



OUTSIDE COUNSEL GUIDELINES

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I. Adoption and Applicability of Guidelines

Aptim Corp. and its subsidiaries and affiliate companies (“APTIM”) have adopted the Outside Counsel Guidelines (“Guidelines”) in order to standardize our processes and procedures in connection with APTIM legal matters. These Guidelines state our expectations; we hope these Guidelines will contribute to a more effective working relationship with outside counsel.

The main objectives for the adoption of these Guidelines are to achieve greater consistency and efficiency in matter handling, standardize requirements to streamline processes, and improve cost savings. We expect all outside counsel to adhere to these Guidelines. However, we do not intend these Guidelines to interfere with your professional judgment or duties as an advocate representing APTIM’s interests.

These Guidelines are effective for all work performed from [DATE TBD] forward, and are applicable to all outside counsel and vendors assigned to work on legal matters for APTIM. In the event of a conflict with any other guidelines or policy document, retention agreement or engagement letter, these Guidelines prevail. You may not depart from these guidelines without written approval from your APTIM Contact (defined below). APTIM encourages outside counsel to raise any questions regarding its Guidelines and billing expectations.

APTIM reserves the right to modify these Guidelines at any time and will provide outside counsel at least thirty (30) days notice prior to any substantive modifications.

II. Conflicts of Interest

Prior to being retained, APTIM expects its outside counsel to investigate and resolve any potential conflicts of interest it may have in representing APTIM. Outside counsel must affirmatively represent to APTIM that no conflicts preventing its representation were found to exist or that any conflicts have been fully resolved. If any actual or potential conflicts are found, outside counsel must identify them in writing for APTIM to review and consider prior to confirming any engagement. All requests to waive an actual or potential conflict shall be submitted in writing on firm letterhead to the attention of APTIM’s Chief Compliance Counsel. APTIM will not pay for any time or costs incurred by outside counsel in fulfilling this obligation.

III. Retention/Engagement

Outside counsel is engaged for APTIM by the APTIM attorney or other member of the APTIM Legal department (“APTIM Contact”) with knowledge of the matter. APTIM employees outside of the Legal Department do not normally have authority to retain counsel or to expand or modify the scope of the engagement or otherwise manage the rendering of legal services to APTIM. If someone other than your APTIM Contact requests a change in the scope of services to be rendered, you must consult with your APTIM Contact and obtain approval of the change.

Matters will be assigned to outside counsel through APTIM’s 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. APTIM issues a work authorization or other written engagement to you through this tool.

III. Staffing

APTIM selected your firm based on its expertise and efficiency. APTIM expects its outside counsel to staff projects appropriately based on the nature and complexity of the legal work, engaging the most efficient team of knowledgeable professionals necessary to the matter to get the job done well. A balance should be struck between the efficiency a more experienced lawyer brings to a given task and the advantages of having other tasks performed by a less senior lawyer or paralegal.

Avoid duplication of effort within the firm. APTIM will not pay for tasks or work that appears duplicative. Unless approved by us in advance, we will not reimburse you for time spent by more than one attorney or timekeeper attending meetings, witness interviews, depositions, hearings, or negotiations.

We also ask you to keep to a minimum, and only where necessary, involvement of more than one attorney or timekeeper in telephone conferences. Multiple timekeepers attending trial should be discussed and approved by us in advance. We will not reimburse you for time firm counsel and paralegals spend in giving each other periodic matter status reports. APTIM will not pay for tasks that are supervisory in nature including instructions regarding work assignments.

We expect all timekeepers to work efficiently and avoid devoting excessive hours to a single project on any particular day. Unless approved in advance, we will not pay for more than fifteen (15) hours of time spent by any one timekeeper on any one APTIM matter in a given day if the timekeeper is working on an active trial, mediation, arbitration or deposition, or more than ten (10) hours in a given day spent by any one timekeeper on any one APTIM matter working on other issues besides trial, mediation, arbitration or depositions.

. Attorney, paralegal, and legal assistant time billed should not include tasks that are more appropriate for clerical or secretarial personnel, such as stamping or numbering documents, indexing or tagging exhibits, organizing files or reproducing documents. Please review the Clerical and Administrative task list below so it is clear which tasks should not be billed no matter who performs the work.

APTIM does not expect to be billed and will not pay for time submitted by librarians, secretaries, billing, filing, clerks, internal messengers/couriers, law clerks, summer associates, temporary or clerical support staff, word processors, and IT professionals.

