

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), 6057(b), 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
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>WILLIS 401(K) RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>003</u> 1c Effective date of plan <u>01/01/1986</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>WILLIS NORTH AMERICA, INC.</u> <u>26 CENTURY BLVD</u> <u>NASHVILLE, TN 37214</u>	2b Employer Identification Number (EIN) <u>13-5654526</u> 2c Sponsor's telephone number <u>615-872-6421</u> 2d Business code (see instructions) <u>524210</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>07/09/2012</u>	<u>JENNIFER NEIHOFF</u>
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

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
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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
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5 Total number of participants at the beginning of the plan year	5	8946
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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	6145
b Retired or separated participants receiving benefits.....	6b	42
c Other retired or separated participants entitled to future benefits.....	6c	2671
d Subtotal. Add lines 6a , 6b , and 6c	6d	8858
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	23
f Total. Add lines 6d and 6e	6f	8881
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	8165
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	108

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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) ☒ **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) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☒ 1 **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> 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
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning **01/01/2011** and ending **12/31/2011**

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.
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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	8165	01/01/2011	12/31/2011

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	380635
5 Current value of plan's interest under this contract in separate accounts at year end	5	37076941

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. Specify nature of costs ▶	6d	

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	263328
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c Additions: (1) Contributions deposited during the year	7c(1)	300	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	7560	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)	109750	

▶ ADDITIONS TO FORFEITURES

(6) Total additions	7c(6)	117610
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d Total of balance and additions (add b and c(6))	7d	380938
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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)	303	

▶ ALLOCATED FORFEITURES

(5) Total deductions	7e(5)	303
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f Balance at the end of the current year (subtract e(5) from d)	7f	380635
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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 organizations(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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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)..... ☒ 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 RETIREMENT CORPORATION

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 RETIREMENT CORPORATION

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	139802	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ 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 ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

SAGEVIEW ADVISORY GROUP LLC

33-0818667

(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 ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

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	60600	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ASAP, INC.

06-1122960

(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?
99	OTHER	17200	Yes ☐ No ☒	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	25158	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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)

WINDHAVEN INVESTMENT MANAGEMEN

27-3763801

(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	5497	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ 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 ☐

(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 RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	0
<p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p>		
AMERICAN FUNDS 5300 ROBIN HOOD ROAD NORFOLK, VA 23513	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<p style="text-align: center;">(a) Enter service provider name as it appears on line 2</p>		
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	0
<p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p>		
BARON 767 FIFTH AVE 49TH FL NEW YORK, NY 10153	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<p style="text-align: center;">(a) Enter service provider name as it appears on line 2</p>		
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	0
<p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p>		
COLUMBIA 245 SUMMER STREET FLOOR 3 BOSTON, MA 02210	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 RETIREMENT CORPORATION	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 RETIREMENT CORPORATION	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)	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	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.
PRUDENTIAL 751 BROAD STREET NEWARK, NJ 07102	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 RETIREMENT CORPORATION	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.	
RIDGE WORTH 50 HURT PLAZA SUITE 1400 ATLANTA, GA 30303	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 RETIREMENT CORPORATION	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 RETIREMENT CORPORATION	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.	
RUSSELL 909 A STREET TACOMA, WA 98402	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 RETIREMENT CORPORATION	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.
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	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 RETIREMENT CORPORATION	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)	

(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)	

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.
BARON 767 FIFTH AVE 49TH FL NEW YORK, NY 10153	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.
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)

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
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>MFS 30 DAN ROAD CANTON, MA 02021</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>NATIONAL FINANCIAL SERVICES</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">33</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PRUDENTIAL 751 BROAD STREET NEWARK, NJ 07102</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>NATIONAL FINANCIAL SERVICES</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">33</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>RIDGE WORTH 50 HURT PLAZA SUITE 1400 ATLANTA, GA 30303</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)</p> </div> </div>		

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.
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.
RUSSELL 909 A STREET TACOMA, WA 98402	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.
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	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.
WELLS FARGO 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
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.
ALLIANZ FUNDS 33-0457728	RANGE OF 0.02 - 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.
AMERICAN CENTURY INVESTMENTS 43-0821857	RATE OF 0.24% 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 FUNDS 95-1411037	RANGE OF 0.05 - 0.35% 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 AQR 13-3987414		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF 0.10% OF AVERAGE DAILY BALANCE OF ASSET(S)		
(a) Enter service provider name as it appears on line 2 CHARLES SCHWAB & CO., INC.		
(b) Service Codes (see instructions) 33		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation ARTIO GLOBAL 13-6174048		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)		
(a) Enter service provider name as it appears on line 2 CHARLES SCHWAB & CO., INC.		
(b) Service Codes (see instructions) 33		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation ARTISAN 39-1811840		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 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.
ASTON 20-4747475	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)

(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 04-6171663	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 BUFFALO 48-1069845		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)		
(a) Enter service provider name as it appears on line 2 CHARLES SCHWAB & CO., INC.		
(b) Service Codes (see instructions) 33		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation COHEN & STEERS 14-1904657		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)		
(a) Enter service provider name as it appears on line 2 CHARLES SCHWAB & CO., INC.		
(b) Service Codes (see instructions) 33		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation COLUMBIA 93-0577450		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 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	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)	
52-1603329		
(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	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)	
13-4143904		
(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.		
DOUBLELINE	333 S. GRAND AVENUE 18TH FLOOR LOS ANGELES, CA 90071	RATE OF 0.10% 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.
DREYFUS 13-2614959	RATE OF 0.32% 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.
DWS INVESTMENTS 13-3241232	RANGE OF 0.03 - 0.04% 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.
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.
FRANKLIN TEMPLETON INVESTMENT FUNDS 13-2670991	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

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 HARBOR 04-2679462		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE OF 0.03 - 0.43% OF AVERAGE DAILY BALANCE OF ASSETS		
(a) Enter service provider name as it appears on line 2 CHARLES SCHWAB & CO., INC.		
(b) Service Codes (see instructions) 33		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation HARDING LOEVNER 27-0684167		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)		
(a) Enter service provider name as it appears on line 2 CHARLES SCHWAB & CO., INC.		
(b) Service Codes (see instructions) 33		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation HEARTLAND 39-1572323		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 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.
IRONCLAD FUNDS PO BOX 2175 MILWAUKEE, WI 53201	RATE OF 0.10% 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.
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 0.35% 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 JENSEN 93-0978027		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)		
(a) Enter service provider name as it appears on line 2 CHARLES SCHWAB & CO., INC.		
(b) Service Codes (see instructions) 33		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation KINETICS 13-3878346		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)		
(a) Enter service provider name as it appears on line 2 CHARLES SCHWAB & CO., INC.		
(b) Service Codes (see instructions) 33		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation LAZARD 20-4571006		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 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.
MAINSTAY 52-2206685	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)

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.
MARKETFIELD FUNDS 292 MADISON AVENUE 14TH FLOOR NEW YORK, NY 10017		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.
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		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 METROPOLITAN WEST FUNDS 95-4597302		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSET(S)		
(a) Enter service provider name as it appears on line 2 CHARLES SCHWAB & CO., INC.		
(b) Service Codes (see instructions) 33		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation METZLER/PAYDEN 95-4695230		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)		
(a) Enter service provider name as it appears on line 2 CHARLES SCHWAB & CO., INC.		
(b) Service Codes (see instructions) 33		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation NATIXIS FUNDS 04-3200027		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 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.
NUVEEN 36-3817266	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.
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 0.38% 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.
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)

(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

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.
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)

(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.
SATURNA 91-1454817	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.	
SOUND SHORE 06-1332926	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.	
STATE STREET GLOBAL ADVISORS. 42-1704580	RATE OF 0.30% 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 0.02% 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 TOCQUEVILLE 13-3549887		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)		
(a) Enter service provider name as it appears on line 2 CHARLES SCHWAB & CO., INC.		
(b) Service Codes (see instructions) 33		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation TOUCHSTONE 31-0487145		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)		
(a) Enter service provider name as it appears on line 2 CHARLES SCHWAB & CO., INC.		
(b) Service Codes (see instructions) 33		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation WEITZ 47-0693748		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 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.
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.
YACKTMAN 36-3831621	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

(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

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:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2011</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011					
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 36-6071399-020		d Entity code P		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37076941	
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)	
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,	

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
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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
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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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>WILLIS 401(K) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WILLIS NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>13-5654526</u>	

Part I	Asset and Liability Statement
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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	119003
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		9192809
(2) Participant contributions	1b(2)	977960	971009
(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)	8685427	8388631
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	41638565	37076941
(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)	404734375	393097709
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	263328	380635
(15) Other	1c(15)	108953969	119151147

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	20205503	20843077
(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	585662258	589220961

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 through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	585662258	589220961
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	9495352	
(B) Participants	2a(1)(B)	40240531	
(C) Others (including rollovers)	2a(1)(C)	4967180	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		54703063

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)	399026	
(F) Other	2b(1)(F)	7560	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		406586

(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)	9367698	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		9367698

(3) Rents	2b(3)		
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(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)	2874214	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2874214
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1739044
(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)		-15086426
c Other income.....	2c		1885316
d Total income. Add all income amounts in column (b) and enter total.....	2d		55889495

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	51942741	
(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)		51942741
f Corrective distributions (see instructions)	2f		2752
g Certain deemed distributions of participant loans (see instructions).....	2g		58731
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	60600	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	90000	
(4) Other	2i(4)	175968	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		326568
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		52330792

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3558703
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) ☒ 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 ☒ 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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	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?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.		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 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>WILLIS 401(K) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WILLIS NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>13-5654526</u>

Part I	Distributions
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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	<u>0</u>
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): <u>13-3689044</u>		
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	<u>708</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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
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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. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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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.
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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): _____

- 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, 2011 and
2010, and for the Year Ended December 31, 2011,
Supplemental Schedule as of December 31, 2011,
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 <i>Employee Retirement Income Security Act of 1974</i> have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

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

We have audited the accompanying statements of net assets available for benefits of the Willis 401(k) Retirement Savings Plan (the "Plan") as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the year ended December 31, 2011. 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, 2011 and 2010, and the changes in net assets available for benefits for the year ended December 31, 2011, 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, 2011, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but are 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. This 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 2011 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic 2011 financial statements taken as a whole.

Deloitte & Touche LLP

June 26, 2012

WILLIS 401(k) RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS:		
Participant-directed investments — at fair value	<u>\$ 587,341,968</u>	<u>\$ 587,249,765</u>
Total investments	<u>587,341,968</u>	<u>587,249,765</u>
Receivables:		
Notes receivable from participants	8,388,631	8,685,427
Contributions receivable from employer	9,192,809	-
Contributions receivable from participants	<u>971,009</u>	<u>977,960</u>
Total receivables	<u>18,552,449</u>	<u>9,663,387</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	605,894,417	596,913,152
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE STABLE VALUE FUNDS	<u>(16,673,456)</u>	<u>(11,250,894)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 589,220,961</u>	<u>\$ 585,662,258</u>

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, 2011

ADDITIONS:

Contributions:

Participant contributions	\$ 40,240,531
Rollover contributions	4,967,180
Employer contributions	<u>9,495,352</u>

Total contributions	<u>54,703,063</u>
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Investment income:

Net depreciation in fair value of investments	(13,409,120)
Dividends	9,367,698
Interest	<u>4,828,829</u>

Net investment income	<u>787,407</u>
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Interest income on notes receivable from participants	<u>399,026</u>
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DEDUCTIONS:

Benefits paid to participants	(52,004,225)
Administrative expenses	<u>(326,568)</u>

Total deductions	<u>(52,330,793)</u>
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INCREASE IN NET ASSETS	<u>3,558,703</u>
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>585,662,258</u>
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End of year	<u><u>\$ 589,220,961</u></u>
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See notes to financial statements.

