

# Securities Law Databases

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Westlaw provides securities law practitioners with a comprehensive library of databases covering all stages of federal and state securities practice. This database list describes Westlaw databases that relate to subjects such as Sarbanes-Oxley provisions, Securities and Exchange Commission (SEC) filing requirements, director and officer liability, company stock purchases, insider trading, broker-dealer registration, and mergers and acquisitions. Relevant materials include cases; federal and state statutes and regulations; general and state-specific treatises, practice guides, and forms; journals and law reviews; and current awareness materials.

For descriptions of databases pertaining to related topics, see *Business Law Databases*, *Company Information Databases*, or the Westlaw Directory.

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## Releases and Decisions from the SEC and the CFTC

DATABASE	IDENTIFIER
<b>Federal Securities Law—Administrative Materials</b> Combination of the FINRA, FSEC-ARB, FSEC-CERT, FSEC-CFTC, FSEC-CFTCLTR, FSEC-DIG, FSEC-DISP, FSEC-IRP, FSEC-NAL, FSEC-RELS, NASDAQ-ALERT, NASDAQ-MANUAL, NASD-ARB, NASD-DISP, NASD-MANUAL, NASD-NOTICE, NASD-OHO, and NYSE databases. Coverage varies by source.	FSEC-ADMIN
<b>Federal Securities—Interpretive and Policy Letters</b> Letters responding to written requests or initiated by the SEC that interpret issues impacting securities transactions described in no-action letters. Coverage begins with 1970.	FSEC-IRP
<b>Federal Securities Law—SEC No-Action Letters</b> Letters released by the SEC analyzing and responding to written requests that the SEC take no action regarding the securities transactions described in the letters. Coverage begins with 1970.	FSEC-NAL
<b>Federal Securities Law—SEC Releases</b> Decisions and releases from the SEC, including releases under the Securities Act of 1933, the Securities Exchange Act of 1934, the Public Utility Holding Company Act of 1935, the Trust Indentures Act of 1939, the Investment Company Act of 1940, the Investment Advisers Act of 1940, the Freedom of Information Act, and the Privacy Act of 1974. The database also contains Staff Accounting Bulletins and Staff Legal Bulletins. Coverage of SEC releases and decisions begins with 1933; coverage of Staff Accounting Bulletins and Staff Legal Bulletins begins with 1976 and 1997 respectively.	FSEC-RELS

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<b>Federal Securities Law–SEC News Digest</b>	FSEC-DIG
SEC releases, announcements, and filings published in <i>SEC News Digest</i> . Coverage begins with July 1987.	
<b>Federal Securities Law–Commodity Futures Trading Commission Letters</b>	FSEC-CFTCLTR
No-action, interpretative, and exemption letters and other written communications released by the Commodity Futures Trading Commission (CFTC). Coverage begins with 1987.	
<b>Federal Securities Law–Commodity Futures Trading Commission Decisions</b>	FSEC-CFTC
Adjudicative decisions and other materials released by the CFTC. Coverage of CFTC decisions begins with 1976; coverage of administrative law judge decisions begins with 1983.	
<b>Federal Securities Law–News Releases</b>	FSEC-NR
News releases and other announcements from the SEC and the CFTC. Coverage of SEC releases begins with November 1991; coverage of CFTC releases begins with January 1992.	
<b>Securities and Exchange Commission Forms</b>	FSEC-FORMS
A current compendium of blank forms released by the SEC. The forms are categorized by the securities act to which they belong and can be viewed online or in PDF. Not available to law school subscribers.	
<b>SEC Staff Review Letters</b>	FSEC-SSR
Letters prepared by the staff of the SEC commenting on periodic reports such as 10-Ks, 20-Fs, 10-Qs, and 8-Ks, and transactional reports such as registration statements, proxy filings, and statements related to mergers and acquisitions. Coverage begins with 2002. Not available to law school subscribers.	
<b>Federal Securities Exchange Commission–Miscellaneous Documents</b>	FSEC-MISC
Miscellaneous documents from the SEC including telephone interpretations and comments filed with the SEC on proposed rules, concept releases, interpretive releases, and policy statements. Coverage begins with 1997.	

## Materials from Self-Regulatory Organizations

DATABASE	IDENTIFIER
<b>Federal Securities Law–Arbitration Awards</b>	FSEC-ARB
Summaries of arbitrations released by the New York Stock Exchange (NYSE), American Stock Exchange (Amex), or National Association of Securities Dealers (NASD). A typical arbitration involves a dispute between an investor and a broker-dealer that is resolved within the arbitration program of an exchange. Coverage begins with 1989.	
<b>Federal Securities Law–Stock Exchange Disciplinary Decisions</b>	FSEC-DISP
Decisions released by the NYSE Hearing Panel, the Amex Disciplinary Panel, and NASD National Adjudicatory Council (formerly National Business Conduct Committee) resulting from disciplinary proceedings investigating improper conduct or violations of exchange or NASD rules. Coverage of NYSE Hearing Panel decisions begins with 1972; coverage of Amex Disciplinary Panel decisions begins with 1985; and coverage of NASD National Adjudicatory Council decisions begins with 1990.	
<b>FINANCIAL INDUSTRY REGULATORY AUTHORITY (FINRA) MATERIALS</b>	
<b>Financial Industry Regulatory Authority Combined Materials</b>	FINRA
All documents from the following databases: FINRA-ARB, FINRA-DEC, FINRA-DISP, FINRA-INFO, and FINRA-ORG. Coverage varies by source.	
<b>Financial Industry Regulatory Authority Arbitration Awards</b>	FINRA-ARB
Arbitration awards from FINRA, NASD, and the NYSE. (FINRA was created in July 2007 through the consolidation of the NASD and the member regulation, enforcement, and arbitration functions of the NYSE.) Coverage begins with 1981 for NASD awards, with 1989 for NYSE awards, and with 2007 for FINRA awards.	

<b>Financial Industry Regulatory Authority Decisions</b>	FINRA-DEC
Selected decisions from the Office of Hearing Officers released by FINRA and NASD. Coverage begins with 1998.	
<b>Financial Industry Regulatory Authority Disciplinary Decisions</b>	FINRA-DISP
Exchange Hearing Panel decisions and National Adjudicatory Council (NAC) decisions released by FINRA, the NYSE, and NASD. Coverage of Exchange Hearing Panel decisions begins with 1972; coverage of NAC decisions begins with 1990.	
<b>Financial Industry Regulatory Authority Informational Memoranda and Interpretations</b>	FINRA-INFO
Full text of NYSE information and interpretation memos and the current version of the NYSE <i>Interpretation Handbook</i> , which includes the interpretation memos. Coverage of information memos begins with 1997; coverage of interpretation memos begins with 1976.	
<b>Financial Industry Regulatory Authority Organizational Materials</b>	FINRA-ORG
Notices to members published by NASD and FINRA; the NASD Manual; and the NYSE constitution and rules. Coverage of notices begins with 1983.	
<b>NATIONAL ASSOCIATION OF SECURITIES DEALERS (NASD) MATERIALS</b>	
<b>National Association of Securities Dealers (NASD)–Code of Federal Regulations (Title 12 and Title 17)</b>	NASD-CFR
Documents from title 12 (Banks and Banking) and title 17 (Commodity and Securities Exchanges) of the <i>Code of Federal Regulations</i> (CFR) that relate to NASD and the trading of securities regulated by NASD. Coverage is current.	
<b>National Association of Securities Dealers (NASD)–Federal Register</b>	NASD-FR
Documents from the <i>Federal Register</i> that relate to NASD. Coverage begins with January 1981.	
<b>National Association of Securities Dealers (NASD)–Final, Temporary, and Proposed Regulations</b>	NASD-REG
Combination of the NASD-CFR and NASD-FR databases. Coverage varies by source.	
<b>National Association of Securities Dealers (NASD)–Arbitration Awards</b>	NASD-ARB
Arbitration awards from proceedings governed by the Code of Arbitration Procedure in the <i>NASD Manual</i> of the NASD. The code governs arbitration of disputes, claims, and controversies arising out of the business of an NASD member. Coverage begins with 1981.	
<b>National Association of Securities Dealers (NASD)–Disciplinary Decisions</b>	NASD-DISP
Decisions of the NASD National Adjudicatory Council reviewing actions, decisions, and sanctions of an NASD district business conduct committee or the Market Regulation Committee regarding membership compliance with rules and regulations of NASD, the SEC, the Federal Reserve system, or the Municipal Securities Rulemaking Board. Selected coverage begins with 1990; full coverage begins with 1992.	
<b>National Association of Securities Dealers (NASD) Manual</b>	NASD-MANUAL
Full text of the <i>NASD Manual</i> , published by NASD, which contains the rules and regulations governing the Nasdaq Stock Market, as well as the over-the-counter securities market and the products traded in it. The manual includes NASD and Nasdaq bylaws, membership and registration rules, rules of conduct for NASD members, Nasdaq marketplace rules, NASD procedural rules, and NASD-related rules and regulations of the SEC. Coverage is current.	
<b>National Association of Securities Dealers (NASD)–Notices to Members</b>	NASD-NOTICE
Full text of <i>Notices to Members</i> , a monthly publication of NASD that provides time-sensitive regulatory information about NASD, including reports on amended rules, legal interpretations and compliance guidelines, descriptions of actions taken by NASD against individuals and firms, and other announcements. Coverage begins with 1983.	
<b>National Association of Securities Dealers (NASD)–Office of Hearing Officers</b>	NASD-OHO
Hearing Panel decisions released by the NASD Office of Hearing Officers. Selected coverage begins with 1998.	

<b>Nasdaq Alerts</b>	NASDAQ-ALERT
Full text of National Association of Securities Dealers Automated Quotation (Nasdaq) regulatory and issuer alerts. Coverage begins with 2006.	
<b>Nasdaq Manual</b>	NASDAQ-MANUAL
Full text of the <i>Nasdaq Manual</i> , which contains the rules and regulations of the Nasdaq system, including Nasdaq bylaws, membership and registration rules, rules of conduct for Nasdaq members, marketplace rules, procedural rules, and Nasdaq-related rules and regulations of the SEC.	
<b>NEW YORK STOCK EXCHANGE (NYSE) MATERIALS</b>	
<b>NYSE Combined Material</b>	NYSE
Combined NYSE documents from the NYSE Arbitration Decisions (NYSE-ARB), NYSE Constitution (NYSE-CONST), NYSE Constitution and Rules (NYSE-RULES), NYSE Disciplinary Decisions (NYSE-DISP), NYSE Information Memos (NYSE-INFOMEM), NYSE Interpretation Handbook (NYSE-INTRP), NYSE Interpretation Memos (NYSE-INTRPMEM), and NYSE Listed Company Manual (NYSE-LCM) databases.	
<b>NYSE Arbitration Decisions</b>	NYSE-ARB
Summaries of arbitrations released by the NYSE, typically involving a dispute between an investor and a broker-dealer. Coverage begins with 1989.	
<b>NYSE Constitution</b>	NYSE-CONST
Full text of the current version of the NYSE constitution.	
<b>NYSE Constitution and Rules</b>	NYSE-RULES
Full text of the NYSE constitution and rules.	
<b>NYSE Disciplinary Decisions</b>	NYSE-DISP
Decisions released by the NYSE Hearing Panel in disciplinary proceedings investigating improper conduct or violations of NYSE rules. Coverage begins with 1972.	
<b>NYSE Information Memos</b>	NYSE-INFOMEM
Full text of NYSE information memos, which alert exchange constituents to changes in NYSE trading policies and practices. Each memo includes the rule text, as well as an explanation and clarification of the ramification of the change. Coverage begins with 1997.	
<b>NYSE Interpretation Handbook</b>	NYSE-INTRP
Full text of volumes I and II of the <i>New York Stock Exchange Interpretation Handbook</i> , which includes clarifications and interpretations developed from the rules, practices, and procedures of the Regulation and Surveillance Group of the NYSE, as well as interpretations developed in concert with the staff of the SEC.	
<b>NYSE Interpretation Memos</b>	NYSE-INTRPMEM
Full text of clarifications and interpretations and outstanding SEC pronouncements, as published in volume II of the <i>New York Stock Exchange Interpretation Handbook</i> . Coverage begins with 1976.	
<b>NYSE Listed Company Manual</b>	NYSE-LCM
Full text of the <i>New York Stock Exchange Listed Company Manual</i> , the NYSE's basic handbook of policies, practices, and procedures for listed companies. The manual details the original and continued listing requirements of the exchange and sets forth rules and policies on such matters as corporate governance, shareholder communications, and shareholder approval.	
<b>Federal Regulations</b>	
<b>DATABASE</b>	<b>IDENTIFIER</b>
<b>Federal Commodity Futures Trading Commission—Code of Federal Regulations</b>	FCFTC-CFR
Documents from the CFR that relate to the CFTC.	

