

PRESS RELEASE

Media Contact:
Alex Stockham
Rubenstein Associates
Office (213) 537-0017
Cell (646) 251-3736
astockham@rubenstein.com

February 1, 2012

ELT, EthicsPoint and Global Compliance To Merge Forming Leading Ethics and Compliance Company

*Acquisitions to expand The Riverside Company's investment
in the Governance, Risk and Compliance industry*

San Francisco, CA, Portland, OR, Charlotte, NC, February 1, 2012 – ELT Inc., EthicsPoint, Inc., and Global Compliance Services, Inc. announced their intent to merge, forming a leading player in the Governance, Risk and Compliance (GRC) industry with the capacity to meet the expanding needs of customers all over the world. The merger is anticipated to close at the end of February, subject to customary approvals. Terms of the deal were not disclosed.

The combination of these complementary platforms will create a company with significantly expanded capabilities and resources, a workforce of several hundred employees, a client base of nearly 6,500 organizations around the globe and an unmatched commitment to quality and continual innovation.

“At a time when many global leaders and businesses are questioning the need for increased regulations, we are championing GRC,” said Loren Schlachet, Managing Partner with The Riverside Company. “We believe that these tools, along with embracing good old fashioned ethics, are actually the roots to creating lasting value for a business.”

Mark Reed, EthicsPoint, President & CEO, will assume the CEO position of the merged organizations. Shanti Atkins, ELT, President & CEO, will serve as the combined company's President & Chief Strategy Officer. Jim Burke, Global Compliance, CEO, will serve on the company's Board of Directors.

“This merger is truly a watershed event in the GRC industry, and I am energized to lead the combined company through this next phase of growth,” said Reed. “Collectively, the merged companies offer an unmatched level of experience and knowledge with a broad and complementary set of technology and content solutions to help global customers manage risk.”

Enterprise risk and compliance issues have become more complex and globalized. Greater regulation and enforcement is expected in the future, escalating litigation risk and an increasing focus on ethics and compliance.

Riverside invested in ELT in December 2010 and both organizations committed to the compliance and ethics industry further in December 2011 with the acquisition of Global Compliance Services. Separately, ELT and Riverside entered into a definitive purchase agreement to acquire EthicsPoint at the end of January 2012. The combined entity intends to deliver an industry-leading, comprehensive platform that provides clients with access to the best solutions to protect their organizations, enhance their workplace environments and drive better business results. Solutions include:

- whistleblower hotlines;
- advanced case management;
- reporting and analytics;
- robust online training and awareness programs;
- expert advisory consulting;
- performance benchmarking;
- data privacy; and
- third-party risk analysis.

“Global Compliance has helped to define the GRC industry since launching the first employee hotline 30 years ago,” said Jim Burke of Global Compliance. “Our new partners share our vision of integrated and comprehensive ethics and compliance solutions, and we look forward to working with them as we develop new solutions for clients in this fast-changing regulatory environment.”

“ELT and Riverside share a vision for building a world-class GRC company that will take the leading position in expert content, data-driven solutions and phenomenal learning experiences for our clients and their employees. I am very pleased we have been able to incorporate Global Compliance and EthicsPoint into that vision. We are fully committed to protecting employers, their people and the broader communities that surround them,” said Shanti Atkins of ELT.

Working with Schlachet on the transaction for Riverside were Joe Lee, Principal; Jeff Goodman, Operating Partner; Dan Haynes, Assistant Vice President; John McKernan, Senior Associate; Steve Rice, Associate, and Mary Anne McLaren, Finance Director. Riverside’s investments in Global Compliance Services and EthicsPoint were sourced by Amy Margolis, Regional Director – Origination and Scott Gilbertson, Principal – Origination, respectively.

The Riverside Company (www.riversidecompany.com or www.riversideeurope.com)

The Riverside Company is a global private equity firm focused on acquiring growing businesses valued at up to \$200 million (€200 million in Europe). Since its founding in 1988, Riverside has invested in more than 275 transactions. The firm’s international portfolio includes more than 75 companies, and it has \$3.2 billion/€2.5 billion in assets under management.

EthicsPoint, Inc. (www.ethicspoint.com)

EthicsPoint, a leading provider of enterprise risk awareness solutions, helps organizations align their governance, risk and compliance (GRC) processes with overall business strategy. We protect corporate cultures and reputations by proactively revealing risk-related trends via the collection, management and understanding of their GRC-related data. More than 2,400 organizations currently use our solutions to increase the quality of GRC data reported to boards and executive teams to facilitate better business decisions. To find out how, please visit www.ethicspoint.com.

Global Compliance Services, Inc. (www.globalcompliance.com)

Global Compliance is the leading global provider of comprehensive, integrated corporate compliance solutions, including the industry's first and largest whistleblower hotline supporting more than 25 million customer employees around the globe. Global Compliance serves more than 4,000 organizations by providing a full range of solutions necessary to achieve the highest degree of ethical behavior and corporate compliance. The Company's ethics and compliance services include whistleblower hotlines and case management, online training and awareness programs, expert advisory consulting by the Ethical Leadership GroupTM, performance benchmarking and third party risk solutions for vendor and supplier due diligence.

ELT Incorporated (www.elt.com)

ELT provides online training solutions to help employers manage their most important workplace compliance challenges. ELT specializes in the topics that create the greatest legal risks, and where effective employee training can prevent misconduct, establish powerful legal defenses, and help to create a culture of ethics, inclusion and respect, including ethics training, harassment training and wage & hour training. ELT features legal content from Littler Mendelson, the world's largest employment law firm, and is endorsed by the Society for Human Resources Management (SHRM), the world's largest human resources association. ELT's award-winning courses engage employees with compelling stories drawn from actual cases and real events. Leveraging the latest technology and high-end media, ELT's solutions reflect the level of quality that organizations want to associate with their compliance programs. With more than a decade of market-tested success and millions of employees trained, ELT is trusted by today's most respected employers.