INDEPENDENT PRACTITIONER’S TRUST SERVICES REPORT FOR THE ACCELUS™ BOARDLINK SOLUTION SYSTEM

FOR THE PERIOD OF DECEMBER 1, 2011, TO JULY 31, 2012

Attestation and Compliance Services

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INDEPENDENT PRACTITIONER’S TRUST SERVICES REPORT

To the management of Thomson Reuters Governance, Risk and Compliance, a division of West Publishing Corporation:

We have examined management’s assertion that during the period December 1, 2011, to July 31, 2012, Thomson Reuters Governance, Risk and Compliance business, a division of West Publishing Corporation (“Thomson Reuters GRC”) maintained effective controls over the Accelus™ BoardLink Solution system based on the American Institute of Certified Public Accountants (AICPA) and the Canadian Institute of Chartered Accountants (CICA) trust services security and confidentiality criteria (“applicable trust services criteria”) to provide reasonable assurance that

- the system was protected against unauthorized access (both physical and logical); and
- information designated as confidential was protected by the system as committed or agreed.

Thomson Reuters GRC’s management is responsible for this assertion. Our responsibility is to express an opinion based on our examination. Management’s description of the Accelus™ BoardLink Solution system covered by its assertion is attached. We did not examine this description, and accordingly, we do not express an opinion on it.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included (1) obtaining an understanding of Thomson Reuters GRC’s relevant controls over the security and confidentiality of the Accelus™ BoardLink Solution system; (2) testing and evaluating the operating effectiveness of the controls; and (3) performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

Because of the nature and inherent limitations of controls, Thomson Reuters GRC’s ability to meet the aforementioned criteria may be affected. For example, controls may not prevent or detect and correct error or fraud, unauthorized access to systems and information, or failure to comply with internal and external policies or requirements. Also, the projection of any conclusions based on our findings to future periods is subject to the risk that changes may alter the validity of such conclusions.

In our opinion, management’s assertion referred to above is fairly stated, in all material respects, based on the AICPA and CICA applicable trust services criteria.

Thomson Reuters GRC’s use of the SOC 3℠ SysTrust for Service Organizations seal constitutes a symbolic representation of the contents of this report and it is not intended, nor should it be construed, to update this report or provide any additional assurance.

Tampa, Florida
August 29, 2012
MANAGEMENT’S ASSERTION

During the period December 1, 2011, through July 31, 2012, Thomson Reuters GRC maintained effective controls over our Accelus™ BoardLink Solution system based on the American Institute of Certified Public Accountants (AICPA) and the Canadian Institute of Chartered Accountants (CICA) trust services security and confidentiality criteria ("applicable trust services criteria") to provide reasonable assurance that:

- the system was protected against unauthorized access (both physical and logical); and
- information designated as confidential was protected by the system as committed or agreed

The attached system description identifies the aspects of our Accelus™ BoardLink Solution system covered by our assertion.

Mr. Ely Razin
Head of Board Governance
Thomson Reuters Governance, Risk and Compliance, a division of West Publishing Corporation
SYSTEM DESCRIPTION OF THE
ACCELUS™ BOARDLINK SOLUTION SYSTEM

Background

Thomson Reuters Governance, Risk and Compliance business, a division of West Publishing Corporation ("Thomson Reuters GRC"), a segment of Thomson Reuters, provides financial institutions, insurance and other firms a comprehensive suite of tools designed to connect business transactions, strategy and operations to the regulatory environment. In 2011, Thomson Reuters GRC was created to unite brands including Complinet, Paisley, Westlaw Business, West’s Capitol Watch, Oden and Westlaw Compliance Advisor.

Thomson Reuters GRC brings together global regulatory and securities intelligence; business law research; contract and deal-drafting tools; internal policy management; e-learning; anti-money laundering solutions; and audit, filing, board of director and disclosure services. Accelus™ BoardLink was created to provide a secure, user friendly board portal solution helping empower strategic decision making. Accelus™ BoardLink provides access to meeting records and relevant financial information and streamlines the board communication process.

Description of Services Provided

Accelus™ BoardLink was created to provide a secure board portal solution for strategic decision making. Accelus™ BoardLink provides access to meeting records and relevant information and is designed to streamline the board communication process. Users can create and distribute board books and give directors access to company and business intelligence. Accelus™ BoardLink is also designed to help improve directors’ oversight and reduce risk, without compromising security, by providing a single point of access to confidential data and giving customers control over the level of access of that data. The web-based user interface and native iPad application are designed to provide directors with the business and financial data to help the decision making process: build and download board books, coordinate calendars and sign up for e-mail alerts through a secure online platform supported by a support and development team. From the first time a token is activated, an account consultant is assigned to train and support the board members. Customer support is available 24 hours a day and on-site group training and personal one-on-one instruction is available.

