



Monday, May 22
4:30–6:00 pm

501 Working Effectively with Outside Counsel *New to In-house Track*

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501 Working Effectively With Outside Counsel

H. Ward Classen

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ACC's 4th Annual Corporate Counsel University:
New Challenges/New Solutions

May 21-23, Baltimore Marriott Waterfront

The in-house bar association.SM



Agenda

- Engaging Outside Counsel
- Managing Outside Counsel
- Controlling Costs
- Outside Counsel Metrics



SELECTING COUNSEL: USING AN RFP

- When to do an RFP?
 - Repetitive
 - Large dollars
 - Importance to company
- How to conduct RFP
 - No one right way – Fit to need
 - Potential candidate pool – other trusted firms recommendations, colleagues (ACC), legal directories



RFP AND CREATIVE FIRM RELATIONSHIPS

- May require written materials
- Phone interview v. In-person interview
- Single project or area of work
- Lower priced firms covering national scope



SAMPLE WRITTEN RFP

REQUEST FOR PROPOSAL

ERISA Legal Work

Company Name

Introduction:

Company [website address] is [brief description of Company].

Company has [describe organization of Company including number of employees, breakdown in numbers between senior management and other staff].

Company [insert information about Company's customer/client base total revenues].

[Insert information about Company locations and description of Company's products/services].

Company has received legal assistance from one firm for its ERISA work for the past 5 or 6 years and would like to continue to place its ERISA work primarily with one law firm. Company has decided to choose that firm through this RFP process.

For an explanation of the General Counsel's Office, please review [insert website name]. The user name is "[insert]" and the password is "[insert]".

General Instructions:

- **Please address the issues raised in this RFP, although you are welcome to attach general marketing materials to the extent you deem appropriate.**
- **Please respond according to the timeline set forth in this RFP.**
- **If you have any questions, please contact _____.**
- **Submit all written materials to**
 - **Attention:**

Company has a General Counsel, ____ Assistant General Counsels and ____ paralegals. The ERISA work is primarily handled by the General Counsel and one of the Assistant General Counsels, both of whom are based in _____. Information on these two individuals is as follows:

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GOALS OF RFP/FIRM SELECTION

- Compare fees, styles and approaches
- Match lawyer to project or firm to type of work
- Lowest fee isn't always best bet – it's overall fee and quality of work product that counts



ENGAGEMENT LETTERS

- Send to firms as adjunct to their retainer letter
- Note any conflicts between retainer letter and engagement letter



ENGAGEMENT LETTERS

- List affiliates for conflicts
- Set approval guidelines for projects and require budgets
- Set staffing guidelines (experience requirements)
- Describe types of fee arrangements-hourly, fixed, risk-sharing
- Establish right to audit
- Set reimbursement policy
- Describe format and procedures for invoices
- Establish litigation policy
- Set policy for use of experts and consultants
- **70%** of in-house counsel require outside counsel to agree to retention terms



Methods for Identifying Foreign Counsel

- Foreign Office of US Firms
- Global Alliances
- Direct Identification
- Word of Mouth
- Trade Associations



Selection Criteria

Substantive Considerations

- Knowledge of Relevant Local Laws
- Relevant Substantive Experience
- Local Relationships
- References
- Practical Consideration
- Language Skills
- Local Communications Infrastructure
- Ethical Conflicts and Concerns



Selection Criteria (cont.)

- Knowledge of Applicable U.S. Laws
 - The Foreign Corrupt Practices Act
 - Anti-Boycott Regulations
 - Export Laws



Managing The Working Relationship

- Client Involvement
- Billing and Budgets
- Cultural Considerations
- Parent/Subsidiary Issues
- Evaluation of Counsel



Common Problems and Suggested Solutions

- **Too Many Decision Makers**
 - Erosion of Attorney/Client Privilege
- **Maintaining Sense of Urgency**
- **Conflicts of Interest**



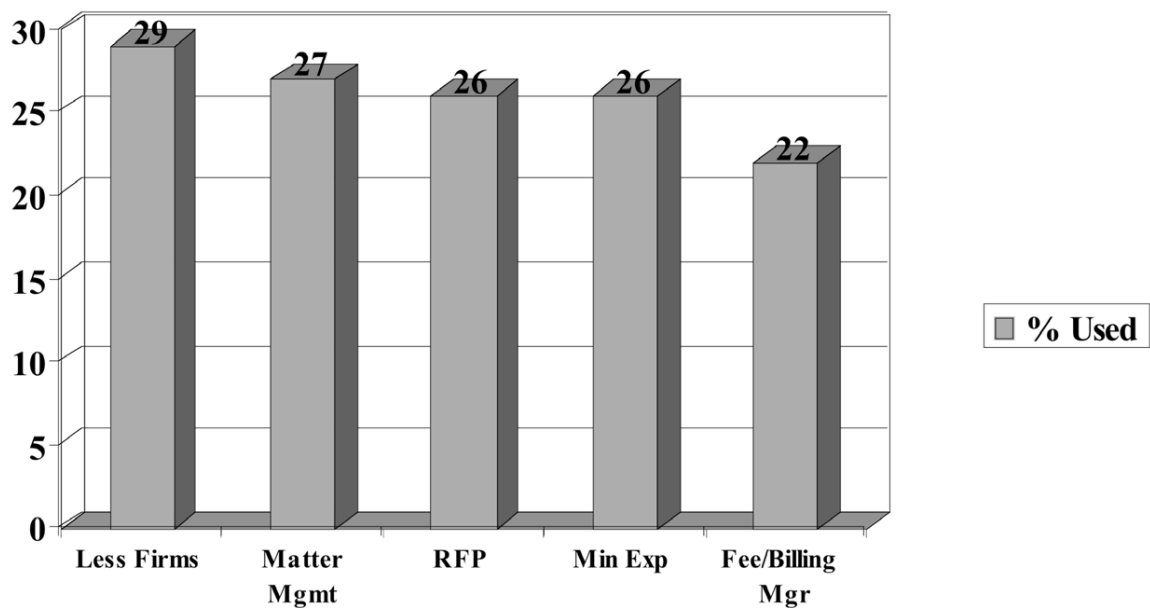
BILLING ARRANGEMENTS

- 75% of legal work is done on standard hourly billing (compared to 84% in 2003 and 80% in 2002)
- Less than 3% of in-house counsel said their law firms offered alternative fee arrangements

Source: 2004 Serengeti Law survey as reported in *LegalTimes* on December 20, 2004



TECHNIQUES TO CONTROL OUTSIDE COUNSEL SPENDING



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CONTROLLING COSTS

WHAT'S BEING DONE

- Minimum level of associate experience:
 - 5 yrs in 2003 (was 3 yrs in 2000)
- Average discounts for early payments increased from 5.1% in 2002 to 6% in 2003
- Less than 10% use e-billing systems to control costs
- In-house fee/billing manager - average of 20% in savings over prior year spending
- Matter Management - reported savings of 17%

Source: 2004 Serengeti Law survey as reported in *LegalTimes* on December 20, 2004



Outside Counsel Metrics

- Decide what to measure
- Gather performance data
- Analyze results
- Take action



