

November 27, 2020

# 10-K FILINGS SHOW A VARIETY OF APPROACHES TO THE NEW HUMAN CAPITAL RESOURCES DISCLOSURE RULES

Effective November 9, annual reports on Form 10-K must be filed in accordance with new SEC rules, which have significantly modified the required contents. One of the new rules provides that the 10-K must describe the registrant's human capital resources (HCR) "to the extent material to an understanding of the registrant's business taken as a whole." A review of the first 50 10-K filings by large companies indicates:

- Significant differences in the lengths of the new disclosures and
- Differences in the topics considered material, with the most common topics reflecting expanded headcount, diversity and inclusion, and employee training and development.

## Background

The SEC significantly revised the contents of Form 10-K, effective November 9, 2020. The SEC says the changes are intended to modernize the required disclosures relating to the description of the business, legal proceedings, and risk factors (Items 101, 103, and 105 in Regulation S-K). These revisions are the culmination of a process that began with the JOBS Act in 2012, which instructed the SEC to undertake a comprehensive evaluation of the 10-K disclosure requirements.

This Alert focuses on the portion of the new disclosure rules regarding HCR. Previously, the only applicable disclosure requirement was to list the number of employees as a whole (and, in some cases, also by segment). The new rule is much broader. Item 101(c)(2) requires that a registrant:

"Discuss the information... with respect to, and to the extent material to an understanding of, the registrant's business taken as a whole, except that, if the information is material to a particular segment, you should additionally identify that segment:

- (i) [Omitted because not relevant to human capital resources]
- (ii) A description of the registrant's human capital resources, including the number of persons employed by the registrant, and any human capital measures or objectives that the registrant focuses on in managing the business (such as, depending on the nature of the registrant's

business and workforce measures or objectives that address the development, attraction, and retention of personnel).”

While it is difficult to imagine a business where the quality of the workforce is not a material factor, the required 10-K disclosure detail is not clearly described in the regulations. For example:

- To what extent should the registrant state the obvious? Employee benefits of some kind are always present at large companies and, in some cases (like health insurance), required. Should a large employer nevertheless state that it provides employee benefits and describe its employee benefits package?
- Relatedly, what will investors make of omissions? Should the disclosure be written assuming that investors believe the registrant treats the recruiting process as an important part of the business, so that nothing needs to be said about recruiting unless there is something special about the registrant’s approach? Conversely, should the registrant take the view that, unless it says recruiting is important, the investor would not know whether recruiting is important to the business? For example, one registrant in our sample states that it does not condone slave labor. Should investors wonder whether other registrants have different views?
- How much detail is required? Education and training of employees is important for most large companies. To what extent should training be discussed with a generic statement (“training and employee development is recognized as important”) vs. a more detailed description of the various types of training tools?

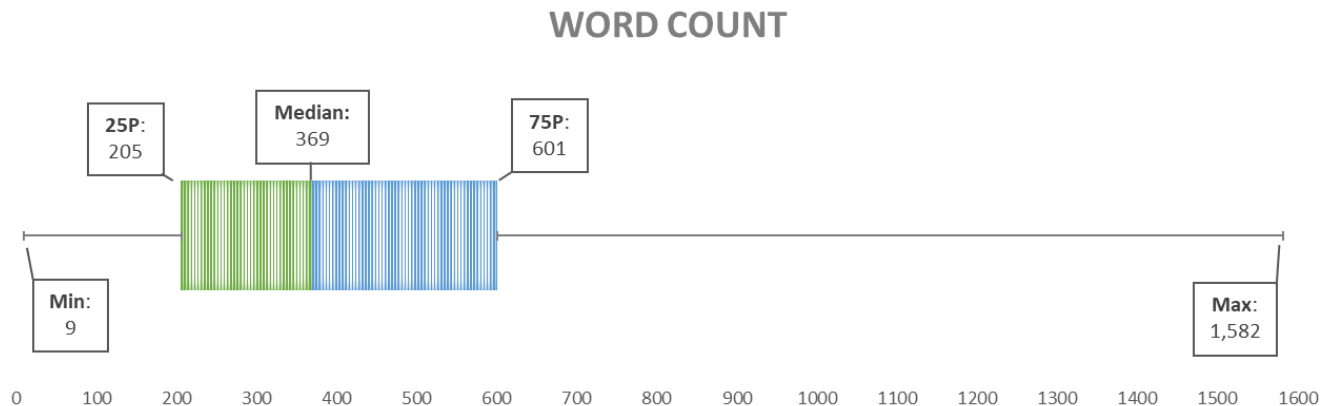
No obvious answers to these questions exist, so we concluded it would be useful to review the first 10-K filings for emerging patterns.

