



BOARD OF DIRECTORS

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

**DIVERSIFIED INVESTMENT ADVISORS LSC THRIFT PLAN
ROLLOVER AMENDMENT**

WHEREAS,

the Legal Services Corporation established a 403(b) Thrift Plan called the "403(b) Thrift Plan for Employees of the Legal Services Corporation" ("the Plan") effective December 1988 to provide retirement benefits for LSC employees;

WHEREAS,

LSC adopted Diversified Investment Advisors' prototype 403(b) thrift plan that became effective on April 1, 2001.

WHEREAS,

LSC has the right to amend the Plan pursuant to the provisions of the Plan;

WHEREAS,

On March 25, 2005, the LSC Director of Human Resources executed the attached Automatic Rollover Agreement ("Agreement"), effective March 28, 2005, with Diversified Investment Advisors, to comply with Department of Labor (DOL) regulations for a "safe harbor for automatic rollovers to individual retirement plans" and DOL Bulletin 2002-3 concerning float income; and

WHEREAS,

LSC desires to amend the Diversified Investment Advisors Plan to comply with that DOL regulation, DOL Bulletin and any related guidance from DOL or the Internal Revenue Service before the end of the first plan year ending on or after March 28, 2005.

NOW, THEREFORE, BE IT RESOLVED THAT:

- 1) On or before December 31, 2005, LSC shall amend the Diversified Investment Advisors Plan to incorporate the attached Automatic Rollover Amendment (“Amendment”), which shall be effective March 28, 2005.
- 2) The provisions of this Amendment shall supersede any inconsistent provisions of the Plan.
- 3) All other provisions and conditions of the Plan remain unchanged.
- 4) The attached documents referenced herein are true copies.

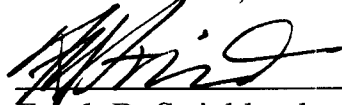
BE IT FURTHER RESOLVED

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 Diversified Investment Advisors Plan to implement this resolution and amendment and any such prior actions, including the attached Agreement with Diversified Investment Advisors, 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 October 29, 2005



Frank B. Strickland

Chairman


Victor M. Fortuno
Corporate Secretary

AUTOMATIC ROLLOVER AMENDMENT

The Plan is hereby amended to incorporate the automatic rollover provisions under Section 401(a)(31)(B) of the Internal Revenue Code ("Code") as revised by the Economic Growth and Tax Relief Reconciliation Act of 2001 ("EGTRRA"), except to the extent indicated below. This Amendment will be effective March 28, 2005.

PLEASE CHECK ONE:

1. The Plan shall not make involuntary cash-outs to any terminated vested Participants, unless required by law.
2. Provided the Plan has an involuntary cash-out provision, the Plan may make involuntary cash-out distributions of account balances of terminated vested participants of \$1,000 or less. Amounts in the terminated participant's account which are attributable to rollover contributions are subject to the automatic rollover provisions of Code Section 401(a)(31)(B), even if excludable under the Plan's terms (and, if applicable, under Code Section 411(a)(11)(D) and/or Section 203(e)(4) of the Employee Retirement Income Security Act of 1974 ("ERISA")) for purposes of the involuntary cash-out limit, if, as a result of their inclusion for 401(a)(31)(B), the terminated participant's vested balance would be greater than \$1,000. In such event, the entire vested balance is subject to Code Section 401(a)(31)(B).
3. Provided the Plan has an involuntary cash-out provision, the Plan may make automatic rollovers of account balances of terminated vested participants that are greater than \$1,000 but are not more than \$5,000 (or such lesser involuntary cash-out limit as the Plan may provide). Amounts in the terminated participant's account which are attributable to rollover contributions are subject to the automatic rollover provisions of Code Section 401(a)(31)(B), even if excludable under the Plan's terms (and, if applicable, under Code Section 411(a)(11)(D) and/or Section 203(e)(4) of ERISA) for purposes of the involuntary cash-out limit, if, as a result of their inclusion for 401(a)(31)(B), the terminated participant's vested balance would be greater than \$1,000. In such event, the entire vested balance is subject to Code Section 401(a)(31)(B).

If none of the above options is selected by marking off the appropriate box, then Option 3 shall apply, effective as of March 28, 2005.

The provisions of this Amendment shall supersede any inconsistent provisions of the Plan.

IN WITNESS WHEREOF, the undersigned has caused this Amendment to be executed on this _____ day of _____, 2005.

Employer Name: Legal Services Corporation

Executed By: _____
(signature)

Plan Name: 403(b) Thrift Plan for Employees of the Legal Services Corporation

Account Number: TA068983