

Pro Bono Policy

Effective January 1, 2006

Introduction

Winterthur U.S. Holdings' affiliated companies: General Casualty Companies, Unigard Insurance Companies, and Winterthur North America (collectively referred to as the Company), recognize the importance of good corporate citizenship. The Company supports the communities in which it does business through financial support and encouragement of volunteers. In furtherance of its goals of community support and involvement, the Company encourages the pro bono efforts of all attorneys and other legal staff within the organization.

Individuals who undertake pro bono work have the opportunity to (1) hone their skills as attorneys or legal support staff, (2) gain exposure to new areas of the law, (3) derive personal satisfaction from helping others, (4) form closer relationships with their co-workers by providing pro bono services as a team, (5) provide positive representation of the Company and of the legal profession, and (6) become more involved in their communities. The Company also recognizes that attorneys have a unique professional responsibility to provide pro bono services.

In order to encourage the pro bono work of its attorneys and legal staff, the Company is implementing this Pro Bono Program.

Pro Bono Policy Statement

In light of the compelling need for pro bono legal services, in recognition of the ethical responsibility of all attorneys to perform pro bono service, and in furtherance of the overall commitment of the Company to benefit the communities in which it does business, the Company encourages all attorneys it employs to participate in this program. The American Bar Association Model Rules of Professional Conduct state that attorneys should strive to render at least fifty hours of pro bono service per year. In recognition of existing pro bono activities and contributions that legal staff may currently be involved in, while fifty hours is the ideal goal under this policy, recognition will be provided to any individual who provides at least twenty-four hours of service through this Program.

The decision to participate in the Pro Bono Program is, however, a personal one. No employee will be adversely affected by a decision to participate in the Program, or penalized for declining to participate. Providing legal services through this Program does not constitute a Reportable Affiliation for purposes of the Business Ethics and Conflict of Interest Policy (also see SOP 0003). Nonetheless, employees who participate in the Program are required to ascertain that any particular project they undertake will not result in a conflict of interest with the Company.

Employees may provide services under this Program during working hours, to the extent their service does not interfere with their ability to complete Company work on a timely basis. This Program in no way limits employees from providing additional hours of pro bono service, or from providing services to organizations outside of this Program outside of working hours.

“Pro Bono” Defined

Pro bono services generally mean the rendering of professional legal services without expectation of compensation. The Company defines acceptable pro bono work for this Program to fall into one of the following general areas:

1. Services to Persons of Limited Means: Legal services to organizations that address the needs of low income persons and any service related to simplifying the legal process for, or increasing the availability and quality of legal services to poor persons.
2. Human Rights or Public Rights Law: Legal services which protect the rights of individuals or a significant segment of the public and cannot (or will not) be provided by a qualified attorney

under a contingency or similar fee arrangement.

3. Representation of Nonprofit Organizations: Legal services to a charitable, religious, civic, artistic, educational, professional, or similar organization when payment of customary legal fees would significantly deplete the organization's resources or would otherwise be inappropriate.
4. Administration of Justice: Activities intended to increase the availability of legal services or improve the administration of justice such as working at a legal help desk or hotline.
5. Economic Development Assistance Programs: Provide commercial legal advice and assistance to members of the community who are attempting to establish, expand, or conduct commercial operations which will provide increased economic opportunities for disadvantaged individuals and their communities.

Pro Bono Legal Services do not include:

1. Volunteer services which do not have a legal component, such as ringing bells for the Salvation Army. The Company encourages participation in volunteer activities and provides other service opportunities, outside of this Program, for employees interested in additional service.
2. Services to nonprofit organizations which have sufficient resources to allow them to pay for legal services as part of their normal operating budget.
3. Professional development activities such as teaching law school courses or writing articles for legal publications. The Company encourages professional development, but such activities do not meet the purposes of this Program.
4. Representing co-workers, friends, or family without charge, regardless of income status.

Pro Bono Service Participation

Every employee in the legal departments of the Company is encouraged to participate in this Program. Departments are encouraged to find common service needs which can be provided as a team. The Pro Bono Committee will periodically add pre-approved projects for participants to choose from. Participation in a project that is not pre-approved will require a request for approval.

Employees are encouraged to track the time spent on Program projects and voluntarily report such hours. Recognition will be provided to those employees who report meeting the annual goal of twenty-four hours of service.

Pro Bono Committee/Coordinator

This Program will be governed by the Pro Bono Committee. The Committee will consist of the General Counsel, the Pro Bono Coordinator, and one representative each from the Corporate Legal department, General Casualty Claims Legal department, and Unigard Claims Legal department. The Committee's duties include:

1. Assessing the effectiveness of this Program and make changes as needed to effectuate its purposes.
2. Approving the projects that may be undertaken by participants, including receiving requests for pro bono services from community referral organizations.
3. Ensuring that adequate supervision, training, materials, and mentors are available for each project approved.
4. To the extent reports on the Program are made to the Company, the Committee will be responsible for compiling and submitting such reports.
5. Appointing the Pro Bono Coordinator

This Program will be administered by the Pro Bono Coordinator. The Coordinator's duties include:

1. Providing information on potential projects to the Committee, including any potential conflict of interest issues and ensuring that the projects meet the Program's definition.
2. Tracking projects that participants are working on and currently available projects for participants.
3. Facilitating transfer of projects to outside counsel when the issue or time commitment exceeds the Company's capabilities.
4. Coordinating malpractice issues with the Company's insurance representative, bar associations, and/or legal service organizations through which services are provided.
5. Tracking staff time spent on pro bono projects and developing appropriate recognition.
6. Orienting new attorneys and legal staff to the Pro Bono Program and Policy.

Pro Bono Procedures

Intake, screening, and conflict checks

The Coordinator will provide a form for new project requests. The Coordinator will review each request to ensure that the project is within the Program's guidelines and that no apparent conflicts exist. The Coordinator will also ensure that the project is covered by adequate malpractice insurance. The Coordinator will then coordinate approval from the Committee for the project.

Staffing and Support

While pro bono ethical responsibilities fall most heavily on attorneys, all legal staff are encouraged to participate in the Program. Attorneys engaged in pro bono activities may request support from staff, consistent with the needs of the department and usual job responsibilities. Support staff are not required to participate in the Program or any individual requests, although the Company encourages teamwork on projects.

Use of Company Facilities and Resources

Participants may use Company facilities as appropriate to fulfill their pro bono work assignments. Reasonable reimbursements will be made for things like parking and mileage. Prior to incurring significant expenses for a project, approval should be requested from the Committee. No pro bono work can be sent out on Company letterhead or otherwise indicating that the work was performed as a representative of the Company, as opposed to the individual attorney.

Supervision and training

Supervising attorneys will be available to provide assistance to pro bono efforts by discussing issues, reviewing drafts of documents, and other related activities.

It is expected that attorneys will, at least on occasion, be working outside of their normal practice areas when performing pro bono services. The Coordinator will look for training opportunities in routine pro bono subject areas. Organizations through which services are provided may also provide training for certain subject areas. Participants are permitted to use electronic research materials to learn more about pro bono matters they are handling.

Outside Counsel

The Committee will attempt to approve projects that correspond to the pro bono activities of the key outside law firms that are used by the Company. To the extent projects are coordinated with outside counsel, notations will be made on the project list.