



Supplier Handbook

MESSAGE FROM THE PRESIDENT

"At Overland Storage, we are very aware of the vital role played by our suppliers of materials and services in helping Overland fulfill our customer's expectations. Our customers consistently hold Overland to the following standards: Quality products, delivered on time, at the lowest possible price and with excellent service. It follows then that these should be the same standards we set for our suppliers of materials and services."

"If you are a current or prospective supplier of materials and services to Overland Storage, I invite you to read and become thoroughly familiar with the content of this booklet. This booklet sets forth the very high expectations we have of our suppliers and contains detailed instructions on how to become and remain a member of the Overland Supplier Team. Please feel free to contact a representative of Overland Purchasing or Supplier Quality Engineering for additional information or guidance."

"On behalf of the entire Overland Storage Team, thank you for your continuing interest in Overland Storage and its fine family of data storage products and services."

*Christopher Calisi
President and Chief Executive Officer
Overland Storage, Inc.*

FOREWARD

Overland Storage, Inc. was founded in 1980 and since its foundation has grown over the years to become a leading innovator and manufacturer of data storage system equipment for small, medium and large companies. The marketplace serviced by Overland products continues to grow and change, and Overland continues to grow and change with it in order to continually meet the needs of its customers.

The process of meeting customer needs and expectations begins by supplying them with finished products Overland calls “data storage solutions.” The process of manufacturing these products begins with material and services provided by Overland suppliers who comprise Overland’s Supply Chain.

Overland requires all prospective and current members of Overland’s Supply Chain to know and understand Overland’s supplier support and quality requirements. This Supplier Handbook was developed to ensure these requirements are communicated as clearly and as thoroughly as possible.

However, this Supplier Handbook is by no means all-inclusive. From time to time the marketplace changes unexpectedly or a customer establishes a need not contemplated by Overland, but one that is appropriate to Overland’s mission. Consequently, establishing additional support and quality requirements is sometimes necessary. Should this occur, members of our Supply Chain can expect to receive this information in a number of formats ranging from notations on formal procurement contracts to bulletins issued by Overland’s Supplier Quality organization.

Overland will continue to revise this Supplier Handbook from time to time. However, as currently compiled, it should be considered an ongoing roadmap and detailed explanation of Overland’s process of Supply Chain Management and should be considered a valuable tool for all prospective and current suppliers who seek participation in Overland’s pursuit of its mission.

TABLE OF CONTENTS

1. SUPPLY CHAIN MANAGEMENT OBJECTIVE.....	1
2. APPROVED SUPPLIER LIST (ASL)	1
3. GENERAL ASL REQUIREMENTS	1
3.1 Quality and Total Quality Systems.....	1
3.2 Delivery.....	2
3.3 Total Cost.....	2
3.4 Service.....	2
4. PURCHASING POLICIES AND PRACTICES	2
4.1 Supplier Commodity Support Agreements.....	2
4.2 Purchase Orders	3
4.3 Express Authority to Contract for Goods and Services.....	3
4.4 Procurement Drawings and Specifications.....	3
4.5 First Article Polices and Practices	3
4.5 (a) First Article Reports	4
4.5 (b) First Article Acceptance and Change Restriction	4
4.5 (c) First Article Rejection	4
5. SUPPLIER QUALITY ENGINEERING POLICIES AND PRACTICES	4
5.1 Requests for Waivers to Specifications	4
5.2 Resubmitted Lots	5
5.3 Supplier Corrective Action Request (SCAR)	5
6. SUPPLIER APPROVAL PROCESS.....	5
6.1 General.....	5
6.2 Supplier Qualification Approval Process.....	5
6.2 (a) Pre-Audit	5
6.2 (b) On-Site Evaluation	5
6.2 (c) Post Audit	6
6.3 Certification	6
6.4 Periodic Audits.....	6
6.5 Supplier Scorecards	6
7. DISQUALIFICATION OF SUPPLIERS	7
8. HOW TO OBTAIN HELP.....	7
Appendix 1. Nonconformance Report (NCR).....	8
Appendix 2. Supplier Deviation Request Form.....	9

1. SUPPLY CHAIN MANAGEMENT OBJECTIVE

The Overland supply chain management objective is to recruit and retain suppliers for membership in Overland's supply chain who consistently support and meet the following performance criteria:

- a) Delivers purchased components, assemblies and services that meet or exceed Overland's quality expectations and the quality expectations of our customers.
- b) Delivers purchased components, assemblies and services on time in compliance with mutually agreed delivery dates.
- c) Delivers purchased components, assemblies and services at the lowest reasonable landed cost.
- d) Delivers purchased components, assemblies and services in an environment enriched with reliable, effective, timely and responsive administrative services that give professionally excellent attention to the needs of Overland and its customers.

