

P E R S U I T

THE FUTURE OF ENGAGING OUTSIDE COUNSEL

FULL DEPLOYMENT ONBOARDING KIT

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Onboarding Overview

This onboarding kit is a collection of steps and resources ancillary to the program charter and onboarding plan we have designed and tailored to your company. We have taken a thoughtful approach to the deployment of PERSUIT within your organization to ensure a seamless roll out, maximize user adoption and ensure the best results.

In this kit you will find the materials you need to carry out the charter steps, including examples of leadership communications, business rules to get you started, sample RFP templates, scorecards and a step-by-step guide to drafting your first RFP/RFI.

Customer Success Team

David Falstein

Director, Client Strategy & Success
 david@persuit.com

Laura Spalding

Client Strategy & Success Manager
 Laura.spalding@persuit.com

ONBOARDING CHECKLIST	RESPONSIBLE PARTY
<input type="checkbox"/> Complete <i>Onboarding Questionnaire</i>	Client
<input type="checkbox"/> Send Practice Areas Taxonomy & Spend Report	Client
<input type="checkbox"/> User Activation/SSO set up	PERSUIT
<input type="checkbox"/> Set up Taxonomy Filters / Tracking Fields for Reporting	PERSUIT
<input type="checkbox"/> Provide organization template & scorecard instructions (see page 14)	Client
<input type="checkbox"/> Provide training session dates/times	Client
<input type="checkbox"/> Establish Business Rules (see page 3)	Client
<input type="checkbox"/> Obtain Practice Group Sign Off on Business Rules	Client
<input type="checkbox"/> Review PERSUIT Communication Plan Template	Client
<input type="checkbox"/> Finalize and Communication Plan (see page 8)	PERSUIT & Client
<input type="checkbox"/> Execute Communication Plan	Client
<input type="checkbox"/> Finalize Bespoke Training Session Plans	PERSUIT
<input type="checkbox"/> Execute Trainings x3-5	PERSUIT
<input type="checkbox"/> Go Live! Run RFPs and Socialize Results	Client
<input type="checkbox"/> Review & Assess	PERSUIT & Client

1. Business Rules

Having business rules in place helps to build out your internal RFP program and reinforces user adoption. Below are some example business rules and guides put in place by our clients.

Example #1 - Guidelines that help attorneys understand how PERSUIT will fit into existing outside counsel engagement processes in your organization.

Matter/Project External Counsel Budget (\$USD)	Process Steps
Under \$100K	<ul style="list-style-type: none"> • Sole-sourcing is acceptable - Identify proposed Panel firm • Self Service using PERSUIT • Operations team is available for advice
\$100K - \$500K	<ul style="list-style-type: none"> • Identify at least 3 Panel firms • Self Service using PERSUIT to distribute Request to 3 Panel firms • Consider Reverse Auction function, no negotiation required • Operations Team is available for advice
Above \$500K	<ul style="list-style-type: none"> • Identify at least 3 Panel firms • Consider Utilizing Reverse Auction function • Final negotiation required • AFA required • Operations Team available to help evaluate responses and negotiate terms of AFA

Example #2 - a comprehensive decision tree for all matter types to help attorney's determine which matters should be sourced through PERSUIT, and with what competitive requirements.

Scenario*	Competitive Requirement	Diversity	PERSUIT Requirements	Purpose
All Outside Counsel Matters (e.g., divisional				
Matters (\$0 - \$50k)	No - Sole Sourcing is acceptable	Consider inviting diverse owned firms (e.g. see NAMWOLF list)	Yes - Self Service (ops team available for support)	Scope Clarity and AFA Spend Clarity
Matters (\$50k - \$500k)	Yes - 3 or more firms		Yes - Legal Ops Assisted Auction Recommended	Savings, Right Firm, AFA Spend Clarity
Matters > \$500k	Yes - 3 or more firms		Yes - Legal Ops Assisted Auction Required AFA Required	Savings, Right Firm, AFA Spend Certainty
Litigation Exceptions				
Products - National Coordinating Counsel	No	Consider inviting diverse owned firms (e.g. see NAMWOLF list)	Recommended	AFA
Local Counsel Selection	Yes - if 3 or more firms qualified		Yes - Self Service with PL Template	Evaluate Right Firm, Reduce Spend, AFA
Lead / Trial Firm Selection	Yes - 3 or more firms		Yes - Legal Ops Assisted	Evaluate Right Firm, Reduce Spend, AFA
M&A Exceptions				
M&A Transactions and related litigation	Recommended	No	Recommended	Reduce Spend, Evaluate Right Firm
Intellectual Property (non-lit) Exceptions				
Agents and Firms selected regionally	Only on an annual or bi-annual basis to select preferred firms	No	TBD by Project	Reduce Fees, Evaluate Right Firms
eDiscovery, Litigation Support Vendors, ALSPs, and select practice groups (e.g., Bankruptcy, Immigration, Real Estate)				
Preferred vendors to be evaluated periodically (not on a matter by matter basis)	Recommended to be evaluated periodically	Consider inviting diverse owned MWBE vendors	Recommended	Reduce Fees, Evaluate Right Vendors

Example #3 - Text to supplement your Business Rules, or to attach to your leadership comms

The spirit of these guidelines is to encourage use of PERSUIT for most engagements of law firms.

Where it is impossible to do so because of an unusually short turnaround time or where an existing firm has already been engaged in all product matters, there is no requirement to engage in competitive bidding.

PERSUIT can still be leveraged to obtain AFAs from single firms in those situations as it helps contain the data in one place and helps inform future AFAs for our colleagues.

It is recommended to negotiate with firms after running an RFP/auction in the instances where the most preferred firm is still not the most competitive in its fee arrangement.

Frequently asked questions & answers:

[Company] Guidelines for the use of PERSUIT

When is it mandatory to use PERSUIT?

For those in the [U.S.], any time you engage outside counsel where the spend is likely to be in excess of \$10,000, and for those outside of the U.S., the threshold for the moment is **[\$insert]**. That said, you can use PERSUIT for any size of instruction.

Why are we having different thresholds?

- This is principally to manage the integration and wider roll out of PERSUIT and ensure we can support it. In due course we may look to revisit these thresholds.

Which firms must we use?

- For those of you in the US, you must use one of the 15 firms on the new law firm panel ([insert link to new panel list]). For those outside the US, you should use your local panel of law firms.
- What rules do we need to follow when using PERSUIT?
- Use PERSUIT to invite firms (as few as 1 but preferably 3 or more) to submit either an Alternative Fee Arrangement (e.g. fixed, capped cost) or hourly budget to outline what they will charge us to perform the matter, project, or transaction.
- We see the best results from using the reverse auction or auto-negotiation functionality in PERSUIT with multiple firms, but you can use the tool to price one firm. The firm will not know you are only seeking pricing from a single firm if auto-negotiation is turned off. The auto-negotiation functionality is easy to use and will be covered as part of the training.
- Most US panel firms are already familiar with and regularly use PERSUIT. For those that aren't, there is online guidance and the system is easy to follow.

