TRINITY ACQUISITION PLC
(Registered Number 3588435)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

Directors

GJ Millwater
SE Wood

Secretary

Willis Corporate Secretarial Services Limited (appointed 8 September 2010)

Registered Office

51 Lime Street
London EC3M 7DQ

Auditors

Deloitte LLP
London

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010

The Directors present their annual report, together with the audited financial statements, for the year ended 31 December 2010

Principal activities and review of developments

The Company acts as a holding company and is a subsidiary of Willis Group Holdings plc ('the Group') The Group is one of the world's leading professional service providers of risk management solutions, risk transfer expertise through insurance and reinsurance broking, and related specialised consultancy services

There have been no significant changes in the Company's principal activities in 2010. The Directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year

Group reorganisation

On 22 December 2010 several Group companies, including the Company, undertook a reorganisation ('the Reorganisation') The steps for the Company were as follows

- The Company purchased the entire share capital of Willis Group Limited from its subsidiary undertaking, TA IV Limited, for consideration of $5,975 million
- TA IV Limited used part of those proceeds to settle its net liability to the Company of $2,160 million
- The Company approved the reduction of the share capital of TA IV Limited to $100 and the conversion of its entire share premium account of $1,192 million to distributable reserves
- TA IV Limited declared and paid a dividend to the Company of $4,296 million, using the remaining proceeds from the sale of Willis Group Limited and the assignment of an intercompany receivable from Willis Group Services Limited of $481 million
- As a result the Company wrote down its cost of investment in TA IV Limited by $1,528 million to $100
- The Company's immediate parent company and controlling undertaking, TA III Limited, sold its entire investment in the Company to TA II Limited
- TA II Limited sold the entire investment in the Company to TA I Limited which is the Company's immediate parent company and controlling undertaking at the year end

On 31 December 2010 TA IV Limited, TA II Limited and TA III Limited were placed in Members Voluntary Liquidation

Results

As shown in the profit and loss account on page 7, the Company reported an operating profit of $4,422 million for the year (2009 operating loss $15 million) This increase is a result of the increase in dividends received from subsidiary undertakings, principally reflecting the Reorganisation dividend of $4,296 million and a $23 million favourable foreign exchange movement

The profit on ordinary activities after taxation amounted to $2,978 million (2009 $76 million) This increase is mainly as a result of the increased dividends received, offset by the write down of the cost of investment in a subsidiary undertaking of $1,528 million

Dividends

An interim dividend of $115 million (€87 million) was paid on 22 December 2010 (2009 $nil) The Directors do not recommend the payment of a final dividend (2009 a final dividend of $34 million was paid on 10 December 2009)

The balance sheet on page 8 of the financial statements shows the Company's financial position at the year end Net assets have increased in the year by $2,863 million due to the purchase of the investment in Willis Group Limited of $5,975 million, offset by the write down in cost of investment in TA IV Limited of $1,528 million, a net decrease in intercompany debt of $1,584 million and a decrease in amounts owed by other debtors of $3 million

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010 (continued)

Principal activities and review of developments (continued)

The Group manages its operations on a divisional basis For this reason, the Company's Directors believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business The performance of the Group, which includes the Company, is discussed in the Group's financial statements which do not form part of this report

Events after the balance sheet date

On 17 March 2011 the following events occurred

- Willis Group Holdings plc, the ultimate parent undertaking of the Company, issued $300 million aggregate principal amount of 4 125% senior unsecured notes due 15 March 2016 and $500 million aggregate principal amount of 5 75% senior unsecured notes due 15 March 2021 The Company acts as a Guarantor to these notes

- The Company issued 10,000 ordinary shares to its immediate parent company, TA I Limited, for total consideration of $784 million

- The Company entered into an agreement with Goldman Sachs Mezzanine Partners to redeem $465 million principal amount of its 12 875% senior notes due 2016 for a purchase price equal to 100% of the principal amount of these notes plus an early redemption premium and all accrued and unpaid interest

- The Company entered into an agreement to redeem on 18 April 2011 the remaining $35 million principal amount of these notes for a purchase price equal to 100% of the principal amount of the notes plus an early redemption premium and all accrued and unpaid interest

- The Company settled in full two loans and all accrued and unpaid interest to Willis North America Inc , an indirect subsidiary undertaking, for an aggregate amount of $66 million

- The Company paid $94 million to Willis Group Services Limited, an indirect subsidiary undertaking, representing part settlement of an amount owed to that company

Further details of these transactions are shown in notes 14, 15 and 17 to the financial statements

