral from state, **§ 46:146**
- complaint that plaintiff had priority interest in fixtures, **§ 46:167**
- complaint to enjoin secured party's improper disposition of collateral after default, **§ 46:159**
- complaint to foreclose security interest, **§ 46:148**
- complaint to recover deficiency following disposition of collateral, **§ 46:149**
- complaint to recover possession of collateral, **§ 46:147**
- debtor's or secondary obligor's waiver of rights following default, **§ 46:139**
- demand by debtor that secured party furnish termination statement cal. u. com. code § 9513, **§ 46:138**
- national correction statement, **§ 46:132**
- national financing statement, **§ 46:128**
- national financing statement additional party, **§ 46:130**
- national financing statement amendment additional party, **§ 46:131**
- national information request, **§ 46:136**
- national UCC, financing statement amendment and addendum, **§ 46:129**

SECURED TRANSACTIONS

—Cont'd

Forms—Cont'd

- notice of attachment lien, **§ 46:135**
- notice of judgment lien and judgment lien addendum, **§ 46:133**
- notice of judgment lien release or subordination, **§ 46:134**
- notice of objection to secured party's acceptance of collateral, **§ 46:142**
- notice of secured party's intent to retain collateral in satisfaction of debt, **§ 46:141**
- notification before disposition of collateral in consumer-goods transactions, **§ 46:144**
- notification before disposition of collateral in nonconsumer-goods transactions, **§ 46:143**
- sample uniform form of written financing statement and amendment addendum, **§ 46:137**
- secured party's demand for possession of collateral on debtor's default, **§ 46:140**
- Future advances, **§ 46:75**
- General intangibles, restrictions on assignment of, **§ 46:99**
- Good faith
 - definition, **§ 46:13**
 - forms, allegation that third party was bona fide purchaser for value in ordinary course of business, **§ 46:157**
- Health care insurance receivables, restrictions on assignment of, **§ 46:99**
- Indication of collateral, **§ 46:55**
- Investments
 - investment property, **§ 46:37**
 - priority of interests, **§ 46:80**
 - secured investment claims, **§ 23:85**

INDEX

SECURED TRANSACTIONS

—Cont'd

- Judgments liens, forms
 - notice of judgment lien and judgment lien addendum, § **46:133**
 - notice of judgment lien release or subordination, § **46:134**
- Leases
 - generally, § **46:57**
 - priority of interests, § **46:69**
 - restrictions on creation or enforcement of security interest in leasehold interest or in lessor's residual interest, § **46:98**
- Letters of credit, §§ **46:38, 46:81, 46:100**
- Licensees, priority of interests, § **46:69**
- Limitation on liability of secured party, § **46:126**
- Market value, forms, allegation to recover damages for market value of collateral disposed of by secured party without notice, § **46:163**
- Modification
 - amendment (this group)
 - validity of renunciation or modification of rights by debtor, § **46:127**
- Motor Vehicle Sales, Leases, and Financing** (this Index)
- Multistate transactions, § **46:19**
- Names of debtor and secured party, § **46:54**
- New debtors, security interests created by, § **46:78**
- Notice
 - acceptance of collateral, § **46:119**
 - contents of notification before disposition of collateral in consumer-goods transactions, § **46:112**

SECURED TRANSACTIONS

—Cont'd

- Notice—Cont'd
 - discharge of account debtor; notification; proof of assignment; ineffective terms, § **46:97**
 - disposition of collateral, § **46:110**
 - duties of secured party if account debtor has been notified of assignment, § **46:90**
- forms
 - allegation that secured party failed to give adequate notice of sale, § **46:156**
 - notice of attachment lien, § **46:135**
 - notice of judgment lien and judgment lien addendum, § **46:133**
 - notice of judgment lien release or subordination, § **46:134**
 - notice of objection to secured party's acceptance of collateral, § **46:142**
 - notice of secured party's intent to retain collateral in satisfaction of debt, § **46:141**
 - notification before disposition of collateral in consumer-goods transactions, § **46:144**
 - notification before disposition of collateral in nonconsumer-goods transactions, § **46:143**
- Omissions, § **46:56**
- Ordinary course of business
 - allegation that sale was not in ordinary course of business, form, § **46:170**
 - allegation that third party was bona fide purchaser for value

SECURED TRANSACTIONS

—Cont'd

Ordinary course of business—Cont'd
in ordinary course of business,
form, § **46:157**

Partial satisfaction of obligation,
§ **46:118**

Parties, definitions, § **46:24**

Perfection of security interest
generally, §§ **46:33 to 46:66**
changes affecting perfection
rules, § **46:6**
control, § **46:48**
forms
allegation that purchaser had
priority over holder of
prior perfected security
interest in instrument,
§ **46:168**
allegation that secured party
failed to perfect security
interest, § **46:152**
methods of perfection, § **46:46**
possession or delivery, § **46:47**
unperfected security interest or
agricultural lien, § **46:67**

Possession of collateral
forms
complaint to recover posses-
sion of collateral, § **46:147**
secured party's demand for
possession of collateral on
debtor's default, § **46:140**
perfection of security interest,
§ **46:47**
priority of possessory liens,
§ **46:82**
rights and duties of secured
party, §§ **46:87, 46:108**

Possessory liens, § **46:82**

Preservation of collateral, forms,
allegation based on secured
party's failure to preserve collat-
eral, § **46:161**

Priority of interests
generally, §§ **46:67 to 46:86**

SECURED TRANSACTIONS

—Cont'd

Priority of interests—Cont'd
agricultural liens, § **46:86**
buyers of goods, § **46:69**
certificate of title, security
interests in goods covered by,
§ **46:85**
chattel paper or instrument,
§ **46:70**
deposit accounts, § **46:79**
fixtures and crops, § **46:83**
forms
allegation that purchaser had
priority over holder of
prior perfected security
interest in instrument,
§ **46:168**
complaint that plaintiff had
priority interest in fixtures,
§ **46:167**
investment property, § **46:80**
lessees, § **46:69**
letter-of-credit rights, § **46:81**
licensees, § **46:69**
new debtors, security interests
created by, § **46:78**
possessory liens, § **46:82**
purchase-money security
interests, § **46:76**
transferred collateral, § **46:77**

Proceeds of collateral, definitions,
§§ **46:8, 46:25**

Proof of assignment, § **46:97**

Purchase-money security interests,
priority, § **46:76**

Reasonableness. Commercially rea-
sonable conduct (this group)

Receivables, definitions, § **46:23**

Recoupment against deposit account,
§ **46:73**

Redemption
forms
allegation for damages for
secured party's failure to
allow debtor to redeem

INDEX

SECURED TRANSACTIONS

—Cont'd

Redemption—Cont'd
forms—Cont'd
 collateral, § **46:164**
 allegation in action for redemption that collateral was already sold by secured party, § **46:165**
 right to redeem collateral, § **46:121**
Release, forms, notice of judgment lien release or subordination, § **46:134**
Removal from state, forms, complaint for injunction to prevent removal of collateral from state, § **46:146**
Renunciation or modification of rights by debtor, § **46:127**
Requests for information, forms, national information request, § **46:136**
Retention of collateral, forms, notice of secured party's intent to retain collateral in satisfaction of debt, § **46:141**
Sale. Disposition or sale of collateral (this group)
Satisfaction of obligation, § **46:118**
Scope of law, §§ **46:2, 46:15, 46:16**
Secondary obligors
 generally, §§ **46:116, 46:126**
 forms, debtor's or secondary obligor's waiver of rights following default, § **46:139**
 secured party's duty to unknown debtor or secondary obligor, § **46:103**
Secured party of record, § **46:65**
Security agreement
 generally, § **46:27**
 allegation that security agreement was invalid, § **46:151**
 assignments, agreement not to assert defenses against

SECURED TRANSACTIONS

—Cont'd

Security agreement—Cont'd
 assignee, § **46:94**
 forms, allegation that security agreement was invalid, § **46:151**
 real property or fixtures, § **46:102**
 secured party's rights and remedies when security agreement covers real property or fixtures, § **46:102**
 waiver and variance of debtor/obligor's rights and duties, § **46:104**
Security interest, §§ **46:27 to 46:32**
Set-off against deposit account, § **46:73**
Statements
 financing statements (this group)
 termination statements, § **46:117**
 transfer of record or legal title, § **46:117**
Subordination, forms, notice of judgment lien release or subordination, § **46:134**
Sufficiency of description, § **46:29**
Surplus
 generally, § **46:124**
 calculation of surplus or deficiency, § **46:114**
 liability for deficiency and right to surplus, § **46:107**
Termination statements
 generally, § **46:61**
 forms, demand by debtor that secured party furnish termination statement cal. u. com. code § 9513, § **46:138**
Third parties' rights
 generally, §§ **46:9, 46:92 to 46:100**
 forms, allegation that third party was bona fide purchaser for value in ordinary course of

SECURED TRANSACTIONS

—Cont'd

Third parties' rights—Cont'd
business, § 46:157

waiver-of-defense clause,
§ 46:94

Time

agricultural liens, time of default,
§ 46:105

when agricultural lien is
perfected, § 46:42

when security interest is
perfected, § 46:41

Transfers

money or funds from deposit
accounts, § 46:72

priority of interests in transferred
collateral, § 46:77

record or legal title, § 46:117

rights of transferee of collateral,
§ 46:115

Transition provisions, 2001 revision
of UCC division 9, §§ 46:4, 46:20

2001 revision of UCC division 9,
§§ 46:1 to 46:13

Unknown debtors, § 46:103

Waiver

debtor/obligor's rights and
duties, § 46:104

forms

allegation that debtor's
waiver of rights was void,
§ 46:154

debtor's or secondary
obligor's waiver of rights
following default, § 46:139

rights regarding collateral,
§ 46:122

third parties, waiver-of-defense
clause, § 46:94

SECURITIES REGULATION

Generally, §§ 7:1 to 7:105

See also **Issuance of Shares** (this
index)

SECURITIES REGULATION

—Cont'd

See also **Securities Transfer** (this
index)

Accountants, liability of, § 7:43

Administrative enforcement

generally, §§ 7:74 to 7:91

forms, §§ 7:84 to 7:91

aiders and abettors, § 7:78

answers, § 7:89

complaints, § 7:84

control persons, § 7:78

damages complaint, §§ 7:85,
7:86

defenses

answer, § 7:89

answers, § 7:89

exemption claims, § 7:83

no knowledge, § 7:82

offer to repurchase

generally, § 7:81

answer alleging, § 7:90

private placement exemption,
§ 7:83

qualification, § 7:80

rescission offers, § 7:81

exemption claims, § 7:83

joint and several offerors

generally, § 7:77

allegation, § 7:87

limitations of actions, § 7:79

no knowledge defense, § 7:82

private placement exemption,
§ 7:83

prohibited conduct, § 7:74

recapitalizations and reorganiza-
tions violations

generally, § 7:75

damages, § 7:76

rescission complaint, § 7:84

underwriters

generally, § 7:77

allegation, § 7:88

answer, § 7:91

limitation on liability, § 7:91

INDEX

SECURITIES REGULATION

—Cont'd

- Aiders and abettors
 - fraud and misrepresentation
 - generally, § 7:42
 - allegation, § 7:54
 - regulatory violations, § 7:78
- Approval not implied by qualifications of issues, § 7:20
- Bond requirements
 - generally, §§ 7:100 to 7:105
 - forms, § 7:105
 - broker-dealers, § 7:100
 - complaint, § 7:105
 - deposit in lieu of, § 7:102
 - enforcing liability on
 - generally, § 7:103
 - complaint, § 7:105
 - fraud and misrepresentations, § 7:101
 - issuers, § 7:100
 - limitations of actions, § 7:104
 - market manipulation, § 7:101
- Broker-dealers
 - bonds, § 7:100
 - Market manipulations (this group)
- Choice of law, § 7:4
- Commissioner of Corporations as agent for service of process, § 7:25
- Contribution
 - generally, §§ 7:92 to 7:99
 - forms, §§ 7:95 to 7:99
 - complaint, §§ 7:95, 7:96
 - defenses, §§ 7:98, 7:99
 - insider trading, § 4:77
 - intent, § 7:98
 - limitation, § 7:93
 - limitation of actions, § 7:94
 - motion for, § 7:97
- Control person liability
 - generally, § 7:42
 - defenses, § 7:47
 - regulatory violations, § 7:78