How long does it take to get a response from law firms using PERSUIT?

You choose the timing. You can set the date for receiving proposals to be as short as 24 hours (or quicker for simpler matters) but normally you would want to have the process run for a few days.

What exceptions are there to using PERSUIT?

We recognise that there may be instances where you cannot or do not wish to use PERSUIT, including because of urgency. All exceptions to the mandatory use of PERSUIT as set out above require GC approval which should be sent by email to [insert name]. The Legal Leadership Team will review all exceptions on a bi-monthly basis.

How do you determine which firm gets the matter?

PERSUIT allows you to set the criteria that you deem to be most important for your particular matter by way of a scorecard. Cost is obviously an important factor but there may be others such as relevant expertise in the subject matter. So for example you could have cost being 40% of the scorecard, views on strategy being 30% etc.

What do I do once I've logged in?

- Click "Create Request"
- Look for a template that matches the type of project/matter/transaction that you're looking at. There are pre-existing PERSUIT and [company] templates and we will be looking to expand these over time to make the tool even more efficient.
- Select the template and it will convert to a new RFP draft
- Adjust the scope of work to define what activities you assume will take place / be required for your matter or project.
- Fill in the pricing section to obtain proposals from firms that include both the total proposed fee amount for the project or matter as well as itemised fees at the phase or activity level.
- If required, draft qualitative questions on things like strategy that will help you assess which firm will be best for the matter or project
- Add firm contacts to the BCC Field
- Fill in the timeline for key deadlines:
 - Deadline for firms to ask clarifying questions
 - RFP Deadline
- We encourage you to use the Reverse Auction schedule to allow firms to revise their fees based on how they compare to other firms (only if inviting multiple firms)
- Consider "Sharing" to colleagues to review your draft and they can use private messages channel to provide feedback.
- Click "preview" to see a PDF version of the RFP draft.

- When ready, click Send!

I've received proposals, what do I do now?

- Proposals can be viewed directly online in the PERSUIT comparison tab or can be exported to excel or downloaded to PDF
- Consider using the "Scorecard" to give firms 1-to-5-star scores on important areas that you're using to evaluate which firm will be best for the project
- Consider "eliminating" firms as needed to contain communications to a shortlisted group of remaining firms for any final negotiations. As long as Request is "Open" the remaining firms may revise their proposals based on your feedback
- Once you've selected a firm, make sure to "Accept" their proposals in PERSUIT so we can track the savings and spend!

How do I handle work where the scope cannot be determined at the outset or it may change significantly?

If the scope is limited to the early stages, a firm could 'low ball' price the early phases to be selected and then charge more you later)

There are a couple of options in this kind of scenario, including:

You can break out the work into "phases" and obtain fixed fees by phase based on a set of assumptions that you would provide to firms. You can ask all firms to adopt a common set of assumptions that you consider reasonable and then you'll have an apples to apples comparison;

By obtaining pricing for all phases, including those less certain ones later in the life of the matter, you prevent firms from lowballing early phases just to get in the door.

You will have visibility into the cost of later phases/stages because you've given the firms a common set of assumptions for the amount of work

required in those phases (e.g. 10 expert depositions, 1 motion for summary judgment, etc.).

For cases where there could be a large divergence to potential costs based on 1 key event such as class certification, then you can ask for phases in parts, for instance:

Phase 3A: Discovery assuming class is NOT certified,

Phase 3B: discovery assuming class IS certified.

While your assumptions in later stages may be less accurate, unless the assumptions change materially as defined in the RFP (e.g. 30% change in quantity of depositions) then the overall price should not change. Hours worked should never be a basis for a material deviation when utilizing phase-based fixed fees.

PERSUIT may also be used to ask for hourly rates as well as a blended hourly rate. Clients can auto-negotiate those rates to allow firms to put forward their most competitive rates for the matter. These hourly rates can then be the bases for pricing future phases as the scope of those phases becomes clearer.



Remember to review and amend this text according to your company specific Business Rules and processes

2. Leadership Communications

A great communication plan is important for change management. An email from the General Counsel, program sponsor or senior leadership with reference to the business rules is the best way to introduce the platform and create momentum.

Great leadership communication:

- Discusses the roll out in the context of broader goals and initiatives
- Makes clear that usage will be tracked and measured
- Highlights successful RFPs and the savings achieved to date
- Highlights the importance of getting the “right firm at the right price for the particular project or matter”
- Has a Call to Action: attend the trainings that you’ll hear more about in the coming days

Here are some template leadership communications based on those sent by our clients which include introductions to the platform, FAQ/As and instructions on getting started.



copy and paste your favorites from the templates below into your first email (or ghost write an email for your GC)

Template #1

Introducing PERSUIT

To **Legal Department** × |

Introducing PERSUIT

Dear [Company] Law Department Colleagues,

I am thrilled to announce that the External Counsel Management team will be launching PERSUIT, a reverse auction platform designed specifically for the selection of outside counsel by corporate legal departments, next week.

If you are not already familiar with PERSUIT, here's how it works: we will have at least 3 firms participate in a live auction for our matters. The firms will not know who they are bidding against, the dollar amount of the other firms' bids, or the number of firms participating in the auction; they will only know in what place their bid falls. All firms will be bidding on the same scope of work. The auctions will run for 1 hour during which the firms will have opportunities to lower their bids and improve their rank. The live bidding environment will motivate competitive behavior and help us reduce external legal spend. PERSUIT will also help us streamline many of our existing processes relating to the engagement of outside counsel.

At the conclusion of an auction, firms will be scored by the responsible [Company] lawyer based on pre-defined qualitative and quantitative criteria set by COMPANY NAME in advance of the auction. That criteria will be shared with the participating firms. The platform will present the firms' bids and substantive responses in a simple, side-by-side chart making it easy to compare them. Two criteria will remain constant for every auction run by [Company] - (1) cost and (2) the diversity of the team proposed by the firm to work on our matter. The latter will ensure that diversity is top of mind for both outside counsel and [Company].

It's critical that we work together to manage and reduce our external legal spend—now more than ever. Absent exceptional circumstances (e.g., there's only 1 firm that can perform the work for conflicts, institutional knowledge, or other reasons), all matters with expected total spend of \$[insert] or more should be run through PERSUIT. The team with the most auctions run each month will be recognized. The team with the fewest will be flogged.

The platform should be available for use by next week. Our outside counsel will receive a similar communication.