APTIM expects to be informed and consulted on the engagement of any experts, consultants, litigation support vendors and e-discovery vendors. Obtain prior approval before hiring any third party vendors on non-litigation matters. Outside counsel is responsible to insure all third party vendors are aware of and comply with this Guidelines document when applicable.

IV. Matter Management & Reporting Requirements

APTIM may find it necessary to impose other billing requirements and policies during the engagement as appropriate to manage the matter effectively and efficiently. Prior notice will be given and the matter

discussed with counsel if this is deemed necessary. Please discuss the reporting requirement of your APTIM Contact for each matter you are assigned.

V. Alternative Fee Arrangements

APTIM is receptive to alternatives to the conventional hourly billing model, including the use of fixed or flat fees, blended rates, volume discounts, or contingency fees. We encourage your firm to consider and propose alternative legal spend arrangements at the inception of matters whenever feasible. These alternative fee arrangements will be agreed to in writing and implemented using CounselLink.

VI. Billing and Expense Guidelines

A. 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 APTIM through CounselLink for review and approval by APTIM. Charges submitted at a rate that exceeds the approved CounselLink Fee Offer rate for a timekeeper will be reduced to the approved rate.

B. Invoicing

Beginning [DATE TBD] with invoices for work performed in [DATE TBD], ALL invoices will be submitted to APTIM through CounselLink. Instructions on how to submit invoices to CounselLink are attached hereto as Exhibit A “Invoice Submission”.

A separate invoice must be submitted for each matter for which your firm has performed work during the relevant time period.

C. Invoice Format

Each invoice will include the following minimum requirements:

- Unique invoice number not to exceed [20] characters
- Invoice date
- Matter name
- APTIM’s matter number
- APTIM’s Purchase Order number
- Date services were performed
- Timekeeper name or ID
- Timekeeper title or level
- A narrative description of the service provided or task performed for each specific task. ‘Block billed’ descriptions (grouping multiple activities under a single time charge) is prohibited. The description should clearly state the nature of the task performed sufficient to allow the APTIM reviewer to determine why it was necessary. Incomplete or vague charge descriptions are unacceptable. Examples include, but are not limited to: “as analysis,” “conference,” “attention to matter;” “worked on discovery,” “work on file,” “miscellaneous,” “other”
- Time entry to the nearest tenth (.10) of an hour
- Timekeeper rate
- Charge total
- Detail of reimbursable expenses and disbursements at actual cost

If your firm provides services on more than one matter during a billing period, a separate invoice for each matter is required. Block Billing will not be accepted. Please refer to Exhibit A - 'Invoice Submission' for a discussion of Block Billing and how to properly format your charge entries.

D. Time Frames for Billing

Unless otherwise approved, submit invoices monthly, the month following the date the service is provided or cost incurred. Charges for time expended or costs incurred which are greater than 90 days old at the time of invoice submission are considered untimely and may not be paid. Invoices will not be accepted for more than 180 days after a matter has been closed.

E. Clerical Tasks

APTIM will not reimburse outside counsel for the clerical tasks regardless of who is performing the task unless APTIM approves in advance. These non-reimbursable tasks include but are not limited to the following:

- Calendaring/docketing
- Word processing
- Data processing
- Faxing documents
- Mailing documents
- Preparing transmittal letters
- Photocopying documents or files
- Organizing documents or files
- Updating documents or files
- Labeling
- Printing documents
- Collating or Bates stamping documents
- Document indexing
- Scanning or coding documents
- Binding documents
- Filing, serving or hand-delivering documents
- Other general clerical tasks

F. Administrative

APTIM will not reimburse for administrative tasks that it would expect to be included in the outside counsel billing rates unless APTIM approves in advance. Non-reimbursable tasks include but are not limited to:

- Preparation of timesheets and invoices
- Preparation of the budget, work plan or staffing proposal
- Opening/closing files
- All tasks related to conflicts checking
- Receiving and processing mail/faxes/email
- Scheduling appointments, events, depositions, conferences, deliveries, or travel
- Interacting with vendors and vendor invoice processing (calls, processing invoices etc.)
- Secretarial billings

- Database administration including maintenance, data loading, data conversion etc.
- Internal messengers
- Attendance at seminars, continuing legal education or conferences
- Other general administrative tasks

G. Legal Research

Undertake legal research when necessary to protect APTIM's interests. APTIM will pay for time spent conducting necessary legal research. We would normally expect research projects to be conducted by experienced associates instead of partners. We expect to benefit from previously prepared briefs and memoranda, and when such briefs or memoranda exist we will pay only for actual time spent updating or tailoring the same to our needs. APTIM will not pay for research regarding fundamental concepts or local rules, the understanding of which is assumed by your firm's retention.

