

Index

ABELL v. POTOMAC INSURANCE CO.

Rule 10b-5 - 1934 Act, **3:3, 3:6**

Section 12 liability - 1933 Act, **2:3**

Securities and Exchange Commission proceedings, **8:11**

ABSOLUTE LIABILITY

Strict Liability (this index)

ACKERMAN v. SCHWARTZ

Rule 10b-5 - 1934 Act, **3:2, 3:3, 3:8**

ACME PROPANE, INC. v. TENNEXCO, INC.

Disclosure defenses, **7:1**

ADMINISTRATIVE LAW JUDGES

Civil fines proceedings, **8:1.55**

Lucia reversed, Appointments Clause, **8:1.50**

SEC, constitutionality of appointment by, **8:1.50**

ADMINISTRATIVE PROCEEDINGS

Civil fines, **8:1.55**

Litigants may challenge constitutionality, SEC administrative proceedings, **8:1.40**

Securities and Exchange Commission, **8:7**

Seventh amendment violation, **8:1.55**

ADVERSE INTERESTS

Corporate scienter, exception, **3:15.60**

In pari delicto defense, **5:20**

ADVERSE OPINION

Auditing internal control over financial reporting, requirement for adverse opinion when material weakness exists, **6:29**

ADVICE AND ADVISORY BODIES

Aiding and abetting, drafting, editing, reviewing, advising, or assisting in preparation of statements made by another, **3:9**

Securities and Exchange Commission, **8:6**

Statement of policy adopted by ABA regarding responsibilities and liabilities of lawyers in advising with respect to compliance by clients with laws administered by SEC and Code of Professional Responsibility and responsibility of lawyers engaged in securities law practice, **App 1**

ADVICE OF COUNSEL DEFENSE

Controlling persons, **4:2.50**

Good faith, **4:2.50**

AGENCY

In pari delicto defense, **5:20**

AGRICULTURE

Dairy farm partnerships, **3:4.50**

AHERN v. GAUSSOIN

Section 11 liability - 1933 Act, **1:3, 1:4, 1:8**

AICPA INQUIRY

Financial accounting standards No. 5, litigation, claims, and assessments and excerpts from, **App 8**

AIDING AND ABETTING

Rule 10b-5 (1934) Act, **3:7 to 3:14**

Section 11 liability, **1:8**

Section 12 liability, **2:6**

Securities and Exchange Commission, negligent issuance of formal opinions, **8:5**

AIRCRAFT

Negligence, **5:5**

AKIN v. Q-L INVESTMENTS, INC.

Rule 10b-5 - 1934 Act, **3:2, 3:4.50, 3:14**

ALUMA KRAFT v. ELMER FOX

Negligence, **5:13**

AMERICAN BAR ASSOCIATION

Professional standards, Sarbanes-Oxley Act and SEC professional conduct rules, **6:11**

AMERICAN FINANCE CO. CASE

Rule 10b-5 - 1934 Act, **3:2**

AM INTERNATIONAL INC. SECURITIES LITIGATION

Rule 10b-5 - 1934 Act, **3:5**

ANGEL, COHEN & ROGOVIN v. OBERON INVESTMENT

Negligence, **5:16**

ANIXTER v. HOME-STAKE PRODUCTION CO.

Rule 10b-5 - 1934 Act, **3:2**

APPOINTMENTS CLAUSE

Administrative law judges, SEC appointments, **8:1.50**

ARTHUR YOUNG v. REVES

Rule 10b-5 - 1934 Act, **3:2**

ASHLAND INC. ASHTHREE LLC v. MORGAN STANLEY & CO.
Disclosure defenses, **7:1**

ASPIRATIONAL STATEMENTS
Section 11 liability - 1933 Act, **1:10.50**

ASSIGNEES
Negligence, **5:16**

ATTORNEYS' FEES
State law claims, **5:1**

AUDITS AND AUDITORS
ABA statement of policy regarding auditors' requests for information, **App 7**
Aiding and abetting, statements "made" by accountant regarding unaudited financial information, interim review, **3:12**
Due diligence duties of securities counsel, **5:19**
Negligence, **5:4, 5:6, 5:10, 5:12**
Professional Standards (this index)

AUSA LIFE INS. CO. v. ERNST & YOUNG
Rule 10b-5 - 1934 Act, **3:6**

AUTOMOBILES AND OTHER MOTOR VEHICLES
Sports car development, **3:4.50**

AVANT-GARDE COMPUTING INC. SECURITIES LITIGATION
Due diligence, **1:7**

AVIATION
Negligence, **5:5**

BAD FAITH
Good Faith (this index)

BADISCHE CORP. v. CAYLOR
Negligence, **5:6, 5:12**

BALANCING TEST
Foreseeability, **5:13**

BANKRUPTCY AND INSOLVENCY
Negligence, **5:4, 5:16**
Rule 10b-5 - 1934 Act, **3:6**

BANKS
Central Bank, aiding and abetting, **2:6**
Thrift Supervision Office, **8:11**

BAR ASSOCIATION
Auditors' requests for information, ABA statement of policy regarding, **App 7**
Statement of policy adopted by ABA regarding responsibilities and liabilities of lawyers in advising with respect to compliance by clients with laws administered by SEC and Code of Professional Responsibility and responsibility of lawyers engaged in securities law practice, **App 1**

BAR ASSOCIATION—Cont'd
Tax shelter opinions, ABA committee's revised formal opinion 346 on, **App 3**

BARCHRIS
Due diligence defenses of attorney as director and accountant, **1:5**

BARKER v. HENDERSON, FRANKLIN, STARNES & HOLT
Controlling persons, **4:2**
Rule 10b-5 - 1934 Act, **3:14**

BAR ORDERS
Contribution, settlement, and indemnity, joint and several liability, **7:17**

BASIC INC. v. LEVINSON
Rule 10b-5 - 1934 Act, **3:4, 3:6**

BEAR STEARNS
Rule 10b-5 - 1934 Act, **3:12.50**

BENEFICIAL OWNERSHIP INFORMATION (BOI) REPORTING
Noteworthy Items (this index)

BERNSTEIN v. CRAZY EDDIE, INC.
Section 12 liability - 1933 Act, **2:4**

BEST SECURITIES LITIGATION
Controlling persons, **4:2**
Professional standards, **6:57**
Rule 10b-5 - 1934 Act, **3:9**
Section 11 liability - 1933 Act, **1:3, 1:8**

BIAKANJA v. IRVING
Negligence, **5:17**

BIDS AND BIDDING
Securities and Exchange Commission, legal/compliance officers or in-house counsel of broker-dealers as "supervisors," **8:9**

BILY v. ARTHUR YOUNG & CO.
Negligence, **5:6**

BITCONNECT
Section 12 liability - 1933 Act, **2:7**

BLUE BELL, INC. v. PEAT, MARWICK, MITCHELL & CO.
Negligence, **5:7**

BOWLING ALLEYS
Due diligence defenses of attorney as director and accountant, **1:5**

BRAY v. R.W. TECHNOLOGY, INC
Controlling persons, **4:2**

BREACH OF WARRANTY
Negligence, **5:15**

INDEX

BRIDGE LOANS

Negligence, **5:4**

“BRIGHT LINE” APPROACH

Rule 10b-5, 1934 Act, **3:11**

BROKERS

Contribution, settlement, and indemnity, **7:22**

Disclosure defenses, **7:1**

Pinter v. Dahl, **2:2**

Rule 10b-5 - 1934 Act, **3:8, 3:14**

Securities and Exchange Commission, Legal/
Compliance officers or in-house counsel of broker-dealers as “supervisors,” **8:9**

Unregistered brokers, SEC responsibility to regulate, **3:1.30**

BROWN v. BENCHMARK POWER CORP.

Rule 10b-5 - 1934 Act, **3:4.50**

BROWN v. E.F. HUTTON GROUP

Disclosure defenses, **7:1**

BRUSCHI v. BROWN

Disclosure defenses, **7:1**

BUFORD WHITE LUMBER CO. v.

OCTAGON PROPERTIES

Section 12 liability - 1933 Act, **2:4**

BURDEN OF PROOF

Due diligence defenses of attorney as director and accountant, **1:5**

BURGES v. BANCORPSOUTH, INC.

Section 11 - 1933 Act, **1:11**

CAMMER v. BLOOM

Controlling persons, **4:2**

CAPRI v. MURPHY

Section 12 liability - 1933 Act, **2:3**

CARLEY CAPITAL GROUP v. DELOITTE & TOUCHE, LLP.

Rule 10b-5 - 1934 Act, **3:9**

CARRIERS

Section 11 liability - 1933 Act, **1:4**

CARTER & JOHNSON CASE

Securities and Exchange Commission, **8:6**

CASE LAW

Contribution, settlement, and indemnity, **7:19**

CAUSATION

Proximate Cause (this index)

Time delay between corrective disclosure and share price drop, **3:6.80**

CEASE AND DESIST ORDER

Securities and Exchange Commission, **8:8**

CENSURE

Securities and Exchange Commission, **8:3**

CENTRAL BANK

Aiding and abetting, **2:6**

Rule 10b-5 - 1934 Act, **3:7**

CHARTER

Professional standards, audit committee charter, **6:38, 6:44**

CHIEF EXECUTIVE OFFICER (CEO)

Improper disclosure about sexual misconduct, SEC enforcement, **8:1.95**

CHINACAST EDUC. CORP. SEC. LITIG.

Rule 10b-5 - 1934 Act, **3:15.60**

CHOICE

Professional standards, choice of accounting methods, **6:55**

CICONE v. URS CORP.