Consider attaching the FAQ/As on page 5

Template #2

Introducing PERSUIT

To **Legal Department** × |

Introducing PERSUIT

Hi All,

PERSUIT - what is it?

Many of you will have heard us talk about PERSUIT which is an incredibly simple system that we have brought in to help with the initial engagement of our law firms through either an RFP process or direct engagements. PERSUIT is there to help us manage our external spend and to give us better data on our law firms and what and how we spend with them. It also allows you to easily compare the strategic approaches that each firm has suggested for a matter prior to selecting a firm.

The success so far

We have had great success with the initial use of PERSUIT. Below is just one real life example of a matter that went out to tender using PERSUIT where you can see the benefits of the system. It is also very intuitive and easy to use!

Firm	Starting price \$	Ending price \$	Price drop
Law Firm A	695,000	535,000	23%
Law Firm B	670,000	550,000	18%
Law Firm C	1,050,000	892,500	15%
Law Firm D	299,500	269,000	10%

Taking the use of PERSUIT to the next level

In the current environment, legal needs to play its part in reducing external spend and PERSUIT is the tool to help with that, as well as ensuring that we get the best value for our spend. As a result, and to coincide with the timing of our new law firm panel, we are rolling out the **mandatory use** of PERSUIT for all instructions where the spend is likely to be **in excess of \$[insert]**;

Training - **Next week**, we will be offering three video conference-based training sessions. We will have one focused on contentious work, one focused on commercial/transactional work, and one more generic training for general advisory instructions. We will be recording the sessions so these are available for anyone not able to make the training and for anyone who is new to the department.

Litigation work - [insert date]

Commercial/Transactional work - [insert date]

General/advisory work - [insert date]

Logging In -

Navigate to your [company]- PERSUIT log-in URL [insert]. You will be redirected to your internal sign in page. Once you sign in, you will be auto-redirected back to PERSUIT and will be automatically logged in. If you do not have access, reach out to your IT department to provision you access internally. Once you sign in, adjust your name and personal information in your profile.

Support - If you need assistance with PERSUIT, please contact:

Login Assistance - support@PERSUIT.com with a copy to [insert company] Legal Technology Support Team

Questions about AFAs or Pricing - See [help & FAQ page](#) and/or contact david@PERSUIT.com or Laura.spalding@PERSUIT.com

[company] specific questions - email [insert names]



Consider attaching the FAQ/As on page 5

Template #3

Introducing PERSUIT

To Legal Department × |

Introducing PERSUIT

Hi All,

WHAT'S HAPPENING?

We are excited to announce the launch of our Request For Proposal (“RFP”) tool, **PERSUIT** to the global legal team in October. **We experienced almost \$XXX of savings** during our PERSUIT pilot program, **reducing costs by XX%** across multiple project types within the corporate, commercial and employment teams. The platform delivers unprecedented reductions on outside counsel spend through establishing a competitive RFP environment between firms, utilizing the auto-negotiation feature and hosting reverse live auctions. By providing a side-by-side comparison, the platform allows you to easily compare and track pricing structures, subject matter expertise, and other relevant data, such as Diversity & Inclusion metrics. Along with taking control of our outside legal costs, PERSUIT enables us to send out Request For Information (“RFI”) programs to capture and report on key outside counsel data points.

WHAT'S CHANGING?

Legal Team members authorized to engage outside counsel will soon be able to leverage PERSUIT to host their RFP process when setting up a new matter. This process will be recommended for matters \$0-\$10k, required for matters over \$10k and will be legal ops assisted for matters over \$50k. The tool can be leveraged to establish preferred counsel panels and for eDiscovery matters, document translations, contract review, IP (non-litigation) and secondments. If you would like to learn more about how and when to use the tool, please refer to our PERSUIT business guidelines.

RESOURCES

The week of **[insert]**, we will host a training session to introduce the mechanics of the tool and provide an overview of the process. We will offer multiple training sessions focused on different practice areas and will record the sessions for those who are unable to attend. We will announce the official launch on **[insert]** and you will be able to access PERSUIT from your **[insert]** homepage.

QUESTIONS?

Contact **[insert]** for questions related to the tool, upcoming training sessions or general feedback.



Consider attaching the FAQ/As on page 5

Template #4 - Law firm comms following program launch

Introducing PERSUIT

To **Outside Counsel** × |

Introducing PERSUIT

Dear Outside Counsel,

[Company] is excited to announce the rollout of a new outside counsel engagement program and will be using [PERSUIT](#) - a software platform to help us facilitate a matter-by-matter RFP program across all practice areas.

This program is designed to be self-service such that our attorneys can quickly reach out to you to obtain pricing and answers to qualitative questions. RFP templates utilizing AFA-based options will include pricing items and qualitative questions about how your firm would staff the matter and the specific reasons why your firm is well suited to handle the matter or project at hand.

Please help us by leaning into this program. We anticipate this will help us retain the right firm for each new matter and that it will also lead to reduced fees for [company]. Firms will now have greater visibility into new matter opportunities as they arise across practice areas and this process will help us to more fairly distribute work amongst our [panel/preferred] firms based on objective evaluation criteria. Preexisting hourly rates will be honored as baseline, not to exceed rates where no new fee agreements are made on PERSUIT.

The platform is easy to use and doesn't require much training. However, training videos and FAQs are available [here](#). New RFPs will trigger an email notification to the recipient partner's email address from the following email domain: notifications@persuit.com - please ensure your IT team is aware of this so as not to block any emails from PERSUIT.

We will also be holding informational sessions to answer questions about our new program on the following days. Calendar invitations will follow so please try to attend at a time that works best for you.

- [insert] at [insert]
- [insert] at [insert]

3. RFP Templates & Scorecards

Your organization RFP/RFI Templates

PERSUIT has a library of RFP and RFI templates suitable for various matters, scopes and project types. We can also create bespoke templates for your organization, which will be readily available for your users before we begin training.

Consider the elements of an RFP set out below as a starting point. Simply mark up your amendments, add your scope (if you have one), or send us your current RFP document which we can templatize for you.

Alternatively, anyone in your organization with *Template Manager* access can create your organization templates directly in the platform.

Simply, click on the menu on the top left of your screen and select **Templates**. From here, you can create a new template by customizing an existing RFP template in the PERSUIT library (the generic RFP template is a good place to start).

GENERIC RFP TEMPLATE

SUMMARY

Company Name ("Company") is seeking legal advice and is soliciting proposal(s) to perform the below scope of work.

Project Background and Scope of Work

[Insert description of project including the deliverables sought. The PERSUIT template library has a selection of RFP templates with built in scopes. For example for several litigation types, M&A and corporate advice projects]

Pricing Preference

[Consider inserting one of the following type and reflect the appropriate pricing preference within the pricing section.]

