Index

Titles of publications and legal cases are in *italics*.

Abbott, L.J. 214–15
accounting firms as intermediaries 41–2
acquisitions, effect of corporate and securities law 61
affective trust 38–9, 58
Akerlof, G. 33
America
corporate law 2, 12–15
disclosure rules 134–7
fiduciary duty 124
fraud prevention 139–41
insider trading regulation 142–3
securities law 2, 15–19
*see also* Sarbanes-Oxley Act; Securities Act; Securities Exchange Act
securities law controversies 190–217
takeover regulation 143–5
anchoring and adjustment
and auditor failure 88
and decisionmaking 76
appraisal rights, minority shareholders 126
Asch, S. 75
assumpsit 111–12
audit committee and Sarbanes-Oxley Act 214
auditing costs and Sarbanes-Oxley Act 210
auditing firms as intermediaries 41–2
auditor failure, behavioral reasons 87–8
availability heuristic, and decisionmaking 74
Azfar, O. 155
Bainbridge, S.M. 95–6
bank lending and company financing 5
Barberis, N. 81
Barnards Act 133
Barro, R. 152
basic law 10–12
analysis of associations 166–70
and behavioral decision theory 82–9
development of 110–16
economic effects 156, 186
and trust 29–31
Bedard, J. 214
behavioral decision theory 70–79
and competitive regulation 205
and contracting around fraud 198
and corporate disclosure 94–7
and corporate law 89–93
and efficient market hypothesis 79–82
and insider trading 195
and issuer deregulation 200–201
and securities law 93–101
and stockbrokers 93–4
Benartzi, S. 80
Benston, G. 60
Beny, L. 195
Berle, A.A. 123
Bernstein, L., 11
Bernstein, W. 129
Bhattacharya, U. 195–6
*Birth of Plenty: How the Prosperity of the Modern World was Created* 129
Black, B. 54, 201–2
Blair, M.M. 90–91, 118
Bogle, J. 87
bonding assets 127–8
bounded rationality 71–2
bounded willpower 79
*Bowling Alone* 29
Bubble Act 119, 130, 132–3
Index

bubbles 131–3
business judgment rule 48, 93
business xenophobia 36–7
Butler, N. 117

capital, costs of, effect of laws 156
capital market development 130–33
and disclosure 133–8
and insider trading 141–3
and misrepresentation 138–41
and takeovers 143–7
_Carr v. CIGNA Securities_ 197
cash/price variable and securities law 180
centralized control by managers 122
certification requirement, Sarbanes-Oxley Act 213
China, takeover regulation 146
Choi, S. 100, 199–201
Chtourou, S.M. 214
civil law countries
contract law development 112
fraud law 114–15
securities law development 137–8
class action fraud litigation 55, 140
Coase, R. 113–14, 118
Coffee, J.C. 62
cognitive dissonance 72–3
and auditor failure 87
and stockbroker behavior 94
common law 9
economic effects 153
fraud rules 54–5
common law nations
contract law development 111–12
tort law development 114–15
see also America; England
communalities, factor analysis 175
community-based transactions 36–7
Companies Act 134
Companies Clauses Consolidation Act 134
company financing 4–5
compensation of executives
and behavioral theory 91–2
effect of insider trading 193
competitive regulation 202–8
private securities exchanges 207–8
state securities regulation 202–7
compliance costs
corporate and securities law 64–5
Sarbanes-Oxley Act 210–11
confirmation bias 72
and auditor failure 87
conformity bias 75–6
Conslick, J. 104
contract-intensive money (CIM) 158, 160
contract law
and behavioral decision theory 83–5
clarification function 45
development of 111–12
and trust 37–46
contracting around fraud 196–9
contracts, relational 30
tool 74
managerial 122
corporate certification requirement, Sarbanes-Oxley Act 213
corporate disclosure, see disclosure
corporate governance
effect of law 183–4
quality and economic success 7
corporate law 8, 12–15
and acquisitions 61
and behavioral decision theory 89–93
bonding assets 127–8
and capital markets 153, 155
costs 48, 64–5
development 116–29
economics of 46–51
effect on markets 187
and fiduciary duty 19–20, 123–5
and fraud law 19–20
inefficiency 49
limited liability 120–21
management control 122
and management monitoring 123–4
and market capitalization 155
minority shareholders, protection of 125–7
perpetuity of corporations 120
separate legal identity of corporations 118–19
state governance 205–6
corporate law variables 160, 161
analysis 170–72

