



---

Summer 6-1-1986

## Table Of Contents

Follow this and additional works at: <https://scholarlycommons.law.wlu.edu/wlulr>

---

### Recommended Citation

*Table Of Contents*, 43 Wash. & Lee L. Rev. (1986).

Available at: <https://scholarlycommons.law.wlu.edu/wlulr/vol43/iss3/1>

This Prefatory Matter is brought to you for free and open access by the Washington and Lee Law Review at Washington and Lee University School of Law Scholarly Commons. It has been accepted for inclusion in Washington and Lee Law Review by an authorized editor of Washington and Lee University School of Law Scholarly Commons. For more information, please contact [christensena@wlu.edu](mailto:christensena@wlu.edu).

# WASHINGTON AND LEE LAW REVIEW

---

Volume 43

Summer 1986

Number 3

---

## ANNUAL REVIEW OF SECURITIES AND COMMODITIES LAW

### CONTENTS

#### ARTICLES

- Corporate Takeovers and Corporations:  
Who Are They For?.....*Lyman Johnson* 781
- Structuring Limited Partnership Offerings:  
Recent Developments .....*Fred A. Little*  
*Robert A. Robbins* 829
- Legal Opinions in Corporate Transactions:  
The Opinion that Stock is Duly  
Authorized, Validly Issued, Fully Paid  
and Nonassessable .....*Scott FitzGibbon* 863  
*Donald W. Glazer*

#### NOTES

- The Tender Offer: In Search  
of a Definition ..... 901
- The Enforceability of Pre-dispute  
Arbitration Agreements Under 10(b)  
and 10b-5 Claims ..... 923
- Moran* and the Poison Pill: A  
Target's Savior ..... 955
- The Validity of SEC Rule 3b-9  
Which Requires Banks to Register  
as Broker-Dealers ..... 989
- The Continuous Ownership Requirement:  
A Bar to Meritorious Shareholder  
Derivative Actions? ..... 1013

Extension of the Minimum Open Tender Offer Period: Regulation of Defensive Takeover Tactics Via the Business Judgment Rule .....	1037
Defining an "Investment Contract:" The Commonality Requirement of the <i>Howey</i> Test .....	1057
Applying the Federal Reserve Board's Margin Lending Rules to Restrict the Use of Junk Bonds in Hostile Corporate Takeovers .....	1087
The Slaughter of the Innocent: Disagreement Regarding the Interpretation of Section 402(a) "Rolls On" .....	1101
Down But Not Out—The Lock-Up Option Still Has Legal Punch When Properly Used .....	1125

Printed by Western Newspaper Publishing Co., Inc., 537 East Ohio Street, Indianapolis, Indiana 46204.

STATEMENT OF OWNERSHIP, MANAGEMENT AND CIRCULATION as required by Act of Congress of August 24, 1912, as amended by the Act of March 3, 1933, July 2, 1946, and June 11, 1960: The *Washington and Lee Law Review* is owned by Washington and Lee University and is entered as second class matter at the Post Office in Lexington, Virginia 24450, with additional mailing privileges in Indianapolis, Indiana. Tyler P. Brown is Editor-in-Chief and David T. Powell is the Business Manager. Their address is *Washington and Lee Law Review*, Washington and Lee University, Lexington, Virginia 24450. There are no bond, mortgage, or other security holders. The average number of copies of each issue for the preceding twelve months was 1588.

The *Washington and Lee Law Review* (ISSN 0043-0463) is published quarterly by the Washington and Lee University School of Law in Lexington, Virginia 24450. Subscription prices, payable in advance, are \$17.50 (\$20.50 foreign) per Volume (four issues); \$7.00 for *The Fourth Circuit Review* (Spring issue); and \$6.00 for *The Annual Review of Securities and Commodities Law* (Summer issue). Individual copies of *The Fourth Circuit Review* issue are \$9.50; individual copies of all other issues are \$8.50. All requests for subscriptions should be mailed to the *Washington and Lee Law Review*, Washington and Lee University, Lexington, Virginia 24450. Subscriptions will be continued automatically unless a written request for discontinuance is received. Copies for back issues through Volume 41 may be obtained from Fred B. Rothman & Co., 10368 West Centennial Road, Littleton, Colorado 80127. Copies of issues from Volumes 42 and 43 may be purchased directly from the *Washington and Lee Law Review*.

Except as otherwise provided, the author of each article in this issue has granted permission for copies of that article to be made for classroom use, provided that (1) copies are distributed at or below cost, (2) author and journal are identified, (3) proper notice of copyright is affixed to each copy, and (4) the user notifies the *Washington and Lee Law Review* that he or she has made such copies.

The materials published in the *Review* state the views of the writers and not necessarily of the *Review*, which takes no responsibility for any statement made herein.