Flat fee for the entire scope of work above. (Please enter the fee amount in the total price field below)

Fixed fee by phase. (Please provide both the total fee amount as well as a breakout of the budget by phase)

Hourly Rates. (Please provide a budget estimate in the total fee section and new proposed hourly rates within the below Rate Card item)

Material Deviation

[insert applicable [Material Deviation clause](#)]

Timeline

Deliverable	Responsible	Deadline / Date
RFP Initiated / Released to Firms	Company	[INSERT DATE]
Respondent Clarification Questions	Law Firms	[INSERT DATE - usually at least 2 days following RFP release date]
Answer to Clarification Questions	Company	[INSERT DATE - usually 1-2 days after final question submission date]
Submission of Initial Proposals	Law Firms	[INSERT DATE - usually at least 1 day after answering clarification questions]
Shortlisting and Review Period*	Company	[INSERT DATE RANGE]
Reverse Auction**	Law Firms	from [12:00 PM (EST) to 1:00 PM (EST)] on [INSERT DATE]
Selection Decision Communicated to Law Firms	Company	[INSERT DATE]

*Company reserves the right to eliminate firms from consideration prior to the auction if initial proposals are not competitive.

**Note that the auction will automatically extend by 5 minutes if a price revision occurs within the last 5 minutes of the auction closing period - see FAQ section for more details.

Reverse Auction

[insert [Reverse Auction language](#)]

Contractual terms

[insert applicable [miscellaneous / boilerplate clauses](#)]

Thank You

PRICING

Please provide a fixed fee to perform the entire scope of work described above. [Fixed Fee]

In the description box, please list any assumptions that form the basis for the pricing schedules and plan for your proposal.

QUESTIONNAIRE

Question Title	Description of Question	Response Type	Required?
Exclusions	Please list any limitations or exceptions related to your proposal. In other words, what you DO NOT agree to deliver as part of your plan/proposal.	Paragraph	No
Team	Please provide a brief description of the team expected to work on these matters. It is recommended to include a list of the key people expected to work on the matter and any relevant expertise or experience.	Paragraph	No
Staffing and Project Management	Describe how your firm intends to staff and manage the work, with an explanation as to how your approach will minimize costs and maximize value and efficiency.	Paragraph	No
Strategies for Success	Please outline the strategies you recommend to achieve a successful outcome for the Company.	Paragraph	No
Why your firm?	Please explain why your firm is better suited than your competitors to take on this assignment. Please keep your answer brief, to the point and focused. General statements that any one of your competitors could make are not helpful	Paragraph	No
Key Risk Factors	Please identify the key risk factors which the Company faces in this matter, and how your firm proposes to address each one.	Paragraph	No
References	Please provide references if available.	Paragraph	No



Click below to view some additional RFP templates for specific matter types:

[M&A RFP Template](#)

[Litigation RFP Template](#)

Evaluation Scorecards

PERSUIT templatizes the firm selection process allowing you to collect uniform information from each firm invited to participate; the uniform RFP responses can then be evaluated using our built in, customizable scorecard.

Whether you're using it to ensure firms are being evaluated on a consistent framework, evaluating collaboratively or tracking against diversity goals, you might consider building a scorecard into your organization RFP templates. We've set out a template scorecard below.

 [Click here to read a best practice guide to creating a scorecard for selecting outside counsel](#)

Example/Template Scorecard

Category	Sub-Category	Weight
Experience	<ol style="list-style-type: none"> 1. Matter-Type Related Experience 2. Venue Experience 3. Judge Experience 4. Opposing Counsel Experience 	40%
Diversity	<ol style="list-style-type: none"> 1. Team Diversity 2. Origination Credits to Diverse Lawyers 	20%
Strategies and Issues	<ol style="list-style-type: none"> 1. Firm's strategies for this matter 2. Firm's ID of key issues 3. Firm's assessment of key risks 4. Firm's assessment of final disposition 	20%
Rates / Fees	how does this firm's fees compare to their competitors	20%

4. Guide to your first RFP

PERSUIT in 10 Steps

1. Click "Create Request"
2. Select a template that matches the type of project/matter/transaction that you're looking at.
3. [Scope your matter & define your assumptions.](#)
4. Ask for a total price and consider adding pricing items to build out an AFA by phase and/or deliverable/activity.
5. Draft qualitative questions (e.g. tell us your strategies for success) that will help you assess which firm will be best for the matter or project
6. Fill in the timeline for key deadlines:
 - a. Deadline for firms to ask clarifying questions
 - b. RFP Deadline
 - c. Reverse Auction dates
7. Consider "Sharing" to colleagues to review your draft and they can use private messages channel to provide feedback.
8. Click "preview" to see a PDF version of the RFP draft.
9. Add firm contacts to the BCC Field (see contacts directory in the appendix for list of approved firm contacts)
10. When ready, click Send!

Scoping 101

- Consider providing detailed [background information](#) about the matter /deal /project.
- In addition to background info, adding [price line items](#) beyond just total price may help address the cost of material deviations that may occur.
- To assess which phases or activities to obtain price points for, consider the following:
 1. What are the 5-10 major cost driving activities?
 2. Quantify the # of times that each cost driving activity will take place in the matter.
 3. Define [Material Deviation](#) and provide firms a description of how the process will work to initiate a change order.
 4. Select a fee type (Fixed, Capped, Success, Contingency, Hourly, or Estimate) for each Phase or Activity.
 5. Even where you are obtaining fixed fees, you can still ask firms to provide [hourly rates](#) and can assess the best option after proposals are submitted. Select **Rate Card** as the fee type under a pricing item.
 6. The **Total Price** field will be the basis for the reverse auction. This section be adjusted to obtain an hourly rate, or other pricing type for the reverse auction.

P E R S U I T

THE FUTURE OF ENGAGING OUTSIDE COUNSEL

FULL DEPLOYMENT ONBOARDING KIT

APPENDIX

Appendix B – Litigation RFP Template (Phase level fixed fees)

[COMPANY NAME] ("Company") is soliciting proposals from law firms in order to identify and select a firm or panel of firms to act as counsel in connection with [MATTER NAME and MATTER DESCRIPTION].

Matter Background

[Insert background information on the matter and consider attaching the complaint]

Scope of Work

[Fill in Anticipated activities in this litigation matter to the best of your ability, see example below:

Phase 1: Pre-litigation Case Assessment and Initial Steps

- Interview twenty (20) key stakeholders or witnesses.
- Review collected key documents.
- Analyze case, develop strategy, and confer with the Company.

Phase 2: Responsive Pleadings and Motion Practice

- Draft and file Answer.
- Draft and file Motion to Dismiss.
- Prepare Initial Disclosures.
- Draft any other preliminary motions, both affirmative and responsive.

