

BOARD OF DIRECTORS OF THE LEGAL SERVICES CORPORATION

RESOLUTION RE: INDEMNIFICATION OF DAVID H. MARTIN
IN SINGH v. LAFLA, ET AL.

WHEREAS, Awadesh K. Singh has filed Civil Action No. 92-2000 in the United States District Court for the Central District of California, based on allegations that David H. Martin, formerly President of the Legal Services Corporation ("Corporation"), performed certain actions which would subject him to liability; and

WHEREAS, the Corporation has also been named as a party to the action and has not yet been served with process but has retained counsel for its defense; and

WHEREAS, at all times relevant to the matters complained of in this action, David H. Martin was acting within good faith, and in a manner reasonably believed to be in the best interests of the Corporation based on information now available to the Corporation;

BE IT, THEREFORE, RESOLVED, pursuant to 45 C.F.R. §1601.44(d), that David H. Martin shall be fully indemnified by the Corporation against expenses, judgments and amounts paid in settlement actually and reasonably incurred with respect to this action; and

BE IT FURTHER RESOLVED that the Corporation undertake fully to represent him in his corporate and individual capacity TO THE EXTENT that he is not represented or that payment is not made on his behalf under the applicable insurance policy provided by the Corporation;

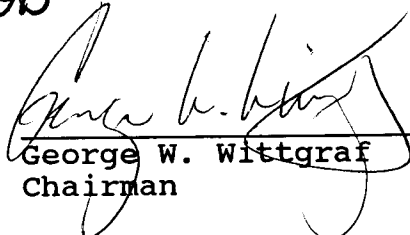
PROVIDED, HOWEVER, that he agrees to representation by the same counsel who is representing the Corporation and that no greater expense will be incurred in order to provide representation for him; and


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PROVIDED, HOWEVER, that in the event that it is later determined by the Corporation, a court of law or otherwise, that David H. Martin was not acting within the scope of his authority as a Corporation employee, or in good faith, and in a manner reasonably believed to be in the best interests of the Corporation, the Corporation may seek reimbursement from him for any amounts actually paid or incurred in his behalf by the Corporation.

Adopted by the Board
in

Open
JB Executive Session


George W. Wittgraf
Chairman


Patricia D. Batie
Corporation Secretary

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Page 2 of 2