Frank B. Cross and Robert A. Prentice - 9781847205346
Downloaded from Elgar Online at 12/26/2018 02:46:14PM
via free access
factor analysis 176
and World Bank financial variables 170–71
corporate scandals 2–3, 86–7
corporations 116–27
bonding assets 127–8
development 116–18
fiduciary duty of managers 123–5
limited liability 120–21
management control 122
minority shareholders 125–7
perpetuity of existence 120
separate legal identity 118–19
costs
of capital, effect of laws 156
of compliance, Sarbanes-Oxley Act 210–11
compulsory corporate rules 48
corporate and securities law compliance 64–5
credit-rating agencies 41
crime and contract enforcement 44
cross-country scaling of national legal content 158–9
cross-listing 61–3
effect of Sarbanes-Oxley Act 212

Daouk, H. 195–6
_Dartmouth College_ (case) 119
Davis, J. 110
deceit, _see_ fraud
Dechow, P.M. 86
decisionmaking, _see_ behavioral decision theory
Delaware law 15, 51
and takeovers 145
_Derry v. Peek_ 139
director independence and Sarbanes-Oxley Act 214
disclosure 52–4
and behavioral decision theory 94–7
effect of regulation 60
regulation development 133–8
variables, effect of law 184–5
voluntary 53–4
disposition effect 81
Donaldson, T. 90
Drucker, P. 118
Dunfee, T.W. 90