What to measure

- Quantitative metrics
- Qualitative metrics



Quantitative metrics

Category	Quantitative Metric(s)
Cost	<ul style="list-style-type: none"> ▪ Total fees for outside counsel ▪ Average cost to litigate each lawsuit with outside counsel ▪ Average cost to litigate each lawsuit via alternative fees with outside counsel ▪ Exposure level of lawsuits handled by outside counsel ▪ Average cost of legal research / discovery / trial for each lawsuit handled by outside counsel
Cycle time	<ul style="list-style-type: none"> ▪ Average cycle time to handle each lawsuit by outside counsel ▪ Total cycle time to handle each lawsuit through outside counsel
Productivity	<ul style="list-style-type: none"> ▪ Average number of outside counsel hours billed for each lawsuit ▪ Ratio of hours spent per lawsuit by outside law firm attorneys compared to outside law firm legal assistants ▪ Total number of litigated / transactional / corporate / general matters per attorney for matters handled externally
Process efficiency	<ul style="list-style-type: none"> ▪ Pre-discovery resolution rate of lawsuits by outside counsel ▪ Pre-trial resolution rate of lawsuits handled by outside counsel ▪ Average budget to actual legal expense ratio per lawsuit handled by outside counsel



Qualitative Metrics

Category	Qualitative Metric(s)
Subject matter expertise	<ul style="list-style-type: none"> ▪ Legal knowledge and expertise ▪ Results
Work quality	<ul style="list-style-type: none"> ▪ Quality of advice and counsel ▪ Professionalism
Responsiveness	<ul style="list-style-type: none"> ▪ Timeliness of work product ▪ Anticipation of wants and needs ▪ Efficient staffing of cases
Compliance with policies	<ul style="list-style-type: none"> ▪ Getting approvals when required ▪ Quick notification of significant changes or events ▪ Timely distribution of legal research studies and memoranda



Qualitative Metrics (continued)

Category	Qualitative Metric(s)
Teamwork	<ul style="list-style-type: none"> ▪ Cooperation with other legal service providers ▪ Knowledge sharing with client's in-house counsel ▪ Understanding of client culture and style
Diversity	<ul style="list-style-type: none"> ▪ Degree to which this firm assigns female and minority staff to your cases ▪ Degree to which this firm affords significant opportunities to female and minority attorneys
Use of processes and technology	<ul style="list-style-type: none"> ▪ Use of e-mail and extranets (i.e. E-Rooms) for communication ▪ Timely and detailed case plans and budgets

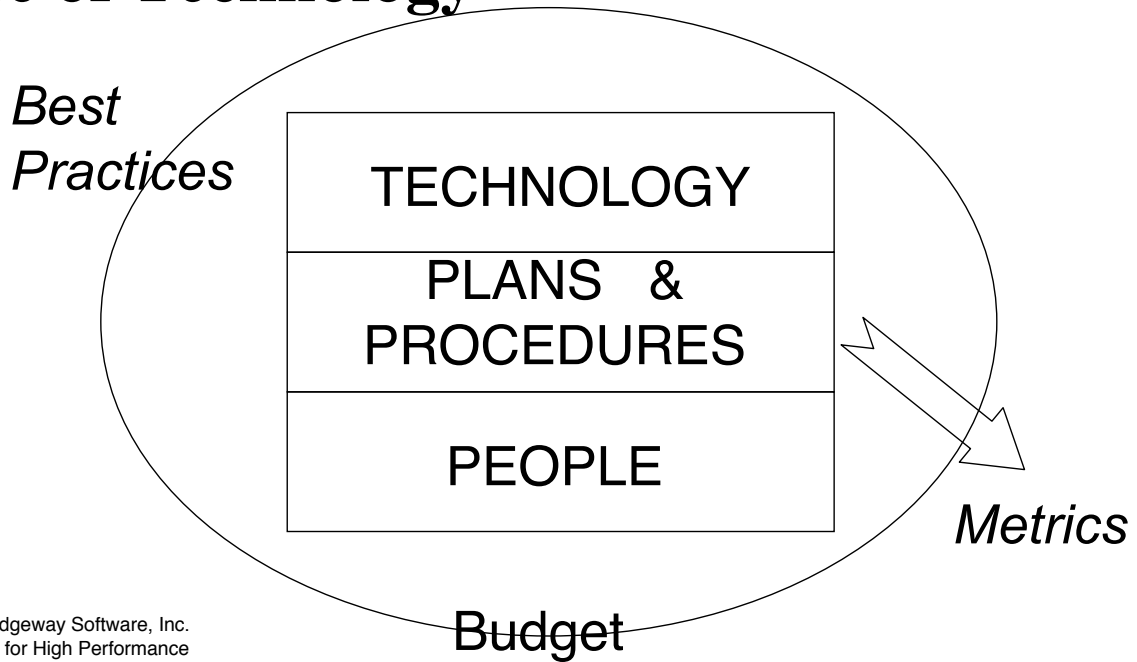


Qualitative Rating Scale

- Not observed
- Significant improvement needed
- Some improvement needed
- Acceptable
- Proficient
- Highly proficient
- Demonstrates strength
- Role model



Use of Technology



Source: Bridgeway Software, Inc.
"Technology for High Performance
Legal Organizations"



Key Technologies

- Case management systems
- E-Billing systems
- Document management systems
- Litigation management systems



WHAT YOU CAN DO NOW

- Start using an engagement letter or review the one you have for sufficiency and pay according to the guidelines set
- Seek discounts from outside firms
- Think creatively about the use of an RFP and how you structure your firm relationships
- Utilize metrics to measure firm performance
- Consider technology solutions



Resources

- *Survey of Outside Counsel Performance:*
http://www.acca.com/protected/forms/outsidecounsel/evaluate_oc.pdf
- *Successful Partnering Between Inside and Outside Counsel - West/ACC*
- *ACC Outside Counsel Management InfoPak:*
<http://www.acca.com/infopaks/ocm.html>

**COMPUTER SCIENCES CORPORATION
AND
AFFILIATES**

GENERAL GUIDELINES FOR OUTSIDE COUNSEL

1.0 GENERAL

You have been retained because we value your legal expertise and have confidence in your judgment and professional integrity. These guidelines are intended to set forth our expectations and to define the relationship between us so that we can work together effectively, communicate well with each other, and complement each other with the unique experience, capabilities and knowledge each of us has to offer.

It is the policy of Computer Sciences Corporation's (CSC) Legal organization that, even though outside counsel may be engaged to work on a legal assignment or to represent the Company in litigation, an attorney on the CSC legal staff must always be responsible for managing the assignment or litigation. This means all significant decisions associated with an assignment or litigation must be reviewed and approved by the responsible CSC lawyer. Unless requested by the responsible CSC lawyer, you should not look to non-legal staff personnel for such decisions.

2.0 FEE ARRANGEMENTS; RATES

2.1 Fee Arrangements CSC will compensate you for the reasonable value of your services to CSC. Ordinarily, compensation will be determined on the basis of time reasonably and appropriately spent on matters, valued at the hourly rates of the persons performing the work. Specialty rates or premiums should not be charged unless specifically approved by the Vice President and General Counsel of CSC.

