NOTE: Where it is feasible, a syllabus (headnote) will be released, as is being done in connection with this case, at the time the opinion is issued. The syllabus constitutes no part of the opinion of the Court but has been prepared by the Reporter of Decisions for the convenience of the reader. See *United States* v. *Detroit Lumber Co.,* 200 U. S. 321, 337.

SUPREME COURT OF THE UNITED STATES

Syllabus

O'MELVENY & MYERS *v.* FEDERAL DEPOSIT INSURANCE CORPORATION, AS RECEIVER FOR AMERICAN DIVERSIFIED SAVINGS BANK, ET AL.

CERTIORARI TO THE UNITED STATES COURT OF APPEALS FOR THE NINTH CIRCUIT

No. 93–489. Argued March 21, 1994—Decided June 13, 1994

Respondent Federal Deposit Insurance Corporation, receiver for an insolvent California savings and loan (S&L), caused the S&L to make refunds to investors in certain fraudulent real estate syndications in which the S&L had been represented by petitioner law firm. The FDIC filed suit against petitioner in the Federal District Court and alleged state causes of action for professional negligence and breach of fiduciary duty. Petitioner moved for summary judgment, alleging, *inter alia,* that knowledge of the fraudulent conduct of the S&L's officers must be imputed to the S&L, and hence to the FDIC, which, as receiver, stood in the S&L's shoes; and thus the FDIC was estopped from pursuing its tort claims. The court granted the motion, but the Court of Appeals reversed, indicating that a federal common-law rule of decision controlled.

Held: The California rule of decision, rather than a federal rule, governs petitioner's tort liability. Pp. 3–10.

(a) State law governs the imputation of corporate officers' knowledge to a corporation that is asserting causes of action created by state law. There is no federal general common law, *Erie R. Co.* v. *Tompkins,* 304 U. S. 64, 78, and the remote possibility that corporations may go into federal receivership is no conceivable basis for adopting a special federal common-law rule divesting States of authority over the entire law of imputation. Pp. 4–5.

(b) California law also governs the narrower question whether corporate officers' knowledge can be imputed to the FDIC suing as receiver. This Court will not adopt a judge-made federal rule

to supplement comprehensive and detailed federal statutory regulation; matters left unaddressed in such a scheme are presumably left to state law. Title 12 U. S. C. §1821(d)(2)(A)(i)—which states that ``the [FDIC] shall . . . by operation of law, succeed to—all rights, titles, powers, and privileges of the insured depository institution''—places the FDIC in the insolvent S&L's shoes to pursue its claims under state law, except where some provision in the extensive framework of the Financial Institutions Reform, Recovery, and Enforcement Act of 1989 (FIRREA) specifically creates a special federal rule of decision. Pp. 5–7.

Syllabus

(c) Judicial creation of a special federal rule would not be justified even if FIRREA is inapplicable to the instant receivership, which began in 1986. Instances where a special federal rule is warranted are few and restricted, limited to situations where there is a significant conflict between some federal policy or interest and the use of state law. The FDIC has identified no significant conflict here, not even one implicating the most lightly invoked federal interest: uniformity. Pp. 7–10.

969 F. 2d 744, reversed and remanded.

SCALIA, J., delivered the opinion for a unanimous Court. STEVENS, J., filed a concurring opinion, in which BLACKMUN, O'CONNOR, and SOUTER, JJ., joined.