## Key Findings

We examined the first 50 10-Ks filed after November 8<sup>th</sup> by registrants with a market capitalization greater than \$1 billion. There were significant differences in the approaches used.

## Length

Word length varied dramatically, ranging from nine words to 1,582 words. The median disclosure was 369 words long.



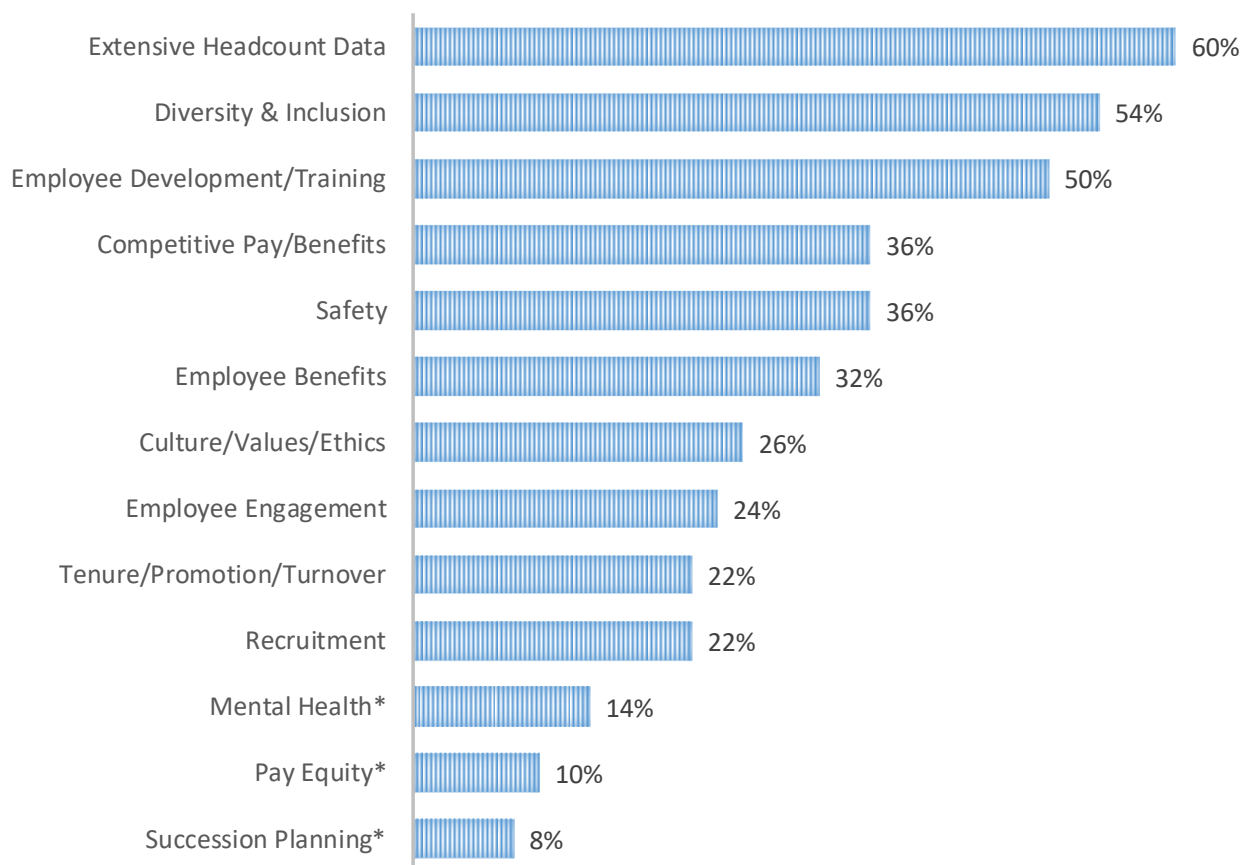
Eight registrants essentially repeated the disclosure from their last 10-K (i.e., usually just listing the number of their employees). Such limited disclosure may be sufficient in light of the SEC’s statements that there is not a one-size-fits-all disclosure required. The guidance is focused on whether the disclosure is “material” to understanding the registrant’s business. It appears that some registrants may be concluding that, if their recruiting, training, compensation, etc. are what one would normally expect from a business of its size and character, then no additional disclosures are required because such additional disclosures are not material to understanding the business.

