

## **Memorandum to the File**

On March 6, 2007, individuals from the SEC met with representatives from the Association of Financial Professionals (“AFP”) to discuss their joint comment letter on the SEC’s proposed Interpretive Guidance and the PCAOB’s proposed auditing standards. The individuals in attendance were as follows:

### **AFP**

- June Johnson CTP, Assistant Treasurer - Hartmarx Corporation
- Anita Hill CTP, Administrator Treasury Operations - Indianapolis Power and Light Company
- Judy Schub, Managing Director - Association for Financial Professionals
- John R. Rieger, Director of Accounting and Financial Reporting - Association for Financial Professionals

### **SEC**

- Brian Croteau, OCA
- Bob Burns, OCA
- Nancy Salisbury, OCA
- Josh Jones, OCA
- Melanie Jacobsen, OCA
- Parveen Gupta, DCF

The dialogue consisted of a number of areas, including the need for the SEC’s proposed Interpretive Guidance to be better aligned with the PCAOB’s, the need for the SEC’s Interpretive Guidance to contain more specific guidance to assist management in conducting the evaluation, the need for both the SEC to allow for companies that receive clean 404 opinions to not be subject to reporting for 3-4 year periods except as it relates to changes in their control structure from the previous report. In addition, with regards to the PCAOB, the dialogue consisted of concerns related to the PCAOB’s inspection process and that it was driving overly-conservative audits.