



MARTIN R. ROSENBAUM

Of Counsel

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OVERVIEW

Marty Rosenbaum has more than 35 years' experience advising public and privately held companies on securities and corporate matters. His practice is concentrated in securities and corporate finance, including public offerings, private placements, venture capital financings, and mergers and acquisitions involving public and private companies. Marty regularly advises public companies of all sizes regarding preparation of public reports and proxy statements, public disclosures, insider trading, securities regulatory compliance, corporate governance matters, executive compensation, and stock plan issues. He provides business legal services to privately held corporations, partnerships, and limited liability companies in all stages, from organization through their initial public offering or sale.

Marty was recognized in the area of Corporate/M&A in Minnesota by *Chambers USA: America's Leading Lawyers for Business* from 2007 to 2023. He served as president of LegalCORPS, a nonprofit organization that provides pro bono business law advice to low-income entrepreneurs and small nonprofits, from 2015 to 2017, and president of the Twin Cities Chapter of the National Association of Stock Plan Professionals from 2007 to 2011. He also wrote and edited an award-winning blog on securities compliance, corporate governance, and executive compensation during the era of the Dodd-Frank Act, 2010-2013.

SELECTED EXPERIENCE

- *The Valspar Corporation* – Lead attorney in debt and equity offerings with proceeds of more than \$2.4 billion since 2000; regular outside counsel in connection with SEC reports, corporate governance, and executive compensation plan design.
- *Skyline Medical Inc.* – Regular outside counsel in connection with corporate and securities matters, including public and private equity offerings, SEC reports and registration statements, mergers and acquisitions, restructuring of indebtedness and litigation management.

AREAS OF PRACTICE

Corporate & Securities

- Corporate Governance
- Emerging Businesses & Venture Capital
- Executive Compensation
- General Counsel Services
- Mergers & Acquisitions
- Public Company Securities Offerings & Compliance

BAR ADMISSIONS

Minnesota, 1982

EDUCATION

Yale Law School

J.D., 1982

University of Iowa

B.S., *with high distinction*, 1979

Psychology

- *Nortech Systems, Inc.* – Regular outside counsel in connection with corporate and securities matters, including SEC reports, corporate governance, mergers and acquisitions, and executive compensation matters. As Corporate Secretary, prepare materials and minutes for board and committees.
- *Sunrise Senior Living, Inc.* – Lead attorney in \$86 million offering of convertible notes under Rule 144A, 2011; outside counsel in connection with SEC reports, corporate governance issues and corporate finance matters, 2011-2014. Served as co-counsel in \$16 million public equity offering in 2015.
- *Vascular Imaging Corporation* – Represented organization through multiple rounds of equity financing; corporate advice, including technology licensing agreements and executive compensation structure and design.
- *CRYO-CELL International, Inc.* – Represented management in 2007 proxy fight with dissident stockholder.
- *Norstan, Inc.* – Represented the company in its 2005 acquisition by Black Box Corporation for \$95 million, including negotiated tender offer and merger.
- *WPT Enterprises, Inc.* (owner of World Poker Tour) – Lead attorney in \$38 million initial public offering in 2004.
- *Other emerging companies* – Represented numerous companies in all aspects of financing, contracts and transactions, as well as serving in outside general counsel role.
- *Public Offerings and Private Placements* – Represented issuers and investment banking firms in many offerings, ranging from small private placements to initial public offerings to large shelf registration statements for New York Stock Exchange listed companies.
- *Mergers of Publicly Held Companies* – Represented companies and investment banking firms in connection with negotiations, SEC filings and securities compliance.
- *Executive Compensation Matters* – Advised public and privately held companies on compensation plans and structure, including equity plan design, executive employment and separation agreements, and compliance with the deferred compensation restrictions of Code Section 409A.

LEADERSHIP & COMMUNITY

- American Bar Association
- Minnesota State Bar Association: Business Law Section, Pro Bono Committee, Co-Chair 2013-present
- Hennepin County Bar Association
- LegalCORPS: Non-profit organization promoting pro bono legal services for low-income businesses and non-profits, former Board Member; Executive Committee 2014-2019, President 2015-2017; Operations Committee, Chair 2011-2015; Pro Bono Attorney Volunteer
- National Association of Stock Plan Professionals: Twin Cities Chapter past President 2007-2011; Board of Directors 2000-2014
- Society of Corporate Secretaries and Governance Professionals, Twin Cities Chapter: Twin Cities Chapter, Advisory Council 2010-2014
- Target Receivables Corporation: subsidiary of Target Corporation utilized for securitization of credit card receivables, Board of Directors 1999-2012
- Maslon LLP: Pro Bono Committee, Chair 2007-2014
- American Israel Chamber of Commerce & Industry of Minnesota: Board of Directors 2000-2007
- Adath Jeshurun Congregation: Board of Trustees, past Member; TAMID Arts Committee, past Chair
- Election Protection Coalition: Pro Bono Attorney Volunteer

