

William J. Carney
Bibliography

Books:

- SECURITIES PRACTICE: THE LAW IN GEORGIA (Harrison Co., 1980)
- THE CHANGING ROLE OF THE CORPORATE ATTORNEY (Editor) (Lexington Books, 1982)
- MERGERS & ACQUISITIONS: CASES AND MATERIALS (Foundation Press, 2000)
- TEACHERS' MANUAL FOR MERGERS & ACQUISITIONS: CASES AND MATERIALS (Foundation Press, 2000)
- MERGERS & ACQUISITIONS: CASES AND MATERIALS, Supplements, 2000, 2001, 2002, 2003, 2004 (Foundation Press)
- TEACHERS' MANUAL FOR SUPPLEMENT: MERGERS & ACQUISITIONS: CASES AND MATERIALS (Foundation Press, 2002, 2003)
- CORPORATE FINANCE: PRINCIPLES AND PRACTICE (Foundation Press, 2004)

Articles: (Selected recent articles can be viewed at [http://ssrn.com/author= 37367](http://ssrn.com/author=37367))

- Exemptions from Securities Registration for Small Issuers: Shifting from Full Disclosure - Part I: The Private Offering Exemption, Rule 146 and an end to Access for Small Issuers, 10 LAND & WATER L. REV. 507 (1975)
- Reprinted in 8 SEC. L. REV. 137
- Exemptions...Part II: The Intrastate Offering Exemption and Rule 147, 11 LAND & WATER L. REV. 161 (1976)
- Exemptions...Part III: The Small Offering Exemption and Rule 240, 11 LAND & WATER L. REV. 483 (1976)
- The Perils of Rule 146, 8 U. TOLEDO L. REV. 343 (1977)
- Close Corporations and the Wyoming Business Corporation Act: Time for a Change? 12 LAND & WATER L. REV. 537 (1977)
- The Side Effects of the Corporate Takeover Movement, 1979 GA. ST. BAR J. 64 (1979)
- Fundamental Corporate Changes, Minority Shareholders and Business Purposes, 1980 AM. BAR FOUND. RES. J. 69
- Defining a 'Security': Georgia's Struggle with the 'Risk Capital' Test, 30 EMORY L. J. 73 (1981) (with B. Fraser)
- Reprinted in 14 SEC. L. REV. 503 (1982)
- Shareholder Coordination Costs, Shark Repellents and Takeout Mergers: The Case Against Fiduciary Duties, 1983 AM. BAR FOUND. RES. J. 341

Defining a Security: The Addition of a Market-Oriented Contextual Approach to Investment Contract Analysis, 33 EMORY L. J. 311 (1984)

Toward a More Perfect Market for Corporate Control, 9 DEL. J. CORP. L. 593 (1984)

Takeover Tussles: The Courts' Tug-of-War With Corporate Boards, 54 BUS. & SOC'Y REV. 64 (1985)

Two-Tier Tender Offers and Shark Repellents, 4 (No. 2) MIDLAND CORP. FIN. J. 48 (Summer, 1986)

The Monitoring Board, Duties of Care, and the Business Judgment Rule, in THE AMERICAN LAW INSTITUTE AND CORPORATE GOVERNANCE (monograph, National Legal Center for the Public Interest, 1987)

Signalling and Causation in Insider Trading, 36 CATH. U. L. REV. 863 (1987)

The Theory of the Firm: Investor Coordination Costs, Control Premiums and Ownership Structure, 65 WASH. U. L. Q. 1 (1987)

Controlling Management Opportunism in the Market For Corporate Control: An Agency Cost Model, 1988 WIS. L. REV. 383

Reprinted in 2002 KOREAN JOURNAL OF SECURITIES LAW 429

Georgia's New Business Corporation Code, 24 GA. ST. BAR J. 158 (1988)

Section 4.01 of the American Law Institute's Corporate Governance Project: Restatement or Misstatement?, 66 WASH. U. L. Q. 239 (1988)

Changes in Practice Under Georgia's New Business Corporation Code, 40 MERCER L. REV. 655 (1989)

The Limits of the Fraud on the Market Doctrine, 44 BUS. LAW. 1259 (1989)

Does Defining Constituencies Matter? 59 U. CINN. L. REV. 385 (1990)

The Theft of Time, Inc.? Efficient Law and Efficient Markets, Regulation 78 (Spring, 1991)

Fairness Opinions: How Fair Are They and Why We Should Do Nothing About It, 70 Wash. U. L. Q. 523 (1992)

Reprinted in: 7 BANKING LAW ANTHOLOGY (March, 1993)

Vicarious Liability for Fraud on the Market: Theory and Evidence (with J. Arlen) 1992 U. Ill. L. Rev. 691

Reprinted in GOVERNANCE BY LEGAL AND ECONOMIC MEASURES (Copenhagen: Danish Social Science Research Council, 1992)

Reprinted in 1994 SECURITIES LAW REVIEW 179

The ALI's Corporate Governance Project: the Death of Property Rights? 61 Geo. Wash. L. Rev. 898 (1993)

Reprinted in 36 CORPORATE PRACTICE COMMENTATOR 399 (1994)

Comment: Two Modes of Discourse in the Stakeholder Debate, 43 U. Toronto L. Rev. 379 (1993)

