Katten
Katten Muchin Rosenman LLP

CORPORATE & FINANCIAL
WEEKLY DIGEST

December 16, 2011

Due to the holidays, please note that *Corporate and Financial Weekly Digest* will not be published on December 23 and December 30. The next issue will be distributed on January 6, 2012.

SEC/CORPORATE

SEC Staff to Release Filing Review Correspondence Earlier

On December 1, the staff of the Securities and Exchange Commission announced that, "to further enhance the transparency of the filing review process," effective January 1, 2012, it will release (through the EDGAR system) comment letters and response letters relating to filings reviewed by the Divisions of Corporation Finance and Investment Management no earlier than 20 business days following completion of a filing review. Since May 2005, the staff has been publicly releasing comment letters and response letters no earlier than 45 days after the review period has been completed.

Click here to view the full text of the staff's announcement.

SEC Limits Availability of Review for Non-Public Submissions by Foreign Private Issuers

On December 8, the staff of the Securities and Exchange Commission's Division of Corporation Finance announced that it will limit the circumstances in which it will review initial registrations statements of foreign private issuers that are submitted to the staff on a non-public basis. Historically, the staff afforded foreign private issuers and foreign governments the ability to submit initial registration statements and amendments for review on a non-public basis, rather than requiring the issuer to file the registration statement via the EDGAR system.

Effective immediately, however, the staff will only review initial registration statements submitted on a non-public basis where the issuer is: (i) a foreign government registering its debt securities; (ii) a foreign private issuer that is listed or is concurrently listing its securities on a non-U.S. securities exchange; (iii) a foreign private issuer that is being privatized by a foreign government; or (iv) a foreign private issuer that can demonstrate that the public filing of an initial registration statement would conflict with the law of an applicable foreign jurisdiction. In addition, shell companies, blank check companies and issuers with no or substantially no business operations will not be permitted to use the non-public submission procedure. The staff noted that circumstances may develop in which the staff will request a foreign issuer to publicly file its registration statement even though it comes within the general parameters of the policy. Examples of these circumstances include a competing bid in an acquisition transaction or publicity about a proposed offering or listing.

The staff will continue to review registration statements that do not come within one of the above categories that were submitted on a non-public basis prior to December 8 without a public filing. However, the next draft of any such registration statement, whether filed in response to staff comments or otherwise, must be filed through the EDGAR system.

The staff cautions that the non-public submission of a registration statement does not constitute a "filing" for purposes of the Securities Act of 1933 and so offers of the securities covered may not be made in the U.S. until an EDGAR filing is made.

Click here to view the full text of the staff's announcement.

CFTC

CFTC to Hold Public Meeting to Consider Three Final Rules

The Commodity Futures Trading Commission will hold a public meeting on December 20 at 9:30 a.m. (EST) to consider the following rules:

(1) Final Rule on Real-Time Reporting of Swap Transaction Data;
(2) Final Rule on Swap Data Recordkeeping and Reporting Requirements; and
(3) Final Rule on Effective Date for Swap Regulation

Information regarding the open meeting may be found here. The original proposed rules can be found using the following links:

(1) Proposed Rule on Real-Time Public Reporting of Swap Transaction Data;
(2) Proposed Rule on Swap Data Recordkeeping and Reporting Requirements; and
(3) Proposed Rule on Effective Date for Swap Regulation

BROKER DEALER

Bankruptcy Court Determines that TBA Contracts Do Not Qualify as Customer Claims

The United States Bankruptcy Court for the Southern District of New York issued a memorandum decision in the Lehman Brothers Inc. (LBI) liquidation proceeding confirming the LBI trustee's determination that certain claims relating to TBA contracts do not qualify as customer claims against LBI's estate. TBAs are bilateral agreements to buy or sell at a future date "to-be-announced" agency mortgage-backed securities (Agency MBS). The court ruled that since participants in the market for Agency MBS who invested in these TBA contracts on a delivery-versus-payment basis or receipt-versus-payment basis did not transfer any securities or cash to LBI to hold on their behalf, the participants never formed the sort of custodial relationship with LBI that is essential to customer status under the Securities Investor Protection Act of 1970, as amended (SIPA). The court ruled that the participants' accounts with LBI were used to facilitate trading activity that, while closely related to the market for Agency MBS securities, did not involve the retention by the broker-dealer of customer property that is a necessary part of the definition of a customer claims. The court reasoned that despite the fact that the contractual rights associated with TBA securities have notional value and may be traded, hedged and marked to market just like securities, the trading activity never involved the delivery or entrustment of any property to LBI. The court further provided that, although not essential to confirming the trustee's determination, TBA contracts are not mentioned as an example of a security and do not fit within the definition of the term "security" under SIPA and are thus not securities for the purposes of SIPA.