SELECTED HONORS

- **Recognized in *Chambers USA: America's Leading Lawyers for Business***, Corporate/M&A, Minnesota, 2007-2023
- **Recognized on Minnesota Super Lawyers® list**, 1997-1998, 2000-2004, 2006-2008, 2011-2024 (*Minnesota Super Lawyers® is a designation given to only 5% of Minnesota attorneys each year, based on a selection process that includes the recommendation of peers in the legal profession.*)

- **Selected for inclusion in *The Best Lawyers in America*®**, 2018-2025
- **Volunteer of the Year Award**, LegalCorps, 2019
- **Best Lawyers' Minneapolis Securities Regulation—Lawyer of the Year**, 2021
- **North Star Lawyer**, Minnesota State Bar Association, 2013, 2015-2017, 2019-2021 (*North Star Lawyer is a designation that recognizes members who provide 50 hours or more of pro bono legal services in a calendar year.*)
- **Recognized as a Top Lawyer**, *Minnesota Monthly*, 2022-2023 (The research for the Top Lawyers list, created by Professional Research Services, is based on an online peer-review survey sent to all attorneys in Minnesota.)
- **Pro Bono Award**, for commitment to pro bono service, Maslon LLP, 2012
- **ONSecurities.com**, Marty's Blog, recognized as a "Top 25 Minnesota Blawg," *MSBA Practice Blawg* editors, 2010-2011
- **AV Preeminent**, Martindale-Hubbell®

SELECTED PRESENTATIONS

- "Securities Law Primer for the Banking Law Attorney," 2022 Banking Law Institute, Minnesota CLE
- Marty Rosenbaum and Shane Solinger to Co-Present Webinar for LegalCORPS on Negotiating Contracts and Leases in Times of Crisis
- "Legal Issues: Business Contract Considerations, Workouts & Bankruptcy," webinar, University of St. Thomas Opus College of Business, 2020
- "Roles of Lawyers in Community Economic Development: Direct Representation," panel member, Community Development and Legal Assistance: Building Partnerships, Minnesota Supreme Court Legal Services Advisory Committee, 2016
- "Public Company Disclosure of Contracts—and Why Private Companies Should Care," panel member, Contracts In Context, ACC Minnesota, 2016
- "The SEC's CEO Pay Ratio Disclosure Rule: Does It Accomplish Anything?" Lexblog Network TV (featured guest), 2013
- "Clawbacks and Equity Plan Litigation Issues," National Association of Stock Plan Professionals, Twin Cities Chapter Conference, 2013
- "A Perspective on Executive Compensation After Dodd-Frank," co-presenter, Financial Executives International Twin Cities Chapter, 2012
- "Death, Taxes and Senior Executives," 19th Annual National Association of Stock Plan Professionals Conference, San Francisco, 2011
- "Death, Taxes and CEOs: Planning Perils, Pratfalls and Pointers in Executive Compensation," 37th Annual Probate & Trust Law Section Conference, Minnesota CLE, 2011
- "Corporate Governance and '34 Act Compliance: Your Shareholders Said What?" RR Donnelly SEC Hot Topics Institute, 2011
- "(Dodd) Frank Talk about New Governance and Compensation Requirements," Meritas webinar for Member Law Firms, 2010; Small Public Company Forum, 2010
- "Engaging Volunteers and Delegating Responsibilities," panelist, National Association of Stock Plan Professionals Twin Cities Chapter Luncheon, 2010
- "Lying Cheating Stealing & Fighting: Malfeasance in the Business Setting," Minnesota CLE, 2010
- "SEC Disclosure Update: Public Company Disclosures in a Dangerous World," Bowne SEC Conference, 2010
- "Implications of the Dodd-Frank Act for IROs," National Investor Relations Institute Twin Cities, 2010
- SEC Accounting, Compliance and Legal Issues Update, 2004-2010, Bowne of Minnesota, Co-Chair, Presenter and Moderator of numerous panel discussions on disclosure, corporate governance, and executive compensation
- Numerous seminars and panels on securities, corporate governance, and executive compensation prior to 2010

