

# Advantage Solutions

## 2015 GUIDELINES FOR OUTSIDE LEGAL COUNSEL

### Billing and Expense Manual for Outside Counsel

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## OVERVIEW

This manual ("Billing Guidelines") is to provide billing guidance for outside legal counsel to Advantage Sales & Marketing LLC/dba Advantage Solutions including its subsidiaries and affiliated entities (collectively "Advantage Solutions"). It consists of provisions, guidelines and billing information that is to be adhered to by all retained legal counsel and therefore governs over any other agreement outside counsel may have with Advantage Solutions. Advantage Solutions expects outside counsel to refrain from billing non-reimbursable time or expenses as outlined in its Billing Guidelines. Compliance with these procedures will avoid delays in processing outside counsel invoices for payment. Repeated failure to abide by the Billing Guidelines is grounds for termination of Advantage Solutions' relationship with counsel. Any non-enforcement by Advantage Solutions of any of the provisions of the Billing Guidelines shall not preclude Advantage Solutions from subsequently enforcing such provision(s). Matters will be assigned to outside counsel through Advantage Solutions' chosen matter management and electronic billing provider, LexisNexis, a division of Reed Elsevier Inc. - CounselLink. You may be instructed to accept the matter assignment within CounselLink or the matter may be automatically accepted on behalf of your firm.

## OUTSIDE COUNSEL BILLING GUIDELINES

### I. Billing

#### A. Billing Rates

- Billing is to be at the current approved hourly rate. Law firms will submit a Fee Offer of current individual timekeeper rates for those timekeepers who perform work for Advantage Solutions through CounselLink for review and approval by Advantage

Solutions. Charges submitted at a rate that exceeds the approved CounselLink Fee Offer rate for a timekeeper will be reduced to the approved rate.

- Any rate changes will be established and communicated to Advantage Solutions annually for each Partner, Associate and Paralegal and must be approved in advance by Advantage Solutions through CounselLink.
- Such rates should be the lowest charged by outside counsel for similar services to any client (other than not-for-profit entities).
- Rates are to remain fixed for the duration of representation on a matter unless changes are agreed to in writing and in advance by Advantage Solutions.
- Absent a specific agreement for an alternative fee arrangement, invoices will be paid based on hourly billing. Alternative fee arrangements will be agreed to in writing and implemented using CounselLink.

## **B. Staffing and Billable Time**

Advantage Solutions expects each matter to be staffed as economically and efficiently as possible.

- Only one attorney from the firm should attend routine meetings, conferences, hearings, depositions, pre-trial conferences, arbitration hearings, and court proceedings unless additional attendees are approved by Advantage Solutions in advance. Where possible, attorneys should attend routine hearings telephonically.
- Use of first and second year associates requires pre-approval by Advantage Solutions and will be assessed on a case-by-case basis. If approved, first and second year associates should only be assigned attorney-level work, where such assignment will provide Advantage Solutions with lower overall costs, and cannot include assignment of clerical or paralegal tasks. Advantage Solutions reserves the right to dispute any charges which Advantage Solutions deems to be excessive or outside of the appropriate assignment level.
- Prior to engagement on a matter, outside counsel is to advise Advantage Solutions of all timekeepers, including names, titles and rates who are expected to staff the matter utilizing the Staffing List feature within CounselLink. Advantage Solutions will not pay for downtime or learning time caused by changes in staffing.
- Billable time should be recorded in 1/10 (.10) hour increments and be listed in chronological order.
- Billable tasks should be listed as separate line items. Advantage Solutions will not accept block billing (i.e., multiple tasks listed in a single line item). If tasks are less than .10hrs then they may be listed together in one entry of collective tasks to equal .10hrs. Please refer to Exhibit A - 'Invoice Submission' for a discussion of Block Billing and how to properly format your charge entries.
- Bills submitted must indicate a clear determination of how much time and cost was spent on a specific task, the timekeeper involved in each task, and a comprehensive and comprehensible description of the service performed. Task descriptions should be written in plain English.

- Double-teaming of partners, associates and/or paralegals as well as unnecessary or excessive meetings, and "knowledge transfers" that result in both or more timekeepers billing for the same task will be disallowed.
- Discussions or conferences between or among timekeepers should be minimized and undertaken when it is the most efficient means possible to convey or obtain information. Billing descriptions for conferences should indicate the reason a conference was needed and all who attended the conference.
- Outside counsel should not bill for drafting documents or conducting research previously generated for other clients unless customization or material updating is required. Law firms that represent Advantage Solutions on more than one matter are required to search its precedents and/or document management systems to re-use research and/or documents previously prepared for Advantage Solutions.
- Outside counsel is to provide an all-inclusive budget forecasting of hours, fees, and expenses (including experts, consultants or third party vendors) reasonably anticipated for each matter at the onset or within 30 days of engagement as well as provide quarterly updated forecasts utilizing the Budget feature within CounselLink for the term of the matter. Advantage Solutions may request additional updated forecasts or other estimate requirements at other times throughout the term of the matter.

