

BOARD OF DIRECTORS

RESOLUTION
On Amendments to the 403(b) Thrift Plan
Regarding Post-Separation Compensation

WHEREAS,

Legal Services Corporation (LSC) is the sponsor of the 403(b) Thrift Plan for Employees of the Legal Services Corporation (“Thrift Plan” or “Plan”) and American United Life (AUL) provides LSC with a 403(b) prototype plan annuity contract funding vehicle and recordkeeping services; and

WHEREAS,

Article 1.04 of the Thrift Plan provides that LSC has the right to add addendums to the Plan at any time, and Article 9.02 of the Thrift Plan provides that LSC has the right to amend the Plan at any time; and

WHEREAS,

The Thrift Plan currently excludes from the definition of Plan Compensation (eligible for employee contributions, employer matching and employer contributions) any Post-Separation Compensation to former employees (referred to in the Plan as “Post-Severance Compensation” but unrelated to severance pay); and

WHEREAS,

Inclusion of Post-Separation Compensation in the Thrift Plan would permit LSC to treat post-separation payments, within certain time limits, as Plan Compensation for former employees when such payment would have been Plan Compensation had they remained employees, including regular pay and vacation cash-outs, consistent with Department of the Treasury regulations regarding 403(b) thrift plans;

WHEREAS,

The Thrift Plan is a benefit to employees, including those who are unionized, and some changes to it, including the one proposed in this resolution, would be considered a mandatory subject of collective bargaining; and

WHEREAS,

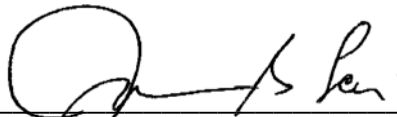
LSC Management and representatives of the International Federation of Professional and Technical Employees Local 135 (“the Union”) have begun bargaining on this subject and expect to conclude their negotiations in the near future;

NOW, THEREFORE, BE IT RESOLVED THAT:

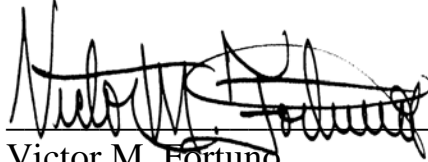
If the Union agrees to include Post-Separation Compensation in the definition of Plan Compensation, LSC Management shall amend the Thrift Plan via amendments, addendums or as otherwise appropriate to include Post-Separation Compensation in the definition of Plan Compensation and take such actions as are appropriate to implement this Resolution. If, however, collective bargaining yields a result other than an agreement to include Post-Separation Compensation in the definition of Plan Compensation, then LSC Management shall take no action on the matter and will bring it back before the Board for further consideration.

Adopted by the Board of Directors

On November 18, 2011



John G. Levi
Chairman



Victor M. Fortuno
Corporate Secretary