

**COMMONWEALTH OF PENNSYLVANIA
TREASURY DEPARTMENT
Office of Chief Counsel**

**Request for Qualifications (RFQ)
Legal Counsel for Affirmative Litigation**

Date Issued: June 26, 2009

Submit Responses to: Karen Spencer Kelly
Deputy State Treasurer and Chief Counsel
Pennsylvania Treasury
127 Finance Building
Harrisburg, PA 17120

Direct Questions Regarding the RFQ to: Karen S. Kelly at kkelly@patreasury.org

I. OVERVIEW

The Chief Counsel to the Treasurer of the Commonwealth of Pennsylvania is the chief attorney for Treasury. Treasury has independent responsibility and authority in regard to taking all appropriate steps to safeguard the financial integrity of the funds of the Commonwealth.

Treasury intends to create a panel of qualified law firms to serve as legal counsel (“Counsel”) on its behalf, under the direction and control of the Chief Counsel, on matters regarding affirmative litigation. The litigation is expected to focus on the recovery of damages to Treasury and the Commonwealth of Pennsylvania (“Commonwealth”) from vendors and others in a variety of matters, including securities fraud, complex litigation, class actions, and other types of affirmative litigation as determined by the Chief Counsel. The purpose of this RFQ process is to pre-qualify law firms for retention as Counsel on particular matters when the need arises.

From this panel, Treasury may select one (1) or more firms to represent its interests in a particular matter. The term of the panel designations made pursuant to this RFQ will run from the date Treasury retains the law firm until December 31, 2012. This RFQ does not affect written agreements for matters already assigned to outside counsel. Firms that currently serve as outside counsel that wish to serve on the panel at the conclusion of, or in addition to, their appointment on an existing matter must complete this RFQ.

Treasury reserves the right to reject any and all responses to this RFQ, or cancel this RFQ without issuing another RFQ. There is no guarantee that the designation as a member of a panel will result in an appointment as Counsel in any matter.

II. SCOPE OF SERVICES FOR COUNSEL SERVING ON PANEL

The scope of services to be provided by a respondent law firm (“firm”) selected to be on a panel will be subject to a written agreement between Treasury and such firm. Services that may be required of Counsel include evaluating potential damages suffered by Treasury, Commonwealth funds and/or the Commonwealth and the potential for recovery; all aspects of pre-litigation and litigation; and providing the Chief Counsel with advice on various litigation issues.

Applicants should have significant experience and expertise in state and federal complex litigation generally, and a strong understanding of all relevant federal and state laws. Counsel may be selected for the panel at the discretion of Treasury, and may be removed from the panel at any time.

III. RESPONSE CONTENTS

Responses are to follow the following format:

A. Cover Letter

Include a cover letter of no more than one (1) page indicating the name, title, location, telephone number, fax number, and email address of the party responsible for negotiating on behalf of your firm. If the day-to-day contact person for your firm is different than the person negotiating on behalf of your firm, please include this person’s name, title, location, telephone number, fax number, and email address.

B. Qualifications of the Firm

1. Provide a brief overview of the firm.
2. As Appendix A, list four (4) matters that best represent the firm’s relevant experience providing for each matter: a brief factual summary, identifying caption, jurisdiction, court term and number, whether you represented plaintiff or defendant, resolution (trial, settlement, arbitration) and dollar amounts involved.

Note: Do not include additional appendices or list more than four (4) matters. The only information that is to be included in Appendix A is described above.

3. Provide names, addresses, and telephone numbers of no more than three (3) government references. (Not mandatory.)

C. Assigned Professionals

Provide the name, work address, and relevant experience for individuals whom your firm anticipates will be assigned to work with Treasury. Describe the role and responsibility for each individual.

D. Legal and Firm Issues

1. Does your firm have an equal employment opportunity policy and program? If so, will your firm provide information to Treasury regarding its policy and program upon request?
2. Disclose and explain any significant negative events in your firm's recent history including criminal charges, civil litigation, or administrative actions involving allegations of securities law violations by your firm or its employees during the past five (5) years.
3. Are there any other lines of business conducted by your firm that could complement or conflict with your role as Counsel in litigation for Treasury? Please disclose any arrangements that might present an actual or apparent conflict of interest with the role of Counsel.

E. Additional Information

Provide any additional information that you deem appropriate.

IV. APPOINTMENT OF COUNSEL

Nothing in this RFQ, or any communication between the Chief Counsel or Treasury and firm, shall be deemed to grant firm a right to appointment as Counsel. Appointment as Counsel and appropriate compensation shall only become effective upon execution of a written agreement.

Firms may be contacted at any point prior to appointment about potential appointment. Once selected, Counsel will be required to work closely with the Chief Counsel or her designee in the litigation. Counsel shall seek direction from the Chief Counsel or her designee for any significant issue in the litigation and otherwise report to the Chief Counsel on a regular basis. Counsel's assignment to litigate a specific matter is at the sole discretion of Treasury, and Counsel can be removed from that litigation at any time, with or without cause, without any duty of explanation for removal, and without the reimbursement of any expenses, fees, or other monies.

V. COMPENSATION OF COUNSEL

Counsel must have the resources to bear all costs and expenses of litigation and attorneys' fees. Payment of Counsel's fees and reimbursement of expenses will only be made on a contingency basis, and will be made from any recovery in the matter that is litigated by Counsel. The Chief Counsel, Treasury and/or any other Commonwealth entity shall not directly reimburse Counsel for any fees or expenses in any matter that is assigned to Counsel. In the event that there is no recovery in the matter litigated by Counsel, or such recovery does not exceed Counsel's fees and expenses, Counsel will bear the costs of such services, and will not seek reimbursement from the Chief Counsel, Treasury or any other Commonwealth entity.

The reimbursement of expenses, and calculation of the contingency fee, shall be determined by the written agreement entered into between Counsel and Treasury.

VI. RESERVATION OF RIGHTS

Any responses to the RFQ will be a public record and not protected by the attorney-client privilege or work product doctrine. Treasury will not reimburse any expenses incurred by a firm in submitting a response to this RFQ, including any expenses associated with an interview in Harrisburg or Philadelphia, Pennsylvania, should Treasury determine that such an interview is necessary in evaluating the firm's qualifications. Responding to this RFQ does not bind or otherwise obligate Treasury to include the firm on the panel. Appointment to the panel will not bind or otherwise obligate Treasury to retain the listed firm for legal services or guarantee any other form of retention, agreement, contract, or professional relationship. Treasury reserves the right to negotiate with and enter into a written agreement with a firm that may or may not have been a respondent to the RFQ. Treasury reserves the right to reject any or all RFQ responses in its discretion in whole or in part, to advertise for new responses, to abandon the need for such services, and/or to cancel the RFQ if it is in the best interest of Treasury or the Commonwealth. Nothing in this RFQ is intended to limit or constrain the discretion of the Treasurer in exercising any authority, duties, prerogatives, or powers established or recognized in the Pennsylvania Constitution, statutes, Executive Orders, regulations, case law, or contract.