

LEGAL SERVICES CORPORATION

750 First Street, N.E.
Washington, D.C. 20002

BOARD OF DIRECTORS

RESOLUTION ADOPTING A FULL SERVICES THRIFT CONTRACT ARRANGEMENT

[Resolution #97-004]

WHEREAS, the Board of Directors ("Board") of the Legal Services Corporation ("Corporation") has assembled in a meeting this 8th day of March 1997; and

WHEREAS, the Board wishes to adopt a Full Services Thrift Contract Arrangement to supercede the existing Modified Services Thrift Contract Arrangement, as set forth in Exhibit B; and

WHEREAS, the Important Notice For An Employer Adopting A Thrift Plan has been presented to this meeting by way of Mutual of America and is attached hereto as Exhibit A;

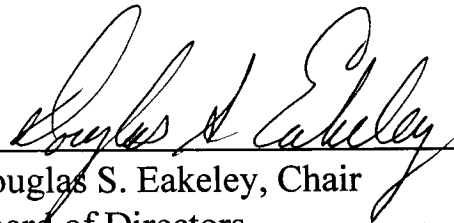
THEREFORE, BE IT RESOLVED THAT:

- 1) The Full Services Thrift Contract Arrangement, as set forth in Exhibit A, hereto is hereby approved and adopted; and
- 2) The appropriate agents of the Corporation are hereby directed to contribute to the Plan all amounts necessary to adequately fund the Plan and to provide to Mutual of America all information needed for proper record keeping; and
- 3) The appropriate officers and agents of the Corporation are hereby authorized and directed to take further action as may be necessary, appropriate or advisable to effectuate the foregoing resolution.

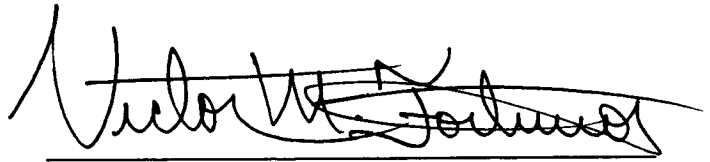
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A Full Services Thrift Arrangement
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**Adopted by the Board of Directors
on March 8, 1997**



Douglas S. Eakeley, Chair
Board of Directors



Victor M. Fortuno
General Counsel & Corporate
Secretary