Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
WILLIS 401(K) RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1986

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
WILLIS NORTH AMERICA, INC.

26 CENTURY BLVD
NASHVILLE, TN 37214

2b Employer Identification Number (EIN) 13-5654526

2c Sponsor's telephone number 615-872-6421

2d Business code (see instructions) 524210

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/21/2011	JENNIFER NEIHOFF
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
WILLIS NORTH AMERICA, INC.

26 CENTURY BLVD
NASHVILLE, TN 37214

3b Administrator's EIN
13-5654526

3c Administrator's telephone number
615-872-6421

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	9162
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	6475
b	Retired or separated participants receiving benefits	**6b**	28
c	Other retired or separated participants entitled to future benefits	**6c**	2416
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	8919
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	27
f	Total. Add lines **6d** and **6e**	**6f**	8946
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	8116
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	185
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
3H 2F 2G 2J 2K 2R 2S 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
WILLIS 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500.
WILLIS NORTH AMERICA, INC.

D Employer Identification Number (EIN)
13-5654526

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
36-6071399	70688	JK62250	8116	01/01/2010	12/31/2010

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	263328
5	Current value of plan's interest under this contract in separate accounts at year end	5	41638565

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	573808
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	4730		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	195622		
	▶ TRANSFERS IN				
	(6) Total additions			7c(6)	200352
d	Total of balance and additions (add **b** and **c(6)**)			7d	774160
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	510832		
	▶ TRANSFERS OUT				
	(5) Total deductions			7e(5)	510832
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	263328

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
WILLIS 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
WILLIS NORTH AMERICA, INC.

D Employer Identification Number (EIN)
13-5654526

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DIVERSIFIED INVESTMENT ADVISORS

13-3689044

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

DIVERSIFIED INVESTMENT ADVISORS

13-3689044

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
12 15 28 37 38 50 54 59 61 62 63 64 65	RECORD KEEPER	53206	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

NATIONAL FINANCIAL SERVICES

04-3523567

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33	SECURITIES BROKER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

SAGEVIEW ADVISORY GROUP LLC

2010 MAIN STREET
SUITE 1220
IRVINE, CA 92614

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	CONSULTANT	90000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

DELOITTE & TOUCHE, LLP

13-3891517

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	AUDITOR	49000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33	SECURITIES BROKER	23006	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANCE BERNSTEIN 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS 5300 ROBIN HOOD ROAD NORFOLK, VA 23513	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON 767 FIFTH AVE 49TH FL NEW YORK, NY 10153	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA 245 SUMMER STREET FLOOR 3 BOSTON, MA 02210	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS 30 DAN ROAD CANTON, MA 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS 30 DAN ROAD CANTON, MA 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE 745 FIFTH AVENUE NEW YORK, NY 10151	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WELLS FARGO 30 DAN ROAD CANTON, MA 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANCE BERNSTEIN 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS 5300 ROBIN HOOD ROAD NORFOLK, VA 23513	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON 767 FIFTH AVE 49TH FL NEW YORK, NY 10153	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA 245 SUMMER STREET FLOOR 3 BOSTON, MA 02210	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS 30 DAN ROAD CANTON, MA 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS 30 DAN ROAD CANTON, MA 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE 745 FIFTH AVENUE NEW YORK, NY 10151	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WELLS FARGO 30 DAN ROAD CANTON, MA 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABERDEEN FUNDS 51-0368279	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AL FRANK 95-4074555	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZ FUNDS 33-0457728	RANGE OF 0.01 - 0.40% OF AVERAGE DAILY BALANCE OF ASSETS

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALPINE 13-3982412	RATE OF 0.50% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMANA 35-6447892	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN BEACON 75-2401150	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY INVESTMENTS 44-6006315	RANGE OF 0.24 - 0.35% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS 95-1411037	RANGE OF 0.05 - 0.35% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTIO GLOBAL 13-6174048	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN 39-1811840	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AUXIER FUNDS 93-1248453	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON CAPITAL GROUP 13-3122938	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK 51-0318674	RANGE OF 0.40 - 0.50% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BUFFALO 48-1069845	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BURNHAM 23-1702840	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COHEN & STEERS 14-1904657	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA 93-0577450	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CREDIT SUISSE 13-3442768	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CROFT 52-1603329	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DIREXION FUNDS 13-4143904	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FBR MUTUAL FUNDS 54-1837746	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FEDERATED 25-1111467	RANGE OF 0.25 - 0.40% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIDELITY INVESTMENTS 06-1194217	RATE OF 0.15% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIRST AMERICAN 41-1418224	RANGE OF 0.40 - 0.50% OF AVERAGE DAILY BALANCE OF ASSETS

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIRST EAGLE 13-3392291	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIRSTHAND FUNDS 13-2620737	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FPA 04-3118452	RATE OF 0.06% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FRANKLIN TEMPLETON INVESTMENTS 94-3167260	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GABELLI 13-3340139	RANGE OF 0.35 - 0.40% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR 04-2679462	RATE OF 0.43% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARDING LOEVNER 27-0684167	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD MUTUAL FUNDS 13-3317783	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HEARTLAND 39-1572323	RATE OF 0.50% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ICON FUNDS 75-2676133	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INTREPID FUNDS 59-3274026	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVESCO AIM 76-0528004	RANGE OF 0.40 - 0.50% OF AVERAGE DAILY BALANCE OF ASSETS

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
IVY FUNDS 04-6006759	RANGE OF 0.10 - 0.40% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS 43-1804048	RATE OF 0.34% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JENSEN 93-0978027	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JOHN HANCOCK 04-3483032	RATE OF 0.90% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
KINETICS 13-3878346	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LAZARD 20-4571006	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LEUTHOLD 41-1971243	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MANNING & NAPIER 16-0995736	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MARKETFIELD FUNDS 292 MADISON AVENUE 14TH FLOOR NEW YORK, NY 10017	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MARSICO INVESTMENT FUND 84-1434992	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MATTHEWS ASIA FUNDS 94-3250972	RANGE OF 0.35 - 0.40% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MERGER 13-3036274	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
METROPOLITAN WEST FUNDS 95-4597302	RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
METZLER/PAYDEN 95-4695230	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NATIXIS FUNDS 04-3200027	RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NEUBERGER BERMAN 13-5521910	RATE OF 0.29% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NORTHERN FUNDS 39-1777365	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OAK ASSOCIATES 34-1818085	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OAKMARK 04-3276558	RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PARNASSUS 94-6579180	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PERMANENT PORTFOLIO 94-2788165	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PERRITT 04-3788672	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PROFUNDS 52-2035197	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RAINIER 91-1457076	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE 52-2343049	RANGE OF 0.45 - 0.79% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RS FUNDS 94-3321067	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RYDEX - SGI 48-0409770	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SCHWAB FUNDS 94-3106735	RANGE OF 0.02 - 0.25% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SELECTED FUNDS 85-0360310	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SOUND SHORE 06-1332926	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE 52-2264646	RATE OF 0.01% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THIRD AVENUE 01-0690900	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG 85-0301299	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TOCQUEVILLE 13-3549887	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VALUE LINE 13-3139843	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WASATCH 87-0319391	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WEITZ 47-0693748	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WELLS FARGO ADVANTAGE 41-0449260	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WESTCORE 84-1284659	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
YACKTMAN 36-3831621	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
WILLIS 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
WILLIS NORTH AMERICA, INC.

D Employer Identification Number (EIN)
13-5654526

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE 5 FUND

b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
36-6071399-020	P	41638565

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
WILLIS 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
WILLIS NORTH AMERICA, INC.

D Employer Identification Number (EIN)
13-5654526

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		203131
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4289781	
(2) Participant contributions	1b(2)	1070200	977960
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	8999947	8685427
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	47790737	41638565
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	353573852	404734375
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	573808	263328
(15) Other	1c(15)	95584373	108953969

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	16445821	20205503
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	528328519	585662258
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	528328519	585662258

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)	39534252	
	(C) Others (including rollovers)	2a(1)(C)	3124169	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		42658421
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	478090	
	(F) Other	2b(1)(F)	3027283	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3505373
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	10027446	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		10027446
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	5323287	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		5323287
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		2097987
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		38929537
c Other income	2c		1727109
d Total income. Add all **income** amounts in column (b) and enter total	2d		104269160
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	46679658	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		46679658
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		53847
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	153498	
(4) Other	2i(4)	48418	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		201916
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		46935421
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		57333739
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified (2) [ ] Qualified (3) [ ] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DELOITTE & TOUCHE, LLP (2) EIN: 13-3891517

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		50000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
WILLIS 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
WILLIS NORTH AMERICA, INC.

D Employer Identification Number (EIN)
13-5654526

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 13-3689044

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3** 698

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Willis 401(k) Retirement Savings Plan

Financial Statements as of December 31, 2010 and 2009, and for the Year Ended December 31, 2010, Supplemental Schedule as of December 31, 2010, and Independent Auditors' Report

WILLIS 401(k) RETIREMENT SAVINGS PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* have been omitted because they are not applicable.

Deloitte.

Deloitte & Touche LLP
424 Church Street
Suite 2400
Nashville, TN 37219-2396
USA

Tel: +1 615 259 1800
Fax: +1 615 259 1862
www.deloitte.com

INDEPENDENT AUDITORS' REPORT

To the Benefits Committee
Willis North America Inc.
Nashville, Tennessee

We have audited the accompanying statements of net assets available for benefits of Willis 401(k) Retirement Savings Plan (the "Plan") as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2010 and 2009, and the changes in net assets available for benefits for the year ended December 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2010 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. Such supplemental schedule has been subjected to the auditing procedures applied in our audit of the basic 2010 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic 2010 financial statements taken as a whole.

Deloitte & Touche LLP

June 24, 2011

WILLIS 401(k) RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS:		
Participant-directed investments - at fair value	$ 587,249,765	$ 521,231,595
Total investments	587,249,765	521,231,595
Receivables:		
Notes receivable from participants	8,685,427	8,999,947
Contributions receivable from participants	977,960	5,359,981
Total receivables	9,663,387	14,359,928
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	596,913,152	535,591,523
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE STABLE VALUE FUNDS	(11,250,894)	(7,263,004)
NET ASSETS AVAILABLE FOR BENEFITS	$ 585,662,258	$ 528,328,519

See notes to financial statements.

WILLIS 401(k) RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2010

ADDITIONS:	
Contributions:	
Participant contributions — pre-tax	$ 41,251,286
Participant contributions — post-tax	1,407,135
Total contributions	42,658,421
Investment income:	
Net appreciation in fair value of investments	45,979,933
Dividends	10,027,446
Interest	5,125,270
Net investment income	61,132,649
Interest income on notes receivable from participants	478,090
DEDUCTIONS:	
Benefits paid to participants	(46,733,505)
Administrative expenses	(201,916)
Total deductions	(46,935,421)
INCREASE IN NET ASSETS	57,333,739
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	528,328,519
End of year	$585,662,258

See notes to financial statements.

1. DESCRIPTION OF THE PLAN

The following description of the Willis 401(k) Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

General — The Plan is a defined contribution plan sponsored by Willis North America Inc. (the "Company" or "Employer"), a subsidiary of Willis Group Holdings PLC, and covers all eligible employees of the Company and its subsidiaries. The Benefits Committee of the Board of Directors of the Company controls and manages the operation and administration of the Plan. State Street Bank and Trust serves as the trustee of the Plan and Diversified Investment Advisors serves as the record keeper. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions — Full-time and part-time employees of the Company are eligible to participate in the Plan. Newly hired employees are automatically enrolled in the Plan after 60 days of service with a 3% pre-tax contribution rate of eligible compensation. Participants may elect to contribute between 1% and 99% of their eligible compensation as pretax and/or Roth 401(k) contributions, subject to Internal Revenue Service (IRS) limits. Eligible compensation consists of the participant's base pay plus commissions and production incentives received during the calendar year.

The company match was suspended in October 2009 for all Participants, and the suspension remained in effect throughout 2010.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and Plan earnings, and charged with withdrawals and an allocation of Plan losses, and administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments — Participants direct the investment of their contributions and Employer matching contributions into various investment options offered by the Plan. The Plan currently offers a variety of mutual funds, Willis Group Holdings PLC common stock, and stable value funds as investment options for participants.

The Willis Stable Value Fund and Transamerica Financial Life Insurance Company (TFLIC) Stable 5 Fund are fully benefit-responsive and are invested in separate group annuity insurance contracts with TFLIC. In addition, participants have the option of transferring amounts from the above Plan offered funds into a self-directed brokerage account.

Vesting — A participant's contributions and earnings thereon are immediately vested. Employer contributions and earnings thereon are 25% vested after two years of service, 50% after three years, 75% after four years, and fully vested after five years of service with the Company, or a predecessor company, or as soon as the employee reaches the age of 65, dies, or becomes disabled, whichever occurs first.

Participant Loans — Participants may borrow from their fund accounts up to a maximum of $50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates at the time funds are borrowed, as determined quarterly by the Plan administrator. Principal and interest is paid ratably through payroll deductions. Participant loans are classified as notes receivable and measured at the unpaid principal balance plus accrued but unpaid interest.

Payment of Benefits — Participants are eligible for distributions upon retirement, disability, termination of service, or death. Special provisions allow for earlier distributions of participants' contributions and earnings thereon, and vested Employer contributions and earnings thereon, as hardship withdrawals, subject to certain IRS regulations. Upon receiving a hardship withdrawal, a participant's contributions to the Plan will automatically be suspended for a period of six months. Distributions of accounts can be in lump-sum amounts or installments.

Forfeited Accounts — At December 31, 2010 and 2009, forfeited nonvested accounts totaled $198,439 and $573,808, respectively. During the year ended December 31, 2009, forfeiture amounts were used to offset employer contributions. During the year ended December 31, 2010, forfeiture amounts were used to reduce participant expenditures.

Plan Termination — Although the Company has not expressed any intent to terminate the Plan, it may cease making contributions or terminate the Plan, at any time, subject to the provisions of ERISA. Upon full or partial termination of the Plan, the balance in each participant's or retired participant's accounts becomes nonforfeitable and each participant, retired participant, or beneficiary is entitled to receive any amounts then credited to his/her accounts in the trust, provided that the Company may elect to continue the trust and make payments therefrom, pursuant to the terms of the Plan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Common Stock is valued at the closing price reported on the exchange on which traded on the last business day of the Plan year. Money market funds are stated at amortized cost, which approximates fair value. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. The stable value fund is stated at fair value and then adjusted to contract value as described below. Fair value of the stable fund is the net asset value of its underlying investments, and contract value is principal plus accrued interest.

In accordance with GAAP, the stable value fund is included at fair value in participant-directed investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments in the mutual funds and guaranteed investment contracts are deducted from income earned on a daily basis and are not separately

reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments, including common stock, mutual funds, and a stable value fund. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

Notes Receivable from Participants — Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

Administrative Expenses — Administrative expenses of the Plan are paid by the Plan as provided in the Plan document.

Payment of Benefits — Benefit payments to participants are recorded upon distribution. All distribution payments are processed the same day, therefore, at December 31, 2010 and 2009 there were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not yet been paid.

Excess Contributions Payable — The Plan is required to return contributions received during the Plan year in excess of the IRC limits.

New Accounting Standards — ASU No. 2010-06, Fair Value Measurements and Disclosures — In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures*, which amends ASC 820, *Fair Value Measurements and Disclosures*, adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The Plan prospectively adopted the new guidance in 2010, except for the Level 3 reconciliation disclosures, which are required in 2011. The adoption in 2010 did not materially affect, and the future adoption is not expected to materially affect, the Plan's financial statements.