Another approach used was cross-referencing. Readers were referred in three cases to an issuer’s Corporate Responsibility Statement, proxy statement, or financial statements for additional information. Except for the financial statements (which are part of the 10-K), it is not clear to us that this cross-referencing technique works to the extent that the referenced information is necessary for the 10-K to be complete, since the SEC rules do not appear to allow incorporation by reference for this information.

## Topics

What topics were covered by the more extensive disclosures? We decided to answer that question by only giving credit for a topic if the discussion was more than a brief mention. For example, if a registrant’s disclosure was only that it considered diversity, recruiting, training, compensation, and benefits all to be important factors in its HCR strategy, we treated the registrant as not having mentioned **any** of these factors. In terms of capturing trends in the initial 10-Ks, we thought it would be more useful to only give credit for a factor if the discussion was significant. Our test of “significance” was not demanding but required a level of detail that made the discussion more than generic. To try to minimize differences in opinion, all classifications had to be agreed upon by the three research consultants. The results of our review suggest 13 common disclosure topics:

## PERCENT OF DISCLOSURES DESCRIBING...



\* For reasons of brevity, there is no sample language for this category in the “Sample Disclosures” section that follows, where examples were limited to topics with more than 15% prevalence.

The next section includes expanded topics and examples. Before plunging into them, we should offer our prediction that HCR disclosures will increase in length as the filing season progresses. This is not an assertion that longer disclosures are required, but more of an observation that legally required disclosures tend to grow, not shrink. We also will not be surprised if a sort of rivalry between corporate HR departments tends to expand the disclosures. When one company sees how its competitor spends 100 words extolling the importance of its culture or diversity efforts, etc., there may a strong tendency to respond in kind.

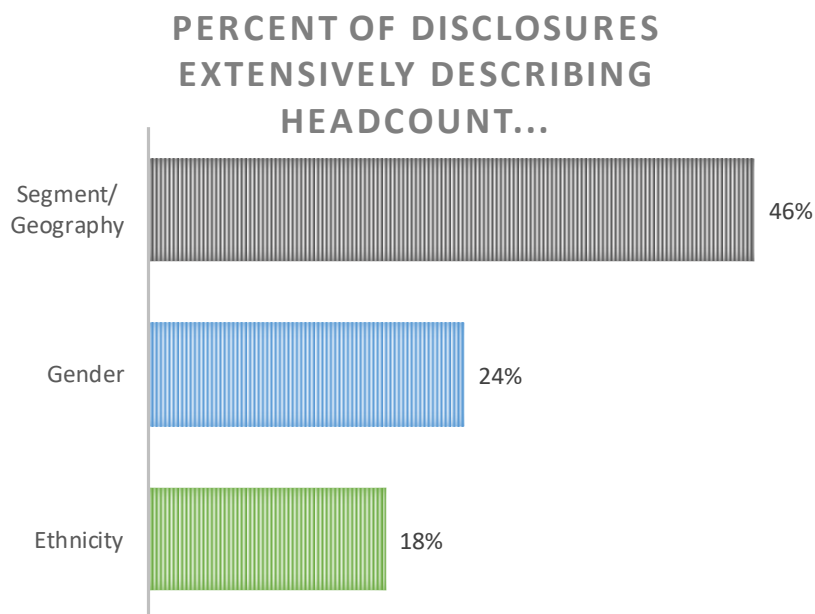
### Sample Disclosures

Addressing the new HCR disclosure requirement is largely about determining materiality of a practice to a registrant and is necessarily a company-specific analysis. There may be no such thing as “best practice,” though it is certainly possible that certain standard forms of disclosure will evolve. Following are examples of robust disclosures for the most frequently discussed topics to assist with first time drafting. The examples are not “winners” in any sense, but simply precedents for addressing the new disclosure rules.

The following excerpts were taken directly from the referenced 10-K filings. Original formatting was not always retained. Usually there are two examples for each topic to show differences in approach.

