

GUIDELINES

MMC Senior Executive Share Ownership Effective January 2007

Share Ownership Levels

Selected MMC Senior Executives are expected to hold MMC shares at certain levels based on their reporting structure and level of responsibility. The Guidelines below are equal to the value of a multiple of the base salary.

Position	Level	Time to Reach	Share Ownership Targets
President & CEO	I	5 Yrs.	6 x Salary
Executive Committee Members (Titles: Vice Chairman, Executive Vice Presidents, and Operating Company Presidents/CEOs)	II		3 x Salary
Other Executive Committee Members (Not included in Level II)	III		1 x Salary

Qualifying Shares

Qualifying Shares to be included in the share ownership target multiple are the following:

- Eligible ownership includes shares owned directly or indirectly through trusts and by immediate family members (spouse and minor children by birth or adoption) where executive retains direction or control via legal voting rights.
- Vested and unvested shares that are part of the following MMC Compensation and Benefit Plans:
 - Restricted Stock/Units
 - Performance Restricted Units
 - Stock Bonus Units
 - Deferred Bonus Units
 - Deferred Stock Units
 - Stock Investment Plan
 - Stock Investment Supplemental Plan
 - Stock Purchase Plan

Note: Stock Options whether vested or unvested as well as any shares of Putnam stock are NOT included in satisfying share ownership guidelines.

Transitional Guidelines

Current selected senior executives in the levels identified above are expected to accumulate the appropriate level of share ownership under these stated guidelines by April 1, 2012.

For newly promoted and newly hired selected senior executives, it will be expected that these executives will accumulate the guideline levels of ownership within five years from the date of promotion or hire.

A selected senior executive who has attained his/her level of ownership guideline and receives a subsequent promotion (change in level) will be expected to reach the new level of ownership guideline within three years from change in level.

Also, upon a base salary increase, the selected senior executive will be expected to reach the new ownership level (as a multiple of new base salary) within two years after a salary increase.

Ownership levels will be measured each April 1 using the average of the high and low sales prices of a share of Company stock on that date (or next business day).

Selected executives will not be required to purchase additional shares to offset decreases in the market value of MMC stock.

General Rules of Implementation

1. Until selected senior executives meet these ownership guidelines, they cannot sell any shares other than to meet tax withholding obligations related to distributions from MMC's Long Term Equity Plans and/or exercising of stock options.
2. Once the ownership level identified in these guidelines is met, it is expected that executives will not sell shares that would result in their total share ownership falling below these guidelines.
3. Selected senior executives are not expected to purchase more shares to compensate/offset solely for subsequent decreases in market value of MMC stock as long as they remain at the same salary and/or title level.
4. The Chief Executive Officer may grant exceptions to these guidelines based on specific individual circumstances or hardship as he deems appropriate.
5. Senior executives may be required to make a written representation on their status of meeting these guidelines at the time other representations are made; e.g. MMC Code of Business Ethics & Conduct.
6. Measurement date will be April 1 (to capture shares distributed, if any).
7. These guidelines will be reviewed periodically for their appropriateness and market alignment.