ASU No. 2010-25, Reporting Loans to Participants by Defined Contribution Pension Plans — In September 2010, the FASB issued ASU No. 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. The ASU requires that participant loans be classified as notes receivable rather than a plan investment and measured at unpaid principal balance plus accrued but unpaid interest rather than fair value. The Plan retrospectively adopted the new accounting in 2010. The adoption did not have a material effect on the Plan's financial statements.

3. INVESTMENTS

Individual investments that represent greater than 5% of the Plan's net assets available for benefits are as follows:

As of December 31, 2010:	
Willis Stable Value Fund (at contract value)	$89,115,130
Pimco Total Return Fund	60,962,053
Transamerica Partners Institutional Stock Index Fund	47,115,826
American Funds Income Fund	43,283,926
American Funds Growth Fund	42,965,605
TFLIC Stable 5 Fund (at contract value)	41,638,565
American Funds Europac	40,405,659
American Funds Fundamental Investment Fund	39,119,088
As of December 31, 2009:	
Willis Stable Value Fund (at contract value)	$79,904,612
Pimco Total Return Fund	52,885,502
Transamerica Partners Institutional Stock Index Fund	44,261,905
TFLIC Stable 5 Fund (at contract value)	47,790,737
American Funds Income Fund	39,074,112
American Funds Growth Fund	38,523,240
American Funds Europac	36,604,390
American Funds Fundamental Investment Fund	34,461,627

During the year ended December 31, 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $45,979,933 as follows:

Mutual funds	$ 39,265,292
Common stock	6,711,805
Corporate bonds	(5,332)
U.S. government securities	8,168
Net appreciation in fair value of investments	$ 45,979,933

4. INVESTMENT CONTRACTS WITH INSURANCE COMPANY

The Plan has two fully benefit-responsive investment contracts with TFLIC. TFLIC maintains the contributions in a non-pooled separate account (Willis Stable Value Fund) and a pooled separate account (TFLIC Stable 5 Fund), which are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contracts are included in the financial statements at fair value and then adjusted to contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The contracts have certain restrictions that impact the ability to collect the full contract value, for example, the Plan may not withdraw more than 20% of the beginning of the year balance of the contract without incurring a penalty. Plan management believes that the occurrence of events that would cause the Plan to transact at less than contract value is not probable. TFLIC may not terminate the contracts at any amount less than contract value.

TFLIC is contractually obligated to pay the principal and specified interest rate that is guaranteed to the Plan. The crediting interest rate is based on a formula agreed upon with TFLIC, but may not be less than 0%. Such interest rates are reviewed for resetting on a quarterly basis for the Willis Stable Value Fund and on an annual basis for the TFLIC Stable 5 Fund. The crediting rate of the contract will track current market yields on a trailing basis.

	2010	2009
Wills Stable Value Fund average yields:		
Based on annualized earnings (1)	7.62 %	5.95 %
Based on interest rate credited to participants (2)	3.21	3.51
TFLIC Stable 5 Fund average yields:		
Based on annualized earnings (1)	8.14 %	9.24 %
Based on interest rate credited to participants (2)	4.23	3.62

(1) Computed by dividing the annualized actual earnings of the contract on the last day of the Plan year by the fair value of the investments on the same date.
(2) Computed by dividing the annualized earnings credited to participants on the last day of the Plan year by the fair value of the investments on the same date.

5. FEDERAL INCOME TAX STATUS

The Plan has received a determination letter from the IRS dated May 14, 2008, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and therefore, the related trust is exempt from taxation. The Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is currently designed and operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; and is currently under audit by the IRS for the 2009 tax year. The Plan administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2007.

6. TRANSACTIONS WITH PARTIES-IN-INTEREST

Transactions with parties-in-interest include contributions from the Company, investments in certain funds managed by the recordkeeper of the Plan, and the investment contracts managed by TFLIC; therefore, these transactions qualify as exempt party-in-interest transactions. Administrative expenses of the Plan not borne by participants are paid by the Company. Such amounts paid by the Company in 2010 were not significant.

At December 31, 2010 and 2009, the Plan held 558,319 and 595,477 shares, respectively, of common stock of Willis Group Holdings PLC, with a fair value of $20,205,503 and $16,445,821, respectively.

7. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's policy is to recognize significant transfers between levels at the end of the reporting period.

The following tables sets forth by level, within the fair value hierarchy, a summary of the Plan's investments measured at fair value on a recurring basis as of December 31, 2010 and December 31, 2009:

	Assets at Fair Value as of December 31, 2010			
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds				
Large Cap Stocks				
Domestic	$ 217,125,007	$ -	$ -	$ 217,125,007
International	40,405,659	-	-	40,405,659
Mid/Small Cap Stocks	74,786,279	-	-	74,786,279
Bonds				
Investment Grade	60,962,053	-	-	60,962,053
High Yield	11,455,377	-	-	11,455,377
Various Diversified Funds	6,192,188	-	-	6,192,188
Common Stocks				
Willis Group Holdings plc	20,205,503	-	-	20,205,503
Other Common Stock	9,266,882	-		9,266,882
Guaranteed investment contracts	-	142,004,589	-	142,004,589
Money market funds	-	3,609,727	-	3,609,727
Other Financial Assets	1,236,501	-	-	1,236,501
Total assets at fair value	$ 441,635,449	$ 145,614,316	$ -	$ 587,249,765

For the year ended December 31, 2010, there were no significant transfers in or out of Levels 1, 2 or 3.

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 358,324,586	$ -	$ -	$ 358,324,586
Common stocks	22,403,953	-	-	22,403,953
Corporate bonds	1,035,890	-	-	1,035,890
U.S. government securities	316,545	-	-	316,545
Guaranteed investment contracts	-	135,532,162	-	135,532,162
Money market funds	-	3,618,459	-	3,618,459
Total assets at fair value	$ 382,080,974	$ 139,150,621	$ -	$ 521,231,595

For the year ended December 31, 2009, there were no significant transfers in or out of Levels 1, 2 or 3.

8. SUBSEQUENT EVENTS

For the year ended December 31, 2010, subsequent events were evaluated through June 24, 2011, the date the financial statements were available to be issued. Based on this review, no significant event occurred that requires disclosure.

* * * * * *

SUPPLEMENTAL SCHEDULE

WILLIS NORTH AMERICA, INC.
401(K) RETIREMENT SAVINGS PLAN
Employer Identification Number - 13-5654526

FORM 5500, SCHEDULE H, PART 1V, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
Mutual Funds		
Large Cap Stocks		
Domestic		
American Funds Growth Fund	Mutual Fund	$ 42,965,605
American Funds Income Fund	Mutual Fund	43,283,926
American Funds Fundamental Investment Funds	Mutual Fund	39,119,088
Davis NY Venture Fund	Mutual Fund	26,246,665
MFS Value Fund	Mutual Fund	18,393,897
Transamerica Partners Stock Index Fund	Mutual Fund	47,115,826
Total		217,125,007
International		
American Funds Europacific	Mutual Fund	40,405,659
Total		40,405,659
Mid/Small Cap Stocks		
Baron Asset Fund	Mutual Fund	18,930,996
Wells Fargo Advantage Mid Cap Fund	Mutual Fund	9,180,538
Royce Value Plus	Mutual Fund	24,256,746
Columbia Small Cap Value Fund	Mutual Fund	22,417,999
Total		74,786,279
Bonds		
Investment Grade		
PIMCO Total Return Fund	Mutual Fund	60,962,053
Total		60,962,053
High Yield		
Transamerica Partners High Yield Fund	Mutual Fund	11,455,377
Total		11,455,377
Various Diversified Mutual Funds		
ABERDEEN GLOBAL SMALL CAP A	395 Mutual Fund	9,077
AL FRANK FUND	371 Mutual Fund	10,194
ALPINE DYNAMIC DIVIDEND FUND	2,227 Mutual Fund	10,713
AMANA INCOME FUND	221 Mutual Fund	7,033
AMERICAN BEACON INTL EQTY I	444 Mutual Fund	7,258
AMERICAN CENTURY GOVT BOND F	4,560 Mutual Fund	50,844
AMERICAN CENTURY GOVT BOND F	1,477 Mutual Fund	16,471
AMERICAN CENTURY GROWTH INV CL	305 Mutual Fund	7,870
AMERICAN CENTURY INTL BOND F	2,075 Mutual Fund	28,631
AMERICAN FD FUNDAMENTAL INVEST	81 Mutual Fund	2,960
AMERICAN FD GROWTH FUND OF AME	4,547 Mutual Fund	137,515
AMERICAN FD INV CO OF AMERIC	50 Mutual Fund	1,415
AMERICAN FD NEW PERSPE	69 Mutual Fund	1,980
ARTIO GLOBAL EQTY FD INC CL	300 Mutual Fund	11,748
ARTIO GLOBAL HIGH INCOME FUND	293 Mutual Fund	3,113
ARTIO INTL EQUITY FUND II CL	4,228 Mutual Fund	52,379
ARTISAN INTL FUND	1,019 Mutual Fund	22,118
ARTISAN INTL VALUE FUND	995 Mutual Fund	26,977
AUXIER FOCUS FUND INV	173 Mutual Fund	2,628
BARON ASSET FUND	134 Mutual Fund	7,427
BARON PARTNERS FUND	1,805 Mutual Fund	37,134
BERWYN INCOME FUND	2,375 Mutual Fund	31,494
BLACK OAK EMERGING TECHNO	3,300 Mutual Fund	10,099
BLACKROCK GLOBAL ALLOCA	442 Mutual Fund	8,591
BLACKROCK INTL OPPTY A	734 Mutual Fund	24,578
BUFFALO SCIENCE AND TECH FUND	129 Mutual Fund	1,968
BUFFALO SCIENCE AND TECH FUND	794 Mutual Fund	12,106
BURNHAM FINANCIAL INDUST	437 Mutual Fund	5,209
BURNHAM FINANCIAL SERVIC	729 Mutual Fund	12,552
CALAMOS GROWTH FUND CL I	1,029 Mutual Fund	59,804
CGM FOCUS FUND	222 Mutual Fund	7,741
CGM FOCUS FUND	179 Mutual Fund	6,229
CGM REALTY FUND	392 Mutual Fund	10,514
COHEN & STEERS REALTY SHARES	85 Mutual Fund	4,956
COHEN & STEERS REALTY SHARES	304 Mutual Fund	17,798
COLUMBIA ENERGY & NAT RESOUR	445 Mutual Fund	10,325
COLUMBIA VALUE & RESTRUCTURING	633 Mutual Fund	31,996
CREDIT SUISSE COMMODITY RETURN	460 Mutual Fund	4,298
CROFT LEOMINSTER VALUE	1,034 Mutual Fund	24,141
DFA FIVE YEAR GLOBAL FIXED	3,175 Mutual Fund	34,543
DFA GLOBAL REAL ESTATE SECURI	3,275 Mutual Fund	25,939
DFA INTL SMALL COMPANY PORTFO	1,643 Mutual Fund	28,233
DFA REAL ESTATE SECURI	1,555 Mutual Fund	33,531
DFA SLCTIVELY HEDGED GLOBAL	1,917 Mutual Fund	19,825
DFA U.S. CORE EQUITY 2 PORTFO	967 Mutual Fund	10,607

WILLIS NORTH AMERICA, INC.
401(K) RETIREMENT SAVINGS PLAN
Employer Identification Number - 13-5654526

FORM 5500, SCHEDULE H, PART 1V, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
DFA U.S. LARGE CAP VALUE PORTF	6,723 Mutual Fund	135,265
DFA U.S. LARGE CAP VALUE PORTF	3,490 Mutual Fund	70,221
DFA U.S. LARGE CAP VALUE PORTF	2,347 Mutual Fund	47,220
DFA U.S. LARGE CO PORTFO	2,165 Mutual Fund	21,432
DFA U.S. SMALL CAP VALUE PORTF	1,493 Mutual Fund	38,185
DFA U.S. SMALL CAP VALUE PORTF	1,371 Mutual Fund	35,050
DFA US MICRO CAP PORT	1,679 Mutual Fund	23,127
DIREXION MONTHLY 10 YR NOTE B	131 Mutual Fund	1,200
DIREXION MONTHLY SMALL CAP BE	84 Mutual Fund	937
DODGE & COX BALANCED FD	40 Mutual Fund	2,827
DODGE & COX INTL STOCK FUND	684 Mutual Fund	24,421
DODGE & COX INTL STOCK FUND	169 Mutual Fund	6,034
DODGE & COX INTL STOCK FUND	441 Mutual Fund	15,740
DODGE & COX INTL STOCK FUND	662 Mutual Fund	23,637
DODGE & COX INTL STOCK FUND	280 Mutual Fund	10,011
DODGE & COX INTL STOCK FUND	49 Mutual Fund	1,741
DODGE & COX INTL STOCK FUND	172 Mutual Fund	6,144
DODGE & COX STOCK FUND	210 Mutual Fund	22,601
DODGE & COX STOCK FUND	222 Mutual Fund	23,936
DODGE & COX STOCK FUND	154 Mutual Fund	16,568
DODGE & COX STOCK FUND	60 Mutual Fund	6,426
FAIRHOLME FUND	947 Mutual Fund	33,687
FAIRHOLME FUND	236 Mutual Fund	8,392
FAIRHOLME FUND	676 Mutual Fund	24,069
FAIRHOLME FUND	119 Mutual Fund	4,230
FAIRHOLME FUND	2,434 Mutual Fund	86,612
FBR SMALL CAP FINANCIAL FUND I	157 Mutual Fund	3,119
FEDERATED PRUDENT BEAR A	304 Mutual Fund	1,440
FEDERATED PRUDENT BEAR A	1,077 Mutual Fund	5,096
FEDERATED TOTAL RETURN BOND C	667 Mutual Fund	7,436
FEDERATED TOTAL RETURN BOND C	1,164 Mutual Fund	12,975
FEDERATED U.S. GOVT SEC FD 2-5	1,187 Mutual Fund	13,934
FELLOWS ENERGY LTD	3,500 Mutual Fund	4
FIDELITY CANADA FUND	880 Mutual Fund	51,198
FIDELITY CAPITAL APPREC	509 Mutual Fund	12,890
FIDELITY CONTRA FUND	165 Mutual Fund	11,179
FIDELITY INTL DISCOVERY FUND	416 Mutual Fund	13,746
FIDELITY LATIN AMER FUND	412 Mutual Fund	24,306
FIDELITY LATIN AMER FUND	600 Mutual Fund	35,447
FIDELITY MAGELLAN FUND	209 Mutual Fund	14,982
FIDELITY SLCT BROKERAGE & INVE	70 Mutual Fund	3,684
FIDELITY SLCT CHEMICALS	103 Mutual Fund	9,864
FIDELITY SLCT COMM EQUIPM	56 Mutual Fund	1,476
FIDELITY SLCT HEALTH CARE F	67 Mutual Fund	8,404
FIDELITY SLCT MATERIALS	107 Mutual Fund	7,268
FIDELITY SLCT NAT RES	960 Mutual Fund	33,423
FIDELITY SLCT NATURL GAS	709 Mutual Fund	23,569
FIDELITY SLCT SOFTWARE & COMP	40 Mutual Fund	3,523
FIDELITY SLCT TELECOM FUND	32 Mutual Fund	1,471
FIDELITY SPARTAN 500 INDEX	228 Mutual Fund	10,146
FIFTH STREET FINANCE CP ** PEN	9,083 Mutual Fund	110,271
FIRST AMERICAN MID CAP SELECT	24 Mutual Fund	247
FIRST AMERICAN REAL ESTATE	638 Mutual Fund	11,479
FIRST AMERICAN SMALL CAP GROWT	268 Mutual Fund	5,799
FIRST AMERICAN SMALL CAP SELEC	226 Mutual Fund	2,989
FIRST EAGLE GLOBAL FUND CL A	3,206 Mutual Fund	148,648
FIRSTHAND TECHNOLOGY VALUE	9 Mutual Fund	267
FIRSTHAND TECHNOLOGY VALUE	56 Mutual Fund	1,609
FPA NEW INCOME CL A	4,631 Mutual Fund	50,248
GABELLI ASSET FUND AAA	34 Mutual Fund	1,680
GABELLI EQUITY INCOME FUND C	782 Mutual Fund	16,002
GAMCO GOLD FUND CL AAA	290 Mutual Fund	10,379
GAMCO WESTWOOD BALANCED FUND C	1,373 Mutual Fund	14,654
HARBOR BOND FUND INST CL	1,051 Mutual Fund	12,711
HARBOR CAP APPRECIATION FUND I	1,415 Mutual Fund	51,974
HARBOR INTERNATIONAL FUND I	91 Mutual Fund	5,450
HARBOR INTERNATIONAL FUND I	554 Mutual Fund	33,258
HARDING LOEVNER EMERGING MARKE	291 Mutual Fund	15,096
HARTFORD CAPITAL APPR FUND C	654 Mutual Fund	22,641
HEARTLAND SELECT VALUE FUND I	200 Mutual Fund	5,850
HEARTLAND VALUE PLUS FD INV CL	273 Mutual Fund	8,148
HEARTLAND VALUE PLUS FD INV CL	58 Mutual Fund	1,742
HUSSMAN STRATEGIC TOTAL RETURN	1,234 Mutual Fund	14,964

