

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
IN RE MARSH & MCLENNAN COMPANIES, INC. :
SECURITIES LITIGATION :
-----X
-----X
THIS DOCUMENT RELATES TO :
ALL ACTIONS :
-----X

CIVIL ACTION
No. 04-CV-08144 (CM)

PROOF OF CLAIM AND RELEASE

DEADLINE FOR SUBMISSION: FEBRUARY 22, 2010.

IF YOU PURCHASED OR OTHERWISE ACQUIRED SECURITIES OF MARSH & MCLENNAN COMPANIES, INC. ("MMC") BETWEEN OCTOBER 14, 1999 AND OCTOBER 13, 2004, INCLUSIVE ("CLASS PERIOD"), YOU MAY BE A "CLASS MEMBER" ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS. EXCLUDED FROM THE CLASS ARE DEFENDANTS IN THIS LITIGATION AND EACH OF THEIR IMMEDIATE FAMILIES, HEIRS, OFFICERS, DIRECTORS, EMPLOYEES, AFFILIATES, PARENTS, SUBSIDIARIES, REPRESENTATIVES, PREDECESSORS AND SUCCESSORS AND ANY ENTITY IN WHICH A DEFENDANT HAS A CONTROLLING INTEREST.

IF YOU ARE A CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN **FEBRUARY 22, 2010**, TO THE FOLLOWING ADDRESS:

MMC Securities Litigation
c/o Rust Consulting, Inc.
P.O. Box 2262
Faribault, MN 55021-2382

YOUR FAILURE TO SUBMIT YOUR CLAIM BY **FEBRUARY 22, 2010** WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOU FROM RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS LITIGATION. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

CLAIM FORM

- 1, Use Parts II through V of this form to supply all required details of your transaction(s) in MMC securities. If you need more space, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.
2. Please provide all of the requested information with respect to *all* of your purchases, acquisitions, and sales of MMC securities requested below, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.
3. List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.
4. Broker confirmations or other documentation of your transactions in MMC securities should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.
5. The requests are designed to provide the minimum amount of information necessary to process the claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the claimant's cost.

6. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files in the required file layout. **All Claimants MUST submit a manually signed paper Proof of Claim form.** If you wish to file your claim electronically, you must contact the Claims Administrator at info@MMCSecuritiesLitigation.com or visit www.MMCSecuritiesLitigation.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

NOTE: Separate Proofs of Claim should be submitted for each separate legal entity (for example, a claim from joint owners should not include separate transactions of just one of the joint owners, an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Proof of Claim should be submitted on behalf of one legal entity including all transactions made by that entity no matter how many separate accounts that entity has (for example, a corporation with multiple brokerage accounts should include all transactions made in MMC securities during the Class Period on one Proof of Claim, no matter how many accounts the transactions were made in).

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by **February 22, 2010** and if a postmark is indicated on the envelope and it is mailed first class, and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.

REMINDER CHECKLIST

1. Please be sure to sign this Proof of Claim. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
2. Please remember to attach supporting documents. Do NOT send any stock certificates. Keep copies of everything you submit.
3. Do NOT use highlighter on the Proof of Claim or any supporting documents.
4. If you move after submitting this Proof of Claim, please notify the Claims Administrator of the change in your address.
5. The Claims Administrator will acknowledge receipt of your Proof of Claim by mail, within 45 days. Your claim is not deemed filed until you receive an acknowledgment postcard. If you do not receive an acknowledgment postcard within 45 days, please call the Claims Administrator toll free at 866-494-8404.

THIS PROOF OF CLAIM MUST BE SUBMITTED NO LATER THAN FEBRUARY 22, 2010 AND MUST BE MAILED TO:

MMC Securities Litigation
c/o Rust Consulting, Inc.
P.O. Box 2262
Faribault, MN 55021-2382

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.

THANK YOU FOR YOUR PATIENCE.



**MUST BE
POSTMARKED NO
LATER THAN
February 22, 2010**

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
In Re Marsh & McLennan Companies, Inc. Securities Litigation
No. 04-CV-08144 (CM)
PROOF OF CLAIM AND RELEASE
Use Blue or Black Ink Only

For Official Use Only

PART I. CLAIMANT IDENTIFICATION - Complete either Section A or B and then proceed to C. Please type or print.

