

AMENDMENT NO. 3

This amendment forms a part of Group Identification No. 134781 001 issued to the Employer/Applicant:

University of Southern California

The Summary of Benefits to which this amendment is attached is amended as follows:

1. The provision entitled "**WHEN DOES YOUR COVERAGE BEGIN?**" as contained in the "**GENERAL PROVISIONS**" section of the Summary of Benefits and any amendments issued, is changed to read as follows:

WHEN DOES YOUR LIFE COVERAGE BEGIN?

Group 1

This plan provides additional life benefit options in addition to the basic life benefit. When you first become eligible for coverage, you may apply for any additional life benefit option, however, you cannot be covered under more than one additional life benefit option at a time.

Evidence of insurability is required for any amount of life insurance over the amount shown in the LIFE INSURANCE "**BENEFITS AT A GLANCE**" page.

Your Employer pays 100% of the cost of your coverage under the basic life benefit. You will automatically be covered under the basic life benefit at 12:01 a.m. on the date you are eligible for coverage.

You pay 100% of the cost yourself for any additional life benefit option. You will be covered at 12:01 a.m. on the latest of:

- the date you are eligible for coverage, if you apply for insurance on or before that date;
- the date you apply for insurance, if you apply within 31 days after your eligibility date; or
- the date Unum approves your evidence of insurability form, if evidence of insurability is required.

Group 2

This plan provides additional life benefit options that you can choose. When you first become eligible for coverage, you may apply for any additional life benefit option, however, you cannot be covered for more than one additional life benefit option under the plan.

Evidence of insurability is required for any amount of life insurance over the amount shown in the LIFE INSURANCE "**BENEFITS AT A GLANCE**" page.

You pay 100% of the cost yourself for any additional life benefit option. You will be covered at 12:01 a.m. on the latest of:

- the date you are eligible for coverage, if you apply for insurance on or before that date;
- the date you apply for insurance, if you apply within 31 days after your eligibility date; or

- the date Unum approves your evidence of insurability form, if evidence of insurability is required.

2. The provision entitled "**WHEN CAN YOU APPLY FOR ADDITIONAL BENEFIT OPTIONS IF YOU APPLY MORE THAN 31 DAYS AFTER YOUR ELIGIBILITY DATE? (LATE ENTRANTS)**" as contained in the "**GENERAL PROVISIONS**" section of the Summary of Benefits and any amendments issued, is changed to read as follows:

WHEN CAN YOU APPLY FOR ADDITIONAL LIFE BENEFIT OPTIONS IF YOU APPLY MORE THAN 31 DAYS AFTER YOUR ELIGIBILITY DATE? (LATE ENTRANTS)

You can apply for additional life benefit options at anytime during the plan year. Evidence of insurability is required for any amount of insurance.

Additional life coverage will begin at 12:01 a.m. on the date Unum approves your evidence of insurability form.

3. The provision entitled "**WHEN CAN YOU CHANGE YOUR COVERAGE BY CHOOSING ANOTHER ADDITIONAL BENEFIT OPTION? (This does not apply to Late Entrants)**" as contained in the "**GENERAL PROVISIONS**" section of the Summary of Benefits and any amendments issued, is changed to read as follows:

WHEN CAN YOU CHANGE YOUR LIFE COVERAGE BY CHOOSING ANOTHER ADDITIONAL BENEFIT OPTION? (This does not apply to Late Entrants)

You can change your life coverage by applying for a different additional life benefit option at anytime during the plan year. You can increase your additional life coverage any number of benefit options up to the maximum benefit available under the plan or decrease your additional life coverage any number of benefit options.

Evidence of insurability is required if you increase your additional life coverage by any level or if you apply for any amount of additional life insurance over the amount shown in the LIFE INSURANCE "**BENEFITS AT A GLANCE**" page.

If you are not approved for the increase in your additional life coverage, you will automatically remain at the same level you had prior to applying for the increase.

A change in additional life coverage that is made at anytime during the plan year will begin at 12:01 a.m. on the later of:

- the date you apply for the change in additional life coverage; or
- the date Unum approves your evidence of insurability form, if evidence of insurability is required.

An evidence of insurability form can be obtained from your Employer.

4. The provision entitled “**WHEN DOES YOUR ACCIDENTAL DEATH AND DISMEMBERMENT COVERAGE BEGIN**” is added to the “**GENERAL PROVISIONS**” section of the Summary of Benefits and reads as follows:

WHEN DOES YOUR ACCIDENTAL DEATH AND DISMEMBERMENT COVERAGE BEGIN?

Group 1

This plan provides additional accidental death and dismemberment benefit options in addition to the basic accidental death and dismemberment benefit. When you first become eligible for coverage, you may apply for any additional accidental death and dismemberment benefit option, however, you cannot be covered under more than one additional accidental death and dismemberment option at a time.

