

February 1, 2008

Personal Life Insurance Plan MMC



**MARSH MERCER KROLL
GUY CARPENTER OLIVER WYMAN**

Personal Life Insurance Plan

Personal Life Insurance is a whole life insurance policy which you may purchase through Marsh Voluntary Benefits, a Marsh & McLennan Company, formerly known as Marsh @WorkSolutions.

This Plan, if elected, is in addition to your Company-paid Basic Life Insurance coverage and any optional term life coverages you have elected.

Through this voluntary Plan, you are covered by permanent insurance protection that also builds up a cash value with the insurer.

Effective December 31, 2006, Texas Life - a Met Life Company - will take over as the claims administrator for the Personal Life Insurance Plan. The contact information for the Plan will remain the same.

Employees and eligible family members who enrolled in the Personal Life Insurance Plan prior to January 1, 2007 will see no change to coverage or plan administration.

SPD and Plan Document

This section provides a summary of the Personal Life Insurance Plan as of February 1, 2008.

This section, together with the *Administrative Information* section and the applicable section about participation, forms the Summary Plan Description and plan document of the Plan.

A Note about ERISA

The Employee Retirement Income Security Act of 1974 (ERISA) is a federal law that governs many employer-sponsored plans including this one. Your ERISA rights in connection with this Plan are detailed in the *Administrative Information* section.

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The Plan at a Glance

This whole life insurance plan provides you with coverage for permanent insurance protection that also builds up a cash value. The chart below contains some important Plan features. For more information, see “How the Plan Works” on page 8.

Plan Feature	Highlights
Plan Type	<ul style="list-style-type: none"> The Plan is a whole life insurance policy; meaning that you own the policy outright. Premiums will remain level and will never change unless you change your coverage amount.
How the Plan Works	<ul style="list-style-type: none"> You may purchase coverage for yourself and you may also elect to cover your spouse (or approved domestic partner) and dependent children under this program. You are eligible for up to three times your annual base salary for a maximum of \$200,000 under Contingent Guaranteed Issue guidelines as a new employee. Coverage is also available from \$201,000 up to \$500,000 with Simplified Underwriting. The Company will pay 26% of the employee's premium up to \$100,000 in coverage.
Additional Features	<ul style="list-style-type: none"> The policy is owned by you and is completely portable The cash value that your policy accumulates is guaranteed. Plus, should the need arise, you can take a loan from your policy's cash value The full death benefit will be paid as long as the policy is in effect; it will not decrease as you grow older At retirement you can elect to take reduced paid-up insurance, depending on the amount in your policy's cash value, with no further premium payments
Eligibility	<ul style="list-style-type: none"> You are eligible to participate in this program if you meet the eligibility requirements described below. See “Participating in the Plan” on page 2 for details, including eligibility requirements for your spouse/domestic partner and eligible children.
Enrollment	<ul style="list-style-type: none"> You can enroll at any time, but Evidence of Insurability is required if you enroll after 30 days from your eligibility date. To enroll, contact Marsh Voluntary Benefits. Once enrolled, you may view your deduction amount by accessing MMC PeopleLink's MMC Benefits Online from the PeopleLink homepage. If you wish to change coverage, where eligible, you must contact the Plan Administrator.
How Your Benefit is Calculated	<ul style="list-style-type: none"> At death, the benefit plus paid-up insurance bought with dividends less any outstanding loan balances (including principal plus interest) will be paid to designated beneficiaries.
Advanced Payment of Benefit	<ul style="list-style-type: none"> The Plan contains an Accelerated Benefit Option for employees. If you are certified by a medical physician to have a life expectancy of six months or less and you are not expected to recover, you may receive an “advance” (subject to certain maximum limitations) against life insurance proceeds payable at the time of your death. See “How the Plan Works” on page 8 for details.

