

PROPOSED GUIDELINES

Further to the Court's direction in the matter (see Dkt. No. 400, at 3:21-4:2), Plaintiffs Steering Committee (the "PSC") proffers the following policies and procedures to track, monitor and document time and expenses incurred by counsel participating in these proceedings and to manage work assignments so that work is being performed properly and efficiently in the case. The core mission of these guidelines is to limit excessive and duplicative litigation costs and expense. The PSC recommends that the Court adopt the following guidelines to apply to all services performed and expenses incurred by lawyers of law firms participating in this litigation.

I. COORDINATION OF EFFORTS

A. Time and Expense Records

All participating firms must maintain contemporaneous time and expense records in the billing program of their choosing. The failure to maintain contemporaneous time and expense records will result in the disallowance of fees and/or expenses. All time expenses submitted must be only for work authorized in advance by Co-Lead Counsel.

B. Non-Duplication of Billing

Co-Lead Counsel will assign and manage all work and be advised of the continuing status of the work being performed. The number of attorneys that can work on all discrete or ongoing projects or attend any particular event will also be managed. No attorneys shall perform any work or attend any event without authority to do so by Co-Lead Counsel. For example, as a general matter, only those attorneys designated by Co-Lead Counsel to conduct or attend depositions may bill for the participation. Further, status hearings will generally be attended by Plaintiffs' Co-Lead Counsel and possibly Liaison Counsel or another member of the PSC. Other Court hearings may require additional attorney attendance, to be determined by Co-Lead Counsel on a case-by-case basis.

II. REPORTING REQUIREMENTS

A. To Co-Lead Counsel

All participating counsel are required to submit monthly time and expense reports electronically to Plaintiffs' Co-Lead Counsel. All time reporting shall bear a billing code. The codes shall be task-based. Time and/or expense reports repeatedly submitted late, or not in conformity with these guidelines, may be excluded from any fee and expense application(s) later submitted to the Court. Firms that fail to comply with these requirements will not be given

additional assignments. The first time and expense reports will be due on December 20, 2013 for the period ending November 30, 2013, and shall include all time and expenses incurred from the inception of counsel's involvement in these proceedings through the preceding months.

Thereafter, time and expense reports are due quarterly on or before the 20th day of all succeeding months.

B. To the Court

On or before the end of the months of April, July, October and January, Plaintiffs' Co-Lead Counsel shall submit a summary of all time and expenses incurred for the previous three months, which shall bear the title of "PSC Time and Expense Report" for the applicable quarterly period. These reports shall be submitted to the Court *in camera* in substantially the form set out in Exhibit A hereto.

III. TIME RECORDS

Actual time entries should be based on one-tenth (1/10th) of an hour increments should include a detailed description of the particular service performed (such as "12.50 hours: prepare for/defend deposition of D. Jindal"). Each participating firm shall incorporate each of the defendants into its billing system and endeavor to affiliate each time entry with either a specific defendant or a general omnibus category (but not both). Reporting should not reflect billing rates. Only assignments authorized by Co-Lead Counsel will be considered compensable. To avoid duplication of effort, firms are discouraged from billing for time spent by multiple attorneys reading and reviewing correspondence, depositions, discovery responses, document production and pleadings unless specifically related to an authorized assignment. Billing for unassigned and duplicated efforts will not be considered compensable.

IV. EXPENSE RECORDS

Expenses Reports must also be submitted monthly. Supporting documentation need not be submitted monthly. Co-Lead Counsel shall be authorized to request supporting documentation, including all receipts, at any time.

V. LITIGATION COSTS

Co-Lead Counsel expects to create a shared cost fund and to seek assessments from counsel. The fund shall be administered by the law firm of Kerr & Wagstaffe LLP. Monies deposited into the shared cost fund shall be used only for the following expenses:

1. Deposition and Court Reporter Costs;
2. Document Depository and Outside Review Expenses;
3. Legal and Accounting Fees;
4. Expert Witness and Consultant Fees and Expenses;
5. Bank or Financial Institution Charges;
6. Investigative Services;
7. Notice and/or Claims Administrator Charges; and
8. Mediator or Special Master Expenses.

Co-Lead Counsel will make a case-by-case determination of how such expenses will be handled during the course of litigation.

VI. NON-TRAVEL EXPENSE LIMITATIONS

The following rules will apply to the billing of non-travel related expenses incurred by counsel in this case:

1. Long Distance and Cellular Telephone: Actual long distance and cellular telephone charges related to this litigation may be reimbursed only if not covered by the firm's existing subscription or monthly contract rate;
2. Facsimile Charges: The per-fax charge shall not exceed \$0.50 per page;
3. Postage Charges: Charges are to be claimed at actual cost;
4. Shipping, Courier, and Delivery Charges: Charges are to be claimed at actual cost. Priority FedEx should be used if absolutely necessary.
5. Photocopy: The maximum copy charge is \$0.25 per page; and
6. Computerized Research – Lexis/Westlaw: Computerized legal research charges should only be claimed where the research is not covered by the firm's existing subscription. In such event, the actual amount of charge may be claimed.

VII. TRAVEL EXPENSE LIMITATIONS

Except in extraordinary circumstances authorized by Co-Lead Counsel, all travel are subject to the following limitations:

1. Airfare: All domestic travel should be by coach fare unless first-class travel is specially justified. If first class is flown and only coach fare is reimbursable, proof of applicable coach fare shall be provided;

2. Hotel: Hotel costs should be limited to the average cost of a business hotel (e.g., the Fairmont, Westin, Hyatt, Hilton, or Sheraton) for the particular city;
3. Meals: Meal expenses must be reasonable and documented;
4. Cash Expenses: Miscellaneous cash expenses for which receipts generally are not available (tips, luggage handling, etc.) may be claimed as long as expenses are properly documented; and
5. Taxi Service, Car Service, and Car Rentals: Taxis should be used wherever possible. Car services may be used when taxi service is not readily available or practical. Rental car reimbursement will be at the rate for full size sedan rentals.