

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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; include room or suite number (employer, if for a 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	Filed with authorized/valid electronic signature.	07/15/2014	LYNN BISSINGER
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	8781
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	6218
b Retired or separated participants receiving benefits		6b	68
c Other retired or separated participants entitled to future benefits		6c	2688
d Subtotal. Add lines 6a , 6b , and 6c		6d	8974
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	24
f Total. Add lines 6d and 6e		6f	8998
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	8409
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	206
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics 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 Characteristics 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	
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) ☒ <u>1</u> 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 Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
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	8409	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 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	275087
5 Current value of plan's interest under this contract in separate accounts at year end	5	32739100

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	164797
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c Additions: (1) Contributions deposited during the year	7c(1)	149	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	1307	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)	271801	

▶ ADDITIONS TO FORFEITURES

(6) Total additions	7c(6)	273257
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d Total of balance and additions (add lines 7b and 7c(6))	7d	438054
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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)	162967	

▶ ALLOCATED FORFEITURES

(5) Total deductions	7e(5)	162967
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	275087
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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 line 9c(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, line 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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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)
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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
TRANSAMERICA RETIREMENT SOLUTIONS
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)

TRANSAMERICA RETIREMENT SOLUTIONS

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	220580	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 71	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 70	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 50	AUDITOR	60471	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JADE PROMOTIONAL MARKETING

11-3661704

(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	MARKETING	6457	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 71	SECURITIES BROKER	23129	Yes ☒ No ☐	Yes ☒ No ☐	0	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
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA 245 SUMMER STREET FLOOR 3 BOSTON, MA 02210	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	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.
EAGLE 880 CARILLON PARKWAY ST. PETERSBURG, FL 33716	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	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.
JP MORGAN 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
TRANSAMERICA RETIREMENT SOLUTIONS	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
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	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
TRANSAMERICA RETIREMENT SOLUTIONS	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.
RIDGEWORTH 3333 PIEDMONT ROAD SUITE 1500 ATLANTA, GA 30305	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
TRANSAMERICA RETIREMENT SOLUTIONS	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)	

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

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 71	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 71	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.	
EAGLE 880 CARILLON PARKWAY ST. PETERSBURG, FL 33716	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 71	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.	
JP MORGAN 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 71	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
NATIONAL FINANCIAL SERVICES	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	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
NATIONAL FINANCIAL SERVICES	33 71	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> </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> </div> </div>		
RIDGEWORTH 3333 PIEDMONT ROAD SUITE 1500 ATLANTA, GA 30305	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<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> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> </div> </div>		
NATIONAL FINANCIAL SERVICES	33 71	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> </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> </div> </div>		
RUSSELL 909 A STREET TACOMA, WA 98402	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<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> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> </div> </div>		
NATIONAL FINANCIAL SERVICES	33 71	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> </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> </div> </div>		
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
CHARLES SCHWAB & CO., INC.	33 71	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 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 71	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.	
ACADIAN FUNDS 04-2714625	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 71	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.	
ADVISORONE FUNDS 91-1788041	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 71	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.
AKRE 54-1968332	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 71	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.
ALLIANCEBERNSTEIN 13-3191825	RATE OF 0.05% 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 71	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 71	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
AMANA 35-6447892	<div style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</div> RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
CHARLES SCHWAB & CO., INC.	33 71	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
AMERICAN BEACON 75-2401150	<div style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</div> RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
CHARLES SCHWAB & CO., INC.	33 71	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
AMERICAN CENTURY INVESTMENTS 43-0821857	<div style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</div> 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 71	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	RATE OF 0.37% 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 71	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.	
ANGEL OAK CAPITAL ADVISORS, LLC 3060 PEACHTREE ROAD NW SUITE 1080 ATLANTA, GA 30305	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 71	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.	
AQR FUNDS 13-3987414	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 71	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ARTISAN 39-1811840	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33 71	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.	
BAIRD 39-6037917	RATE OF 0.04% 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 71	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON CAPITAL GROUP 13-3122938	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33 71	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 0.06 - 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 71	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.
BROWN CAPITAL MANAGEMENT 52-1304372	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 71	0

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

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 71	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.
CALVERT INVESTMENTS 4550 MONTGOMERY AVE SUITE 1000N BETHESDA, MD 20814	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 71	0

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA 93-0577450	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 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CREDIT SUISSE 11 MADISON AVENUE NEW YORK, NY 10010	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 71	0

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33 71	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	RANGE OF 0.10 - 0.36% 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 71	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 0.35% 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 71	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.	
DRIEHAUS 20-3634295	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 71	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	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 71	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.
EATON VANCE 20-1227352	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 71	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 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIDELITY INVESTMENTS 06-1194217	RATE OF 0.10% 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 71	0

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33 71	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.
FMI FUNDS 39-1861095	RATE OF 0.45% 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 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FRANKLIN TEMPLETON INVESTMENTS 94-3167260	RANGE OF 0.30 - 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 71	0

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR 04-2679462	RANGE OF 0.06 - 0.43% 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 71	0

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

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 71	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HEARTLAND 39-1572323	RATE OF 0.50% OF AVERAGE DAILY BALANCE OF ASSET(S)	
(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 71	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.	
HENNESSY 68-0377264	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 71	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)	

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 71	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 58-2287224	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 71	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 71	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	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 71	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)

(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 71	0

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

(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 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JOHN HANCOCK 04-3483032	RANGE OF 0.45 - 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 71	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.	
JPMORGAN 13-2624428	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 71	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.	
LAUDUS FUNDS 94-3106735	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 71	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)	

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 71	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 71	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.
MAIRS & POWER 23-2398112	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 71	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.
MANAGERS FUNDS 06-1298481	RANGE OF 0.10 - 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 71	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 71	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)	
(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 71	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MERGER 13-3036274	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
METROPOLITAN WEST FUNDS 95-4597302	RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSET(S)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33 71	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 04-3253929	RATE OF 0.45% 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 71	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.	
MOTLEY FOOL 54-1742975	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 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NATIXIS FUNDS 04-3200027	RANGE OF 0.06 - 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 71	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 13-3216325	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 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NORTHERN FUNDS 39-1777365	RATE OF 0.38% 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 71	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	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 71	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)	
(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 71	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)	

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 71	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.
OBERWEIS 803 W. MICHIGAN STREET SUITE A MILWAUKEE, WI 53233	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 71	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.
OPPENHEIMERFUNDS 13-2527171	RANGE OF 0.10 - 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 71	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.
PACIFIC ADVISORS FUNDS 95-4393390	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 71	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 71	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.	
PAYDENFUNDS 95-3921788	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 71	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 71	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.
PRINCIPAL FUNDS 42-1520346	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 71	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 FUNDS 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 71	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

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 71	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.	
SCOUT 43-1270132	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 71	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.	
SMEAD FUNDS 26-0218243	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 71	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SOUND SHORE 06-1332926	RATE OF 0.40% OF AVERAGE DAILY BALANCE OF ASSET(S)	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33 71	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)	
(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 71	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 0.04% 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 71	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 0.47% 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 71	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)

(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 71	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.
TIAA-CREF MUTUAL FUNDS 13-1624203	RANGE OF 0.20 - 0.38% 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 71	0

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

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 71	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.
TOUCHSTONE 31-0487145	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 71	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.
VIRTUS 95-4191764	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 71	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.
VULCAN VALUE PARTNERS 3500 BLUE LAKE DRIVE SUITE 400 BIRMINGHAM, AL 35243	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 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WASATCH 87-0319391	RANGE OF 0.35 - 0.40% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33 71	0

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	33 71	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	RANGE OF 0.10 - 0.55% OF AVERAGE DAILY BALANCE OF ASSETS

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</div> <div>(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>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
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) 32739100	
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, or	

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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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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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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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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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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan WILLIS 401(K) RETIREMENT SAVINGS PLAN		B Three-digit plan number (PN) ► 003
C Plan sponsor's name as shown on line 2a of Form 5500 WILLIS NORTH AMERICA, INC.		D Employer Identification Number (EIN) 13-5654526

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	67807	21326
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	9555723	14408250
(2) Participant contributions.....	1b(2)	1034684	1089114
(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)	8490515	8824628
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	35151714	32739100
(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)	455717097	571242992
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	164797	275087
(15) Other.....	1c(15)	130921291	143304034

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	17654599	21677953
(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	658758227	793582484

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	658758227	793582484
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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)	14402366	
(B) Participants	2a(1)(B)	43018336	
(C) Others (including rollovers)	2a(1)(C)	6670930	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		64091632

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)	358514	
(F) Other	2b(1)(F)	1307	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		359821

(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)	13530893	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		13530893

(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)		

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	6015039	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		6015039

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		1851602
(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)		97692268
c Other income.....	2c		6558259
d Total income. Add all income amounts in column (b) and enter total.....	2d		190099514

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	54843913	
(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)		54843913
f Corrective distributions (see instructions).....	2f		10297
g Certain deemed distributions of participant loans (see instructions).....	2g		14550
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	60471	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	90000	
(4) Other.....	2i(4)	256026	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		406497
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		55275257

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		134824257
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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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>660</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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Willis 401(k) Retirement Savings Plan

Employer ID No: 13-5654526
Plan Number: 003

Financial Statements as of December 31, 2013 and
2012, and for the Year Ended December 31, 2013,
Supplemental Schedule as of December 31, 2013,
and Independent Auditors' Report

WILLIS 401(k) RETIREMENT SAVINGS PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1-2
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2013	4
Notes to Financial Statements as of December 31, 2013 and 2012, and for the Year Ended December 31, 2013	5-12
SUPPLEMENTAL SCHEDULE AS OF DECEMBER 31, 2013:	13
Form 5500, Schedule H, Part IV, Line 4i — Schedule of Assets (Held at End of Year)	14-28
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 financial statements of the Willis 401(k) Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements, in order to design 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. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

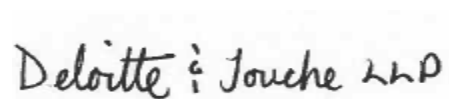
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Willis 401(k) Retirement Savings Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Schedules

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2013 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan's management and was derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. Such schedule has been subjected to the auditing procedures applied in our audits of the financial statements and certain additional procedures, including comparing and reconciling such schedule directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, such schedule is fairly stated in all material respects in relation to the financial statements as a whole.

A handwritten signature in dark ink that reads "Deloitte & Touche LLP". The signature is written in a cursive, flowing style.

Nashville, TN
June 27, 2014

WILLIS 401(k) RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS:		
Participant-directed investments — at fair value	<u>\$ 783,083,857</u>	<u>\$ 660,361,027</u>
Total investments	<u>783,083,857</u>	<u>660,361,027</u>
Receivables:		
Notes receivable from participants	8,824,628	8,490,515
Contributions receivable from employer	14,408,250	9,555,723
Contributions receivable from participants	<u>1,089,114</u>	<u>1,034,684</u>
Total receivables	<u>24,321,992</u>	<u>19,080,922</u>
NET ASSETS REFLECTING ALL INVESTMENTS AT FAIR VALUE	807,405,849	679,441,949
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE STABLE VALUE FUNDS	<u>(13,823,365)</u>	<u>(20,683,722)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 793,582,484</u>	<u>\$ 658,758,227</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, 2013

ADDITIONS:

Contributions:

Participant contributions	\$ 43,018,336
Rollover contributions	6,670,930
Employer contributions	<u>14,402,366</u>

Total contributions	<u>64,091,632</u>
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Investment income:

Net appreciation in fair value of investments	106,921,714
Dividends	13,530,893
Interest	<u>5,196,761</u>

Net investment income	<u>125,649,368</u>
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Interest income on notes receivable from participants	<u>358,514</u>
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DEDUCTIONS:

Benefits paid to participants	(54,868,760)
Administrative expenses	<u>(406,497)</u>

Total deductions	<u>(55,275,257)</u>
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INCREASE IN NET ASSETS	<u>134,824,257</u>
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>658,758,227</u>
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End of year	<u>\$ 793,582,484</u>
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See notes to financial statements.

WILLIS 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2013 AND 2012, AND FOR THE YEAR ENDED DECEMBER 31, 2013

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 Transamerica Retirement Solutions (formerly 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.

After a year of service, participants are eligible for a 100% match of employee contributions made by the Company up to a maximum of 3% for 2013 and 2% for 2012 of the employee’s annual eligible compensation. The match is subject to certain Internal Revenue Code (IRC) limitations. The Company match is discretionary, calculated annually and 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, 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 — Participants are vested immediately in their contributions, plus actual earnings thereon. 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.

Notes Receivable from Participants — 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 an assignment of a participant's vested interest in the Plan, 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 — On termination of service with the Company (including termination of service due to death, disability, or retirement), a participant may generally elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments.

Participants are also eligible to make hardship withdrawals from their deferred contributions in the event of certain financial hardships. Following a financial hardship withdrawal, participants are not allowed to contribute to the Plan for a period of six months.

Forfeited Accounts — When participants terminate employment with the Company, the non-vested portion of the participant's account as defined by the Plan, represents a forfeiture. The plan document permits the use of forfeitures to either reduce future employer contributions or plan administrative expenses for the year. During the years ended December 31, 2013 and 2012, non-vested forfeiture amounts were \$271,714 and \$164,798, respectively, all of which were used to offset employer contributions.

