UNION PACIFIC RAILROAD
LEGAL TRACKER™
BILLING REQUIREMENTS

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About These Billing Requirements

Union Pacific Railroad's Legal Tracker Billing Requirements ("Requirements") govern our relationship with outside counsel, legal advisors, and related providers of legal support and services (collectively, "Legal Service Providers") and are incorporated by reference in our terms of engagement with every legal service provider, as our Billing Requirements are updated and amended, from time to time. Throughout this document Union Pacific Railroad shall be referred to as "we" and/or "our" your firm shall be referred to as "you and/or "your".

These Requirements are effective for your work on any of our matters and replace all previous guidelines and/or agreements you may have with us. We may reject invoices or withhold payment on portions of invoices that are not compliant with these Requirements. Any revisions to these Requirements will be effective upon receipt unless communicated otherwise.

We use Legal Tracker to streamline the receipt and processing of legal invoices from all Legal Service Providers and to assist with the management of our matters. It is your responsibility to maintain and update a firm profile in Legal Tracker and to designate someone to be your Lead System Administrator for purposes of creating users and to assist with carrying out these Requirements. Thomson Reuters® provides both live and on-line Legal Tracker training for your users free of charge.

If you have questions after you have attended the free training, please contact our designated Tracker Coordinator, whose contact information can be found at the bottom of every Legal Tracker page.

Helpful Legal Tracker links (will be updated in the new User Interface):

- Weekly no-cost live law firm training sessions
- On demand training tutorial videos

Billing Process

LEDES FORMAT

LEDES Format

All invoices should be submitted in the Legal Electronic Data Exchange Standard ("LEDES"); specifically, the LEDES 1998B and LEDES 1998BI v.2 formats.

LEDES Generator

If your current billing software does not support LEDES format, you can use the Legal Tracker LEDES Generator to create and post LEDES 1998BI formatted invoices directly in Legal Tracker.

Non-LEDES Invoices

Without prior approval, non-LEDES invoices may be rejected. If you are unable to submit invoices in the LEDES format through your time and billing system or through the Legal Tracker LEDES Generator, or if the LEDES format does not comply with jurisdictional requirements, contact our Tracker Coordinator.

Helpful Legal Tracker links (will be updated in the new User Interface):

- LEDES 1998B and LEDES 1998BI v.2 format specifications
- Legal Tracker LEDES Generator
- Legal Tracker LEDES Generator training tutorial

FREQUENCY

Invoice Submission Timing

All invoices should be submitted on a monthly basis, unless otherwise negotiated as part of an alternative fee arrangement ("AFA"). Invoices should be posted in Legal Tracker no later than 30 days after the end of the month in which the services were performed. The billing period start date should be the first day of the month of service, and the billing period end date should be the last day of the month. Please contact our Tracker Coordinator prior to submitting invoices with service dates spanning more than a single month.

Late Invoices

Late invoices will be reduced accordingly if the following criteria is met –

- 20% reduction for invoices submitted after 60 days
- 50% reduction for invoices submitted after 90 days
- 100% reduction for invoices submitted after 120 days

Any exceptions will need to be approved by the CLO.

Reposting Rejected and Disputed Invoices

We may reject or dispute invoices that are not in compliance with these Requirements. Notification of a rejected/disputed invoice will be provided to the person who posted the invoice. Rejected/disputed invoices should be corrected and reposted by Legal Service Providers to Legal Tracker within 10 days of the date of our rejection/dispute. For rejected invoices, you should repost a rejected invoice with the same invoice number to Legal Tracker. For disputed invoices, you should make any necessary changes or comments and then repost the same invoice number to Legal Tracker.

Helpful Legal Tracker links (will be updated in the new User Interface):

:

Posting invoices in Legal Tracker

Re-posting a rejected or disputed invoice

Notifications for rejected and disputed invoices

Re-post disputed invoices training tutorial

Re-post rejected invoices training tutorial

INVOICE REQUIREMENTS

Time Entry Increments

Time entries should be submitted in 1/10th (.10) hour increments. Rounding up to the half or whole hour may result in a reduction to the line item.