### **Expanded Headcount Data**

The most prevalent expanded disclosure was with respect to expanding headcount data beyond total employees (or total employees plus total unionized employees). This would cover headcount data covering business segments/geography, gender and/or ethnicity. Within our sample set, 60% of registrants provided some form of more extensive disclosure:



### **Diversity & Inclusion**

54% of registrants addressed diversity and inclusion. The most robust disclosures specifically addressed how diversity and inclusion were incorporated into various aspects of the company (for example, training, recruitment, goal setting, etc.) and incorporated statistical data.

*Johnson Controls International plc, Form 10-K filed 11/16/2020*

Diversity and Inclusion: The Company believes that its rich culture of inclusion and diversity enables it to create, develop and fully leverage the strengths of its workforce to exceed customer expectations and meet its growth objectives. Current key initiatives include employee experience, Business Resource Groups ("BRG"), learning and development, talent acquisition, external relationships, and metrics and measurements. The Company places a high value on inclusion, engaging employees in our BRG programs staffed by employees with diverse backgrounds, experiences or characteristics who share a common interest in professional development, improving corporate culture and delivering sustained business results. The Company maintains its BRG chapters worldwide across nine categories: African American, Asia Pacific, LGBTQ+, Emerging Leaders, Hispanic, Disabilities, Veterans, Women and Sustainability. The Company uses these groups to serve as a source of inclusion and to support the acquisition of diverse talent internally and externally. Each BRG is sponsored and supported by senior leaders across the enterprise.

The Company has implemented several measures that focus on ensuring accountabilities exist for making progress in diversity. The CEO and other senior leaders have diversity and inclusion objectives embedded in their annual performance goals. The Company also commits to having a diverse talent pipeline by partnering with its business units in their workforce planning forecasts to develop initiatives and goals to recruit diverse talent across all leadership and skill areas. The Company trains its recruiting workforce in diversity sourcing strategies and partners with external organizations that develop and supply diverse talent. As of September 30, 2020, approximately 24% of the Company's global workforce was female and 19% of the Company's employees in managerial roles were female. As of September 30, 2020, minorities represented approximately 27% of the Company's US workforce, of which 18% of our US employees in managerial roles were minorities.

*Visa Inc., Form 10-K filed 11/19/2020*

Our culture is underpinned by our core values, including an unwavering commitment to inclusion and diversity. In 2020, we established goals to increase the number of employees from underrepresented groups at the vice president level and above in the U.S. by 50 percent in three years and to increase the number of employees from underrepresented groups in the U.S. by 50 percent in five years. Visa's commitment to diversity recruiting includes partnering with a number of non-profit and community organizations to support and develop a diverse talent pipeline. For example, Visa established the Black Scholars and Job program, a \$10 million fund to create a dedicated Visa scholarship assistance program over the next five years, specifically for college-bound Black students. Upon graduation, all recipients who have met their commitments will be guaranteed a full-time job with Visa. Visa is committed to pay equity, regardless of gender or race/ethnicity, and conducts pay equity analyses on an annual basis.

### **Employee Development / Training**

*50% of registrants addressed employee development and training. The most robust disclosures went beyond stating a general commitment to development and training and instead described specific training programs.*

*TE Connectivity, Form 10-K filed 11/10/2020*

We continue to emphasize employee development and training. To empower employees to unleash their potential, we provide a range of development programs and opportunities, skills, and resources they need to be successful. Our LEARN@TE platform supplements our talent development strategies. It is an online portal that enables employees to access instructor-led classroom or virtual courses and self-directed web-based courses. In fiscal 2019, we launched SET leadership expectations to all employees which focus on how we drive strategy, effectively execute, and build talent. We believe these behavioral expectations are integrated into the way we assess and select talent, manage performance, and develop our people. We are committed to identifying and developing the talents of our next generation leaders. We have a robust talent and succession planning process and have established specialized programs to support the development of our talent pipeline for critical roles in general management, engineering, and operations. On an annual basis, we conduct an Organization and Leadership Review process with our chief executive officer and all segment, business unit, and function leaders focusing on our high performing and high potential talent, diverse talent, and the succession for our most critical roles.

The development, attraction and retention of employees is a critical success factor for TransDigm and its operating units for succession planning and sustaining our three core value drivers. To support the advancement of our employees, we offer training and development programs encouraging advancement from within and continue to fill our team with strong and experienced management talent. We leverage both formal and informal programs to identify, foster, and retain top talent at both the corporate and operating unit level.

We have established TransDigm University, a formal mentoring and education program with a formal curriculum and established leadership serving as mentors. Participants in the program learn and develop more advanced skills leading to higher contribution and satisfaction within their roles, while mentors enhance their leadership capabilities by helping others progress. This program helps in identifying top performers, improving employee performance and retention, increasing our organizational learning and supporting the promotion of our current employees.

The Company's Management Development Program ("MDP") identifies new talent and prepares them for success within our organization. The program hires recent Master of Business Administration ("MBA") graduates who will work for three eight-month stints at a selection of operating units. Program participants gain experience in developing, manufacturing, and selling aerospace components with the intent of becoming fully immersed in the operations of our business. Once the program is complete, MDP participants will be better equipped with the knowledge and experience needed to excel as a manager at the Company. Our goal for successful MDP participants is to hire them on a full-time basis at an operating unit upon completion of the program.

TransDigm's executive team also mentors rising talent on a more informal basis. This informal mentorship achieves a number of goals, including accelerating the development of top performers, increasing organizational learning, and improving employee performance and retention. The executive team also commits substantial time to evaluating the bench strength of our leadership and working with our leadership to improve their performance.

TransDigm University, MDP, various internship programs and informal mentoring demonstrates the Company's ongoing commitment and initiatives towards accelerating our future leaders.

### **Competitive Pay/Benefits**

*36% of registrants addressed competitive pay or benefits. The most robust disclosures went into specifics about the design of their compensation and benefit programs.*

*Hill-Rom Holdings, Inc., Form 10-K filed: 11/13/2020*

Competitive Pay and Benefits. Hillrom's compensation programs are designed to align the compensation of our employees with Hillrom's performance and to provide the proper incentives to attract, retain and motivate employees to achieve superior results. The structure of our compensation programs balances incentive earnings for both short-term and long-term performance. Specifically:

- We provide employee wages that are competitive and consistent with employee positions, skill levels, experience, knowledge and geographic location.

- We engage nationally recognized outside compensation and benefits consulting firms to independently evaluate the effectiveness of our executive compensation and benefit programs and to provide benchmarking against our peers within the industry.
- We align our executives' long-term equity compensation with our shareholders' interests by linking realizable pay with stock performance.
- Annual increases and incentive compensation are based on merit, which is communicated to employees at the time of hiring and documented through our talent management process as part of our annual review procedures and upon internal transfer and/or promotion.
- All employees are eligible for health insurance, paid and unpaid leaves, a retirement plan and life and disability/accident coverage. We also offer a variety of voluntary benefits that allow employees to select the options that meet their needs, including flexible time-off, telemedicine, paid parental leave, adoption assistance, a travel solution for nursing moms, family building benefits, prescription savings solutions, Veterans' Health Administration coverage in U.S. medical plans, transgender medical coverage, a personalized wellness program, a financial wellness program and expanded coverage for diabetic employees.

*Moog Inc., Form 10-K filed 11/17/2020*

#### Compensation programs and employee benefits

The main objective of Moog's compensation program is to provide a compensation package that will attract, retain, motivate and reward superior employees who must operate in a highly competitive and technologically challenging environment. We seek to do this by linking annual changes in compensation to overall Company performance, as well as each individual's contribution to the results achieved. The emphasis on overall Company performance is intended to align the employee's financial interests with the interests of shareholders. Moog also seeks fairness in total compensation with reference to external comparisons, internal comparisons and the relationship between management and non-management remuneration.

In addition to competitive base salaries, Moog accomplishes this compensation objective through its profit share plan for employees, short-term incentive plan for its senior managers (approximately 400), and long-term incentive plan for its executives (approximately 40). The profit share plan gives a fixed percentage of Moog's net earnings back to its employees on an annual basis. The short-term incentive plan provides a bonus to senior managers based on annual increases to earnings per share and free cash flow conversion. The long-term incentive plan benefits executives and is based on achieving revenue and operating margin targets and stock price appreciation. Moog also recently introduced enhancements to its retirement savings plan that gives employees an industry leading employer match and other employer contributions.

