

**CCRcorp
Essential
Resources**

CCR corp

TheCorporateCounsel.net

Authored and curated by our team of experienced attorney-editors, **TheCorporateCounsel.net** offers a collection of “timely, accurate and well-researched” resources; designed to help corporate attorneys navigate various corporate and securities issues.

With one hundred years of combined experience and trusted by a majority of the Am Law firms, TheCorporateCounsel.net covers more than **500 practices areas** with:

- Over 250 detailed **checklists** with substantive writeups to help you navigate through various complex corporate governance issues
- An **online document library** with hundreds of samples & model plans, agreements, charters, agendas, etc.
- Six **blogs** and dozens of **webcasts** with written transcripts providing expert insights and timely news on the latest developments
- Thousands of **memos** on various emerging corporate topics
- A **Monthly Newsletter** (E-Minders) providing news and practical guidance on a timely basis
- Timely interviews & podcasts with the leading experts
- Two Interactive **Q&A/Discussion Forum** where members can post questions anonymously, track a discussion and run a keyword search
- Dozens of **surveys** where members can gain perspective or public perception on a certain topic or issue
- AND more than 70 **handbooks** written by our editorial staff

With thousands of best of breed resources, TheCorporateCounsel.net is relied upon by most corporate & securities practitioners to navigate through various SEC regulations.

Practice Areas Covered in TheCorporateCounsel.net

'34 Act Registration
401(K) Securities Litigation
Accelerated Filers
Accounting Overview
Accredited Investor
ADRs
Advance Notice Bylaws
Advancement of Legal Fees
AIM Market
Analyst Research/Days
Annual Shareholders' Meetings
Anti-Bribery
Asset-Backed Securities
At-the-Market Offerings
Attorney-Client Privilege
Attorney Conduct
Audit Committees
Audit Documentation/Work Papers
Audit Fees
Audit Firm Periodic Reporting
Audit Response Letters
Auditing Process
Auditor Confidentiality
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Bankruptcy & Reorganization
Beneficial Ownership Table
Benefit Corporations
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Berlin-Bremen Stock Exchange
Blackout Periods
Block Transactions
Blogging
Blue Sky Laws
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Board & Director Evaluations
Board Chairs
Board Committees
Board Composition
Board Confidentiality
Board Conflicts of Interest
Board Delegation
Board Diversity
Board Duties
Board Extranets
Board Leadership
Board Materials
Board Meetings
Board Minutes
Board Policies
Board Portals
Board Resolutions
Board Strategy
Board Succession
Board Tenure
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Business Development Companies
Business Disclosure
Buy Backs
Bylaws
California Corporations
Canadian Law
Capital Projects
Career Development
Carl's Corner
Cash Balance Plans
Cashless Exercises
CEO Evaluations
CEO Removal
CEO Succession
CEO/CFO Certifications
CEO/Chair Split
Change in Auditors
Change of Fiscal Year
Charitable Giving Policies
Checklists
China
Class Actions
Climate Change
Codes of Conduct
Codes of Ethics
Comfort Letters
Comment Letters