<b>Federal Commodity Futures Trading Commission–Federal Register</b> Documents from the <i>Federal Register</i> that relate to the CFTC. Coverage begins with January 1981.	FCFTC-FR
<b>Federal Securities Law–Code of Federal Regulations</b> Documents from the CFR that relate to trading and distribution of investment securities and commodity futures.	FSEC-CFR
<b>Federal Securities Law–Federal Register</b> Documents from the <i>Federal Register</i> that relate to trading and distribution of investment securities and commodity futures. Coverage begins with January 1981.	FSEC-FR
<b>Federal Securities Law–Final, Temporary, and Proposed Regulations</b> Combination of the FSEC-CFR and FSEC-FR databases. Coverage varies by source.	FSEC-REG
<b>Securities Regulations Suite</b> Securities-related rules and regulations from the administrative codes of all 50 states and the District of Columbia and the CFR. Coverage varies by jurisdiction.	SEC-REGS

## Federal Statutes, Rules of Practice, and Legislative History

DATABASE	IDENTIFIER
<b>Federal Commodity Futures Trading Commission–United States Code Annotated</b> Text of the Commodity Exchange Act as codified in the <i>United States Code Annotated</i> <sup>®</sup> (USCA <sup>®</sup> ).	FCFTC-USCA
<b>Federal Securities Law–U.S. Code Annotated</b> Documents from the USCA that relate to trading and distribution of investment securities and commodity futures, including rules of practice for the SEC.	FSEC-USCA
<b>Federal Securities Law–Rules</b> The most recent version of the Rules of Practice for the SEC from the USCA.	FSEC-RULES
<b>Federal Securities Law–Legislative History</b> The legislative history of securities laws beginning with 1933. This history includes congressional committee reports as reprinted in the <i>U.S. Code Congressional and Administrative News</i> <sup>®</sup> beginning with 1948. From 1990 forward, FSEC-LH contains all securities-related congressional committee reports, including reports on bills that did not become law. Presidential signing statements, issued at the time the president signs a bill into law, are also available.	FSEC-LH
<b>Arnold &amp; Porter Legislative History: Government Securities Act of 1986</b> Comprehensive legislative history of the Government Securities Act of 1986, Pub. L. No. 99-571, compiled by Arnold & Porter, including the text of bills, committee reports, transcripts of hearings, and other documents.	GOVSEC86-LH
<b>Arnold &amp; Porter Legislative History: Government Securities Reform Act of 1993</b> Comprehensive legislative history of the Government Securities Reform Act of 1993, Pub. L. No. 103-202, compiled by Arnold & Porter, including the text of bills, committee reports, transcripts of hearings, and other documents.	GOVSEC93-LH
<b>Arnold &amp; Porter Legislative History: Insider Trading Act</b> Comprehensive legislative history of the Insider Trading and Securities Fraud Enforcement Act of 1988, Pub. L. No. 100-704, compiled by Arnold & Porter, including the text of bills, committee reports, transcripts of hearings, and other documents.	INSIDER-LH
<b>Arnold &amp; Porter Legislative History: Sarbanes-Oxley Act of 2002</b> Legislative history of the Sarbanes-Oxley Act of 2002, Pub. L. No. 107-204, compiled by Arnold & Porter, including the text of bills, committee reports, transcripts of hearings, and other documents.	SAROX-LH

## Federal Case Law

DATABASE	IDENTIFIER
<b>Federal Securities Law–Cases</b> Cases from the U.S. Supreme Court, courts of appeals, district courts, bankruptcy courts, Court of Federal Claims, Tax Court, military courts, and related federal and territorial courts that relate to trading and distribution of investment securities and commodity futures. Coverage begins with 1789.	FSEC-CS
<b>Federal Securities Law–Supreme Court Cases</b> Cases from the U.S. Supreme Court that relate to trading and distribution of investment securities and commodity futures. Coverage begins with 1790.	FSEC-SCT
<b>Federal Securities Law–Courts of Appeals Cases</b> Cases from the federal appellate courts that relate to trading and distribution of investment securities and commodity futures. Coverage begins with 1891.	FSEC-CTA
<b>Federal Securities Law–District Courts Cases</b> Cases from the primary federal courts of original jurisdiction that relate to trading and distribution of investment securities and commodity futures. Coverage begins with 1789.	FSEC-DCT

## Combined Federal Materials

DATABASE	IDENTIFIER
<b>Federal Securities Law–Combined Materials</b> Combination of the FSEC-CODREG, FSEC-CS, and FSEC-ADMIN databases. Coverage varies by source.	FSEC-ALL
<b>Federal Securities Law–Code and Regulations</b> Combination of the FSEC-USCA, FSEC-FR, and FSEC-CFR databases. Coverage varies by source.	FSEC-CODREG

## State Case Law and Administrative Decisions

DATABASE	IDENTIFIER
<b>Multistate Securities and Blue Sky Law–Cases</b> <b>Individual State Securities and Blue Sky Law–Cases</b> Cases from the state courts of all 50 states and the District of Columbia that relate to trading and distribution of investment securities and commodity futures. Coverage varies by state. Individual state cases are found in databases with the identifier XXSEC-CS, where XX is a state's two-letter postal abbreviation.	MSEC-CS XXSEC-CS
<b>Multistate Securities and Blue Sky Law–Administrative Decisions</b> <b>Individual State Securities and Blue Sky Law–Administrative Decisions</b> Orders, opinions, and no-action letters prepared by state agencies with responsibility for securities matters in selected states. Coverage varies by state. Decisions from individual states are found in the XXSEC-ADMIN databases, where XX is the state's two-letter postal abbreviation. Decisions from the following states are available: AL, AR, AZ, CA, CO, CT, DE, FL, IA, ID, IL, IN, KS, KY, LA, MA, MD, MI, MN, MO, NJ, OH, OK, PA, SD, TX, UT, VA, VT, WA, and WI.	MSEC-ADMIN XXSEC-ADMIN
<b>Securities Decisions Multibase</b> Documents pertaining to securities-related matters from administrative agencies in selected states. Coverage varies by jurisdiction. Not available to law school subscribers.	SECDEC-ALL
<b>Maine Office of Securities Decisions</b> Decisions issued by the Maine Office of Securities. Coverage begins with February 2001. Not available to law school subscribers.	ME-SECDEC

<b>Massachusetts Division of Administrative Law Appeals Decisions</b>	<b>MA-ADMINDEC</b>
Decisions issued by the Massachusetts Division of Administrative Law Appeals, which conducts hearings for approximately 20 state agencies. Coverage begins with April 2002. Not available to law school subscribers.	
<b>North Carolina Securities Division Decisions</b>	<b>NC-SECDEC</b>
Decisions issued by the North Carolina Securities Division. Coverage begins with February 2004. Not available to law school subscribers.	
<b>Oregon Division of Finance and Corporate Securities Decisions</b>	<b>OR-SECDEC</b>
Decisions issued by the Oregon Division of Finance and Corporate Securities. Coverage begins with 2000. Not available to law school subscribers.	
<b>Oregon Office of Administrative Hearings Decisions</b>	<b>OR-ADMINDEC</b>
Decisions issued by the Oregon Office of Administrative Hearings. Coverage begins with January 2000. Not available to law school subscribers.	
<b>Tennessee Department of Commerce and Insurance Securities Division Decisions</b>	<b>TN-SECDEC</b>
Decisions issued by the Tennessee Department of Commerce and Insurance, Securities Division. Coverage begins with January 2000.	
<b>Texas State Office of Administrative Hearings Decisions</b>	<b>TX-ADMINDEC</b>
Decisions issued by the Texas State Office of Administrative Hearings relating to various Texas state agencies, including the Department of Public Safety, the Department of Insurance, and the Employees Retirement System. Coverage begins with January 2000. Not available to law school subscribers.	
<b>Wyoming Securities Division Decisions</b>	<b>WY-SECDEC</b>
Decisions issued by the Wyoming Secretary of State, Securities Division. Coverage begins with January 2000. Not available to law school subscribers.	

## State Statutes and Regulations

<b>DATABASE</b>	<b>IDENTIFIER</b>
<b>Blue Sky Statutes and Regulations–Combined Individual State Blue Sky–Combined</b>	<b>BLUESKY-COMBINED XXSEC-COMBINED</b>
Sections from the annotated statutes and administrative codes of all 50 states, the District of Columbia, Guam, and Puerto Rico that relate to the trading and distribution of investment securities and commodity futures, including corporate acquisitions and takeovers, securities fraud, insider trading, state regulation of exchanges and markets, investment advisers, investment companies and mutual funds, and securities brokers. Statutes and regulations from individual jurisdictions are found in the XXSEC-COMBINED database, where XX is a jurisdiction's two-letter postal abbreviation.	
<b>Blue Sky Statutes Individual State Blue Sky Statutes</b>	<b>BLUESKY-ST XXSEC-ST</b>
Annotated statutes from all 50 states, the District of Columbia, Puerto Rico, and Guam that relate to the trading and distribution of investment securities and commodity futures, including corporate acquisitions and takeovers, securities fraud, insider trading, state regulation of exchanges and markets, investment advisers, investment companies and mutual funds, and securities brokers. Statutes from individual jurisdictions are found in databases with the identifier XXSEC-ST, where XX is a jurisdiction's two-letter postal abbreviation.	
<b>Blue Sky Regulations Individual State Blue Sky Regulations</b>	<b>BLUESKY-REG XXSEC-REG</b>
Blue sky and related securities regulations from all 50 states, the District of Columbia, Guam, and Puerto Rico. Regulations for individual jurisdictions are found in databases with the identifier XXSEC-REG, where XX is a jurisdiction's two-letter postal abbreviation. Not available to law school subscribers.	

<b>50 State Survey–Securities (Statutes and Regulations)</b>	<b>SURVEY-SEC</b>
Surveys of state statutes and regulations pertaining to securities plus references to the applicable statutes and regulations. Not available to law school subscribers.	

<b>Securities Regulations Suite</b>	<b>SEC-REGS</b>
Securities-related rules and regulations from the administrative codes of all 50 states and the District of Columbia and the <i>Code of Federal Regulations</i> . Coverage varies by jurisdiction.	

## Other State Administrative Materials

<b>DATABASE</b>	<b>IDENTIFIER</b>
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<b>Multistate Regulatory Securities Contact Lists</b>	<b>SECCTL-ALL</b>
<b>Individual State Regulatory Securities Contact Lists</b>	<b>XX-SECCTL</b>

Contact information for departments or agencies that deal with securities-related matters, such as the department name, address, and phone number and the names of individuals to contact at the department. Coverage begins with 2006. Information from individual jurisdictions is found in databases with the identifier XX-SECCTL, where XX is a jurisdiction's two-letter postal abbreviation.

<b>Multistate Regulatory Securities Forms</b>	<b>SECFMS-ALL</b>
<b>Individual State Regulatory Securities Forms</b>	<b>XX-SECFMS</b>

Forms and instructions, if available, from state agencies or departments that deal with securities-related matters. Coverage begins with 2006. Information from individual jurisdictions is found in databases with the identifier XX-SECFRMS, where XX is a jurisdiction's two-letter postal abbreviation.

<b>Multistate Regulatory Securities Guidelines and Manuals</b>	<b>SECMAN-ALL</b>
<b>Individual State Regulatory Securities Guidelines and Manuals</b>	<b>XX-SECMAN</b>

Guidelines and manuals from state agencies or departments in all 50 states and the District of Columbia that deal with securities-related matters. Coverage begins with 2006. Information from individual jurisdictions is found in databases with the identifier XX-SECMAN, where XX is a jurisdiction's two-letter postal abbreviation.

<b>Multistate Regulatory Securities Materials</b>	<b>REGSEC-ALL</b>
<b>Individual State Regulatory Securities Materials</b>	<b>XX-REGSEC</b>

Guidelines and manuals, contact lists, and forms from administrative agencies or departments in all 50 states and the District of Columbia that deal with securities-related matters. Coverage begins with 2006. Information from individual jurisdictions is found in databases with the identifier XX-REGSEC, where XX is a jurisdiction's two-letter postal abbreviation.

## Court Documents and Docket Information

<b>DATABASE</b>	<b>IDENTIFIER</b>
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<b>Andrews Derivatives Litigation Reporter Court Documents</b>	<b>ANDERLR-DOC</b>
Court documents that are cited in the Andrews Derivatives Litigation Reporter database (ANDERLR), including petitions, complaints, briefs, motions, and memoranda. Coverage begins with 2000.	

<b>Andrews Mergers and Acquisitions Litigation Reporter Court Documents</b>	<b>ANMALR-DOC</b>
Court documents that are cited in the Andrews Mergers and Acquisitions Litigation Reporter database (ANMALR), including petitions, complaints, briefs, motions, and memoranda. Coverage begins with 2000.	

<b>Andrews Securities Litigation and Regulation Reporter Court Documents</b>	<b>ANSLRR-DOC</b>
Court documents that are cited in the Andrews Securities Litigation and Regulation Reporter database (ANSLRR), including petitions, complaints, briefs, motions, and memoranda. Coverage begins with 2000.	