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. See Note 7 for discussion on fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value; however, contract value is the relevant measurement attribute for that portion of the net assets available for benefits that is attributable to fully benefit-responsive investment contracts. Contract value is the amount Plan participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared using the 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 appreciation 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 provides 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 value of the participant's account balances and 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 participants and the Plan as provided in the Plan document. The record keeper is compensated to administer the Plan through net fees of 0.13% withdrawn from participants' accounts for selecting certain investment options. The Plan may additionally use funds allocated to the Expense Budget Account (EBA) to pay administrative expenses approved by the Employer or can be allocated to participants at the end of the year, at the direction of the Employer. The EBA is a plan level unallocated account that can be credited when fees withdrawn from participants' accounts are in excess of 0.13% and/or other amounts withdrawn from participants' accounts. The EBA is also funded based on a plan service fee of 0.02%.

Payment of Benefits — Benefit payments to participants are recorded upon distribution. All distribution payments are processed the same day, therefore, at December 31, 2013 and 2012 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, 2013 and 2012.

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, 2013:	
Willis Stable Value Fund (at contract value)	\$ 117,407,314
Pimco Total Return Fund	68,880,232
Transamerica Partners Institutional Stock Index Fund	67,334,207
TRowe America Growth Fund	56,891,806
American Funds Income Fund	49,527,546
American Funds Fundamental Investment Fund	53,302,126
American Funds Europacific	45,742,855
As of December 31, 2012:	
Willis Stable Value Fund (at contract value)	\$ 109,669,424
Pimco Total Return Fund	73,490,247
Transamerica Partners Institutional Stock Index Fund	51,582,362
American Funds Income Fund	44,749,737
TRowe America Growth Fund	42,898,809
American Funds Fundamental Investment Fund	40,951,616
American Funds Europacific	38,028,653
TFLIC Stable 5 Fund (at contract value)	35,151,714

During the year ended December 31, 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated/(depreciated) as follows:

Mutual funds	\$ 98,697,116
Common stock	8,259,928
Money market funds and other financial assets	<u>(35,330)</u>
Net appreciation in fair value of investments	<u>\$ 106,921,714</u>

4. FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS

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 affect 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.

	2013	2012
Willis Stable Value Fund average yields:		
Based on annualized earnings (1)	3.73 %	10.42 %
Based on interest rate credited to participants (2)	2.70	2.93
TFLIC Stable 5 Fund average yields:		
Based on annualized earnings (1)	4.58 %	15.80 %
Based on interest rate credited to participants (2)	4.44	3.28

- (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 IRS has determined and informed the Company by a letter dated May 14, 2008, that the Plan and related trust were designed in accordance with the applicable regulations of the IRC. The Company and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements. During 2012, the Plan administrator filed for an updated determination letter and in a letter dated March 13, 2013, the IRS has determined and informed the Company that the Plan and related trust are designed with the applicable IRC regulations.

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, 2013, 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, 2009.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Transactions with parties-in-interest include investments in shares of Willis Group Holdings plc common stock, 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 2013 and 2012 were not significant.

At December 31, 2013 and 2012, the Plan held 483,775 and 499,804 shares, respectively, of common stock of Willis Group Holdings plc, with a fair value of \$21,677,953 and \$17,654,599, respectively.

7. FAIR VALUE MEASUREMENTS

Accounting Standard Codification (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.

Asset Valuation Techniques — Valuation technologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual Funds — Valued at the daily closing price as reported by the fund. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common Stocks — Valued at the closing price reported on the active market on which the individual securities are traded.

Guaranteed Investment Contracts — Valued at the net asset value of units of a bank collective trust. The net asset value as provided by the trustee, is used as a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying investments held by the fund less its liabilities.

Money Market Funds — Valued at amortized cost, which approximates fair value.

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, 2013, and December 31, 2012:

Assets at Fair Value as of December 31, 2013				
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual Funds:				
Large Cap Stocks:				
Domestic	\$ 296,719,964	\$ -	\$ -	\$ 296,719,964
International	51,245,681	-	-	51,245,681
Mid/Small Cap Stocks	104,370,208	-	-	104,370,208
Retirement Funds	32,544,624	-	-	32,544,624
Bonds:				
Investment Grade	68,880,232	-	-	68,880,232
High Yield	17,482,283	-	-	17,482,283
Various Diversified Funds	7,365,011	-	-	7,365,011
Common Stocks:				
Willis Group Holdings plc	21,677,953	-	-	21,677,953
Other Common Stock	12,609,854	-	-	12,609,854
Guaranteed Investment				
Contracts	-	163,969,779	-	163,969,779
Money Market Funds	-	5,332,175	-	5,332,175
Other Financial Assets	886,093	-	-	886,093
Total Assets at Fair Value	<u>\$ 613,781,903</u>	<u>\$ 169,301,954</u>	<u>\$ -</u>	<u>\$ 783,083,857</u>

Assets at Fair Value as of December 31, 2012				
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual Funds:				
Large Cap Stocks:				
Domestic	\$ 229,167,332	\$ -	\$ -	\$ 229,167,332
International	41,490,346	-	-	41,490,346
Mid/Small Cap Stocks	78,042,741	-	-	78,042,741
Retirement Funds	17,382,583	-	-	17,382,583
Bonds:				
Investment Grade	73,490,247	-	-	73,490,247
High Yield	16,143,848	-	-	16,143,848
Various Diversified Funds	5,597,312	-	-	5,597,312
Common Stocks:				
Willis Group Holdings plc	17,654,599	-	-	17,654,599
Other Common Stock	10,443,830	-	-	10,443,830
Guaranteed Investment				
Contracts	-	165,504,860	-	165,504,860
Money Market Funds	-	4,575,040	-	4,575,040
Other Financial Assets	868,289	-	-	868,289
Total Assets at Fair Value	<u>\$ 490,281,127</u>	<u>\$ 170,079,900</u>	<u>\$ -</u>	<u>\$ 660,361,027</u>

Transfers Between Levels — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

For the years ended, December 31, 2013 and 2012, there were no transfers between levels.

8. SUBSEQUENT EVENTS

For the year ended December 31, 2013, subsequent events were evaluated through June 27, 2014, 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 IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

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 Income Fund	Mutual Fund	\$ 49,527,546
American Funds Fundamental Investment Fund	Mutual Fund	53,302,126
JPMorgan US Equity Fund	Mutual Fund	36,004,195
MFS Value Fund	Mutual Fund	33,660,084
T Rowe America Growth Fund	Mutual Fund	56,891,806
Transamerica Partners Institutional Stock Index Fund	Mutual Fund	67,334,207
Total		296,719,964
International		
American Funds Europacific	Mutual Fund	45,742,855
Russell Emerging Markets Fund	Mutual Fund	5,502,826
Total		51,245,681
Mid/Small Cap Stocks		
Columbia Small Cap Value Fund	Mutual Fund	29,861,591
Eagle Small Cap Growth	Mutual Fund	27,494,504
Fidelity Spartan Extended Market Index	Mutual Fund	8,605,578
Prudential Mid Cap	Mutual Fund	24,652,295
Ridge Worth Mid Cap Value	Mutual Fund	13,756,240
Total		104,370,208
Retirement Funds		
T Rowe RA 2010	Mutual Fund	2,155,787
T Rowe RA 2020	Mutual Fund	10,533,030
T Rowe RA 2030	Mutual Fund	9,245,185
T Rowe RA 2040	Mutual Fund	6,458,105
T Rowe RA 2050	Mutual Fund	2,480,329
T Rowe RA Income	Mutual Fund	1,672,188
Total		32,544,624
Bonds		
Investment Grade		
PIMCO Total Return Fund	Mutual Fund	68,880,232
Total		68,880,232
High Yield		
Transamerica Partners Institutional High Yield Fund	Mutual Fund	17,482,283
Total		17,482,283
Various Diversified Mutual Funds		
ABERDEEN GLOBAL HIGH INCM F	71 Mutual Fund	746
ABERDEEN GLOBAL SELECT OPPTY	307 Mutual Fund	12,158
ACADIAN EMERGING MKTS PORTFO	537 Mutual Fund	9,857
ADVISORONE AMERIGO FUND CL N	1,413 Mutual Fund	24,426
ADVISORONE CLERMONT FUND CL N	2,015 Mutual Fund	21,476
ADVISORONE DESCARTES N	874 Mutual Fund	11,120
ADVISORONE ENHANCED INCM N	528 Mutual Fund	5,559
ADVISORONE FLEXIBLE INCM N	1,089 Mutual Fund	11,154
ADVISORONE LIAHONA N	1,821 Mutual Fund	19,122
ADVISORONE SELECT ALLOCA	1,562 Mutual Fund	17,228
AKRE FOCUS FD RETAIL	701 Mutual Fund	14,602
ALLIANCEBERNSTEIN DISCOV	2,626 Mutual Fund	25,809
AMANA INCOME FUND	233 Mutual Fund	10,197
AMERICAN BEACON BRIDGE	1,131 Mutual Fund	24,073
AMERICAN BEACON STEPHENS SM CA	582 Mutual Fund	9,891
AMERICAN CENTURY EQUITY GROWTH	107 Mutual Fund	3,296
AMERICAN FD GROWTH FD OF AMERI	3,881 Mutual Fund	165,856
ANGEL OAK MULTI STRATEGY INCM	321 Mutual Fund	3,857
AQR DIVERSIFIED ARBITR	836 Mutual Fund	9,116
AQR INTL MOMENTUM FD CL L	1,065 Mutual Fund	16,771
AQR MGD FUTURES STRAT FD CL I	2,325 Mutual Fund	24,623
AQR MOMENTUM FD CL L	1,973 Mutual Fund	40,819
AQR MULTI STRATEGY ALT FD CL	3,031 Mutual Fund	29,646
AQR RISK PARITY FD CL I	2,741 Mutual Fund	29,521
AQR SMALL CAP MOMENTUM FD CL	736 Mutual Fund	16,435
ARTISAN GLOBAL OPPTY INV CL	543 Mutual Fund	9,938
ARTISAN INTL FUND INV	1,246 Mutual Fund	37,975
ARTISAN INTL VALUE FUND INV	1,092 Mutual Fund	40,148
ARTISAN SM CAP FD INV	339 Mutual Fund	10,030
BAIRD SHORT TERM BD INST	2,200 Mutual Fund	21,321
BARON ASSET FUND	186 Mutual Fund	11,546
BARON SMALL CAP FUND	895 Mutual Fund	31,124
BERWYN INCOME FUND	7,239 Mutual Fund	101,415
BLACKROCK EQTY DIVIDEND FD INV	534 Mutual Fund	12,976
BLACKROCK GLOBAL ALLOCA	488 Mutual Fund	10,414

