



Publicis Benefits Connection
Health & Group Benefits Program
Transportation Reimbursement Incentive Program Summary
Summary Plan Description
January 1, 2011

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Your Transportation Reimbursement Incentive Program (TRIP) Coverage

Through the Transportation Reimbursement Incentive Program (TRIP), the *Company* offers a way to pay certain transportation expenses not covered under Publicis Benefits Connection Health and Group Benefits plans, or any other *Company*-sponsored plan with before-tax dollars. *Eligible expenses* are those expenses incurred to allow you to get to and from work and may only be incurred by you.

This Summary Plan Description (SPD) together with the Administrative Information Summary Plan Description describes the basic features of the Transportation Reimbursement Incentive Program, how it operates and how you can get the maximum advantage from it. These documents, together with other SPDs of Plan benefits, together with any plan-related document issued by an insurer, constitute a Plan and SPD. This document describes the Plan provisions as they exist as of January 1, 2011. If any statement, oral or written, made on behalf of the Plan disagrees with this Plan and SPD, as interpreted in the sole discretion of the Plan Administrator, the Plan Administrator's decision will govern.

Please note that the *Company* reserves the right to amend or terminate the plan at any time without notice. Participation in this plan does not constitute a contract of employment between you and the *Company*.

Eligibility

Employee

You're eligible to participate in the Plan if you meet all of the following:

- You're a U.S.-based employee;
- You're a full-time or part-time employee working a minimum regular of at least 21 hours per week;
- You're an employee of a subsidiary of MMS USA Holdings, Inc. (the "*Company*") that has adopted the Program; and
- Your class of employees has not been excluded from a predecessor plan.

Please see your local HR Representative or the Re:Sources USA Benefits Department if you're unsure of whether your business unit participates in the Program or if you are a member of an eligible class of employees.

If an individual is not considered to be an "employee" for purposes of employment taxes and wage withholding, a subsequent determination by the employer, any governmental agency or a court that the individual is a common law employee, if such determination is applicable to prior years, will not have a retroactive effect for purposes of eligibility to participate in the Program.

Enrollment

When You First Become Eligible

Once you're eligible to participate in the Plan, you receive a letter at your home or an e-mail notifying you that the "New Hire" area of the Publicis Benefits Connection website (www.publicisbenefitsconnection.com) has been updated with your personal information. You have 45 days from your hire date to enroll. If you don't enroll within this 45-day period (your deadline date is listed on the enrollment worksheet that you receive at your home), you will only receive certain basic coverages provided by the **Company**.

The TRIP coverage you elect after you're first hired continues through the remainder of the **plan year**, unless you decide to change your election anytime mid-year.

Annual Enrollment

Each fall, you can change your coverage for the following **plan year**. You receive information and updates about your benefits under the Program so that you can make informed benefit elections during each annual enrollment period.

This information is generally available online on the Publicis Benefits Connection website, and includes:

- Important tips on how to enroll for the upcoming **plan year**;
- Enrollment procedures;
- The benefit options for which you're eligible for the upcoming **plan year**; and
- Any changes that may have taken place since the last annual enrollment period.

You must enroll at annual enrollment unless notified otherwise by the **Company**. If you want to participate in the Flexible Spending Accounts or the TRIP account, you need to reenroll each year. Your contribution elections to the Flexible Spending Accounts, with the exception of your TRIP, don't roll over from one **plan year** to the next.

The TRIP election you make during the annual enrollment period takes effect the following January 1 (or the date you are considered **actively at work** whichever is later) and continues through the end of the **plan year** (unless you decide to change your coverage mid-year).

If You Don't Enroll

If you don't enroll when you're first eligible or within the annual enrollment period, you can still enroll in the TRIP at any time.

When Coverage Begins

Coverage begins on the first of the month coinciding with or following your date of hire or the date you first become eligible to participate in the plan.

Paying For Your Coverage

You make contributions to your TRIP account on a before-tax basis through payroll deductions each pay period. Using before-tax dollars reduces your taxable income for Federal, Social

Security and (in most cases) state income taxes. In addition, your income isn't affected when determining your benefit levels for coverage under other *Company*-sponsored Plans.