<b>Federal Securities Briefs</b>	<b>FSEC-BRIEF</b>
Selected briefs filed with the U.S. Supreme Court and courts of appeals that relate to the trading and distribution of investment securities and commodity futures. Coverage begins with 1942.	
<b>Securities Trial Filings</b>	<b>SEC-FILING</b>
Motions, memoranda, pleadings, and other trial filings related to securities litigation in state and federal courts. Coverage begins with 1993.	
<b>Securities Trial Motions</b>	<b>SEC-MOTIONS</b>
Motions and memoranda filed in securities cases in state and federal courts. Coverage begins with 1997.	
<b>Securities Trial Pleadings</b>	<b>SEC-PLEADINGS</b>
Pleadings, complaints, and answers filed in securities cases in state and federal courts. Coverage begins with 1997.	
<b>Dockets–Federal Securities</b>	<b>DOCK-FSEC</b>
Docket information on active and inactive securities cases filed in U.S. district courts and U.S. courts of appeals. Coverage of full docket records begins with January 2000; coverage of docket index records begins with 1990.	
<b>Dockets–Securities</b>	<b>DOCK-SEC</b>
Docket information for securities-related cases filed in U.S. district courts. Coverage begins with January 2000.	
<b>Securities Combined Jury Verdicts and Settlement Summaries</b>	<b>SEC-JV</b>
Summaries of jury verdicts, judgments, settlements, and arbitration awards compiled by various jury verdict publishers that relate to the trading and distribution of investment securities and commodity futures. Coverage varies by source.	

## SEC Filings

<b>DATABASE</b>	<b>IDENTIFIER</b>
<b>EDGAR–SEC Filings</b>	<b>EDGAR</b>
Annual reports, proxy statements, 10-K and 10-Q reports, and other documents filed with the SEC via the Electronic Data Gathering, Analysis, and Retrieval (EDGAR) system. Full-text EDGAR filings are available beginning with April 1993; records of other filings are available beginning with 1968.	
<b>Federal Securities Law–Sworn Certification of Financial Statements</b>	<b>FSEC-CERT</b>
Sworn statements filed with the SEC by principal executive officers and principal financial officers certifying financial statements contained in annual or quarterly reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934, as required by the Sarbanes-Oxley Act of 2002. Coverage begins with August 2002.	
<b>Insider Stock Transactions</b>	<b>STOCK</b>
Current information on stock transactions and holdings of shareholders owning at least 10 percent of stock in public companies and the directors and executive officers of those companies. Also includes notices of proposed sales of restricted securities.	
<b>Securities and Exchange Commission Corporate Filings</b>	<b>SEC-ONLINE</b>
Annual reports, proxy statements, 10-Ks, and 10-Qs filed nonelectronically with the SEC by public companies listed on the NYSE and Amex and by more than 2,000 National Market System companies traded within Nasdaq. Coverage begins with January 1987.	

## Company Information

DATABASE	IDENTIFIER
<b>Company Index</b> Information on companies or filing entities that have filed documents with major U.S. stock exchanges, international exchanges, or U.S. government agencies such as the SEC, the Office of the Comptroller of the Currency, and the Federal Deposit Insurance Corporation. Information includes company name, address, and telephone number; state of incorporation; stock exchange; Standard Industrial Classification (SIC) codes; and Fortune/Forbes numbers. Coverage begins with 1968.	COMPANY
<b>Corporate Governance Reports</b> Corporate governance information derived from reports from Institutional Shareholder Services (ISS) and other investment analysts that review recent performance by a company and evaluate the quality of a corporation's board according to the ISS corporate governance quotient (CGQ). A company's CGQ is designed to help investors compare the corporate governance structures in place at those U.S. companies regularly filing with the SEC. In addition, reports often recommend a vote regarding a proxy issue or make a buy-sell recommendation. Reports are available in PDF. Coverage begins with January 1997. Not available to law school subscribers.	CORPGOV
<b>Insider Stock Transactions</b> Current information on stock transactions and holdings of shareholders owning at least 10 percent of stock in public companies and the directors and executive officers of those companies. Also includes notices of proposed sales of restricted securities.	STOCK
<b>Institutional Shareholder Services Reports</b> Reports from ISS that analyze proxy issues and make voting recommendations for annual shareholder meetings. ISS reports include performance summaries, analysis of proposed merger agreements, and corporate governance profiles that evaluate the quality of corporate boards and the effect their governance practices may have on performance. Reports are available in PDF. Coverage begins with January 1997. Not available to law school subscribers.	ISS
<b>Investext Current PDF Reports</b> The three most recent Investext research reports for a company or industry, written by investment specialists from more than 600 investment banks, brokerage houses, and research firms worldwide, including Morgan Stanley Dean Witter, Merrill Lynch, Credit Suisse First Boston, Salomon Smith Barney, Robertson Stephens, and Lehman Brothers. More than 46,000 U.S. and international companies and 53 industries are covered. Reports are available in PDF. Not available to law school subscribers.	INVESTEXT-CURRNT
<b>Investext PDF</b> Full-text Investext research reports written by investment specialists from leading brokerage houses, investment banks, and financial research firms worldwide, covering more than 46,000 U.S. and international companies and 53 industries. Reports are available in PDF. Coverage begins with January 1997. Not available to law school subscribers.	INVESTEXT-PDF
<b>Market Share</b> Market-share information derived from Investext analyst reports gauging the percentage of total sales of a given product that are attributable to a given company. Company-specific data may also indicate the relative market share of a company within a larger industry group. Reports are available in PDF. Data is presented in textual, tabular, and graphical format. Coverage begins with January 1997. Not available to law school subscribers.	MARKETSHARE

## Industry News and Information

DATABASE	IDENTIFIER
<b>Securities and Blue Sky News</b> News and information about securities-related topics from newspapers, magazines, journals, newsletters, transcripts, and wires. Topics include acquisitions, mergers and takeovers, securities, block trades, bond and stock ratings, buybacks, commodities, corporate bonds, currency options, debt futures and options, Eurobonds, indexes, initial public offerings, insider trading, privatization, proxy filings, restructurings and recapitalizations, securities regulation, shareholder rights, spinoffs, the CFTC, and the SEC. Coverage varies by source.	SECNEWS
<b>Andrews Civil RICO Litigation Reporter</b> Text of the <i>Civil RICO Litigation Reporter</i> , which covers issues raised by the application of the Racketeer Influenced and Corrupt Organizations (RICO) Act provisions for civil actions. Coverage begins with November 1996.	ANCRLR
<b>Andrews Derivatives Litigation Reporter</b> Text of the <i>Derivatives Litigation Reporter</i> containing summaries of exchange-traded financial and currency derivatives disputes and providing coverage of shareholder class actions and regulatory agency proceedings, fiduciary duty, disclosure of risk, liability of rating services, bond issuer obligations, and adviser liability. Coverage begins with November 1996.	ANDERLR
<b>Andrews Mergers and Acquisitions Litigation Reporter</b> Text of the <i>Mergers and Acquisitions Litigation Reporter</i> (formerly the <i>Leveraged Buyouts and Acquisitions Litigation Reporter</i> ), a newsletter covering recent developments in litigation involving leveraged buyouts and acquisitions, including antitrust, class action, insurance, and restructuring issues. Coverage begins with December 1996.	ANMALR
<b>Andrews Securities Litigation and Regulation Reporter</b> Text of <i>Securities Litigation and Regulation Reporter</i> , a newsletter (formerly the Securities and Commodities Litigation Reporter) that covers lawsuits brought in state and federal courts involving the SEC, the CFTC, and other regulatory and enforcement agencies. Topics include securities and commodities fraud, breach of duty, unauthorized trading, and false statements and material omissions. Coverage begins with November 1996.	ANSLRR
<b>Corporate Governance Expert Commentary</b> Expert commentary on corporate governance issues from the law firm of Holme Roberts & Owen LLP. Coverage begins with January 2003.	CORPGOV-EXP
<b>D&amp;O Advisor</b> Full-text articles from the <i>D&amp;O Advisor</i> , a quarterly magazine for corporate directors and officers that focuses on corporate governance and legal risk management issues. Coverage begins with March 2004.	DOADVR
<b>Edgar Prospector</b> Text of the <i>Edgar Prospector</i> , a monthly newsletter highlighting useful legal documents available in the SEC's EDGAR database. A brief description of each document, along with its full EDGAR citation, is included. Coverage begins with September 2005.	EDGARPRS
<b>Futures and Derivatives Law Report</b> Information and expert commentary on regulations, compliance, the courts, and legislation. Selected coverage begins with May 1996; full coverage begins with 1998.	GLFDLR
<b>Internet Law and Strategy</b> Articles from <i>Internet Law and Strategy</i> , a monthly newsletter that covers topics on how to use the Internet in your practice and how to research online. It also covers securities fraud online and provides reviews of the best Web sites available. Coverage begins with January 2003. The database also includes articles from its predecessor publications: <i>Internet Newsletter</i> (June 1998 through November 2002) and <i>e-Securities</i> (September 1998 through November 2002). Not available to Patron Access subscribers.	INTERLSTR

<b>Money Manager's Compliance Guide Newsletter</b>	MNYMGUIDE-NWL
Full-text articles from the monthly <i>Money Manager's Compliance Guide</i> newsletter, which provides news and information about the latest SEC, CFTC, and Department of Labor regulations, enforcement practices, and policies; court decisions; and risk prevention procedures. Coverage begins with August 2004.	
<b>PLI Compliance Counselor</b>	PLI-CC
Full-text articles from the Practising Law Institute's (PLI) <i>Compliance Counselor</i> , a newsletter that covers governance and regulatory issues. Coverage begins with February 2004.	
<b>Securities and Federal Corporate Law Report</b>	SECFEDCLN
A newsletter published 11 times per year that provides expert analysis and commentary on major developments in securities law. Coverage begins with January 2003.	
<b>Securities Litigation Report</b>	GLSLR
Articles from <i>Securities Litigation Report</i> , a monthly newsletter that analyzes the latest developments in private actions and government enforcement. Coverage begins with October 2005.	
<b>Wallstreetlawyer.com: Securities in the Electronic Age</b>	GLWSLAW
Text of Glasser LegalWorks' newsletter <i>Wall Street Lawyer</i> , which covers how the SEC applies traditional concepts and precedents to electronic commerce via the Internet and responds to issues involving capital raising, disclosure, and enforcement. Coverage begins with July 1997.	
<b>Westlaw Topical Highlights—Securities Regulation</b>	WTH-SEC
Documents prepared by the West editorial staff that summarize recent developments in securities law.	
<b>West Legal Directory—Securities</b>	WLD-SEC
Profiles of law firms and branch offices and biographical records of attorneys who practice securities law in any of the 50 states, the District of Columbia, Puerto Rico, the Virgin Islands, and Canada. Coverage is current.	

## BNA Current Awareness Databases

DATABASE	IDENTIFIER
<b>BNA Broker/Dealer Compliance Report</b>	BNA-BDC
A weekly publication prepared by the BNA editorial staff that covers changes in federal and state securities laws, regulations of the SEC and other federal agencies, and policies of NASD and other self-regulatory organizations affecting broker and dealer compliance responsibilities. Coverage begins with January 2001. Not available to law school subscribers.	
<b>BNA Corporate Governance Report</b>	BNA-CGR
A biweekly publication that reports on and analyzes activities in the courts, Congress and state legislatures, state and federal regulatory agencies, and the private sector relating to corporate and business law. Coverage begins with June 1998. Not available to law school subscribers.	
<b>BNA Daily Report for Executives</b>	BNA-DER
Text from BNA's <i>Daily Report for Executives</i> , which reports on and analyzes legislative, judicial, and administrative activities that affect decision making and planning in business, including analyses of economics, energy and environmental developments, federal appropriations and the budget, government contracts and grants, securities regulation, and tax developments. Includes summaries of current developments, digests of court and administrative agency decisions, and the full text of proposed and final legislation and government regulations. Coverage begins with January 1986. Not available to law school subscribers.	
<b>BNAI World Securities Law Report</b>	BNA-WSLR
A monthly publication from BNA International that provides news of developments in the regulation of securities transactions around the world, as well as expert analysis and practical guidance regarding these developments. Coverage begins with September 2004. Not available to law school subscribers.	

<b>BNA Mergers and Acquisitions Law Report</b>	<b>BNA-MALR</b>
A weekly publication that reports on and analyzes developments in the courts, the U.S. Congress and state legislatures, state and federal regulatory agencies, and the private sector that affect mergers and acquisitions. Coverage begins with January 1999. Not available to law school subscribers.	
<b>BNA Securities Law Daily</b>	<b>BNA-SLD</b>
Documents from <i>Securities Law Daily</i> , a BNA monitoring service that contains reports on and analyses of legislative, judicial, and administrative activities at the federal and state level that affect acquisitions, mergers, securities, and commodities. Coverage begins with March 1987. Not available to law school subscribers.	
<b>BNA Securities Library</b>	<b>BNA-SECURITIES</b>
All documents from the BNA-SLD and the BNA-SRLR databases. Coverage varies by source. Not available to law school subscribers.	
<b>BNA Securities Regulation and Law Report</b>	<b>BNA-SRLR</b>
Reports and analyses covering legislative, judicial, administrative, and business activities that affect the regulation of securities and commodities at the federal and state levels. Includes summaries of current developments; digests of court decisions; and the full or partial text of rules, legislation, and important court rulings. Coverage begins with January 1986. Not available to law school subscribers.	