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, 2013

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
BLACKROCK INTL OPPTY A	652 Mutual Fund	25,983
BLACKROCK MULTI ASSET INCM P	926 Mutual Fund	10,465
BLACKROCK STRAT INCM OPPTY	3,922 Mutual Fund	39,847
BROWN CAP MGMT SMALL CO FD INV	250 Mutual Fund	18,519
BUFFALO DISCOVERY FUND	1,667 Mutual Fund	33,235
BUFFALO FLEXIBLE INCOME FUND	1 Mutual Fund	21
BUFFALO GROWTH FUND	1,522 Mutual Fund	53,025
CALVERT INTL OPPTY FD A	1,292 Mutual Fund	21,490
CGM FOCUS FUND	222 Mutual Fund	8,969
COHEN & STEERS REALTY SHARES	83 Mutual Fund	5,220
COLUMBIA ACORN FUND CL Z	1,233 Mutual Fund	46,009
COLUMBIA MASTERS INTL EQTY A	1,550 Mutual Fund	15,840
CREDIT SUISSE COMMODITY RETURN	14,516 Mutual Fund	104,952
DELAFIELD FUND	1,216 Mutual Fund	46,257
DFA COMMODITY STRATEGY PORT	3,994 Mutual Fund	33,187
DFA EMERGING MKTS CORE EQTY P	2,692 Mutual Fund	52,389
DFA EMERGING MKTS PORT INSTL	1,009 Mutual Fund	26,187
DFA EMERGING MKTS SMALL CAP PO	125 Mutual Fund	2,507
DFA EMERGING MKTS VALUE PORT I	94 Mutual Fund	2,591
DFA GLOBAL REAL ESTATE SECURI	10,260 Mutual Fund	90,703
DFA INTL CORE EQTY PORT INSTL	5,610 Mutual Fund	71,865
DFA INTL REAL ESTATE SECURI	770 Mutual Fund	3,865
DFA INTL SMALL CAP VALUE PORT	937 Mutual Fund	19,072
DFA INTL SMALL CO PORT INSTL	2,846 Mutual Fund	54,681
DFA INTL VALUE III PORT	955 Mutual Fund	16,668
DFA LARGE CAP VALUE III PORTFO	1,683 Mutual Fund	39,899
DFA REAL ESTATE SECURI	253 Mutual Fund	6,554
DFA SLCTIVELY HEDGED GLOBAL	1,520 Mutual Fund	15,182
DFA TWO YEAR GLBL FIXED INCM P	396 Mutual Fund	3,967
DFA US CORE EQTY 2 PORT INSTL	5,580 Mutual Fund	91,344
DFA US LARGE CAP VALUE PORT I	10,795 Mutual Fund	341,337
DFA US SMALL CAP VALUE PORT I	1,598 Mutual Fund	56,601
DFA US TARGETED VALUE PORT I	1,167 Mutual Fund	26,574
DIREXION MONTHLY SMALL CAP BE	84 Mutual Fund	269
DODGE & COX INTL STOCK FUND	941 Mutual Fund	40,495
DODGE & COX STOCK FUND	396 Mutual Fund	66,829
DOUBLELINE TOTAL RETURN BD FD	5,188 Mutual Fund	55,926
DREYFUS SMALL CAP STOCK INDEX	333 Mutual Fund	9,874
DRIEHAUS EMERGING MKTS GROWTH	161 Mutual Fund	5,224
DWS ENHANCED COMMODITY STRAT	1,158 Mutual Fund	17,606
DWS SMALL CAP VALUE FD A	913 Mutual Fund	26,089
EATON VANCE FLOATING RATE F	1,220 Mutual Fund	11,197
FAIRHOLME FUND	786 Mutual Fund	30,793
FEDERATED HIGH YIELD TRUST	1,214 Mutual Fund	8,216
FEDERATED PRUDENT BEAR FD CL	1,077 Mutual Fund	2,844
FEDERATED US GOVT SEC FD 1 TO	1,941 Mutual Fund	20,599
FIDELITY CAPITAL APPR FD	577 Mutual Fund	20,887
FIDELITY FOCUSED STOCK FUND	423 Mutual Fund	8,349
FIDELITY INTL DISCOVERY FUND	438 Mutual Fund	17,750
FIDELITY LATIN AMER FUND	564 Mutual Fund	17,637
FIDELITY LEVERAGED COMPAN	6,826 Mutual Fund	295,174
FIDELITY SLCT COMM EQUIPM	57 Mutual Fund	1,670
FIDELITY SLCT HEALTH CARE P	91 Mutual Fund	17,188
FIDELITY SLCT SOFTWARE & COMPU	54 Mutual Fund	6,422
FIDELITY SLCT TELECOM PORTFO	34 Mutual Fund	2,032
FIRST EAGLE GLOBAL FUND CL A	2,865 Mutual Fund	153,607
FIRST EAGLE OVERSEAS FUND C	55 Mutual Fund	1,281
FMI LARGE CAP FUND	118 Mutual Fund	2,457
FRANKLIN INCM FD CL A	4,370 Mutual Fund	10,576
GABELLI ASSET FUND AAA	39 Mutual Fund	2,569
GABELLI EQUITY INCOME FUND C	835 Mutual Fund	23,868
GABELLI SMALL CAP GROWTH FUND	951 Mutual Fund	45,916
GATEWAY FUND CL A	587 Mutual Fund	17,017
HARBOR CAP APPRECIATION FUND I	1,636 Mutual Fund	92,772
HARBOR COMMODITY REAL RETURN	640 Mutual Fund	3,789
HARBOR INTERNATIONAL FUND I	336 Mutual Fund	23,654
HARDING LOEVNER EMERGING MARKE	181 Mutual Fund	8,818
HEARTLAND SELECT VALUE FUND I	229 Mutual Fund	7,739
HEARTLAND VALUE PLUS FD INV CL	889 Mutual Fund	31,852
HENNESSY FOCUS FD INV CL	82 Mutual Fund	5,439
HENNESSY SMALL CAP FINANC	317 Mutual Fund	8,064
ICON ENERGY FUND CL S	0 Mutual Fund	9
INVESCO TECHNOLOGY FD INV CL	13 Mutual Fund	502

WILLIS NORTH AMERICA INC.
401(K) RETIREMENT SAVINGS PLAN
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FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
IQ ALPHA HEDGE STRATEGY INST C	2,732 Mutual Fund	29,692
IRONCLAD MGD RISK	946 Mutual Fund	10,515
IVY ASSET STRATEGY FUND CL A	470 Mutual Fund	15,040
JANUS BALANCED FD CL T	635 Mutual Fund	19,038
JANUS CONTRARIAN FD CL T	407 Mutual Fund	8,512
JANUS ENTERPRISE FD CL T	69 Mutual Fund	5,621
JANUS GLOBAL LIFE SCIENC	242 Mutual Fund	10,428
JANUS GROWTH & INCM CL T	31 Mutual Fund	1,391
JANUS INTECH US GROWTH T	1,177 Mutual Fund	23,215
JANUS OVERSEAS FD CL T	117 Mutual Fund	4,297
JANUS TRITON FD CL T	5,227 Mutual Fund	123,517
JANUS VENTURE FD CL T	152 Mutual Fund	9,934
JENSEN QUALITY GROWTH FD CL J	312 Mutual Fund	11,801
JHANCOCK INCOME FUND CL A	2 Mutual Fund	16
JHANCOCK3 DISCIPLINED VALUE	1,161 Mutual Fund	21,462
JPMORGAN EQUITY INCOME A	836 Mutual Fund	10,761
JPMORGAN INCM BUILDER FD A	1,013 Mutual Fund	10,424
LAUDUS U.S. LARGE CAP GROWTH	1,097 Mutual Fund	20,363
LEUTHOLD CORE INVESTMENT FUND	549 Mutual Fund	10,000
LITMAN GREGORY MASTERS ALT ST	3,910 Mutual Fund	44,658
LOOMIS SAYLES BOND FUND CL I	4,634 Mutual Fund	70,248
LOOMIS SAYLES BOND FUND CL R	2,087 Mutual Fund	31,493
LOOMIS SAYLES GLOBAL BD FD CL	3,313 Mutual Fund	52,981
MAINSTAY LARGE CAP GROWTH	1,307 Mutual Fund	13,133
MAINSTAY MARKETFIELD FD CL I	1,128 Mutual Fund	20,896
MAIRS AND POWER GWTH FD	150 Mutual Fund	16,686
MANAGERS REAL ESTATE SECURI	50 Mutual Fund	484
MANAGERS SKYLINE SPECIAL EQUIT	71 Mutual Fund	2,831
MARATHON VALUE PORTFOLIO	953 Mutual Fund	20,969
MARSICO GLOBAL FD	1,223 Mutual Fund	17,385
MATTHEWS CHINA FUND	533 Mutual Fund	12,172
MERGER FUND	466 Mutual Fund	7,455
MERIDIAN GROWTH FUND LEGACY	699 Mutual Fund	26,032
METROPOLITAN WEST TOTAL RETURN	8,350 Mutual Fund	88,090
MFS INTL VALUE CL A	727 Mutual Fund	24,516
MOTLEY FOOL INDEPE	2,803 Mutual Fund	53,934
NEUBERGER BERMAN FOCUS FD INV	63 Mutual Fund	1,734
NORTHERN SMALL CAP CORE FUND	467 Mutual Fund	9,780
NUVEEN SYMPHONY MID CAP CORE A	11 Mutual Fund	345
OAKMARK INTL FD CLASS I	4,930 Mutual Fund	129,747
OAKMARK INTL SMALL CAP FUND	1,238 Mutual Fund	21,398
OBERWEIS INTL OPPTY FD	587 Mutual Fund	11,418
OPPENHEIMER DEVELOPING MKTS F	194 Mutual Fund	7,360
OPPENHEIMER INTL GROWTH FD CL	1,188 Mutual Fund	45,569
OPPENHEIMER SENIOR FLOATI	954 Mutual Fund	8,044
OPPENHEIMER STEELPATH MLP SL	1,936 Mutual Fund	23,772
PACIFIC ADV SMALL CAP VALUE	17 Mutual Fund	1,026
PARNASSUS EQUITY INCOME FUND I	728 Mutual Fund	26,719
PAYDEN EQUITY INCOME FD	381 Mutual Fund	4,873
PERMANENT PORTFOLIO	97 Mutual Fund	4,167
PIMCO ALL ASSET ALL AUTHOR	3,355 Mutual Fund	33,112
PIMCO ALL ASSET ALL AUTHOR	4,431 Mutual Fund	43,864
PIMCO ALL ASSET CL D	2,835 Mutual Fund	34,246
PIMCO ALL ASSET INSTL CL	1,819 Mutual Fund	21,977
PIMCO COMMODITY REAL RETURN	2,816 Mutual Fund	15,261
PIMCO COMMODITY REAL RETURN	3,958 Mutual Fund	21,732
PIMCO DIV AND INCM BUILDE	273 Mutual Fund	3,463
PIMCO EMER MKTS CURRENCY INSTL	6,096 Mutual Fund	61,687
PIMCO GLOBAL ADVANTAGE STRATE	3,769 Mutual Fund	41,612
PIMCO GNMA D	8,533 Mutual Fund	93,602
PIMCO TOTAL RETURN FUND CL D	15,478 Mutual Fund	165,465
PIMCO TOTAL RETURN FUND INSTL	9,209 Mutual Fund	98,444
PIMCO UNCONSTRAINED BD FD IN	2,366 Mutual Fund	26,235
PRINCIPAL GLOBAL DIVERSE INCM	212 Mutual Fund	2,992
RYDEX GOVT LONG BD 1.2X STRATE	685 Mutual Fund	9,553
RYDEX NASDAQ-100 FUND INV CL	134 Mutual Fund	2,863
SCHWAB DIVIDEND EQUITY FUND	1,269 Mutual Fund	22,536
SCHWAB FUNDAMENTAL US LARGE	2,506 Mutual Fund	35,585
SCHWAB GNMA FUND	3,003 Mutual Fund	29,730
SCHWAB HEALTH CARE FUND	316 Mutual Fund	7,370
SCHWAB INTL INDEX FUND	715 Mutual Fund	14,215
SCHWAB MARKETTRACK CONSER	495 Mutual Fund	7,612
SCHWAB S&P 500 INDEX FD	1,475 Mutual Fund	42,552

WILLIS NORTH AMERICA INC.
401(K) RETIREMENT SAVINGS PLAN
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FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
SCHWAB SMALL CAP INDEX FUND	2,476 Mutual Fund	68,312
SCHWAB TARGET 2020 FUND	1,570 Mutual Fund	21,429
SCHWAB TOTAL STOCK MKT INDEX	352 Mutual Fund	11,842
SCHWAB TREASURY INFLAT	7,476 Mutual Fund	81,264
SCOUT CORE BD FD CL I	1,875 Mutual Fund	21,303
SCOUT SMALL CAP FD	399 Mutual Fund	9,533
SCOUT UNCONSTRAINED BOND FD CL	901 Mutual Fund	10,662
SEQUOIA FUND	42 Mutual Fund	9,465
SMEAD VALUE FD INV CL	183 Mutual Fund	6,612
SOUND SHORE INVESTOR	2,002 Mutual Fund	98,196
SSGA EMERGING MARKETS FD	148 Mutual Fund	2,619
T ROWE PRICE EUROPEAN STOCK	209 Mutual Fund	4,491
T ROWE PRICE INST FLOATI	3,709 Mutual Fund	38,165
T ROWE PRICE MEDIA AND TELECO	315 Mutual Fund	21,884
TEMPLETON FOREIGN FUND CL A	1,076 Mutual Fund	8,945
TEMPLETON WORLD A	2,528 Mutual Fund	49,072
TETON WESTWOOD BALANCED FD CL	1,540 Mutual Fund	19,284
THIRD AVENUE VALUE FD INSTL	506 Mutual Fund	28,969
THORNBURG DEVELOPING WORLD	430 Mutual Fund	8,061
THORNBURG INVT INCOME BUILDE	510 Mutual Fund	10,654
THORNBURG LTD TERM INCM FD CL	1,004 Mutual Fund	13,331
TIAA CREF HIGH YIELD BOND F	667 Mutual Fund	6,839
TIAA CREF INSTL SOCIAL CHOICE	404 Mutual Fund	5,718
TIAA CREF MID CAP GROWTH FD RE	467 Mutual Fund	10,595
TOCQUEVILLE GOLD FUND	46 Mutual Fund	1,504
TOUCHSTONE SANDS CAPITAL SLCT	1,942 Mutual Fund	33,935
VANGUARD DEVELOPED MKTS INDEX	8,884 Mutual Fund	102,792
VANGUARD DIV GROWTH FD INVEST	903 Mutual Fund	19,284
VANGUARD EMRG MKTS STK INDEX	1,330 Mutual Fund	34,387
VANGUARD EQUITY INCOME FD INV	206 Mutual Fund	6,139
VANGUARD HEALTH CARE FD INVES	28 Mutual Fund	5,152
VANGUARD HIGH YIELD CORP FUND	1,469 Mutual Fund	8,860
VANGUARD INTL EXPLORER INVES	1,828 Mutual Fund	33,665
VANGUARD INTL GROWTH FD INVEST	1,086 Mutual Fund	25,345
VANGUARD MID CAP GROWTH INDEX	816 Mutual Fund	28,935
VANGUARD REIT INDEX FUND INVES	840 Mutual Fund	18,031
VANGUARD SHORT TERM BOND INDEX	5,059 Mutual Fund	53,069
VANGUARD SHORT TERM INVEST	3,160 Mutual Fund	33,811
VANGUARD SMALL CAP GWTH INDEX	1,210 Mutual Fund	41,600
VANGUARD SMALL CAP INDEX FD IN	666 Mutual Fund	35,112
VANGUARD TOTAL BD MARKET INDEX	7,859 Mutual Fund	82,994
VANGUARD TOTAL INTL STK INDEX	1,979 Mutual Fund	33,152
VANGUARD TOTAL STOCK MKT INDEX	2,347 Mutual Fund	109,526
VANGUARD WELLINGTON FD INVEST	588 Mutual Fund	22,325
VIRTUS DYNAMIC ALPHAS	5,254 Mutual Fund	68,664
VIRTUS PREMIUM ALPHAS	4,056 Mutual Fund	67,165
VULCAN VALUE PARTNERS FD	1,477 Mutual Fund	26,944
WASATCH LONG SHORT FD INV	1,075 Mutual Fund	17,431
WASATCH SMALL CAP GROWTH FD IN	385 Mutual Fund	20,194
WEITZ SHORT INTERMEDIATE INCOM	413 Mutual Fund	5,159
WEITZ VALUE FUND	333 Mutual Fund	14,960
WELLS FARGO ADVTG ABSLT RETURN	3,522 Mutual Fund	39,341
WELLS FARGO ADVTG DIVERS INTL	91 Mutual Fund	1,130
WELLS FARGO ADVTG GWTH FD IN	4,593 Mutual Fund	234,560
WELLS FARGO ADVTG INTRIN	411 Mutual Fund	9,441
WELLS FARGO ADVTG PREMIE	396 Mutual Fund	5,675
WHITE OAK SELECT GROWTH FUND	460 Mutual Fund	26,167
YACKTMAN FOCUSED SERVICE CL	513 Mutual Fund	12,897
YACKTMAN FUND SERVICE CL	7,839 Mutual Fund	184,521
Total		7,365,011
Common Stocks		
Willis		
WILLIS STOCK FUND	483,775 Shares of Common Stock	21,677,953
Total		21,677,953
Other Common Stock		
1 800 FLOWERS.COM INC	1,400 Shares of Common Stock	7,574
3 D SYSTEMS CORP	177 Shares of Common Stock	16,449
3M COMPANY	1,291 Shares of Common Stock	181,117
A E S CORP	100 Shares of Common Stock	1,451
A M R CORPORATION XXXSTOCK	75 Shares of Common Stock	-
A T & T INC NEW	1,122 Shares of Common Stock	39,457
ABBOTT LABORATORIES	52 Shares of Common Stock	2,011
ABBVIE INC	52 Shares of Common Stock	2,741