2. APPROVED SUPPLIER LIST (ASL)

Approved suppliers of manufacturing materials, supplies and services are registered and maintained on Overland's Approved Supplier List (ASL). This document serves as Overland's supplier resource list for engineering and purchasing purposes. Suppliers registered on Overland's ASL constitute Overland's "preferred" suppliers and are afforded the first opportunity to review and respond to Overland requirements. The ASL also indicates the status of each supplier within Overland's supply chain. The four categories of status are:

- a) **Certified:** Meets specific criteria established for certain components, assemblies or services and can be relied upon to unfailingly meet Overland's Supplier Management Objective.
- b) **Approved:** Meets general supplier performance criteria and is a resource to Overland and can be relied upon to unfailingly meet Overland's Supplier Management Objective.
- c) **Conditionally Approved:** Appears to meet general supplier performance criteria but has not yet demonstrated on a sufficiently repetitive basis the ability to meet Overland's Supplier Management Objective.
- d) **Disapproved:** Fails to meet the minimum acceptable general supplier performance criteria at any time before or subsequent to achieving conditional, approved or certified status.

3. GENERAL ASL REQUIREMENTS

Overland continuously seeks and enlists financially sound, technically capable, well managed suppliers with effective in house total quality systems who have the ability to meet Overland's demanding supply chain management objective. Suppliers are recruited without prejudice towards the race, gender, creed, social preferences, or age of the supplier's ownership, management or employees. The following general requirements summarize in expanded detail Overland's expectations with respect to the identified criterion.

3.1 Quality and Total Quality Systems.

Overland requires its suppliers of components, assemblies and services to deliver quality products that meet or exceed Overland's expectations and the expectations of Overland's customers. Overland communicates its requirements in the form of technical drawings and specifications, entries on purchase orders and formal written communications transmitted by manual and electronic means, including use of internet sites and electronic mail. Suppliers are expected to strictly adhere to Overland's specifications and other technical and contractual requirements agreed to and accepted by the supplier. Directly related to this expectation, is Overland's expectation that a supplier will maintain the capability to perform all necessary and appropriate testing and will sustain its ability to deliver its products "defect free." Overland will not accept responsibility for verifying the incoming quality of delivered materials or services. Instead, Overland suppliers will be required to demonstrate the existence and use of an active Total Quality System designed to prevent shipment

of defective material. The supplier's Total Quality System will be audited for effectiveness and graded accordingly. The System must be documented and evidence presented that the System is utilized and the data analyzed and retained for historical reference. Suppliers should be prepared to demonstrate that their Total Quality System would yield "continuous improvement" results. Suppliers who are certified to current ISO-9000 Quality System requirements will enjoy a competitive advantage over other suppliers who have not achieved this certification.

3.2 Delivery

Overland requires its suppliers to deliver product on time per purchase order schedules and other schedules as released by Overland and accepted by its suppliers. Overland continuously tracks on time delivery performance for each supplier. Suppliers are expected to offer reasonable scheduling flexibility while maintaining 100% on-time delivery performance. Suppliers are considered on time if delivery occurs within 16 business hours before a scheduled delivery date and zero business hours after a scheduled delivery date.

3.3 Total Cost

Overland periodically evaluates the "landed" cost of components and assemblies it purchases and analyzes commodity cost trends on all purchased commodities using competitive market surveys and commodity benchmarking methodology. Though landed cost is the primary element of total cost, Overland also includes the costs associated with supplier-caused scrap, rework, late deliveries and assembly line downtime when reviewing the total cost of doing business with a supplier. Obviously, the more effective a supplier can be at constraining total cost, the more successful that supplier will be in comparison to others in the supply chain who offer similar products or services under conditions of unconstrained total cost. Further, Overland expects that its suppliers will maintain an aggressive, supportive stance towards internal cost reduction through efficient performance and will actively pass to Overland the benefit of its efforts in the form of price reductions, thus enhancing Overland's competitiveness in the world marketplace and the supplier's competitiveness in Overland's supply chain.

