Index

ANNUAL MEETING DOCUMENTS	ATTORNEYS—Cont'd
EProxy rules, 1:110	Professional conduct, affirmative duty to inspect truthfulness of
ANNUAL REPORTS	SEC filings, 3:1
Generally, 1:30 et seq.	Role. Counsel's Role, this index
Amendments, 1:58	AUDITS
Certification, 1:33	Audit committees
Certification of principal executive officer and principal financial officer, 4:1	generally, 1:92 et seq., 2:7 et seq. government form, 4:6
Checklist, 4:5	Internal Audits, this index
Contents, 1:32	BENEFICIAL OWNERS
Disclosure of aggregate contractual obligations, 1:36	Employee benefit plan transactions, 1:125
Disclosure of critical accounting poli-	Liability
cies, 1:38	Short sales, 1:127
Disclosure of non-GAAP financial measures, 1:37	Shortswing profits, 1:123 , 1:129 Proxy disclosures, 1:88 , 1:97 , 1:98
Disclosure of off-balance sheet arrangements, 1:36	Reporting compliance, 1:89 , 1:122 Registration disclosures, 1:9
Employee stock plans, 4:31	Reporting requirements
Execution, 1:32	Generally, 1:112
False or misleading statements, 1:159	Acquisitions, domestic relations
Filing, 1:26 , 1:40 , 1:57	orders, 1:120
Form 10-K, 4:4	Applicability, 1:114, 1:115
Internet, 3:29	Awards, 1:116
MD&A, 1:34	Cancellation of derivative position
Performance graph, 1:39	1:120
Purpose, 1:31	Compliance considerations, 1:122
Retention period, 3:23	Deferred reporting, 1:116
Sarbanes-Oxley statement, 4:2	Discretionary transactions, 1:116
Signature, 1:33	Dispositions, domestic relations
Signature requirements, 1:159	orders, 1:120
Timetable and schedule, 1:41, 4:31	Dividend reinvestment plan acquisitions, 1:120
ANTI-MONEY LAUNDERING LAW	Estate administrators or executors, 1:119
Compliance, 3:42	Exempt transactions, 1:113, 1:120
ATTORNEYS	Expiration of derivative position, 1:120
Conduct, law firm policy for compli-	Filing requirements, 1:121
ance with SEC Rule 205, 4:56	Former officers or directors, 1:118

BENEFICIAL OWNERS—Cont'd

Reporting requirements—Cont'd Gift transactions, 1:116 Grants, 1:116

Guardians, 1:119

Individual pecuniary interest, 1:115

Nonpecuniary changes in form, 1:120

Pecuniary interest, 1:115

Post termination transactions, 1:118

Prior transactions, 1:117

Proxy disclosures, 1:89, 1:97,

1:98, 1:122

Purpose, 1:113

Receivers, 1:119

Small acquisition and gift transactions, 1:116

Tax conditioned plans, 1:120

Trustees in bankruptcy, 1:119

Short sales, 1:127

Shortswing profits

Generally, 1:123, 1:129

Discretionary transactions, 1:125

Estate distributions, 1:126

Gift transactions, 1:126

BENEFICIAL OWNERSHIP STATEMENTS

Annual statement, 4:22, 4:23

Initial statement, **4:18, 4:19**

Statement of changes, 4:20, 4:21

Stock ownership confirmation, 4:39

Timetable and schedule, 4:31

BROKERS

Securities, broker instruction/ representation questionnaire, 4:36

CERTIFICATION

Annual reports, 1:33, 4:1

Disclosure, SEC compliance, 4:63

Foreign Corrupt Practices Act, compliance certification, **4:57**

Principal executive officer and

principal financial officer, **4:1**

Quarterly reports, 1:47

CHECKLISTS AND LISTS

Current report, 4:10

Meeting countdown schedule, 4:32

Quarterly report, 4:8

Registration exemption, 4:44

Rule 144 exemption, 4:44

Securities disclosure, 4:51

Securities law compliance schedule, **4:33**

CIVIL LIABILITY FOR SECURITIES VIOLATIONS

State survey, 4:59

CLIMATE CHANGE

Disclosures

Risk Assessment, 2:25

CODE OF ETHICS

Education and awareness, 2:1

COMMITTEES OR TEAMS

Audit committee, **1:92 to 1:97, 2:7 et** seq.

Internal audit, 3:6

Participants, 2:4

COMPLAINT POLICIES AND PROCEDURES

Confidentiality, 3:36

Investigation, 3:36

COMPLIANCE LETTERS

SEC guidance, 4:65

CONDUCT

Forms and exhibits, law firm policy for compliance with SEC Rule 205, **4:56**

Securities, company code of business conduct, **4:53**

CONFLICT MINERALS

Disclosure compliance program, 1:111, 2:13

Establishing compliance team and disclosure commitee, **2:13**

Iran notice, 1:111, 4:11

CORONAVIRUS

Corporate internal controls, 1:35 Securities Exchange Commission (SEC) guidance, 4:67

CORPORATE GOVERNANCE REQUIREMENTS

NASDAQ listed companies, **4:30** New York Stock Exchange listed companies, **4:28**

CORPORATE RESPONSIBILITY STATUTES

State survey, 4:58

COUNSEL'S ROLE

Affirmative duty to inspect truthfulness of SEC filings, **3:1**

Derivatives trading and agreements, 3:40

Due diligence meetings, 3:21

Education and awareness program, 2:6, 2:17

Internal audits, 3:13

Professional conduct, affirmative duty to inspect truthfulness of SEC filings, **3:1**

COVID-19

Corporate internal controls, 1:35 Securities Exchange Commission (SEC) guidance, 4:67

CRIMINAL LAW

Insider trading, 1:138

CRYPTOCURRENCIES

Regulation and Legislation Liability and Enforcement, **1:163**

CURRENT REPORTS

Generally, 1:51

Amendments, 1:58

Contents, 1:53

False or misleading statements, 1:159

Filing, 1:55, 1:57

Form 8-K, 1:51 to 1:54, 4:9, 4:10

Purpose, 1:52

Regulation BTR, 1:53

Regulation FD, 1:54

Regulation G disclosures, 1:54

Regulation S-T, 1:55

Regulation S-X, 1:53

Retention period, 3:23

Signature requirements, 1:159

Timetable and schedule, 4:31

DAMAGES

Insider Trading Sanctions Act, **1:139**Securities Exchange Act of 1934, **1:159**