## BNA Portfolios

<b>DATABASE NAME</b>	<b>IDENTIFIER</b>
<b>BNA Corporate Practice Portfolios: Corporate and Securities (Multibase)</b>	<b>BNACPS-SEC</b>
Complete text of all portfolios related to regulation of corporate securities in the BNA Corporate Practice Library available on Westlaw. Not available to law school subscribers.	
<b>BNA Corporate Practice Portfolios: Annual Reporting Under the Federal Securities Laws</b>	<b>BNACPS-AR</b>
Text of BNA's Portfolio No. 33-2, which analyzes the federal annual reporting requirements applicable to most publicly traded corporations, with a focus on the Securities Act of 1933, the Securities Exchange Act of 1934, and the regulations promulgated by the SEC to implement the annual disclosure provisions of those laws. Topics covered include the Annual Report to Security Holders and the SEC's Form 10-K, the SEC's integrated disclosure system, and liability issues relating to nondisclosure and untruthful disclosure. Worksheets provide tools to assist in preparing annual reports, including a timetable, duty list, sample questionnaire, and sample power of attorney. Not available to law school subscribers.	
<b>BNA Corporate Practice Portfolios: Appraisal Rights in Mergers and Consolidations</b>	<b>BNACPS-AP</b>
Text of BNA's Portfolio No. 38-4, which examines the statutory appraisal process and the determination of fair value. Topics covered include the requirements for perfecting appraisal rights, the methods and factors that the courts rely on, and the litigation aspects of the Delaware appraisal proceeding. Worksheets include a list of state appraisal statutes and model forms. Not available to law school subscribers.	
<b>BNA Corporate Practice Portfolios: Attorney-Client Privilege and Work-Product Doctrine: Corporate Applications</b>	<b>BNACPS-ACP</b>
Text of BNA's Portfolio No. 22-3, which traces the historical development of the attorney-client privilege and the work-product doctrine and explains in detail their purposes, availability to corporations, scope of protection, and relation to each other. Worksheets include a sample statement of non-waiver of the privilege in the case of voluntary submissions to government investigators. Not available to law school subscribers.	

<p><b>BNA Corporate Practice Portfolios: Audit Committees</b></p> <p>Text of BNA's Portfolio No. 49-4, which covers the establishment and maintenance of effective audit committees. It discusses the Report and Recommendations of the Blue Ribbon Committee on Improving the Effectiveness of Corporate Audit Committees and the study commissioned by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO Report). Topics covered include the potential liability of audit committee members. Worksheets contain auditing standards and sample resolutions and charters. Not available to law school subscribers.</p>	BNACPS-AUD
<p><b>BNA Corporate Practice Portfolios: Avoiding Classification as an Investment Company: Exemptions and Exclusions for Business Corporations</b></p> <p>Text of BNA's Portfolio No. 65-2, which examines the Investment Company Act of 1940, which is intended to regulate entities that pool money contributed by the public for the purpose of investing in securities, with a view to avoiding regulation of business corporations by the Act. Emphasis is on avoiding classification as an investment company. It includes discussions of balance sheet analysis, statutory exclusions, regulatory exemptions, and legal opinions as to the status of business corporations as investment companies. Not available to law school subscribers.</p>	BNACPS-CLA
<p><b>BNA Corporate Practice Portfolios: Avoiding Liability for Hazardous Waste: RCRA, CERCLA, and Related Corporate Law Issues</b></p> <p>Text of BNA's Portfolio No. 57-2, which provides an overview of the two statutory and regulatory systems through which federal law imposes responsibilities relating to the management of hazardous waste and the cleanup of contaminated sites. It emphasizes the issues faced by the operation of industrial facilities that generate hazardous waste or did so in the past. Worksheets include the text of more than a dozen Environmental Protection Agency guidance documents on compliance with the Resource Conservation and Recovery Act and the Comprehensive Environmental Response, Compensation, and Liability Act and a glossary of key terminology and abbreviations. Not available to law school subscribers.</p>	BNACPS-HAZ
<p><b>BNA Corporate Practice Portfolios: Beneficial Ownership Reporting: Schedules 13D and 13G</b></p> <p>Text of BNA's Portfolio No. 68, which discusses the disclosure requirements set out under sections 13(d) and 13(g) of the Securities and Exchange Act of 1934, with an emphasis on the administrative law and case law that has arisen around the disclosure requirements. Worksheets include relevant SEC schedules, forms, and regulations. Not available to law school subscribers.</p>	BNACPS-BOR
<p><b>BNA Corporate Practice Portfolios: Board of Directors</b></p> <p>Text of BNA's Portfolio No. 63-2, which provides an overview of the problems and responsibilities facing the modern corporate board. Topics covered include the duties of directors, the role of committees, proxy contents, the business judgment rule, and potential liabilities under environmental laws. Worksheets include sample certificates and resolutions, a state-by-state list of statutes limiting director liability, and sample proxy statements. Not available to law school subscribers.</p>	BNACPS-BD
<p><b>BNA Corporate Practice Portfolios: Bond Financing</b></p> <p>Text of BNA's Portfolio No. 13-3, which discusses the practical aspects of bond financing for business enterprises, municipalities, and not-for-profit entities. Topics covered include the parts of a typical bond indenture, the provisions in laws governing bond sales, and the aspects of the issuance and sale of bonds. Worksheets include parts of the American Bar Foundation's Mortgage Bond Indenture Form and other sample documents associated with the issuance of corporate bonds. Not available to law school subscribers.</p>	BNACPS-BF
<p><b>BNA Corporate Practice Portfolios: Business Uses of the Freedom of Information Act</b></p> <p>Text of BNA's Portfolio No. 14-3, which analyzes the federal statutory framework by which corporations and others, including public interest groups, may gain access to government-generated records or other records in the possession of government agencies. The portfolio examines the Freedom of Information Act (FOIA), describing how it can be used by requesters of public information, how it protects certain exempt categories of information, and how litigation arises under the Act, and discusses the FOIA exemptions from mandatory disclosure most commonly encountered by business users of the Act. The portfolio also includes practical advice with respect to obtaining and protecting business information and litigating these issues under the Act. Worksheets include a list of government agencies and their FOIA regulations, a model FOIA request and FOIA appeal letter, a sample direct-FOIA complaint, and a typical reverse-FOIA complaint. Not available to law school subscribers.</p>	BNACPS-FOI

<p><b>BNA Corporate Practice Portfolios: Compensation Committees</b></p> <p>Text of BNA's Portfolio No. 73, which addresses the purposes, duties, and legal responsibilities of compensation committees of the boards of directors of public companies. Worksheets include samples of a compensation committee charter, an agenda and minutes for a meeting, a delegation of authority, and a compensation committee report. Not available to law school subscribers.</p>	<p>BNACPS-CC</p>
<p><b>BNA Corporate Practice Portfolios: Corporate Minutes</b></p> <p>Text of BNA's Portfolio No. 81, which discusses the legal issues associated with the preparation and maintenance of corporate minutes for board of directors and committee meetings, as well as shareholder meetings. Not available to law school subscribers.</p>	<p>BNACPS-CM</p>
<p><b>BNA Corporate Practice Portfolios: Corporate Stock Repurchases and Going Private</b></p> <p>Text of BNA's Portfolio No. 7-3, which summarizes the basic legal rules and practical considerations applicable to equity securities repurchase transactions under state and federal securities laws. It also briefly summarizes relevant federal tax law considerations. Worksheets include examples of documents used by public companies in a going-private transaction and a stock repurchase. Not available to law school subscribers.</p>	<p>BNACPS-SRE</p>
<p><b>BNA Corporate Practice Portfolios: Doing Business in States Other Than the State of Incorporation</b></p> <p>Text of BNA's Portfolio No. 84 and Portfolio No. 85, which discuss when a corporation must obtain a certificate of authority and appoint a resident agent upon whom process may be served before doing business in a state other than the state in which it is incorporated. The portfolios discuss the process of qualifying to do business in a state, the penalties that could be imposed for failing to qualify, and the process for withdrawing from qualification if a corporation ceases to do business in a particular state. They also discuss the registration of a corporate name in a state, service of process upon foreign corporations, and when a state can revoke a foreign corporation's authority to do business in a state. The worksheets include excerpts from the Model Business Corporation Acts adopted in 1969 and 1984, a list of the state statutes concerning foreign corporations, and contact information for the state offices that handle the registration of foreign corporations. Not available to law school subscribers.</p>	<p>BNACPS-DBOS</p>
<p><b>BNA Corporate Practice Portfolios: ESOPs in Corporate Transactions</b></p> <p>Text of BNA's Portfolio No. 62-2, which discusses the significant role employee stock ownership plans (ESOPs) can play in both simple and complex corporate transactions. Topics covered include the roles and responsibilities of the ESOP trustee and advisers and legal and accounting issues. Worksheets include sample letters, agreements, opinions, and forms. Not available to law school subscribers.</p>	<p>BNACPS-ESO</p>
<p><b>BNA Corporate Practice Portfolios: Indemnification and Insurance for Directors and Officers</b></p> <p>Text of BNA's Portfolio No. 54-2, which discusses issues involved in indemnifying and insuring corporate directors and officers against liability stemming from both judicial and administrative determinations. In addition to analyzing statutory indemnification provisions, it discusses recent developments in reducing director liability and examines directors and officers policies and the claims process. Worksheets include a compilation of state indemnification provisions, indemnity provisions excerpted from corporate articles of incorporations and bylaws, and sample agreements and policies. Not available to law school subscribers.</p>	<p>BNACPS-IND</p>
<p><b>BNA Corporate Practice Portfolios: Initial Public Offerings</b></p> <p>Text of BNA's Portfolio No. 60, which examines various regulatory constraints imposed upon the manner in which an initial public offering (IPO) of securities by an issuer may be effected under federal and state securities laws. Topics covered include regulation of the IPO process by the NASD, potential liabilities of the IPO process, due diligence investigations, communications by issuers, preparation and filing of the registration statement, and the post-effective period following filing of the statement. Worksheets include due diligence checklists, sample preliminary and final blue sky memoranda and correspondence, and a glossary. Not available to law school subscribers.</p>	<p>BNACPS-RPO</p>

<p><b>BNA Corporate Practice Portfolios: Inside Information: Prevention of Abuse</b></p> <p>Text of BNA's Portfolio No. 15-3, which addresses the obligations of a public company and its insiders arising from the possession of material nonpublic information concerning the company or its securities. After initially discussing what information is deemed to be material and nonpublic, the portfolio then analyzes the prohibitions against insider trading, the scope of a company's obligation to disclose material information, and the formulation of corporate procedures that promote compliance with insider trading prohibitions and disclosure requirements. The portfolio is not designed for the defense of rule 10b-5 suits; rather it focuses on the steps that should be taken to avoid insider trading and disclosure problems in the first place. Not available to law school subscribers.</p>	<p>BNACPS-II</p>
<p><b>BNA Corporate Practice Portfolios: Negotiated Acquisitions</b></p> <p>Text of BNA's Portfolio No. 61, which discusses the planning requirements and transactional mechanics of acquiring a company through a negotiated acquisition. Worksheets include samples of a broker agreement and letter of intent, a checklist for conducting a due diligence investigation, and sample agreements and memoranda. Not available to law school subscribers.</p>	<p>BNACPS-ACQ</p>
<p><b>BNA Corporate Practice Portfolios: Regulation D</b></p> <p>Text of BNA's Portfolio No. 51-2, which analyzes the three exemptions provided by Regulation D from the registration and prospectus delivery requirements of section 5 of the Securities Act of 1933. In doing so, it examines the general conditions necessary for a Regulation D offering, the availability of a particular exemption, and the specific conditions to be met, including limitations on the aggregate offering price and the manner of the offering. Worksheets include examples of forms and sample documents. Not available to law school subscribers.</p>	<p>BNACPS-RGD</p>
<p><b>BNA Corporate Practice Portfolios: Regulation S: The Safe Harbor for Offshore Securities Transactions</b></p> <p>Text of BNA's Portfolio No. 58-3, which analyzes the exemptions provided by Regulation S from the registration and prospectus delivery requirements of section 5 of the Securities Act of 1933. The portfolio also examines typical situations that may arise under Regulation S and summarizes various SEC interpretations that were issued prior to the adoption of Regulation S but remain in effect. Worksheets include extracts from relevant SEC releases and sample forms. Not available to law school subscribers.</p>	<p>BNACPS-RGS</p>
<p><b>BNA Corporate Practice Portfolios: Resales of Restricted Securities Under SEC Rules 144 and 144A</b></p> <p>Text of BNA's Portfolio No. 46-3, which describes the background and operation of SEC rules 144 and 144A. Topics covered include the mechanics of Rule 144 sales and other uses of Rule 144, the PORTAL (Private Offerings, Resales, and Trading Through Automated Linkages) market for Rule 144A securities, and the interrelation of Regulation S and Rule 144A. Worksheets include sample forms and examples of various documents needed to comply with Rule 144. Not available to law school subscribers.</p>	<p>BNACPS-RRS</p>
<p><b>BNA Corporate Practice Portfolios: Responses to Takeover Bids: Corporate, SEC, Tactical, and Fiduciary Considerations</b></p> <p>Text of BNA's Portfolio No. 6-3, which discusses the law of takeover defense, guiding readers through a business environment characterized by a record number of mergers and acquisitions and an ever-intensifying rate of hostile takeover activity. Worksheets include excerpts from proxy statements and charter amendments dealing with proposed reincorporations, shark repellents, and classified boards; samples of SEC Schedule 13D and 14D-9 filings; and sample confidentiality agreements, standstill provisions, and bidding procedures. Not available to law school subscribers.</p>	<p>BNACPS-RTB</p>
<p><b>BNA Corporate Practice Portfolios: Securities Law Considerations Affecting Employee Benefit Plans</b></p> <p>Text of BNA's Portfolio No. 44-2, which discusses registration and other requirements imposed by the federal securities laws that may affect employee benefit plans. Worksheets include sample registration statements for employee benefit plans and relevant SEC forms and releases. Not available to law school subscribers.</p>	<p>BNACPS-SEB</p>

