“Don’t Look At Me – I Didn’t Do it!”

I. Bad CEO’s Club
   a. Kenneth Lay and Jeffrey Skilling
      i. Factual setting
      ii. Legal and ethical violations
   b. Albert Dunlap
      i. Factual setting
      ii. Legal and ethical violations
   c. Dennis Kozlowski
      i. Factual setting
      ii. Legal and ethical violations
   d. Bernard Ebbers
      i. Factual setting
      ii. Legal and ethical violations
   e. James McDermott Jr
      i. Factual setting
      ii. Legal and ethical violations
   f. Sanjay Kumar
      i. Factual setting
      ii. Legal and ethical violations
   g. Richard Scrushy
      i. Factual setting
      ii. Legal and ethical violations

II. Legal Principles Holding Corporate Executives Liable
   a. State Corporate Law
      i. State Law Imposed Duties of Care
      ii. Business Judgement Rule
   b. Federal Securities Law
      i. Insider Trading
         1. Misappropriation Theory
         2. Tipper/Tippee Liability
      ii. Rule 10b-5
   c. Sarbanes Oxley
   d. State and Federal Criminal Law Liability
      i. Knew or Should Have Known Standard
      ii. Responsible Corporate Officer Doctrine
   e. Common Law Theories
      i. Agency Law Principles
      ii. Tortious Fraud
      iii. Contract Law