WILLIS NORTH AMERICA, INC.
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FORM 5500, SCHEDULE H, PART 1V, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
ICON ENERGY FUND CL S	514 Mutual Fund	10,293
INTREPID ALL CAP FD	293 Mutual Fund	2,988
INTREPID SMALL CAP	774 Mutual Fund	12,635
INVESCO TECHNOLOGY FD INV	12 Mutual Fund	376
INVESCO TECHNOLOGY FD INV	199 Mutual Fund	6,448
IQ ALPHA HEDGE STRATEGY INST C	2,103 Mutual Fund	21,960
IVY ASSET STRATEGY FUND CL A	450 Mutual Fund	10,982
IVY ASSET STRATEGY FUND CL I	1,006 Mutual Fund	24,749
IVY GLOBAL NATURAL RESOUR	939 Mutual Fund	20,296
JANUS BALANCED FD CL T	376 Mutual Fund	9,428
JANUS CONTRARIAN FD CL T	381 Mutual Fund	5,574
JANUS GROWTH & INCM CL T	30 Mutual Fund	916
JANUS OVERSEAS FD CL T	100 Mutual Fund	5,073
JANUS OVERSEAS FD CL T	263 Mutual Fund	13,310
JANUS OVERSEAS FD CL T	670 Mutual Fund	33,949
JANUS RESEARCH FD CL T	125 Mutual Fund	3,670
JENSEN PORTFOLIO CLASS J	268 Mutual Fund	7,263
JHANCOCK3 DISCIPLINED VALUE	597 Mutual Fund	7,728
KINETICS PARADIGM FUND	460 Mutual Fund	10,724
LAZARD EMERGING MARKETS PORTFO	865 Mutual Fund	19,191
LAZARD EMERGING MARKETS PORTFO	378 Mutual Fund	8,385
LEUTHOLD CORE INVESTMENT FUND	451 Mutual Fund	7,610
LOOMIS SAYLES BOND CL I	4,838 Mutual Fund	69,032
LOOMIS SAYLES BOND FUND CL R	1,122 Mutual Fund	15,951
LOOMIS SAYLES GLOBAL BD FUND C	465 Mutual Fund	7,662
LOOMIS SAYLES GLOBAL BD FUND C	1,591 Mutual Fund	26,180
MANNING & NAPIER EQUITY SERIES	579 Mutual Fund	11,167
MANNING & NAPIER WORLD OPPTY	311 Mutual Fund	2,678
MARKETFIELD FD	1,547 Mutual Fund	20,918
MARSICO GLOBAL FD	607 Mutual Fund	6,729
MATTHEWS ASIAN GROWTH & INCOME	1,410 Mutual Fund	25,430
MATTHEWS CHINA FUND	119 Mutual Fund	3,495
MATTHEWS CHINA FUND	251 Mutual Fund	7,367
MATTHEWS INDIA FUND	1,215 Mutual Fund	26,100
MERGER FUND	3,040 Mutual Fund	47,967
MERIDIAN GROWTH FUND	41 Mutual Fund	1,831
MERIDIAN GROWTH FUND	359 Mutual Fund	16,019
METROPOLITAN WEST TOTAL RETURN	482 Mutual Fund	4,999
METROPOLITAN WEST TOTAL RETURN	514 Mutual Fund	5,340
METROPOLITAN WEST TOTAL RETURN	2,920 Mutual Fund	30,311
NEUBERGER BERMAN FOCUS FD INV	113 Mutual Fund	2,216
NORTHERN SMALL CAP VALUE FUND	192 Mutual Fund	2,916
OAKMARK EQUITY INCOME FD	2,823 Mutual Fund	78,307
PARNASSUS EQUITY INCOME FUND I	145 Mutual Fund	3,809
PARNASSUS EQUITY INCOME FUND I	253 Mutual Fund	6,665
PAYDEN VALUE LEADERS FUND	332 Mutual Fund	3,168
PERKINS MID CAP VALUE FD CL T	190 Mutual Fund	4,282
PERKINS SMALL CAP VALUE FD CL	65 Mutual Fund	1,546
PERMANENT PORTFOLIO	230 Mutual Fund	10,524
PERRITT MICRO CAP OPPORT	373 Mutual Fund	10,224
PERRITT MICRO CAP OPPORT	1,312 Mutual Fund	35,995
PIMCO ALL ASSET CL D	2,428 Mutual Fund	29,106
PIMCO COMMODITY REAL RETURN	3,337 Mutual Fund	30,997
PIMCO DEVELOPING LOCAL MKTS F	5,793 Mutual Fund	61,407
PIMCO DIVERSIFIED INCOME CL D	448 Mutual Fund	5,124
PIMCO TOTAL RETURN FUND CL D	457 Mutual Fund	4,960
PIMCO TOTAL RETURN FUND CL D	5,441 Mutual Fund	59,032
PIMCO TOTAL RETURN FUND CL D	1,724 Mutual Fund	18,707
PIMCO TOTAL RETURN FUND CL D	4,863 Mutual Fund	52,766
PIMCO TOTAL RETURN FUND INSTL	6,011 Mutual Fund	65,215
RAINIER MID CAP EQUITY PORT O	489 Mutual Fund	19,556
ROYCE LOW PRICED STOCK FUND S	804 Mutual Fund	14,671
ROYCE PENNSYLVANIA MUTUA	898 Mutual Fund	10,456
ROYCE PREMIER FUND INVEST	3,902 Mutual Fund	79,408
ROYCE VALUE PLUS FUND SVC CL	3,128 Mutual Fund	41,978
RS TECHNOLOGY FUND	759 Mutual Fund	14,880
RYDEX NASDAQ-100 FUND INV CL	122 Mutual Fund	1,767
SCHW US LCAP ETF	352 Mutual Fund	10,532
SCHWAB DIVIDEND EQUITY FUND	2,217 Mutual Fund	28,486
SCHWAB FINANCIAL SERVICES FUND	698 Mutual Fund	7,311
SCHWAB GNMA FUND	3,003 Mutual Fund	30,631
SCHWAB HEALTH CARE FUND	250 Mutual Fund	3,961
SCHWAB INFLATION PROTEC	6,909 Mutual Fund	74,131

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SCHWAB INTL INDEX FUND	646 Mutual Fund	11,129
SCHWAB MARKETTRACK CONSER	467 Mutual Fund	6,201
SCHWAB S&P 500 INDEX FD	1,155 Mutual Fund	22,602
SCHWAB S&P 500 INDEX FD	466 Mutual Fund	9,123
SCHWAB SMALL CAP INDEX FUND	646 Mutual Fund	13,634
SCHWAB SMALL CAP INDEX FUND	239 Mutual Fund	5,048
SCHWAB US TREAS MONEY FD	255,787 Mutual Fund	255,787
SCHWAB US TREAS MONEY FD	55,032 Mutual Fund	55,032
SCHWAB US TREAS MONEY FD	2,089 Mutual Fund	2,089
SCHWAB VALUE ADVANTAGE MONEY	37,139 Mutual Fund	37,139
SCHWAB VALUE ADVANTAGE MONEY	252,078 Mutual Fund	252,078
SELECTED AMERICAN SHARESCLASS	1,886 Mutual Fund	78,150
SENOMYX INC ** PEN	500 Mutual Fund	3,565
SEQUOIA FUND	42 Mutual Fund	5,371
SOUND SHORE FUND INC	1,789 Mutual Fund	56,924
STRATTON SMALL CAP VALUE FUND	206 Mutual Fund	10,199
T ROWE PRICE EMERGING MARKET	768 Mutual Fund	27,105
T ROWE PRICE EUROPEAN STOCK	198 Mutual Fund	2,966
T ROWE PRICE HIGH YIELD FUND	7,267 Mutual Fund	49,273
T ROWE PRICE INTL BOND FUND	3,093 Mutual Fund	30,780
T ROWE PRICE LATIN AMERIC	660 Mutual Fund	37,454
T ROWE PRICE LATIN AMERIC	71 Mutual Fund	4,033
T ROWE PRICE MEDIA AND TELECO	245 Mutual Fund	12,674
TEMPLETON FOREIGN FUND CL A	974 Mutual Fund	6,797
TEMPLETON GLOBAL BOND FUND A	3,359 Mutual Fund	45,543
TEMPLETON WORLD FUND CL A	2,770 Mutual Fund	41,109
THE DELAFIELD FUND	364 Mutual Fund	10,687
THE DELAFIELD FUND	1,227 Mutual Fund	36,057
THIRD AVENUE REAL ESTATE VALUE	401 Mutual Fund	9,283
THIRD AVENUE VALUE FD INSTL	466 Mutual Fund	24,107
THORNBURG LTD TERM INCM FD CL	902 Mutual Fund	11,821
TOCQUEVILLE FUND	443 Mutual Fund	9,984
TOCQUEVILLE GOLD FUND	46 Mutual Fund	3,953
TOCQUEVILLE GOLD FUND	224 Mutual Fund	19,339
TWEEDY BROWNE GLOBAL VALUE	37 Mutual Fund	884
VALUE LINE EMERGING OPPORT	76 Mutual Fund	2,386
VANGUARD 500 INDEX FUND INVEST	79 Mutual Fund	9,097
VANGUARD 500 INDEX FUND INVEST	108 Mutual Fund	12,554
VANGUARD 500 INDEX FUND INVEST	662 Mutual Fund	76,650
VANGUARD DEVELOPED MKTS INDEX	8,069 Mutual Fund	81,170
VANGUARD DIVIDEND GROWTH FUND	1,251 Mutual Fund	17,985
VANGUARD DIVIDEND GROWTH FUND	3,268 Mutual Fund	47,001
VANGUARD EMERGING MKTS STOCK	712 Mutual Fund	21,603
VANGUARD EMERGING MKTS STOCK	529 Mutual Fund	16,035
VANGUARD HIGH YIELD CORP FUND	1,214 Mutual Fund	6,918
VANGUARD HIGH YIELD CORP FUND	5,126 Mutual Fund	29,216
VANGUARD INFLATION PROTEC	1,399 Mutual Fund	18,188
VANGUARD INFLATION PROTEC	4,067 Mutual Fund	52,868
VANGUARD INTL EXPLORER INVES	1,638 Mutual Fund	27,310
VANGUARD INTL GROWTH FD INVEST	843 Mutual Fund	16,307
VANGUARD INTL GROWTH FD INVEST	186 Mutual Fund	3,593
VANGUARD INTL VALUE FUND	482 Mutual Fund	15,517
VANGUARD MID CAP GROWTH INDEX	805 Mutual Fund	19,682
VANGUARD S/T INVESTMENT GRADE	5,234 Mutual Fund	56,366
VANGUARD SHORT TERM BOND INDEX	4,789 Mutual Fund	50,523
VANGUARD SMALL CAP GROWTH	751 Mutual Fund	16,468
VANGUARD SMALL CAP INDEX FUND	640 Mutual Fund	22,237
VANGUARD SMALL CAP VALUE INDEX	314 Mutual Fund	5,031
VANGUARD TOTAL BD MARKET INDEX	4,277 Mutual Fund	45,338
VANGUARD TOTAL BD MARKET INDEX	3,015 Mutual Fund	31,957
VANGUARD TOTAL INTL STOCK	973 Mutual Fund	15,330
VANGUARD TOTAL INTL STOCK	839 Mutual Fund	13,220
VANGUARD TOTAL STOCK MKT INDEX	827 Mutual Fund	26,095
VANGUARD TOTAL STOCK MKT INDEX	242 Mutual Fund	7,625
VANGUARD TOTAL STOCK MKT INDEX	357 Mutual Fund	11,254
VANGUARD VALUE INDEX FUND I	593 Mutual Fund	12,320
VANGUARD WELLESLEY INCOME	1,541 Mutual Fund	33,430
VANGUARD WELLINGTON FD INVEST	513 Mutual Fund	15,958
VANGUARD WELLINGTON FD INVEST	1,347 Mutual Fund	41,879
VANGUARD WINDSOR FUND INVEST	1,011 Mutual Fund	13,662
VANGUARD WINDSOR II FD INVEST	881 Mutual Fund	22,612
WASATCH EMRG MKT SMALL CAP FD	820 Mutual Fund	2,107
WEITZ VALUE FUND	858 Mutual Fund	24,398