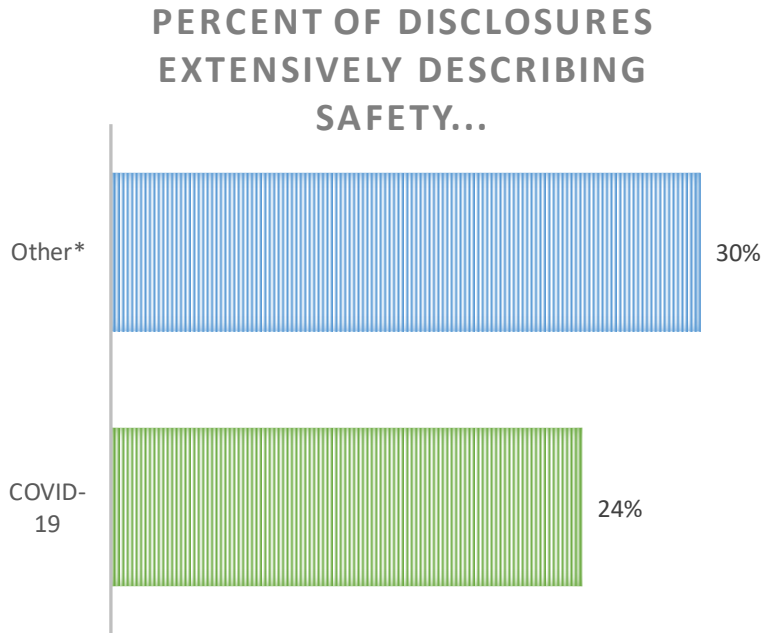
Moog is committed to providing comprehensive benefit options and it is our intention to offer benefits that will allow our employees and their families to live healthier and more secure lives. Some examples of Moog's wide ranging benefits offered are: Medical insurance, prescription drug benefits, dental insurance, vision insurance, hospital indemnity insurance, accident insurance, critical illness insurance, life insurance, disability insurance, health savings accounts, flexible spending accounts, legal insurance, auto/home insurance, identity theft insurance and pet insurance.



## Safety

36% of registrants addressed employee safety at a level we considered to be significant. Under the topic of safety, some disclosures addressed safety generally, and other disclosures addressed safety specifically in the context of the COVID-19 pandemic (and some covered both topics).

The prevalence was as follows:



\*Includes discussions on incident rates and similar data.

An example of each type of disclosure follows.

### **General Safety Disclosure**

*Energizer Holdings, Inc., Form 10-K filed 11/17/2020*

#### Workplace Safety

We care about our colleagues and anyone who enters our workplace. We have a strong Environmental, Health and Safety program that focuses on implementing policies and training programs, as well as performing self-audits to ensure our colleagues leave their workplace safely, every day. Several of our U.S. manufacturing sites have been recognized by the U.S. Occupational Safety & Health Administration's Voluntary Protection Program (VPP) for their low injury rates, employee engagement and other programs. To put that in context, out of about 8 million workplaces in the entire U.S., only approximately 2,100 have earned VPP recognition. We have globally adopted the same safety programs used by these recognized Energizer sites to maintain a high standard for performance across our operations. Importantly during 2020, our experience and continuing focus on workplace safety have enabled us to preserve business continuity without sacrificing our commitment to keeping our colleagues and workplace visitors safe during the COVID-19 pandemic.

## COVID-related Safety Disclosure

Hillenbrand, Inc., Form 10-K filed 11/12/2020

### Health and Safety

The health and safety of our employees is our highest priority, and this is consistent with our operating philosophy. To better understand employee safety at the site level, we have developed safety scorecards to share best practices between sites. We currently collect scorecard information primarily from Batesville and Advanced Process Solutions sites in the U.S., but have plans to expand. Our Environmental, Health, & Safety Council is composed of representatives from across the Company and coordinates health and safety matters like our scorecards. In addition to common lagging indicators, such as injury performance, the scorecards highlight leading indicators such as safety observations and near-misses, as well as other proactive actions taken at the site to ensure worker safety.

Our safety focus is also evident in our response to the COVID-19 pandemic around the globe:

- Adding work from home flexibility;
- Adjusting attendance policies to encourage those who are sick to stay home;
- Increasing cleaning protocols across all locations;
- Initiating regular communication regarding impacts of the COVID-19 pandemic, including health and safety protocols and procedures;
- Implementing temperature screening of employees at the majority of our manufacturing facilities;
- Establishing new physical distancing procedures for employees who need to be onsite;
- Providing additional personal protective equipment and cleaning supplies;
- Modifying work spaces with plexiglass dividers and touchless faucets;
- Implementing protocols to address actual and suspected COVID-19 cases and potential exposure;
- Prohibiting all domestic and international non-essential travel for all employees; and
- Requiring masks to be worn in all locations where allowed by local law.

