

September, 2002

IMPLEMENTATION SCHEDULE

The following charts set forth the schedule on which provisions of the Sarbanes-Oxley Act became effective or are to become, following SEC rulemaking, effective and the proposed transition rules for the stock exchange corporate governance provisions.

SARBANES-OXLEY ACT OF 2002

<u>Section</u>	<u>Topic</u>	<u>Implementation</u>
101	Establishment of Public Company Accounting Oversight Board	Board established upon enactment of the Act. Initial members of Board to be appointed within 90 days (October 28, 2002). SEC to determine within 270 days after enactment that the Board is organized and has the capacity to carry out the requirements of the Act (April 26, 2003).
102	Registration of public accounting firms with the board	180 days after the SEC determination described under Section 101 (October 23, 2003 or sooner).
108(d)	SEC study and report on principles-based accounting	SEC to submit report no later than one year after enactment (July 30, 2003).
201	Restriction on non-audit services	SEC to issue final rules not later than 180 days after enactment (January 26, 2003) (See Section 208); applies to registered public accounting firms (See Section 102).
202	Preapproval requirement for audit and non-audit services	SEC to issue final rules not later than 180 days after enactment (January 26, 2003) (See Section 208); applies to registered public accounting firms (See Section 102).
203	Audit partner rotation	SEC to issue final rules not later than 180 days after enactment (January 26, 2003) (See Section 208); applies to registered public accounting firms (See Section 102).
204	Auditor reports to audit committees	SEC to issue final rules not later than 180 days after enactment (January 26, 2003) (See Section 208); applies to registered public accounting firms (See Section 102).

206	Auditor conflicts of interest	SEC to issue final rules not later than 180 days after enactment (January 26, 2003) (See Section 208); applies to registered public accounting firms (See Section 102).
207	GAO study of mandatory rotation	Comptroller General to submit report not later than one year after enactment (July 30, 2003).
301	Public company audit committees	SEC to direct national security exchanges and national securities associations regarding listing requirements no later than 270 days after enactment (April 26, 2003).
302	Officer certification in annual and quarterly reports	SEC issued rules (Release No. 33-8124), effective August 29, 2002.
303	Improper influence on conduct of audits	SEC to propose rules no later than 90 days after enactment (October 28, 2002) and to issue final rules no later than 270 days after enactment (April 26, 2003). To be proposed October 16.
304	Forfeiture of bonuses and profits	Effective immediately. SEC has exemptive authority.
305	Officer and director bars for "unfitness" and equitable relief	Effective immediately.
306	Insider trading during pension fund blackout periods	Provisions take effect 180 days after enactment (January 26, 2003). Good faith compliance with the requirements of the Act in advance of the issuance of applicable regulations thereunder shall be treated as compliance with such provisions. Secretary of Labor to adopt "interim final rules" no later than 75 days after enactment (October 13, 2002); Secretary of Labor to issue initial guidance and model notice pursuant to Section 101(I)(6) of ERISA no later than January 1, 2003; no deadline for SEC.
307	Rules of professional responsibility for attorneys	SEC to issue rules not later than 180 days after enactment (January 26, 2003).
308	Disgorgement fund for relief of victims	Effective immediately. SEC shall conduct a study on disgorgement and restitution, and report its findings within 180 days after enactment (January 26, 2003).
401(a)(i)	Reporting of material correcting adjustments	Effective immediately.
401(a)(j)	Off-balance sheet transactions	SEC to issue final rules not later than 180 days after enactment (January 26, 2003).

401(b)	Pro forma figures	SEC to issue final rules not later than 180 days after enactment (January 26, 2003).
401(c)	Study and report on special purpose entities	SEC to complete study not later than one year after adoption of off-balance sheet rules (January 26, 2004 or sooner) and submit report not later than six months after completing study (July 26, 2004 or sooner).
402	Prohibition on personal loans to executives	Effective immediately.
403	Amendments to Section 16 regarding transactions involving management and principal stockholders; requirement to report transactions within two business days	SEC issued rules (Release No. 34-46421), effective August 29, 2002.
404	Management assessment of internal controls in annual reports (includes auditor attestation)	SEC to prescribe rules, without reference to particular deadline. To be proposed October 16.
406	Code of ethics disclosure and disclosure regarding changes in code of ethics	SEC to propose rules no later than 90 days after enactment (October 28, 2002) and issue final rules no later than 180 days after enactment (January 26, 2003). To be proposed October 16.
407	Disclosure of audit committee "financial expert"	SEC to propose rules not later than 90 days of enactment (October 28, 2002) and shall issue final rules not later than 180 days of enactment (January 26, 2003). To be proposed October 16.
408	Enhanced review of periodic disclosures by SEC	Effective immediately.
409	Real time issuer disclosure	SEC to determine by rule, no time specified.
501	Securities analysts and research reports (Exchange Act Section 15D)	SEC, registered securities association or national securities exchange shall adopt rules not later than one year of enactment (July 30, 2003).
601	Authorization of appropriations for SEC	Effective immediately.
602	SEC authority to censure or deny persons appearing before the SEC	Effective immediately.
603	Federal court authority to impose penny stock bars	Effective immediately.
604	Qualifications of associated	Effective immediately.