3.4 Service

Overland expects its suppliers to embrace the concept of what today is called "World Class Manufacturing" and at all times strive to perform according to its concept. Supplier service, as an element of this concept, is measured both objectively and subjectively by Overland. The measurement is based upon the supplier's response time to the supplier's product issues and the effectiveness of the effort expended by the supplier in resolving its product issues. For supplier reference, contemporary descriptive words illustrating Overland's expectations of suppliers include proactive, timely, responsive, fast and effective.

4. PURCHASING POLICIES AND PRACTICES

4.1 Supplier Commodity Support Agreements

The primary contractual document used by Overland Purchasing is the Supplier Commodity Support Agreement, a comprehensive agreement establishing mutually acceptable terms and conditions for purchase and sales of components and assemblies to be managed under a "replenishment notification" system. Fundamentally, the agreement establishes minimum/maximum levels of finished products to be stored on a supplier's site at substantial yet limited Overland financial liability. Overland provides forecast information to guide the supplier in planning and producing the schedule of items covered by the agreement. From time to time Overland will issue a "replenishment notification" to a supplier to ship finished components and assemblies to Overland. Suppliers are paid through a blanket purchase order tied to the agreement. This is Overland's preferred method for managing supplies of components and assemblies destined for production. Suppliers who are internally prepared and responsive to a system of this type will have a competitive advantage within Overland's supply chain.

4.2 Purchase Orders

Stand-alone purchase orders are issued when no formal agreement exists permitting acquisition through blanket purchase orders or when the material or service being purchased lends itself more efficiently to acquisition by discrete purchase orders. Current and prospective suppliers are cautioned that packing slips and invoices for material or services delivered to Overland must cite a valid Overland purchase order number duly issued by an Overland Purchasing representative or the delivery will be refused or the invoice not paid.

4.3 Express Authority to Contract for Goods and Services

Overland Storage, Inc. grants express authority to contract for goods and services only to members of the Overland Purchasing Department and to its Corporate Officers by virtue of their employment and positions, and in writing to certain other employees for specific limited purposes. No other employee of Overland Storage, Inc. is granted either express or implied authority to contract for goods and services on behalf of Overland Storage, Inc. Suppliers who deliver goods, perform services or incur costs for any reason by direction of Overland employees who have not been granted express authority are warned that they do so at their sole legal and financial risk.

4.4 Procurement Drawings and Specifications

The line item information entered on Overland discrete and blanket purchase orders includes the following five basic elements: 1) quantity, 2) on dock delivery date, 3) price per unit, 4) description, and 5) part number specification with current revision. In lieu of a part number specification, a statement of work is substituted. Additional specifications may be stated or referenced on the purchase order. Overland will provide the supplier with copies of all applicable drawings and specifications necessary for the supplier to manufacture and deliver the required product. Suppliers should contact the cognizant Purchasing representative in the event a drawing or specification is needed. Suppliers are reminded that Overland drawings may reference additional specifications not specifically listed on Overland's purchase orders. Overland expects its suppliers to strictly comply with all drawings and specifications, whether referenced or expressly stated.

4.5 First Article Polices and Practices

Under certain conditions, the terms and conditions of an Overland Purchase Order may require the supplier to submit a "first article" of a component or assembly. A "first article" is a modest sample size defined by Overland of a component or assembly to be delivered under an Overland purchase order. The sampling is randomly drawn by the supplier from a larger production lot, inspected in detail for compliance with Overland's applicable drawings and specifications and is delivered to Overland accompanied by a thorough First Article Inspection Report detailing the supplier's findings. The intent of the First Article Inspection Report is to ensure that the product offered for Overland acceptance meets all contractual requirements. It also offers Overland an opportunity to evaluate the supplier's process controls. First Article evaluations are generally required from the supplier whenever:

- a) Purchase orders are first placed with a new supplier.
- b) Purchase orders are placed with an approved supplier for a new component.
- c) New tooling has been commissioned for fabrication of a previously approved component.
- d) Parts have had design changes affecting physical dimensions, material, tooling, manufacturing processes, or reduction in print tolerances.
- e) The criticality, value, or complexity of the item warrants this type of inspection.

Purchase orders with First Article Inspection requirements will specify the quantity of the components needed for the First Article and will give other detailed instructions required to fulfill the supplier's First Article Inspection obligation.

