

NEW JERSEY LAWYER

August 2000/No. 104

the Magazine

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MESSAGE FROM THE SPECIAL EDITORS

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This issue of *New Jersey Lawyer, the Magazine* exemplifies the diversity of subject matter confronting New Jersey chancery practitioners. It contains practical strategies, guidelines and useful citations of authority. In addition, two of the articles highlight the impact of a bankruptcy filing on a pending chancery suit, as well as the impact of New York law and jurisprudence in the context of disputes over governance of corporations or other businesses organized in one state but having operations, assets or stockholders in another.

The article authored by Michael J. Faul and Robert DiPasquale addresses (1) the statutory inspection rights under New Jersey law; (2) the books and records that a shareholder can reasonably expect to be maintained by companies in the ordinary course of business; (3) an illustration of methods used by management to manipulate the books and records in order to frustrate the reasonable expectations of minority shareholders, as well as red flags indicative of deception and management manipulation; (4) the records which can be obtained from various third parties concerning corporate affairs; and (5) the ramifications for failure to maintain adequate books and records and shareholder remedies for such conduct under statutory and case law. This article demonstrates that an experienced chancery practitioner, assisted by a qualified forensic accountant, is essential to represent effectively the interests of a

minority shareholder who wishes to exercise his or her statutory inspection rights and to protect his or her overall financial interest in the corporation.

The provisions of the Uniform Fraudulent Transfer Act (UFTA), and the application of the act by New Jersey courts, are discussed at length in the article authored by Ralph P. Ferrara and Richard T. Kaltenbach, titled "Fraudulent Conveyance Cases: A Primer for Both Creditor's and Debtor's Attorneys." This article addresses the substantive remedies available to a successful claimant under the UFTA, timeliness of UFTA actions, and the applicable statute of limitations and equitable defenses available to a punitive fraudulent transferor.

Michael J. Geraghty's article, titled "Equitable Remedies Available to Landowners Disputing Title, Possession or the Use of Real Property," concerns disputes between joint owners or disputes involving adjoining owners of different properties and the remedies available within the jurisdiction of the Chancery Division to such landowners, namely partition, quiet title and injunctions against nuisances.

"What Can I Do for You? Remedies for Oppressed Shareholders in New

continued on page 59

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