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WELLS FARGO ADVANTAGE DIVERS	83 Mutual Fund	873
WELLS FARGO ADVANTAGE GROWTH	247 Mutual Fund	7,903
WELLS FARGO ADVANTAGE PREMIE	386 Mutual Fund	3,569
WESTCORE SELECT FUND RETAIL	2,132 Mutual Fund	44,916
WHITE OAK SELECT GROWTH FUND	247 Mutual Fund	9,791
WHITE OAK SELECT GROWTH FUND	457 Mutual Fund	18,132
YACKTMAN FOCUSED FUND	484 Mutual Fund	8,550
YACKTMAN FUND	1,210 Mutual Fund	20,012
YACKTMAN FUND	685 Mutual Fund	11,333
YACKTMAN FUND	4,890 Mutual Fund	80,881
Total		6,192,188
Common Stocks		
Willis		
WILLIS STOCK FUND	557,969 Shares of Common Stock	20,193,382
WILLIS GRP HLDGS PUBLICF	350 Shares of Common Stock	12,121
Total		20,205,503
Other Common Stock		
1/100 BERKSHIRE HTWY CLA100 SH	100 Shares of Common Stock	120,450
3M COMPANY	50 Shares of Common Stock	4,315
3M COMPANY	52 Shares of Common Stock	4,484
3M COMPANY	631 Shares of Common Stock	54,441
A E S CORP	100 Shares of Common Stock	1,218
A M R CORPORATION	75 Shares of Common Stock	584
A T & T INC NEW	426 Shares of Common Stock	12,507
A T & T INC NEW	1,000 Shares of Common Stock	29,380
A T & T INC NEW	200 Shares of Common Stock	5,876
A T & T INC NEW	132 Shares of Common Stock	3,878
A T & T INC NEW	46 Shares of Common Stock	1,364
A T & T INC NEW	5 Shares of Common Stock	147
ABBOTT LABORATORIES	100 Shares of Common Stock	4,791
ACTIONS SEMICNDCTOR ADRF** PEN	3,000 Shares of Common Stock	6,450
AETNA INC NEW	50 Shares of Common Stock	1,526
AGNICO-EAGLE MINES LTD F	45 Shares of Common Stock	3,452
AIRGAS INC TENDER	50 Shares of Common Stock	3,123
AKAMAI TECHNOLOGIES	65 Shares of Common Stock	3,058
ALAMOS GOLD INC F	400 Shares of Common Stock	7,616
ALBERTA STAR DEV CP NEWF	200 Shares of Common Stock	113
ALCATEL LUCENT ADR FSPONSO	585 Shares of Common Stock	1,732
ALCATEL LUCENT ADR FSPONSO	10 Shares of Common Stock	30
ALCATEL LUCENT ADR FSPONSO	136 Shares of Common Stock	403
ALLIED WORLD ASSURANCE F	200 Shares of Common Stock	11,888
ALNYLAM PHARMACEUTICALS ** PEN	500 Shares of Common Stock	4,930
ALPHA NATURAL RESOURCES ** PEN	77 Shares of Common Stock	4,622
ALPHA PRO TECH LTD F	2,000 Shares of Common Stock	3,560
ALTRIA GROUP INC	533 Shares of Common Stock	13,132
ALTRIA GROUP INC	300 Shares of Common Stock	7,386
ALTRIA GROUP INC	500 Shares of Common Stock	12,310
ALTRIA GROUP INC	93 Shares of Common Stock	2,283
AMAZON COM INC	25 Shares of Common Stock	4,500
AMAZON COM INC	50 Shares of Common Stock	9,000
AMER SAFTY INS HLDG LTDF	3,000 Shares of Common Stock	64,140
AMEREN CORPORATION	800 Shares of Common Stock	22,552
AMERICAN INTL GROUP NEW	50 Shares of Common Stock	2,881
AMERICAN INTL GROUP NEW	50 Shares of Common Stock	2,881
AMERICAN INTL GROUP NEW	25 Shares of Common Stock	1,441
AMERICAN INTL GROUP NEW	105 Shares of Common Stock	6,050
AMERICAN INTL GROUP NEW	327 Shares of Common Stock	18,842
AMERICAN INTL GROUP NEW	18 Shares of Common Stock	1,037
AMERICAN INTL GROUP NEW	100 Shares of Common Stock	5,762
AMERICAN INTL GROUP NEW	25 Shares of Common Stock	1,441
AMERICAN INTL GROUP NEW	4 Shares of Common Stock	230
AMERICAN INTL GROUP NEW	63 Shares of Common Stock	3,630
AMERICAN SKIING CORP XXXPLAN O	200 Shares of Common Stock	0
AMERICAN SKIING CORP XXXPLAN O	690 Shares of Common Stock	0
AMERICAN SKIING CORP XXXPLAN O	940 Shares of Common Stock	0
AMERICAN STATES WATER COHOLDIN	165 Shares of Common Stock	5,685
AMPHENOL CORP CL A	40 Shares of Common Stock	2,111
ANADARKO PETROLEUM CORP	200 Shares of Common Stock	15,232
ANADYS PHARMACEUTICALS ** PEN	1,000 Shares of Common Stock	1,420
ANNALY CAPITAL MGMT REIT	3,000 Shares of Common Stock	53,760
ANTARES PHARMA INC	1,000 Shares of Common Stock	1,700
AOL INC	3 Shares of Common Stock	71
AOL INC	9 Shares of Common Stock	213

WILLIS NORTH AMERICA, INC.
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AOL INC	3 Shares of Common Stock	71
APOLLO GROUP INC CL A	180 Shares of Common Stock	7,108
APPLE INC	282 Shares of Common Stock	90,962
APPLE INC	140 Shares of Common Stock	45,158
APPLE INC	85 Shares of Common Stock	27,418
APPLE INC	50 Shares of Common Stock	16,128
APPLE INC	32 Shares of Common Stock	10,322
APPLE INC	40 Shares of Common Stock	12,902
APPLE INC	100 Shares of Common Stock	32,256
APPLIED MATERIALS INC	1 Shares of Common Stock	20
APPLIED MATERIALS INC	218 Shares of Common Stock	3,063
APPLIED MATERIALS INC	300 Shares of Common Stock	4,215
APPLIED VISUAL SCIENCES	6,000 Shares of Common Stock	1,980
ARADIGM CORP NEW	180 Shares of Common Stock	30
ARCA BIOPHARMA INC	250 Shares of Common Stock	793
ARCELOR MITTAL NY NEW FNEW YO	125 Shares of Common Stock	4,766
ARCELOR MITTAL NY NEW FNEW YO	35 Shares of Common Stock	1,335
ARCHER-DANIELS-MIDLND CO	50 Shares of Common Stock	1,504
ASPEN INSURANCE HOLDINGS** PEN	500 Shares of Common Stock	14,310
ATLAS CORPORATION	103,000 Shares of Common Stock	1,545
ATLAS ENERGY INC	290 Shares of Common Stock	12,751
ATMEL CORP	3,046 Shares of Common Stock	37,527
ATMEL CORP	2,000 Shares of Common Stock	24,640
ATP OIL & GAS CORP	550 Shares of Common Stock	9,207
AUCTION MILLS INC NEW	4 Shares of Common Stock	0
AUDIOVOX CP CL A	100 Shares of Common Stock	863
AUTO DATA PROCESSING	40 Shares of Common Stock	1,851
B M C SOFTWARE INC	400 Shares of Common Stock	18,856
B2GOLD CORP F	392 Shares of Common Stock	1,061
BAIDU COM INC ADR F** PEN	75 Shares of Common Stock	7,240
BAIDU COM INC ADR F** PEN	50 Shares of Common Stock	4,827
BANCO SANTANDR CENT ADRFSPONSO	100 Shares of Common Stock	1,065
BANCO SANTANDR CENT ADRFSPONSO	370 Shares of Common Stock	3,941
BANDERA GOLD LTD F	500 Shares of Common Stock	123
BANK OF AMERICA CORP	104 Shares of Common Stock	1,387
BANK OF AMERICA CORP	1,001 Shares of Common Stock	13,350
BANK OF AMERICA CORP	50 Shares of Common Stock	667
BANK OF AMERICA CORP	428 Shares of Common Stock	5,713
BANK OF AMERICA CORP	343 Shares of Common Stock	4,576
BANK OF AMERICA CORP	50 Shares of Common Stock	667
BANK OF AMERICA CORP	300 Shares of Common Stock	4,002
BANK OF AMERICA CORP	752 Shares of Common Stock	10,026
BANK OF AMERICA CORP	135 Shares of Common Stock	1,806
BANNEKER INC NEW	50 Shares of Common Stock	0
BARRETT BUSINESS SVCS	758 Shares of Common Stock	11,789
BAYER A G SPONSORED ADRFSPONSO	350 Shares of Common Stock	25,848
BAYSWATER URANIUM NEW F	100 Shares of Common Stock	80
BB&T CORPORATION	5 Shares of Common Stock	141
BEMIS CO INC	330 Shares of Common Stock	10,778
BERKLEY W R CORPORATION	104 Shares of Common Stock	2,836
BERKSHIRE HATHAWAY B NEWCLASS	150 Shares of Common Stock	12,017
BERKSHIRE HATHAWAY B NEWCLASS	40 Shares of Common Stock	3,204
BERKSHIRE HATHAWAY B NEWCLASS	150 Shares of Common Stock	12,017
BERKSHIRE HATHAWAY B NEWCLASS	50 Shares of Common Stock	4,006
BERKSHIRE HATHAWAY B NEWCLASS	100 Shares of Common Stock	8,011
BERKSHIRE HATHAWAY B NEWCLASS	20 Shares of Common Stock	1,602
BIOELECTRONICS CORP	12,000 Shares of Common Stock	112
BIOPURE CORP CL A NEW	16 Shares of Common Stock	0
BIOSANTE PHARMA INC NEW	5,000 Shares of Common Stock	8,200
BIOSTAR PHARMACEUTICALS	9,000 Shares of Common Stock	25,380
BIOSTAR PHARMACEUTICALS	1,000 Shares of Common Stock	2,820
BLACK HILLS CORP	800 Shares of Common Stock	24,000
BLACKSTONE GROUP LP ** PEN	331 Shares of Common Stock	4,687
BONANZA OIL & GAS INC	2,400 Shares of Common Stock	1
BOSTON SCIENTIFIC CORP	1,000 Shares of Common Stock	7,570
BP PLC ADR FSPONSO	40 Shares of Common Stock	1,767
BRINKS CO DUTCH	303 Shares of Common Stock	8,147
BRINKS CO DUTCH	39 Shares of Common Stock	1,040
BROOKFIELD INFRA PTNRS F	483 Shares of Common Stock	10,170
BROOKS AUTOMATION NEW DUTCH	31 Shares of Common Stock	281
BRUKER CORPORATION	600 Shares of Common Stock	9,960
BUNGE LIMITED F	1,475 Shares of Common Stock	96,658
C H ROBINSON WORLDWD NEW	75 Shares of Common Stock	6,014

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C S X CORP	60 Shares of Common Stock	3,877
CADAN RESOURCES NEW F	100 Shares of Common Stock	75
CALLON PETROLEUM CO	500 Shares of Common Stock	2,960
CALPINE CORP NEW	1,000 Shares of Common Stock	13,340
CALUMET SPECIALTY PROD ** PRI	15 Shares of Common Stock	320
CANADIAN ZINC CORP F	400 Shares of Common Stock	268
CAPITAL BANK CORP NEW	203 Shares of Common Stock	506
CAPITALSOURCE INC ** PRI	8,000 Shares of Common Stock	56,800
CAPSTONE MINING CORP F	200 Shares of Common Stock	904
CATERPILLAR INC	100 Shares of Common Stock	9,366
CATERPILLAR INC	35 Shares of Common Stock	3,278
CATERPILLAR INC	15 Shares of Common Stock	1,405
CELGENE CORP	55 Shares of Common Stock	3,253
CENTRAL FD CDA LTD CLA FCLASS	170 Shares of Common Stock	3,524
CENTRAL FD CDA LTD CLA FCLASS	2,000 Shares of Common Stock	41,460
CENTURYLINK INC	300 Shares of Common Stock	13,851
CENTURYLINK INC	1,000 Shares of Common Stock	46,170
CENVEO INC	5,500 Shares of Common Stock	29,370
CERNER CORP	100 Shares of Common Stock	9,474
CERRO RESOURCES NL ORD F	2,500 Shares of Common Stock	436
CERRO RESOURCES NL ORD F	37,500 Shares of Common Stock	6,536
CHECK PT SOFTWARE TECH F	200 Shares of Common Stock	9,252
CHESAPEAKE ENERGY CORP	103 Shares of Common Stock	2,675
CHESAPEAKE ENERGY CORP	10 Shares of Common Stock	259
CHESAPEAKE UTIL CORP	100 Shares of Common Stock	4,152
CHEVRON CORPORATION	100 Shares of Common Stock	9,125
CHEVRON CORPORATION	70 Shares of Common Stock	6,388
CHINA ENERGY SVGS TECH TRADIN	1,000 Shares of Common Stock	0
CHINA GERUI ADV MAT GP F	1,000 Shares of Common Stock	5,880
CHINA JO-JO DRGSTORE NEW	1,500 Shares of Common Stock	6,300
CHINA KANGTAI CACTUS BIO	1,000 Shares of Common Stock	1,030
CHINA SEC & SRVLLNCE NEWDELAWA	4,000 Shares of Common Stock	21,320
CHINA TEL GROUP INC	20,000 Shares of Common Stock	3,350
CHIPOTLE MEXICAN GRILL ** PEN	25 Shares of Common Stock	5,317
CHIPOTLE MEXICAN GRILL ** PEN	10 Shares of Common Stock	2,127
CHUBB CORPORATION	200 Shares of Common Stock	11,928
CISCO SYSTEMS INC	1,620 Shares of Common Stock	32,773
CISCO SYSTEMS INC	400 Shares of Common Stock	8,092
CISCO SYSTEMS INC	70 Shares of Common Stock	1,416
CISCO SYSTEMS INC	400 Shares of Common Stock	8,092
CISCO SYSTEMS INC	200 Shares of Common Stock	4,046
CISCO SYSTEMS INC	196 Shares of Common Stock	3,965
CISCO SYSTEMS INC	200 Shares of Common Stock	4,046
CISCO SYSTEMS INC	300 Shares of Common Stock	6,069
CISCO SYSTEMS INC	22 Shares of Common Stock	445
CISCO SYSTEMS INC	125 Shares of Common Stock	2,529
CITADEL BROADCASTING CP	15 Shares of Common Stock	0
CITADEL BROADCASTING CP	4 Shares of Common Stock	0
CITADEL BROADCASTING CP	8 Shares of Common Stock	0
CITIGROUP INC	2,300 Shares of Common Stock	10,879
CITIGROUP INC	2,300 Shares of Common Stock	10,879
CITIGROUP INC	2,000 Shares of Common Stock	9,460
CITIGROUP INC	250 Shares of Common Stock	1,183
CITIGROUP INC	57,440 Shares of Common Stock	271,691
CITIGROUP INC	1,690 Shares of Common Stock	7,994
CITIGROUP INC	405 Shares of Common Stock	1,916
CITIGROUP INC	400 Shares of Common Stock	1,892
CITIGROUP INC	6,000 Shares of Common Stock	28,380
CITIGROUP INC	200 Shares of Common Stock	946
CITIGROUP INC	179 Shares of Common Stock	845
CITIGROUP INC	850 Shares of Common Stock	4,021
CITIGROUP INC	1,485 Shares of Common Stock	7,024
CITIGROUP INC	3,700 Shares of Common Stock	17,501
CITRIX SYSTEMS INC	200 Shares of Common Stock	13,682
CITRIX SYSTEMS INC	15 Shares of Common Stock	1,026
COACH INC	55 Shares of Common Stock	3,042
COCA COLA COMPANY	100 Shares of Common Stock	6,577
COCA COLA COMPANY	11 Shares of Common Stock	749
COCA COLA COMPANY	58 Shares of Common Stock	3,797
COEUR D ALENE MINES NEW	85 Shares of Common Stock	2,322
COGNIZANT TECH SOL CL A	150 Shares of Common Stock	10,994
COLGATE-PALMOLIVE CO	70 Shares of Common Stock	5,626
COLONIAL BANCGROUP INC REGIST	725 Shares of Common Stock	5

