WILLIS JAPAN LIMITED

(Registered No. 1689758)

DIRECTORS' REPORT AND ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 2002

DIRECTORS

MP Chitty
MDT Faber

SECRETARY

TM Warren

REGISTERED OFFICE

Ten Trinity Square
London EC3P 3AX

AUDITORS

Deloitte & Touche LLP
London

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2002

The directors present their report, together with the accounts, for the year ended 31 December 2002.

PRINCIPAL ACTIVITY AND REVIEW OF DEVELOPMENTS

The Company is an intermediary assisting in Japanese retail insurance, international insurance and reinsurance activities. Its Head Office is in the UK and there is a branch office in Tokyo, Japan.

RESULTS

The profit on ordinary activities after taxation amounted to £53,000 (2001: restated £16,000 loss).

FUTURE DEVELOPMENTS

The Company does not anticipate any changes to its business in the coming years.

DIVIDENDS

The directors do not recommend the payment of a dividend (2001: £Nil).

DIRECTORS AND THEIR INTERESTS

The present directors of the Company are named on page 1 which forms part of this report.

The directors who held office on 31 December 2002 and whose interests are not reported in the accounts of a parent company had the following interests in the common shares of Willis Group Holdings Limited, the ultimate parent company, as recorded in the register kept for the purpose.

Director	Common shares of $0.000115 each		Options over common shares of $0.000115 each			
	1.1.2002	31.12.2002	1.1.2002	Granted	Exercised	31.12.02
MDT Faber	106,200	106,200	120,393	197	-	120,590

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO THE ACCOUNTS

The directors are required to report on their responsibilities in relation to the preparation of accounts for each financial year and the following statement should be read in conjunction with the auditors' statement of their responsibilities set out on page 4.

The Companies Act 1985 (as amended) requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss for the financial year.

In preparing the accounts on pages 5 to 12 the directors consider that :

(a) they have used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates;
(b) all applicable accounting standards, have been followed;
(c) it is appropriate to prepare the accounts on the going concern basis.

The directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the accounts comply with the Companies Act 1985 (as amended).

They are also responsible for the system of internal control, for safeguarding the assets of the Company and have taken reasonable steps for the prevention and detection of fraud and other irregularities.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2002 (continued)

AUDITORS

On 1 August 2003 Deloitte & Touche transferred their business to Deloitte & Touche LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The Company's consent has been given to treating the appointment of Deloitte & Touche as extending to Deloitte & Touche LLP with effect from 1 August 2003 under the provisions of section 26(5) of the Companies Act 1989. The Company has elected to dispense with the obligation to appoint auditors annually and, accordingly, Deloitte & Touche LLP shall be deemed to be re-appointed as auditors for a further term under the provisions of section 386(2) of the Companies Act 1985.

By Order of the Board

TM Warren
Secretary

7 October 2003
Ten Trinity Square
London EC3P 3AX

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WILLIS JAPAN LIMITED

We have audited the financial statements of Willis Japan Limited for the year ended 31 December 2002 which comprise the profit and loss account, the balance sheet, the movement in shareholders funds and the related notes 1 to 19. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors' report and for no other purpose. To the fullest extent permitted by the 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 auditors

As described in the statement of the directors' responsibilities, the Company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the Company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion, the financial statements give a true and fair view of the state of the Company's affairs as at 31 December 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London

15 October 2003

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2002

	Note	2002 £000	2001 (restated) £000
Brokerage and fees	3	952	797
Other income	3	1,883	2,334
OPERATING REVENUE		2,835	3,131
Operating expenses		2,746	3,134
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	4	89	(3)
Tax on profit/(loss) on ordinary activities	7	36	13
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		53	(16)
RETAINED PROFIT/(LOSS)	16	53	(16)

All activities derive from continuing operations.

RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 2002

There are no recognised gains or losses other than the profit attributable to shareholders of the Company of £53,000 in the year ended 31 December 2002 and loss of £16,000 in the year ended 31 December 2001.

The cumulative effect of the restatement of 31 December 2001 comparatives due to the change in accounting policy for deferred tax has increased retained profits after tax by £85,000 (£58,000 at 1 January 2001 with the additional £27,000 during 2001).