Principal risks and uncertainties

The Company has intercompany balances with fellow Group undertakings in currencies other than US dollars, its functional currency, and is therefore exposed to movements in exchange rates The Group's treasury function takes out contracts to manage this risk at a Group level

The Company is potentially exposed to credit risk from its investments in its subsidiary undertakings An impairment of the carrying value would be made if there were to be an identified loss event which would evidence a potential reduction in the recoverability of the cash flows An event has been identified and an impairment allowance has been made, further details are contained in note 10 to the financial statements on page 12

This Company is also exposed to additional risks by virtue of being part of the wider Group These risks have been discussed in the Group's financial statements which do not form part of this report

Environment

The Group recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the Group's activities

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010 (continued)

Employees

The Company employed no staff during the year (2009 none)

Directors

The current Directors of the Company are shown on page 1, which forms part of this report There were no changes in Directors during the year or after the year end

Statement of Directors' responsibilities in relation to the financial statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006 They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Disclosure of information to auditors

Each of the persons who is a Director at the date of approval of this report confirms that

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010 (continued)

Auditors

Deloitte LLP have indicated their willingness to be reappointed for another term At the Annual General Meeting at which this report and these financial statements will be presented, Shareholders will be requested to approve their reappointment until the conclusion of the following Annual General Meeting

By Order of the Board

SE Wood
Director
51 Lime Street
London EC3M 7DQ
28 June 2011

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TRINITY ACQUISITION PLC

We have audited the financial statements of Trinity Acquisition plc for the year ended 31 December 2010 which comprise the Profit and Loss Account, the Balance Sheet, the Movement in Shareholders' Funds and the related notes 1 to 19 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditor
As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

Scope of the audit of the financial statements
An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements

Opinion on financial statements
In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception
We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

David Rush (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London
United Kingdom
28 June 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2010

	Note	2010 $m	2009 $m
Turnover	2	4,414	-
Operating income/(expenses) – foreign exchange gain/(loss)		8	(15)
Operating profit/(loss)	3	4,422	(15)
Finance income, net	6	121	123
Amounts written off fixed asset investment	7	(1,528)	-
Profit on ordinary activities before taxation		3,015	108
Tax charge on profit on ordinary activities	8	(37)	(32)
Profit on ordinary activities after taxation		2,978	76

All activities derive from continuing operations

There are no recognised gains or losses in either 2010 or 2009 other than the profit for those years

BALANCE SHEET AS AT 31 DECEMBER 2010

	Note	2010 $m	2009 $m
Fixed assets			
Investments	10	**5,975**	1,528
Current assets			
Debtors			
Amounts falling due within one year	12	**17**	1,164
Amounts falling due after one year	12	**482**	1,342
		499	2,506
Current liabilities			
Creditors amounts falling due within one year	13	**(421)**	(844)
Net current assets		**78**	1,662
Total assets less current liabilities		**6,053**	3,190
Creditors amounts falling due after more than one year	14	**(976)**	(976)
Net assets		**5,077**	2,214
Capital and reserves			
Called up share capital	15	**44**	44
Share premium	16	**1,840**	1,840
Profit and loss account	16	**3,193**	330
Shareholders' funds		**5,077**	2,214

The financial statements of Trinity Acquisition plc, registered company number 3588435, were approved by the Board of Directors and authorised for issue on 28 June 2011 and signed on its behalf by

SE Wood
Director

MOVEMENT IN SHAREHOLDERS' FUNDS FOR THE YEAR ENDED 31 DECEMBER 2010

Movement in shareholders' funds	2010 $m	2009 $m
Profit on ordinary activities after taxation	**2,978**	76
Dividends paid	**(115)**	(34)
Net movement in shareholders' funds for the year	**2,863**	42
Shareholders' funds at beginning of year	**2,214**	2,172
Shareholders' funds at end of year	**5,077**	2,214

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

1. Accounting policies

Basis of preparation

The principal accounting policies are summarised below They have all been applied consistently throughout the year and the preceding year

The financial statements have been prepared

- under the historical cost convention, and
- in accordance with applicable law and accounting standards in the United Kingdom

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future The expectation is based on the following reasons

- the Company is an intermediate holding company within the Willis Group and indirectly owns substantially all of the trading companies in the Willis Group,

- while the Company has net liabilities falling due within one year of $404 million (2009 net assets falling due within one year of $320 million) this amount is attributable to a net intercompany creditor If the Company were required to settle this creditor balance, the Group would arrange for either a dividend from the underlying trading companies to fund the repayment or provide alternative funding, and

- the Directors believe the Willis Group is a going concern

For these reasons, the Directors continue to adopt the going concern basis in preparing the accounts The principal risks and uncertainties are discussed in the Directors' Report

