

AOL LEGAL DEPARTMENT PRO BONO POLICY

Dear AOL Legal Department Colleague:

AOL LLC recognizes the importance of good corporate citizenship and, as such, supports the communities in which it does business. Consistent with the company's tradition of community support and involvement, lawyers, legal assistants, and other professional staff employed by AOL are encouraged to provide critically important pro bono legal services in their communities.

Pro bono services benefit both the individuals and organizations served and those providing services. Professionals who undertake pro bono work have the opportunity to hone their skills, gain exposure to new areas of the law, collaborate with their colleagues at AOL and with other attorneys and legal groups, derive personal satisfaction from helping others, and become more involved in their communities.

The American Bar Association's model rules state that each attorney should "aspire to render at least fifty hours of pro bono legal services each year." The commentary "recognizes the value of lawyers engaging in activities that improve the law, the legal system or the legal profession[.]" including service on bar association committees, pro bono boards, legal services programs, or as a continuing legal education instructor.

Given the need for pro bono legal assistance and AOL's commitment to its communities, I strongly support the creation of a pro bono program for AOL's attorneys, legal assistants, and other professional staff and encourage all employees to participate in this program.

Ira Parker
Executive Vice President & General Counsel
AOL LLC

Mission Statement

The mission of the pro bono committee is to serve AOL's communities by providing pro bono legal services to individuals and organizations that otherwise might not have access to them. In addition, the committee seeks to provide opportunities for rewarding and satisfying work, to spotlight AOL's position as a corporate citizen, for skills and career development, and for collaboration and teamwork across AOL's legal department and within the legal community in general for our attorneys and other professionals.

Definition of pro bono and community service

Pro bono service is the rendering of professional legal services to persons or organizations with limited means, without the expectation of compensation, regardless of whether such services are performed during regular work hours or at other times. It is this type of pro bono service, specifically, the providing of volunteer legal services that is covered by this Policy. Other types of pro bono services include service as an officer or director of a charitable or civic organization or other non-legal volunteer activities directed towards the needs of persons with limited means. Legal services that are provided on behalf of fellow employees, family or friends are not included in the Legal Department's definition of pro bono work, nor are services provided to a political campaign (see AOL's Standards of Business Conduct for more information on political activities).

Pro Bono Service Participation

Every employee within AOL Legal is encouraged to assist in the provision of pro bono legal services. As long as an employee's participation in the pro bono program does not interfere with regular work assignments, and if approved by the Pro Bono Committee as described below, managers are encouraged to support the employee's efforts. While this Policy applies most directly to employees located in Virginia, those individuals located in other jurisdictions who have an interest in providing legal pro bono services are encouraged to contact one of the Committee Co-chairs to discuss such issues.

Administration

Pro bono Committee

To support AOL's efforts to provide pro bono services, AOL Legal has established a Pro Bono Committee. The function of this Committee is to oversee the pro bono program, including (1) supervision and approval of all pro bono matters, (2) provision of adequate training for all participants, (3) ensuring that all conflicts are identified and processes in this Policy are followed, and (4) ensure that all pro bono matters are adequately supervised, both within AOL Legal and with our Partner Law Firm (as described below). Members of the Committee and the Co-Chairs can be located on Inside Legal. The Committee will meet regularly to respond to any operational or policy issues that have arisen, and recommend any appropriate changes in the Pro Bono Program. In addition, the company encourages all Legal employees to bring to the Committee's attention any pro bono opportunities of interest.

Partner Law Firm

In order to satisfy Virginia Bar Rules and to more adequately provide pro bono legal services, AOL Legal has decided to partner with the law firm of McGuireWoods going forward. For each matter on which an individual in AOL Legal is providing pro bono services and for which supervision is necessary under bar ethics rules or otherwise

desired, that person will be partnered with one or more attorneys from McGuireWoods to ensure that the client will be provided the most comprehensive legal assistance. In addition to its offices in the Metropolitan Washington area, McGuireWoods also has offices in Atlanta, Baltimore, Los Angeles, and New York with which AOL Legal can partner.