Using before-tax dollars can affect any Social Security benefits you may eventually receive. This is because you don't pay Social Security (FICA) taxes on before-tax dollars. For most people, the Social Security benefit reduction is just a few dollars a month. In addition, the reduction is typically more than offset by the tax savings you experience over the course of your career. If you have any concerns, or if you need additional information, contact your local Social Security Administration Office.

Changes in Coverage

You can change your TRIP election at anytime throughout the year by logging into www.publicisbenefitsconnection.com and changing your TRIP election. Changes will take effect in 1-2 pay periods.

Automatic Changes

If changes to federal law cause your coverage to exceed dollar limits the ***Company*** may automatically reduce the amount of your contribution that's withheld.

Special Rule for Rehired Employees

If you terminate employment and are rehired within 30 days of your termination date, the benefit elections that were in effect on the date of your termination will be automatically reinstated. If you are rehired more than 30 days after the date of your termination, you will be allowed to make new benefit elections under the Program.

Continuation or Termination of Coverage

Your TRIP coverage will continue until the end of the month in which you terminate your employment or cease to be eligible to participate in the plan.

If You Die While Employed

If you die while you're still employed, your contributions to the TRIP end on the date that death occurs.

If You Become Disabled

If you become disabled and are eligible to receive disability benefits under the STD program, deductions will continue provided you continue to receive STD benefits. However, according to IRS rules you must be actively at work in order to participate in the TRIP. If you will be out for an extended period of time you should drop coverage on www.publicisbenefitsconnection.com and reenroll once you return to work. Keep in mind, once you drop coverage your current debit card will be invalid. When you reenroll you will be sent a new card.

If You Take a Leave of Absence

You may decide to take either an unpaid personal leave or an unpaid FMLA leave of absence.

If you take an unpaid leave of absence, you will no longer be receiving a paycheck and will be automatically dropped from the TRIP. If you return to active employment for the ***Company***, you must reenroll in the TRIP upon your return if you wish to continue using the benefit. Keep in mind, once your coverage is dropped your current debit card will be invalid. When you reenroll you will be sent a new card.

How Your TRIP Coverage Works

In this document you'll find a brief overview of your coverage option, as well as how the features of your Transportation Reimbursement Incentive Program works.

About Your Plan Option

We're all looking for ways to save money. The Transportation Reimbursement Incentive Program (TRIP) can be one savings opportunity. By using before-tax dollars to pay for certain *eligible expenses*, you may save significantly on taxes each year.

The TRIP Program allows you set aside a predetermined dollar amount to cover allowable unreimbursed expenses. You contribute to the accounts through payroll deduction on a before-tax basis (before federal income taxes and Social Security are deducted). When you incur an *eligible expense*, you are reimbursed from your account with tax-free dollars. Thus, the cost of these services may be "discounted" by your applicable income tax rate.

Review the chart on p. 9 to determine *eligible expenses* and maximum annual contribution amounts.

For more information regarding *eligible expenses*, visit the benefits website: www.publicisbenefitsconnection.com and link to HealthHub by PayFlex Flexible Spending Accounts.

TRIP Debit Card

Participants are issued a HealthHub debit card ("cards") by PayFlex. The cards are provided by the Administrator and the Plan for payment of TRIP Expenses, subject to the following terms:

- **Card only for TRIP expenses** - Each Participant issued a card shall certify that such card shall only be used for TRIP Expenses.
- **Card issuance** - Such card shall be issued upon the Participant's Effective Date of Participation and reissued upon expiration for each Plan Year the Participant remains a Participant in the TRIP. Such card shall be automatically cancelled upon the Participant's death or termination of employment, or if such Participant makes a zero election for TRIP thus withdrawing them from the benefit.
- **Maximum dollar amount available** - The dollar amount of coverage available on the card shall be the amount available from payroll deductions up to the maximum monthly amount of \$230 for parking and \$230 for transit for a total of \$460 if you use both parking and transit.
- **Only available for use with certain service providers** - The cards shall only be accepted by such merchants and service providers as have been approved by the Administrator.
- **Card use** - The cards shall only be used for TRIP Expense purchases at these providers, including, but not limited to, the following:

Terms in *bold/italics* are further defined in the Glossary.