SECURITIES REGULATION

—Cont'd

- Coordination, qualification by, §§ 7:6, 7:7
- Corporate Securities Law of 1968
 - Administrative enforcement (this group)
 - enactment, § 7:1
 - federal preemption, § 7:4
 - Liabilities (this group)
 - liberal construction, § 7:3
 - Market manipulation (this group)
 - waivers of provisions, § 7:27
- Corporate transaction records, § 9:7
- Criminal violations, § 7:1
- Definitions, § 7:2
- Experts, liabilities of
 - generally, § 7:43
 - allegation, § 7:55
 - defenses, §§ 7:48, 7:60
 - limitations of actions, § 7:45
- Federal preemption, § 7:4
- Federal test of scope of regulation, § 7:3
- Forms
 - administrative enforcement, §§ 7:84 to 7:91
 - bonds, § 7:105
 - contribution, §§ 7:95 to 7:99
 - fraud and misrepresentation, §§ 7:49 to 7:62
 - indemnification, §§ 7:95 to 7:99
 - insider trading, §§ 7:68 to 7:73
 - market manipulation, §§ 7:35 to 7:39
- Franchise Investment Law
 - generally, § 23:1
 - see also **Private Franchises** (this index)
- Fraud and misrepresentation
 - generally, §§ 7:40 to 7:62
 - forms, §§ 7:49 to 7:62
 - accountants, liability of, § 7:43
 - aiding and abetting
 - generally, § 7:42

SECURITIES REGULATION

—Cont'd

Fraud and misrepresentation

—Cont'd

aiding and abetting—Cont'd
allegation, § 7:54

allegation of market manipulation
false representations,
§ 7:39

answers

defenses, § 7:56

experts, liabilities of, § 7:60

joint and several liability
claim, § 7:59

knowledge defense, § 7:56

no knowledge, §§ 7:57, 7:58

reasonable care, § 7:57

bonds, § 7:101

causation, § 7:40

complaints

damages, §§ 7:51, 7:52

rescission, §§ 7:49, 7:50

control person liability

generally, § 7:42

defenses, § 7:47

damages, complaints, §§ 7:51,
7:52

defenses

generally, § 7:46

answers, § 7:56

experts, liabilities of, § 7:60

joint and several liability
claim, § 7:59

knowledge, § 7:56

no knowledge, §§ 7:57, 7:58

reasonable care, § 7:57

experts, liability of

generally, § 7:43

allegation, § 7:55

defenses, §§ 7:48, 7:60

joint and several liability

generally, §§ 7:42, 7:43, 7:47

allegation, § 7:53

joint and several liability claim,
defenses, § 7:59

SECURITIES REGULATION

—Cont'd

Fraud and misrepresentation

—Cont'd

knowledge defense, § 7:56

limitations of actions, § 7:44

market manipulation false
representations

generally, § 7:32

allegation, § 7:39

materiality

generally, § 7:40

damages complaints, § 7:52

rescission complaints, § 7:50

no knowledge defense, §§ 7:57,
7:58

omission

damages complaints, § 7:51

rescission complaints, § 7:50

omissions, generally, § 7:40

prohibited conduct, § 7:40

reasonable care defense, § 7:57

reliance, § 7:40

remedies, § 7:41

rescission, complaints, §§ 7:49,
7:50

statutory liabilities

generally, § 7:41

defenses, § 7:46

Illusory markets

generally, § 7:30

allegation, § 7:37

Implication, liability of, § 7:23

Indemnification

generally, §§ 7:92 to 7:99

forms, §§ 7:95 to 7:99

limitation of actions, § 7:94

Insider trading

generally, §§ 4:71 to 7:73

forms, §§ 7:68 to 7:73

see also **Corporations** (this
index)

California statutes, § 4:71

causation, § 7:72

INDEX

SECURITIES REGULATION

—Cont'd

Insider trading—Cont'd

complaints

generally, § 7:68

board, complaint to, § 4:75

damages, § 7:68

form, § 4:93

contribution, § 4:77

damages

buyers, §§ 4:72, 7:64

complaint, § 7:68

issuers, §§ 4:73, 7:65, 7:69

reduction in, § 4:74

sellers, §§ 4:72, 7:64

defenses

generally, § 7:67

answers, § 7:70

belief in plaintiff knowledge,
§ 7:70

causation, § 7:72

limitations on liability to
issuer, § 7:73

plaintiff knowledge, § 7:71

directors' actions, § 4:75

indemnification of corporation,
§ 4:76

issuers

generally, §§ 4:73, 7:65

complaint, § 7:69

limitations of actions, § 7:66

limitations on liability to issuer,
§ 7:73

prohibited conduct, § 7:63

purchasers, liabilities to, §§ 4:72,
7:64

reductions in damages, § 4:74

sellers, liabilities to, §§ 4:72,
7:64

Insider Trading, see also **Corpora-
tions** (this index)

Investment securities. See **Issuance
of Shares** (this index)

Issuance of Shares (this index)

SECURITIES REGULATION

—Cont'd

Joint and several liability, allegation,
§ 7:53

Joint and several offerors

allegation, § 7:87

regulatory violations, § 7:77

Liabilities

generally, § 7:22

Administrative enforcement (this
group)

bases of liability, § 7:22

Fraud and misrepresentation (this
group)

good faith defense, § 7:26

implication, liability of, § 7:23

Insider trading (this group)

Market manipulation (this group)

survival of actions, § 7:24

waivers of statutory require-
ments, § 7:27

Limitations of actions

administrative enforcement,
§ 7:79

bonds, § 7:104

contribution, § 7:94

experts, claims against, § 7:45

fraud and misrepresentation,
§ 7:44

indemnification, § 7:94

insider trading, § 7:66

market manipulation, § 7:34

regulatory violations, § 7:79

Market manipulation

generally, §§ 7:28 to 7:39

forms, §§ 7:35 to 7:39

allegations

false representations, § 7:39

illusory market, § 7:37

tipster sheets and hirelings,
§ 7:38

wash sales, § 7:36

bases of liability, § 7:22

bonds, § 7:101

complaint form, § 7:35

SECURITIES REGULATION

—Cont'd

Market manipulation—Cont'd
 damages, § 7:33
 false representations
 generally, § 7:32
 allegation, § 7:39
 good faith defense, § 7:26
 illusory markets
 generally, § 7:30
 allegation, § 7:37
 implication, liability of, § 7:23
 limitations of actions, § 7:34
 prohibited conduct, § 7:28
 statutory liability, § 7:33
 survival of actions, § 7:24
 tipster sheets and hirelings
 generally, § 7:31
 allegation, § 7:38
 waivers of statutory requirements, § 7:27
 wash sales
 generally, § 7:29
 allegation, § 7:36
 Misrepresentations. Fraud and misrepresentation (this group)
 Notification, qualification by
 generally, § 7:8
 secondary markets, § 7:16
 Omissions. Fraud and misrepresentation (this group)
 Open-end investment companies, qualified, §§ 7:6, 7:7
 Out-of-state purchasers, § 7:1
 Permit, qualification by
 generally, § 7:9
 recapitalizations and reorganizations, § 7:13
 secondary markets, §§ 7:15, 7:17
 Private Franchises (this Index)
 Publicly traded corporation
 disclosure statements, § 1:48
 Qualification of issue
 generally, §§ 7:5 to 7:21

SECURITIES REGULATION

—Cont'd

Qualification of issue—Cont'd
 Administrative enforcement (this group)
 applications, § 7:19
 approval not implied by, § 7:20
 coordination, qualification by, §§ 7:6, 7:7
 damages complaint, §§ 7:85, 7:86
 defenses to administrative enforcement
 generally, § 7:80
 answer, § 7:89
 exemption claims, § 7:83
 no knowledge, § 7:82
 offer to repurchase
 generally, § 7:81
 answer alleging, § 7:90
 private placement exemption, § 7:83
 rescission, § 7:81
 effective qualification, § 7:6
 examinations of records, § 7:19
 no knowledge defense to administrative enforcement, § 7:82
 nonissuer transactions, § 7:14
 notification, qualification by
 generally, § 7:8
 secondary markets, § 7:16
 open-end investment companies, §§ 7:6, 7:7
 period of qualification
 generally, § 7:10
 secondary markets, § 7:18
 permit, qualification by
 generally, § 7:9
 recapitalizations and reorganizations, § 7:13
 secondary markets, §§ 7:14, 7:15, 7:17
 private placement exemption, § 7:83

INDEX

SECURITIES REGULATION

—Cont'd

Qualification of issue—Cont'd
 recapitalizations and reorganizations
 generally, § 7:12
 exempt issues, § 7:5
 permit, qualification by, § 7:13
 recommendation not implied by, § 7:20
 records, examinations of, § 7:19
 rescission complaint, § 7:84
 secondary markets, § 7:14
 service of process consent
 generally, § 7:19
 Commissioner as agent for, § 7:25
 method of service, § 7:21
 unit investment trusts, §§ 7:6, 7:7
 usury exemptions, § 7:11
Recapitalizations and reorganizations
 damages for regulatory violations, § 7:76
 permit, qualification by, § 7:13
 qualifications of issues
 generally, § 7:12
 exempt issues, § 7:5
 permit, qualification by, § 7:13
 regulatory violations, § 7:75
Recommendation not implied by qualification, § 7:20
Records of corporate transaction, § 9:7
Risk-capital test of scope of regulation, § 7:3
Scope of regulation
 generally, § 7:2
 federal test, § 7:3
Secretary of State disclosure statements, § 1:48
Securities Transfer (this index)

SECURITIES REGULATION

—Cont'd

Securities Transfers. **Securities Transfers** (this Index)
Seller assisted marketing plans
 generally, § 23:82
 see also **Private Franchises** (this index)
Service of process consent
 generally, § 7:19
 Commissioner as agent for, § 7:25
 method of service, § 7:21
Tipster sheets and hirelings
 generally, § 7:31
 allegation, § 7:38
Transfer of Securities. **Securities Transfers** (this Index)
Underwriters
 allegation, § 7:88
 answer, § 7:91
 limitation on liability, § 7:91
 regulatory violations, § 7:77
Unit investment trusts, qualified, §§ 7:6, 7:7
Usury exemptions, § 7:11
Violations
 Administrative enforcement (this group)
 Liabilities (this group)
Wash sales
 generally, § 7:29
 allegation, § 7:36
What is regulated, § 7:2

SECURITIES TRANSFER

Generally, §§ 45:1 to 45:73
Forms, §§ 45:63 to 45:73
Acquisition of security or financial asset, § 45:5
Actions, §§ 45:61, 45:62
Agents of issuer, liability for, § 45:47
Alteration, effect of, § 45:15
Assurances, right to require, § 45:44

SECURITIES TRANSFER

—Cont'd

Cancellation of “when issued or distributed” contracts, § 45:11
 Change of entitlement holder’s position to other form of security holding, duty of security intermediary, § 45:55
 Clearing corporation rules, § 45:20
 Completion of instruments, § 45:14
 Compliance with entitlement holder, duty of security intermediary, § 45:54
 Conflict of laws, § 45:62
 Creditor’s legal process, § 45:22
 Defects and defenses, § 45:10
 Definitions, §§ 45:2 to 45:4, 45:6, 45:19, 45:50
 Delivery, §§ 45:35, 45:36
 Demand for requisites for registration of transfer, § 45:21
 Demand that issuer not register transfer, § 45:43
 Destroyed shares, replacement of, § 45:48
 Distributions, duty of security intermediary, § 45:52
 Effect of guarantees, § 45:39
 Endorsements
 generally, §§ 45:32 to 45:35
 delivery and endorsement, § 45:35
 effect of endorsement, § 45:34
 kinds of endorsements, § 45:33
 Evidentiary rules for signatures, § 45:61
 Failure to register, §§ 45:41, 45:42
 Financial asset, defined, § 45:4
 Forms
 generally, §§ 45:63 to 45:73
 action to compel entry of book entry crediting security entitlement of financial asset to plaintiff’s account, § 45:72
 complaint, guarantee of signature not that of endorser, § 45:71