H. Third-Party Disbursements

Whenever possible, outside counsel should pay all third-party invoices (i.e. expert witnesses, court reporters, etc.) and then submit those charges as disbursements on the firm's monthly invoice to APTIM as an expense item, with supporting documentation/invoice attached using the 'Document Attachment' feature in CounselLink. Should an exception occur, contact APTIM to discuss handling.

I. Expenses

Each expense or disbursement shall be billed at actual out-of-pocket cost. No mark-ups or administrative fees may be added, nor will they be paid by APTIM. Each expense or disbursement should be itemized with a description sufficient for review, units, price per unit and total cost. APTIM may refuse to pay for disbursements billed as "miscellaneous," billed in a group, (i.e. Travel expenses \$4000.00) or disbursements without any description. Specific expenses and disbursements, reimbursable and non-reimbursable, are addressed in the sections below.

J. Law Firm Overhead

APTIM will not reimburse for the following overhead expenses that should be considered part of the firm's cost of doing business, unless APTIM approves in advance. Such expenses include but are not limited to:

- Electronic research (i.e. Lexis, Westlaw, CourtLink)
- Time for meals or travel outside regular business hours
- Overtime expenses
- Temporary staff charges
- Office rent/utilities
- Office supplies
- First class postage
- Interest on unpaid invoices
- In-house accounting fees
- Internet service fees
- Cellular telephone charges
- Local or long distance charges
- Facsimile charges

- Firm conference rooms
- Temporary office space
- Equipment rental
- Storage charges
- Laser printing
- Case management or litigation software or systems
- Computer hardware and software
- IT charges/database administration including database maintenance
- Costs of computer support or IT professionals
- Temporary word processing or clerical staff (regular and overtime charges)
- Internal messengers and couriers
- Subscriptions, books, periodicals, publications
- Professional association fees
- Group outings or hospitality
- Client entertainment
- Business meals or refreshments during the course of a work day (unless associated with travel, trials, meetings or depositions)
- Local mileage – 50 miles or less

K. Photocopies

APTIM will pay for photocopies at a rate not to exceed \$0.10 per page. Color photocopies will be reimbursed at a rate not to exceed \$0.75 per page.

L. Express Mail/Messengers

APTIM will not pay for Federal Express, Express Mail, UPS, or other overnight messenger/courier charges unless the use of such services was necessitated by time constraints imposed by APTIM or because of the need for reliability given the nature of the items being transported. If these services must be used, and unless required for specific filing, packages must be sent for afternoon delivery, not morning delivery.

M. Telephone & Facsimile

APTIM will not pay for local or long distance telephone calls, or mobile telephone calls. APTIM will not pay for receipt or delivery of facsimile transmissions. When feasible, please transmit correspondence and documents by secure e-mail.

N. Travel

APTIM expects that its outside counsel will use travel time spent on APTIM matters as productively as possible. APTIM will not pay for non-productive travel time unless approved in advance. Charges for attorney/staff time during travel shall not be billed if the time is spent doing work on non-APTIM matters or is billed to another client. If the travel involves another client, APTIM expects to only be billed for its proportionate share for both time and expenses.

APTIM will reimburse reasonable and actual charges for transportation, lodging and meals necessary for effective representation. Personal travel expenses will not be reimbursed. Personal travel expenses include salon expenses, alcohol, in-room or in-flight movies or entertainment, excess baggage expenses, travel

agency expenses, shoe shines, toiletries, and luggage. Please discuss arrangements for international travel in advance with APTIM.

1. Air Travel

Air travel should be economy or coach class for all domestic travel. Business class may be used for international travel with APTIM approval. APTIM will not reimburse the cost of first class travel and expects that travel arrangements will be made far enough in advance to take advantage of any available cost effective discounts or special rates. Air travel receipts should be attached to the invoice using the Document Attachment feature in CounselLink. See the instructions for attaching documents in Exhibit B.