4.5 (a) First Article Reports

Overland will require copies of completed First Article Inspection data sheets to be submitted with First Article samples. The data sheets are expected to reference each First Article sample, document the First Article parameters requiring inspection and state the findings from supplier inspections of the sample parts. Overland's Receiving Inspection Team will verify the required reports are accompanying the First Article samples, will review the results of supplier inspections, perform additional inspections deemed necessary, and will notify the supplier of First Article acceptance or rejection.

4.5 (b) First Article Acceptance and Change Restriction

Once First Article acceptance is granted, the supplier may begin to deliver approved components and assemblies according to the applicable purchase order delivery schedule or according to other instructions received from Overland Purchasing. However, the supplier may make no changes to molds, dies, patterns or basic processes after First Article acceptance without prior written approval from an Overland Purchasing representative.

4.5 (c) First Article Rejection

If a supplier's First Article submittal is rejected or only conditionally approved, Overland's Purchasing representative will notify the supplier of the results and will provide information on required corrective actions. The supplier will also be informed if a First Article resubmit is necessary.

5. SUPPLIER QUALITY ENGINEERING POLICIES AND PRACTICES

Overland's Receiving Inspection Team and Supplier Quality Engineering Team have primary responsibility for verifying compliance with Overland specifications and resolving issues with suppliers that involve Overland specifications. Additionally, in conjunction with representatives of Overland Purchasing, the Supplier Quality Engineering Team publishes periodic supplier scorecards for selected suppliers that reflect individual supplier performance over the measurement period. If designated a "key" supplier a scorecard will be issued monthly. Otherwise, a scorecard will be issued on an exception basis should a supplier's quality rating fall below the baseline established for the supplier or commodity.

When selected for incoming quality verification inspection, delivered component or assembly lots so chosen may be accepted or rejected by Overland on the basis of the acceptance sampling plan considered applicable or by source inspection if deemed necessary. Overland reserves the right to return to the supplier any item that does not meet Overland's Purchase Order terms and conditions, Overland's drawings, or any Overland specification or requirement published on the purchase order or by supplementary agreement, whether the discrepancy was discovered upon receipt, during work-in-process, or in the field. Discrepant material of any kind will be reported to the supplier on a Nonconforming Material Report (NCMR) Exhibit 1, and will negatively impact a supplier's quality rating and the supplier's scorecard (See Section 6.5 below). Recurring instances of discrepant material being delivered to Overland may result in supplier disqualification.

5.1 Requests for Waivers to Specifications

As stated previously, Overland expects its suppliers to strictly comply with all drawings and specifications, whether referenced or expressly stated. Exceptions taken by suppliers should be communicated when first quoting an Overland specification and not at time of delivery to a purchase order. If an exception is considered necessary, the supplier must state in writing the requested exception, the affected specification, the affected element of the specification, and the supplier's justification for requesting an exception. Overland's waiver, based upon a supplier's exception, is not validly granted to a supplier unless the supplier receives approval in writing from an authorized representative of Overland Purchasing.

5.2 Resubmitted Lots

Any defective lot that is returned to the supplier may be resubmitted to Overland after the supplier performs required rework, documents the corrective actions taken to prevent recurrence of the discrepancy, and submits the rejected lot to a full inspection/evaluation to ensure that no other parameters were impacted. The supplier may then resubmit the lot for acceptance by Overland, but must reference all applicable Overland rejection documents (NCOMRs) in documentation accompanying the shipment.

5.3 Supplier Corrective Action Request (SCAR)

Overland Supplier Quality Engineering maintains an active supplier corrective action request system to issue and track all Supplier Corrective Action Requests (Exhibit 2). The purpose of the corrective action activity is to notify the supplier of a significant/repetitive discrepancy or audit observation. The supplier is required to explain the process conditions that permitted the discrepancy or audit observation, define the corrective action taken, and validate that controls are in place to prevent recurrence of the discrepancy or audit observation. Overland expects corrective actions taken by a supplier to be comprehensive, timely, permanent and verifiably documented.

6. SUPPLIER APPROVAL PROCESS

6.1 General

To be approved for inclusion in Overland's ASL, a prospective Overland supplier is asked to demonstrate acceptable ratings in the following listed audit areas:

- a) Review of financial stability
- b) On site audit of plant, equipment and processes
- c) Audit of supplier's quality system documentation
- d) Interviews with appropriate supplier personnel
- e) Review of technical capability
- f) Consideration of third party assessments
- g) Willingness to comply with Overland's Supply Chain Management Objective
- h) Willingness to participate in Overland's Commodity Support Agreement concept.

