

Outside Counsel Retention Letter

[DATE]

[ADDRESS]

Dear [ADDRESSEE]:

To ensure consistency in our law firm relationships, and to improve the efficiency of case handling and the receipt of timely and cost-effective legal services, we have established guidelines governing engagement of outside counsel. These revised guidelines apply to all outside counsel handling matters for any XXX Group affiliate (“XXX” or the “Company”). Please review and follow these procedures in connection with all assignments your firm may handle on our behalf.

Relationship Responsibility

Account Responsibility – The Firm We ask that your firm designate a Relationship Partner to whom we will look to exercise oversight responsibility for adherence to these guidelines.

Account Responsibility – The Company Unless otherwise instructed, I will have responsibility for managing the Company’s relationship with your firm and will be your firm’s primary contact for any specific matter.

Confidentiality and Media Contact

All Company matters are required to be kept confidential. You may not identify the Company by name or otherwise as your client or former client to third parties unless you obtain the Company’s prior written approval. This also precludes discussion of any Company matters in any seminars, speeches, or other public forums. You should not make statements to the media on a matter you are handling for the Company without my prior approval and any media inquiry of significance relating to any Company matter should be referred immediately to my attention.

Budgets

For engagements where you anticipate litigation is likely and/or where aggregate legal fees are likely to be \$25,000 or more, you must provide a budget for the entire disposition of the matter. This budget should be entered directly into the Serengeti system for easy access by all interested parties. The budget must be reviewed at least quarterly and updated to take into consideration new strategies adopted in light of material changes or unforeseen developments. We should discuss any changes to the budget.

We recognize the difficulties in preparing budgets based on the early developments in a matter. Still, we consider budgets to be useful for our supervision of cases and for purposes of our sharing related information with the senior management team and our Board of Directors.

In general, budgets should reflect your (i) estimate of the scope of work in terms of time and activities, (ii) major assumptions, (iii) identification of major phases of the work and by whom you believe these will be performed and (iv) estimate of fees and costs. Budgets must be provided in writing prior to incurring significant fees in connection with these assignments.

Strategic Plan

For engagements where a budget is required, we also require a brief Strategic Plan within 30 days after you receive the assignment. This Strategic Plan should include the scope of the assignment and your evaluation and analysis of the facts and proposed strategies. It should also include your proposed staffing for the matter and a preliminary timetable for completion of the assignment. For litigation matters, the Strategic Plan should also include a summary of the claims and relief sought, all potential liability issues and any early or alternative dispute resolution options, settlement possibilities and preliminary views regarding anticipated risks associated with each. The Strategic Plan should also designate specific activities planned to achieve these objectives in a cost-effective and efficient manner and identify by whom these activities will likely be performed. As with any budget, the Strategic Plan must be updated periodically to address new facts, alternate exposures and revised strategies.

Communications

We expect to receive accurate and timely information about the status of all significant legal matters. Where your firm is handling a litigation matter, we expect that you:

- Discuss with me significant potential changes in strategy and all major developments. There is generally no need to seek advance approval as to routine matters and pleadings;
- Involve me in the preparation of any dispositive pleadings (such as answers to complaints), dispositive motions and briefs, as well as critical correspondence. You should provide drafts of all significant documents in time to permit my review and comment - typically one week before any filing deadline;
- Consult with me as soon as possible regarding the date, place and name of all persons to be deposed, mediations, arbitrations, hearings or trial dates;
- Provide copies of all substantive correspondence and memoranda. This includes copies of internal research or fact memoranda prepared by attorneys or paralegals within your firm relating to the matter at issue;
- Discuss with me the content of all deposition transcripts, exhibits and other lengthy documents, but you do not need to provide copies unless requested;
- Provide final copies of all key pleadings, memoranda, briefs and other significant documents prepared on our behalf and by any third party.

If your firm is handling a corporate, transactional or other non-litigation matter for us, we similarly expect that you will keep us apprised of all developments and changes in strategy. We also expect that you provide copies of significant documents, such as contracts and major correspondence, and give us ample notice of significant deadlines to permit meaningful participation, review and comment.