The following are examples, not all inclusive, of items for which Advantage Solutions will NOT reimburse outside counsel for time spent on:

- Processing conflict searches;
- Resolving billing questions including revising invoices;
- Preparing, uploading, mailing or emailing invoices;
- Developing and providing estimates and budgets;
- Completing time slips;
- Secretarial work;
- Librarian work;
- Word processing;
- Calendaring/docketing;
- Proofreading services;
- Other administrative support services such as library or information systems including paralegals or associates performing clerical, secretarial or administrative work;
- File creation;
- Organization and maintenance including data entry, data loading, data conversion etc. of the case project or matter information in your financial billing or litigation support systems;
- Labeling;
- Binding documents;
- Indexing and sorting (both hard copy and electronic);
- Re-organizing (re-filing, storage preparation, both hard copy and electronic, including document disposal);
- Retrieval of documents and mail systems (sorting, synthesizing and routing of incoming correspondence);

- Time spent by attorneys performing paralegal work (Advantage Solutions requires tasks to be assigned at the lowest acceptable level for efficient service);
- Associate, paralegal or staff member training;
- Work performed by legal assistants;
- Work performed by litigation, calendar and law clerks;
- Educational seminars or programs; and
- Time spent on domestic travel if the traveler was not actually working on Advantage Solutions matters during the travel time.

### **C. Disbursements and Expenses**

Advantage Solutions will NOT reimburse outside counsel for costs, expenses or disbursements, except as outlined below. Receipts should be attached to the invoice using the Document Attachment feature in CounselLink. See the instructions for attaching documents in Exhibit B.

- Invoices for reimbursable expenses must reflect actual costs and may not include any mark-ups
- Clean photocopies of the original receipts must be submitted with the invoice to be considered as eligible for reimbursement. Receipts should reflect the identity of the user, the date and amount of each specific cost and the start and ending points of travel. Summaries of hotel and restaurant expenses should include the date, the amount to be reimbursed, names of the person(s) making the expenditure, and the reason for the expenditure.
- Third Party Retention: Advantage Solutions must pre-approve any third party services (e.g., experts, consultants, vendors) that are expected to exceed \$2,500. Unless you have made prior arrangements with Advantage Solutions for payments to be made directly from Advantage Solutions to the third party then invoices from third parties should be fully managed (including reviewing, disputing/resolving billing issues and approving) and paid directly by outside counsel. Outside counsel should then submit those charges as disbursements on the firm's monthly invoice to Advantage Solutions as an expense item, with supporting documentation/invoice attached using the Document Attachment feature in CounselLink. Outside counsel is responsible to insure all third party vendors are aware of and comply with this Billing Guidelines document when applicable.
- Travel, Hotel and Business Meals: Unless specifically approved in advance, Advantage Solutions will only reimburse standard coach fare for domestic and international travel. Business, first class or private charter air is not allowed at Advantage Solutions' expense. Alternatives to travel such as conference calls or video conferencing should be used whenever practical. We expect outside counsel to use good judgment to get reasonable rates when booking hotel accommodations. Advantage Solutions does not reimburse personal expenses such as in-room movies, health clubs, salon services, laundry, dry-cleaning, mini bar, etc. Business meals should be reasonable. All out-of-pocket expenses must be itemized and clear copies of original receipts for any items over \$25 must be submitted with your invoicing.
- Expenses deemed by Advantage Solutions to be extravagant or unnecessary will be disallowed.