East Asian economies, relationship
investing 35
Easterbrook, F.H. 39, 47, 49, 50, 54, 86, 87, 92–3
EC Public Offer Prospectus Directive 141
_Economic Analysis of Law_ 46
economic growth
and financial development 5–7
and law 3–7, 154
and property rights 113–14
economic value of law 28–66
corporate law 46–51
securities law 51–9
and trust 31–46
efficient market hypothesis and behavioral decision theory 80–82
Ellickson, R. 11
emotions, effect on decisionmaking 73
empowering legal rules 8–9
endowment effect
and contract law 83
and decisionmaking 77
enforcement of securities law, effect on market 181–2
England
contract law development 111–12
disclosure development 134
fraud prevention 139
securities regulation development 131–3
see also United Kingdom
Enron 86–7
equity market financing 5
equity premiums 80
ethnicity and trust 36–7
ethnolinguistic fractionalization 178–9
European Union
competitive regulation 206
corporate law convergence 128
fraud provisions 141
takeover regulations 146
_ex ante_ monitoring 39–40
_Exchange Act, see_ Securities Exchange Act
executive compensation, _see_ compensation of executives
fairness and contract law 84–5
false consensus effect 74–5
<table>
<thead>
<tr>
<th>Term</th>
<th>Page Numbers</th>
</tr>
</thead>
<tbody>
<tr>
<td>and auditor failure</td>
<td>88</td>
</tr>
<tr>
<td>and fraud</td>
<td>99, 198</td>
</tr>
<tr>
<td>Farnsworth, E.A.</td>
<td>85</td>
</tr>
<tr>
<td>Felo, A.J.</td>
<td>214</td>
</tr>
<tr>
<td>Festinger, L.</td>
<td>72</td>
</tr>
<tr>
<td>fiduciary duty</td>
<td></td>
</tr>
<tr>
<td>and corporate law</td>
<td>49–50</td>
</tr>
<tr>
<td>and fraud law</td>
<td>19–20</td>
</tr>
<tr>
<td>of managers</td>
<td>90–91, 123–5</td>
</tr>
<tr>
<td>see also fraud</td>
<td></td>
</tr>
<tr>
<td>financial development, effect on</td>
<td>5–7</td>
</tr>
<tr>
<td>economic growth</td>
<td></td>
</tr>
<tr>
<td>financial markets</td>
<td></td>
</tr>
<tr>
<td>effect of laws</td>
<td>154, 187</td>
</tr>
<tr>
<td>effects of legal variables</td>
<td>176–82</td>
</tr>
<tr>
<td>effect of Sarbanes-Oxley Act</td>
<td>211</td>
</tr>
<tr>
<td>and social welfare</td>
<td>6</td>
</tr>
<tr>
<td>financial scandals</td>
<td>2–3, 86–7</td>
</tr>
<tr>
<td>financial variables</td>
<td>162–3</td>
</tr>
<tr>
<td>financing company growth</td>
<td>4–5</td>
</tr>
<tr>
<td>Fischel, D.R.</td>
<td>39, 47, 49, 50, 54, 93</td>
</tr>
<tr>
<td>Fletcher v. Peck</td>
<td>119</td>
</tr>
<tr>
<td>Foley &amp; Lardner</td>
<td>64</td>
</tr>
<tr>
<td>Foreign Corrupt Practices Act (FCPA)</td>
<td>213</td>
</tr>
<tr>
<td>foundational law, economic effects</td>
<td>156, 186; see also basic law</td>
</tr>
<tr>
<td>foundational legal variables, correlation</td>
<td>167–70</td>
</tr>
<tr>
<td>framing bias, decisionmaking</td>
<td>76</td>
</tr>
<tr>
<td>France</td>
<td></td>
</tr>
<tr>
<td>corporate governance regulation</td>
<td>148</td>
</tr>
<tr>
<td>disclosure requirements</td>
<td>137</td>
</tr>
<tr>
<td>management supervision</td>
<td>124</td>
</tr>
<tr>
<td>shareholder voting rights</td>
<td>126</td>
</tr>
<tr>
<td>takeover regulation</td>
<td>146</td>
</tr>
<tr>
<td>fraud and contracting</td>
<td>196–9</td>
</tr>
<tr>
<td>fraud provisions</td>
<td></td>
</tr>
<tr>
<td>and behavioral decision theory</td>
<td>97–101</td>
</tr>
<tr>
<td>development</td>
<td>114–15</td>
</tr>
<tr>
<td>and fiduciary law</td>
<td>19–20</td>
</tr>
<tr>
<td>and mandatory disclosure</td>
<td>54</td>
</tr>
<tr>
<td>and securities law</td>
<td>54, 138–41</td>
</tr>
<tr>
<td>Germany</td>
<td></td>
</tr>
<tr>
<td>disclosure requirements</td>
<td>137–8</td>
</tr>
<tr>
<td>management monitoring</td>
<td>123–4</td>
</tr>
<tr>
<td>takeover regulation</td>
<td>146</td>
</tr>
<tr>
<td>Goodwin, J.</td>
<td>214</td>
</tr>
<tr>
<td>government</td>
<td></td>
</tr>
<tr>
<td>as monitoring intermediary</td>
<td>43–4</td>
</tr>
<tr>
<td>role in decisionmaking</td>
<td>101–3</td>
</tr>
<tr>
<td>groupthink and decisionmaking</td>
<td>75–6</td>
</tr>
<tr>
<td>growth, see economic growth</td>
<td></td>
</tr>
<tr>
<td>Grubman, J.</td>
<td>40</td>
</tr>
<tr>
<td>Gulati, M.</td>
<td>100</td>
</tr>
<tr>
<td>habit heuristic and decisionmaking</td>
<td>78</td>
</tr>
<tr>
<td>Hadfield, G.</td>
<td>202</td>
</tr>
<tr>
<td>Havemeyer, H.O.</td>
<td>135</td>
</tr>
<tr>
<td>herding, and decisionmaking</td>
<td>76</td>
</tr>
<tr>
<td>history of law</td>
<td></td>
</tr>
<tr>
<td>basic law</td>
<td>110–16</td>
</tr>
<tr>
<td>contract law</td>
<td>111–12</td>
</tr>
<tr>
<td>corporate law</td>
<td>116–29</td>
</tr>
<tr>
<td>property law</td>
<td>112–14</td>
</tr>
<tr>
<td>securities regulation</td>
<td>23–4, 129–47</td>
</tr>
<tr>
<td>tort law</td>
<td>114–16</td>
</tr>
<tr>
<td>honesty of management, measurement</td>
<td>164</td>
</tr>
<tr>
<td>Hu, Chung</td>
<td>41</td>
</tr>
<tr>
<td>human capital variable</td>
<td>179</td>
</tr>
<tr>
<td>illusion of control</td>
<td></td>
</tr>
<tr>
<td>and decisionmaking</td>
<td>74</td>
</tr>
<tr>
<td>and fraud protection</td>
<td>99</td>
</tr>
<tr>
<td>inefficiency of corporate laws</td>
<td>49</td>
</tr>
<tr>
<td>information provision, private</td>
<td></td>
</tr>
<tr>
<td>intermediaries</td>
<td>42</td>
</tr>
<tr>
<td>insensitivity to information source</td>
<td></td>
</tr>
<tr>
<td>and auditor failure</td>
<td>88</td>
</tr>
<tr>
<td>and decisionmaking</td>
<td>75</td>
</tr>
<tr>
<td>and fraud protection</td>
<td>100</td>
</tr>
<tr>
<td>insider trading</td>
<td>191–6</td>
</tr>
<tr>
<td>and Exchange Act</td>
