

1-1-2009

Securities and Commerical Law Research

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Securities and Commercial Law Research

- Adeen Postar

Way2Search Workshop

February 2009

Agenda

- Primary Sources
- Secondary Sources
- Special Databases @ Pence
- Government Websites
- Tips and Tricks

Primary Sources - Laws

- Enacted after the aftermath of the 1929 stock market crash, the Securities Acts of 1933 and 1934 form the basis of securities regulation in the U.S.
- Securities Act of 1933, ch. 38, Title 1, 48 Stat. 74 (1933), codified as amended at 15 U.S.C. Sec. 77a. This act is also known as the '33 Act and the Securities Act
- It relates to the initial offer and sale of securities.

Primary Sources - Laws

- Securities Exchange Act of 1934, ch. 404, 48 Stat. 881 (1934), codified as amended at 15 U.S.C. Sec. 78a et seq. This act is also known as the Exchange Act and the '34 Act.
- This law covers trading and regulation in secondary markets

Primary Sources - Laws

- Investment Advisers Act of 1940, ch, 686, Title II. 54 Stat. 847, codified as amended at 15 U.S.C. Secs. 80b-1 et seq. (Adviser's Act). Requires that certain advisers register with the SEC
- Investment Company Act of 1940, ch. 686, Title I, 54 Stat. 789 (1940), codified as amended at 15 U.S.C. Secs. 80a-1 et seq. Regulates mutual funds and other entities investing and trading securities.

Primary Sources - Laws

- Securities Investor Protection Act of 1970, Pub. L. No. 91-598, 84 Stat. 1636, codified as amended at 15 U.S.C. Secs. 78aaa-78lll.
- Oversees liquidation of securities firms and authorizes payments of claims of individual investors through the Securities Investor Protection Corporation.

Primary Sources - Laws

- Public Company Accounting Reform and Corporate Responsibility Act of 2002, Pub. L. No. 107-204, 116 Stat. 745, codified at 15 U.S.C. Secs. 1501 et seq and scattered sections of 15 and 18 U.S.C. (Sarbanes-Oxley or SOX)
- Sets auditing standards to improve company financial controls and public disclosure of financial status.

SEC Rules

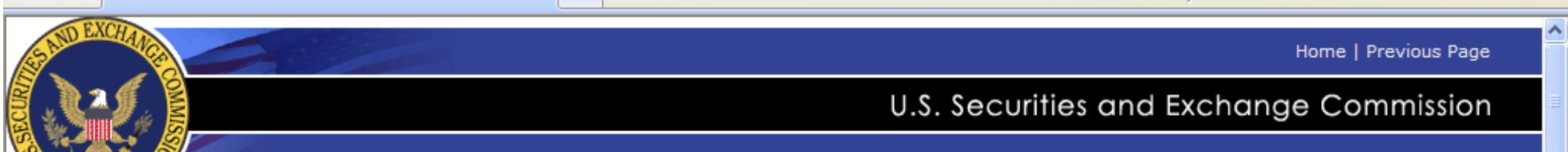
- Federal Register and codified in Title 17 of the *Code of Federal Regulations*
- Westlaw: FSEC-FR;FSEC-CFR
- Lexis: FEDREG;FEDCFR
- SEC Website has comprehensive list of current and proposed regs:
<http://sec.gov/rules.shtml>

SEC Rules - Releases

- Include all of the SEC's regulatory publications, including rules, decisions, orders, notices, guidance and interpretation and other information
- Published in the SEC Docket, available as part of our subscription to the CCH Business and Finance Library; SEC Reporters and Primary Material and on Lexis and Westlaw

Releases Con't

- Interpretive Releases – SEC's views on the meaning of securities laws
- Litigation Releases are descriptions of its civil suits and some criminal suits
- Concept Releases Before issuing a PR, SEC asks for comments on "concept" from the public



SEC Interpretation: Electronic Storage of Broker-Dealer Records

SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 241

[Release No. 34-47806]

Electronic Storage of Broker-Dealer Records

AGENCY: The Securities and Exchange Commission.

ACTION: Interpretation.

SUMMARY: The Securities and Exchange Commission is publishing its views on the operation of its rule permitting broker-dealers to store required records in electronic form. Under the rule, electronic records must be preserved exclusively in a non-rewriteable and non-erasable format. This interpretation clarifies that broker-dealers may employ a storage system that prevents alteration or erasure of the records for their required retention period.

EFFECTIVE DATE: May 12, 2003.

FOR FURTHER INFORMATION: Michael A. Macchiaroli, Associate Director, 202/942-0131; Thomas K. McGowan, Assistant Director, 202/942-4886; or

SECURITIES AND EXCHANGE COMMISSION

17 CFR Parts 210, 228, 229, 230, 239,
240, 249, 260, and 269

[Release Nos. 33-8876; 34-56994; 39-2451;
File No. S7-15-07]

RIN 3235-Aj86

Smaller Reporting Company Regulatory Relief and Simplification

AGENCY: Securities and Exchange
Commission.

ACTION: Final rule.

SUMMARY: The Securities and Exchange Commission is adopting amendments to its disclosure and reporting requirements under the Securities Act of 1933 and the Securities Exchange Act of 1934 to expand the number of companies that qualify for its scaled disclosure requirements for smaller reporting companies. Companies that have less than \$75 million in public equity float will qualify for the scaled disclosure requirements under the amendments. Companies without a calculable public equity float will qualify if their revenues were below \$50 million in the previous year. To

annual reports on Form 10-K, and may elect to comply with the new scaled disclosure requirements of Regulation S-K. Companies newly qualifying as "smaller reporting companies" will have the option to use the new scaled Regulation S-K requirements when filing their next periodic report due after the effective date of the amendments. These companies will determine eligibility for smaller reporting company status based on the last business day of their most recent second fiscal quarter, or based on the alternative initial registration statement calculation discussed in Section IV. If a registration statement was filed on an "SB" form before the effective date of the rule amendments, and the company seeks to amend it after the effective date of the rule amendments, the company must file the amendment on the appropriate form available to the issuer without an "SB" designation. As discussed in Section IV, to provide a transition period, these issuers will be able to continue using the disclosure format and content based on the "SB" form until six months after the effective date.

We are adopting amendments to Regulation S-K,¹ and rules and forms

20, and 15d-21,¹⁰ and Exchange Act Forms 0-1, 8-A, 8-K, 10, 10-Q, 10-K, 11-K, 20-F, and SE.¹¹ We are amending Schedules 14A and 14C.¹² In Regulation S-X,¹³ we are amending Rules 210.3-01, 210.3-05, 210.3-10, 210.3-12, 210.3-14, 210.4-01, and 210.10-01 and adding a new Article 8 containing the financial statement requirements available to smaller reporting companies.¹⁴ Finally, we are amending Trust Indenture Act Rules 0-11, 4d-9, and 10a-5¹⁵ and Section 269.0-1 of the Trust Indenture Act Forms.¹⁶

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- I. Background and Summary
- II. Description of Proposed Amendments
- III. Discussion of Amendments We Are Adopting
 - A. Moving Scaled Disclosure Item Requirements From Regulation S-B Into Regulation S-K
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 - C. Adopting Scaled Disclosure Item Requirements in Regulation S-K
 - 1. Overview
 - 2. Electing Scaled Disclosure Standards on "A La Carte" Basis
 - D. Eliminating "SB" Forms Associated

More Regulatory Actions - No-Action Letters

- No-Action Letters are responses to private requests of individual entities on the legality of certain actions – pronouncements are NOT legally binding
- Available at <http://www.sec.gov/interp/naaction.shtml> and in the CCH Business and Finance Library

Enforcement Actions – Administrative Proceedings

- Initial Decisions – By ALJ's at the SEC – adjudications contain findings of fact, law and recommended sanctions
Parties may appeal to the Commission
- Commission also reviews disciplinary recommendations from individual SEC offices
- Appeals of Commission decisions to the U.S. Courts of Appeals

All decisions available via CCH

CCH Databases

- Business and Finance Network; Securities tab
- Exchanges and SRO's tab : NASD, Guides to the NYSE, AMEX, BSE, CHX, NSX; Options and futures exchanges
- Commodities Futures materials
- Treatises and Current Awareness tools

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Securities Topic Navigator now features a new main topic, "Corporate Finance," and covers these additional publications:

- [Corporate Finance and the Securities Laws, 4th Edition](#) (McLaughlin and Johnson)
- [Raising Capital: Private Placement Forms & Techniques, 3rd Edition](#) (Brown and Max)