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, 2013

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
ABERDEEN ASIA PAC INCM	10,000 Shares of Common Stock	57,600
ACCENTURE PLC CL A F	45 Shares of Common Stock	3,700
ACHILLION PHARMA INC ** PEN	1,980 Shares of Common Stock	6,572
ADAMS EXPRESS CO	87 Shares of Common Stock	1,140
ADT CORP	18 Shares of Common Stock	728
ADVANCED PHOTONIX CL A	4,000 Shares of Common Stock	2,759
ADVISORSHARES TRUST ETF RANGER	600 Shares of Common Stock	7,656
AETNA INC NEW	100 Shares of Common Stock	6,859
AGILENT TECHNOLOGIES INC TENDER	100 Shares of Common Stock	5,719
AGRIUM INC FDUTCH	100 Shares of Common Stock	9,148
AIRGAS INC TENDER	53 Shares of Common Stock	5,919
AKAMAI TECHNOLOGIES	22 Shares of Common Stock	1,038
ALAMOS GOLD INC F	400 Shares of Common Stock	4,852
ALASKA COMMUNS SYS GROUP	1,000 Shares of Common Stock	2,120
ALBERTA STAR DEV CP NEW F	200 Shares of Common Stock	31
ALCATEL LUCENT ADR FSPONSO	595 Shares of Common Stock	2,618
ALCOA INC	1,031 Shares of Common Stock	10,959
ALKANE RESOURCES ORD F	5,000 Shares of Common Stock	1,521
ALLEGHENY TECH INC NEW	45 Shares of Common Stock	1,603
ALLEGION PUBLIC LTD CO F	9 Shares of Common Stock	398
ALMOST FAMILY INC	500 Shares of Common Stock	16,165
ALNYLAM PHARMACEUTICALS ** PEN	500 Shares of Common Stock	32,150
ALPS TRUST ETF ALERIA	400 Shares of Common Stock	7,116
ALTRIA GROUP INC	409 Shares of Common Stock	15,696
ALTRIA GROUP INC	626 Shares of Common Stock	24,045
AMARIN CORP PLC NEW ADRFSPONSO	100 Shares of Common Stock	197
AMAZON COM INC	15 Shares of Common Stock	5,982
AMER ELECTRIC PWR CO INC	200 Shares of Common Stock	9,348
AMEREN CORPORATION	720 Shares of Common Stock	26,035
AMERICAN AIRLS GROUP INC	474 Shares of Common Stock	11,969
AMERICAN CAPITAL AGENCY REITS	500 Shares of Common Stock	9,645
AMERICAN GRAPHITE TECH	500 Shares of Common Stock	80
AMERICAN INTL GROUP INC TRADES	357 Shares of Common Stock	7,229
AMERICAN INTL GROUP NEW	1,027 Shares of Common Stock	52,424
AMERICAN SKIING CORP XXXPLAN O	1,830 Shares of Common Stock	-
AMERICAN TOWER CORP REIT	80 Shares of Common Stock	6,386
AMERICAN WATER WORKS CO ** PEN	137 Shares of Common Stock	5,783
AMERIPRISE FINANCIAL INC	50 Shares of Common Stock	5,753
AMERN SUPERCONDUCTOR CP	5,000 Shares of Common Stock	8,200
ANADARKO PETROLEUM CORP	600 Shares of Common Stock	47,592
ANNALY CAPITAL MGMT REIT	10,242 Shares of Common Stock	102,117
AOL INC	6 Shares of Common Stock	280
APERAM FNEW YO	1 Shares of Common Stock	18
APOLLO COMM REAL EST FIN** PEN	2,000 Shares of Common Stock	32,500
APOLLO GLOBAL MANAGEMENT** PEN	105 Shares of Common Stock	3,319
APPLE INC	50 Shares of Common Stock	28,051
APPLE INC	744 Shares of Common Stock	417,607
APPLIED MATERIALS INC	538 Shares of Common Stock	9,512
AQUA AMERICA INC	772 Shares of Common Stock	18,203
ARADIGM CORP NEW	180 Shares of Common Stock	32
ARCELOR MITTAL NY NEW FNEW YO	160 Shares of Common Stock	2,854
ARCH COAL INC	728 Shares of Common Stock	3,238
ARCHER-DANIELS-MIDLND CO	50 Shares of Common Stock	2,170
ARES CAPITAL CORP	2,500 Shares of Common Stock	44,425
ARLINGTON ASSET INVT NEW	1,000 Shares of Common Stock	26,390
ARTISAN PART ASSET MNGT ** PEN	95 Shares of Common Stock	6,193
ASSICURAZIONI GENL ORD F	150 Shares of Common Stock	3,543
ATLAS CORPORATION	103,000 Shares of Common Stock	340
ATLAS ENERGY LP	150 Shares of Common Stock	7,028
AUCTION MILLS INC NEW	4 Shares of Common Stock	-
AUTO DATA PROCESSING	40 Shares of Common Stock	3,232
AVALON HOLDINGS CORP A CLASS	1,000 Shares of Common Stock	5,200
AVERY DENNISON CORP	85 Shares of Common Stock	4,266
AVIAT NETWORKS INC	10,000 Shares of Common Stock	22,600
AVISTA CORPORATION	200 Shares of Common Stock	5,638
AXOGEN INC	200 Shares of Common Stock	898
B/E AEROSPACE INC	300 Shares of Common Stock	26,109
B2GOLD CORP F	392 Shares of Common Stock	792
BAIDU COM INC ADR F** PEN	35 Shares of Common Stock	6,226
BANCO SANTANDR CENT ADRFSPONSO	541 Shares of Common Stock	4,907
BANDERA GOLD LTD F	500 Shares of Common Stock	7
BANK OF AMERICA CORP	6,851 Shares of Common Stock	106,666
BARRICK GOLD CORP F	1,000 Shares of Common Stock	17,630

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, 2013

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BAXANO SURGICAL INC	3,761 Shares of Common Stock	3,799
BAXTER INTERNATIONAL INC	300 Shares of Common Stock	20,865
BAYER A G SPONSORED ADRFSPONSO	350 Shares of Common Stock	49,700
BAYSWATER URANIUM NEW F	100 Shares of Common Stock	5
BAYTEX ENERGY CORP F	15 Shares of Common Stock	587
BED BATH & BEYOND	50 Shares of Common Stock	4,015
BERKLEY W R CORPORATION	107 Shares of Common Stock	4,622
BERKSHIRE HATHAWAY B NEWCLASS	485 Shares of Common Stock	57,502
BEST BUY INC	100 Shares of Common Stock	3,988
BIOELECTRONICS CORP	12,000 Shares of Common Stock	5
BIOGEN IDEC INC DUTCH	100 Shares of Common Stock	27,957
BIOGEN IDEC INC DUTCH	200 Shares of Common Stock	55,914
BIOMARIN PHARMACEUTICAL	300 Shares of Common Stock	21,105
BIOPURE CORP CL A NEW TRADIN	16 Shares of Common Stock	-
BLACK HILLS CORP	600 Shares of Common Stock	31,506
BLACKBERRY LTD F	500 Shares of Common Stock	3,720
BLACKHAWK NETWORK HLDGS ** PEN	500 Shares of Common Stock	12,630
BLACKSTONE GROUP LP ** PEN	578 Shares of Common Stock	18,205
BOEING CO ODDLOT	70 Shares of Common Stock	9,582
BONANZA OIL & GAS INC TRADIN	2,400 Shares of Common Stock	-
BOSTON SCIENTIFIC CORP	1,000 Shares of Common Stock	12,020
BP PLC ADR FSPONSO	760 Shares of Common Stock	36,935
BRANDYWINE REALTY TR NEWREIT	230 Shares of Common Stock	3,235
BRIGUS GOLD CORP F	7,000 Shares of Common Stock	5,460
BRINKS CO DUTCH	40 Shares of Common Stock	1,382
BRISTOL-MYERS SQUIBB CO ODDLOT	251 Shares of Common Stock	13,319
BROOKFIELD ASSET MGMT FWTH S	95 Shares of Common Stock	3,689
BROOKS AUTOMATION NEW DUTCH	31 Shares of Common Stock	325
BRUKER CORPORATION	600 Shares of Common Stock	11,862
BUFFALO WILD WINGS INC ** PEN	70 Shares of Common Stock	10,304
BUILDERS FIRSTSOURCE INC	1,000 Shares of Common Stock	7,130
C V S CAREMARK CORP	253 Shares of Common Stock	18,129
CADAN RESOURCES NEW F	100 Shares of Common Stock	2
CAESARSTONE SDOT YAM F** PEN	500 Shares of Common Stock	24,835
CAI INTERNATIONAL INC ** PEN	300 Shares of Common Stock	7,071
CALAMP CORP	380 Shares of Common Stock	10,629
CALLON PETROLEUM CO	500 Shares of Common Stock	3,265
CALUMET SPECIALTY PROD ** PRI	215 Shares of Common Stock	5,594
CAMPBELL SOUP COMPANY	500 Shares of Common Stock	21,640
CANADIAN ZINC CORP F	545 Shares of Common Stock	239
CAPITAL BK FINL CORP ** PEN	27 Shares of Common Stock	614
CAPITAL CITY BANK GROUP	500 Shares of Common Stock	5,885
CAPSTONE MINING CORP F	200 Shares of Common Stock	560
CARNIVAL CORP NEW FPAIRED	65 Shares of Common Stock	2,611
CATERPILLAR INC	270 Shares of Common Stock	24,504
CBOE HOLDINGS INC ** PEN	55 Shares of Common Stock	2,858
CEL SCI CORP NEW	10,000 Shares of Common Stock	5,919
CELGENE CORP	25 Shares of Common Stock	4,224
CENTRAL FD CDA LTD CLA FCLASS	2,170 Shares of Common Stock	28,753
CENVEO INC	5,825 Shares of Common Stock	20,038
CERNER CORP	400 Shares of Common Stock	22,296
CF INDUSTRIES HOLDINGS ** PEN	35 Shares of Common Stock	8,156
CHESAPEAKE UTIL CORP	100 Shares of Common Stock	6,002
CHEVRON CORPORATION	412 Shares of Common Stock	51,502
CHIMERA INVESTMENT CORP ** PEN	222 Shares of Common Stock	687
CHINA ENERGY SVGS TECH TRADIN	1,000 Shares of Common Stock	-
CHINA MOBILE H K ADR FSPONSO	50 Shares of Common Stock	2,615
CHINA STHN ARLNS ADR FSPONSO	100 Shares of Common Stock	1,974
CHIPOTLE MEXICAN GRILL ** PEN	8 Shares of Common Stock	4,262
CHUBB CORPORATION	42 Shares of Common Stock	4,079
CISCO SYSTEMS INC	1,739 Shares of Common Stock	39,007
CITADEL BROADCASTING CP	12 Shares of Common Stock	-
CITIGROUP INC NEW	6,569 Shares of Common Stock	342,310
CITRIX SYSTEMS INC	15 Shares of Common Stock	949
COASTAL BANKING COMPANY	1,000 Shares of Common Stock	7,750
COCA COLA COMPANY	1,149 Shares of Common Stock	47,471
CODEXIS INC ** PEN	10,000 Shares of Common Stock	14,000
COEUR MINING INC	700 Shares of Common Stock	7,595
COGNIZANT TECH SOL CL A	50 Shares of Common Stock	5,049
COLGATE-PALMOLIVE CO	140 Shares of Common Stock	9,129
COLONIAL BANCGROUP INC REGIST	725 Shares of Common Stock	-
COMCAST CORP NEW CL A	238 Shares of Common Stock	12,384
COMCAST CP NEW CL A SPL WITH S	537 Shares of Common Stock	26,786

