



RESPONSE TO REQUEST FOR COMMENTS

ABA Commission on Ethics 20/20 Initial Proposal
Domestic and International Outsourcing

SUBMITTED BY:
Odin Legal Intelligence

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OVERVIEW OF ODIN:

ODIN Legal Intelligence Ltd. is a legal support service company established in Hong Kong. ODIN maintains its center of operations and its review facilities in the Philippines.

ODIN believes that the Philippines has the a great degree of similarity and compatibility with the United States - as compared to many other jurisdictions - in terms of legal structure, legal education, language and culture. Not only is the Philippines characterized by a strong and established legal system, it also stands to be at the forefront of the LPO industry in terms of its remarkable outsourcing productivity, high-standard output quality, and enhanced data security measures.

Additionally, the Philippines has the third largest English-speaking population in the world, which enables us to tap directly into a large pool of skilled legal professionals with a strong work ethic, and an affinity to the American culture.

ODIN takes an integrated approach in finding solutions for our clients. We employ the best combination of talent, technology and processes to deliver excellent results.

ODIN's review team is managed by US-licensed lawyers possessing diverse professional backgrounds and expertise.

The review team consists of licensed attorneys, each having been admitted to practice either in a US jurisdiction, the Philippines, or both. This gives our clients the confidence and satisfaction of knowing that their cases are being handled by competent and experienced lawyers, each of whom has garnered expertise in their chosen fields.

ODIN's IT infrastructure is designed to be fail-safe, ensuring that work processes run non-stop and that client data are protected at all times.

BEST SOLUTIONS FOR MANAGED DOCUMENT REVIEW

ODIN has the unique capability of being able to offer both **Dual Shore™** and **Full Offshore** services for Managed Document Review Services.

Under the Dual Shore™ model, US-based attorneys work hand-in-hand with our team of Philippine-based attorneys to provide our clients with effective legal solutions. This service is on a virtual 24-hour timetable ensuring prompt delivery of results without compromising quality and security.

Under the Full Offshore model, Philippine-based attorneys provide our clients with effective legal solutions from our review facilities in the Philippines. This service is customizable based on client needs and requirements to provide the best cost-efficient solutions, without compromising quality and a high-regard for confidentiality.

In either of the above solutions, a lawyer admitted to practice in a U.S. jurisdiction heads the review project and at all times participates actively throughout the entire duration of the project.

OBJECTIVE:

The objective of this position paper is to highlight the integrated and effective approach employed by ODIN as a legal support service provider. This illustrates the measures that are already in place and that have already been undertaken by ODIN in our managed review processes. This paper aims to demonstrate our compliance with and adherence to the provisions of the Model Rules of Professional Conduct.

Rule 1.1 COMPETENCE

A lawyer shall provide competent representation to a client. Competent representation requires the legal knowledge, skill, thoroughness and preparation reasonably necessary for the representation.

Retaining or Contracting with Other Lawyers

Comment 6: Before a lawyer retains or contracts with other lawyers outside the lawyer's own firm to provide or assist in the provision of legal services to a client, the lawyer should ordinarily obtain informed consent from the client and must reasonably conclude that the other lawyers' services will contribute to the competent and ethical representation of the client. xxx When using the services of non-firm lawyers in providing legal services to a client, a lawyer also must reasonably conclude that such services meet the standard of competence under this Rule.

Maintaining Competence

Comment 7: To maintain the requisite knowledge and skill, a lawyer should keep abreast of changes in the law and its practice, engage in continuing study and education and comply with all continuing legal education requirements to which the lawyer is subject.

ODIN'S POSITION:

The competent representation envisioned in Model Rule 1.1 of the ABA Model Rules of Professional Conduct is gauged through possession by the members of the review team of

the requisite legal knowledge and skill. ODIN achieves this goal by undertaking a rigorous and comprehensive selection and credential verification process when choosing members for its managed review team. The hiring and credentialing process is designed in a manner that clients are reasonably able to conclude that the services provided by its review attorneys meet the standard of competence under this Rule.

Before a project, the Project Manager conducts an oral interview after a careful review of the resume submitted by the applicant. The Project Manager focuses on applicants with the most discovery and technology experience to shorten the learning curve.

Prior experience in complex litigation, as well as legal comprehension on matters involving privilege, privacy, confidentiality, IP, and technology will be taken into consideration.

In the process of the interview, the Project Manager is tasked with the responsibility of discussing the importance of legal ethics, the role of the document reviewer, the role of collaboration and the ability to work within the teams on critical tasks under high-pressure situations.

The Project Manager is likewise tasked to explain the importance of Security Procedures that are in place at the facility, the scope of Non-Disclosure Agreements, conflicts of interest, and the policy of conducting security audits on all the employees.