Negligence, **5:17**

CITY OF EDINBURGH COUCIL v. PFIZER, INC.

Rule 10b-5 - 1934 Act, **3:1.50**

CLIMATE CHANGE

Noteworthy Items (this index)

CLOSELY-HELD CORPORATIONS

Negligence, **5:4**

COAL

Disclosure defenses, coal limited partnerships, **7:1**

Rule 10b-5 - 1934 Act, coal reserve reports, **3:4.50**

CODE OF PROFESSIONAL RESPONSIBILITY

Statement of policy adopted by ABA regarding responsibilities and liabilities of lawyers in advising with respect to compliance by clients with laws administered by SEC and Code of Professional Responsibility and responsibility of lawyers engaged in securities law practice, **App 1**

COGAN v. TRIAD AMERICAN ENERGY

Professional standards, **6:57**

Rule 10b-5 - 1934 Act, **3:4.50**

COMMON LAW NEGLIGENCE

Negligence (this index)

COMMUNICATIONS

Professional standards, auditor-audit committee communications, **6:46 to 6:48**

COMPARATIVE FAULT

Contribution, settlement, and indemnity, **7:19**

COMPUTERS AND COMPUTER PROGRAMMING

Negligence, **5:4**

COMPUTERS AND COMPUTER PROGRAMMING—Cont'd

Software Toolworks Litigation (this index)

CONFIDENTIAL INFORMATION

Privileged or Confidential Information (this index)

CONSENT DECREES

SEC enforcement, **8:1.75**

CONSTITUTIONAL CHALLENGE

Litigants, SEC administrative proceedings, **8:1.40**

CONSTITUTIONAL LAW

Administrative law judges, appointment by SEC, **8:1.50**

Lucia reversed, Appointments Clause, **8:1.50**

CONTINGENCIES

Financial accounting standards No. 5, litigation, claims, and assessments and excerpts from, **App 8**

CONTRIBUTION, SETTLEMENT, AND INDEMNITY

Generally, **7:13 et seq.**

Bar orders, joint and several liability, **7:17**

Brokers, **7:22**

Case law, **7:19**

Comparative fault, **7:19**

Damages, **7:13, 7:14, 7:19**

Drafting express contract provisions for contribution, **7:24**

Fraud, joint and several liability, **7:15**

Good faith, **7:22**

Joint and several liability, **7:14 to 7:18**

Judgment reduction formula, **7:18**

Limited partnerships, **7:22**

Misfeasance, **7:22**

Negligence, **7:22**

Outside directors' liability, **7:21**

Pendent state claims for indemnification and contribution, preemption of, **7:23**

Preemption of pendent state claims for indemnification and contribution, **7:23**

Strict liability, **7:22**

Underwriters, **7:22, 7:24**

CONTROLLING PERSONS

Generally, **4:2, 4:2.50**

Advice of counsel defense, **4:2.50**

“COOKED” BOOKS ACCOUNTING

Securities and Exchange Commission proceedings against accountants, **8:10**

CORPORATE SCIENTER

Rule 10b-5 - 1934 Act, **3:15.50, 3:15.60**

CORPORATE TRANSPARENCY ACT (CTA)

Noteworthy Items (this index)

CORRECTIONS

Professional standards, FASB No. 154, auditing internal control over financial reporting, **6:33**

Update or correct duty, **3:5, 7:9**

COSTANZA CASE

Securities and Exchange Commission, **8:8**

COURTNEY v. WARING

Negligence, **5:17**

CREATING MISREPRESENTATION

Rule 10b-5 - 1934 Act, **3:10**

CREDIT ALLIANCE

Negligence, **5:16**

CRIMINAL CONDUCT

Professional standards, **6:14, 6:16**

Securities and Exchange Commission, legal/compliance officers or in-house counsel of broker-dealers as “supervisors,” **8:9**

CROSSLAND SAVINGS FSB v. ROCKWOOD INSURANCE CO.

Negligence, **5:16**

CRYPTOCURRENCY JURISDICTION

Domestic parties, **5:1.80**

Foreign parties, **5:1.80**

State law claims, **5:1.80**

“CUTE” BOOKS ACCOUNTING

Securities and Exchange Commission proceedings against accountants, **8:10**

CYBERSECURITY

Noteworthy Items (this index)

CYRPTOCURRENCY

Securities and exchange commission (sec) injunctive authority, **8:1.80**

DAILEY v. MEDLOCK

Section 11 - 1933 Act, **1:11**

DAIRY FARM PARTNERSHIPS

Rule 10b-5 - 1934 Act, **3:4.50**

DAMAGES

Contribution, settlement, and indemnity, **7:13, 7:14, 7:19**

Disclosure defenses, **7:2**

Negligence, **5:17**

Punitive damages, state law claims, **5:1**

DATA PROCESSING

Computers and Computer Programming (this index)

DAVY v. SECURITIES AND EXCHANGE COMMISSION

Rule 102(e) proceedings, **8:3**

INDEX

DECEIT

Fraud (this index)

DEFENSES

Advice of counsel defense, **4:2.50**

Controlling persons, good faith defense, **4:2**

Diligence (this index)

Disclosure (this index)

In pari delicto defense, **5:20**

DERIVATIVE INFORMATION

Negligence, **5:12**

DILEO v. ERNST & YOUNG

Rule 10b-5 - 1934 Act, **3:8**

DILIGENCE

Defenses, generally, **1:5 to 1:7**

Disclosure defenses, **7:8**

Professional standards, financial due diligence,
6:48.60, 6:50

Rule 10b-5 - 1934 Act, **3:12.50**

State law duties, **5:19**

DIRECTORS

Contribution, settlement, and indemnity, outside
directors' liability, **7:21**

Due diligence defenses of attorney as director, **1:5,**
1:6

DISBARMENT

Securities and Exchange Commission, **8:3**

DISCIPLINARY ACTIONS

Professional standards, Sarbanes-Oxley Act and
SEC professional conduct rules, **6:9**

Securities and Exchange Commission, **8:3**

DISCLAIMERS

Negligence, **5:6**

DISCLOSURE

Brokers, **7:1**

Coal limited partnerships, **7:1**

Corrective disclosure and share price drop, time
delay between, **3:6.80**

Damages, **7:2**

Defenses, generally, **7:1 to 7:12**

Diligence, **7:8**

Exclusions, statutory safe harbor, **7:4**

Forward-looking statements, statutory safe harbors
for, **7:3**

Fraud, **7:1**

Improper disclosure about sexual misconduct, CEO
and Corporation, **8:1.95**

Independent duty, rule 10b-5 - 1934 Act, **3:1.50**

"Inquiry notice" under statutes of limitations, **7:1**

Knowledge. Notice or knowledge, below

Leases, **7:1**

Limited partnerships, **7:1**

Material facts, **3:2 to 3:4**

DISCLOSURE—Cont'd

No-representation and no-reliance contract clauses
against Rule 10b-5 claims, **7:2**

Noteworthy Items (this index)

Notice or knowledge

"inquiry notice" under statutes of limitations,
7:1

item 303, known trend, **3:4.10**

state of mind safe harbor, actual knowledge, **7:6**

Privileged or confidential information, **7:1**

Professional Standards (this index)

Safe harbors, **7:3 to 7:7**

Securities and Exchange Commission, drafting of
disclosure documents, **8:6**

Sexual misconduct, CEO and Corporation, **8:1.95**

Sophistication of investor, **7:1**

State of mind safe harbor, **7:6**

Statutes of limitations, "inquiry notice" under, **7:1**

Student-loan backed auction rate securities, **7:1**

Trading strategies, **8:1.85**

Update or correct duty, **7:9**

Warranties, **7:2**

DISGORGEMENT

SEC remedy, **8:1.60 to 8:1.70**

DIVIDENDS

Negligence, **5:17**

DOBINA v. WEATHERFORD

INTERNATIONAL

Rule 10b-5 - 1934 Act, **3:12.50**

DODD-FRANK ACT

Professional standards

whistleblower protections enforcement, **6:58**

DRAFTING

Aiding and abetting, drafting, editing, reviewing,
advising, or assisting in preparation of statements
made by another, **3:9**

Contribution, express contract provisions for, **7:24**

Securities and Exchange Commission, drafting of
disclosure documents, **8:6**

DUE DILIGENCE

Diligence (this index)

DUN & BRADSTREET REPORTS

Negligence, **5:12**

ECA & LOCAL 134 IBEW JOINT PENSION TRUST OF CHICAGO v. JP MORGAN CHASE CO.

Rule 10b-5 - 1934 Act, **3:4**

EDITING

Aiding and abetting, drafting, editing, reviewing,
advising, or assisting in preparation of statements
made by another, **3:9**

EICHENHOLTZ v. BRENNAN

Contribution, settlement, and indemnity, **7:24**

EISENBERG v. GAGNON

Rule 10b-5 - 1934 Act, **3:4.50, 3:12**

ELECTION OR CHOICE

Professional standards, choice of accounting methods, **6:55**

ELSCINT, LTD. SECURITIES LITIGATION

Section 11 liability - 1933 Act, **1:4**

EMPLOYERS INSURANCE OF WAUSAU v. MUSICK, PEELER & GARRET

Contribution, settlement, and indemnity, **7:14**

END-RUNS

Aiding and abetting, **3:7 to 3:13**

EQUITABLE LIFE ASSURANCE SOCIETY OF U.S. v. ALEXANDER GRANT & CO.

Negligence, **5:4**

ERNST & ERNST v. HOCHFELDER

Rule 10b-5 - 1934 Act, **3:1, 3:14**

ESCOTT v. BARCHRIS CONSTRUCTION CORP.