Functionality of Accelus™ BoardLink

- Provides two-factor or adaptive authentication via RSA and database encryption for online and offline communications
- Uses customer direction to compile data automatically from documents retained in the customer’s workspace
- Allows secure messaging between directors
- Access to market-moving company and peer information, including real-time broker-sourced research and earnings estimates
- Upload documents, establish retention/deletion policies and set user entitlements
- Provides 14 day retention of deleted documents for ease of recovery
- Schedule meetings, conduct online approvals of documents and meeting minutes, and compile and distribute online board books
- Notify users via automated alerts when new information has been posted to the system for their review
• Separate workspaces for each committee, accessible only by members of that committee
• Access a schedule of board activities that synchronizes with local Microsoft Outlook or Lotus Notes calendars
• Send person-to-person communications in a protected environment
• View detailed contact information and biographies for board members
• Provides information through a customized resource center containing a searchable catalog of pre-screened articles, web training sessions, and seminars

Infrastructure

Accelus™ BoardLink is supported by the Thomson Reuters managed data center facility located in Eagan, Minnesota, and Limerick, Ireland. Redundant and fault tolerant infrastructure is utilized throughout the network, application and database layers. The architecture is highly available to eliminate single points of failure and supports data protection using widely accepted encryption standards, thus supporting system and data reliability. Penetration and vulnerability testing is performed on the production network at least annually by a specialized third party vendor. Production infrastructure is monitored 24 hours a day. Commercial systems are utilized for monitoring, intrusion detection and incident response.

Software

Accelus™ BoardLink is a web-based, portal solution. A software development methodology is utilized to help ensure secure coding techniques are utilized for development efforts, and a separation of duties exists between the development, user acceptance and production environments to help ensure changes to the application are authorized. Changes to the Accelus™ BoardLink application undergo testing and quality assurance procedures prior to implementation; commercial source code tools are utilized to detect errors and vulnerabilities in code changes. Software changes are scheduled according to pre-defined maintenance windows and users are notified at least seven business days in advance of implementation. Application penetration testing is performed at least annually.

People

With headquarters in New York and major operations in London and Eagan, Minnesota, Thomson Reuters employs 55,000 people and operates in over 100 countries. Personnel supporting the Accelus™ BoardLink service line include employees in the following functional areas:

• Executive management oversees company-wide activities, establishing and accomplishing goals, and overseeing objectives
• Product specialists are responsible for customer implementation and new customer training
• Engineers support the environmental and physical infrastructure supporting the production environment
• Network administrators configure and maintain network devices, access control lists and monitor system traffic
• System administrators maintain production servers, databases systems and backup solutions
• Developers, test engineers and production support personnel develop, test and implement changes to the Accelus™ BoardLink application
• Help desk personnel provide 24/7 business and customer support
Procedures

Thomson Reuters GRC has documented policies and procedures to support the operations and controls over its physical and logical environments. Specific examples of the relevant policies and procedures include the following:

- Policy management and communication
- System security administration
- Server security configuration
- Network operations
- Change management
- Incident/Problem management
- Physical security administration
- Tape backup and storage

Accelus™ BoardLink users who have been properly verified and have a valid permissible purpose, log into the product website (accelus.thomsonreuters.com) and have the ability to:

- Prepare and distribute materials through the online platform
- Communicate with directors and other members with secure messaging
- Give directors access to market-moving company and peer information, including real-time broker-sourced research and earnings estimates
- Upload documents, establish retention/deletion policies and set user entitlements
- Schedule meetings, conduct online approvals of documents and meeting minutes, and compile and distribute online board books
- Notify users when new information has been posted to the system for their review
- Access a schedule of board activities that synchronizes with local Microsoft Outlook or Lotus Notes calendars
- Send person-to-person communications in a protected environment
- View detailed contact information and biographies for board members
- Stay informed through a customized resource center containing a searchable catalog of pre-screened articles, web training sessions, and seminars

Data

Application data includes, but is not limited to, electronic messaging, proprietary data and research, earnings estimates, meeting minutes and board documents, and is accessed by customers via the Accelus™ BoardLink web application. Internet communications with the Accelus™ BoardLink Solution are secured using the Secure Sockets Layer encryption protocol. The application leverages RSA adaptive authentication to provide two-factor authentication protection. In addition, the application provides another layer of control utilizing an RBAC (Role Based Access Control) security model. Customer data is encrypted by the application prior to transfer and storage in the supporting database and backup systems.
System Boundaries

Thomson Reuters GRC provides Thomson Reuters Accelus™ BoardLink hosting services to its customers. The system described herein only relates to these hosting services. The boundaries of Thomson Reuters GRC’s system include applications and infrastructure that directly support the services provided to its customers. Any applications, databases, and infrastructure that indirectly support the services provided to customers are not included within the boundaries of Thomson Reuters GRC’s system.

Customer data is encrypted by the application prior to transfer and storage in the supporting database and backup systems. Thomson Reuters GRC does not have access to customer data. The responsibility of data inputs, processing and outputs is the responsibility of the customer. Therefore, criteria related to data classification and confidentiality of data inputs, processing and outputs are not within the boundaries of the system.