Phase 3: Discovery

- Written Discovery: Propound/respond to written discovery.
- Document Production: Produce documents responsive to discovery requests.
- Depositions: Take / defend fifteen (15) depositions including prep.
- Expert Discovery
- Prepare and review plaintiffs expert disclosures.
- Prepare expert disclosures for defense.
- Take/defend and prepare for five (5) expert depositions.

Phase 4: Class Certification

- Respond as appropriate to class certification motions.

Phase 5: Prepare Motion for Summary Judgment

- Prepare and file Motion for Summary Judgment and any reply briefs needed/required.
- Prepare for and present oral argument, if required.
- Phase 6. Trial
- Prepare for trial including witness preparation, pretrial pleadings, and related efforts.

- Assume trial to last 10 days, and include all efforts related to trial, including witness preparation, and trial/evidentiary briefing, and all in-court time.

Phase 7: Post Trial Briefing

Prepare and file post-trial briefs.]

Timeline

Deliverable	Responsible	Deadline / Date
RFP Initiated / Released to Firms	Company	[INSERT DATE]
Respondent Clarification Questions	Law Firms	[INSERT DATE - usually 2 days following RFP release date]
Answer to Clarification Questions	Company	[INSERT DATE - usually 1-2 days after final question submission date]
Submission of Initial Proposals	Law Firms	[INSERT DATE - usually at least 1-2 days after answers]
Shortlisting and Review Period*	Company	[Insert Date Range]
Reverse Auction**	Law Firms	DATE from [12:00 PM (EST) to 1:00 PM (EST)]
Selection Decision Communicated to Law Firms	Company	[INSERT DATE]

*Company reserves the right to eliminate firms prior to the auction for any reason and will consider doing so if proposals are not competitive.

**Note that the auction will automatically extend by 5 minutes if a price revision occurs within the last 5 minutes of the auction closing period - see FAQ section for more details.

Any time extensions will be explicitly noted. If no extensions are indicated, all proposals are due at the time and date originally specified.

Pricing

Note that the following phase level price items below are provided so that we understand how the total fixed fee is broken out. Also, as the phases are sequential, if the case settles or is dismissed prior to the commencement of a phase or task, [COMPANY NAME] will pay only for the phases / tasks that have occurred based on those pricing items provided.

Material Deviation

The firm selected will periodically review the actual work performed in connection with this matter against the above Scope of Services that underlie the Fixed Fee. The firm will contact Company promptly if it believes that the actual work performed to defend Company in connection with this matter has significantly changed from the Scope of Services as detailed above. Based upon a standard of good faith and fairness, Company and the

firm may then review the work performed and may consider accelerating or decelerating the invoicing schedule and/or increasing or decreasing the amount of the Fixed Fee. Company may also request that the firm conduct such a review of actual work against the work contemplated by the Scope of Services. This review of the status of the work and material change discussion between Company and the firm may occur more than once during the pendency of the matter.

Otherwise, the Fixed Fee comprises the total and maximum that Company will pay against the Scope of Services, subject only to the existence of a Material Deviation.

A Material Deviation shall be defined as a 30% increase or decrease in the following key cost drivers:

- Motion to Dismiss (assume 1)
- Answer (assume 1)
- Motion for Summary Judgment including Hearing (assume 1)
- Depositions:
 - Taking Deposition - Fact Witness (assume 5)
 - Defending Deposition - Fact Witness (assume 5)
 - Taking Deposition - Expert (assume 5)
 - Defending Deposition - Expert (assume 5)
- Daubert Motion (assume 1)
- Document Review and Production - (assume 1,000 Documents)
- Trial Days (assume 15)

If there is a Material Deviation then we would use the fixed fees set forth in each phase or phase sub-part to determine how much to increase or decrease the price for any particular phase.

EXAMPLE: If the proposed total price was \$400,000 and the price per deposition proposed was \$5,000 and the matter required 18 depositions instead of the 15 that were assumed (ie. a 20% deviation, which is less than the 30% threshold), then there would be no change to the Fixed Fee. The additional 3 depositions would fall under the Fixed Fee. However if the matter required 20 depositions (>30% deviation), then the total price would be increased by \$25,000 ($5 * \$5,000$) + \$400,000 to a new total of \$425,000. Likewise, if the number of actual depositions required was less than than the number assumed by more than 30%, the total price would be decreased based on the price per deposition provided.

Contractual Terms

Binding Offer

Responses constitute a complete and binding offer for a period of one hundred and eighty (180) days from submission.

Company, at its sole discretion, has the right to accept all, some or none of the law firm's proposal unless the law firm indicates in its proposal that its offer is contingent on the acceptance of all or certain parts of its proposal.

By submitting a proposal, the law firm agrees that it is fully capable and willing to provide the services required and represents and warrants that it will be bound by its responses to this RFP and any modifications to such response as agreed upon in writing.

No Volume Commitment

Company makes no commitments, either implied or otherwise, that this process will result in a new business transaction with any law firm. If, after selection of a preferred firm, that firm is unable to perform the work in a timely manner (2-3 months), Company reserves the right to select a new firm for subsequent matters.

Term

Once Company accepts a proposal from your firm in the PERSUIT platform, such fees shall be in effect and shall not be changed for the duration of the matter without the written consent of Company.

Costs

All costs or expenses incurred by law firms in preparing a response to this RFP and providing any additional information requested to facilitate the evaluation process are the sole responsibility of the law firm. Company will not reimburse for any such costs.

Right to Terminate RFP

Company reserves the right to terminate the RFP process at any time prior to awarding bids and makes no commitments, either implied or otherwise, that this process will result in a new business transaction with any law firm.

Company reserves the right at any time, in its sole discretion, to accept any or all proposals in whole or in part, negotiate with any law firm, or cancel this RFP (in whole or in part) in the event Company determines that it is in its best interest to do so.

Confidentiality

By submitting a response, your law firm agrees not to make public in any way, or discuss verbally, in writing, or through electronic forms of communication, with any third party, any aspect of this project initiative including the existence of this RFP, that may be revealed to the law firm as a result of participation in any part of the RFP process or the underlying project initiative itself.

Company data that, as a result of this project or the bidding process, may come into the temporary or permanent possession of the law firm remain the property of Company or its applicable Affiliate and are to be considered privileged and highly confidential. Such data and information includes this RFP, and all information and materials relating to the business and processes of Company and Affiliates. Such data and information may not be used for any purpose other than that for which they are supplied to the law firm without the express written permission of Company.

Company will treat your responses as confidential, although Company reserves the right to discuss your proposal with Affiliates and to employ one or more consultants to assist in analyzing the responses. Any such consultant(s) will be bound to Company under non-disclosure agreement(s).