2.2 Rates You should provide us with the hourly rate for each attorney, paralegal and other non-lawyer who will perform work for CSC, and inform us in advance of any rate changes. The rates should be the lowest charged by such persons for similar work performed for any other client. In expectation of the volume of work, with expected future assignments, and to help maintain CSC's legal budget, a courtesy discount of at least 10% on standard hourly rate or fees is required of all firms retained by CSC.

2.3 Alternative Fee Arrangement. Alternative arrangements such as contingent fees (where permitted) or fixed fees may be appropriate for some matters. Please feel free to propose such arrangements to us. All such arrangements must be approved by the Vice President and General Counsel of CSC.

3.0 STAFFING

04/19/06 Revised
Computer Sciences Corporation and Affiliates
General Guidelines for Outside Counsel

- 3.1 General We expect you to use sound judgment in staffing CSC matters in order to provide us with high quality representation without unnecessary expense. We also expect that all staffing appointments and changes on CSC matters will be discussed with the responsible CSC lawyer, in advance.
- 3.2 Responsible Lawyers for Specific Legal Matters You should designate a responsible lawyer for each CSC matter. He or she should maintain significant personal familiarity with such matter, whether or not other lawyers in your firm are involved.
- 3.3 Delegation You should ensure that work on each CSC matter is performed as cost-effectively as possible, consistent with CSC's desire for high quality legal work. When appropriate, work should be delegated to lawyers with lower hourly rates and to legal assistants who have subject matter expertise and experience appropriate for the task.
- 3.4 Number of Participating Lawyers While there may be several firm lawyers working together on a CSC matter, the number of lawyers participating in particular events such as a deposition, a court appearance to argue a motion, or a meeting to brief CSC management, should be held to a minimum. Participation by more than two lawyers will seldom be justified; often one lawyer will be sufficient. Unusual staffing requirements should be discussed in advance with the responsible CSC lawyer.
- 3.5 Attendance for Training Purposes Often outside counsel desire the attendance or participation of an associate or summer associate in particular events such as depositions, court appearances, meetings, negotiating sessions, closings and the like for training purposes. Generally, such attendance or participation will be permitted, and in fact is welcomed. CSC, however, should not be billed for the attendance or participation of an associate or summer associate which is primarily for training purposes. Additionally, we request that you notify the responsible CSC lawyer in advance of any such attendance or participation, and confirm to us that the attendant time and expenses will not be billed to CSC. Occasionally, we will prefer not to have such individuals attend or participate, usually when we do not want to give the impression of "over-lawyering" a matter. In such cases, we would anticipate that you will respect our wishes.

4.0 COORDINATION OF LEGAL SERVICES

- 4.1 No Conflicts You should be alert to the potential for conflicts of interest between work done for CSC and for other clients. If an actual or potential conflict exists, or if you have any doubt concerning conflicts, you should discuss the circumstances with the responsible CSC lawyer. Generally, we at CSC consider an unacceptable conflict of interest to exist in at least the following circumstances: (i) where there is or would be concurrent representation of CSC and another client, which client has an interest in a matter which directly conflicts with that of CSC; and (ii) where the law firm represents or proposes to represent a client whose interest is in direct conflict to CSC's interests with respect to a matter in which the law firm previously represented CSC, or with respect to which matter privileged and/or confidential information of CSC might be beneficial or used. If, in our opinion, an actual or potential conflict does exist, you must not work on the conflicting matter until the situation has been resolved to our satisfaction. Conflicts or potential conflicts of interest may only be waived on behalf of CSC by the Vice President and General Counsel, after being fully informed in writing of the relevant facts and circumstances.
- 4.2 Litigation or Project Budgets The responsible CSC lawyer may request that you provide a budget for litigation or other significant projects. While we in the Legal organization of CSC do not consider any budget so submitted to be a firm quotation, we do treat them as benchmarks for measuring the performance of outside counsel. Further, we recognize that unanticipated events often occur, particularly in litigation, and we will be receptive to appropriate subsequent adjustments to any budget established as events occur. Accordingly, when preparing budgets, upon request, outside counsel should not attempt to budget for every conceivable contingency which might occur; instead, we are looking for your best professional judgment, based on experience, of the most likely amount of expenses that CSC would incur at each significant stage of a litigated matter or other project.
- 4.3 Coordination with Responsible CSC Lawyer You should keep the responsible CSC lawyer informed on a timely basis of ongoing developments in each CSC matter. Specifically, unless otherwise directed, you should send drafts or briefs, pleadings and significant correspondence to the responsible CSC lawyer for review and approval sufficiently in advance of filing or mailing to permit meaningful review. Unless otherwise directed, you should also send to the responsible CSC lawyer copies of all correspondence and other written communications with third parties or CSC personnel, internal memoranda of fact or law, research memoranda and other work products. Do not provide copies of depositions, exhibits or other lengthy documents without first discussing the usefulness of such information with the responsible CSC lawyer. Note that CSC's preferred vendor, Veritext, provides an on-line tool to review depositions they covered on behalf of CSC, at no additional cost.

- 4.4 Allocation of Effort As part of your coordination, we ask that you consult with the responsible CSC lawyer on whether component parts of projects you handle for us could be performed more economically in-house, for example, a particular research project, a witness interview or a document production.
- 4.5 Work with CSC Non-Legal Personnel At times it will be necessary for you to work with CSC non-legal personnel. Such work should be coordinated with and approved in advance by the responsible CSC lawyer. Such approval may be either specific or general, as appropriate and as agreed between you and the responsible CSC lawyer.
- 4.6 Third Party Services Third parties retained by you on behalf of CSC such as expert witnesses or local counsel, should be approved in advanced by the responsible CSC lawyer. Other firms retained by you on behalf of CSC are to conform to CSC Guidelines and should be informed by your firm of the requirements prior to engagement. See section 6.6 for additional requirements. Your firm should pay for these services directly, and bill CSC under costs on your next regular invoice. If your firm's policy dictates otherwise, your firm must instruct the third party to bill CSC directly.
- 4.7 Settlement CSC strongly encourages outside counsel to work toward cost-effective and early settlement. Accordingly, we expect early assessment and exploration of settlement possibilities, consistent with the known or anticipated exposure and cost of the litigation. Any settlement offer from an opposing party should be reported immediately to the responsible CSC lawyer along with your analysis and recommendation. Of course, you should not initiate any settlement negotiations with opposing counsel without our prior approval.
- 4.8 Alternative Dispute Resolution ("ADR") CSC is interested in using ADR techniques wherever feasible and prudent. CSC has pledged with other major American companies, through the Center for Public Resource (telephone (212) 949-6490 or <http://www.cpradr.org>), to explore the potential for ADR before engaging in full-fledged litigation.

5.0 CHARGEABLE TIME

- 5.1 General Time should be charged to CSC only if it was spent performing work in connection with a CSC request for legal services and was within the scope of work established by the responsible CSC lawyer. Please also refer to Section 3.5 concerning the attendance of associates or summer associates for training purposes.
- 5.2 Daily Time Entries Each person performing chargeable services in respect of a CSC matter should record on a daily basis, to the nearest 1/10th of an hour, the time he or she spends in connection with such matter, describing in reasonable detail the work performed.

