



BOARD OF DIRECTORS

**RESOLUTION
THE BOARD OF DIRECTORS
LEGAL SERVICES CORPORATION
WASHINGTON, D.C.
February 5, 2005**

WHEREAS,

the Legal Services Corporation established a Flexible Benefits Plan called the "The Legal Services Corporation Flexible Benefits Plan" ("the Plan") effective January 1990 to provide cafeteria plan benefits for LSC employees;

WHEREAS,

LSC has appointed FlexAmerica to administer the Plan;

WHEREAS,

LSC desires to amend the Plan to increase the maximum salary reduction for the Health Care Reimbursement Fund to \$4,000 per year effective for the plan year of 2005 beginning on January 1, 2005; and

WHEREAS,

under §10.1 of the Plan, the Board has the right to amend the Plan;

NOW, THEREFORE, BE IT RESOLVED THAT:

Article VI, Section 6.4 "Limitation on Allocations" of the Health Care Reimbursement Plan is amended by increasing the maximum that may be deferred through salary reduction to \$4,000 per year effective beginning January 1, 2005, for the plan year 2005;

BE IT FURTHER RESOLVED

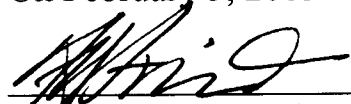
The appropriate officers and agents of LSC are hereby authorized and directed to take such action as may be necessary, appropriate or advisable to amend the Plan to implement this resolution and amendment and any such prior actions are hereby ratified; and

BE IT FURTHER RESOLVED

The appropriate officers and agents of LSC are hereby authorized and directed to take such further action as may be necessary, appropriate or advisable to effectuate this resolution.

Adopted by the Board of Directors

On February 5, 2005



Frank B. Strickland

Chairman



Victor M. Fortuno

Corporate Secretary