<td>17–18, 142</td>
</tr>
<tr>
<td>effect on markets</td>
<td>195–6</td>
</tr>
<tr>
<td>legalization</td>
<td>191–2</td>
</tr>
<tr>
<td>regulation development</td>
<td>141–3</td>
</tr>
<tr>
<td>inspection rights, minority</td>
<td></td>
</tr>
<tr>
<td>shareholders</td>
<td>126</td>
</tr>
<tr>
<td>Institutional Shareholder Services (ISS)</td>
<td>42</td>
</tr>
<tr>
<td>intellectual property rights</td>
<td>114</td>
</tr>
<tr>
<td>intermediaries, see private intermediaries</td>
<td></td>
</tr>
<tr>
<td>intermediate agency problem, effect of</td>
<td></td>
</tr>
<tr>
<td>laws</td>
<td>183–5</td>
</tr>
<tr>
<td>intermediate variables</td>
<td>163–4, 182–5</td>
</tr>
<tr>
<td>Topic</td>
<td>Page(s)</td>
</tr>
<tr>
<td>----------------------------------------------------</td>
<td>--------------------------</td>
</tr>
<tr>
<td>internal financial controls and Sarbanes-Oxley Act</td>
<td>212–13</td>
</tr>
<tr>
<td>investment</td>
<td></td>
</tr>
<tr>
<td>company financing</td>
<td>4–5</td>
</tr>
<tr>
<td>effect of Securities Act</td>
<td>59–60</td>
</tr>
<tr>
<td>and trust</td>
<td>31</td>
</tr>
<tr>
<td>see also Prisoner’s Dilemma of investment</td>
<td></td>
</tr>
<tr>
<td>investor irrationality</td>
<td>80–82</td>
</tr>
<tr>
<td>issuer deregulation</td>
<td>199–202</td>
</tr>
<tr>
<td>Japan</td>
<td></td>
</tr>
<tr>
<td>corporate law development</td>
<td>129</td>
</tr>
<tr>
<td>takeover regulations</td>
<td>146</td>
</tr>
<tr>
<td>Jensen, M.C.</td>
<td>80</td>
</tr>
<tr>
<td>Joint-Stock Companies Registration, Incorporation and Regulation Act</td>
<td>134</td>
</tr>
<tr>
<td>judicial systems</td>
<td>10–11</td>
</tr>
<tr>
<td>Kahneman, D.</td>
<td>71, 77</td>
</tr>
<tr>
<td>Kaplow, L.</td>
<td>4</td>
</tr>
<tr>
<td>King, R.</td>
<td>5</td>
</tr>
<tr>
<td>Klausner, M.</td>
<td>56</td>
</tr>
<tr>
<td>Korea, takeover regulations</td>
<td>146</td>
</tr>
<tr>
<td>Korobkin, R.</td>
<td>84</td>
</tr>
<tr>
<td>Kraakman, R.H.</td>
<td>79</td>
</tr>
<tr>
<td>Kreuger, I.</td>
<td>135–6</td>
</tr>
<tr>
<td>Krishnan, J.</td>
<td>215</td>
</tr>
<tr>
<td>La Porta, R.</td>
<td>153–4, 160</td>
</tr>
<tr>
<td>La Porta financial variables</td>
<td>162</td>
</tr>
<tr>
<td>La Porta scale of national legal content</td>
<td>158–9</td>
</tr>
<tr>
<td>Langevoort, D.C.</td>
<td>92</td>
</tr>
<tr>
<td>law</td>
<td></td>
</tr>
<tr>
<td>economic effects measurement</td>
<td>152–88</td>
</tr>
<tr>
<td>and economic growth</td>
<td>3–7</td>
</tr>
<tr>
<td>effect on financial markets</td>
<td>154</td>
</tr>
<tr>
<td>history of, see history of law</td>
<td></td>
</tr>
<tr>
<td>and transactions</td>
<td>37–9</td>
</tr>
<tr>
<td>and trust</td>
<td>29–46, 85</td>
</tr>
<tr>
<td>see also basic law; common law; contract law; corporate law; property law; securities law</td>
<td></td>
</tr>
<tr>
<td>Law, J.</td>
<td>131</td>
</tr>
<tr>
<td>legal identity, corporations</td>
<td>118–19</td>
</tr>
<tr>
<td>legal origin</td>
<td>9</td>
</tr>
<tr>
<td>as basic law variable</td>
<td>157–8</td>
</tr>
<tr>
<td>effect on financial development</td>
<td>154</td>
</tr>
<tr>
<td>legal rules</td>
<td>8–9</td>
</tr>
<tr>
<td>legal variables</td>
<td>157–61</td>
</tr>
<tr>
<td>economic effects</td>
<td>174–82</td>
</tr>
<tr>
<td>Levine, R.</td>
<td>5–6, 154</td>
</tr>
<tr>
<td>Levitt, A.</td>
<td>87</td>
</tr>
<tr>
<td>limited liability</td>
<td>12–13, 47–8, 120–21</td>
</tr>
<tr>
<td>limited liability companies (LLC)</td>
<td>48–9</td>
</tr>
<tr>
<td>Loewenstein, G.</td>
<td>88</td>
</tr>
<tr>
<td>loss aversion</td>
<td></td>
</tr>
<tr>
<td>and contract law</td>
<td>83</td>
</tr>
<tr>
<td>and decisionmaking</td>
<td>77</td>
</tr>
<tr>
<td>low probability events, effect on decisionmaking</td>
<td>76</td>
</tr>
<tr>
<td>Macey, J.</td>
<td>41</td>
</tr>
<tr>
<td>Mahoney, P.</td>
<td>133</td>
</tr>
<tr>
<td>management</td>
<td></td>
</tr>
<tr>
<td>control, corporations</td>
<td>122</td>
</tr>
<tr>
<td>effects of insider trading</td>
<td>194</td>
</tr>
<tr>
<td>monitoring</td>
<td>123–4</td>
</tr>
<tr>
<td>opportunism</td>
<td>47</td>
</tr>
<tr>
<td>managers, fiduciary duty</td>
<td>90–91, 123–5</td>
</tr>
<tr>
<td>mandatory disclosure, see disclosure</td>
<td></td>
</tr>
<tr>
<td>Manne, H.</td>
<td>191</td>
</tr>
<tr>
<td>Marini Report</td>
<td>148</td>
</tr>
<tr>
<td>Market for Lemons, The</td>
<td>33</td>
</tr>
<tr>
<td>market-mobilized capital</td>
<td>155</td>
</tr>
<tr>
<td>markets, see financial markets</td>
<td></td>
</tr>
<tr>
<td>McMullen, D.A.</td>
<td>214</td>
</tr>
<tr>
<td>Means, G.C.</td>
<td>123</td>
</tr>
<tr>
<td>memory limitations and auditor failure</td>
<td>87</td>
</tr>
<tr>
<td>mental accounting</td>
<td>77–8</td>
</tr>
<tr>
<td>Milgrom, P.</td>
<td>36</td>
</tr>
<tr>
<td>minority shareholder protection</td>
<td>125–7</td>
</tr>
<tr>
<td>misrepresentation prevention, see also fraud</td>
<td>138–41</td>
</tr>
<tr>
<td>monitoring</td>
<td></td>
</tr>
<tr>
<td>of management</td>
<td>123–4</td>
</tr>
<tr>
<td>of transactions, private intermediaries</td>
<td>39–44</td>
</tr>
<tr>
<td>myopic loss aversion</td>
<td>80</td>
</tr>
<tr>
<td>nationalization of securities fraud law</td>
<td>55–6</td>
</tr>
<tr>
<td>Nature of the Firm, The</td>
<td>118</td>
</tr>
<tr>
<td>network effects, enforcement system coordination</td>
<td>56</td>
</tr>
</tbody>
</table>
Neuer Markt 137–8
New Institutional Economics 4
New York Stock Exchange (NYSE),
disclosure requirements 135–6
nonreliance clauses 197
North, D. 4, 110