SECURITIES TRANSFER

—Cont'd

Forms—Cont'd
 complaint for conversion, certificate acquired on forged endorsement, § 45:64
 complaint for damages for breach of warranty by presenter, § 45:70
 complaint to compel endorsement and delivery of stolen stock certificate to owner, to enjoin transfer to third person and to impound certificate pending litigation, § 45:68
 complaint to compel endorsement of security, § 45:65
 complaint to compel registration of stock transfer or for damages, § 45:66
 complaint to enforce restrictions on transfer of shares by stockholder, § 45:63
 complaint to enjoin transfer of stolen stock certificates and to have stock certificates returned for cancellation, § 45:69
 complaint to recover new security as replacement of lost, destroyed or stolen instrument, § 45:67
 demand for reestablishment of security entitlement after ineffectual transfer of financial asset by entitlement order, § 45:73
 Frauds, statute of, § 45:24
 Governing law, § 45:62
 Guarantees, §§ 45:37 to 45:39
 Incorporation by reference of terms, § 45:9
 Issue and issuer
 generally, §§ 45:6 to 45:18
 alteration, effect of, § 45:15
 cancellation of “when issued or distributed” contracts, § 45:11

INDEX

SECURITIES TRANSFER

—Cont'd

Issue and issuer—Cont'd

completion of instruments,
§ 45:14

defects and defenses, § 45:10

defined, § 45:6

incorporation by reference of
terms, § 45:9

lien of issuer, § 45:18

overissue, § 45:8

responsibilities and defenses,
§§ 45:9 to 45:12

restrictions on transfer, § 45:17

rights of issuer with respect to
registered owners, § 45:16

staleness as notice of defect or
defenses, § 45:12

unauthorized signature, § 45:13

warranties of authenticating
trustee, registrar or transfer
agent, § 45:7

Lien of issuer, § 45:18

Lost shares, replacement of, § 45:48

Maintenance of financial asset, duty
of security intermediary, § 45:51

Notice of adverse claims, purchaser
with, § 45:27

Overissue, § 45:8

Payments, duty of security
intermediary, § 45:52

Priorities, § 45:60

Protected purchaser

generally, §§ 45:25 to 45:27

notice of adverse claims,
purchaser with, § 45:27

rights of purchaser, § 45:26

Protection of securities intermediary,
§ 45:23

Registration

generally, §§ 45:28 to 45:35,
45:40 to 45:48, 45:50

agents of issuer, liability for,
§ 45:47

SECURITIES TRANSFER

—Cont'd

Registration—Cont'd

assurances, right to require,
§ 45:44

demand that issuer not register
transfer, § 45:43

duty of notice upon request not to
register transfer, § 45:45

duty to register, § 45:40

failure to register, §§ 45:41,
45:42

lost or destroyed shares, replace-
ment of, § 45:48

sanctions for failure to register,
§ 45:42

wrongful registration, § 45:46

Sanctions for failure to register,
§ 45:42

Security, defined, § 45:3

Security entitlements

generally, §§ 45:49 to 45:60

change of entitlement holder's
position to other form of secu-
rity holding, duty of security
intermediary, § 45:55

compliance with entitlement
holder, duty of security
intermediary, § 45:54

definitions, § 45:50

duties of security intermediary,
generally, §§ 45:51 to 45:56

exercise of rights as directed by
entitlement holder, duty of
security intermediary, § 45:53

maintenance of financial asset,
duty of security intermediary,
§ 45:51

payments and distributions, duty
of security intermediary,
§ 45:52

priorities, § 45:60

property interests, § 45:57

rights of purchaser of security
entitlement, § 45:59

warranties, § 45:58

SECURITIES TRANSFER

—Cont'd

Special guarantees, § 45:38
 Staleness as notice of defect or defenses, § 45:12
 Statute of frauds, § 45:24
 Unauthorized signature, § 45:13
 Warranties
 generally, §§ 45:28 to 45:31
 agent, § 45:29
 authenticating trustee, registrar or transfer agent, § 45:7
 broker, § 45:30
 direct holding, §§ 45:28 to 45:30
 indirect holding, § 45:31
 security entitlements, § 45:58
 Wrongful registration, § 45:46

SECURITY FREEZE LAW

Credit reporting and information, § 56:16

SELLER ASSISTED MARKETING PLANS

Generally, § 23:82
 See also **Private Franchises** (this index)

SEMINARS

Home Solicitation Contracts and Seminar Solicitation Contracts (this index)

SERVICE AND SHARES

Flexible purpose corporations, articles of incorporation provisions regarding agent, § 21:106

SERVICE OF PROCESS

Process and Service of Process (this index)

SERVICE STATIONS

Generally, § 23:62
 See also **Private Franchises** (this index)

SETOFF

Secured transactions, set-off against deposit account, § 46:73

SHARE-EXCHANGE TENDERS OFFERS

Generally, § 11:2
 See also **Reorganizations of Corporations** (this index)

SHAREHOLDERS' SUITS

Derivative Suits (this index)

SHARES AND SHARE CERTIFICATES

Flexible purpose corporations, § 21:113

SISTER CORPORATIONS

Alter ego liability
 generally, § 5:23
 complaint allegation, § 5:37

SLANDER OF TITLE AND TRADE LIBEL

Generally, §§ 65:1 to 65:24
 Forms, §§ 65:22 to 65:24
 Absence of privilege, § 65:7
 Absolute privileges, § 65:19
 Constitutional privileges, § 65:21
 Damages, § 65:8
 Defenses, §§ 65:18 to 65:21
 Disparagement of title, § 65:3
 Disparaging statement, § 65:13
 Distinctions between
 defamation and slander of title, § 65:9
 slander of title and trade libel, § 65:16
 trade libel and defamation, § 65:15
 Falsity, § 65:4
 Forms
 generally, §§ 65:22 to 65:24
 allegation in answer raising judicial proceedings privilege as affirmative defense to

INDEX

SLANDER OF TITLE AND TRADE LIBEL—Cont'd

Forms—Cont'd

slander of title, § 65:24

complaint for slander of title
based on instrument clouding
title to real property, § 65:22
complaint for trade libel, § 65:23

Jurisdiction and venue, § 65:10

Malice, § 65:6

Ownership and description of prop-
erty, § 65:2

Privilege, allegation in answer rais-
ing judicial proceedings privilege
as affirmative defense to slander
of title, form, § 65:24

Property, ownership and description,
§ 65:2

Publication, § 65:5

Qualified privileges, § 65:20

Real property, complaint for slander
of title based on instrument cloud-
ing title to real property, form,
§ 65:22

Slander of title, §§ 65:1 to 65:11

Special damages, § 65:14

Statute of limitations, § 65:17

Statute of limitations and survival,
§ 65:11

Title to real property, complaint for
slander of title based on instru-
ment clouding title to real prop-
erty, form, § 65:22

Trade libel, §§ 65:12 to 65:17

Truth, § 65:18

Venue, § 65:10

SMALL BUSINESSES

Seller assisted marketing plans

generally, § 23:82

see also **Private Franchises** (this
index)

SOLICITATIONS

False and Misleading Advertising
(this index)

SOLICITATIONS—Cont'd

**Home Solicitation Contracts and
Seminar Solicitation Contracts**
(this index)

Unfair competition, § 60:42

SPAM

E-mail, § 61:63

False and misleading advertising,
§ 61:44

SPECIFIC PERFORMANCE

Generally, §§ 33:1 to 33:41

Forms, §§ 33:34 to 33:41

Applicable law, § 33:2

Arbitration agreements, § 33:17

Buyer action, § 33:11

Buyers, complaint by buyer for
specific performance of contract
for purchase of real property and
alternative count for damages,
form, § 33:34

Checklists

defending action for specific per-
formance, § 33:33

seeking specific performance,
§ 33:32

Concealment, § 33:22

Consideration, inadequacy of,
§ 33:21

Damages

allegation of loss of use of prop-
erty justifying damages
incidental to specific perfor-
mance, form, § 33:35

complaint by buyer for specific
performance of contract for
purchase of real property and
alternative count for damages,
form, § 33:34

incidental to specific perfor-
mance, § 33:8

in lieu of specific performance,
§ 33:9

Deeds, making, §§ 33:15, 33:16

Defenses, §§ 33:20 to 33:26

Forfeiture, policy against, § 33:3

SPECIFIC PERFORMANCE

—Cont'd

Form of action, § 33:29

Forms

generally, §§ 33:34 to 33:41

allegation of loss of use of property justifying damages incidental to specific performance, § 33:35

complaint by buyer for specific performance of contract for purchase of real property and alternative count for damages, § 33:34

complaint by seller for specific performance of contract for purchase of real property, § 33:36

complaint for quasi-specific performance of contract to make will, § 33:38

complaint for specific performance where goods are unique, § 33:37

defense of laches, § 33:39

defense of misrepresentation and concealment, § 33:41

defense of unclean hands, § 33:40

Injunctive relief, § 33:10

Jurisdiction, § 33:27

Jury trial, right to, § 33:30

Laches

defense, § 33:26

defense of laches, form, § 33:39

Liquidation of damages not bar to specific performance, § 33:7

Misapprehension, § 33:23

Misrepresentation, § 33:22

Mistake, § 33:23

Mutuality, § 33:5

Nature, § 33:1

Obligations that cannot be specifically enforced, § 33:6

Personal property, §§ 33:13, 33:14

SPECIFIC PERFORMANCE

—Cont'd

Personal services

generally, §§ 33:18, 33:19

enforcement by injunction, § 33:19

general rule against specific performance, § 33:18

Property, allegation of loss of use of property justifying damages incidental to specific performance, form, § 33:35

Quasi-specific performance

complaint for quasi-specific performance of contract to make will, form, § 33:38

constructive trust, § 33:15

Real property, §§ 33:11, 33:12

complaint by buyer for specific performance of contract for purchase of real property and alternative count for damages, form, § 33:34

complaint by seller for specific performance of contract for purchase of real property, form, § 33:36

Reformation of contracts, § 28:29

Remedy, availability, §§ 33:4 to 33:10

Requirements, essential, § 33:4

Right to jury trial, § 33:30

Sellers

action, § 33:12

complaint by seller for specific performance of contract for purchase of real property, form, § 33:36

Statute of limitations, § 33:31

Surprise, § 33:23

Terms, uncertain, § 33:24

Theories, inconsistent, § 33:29

Trial by jury, right to, § 33:30

Unclean hands

defense, § 33:25

INDEX

SPECIFIC PERFORMANCE

—Cont'd

Unclean hands—Cont'd
 defense of unclean hands, form,
 § 33:40
Unfair practices, § 33:22
Uniform commercial code § 2716,
 § 33:14
Venue, § 33:28
Wills or deeds, making, §§ 33:15,
 33:16

SPECIFIC PUBLIC BENEFIT

Benefit corporations, § 21:89

SPECIFIC PURPOSE CORPORATION

Benefit corporation, § 21:2.50

STANDING

Capacity distinguished, § 1:1

STATUTE OF FRAUDS

Modification of contracts, affirmative
 defense of contract as modified
 orally being within statute of
 frauds, form, § 27:38
Novation, affirmative defense of
 novation contract barred by statute
 of frauds, form, § 27:24

STATUTE OF LIMITATIONS

Accounts and accounting, §§ 35:8,
 35:30, 35:53
 affirmative defense of statute of
 limitations, form, §§ 35:21,
 35:39
Account stated, § 35:30
Alter ego liability, § 5:27
Artistic property, § 69:28
 affirmative defense that action is
 barred under statute of limita-
 tions, form, § 69:37
 affirmative defense that suit for
 injury to or loss of property is
 time barred, form, § 69:55

