

Client Alert

A report
for clients
and friends
of the firm August 2003

SEC Modifies Content Of Certifications Required Under Sarbanes-Oxley Act

The SEC has substantively modified the content of the certifications required by Section 302 of the Sarbanes-Oxley Act. The certifying officers of companies may temporarily modify the content of their Section 302 certifications to eliminate certain references to requirements relating to internal controls over financial reporting (until such requirements become effective). The SEC's release can be found at <http://www.sec.gov/rules/final/33-8238.htm>

For your convenience, we have attached a form of the certification now required in connection with reports due on or after August 14, 2003 (including 10-Q's for periods ending June 30). In addition, please keep in mind that Section 302 certifications and Section 906 certifications should both be filed as Exhibits (for details, see the SEC's release).

NEW YORK LOS ANGELES
WASHINGTON BOCA RATON
NEWARK PARIS

Client Alert

Proskauer's Corporate Law Department includes over 140 attorneys with significant and diverse corporate law experience. The following individuals serve as contacts and would welcome any questions you might have.

Arnold S. Jacobs
212.969.3120 — ajacobs@proskauer.com

Steven Kirshenbaum
212.969.3295 — skirshenbaum@proskauer.com

Proskauer is an international law firm which handles a full spectrum of legal issues worldwide.

This publication is a service to our clients and friends. It is designed only to give general information on the developments actually covered. It is not intended to be a comprehensive summary of recent developments in the law, treat exhaustively the subjects covered, provide legal advice or render a legal opinion.

© 2003 PROSKAUER ROSE LLP. All rights reserved.

You can also visit our Website at www.proskauer.com

[For Use Prior to Applicable Compliance Date]

I, [identify certifying individual] certify that:

1. I have reviewed this [specify report] of [identify registrant];
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in the report;
4. The registrant's other certifying officers(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and to the audit committee of the registrant's board of directors (or persons fulfilling the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: _____

By: _____
Name:
Title: