

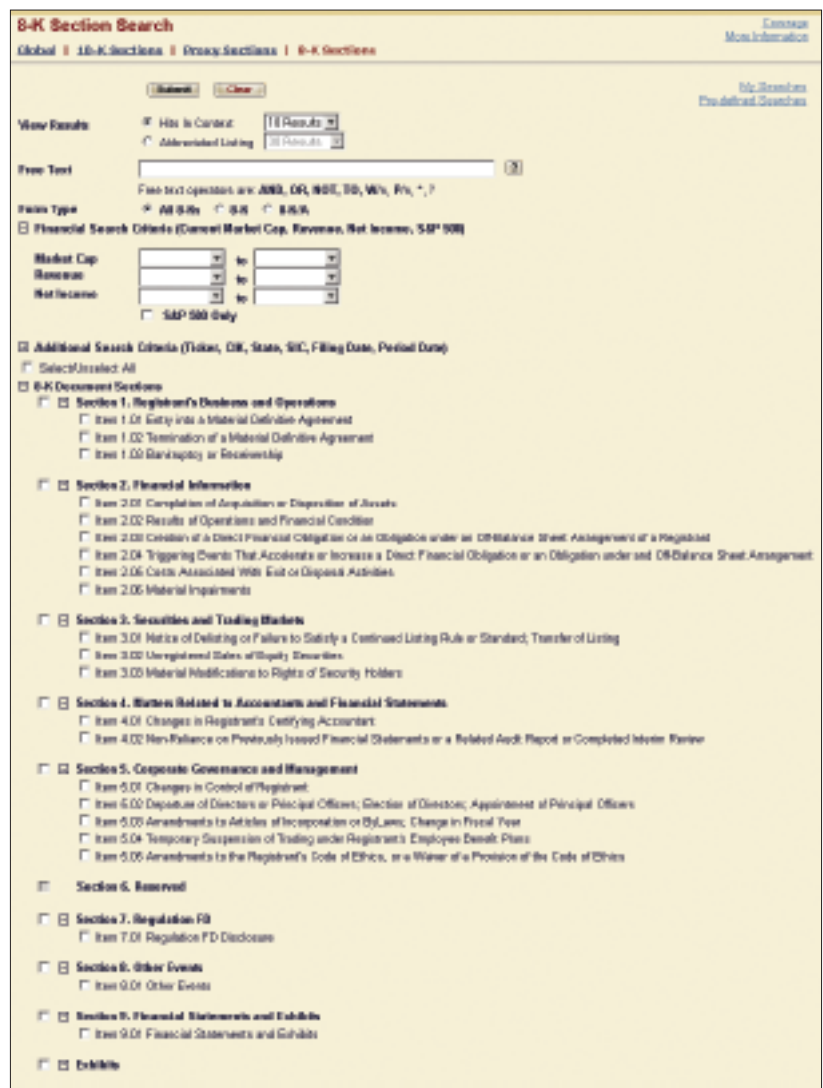
# 8-K Section Searching Now Available in LIVEDGAR

The new Form 8-K, effective on August 23, 2004, requires expanded reporting on many corporate events previously not included on Form 8-K. LIVEDGAR's 8-K Section Search feature allows you to focus research on particular areas of Form 8-K to pinpoint the information you need.

8-K Section Search presents all nine sections and 22 items of Form 8-K in a convenient check box list, allowing you to conduct targeted research across LIVEDGAR's entire collection of over 300,000 original and amended Form 8-K filings. By simply checking boxes you can limit your searches to the sections of Form 8-K most likely to contain what you need. An additional Exhibits check box enables you to restrict your search to only the exhibits attached to Form 8-K. And for even more precise searching, 8-K Section Search allows you to define additional search criteria such as the type of Form 8-K, market cap, revenue, net income, key words, ticker, CIK, SIC and date.

To ensure that important information is never missed, GSI Research Professionals have tagged and cross-referenced all Form 8-K items from the old and new forms. This means that the information you need will automatically be retrieved regardless of whether the filing was made under the new or the old reporting requirements.

LIVEDGAR's 8-K Section Search is your best resource for meeting all new Form 8-K compliance and disclosure requirements. Take advantage of this powerful tool to perform targeted research on any section or item number of Form 8-K.



# GSI NEWS

A PUBLICATION OF GLOBAL SECURITIES INFORMATION, INC.

In This Issue	2	3	3	4
SEC Staff Legal Bulletin 14B and Shareholder Proposal Exclusions	Worklist Enhancements Include E-mail Functionality and More	Upcoming GSI Sponsored PLI Programs	8-K Section Searching Now Available in LIVEDGAR	

Global Securities Information, Inc. delivers the right combination of exclusive content, advanced features and expert service to satisfy the most demanding securities research requirements.

## Offer of the Month: Free SEDAR Session

Access over 1.4 million Canadian public company, mutual fund and third-party filings dating back to 1997. With LIVEDGAR you can limit your search to only SEDAR data, only SEC data, or search all SEC and SEDAR filings for companies that file under both entities.

To start your free session in LIVEDGAR's SEDAR database, visit [www.gsonline.com/specialoffer](http://www.gsonline.com/specialoffer) and enter promotion code **SDR5111**.

This special offer expires on February 28, 2005. Log in today and be sure not to miss it.

## GSI Introduces New Financial Search Filters

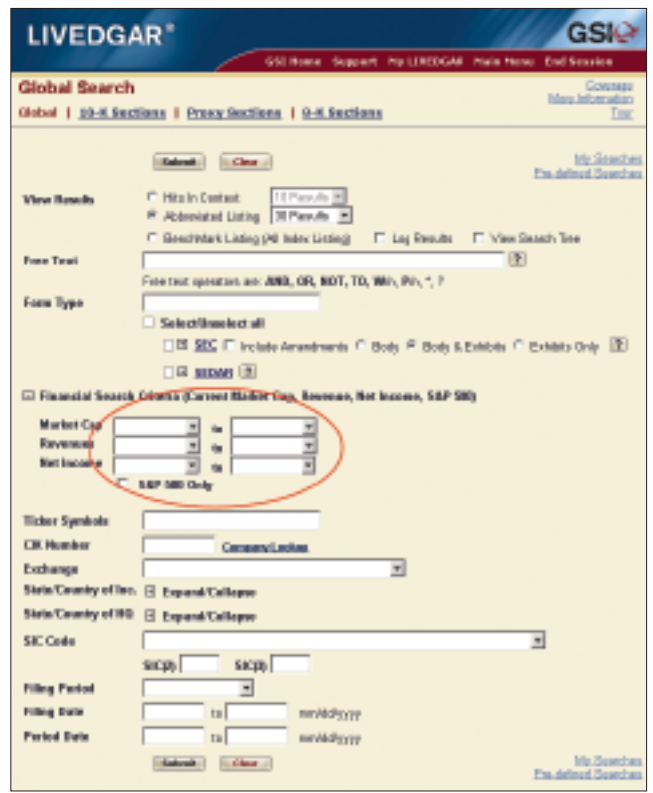
GSI announces the introduction of Market Capitalization, Revenue and Net Income financial search filters, as well as an S&P 500 check box to its major LIVEDGAR databases. These key financial metrics add a new level of granularity to LIVEDGAR's research capabilities and allow users to return extremely precise results, whether they are looking for a list of companies in a particular industry or precedent language on a specific securities compliance topic.

- Pulling recent Form 10-Ks for all NYSE listed companies with a market cap of over \$4 billion.
- Discovering how companies with a market cap over \$50 billion treat options under Rule 123R.
- Creating an Alert on S&P 500 companies that file Form 8-Ks indicating a change in their certifying accountant.

By combining search criteria such as CIK, date, SIC and exchange with key financial metrics, users can gather information faster and more efficiently than ever before.

The new financial search fields are available from LIVEDGAR's Global Search, Power Search, 10-K Sections, 8-K Sections, Proxy Sections, SEDAR, Annual Reports and SEC Staff Reviews databases. Users can simply specify the desired value range using the convenient drop-down menus in the Market Capitalization, Revenue or Net Income fields to return highly targeted results that are best suited to their research needs. The S&P 500 check box automatically restricts search results to only the S&P 500 companies.

Leveraging these easy-to-use financial fields, users will be able to define key financial metrics and conduct focused research such as:



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GSI News is a monthly publication of Global Securities Information, Inc.

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Send an e-mail to [password@gsonline.com](mailto:password@gsonline.com). Include your name, firm name and address, telephone number and e-mail address. GSI will e-mail your password to you.

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- If your firm already is using LIVEDGAR, you can get a free User ID and Password. The terms and conditions of use will be the same as for everyone in your firm.

To sign up or for additional information, visit [www.gsonline.com](http://www.gsonline.com). Call 800.669.1154 for personal assistance or to arrange a visit by a GSI account representative.



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### Simplify Your Searches with the Topical Research Library

Tap into the expertise of GSI Research Professionals when you need help constructing targeted search statements. LIVEDGAR's Topical Research Library provides pre-defined search strings that make pinpointing the right agreement, clause, precedent language or other SEC filing information hassle-free.

GSI's experienced research professionals continue to build upon an impressive collection of more than 1,600 pre-defined search statements to help LIVEDGAR users search for the information they need. Each search statement can be used as is or can be modified to meet your specific research requirements.