A. Complete this Section ONLY if the Beneficial Owner is an individual, joint, or IRA account. Otherwise, proceed to B.

Last Name (Beneficial Owner)	First Name (Beneficial Owner)
<input type="text"/>	<input type="text"/>
Last Name (Joint Beneficial Owner, if applicable)	First Name (Joint Beneficial Owner)
<input type="text"/>	<input type="text"/>
Name of IRA Custodian, if applicable	
<input type="text"/>	
If this account is an IRA, and if you would like any check that you MAY be eligible to receive made payable to the IRA account, please include "IRA" in the "Last Name" box above (e.g., Jones IRA).	

B. Complete this Section ONLY if the Beneficial Owner is an Entity; i.e., corporation, trust, estate, etc. Then, proceed to C.

Entity Name
<input type="text"/>
Name of Representative, if applicable (Executor, administrator, trustee, c/o, etc.)
<input type="text"/>

C. Account/Mailing Information:

Specify one of the following:		
<input type="checkbox"/> Individual(s)	<input type="checkbox"/> Corporation	<input type="checkbox"/> UGMA Custodian
<input type="checkbox"/> IRA	<input type="checkbox"/> Partnership	<input type="checkbox"/> Estate
<input type="checkbox"/> Trust	<input type="checkbox"/> Other: <input type="text"/>	
Number and Street or P.O. Box		
<input type="text"/>		
City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Foreign Province and Postal Code	Foreign Country	
<input type="text"/>	<input type="text"/>	
Telephone Number (Day)	Telephone Number (Evening)	
<input type="text"/>	<input type="text"/>	
E-mail Address	Account Number	
<input type="text"/>	<input type="text"/>	
Enter Taxpayer Identification Number below for the Beneficial Owner(s).		
Social Security No. (for individuals)	or	Taxpayer Identification No.
<input type="text"/>		<input type="text"/>



SCHEDULE OF TRANSACTIONS IN MARSH & MCLENNAN COMPANIES, INC. ("MMC") SECURITIES

Separately list each of your purchases or sales of MMC securities below. Photocopy this page if more space is needed. **Be sure to include and sign your name and the last four digits of your Social Security number or Tax ID number on the additional sheet(s).** The dates of purchase, acquisition or sale are the "trade" or "contract" date, and not the "settlement" or "payment" date.

PART II: SCHEDULE OF TRANSACTIONS IN MMC COMMON STOCK

BEGINNING HOLDINGS

A. Number of shares of MMC common stock *held at the close of trading on October 13, 1999:*
(If none, write "zero" or "0"; if other than zero, must be documented.)

Number of Shares

PURCHASES

B. List (in chronological order) all purchases of MMC common stock made during the period **October 14, 1999 through October 19, 2004**, inclusive (must be documented)¹:

(NOTE: If you acquired MMC common stock during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page. If the transaction is a transfer into your account, please provide documentation that shows the account in which the original purchase was made, as well as the original purchase date, price, and amount paid.)

Check Box if result of an Option Exercised/Assigned	Check Box if transaction was <u>NOT</u> an Open Market Purchase	Date(s) of Purchase (List Chronologically) Month/Day/Year	Number of Shares of Common Stock Purchased	Purchase Price Per Share of Common Stock	Amount Paid (excluding commissions, taxes & fees)
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

SALES

C. List (in chronological order) all sales (including short sales) of MMC common stock during the period **October 14, 1999 through October 19, 2004**, inclusive (must be documented):

Check Box if result of an Option Exercised/Assigned	Date(s) of Sale (List Chronologically) Month/Day/Year	Number of Shares of Common Stock Sold	Sale Price Per Share of Common Stock	Amount Received (excluding commissions, taxes & fees)
<input type="checkbox"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="checkbox"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="checkbox"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="checkbox"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

UNSOLD HOLDINGS

D. Number of shares of MMC common stock *held at the close of trading on October 19, 2004:*
(If none, write "zero" or "0"; if other than zero, must be documented.)