WILLIS NORTH AMERICA, INC.
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FORM 5500, SCHEDULE H, PART 1V, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
COMCAST CORP NEW CL A	102 Shares of Common Stock	2,234
COMCAST CORP NEW CL A	16 Shares of Common Stock	352
COMDISCO HOLDING CO RTSRIGHTS	150 Shares of Common Stock	19
COMPUTRZD THERML IMAGING	1,000 Shares of Common Stock	2
COMPUTRZD THERML IMAGING	100 Shares of Common Stock	0
CONAGRA FOODS INC	10 Shares of Common Stock	226
CONOCOPHILLIPS	800 Shares of Common Stock	54,480
CONOCOPHILLIPS	50 Shares of Common Stock	3,405
CONOCOPHILLIPS	430 Shares of Common Stock	29,283
CONOCOPHILLIPS	6 Shares of Common Stock	383
CONS WATER CO INC ORD F	529 Shares of Common Stock	4,851
CONSOL ENERGY INC	104 Shares of Common Stock	5,078
CONTL PRECIOUS MINERALSF	1,000 Shares of Common Stock	866
COPANO ENERGY LLC ** PEN	17 Shares of Common Stock	570
CORN PRODUCTS INTL INC	100 Shares of Common Stock	4,601
CORNING INC	200 Shares of Common Stock	3,864
COSTCO WHSL CORP NEW	90 Shares of Common Stock	6,499
COVIDIEN PLC F	9 Shares of Common Stock	418
CPEX PHARMACEUTICALS INCTENDER	10 Shares of Common Stock	243
CREE INC	25 Shares of Common Stock	1,647
CROSSHAIR EXPL NEW F	362 Shares of Common Stock	912
CYNOSURE INC ** PEN	600 Shares of Common Stock	6,138
DECKERS OUTDOOR CORP	105 Shares of Common Stock	8,373
DECODE GENETICS INC XXXPLAN O	5,900 Shares of Common Stock	0
DEERE & CO	75 Shares of Common Stock	6,229
DELL INC	50 Shares of Common Stock	678
DELL INC	200 Shares of Common Stock	2,710
DELL INC	140 Shares of Common Stock	1,897
DELL INC	100 Shares of Common Stock	1,355
DELL INC	500 Shares of Common Stock	6,775
DELL INC	100 Shares of Common Stock	1,355
DELL INC	15 Shares of Common Stock	203
DEVL DIVERSIFIED RLTY REIT	205 Shares of Common Stock	2,895
DEVON ENERGY CP NEW	1,008 Shares of Common Stock	79,103
DHT HOLDINGS INC XXXCASH M	200 Shares of Common Stock	930
DIREXION SHARES ETF NEW WITH S	200 Shares of Common Stock	5,569
DIREXION SHS EXCH TRD FDDAILY	200 Shares of Common Stock	3,122
DIREXION SHS EXCH TRD FDDAILY	100 Shares of Common Stock	1,801
DISNEY WALT CO	200 Shares of Common Stock	7,502
DISNEY WALT CO	65 Shares of Common Stock	2,438
DISNEY WALT CO	109 Shares of Common Stock	4,094
DITEM EXPLORATION INC F	1,000 Shares of Common Stock	121
DOLLAR GENERAL CORP NEW ** PEN	250 Shares of Common Stock	7,668
DORCHESTER MINERALS LP	400 Shares of Common Stock	10,988
DOT HILL SYSTEMS CORP	5,000 Shares of Common Stock	8,750
DOW CHEMICAL COMPANY	210 Shares of Common Stock	7,169
DRYSHIPS INC F** PEN	100 Shares of Common Stock	549
DU PONT E I DE NEMOUR&CO	101 Shares of Common Stock	5,029
DU PONT E I DE NEMOUR&CO	50 Shares of Common Stock	2,494
DUKE ENERGY CORP NEW	300 Shares of Common Stock	5,343
DUKE ENERGY CORP NEW	100 Shares of Common Stock	1,781
DUKE ENERGY CORP NEW	2,560 Shares of Common Stock	45,594
E C U SILVER MINING INCF	5,000 Shares of Common Stock	6,743
E M C CORP MASS	420 Shares of Common Stock	9,618
E M C CORP MASS	14 Shares of Common Stock	321
E M C CORP MASS	175 Shares of Common Stock	4,008
EARTHLINK INC	100 Shares of Common Stock	860
EASTMAN KODAK COMPANY	111 Shares of Common Stock	596
EBAY INC	100 Shares of Common Stock	2,783
ECHELON CORPORATION	180 Shares of Common Stock	1,834
EDDIE BAUER HOLDINGS XXXBANKRU	5,000 Shares of Common Stock	0
EDWARDS LIFESCIENCES CP	80 Shares of Common Stock	6,467
EGA EMERGING GLOBAL ETF CONSUM	1,500 Shares of Common Stock	34,965
EGA EMERGING GLOBAL ETF INDXX	100 Shares of Common Stock	2,093
ELAN CORP PLC SPON ADR FSPONSO	3,300 Shares of Common Stock	18,909
ELECTROGLAS CORP	400 Shares of Common Stock	2
EMDEON INC ** PEN	800 Shares of Common Stock	10,832
EMERSON ELECTRIC CO	308 Shares of Common Stock	17,618
ENDEAVOUR INTL CORP NEW	2,858 Shares of Common Stock	39,440
ENDURANCE SPECALTY HLDGF	100 Shares of Common Stock	4,607
ENRON CORP XXXBANKRU	1,400 Shares of Common Stock	0
ENTEGRIS INC DUTCH	1,000 Shares of Common Stock	7,470
ENTERPRISE PRD PRTNRS LP	270 Shares of Common Stock	11,235

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Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
ENTERPRISE PRD PRTNRS LP	275 Shares of Common Stock	11,443
ENTMNT GAMING ASIA INC	1,000 Shares of Common Stock	360
ERICSSON TEL ADR B NEW FCL B S	120 Shares of Common Stock	1,384
E-TRADE FINANCIAL CP NEW	2,000 Shares of Common Stock	32,000
EUROMAX RESOURCES LTD F	55,000 Shares of Common Stock	15,774
EVOLVING SYSTEMS INC NEW	1,000 Shares of Common Stock	8,320
EWORLD COMPANIES INC NEW	625,000 Shares of Common Stock	63
EXACT SCIENCES CORP	10,000 Shares of Common Stock	59,800
EXELIXIS INC	2,500 Shares of Common Stock	20,525
EXELON CORPORATION	208 Shares of Common Stock	8,644
EXELON CORPORATION	300 Shares of Common Stock	12,492
EXPO HOLDING INC	33,500 Shares of Common Stock	7
EXXON MOBIL CORPORATION	300 Shares of Common Stock	21,936
EXXON MOBIL CORPORATION	1 Shares of Common Stock	67
EXXON MOBIL CORPORATION	139 Shares of Common Stock	10,134
EXXON MOBIL CORPORATION	195 Shares of Common Stock	14,289
EXXON MOBIL CORPORATION	10 Shares of Common Stock	731
EXXON MOBIL CORPORATION	3 Shares of Common Stock	186
F5 NETWORKS INC	30 Shares of Common Stock	3,905
FAIRPOINT COMMUN INC ** PEN	1 Shares of Common Stock	0
FALCON OIL & GAS LTD F	80,000 Shares of Common Stock	12,480
FASTENAL CO	25 Shares of Common Stock	1,498
FASTENAL CO	60 Shares of Common Stock	3,595
FIDELITY NATL FINL INC CLASS	420 Shares of Common Stock	5,746
FIFTH THIRD BANCORP	100 Shares of Common Stock	1,468
FIFTH THIRD BANCORP	500 Shares of Common Stock	7,340
FINISH LINE INC CL A	1,531 Shares of Common Stock	26,318
FIRST STATE BANCORP NM	10,000 Shares of Common Stock	500
FIRST TR BICK INDEX ETF EMERGI	517 Shares of Common Stock	16,989
FLAMEL TECH SA ADR FSPONSO	1,000 Shares of Common Stock	6,840
FORD MOTOR COMPANY NEW TENDER	180 Shares of Common Stock	3,022
FORD MOTOR COMPANY NEW TENDER	200 Shares of Common Stock	3,358
FORD MOTOR COMPANY NEW TENDER	225 Shares of Common Stock	3,780
FORD MOTOR COMPANY NEW TENDER	1,000 Shares of Common Stock	16,790
FORD MOTOR COMPANY NEW TENDER	13 Shares of Common Stock	218
FORTRESS INVESTMENT GP ** PEN	300 Shares of Common Stock	1,710
FOUNTAIN HEALTHY AGING	7,500 Shares of Common Stock	8
FREEPORT MCMORAN COPPER	152 Shares of Common Stock	18,194
FREEPORT MCMORAN COPPER	50 Shares of Common Stock	6,005
FREIGHTCAR AMERICA INC ** PEN	403 Shares of Common Stock	11,669
FRONTIER COMMUNICATIONS	500 Shares of Common Stock	4,865
FRONTIER COMMUNICATIONS	15 Shares of Common Stock	146
FRONTIER COMMUNICATIONS	24 Shares of Common Stock	234
FRONTIER OIL CORP	50 Shares of Common Stock	901
FUTURELINK CORP NEW TRADIN	18 Shares of Common Stock	0
GASCO ENERGY INC	1,500 Shares of Common Stock	525
GENERAL ELECTRIC COMPANY	280 Shares of Common Stock	5,121
GENERAL ELECTRIC COMPANY	1,000 Shares of Common Stock	18,290
GENERAL ELECTRIC COMPANY	500 Shares of Common Stock	9,145
GENERAL ELECTRIC COMPANY	300 Shares of Common Stock	5,487
GENERAL ELECTRIC COMPANY	500 Shares of Common Stock	9,145
GENERAL ELECTRIC COMPANY	536 Shares of Common Stock	9,805
GENERAL ELECTRIC COMPANY	208 Shares of Common Stock	3,804
GENERAL ELECTRIC COMPANY	1,487 Shares of Common Stock	27,194
GENERAL ELECTRIC COMPANY	576 Shares of Common Stock	10,544
GENERAL ELECTRIC COMPANY	400 Shares of Common Stock	7,316
GENERAL ELECTRIC COMPANY	67 Shares of Common Stock	1,231
GENERAL ELECTRIC COMPANY	1,019 Shares of Common Stock	18,633
GENERAL ELECTRIC COMPANY	400 Shares of Common Stock	7,316
GENERAL ELECTRIC COMPANY	45 Shares of Common Stock	823
GENERAL ELECTRIC COMPANY	103 Shares of Common Stock	1,876
GENERAL ELECTRIC COMPANY	57 Shares of Common Stock	1,038
GENERAL GROWTH PPTYS NEW	10,099 Shares of Common Stock	156,333
GENERAL MILLS INC	80 Shares of Common Stock	2,847
GENERAL MILLS INC	55 Shares of Common Stock	1,966
GENERAL MOTORS CO ** PEN	100 Shares of Common Stock	3,686
GENERAL MOTORS CO ** PEN	1,000 Shares of Common Stock	36,860
GENERAL MOTORS CO ** PEN	250 Shares of Common Stock	9,215
GENSPERA INC	75 Shares of Common Stock	154
GETTY REALTY CORP NEW REIT	265 Shares of Common Stock	8,285
GLAXOSMITHKLINE PLC ADRFSPONSO	300 Shares of Common Stock	11,766
GLOBAL ALUMINA CORP FDUTCH	11,000 Shares of Common Stock	16,280
GLOBAL PEOPLELINE TELECO	3 Shares of Common Stock	0

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GOLD CANYON RES INC F	5,250 Shares of Common Stock	12,047
GOLD CANYON RES INC F	10,000 Shares of Common Stock	22,946
GOLD CANYON RES INC F	15,000 Shares of Common Stock	34,419
GOLD FIELDS LTD NEW ADRFSPONSO	477 Shares of Common Stock	8,648
GOLDCORP INC NEW FEXCHAN	32 Shares of Common Stock	1,471
GOLDEN STAR RES LTD CDAF	2,000 Shares of Common Stock	9,180
GOLDMAN SACHS GROUP INC	35 Shares of Common Stock	5,927
GOOGLE INC ** PEN	11 Shares of Common Stock	6,534
GOOGLE INC ** PEN	10 Shares of Common Stock	5,940
GOOGLE INC ** PEN	10 Shares of Common Stock	5,940
GOOGLE INC ** PEN	10 Shares of Common Stock	5,940
GOOGLE INC ** PEN	5 Shares of Common Stock	2,970
GRANDE PORTAGE RES LTD F	75,000 Shares of Common Stock	10,193
GREEN EARTH TECHS INC	5,000 Shares of Common Stock	1,750
GREENLAND MIN & EGY ORDF	10,000 Shares of Common Stock	12,249
GUGGENHEIM EXCH TRD FD BRIC E	159 Shares of Common Stock	7,343
GULF RESOURCES INC NEW	1,713 Shares of Common Stock	18,312
GULF RESOURCES INC NEW	225 Shares of Common Stock	2,405
HAIN CELESTIAL GROUP INC	100 Shares of Common Stock	2,706
HALLIBURTON CO HLDG CO EXCHAN	760 Shares of Common Stock	31,031
HARD TO TREAT DISEASES	42,000 Shares of Common Stock	8
HATTERAS FINANCIAL CORP ** PEN	634 Shares of Common Stock	19,183
HDFC BANK LIMITED ADR FSPONSO	50 Shares of Common Stock	8,356
HEALTH CARE REIT INC REIT	130 Shares of Common Stock	6,193
HEALTHSOUTH CORP NEW	680 Shares of Common Stock	14,083
HECLA MINING COMPANY	450 Shares of Common Stock	5,067
HELICOS BIOSCIENCES CORP** PEN	520 Shares of Common Stock	61
HERBALIFE LTD F** PEN	65 Shares of Common Stock	4,444
HERCULES OFFSHORE INC ** PEN	2,000 Shares of Common Stock	6,960
HERSHEY COMPANY	24 Shares of Common Stock	1,154
HESS CORPORATION	45 Shares of Common Stock	3,444
HEWLETT-PACKARD COMPANY	500 Shares of Common Stock	21,050
HEWLETT-PACKARD COMPANY	100 Shares of Common Stock	4,210
HEWLETT-PACKARD COMPANY	140 Shares of Common Stock	5,900
HOME DEPOT INC TENDER	200 Shares of Common Stock	7,012
HOME DEPOT INC TENDER	150 Shares of Common Stock	5,259
HOMEOWNERS CHOICE INC	1,000 Shares of Common Stock	8,080
HUDSON CITY BANCORP INC	500 Shares of Common Stock	6,370
HUDSON CITY BANCORP INC	100 Shares of Common Stock	1,274
IAMGOLD CORPORATION FEXCHAN	500 Shares of Common Stock	8,900
ICON PLC SPON ADR FSPONSO	200 Shares of Common Stock	4,380
IMAGING DIAGNOSTIC SYS	21,000 Shares of Common Stock	840
IMAX CORP F	800 Shares of Common Stock	22,456
IMPACT SILVER CORP F	1,000 Shares of Common Stock	1,751
INGERSOLL RAND CL A NEWFIRELAN	28 Shares of Common Stock	1,312
INOVIO PHARMACEUTICALS	1,000 Shares of Common Stock	1,150
INTEL CORP	100 Shares of Common Stock	2,103
INTEL CORP	100 Shares of Common Stock	2,103
INTEL CORP	1,000 Shares of Common Stock	21,030
INTEL CORP	500 Shares of Common Stock	10,515
INTEL CORP	118 Shares of Common Stock	2,474
INTEL CORP	117 Shares of Common Stock	2,462
INTEL CORP	300 Shares of Common Stock	6,309
INTEL CORP	188 Shares of Common Stock	3,955
INTELLIGENT COMM ENT NEW	2,618 Shares of Common Stock	131
INTERCONTINENTALEXCHANGE** PEN	15 Shares of Common Stock	1,787
INTERDIGITAL INC	165 Shares of Common Stock	6,871
INTERIORS INC CL A	25,709 Shares of Common Stock	26
INTERPHARM HOLDINGS INC	1,000 Shares of Common Stock	13
INTL BUSINESS MACHINES	46 Shares of Common Stock	6,751
INTL BUSINESS MACHINES	25 Shares of Common Stock	3,669
INTL BUSINESS MACHINES	250 Shares of Common Stock	36,690
INTL BUSINESS MACHINES	164 Shares of Common Stock	24,098
INTL BUSINESS MACHINES	27 Shares of Common Stock	3,994
INTL BUSINESS MACHINES	20 Shares of Common Stock	2,935
INTUITIVE SURGICAL NEW	8 Shares of Common Stock	2,062
INTUITIVE SURGICAL NEW	10 Shares of Common Stock	2,578
INVESCO CONSTELLATION FD CL A	998 Shares of Common Stock	23,247
INVESCO CONSTELLATION FD CL A	1,245 Shares of Common Stock	29,005
IQ HEDGE MAC TRACKER ETFMACRO	385 Shares of Common Stock	10,603
IRELAND BANK ADR FSPONSO	4,000 Shares of Common Stock	10,600
ISCO INTERNATIONAL INXXXBANKRU	53,770 Shares of Common Stock	0
ISHARES MSCI BRAZIL INDXBRAZIL	80 Shares of Common Stock	6,192