Comments to SEC
 Committee Charters
 Committee Composition & Authority
 Compensation Committees
 Compliance Committees
 Compliance Programs
 Compliance Training
 Conference Notes
 Confidential Treatment Requests
 Conflict Minerals
 Conflicts of Interest
 Contingencies/Tax Uncertainties
 Contract Review & Approval
 Controlled Companies
 Convergence
 Convertible Debt
 Corporate Governance
 Corporate Governance Committees
 Corporate Governance Guidelines
 Corporate Governance Ratings
 Corporate Governance Surveys
 Corporate Governance Web Pages
 Corporate Opportunity
 Corporate Secretaries Dept
 Corporate Use of Websites
 Covered Bonds
 Credit Arrangements
 Credit Crunch
 Credit Facilities
 Credit Ratings
 Crisis Management
 Critical Accounting Estimates & Policy
 Disclosure
 Crowdfunding
 Cybersecurity
 D&O Insurance
 D&O Questionnaires
 Data Security
 Deal Cubes
 Debt Financings/Loans
 Definition of “Securities”
 Delaware Law
 Delegations of Authority
 Delisting
 Deregistration & Modified Reporting
 Derivatives
 Description of Securities
 Digital Securities
 Direct Registration
 Director Attendance
 Director Conflicts
 Director Disputes
 Director Duties & Liabilities
 Director Education
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 Director Independence
 Director Orientation
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 Director Recruitment
 Director Removal
 Director Resignations
 Director Retirement & Death
 Disclosure Analysis and Samples
 Disclosure Committees
 Disclosure Controls
 Disclosure Effectiveness
 Disclosure Reform
 Discontinued Operations
 Diversity
 Dividends
 Document Retention
 Dodd-Frank Act
 DRIPS/Direct Stock Purchase Plans
 Due Diligence
 Duty to Update
 E-Delivery
 E-Forums
 E-Proxy
 Earnings Guidance
 Earnings Releases
 Electronic Communications Policies
 Electronic Discovery
 Emerging Growth Companies
 Employee-Bloggers
 Empty Voting
 Enforcement Issues
 Environmental Disclosure
 Equity Offerings
 Equity Plan Approval
 ERISA Securities Litigation
 Escheatment
 ESG
 ESOARS
 Europe
 Executive Committees
 Executive Compensation Disclosure

“Executive Officer” Determination
 Executive Sessions
 Exclusive Forum Bylaws
 Exhibits
 Fair Value Accounting
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 FAST Act
 Federal v. State Law
 Fee-Shifting Bylaws
 Fiduciary Duties
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 FIN 48
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 Flexible Purpose Corp
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 Form S-3
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 Form 10-K
 Form 10-K Wraps
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 Form 20-F
 Form 8-K/Real-Time Disclosure
 Forum Shopping
 Forward-Looking Information
 Fraud Prevention
 Free Writing Prospectuses
 General Solicitation
 Glass Lewis
 Global Security Risks
 Global Warming
 Globalization of Accounting Standards
 Glossy Annual Reports
 Going Concern
 Going Dark
 Going In-House/Going Solo
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 Gun-Jumping
 Handbooks
 Hedge Funds
 Hedging
 High-Yield Securities
 Hiring More Staff/Corporate Securities Dept.
 Hong Kong
 IFRS
 Impairment Charges
 Inadvertent Investment Companies
 Income Deposit Securities
 Indemnification Arrangements
 India
 Insider Trading
 Insider Trading Policies
 Inspection Demands
 Inspector of Elections
 Institutional Investors
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 Legal Proceedings Disclosure
 Limited Liability Companies
 Limited Partnerships
 Litigation
 Litigation Disclosure
 Loans to Insiders

M&A Board Committees	Properties Disclosure
Majority Vote Movement	Proxy Access
Master Limited Partnerships	Proxy Advisors
MD&A	Proxy Cards
Management Representation Letters	Proxy Plumbing
Margin Rules	Proxy Season
Materiality	Proxy Solicitation
Mergers & Acquisitions	Qualified Legal Compliance Committees
Mine Safety	Rating Agencies
Mining	Real-Time Disclosure
Minutes	Reaudits
Model Governance Policies	Record Retention
Mutual Funds	Registered Directs
Mutual Fund Voting	Registration Rights Agreements
Name Change	Regulation A/A+
Nasdaq Guidance	Regulation BTR
National Security	Regulation D
NYSE Guidance	Regulation FD
Nominating Committees	Regulation G
Non-Compete Agreements	Regulation M
Non-GAAP Measures	Regulation S
Non-Profits	Regulation S-K
Notice & Access	Regulation S-X
Off-Balance Sheet Arrangements	Regulatory Reform
Officer Departures	Reincorporation
Offsetting Disclosures	REITs
Odd-Lot Programs	Related Party Disclosures
Oil & Gas	Related Party Transactions
Ombudsman	Reporting Up-the-Ladder
OTC Bulletin Board	Repurchases
Overvoting	Rescission Offerings
Pension Plans	Resource Extraction
PIPEs	Restatements
Plain English	Restructuring Charges
Political Contributions	Revenue Recognition
Power of Attorney	Risk Committees
Pre-Approval of Audit & Non-Audit Services	Risk Factors
Policies	Risk Management
Preferred Stock	Roadshows
Preliminary Proxy Statements	Rule 10b5-1
Presiding Directors	Rule 102(e) Actions
Privacy Rights	Rule 12b-25
Private Companies	Rule 144
Private Placements/Regulation D	Rule 144A
Pro Formas	Rule 155

