

THE REINALT-THOMAS CORPORATION

Legal Hold Policy

V1

7/1/2017

Amendments to this Policy will be posted on the Knowledge Center and will be effective when posted.

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Legal Hold Policy

I. Introduction

- Consistent with The Reinalt-Thomas Corporation and its affiliates (the “Company”) legal requirements and sound business practices, the Company has instituted a uniform legal hold policy to ensure that all records and data are preserved for purposes of litigation, audit, investigation or other similar circumstance.

II. Scope

- The Company shall manage its legal hold processes in accordance with uniform guidelines, practices, and procedures set forth in this Legal Hold Policy (the “Policy”). All Company employees, supervisors, managers, officers, board members, temporary employees and independent contractors under the supervision or control of the Company (collectively, “Team Members”) shall manage, protect and maintain Company Records in accordance with this Policy, which may be updated, revised or amended from time to time.
- This Policy applies to all documents, records, data and tangible things, whether in hard copy, electronic format or otherwise, in the possession, custody or control of the Company (the “Information”).
- Information may include all forms of paper and electronically stored information (ESI) and data located at the Company’s offices, departments, stores, facilities, worksites, jobsites, and/or locations that pertain to Company business. ESI may include all forms of data recordation and storage, including, for example, hard drives, flash drives, CD’s and floppy discs, camera disks, mobile devices, printers, voicemails, laptops, phone messaging systems, cloud based systems, etc. Hard copy Information may include without limitation paper documents, service invoices and work orders, visit-the-vehicle documents, photographs, videos, files, etc. as well as certain tangible physical things (such as, for example, tires, equipment, or other evidence that may have been involved in an accident).
- The Company expects all Team Members to fully comply with this Policy and any related directives and necessary activities. Compliance is mandatory and failure to follow these procedures may result in discipline up to and including termination.
- This Policy should be read and interpreted in conjunction with the Company’s Record Retention Policy, and any related sub-policies.

III. Objectives

- The purpose of this Policy is to ensure the proper preservation of Information related to litigation, audits or investigations, and assist the Company in reaching successful outcomes in such circumstances.

IV. Definitions

- **Information:** may, without limitation, consist of any papers, electronic or other records, documents, data, information, physical things, recordings, or pictures that are in the possession, custody or control of the Company, including but not limited to, computer records, electronic mail (“e-mail”), text messages, social media, hard copy documents, photographs, audio recordings, photocopies, or facsimiles, and any form of communication or representation, including letters, words, pictures, sounds or symbols or combinations thereof and any record thereby created, regardless of the manner in which the record has been stored. Information may be found in many different forms and locations, some obvious, some not, including without limitation, files, storage areas, computers, servers, personal computers, handheld PDA devices, cameras, sound recording equipment, television equipment, copiers and printers, the internet (in the “Cloud”) and a plethora of other not-so-obvious locations.
- **Legal Hold** means an instruction issued by the Company Litigation Counsel, or the Company’s specifically designated outside lawyers, describing Records that, notwithstanding any other provision of this Policy, are to be retained and preserved and not destroyed or altered in the interest of legal compliance. Litigation Holds are described in more detail in Section VIII herein.
- **Custodian:** means Team Members who have relevant Information in their possession, custody or control, or otherwise have the ability to identify, access, collect, preserve and/or organize such Information in the possession, custody or control of the Company.

V. Administration

- The Company’s Litigation Counsel, and/or its designees, will manage, supervise and direct Departments and Team Members in the implementation of this Policy, and will be the custodian of this Policy.
- Team Members have responsibility for assisting with the administration of this Policy, although those responsibilities may vary according to an individual’s position. Generally, Custodians and other Team Members shall be responsible for identifying, collecting, and preserving relevant Information in his/her possession, custody or control. Team Members shall also seek guidance from the Company Litigation Counsel with respect to any questions or uncertainties relating to the interpretation or implementation of this Policy.

VI. Process

- The obligations of this Policy are triggered by litigation, investigation or audit that is reasonably likely, imminent or pending. Time is always of the essence.
- Team Members who have reason to believe that litigation, investigation or audit is pending, imminent or reasonably likely must notify the office of the Company Litigation immediately and locate, preserve, and safeguard, until instructed otherwise, any Information which relates in any way to the belief that litigation, investigation or audit is pending, imminent or reasonably likely or that relates to such potential litigation, investigation or audit, whether the Information tends to prove or refute the merits of the claim or charge. Team Members should err on the side of caution in the event that they have any question as to whether litigation, audit or investigation is pending, imminent or reasonably likely, or whether Information relates to the same, and follow the procedures herein unless and until directed otherwise by Company Litigation Counsel.
- When litigation, government investigation or audit is pending, imminent, or reasonably likely, or when a Legal Hold has been issued, relevant Information must be identified, collected, preserved and organized as soon as possible. Such relevant Information may not be destroyed or altered until the matter is finally resolved and the Legal Hold is released.
- Custodians and Team Members are expected to use their best judgment to determine whether Information is relevant to the litigation, investigation or audit and follow all directives issued by Company Litigation Counsel. To the extent questions or an ambiguity or other uncertainty exists, the Custodian or Team Members should consult with Company Litigation Counsel or his or her designee, and identify, collect and preserve the document(s) until the question or uncertainty has been resolved by Company Litigation Counsel or his/her designee. Generally, Information is relevant if it tends to prove or refute the merits of the claim or charge.
- In the event that Information is subject to a Legal Hold, it should be located, collected, preserved and organized in accordance with the procedures in this Policy. All destruction procedures relating to such Information shall be immediately suspended and all necessary steps for the preservation of such Information should be immediately instituted.
- Preservation of Information includes not only preservation of the document or record itself, but also of any data that may be attached to it (such as an attachment to an email) or contained (or hidden) therein (such as “metadata” and the like). Even the act of opening an electronic document may cause Information to be altered. Custodians should consult with the Company Litigation Counsel’s Office, the IT department and other knowledgeable Team Members and experts before taking any steps that could inadvertently alter or modify relevant Information.
- A Legal Hold will normally be accompanied by a memorandum and/or verbal instructions explaining to Custodians and Team Members the nature of the event triggering the Legal Hold, the Information covered by the Legal Hold, and necessary instructions regarding identification, collection, preservation and organization of Information. However, due to time constraints and other intangibles, the identification, collection, preservation and organization of Information may be necessary prior to, or in the absence of, such memorandum and instructions. Under these