- Parking at garages or meters located near the office
- Parking at location where you then use mass transit or van pooling;
- Pass, token, farecard or voucher for mass transit (train, subway, bus, ferry), including public and private transit services.
- ***Van pooling*** expenses with seating for at least six adults, not including the driver
- **Substantiation** - Such purchases by the cards shall be subject to substantiation by the Administrator, usually by submission of a receipt from a service provider describing the service, the date and the amount. All charges shall be conditional pending confirmation and substantiation.
- **Correction methods** - If such purchase is later determined by the Administrator to not qualify as a TRIP Expense, the Administrator, in its discretion, shall use one of the following correction methods to make the Plan whole. Until the amount is repaid, the Administrator shall take further action to ensure that further violations of the terms of the card do not occur, up to and including denial of access to the card:
 - Repayment of the improper amount by the Participant;
 - Withholding the improper payment from the Participant's wages or other compensation to the extent consistent with applicable federal or state law
 - Claims substitution or offset of future claims until the amount is repaid; and
 - if above actions fail to recover the amount, consistent with the Employer's business practices, the Employer may treat the amount as any other business indebtedness.

General Information

Here's a snapshot of the TRIP.

Benefit/Plan Feature	TRIP
<p data-bbox="186 373 427 407"><u>Eligible Expenses</u></p> <ul data-bbox="186 428 751 569" style="list-style-type: none"><li data-bbox="186 428 751 569">• Eligible transit and parking expenses you incur getting to and from work, and that are not covered under another Company-sponsored plan.	<p data-bbox="776 373 1325 407"><u>Maximum Monthly Contribution (2011)</u></p> <ul data-bbox="776 428 1308 680" style="list-style-type: none"><li data-bbox="776 428 1308 537">• \$230 per month for transit expenses, such as public transportation or van pooling<li data-bbox="776 558 1308 592">• \$230 per month for parking expenses<li data-bbox="776 613 1308 680">• \$460 combined total for both types of transportation expenses

Changing Your Contributions

TRIP works similarly to a Flexible Spending Account. You elect to have a portion of your pre-tax income transferred to an account for future reimbursement for transportation expenses. However, TRIP offers you greater flexibility, such as any unused TRIP amounts can be carried forward each year *if* you reenroll in the plan during annual enrollment. If you do not reenroll for the TRIP during annual enrollment, any unused funds will be forfeit. Additionally, you may change your contribution from month to month if you experience a change in your commuting situation (e.g. you might consider changing your contribution amount if you plan to be on vacation).

In order to change your contribution amount, you'll need to:

- Decide the new amount you'd like to have deposited into your account
- Change your per period contribution by visiting the benefits website: www.pulicisbenefitsconnection.com to register a change in status. Be sure to select the submit option to confirm your election.

Changes are effective with the next pay period that is administratively possible. When you submit your change will determine when it will be effective. See www.pulicisbenefitsconnection.com for more information regarding change dates.

Forfeiture of Contributions

While you can change your contributions if your commuting costs change, you'll still need to plan carefully. Any unused amounts in a participant's account(s) that have not been used for **eligible expenses** incurred between January 1 and December 31 of the plan year shall be forfeited and returned to the **Company** to be used to offset future administrative expenses *unless* you make an election during annual enrollment. If you make an election during annual enrollment your TRIP contributions will roll over from one year to the next. If you cease to be enrolled in the plan by not making an election during annual enrollment or by terminating from the plan, your contributions will be forfeit as described above.

How to Use the Account

- **Estimate your expenses:** When you enroll, and at each annual enrollment, you determine in advance how much you expect to spend on transportation expenses for the upcoming year. *If you make sure to re-enroll during annual enrollment, any unused amounts remaining in your TRIP account at the end of the year will be carried over to the following year.*
- **Determine how much to contribute:** You then decide how much to contribute to your TRIP account for the upcoming year, on a before-tax basis. You may contribute a maximum of \$230 per month for transit expenses, \$230 per month for parking expenses, or \$460 for both.

This amount is deducted (before taxes) in even amounts from your semi-monthly paycheck. These funds are then credited to your account until you file a claim for reimbursement. (Mid-year elections will be calculated based on the remaining pay periods in the calendar year.)

- **Incur expenses:** The account reimburses you for ***eligible expenses*** incurred during the month. Any expenses incurred before your enrollment doesn't qualify for reimbursement.
- **Receive reimbursement:** You may receive immediate reimbursement by using your PayFlex debit card at the point of sale. Otherwise, you may submit a claim form along with the appropriate supporting documentation. You're reimbursed for the ***eligible expense*** with before-tax dollars, up to the total amount you elect to contribute for the month.