Plan Feature	Highlights
Contact Information	<p>For more information, contact :</p> <p>Marsh Voluntary Benefits, an MMC Company, formerly known as Marsh @WorkSolutions.</p> <p>Phone: (800) 695-7451</p> <p>Claims Administrator (insurer):</p> <p>Metropolitan Life Insurance Company One Madison Ave New York, NY 10010-3690</p> <p>MMC does not administer this Plan. The Personal Life Insurance Plan's Claims Administrator's decisions are final and binding.</p>

Participating in the Plan

If you are an employee of MMC or any subsidiary or affiliate of MMC and you meet the requirements set forth in the "Eligibility" section, you become eligible on your eligibility date.

Eligibility requirements for your spouse/domestic partner and eligible children are described below.

Can I assign my benefit?

If you would like to assign your benefit, contact the Claims Administrator. You cannot change your beneficiary(ies) if you have assigned rights or assigned beneficiary designations.

MMC Employees (other than Kroll)

As used throughout this plan summary, "MMC Employees (other than Kroll)" are defined as employees classified on payroll as U.S. salaried employees of MMC or any subsidiary or affiliate of MMC (other than Kroll Inc., and any of its subsidiaries).

Kroll Employees

As used throughout this plan summary, "Kroll Employees" are defined as employees classified on payroll as U.S. full-time regular employees of Kroll, Inc. or any of its subsidiaries.

"You," "Your," and "Employee"

As used throughout this plan summary, "employee", "you" and "your" always mean:

- For Kroll participants: a U.S. FULL-TIME REGULAR EMPLOYEE OF KROLL, Inc and any of its subsidiaries
- For MMC participants: a U.S. salaried employee of MMC or any subsidiary or affiliate of MMC (other than Kroll, Inc. and any of its subsidiaries).

Eligible Employees

To be eligible for the benefits described in this Benefits Handbook you must meet the eligibility criteria listed below.

Eligibility

If you are an employee of MMC or any subsidiary or affiliate of MMC and you meet the requirements set forth below, you become eligible on your eligibility date.

You can also cover your eligible family members.

Eligibility Requirements

Eligible MMC Employees (other than Kroll)

You are eligible if you are an employee classified on payroll as a U.S. salaried employee of MMC or any subsidiary or affiliate of MMC (other than Kroll, Inc., and any of its subsidiaries).

MMC employees who are classified on payroll as hourly employees or who are compensated as independent contractors are not eligible to participate.

Eligible Kroll Employees

You are eligible if you are classified on payroll as a U.S. FULL-TIME REGULAR EMPLOYEE OF KROLL, Inc. or any of its subsidiaries. You are considered “full-time” if you are generally scheduled to work 35 hours or more per week.

Kroll employees who are classified on payroll as contingent or part-time employees or who are compensated as independent contractors are not eligible to participate.

Your Eligibility Date

Eligibility Date for MMC Employees (other than Kroll and Marsh)

There is no waiting period if you are ACTIVELY AT WORK. Your eligibility date is the first day you are actively at work on or after your date of hire.

Eligibility Date for Kroll Employees

There is a 30-day waiting period after your date of hire. Your eligibility date is the 31st calendar day from your date of hire (the date your ACTIVE WORK STATUS began). For example, if you began your active work status on your date of hire on August 1, your eligibility date is August 31.

Eligibility Date for Marsh Employees

There is a 30-day waiting period after your date of hire. Your eligibility date is the 31st calendar day from your date of hire (the date your ACTIVE WORK STATUS began). For example, if you began your active work status on your date of hire on August 1, your eligibility date is August 31.

Eligible Spouses and Domestic Partners

To obtain spousal or domestic partner coverage, you will need to contact the carrier directly.

MMC reserves the right to require documentary proof of your domestic partnership at any time, for the purpose of determining benefits eligibility. If requested, you must provide documents verifying either the registration of your domestic partnership with a state or local authority or your cohabitation and/or mutual commitment.

Can I cover my spouse?

You can cover your spouse, as long as your spouse's age as of the date the insurer approves your coverage is between 17 and 70 years.

Can I cover my domestic partner?