Rule 701
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Sample Documents
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SEC Memories
SEC Filing Fees
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Section 3(a)(9)
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Section 402
Section 83(b) Elections
Securities Act Liability
Securities Act Reform
Securities Litigation
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Segment Disclosure
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Share Lending
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Shareholder Activism
Shareholder Approval of Plans
Shareholder Derivative Claims
Shareholder-Director Communications
Shareholder Engagement
Shareholder Proposals
Shareholder Voting
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Unclaimed Property
Underwriting Arrangements
Usable Disclosure
Un-sponsored ADRs
Venture Capital
Video Annual Reports
Virtual Annual Meetings
Voluntary Filers
Voting Instruction Forms
Voting Policies
Voting Results
Website Disclosure
Whistleblowers
White Collar Crime
Window Period Procedures
WKSIs
Work Papers
XBRL

Romeo & Dye's Section16.net

Section16.net is widely recognized as the premier online research platform providing practical guidance on issues involving Section 16 of the Securities Exchange Act of 1934 and all of its related rules. The Editor is **Alan Dye**, along with fellow Hogan Lovells partner **Peter Romeo**, who has authored the “bibles” of Section 16 since the 1990s, including the popular Romeo & Dye’s Section 16 Forms & Filings Handbook and Romeo & Dye’s Section 16 Treatise and Reporting Guide.

Section16.net offers a collection of resources designed to help you effectively prepare forms 3, 4 and 5 and understand how to avoid Section 16(b) liability.

Here are some of the resources available via Section16.net:

- Romeo & Dye’s **Section 16 Forms & Filings Handbook** (electronic version)
- Romeo & Dye’s **Section 16 Treatise and Reporting Guide** (electronic version)
- The **compliance officer’s** starter kit
- **Year-end** checklists and materials
- Beneficial ownership questions for **D&O questionnaires**
- Sample **disclosures**, model memos, sample **board resolutions** and other sample compliance materials
- Dozens of law firm **memos** and articles
- Section 16 cases & enforcement actions
- Romeo & Dye’s **Section 16 Compliance Chart**
- Regular news alerts, with instant analysis on the latest regulatory and litigation developments from Alan Dye - including **Alan’s Section16.net Blog!**
- Popular **webcast** program ~ Alan Dye on the Latest Section 16 Developments
- The Section 16 **Q&A Forum** where members can post questions anonymously for Alan and other members to respond, track a discussion and run a keyword search
- Electronic back issues of **Quarterly Section Updates** (back to 1991)
- AND Relevant **SEC materials**

With **Section 16(b) litigation** on the rise, Section16.net is considered to be indispensable by the majority of the Am Law 200 firms and hundreds of in-house Section 16 professionals.

CompensationStandards.com

CompensationStandards.com is the premier reference platform for many compensation professionals because of its “timely, accurate and well-researched” practical guidance on executive compensation issues.

Our attorney-editors have created dozens of important practice areas and curated all of the relevant resources into each concentration. These resources include:

- **Practice pointers** contributed to by our Task Force, consisting of the top “thought leaders” in the area of executive compensation
- **Analysis of new plans**, features and practices, including sample tools to more responsibly set pay practices
- Examples of sound **proxy disclosures and other checklists**
- A portal of thoughtful **media articles and memos**, including articles about good and bad practices
- The **Q&A/Discussion Forum** where many top consultants and compensation lawyers regularly share ideas and practice tips
- Latest Edition of **Executive Compensation Disclosure Treatise & Reporting Guide**
- Dozens of **webcasts with written transcripts**
- Relevant **SEC materials**
- Three popular **blogs**, including one where over 15 compensation consultants regularly contribute
- AND Quarterly issues of the Compensation Standards **newsletter**

With heightened attention being paid to disclosure, our members rely on CompensationStandards.com to provide them with timely guidance.