STATUTE OF LIMITATIONS

—Cont'd

Artistic property, § 69:28—Cont'd
 allegation of affirmative defense
 of statute of limitations, form,
 § 69:19
Bailments, § 37:34
Banks, §§ 49:9, 49:21, 49:34
Bulk sales, § 47:15
 affirmative defense by buyer
 against complaint seeking
 damages for noncompliance
 with bulk sales law that com-
 plaint barred by statute of limi-
 tations, form, § 47:21
Corporations
 management duty violations,
 § 4:26
 suspension, effect of, § 1:24
Dance studios and health studios,
 § 52:16
Dissolved corporations, § 1:4
Documents of title, § 44:4
False and misleading advertising,
 § 61:51
Foreign corporations, § 1:24
Forms, affirmative defense of statute
 of limitations, §§ 35:21, 35:39
Fraternal benefit society disputes,
 § 22:21
Fraudulent transfers, §§ 47:35, 47:40
 affirmative defense by transferor
 that statute of limitations bars
 action to set aside transfer,
 form, § 47:49
Negotiable instruments, § 42:50
Partnership accountings, § 18:42
Personal property leases, § 48:24
Private franchises
 actions against franchisors,
 §§ 23:16, 23:42
 petroleum franchises, § 23:75
Reformation of contracts, § 28:21
Sales, § 40:48
Securities Regulation (this index)

STATUTE OF LIMITATIONS

—Cont'd

- Shareholders, controlling, actions against, § 4:26
- Third-party beneficiary contracts, affirmative defense based on statute of limitations, form, § 25:19
- Usury
 - affirmative defense of statute of limitations to claim for recovery of penalty for usury, form, § 54:57
 - affirmative defense of statute of limitations to claim for recovery of usurious interest, form, § 54:56

STEROIDS

- False and misleading advertising, § 61:17

STOCK

- Manipulation of Markets. **Securities Regulation** (this Index)
- Securities Regulation** (this Index)
- Securities Transfer** (this Index)
- Share-exchange Tenders offers. **Reorganizations of Corporations** (this Index)
- Shareholders' Suits. **Derivative Suits** (this Index)

STOCK MARKETS

- Manipulation of markets
 - generally, § 7:28
 - see also **Securities Regulation** (this index)

STOLEN CREDIT CARDS

- Credit Cards** (this Index)

STOP NOTICES

- Public works contracts, §§ 39:43 to 39:56

STRIKE SUITS

- Derivative Suits** (this Index)

SUBAGENTS

- Agency, §§ 36:10, 36:11

SUBLETTING AND SUBCONTRACTING FAIR PRACTICES ACT

- Public works contracts, §§ 39:20, 39:27

SUBROGATION

- Corporate directors, § 4:45

SUBSCRIBERS

- Issuance of Shares** (this index)
- Promoters, Corporate** (this index)

SURETYSHIP

- Generally, §§ 38:1 to 38:42
- Forms, §§ 38:26 to 38:42
- Acceptance, § 38:3
- Agreements
 - construction and interpretation, § 38:5
 - kinds, § 38:2
 - writing, necessity of, § 38:4
- Attorney's fees, liability for, § 38:10
- Bonds, § 38:7
- Breach of contract, creditor's complaint against principal and surety for breach of contract, form, § 38:30
- Cause of action, § 38:15
- Collateral, surety's complaint against cosurety to obtain benefit of collateral, form, § 38:40
- Complaint, surety's complaint against cosurety for contribution, form, § 38:39
- Consideration, § 38:3
- Contract, creditor's complaint against principal and surety for breach of contract, form, § 38:30
- Contribution, surety's complaint against cosurety for contribution, form, § 38:39
- Contribution from cosurety, § 38:23

INDEX

SURETYSHIP—Cont'd

Corporate guarantees, liabilities for approval of, § **4:40**

Cosurety

contribution, § **38:23**

surety's complaint against cosurety for contribution, form, § **38:39**

surety's complaint against cosurety to obtain benefit of collateral, form, § **38:40**

surety's rights against, §§ **38:21 to 38:23**

Cosurety and principal, surety's rights against, §§ **38:21 to 38:23**

Creditors

creditor's complaint against principal and surety for breach of contract, form, § **38:30**

creditor's notice to surety of principal's default, form, § **38:26**

demand that creditor first proceed against principal, § **38:19**

duty to disclose information, § **38:6**

pleading, § **38:17**

rights, §§ **38:14 to 38:20**

surety's complaint against principal and creditor to compel performance by principal, form, § **38:37**

surety's defense that creditor failed to proceed against principal, form, § **38:34**

surety's notice to creditor to proceed against principal, form, § **38:27**

surety's notice to creditor to proceed against property of principal, form, § **38:28**

Default, creditor's notice to surety of principal's default, form, § **38:26**

Defense

surety's defense that creditor failed to proceed against

SURETYSHIP—Cont'd

Defense—Cont'd

principal, form, § **38:34**

surety's defense that time for performance of underlying obligation has been extended, form, § **38:33**

surety's defense that underlying obligation has been materially altered, form, § **38:32**

Defenses of surety, § **38:20**

Definitions, § **38:1**

Deposits, § **38:7**

Enforceability of underlying obligation, effect of, § **38:9**

Exoneration, §§ **38:11 to 38:13**

Extension, surety's defense that time for performance of underlying obligation has been extended, form, § **38:33**

Fees, liability for attorney's, § **38:10**

Forms

generally, §§ **38:26 to 38:42**

creditor's complaint against principal and surety for breach of contract, § **38:30**

creditor's notice to surety of principal's default, § **38:26**

order for withdrawal of security, § **38:42**

principal's petition for withdrawal of security, § **38:41**

surety's complaint against cosurety for contribution, § **38:39**

surety's complaint against cosurety to obtain benefit of collateral, § **38:40**

surety's complaint against principal and creditor to compel performance by principal, § **38:37**

surety's complaint against principal for reimbursement, § **38:38**

SURETYSHIP—Cont'd

Forms—Cont'd

- surety's complaint against principal to compel performance, § **38:36**
- surety's defense that creditor failed to proceed against principal, § **38:34**
- surety's defense that time for performance of underlying obligation has been extended, § **38:33**
- surety's defense that underlying obligation has been materially altered, § **38:32**
- surety's notice of motion for order determining liability of principal for repayment, § **38:35**
- surety's notice to creditor to proceed against principal, § **38:27**
- surety's notice to creditor to proceed against property of principal, § **38:28**
- surety's notice to principal to defend action, § **38:31**
- surety's offer of performance, § **38:29**

Impairment of remedies, § **38:12**

Joint debtors, contribution among, § **38:25**

Liability

- attorney fees, § **38:10**
- sureties, §§ **38:8 to 38:10**
- surety's notice of motion for order determining liability of principal for repayment, form, § **38:35**

Notice

- creditor's notice to surety of principal's default, form, § **38:26**
- surety's notice of motion for order determining liability of

SURETYSHIP—Cont'd

Notice—Cont'd

- principal for repayment, form, § **38:35**
- surety's notice to creditor to proceed against principal, form, § **38:27**
- surety's notice to creditor to proceed against property of principal, form, § **38:28**
- surety's notice to principal to defend action, form, § **38:31**

Obligation, underlying

- alteration, § **38:12**
- surety's defense that time for performance of underlying obligation has been extended, form, § **38:33**
- surety's defense that underlying obligation has been materially altered, form, § **38:32**

Offer, § **38:3**

Parties, §§ **38:1, 38:16**

Performance

- surety's complaint against principal and creditor to compel performance by principal, form, § **38:37**
- surety's complaint against principal to compel performance, form, § **38:36**
- surety's defense that time for performance of underlying obligation has been extended, form, § **38:33**
- surety's offer of performance, form, § **38:29**

Principal and cosurety, surety's rights against, §§ **38:21 to 38:23**

Principals

- creditor's complaint against principal and surety for breach of contract, form, § **38:30**
- creditor's notice to surety of principal's default, form, § **38:26**

INDEX

SURETYSHIP—Cont'd

Principals—Cont'd

principal's petition for withdrawal of security, form, § 38:41

reimbursement, § 38:22

surety's complaint against principal and creditor to compel performance by principal, form, § 38:37

surety's complaint against principal for reimbursement, form, § 38:38

surety's complaint against principal to compel performance, form, § 38:36

surety's complaint against to compel performance, form, § 38:36

surety's defense that creditor failed to proceed against, form, § 38:34

surety's defense that creditor failed to proceed against principal, form, § 38:34

surety's notice of motion for order determining liability of principal for repayment, form, § 38:35

surety's notice to creditor to proceed against principal, form, § 38:27

surety's notice to creditor to proceed against property of principal, form, § 38:28

surety's notice to principal to defend action, form, § 38:31

Property of principal, surety's notice to creditor to proceed against property of principal, form, § 38:28

Reimbursement

principal, § 38:22

surety's complaint against principal for reimbursement, form, § 38:38

SURETYSHIP—Cont'd

Release, §§ 38:11 to 38:13

Remedies, § 38:24

impairment, § 38:12

nature and scope, § 38:21

Repayment, surety's notice of motion for order determining liability of principal for repayment, form, § 38:35

Rights, nature and scope, § 38:14

Security

order for withdrawal of security, form, § 38:42

principal's petition for withdrawal of security, form, § 38:41

right to benefit of, § 38:18

Surety's complaint

surety's complaint against cosurety for contribution, form, § 38:39

surety's complaint against cosurety to obtain benefit of collateral, form, § 38:40

surety's complaint against principal and creditor to compel performance by principal, form, § 38:37

surety's complaint against principal for reimbursement, form, § 38:38

surety's complaint against principal to compel performance, form, § 38:36

Surety's defense

surety's defense that creditor failed to proceed against principal, form, § 38:34

surety's defense that time for performance of underlying obligation has been extended, form, § 38:33

surety's defense that underlying obligation has been materially altered, form, § 38:32

SURETYSHIP—Cont'd

Surety's notice

surety's notice of motion for order determining liability of principal for repayment, form, § 38:35

surety's notice to creditor to proceed against principal, form, § 38:27

surety's notice to creditor to proceed against property of principal, form, § 38:28

surety's notice to principal to defend action, form, § 38:31

Surety's offer, surety's offer of performance, form, § 38:29

Withdrawal of security

order for withdrawal of security, form, § 38:42

principal's petition for withdrawal of security, form, § 38:41

Writing, necessity of, § 38:4

SURPLUS

Secured Transactions (this index)

SURVIVAL OF ACTIONS

Securities regulation liabilities, § 7:24

SUSPENSION OF CORPORATE STATUS

Corporations (this index)

SWIMMING POOLS

Home Improvements and Swimming Pool Contracts (this index)

TAX CONSIDERATIONS

Assessors' access to corporate records, § 9:20

Certificate of dissolution of corporation, § 13:36

Corporations

certificate of dissolution, § 13:36

TAX CONSIDERATIONS

—Cont'd

Corporations—Cont'd

dissolution

certificate of dissolution, § 13:36

federal tax liabilities, § 13:44

records, assessors' access to, § 9:20

tax records, inspection rights, § 9:6

Corporations (this index)

Dissolved corporations

certificate of dissolution, § 13:36

federal tax liabilities, § 13:44

Dividends, § 8:8

Foreign corporations, § 1:11

Fraternal benefit societies, § 22:2

Nonprofit organizations, corporate and associational forms, § 21:1

Substantial compliance, § 1:26

TELEPHONE SALES

False and Misleading Advertising (this index)

TERMINATION AND CANCELLATION OF CONTRACTS

Generally, §§ 29:1 to 29:10

Forms, §§ 29:8 to 29:10

Cancellation of instrument distinguished, § 29:7

Contractual provision for termination general discussion, § 29:3

affirmative defense of termination under contractual provision before alleged breach, form, § 29:9

Definitions, § 29:1

Effect, § 29:5

Forms

generally, §§ 29:8 to 29:10

affirmative defense of termination by mutual agreement before alleged breach, § 29:10