Securities

Research Tools

-  [Search by Topic - Securities Topic Navigator](#)   [Compare Jurisdictions - Blue Sky Smart Charts](#) 

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|  <input type="checkbox"/> Federal Securities Report Letters  |  <input type="checkbox"/> Practice Manual Report Letters  |  Jim Hamilton's World of Securities Regulation Blog  |
|  <input type="checkbox"/> Blue Sky Report Letters  |  <input type="checkbox"/> Accounting Rules Report Letters  | |

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<input type="checkbox"/> Federal Securities Laws and Regulations	<input type="checkbox"/> SEC Telephone Interpretations Manual	<input type="checkbox"/> Commodity Futures Archive - materials from 1975 to 1994
<input type="checkbox"/> Federal Securities Cases Archive - selected cases from 1941 - 1993	<input type="checkbox"/> SEC Tracker Daily - materials from the last 90 days	<input type="checkbox"/> CFTC Tracker Daily - materials from the last 90 days
<input type="checkbox"/> SEC Releases and Other Materials	<input type="checkbox"/> SEC Tracker Archive - materials from 2002 to the last 90 days	<input type="checkbox"/> CFTC Tracker Archive - materials from 2002 to last 90 days
<input type="checkbox"/> SEC No-Action Letters	<input type="checkbox"/> Commodity Futures Law Reporter - laws, rules, forms, interpretations, explanations and other materials, organized by topic	

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☐ SEC Docket (1973 - Current)

☐ FSLR Selected Releases (1940-72)

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Commodities and Derivatives

Daily Document Update— Select All

- ☐ SEC-REL, SEC-DOCKET, Securities and Exchange Commission v. Bally Total Fitness Holding Corporation, Civ. 08-00348 (HHK) (Judge Kennedy) (D.D.C. filed February 28, 2008). Litigation Release No. 20470 (Feb. 28, 2008)
- ☐ SEC-REL, SEC-DOCKET, In the Matter of MASSACHUSETTS FINANCIAL SERVICES COMPANY, JOHN W. BALLEEN AND KEVIN R. PARKE Respondents. Release No. 57396; ADMINISTRATIVE PROCEEDING File No. 3-11393 (Feb. 28, 2008)
- ☐ SEC-REL, SEC-DOCKET, Self-Regulatory Organizations; Philadelphia Stock Exchange, Inc.; Order Granting Approval of Proposed Rule Change to Amend By-Law Article XIV, Section 14.5 and Phlx Rule 50. Release No. 34-57386; File No. SR-Phlx-2008-02 (Feb. 27, 2008)
- ☐ SEC-REL, SEC-DOCKET, In the Matter of POWERSHARES CAPITAL MANAGEMENT LLC POWERSHARES ACTIVELY MANAGED EXCHANGE-TRADED FUND TRUST, 301 West Roosevelt Road, Wheaton, Illinois 60187; AER ADVISORS, INC., 30 Laurence Lane, Rye Beach, New Hampshire 03871; AIM DISTRIBUTORS, INC., 11 Greenway Plaza, Houston, Texas 77046; (812-13386). Release No. 28171 (Feb. 27, 2008)
- ☐ SEC-REL, SEC-DOCKET, In the Matter of Bear Stearns Asset Management, Inc. Bear Stearns Active ETF Trust 237 Park Avenue New York, NY 10017, ALPS Distributors, Inc. 1290 Broadway Suite 1100 Denver, CO 80203 (812-13352). Release No. 28172 (Feb. 27, 2008)
- ☐ SEC-REL, SEC-DOCKET, In the Matter of Barclays Global Fund Advisors iShares Trust c/o Barclays Global Investors, N.A. 45 Fremont Street San Francisco, CA 94105, SEI Investments Distribution Co. One Freedom Valley Drive Oaks, PA 19456 (812-13485). Release No. 28173 (Feb. 27, 2008)
- ☐ SEC-REL, SEC-DOCKET, In the Matter of WisdomTree Trust WisdomTree Asset Management, Inc. 380 Madison Avenue, 21st Floor New York, NY 10017 (812-13470). Release No. 28174 (Feb. 27, 2008)
- ☐ SEC-REL, SEC-DOCKET, Advisors Series Trust, et al.; Notice of Application. Investment Company Act Release No. 28175; 812-13473 (Feb. 27, 2008)
- ☐ SEC-REL, SEC-DOCKET, United States of America v. Frank J. Russo (United States District Court for the District of Massachusetts, Cr.A. No. 07-10127-WGY); Securities and Exchange Commission v. Frank J. Russo, FJR Corporation, Russo Associates Limited Partnership and Eliot Partners (United States District Court for the District of Massachusetts, Cr.A. No. 06-10984-PGS). Litigation Release No. 20468 (Feb. 27, 2008)

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SEC-REL, SEC-DOCKET, Securities and Exchange Commission v. Bally Total Fitness Holding Corporation, Civ. 08-00348 (HHK) (Judge Kennedy) (D.D.C. filed February 28, 2008). Litigation Release No. 20470 (Feb. 28, 2008)

Securities and Exchange Commission v. Bally Total Fitness Holding Corporation, Civ. 08-00348 (HHK) (Judge Kennedy) (D.D.C. filed February 28, 2008). Litigation Release No. 20470

Bally Total Fitness Settles Financial Fraud Charges With SEC

The Securities and Exchange Commission today filed financial fraud charges against Bally Total Fitness Holding Corporation, a nationwide commercial operator of fitness centers that has recently emerged from bankruptcy proceedings under new, private ownership. The Commission alleges that from at least 1997 through 2003, Bally's financial statements were affected by more than two dozen accounting improprieties, which caused Bally to overstate its originally reported year-end 2001 stockholders' equity by nearly \$1.8 billion, or more than 340%. The Commission's complaint further alleges that Bally understated its originally reported 2002 net loss by \$92.4 million, or 9341%, and understated its originally reported 2003 net loss by \$90.8 million, or 845%. As a result, the Commission alleges that Bally violated the antifraud, reporting, books and records, and internal control provisions of the federal securities laws.

According to the Commission's complaint, Bally fraudulently accounted for three types of revenue it received from its members: initiation fees, prepaid dues, and reactivation fees; additionally, Bally fraudulently accounted for its membership acquisition costs. These frauds account for \$1.2 billion of the \$1.8 billion overstatement of Bally's originally reported year-end 2001 stockholders' equity. In addition, Bally's accounting for more than 20 other revenue or expense items failed to conform to Generally Accepted Accounting Principles. These failures account for the remaining \$600 million of the \$1.8 billion overstatement of Bally's originally reported year-end 2001 stockholders' equity.

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Commodities and Derivatives

Current Awareness/Business News — Select All

- ☐ Commodity Futures Report Letters
- ☐ Hedge Funds and Private Equity: Risk Management and Regulatory Update

Reporters and Primary Materials — Select All

- ☐ Commodity Futures Law Reporter - laws, rules, forms, interpretations, explanations and other materials, organized by topic
- ☐ Commodity Futures Archive - materials from 1975 to 1994
- ☐ CFTC Tracker Archive - materials from 2002 to the last 90 days
- ☐ Commodity Futures Releases, Decisions and Interpretations - all materials from 1994 to present
- ☐ CFTC Tracker Daily - materials from the last 90 days

Treatise/Analytical Material

- ☐ U.S. Regulation of the International Securities and Derivatives Markets, 8th Edition (2006) - Greene, Rosen, Silverman, Braverman, and Sperber

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- ☐ Commodity Futures Law Reporter Finding Devices

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Financial Industry Regulatory Authority, Inc. (FINRA) — Select All ☐

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The NASDAQ Stock Market LLC (NASDAQ) — Select All ☐

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New York Stock Exchange (NYSE) — Select All ☐

☐ NYSE Report Letters ☐ NYSE Listed Company Manual ☐ NYSE Tracker Daily ☐ NYSE Guide ☐ NYSE Plus ☐ NYSE Tracker Archive ☐ NYSE Interpretation Handbook ☐ NYSE Proposed Rule Filings

American Stock Exchange (AMEX) — Select All ☐

☐ AMEX Report Letters ☐ AMEX Tracker Daily ☐ AMEX Guide ☐ AMEX Tracker Archive

Filings

- Foreign and U.S. companies are required to file registration statements, periodic reports and much other information on EDGAR (Electronic Data Gathering Analysis and Retrieval System)
<http://sec.gov/edgar.shtml>
- Lexis – SEC Filing & EDGAR; Westlaw – EDGAR
- LiveEdgar – subscription service used by many firms

Free sites for Company Information

- Annual Reports Library at <http://www.zpub.com/sf/ar/>
- List of sources for company information on Virtual Chase at http://www.virtualchase.com/topics/public_filings.shtml
- Yahoo Finance
<http://finance.yahoo.com/>
- Bloomberg
<http://www.bloomberg.com/>

State Securities Statutues

- Refers to State laws and rules on securities
- SEC has primary jurisdiction of the NASD and exchanges, but every state has its own "Blue Sky Laws"
- Term comes from Hall vs. Geiger-Jones Co., 242 U.S. 539 (1917), "name that is given to the law indicates the evil at which it is aimed, that is, to use the language of a cited case, "speculative schemes which have no more basis than so many feet of 'blue sky'"

Blue Sky Laws

- Require registration of securities offerings, and registration of brokers and brokerage firms.
- Each state has a regulatory agency which administers the law, typically known as the state Securities Commissioner
- <http://www.seclaw.com/stcomm.htm> for a list of Commissioners
- Blue Sky Reporter, available through CCH is source; contains decisions from 1936 – and rules and regulations from all 50 states.