- 5.3 Separate Matter/Billing Numbers If it is reasonably anticipated that time spent in connection with a CSC request for legal services will exceed five (5) hours in the aggregate, a separate matter billing number should be opened. Recording time under a “miscellaneous” matter category should be avoided.
- 5.4 Local Transit Time You may charge CSC for the actual time spent in transit within your local area in connection with CSC business, except for commuting time to and from your home and except for the portion of such time which is for the benefit of other clients.
- 5.5 Out-of-Town Time Out-of-town time (including productive travel time) which is actually spent on substantive legal work is chargeable to CSC. Non-productive travel time is not chargeable. Generally, out-of-town time which is not spent on substantive legal work is not chargeable. If your policies differ, we expect you to discuss them with us in advance.
- 5.6 Transfer of Work Time spent in connection with the transfer of CSC work from one lawyer to another in your firm is not properly chargeable to CSC unless such transfer is incident to the ordinary and proper performance of such work, is requested by the responsible CSC lawyer, or is caused by conflicting time demands from other CSC matters. CSC should not be charged when a transfer is solely for the convenience of your firm or a firm lawyer. You should discuss any significant transfer with the responsible CSC lawyer. In determining a reasonable fee, we expect you to consider carefully the lost benefit to CSC of the transferor’s previous time and transferee’s “learning curve” time.
- 5.7 General Background & Training CSC should not be charged for time spent reading books, periodicals, advance sheets and the like to maintain general professional currency, lawyer training time, time spent maintaining forms of general applicability or time spent in legal education seminars.
- 5.8 Administration; Other CSC should not be charged for time spent on your firm’s administrative matters, including time spent preparing your bills to CSC. Time spent at meals or social activities should only be charged to the extent substantive work was performed.

6.0 COSTS AND DISBURSEMENTS

- 6.1 Minimization of Costs and Disbursements We expect you to take reasonable steps to minimize the amount of costs and disbursements charged to CSC in connection with a CSC matter, consistent with applicable time and responsiveness constraints. For example, the cost of extensive photocopying might be minimized by using CSC or outside facilities in appropriate circumstances. CSC maintains a number of National Accounts providing significant discounts, such as with IKON or Whitmont Legal Technologies for photocopying, Veritext for court reporting

and litigation support services, IKON for imaging and related litigation copying/binding services and Discovery Mining providing Electronic Document Conversion and Online Review Services to the legal profession. These National Accounts should be used unless ~~it is not~~ feasibility dictates otherwise and approval from the office of the General Counsel. Further, correspondence and documents should not be sent by facsimile, messenger, or overnight courier service, instead of by regular U. S. mail, unless there is a genuine need for such expedited delivery.

- 6.2 General Expenses CSC will reimburse you for the expenses of photocopies at up to seven (7) cents per page, phone charges, delivery services (e.g., air express and messengers), travel, computer research, and other such out-of-pocket expenses which you incur in connection with CSC matters, at your firm's out-of-pocket cost, provided such expenses were reasonably and necessarily incurred. CSC will automatically adjust copy rates, expenses on your bill to reflect the Guidelines instead of returning the unpaid invoice to you, so as not to delay the payment process.
- 6.3 Overhead Expenses Unless otherwise agreed, CSC will not reimburse you for general overhead expenses (except the items listed in the preceding paragraph), since we consider them to be covered in your professional fees. CSC considers the costs of secretarial, word processing, facsimile (other than the cost of associated long distance phone calls), and other staff services to be general overhead expenses. Flat-fees for faxes are restricted. Also, CSC should not be charged for client entertainment.
- 6.4 Overtime Secretarial or other staff overtime may be charged to CSC only if reasonably necessary to accomplish work requirements. If work for other clients or for firm business contributes to the need for overtime work, we should be charged only for the proper portion of such expense.
- 6.5 Travel Expenses CSC will reimburse you for reasonable and necessary travel expenses incurred in connection with CSC business, subject to the following:
- a) Air Travel If you accompany a CSC client, CSC will reimburse you for the cost of the same class of air travel service used by the CSC client. In other cases, CSC will reimburse you for the cost of coach class service. First class travel, business class travel or the chartering of private aircraft can only be approved, in advance, by the Vice President and General Counsel, and only for good cause shown. As a contractor for CSC you may book travel arrangements through Carlson Wagonlit Travel at 1-888-272-2984. Please identify yourself as CSC Outside Counsel, provide the matter name and the CSC division. Doing so will assist CSC in obtaining corporate travel rates.

- b) Lodging and Meals Luxury hotel accommodations and lavish meals are not appropriate. You should take advantage of CSC's corporate rates when available.
 - c) Non-reimbursable Expenses Non-reimbursable expenses include avoidable charges for unused guaranteed hotel reservations and charges for hotel movies and airline headsets, recreation and health club facilities, personal trip insurance, and other personal expenditures.
 - d) CSC Arranged Travel On certain occasions, to provide for convenient travel arrangements, CSC personnel may provide you with plane tickets, hotel reservations or the like with respect to your travel on CSC business. We request that you honor such arrangements unless they unavoidably conflict with previously scheduled appointments or engagements, in which case the responsible CSC lawyer should be so informed.
 - e) Documentation Travel expense documentation shall be maintained for a reasonable period of time (at least one (1) year) and shall be made available to CSC for review or audit upon request.
 - f) Other Clients If your travel is for the benefit of one or more clients in addition to CSC, or for personal or firm business in addition to CSC business, expenses should be apportioned accordingly.
- 6.6 Billing for Third Party Services Consult with the Office of the General Counsel on billing for services by third parties retained by you on our behalf when the anticipated disbursement is significant in amount. In most instances, we ask that the billings be submitted for payment directly to the responsible firm lawyer for payment by your firm. The format for such third party billings should be in accordance with these guidelines, particularly Sections 5, 6, and 7, to the extent feasible. A copy of the paid billing should be attached to the invoice sent to CSC.
- 6.7 Subcontractors/Law Firms If it is necessary to use a subcontractor or law firm to assist on a matter in which your firm is engaged, the Office of the General Counsel of CSC Corporate must be notified prior to engagement. We expect the same guidelines enclosed herein to apply to subcontracted law firms. Pre-authorized vendors must be used and any exceptions must be pre-approved by CSC Corporate. Contact the Manger for Outside Counsel Relations for information on current vendors. As mentioned in 6.1, CSC has a service agreement with a national court reporting service, as well other related litigation support services, with Spherion and a dedicated 800 number is available to assist you in finding a local service provider. Similar arrangements are maintained with IKON and Whitmont Legal Technologies for photocopying and coding of legal documents, as well as Discovery Mining for Electronic Document Conversion and Online Review Services to the legal profession.

7. ACCOUNTING AND BILLING

7.1 Billing Statements - Service Categories CSC has established categories of legal services (“Service Categories”) for collecting and analyzing data on CSC’s legal service needs. Examples of such categories are:

- ERISA
- Litigation (by Case)
- Labor-General
- Insurance/Worker’s Compensation
- SEC/Corporate Governance
- International
- Intellectual Property
- Real Estate
- Tax
- General Corporate
- Government Investigations
- Government Contract Protest
- Special Projects
- Immigration
- Acquisition/Reorganizations

The responsible CSC lawyer will inform you of the applicable Service Category for each matter you work on. The applicable Service Category should be shown on each of your billing statements.

Please consult with the responsible CSC lawyer concerning appropriate accounting and billing procedures if your work may fall into one of the above categories.