Coverage for your approved same gender or opposite gender domestic partner is available for all applications for coverage submitted before January 1, 2007. For all applications after that date, coverage for your approved domestic partner is available where required by applicable law.

When coverage for your approved domestic partner is available, you and your domestic partner must meet all requirements to be domestic partners under the laws of your state of residence.

Your domestic partner is not eligible for coverage if he or she is eligible for Medicare.

My spouse or domestic partner also works for the Company; can I still cover my spouse or domestic partner under the Plan?

If your eligible approved spouse or domestic partner is also a Company employee, you can cover your spouse or domestic partner as a family member under your Plan, or your spouse or domestic partner can elect separate employee coverage. You and your eligible approved spouse or domestic partner can be covered as both an employee and a family member under the Plan.

Eligible Children

Can I cover my dependent child?

You can cover:

- your legally adopted child
- your natural child
- your stepchild
- a child for whom you are the legally appointed guardian with full financial responsibility

For your child to be covered, your child must be:

- dependent on you for maintenance and support,
- under 19 years of age, and
- unmarried

The Company has the right to require documentation to verify dependency (such as a copy of the court order appointing legal guardianship.) Company Personal Life Insurance Coverage does not cover foster children living with you, unless you are their legal guardian and claim them as dependent on your annual tax return.

How long can I cover my child?

Coverage will end when your child turns age 25.

I am divorced and do not have sole custody of my child; can I still cover my child?

You can cover your child under the Plan if your child is:

- dependent on you for maintenance and support, and
- under 19 years of age, and
- unmarried

Can I cover my grandchild?

You can cover your grandchildren under the Plan if:

- your grandchild is between the age of 6 months and 16 years as of the date the insurer approves your coverage, and
- you apply for coverage on all of your eligible grandchildren.

Can I cover my married child who is still dependent on me?

You can not cover your married child under the Personal Life Insurance Plan, even if the child is still dependent on you.

My spouse also works for the Company; can we both cover our child?

Only you or only your spouse can cover your child under Personal Life Insurance. You both cannot cover your child at the same time.

Enrollment

To enroll, contact Marsh Voluntary Benefits.

You can enroll for coverage at any time, but Evidence of Insurability is required if you enroll after the first 30 days of your eligibility.

You can enroll in the Plan at any time during the year by providing Evidence of Insurability.

What if I don't enroll when I am first eligible?

You can enroll in Personal Life Insurance any time during the year, as long as you provide Evidence of Insurability.

Do I have to re-enroll for coverage every year?

No, you don't need to re-enroll each year. After your initial enrollment, your coverage will continue until you change it or end it.

Evidence of Insurability

Eligibility is based on your responses to the following work- and health-related questions:

During the last six months, has the proposed insured been:

- a. ACTIVELY AT WORK on a full-time basis, performing usual duties
- b. absent from work due to illness or medical treatment for a period of more than five consecutive working days
- c. disabled or received tests, treatment or care of any kind in a hospital or nursing home; received chemotherapy, hormonal therapy for cancer, radiation therapy, dialysis treatment; or treatment for alcohol or drug abuse?

If you answer "no" to question a. or if you answer "yes" to either questions b. or c., you will need to provide additional information to qualify for coverage.

No other Evidence of Insurability is needed for you to enroll in the Plan during the first 30 days of employment.

Does my spouse/domestic partner or child need to provide Evidence of Insurability to get coverage?

Evidence of Insurability by your spouse or approved domestic partner and children is required to get any coverage under the Plan.

Beneficiaries

You can name anyone as your BENEFICIARY, including a trust or an estate, or you can name multiple beneficiaries who will split the benefit.

You are always the beneficiary for your covered family members at issue. Once the policy has been issued, the beneficiary can be changed.

How do I name or change my beneficiary?

You name or change a beneficiary by completing a Beneficiary Designation Form.

You can download the Beneficiary Designation Form by logging onto MMC PeopleLink. Click on "View and print forms", then click on "Beneficiary Designations" and select the appropriate form.

Return the completed form as it instructs.