SELECTED PUBLICATIONS

- "Twitter's IPO Filing Shows Simple Governance Structure," *ONSecurities.com*, October 9, 2013
- "Some Comments on the SEC's Proposed Pay Ratio Disclosure Rules," *ONSecurities.com*, September 26, 2013
- "After the Rainbow: Impact of the DOMA Ruling on Public Companies," *ONSecurities.com*, July 1, 2013
- "Innovative Clinic Creates Pro Bono Opportunities for In-House and Law Firm Attorneys," *ONSecurities.com*, June 20, 2013
- "SEC Reverses Course on Rule 144 Holding Periods for Donees and Pledges," *ONSecurities.com*, May 22, 2013
- "Private Secondary Markets: Contrast With Listed Company Regulation," *ONSecurities.com*, April 2, 2013
- "The Readers' Guide to Annual Meeting Lawsuits," *ONSecurities.com*, February 19, 2013
- "New SEC "Lost Securityholder" and "Paying Agent" Rules May Add to Compliance Costs," *ONSecurities.com*, January 10, 2013
- *ONSecurities Blog*, Editor and Blogger, July 2009-2014
- "It's Time to Review Procedures for Insiders' Rule 10b5-1 Trading Plans," *ONSecurities.com*, December 17, 2012
- "ISS Weighs In On Public Company Hedging and Pledging Activities," *ONSecurities.com*, December 4, 2012
- "New Brand of "Sue-on-Pay" Litigation Targets Annual Meetings," *ONSecurities.com*, November 11, 2012
- "Conflict Minerals Rules May Foster Corporate Social Responsibility," *ONSecurities.com*, August 30, 2012
- "Program Provides Update on Dodd-Frank Act Requirements," *ONSecurities.com*, July 25, 2012
- "Will Final Rules on Compensation Committee Advisers Lead to Engaging Independent Counsel?" *ONSecurities.com*, July 1, 2012
- "Say-on-Pay Update: How Does 2012 Compare With 2011?" *ONSecurities.com*, June 7, 2012
- "Responding to the Yahoo Resume Debacle," *ONSecurities.com*, May 15, 2012
- "Perspectives on Citigroup's Negative Say-on-Pay Vote," *ONSecurities.com*, May 1, 2012
- "Say-on-Pay Votes: New Resources Make It Easy to Keep Score," April 1, 2012
- "Risky Business: What If the CEO Has a Risky Hobby?" *ONSecurities.com*, March 22, 2012
- "Survey Results Reveal Attitudes About Pay Equity Disclosure," *ONSecurities.com*, March 8, 2012
- "The Psychology of Equity Awards - A Compensation Consultant's View," *ONSecurities.com*, February 23, 2012
- "Incentive Design Study Sheds Light on Compensation Practices," *ONSecurities.com*, February 16, 2012
- "Facebook IPO Includes Insider-Friendly Corporate Governance Provisions," *ONSecurities.com*, February 2, 2012
- "Sue-on-Pay" Litigation Update: The Good News and the Bad for Boards," *ONSecurities.com*, January 26, 2012
- "A Tally of "Say When on Pay" Votes in 2011," *ONSecurities.com*, January 18, 2012
- "A Look Forward to 2012," *ONSecurities.com*, December 30, 2011
- "Payback Time: How to Prepare for Required Clawbacks Under Dodd-Frank," *ONSecurities.com*, December 15, 2011
- "More Proxy Advisor Insights: Through The Looking Glass (Lewis)," *ONSecurities.com*, December 5, 2011
- "ISS 2012 Policy Updates, Continued: Board Response to a High Negative Vote," *ONSecurities.com*, December 1, 2011
- "ISS Policy Updates Shed Light on Pay-for-Performance Analysis," *ONSecurities.com*, November 20, 2011
- "What Should Public Companies Know About the Proxy Advisors?" *ONSecurities.com*, November 13, 2011
- "Proxy Disclosure Conference Teaches the Importance of Pay for Performance," *ONSecurities.com*, November 4, 2011
- "Report Sheds Light on Stock Ownership Guidelines," *ONSecurities.com*, October 20, 2011
- "How to Encourage Internal Reporting By Whistleblowers," *ONSecurities.com*, October 13, 2011
- "Companies Disclose How They Considered Prior Say-on-Pay Votes In Setting Compensation," *ONSecurities.com*, October 6, 2011
- "Recent Court Decision in Cincinnati Bell Sue-on-Pay Case Is a Game-Changer," *ONSecurities.com*, September 26, 2011