DealLawyers.com

DealLawyers.com is an educational service that provides practical guidance on legal issues involving public and private mergers and acquisitions, joint ventures, private equity, restructurings and anything else that acquisitive minds want to know.

Building on the foundation of our community—which consists of well over 16,000 practitioners—we provide valuable practical guidance and news on the latest M&A developments through the many resources on DealLawyers.com, including:

- More than **75 Practice Areas**, covering important topics such as Break-Up/Termination Fees, Carve-Outs, Change-in-Control, Go-Shop Provisions/Standstill Agreements, MAC Clauses, Poison Pills, Reverse Mergers, Tender Offers, etc.
- Dozens of **Sample Documents** like Asset Purchase Agreements, Stock Purchase Agreements, Standstill Agreements, Merger Agreements, Letters of Intent, Spin Offs, Proxy Fights, etc.
- Applicable **SEC and State Laws**
- Noteworthy **M&A Litigation**
- The **Q&A/Discussion Forum** where many top M&A lawyers would share ideas and practice tips regularly
- Dozens of **webcasts with written transcripts**
- **John's Tales**, a member-only blog, with stories aimed to educate while entertaining. Some of the recent blogs include discussions on State Takeover Statutes, Sign & Consent Practice Points, Fraudulent Transfer Statutes, Due Diligence, Corporate Torts, etc.
- And the DealLawyers.com **Blog**

HARD COPY TREATISES

IN-HOUSE ESSENTIAL TREATISE

Authored by a former SEC Staff Attorney and a former partner of a major law firm, this treatise is a collection of practical handbooks that tackle topics that in-house practitioners face on a daily basis. Topics include:

- Insider Trading Policies
- Rule 10b5-1 Trading Plans
- Rule 144
- Regulation FD
- Form 8-K
- Director Independence
- Disclosure Deadlines
- NSYE Listing Standards
- Nasdaq Listing Standards
- Proxy Advisors
- Auditor Engagement
- Audit Response Letters
- Form S-8
- Regulation D
- SEC Enforcement
- Corporate Security's Department
- Non-GAAP Financial Measures
- Stock Buybacks

PROXY SEASON DISCLOSURE TREATISE & REPORTING GUIDE

For anyone who is working on proxy season disclosure, this treatise, with more than 1750 pages, is a must-have that provides valuable guidance on the following topics:

- D&O Questionnaires
- Form 10-K
- Annual Report & 10-K Wrap (Rule 14a-3)
- Preliminary Proxy Statements (Rule 14-a-6(a))
- Proxy Card/Voting Instruction Form (Rule 14a-4)
- E-Proxy/Notice & Access (Rule 14a-16)
- Management Proposals
- Shareholder Proposals (Rule 14a-8)
- Confidential Treatment Requests (Exchange Act Rule 24b- 2/ Securities Act Rule 406/FOIA Rule 83)
- SEC Comment Letter Process
- Business Disclosure (Item 101 of Regulation S-K)
- Properties Disclosure (Item 102 of Regulation S-K)
- Legal Proceedings Disclosure (Item 103 of Regulation S-K)
- Description of Securities Disclosure (Item 202 of Regulation S-K)
 - MD&A (item 303 of Regulation S-K)
 - Accountant Changes & Disagreements Disclosure (Item 304 of Regulation S-K/Item 4.01 of Form 8-K)
 - Internal Controls Disclosures (rules 13a-14 & 13a-15/Item 308 of Regulation S-K)
 - D&O Biographical/director Qualifications & Skills Disclosure (Item 401(a)-(e) of Reg S-K)
 - Director & Executive Officer’s Legal Proceedings Disclosure (Item 401(f) of Reg S-K)
 - Beneficial Ownership Table (Item 403 of Regulation S-K)
 - Related Party Transactions Disclosure (Item 404 of Regulation S-K)
 - Section 16 Delinquencies Disclosure (Item 405 of Regulation S-K)
 - Code of Ethics/Conduct Disclosure (Item 406 of Regulation S-K/Item 5.05 of Form 8-K)
 - Board Meeting/Board Committee Disclosure (Item 407(b) of Regulation S-K)
 - Director Attendance at Annual Meetings Disclosure (Item 407(b) of Regulation S-K)

