

# Corporate Governance Law Suite

Now Available on Cheetah™

Wolters Kluwer provides authoritative, accurate, and timely analysis to support your corporate governance law practice so you can confidently advise clients with our:

- **Expert analysis** — Insights from leading practitioners on all aspects of corporate governance, including *Business Judgment Rule: Fiduciary Duties of Corporate Directors* by Stephen A. Radin and *Practical Guide to SEC Proxy and Compensation Rules* by Amy L. Goodman and John F. Olson.
- **Practice tools** — Time-saving *Smart Charts* allow practitioners to research and compare corporation law topics across jurisdictions.
- **Authoritative content** — Access to the *Corporate Governance Guide*, which offers detailed discussion and analysis of a wide range of corporate governance topics.
- **Current awareness** — Stay on top of the latest developments through news from *Insights: The Corporate & Securities Law Advisor* by Amy L. Goodman and *The Corporate Governance Advisor* by Broc Romanek.

## LISTING OF TITLES AVAILABLE:

- **Business Judgment Rule: Fiduciary Duties of Corporate Directors**  
*Stephen A. Radin* Prior editions by *Dennis J. Block, Nancy E. Barton*
- **Corporate Counsellor's Deskbook**  
*Michael A. Epstein and Dennis J. Block*
- **Corporate Financial Disclosure Answer Book**  
*Steven Mark Levy*
- **The Corporate Governance Advisor**  
*Broc Romanek*
- **Corporate Governance Guide**
- **Corporate Governance Guide State Law Summaries**
- **Smart Charts**
- **Corporate Governance Guide Update**
- **Corporate Legal Compliance Handbook**  
*Theodore L. Banks and Frederick Z. Banks*
- **Corporate Secretary's Answer Book**  
*Cynthia M. Krus*
- **Delaware Law of Corporations and Business Organizations**  
*R. Franklin Balotti and Jesse A. Finkelstein*
- **EDGAR Filer Handbook: A Guide for Electronic Filing with the SEC**  
*Charles H. Rider*
- **Federal Securities Law Reporter**
- **FINRA Manual**
- **Folk on the Delaware General Corporation Law**  
*Edward P. Welch, Robert S. Saunders, Jennifer C. Voss, and Allison L. Land*
- **Informal Corporate Disclosure Under Federal Securities Law**  
*Doreen Meinck, James Hamilton and Anne Sherry*
- **Insights: The Corporate & Securities Law Advisor**  
*Amy L. Goodman*
- **Meetings of Stockholders**  
*R. Franklin Balotti, Jesse A. Finkelstein and Gregory P. Williams*
- **New York Business Corporation Act**
- **NYSE Listed Company Manual**
- **PCAOB Reporter**
- **Practical Guide to SEC Proxy and Compensation Rules**  
*Amy L. Goodman and John F. Olson*

Contact us at 1-800-638-8437 to learn more.  
[wklawbusiness.com/cheetah](http://wklawbusiness.com/cheetah)

- **Practical Guide to Section 16**  
*Stanton P. Eigenbrodt*
- **Regulation of Corporate Disclosure**  
*J. Robert Brown*
- **Regulation of Securities: SEC Answer Book**  
*Steven Mark Levy*
- **Responsibilities of Corporate Officers and Directors Under Federal Securities Law**  
*Doreen Meinck, James Hamilton and Anne Sherry*
- **Representing Corporate Officers, Directors, Managers, and Trustees**  
*Marc J. Lane*
- **Sarbanes-Oxley Act: Planning and Compliance**  
*Diane E. Ambler, Lorraine Massaro and Kristen L. Stewart*
- **Sarbanes-Oxley Manual: A Handbook for the Act and SEC Rules**  
*James Hamilton and Ted Trautman*
- **SEC Today**

## **Business Judgment Rule: Fiduciary Duties of Corporate Directors**

*Stephen A. Radin*

When it comes to advising clients on corporate governance issues, corporate transactions and liability issues, corporate counsel need the solid, battle-proven expertise and expert guidance of A leading practitioner. Meticulously researched and thoroughly analyzed, this guide combines cases, articles, and statutory provisions to help practitioners discover new strategies and tactics for dealing with attempts to gain control of a corporation.

## **Corporate Counsellor's Deskbook**

*Michael A. Epstein and Dennis J. Block*

Offers insightful analysis of the key areas of the law from critical interest to in-house counsel and corporate law departments, as well as outside firms and attorneys who represent corporate clients on a regular basis. The authors provide step-by-step guidance on issues such as employment agreements, executive compensation and managing complex litigation and litigation budgeting.

