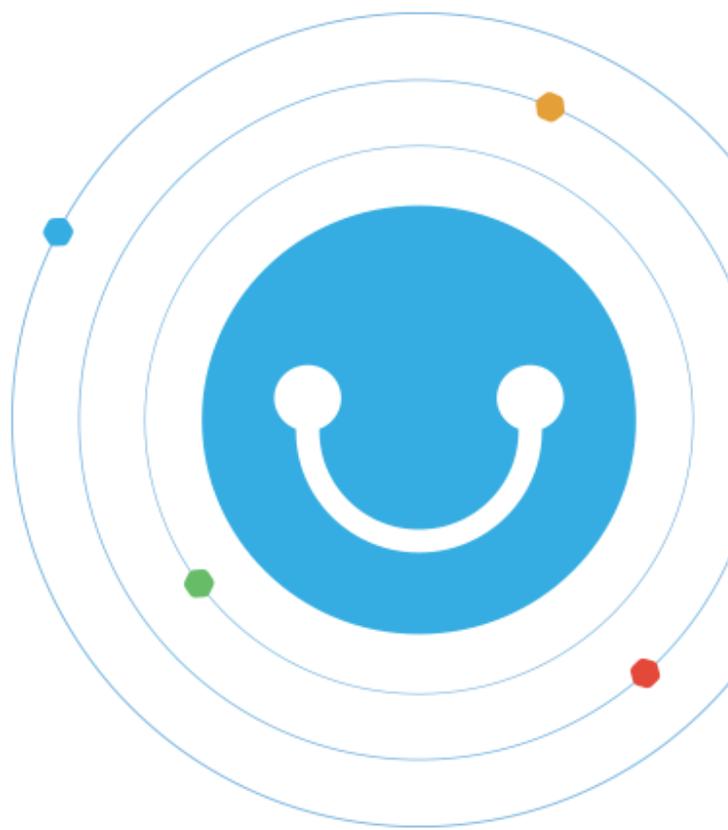


UPNETIC LEGAL SERVICES GUIDEBOOK

Powered by Legal Club of America® (“Legal Club”)



UPNETIC LEGAL SERVICES GUIDEBOOK

Welcome, and thank you for utilizing Upnetic Legal Services within your ADP HR Pro package!

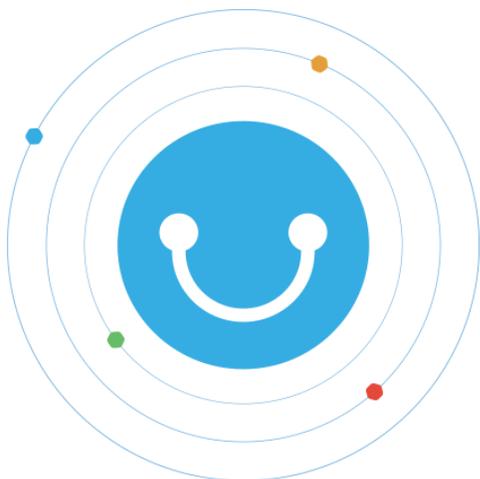
This guidebook will provide information on how you can access the benefit, as well as plan benefit information.

How does it work?



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ELIGIBILITY & PLAN USAGE

Business Eligibility

All HR Pro clients are eligible for the Upnetic Legal Plan, including non-profits. The plan is designated for use by the business only and may not be used by employees of the company or for personal legal matters.

To Receive a Plan Attorney Referral

You can contact Upnetic, either by phone or online, to request an Upnetic Legal attorney referral. There is no limit to the number of referrals you may receive.

Option 1: Online Attorney Referral Request

Log into your Upnetic account and request an Upnetic Legal attorney referral online at <https://upnetic.com/legal/>. First, determine whether you would like to speak with a Legal Club Legal Specialist (LS) immediately or schedule a call at a specified time and date. Our legal specialists are available Monday through Friday, 9:00 am to 7:00 pm ET.

After scheduling your call with our legal specialists, you will be prompted to confirm your contact information, including your name, email address, phone number, and company name. Once your referral request is complete, an Upnetic Legal LS will call you at the scheduled time.

The LS will confirm your account and case information, and then refer you to a plan attorney who practices the appropriate area of law, speaks your preferred language, and is conveniently located.

Option 2: Attorney Referral Request by Phone

As an alternative to the Upnetic Legal online referral process, you can contact the Upnetic Client Service Team directly at (888) 303-6789. The team is available Monday through Friday, 9:00 am to 7:00 pm ET. Messages received after business hours will be answered the following business day.

ELIGIBILITY & PLAN USAGE

When contacting Upnetic, you will need to share identifying information to verify your membership, including your email address, name, and company name. If you are calling for an attorney referral, Upnetic will ask you to briefly describe your legal issue and will then connect you to a Legal Club Legal Specialist (LS). The LS will refer you to a plan attorney who practices the appropriate area of law, speaks your preferred language, and is conveniently located.

If an appropriate plan attorney cannot be immediately provided, the LS will escalate the issue to a Manager. In some situations, this additional step is appropriate to help ensure the best possible referral. For example, your particular need may require additional review or we may need to confirm certain information with a specific plan attorney or participating law firm. Upnetic will contact you to ensure you are provided the best available referral.

Contacting Plan Attorneys

When contacting a plan attorney, identify yourself as an ADP Upnetic Legal Club member. If for any reason the plan attorney is unable to assist you, call Upnetic directly for another referral.

Plan attorneys may be out of the office, or otherwise attending to their existing clients. Therefore, please allow up to 3 business days for the plan attorney to respond to call(s).