Whenever it is deemed proper, the skills of the applicant on Document Review and Case Summary are assessed by means of a written examination. In the course of the examination, the applicant's skills on privilege, issue spotting, data analysis, redaction, and classification of documents will be tested.

Furthermore, prior to a Project, various steps are taken to ensure that the highest levels of competency, security, confidentiality and ethics are maintained during the review process.

These steps include:

CONFLICTS SCREENING

Conflict of Interest screening is conducted to verify whether or not the lawyer has performed services for any parties adverse to the company's clients. The Project Manager has the responsibility of identifying the existence of conflict or potential conflict that may arise.

PRE-REVIEW TRAINING

Prior to a project, substantive training, which will include Legal Ethics training, is provided to ensure that all team members are up to date with current legal trends and issues in document review, discovery, conflicts, confidentiality and privacy. Procedures are in place to ensure that review attorneys act in ways compatible with the Model Rules and with the professional obligations of a lawyer. Training will also be provided for the review platform that will be used for the project to familiarize and acquaint the reviewers with the tool.

Background materials are provided to review teams and a case discussion shall be initiated with the client contact to discuss issues regarding the case, review standards, processes and other issues in order to facilitate collaboration within the team.

Collaboration is further encouraged by having the teams create workflows for the review based on the materials provided. These are then presented to other review teams, project managers and the client to gain an understanding of the depth and comprehension of the issues, processes and goals of the project.

As an added measure of security for the company, and to ensure that all information submitted by the applicants are true and accurate, applicants are asked to furnish the following for the company's records:

- Certification of Good Moral Standing from the Philippine Supreme Court
- References with contact information
- Credentials Check

If required by the client, we may ask the Applicant to submit to a Drug Test, which may be done randomly within three days when selected to join a project.

Thereafter, a credentialing verification process takes place to make sure that the candidate has the adequate licensure, experience, moral character, ethical stature and professionalism required by ODIN.

DURING A PROJECT

Assessment of the performance of a Reviewer does not stop at the Hiring Process. In the course of an existing project, performance is also evaluated by use of the following:

PRODUCTIVITY REPORT

Progress of each Reviewer is tracked and checked regularly to ensure that there is a fast and accurate review of materials.

EVALUATION BY PROJECT MANAGER AND TEAM LEADS OF TEAM MEMBERS

The Project Manager and the Team Leads, if any, and the licensed US attorneys handling the project meet on a regular basis to discuss the progress and issues that may concern the project. Action items are assigned as needed based on client needs, including workflow redesigns, redirects and other necessary tasks. Retraining on the tool and on the substantive aspects of the review are also conducted as the need arises.

AFTER A PROJECT

The Project Manager, together with the Team Leads, holds an evaluation of each Reviewer and assesses the performance of the team individually, and as a whole.

In addition, ODIN undertakes to archive pertinent documents for purposes of maintaining and updating the *project journal*, and shall undertake to destroy the rest of the documents used for the project (delete electronically stored information from the servers, and shred any hardcopies that may have been produced and used for the project).

Rule 5.3 LAW FIRMS & ASSOCIATIONS

Responsibilities Regarding Non-Firm Assistance

With respect to a non-lawyer employed or retained by or associated with a lawyer:

- (a) a partner, and a lawyer who individually or together with other lawyers

possesses comparable managerial authority in a law firm shall make reasonable efforts to ensure that the firm has in effect measures giving reasonable assurance that the person's conduct is compatible with the professional obligations of the lawyer;

(b) a lawyer having direct supervisory authority over the non-lawyer shall make reasonable efforts to ensure that the person's conduct is compatible with the professional obligations of the lawyer; and

(c) a lawyer shall be responsible for conduct of such a person that would be a violation of the Rules of Professional Conduct if engaged in by a lawyer if:

(1) the lawyer orders or, with the knowledge of the specific conduct, ratifies the conduct involved; or

(2) the lawyer is a partner or has comparable managerial authority in the law firm in which the person is employed, or has direct supervisory authority over the person, and knows of the conduct at a time when its consequences can be avoided or mitigated but fails to take reasonable remedial action.

Non-lawyers Outside the Firm

Comment 3: Lawyers often use non-lawyers outside the firm to assist in rendering legal services to clients. Examples include the retention of an investigative service, hiring a document management company to create and maintain a database for complex litigation, sending client documents to a third party for printing or scanning, and using an Internet-based service to store client information. When using such services outside the firm, a lawyer must make reasonable efforts to ensure that the services are provided in a manner that is compatible with the lawyer's professional obligations. The extent of this obligation will depend upon the circumstances, including the education, experience and reputation of the non-lawyer; the nature of the services involved; the terms of any arrangements concerning the protection of client information; and the legal and ethical environments of the jurisdictions in which the services will be performed, particularly with regard to confidentiality.

