

BUSINESS ASSOCIATIONS

The scope of the subject matter in the following outline includes general principles (“common law”) of corporations, agency (Restatement), and partnership law and the Uniform Acts applicable to corporations and partnerships that have been adopted in California.

- I. Corporations
 - A. Formation
 - 1. Statutory requirements
 - a. Effect of defective incorporation
 - b. De facto and de jure corporations
 - c. Corporation by estoppel
 - 2. Actions by promoters
 - 3. Articles of incorporation and bylaws
 - 4. Financial structure
 - B. Corporate powers
 - 1. Share re-purchase
 - 2. Gifts and loans
 - 3. Asset transfer
 - 4. Ultra vires acts
 - C. Officers and directors
 - 1. Transactions involving
 - 2. Compensation
 - 3. Indemnification
 - 4. Inspection rights
 - 5. Meetings and actions
 - 6. Fiduciary obligations
 - a. Conflicts of interest
 - b. Competition against corporation
 - c. Transactions involving corporation
 - d. Delegation of authority
 - e. Shareholder relations
 - 7. Director Liability
 - 8. De facto officers and directors
 - 9. Election, resignation and removal
 - 10. Business judgment rule
 - 11. Obligations with respect to corporate opportunities
 - D. Shareholders
 - 1. Rights
 - a. Meetings and elections
 - b. Voting
 - c. Inspection
 - d. Dividends
 - 2. Derivative actions
 - 3. Fiduciary obligations

- 4. Shareholder liability
 - 5. Restrictions on share transfer
 - E. Federal securities laws
 - 1. Insider trading
 - 2. Short swing profits
 - 3. Sale of controlling interest
 - F. Disregard of the corporate entity
 - G. Dissolution
 - 1. Effect
 - 2. Voluntary and involuntary methods
 - H. Close corporations
 - 1. Formation
 - 2. Officers and directors rights and liabilities
 - 3. Shareholders rights and liabilities
 - 4. Creditors rights
 - 5. Dissolution
 - I. Professional corporations
 - 1. Formation
 - 2. Operation
 - 3. Creditor rights
 - 4. Dissolution
- II. Partnerships and Unincorporated associations
 - A. Agency principles
 - 1. Formation of the agency
 - 2. Powers of the agent
 - 3. Principal's liability for contracts and torts of the agent
 - 4. Fiduciary duties
 - B. General partnerships
 - 1. Formation
 - 2. Partnership assets
 - 3. Powers of partners to bind the partnership
 - 4. Enforcement of partnership rights and obligations
 - 5. Relations between partners
 - a. Obligations under the terms of a partnership agreement
 - b. Obligations in the absence of terms in a partnership agreement
 - c. Fiduciary obligations
 - 6. Dissolution
 - 7. Personal liability of partners for partnership obligations
 - C. Limited partnerships
 - 1. Formation
 - 2. Partnership assets
 - 3. General partners rights and liabilities
 - 4. Limited partners rights and liabilities
 - 5. Fiduciary obligations
 - 6. Dissolution and dissociation
 - D. Joint ventures

III. Limited Liability Companies (“LLC”)

- A. Nature of the entity
- B. Formation requirements
- C. Financial rights and obligations of members
 - 1. Internal allocation of financial interests
 - 2. Member contributions
 - 3. Liability of members for LLC obligations
 - 4. Creditors’ rights
- D. Management
 - 1. Members and manager
 - 2. Liability of managers and officers
 - 3. Indemnification
 - 4. Failure to comply with organization formalities
- E. Fiduciary obligations of managers, managing members and members
- F. Dissolution

IV. Limited Liability Partnerships (“LLP”)

- A. Nature of the entity
- B. Formation requirements
- C. Financial rights and obligations of partners
 - 1. Agreements for partner compensation and profit shares
 - 2. Distributions to partners
 - 3. Indemnification and loss-sharing provisions
- D. Liability of partners
 - 1. Creditor rights
 - 2. Extent of liability
 - 3. Indemnification
- E. Fiduciary Obligations
- F. Dissolution

CIVIL PROCEDURE

The scope of the subject matter in the following outline includes the applicable provisions of the Federal Rules of Civil Procedure and the California Code of Civil Procedure with emphasis on the areas where there are differences between the Federal Rules and the California Rules, especially those California procedures of pleading and practice that have no specific counterparts in the Federal Rules or that federal trial courts will look to in diversity cases.