Who receives my Personal Life Insurance benefit if I don't name a beneficiary?

If you do not name a beneficiary, or if your beneficiary is not alive when you die, the benefit will go to your estate.

Can I assign my benefit?

If you would like to assign your benefit, contact the Claims Administrator. You cannot change your beneficiary(ies) if you have assigned rights or assigned beneficiary designations.

Cost of Coverage

The cost of Personal Life Insurance coverage is based on a monthly rate per \$1,000 based on your age at the time the policy is issued to you and whether or not you smoke.

For specific rates, contact Marsh Voluntary Benefits.

The Company contributes 26% of the cost of Personal Life Insurance on coverage amounts of up to two times your annual base salary, or \$100,000, whichever is less. When your employment ends, the Company subsidy ends. There is no Company subsidy for family member coverage.

Will my costs change?

Costs will change only if you change your coverage amount.

Are the rates different for smokers?

There is no difference in the rates for smokers and non-smokers for policies issued after December 31, 2006.

For policies issued prior to December 31, 2006, non-smoker rates are less than rates for smokers. If a non-smoker rate is selected and the person dies within the first two years of the policy from a smoking-related illness, and it is determined that the person was a smoker at the time of death, the Plan's death benefit will be reduced to reflect the amount of coverage the actual premiums paid would have bought using the smoker's rates.

Taxes

You pay for your Personal Life Insurance coverage with after-tax dollars.

Is my coverage subject to tax?

Current tax laws generally consider an employer's cost for Personal Life Insurance to be taxable income or imputed income, to the employee. Any imputed income resulting from Company-paid subsidy of Personal Life Insurance will be reflected on your pay stub and on your year end W-2 form.

The Company contributes 26% of the cost of Personal Life Insurance on coverage amounts of up to two times your annual base salary, or \$100,000, whichever is less. When your employment ends, the Company subsidy ends. There is no Company subsidy for family member coverage.

Is the benefit subject to tax?

The benefit payment is not subject to federal income taxes and in most cases state income taxes.

The death benefit may be subject to federal estate taxes.

Tax rules change from time to time. Please note that the information contained herein must not be construed as tax advice, which you can receive only from a professional tax advisor, who should be consulted on federal, state, income, gift and estate tax questions.

When Coverage Starts

Once eligible, your Personal Life Insurance coverage will start the moment you complete the application and the Salary Deduction Authorization Form subject to the terms of a temporary or interim insurance agreement. While your application is being reviewed, temporary or interim insurance provides the same amount of coverage indicated on your application up to a maximum of \$200,000.

When does my child's coverage start?

A newborn natural child is eligible for coverage when the child is age 6 months, as of the date the insurer approves your coverage. A legally adopted child is eligible for coverage on the day the adoption is legally finalized. A stepchild is eligible for coverage upon marriage of his or her parent.

When can I apply for coverage for my dependent child?

Generally, you can apply to cover your child until your child reaches age 19.

When Coverage Ends

You can keep Personal Life Insurance coverage if you leave the Company.

If you purchased a life insurance policy prior to 1999 and you have questions about your policy, contact Marsh Voluntary Benefits.

How the Plan Works

You may purchase coverage for yourself and you may also elect to cover your spouse (or approved domestic partner) and dependent children under this program.

You are eligible for up to three times your annual base salary for a maximum of \$200,000 under Contingent Guaranteed Issue guidelines as a new employee. Coverage is also available from \$201,000 up to \$500,000 with Simplified Underwriting.

The Company will pay 26% of the employee's premium up to \$100,000 in coverage.

Additional Plan Features

- once your policy is issued, the rates will remain the same
- the policy is owned by you and is completely portable
- the cash value that your policy accumulates is guaranteed. Plus, should the need arise, you can take a loan from your policy's cash value
- the full death benefit will be paid as long as the policy is in effect; it will not decrease as you grow older
- at retirement you can elect to take reduced paid-up insurance, depending on the amount in your policy's cash value, with no further premium payments.