INDEX

TERMINATION AND CANCELLATION OF CONTRACTS—Cont'd

Forms—Cont'd

affirmative defense of termination under contractual provision before alleged breach, § 29:9

complaint for breach of contract based on termination without proper notice, § 29:8

Good faith or good cause, § 29:4

Grounds for termination, § 29:2

Mutual agreement to terminate, affirmative defense of termination by mutual agreement before alleged breach, § 29:10

Notice, complaint for breach of contract based on termination without proper notice, form, § 29:8

Rescission distinguished, § 29:6

Time of termination, § 29:2

TERMINATION STATEMENTS

Secured Transactions (this index)

THINGS IN ACTION

Assignment (this index)

THIRD PARTIES

Modification of contracts, § 27:41

Reformation of contracts, § 28:5

Secured Transactions (this index)

Third-Party Beneficiary Contracts
(this Index)

THIRD-PARTY BENEFICIARY CONTRACTS

Generally, §§ 25:1 to 25:19

Forms, §§ 25:14 to 25:19

Definition of third-party beneficiaries, § 25:1

Donee and creditor beneficiaries, § 25:2

Exclusion of incidental beneficiaries, § 25:5

THIRD-PARTY BENEFICIARY CONTRACTS—Cont'd

Forms

generally, §§ 25:14 to 25:19

affirmative defense based on promisee's breach, § 25:17

affirmative defense based on rescission of contract, § 25:16

affirmative defense based on statute of limitations, § 25:19

affirmative defense based on waiver, § 25:18

third-party beneficiary's complaint for breach of contract, § 25:14

third-party beneficiary's complaint for declaratory relief, § 25:15

Identification of third-party beneficiary, § 25:6

Intended and incidental beneficiaries, § 25:3

Intention to benefit third party, § 25:4

Modification, § 25:11

Promisees, affirmative defense based on promisee's breach, form, § 25:17

Promisors

defenses to enforcement of third-party beneficiary contracts, § 25:10

rights and duties in third-party beneficiary contracts, § 25:7

Rescission

general discussion, § 25:11

affirmative defense based on rescission of contract, form, § 25:16

Rights and remedies of third-party beneficiaries and trust beneficiaries distinguished, § 25:12

Tort recovery for breach of duty arising from third-party beneficiary contract, § 25:13

**THIRD-PARTY BENEFICIARY
CONTRACTS—Cont'd**

Waiver, affirmative defense based on
waiver, form, § 25:18

TITLE INSURANCE

False and misleading advertising,
§ 61:11

TITLE TO PROPERTY

Motor vehicle sales, leases, and
financing, § 58:25

TORT

Quasi contract and common counts,
§ 34:4

TRADE LIBEL

Slander of Title and Trade Libel
(this Index)

**TRADEMARKS AND TRADE
NAMES**

Generally, §§ 67:1 to 67:56

Forms, §§ 67:44 to 67:56

Abandonment, § 67:30

Acquiescence, § 67:28

Action based on false designation or
description, § 67:18

Advertisements, verified complaint
for injunction and damages based
on infringement of registered
trademark involving application of
reproduction of mark to labels,
signs, and advertisements, form,
§ 67:45

Application, § 67:8

Articles of incorporation, filing,
§ 67:36

Attorney fees, § 67:25

California, federal, and international
systems, § 67:4

Cancellation of trademark, § 67:14

Categories of trademarks, § 67:3

Checklist of matters to be considered
in action for seizure of counterfeit
goods, § 67:43

Civil liability, § 67:41

**TRADEMARKS AND TRADE
NAMES—Cont'd**

Common law

allegation of infringement of
common law trademark rights,
form, § 67:46

cause of action for infringement,
§ 67:16

Container brands registration,
§ 67:37

Copy of mark, verified complaint for
injunction and damages based on
infringement of registered
trademark involving use of copy
or imitation of mark, form,
§ 67:44

Counterfeit goods

motion for seizure of counterfeit
goods, form, § 67:49

order requiring seizure of
counterfeit goods, form,
§ 67:51

plaintiff's declaration in support
of motion for order requiring
seizure of counterfeit goods,
form, § 67:50

Criminal liability, § 67:42

Criminal penalties, § 67:26

Damages, § 67:22

declaration of defendant in sup-
port of motion for damages
and costs for wrongful seizure
of defendant's goods, form,
§ 67:53

motion for damages and costs for
wrongful seizure of
defendant's goods, form,
§ 67:52

verified complaint for injunction
and damages based on
infringement of registered
trademark involving applica-
tion of reproduction of mark to
labels, signs, and advertise-
ments, form, § 67:45

INDEX

TRADEMARKS AND TRADE NAMES—Cont'd

Damages, § 67:22—Cont'd

verified complaint for injunction and damages based on infringement of registered trademark involving use of copy or imitation of mark, form, § 67:44

verified complaint for injunction and damages based on infringement of registered trade name of farm, form, § 67:48

Defenses, §§ 67:28 to 67:33

Definitions

generally, § 67:34

statutory definitions of trademark, § 67:2

Destruction of goods, § 67:24

Dilution, §§ 67:17, 67:19

Distinction between trade names and trademarks, § 67:35

Distinctive quality of trademark, allegation that defendant's use of trademark injures plaintiff's business reputation or dilutes distinctive quality of trademark, form, § 67:47

Duration of trademark, § 67:13

Estoppel, § 67:28

affirmative defense that plaintiff is estopped by laches from asserting infringement of trademark, form, § 67:55

Famous mark, dilution, § 67:19

Farm

name registration, § 67:38

verified complaint for injunction and damages based on infringement of registered trade name of farm, form, § 67:48

Fictitious business name, filing, § 67:36

TRADEMARKS AND TRADE NAMES—Cont'd

Forms

generally, §§ 67:44 to 67:56

affirmative defense that defendant is innocent infringer, § 67:54

affirmative defense that defendant used trademark before plaintiff used and registered mark, § 67:56

affirmative defense that plaintiff is estopped by laches from asserting infringement of trademark, § 67:55

allegation of infringement of common law trademark rights, § 67:46

allegation that defendant's use of trademark injures plaintiff's business reputation or dilutes distinctive quality of trademark, § 67:47

declaration of defendant in support of motion for damages and costs for wrongful seizure of defendant's goods, § 67:53

motion for damages and costs for wrongful seizure of defendant's goods, § 67:52

motion for seizure of counterfeit goods, § 67:49

order requiring seizure of counterfeit goods, § 67:51

plaintiff's declaration in support of motion for order requiring seizure of counterfeit goods, § 67:50

verified complaint for injunction and damages based on infringement of registered trademark involving application of reproduction of mark to labels, signs, and advertisements, § 67:45

**TRADEMARKS AND TRADE
NAMES—Cont'd**

Forms—Cont'd

verified complaint for injunction
and damages based on
infringement of registered
trademark involving use of
copy or imitation of mark,
§ 67:44

verified complaint for injunction
and damages based on
infringement of registered
trade name of firm, § 67:48

Fraudulent registration, §§ 67:20,
67:32

Goods

declaration of defendant in sup-
port of motion for damages
and costs for wrongful seizure
of defendant's goods, form,
§ 67:53

destruction, § 67:24

motion for damages and costs for
wrongful seizure of
defendant's goods, form,
§ 67:52

motion for seizure of counterfeit
goods, form, § 67:49

order requiring seizure of
counterfeit goods, form,
§ 67:51

plaintiff's declaration in support
of motion for order requiring
seizure of counterfeit goods,
form, § 67:50

seizure, § 67:23

Governing law, §§ 67:1, 67:34

Imitation of mark, verified complaint
for injunction and damages based
on infringement of registered
trademark involving use of copy
or imitation of mark, form,
§ 67:44

Improper use of trade name,
§§ 67:41, 67:42

Ineligible trademarks, § 67:5

**TRADEMARKS AND TRADE
NAMES—Cont'd**

Infringement

generally, §§ 67:15 to 67:33

affirmative defense that
defendant is innocent
infringer, form, § 67:54

affirmative defense that plaintiff
is estopped by laches from
asserting infringement of
trademark, form, § 67:55

allegation of infringement of
common law trademark rights,
form, § 67:46

verified complaint for injunction
and damages based on
infringement of registered
trademark involving applica-
tion of reproduction of mark to
labels, signs, and advertise-
ments, form, § 67:45

verified complaint for injunction
and damages based on
infringement of registered
trademark involving use of
copy or imitation of mark,
form, § 67:44

verified complaint for injunction
and damages based on
infringement of registered
trade name of firm, form,
§ 67:48

Infringer, affirmative defense that
defendant is innocent infringer,
form, § 67:54

Injunction, § 67:21

verified complaint for injunction
and damages based on
infringement of registered
trademark involving applica-
tion of reproduction of mark to
labels, signs, and advertise-
ments, form, § 67:45

verified complaint for injunction
and damages based on
infringement of registered

INDEX

TRADEMARKS AND TRADE NAMES—Cont'd

Injunction, § 67:21—Cont'd
 trademark involving use of
 copy or imitation of mark,
 form, § 67:44
 verified complaint for injunction
 and damages based on
 infringement of registered
 trade name of farm, form,
 § 67:48
Joint ownership, § 67:33
Labels, verified complaint for injunc-
tion and damages based on
infringement of registered
trademark involving application of
reproduction of mark to labels,
signs, and advertisements, form,
§ 67:45
Laches
 affirmative defense that plaintiff
 is estopped by laches from
 asserting infringement of
 trademark, form, § 67:55
 estoppel, and acquiescence,
 § 67:28
Laundry supply registration, § 67:39
Names, other than trade names, for
organizations, § 67:40
Opposition, § 67:9
Organizations, names other than
trade names, § 67:40
Other defenses, § 67:33
Previously used marks, § 67:29
Registration, §§ 67:36 to 67:40
 container brands, § 67:37
 evidence of ownership, § 67:10
 farm name, § 67:38
 fraudulent, §§ 67:20, 67:32
 laundry supply, § 67:39
 prerequisites, §§ 67:4 to 67:7
 trademarks, §§ 67:4 to 67:14
Renewal of trademark, § 67:13
Reputation, allegation that
defendant's use of trademark
injures plaintiff's business reputa-

TRADEMARKS AND TRADE NAMES—Cont'd

 tion or dilutes distinctive quality
 of trademark, form, § 67:47
Review and opposition, § 67:9
Searches for trademark, § 67:7
Secondary meaning, lack of, § 67:31
Seizure
 goods, seizure of, § 67:23
 motion for seizure of counterfeit
 goods, form, § 67:49
 order requiring seizure of
 counterfeit goods, form,
 § 67:51
 plaintiff's declaration in support
 of motion for order requiring
 seizure of counterfeit goods,
 form, § 67:50
Service of process, § 67:27
Signs, verified complaint for injunc-
tion and damages based on
infringement of registered
trademark involving application of
reproduction of mark to labels,
signs, and advertisements, form,
§ 67:45
Statutory causes of action for
infringement, § 67:15
Statutory definitions of trademark,
§ 67:2
Trade names, §§ 67:34 to 67:42
Transferability of trademark, § 67:12
Unlawful use of trademark, §§ 67:15
 to 67:33
 generally, §§ 67:15 to 67:33
Use of trademark, § 67:6
 affirmative defense that
 defendant used trademark
 before plaintiff used and
 registered mark, form, § 67:56
 symbols, § 67:11
Wrongful seizure
 declaration of defendant in sup-
 port of motion for damages
 and costs for wrongful seizure

TRADEMARKS AND TRADE NAMES—Cont'd

Wrongful seizure—Cont'd

of defendant's goods, form,
§ 67:53

motion for damages and costs for
wrongful seizure of
defendant's goods, form,
§ 67:52

TRADE NAMES

Trademarks and Trade Names
(this index)

TRADE SECRETS

Generally, §§ 66:1 to 66:52

Forms, §§ 66:35 to 66:52

Accrual of cause of action,
§ 66:14.50

Additional causes of action, § 66:25

Answer, § 66:27

Attorney fees, § 66:19

Common law, relationship to UTSA,
§ 66:4

Confidential information, motion for
protective order in deposition as to
trade secrets or confidential infor-
mation, form, § 66:48