Secondary Sources for Researching Securities Laws – Print at Pence

- In Leagle, under subject heading
Securities -- United States
Securities -- Cases

Securities fraud -- United States

Corporations -- Finance -- Law and legislation -- United States

- Selected Treatises
Securities Regulation
4th (Loss and Seligman)
KF1431 .L6 1989
Cox & Hazen on Corporations
KF1414 .C69 2003
Law of Securities Regulation (Hazen) 5th
KF1439 .H39 2007 Reserve
Blue Sky Law (Long)
KF1439.A1 S42

BNA Materials

- Securities and Corporate Responsibility Library

Broker/Dealer Compliance Report

Corporate Accountability & Fraud Daily

Corporate Accountability Report

Corporate Governance Report

Securities Law Daily

Securities Regulation & Law Report

World Securities Law Report

White Collar Crime Reporter

Tips and Tricks

- Common pitfall is locating sections of Acts and regulations – may start as references to sections of the act as it was enacted – be sure to locate codified version using tables and notes in USCA or USCS.
- Regs correlator in Fed. Sec. L. R. Finding Devices & Concordance tables in *Specialized Legal Research, Ch 1.* (ed., Penny Hazelton)
Reserve KF 240 .S62

Locating Cases

- Federal Securities Law Reporter
- BNA's Securities Regulation and Law Report
- Blogs

Basic Info on Companies

- History and overview of company
 - Hoovers Online and Mergent (Bender)
 - Corporate Structure (public/parent/sub)
 - S and P Register of Corporations
 - Directory of Corporate Affiliations

Private Company Information

- SEC and Local Regulatory Agencies
- ProQuest
- Lexis and Westlaw News
- Lawsuit Information – Pacer/Courtlink/Courthouse News/Westlaw
- Dun and Bradstreet
- Accurint and Choicepoint

Corporate Governance Research

Corporate Governance

- Corporate governance is the set of processes, customs, policies, laws and institutions affecting the way a corporation is directed, administered or controlled.
- Corporate governance also includes the relationships among the many stakeholders involved and the goals for which the corporation is governed.
- Corporate Governance ensures that timely and accurate disclosure is made on all matters (including finances, performance, ownership and governance of the company) regarding the corporation.

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- Commission Adopts Amendments to Cross-Border Tender Offer Rules
- SEC to Seek Comment on Roadmap for Mandatory IFRS
- 2008 Securities Filing Dates - September

Banking

- Comprehensive Housing Bill Signed into Law

Antitrust & Trade Regulation

- TV Station Divestiture Required to Satisfy Concerns over Acquisition

Government Contracts

- Essential Need Letter Was Not Incorporated by Reference
- Surety's Pledge of Mined Coal Was Unacceptable Asset

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Congress Enacts Farm Bill and Passes Military Tax Relief

Congress Passes Economic Stimulus Act of 2008

Congress Passes AMT Patch, Foreclosures Relief and More

Small Business and Work Opportunity Tax Act of 2007

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- Securities Law Daily
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[State Chemical Policies: Reality and Reform](#)
Thursday, September 25, 2008
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Human Resources & Payroll
[Managing and Motivating a Remote Workforce](#)
Thursday, September 18, 2008
2:00 PM - 3:30 PM ET

LegalEDGE
[Section 409A Proposed Income Inclusion Regulations-- Revealing the Real Sting of 409A](#)
Tuesday, September 16, 2008
1:00 PM - 2:30 PM ET

Tax & Accounting
[The New 6694 Regulations: A Primer on Issues and Concerns for Tax Return Practitioners](#)
Tuesday, September 23, 2008
12:30 PM - 2:00 PM ET

[All BNA Events](#)

Important Message
Notice to Subscribers
NEW June 18, 2008

Latest Press Release

- **August 19, 2008**
[Pace of Wage Increases May Slow, Preliminary BNA Index Signals](#)

BNA Resources

- [BNA's Law School Professional Information Center](#)
- [BNA's Wage Trend Indicator](#)

BNA Features

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BNA Tax and Accounting Center

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NEW online stores

Securities and Exchange Commission

<http://www.sec.gov/>

- Speeches and Public Statements
- SEC Congressional Testimony
- Regulatory Actions (focuses on comments received)

Securities and Exchange Commission Speeches and Public Statements


Speeches and Public Statements Index

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http://www.sec.gov/news/speech.shtml

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U.S. Securities and Exchange Commission



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Commission Speeches and Public Statements

This index lists recent speeches and other public statements by the Chairman, Commissioners, and Staff of the SEC, which cover a wide range of topics concerning the state of the markets and the Commission's regulatory agenda.

Speeches and Statements by:

- [Chairman and Commissioners](#)
[Third Quarter](#) | [Second Quarter](#) | [First Quarter](#)
- [Commission Staff](#)
[Third Quarter](#) | [Second Quarter](#) | [First Quarter](#)
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Additional Archives

2008	2007	2006	2005	2004	2003	2002	2001	2000	1999
1998	1997	1996	1995	1994	1993	1992	1991	1990	1989
1988	1987	1986	1985	1984	1983	1982	1981	1980	1979
1978	1977	1976	1975	1974	1973	1972	1971	1970	1969
1968	1967	1966	1965	1964	1963	1962	1961	1960	1959
1958	1957	1956	1955	1954	1953	1952	1951	1950	1949
1948	1947	1946	1945	1944	1943	1942	1941	1940	1939
1938	1937	1936	1935	1934	1929-1933				

XML SEC Speeches and Public Statements RSS Feed

2008 Speeches and Statements by the Chairman and Commissioners

Date	Title	Author
Third Quarter		
Aug. 27, 2008	Roadmap for the Potential Use of Financial Statements Prepared in	Commissioner Elisse B.

Securities and Exchange Commission

SEC Congressional Testimony


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U.S. Securities and Exchange Commission



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SEC Congressional Testimony

This collection of files contains Congressional testimony given by members of the SEC. The following material is currently available:

[Third Quarter](#) | [Second Quarter](#) | [First Quarter](#)

Additional Archives

[2008](#) | [2007](#) | [2006](#) | [2005](#) | [2004](#) | [2003](#) | [2002](#) | [2001](#) | [2000](#) | [1999](#) | [1998](#) | [1997](#) | [1996](#) | [1995](#)

Date	Testimony	Speaker
Third Quarter		
Jul. 24, 2008	Testimony Concerning Reform of the Financial Regulatory System , Before the Committee on Financial Services, U.S. House of Representatives	Chairman Christopher Cox
Jul. 15, 2008	Testimony Concerning Recent Developments in U.S. Financial Markets and Regulatory Responses , Before the U.S. Senate Committee on Banking, Housing and Urban Affairs	Chairman Christopher Cox
Jul. 9, 2008	Testimony Regarding Reducing Risks and Improving Oversight in the OTC Credit Derivatives Market , Before the Subcommittee on Securities, Insurance, and Investment of the Senate Committee on Banking, Housing, and Urban Affairs	James A. Overdahl, Chief Economist
Second Quarter		
Jun. 19, 2008	Testimony Concerning Oversight of Risk Management at Investment Banks , Before the Subcommittee on Securities, Insurance, and Investment Committee on Banking, Housing, and Urban Affairs, United States Senate	Erik Sirri, Director, Division of Trading and Markets

Securities and Exchange Commission

Regulatory Actions


Current SEC Rulemaking

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U.S. Securities and Exchange Commission



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- Interpretive Releases
- Policy Statements
- SRO Rules & NMS Plans
- PCAOB
- Exchange Act Exemptive Applications
- Exchange Act Exemptive Orders
- Investment Advisers Act Notices and Orders
- Investment Company Act Notices and Orders
- Investment Company Act Deregistration Notices and Orders
- Other Orders & Notices
- Rulemaking Petitions
- Exchange Delistings

Staff Interps
Investor Info
News & Statements
Litigation

Regulatory Actions

This page provides links to releases concerning SEC rulemaking activity, including concept releases, proposed rules, final rules, interpretive releases, and policy statements. It also links to announcements concerning SRO rulemaking, PCAOB rulemaking, instructions for Exchange Act Exemptive Applications, other Commission notices, and public petitions for rulemaking submitted to the SEC.