Parent undertaking and controlling party

The Company's

- immediate parent company and controlling undertaking is TA I Limited, and
- ultimate parent company is Willis Group Holdings plc, a company incorporated in Ireland

Up to 21 December 2010 the Company's immediate parent company and controlling undertaking was TA III Limited On 22 December 2010 TA III Limited sold its investment in the Company to TA II Limited On the same day TA II Limited sold its investment in the Company to TA I Limited

In accordance with Section 400 of the Companies Act 2006, the Company is exempt from the requirement to produce group financial statements

The largest and smallest group in which the results of the Company are consolidated is Willis Group Holdings plc, whose financial statements are available to members of the public from the Company Secretary, 51 Lime Street, London EC3M 7DQ

Revenue recognition

Income from shares in subsidiary undertakings is accounted for on a receivable basis

Finance income

Interest receivable and interest payable are accounted for on an accruals basis

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010 (continued)

1. Accounting policies (continued)

Foreign currency translation

These financial statements are presented in US dollars which is the currency of the primary economic environment in which the Company operates ('the functional currency')

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account

Fixed asset investments

Investments in subsidiaries are carried at cost less provision for impairment

Taxation

Current tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Cash flow statement

Under FRS1 'Cash flow statements' the Company is exempt from the requirement to prepare a cash flow statement on the grounds that the Company is a 90 per cent or more owned subsidiary undertaking and the consolidated cash flow statement that is prepared at Group level is publicly available

2. Turnover

Turnover comprises income from shares in subsidiary undertakings The table below analyses turnover by the accounting address of the subsidiary from whom it is derived

Income from shares in subsidiary undertakings	2010 $m	2009 $m
United Kingdom	4,411	-
Canada	3	-
	4,414	-

3. Operating profit/(loss)

Auditors' remuneration of £2,700 ($4,262) (2009 £2,700 ($4,347)) was borne by another Group company

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010 (continued)

4. Employee costs

The Company employed no staff during the year (2009 none)

5. Directors' remuneration

The Directors of the Company received no remuneration for services rendered to the Company during the year (2009 $nil)

6. Finance income, net	2010 $m	2009 $m
Interest and investment income		
Interest receivable from Group undertakings	**220**	214
Interest payable and similar charges		
Interest payable to Group undertakings	**(31)**	(37)
Other loans	**(68)**	(54)
	(99)	(91)
Finance income, net	**121**	123

7. Amounts written off fixed asset investment	2010 $m	2009 $m
Amounts written off fixed asset investment	**1,528**	-

During 2010 the Company wrote down its cost of investment in TA IV Limited as part of the Reorganisation detailed in the Directors' report and note 10

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010 (continued)

8. Tax on profit on ordinary activities	2010 $m	2009 $m
(a) Analysis of charge for the year		
Current tax:		
UK corporation tax on profit at 28% (2009 28%)	37	32
Total current tax (note 8(b))	37	32
(b) Factors affecting current tax for the year		
The tax assessed for the year is lower (2009 higher) than the standard rate of corporation tax in the UK (28%) (2009 28%) The differences are explained below		
Profit on ordinary activities before taxation	3,015	108
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28% (2009 28%)	844	30
Effects of		
Amounts not deductible for tax purposes	-	1
Intra-group dividends which are non-taxable	(1,235)	-
Amounts written off fixed asset investment	428	-
Other including effect of exchange rates	-	1
Total current tax charge for the year (note 8(a))	37	32

(c) Circumstances affecting current and future tax charges

The Government announced in June 2010 that it intended to reduce the rate of UK corporation tax from 28% to 24% over four years Consequently the Finance Act 2010, which was substantively enacted in July 2010, included provisions to reduce the rate of UK corporation tax to 27% with effect from 1 April 2011

On 23 March 2011, the Government announced that it intends to further reduce the rate of UK corporation tax to 26% with effect from 1 April 2011 and then by 1% per annum to 23% by 1 April 2014 As this legislation was not substantively enacted by 31 December 2010, the impact of these further anticipated rate changes is not reflected in the tax provisions reported in these accounts

9. Dividends paid	2010 $m	2009 $m
Interim paid 22 December 2010	115	-
Final paid (2009 10 December 2009)	-	34
	115	34

10. Investments held as fixed assets

	Subsidiary undertakings $m
Cost	
1 January 2010	1,528
Additions (i)	5,975
31 December 2010	7,503
Provisions	
1 January 2010	-
Profit and loss charge (ii)	(1,528)
31 December 2010	(1,528)
Net book value 31 December 2010	**5,975**
Net book value 31 December 2009	1,528