Olson, M. 113
opportunism 36
and corporate law 47–9
of private intermediaries 40–42
optimism, undue
and auditor failure 87–8
and decisionmaking 73–4
oral communication salience, and
fraud 100
organized crime and contract
enforcement 44
Over the Counter Bulletin Board
(OTCBB) 58
overconfidence
and auditor failure 87–8
and decisionmaking 73–4
and fraud protection 99
Overend Gurney bank collapse 134

partnership law 14–15
Partnoy, F. 41
Pasley v. Freeman 115
patent law development 114
perpetuity of existence, corporations
120
personal positivity bias and fraud 99
Pitt, H. 207
Posner, R. 46–7, 51, 89, 99, 197
post facto contract enforcement 44
post facto fraud enforcement 39–40, 54
power allocation and corporate law 13
Prisoner’s Dilemma of investment 31–4
and corporate law 47
effect of law 37–9
private intermediaries
opportunism 40–42
transaction monitoring 39–44
private securities exchanges,
competitive regulation 207–8
Private Securities Litigation Reform
Act (PSLRA) 15, 16–17, 140
private transactions, effect of
Sarbanes-Oxley Act 211
probability assessment
and decisionmaking 76
and fraud 99
property law development 112–14
property rights
and economic success 113–14
as measure of foundational law 158
prospect theory and decisionmaking 77
PSLRA (Private Securities Litigation
Reform Act) 15, 16–17, 140
psychology and decisionmaking, see
behavioral decision theory
public companies, costs 64–5
Public Company Accounting Oversight
Board (PCAOB) 209
public enforcement of securities laws
181–2
Putnam, R. 29, 36
quality of management, measurement
164
race in transactions 36–7
Raghundun, K. 214
Rao, P.K. 57
rational choice 22–3
rational ignorance 71–2
and fraud 98–9
reference dependent utility 77
regret aversion 73
and insider trading 195
regulation, competitive, see competitive
regulation
relational contracts 30
relational xenophobia of trust 36–7
relationship investing, East Asian
economies 35
religious culture, influence on law 156
representativeness heuristic, and
decisionmaking 74
reputational capital loss, Enron 86–7
reputational constraint, stockbrokers
93–4
restrictive legal rules 8–9
Ribstein, L.É. 52, 81, 99
Ridley, M. 30
right to sue, minority shareholders
126–7
risky shift 76
Roberts, J. 36
Index