- Nominating Committee Process/Director Nominee Qualifications Disclosure (Item 407(c) of Regulation S-K)
- Audit Committee Disclosure (Item 407(d) of Regulation S-K)
- Shareholder Communications with Directors Disclosure (Item 407(f) of Regulation S-K)
- Risk Factors Disclosure (Item 503(c) of Regulation S-K)
- 10-K and 10-Q Exhibits (Item 601 of Regulation S-K)
- CEO/CFO Certifications (Item 601(b)(31) & (32) of Regulation S-K/Exchange Act Rule 13a-14/15d-14)
- Voting Requirement & Results Disclosure (Item 6&21 of Schedule 14A/Item 5.7 of Form 8-K)
- Audit Fees & Pre-Approval of Non-Audit Services Disclosures/ Auditor Ratification (Item 9 of Schedule 14A/ Item 14 in Part III of Form 10-K)

CORPORATE GOVERNANCE TREATISE

With nearly 1700 pages, this detailed treatise offers over 300 checklists, with substantive writeups, to help you navigate through various complex corporate governance issues, including:

- 21 checklists relating to Annual Meetings
- 29 checklists relating to Directors
- 13 checklists on Shareholder Proposals
- 11 checklists on Audit Committees
- 5 checklists on Auditors
- 5 checklists on Shareholder Engagements
- 7 checklists on CEO
- 31 checklists relating to the Board plus
- 24 checklists on Board Committees
- 14 checklists on Board Policies
- 9 checklists on Board Meetings
- 7 checklists on Board Minutes
- And many more!!!

EXECUTIVE COMPENSATION DISCLOSURE TREATISE

Written by Broc Romanek, David Lynn of Morrison & Foerster and Mark Borges of Compensia, this treatise offers practical guidance on various issues relating to executive compensation disclosure; including three key chapters—one on the new SEC’s pay ratio rules, with over 60 pages of practical analysis & model disclosures—and two on say-on-pay disclosures and solicitation strategies! Other topics include:

- Disclosure Controls & Procedures
- Determination of “Named Executive Officers”
- Compensation Discussion & Analysis
- Compensation Committee Report
- Summary Compensation Table
- Perks & Other Personal Benefits
- Equity Tables
- Post-Employment: Pension Benefits & Non-Qualified Deferred Compensation Tables
- Post-Employment: Change-in-Control & Severance Disclosures
- Director Compensation
- Related-Party Transactions: Interplay of Items 402 & 404
- Compensation Committee Disclosure
- Equity Compensation Plan
- Plan Disclosure When Seeking Shareholder Action
- Stock Performance Graph
- Executive Summary for the CD&A
- Compensation-Related Risk Disclosure
- Proxy Statement Summary
- Form 8-K
- 10-K and 10-Q Exhibits

PRACTICAL M&A TREATISE

Written by practitioners with more than 30 years of deal-making experience, this treatise provides a concise, readable overview of the principal issues that dealmakers confront in structuring, negotiating, documenting and successfully closing mergers and acquisitions. Topics include state corporate law mechanics, documentation, federal securities, tax and antitrust issues, accounting, antitakeover provisions, successorship issues, and fiduciary duties of directors and controlling shareholders.

ROMEO & DYE'S SECTION 16 TREATISE & REPORTING GUIDE

Authored by Peter Romeo & Alan Dye, this treatise is the essential Section 16 resource providing practical guidance on Section 16 of the Securities Exchange Act of 1934 and all of its related rules. Here is a list of the chapters:

- Statutory Scheme
- Statutory Insiders
- Equity Securities
- Beneficial Ownership
- The Reporting System
- Reporting Exemptions
- Reporting Guidelines
- Issuer Disclosure and Compliance
- Short Swing Liability
- Purchase and Sale
- Short-Swing Measuring Period
- Realized Profit
- Section 16(b) Exemptions
- Transactions with the Issuer Under 16b-3
- Short Sales and Other Transactions