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, 2013

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COMDISCO HOLDING CO RTSRIGHTS	150 Shares of Common Stock	11
COMMERCIAL METALS CO TENDER	100 Shares of Common Stock	2,033
COMPANIA DE MINAS ADR FSPONSO	500 Shares of Common Stock	5,610
COMPUTRZD THERML IMAGINGTRADIN	1,000 Shares of Common Stock	1
CONAGRA FOODS INC	200 Shares of Common Stock	6,740
CONOCOPHILLIPS	1,688 Shares of Common Stock	119,277
CONS WATER CO INC ORD F	725 Shares of Common Stock	10,221
CONTL PRECIOUS MINERALS F	1,000 Shares of Common Stock	86
COPA HOLDINGS SA F** PEN	40 Shares of Common Stock	6,404
COPPER NORTH MNG CORP F	40 Shares of Common Stock	1
CORINTHIAN COLLEGES INC	240 Shares of Common Stock	427
CORNING INC	200 Shares of Common Stock	3,564
COSTCO WHSL CORP NEW	30 Shares of Common Stock	3,600
COVIDIEN PLC NEW F	9 Shares of Common Stock	624
CSP VOIS INC	204 Shares of Common Stock	-
CUBESMART	764 Shares of Common Stock	12,185
CUMMINS INC	27 Shares of Common Stock	3,848
CYNOSURE INC ** PEN	600 Shares of Common Stock	15,984
CYS INVESTMENTS INC	5,293 Shares of Common Stock	39,221
DDR CORP	221 Shares of Common Stock	3,403
DECODE GENETICS INC XXXPLAN O	5,900 Shares of Common Stock	-
DEERE & CO	130 Shares of Common Stock	11,917
DELTA AIR LINES INC NEW	1,500 Shares of Common Stock	41,205
DENISON MINES CORP F	8,000 Shares of Common Stock	9,600
DEVON ENERGY CP NEW	200 Shares of Common Stock	12,374
DHT HOLDINGS INC NEW F	177 Shares of Common Stock	1,212
DIAGEO PLC NEW ADR FSPONSO	25 Shares of Common Stock	3,311
DIME CMNTY BANCSHARES	524 Shares of Common Stock	8,865
DIREXION SHS EXCH TRD FDDAILY	1,500 Shares of Common Stock	45,150
DIREXION SHS NEW ETF DAILY	1,228 Shares of Common Stock	20,839
DISNEY WALT CO	429 Shares of Common Stock	32,749
DITEM EXPLORATION INC F	1,000 Shares of Common Stock	4
DOMINOS PIZZA INC ** PEN	101 Shares of Common Stock	7,057
DOVER CORPORATION	50 Shares of Common Stock	4,827
DOW CHEMICAL COMPANY	200 Shares of Common Stock	8,880
DOW CHEMICAL COMPANY	210 Shares of Common Stock	9,324
DRYSHIPS INC F** PEN	100 Shares of Common Stock	470
DU PONT E I DE NEMOUR&CO	112 Shares of Common Stock	7,246
DUKE ENERGY CORP NEW	1,239 Shares of Common Stock	85,489
DUPONT FABROS TECHNOLOGY** PEN	250 Shares of Common Stock	6,178
DYNEX CAPITAL INC NEW REIT	600 Shares of Common Stock	4,800
E M C CORP MASS	1,260 Shares of Common Stock	31,702
E O G RESOURCES INC	624 Shares of Common Stock	104,737
EAGLE PLAINS RESOURCES F	34,500 Shares of Common Stock	2,274
EARTHLINK INC	100 Shares of Common Stock	507
EAST ASIA MINERALS CORP F	700 Shares of Common Stock	28
EATON CORP PLC F	50 Shares of Common Stock	3,806
EBAY INC	100 Shares of Common Stock	5,487
ECHELON CORPORATION	10,180 Shares of Common Stock	21,887
EDDIE BAUER HOLDINGS XXXBANKRU	5,000 Shares of Common Stock	-
EGSHARES ETF EMERGI	387 Shares of Common Stock	10,403
ELDORADO GOLD CORP NEW F	1,000 Shares of Common Stock	5,690
ELECTROGLAS CORP XXXREGIST	400 Shares of Common Stock	-
ELMIRA SVGS BK ELMIRA NY	611 Shares of Common Stock	15,386
ENDEAVOUR INTL CORP NEW	8 Shares of Common Stock	42
ENDEAVOUR SILVER CORP F	800 Shares of Common Stock	2,904
ENDURANCE SPECIALTY HLDGF	100 Shares of Common Stock	5,867
ENERGY FUELS INC NEW F	88 Shares of Common Stock	502
ENERGY TRANSFER PARTNERS** PEN	500 Shares of Common Stock	40,870
ENERPLUS CORP F	250 Shares of Common Stock	4,545
ENTERPRISE PRD PRTNRS LP	45 Shares of Common Stock	2,984
ENTMNT GAMING ASIA NEW	250 Shares of Common Stock	310
ERICSSON TEL ADR B NEW FCL B S	120 Shares of Common Stock	1,469
EWORLD COMPANIES INC NEW	625,000 Shares of Common Stock	63
EXACT SCIENCES CORP	8,000 Shares of Common Stock	94,000
EXCO RESOURCES 14RTSTRADES	104 Shares of Common Stock	17
EXCO RESOURCES INC ** PEN	105 Shares of Common Stock	557
EXELIXIS INC	1,600 Shares of Common Stock	9,808
EXELON CORPORATION	120 Shares of Common Stock	3,287
EXPO HOLDING INC	33,500 Shares of Common Stock	-
EXPRESS SCRIPTS HLDG CO	100 Shares of Common Stock	7,024
EXXON MOBIL CORPORATION	253 Shares of Common Stock	25,627
FACEBOOK INC CLASS A ** PEN	1,001 Shares of Common Stock	54,704

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, 2013

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FAIRFAX FINANCIAL HLDGSF	50 Shares of Common Stock	20,003
FAIRPOINT COMMUN INC ** PEN	1 Shares of Common Stock	-
FASTENAL CO	50 Shares of Common Stock	2,376
FEDEX CORPORATION	25 Shares of Common Stock	3,645
FELLOWS ENERGY LTD TRADIN	3,500 Shares of Common Stock	-
FIDELITY MSCI ETF HEALTH	114 Shares of Common Stock	3,038
FIFTH STREET FINANCE CP ** PEN	6,000 Shares of Common Stock	55,500
FINISAR CORP NEW	300 Shares of Common Stock	7,176
FIRST MAJESTIC SILVER F	1,000 Shares of Common Stock	9,800
FIRST TR EXCH TRADED FD ISE WA	196 Shares of Common Stock	6,633
FIRSTHAND TECH VALUE FD	9 Shares of Common Stock	219
FLAMEL TECH SA ADR FSPONSO	1,000 Shares of Common Stock	8,050
FORD MOTOR COMPANY NEW TENDER	435 Shares of Common Stock	6,717
FORD MOTOR COMPANY NEW TENDER	800 Shares of Common Stock	12,344
FOUNTAIN HEALTHY AGING	7,500 Shares of Common Stock	4
FREEPORT MCMORAN COPPER	607 Shares of Common Stock	22,897
FREIGHTCAR AMERICA INC ** PEN	413 Shares of Common Stock	10,990
FRONTIER COMMUNICATIONS	15 Shares of Common Stock	70
FRONTIER RARE EARTH ORDF	4,563 Shares of Common Stock	1,592
FUSE SCIENCE INC	135,000 Shares of Common Stock	3,105
G T X INC ** PEN	2,500 Shares of Common Stock	4,125
GABELLI EQUITY TRUST INC	415 Shares of Common Stock	3,215
GALLAGHER ARTHUR J & CO	55 Shares of Common Stock	2,581
GAMESTOP CORP CL A NEW	552 Shares of Common Stock	27,202
GENERAL ELECTRIC COMPANY	2,356 Shares of Common Stock	66,052
GENERAL MILLS INC	365 Shares of Common Stock	18,211
GENERAL MOLY INC	3,000 Shares of Common Stock	4,020
GENUINE PARTS CO	180 Shares of Common Stock	14,974
GENWORTH FINANCIAL INC ** PEN	250 Shares of Common Stock	3,883
GERON CORP	400 Shares of Common Stock	1,896
GETTY REALTY CORP NEW REIT	304 Shares of Common Stock	5,583
GIANT INTERACTIVE ADR F** PEN	50 Shares of Common Stock	562
GILEAD SCIENCES INC	300 Shares of Common Stock	22,530
GILEAD SCIENCES INC	1,050 Shares of Common Stock	78,855
GLAXOSMITHKLINE PLC ADRFSPONSO	242 Shares of Common Stock	12,932
GLOBAL ALUMINA CORP FDUTCH	11,000 Shares of Common Stock	-
GLOBAL GEOPHYSICAL SERV ** PEN	10,000 Shares of Common Stock	16,100
GLOBAL PEOPLELINE TELECOREGIST	3 Shares of Common Stock	-
GOLD CANYON RES INC F	27,000 Shares of Common Stock	5,778
GOLDCORP INC NEW FECHAN	32 Shares of Common Stock	693
GOLDEN GOLIATH RES LTD F	21,000 Shares of Common Stock	935
GOLDEN MINERALS CO	250 Shares of Common Stock	118
GOLDMAN SACHS GROUP INC	37 Shares of Common Stock	6,509
GOOGLE INC ** PEN	60 Shares of Common Stock	67,243
GRACO INCORPORATED	40 Shares of Common Stock	3,125
GRAFTECH INTERNATIONAL	100 Shares of Common Stock	1,123
GRAMERCY PPTY TR INC REIT	13,500 Shares of Common Stock	77,625
GREAT PANTHER SILVER F	3,000 Shares of Common Stock	2,190
GREAT WESTN MNRLS GROUPF	10,000 Shares of Common Stock	700
GREEN EARTH TECHS INC	5,000 Shares of Common Stock	254
GREEN MTN COFFEE ROASTER	200 Shares of Common Stock	15,108
GREENLAND MIN & EGY ORDF	10,000 Shares of Common Stock	1,834
GSV CAPITAL CORP	50 Shares of Common Stock	605
GUGGENHEIM EXCH TRD FD BRIC E	173 Shares of Common Stock	5,980
GULF RESOURCES INC NEW	113 Shares of Common Stock	266
GULFPORT ENERGY CP NEW	350 Shares of Common Stock	22,096
GUYANA FRONTIER MINING F	9,000 Shares of Common Stock	18
H C P INC REIT	304 Shares of Common Stock	11,041
HALCON RESOURCES NEW	5,543 Shares of Common Stock	21,396
HALLIBURTON CO HLDG CO EXCHAN	10 Shares of Common Stock	508
HARD TO TREAT DISEASES	42,000 Shares of Common Stock	4
HARRIS CORPORATION	150 Shares of Common Stock	10,472
HARTE-HANKS INCORPORATED	1,011 Shares of Common Stock	7,908
HARTFORD FINL SVCS GRP	200 Shares of Common Stock	7,246
HAWAIIAN ELEC INDUSTRIES	1,000 Shares of Common Stock	26,060
HEALTH CARE REIT INC REIT	257 Shares of Common Stock	13,778
HEALTHSOUTH CORP NEW	680 Shares of Common Stock	22,658
HELICOS BIOSCIENCES CORP** PEN	520 Shares of Common Stock	2
HERBALIFE LTD F** PEN	200 Shares of Common Stock	15,740
HERSHEY COMPANY	26 Shares of Common Stock	2,544
HEWLETT-PACKARD COMPANY	755 Shares of Common Stock	21,133
HILTON WORLDWIDE HLDGS ** PEN	125 Shares of Common Stock	2,781
HOLLYFRONTIER CORP	48 Shares of Common Stock	2,385

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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, 2013

