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V. Selected Bibliography

The Role of Attorneys and Accountants in Corporate Governance*

I. Attorneys

A. The Corporate Attorney—Generally

- Briloff, The Corporate Society: We are in Pari Dilecto, 1 J. CORP. L. 457 (1976).
- Cantrall, Pitfalls in Basic Corporate Practice and How to Avoid Them—Part I, 11 PRAC. LAW. 7 (Dec. 1965).
- Cohen, Wheat & Henderson, Professional Responsibility—The Corporate Bar, 4 INST. SEC. REG. 181 (1973).
- Ferren, The Corporate Lawyer's Obligation to the Public Interest, 33 Bus. LAW. 1253 (1978).
- Frank, Higher Duty: A New Look at the Ethics of the Corporate Lawyer, 26 CLEV. St. L. Rev. 337 (1977).
- Hall, Recent Developments in Professional Liability Affecting Corporate Environmental Lawyers, 36 Bus. Law. 461 (1981).
- Maupir, Environmental Law, The Corporate Lawyer and the Model Rules of Professional Conduct, 36 Bus. LAW. 431 (1981).
- Panel Discussion, The Corporate Conscience and The Corporate Bar, 26 Bus. LAW. 959 (1971).
- Panel Discussion, The Murky Divide: Professionalism and Professional Responsibility, Business Judgment and Legal Advice—What is a Business Lawyer? 31 Bus. LAW. 457 (1975).
- Phillips, Pitfalls in Basic Corporate Practice and How to Avoid Them—Part II, 12 PRAC. LAW. 51 (Jan. 1966).
- Proceedings, The Airlie House Conference, Ethical Responsibilities of Corporate Lawyers, 33 Bus. Law. 1173 (Spec. Issue, Mar. 1978).
- Proceedings, ABA National Institute, Advisors to Management, *Responsibilities* and Liabilities of Lawyers and Accountants, 30 Bus. LAW. 1 (Spec. Issue, Mar. 1975).
- Sonde, Professional Responsibility—A New Religion or the Old Time Gospel?, 24 EMORY L.J. 827 (1975).
- Taylor, The Role of Corporate Counsel, 32 RUTGERS L. REV. 237 (1979).
- Williams, Corporate Accountability and The Lawyer's Role, 34 Bus. LAW. 7 (1978).
- Williams, Professionalism and the Corporate Bar, 36 Bus. LAW. 159 (1980).

B. The Corporate Attorney—Inside Counsel

- Davis, Reflections of a Kept Lawyer, 53 A.B.A. J. 349 (1967).
- Driver, The Inside General Counsel's Response to Auditors' Inquiries, 30 Bus. LAW. 217 (Spec. Issue, Mar. 1975).

^{*} This bibliography includes materials published between January 1965 and June 1981.

- Ferrara & Steinberg, The Role of Inside Counsel in the Corporate Accountability Process, 4 CORP. L. REV. 3 (1980).
- Forrow, Special Problems of Inside Counsel for Industrial Companies, 33 Bus. Law. 1453 (Spec. Issue, Mar. 1978).
- Hersman, Special Problems of Inside Counsel for Financial Institutions, 33 Bus. LAW. 1435 (Spec. Issue, Mar. 1978).
- Maurer, Ethical and Legal Problems of the Corporate Counsel in the Rendering of Personal Advice to Company Officers and Employees, 21 Bus. Law. 817 (1966).
- Rast, What the Chief Executive Looks for in His Corporate Law Department, 33 Bus. Law. 811 (1978).
- Ruder, A Suggestion for Increased Use of Corporate Law Departments in Modern Corporations, 23 Bus. Law. 341 (1968).
- Weber, Business Decisions: Boundary Line Between the Executive and Corporate Counsel?, 5 Am. Bus. L.J. 155 (1967).

