



2006  
Notice of Annual Meeting  
and Proxy Statement







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Rend. Semin. Mat. Univ. Padova, 116: 1-10, 2006.











(1) (a) ... (b) ... (c) ...

(2) ...

(3) ...

(4) ...

... (5) ...

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r / k n i a r / k n n / k n n / k n /  
a / k n i a n k a r a n n / a /

75.  $\frac{1}{2} \times \frac{1}{3} = \frac{1}{6}$ ,  $\frac{1}{6} \times \frac{1}{4} = \frac{1}{24}$ ,  $\frac{1}{24} \times \frac{1}{5} = \frac{1}{120}$

$\frac{1}{120} \times \frac{1}{6} = \frac{1}{720}$ ,  $\frac{1}{720} \times \frac{1}{7} = \frac{1}{5040}$ ,  $\frac{1}{5040} \times \frac{1}{8} = \frac{1}{40320}$ ,  $\frac{1}{40320} \times \frac{1}{9} = \frac{1}{362880}$

$\frac{1}{362880} \times \frac{1}{10} = \frac{1}{3628800}$ ,  $\frac{1}{3628800} \times \frac{1}{11} = \frac{1}{39916800}$

- $\frac{1}{39916800} \times \frac{1}{12} = \frac{1}{479001600}$
- $\frac{1}{479001600} \times \frac{1}{13} = \frac{1}{6227020800}$
- $\frac{1}{6227020800} \times \frac{1}{14} = \frac{1}{87178291200}$
- $\frac{1}{87178291200} \times \frac{1}{15} = \frac{1}{1307674368000}$
- $\frac{1}{1307674368000} \times \frac{1}{16} = \frac{1}{20922790016000}$
- $\frac{1}{20922790016000} \times \frac{1}{17} = \frac{1}{355687430272000}$
- $\frac{1}{355687430272000} \times \frac{1}{18} = \frac{1}{6402373744992000}$
- $\frac{1}{6402373744992000} \times \frac{1}{19} = \frac{1}{121645091154848000}$
- $\frac{1}{121645091154848000} \times \frac{1}{20} = \frac{1}{2432901823096960000}$

$\frac{1}{2432901823096960000} \times \frac{1}{21} = \frac{1}{51090938285035136000}$





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A ...

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- ...

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...

- ... \$40,000 ...
- ... \$5,000 ...
- ... \$2,000 ...
- ... \$1,000 ...

... 19, 2005, ... \$100,000 ... \$5,000 ...

... \$10,000 ...

... 1999, ...







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*Audit Committee*

Mr. [Name], 58, is a former member of the Audit Committee from 2004 to 2005. He has also served on the Audit Committee from 1989 to 1998. He is currently a member of the Audit Committee.



*Audit Committee  
Compliance Committee*

Mr. [Name], 68, is a former member of the Audit Committee & Compliance Committee from 1991 to 1997. He has also served on the Audit Committee & Compliance Committee from 1966 to 1990 and 1997. He is currently a member of the Audit Committee & Compliance Committee.

*Directors Continuing in Office  
(Term Expiring in 2007)*



*Executive Committee  
Compensation Committee (chair)*

Mr. [Name], 64, is a former member of the Executive Committee & Compensation Committee from 1985 to 1991. He has also served on the Executive Committee & Compensation Committee from 1963.





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*Executive Committee*  
*Audit Committee (chair)*

... 70, ... 1996 ...  
... 2000 ... 1979, ...  
... 1995 ... 2000. ... A ...  
... 2000 ... 2005. ...  
A ... A ...  
...  
...



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*Executive Committee*  
*Compensation Committee*  
*Directors and Governance Committee*

... 65, ... 1979  
... 1997. ...  
... 1995 ... 1997 ...  
... 1990 ... 1995. ...  
...  
...



*Executive Committee*  
*Audit Committee*

64, 2020  
1989 n 1999,  
Audit  
j  
Accr

























Ar... 99,200 t... k... 14,226... \$28.26... \$402,027.

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(#)

... 2005 ... \$1 ... 2005 ... \$2.5 ... \$3.75 ... \$3.75 ... 15% ... 30 ...

...