No Block Billing; Detailed Description

We do not accept invoices containing block billing. Block billing is defined as combining multiple distinct activities in one description of services and not designating the amount of time devoted to each activity. We will reject charges including block billing descriptions, in whole or in part, for lack of clarity regarding the time billed. Each line item should include a detailed and accurate description sufficiently clear to understand the individual activity performed. Descriptions such as "Meeting with Jane Doe" are not sufficient.

Matter-Specific Invoices

A single invoice should be submitted for each matter. We will reject invoices containing fees and/or expenses for multiple matters. If you are unable to locate the appropriate matter to invoice in Legal Tracker, contact our managing attorney you are working with to request creation of the matter.

Task and Expense Codes

For all invoice formats, individual fee line items should include the standard UTBMS task codes required for the specific matter being invoiced. Individual expense line items should include the standard UTBMS expense codes. You can find matter requirements for task codes under the “Matter #s” and “Post Invoices” tabs for billing in Legal Tracker. We will reject or reduce line items for failure to include the matter required task or expense code and line items identifying an incorrect code.

The Legal Tracker LEDES Generator includes the required task and expense codes and can be used if your time and billing software cannot provide those required.

Helpful Legal Tracker links (will be updated in the new User Interface):

How to access your list of matters

Introduction to UTBMS codes

Standard Legal Tracker UTBMS task and expense codes

TIMEKEEPERS AND TIMEKEEPER RATES

Timekeeper ID Structure

The timekeeper ID structure you use should be consistent from year to year. If the timekeeper ID structure is going to be changed, notify our tracker coordinator 60 days in advance and submit a new rate sheet with the updated timekeeper IDs for approval. The name for each timekeeper ID should remain the same from invoice to invoice unless the timekeeper has a legal name change.

New Timekeeper Hourly Rate Approval

Default and matter-specific negotiated hourly rates for all new timekeepers should be submitted through a rate sheet in Legal Tracker for review and approval prior to invoicing. We may reject any invoices submitted to Legal Tracker that include unapproved timekeepers and you may re-submit the invoice only after rate sheet approval of all timekeepers on the invoice. We may reject rate sheets if all of the following information is not included:

- Timekeeper name
- Timekeeper ID
- Base rate (your standard hourly rate excluding discounts)
- Effective rate (our negotiated rate including any discounts)
- Timekeeper currency (all timekeeper rates should be approved in the same currency used to invoice a matter; multiple currencies will require multiple timekeeper IDs for each currency)
- Timekeeper postal code
- Timekeeper country
- Timekeeper state/province
- Timekeeper classification (our accepted timekeeper classifications are appended to these Requirements; invoices not containing one of these classifications will be rejected)
- Timekeeper years of experience
- Timekeeper Ethnicity
- Timekeeper Gender Identity
- Timekeeper Disability
- Timekeeper Military Status
- Timekeeper LGBTQ+

Effective Rates

Timekeepers should be billed at the effective rate approved on your rate sheet. You can view approved effective rates in the Billing section of Legal Tracker or by running the pre-configured Timekeeper Rates report in the Report section of Legal Tracker. We will reject invoices including individual non-volume rate discounts as line items or as invoice level adjustments. If you have a special rate discount arrangement with us in addition to the discount reflected in your rate sheet, contact our Tracker Coordinator for additional invoicing instructions. Prior approval is required for summer associates, legal interns, and law students to bill to a matter. Intern rate must be lower than the lowest law firm timekeeper rate.

Timekeeper Rate Changes

You should notify our Tracker Coordinator 60 days in advance of your intent to change the applicable rate for a timekeeper. Any Proposal rate changes are subject to the terms and conditions of our engagement with the Legal Services Provider. Timekeeper rate changes should be submitted through a rate sheet in Legal Tracker in the same manner as new timekeepers. Invoices containing increased timekeeper rates that are not approved on a rate sheet may be reduced or rejected. Timekeeper rates may not be changed without our prior written approval.