WILLIS 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2011 AND 2010, AND FOR THE YEAR ENDED DECEMBER 31, 2011

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. The match was reinstated in 2011. After a year of service, participants are eligible for a 100% match of employee contributions up to a maximum of 2% of the employee’s annual eligible compensation. The match is subject to certain Internal Revenue Code (IRC) limitations. The Company match is calculated annually and it is automatically invested per the participant’s investment elections.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant’s account is credited with the participant’s contribution, the Company’s match, 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, 2011 and 2010, forfeited non-vested accounts totaled \$314,450 and \$198,439, respectively. During the year ended December 31, 2011, forfeiture amounts will be used to offset future Employer contributions. During the year ended December 31, 2010, forfeiture amounts were used to reduce the Plan's administrative expenses.

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 funds are stated at fair value and then adjusted to contract value as described below. Fair value of the stable funds is the net asset value of its underlying investments, and contract value is principal plus accrued interest.

In accordance with GAAP, the stable value funds are 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. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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 stable value funds. 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, 2011 and 2010 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. There were no excess contributions payable at December 31, 2011 and 2010.

New Accounting Standards — The accounting standard adopted in 2011 is described below.

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 were adopted in 2011. The adoption in 2010 and 2011 did not materially affect the Plan's financial statements.

New Accounting Standards Not Yet Effective

ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs

— In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820. ASU 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. The adoption will not have a material effect on the statement of net assets available for benefits and statement of changes in net assets available for benefits. Plan management has not determined the impact on the disclosures in the 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, 2011:

Willis Stable Value Fund (at contract value)	\$99,260,312
Pimco Total Return Fund	64,210,388
Transamerica Partners Institutional Stock Index Fund	46,187,901
American Funds Income Fund	40,757,700
American Funds Growth Fund	38,250,549
TFLIC Stable 5 Fund (at contract value)	37,076,941
American Funds Fundamental Investment Fund	35,515,770
American Funds Europacific	33,248,431

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 Europacific	40,405,659
American Funds Fundamental Investment Fund	39,119,088

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$13,409,120 as follows:

Mutual funds	\$ (15,615,265)
Common stock	2,211,441
Corporate bonds	(734)
U.S. government securities	<u>(4,562)</u>
Net depreciation in fair value of investments	<u>\$ (13,409,120)</u>

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.

	2011	2010
Willis Stable Value Fund average yields:		
Based on annualized earnings (1)	10.01 %	7.62 %
Based on interest rate credited to participants (2)	2.85	3.21
TFLIC Stable 5 Fund average yields:		
Based on annualized earnings (1)	11.49 %	8.14 %
Based on interest rate credited to participants (2)	3.72	4.23

(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 IRC (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. During 2012, the Plan administrator filed for an updated determination letter. A final determination letter has not been issued as of the date of issuance of the financial statements. 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, 2011, 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. The Plan administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2008.

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 2011 were not significant.

At December 31, 2011 and 2010, the Plan held 514,195 and 558,319 shares, respectively, of common stock of Willis Group Holdings plc, with a fair value of \$20,843,077 and \$20,205,503, 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 set 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, 2011 and December 31, 2010:

Assets at Fair Value as of December 31, 2011				
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual Funds:				
Large Cap Stocks:				
Domestic	\$ 203,850,954	\$ -	\$ -	\$ 203,850,954
International	35,027,621	-	-	35,027,621
Mid/Small Cap Stocks	68,051,928	-	-	68,051,928
Retirement Funds	8,870,131	-	-	8,870,131
Bonds:				
Investment Grade	64,210,388	-	-	64,210,388
High Yield	13,086,687	-	-	13,086,687
Various Diversified Funds	5,214,179	-	-	5,214,179
Common Stocks:				
Willis Group Holdings plc	20,843,077	-	-	20,843,077
Other Common Stock	9,591,187	-	-	9,591,187
Guaranteed Investment Contracts	-	153,010,709	-	153,010,709
Money Market Funds	-	4,362,387	-	4,362,387
Other Financial Assets	<u>1,222,720</u>	<u>-</u>	<u>-</u>	<u>1,222,720</u>
Total Assets at Fair Value	<u>\$ 429,968,872</u>	<u>\$ 157,373,096</u>	<u>\$ -</u>	<u>\$ 587,341,968</u>

For the year ended December 31, 2011, there were no significant transfers in or out of Levels 1, 2 or 3.

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	<u>1,236,501</u>	<u>-</u>	<u>-</u>	<u>1,236,501</u>
 Total Assets at Fair Value	 <u>\$ 441,635,449</u>	 <u>\$ 145,614,316</u>	 <u>\$ -</u>	 <u>\$ 587,249,765</u>

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

8. SUBSEQUENT EVENTS

For the year ended December 31, 2011, subsequent events were evaluated through June 26, 2012, 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, 2011

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	\$ 38,250,549
American Funds Income Fund	Mutual Fund	40,757,700
American Funds Fundamental Investment Funds	Mutual Fund	35,515,770
Davis NY Venture Fund	Mutual Fund	22,610,664
MFS Value Fund	Mutual Fund	20,528,370
Transamerica Partners Stock Index Fund	Mutual Fund	46,187,901
Total		<u>203,850,954</u>
International		
American Funds Europacific	Mutual Fund	33,248,431
Russell Emerging Markets Fund	Mutual Fund	1,779,190
Total		<u>35,027,621</u>
Mid/Small Cap Stocks		
Columbia Small Cap Value Fund	Mutual Fund	19,687,672
Fidelity Spartan Extended Market Index	Mutual Fund	3,217,344
Prudential Mid Cap	Mutual Fund	17,423,982
Ridge Worth Mid Cap Value	Mutual Fund	7,827,362
Royce Value Plus	Mutual Fund	19,895,568
Total		<u>68,051,928</u>
Retirement Funds		
T Rowe RA 2010	Mutual Fund	680,926
T Rowe RA 2020	Mutual Fund	3,355,127
T Rowe RA 2030	Mutual Fund	2,595,618
T Rowe RA 2040	Mutual Fund	1,005,408
T Rowe RA 2050	Mutual Fund	382,330
T Rowe RA Income	Mutual Fund	850,722
Total		<u>8,870,131</u>
Bonds		
Investment Grade		
PIMCO Total Return Fund	Mutual Fund	64,210,388
Total		<u>64,210,388</u>
High Yield		
Transamerica Partners High Yield Fund	Mutual Fund	13,086,687
Total		<u>13,086,687</u>
Various Diversified Mutual Funds		
ABERDEEN GLOBAL SMALL CAP A	402 Mutual Fund	8,172
ALPINE DYNAMIC DIVIDEND FUND	2,503 Mutual Fund	9,036
AMANA INCOME FUND	226 Mutual Fund	7,169
AMERICAN CENTURY GOVT BOND F	6,276 Mutual Fund	72,360
AMERICAN CENTURY INFLAT	796 Mutual Fund	10,137
AMERICAN FD FUNDAMENTAL INV FD	82 Mutual Fund	2,912
AMERICAN FD GROWTH FD OF AMERI	4,582 Mutual Fund	130,867
AMERICAN FD INV CO OF AMERIC	51 Mutual Fund	1,390
AMERICAN FD NEW PERSPE	70 Mutual Fund	1,829
AQR INTL MOMENTUM FD CL L	677 Mutual Fund	7,695
AQR MGD FUTURES STRAT FD CL I	2,375 Mutual Fund	22,727
AQR MOMENTUM FD CL L	1,376 Mutual Fund	19,110
AQR SMALL CAP MOMENTUM FD CL	712 Mutual Fund	9,885
ARTIO GLOBAL EQTY FD INC CL	300 Mutual Fund	9,839
ARTIO GLOBAL HIGH INCOME FUND	642 Mutual Fund	6,248
ARTISAN INTL FUND	1,034 Mutual Fund	20,512
ARTISAN INTL VALUE FUND	998 Mutual Fund	25,052
ASTON RIVER ROAD INDEPE	7,394 Mutual Fund	78,594
BARON ASSET FUND	158 Mutual Fund	7,209
BERWYN INCOME FUND	2,523 Mutual Fund	32,467
BLACKROCK EQTY DIVIDEND FD INV	1,692 Mutual Fund	30,706
BLACKROCK GLOBAL ALLOCA	456 Mutual Fund	8,273
BLACKROCK INTL OPPTY A	627 Mutual Fund	17,644
BUFFALO GROWTH FUND	1,614 Mutual Fund	39,768
BUFFALO SCIENCE AND TECH FUND	1,457 Mutual Fund	20,610
CGM FOCUS FUND	401 Mutual Fund	10,297
COHEN & STEERS REALTY SHARES	397 Mutual Fund	24,160
COLUMBIA ACORN FUND CL Z	1,282 Mutual Fund	35,343
COLUMBIA ACORN INTL FD CL Z	188 Mutual Fund	6,448
COLUMBIA VALUE AND RESTRU	642 Mutual Fund	28,544
CROFT LEOMINSTER VALUE	731 Mutual Fund	15,785

WILLIS NORTH AMERICA INC.
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DECEMBER 31, 2011

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
DELAFIELD FUND	1,243 Mutual Fund	33,473
DFA EMERGING MARKETS CORE E	1,269 Mutual Fund	21,882
DFA EMERGING MARKETS VALUE	91 Mutual Fund	2,352
DFA FIVE YEAR GLOBAL FIXED	943 Mutual Fund	10,285
DFA GLOBAL REAL ESTATE SECURI	3,382 Mutual Fund	26,410
DFA INTERNATIONAL CORE EQUITY	2,902 Mutual Fund	26,868
DFA INTL SMALL CAP VALUE PORTF	560 Mutual Fund	7,605
DFA INTL SMALL COMPANY PORTFO	1,995 Mutual Fund	27,605
DFA INTL VALUE III PORT	554 Mutual Fund	7,632
DFA LARGE CAP VALUE III PORTFO	1,308 Mutual Fund	19,162
DFA SLCTIVELY HEDGED GLOBAL	1,985 Mutual Fund	19,993
DFA TWO YEAR GLOBAL FIXED	2,595 Mutual Fund	26,153
DFA U.S. CORE EQUITY 2 PORTFO	8,335 Mutual Fund	88,266
DFA U.S. LARGE CAP VALUE PORTF	11,002 Mutual Fund	210,571
DFA U.S. SMALL CAP VALUE PORTF	1,251 Mutual Fund	28,982
DFA US MICRO CAP PORT	1,046 Mutual Fund	13,828
DFA US TARGETED VALUE PORTFO	638 Mutual Fund	9,788
DIREXION MONTHLY SMALL CAP BE	84 Mutual Fund	844
DODGE & COX INCOME FUND	767 Mutual Fund	10,207
DODGE & COX INTL STOCK FUND	1,280 Mutual Fund	37,439
DODGE & COX STOCK FUND	499 Mutual Fund	50,761
DOUBLELINE TOTAL RETURN BD FD	2,705 Mutual Fund	29,838
DREYFUS INFLATION ADJUST	733 Mutual Fund	10,146
DWS EAFE EQUITY INDEX FD INSTL	248 Mutual Fund	2,673
DWS EQUITY 500 INDEX FD INSTL	44 Mutual Fund	6,318
FAIRHOLME FUND	660 Mutual Fund	15,289
FBR SMALL CAP FINANCIAL FUND I	250 Mutual Fund	4,129
FEDERATED PRUDENT BEAR FD CL	1,077 Mutual Fund	4,708
FEDERATED TOTAL RETURN BOND F	1,219 Mutual Fund	13,749
FEDERATED US GOVT SEC FD 1 TO	2,241 Mutual Fund	24,293
FIDELITY CANADA FUND	894 Mutual Fund	44,827
FIDELITY CAPITAL APPR FD	510 Mutual Fund	12,546
FIDELITY INTL DISCOVERY FUND	422 Mutual Fund	11,652
FIDELITY LATIN AMER FUND	1,029 Mutual Fund	50,319
FIDELITY SLCT CHEMICALS PORT	260 Mutual Fund	24,719
FIDELITY SLCT COMM EQUIPM	56 Mutual Fund	1,230
FIDELITY SLCT HEALTH CARE P	74 Mutual Fund	9,061
FIDELITY SLCT MATERIALS PORT	227 Mutual Fund	13,927
FIDELITY SLCT NATURAL RESOUR	969 Mutual Fund	30,332
FIDELITY SLCT NATURL GAS PORT	715 Mutual Fund	21,762
FIDELITY SLCT SOFTWARE &COMPUT	46 Mutual Fund	3,599
FIDELITY SLCT TELECOM PORTFO	32 Mutual Fund	1,409
GABELLI ASSET FUND AAA	35 Mutual Fund	1,673
GABELLI EQUITY INCOME FUND C	1,122 Mutual Fund	22,960
GABELLI SMALL CAP GROWTH FUND	1,058 Mutual Fund	33,291
GAMCO GOLD FUND CL AAA	357 Mutual Fund	8,393
GAMCO WESTWOOD BALANCED FUND C	1,398 Mutual Fund	14,831
HARBOR CAP APPRECIATION FUND I	1,415 Mutual Fund	52,228
HARBOR COMMODITY REAL RETURN	614 Mutual Fund	4,233
HARBOR INTERNATIONAL FUND I	93 Mutual Fund	4,827
HARBOR REAL RETURN INSTL	937 Mutual Fund	10,040
HARDING LOEVNER EMERGING MARKE	294 Mutual Fund	12,452
HEARTLAND SELECT VALUE FUND I	200 Mutual Fund	5,375
HEARTLAND VALUE PLUS FD INV CL	338 Mutual Fund	9,360
HUSSMAN STRATEGIC TOTAL RETURN	1,884 Mutual Fund	23,169
ICON ENERGY FUND CL S	647 Mutual Fund	11,879
INTREPID SMALL CAP	666 Mutual Fund	9,806
INVESCO CONSTELLATION FD CL A	2,244 Mutual Fund	47,922
INVESCO TECHNOLOGY FD INV CL	12 Mutual Fund	363
IQ ALPHA HEDGE STRATEGY INST C	2,643 Mutual Fund	26,429
IRONCLAD MGD RISK	4,803 Mutual Fund	51,392
IVY ASSET STRATEGY FUND CL A	649 Mutual Fund	14,442
IVY ASSET STRATEGY FUND CL I	1,006 Mutual Fund	22,576
JANUS BALANCED FD CL T	390 Mutual Fund	9,551
JANUS GROWTH & INCM CL T	30 Mutual Fund	902
JANUS OVERSEAS FD CL T	1,239 Mutual Fund	38,934
JANUS TRITON FD CL T	4,792 Mutual Fund	77,824
JENSEN QUALITY GROWTH FD CL J	296 Mutual Fund	7,854
KINETICS PARADIGM FUND	464 Mutual Fund	9,194

