
The NuLawyer™ H.R. Retainer
Underwritten by: The Legal Maintenance Organization of America, Inc.
101 Century Twenty One Drive, Suite 109-B • Jacksonville, FL • 32216
Telephone: (904) 685-2993 ~ Facsimile: (904) 721-3447

PART I ~ INTRODUCTION

The Plan is underwritten by The Legal Maintenance Organization of America, Inc., a Florida Corporation, which shall be referred to as NuLawyer ("NuLawyer"). This NuLawyer Plan has been established to make available specific Labor and Employment Law legal services at a reasonable cost to all MEMBER(s). The legal expense coverage afforded in this Plan shall be made available exclusively to the named MEMBER below.

PART II ~ DEFINITIONS

- 1) Plan - the NuLawyer "NUHR-FL-0806" Plan.
- 2) Member - the natural person named below executing this Plan.
- 3) Designated Contact - the natural person named below appointed by member to be the sole Designated Attorney(s) corporate contact.
- 4) Effective Date - the day coverage begins.
- 5) Premium - the monthly amount paid for coverage.
- 6) Designated Attorney(s) - the NuLawyer attorney(s) selected to provide legal services to the MEMBER.
- 7) Pre-existing Conditions - shall be defined as any acts, occurrences or conditions that existed prior to the MEMBER(s) enrollment.
- 8) Membership Year - shall be defined as the period of time beginning on the Effective Date of the Plan, extending for a period of one year thereafter.

PART III ~ OPERATION AND ADMINISTRATION OF PLAN

The Plan is sponsored and administered by NuLawyer, who shall provide legal services for MEMBER through attorney(s) under contract with NuLawyer. Under the Plan, NuLawyer enters into contractual agreements with attorney(s) entitled Provider Agreements affording legal services to MEMBER. Those attorney(s) who have entered into Provider Agreements with NuLawyer are known as "Designated Attorney(s)". **MEMBER is eligible to receive Plan coverage without the payment of any attorney(s) fees up to Plan limits only if the monthly premium payments are current and all costs associated with any legal representation performed by Designated Attorney(s) are paid. The legal expense coverage provided to MEMBER in this Plan becomes effective immediately upon receipt of premium payment.**

No MEMBER is required or obligated to consult or be represented by Designated Attorney(s). Each MEMBER may consult or be represented by other attorney(s) concerning any matter at the MEMBER's own expense. The Plan will not pay attorney fees to any other attorney(s) other than the Designated Attorney(s). The MEMBER shall communicate directly with Designated Attorney(s) in arranging for legal services. Should a MEMBER have a problem, complaint or grievance concerning the legal services provided by NuLawyer, the MEMBER may request a conference with the Designated Attorney(s) and a third party chosen by mutual agreement between the MEMBER and NuLawyer. A conference shall then be held with these three parties present in an effort to resolve the said problem, complaint or grievance, or make the determination that Designated Attorney(s) was unwilling, unable, or demonstrated the inability to render the legal services described herein. If such a determination is made, then arrangements will be made for the transfer of the MEMBER to another Designated Attorney(s), *or if no Designated Attorney(s) is available, then MEMBER shall be allowed with prior written approval from NuLawyer, the alternative benefit of selecting their own attorney, with the legal fees paid for by NuLawyer.* The grievance resolution machinery addresses itself only to disputes between NuLawyer and MEMBER or Designated Attorney(s), and not to issues involving legal ethics.

MEMBER understands and acknowledges that NuLawyer may require limited information from Designated Attorney(s) files, such as MEMBER name, address, area of law Plan coverage was utilized, or other information necessary to process certain corporate functions including, but not limited to, determination of Designated Attorney(s) utilization, Designated Attorney(s) payments, bookkeeping, data processing, banking, printing or quality control surveys and MEMBER agrees to and authorizes such release of information. MEMBER may in their sole discretion, instruct Designated Attorney(s) in writing, to withhold all of the above referenced information, and in such instance, no information pertaining to MEMBER shall be divulged.