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HOME DEPOT INC TENDER	351 Shares of Common Stock	28,904
HONEYWELL INTERNATIONAL	32 Shares of Common Stock	2,931
HOOPER HOLMES INC	500 Shares of Common Stock	265
HORMEL FOODS CORP	700 Shares of Common Stock	31,619
HUDSON CITY BANCORP INC	700 Shares of Common Stock	6,601
IAMGOLD CORPORATION FEXCHAN	500 Shares of Common Stock	1,665
IMPACT SILVER CORP F	1,000 Shares of Common Stock	418
INGERSOLL RAND CL A NEWFIRELAN	28 Shares of Common Stock	1,716
INOVIO PHARMACEUTICALS	26,000 Shares of Common Stock	75,400
INSPIREMD INC NEW	5,000 Shares of Common Stock	12,300
INTEL CORP	5,678 Shares of Common Stock	147,365
INTERNATIONAL PAPER CO DUTCH	1,515 Shares of Common Stock	74,285
INTERPHARM HOLDINGS INC TRADIN	1,000 Shares of Common Stock	-
INTL BUSINESS MACHINES	340 Shares of Common Stock	63,847
INVENSENSE INC ** PEN	500 Shares of Common Stock	10,390
INVESCO MORTGAGE CAPITAL** PEN	761 Shares of Common Stock	11,165
INVESCO MUNI OPPORTUNITYTRUST	3,000 Shares of Common Stock	35,130
ION GEOPHYSICAL CORP	2,000 Shares of Common Stock	6,600
IPG PHOTONICS CORP ** PEN	200 Shares of Common Stock	15,522
IQ HEDGE MAC TRACKER ETFMACRO	565 Shares of Common Stock	14,826
IROBOT CORP ** PEN	50 Shares of Common Stock	1,739
ISCO INTERNATIONAL INXXXBANKRU	53,770 Shares of Common Stock	-
ISHARES CORE S&P ETF S&P 50	52 Shares of Common Stock	9,730
ISHARES ETF AAA- A	252 Shares of Common Stock	12,547
ISHARES MSCI EMRG MKT FDWITH S	624 Shares of Common Stock	26,080
ISHARES MSCI ETF EAFE M	243 Shares of Common Stock	14,970
ISHARES MSCI GRMNY GERMAN	1,547 Shares of Common Stock	49,133
ISHARES MSCI KOREA ETF CAPPED	40 Shares of Common Stock	2,587
ISHARES MSCI UTD KINGDM UNITED	1,091 Shares of Common Stock	22,780
ISHARES NASDAQ BIO ETF NASDAQ	58 Shares of Common Stock	13,173
ISHARES SILVER TRUST INDEX	1,943 Shares of Common Stock	36,354
ISHARES TR COMEX GOLD ** PEN	4,245 Shares of Common Stock	49,582
ISHARES TR LEHMAN BD FD LEHMAN	203 Shares of Common Stock	20,146
ISHARES TR MSCI EAFE FD WITH S	343 Shares of Common Stock	22,995
ISHARES TR RUSSELL 1000 RUSSEL	588 Shares of Common Stock	50,539
ISHARES TR RUSSELL 2000 WITH S	449 Shares of Common Stock	51,812
ISHARES TR S&P 500 BARRAS&P 50	173 Shares of Common Stock	17,084
ISHARES TR S&P LATN AMERS&P LA	112 Shares of Common Stock	4,158
ISHARES TR TIPS BOND E	215 Shares of Common Stock	23,602
ISHARES TR US INDL US IND	1,067 Shares of Common Stock	108,126
ISHARES U S PFD ETF U S PF	130 Shares of Common Stock	4,788
ISHARES US BROKER DEALER	134 Shares of Common Stock	5,170
ISIS PHARMACEUTICALS INC	600 Shares of Common Stock	23,904
ITC HOLDINGS CORP ** PEN	55 Shares of Common Stock	5,270
JABIL CIRCUIT INC	51 Shares of Common Stock	886
JADE ART GROUP INC NEW	45,000 Shares of Common Stock	450
JDS UNIPHASE CORP NEW	178 Shares of Common Stock	2,311
JET METAL CORP F	36 Shares of Common Stock	6
JOES JEANS INC	10,000 Shares of Common Stock	11,000
JOHNSON & JOHNSON	979 Shares of Common Stock	89,646
JPMORGAN CHASE & CO	285 Shares of Common Stock	16,672
K L A TENCOR CORP	1 Shares of Common Stock	36
KANSAS CITY SOUTHERN	305 Shares of Common Stock	37,756
KAR AUCTION SERVICES ** PEN	135 Shares of Common Stock	3,989
KIMBERLY-CLARK CORP	371 Shares of Common Stock	38,789
KINDER MORGAN ENERGY LP UNIT L	162 Shares of Common Stock	13,100
KINDER MORGAN ENERGY LP UNIT L	388 Shares of Common Stock	31,287
KINDER MORGAN HOLDCO LLC** PEN	102 Shares of Common Stock	3,681
KINDER MORGAN MGMT LLC	298 Shares of Common Stock	22,535
KINROSS GOLD CORP NEW F	2,500 Shares of Common Stock	10,950
KNIGHTSBRDG TANKERS ORDF	300 Shares of Common Stock	2,757
KRAFT FOODS GROUP	286 Shares of Common Stock	15,393
KRISPY KREME DOUGHNUT CP	500 Shares of Common Stock	9,645
KULICKE & SOFFA INDS INC	1,000 Shares of Common Stock	13,300
L BRANDS INC	151 Shares of Common Stock	9,342
L INTERNATIONAL COMPUTERTRADIN	200 Shares of Common Stock	-
LAB CP OF AMER HLDG NEW	400 Shares of Common Stock	36,548
LEUCADIA NATIONAL CORP	200 Shares of Common Stock	5,668
LEVEL 3 COMMUN NEW	116 Shares of Common Stock	3,848
LEXICON PHARMACEUTICALS	40 Shares of Common Stock	72
LIGHTBRIDGE CORP	17 Shares of Common Stock	25
LILLY ELI & COMPANY ODDLOT	743 Shares of Common Stock	37,889
LINDSAY CORPORATION	75 Shares of Common Stock	6,206

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, 2013

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
LINKEDIN ** PEN	15 Shares of Common Stock	3,252
LINCO LLC ** PEN	5,500 Shares of Common Stock	169,455
LOCALSHARES INVT TR ETF NASHVI	206 Shares of Common Stock	5,611
LOCKHEED MARTIN CORP	30 Shares of Common Stock	4,460
LOEWS CORPORATION	252 Shares of Common Stock	12,156
LONGTOP FINL TECH ADS F** PEN	250 Shares of Common Stock	-
LORILLARD INC	85 Shares of Common Stock	4,308
LOWES COMPANIES INC	222 Shares of Common Stock	11,000
LSI CORPORATION	107 Shares of Common Stock	1,177
LULULEMON CORP ** PEN	104 Shares of Common Stock	6,139
LUMBER LIQUIDATORS HLDGS	70 Shares of Common Stock	7,202
LUXEYARD INC	1,500 Shares of Common Stock	18
LUXFER HLDGS PLC ADR F** PEN	725 Shares of Common Stock	15,124
LYONDELLBASELL INDS FCLASS	75 Shares of Common Stock	6,021
M D U RESOURCES GROUP	529 Shares of Common Stock	16,161
MACQUARIE INFRASTRUC LLC	110 Shares of Common Stock	5,987
MACYS INC	50 Shares of Common Stock	2,691
MAGELLAN MIDSTREAM PTNRS	65 Shares of Common Stock	4,113
MAGNUM HUNTER RESOURCES	1,220 Shares of Common Stock	8,918
MAGNUM HUNTER S CORP WTSWARRAN	622 Shares of Common Stock	-
MALLINCKRODT PUB F	1 Shares of Common Stock	52
MANITOWOC COMPANY INC	3 Shares of Common Stock	73
MANNKIND CORP	51,350 Shares of Common Stock	267,020
MARKET VECTORS ETF ** PEN	30 Shares of Common Stock	889
MARSH & MC LENNAN CO INC	46 Shares of Common Stock	2,225
MASCO CORP	200 Shares of Common Stock	4,554
MATTEL INCORPORATED	287 Shares of Common Stock	13,674
MC CORMICK & CO INC N-VTON VO	172 Shares of Common Stock	11,854
MC DONALDS CORP EXCHAN	1,870 Shares of Common Stock	181,487
MEADOWBROOK INSURANCE GP	113 Shares of Common Stock	786
MEDIVATION INC	326 Shares of Common Stock	20,805
MEGA URANIUM LTD F	14,000 Shares of Common Stock	1,085
MELCO PBL ENTMT LTD ADRF**PEND	5,475 Shares of Common Stock	214,730
MERCK & CO INC NEW	504 Shares of Common Stock	25,234
MERGE HEALTHCARE INC	10,000 Shares of Common Stock	23,200
MERITAGE HOMES CORP	500 Shares of Common Stock	23,995
METANOR RESOURCES F	8,500 Shares of Common Stock	938
METLIFE INC	200 Shares of Common Stock	10,784
MFA FINANCIAL INC REIT	5,000 Shares of Common Stock	35,300
MGM MIRAGE TENDER	42 Shares of Common Stock	988
MICROCHIP TECHNOLOGY INC	90 Shares of Common Stock	4,028
MICROSOFT CORP DUTCH	3,905 Shares of Common Stock	146,088
MILLENNIUM CELL INC	5,000 Shares of Common Stock	5
MIND TECHNOLOGIES INC TRADIN	10,000 Shares of Common Stock	-
MINDRAY MED INTL ADR F** PEN	200 Shares of Common Stock	7,272
MIRANDA GOLD CORP F	23,000 Shares of Common Stock	3,266
MISTRAS GROUP INC ** PEN	123 Shares of Common Stock	2,568
MIZUHO FINL GROUP ADR FSPONSO	2,000 Shares of Common Stock	8,720
MOLSON COORS BREWING CLB	26 Shares of Common Stock	1,465
MOLYCORP INC ** PEN	1,100 Shares of Common Stock	6,182
MONDELEZ INTL INC CL A	561 Shares of Common Stock	19,798
MONSTER WORLDWIDE INC	2,500 Shares of Common Stock	17,825
MONTPELIER RE HLDGS LTDF	115 Shares of Common Stock	3,355
MORGAN STANLEY	1,000 Shares of Common Stock	31,360
MORGAN STANLEY	5,561 Shares of Common Stock	174,401
MOSAIC CO NEW	252 Shares of Common Stock	11,891
MOTOROLA SOLUTIONS INC	31 Shares of Common Stock	2,112
MULTICELL TECHS INC NEW	7,500 Shares of Common Stock	4
NAM TAI ELECTRONICS NEWF	1,516 Shares of Common Stock	10,823
NATIONAL GRID PLC ADR FSPONSO	571 Shares of Common Stock	37,268
NATIONAL OILWELL VARCO	256 Shares of Common Stock	20,326
NATL SCIENTIFIC CORP	250 Shares of Common Stock	6
NESTLE S A REG B ADR F1 ADR	25 Shares of Common Stock	1,840
NET 1 UEPS TECHS NEW	300 Shares of Common Stock	2,619
NETFLIX INC	32 Shares of Common Stock	11,781
NETSOL TECHNOLOGIES NEW	75 Shares of Common Stock	437
NEVSUN RESOURCES LTD F	2,000 Shares of Common Stock	6,640
NEW GOLD INC F	1,000 Shares of Common Stock	5,240
NEW RESIDENTIAL INV CORP	6,000 Shares of Common Stock	40,080
NEW YORK CMNTY BANCORP	1,236 Shares of Common Stock	20,831
NEW YORK MTG TRUST NEW REIT	350 Shares of Common Stock	2,447
NEWBRIDGE BANCORP CLASS	1,000 Shares of Common Stock	7,425
NEWCASTLE INVESTMENT CP REIT	6,000 Shares of Common Stock	34,440

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, 2013

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
NIKE INC CLASS B	100 Shares of Common Stock	7,873
NOBLE ENERGY INC	300 Shares of Common Stock	20,433
NORDIC AMERN TANKR LTD F	8 Shares of Common Stock	81
NORFOLK SOUTHERN CORP	125 Shares of Common Stock	11,604
NORTH AMERN DATACOM INC	1,000 Shares of Common Stock	-
NORTHEAST BANCORP NEW	700 Shares of Common Stock	6,706
NORTHISLE COPPER & GOLDF	40 Shares of Common Stock	1
NORTHSTAR REALTY FIN CP ** PEN	3,000 Shares of Common Stock	40,350
NOVARTIS A G SPON ADR FSPONSO	277 Shares of Common Stock	22,265
NUANCE COMMUN INC	200 Shares of Common Stock	3,040
NUTRACEUTICAL INTL CORP	100 Shares of Common Stock	2,678
NUVERRA ENVIRONMENTL NEW	620 Shares of Common Stock	10,410
NXP SEMICONDUCTORS NV F** PEN	150 Shares of Common Stock	6,890
OBN HOLDINGS INC NEW TRADIN	200 Shares of Common Stock	-
OCCIDENTAL PETE CORP	133 Shares of Common Stock	12,653
ONCOSEC MED INC	1,000 Shares of Common Stock	480
OPKO HEALTH INC	1,400 Shares of Common Stock	11,816
ORACLE CORPORATION	1,097 Shares of Common Stock	41,962
ORGANOVO HLDGS INC	5,000 Shares of Common Stock	55,350
OXUS GOLD PLC WEF ORD F	202,700 Shares of Common Stock	7,703
P I C O HOLDINGS INC NEW	245 Shares of Common Stock	5,662
PALADIN ENERGY LTD ORD FCANADI	1,000 Shares of Common Stock	423
PAN AMERICAN SILVER CP F	200 Shares of Common Stock	2,340
PANERA BREAD CO CL A	25 Shares of Common Stock	4,417
PARAMOUNT GOLD AND SILVRTRADIN	22,000 Shares of Common Stock	20,500
PARKER-HANNIFIN CORP	65 Shares of Common Stock	8,362
PARTNERRE LTD F	225 Shares of Common Stock	23,722
PATRIOT COAL CORP XXXBANKRU	1,500 Shares of Common Stock	6
PATRIOT NATL BANCORP INC	3,300 Shares of Common Stock	3,432
PEABODY ENERGY CORP	650 Shares of Common Stock	12,695
PENNEY J C CO INC	1,700 Shares of Common Stock	15,555
PENTAIR LTD F	8 Shares of Common Stock	621
PEPSICO INCORPORATED	723 Shares of Common Stock	59,959
PERRIGO CO PLC FUS SHA	251 Shares of Common Stock	38,518
PETROLEO BRASILEIRO ADRFSA PET	935 Shares of Common Stock	12,884
PFIZER INCORPORATED ODDLOT	817 Shares of Common Stock	25,012
PHARMATHENE INC	5,000 Shares of Common Stock	9,300
PHILIP MORRIS INTL INC	345 Shares of Common Stock	30,086
PHILLIPS 66	702 Shares of Common Stock	54,145
PIMCO CORP & INC OPPTY FUND	342 Shares of Common Stock	5,902
PIMCO CORP INCOME STRATE	800 Shares of Common Stock	12,640
PIMCO DYNAMIC CDT INC FD** PEN	2,000 Shares of Common Stock	44,960
PIMCO ETF 0-5 YR	555 Shares of Common Stock	59,030
PIMCO EXCH TRADED FUND TOTAL	154 Shares of Common Stock	16,096
PIMCO INCOME STRA FD II	500 Shares of Common Stock	4,975
PINETREE CAPITAL NEW F	1,500 Shares of Common Stock	467
PIONEER NATURAL RES CO	300 Shares of Common Stock	55,221
PLAINS ALL AMERN PPLN LPWITH S	35 Shares of Common Stock	1,812
PLUG POWER INC NEW	1,000 Shares of Common Stock	1,550
PLUM CREEK TIMBER CO REIT	200 Shares of Common Stock	9,302
POLARIS INDUSTRIES INC	15 Shares of Common Stock	2,185
PORTLAND GENERAL ELEC	850 Shares of Common Stock	25,670
POSITIVEID CORP NEW	20,000 Shares of Common Stock	552
POTASH CORP SASK INC FTENDER	500 Shares of Common Stock	16,480
POWERSHARES ETF FD TR IIS&P SM	30 Shares of Common Stock	1,375
POWERSHARES ETF SENIOR	2,200 Shares of Common Stock	54,736
POWERSHARES S&P ETF 500 LO	668 Shares of Common Stock	22,151
POWERSHS DB COMMDTY INDX	991 Shares of Common Stock	25,429
POWERSHS EXCH TRAD FD TRDYNAMI	66 Shares of Common Stock	1,913
POWERSHS EXCH TRAD FD TRFUNDAM	156 Shares of Common Stock	3,691
POWERSHS EXCH TRAD FD TRGLOBAL	288 Shares of Common Stock	6,644
POWERSHS EXCH TRAD FD TRPOWERS	100 Shares of Common Stock	8,294
POWERSHS EXCH TRAD FD TRPREFER	514 Shares of Common Stock	10,496
POWERSHS EXCH TRAD FD TRPREFER	5,000 Shares of Common Stock	67,200
POWERSHS QQQ TRUST SER 1	854 Shares of Common Stock	75,149
PPM INVESTMENTS ORD F	919 Shares of Common Stock	3,937
PRAXAIR INC	15 Shares of Common Stock	1,950
PRECISION DRILLING CORPF	965 Shares of Common Stock	9,042
PRICELINE.COM INC NEW	25 Shares of Common Stock	29,060
PROCTER & GAMBLE EXCHAN	679 Shares of Common Stock	55,304
PROSHARES SHORT S&P 500	130 Shares of Common Stock	3,280
PROSHARES TRUST ETF ULTRAS	1,300 Shares of Common Stock	39,390
PROSHS ULTRASHRT ETF NEWULTRAS	75 Shares of Common Stock	2,225