Timekeeper Staffing Requirements

We continue to be focused on diversity and inclusion internally and for the vendors the company selects to provide legal services. In support of the company's efforts to increase diversity in the legal field, we are in the process of obtaining certification through Mansfield Rule: Legal Department Edition 2.0 (MLRD). The MLRD Certification measures whether legal departments have affirmatively considered at least 50% women, attorneys of color, LGBTQ+ and lawyers with disabilities when hiring within the legal department as well as for outside counsel engagements. We know that diversity in people, interests, expertise and points of view enhance the workplace, increases high-quality work product, and most importantly, accurately reflects the communities that we live in and service. As we embark on this journey, we expect our panel firms and vendors to reflect and support this new initiative and to partner with us in helping us achieve MLRD Certification. Therefore, our 2022 request for legal services seeks firms with a diverse workforce. As we actively begin monitoring and tracking the process of our service providers in promoting diversity when staffing our work, we look forward to your firm broadening a pool of candidates considered for leadership opportunities within your firm and those candidates doing business with our company.

We have the following expectations for your management when staffing our matters and we may reduce charges on current or past invoices where your staffing efforts do not meet these expectations:

- For each matter, the Legal Tracker designated Lead Outside Counsel should communicate a diverse timekeeper staffing plan with our managing attorney and receive approval of the plan. The timekeeper staffing plan should be consistent with the approved budget
- Staff our matters with a diverse team, especially at senior levels
- Staff matters in a cost-effective manner given the nature of the matter and using appropriate internal and external resources (e.g., alternative legal service providers for document review)
- Develop and use resources who are familiar with the legal issues in our matters and who have expertise in areas of law associated with our matters
- Engage as few timekeepers as possible at each level, and minimize turnover of timekeepers on matters, especially at senior levels
- Monitor and manage the efficiency and quality of the work product provided

Excluded Timekeeper Activities

We expect that your overhead expenses are included in your timekeepers' hourly rates and we will not pay for activities that are administrative or clerical in nature. We will not reimburse fees that constitute training or that are duplicative in nature. While not an exhaustive list, we may reduce or reject invoices if one or more of the following activities are included:

- Administrative mark-ups
- Attorneys performing paralegal tasks (see Paralegal Task Matrix) must be billed at a lower paralegal rate
- Creating collections of documents/document binders
- Docketing, calendaring, and/or scheduling
- Duplicate activities or quality control work between timekeepers
- Excessive emails (email resulting in billing time over 10 minutes) without pre-approval from the managing attorney
- Exporting or importing data for use in case management system and/or document review system unless specifically authorized (includes upload to or download from Union Pacific eFile and preparing CDs for production).
- File creation, including data entry into your case management system

- File maintenance, including copying, updating files, indexing pleadings, retrieving correspondence, creating matter-related sub-files, copying CDs, and general organizing
- File reviews for status reports
- Filing/E-Filing documents in a law firm's system
- Filing hard copies/electronic copies with a court, mediator or arbitral body
- First year associates not approved in advance by our managing attorney on the matter
- General diary, file, or status reviews that do not result in tangible work product
- Invoice preparation, including uploading to Legal Tracker
- IT staff time
- Legal research performed on a previous matter or for which your expertise is expected
- Legal research will be capped at three hours unless additional hours are preapproved
- Listening to or leaving voicemail messages
- Non-legal work
- Receiving, reviewing and/or distributing mail
- Routine data or document management
- Secretarial and/or clerical staff overtime
- Staff overtime
- Strategic internal meetings/conference, phone calls and communications with multiple timekeepers can only be billed by a single timekeeper (at the participant with the highest billable rate)
- Supervisory activities such as giving work assignments or overseeing the work of a lesser earning timekeeper
- Technical support and training
- The time entered for a task, in the aggregate, must not exceed the actual time expended. Substantially related tasks should be combined on one line and reflect only the actual billable time spent.
- Time associated with checking and resolving conflicts
- Time for opening or closing a file
- Time for photocopying and/or faxing
- Time for travel unless you are precluded from doing work which will be reimbursed at 50% of the billable rate
- Time in excess of 10 hours pers day will require prior approval with exception of trial time
- Time spent bates stamping documents
- Time spent by attorneys or paralegals on administrative work
- Time spent educating a replacement timekeeper due to turnover on a matter
- Time spent entering matter profile data, status reports, events and/or documents in Legal Tracker
- Time spent preparing, managing and/or entering matter budgets and accruals in Legal Tracker
- Training of summer associates or junior timekeepers
- Transmittal letters for self-explanatory enclosures
- Unnecessary or excessive attendance of timekeepers at meetings, conferences, depositions, court appearances, trials, etc.
- Unnecessary or excessive internal meetings/conferences, internal phone calls, and internal communications
- Word processing and/or proof-reading