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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
LAZARD EMRG MKTS PORT OPEN S	1,314	Mutual Fund	22,606
LEUTHOLD CORE INVESTMENT FUND	460	Mutual Fund	7,203
LOOMIS SAYLES BOND FUND CL I	6,211	Mutual Fund	86,513
LOOMIS SAYLES GLOBAL BD FD CL	2,519	Mutual Fund	41,116
LOOMIS SAYLES STRATEGIC INCOME	534	Mutual Fund	7,680
MAINSTAY LARGE CAP GROWTH	1,335	Mutual Fund	9,156
MANNING & NAPIER EQUITY SERIES	495	Mutual Fund	8,606
MANNING & NAPIER WORLD OPPTY	339	Mutual Fund	2,246
MARKETFIELD FD	1,547	Mutual Fund	21,692
MARSICO GLOBAL FD	863	Mutual Fund	8,356
MATTHEWS CHINA FUND	429	Mutual Fund	9,227
MATTHEWS INDIA FUND	1,820	Mutual Fund	24,730
MATTHEWS PACIFIC TIGER FUND	1,790	Mutual Fund	36,383
MERIDIAN GROWTH FUND	433	Mutual Fund	18,040
METROPOLITAN WEST TOTAL RETURN	8,117	Mutual Fund	84,172
NEUBERGER BERMAN FOCUS FD INV	113	Mutual Fund	2,141
NUVEEN MID CAP SELECT CL A	24	Mutual Fund	223
NUVEEN REAL ESTATE SECS A	398	Mutual Fund	7,475
OAKMARK EQUITY INCOME FD	923	Mutual Fund	24,959
OAKMARK INTL FD CLASS I	1,831	Mutual Fund	30,308
PARNASSUS EQUITY INCOME FUND I	410	Mutual Fund	10,802
PAYDEN VALUE LEADERS FUND	346	Mutual Fund	3,623
PERKINS SMALL CAP VALUE FD CL	73	Mutual Fund	1,493
PERMANENT PORTFOLIO	86	Mutual Fund	3,978
PIMCO ALL ASSET CL D	2,588	Mutual Fund	29,687
PIMCO COMMODITY REAL RETURN	5,617	Mutual Fund	36,735
PIMCO COMMODITY REAL RETURN	2,666	Mutual Fund	17,140
PIMCO DIVERSIFIED INCOME CL D	473	Mutual Fund	5,330
PIMCO EMER MKTS CURRENCY INSTL	6,571	Mutual Fund	65,115
PIMCO FOREIGN BOND FUND INSTIT	662	Mutual Fund	7,007
PIMCO GLOBAL ADVANTAGE STRATE	3,540	Mutual Fund	39,649
PIMCO GNMA D	4,967	Mutual Fund	58,408
PIMCO REAL RETURN FUND CL D	6,503	Mutual Fund	76,668
PIMCO TOTAL RETURN FUND CL D	14,976	Mutual Fund	162,785
PIMCO UNCONSTRAINED BD FD IN	1,200	Mutual Fund	13,066
PROFUND MID CAP GROWTH INV CL	53	Mutual Fund	2,263
RAINIER MID CAP EQUITY PORT O	468	Mutual Fund	18,010
ROYCE LOW PRICED STK FD SERVIC	825	Mutual Fund	11,803
ROYCE PA MUTUAL FUND INVEST	931	Mutual Fund	10,020
ROYCE PREMIER FUND INVEST	4,251	Mutual Fund	78,728
RS TECHNOLOGY FUND	792	Mutual Fund	13,108
RYDEX GOVT LONG BD 1.2X STRATE	649	Mutual Fund	10,665
RYDEX LONG SHORT COMMOD	175	Mutual Fund	4,211
RYDEX NASDAQ-100 FUND INV CL	122	Mutual Fund	1,810
SCHWAB DIVIDEND EQUITY FUND	2,236	Mutual Fund	29,897
SCHWAB FINANCIAL SERVICES FUND	702	Mutual Fund	6,301
SCHWAB FUNDAMENTAL EMER MKT IN	1,946	Mutual Fund	16,019
SCHWAB GNMA FUND	3,003	Mutual Fund	31,712
SCHWAB HEALTH CARE FUND	252	Mutual Fund	4,418
SCHWAB INTL INDEX FUND	673	Mutual Fund	9,826
SCHWAB MARKETTRACK CONSER	478	Mutual Fund	6,408
SCHWAB S&P 500 INDEX FD	1,317	Mutual Fund	25,773
SCHWAB SMALL CAP INDEX FUND	957	Mutual Fund	18,192
SCHWAB TREASURY INFLAT	9,762	Mutual Fund	113,141
SEQUOIA FUND	42	Mutual Fund	6,080
SOUND SHORE FUND INC	1,809	Mutual Fund	53,408
SSGA EMERGING MARKETS FD	136	Mutual Fund	2,441
T ROWE PRICE EUROPEAN STOCK	203	Mutual Fund	2,690
T ROWE PRICE HIGH YIELD FUND	8,589	Mutual Fund	55,741
T ROWE PRICE INTL BOND FUND	2,619	Mutual Fund	25,507
T ROWE PRICE LATIN AMERIC	799	Mutual Fund	31,044
T ROWE PRICE MEDIA AND TELECO	270	Mutual Fund	12,670
TEMPLETON FOREIGN FUND CL A	1,002	Mutual Fund	5,933
TEMPLETON GLOBAL BOND FUND A	3,600	Mutual Fund	44,537
TEMPLETON WORLD FUND CL A	2,828	Mutual Fund	38,852
THIRD AVENUE REAL ESTATE VALUE	401	Mutual Fund	8,137
THIRD AVENUE VALUE FD INSTL	476	Mutual Fund	19,122
THORNBURG LTD TERM INCM FD CL	940	Mutual Fund	12,422
TOCQUEVILLE FUND	449	Mutual Fund	9,937

WILLIS NORTH AMERICA INC.
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TOCQUEVILLE GOLD FUND	46 Mutual Fund	3,267
TOUCHSTONE SANDS CAPITAL SLCT	1,667 Mutual Fund	16,987
TWEEDY BROWNE GLOBAL VALUE	39 Mutual Fund	848
VANGUARD 500 INDEX FD INVEST	858 Mutual Fund	99,384
VANGUARD DEVELOPED MKTS INDEX	8,362 Mutual Fund	70,996
VANGUARD DIV GROWTH FD INVEST	3,302 Mutual Fund	50,912
VANGUARD EMRG MKTS STK INDEX	1,268 Mutual Fund	30,571
VANGUARD GROWTH INDEX FD INVES	325 Mutual Fund	10,345
VANGUARD HIGH YIELD CORP FUND	1,303 Mutual Fund	7,411
VANGUARD INFLATION PROTEC	4,613 Mutual Fund	65,085
VANGUARD INTL EXPLORER INVES	1,710 Mutual Fund	21,920
VANGUARD INTL GROWTH FD INVEST	1,051 Mutual Fund	17,177
VANGUARD INTL VALUE FUND	498 Mutual Fund	13,254
VANGUARD MID CAP GROWTH INDEX	808 Mutual Fund	18,925
VANGUARD S/T INVESTMENT GRADE	7,543 Mutual Fund	80,262
VANGUARD SHORT TERM BOND INDEX	4,903 Mutual Fund	52,020
VANGUARD SMALL CAP GWTH INDEX	754 Mutual Fund	16,208
VANGUARD SMALL CAP INDEX FUND	648 Mutual Fund	21,614
VANGUARD TOTAL BD MARKET INDEX	10,251 Mutual Fund	112,761
VANGUARD TOTAL INTL STOCK	1,868 Mutual Fund	24,392
VANGUARD TOTAL STOCK MKT INDEX	1,451 Mutual Fund	45,407
VANGUARD VALUE INDEX FUND I	608 Mutual Fund	12,442
VANGUARD WELLESLEY INCOME	1,568 Mutual Fund	35,961
VANGUARD WELLINGTON FD INVEST	1,894 Mutual Fund	59,363
VANGUARD WINDSOR FUND INVEST	1,018 Mutual Fund	12,999
VANGUARD WINDSOR II FD INVEST	890 Mutual Fund	22,944
WEITZ VALUE FUND	860 Mutual Fund	25,891
WELLS FARGO ADVTG DIVERS INTL	85 Mutual Fund	778
WELLS FARGO ADVTG GWTH FD IN	3,978 Mutual Fund	135,677
WELLS FARGO ADVTG PREMIE	396 Mutual Fund	3,663
WHITE OAK SELECT GROWTH FUND	704 Mutual Fund	26,326
YACKTMAN FOCUSED FUND	489 Mutual Fund	9,184
YACKTMAN FUND	5,411 Mutual Fund	94,745
Total		5,214,179
Common Stocks		
Willis		
WILLIS STOCK FUND	514,195 Shares of Common Stock	20,843,077
Total		20,843,077
Other Common Stock		
1 800 FLOWERS.COM INC	2,500 Shares of Common Stock	5,500
1/100 BERKSHIRE HTWY CLA100 SH	100 Shares of Common Stock	114,755
3M COMPANY	900 Shares of Common Stock	73,596
A E S CORP	100 Shares of Common Stock	1,184
A M R CORPORATION	75 Shares of Common Stock	26
A O N CORPORATION	160 Shares of Common Stock	7,488
A T & T INC NEW	837 Shares of Common Stock	25,321
ACELRX PHARMACEUTICALS ** PEN	3,500 Shares of Common Stock	6,720
ACTIONS SEMICNDCTOR ADRF** PEN	3,000 Shares of Common Stock	5,490
ADVANCE AUTO PARTS INC EXCHAN	372 Shares of Common Stock	25,902
AETERNA ZENTARIS NEW F	2,000 Shares of Common Stock	3,080
AETNA INC NEW	50 Shares of Common Stock	2,110
AGRIUM INC F	100 Shares of Common Stock	6,711
AIRGAS INC TENDER	51 Shares of Common Stock	3,973
ALAMOS GOLD INC F	400 Shares of Common Stock	6,807
ALBERTA STAR DEV CP NEWF	200 Shares of Common Stock	39
ALCATEL LUCENT ADR FSPONSO	731 Shares of Common Stock	1,140
ALCOA INC	1,580 Shares of Common Stock	13,666
ALKANE RESOURCES ORD F	5,000 Shares of Common Stock	4,639
ALLEGHENY TECH INC NEW	45 Shares of Common Stock	2,151
ALNYLAM PHARMACEUTICALS ** PEN	500 Shares of Common Stock	4,075
ALPHA NATURAL RESOURCES ** PEN	100 Shares of Common Stock	2,043
ALTRIA GROUP INC	2,384 Shares of Common Stock	70,692
AMAZON COM INC	25 Shares of Common Stock	4,328
AMEREN CORPORATION	500 Shares of Common Stock	16,565
AMERICAN CAPITAL AGENCY REITS	210 Shares of Common Stock	5,900
AMERICAN INTL GROUP INC TRADES	392 Shares of Common Stock	2,160
AMERICAN INTL GROUP NEW	742 Shares of Common Stock	17,214
AMERICAN SKIING CORP XXXPLAN O	1,830 Shares of Common Stock	-
ANADARKO PETROLEUM CORP	200 Shares of Common Stock	15,266