- Electronic Research: Advantage Solutions will not reimburse you for actual charges from on-line research such as Westlaw, Lexis, or BNA etc. Advantage Solutions considers on-line charges non-reimbursable overhead, similar to newspaper, library, periodical or book charges.
- Electronic Distribution of Documents: Advances in technology, specifically transmission of information and documents by e-mail, scanning, imaging, sharing of documents on secure websites, etc., have made routine copying, faxing and delivery of hard copy documents less critical and, in many cases, unnecessary. Consistent with security concerns, Advantage Solutions expects outside counsel to maximize the use of technology to minimize expenses.
- Photocopying: Advantage Solutions will reimburse the firm for necessary photocopying at the firm's actual annualized per-copy expense or ten cents (.10) per page, whichever is lower. Color copies will be reimbursed at the firm's actual rate. Advantage Solutions expects outside counsel to avoid and/or minimize unnecessary copying. Advantage Solutions requires the use of a firm's preferred legal duplicating vendor for bulk copying, unless there are specific concerns about speed, confidentiality or reliability that dictate the use of the firm's own facilities.
- Telephone and Facsimile: Advantage Solutions will pay for actual charges billed to the firm for outgoing international calls including those relating to international outgoing fax transmissions. No other amounts will be paid for outgoing or incoming telephone calls or faxes.
- Messenger/Courier Services: Advantage Solutions will reimburse the firm for actual charges billed to the firm for deliveries (including overnight express) that are necessary for speed and reliability. Advantage Solutions expects the firm to use its good judgment as to when delivery services are required. Advantage Solutions will not accept charges from a courier service or other expedited delivery when the urgency resulted from last minute preparation or delays attributable to outside counsel.

Overhead/Administrative Costs: Advantage Solutions will not accept charges for the following costs which are considered part of outside counsel's non-reimbursable overhead:

- Computer, document or word processing;
- E-mailing charges;
- Conference room charges;
- Office supplies;
- Library staff;
- Library use and materials;
- Meals, taxis and other expenses for employee to and from the firm's office(s) (including at night);
- Support staff salaries and overtime;
- Paralegal overtime;
- Local travel; and
- Local faxes and local telephone calls.

Advantage Solutions will not reimburse costs included in a 'miscellaneous' or 'other' category of charges.

## **II. Invoices**

Advantage Solutions expects bills for professional services to be based on the time reasonably and productively devoted to the matter. ALL invoices will be submitted to Advantage Solutions through CounselLink. Instructions on how to submit invoices to CounselLink are attached hereto as Exhibit B "Invoice Submission".

### **A. Invoice Structure**

All invoices should include the following:

- The name or title of the matter;
- Invoice date;
- Matter number;
- Specific invoice number, not to exceed 20 characters;
- Chronological detailed description of timekeeper fees including the cost and number of hours spent per task according to Section I; B of the Billing Guidelines;
- Itemized list of reimbursable disbursements and expenses in order by date according to Section I; C of the Billing Guidelines;
- Total for professional fees and disbursements year-to-date on the matter;
- Comments to any prior open invoices on your records;
- Summary table of time and fee totals itemized per timekeeper, with each timekeepers title or level, for the current invoice; and
- Separate Remittance page as outlined in Section II; C of the Billing Guidelines.

All charges must only reflect the work performed within the relevant billing period as outlined in Exhibit A of the Billing Guidelines to avoid any overlap or duplicate charges.

- Advantage Solutions may question and reject any charges incurred more than 90 days prior to an invoice's billing period as outlined in Exhibit A of the Billing Guidelines.

### **B. Submission of Complete Invoices**

- Advantage Solutions utilizes CounselLink for all invoice submissions. A complete invoice must be received by the due dates listed in Exhibit A. For faster processing and payment, invoices can either be imported into CounselLink from your billing software or created in CounselLink directly. If needed, invoices can also be emailed or mailed to CounselLink. Please keep in mind that emailing or mailing paper invoices will delay the payment due to mailing and processing times.
- Invoices that are emailed or mailed to CounselLink that are against the Billing Guidelines are manually rejected by CounselLink's staff. If an invoice is rejected, an email will be sent to your firm outlining the reasons for rejection including the steps needed to resolve the issues. Once the issues have been corrected by your firm, the corrected invoice can then be resubmitted in the same manner, by either email or mail for CounselLink's review. Once the invoice has passed the initial review it will be forwarded to Advantage Solutions' staff for further review, approval and payment.

### **C. Submission of a Separate Remittance Page**

- All invoices require a Remittance Page.
- Please ensure that the name of the firm and invoice number are clearly noted at the top of the Remittance Page.
- The Remittance Page should not include any timekeeper detail and should only include the invoice current amount due and any payment instructions.

### **D. Due Dates**

- An invoice for services rendered must be received by Advantage Solutions no later than end of day on the due dates shown in Exhibit A. Failure to submit invoices in the outlined timeframe could delay payment from 40 to 60 days. Invoices will not be accepted for more than 180 days after a matter has been closed.
- At the end of each year Advantage Solutions will send a year-end email to all outside counsel with deadlines to submit any open invoices and year-end estimates. Advantage Solutions may question or refuse any invoice submitted after this deadline.