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, 2013

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PROSHS ULTRASHRT ETF NEWULTRAS	1,685 Shares of Common Stock	133,452
PROSHS ULTRASHT ETF NEW MSCI U	12 Shares of Common Stock	501
PROSPECT CAPITAL CORP	5,000 Shares of Common Stock	56,100
PROTHENA CORP PLC F	80 Shares of Common Stock	2,122
PUB SVC ENT GROUP INC	750 Shares of Common Stock	24,030
PUMA EXPLORATION INC F	6,650 Shares of Common Stock	1,224
PVH CORP	10 Shares of Common Stock	1,367
QUALCOMM INC	200 Shares of Common Stock	14,850
QUALCOMM INC	340 Shares of Common Stock	25,245
QUALMARK CORP	400 Shares of Common Stock	240
QUALYS INC ** PEN	700 Shares of Common Stock	16,177
QUICKSILVER RESOURCES	2,000 Shares of Common Stock	6,140
R A I T FINANCIAL TR NEW	9,100 Shares of Common Stock	81,627
R F MICRO DEVICES INC	1,000 Shares of Common Stock	5,160
RADIUS GOLD INC F	25,000 Shares of Common Stock	2,460
RAMBUS INC DEL	484 Shares of Common Stock	4,583
RANDGOLD RES LTD ADR FSPONSO	241 Shares of Common Stock	15,137
RANGE RESOURCES CORP	100 Shares of Common Stock	8,431
RAYONIER INC REIT	127 Shares of Common Stock	5,351
RAYTHEON COMPANY NEW ODD LO	509 Shares of Common Stock	46,202
REGENERON PHARMS INC	210 Shares of Common Stock	57,800
RELANCE STL & ALUMINUM	153 Shares of Common Stock	11,574
RESMED INC	100 Shares of Common Stock	4,708
RITE AID CORPORATION	100 Shares of Common Stock	506
ROCKWELL AUTOMATION INC	24 Shares of Common Stock	2,836
ROCKWELL COLLINS INC	9 Shares of Common Stock	665
ROCKWOOD HOLDINGS INC ** PEN	100 Shares of Common Stock	7,192
ROVI CORPORATION	76 Shares of Common Stock	1,496
ROWE T PRICE GROUP INC	80 Shares of Common Stock	6,702
ROYAL GOLD INC	200 Shares of Common Stock	9,214
ROYCE GLOBAL VALUE TR	68 Shares of Common Stock	605
ROYCE VALUE TRUST INC	486 Shares of Common Stock	7,784
S P D R S&P 500 ETF TR EXPIRI	848 Shares of Common Stock	156,538
SALESFORCE COM ** PEN	220 Shares of Common Stock	12,142
SANDSTORM GOLD 14 WTSFWARRAN	4,000 Shares of Common Stock	1,064
SANGUINE CORP NEW	200 Shares of Common Stock	14
SANTANA MINERALS ORD F**PRIV	4,000 Shares of Common Stock	376
SCH FND EM LG ETF	190 Shares of Common Stock	5,103
SCH FND INTL LG ETF	196 Shares of Common Stock	5,477
SCH FND US LG ETF	202 Shares of Common Stock	5,501
SCH FND US SM ETF	201 Shares of Common Stock	5,617
SCH US MID-CAP ETF	353 Shares of Common Stock	13,202
SCHEIN HENRY INC	120 Shares of Common Stock	13,711
SCHLUMBERGER LTD F	200 Shares of Common Stock	18,022
SCHW US LCAP ETF	411 Shares of Common Stock	18,113
SCHW US LCAP VAL ETF	2,329 Shares of Common Stock	94,861
SCHW US SCAP ETF	459 Shares of Common Stock	24,109
SCOR ADR FSPONSO	1,000 Shares of Common Stock	3,620
SEADRILL LTD F	1,295 Shares of Common Stock	53,218
SEALED AIR CORP NEW	117 Shares of Common Stock	3,982
SEATTLE GENETICS INC	1,419 Shares of Common Stock	56,604
SECTOR SPDR ENGY SELECT SHARES	100 Shares of Common Stock	8,851
SECTOR SPDR FINCL SELECTSHARES	903 Shares of Common Stock	19,738
SECTOR SPDR INDL SELECT SHARES	15 Shares of Common Stock	790
SECTOR SPDR MATERIALS FDSHARES	4 Shares of Common Stock	186
SECTOR SPDR UTIL SELECT SHARES	149 Shares of Common Stock	5,653
SENOYX INC ** PEN	1,000 Shares of Common Stock	5,060
SHERWIN WILLIAMS CO	20 Shares of Common Stock	3,690
SIEMENS A G ADR F1 ADR	230 Shares of Common Stock	31,857
SILGAN HOLDINGS INC TENDER	103 Shares of Common Stock	4,962
SILICON GRAPHICS INC XXXBANKRU	1,000 Shares of Common Stock	-
SILVER WHEATON CORP F	1,288 Shares of Common Stock	26,005
SIRIUS XM HLDGS INC	12,619 Shares of Common Stock	44,040
SIX FLAGS ENTERTAINMENT	35 Shares of Common Stock	1,289
SJM HOLDINGS LTD ORD F	16,000 Shares of Common Stock	53,651
SMAVE SOLUTIONS INC	15 Shares of Common Stock	-
SOLAR CAPITAL LTD ** PEN	300 Shares of Common Stock	6,765
SONDE RESOURCES CORP F	10,000 Shares of Common Stock	6,900
SONICBLUE INC XXXBANKRU	700 Shares of Common Stock	-
SONY CORP ADR NEW F1 ADR	100 Shares of Common Stock	1,729
SOUTHERN ARC MINERALS F	16,000 Shares of Common Stock	909
SOUTHERN COPPER CORP	172 Shares of Common Stock	4,935
SOUTHWEST AIRLINES CO	100 Shares of Common Stock	1,884

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

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DECEMBER 31, 2013

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SPDR BARCLAYS ETF 1-3 YE	1,123 Shares of Common Stock	34,465
SPDR GOLD TRUST SPDR G	387 Shares of Common Stock	44,938
SPDR S&P DIVIDEND ETF	470 Shares of Common Stock	34,153
SPDR S&P GLOBAL ETF NATURA	314 Shares of Common Stock	15,775
SPDR SERIES TRUST ETF DB INT	308 Shares of Common Stock	18,031
SPDR SSGA EXCH TRADED FDBLACKS	405 Shares of Common Stock	20,258
SPECTRA ENERGY CORP	1,330 Shares of Common Stock	47,375
SPECTRASCIENCE INC NEW	4,576 Shares of Common Stock	81
SPIRIT AIRLINES ** PEN	1,000 Shares of Common Stock	45,410
SPLUNK INC ** PEN	616 Shares of Common Stock	42,301
SPONGETECH DELIVERY SYS TRADIN	735,525 Shares of Common Stock	74
STAR SCIENTIFIC INC	550 Shares of Common Stock	638
STARBUCKS CORP	573 Shares of Common Stock	44,940
STERIS CORP	250 Shares of Common Stock	12,013
STRATEGIC MINING CORP TRADIN	83 Shares of Common Stock	-
STRATEGIC RESOURCES LTD TRADIN	2,500 Shares of Common Stock	-
SUN LIFE FINANCIAL INC F	100 Shares of Common Stock	3,533
SUNTECH POWER HLDGS CO ** PEN	47 Shares of Common Stock	24
SUPERVALU INC	75 Shares of Common Stock	547
SYSCO CORPORATION	100 Shares of Common Stock	3,610
T J X COS INC	683 Shares of Common Stock	43,502
T R C COMPANIES INC	105 Shares of Common Stock	750
TAIWAN SEMICONDUCTR ADRFSPONSO	20 Shares of Common Stock	349
TAL INTERNATIONAL GROUP ** PEN	2,000 Shares of Common Stock	114,700
TANZANIAN ROYALTY EXPL F	6,000 Shares of Common Stock	10,500
TARGET CORPORATION	1,299 Shares of Common Stock	82,202
TCP CAPITAL CORP ** PEN	4,000 Shares of Common Stock	67,120
TE CONNECTIVITY LTD F	9 Shares of Common Stock	518
TELEFONICA SPON ADR FSPONSO	50 Shares of Common Stock	817
TELENAV INC ** PEN	1,500 Shares of Common Stock	9,885
TEMPLETON GLOBAL INCM FD	800 Shares of Common Stock	6,360
THE SOUTHERN COMPANY	958 Shares of Common Stock	39,368
THE WENDYS COMPANY	400 Shares of Common Stock	3,488
THE WHITEWAVE FOODS CO ** PEN	150 Shares of Common Stock	3,441
THL CREDIT INC ** PEN	3,768 Shares of Common Stock	62,134
TIANRONG BLDG MAT HLDGS REGIST	1,000 Shares of Common Stock	-
TIM HORTONS INC ** PEN	158 Shares of Common Stock	9,224
TIME WARNER CABLE	16 Shares of Common Stock	2,187
TIME WARNER INC NEW	142 Shares of Common Stock	9,930
TRANSOCEAN INC NEW F	179 Shares of Common Stock	8,846
TRANSWITCH CORP NEW	125 Shares of Common Stock	1
TRINA SOLAR LTD ADR F** PEN	100 Shares of Common Stock	1,367
TRUEBLUE INC	150 Shares of Common Stock	3,867
TUPPERWARE BRANDS CORP	30 Shares of Common Stock	2,836
TWITTER INC ** PEN	400 Shares of Common Stock	25,460
TWO HARBORS INVESTMENT	5,000 Shares of Common Stock	46,400
TYCO INTL LTD NEW F	38 Shares of Common Stock	1,557
U S A TRUCK INC	1,000 Shares of Common Stock	13,380
U S AUTO PARTS NETWORK ** PEN	2,000 Shares of Common Stock	4,960
U S BANCORP DEL NEW	45 Shares of Common Stock	1,818
U S G CORPORATION NEW	200 Shares of Common Stock	5,676
U308 CORP F	1,738 Shares of Common Stock	151
UCORE RARE METALS INC F	5,000 Shares of Common Stock	1,090
ULTRA PETROLEUM CORP F	250 Shares of Common Stock	5,413
UNDER ARMOUR INC ** PEN	55 Shares of Common Stock	4,802
UNILEVER PLC ADR NEW FWITH S	225 Shares of Common Stock	9,270
UNION PACIFIC CORP	45 Shares of Common Stock	7,560
UNITED CMNTY FINL CORP OHIO	1,245 Shares of Common Stock	4,445
UNITED CONTL HLDGS INC	105 Shares of Common Stock	3,972
UNITED PARCEL SERVICE B CLASS	170 Shares of Common Stock	17,864
UNITED TECHNOLOGIES CORP	257 Shares of Common Stock	29,224
UNITEDHEALTH GROUP INC	51 Shares of Common Stock	3,811
UNIVERSAL DISPLAY CORP	500 Shares of Common Stock	17,180
URANERZ ENERGY CORP	600 Shares of Common Stock	768
US BIOTEC INC NEW	196 Shares of Common Stock	-
VALE SA ADR FSPONSO	1,450 Shares of Common Stock	22,113
VALLEY NATIONAL BANCORP	1,171 Shares of Common Stock	11,847
VANGUARD BOND INDEX FUNDTOTAL	776 Shares of Common Stock	62,119
VANGUARD DIV APPRCIATION	1,451 Shares of Common Stock	109,144
VANGUARD ENERGY ETF	25 Shares of Common Stock	3,161
VANGUARD FTSE EMERGING MARKET	830 Shares of Common Stock	34,146
VANGUARD FTSE ETF DEVELO	700 Shares of Common Stock	29,176
VANGUARD FTSE EUROPE ETF	50 Shares of Common Stock	2,963