6.2 Supplier Qualification Approval Process

6.2 (a) Pre-Audit

Overland Purchasing will send instructions to new or currently unapproved suppliers about how to access this handbook on Overland Storage's website. Additionally, Purchasing will send a Request for Quotation (RFQ) to a prospective supplier listing the components and assemblies for which the supplier is being considered a possible source. In some situations, the supplier will also be sent a short form survey requesting information not requested on the RFQ. The supplier is expected to complete and return in a timely manner all required documents to the appropriate Purchasing representative referenced on the RFQ. Active quality control processes should be clearly describable by the supplier and be capable of being presented, most preferably, in the form of manuals, procedures, or instructions published by the supplier. Personnel performing quality functions should be identified by name and have well-defined responsibilities, authority, and organizational freedom to identify and evaluate quality problems, determine solutions, and incorporate corrective action.

6.2 (b) On-Site Evaluation

Overland reserves the right to conduct or not conduct an on-site audit at its sole discretion. If required, an Overland Source Selection Team will conduct the on-site audit. The supplier shall permit and facilitate access by Overland's audit team to those operations and

organizations expected to be engaged in manufacturing of components and assemblies for Overland. A comprehensive audit report will be generated as a result of an on-site audit. The audited supplier will be given a copy of the Source Selection Team's audit report within a reasonable period of time following the audit.

6.2 (c) Post Audit

After thoroughly considering its findings, including all documentation provided by the supplier, the supplier's response to Overland's RFQ, and the result of any on-site audits, Overland's Source Selection Team will assign a supplier status rating (see Handbook Section 2) and either add the supplier to Overland's ASL or decline to do so. A Purchasing representative will promptly communicate the Source Selections Team's decision to the supplier. If a supplier is denied a listing on Overland's ASL, the reasons for denial will be stated and the supplier will be given an opportunity to offer a rebuttal to the Source Selection Team's decision by presenting compelling reasons why the decision should be changed. The Source Selection Team will reconsider its findings in light of the supplier's rebuttal and shall make a final decision. A Purchasing representative will also communicate this decision to the supplier.

If a supplier is granted "conditionally approved" status it is because certain deficiencies were detected, but are not of sufficient impact to warrant immediate disqualification. This status is viewed by Overland to be an intermediate or temporary status. Deficiencies noted should be corrected by the supplier in a timely manner in order for a supplier to be upgraded to "approved" status. The supplier can expect the possibility of a second, but limited on-site survey in this circumstance. The supplier can also expect to be given the status of "disapproved" if the noted deficiencies are not eliminated.

6.3 Certification

For a supplier to be classified as "certified" is to attain the highest approval level a supplier may achieve at Overland. To become certified, a supplier must first meet the requirements established for achieving "approved" status as described earlier in this handbook. In addition to these requirements, the supplier must also present fully documented written process controls verifiable by an Overland on-site audit team. The supplier must also meet the historical performance criteria defined in Overland's currently applicable Supplier Certification procedure. A supplier might be blanket certified or certified only in respect to certain components or assemblies it delivers. A certified supplier can lose certified status due to failure to meet the quality and delivery standards of a "certified" supplier, but remain "approved" and listed on the Overland ASL. As with any of Overland's approved suppliers, failure to meet Overland's minimum supplier standards will result in removal from the ASL as well as being decertified. Overland recognizes the contributions of its certified suppliers by granting certified suppliers preference over other suppliers when Overland is actively seeking sources of components, assemblies and services.

6.4 Periodic Audits

From time to time, Overland may schedule periodic supplier audits at an approved or certified supplier's facility. In the event of an on-site audit, a representative of Overland Quality Engineering or Purchasing will give suppliers no less than forty-eight hours prior notice of a pending audit. The results of periodic audits will be reviewed to assess the supplier's record of quality and delivery performance; the supplier's adherence to its quality policies and procedures, and its implementation of corrective actions, if applicable. Results of periodic audits will be published to the supplier for the supplier's information or action.

6.5 Supplier Scorecards

Overland will communicate individual supplier performance to representatives of selected suppliers on a periodic basis in the form of a "scorecard." The content of the scorecard will vary from supplier to supplier based upon the nature of the components, assemblies or services the supplier provides.

