

## **SECTION 9: QUARTERLY REVIEW OF DISCLOSURE CONTROLS**

### **Process**

At least once per quarter, an evaluation of the effectiveness of the design and operation of the company's "disclosure controls and procedures" (as defined under the Securities Exchange Act of 1934) will be conducted by the CEO and CFO (with the assistance of other company employees under their supervision, to the extent determined by either of them to be necessary or appropriate). If possible, the review will be conducted a reasonably short period of time prior to the filing of any Form 10-K or Form 10-Q.

### **Scope**

The evaluation should normally include the following (subject to modification in the discretion of the person or persons completing the evaluation based on the particular facts and circumstances then existing):

- confirming that the agreed upon steps for preparing the most recently filed periodic report (or report to be filed) were completed in a timely manner consistent with the disclosure procedures that the company has developed,
- confirming that all of the participants in the disclosure preparation process performed their responsibilities in a thorough manner,
- confirming that nothing came to light after the last periodic report was filed that should have been discussed in the most recent periodic report, or should have been included as an exhibit to that report, and was not,
- confirming that there has not been any employee fraud or accounting/record keeping irregularities,
- consulting with internal audit as to whether they have any concerns or suggestions regarding the disclosure process or internal controls and confirming that internal audit is not aware of any actual or anticipated changes in internal controls or in other factors that could significantly affect internal controls,
- as necessary or appropriate, consulting with outside advisors involved in the process, such as outside counsel and the company's independent auditors, as to whether they have any concerns or suggestions regarding the disclosure process or internal controls,
- making similar inquiry of the internal persons responsible for coordinating the process (including, for example, as to whether they encountered any resistance from participants in the process), and

- confirming that work papers supporting the tabular information and other financial data included in the reports were prepared and checked against the final report.