Only your current account balance is available to reimburse claims. If your expenses exceed your account balance, you receive a partial reimbursement. You receive the unreimbursed portion of the claim as you make additional contributions to your account.

- **If you terminate employment:** You may continue to submit claims for transit expenses incurred before you terminate employment, up to the amount in the account.

Eligible Expenses

You can use TRIP to pay for many types of transit expenses that enable you to get to and from work. There may be other expenses that qualify for reimbursement. For information about eligible TRIP expenses and other plan provisions visit www.healthhub.com.

Parking Expenses

- Parking at garages or meters located near the office.
- Parking at location where you then use mass transit or *van pooling*.

Transit Expenses

- Pass, token, farecard or voucher for mass transit (train, subway, bus, ferry), including public and private transit services.
- *Van pooling* expenses with seating for at least six adults, not including the driver.

Expenses Not Eligible For Reimbursement

The following items are examples of expenses that aren't eligible for reimbursement under the Transportation Reimbursement Incentive Program (TRIP). There may be other expenses that don't qualify.

- Parking at or near home.
- Non-work related parking.
- Parking expenses incurred by other family members.
- Gasoline or mileage expenses.
- ***Van pooling*** expenses with seating for fewer than six adults.
- Taxi fares.
- Transit expenses incurred by other family members.
- Highway, bridge or tunnel tolls.
- Non-work-related transportation.
- Unreimbursed expenses incurred for business travel (i.e., traveling from one office to another).

For information about eligible TRIP expenses and other plan provisions visit www.healthhub.com.

Applying for Reimbursement

Reimbursement from your TRIP account is available only after the service for which you're seeking reimbursement has been incurred and you have received reimbursement from all other sources. To obtain reimbursement for your transit expenses, you must file a claim for reimbursement.

How to File Claims

You are eligible to submit for reimbursement of the amount currently available in your account at time of submission. Claims receipts covering more than one month of *eligible expenses* will be prorated over the number of months covered and paid according to the monthly maximum.

To obtain reimbursement, you may file a claim online at www.healthhub.com or complete and submit a TRIP claim form which is available in the Forms Library on www.publicisbenefitsconnection.com. You must submit the claim along with the available *proof of expense*.

Paper claim forms should be submitted to:

PayFlex Systems USA, Inc.
P.O. Box 3039
Omaha, NE 68103-3039

or faxed to:

(402) 231-4310

If you file a claim online the system will prompt you to either download a scanned PDF of the documents listed above, or you may elect to fax the documents to PayFlex at 1-866-WEB-CLMS. If you elect to fax the documents you will be prompted to print a coversheet before submitting the claim online.

Filing Deadline

You may file claims at any time after you incur the expense. You have 180 days from the end of the *plan year* (approximately June 28 of the following year) to submit claims for expenses incurred between January 1 and December 31 of the previous year.

If a Claim Is Denied

You may make a request for any benefits to which you may be entitled. Any such request must be made in writing to PayFlex at the following address:

PayFlex Systems USA, Inc.
P.O. Box 3039
Omaha, NE 68103-3039

Your request for benefits will be considered a claim for benefits.

If your claim is denied, in whole or in part, you will receive a written explanation of the denial from PayFlex (or its designee).

This explanation will include:

Terms in *bold/italics* are further defined in the Glossary.

1. The reason for the denial
2. The specific reference within the Plan provisions upon which the denial is based
3. A description and explanation of any additional information or material PayFlex needs to perfect your claim; and
4. Details about the steps you'll need to take if you wish to submit your claim for further review.

Review of Your Claim

You may request a review of the denied claim. Here's how the process works:

1. You request a review of your claim, in writing to the claims administrator within 60 days after you receive notice of the denial.
2. You (or your representative) can request to review all pertinent documents. Please submit your request in writing to the claims administrator.
3. You may submit issues and argue against the denial in writing to the claims administrator.

Decision on Review of Your Claim

You are entitled to a written decision of your claim review, stating clearly the reasons for the decision as well as specific references to Plan provisions on which this description is based. Normally, this decision should not take longer than 60 days after receipt of your request for a review. In no case shall a decision be rendered later than 180 days after request of review. If the decision on your claim is not furnished to you within the time limitations described above, your claim will be deemed denied.