Proposed Rules	Exchange Act Exemptive Orders
Final Rules	Investment Advisers Act Notices and Orders
Concept Releases	Investment Company Act Notices and Orders
Interpretive Releases	Investment Company Act Deregistration Notices and Orders
Policy Statements	Other Commission Orders and Notices
PCAOB Rulemaking	Public Petitions for Rulemaking
Self-Regulatory Organization (SRO) Rulemaking and National Market System (NMS) Plans	Exchange Delistings
Exchange Act Exemptive Applications	

Search Regulatory Materials

http://www.sec.gov/rules.shtml

Contact | Employment | Links | FOIA | Forms | Privacy Modified: 03/09/2007

Finding Articles and News on Corporate Governance Topics

Use usual indexes – CILP, Legaltrac and ILPB

Institute of Chartered Accountants

http://www.icaew.com/index.cfm/route/159024/icaew_ga/en/Library/Links/Links

Harvard Law School Corporate Governance blog

<http://blogs.law.harvard.edu/corpgov/>

Business Law Prof Blog http://lawprofessors.typepad.com/business_law/

CorporateCounsel.Net Blog <http://www.thecorporatecounsel.net/blog/index.html>

National Association of Corporate Directors (NACD)

<http://www.nacdonline.org>

National Association of Corporate Directors – Corporate Governance Resources, Education and Information

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http://www.nacdonline.org/ Google


Wednesday, September 10, 2008 MEMBERS ONLY / NEWS / CONTACT US / HOME / VIEW CART

NACD
NATIONAL ASSOCIATION OF
CORPORATE DIRECTORS


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NACD 2008 Corporate Governance Conference


Featured Speakers:



Sanford Cloud, Jr.
Director, Northeast Utilities and the Phoenix Companies, Inc.




Margaret M. Foran
Executive Vice President, GC, & Corporate Secretary, Sara Lee Corporation




Michael J. Halloran
Counselor to Boards of Directors, Immediate Past Counselor to SEC Chairman and Fmr. EVP & GC, BankAmerica Corp.

BUILDING BALANCE IN THE BOARDROOM
risk, reward, AND responsibility
NACD 2008
October 19-21, 2008
Washington, DC


NACD Benefits & Resources for Engaged Directors & Effective Boards



Certificate of Director Education™
Director Professionalism® Course is for board members who are committed to practicing engaged, effective, and ethical corporate governance.
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This service taps NACD's vast network of directors and boards, and brings them together using the right mix of database technology and human touch.
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Board Advisory Services: Breaking Down Barriers
Education, Evaluations, Follow-Through...
NACD helps move boards from "discussion" to "action" on tough issues.
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Executive & Director Compensation Seminar
October 19, 2008 | Washington, DC
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[View the Entire Calendar](#)

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There has never been a better time to join NACD! NACD provides valuable benefits that enhance board effectiveness and performance.
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Key Committee Programs
Highly-focused programs for directors who want to optimize their performance and tap into the knowledge of other experienced directors.

Directors Monthly
Member Exclusive! NACD's monthly publication will keep you abreast of current events in all aspects of corporate governance.
[Download the Current Issue](#)
[Search the Article Archive](#)

Publications/Bookstore
Our Blue Ribbon Commission reports, Director Handbooks, Surveys and other publications provide recommendations

[Webcast Series](#) [NACD Professional Services Guide](#)

Society of Corporate Secretaries and Governance Professionals

<http://www.governanceprofessionals.org/society/Default.asp>

Society of Corporate Secretaries & Governance Professionals

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http://www.governanceprofessionals.org/index.shtml

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SOCIETY OF CORPORATE SECRETARIES & GOVERNANCE PROFESSIONALS

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GMI

GOVERNANCE FOR NON PROFITS: FROM LITTLE LEAGUES TO BIG UNIVERSITIES
A NEW MONOGRAPH FROM THE SOCIETY

WHAT'S NEW?

- ▶ **FAS 5 Comment Letter from the Society**
FASB has proposed a modification to FAS 5 that would dramatically expand the type of disclosure that public companies are required to make about their loss contingencies. Society members have expressed great concern about the costs and implications if the proposal is adopted in its current form and submitted a comment letter.
- ▶ **The Society's Comment Letter to the SEC Regarding Proposed Rule on Interactive Data To Improve Financial Reporting (XBRL)**, File Number S7-11-08
 - [Click for more Comment Letters](#)
- ▶ **Member Orientation & Benefits**
This virtual tour of the Society is the perfect (and quick!) way to discover many of the benefits of membership. *(The tour lasts approximately 11 minutes.)*
- ▶ **Membership Benefits - Videos**
Two Society members explain why they have enjoyed Society membership so much, that each of them became the Membership Committee Chairman. (Plus an update from the Society's National Office about an upcoming way for members to network and the National Office's commitment to member service.)

MEMBERS ONLY

Need your password?
[Renew Your Membership](#)
[Edit Your Member Record](#)
[Member List Servs](#)
[Member Discussion Board](#)
[Mentoring Program](#)