### **E. Invoices Required for Individual Matters**

As a reminder, billing for each separately identifiable matter should be on a separate invoice. Invoices submitted with combined matters will be returned to the firm for separate billing and payment for those invoices could be delayed from 40 to 60 days. Examples of separate matters include:

- Litigation identified by case name;
- Corporate;
- Securities;
- Trademarks identified by name of the mark;
- Matters associated with a division or subsidiary;
- Matters for which Advantage Solutions requests separate billing.

If there are any questions regarding how to bill by matter, please feel free to email [ASMLEGALAP@advantagesolutions.net](mailto:ASMLEGALAP@advantagesolutions.net).

### **III. International Outside Counsel**

The Billing Guidelines apply to international outside counsel in their entirety in addition to the provisions outlined in this section. To the extent the provisions in this section conflict with other provisions in this manual, the provisions in this section will govern services and billing provided by international law firms. Advantage Solutions will pay the current currency conversion rate that applies at the time of the wire transfer. Any estimates provided should also include any applicable current consumption taxes or governmental charges.

### **IV. Other Clients**



Requests for waivers of potential or actual conflicts of interest will be considered on a case-by-case basis. Advantage Solutions will not provide blanket or prospective waivers. Any waiver granted by Advantage Solutions will be conditional on outside counsel's other client providing a written agreement that it will not object to outside counsel's continued ability to represent Advantage Solutions on existing and future matters.

**V. EPLI Carrier Guidelines (Applicable to Employment Claims Only)**

Outside counsel assigned to any employment-related matter must follow Advantage Solutions' EPLI carrier's guidelines which, if applicable to your assigned matter, will be provided to you by the carrier once they are notified of your assignment to a matter. Advantage Solutions expects outside counsel to become familiar with its EPLI carrier's guidelines as a non-billable, administrative matter, similar to reviewing the Billing Guidelines. Insurance-related tasks associated with each matter are considered billable work, however Advantage Solutions expects that such tasks be completed as economically and efficiently as possible.

**Exhibit A**

<b>2015 Invoice Billing Dates</b>				
<b>Month</b>	<b>Invoice Due (by EOD)</b>	<b>Invoice Billing Period</b>		
January	01/27/2015	01/01/2015	to	01/24/2015
February	02/24/2015	01/25/2015	to	02/21/2015
March	03/26/2015	02/22/2015	to	03/24/2015
April	04/27/2015	03/25/2015	to	04/23/2015
May	05/27/2015	04/24/2015	to	05/23/2015
June	06/25/2015	05/24/2015	to	06/23/2015
July	07/28/2015	06/24/2015	to	07/24/2015
August	08/25/2015	07/25/2015	to	08/22/2015
September	09/25/2015	08/23/2015	to	09/23/2015
October	10/27/2015	09/24/2015	to	10/24/2015
November	11/24/2015	10/25/2015	to	11/21/2015
December	01/05/2016	11/22/2015	to	12/31/2015

# EXHIBIT B

## INVOICE SUBMISSION

### Invoice Submissions

To secure prompt and accurate payments to your firm, invoices in structured data format (LEDES) submitted via the web site [www.counselink.net](http://www.counselink.net) are preferred. When necessary, we will accept invoices in other formats, including e-mailing a .PDF, ASCII invoice, or mailing a white paper invoice.

### Submission of a Structured Data File to CounselLink

- Export the invoice to the LEDES (ASCII) structured data format
- Log into [www.counselink.net](http://www.counselink.net) using your assigned login and password
- Click on the Upload Invoice link on the law firm home page
- Browse to the saved LEDES invoice, select it and click "Open"
- Complete any other necessary information on the Invoice Submission page and click "Submit File"

### Creating an Invoice in CounselLink (U.S. currency only)

- Log into [www.counselink.net](http://www.counselink.net) using the provided login and password
- Click on the Matter Search link on the law firm home page
- Search for the matter on which the invoice is to be submitted
- Select "Create Invoice" from the Action bar dropdown
- Enter information on the "Edit Invoice Screen" if applicable and click on Submit
- Enter fees and expenses from the invoice screen
- Submit invoice

### Alternative Forms of Submission

**Email:** A .PDF file or ASCII format copy of the invoice may be submitted via email to [dept165@examen.com](mailto:dept165@examen.com). Submit only ONE INVOICE PER .PDF file, although multiple .PDF files may be attached to a single email.