Paralegal Tasks Matrix

- Drafting basic stipulations
- Initial review and summary of employment or medical records
- Initial drafts of routine discovery
- Drafting form documents/pleadings
- Redacting privileged or confidential information from document production and creating privilege logs
- Preparing affidavits/certificates of service
- Drafting basic notices for depositions, hearings, appearances, substitution of attorney, jury demands and subpoenas
- Preparing authorization forms for the release of data, including governmental records requests
- Conducting basic factual investigations, including criminal records and other suit or claim searches, reviewing social network sites, and conducting basic transactional due diligence
- Research for cite checking purposes and pulling cases
- Creating and maintain chronologies/timelines
- Conducting lien searches
- **This list is not exhaustive**

EXPENSES AND TRAVEL

Expense Submission Timing

All expenses should be invoiced within 30 days after the month in which the services were provided. The billing period dates should correspond with the month in which the work was completed. We may reduce invoices submitted after these dates consistent with our late invoice policy. Documentation should be provided for all expenses over $35.00.

UTBMS Expense Codes

You should use the E UTBMS expense code set when submitting expenses in Legal Tracker. Expenses should be classified under the appropriate UTBMS expense code and, unless otherwise approved in advance of invoicing, you should not submit expenses under E124.

Unapproved Expenses

Some out-of-pocket expenses are either partly or fully of an overhead nature (e.g. monthly subscriptions to research services), or are not effectively reimbursed as pass-through expenses, and should be considered to be part of the overhead element in the hourly fees you charge us. The following will be considered to be charges of this nature. Unless previously approved by our managing attorney, we may reduce or reject invoices if one or more of the following administrative expenses are charged:

- Bank fees
- Bar and/or court admissions
- Continuing legal education seminars
- Courier/Expedited delivery charges (except required delivery to court)
- Court sanctions
- Electronic and/or physical data storage charges
- Entertainment
- Facsimile
- Interest and/or late charges
- Local travel (defined as travel within 60 miles of your office(s)
- Office supplies
- Online research
- Photocopies
- Postage
- Printing
- Telephone service
- Word processing

Allowable Travel Expenses

Allowable travel expenses include expenses associated with traveling more than 60 miles from your office(s). Meals, mileage, hotel, airfare, and car rental are allowable expenses, pursuant to the nature of the matter or business need. In general, travel expenses should be incurred prudently, balancing the need to be a good steward of travel dollars with the need to be efficient and effective with time. Travel expenses must be itemized and must include copies of all receipts.

Disallowed Travel Expenses

Disallowed travel expenses include:

- Any expenses associated with local travel, which is travel within 60 miles of your office(s)
- First and/or business class airfare
- First class hotel accommodations, unless no other accommodations are reasonably available
- Unreasonably expensive meals
- Alcohol
- Valet Parking
- Any other unreasonable travel expenses

[Attaching expense documentation in Legal Tracker]

Meal Per Diem

Travel meals are reimbursable at the actual amount incurred and are not to exceed $75 per day, per traveler, inclusive of taxes and tips. This amount is $100 for Los Angeles, San Francisco, Chicago and Washington D.C.

THIRD-PARTY PROVIDERS

Third-party providers are service providers that perform legal support services for you in the course of you executing legal services on our behalf. Court reporting services, experts, consultants and local counsel all fall under the type of provider considered for these purposes. You should receive approval from our managing attorney prior to engaging a third-party provider for services in excess of $2,000. In most circumstances, outside counsel will pay the third party providers and be reimbursed by Union Pacific. These costs should be reflected in the outside counsel's approved expense budget for the matter. Union Pacific may request some experts or consultants (usually higher cost or recurring vendors) invoice Union Pacific directly through Legal Tracker.

Helpful Legal Tracker links (will be updated in the new User Interface):

Attaching expense documentation in Legal Tracker

ALTERNATIVE FEE ARRANGEMENTS

The following outlines our expectations for invoice submission for specific AFAs. If the structure of your AFA is not included within these Requirements, contact our Tracker Coordinator for additional invoicing instruction.