WILLIS NORTH AMERICA INC.
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ANNALY CAPITAL MGMT REIT	6,207 Shares of Common Stock	99,065
AOL INC	6 Shares of Common Stock	91
APACHE CORP	559 Shares of Common Stock	50,634
APERAM FNEW YO	7 Shares of Common Stock	99
APOLLO INVESTMENT CORP ** PEN	8,000 Shares of Common Stock	51,520
APPLE INC	771 Shares of Common Stock	312,255
APPLIED MATERIALS INC	1,275 Shares of Common Stock	13,658
ARADIGM CORP NEW	180 Shares of Common Stock	19
ARCELOR MITTAL NY NEW FNEW YO	160 Shares of Common Stock	2,910
ARCHER-DANIELS-MIDLND CO	50 Shares of Common Stock	1,430
ARES CAPITAL CORP	2,000 Shares of Common Stock	30,900
ARM HOLDINGS PLC ADR F1 ADR	100 Shares of Common Stock	2,767
ASPEN INSURANCE HOLDINGS** PEN	500 Shares of Common Stock	13,250
ASTRAZENECA PLC ADR FSPONSO	110 Shares of Common Stock	5,092
ATLAS CORPORATION	103,000 Shares of Common Stock	1,133
ATLAS ENERGY LP	150 Shares of Common Stock	3,645
ATMEL CORP	2,000 Shares of Common Stock	16,200
ATP OIL & GAS CORP	550 Shares of Common Stock	4,048
AUCTION MILLS INC NEW	4 Shares of Common Stock	-
AURICO GOLD INC F	255 Shares of Common Stock	2,043
AUTO DATA PROCESSING	40 Shares of Common Stock	2,160
B G C PARTNERS CLASS A	481 Shares of Common Stock	2,859
B M C SOFTWARE INC	400 Shares of Common Stock	13,112
B2GOLD CORP F	392 Shares of Common Stock	1,208
BAIDU COM INC ADR F** PEN	115 Shares of Common Stock	13,394
BANCO SANTANDR CENT ADRFSPONSO	470 Shares of Common Stock	3,534
BANDERA GOLD LTD F	500 Shares of Common Stock	20
BANK OF AMERICA CORP	6,962 Shares of Common Stock	38,707
BARRETT BUSINESS SVCS	1,033 Shares of Common Stock	20,624
BAYER A G SPONSORED ADRFSPONSO	350 Shares of Common Stock	22,445
BAYSWATER URANIUM NEW F	100 Shares of Common Stock	17
BB LIQUIDATING INC CL A CLASS	400 Shares of Common Stock	4
BB&T CORPORATION	385 Shares of Common Stock	9,703
BERKLEY W R CORPORATION	105 Shares of Common Stock	3,597
BERKSHIRE HATHAWAY B NEWCLASS	560 Shares of Common Stock	42,728
BEST BUY INC	190 Shares of Common Stock	4,440
BIOELECTRONICS CORP	12,000 Shares of Common Stock	43
BIOPURE CORP CL A NEW TRADIN	16 Shares of Common Stock	-
BIOSCRIP INC	1,500 Shares of Common Stock	8,190
BLACK HILLS CORP	500 Shares of Common Stock	16,790
BLACKROCK INC	15 Shares of Common Stock	2,674
BLACKSTONE GROUP LP ** PEN	344 Shares of Common Stock	4,820
BOEING CO ODDLOT	110 Shares of Common Stock	8,069
BONANZA OIL & GAS INC	2,400 Shares of Common Stock	1
BOSTON SCIENTIFIC CORP	1,000 Shares of Common Stock	5,340
BOX SHIPS INC ** PEN	3,750 Shares of Common Stock	31,388
BP PLC ADR FSPONSO	42 Shares of Common Stock	1,776
BRANDYWINE REALTY TR NEWREIT	209 Shares of Common Stock	1,984
BRIGUS GOLD CORP F	6,000 Shares of Common Stock	5,790
BRINKS CO DUTCH	39 Shares of Common Stock	1,055
BROOKS AUTOMATION NEW DUTCH	31 Shares of Common Stock	318
BROWN & BROWN INC	1,007 Shares of Common Stock	22,786
BRUKER CORPORATION	600 Shares of Common Stock	7,452
BUFFALO WILD WINGS INC ** PEN	50 Shares of Common Stock	3,376
BUNGE LIMITED F	803 Shares of Common Stock	45,951
C V S CAREMARK CORP	200 Shares of Common Stock	8,156
CADAN RESOURCES NEW F	100 Shares of Common Stock	15
CALLON PETROLEUM CO	500 Shares of Common Stock	2,485
CALPINE CORP NEW	1,000 Shares of Common Stock	16,330
CALUMET SPECIALTY PROD ** PRI	15 Shares of Common Stock	302
CAMBREX CORP	3,969 Shares of Common Stock	28,497
CAMECO CORP FFULLY	825 Shares of Common Stock	14,891
CAMPBELL SOUP COMPANY	500 Shares of Common Stock	16,620
CANADIAN ZINC CORP F	545 Shares of Common Stock	356
CAPITAL BANK CORP NEW	203 Shares of Common Stock	408
CAPITAL CITY BANK GROUP	1,014 Shares of Common Stock	9,686
CAPSTONE MINING CORP F	200 Shares of Common Stock	543
CARDERO RESOURCES CORP F	28,000 Shares of Common Stock	28,560
CASEYS GEN STORES INC COMPET	498 Shares of Common Stock	25,652

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CATERPILLAR INC	394 Shares of Common Stock	35,696
CELGENE CORP	65 Shares of Common Stock	4,394
CENTRAL FD CDA LTD CLA FCLASS	2,670 Shares of Common Stock	52,359
CENTURYLINK INC	313 Shares of Common Stock	11,628
CENVEO INC	5,825 Shares of Common Stock	19,805
CERNER CORP	200 Shares of Common Stock	12,250
CERRO RESOURCES NL ORD F	40,000 Shares of Common Stock	4,304
CF INDUSTRIES HOLDINGS ** PEN	35 Shares of Common Stock	5,074
CHECK PT SOFTWARE TECH F	115 Shares of Common Stock	6,042
CHESAPEAKE ENERGY CORP	750 Shares of Common Stock	16,718
CHESAPEAKE UTIL CORP	100 Shares of Common Stock	4,335
CHEVRON CORPORATION	673 Shares of Common Stock	71,655
CHIMERA INVESTMENT CORP ** PEN	100 Shares of Common Stock	251
CHINA ENERGY SVGS TECH TRADIN	1,000 Shares of Common Stock	-
CHIPOTLE MEXICAN GRILL ** PEN	10 Shares of Common Stock	3,377
CHUBB CORPORATION	201 Shares of Common Stock	13,931
CINCINNATI FINANCIAL CP	508 Shares of Common Stock	15,466
CISCO SYSTEMS INC	3,314 Shares of Common Stock	59,923
CITADEL BROADCASTING CP	12 Shares of Common Stock	-
CITIGROUP INC NEW	8,351 Shares of Common Stock	219,718
CITRIX SYSTEMS INC	215 Shares of Common Stock	13,055
COCA COLA COMPANY	232 Shares of Common Stock	16,214
COEUR D ALENE MINES NEW	700 Shares of Common Stock	16,898
COGNIZANT TECH SOL CL A	50 Shares of Common Stock	3,216
COLGATE-PALMOLIVE CO	70 Shares of Common Stock	6,467
COLONIAL BANGGROUP INC REGIST	725 Shares of Common Stock	-
COMCAST CORP NEW CL A	119 Shares of Common Stock	2,833
COMDISCO HOLDING CO RTSRIGHTS	150 Shares of Common Stock	11
COMMERCIAL METALS CO XXXSUBMIT	100 Shares of Common Stock	1,396
COMPUTRZD THERML IMAGING	1,000 Shares of Common Stock	3
CONAGRA FOODS INC	10 Shares of Common Stock	264
CONCHO RESOURCES INC ** PEN	45 Shares of Common Stock	4,219
CONOCOPHILLIPS	1,411 Shares of Common Stock	102,808
CONS WATER CO INC ORD F	607 Shares of Common Stock	5,206
CONTINENTAL RESOURCES ** PEN	75 Shares of Common Stock	5,003
CONTL PRECIOUS MINERALS F	1,000 Shares of Common Stock	290
COPANO ENERGY LLC ** PEN	18 Shares of Common Stock	619
COPPER NORTH MNG CORP F	40 Shares of Common Stock	10
CORN PRODUCTS INTL INC	251 Shares of Common Stock	13,225
CORNING INC	200 Shares of Common Stock	2,596
COSTCO WHSL CORP NEW	90 Shares of Common Stock	7,521
COVIDIEN PLC NEW F	9 Shares of Common Stock	412
CROSSHAIR ENERGY CORP F	362 Shares of Common Stock	127
CSR PLC ADR FSPONSO	147 Shares of Common Stock	1,680
CUMMINS INC	50 Shares of Common Stock	4,439
CURRENCYSHARES JAPANESE YEN TR	134 Shares of Common Stock	17,143
CYNOSURE INC ** PEN	600 Shares of Common Stock	7,056
DDR CORP	208 Shares of Common Stock	2,532
DECKERS OUTDOOR CORP	30 Shares of Common Stock	2,267
DECODE GENETICS INC XXXPLAN O	5,900 Shares of Common Stock	-
DEERE & CO	105 Shares of Common Stock	8,154
DELL INC	605 Shares of Common Stock	8,851
DENISON MINES CORP F	2,500 Shares of Common Stock	3,125
DEVON ENERGY CP NEW	1,017 Shares of Common Stock	63,036
DHT HOLDINGS INC XXXCASH M	222 Shares of Common Stock	164
DIREXION SHARES ETF NEW DAILY	11 Shares of Common Stock	714
DIREXION SHS EXCH TRD FD** PEN	100 Shares of Common Stock	3,645
DISNEY WALT CO	175 Shares of Common Stock	6,572
DITEM EXPLORATION INC F	1,000 Shares of Common Stock	34
DOMINOS PIZZA INC ** PEN	100 Shares of Common Stock	3,395
DOW CHEMICAL COMPANY	210 Shares of Common Stock	6,040
DRYSHIPS INC F** PEN	100 Shares of Common Stock	200
DU PONT E I DE NEMOUR&CO	104 Shares of Common Stock	4,778
DUKE ENERGY CORP NEW	3,080 Shares of Common Stock	67,760
E M C CORP MASS	609 Shares of Common Stock	13,118
E O G RESOURCES INC	400 Shares of Common Stock	39,404
EARTHLINK INC	100 Shares of Common Stock	644
EAST ASIA MINERALS CORPF	700 Shares of Common Stock	329
EASTMAN KODAK COMPANY	217 Shares of Common Stock	141

