

## Overview

Revature values its partnerships with outside counsel and wants to develop long-term relationships with its legal advisors that benefit both outside counsel and Revature. These Outside Counsel Guidelines (“Guidelines”) are intended to provide a framework for those partnerships to encourage open communication about expectations, services, and concerns. Please read these guidelines carefully and contact Revature’s Legal Operations Team with any questions. To the extent these Guidelines conflict with applicable terms of engagement between outside counsel and Revature, these Guidelines control.

## Billing and Invoicing

### A. General

Submission of invoices by outside counsel is deemed outside counsel’s acceptance of these Guidelines. Revature reserves the right to modify these Guidelines at any time and will provide outside counsel advanced written notice before any modification. Revature is not responsible for paying fees and expenses billed in violation of these Guidelines, and payment of any fees and expenses which do not meet the Guidelines does not constitute a waiver of the applicable provision.

These Guidelines are not intended to modify or replace any applicable insurance billing guidelines. When a matter is defended by an insurance carrier, including during the period under which Revature makes direct payments pursuant to a deductible or self-insured retention (“SIR”), the insurance carrier’s guidelines shall control in the event of conflict.

### B. Billing Details

To assist Revature with its internal budgeting, accounting, and reporting, invoices should be submitted on a matter-by-matter basis and with sufficient line-item detail for Revature to understand the nature of the work performed. Block billing does not provide sufficient detail to inform Revature of the work completed by the timekeeper. Block billing is when multiple different tasks are aggregated into one line-item entry. Time spent on tasks should be billed for actual time spent. Timekeepers must accurately record time spent on each task.

### C. Limits Requiring Additional Approval

We understand the tasks needed to support competent counsel to Revature will vary depending on the issue. The limits in this section are meant to encourage communication between outside counsel and Revature regarding specific services that are more likely to lead to a misalignment of services and expectations.

Please contact the Revature Legal and Compliance Team member handling the applicable matter if tasks of the nature below are expected to exceed the stated time period on any singular issue:

Task	Approval Not Needed Up To
Legal Research	3 hours
Interoffice Communications	.5 hours
Supervisor Review of Work Product	¼ of the time spent by drafter

Revature Legal and Compliance Team members may approve increased time for the above-referenced activities, but such approval must be obtained before exceeding the time.

## D. Travel and Expense Policy

Revature expects outside counsel to comply with Revature's Vendor Travel and Expense Policy, which is located at <https://revature.com/travel-and-expense-policy/> and may be updated from time to time. Please check the policy regularly to ensure travel and expenses are properly tracked and invoiced.

## E. Prohibited Fees and Expenses

In addition to expenses prohibited by the Travel and Expense Policy, Revature considers the fees and expenses listed below to be part of overhead expenses, which should be accounted for in the agreed billing rates. Accordingly, Revature does not pay or reimburse the following fees and expenses unless preapproved in writing:

- Administrative, clerical, and secretarial staff work; word processing, proofreading, and any other non-professional services of service providers such as administrators and document clerks
- Time spent "getting up to speed" for a legal professional due to staff turnover
- Time spent preparing invoices, discussing or resolving billing inquiries or disputes, utilizing the electronic invoice system, and budgeting tasks
- Professional development time
- File creation, organization, and maintenance (including file storage)
- Telephone and facsimile charges
- Postage and courier fees
- Publications, subscriptions, librarian services, and online databases, such as Lexis and Westlaw
- Copying (color or otherwise)
- Unauthorized third-party fees

## Claim & Litigation Budgeting

As soon as practicable, but not later than thirty (30) days after engagement on a new matter, outside counsel must submit a detailed budget projecting fees and costs. Unless otherwise discussed, the budget should outline anticipated fees and expenses through the conclusion of the matter. The budget must be updated within two (2) weeks of a material change in facts or procedure that outside counsel has reason to believe will impact the current version of the budget.

Litigation expenses must be preapproved, and budgets or quotations must be provided and maintained for third-party services such as expert witnesses, eDiscovery processing fees, exhibit preparation, and other consulting services.

## Staffing

Revature selects outside counsel based on their skills and abilities to assist Revature with its legal needs. For this reason, matters should not be reassigned to other attorneys in your firm without Revature approval. We also expect that matters will be staffed in a cost-effective manner, and no more than one partner will bill to any given matter without Revature's preapproval. Likewise, work should be billed by the appropriate professionals on the case, and Revature will not pay attorney rates for clerical work.

We understand that discussion between your team is important, but we ask that it be kept to what is reasonably necessary and limited as outlined in Subsection C of the Billing and Invoicing Section of these Guidelines.