Number of Shares

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU MUST PHOTOCOPY THESE PAGES AND MUST CHECK THIS BOX

¹ Documentation to show a purchase or sale should normally include a trade confirmation slip or a monthly statement showing the trade.





PART III: SCHEDULE OF TRANSACTIONS IN MMC DEBT SECURITIES (NOTES) POSITIONS

BEGINNING POSITIONS

A. At the close of trading on **October 13, 1999**, I (we) owned the following MMC Notes:
(If none, write "zero" or "0"; if other than zero, must be documented.)

Cusip	Coupon Rate	Maturity Rate	Face Amount of MMC Notes

PURCHASES

B. I (We) made the following purchases of MMC Notes during the period **October 14, 1999** through **October 19, 2004**, inclusive:
(NOTE: If you acquired MMC debt securities during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page. If the transaction is a transfer into your account, please provide documentation that shows the account in which the original purchase was made, as well as the original purchase date, price, and amount paid.)

Cusip	Coupon Rate	Maturity Date	Date of Purchase (list chronologically) (Month/Day/Year)	Face Amount of MMC Note Purchased	Purchase Price Per Note	Amount Paid (excluding commissions, taxes and fees)

SALES

C. I (We) made the following sales of MMC Notes during the period **October 14, 1999** through **October 19, 2004**, inclusive:
(If none, write "zero" or "0"; if other than zero, must be documented.)

Cusip	Coupon Rate	Maturity Date	Date of Sale (list chronologically) (Month/Day/Year)	Face Amount of MMC Note Sold	Sale Price Per Note	Amount Received (excluding commissions, taxes and fees)

UNSOLD HOLDINGS AS OF OCTOBER 19, 2004

D. At the close of trading on **October 19, 2004**, I (we) owned the following MMC Notes:
(If none, write "zero" or "0"; if other than zero, must be documented.)

Cusip	Coupon Rate	Maturity Date	Face Amount of MMC Notes

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU MUST PHOTOCOPY THESE PAGES AND MUST CHECK THIS BOX



PART IV: SCHEDULE OF TRANSACTIONS OF CALL OPTIONS ON MMC COMMON STOCK

BEGINNING POSITION:

A. At the close of trading on **October 13, 1999**, I (we) owned the following call options on MMC common stock:
(If none, write "zero" or "0"; if other than zero, must be documented.)

Number of Contracts	Ticker	Expiration Date (Month/Day/Year)	Strike Price
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

PURCHASES AND THEIR DISPOSITIONS

B. I (We) made the following purchases of call options on MMC common stock during the period **October 14, 1999** through **October 19, 2004**, inclusive (in chronological order) (must be documented):

(NOTE: If you acquired MMC call options during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page. If the transaction is a transfer into your account, please provide documentation that shows the account in which the original purchase was made, as well as the original purchase date, price, and amount paid.)

Date of Purchase Month/Day/Year	Ticker	Number of Contracts	Strike Price	Expiration Date Month/Year	Purchase Price Per Contract	Amount Paid (excluding commissions taxes & fees)	FINAL DISPOSITION Exercised (E), Expired (X), Sold/Closed(C)	DISPOSITION DATE Exercise, Expiration, or Sale Date (Month/Day/Year)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

SALES

C. I (We) made the following sales of call options on MMC common stock during the period **October 14, 1999** through **October 19, 2004**, inclusive (in chronological order) (must be documented):

Date of Sale Month/Day/Year	Ticker	Number of Contracts	Strike Price	Expiration Date Month/Year	Sale Price Per Contract	Amount Received (excluding commissions taxes & fees)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

HOLDINGS

D. At the close of trading on **October 19, 2004**, I (we) owned the following call options on MMC common stock:
(If none, write "zero" or "0"; if other than zero, must be documented.)

Number of Contracts	Ticker	Expiration Date (Month/Day/Year)	Strike Price
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU MUST PHOTOCOPY THESE PAGES AND MUST CHECK THIS BOX





PART V: SCHEDULE OF TRANSACTIONS OF PUT OPTIONS ON MMC COMMON STOCK

BEGINNING POSITION:

A. At the close of trading on **October 13, 1999**, I was (we were) obligated on the following put options on MMC common stock: (If none, write "zero" or "0"; if other than zero, must be documented.)