7.2 Bills

- 7.2.1 We view the timely receipt of detailed bills for the fees and expenses of outside counsel as necessary (and the following guidelines have been established) to permit us to accomplish two (2) critical objectives. First, it permits the CSC legal staff to monitor in detail the activities of outside counsel to make sure we are all properly working toward the same objectives and that we have not underestimated the expense of accomplishing each partial objective along the way. We prefer to clarify strategies and objectives prior to the accumulation of excessive amounts of time charges on a matter, which could lead to fee disputes or disappointments. Second, we want to ensure that outside counsel are remunerated on a timely basis for the efforts undertaken on CSC's behalf. We understand the sensitive nature of cash flow to any business, particularly those engaged in a service industry.
- 7.2.2 You should bill us monthly unless otherwise agreed. Bills should be composed of individual matters and not multiple matters. Bills should be sent to the Vice President and General Counsel of CSC, at 2100 E. Grand Ave., El Segundo, CA 90245. A copy of the bill should be sent to the CSC lawyer responsible for the specific matter. Specific matters involving different CSC managing lawyers should be presented in discreetly separate billing statements unless the Vice President and General Counsel otherwise directs. Bills should be received by CSC no later than the 21st day of the month immediately succeeding the month in which the services were performed.
- 7.2.3 Your bills should be in two parts. The first should be a remittance page showing the Service Category, name of matter, and charges for fees and disbursements, but with no description of services or other disclosures that might be sensitive or privileged. All Service Categories and matters may be summarized on one invoice form. The second part of your bill should be a separate billing statement for each separate matter handled by your firm, prepared in accordance with sections 7.2.4 and 7.2.5, below.
- 7.2.4 Each billing statement should be reviewed personally by the responsible firm lawyer before being submitted to CSC, to ensure that all time charged reasonably reflects the value to CSC of the work performed in respect of the matter, and that all recorded costs and disbursements were reasonably and necessarily incurred in connection with such matter.
- 7.2.5 Each billing statement should identify:

- a) the applicable Service Category;
- b) the name of the responsible firm lawyer; and the name of the CSC attorney with whom you are working;
- c) the name of the attorney who did the work, the date the work was done, the time spent, and a description of the services performed;
- d) the charges--(1) for the month or period being billed and **(2) the cumulative total of prior billings for the matter being billed;**
- e) summary totals of the following:
 - Partner Time/Rate/fees (by Lawyer),
 - Associate Time/Rate Fees (by lawyer),
 - Legal Assistant Time/Rate/Fees (by person), and
 - Clerk Time/Rate/Fees (by person); and
- f) a reasonably detailed disbursement breakdown. The following are suggested categories:
 - photocopy expense
 - communication expense
 - delivery expense (e.g., air express and messengers)
 - travel expense (segregating airfare from other travel costs)
 - computer research
 - Other (e.g., court reporters, deposition transcripts, etc.).
 - Copies of receipts for any disbursement over \$25 should be available upon request, and any cost over \$1,000 should be attached to the invoice as back-up.

7.2.6 If, pursuant to Section 4.2, a budget has been established for a matter in litigation or for another significant project, an analysis of performance to budget should be completed and submitted. If expenses to date exceed the proportion of the budgeted amount completed to date, you should also include a detailed statement explaining why you should be compensated in excess of that amount, and specifying whatever actions are contemplated to bring the matter back within budget.

7.2.7 CSC has a web-based electronic billing system that will allow firms to more closely follow the submission and approval of their invoices. Faster processing of invoices has resulted for many of the firms using

this system. At this time, we are not requiring firms to use LitigationAdvisor, but are encouraging all firms to utilize it if at all possible.

Should you have any questions or concerns about these General Guidelines for Outside Counsel, please contact:

Hayward D. Fisk, Esq.
Vice President, General Counsel & Secretary
Computer Sciences Corporation
2100 E. Grand Ave.
El Segundo, CA 90245
(310) 615-1770

For inquiries in regards to Litigation Advisor, the handling of legal invoices or for information on authorized vendors and other CSC vendor relationships, please contact Tracie Owens of the Corporate Legal department, who is responsible for auditing and processing outside counsel billings.

Ms. Tracie J. Owens
Manager, Outside Counsel Relations
Computer Sciences Corporation
2201 Long Prairie Road Suite 107-373
Flower Mound, TX 75022
(972) 691-3545 direct line

An original of the bill should be sent to Mr. Fisk at his address above. Simultaneously, a copy of the bill should be sent to the CSC attorney with whom you are working.

Please see the next page for a description of CSC's National Vendors and their contact information.

Contact Numbers for National Vendors**Discovery Mining – Casey Roche, VP of Sales/Channel Devel. 650-740-6724**

- Online Document Review System.
- Indexes and stores electronic documents for litigation triage and discovery production. The client provides the electronic documents on CD, DVD or hard drive. The documents are loaded on to its system, where they are numbered, de-duplicated, indexed and made searchable via the Web.
- High-speed TIF conversion.

IKON 1-800-800-1014 or 1-800-998-1880

- Identify yourself as a firm representing CSC.
- Provide the name of the matter.
- If possible, provide the name of the CSC division.

Veritext (formerly Spherion) 1-800-362-2520

- Ask for the Scheduling Coordinator for CSC.
- Identify yourself as a firm representing CSC.
- Provide the name of the matter and city in which you will need services.

Whitmont Legal Technologies - Greg Spicer, VP of Sales, 714-981-0659

- Identify yourself as a firm representing CSC.
- Provide the name of the matter and CSC attorney for whom you work.

Contact Number for CSC Preferred Travel Agent**Carlson Wagonlit Travel – 1-888-272-2984**

- Identify yourself as “CSC Outside Counsel”.
- Provide the name of the matter and CSC attorney for whom you work.
- If possible, provide the name of the CSC division (FSG, TMG, Federal, CRSV, Corporate or Consulting).
- Your firm will pay for the travel and bill CSC for the costs as usual.

RETENTION APPROVAL FORM

The following form must be completed prior to engaging a law firm on any matter, even if the firm has been used previously or is currently being used.

CSC Attorney Requesting Approval/Supervising Firm : _____

Matter Name: _____

Brief description of matter: _____

Division to which matter will be charged. _____

Name of CSC employee requesting services or otherwise involved in the matter and their contact information. _____

FIRM INFORMATION

Name:

Billing Attorney:

Address:

City/State/Zip:

Phone Number:

Fax Number:

Email address:

APPROVED OR REFUSED

Hayward D. Fisk / Date
Vice President, General Counsel & Secretary

GUIDELINES FOR OUTSIDE COUNSEL

To be sent by Corporate Legal Support Specialist. Sent on _____

TERMS OF ENGAGEMENT FOR OUTSIDE COUNSEL

I. Introduction

A clear understanding of our expectations and standards will strengthen the strategic partnership we want with outside counsel. These Terms of Engagement, which govern the relationship between [Full Company Name] (“Company”) and its outside lawyers, are designed to provide that understanding, and promote a working relationship based on mutual respect and teamwork.

II. Company’s Law Department

Company’s Law Department is responsible for all legal affairs for Company. It sets the strategic direction of all legal issues consistent with Company’s overall business strategies. Our mission is to build Company’s business and prevent “trouble” at a minimum cost. Every lawyer who represents Company is expected to display the highest degree of professionalism and ethical conduct.

