

WILLIS CORROON CAPACITY RESOURCES HOLDINGS LIMITED

(REGISTERED COMPANY NO 329931)

DIRECTORS' REPORT AND ACCOUNTS
FOR THE YEAR ENDED 31 DECEMBER 1992

DIRECTORS

M P Chitty (appointed 25 February 1993)
M Claydon
Mrs C L Douse
D A Petts

SECRETARY

G S Clark

REGISTERED OFFICE

Ten Trinity Square
London EC3P 3AX

AUDITORS

Ernst & Young
Chartered Accountants
Becket House
1 Lambeth Palace Road
London SE1 7EU



WILLIS CORROON CAPACITY RESOURCES HOLDINGS LIMITED
DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1992

REPORT OF THE DIRECTORS

The directors present their report together with the accounts for the year ended 31 December 1992.

ACTIVITY AND REVIEW OF DEVELOPMENTS

The principal activity of the Company is that of a holding company for a group of insurance broking companies.

PROFITS AND DIVIDENDS

The profit on ordinary activities after taxation amounted to £275,689.

During the year interim dividends of £312,938 were paid. The directors do not recommend the payment of a final dividend.

TANGIBLE ASSETS

Details of the changes in tangible assets are shown in note 5 on page 8.

DIRECTORS

The directors who held office during the year are named on page 1 which forms part of this report.

The directors who held office on 31 December 1992 and whose interests are not reported in the accounts of a parent company, had the following interests in the ordinary shares of Willis Corroon Group plc, the ultimate parent company as recorded in the register kept for the purpose.

<u>Director</u>	<u>Ordinary Shares of 12½p Each</u>		<u>Options Over Ordinary Shares of 12½p Each</u>			<u>31.12.92</u>
	<u>1. 1.92</u>	<u>31.12.92</u>	<u>1. 1.92</u>	<u>Granted</u>	<u>Exercised</u>	
D A Petts	1,093	1,231	3,567	2,466	-	6,033

WILLIS CORROON CAPACITY RESOURCES HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1992 (CONTINUED)

DIRECTORS (Continued)

The Company's ultimate parent company, Willis Corroon Group plc, has established the Willis Corroon Group Employee Share Ownership Plan (the "Plan") which is a discretionary trust and holds ordinary shares of Willis Corroon Group plc. The directors of the Company, who are employees of Group, are members of the class of potential beneficiaries under the Plan and are to that extent interested in the unallocated Willis Corroon Group plc shares held by the Plan. At 31 December 1992 the Plan held 517,089 unallocated shares.


The Company's ultimate parent company, Willis Corroon Group plc, maintains directors' and officers' liability insurance cover for directors and officers of Willis Corroon Group plc and its subsidiaries.

AUDITORS

An Elective Resolution dispensing with the requirement to re-appoint auditors annually was approved by shareholders at the Annual General Meeting in April 1991.

Ernst & Young have expressed their willingness to continue in office as auditors and the directors have agreed to their so continuing.

By order of the Board


G S Clark
Secretary

25 March 1993
Ten Trinity Square
London EC3P 3AX

WILLIS CORROON CAPACITY RESOURCES HOLDINGS LIMITED

REPORT OF THE AUDITORS TO THE MEMBERS OF WILLIS CORROON CAPACITY RESOURCES
HOLDINGS LIMITED

We have audited the accounts on pages 5 to 9 in accordance with Auditing
Standards.

In our opinion the accounts give a true and fair view of the state of affairs of
the Company at 31 December 1992 and of its profit for the year then ended and
have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young

Ernst & Young
Chartered Accountants
Registered Auditor
London

25 March 1993

WILLIS CORROON CAPACITY RESOURCES HOLDINGS LIMITED


PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 1992

	Notes	1992 £	1991 £
Income from shares in group undertakings		<u>878,548</u>	<u>596,423</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		878,548	596,423
Tax on profit on ordinary activities	4	<u>289,921</u>	<u>198,312</u>
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		588,627	398,111
Dividends		<u>312,938</u>	<u>408,423</u>
PROFIT/(LOSS) RETAINED	10	<u>275,689</u>	<u>(10,312)</u>

WILLIS CORROON CAPACITY RESOURCES HOLDINGS LIMITED
BALANCE SHEET AT 31 DECEMBER 1992

	Notes	1992 £	1991 £
FIXED ASSETS			
Investments	5	506,758	281,767
CURRENT ASSETS			
Debtors	6	589,179	183,272
CURRENT LIABILITIES			
CREDITORS: amounts falling due within one year	7	581,888	226,679
		<u>7,291</u>	<u>(43,407)</u>
NET CURRENT ASSETS/(LIABILITIES)		514,049	238,360
TOTAL ASSETS LESS CURRENT LIABILITIES			
CREDITORS: amounts falling due after more than one year	8	177,757	177,757
		<u>336,292</u>	<u>60,603</u>
CAPITAL AND RESERVES			
Called up share capital	9	101	101
Capital redemption reserve		200	200
Profit and loss account	10	335,991	60,302
		<u>336,292</u>	<u>60,603</u>

Approved on behalf of the Board on 25 March 1993


M F Chitty
Director

WILLIS CORROON CAPACITY RESOURCES HOLDINGS LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1992

1. ULTIMATE PARENT COMPANY

The Company is a wholly-owned subsidiary of Willis Corroon Limited, a company incorporated in Great Britain. The ultimate parent company is Willis Corroon Group plc, which is incorporated in Great Britain.