Number of Contracts	Ticker	Expiration Date (Month/Day/Year)	Strike Price
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

SALES AND THEIR DISPOSITIONS

B. I (We) wrote (sold) the following put options of MMC common stock during the period **October 14, 1999** through **October 19, 2004**, inclusive (in chronological order) (must be documented):

(NOTE: If you wrote (sold) MMC put options during this period other than by an open market transaction, please provide a complete description of the terms of the transaction on a separate page.)

Date of Sale Month/Day/Year	Ticker	Number of Contracts	Strike Price	Expiration Date Month/Year	Sale Price Per Contract	Amount Received (excluding commissions taxes & fees)	FINAL	DISPOSITION DATE
							DISPOSITION Assigned (A), Expired (X), Re-purchased/ Closed (C)	Assignment, Expiration or Re-purchase Date (Month/Day/Year)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

RE-PURCHASES

C. I (We) re-purchased the following put options of MMC common stock during the period **October 14, 1999** through **October 19, 2004**, inclusive (in chronological order): (Please list only re-purchases relating to put option sales listed in the "Sales and Their Dispositions" section above (must be documented)).

Date of Purchase Month/Day/Year	Ticker	Number of Contracts	Strike Price	Expiration Date Month/Year	Purchase Price Per Contract	Amount Paid (excluding commissions taxes & fees)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

HOLDINGS

D. At the close of trading on **October 19, 2004**, I (we) owned the following put options on MMC common stock: (If none, write "zero" or "0"; if other than zero, must be documented.)

Number of Contracts	Ticker	Expiration Date (Month/Day/Year)	Strike Price
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU MUST PHOTOCOPY THESE PAGES AND MUST CHECK THIS BOX





YOU MUST READ THE CLAIMANT'S STATEMENT, SUBMISSION TO JURISDICTION OF THE COURT, RELEASE AND CERTIFICATION BELOW AND SIGN THIS PROOF OF CLAIM ON PAGES 8 AND 9.

PART VI: CLAIMANT'S STATEMENT

1. I (we) affirm that I (we), or the individual or entity for whom or which I am (we are) acting, purchased or otherwise acquired securities of MMC between October 14, 1999 and October 19, 2004, inclusive, as listed herein. (Do not submit this Proof of Claim if you did not purchase or otherwise acquire MMC securities during this period).
2. By submitting this Proof of Claim, I (we) state that I (we), or the individual or entity for whom or which I am (we are) acting, believe in good faith that I am (we are), or the individual or entity for whom or which I am (we are) acting is, a Class Member as defined above and in the Notice of Proposed Settlement of Class Action (the "Settlement Notice")², that I am (we are), or the individual or entity for whom or which I am (we are) acting is, not a Defendant in the litigation or anyone excluded from the Class; that I (we) have read and understand the Settlement Notice; that I (we) believe that I am (we are), or the individual or entity for whom or which I am (we are) acting is, entitled to receive a share of the recovery on behalf of the Class; that I (we), or the individual or entity for whom or which I am (we are) acting, elect to participate in the proposed Settlement described in the Settlement Notice; and that I (we) have not submitted a request for exclusion. (If you are acting in a representative capacity on behalf of a Class Member (e.g., as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)
3. I (we), or the individual or entity for whom or which I am (we are) acting, consent to the jurisdiction of the Court with respect to all questions concerning the validity of this Proof of Claim. I (we), or the individual or entity for whom or which I am (we are) acting, understand and agree that my (our) claim, or the claim of the individual or entity for whom or which I am (we are) acting, may be subject to investigation and discovery under the Federal Rules of Civil Procedure, provided that such investigation and discovery shall be limited to my (our) status, or the status of the individual or entity for whom or which I am (we are) acting, as a Class Member and the validity and amount of my (our) claim, or the claim of the individual or entity for whom or which I am (we are) acting. No discovery shall be allowed on the merits of the litigation or Settlement in connection with processing of the Proofs of Claim.
4. I (we) have set forth where requested above all relevant information with respect to each purchase of MMC securities during the Class Period, and each sale, if any, of such securities. I (we) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so.
5. I (we) have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, or other documents evidencing each purchase, sale or retention of MMC securities listed above in support of my (our) claim, or the claim of the individual or entity for whom or which I am (we are) acting. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, OR IN THE POSSESSION OF THE INDIVIDUAL OR ENTITY FOR WHOM OR WHICH YOU ARE ACTING, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER, OR THE BROKER FOR THE INDIVIDUAL OR ENTITY FOR WHOM OR WHICH YOU ARE ACTING, BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM OR THE CLAIM OF THE INDIVIDUAL OR ENTITY FOR WHOM OR WHICH YOU ARE ACTING.)
6. I (we) understand that the information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, and I (we) agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate the amount to which you may be entitled. In some cases, the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives of the subject securities, such as options.)
7. I (we) hereby acknowledge that, as a Class Member, I (we) (or the individual or entity for whom or which I am (we are) executing this Proof of Claim) will be bound by the terms of the Settlement and the Judgment entered in this litigation and, to the full extent set forth by the Settlement, upon the effective date of the Settlement, will have granted a release of all Settled Claims to all Released Parties on behalf of myself (ourselves) (or on behalf of the Class Member for whom or which I (we) submit this Proof of Claim) and my (our) (or such Class Member's) heirs, agents, executors, administrators, beneficiaries, predecessors, successors, parents, subsidiaries, affiliates and assigns.