Regular Discounted Hourly Rates

All negotiated discounted hourly rates (discounts not based on volume of annual spend) should be approved as the effective rate, which is contrasted with the base rate, on a timekeeper rate sheet in the same manner as new timekeepers or a timekeeper rate changes. We may reject invoices with invoice level adjustments that intend to reflect a discount to hourly rates. If your AFA includes a special discount on top of a discount already approved on a rate sheet, contact our Tracker Coordinator for additional invoicing instructions.

Volume Discounts

For negotiated volume discounts based on our level of annual spend with you (not regular discounted hourly rates), identify the amount of additional discount on each individual invoice. The volume discount should be identified as an invoice level adjustment. When you add an invoice level adjustment for volume discount, enter VOLUME in all caps within the line item task code of the LEDES data field for the invoice level adjustment. If you are using the Legal Tracker LEDES Generator, use the Adjust Total Fees option and enter VOLUME in all caps at the beginning of the adjustment description. For non-LEDES invoices, contact our Tracker Coordinator for instructions.

Flat/Fixed Fee – No Shadow Billing (e.g., a portfolio matter that covers several matters)

Unless otherwise instructed, the individual line items for flat/fixed fee matters (and matters falling under a single or recurring retainer) should be invoiced in the same manner as an hourly rate matter, including the required line item information (e.g. task codes, hourly rates, narratives, etc.) and timekeeper rates should be submitted through a rate sheet in Legal Tracker in the same manner as new timekeepers. If the total amount of the individual line items does not equal the negotiated flat/fixed fee, provide an invoice level adjustment (whether a credit or a debit) to bring the total amount of the invoice to the agreed flat/fixed fee. When you add an invoice level adjustment for the flat/fixed fee, please also enter FLAT/FIXED in all caps within the line item task code of the LEDES data field for the invoice level adjustment. If you are using the Legal Tracker LEDES Generator, submit the flat/fixed fee by using the Adjust Total Fees option and enter FLAT/FIXED in all caps at the beginning of the adjustment description. For non-LEDES invoices, contact our Tracker Coordinator for instructions.

When billing under a retainer, follow the instructions for a fixed/flat fee, but enter RETAINER in all caps within the line item task of the LEDES data field for the invoice level adjustment, or at the beginning of the adjustment description when using the Legal Tracker LEDES Generator.

If a matter falls under a portfolio the invoice level adjustment should reduce the invoice to zero because the portfolio retainer has already been billed under a single matter.

Helpful Legal Tracker links (will be updated in the new User Interface):

Adding invoice level adjustments to LEDES invoices

LEDES invoice level adjustments training tutorial

Adding a budget to matters in Legal Tracker

Budget training tutorial

INTERNATIONAL INVOICING AND TAX

LEDES 1998BI Format

Invoices containing taxes should be submitted in LEDES 1998BI (international) format to properly account for the tax being charged and to ensure tax tracking compliance. Invoices containing taxes submitted in LEDES 1998B (non-international) format, including those invoices using the expense code E124 for taxes, may be rejected, and you will be asked to re-submit in the proper format. The LEDES Generator in Legal Tracker creates a LEDES 1998BI invoice. If you are unable to generate a LEDES 1998BI invoice, contact our Tracker Coordinator.

Specifying Tax Types

When charging tax, specify the tax type using one of the following Legal Tracker supported tax types: Sales, VAT, HST, GST, PST, QST, or Withholding. Tax designations within your LEDES 1998BI invoice should specify one of these supported tax types. You may need to work with your time and billing software provider to ensure that your invoices are posted with Legal Tracker supported tax types. If your invoice requires a tax type not listed, contact our Tracker Coordinator prior to entering the Other tax type because we may reject invoices when the Other tax type is used. When posting your invoice to a matter, Legal Tracker will specify any required tax types.

Firm Office Profiles

Each individual office profile under your overall firm profile in Legal Tracker should be populated with your appropriate tax identification number for each tax type applicable to the invoices posted from that office. The tax identification number should match the identification number provided in your LEDES 1998BI invoice (field: LAW_FIRM_ID). Failure to populate your office profiles or invoices with a matching tax identification number may result in a rejected invoice.

Client Tax ID

You should correctly populate the tax identification number for the entity you are invoicing in the LEDES 1998BI invoice (field: CLIENT_TAX_ID).