- I. Jurisdiction over persons and property
 - A. In personam
 - 1. Due process notice requirements
 - 2. Personal service
 - 3. Consent
 - 4. Domicile
 - 5. Minimum contacts doctrine
 - 6. Long arm statutes
 - B. Quasi in rem and in rem jurisdiction
 - 1. Situs of the res
 - 2. Subjecting the res to jurisdiction
 - C. Effect of adjudication of jurisdictional issue
- II. Lack of jurisdiction
 - A. Procedures for raising jurisdictional defects
 - B. Special appearances
 - C. General appearances
 - D. Consequences of defective jurisdiction
 - E. Collateral attack on judgments
- III. Federal court subject matter jurisdiction
 - A. Article III limitations
 - B. Federal questions
 - C. Diversity requirements
 - D. Congressional power to limit jurisdiction
 - E. Removal and remand
 - F. Supplemental jurisdiction
- IV. Choice of law
 - A. Erie doctrine
 - B. Common law
 - C. Federal law in state courts
 - D. Comity and full faith and credit
- V. Situs of an action
 - A. Local actions
 - B. Transitory actions
 - C. Forum non conveniens
 - D. Venue
 - E. Transfer of cases

- VI. Pleadings and their requirements
 - A. Complaints, counterclaims and cross-complaints
 - B. Service of process
 - C. Answers, general denials and affirmative defenses
 - D. Methods of challenging pleadings
 - 1. Demurrer
 - 2. Motion to dismiss
 - 3. Motion to strike
 - 4. Motion for judgment on the pleadings
 - 5. Motion for summary judgment
 - 6. Pleas in abatement
 - E. Amendment of Pleadings
 - F. Statutes of limitation
- VII. Joinder
 - A. Permissive and compulsory
 - B. Parties
 - 1. Indispensable and conditionally necessary
 - 2. Interpleader
 - 3. Impleader
 - 4. Intervention
 - C. Claims
 - D. Class actions
- VIII. Discovery
 - A. Scope
 - B. Types and mechanics of discovery devices
 - C. Limits on discovery
 - D. Use of discovery at trial
 - E. Discovery remedies and sanctions
- IX. Pre-trial
 - A. Pre-trial conferences
 - B. Pre-trial orders
- X. Disposition without trial
 - A. Voluntary dismissal
 - B. Involuntary dismissal
 - C. Summary judgment
- XI. Right to jury
- XII. Jury selection
 - A. Equal protection requirements
 - B. Juror qualifications
 - C. Voir dire
 - D. Challenging jurors
 - 1. Cause
 - 2. Preemptory challenge
- XIII. Roles of judge and jury

- XIV. Removing case from a jury
 - A. Nonsuit
 - B. Judgment as a matter of law
 - C. Renewed motion for judgment as a matter of law
- XV. Post-trial motions
 - A. Setting aside or correcting verdicts
 - 1. Errors justifying
 - 2. New trial for insufficiency of evidence
 - 3. Remittitur
 - 4. Additur
 - B. Variation and modification of judgment without a new trial
- XVI. Extraordinary relief from judgment
 - A. Statutory provisions
 - B. Equitable relief
- XVII. Appeal
 - A. Appealable orders
 - B. Non-appealable orders
 - C. Finality of judgment
 - D. Limitations of reviewing court
- XVIII. Res judicata and related doctrines
 - A. Claim preclusion
 - 1. Merger and bar
 - 2. Splitting causes of action
 - B. Issue preclusion
 - C. Parties bound by judgment
 - 1. Mutuality of estoppel
 - 2. Parties and persons in privity
 - D. Full faith and credit
- XIX. Arbitrations
 - A. Enforcement of agreements to arbitrate
 - B. Enforcement of arbitration awards

EVIDENCE

The scope of the subject matter in the following outline includes the applicable provisions of the Federal Rules of Evidence and the California Evidence Code with emphasis on the areas the Federal Rules and the California Code where comparisons and contrasts can be made between the Federal Rules and the California Code, especially those rules of California evidence that have no specific counterparts in the Federal Rules.

