

SECTION 7: OUTSIDE ADVISOR REVIEW

Process

Each Form 10-K, Form 10-Q and proxy statement will be reviewed before filing by (1) the company's outside auditors (and the Corporate Controller or his designee is responsible for obtaining that review) and (2) the company's primary outside securities counsel (and the General Counsel or his designee is responsible for obtaining that review). In addition, the person responsible for obtaining outside securities counsel review will consider whether specified portions of the document should be reviewed by other company counsel – such as environmental or litigation disclosure – based on the nature of the matters being handled by such other company counsel.

In connection with each such filing, the representatives of the company charged with obtaining outside advisor review of the document will specifically discuss with the advisors any significant matters affecting the company's periodic reports.

Possible Topics to be Addressed

Topics that could be addressed with the outside auditors include, among others,

- off-balance sheet arrangements,
- critical accounting policies,
- the effect of new accounting pronouncements and disclosure requirements,
- quantitative and qualitative disclosures regarding market risk,
- significant accounting estimates (particularly those requiring management to make assumptions or judgments),
- income recognition and expense issues,
- derivative transactions,
- any unresolved matters raised in management letters received from the auditors,
- any accounting policies of the company that may differ from industry standards or which have been the subject of public or SEC focus.

Topics that could be addressed with outside counsel include, among others,

- new disclosure requirements,
- areas of particular focus at the SEC,

- the general marketplace environment,
- regulatory matters,
- recent developments in corporate governance, disclosure practices and the general legal environment.