

SARBANES-OXLEY MESSAGING COMPLIANCE

The now infamous accounting scandals at major corporations such as **Enron**, **Worldcom** and **Arthur Andersen** triggered extensive revisions to electronic data management legislation around the world. With the implementation of the **Sarbanes-Oxley Act (2002)**, business records must now be protected at all junctures to prevent document tampering and destruction. The SOX rules also serve to promote corporate accountability; especially when a company is involved in audits, investigations, litigation or other formal proceedings.

What is the significance of Sarbanes-Oxley (2002)?

Sarbanes-Oxley requires that all publicly traded companies implement reliable records management practices including the ability to efficiently retain and retrieve data. These requirements aim to protect investors from misrepresentation and fraud of financial data, and to prevent record tampering by improving the accountability, transparency and disclosure of information of public companies and their auditors.

Who must comply?

Generally, these rules are applicable to all publicly-traded companies under the SEC's jurisdiction. However, Sarbanes-Oxley has created a corporate governance benchmark for all business to establish and adhere to systematic records management, including email retention policies and practices.

What are the Archiving & Compliance Requirements under Sarbanes-Oxley?

Audit & Quality Control:

Section 103 requires that all audit work papers, and other information related to an audit report should be maintained for at least 7 years in sufficient detail to verify the conclusions reached in an audit report.

Production of Data:

Section 105(b) requires the production of all audit-related information to verify the accuracy of any documents or information supplied.

Corporate Responsibility:

Section 302 requires that senior management of publicly traded companies personally attest to the accuracy of financial results.

Internal Supervision Controls:

Section 404 provides that management is responsible for the implementation and maintenance of internal controls for the purposes of financial reporting.

Tamper Proof:

Section 802(a) establishes penalties for the intentional alteration, destruction or mutilation of records or documents in order to impede an investigation.

Retention of Information

Section 802 requires all audit-related information to be retained by an auditor for a period of not less than 7 years. This includes work papers, memoranda, correspondence, communications, and electronic records (including email and IM).

What are the repercussions of non-compliance?

The financial consequences of non-compliance are real, and increasingly severe. Depending on the violation, non-compliance can be punished by a fine and/or a period of detention. Recent high profile judgments include:

- \$1.45 billion judgment against Morgan Stanley for being unable to produce reliable emails in the course of fraud litigation
- \$2.5 million fine against Merrill Lynch for failing to promptly produce e-mails over a period 17 months

GLOBAL RELAY'S SARBANES-OXLEY SOLUTION

Global Relay's suite of hosted services ensures reliability and integrity of electronic records while providing economical and efficient use of company resources. Global Relay's Message Archiver, Compliance Reviewer, Bloomberg Converter and IM Interpreter are specifically engineered to provide a total compliance solution for public companies subject to Sarbanes-Oxley with:

1. Recordkeeping
2. Internal Controls & Supervision
3. Audit controls

1. RECORDKEEPING



The Message Archiver, Global Relay's message archiving and compliance system, captures and archives an authentic and complete record of all electronic business communications in a secure but easily accessible offsite storage system. Compliance features include:

- **Message Capture** of email, attachments, IM & Bloomberg
- **Archives** messages up to a 7 year term (or as defined by deletion policies)
- **Access** includes web-based instant access for all employees to their messages
- **Tamperproof** protection of data on dedicated WORM (Write Once, Read Many)
- **Offsite**, mirrored, single instance storage in East/West Coast Data Centers
- **Indexes** & serializes messages, Bcc & Distribution Lists, metadata & audit trails
- **Search** & retrieval of any message in seconds using Google-like search engines
- **Security** & encryption of systems, networks & messages
- **Migration** of legacy data (.pst files, backup tapes) & to archive with new messages
- **Retention Term** flexibility for Litigation Holds & SEC investigations

How does the Message Archiver work? All email, attachments, Bloomberg and IM and are securely captured and centrally unified together with imported legacy email and .pst files, in Global Relay's Message Archiver for rapid online search, retrieval & monitoring. With secure web-based access and real-time indexing powered by search engine technology, every employee and Compliance Officer has the ability to find any current or historical message in seconds.

2. INTERNAL CONTROLS & SUPERVISION



The Compliance Reviewer, Global Relay's monitoring system, provides organizations with a turn-key, flexible, online supervisory system with advanced monitoring, filtering and eDiscovery features enabling enforcement of your firm's email & IM policies for compliance, proper usage and corporate governance. Compliance features include:

- Scan & Monitor email, attachments, IM & Bloomberg from online Archiver
- Content Filtering with company-defined rules to identify prohibited content
- Advanced Analysis with Boolean logic, criteria lists, proximities & action alerts
- Random Sampling of each rep's messages customized by percentage & user
- Keyword Search results are highlighted within the message for quick discovery
- Full Review of messages & attachments, or bulk review of headers only
- Reviewer approval, rejection, escalation based on action icons & defined notes
- Multi-tiered Review structure for review escalation to Super Reviewers
- Access Rights of authorized Reviewers governed by customized security rules
- Notifications of compliance violations by email or IM
- Audit Trail with detailed time history of reviews and related actions taken
- Web-based Control Center to modify surveillance & monitoring procedures
- Exclude Words, phrases or email accounts (e.g. disclaimers, attorney-client privileged mail, newsletters) from Flagging Rules
- Wizard Commands for pre-defined, single-click compliance using folders, flags, priorities & labels

How does the Compliance Reviewer work? Using powerful search engines, the Compliance Reviewer is able to retrieve your firm's messages from the Message Archiver and apply easy-to-use, company-defined filters and Wizard Commands for efficient review and monitoring of all archived email, IM, and Bloomberg

messages. Messages of any user are analyzed on import and flagged for review if violations are detected as follows:

1. real time filtering for keyword or phrase violations (start-up list provided)
2. specific query using flexible search criteria
3. advanced rule-based keyword & phrase proximity analysis
4. random sampling (by User, User Group, or firm-wide, using percentages).

3. AUDITS



Global Relay's Message Archiver & Compliance Reviewer Audit Tools are designed to facilitate efficient responses to regulatory audits and evidentiary requests. Global Relay has successfully assisted hundreds of companies and SOX-regulated firms during their audits and regulatory investigations. Currently, Global Relay participates in approximately 3 to 6 customer audits/subpoenas per week.

- **Search** & retrieval of any message in seconds using Google-like search engine
- **Audit Request** response within minutes using online search and eDiscovery tools
- **Statistics** & reporting on Compliance Officer reviews & related actions taken
- **Retention** Term flexibility for Litigation Holds & anticipated SOX investigations
- **Legal Compliance** in-house specialists to assist during audits
- **Case Management** via folder system with shared folders (e.g. external attorney review)

How do Global Relay's Audit Tools assist with an Audit? Global Relay provides flexible and efficient methods to produce records according to the specific criteria of the audit request. Messages are made readily available for examination either by:

1. Online review of messages via an "auditor account" in Message Archiver

- create online search parameters based on Audit request
- restrict access to the exact scope of the audit (by date, user, subject etc.)
- assign Auditors temporary online review privileges
- block attorney-client privileged, personal or restricted messages
- generate an automatic audit trail of Auditor's review (ie: audit the Auditor!)
- side benefit of data no longer in Auditor's possession once audit is complete

2. Compilation of data for delivery to Regulators

- fast discovery, consolidation and organization of data for export & delivery
- compile requested information on regulator-qualified media such as DVD or CD

GETTING STARTED

Getting Started... The Message Archiver and the Compliance Reviewer can be set up and made operational for your firm within hours. Contact us at any stage by emailing: support@globalrelay.net or call **866.484.6630** toll free.



30 Day Trial. Let's get you started without any risk of commitment. No software, hardware, programming, or other capital outlays are required. Satisfaction is guaranteed since you have 30 days to try out our Services. If not fully satisfied, we can disengage the Services instantly upon request. In the meantime, your data is legally and confidentially protected, as well as securely stored.



Gathering Info. Let's talk. We recognize that the decision to engage Global Relay as your hosted services provider is often a combined evaluation amongst your IT technicians, compliance officers and senior management. We have the technical, legal and business team to match. Try our online demos, or schedule a live product demonstration with one of Global Relay's representatives. We would also be pleased to provide you with a fee quote.



Sign Up. To sign up for our Services, starting with the 30 day trial, you will need to complete our online signup. Linked to the online signup is our online Services Terms & Conditions that you must carefully read and "Accept" to complete your submission.



Installation. Once the mail is confirmed to be flowing, we send you an email Welcome, as well as provide your Administrator with account information. At this point, your Administrator may assign User access rights and set up User Groups.



Welcome Package. Upon receipt of your online signup request, Global Relay's Provisioning Team will work with your IT contact, or your hosted mail provider, to complete the installation. For archiving customers, if your firm operates its own mail servers, simple journaling or plug-in instructions will be provided. Global Relay will test, monitor and troubleshoot the connection to confirm that the mail is flowing into the Message Archiver



Online Training. While our Message Archiver technology is extremely intuitive, we offer free training sessions held by conference call, concurrently while you access the system through any secure web browser. These sessions run about 90 minutes. Technical information on our Services can also be found online. If you require further assistance, our team of well-trained technical support professionals will gladly guide you through any questions.



Usage Consultation & Ongoing Support. Upon expiry of the 30 day trial, assuming you are satisfied with our Services, you will be engaged as a full customer. The Fee Agreement is required to be signed and faxed back to Global Relay. Upon request, we can provide you with messaging statistics, such as usage reports (standard statistics can also be found within your system). For compliance archiving Customers, the tamperproof, dedicated WORM drive will be activated. On-going support will be provided by our business, technical and legal team.

Enjoy the peace of mind that comes with our Messaging Solutions.