DEFENSES

Securities, due diligence, 3:21

DEMOCRATIC REPUBLIC OF CONGO

Conflict minerals disclosure, 1:111, 2:13

DEPARTMENT OF JUSTICE

Guidance, **4:68**

DERIVATIVES TRADING AND AGREEMENTS

Counsel's role, 3:40

Disclosure requirements, 3:40

Document review, 3:40

Internal audits, 3:40

Monitoring, 3:40

DIRECTOR NOMINATIONS

Proxy statements, 1:109

DISCLOSURE

Acquisition of assets, 1:53

Audit committee reports, 1:91, 1:98

Bespeaks caution doctrine, 1:144

Boilerplate, 1:144

Business purpose doctrine, 1:134

Cautionary statements, 1:144

Certification, SEC guidance, 4:63

Changes in control, 1:53

Changes in securities, 1:46

Climate Change

Risk Assessment, 2:25

Compliance considerations, 1:135

Confidential information, 1:140

Conflict minerals disclosure compliance program, 1:111, 2:13

Conflicts of interest transactions, **1:9**,

1:32, 1:86

Control share acquisitions, 1:59

Correction of prior statements, 1:144

Current security values, dilutive

effect of sale, 1:7

Cybersecurity

Risk Assessment, 2:24

DISCLOSURE—Cont'd DISCLOSURE—Cont'd Defaults upon securities, 1:46 Ripeness doctrine, 1:134 Deferred disclosure, 1:134 Risk factors in offering, 1:7 Derivatives trading, 3:40 Rule 10-01, 1:45 Disposition of assets, 1:53 Rumors, verification, 1:133 Distribution plan, 1:7 Safe harbor, 1:144 Dividend information, 1:8 Schedule 14A. 1:70 Duty to disclose, 1:133 SEC filing and disclosure reforms, 3:43 Earnings projections, 1:144 Earnings to fixed charge ratios, 1:7 SEC guidance, complex, uncertain, and evolving risks, 4:66 Entanglement theory, 3:28 SEC reforms, 3:43 Executive compensation. Executive Securities, New York Stock Compensation Disclosures, this Exchange (NYSE) requirements, index Financial analysts, 3:28 Securities Exchange Commission, Foreign governments and private Form SD Specialized Disclosure issuers, 1:51 Form, **4:11**, **4:12** Form SD Specialized Disclosure Updating duty, 1:144 Form, **4:11**, **4:12** Use of sales proceeds, 1:7 Forward-looking statements, 1:133, Violations of law, 3:19 1:144 Written policies, 2:12 Insiders, 1:137 Interested parties, 1:7 DISGORGEMENT OF PROFITS Internet, 3:29 Shareholder demand, Section 16(b) Listed companies, 1:131, 1:157 liability, 1:129 Material events or transactions, 1:32, DOCUMENT RETENTION 1:46, 1:53, 1:132 Media, 3:28 **PROGRAM** Annual reports, 3:23 Misstatements, correction, 1:133 Articles of incorporation, 3:23 National Investor Relations Institute (NIRI) guidelines, 2:12 Bylaws, **3:23** Objectives of compliance program, Canceled stock certificates, 3:23 1:2, 1:3 Certificates of stock, copies, 3:23 Odd lot tender offers, 1:150 Correspondence with regulatory Offering price, method of determinaagencies, 3:23 tion, 1:7 Current reports, 3:23 Parent and subsidiary corporations, Destruction procedures, 3:25 3:39 Dividend agent agreements, 3:23 Planning compliance procedures, Filing requirements, 1:57 1:135 Minutes of meetings, 3:23 Private Securities Litigation Reform Necessity, 2:19 Act, 1:144 No-action letters, 3:23 Profit projections, 1:144 Personnel responsible, 3:24 Public releases, 3:28 Proxy statements, 3:23 Regulation 12B, 1:57 Quarterly reports, 3:23 Regulation S-K, 1:45, 1:46, 1:60, 3:40 Registrar agreements, 3:23 Regulation S-X, 1:45, 3:40 Registration statements, 3:23 Repurchases of stock, 1:146 Reports, 3:23

DOCUMENT RETENTION EDUCATION AND AWARENESS PROGRAM-Cont'd —Cont'd Necessity, 3:31 Securities Exchange Commission (SEC) exemptions, 3:23 New-hire orientation, 3:32 Shareholder lists, 3:23 Officers, 1:21, 2:3 Stock option plans, 3:23 Record retention policy, 2:1 Stock purchase plans, 3:23 SEC resources, 2:3 Storage procedures, 3:25 SEC website and assistance, 3:37 Timetable and schedule of retention, Seminars, 2:16, 3:33 3:23 Supervisors, 3:31 Transfer agent agreements, 3:23 Support staff, 2:3 Surveys, **2:18** DOCUMENT REVIEW Tax preparation personnel, 2:3 Brochures, 3:12 Telephone hotlines, 3:36 Contracts, 3:12 Written memoranda, 2:15, 3:34 Derivatives agreements, 3:40 Economist's reports, 3:12 ELECTRONIC DATA Filings, **3:12** GATHERING, ANALYSIS AND Merger and acquisition agreements, RETRIEVAL SYSTEM 3:12 (EDGAR) Policy statements, 3:12 Direct transmission, 1:62 Press releases, 3:12 Disclosure requirements, 1:62 Private placements, 3:12 Diskette transmission, 1:62 Ratings agency presentations, 3:12 Electronic filing, 1:62 Registration statements, 3:12 Exhibit filing, 1:63, 1:65 Reports, 3:12 Fees for transmission, 1:66 Sales literature, 3:12 Form 10-K. 1:64 SEC filings, 3:1 Form S-2, 1:63 Stock exchange agreements, 3:12 Form SE, 1:63 Transfer agent registrations, 3:12 Incorporation of documents by reference, 1:63 DODD-FRANK ACT Magnetic transmission, 1:62 Proxy statements, 1:108 Paper filing, 1:64 **EDUCATION AND AWARENESS** Proxy statements, 1:105 Accountants, 2:3 Purposes, 1:61 Auditors, 2:3 Regulation S-T, 1:57 Code of conduct, 3:35 EMPLOYEE HANDBOOKS Code of ethics, 2:1 Securities, code of conduct, 3:35 Counsel's role, 2:6, 2:17 Directors, 1:21, 2:3, 2:6 **ENFORCEMENT AND** Employees, 3:31, 3:32 ADJUDICATION Finance department, 2:3 Administrative process, **1:159** General counsel, 2:3 Civil penalties, foreign corrupt prac-Insider trading policy, 2:1 tices, 1:159 Insiders, 1:141 Class action suits, 1:161 Investor relations department, 2:3 Criminal insider trading, 1:138 Management, 2:1 to 2:3, 3:31 Criminal penalties Meetings, 3:33 Foreign corrupt practices, 1:159