OTHER ESSENTIALS

ROMEO & DYE'S SECTION 16 ANNUAL SERVICE

With key executives' and directors' transactions on the line, the majority of Section 16 compliance professionals are counting on the resources authored Peter Romeo and Alan Dye to navigate these troubled waters. Our Romeo & Dye's "Section 16 Annual Service" consists of:

- Romeo & Dye's "Section 16 Forms & Filings Handbook"
- Romeo & Dye's "Section 16 Deskbook"
- Romeo & Dye's "Section 16 Updates Quarterly Newsletter"

ROMEO & DYE'S SECTION 16 FILER

A great complimentary resource to Romeo & Dye's Section16.net, the Romeo & Dye "Section 16 Filer" is one of the most cost-effective ways to file your EDGARized Section 16 filings with the SEC.

ROMEO & DYE'S SECTION 16 BOOTCAMP

The Section 16 Bootcamp is a combination of two resources for Section 16 beginners, including:

- Access to 14 online videos featuring Alan Dye, explaining all the basics (total of three hours of content)
- Copy of “[Section 16 Tales – A Beginner’s Manual](#)” (you’ll have this paperback mailed to you)

DEAL UNIVERSITY WORKSHOP

Our new “Deal U. Workshop” is the perfect way to train those new to working in M&A. Each attendee receives these three critical and practical resources:

- Deal U. Podcasts - Access to nearly 60 podcasts about M&A activities - tailored to those new to this area. Each podcast ranges between 5-10 minutes, for a total of 7 hours in content.
- Deal U. Situational Scenarios - Our 30+ situational scenarios with detailed analysis, will help you fully comprehend many different aspects of deal practice.
- “Deal Tales” Paperbacks - A Three Volume Set - Education by entertainment! This series of three paperback books teaches the kind of things that you won’t learn at conferences, nor in treatises or firm memos.

NEWSLETTERS

THE CORPORATE COUNSEL

With all of the new (and upcoming) SEC rules and Staff interpretations, public companies and counsel have relied on our practical bi-monthly print publication for the past 40 years to better understand various emerging corporate finance and corporate governance issues. Written by leading experts, *The Corporate Counsel* print newsletter provides an in-depth analysis covering critical proxy disclosure and other important guidance to prevent missteps in the days ahead.

THE CORPORATE EXECUTIVE

For the past 25 years, public companies have turned to *The Corporate Executive* to learn the latest best practices on various executive compensation programs, such as pay ratio disclosures. Upcoming issues of *The Corporate Executive* will tell you what works, as well as the traps to avoid when trying to make the most of your stock plans and other compensation programs.

DEAL LAWYERS NEWSLETTER

Tailored for the busy dealmaker, *The Deal Lawyers* bi-monthly print newsletter provides guidance on the nuances of the latest legal M&A developments; as well as provides practice pointers and analysis on timeless “bread and butter” issues that assists dealmakers in daily practice but will not overload you with useless information.

PAPERBACKS

REG FD TALES

Reg FD Tales teaches the kind of things that you won't learn at conferences, nor in treatises or firm memos. Broc Romanek, a 30-year vet of the corporate community, used stories to explain the nuances of Reg FD.

DEAL TALES

For the M&A novice, this series teaches the fundamentals through John Jenkin's humorous stories and experiences on hundreds of deals. This three volume set highlights and explains the principles of confidentiality agreements, letters of intent, negotiating value, tender offers, materiality and much more.

SECTION 16 TALES

A great resource for Section 16 beginners, this book teaches the basic knowledge to get attorneys, financial reporting professionals and paralegals up to speed on Section 16, so they can take advantage of the more robust Section 16 resources we offer, such as Romeo & Dye's Section 16 Annual Service or Section16.net.

101 PRO TIPS- CAREER ADVICE FOR THE AGES

For those new to the practice of securities law & corporate governance, check out our 180-page paperback - entitled "101 Pro Tips - Career Advice for the Ages" - that provides practical guidance in ten different areas including: career development, getting paid, work skills, educating yourself, handling assignments & more.

IN-HOUSE ACCELERATOR

For those "new to in-house" (or those who want to become acquainted with this type of knowledge), check out our 200-page paperback - entitled "The In-House Accelerator" - that will help you ramp up-to-speed in a variety of corporate governance & securities law topics. The paperback consists of 216 FAQs.