PART IV ~ GENERAL PROVISIONS & CANCELLATION

NuLawyer, in the implementation of this Plan, enters into agreements with numerous attorney(s), who agree to provide stipulated services under the conditions of the Provider Agreement. The attorney-client relationship comes into being at such time as the MEMBER chooses to employ the services of a Designated Attorney(s) in the law firm to which the MEMBER is assigned. NuLawyer will in no way become involved or interfere with Designated Attorney(s) handling of any case(s) by reason of the attorney-client relationship entered into when a MEMBER engages Designated Attorney(s). In none of these instances does NuLawyer stand in the position of guarantor as to the honesty, proficiency, accuracy, or resourcefulness of the Designated Attorney(s). **Accordingly, if any Designated Attorney(s) to whom a MEMBER takes a legal matter performs or omits an act which may give rise to a claim for malpractice, the MEMBER's sole resource will be against the individual Designated Attorney(s) or the law firm of Designated Attorney(s) who handled that MEMBER's legal matter.**

All benefits provided under this Plan shall be subject to the terms of the attorney-client relationship. At the sole discretion of the Designated Attorney(s), MEMBER prior to the time services are rendered, may be required to pay to Designated Attorney(s) any costs to cover reasonably anticipated expenses to be incurred. **It is expressly understood that all costs associated with any legal representation performed by Designated Attorney(s) including, but not limited to, court filing fees, sheriff fees for service of summons or other process, depositions and discovery costs, fines, penalties, damages assessed, facsimile, expert witness fees, bonds, bail bonds, or long distance charges, are solely the responsibility of MEMBER, and will be borne and paid directly by MEMBER to Designated Attorney(s).** Eligibility for receipt of all coverage contained in this Plan is contingent upon payment of said costs by MEMBER to Designated Attorney(s) prior to the commencement of legal representation. Additionally, in the sole opinion of the Designated Attorney, any matter that is raised an inordinate or unreasonable number of times without substantial change of circumstance will not be covered. The MEMBER has the right to file a complaint with the Florida Bar Association concerning Designated Attorney(s) conduct pursuant to this Plan. Nothing in any of the Plan language shall be deemed to interfere with the Bar Association's right to discipline Designated Attorney(s) for violation of any Bar Association Canon addressed to honesty, integrity, or fair dealing. The obligation of Designated Attorney(s) providing services under this Plan shall be solely to their MEMBER.

PART IV ~ GENERAL PROVISIONS & CANCELLATION

(Continued)

The Designated Attorney(s) shall maintain the confidentiality of the attorney-client relationship in accordance with the Code of Professional Responsibility at all times while representing MEMBER. **However, Designated Attorney(s) shall refuse to provide representation and services, and no coverage will be afforded in any matter they believe is frivolous, without merit, violates the Code of Professional Responsibility, or in the sole opinion of the Designated Attorney(s), there is no meritorious claim or defense which will prevail in court. Any such matter so defined will not be covered.**

MEMBER may cancel this NuLawyer Plan at any time for any reason by providing NuLawyer with a written notice of cancellation. MEMBER understands that the actual Cancellation Date of the Plan may fall after the date on the notice of cancellation. Additionally, MEMBER agrees that Plan coverage will continue in full force after notice of cancellation has been received by NuLawyer, up to the end of the term covered by the most recent payment received by NuLawyer, making said payment fully earned and non-refundable. NuLawyer may cancel this Plan for non-payment of premium with ten (10) days written notice of cancellation, or otherwise with thirty (30) days written notice of cancellation with the reason(s) therein. Any unearned premium will be returned within ten (10) days of the cancellation date. Any enrollment fees paid to NuLawyer are fully earned and non-refundable.

In the event that a MEMBER terminates coverage, or has Plan coverage canceled, all active matters shall be completed by the Designated Attorney(s) on a fee for service basis unless the MEMBER does not desire to be further represented by the Designated Attorney(s) involved or by any other Designated Attorney(s). In the event that a MEMBER terminates coverage or it is canceled with no active matter pending, or MEMBER has never used any services of the Plan, such MEMBER shall not be entitled to a refund of previously paid monthly premium. Additionally, should a MEMBER discharge a Designated Attorney(s) regarding any active matter without canceling the Plan, no refund shall be issued. NuLawyer reserves the right to change the monthly premium amount of this Plan. Changes in the monthly premium will only occur after the first Membership Year, and MEMBER will be given forty-five (45) days written notice of such change at the MEMBER's last known address according to company records.

PART V ~ OUTLINE OF LEGAL COVERAGE

Designated Attorney(s) shall provide Designated Contact with the following legal advice and consultation(s) with discounted hourly rates coverage available.

LABOR AND EMPLOYMENT LAW ADVICE AND CONSULTATION

ADVICE AND CONSULTATION

- 1) MEMBER is entitled to two (2) fifteen (15) minute telephone consultations per month on any of the covered Labor and Employment Law matters described below. Each of the two (2) telephone consultations must be concerning separate, non-related business matters.

DISCOUNTED HOURLY ATTORNEY FEES

DISCOUNTED HOURLY RATES:

- 1) Should MEMBER decide to engage Designated Attorney(s) to represent them in any below described Labor and Employment Law legal proceeding beyond the allotted monthly telephone consultations, then MEMBER shall be extended a twenty-five percent (25%) discount off customary hourly rates Designated Attorney(s) normally charge to perform these legal services.