Communication, Clarification Questions, and Attempts to Influence

During the bidding process, all requests for clarification or requests for data related to this RFP must be submitted in writing via the private comments channel to facilitate and ensure fair distribution and record-keeping of information. Failure to comply with this requirement may be cause for disqualification.

Contacting personnel from [COMPANY NAME] other than CONTACT listed below in order to obtain information, create a favorable impression, sell, exert influence, or circumvent the sourcing process is prohibited.

Contact

[INSERT NAME]

[INSERT TITLE]

[INSERT EMAIL , PHONE #]

Evaluation Criteria

Firm proposals will be evaluated holistically and [COMPANY NAME] is not obligated to select the lowest bidder.

Billing Guidelines

The law firm must be able and willing to comply with the [COMPANY NAME] Outside Counsel Management and Billing Guidelines attached hereto. If, after receipt and review of the Policies and Requirements within the time allotted, the law firm is unable or unwilling to agree that, if selected, it will comply with the Policies and Requirements, the law firm must immediately notify [COMPANY NAME] and withdraw from the bidding process unless both parties otherwise agree to any exceptions in writing.

Reverse Auction Process

Rules and Mechanics

This RFP will be completed by you through a reverse auction, in which you will be able to see in real time where you rank vis-a-vis other firms who are also participating in the reverse auction. We will hold firms to their lowest proposed price and we will not accept price increases during the auction.

Firms will only be able to see their 'ranking' relative to other (anonymized) firms. No parts of a firm's proposal, pricing or otherwise, will be visible to other firms. Ranking is determined by the competitiveness of your firm's 'total price'. If your Total Price is the most competitive, your firm will be shown to you and others as 'Rank #1'. You will be able to revise your Total Price at any time during the reverse auction. Any change in ranking as a result of firms revising their pricing will be shown to all firms in real time. Please see FAQ and/or reach out to support@persuit.com for additional questions pertaining to this section.

Existing Rates

No Proposed rate for this matter should exceed the existing, [COMPANY NAME] approved rate for any timekeeper, and no rate will be approved unless submitted and approved through [COMPANY NAME] rate card process.

Format:

Please ensure that you answer each of the questions asked in the answer fields provided on the PERSUIT platform. DO NOT answer the questions in a separate document and then say 'See Attached Document'.

Should you answer this RFP in that way, you risk your answers not being reviewed and you being disqualified from the RFP.

Thank You

PRICING SECTION

Phase / Deliverable (Open Text Field)	Instructions and Assumptions	Fee Type (options - fixed fee, capped fee, estimate only based on hourly billing, success fee, contingency fee, other)	Example of what firms would enter in on PERSUIT
Total Matter Price	Please provide a fixed fee for all work that is anticipated to represent [COMPANY NAME] in this matter.	Fixed Fee	\$2,000,000
Phase 1: Pre-litigation Case Assessment and Initial Steps	Interview twenty (20) key stakeholders or witnesses. Review collected key documents. Analyze case, develop strategy, and confer with the Company.	Fixed Fee	\$20,000
Phase 2: Responsive Pleadings and Motion Practice	Draft and file Answer. Draft and file Motion to Dismiss. Prepare Initial Disclosures. Draft any other preliminary motions, both affirmative and responsive.	Fixed Fee	\$10,000
Phase 3: Discovery	Written Discovery: Propound/respond to written discovery. Document Production: Produce documents responsive to discovery requests. Depositions: Take / defend fifteen (15) depositions including prep. Expert Discovery Prepare and review plaintiffs expert disclosures. Prepare expert disclosures for defense.	Fixed Fee	\$10,000

	Take/defend and prepare for five (5) expert depositions.		
Phase 4: Class Certification	Respond as appropriate to class certification motions.	Fixed Fee	\$200,000
Phase 5: Motion for Summary Judgment	Prepare and file Motion for Summary Judgment and any reply briefs needed/required. Prepare for and present oral argument, if required.	Fixed Fee	\$15,000
Phase 6: Trial	Prepare for trial including witness preparation, pretrial pleadings, and related efforts. Assume trial to last 10 days, and include all efforts related to trial, including witness preparation, and trial/evidentiary briefing, and all in-court time.	Fixed Fee	\$20,000
Phase 7: Post-Trial Briefing	Prepare and file post-trial briefs.	Fixed Fee	\$1,000,000
HOURLY Rate Card	Proposed Blended Partner Rate Proposed Blended Senior Associate Rate (5+ Years) Proposed Blended Junior Associate Rate (Years 1-4) Proposed Paralegal Rate ^ Yes - allow firms to add entries Format for added entries: Name, Title, City	Rate Card	\$500 \$400 \$300 \$200 John Smit, Partner, Ohio, \$550 Will Oats, Associate, MN, \$450...

QUESTIONNAIRE SECTION (note that the below will not be an actual chart in the PERSUIT tool but have displayed the below to capture the data that should be converted to questionnaire items in PERSUIT)

Question Title	Description of Question	Response Type	Required?
Relationship Attorney	Please provide confirmation of who will be the proposed relationship attorney.	Short Text	Yes
Strategies for Success	Please outline the value you would add to the work carried out by [COMPANY NAME] Litigation group.	Paragraph	No
Assumptions	Please list the specific assumptions that form the basis for the pricing, schedules and plan for your proposal.	Paragraph	No
Exclusions	Please list any limitations or exceptions related to your proposal. In other words, what you DO NOT agree to deliver as part of your plan/proposal.	Paragraph	No
Team	Please provide a brief description of the team expected to work on these matters. It is recommended to include a list of the key	Paragraph	No

	people expected to work on the matter and any relevant expertise or experience.		
Staffing and Project Management	Describe how your firm intends to staff and manage the work, with an explanation as to how your approach will minimize costs and maximize value and efficiency.	Paragraph	Yes
Key Risks	Please identify the key risk factors which COMPANY faces in this matter, and how your firm proposes to address each one.	Paragraph	No
References	Please provide three client references for similar services performed. At least one of the references provided must be a client to whom you have provided services within the past year. The list of client references must include the following: a) Name and address of client; b) Name and phone number of client reference; and c) Type of representation, if completed and available for disclosure. These references may be contacted and used in conjunction with the evaluation of proposals.	Paragraph	No
Trial Win Record	Please provide the trial win/loss record of the proposed first chair attorney.	Paragraph	No
Why your firm?	Please explain why your firm is better suited than your competitors to take on this assignment. Please keep your answer brief, to the point and focused. General statements that any one of your competitors could make are not helpful	Paragraph	No

Appendix C – M&A RFP Template

[COMPANY NAME] is requesting proposals from law firms in order to identify and select a firm or panel of firms to act as primary counsel in [COMPANY NAME's] upcoming "Project Superman".