C. The Corporate Attorney—Securities Law

- Cheek, Potential Liability of Counsel Named in a Prospectus, 5 SEC. L. REV. 203 (1973).
- Cheek, Professional Responsibility and Self-regulation of the Securities Lawyer, 32 WASH. & LEE L. REV. 597 (1975).
- Cohen, The Lawyer's Role in Securities Regulation, 24 Bus. LAW. 305 (1968).
- Daley & Karmel, Attorneys' Responsibilities: Adversaries at the Bar of the SEC, 24 EMORY L.J. 747 (1975).
- Doty, Application of the Anti-fraud Provisions of the Federal Securities Laws to Exempt Offerings: Duties of Underwriters and Counsel, 16 B.C. IND. & COM. L.R. 393 (1975).
- Floor, The Scienter Requirement Under 10b-5 and Reliance on Advice of Counsel After Hochfelder, 12 New Eng. L. Rev. 191 (1976).
- Freedman, A Civil Libertarian Looks at Securities Regulation, 35 OHIO ST. L.J. 280 (1974).
- Gruenbaum, Corporate/Securities Lawyers: Disclosure, Responsibility, Liability to Investors, and National Student Marketing Corp., 54 NOTRE DAME LAW. 795 (1979).
- Jenkins, Attorney Liability Under the Federal Securities Laws: The Evolving Standard, 2
 J. CORP. L. 505 (1977).
- Johnson, The Expanding Responsibilities of Attorneys in Practice Before the SEC: Disciplinary Proceedings Under Rule 2(e) of the Commission's Rules of Practice, 25 Mer. L. Rev. 637 (1974).
- Karmel, Attorneys' Securities Laws Liabilities, 27 Bus. LAW. 1153 (1975).
- Kemp, Disciplinary Proceedings By the SEC Against Attorneys, 14 CLEV-MAR. L. REV. 23 (1965).
- Koch, Attorney's Liability: The Securities Bar and the Impact of National Student Marketing, 14 Wm. & MARY L. REV. 883 (1973).
- Lathrop & Rinehart, Legal Malpractice and Rule 10b-5 Liability: Pitfalls for the Occasional Securities Practitioner, 5 Loy. L.A. L. Rev. 449 (1972).
- Lipman, The SEC's Relunctant Police Force: A New Role for Lawyers, 49 N.Y.U. L. Rev. 437 (1974).

- Lorne, The Corporate and Securities Adviser, The Public Interest, and Professional Ethics, 76 MICH. L. REV. 425 (1978).
- Lowenfels, Expanding Public Responsibilities of Securities Lawyers: An Analysis of the New Trend in Standard of Care and Priorities of Duties, 74 COLUM. L. REV. 412 (1974).
- Mathews, Effective Defense of SEC Investigations: Laying The Foundation for Successful Disposition of Subsequent Civil, Administrative and Criminal Proceedings, 24 EMORY L.J. 567 (1975).
- Messer, Roles and Reasonable Expectations of the Underwriter, Lawyer and Independent Securities Auditor in the Efficient Provision of Verified Information: "Truth in Securities" Reinforced, 52 Neb. L. Rev. 429 (1973).
- Parker, Attorney Liability Under the Securities Laws After Ernst & Ernst v. Hochfelder, 10 Loy. L.A. L. Rev. 521 (1977).
- Robinson, Procedures and Responsibilities of Purchasers' Special Counsel in Private Placements of Securities With Institutions, 31 Bus. Law. 1489 (1976).
- Ruder, Multiple Defendants in Securities Law Fraud Cases: Aiding and Abetting, Conspiracy, In Pari Delicto, Indemnification, and Contribution, 120 U. PA. L. REV. 597 (1972).
- Shipman, The Need for SEC Rules to Govern The Duties and Civil Liabilities of Attorneys Under the Federal Securities Statutes, 34 OHIO ST. L.J. 231 (1973).
- Small, An Attorney's Responsibilities Under Federal and State Securities Laws: Private Counselor or Public Servant?, 61 CALIF. L. REV. 1189 (1973).
- Smith, Preventing Errors in Securities Transactions, 30 S.C. L. REV. 243 (1979).
- Sommer, Emerging Responsibilities of Securities Lawyers, Fed. Sec. L. Rep. (CCH) ¶ 79,631 (1974).
- Sonde, The Responsibility of Professionals Under The Federal Securities Laws—Some Observations, 68 Nw. U.L. REV. 1 (1973).
- Symposium, Lawyers' Responsibilities and Liability Under the Securities Laws, 11 COLUM. J.L. & SOC. PROB. 99 (1974).
- Note, Attorney Liability Under SEC Rule 2(e): A New Standard, 11 Tex. Tech. L. Rev. 83 (1979).
- Note, The Duties and Obligations of the Securities Lawyer: The Beginning of a New Standard for the Legal Profession?, 1975 DUKE L.J. 121.
- Comment, SEC Disciplinary Rules and The Federal Securities Laws: The Regulation, Role, & Responsibilities of the Attorney, 1972 DUKE L.J. 969.
- Comment, Securities Law—Attorney Liability—Aiding & Abetting—SEC v. National Student Marketing Corporation, 25 N.Y.L. SCH. L. REV. 79 (1979).