In the opinion of the Directors, the value of the shares in the subsidiary undertakings is not less than the amount shown in the balance sheet

(i) Additions

On 22 December 2010 the Company purchased the entire share capital of Willis Group Limited from its subsidiary undertaking TA IV Limited for consideration of $5,975 million as part of the Reorganisation detailed below

(ii) Profit and loss charge

On 22 December 2010 several Group companies, including the Company, undertook a reorganisation ('the Reorganisation') The steps for the Company were as follows

- The Company purchased the entire share capital of Willis Group Limited from its subsidiary undertaking, TA IV Limited, for consideration of $5,975 million
- TA IV Limited used part of those proceeds to settle its net liability to the Company of $2,160 million
- The Company approved the reduction of the share capital of TA IV Limited to $100 and the conversion of its entire share premium account of $1,192 million to distributable reserves
- TA IV Limited declared and paid a dividend to the Company of $4,296 million, using the remaining proceeds from the sale of Willis Group Limited and the assignment of an intercompany receivable from Willis Group Services Limited of $481 million
- As a result the Company wrote down its cost of investment in TA IV Limited by $1,528 million to $100

On 31 December 2010 TA IV Limited, TA II Limited and TA III Limited were placed in Members Voluntary Liquidation.

11. Shares in subsidiary undertakings

The principal subsidiary undertakings at 31 December 2010 were

	Percentage of share capital held	Class of share	Country of incorporation
Insurance Broking			
Willis Limited	100%	Ordinary of £1 each	United Kingdom
Holding Company			
TA IV Limited (in Members' Voluntary Liquidation) *	100%	Ordinary of $1 each	United Kingdom
Willis Group Limited *	100%	Ordinary of 12 5p each Ordinary of $1 each	United Kingdom
Willis North America Inc	100%	Common	USA
Willis International Limited	100%	Ordinary of £1 each	United Kingdom
Willis Faber Limited	100%	Ordinary of £1 each	United Kingdom
Willis Europe BV	100%	Ordinary of €454 each	Netherlands
Management Services Company			
Willis Group Services Limited	100%	Ordinary of £1 each	United Kingdom

* Owned directly by Trinity Acquisition plc, all other undertakings are indirectly held All undertakings operate principally in the country of their incorporation

The Company is exempt from the obligation to prepare group financial statements in accordance with Section 400 of the Companies Act 2006 as the Company is a wholly-owned subsidiary of Willis Group Holdings plc, in whose financial statements it is consolidated These financial statements relate to the Company only and not to its Group

In the opinion of the Directors, the value of the shares in the subsidiary undertakings is not less than the amount shown in the balance sheet

12. Debtors	2010 $m	2009 $m
Amounts falling due within one year·		
Amounts owed by Group undertakings	**3**	1,147
Other debtors	**14**	17
	17	1,164
Amounts falling due after more than one year·		
Amounts owed by Group undertakings	**482**	1,342
	499	2,506

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010 (continued)

12. Debtors (continued)

Amounts falling due within one year

Included in amounts owed by Group undertakings in 2009 was a fixed rate convertible unsecured loan stock 2001 of $733 million due from TA IV Limited on which interest was receivable on 31 March annually at a rate of 9 5% per annum As part of the Reorganisation on 22 December 2010 TA IV Limited settled the loan and outstanding interest up to this date

Amounts falling due after more than one year

Included in amounts owed by Group undertakings in 2009 was an interest bearing loan note of $860 million due from TA IV Limited on which interest was receivable on 31 March annually at a rate of 10 5% per annum As part of the Reorganisation on 22 December 2010 TA IV Limited settled the loan and outstanding interest up to this date

The current year balance represents an interest bearing loan of $482 million due from Willis North America Inc The loan was granted on 6 March 2009 and is repayable on 1 December 2016 Interest is payable on the principal amount on 15 March, 15 June, 15 September and 15 December of each year to the date of repayment at a rate of 13 275% per annum

13. Creditors: amounts falling due within one year	2010 $m	2009 $m
Amounts owed to Group undertakings	**421**	812
Amounts owed to Group undertakings in respect of group relief	**-**	32
	421	844

Post balance sheet event

On 17 March 2011 the Company paid $94 million to Willis Group Services Limited, an indirect subsidiary undertaking, representing part settlement of the amount owed to that company

14. Creditors: amounts falling due after more than one year	2010 $m	2009 $m
Amounts owed to Group undertakings	476	476
Other loan	500	500
	976	976

The amounts owed to Group undertakings falling due after more than one year represents two loans