Copies of Willis Corroon Group plc's accounts are available to members of the public from the Company Secretary, Ten Trinity Square, London EC3P 3AX.

2. ACCOUNTING POLICIES

The accounts have been prepared under the historical cost convention and in accordance with accounting standards applicable in the United Kingdom.

3. EMOLUMENTS OF DIRECTORS

The directors have been remunerated in respect of their services by other group companies. No remuneration was paid or borne by Willis Corroon Capacity Resources Holdings Limited or its subsidiaries.

4. TAXATION	1992 £	1991 £
Charge for the year:		
UK Corporation tax at 33% (1991 - 33.25%)	289,921	198,312
	<u>289,921</u>	<u>198,312</u>

5. INVESTMENTS - SHARES IN SUBSIDIARY UNDERTAKINGS

	Place of Registration	Class of Share	Percentage of share capital held
Willis Wrightson Capacity Resources Limited	England & Wales	ordinary of £1	100%
Willis Wrightson (Bermuda) Limited	Bermuda	ordinary of US\$1	100%
Willis Corroon Douglas Limited	Isle of Man	ordinary of £1	100%
Willis Corroon Management (Gibraltar) Limited	Gibraltar	ordinary of £1	100%
Willis Corroon Management (Guernsey) Limited	Guernsey	ordinary of £1	100%
Willis Corroon (Jersey) Limited	Jersey	ordinary of £1	100%
Willis Corroon Management (Isle of Man) Limited	Isle of Man	ordinary of £1	100%
Willis Corroon Secretarial Services Limited	Guernsey	ordinary of £1	100%
Willis Corroon Management (Singapore) Limited	Singapore	ordinary of Singapore \$1	100%
Willis Corroon Management (Luxembourg) S.A.	Luxembourg	ordinary of £1	100%
Willis Corroon Management (Bermuda) Limited	Bermuda	common of US\$1	100%
Gibraltar Insurance (Barbados) Limited	Barbados	common of US\$1 "B" preferred of US\$1	75%

WILLIS CORROON CAPACITY RESOURCES HOLDINGS LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1992 (CONTINUED)

5. INVESTMENTS - SHARES IN SUBSIDIARY UNDERTAKINGS (CONTINUED)

The Company is exempt from the obligation to prepare Group accounts in accordance with Section 228 of the Companies Act 1985 (as amended) as the Company is a wholly-owned subsidiary of Willis Corroon Group plc, which is registered in England and Wales and in whose accounts it is consolidated.

In the opinion of the directors, the value of the shares in subsidiaries is not less than the amount shown in the Balance Sheet.

	1992 £	1991 £
Cost:		
1 January	329,562	228,700
Additions	240,998	39,900
Disposals	(16,007)	60,962
	<u>554,553</u>	<u>329,562</u>
Amounts written-off	<u>47,795</u>	<u>47,795</u>
Cost and Net Book Value 31 December	<u>506,758</u>	<u>281,767</u>

6. DEBTORS

Due within one year:		
Amounts owed by group undertakings	239,179	183,272
Dividends receivable	350,000	-
	<u>589,179</u>	<u>183,272</u>

WILLIS CORROON CAPACITY RESOURCES HOLDINGS LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1992 (CONTINUED)

7.	CREDITORS: amounts falling due within one year	1992 £	1991 £
	Amounts owed to subsidiary undertakings	1,000	1,000
	Amounts owed to group undertakings	377,436	136,438
	Taxation	203,452	89,241
		<u>581,888</u>	<u>226,679</u>
8.	CREDITORS: amounts falling due after more than one year		
	Loan due to parent company	161,545	161,545
	Loans due to subsidiary undertakings	16,212	16,212
		<u>177,757</u>	<u>177,757</u>
9.	CALLED UP SHARE CAPITAL		
	Authorised: 1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
	Allotted, issued and fully paid: 101 ordinary shares of £1 each	<u>101</u>	<u>101</u>
10.	PROFIT AND LOSS ACCOUNT		
	Balance at 1 January	60,302	70,614
	Profit/(Loss) retained	275,689	(10,312)
	Balance at 31 December	<u>335,991</u>	<u>60,302</u>