

April 18, 2006

MEMORANDUM FROM CO-CHAIRS HERB WANDER AND JIM THYEN TO
SEC ADVISORY COMMITTEE ON SMALLER PUBLIC COMPANIES

The following are the voting procedures we would like to follow at our meeting this Thursday.

First, we will vote on the recommendations themselves. In order to save time, we intend to vote for the recommendations grouped according to the broad categories set forth in the Final Report (e.g., all accounting recommendations). However, to the extent any member wishes, we will discuss and vote on a recommendation separately so that dissent can be noted for the record. We propose that the recommendations be adopted pursuant to the following resolution:

RESOLVED. The Advisory Committee adopts each of the recommendations in the Final Report and authorizes the Co-Chairs to submit them on behalf of the Advisory Committee to the Securities and Exchange Commission for its consideration.

Second, we would like to have the Committee vote on the Final Report, as distinguished from the recommendations set forth in the report. A resolution we propose is as follows:

RESOLVED. The Final Report has been prepared to reflect the views and opinions of a significant majority of the Committee. Not all members, however, agree with certain of the statements contained therein. On this basis, the Advisory Committee is in favor of the Final Report, as distinguished from the recommendations, and authorizes the Co-Chairs of the Advisory Committee to submit the Final Report on behalf of the Advisory Committee to the Securities and Exchange Commission for its consideration.

Finally, we will acknowledge dissents and the opportunity to file a separate statement, for which we propose the following resolution:

RESOLVED. The Advisory Committee acknowledges that certain members have dissented from some of the recommendations set forth in the Final Report. These dissents have been noted, and Committee members have been given an opportunity to submit separate statements outlining the reasons for their dissents (or votes in favor or abstentions), which are to be included in the Final Report.

Regarding separate statements, in order to allow time for processing prior to submitting to the Commission, Committee members will have until 4:00 p.m., Eastern Daylight Time, on Friday, April 21, to provide any separate statements, or

to revise a previously submitted separate statement, for inclusion in the Final Report.

If you have any questions or issues you wish to discuss concerning the foregoing before the meeting, please contact Herb, Jim and Gerry, preferably via e-mail or otherwise by telephone.

We look forward to seeing as many of you as possible in Washington on Thursday.