Staffing and Productivity

We expect matters to be staffed leanly and work to be performed efficiently. Billing for intra-office conferences between and among lawyers in your firm is to be strictly limited; it must be justified by the circumstances of the case and billing descriptions should disclose the justification for such conferences. Where other partners and associates are utilized, the lead attorney retains responsibility for the end product and no duplication of effort or increased costs should result. Unless circumstances require otherwise, only one attorney should attend meetings, conference calls, depositions and routine court appearances.

Engagement of Third Parties

Expert witnesses, investigators, consultants and local counsel should not be retained without my prior approval.

Billing

Serengeti Tracker XXX uses an internet-based e-billing system and your participation in this process is required for any invoices you submit.

If your firm is *not* currently billing through Serengeti Tracker, then we ask that you complete the following tasks as soon as possible:

1. Forward this email to the appropriate person at your billing department who should review the Electronic Invoice Format Requirements and Posting Instructions manual which can be found by clicking here:

<https://trackerhelp.serengetilaw.com/AllDocs9473/Invoicing%20Requirements%20And%20FAQs.pdf>.

Additional information about utilizing VAT in your invoices to be posted into Tracker can be found here: http://trackerhelp.serengetilaw.com/0734hlp/lfadm/lfgen/lf_4525-vat.htm.

2. Send to [] of our New York office (Tel: XXX-XXX-XXXX; email) the name, email address, and office address of the person at your firm who will be responsible for administering the Tracker system (e.g., creating new firm users, resetting passwords for firm users, completing firm office profiles, etc.). Please see here for more information:

[http://trackerhelp.serengetilaw.com/0734Hlp/lfAdm/lf_9105-FirmLeadSystemAdmin.htm#Who should your firm select to be the Lead and Backup System Administrators](http://trackerhelp.serengetilaw.com/0734Hlp/lfAdm/lf_9105-FirmLeadSystemAdmin.htm#Who%20should%20your%20firm%20select%20to%20be%20the%20Lead%20and%20Backup%20System%20Administrators) .

Billing Rates We are committed to obtaining the highest quality legal representation in the most cost effective manner. In this regard, we expect your firm to work with us in reaching a mutually agreeable billing arrangement. From time to time, we may consider alternative billing methods for a specific matter and we encourage such proposals when appropriate. All billing arrangements must be approved by us.

In matters where hourly rate billing is used, hourly rates for individuals performing the services should be pre-approved by us.

We understand that you may request that billing rates be adjusted from time to time, but not more frequently than annually. Requests for hourly rate increases normally will not be considered for a pending matter. No adjustment to a billing rate may be made without our prior approval. We expect to receive the lowest rate including any applicable discounts charged by your firm for comparable work for other clients.

Expenses All expenses are to reflect actual out-of-pocket disbursements to third parties incurred by the firm. In no event should surcharges be billed and we expect you will utilize the lowest cost, responsible service sources available for disbursement items.

Transportation/Lodging/Meals Charges for transportation, lodging and meals are expected to be reasonable and will be paid based upon submission of a detailed accounting accompanying the billing statement. The mode of air travel should be coach class. Business and first class travel will not be reimbursed absent pre-approval. Only time spent working on our Company's matters while traveling should be billed to us. Lodging at quality and moderately priced hotels is expected. Luxurious and exorbitantly priced accommodations will not be reimbursed. We will not reimburse for personal entertainment or other personal expenses.

Research Extensive time billing for research relating to pending matters or charges incurred for computer research (i.e. WestLaw or Lexis Nexis) must be cleared by us in advance.

Routine Administrative Expenses Absent extraordinary circumstances or our express prior written consent, and subject to the limits on copying, fax and postage charges as noted below, we will not pay for routine overhead costs such as word processing charges, telephone, copying (\$0.10/page), fax (\$0.50/page limited to \$25.00), postage (actual third party expense), messenger services by personnel employed by your firm, or overtime charges for secretarial and support staff. We will also not reimburse for individual car service, meals, or expenses relating to after-hours transportation or dining absent extraordinary circumstances.

Non-Billable Items We do not expect to be billed for:

- Charges for time spent in preparing invoices; or
- Routine responses to the inquiries of the Company's outside auditors regarding the status of pending legal matters.

Please do not hesitate to call me to discuss any of the foregoing. Absent your advising me otherwise, I understand our engagement of your firm to be on the terms and subject to the conditions set forth above. We appreciate your assistance and look forward to a productive and rewarding relationship.

Very truly yours,

Accepted and Agreed by:

Name and Title