

Exam Review: Deep-Pocket Cases

	Party A controls (or looks like it controls) party B	Two parties split profits & share control	Pursuing member/SH for entity liability
Examples:	Designating the driver (Gorton v. Doty) Meddling lender (Cargill) Sales people (370 Leasing; Hoddeson) Franchises (gas station cases, Holiday Inns, McDonalds)	Employees receiving profits (Fenwick) Lenders receiving profits (Martin v. Peyton)	Sea-Land
Best theory:	Agency	Partnership	PCV/enterprise
Other possibilities:	Partnership? (e.g., lenders)	Agency? (e.g., lenders)	Agency? (e.g., Bristol Meyers facts?)