<p><b>BNA Corporate Practice Portfolios: Shareholder Proposals</b></p> <p>Text of BNA's Portfolio No. 83, which examines the mechanics of Securities Exchange Act rule 14a-8, the rule that is triggered when a shareholder submits a proposal to a corporation seeking to have it included in the corporation's proxy materials and voted on at the annual meeting of shareholders. The portfolio discusses who is eligible to submit a shareholder proposal and what the procedures are for doing so; the process whereby the corporation can request a no-action letter and the procedural and substantive grounds corporations may rely on when seeking to exclude a proposal from its proxy materials; and the organizations and individuals that are the most active concerning shareholder proposals. Not available to law school subscribers.</p>	<p>BNACPS-SP</p>
<p><b>BNA Corporate Practice Portfolios: Special Committees of Independent Directors</b></p> <p>Text of BNA's Portfolio No. 79, which discusses special negotiating committees, demand investigation committees, and special litigation committees, including the fundamental concepts of the disinterestedness and independence of committee members. Worksheets include sample resolutions and minutes for special committees and examples of standards of independence for directors. Not available to law school subscribers.</p>	<p>BNACPS-CID</p>
<p><b>BNA Corporate Practice Portfolios: Stock Options and Other Equity-Based Compensation Arrangements</b></p> <p>Text of BNA's Portfolio No. 75, which outlines and analyzes the tax, corporate, securities, and accounting considerations that are relevant when establishing and maintaining an equity-based compensation plan. The types of plans analyzed include stock option plans (involving both nonqualified and incentive stock options); employee stock purchase plans; restricted stock plans; phantom equity arrangements; and performance shares or units programs. The tax considerations for both the employer and the employee are discussed, and fiduciary duty concerns involving directors and shareholder approval requirements are also analyzed. Worksheets include sample plan documents. Not available to law school subscribers.</p>	<p>BNACPS-SO</p>
<p><b>BNA Corporate Practice Portfolios: The Annual Meeting of Shareholders</b></p> <p>Text of BNA's Portfolio No. 12-4, which describes the process of planning and conducting an annual shareholders' meeting for a public corporation. Topics covered include federal proxy rules, filing requirements, and procedural rules on and substantive grounds for excluding shareholder proposals. Worksheets include a sample script and agenda for a meeting and frequently asked questions. Not available to law school subscribers.</p>	<p>BNACPS-MTG</p>
<p><b>BNA Corporate Practice Portfolios: The Delaware Corporation: Legal Aspects of Organization and Operation</b></p> <p>Text of BNA's Portfolio No. 1-4, which describes the basic legal aspects of organizing and operating a Delaware corporation. Topics covered include the role of stockholders and directors in a Delaware corporation, meetings of stockholders and directors, fiduciary duties, indemnification, the declaration and payment of dividends, responses by the board of directors to hostile takeover attempts, and the purchase or redemption of stock. Worksheets include forms, provisions, and resolutions basic to the incorporation, organization, and operation of a Delaware corporation. Not available to law school subscribers.</p>	<p>BNACPS-DE</p>
<p><b>BNA Corporate Practice Portfolios: The Sale of Corporate Control</b></p> <p>Text of BNA's Portfolio No. 19-3, which analyzes the transfer for consideration of the control block of corporate voting securities and the subsequent vesting of control of the new owner. Worksheets include a sample contract for the sale of a control block of securities, suggested contract provisions, sample forms, and sample provisions for agreements among shareholders. Not available to law school subscribers.</p>	<p>BNACPS-SCC</p>

<p><b>BNA Corporate Practice Portfolios: The SEC Enforcement Process: Practice and Procedure in Handling an SEC Investigation After Sarbanes-Oxley</b></p> <p>Text of BNA's Portfolio No. 77-2, which discusses practice and procedure in handling both informal and formal investigations by the SEC's Division of Enforcement, including responding to subpoenas, producing documents, and testimony; when and whether companies should conduct internal investigations; the Wells process and settlement discussions; remedies; and consent decrees. It also examines related issues, including disclosure of an SEC investigation and issues arising out of parallel civil and criminal inquiries. Worksheets include samples of a letter informing a subject company of a formal nonpublic investigation, a letter accompanying a subpoena, letters requesting confidentiality with respect to testimony and documents produced, a subpoena, and a request for supplemental information from a witness. Not available to law school subscribers.</p>	BNACPS-SEP
<p><b>BNA Corporate Practice Portfolios: The Takeover Law of Delaware</b></p> <p>Text of BNA's Portfolio No. 78, which analyzes section 203 of Delaware's General Corporation Law, which was adopted to encourage fully priced tender offers and negotiated acquisitions and discourage highly leveraged takeovers of corporations. Worksheets include statements made and testimony given in the lead-up to the adoption of section 203. Not available to law school subscribers.</p>	BNACPS-TDE
<p><b>BNA Corporate Practice Portfolios: Third-Party Legal Opinions</b></p> <p>Full text of BNA's Portfolio No. 82, which discusses legal opinions in letter form that are addressed to someone other than a lawyer's client, including the custom and practice for giving and receiving such opinions in negotiated commercial transactions and the purposes and typical structure of the opinion letter, as well as some of the standard paragraphs that appear in such opinion letters. The treatise also includes four illustrative forms of opinion letters; the Guidelines for the Preparation of Closing Opinions adopted by the ABA Section of Business Law; and selected sections from the Model Rules of Professional Conduct and from the <i>Restatement of the Law (Third)—The Law Governing Lawyers</i>. Not available to law school subscribers.</p>	BNACPS-TLO
<p><b>BNA Corporate Practice Portfolios: Unclaimed Property</b></p> <p>Text of BNA's Portfolio No. 74, which traces the history and evolution of unclaimed property law and brings today's laws into sharper focus by providing a comprehensive overview of the National Conference of Commissioners on Uniforms State Laws' (NCCUSL) Uniform Unclaimed Property acts, including the 1954, 1966, 1981, and 1995 NCCUSL acts. Worksheets include charts that provide state-specific information. Not available to law school subscribers.</p>	BNACPS-UNP

## Legal Texts and Periodicals

DATABASE	IDENTIFIER
<p><b>Securities and Blue Sky Law—Law Reviews, Texts, and Bar Journals</b></p> <p>Documents from law reviews, texts, <i>American Jurisprudence 2d</i>, continuing legal education (CLE) course materials, bar journals, and legal practice-oriented periodicals that relate to trading and distribution of investment securities and commodity futures. Coverage varies by publication.</p>	SEC-TP
<p><b>West Group Securities Law Series Online</b></p> <p>A multibase that contains the full text of treatises published by West that relate to securities law, including the following databases:</p>	SEC SERIES
<p><b>Acquisitions and Mergers: Negotiated and Contested Transactions</b></p>	SECACQMERG
<p><b>Analysis of Key SEC No-Action Letters</b></p>	SECKEYNAL
<p><b>Blue Sky Law</b></p>	SECBLUE
<p><b>Blue Sky Practice for Public and Private Direct Participation Offerings</b></p>	BSP
<p><b>Broker-Dealer Operations Under Securities and Commodities Law</b></p>	SECBDOP
<p><b>Broker-Dealer Regulation</b></p>	BDREG
<p><b>Bromberg and Lowenfels on Securities Fraud and Commodities Fraud</b></p>	SECBROMLOW
<p><b>Civil Liabilities: Enforcement and Litigation Under the 1933 Act</b></p>	SECCIVIL

Commodities Regulation: Fraud, Manipulation, and Other Claims	SECCOMMREG
Corporate Anti-Takeover Defenses: The Poison Pill Device	SECPILL
D&O Liability Handbook	DOLIABH
Disclosure and Remedies Under the Securities Laws	SECDRSL
Due Diligence—Periodic Reports and Securities Offerings	DUEDILSEC
Exempted Transactions Under the Securities Act of 1933	SECEXTRANS
Going Public and the Public Corporation	SECPUBCORP
Going Public Handbook	SECGPH-HB
Hedge Funds and Other Private Funds: Regulation and Compliance	SECHEDGE
Insider Trading Regulation, Enforcement, and Prevention	INSIDETRAD
International Capital Markets and Securities Regulation	SECINTCAP
International Dimensions of U.S. Securities Law	SECIDUSL
Liability of Attorneys and Accountants for Securities Transactions	SECATTACC
Limited Liability Company Handbook	SECLLCHB
Limited Offering Exemptions: Regulation D	SECREGD
Manual of Corporate Forms for Securities Practice	SECMCORPF
Master Index: Securities Law Series (Blue Books)	SECMASINDX
Mortgage-Backed Securities	MORTSEC
Opinion Letters in Securities Matters: Texts—Clauses—Law	SECOPINION
Partnership Law for Securities Practitioners	SECPRAC
Proxy Rules Handbook	PRXYRH
Real Estate Investment Trusts Handbook	SECREITHB
Real Estate Investors' Deskbook	REINVESTOR
Regulation of Financial Planners	SECREGFINP
Regulation of Investment Advisers	SECREGINA
Resales of Restricted Securities	SECRESR
Sarbanes-Oxley Act in Perspective	SEC-SOAP
S Corporation Handbook	SECSCORPHB
Section 16 of the Securities Exchange Act	SEC16
Securities and Federal Corporate Law	SECFEDCORP
Securities Arbitration Desk Reference	SABREF
Securities Credit Regulation, Second Edition	SECUREDREG
Securities Crimes	SECCRIM
Securities Law Handbook	SECLAW-HB
Securities Law Review	SECLAWREV
Securities Litigation: Damages	SECLITD
Securities Litigation: Forms and Analysis	SECLITFRMS
Securities Practice: Federal and State Enforcement	SECPRACFSE
Securities: Public and Private Offerings	SECPUBPRIV
Securities Regulation Forms	SECREGFRM
Soft Dollars and Other Brokerage Arrangements	DOLLARS
Tax-Advantaged Securities	SECTAXADV
U.S. Securities Law for International Financial Transactions and Capital Markets, Second Edition	SECINTFTCM

<b>Venture Capital and Small Business Financings</b>	SECVENTURE
<b>Accountant's Liability</b> Text of PLI's <i>Accountants' Liability</i> , which covers liability of accountants for breach of fiduciary duty, breach of contract, negligence, and fraud, as well as liability under federal securities laws and the RICO Act. Accounting profession standards, disciplinary proceedings against accountants, and professional liability insurance are also discussed.	PLIREF-ACCT
<b>Acquisitions and Mergers: Negotiated and Contested Transactions</b> Full text of <i>Acquisitions and Mergers: Negotiated and Contested Transactions</i> , which provides guidance on the handling of the merger or acquisition of a business and its assets, and the structuring of leveraged buyouts, including the impact of federal and state regulations.	SECACQMERG
<b>American Law Reports—Securities</b> Full text of annotations included in <i>American Law Reports</i> (First through Sixth series) and <i>American Law Reports Federal</i> (First and Second series) that pertain to securities law. The database also includes the Index to Annotations covering these series.	ALR-SEC
<b>Analysis of Key SEC No-Action Letters</b> Full text of <i>Analysis of Key SEC No-Action Letters</i> , which examines the critical no-action and interpretive letters issued by the staff of the SEC and provides insight into the SEC decision-making process.	SECKEYNAL
<b>Anatomy of a Merger</b> Full text of <i>Anatomy of a Merger</i> , which focuses on the negotiating process.	ANATMERG
<b>Blue Sky Law</b> Text of <i>Blue Sky Law</i> , which discusses an array of topics related to blue sky law or state regulation of securities transactions, including what is a security, federal preemption, conflict of laws, securities and transactional exemptions, civil and criminal liability, and administrative and civil enforcement. This discussion is based on the Uniform Securities Act, as amended, which has been adopted in part or in whole by most U.S. jurisdictions.	SECBLUE
<b>Blue Sky Practice for Public and Private Direct Participation Offerings</b> Text of the 2007–2008 edition of <i>Blue Sky Practice for Public and Private Direct Participation Offerings</i> , which provides an overview of state regulation and supervision of securities offerings and sales, including real estate investment trusts, oil and gas leases, equipment, equipment leasing, commodity programs, asset-backed securities, and public direct participation offerings.	BSP
<b>Bribery in International Commerce</b> Full text of <i>Bribery in International Commerce</i> , which covers all aspects of bribery in an international context, including coverage of the Foreign Corrupt Practices Act and other U.S. statutes; international treaties, conventions, and agreements; corporate governance considerations; and prevention and detection programs.	BRIBERY
<b>Broker-Dealer Operations Under Securities and Commodities Law</b> Full text of <i>Broker-Dealer Operations Under Securities and Commodities Law</i> , a guide to the operational issues and supervisory responsibilities associated with the back-office operations that broker-dealers face on a daily basis. Topics covered include the regulatory structure imposed by federal regulators upon broker-dealers; net capital requirements of the SEC and CFTC; credit regulations and margin rules; protective provisions under the SEC's and CFTC's regulator schedule regarding protection, use, and segregation of customer funds; retention requirements via books and record keeping and financial reporting requirements; and regulatory history and past abuses that led to modern securities and commodities laws, which lend understanding to problems addressed by today's regulations and give critical insight into the intent of the SEC and CFTC.	SECBDOP
<b>Broker-Dealer Regulation</b> Full text of <i>Broker-Dealer Regulation</i> , which provides insight into the duties, prohibitions, disclosure requirements, financial and record retention responsibilities, and sanctions for performance failures of broker-dealers. The treatise also discusses client/broker dispute resolution forums, broker-dealer liability, the definition of an underwriter, state law, self-regulatory organization rules, and the basics of registration.	BDREG