Copyright law, relationship to trade
secret protection, § 66:6

Court records, sealed, sealing court
records, form, §§ 66:44, 66:45

Customers

customer list as trade secret,
§ 66:8

identity of plaintiff's customers
obvious, form, § 66:43

misappropriation of customer
list, form, § 66:37

Damages, § 66:16

Defenses, § 66:28

Definitions

trade secret, § 66:7

UTSA, § 66:12

Depositions, application for leave to
serve notice of depositions within

TRADE SECRETS—Cont'd

20 days of service of summons
and order shortening time, form,
§ 66:46

Discovery

discovery, protection of trade
secrets during litigation, form,
§§ 66:46 to 66:48

identification of trade secrets
prior to commencing
discovery, form, § 66:47

independent discovery, including
reverse engineering, form,
§ 66:40

protecting trade secrets in litiga-
tion, § 66:33

Drafting complaint, § 66:24

Economic advantage requirement,
§ 66:9

Evidentiary privilege for trade
secrets, § 66:34

Exemplary damages, § 66:18

Ex parte application, ex parte
application for temporary restrain-
ing order and order to show cause,
form, § 66:49

Expert witness fees, § 66:19

File, sealed, order sealing file, form,
§ 66:45

Forms

generally, §§ 66:35 to 66:52

application for leave to serve
notice of depositions within 20
days of service of summons
and order shortening time,
§ 66:46

application for order to protect
trade secrets, § 66:44

certificate regarding notice of
application for temporary
restraining order, § 66:50

declaration in support of applica-
tion for order to show cause re
preliminary injunction and
temporary restraining order,
§ 66:51

INDEX

TRADE SECRETS—Cont'd

Forms—Cont'd

- discovery, protection of trade secrets during litigation, §§ **66:46 to 66:48**
- ex parte application for temporary restraining order and order to show cause, § **66:49**
- failure to protect secrecy; prior disclosure, § **66:41**
- identification of trade secrets prior to commencing discovery, § **66:47**
- identity of plaintiff's customers obvious, § **66:43**
- independent discovery, including reverse engineering, § **66:40**
- injunctive relief, §§ **66:49 to 66:52**
- misappropriation of customer list, § **66:37**
- misappropriation of manufacturing process, § **66:35**
- misappropriation of marketing and production information by executive of plaintiff, § **66:38**
- misappropriation of product, § **66:36**
- motion for protective order in deposition as to trade secrets or confidential information, § **66:48**
- obviousness, § **66:42**
- order sealing file, § **66:45**
- order to show cause re preliminary injunction and temporary restraining order, § **66:52**
- prior disclosure, § **66:41**
- protection of trade secrets during litigation, §§ **66:44 to 66:48**
- sealing court records, §§ **66:44, 66:45**
- statute of limitations, § **66:39**

Identification, identification of trade secrets prior to commencing

TRADE SECRETS—Cont'd

- discovery, form, § **66:47**
- Improper means of obtaining trade secret, § **66:14**
- Independent discovery, including reverse engineering, form, § **66:40**
- Injunctive relief
 - generally, §§ **66:15, 66:29 to 66:31**
 - injunctive relief, form, §§ **66:49 to 66:52**
- Interview with plaintiff, § **66:20**
- Jurisdiction and venue, § **66:23**
- Manufacturing process, misappropriation of manufacturing process, form, § **66:35**
- Marketing information, misappropriation of marketing and production information by executive of plaintiff, form, § **66:38**
- Misappropriation, § **4:69**
 - improper means of obtaining trade secret, § **66:14**
 - misappropriation of customer list, form, § **66:37**
 - misappropriation of manufacturing process, form, § **66:35**
 - misappropriation of marketing and production information by executive of plaintiff, form, § **66:38**
 - misappropriation of product, form, § **66:36**
 - property of employer, § **66:13**
 - trade secret, §§ **66:12 to 66:14**
- Motion for protective order, motion for protective order in deposition as to trade secrets or confidential information, form, § **66:48**
- Notice of depositions, application for leave to serve notice of depositions within 20 days of service of summons and order shortening time, form, § **66:46**
- Novelty requirement, § **66:11**

TRADE SECRETS—Cont'd

Obviousness, obviousness, form,
§ **66:42**

Order to show cause

declaration in support of applica-
tion for order to show cause re
preliminary injunction and
temporary restraining order,
form, § **66:51**

ex parte application for
temporary restraining order
and order to show cause, form,
§ **66:49**

order to show cause re prelimi-
nary injunction and temporary
restraining order, form,
§ **66:52**

Parties, § **66:22**

Patent law, relationship to trade
secret protection, § **66:5**

Pleadings, §§ **66:24 to 66:28**

Preliminary injunction, § **66:30**

declaration in support of applica-
tion for order to show cause re
preliminary injunction and
temporary restraining order,
form, § **66:51**

order to show cause re prelimi-
nary injunction and temporary
restraining order, form,
§ **66:52**

Prior disclosure, prior disclosure,
form, § **66:41**

Production information, misappro-
priation of marketing and produc-
tion information by executive of
plaintiff, form, § **66:38**

Products, misappropriation of prod-
uct, form, § **66:36**

Protection

generally, § **66:1**

application for order to protect
trade secrets, form, § **66:44**

copyright law, relationship to,
§ **66:6**

TRADE SECRETS—Cont'd

Protection—Cont'd

discovery, protection of trade
secrets during litigation, form,
§§ **66:46 to 66:48**

during litigation, §§ **66:32 to**
66:34

patent law, relationship to, § **66:5**
protection of trade secrets during
litigation, form, §§ **66:44 to**
66:48

Protective order, motion for protec-
tive order in deposition as to trade
secrets or confidential information,
form, § **66:48**

Public access to records and
proceedings, preventing, § **66:32**

Records and proceedings, preventing
public access, § **66:32**

Reverse engineering, independent
discovery, form, § **66:40**

Royalty, § **66:17**

Sealing court records, sealing court
records, form, §§ **66:44, 66:45**

Secrecy

failure to protect secrecy, form,
§ **66:41**

requirement, § **66:10**

Statute of limitations

generally, § **66:21**

statute of limitations, form,
§ **66:39**

Statutes protecting trade secrets,
relationship to UTSA, § **66:3**

Temporary restraining order

generally, § **66:29**

certificate regarding notice of
application for temporary
restraining order, form,
§ **66:50**

declaration in support of applica-
tion for order to show cause re
preliminary injunction and
temporary restraining order,
form, § **66:51**

INDEX

TRADE SECRETS—Cont'd

Temporary restraining order
—Cont'd
 ex parte application for
 temporary restraining order
 and order to show cause, form,
 § 66:49
 order to show cause re prelimi-
 nary injunction and temporary
 restraining order, form,
 § 66:52
Undertakings, § 66:31
Uniform Trade Secrets Act (UTSA),
 § 66:2
UTSA
 common law, relationship to,
 § 66:4
 definition, § 66:12
 statutes protecting trade secrets,
 relationship to other, § 66:3
Venue, § 66:23

TRANSFERS OF FUNDS

Banks (this index)

ULTRA VIRES

Quasi contract and common counts,
 § 34:30

UNCERTIFICATED SECURITY

Securities Transfer (this index)

UNCLAIMED PROPERTY LAWS

Artistic property, § 69:46

UNCLEAN HANDS

Reformation of contracts, § 28:22

UNDUE INFLUENCE

Accounts and accounting, affirmative
 defense that account stated
 resulted from mistake, fraud,
 duress, or undue influence, form,
 § 35:40
Contracts, § 24:33
Rescission and restitution, § 30:12

UNFAIR COMPETITION

Generally, §§ 60:1 to 60:66
Forms, §§ 60:27 to 60:33, 60:59 to
 60:66
Acts prohibited by B & P C§§ 17500
 et seq., § 60:11
Advertising, § 60:10
Arbitration., § 60:19
Attorney fees, §§ 60:22, 60:47
Bringing action, § 60:12
Burden of proof, § 60:17
Business and professions code
 §§ 17200-17208, actions under,
 §§ 60:5 to 60:33
Business practices
 fraudulent, § 60:9
 unfair, § 60:8
 unlawful, § 60:7
Civil actions for damages, § 60:46
Civil actions for injunctive relief,
 § 60:45
Civil liability, § 60:35
Civil penalty for acts against senior
 citizens or disabled persons,
 § 60:21
Civil penalty for violations, § 60:20
Collusion, § 60:42
Common law unfair competition
 actions, § 60:2
Contents of complaint in B & P
 C§ 17200 action, § 60:25
Contracts, illegal, § 60:44
Criminal provisions, § 60:36
Damages, § 60:46
 complaint for injunctive relief
 and damages, form, § 60:59
 complaint for injunctive relief
 and damages against corpora-
 tion engaged in locality
 discrimination, form, § 60:61
 complaint for injunctive relief
 and damages against corpora-
 tion engaged in loss leader
 practices, form, § 60:60
Deceptive advertising, § 60:10

UNFAIR COMPETITION

—Cont'd

Defenses, §§ 60:14, 60:52

- B & P C§ 17200 action, § 60:25
- defense of business justification, form, § 60:31
- defense of federal preemption, form, § 60:32
- defense that conduct was not unlawful, form, § 60:30
- defense that defendant's loss leaders were utilized to meet competition, form, § 60:63
- defense that locality discrimination was justified by the difference in cost of transportation of the manufactured product, form, § 60:65
- defense that prohibition against locality discrimination was excepted by closing out stock, form, § 60:64
- defense that prohibition against sales below cost was excepted by damaged or deteriorated quality of goods, form, § 60:66

Definitions, § 60:6

Disabled persons, acts against, § 60:21

Discovery, § 60:54

Evidence, § 60:55

Exemptions, § 60:43

Federal law, § 60:3

Federal preemption, defense of federal preemption, form, § 60:32

Federal Trade Commission Act, § 60:4

Forms

generally, §§ 60:27 to 60:33, 60:59 to 60:66

Business and Professions Code §§ 17200-17208

answer to complaint for injunctive relief and restitution, § 60:29

UNFAIR COMPETITION

—Cont'd

Forms—Cont'd

Business and Professions Code

§§ 17200-17208—Cont'd

- complaint based on misappropriation of trade secrets for injunctive relief and restitution, § 60:28
- complaint for injunctive relief and restitution, § 60:27

defense of business justification, § 60:31

defense of federal preemption, § 60:32

defense that conduct was not unlawful, § 60:30

judgment, § 60:33

Unfair Practices Act

generally, §§ 60:59 to 60:66

allegation that defendant engaged in rebate scheme to destroy competition, § 60:62

complaint for injunctive relief and damages, § 60:59

complaint for injunctive relief and damages against corporation engaged in locality discrimination, § 60:61

complaint for injunctive relief and damages against corporation engaged in loss leader practices, § 60:60

defense that defendant's loss leaders were utilized to meet competition, § 60:63

defense that locality discrimination was justified by the difference in cost of transportation of

INDEX

UNFAIR COMPETITION

—Cont'd

Forms—Cont'd

Unfair Practices Act—Cont'd
the manufactured product,
§ 60:65

defense that prohibition
against locality discrimina-
tion was excepted by clos-
ing out stock, § 60:64

defense that prohibition
against sales below cost
was excepted by damaged
or deteriorated quality of
goods, § 60:66

Forum selection, § 60:50

Fraudulent business acts or practices,
§ 60:9

Illegal contracts, § 60:44

Immunity, § 60:58

Injunction violation, § 60:24

Injunctive relief, § 60:45

answer to complaint for injunc-
tive relief and restitution,
form, § 60:29

complaint based on misappropri-
ation of trade secrets for
injunctive relief and restitu-
tion, form, § 60:28

complaint for injunctive relief
and damages, form, § 60:59

complaint for injunctive relief
and damages against corpora-
tion engaged in locality
discrimination, form, § 60:61

complaint for injunctive relief
and damages against corpora-
tion engaged in loss leader
practices, form, § 60:60

complaint for injunctive relief
and restitution, form, § 60:27

Judgment, § 60:23

judgment, form, § 60:33

Liability, § 60:13

Limitation of actions, § 60:15

UNFAIR COMPETITION

—Cont'd

Locality discrimination, § 60:38

complaint for injunctive relief
and damages against corpora-
tion engaged in locality
discrimination, form, § 60:61

defense that locality discrimina-
tion was justified by the differ-
ence in cost of transportation
of the manufactured product,
form, § 60:65

defense that prohibition against
locality discrimination was
excepted by closing out stock,
form, § 60:64