III. Amendments

These terms govern our relationship and may be amended only in a document signed by Company’s General Counsel.

IV. Communication

All matters referred to you must be handled in collaboration with the Law Department. **Communication is crucial.** It is important for you to involve us and keep us fully informed of all developments and of all work you propose to do. We expect you to reply promptly and completely to all our inquires and requests. You may not deal directly with any non-lawyer/paralegal employee of Company without the authorization of the General Counsel, Deputy General Counsel, or one of the Assistant General Counsels.¹ This policy is enforced at the request of our clients to ensure unambiguous accountability.

V. Confidentiality

You are required to keep all Company matters confidential. It is a condition of your retention that we will be consulted and asked for prior written approval whenever you propose to identify us as your client or former client to third parties.

VI. Conflicts of Interest

We take very seriously our responsibility to exemplify and to enforce the highest standards of professional ethics. We expect you to check immediately for any potential conflicts arising from your representation of Company and advise us immediately of any such conflicts. All doubts about potential conflicts must be resolved in favor of consulting us before undertaking other assignments. We expect you to notify us of any situations in which your firm proposes to represent a significant competitor or an

¹ For a complete listing of legal department personnel please visit our website: www._____.

executive of Company or its subsidiaries or affiliates. A list of Company's subsidiaries and affiliates is attached as "Exhibit A".

VII. Strategy

We believe that businesslike planning is vital to the effectiveness of a lawyer. As promptly as possible, you and the retaining lawyer should develop a comprehensive strategy for handling the matter assigned to you. You should notify us immediately of any circumstances that lead you to believe that the jointly-developed strategy should be modified. In addition, you should review and, where appropriate, update this strategy with us quarterly. **We cannot pay for projects or work that we have not approved in advance.**

VIII. Staffing and Supervision

We expect that we are paying for the services of skilled professionals. We do not expect to pay for training your personnel. We do not expect to be billed for services of junior associates when the work can be done more *efficiently* by more senior lawyers. Company will not pay for the "downtime" or learning time that may result from staffing changes, and we ask that you consult with us before assigning individuals to work on a matter for us. Please place strict limits on the number of lawyers and paralegals at internal conferences and meetings. Unless authorized by us in advance, we will only pay for one lawyer to be present for Company at meetings, depositions and court proceedings.

IX. Billing Procedures

A. Legal Fees

Company pays for legal services either on the basis of a risk-sharing, pay-for-results arrangement made in advance or on the basis of a budget applying fair hourly rates for individuals performing services. We strongly prefer to engage outside counsel under risk-sharing arrangements with a fixed or capped fee and pre-determined incentives for winning results. This kind of arrangement enables us to know our legal costs in advance and encourages our outside counsel to approach matters in the same cost-effective, disciplined manner as we do.

When Company's arrangement for legal services is based upon hourly rates, in whole or part, we require you to furnish us with a schedule of current billing rates for the partners, associates and paralegals whom you propose to assign to the matter. These hourly rates apply until the conclusion of the engagement. We should only be billed for productive time necessary to achieve the objectives jointly set by Company and our outside counsel. All billing should be in six minute increments. We ask you to work with us in keeping legal fees, disbursements, and expenses to a minimum while providing high-quality legal services.

B. Audits

We reserve the right to audit all charges (fees or disbursements) billed to us. By accepting a project for us, you agree to cooperate fully with our cost auditors.

C. Plans and Budgets

1. **Fees Based on Hourly Rates:** In matters where legal fees are based in whole or part upon hourly billing rates, you should provide us, as soon as possible after your initial engagement, with a written plan and budget setting forth the scope and amount of work anticipated and the fees and disbursements associated with the work. The plan and budget should set forth the following: (i) a detailed description of each separate task or project expected to be done; (ii) the name and billing rate of each lawyer and legal assistant to be involved, and (iii) the amount of time each task or project will take. You should notify us promptly in the event that any issues arise which are likely to cause the legal fees or disbursements to vary from the plan and budget. Changes in the plan and budget are not effective without prior approval from us.
2. **Fixed or Capped Fees:** In matters where legal fees are based on fixed fees or capped fees, you should provide us, as soon as possible after your initial engagement, with a written plan setting forth the scope of the work anticipated and a budget for the costs and other disbursements associated with the work.

D. Invoices

Unless otherwise agreed by Company in a “risk-sharing”, “pay for results” billing arrangement, all invoices are to be submitted monthly. Invoices must be addressed to _____ . Each invoice should include the following information for each matter being handled by you:

1. the identity of the matter;
2. for each lawyer or paralegal performing services during the billing period, an itemized statement, by day, describing in reasonable detail the services performed and, in matters based upon hourly rates (in whole or part), listing the hourly billing rate, the number of hours spent, the fee for the hours spent and the resulting total;
3. a summary by lawyer and paralegal of the total hours and the resulting total fees attributable to each;
4. an itemized description of the disbursements and expenses incurred during the billing period, and the resulting total;

5. a grand total showing the amount due for services rendered and expenses; and
6. a reconciliation of actual to budgeted amounts.

The timely submission of invoices is a condition of your retention. An example of an invoice format is attached as Exhibit “B”.

E. Fees and Disbursements

We will reimburse you for reasonable and necessary documented and itemized out-of-pocket disbursements or expenses (without overhead or other mark-ups) incurred on our behalf in connection with the matters you are handling for us. Major disbursements should be discussed with us in advance. Disbursements in excess of \$500 should identify the specific matter, item involved and date incurred. (For example, all photocopy charges over \$500 must identify the types of documents copied, the cost per page and the date made). Each item of travel should indicate the name of the traveler, the destination and the dates of travel. Supporting records must be retained for one year from the date billed. See “B. Audits”.

We apply the standards outlined below when reviewing invoices for legal fees, expenses and disbursements.

1. **Travel Expenses.** We must approve trips in advance. Only actual expenses of travel approved in advance will be reimbursed. Billings for lodging and meals during out-of-town travel will be reimbursed based on rates charged by reasonable suitable hotels/motels/restaurants in the area. Travel must be at the lowest available economy fare. We do not expect to be billed for time away from the office, including travel time, which is not spent performing legal services for Company.
2. **Computerized Legal Research.** We will reimburse only on-line charges (i.e., actual costs with no mark-up) of computerized legal research, including Lexis and Westlaw. Computer research discounts received by you must be passed on, automatically and in full, to Company.
3. **Mail Services.** Express mail, overnight mail and courier services expenses (with no mark-up) will be reimbursed, where failure to use such service would have an adverse consequence. We do not pay costs for ordinary mail.
4. **Photocopying.** Photocopying expenses will be reimbursed for the actual out-of-pocket cost per copy with no overhead or other mark-up. We do not reimburse at rates in excess of \$.15 per page unless otherwise agreed by Company in advance. Photocopy charges in excess of \$500 should identify the documents, show the number of pages copied and the cost per page.

5. Telephone Charges. Company will reimburse you only for the actual costs of long distance telephone charges (including facsimile and data transmissions) without any “overhead” or other markup. We do not expect to be billed for receiving facsimile transmissions or for basic phone service or local telephone charges.

