

RIDER TO BE ATTACHED TO YOUR BOOKLET

NOTICE OF CHANGE

Covered Classes: As shown in the Covered Classes section of your Booklet's Schedule of Benefits.

Effective Date of Change: The first day on or after March 1, 2012 on which you are insured (see the section of your Booklet entitled "When You Become Insured"). The section of your Booklet entitled "Delay of Effective Date" does not apply to this change.

Group Contract No.: G-92860G

Your Booklet is changed as follows:

- Page 83500 MN 5001 (S-4) included with this Notice is made a part of your Booklet.

All other provisions in your Booklet remain unchanged.

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

ADDITIONAL PROVISIONS FOR MINNESOTA RESIDENTS

For Minnesota residents, there are additional provisions about your right to continue or convert coverage after your insurance ends.

A. CONVERSION PRIVILEGE

The following provision replaces the conversion provisions in the Employee and Dependents Term Life Coverage sections of your booklet. But the provisions of this section A do not apply if section B applies.

If you cease to be insured for the Employee and Dependents Term Life Insurance of the Group Contract for one of the reasons stated below, you may convert all or part of your insurance under this Coverage, which then ends, to an individual life insurance contract. Evidence of insurability is not required. The reasons are:

- (1) Your employment or membership ends or you transfer out of a Covered Class.
- (2) All term life insurance of the Group Contract for your class ends by amendment or otherwise.

Any such conversion is subject to the rest of this Section.

Availability: You must apply for the individual contract and pay the first premium within 31 days after you cease to be insured for the Employee and Dependents Term Life Insurance.

Individual Contract Rules: The individual contract must conform to the following:

Amount: Not more than your Employee and Dependents Term Life Insurance under this Coverage when your insurance ends.

Form: Any form of a life insurance contract that:

- (1) conforms to Title VII of the Civil Rights Act of 1964, as amended, having no distinction based on sex; and
- (2) is one that Prudential usually issues at the age and amount applied for.

This does not include term insurance or a contract with disability or supplementary benefits.

Premium: Based on Prudential's rate as it applies to the form and amount, and to your class of risk and age at the time.

Effective Date: The end of the 31 day period during which you may apply for it.

B. CONTINUED LIFE INSURANCE COVERAGE AT YOUR OPTION

The following provision is added to the When Your Insurance Ends section of your booklet. When this section B applies, section A above does not.

You have the right to continue your Employee and Dependents Insurance under the life Coverages of the Group Contract if your insurance ends: (1) because you are voluntarily or involuntarily terminated or laid off from your employment (other than for gross misconduct) or (2) because your work hours are reduced.

The Contract Holder will give a written notice of the right to elect to continue the insurance. Such notice will state the amount of the payments, if any, required for the continued insurance and the manner in which any payments must be made. The amount of the contributions required to keep the insurance in force may be different from the amount you have been contributing. But, in no event will the amount exceed 102% of the cost for other Employees in like circumstance whose employment is not ending or whose work hours have not been reduced.

If you want to continue the insurance, the election notice must be completed and returned to the Contract Holder, along with any required first payment, within 60 days of the later of: (1) the date the insurance would otherwise have ended; or (2) the date you receive the notice informing you of the right to continue. If this is done, the insurance will be continued from the date it would have ended until the first of these occurs:

- (1) The day 18 months from the date employment ended or work hours were reduced.
- (2) If you fail to make any payment required by the Contract Holder for the continued insurance, the end of the period for which you have made required payments.
- (3) The day you become covered under any other group life plan.
- (4) The part of the Group Contract providing the insurance ends.

While Employee and Dependents Insurance is continued under this part, all other terms of the Group Contract will apply, except that the For Employee Insurance part of the Delay of Effective Date section will not apply.

When continued insurance under this provision ends, you may elect to convert your coverage. See the Conversion section below.

CONVERSION AFTER CONTINUATION

At the expiration of the Continuation coverage in this section B, you may convert all or part of your insurance under this Coverage, which then ends, to an individual life insurance contract. Evidence of insurability is not required. Any such conversion is subject to the rest of this Section.

Availability: You must apply for the individual contract and pay the first premium within 31 days after the expiration of your continued coverage.

Individual Contract Rules: The individual contract must conform to the following:

Amount: Not more than your Employee and Dependents Term Life Insurance under this Coverage when your continued coverage ends.

Form: Any form of a life insurance contract that:

- (1) conforms to Title VII of the Civil Rights Act of 1964, as amended, having no distinction based on sex; and
- (2) is one that Prudential usually issues at the age and amount applied for; and

(3) provides the same or substantially similar benefits.

Premium: Based on Prudential's rate as it applies to the form and amount, and to your class of risk and age at the time.

Effective Date: The end of the 31 day period during which you may apply for it.