The Topical Research Library can be browsed alphabetically and by practice area. Below is a list of search statements recently added to the Topical Research Library.

#### Hot Topics

- Kellogg Co. CEO – Carlos Gutierrez
- Wal-Mart Stores – Coughlin Retirement
- Interstate Bakeries – Unable To File 10-K
- U.N. Oil For Food Program – Investigation
- Tsunami Relief – Disclosure

#### 8-K Items

- SEC 8-K FAQ Guidance – Re-election of Director
- SEC 8-K FAQ Guidance – Departure of Directors
- SEC 8-K FAQ Guidance – Non-Reliance On Financials
- SEC 8-K FAQ Guidance – Termination of Employees
- SEC 8-K FAQ Guidance – FAS 146 - Exit Activities
- SEC 8-K FAQ Guidance – Termination Of Agreement
- SEC 8-K FAQ Guidance – Performance Goals
- SEC 8-K FAQ Guidance – Cash Bonus Plan
- SEC 8-K FAQ Guidance – Equity Compensation Plan
- SEC 8-K FAQ Guidance – Amend Employment Agreement
- SEC 8-K FAQ Guidance – Subsidiary Contracts

#### No-Action Letters

- Poison Pill / Rights Plan – No Action Letter
- Separate CEO & Chairperson
- Breaching Existing Contractual Obligations
- 80 Day Rule - Notice of Exclusion of Proposal
- Supporting Statement – Proxy Proposal
- Revision of Proposal
- Factual Support / Misleading Statements
- Shareholder Proof of Ownership
- Issuer Sends Notice of Defects
- Statements Impugn Character or Integrity
- Exclusion of Proposal – Rule 14a-8(i)(3)
- SEC Staff Legal Bulletin No. 14B

If you are not familiar with what is reported in various SEC forms, exhibits and schedules, or you do not like developing your own search statements, the Topical Research Library is a great place to begin your research.

## SEC Staff Legal Bulletin 14B and Shareholder Proposal Exclusions

In the era of increased corporate scrutiny following the wave of accounting scandals and executive malfeasance, shareholder activism is steadily on the rise. As shareholders submit more proposals, companies in turn are filing more no-action letters under SEC Rule 14a-8 requesting to exclude these items from publication in proxy statements and consideration at shareholder meetings. Accordingly, the SEC's Division of Corporate Finance recently issued Staff Legal Bulletin 14B to clarify what constitutes objective grounds for excluding a proposal and the procedures companies must follow for the exclusion.

Under Rule 14a-8 companies may exclude shareholder proposals and supporting statements if the proposal violates proxy rules such as containing materially false or misleading statements. SLB 14B clarifies the types of statements the SEC considers materially false or misleading, and the circumstances in which it would likely grant no-action relief to a company seeking to exclude a shareholder proposal.

GSI offers several powerful tools to help you research issues related to SLB 14B and the exclusion of shareholder proposals. Below is a sample of pre-defined search statements available in the Topical Research Library that provide examples of precedent language used by other companies in their no-action letters.

- Separate CEO & Chairperson
- Poison Pill / Rights Plan – No Action Letter
- Breaching Existing Contractual Obligations
- Factual Support / Misleading Statements

- Shareholder Proof of Ownership
- Issuer Sends Notice of Defects
- Statements Impugn Character or Integrity
- Exclusion Of Proposal – Rule 14a-8(i)(3)

SLB 14B also clarifies when the SEC is less likely to grant no-action relief to companies requesting to exclude shareholder proposals. In circumstances where proposals may not be excluded, the SEC recommends that companies address their objections in a statement of opposition to be included in the proxy statement.

Take advantage of the following Topical Research Library search statements to research how other companies framed their statements of opposition, find examples of shareholder proposal language, or scan proxies for other hot issues.

- Statement Of Opposition – Proxy
- Shareholder Proposal – Proxy
- Expensing Of Options – SFAS 123
- Equity Incentive and Pension Plan Tables – Proxy

In the height of proxy season, LIVEDGAR offers many important resources that can assist you with your research. Begin your research with the Topical Research Library's collection of over 1,600 pre-defined search statements, or go directly to our No-Action Letters database, SEC Library, or Proxy Section Search to find exactly what you need.

## Worklist Enhancements Include E-mail Functionality and More

GSI is pleased to announce enhancements to LIVEDGAR's Worklist feature. Now in addition to storing selected documents, the Worklist also provides new output options, expanded document information and new sorting capabilities, making it an even more powerful tool to manage your research.