AOL Legal has entered into a Memorandum of Understanding with McGuireWoods (available on Inside Legal) regarding the nature of our partnership. All individuals from AOL Legal who are participating in pro bono representations are required to review this MOU and must be familiar with its contents and the respective obligations of both parties. McGuireWoods will coordinate with the Pro Bono Committee to ensure provision of adequate training for all individuals in AOL Legal who will participate in the pro bono program, both on any group projects as well as those undertaken by individual attorneys or legal staff.

Pro Bono Projects

The Pro Bono committee is planning to offer group projects from time to time that do not require individuals to submit separate applications, as described below. In addition, the Pro Bono Committee will circulate periodically a list of available pro bono opportunities (including new matters requiring assistance, clinics staffed by department personnel, projects coordinated with various appropriate non-profit entities, etc.) that would be subject to the approval process. This list will also be available on Inside Legal.

Individuals may also bring to the Committee's attention pro bono matters that do not come from a pre-approved source but are of particular interest. To do so, the attorney should send a memorandum (described below) to the Committee Co-Chairs. Once the matter has been approved, it will be listed as an approved pro bono matter.

Approval Process

To take on one of these pro bono matters, an attorney should notify one of the Committee Co-Chairs of her or his willingness to take on the matter and submit an application seeking approval to participate. This application (the form for which can be found on Inside Legal), should contain: the name of the proposed client, the name of the opposing parties and other entities (e.g., opposing attorney or law firm) involved, a description of the nature of project and work to be done, and identify who at AOL will be working on the matter for, an estimated time commitment; projected disbursements required, if any; the schedule or deadlines; supervision, training, or mentoring needs; and any other relevant information. For both pre-approved and individually generated pro bono matters, attorneys should complete the Company's pro bono representation agreement (available on Inside Legal), obtain the client's signature, and forward a copy to the Committee Co-Chairs. Persons wishing to undertake pro bono engagements will be expected to satisfy themselves and their supervisors that their current and anticipated work schedules permit them to give sufficient attention to all matters they have

undertaken. Individuals may not begin their pro bono representations in a particular matter until Committee approval is received.

The Committee has the discretion to approve or reject a matter in its sole discretion for representation based on its judgment of what is in the best interests of the company.

As noted above, the Committee must determine that no conflicts of interest exist before an individual can provide any pro bono legal services. In determining whether such a conflict exists, the Committee will consider (1) whether the case presents an issue that is, or in the future could be, adverse to AOL interests; and/or (2) whether the case would place AOL in an adversarial position to a party with whom AOL does not wish to be, or should not be, in an adversarial position. If, during the course of any representation, an AOL Legal employee perceives any actual or potential conflict, the attorney must notify the Committee Co-Chairs prior to continuing provision of any further legal services. In addition, if the matter involves supervision by an attorney from McGuireWoods, the matter must also clear a conflicts-of-interest check with that firm as well.

Insurance Coverage

AOL's insurance carrier provides insurance coverage for employees in Legal in connection with their provision of pro bono legal services.

Time and Record Keeping

Depending on the nature of a particular matter, it is likely that some pro bono work will occur during normal office hours. Nevertheless, responsibility for pro bono activities is in addition to assigned responsibilities. All those providing pro bono services will be expected to maintain records of the time spent on each matter. In addition, all those responsible for pro bono matters should coordinate with the relevant McGuireWoods attorney to ensure that the appropriate client records are retained.

When required or deemed appropriate, the individual providing pro bono services should complete the paperwork necessary to close-out their pro bono matters with the pro bono organization or particular client they have assisted.

Expenses and Resources

AOL Legal will establish a budget and cost center for pro bono expenses related directly to pro bono work, such as library materials, court and agency filing fees, transportation and training expenses and malpractice insurance. Waiver or suspension of fees for indigent individuals should be sought where appropriate. Volunteers will be expected to identify and control such expenses to assure they remain within the budget.