In re: Lehman Brothers Inc., No. 08-01420 (Bankr. S.D.N.Y. Dec. 8, 2011)

To read the memorandum decision, click here.

LITIGATION

Pennsylvania District Court Denies Motion to Dismiss and for a More Definite Statement

Plaintiff Kimberton Healthcare Consulting, Inc. d/b/a DialysisPPO (DPPO), a provider of benefits consulting services, brought an action alleging breach of contract, violation of the Pennsylvania Uniform Trade Secrets Act (PUTSA) and various tort claims against Primary Physiciancare, Inc. (PPC), a privately held medical management company. The plaintiff alleged that PPC used the plaintiff's confidential information, obtained during negotiations that resulted in a consulting agreement between the parties, to create a competing cost containment program that PPC offered to its clients at no charge.

To facilitate talks about a potential business relationship, the parties entered into a confidentiality agreement in October 2007 prohibiting PPC from revealing DPPO's confidential information without prior written authorization. In December 2007, the parties entered into a consulting agreement whereby DPPO would assist PPC's clients in reducing medical claims. PPC agreed not to use confidential information to develop its own similar services. According to the complaint, PPC allegedly used confidential information without the consent of DPPO in developing its own service. PPC moved to dismiss the common law tort claims for misappropriation of confidential and proprietary information, unfair competition and conversion, arguing that those claims were preempted by PUTSA and barred by the gist of the action doctrine. PPC also sought an order requiring DPPO to provide a more definite statement regarding the breach of contract and PUTSA violation claims.

The court denied the motion to dismiss on the ground that any preemption ruling would be premature until after the parties had taken discovery on the issue of whether the confidential information constituted a "trade secret." The court similarly declined to make the fact-intensive determination of whether the gist of the action doctrine barred DPPO's tort claims. In doing so, the court noted that it would rule on the issue at the close of discovery but before trial. The court also denied PPC's motion to require DPPO to file an amended complaint containing a more definite statement concerning the timing of alleged misconduct relating to the breach of contract and PUTSA violation claims. The court doubted that DPPO would have knowledge of the specific dates of the misconduct and, furthermore, it did not believe that the claims were so ambiguous that PPC could not craft a response.

Kimberton Healthcare Consulting, Inc. v. Primary PhysicianCare, Inc., Civil Action No. 11-4568, 2011 WL 6046923 (E.D.Pa. Dec. 6, 2011).

SEC Alleges Violations of Securities Exchange Act Against Manufacturer and Former CEO

On December 12, the Securities and Exchange Commission charged a subsidiary of GlaxoSmithKline with violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder in connection with the company's stock buybacks between November 2006 and April 2009. Defendant Steifel Laboratories, Inc. (Steifel Labs) was a Florida family-owned dermatology products manufacturer when GlaxoSmithKline purchased the company in 2009. The SEC claims that Steifel Labs and its former CEO Charles Steifel defrauded shareholders of millions of dollars by using artificially low valuations of stock prices for the buybacks. The SEC also charged Charles Steifel with aiding and abetting Steifel Labs in its Section 10(b) and Rule 10b-5 violations.

The defendants purchased thousands of shares mainly from current and former employees through the company's employee stock plan. The SEC alleges that the prices paid for the shares were significantly lower than their fair market value because the defendants misled shareholders by failing to disclose crucial information that would affect the price of the shares. The defendants allegedly failed to disclose stock valuations by five private equity firms that were up to 200% higher than the valuations used in the buybacks. The SEC asserts that defendants also failed to disclose that they were in active discussions to sell the company to one of several large pharmaceuticals companies. This information was allegedly kept within the Steifel family and some members of senior management.