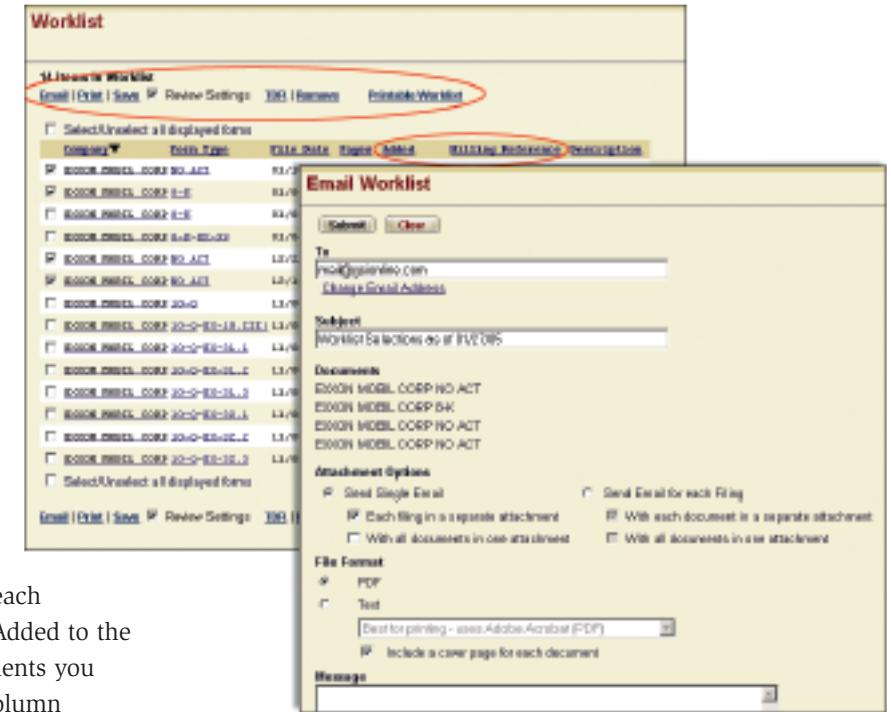
Users now have the ability to e-mail documents from their Worklists. Simply check the new Review Settings check box on the Worklist main page, and then click on Email to review or change your e-mail settings, view a list of the documents to be sent or add additional e-mail addresses.

The output enhancements to the Worklist also extend to Transactional Data Reports. Users can run TDRs on documents in their Worklists to compile and download data for analysis. Other Worklist output options include the ability to print and save documents. LIVEDGAR defaults to printing and saving enhanced PDF versions of documents where available, though users may change these settings as well.

In addition to the new output options, the Worklist also displays expanded information for each document, including Billing Reference and Date Added to the Worklist. To help you quickly scan for the documents you need, you can sort your Worklist by any of the column

headers, which include Company, Form Type, File Date, Pages, Added, Billing Reference and Description.

The Worklist is accessible from the My LIVEDGAR drop down menu and throughout LIVEDGAR. The next time you log in to LIVEDGAR, be sure to take advantage of this robust research management tool to help you organize your research.



## Upcoming GSI Sponsored PLI Programs

GSI is a proud partner of the Practising Law Institute and we are pleased to be the exclusive sponsor of the upcoming PLI programs listed below.

Together our organizations offer the perfect combination of tools to meet the unique needs of securities and corporate attorneys. PLI provides the key programs and seminars attorneys rely on to stay abreast of important developments in corporate and securities law. And GSI provides the premier securities research tool to meet your most demanding and complex research requirements.

DATES	PROGRAM TITLE	CITY
2/16	Doing Deals 2005: Keeping Pace With a Rapidly Changing Market	New York, NY
2/17 – 2/18	The Pocket MBA for Lawyers: Everything You Need to Know About Finance	San Francisco, CA
3/3 – 3/4	The Pocket MBA for Lawyers: Everything You Need to Know About Finance	Houston, TX
3/21 – 3/22	The Pocket MBA for Lawyers: Everything You Need to Know About Finance	Chicago, IL
3/28 – 3/29	International Business Litigation & Arbitration 2005	New York, NY
3/31 – 4/1	Corporate Compliance Institute 2005	Atlanta, GA
4/7 – 4/8	Private Placements 2005	New York, NY
4/11 – 4/12	Securities Offerings 2005	New York, NY
4/14 – 4/15	Corporate Compliance Institute 2005	Santa Monica, CA
4/18 – 4/19	Asset Based Financing 2005	New York, NY
4/21 – 4/22	The Investment Management Institute 2005: A Seminar for '40 Act Lawyers	New York, NY
4/28 – 4/29	Corporate Compliance Institute 2005	Chicago, IL

For a list of PLI programs, visit [www.gsonline.com/newsroom](http://www.gsonline.com/newsroom), or contact Kelly O'Neill at 800.669.1154 or [koneill@gsonline.com](mailto:koneill@gsonline.com).