

TABLE OF CONTENTS

*(NOTE: This is a summary table of contents.
Detailed tables of contents are provided at the beginning of each part.)*

INTRODUCTION.....	Introduction i
ACRONYMS AND ABBREVIATIONS	Acronyms i
PART 1: THE ACT AND THE INSTITUTIONAL FRAMEWORK	
Part 1 Contents.....	FRM i
I. THE SARBANES-OXLEY ACT	FRM-I 1
A. Early Beginnings.....	FRM-I 1
B. Overview of the Sarbanes-Oxley Act of 2002	FRM-I 3
II. PUBLIC CORPORATIONS	FRM-II 1
A. Only Public Corporations Are Subject to SOX	FRM-II 1
B. From Pre-SOX to Post-SOX Corporate Governance.....	FRM-II 3
C. General Responsibilities of the Board of Directors.....	FRM-II 4
D. Board Membership, Composition, and Mechanics.....	FRM-II 5
E. Legal Responsibilities	FRM-II 7
F. Committee Structures	FRM-II 8
G. Audit Committee Issues.....	FRM-II 9
H. The CEO's Manifest Governance	FRM-II 10
I. Three Typical Governance Models	FRM-II 11
J. Impact of Financial Frauds.....	FRM-II 13
III. EXTERNAL INSTITUTIONS	FRM-III 1
A. Overview.....	FRM-III 1
B. Financial Accounting Standards Board (FASB)	FRM-III 3
C. Governmental Accounting and Auditing Institutions.....	FRM-III 8
D. International Accounting Standards Board (IASB)	FRM-III 9
E. Auditing Standards Board (ASB).....	FRM-III 11
F. Public Company Accounting Oversight Board (PCAOB)	FRM-III 14
G. Securities and Exchange Commission (SEC).....	FRM-III 23
H. National Securities Exchanges	FRM-III 26
I. American Institute of Certified Public Accountants (AICPA)	FRM-III 35
J. Center for Audit Quality (CAQ)	FRM-III 36
K. Institute of Internal Auditors (IIA)	FRM-III 36
L. Committee of Sponsoring Organizations of the Treadway Commission (COSO)	FRM-III 37
M. Financial Stability Oversight Council (FSOC).....	FRM-III 38
N. Bureau of Consumer Financial Protection (BCFP).....	FRM-III 38

IV. SIGNIFICANT ADDITIONAL LEGISLATION	FRM-IV 1
A. The Dodd-Frank Wall Street Reform and Consumer Protection Act.....	FRM-IV 1

PROCEDURES FRM

Procedures FRM Contents.....	Procedures FRM i
------------------------------	------------------

SUPPLEMENTS FRM

Supplements FRM Contents.....	Supplements FRM i
-------------------------------	-------------------

PART 2: CORPORATE GOVERNANCE AND AUDIT COMMITTEES

Part 2 Contents.....	GOV i
----------------------	-------

I. RATING THE QUALITY OF GOVERNANCE AND ACCOUNTING PRACTICES	GOV-I 1
---	---------

II. POST-SOX CORPORATE GOVERNANCE	GOV-II 1
A. SOX Sections Impacting Directors.....	GOV-II 1
B. Director Qualifications.....	GOV-II 3
C. Director Independence.....	GOV-II 5
D. Corporate Governance Reforms.....	GOV-II 10
E. Effective Oversight of Enterprise Risk.....	GOV-II 17
F. Corporate Political Funding.....	GOV-II 20

III. AUDIT COMMITTEES UNDER SOX	GOV-III 1
A. The Role of the Audit Committee.....	GOV-III 1
B. Overview of SOX Sections Affecting Audit Committees.....	GOV-III 2
C. Audit Committee Composition and Criteria for a Financial Expert	GOV-III 4
D. Engagement and Oversight of the Independent Auditor	GOV-III 7
E. Complaint Procedures	GOV-III 20
F. Authority to Engage Advisors.....	GOV-III 25
G. Funding to Compensate the Independent Auditor and Advisors	GOV-III 26

IV. OTHER COMMITTEES	GOV-IV 1
A. Compensation Committee	GOV-IV 1
B. Nominating and Corporate Governance Committee	GOV-IV 6
C. Special Committees.....	GOV-IV 8

PROCEDURES GOV

Procedures GOV Contents	Procedures GOV i
-------------------------------	------------------

SUPPLEMENTS GOV

Supplements GOV Contents.....	Supplements GOV i
-------------------------------	-------------------