Your Employer pays 100% of the cost of your coverage under the basic accidental death and dismemberment benefit. You will automatically be covered under the basic accidental death and dismemberment benefit at 12:01 a.m. on the date you are eligible for coverage.

You pay 100% of the cost yourself for any additional accidental death and dismemberment benefit option. You will be covered at 12:01 a.m. on the later of:

- the date you are eligible for coverage, if you apply for additional accidental death and dismemberment insurance on or before that date; or
- the date you apply for additional accidental death and dismemberment insurance, if you apply within 31 days after your eligibility date.

Group 2

This plan provides additional accidental death and dismemberment benefit options that you can choose. When you first become eligible for coverage, you may apply for any additional accidental death and dismemberment benefit option, however, you cannot be covered for more than one additional accidental death and dismemberment option under the plan.

You pay 100% of the cost yourself for any additional accidental death and dismemberment benefit option. You will be covered at 12:01 a.m. on the later of:

- the date you are eligible for additional accidental death and dismemberment coverage, if you apply for insurance on or before that date; or
- the date you apply for additional accidental death and dismemberment insurance, if you apply within 31 days after your eligibility date.

5. The provision entitled “**WHEN CAN YOU APPLY FOR ADDITIONAL ACCIDENTAL DEATH AND DISMEMBERMENT BENEFIT OPTIONS IF YOU APPLY MORE THAN 31 DAYS AFTER YOUR ELIGIBILITY DATE (Late Entrants)**” is added to the “**GENERAL PROVISIONS**” section of the Summary of Benefits and reads as follows:

WHEN CAN YOU APPLY FOR ADDITIONAL ACCIDENTAL DEATH AND DISMEMBERMENT BENEFIT OPTIONS IF YOU APPLY MORE THAN 31 DAYS AFTER YOUR ELIGIBILITY DATE? (LATE ENTRANTS)

You can apply for additional accidental death and dismemberment benefit options at anytime during the plan year.

Additional accidental death and dismemberment coverage applied for during the plan year will begin at 12:01 a.m. on the date you apply for additional accidental death and dismemberment insurance.

6. The provision entitled "**WHEN CAN YOU CHANGE YOUR ADDITIONAL ACCIDENTAL DEATH AND DISMEMBERMENT COVERAGE**" is added to the "**GENERAL PROVISIONS**" section of the Summary of Benefits and reads as follows:

WHEN CAN YOU CHANGE YOUR ADDITIONAL ACCIDENTAL DEATH AND DISMEMBERMENT COVERAGE?

You can change your additional accidental death and dismemberment coverage by applying for a different additional accidental death and dismemberment benefit option at anytime during the plan year. You can increase your additional accidental death and dismemberment coverage any number of benefit options up to the maximum benefit available under the plan or decrease your additional accidental death and dismemberment coverage any number of benefit options.

A change in additional accidental death and dismemberment coverage that is made at anytime during the plan year will begin at 12:01 a.m. on the date you apply for the change in additional accidental death and dismemberment coverage.

7. The provision entitled "**WHEN DOES YOUR DEPENDENT COVERAGE BEGIN**" as contained in the "**GENERAL PROVISIONS**" section of the Summary of Benefits and any amendments issued, is changed to read as follows:

WHEN DOES YOUR DEPENDENT LIFE COVERAGE BEGIN?

This plan provides different life benefit options that you can choose for your dependents. When your dependents become eligible for coverage, you may apply for any one dependent life benefit option. However, your dependents cannot be covered under more than one dependent life option at a time.

Evidence of insurability is required if you are applying for any amount of dependent life insurance over the amount shown in the LIFE INSURANCE "**BENEFITS AT A GLANCE**" page.

You pay 100% of the cost yourself for any dependent life benefit option. Your dependents will be covered at 12:01 a.m. on the latest of:

- the date your dependents are eligible for coverage, if you apply for dependent life insurance on or before that date;
- the date you apply for dependent life insurance, if you apply within 31 days after your dependent's eligibility date; or
- the date Unum approves your dependent's evidence of insurability form, if evidence of insurability is required.

8. The provision entitled ***“WHEN CAN YOU APPLY FOR DEPENDENT COVERAGE IF YOU APPLY MORE THAN 31 DAYS AFTER YOUR ELIGIBILITY DATE? (Late Entrants)”*** as contained in the **“GENERAL PROVISIONS”** section of the Summary of Benefits and any amendments issued, is changed to read as follows:

WHEN CAN YOU APPLY FOR DEPENDENT LIFE COVERAGE IF YOU APPLY MORE THAN 31 DAYS AFTER YOUR DEPENDENTS' ELIGIBILITY DATE? (LATE ENTRANTS)

You can apply for dependent life coverage at anytime during the plan year. Evidence of insurability is required for any amount of dependent life insurance.

Dependent life coverage applied for during the plan year will begin at 12:01 a.m. on the date Unum approves your dependent's evidence of insurability form.