<b>Broker-Dealer Regulation</b>	PLIREF-BDR
Text of PLI's <i>Broker-Dealer Regulation</i> , which deals with the day-to-day legal and compliance issues faced by lawyers and compliance professionals, such as registration, reporting, suitability, best execution, and record keeping.	
<b>Bromberg and Lowenfels on Securities Fraud and Commodities Fraud</b>	SECBROMLOW
Full text of <i>Bromberg and Lowenfels on Securities Fraud and Commodities Fraud</i> , Second Edition, which analyzes the antifraud provisions of the securities laws, particularly rule 10b-5, including the nuances of regulatory enforcement and civil liability for misrepresentation, manipulation, insider trading, and violations of self-regulatory organization rules, as well as various aspects of practice and procedure and arbitration. The treatise also discusses the Supreme Court's decision in <i>Dura Pharmaceuticals</i> , as well as reviewing prior Supreme Court holdings in private actions for securities fraud imposing or recognizing requirements that include materiality, causation, and reliance.	
<b>Civil Liabilities: Enforcement and Litigation Under the 1933 Act</b>	SECCIVIL
Text of <i>Civil Liabilities: Enforcement and Litigation Under the 1933 Act</i> , which discusses strategies for avoiding or remedying civil liabilities related to compliance violations under the Securities Act of 1933, including materially misleading or defective registration statements under section 11, secondary liability issues under section 15 (aiding and abetting), and the implied cause of action under section 17.	
<b>Commodities Regulation: Fraud, Manipulation, and Other Claims</b>	SECCOMMREG
Text of <i>Commodities Regulation: Fraud, Manipulation, and Other Claims</i> , which covers antifraud standards under the Commodity Exchange Act, including secondary liability, risk disclosure requirements, churning and unauthorized trading, prohibited trading practices and manipulation, forums for resolving disputes, and investigations and disciplinary proceedings by commodities exchanges and the CFTC.	
<b>Corporate Anti-Takeover Defenses: The Poison Pill Device</b>	SECPILL
Full text of <i>Corporate Anti-Takeover Defenses: The Poison Pill Device</i> , a handbook covering strategies for avoiding hostile corporate takeovers by utilizing shareholders' rights plans, including the drafting and enforcement of poison pill plans.	
<b>Corporate Compliance Series: Securities</b>	CORPC-SEC
Text of <i>Designing an Effective Securities Compliance Program</i> , a volume of West's Corporate Compliance series, which provides expert guidance on compliance issues related to securities plus examples of checklists, questionnaires, policy statements, and other helpful documents.	
<b>Corporate Counsel's Guide to Insider Trading and Reporting</b>	CCGINTRR
Full text of the <i>Corporate Counsel's Guide to Insider Trading and Reporting</i> , which provides guidance on complying with insider trading laws. The treatise lists definitions and key concepts and discusses topics such as potential causes of action, reporting and disclosure, liability, remedies and enforcement, and corporate compliance. It also includes several sample insider trading plans and policies.	
<b>Corporate Law and Practice</b>	PLIREF-CORPL
Full text of PLI's <i>Corporate Law and Practice, Second Edition</i> , which provides an introduction to corporate law and practice, including choosing the corporate form and preincorporation transactions, incorporation, capitalization, organizing the corporation, duties of directors and shareholders, dividends and distributions, mergers and acquisitions, and securities law.	
<b>Corporate Whistleblowing in the Sarbanes-Oxley Era</b>	PLIREF-CWSOE
Full text of <i>Corporate Whistleblowing in the Sarbanes-Oxley Era</i> , which examines the whistleblower provisions of the Sarbanes-Oxley Act.	
<b>D&amp;O Liability Handbook</b>	DOLIABH
Text of <i>D&amp;O Liability Handbook</i> , which presents a state-by-state review of the legal framework for liability for breach of fiduciary duty by corporate directors and officers, including statutory provisions regarding interests of nonshareholder constituencies, alternative sources of reimbursement, and corporate powers to indemnify persons.	

<b>Directors' and Officers' Liability</b>	PLIREF-DIRLIAB
Text of PLI's <i>Directors' and Officers' Liability</i> , which covers the duties of corporate directors and officers, including their role in making business decisions, conducting business with the corporation, or competing with the corporation; liability for securities law violations and pension plan losses; indemnification and insurance; and dispute resolution procedures.	
<b>Disclosure and Remedies Under the Securities Laws</b>	SECDRSL
Full text of <i>Disclosure and Remedies Under the Securities Laws</i> , which covers the six major types of fraud outlawed by rule 10b-5, discusses the practical application of the rule, offers litigation insights, and analyzes relevant statutes and case law.	
<b>Due Diligence—Periodic Reports and Securities Offerings</b>	DUEDILSEC
Text of <i>Due Diligence—Periodic Reports and Securities Offerings</i> , which covers due diligence required in securities transactions, with particular regard to the potential liabilities of underwriters. Statutory provisions covering due diligence such as section 11 of the Securities Act of 1933 and rule 176 of the SEC are discussed, along with the civil liabilities imposed under federal law for inadequate or materially misleading disclosure. Also, specific due diligence standards imposed on attorneys, accountants, and underwriters are reviewed.	
<b>Exempted Transactions Under the Securities Act of 1933</b>	SECEXTRANS
Text of <i>Exempted Transactions Under the Securities Act of 1933</i> , which discusses how each exemption under the Securities Act of 1933 is used and interpreted, how exemption provisions or rules compare with other exemptions, and how exemptions comport with the disclosure philosophy underlying the Act.	
<b>Federal Money Laundering Regulation: Banking, Corporate, and Securities Compliance</b>	FMNYL
Full text of <i>Federal Money Laundering Regulation: Banking, Corporate, and Securities Compliance</i> , a guide to understanding and complying with all U.S. legislation and regulatory requirements governing money laundering.	
<b>Federal Securities Law</b>	FEDSECLAW
Full text of the Federal Judicial Center's <i>Federal Securities Law</i> , Second Edition, which provides an introduction to and overview of the intricacies of federal securities law. The treatise emphasizes the issues that are most likely to arise in securities litigation: basic registration, disclosure, and antifraud provisions.	
<b>Ferrara on Insider Trading and the Wall</b>	INSIDETRADE
Complete text of <i>Ferrara on Insider Trading and the Wall</i> , which examines the law on insider trading as it has developed over the years, discusses the need to deter insider trading, and offers advice on how to prevent insider trading by employees and help insulate institutions from liability in the event that an employee does violate insider trading law.	
<b>Financial Product Fundamentals: A Guide for Lawyers</b>	PLIREF-FINP
Text of PLI's <i>Financial Product Fundamentals: A Guide for Lawyers</i> , which discusses the spectrum of financial instruments that raise capital, manage risk, and provide a medium for investments, including mutual funds, closed-end investment companies, unit investment trusts, money market funds, wrap fee programs, hedge funds, international investment funds, commodity pools, and real estate investment funds. <i>Financial Product Fundamentals</i> covers the compliance issues inherent in each type of instrument, the process of registering an offering and complying with the registration requirements of the Securities Act of 1933, antifraud provisions of U.S. securities laws, and legal or accounting issues that can prevent a registered offering.	
<b>Fordham Journal of Corporate and Financial Law</b>	FDMJCFL
Full-text articles from the <i>Fordham Journal of Corporate and Financial Law</i> (formerly the <i>Fordham Finance, Securities, and Tax Law Forum</i> ). Full coverage begins with 1997 (vol. 2).	
<b>Georgia Securities Practice with Forms</b>	GASECPRAC
Full text of the 2001 edition of <i>Georgia Securities Practice with Forms</i> , which focuses on the pitfalls that confront the attorney who is responsible for, but unfamiliar with, securities laws. The treatise addresses the definition of securities; the distribution process; the registration process and preparation of the registration statement; registration exemptions; the regulation of dealers, salespersons, and advisers; and liability for violation of securities laws. It also includes a useful set of forms and checklists.	

<p><b>Going Public and the Public Corporation</b></p> <p>Full text of <i>Going Public and the Public Corporation</i>, which provides guidance on going public and being a public company, including public financing from the initial underwriting process through closing, disclosure requirements, and forms drafting tips.</p>	SECPUBCORP
<p><b>Going Public Handbook</b></p> <p>Full text of the <i>Going Public Handbook</i>, which discusses issues related to going public under the Securities Act. The treatise examines public financing from the initiation of the underwriting process through closing in the broader context of Securities Act registration as part of an all-encompassing disclosure scheme. The database contains hundreds of actual filings, forms, rules, memoranda, and letters.</p>	SECGPH-HB
<p><b>Haas and Howard's Investment Adviser Regulation in a Nutshell</b></p> <p>Full text of <i>Investment Adviser Regulation in a Nutshell</i>, which discusses the fundamentals of investment adviser regulation as set forth primarily in the Investment Advisers Act of 1940 and the rules and regulations promulgated by the SEC thereunder. Not available to law school subscribers.</p>	INVESTREG-NS
<p><b>Hazen and Ratner's Securities Regulations in a Nutshell</b></p> <p>Full text of <i>Securities Regulation in a Nutshell</i>, Ninth Edition, which will help you acquire an understanding of the basic content and organization of federal and state securities law. The book discusses the regulations governing public offerings, public companies, securities businesses, and investment companies. It also explores sanctions, civil liabilities, and extraterritorial application and discusses recent developments, including the SEC's 1933 Act offering reform. Not available to law school subscribers.</p>	SECREG-NS
<p><b>Hazen's Broker-Dealer Regulation in a Nutshell</b></p> <p>Full text of <i>Broker-Dealer Regulation in a Nutshell</i>, which provides an introduction and overview of broker-dealer regulation in the securities markets. The text covers the basic concepts and the basic regulatory scheme, providing an explanation of broker-dealer regulation generally, sales practices, analysts' conflicts of interest, civil liabilities, and arbitration. Not available to law school subscribers.</p>	BRKRDLR-NS
<p><b>Hedge Fund Regulation</b></p> <p>Full text of <i>Hedge Fund Regulation</i>, which covers topics such as hedge fund structures, raising capital, fund regulation, fund managers, and investor considerations, among others.</p>	PLIREF-HFREG
<p><b>Hedge Funds and Other Private Funds: Regulation and Compliance</b></p> <p>Full text of <i>Hedge Funds and Other Private Funds: Regulation and Compliance</i>, which is part of the Securities Law Handbook Series. This treatise covers the structure of hedge funds, offshore funds, and other private funds; the key players and documents; the applicability of and exemptions from the Investment Advisers Act of 1940, the Investment Company Act of 1940, the Securities Act of 1933, the Securities Exchange Act of 1934, ERISA, NASD rules, and the commodity laws; and the offering process for hedge funds, including secondary trading activities.</p>	SECHEDGE
<p><b>Insider Trading</b></p> <p>Full text of PLI's <i>Insider Trading</i>, a guide on how to avoid insider trading liability. The guide will help you determine what's legal, what's not, and what you can do to minimize liability exposure.</p>	PLIREF-INSDTR
<p><b>Insider Trading Regulation, Enforcement, and Prevention</b></p> <p>Text of <i>Insider Trading Regulation, Enforcement, and Prevention</i>, which discusses the law of insider trading, including the fiduciary obligations of corporate insiders, liability of persons receiving material nonpublic information, government enforcement of the insider trading prohibition, private rights of action, recovery under section 16(b) of the Securities Exchange Act of 1934, and institutional liability for insider trading.</p>	INSIDETRAD
<p><b>International Capital Markets and Securities Regulation</b></p> <p>Full text of the treatise <i>International Capital Markets and Securities Regulation</i>, which covers the current status of securities regulations in the major industrialized countries, including the United States, Canada, the United Kingdom, Japan, and Germany, and emerging markets in Korea, Russia, and Central Europe.</p>	SECINTCAP