WILLIS NORTH AMERICA, INC.
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ISHARES MSCI BRAZIL INDXBRAZIL	114 Shares of Common Stock	8,824
ISHARES MSCI BRAZIL INDXBRAZIL	400 Shares of Common Stock	30,960
ISHARES MSCI EMRG MKT FDWITH S	177 Shares of Common Stock	8,440
ISHARES MSCI EMRG MKT FDWITH S	40 Shares of Common Stock	1,906
ISHARES MSCI EMRG MKT FDWITH S	550 Shares of Common Stock	26,214
ISHARES MSCI ETF ALL PE	100 Shares of Common Stock	5,036
ISHARES MSCI GRMNY IDX GERMAN	702 Shares of Common Stock	16,806
ISHARES MSCI MALAYSIA MALAYS	637 Shares of Common Stock	9,165
ISHARES MSCI SWEDEN IDX SWEDEN	280 Shares of Common Stock	8,744
ISHARES MSCI VAL IDX FD	135 Shares of Common Stock	6,866
ISHARES RUSSELL MIDCAP WITH S	175 Shares of Common Stock	9,907
ISHARES S&P GLOBAL S&P GL	709 Shares of Common Stock	11,229
ISHARES S&P MIDCAP 400 S&P MI	123 Shares of Common Stock	9,743
ISHARES S&P SMALLCAP 600S&P SM	136 Shares of Common Stock	9,798
ISHARES S&P SMALLCAP 600S&P SM	67 Shares of Common Stock	4,864
ISHARES S&P U S PFD FUNDS&P U	256 Shares of Common Stock	9,933
ISHARES SILVER TRUST INDEX	150 Shares of Common Stock	4,527
ISHARES SILVER TRUST INDEX	350 Shares of Common Stock	10,563
ISHARES TR BARCLAYS TIPSBOND F	45 Shares of Common Stock	4,838
ISHARES TR BARCLAYS TIPSBOND F	45 Shares of Common Stock	4,838
ISHARES TR BARCLAYS TIPSBOND F	342 Shares of Common Stock	36,772
ISHARES TR DJ US INDL US IND	1,030 Shares of Common Stock	67,362
ISHARES TR LEHMAN BD FD LEHMAN	42 Shares of Common Stock	3,549
ISHARES TR MSCI EAFE FD WITH S	120 Shares of Common Stock	6,989
ISHARES TR MSCI EAFE FD WITH S	313 Shares of Common Stock	18,198
ISHARES TR RUSSELL 1000 RUSSEL	1,966 Shares of Common Stock	112,573
ISHARES TR RUSSELL 2000 RUSSEL	150 Shares of Common Stock	13,147
ISHARES TR S&P SMALLCAP WITH S	150 Shares of Common Stock	10,277
ISHARES TRUST IBOXX	66 Shares of Common Stock	5,959
ISHARES TRUST INDEX FUNDWITH S	225 Shares of Common Stock	9,695
ISHARES TRUST INDEX FUNDWITH S	514 Shares of Common Stock	22,148
ISHARES TRUST MSCI E	192 Shares of Common Stock	8,093
ISHARES TRUST S&P 500 S&P 50	69 Shares of Common Stock	8,711
ISHARES TRUST S&P 500 S&P 50	50 Shares of Common Stock	6,313
ISHARES TRUST S&P GL	302 Shares of Common Stock	10,576
ISIS PHARMACEUTICALS INC	600 Shares of Common Stock	6,072
ITC HOLDINGS CORP ** PEN	140 Shares of Common Stock	8,677
JABIL CIRCUIT INC	250 Shares of Common Stock	5,023
JABIL CIRCUIT INC	0 Shares of Common Stock	0
JADE ART GROUP INC NEW	45,000 Shares of Common Stock	7,875
JDS UNIPHASE CORP NEW	2 Shares of Common Stock	29
JDS UNIPHASE CORP NEW	176 Shares of Common Stock	2,548
JEDI MIND INC	10,000 Shares of Common Stock	96
JOHNSON & JOHNSON	200 Shares of Common Stock	12,370
JOHNSON & JOHNSON	1 Shares of Common Stock	74
JPMORGAN CHASE & CO	175 Shares of Common Stock	7,424
JPMORGAN CHASE & CO	65 Shares of Common Stock	2,756
K V PHARMACEUTICAL CL A	4,200 Shares of Common Stock	10,710
KANSAS CITY SOUTHERN	300 Shares of Common Stock	14,358
KBR INC ** PEN	55 Shares of Common Stock	1,676
KINDER MORGAN ENERGY LP UNIT L	60 Shares of Common Stock	4,216
KINDER MORGAN ENERGY LP UNIT L	128 Shares of Common Stock	8,970
KINDER MORGAN MGMT LLC	245 Shares of Common Stock	16,393
KINDER MORGAN MGMT LLC	1,150 Shares of Common Stock	76,917
KRAFT FOODS INC EXCHAN	207 Shares of Common Stock	6,523
KRAFT FOODS INC EXCHAN	274 Shares of Common Stock	8,640
KRAFT FOODS INC EXCHAN	35 Shares of Common Stock	1,110
KRISPY KREME DOUGHNUT CP	500 Shares of Common Stock	3,490
L INTERNATIONAL COMPUTERTRADIN	200 Shares of Common Stock	0
L-1 IDENTITY SOLUTIONS	200 Shares of Common Stock	2,382
LAB CP OF AMER HLDG NEW	400 Shares of Common Stock	35,168
LADISH CO NEW	100 Shares of Common Stock	4,862
LAS VEGAS SANDS CORP ** PEN	145 Shares of Common Stock	6,663
LEVEL 3 COMMUNICATIONS	1,500 Shares of Common Stock	1,470
LIGHTBRIDGE CORP	517 Shares of Common Stock	2,771
LILLY ELI & COMPANY ODDLOT	300 Shares of Common Stock	10,512
LIMITED BRANDS INC TENDER	141 Shares of Common Stock	4,344
LONGTOP FINL TECH ADS F** PEN	250 Shares of Common Stock	9,045
LOWES COMPANIES INC	205 Shares of Common Stock	5,129
LOWES COMPANIES INC	209 Shares of Common Stock	5,253
LSI CORPORATION	4 Shares of Common Stock	24
LSI CORPORATION	10 Shares of Common Stock	60
LSI CORPORATION	2 Shares of Common Stock	12

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M D U RESOURCES GROUP	529 Shares of Common Stock	10,723
MAGELLAN MIDSTREAM PTNRS	150 Shares of Common Stock	8,475
MARKEL CORP HOLDIN	40 Shares of Common Stock	15,125
MARKET VECTORS ETF ** PEN	30 Shares of Common Stock	1,730
MARKET VECTORS ETF TRUSTGOLD M	1,043 Shares of Common Stock	64,103
MARSH & MC LENNAN CO INC	46 Shares of Common Stock	1,258
MASTERCARD INC ** PEN	10 Shares of Common Stock	2,241
MATTEL INCORPORATED	259 Shares of Common Stock	6,589
MC DONALDS CORP EXCHAN	2 Shares of Common Stock	161
MCG CAPITAL CORP	7,450 Shares of Common Stock	51,927
MEADOWBROOK INSURANCE GP	107 Shares of Common Stock	1,101
MEDCOHEALTH SOLUTIONS ODDLOT	150 Shares of Common Stock	9,191
MEDCOHEALTH SOLUTIONS ODDLOT	62 Shares of Common Stock	3,799
MEDTRONIC INC	200 Shares of Common Stock	7,418
MEGA URANIUM LTD 12 WTSFWARRAN	1,500 Shares of Common Stock	272
MEGA URANIUM LTD F	14,000 Shares of Common Stock	15,358
MELA SCIENCES INC	1,094 Shares of Common Stock	3,665
MELCO PBL ENTMT LTD ADRF**PEND	650 Shares of Common Stock	4,134
MELCO PBL ENTMT LTD ADRF**PEND	10,000 Shares of Common Stock	63,600
MERCK & CO INC NEW	1,000 Shares of Common Stock	36,040
MERCK & CO INC NEW	351 Shares of Common Stock	12,668
MERCK & CO INC NEW	27 Shares of Common Stock	973
MERCK & CO INC NEW	31 Shares of Common Stock	1,134
METANOR RESOURCES F	1,000 Shares of Common Stock	448
METANOR RESOURCES F	2,500 Shares of Common Stock	1,120
METANOR RESOURCES F	5,000 Shares of Common Stock	2,239
METLIFE INC	345 Shares of Common Stock	15,332
METRICOM INC NEW ^XXBANKRU	100 Shares of Common Stock	0
MGM MIRAGE TENDER	200 Shares of Common Stock	2,970
MGM MIRAGE TENDER	42 Shares of Common Stock	624
MICROSOFT CORP DUTCH	100 Shares of Common Stock	2,791
MICROSOFT CORP DUTCH	1 Shares of Common Stock	15
MICROSOFT CORP DUTCH	400 Shares of Common Stock	11,164
MICROSOFT CORP DUTCH	55 Shares of Common Stock	1,540
MICROSOFT CORP DUTCH	3,700 Shares of Common Stock	103,267
MICROSOFT CORP DUTCH	1,000 Shares of Common Stock	27,910
MICROSOFT CORP DUTCH	100 Shares of Common Stock	2,791
MICROSOFT CORP DUTCH	1,200 Shares of Common Stock	33,492
MICROSOFT CORP DUTCH	1 Shares of Common Stock	24
MICROSOFT CORP DUTCH	600 Shares of Common Stock	16,746
MICROSOFT CORP DUTCH	225 Shares of Common Stock	6,275
MICROSOFT CORP DUTCH	300 Shares of Common Stock	8,373
MICROSOFT CORP DUTCH	0 Shares of Common Stock	2
MICROSOFT CORP DUTCH	60 Shares of Common Stock	1,675
MICROSOFT CORP DUTCH	160 Shares of Common Stock	4,466
MICROSOFT CORP DUTCH	112 Shares of Common Stock	3,137
MICROSOFT CORP DUTCH	225 Shares of Common Stock	6,275
MIDDLEBY CORP THE	100 Shares of Common Stock	8,442
MILLENNIUM CELL INC	5,000 Shares of Common Stock	1
MIPS TECHNOLOGIES	500 Shares of Common Stock	7,585
MOLSON COORS BREWING CLB	14 Shares of Common Stock	703
MONSANTO CO NEW DEL	1,000 Shares of Common Stock	69,640
MONTPELIER RE HLDGS LTD	25,000 Shares of Common Stock	26,010
MONTPELIER RE HLDGS LTDF	109 Shares of Common Stock	2,164
MORGAN STANLEY	3,822 Shares of Common Stock	103,992
MOSAIC COMPANY	150 Shares of Common Stock	11,454
MOSAIC COMPANY	85 Shares of Common Stock	6,491
MOTOROLA INCORPORATED ODDLOT	211 Shares of Common Stock	1,910
MOTORS LIQUIDATION CO	118 Shares of Common Stock	11
MULTIMEDIA GAMES INC DUTCH	1,000 Shares of Common Stock	5,580
MYLAN LABORATORIES INC DUTCH	500 Shares of Common Stock	10,565
NAM TAI ELECTRONICS NEWF	2,000 Shares of Common Stock	12,800
NATL SCIENTIFIC CORP	250 Shares of Common Stock	3
NESTLE S A REG B ADR F1 ADR	25 Shares of Common Stock	1,468
NETAPP INC	95 Shares of Common Stock	5,221
NETFLIX INC	15 Shares of Common Stock	2,636
NETSOL TECHNOLOGIES NEW	750 Shares of Common Stock	1,403
NEW GOLD INC CDA 12 WTSFWARRAN	7,000 Shares of Common Stock	634
NIKE INC CLASS B	50 Shares of Common Stock	4,271
NN INC	3,019 Shares of Common Stock	37,315
NORDIC AMERN TANKR SHPGF	217 Shares of Common Stock	5,638
NORTEL NETWORKS CP NEW F	100 Shares of Common Stock	1
NORTH AMERN DATACOM INC	1,000 Shares of Common Stock	0