Roe, M. 187–8
Romano, R. 202, 207, 213–14
rule of law, factor analysis 175
Sale, H.A. 100
salience of oral communication, and fraud 100
Sarbanes-Oxley Act (SOX) 18–19, 59, 92, 128, 136–7, 208–16
SEC, see Securities Exchange Commission
SEC v. Texas Gulf Sulphur Co. 192
Securities Act 15–16, 136
fraud provisions 140, 197
and return on investment 59–60
fraud provisions 140, 197
and insider trading 142
and mandatory disclosure 60
Securities Exchange Commission (SEC) 2, 16, 102–3, 182
securities law 8, 15–19
America, see America, securities law
analysis of variables 172–4
and acquisitions 61
and behavioral decision theory 93–101
benefits 59–63
costs 64–5
development 129–47
economics of 51–63
effect of public enforcement 181–2
factor analysis 176, 180
and financial development 153–4, 176, 180–82, 186
fraud provisions 20, 54–6
government role 101–3
and network externalities 57
studies 59–63, 153–4
valuation 187
variables 160–61
Securities Litigation Uniform Standards Act (SLUSA) 15, 16–17
self-serving bias 72
and auditor failure 88
separate legal identity, corporations 118–19
shareholder protection 125–7
effect on company value 153
Shavell, S. 4
Shleifer, A. 81
Simon, H. 72
Sloan, L. 136
Smith, A. 123
social norms and corporate disclosure 96
social welfare, effect of financial markets 6
South Sea Bubble 132
SOX, see Sarbanes-Oxley Act
state law 9–10
securities regulation 60–61, 202–7
status quo bias
and contract law 83–4
and corporate disclosure 95–6
and decisionmaking 78
and fraud protection 100
stock issuers, opportunism 40
stockbrokers and behavioral decision theory 93–4
Stout, L.A. 90, 90–91, 118
sunk cost effects and decisionmaking 78
sunk costs, private intermediaries 42–3
takeovers, regulation 143–7
Talley, E. 202
Taylor, M. 29–30
tender offer regulation, Williams Act 17
Thaler, R.H. 80
time delay traps and decisionmaking 78–9
tort law development 114–16
transaction costs
and exchange competition 208
and insider trading 194
and law 22
transactions
effect of law 37–9
monitoring, private intermediaries 39–44
and trust 28–9
trust
and basic law 29–31
and commercial transactions 28–9, 84–5
and corporate governance 90
effect of law 31–46, 85
and investment contracts 31
Tversky, A. 71, 77, 81

United Kingdom
takeover regulation 146
see also England
underground economy 11
undue optimism
and auditor failure 87–8
and decisionmaking 73–4
and fraud protection 99
USA, see America
Vienot Report 148

Vishny, R. 81
voluntary disclosure 53–4
voting rights, minority shareholders 125–6
Welle, E. 103
Williams Act 17, 59, 144
Williamson, O. 38
World Bank studies 154–5
World Competitiveness Report (WCR) 159
Yeo, T.Y. 214
Zervos, S. 5–6