- "Shareholders Can Submit Proxy Access Proposals Starting on September 13; Will They?" *ONSecurities.com*, September 12, 2011
- "Steve Jobs' Legacy Includes Lessons on Disclosure Practices and Succession Planning," *ONSecurities.com*, August 30, 2011
- "Opposing Groups Weigh in on Disclosure of CEO Pay Ratio," *ONSecurities.com*, August 21, 2011
- "Not Just Whistling Dixie: The SEC Whistleblower Chief Speaks," *ONSecurities.com*, August 13, 2011
- "Proxy Access Proposals: What Can We Expect to See Next Year?" *ONSecurities.com*, August 4, 2011
- "Circuit Court Strikes Down Proxy Access Rule; What Will the SEC Do?" *ONSecurities.com*, July 25, 2011
- "The Impact of "Sue-on-Pay" Lawsuits on Proxy Statement Disclosures," *ONSecurities.com*, July 11, 2011
- "If the Shareholders Say "Nay-on-Pay", Get Ready for "Sue-on-Pay," *ONSecurities.com*, June 27, 2011
- "The Social Media World According to Broc," *ONSecurities.com*, June 19, 2011
- "The Say-on-Pay World According to Broc," *ONSecurities.com*, June 12, 2011
- ""Too Big to Fail" Doesn't Fail to Educate or Entertain," *ONSecurities.com*, June 2, 2011
- "Whistle While You Work (Part 2)! SEC Adopts Final Whistleblower Rules," *ONSecurities.com*, May 25, 2011
- "GE Amends Terms of Existing Stock Options, Facilitates Positive Say-on-Pay Vote," *ONSecurities.com*, April 28, 2011
- "Checklist for the Board: How to Respond to a Say When on Pay Vote," *ONSecurities.com*, April 17, 2011
- "Comments on SEC's Proposed Standards for Compensation Committees and Advisors," Comments on SEC's Proposed Standards for Compensation Committees and Advisors
- "Hewlett-Packard is the Latest Company to Lose a Say-on-Pay Vote," *ONSecurities.com*, March 27, 2011
- "Proposed Conflict Minerals Disclosure Rules Will Create Reporting Challenges," *ONSecurities.com*, March 20, 2011
- "Analyzing Whether to Include the New Golden Parachute Disclosures in the Annual Meeting Proxy Statement," *ONSecurities.com*, March 10, 2011
- "Update on Whistleblowers Under the Dodd-Frank Act; More on Frequency Vote Recommendations," *ONSecurities.com*, March 3, 2011
- "The Say When on Pay Vote: What Should a Board Recommend?," *ONSecurities.com*, February 24, 2011
- "Preparing for the Shareholder Advisory Votes, and the Concept of Engagement," *ONSecurities.com*, February 14, 2011
- "More Thoughts on Keeping Score: Shareholder Advisory Votes on Compensation," *ONSecurities.com*, February 3, 2011
- "SEC Adopts Final Rules on Shareholder Advisory Votes; Thoughts On the First Reported Frequency Votes," *ONSecurities.com*, January 27, 2011
- "How Do Top Films Relate to the New Shareholder Advisory Votes?" *ONSecurities.com*, January 17, 2011
- "What Are Companies Recommending for the Frequency of Say-on-Pay Votes?," *ONSecurities.com*, January 10, 2011
- "Looking Back on 2010, and Looking Forward to a New Year," *ONSecurities.com*, December 29, 2010
- "Useful Resources for Year-End Executive Compensation Tax Planning," *ONSecurities.com*, December 20, 2010
- "Animated Regulation FD Training Video is Informative and Entertaining," *ONSecurities.com*, December 12, 2010
- "Keeping Score: What Are Early Filers Doing About Say-on-Pay and Frequency Vote?" *ONSecurities.com*, December 5, 2010
- "ISS Releases Its 2011 Policy Updates, Including Say-on-Pay Vote Policies," *ONSecurities.com*, November 23, 2010
- "Recent Elections Not Expected to Have Major Impact on Corporate Governance," *ONSecurities.com*, November 12, 2010
- "Whistle While You Work! SEC Proposes Whistleblower Rules under Dodd-Frank," *ONSecurities.com*, November 4, 2010

