



CONFLICT OF INTEREST CERTIFICATION AND DISCLOSURE STATEMENT

CONSULTANTS

Pact, Inc. has determined that it is appropriate to retain Consultants to facilitate the implementation of its various programs. Consultants provide Pact, Inc. with technical expertise and advice in specialized areas. In certain circumstances, Consultants may have economic or personal interests that may not be fully aligned with Pact, Inc.'s interests. This Protocol will (1) assure that the information and advice Pact, Inc. receives from its Consultants is impartial and (2) establish a procedure for Consultants to disclose to Pact, Inc. those circumstances that may create actual, potential or perceived Conflicts of Interest.

“Conflict of Interest” or “Conflict” includes those circumstances that create an actual conflict with the Consultant’s ability to provide impartial and unbiased professional advice to Pact, Inc. A Conflict exists when a Consultant knows or has reason to know that he or she, his or her spouse, or a close relative, domestic partner or other significant personal or business relationship of the Consultant, has a financial or other interest that is likely to bias the Consultant’s advice with respect to a transaction or assignment on behalf of Pact, Inc.

“Disclosable Interest” is any interest or circumstance that may give rise to an actual, potential or perceived Conflict including, without limitation, the following Disclosable Interests that a Consultant must disclose to Pact, Inc. This list is not exhaustive of the situations that may constitute a Disclosable Interest.

- The Consultant accepts or has accepted gratuities or special favors from companies or individuals who might be affected by the Consultant’s judgments in the course of his/her consultancy at Pact, Inc.
- The Consultant recommends his/her own proprietary products and services, including, e.g., indices and benchmarks, screening tools, or related software, even if there is no direct financial gain to Consultant from Pact, Inc.’s use of the proprietary products or services.
- The Consultant undertakes evaluative research when the Consultant or the Consultant’s immediate family¹ has a financial, managerial, or ownership interest in the entity being evaluated.

¹ Dependents, the spouse, and all members of the household are considered members of the immediate family. Circumstances or relationships that must be disclosed or resolved if the Consultant knew or should have known that a member of his/her immediate family had such a relationship.

- The Consultant provides privileged or otherwise special access to proprietary information of Pact, Inc. gained by the Consultant in the course of his/her consultancy to an entity in which the Consultant has a political or financial interest.
- The Consultant purchases, and costs to be paid by Pact, Inc., equipment, instruments, or supplies from a firm which the Consultant has a significant or other interest.
- The Consultant influences the negotiations of contract between Pact, Inc. and outside organizations with which the Consultant has a financial interest or other relationship.

At the time of a specific assignment, the Consultant shall generally identify in writing to Pact, Inc.:

- The circumstances and nature of all Disclosable Interests that exist pertinent to the specific assignment, recommendation, advice or other service.
- Whether and under what circumstances the Disclosable Interest is likely to give rise to an actual Conflict.
- Suggestions of ways to handle or manage the circumstances of the Disclosable Interest in order to prevent the Disclosable Interest from resulting in an actual Conflict.

The disclosures required under this paragraph must be made prior to the time Consultant provides the services that give rise to the Disclosable Interest. Once a Disclosable Interest has been disclosed, the Consultant will promptly update Pact, Inc. in writing of any changes in circumstances that affect the Disclosable Interest. In following this Protocol, Consultants are to consider the spirit as well as the literal expression of this policy, by taking ongoing responsibility for scrutinizing their activities and transactions for Disclosable Interests and making appropriate disclosures. In cases where the Consultant is unsure whether a Disclosable Interest exists, the situation or circumstances should be disclosed.

CERTIFICATION/DISCLOSURE

I have read this Protocol and have reviewed my own circumstances in light of these illustrations of Disclosable Interests. To the best of my knowledge and belief, I am involved in no situations or actions that might be regarded as Conflict or potential Conflict with my anticipated duties as a Consultant to Pact, Inc.

It appears that I am involved in some situations or actions that might be regarded as Conflict or potential Conflict with my anticipated duties as a Consultant to Pact, Inc. These Disclosable Interests are reported in the attached Disclosure Statement. (Consultant should make the disclosure on a separate sheet and attach to this document.)

Signature:

Name:

Date: