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COMPANIES FORM No. 155(6)(a)

Declaration in relation to assistance for the acquisition of shares

155(6)a

CHWP000

Please do not write in this margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[Official use stamp]

5146638

Name of company

* Willis UK Investments

Note Please read the notes on page 3 before completing this form.

* insert full name of company

†/We ø _____

Ø insert name(s) and address(es) of all the directors

Thomas Colraine of 58 Ridgway Place, Wimbledon, London SW19 4SW
and

Michael P Chitty of 17 Eskdale Road, Bexleyheath, Kent DA7 England

† delete as appropriate

~~the sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever is inappropriate

~~(a) that of a [recognised bank][licensed institution]] within the meaning of the Banking Act 1979~~

~~(b) that of a person authorised under section 2 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~

(c) something other than the above§

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] ~~[company's holding company]~~

Limited]†

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the purpose of that acquisition].~~ †

The number and class of the shares acquired or to be acquired is: _____

401,000,000 ordinary shares of \$1 each

Presenter's name address and reference (if any) :

Shaun Bryant
Willis Group Limited
Ten Trinity Square
London
EC3P 3AX

For official Use (02/06)
General Section

Post room



A36
COMPANIES HOUSE

542
22/06/2006

The assistance is to be given to: (note 2) _____

Please do not write in this margin

Willis North America, Inc.

Please complete legibly, preferably in black type, or bold block lettering

The assistance will take the form of:

A loan will be made to Willis North America, Inc of approximately \$400,000,000, which the company will have received previously from Willis North America Inc. in satisfaction of amounts owing to the Company under a deferred subscription agreement dated 29 September 2004 relating to the issue of 401,000,000 ordinary shares of \$1 each.

The person who [has acquired][will acquire]† the share is:

† delete as appropriate

Willis North America, Inc

The principal terms on which the assistance will be given are:

The loan will bear interest at a commercial rate to be set at the time the loan is made and will be repayable in December 2011.

The amount of cash to be transferred to the person assisted is £ US\$400,000,000

The value of any asset to be transferred to the person assisted is £ US\$400,000,000

The date on which the assistance is to be given is 21 June 2006 or soon thereafter

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

* delete either (a) or (b) as appropriate

~~1/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)~~

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

~~(b) [It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]* (note 3)~~

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at TEN TRINITY SQUARE
LONDON, EC3A 3AX

Declarants to sign below

Day Month Year
on

2	0	0	6	2	0	0	6
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S Bryant
S Bryant acting under a Power of Attorney dated 13th June 2006.

before me
(BENJAMIN MOON)
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

DX 33050 Cardiff

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh

or LP-4 Edinburgh 2

INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF WILLIS UK INVESTMENTS ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors of the Company dated 20 June 2006 in connection with the proposal that the Company should give financial assistance for the purpose of reducing or discharging a liability incurred in connection with the purchase of the Company's shares.

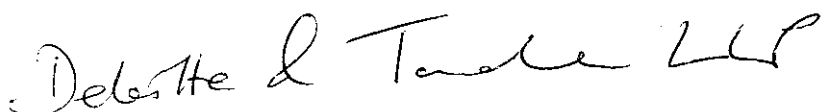
This report is made solely to the directors of the Company for the purpose of section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the opinions that we have formed.

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London
United Kingdom

20 June 2006