

January 13, 2006

RE: PAYMENT OF BACK OVERTIME COMPENSATION

Recently, Towers Perrin conducted a self-audit of certain positions in its workforce to determine its compliance with the Fair Labor Standards Act. The self-audit was intended to determine whether any overtime compensation was owed to former TPAS employees for recorded hours of work performed during the period of March 15, 2003 through March 31, 2005. Based on this self-audit, Towers Perrin has determined that the overtime premium was not paid to certain employees in some workweeks during that period, and the firm has decided to make a back wage payment to those employees as additional compensation.

The firm's self-audit process was supervised by the Wage and Hour Division of the U.S. Department of Labor. Based on the firm's self-audit, the Department of Labor identified those employees that it believed were eligible for additional overtime and, without admitting any wrongdoing, the firm agreed to make a payment to those employees. The list of eligible employees, and the amount of additional overtime compensation payable to each eligible employee, were reviewed and approved by the Department of Labor. Where the firm's calculations differed from the Department of Labor's, the firm accepted the Department of Labor's calculations as to the amount owed.

As a result of this process, the firm is making a payment to you of additional overtime compensation in the amount of \$. A check for that amount, less applicable withholding for state and federal taxes, is enclosed. **This check will be valid for 45 days from the date of issuance, after which time it will expire.** If you wish to accept this payment, please complete and return the enclosed Back Wage Receipt Form in the enclosed envelope within forty-five (45) days. Please note that, if you endorse the check and it is either cashed or deposited and returned to the Company for payment, your agreement to accept the back wage payment calculated according to the Department of Labor supervised self-audit will be indicated by your signature on the back of the check, even if you do not return the enclosed Back Wage Receipt Form.

**Because this payment to you is part of a Department of Labor supervised settlement, by accepting this payment you are waiving any right you may have under the Fair Labor Standards Act to bring or join a private action for any unpaid overtime compensation and liquidated damages for recorded hours of work from March 15, 2003 through March 31, 2005. Please note that, by offering this payment, the firm has not admitted to any wrongdoing and, if you choose to bring or join such an action, the Company retains the right to defend such claims and to contest both your eligibility for overtime pay and your entitlement to any back wage payment.**

If you wish to pursue any private rights which you may have, do not sign and return the receipt form and do not endorse and deposit or cash the enclosed settlement check. Please return the check in the enclosed envelope.

The payments being made by Towers Perrin according to this self-audit are supervised by the Wage and Hour Division and are being administered Desmond, Marcello & Amster, a third-party administrator. Any questions should be directed to Desmond, Marcello & Amster at (310) 216-1400.

Sincerely,

Towers Perrin Forster & Crosby, Inc.