6. Secretarial and Administrative Services. Company does not pay for services that should be, or are customarily performed by secretaries, or for office supplies, overtime, data and word processing, or internal messenger service.

7. Billing and Budgeting. We do not expect you to bill us for time spent (a) discussing the assignment with us before agreement is reached on the engagement; (b) checking or clearing conflicts; (c) discussing with us or among your colleagues the staffing of the matter; (d) discussing or preparing budgets, or revised budgets and fee proposals; (e) discussing or preparing billing statements and bill reconciliation statements; or (f) reviewing and communicating about these Terms of Engagement.

X. Legal Research

To avoid duplication of effort and to keep the cost of legal research at a minimum, we require that you consult with us about research projects costing over \$500 prior to commencing the work. We do not expect to pay legal fees for research on such matters as your local rules of practice, basic issues of law, or core principles in your specialty.

Please provide us with a copy of every internal memorandum bearing on our representation, without waiting for a request, in the form in which it was prepared for your internal use. You should not spend any time putting such documents in any special form for our account.

XI. Litigation

A. Pleadings and Other Documents

Copies of all documents filed in court or sent to you by an opposing party must be sent to us promptly upon receipt. We must review all pleadings, briefs, motions, and other documents to be filed on behalf of Company prior to their actually being filed.

B. Discovery and Motion Practice

Discovery and motion practice needs to be evaluated from a cost-effectiveness standpoint. Prior to initiating any discovery on behalf of Company, we expect you to discuss with us the scope of such discovery, the information and benefit to be obtained and the estimated cost. When you receive a discovery request from an opposing party, you should immediately discuss with us the possibility of limiting the scope of discovery and the question of whether such discovery requests will be handled by you or by us.

XII. Experts and Consultants

No expert, consultant or investigator may be retained without our prior approval. You should provide us with a written plan and budget setting forth the scope and amount of work anticipated and fees or disbursements associated with the work for each expert, consultant or investigator. You must also check with us before committing to any substantial purchase from a third-party vendor. Statements from such third-party vendors, consultants, experts and investigators should either be paid by you and included with other disbursements and expenses in your monthly statement or billed directly to Company. **It is your responsibility to ensure that the third-party vendors, consultants, experts and investigators are aware of and comply with Billing Procedures and other applicable provisions of the Terms of Engagement.**

XIII. Conclusion

These standards are our “Golden Rules.” Each of them is a commitment we have made to our business clients. We live by them and therefore feel it appropriate to expect the same of our outside counsel.

We look forward to sharing with you the exciting challenges and opportunities of providing excellent, cost effective legal services to our client.

<p style="text-align: center;">REQUEST FOR PROPOSAL <i>ERISA Legal Work</i> <i>Company Name</i></p>
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Introduction:

Company [website address] is [brief description of Company].

Company has [describe organization of Company including number of employees, breakdown in numbers between senior management and other staff].

Company [insert information about Company's customer/client base total revenues].

[Insert information about Company locations and description of Company's products/services].

Company has received legal assistance from one firm for its ERISA work for the past 5 or 6 years and would like to continue to place its ERISA work primarily with one law firm. Company has decided to choose that firm through this RFP process.

For an explanation of the General Counsel's Office, please review [insert website name]. The user name is "[insert]" and the password is "[insert]".

General Instructions:

- **Please address the issues raised in this RFP, although you are welcome to attach general marketing materials to the extent you deem appropriate.**
- **Please respond according to the timeline set forth in this RFP.**
- **If you have any questions, please contact _____.**
- **Submit all written materials to**
 - **Attention:**

Company has a General Counsel, _____ Assistant General Counsels and _____ paralegals. The ERISA work is primarily handled by the General Counsel and one of the Assistant General Counsels, both of whom are based in _____. Information on these two individuals is as follows:

[insert brief bios]

Timeline For Responding to Request For Proposal
--

<u>Action</u>	<u>Deadline (by close of business)</u>
Firms submit written response to this Request for Proposal	(Thursday) March 8, 200__
Company will notify those who will no longer be participating in the RFP in writing and call those who will continue to participate to schedule visits to _____ to meet with members of the Legal, Human Resources and Financial departments of Company	(Thursday) March 15, 200__
All in-person interviews will be completed	(Friday) April 6, 200__
Awarding of ERISA work to chosen firm	(Friday) April 13, 200__

Note: In the event that we can complete any of the actions prior to the date set forth above, we may adjust the schedule. However, the first date of March 8, 200__ will not change.

<p style="text-align: center;">Request For Proposal ERISA Legal Work</p>
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General Information:

- Attached as Attachment A is a list of the current plans of Company. The list includes both ERISA and non-ERISA plans.
- In calendar year _____, Company spent approximately [\$] on legal services for ERISA work, which does not include a substantial amount of money that was spent on ERISA legal services for acquisition related due diligence. Company does not intend to spend as much money on ERISA legal services in calendar year _____ and hopes to continue to reduce and control this amount through a combination of performing some work internally, reducing hourly rates for legal services and utilizing creative fee arrangements, and finally completing work that has historically demanded a significant cost. We are seeking an effective partnership with outside counsel resulting in increased productivity internally and externally.

Section 1.

- 1) **Scope of ERISA Issues at Company.** In this section, please provide information regarding how you would address the scope of ERISA issues facing Company. You may include information such as previous relevant experience and specific developed expertise, but in all areas, please address how you will address the issues while also giving proper attention to the relationship issues set forth in Section 2.
 - a) **Clean-up from acquisitions.** Company has grown primarily through acquisitions leading Company to have responsibility for numerous plans. The general clean-up of issues related to these acquisitions is one of the areas that will require legal services.
 - b) **Clean-up related to restructuring of Company.** Company recently went through a restructuring at the end of calendar year 2000 which resulted in more than 30 companies being reduced to approximately 15. In addition, there are efforts to create common benefits plans so that Company will truly operate as one operating company. These efforts will require legal services as we merge plans, eliminate plans and engage in plan re-design.
 - c) **Voluntary Compliance Reviews (VCRs).** Company currently has VCRs filed with the IRS, and it will need continuing representation for those VCR applications.
 - d) **Walk-in CAP Filings.** Company currently has Walk-in CAP filings with the IRS, and it will need continuing representation for those Walk-in CAP applications.
 - e) **IRS Audit.** Portions of Company are currently under audit by the IRS, and it will need continuing representation for that audit.
 - f) **Retirement Committee.** The Board of Directors of Company is in the process of restructuring the committee structure related to dealing with both its ERISA and non-ERISA plans. Company may need assistance with this process, but in any event, it will need ongoing assistance to the committee structure dealing with ERISA and non-ERISA issues on a going forward basis.

- g) **Acquisition Due Diligence.** Company needs representation to assist with due diligence from an ERISA standpoint in its acquisitions. The Company expects to continue to grow by acquisition in the future.

Section 2.