Due diligence defenses of attorney as director and accountant, **1:5**

ETHICS

Professional Standards (this index)

EVIDENCE

Burden of proof, due diligence defenses of attorney as director and accountant, **1:5**

Professional standards, compliance with GAAS and GAAP as evidence of reasonableness, **6:54**

EXCEPTIONS

Exemptions and Exclusions (this index)

EXCLUSIONS

Exemptions and Exclusions (this index)

EXEMPTIONS AND EXCLUSIONS

Disclosure, statutory safe harbor, **7:4**

Due diligence duties of securities counsel, **5:19**

In pari delicto defense, adverse interest exception, **5:20**

Section 11 liability, **1:3**

Securities and Exchange Commission, tax exemptions, **8:8**

FAIT v. REGIONS FINANCING TRUST

Statements of opinion or belief, **1:9**

FAQ

BOI reporting, **9:8**

FARMS AND FARMING

Dairy farm partnerships, **3:4.50**

FASB NO. 154

Auditing internal control over financial reporting, standard for, **6:33**

FEDERAL DEPOSIT INSURANCE CORP. v. O'MELVENY & MEYERS

Due diligence duties of securities counsel, **5:19**

FEDERAL DISTRICT COURT

Litigants may challenge constitutionality, SEC administrative proceedings, **8:1.40**

FELDMAN CASE

Securities and Exchange Commission, **8:8**

FELTS v. NATIONAL ACCOUNTS SYSTEMS ASSOCIATION

Due diligence duties of securities counsel, **5:19**

FIDUCIARY DUTIES

Professional standards, inside general counsel's fiduciary duties and liability for failure to advise board concerning its monitoring duties, **6:13**

FINANCIAL ACCOUNTING STANDARDS BOARD

Auditing internal control over financial reporting, FASB No. 154, **6:33**

Audit response letters, effect of codification, **App 7.1**

FINANCIAL CRIMES ENFORCEMENT NETWORK (FINCEN)

Small entity compliance guide for CTA, **9:7**

FINANCIAL REPORTING

Internal controls. **Professional Standards** (this index)

FINANCIAL STATEMENTS

Accountant's opinion as certification, section 11 violation, **3:5.50**

Materiality, generally, **3:4**

Professional standards, audit under AS 5, **6:27**

FINE v. AMERICAN SOLAR KING CORP.

Rule 10b-5 - 1934 Act, **3:2**

FIRST FLORIDA BANK, N.A. v. MAX MITCHELL & CO.

Negligence, **5:6**

FISCHER v. KLETZ

Rule 10b-5 - 1934 Act, **3:5**

FLIGHT TRANSPORTATION COURT

Section 11 liability - 1933 Act, **1:3**

FOREIGN EXCHANGE BEARER CERTIFICATES

Securities and Exchange Commission, cease and desist orders, **8:8**

INDEX

FOREIGN LAW

Negligence, **5:2**

FORESEEABILITY

Negligence, **5:8 to 5:15**

FORMAL OPINIONS

Generally, **App 2, App 5**

Professional standards, **6:19**

Securities and Exchange Commission, negligent issuance of formal opinions, **8:5**

Tax shelter opinions, ABA committee's revised formal opinion 346 on, **App 3**

FORTSON v. WINSTEAD, MCGUIRE, SECHREST & MINICK

Rule 10b-5 - 1934 Act, **3:3**

FORWARD-LOOKING STATEMENTS

Disclosure, statutory safe harbors, **7:3**

FRAUD

Actionable misrepresentations of legal compliance, **1:11**

Authors or creators of, Rule 10b-5, **3:10**

Disclosure defenses, **7:1**

Due diligence duties of securities counsel, **5:19**

Joint and several liability, **7:15**

Negligence, **5:6, 5:7, 5:9 to 5:12, 5:16**

Professional Standards (this index)

Rule 10b-5 - 1934 Act, **3:10, 3:13, 3:14**

SEC enforcement, misrepresentations in connection with the purchase or sale of a security, **8:1.90**

Section 10A - 1934 Act, auditor's duties, **6:50**

Section 11 - 1933 Act, **1:11**

Section 17(a) - 1933 Act, SEC fraud actions misstatement, **4:1.50**

sale of unregistered securities and securities fraud, **4:1.20**

scheme liability, **4:1.60**

FRAUD-ON-THE-MARKET

Generic misstatements, **3:6.60**

FREIGHT BILLS

Section 11 liability - 1933 Act, **1:4**

FRIEDMAN v. ARIZONA WORLD NURSERIES LTD.

Section 12 liability - 1933 Act, **2:4**

FUTURE PROSPECTS

Foreseeability, **5:14**

GAAS AND GAAP

Accountants, **6:48, 6:52**

Application in decided cases, **6:51**

"Present fairly" as additional compliance requirement, **6:49**

Professional standards, generally, **6:48 et seq.**

GANINO v. CITIZENS UTILITIES CO.

Rule 10b-5 - 1934 Act, **3:4**

GAS

Oil and Gas (this index)

GEBHARDT v. CONAGRA FOODS, INC.

Rule 10b-5 - 1934 Act, **3:4**

GENERIC MISSTATEMENTS

Fraud-on-the-market, **3:6.60**

GENTILE SECURITIES LITIGATION

SEC injunctive enforcement remedies as punitive, **8:1.70**

GENZYME CORP. SECURITIES LITIGATION

Rule 10b-5 - 1934 Act, **3:1.50**

GILMORE v. BERG

Rule 10b-5 - 1934 Act, **3:2**

GOOD FAITH

Advice of counsel defense, **4:2.50**

Contribution, settlement, and indemnity, **7:22**

Controlling persons, **4:2, 4:2.50**

GOODWILL

Section 11 or 12(b) liability - 1933 Act, **1:9**

GOSS v. CROSSLEY

Professional standards, **6:55**

GOULD v. WINSTAR COMMUNICATIONS, INC.

Rule 10b-5 - 1934 Act, **3:12.50**

GUTFREUND, STRAUSS & MERIWETHER CASE

Securities and Exchange Commission, legal/compliance officers or in-house counsel of broker-dealers as "supervisors," **8:9**

GUTFREUND v. CRISTOPH

Rule 10b-5 - 1934 Act, **3:4.50**

HARRISON v. ENVENTURE CAPITAL GROUP

Controlling persons, **4:2**

HERMAN & MACLEAN v. HUDDLESTON

Rule 10b-5 - 1934 Act, **3:1, 3:6**

HOLLINGER v. TITAN CAPITAL CORP.

Rule 10b-5 - 1934 Act, **3:3**

HOME BUDGET LOANS, INC. v. JACOBY & MEYERS LAW OFFICES

Negligence, **5:17**

HOWEY CASE

Section 12 liability - 1933 Act, **2:8**

**HUTCHISON v. DEUTSCHE BANK
SECURITIES, INC.**

Rule 10b-5 - 1934 Act, **3:4**

IKON OFFICE SOLUTIONS, INC.

Professional standards, **6:54, 6:56**

Rule 10b-5 - 1934 Act, **3:1**

IMMATERIALITY AS MATTER OF LAW

Puffery, Section 11 liability - 1933 Act, **1:10**

IMPLIED PRIVATE RIGHT OF ACTION

Section 14(a) - 1934 Act, **4:3**

IMPUTATION

In pari delicto defense, **5:20**

INDEMNITY

Contribution, Settlement, and Indemnity (this index)

INDEPENDENCE OF AUDITORS

Professional standards, auditor strengthening under Sarbanes-Oxley Act, **6:24**

INDIANA SECURITIES ACT

Generally, **5:1**

IN-HOUSE COUNSEL

Securities and Exchange Commission, Legal/
Compliance officers or in-house counsel of broker-dealers as “supervisors,” **8:9**

INJUNCTIONS

BOI reporting requirements, **9:1.10**

Securities and Exchange Commission, **8:2**

IN PARI DELICTO DEFENSE

Claims against outside auditors and attorneys, **5:20**

INQUIRY NOTICE

Disclosure, “inquiry notice” under statutes of limitations, **7:1**

INSOLVENCY

Bankruptcy and Insolvency (this index)

INSURANCE

Due diligence defenses of attorney as director, **1:6**

Negligence, **5:4, 5:9 to 5:11**

**INTELLIGENT ELECTRONICS, INC.
SECURITIES LITIGATION**

Controlling persons, **4:2**

INTEREST ON MONEY

Prejudgment interest, state law claims, **5:1**

INTERIM REVIEW

Rule 10b-5 - 1934 Act, **3:12**

**INTERNAL CONTROLS OVER FINANCIAL
REPORTING**

Professional Standards (this index)

**INTERNATIONAL MORTGAGE CO. v. JOHN
P. BUTLER ACCOUNTANCY CORP.**

Negligence, **5:6**

INVENTORY

Negligence, **5:6**

INVESTIGATIONS

Professional standards, reporting attorney has no duty to investigate under Sarbanes-Oxley Act and SEC professional conduct rules, **6:10**

**IOWA PUBLIC EMPLOYEES RETIREMENT
SYSTEM v. DELOITTE & TOUCHE LLP**

Rule 10b-5 - 1934 Act, **3:12.50**

ITEM 303

Rule 10b-5 - 1934 act, **3:4.10**

JANUS DECISION OF SUPREME COURT

“Bright line” approach, **3:11**

Creating misrepresentation, **3:10**

Rejection of substantial participation, **3:9**

Rule 10b-5 - 1934 Act, **3:7, 3:9 to 3:11, 4:1.80, 4:3**
SEC

prosecutorial position, **4:1.80**

Section 20(b) - 1934 Act, **8:2.50**

Section 17(a) - 1933 Act, **4:1.80, 4:3**

J.I. CASE CO. v. BORAK

Section 14(a) - 1934 Act, **4:3**

JOINT AND SEVERAL LIABILITY

Contribution, settlement, and indemnity, **7:14 to 7:18**

JUDGMENTS

Contribution, settlement, and indemnity, judgment reduction formula, **7:18**

Prejudgment interest, state law claims, **5:1**

Summary Judgment (this index)

KAYE, SCHOLER CASE

Securities and Exchange Commission, **8:11**

KEATING, MUETHING & KLEKAMP CASE

Securities and Exchange Commission, **8:6**

KENNEDY v. JOSEPHTHAL & CO.