Loss leader practices, § 60:40

complaint for injunctive relief
and damages against corpora-
tion engaged in loss leader
practices, form, § 60:60

defense that defendant's loss
leaders were utilized to meet
competition, form, § 60:63

Misappropriation, complaint based
on misappropriation of trade
secrets for injunctive relief and
restitution, form, § 60:28

Misleading advertising, § 60:10

Parties, § 60:48

Penalty for acts against senior
citizens or disabled persons,
§ 60:21

Penalty for violations, § 60:20

Persons who may be liable, § 60:13

Persons who may bring action,
§ 60:12

Pleadings, §§ 60:16, 60:51

Preliminary injunction, § 60:53

Presumptions, § 60:56

Rebates, § 60:41

allegation that defendant engaged
in rebate scheme to destroy
competition, form, § 60:62

References, § 60:57

Remedies, § 60:18

UNFAIR COMPETITION

—Cont'd

Restraining order, § 60:53

Sales below cost, § 60:39

defense that prohibition against sales below cost was excepted by damaged or deteriorated quality of goods, form, § 60:66

Secret payment of rebates, § 60:41

Solicitation, § 60:42

Temporary restraining order, § 60:53

Threats, § 60:42

Time to sue, § 60:49

Unfair, deceptive, untrue, or misleading advertising, § 60:10

Unfair advertising, § 60:10

Unfair business acts or practices, § 60:8

Unfair Practices Act, actions under, §§ 60:34 to 60:66

Unlawful business acts or practices, § 60:7

defense that conduct was not unlawful, form, § 60:30

Untrue advertising, § 60:10

Violation of injunction, § 60:24

Warranty service below cost, § 60:39

What constitutes unfair competition, § 60:6

Who may be liable, § 60:13

Who may bring action, § 60:12

UNIFORM COMMERCIAL CODE

Bulk sales

generally, § 47:4

complaint by creditor seeking to impose personal liability on buyer for noncompliance with Division 6, form, § 47:17

Consumer Warranty Act, effect on, § 53:2

Documents of title, §§ 44:1, 44:2, 44:9

UNIFORM COMMERCIAL CODE—Cont'd

Forced sale, affirmative defense by seller that plaintiff is not entitled to remedy under UCC § 2328(4) because auction was forced sale, form, § 41:31

Motor vehicle sales, leases, and financing, § 58:4

Negotiable instruments, § 42:1

Personal property leases, § 48:1

Sales, §§ 40:1 to 40:50

Secured transactions

2001 revision of UCC Division 9, §§ 46:1 to 46:13

UNIFORM FRAUDULENT TRANSFER ACT

Fraudulent transfers, §§ 47:25 to 47:36, 47:43 to 47:46

Receivership remedies, § 12:9

UNIFORM LIMITED PARTNERSHIP ACT

Generally, § 19:2

See also **Limited Partnerships** (this index)

UNIFORM PARTNERSHIP ACT OF 1994

Generally, § 16:1

See also **Partnerships** (this index)

UNILATERAL MISTAKE OF FACT

Reformation of contracts, § 28:8

UNIONS

Fraternal Benefit Societies (this Index)

Nonprofit Organizations (this Index)

UNKNOWN DEBTORS

Secured transactions, § 46:103

INDEX

UNLAWFUL DETAINER

Private franchise disputes
generally, § 23:30
petroleum franchises, § 23:76

UNRUH RETAIL INSTALLMENT ACT

Generally, § 52:15

UNSOLICITED E-MAIL

False and misleading advertising,
§§ 61:44, 61:63

UNSOLICITED GOODS AND SERVICES

Generally, §§ 52:37, 52:38
Prohibition against unsolicited
providing of goods or services,
§ 52:37
Termination of membership in orga-
nization selling to its members at
retail, § 52:38

USURY

Generally, §§ 54:1 to 54:60
Forms, §§ 54:47 to 54:60
Acceleration right, § 54:36
Amount due, complaint for declara-
tion of existence of usury and as to
amount due on usurious loan,
form, § 54:48
Application of federal law, § 54:6
Bonuses, § 54:25
Claim of usury, §§ 54:45, 54:46
Commissions, § 54:28
Compound interest, § 54:31
Conflict of laws, § 54:7
Constitutional exemptions, § 54:14
Constitutionality, § 54:4
Consumer loans, § 54:19
Contingent interest, § 54:30
Criminal liability, § 54:5
Default charges, § 54:33
Defending claim of usury, § 54:46
Defenses, §§ 54:17, 54:42, 54:46
affirmative defense of fraud and
estoppel, form, § 54:59

USURY—Cont'd

Defenses, §§ 54:17, 54:42, 54:46
—Cont'd
affirmative defense of res
judicata to claim for recovery
of penalty for usury, form,
§ 54:60
affirmative defense of statute of
limitations to claim for
recovery of penalty for usury,
form, § 54:57
affirmative defense of statute of
limitations to claim for
recovery of usurious interest,
form, § 54:56
affirmative defense of
unconscionability to claim for
interest on loan from exempt
lender, form, § 54:55
affirmative defense of usury by
borrower, form, § 54:52
affirmative defense of usury by
borrower from industrial loan
company, form, § 54:53
affirmative defense of usury to
claim for payment of
unmatured principal, form,
§ 54:51
affirmative defense of usury to
complaint for payment of
interest on loan, form, § 54:50
affirmative defense of willful
usury by borrower from
personal property broker,
form, § 54:54
Definitions, § 54:3
Discount, § 54:27
Effect of usury, §§ 54:34 to 54:36
Exemptions, constitutional, § 54:14
Exemptions from usury laws,
§§ 54:14 to 54:17
Federal law, § 54:6
Fees, § 54:28
Forbearance, § 54:10
Forms
generally, §§ 54:47 to 54:60

USURY—Cont'd

Forms—Cont'd

- affirmative defense of fraud and estoppel, § **54:59**
- affirmative defense of res judicata to claim for recovery of penalty for usury, § **54:60**
- affirmative defense of statute of limitations to claim for recovery of penalty for usury, § **54:57**
- affirmative defense of statute of limitations to claim for recovery of usurious interest, § **54:56**
- affirmative defense of unclean hands to claim for recovery of penalty for usury, § **54:58**
- affirmative defense of unconscionability to claim for interest on loan from exempt lender, § **54:55**
- affirmative defense of usury by borrower, § **54:52**
- affirmative defense of usury by borrower from industrial loan company, § **54:53**
- affirmative defense of usury to claim for payment of unmatured principal, § **54:51**
- affirmative defense of usury to complaint for payment of interest on loan, § **54:50**
- affirmative defense of willful usury by borrower from personal property broker, § **54:54**
- complaint for declaration of existence of usury and as to amount due on usurious loan, § **54:48**
- complaint for reformation of usurious agreement, § **54:49**
- complaint for violation of general usury law, § **54:47**

USURY—Cont'd

- Fraud, affirmative defense of fraud and estoppel, form, § **54:59**
- General limitation, § **54:18**
- Governing law, § **54:1**
- Interest, § **54:21**
 - affirmative defense of unconscionability to claim for interest on loan from exempt lender, form, § **54:55**
 - affirmative defense of usury to complaint for payment of interest on loan, form, § **54:50**
 - application, § **54:35**
 - calculating, § **54:24**
 - compound, § **54:31**
 - contingent, § **54:30**
 - defined, § **54:23**
 - penalty, § **54:39**
 - prepaid, § **54:25**
 - rates, §§ **54:18 to 54:22**
 - recovery, § **54:38**
 - unpaid, § **54:40**
 - variable, § **54:29**
- Interest rate on judgments, § **54:22**
- Late charges, § **54:33**
- Lease of property, § **54:11**
- Liability of regulated lenders, § **54:41**
- Loan, modification or renewal, § **54:13**
- Loan or forbearance, § **54:10**
- Loans made or arranged by a real estate broker, § **54:16**
- Modification or renewal of loan, § **54:13**
- Parties, § **54:44**
- Parties' intent, § **54:9**
- Payment, affirmative defense of usury to claim for payment of unmatured principal, form, § **54:51**
- Pleading claim of usury, § **54:45**
- Points, § **54:26**
- Prepaid interest, § **54:25**

INDEX

USURY—Cont'd

Prepayment fees, § 54:32

Purpose, § 54:2

Real estate broker loans, § 54:16

Recovery of interest, § 54:38

Reformation of agreement, complaint for reformation of usurious agreement, form, § 54:49

Regulated lenders liability, § 54:41

Remedies, generally, §§ 54:37 to 54:43

Res judicata, affirmative defense of res judicata to claim for recovery of penalty for usury, form, § 54:60

Rights of lender, § 54:43

Right to accelerate, § 54:36

Sale or lease of property, § 54:11

Securities regulation exemptions, § 7:11

Shared appreciation loans, § 54:30

Statute of limitations

affirmative defense of statute of limitations to claim for recovery of penalty for usury, form, § 54:57

affirmative defense of statute of limitations to claim for recovery of usurious interest, form, § 54:56

Statutes regulating interest and loan charges, § 54:21

Statutory exemptions from usury laws, § 54:15

Transactions subject to usury laws, §§ 54:8 to 54:13

Unconscionability as defense, § 54:17

Unpaid interest, § 54:40

Usury as a defense, § 54:42

Variable interest, § 54:29

VEHICLE LEASING ACT

Motor Vehicle Sales, Leases, and Financing (this Index)

VEIL PIERCING

Alter Ego (this index)

VENDING MACHINES

Seller assisted marketing plans

generally, § 23:82

see also **Private Franchises** (this index)

VENTURES

Joint Ventures (this index)

VENUE

Accounts and accounting, §§ 35:29, 35:52

Account stated, § 35:29

False and misleading advertising, § 61:49

Installment sales, § 57:26

Installment sales, declaration that action filed in proper place for trial, form, § 57:50

Motor vehicle sales, leases, and financing, § 58:56

Reformation of contracts, § 28:14

VOTING TRUSTS

Corporate governance

generally, § 10:27

specific performance, complaint for, § 10:48

VOUCHING IN

Form, § 40:68

WAGES

Assignment, § 26:11

WAIVER AND ESTOPPEL

Generally, §§ 32:1 to 32:24

Forms, §§ 32:23, 32:24

Agency, caused by actions of principal, § 36:9

Auction sales, affirmative defense by auctioneer that owner of goods is estopped to assert title to goods sold at auction, form, § 41:32

Breach, waiver of, § 32:22

WAIVER AND ESTOPPEL

—Cont'd

Causation, § 32:5
 Contracts, applications of waiver to, § 32:15
 Contracts, estoppel as consideration, § 24:45
 Contractual condition, waiver of, § 32:19
 Contractual right, waiver of, § 32:17
 Credit reporting and information, § 56:90
 Damages, § 32:6
 Defect in acceptance, waiver of, § 32:15
 Definitions, §§ 32:1, 32:2
 Detrimental reliance, § 32:12
 Equitable estoppel
 generally, §§ 32:7 to 32:13
 allegation of equitable estoppel, form, § 32:24
 Estoppel distinguished from waiver, § 32:1
 Forms
 allegation of equitable estoppel, § 32:24
 complaint alleging promissory estoppel, § 32:23
 Ignorance of facts by party asserting equitable estoppel, § 32:11
 Illegal contracts, § 32:16
 Installment sales, § 57:4
 Intent
 general discussion, § 32:9
 intentional relinquishment of right, § 32:14
 Knowledge of party to be estopped, § 32:10
 Material facts, representation of, § 32:8
 Negotiable instruments, § 42:39
 Patents and invention development, § 70:53
 Personal property leases, §§ 48:9, 48:21