COVERED AREAS OF LABOR AND EMPLOYMENT LAW:

(A 25% discount applies for all the following legal matters)

APPEALS - Your NuLawyer Designated Law Firm has a great deal of knowledge and experience to argue appeals for your company before the Florida District Courts of Appeal, the U.S. Court of Appeals. Additionally, they are experienced in appeals from governmental agencies such as the National Labor Relations Board, the Equal Employment Opportunity Commission and the Occupational Safety and Health Review Commission.

BUSINESS IMMIGRATION - Your NuLawyer Designated Law Firm has close working relationships with many lawyers that practice exclusively in the area of immigration, including all of the business immigration issues that arise in today's global economy. Whether your concern is obtaining a specialty occupation Visa for professionals or other work Visa's, obtaining permanent Visa's or green cards, I-9 counseling, assisting an individual so that they can work for your company in the U.S. or abroad, your NuLawyer Designated Law Firm will make sure that you get the help you need to stay in compliance with immigration laws.

EMPLOYMENT LITIGATION - NuLawyer Designated Law Firms litigate employment claims before all federal and state courts and administrative agencies, from trial courts to the U.S. Supreme Court. In Florida, most cases in federal and state courts are sent to mediation. Your NuLawyer Designated Law Firm has relationships with mediators who are experienced in devising innovative and creative means of resolving claims. Your NuLawyer Designated Law Firm can assist you in defending and litigating in the following areas:

Race Discrimination and Harassment	Hostile work environment	Sexual Harassment	Religious Discrimination
Covenants Not to Compete	Employment Torts	Negligent Hiring	Supervision and Retention
Florida Civil Rights Act	Disability Discrimination	Retaliation	Pregnancy Discrimination
Family Medical Leave	Wage & Hour Requirements	Hiring	Constructive Discharge
Failure to Promote	ERISA	Sarbanes-Oxley Compliance	Workers' Compensation
Whistle Blower Claims	Business Mergers/Restructuring	Job Eliminations	Reductions in Workforce

COLLECTIVE BARGAINING - Your NuLawyer Designated Law Firm has experience representing companies negotiating collective bargaining agreements. Whether its a first time contract or a renewal of an agreement after a relationship with a union for many years, your NuLawyer Designated Law Firm has the experience to guide you through this process to obtain results that translate directly to your bottom line. And, they can guide you while preserving harmonious relationships with your employees. Your NuLawyer Designated Law Firm has the experience to draft language dealing with topics such as the following:

Management Rights	Dues Check-off	Union Security	Work Rules
Arbitration Procedures	Non-discrimination	Seniority	Grievance and Arbitration
Hours of Work	Overtime	Call-in and Show-up Time	Temporary Assignments
Leave of Absence	Military Leave	Duration of Agreement	Favored Nations Clause
Funeral Pay	Vacations	Wage Schedules	Premium Time
Insurance Benefits and Pension	Bulletin Boards	Special Protective Equipment	Safety
Holidays	Reductions in Work	Discipline and Discharge	Strikes and Slowdowns

PART V ~ OUTLINE OF LEGAL COVERAGE

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DISPUTE RESOLUTION PROGRAMS - Today, arbitrations are not limited to companies with unions. More and more non-union employers are electing to institute dispute resolution programs or enter into arbitration agreements with employees in order to prevent employment litigation in the courts. Employers often find this approach to be quicker, less expensive, and less disruptive to company operations. Often employers and employees both simply want a fair and impartial decision to their dispute, the sooner the better. Arbitration provides that opportunity. Your NuLawyer Designated Law Firm can advise you on various internal and external dispute resolution options. Your NuLawyer Designated Law Firm can draft arbitration agreements and assist in presenting the new system to employees. Additionally, they can represent your company at arbitrations. **When arbitrating a dispute in a union contract, your NuLawyer Designated Law Firm will exclusively represent your company and its management.**

DRUG TESTING - Your NuLawyer Designated Law Firm can assist your company in developing substance abuse and drug testing policies and advise on these issues. Additionally, your NuLawyer Designated Law Firm can advise employers and/or conduct management training and review of personnel policies and procedures in this critical area.

EMPLOYEE BENEFITS - Your NuLawyer Designated Law Firm can litigate employee benefit and ERISA disputes. Additionally, your NuLawyer Designated Law Firm has also developed close working relationships with attorneys that specialize in preparing and advising employee benefits and other ERISA matters such as 401(k) plans, pension and profit sharing plans, corporate transactions, retirement and deferred compensation plans, medical, dental, life insurance, severance and other welfare benefit plans. Your NuLawyer Designated Law Firm can make sure that you get the help you need to navigate these complex and ever changing issues.