Disclosure defenses, **7:1**

KERN CASE

Securities and Exchange Commission, **8:7**

KIRSCHNER v. KPMG LLP

In pari delicto defense, **5:20**

KLEIN v. BOYD

Rule 10b-5 - 1934 Act, **3:9**

**KLINE v. FIRST WESTERN GOVERNMENT
SECURITIES, INC.**

Rule 10b-5 - 1934 Act, **3:2, 3:3**

KNOWLEDGE

Disclosure (this index)

KOEHLER v. PULVERS

Due diligence duties of securities counsel, **5:19**

LATIGO VENTURES v. LAVENTHOL & HORWATH

Professional standards, **6:1**

Rule 10b-5 - 1934 Act, **3:4.50**

Securities and Exchange Commission proceedings, **8:11**

LATTANZIO v. DELOITTE & TOUCHE LLP.

Rule 10b-5 - 1934 Act, **3:12**

LAVAN v. FLANAGAN

Due diligence, **1:7**

LAWRENCE J. STOCKLER, P.C. v. ROSE

Negligence, **5:6**

LEASCO

Due diligence defenses of attorney as director, **1:6**

LEASES

Disclosure defenses, **7:1**

Negligence, **5:4**

LEE v. ACTIVE POWER, INC.

Rule 10b-5 - 1934 Act, **3:15.50**

LEE v. SPICOLA

Section 12 liability - 1933 Act, **2:4**

LEGAL/COMPLIANCE OFFICERS

Securities and Exchange Commission, Legal/
Compliance officers or in-house counsel of broker-dealers as “supervisors,” **8:9**

LEK SECURITIES CORP. SECURITIES LITIGATION

Advice of counsel defense, **4:2.50**

Controlling persons, **4:2.50**

Good faith, **4:2.50**

LIABILITY INSURANCE

Negligence, **5:9, 5:10**

LIFE INSURANCE

Negligence, **5:4**

LIMITATION OF ACTIONS

Disclosure, “inquiry notice,” **7:1**

LIMITATION OF LIABILITY

Foreseeability approach, **5:12**

LIMITED PARTNERSHIPS

Contribution, settlement, and indemnity, **7:22**

Disclosure defenses, **7:1**

Negligence, **5:6, 5:16, 5:17**

Rule 10b-5 - 1934 Act, **3:4.50**

LINCOLN SAVINGS & LOAN ASSOCIATION v. WALL

Thrift Supervision Office, **8:11**

LITWIN v. BLACKSTONE GROUP

Rule 10b-5 - 1934 Act, **3:4**

LOAN LOSS RESERVES

Statements of opinion or belief, **1:9**

LOSS

Materialization of risk, **3:6.50**

Rule 10b-5, transaction and loss causation, **3:6**

Time delay between corrective disclosure and share price drop, **3:6.80**

LUCAS v. HAMM

Negligence, **5:17**

LUCIA v. SEC

Administrative law judges, SEC, constitutionality, reversed, **8:1.50**

“MAKER” OF STATEMENT

Rule 10b-5 - 1934 Act, **3:7**

MALDONADO v. DOMINGUEZ

Rule 10b-5 - 1934 Act, **3:15**

MALPRACTICE OF ATTORNEYS OR ACCOUNTANTS

Generally, **5:2**

Privity, **5:17**

Professional standards, **6:19**

Second restatement approach, **5:6**

MANAGERS AND MANAGEMENT

Professional standards, management’s discussion and analysis (MD&A), **6:45**

MARKET MANIPULATION

Section 11 liability - 1933 act, **1:1.10**

MARSHALL v. QUINN-L EQUITIES, INC.

Controlling persons, **4:2**

Section 12 liability - 1933 Act, **2:4**

MARYVILLE ACADEMY v. LOEB RHOADES & CO.

Contribution, settlement, and indemnity, **7:22**

MATERIAL FACTS

Disclosure, **3:2 to 3:4**

MATERIALITY

Section 11 liability - 1933 Act, puffery, **1:10**

MATERIAL WEAKNESS

Professional Standards (this index)

MATRIX INITIATIVES v. SIRACUSANO

Rule 10b-5 - 1934 Act, **3:4**

McGANN v. ERNST & YOUNG

Rule 10b-5 - 1934 Act, **3:2**

MCKENNA v. SMART TECHNOLOGIES INC.
Rule 10b-5 - 1934 Act, **3:4**

McLEAN v. ALEXANDER
Contribution, settlement, and indemnity, **7:22**

MERGERS
Securities and Exchange Commission, **8:5, 8:10**

MEYER v. JINKOSOLOAR HOLDINGS CO., LTD.
Section 11 - 1933 Act, **1:11**

MIROTNICK v. SENSNEY, DAVIS & MCCORMICK
Rule 10b-5 - 1934 Act, **3:3**

MISFEASANCE
Contribution, settlement, and indemnity, **7:22**

MISHKIN v. PEAT, MARWICK, MITCHELL & CO.
Rule 10b-5 - 1934 Act, **3:14**

MISREPRESENTATION
Fraud (this index)

MISSISSIPPI
Reasonably foreseeable user test, **5:11**

MISSTATEMENTS
Aiding and abetting, **3:7, 3:8**
Section 17(a)(2) of 1933 Act, negligent securities fraud actions by SEC, **4:1.50**

MODEL RULES AND MODEL CODE PROVISIONS
Professional Standards (this index)

MONITORING DUTIES
Professional standards, inside general counsel's fiduciary duties and liability for failure to advise board concerning its monitoring duties, **6:13**

MONROE v. HUGHES
Professional standards, **6:52, 6:56**

MOORE v. KAYPORT PACKAGE EXPRESS, INC.
Section 12 liability - 1933 Act, **2:4**

MORIN v. TRUPIN
Section 12 liability - 1933 Act, **2:4**

MORTGAGES
Negligence, ship mortgages, **5:16**

MOTOR VEHICLES
Sports car development, **3:4.50**

MUNICIPAL OFFERING DOCUMENTS
Securities and Exchange Commission, **8:8**

NATIONAL STUDENT MARKETING CORP., SEC VS.

Negligent issuance of formal opinions, **8:5**

NATIONAL UNION FIRE INSURANCE CO. v. TURTUR

Rule 10b-5 - 1934 Act, **3:14**

“NEAR PRIVACY” APPROACH
Negligence, **5:5**

NEGLIGENCE

Aircraft, **5:5**

Assignees, **5:16**

Audits and auditors, **5:4, 5:6, 5:10, 5:12**

Balancing test, foreseeability, **5:13**

Bankruptcy and insolvency, **5:4, 5:16**

Breach of warranty, **5:15**

Bridge loans, **5:4**

Cease and desist order, **8:8**

Closely-held corporations, **5:4**

Common law negligence, generally, **5:2 to 5:18**

Computers and computer programming, **5:4**

Contribution, settlement, and indemnity, **7:22**

Credit alliance, **5:16**

Damages, **5:17**

Derivative information, **5:12**

Disclaimers, **5:6**

Dividends, **5:17**

Dun & Bradstreet reports, **5:12**

Foreign law, **5:2**

Foreseeability, **5:8 to 5:15**

Fraud, **5:6, 5:7, 5:9 to 5:12, 5:16**

Future prospects, foreseeability, **5:14**

Insurance, **5:4, 5:9 to 5:11**

Inventory, **5:6**

Leases, **5:4**

Liability insurance, **5:9, 5:10**

Life insurance, **5:4**

Limitation of liability under foreseeability approach, **5:12**

Limited partnerships, **5:6, 5:16, 5:17**

Malpractice of Attorneys or Accountants (this index)

Mississippi, reasonably foreseeable user test in, **5:11**

“Near privacy” approach, **5:5**

Partnerships, **5:6, 5:16, 5:17**

Privileged or confidential information, **5:17**

Privity, **5:5, 5:17**

Proximate Cause (this index)

“Reasonably foreseeable” approach, **5:8 to 5:15**

Restatement, **5:6, 5:7, 5:12**

Rosenbloom, reasonably foreseeable user test in New Jersey, **5:9**

Second restatement approach, **5:6**

Securities and Exchange Commission

cease-and-desist orders against attorneys, **8:8**

negligent issuance of formal opinions, **8:5**

NEGLIGENCE—Cont’d

Securities and Exchange Commission—Cont’d
 negligent securities fraud actions, Section 17(a)
 - 1933 Act, **4:1.50, 4:1.60**
 Securities Litigation Uniform Standards Act,
 preclusion discussion, **5:1.50**
 Ship mortgages, **5:16**
 State law claims, generally, **5:2 to 5:18**
Strict Liability (this index)
 Summary judgment, **5:4, 5:5, 5:7, 5:10, 5:16**
 Sureties, **5:16**
 Third persons, **5:10**
 Timm, reasonably foreseeable user test in
 Wisconsin, **5:10**
 Ultramares approach, **5:4, 5:16**
 Warranties, **5:15**