- "Memorandum on Say-on-Pay and Other Advisory Vote Requirements Includes Executive Summary and FAQs," *ONSecurities.com*, October 28, 2010
- "SEC Issues Proposed Rules on Say-on-Pay and Related Matters," *ONSecurities.com*, October 18, 2010
- "More Risky Business - Why the Compensation Risk Assessment Is Still Important," *ONSecurities.com*, October 14, 2010
- "Talkin' Baseball and Proxy Statements Again: Compensation Risk and Director Qualifications Revisited," *ONSecurities.com*, October 7, 2010
- "SEC Delays the Effective Date of Proxy Access Rule," *ONSecurities.com*, October 4, 2010
- "Corporate Secretaries Group Makes Helpful Observations on Dodd-Frank Act Provisions," *ONSecurities.com*, September 30, 2010
- "'Pay for Performance' is the Key Phrase in Compensation - NASPP Conference Notes," *ONSecurities.com*, September 23, 2010
- "More Tips on Preparing for Implementation of Compensation Provisions of the Dodd-Frank Act," *ONSecurities.com*, September 16, 2010
- "Public Companies Should Prepare for Say-on-Pay By Considering Their Pay Practices," *ONSecurities.com*, September 6, 2010
- "SEC Approves Proxy Access Rules For Large Shareholders," *ONSecurities.com*, August 26, 2010
- "Dodd-Frank Act Provision May Affect SEC Enforcement Settlements," *ONSecurities.com*, August 19, 2010
- "Should Management Automatically Recommend a Triennial Say-on-Pay Vote?" *ONSecurities.com*, August 12, 2010
- "SEC Reportedly Set to Approve Proxy Access For Large Shareholders," *ONSecurities.com*, August 5, 2010
- "The 'Say When on Pay' Vote Under Dodd-Frank - As Easy As 1-2-3?" *ONSecurities.com*, July 29, 2010
- "New ON Securities Cheat Sheet Describes Provisions of the Dodd-Frank Act," *ONSecurities.com*, July 22, 2010
- "SEC Gears Up for Flood of Rulemaking To Follow Passage of Dodd-Frank Act," *ONSecurities.com*, July 15, 2010
- "Say-on-Pay Provision of the Dodd-Frank Act Raises Many Questions," *ONSecurities.com*, July 8, 2010
- "Just Released: Text of Dodd-Frank Act; Also Released: Video of My Singing Act!" *ONSecurities.com*, June 28, 2010
- "Hay Group Program Analyzes Recent Changes in Executive Compensation," *ONSecurities.com*, June 24, 2010
- "Whistleblower Bounty Provision is the Securities Law 'Sleepers' in the Financial Reform Bill," *ONSecurities.com*, June 3, 2010
- "New Version of ON Securities Cheat Sheet Provides More Detail on Financial Reform Bill," *ONSecurities.com*, June 3, 2010
- "Tips From the 2010 Bowne Conference: How to Avoid Disclosure Problems," *ONSecurities.com*, June 1, 2010
- "Compensation Surveys Provide Insights Into Public Company Pay Practices," *ONSecurities.com*, May 20, 2010
- "Congressman Frank Gives Update on Say-on-Pay," *ONSecurities.com*, May 13, 2010
- "SEC Staff Starts to Comment on Absence of Compensation Risk Disclosure; Say-On-Pay Update," *ONSecurities.com*, May 6, 2010
- "Financial Reform Legislation is Coming, and Public Companies Should Start Planning Now for Say-on-Pay," *ONSecurities.com*, April 29, 2010
- "Should Goldman Sachs Have Disclosed the Possibility of an SEC Lawsuit Sooner?," *ONSecurities.com*, April 22, 2010
- "Securities Class Actions Continue to Fall; SEC Continues to Beef Up Enforcement Activity," *ONSecurities.com*, April 15, 2010
- "Proxy Statements Report that Bonuses Come Back in 2009; Announcing a Great Conference for Minnesota Public Companies," *ONSecurities.com*, April 8, 2010
- "Talkin' Baseball, Joe Mauer and Proxy Statements: Hypothetical Disclosures of Compensation Risk and Qualifications," *ONSecurities.com*, March 29, 2010