EVENTS

Issues Update 2008
Grand Hyatt New York
New York, New York
November 13, 2008

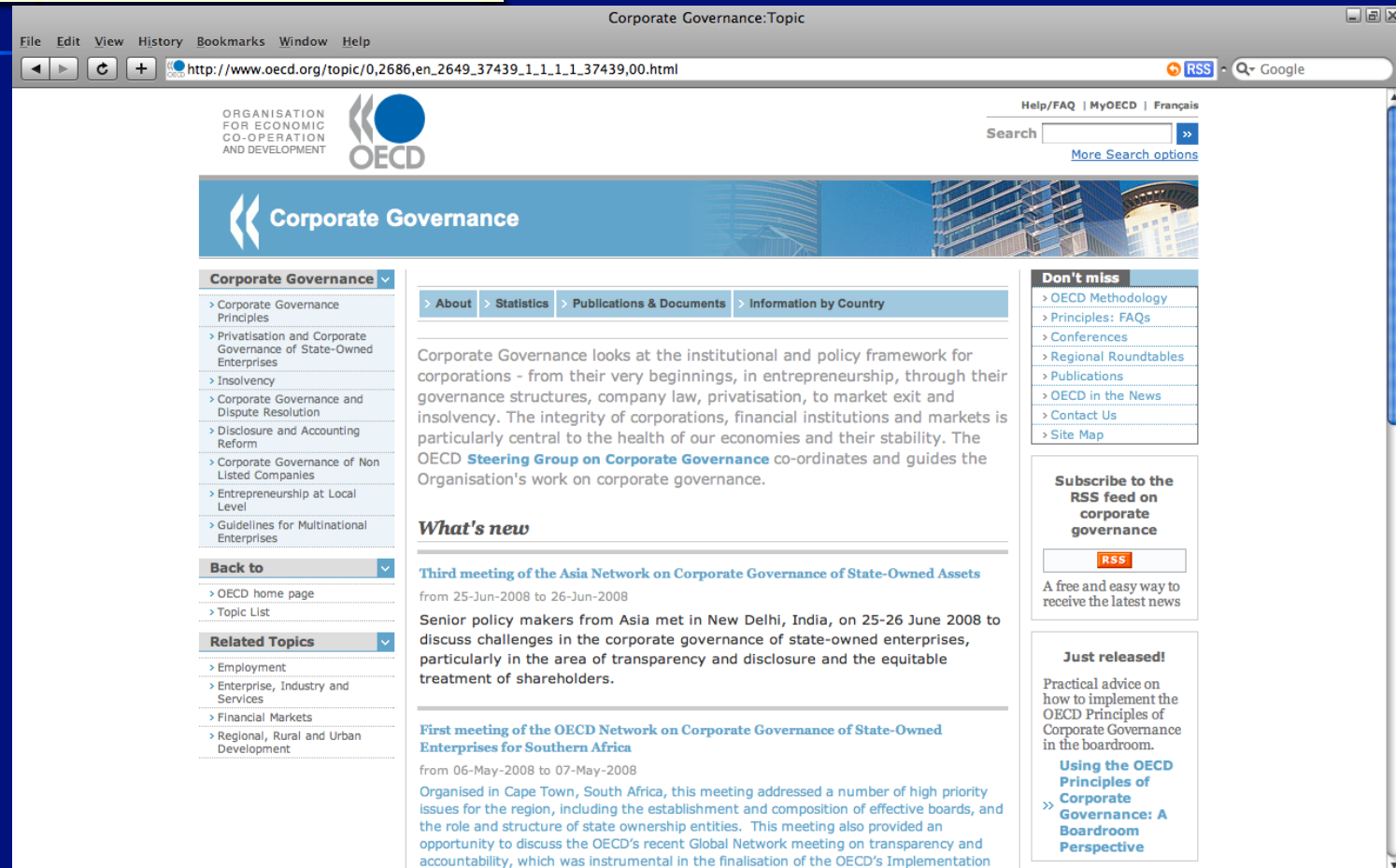
Issues Update Online Registration

Essentials Seminar
Arizona Grand Resort
Phoenix Arizona
January 27-30, 2009

2008 National Conference Audios and Handouts

Organization for Economic Co-operation and Development: Corporate Governance

<http://www.oecd.org>

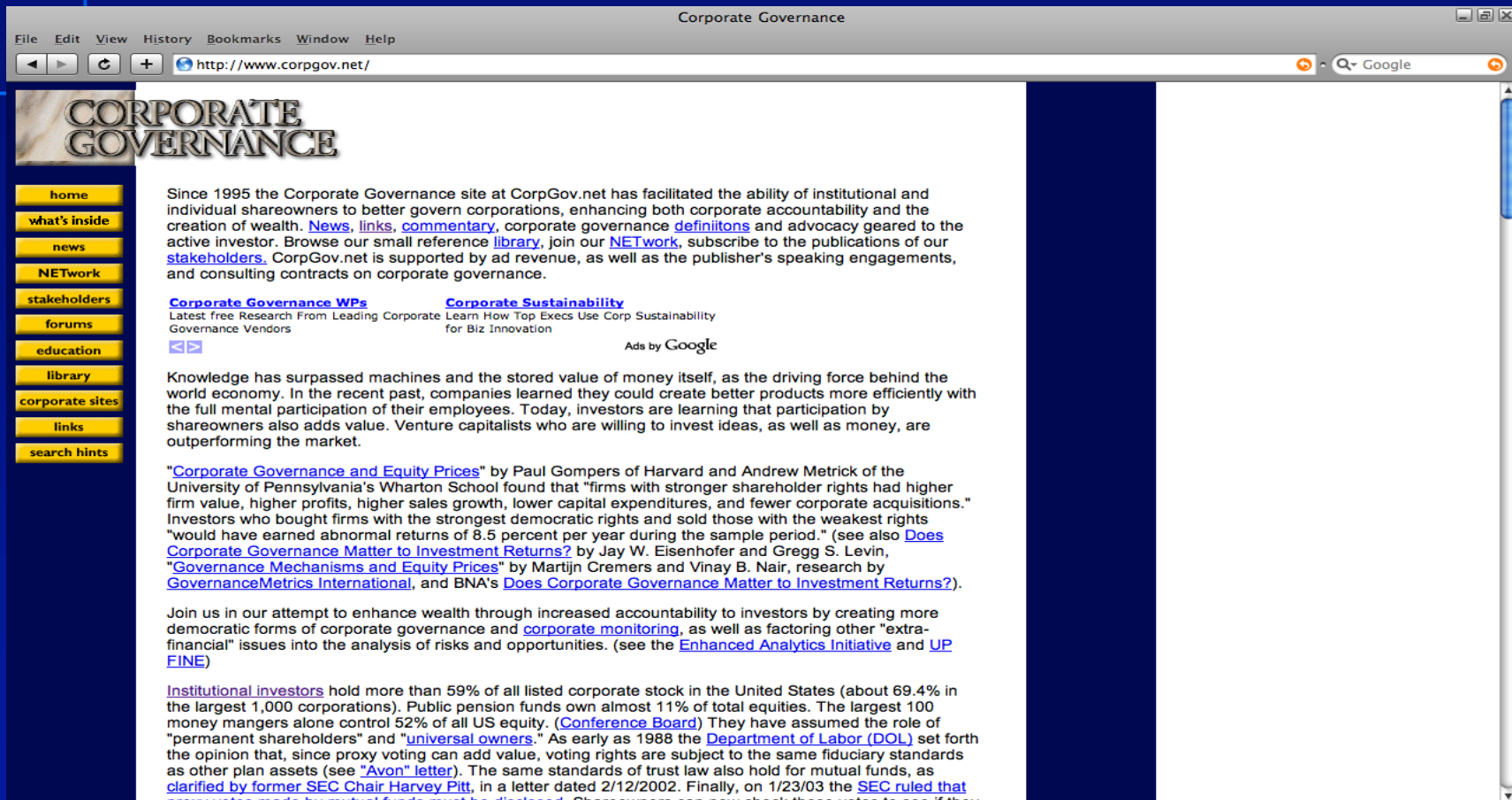


The screenshot shows the OECD Corporate Governance page. At the top, there's a navigation bar with links for Help/FAQ, MyOECD, and Français. Below this is a search bar and a Google search link. The main header features the OECD logo and the title 'Corporate Governance'. A left sidebar contains a 'Corporate Governance' dropdown menu with links to Principles, Privatisation and Corporate Governance of State-Owned Enterprises, Insolvency, Corporate Governance and Dispute Resolution, Disclosure and Accounting Reform, Corporate Governance of Non Listed Companies, Entrepreneurship at Local Level, and Guidelines for Multinational Enterprises. Below this is a 'Back to' dropdown menu with links to the OECD home page and Topic List. A 'Related Topics' section lists Employment, Enterprise, Industry and Services, Financial Markets, and Regional, Rural and Urban Development. The main content area has tabs for About, Statistics, Publications & Documents, and Information by Country. The 'Publications & Documents' tab is active, showing a paragraph about Corporate Governance and a 'What's new' section. The 'What's new' section highlights two recent events: the 'Third meeting of the Asia Network on Corporate Governance of State-Owned Assets' (25-26 June 2008) and the 'First meeting of the OECD Network on Corporate Governance of State-Owned Enterprises for Southern Africa' (06-07 May 2008). On the right, there's a 'Don't miss' section with links to OECD Methodology, Principles: FAQs, Conferences, Regional Roundtables, Publications, OECD in the News, Contact Us, and Site Map. Below this is a 'Subscribe to the RSS feed on corporate governance' section with an RSS button and a note about receiving the latest news. At the bottom right, a 'Just released!' section promotes practical advice on implementing the OECD Principles of Corporate Governance in the boardroom, with a link to 'Using the OECD Principles of Corporate Governance: A Boardroom Perspective'.

- Contains guidelines, codes, standards, publications, and data on international corporate governance.
- Browse: By Topic > Corporate Governance

Corporate Governance Site

<http://www.corpgov.net/>



Provides news, internet links, a reference library, and serves as a discussion forum and network for the movement to enhance wealth through increased accountability by creating more democratic forms of corporate governance and corporate monitoring.

Good Governance Program

<http://www.ita.doc.gov/goodgovernance/>



- This site is from the International Trade Administration (ITA) of the U.S. Department of commerce and contains resources focusing on promoting the rule of law in business, including corporate governance. Has a number of useful publications in their publications library.

Case law Research

LexisNexis.