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
EBAY INC	100 Shares of Common Stock	3,033
ECHELON CORPORATION	180 Shares of Common Stock	877
ECOLAB INC	105 Shares of Common Stock	6,070
EDDIE BAUER HOLDINGS XXXBANKRU	5,000 Shares of Common Stock	-
EDWARDS LIFESCIENCES CP	70 Shares of Common Stock	4,949
ELAN CORP PLC SPON ADR FSPONSO	3,300 Shares of Common Stock	45,342
ELECTROGLAS CORP XXXBANKRU	400 Shares of Common Stock	-
EMERSON ELECTRIC CO	358 Shares of Common Stock	16,661
ENDEAVOUR INTL CORP NEW	8 Shares of Common Stock	70
ENDEAVOUR SILVER CORP F	600 Shares of Common Stock	5,826
ENDURANCE SPECIALTY HLDGF	100 Shares of Common Stock	3,825
ENERPLUS CORP F	250 Shares of Common Stock	6,330
ENRON CORP XXXBANKRU	1,400 Shares of Common Stock	-
ENTEGRIS INC DUTCH	1,000 Shares of Common Stock	8,725
ENTERPRISE PRD PRTNRS LP	275 Shares of Common Stock	12,755
ENTMNT GAMING ASIA INC	1,000 Shares of Common Stock	225
ERICSSON TEL ADR B NEW FCL B S	120 Shares of Common Stock	1,216
EVOLVING SYSTEMS INC NEW	1,000 Shares of Common Stock	7,450
EWORLD COMPANIES INC NEW	625,000 Shares of Common Stock	63
EXACT SCIENCES CORP	10,000 Shares of Common Stock	81,200
EXELIXIS INC	600 Shares of Common Stock	2,841
EXELON CORPORATION	878 Shares of Common Stock	38,062
EXPO HOLDING INC	33,500 Shares of Common Stock	3
EXPRESS SCRIPTS INC	50 Shares of Common Stock	2,235
EXXON MOBIL CORPORATION	455 Shares of Common Stock	38,604
FAIRPOINT COMMUN INC ** PEN	1 Shares of Common Stock	-
FASTENAL CO	270 Shares of Common Stock	11,775
FEDEX CORPORATION	25 Shares of Common Stock	2,092
FELLOWS ENERGY LTD	3,500 Shares of Common Stock	1
FIFTH STREET FINANCE CP ** PEN	9,583 Shares of Common Stock	91,712
FIFTH THIRD BANCORP	958 Shares of Common Stock	12,192
FIRST STATE BANCORP NM	10,000 Shares of Common Stock	21
FIRSTHAND TECH VALUE FD	9 Shares of Common Stock	134
FLAMEL TECH SA ADR FSPONSO	1,000 Shares of Common Stock	5,210
FORD MOTOR COMPANY NEW TENDER	1,738 Shares of Common Stock	18,702
FOUNTAIN HEALTHY AGING	7,500 Shares of Common Stock	3
FREEMPORT MCMORAN COPPER	509 Shares of Common Stock	18,734
FREIGHTCAR AMERICA INC ** PEN	403 Shares of Common Stock	8,447
FRONTIER COMMUNICATIONS	39 Shares of Common Stock	201
FUTURELINK CORP NEW TRADIN	18 Shares of Common Stock	-
GABELLI EQUITY TRUST INC	368 Shares of Common Stock	1,838
GALLAGHER ARTHUR J & CO	450 Shares of Common Stock	15,048
GAMESTOP CORP CL A NEW	250 Shares of Common Stock	6,033
GENERAL ELECTRIC COMPANY	9,869 Shares of Common Stock	176,752
GENERAL MILLS INC	137 Shares of Common Stock	5,536
GENERAL MOLY INC	3,000 Shares of Common Stock	9,270
GENERAL MOTORS CO ** PEN	1,500 Shares of Common Stock	30,405
GENESCO INC	445 Shares of Common Stock	27,474
GENUINE PARTS CO	150 Shares of Common Stock	9,180
GETTY REALTY CORP NEW REIT	289 Shares of Common Stock	4,035
GLAXOSMITHKLINE PLC ADRFSPONSO	304 Shares of Common Stock	13,856
GLOBAL ALUMINA CORP FDUTCH	11,000 Shares of Common Stock	5,528
GLOBAL PEOPLELINE TELECOREGIST	3 Shares of Common Stock	-
GOLD CANYON RES INC F	27,000 Shares of Common Stock	48,870
GOLD FIELDS LTD NEW ADRFSPONSO	477 Shares of Common Stock	7,274
GOLDCORP INC NEW FEXCHAN	32 Shares of Common Stock	1,416
GOLDEN MINERALS CO	250 Shares of Common Stock	1,453
GOLDEN STAR RES LTD CDAF	2,000 Shares of Common Stock	3,300
GOLDMAN SACHS GROUP INC	438 Shares of Common Stock	39,570
GOOGLE INC ** PEN	70 Shares of Common Stock	45,213
GRAFTECH INTERNATIONAL	100 Shares of Common Stock	1,365
GREAT WESTN MNRLS GROUPF	10,000 Shares of Common Stock	4,190
GREEN EARTH TECHS INC	5,000 Shares of Common Stock	1,350
GREEN MTN COFFEE ROASTER	200 Shares of Common Stock	8,970
GREENLAND MIN & EGY ORDF	10,000 Shares of Common Stock	4,665
GREIF INC CL B	122 Shares of Common Stock	5,500
GSV CAPITAL CORP	50 Shares of Common Stock	698
GT ADVANCED TECHS INC	172 Shares of Common Stock	1,245
GUGGENHEIM EXCH TRD FD BRIC E	162 Shares of Common Stock	5,678

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
GULF RESOURCES INC NEW	113 Shares of Common Stock	202
GUYANA FRONTIER MINING F	9,000 Shares of Common Stock	815
HALLIBURTON CO HLDG CO EXCHAN	760 Shares of Common Stock	26,228
HARD TO TREAT DISEASES	42,000 Shares of Common Stock	4
HARRIS CORPORATION	150 Shares of Common Stock	5,406
HATTERAS FINANCIAL CORP ** PEN	200 Shares of Common Stock	5,274
HDFC BANK LIMITED ADR FSPONSO	150 Shares of Common Stock	3,942
HEALTH CARE REIT INC REIT	138 Shares of Common Stock	7,509
HEALTHSOUTH CORP NEW	1,515 Shares of Common Stock	26,770
HECLA MINING COMPANY	2,100 Shares of Common Stock	10,983
HEINZ H J CO ODDLOT	20 Shares of Common Stock	1,091
HELICOS BIOSCIENCES CORP** PEN	520 Shares of Common Stock	19
HERBALIFE LTD F** PEN	130 Shares of Common Stock	6,717
HERSHEY COMPANY	25 Shares of Common Stock	1,549
HESS CORPORATION	85 Shares of Common Stock	4,853
HEWLETT-PACKARD COMPANY	1,245 Shares of Common Stock	32,068
HOLLYFRONTIER CORP	48 Shares of Common Stock	1,123
HOME DEPOT INC TENDER	351 Shares of Common Stock	14,775
HONEYWELL INTERNATIONAL	31 Shares of Common Stock	1,664
HORMEL FOODS CORP	700 Shares of Common Stock	20,503
HSN INC	496 Shares of Common Stock	17,975
HUDSON CITY BANCORP INC	800 Shares of Common Stock	5,000
IAMGOLD CORPORATION FEXCHAN	500 Shares of Common Stock	7,925
IMPACT SILVER CORP F	1,000 Shares of Common Stock	1,287
INGERSOLL RAND CL A NEWFIRELAN	28 Shares of Common Stock	849
INOVIO PHARMACEUTICALS	1,000 Shares of Common Stock	428
INTEL CORP	3,634 Shares of Common Stock	88,126
INTERIORS INC CL A TRADIN	25,709 Shares of Common Stock	-
INTERPHARM HOLDINGS INC	1,000 Shares of Common Stock	1
INTL BUSINESS MACHINES	542 Shares of Common Stock	99,572
INTUITIVE SURGICAL NEW	15 Shares of Common Stock	6,945
INVESCO MORTGAGE CAPITAL** PEN	320 Shares of Common Stock	4,496
IQ HEDGE MAC TRACKER ETFMACRO	385 Shares of Common Stock	10,114
IQ INDEX TRUST ETF GLOBAL	400 Shares of Common Stock	11,208
ISCO INTERNATIONAL INXXXBANKRU	53,770 Shares of Common Stock	-
ISHARES MSCI BRAZIL INDXBRAZIL	597 Shares of Common Stock	34,254
ISHARES MSCI EMRG MKT FDWITH S	782 Shares of Common Stock	29,656
ISHARES MSCI ETF ALL PE	100 Shares of Common Stock	3,837
ISHARES MSCI HK IDX FD HONG K	2,245 Shares of Common Stock	34,730
ISHARES MSCI ISRAEL INX ISRAEL	68 Shares of Common Stock	2,690
ISHARES MSCI JPN IDX FD JAPAN	31 Shares of Common Stock	287
ISHARES MSCI MALAYSIA MALAYS	665 Shares of Common Stock	8,913
ISHARES MSCI SWEDEN IDX SWEDEN	289 Shares of Common Stock	7,278
ISHARES MSCI VAL IDX FD	141 Shares of Common Stock	6,011
ISHARES RUSSELL MIDCAP WITH S	175 Shares of Common Stock	9,634
ISHARES S&P GLOBAL S&P GL	709 Shares of Common Stock	6,054
ISHARES S&P MIDCAP 400 S&P MI	125 Shares of Common Stock	9,482
ISHARES S&P SMALLCAP 600S&P SM	138 Shares of Common Stock	9,636
ISHARES S&P U S PFD FUNDS&P U	1,666 Shares of Common Stock	59,343
ISHARES SILVER TRUST INDEX	425 Shares of Common Stock	11,450
ISHARES TR BARCLAYS TIPSBOND F	701 Shares of Common Stock	81,827
ISHARES TR COHEN & STEERWITH S	151 Shares of Common Stock	10,619
ISHARES TR COMEX GOLD ** PEN	1,686 Shares of Common Stock	25,678
ISHARES TR DJ US INDL US IND	1,035 Shares of Common Stock	65,837
ISHARES TR GS INVESTOP GS\$ IN	155 Shares of Common Stock	17,633
ISHARES TR LEHMAN BD FD LEHMAN	162 Shares of Common Stock	17,102
ISHARES TR MSCI EAFE FD WITH S	446 Shares of Common Stock	22,095
ISHARES TR RUSSELL 1000 RUSSEL	2,116 Shares of Common Stock	122,284
ISHARES TR S&P LATN AMERS&P LA	106 Shares of Common Stock	4,496
ISHARES TR S&P SMALLCAP WITH S	152 Shares of Common Stock	10,358
ISHARES TRUST IBOXX	266 Shares of Common Stock	23,788
ISHARES TRUST INDEX FUNDWITH S	225 Shares of Common Stock	7,846
ISHARES TRUST MSCI E	197 Shares of Common Stock	6,864
ISHARES TRUST S&P 500 S&P 50	121 Shares of Common Stock	15,209
ISHARES TRUST S&P GL	314 Shares of Common Stock	10,441
ISIS PHARMACEUTICALS INC	20,600 Shares of Common Stock	148,526
ITC HOLDINGS CORP ** PEN	140 Shares of Common Stock	10,623
JABIL CIRCUIT INC	0.02 Shares of Common Stock	0.46
JADE ART GROUP INC NEW	45,000 Shares of Common Stock	495