ENFORCEMENT AND ADJUDICATION—Cont'd

Criminal penalties—Cont'd Insider trading, 1:139

Reporting violations, 1:128

Disgorgement of profits, shareholder demand, 1:129

Foreign corrupt practices act, 1:159
Insider Trading and Securities Fraud
Enforcement Act (ITSFEA),
1:139

Insider Trading Sanctions Act, **1:139** Private right of action

Racketeer Influenced and Corrupt Organization Act (RICO), 1:161

Securities Act of 1933, **1:161** Securities Exchange Act of 1934, **1:128, 1:129, 1:161**

Trust Indenture Act, 1:161

Private Securities Litigation Reform Act, **1:161**

Racketeer Influenced and Corrupt Organization Act (RICO), **1:161**

Regulation and Legislation Concerning cryptocurrencies, **1:163**

Securities Act of 1933, 1:161

Securities Exchange Act of 1934, 1:128, 1:129, 1:159, 1:161

Stock exchange regulations, 1:159

Tax Cut and Jobs Act of 2017 and SEC financial statements, **1:162**

Trust Indenture Act, 1:161

EPROXY RULES

Distribution of annual meeting documents, 1:110

ETHICS

Securities, company code of business conduct. **4:53**

EVALUATION TEAM

Internal audits, 3:6

EXECUTIVE COMPENSATION DISCLOSURES

Annual report on Form 10-K Content, **1:32**

MD&A, 1:34

C. 1 . .

Stock performance graph, 1:39

EXECUTIVE COMPENSATION DISCLOSURES—Cont'd

Proxy statements

Generally, 1:72

Alternative forms of compensation, **1:74**

Annual compensation, 1:74

Compensation committee relationships, **1:81**

Compensation committee report, 1:72

Director compensation agreements, **1:86**

Grants of plan-based awards, 1:75 Holdings and exercises of previously granted equity, 1:76

Long-term compensation, 1:74

Pension plans, 1:78

Potential payments upon termination or change-in-control, 1:79

Related party transactions, 1:86 Relationships to compensation committee, 1:86

Report of compensation committee, **1:80**

Shareholder approved and other stock plans table, **1:85**

Summary compensation table, **1:74**

Registration statements, 1:9
Smaller reporting companies, 1:78,
1:86

EXEMPTIONS

Reporting obligations, 1:124 Transactions, 1:120

EXTENSIBLE BUSINESS REPORTING LANGUAGE (XBRL)

Generally, 1:67

FILING

SEC reforms, 3:43

FILING REQUIREMENTS

Annual reports, 1:26, 1:40, 1:57 Audit committee reports, 1:91, 1:98 Beneficial ownership statements, 1:121

FILING REQUIREMENTS—Cont'd	FORMS AND EXHIBITS—Cont'd
Current reports, 1:55 , 1:57	Beneficial ownership statements
Document retention, 1:57	—Cont'd
Exhibits, 1:60	Statement of changes, 4:20, 4:21
Form 10-Q, 1:50	Stock ownership confirmation,
Form S-3 eligibility, 1:56	4:39
Limited safe harbor, 1:56	Timetable and schedule, 4:31
Online filing. Electronic Data Gather-	Broker instruction/representation
ing, analysis and Retrieval	questionnaire, 4:36
System (EDGAR), this index	Checklists and lists
Proxy statements, 1:108	Current report, 4:10
Electronic filing, 1:105, 1:108	Meeting countdown schedule, 4:32
Quarterly reports, 1:48, 1:50, 1:57	Quarterly report, 4:8
Regulation S-T, 1:57	Registration exemption, 4:44
Safe harbor, 1:56	Rule 144 exemption, 4:44
Section 10(b) liability, 1:56	Securities disclosure, 4:51
FINANCIAL REPORTING	Securities law compliance schedule, 4:33
MANUAL	Compensation committee charter,
SEC, 4:62	4:50
FOREIGN CORRUPT PRACTICES	Conduct, company code of business
ACT	conduct, 4:53
Generally, 1:29	Current reports
Civil penalties, 1:159	Form 8-K, 4:9, 4:10
Compliance certification, 4:57	Timetable and schedule, 4:31
Compliance program objectives, 3:41	Disclosure statements, New York
Criminal liability, 1:159	Stock Exchange (NYSE)
Enforcement and adjudication, 1:159	requirements, 4:27
Forms and exhibits, compliance certi-	Ethics, company code of business
fication, 4:57	conduct, 4:53
FORMS AND EXHIBITS	Foreign Corrupt Practices Act
Annual reports	compliance certification, 4:57
Certification of principal executive	Free writing prospectus, 4:16 Guidelines
officer and principal financial	
officer, 4:1	Confidential information, 4:37 Discussions with securities
Checklist, 4:5	analysts, 4:41
Employee stock plans, 4:31	Insider trading, 4:40
Form 10-K, 4:4	Officer and director transactions
Sarbanes-Oxley statement, 4:2	Annual reminder of restrictions
Timetable and schedule, 4:31	on company shares transac-
Attorney conduct, law firm policy for	tions, 4:46
compliance with SEC Rule 205,	Discussions with securities
4:56	analysts, 4:41
Audit committee charter, 4:49	Insider trading, 4:40
Audit committee disclosures, 4:6	Investor relations memoranda,
Beneficial ownership statements	4:42
Annual statement, 4:22 , 4:23	Newly public company obliga-
Initial statement, 4:18 , 4:19	tions, 4:45