The Plan Administrator has complete discretionary authority to make all determinations under the Plan, including eligibility for benefits and factual determinations, and to interpret the terms and provisions of the Plan. The Plan Administrator has delegated to the Claims Administrator the discretionary authority to make decisions regarding the interpretation or application of Plan provisions, to make determinations (including factual determinations) as to the rights and benefits of employees and participants under the Plan, to make claims determinations under the Plan, and to decide the appeal of denied claims. Benefits will be paid under the Plan only if the Plan Administrator, or its delegate, determines that the claimant is entitled to them.

Assistance with Your Questions

If you have any questions about your Plan, you should contact the Plan Administrator at:

Re:Sources USA
Publicis Benefits Department
Attn: Plan Administration Committee
35 West Wacker Drive
Chicago, IL 60601
1-800-933-3622
(Option 1 – New York, Option 2 – Chicago).

The Plan Administrator has delegated to the Claims Administrators the discretionary authority to make decisions regarding the interpretation or application of Plan provisions, to make determinations (including factual determinations) as to the rights and benefits of employees and participants under the Plan, to make claims determinations under the Plan, and to decide the appeal of denied claims. Benefits will be paid under the Plan only if the Plan Administrator, or its delegate, determines that the claimant is entitled to them. The decision of the Plan Administrator or its delegate is final and binding.

A Word About Taxes

TRIP contributions reduce your taxable income - meaning you pay less in taxes. Your TRIP contributions are not subject to federal income taxes, Social Security (FICA) taxes, and in many cases, state and local income taxes. Rules vary, and state and local taxes are subject to frequent change.

Regarding the Tax-Saving Approaches

It's important to note that any tax savings that may result from your participation in the TRIP depends on your own personal situation and income level. Tax information included on this site is only general information.

By law, the *Company* can't offer you tax advice, or advise you on your TRIP-related decisions. This law is designed to protect you by ensuring that you always get the most up-to-date advice, and that advice is only available from a qualified tax advisor.

An Example of the How TRIP Helps You Save

If you have parking or transit expenses going to and from work, using the TRIP account can save you money on taxes. Let's do the calculation to see the potential tax savings when using the TRIP Transit Account and Parking Account:

Jane Sample parks in a commuter lot and takes the train to work. She earns \$50,000 and is in the 28 percent federal tax bracket. She contributes \$2,100 per year (\$175 per month) to her Parking Account and \$780 per year (\$65 per month) to her Transit Account.

	With TRIP Account Contribution	Without TRIP Account Contribution
Jane Sample's annual salary	\$50,000.00	\$50,000.00
Before-tax transportation expenses (transit and parking)	\$2,880.00	\$0.00
Taxable salary	\$47,120.00	\$50,000.00
Taxes (28%)	\$13,193.60	\$14,000.00
After-tax transportation expenses	\$0.00	\$2,880.00
Spendable pay	\$33,926.40	\$33,120.00
Jane's tax savings	\$806.40	

As you can see, contributing to the TRIP can make your spendable pay go further.

Glossary of Terms

Actively at Work

You are considered actively at work if you are:

- Working at the ***Company***'s usual place of business or on an assignment for the purpose of furthering the ***Company***'s business;
- Performing the material and substantial duties of your regular occupation on a full-time basis; and
- Not receiving severance or salary continuation pay.

You're considered actively at work during a scheduled vacation or a holiday, during an approved leave under FMLA or on an approved personal leave of absence of less than 31 days.

Company

The term "Company" collectively refers to all subsidiaries of MMS USA Holdings, Inc. that have approved participation in the Publicis Benefits Connection Health and Group Benefit Programs.

Eligible Expenses

All references to eligible expenses assume that charges are for covered services.

Plan Year

The year starting January 1 and ending December 31.

Proof of Expense

Acceptable proof of your TRIP expense includes bills, statements, cancelled checks or a copy of your transit voucher. For some types of transit and parking expenses, proof of your expense may not be available; for example, parking meters. In this case, you'll need to certify on your claim form that the expense qualifies for reimbursement under the provisions of the Plan.

Van Pooling

A vehicle that seats at least six adults, not including the driver. The driver must be a person who is in the business of transporting individuals.