NELSON v. QUIMBY ISLAND RECLAMATION DISTRICT

Contribution, settlement, and indemnity, **7:22**

NEW JERSEY

Rosenbloom, reasonably foreseeable user test in
 New Jersey, **5:9**

NO-DENY PROVISIONS

SEC enforcement, **8:1.75**

“NOISY” WITHDRAWAL

Professional Standards (this index)

NON-FUNGIBLE TOKENS

Howey case, targeted solicitation, **2:8**

NONPROFIT CORPORATIONS

Section 11 liability - 1933 Act, **1:4**

NOTEWORTHY ITEMS

BOI reporting
 extension of deadline, **9:6**
 FAQ, **9:8**
 injunction, **9:1.10**
 litigation, **9:1.10**
 Climate change
 generally, **9:13 et seq.**
 overview of new section, **9:15**
 proposed rule, disclosure, **9:14**
 review, terminology, **9:16**
 Conclusion, **9:18**
 CTA
 final rules, **9:5**
 FinCEN Small Entity compliance guide, **9:7**
 overview, **9:2**
 summary, **9:1**
 unconstitutional ruling, **9:5.50**
 Cybersecurity
 disclosure, **9:9**
 enforcement, SEC, **9:12**
 guidance, **9:11**
 rule adopted, disclosure, **9:10**
 selective disclosure of information, **9:12.1**

NOTEWORTHY ITEMS—Cont’d

Cybersecurity incidents
 disclosures, Form 8-K item 1.05, **9:9.1**
 selective disclosure of information, **9:12.1**
 Disclosure
 climate change, proposed rule, **9:14**
 cybersecurity, **9:9**
 rule adopted, cybersecurity, **9:10**
 Disclosures
 Form 8-K item 1.05, **9:9.1**
 Enforcement by SEC, cybersecurity, **9:12**
 Extension of deadline, BOI reporting, **9:6**
 FAQ, BOI reporting, **9:8**
 Final climate rules, **9:19**
 Final Rule, **9:2**
 Final rules, CTA, **9:5**
 FinCEN Small Entity compliance guide, CTA, **9:7**
 Guidance, cybersecurity, **9:11**
 Key provisions, proposed rule, **9:17**
 Overview, CTA, **9:2**
 Penalties, violations, **9:3**
 Proposed rules, **9:4**
 Review of climate change terminology, **9:16**
 Rule adopted, cybersecurity disclosure, **9:10**
 Summary, CTA, **9:1**
 Terminology, review of climate change, **9:16**
 Violations, penalties, **9:3**

NOTICE OR KNOWLEDGE

Disclosure (this index)

NYCAL CORP. v. KPMG PEAT MARWICK LLP

Negligence, **5:7**

ODETTE v. SHEARSON, HAMMILL & CO.

Contribution, settlement, and indemnity, **7:22**

OFFERS AND OFFERINGS

Section 12 liability, public offerings, **2:5**
 Securities and Exchange Commission, municipal
 offering documents, **8:8**
Tender Offer (this index)

OIL AND GAS

Disclosure defenses, **7:1**

OMNICARE

Proxy statements, section 11 liability - 1933 act,
1:9.50

OMNICARE, INC. SECURITIES LITIGATION

Rule 10b-5 - 1934 Act, **3:15.50**

OPINIONS

Formal Opinions (this index)
 Professional standards, opinion letters, **6:19**
 Section 11 liability - 1933 Act, **1:9**

OUTSIDE DIRECTORS’ LIABILITY

Contribution, settlement, and indemnity, **7:21**

PACIFIC INV. MAN. CO. v. MAYER BROWN LLC

Rule 10b-5 - 1934 Act, **3:10**

PAKISTAN

Securities and Exchange Commission, cease and desist orders, **8:8**

PANTHER PARTNERS, INC. v. IKANOS COMMUNICATIONS, INC.

Rule 10b-5 - 1934 Act, **3:4**

PARTNERSHIPS

Limited Partnerships (this index)

Negligence, **5:6, 5:16, 5:17**

Rule 10b-5 - 1934 Act, **3:4.50**

Section 12 liability - 1933 Act, **2:4**

Securities and Exchange Commission proceedings, **8:10, 8:11**

PENALTIES

Violations, **9:3**

PENDENT STATE CLAIMS

Indemnification and contribution, preemption of pendent state claims for, **7:23**

PENNY STOCK REFORM ACT

Securities and Exchange Commission, **8:7**

PHOTOCOPIERS

Securities and Exchange Commission proceedings against accountants, **8:10**

PINTER v. DAHL

Section 12 liability, **2:2**

PLATIS v. E.F. HUTTON GROUP

Disclosure defenses, **7:1**

PLEADING

Rule 10b-5 - 1934 Act, **3:15**

PRECLUSION

Securities Litigation Uniform Standards Act, discussion, **5:1.50**

PREEMPTION

Indemnification and contribution, pendent state claims for, **7:23**

PREJUDGMENT INTEREST

State law claims, **5:1**

“PRESENT FAIRLY”

Professional standards, **6:49**

PRIMARY VIOLATIONS

Aiding and abetting, **3:13**

PRIVATE RIGHT OF ACTION

Aiding and abetting liability in private actions, Rule 10b-5, **3:7 to 3:13**

Professional standards, Sarbanes-Oxley Act and SEC professional conduct rules, **6:12**

PRIVILEGED OR CONFIDENTIAL INFORMATION

Disclosure defenses, **7:1**

Negligence, **5:17**

Professional standards, **6:15**

PRIVITY

Negligence, **5:5, 5:17**

PROFESSIONAL STANDARDS

Generally, **6:1 et seq.**

ABA and state ethical rules, Sarbanes-Oxley Act and SEC professional conduct rules, **6:11**

Accountants, generally, **6:21 et seq.**

Accounting issues, auditor-audit committee communications, **6:46 to 6:48**

Adverse opinion requirement, auditing internal control over financial reporting, **6:29**

Alternative reporting, Sarbanes-Oxley Act and SEC professional conduct rules, **6:4**

“Appropriate response” by issuer, Sarbanes-Oxley Act and SEC professional conduct rules, **6:5**

Attorneys, generally, **6:2 to 6:19**

Audit committee financial experts

generally, **6:34 et seq.**

charters, **6:38, 6:44**

composition and qualification, SRO rules, **6:42**

member independence, **6:39, 6:43**

pre-filing review of quarterly financial statements, **6:36**

quarterly financial statements, pre-filing review of, **6:36**

report by committee, generally, **6:37**

safe harbors, **6:40**

SEC audit committee disclosure rules, generally, **6:35 to 6:40**

self-regulatory organization audit committee rules, **6:41 to 6:44**

Auditing internal control over financial reporting

adverse opinion requirement, presence of material weakness, **6:29**

Auditing Standard No. 5 (AS 5), generally, **6:26**

changes, overview, **6:27**

FASB No. 154, accounting changes and error corrections, **6:33**

financial statements, integration with audit of, **6:27**

inadequate controls, liability, **6:31**

integration of audits, **6:27**

material weakness, generally, **6:29**

overview of audit under AS 5, **6:28**

private right of action, inadequate controls, liability, **6:31**

related party transactions, relevance to due diligence counsel, **6:48.60**

risk of fraud, assessment by audit committee or independent director, **6:48.50**

SEC guidance, **6:30**

standard for, generally, **6:26 et seq.**

PROFESSIONAL STANDARDS—Cont'd

Auditing Standard No. 5, **6:26 et seq.**
 Auditing Standard No. 16, auditor-audit committee communications, **6:46.50**
 Auditor-audit committee communications, **6:46 to 6:48**
 Auditor independence, strengthening, **6:24**
 Audits and auditors, generally, **6:21 et seq.**
 Charter of audit committee, **6:38, 6:44**
 Choice of accounting methods, **6:55**
 Corporate entity as client, **6:18**
 Corrections to errors, FASB No. 154—auditing internal control over financial reporting, **6:33**
 Disciplinary actions, Sarbanes-Oxley Act and SEC professional conduct rules, **6:9**
 Disclosure obligations
 generally, **6:16 to 6:18**
 accountant SEC auditor rules, **6:23**
 attorney SEC professional conduct rules, **6:7**
 Sarbanes-Oxley Act, attorneys and accountants, **6:7, 6:23**
 Dodd-Frank Act
 whistleblower protections enforcement, **6:58**
 Due diligence counsel, PCAOB proposed standards for related party transactions, **6:48.60**
 Duty to disclose, **3:4.50, 3:5**
 Evidence of reasonableness, compliance with GAAS and GAAP as, **6:54**
 Failing to report over a significant time period, **6:32**
 FASB No. 154, accounting changes and error corrections, **6:33**
 Fiduciary duties, inside general counsel's fiduciary duties and liability for failure to advise board concerning its monitoring duties, **6:13**
 Financial reporting. Auditing internal control over financial reporting, above
 Financial statements
 accountant's opinion as certification, section 11 violation, **3:5.50**
 integrated audits under AS 5, **6:27**
 Fraud
 auditor's duties regarding, **6:50**
 disclosure, **6:15 to 6:17**
 inadequate controls, auditing internal control over financial reporting, private right of action, **6:31**
 model rules and model code provisions, generally, **6:14**
 risk assessment by audit committee or independent director, **6:48.50**
 Independence of auditors
 audit committee financial experts, **6:39, 6:43**
 strengthening of under Sarbanes-Oxley Act, **6:24**
 Inside general counsel's fiduciary duties and liability for failure to advise board concerning its monitoring duties, **6:13**

