

REPRESENTATION AGREEMENT
BETWEEN O'CONNOR & HANNAN
AND THE STATE OF MINNESOTA
CONCERNING THE RECOVERY OF UNCLAIMED PROPERTY

This Agreement is entered into between the law firm of O'Connor & Hannan (hereinafter referred to as the "Law Firm") and the State of Minnesota by and through its Attorney General Hubert H. Humphrey III (hereinafter referred to as the "State") regarding retention of the Law Firm to undertake representation of the Commissioner of the Minnesota Department of Commerce (hereinafter referred to as the "Commissioner") in seeking recovery of certain unclaimed funds now held by the federal government. The scope of the representation and the conditions of that representation are those set forth in the Special Attorney Appointment and the following paragraphs:

(1) The Law Firm is retained to represent the Commissioner in litigation seeking to recover on behalf of the State and its citizens unclaimed funds or other property which are now held by the federal government. The scope of this representation includes participation in litigation to recover such unclaimed property (which may encompass more than a single law suit should the Law Firm in its discretion decide to pursue claims on behalf of the State in a series of such suits) and in any administrative or legislative processes which would facilitate recovery of the unclaimed funds.

(2) As the State and the Law Firm agree, the State's claims should be pursued as part of an action brought on behalf of states holding a significant share of the country's population, no obligation on the part of the Law Firm or the State will arise under

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this agreement and no lawsuit authorized by this agreement will be instituted or commenced until individual states representing twenty-five (25) percent of the total United States population, as measured by the 1980 national census results, have entered into representation agreements with the Law Firm allowing suit to be filed on their behalf seeking recovery of unclaimed funds or other property now held by the federal government.

(3) The Law Firm is authorized to seek recovery on behalf of the State of all property where the property owner's last known address, as reflected by records of the federal government, was within the State of Minnesota. To the extent that monies are recovered in the litigation but where no record of the federal government exists as to last known address of the true owner, the Law Firm will seek to recover on behalf of the State the percentage of that property based upon a formula which reflects the State's pro rata share of the national population.

(4) The Law Firm will be compensated for its efforts on a contingency basis under which the Law Firm will receive from the State ten (10) percent of any unclaimed funds or other property recovered by the Law Firm from the federal government following entry into this agreement.

(5) In addition to the compensation specified in Paragraph (4), the Commissioner will advance the State's share of all necessary and reasonable costs for preparing and presenting any claim or litigation covered by this agreement. The costs referred

to in this Paragraph include court filing fees, expert's fees, reproduction charges, travel costs, mailing expenses, court reporter costs, telephone charges, transportation costs (including per diem travel costs of lodging and meals), computer research costs, brief printing charges and computer costs, to the extent an expenditure of such costs is found necessary by the Law Firm. The share of costs assessed to the State will be determined by reference to the State's percentage of the total population held by all states which have entered into representation agreements with the Law Firm; however, absent consent by the State, the State will have no obligation to advance any costs once total costs advanced by all states entering into such representation agreements exceed \$200,000. Should the total costs exceed that figure, advancement of any portion of additional costs by the State will be made only upon the Law Firm's receipt of written consent from the State. Otherwise, the Law Firm may recover such excess costs out of any monies received by the states which have entered into representation agreements with the Law Firm in addition to the compensation specified in Paragraph 4.

(6) The Law Firm will provide to the Department of Commerce, with copies being made available to the Attorney General, quarterly statements setting forth, in detail, activities and charges relating to the representation.

(7) The State agrees not to settle its claims against the federal government without first obtaining the advice of the Law Firm. Likewise, the State agrees to consider seriously any

recommendations for settlement that the Law Firm may make and not to withhold unreasonably its consent to such a settlement proposal.

(8) The Law Firm will not undertake legal work for the State outside the scope of this representation unless specifically appointed by Special Attorney designation and may represent a party involved in a claim, dispute or transaction with the State if the Special Attorney has informed the Attorney General of such representation and received the Attorney General's approval to proceed.

(9) Nothing in this agreement shall be construed to make the Special Attorney (including its principals or employees) a State employee, nor make it eligible for the State's life insurance or basic health benefits coverage, vacation or sick leave, or any benefits other than those expressly provided herein. Neither shall any part of this agreement be construed to make the Special Attorney (including its principals or employees) subject to the taxing authority of this State, except to the extent such would occur by operation of the laws of the State.

Donald S. Arbour
Donald S. Arbour

On behalf of O'Connor & Hannan
3800 IDS Tower
Minneapolis, Minnesota 55402

Hubert H. Humphrey, III
Hubert H. Humphrey, III
Attorney General

On behalf of the State of
Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 22 1986

James Andrew Howe
Secretary of State

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