The SEC alleges that the defendants procured large financial gains as a result of this scheme as they saved significant amounts of money by not paying fair market value for the shares. Steifel Labs distributed some of the shares purchased in the buybacks to its senior officers and employees, including Charles Steifel and his sons. The company then cancelled or retired the remainder of the shares. According to the SEC, Charles Steifel, his sons and other remaining shareholders stood to make an even greater amount of money upon the eventual sale of the company as a result of the buybacks. Among other forms of relief, the SEC seeks civil money penalties, permanent injunctive relief, and disgorgement of ill-gotten gains from both defendants.

Securities and Exchange Commission v. Stiefel Laboratories Inc. and Charles W. Stiefel (S.D. Fla.)

EXECUTIVE COMPENSATION AND ERISA

Begin Preparing for W-2 Reporting of Employer-Sponsored Health Coverage

One of the many changes brought by health care reform requires employers to report the value of employer-sponsored health coverage on employees' W-2s. For many employers, this change will first take effect with respect to health coverage provided to employees during 2012. This means the W-2 sent to an employee in January 2013 will include information regarding employer-sponsored health coverage provided for that employee during 2012. Addressing this

change now allows employers to proactively prepare their systems to track the requisite data that will be needed to issue accurate W-2s in 2013.

Earlier this year, the IRS provided guidance on this new W-2 reporting obligation in Notice 2011-28. Highlights from this notice include the following:

- This requirement is informational only; it does not alter the tax treatment of employer-sponsored health coverage.
- Employers who filed fewer than 250 W-2s for the preceding year do not have to report the value of employer-sponsored health coverage in the W-2s for their employees.
- This requirement does not create a W-2 filing obligation with respect to an individual if an employer would not otherwise be required to issue a W-2 for that individual (e.g., a retiree).
- Employers can select from multiple methods of valuing employer-sponsored health coverage, including using the COBRA premium or, for insured plans, the amount of the applicable insurance premium.
- Certain types of coverage are not included in determining the amount of employer-sponsored health coverage, including health flexible spending accounts and standalone dental and vision plans.
- The value of the employer-sponsored health coverage is reported in box 12 of the W-2 with the code DD.

IRS Notice 2011-28 can be found here.

BANKING

OCC Issues Bulletin Announcing Common Supervisory Policies to Be Set for Banks, Thrifts

On December 8, the Office of the Comptroller of the Currency (OCC), announced via Bulletin OCC 2011-47 (the Bulletin) that it intends to fully integrate the Office of Thrift Supervision (OTS) policy guidance documents into a common set of supervisory policies that applies to both national banks and federal savings associations. Pursuant to Title III of the Dodd–Frank Wall Street Reform and Consumer Protection Act, all functions of OTS relating to federal savings associations and the rulemaking authority of the OTS relating to all federal savings associations were transferred to the OCC on July 21, 2011 (the transfer date). The legislation continues all OTS orders, resolutions, determinations, agreements, regulations, interpretive rules, other interpretations, guidelines, procedures, and other advisory materials in effect the day before the transfer date. The legislation also allows the OCC to administer these documents with respect to federal savings associations, until the documents are modified, terminated, set aside, or superseded by the OCC, by a court, or by operation of law.

On July 21, 2011, the OCC issued an interim final rule with request for comments that republished, with nomenclature and other technical changes, the OTS regulations formerly found in Chapter V of Title 12 of the *Code of Federal Regulations*. These republished regulations became effective on July 21, 2011, and will in a future volume be codified in Chapter I at Parts 100 through 197. Now the OCC is embarking on a "comprehensive rulemaking project to integrate, when possible, these former OTS rules with OCC rules applicable to national banks." According to the Bulletin, "[t]he goal is to produce a consistent supervisory approach and integrated policy platform for national banks and federal savings associations, while recognizing differences anchored in statute."

Process

To achieve its objective, the OCC will group "to the extent possible, rescission notifications and other announcements related to the integration of OTS guidance, according to the two-phased process outlined in the following paragraphs," though the OCC also indicated that "particular topics or issues… may warrant immediate action and, therefore, will be addressed separately." Additionally, the OCC stated that it will rescind outdated guidance issued to national banks. The process involves two phases:

Phase I: This phase involves rescinding a significant number of documents. The documents rescinded in this phase will include OTS documents that:

- Transmitted or summarized rules, interagency guidance, or *Examination Handbook* sections (not the conveyed guidance or rule itself);
- Are no longer useful because of the elimination of the OTS or the passage of time; and/or
- Duplicate existing OCC guidance

OCC bulletins will announce these rescissions. To minimize confusion, documents will be watermarked as rescinded on the OCC Web site or former OTS Web site, as applicable.