**PART 3: INTERNAL CONTROL REPORTING AND MANAGEMENT
CERTIFICATIONS**

Part 3 Contents CON i

I. OVERVIEW OF INTERNAL CONTROL CON-I 1

 A. The Nature of Internal Control CON-I 3

 B. Current Definitions of Internal Control CON-I 4

 C. Internal Control versus Disclosure Control CON-I 9

II. THE MECHANICS OF INTERNAL CONTROL CON-II 1

 A. Annual Evaluation of Internal Control CON-II 1

 B. Section 404 Auditor’s Report on Internal Control CON-II 2

 C. Identifying Weaknesses and Deficiencies in Internal Control CON-II 6

III. MANAGEMENT CERTIFICATIONS CON-III 1

 A. The Certification Process CON-III 2

 B. Section 302 Certifications CON-III 4

 C. Section 906 Certifications CON-III 10

PROCEDURES CON

Procedures CON Contents Procedures CON i

SUPPLEMENTS CON

Supplements CON Contents Supplements CON i

**PART 4: TRANSACTIONS AND PROFESSIONAL RELATIONSHIPS
UNDER SOX**

Part 4 Contents TRN i

INTRODUCTION TO PART 4 TRN 1

I. FORFEITURE OF BONUSES AND PROFITS TRN-I 1

 A. Triggering Standard TRN-I 2

 B. Forfeiture Standard TRN-I 3

II. INSIDER TRADES DURING PENSION FUND BLACKOUT PERIODS TRN-II 1

 A. Amendments to the Securities Exchange Act of 1934 TRN-II 3

 B. Amendments to ERISA TRN-II 10

III. PROHIBITION ON PERSONAL LOANS TO DIRECTORS AND OFFICERS TRN-III 1

 A. Banned Loans TRN-III 3

B. Permitted Loans.....	TRN-III 5
C. Legal Sanctions under Section 402	TRN-III 6
IV. ANALYST CONFLICT OF INTEREST	TRN-IV 1
A. SOX-Mandated Analyst Protections and Disclosures	TRN-IV 1
B. SEC and Stock Exchange Regulations and Rules.....	TRN-IV 4
V. POST-SOX ACQUISITIONS.....	TRN-V 1
A. Post-SOX Acquisitions in General	TRN-V 1
B. The Post-SOX Selling Memorandum	TRN-V 3
C. Post-SOX Buyer's Due Diligence.....	TRN-V 8
VI. WHISTLEBLOWING	TRN-VI 1
A. Problems with Section 806 and Whistleblowing.....	TRN-VI 1
B. Whistleblower Protections under Section 806.....	TRN-VI 4
C. Whistleblower Remedies under Sections 806(c) and 1107.....	TRN-VI 6
D. Company Protections.....	TRN-VI 7
E. Dodd-Frank Whistleblower Provisions	TRN-VI 8
PROCEDURES TRN	
Procedures TRN Contents.....	Procedures TRN i

PART 5: OTHER ENTITIES

Part 5 Contents	ENT i
-----------------------	-------

INTRODUCTION TO PART 5	ENT 1
------------------------------	-------

I. PRIVATE COMPANIES	ENT-I 1
A. Going Dark	ENT-I 3
B. SOX Provisions Affecting Private Companies	ENT-I 6
C. Best Practices for Private Companies	ENT-I 12
D. Family Businesses	ENT-I 15
E. Advisory Boards	ENT-I 16
II. NONPROFIT ORGANIZATIONS	ENT-II 1
A. Types and Structure of NPOs	ENT-II 1
B. Regulatory Authority over NPOs	ENT-II 2
C. SOX Provisions Affecting NPOs	ENT-II 4
D. Best Practices for NPOs	ENT-II 6
III. GOVERNMENT ENTITIES	ENT-III 1
A. Pronouncements Affecting Audits of State and Local Governments	ENT-III 1
B. SOX-Like Provisions in GAGAS	ENT-III 2
C. SOX Provisions Not Incorporated into GAGAS	ENT-III 6
IV. FOREIGN ISSUERS	ENT-IV 1
A. Foreign Companies Subject to SOX	ENT-IV 1
B. The Impact of SOX on Foreign Issuers	ENT-IV 1

PROCEDURES ENT

Procedures ENT Contents	Procedures ENT i
-------------------------------	------------------

PART 6: PROFESSIONAL STANDARDS

Part 6 Contents	PRO i
-----------------------	-------

I. STANDARDS FOR LEGAL COUNSEL	PRO-I 1
A. Section 307 and the Part 205 Regulations	PRO-I 2
B. Reporting Parties under Section 307	PRO-I 4
C. Catalyst for Reporting	PRO-I 8
D. Reporting Procedures	PRO-I 12
E. Sanctions for Violations of Section 307 and Part 205	PRO-I 21

II. STANDARDS FOR INDEPENDENT AUDITORS	PRO-II 1
A. General Duties and Responsibilities	PRO-II 1
B. Auditor Standards under SOX Sections 102 and 404	PRO-II 5
C. PCAOB Auditing Standard No. 5	PRO-II 7
D. Standards and Best Practices for Auditors of Non-issuers	PRO-II 9
E. Sanctions for Violations of Auditor Provisions	PRO-II 10
III. STANDARDS FOR INVESTMENT ADVISORS AND BROKER-DEALERS	PRO-III 1
A. Registered Investment Advisors versus Broker-Dealers	PRO-III 1
B. Rules for Investment Advisors	PRO-III 3
C. The Dodd-Frank Fiduciary Standard.....	PRO-III 7

PROCEDURES PRO

Procedures PRO Contents.....	Procedures PRO i
------------------------------	------------------

PART 7: CIVIL AND CRIMINAL PENALTIES

Part 7 Contents	PEN i
-----------------------	-------

INTRODUCTION TO PART 7	PEN 1
-------------------------------------	-------

I. CIVIL LIABILITY	PEN-I 1
A. Section 308 (Fair Fund for Investors).....	PEN-I 1
B. Section 803 (Debts Nondischargeable If Incurred in Violation of Securities Fraud Laws).....	PEN-I 1
C. Section 804 (Statute of Limitations for Securities Fraud)	PEN-I 3
D. Section 1103 (Temporary Freeze Authority for the SEC).....	PEN-I 3
E. Section 1105 (SEC Authority to Prohibit Persons from Serving as Officers and Directors)	PEN-I 4
II. CRIMINAL PENALTIES	PEN-II 1
A. Newly Defined Crimes	PEN-II 1
B. Increased Penalties for White Collar Crimes.....	PEN-II 5
C. Criminal Penalties for Obstruction of Justice	PEN-II 9
D. The Dangerous Waters of Attempts and Conspiracies	PEN-II 13
III. A SOX COMPLIANCE PROGRAM	PEN-III 1
A. General Guidelines	PEN-III 1

PROCEDURES PEN

Procedures PEN Contents.....	Procedures PEN i
------------------------------	------------------