	persons of brokers and dealers	
701	GAO study regarding consolidation of public accounting firms	Comptroller General to submit report not later than one year after enactment (July 30, 2003).
702	SEC study regarding credit rating agencies	SEC to submit report not later than 180 days after enactment (January 26, 2003).
703	SEC study and report on violations and violators	SEC to submit report not later than six months after enactment (January 30, 2003).
704	SEC study of enforcement actions	SEC to submit report not later than 180 days after enactment (January 26, 2003).
705	GAO study of investment banks	Comptroller General to submit report no later than 180 days after enactment (January 26, 2003).
802	Criminal penalties for altering documents	Provision regarding destruction, alteration or falsification of records in federal investigations and bankruptcy effective immediately; SEC to promulgate rules regarding the retention of corporate audit records within 180 days of enactment (January 26, 2003).
803	Debts non-dischargeable if incurred in violation of securities fraud laws	Effective immediately.
804	Changes to statute of limitations for securities fraud	Applicable to all proceedings commenced on or after the date of enactment; however, nothing in this section shall create a new private right of action.
805	Review of Federal Sentencing Guidelines for obstruction of justice and fraud	Sentencing Commission requested that the promulgate guidelines or amendments no later than 180 days after enactment (January 26, 2003).
806	Whistleblower protection	Effective immediately.
807	Criminal penalties for defrauding public shareholders	Effective immediately.
902	Criminal penalties for attempts and conspiracies to commit fraud	Effective immediately.
903	Increase in criminal penalties for mail and wire fraud	Effective immediately.
904	Increase in criminal penalties for ERISA violations	Effective immediately.

905	Sentencing guidelines amendments for white collar offenses	Sentencing Commission requested to promulgate guidelines no later than 180 days after enactment (January 26, 2003).
906	Failure of corporate officers to certify financial reports and criminal penalties for knowing and willful false certification	Effective immediately.
1102	Tampering with records of impeding official proceeding.	Effective immediately.
1103	Temporary freeze authority	Effective immediately.
1104	Federal sentencing guidelines amendment and general review of sentencing guidelines for securities and accounting fraud	Sentencing Commission requested to promulgate guidelines and amendments no later than 180 days after enactment (January 26, 2003).
1105	SEC authority to prohibit persons from serving as officers and directors	Effective immediately.
1106	Increased criminal penalties under Securities Exchange Act Section 32(a)	Effective immediately.
1107	Retaliation against informants	Effective immediately.

**NEW YORK STOCK EXCHANGE
CORPORATE GOVERNANCE LISTING STANDARDS**

303A(1)	Majority of independent directors	Effective for all companies 24 months after adoption, except that companies transferring from another market will have at least as long as a transition period as would have been available to them on the other market, so long as the other market has a substantially similar requirement.
303A(2)	Definition of "independent director"	Effective for all companies 24 months after adoption, except that companies transferring from another market will have at least as long as a transition period as would have been available to them on the other market, so long as the other market has a substantially similar requirement.
303A(3)	Executive sessions of non-management directors	Effective six months after adoption.
303A(4)	Nominating/corporate governance committee	Effective six months after adoption, except that the committee does not need to be comprised

		solely of independent directors until 24 months after adoption. There must be one independent member on the committee, however, within 12 months of adoption.
303A(5)	Compensation committee	Effective six months after adoption, except that the committee does not need to be comprised solely of independent directors until 24 months after adoption. There must be one independent member on the committee, however, within 12 months of adoption.
303A(6)	“Independence” requirement for audit committee membership	Effective for all companies 24 months after adoption, except that companies transferring from another market will have at least as long as a transition period as would have been available to them on the other market, so long as the other market has a substantially similar requirement.
303A(7)	Audit committee authority and responsibilities	Effective six months after adoption.
303A(8)	Stockholder approval of equity compensation plans	Effective upon adoption.
303A(9)	Corporate governance guidelines	Effective six months after adoption.
303A(10)	Code of business conduct and ethics	Effective six months after adoption.
303A(11)	Foreign private issuers	Effective six months after adoption.
303A(12)	CEO certification	Effective six months after adoption.
303A(13)	NYSE public reprimand letters	Effective upon adoption.

NASDAQ CORPORATE GOVERNANCE LISTING STANDARDS

Nasdaq’s board of directors approved proposed corporate governance reforms, including a proposal that changes requiring a company to modify the composition of its board of directors be effective immediately following a company’s first annual meeting that is at least 120 days after adoption. These reforms, however, are still subject to SEC review and input and formal rule filings.