9. The provision entitled ***“WHEN CAN YOU CHANGE YOUR DEPENDENT COVERAGE BY CHOOSING ANOTHER OPTION? (This does not apply to Late Entrants)”*** as contained in the **“GENERAL PROVISIONS”** section of the Summary of Benefits and any amendments issued, is changed to read as follows:

WHEN CAN YOU CHANGE YOUR DEPENDENT LIFE COVERAGE BY CHOOSING ANOTHER OPTION? (THIS DOES NOT APPLY TO LATE ENTRANTS)

You can change your dependent life coverage by applying for a different dependent life option at anytime during the plan year. You can increase your dependent life coverage by one level or decrease your dependent life coverage any number of levels.

Evidence of insurability is required if you increase your dependent life coverage by more than one level or if you apply for any amount of dependent life insurance over the amount shown in the LIFE INSURANCE **“BENEFITS AT A GLANCE”** page.

If your dependent is not approved for the increase in life coverage, your dependent will remain at the same level your dependent had prior to applying for the increase. However, if your dependent's current level is below the evidence of insurability requirements, your dependent's coverage will be increased to the next level as long as that level does not exceed the evidence of insurability requirements.

A change in dependent life coverage that is made at anytime during the plan year will begin at 12:01 a.m. on the later of:

- the date you apply for the change in dependent life coverage; or
- the date Unum approves your dependent's evidence of insurability form, if evidence of insurability is required.

An evidence of insurability form for your dependents can be obtained from your Employer.

10. The provision entitled "**WHEN DOES YOUR DEPENDENT ACCIDENTAL DEATH AND DISMEMBERMENT COVERAGE BEGIN**" is added to the "**GENERAL PROVISIONS**" section of the Summary of Benefits and reads as follows:

WHEN DOES YOUR DEPENDENT ACCIDENTAL DEATH AND DISMEMBERMENT COVERAGE BEGIN?

This plan provides different accidental death and dismemberment benefit options that you can choose for your dependents. When your dependents first become eligible for coverage, you may apply for any one dependent accidental death and dismemberment benefit option. However, you cannot be covered under more than one dependent accidental death and dismemberment option at a time.

You pay 100% of the cost yourself for dependent accidental death and dismemberment coverage. Your dependents will be covered at 12:01 a.m. on the later of:

- the date your dependents are eligible for coverage, if you apply for dependent accidental death and dismemberment insurance on or before that date; or
- the date you apply for dependent accidental death and dismemberment insurance, if you apply within 31 days after your dependent's eligibility date.

11. The provision entitled "**WHEN CAN YOU APPLY FOR DEPENDENT ACCIDENTAL DEATH AND DISMEMBERMENT COVERAGE IF YOU APPLY MORE THAN 31 DAYS AFTER YOUR ELIGIBILITY DATE (Late Entrants)**" is added to the "**GENERAL PROVISIONS**" section of the Summary of Benefits and reads as follows:

WHEN CAN YOU APPLY FOR DEPENDENT ACCIDENTAL DEATH AND DISMEMBERMENT COVERAGE IF YOU APPLY MORE THAN 31 DAYS AFTER YOUR ELIGIBILITY DATE?(LATE ENTRANTS)

You can apply for dependent accidental death and dismemberment coverage at anytime during the plan year.

Dependent accidental death and dismemberment coverage applied for during the plan year will begin at 12:01 a.m. on the date you apply for dependent accidental death and dismemberment insurance.

12. The provision entitled "**WHEN CAN YOU CHANGE YOUR DEPENDENT ACCIDENTAL DEATH AND DISMEMBERMENT COVERAGE**" is added to the "**GENERAL PROVISIONS**" section of the Summary of Benefits and reads as follows:

WHEN CAN YOU CHANGE YOUR DEPENDENT ACCIDENTAL DEATH AND DISMEMBERMENT COVERAGE?

You can change your dependent accidental death and dismemberment coverage by applying for a different accidental death and dismemberment benefit option at anytime during the plan year. You can increase your dependent accidental death and dismemberment coverage by one level or decrease your dependent accidental death and dismemberment coverage any number of levels.

A change in dependent accidental death and dismemberment coverage that is made during a plan year will begin at 12:01 a.m. on the date you apply for the change in dependent accidental death and dismemberment coverage.

The effective date of these changes is April 1, 2009. The changes only apply to deaths and covered losses that occur on or after the effective date.

The Summary of Benefits' terms and provisions will apply other than as stated in this amendment.

Dated at Portland, Maine on February 9, 2015.

Unum Life Insurance Company of America

By 

Secretary

If this amendment is unacceptable, please sign below and return this amendment to Unum Life Insurance Company of America at Portland, Maine within 90 days of February 9, 2015.

YOUR FAILURE TO SIGN AND RETURN THIS AMENDMENT BY THAT DATE WILL CONSTITUTE ACCEPTANCE OF THIS AMENDMENT.

University of Southern California

By _____
Signature and Title of Officer