Phase II: This phase focuses on guidance that requires further review, substantive revision, or a combination, or is considered unique to federal savings associations. Guidance that is linked to regulatory or statutory requirements will be coordinated closely with the concurrent integration of OCC and former OTS regulations. In many cases, guidance cannot be revised or combined until the revisions to the rules on which the guidance is based have been finalized. Prioritization of the work will be influenced by feedback from the OCC's supervision staff as it encounters policy differences in the day-to-day supervision of national banks and federal savings associations.

Former OTS policies and guidance remain applicable to federal savings associations until rescinded, superseded, or revised. In some cases, the OCC may amend an OTS rule, policy, or practice that is cross-referenced in more than one document or affects only a portion of a document. If overlapping guidance exists, any guidance or regulation issued by the OCC after July 21, 2011, that specifically includes federal savings associations in its scope, will prevail. If a document has not been rescinded, but a portion of the content no longer applies, the superseded portion will be grayed out electronically. Users should check the OCC Web site for current versions of all guidance.

For more information, click here.

OCC Proposes Rule to Remove References to Credit Ratings in Determining Whether Investment Securities Are Eligible for Investment

On November 29, the Office of the Comptroller of the Currency (OCC) proposed a rule to remove references to credit ratings from various OCC regulations and related guidance "to assist national banks and federal savings associations in meeting due diligence requirements in assessing credit risk for portfolio investments." Comments may be submitted through December 29.

Section 939A of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) requires federal agencies to review regulations that require the use of an assessment of creditworthiness of a security or money market instrument and to substitute any references to, or requirements of, reliance on credit ratings with standards of creditworthiness that each agency determines to be appropriate. On August 13, 2010, the OCC previously published an advance notice of proposed rulemaking (ANPR) that identified the references to credit ratings in its regulations at 12 CFR parts 1, 16, and 28 and requested comment on alternative creditworthiness standards. On October 14, 2010, the Office of Thrift Supervision (the OTS) published a similar ANPR describing the references to credit ratings in the non-capital regulations applicable to savings associations, including the OTS's investment securities regulations. Notwithstanding the requirements of section 939A of the Dodd-Frank Act, a majority of commenters on the ANPRs said that the agencies should continue to use credit ratings, arguing that credit ratings are a valuable tool for national banks and Federal savings associations (herein, referred to collectively as "banks") – especially small banks – for measuring credit risk.

Under the existing OCC rules, an investment security must not be "predominantly speculative in nature." The OCC rules provide that an obligation is not predominantly speculative in nature" if it is rated investment grade or, if unrated, is the credit equivalent of investment grade. As noted, the proposed OCC rule would remove references to credit ratings in the OCC's non-capital regulations. Under the proposed amendments to Parts 1 and 16, a security would be "investment grade" if the issuer of the security "has an adequate capacity to meet financial commitments under the security for the projected life of the asset or exposure." The "adequate capacity to meet financial commitments" standard would replace language in §§ 1.2 and 16.2 which currently reference Nationally Recognized Statistical Rating Organization credit ratings. To meet this new standard, national banks must be able to determine that "the risk of default by the obligor is low and the full and timely repayment of principal and interest is expected." While "external credit ratings and assessments remain valuable sources of information and provide national banks with a standardized credit risk indicator, banks must supplement the external ratings with due diligence processes and analyses that are appropriate for the bank's risk profile and for the size and complexity of the instrument." In addition to following the standard under the proposed rule, national banks and federal savings associations would be expected to continue to maintain appropriate ongoing reviews of their investment portfolios to verify that they meet safety and soundness requirements appropriate for the institution's risk profile and for the size and complexity of the portfolios.

