Veil-piercing is an equitable remedy. This simple insight has been lost over time. What started as a means by which a plaintiff could reach into the personal assets of a shareholder has devolved into a doctrinal black hole. To fix veil-piercing, corporate law must look beyond itself. For centuries the law of restitution has featured the constructive trust, an equitable remedy that disgorges misappropriated assets from unjustifiably enriched parties. This lecture will re-conceive veil-piercing as a constructive trust and demonstrate how its application to judgment-proof corporations can yield more coherent and effective results.

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