circumstances, Custodians and Team Members are expected to use their best judgment to identify, collect and preserve Information in accordance with this Policy, erring on the side of preservation.

- A Legal Hold remains effective until it is released in writing by the Company's Company Litigation Counsel. Once released, and absent instructions to the contrary from the General Counsel, the affected Information shall thereafter be subject to its normal handling procedures and to the relevant provisions of the Record Retention and other applicable Company Policies.

EXHIBIT A

CONFIDENTIAL LEGAL HOLD MEMORANDUM

PRIVILEGED & CONFIDENTIAL
ATTORNEY-CLIENT PRIVILEGE
ATTORNEY WORK PRODUCT

TO:

FROM: Company Litigation Counsel

DATE:

SUBJECT: Legal Hold - Notice of Potential Litigation and Required Preservation of Paper and Electronic Data

The Reinalt-Thomas Corporation (the “Company”) recently received notice of potential litigation/investigation/audit [copy attached or provide a short narrative about the litigation/investigation/audit] (the “Proceeding”).

Effective immediately, all Company personnel must identify, collect, preserve, organize and retain any paper, physical and electronic records, documents, information, things or data that is(are) or may be relevant to the Proceeding (the “Information”). We may not alter, destroy or otherwise modify the Information. The Information includes, without limitation, the following categories:

- All communications (paper, voice and email/IM/electronic) to or from [witnesses, other relevant or key players] and relating to, or stemming from, the [transaction/incident/ audit/investigation];
- All information about [identify opposing parties, their claim and any other key issues];
- [provide a description of any additional categories of information likely to be relevant]

In identifying and preserving electronic data, please keep in mind that “electronic data” includes, but is not limited to: all text and data files (including without limitation word processing, CAD, spreadsheets, presentations, etc.), emails, text messages, social media, databases, calendars, voice/audio files, internet usage files, cloud-based records, and network access information. The location of electronically stored Information may include, but is not limited to, all desktop and laptop computers, network servers, the “cloud,” removable media, handheld devices, portable storage devices (thumb drives, etc.), voicemail, backup tapes, etc.

Information must be kept in its native form and should not be altered. This means that documents should not only be collected, preserved and safeguarded, but they should not be altered, modified or deleted in any way. The simple task of opening an electronic file or document can, in some cases, alter the data; extreme caution should be exercised.

Any “janitorial” functions, such as automatic deletion of email or backup files after a certain number of days, must be disabled. All related back-up tapes must be preserved and pulled from recycling rotation.

The normal destruction schedule for the Information must be immediately suspended.

Any question about the relevance of a particular file, email, tangible thing, document or other data or Information should be resolved in favor of preserving and retaining the Information. All questions should be directed to Company Litigation Counsel.

Please also forward this Hold Notice to any individual, department or entity within the Company that might have such information in their possession, custody or control and advise Company Litigation Counsel of such individuals, departments and/or entities and the information you believe they may possess.

THIS LEGAL HOLD REMAINS EFFECTIVE UNTIL COMPANY LITIGATION COUNSEL RELEASES IT IN WRITING.

EXHIBIT B

LEGAL HOLD RELEASE

PRIVILEGED & CONFIDENTIAL
ATTORNEY-CLIENT PRIVILEGE
ATTORNEY WORK PRODUCT

DATE:

TO:

CC:

FROM:

LEGAL HOLD RELEASE

IN ACCORDANCE WITH THE COMPANY'S LEGAL HOLD POLICY, YOU ARE HEREBY NOTIFIED THAT THE LEGAL HOLD PERTAINING TO THE FOLLOWING SUBJECT MATTER IS RELEASED. PLEASE RETURN ALL RECORDS AND INFORMATION RELEVANT TO THE LEGAL HOLD TO THEIR NORMAL HANDLING PROCEDURES AND RETENTION SCHEDULES.

[DESCRIBE LEGAL HOLD – NUMBER, DATE, MATTER, ETC]