According to the OCC, the proposed guidance "clarifies" steps national banks should take to demonstrate they have properly verified their investments meet the newly established credit quality standards under 12 CFR Part 1 and steps national banks and federal savings associations should take to demonstrate they met due diligence requirements when

purchasing investment securities and conducting ongoing reviews of their investment portfolios. Additionally, when purchasing corporate debt securities, Federal savings associations will need to follow requirements to be established by the Federal Deposit Insurance Corporation pursuant to 12 U.S.C. 1831e(d) (as amended by section 939(a)(2) of the Dodd-Frank Act).

For more information, click here.
To review the proposed guidance, click here.

Banking Agencies Seek Comment on Additional Revisions to the Market Risk Capital Rules

In action related to the removal of credit ratings from the Office of the Comptroller of the Currency (OCC) investment securities regulation, discussed in this issue of *Corporate and Financial Weekly Digest*, all three federal bank regulatory agencies, the OCC, the Federal Reserve, and the Federal Deposit Insurance Corporation, announced on December 7 they are seeking comment on a notice of proposed rulemaking (NPR) that would amend an earlier NPR announced in December 2010. The initial NPR proposed modifications to the agencies' market risk capital rules for banking organizations with significant trading activities. The amended NPR includes alternative standards of creditworthiness to be used in place of credit ratings to determine the capital requirements for certain debt and securitization positions covered by the market risk capital rules. The proposed creditworthiness standards include the use of country risk classifications published by the Organization for Economic Cooperation and Development for sovereign positions, company-specific financial information and stock market volatility for corporate debt positions, and a supervisory formula for securitization positions.

The earlier NPR was based largely on the revisions to the market risk framework published by the Basel Committee on Banking Supervision (Basel Committee) since 2005. However, it did not include aspects of the Basel Committee revisions that rely on credit ratings. Under the Dodd-Frank Wall Street Reform and Consumer Protection Act, all federal agencies must remove references to, and requirements of, reliance on credit ratings from their regulations and replace them with appropriate alternatives for evaluating creditworthiness. The agencies believe that the capital requirements resulting from the implementation of these alternative standards would be generally consistent with the standards in the Basel Committee's revisions.

The agencies expect to publish a final market risk capital rule after consideration of the comments on both NPRs. Comments on this NPR are requested by February 3, 2012.

For more information, click here

Federal Reserve Announces Chairs and Deputy Chairs of the Twelve Reserve Banks

The Federal Reserve Board on December 5 announced the designation of the chairs and deputy chairs of the 12 Federal Reserve Banks for 2012. Each Reserve Bank has a nine-member board of directors. The Board of Governors in Washington appoints three of these directors and each year designates one of its appointees as chair and a second as deputy chair. Following are the names of the chairs and deputy chairs designated by the Board for 2012:

Boston
Kirk A. Sykes, President, Urban Strategy America Fund, L.P., Boston, MA, named Chair.

William D. Nordhaus, Sterling Professor of Economics, Yale University, New Haven, CT., named Deputy Chair.

New York
Lee C. Bollinger, President, Columbia University, New York, NY, renamed Chair.

Kathryn S. Wylde, President and Chief Executive Officer, Partnership for New York City, New York, NY, renamed Deputy Chair.

Philadelphia
Jeremy Nowak, President, William Penn Foundation, Philadelphia, PA, named Chair.

James E. Nevels, Chairman, The Swarthmore Group, Philadelphia, PA, named Deputy Chair.

Cleveland
Alfred M. Rankin, Jr., Chairman, President and Chief Executive Officer, NACCO Industries, Inc., Cleveland, OH, renamed Chair.

Richard K. Smucker, Chief Executive Officer, The J.M. Smucker Company, Orrville, OH, renamed Deputy Chair.

Richmond
Margaret E. McDermid, Senior Vice President and Chief Information Officer, Dominion Resources, Inc., Richmond, VA., renamed Chair.

Linda D. Rabbitt, Chairman and Chief Executive Officer, Rand Construction Corporation, Washington, D.C., renamed Deputy Chair.

Atlanta
Carol B. Tomé, Chief Financial Officer and Executive Vice President, The Home Depot, Atlanta, GA, renamed Chair.

Thomas I. Barkin, Director, McKinsey & Company, Atlanta, GA, renamed Deputy Chair.

Chicago
William C. Foote, Retired Chairman of the Board, USG Corporation, Chicago, IL, renamed Chair.

Jeffrey A. Joerres, Chairman and Chief Executive Officer, ManpowerGroup, Milwaukee, WI., named Deputy Chair.