EXECUTIVE CONTRACTS/SEVERANCE - Your NuLawyer Designated Law Firm can advise you on a full range of employment agreements. They can assist you if you need to draft and/or implement employee agreements according to your unique employment arrangement. In addition, your NuLawyer Designated Law Firm can represent your executives and professionals, in drafting, negotiating and reviewing employment agreements, severance packages and golden parachutes.

EMPLOYMENT COUNSELING - Your NuLawyer Designated Law Firm will work with you *before the dispute arises*. They try to propose solutions that achieve the company's objective, but in a manner that protects from the risks of litigation. In doing so, they will be available to counsel with human resources professionals, or company management, supervisors, personnel directors, or in-house counsel on a daily basis. Your NuLawyer Designated Law Firm helps ensure that your company has sufficient grounds to make employment decisions with good documentation that will withstand a jury's scrutiny.

FAMILY MEDICAL LEAVE - The Family and Medical Leave Act (FMLA) imposes significant restrictions on a covered employer's treatment of eligible employees who request, take and return from leave. Because the FMLA is a complex statute, with many important medical leave issues still unanswered, the FMLA remains an area where sound, practical, preventive advice can pay dividends to employers. Your NuLawyer Designated Law Firm can advise you regarding the FMLA's notice, posting and record keeping requirements. In addition, they can help your business evaluate and process leave requests and defend charges of FMLA discrimination filed with the Department of Labor as well as FMLA lawsuits filed in state and federal courts.

HUMAN RESOURCE AUDITS - Your NuLawyer Designated Law Firm can advise your company regarding the maintenance of health benefits during leave and the FMLA's notice, posting, certification and record keeping requirements. They have the ability to audit and review a single or small group of personnel policies or an entire Human Resource Department or program at your company. Depending on your needs, they can custom tailor an audit that is right for your company. A normal audit involves phone conversations and the collection of information for review followed by an on-site visit to your facility. Your NuLawyer Designated Law Firm has experience auditing entire HR departments including:

Pay Practices and Compensation	Employee Benefit Programs	Complaint procedures	Arbitration Policies and Procedures
Employee Handbooks	Personnel Policy Manuals	The Hiring Process	Termination and Appeals
Unemployment Compensation	Workers' Compensation	Safety	Incentives and Fringe Benefits
Wage and Hour Requirements	Record Keeping	Employee Morale	Communication Systems

NATIONAL LABOR RELATIONS ACT TRIALS (NLRB) - Your NuLawyer Designated Law Firm will work with your company providing practical and legal labor relations advice on issues that arise under the National Labor Relations Act and other workplace laws. They can guide your company to successfully deal with union organizing drives and election campaigns, concerted activity situations, NLRB representation hearings, NLRB unfair labor practice charges and hearings, 10(j) injunctions, and suits brought under §301 of the National Labor Relations Act. Your NuLawyer Designated Law Firm can help you cultivate positive employee relations, to minimize their risk of union organizing. They will teach your managers and supervisors to be an effective advocate for their employees so that unions become unnecessary. They understand when union organizing talk begins, or a union representation petition arrives from the NLRB, your company needs a quick response with on-site help to navigate you through your rights as an employer. Your NuLawyer Designated Law Firm is available to meet quickly with your management team so that you will know your rights and can aggressively make known your desire to remain non-union. Their experience with unions and union organizing drives will allow them to quickly evaluate your company's vulnerability to union organizing. They have the experience to train your managers, supervisors and Human Resource Department on how to avoid unionization. If union organizers institute litigation, they have the experience to aggressively represent your interests.

NON-COMPETE LITIGATION - Your NuLawyer Designated Law Firm can prepare non-competition agreements and give advise regarding former employers, hiring employers and employees on their rights under these agreements. They have considerable experience in litigating non-compete agreements where both injunctions and damages are sought.

OCCUPATIONAL SAFETY AND HEALTH ACT (OSHA) - Your NuLawyer Designated Law Firm can represent your company in matters relating to OSHA compliance issues, including, developing safety and health programs and policies, advising during OSHA compliance inspections, responding to OSHA citations, and handling disputes with, and trials before, the U.S. Occupational Safety and Health Review Commission. Additionally, they can defend your company against claims of willful violations and of discriminatory treatment under OSHA. Unions attempting to organize often use safety issues as an organizing weapon. Their experience with safety issues allows them to anticipate and resolve these issues before they affect employee moral and attract employees to unionizations.