FORMS AND EXHIBITS—Cont'd	FORMS AND EXHIBITS—Cont'd
Guidelines—Cont'd	Securities Act of 1933
Officer and director transactions	Registration statements
—Cont'd	Form S-1, 4:13
Rule 144 exemption, 4:43	Form S-3, 4:14
Registration exemption, 4:43	Form S-4, 4:15
Rule 144 exemption, 4:43	Form S-8, 4:17
Inline XBRL requirements, 4:3 Law firm policy for compliance with	Rule 144 exemption guidelines and checklist, 4:43 , 4:44
SEC Rule 205 governing	Securities Exchange Act of 1934
attorney conduct, 4:56 Letters, reporting obligations of	Beneficial ownership statements
directors and executive officers,	Form 3, 4:18, 4:19
4:52	Form 4, 4:20, 4:21
Memoranda	Form 5, 4:22 , 4:23
Confidentiality, 4:37, 4:38	Form 144, 4:24
Officers and directors, 4:40 et seq.	Reports
Rule 144, 4:43	Form 8-K, 4:9, 4:10
Stock option ownership confirma-	Form 10-K, 4:4
tion, 4:39	Form 10-Q, 4:7 , 4:8
NASDAQ stock market listing	Securities Exchange Commission
requirements, 4:29	Checklist for Form SD, 4:12
Nominating and governance commit-	Form SD, 4:11
tee, charter, 4:48 to 4:47	
NYSE equity and debt listing requirements, 4:27	Specialized disclosure, Form SD, 4:11
Proxy statements, 4:6	Stock trading plan, Rule 10b5-1, 4:55
Questionnaires to officers and directors	Surveys and questionnaires, proxy questionnaires to officers and
Directors, 4:35	directors
Executive officers, 4:34	Directors, 4:35
Timetable and schedule, 4:31	Executive officers, 4:34
Quarterly reports	Timetables and schedules
Checklist, 4:8	Annual reports, 4:31
Form 10-Q, 4:7, 4:8	Beneficial ownership statements,
Registration statements	4:31
Exemption guidelines and	Current reports, 4:31
checklist, 4:43 , 4:44	Inquiries to record holders, 4:31
Official forms	Meeting countdown schedule, 4:32
Form S-1, 4:13	NASDAQ stock market listing
Form S-3, 4:14	requirements, 4:29
Form S-4, 4:15	NYSE equity and debt listing
Form S-8, 4:17	requirements, 4:27
Schedule 13D, 4:25	Proxy statements, 4:31
Schedule 13G, 4:26	Quarterly reports, 4:31
SEC Rule 205, law firm policy for compliance governing attorney	FREE WRITING PROSPECTUS
conduct, 4:56	Government forms, 4:16

GUIDELINES	INSIDERS—Cont'd
Annual reminder of restrictions on	Embargoes on trading, 1:137
company shares transactions,	Employee benefit plan transactions,
4:46	1:125
Confidential information, 4:37	Fraudulent purchases or sales of
Discussions with securities analysts,	securities, 1:137, 1:139
4:41	Insider Trading and Securities Fraud
Insider trading, 4:40	Enforcement Act (ITSFEA),
Investor relations memorandum, 4:42	1:139
Newly public company obligations,	Insider Trading Sanctions Act, 1:139
4:45	Liability
Officer and director transactions	Fraudulent purchases or sales of
Annual reminder of restrictions on	securities, 1:137, 1:139
company shares transactions,	Short sales, 1:127
4:46	Shortswing profits, 1:123, 1:129
Discussions with securities	Officer trading regulations, 1:141
analysts, 4:41	Periodic investment program, 1:141
Insider trading, 4:40	Publicly held companies, 4:54
Investor relations memorandum, 4:42	Reporting requirements
	Generally, 1:112
Newly public company obligations, 4:45	Acquisitions, domestic relations
· · · · · · · · · · · · · · · · · · ·	orders, 1:120
Rule 144 exemption, 4:43 Registration exemption, 4:43	Applicability, 1:114, 1:115
Rule 144 exemption, 4:43	Awards, 1:116
Rule 144 exemption, 4:43	Cancellation of derivative position,
IMPLEMENTING COMPLIANCE	1:120
PROGRAM	Compliance considerations, 1:122
Securities, directors, liability, 2:1	Deferred reporting, 1:116
INSIDER TRADING POLICY	Discretionary transactions, 1:116
Education and awareness, 2:1	Dispositions, domestic relations orders, 1:120
Education and awareness, 2.1	Dividend reinvestment plan
INSIDERS	acquisitions, 1:120
Abstention from purchases or sales of	Estate administrators or executors,
securities, 1:137	1:119
Bans on trading, 1:137	Exempt transactions, 1:113, 1:120
Blackouts on trading, 1:142	Expiration of derivative position,
Clearance of trades, 1:141	1:120
Code of professional standards for	Filing requirements, 1:121
attorneys, 1:143	Former officers or directors, 1:118
Compliance considerations	Gift transactions, 1:116
Reporting requirements, 1:122	Grants, 1:116
Trading regulations, 1:140, 1:141	Guardians, 1:119
Controlling person liability, 1:139	Nonpecuniary changes in form,
Criminal liability, 1:139	1:120
Definition, 1:136	Pecuniary interest, 1:115
Director trading regulations, 1:141	Post termination transactions,
Disclosure duties, 1:137	1:118
Education program 1.141	Prior transactions 1.117

INSIDERS—Cont'd	INTERNET—Cont'd
Reporting requirements—Cont'd	EDGAR. Electronic Data Gathering,
Purpose, 1:113	analysis and Retrieval System
Receivers, 1:119	(EDGAR), this index
Small acquisition and gift transac-	Guidelines, 3:30
tions, 1:116	Hyperlinked information, 3:29
Tax conditioned plans, 1:120	Investor/shareholder relations
Trustees in bankruptcy, 1:119	websites, 1:3
SEC website, 3:37	Offerings of securities, 3:29
Short sales, 1:127	Proxy
Shortswing profits, 1:123 , 1:129	Statements, 3:29
Discretionary transactions, 1:125	Voting, 1:108
Estate distributions, 1:126	Quarterly reports, 3:29
Gift transactions, 1:126	Reporting requirements, 1:121
Window trading programs, 1:141	Rumors, duty to verify or correct,
window trading programs, 1.141	3:29
INTERNAL AUDITS	SEC monitoring, 3:29
Generally, 3:2	SEC website, 3:37
Attorney-client privilege, 3:16	
Comfort letters, 3:22	Updating information, 3:29
Committee or team, 3:6	IRAN
Confidentiality, 3:14	Conflict minerals disclosure, 1:111,
Counsel's role, 3:13	4:11
Derivatives trading and agreements,	
3:40	LAW FIRMS
Disclosing violations of law, 3:19	Forms and exhibits, compliance with
Document review, 3:12	SEC Rule 205 governing
Employee interviews, 3:9	attorney conduct, 4:56
Evaluation team, 3:6	LETTERS
Interviews, 3:8 to 3:11	Securities, director and executive
Necessity, 2:2	officer reporting obligations,
	4:52
Opinion letters, 3:22	Securities Exchange Commission
Participants, 3:6	(SEC), compliance letters, 4:65
Postaudit assessment, 3:20	(SEC), comphance letters, 4.03
Preaudit procedures, 3:5, 3:6	LISTINGS
Purposes, 3:3	Agreement, 1:154 to 1:154
Recommendations, 3:13	Corporate governance requirements
Report and review, 3:13	NASDAQ, 4:30
Scope, 2:2 , 3:4	NYSE, 4:28, 4:47
Self-evaluation privilege, 3:18	Election, 1:156
Work-product protection, 3:17	NASDAQ, 4:29 , 4:30
•	NYSE corporate governance require-
INTERNET	ments, 4:28, 4:47
Analysts' reports, 3:29	NYSE equity and debt listing require
Annual reports, 3:29	ments, 4:27
Chat rooms for investors, 3:29	
Cybersecurity disclosures, 3:24	LISTS
Disclosures of information, 3:29	Checklists and Lists, this index

MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)

Annual reports, 1:34

Compliance program annual reports, 1:34

Quarterly reports, 1:45

MANUALS

Code of conduct, **3:35**Confidentiality provisions, **3:34**Inquiry procedures, **3:34**Insider trading provisions, **3:34**

Officers and directors as target audience, 1:21

MARKETING COMPLIANCE PROGRAM

Financial incentives, 1:1, 1:4 Necessity for compliance, 1:1, 2:1 Target audience, 2:3

MEMORANDA

Confidentiality, **4:37**, **4:38**Investor relations, **4:42**Officers and directors, **4:40 et seq.**Rule 144, **4:43**Stock option ownership confirmation, **4:39**

MERGERS AND ACQUISITIONS

Agreements, review, **3:12**Continuation of compliance program, **3:38**

Due diligence review, 3:38

MONITORING

Securities, derivatives trading and agreements, **3:40**

NOMINATING AND GOVERNANCE COMMITTEE

Securities, charter, 4:48 to 4:47

OBJECTIVES OF COMPLIANCE PROGRAM

Generally, 2:11, 2:14

Disclosures of information, 1:2, 1:3, 1:99

Financial, 1:4

Investor relations, 1:3

Liability avoidance, 1:2

OBJECTIVES OF COMPLIANCE PROGRAM—Cont'd

Risk management, 2:20

Climate Change Disclosures, **2:25**Cybersecurity Disclosures, **2:24**

Shareholder relations, 1:3

ONLINE FILING

EDGAR. Electronic Data Gathering, analysis and Retrieval System (EDGAR), this index

PANDEMIC

Corporate internal controls, 1:35

PARENT AND SUBSIDIARY CORPORATIONS

Affiliate defined, 1:20

Disclosures, 3:39

Planning compliance program, 3:39

Public relations problems, 3:39

Repurchases of stock, 1:146

PARTICIPATION AND INVOLVEMENT

Accounting department or firms, 2:3, 2:4, 2:7

Audit committees, 2:7 et seq.

Auditors, 2:3

Chief executive officer, 2:5

Chief financial officer, 2:5

Comptroller, 2:4

Directors, 2:3, 2:6

Finance department, 2:3, 2:4

General counsel, 2:3

Investor relations department, 2:3, 2:4

Management, 2:3

Officers, 2:3

Public relations department, 2:4

Support staff, 2:3

Tax preparation department or firms, 2:3

Treasurer, 2:4

PERFORMANCE GRAPH

Annual reports, 1:39

PERIODIC REPORTS

SEC review and enforcement, 1:158

PLANNING COMPLIANCE PROGRAM

American Corporate Counsel Association (ACCA) quality network, **2:21**

Benchmarking, 2:21

Confidentiality policy, 1:140

Design of program, 2:14 to 2:18

Director trading regulations, 1:141

Directors' and officers' liability insurance, 2:22

Disclosure procedures, 1:135

Due diligence meetings, 3:21

Financial incentives, 1:1, 1:4

General considerations, 2:11

Insider trading regulations, 1:140, 1:141

Law, changes in, monitoring, 2:23
Monitoring regulatory compliance,
2:23

Necessity of compliance program, 1:1

Officer trading regulations, 1:141
Parent and subsidiary corporations,
3:39

Public relations, 3:28

Regulatory compliance, monitoring, 2:23

Reporting procedures, **1:140** Written disclosure policy, **2:12**

POLICY STATEMENTS

SEC guidance, 4:64

PRIVATE SECURITIES LITIGATION REFORM ACT

Boilerplate warnings, 1:144

Cautionary statements, 1:144

Correction of prior statements, **1:144**

Enforcement and adjudication, 1:161

Forward-looking statements, **1:144** Updating duty, **1:144**

PROFESSIONAL CONDUCT

Affirmative duty to inspect truthfulness of SEC filings, **3:1**

PROXY STATEMENTS

Generally, **1:68**, **1:91** et seq. Accountant information, **1:101**

PROXY STATEMENTS—Cont'd

Audit committee, 1:92 et seq.

Audit committee information, 1:91 et seq.

