Table of Contents
TABLE OF CONTENTS

From the Editor ............................................ 907

Introduction  
Marc I. Steinberg 908

COMMENTARY

A Call for a New Special Study of the Securities and Financial Markets  
Stanley Sporkin 915

ARTICLES

Issuer Affirmative Disclosure Obligations—An Analytical Framework for Merger Negotiations, Soft Information, and Bad News  
Marc I. Steinberg 923  
Robin M. Goldman

Rumor Control and Disclosure of Merger Negotiations or Other Control-Related Transactions: Full Disclosure or "No Comment"—The Only Safe Harbors  
Thomas Lee Hazen 954

Disclosure of Preliminary Merger Negotiations—Truth or Consequences?  
Daniel L. Goelzer 974

SEC Nonacquiescence in Judicial Decisionmaking: Target Company Disclosure of Acquisition Negotiations  
Douglas M. Branson 1001
State Disclosure Regulation and the Allocation of Regulatory Responsibilities

Mark A. Sargent 1027

A Walk Through the Circuits: The Duty to Disclose Soft Information

Janet E. Kerr 1071

The SEC and the Courts' Approach to Disclosure of Earnings Projections, Asset Appraisals, and Other Soft Information: Old Problems, Changing Views

Bruce A. Hiler 1114

Mandatory Disclosure Theory and Management Projections: A Law and Economics Perspective

Roger J. Dennis 1197

Who's Suing Who? A Commentary on Investment Bankers and the Misappropriation Theory

Manning Gilbert Warren III 1222

COMMENTS

Duty to Correct: A Suggested Framework ...................... 1250

The Measure of Damages Under Section 10(b) and Rule 10b-5 .................................................. 1266