WILLIS NORTH AMERICA INC.
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JDS UNIPHASE CORP NEW	178 Shares of Common Stock	1,858
JOHNSON & JOHNSON	303 Shares of Common Stock	19,873
JPMORGAN CHASE & CO	1,066 Shares of Common Stock	35,455
K V PHARMACEUTICAL CL A	300 Shares of Common Stock	420
KANSAS CITY SOUTHERN	300 Shares of Common Stock	20,403
KBR INC ** PEN	55 Shares of Common Stock	1,533
KEMET CORPORATION NEW	250 Shares of Common Stock	1,763
KIMBER RESOURCES INC F	2,500 Shares of Common Stock	2,150
KINDER MORGAN ENERGY LP UNIT L	197 Shares of Common Stock	16,715
KINDER MORGAN MGMT LLC	1,292 Shares of Common Stock	101,433
KINROSS GOLD CORP NEW F	2,500 Shares of Common Stock	28,500
KIRBY CORPORATION	403 Shares of Common Stock	26,534
KKR & CO ** PEN	3,000 Shares of Common Stock	38,490
KRAFT FOODS INC EXCHAN	677 Shares of Common Stock	25,301
KRISPY KREME DOUGHNUT CP	500 Shares of Common Stock	3,270
L & L ENERGY INC	7,000 Shares of Common Stock	18,130
L INTERNATIONAL COMPUTERTRADIN	200 Shares of Common Stock	-
LAB CP OF AMER HLDG NEW	400 Shares of Common Stock	34,388
LAS VEGAS SANDS CORP ** PEN	110 Shares of Common Stock	4,700
LEVEL 3 COMMUN NEW	116 Shares of Common Stock	1,971
LEXICON PHARMA INC 11RTSRIGHTS	40 Shares of Common Stock	-
LEXICON PHARMACEUTICALS	40 Shares of Common Stock	52
LIGHTBRIDGE CORP	17 Shares of Common Stock	35
LILLY ELI & COMPANY ODDLOT	341 Shares of Common Stock	14,160
LIMITED BRANDS INC TENDER	145 Shares of Common Stock	5,832
LONGTOP FINL TECH ADS F** PEN	250 Shares of Common Stock	8
LOWES COMPANIES INC	214 Shares of Common Stock	5,435
LSI CORPORATION	16 Shares of Common Stock	95
LTX-CREDENCE CORP NEW	100 Shares of Common Stock	535
LULULEMON CORP ** PEN	70 Shares of Common Stock	3,266
M D U RESOURCES GROUP	529 Shares of Common Stock	11,352
MACYS INC	593 Shares of Common Stock	19,083
MAGELLAN MIDSTREAM PTNRS	150 Shares of Common Stock	10,332
MANITOWOC COMPANY INC	403 Shares of Common Stock	3,704
MANULIFE FINANCIAL CORPFODD LO	300 Shares of Common Stock	3,186
MARATHON OIL CORP	300 Shares of Common Stock	8,781
MARATHON PETE CORP	150 Shares of Common Stock	4,994
MARKEL CORP HOLDIN	40 Shares of Common Stock	16,587
MARKET VECTORS ETF ** PEN	30 Shares of Common Stock	1,093
MARSH & MC LENNAN CO INC	46 Shares of Common Stock	1,455
MASTERCARD INC ** PEN	5 Shares of Common Stock	1,864
MATTEL INCORPORATED	268 Shares of Common Stock	7,449
MC DONALDS CORP EXCHAN	178 Shares of Common Stock	17,892
MEADOWBROOK INSURANCE GP	109 Shares of Common Stock	1,167
MEDCOHEALTH SOLUTIONS ODDLOT	62 Shares of Common Stock	3,466
MEGA URANIUM LTD 12 WTSFWARRAN	1,500 Shares of Common Stock	7
MEGA URANIUM LTD F	14,000 Shares of Common Stock	2,800
MELCO PBL ENMT LTD ADRF**PEND	16,950 Shares of Common Stock	163,059
MERCK & CO INC NEW	394 Shares of Common Stock	14,859
METANOR RESOURCES F	8,500 Shares of Common Stock	2,508
METLIFE INC	307 Shares of Common Stock	9,577
METRICOM INC NEW ^XXBANKRU	100 Shares of Common Stock	-
MGM MIRAGE TENDER	42 Shares of Common Stock	438
MICRON TECHNOLOGY INC	1,200 Shares of Common Stock	7,548
MICROSOFT CORP DUTCH	4,061 Shares of Common Stock	105,411
MIDDLEBY CORP THE	100 Shares of Common Stock	9,404
MILLENNIUM CELL INC	5,000 Shares of Common Stock	1
MIND TECHNOLOGIES INC TRADIN	10,000 Shares of Common Stock	1
MOLSON COORS BREWING CLB	14 Shares of Common Stock	627
MOLYCORP INC ** PEN	200 Shares of Common Stock	4,796
MONSANTO CO NEW DEL	1,030 Shares of Common Stock	72,172
MONTPELIER RE HLDGS LTDF	111 Shares of Common Stock	1,969
MORGAN STANLEY	5,859 Shares of Common Stock	88,650
MOSAIC CO NEW	325 Shares of Common Stock	16,390
MOSQUITO CONS GOLD MNS F	15,500 Shares of Common Stock	7,762
MOTOROLA MOBILITY HLDGS	26 Shares of Common Stock	1,009
MOTOROLA SOLUTIONS INC	30 Shares of Common Stock	1,396
MULTICELL TECHS INC NEW	7,500 Shares of Common Stock	35
MULTIMEDIA GAMES INC DUTCH	1,000 Shares of Common Stock	7,940

WILLIS NORTH AMERICA INC.
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MYLAN LABORATORIES INC DUTCH	500 Shares of Common Stock	10,730
NABORS INDUSTRIES LTD F	4,000 Shares of Common Stock	69,360
NAM TAI ELECTRONICS NEWF	2,071 Shares of Common Stock	10,998
NATIONAL GRID PLC ADR FSPONSO	1,639 Shares of Common Stock	79,437
NATL SCIENTIFIC CORP	250 Shares of Common Stock	3
NESTLE S A REG B ADR F1 ADR	25 Shares of Common Stock	1,444
NETAPP INC	55 Shares of Common Stock	1,995
NETFLIX INC	210 Shares of Common Stock	14,551
NETSOL TECHNOLOGIES NEW	750 Shares of Common Stock	311
NEVSUN RESOURCES LTD F	2,000 Shares of Common Stock	11,060
NEW GOLD INC CDA 12 WTSFWARRAN	7,000 Shares of Common Stock	103
NEW GOLD INC F	1,000 Shares of Common Stock	10,080
NEW YORK CMNTY BANCORP	1,070 Shares of Common Stock	13,236
NIKE INC CLASS B	50 Shares of Common Stock	4,819
NOBLE ENERGY INC	20 Shares of Common Stock	1,888
NORTEL NETWORKS CP NEW F	100 Shares of Common Stock	2
NORTH AMERN DATACOM INC	1,000 Shares of Common Stock	-
NORTHISLE COPPER & GOLDF	40 Shares of Common Stock	10
NOVARTIS A G SPON ADR FSPONSO	325 Shares of Common Stock	18,580
NUCOR CORP	322 Shares of Common Stock	12,734
NUTRACEUTICAL INTL CORP	100 Shares of Common Stock	1,132
NVIDIA CORP	200 Shares of Common Stock	2,772
NXP SEMICONDUCTORS NV F** PEN	100 Shares of Common Stock	1,537
NYSE EURONEXT N V	200 Shares of Common Stock	5,220
O REILLY AUTOMOTIVE NEW	35 Shares of Common Stock	2,798
OAKWOOD HOMES CORP NEW TRADIN	200 Shares of Common Stock	-
OBH HOLDINGS INC NEW	200 Shares of Common Stock	8
OCCIDENTAL PETE CORP	29 Shares of Common Stock	2,717
OMNICOM GROUP INC	25 Shares of Common Stock	1,115
ORACLE CORPORATION	486 Shares of Common Stock	12,474
OWENS & MINOR INC HLDG CO	500 Shares of Common Stock	13,895
OXUS GOLD PLC WEF ORD F	202,700 Shares of Common Stock	3,426
P I C O HOLDINGS INC NEW	200 Shares of Common Stock	4,116
PALADIN ENERGY LTD ORD FCANADI	1,000 Shares of Common Stock	1,405
PAN AMERICAN SILVER CP F	200 Shares of Common Stock	4,362
PANERA BREAD CO CL A	25 Shares of Common Stock	3,536
PARAGON SHIPPING CL A ** PEN	15,000 Shares of Common Stock	9,600
PARAMOUNT GOLD AND SILVRTRADIN	10,000 Shares of Common Stock	21,400
PARKER DRILLING CO	100 Shares of Common Stock	717
PATRIOT COAL CORP	1,500 Shares of Common Stock	12,705
PATRIOT NATL BANCORP INC	3,300 Shares of Common Stock	5,775
PEABODY ENERGY CORP	650 Shares of Common Stock	21,522
PEBBLEBROOK HOTEL TRUST ** PEN	3,726 Shares of Common Stock	71,474
PENNANTPARK INVT CORP ** PEN	5,940 Shares of Common Stock	59,935
PEPSICO INCORPORATED	252 Shares of Common Stock	16,740
PETROLEO BRASILEIRO ADRFSA PET	435 Shares of Common Stock	10,810
PFIZER INCORPORATED ODDLOT	3,732 Shares of Common Stock	80,757
PHILIP MORRIS INTL INC	323 Shares of Common Stock	25,386
PHOTRONICS INC	500 Shares of Common Stock	3,040
PIMCO CORPORATE OPPTY FD	284 Shares of Common Stock	4,929
PIMCO EXCH TRADED FUND 15+ YR	268 Shares of Common Stock	17,487
PIMCO EXCH TRADED FUND ENHANC	167 Shares of Common Stock	16,725
PINETREE CAPITAL NEW F	1,500 Shares of Common Stock	2,175
PINNACLE AIRLINES CORP -- PEN	150 Shares of Common Stock	123
PIPER JAFFRAY COS NEW ODDLOT	1 Shares of Common Stock	20
PLAINS ALL AMERN PPLN LPUNIT L	200 Shares of Common Stock	14,690
PLUG POWER INC NEW	12 Shares of Common Stock	24
POTASH CORP SASK INC FTENDER	60 Shares of Common Stock	2,477
POWERSHARES GLOBAL WATER** PEN	400 Shares of Common Stock	6,740
POWERSHARES INDIA ETF	300 Shares of Common Stock	4,890
POWERSHS DB COMMDTY INDX	824 Shares of Common Stock	22,116
POWERSHS EXCH TRAD FD TRDYNAMI	64 Shares of Common Stock	1,310
POWERSHS EXCH TRAD FD TRFUNDAM	153 Shares of Common Stock	2,439
POWERSHS EXCH TRAD FD TRPOWERS	274 Shares of Common Stock	3,849
POWERSHS EXCH TRAD FD TRPREFER	7,000 Shares of Common Stock	95,830
POWERSHS QQQ TRUST SER 1	773 Shares of Common Stock	43,157
PRECISION CASTPARTS CORP	30 Shares of Common Stock	4,944
PRECISION DRILLING CORPF	965 Shares of Common Stock	9,901
PRICELINE.COM INC NEW	5 Shares of Common Stock	2,339