WILLIS NORTH AMERICA, INC.
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Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
NOVAMED INC NEW	133 Shares of Common Stock	1,533
NOVARTIS A G SPON ADR FSPONSO	175 Shares of Common Stock	10,316
NUCOR CORP	311 Shares of Common Stock	13,611
NUTRACEUTICAL INTL CORP	100 Shares of Common Stock	1,419
NUVEEN FLTG RATE INCM FD	120 Shares of Common Stock	1,417
NVIDIA CORP	100 Shares of Common Stock	1,540
NYSE EURONEXT N V	200 Shares of Common Stock	5,996
OAKWOOD HOMES CORP NEW TRADIN	200 Shares of Common Stock	0
OBN HOLDINGS INC NEW	200 Shares of Common Stock	11
OCCIDENTAL PETE CORP	29 Shares of Common Stock	2,845
OMEGA NAV ENTERPRISES AF** PEN	9,500 Shares of Common Stock	12,160
OMNICARE INC	69 Shares of Common Stock	1,750
OMNICOM GROUP INC	25 Shares of Common Stock	1,145
ORACLE CORPORATION	200 Shares of Common Stock	6,260
ORACLE CORPORATION	102 Shares of Common Stock	3,178
ORACLE CORPORATION	102 Shares of Common Stock	3,178
ORACLE CORPORATION	81 Shares of Common Stock	2,542
OSHKOSH CORP	175 Shares of Common Stock	6,167
OXUS GOLD PLC WEF ORD F	202,700 Shares of Common Stock	17,128
P I C O HOLDINGS INC NEW	30 Shares of Common Stock	954
PALADIN ENERGY LTD ORD FCANADI	1,000 Shares of Common Stock	5,053
PAN AMERICAN SILVER CP F	200 Shares of Common Stock	8,242
PANERA BREAD CO CL A	35 Shares of Common Stock	3,542
PARAMOUNT GOLD AND SILVRTRADIN	10,000 Shares of Common Stock	39,900
PATRIOT COAL CORP	1,500 Shares of Common Stock	29,055
PATRIOT NATL BANCORP INC	3,300 Shares of Common Stock	6,930
PAYCHEX INC	212 Shares of Common Stock	6,560
PCCW LIMITED NEW ORD F	180 Shares of Common Stock	80
PEPSICO INCORPORATED	200 Shares of Common Stock	13,066
PEPSICO INCORPORATED	22 Shares of Common Stock	1,413
PETROLEO BRASILEIRO ADRFSA PET	35 Shares of Common Stock	1,324
PFIZER INCORPORATED ODDLOT	150 Shares of Common Stock	2,627
PFIZER INCORPORATED ODDLOT	600 Shares of Common Stock	10,506
PFIZER INCORPORATED ODDLOT	300 Shares of Common Stock	5,253
PFIZER INCORPORATED ODDLOT	66 Shares of Common Stock	1,156
PFIZER INCORPORATED ODDLOT	110 Shares of Common Stock	1,933
PFIZER INCORPORATED ODDLOT	25 Shares of Common Stock	438
PFIZER INCORPORATED ODDLOT	450 Shares of Common Stock	7,880
PFIZER INCORPORATED ODDLOT	136 Shares of Common Stock	2,384
PHILIP MORRIS INTL INC	300 Shares of Common Stock	17,559
PHILIP MORRIS INTL INC	23 Shares of Common Stock	1,317
PHILLIPS-VAN HEUSEN CORP	35 Shares of Common Stock	2,205
PHOTRONICS INC	500 Shares of Common Stock	2,955
PIMCO CORPORATE OPPTY FD	265 Shares of Common Stock	4,504
PIMCO EXCH TRADED FUND 15+ YR	492 Shares of Common Stock	26,740
PIMCO EXCH TRADED FUND ENHANC	167 Shares of Common Stock	16,819
PINETREE CAPITAL NEW F	1,500 Shares of Common Stock	6,250
PINNACLE AIRLINES CORP -- PEN	150 Shares of Common Stock	1,185
PIPER JAFFRAY COS NEW ODDLOT	1 Shares of Common Stock	35
PLAINS ALL AMERN PPLN LPUNIT L	140 Shares of Common Stock	8,791
PLAINS ALL AMERN PPLN LPUNIT L	200 Shares of Common Stock	12,558
PLUG POWER INC	125 Shares of Common Stock	46
PLUM CREEK TIMBER CO REIT	200 Shares of Common Stock	7,490
POWERSHARES GLOBAL WATER** PEN	400 Shares of Common Stock	7,596
POWERSHRS DB AGRICULTRE DOUBLE	400 Shares of Common Stock	5,628
POWERSHS DB COMMDTY INDX	711 Shares of Common Stock	19,588
POWERSHS DB MULTI SECTORPOWERS	220 Shares of Common Stock	11,992
POWERSHS DB US DOLLAR TRINDEX	175 Shares of Common Stock	4,743
POWERSHS EXCH TRAD FD TRDYNAMI	114 Shares of Common Stock	2,471
POWERSHS EXCH TRAD FD TRDYNAMI	308 Shares of Common Stock	4,973
POWERSHS EXCH TRAD FD TRDYNAMI	1,600 Shares of Common Stock	29,648
POWERSHS EXCH TRAD FD TRPOWERS	443 Shares of Common Stock	5,956
POWERSHS EXCH TRAD FD TRPREFER	4,000 Shares of Common Stock	56,480
POWERSHS EXCH TRAD FD TRPREFER	6,000 Shares of Common Stock	84,720
POWERSHS QQQ TRUST SER 1	130 Shares of Common Stock	7,080
POWERSHS QQQ TRUST SER 1	320 Shares of Common Stock	17,452
PRECISION CASTPARTS CORP	30 Shares of Common Stock	4,176
PRECISION DRILLING CORPF	965 Shares of Common Stock	9,351
PRICELINE.COM INC NEW	- Shares of Common Stock	0
PRICELINE.COM INC NEW	15 Shares of Common Stock	5,993
PROCTER & GAMBLE EXCHAN	40 Shares of Common Stock	2,573
PROCTER & GAMBLE EXCHAN	105 Shares of Common Stock	6,780
PROCTER & GAMBLE EXCHAN	24 Shares of Common Stock	1,561

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PROSHARES TRUST ETF ULTRAS	4,800 Shares of Common Stock	177,792
PROSHARES TRUST ETF ULTRAS	5,000 Shares of Common Stock	185,200
PROSHS ULTRASHORT DJ AIG** PEN	200 Shares of Common Stock	2,034
PROSHS ULTRASHRT S&P500 PROSHA	350 Shares of Common Stock	8,316
PROXIM CORP CL A NEW CLASS	15 Shares of Common Stock	0
PUMA EXPLORATION INC F	2,750 Shares of Common Stock	830
PUMA EXPLORATION INC F	3,900 Shares of Common Stock	1,177
QUALCOMM INC	200 Shares of Common Stock	9,898
QUALCOMM INC	340 Shares of Common Stock	16,827
QUALCOMM INC	90 Shares of Common Stock	4,454
QUALMARK CORP	400 Shares of Common Stock	80
R F MICRO DEVICES INC	1,000 Shares of Common Stock	7,350
RAMBUS INC DEL	484 Shares of Common Stock	9,912
RANGE RESOURCES CORP	100 Shares of Common Stock	4,498
RARE ELEMENT RESOURCES F	500 Shares of Common Stock	8,030
RAYTHEON COMPANY NEW ODD LO	369 Shares of Common Stock	17,105
REALNETWORKS INC	2,000 Shares of Common Stock	8,400
REALTY INCOME CORP REIT	200 Shares of Common Stock	6,840
REDHAWK RESOURCES INC F	2,000 Shares of Common Stock	1,671
RELIANCE STL & ALUMINUM	1,415 Shares of Common Stock	72,286
RESEARCH IN MOTION LTD F	100 Shares of Common Stock	5,813
RITE AID CORPORATION	4,000 Shares of Common Stock	3,533
RITE AID CORPORATION	100 Shares of Common Stock	88
ROCKWELL AUTOMATION INC	9 Shares of Common Stock	645
ROCKWELL COLLINS INC	9 Shares of Common Stock	524
ROVI CORPORATION	76 Shares of Common Stock	4,713
ROVI CORPORATION	85 Shares of Common Stock	5,271
ROWE T PRICE GROUP INC	120 Shares of Common Stock	7,745
RYDEX ETF TRUST AUSTRA	15 Shares of Common Stock	1,540
S P D R S&P 500 ETF TR EXPIRI	345 Shares of Common Stock	43,384
SALESFORCE COM ** PEN	65 Shares of Common Stock	8,580
SALESFORCE COM ** PEN	45 Shares of Common Stock	5,940
SANDSTORM RES 14 WTSFWARRAN	4,000 Shares of Common Stock	1,610
SANGUINE CORP NEW	200 Shares of Common Stock	54
SAUER DANFOSS INC	1,304 Shares of Common Stock	36,838
SCHEIN HENRY INC	120 Shares of Common Stock	7,367
SCHW INTL EQ ETF	356 Shares of Common Stock	9,858
SCHW US BRD MKT ETF	351 Shares of Common Stock	10,676
SCHW US LCAP GRO ETF	351 Shares of Common Stock	10,576
SCHW US LCAP VAL ETF	352 Shares of Common Stock	9,951
SCHW US SCAP ETF	351 Shares of Common Stock	12,049
SCOR ADR FSPONSO	1,000 Shares of Common Stock	2,549
SEABRIDGE GOLD INC F	350 Shares of Common Stock	10,738
SEACOAST BK CORP FLA COMMON	100 Shares of Common Stock	146
SEALED AIR CORP NEW	108 Shares of Common Stock	2,760
SECTOR SPDR ENGY SELECT SHARES	1 Shares of Common Stock	68
SECTOR SPDR FINCL SELECTSHARES	511 Shares of Common Stock	8,154
SECTOR SPDR FINCL SELECTSHARES	351 Shares of Common Stock	5,602
SEVEN SEAS PETE NEW ORDFTRADIN	2,000 Shares of Common Stock	0
SHOREHAM RESOURCES LTD F	9,000 Shares of Common Stock	3,442
SIEMENS A G ADR F1 ADR	25 Shares of Common Stock	3,106
SIEMENS A G ADR F1 ADR	200 Shares of Common Stock	24,850
SILGAN HOLDINGS INC TENDER	100 Shares of Common Stock	3,575
SILICON GRAPHICS INC XXXBANKRU	1,000 Shares of Common Stock	0
SILVER WHEATON CORP F	111 Shares of Common Stock	4,333
SILVER WHEATON CORP F	277 Shares of Common Stock	10,814
SILVER WHEATON CORP F	500 Shares of Common Stock	19,520
SILVERCORP METALS INC F	250 Shares of Common Stock	3,208
SINO GAS INTL HLDGS	450 Shares of Common Stock	176
SIRIUS XM RADIO INC	10,000 Shares of Common Stock	16,301
SIRIUS XM RADIO INC	100 Shares of Common Stock	163
SIRIUS XM RADIO INC	100 Shares of Common Stock	163
SIRIUS XM RADIO INC	5,000 Shares of Common Stock	8,151
SIRIUS XM RADIO INC	169 Shares of Common Stock	275
SIRIUS XM RADIO INC	2,000 Shares of Common Stock	3,260
SMAVE SOLUTIONS INC	12 Shares of Common Stock	0
SMAVE SOLUTIONS INC	3 Shares of Common Stock	0
SMITH & WESSON HLDG CORP	628 Shares of Common Stock	2,349
SODASTREAM INTL ORD F** PEN	50 Shares of Common Stock	1,579
SOLAR CAPITAL LTD ** PEN	4,000 Shares of Common Stock	99,120
SONICBLUE INC	700 Shares of Common Stock	1
SONY CORP ADR NEW F1 ADR	100 Shares of Common Stock	3,571
SOUTHERN COPPER CORP	99 Shares of Common Stock	4,812

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Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
SOUTHWEST AIRLINES CO	100 Shares of Common Stock	1,298
SOUTHWEST AIRLINES CO	50 Shares of Common Stock	649
SOUTHWEST AIRLINES CO	500 Shares of Common Stock	6,490
SOUTHWEST AIRLINES CO	967 Shares of Common Stock	12,553
SPDR GOLD TRUST SPDR G	110 Shares of Common Stock	15,259
SPDR GOLD TRUST SPDR G	65 Shares of Common Stock	9,017
SPDR GOLD TRUST SPDR G	350 Shares of Common Stock	48,552
SPDR GOLD TRUST SPDR G	30 Shares of Common Stock	4,162
SPDR GOLD TRUST SPDR G	100 Shares of Common Stock	13,872
SPDR GOLD TRUST SPDR G	1 Shares of Common Stock	139
SPDR INDEX SHARES FUND S&P EM	995 Shares of Common Stock	56,725
SPDR KBW BANK ETF	1,118 Shares of Common Stock	28,967
SPDR S&P CHINA ETF	254 Shares of Common Stock	19,367
SPDR S&P DIVIDEND ETF	770 Shares of Common Stock	40,025
SPDR S&P DIVIDEND ETF	906 Shares of Common Stock	47,094
SPECTRA ENERGY CORP	150 Shares of Common Stock	3,749
SPECTRA ENERGY CORP	50 Shares of Common Stock	1,250
SPECTRA ENERGY CORP	1,280 Shares of Common Stock	31,987
SPECTRASCIENCE INC NEW	4,576 Shares of Common Stock	549
SPONGETECH DELIVERY SYS TRADIN	1,000 Shares of Common Stock	0
SPONGETECH DELIVERY SYS TRADIN	35,525 Shares of Common Stock	4
SPONGETECH DELIVERY SYS TRADIN	700,000 Shares of Common Stock	70
SPROTT PHYS GLD TR ETN F	1,000 Shares of Common Stock	12,345
STAR SCIENTIFIC INC	550 Shares of Common Stock	1,073
STARBUCKS CORP	164 Shares of Common Stock	5,273
STARBUCKS CORP	105 Shares of Common Stock	3,374
STERICYCLE INC	60 Shares of Common Stock	4,855
STERIS CORP	250 Shares of Common Stock	9,115
STEWART ENTERPRISES CL A	223 Shares of Common Stock	1,491
STRATEGIC MINING CORP	83 Shares of Common Stock	12
STRATEGIC RESOURCES LTD	2,500 Shares of Common Stock	18
SUNCOR ENERGY INC NEW F	580 Shares of Common Stock	22,208
SUNESIS PHARMACEUTICALS ** PEN	200 Shares of Common Stock	104
SUNTECH POWER HLDGS CO ** PEN	47 Shares of Common Stock	376
SUNTRUST BANKS INC	200 Shares of Common Stock	5,902
SUPERVALU INC	75 Shares of Common Stock	722
SUREBEAM CORP TRADIN	600 Shares of Common Stock	0
SYMMETRY MEDICAL INC ** PEN	195 Shares of Common Stock	1,804
SYNOVUS FINANCIAL CORP	2,400 Shares of Common Stock	6,336
SYNTEL INC	2,000 Shares of Common Stock	95,600
SYSCO CORPORATION	104 Shares of Common Stock	3,066
SYSCO CORPORATION	100 Shares of Common Stock	2,940
T J X COS INC	110 Shares of Common Stock	4,898
T R C COMPANIES INC	105 Shares of Common Stock	368
TANZANIAN ROYALTY EXPL F	3,000 Shares of Common Stock	21,900
TARGET CORPORATION	680 Shares of Common Stock	40,912
TELE NORTE LESTE ADR FSPONSO	1,400 Shares of Common Stock	20,580
TELLABS INC	3,982 Shares of Common Stock	26,999
TEMPLETON GLOBAL INCM FD	1,000 Shares of Common Stock	10,700
THE SOUTHERN COMPANY	240 Shares of Common Stock	9,175
THE SOUTHERN COMPANY	76 Shares of Common Stock	2,894
THOMPSON CREEK METALS F	750 Shares of Common Stock	11,040
TIANRONG BLDG MAT HLDGS	1,000 Shares of Common Stock	0
TIM HORTONS INC ** PEN	352 Shares of Common Stock	14,527
TIME WARNER CABLE INC.	8 Shares of Common Stock	528
TIME WARNER CABLE INC.	25 Shares of Common Stock	1,651
TIME WARNER CABLE INC.	8 Shares of Common Stock	528
TIME WARNER INC.	33 Shares of Common Stock	1,062
TIME WARNER INC.	100 Shares of Common Stock	3,217
TIME WARNER INC.	37 Shares of Common Stock	1,180
TOTAL S A ADR F1 ADR	170 Shares of Common Stock	9,092
TRANSCANADA CORP F	250 Shares of Common Stock	9,510
TRANSOCEAN INC NEW F	200 Shares of Common Stock	13,902
TRANSOCEAN INC NEW F	175 Shares of Common Stock	12,164
TRANSOCEAN INC NEW F	4 Shares of Common Stock	278
TRANSWITCH CORP NEW	125 Shares of Common Stock	273
TRAVELCENTERS OF AMERICA LLC CO	1,500 Shares of Common Stock	5,655
TRENWICK GROUP LTD ORD F	700 Shares of Common Stock	0
TRINITY INDUSTRIES INC	200 Shares of Common Stock	5,322
TRUEBLUE INC	150 Shares of Common Stock	2,699
TRUSTCO BANK CORP N Y	100 Shares of Common Stock	634
TYCO ELECTRONICS LTD F	9 Shares of Common Stock	333
TYCO INTL LTD NEW F	500 Shares of Common Stock	20,720