Beneficial ownership information, 1.88

Reporting compliance, 1:89, 1:122

Board meetings information, 1:91

Cards, 1:108

Client employment relationships, 1:103

Code of ethics, 1:90

Committee meetings information, **1:91 et seq.**

Communications with auditor, 1:94

Compensation of Independent Public Accountants, 1:103

Conflicts of interest disclosures, **1:86**

Contents, **1:70**

Director nominations, shareholder proxy access proposals, 1:109

Disclosure requirements, 1:70

Distribution of annual meeting documents, eProxy rules, 1:110

Dodd-Frank Act, 1:108

Electronic filing, **1:105**, **1:108**

Electronic voting, 1:108

EProxy rules, distribution of annual meeting documents, **1:110**

Executive compensation information

Generally, 1:72

Alternative forms of compensation, **1:74**

Annual compensation, 1:74

Compensation committee relationships, **1:81**

Compensation discussion and analysis, **1:73**

Consultants, 1:82

Director compensation agreements, 1:84, 1:86

Grants of plan-based awards, 1:75

Holdings and exercises of previously granted awards, 1:76

Independence of compensation committee, **1:83**

Long-term compensation, 1:74

Pension plans, 1:78

PROXY STATEMENTS—Cont'd	PROXY STATEMENTS—Cont'd
Executive compensation information	Retention period, 3:23
—Cont'd	Review policies, 1:87
Potential payments upon termina-	Revocation rights information, 1:104
tion or change-in-control,	Rule 14a-8, 1:106, 1:107
1:79	Rule 14a-13, 1:104
Related party transactions, 1:86	Rule 14a-3(b), 1:104
Relationships to compensation	Schedule 14A, 1:70
committee, 1:86 Report of compensation commit-	Securities Exchange Commission (SEC) review, 1:105
tee, 1:80	Self-regulatory organization, 1:95
Restricted stock holdings, 1:74	Services prohibited go be performed
Shareholder approved and other stock plans table, 1:85	by Independent Public Accountants, 1:102
Smaller reporting companies, 1:78, 1:86	Shareholder approved and other stock
Summary compensation table,	plans table, 1:85
1:74	Shareholder proposals
Filing requirements	Generally, 1:106
Generally, 1:108	Employment related proposals,
Electronic filing, 1:105 , 1:108	1:107
Financial expert on audit committee,	Omissions, 1:107
1:92	Shareholder proxy access proposals, director nominations, 1:109
Form of proxy, 1:69 , 1:108	Solicitation requirements and
Governing law, 1:69	procedures, 1:69, 1:104, 1:105
Government form, 4:6	Telephone voting, 1:108
Independence, disclosure concerning,	Timetable and schedule, 4:31
1:96	Voting information, 1:104 , 1:108
Internet	PUBLICLY HELD COMPANIES
Generally, 3:29	Insider trading policy, 4:54
Voting, 1:108	misider trading poney, 4.34
Litigation information, 1:100	QUARTERLY REPORTS
Nominating committee information, 1:91	Generally, 1:26 , 1:42 et seq.
Nonqualified deferred compensation	Amendments, 1:58
table, 1:77	Certification, 1:47
Officer and director information, 1:71	Checklist, 4:8
Partner rotation, 1:103	Contents, 1:44 to 1:46
Pre-approval of services, 1:93	Disclosures, 1:46
Preliminary filing, 1:105	False or misleading statements, 1:159
Purpose, 1:69	Filing, 1:26 , 1:48 , 1:57
Questionnaires to officers and direc-	Financial statements, 1:45
tors	Form 10-Q, 4:7, 4:8
Directors, 4:35	Internal controls over financial
Executive officers, 4:34	reporting and procedures, 1:45
Record date information, 1:104	Internet, 3:29
	111tC111Ct, 3.29
Regulation 14A, 1:69	Market risk disclosures, 1:45
Regulation 14A, 1:69 Regulation S-K, 1:71, 1:86	

QUARTERLY REPORTS—Cont'd	REMEDIES
Part II of Form 10-Q, 1:46	Insider Trading and Securities Fraud
Pre-filing audit, 1:50	Enforcement Act (ITSFEA),
Purpose, 1:43	1:139
Registration statement, 1:45	Insider Trading Sanctions Act, 1:139
Regulation S-K, 1:45, 1:46	Securities Exchange Act of 1934
Retention period, 3:23	Generally, 1:159
Signature, 1:47	Insider trading, 1:139
Signature requirements, 1:159	Reporting violations, 1:128
Timetable, 1:49	REPORTS AND REPORTING
RECORD RETENTION POLICY	Amendments, 1:58
	Annual reports, 1:30 to 1:40
Education and awareness, 2:1	Control book, 1:153
REGISTRATION STATEMENTS	Current reports, 1:51 to 1:54
Generally, 1:6	Destruction procedures, 3:25
Accountant information, 1:8	Document review, 3:12
"Aircraft carrier" proposal, 1:16	Exhibits, 1:60
Beneficial ownership information,	Filing, 1:57
1:9	Financial statements, 1:28
Business description and segment	Internal audit, 3:13
information, 1:9	Master security holder file, 1:153
Conflicts of interest transaction infor-	Planning compliance procedures, 1:140
mation, 1:9	Quarterly reports, 1:26 , 1:42 to 1:49
Dividend information, 1:8	Regulation 12B, 1:57
Document review, 3:12	Regulation S-K, 1:45 , 1:46 , 1:60 ,
Executive compensation information,	3:40
1:9	Regulation S-X, 3:40
Exemption guidelines and checklist,	Retention, 3:23
4:43, 4:44	Rule 10-01, 1:45
Exemptions from registration, 1:19	Rule 13b2-1, 1:28
Financial information, 1:8	Rule 13b2-2, 1:28
Forms, 1:10 to 1:14	Schedule 13D, 1:59
Insider ownership information, 1:9	Schedule 13G, 1:59
Litigation information, 1:9	SEC Financial Reporting Manual,
Market information, 1:8	4:62
Officer and director information, 1:9	Smaller reporting companies, 1:27
Official forms	Storage procedures, 3:25
Form S-1, 4:13	Summary annual reports, 1:30
Form S-3, 4:14	Transfers of stock, 1:153
Form S-4, 4:15	REPURCHASES OF STOCK
Form S-8, 4:17	Generally, 1:145
Plain English rule, 1:7	Affiliates, 1:146
Property descriptions, 1:9	Articles of incorporation provisions,
Retention period, 3:23	1:148
Smaller reporting companies, 1:15	Block purchases, 1:147
Standard information, 1:7	Bonus compensation plans, 1:148

