**Contracts**

Offer

Revocation of offer

Option (CL)

Merchant’s firm offer (UCC)

Acceptance/mirror image (CL)

Acceptance/battle of forms (UCC)

Consideration

Statute of frauds

SOF performance (UCC, CL)

SOF writing

SOF exceptions - estoppel

Mistake (unilateral, mutual)

Fraud

Illegal subject matter

Incapacity

Unconscionable

Interpretation - general

Parol evidence

Parol evidence exceptions

Delivery obligations and risk of loss

Modification (UCC)

Modification (CL)

Warranties and disclaimers

Performance due – CL (substantial performance)

Performance due – UCC (perfect tender)

Satisfaction of conditions – express, satisfaction, constructive

Anticipatory repudiation

Reasonable grounds for insecurity

Discharge of duty – impossibility, impracticability, frustration

Discharge of duty – modification, rescission, novation, accord

Breach – CL (material or minor)

Breach – UCC (perfect tender)

Compensatory damages - policy

Expectancy (UCC, CL)

Reliance

Foreseeable consequential damages

Liquidated

Incidental damages

Avoidable damages

Restitution

Equitable relief

Specific performance

Third party beneficiary – vesting

Assignment - gratuitous

Delegation

**Torts**

Assault and Battery

False imprisonment

IIED

Trespass to chattels/conversion

Trespass to land/nuisance

Consent, Defensive force, Necessity

Defamation

Misappropriation, Intrusion, False light, Publication of private facts

Negligence

Duty

Duty to trespassers/children

Duty to invitees and licensees

Statutory duty and effect

Res ipsa

Proximate cause

Contributory negligence

Assumption of risk

Comparative negligence

Strict liability

Defective products liability

Vicarious liability

Joint liability

**ConLaw**

Case or controversy

Standing

Ripeness

Commerce clause

Tax and spending

Supremacy clause and preemption

Dormant commerce clause

Privileges and immunities of article IV

State action – First Amendment rights generally are enforceable only against governmental bodies. Private action may be attributable to the government if (1) the government is significantly involved in the private action or (2) the private action constitutes a traditional and exlucsive government function (running a company town). Providing essential services, such as fire and police protection are not sufficient to turn private action into state action.

Equal protection clause

EPC-SS

EPC-IMS

EPC-RBT

Substantive due process

Procedural due process

Takings

Prior restraint

Vagueness or overbreadth

Content-based – A regulation of speech based on the content of the message conveyed will be found to be unconstitutional unless the government can prove that the regulation is necessary to achieve a compelling government purpose.

Content-neutral

Forum

Public forum – A time, place, and manner regulation of the conduct of speech in a public forum – a place historically open to speech activities – is valid only if it (1) is content neutral, (2) is narrowly tailored to achieve an important government interest, and (3) leaves open sufficient alternative channels of communication.

Designated public forum

Limited purpose public forum

Nonpublic forum

Free exercise clause

Establishment clause

**Evidence**

Logical relevance

Legal relevance – prejudice

Liability insurance

Subsequent remedial measures or repairs

Settlements, offers to settle, and pleas

Payments or offers to pay medical expenses

Habit

Character evidence in civil

Character evidence in criminal

Rape shield

Competency

Lay opinion

Expert opinion

Impeachment by contradiction on non-collateral matter

Impeachment by prior inconsistent statement or with evidence of bias or motive

Impeachment w/ convictions (all)

Impeachment w/ non-convictions

Impeachment w/ reputation and opinion

Hearsay

Opposing party statement (party admission)

Prior inconsistent statement given under oath

Prior consistent statement to rebut charge of recent fabrication

Statement of identification

Former testimony

Statement against interest

Dying declaration

Excited utterance

Present sense impression

State of mind/then-existing condition

Statement for medical diagnosis or treatment

Business records

Public records

Judgment of previous conviction

Past recollection recorded

Authentication

Best evidence rule

Attorney-client privilege

Spousal privileges

**CrimLaw**

Exclusionary Rule

Government conduct

Reasonable expectation of privacy (standing)

Fourth Amendment

Warrant requirement

Good faith exception

Fruit of the poisonous tree

Search incident to lawful arrest

Hot pursuit

Evanescent evidence

Consent

Search incident to incarceration/booking

Stop and frisk / Terry Stop

Plain view

Exigent circumstances

Automobile exception

Inventory/impound search

Police checkpoint

Fifth Amendment – confessions and privilege against self-incrimination

Custody

Interrogation

Fourteenth Amendment – DPC voluntariness

**Property**

**CivPro**

Personal jurisdiction

Traditional bases

Ling arm statute

Constitutional limits

Minimum contacts

Purposeful availment

Foreseeability

Relatedness of claim to contacts

Specific jx

General jx

Fairness

Convenience

State’s interest

Other factors / P’s interest

Subject matter jurisdiction

Federal question jx

Diversity jx

Complete diversity

Amount in controversy

Removal jx

Supplemental jx

Venue

Transfer (improper)

Transfer (proper)

Governing law

Notice pleading

Complaint

Response

Counterclaim

Cross-claim

Amendments

Rule 11

Joinder of parties – compulsory or permissive

Class action

Commonality

Adequate and fair representation

Numerosity

Typicality

Types of class action suits

Discovery – scope

Discovery - tools

Discovery - sanctions

Failure to state a claim

Dismissal

Summary judgment

JMOL, RJMOL, new trial

Appeal – final judgment rule

Res judicata

Collateral estoppel (nonmutual)

**Agency & Partnership**

Formation – consent, capacity, by action or operation oflaw

Fiduciary duties owed by agent

Duties owed by principal

Actual express authority

Actual implied authority

Termination of actual authority

Apparent authority

Lingering authority

Ratification

Tort liability – employer/employee, within scope

Formation – intent, agreement, capacity, legal purpose, consent

Limited partnership

Limited liability partnership

General partnership

Liability of partners in GP

Liability of partners in LP (and in LLP)

Dissociation

Dissolution

**Corporations**

Formation

De facto corporation

Corporation by estoppel

Pre-incorporation contracts

Fiduciary duties of directors/officers

Duty of care

Nonfeasance

Misfeasance

Duty of loyalty

Interested director transaction

Competing ventures

Corporate opportunity

Liability of shareholders and PCV

Fundamental corporate change

Dissenting shareholder right of appraisal

Rule 10b5 elements

Section 16B short-swing trading

**Wills & Trusts**

**Professional Responsibility**

Duty of loyalty

To avoid conflicts between client and attorney

To avoid conflicts with other clients

Representation of corporation as client

Imputed disqualification

Withdrawal

Duty of confidentiality

Duty of confidentiality – exception

Duty of confidentiality vs. attorney-client privilege

Duty of competence

To communicate

Of diligence

To withdraw

Duty of financial integrity

Fees

Contingency fees

Fee splitting

Referral fees

Advancement of court costs

Personal loans

Third-party payments

To not commingle finances

To safeguard client trust account

Duties to opposing parties

To produce evidence

To not destroy or tamper with evidence

To return documents sent inadvertently

Duty to accept representation

Special duties of prosecutors

Duty of candor to the court

To prevent dishonest, fraud or misrepresentation (trumps)

To present facts and evidence truthfully

To not further perjury

To expedite cases

Duty of honest

Duty to witnesses and jurors

Duty to avoid unauthorized practice of law

To avoid false or misleading advertisements

To not improperly solicit clients

To police misconduct of other lawyers

To subordinate lawyers and managing partners

**Community property**