Company Background Information

[Consider providing firms background information about your company, products, and business unit]

Confidentiality

By submitting a response, your law firm agrees not to make public in any way, or discuss verbally, in writing, or through electronic forms of communication, with any third party, any aspect of this project initiative including the existence of this RFP, that may be revealed to the law firm as a result of participation in any part of the RFP process or the underlying project initiative itself.

[COMPANY NAME] data that, as a result of this project or the bidding process, may come into the temporary or permanent possession of the law firm remain the property of [COMPANY NAME] or its applicable Affiliate and are to be considered privileged and highly confidential. Such data and information includes this RFP, and all information and materials relating to the business and processes of [COMPANY NAME] and Affiliates. Such data and information may not be used for any purpose other than that for which they are supplied to the law firm without the express written permission of [COMPANY NAME]

[COMPANY NAME] will treat your responses as confidential, although [COMPANY NAME] reserves the right to discuss your proposal with Affiliates and to employ one or more consultants to assist in analyzing the responses. Any such consultant(s) will be bound to [COMPANY NAME] under non-disclosure agreement(s).

Conflicts of Interest

[Consider providing counter-party name and information relevant for the firm when considering whether to clear conflicts of interest. Consider instructing firms to provide a second conflicts clearance prior to the more imminent start of the project.]

Timeline

Deliverable	Responsible	Deadline / Date
RFP Initiated / Released to Firms	[INSERT COMPANY NAME]	[INSERT DATE]
Firm Clarification Questions	Law Firms	[INSERT DATE]

Client Answers Clarification Questions	[INSERT COMPANY NAME]	[INSERT DATE]
Submission of Initial Proposals	Law Firms	[INSERT DATE] - usually at least 3 days after answering clarification questions
Reverse Auction**	Law Firms	from [12:00 PM (EST) to 2:00 PM (EST)] on [INSERT DATE] - usually the day after initial proposals are due
Selection Decision Communicated to Law Firms	[INSERT COMPANY NAME]	[INSERT DATE]

**Note that the auction will automatically extend by 10 minutes if a price revision occurs within the last 10 minutes of the auction closing period - see FAQ section for more details.

Any time extensions will be explicitly noted. If no extensions are indicated, all proposals are due at the time and date originally specified.

RFP Scope of Services:

[Fill in Anticipated activities in this M&A deal to the best of your ability].

Pricing

[Firms must provide the following pricing items:

Fixed Fee for the Total Price of this M&A deal should be calculated based on the following assumed phases:

1. Advice regarding initial project scoping and design (Budget)
2. Preliminary antitrust analysis and advice (Budget)
3. Preliminary antitrust analysis and advice, including risk assessment of combination with [...] potential counter parties, input on transaction structure, preparation of clearance timelines, agency strategy, evaluation related to the feasibility of divestiture scenarios
4. Review and comment on form NDA, teaser, CIM and other initial documentation (Budget)
5. Due diligence review of in-perimeter contracts
6. Due diligence review of [in-perimeter contracts (approximately xxx, consisting of xxx) and preparation of a sell-side due diligence report on an 'exception-only' basis.]
7. Review and negotiation of NDA, non-binding offer and similar documents
8. Drafting and negotiation of the key transaction documents
9. E.g., the asset purchase agreement, IP licenses and disclosure documents, [...].
10. Drafting and negotiation of manufacturing and supply agreements. This includes: supply agreement, transitional distribution agreements, [...].
11. Drafting and negotiation of a suite of other transitional agreements including signing support. This may include: regulatory services, quality & testing services and pharmacovigilance services, warehousing and transportation and other operational services, IP licenses, [...], among others.

12. Further antitrust input on transaction structures and key risk-shifting provisions
13. Preparation of HSR filing, engagement with FTC on substantive transaction considerations, preparation of product lists, preparation of agency presentations/white papers on substantive issues, assistance with evaluation of potential divestiture scope/buyers/structures, preparation of presentations/white papers regarding sufficiency of proposed remedies. Input regarding gun jumping and other information sharing issues in context of integration planning (as needed).
14. Antitrust work streams associated with second request compliance and litigation strategy (if needed)
15. Drafting and negotiation of a JV Agreement
16. Closing documentation and logistics
17. Advice and support pertaining to employee transfers
18. Assistance effecting transfer of real property
19. Further assistance
20. Assistance with implementation of and compliance with applicable FTC Orders on a go-forward basis, consultation regarding ongoing supply and transition services (as needed).
21. Post-closing matters

Note that the total amount proposed and accepted by [COMPANY NAME] will not change in this project unless there is a material deviation in the above assumptions.

Material Deviation

The firm selected will periodically review the actual work performed in connection with this project against the above Scope of Services which underlie the Fixed Fee. The firm will contact [COMPANY] promptly if it believes that the actual work performed to represent [COMPANY] in connection with this project has varied from the Scope of Services as detailed above. Based upon a standard of good faith and fairness, [COMPANY] and the firm may then review the work performed and may consider accelerating or decelerating the invoicing schedule and/or increasing or decreasing the amount of the Fixed Fee in the event of any material changes from the Scope of Services. [COMPANY] may also request that the firm conduct such a review of actual work against the work contemplated by the Scope of Services. This review of the status of the work and material change discussion between [COMPANY] and the firm may occur more than once during the pendency of the project.

Contractual Terms

Binding Offer

Responses constitute a complete and binding offer for a period of one hundred and eighty (180) days from submission.

[COMPANY NAME], at its sole discretion, has the right to accept all, some or none of the law firm's proposal unless the law firm indicates in its proposal that its offer is contingent on the acceptance of all or certain parts of its proposal.

By submitting a proposal, the law firm agrees that it is fully capable and willing to provide the services required and represents and warrants that it will be bound by its responses to this RFP and any modifications to such response as agreed upon in writing.

No Volume Commitment

[COMPANY NAME] makes no commitments, either implied or otherwise, that this process will result in a new business transaction with any law firm. If, after selection of a preferred firm, that firm is unable to perform the work in a timely manner (2-3 months), [COMPANY NAME] reserves the right to select a new firm for subsequent investigations.

Term

Once [COMPANY NAME] accepts a proposal from your firm, such fees shall be in effect and shall not be changed for a period of [TERM] without the written consent of [COMPANY NAME].

Costs

All costs or expenses incurred by law firms in preparing a response to this RFP and providing any additional information requested to facilitate the evaluation process are the sole responsibility of the law firm.

[COMPANY NAME] will not reimburse for any such costs.

Right to Terminate RFP

[COMPANY NAME] reserves the right to terminate the RFP process at any time prior to awarding bids and makes no commitments, either implied or otherwise, that this process will result in a new business transaction with any law firm.