<p><b>International Dimensions of U.S. Securities Law</b></p> <p>Full text of <i>International Dimensions of U.S. Securities Law</i>, which discusses how domestic securities law applies to foreign persons doing business in the United States and to domestic and foreign persons doing business outside the United States. The treatise also discusses the international dimensions of the Investment Company Act of 1940, the Investment Advisers Act of 1940, the regulation of broker-dealers under the Securities Exchange Act of 1934, and the international dimensions of public and private enforcement remedies.</p>	SECIDUSL
<p><b>Investment Adviser Regulation</b></p> <p>Text of PLI's <i>Investment Adviser Regulation: A Step-by-Step Guide to Compliance and the Law</i> by Clifford E. Kirsch, which covers federal and state regulation of investment advisers, including the status of investment advisers under the law, registration and disclosure requirements, referrals and advertising, compensation, custody and protection of customer accounts, proxy voting, principal transactions, record-keeping requirements and inspection by the SEC, and enforcement of the Investment Advisers Act of 1940.</p>	PLIREF-INVEST
<p><b>Journal of Business and Securities Law</b></p> <p>Full-text articles from the <i>Journal of Business and Securities Law</i>, published by the Michigan State University College of Law. Full coverage begins with 2006 (vol. 6).</p>	JBSECL
<p><b>Law of Securities Regulation</b></p> <p>Full text of <i>Law of Securities Regulation</i>, Fifth Edition, which is designed for attorneys needing an introduction to securities law, as well as for specialists dealing with securities issues on a daily basis. Topics include registration requirements, process registration, exemptions from and liabilities under the Government Securities Act Amendments of 1993, registration and reporting requirements, shareholder suffrage, corporate takeovers, and civil liability.</p>	LAWSECREG
<p><b>Law of Suretyship and Guaranty</b></p> <p>Full text of the <i>Law of Suretyship and Guaranty</i>, which provides a comprehensive survey and analysis of all aspects of suretyship. The treatise examines prevailing practices and recent case law and details the most important contexts in which suretyship law operates. Topics covered include the suretyship transaction, scope of suretyship, formation of suretyship contracts, commercial guaranty agreements, performance bonds issued by professional surety companies and standby letters of credit, the statute of frauds, multiple secondary obligors, rights and duties of secondary obligors, and suretyship defenses.</p>	SURETY
<p><b>Liability of Attorneys and Accountants for Securities Transactions</b></p> <p>Full text of <i>Liability of Attorneys and Accountants for Securities Transactions</i>, which focuses on the potential liabilities that each professional may encounter in the course of a securities transaction and how to minimize that liability. The treatise includes chapters on sections 11 and 12 of the 1933 Act, rule 10b-5 of the 1934 Act, other federal civil liability provisions, state law claims, the influence of professional standards on liability, disclosure defenses, proportionate liability and contribution, and SEC and other regulatory proceedings against attorneys and accountants.</p>	SECATTACC
<p><b>Limited Liability Company Handbook</b></p> <p>Full text of <i>Limited Liability Company Handbook</i>, a guide to the most important new form of business organization to emerge in recent years that includes state-by-state coverage of limited liability companies (LLCs); forms for LLC articles and operating agreements; and a discussion of the tax status of LLCs, including a complete summary and analysis of the Internal Revenue Service (IRS) "check-the-box" rules and the text of relevant IRS revenue and private letter rulings. The treatise also contains a discussion of how LLCs stack up against S and C corporations and partnerships, citations to all available LLC statutes, and coverage of the emergence of the LLC as an alternative entity to the professional corporation.</p>	SECLLCHB
<p><b>Limited Offering Exemptions: Regulation D</b></p> <p>Text of <i>Limited Offering Exemptions: Regulation D</i>, which covers Regulation D, the rules of the SEC that provide qualified offers and sales of securities exemption from the registration and prospectus delivery requirements of the Securities Act of 1933.</p>	SECREGD

<p><b>Manual of Corporate Forms for Securities Practice</b></p> <p>Text of the <i>Manual of Corporate Forms for Securities Practice</i>, which provides access to the information and procedural guidance needed to undertake a variety of securities and corporate law projects. The manual contains a collection of practice-tested forms selected from the author's own work product that will guide you through compliance and due diligence matters and aid in establishing standard operating procedures. The forms can also serve as the starting point for drafting representations, employment contracts, stockholders' agreements, and escrow agreements.</p>	SECMCORPF
<p><b>Master Index: Securities Law Series (Blue Books)</b></p> <p>Full text of the <i>Master Index</i> to West's Securities Law Series, which contains the indexes from all treatises in the series.</p>	SECMASINDX
<p><b>Model Documents: Capital Markets</b></p> <p>Capital markets–related documents, such as agreements relating to American Depository Receipts (ADRs), certificates and designations, indentures, purchase of securities, registration of rights, subscription, underwriting, and warrants, filed as exhibits with the SEC, which can be used as models for similar transactions. Coverage begins with 2000. Not available to law school subscribers.</p>	MODELDOC-CAP
<p><b>Model Documents: Investment Management</b></p> <p>Investment management–related documents, such as agreements relating to advisory relationships, annuities, and sales and trading, filed as exhibits with the SEC, which can be used as models for similar transactions. Coverage begins with 2000. Not available to law school subscribers.</p>	MODELDOC-INV
<p><b>Model Documents: Mergers and Acquisitions</b></p> <p>Agreements, contracts, and other documents commonly associated with mergers and acquisition (M&amp;A) transactions, which can be used as models for similar transactions. Coverage begins with 2000.</p>	MODELDOC-M&A
<p><b>Model Documents: Private Equity</b></p> <p>Documents commonly associated with private equity transactions, such as agreements relating to debt/equity purchase, exchange agent, and private shelf, filed as exhibits with the SEC, which can be used as models for similar transactions. Coverage begins with 2000. Not available to law school subscribers.</p>	MODELDOC-EQU
<p><b>Modern Securities Transfers</b></p> <p>Full text of <i>Modern Securities Transfers</i>, Third Edition, which serves as a source of laws, regulations, and professional association rules governing the creation and operation of a securities transfer agent's office. Subjects covered by the treatise include Revised Article 8 and conforming amendments to Articles 1 and 9 of the Uniform Commercial Code, the application of bona fide purchaser status to securities clearing firms, a review of market changes to which the transfer office must adjust, and the ramifications of broker/dealer bankruptcy.</p>	MODSECTRN
<p><b>Money Manager's Compliance Guide</b></p> <p>Full text of the <i>Money Manager's Compliance Guide</i>, a guide to complying with all applicable securities laws and regulations. Topics covered include SEC registration and inspections; advertising and solicitation; liquidity and portfolio turnover; trading practices; fiduciary responsibilities under ERISA; commodities regulation; personal trading prohibitions; subchapter M; contractual arrangements; and enforcement powers of the SEC, Department of Labor, CFTC, and states.</p>	MNYMGUIDE
<p><b>Mortgage-Backed Securities</b></p> <p>Full text of <i>Mortgage-Backed Securities</i>, which covers mortgage-backed securities and the secondary mortgage market, including characteristics of various collateral debt securities, their regulation as securities, the interplay of federal and state laws applicable to corporate issuers of such securities, tax considerations, accounting issues, pension fund investments, ratings of mortgage-backed securities, and special considerations that arise when mortgage-backed securities are issued or purchased by a depository institution.</p>	MORTSEC

<b>Mutual Fund Regulation</b>	PLIREF-MFR
Text of PLI's <i>Mutual Fund Regulation</i> , which covers the law governing mutual funds, including compliance issues arising under federal and state statutes, SEC mandates, and NASD conduct rules.	
<b>Negotiated Acquisitions of Companies, Subsidiaries, and Divisions</b>	NACOMP
Complete text of <i>Negotiated Acquisitions of Companies, Subsidiaries, and Divisions</i> .	
<b>Opinion Letters in Securities Matters: Texts–Clauses–Law</b>	SECOPINION
Text of <i>Opinion Letters in Securities Matters: Texts–Clauses–Law</i> , which covers the structuring and drafting of opinion letters, including the negotiation of opinions, use of local or special counsel, backup opinions, and peer review.	
<b>Partnership Law for Securities Practitioners</b>	SECPRAC
Full text of <i>Partnership Law for Securities Practitioners</i> , which evaluates the tax, liability, and organizational issues related to each type of partnership, from master limited partnerships to general partnerships to limited liability companies, including procedures for forming a general partnership, and the rights, duties, and liabilities of partners.	
<b>PLI Corporate Law and Practice Course Handbook Series</b>	PLI-CORP
Selected documents from the Corporate Law and Practice Course Handbook Series of CLE materials published by PLI. Topics covered include due diligence, class actions, derivative litigation, public offerings, bankruptcy, reorganization, securities law, compliance, political contributions, and antitrust law. Coverage begins with September 1984.	
<b>PLI Guide to the Sarbanes-Oxley Act</b>	PLIREF-GSOA
Text of PLI's <i>Guide to the Sarbanes-Oxley Act for Business Professionals</i> , which explains the requirements of the Sarbanes-Oxley Act and provides checklists that pull material together from different perspectives, such as the responsibilities of an audit committee or the use of financial measures other than generally accepted accounting principles in reporting financial results. The treatise also includes references to related SEC or other rules and to official SEC Web site commentary at the end of each chapter.	
<b>PLI Securities Law Reference Books Multibase</b>	PLIREF-SEC
Combined text of reference books published by PLI that are related to securities regulation: <i>Corporate Law and Practice</i> , <i>Directors' and Officers' Liability</i> , <i>Hedge Fund Regulation</i> , <i>Insider Trading</i> , <i>Investment Adviser Regulation</i> , <i>Mutual Fund Regulation</i> , <i>Sarbanes-Oxley Deskbook</i> , <i>Securities Law of Public Finance</i> , <i>Securities Litigation</i> , and <i>Soderquist on the Securities Laws</i> (formerly <i>Understanding the Securities Laws</i> ).	
<b>Practical Guide to Corporate Governance and Accounting: Implementing the Requirements of the Sarbanes-Oxley Act</b>	WGL-SOACT
Full text of the <i>Practical Guide to Corporate Governance and Accounting: Implementing the Requirements of the Sarbanes-Oxley Act</i> , a treatise that analyzes the Sarbanes-Oxley Act, which implements oversight of auditors of publicly held companies and requires financial disclosures to ensure accountability of such entities.	
<b>Practical Guide to SEC Proxy and Compensation Rules</b>	PGSPC
The <i>Practical Guide to SEC Proxy and Compensation Rules</i> database provides expert analysis and valuable tips and pointers on everything you need to know to master the proxy process and ensure compliance with SEC rules.	
<b>Practical Guide to Section 16: Reporting and Compliance</b>	PGSSN
Text of <i>Practical Guide to Section 16: Reporting and Compliance</i> , a step-by-step guide through the reporting scheme of section 16 of the Securities Exchange Act of 1934 regarding the filing of ownership reports by officers, directors, and principal security holders. The manual covers amendments to the act such as Exchange Act Release No. 34,37260 (May 31, 1996) and the Sarbanes-Oxley Act of 2002, including recent changes to disclosure requirements and compliance procedures, tax-conditioned plans and executive compensation plans, the treatment of trusts, tax considerations, and merger and acquisition implications.	

<b>Private Activity Bond Tests</b>	PRIVACT
Full text of <i>Private Activity Bond Tests</i> , which details the workings of private activity bond tests. The discussion of each test includes examples of activities that both pass and fail these tests and rulings from the IRS.	
<b>Proxy Rules Handbook</b>	PRXYRH
Text of <i>Proxy Rules Handbook</i> , 2008 Edition, which covers federal regulation of proxy solicitations and other shareholder communications by the SEC under section 14(a) of the Securities Exchange Act of 1934, including executive compensation disclosure rules and rule 14a-8 benefits to shareholder proposals.	
<b>Real Estate Investment Trusts Handbook</b>	SECREITHB
Full text of <i>Real Estate Investment Trusts Handbook</i> , which covers real estate investment trusts (REITs), including federal securities, accounting, and ERISA issues related to REIT offerings; state blue sky provisions affecting REITs; and tax aspects of REITs.	
<b>Regulation of Corporate Disclosure</b>	TROCD
Full text of <i>Regulation of Corporate Disclosure</i> , Third Edition, a handbook on corporate disclosure covering the impact of the federal securities laws on informal communications and the process of communicating with shareholders.	
<b>Regulation of Financial Planners</b>	SECREGFINP
Text of <i>Regulation of Financial Planners</i> , which provides a comprehensive overview of financial planning. The first part of the treatise defines financial planning and discusses financial planning regulation, including state and federal regulation, self-regulation, and civil and criminal liability. The second part analyzes the laws in each state and the District of Columbia, focusing on the areas of law that have a direct impact on business.	
<b>Regulation of Investment Advisers</b>	SECREGINA
Text of <i>Regulation of Investment Advisers</i> , which covers the registration and regulation of investment advisers under the Investment Advisers Act of 1940 and related legislation, including compliance with SEC reporting requirements, Treasury Department regulations, and Labor Department regulations; state and federal investment restrictions; conflict of interest issues; and advertising restrictions.	
<b>Regulation of Investment Management and Fiduciary Services</b>	REGINVSVC
Full text of <i>Regulation of Investment Management and Fiduciary Services</i> , which discusses the laws and regulations governing fiduciaries engaged in investment activities, including securities, banking, and employee benefits laws and regulatory reporting requirements. Specific topics covered by the treatise include fiduciary liability, privacy, trust services, mutual funds, and foreign fiduciary activities. The treatise also includes numerous appendixes that contain the text of relevant statutes and regulations, sample forms, and other materials.	
<b>Resales of Restricted Securities</b>	SECRESR
Text of <i>Resales of Restricted Securities</i> , which covers restrictions on the transferability of securities, including public resales under Rule 144 (17 C.F.R. § 230.144), private resales under Rule 144A and the so-called section 4(11/2), and extraterritorial resales under Rule 904 of Regulation S (17 C.F.R. § 230.904).	
<b>RIA WGL Securities Compliance Library</b>	WGL-SECLIB
All documents from the following databases: WGL Handbook of SEC Accounting and Disclosure (WGL-SECHDBK), WGL SEC Accounting and Reporting Manual (WGL-SECMAN), WGL SEC Accounting and Reporting Update (WGL-SECUPD), WGL SEC Accounting Report (WGL-SECAR), and WGL SEC Compliance: Financial Reporting and Forms (WGL-SECFIN).	
<b>Sarbanes-Oxley Act in Perspective</b>	SEC-SOAP
Full text of <i>Sarbanes-Oxley Act in Perspective</i> , an in-depth analysis of the Sarbanes-Oxley Act of 2002 (the so-called Corporate Responsibility Act).	