## **Corporate Financial Disclosure Answer Book**

*Steven Mark Levy*

Provides detailed answers to virtually every regulatory question regarding financial disclosure. The convenient question-and-answer format is ideal for beginners seeking a general understanding of a topic, as well as seasoned professionals grappling with critical issues.

## **The Corporate Governance Advisor**

*Broc Romanek*

This bi-monthly resource provides up-to-date, insightful coverage of corporate governance issues, with thought-provoking analysis and timely news reporting. It monitors developments in Congress, the state legislatures, the SEC, the state securities regulators, other regulatory agencies, and securities exchanges with the assistance of RiskMetrics' Institutional Shareholder Services Division.

## **Corporate Governance Guide**

This guide offers detailed discussion and analysis of a wide range of corporate governance topics, including boards of directors, executive compensation, proxies, meetings and elections, fiduciary duties, periodic reports, individual liabilities, insider transactions, SEC practice and enforcement, mergers and acquisitions, and international considerations.

## **Corporate Governance Guide Smart Charts**

Customizable and exportable charts that let the practitioner compare selected key topics across jurisdictions such as incorporation, capital and surplus, powers, dividends, books and records, shareholders and domestic corporation costs.

## **Corporate Governance Guide Update**

Stay current with this publication covering SEC activities, proposals before Congress, technological developments, international practices, case studies, and more. It is truly an invaluable resource for the corporate secretary and governance professional.

## Corporate Legal Compliance Handbook

*Theodore L. Banks and Frederick Z. Banks*

This guide provides a unique combination: the essentials of the key laws your corporation must address, specific compliance regulations, and practical insights into designing, implementing, and managing an effective—and efficient—legal compliance program.

## Corporate Secretary's Answer Book

*Cynthia M. Krus*

A comprehensive, single-volume reference to address the specific tasks corporate secretaries face on a daily basis in a Q&A format. Every topic is conveniently listed for easy reference with an index organized by commonly used terms. With all of this valuable “know-how” located within one volume, corporate secretaries will be able to find the best way to proceed with any particular matter, quickly and confidently.

## Delaware Law of Corporations and Business Organizations

*R. Franklin Balotti and Jesse A. Finkelstein*

A time-honored resource that provides guidance through all aspects of establishing and operating organizations incorporated in Delaware. Timely coverage includes full discussion of legal precedents as interpreted by the Delaware courts including key Delaware Chancery Court and other court case links, the complex statutory framework underlying Delaware corporation law and business organizations, practical strategies to resolve legal issues, accomplish corporate transactions and conduct litigation. More than 100 practice-tested forms assist with the establishment or operation of a Delaware business entity.

## EDGAR Filer Handbook: A Guide for Electronic Filing with the SEC

*Charles H. Rider*

Prepared by an expert with an intimate working knowledge of the EDGARLink system, the *Handbook* helps practitioners comply with SEC electronic reporting procedures. It explains, step-by-step, how to prepare and submit documents for electronic filing, precisely and efficiently.

## Federal Securities Law Reporter

A comprehensive resource covering the federal laws and rules that regulate the issuance and trading of securities, corporate disclosure, insider reporting, broker-dealer requirements and duties, self-regulatory organizations, investment companies, investment advisers, and accountants and attorneys practicing before the Securities and Exchange Commission. Reporter also includes these primary source databases:

- Federal Securities Cases
- SEC Enforcement Actions
- SEC No-Action Letters
- SEC Releases and Other Materials
- SEC Staff Comment Letters

## FINRA Manual

Published for FINRA, this subscription service includes FINRA Rules, NASD Rules, Incorporated NYSE Rules, Notices to Members, and pertinent SEC rules. The Internet version includes an archive of rules as they existed in the past, dating back over 10 years.

## Folk on the Delaware General Corporation Law

*Edward P. Welch, Robert S. Saunders, Jennifer C. Voss, and Allison L. Land*

The definitive section-by-section guide is regularly cited by courts in states other than Delaware. Its section-by-section coverage makes it easy to quickly find the complete law text and analysis, including astute commentary on recent legislation and the most significant cases (including unreported opinions) with special attention to the more complex areas of practical concern.

## Informal Corporate Disclosure Under Federal Securities Law

*Doreen Meinck, James Hamilton, and Anne Sherry*

Helps practitioners mitigate reputation risk by assuring that disclosure through corporate communication vehicles such as press releases, speeches, analyst conference calls, webcasts, websites, blogs, and investor roadshows adheres to appropriate standards of practice.