The first is a loan of $53 million from Willis North America Inc on which interest was payable at LIBOR plus a margin of between 1 10% and 1 55% per annum The loan was repayable 15 July 2015 The loan was repaid after the balance sheet date See post balance sheet event note (i) below

The second is a loan of $423 million ('Eurobond') from Willis Netherlands Holdings BV on which interest is payable at a fixed rate of 6 12% per annum The Eurobond is repayable on 1 July 2015 and is registered on the Channel Island Stock Exchange

The $500 million other loan represents senior notes issued to Goldman Sachs Mezzanine Partners The senior notes were granted on 6 March 2009 and were repayable on 31 December 2016 Interest was payable at a rate of 12 875% and was payable on 31 March, 30 June, 30 September and 31 December of each year to the date of repayment The notes were registered on the Channel Island Stock Exchange The notes were repaid after the balance sheet date See post balance sheet event notes (ii) and (iii) below

Post balance sheet events

The following events occurred on 17 March 2011

(i) The Company paid to Willis North America Inc an amount of $66 million, representing settlement in full of two loans plus accrued and unpaid interest The first loan was the $53 million loan detailed above and the second was a loan of $9 million, originally issued in January 2011

(ii) The Company entered into an agreement with Goldman Sachs Mezzanine Partners to redeem $465 million principal amount of the 12 875% senior notes for a purchase price equal to 100% of the principal amount of the notes plus an early redemption premium of $146 million and all accrued and unpaid interest

(iii) The Company entered into an agreement to redeem on 18 April 2011 the remaining $35 million principal amount of the 12 875% senior notes for a purchase price equal to 100% of the principal amount of the notes plus an early redemption premium of $12 million and all accrued and unpaid interest

15. Called up share capital	2010 Number (million)	2009 Number (million)
Authorised share capital		
Ordinary shares of 10 pence each	2,000	2,000
Ordinary shares of $1 each	10	10
	2,010	2,010

	2010 $m	2009 $m
Allotted, called up and fully paid		
207,858,858 (2009 207,858,858) ordinary shares of 10 pence each	34	34
10,000,000 (2009 10,000,000) ordinary shares of $1 each	10	10
	44	44

Post balance sheet events

On 17 March 2011 the Company revoked the provision of its memorandum of association concerning the share capital of the Company

On the same day the Company issued 10,000 ordinary shares of $1each to its immediate parent company, TA I Limited, for total consideration of $783,886,000 The shares were issued at a premium of $783,876,000

16. Reserves and shareholders' funds	Share capital $m	Share premium $m	Profit and loss account $m	Total $m
1 January 2010	44	1,840	330	2,214
Profit on ordinary activities after taxation	-	-	2,978	2,978
Dividends paid	-	-	(115)	(115)
31 December 2010	44	1,840	3,193	5,077

17. Contingent liabilities

The Company guarantees, on a joint and several basis with certain fellow subsidiary undertakings of Willis Group Holdings plc and Willis Group Holdings plc itself, the following debt securities issued by Willis North America Inc, also a fellow subsidiary undertaking of Willis Group Holdings plc

$350 million 5 625% senior notes due 2015
$600 million 6 200% senior notes due 2017
$300 million 7 000% senior notes due 2019

In addition the Company is a guarantor, on a joint and several basis, with certain fellow subsidiary undertakings of Willis Group Holdings plc and Willis Group Holdings plc itself, of two facilities, both expiring on 1 October 2013 The first is a $200 million revolving credit facility and the second consists of a $300 million revolving credit facility and a $700 million term loan facility, which bears interest at LIBOR plus 2 250%

The Company is also a guarantor of 260 cumulative redeemable preference shares with an aggregate subscription price of R26 million ($3 5 million) in the preference share capital of Clorpique 149 (Proprietary) Limited, a company registered in the Republic of South Africa 33 shares are redeemable on 1 December 2012, 33 shares are redeemable on 1 December 2013 and the remaining shares are redeemable on 1 December 2014 The Company is not a guarantor for the initial dividend

Post balance sheet event

On 17 March 2011 the Company became a guarantor with certain fellow subsidiary undertakings of Willis Group Holdings plc and Willis Group Holdings plc itself of $300 million 4 125% senior notes due 15 March 2016 and $500 million 5 75% senior notes due 15 March 2021

18. Related party transactions

FRS8 (paragraph 3(c)) exempts the reporting of transactions between wholly-owned group companies The Company has taken advantage of this exemption There are no other transactions requiring disclosure

19. Events after the balance sheet date

Events after the balance sheet date are detailed in notes 14, 15 and 17 to the financial statements