

United States Court of Appeals,
Eleventh Circuit.

No. 93-8725.

David SALTZBERG, et al., Plaintiffs-Appellants, Cross-Appellees,

v.

TM STERLING/AUSTIN ASSOCIATES, LTD., et al., Defendants-
Appellees, Cross-Appellants.

Feb. 16, 1995.

Appeals from the United States District Court for the Northern
District of Georgia. (No. 1:90-cv-2363-MHS), Marvin H. Shoob,
District Judge.

Before EDMONDSON and CARNES, Circuit Judges, and HENDERSON, Senior
Circuit Judge.

PER CURIAM:

We affirm the grant of summary judgment to defendants in this
action under section 10(b) of the Securities and Exchange Act of
1934 and Rule 10b-5 promulgated thereunder. In doing so, we accept
and apply the "bespeaks caution" doctrine as explained in *In re
Donald J. Trump Casino Sec. Litig*, 7 F.3d 357 (3rd Cir.1993).

The context in which a statement is made is important. When
an offering document's projections are accompanied by meaningful
cautionary statements and specific warnings of the risks involved,
that language may be sufficient to render the alleged omissions or
misrepresentations immaterial as a matter of law. The cautionary
language used in the private placement memorandum in this case was
no boilerplate and was not buried among too many other things, but
was explicit, repetitive and linked to the projections about which
plaintiffs complain. In the light of the cautionary language in
this case, plaintiffs cannot show the necessary misstatement or

omission of a material fact.

AFFIRMED.