

**Amended and Restated Agreement between  
the Attorney General of the State of New York  
and the Superintendent of Insurance of the State of New York,  
and Marsh & McLennan Companies, Inc., Marsh Inc., and their subsidiaries and affiliates**

**WHEREAS**, Marsh & McLennan Companies, Inc. (“MMC”), Marsh Inc. (“Marsh”), and their subsidiaries and affiliates entered into a Settlement Agreement with the Attorney General of the State of New York (“Attorney General”) and the Superintendent of Insurance of the State of New York (“Superintendent”) dated January 30, 2005, as amended from time to time (the “Settlement Agreement”); and

**WHEREAS**, the Attorney General and the Superintendent conducted public hearings in July 2008 on the subject of insurance producer compensation and disclosure practices; and

**WHEREAS**, 11 NYCRR 30 (Regulation No. 194) was adopted on February 10, 2010; and

**WHEREAS**, the Superintendent has concluded that Marsh has substantially met its obligations under the Settlement Agreement, as determined by an independent examiner;

**NOW, THEREFORE**, the parties hereby agree that, effective as of February 11, 2010, the Settlement Agreement shall be amended and restated as follows:

1. Compensation Disclosure to Insurance Purchasers: In New York, and each of the other 49 states of the United States, the District of Columbia, and all U.S. Territories, Marsh shall provide compensation disclosure that will, at a minimum, comply with the terms of Regulation No. 194, as may be amended from time to time, or the provisions of the Settlement Agreement, as existed prior to the adoption of this Amended and Restated Agreement.
2. Compliance Programs and Training: Marsh shall maintain its compliance programs and continue to provide appropriate training to relevant employees in business ethics, professional obligations, conflicts of interest and antitrust and trade practices compliance.
3. Prohibition on Reinsurance Brokerage “Leveraging”: In placing, renewing, consulting on or servicing any insurance policy, Marsh shall not directly or indirectly accept from or request of any insurer any promise or commitment to use any of Marsh’s brokerage, agency, producing or consulting services, including reinsurance brokerage, agency or producing services, in exchange for production of business to such insurer.
4. Prohibition of Inappropriate Use of Wholesalers: In placing, renewing, consulting on or servicing any insurance policy, Marsh shall not directly or indirectly knowingly place, renew, consult on or service a client’s insurance business through a wholesale broker in a manner that is contrary to the client’s best interests.
5. The Superintendent and Attorney General reserve the right to take action to enforce this Amended and Restated Agreement. If compliance with any aspect of this Amended

and Restated Agreement proves impracticable, Marsh reserves the right to request that the parties modify it accordingly.

6. This Amended and Restated Agreement shall be governed by the laws of the State of New York.
7. This Amended and Restated Agreement supersedes and replaces the Settlement Agreement and all prior agreements, arrangements, commitments and understandings, whether written or oral, with respect to the subject matter hereof, and constitutes the entire agreement of the parties.
8. This Amended and Restated Agreement may be executed in counterparts, including via facsimile.

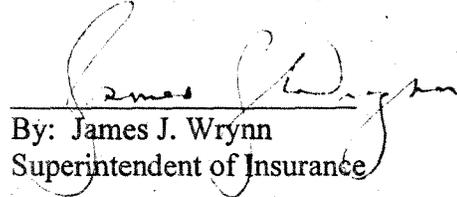
WHEREFORE, the following signatures are affixed hereto on the date first above written.

New York Attorney General



By: Michael Berlin  
Deputy Attorney General  
For Economic Justice  
120 Broadway, 25<sup>th</sup> Floor  
New York, NY 10271

New York Insurance Department



By: James J. Wrynn  
Superintendent of Insurance

25 Beaver Street  
New York, NY 10004

Marsh & McLennan Companies, Inc.



By: Peter J. Beshar  
Executive Vice President and General Counsel  
Marsh & McLennan Companies, Inc.  
1166 Avenue of the Americas  
New York, New York 10036

Marsh Inc.



By: Daniel S. Glaser  
Chairman and Chief Executive Officer  
Marsh Inc.  
1166 Avenue of the Americas  
New York, New York 10036