D. The Lawyer as Director

- Hawes, Should Counsel to a Corporation Be Barred from Serving as a Director?—A Personal View, 1 Corp. L. Rev. 14 (1978).
- Knepper, Liability of Lawyer-Directors, 40 OHIO ST. L.J. 341 (1979).
- Panel Discussion, Lawyers as Directors, 30 Bus. Law. 41-64 (Spec. Issue, Mar. 1975).
- Riger, The Lawyer-Director: "A Vexing Problem," 33 Bus. LAW. 2381 (1978).
- Note, Should Lawyers Serve as Directors of Corporations for Which They Serve as Counsel?, 1978 UTAH L. REV. 711.

- Comment, Corporate Counsel on the Board of Directors: An Overview, 10 Cum. L. Rev. 791 (1980).
- For a thorough discussion of the duties and responsibilites of directors in general, see:
- ABA Section of Corporation, Banking and Business Law, Corporate Director's Guidebook, 33 BUS. LAW. 1591 (1978).
- Chaplin, Outside Directors and Their Responsibilities: A Program for the Exercise of Due Care, 1 J. CORP. L. 57 (1975).
- Hershman, Liabilities and Responsibilities of Corporate Officers and Directors, 33 Bus. Law. 263 (1977).
- Hinsey & Carey, The Corporate Director's Guidebook & The Changing Role of the Director, 9 INST. SEC. REG. 15 (1978).
- Joffe, The Outside Director: Standards of Care Under the Securities Laws, 24 EMORY L.J. 669 (1975).
- Leach & Mundheim, The Outside Director of the Publicly Held Corporation, 31 Bus. Law. 1799 (1976).
- Mann, Directors' Responsibilities—An Overview of Developments, 9 INST. SEC. REC. 1 (1978).
- Miller, The Fiduciary Duties of a Corporate Director, 4 U. BALT. L. REV. 259 (1975).
- Shaneyfelt, The Personal Liability Maze of Corporate Directors and Officers, 58 Neb. L. Rev. 692 (1979).
- Small, The Evolving Role of the Director in Corporate Governance, 30 HAST. L.J. 1353 (1979).
- Soderquist, Toward a More Effective Corporate Board: Reexamining Roles of Outside Directors, 52 N.Y.U. L. REV. 1341 (1977).
- Solomon, Restructuring the Corporate Board of Directors: Fond Hope—Faint Promise?, 76 MICH. L. REV. 581 (1978).