PART V ~ OUTLINE OF LEGAL COVERAGE

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WAGE & HOUR - Your NuLawyer Designated Law Firm can advise your company on compliance with the Fair Labor Standards Act (the Wage Hour law or FLSA), Florida's Child Labor Laws, the New Florida Minimum Wage Law, the Service Contract Act, the Davis-Bacon Act and the Portal-to-Portal Act. They will assist your company with implementing policies that cover:

Creating, revising, and auditing wage and overtime policies	Proper classification of exempt, nonexempt and independent contract workers
Reviewing overtime pay calculations	Structuring commissions, bonuses, incentive payments and other compensation programs

PERSONNEL POLICIES/PROCEDURES - Your NuLawyer Designated Law Firm has experience designing personnel policies and procedures that promote fair treatment in the workplace. Their experience ranges from conducting full audits of all areas of human resources to preparing single policies. We have prepared and reviewed employee handbooks and personnel policies for legality. Your NuLawyer Designated Law Firm has experience with and have drafted and reviewed personnel policies and procedures in the following areas:

No solicitation rules	Disciplinary procedures	Workplace rules	Sexual harassment
Workplace harassment	Family Medical Leave Act	Leave policies	Personal leaves of absence
Drug testing	Substance abuse	Attendance	Non-fraternization
Hiring of relatives	Company policy on unions	Off duty employees	Record keeping policies

SUPERVISORY/MANAGEMENT TRAINING - Your NuLawyer Designated Law Firm can provide a specialized training program for managers and supervisors on a wide assortment of labor and employment law topics. Often, employment litigation is a result of the actions or statements of a frontline supervisor. Whether or not an employee will support an outside labor organization, also depends heavily on the employee's relationship with their immediate supervisor. Your NuLawyer Designated Law Firm can design a strong, proactive training program to avoid legal costs and litigation for your company. The best way to win an employment lawsuit is not to be involved in one. Your NuLawyer Designated Law Firm can conduct training programs in the following areas:

Union Avoidance: How to Stay Union-Free	What Supervisors Can and Cannot Say and Do Concerning Unions	Sexual Harassment
The Americans With Disabilities Act	Family Medical Leave Act – How Does It Involve You	Leadership
How to Conduct Performance Appraisals	Recent Techniques and Trends in Union Organizing Activity in Florida	Diversity Awareness
Conducting Investigations in the Workplace	Alternative Dispute Resolution Policies and Agreements	Motivating Employees
How to conduct an Audit of Human Resources	Wage Hour Exemptions and Compliance	Effective Communication
Positive Discipline	Positive Personnel Practices to avoid Labor Unions	Conflict Management
Team Building	Goals & Goal Setting	Business Ethics
Work Place Violence	Mentoring	Facilitation Skills
Managing Performance	Conducting Effective Meetings	Handling Complaints
Conflict Management	Training Employees	Basic Safety
Decision Making	Time Management	Problem Solving
Managing Stress	Government Regulations	The Supervisor I & II

UNION ORGANIZING - Your NuLawyer Designated Law Firm will work with your company to provide practical and legal labor relations advice on issues that arise under the National Labor Relations Act and other workplace laws. They can guide your company to successfully deal with Union organizing drives and election campaigns, concerted activity situations, NLRB representation hearings, NLRB unfair labor practice charges and hearings, 10(j) injunctions, and suits brought under §301 of the National Labor Relations Act. They will help you cultivate positive employee relations, to minimize their risk of union organizing, and teach your managers and supervisors to be an effective advocate for their employees so that unions become unnecessary.

WORKPLACE HARASSMENT - Your NuLawyer Designated Law Firm has experience in prevention, personnel policies, training and litigation of harassment claims including sexual and racial harassment. They can provide managerial training, advice on personnel policies and procedures, and litigate harassment claims before all federal and state courts and administrative agencies, from trial courts to the U.S. Supreme Court.

PART VI ~ CONDITIONS & EXCLUSIONS

- 1) Any MEMBER who initiates or participates in a lawsuit against NuLawyer or any of its affiliates, or is named as a defendant or respondent in a lawsuit initiated by NuLawyer or any of its affiliates, shall be specifically excluded from receiving coverage under any benefit of this Plan related to such lawsuit.
- 2) Any acts, occurrences or conditions that existed prior to the MEMBER enrollment, shall be considered Pre-existing Conditions, and are specifically excluded.
- 3) Any legal matter not specifically covered or included in Part V ~OUTLINE OF LEGAL COVERAGE of the Plan is excluded.