7. DISQUALIFICATION OF SUPPLIERS

Overland reserves the right to remove a supplier from the Approved Suppliers List or identify the supplier as “disapproved” under the following conditions:

- a) Quality Engineering records show that "as received" quality over a period of time is not adequate to maintain an acceptable quality rating.
- b) Field and/or life test data show that there has been an unapproved change in material, design, or process that may adversely affect the reliability of the product.
- c) Indication that little or no effort is being made to improve conditions or correct the cause of deficiencies reported to the supplier on Supplier Corrective Action Request forms.
- d) Failure to meet promised dates, delivery schedules, or maintain consistent quality levels, which in turn adversely affect Overland production or schedules, thus jeopardizing Overland’s ability to fulfill customer expectations.

8. HOW TO OBTAIN HELP

Overland views its approved supplier base as an important asset and partner in Overland’s pursuit of its corporate mission. Overland’s Purchasing and Quality Engineering Teams urge current suppliers to proactively communicate possible process improvements or manufacturing obstacles or problems. Whenever the situation warrants, suppliers should contact Overland's Purchasing representative or Quality Engineering representative to discuss any issue that may impact Overland and its customers positively or negatively.

Prospective suppliers may contact a representative of the Purchasing Team to assess Overland’s current needs and opportunities. While Overland welcomes these exploratory calls, prospective suppliers must understand that Overland’s mission may already be sufficiently supported by its existing approved suppliers and redundant sources of components, assemblies and services may not be required by Overland nor economically feasible at the time contact with an Overland representative occurs. Overland reserves the right to decide the extent and timing of recruitment of new or additional suppliers.

All suppliers are cautioned to respect and comply with Purchasing and Quality Engineering business hour operating policies with respect to appointments requested by supplier representatives.

Appendix #1



9112 Spectrum Center Blvd.
San Diego, CA 92123
858-571-5555

Location:

NONCONFORMING MATERIAL REPORT

NCMR Number:

Part Information

Part Number: _____ Revision: _____ Part Name: _____
 Supplier Name: _____ Supplier Code: _____
 PO Number: _____ WO Number _____ Lot/Serial Number: _____

Origination: Receiving Inspection In-process FAI # _____ Field Failure Purge # _____

Insp: Date: Lot Size: Sample Size: Accepted: Rejected:

Requirement	Zone	Finding	Qty.	Resp.	Dispo

Dispositioned by: _____ **Title:** _____ **Date:** _____

Use-As-Is Return to Vendor Rework Rework Over and Expense Repair Scrap Not Valid Rejection

Remarks: _____

Additional Corrective Action SCAR # _____ ICAR # _____ ESR # _____

Approvals

Engineering: _____ Date: _____
 Purchasing: _____ Date: _____
 Quality: _____ Date: _____

Root Cause Summary

- Supplier Error
- Drawing Error
- Inspection Error
- Customer Error
- Damaged In-house
- Process Violated
- Not able to determine

Responsibility:

(Circle One)
 Supplier
 Overland Storage
 Both (Supp/OSI)
 Customer

Appendix #2

	Initiation Information Due <Phase Due Date>	Number: S000003 Priority: Normal
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Reference:

Date Created: <Date created>	
Created By: <Creator's name>	Initiating Department: <Creators Department>
Type: <Selected from menu>	
Product Type: <>	

Supplier Information

Contact: <Contact name>	Phone: <Supplier phone number>
Company: <Company name>	Fax: < Supplier fax number >
Address: <Address>	Location: <Country of the supplier>
Supplier Code: <BaaN supplier code>	

Document Information

Name: <Document name>	Revision: <Document revision>
Number: <Document number>	Effective Date: <Document effectivity date>
Originator: <Originators name>	Approver: <Approvers name>

Problem Description

<Enter a problem in this field>	
Category: <Select from list>	

Containment Plan

<Enter a containment plan in this field>	
Performed By: <Enter name>	Date Performed: <Enter date>

Root Cause Analysis

<Enter the root cause in this field>	
Cause Code: <Select from list>	Other Participants: <Enter names>

Corrective Action

<Enter a corrective action in this field>	
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Verification & Effectiveness

<Enter a verification and effectiveness information in this field>	
	Effective: <Select Yes / No from list>
Verified By: <Enter name>	Verification Date: <Enter date>

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