E. Attorney-Client Privilege in the Corporate Context

- Block & Barton, Internal Corporate Investigations: Maintaining the Confidentiality of a Corporate Client's Communications with Investigative Counsel, 35 Bus. Law. 5 (1979).
- Brown & Hyman, The Scope of the Attorney-Client Privilege in Corporate Decision Making, 26 Bus. Law. 1145 (1971).
- Burke, The Duty of Confidentiality and Disclosing Corporate Misconduct, 36 Bus. LAW. 239 (1981).
- Burnham, Confidentiality and the Corporate Lawyer: The Attorney-Client Privilege and "Work Product" in Illinois, 56 ILL. B.J. 542 (1968).
- Burnham, The Attorney-Client Privilege in the Corporate Arena, 24 Bus. LAW. 901 (1969).
- Heininger, The Attorney-Client Privilege as It Relates to Corporations, 53 ILL. B.J. 376 (1965).
- Herzel & Hagen, Do Corporations Really Have an Attorney-Client Privilege?, 59 CHI. B. REC. 296 (1978).
- Kobak, The Uneven Application of the Attorney-Client Privilege to Corporations in the Federal Courts, 6 GA. L. REV. 339 (1972).

- Levy, Limitation Under Federal Law on Confidentiality Involving Accountants, Accountants Attorneys, and Accountants Retained by Attorneys, 82 Com. L.J. 5 (1977).
- Maurer, Privileged Communications and the Corporate Counsel, 28 ALA. LAW. 352 (1967).
- Miller, The Corporate Attorney-Client Privilege and the Work Product Doctrine: Protection from Compelled Disclosure in Criminal Investigation of a Corporation, 12 U. S.F. L. Rev. 569 (1978).
- Miller, Getting to the Bottom or Digging Your Own Grave: The Applicability of the Attorney-Client Privilege and Work Product Doctrines to Internal Corporate Investigations, 9 COLO. LAW. 945 (1980).
- Schaefer, How Can a Modern Business Corporation Preserve the Attorney-Client Privilege in Communicating with "Outside" and "Inside" Counsel?, 5 Am. Bus. L.J. 263 (1967).
- Weinschel, Corporate Employee Interviews and the Attorney-Client Privilege, 12 B.C. IND. & COM. L. REV. 873 (1971).
- Note, Applicability of the Attorney-Client Privilege to Corporate Communications, 48 U. CIN. L. REV. 819 (1979).
- Note, Application of the Attorney-Client Privilege to Corporations: New Directions and a Proposed Solution, 20 B.C. L. Rev. 953 (1979).
- Note, Attorney-Client Privilege—Diversified Industries Inc. v. Meredith, New Rules for Applying the Privilege When the Client is a Corporation, 57 N.C. L. Rev. 306 (1979).
- Note, Attorney-Client Privilege for Corporate Clients: The Control Group Test, 84 HARV. L. REV. 424 (1970).
- Note, The Attorney-Client Privilege—Identifying the Corporate Client, 48 FORDHAM L. REV. 1281 (1980).
- Note, The Corporate Attorney-Client Privilege: Culpable Employees, Attorney Ethics, and the Joint Defense Doctrine, 58 Tex. L. Rev. 809 (1980).
- Note, The Corporate Attorney-Client Privilege in the Federal Courts, 22 CATH. LAW. 138 (1976).
- Note, Evidence—Privileged Communications—The Attorney-Client Privilege in a Corporate Setting: A Suggested Approach, 69 MICH. L. REV. 360 (1970).
- Note, Privileged Communications—Inroads on the "Control Group" Test in the Corporate Area, 22 Syracuse L. Rev. 759 (1971).
- Comment, The Application in the Federal Courts of the Attorney-Client Privilege to the Corporation, 39 FORDHAM L. REV. 281 (1970).
- Comment, Conflicting Standards for Applying the Corporate Attorney-Client Privilege, 33 VAND. L. REV. 999 (1980).
- Comment, The Privileged Few: The Attorney-Client Privilege As Applied to Corporations, 20 U.C.L.A. L. Rev. 288 (1972).
- Comment, A Securities Lawyer's Dilemma: The SEC's Policy of Disclosure v. The Attorney-Client Privilege, 15 SAN DIEGO L. REV. 797 (1978).

F. Attorney-Client Privilege in Shareholder Litigation

Brereton, Abrogation of the Corporate Privilege in Stockholder Suits, 15 PRAC. LAW. 24 (Dec. 1969).

- Newman, Former Corporate Counsel and Client Confidences in a Derivative Action, 42 Tex. B.J. 923 (1979).
- O'Neal & Thompson, Vulnerability of Professional-Client Privilege in Shareholder Litigation, 31 Bus. LAW. 1775 (1976).
- Patton, Disqualification of Corporate Counsel in Derivative Actions—Jacuzzi and the Inadequacy of Dual Representation, 31 HAST. L.J. 347 (1979).
- Note, The Attorney-Client Privilege and the Corporation in Shareholder Litigaton, 50 S. CAL. L. REV. 303 (1977).
- Note, The Attorney-Client Privilege in Shareholder Litigation: The Need for a Predictable Standard, 9 Loy. Chi. L.J. 731 (1978).
- Note, Evidence—Attorney-Client Privilege—Shareholders May Overcome Corporation's Attorney-Client Privilege By Showing Cause, 45 Tul. L. Rev. 1063 (1971).
- Comment, The Attorney-Client Privilege in Shareholder Suits, 69 COLUM. L. REV. 309 (1969).
- Case Comment, Evidence: "Good Cause" Held to Defeat the Attorney-Client Privilege When a Corporation Is Sued by Its Shareholders, 1970 DUKE L.J. 1060.

G. Attorneys' Communications with Auditors

- Deer, Lawyers' Responses to Auditors' Requests for Information, 28 Bus. LAW. 947 (1973).
- Matson, Lawyers' Letters to Auditors: The Uneasy Truce, 48 J. KAN. B.A. 9 (1979).
- Report, ABA Section of Corporation, Banking and Business Law, Scope of Lawyers' Responses to Auditors: Requests for Information, 30 Bus. LAW. 513 (1975).
- Report, ABA Section of Corporation, Banking and Business Law, Lawyers' Responses to Auditors' Requests for Information—A Report by the Committee on Auditors' Inquiry Responses, 31 Bus. Law. 561 (1975).
- Sissen, Advertising For Lawsuits: Attorneys, Audit Letters, and The Unasserted Claim— The SEC Now Has the Burden, 2 J. CORP. L. 33 (1976).

II. Accountants

A. Accountants & Auditors—Generally

- Carmichael, What Does The Independent Auditor's Opinion Really Mean?, 138 J. ACCOUNTANCY 83 (Nov. 1974).
- Earle, The Fairness Myth, 28 VAN. L. REV. 147 (1975).
- Eisenberg, Legal Models of Management Structure in the Modern Corporation: Officers, Directors, and Accountants, 63 CALIF. L. REV. 375 (1975).
- Fiflis, Current Problems of Accountants' Responsibilities to Third Parties, 28 VAND. L. REV. 31 (1975).
- Hawes, Stockholder Appointment of Independent Auditors: A Proposal, 74 COLUM. L. REV. 1 (1974).
- LeBlanc, Accounting As A Consumer Protector, 27 Bus. Law. 75 (1971).
- Moss, The Crisis of Corporate Accountability: A Legislator's View, 3 J. CORP. L. 251 (1978).
- Symposium, Corporate Law and Accounting In The 70's, 26 Bus. LAW. 199 (1970). Wyatt, Auditors' Responsibilities, 12 St. Louis. U.L.J. 331 (1968).

B. Accountant-Client Privilege

- Jentz, Accountant Privileged Communications: Is it a Dying Concept Under the New Federal Rules of Evidence?, 11 Am. Bus. L.J. 149 (1973).
- Tigue, Accountant-Client Communication, 12 TAX COUNSELOR Q. 1 (1968).
- Note, Evidence: The Accountant-Client Privilege Under the New Federal Rules of Evidence—New Stature and New Problems, 28 OKLA. L. REV. 637 (1975).
- Note, Government Access to Corporate Documents and Auditors' Workpapers: Shall We Include Auditors Among the Privileged Few?, 2 J. CORP. L. 349 (1977).
- Note, Privileged Communications—Accountants and Accounting—A Critical Analysis of Accountant-Client Privilege Statutes, 66 MICH. L. REV. 1264 (1968).
- Comment, Couch v. United States: The Supreme Court Takes a Fresh Look at the Attorney-Client Privilege—Or Does It.², 62 Ky. L.J. 263 (1973).

C. Accountants—Criminal Liability

- Dunfee & Gleim, Criminal Liability of Accountants: Sources and Policies, 9 Am. Bus. L.J. 1 (1971).
- Gruenbaum & Steinberg, Accountants' Liability and Responsibility: Securities, Criminal and Common Law, 13 Loy. L.A. L. Rev. 247 (1980).
- Isbell, An Overview of Accountants' Duties and Liabilities Under the Federal Securities Laws and a Closer Look at Whistle-Blowing, 35 Ohio St. L.J. 261 (1974).
- Kurland, Accountants' Legal Liability—Ultramares to BarChris, 25 Bus. LAW. 155 (1969).
- Mathews & Sullivan, Criminal Liability For Violations of the Federal Securities Laws: The National Commission's Proposed Federal Criminal Code, S. 1 and S. 1400, 11 AM. CRIM. L. REV. 883 (1973).
- Note, The Criminal Liability of Public Accountants: A Study of United States v. Simon, 46 NOTRE DAME LAW. 564 (1971).
- Comment, Criminal Liability of Public Accountants: A Lurking Nightmare?, 67 J. CRIM. L. & CRIMINOLOGY 32 (1976).

D. Accountants and the Foreign Corrupt Practices Act of 1977

- Atkesan, The Foreign Corrupt Practices Act of 1977: An International Application of SEC's Corporate Governance Reforms, 12 Int. Law. 703 (1978).
- Baker, Accounting and Accountability: Overview of The Accounting Provisions of the Foreign Corrupt Practices Act of 1977, 36 WASH. & LEE L. REV. 809 (1979).
- Goelzer, The Accounting Provisions of the Foreign Corrupt Practices Act—The Federalization Of Corporate Recordkeeping and Internal Control, 5 J. Corp. L. 1 (1979).
- Program, ABA Section of Corporation, Banking and Business Law, Practical Implications of the Accounting Provisions of the Foreign Corrupt Practices Act of 1977, and Recent Developments, 35 Bus. Law. 1713 (1980).
- Note, Accounting Provisions of the Foreign Corrupt Practices Act: An Alternative Perspective on SEC Intervention in Corporate Governance, 89 YALE L.J. 1573 (1980).
- Comment, Materiality and Internal Accounting Controls Under the Foreign Corrupt Practices Act, 1980 ARIZ. St. L.J. 931.