[COMPANY NAME] reserves the right at any time, in its sole discretion, to accept any or all proposals in whole or in part, negotiate with any law firm, or cancel this RFP (in whole or in part) in the event [COMPANY NAME] determines that it is in its best interest to do so.

Communication, Clarification Questions, and Attempts to Influence

During the bidding process, all requests for clarification or requests for data related to this RFP must be submitted in writing via the private messages channel to facilitate and ensure fair distribution and record-keeping of information. Failure to comply with this requirement may be cause for disqualification.

Contacting personnel from [COMPANY NAME] other than CONTACT listed below in order to obtain information, create a favorable impression, sell, exert influence, or circumvent the sourcing process is prohibited.

Contact

[INSERT NAME]

[INSERT TITLE]

[INSERT EMAIL , PHONE #]

Evaluation Criteria

Firms will be evaluated on the basis of the written and/or oral presentations. However, [COMPANY NAME] may use information other than that provided by the law firm in its evaluation. Law firms will also be evaluated based on the following criteria: 1) Ability to demonstrate the requirements and provide deliverables and documentation as stated throughout the RFP, 2) Relevant service history of law firm’s organization including client references, and 3) Total value proposition and services compared against market.

Billing Guidelines

The law firm must be able and willing to comply with the [COMPANY NAME] Outside Counsel Management and Billing Guidelines attached hereto. If, after receipt and review of the Policies and Requirements within the time allotted, the law firm is unable or unwilling to agree that, if selected, it will comply with the Policies and Requirements, the law firm must immediately notify [COMPANY NAME] and withdraw from the bidding process unless both parties otherwise agree to any exceptions in writing.

Existing Rates

No Proposed rate for this project should exceed the existing, [COMPANY NAME] approved rate for any timekeeper, and no rate will be approved unless submitted and approved through [COMPANY NAME] rate card process.

PRICING SECTION (The below guide is helpful for you to capture the data that should be converted to price items)

Phase #	Phase / Deliverable (Open Text Field)	Description (open text field)	Fee Type (select option in drop down)
	TOTAL M&A DEAL	All Phases below	Fixed Fee
1	Advice regarding initial project scoping and design (Budget)		Fixed Fee
2	Preliminary antitrust analysis and advice (Budget)	Preliminary antitrust analysis and advice, including risk assessment of combination with [...] potential counter parties, input on transaction structure, preparation of clearance timelines, agency strategy, evaluation related to the feasibility of divestiture scenarios	Fixed Fee
3	Review and comment on form NDA, teaser, CIM and other initial documentation (Budget)		Fixed Fee

4	Due diligence review of in-perimeter contracts	Due diligence review of [in-perimeter contracts (approximately xxx, consisting of xxx) and preparation of a sell-side due diligence report on an 'exception-only' basis.]	Fixed Fee
5	Review and negotiation of NDA, non-binding offer and similar documents		Fixed Fee
6	Drafting and negotiation of the key transaction documents	E.g., the asset purchase agreement, IP licenses and disclosure documents, [...].	Fixed Fee
7	Drafting and negotiation of manufacturing and supply agreements	This includes supply agreement, transitional distribution agreements, [...].	Fixed Fee
8	Drafting and negotiation of a suite of other transitional agreements including signing support	This may include: regulatory services, quality & testing services and pharmacovigilance services, warehousing and transportation and other operational services, IP licenses, [...], among others.	Fixed Fee
9	Further antitrust input on transaction structures and key risk-shifting provisions	Preparation of HSR filing, engagement with FTC on substantive transaction considerations, preparation of product lists, preparation of agency presentations/white papers on substantive issues, assistance with evaluation of potential divestiture scope/buyers/structures, preparation of presentations/white papers regarding sufficiency of proposed remedies. Input regarding gun jumping and other information sharing issues in context of integration planning (as needed).	Fixed Fee
10	Antitrust work streams associated with second request compliance and litigation strategy (if needed)		Fixed Fee
11	Drafting and negotiation of a JV Agreement		Fixed Fee
12	Closing documentation and logistics		Fixed Fee
13	Advice and support pertaining to employee transfers		Fixed Fee
14	Assistance effecting transfer of real property		Fixed Fee

15	Further assistance	Assistance with implementation of and compliance with applicable FTC Orders on a go-forward basis, consultation regarding ongoing supply and transition services (as needed).	Fixed Fee
16	Post-closing matters		Fixed Fee

QUESTIONNAIRE SECTION (note that the below will not be an actual chart in the PERSUIT tool but have displayed the below to capture the data that should be converted to questionnaire items in PERSUIT)

Question Title	Description of Question	Answer (response format)
Q1: Transaction Assessment - General	Based on the information contained in the Summary section and your working knowledge of [Customer], please provide your initial assessment of the Transaction, including any potential issues arising in connection with the Transaction and strategy for addressing these issues.	Paragraph
Q2: Transaction Assessment - Additional Comments	Based on the information contained in the Summary section and your working knowledge of [Customer], please provide any additional steps that you would propose that counsel and/or [Customer] take to facilitate a successful outcome of the Transaction.	Paragraph
Q3: Transaction Assessment - Work Council Issues	Based on the information contained in the Summary section and your working knowledge of [Customer], please provide a discussion on the applicability of works council rights in a transaction of this type, the impact of those rights on the Transaction and any proposed steps for addressing those issues.	Paragraph
Q4: Team	Please provide a list of the team members you propose to work on this Transaction ("Key Team Members"), their titles, their number of years out of law school, number of years with your Firm, a brief description of each member's role in this Transaction, why you have selected this member, and a brief description of similar case experiences on the sell-side (focusing on asset carve-outs to the extent applicable), and experience working on similar matters for [Customer]. In providing your list, please keep in mind our appreciation for and previous successes with legal teams diverse in personal backgrounds as well as in legal and technical experiences.	Paragraph

Q5: Experience Working with Service Providers	Please describe your experience with third party bulk contract review services (e.g., Axiom) on sell side diligence and disclosure exercises.	Paragraph
Q6: Other	Having reviewed this Request and the Transaction at hand, are there any additional factors you would like us to consider when evaluating your response?	Paragraph
Q7: Diversity & Inclusion	Is your Firm a certified entity in one or more of the following categories? - Small business; - Veteran- or disabled veteran owned business; - Women-owned business; - Minority owned business enterprise; - Disabled owned business; - LGBT owned business; - WBENC, NMSSDC, USBLN, NGLCC. If yes, please provide a copy of your certification. If your firm does not have a relevant certification, please describe your firm's diversity and inclusion profile and any currently ongoing programs designed to encourage diversity and inclusion.	Yes/No
Q8: Cost Efficiencies		Paragraph
Add on as needed		