



BOARD OF DIRECTORS

RESOLUTION

On the Consolidation of the LSC 403(b) Plans into a Single Plan Document While Maintaining Separate Account Providers

WHEREAS,

Legal Services Corporation ("LSC") is the sponsor of the 403(b) Thrift Plan for Employees of the Legal Services Corporation (the "403(b) Plan"); and

WHEREAS,

403(b) Plan Section 9.02(A)(1) provides that LSC may amend the 403(b) Plan's Adoption Agreement and may add addenda to the 403(b) Plan's Adoption Agreement; and

WHEREAS,

LSC is the sponsor of the Tax-Deferred Annuity Plan (the "TDA Plan"), which provides 403(b) accounts that only CSRS-covered employees of LSC may participate in ; and

WHEREAS,

The Board of Directors desires to authorize Management to either 1) prepare and execute amendments to the 403(b) Plan and the TDA Plan combining the two plan documents while maintaining separate administration of the respective accounts effective no later than December 31, 2009, or, alternatively, 2) to prepare and to execute a restatement of the TDA Plan in accordance with applicable Internal Revenue Code requirements no later than December 31, 2009; with such actions being effective anytime on or after January 1, 2009 as appropriate and to the extent permissible by law; and

WHEREAS,

The Board of Directors requires notice to the Board of Directors in advance of Management's execution of any amendment authorized by this resolution.

NOW, THEREFORE, BE IT RESOLVED THAT:

The Board of Directors authorizes Management to either 1) prepare and execute amendments to the 403(b) Plan and the TDA Plan combining the two plan documents while maintaining separate administration of the respective accounts effective no later than December 31, 2009, or, alternatively, 2) to prepare and to execute a restatement of the TDA Plan in accordance with applicable Internal Revenue Code requirements no later than December 31, 2009; with such actions being effective anytime on or after January 1, 2009 as appropriate and to the extent permissible by law; and

BE IT FURTHER RESOLVED THAT:

Management shall provide the Board of Directors advance notice of its intention to adopt the above referenced amendments or restatement not less than one (1) business day prior to the date on which Management will execute the amendment.

Adopted by the Board of Directors
On October 31, 2009



Frank B. Strickland
Chairman



Victor M. Fortunato
Corporate Secretary