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Employer Identification Number - 13-5654526

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DECEMBER 31, 2013

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VANGUARD GROWTH	1,007 Shares of Common Stock	93,736
VANGUARD INTL EQTY ETF GLOBAL	246 Shares of Common Stock	13,402
VANGUARD REIT	207 Shares of Common Stock	13,364
VANGUARD SMALL CAP GRWTH	334 Shares of Common Stock	40,838
VANGUARD TOTAL STOCK MKTSTK MK	400 Shares of Common Stock	38,368
VELATEL GLOBAL COMM NEW	200 Shares of Common Stock	-
VERIZON COMMUNICATIONS	674 Shares of Common Stock	33,130
VESTA INSURANCE GROUPXXXBANKRU	216 Shares of Common Stock	-
VICAL INC	10,000 Shares of Common Stock	11,800
VISHAY INTERTECHNOLOGY	400 Shares of Common Stock	5,304
VISHAY PRECISION GROUP	28 Shares of Common Stock	417
VIVUS INC	600 Shares of Common Stock	5,448
VODAFONE GROUP NEW ADR FSPONSO	330 Shares of Common Stock	12,972
VOIS INCORPORATED RESTRI	833 Shares of Common Stock	-
VOXX INTERNATIONAL CL A	100 Shares of Common Stock	1,670
VULCAN MATERIALS COMPANYEXCHAN	200 Shares of Common Stock	11,884
WABCO HOLDINGS INC	39 Shares of Common Stock	3,643
WALGREEN COMPANY	145 Shares of Common Stock	8,329
WAL-MART STORES INC	262 Shares of Common Stock	20,639
WELLPOINT INC	40 Shares of Common Stock	3,696
WELLS FARGO & CO NEW	895 Shares of Common Stock	40,641
WESTERN COPPER & GOLD F	80 Shares of Common Stock	56
WESTERN REFINING INC ** PEN	9 Shares of Common Stock	378
WEYERHAEUSER CO TENDER	106 Shares of Common Stock	3,359
WHIRLPOOL CORP	30 Shares of Common Stock	4,746
WHOLE FOODS MARKET INC	70 Shares of Common Stock	4,074
WILLIAMS COMPANIES	1,231 Shares of Common Stock	47,461
WILLIAMS SONOMA	100 Shares of Common Stock	5,828
WILLIS GRP HLDGS PUBLICF	160 Shares of Common Stock	7,170
WISDOMTREE ASIA ETF LOCAL	349 Shares of Common Stock	16,686
WISDOMTREE DEFA EQUITY INCOME	209 Shares of Common Stock	9,924
WISDOMTREE EMERGING ETF MKTS L	753 Shares of Common Stock	34,653
WISDOMTREE EQUITY INC FDHI YIE	89 Shares of Common Stock	4,929
WISDOMTREE INDIA EARNING	252 Shares of Common Stock	4,402
WISDOMTREE JPN HDGD EQTYJAPAN	1,340 Shares of Common Stock	68,147
WISDOMTREE MIDCAP DIVDNDMIDCAP	20 Shares of Common Stock	1,470
WISDOMTREE SMALLCAP DIV SMALLC	73 Shares of Common Stock	4,935
WISDOMTREE TRUST ** PEN	62 Shares of Common Stock	3,141
WISDOMTREE TRUST BRAZIL	1,123 Shares of Common Stock	19,428
WPX ENERGY INC	700 Shares of Common Stock	14,266
WYNN RESORTS	71 Shares of Common Stock	13,766
XEROX CORP	492 Shares of Common Stock	5,990
XL GROUP PLC F	1,200 Shares of Common Stock	38,208
XOMA CORP	500 Shares of Common Stock	3,365
YAHOO INC	380 Shares of Common Stock	15,367
YAMANA GOLD INC F	2,000 Shares of Common Stock	17,240
YORA INTL INC NEW	275 Shares of Common Stock	-
YORK WATER COMPANY	300 Shares of Common Stock	6,279
ZALICUS INC NEW	4,225 Shares of Common Stock	4,690
ZILLOW INC CL A ** PEN	25 Shares of Common Stock	2,043
ZION OIL & GAS INC ** PEN	1,100 Shares of Common Stock	1,551
ZIX CORPORATION	20 Shares of Common Stock	91
ZURICH INSURANCE GP ADRFSPONSO	1,000 Shares of Common Stock	29,170
ZYNGA INC ** PEN	1,000 Shares of Common Stock	3,800
Total		12,609,854
Guaranteed Investment Contracts		
WILLIS STABLE VALUE FUND	Group Annuity Insurance Contracts	123,300,992
TFLIC STABLE 5 FUND	Group Annuity Insurance Contracts	40,668,787
Total		163,969,779
Money Market Funds		
Cash	301,433 Money Market	301,433
SCHWAB US TREAS MONEY FD	393,167 Money Market	393,167
SCHWAB MONEY MARKET FUND	4,475,508 Money Market	4,475,508
SCHWAB CASH RESERVES SWEEP	6,751 Money Market	6,751
SCHWAB MONEY MARKET FUND	155,316 Money Market	155,316
Total		5,332,175
Other Financial Assets		
TFLIC General Account	General Insurance Assets	275,087
State Street Bank & Trust Co. Cash Reserve Account	Cash Reserve Account	21,326
AMERICAN EXPRESS 7.25% 05/20/2	20,000 Corporate Bonds	20,505
FORD MOTOR CREDIT 8% 06/01/201	25,000 Corporate Bonds	25,754
GOLDMAN SACHS GROUP 5% 09/15/2	20,000 Corporate Bonds	19,057
GREIF INC. 6.75% 02/01/2017	10,000 Corporate Bonds	11,050

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, 2013

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
JPMORGAN CHASE BANK 5.875% 06/	10,000 Corporate Bonds	11,052
L-3 COMMS CORP 4.75% 07/15/202	11,000 Corporate Bonds	11,399
MCKESSON CORPORATION 6.5% 02/1	15,000 Corporate Bonds	15,096
SOUTHWEST AIRLINES 5.75% 12/15	10,000 Corporate Bonds	11,168
TIME WARNER CABLE 4.125% 02/15	20,000 Corporate Bonds	18,701
WEINGARTEN RLTY INV 4.857% 01/	10,000 Corporate Bonds	10,010
WELLS FARGO BANK 4.125% 08/15/	15,000 Corporate Bonds	14,935
BARCLAYS BANK DE 3.2% CD 10/14	50,000 CD	51,087
DISCOVER BANK 1% CD 03/30/2015	50,000 CD	50,324
DISCOVER BANK 1.9% CD 09/21/20	9,000 CD	9,248
DISCOVER BANK 2.2% CD 05/25/20	15,000 CD	15,508
GE CAP RETAIL BANK 2.3% CD 05/	10,000 CD	10,072
GOLDMAN SACHS BANK 3.25% CD 10	245,000 CD	243,608
GOLDMAN SACHS BK USA 2% CD 10/	42,000 CD	41,106
Total		<u>886,093</u>
 PARTICIPANT NOTES RECEIVABLE	 Participant notes receivable bearing interest ranging from 4.25% to 10.12% and maturity dates from January 1, 2014 to December 15, 2028	 8,824,628
	Adjustment from Fair Value to Contract Value for Stable Value Funds	(13,823,365)
		<u>\$ 778,085,120</u>

Schedule C, Line 2(h) Formula Descriptions

Willis 401(k) Retirement Savings Plan

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

Plan Year Ending: 12/31/2013

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

TRANSAMERICA RETIREMENT SOLUTIONS	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 Transamerica Retirement Solutions	Revenue to National Financial Services
COLUMBIA	COLUMBIA SMALL CAP VALUE II, Z	1/1/2013	12/31/2013	39.024	0.976
EAGLE	EAGLE SMALL CAP GROWTH I	11/1/2013	12/31/2013	14.634	0.366
JP MORGAN	JP MORGAN US EQUITY INSTL	1/1/2013	12/31/2013	9.756	0.244
MFS	MFS VALUE FUND CLASS R4	1/1/2013	12/31/2013	14.634	0.366
PIMCO	PIMCO TOTAL RETURN INST CLASS	1/1/2013	12/31/2013	2.927	0.073
PRUDENTIAL	PRUDENTIAL JENNISON MIDCAP Z	1/1/2013	12/31/2013	24.390	0.610
RIDGEWORTH	RIDGEWORTH MID CAP VALUE	1/1/2013	12/31/2013	48.780	1.220
RUSSELL	RUSSELL EMERGING MARKETS S	1/1/2013	12/31/2013	19.512	0.488
T ROWE PRICE	T ROWE PRICE RETIREMENT INC	1/1/2013	12/31/2013	14.634	0.366
T ROWE PRICE	T ROWE PRICE RETIREMENT 2010	1/1/2013	12/31/2013	14.634	0.366
T ROWE PRICE	T ROWE PRICE RETIREMENT 2020	1/1/2013	12/31/2013	14.634	0.366
T ROWE PRICE	T ROWE PRICE RETIREMENT 2030	1/1/2013	12/31/2013	14.634	0.366
T ROWE PRICE	T ROWE PRICE RETIREMENT 2040	1/1/2013	12/31/2013	14.634	0.366
T ROWE PRICE	T ROWE PRICE RETIREMENT 2050	1/1/2013	12/31/2013	14.634	0.366
T ROWE PRICE	T.ROWE PRICE NEW AMERICA GRWTH	1/1/2013	12/31/2013	14.634	0.366

Willis 401(k) Retirement Savings Plan
EIN No.: 13-5654526, Plan No. 003
Schedule H, Line 4i - Schedule of Assets
Plan Year Ending: 12/31/2013

(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	\$ 21,326
	Transamerica Financial Life Ins. Co.	Insurance Company/General Account	\$ 275,087
	American Funds	American Funds EuroPacific Growth R6	\$ 45,742,855
	American Funds	American Funds Fundamental Investor R6	\$ 53,302,126
	American Funds	American Funds Income Fund of America R6	\$ 49,527,546
	Columbia	Columbia Small Cap Value II Z	\$ 29,861,591
	Eagle	Eagle Small Cap Growth I	\$ 27,494,504
	Fidelity	Fidelity Spartan Extended Market Adv	\$ 8,605,578
	JPMorgan	JPMorgan US Equity Instl	\$ 36,004,195
	MFS	MFS Value R4	\$ 33,660,084
	PIMCO	PIMCO Total Return Instl	\$ 68,880,232
	Prudential	Prudential Jennison Mid Cap Growth Z	\$ 24,652,295
	RidgeWorth	RidgeWorth Mid Cap Value Equity I	\$ 13,756,240
	Russell	Russell Emerging Markets S	\$ 5,502,826
	T. Rowe Price	T. Rowe Price Retirement 2010	\$ 2,155,787
	T. Rowe Price	T. Rowe Price Retirement 2020	\$ 10,533,030
	T. Rowe Price	T. Rowe Price Retirement 2030	\$ 9,245,185
	T. Rowe Price	T. Rowe Price Retirement 2040	\$ 6,458,105
	T. Rowe Price	T. Rowe Price Retirement 2050	\$ 2,480,329
	T. Rowe Price	T. Rowe Price Retirement Income	\$ 1,672,188
	Transamerica Partners Funds Group	Transamerica Partners Instl High Yield Bond	\$ 17,482,283
	Transamerica Partners Funds Group	Transamerica Partners Instl Stock Index Fund	\$ 67,334,207
	T. Rowe Price	T. Rowe Price New America Growth	\$ 56,891,806
		Mutual Fund Total	\$ 571,242,994
	Transamerica Financial Life Ins. Co.	Willis Stable Fund	\$ 117,407,314
	Charles Schwab Institutional	Personal Choice Retirement Account (Other Funds)	\$ 25,896,697
		Other Investments Total	\$ 143,304,011
	Transamerica Financial Life Ins. Co.	Managed Stability-Stable 5 (Bundled)	\$ 32,739,100
		Separate Accounts Total	\$ 32,739,100
*	Willis North America, Inc.	Willis Stock Fund	\$ 21,677,953
		Employer Securities Total	\$ 21,677,953
*	Participants	Notes Receivable with interest rates of 4.25% to 10.12%	\$ 8,824,628
		TOTAL PLAN ASSETS	\$ 778,085,099

* Indicates Party-In-Interest to the Plan