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PRINCIPAL FINANCIAL GRP	1,028 Shares of Common Stock	25,286
PROCTER & GAMBLE EXCHAN	574 Shares of Common Stock	38,284
PROSHARES TRUST ETF ULTRAS	5,000 Shares of Common Stock	90,350
PROSHARES ULTRA ETV DJ UBS	200 Shares of Common Stock	4,054
PROSHS ULTRASHORT MSCI ULTRA	50 Shares of Common Stock	1,297
PROSHS ULTRASHRT S&P500 PROSHA	100 Shares of Common Stock	1,929
PROSHS ULTRASHT ETF NEW DJ UBS	100 Shares of Common Stock	3,869
PROXIM CORP CL A NEW CLASS	15 Shares of Common Stock	-
PRUDENTIAL FINANCIAL INCODD LO	46 Shares of Common Stock	2,324
PUMA EXPLORATION INC F	6,650 Shares of Common Stock	1,829
PVH CORP	10 Shares of Common Stock	707
QUALCOMM INC	430 Shares of Common Stock	23,521
QUALMARK CORP	400 Shares of Common Stock	100
R F MICRO DEVICES INC	1,000 Shares of Common Stock	5,400
RAMBUS INC DEL	484 Shares of Common Stock	3,654
RANDGOLD RES LTD ADR FSPONSO	270 Shares of Common Stock	27,567
RANGE RESOURCES CORP	100 Shares of Common Stock	6,194
RAYTHEON COMPANY NEW ODD LO	383 Shares of Common Stock	18,523
REDHAWK RESOURCES INC F	2,000 Shares of Common Stock	697
RELIANCE STL & ALUMINUM	1,429 Shares of Common Stock	69,581
RESEARCH IN MOTION LTD F	700 Shares of Common Stock	10,150
RESOURCE CAPITAL CORP ** PEN	18,300 Shares of Common Stock	102,663
RETAIL OPPTY INVESTMENTS	1,537 Shares of Common Stock	18,200
REX ENERGY CORP ** PEN	5,000 Shares of Common Stock	73,800
RITE AID CORPORATION	100 Shares of Common Stock	126
ROCKWELL AUTOMATION INC	9 Shares of Common Stock	660
ROCKWELL COLLINS INC	9 Shares of Common Stock	498
ROVI CORPORATION	76 Shares of Common Stock	1,868
ROWE T PRICE GROUP INC	85 Shares of Common Stock	4,841
ROYCE VALUE TRUST INC	83 Shares of Common Stock	1,015
S P D R S&P 500 ETF TR EXPIRI	352 Shares of Common Stock	44,129
SALESFORCE COM ** PEN	30 Shares of Common Stock	3,044
SANDSTORM GOLD 14 WTSFWARRAN	4,000 Shares of Common Stock	2,648
SANGUINE CORP NEW	200 Shares of Common Stock	33
SCHEIN HENRY INC	120 Shares of Common Stock	7,732
SCHLUMBERGER LTD F	35 Shares of Common Stock	2,415
SCHW INTL EQ ETF	367 Shares of Common Stock	8,608
SCHW US BRD MKT ETF	358 Shares of Common Stock	10,822
SCHW US LCAP ETF	358 Shares of Common Stock	10,694
SCHW US LCAP GRO ETF	354 Shares of Common Stock	10,500
SCHW US LCAP VAL ETF	2,087 Shares of Common Stock	59,449
SCHW US SCAP ETF	721 Shares of Common Stock	23,664
SCHWEITZER-MAUDUIT INTL	368 Shares of Common Stock	24,457
SCOR ADR FSPONSO	1,000 Shares of Common Stock	2,344
SCRIPPS E W CO CL A NEW CLASS	1,000 Shares of Common Stock	8,010
SEACOAST BK CORP FLA COMMON	100 Shares of Common Stock	152
SEALED AIR CORP NEW	111 Shares of Common Stock	1,913
SEASPAR CORP F** PEN	300 Shares of Common Stock	4,104
SECTOR SPDR ENGY SELECT SHARES	1 Shares of Common Stock	70
SECTOR SPDR FINCL SELECTSHARES	877 Shares of Common Stock	11,396
SENOYX INC ** PEN	1,000 Shares of Common Stock	3,480
SEVEN SEAS PETE NEW ORDFTRADIN	2,000 Shares of Common Stock	-
SIEMENS A G ADR F1 ADR	225 Shares of Common Stock	21,512
SILGAN HOLDINGS INC TENDER	101 Shares of Common Stock	3,903
SILICON GRAPHICS INC XXXBANKRU	1,000 Shares of Common Stock	-
SILVER WHEATON CORP F	1,938 Shares of Common Stock	56,124
SIRIUS XM RADIO INC TENDER	23,769 Shares of Common Stock	43,260
SJM HOLDINGS LTD ORD F	8,000 Shares of Common Stock	13,061
SMAVE SOLUTIONS INC	15 Shares of Common Stock	-
SOLAR CAPITAL LTD ** PEN	300 Shares of Common Stock	6,627
SONIC AUTOMOTIVE INC	95 Shares of Common Stock	1,407
SONICBLUE INC XXXBANKRU	700 Shares of Common Stock	-
SONY CORP ADR NEW F1 ADR	100 Shares of Common Stock	1,804
SOUTHERN COPPER CORP	106 Shares of Common Stock	3,194
SOUTHWEST AIRLINES CO	1,119 Shares of Common Stock	9,576
SPDR GOLD TRUST SPDR G	580 Shares of Common Stock	88,154
SPDR S&P CHINA ETF	259 Shares of Common Stock	16,106
SPDR S&P DIVIDEND ETF	1,261 Shares of Common Stock	67,930
SPDR SERIES TRUST ETF DB INT	300 Shares of Common Stock	17,025

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, 2011

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
SPECTRA ENERGY CORP	1,480 Shares of Common Stock	45,510
SPECTRASCIENCE INC NEW	4,576 Shares of Common Stock	275
SPONGETECH DELIVERY SYS TRADIN	736,525 Shares of Common Stock	74
SPRINT NEXTEL CORP	1,000 Shares of Common Stock	2,340
STAR SCIENTIFIC INC	550 Shares of Common Stock	1,199
STARBUCKS CORP	362 Shares of Common Stock	16,635
STERICYCLE INC	45 Shares of Common Stock	3,506
STERIS CORP	250 Shares of Common Stock	7,455
STEWART ENTERPRISES CL A	226 Shares of Common Stock	1,302
STRATEGIC MINING CORP	83 Shares of Common Stock	1
STRATEGIC RESOURCES LTD	2,500 Shares of Common Stock	18
STREAM GLOBAL SERVICES	101 Shares of Common Stock	334
STRYKER CORP	300 Shares of Common Stock	14,913
SUNTECH POWER HLDGS CO ** PEN	47 Shares of Common Stock	104
SUPERVALU INC	75 Shares of Common Stock	609
SUREBEAM CORP TRADIN	600 Shares of Common Stock	-
SYNTEL INC	2,000 Shares of Common Stock	93,540
SYSCO CORPORATION	781 Shares of Common Stock	22,919
T J X COS INC	112 Shares of Common Stock	7,218
T R C COMPANIES INC	105 Shares of Common Stock	631
TANZANIAN ROYALTY EXPL F	3,000 Shares of Common Stock	7,200
TARGET CORPORATION	1,403 Shares of Common Stock	71,885
TATA MOTORS LTD ADR FSPONSO	300 Shares of Common Stock	5,070
TE CONNECTIVITY LTD F	9 Shares of Common Stock	290
TELEFONICA SPON ADR FSPONSO	950 Shares of Common Stock	16,331
TELLABS INC	4,055 Shares of Common Stock	16,383
TEMPLETON GLOBAL INCM FD	1,000 Shares of Common Stock	9,450
TESLA MOTORS INC ** PEN	50 Shares of Common Stock	1,428
TEVA PHARM INDS LTD ADRFWITH S	200 Shares of Common Stock	8,072
THE SOUTHERN COMPANY	487 Shares of Common Stock	22,562
TIANRONG BLDG MAT HLDGS	1,000 Shares of Common Stock	-
TICC CAPITAL CORP	8,800 Shares of Common Stock	76,120
TIM HORTONS INC ** PEN	158 Shares of Common Stock	7,650
TIMBERLINE RESOURCES CP	3,950 Shares of Common Stock	2,251
TIME WARNER CABLE	16 Shares of Common Stock	1,017
TIME WARNER INC NEW	71 Shares of Common Stock	2,555
TOTAL S A ADR F1 ADR	180 Shares of Common Stock	9,200
TRACTOR SUPPLY COMPANY	400 Shares of Common Stock	28,060
TRANS1 INC ** PEN	804 Shares of Common Stock	1,495
TRANSCANADA CORP F	300 Shares of Common Stock	13,101
TRANSOCEAN INC NEW F	579 Shares of Common Stock	22,228
TRANSWITCH CORP NEW	125 Shares of Common Stock	400
TRAVELERS COMPANIES INC	221 Shares of Common Stock	13,067
TRENWICK GROUP LTD ORXXBANKRU	700 Shares of Common Stock	-
TRI VALLEY CORP DELAWA	1,750 Shares of Common Stock	249
TRINA SOLAR LTD ADR F** PEN	1,300 Shares of Common Stock	8,684
TRIUMPH GROUP INC NEW	452 Shares of Common Stock	26,419
TRUEBLUE INC	150 Shares of Common Stock	2,082
TRUSTCO BANK CORP N Y	100 Shares of Common Stock	561
TYCO INTL LTD NEW F	538 Shares of Common Stock	25,109
U S BANCORP DEL NEW	100 Shares of Common Stock	2,705
U S G CORPORATION NEW	830 Shares of Common Stock	8,433
U S SILVER CORP F	5,000 Shares of Common Stock	1,975
U308 CORP F	1,738 Shares of Common Stock	612
UCORE RARE METALS INC F	5,000 Shares of Common Stock	1,770
UNILEVER PLC ADR NEW FWITH S	225 Shares of Common Stock	7,542
UNITED CONTL HLDGS INC	189 Shares of Common Stock	3,566
UNITED PARCEL SERVICE B CLASS	130 Shares of Common Stock	9,515
UNITED TECHNOLOGIES CORP	286 Shares of Common Stock	20,899
URANERZ ENERGY CORP	600 Shares of Common Stock	1,092
URANIUM ENERGY CORP	100 Shares of Common Stock	306
US BIOTEC INC NEW	196 Shares of Common Stock	-
USA FLORAL PRODS INC *XXBANKRU	400 Shares of Common Stock	-
V C A ANTECH INC	500 Shares of Common Stock	9,875
VALE SA ADR FSPONSO	450 Shares of Common Stock	9,653
VANGUARD BOND INDEX FUNDTOTAL	891 Shares of Common Stock	74,434
VANGUARD DIV APPRCIATION	931 Shares of Common Stock	50,858
VANGUARD ENERGY ETF	25 Shares of Common Stock	2,520
VANGUARD GROWTH	1,170 Shares of Common Stock	72,279