What is the difference between Personal Life and other Group Life Insurance?

Both Personal Life and Group Life Insurance provide life insurance protection.

The main differences are:

- Personal Life Insurance is a whole life insurance policy; meaning that you own the policy outright. Premiums will remain level and will never change unless you change your coverage amount
- Group Life Insurance is term insurance, which means that the Company owns the policy and you are only covered while employed with the Company

If I am on an authorized unpaid leave of absence, does the Plan still provide a benefit?

If the Company grants you an authorized unpaid leave of absence, you may continue coverage for the duration of your authorized period of leave. It is your responsibility to pay any employee contributions due.

If I am disabled, does the Plan still provide a benefit?

Your coverage is portable and will remain in effect as long as you continue to pay premiums. If you are no longer eligible for payroll deductions, an invoice will be sent directly to your home.

If I die?

If you die, your beneficiary needs to file a claim. If you do not name a beneficiary, or if your beneficiary is not alive when you die, the benefit will go to your estate.

Definition of Salary

Salary for the purpose of the Plan is your annual base salary (excluding overtime, bonuses, commissions, and other extra compensation).

Effects of Salary Changes on Benefits

Will my coverage increase automatically if my pay increases?

No, your coverage amount does not automatically change when your pay changes. You must apply for additional coverage with the Plan's insurer by purchasing an additional policy.

Calculation of Death Benefit

How is the death benefit calculated?

At death, the benefit plus paid-up insurance bought with dividends less any outstanding loan balances (including principal plus interest) will be paid to designated beneficiaries.

How Benefits Are Paid

How will the beneficiary be paid the life insurance benefit?

There are two payment methods:

- a lump sum check made payable to the beneficiary if the benefit is under \$5,000
- an interest-bearing money market account in the name of the beneficiary. Your beneficiary can access all or part of the benefit at any time by writing a check against the account which is administered and guaranteed by the insurer. Your beneficiary will be provided full details on the account when the benefit becomes payable

Cash Values and Dividends

What is the benefit of the cash value?

There are several benefits:

- whole life insurance provides a guaranteed cash value that grows on a tax-deferred basis
- the policy's cash value may be used to purchase a reduced amount of paid-up life insurance coverage with no further premium payments
- the cash value can be borrowed against to help with financial emergencies or used to supplement retirement income

What options are available for policy dividends?

For policies issued before January 1, 2007, dividends are used to purchase paid-up additional life insurance. You may contact Marsh Voluntary Benefits to change your dividend option.

Policies issued after January 1, 2007 are non-participating. Therefore, there are no dividends.

Loan Provisions

What is the interest rate charged on loans?

Loan interest rates vary depending on when the policy is issued. Please contact Marsh Voluntary Benefits for loan interest rate information.

Do I have to pay taxes on the money I borrow from the cash value?

No, you do not have to pay taxes on the money you borrow. At death, the death benefit plus paid-up insurance bought with dividends less any outstanding loan balances (including principal plus interest) will be paid to your designated beneficiaries.

Additional Benefits

Advanced Payment of Benefit

Can I receive the benefit prior to my death?

The Personal Life Insurance Plan contains an accelerated benefit option. In general, this benefit allows you to receive an “advance” (subject to certain maximum limitations) against life insurance proceeds payable at the time of your death if you become terminally ill. Any payment made in advance will be deducted from the death benefit when you die. The amount and terms of the accelerated benefit vary depending on when you purchased your policy and in what state your policy was issued. When you request this benefit, the insurer will provide you with a detailed explanation of the amount and terms of the benefit.

For additional information about this option, contact Marsh Voluntary Benefits.

Does the Plan include accidental death coverage?

Yes, as a separate rider when you purchase a policy.

Can I purchase Paid-up Life Insurance?

You can buy a reduced, paid-up life insurance amount with your policy’s cash value.

Filing a Claim

The BENEFICIARY needs to file a claim. Contact Marsh Voluntary Benefits to request a claim form.