<b>Sarbanes-Oxley Deskbook</b>	PLIREF-SAROX
Full text of PLI's <i>Sarbanes-Oxley Deskbook</i> , a guide to the public company governance, disclosure, and reporting requirements triggered by the Sarbanes-Oxley Act of 2002 and related initiatives from the SEC, NYSE, and NASD, including certification standards for corporate officers, auditor independence requirements, restrictions on insider loans, and attorney reporting rules.	
<b>Savings Institutions: Mergers, Acquisitions, and Conversion</b>	SAVIMA
Full text of <i>Savings Institutions: Mergers, Acquisitions, and Conversion</i> .	
<b>S Corporation Handbook</b>	SECSCORPHB
Full text of the 2007–2008 edition of the <i>S Corporation Handbook</i> , which contains the latest developments in the law affecting subchapter S corporations. Among the topics discussed in detail are the taxable year requirements for S corporations and partnerships, the timing and mechanics for electing and terminating S corporation status, and the scheme of taxation of the S corporation entity and S corporation shareholders.	
<b>Section 16 of the Securities Exchange Act</b>	SEC16
Text of <i>Section 16 of the Securities Exchange Act</i> , which provides guidance to ensure compliance with the reporting provisions of section 16 of the Securities Exchange Act of 1934, including trading by 10 percent owners, directors, and officers; matching trading in one security against trading in another; rules concerning monthly reporting requirements for insiders; defenses to section 16(b) liability; prohibition of short sales and sales against the box by insiders; and exemptions for market-making activities and certain arbitrage transactions.	
<b>Securities Activities of Banks</b>	SECAB
Full text of <i>Securities Activities of Banks</i> , Third Edition, which provides up-to-date information on the evolving laws governing banks' securities activities.	
<b>Securities and Federal Corporate Law</b>	SECFEDCORP
Full text of <i>Securities and Federal Corporate Law</i> , which covers securities law, including the Securities Act of 1933, Securities Exchange Act of 1934, Investment Advisers Act of 1940, section 16 insider trading regulations, rule 10b-5, blue sky law, exempt transactions, and related statutory and regulatory issues.	
<b>Securities Arbitration Desk Reference</b>	SABREF
Full text of the <i>Securities Arbitration Desk Reference</i> , which covers arbitration statutes, the arbitration and conduct rules of the NASD and the NYSE, civil recovery under the federal securities acts, provisions of the Uniform Securities Acts, and state blue sky laws.	
<b>Securities Counseling for Small and Emerging Companies</b>	SECCOUNS
Full text of <i>Securities Counseling for Small and Emerging Companies</i> , which provides the planning tools needed to advise small companies and companies that are on the verge of being or have recently become publicly owned. Specific topics covered include securities concerns for emerging companies; planning for exemptions from federal regulation and exemptions under state securities laws; planning secondary distributions; civil liabilities; securities violations; and the major cases affecting new and developing companies.	
<b>Securities Credit Regulation, Second Edition</b>	SECUREDREG
Full text of <i>Securities Credit Regulation, Second Edition</i> , a step-by-step guide for advisers to broker-dealers, banks, insurance companies, and financial institutions that engage in securities investment activity that will help them understand how margin regulations affect the financing of securities transactions. The treatise discusses each regulation, including Regulation T, Rule 431 of the NYSE, Regulation U, and Regulation X, and gives examples of actual margin transactions that clarify the concepts discussed.	
<b>Securities Crimes</b>	SECRCRIM
Text of <i>Securities Crimes</i> , which provides the background, guidance, and strategies needed for effectively defending or prosecuting a securities crime case. This treatise discusses the enforcement powers and structure of the SEC, the types of formal and informal SEC investigations, specific problems related to parallel proceedings, the extraterritorial application of U.S. securities law, the major statutes charged in federal securities cases, and the key case law in securities criminal prosecutions. It also has more than 50 appendixes containing memoranda of understanding, sample letters, and other documents.	

<p><b>Securities Law Handbook</b></p> <p>Full text of <i>Securities Law Handbook</i>, which brings together advice for securities practitioners and securities litigators in one source, covering topics such as the registration of securities, public offerings, the Private Securities Litigation Reform Act, securities litigation, insider trading and fraud, broker dealers, corporate governance, and investment companies and advisers.</p>	SECLAW-HB
<p><b>Securities Law of Public Finance</b></p> <p>Text of PLI's <i>Securities Law of Public Finance</i>, Second Edition, a comprehensive treatment of the application of the federal securities laws to public finance. This step-by-step guide follows the process from the structuring of a financing to the distribution of the securities and the closing. It discusses contractual relationships, information dissemination rules and the obligation of continuing disclosure, due diligence, and fraud.</p>	PLIREF-SECFIN
<p><b>Securities Law Review</b></p> <p>A collection of selected articles devoted to securities from law reviews published each year together with an introduction analyzing how each article relates to the year's leading issues.</p>	SECLAWREV
<p><b>Securities Litigation</b></p> <p>Full text of PLI's <i>Securities Litigation</i>, a reference book dealing with private securities class action litigation from the initial phases of a case through trial and appeal. The book also includes chapters on related topics, such as settlement, indemnification, SEC investigations and enforcement actions, and ERISA litigation.</p>	PLIREF-SECLIT
<p><b>Securities Litigation: Damages</b></p> <p>Full text of <i>Securities Litigation: Damages</i>, which discusses the basic principles of damage determination, especially those related to rule 10b-5. It considers express and implied remedies under each section of the securities laws, covers availability of damages from other securities violations, presents the substantive law on getting and calculating damages, and provides jury instructions to help frame complex facts and issues.</p>	SECLITD
<p><b>Securities Litigation: Forms and Analysis</b></p> <p>Text of <i>Securities Litigation: Forms and Analysis</i>, which covers securities litigation from preparation of the complaint through responding to complaints, discovery, motion practice, trial, and settlement. Outlines review the law, as well as pleading and practice issues, and sample forms provide drafting guidelines.</p>	SECLITFRMS
<p><b>Securities Practice: Federal and State Enforcement</b></p> <p>Full text of <i>Securities Practice: Federal and State Enforcement</i>, which includes background on SEC investigations and enforcement actions and provides a step-by-step approach for avoiding or responding to an SEC action.</p>	SECPRACFSE
<p><b>Securities: Public and Private Offerings</b></p> <p>Full text of <i>Securities: Public and Private Offerings</i>, which examines how securities are sold in the United States. It focuses on the importance of the letter of intent, aftermarket considerations, and SEC registration exemptions. It also considers the potential liability that underwriters and attorneys involved in the offering process may face. Other topics include analysis of shareholder communications, executive compensation, SEC small-business initiatives, changes to Regulation A, suitability matters, and policy statements on market closings.</p>	SECPUBPRIV
<p><b>Securities Regulation Forms</b></p> <p>Full text of <i>Securities Regulation Forms</i>, which provides a wealth of annotated sample forms and documents accompanied by expert commentary to help you draft critical forms, memoranda, and agreements needed for any securities offering, including public and nonpublic offerings, as well as resales of restricted securities.</p>	SECREGFRM
<p><b>Securities Regulation Law Journal</b></p> <p>Full-text articles from the <i>Securities Regulation Law Journal</i>, which features articles by noted practitioners and scholars in the field of securities regulation law. The journal provides in-depth coverage of significant trends in legislative, judicial, and regulatory activity. Coverage begins with 2004 (vol. 32, no. 2).</p>	SECLRJ

<b>Shareholder Derivative Litigation: Besieging the Board</b>	SDLBTB
Full text of <i>Shareholder Derivative Litigation: Besieging the Board</i> .	
<b>Shareholder Litigation</b>	SHARELIT
Full text of <i>Shareholder Litigation</i> , which focuses on the rights and remedies of shareholders. Applying legal principles to concrete cases, the treatise discusses topics such as courtroom tactics, discovery and motions, counterclaims, misleading proxies, tender offers, and corporate communications. It also analyzes rule 10b-5 and federal actions for fraud; section 17(a) of the Securities Act of 1933; state statutory remedies; arbitration, settlement, and other nonjudicial remedies; and defensive maneuvers.	
<b>Soft Dollars and Other Brokerage Arrangements</b>	DOLLARS
Full text of <i>Soft Dollars and Other Brokerage Arrangements</i> , which discusses the legal, regulatory, and other issues faced by participants in soft dollar arrangements.	
<b>Takeover Defense</b>	TKRDF
Full text of <i>Takeover Defense</i> , Sixth Edition, which discusses corporate acquisitions from the viewpoint of the target corporation. The treatise provides guidance on every aspect of planning for, defending against, and seeking alternatives to a hostile takeover.	
<b>Tax-Advantaged Securities</b>	SECTAXADV
Full text of <i>Tax-Advantaged Securities</i> , which discusses tax-advantaged investment vehicles, including REITs, LLCs, real estate syndications, equipment leasing programs, and other direct-participation programs.	
<b>Tax-Advantaged Securities Handbook</b>	SECTAXAHB
Full text of <i>Tax-Advantaged Securities Handbook</i> , which discusses the laws governing tax shelter operations and offers insights into the latest tax, regulatory, and business issues. Topics covered by the treatise include the S corporation and the LLC; passive loss provisions; tax shelter compliance and bail-out strategies; oil and gas investments; equipment leasing; and current issues relating to real estate investment, farming and timber ventures, research and development partnerships, and applicable federal securities laws.	
<b>Understanding the Securities Laws</b>	PLIREF-SECLAW
Text of PLI's <i>Soderquist on the Securities Laws</i> (formerly <i>Understanding the Securities Laws</i> ), Fifth Edition, which covers legal and business issues incident to issuing corporate securities, including public and private offerings, registration and filing requirements of the Securities Act of 1933 and the Securities Exchange Act of 1934, the resale of securities, proxy solicitations, tender offers, and liability and antifraud provisions of federal law.	
<b>U.S. Securities Law for International Financial Transactions and Capital Markets, Second Edition</b>	SECINTFTCM
Full text of <i>U.S. Securities Law for International Financial Transactions and Capital Markets</i> , Revised Second Edition, which describes how foreign companies can access U.S. capital markets and how U.S. companies can conduct securities transactions abroad. It also discusses the international aspects of the U.S. regulatory scheme for broker-dealers; public offerings, private placements, and business combinations; the advantages of ADRs to U.S. investors in foreign securities and to the issuers of those securities; registration and reporting under the Securities Exchange Act; global offerings and regulations; the multijurisdictional disclosure system; and broker-dealer and investment adviser regulation.	
<b>Venture Capital and Small Business Financings</b>	SECVENTURE
Full text of <i>Venture Capital and Small Business Financings</i> , which provides guidance in structuring short-term and long-term financing for small and medium-sized businesses, including tax and securities compliance issues, choice of business entity, costs and benefits of various financing techniques, equipment leasing, employee equity incentive programs, research and development programs, and financing options.	
<b>WGL Handbook of SEC Accounting and Disclosure</b>	WGL-SECHDBK
Full text of the <i>Handbook of SEC Accounting and Disclosure</i> , which provides guidance on preparing disclosures for the SEC plus nearly 400 examples of actual corporate filings and thousands of sample disclosures to illustrate compliance with SEC rules.	

<p><b>WGL SEC Accounting and Reporting Manual</b></p> <p>Full text of <i>SEC Accounting and Reporting Manual</i>, which provides information on the latest SEC compliance developments plus numerous practice aids, including checklists and sample disclosures.</p>	WGL-SECMAN
<p><b>WGL SEC Accounting and Reporting Update</b></p> <p>Documents from the <i>SEC Accounting and Reporting Update</i>, which provides weekly updates to the SEC Accounting and Reporting Manual. Coverage includes the most recent nine years.</p>	WGL-SECUPD
<p><b>WGL SEC Accounting Report</b></p> <p>Documents from the <i>SEC Accounting Report</i>, which provides monthly updates to the <i>SEC Accounting and Reporting Manual</i>. Coverage includes the most recent nine years.</p>	WGL-SECAR
<p><b>WGL SEC Compliance: Financial Reporting and Forms</b></p> <p>Full text of the <i>SEC Compliance: Financial Reporting and Forms</i>, which provides guidance on filing financial reports with the SEC.</p>	WGL-SECFIN
<p><b>Williams Act–Tender Offers and Stock Accumulations</b></p> <p>Full text of <i>The Williams Act–Tender Offers and Stock Accumulations</i>, which covers the Williams Act, which added sections 13(d), 13(e), 13(g), 14(d), 14(e), and 14(f) to the Securities Exchange Act of 1934 to regulate tender offers and accumulations of stock. The treatise discusses the practical application of the Williams Act, provides lists of steps to be taken in a tender offer, and analyzes relevant case law.</p>	SECWACT

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