All of our companies manufacture products deemed essential to the critical infrastructure, including health and safety, food and agriculture, and energy, and as a result, the majority of our production sites continued operating during the COVID-19 pandemic. As such, we have invested in creating physically safe work environments for our employees.

## Employee Benefits

*Within our sample set, 32% of registrants addressed employee benefits. Robust disclosures addressed specific components of the benefit programs.*

*Starbucks Corporation, Form 10-K filed 11/12/2020*

### Total Rewards

We have demonstrated a history of investing in our workforce by offering competitive salaries and wages. To foster a stronger sense of ownership and align the interests of partners with shareholders, restricted stock units are provided to eligible non-executive partners under our broad-based stock incentive programs. Furthermore, we offer comprehensive, locally relevant and innovative benefits to all eligible partners. In the U.S, our largest and most mature market, these include, among other benefits:

- Comprehensive health insurance coverage is offered to partners working an average of 20 hours or more each week.
- 100% tuition coverage is provided to partners who earn a bachelor's degree online at Arizona State University through the Starbucks College Achievement Program.
- Parental leaves are provided to all new parents for birth, adoption or foster placement.
- A Partner and Family Sick Time program is provided and allows partners to accrue paid sick time based on hours worked and use that time for themselves or family members in need of care.
- Care@Work benefit provides partners with subsidized child, adult or senior care planning services. This benefit includes up to 20 days of subsidized backup care services through the end of fiscal 2021, in light of the COVID-19 pandemic.
- We view mental health as a fundamental part of our humanity and implemented a comprehensive suite of related programs and benefits in fiscal 2020. These include Headspace, an online application that enables guided meditation, Lyra, which provides mental health coaching, and Starbucks Mental Health Fundamental Training, created in partnership with National Council for Behavioral Health, which offers ongoing training to help partners recognize and respond to signs of mental health and substance use issues.

Outside of the U.S., we have provided other innovative benefits to help address market-specific needs, such as providing interest-free loans to our U.K. partners to help cover rental deposits, mental health services in Canada, and in China, a monthly housing subsidy for full-time Starbucks baristas and shift supervisors, as well as comprehensive health insurance coverage for parents of partners.

*Jack in the Box Inc., Form 10-K filed 11/18/2020*

We offer comprehensive benefit programs to our employees that provide flexibility of choice through our Total Rewards framework of pay and recognition, health and wellness, financial well-being, work/life happiness, culture and community, and learning and development. We recognize and support the growth and development of our employees and offer opportunities to participate in internal as well as external learning programs. An increased focus area has been on educational benefits for our

restaurant teams, including enhancing tuition reimbursement and adding new scholarship, high school diploma, and English as a Second Language (“ESL”) programs. In addition, we hold regular restaurant level talent and development planning reviews to assist us with growing our internal restaurant teams, resulting in a majority of current restaurant managers being promoted from within.

### **Culture / Values / Ethics**

*26% of registrants addressed culture, values and/or ethics. Robust disclosures emphasized the importance of company culture, values or ethics and how these are reinforced within the workforce.*

*Moog Inc., Form 10-K filed 11/17/2020*

Human Capital Resources. Moog’s culture and values, along with its approximately 13,000 employees in almost 30 countries, are the most valuable assets of the Company. These values, which are the foundation of our Company culture, are:

Trust Is A Must

Competence Is King

We Try Harder

We’re All In This Together

It’s My Job

We Look For Solutions, Not Someone To Blame

Communication Is Crucial

Formality Doesn’t Help

We Have To Be Adaptable And Ready To Change

Performance and Commitment Should Be Rewarded

Work Should Be An Enjoyable Experience

Your Personal Life Is Important

In order to ensure we live our values and our culture stays unique and strong, our Board of Directors and executive team put significant focus on our human capital resources.