St. Louis
Ward M. Klein, Chief Executive Officer, Energizer Holdings, Inc., St. Louis, MO, named Chair.

Sharon D. Fiehler, Executive Vice President & Chief Administrative Officer, Peabody Energy, St. Louis, MO., named Deputy Chair.

Minneapolis
Mary K. Brainerd, President and Chief Executive Officer, HealthPartners, Minneapolis, MN, named Chair.

Randall J. Hogan, Chairman and Chief Executive Officer, Pentair, Incorporated, Minneapolis, MN named Deputy Chair.

Kansas City
Paul DeBruce, Chief Executive Officer and Founder, DeBruce Grain, Inc., Kansas City, MO, renamed Chair.

Barbara Mowry, Chief Executive Officer, GoreCreek Advisors, Greenwood Village, CO, named Deputy Chair.

Dallas
Herbert D. Kelleher, Founder and Chairman Emeritus, Southwest Airlines, Dallas, TX, renamed Chair.

Myron E. Ullman III, Chief Executive Officer and Chairman of the Board, J.C. Penney Company, Inc., Plano, TX, renamed Deputy Chair.

San Francisco
Douglas W. Shorenstein, Chairman and Chief Executive Officer, Shorenstein Properties LLC, San Francisco, CA, renamed Chair.

Patricia E. Yarrington, Vice President and Chief Financial Officer, Chevron Corporation, San Ramon, CA, renamed Deputy Chair.

EU DEVELOPMENTS

FSA Publishes Its Report on the Failure of RBS

On December 12, the UK Financial Services Authority (FSA) published its Report on the failure of the Royal Bank of Scotland (RBS) and the FSA's conduct in relation to it.

The Report considers: (i) why RBS failed and the complex combination of factors that led to RBS's failure; (ii) lessons to be learned with respect to bank management and the UK regulatory framework and supervision; and (iii) the FSA enforcement division's focus on certain areas of RBS's business and the reasons that led the enforcement division to conclude that it was not appropriate to bring enforcement proceedings.

The Report notes that although poor capital and liquidity regulation made it more likely that there would be a systemic crisis (and therefore set the context for the failure of RBS), and a "flawed supervisory approach" on the part of the FSA provided insufficient challenge to RBS, the ultimate responsibility for the bank's failure must lie with RBS's senior management and its governance and culture.

The FSA acknowledged that many aspects of its approach to the supervision of RBS and other systemically important firms in the pre-crisis period were inadequate. The Report admits that this reflected the fact that the FSA's overall bank regulatory philosophy and approach were flawed. There was insufficient focus on the core prudential issues of capital and liquidity, and inadequate attention given to key business risks and asset quality decisions. Too much reliance was placed on assessments that appropriate decision-making processes were in place, with insufficient challenge to management assumptions and judgments. A flawed concept of a "regulatory dividend" rewarded firms with less intensive supervision if they could demonstrate effective controls and displayed a degree of co-operation with the FSA that ought to have been a non-negotiable minimum. Reflecting this philosophy, insufficient resources were devoted to high impact banks and their investment banking activities. In addition, supervision teams were responsible for both prudential and conduct issues, which resulted in inadequate focus on key prudential concerns.

FSA chairman Lord Adair Turner said: "The Report describes a historic approach to supervision, and one that has been radically reformed since 2007. The FSA is a different organisation now. We have more resources, better skills, a more intensive approach and far greater focus on capital, liquidity and asset quality. Many of the reforms required in response to the lessons highlighted in this Report have already been implemented."

For more information, click here.

Consultation on Implementation of Amendments to EU Prospectus Directive

On December 13, the UK Financial Services Authority (FSA) and HM Treasury published joint consultation paper (CP11/28) UK implementation of the Directive amending the EU Prospectus Directive and the EU Transparency Directive (2010/73/EU). The Amending Directive came into force on December 31, 2010, and must be implemented by EU member states by July 1, 2012. Two aspects of the Amending Directive (increasing the minimum number of investors and the minimum total consideration for an exemption from the obligation to produce a prospectus) were implemented in the UK in July 2011. The consultation paper sets out how the UK intends to implement the remaining provisions of the Amending Directive.