E. Accountants—Securities Law

- Adams, Lessening the Legal Liability of Auditors, 32 Bus. LAW. 1037 (1977).
- Augenbraun, Private Offerings and Accountants' Liability under Section 12(1): A Problem and a Recommended Solution, 7 Sec. Reg. L.J. 158 (1979).
- Chalmers, The Independent Auditor—Guarantor or Guide?, 31 Bus. LAW. 367 (1975).
- Chalmers, Over-Accountable Accountants? A Proposal for Clarification of the Legal Responsibilities Stemming from the Audit Function, 16 Wm. & MARY L. REV. 71 (1974).
- Gormley, Accountants' Professional Liability—A Ten Year Review, 29 Bus. LAW. 1205 (1974).
- Gruenbaum & Steinberg, Accountants' Liability and Responsibility: Securities, Criminal and Common Law, 13 Loy. L.A. L. Rev. 247 (1980).
- Hull, Responsibilities and Liabilities of Auditors and Accountants—An Accountant's View, 30 Bus. Law. 169 (Spec. Issue, Mar. 1975).
- Isbell, An Overview of Accountants' Duties and Liabilities under the Federal Securities Laws and a Closer Look at Whistle-Blowing, 35 Ohio St. L.J. 261 (1974).
- Kripke, The SEC, The Accountants, Some Myths and Some Realities, 45 N.Y.U. L. REV. 1151 (1970).
- Kripke, Where Are We on Securities Disclosure after the Advisory Committee Report, 6 Sec. Reg. L.J. 99 (1978).
- Margolis, Sanctions Against Accountants for Violations of the Securities Laws: A Reappraisal, 4 Del. J. Corp. L. 399 (1979).
- Metzger & Heintz, Hochfelder's Progeny: Implications for the Auditor, 63 MINN. L. REV. 79 (1978).
- Miller & Subak, Impact of Federal Securities Laws: Liabilities of Officers, Directors, & Accountants, 30 Bus. LAW. 387 (1975).
- Rosenfeld, A Sideline View of the Disclosure Advisory Committee Report: A Response to Professor Kripke, 7 Sec. Reg. L.J. 76 (1979).
- Sonde, The Responsibility of Professionals under the Federal Securities Laws—Some Observations, 68 Nw. U.L. Rev. 1 (1973).
- Schnepper, The Accountant's Liability Under Rule 10b-5 and Section 10(b) of the Securities Exchange Act of 1934: The Hole in Hochfelder, 22 ACCT. REV. 653 (1977).
- Symposium, Accountants and Federal Securities Laws, 28 VAND. L. REV. 1 (1975).
- Treadway, SEC Enforcement Techniques: Expanding and Exotic Forms of Ancillary Relief, 32 Wash. & Lee L. Rev. 637 (1975).
- Vernava & Hepp, Responsibility of the Accountant Under the Federal Securities Exchange Act of 1934, 6 J. CORP. L. 317 (1981).
- Note, Accountants' Liabilities for False and Misleading Financial Statements, 67 COLUM. L. REV. 1437 (1967).
- Note, Redington v. Touche Ross & Co.: An Unwarranted Implication of a Private Right of Action against Accountants under Section 17(a) of the Securities Exchange Act of 1934, 73 Nw. U.L. Rev. 1119 (1979).
- Note, Ernst & Ernst v. Hochfelder: Narrowing the Scope of Accountants' Professional Liability Under the Securities Laws, 6 CAP. U.L. REV. 683 (1977).
- Recent Developments, SEC Disciplinary Hearings—Touche Ross v. SEC—Rule 2(e) Validated in First Public Proceeding: Uncertainty Ahead for Securities Practitioners, 5 J. Corp. L. 433 (1980).

F. The Audit Committee and Corporate Governance

- Dent, The Revolution in Corporate Governance, the Monitoring Board, and the Director's Duty of Care, 61 B.U. L. Rev. 623 (1981).
- Farrell, The Audit Committee—A Lawyer's View, 28 Bus. LAW. 1089 (1973).
- Greene & Falk, The Audit Committee—A Measured Contribution To Corporate Governnce, 34 Bus. Law. 1229 (1979).
- Kripke, The SEC, Corporate Governance, and the Real Issues, 36 Bus. LAW. 173 (1981). Lovdal, Making the Auditing Committee Work, 55 HARV. Bus. Rev. 108 (Mar.-Apr. 1977).
- Mautz & Neumann, *The Effective Corporate Audit Committee*, 48 HARV. BUS. REV. 57 (Nov.-Dec. 1970).
- Solomon, The Audit Committee: Its Growing Significance in the Corporate Structure, 42 C.P.A.J. 578 (1972).
- Note, Accounting—The Audit Committee—A Progressive Move Toward More Meaningful Financial Reporting, 3 J. CORP. L. 400 (19).