PROFESSIONAL STANDARDS—Cont'd

Integration with audit of financial statements, auditing internal control over financial reporting, **6:27**
 Internal controls
 auditing internal control over financial reporting, above
 Sarbanes-Oxley Act, **6:53**
 Investigations, Sarbanes-Oxley Act and SEC professional conduct rules, **6:10**
 Management's discussion and analysis (MD&A), **6:45**
 Material weakness, generally. Auditing internal control over financial reporting, above
 Model rules and model code provisions, generally, **6:14**
 Monitoring duties, inside general counsel's fiduciary duties and liability for failure to advise board concerning its monitoring duties, **6:13**
 "Noisy" withdrawal
 generally, **6:17**
 Sarbanes-Oxley Act and SEC professional conduct rules, **6:3**
 Opinion letters, **6:19**
 Overview of audit, auditing internal control over financial reporting, **6:28**
 PCAOB. Public Company Accounting Oversight Board, below
 Permissive disclosure of confidential information, Sarbanes-Oxley Act, **6:7**
 Private right of action
 inadequate controls, liability, auditing internal control over financial reporting, **6:31**
 Sarbanes-Oxley Act and SEC professional conduct rules, **6:12**
 Public Company Accounting Oversight Board, Sarbanes-Oxley Act, **6:22, 6:48.50, 6:48.60**
 Qualified legal compliance committee, Sarbanes-Oxley Act and SEC professional conduct rules, **6:4**
 Quarterly financial statements, pre-filing review of, **6:36**
 Reasonableness, compliance with GAAS and GAAP as evidence of, **6:54**
 Related party transactions, PCAOB proposed standards, **6:48.60**
 Reports and reporting
 see also Sarbanes-Oxley Act, below
 audit committee financial experts, above
 failing to report over a significant time period, **6:32**
 investigation, reporting attorney has no duty to investigate, **6:10**
 qualified legal compliance committee (QLCC), **6:4**
 timely reporting by auditor to audit committee, audit committee's role, **6:25**
 Requests for information by auditors, responses to, **6:20**

PROFESSIONAL STANDARDS—Cont'd

Safe harbors, audit committee financial experts, **6:40**

Sanctions, Sarbanes-Oxley Act and SEC professional conduct rules, **6:9**

Sarbanes-Oxley Act

- generally, **6:2 to 6:12, 6:21 et seq.**
- ABA and state ethical rules, **6:11**
- alternative reporting to QLCC, **6:4**
- “appropriate response” by issuer, **6:5**
- attorney rules, generally, **6:2 to 6:12**
- auditor rules, generally, **6:21 et seq.**
- disclosures in accounting (required), **6:23**
- independence of auditors, strengthening, **6:24**
- internal controls and, **6:53**
- investigation, reporting attorney has no duty of, **6:10**
- “noisy” withdrawal and disaffirmances proposal and alternative proposal, **6:3**
- PCAOB standards, **6:48.50, 6:48.60**
- permissive disclosure of confidential information, **6:7**
- private right of action, **6:12**
- Public Company Accounting Oversight Board, **6:22**
- reports and reporting, generally, **6:4, 6:10, 6:25**
- sanctions and discipline for rule violations, **6:9**
- SEC auditor rules, generally, **6:21 et seq.**
- SEC professional conduct rules, generally, **6:2 to 6:12**
- supervisory and subordinate attorneys, **6:8**
- timely reporting by auditor to audit committee, audit committee’s role, **6:25**
- “up-the-ladder” reporting, **6:3, 6:6**

SEC administrative enforcement

- whistleblower protections enforcement, **6:58**

SEC audit committee disclosure rules. Audit committee financial experts, above

SEC guidance, auditing internal control over financial reporting, **6:30**

Self-regulatory organization audit committee rules, **6:41 to 6:44**

Specific accounting issues for auditor-audit committee communications, **6:47**

State ethical rules, Sarbanes-Oxley Act and SEC professional conduct rules, **6:11**

Statement of policy adopted by ABA regarding responsibilities and liabilities of lawyers in advising with respect to compliance by clients with laws administered by SEC and Code of Professional Responsibility and responsibility of lawyers engaged in securities law practice, **App 1**

Statements of Auditing Standards, **6:48**

Supervisory and subordinate attorneys, Sarbanes-Oxley Act and SEC professional conduct rules, **6:8**

“Up-the-ladder,” Sarbanes-Oxley Act and SEC professional conduct rules, **6:3, 6:6**

PROFESSIONAL STANDARDS—Cont'd

Whistleblower protections enforcement, **6:58**

PROXIMATE CAUSE

- Generally, **5:2**
- Foreseeability, **5:11**
- Mixed affirmative statements and omissions, **3:6.70**
- Pinter v. Dahl, **2:2**
- Reliance, mixed affirmative statements and omissions, **3:6.70**
- Rule 10b-5, transaction and loss causation, **3:6**

PROXY RULES

- SEC proxy voting rules, **8:12**
- Section 14(a) and (e) of 1934 Act, **4:3**

PROXY STATEMENTS

- Section 11 liability - 1933 act, omniscare extended to, **1:9.50**

PRUDENTIAL INSURANCE CO. OF AMERICA v. DEWEY, BALLANTINE, BUSHBY, PALMER & WOOD

- Negligence, **5:16**

PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD (PCAOB)

Professional Standards (this index)

PUBLIC OFFERINGS

- Section 12 liability, **2:5**

PUBLIC UTILITIES

- Rule 10b-5 - 1934 Act, **3:3**

PUFFERY

- Section 11 liability - 1933 Act, **1:10**

PUNITIVE DAMAGES

- State law claims, **5:1**

QUALIFIED LEGAL COMPLIANCE COMMITTEE (QLCC)

- Sarbanes-Oxley Act and SEC professional conduct rules, **6:4**

QUARTERLY FINANCIAL STATEMENTS

- Professional standards, pre-filing review of financial statements, **6:36**

QUINTEL ENTERTAINMENT INC. SECURITIES LITIGATION.

- Rule 10b-5 - 1934 Act, **3:4**

RANKOW v. FIRST CHICAGO CORP.

- Rule 10b-5 - 1934 Act, **3:6**

RARITAN RIVER STEEL CO. v. CHERRY, BEKAERT & HOLLAND

- Negligence, **5:6**

REAL ESTATE SYNDICATIONS

- Due diligence duties of securities counsel, **5:19**

REASONABLENESS

Negligence, “reasonably foreseeable” approach, **5:8 to 5:15**

Professional standards, compliance with GAAS and GAAP as evidence of reasonableness, **6:54**

RED FLAGS

Rule 10b-5 - 1934 Act, **3:12.50**

REESE v. MALONE

Section 11 - 1933 Act, **1:11**

REFCO, INC. SECURITIES LITIGATION

Rule 10b-5 - 1934 Act, **3:12.50**

REGAL COMMUNICATIONS CORP. SECURITIES LITIGATION

Controlling persons, **4:2**

RELATED PARTY TRANSACTIONS

Professional standards, PCAOB proposed standards, **6:48.60**

RELIANCE

Disclosure defenses, no-representation and no-reliance contract clauses against Rule 10b-5 claims, **7:2**

Mixed affirmative statements and omissions, **3:6.70**
Rule 10b-5 - 1934 Act, **3:7**

REMEDIES

SEC Disgorgement Remedy, **8:1.60 to 8:1.70**

REORGANIZATION TRANSACTIONS

Professional standards, **6:55**

REPORTS

Coal reserve reports, **3:4.50**

Negligence, Dun & Bradstreet reports, **5:12**

Professional Standards (this index)

Special committee on lawyer’s role in securities transactions, **App 4**

Statement of policy adopted by ABA regarding responsibilities and liabilities of lawyers in advising with respect to compliance by clients with laws administered by SEC and Code of Professional Responsibility and responsibility of lawyers engaged in securities law practice, **App 1**

REQUESTS

ABA statement of policy regarding auditors’ requests for information, **App 7**

Professional standards, responses to requests for information by auditors, **6:20**

RESPONDEAT SUPERIOR

Controlling persons, **4:2**

RESTATEMENT

Negligence, **5:6, 5:7, 5:12**

RETAIL WHOLESALE & DEPARTMENT STORE UNION LOCAL 338 RETIREMENT FUND v. HEWLETT-PACKARD CO.

Section 11 liability - 1933 Act, **1:10.50**

REVIEW

Aiding and abetting, drafting, editing, reviewing, advising, or assisting in preparation of statements made by another, **3:9**

Rule 10b-5 - 1934 Act, **3:12**

REXPLORE, INC. SECURITIES LITIGATION

Negligence, **5:17**

RHODE ISLAND HOSPITAL NATIONAL BANK v. SWARTZ, BRESENOFF, YAVNER & JACOBS

Professional standards, **6:56**

ROBIN v. ARTHUR YOUNG & CO.

Professional standards, **6:56**

Rule 10b-5 - 1934 Act, **3:4.50, 3:14**

ROSENBLOOM

New Jersey, reasonably foreseeable user test in, **5:9**

ROSPATCH SECURITIES LITIGATION

Controlling persons, **4:2**

ROYAL AMERICAN MANAGERS, INC. v. IRC HOLDING CORP

Section 12 liability - 1933 Act, **2:4**

RUBIN v. SCHOTTENSTEIN, ZOZ & DUNN

Rule 10b-5 - 1934 Act, **3:3**

RUDOLPH v. ARTHUR ANDERSEN & CO.