ODIN'S POSITION:

To facilitate the Dual Shore™ solution, ODIN shall partner with a legal process outsourcing service provider in the US (the "US Partner Vendor").

HOW IT WORKS

ODIN's review teams in the Philippines and the US Partner Vendor's review teams in the US will work together on managed review projects headed by an attorney licensed to practice law in the US.

The responsibilities, duties, and functions of both ODIN and the US Partner Vendor are determined in terms of the entire document review workflow process, keeping efficiency and quality of service in mind. This shall include first pass review, second pass review, QC, redirect, privilege review, a discussion of what constitutes high priority documents, confidential documents, as well key custodians. Core functions for an effective project management must also be delineated, which must include formulation of protocols, and generation of productivity reports, decision logs, assignment trackers and reviewer metrics.

At the start of the engagement, ODIN shall collaborate with the US Partner Vendor in the design, review and project management processes, workflows, staffing and technology requirements, documentation, quality controls, review standards, reporting, documentation and other key measures to ensure efficiency, quality and defensibility.

Under the US Partner Vendor's guidance, ODIN shall manage and staff the review project at ODIN's facility in the Philippines. Our attorneys have been selected under a rigorous process and credentialing review. Reviewers shall receive conflicts clearance from both ODIN and US Partner Vendor to ensure that any conflicts issues are avoided and addressed.

ODIN also provides for additional quality advantages in our Full Offshore Solution for the US Partner Vendor. Our project managers have over five years of experience in litigation, are members or seeking membership in an ABA jurisdiction, and have received high levels of training in US legal systems, the latest in legal software review platforms, program management skills and current trends in legal ethics and discovery. ODIN document review attorneys receive training in various review platforms, review skills, current legal ethics and discovery rules. Many of our reviewers have backgrounds in science and technology, business, finance, intellectual property and comparative law. All our reviewers are fluent in at least two languages and many of our reviewers are multilingual.

Aside from its main review facility, ODIN has various pre-certified review facilities that are customizable and scalable to client needs, equipped with cutting edge technology, high levels of certification, advanced security features, variable layouts and flexible use terms. Given this flexibility, ODIN is not only able to provide the best fit scenario to address the client's specific needs, but is also able to provide a cost-effective tailored solution.

Since our aim is to constantly innovate and improve our services, upon completion of a project, ODIN shall forward a detailed survey to provide feedback regarding the project to the key stakeholders in the project including the client, law firm and technology vendor.

CAPABILITIES

ODIN's proactive approach makes its security measures more reliable than most US locations such as corporate legal departments, law offices and review facilities. In providing outstanding secure quality service to our global clientele, ODIN prides itself on the fact that our facilities are characterized by the following:

- State-of-the-art infrastructure that heavily relies on secure networks with high levels of encryption technology
- ESS Servers locked in secure facilities that only give access to authorized personnel
- Multiple firewalls installed in the system
- E-1 Connections
- Back-up power through provision of generator and UPS systems
- Multiple communications providers to ensure a steady stream of data access
- Alternative site management

FACILITY DISASTER RECOVERY

ODIN has multiple Internet providers that use at least two disparate and independent submarine cables in case of major network outages. In case of power surges or failure, ODIN employs on-site backup generators and UPS systems to ensure seamless operations. ODIN keeps an onsite inventory of hardware to ensure immediate replacement in case any of its terminals need repair or replacement.

FACILITY CERTIFICATIONS

Certifications are important to us at ODIN to show that we are always looking for means to develop our quality of security while enhancing client satisfaction in the delivery of our services.

Facility certifications include the following:

- PCI
- HIPPA
- SAS 70
- ISO 9001:2000

SECURITY PROCEDURES

Protecting the privacy, integrity and confidentiality of our client's data is of paramount importance to us. It is for this reason that we have implemented measures to ensure that our facilities are compliant with industry standards.

Consistent with ABA Model Rules of Professional Conduct, ODIN ensures that reasonable efforts are exerted to prevent the inadvertent disclosure of, or unauthorized access to, confidential information, including information in electronic form.

ODIN's facility is located in one of the most secured commercial building complexes in Manila's central business district. The building features an invisible security system, as well as security patrols 24/7. Cameras are also distributed throughout each area of the building and the various offices. Mandatory inspection of vehicles, bags, and persons is conducted by each of the building's external entrances, and again in the internal entrance to the office towers, which includes a metal detection scanner. Due to the high security features of the building complex, the Australian, Canadian, German, European Union Embassies and the United Nations offices are located here among other major multinational corporations.

ODIN has a number of strict controls in place to ensure client confidentiality and we place the strongest emphasis on facility and systems access to maintain the highest level of security for client information. Review teams handling various projects may be segregated as per client request, and access to customer and client information is protected by multiple level passwords, and segregated databases with extensive firewalls. We also have very strict security measures in place for our data centers in general which include controlled access and video surveillance. All access to file servers, applications and databases are audited, logged and monitored. Logs are reviewed daily for potential misconduct or compromise.