**Term:** ... 20, 2005, ...

**Compensation:** ... \$1 ... 150% ... 300% ... \$5 ...

**Non-renewal of Agreement:** ... 62 ...

**Severance Upon Termination of Employment:** ...

**Severance Upon Termination of Employment in Connection with a Change in Control:** ...

**Release of Claims/Restrictive Covenants:** ... 24 ...



2005, 2004 2003 2004

		(S)	(S) (1)	(S) (2)	R (S) (3)	(#) (4)	(S) (5)	(S) (6)	2005 R (S) (7)
	2005	1,000,000	2,500,000	12,820	3,750,010	426,621	3,336,176	125,636	10,724,642
	2004	373,965	600,000	0	3,000,020	0		45,369	
	2005	900,000	12,600,000	105,593	402,027(8)	0	0	534,392	14,542,012
	2004	900,000	12,600,000	33,826	0	0		391,458	
	2003	483,333	12,600,082	0	0	45,000		115,408	
						80,000(9)			
	2005	1,000,000	3,000,000	0	1,925,039	176,316	1,160,591	22,380	7,108,010
	2004	243,750	4,350,000	0	390,006	50,000		6,080	
	2005	1,439,025	1,939,025	64,000	0	135,000	881,550	30,246	4,353,846
	2004	719,513	673,728		2,000,043	0		30,246	

(1) 0,000, 719,510 .6050 (.....) 0 5.140 (2005)-1891(750,000)-1621(2,000,000)-2130(3,500)-1901(502,863)-1512(250,373)-1601(1,675,48











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... & ...  
...  
... 65 ...  
... tk :

- 2% ...
- 1.6% ...
- 1.0% ...



Mr. Haldeman



Mr. Freakley

A, ..., 2004, ..., 750,000, ..., 60% ...

..., \$1, ..., \$2, ..., , ...

..., 6, 2004, ...,  $.1(a^i) - 231.8(a^i) - 231.8(a^i) - 231.8(a^i) - 231.8(a^i) - 231.8(a^i) - 231.8(a^i)$  ...

..., 200, ...

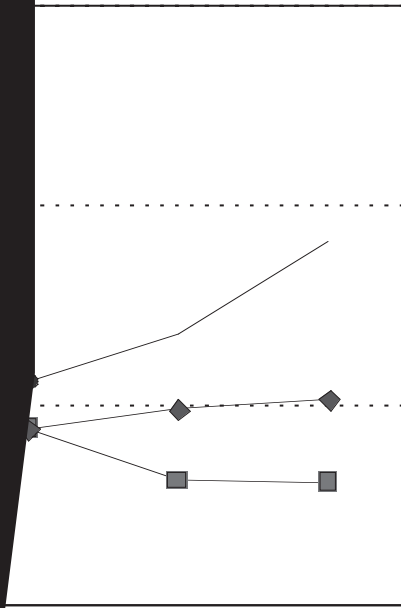
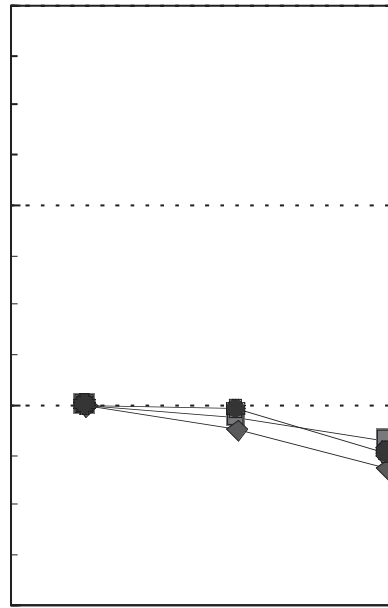
Mr. Morrison

At t<sub>r</sub> 1, 2005.

\$750,000  
(t<sub>r</sub> 1, 2005)

... 31, 2000 ...

... 500 ...



... ..







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 /ou k a t a n a . k t n t a - /ou k m  
 k r n : r n /ou r m k , r - /ou r l n t k a t  
 /ou a t a n . / a Nu r a m k t n t a t  
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 ak r t k .















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... 2007 ... 1, 2006.

... 2007 ... 18, 2007 ...

I166 ... 10036-2774



*Committee Structure and Operations*

1. The committee shall be composed of members appointed by the Board of Directors. The Board shall determine the number of members and the terms of office. The committee shall report to the Board on a regular basis.

2. The committee shall have the authority to investigate and report on any matter referred to it by the Board. It may also have the authority to recommend actions to the Board.

3. The committee shall meet as often as may be necessary to carry out its duties. It shall have the right to call upon any person for information and to examine any records or documents in the possession of the company.

4. The committee shall be subject to the oversight and control of the Board of Directors. The Board may remove or replace any member of the committee at any time.





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t a.

3. a k k tk l a n a r a  
k t a n r a a r a .

l a a k tk a l :

1. a k k r a l r a l a k tk a l  
a k a l r l r k t a a a n r a  
a k a l .

2. a k k a l r a a a l t a a a l  
a k a l r a t a a a l a k  
( k t a k a ) a a a l r a l r  
l a l a , a a a a k a a a a l .

3. a k k a k a l t a l a  
a a a k a l a l a  
a a k a l t a a l a



Marsh & McLennan Companies, Inc.  
1166 Avenue of the Americas  
New York, NY 10036  
[www.mmc.com](http://www.mmc.com)