These provisions include: (i) additional exemptions from the requirement for a prospectus and the thresholds that determine if a prospectus is required; (ii) amendments to the Prospectus Directive in relation to prospectus summaries, including the introduction of the concept of "key information" and the requirement for investors to be given "essential and appropriately structured" information for them to understand the nature of the risks posed by the issuer; and (iii) amendments to the Prospectus Directive in relation to the format and validity of prospectuses.

For more information, click here.

For more information, contact:

SEC/CORPORATE

Robert L. Kohl	212.940.6380	robert.kohl@kattenlaw.com
David A. Pentlow	212.940.6412	david.pentlow@kattenlaw.com
Robert J. Wild	312.902.5567	robert.wild@kattenlaw.com
Jonathan D. Weiner	212.940.6349	jonathan.weiner@kattenlaw.com

FINANCIAL SERVICES

Janet M. Angstadt	312.902.5494	janet.angstadt@kattenlaw.com
Henry Bregstein	212.940.6615	henry.bregstein@kattenlaw.com
Wendy E. Cohen	212.940.3846	wendy.cohen@kattenlaw.com
Guy C. Dempsey, Jr.	212.940.8593	guy.dempsey@kattenlaw.com
Daren R. Domina	212.940.6517	daren.domina@kattenlaw.com
Kevin M. Foley	312.902.5372	kevin.foley@kattenlaw.com
Jack P. Governale	212.940.8525	jack.governale@kattenlaw.com
Maureen C. Guilfoile	312.902.5425	maureen.guilfoile@kattenlaw.com
Arthur W. Hahn	312.902.5241	arthur.hahn@kattenlaw.com
Joseph Iskowitz	212.940.6351	joseph.iskowitz@kattenlaw.com
Carolyn H. Jackson	44.20.7776.7625	carolyn.jackson@kattenlaw.co.uk
Raymond Mouhadeb	212.940.6762	raymond.mouhadeb@kattenlaw.com
Marilyn Selby Okoshi	212.940.8512	marilyn.okoshi@kattenlaw.com
Ross Pazzol	312.902.5554	ross.pazzol@kattenlaw.com
Kenneth M. Rosenzweig	312.902.5381	kenneth.rosenzweig@kattenlaw.com
Fred M. Santo	212.940.8720	fred.santo@kattenlaw.com
Marybeth Sorady	202.625.3727	marybeth.sorady@kattenlaw.com
James Van De Graaff	312.902.5227	james.vandegraaff@kattenlaw.com
Meryl E. Wiener	212.940.8542	meryl.wiener@kattenlaw.com
Lance A. Zinman	312.902.5212	lance.zinman@kattenlaw.com
Krassimira Zourkova	312.902.5334	krassimira.zourkova@kattenlaw.com

LITIGATION

William M. Regan	212.940.6541	william.regan@kattenlaw.com
Jason F. Clouser	212.940.6309	jason.clouser@kattenlaw.com

EXECUTIVE COMPENSATION AND ERISA

Daniel B. Lange	312.902.5624	daniel.lange@kattenlaw.com
Michael R. Durnwald	312.902.5697	michael.durnwald@kattenlaw.com

BANKING

Jeff Werthan	202.625.3569	jeff.werthan@kattenlaw.com

EU DEVELOPMENTS

Edward Black	44.22.7776.7624	edward.black@kattenlaw.co.uk

* Click here to access the *Corporate and Financial Weekly Digest* archive.

Published for clients as a source of information. The material contained herein is not to be construed as legal advice or opinion.

CIRCULAR 230 DISCLOSURE: Pursuant to regulations governing practice before the Internal Revenue Service, any tax advice contained herein is not intended or written to be used and cannot be used by a taxpayer for the purpose of avoiding tax penalties that may be imposed on the taxpayer.

©2011 Katten Muchin Rosenman LLP. All rights reserved.

Katten

Katten Muchin Rosenman LLP www.kattenlaw.com

CHARLOTTE CHICAGO IRVING LONDON LOS ANGELES NEW YORK OAKLAND WASHINGTON, DC

Katten Muchin Rosenman LLP is an Illinois limited liability partnership including professional corporations that has elected to be governed by the Illinois Uniform Partnership Act (1997).

London affiliate: Katten Muchin Rosenman UK LLP.