- I. Presentation of evidence
 - A. General provisions
 - 1. Roles of judge and jury
 - 2. Objections and offers of proof
 - 3. Determination of preliminary or foundational fact
 - 4. Burden of production
 - 5. Burden of proof
 - 6. Presumptions and inferences
 - 7. Judicial Notice
 - 8. Best and Secondary Evidence Rules
 - 9. Standard for reversible error
 - B. Mode and order of examination of witnesses
 - 1. Control by court
 - 2. Order and stages of examination
 - 3. Form and scope of questions and answers
 - 4. Confrontation of trial witnesses
 - 5. Exclusion of witnesses
- II. Principles of relevance and admissibility
 - A. Definition of relevant evidence
 - B. Admissibility of relevant evidence
 - C. Limited admissibility
 - D. Probative value
 - E. Real, demonstrative and experimental evidence
 - F. Authentication and identification
 - G. Remainder of related writings or recorded statements
 - H. Character, habit and custom
 - 1. General rule and exceptions
 - 2. Forms of admissible character evidence
 - 3. Cross-examination and rebuttal of character witnesses
 - 4. Prior bad acts offered for non-character purposes
 - I. Discretion to exclude evidence
- III. Witnesses
 - A. Competence (including preparation and hypnosis of witnesses)
 - B. Oath
 - C. Personal knowledge
 - D. Judge or juror as witness
 - E. Examinations concerning writings
 - F. Refreshing recollection

- G. Impeachment and rehabilitation of witnesses
 - 1. Character
 - 2. Bias
 - 3. Prior statements
 - 4. Contradiction
 - 5. Perceptual and mental capacity
- H. Opinion testimony by lay witnesses
- I. Scientific Evidence
- J. Expert witness testimony
- K. Opinion testimony on ultimate issue
- IV. Evidentiary and testimonial Privileges
 - A. Sources of privileges
 - B. Scope of privileges
 - C. Assertion and waiver of privileges
 - D. Exceptions to privileges
 - E. Particular privileges
 - 1. Spousal immunity and marital communications
 - 2. Parent and child
 - 3. Physician and patient
 - 4. Psychotherapist and patient
 - 5. Counselor and victim
 - 6. Attorney and client
 - 7. Attorney work product
 - 8. Accountant and client
 - 9. Clergy and persons who consult clergy
 - 10. Trade secrets
 - 11. Compelled self-incrimination
 - 12. Governmental secrets
 - 13. Vote disclosure
 - 14. Newspersons
- V. Hearsay and exceptions to the hearsay rule
 - A. Hearsay rule
 - B. Definition of hearsay
 - C. Conduct as hearsay
 - D. Multiple hearsay
 - E. Unavailability of declarant
 - F. Exceptions to, and exclusions from, the hearsay rule
 - 1. Admissions
 - 2. Business records
 - 3. Prior inconsistent and consistent statements
 - 4. Prior identification
 - 5. Present sense impressions and excited utterances
 - 6. Statements of mental, emotional or physical conditions
 - 7. Past recollection recorded
 - 8. Public records and reports
 - 9. Learned treatises
 - 10. Ancient documents
 - 11. Commercial publications

12. Former testimony
 13. Statements against interest
 14. Dying declaration
 15. Prior judgments
- VI. Evidence affected or excluded by extrinsic policies
- A. Subsequent repairs or remedial conduct
 - B. Compromise and offers to compromise, and related statements
 - C. Pleas, plea discussions, and related statements
 - D. Mediation
 - E. Liability insurance
 - F. Payment of medical expenses
 - G. Health care reports, recordings and proceedings
 - H. Expressions of sympathy or benevolence