REPURCHASES OF STOCK	SECURITIES ACT OF 1933—Cont'd
—Cont'd	Forms
Broker-dealer limitation, 1:147	Generally, 1:10
Bylaw provisions, 1:148	Form S-1, 1:11
Contractual restrictions, 1:148	Form S-3, 1:12
Disclosure, 1:149	Form S-4, 1:14
Disclosure requirements, 1:146	Form S-6, 1:14
Distribution plans, 1:148	Form S-8, 1:13
Dividend reinvestment plans, 1:148	Form S-11, 1:14
Going private transactions, 1:146	Form SB-1, 1:14, 1:15
Indenture covenants, 1:148	Form SB-2, 1:14 , 1:15
Loan covenants, 1:148	Necessity for compliance, 1:1
Parent and subsidiary corporations,	Private right of action, 1:161
1:146	Purposes of enactment, 1:5
Price conditions, 1:147	Registration requirements
Rule 10b-6, 1:148	"Aircraft carrier" proposal, 1:16
Rule 10b-18, 1:146, 1:148	Forms required, 1:10 to 1:15
Safe Harbor Rule, 1:146, 1:147	Information required, 1:6 to 1:9
State law restrictions, 1:148	Smaller reporting companies, 1:15
Stock purchase or option plans, 1:148	Registration statements
Timing considerations, 1:147	Form S-1, 4:13
Volume conditions, 1:147	Form S-3, 4:14
SAFE HARBOR	Form S-4, 4:15
Filing requirements, 1:56	Form S-8, 4:17
Profit projections, 1:144	Regulation S-K, 1:7, 3:40
Repurchases of stock, 1:146 , 1:147	Regulation S-X, 1:8, 3:40
Reputchases of stock, 1.140, 1.147	Rule 144, 1:20
SARBANES-OXLEY ACT	Rule 144 exemption guidelines and
Criminal law amendments, 1:157	checklist, 4:43 , 4:44
Enforcement, 1:157	SEC review and enforcement, 1:158
Forms and exhibits, law firm policy	Section 11, 1:161
for compliance governing	Section 12, 1:161
attorney conduct, 4:56	SECURITIES EXCHANGE ACT OF
Individual liability, 1:157	1934
Liability, 1:157	Generally, 1:22
Penalties, 1:157	Administrative enforcement, 1:159
Statutes of limitation, 1:157	Annual reports, filing deadlines, 1:26
SECURITIES ACT OF 1933	Attorneys' fees, 1:129
Definitions	Beneficial ownership statements
Affiliate, 1:20	Form 3, 4:18 , 4:19
Investment contract, 1:18	Form 4, 4:20 , 4:21
Security, 1:17, 1:18	Form 5, 4:22, 4:23
Disclosure requirements, 1:24	Compliance considerations
1	
Enforcement, 1:159	Disclosure requirements, 1:135
Exemptions	Insider trading provisions, 1:5
Registration, 1:19	Criminal law amendments, 1:157
Rule 144, 1:20	Damages, 1:159

SECURITIES EXCHANGE ACT OF	SECURITIES EXCHANGE ACT OF
1934—Cont'd	1934—Cont'd
Definitions	Forms—Cont'd
Director, 1:114	Form 10-KSB, 1:30
Immediate family, 1:115	Form 10-Q, 1:45 et seq., 3:40
Individual pecuniary interest,	Form S-3, 1:56
1:115	Form TA-1, 1:151
Pecuniary interest, 1:115	Part I of Form 10-Q, 1:45
Security, 1:17 , 1:18	Part II of Form 10-Q, 1:46
Transfer agent, 1:151	Guidance, Section 16(b), 4:60
Disclosure requirements	Guidance on select issues, 1:68
Generally, 1:24 , 1:130	Individual liability, 1:157
Bespeaks caution doctrine, 1:144	Insider trading provisions, 1:136 to
Business purpose doctrine, 1:134	1:138
Compliance considerations, 1:135	Liability
Deferred disclosure, 1:134	Fraudulent purchases or sales of
Duty to disclose, 1:133	securities, 1:137 , 1:139
Forward-looking information,	Individual liability, 1:157
1:133	Reporting violations, 1:128
Insiders, 1:137	Short sales, 1:127
Material events or transactions,	Shortswing profits, 1:123 , 1:129
1:132	Necessity for compliance, 1:1
Misstatements, correction, 1:133	Penalties, 1:157
Ripeness doctrine, 1:134	Private right of action
Rumors, verification, 1:133	Generally, 1:161
Safe harbor provisions, 1:144	Section 16(a), 1:128
Disgorgement of profits, shareholder	
demand, 1:129	Section 16(b), 1:129
Enforcement, 1:128, 1:129, 1:157,	Proxy statements, 1:68 et seq.
1:159, 1:161	Purposes of enactment, 1:23
Exemptions to reporting obligations,	Quarterly reports, filing deadlines, 1:26
1:124	
Filing requirements	Registration requirements, 1:25
Amendments, 1:58	Regulation 14A, 1:69
Annual reports, 1:26	Regulation and Legislation
Exhibits, 1:60	Cryptocurrencies, 1:163
Periodic reports, 1:57	Regulation 12B, 1:57
Quarterly reports, 1:26	Regulation S-K, 1:45 et seq., 3:40
	Regulation S-T, 1:57, 1:105
Reports, 1:26	Regulation S-X, 3:4 , 3:40
Special reports, 1:26	Remedies
Forms	Generally, 1:159
Form 3, 1:121	Insider trading, 1:139
Form 4, 1:121	Reporting violations, 1:128
Form 5, 1:121	Reporting requirements
Form 10, 1:25	Annual reports, 1:30 to 1:40
Form 8-A, 1:25	Beneficial owners, 1:112 et seq.
Form 8-K, 1:51 to 1:53	Conflict minerals disclosure, 1:111
Form 10-K, 1:30 to 1:40	Current reports, 1:51 to 1:54