The following documents must be returned to the MetLife Customer Service Center:

- a certified death certificate
- a claim form

Claims Processing

After the insurer receives the proper documents and approves the claim, a check will be sent to the beneficiary's home address.

How long does it normally take to process a claim for benefits?

Most checks are normally processed within two weeks after the claim is filed.

Appealing a Claim

There are special rules, procedures and deadlines that apply to appeals of benefit determinations and denied claims and you have special legal rights under ERISA. Please refer to the *Administration Information* section for a description of the appeal process.

Glossary

ACTIVE WORK STATUS

You must be actively-at-work during your approved scheduled work week and not on any type of leave.

ACTIVELY AT WORK

You are "actively at work" if you are fulfilling your job responsibilities at a Company-approved location on the day coverage is supposed to begin (e.g., you are not out ill or on a leave of absence).

AFTER-TAX PAYCHECK DEDUCTIONS

Deductions taken from your pay after Social Security (FICA and Medicare) and federal unemployment insurance (FUTA) taxes and other applicable federal, state and local taxes are withheld.

APPROVED SPOUSE AND DOMESTIC PARTNER

Adding a spouse or same gender or opposite gender domestic partner to certain benefits coverage is permitted upon employment or during the Annual Enrollment period for coverage effective the following January 1st if you satisfy the plans' criteria, or immediately upon satisfying the plans' criteria if you previously did not qualify. To obtain spousal or domestic partner coverage, you will need to complete an Affidavit of Eligible Family Membership via MMC Benefits Online declaring that:

Spouse / Domestic Partner

- You have already received a marriage license from a U.S. state or local authority, or registered your domestic partnership with a U.S. state or local authority; or

Spouse Only

- Although not registered with a U.S. state or local authority, your relationship constitutes a marriage under U.S. state or local law (e.g. common law marriage or a marriage outside the U.S. that is honored under U.S. state or local law).

Domestic Partner Only

- Although not registered with a U.S. state or local authority, your relationship constitutes an eligible domestic partnership. To establish that your relationship constitutes an eligible domestic partnership you and your domestic partner must:
 - be at least 18 years old
 - not be legally married, under federal law, to each other or anyone else or part of another domestic partnership during the previous 12 months
 - currently be in an exclusive, committed relationship with each other that has existed for at least 12 months and is intended to be permanent
 - not be Medicare eligible
 - currently reside together, and have resided together for at least the previous 12 months, and intend to do so permanently, and
 - have agreed to share responsibility for each other's common welfare and basic financial obligations
 - not related by blood to a degree of closeness that would prohibit marriage under applicable state law.
- MMC reserves the right to require documentary proof of your domestic partnership at any time, for the purpose of determining benefits eligibility. If requested, you must provide documents verifying either the registration of your domestic partnership with a state or local authority or your cohabitation and/or mutual commitment.

Once your Affidavit of Eligible Family Membership is completed and processed, you may cover the dependent child(ren) of your spouse or domestic partner.

BENEFICIARY

The person or entity you designate to be entitled to benefits when you die. For Spouse and Dependent Children Life Insurance, Personal Life Insurance, and Personal Accident Insurance, you are automatically the beneficiary if a covered family member dies.

DISABILITY

A physical impairment that limits one to be permanently unable to perform the material and substantial duties of any occupation for which one is qualified by reason of education, experience or training.

ELIGIBLE KROLL EMPLOYEES

As used throughout this document, "Kroll Employees" are defined as employees classified on payroll as U.S. full-time regular employees of Kroll, Inc. or any of its subsidiaries.

ELIGIBLE MMC EMPLOYEES (OTHER THAN KROLL)

As used throughout this document, "MMC Employees (other than Kroll)" are defined as employees classified on payroll as U.S. salaried employees of MMC or any subsidiary or affiliate of MMC (other than Kroll Inc., and any of its subsidiaries).

FULL-TIME REGULAR EMPLOYEE OF KROLL

Employees that were not hired to perform short term projects, special programs of a temporary nature and will not be terminated from employment upon completion of their assignment.