² All capitalized terms not defined in this Proof of Claim shall have the meaning ascribed to them in the Settlement Notice transmitted to Class Members.





PART VII: SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (we), or the individual or entity for whom or which I am (we are) acting, submit this Proof of Claim and Release under the terms of the Stipulation of Settlement described in the Settlement Notice. I (we), or the individual or entity for whom or which I am (we are) acting, also submit to the jurisdiction of the United States District Court for the Southern District of New York, with respect to my (our) claim, or the claim of the individual or entity for whom or which I am (we are) acting, as a Member of the Class and for purposes of enforcing the release set forth herein. I (we), or the individual or entity for whom or which I am (we are) acting, further acknowledge that I am (we are), or the individual or entity for whom or which I am (we are) acting is, bound by and subject to the terms of any judgment that may be entered in the Action. I (we), or the individual or entity for whom or which I am (we are) acting, agree to furnish additional information to Lead Counsel and/or the Claims Administrator to support this claim if required to do so. I (we), or the individual or entity for whom or which I am (we are) acting, have not submitted any other claim covering the same purchases, acquisitions or sales of MMC securities during the Class Period and know of no other person having done so on my (our) behalf or on behalf of the individual or entity for whom or which I am (we are) acting.

PART VIII: RELEASE AND CERTIFICATION

YOU MUST READ THE RELEASE BELOW AND SIGN THE RELEASE ON PAGE 8.

RELEASE

1. I (we), or the individual or entity for whom or which I am (we are) acting, hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, unconditionally, and forever settle, release and discharge with prejudice from the Settled Claims each and all of the Released Parties (as defined below).
2. "Released Parties" means Defendants named in the Action, and each of them, and each of their respective predecessors, successors, parents, subsidiaries and affiliates, and the past, present or future officers, directors, employees, agents, insurers, attorneys, partners, accountants, consultants or advisors of any of them and the heirs, executors, administrators, representatives or assigns of any of them.
3. "Releasing Parties" means the Members of the Class, and each of them, including Lead Plaintiffs, and the heirs, executors, administrators, predecessors, successors, parents, subsidiaries, affiliates, representatives or assigns of any of them.
4. "Settled Claims" means all claims, debts, demands, rights or causes of action or liabilities whatsoever by the Releasing Parties against the Released Parties (including, but not limited to, any claims for damages, interest, attorneys' fees, expert or consulting fees, and any other costs, expenses or liability whatsoever, or injunctive, equitable or other relief), whether based on federal, state, local, statutory or common law or any other law, rule or regulation, whether fixed or contingent, accrued or un-accrued, liquidated or un-liquidated, at law or in equity, matured or un-matured, whether class or individual in nature, including both known claims and Unknown Claims (as defined below), that relate to transactions in MMC securities during the Class Period and: (i) that have been asserted in this Action by Lead Plaintiffs or the Class Members against any of the Released Parties, (ii) that have been or could have been asserted in any forum by any of the Releasing Parties against any of the Released Parties which arise out of, relate in any way to or are based upon the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Amended Complaint, or (iii) that have been or could have been asserted in this Action or any forum by any of the Releasing Parties against any of the Released Parties, which arise out of or relate in any way to the defense or settlement of this Action.
5. "Unknown Claims" means any and all Settled Claims which any Releasing Party does not know or suspect to exist in the Releasing Party's favor at the time of the release of the Released Parties, which if known by the Releasing Party might have affected the Releasing Party's decision(s) with respect to the Settlement. With respect to any and all Settled Claims, the parties stipulate and agree that upon the Effective Date, the Lead Plaintiffs and the Defendants shall expressly waive, and each Releasing Party shall be deemed to have waived, and by operation of the Judgment shall have expressly waived, any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to Cal. Civ. Code § 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.