Legal Services

Access to a nationwide network of plan attorneys who have contracted with Legal Club to provide free and discounted legal services. Upon contacting the Upnetic Department, you will be referred to a plan attorney based on language, area of law, and location.

PLAN BENEFITS

BENEFIT FEATURES

Free Legal Services *

The following 6 services are available at no charge from the plan attorney:

- Unlimited initial phone consultations during business hours for new legal matters. Thirty-minute time limit per subject matter. Time over the 30 minutes per subject will be at the guaranteed low hourly rate.
- Document review, for up to 5 independent documents each quarter. These include business documents and contracts (signed or unsigned), up to 10 pages each.
- Initial telephone calls made on behalf of business if deemed appropriate by you and plan attorney (two per month). Follow up calls are made at the guaranteed low hourly rate.
- Initial Letters written on behalf of your business if deemed appropriate by you and plan attorney. Three per month for new subjects; follow up letters are written at the guaranteed low hourly rate.
- Initial collection letters, up to 10 per quarter. Initial letters beyond 10, and any follow up letters, are written at the guaranteed low hourly rate or at the contingency fee percentage, depending upon what you and your plan attorney decide.
- Registered Agent for your business in the state in which you are incorporated as well as other states where you do business.

Guaranteed Low Hourly Rates *

Plan attorneys have contracted to charge 40% off their normal hourly rate, with a minimum of \$125 per hour, for legal care beyond the free and discounted services.

PLAN BENEFITS

Retainers *

In the case of extended legal care, plan attorneys may ask you for a retainer. Any retainer sought will be computed by multiplying the number of hours a plan attorney believes a case will take by the appropriate discounted hourly plan rate. For instance, 10 hours x \$125.00 = a retainer of \$1,250. Any unused portion of the retainer will be returned to you.

Contingency Fee Discounts *

Attorneys often work on a contingency fee basis on such cases as personal injury and collections. This fee is usually expressed as a percentage of the amount collected or awarded. In collection matters, the attorney will accept 18% if the case is settled before formal court proceedings begin. After proceedings begin, the fee is 27%. On all other contingency matters there is a 10% discount on the lower of either the state maximum or the attorney's standard rate.

* Court costs, filing fees and time charged for travel to and from any courts are additional.

DEFINITIONS & MISC. INFORMATION

DEFINITIONS

Collections Matters - Any matter in which the business is owed money by a debtor. This may include calls and letters and court appearances if necessary.

Plan/Participating Attorneys - Defined as licensed and qualified to practice law in their state, to maintain professional liability insurance if required by their state, and have contracted with Legal Club to provide legal services to plan members as outlined in this Plan Member Guidebook

Plan Member - Any business who has an ADP HR Pro membership and has activated their Legal Club membership through Upnetic.

MISCELLANEOUS INFORMATION

- Upnetic does not provide legal advice or other advice that can only be provided by licensed professionals, in which case you should contact a qualified attorney. Upnetic partners with Legal Club. Legal Club is not a law firm, insurance coverage or a provider of legal services. Legal Club has a network of participating attorneys and will place members of Upnetic in contact with an attorney. Participating attorneys are not employees of Legal Club or Upnetic.
- Participating attorneys are bound by their state's professional code of ethics. They will advise you if they have a conflict of interest in taking your case. Attorneys have the inherent right to decline a case for any reason. However, plan attorneys have agreed not to reject any eligible plan member seeking services by reason of the amount of fees to which he or she may be entitled to charge under the Upnetic Legal plan. If a plan attorney is unable to assist you, please contact Upnetic Member Services Department for further assistance.

DEFINITIONS & MISC. INFORMATION

MISCELLANEOUS INFORMATION

- Providers are subject to change without notice except if you are currently working with Provider.
- Attorney fees are paid directly to plan attorney. Participating attorneys are not employees of Legal Club and have no financial obligation to the company.
- Legal Club and any of their agents, officers, or subsidiaries are not liable to indemnify or reimburse any plan member or participating attorney for any attorney fees or costs generated by the plan member.
- Legal Club and any of their agents, officers, or subsidiaries, as well as State Bar Associations and other regulatory agencies, do not guarantee the quality or quantity of legal services that are provided by plan attorneys. However, all participating attorneys are required to provide certificates of liability insurance if required by their state associations, and background checks are performed periodically to verify that they are in good standing and there exists no record of any public disciplinary action against them.
- Plan attorneys have the sole responsibility for providing any and all legal services to the plan member.
- Court filing fees, expert witness fees, court costs, court reporter fees, transcript expenses, photocopying costs, postage, telephone toll charges and any other incidental expenses incurred by the plan member are excluded from discounted rates under any of the three pricing formulas described in this guidebook. Travel expenses are not eligible at discounted rates when the attorney must travel to represent a plan member's interests.

TERMS & CONDITIONS

TERMS & CONDITIONS

The following matters are excluded from your plan privileges:

- Legal matters involving the laws of jurisdictions outside the 50 U.S. States and Puerto Rico.
- Legal matters where the plan member has already retained participating counsel at their usual and customary rates prior to enrollment in ADP Upnetic Legal Club.
- Frivolous legal matters as determined by the plan attorney in accordance with the professional code of ethics in their state.
- Any action involving Legal Club, ADP, Upnetic, plan attorneys, affiliated companies or any of their company's or affiliated company's directors, officers, employees or agents in any matter in which they have interests adverse to the plan member's.
- Legal matters against the plan sponsor.
- In matters where the plan member and eligible family member have adverse interests, only the original plan member is eligible for plan discounts and not the family member unless both parties provide written authorization and consent otherwise.