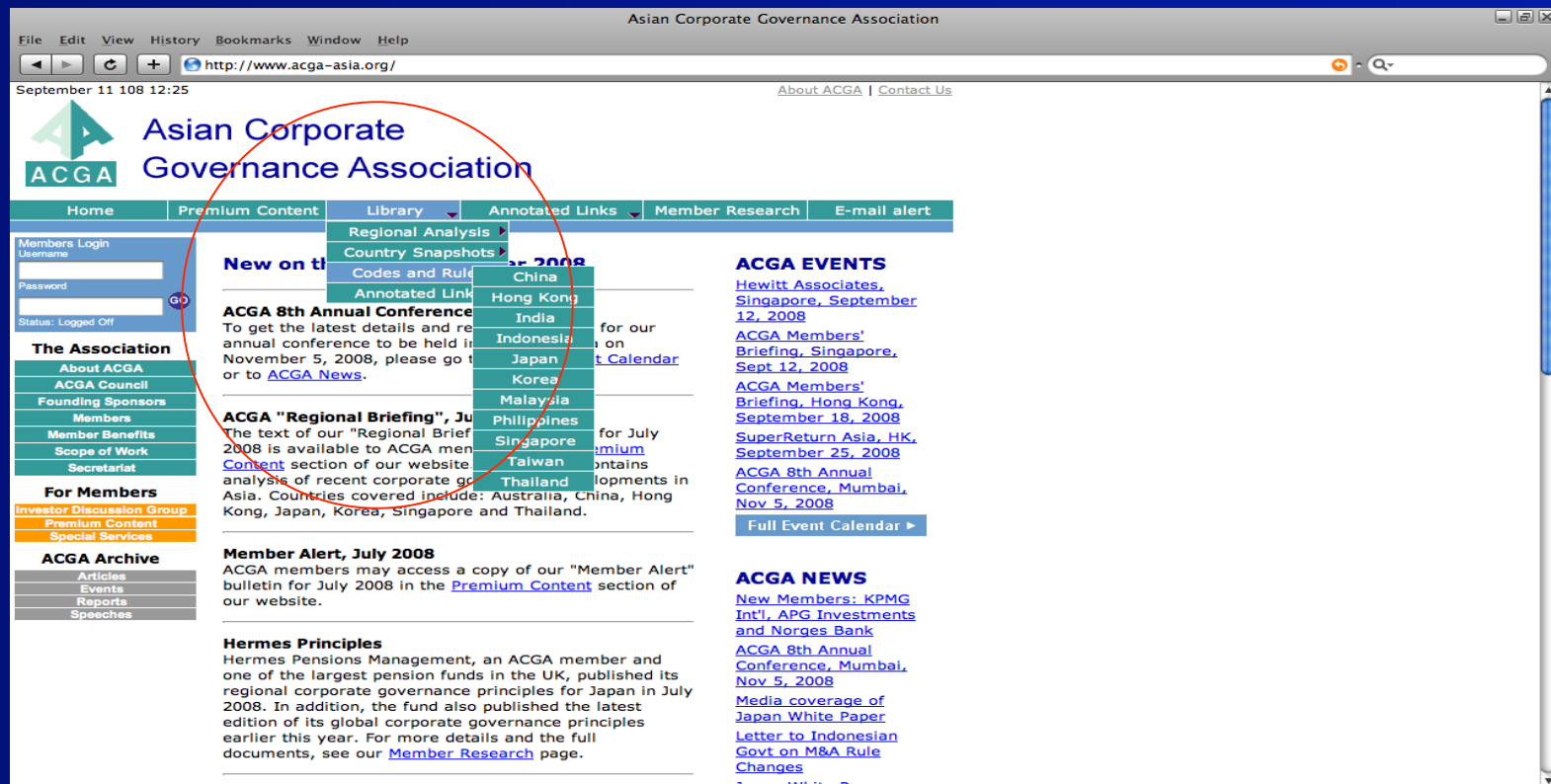
Corporate Cases, Federal and State (Legal
> Area of Law - By Topic > Corporate >
Cases >
Corporate Cases, Federal and State)

- Westlaw. The database MBUS-CS - contains cases/orders selected for relevance to public, private, and not-for-profit businesses and corporations.

LexisNexis Academic. Legal Research > Area
of Law By Topic >
Corporate Law (Federal and State Cases)

Asian Corporate Governance Association

<http://www.acga-asia.org/>



- Specific to Asian Countries
- Look in "Library" → "Codes and Rules"

European Corporate Governance Institute

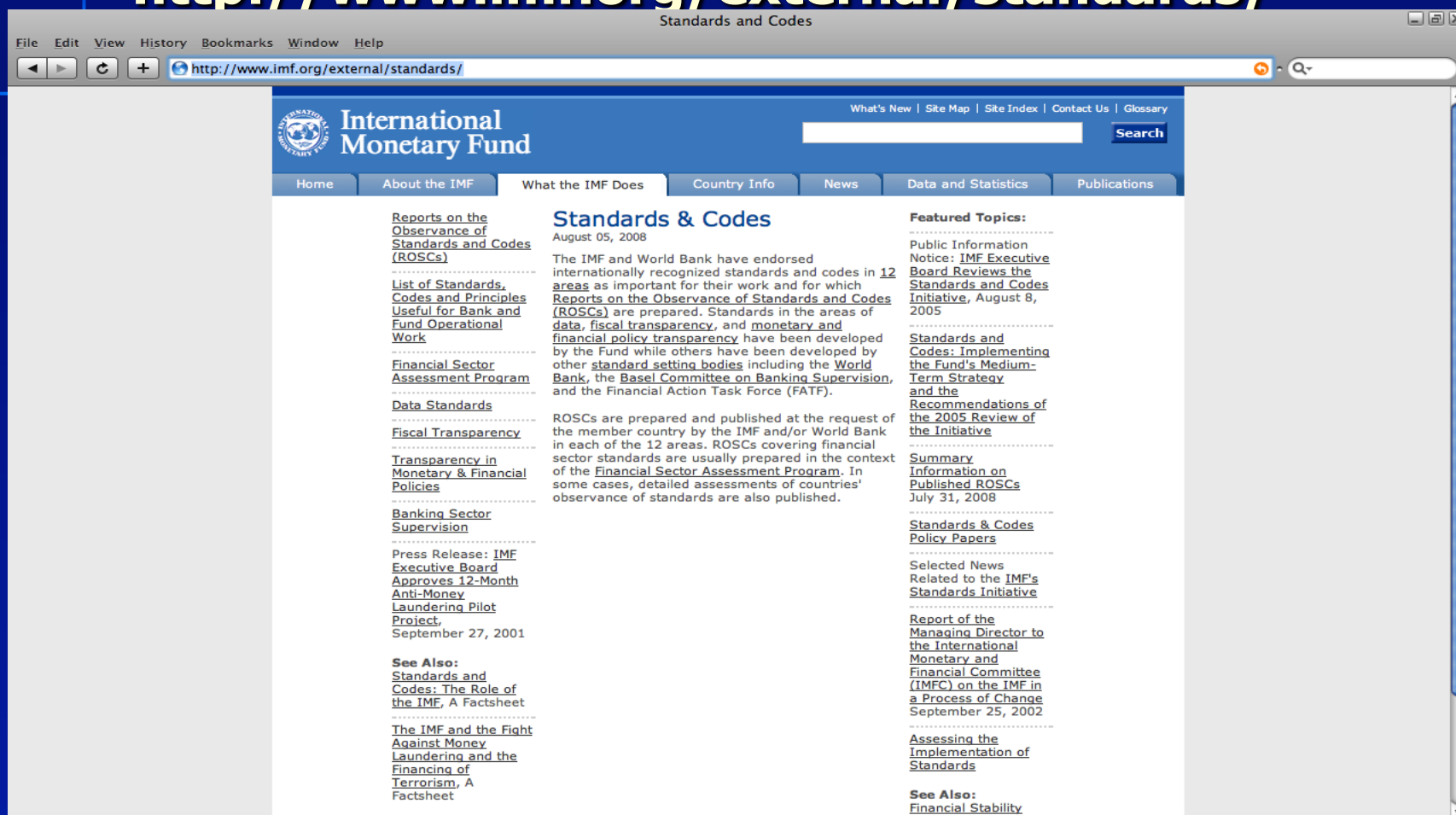
<http://www.ecgi.org/>



- The “Codes & Principles” link provides cg codes, principles, recommendations & laws.

International Monetary Fund, *Standards and Codes*

<http://www.imf.org/external/standards/>



The screenshot shows a web browser window with the address bar displaying <http://www.imf.org/external/standards/>. The page title is "Standards and Codes". The IMF logo is in the top left corner. The main navigation bar includes links for Home, About the IMF, What the IMF Does, Country Info, News, Data and Statistics, and Publications. A search bar is located in the top right. The main content area is titled "Standards & Codes" with a date of August 05, 2008. It contains a paragraph explaining that the IMF and World Bank have endorsed internationally recognized standards and codes in 12 areas, including data, fiscal transparency, and monetary and financial policy transparency. It also mentions that ROSCs are prepared at the request of member countries. To the left of the main text is a sidebar with links to various reports and documents, such as "Reports on the Observance of Standards and Codes (ROSCs)", "List of Standards, Codes and Principles Useful for Bank and Fund Operational Work", "Financial Sector Assessment Program", "Data Standards", "Fiscal Transparency", "Transparency in Monetary & Financial Policies", "Banking Sector Supervision", "Press Release: IMF Executive Board Approves 12-Month Anti-Money Laundering Pilot Project", and "See Also: Standards and Codes: The Role of the IMF, A Factsheet". To the right of the main text is a "Featured Topics" section with links to "Public Information Notice: IMF Executive Board Reviews the Standards and Codes Initiative", "Standards and Codes: Implementing the Fund's Medium-Term Strategy and the Recommendations of the 2005 Review of the Initiative", "Summary Information on Published ROSCs", "Standards & Codes Policy Papers", "Selected News Related to the IMF's Standards Initiative", "Report of the Managing Director to the International Monetary and Financial Committee (IMFC) on the IMF in a Process of Change", "Assessing the Implementation of Standards", and "See Also: Financial Stability".