Limited Liability Companies: Origins and Antecedents, 66 U. Colo. L. Rev. 855 (1995)

The Political Economy of Competition for Corporate Charters, 26 J. Legal Studies 303 (1997) at:
<http://www.journals.uchicago.edu/JLS/journal/issues/v26n1/JLSv26p303/JLSv26p303.web.pdf>

Large Bank Stockholders: Saviors or Substitutes?, 9 (No. 4) Journal of Applied Corporate Finance 74 (Winter, 1997)

Explaining the Shape of Corporate Law: The Role of Competition, 18 Managerial & Decision Econ. 611 (1997), at

The Production of Corporate Law, 71 Southern Cal. L. Rev. 715 (1998)

Reprinted in 40 Corporate Practice Commentator 733 (1999)

The Legacy of "The Market for Corporate Control" and the Origins of the Theory of the Firm, 50 Case Wes. Res. L. Rev. 215 (1999)

Teaching Problems in Corporate Law: Making It Real, 34 Georgia L. Rev. 823 (2000)

Jurisdictional Choice in Securities Regulation, 41 Va. J. Int' l L. 717 (2001)

The Illusory Protections of the Poison Pill (with L. Silverstein), 79 Notre Dame L. Rev. 101 (2003); accessible at <http://ssrn.com/abstract=423512>

Appraising the Non-Existent: The Courts' Struggles with Control Premiums (w. M. Heimendinger), 152 U. Pa. L. Rev. 845 (2003) accessible at <http://ssrn.com/abstract=399762>

Introduction: The Impact of Competition on Regulation, 52 Emory L. J. 1285 (2003)

A Review of "Delaware's Competition" (in progress)

The Costs of Being Public After Sarbanes-Oxley: The Irony of "Going Dark" (in progress)

Book Reviews:

_____ Roger Bowles, LAW AND THE ECONOMY, 4 INT. REV. LAW & ECON. 89 (1984)

Robert Clark, CORPORATE LAW, 37 J. LEG. ED. 450 (1987)

Michael Jensen, FOUNDATIONS OF ORGANIZATIONAL STRATEGY, 20 Managerial & Decision Econ. 344 (1999)

Book Chapters:

Grundung einer Tochtergesellschaft in den U.S.A. (Incorporating an American Subsidiary) (with Peter Hay) in TOCHTERGESELLSCHAFTEN IM AUSLAND (Marcus Lutter, ed.) 942-964 (1995)

The Political Economy of Competition for Corporate Charters, in CURRENT ISSUES OF CROSS-BORDER

ESTABLISHMENT OF COMPANIES IN THE EUROPEAN UNION Jan Wouters & Hildegard Schneider, eds., Maastricht, Institute for Transnational Legal Research, University of Limburg 1995)

Introduction: Choosing the Appropriate Business Entity; Nature and Types of Corporations, in GEORGIA JURISPRUDENCE - BUSINESS RELATIONS (1995)

Promoters, Incorporation and Qualification; Execution and Filing Procedures, in GEORGIA JURISPRUDENCE - BUSINESS RELATIONS (1995)

Special Considerations for Close Corporations and Professional Corporations, in GEORGIA JURISPRUDENCE - BUSINESS RELATIONS (1995)

The Impact of Recent Supreme Court Cases on Broker-Dealers, in BROKER-DEALER REGULATION (ALI-ABA, 1995)

Federalism and Corporate Law: A Non-Delaware View of the Results of Competition, in INTERNATIONAL REGULATORY COMPETITION AND COORDINATION, Joseph McCary & William Bratton, eds., Oxford Univ. Press (1996)

From Stakeholders to Stockholders: A View from Organizational Theory, in WHO OWNS THE ENVIRONMENT? (Hill & Meiners, eds.), 187-221 (1998)

Limited Liability, in ENCYCLOPEDIA OF LAW & ECONOMICS (1999)

Occasional Pieces:

Pols Poking Holes in Golden Parachutes, THE WALL STREET JOURNAL, April 16, 1984

Junk Bonds Don't Merit Black-Hat Image, THE WALL STREET JOURNAL, April 29, 1985

Why Insider Trading Should Be Legal, Vol. 52, No. 22 INVESTMENT DEALERS DIGEST 44, (June 2, 1986)

Can Georgia Corporate Law Keep Up?, ATLANTA BUSINESS CHRONICLE, Nov. 3, 1986, p. 22A

In Defense of Junk Bonds, FULTON COUNTY DAILY REPORT, Jan. 29, 1987, p. 2

Examine the Motives of Junk-Bond Critics, BUSINESS WEEK, Mar. 30, 1987, p. 18

Keep Away from Indiana Example, ATLANTA BUSINESS CHRONICLE, June 15, 1987, p. 26A.

Outline, The Use of Economic Analysis in Teaching Business Associations, 7 No. 1 THE RED HERRING 5 (Fall, 1987) (publication of the Corporations Section, Ass'n of American Law Schools)

Highlights From New State Business Code, ATLANTA BUSINESS CHRONICLE, July 10, 1989 (with S. Huie)

Squeezing Out the Corporate Cash, THE NATIONAL LAW JOURNAL, September 20, 1993, p. 17 (with J. Arlen)

“ Not So Deadly,” THE DAILY DEAL, Oct. 1, 2002, p. 16 (with Leonard Silverstein)