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Amendments to NYSE and Nasdaq Proposals on Compensation Committee Adviser Independence

The New York Stock Exchange and the Nasdaq Stock Market have each filed recent amendments to their proposed listing rules implementing Rule 10C-1 of the Securities Exchange Act, governing the independence of compensation committee members and compensation consultants. The rules originally proposed by the exchanges in September 2012 require that a compensation committee consider the independence of compensation consultants, legal counsel and other compensation advisers before selecting or receiving advice from such advisers (other than in-house counsel). The recent amendments clarify that compensation committees are not required to conduct this independence assessment with respect to compensation advisers that act in a role limited to (i) consulting on broad-based plans that are generally applicable to all salaried employees, or (ii) providing information that is either not customized for the issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice. The amendments mirror the existing exception to Item 407(e)(3)(iii) of Regulation S-K, which otherwise requires a registrant to disclose any role of compensation consultants in determining or recommending the amount and form of a registrant's executive and director compensation. Each of NYSE and NASDAQ has requested the SEC approve the proposed rule changes on an accelerated basis.

Please feel free to call any of your regular contacts at the firm or any of the partners and counsel under Executive Compensation and ERISA in the Practices section of our website (www.cgsh.com) if you have any questions.

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