2. Accommodations

APTIM expects outside counsel to use good judgment when choosing accommodations and will compensate for hotel expenses consistent with the average moderately priced overnight accommodations for the geographical region. APTIM will not reimburse outside counsel for four or five-star hotel unless approval is received in advance. We will not reimburse for mini-bar expenses, in-room movies or entertainment or laundry. Overnight parking will also be compensated if a rental car is necessary. Hotel expenses should be itemized with the daily rate and the number of days and the receipts should be attached to the invoice using the Document Attachment feature in CounselLink.

3. Meals

APTIM will reimburse for meals while outside counsel is traveling on APTIM business. Meals should be consistent with the average moderately priced meals for the geographical region. APTIM will not reimburse for any meals not associated with travel unless prior approval has been received from APTIM counsel.

4. Ground Transportation

Unless it is more cost effective to do otherwise, or prior approval has been received from APTIM, public transportation including taxis, Uber or Lyft or similar ride sharing services rather than rental vehicles should be utilized. If it is necessary to utilize a rental car APTIM will reimburse for up to mid-size class. APTIM will also reimburse for tolls and parking when a rental car is required. APTIM will also not reimburse for limousines or town cars unless it is the most cost effective means of transportation.

Should outside counsel use a personal vehicle for approved travel, mileage will be reimbursed at the current IRS rate. Local mileage (under 50 miles) will not be reimbursed.

VII. Confidentiality

The Company may provide outside counsel with copies of confidential and proprietary information relevant to the work outside counsel is performing on APTIM's behalf. None of these documents or materials should be used by outside counsel directly or indirectly for any purpose other than in connection with their representation of APTIM.

VIII. Records Retention

Upon completion of an assignment for APTIM, all original records or documents must be returned to APTIM. All other documents or other information gathered through the course of the assignment may not be destroyed except with written permission of the APTIM contact. If notified by APTIM that any

information in your firm's possession is subject to a Litigation Hold, all relevant information should be preserved unless otherwise directed by a member of the APTIM legal department.

IX. Media Contact

All inquiries from the media regarding any of APTIM's legal or business matters will be handled by APTIM's Corporate Communications department. If outside counsel is contacted by the media, inquiries must be directed to the APTIM contact responsible for the matter. Outside counsel is not at liberty to speak to the media regarding any APTIM matters without the express approval of APTIM.

X. Use of APTIM Name (including any subsidiaries or affiliates)

Your firm is not authorized to use the APTIM name or the name of any of its subsidiaries or affiliates in any firm marketing materials, websites, presentations unless written approval has been received from the APTIM legal department. In addition, discussion of any APTIM legal matters during presentations, round tables or seminars is strictly prohibited.

XI. Corporate Responsibility

APTIM is committed to pursuing environmental and green initiatives. APTIM requests that, whenever practicable and reasonable, its law firms and vendors consider the environment before printing documents, use electronic means for the transmission/filing of documentation, and use technology in lieu of travel in making appearances.

EXHIBIT A

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 are preferred. When necessary, we will accept invoices, in other formats, including e-mailing a soft copy or mailing a hard copy of your invoice.

Submission of a Structured Data File to CounselLink

- Export the invoice to the LEDES (ASCII) structured data format
- Log into 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 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: You may create invoices using your preferred output format and email them to the office of CounselLink. You may email documents in the following formats: .pdf, .doc, .txt, and .xls.

Multiple files may be attached to one email, but only one invoice per file. Please include any necessary backup documentation (receipts, etc.) at the end of the invoice file and not as a separate file attachment. There is a 6 MB size limit. Note that you may also upload receipts directly in CounselLink when the emailed invoice has been uploaded to your client.

Please do not use the "return receipt" option in your email program. A verification email will be sent that includes a confirmation number for each invoice attachment. This confirmation number should be retained for tracking purposes.

Invoices should be sent as an attachment to:

counselinkinvoices@lexisnexis.com

Note: The subject line and body of the email are *not* read as this email is not monitored. Invoices that do not meet minimum CounselLink requirements are rejected. An email is sent to the original sender of the invoice as well as individuals in the Accounts Receivable role within the law firm office. The rejection message will contain information on the action needed to correct the issue(s) which is preventing CounselLink submission.

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:

LexisNexis
Attn: CounselLink Invoices
1801 Varsity Drive
Raleigh, NC 27606

Invoice Returns

Invoices and the charges they reflect that in all respects conform to this Policy will be promptly processed for payment. Invoices or charges that do not conform to this Policy 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 these 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 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 Client's 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 B

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 Client 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.counselink.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**