## **Insights: The Corporate & Securities Law Advisor**

*Amy L. Goodman*

This timely and informative monthly newsletter provides a direct pipeline to the latest developments in corporate and securities law on the state, national, and international levels. Transactions, office practice, court decisions and behind-the-scenes SEC and regulatory developments are all analyzed and interpreted by the nation's most respected corporate and securities lawyers in law firms, corporations, and government agencies. Includes archives dating back to 2000.

## **Meetings of Stockholders**

*R. Franklin Balotti, Jesse A. Finkelstein and Gregory P. Williams*

Comprehensive, authoritative, and practical, covering every key topic relating to stockholder meetings, from the laws and regulations to the mechanics of running the meeting, including selection of the meeting location, preparation of the chair and officers in creating an agenda.

## **New York Business Corporation Act**

Full text of the corporation law of the State of New York.

## **NYSE Listed Company Manual**

Explains the listing process in detail. Includes certificate forms, governance standards, listing applications and Exchange forms.

## **PCAOB Reporter**

With the enactment of the Sarbanes-Oxley Act of 2002, the Public Company Accounting Oversight Board (PCAOB) now directly oversees the audit of all public companies subject to the securities laws. As a public accountant or public company legal adviser, you now have the added responsibility of keeping abreast of the new and emerging developments at the PCAOB, and across the accounting profession.

## **Practical Guide to SEC Proxy and Compensation Rules**

*Amy L. Goodman and John F. Olson*

This comprehensive resource helps professionals manage every aspect of the proxy process and comply with the latest SEC rules. Designed to meet the special needs of corporate officers and other professionals who must understand and master the latest changes in compensation disclosure and related party disclosure rules, including requirements and initial SEC implementing rules under the Dodd-Frank Wall Street Reform and Consumer Protection Act.

## **Practical Guide to Section 16**

*Stanton P. Eigenbrodt*

This convenient manual provides step-by-step guide through every phase of the Section 16 reporting scheme. Also supplying such helpful materials as Forms 3, 4, and 5 filled out under more than 25 different scenarios an abundance of examples illustrating the effect of the rules; the full text of revised Section 16 and relevant SEC adoptive releases a detailed compliance timetable to assist in planning and meeting deadlines.

## **Regulation of Corporate Disclosure**

*J. Robert Brown*

Complete and up-to-date on the issue of corporate disclosure, covering the impact of the federal securities laws on both informal communications and the process of communicating with shareholders.

## **Regulation of Securities: SEC Answer Book**

*Steven Mark Levy*

A complete guide, organized in a Q&A format, to understanding and complying with the day-to-day requirements of the federal securities laws that affect all public companies. Find concise answers to essential questions about such topics as the Dodd-Frank Act, Exchange Act registration and reporting, executive compensation disclosure, derivatives disclosure, management's discussion and analysis, audit committee responsibilities, Sarbanes-Oxley, electronic filing, interactive financial data, tender offers, proxy solicitations, insider trading, going private transactions, shareholders' rights, SEC investigations, criminal enforcement, and securities class actions.

## **Responsibilities of Corporate Officers and Directors Under Federal Securities Law**

*Doreen Meinck, James Hamilton and Anne Sherry*

Helps mitigate personal risk for management and board members by assuring they have a complete understanding of their duties and liabilities under the federal securities laws.

## **Representing Corporate Officers, Directors, Managers, and Trustees**

*Marc J. Lane*

As a result of numerous recent corporate and accounting scandals, corporate officers, directors, managers, and trustees now face a host of new problems—ranging from a blizzard of new legislation, rules, and responsibilities—to increased SEC oversight, new NYSE and NASDAQ listing standards, new fiduciary and other duties, and crushing new criminal penalties.

## **Sarbanes-Oxley Act: Planning and Compliance**

*Diane E. Ambler, Lorraine Massaro, and Kristen L. Stewart*

Provides a veritable blueprint for an effective corporate compliance program. This unique compendium reflects the current body of relevant SEC, SRO and PCAOB rules, regulations, and interpretations and provides a veritable blueprint for an effective corporate compliance program.

## **Sarbanes-Oxley Manual: A Handbook for the Act and SEC Rules**

*James Hamilton and Ted Trautmann*

Containing detailed discussion of the extensive SEC rulemaking that filled-in the statutory framework, as well as a discussion of the statutes themselves. Also looks at the legislative history, as well as subsequent SEC staff interpretations. In addition, it examines court decisions interpreting various provisions of the Sarbanes-Oxley Act.

## **SEC Today**

SEC Today covers the latest SEC news and policymaking, including top story of the day, No-Action Letters and the SEC News Digest. In addition, each issue of SEC Today provides a full listing of the previous day's filing activity in Securities Act Registrations, Williams Act Filings and Forms 8-K and 6-K.