ABOUT US

Our Company was founded over four decades ago by a former SEC Staff Attorney and Securities Counsel for a major brokerage firm.

Broc Romanek served as Assistant General Counsel at a Fortune 50 company and worked in the Office of Chief Counsel of the SEC's Division of Corporation Finance. Broc taught classes on corporate governance and securities law at George Mason University. He also served as Chair of the Association of Corporate Counsel's Corporate & Securities Law Committee.

Alan Dye is a partner at Hogan Lovells and is considered the leading authority on Section 16. Before he joined Hogan Lovells in 1986, Alan served on the staff of the Securities and Exchange Commission, where he served for two years in the Division of Corporation Finance and then for two years as special counsel to the chairman. He also chairs the Securities, Commodities and Exchanges Committee of the ABA Section of Administrative Law.

John Jenkins is a partner in the Cleveland office of Calfee, Halter & Griswold LLP. John's experience includes representing issuers and underwriters of debt and equity securities in more than 100 underwritten public and Rule 144A offerings; negotiation of mergers, stock and asset acquisitions and divestitures involving private and public companies; counseling directors on fiduciary obligations in connection with proposed change of control transactions and disclosure obligations under the federal securities laws. He has also represented targets of SEC, SRO and stock exchange investigations and enforcement proceedings, and has served as counsel to corporations and board committees conducting internal investigations involving allegations of misconduct.

Liz Dunshee is Editor of TheCorporateCounsel.net, CompensationStandards.com and DealLawyers.com. Prior to joining TheCorporateCounsel.net, Liz co-chaired the Corporate Governance and Executive Compensation practice areas at Fredrikson & Byron in Minneapolis, where she counseled public companies on investor communications and engagement, SEC and exchange-based disclosure requirements, listing standards, trading policies and plans, and employee compliance training.

David Lynn is a partner in the Washington, D.C. Office of Morrison & Foerster, and is Co-Chair of the firm's Global Corporate Finance Group. David was the Chief Counsel of the SEC's Division of Corporation Finance from 2003-2007, where he led the rulemaking team that drafted sweeping revisions to the SEC's executive compensation and related party disclosure rules.

Michael Melbinger is a Partner of Winston & Strawn LLP and has extensive experiences with designing and implementing stock and non-stock based executive compensation and benefit programs for public and private companies. He advises boards of directors, compensation committees, and senior executives and legal departments in these matters. According to Chambers USA, “Mr. Melbinger is held in high regard by his Chicago contemporaries, with one observer noting that, ‘He is fantastic, he does executive compensation and does it very well.’”

Mark Borges is a principal with Compensia, Inc., a management consulting firm providing executive compensation advisory services to compensation committees and senior management of knowledge-based companies. From April 2003 until September 2007, he was a principal for Mercer in the firm’s Washington Resource Group in Washington, DC. Previously, Mr. Borges was a Special Counsel of SEC’s Division of Corporation Finance. Before that, he was General Counsel for ShareData, Inc. Mr. Borges practiced law with the firms of Ware & Friedenrich (now DLA Piper) from 1987 to 1992 and Pillsbury, Madison & Sutro (now Pillsbury Winthrop) from 1982 to 1987. From 1981 to 1982, he served as law clerk to the Honorable Marion T. Bennett of the United States Court of Claims in Washington, DC.

Susan Reilly began her career as an attorney at Gibson, Dunn & Crutcher, where she spent eight years as a member of the firm’s Securities Regulation and Corporate Governance practice group. While in private practice, she advised public company clients on a wide range of issues relating to periodic reporting, compliance, and corporate governance. Her work focused on counseling clients on SEC disclosure requirements, shareholder proposals, director independence matters, and board and committee responsibilities and procedures.

John Feeney is a Special Accounting Advisor for us. He is the Managing Director of M6i Corporation, an independent practice focused on the strategic initiatives of public & private entities. He’s provided transactional & compliance expertise in SEC, US GAAP and IFRS issues to public companies for three decades. John has worked for KPMG and the SEC’s Division of Corporation Finance. He’s also been CAO of a \$2 billion renewable energy company.

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