WAIVER AND ESTOPPEL

—Cont'd

Pleading, § 32:13
 Promissory estoppel
 generally, §§ 32:3 to 32:6
 complaint alleging promissory estoppel, form, § 32:23
 distinguished from equitable estoppel, § 32:2
 Reliance, § 32:4
 Rescission and restitution
 generally, §§ 30:26, 32:21
 affirmative defense of waiver of right to rescind, form, § 30:44
Secured Transactions (this index)
 Statutory right, waiver of, § 32:18
 Tendered performance, waiver of defect in, § 32:20
 Third-party beneficiary contracts, affirmative defense based on waiver, form, § 25:18
 Trademarks and trade names, affirmative defense that plaintiff is estopped by laches from asserting infringement of trademark, form, § 67:55

WARRANTIES

Generally, §§ 53:1 to 53:56
 Forms, §§ 53:50 to 53:66
 Artistic property, § 69:26
 Assistive devices, required written warranty in retail sales, § 53:12
 Attorney fees, retailer or independent service person's right to, § 53:33
 Automotive consumer notification act, § 53:30
 Banks, §§ 49:31, 49:39
 Beneficiaries of home roof warranty, § 53:41
 Breach of express warranties, buyer's complaint for breach of express warranty and violation of Consumer Warranty Act, form, § 53:53

INDEX

WARRANTIES—Cont'd

Breach of implied warranties

- buyer's allegation of breach of implied warranty of fitness, form, § 53:56
- buyer's allegation of breach of implied warranty of merchantability, form, § 53:55

Buyer

- buyer's agreement with manufacturer to extend time for service or repair of nonconforming consumer goods, form, § 53:51
- buyer's allegation of breach of implied warranty of fitness, form, § 53:56
- buyer's allegation of breach of implied warranty of merchantability, form, § 53:55
- buyer's complaint for breach of express warranty and violation of Consumer Warranty Act, form, § 53:53
- buyer's notice to manufacturer of nonconformity of consumer goods, form, § 53:50

Buyers' remedies

- manufacturer's failure to provide service facility in conjunction with express warranties, § 53:17
- time for compliance, § 53:17

Buyers' rights

- damages, penalties, and attorney fees, § 53:32
- manufacturer's failure to provide service facility in conjunction with express warranties, § 53:17
- service contract in lieu of express warranty, § 53:20
- time for compliance, § 53:17
- written mobilehome or manufactured home warranty; required contents, § 53:35

WARRANTIES—Cont'd

Checklists

- express warranties for assistive devices, § 53:43
- express warranties for clothing or consumables, § 53:44
- implied warranties, § 53:42
- mobilehome and manufactured home warranties, § 53:49
- motor vehicle warranties, § 53:47
- obtain damages or other recovery for violation of Consumer Warranty Act, § 53:48
- service and repair, § 53:45
- tolling of express or implied warranty periods, § 53:46

Consumer goods

- see also used and leased goods below

- buyer's agreement with manufacturer to extend time for service or repair of nonconforming consumer goods, form, § 53:51
- buyer's notice to manufacturer of nonconformity of consumer goods, form, § 53:50
- new and used, warranty rights and duties in leases, § 53:23

Consumer Warranty Act

- buyer's complaint for breach of express warranty and violation of Consumer Warranty Act, form, § 53:53
- buyer's right to damages, penalties, and attorney fees, § 53:32
- measure of damages, § 53:32
- retailer or independent service person's right to damages and attorney fees, § 53:33
- retail seller's complaint against manufacturer for violation of Consumer Warranty Act, form, § 53:57

WARRANTIES—Cont'd

Consumer Warranty Act—Cont'd
UCC and federal trade commis-
sion improvement act, effect
on, § 53:2

Damages

measure of, § 53:32
violation of Consumer Warranty
Act, §§ 53:31, 53:32

Definitions

mobilehome and manufactured
home warranties, § 53:34
related to parties in consumer
warranties, § 53:3
related to sales, consumer goods,
and other products in
consumer warranties, § 53:4

Distributors

affirmative defense by
manufacturer, retailer or dis-
tributor for unauthorized or
unreasonable use of goods,
form, § 53:59
affirmative defense by
manufacturer, retailer or dis-
tributor of waiver of implied
warranties, form, § 53:58
used consumer goods, duties in
making express warranties,
§ 53:22

Documents of title, § 44:17

Express warranties

generally, §§ 53:10 to 53:21
assistive devices, required writ-
ten warranty in retail sales,
§ 53:12
buyer's complaint for breach of
express warranty and violation
of Consumer Warranty Act,
form, § 53:53
buyer's service contract in lieu
of, § 53:20
complaint for breach of
consumer sale warranty, form,
§ 53:54
defined, § 53:10

WARRANTIES—Cont'd

Express warranties—Cont'd

distributor or retail seller of used
consumer goods, duties in
making, § 53:22
manufacturer's duty to make to
provide service and repair
facilities or independent war-
ranty service, § 53:14
mobile home/manufactured home
warranty, form, § 53:65
repairs, time limitations and
liability for noncompliance,
§ 53:14
required form and content,
§ 53:11

required service literature and
parts for consumer electronics
or appliance manufacturers
making express warranties,
§ 53:16

Statement on work order for war-
ranty repair, forms, § 53:62

False and misleading advertising,
§ 61:71

Forms

generally, §§ 53:50 to 53:66
affirmative defense by
manufacturer, retailer or dis-
tributor for product known to
be inherently unsafe, § 53:60
affirmative defense by
manufacturer, retailer or dis-
tributor for unauthorized or
unreasonable use of goods,
§ 53:59
affirmative defense by
manufacturer, retailer or dis-
tributor of waiver of implied
warranties, § 53:58
buyer's agreement with
manufacturer to extend time
for service or repair of
nonconforming consumer
goods, § 53:51

INDEX

WARRANTIES—Cont'd

Forms—Cont'd

- buyer's allegation of breach of implied warranty of fitness, § **53:56**
- buyer's allegation of breach of implied warranty of merchantability, § **53:55**
- buyer's complaint for breach of express warranty and violation of Consumer Warranty Act, § **53:53**
- buyer's notice to manufacturer of nonconformity of consumer goods, § **53:50**
- buyer's notice to retail seller of nonconformity of consumer goods, § **53:52**
- complaint for breach of consumer sale warranty, § **53:54**
- complaint for failure to install consumer goods in workmanlike manner, § **53:64**
- mobile home/manufactured home warranty, § **53:65**
- notice of disclaimer of implied warranties, § **53:61**
- notice of nonconformity of grey market goods, § **53:66**
- retail seller's complaint against manufacturer for violation of Consumer Warranty Act, § **53:57**
- service contract on home appliance/home electronic product, § **53:63**
- Statement on work order for warranty repair, § **53:62**

Goods

- affirmative defense by manufacturer, retailer or distributor for product known to be inherently unsafe, § **53:60**
- nonconforming consumer, buyer's agreement with

WARRANTIES—Cont'd

Goods—Cont'd

- manufacturer to extend time for service or repair of nonconforming consumer goods, form, § **53:51**
- unauthorized or unreasonable use of, affirmative defense by manufacturer, retailer, or distributor for unauthorized or unreasonable use of goods, form, § **53:59**
- Grey market goods
 - 'disclosures required, §§ **53:37 to 53:39**
 - notice of nonconformity of grey market goods, form, § **53:66**
- Home roof warranties, §§ **53:40, 53:41**
- Implied warranties
 - generally, §§ **53:5 to 53:9**
 - affirmative defense by manufacturer, retailer, or distributor of waiver of implied warranties, form, § **53:58**
 - buyer's allegation of breach of implied warranty of fitness, form, § **53:56**
 - buyer's allegation of breach of implied warranty of merchantability, form, § **53:55**
 - buyer's remedies for breach, § **53:7**
 - duration, §§ **53:7, 53:22**
 - notice of disclaimer of implied warranties, form, § **53:61**
 - required written notice of implied warranty disclaimer for as is or with all faults sales, § **53:9**
 - right to implied warranties, § **53:6**
 - sale as is or with all faults on implied warranties of merchantability and fitness, § **53:8**

WARRANTIES—Cont'd

Implied warranties—Cont'd

Statement on work order for warranty repair, forms, § 53:62
used consumer goods, duties of distributor or retail seller, § 53:22

Leased goods, §§ 53:22, 53:23

Letters of Credit (this index)

Manufacturers

affirmative defense by manufacturer, retailer or distributor for product known to be inherently unsafe, § 53:60
affirmative defense by manufacturer, retailer or distributor for unauthorized or unreasonable use of goods, form, § 53:59
affirmative defense by manufacturer, retailer or distributor of waiver of implied warranties, form, § 53:58
buyer's agreement with manufacturer to extend time for service or repair of nonconforming consumer goods, form, § 53:51
buyer's notice to manufacturer of nonconformity of consumer goods, form, § 53:50
retail seller's complaint against manufacturer for violation of Consumer Warranty Act, form, § 53:57

Manufacturer's liability

effect of tolling on, § 53:25
to independent service person performing services or incurring obligations, § 53:19
to retailer for failure to maintain service facilities, § 53:18

Mobilehome and manufactured home warranties

generally, §§ 53:34 to 53:36

WARRANTIES—Cont'd

Mobilehome and manufactured

home warranties—Cont'd
buyer's right to written, required contents, § 53:35
manufacturers' and dealers' duties, § 53:36
scope and application, § 53:34

Motor vehicles

general, §§ 53:26 to 53:31
new, right to replacement or restitution, § 53:26
presumptions applicable to new motor vehicle purchases, § 53:27
prohibition on sale, lease, or transfer of nonconforming new motor vehicle, § 53:29
qualified third-party dispute resolution, § 53:28
warranty adjustment programs and service bulletins, § 53:31

Nonexclusiveness of rights and remedies, § 53:12

Personal property leases, §§ 48:10 to 48:13

affirmative defense by lessor based on as is exclusion of implied warranty, form, § 48:49
lessee's complaint for breach of express and implied warranties, form, § 48:44

Requirements for sales of service contracts, § 53:21

Retailer or independent service person's right to damages and attorney fees, § 53:33

Retailers

affirmative defense by manufacturer, retailer or distributor for product known to be inherently unsafe, § 53:60
affirmative defense by manufacturer, retailer or distributor for unauthorized or

INDEX

WARRANTIES—Cont'd

Retailers—Cont'd

unreasonable use of goods,
form, § 53:59

affirmative defense by
manufacturer, retailer or dis-
tributor of waiver of implied
warranties, form, § 53:58

retail seller's complaint against
manufacturer for violation of
Consumer Warranty Act,
form, § 53:57

Rights

implied warranties of merchant-
ability and fitness, right to,
§ 53:6

replacement of or reimbursement
for clothing or consumables
accompanied by an express
warranty, right to, § 53:13

Sale as is or with all faults on
implied warranties of merchant-
ability and fitness, § 53:8

Sales (this index)

Service and repair

generally, §§ 53:14 to 53:21
required form and content,
§ 53:15

Service contract on home appliance/
home electronic product, form,
§ 53:63

WARRANTIES—Cont'd

Tolling

effect on manufacturer's liability,
§ 53:25

express and implied warranties,
§§ 53:24, 53:25

warranty period for express and
implied warranties, § 53:24

Unfair competition, § 60:39

Used and leased goods

generally, §§ 53:22, 53:23

distributor or retail seller, duties
in making express warranties,
§ 53:22

warranty rights and duties,
§ 53:23

WEIGHT CLINICS

Dating Services and Weight Loss Clinics (this index)

WOMEN BUSINESSES

Public works contracts, § 39:5

WORK, LABOR, AND SERVICES

Allegation for work and labor done
on open book account, § 35:13

Quasi contract and common counts,
§§ 34:21 to 34:35

allegations of common count for
work, labor, services, and
materials at agreed price, form,
§ 34:49