

Memorandum to the File

On May 3, 2007, Brian Croteau, Nancy Salisbury, and Josh Jones from the Office of the Chief Accountant met with Rod Scott, R.G. Scott and Associates LLC telephonically to discuss the comment letter submitted regarding the SEC's proposed Interpretive Guidance.

The dialogue consisted of a number of areas, including the role of certain areas of information technology within the scope of management's assessment, areas where the SEC's guidance may be enhanced, and suggestions for potential areas where guidance specific to smaller companies may be helpful.