SECURITIES EXCHANGE ACT OF 1934—Cont'd	SECURITIES EXCHANGE COMMISSION (SEC)
Reporting requirements—Cont'd	Administrative proceedings and
Enforcement of violations, 1:128	orders, 1:159
Financial statements, 1:28	Authority, 1:159
Insiders, 1:36 et seq.	Cease and desist orders, 1:4
International operations, 1:29	Compliance letters, 4:65
Periodic, 1:26	Coronavirus guidance, 4:67
Quarterly reports, 1:26, 1:42 to	COVID-19 guidance, 4:67
1:49	Definitions
Remedies for violation, 1:128	Beneficial ownership, 1:59
Smaller reporting companies, 1:27	Control, 1:20
Status as reporting company, 1:25	Insiders, 1:136
Reports	Officer, 1:114
Form 8-K, 4:9, 4:10	Disclosure reforms, 3:43
Form 10-K, 4:4	Enforcement powers, 1:159
Form 10-Q, 4:7, 4:8	Executive compensation disclosure
Rule 10-01, 1:45	rules
Rule 14a-8, 1:106, 1:107	Generally, 1:72
Rule 14a-13, 1:104	Alternative forms of compensa-
Rule 14a-3(b), 1:30, 1:104	tion, 1:74
Rule 10b-5, 1:137	Annual compensation, 1:74
Rule 13b2-1, 1:28	Compensation committee relation-
Rule 13b2-2, 1:28	ships, 1:81
Rule 16b-3, 1:125	Compensation committee report,
Rule 14e-3, 1:137	1:72
Schedule 13D, 1:59	Director compensation agreements
Schedule 13G, 1:59	1:84, 1:86
Section 10(b), 1:137	Grants of plan-based awards, 1:75
Section 13, 1:26, 1:51	Holdings and exercises of previ-
Section 13(b)(2)(B), 1:28	ously granted equity awards,
Section 14(a), 1:69	1:76
Section 14(e), 1:137	Long-term compensation, 1:74
Section 15(c)(4), 1:159	Pension plans, 1:78
Section 15(d), 1:51	Potential payments upon termina-
Section 16(a), 1:112 et seq.	tion or change-in-control, 1:79
Section 16(b), 1:123, 1:128, 1:129	Relationships to compensation
Section 16(c), 1:127	committee, 1:86
Section 18, 1:159	Report of compensation commit-
Section 32, 1:139	tee, 1:80
Section 21C, 1:139	Smaller reporting companies, 1:78 ,
Special reports, filing deadlines, 1:26	1:86
Statute of limitations, 1:157	Summary compensation table,
Tax Cut and Jobs Act of 2017 and	1:74
SEC financial statements, 1:162	Filing reforms, 3:43
Transfer agent regulations, 1:151 to	Financial Reporting Manual, 4:62
1:151	Forms and exhibits
Williams Act, 1:59	Checklist for Form SD, 4:12

SECURITIES EXCHANGE	SECURITIES EXCHANGE
COMMISSION (SEC)—Cont'd Forms and exhibits—Cont'd	COMMISSION (SEC)—Cont'd
Form S-1, 4:13	Transfer agent regulations
Form SD, 4:11	Record-keeping requirements, 1:153
Law firm policy for compliance	Registration, 1:151
governing attorney conduct,	Turnaround and processing stan-
Rule 205, 4:56	dards, 1:152
Guidance on complance	SMALL BUSINESS
generally, 4:60-4:65	SEC compliance, 4:61
certification of disclosure, 4:63	•
compliance letters, 4:65	SMALLER REPORTING
financial reporting manual, 4:62	COMPANIES
internal control, management's report, 4:63	Executive compensation disclosures
management's report, internal	Compensation discussion and anal-
control, financial reporting,	ysis, 1:73
4:63	Director compensation agreements, 1:86
policy statements, 4:64	Pensions, 1:78
Section 16(b) of Exchange Act,	Relationships to compensation
4:60	committee, 1:86
small business compliance, 4:61	Registration requirements, 1:15
speech, disclosing complex, uncer-	Reporting requirements, 1:27
tain, and evolving risks, 4:66	
Insider trading proceedings, 1:4	SPEECH
Integrated disclosure rule, 1:24	SEC guidance, complex, uncertain,
Internet monitoring, 3:29	and evolving risks, 4:66
Investigations, 1:159, 3:27	STATE AND LOCAL LAWS
Odd lot tender offers, 1:150	Civil liability for securities viola-
Plain English rule, 1:7	tions, 4:59
Policy statements, 4:64	Corporate responsibility, 4:58
Private Securities Litigation Reform Act, 1:144	Forward-looking statements, 1:144
Proxy statement review, 1:105	Purposes, 1:5
Regulation and Legislation Concern-	Stock repurchase restrictions, 1:148
ing Cryptocurrencies, 1:163	STOCK EXCHANGES
Review of document filings, 1:159, 1:160	Delisting, 1:160
Rule 205, 4:56	Disclosure requirements, 1:131,
Rule 405, 1:20	1:157
Safe Harbor Rules	Enforcement of regulations, 1:159
Profit projections, 1:144	Listing
Repurchases of stock, 1:146, 1:147	Agreement, 1:154 to 1:154
Small business compliance, 4:61	Corporate governance require-
Specialized disclosure report, Form	ments
SD, 4:11	NASDAQ, 4:30
Speech, disclosing complex, uncer-	NYSE, 4:28 , 4:47
tain, and evolving risks, 4:66	Election, 1:156
Suspension of trading, 1:159	NASDAQ, 4:30

STOCK EXCHANGES—Cont'd

Listing—Cont'd

NASDAQ stock market listing requirements, **4:29**

NYSE corporate governance requirements, **4:28**, **4:47**

NYSE equity and debt listing requirements, **4:27**

National Association of Securities Dealers (NASD) quotation system, **1:131**

Obligations under securities laws compared, 1:159

Penalties, 1:159

STOCK TRADING PLAN

Securities, Rule 10b5-1, 4:55

SURVEYS AND

QUESTIONNAIRES, PROXY QUESTIONNAIRES TO OFFICERS AND DIRECTORS

Directors, **4:35** Executive officers, **4:34**

TAX CUT AND JOBS ACT OF 2017

SEC financial statements, 1:162

TIMETABLES AND SCHEDULES

Annual reports, **1:41, 4:31**Beneficial ownership statements,

Current reports, 4:31

4:31

Document retention, 3:23

Due diligence meetings, 3:21

Inquiries to record holders, **4:31**

Meeting countdown schedule, 4:32

NASDAQ stock market listing requirements, **4:29**

NYSE equity and debt listing requirements, **4:27**

Proxy statements, 4:31

TIMETABLES AND SCHEDULES

—Cont'd

Quarterly reports, **1:49**, **4:31** Tickler systems, **3:26**

TRAINING PROGRAMS

Seminars, 2:16, 3:33

Target audience, 2:3

Topics, 2:3

UPJOHN WARNINGS

Generally, 3:8

WEBSITES

Investor/shareholder relations, 1:3 SEC website, 3:37

WORDS AND PHRASES

Affiliate, 1:20

Beneficial ownership, 1:59

Business purpose doctrine, 1:134

Control, 1:20

Derivatives, 3:40

Director, 1:114

Forward-looking statements, 1:144

Immediate family, 1:115

Individual pecuniary interest, 1:115

Insider, 1:136

Investment contract, 1:18

Officer, 1:114

Pecuniary interest, 1:115

Principal stockholder, 1:86

Ripeness doctrine, 1:134

Security, 1:17

Transfer agent, 1:151

XBRL (EXTENSIBLE BUSINESS REPORTING LANGUAGE)

Generally, 1:67