Includes IMF *Reports on the Observance of Standards and Codes*.

Eldis Gateway to Development Information: Corporate Social Responsibility

<http://www.eldis.org/csr/index.htm>

Eldis – Corporate responsibility

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http://www.eldis.org/csr/index.htm

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eldis sharing the best in development policy, practice and research

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You are in: Home » Topics » Resource Guides » Corporate responsibility

Corporate responsibility

Inside the mind of stakeholders

Are shareholders, customers and regulators-with diverse and often conflicting interests-in a position to exert external pressure on companies to mitigate the social and environmental issues associated with their primary and secondary activities? This paper examines stakeholders' agendas and influence in the area of corporate sustainability management and provides a comprehensive overview across a wide range of stakeholders. It identifies concepts related to corporate sustainability that are applicable across a variety of stakeholders.

M. Henley / Pano Pictures

Latest Additions

Worker exploitation in India's garment sector
(A. Mezzadri / School of Oriental and African Studies, University of London, 2008)
Focusing on workers employed in Delhi, this paper investigates exploitation of informal sector workers in India's garment industry. It looks at trends such as the incorporation of the informal e...

Promoting decent work for all
(E. Loken; A. Seip; J.E. Dolvik / Institute for Applied International Studies, Norway, 2008)
This paper contributes to the discussion on decent work and fair globalisation. It briefly reviews some of the main findings of research regarding the impact of globalisation on jobs and labour standa...

Integrating climate change and sustainable development in Asia
(Institute for Global Environmental Strategies (IGES) / Institute for Global Environmental Strategies, Japan, 2008)
Based on strategic research carried out at the Institute for Global Environmental Strategies (IGES), this paper is a summary of current climate change policies in Asia-Pacific. It explains why it is n...

Resource Guides

- Corporate responsibility
- Business and the environment
- Business and conflict
- Business and corruption
- Business and human rights
- Business and biotechnology
- Corporate governance
- Stakeholder involvement
- Frameworks and tools
- Ethical finance
- Extractive Industries
- Fair trade
- Labelling and certification
- Labour standards
- Manuals
- Tourism
- Also in this guide
- Key issues
- Websites
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Eldis Corporate responsibility community

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Newsfeed

Add Eldis content to your website, intranet or desktop.

Corporate Filings

Filings from publicly traded companies are a useful source of information for corporate governance research.

- **Proxy Circulars.** A key filing is the proxy circular which includes information on a company's board of directors including names, number of independent directors, biographical information, employment history,, compensation, stock options, and other boards and committees which the directors sit on. They also include information about board committees.
- **10K/Annual Reports.** 10K reports and annual reports are another key source of information for what public companies are reporting about their own corporate governance policies and practices.

Corporate Filings—EDGAR

- Source for filing for Corporate Governance Research purposes too!

The screenshot shows a web browser window titled "SEC Filings & Forms (EDGAR)". The address bar displays "http://www.sec.gov/edgar.shtml". The page features the U.S. Securities and Exchange Commission logo on the left and a navigation bar with links: Home | Jobs | Fast Answers | Site Map | Search. The main heading is "SEC Filings & Forms (EDGAR)". Below this, a paragraph states: "All companies, foreign and domestic, are required to file registration statements, periodic reports, and other forms electronically through EDGAR. Anyone can access and download this information for free. Here you'll find links to a complete list of filings available through EDGAR and instructions for searching the EDGAR database." To the left of the main content is a sidebar with a list of links: About the SEC, Filings (EDGAR), Quick EDGAR Tutorial, Search for Filings, Form Descriptions, About EDGAR, FTP Users, SIC Codes, Info for EDGAR Filers, Regulatory Actions, Staff Interps, Investor Info, News & Statements, Litigation, Information for..., and Divisions. The main content area contains two columns of links: Quick EDGAR Tutorial, Search for Company Filings, Descriptions of SEC Forms, SEC Forms List (PDF versions), About EDGAR, Search EDGAR Comment Letters, FTP Users, Indices, SIC Codes, Information for EDGAR Filers, and How to Request Paper Documents. At the bottom, the URL "http://www.sec.gov/edgar.shtml" is repeated, followed by a footer with links: Contact | Employment | Links | FOIA | Forms | Privacy, and a modification date: Modified: 01/16/2008.

SEC Filings & Forms (EDGAR)

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http://www.sec.gov/edgar.shtml

Google

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U.S. Securities and Exchange Commission

SEC Filings & Forms (EDGAR)

All companies, foreign and domestic, are required to file registration statements, periodic reports, and other forms electronically through EDGAR. Anyone can access and download this information for free. Here you'll find links to a complete list of filings available through EDGAR and instructions for searching the EDGAR database.

Quick EDGAR Tutorial

Search for Company Filings

Descriptions of SEC Forms

SEC Forms List (PDF versions)

About EDGAR

Search EDGAR Comment Letters

FTP Users

Indices

SIC Codes

Information for EDGAR Filers

How to Request Paper Documents

<http://www.sec.gov/edgar.shtml>

Contact | Employment | Links | FOIA | Forms | Privacy Modified: 01/16/2008

Financial Filings

LexisNexis and Westlaw

- LexisNexis > News & Business > Company & Financial > Financial Filings > U.S. Financial Filings
 - Note the database structure: can search individual filings across companies

- Westlaw > All Databases > Business & News > Company & Industry Reports, Analysis > Edgar-SEC Filings
 - Template permits searching by company name and form number (try Fiserv and 8-K and then search in results for CheckFree – on the 8-Ks has the Merger Agreement)

Investor/Shareholder Services & Information Sites

- As major stakeholder groups in the corporate governance arena, shareholders and institutional investors who hold large shares in corporations pay close attention to the governance practice of firms in which they invest. Information from these sites can be helpful for corporate governance research.