Billed to Entity

You should correctly populate the entity you are invoicing within your LEDES 1998BI invoice (fields: CLIENT_NAME, CLIENT_ADDRESS_1, CLIENT_ADDRESS_2, CLIENT_CITY, CLIENT_STATE or REGION, CLIENT_POSTCODE, CLIENT_COUNTRY). If you choose to use the Legal Tracker LEDES Generator, the correct entity is automatically populated in the invoice header information. The appropriate entity is also referenced at the end of the matter profile.

Helpful Legal Tracker links (will be updated in the new User Interface):

:

Simplified explanation of the LEDES 1998BI v.2 format

Legal Tracker LEDES Generator

LEDES Generator training tutorial

Adding taxes to Legal Tracker invoices

Updating your office profile

Users and firm profile training tutorial

BUDGETS AND UNBILLED AMOUNTS (ACCRUALS)

Budgets

You must submit a budget for each matter in Legal Tracker within 30 days. Each matter budget must show breakdown by quarter for the life of the matter. You are responsible for updating the budget quarterly to reflect the current state of each matter. Budgets should be entered by your Lead Outside Counsel assigned to the matter and budget amounts should not include projected taxes. Legal Tracker may place a hold on invoices posted to the matter until a budget is received. Your Lead Outside Counsel can assign a delegate to submit budgets in Legal Tracker.

Unbilled Amounts (Accruals)

Unbilled amounts should be submitted in the Legal Tracker on a monthly basis. Unbilled amounts include all fees, expenses, and taxes you have not previously submitted on an invoice in Legal Tracker. Unbilled amounts are entered for each individual matter and are due by the deadlines set forth in the Legal Tracker calendar of events. Legal Tracker will provide notifications for matters requiring unbilled amounts and deadlines for submission to your users who have billing and/or firm administration system access. If you have a matter with no unbilled amounts, enter a zero. If you have unbilled amounts for a matter that has not been created in Legal Tracker or discover an error or material update after your input deadline, contact our Tracker Coordinator immediately.

Helpful Legal Tracker links (will be updated in the new User Interface):

Budget requirements in Legal Tracker

Instructions for submitting budgets

Fiscal year v. phased budgets

Budgeting training tutorial

Assigning delegates for budgeting

What to include in your unbilled amounts

Options for posting unbilled amounts

Unbilled amounts training tutorial

General Provisions

PAYMENT TERMS

Unless mutually agreed otherwise, we pay our Legal Service Providers on a NET 30 term based on the date your invoice is posted to Legal Tracker. If an invoice is placed on hold for incomplete items in Legal Tracker, the invoice posting date will be the date the items are deemed complete by Legal Tracker. A re-posted invoice will be paid NET 30 days from the date the invoice is re-posted to Legal Tracker assuming all required corrections/modifications of the original invoice have been made. If you have not received payment within the agreed payment term, contact our Tracker Coordinator.

Helpful Legal Tracker links (will be updated in the new User Interface):

Reviewing pending invoices

Tracking invoices that are on hold

Invoice delivery on hold training tutorial

Resolve incomplete tasks training tutorial

LEGAL TRACKER SUPPORT

If you have any questions regarding these Requirements, contact our Tracker Coordinator. Our Tracker Coordinator's email address is accessible at the bottom of every Legal Tracker page. If you are having technical difficulty generating or posting a LEDES invoice,

click the Tracker Support link at bottom of the Legal Tracker screen, or send an email to legaltracker-support@tr.com. When contacting the Legal Tracker Support Team, please include a detailed description of the help you would like and when possible, also include any screen shots that may assist the Support Team in responding to your inquiry. If you would like a member of the Legal Tracker Support Team to contact you, you may request a callback in your email.

INFORMATION SECURITY

You are required to be in full compliance with Union Pacific's Legal Service Provider Information Security Guidelines. Conflicts You are responsible, at your own expense, to conduct the necessary due diligence in determining whether a conflict of interest exists when working with us on any matter. If a conflict arises during the term of the engagement between us, you are expected to provide notice immediately and communicate action to mitigate the conflict, including potentially removing yourself from the matter(s).

ENGAGEMENT

You may only conduct work on our behalf with a fully executed engagement letter. Engagement letters are executed separate and aside from these Requirements. Where a provision within these Requirements is contradictory, the engagement letter supersedes and governs.