Rule 10b-5 - 1934 Act, **3:4.50, 3:5**

RULE 10b-5 - 1934 ACT

Generally, **3:1 et seq.**

Actual knowledge of known trend, **3:4.10**

Corrective disclosure and share price drop, time delay between, **3:6.80**

Disclosure defenses, no-representation and no-reliance contract clauses against Rule 10b-5 claims, **7:2**

Financial statements, accountant’s opinion as certification, section 11 violation, **3:5.50**

Fraud-on-the-market, generic misstatements, **3:6.60**

Generic misstatements, fraud-on-the-market, **3:6.60**

Item 303, actual knowledge of known trend, **3:4.10**

Janus case, SEC prosecutorial position, **4:1.80**

Loss causation, corrective disclosure and share price drop, **3:6.80**

Share price drop, time delay between corrective disclosure and, **3:6.80**

Time delay between corrective disclosure and share price drop, **3:6.80**

Trend, actual knowledge, **3:4.10**

Uncertainty required, **3:4.10**

RULE 10b-5 - 1934 ACT—Cont'd

Unregistered brokers, SEC responsibility to regulate, **3:1.30**

RULE 102(e) PROCEEDINGS

Securities and Exchange Commission, **8:3**

RULE 102 OF SEC RULES OF PRACTICE

Securities and Exchange Commission, **App 9**

RUPEE-DENOMINATED FOREIGN

EXCHANGE BEARER CERTIFICATES

Securities and Exchange Commission, cease and desist orders, **8:8**

SAFE HARBORS

Disclosure, **7:3 to 7:7**

Professional standards, audit committee financial experts, **6:40**

SALGADO v. PIEDMONT CAPITAL CORP.

Disclosure defenses, **7:1**

SANCTIONS

Sarbanes-Oxley Act and SEC professional conduct rules, **6:9**

SARBANES-OXLEY ACT

Professional Standards (this index)

SCHATZ v. ROSENBERG

Rule 10b-5 - 1934 Act, **3:2, 3:3**

SCHEME LIABILITY

Section 17(a)(3) of 1933 Act, negligent securities fraud actions by SEC, **4:1.60**

SCHNEIDER v. TRAWEEK

Section 11 liability - 1933 Act, **1:3**

SCHOOL DISTRICT BONDS

Securities and Exchange Commission, **8:8**

SCIENTER

Corporate scienter, **3:15.50, 3:15.60**

Section 14(a) of 1934 Act, **4:3**

Section 14(e) of Williams Act, **4:3**

SEC

Securities and Exchange Commission (SEC) (this index)

SECOND RESTATEMENT APPROACH

Negligence, **5:6**

SECTION 10A - 1934 ACT

Professional standards, **6:50**

SECTION 11 LIABILITY - 1933 ACT

Generally, **1:1 et seq.**

Accountant's opinion in financial statement, **3:5.50**

Contribution, settlement, and indemnity, outside directors' liability, **7:21**

Market manipulation, **1:1.10**

Omicare extended to proxy statements, **1:9.50**

SECTION 11 LIABILITY - 1933 ACT—Cont'd

Proxy statements, omnicare extended to, **1:9.50**

Standing, direct listing, **1:1.30**

Statements of opinion or belief, **1:9**

SECTION 12 LIABILITY - 1933 ACT

Generally, **2:1 et seq.**

Abell v. potomac insurance co., **2:3**

Aiding and abetting, **2:6**

Bernstein v. crazy eddie, inc., **2:4**

Bitconnect, **2:7**

Buford white lumber co. v. octagon properties, **2:4**

Capri v. murphy, **2:3**

Central Bank, aiding and abetting, **2:6**

Friedman v. arizona world nurseries ltd., **2:4**

Howey case, **2:8**

Lee v. spicola, **2:4**

Marshall v. quinn-l equities, inc., **2:4**

Moore v. kayport package express, inc., **2:4**

Morin v. trupin, **2:4**

Non-fungible tokens, Howey case, **2:8**

Partnerships, **2:4**

Pinter v. dahl, **2:2**

Public offerings, **2:5**

Royal american managers, inc. v. irc holding corp, **2:4**

Worlds of wonder, **2:4**

SECTION 14(a) - 1934 ACT

Implied private right of action, **4:3**

J.I. Case Co. v. Borak, **4:3**

Proxy rules and tender offers, **4:3**

Scienter, **4:3**

SEC v. Mercury Interactive, LLC, **4:3**

SECTION 14(e) - WILLIAMS ACT

Antifraud provisions, **4:3**

Scienter, **4:3**

Tender offers, **4:3**

SECTION 15(c)(4) ADMINISTRATIVE PROCEEDINGS

Securities and Exchange Commission, **8:7**

SECTION 17(a)(2) - 1933 ACT

Cease-and-desist orders against attorneys, **8:8**

Misstatement, negligent securities fraud actions by SEC, **4:1.50**

SECTION 17(a)(3) - 1933 ACT

Cease-and-desist orders against attorneys, **8:8**

Scheme liability, negligent securities fraud actions by SEC, **4:1.60**

SECTION 17(a) - 1933 ACT

Generally, **4:1**

Janus Decision of Supreme Court, **4:1.80, 4:3**

Standard of care, **4:1.70**

SECTION 20(a) - 1934 ACT

Advice of counsel defense, **4:2.50**

SECTION 20(a) - 1934 ACT—Cont’d

Control persons, **4:2.50**

SECTION 20(b) - 1934 ACT

Janus, securities and exchange commission, **8:2.50**

SECURITIES ACT RULES

Compliance and disclosure interpretations, **App 10**

SECURITIES AND EXCHANGE

COMMISSION (SEC)

Generally, **8:1 et seq.**

Administrative law judges, constitutionality of, **8:1.50**

Administrative law judges, enforcement proceedings ruled unconstitutional by Fifth Circuit, **8:1.55**

Administrative proceedings

Kern case, **8:7**

litigants may challenge constitutionality, **8:1.40**

Advice, providing of, **8:6**

Aiding and abetting actions, **3:14**

ALJ civil fines unconstitutional ruling, **8:1.55**

Back-dated trading disclosure, **8:1.85**

Back-dated trading strategies, **8:1.85**

Broker-dealers, Legal/Compliance officers or in-house counsel of broker-dealers as “supervisors,” **8:9**

Cease and desist orders, **8:8**

CEO and Corporation, improper disclosure about sexual misconduct, **8:1.95**

Consent decrees, enforcement, **8:1.75**

Consent decree to enjoin future section 17 and related violations, **6:32.75**

Costanza case, **8:8**

Cybersecurity, enforcement by SEC, **9:12**

Cryptocurrency, injunctive authority, **8:1.80**

Disclosure documents, drafting of, **8:6**

Disclosures, **8:1.85**

Disgorgement Remedy, **8:1.60 to 8:1.70**

Enforcement, cybersecurity, **9:12**

Failing to report over a significant time period, **6:32**

Federal tax system, 2024, **App 12**

Feldman case, **8:8**

Fifth circuit ruling

private fund advisers, **8:1.87**

private funds, **8:1.87**

Formal opinions, negligent issuance of, **8:5**

Fraud actions

Misstatement liability, Section 17(a)(2) - 1933 Act, **4:1.50**

sale of unregistered securities and securities fraud, **4:1.20**

Scheme liability, Section 17(a)(3) - 1933 Act, **4:1.60**

Ginder, standard of care, Section 17(a) - 1933 Act, **4:1.70**

Improper disclosure about sexual misconduct, CEO and Corporation, **8:1.95**

SECURITIES AND EXCHANGE

COMMISSION (SEC)—Cont’d

In-house counsel of broker-dealers as “supervisors,” **8:9**

Injunctions, **8:2**

Injunctive enforcement remedies as punitive, **8:1.70**

Janus Decision of Supreme Court (this index)

Kaye, Scholer case, **8:11**

Kern case, **8:7**

Legal/Compliance officers or in-house counsel of broker-dealers as “supervisors,” **8:9**

Litigants may challenge constitutionality, SEC administrative proceedings, **8:1.40**

Lucia reversed, Appointments Clause, **8:1.50**

Material misstatements about interlocking directorates and director/committee independence, **6:32.50**

Mercury Interactive case, Rule 10b-5, **4:3**

Misrepresentation, authors or creators of reliability, **3:10**

Misrepresentations in connection with the purchase or sale of a security, **8:1.90**

Misstatement, Section 17(a)(2) of 1933 Act, **4:1.50**

Negligent issuance of formal opinions, **8:5**

Negligent securities actions

cease-and-desist orders against attorneys, Section 17(a)(2) and (3), **8:8**

misstatement liability, Section 17(a)(2) - 1933 Act, **4:1.50**

scheme liability, Section 17(a)(3) - 1933 Act, **4:1.60**

No-deny provisions, enforcement, **8:1.75**

Private fund advisers, **8:1.87**

Private funds enforcement, **8:1.87**

Professional Standards (this index)

Proxy voting rules, **8:12**

Rule 10b-5 - 1934 Act, **3:9, 3:10, 4:3**

Rule 102(e) proceedings, **8:3**

Rule 102 of SEC rules of practice, **App 9**

Scheme liability, Section 17(a)(3) of 1933 Act, **4:1.60**

Section 15(c)(4) administrative proceedings, **8:7**

Section 17(a)(2) - 1933 Act

cease-and-desist orders against attorneys, **8:8**

misstatement liability, negligent securities fraud actions, **4:1.50**

Section 17(a)(3) - 1933 Act

cease-and-desist orders against attorneys, **8:8**

scheme liability, negligent securities fraud actions, **4:1.60**

Section 17(a) - 1933 Act

standard of care, **4:1.70**

Sexual misconduct, CEO and Corporation, **8:1.95**

S-K regulations, **App 11**

compliance and disclosure interpretations, **App 11**

Statement of policy adopted by ABA regarding responsibilities and liabilities of lawyers in advis-

**SECURITIES AND EXCHANGE
COMMISSION (SEC)—Cont’d**

ing with respect to compliance by clients with laws administered by SEC and Code of Professional Responsibility and responsibility of lawyers engaged in securities law practice, **App 1**
Statute of limitations applied to Disgorgement Remedy, **8:1.60 to 8:1.70**
Supervisors, Legal/Compliance officers or in-house counsel of broker-dealers as “supervisors,” **8:9**
Thrift Supervision Office, **8:11**
Trading disclosure, **8:1.85**
Unregistered brokers, responsibility to regulate, **3:1.30**
Weiss case, **8:8**

**SECURITIES LITIGATION UNIFORM
STANDARDS ACT (SLUSA)**

Preclusion discussion, **5:1.50**

SEC v. DELPHI CORPORATION

Rule 10b-5 - 1934 Act, **3:12.50**

SEC v. LANGFORD

Rule 10b-5 - 1934 Act, **3:13**

SEC v. MONTEROSSO

Rule 10b-5 - 1934 Act, **3:13**

SEIDEL v. PUBLIC SERVICE CO.