California Public Employees' Retirement System (CalPERS): Shareowner Forum *at*

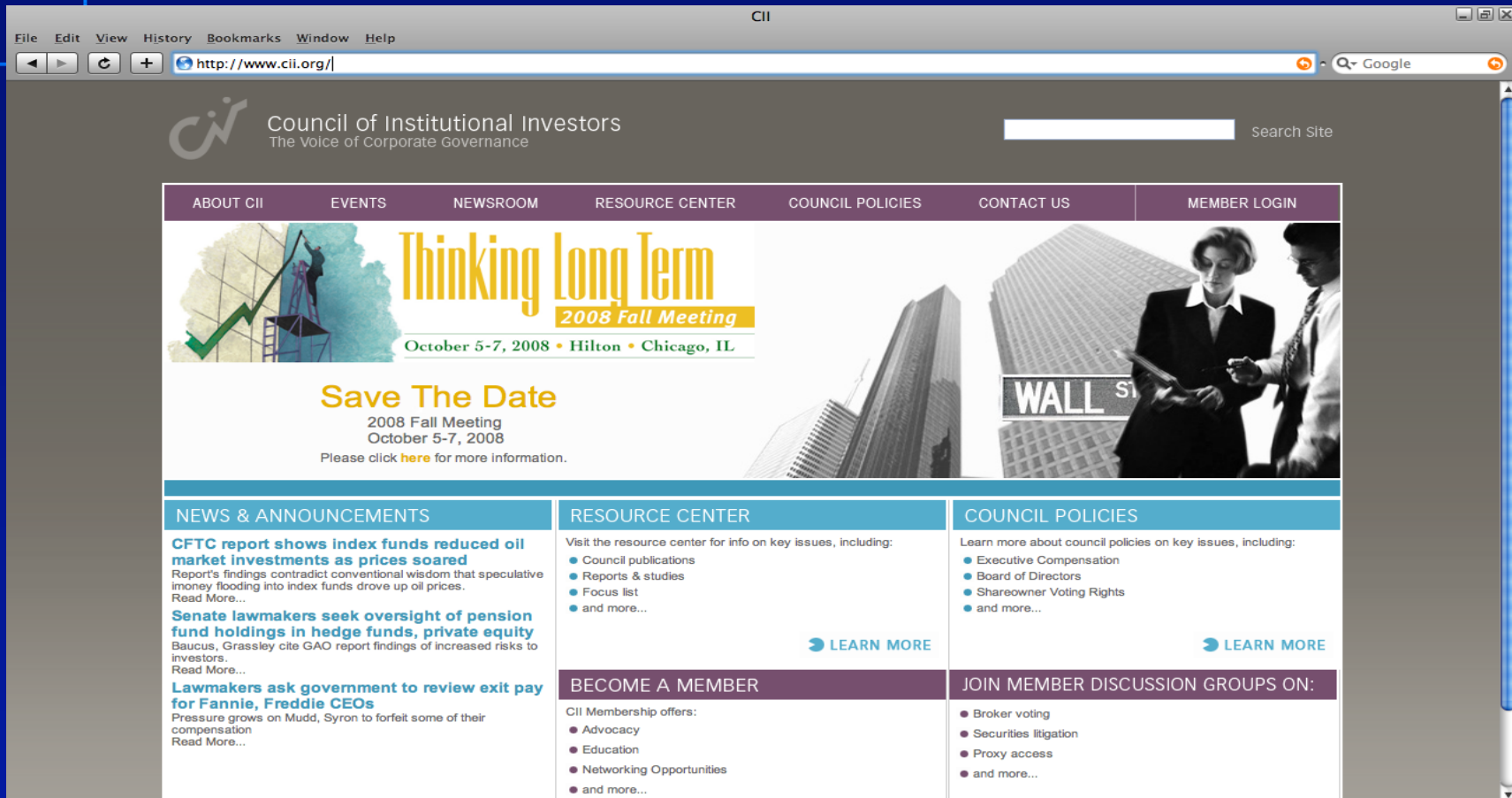
<http://www.calpers-governance.org/>



- Corporate governance site run by the largest pension fund in the country. Includes different information sources including the corporate governance principles and proxy voting guidelines that have been approved in the United States and internationally.

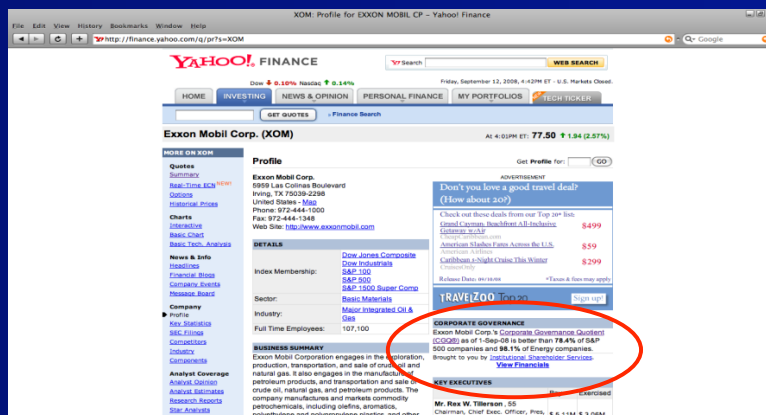
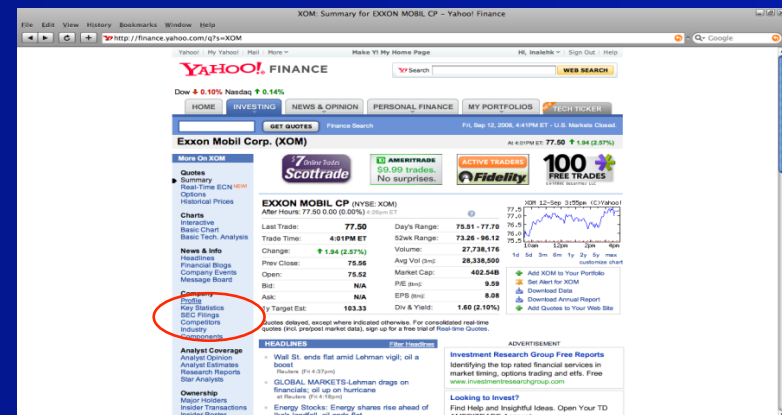
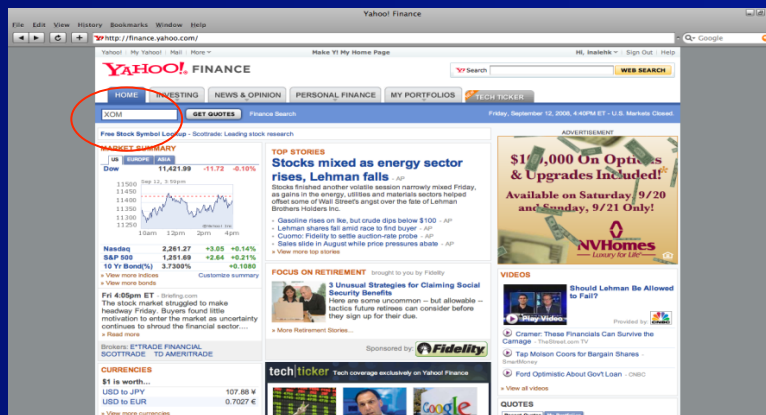
Council of Institutional Investors

<http://www.cii.org>



- The Library section of the site features a number of useful information resources including a glossary of corporate governance terms, the Council's proxy voting guidelines and background statements, the Corporate Governance Research Center (includes recommended links to corporate governance web sites) and links to academic studies on corporate governance.

ISS Corporate Governance Ratings via Yahoo Finance



To Search: Enter the company's stock symbol, search for corporate governance ratings under "Company Profile" and you will see a section titled Corporate Governance which provides the Corporate Governance Quotient or CGQ from ISS.

Major treatises, Practice Guides, and Forms Resources

- **Blumberg on Corporate Groups**, 2nd ed. / Phillip I. Blumberg et al. / Aspen, 2005
– 5 vols. KF1465 .B592 2005
- **Business Organizations with Tax Planning** / Zolman Cavitch / Matthew Bender.
 - "In-depth analysis of corporation law and all relevant aspects of federal corporate taxation"
 - LexisNexis (Legal > Area of Law - By Topic > Corporate > Treatises & Analytical Materials > Matthew Bender > Business Organizations with Tax Planning)
- **Corporate Director's Guidebook**, 5th ed. / Committee on Corporate Laws, Section of Business Law, American Bar Association, 2007. KF1423.Z9 C67 2007
- **Corporate Governance: Law and Practice** / Amy L. Goodman & Bart Schwartz /
 - LexisNexis (Legal > Area of Law - By Topic > Corporate > Treatises & Analytical Materials > Matthew Bender > Corporate Governance : Law and Practice)
- **Corporate Law & Practice**, 2nd ed. / Larry D. Soderquist, Linda O. Smiddy, A. A. Sommer Jr., and Pat K. Chew / Practising Law Institute
 - Westlaw

Treatises, Con't

- **Corporation forms [electronic resource] / by Marvin Hyman***Imprint*[St. Paul, Minn.] : Thomson/West, [199-?]-
– Westlaw CORPFORMS
- **Corporation Law** / Franklin A. Gevurtz / West Group, 2000. (Hornbook Series) KF1415 .G49 2000
- **Fletcher Cyclopedia of the Law of Corporations**, Permanent Ed. / Thomson/West Group, 2006. KF1384 .F551.
– Westlaw FLTR-CYC

Treatises, Con't

- **Principles of Corporate Governance : Analysis and Recommendations / The American Law Institute / American Law Institute Publishers, 1994 -. KF1422 .P744**
 - **Westlaw - ALI-CORPGOV (All Databases > Forms, Treatises, CLEs and Other Practice Materials > Restatements of the Law & Principles of the Law > Principles of Corporate Governance: Analysis and Recommendation) "introductory notes, rules of law in the ALI's standard black-letter format, corporate practice recommendations, and comments... Reporter's Notes" "Selected topics include objective, conduct, and structure of the business corporation; the duty of care and fair dealing; role of directors and shareholders in transactions in control and tender offers; and remedies."**
 - **Lexis Legal > Secondary Legal > Area of Law Treatises > Principles of Corporate Governance: Analysis and Recommendations**

Questions?

- Email me at apostar@wcl.american.edu or contact the reference staff at reflib@wcl.american.edu or IM through AskPenceLibrary at <http://library.wcl.american.edu/ask.cfm>