- "A Tip On Evaluating Compensation-Related Risk, and an Interesting Compensation Study," *ONSecurities.com*, March 25, 2010
- "Repo Men - How Lehman Used "Repo 105" to Manipulate Its Balance Sheet," *ONSecurities.com*, March 21, 2010
- "Announcing the Return of the ON Securities Blog - Just in Time to Address the New Dodd Bill," *ONSecurities.com*, March 18, 2010
- "IRS Employment Tax Audit Program Will Affect Taxation of Executive Compensation," *ONSecurities.com*, March 1, 2010
- "Risky Business - A Panel Discussion on the New Proxy Risk Disclosures," *ONSecurities.com*, February 28, 2010
- "Disclosures of Compensation Risk: A Brisk Discussion of Risk," *ONSecurities.com*, February 15, 2010
- "Fun With Numbers - Equity Awards Under the New Proxy Disclosure Amendments," *ONSecurities.com*, January 22, 2010
- "Never Mind!" *ONSecurities.com*, December 23, 2009
- "SEC Adopts Proxy Amendments; Communication of Effective Date Is Not So Effective," *ONSecurities.com*, December 16, 2009
- "A Little Holiday Cheer from the SEC," *ONSecurities.com*, December 14, 2009
- "Busted Again: More SEC Enforcement Developments," *ONSecurities.com*, December 3, 2009
- "Compensation Turkeys of the Year, and a RiskMetrics Update For Dessert," *ONSecurities.com*, November 24, 2009
- ""What's Goin' On?," *ONSecurities.com*, November 19, 2009
- "What's Up in San Francisco?" *ONSecurities.com*, November 12, 2009
- "What's Up?," *ONSecurities.com*, November 5, 2009
- ""I Am Not a Crook"," *ONSecurities.com*, October 30, 2009
- "Getting Ready for Reform," *ONSecurities.com*, October 22, 2009
- "Good Times on Wall Street; The Cheat Sheet Changeth!" *ONSecurities.com*, October 15, 2009
- "More Risky Business; Blogging Lawyers Gone Wild!," *ONSecurities.com*, October 8, 2009
- "The Color of Your Parachute Has Changed," *ONSecurities.com*, October 6, 2009
- ""Wanna Buy Some (D&O) Insurance?"; More Trends in Compensation," *ONSecurities.com*, September 30, 2009
- "Risky Business - Evaluating the Risk Components of Compensation," *ONSecurities.com*, September 22, 2009
- "More Thoughts on Proxy Access: "Knock-Knock-Knockin' on the Boardroom Door"," *ONSecurities.com*, September 18, 2009
- "Memories of a Meltdown - and Lessons in Executive Compensation in Bad Times," *ONSecurities.com*, September 14, 2009
- "Preview of Coming Attractions, and a Movie Review," *ONSecurities.com*, September 10, 2009
- ""Busted" - Don't Be Blindsided by the SEC's New Enforcement Posture," *ONSecurities.com*, September 3, 2009
- "Shareholder Access Update: Who's that knockin' at the boardroom door?" *ONSecurities.com*, August 30, 2009
- "Back to the Future - New Options Backdating Study," *ONSecurities.com*, August 25, 2009
- "Say-on-Pay Play-by-Play," *ONSecurities.com*, August 18, 2009
- "Watch Out For Those Claws!," *ONSecurities.com*, August 10, 2009
- "Say-on-Pay Bill Passes the House; Cheat Sheet Updated!" *ONSecurities.com*, August 4, 2009
- "Don't Get Caught Cheating," *ONSecurities.com*, August 2, 2009
- "Say-on-Pay - Oy Vey!; More Cheat Sheeting," *ONSecurities.com*, July 28, 2009
- "Be Afraid, Be Very Afraid - Preparing for the Elimination of Broker Discretionary Voting," *ONSecurities.com*, July 24, 2009
- "Announcing the ON Securities Cheat Sheet on New Developments - A Prescription for What Hurts," *ONSecurities.com*, July 21, 2009
- "More on the Proposed SEC Rules, including Compensation Consultant Disclosures; The Color of Blogging," *ONSecurities.com*, July 17, 2009

- "SEC Release Provides Detail on Proposed Compensation Disclosure Amendments; Podcasts Available," *ONSecurities.com*, July 13, 2009
- "Model Bylaw for Shareholder Access; It's Just an IP Thriller," *ONSecurities.com*, July 10, 2009
- "The SEC's July 1 actions in context; Singing Fish is a hit," *ONSecurities.com*, July 7, 2009
- "XBRL Affects Form 10-Q, Even If It Doesn't Apply to Your Company Yet," *ONSecurities.com*, May 8, 2009
- "CEO Smackdown II," *StarTribune*, March 16, 2009
- "Business Forum: Greed is disclosable," *Star Tribune*, August 6, 2006
- Commentary on Corporate Governance, Securities Compliance & Executive Compensation Matters in *Los Angeles Times*, *Compliance Week*, *thecorporatecounsel.net*, *Minneapolis/St. Paul Business Journal*, *St. Paul Pioneer Press*, *Minneapolis Star Tribune*