Section 11 liability - 1933 Act, **1:3**

SELDEN v. BURNETT

Negligence, **5:5**

SELF-REGULATORY ORGANIZATIONS

Professional standards, audit committee rules, **6:41 to 6:44**

SETTLEMENT

Contribution, Settlement, and Indemnity (this index)

SEXUAL MISCONDUCT

Improper disclosure, CEO and Corporation, **8:1.95**

SHARE PRICES

Share price drop, time delay between corrective disclosure and, **3:6.80**

SHARP v. COOPERS & LYBRAND

Rule 10b-5 - 1934 Act, **3:1**

SHEMIAN v. RESEARCH IN MOTION

Rule 10b-5 - 1934 Act, **3:4**

SHIP MORTGAGES

Negligence, **5:16**

**SILICON GRAPHICS INC., SECURITIES
LITIGATION**

Rule 10b-5 - 1934 Act, **3:15**

**SILVERSTRAND INVESTMENTS v. AMAG
PHARMACEUTICALS, INC.**

Rule 10b-5 - 1934 Act, **3:4**

SLATER v. A.G. EDWARDS & SONS, INC.

Rule 10b-5 - 1934 Act, **3:4**

SMALL ENTITY

Compliance guide for CTA, FinCEN, **9:7**

SMITH v. MULVANEY

Contribution, settlement, and indemnity, **7:19**

SOFTWARE

Generally. **Computers and Computer Programming** (this index)

SOFTWARE TOOLWORKS LITIGATION

Due diligence, **1:7**

Rule 10b-5 - 1934 Act, **3:9**

SOLAR TECHNOLOGY

Securities and Exchange Commission proceedings against accountants, **8:10**

SOPHISTICATION OF INVESTOR

Disclosure defenses, **7:1**

SPECIAL PLEADING

Rule 10b-5 - 1934 Act, **3:15**

**SPECIAL SITUATIONS FUND v. MARRONE
BIO INNOVATIONS, INC.**

Rule 10b-5 - 1934 Act, **3:5.50**

SPORTS CAR DEVELOPMENT

Rule 10b-5 - 1934 Act, **3:4.50**

STANDARDS

Professional Standards (this index)

STANDING

Section 11 liability - 1933 act, direct listing, **1:1.30**

STATE ETHICAL RULES

Professional standards, Sarbanes-Oxley Act and SEC professional conduct rules, **6:11**

STATE LAW CLAIMS

Generally, **5:1 et seq.**

Corporate by-laws improperly used to redirect jurisdiction of Federal securities law issues from Federal to State Court, **5:1.70**

Cryptocurrency jurisdiction, **5:1.80**

Domestic parties, **5:1.80**

cryptocurrency jurisdiction, **5:1.80**

Foreign parties, **5:1.80**

cryptocurrency jurisdiction, **5:1.80**

Indemnification and contribution, preemption of pendent state claims for, **7:23**

Negligence (this index)

STATE MUTUAL LIFE ASSURANCE CO. v. PEAT, MARWICK, MITCHELL & CO.
Contribution, settlement, and indemnity, **7:22**

STATE OF MIND SAFE HARBOR
Disclosure, **7:6**

STATUTES OF LIMITATIONS
Disclosure, “inquiry notice,” **7:1**
SEC Disgorgement Remedy, applied to, **8:1.60 to 8:1.70**

STEVENS v. EQUIDYNE EXTRACTIVE INDUSTRIES
Rule 10b-5 - 1934 Act, **3:2**

STRICT LIABILITY
Generally, **5:15**
Contribution, settlement, and indemnity, **7:22**

STUDENT-LOAN BACKED AUCTION RATE SECURITIES
Disclosure defenses, **7:1**

SUBSTANTIAL PARTICIPATION
Rule 10b-5 - 1934 Act, **3:9**

SUMMARY JUDGMENT
Due diligence duties of securities counsel, **5:19**
Negligence, **5:4, 5:5, 5:7, 5:10, 5:16**

SUMMER v. LAND & LEISURE, INC
Rule 10b-5 - 1934 Act, **3:5**

SUNDSTRAND CORP. v. SUN CHEMICAL CORP.
Rule 10b-5 - 1934 Act, **3:1**

SUPERVISORS
Professional standards, Sarbanes-Oxley Act and SEC professional conduct rules—supervisory attorneys, **6:8**
Securities and Exchange Commission, Legal/ Compliance officers or in-house counsel of broker-dealers as “supervisors,” **8:9**

SURETIES
Negligence, **5:16**

TARGETED SOLICITATION
BitConnect case, **2:7**
Non-fungible tokens, Howey case, **2:8**

TAX EXEMPTIONS
Securities and Exchange Commission, **8:8**

TAX SHELTERS
ABA committee’s revised formal opinion 346 on, **App 3**
Professional standards, **6:19**
Rule 10b-5 - 1934 Act, **3:1**

TENDER OFFERS
Section 14(e) of Williams Act, **4:3**

TERMINOLOGY
Review of climate change, **9:16**

THIRD PERSONS
Aiding and abetting, drafting, editing, reviewing, advising, or assisting in preparation of statements made by another, **3:9**
Negligence, **5:10**

THRIFT SUPERVISION OFFICE
Securities and Exchange Commission, **8:11**

TIMM
Wisconsin, reasonably foreseeable user test in, **5:10**

TOKENS
Non-fungible, Howey case, **2:8**

TREASURY DEPARTMENT CIRCULAR 230
Final regulations, **App 6**

TRUST INDENTURE ACT OF 1939
Securities and Exchange Commission, negligent issuance of formal opinions, **8:5**

TSC INDUS. INC. v. NORTHWAY, INC.
Rule 10b-5 - 1934 Act, **3:4**

ULTRAMARES APPROACH
Common law negligence, **5:4, 5:16**

UNDERLAND v. ALTER
Rule 10b-5 - 1934 Act, **3:4**

UNDERWRITERS
Contribution, settlement, and indemnity, **7:22, 7:24**
Rule 10b-5 - 1934 Act, **3:3, 3:8, 3:9**
Section 11 liability - 1933 Act, **1:3, 1:5 to 1:7**

UNIVERSAL MAJOR INDUSTRIES CORPORATION, SEC VS.
Negligent issuance of formal opinions, **8:5**

UNQUALIFIED BOND OPINION
Weiss case, **8:8**

UPDATE
Correct or update duty, **3:5, 7:9**

“UP-THE-LADDER”
Professional standards, Sarbanes-Oxley Act and SEC professional conduct rules, **6:3, 6:6**

U.S. FIDELITY & GUARANTY CO. v. PATRIOT’S POINT DEVELOPMENT AUTHORITY
Contribution, settlement, and indemnity, **7:19**

U.S.A. CLASSIC SECURITIES LITIGATION
Rule 10b-5 - 1934 Act, **3:13**

UTILITIES
Public Utilities (this index)

VICARIOUS LIABILITY

Controlling persons, **4:2**

VIOLATIONS

Penalties, **9:3**

WALCO INVESTMENTS INC. v THENEN

Rule 10b-5 - 1934 Act, **3:13**

WARRANTIES

Disclosure defenses, **7:2**

Negligence, **5:15**

WEINBERGER v. JACKSON

Due diligence, **1:7**

WEISS CASE

Securities and Exchange Commission, **8:8**

WERGERER v. FIRST COMMODITY CORP.

Disclosure defenses, **7:1**

WESTPAC BANKING CORP. v. DESCHAMPS

Negligence, **5:4**

**WHISTLEBLOWER PROTECTIONS
ENFORCEMENT**

Professional standards, **6:58**

**WILLIAM ISELIN & CO. v. MANN JUDD
LAUDAU**

Negligence, **5:4**

**WINDON THIRD OIL & GAS DRILLING
PARTNERSHIP v. FDIC**

Rule 10b-5 - 1934 Act, **3:4.50**

WISCONSIN

Timm, reasonably foreseeable user test in
Wisconsin, **5:10**

WITHDRAWAL

Professional standards, “noisy” withdrawal, **6:17**

WORK PRODUCT

Professional standards, **6:17**

WORLDS OF WONDER

Due diligence, **1:7**

Section 12 liability - 1933 Act, **2:4**

ZIEMBA v. CASCADE INT’L, INC.

Rule 10b-5 - 1934 Act, **3:3**

ZOBRIST v. COAL-X, INC.

Disclosure defenses, **7:1**

**ZUPNICK v. THOMPSON PARKING
PARTNERS, L.P. III**

Professional standards, **6:57**