**Paper:** An original copy of an invoice on white paper. If submitting paper invoices, a separate invoice must be submitted for each matter. When submitting invoices for multiple matters at one time, each invoice must begin on a new sheet of paper and must have a unique numerical identifier. Unique invoice numbers for individual matters may be created by adding a suffix to the invoice number created by your system (e.g., 12345 1, 12345-2, 12345-3, etc.)

Paper invoices should be sent to:

**Advantage Solutions c/o LexisNexis, a division of Reed Elsevier Inc. Attn: CounselLink Invoices,**

**1801 Varsity Drive, Raleigh  
NC 27606**

## **Invoice Returns**

Invoices and the charges they reflect that in all respects conform to the Billing Guidelines will be promptly processed for payment. Invoices or charges that do not conform to the Billing Guidelines may be returned to your firm, in whole or in part, for correction. Invoices may also be returned for the following reasons:

- Firm has not acknowledged the Billing Guidelines
- Invoice is not in the proper format
- Invoice contains a math error
- Invoice contains block billed charges
- No invoice number
- Duplicate invoice number
- Invoice date is in the future
- Charge date is in the future
- Invoice is an exact duplicate of previous invoice
- Fee charges do not contain a date
- Fee charge does not contain date, timekeeper, units and rate
- Time increments not in tenths of an hour
- Unknown timekeeper
- No approved rate
- Expense charge has no description
- Unknown or incorrect LF Matter ID
- At Advantage Solutions' discretion

## **Block Billing on Invoices**

Invoices should set forth in detail the related professional, the distinct tasks and activities performed by each professional, the time expended in tenths of an hour and fees charged for that work in separate time entries. Additionally, the task description must be sufficiently descriptive in order to identify the facility, location or office involved. Descriptions of blocks, batches of activities or tasks under one charge (i.e., "block-billing") are unacceptable. Invoices that contain any "block" billing entries will be returned.

For example, an invoice containing the following entry will be returned:

<u>Hours</u>	<u>Description</u>
1.5	Reviewed plaintiff's interrogatory responses; prepared letter to opposing counsel regarding settlement options; continue drafting motion for summary judgment.

If submitting a LEDES file, or emailing a PDF, an acceptable method to enter the time entry would be:

<u>Hours</u>	<u>Description</u>
1.5	Reviewed plaintiff's interrogatory responses (.3); prepared letter to opposing counsel regarding settlement options (.4); continue drafting motion for summary judgment (.8).

### **CounselLink Customer Support**

CounselLink technical expertise is available to our outside counsel at no cost.

For technical support, please contact LexisNexis CounselLink's Customer Support Department at 800-600-2282, option 2, then 1. If outside the United States, please contact +1-919-378-2713.

## **EXHIBIT C**

### **DOCUMENT ATTACHMENT**

Law firms are able to attach case supporting documents such as pleadings, status reports and third-party invoices electronically to either an invoice or a matter. Outside counsel may be requested to upload specific documents to a matter or invoice.

Documents will be permanently attached to the invoice or matter unless removed by the individual who attached them. Only the law firm and Advantage Solutions will be able to view the documents. Most document formats are accepted including PDF files.

#### **PLEASE DO NOT USE DOCUMENT ATTACHMENT TO SUBMIT LAW FIRM INVOICES.**

- Attaching a document to an Invoice (e.g. expense receipts)
- Log in to <http://www.counselink.net>
- From the Home page, click on either **Created** or **Scheduled** Invoices (dependent upon the status of your invoice)
- Click on the **CounselLink Invoice Number**
- To add or search for a document, click on the **Documents** link
- To add a document, click on the **Add Document** link
- Type in the document name as you want it to appear in CounselLink
- Browse your file directory for the document to add by clicking the **Browse** button
- Select the **Category** from the drop down
- Select "**Yes**" from the Shared drop down
- Select "**Public**" from the Access Level drop down
- Enter a free form description of the document in the **Description** box
- Enter a key word to assist in future searches in the **Key Word** box
- Click on **Save**

**Attaching a document to a Matter (e.g. Initial Report, pleadings, summaries)**

- Log in to <http://www.counsellink.net>
- From the Home page, click on **Matter Search**
- Enter the **Matter Search** criteria
- Click on the **Matter ID** or **Matter Title**
- Select Documents from the **Action** drop down
- Type in the document name as you want it to appear in CounselLink
- Browse your file directory for the document to add by clicking the **Browse** button
- Select the **Category** from the drop down
- Select "**Yes**" from the Shared drop down
- Select "**Public**" from the Access Level drop down
- Enter a free form description of the document in the **Description** box
- Enter a key word to assist in future searches in the **Key Word** box
- Click on **Save**