

Outline for "INFORMATION MANAGEMENT"

(Presented by the Law Department of Provident Life & Accident Insurance Co.)

Protecting your Company's confidential information and following Company guidelines for document retention is an important part of your job. The Company's success in managing legal and business information depends in part on how you and others handle or manage this information. Doing your part means following three simple rules:

- (1) Think before you speak or write;
- (2) Keep private documents and conversations private; and
- (3) Follow your Department's document retention and destruction rules.

These rules and some of the other important points illustrated by the video are summarized in this outline.

I. Think Before you Speak or Write.

A. Answer three questions before speaking or writing about sensitive or confidential Company information.

1. Is the information private?
2. Does the person I'm speaking or writing to need to know it?
3. By disclosing it, am I putting the Company at risk legally or financially?

B. Make it a habit to weigh your words carefully before you write or speak and trim out the incoherent language when you revise.

1. Do not confuse facts and your opinions. Facts are what people usually want to hear. Uninvited opinions and "off the cuff" remarks should be kept out of print.
2. Be clear and precise, and do not make sweeping generalizations or exaggerate for effect.
3. Imagine how your words would sound to an "outsider" if the entire your communication is later brought up in court.
4. For matters that are especially sensitive or confidential, consider conducting most of your communication in person, not on paper. If you do write something that's sensitive, be cautious. Use only what's necessary, and copy only those who need to know.

C. If you are dealing with a legal issue, get some legal advice before you write, -- that's what the Company attorneys are here for. Do not conduct your own legal investigations.

1. If a task-force is organized to include one of the Company attorneys

000164

EXHIBIT

64

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
Case No. 0274696 SC  
PLAINTIFF Exhibit No. 44 F  
Date Entered: 4/2/04  
RICHARD W. WIERING, CLERK  
By: T. D. [Signature]

2. Any memo announcing a legal investigation should come from the Law Department or a high level manager following consultation with the Law Department. The memo should be sent only to those employees who need to be involved and should remind them of the need to keep it and all matters concerning the investigation confidential.
3. Any status memos, non-attorney notes, or other documents generated during a legal investigation should be retained by or as instructed by the Law Department. Copies should not be retained unless you are otherwise informed.
- D. In a nutshell, when you're writing for the Company or about the Company, keep it straight, keep it right -- and, most importantly, keep it ethical - keep it legal!

Keep Private Documents and Conversations Private.

- A. If your communications about Company legal matters have been discussed only with attorneys and other Company personnel with a need to know, then you have the right to keep these communications private (and to avoid having to testify about them in court).
- B. You and the Company may lose this right if the communications are disclosed to persons inside or outside the Company who do not have a legal need to know.
- C. Company information should be protected just as any other type of Company property.
  1. Do not give out confidential document identification numbers or computer passwords.
  2. Do not leave computer workstations logged on and unattended.
  3. Take steps to avoid eavesdropping situations with speakerphones, open doors, conversations in hallways and other public places.
  4. Do not leave sensitive documents on desks or in plain view.
  5. See that any visitors to your Department are properly escorted.
  6. When a sensitive legal document is sent to you, do not copy it, post it on a bulletin board, forward it to others, or otherwise discuss its contents without first getting clearance from the Law Department. After getting clearance, make sure the documents are marked "Privileged and Confidential" if appropriate.
  7. Use the "Mark-Message-Private" and Special Delivery features of PhoneMail for confidential messages.
  8. Avoid sending written memos about sensitive subjects when a phone call or face-to-face discussion will suffice.
  9. Shred all sensitive papers that will not be needed for business purposes. Generally, when copies of certain legal type documents are sent to you for informational purposes only, these documents should be shredded after you have read them. These may include:

000165

- a) Documents prepared for lawsuits, and reports of investigations or legal audits;
- b) memos, responses or reports from the Law Department involving actual facts about Company business or legal situations;
- c) Any copies of legal document drafts, especially when the drafts contain handwritten notes or comments in the margins (these documents should be kept by the Law Department).

### III. Follow Your Department's Document Retention and Destruction Rules.

- A. Learn the document retention and destruction requirements for your own area. If you do not know, ask your manager. You should also review the attached memo from the Records Management Department titled "RECORDS AND INFORMATION MANAGEMENT - a Policy Statement" for additional information about records retention matters.
- B. Retain only those documents needed for operations, legal compliance and official archives.
- C. When finished with a project, destroy temporary drafts, reminder notes, worksheets, personal copies, duplicate copies and the like.
- D. Set up a plan for managing your own records. At least once each year, you should identify important records to be retained and properly destroy the rest.
- E. When documents are due to be destroyed, usually after retaining them for seven years for legal purposes, go ahead and destroy them! Do not be a "pack rat" who saves them "just in case."
- F. Destroy chronological files or series of old, unnecessary documents wholesale instead of selectively purging "unfavorable" documents and creating suspicious "gaps in the record."
- G. Do not forget computer records! They should be saved or destroyed according to the same principles as paper records.
- H. Do not print SYSM messages unless they contain information needed in the file.
- I. And last, but not least, if you get a legal directive to suspend your regular document destruction program, take it seriously! Such directives are usually a sign that legal action is on the horizon. It is important to follow instructions in these situations. In fact, if you are in doubt about any of the legal aspects of document retention, check first with the Law Department.

Conclusion: This video and outline have covered many situations and rules. No one can be expected to memorize all of these points, so we hope that this handout will serve as a useful reference and reminder. More importantly, we hope both the video and outline will help you recognize situations where you can better protect the Company's confidential information. If you have questions concerning a particular situation, please contact the Law Department.