*Helmerich & Payne, Inc., Form 10-K filed 11/20/2020*

### **Core Values and Culture**

Fostering and maintaining a strong, healthy culture is a key strategic focus. Our core values reflect who we are and the way our employees interact with one another, our customers, partners and

shareholders. Our core value of Actively C.A.R.E. means that we treat one another with respect. We care about each other, and from a safety perspective, our employees are committed to Controlling and Removing Exposures for themselves and others. Our core value of Service Attitude means that we do our part and more for those around us. We consider the needs of others and provide solutions to meet their needs. Our core value of Innovative Spirit means that we constantly work to improve and are willing to try new approaches. We make decisions with the long-term view in mind. Our core value of teamwork means that we listen to one another and work across teams toward a common goal. We collaborate to achieve results and focus on success for our customers and shareholders. Finally, we do the right thing. That means we are honest and transparent. We tackle tough situations, make decisions, and speak up when needed.

To further encourage living out our core values, during fiscal year 2020, an average of 10 organizational health sessions per month were conducted with employee teams.

### **Employee Engagement**

*24% of registrants addressed employee engagement. Robust disclosures gave specific examples of how employees are engaged via surveys and/or other channels.*

*Meritor, Inc., Form 10-K filed 11/12/2020*

To ensure we provide a rich experience for our employees, we measure organizational culture and engagement to build on the competencies that are important for our future success. We routinely engage independent third parties to conduct cultural and employee engagement surveys. These include corporate culture assessments, as well as real-time feedback on employee engagement and a holistic approach survey on employee well-being focused on physical, emotional, social and financial health.

*Emerson Electric Co., Form 10-K filed 11/16/2020*

To assess and improve employee retention and engagement, the Company surveys employees with the assistance of third-party consultants, and takes actions to address areas of employee concern. Approximately 60,000 employees were surveyed during the three years ended September 30, 2020.

### **Tenure / Promotion / Turnover**

*22% of registrants addressed tenure, promotions and/or turnover. The most robust disclosures stated that tenure, promotions and/or turnover is tracked and provided statistical data.*

*Hill-Rom Holdings, Inc., Form 10-K filed 11/13/2020*

Internal Hires: We track the percentage of open positions filled with internal candidates and use this metric as a measure of how successfully we are promoting talent from within. For the fiscal year ended September 30, 2020, the data was as follows:

- Director and above: 34%
- Manager and above: 45%
- All levels: 31%

### Turnover

We continually monitor employee turnover rates, both regionally and, as our success depends upon retaining our highly trained manufacturing and operating personnel. We believe the combination of competitive compensation and career growth and development opportunities have helped increase employee tenure and reduce voluntary turnover. The average tenure of our employees is approximately eight years and more than one fourth of our employees have been employed by us for more than ten years.

### **Recruitment**

*22% of registrants addressed recruitment. The most robust disclosures addressed the importance of recruiting and the channels through which the company recruits. This discussion was sometimes broad and was at other times discussed in a specific context (for example, within a discussion of diversity and inclusion).*

### Employee recruitment

Moog works diligently to attract the best talent from a diverse range of sources in order to meet the current and future demands of our business. We have established relationships with trade schools, world-class universities, professional associations and industry groups to proactively attract talent.

Moog has a strong employee value proposition that leverages our unique culture, collaborative working environment, shared sense of purpose, desire to do the right thing and ground-breaking work to attract talent to our Company. Although we are a successful global business, our people feel like they are amongst friends and can be themselves. We empower them to find new and better ways of doing things and the scale of our business means that careers can develop in exciting and unexpected directions.

In 2020, we hired 1,692 new employees at our Company. When we hire talent, they tend to stay at Moog. The average employee has 11 years of service. On October 3, 2020, we employed 12,623 full-time employees.

### Recruiting

Our recruiting practices and decisions on whom to hire are among our most important activities. In a downturn year such as fiscal year 2020, we maintain relationships with former employees and prioritize recalling our most experienced people for field positions. In addition, we utilize social media, local job fairs and educational organizations across the United States to find diverse, motivated and responsible employees.

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General questions about this Alert can be addressed to the following individuals:

David Gordon at 310-734-0111 or by email at [dave.gordon@fwcook.com](mailto:dave.gordon@fwcook.com).

Dina Bernstein at 310-734-0144 or by email at [dina.bernstein@fwcook.com](mailto:dina.bernstein@fwcook.com).

Andrew Lash at 415-659-0210 or by email at [andrew.lash@fwcook.com](mailto:andrew.lash@fwcook.com).

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Copies of this Alert and other published materials are available on our website at [www.fwcook.com](http://www.fwcook.com).