6. I (we), or the individual or entity for whom or which I am (we are) acting, hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever release, relinquish and discharge all claims that have been or could have been asserted against Lead Plaintiffs and/or Lead Counsel relating to the institution, prosecution or settlement of the Action or the Settled Claims.

7. I (we), or the individual or entity for whom or which I am (we are) acting, hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, unconditionally, and forever settle, release and expressly waive with prejudice any claims for abuse of process, for malicious prosecution and/or for sanctions under Rule 11 of the Federal Rules of Civil Procedure or otherwise.

8. This release shall be of no force or effect unless and until the Court approves the Stipulation of Settlement and the Stipulation becomes effective on the Effective Date.

9. I (we), or the individual or entity for whom or which I am (we are) acting, hereby warrant and represent that I (we), or the individual or entity for whom or which I am (we are) acting, have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any portion thereof.

10. I (we), or the individual or entity for whom or which I am (we are) acting, hereby warrant and represent that I (we), or the individual or entity for whom or which I am (we are) acting, have included information about all of my (our) transactions, or all the transactions of the individual or entity for whom or which I am (we are) acting, in MMC securities which occurred during the Class Period as well as: (1) the number of MMC securities held by me (us), or the individual or entity for whom or which I am (we are) acting, at the close of trading on October 13, 1999; (2) the purchases and sales of MMC securities during the period between October 14, 1999 and October 19, 2004, inclusive; and (3) the number of MMC securities held by me (us), or the individual or entity for whom or which I am (we are) acting, at the close of trading on October 19, 2004.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) HAVE PROVIDED ON THIS PROOF OF CLAIM FORM IS TRUE, CORRECT AND COMPLETE.

Signature of Claimant

Date

Signature of Joint Claimant, if any

Date

Title and Capacity of person(s) signing, e.g., beneficial purchaser(s), president, executor, administrator, trustee, etc.)





UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT

The number shown on this form is my/our correct Taxpayer Identification Number; and I (we) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406 (a)(1)(C) of the Internal Revenue Code because, (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me (us) that I am (we are) no longer subject to backup withholding.

Check here If you have been notified by the IRS that you are subject to backup withholding, you must cross out the word NOT above.

The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

I (WE) DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE FOREGOING INFORMATION SUPPLIED BY THE UNDERSIGNED IS TRUE AND CORRECT.

Executed this _____ day of _____, 20__ in _____, _____
(City) (State/Country)

Signature of Claimant

(Type or print name of Claimant)

Signature of Joint Claimant, if any

(Type or print name of Joint Claimant, if any)

Signature of person signing on behalf of Claimant

(Type or print name of person signing on behalf of Claimant)

Capacity of person signing on behalf of Claimant, if other than an individual (e.g., Administrator, Executor, Trustee, President, Custodian, Power of Attorney, etc.)

THIS PROOF OF CLAIM MUST BE SUBMITTED NO LATER THAN **FEBRUARY 22, 2010** AND MUST BE MAILED TO:

MMC Securities Litigation
c/o Rust Consulting, Inc.
P.O. Box 2262
Faribault, MN 55021-2382