- 2) **Relationship Issues.** Each of the issues defined below are areas that are important to a successful relationship between the Company and outside ERISA counsel. Please explain your approach to each of these issues and utilize these areas in your discussion of our work areas set forth in Section 1. While you should think about these areas in responding to the issues in Section 1, please provide a separate and complete answer for each area in this Section 2.
- a) **Client interaction.** Positive client interaction is very important. The firm chosen will work with employees of Company from various departments and must be able to work smoothly and seamlessly with all of them. Many of the records from prior years, particularly pre-acquisition, are from entrepreneurial companies where records are simply missing. Our HR and Legal staff do not have the resources to research the holes in the records. Please explain a cost effective approach for dealing with these missing records and the problems that may arise as a result.
- b) (i) **Cost effectiveness.** Please explain your rate structure, including your flexibility in developing creative rate arrangement, and how you assign and manage work to effectively manage cost.
- (ii) **Budgeting.** It is important that Company effectively manages its overall budget, and it accomplishes that by managing each individual project. Company expects that budgets will be set and monitored, and that budgets once agreed to will not be exceeded without notice and further discussion with Company. Please explain how you propose meeting this goal. We do not ask for guarantees, but we do expect realistic estimates, very few surprises and creative fee structures. Please explain any flat fee, value added or other arrangements you are offering, including for the mandatory 2001 tax changes.
- c) **Teamwork.** Company values a relationship with its outside counsel where the two work as a team. In particular, it values being able to analyze issues and develop strategies to address the issues. We view outside counsel as a trusted business partner and not a decision maker. Additionally, it is important that the strategy for dealing with any problem is discussed with Company and accepted as opposed to outside counsel noting to Company that there is a problem and then developing the strategy in isolation. Please explain how your approach to delivering legal services will accomplish this desire for teamwork.

One of the great pleasures of our practice is working with talented outside counsel within the United States, North America and Europe. We believe this process will lead to the formation of one of those rewarding relationships that have solved so many of our legal and business challenges.

All the best,

**Fortune 500 Company
Law Dept Evaluation of Outside Counsel**

Law Dept Evaluation of Outside Counsel (Firm)

August 2004

Your participation in this survey will assist the law department in evaluating outside counsel and in improving the quality of legal services the law department and outside counsel provide to the company.

Please evaluate the firm on a numeric scale. In addition, you are encouraged to provide narrative comments. Numeric scoring will be disclosed to the firms evaluated. Your identity will not be disclosed to the firms or lawyers evaluated. Please be candid in your quantitative evaluation and in your comments.

1. Your Contact Information:

Name:

2. Your Practice Area/Group:

3. The firm you are evaluating:

4. Identify the type of work this firm professional handles for the company.

5. Please rate this firm on SUBJECT MATTER EXPERTISE:

<input type="text" value="0"/>	Not Observed - Insufficient opportunity to observe behavior in this category.
<input type="text" value="1"/>	Significant Improvement Needed - Effective behavior is severely lacking in this category. Significant improvement is essential.
<input type="text" value="1.5"/>	
<input type="text" value="2"/>	Some Improvement Needed - Behavior is inconsistent in this category. Performance is effective to some degree, but certain areas should be developed, and effectiveness should be more consistent to achieve full proficiency.
<input type="text" value="2.5"/>	
<input type="text" value="3"/>	Acceptable - Often demonstrates proficient behaviors, but could enhance performance by being more consistently effective.
<input type="text" value="3.5"/>	
<input type="text" value="4"/>	Proficient - Consistently demonstrates effective behavior in this category.
<input type="text" value="4.5"/>	

**Fortune 500 Company
Law Dept Evaluation of Outside Counsel**

5	Highly Proficient - Demonstrates all aspects of this category exceeding expectations. Behavior clearly meets all expectations.
5.5	
6	Demonstrates Strength - Performance excels in this category exceeding expectations. Behavior is always highly proficient and is, at times, exceptional.
6.5	
7	Role Model - Truly excellent in this category. Consistently exhibits outstanding behavior in this area and serves as a role model.

5a. COMMENTS

6. Please rate this firm on WORK QUALITY:

0	Not Observed - Insufficient opportunity to observe behavior in this category.
1	Significant Improvement Needed - Effective behavior is severely lacking in this category. Significant improvement is essential.
1.5	
2	Some Improvement Needed - Behavior is inconsistent in this category. Performance is effective to some degree, but certain areas should be developed, and effectiveness should be more consistent to achieve full proficiency.
2.5	
3	Acceptable - Often demonstrates proficient behaviors, but could enhance performance by being more consistently effective.
3.5	
4	Proficient - Consistently demonstrates effective behavior in this category.
4.5	
5	Highly Proficient - Demonstrates all aspects of this category exceeding expectations. Behavior clearly meets all expectations.
5.5	
6	Demonstrates Strength - Performance excels in this category exceeding expectations. Behavior is always highly proficient and is, at times, exceptional.
6.5	
7	Role Model - Truly excellent in this category. Consistently exhibits outstanding behavior in this area and serves as a role model.

6a. COMMENTS

Fortune 500 Company
Law Dept Evaluation of Outside Counsel

	▲
	▼

7. Please rate this firm on COST EFFECTIVENESS:

0	Not Observed - Insufficient opportunity to observe behavior in this category.
1	Significant Improvement Needed - Effective behavior is severely lacking in this category. Significant improvement is essential.
1.5	
2	Some Improvement Needed - Behavior is inconsistent in this category. Performance is effective to some degree, but certain areas should be developed, and effectiveness should be more consistent to achieve full proficiency.
2.5	
3	Acceptable - Often demonstrates proficient behaviors, but could enhance performance by being more consistently effective.
3.5	
4	Proficient - Consistently demonstrates effective behavior in this category.
4.5	
5	Highly Proficient - Demonstrates all aspects of this category exceeding expectations. Behavior clearly meets all expectations.
5.5	
6	Demonstrates Strength - Performance excels in this category exceeding expectations. Behavior is always highly proficient and is, at times, exceptional.
6.5	
7	Role Model - Truly excellent in this category. Consistently exhibits outstanding behavior in this area and serves as a role model.

7a. COMMENTS

	▲
	▼

8. Please rate this firm on RESPONSIVENESS:

0	Not Observed - Insufficient opportunity to observe behavior in this category.
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**Fortune 500 Company
Law Dept Evaluation of Outside Counsel**

	1	Significant Improvement Needed - Effective behavior is severely lacking in this category. Significant improvement is essential.
	1.5	
	2	Some Improvement Needed - Behavior is inconsistent in this category. Performance is effective to some degree, but certain areas should be developed, and effectiveness should be more consistent to achieve full proficiency.
	2.5	
	3	Acceptable - Often demonstrates proficient behaviors, but could enhance performance by being more consistently effective.
	3.5	
	4	Proficient - Consistently demonstrates effective behavior in this category.
	4.5	
	5	Highly Proficient - Demonstrates all aspects of this category exceeding expectations. Behavior clearly meets all expectations.
	5.5	
	6	Demonstrates Strength - Performance excels in this category exceeding expectations. Behavior is always highly proficient and is, at times, exceptional.
	6.5	
	7	Role Model - Truly excellent in this category. Consistently exhibits outstanding behavior in this area and serves as a role model.

8a. COMMENTS

9. Please comment on whether this firm affords significant opportunities to female and minority attorneys.

10. What is the greatest strength of this firm?

**Fortune 500 Company
Law Dept Evaluation of Outside Counsel**

11. What is the greatest area in which this firm can improve and increase the value this firm provides?

12. Other comments?

Thank you for participating.