WILLIS NORTH AMERICA, INC.
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TYCO INTL LTD NEW F	28 Shares of Common Stock	1,160
TYCO INTL LTD NEW F	9 Shares of Common Stock	387
U S BANCORP DEL NEW	100 Shares of Common Stock	2,697
U S G CORPORATION NEW	330 Shares of Common Stock	5,554
U308 CORP F	1,738 Shares of Common Stock	1,802
UNILEVER PLC ADR NEW FWITH S	225 Shares of Common Stock	6,948
UNITED CONTL HLDGS INC	105 Shares of Common Stock	2,501
UNITED CONTL HLDGS INC	84 Shares of Common Stock	2,001
UNITED PARCEL SERVICE B CLASS	180 Shares of Common Stock	13,069
UNITED RENTALS INC DUTCH	1,647 Shares of Common Stock	37,469
UNITED TECHNOLOGIES CORP	239 Shares of Common Stock	18,826
URANERZ ENERGY CORP	600 Shares of Common Stock	2,394
US BIOTEC INC NEW	196 Shares of Common Stock	0
USA FLORAL PRODS INC ^XXBANKRU	400 Shares of Common Stock	0
V C A ANTECH INC	250 Shares of Common Stock	5,823
VALE SA ADR FSPONSO	250 Shares of Common Stock	8,643
VALERO ENERGY CORP NEW	400 Shares of Common Stock	9,248
VANGUARD BOND INDEX FUNDTOTAL	763 Shares of Common Stock	61,246
VANGUARD DIV APPRCIATION	679 Shares of Common Stock	35,736
VANGUARD DIV APPRCIATION	570 Shares of Common Stock	29,999
VANGUARD EMERGING MARKET	200 Shares of Common Stock	9,629
VANGUARD EMERGING MARKET	44 Shares of Common Stock	2,106
VANGUARD EMERGING MARKET	656 Shares of Common Stock	31,595
VANGUARD GROWTH	1,156 Shares of Common Stock	71,026
VANGUARD INTL EQTY INDEXFTSE A	380 Shares of Common Stock	18,137
VANGUARD REIT	1,095 Shares of Common Stock	60,630
VANGUARD REIT	740 Shares of Common Stock	40,974
VANGUARD SMALL CAP GRWTH	327 Shares of Common Stock	25,542
VANGUARD TOTAL STOCK MKTSTK MK	850 Shares of Common Stock	55,191
VANGUARD TOTAL STOCK MKTSTK MK	118 Shares of Common Stock	7,645
VERIZON COMMUNICATIONS	125 Shares of Common Stock	4,473
VERIZON COMMUNICATIONS	300 Shares of Common Stock	10,734
VERIZON COMMUNICATIONS	200 Shares of Common Stock	7,156
VERIZON COMMUNICATIONS	67 Shares of Common Stock	2,404
VERIZON COMMUNICATIONS	1,000 Shares of Common Stock	35,780
VERIZON COMMUNICATIONS	100 Shares of Common Stock	3,578
VESTA INSURANCE GROUP	216 Shares of Common Stock	0
VESTAS WIND SYS A/S ADRF1 ADR	2,000 Shares of Common Stock	21,114
VIE FINANCIAL GROUP NEW	15 Shares of Common Stock	0
VIROPHARMA INC	350 Shares of Common Stock	6,062
VISA INC ** PEN	200 Shares of Common Stock	14,076
VISA INC ** PEN	200 Shares of Common Stock	14,076
VISHAY INTERTECHNOLOGY	2,510 Shares of Common Stock	36,847
VISHAY INTERTECHNOLOGY	400 Shares of Common Stock	5,872
VISHAY PRECISION GROUP	28 Shares of Common Stock	528
VIVUS INC	250 Shares of Common Stock	2,343
VMWARE INC ** PEN	40 Shares of Common Stock	3,556
VODAFONE GROUP NEW ADR FSPONSO	300 Shares of Common Stock	7,932
WABCO HOLDINGS INC.	39 Shares of Common Stock	2,376
WAL-MART STORES INC	274 Shares of Common Stock	14,765
WAL-MART STORES INC	250 Shares of Common Stock	13,483
WAL-MART STORES INC	11 Shares of Common Stock	614
WAL-MART STORES INC	14 Shares of Common Stock	733
WALTER INVESTMENT MANAGEMENT CORP.	2,185 Shares of Common Stock	39,203
WASTE MANAGEMENT INC DEL	105 Shares of Common Stock	3,855
WASTE MANAGEMENT INC DEL	500 Shares of Common Stock	18,435
WATSCO INC	100 Shares of Common Stock	6,308
WEATHERFORD INTL LTD F	150 Shares of Common Stock	3,420
WELLS FARGO & CO NEW	13 Shares of Common Stock	403
WESTERN COPPER CORP F	80 Shares of Common Stock	214
WESTERN REFINING INC ** PEN	59 Shares of Common Stock	621
WESTERN UNION COMPANY	302 Shares of Common Stock	5,612
WESTERN WATER CO ^XXBANKRU	1,000 Shares of Common Stock	0
WEYERHAEUSER CO TENDER	150 Shares of Common Stock	2,840
WILLIAMS COMPANIES	2,046 Shares of Common Stock	50,583
WISDOMTREE DEFA EQUITY INCOME	99 Shares of Common Stock	4,057
WISDOMTREE EMERGING ETF MKTS L	312 Shares of Common Stock	16,228
WISDOMTREE EQUITY INC FDHI YIE	147 Shares of Common Stock	5,721
WISDOMTREE INDIA EARNING	663 Shares of Common Stock	17,497
WISDOMTREE MIDCAP DIVDNOMIDCAP	46 Shares of Common Stock	2,331
WISDOMTREE SMALLCAP DIV SMALLC	104 Shares of Common Stock	4,932
WISDOMTREE TRUST ** PEN	40 Shares of Common Stock	2,417
WYNN RESORTS	40 Shares of Common Stock	4,154

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WYNN RESORTS	100	Shares of Common Stock	10,384
XEROX CORP	250	Shares of Common Stock	2,880
XEROX CORP	211	Shares of Common Stock	2,433
XEROX CORP	100	Shares of Common Stock	1,152
XL GROUP PLC F	700	Shares of Common Stock	15,274
XL GROUP PLC F	3,050	Shares of Common Stock	66,551
YAMANA GOLD INC F	550	Shares of Common Stock	7,040
YAMANA GOLD INC F	2,000	Shares of Common Stock	25,600
YORA INTL INC NEW	275	Shares of Common Stock	0
ZION OIL & GAS INC ** PEN	1,100	Shares of Common Stock	5,258
ZIONS BANCORP	501	Shares of Common Stock	12,128
ZIX CORPORATION	20	Shares of Common Stock	85
ZORAN CORP NEW	1,000	Shares of Common Stock	8,800
Total			9,266,882
Guaranteed investment contracts			
WILLIS STABLE VALUE FUND		Group Annuity Insurance Contracts	92,453,451
TFLIC STABLE 5 FUND		Group Annuity Insurance Contracts	49,551,138
Total			142,004,589
Money Market Funds			
SCHWAB MONEY MARKET FUND		Money Market	3,609,727
Total			3,609,727
Other Financial Assets			
ALLY BANK 1.45%11CD FDI	23,000	Corporate Bonds	23,064
AMER INTL GROUP 5.375%11NOTES	20,000	Corporate Bonds	20,550
AMERICAN EX CEN 1.7%11CD FDI	30,000	Corporate Bonds	30,286
BARCLAYS BANK N 3.2%14CD FDI	50,000	Corporate Bonds	51,956
BLOCK FINANCIAL 7.875%13NOTES	23,000	Corporate Bonds	24,158
BMW NORTH AMER B 1.7%11CD FDI	40,000	Corporate Bonds	40,382
BMW NORTH AMER B 2.4%12CD FDI	25,000	Corporate Bonds	25,558
BP CAPITAL MKT 3.125%12FNOTES	10,000	Corporate Bonds	10,220
CITIGROUP INC 5.10%11SR NOT	10,000	Corporate Bonds	10,321
FCX 8.250 04/ 8.25%15	15,000	Corporate Bonds	15,825
FIRST UNITED BK 0.85%11CD FDI	10,000	Corporate Bonds	10,008
GE CAPITAL FINL 2.5%11CD FDI	50,000	Corporate Bonds	50,401
GE MONEY BANK N A 1.3%13CD FDI	24,000	Corporate Bonds	24,006
GE MONEY BANK N A 2.3%14CD FDI	10,000	Corporate Bonds	10,155
GENWORTH GL FD 5.125%11NOTES	10,000	Corporate Bonds	10,084
GOLDMAN SACHS 5.70%12NOTES	10,000	Corporate Bonds	10,694
GOLDMAN SACHS G 5.25%13NOTES	25,000	Corporate Bonds	26,855
HARTFORD LF TRST 5.2%11NOTES	10,000	Corporate Bonds	10,049
J P MORGAN CHASE 6.75%11GLBL N	10,000	Corporate Bonds	10,033
MERRILL LYNCH 6.05%12SR UNS	25,000	Corporate Bonds	26,523
PRUDENTIAL FINL 5.8%12NOTES	25,000	Corporate Bonds	26,534
ROYAL CARIBBEA 6.875%13FSR NT	5,000	Corporate Bonds	5,325
SOUTHWEST AIR 5.75%16BONDS	10,000	Corporate Bonds	10,544
WASH MUTUAL FIN 6.875%11SR NOT	10,000	Corporate Bonds	10,216
U S TREAS STRIP 0% 11/11INT PM	12,000	Principal amount due 11/15/2011	11,975
U S TREAS STRIP 0% 11/12INT PM	12,000	Principal amount due 11/15/2012	11,865
U S TREAS STRIP 0% 11/13INT PM	12,000	Principal amount due 11/15/2013	11,658
U S TREAS STRIP 0% 02/11INT PM	53,000	Principal amount due 2/15/2011	52,992
U S TREAS STRIP 0% 02/12INT PM	53,000	Principal amount due 2/15/2012	52,781
U S TREAS STRIP 0% 02/13INT PM	53,000	Principal amount due 2/15/2013	52,168
U S TREAS STRIP 0% 02/14INT PM	12,000	Principal amount due 2/15/2014	11,574
U S TREAS STRIP 0% 05/11INT PM	12,000	Principal amount due 5/15/2011	11,993
U S TREAS STRIP 0% 05/12INT PM	12,000	Principal amount due 5/15/2012	11,938
U S TREAS STRIP 0% 05/13INT PM	12,000	Principal amount due 5/15/2013	11,767
U S TREAS STRIP 0% 08/11INT PM	12,000	Principal amount due 8/15/2011	11,982
U S TREAS STRIP 0% 08/12INT PM	12,000	Principal amount due 8/15/2012	11,894
U S TREAS STRIP 0% 08/13INT PM	12,000	Principal amount due 8/15/2013	11,713
TFLIC General Account		General Insurance Assets	263,328
State Street Bank & Trust Co. Cash Reserve Account		Cash Reserve Account	203,131
Total			1,236,501
PARTICIPANT NOTES RECEIVABLE		Participant notes receivable bearing interest ranging from 4.25% to 11.03% and maturity dates from January 1, 2011 to September 1, 2025	8,685,427
		Total Investments at Fair Value	595,935,192
		Adjustment from Fair Value to Contract Value for Stable Value Funds	(11,250,894)
		Total Investments at Contract Value	$ 584,684,298

Schedule C, Line 2(h) Formula Descriptions

Willis 401(k) Retirement Savings Plan
EIN No.: 13-5654526, Plan No. 003
Plan Year Ending: 12/31/2010

Indirect Compensation in the form of revenue sharing was paid to the following Service Providers:

Diversified Investment Advisors (13-3689044)
National Financial Services (04-3523567)
Mid Atlantic Capital Corporation (25-1409618)

Revenue amounts are shown in annualized basis points of plan assets invested in applicable fund

Fund Family	Fund Name	Start Date	End Date	Revenue to Diversified Investment Advisors	Revenue to National Financial Services	Revenue to Mid Atlantic Capital Corporation
ALLIANCE BERNSTEIN	ALLIANCE BERNSTEIN INT'L VAL K	1/1/2010	12/31/2010	48.350	1.650	
AMERICAN FUNDS	THE GROWTH FUND OF AMERICA R-4	1/1/2010	12/31/2010	33.845	1.155	
AMERICAN FUNDS	AMERICAN EUROPACIFIC, R4 CLASS	1/1/2010	12/31/2010	33.845	1.155	
AMERICAN FUNDS	AMERICAN INC FND OF AMERICA R4	1/1/2010	12/31/2010	33.845	1.155	
AMERICAN FUNDS	AMERICAN FUNDAMENTAL INVEST R4	1/1/2010	12/31/2010	33.845	1.155	
BARON	BARON ASSET FUND	1/1/2010	12/31/2010	38.680	1.320	
COLUMBIA	COLUMBIA SMALL CAP VALUE II, Z	1/1/2010	2/28/2010	33.845	1.155	
COLUMBIA	COLUMBIA SMALL CAP VALUE II, Z	3/1/2010	12/31/2010	38.680	1.320	
DAVIS	DAVIS NY VENTURE**	1/1/2010	12/31/2010	29.010	0.990	
DAVIS	DAVIS NY VENTURE, Y**	1/1/2010	12/31/2010	4.835	0.165	
MFS	MFS VALUE FUND CLASS R4	1/1/2010	12/31/2010	14.505	0.495	
PIMCO	PIMCO TOTAL RETURN INST CLASS	1/1/2010	12/31/2010	0.000	0.000	
ROYCE	ROYCE VALUE PLUS, SERVICE	1/1/2010	5/31/2010	38.680	1.320	
ROYCE	ROYCE VALUE PLUS, SERVICE	6/1/2010	12/31/2010	43.515	1.485	
WELLS FARGO	WELLS FARGO ADV SPECIAL MIDCAP	1/1/2010	12/31/2010	33.845	1.155	

** In addition to the annualized basis points shown, $12 per participant (with activity in this fund during the year) is shared pro-rata among service providers

Schedule C, Line 2(h) Formula Descriptions

Willis 401(k) Retirement Savings Plan
EIN No.: 13-5654526, Plan No. 003
Plan Year Ending: 12/31/2010

Diversified Investment Advisors (13-3689044) also receives revenue sharing in the form of dealer concessions (Finder's Fees) on the following funds:

Fund Family	Fund Name	Formula for Calculating the Dealer Concessions
DAVIS	DAVIS NY VENTURE**	Up to .75% of net assets deposited into this fund.

Willis 401(k) Retirement Savings Plan
EIN No.: 13-5654526, Plan No. 003
Schedule H, Line 4i - Schedule of Assets
Plan Year Ending: 12/31/2010

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value	(e) CURRENT VALUE
	Transamerica Financial Life Ins. Co.	Insurance Company/General Account	$ 263,328
*	State Street Bank & Trust Co.	Cash Reserve Account	$ 203,131
	American Funds	American Funds EuroPacific Growth R4	$ 40,405,659
	American Funds	American Funds Growth Fund of America R4	$ 42,965,605
	American Funds	American Funds Income Fund of America R4	$ 43,283,926
	American Funds	American Funds Fundamental Investor R4	$ 39,119,088
	Baron	Baron Asset	$ 18,930,996
	Columbia	Columbia Small Cap Value II Z	$ 22,417,999
	Davis	Davis NY Venture Y	$ 26,246,665
	MFS	MFS Value R4	$ 18,393,897
	PIMCO	PIMCO Total Return Instl	$ 60,962,053
	Royce	Royce Value Plus Service	$ 24,256,746
	Transamerica Partners Funds Group	Transamerica Partners Instl High Yield Bond	$ 11,455,377
	Transamerica Partners Funds Group	Transamerica Partners Instl Stock Index Fund	$ 47,115,826
	Wells Fargo	Wells Fargo Advantage Special Mid Cap Value Admin	$ 9,180,538
		Mutual Funds Total	$ 404,734,375
	Transamerica Financial Life Ins. Co.	Willis Stable Fund	$ 89,103,009
	Charles Schwab Institutional	Personal Choice Retirement Account (Other Funds)	$ 19,850,960
		Other Investments Total	$ 108,953,969
	Transamerica Financial Life Ins. Co.	Managed Stability-Stable 5 (Bundled)	$ 41,638,565
		Separate Accounts Total	$ 41,638,565
*	Willis North America, Inc.	Willis Stock Fund	$ 20,205,503
		Employer Securities Total	$ 20,205,503
*	Participants	Notes Receivable with interest rates of 4.25% to 11.03%	$ 8,685,427
		TOTAL PLAN ASSETS	$ 584,684,298

* Indicates Party-In-Interest to the Plan