Physical security is controlled by way of access control (badge) systems. A member of our team must physically escort all visitors to ODIN's facilities throughout the building. All visitors must be identified by security personnel through inspection of government-issued identification, both at the ground floor of the building and at the front door of the facility.

ODIN maintains physical security officers at the site and we always receive a customer's consent before showing a client or prospective client around their specific area of our facility. An NDA is always required to coordinate this type of visit. All available software and firmware version for our servers and related security devices are monitored for updates and tested and applied as needed. This is a very important step to protecting the outer layer of our security model. Tools are utilized from numerous vendors to help reduce the possibility of a single point of failure in our security policies. By maintaining this layered security employing tool sets from different vendors, we can generally protect ourselves against common known exploits within a single system. Encryption also plays a major role in our security measures. Information labeled as "sensitive" that would otherwise be stored or transmitted in a native readable format may be encrypted as an extra layer of protection against unauthorized access.

ADDITIONAL SECURITY FEATURES

ODIN has put into operation stringent measures to ensure security within the premises including:

- VPN Tunnelling and Secure VPN connections
- Locked IP addresses between facility and review host
- Limited access with 24-hour physical security at the premises
- CCTV devices both inside and outside the facility with continuous monitoring
- I.D. to be worn at all times by all employees/staff/contract attorneys
- Biometrics (available upon request)
- Strict confidentiality agreements/NDAs required of all staff with access to facility
- Restrictive entry to premises
- Surrendering of data capture devices upon entry (including cell phones, cameras, PDAs, thumb drives and other non digital devices)
- USB disabled terminals
- Reviewer project reference materials are kept in electronic media with limited permissions
- No internet access in review stations
- Intranet communication for reviewers that remains behind the firewall
- Employee inspections upon entry and exit
- Security audit of employees
- Access to client information is strictly on a need-to-know basis
- Strict administrative key controls
- Limited permissions regarding client data and project materials
- Additional client requirements are available upon request

Rule 5.5 LAW FIRMS AND ASSOCIATIONS

Unauthorized Practice of Law; Multi-jurisdictional Practice of Law

Comment [2] The definition of the practice of law is established by law and varies from one jurisdiction to another. Whatever the definition, limiting the practice of law to members of the bar protects the public against rendition of legal services by unqualified persons. This Rule does not prohibit a lawyer from employing the services of paraprofessionals and delegating functions to them, so long as the lawyer supervises the delegated work and retains responsibility for their work.

ODIN'S POSITION:

ODIN's review team is managed by US licensed lawyers with diverse professional backgrounds and expertise.

ODIN only has licensed attorneys in our review team, each having been admitted to practice either in a US jurisdiction, the Philippines, or both.

Lawyers in the review team are made to complete a non-disclosure agreement and a conflicts certification for every review project. They are likewise tasked to review the guidelines pertaining to ethics, confidentiality and professionalism. Furthermore, all reviewers are given a thorough orientation on the various strict security measures to be observed in the work place. Lawyers are reminded of their responsibility of ensuring that the review facility remains secure and that the client information and documents remain privileged and confidential.

Furthermore, the rigorous processes of hiring and credentialing of review attorneys undertaken by ODIN will highlight the importance that we place on compliance with the ABA Model Rules of Professional Conduct. In shortlisting attorneys for a review project, the project managers take into account the applicant's general experience, the lawyer's training and experience in the field in question, their education and good standing as a lawyer.

We make sure that from the shortlist, the resumes of attorneys, conflicts check, certifications from the Supreme Court of the Philippines and other pertinent records are forwarded to the client for approval. Noteworthy at this point is that the Philippine legal system is predominantly derived from an American legal tradition given its unique status as a former colony of the United States. The Philippine Constitution, Bill of Rights, and government structures are patterned after their US archetypes. The collection of Philippine laws is largely derived from American laws. These include trade, commerce, taxation, labor relations, securities and intellectual property, as well as the principle of judicial precedents and the balance of powers. Even Philippine regulatory and oversight agencies mirror their US counterparts (e.g. DOJ-DOJ, SEC-SEC, FBI-NBI, FDIC-PDIC). Graduates of Philippine law schools accredited by the ABA are eligible to apply to take the New York and California Bar examinations upon graduation.

Since the key to a successful review is collaboration, ODIN shall provide constant reporting and communication with key contacts with partners, the law firms, the clients and technology vendors to ensure constant flow of information to all key stakeholders. As the review process is always dynamic, ODIN shall manage and adjust workflows, processes and staffing as required by the current requirements of the project until completion.

ODIN's goal is to constantly innovate and improve our services without compromising the need to adhere at all times to the Model Rules of Professional Conduct.