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, 2011

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
VANGUARD MSCI EAFE ETF	582 Shares of Common Stock	17,827
VANGUARD MSCI EMERGING MARKET	682 Shares of Common Stock	26,059
VANGUARD REIT	1,778 Shares of Common Stock	103,124
VANGUARD SMALL CAP GRWTH	329 Shares of Common Stock	25,107
VANGUARD TOTAL STOCK MKTSTK MK	1,322 Shares of Common Stock	85,005
VELATEL GLOBAL COMM INC	20,000 Shares of Common Stock	1,400
VERIZON COMMUNICATIONS	1,773 Shares of Common Stock	71,143
VESTA INSURANCE GROUPXXBANKRU	216 Shares of Common Stock	-
VESTAS WIND SYS A/S ADRFUNDPON	2,000 Shares of Common Stock	7,219
VIE FINANCIAL GROUP NEW	15 Shares of Common Stock	-
VISA INC ** PEN	100 Shares of Common Stock	10,153
VISHAY INTERTECHNOLOGY	400 Shares of Common Stock	3,596
VISHAY PRECISION GROUP	28 Shares of Common Stock	447
VMWARE INC ** PEN	80 Shares of Common Stock	6,655
VODAFONE GROUP NEW ADR FSPONSO	300 Shares of Common Stock	8,409
VOXX INTERNATIONAL CL A	100 Shares of Common Stock	845
WABCO HOLDINGS INC	39 Shares of Common Stock	1,693
WALGREEN COMPANY	200 Shares of Common Stock	6,612
WAL-MART DE CV SPN ADR FSPONSO	357 Shares of Common Stock	9,798
WAL-MART STORES INC	276 Shares of Common Stock	16,472
WALTER ENERGY INC	481 Shares of Common Stock	29,118
WALTER INVSTMT MGMT	2,263 Shares of Common Stock	46,420
WASTE MANAGEMENT INC DEL	511 Shares of Common Stock	16,711
WEATHERFORD INTL LTD F	402 Shares of Common Stock	5,885
WELLS FARGO & CO NEW	3,004 Shares of Common Stock	82,778
WESTERN COPPER & GOLD F	80 Shares of Common Stock	123
WESTERN REFINING INC ** PEN	9 Shares of Common Stock	115
WESTERN WATER CO ^XXBANKRU	1,000 Shares of Common Stock	-
WEYERHAEUSER CO TENDER	101 Shares of Common Stock	1,883
WILLIAMS COMPANIES	2,101 Shares of Common Stock	69,360
WINDSTREAM CORPORATION	700 Shares of Common Stock	8,218
WISDOMTREE ASIA ETF LOCAL	349 Shares of Common Stock	17,481
WISDOMTREE DEFA EQUITY INCOME	103 Shares of Common Stock	3,784
WISDOMTREE EMERGING ETF MKTS L	203 Shares of Common Stock	9,874
WISDOMTREE EQUITY INC FDHI YIE	83 Shares of Common Stock	3,579
WISDOMTREE INDIA EARNING	250 Shares of Common Stock	3,900
WISDOMTREE JAPAN TOT DIVJAPAN	56 Shares of Common Stock	1,762
WISDOMTREE MIDCAP DIVDNDMIDCAP	19 Shares of Common Stock	967
WISDOMTREE SMALLCAP DIV SMALLC	108 Shares of Common Stock	4,831
WISDOMTREE TRUST ** PEN	24 Shares of Common Stock	1,206
WYNN RESORTS	30 Shares of Common Stock	3,319
XEROX CORP	571 Shares of Common Stock	4,549
XL GROUP PLC F	1,200 Shares of Common Stock	23,724
YAMANA GOLD INC F	2,000 Shares of Common Stock	29,380
YM BIOSCIENCES INC F	1,747 Shares of Common Stock	2,865
YORA INTL INC NEW	275 Shares of Common Stock	-
ZALICUS INC	25,350 Shares of Common Stock	30,674
ZION OIL & GAS INC ** PEN	1,100 Shares of Common Stock	2,431
ZIOPHARM ONCOLOGY	3,500 Shares of Common Stock	15,435
ZIX CORPORATION	20 Shares of Common Stock	56
Total		9,591,187
Guaranteed Investment Contracts		
WILLIS STABLE VALUE FUND	Group Annuity Insurance Contracts	106,818,685
TFLIC STABLE 5 FUND	Group Annuity Insurance Contracts	46,192,024
Total		153,010,709
Money Market Funds		
Cash	323,396 Money Market	323,396
SCHWAB VALUE ADVANTAGE MONEY	252,104 Money Market	252,104
SCHWAB CASH RESERVES SWEEP	6,744 Money Market	6,744
SCHWAB MONEY MARKET FUND	3,386,615 Money Market	3,386,615
SCHWAB US TREAS MONEY FD	393,528 Money Market	393,528
Total		4,362,387
Other Financial Assets		
TFLIC General Account	General Insurance Assets	380,635
State Street Bank & Trust Co. Cash Reserve Account	Cash Reserve Account	119,003
BLOCK FINANCIAL 7.875%13NOTES	23,000 Corporate Bonds	23,843
BP CAPITAL MKT 3.125%12FNOTES	10,000 Corporate Bonds	10,043
GOLDMAN SACHS 5.70%12NOTES	10,000 Corporate Bonds	10,188
GOLDMAN SACHS G 5.25%13NOTES	25,000 Corporate Bonds	25,545

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

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
MERRILL LYNCH AN 6.05%12NOTES	25,000 Corporate Bonds	25,361
MONTPELIER RE HLDGS LTD	25,000 Corporate Bonds	25,493
PRUDENTIAL FINL 5.8%12NOTES	25,000 Corporate Bonds	25,479
ROYAL BK OF SCOTLD 5%13F	25,000 Corporate Bonds	22,799
ROYAL CARIBBEA 6.875%13FSR NT	5,000 Corporate Bonds	5,275
SOUTHWEST AIRLIN 5.75%16BONDS	10,000 Corporate Bonds	11,189
ALLY BANK 0.9%13CD FDI	50,000 CD	50,078
BARCLAYS BANK N 3.2%14CD FDI	50,000 CD	52,238
BK BARODA NY BRN 0.35%12CD FDI	50,000 CD	49,976
BMW NORTH AMER B 2.4%12CD FDI	25,000 CD	25,354
DISCOVER BANK 1.9%16CD FDI	9,000 CD	8,987
DISCOVER BANK 2.2%16CD FDI	15,000 CD	15,093
GE MONEY BANK 0.8%12CD FDI	50,000 CD	50,025
GE MONEY BANK N A 1%13CD FDI	50,000 CD	50,082
GE MONEY BANK N A 1.3%13CD FDI	24,000 CD	24,220
GE MONEY BANK N A 2.3%14CD FDI	10,000 CD	10,237
U S TREAS STRIP 0% 02/12INT PM	53,000 Principal amount due 2/15/2012	53,000
U S TREAS STRIP 0% 02/13INT PM	53,000 Principal amount due 2/15/2013	52,896
U S TREAS STRIP 0% 02/14INT PM	12,000 Principal amount due 2/15/2014	11,929
U S TREAS STRIP 0% 05/12INT PM	12,000 Principal amount due 5/15/2012	11,999
U S TREAS STRIP 0% 05/13INT PM	12,000 Principal amount due 5/15/2013	11,976
U S TREAS STRIP 0% 05/14INT PM	8,000 Principal amount due 5/15/2014	7,943
U S TREAS STRIP 0% 08/12INT PM	12,000 Principal amount due 8/15/2012	11,993
U S TREAS STRIP 0% 08/13INT PM	12,000 Principal amount due 8/15/2013	11,951
U S TREAS STRIP 0% 08/14INT PM	4,000 Principal amount due 8/15/2014	3,964
U S TREAS STRIP 0% 11/12INT PM	12,000 Principal amount due 11/15/2012	11,990
U S TREAS STRIP 0% 11/13INT PM	12,000 Principal amount due 11/15/2013	11,937
Total		<u>1,222,720</u>
PARTICIPANT NOTES RECEIVABLE	Participant notes receivable bearing interest ranging from 4.25% to 10.12% and maturity dates from January 1, 2012 to December 15, 2026	8,388,631
	Adjustment from Fair Value to Contract Value for Stable Value Funds	(16,673,456)
		<u>\$ 579,057,143</u>

Schedule C, Line 2(h) Formula Descriptions

Willis 401(k) Retirement Savings Plan

EIN No.: 13-5654526, Plan No. 003

Plan Year Ending: 12/31/2011

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

DIVERSIFIED RETIREMENT CORPORATION	13-3689044
NATIONAL FINANCIAL SERVICES	04-3523567

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 RETIREMENT CORPORATION	Revenue to National Financial Services
AMERICAN FUNDS	THE GROWTH FUND OF AMERICA R-4	1/1/2011	12/31/2011	34.125	0.875
AMERICAN FUNDS	AMERICAN EUROPACIFIC, R4 CLASS	1/1/2011	12/31/2011	34.125	0.875
AMERICAN FUNDS	AMERICAN INC FND OF AMERICA R4	1/1/2011	12/31/2011	34.125	0.875
AMERICAN FUNDS	AMERICAN FUNDAMENTAL INVEST R4	1/1/2011	12/31/2011	34.125	0.875
BARON	BARON ASSET FUND	1/1/2011	12/31/2011	39.000	1.000
COLUMBIA	COLUMBIA SMALL CAP VALUE II, Z	1/1/2011	12/31/2011	39.000	1.000
DAVIS	DAVIS NY VENTURE, Y**	1/1/2011	12/31/2011	4.875	0.125
MFS	MFS VALUE FUND CLASS R4	1/1/2011	12/31/2011	14.625	0.375
PRUDENTIAL	PRUDENTIAL JENNISON MIDCAP Z	1/1/2011	12/31/2011	24.375	0.625
RIDGE WORTH	RIDGEWORTH MID CAP VALUE	1/1/2011	12/31/2011	48.750	1.250
ROYCE	ROYCE VALUE PLUS, SERVICE	1/1/2011	12/31/2011	43.875	1.125
RUSSELL	RUSSELL EMERGING MARKETS S	1/1/2011	12/31/2011	19.500	0.500
T ROWE PRICE	T ROWE PRICE RETIREMENT INC	1/1/2011	12/31/2011	14.625	0.375
T ROWE PRICE	T ROWE PRICE RETIREMENT 2010	1/1/2011	12/31/2011	14.625	0.375
T ROWE PRICE	T ROWE PRICE RETIREMENT 2020	1/1/2011	12/31/2011	14.625	0.375
T ROWE PRICE	T ROWE PRICE RETIREMENT 2030	1/1/2011	12/31/2011	14.625	0.375
T ROWE PRICE	T ROWE PRICE RETIREMENT 2040	1/1/2011	12/31/2011	14.625	0.375
T ROWE PRICE	T ROWE PRICE RETIREMENT 2050	1/1/2011	12/31/2011	14.625	0.375
WELLS FARGO	WELLS FARGO ADV SPECIAL MIDCAP	1/1/2011	12/31/2011	34.125	0.875

** 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

Willis 401(k) Retirement Savings Plan
EIN No.: 13-5654526, Plan No. 003
Schedule H, Line 4i - Schedule of Assets
Plan Year Ending: 12/31/2011

(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
*	State Street Bank & Trust Co.	Cash Reserve Account	\$ 119,003
	Transamerica Financial Life Ins. Co.	Insurance Company/General Account	\$ 380,635
	American Funds	American Funds EuroPacific Growth R4	\$ 33,248,427
	American Funds	American Funds Growth Fund of America R4	\$ 38,250,549
	American Funds	American Funds Income Fund of America R4	\$ 40,757,700
	American Funds	American Funds Fundamental Investor R4	\$ 35,515,770
	Columbia	Columbia Small Cap Value II Z	\$ 19,687,672
	Davis	Davis NY Venture Y	\$ 22,610,664
	Fidelity	Fidelity Spartan Extended Market Adv	\$ 3,217,344
	MFS	MFS Value R4	\$ 20,528,370
	PIMCO	PIMCO Total Return Instl	\$ 64,210,388
	Prudential	Prudential Jennison Mid Cap Growth Z	\$ 17,423,982
	RidgeWorth	RidgeWorth Mid Cap Value Equity I	\$ 7,827,362
	Royce	Royce Value Plus Service	\$ 19,895,568
	Russell	Russell Emerging Markets S	\$ 1,779,190
	T. Rowe Price	T. Rowe Price Retirement 2010	\$ 680,926
	T. Rowe Price	T. Rowe Price Retirement 2020	\$ 3,355,127
	T. Rowe Price	T. Rowe Price Retirement 2030	\$ 2,595,618
	T. Rowe Price	T. Rowe Price Retirement 2040	\$ 1,005,408
	T. Rowe Price	T. Rowe Price Retirement 2050	\$ 382,330
	T. Rowe Price	T. Rowe Price Retirement Income	\$ 850,722
	Transamerica Partners Funds Group	Transamerica Partners Instl High Yield Bond	\$ 13,086,687
	Transamerica Partners Funds Group	Transamerica Partners Instl Stock Index Fund	\$ 46,187,901
		Mutual Fund Total	\$ 393,097,709
	Transamerica Financial Life Ins. Co.	Willis Stable Fund	\$ 99,260,312
	Charles Schwab Instl	Personal Choice Retirement Account (Other Funds)	\$ 19,890,835
		Other Investments Total	\$ 119,151,147
	Transamerica Financial Life Ins. Co.	Managed Stability-Stable 5 (Bundled)	\$ 37,076,941
		Separate Accounts Total	\$ 37,076,941
*	Willis North America, Inc.	Willis Stock Fund	\$ 20,843,077
		Employer Securities Total	\$ 20,843,077
*	Participants	Notes Receivable with interest rates of 4.25% to 10.12%	\$ 8,388,631
		TOTAL PLAN ASSETS	\$ 579,057,143

* Indicates Party-In-Interest to the Plan