Pro bono work is considered to be AOL work for purposes of the reasonable use of all office equipment and certain other resources, specifically telephones, copiers, word processors, printers, computer modems, office supplies, local couriers, fax machines, library materials, research materials and mail.

Individuals providing pro bono services may use company facilities as appropriate to carry out the pro bono engagement. Reasonable personal expenses (e.g., parking, gas mileage and the like) for pro bono engagements in accordance with AOL's travel and expense policies will be reimbursed by AOL. Expenses exceeding \$250 should be submitted to the Committee for prior approval. As in every other legal matter, AOL employees should make every effort to control expenses. The Pro Bono organization should be solicited to pay all administrative and judicial filing fees, if possible. Before incurring any costs that the Pro Bono organization for which the work is done will not pay, Program Participants should identify and discuss such costs with the Committee Co-Chairs prior to seeking reimbursement from AOL.

It is anticipated that most client interviews and meetings will take place at the legal clinic or pro bono referral program with whom AOL employees work. For any approved pro bono matter or project, attorneys and those assisting them may use AOL resources as appropriate to carry out the pro bono engagement, such as training or planning sessions among lawyers. Client meetings, however, should not take place at AOL offices except as a last resort, in order to avoid possible client confusion about who is providing the legal services.

Those participating in the pro bono program may ask their administrative assistants to provide reasonable administrative support.

Individuals doing pro bono work may need the aid of legal assistants, administrative assistants, or other support staff. Should such needs arise, the individual should contact the Committee Co-Chairs, who will provide a name of those in AOL Legal who have volunteered to assist in the provision of pro bono assistance.

Unanticipated travel, other time demands, or the nature of the pro bono matter may, for some pro bono matters, require the staffing of a pro bono matter by more than one attorney. A team approach ensures both adequate staffing and promotes collegiality. The Committee Co-Chairs can assist in identifying potential team members for attorneys interested in undertaking pro bono work, but who may be concerned that scheduling difficulties may impair their ability to effectively handle a pro bono matter.

Corporate affiliation

Although AOL Legal strongly endorses participation in the program, participants are not acting as company representatives or employees with respect to the matters they undertake, and the company does not necessarily endorse positions taken on behalf of pro bono clients. Therefore, AOL Legal employees participating in such activities do so individually and not as representatives of the company. Because we are a corporate legal

department and not a law firm legal department, individuals who take on pro bono matters must identify themselves to their clients as volunteers for the non-profit organization and not as attorneys for AOL.

Therefore, individuals providing pro bono services should not use the company's stationery for pro bono activities or otherwise engage in any other acts likely to convey the impression that the company is providing legal services. Individuals should use the stationery provided by the pro bono referral organization or agency, or, if no such stationery is provided, blank stationery, i.e., no company letterhead. Similarly, AOL business cards must not be distributed to pro bono clients. Further, no "corp.aol.com" email addresses should be used when communicating with actual or prospective clients. You may use a personal AOL or other email account for such communications, however.

Corporate counsel/Virginia Bar members

The Code of Virginia prohibits persons not licensed to practice law in the Commonwealth of Virginia from so practicing. All attorneys who are members of the Virginia State Bar and those certified as "Corporate Counsel" must comply with the Rules of Professional Conduct in pursuing all pro bono activities. In order to meet the requirements of the Virginia State Bar and the Virginia Code, the Committee will work to ensure that all services being provided in accordance with this Policy will be properly supervised and that professionals providing such services will be properly trained.

On a case by case basis, attorneys licensed in another state may apply to appear before a Virginia court on a pro hac vice motion. Moreover, certain benefits proceedings and discrimination hearings do not require representation by licensed attorneys.

Input into evaluations

Managers are encouraged to favorably consider an employee's participation in the pro bono program as part of the annual performance evaluation process.