WILLIS JAPAN LIMITED

BALANCE SHEET AT 31 DECEMBER 2002

	Note	2002 £000	2001 (restated) £000
FIXED ASSETS			
Tangible assets	8	57	70
CURRENT ASSETS			
Debtors	9	1,287	1,048
Deposits and cash		145	161
		1,432	1,209
CURRENT LIABILITIES			
CREDITORS : amounts falling due within one year	12	805	648
NET CURRENT ASSETS		627	561
TOTAL ASSETS LESS CURRENT LIABILITIES		684	631
CREDITORS : amounts falling due after more than one year	13	460	460
PROVISION FOR LIABILITIES AND CHARGES	14	95	95
		129	76
CAPITAL AND RESERVES			
Called up share capital	15	1	1
Profit and loss account	16	128	75
EQUITY SHAREHOLDERS' FUNDS		129	76

These financial statements were approved by the Board of directors on 7 October 2003.

Signed on behalf of the Board of directors:

Michael Faber

MDT Faber
Director

MOVEMENT IN SHAREHOLDERS' FUNDS FOR THE YEAR ENDED 31 DECEMBER 2002

	2002 £000	2001 (restated) £000
Profit/(Loss) for the financial year	53	(16)
Prior year restatement	-	58
Net movement in shareholders' funds for the year	53	42
Shareholders' funds at 1 January	76	34
Shareholders' funds at 31 December	129	76

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2002

1. ULTIMATE PARENT COMPANY

The Company is a wholly-owned subsidiary of Willis Faber Limited. The ultimate parent company is Willis Group Holdings Limited, a company incorporated in Bermuda, and the ultimate controlling party is KKR 1996 Overseas, Limited, a company incorporated in the Cayman Islands.

The largest group in which the results of the Company are consolidated is that headed by Willis Group Holdings Limited, with the smallest group being headed by Willis Group Limited. The consolidated accounts for these groups are available to members of the public from the Company Secretary, Ten Trinity Square, London EC3P 3AX.

2. ACCOUNTING POLICIES

(a) Basis of preparation
These accounts have been prepared on the going concern basis under the historical cost convention (as modified by the revaluation of certain land and buildings) and comply with accounting standards applicable in the United Kingdom.

In preparing the financial statements for the current year the Company has adopted FRS 19 'Deferred Tax'. This has resulted in a change in accounting policy, as deferred tax is now recognised in accordance with the policy outlined below. Previously deferred tax was provided for on a partial provision basis, whereby provisions were made on all timing differences to the extent that they were expected to reverse in the future without replacement.

(b) Revenue recognition
The Company takes credit for brokerage and fee income at the date when the insured is debited or at the inception date of the policy, whichever is the later.

(c) Currency Translation
Transactions in foreign currencies are recorded at the rate of exchange at the date of transaction, or, in the case of forward contracts, in respect of the current year's income, at the contracted rate. Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Differences arising from trading activities are dealt with in the profit and loss account.

(d) Depreciation
Depreciation is calculated on a reducing balance basis at rates estimated to write down the value of assets, to a residual value of between 5% and 10% of cost, over their expected useful lives. Depreciation on leasehold improvements is provided at 14.2% per annum. Depreciation on furniture and equipment is provided at rates between 14.2% and 36.9% per annum.

(e) Deferred taxation
Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more or less tax, at a future date, at rates expected to apply when they reverse based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

(f) Operating leases
Rentals payable in respect of operating leases are charged to the profit and loss account as incurred.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2002 (continued)

2. ACCOUNTING POLICIES (continued)

(g) Pensions

Japanese staff retirement allowance

The cost of providing post-retirement benefit is charged to the profit and loss account over the periods benefiting from the employees' services, based on the cumulative length of qualifying service of each employee.

UK staff pensions

The regular cost of providing benefits is charged to operating profit over the employees' service lives on the basis of a constant percentage of pensionable earnings. Variations from regular cost, arising from periodic actuarial valuations, are allocated to operating profit on a systematic basis over the expected remaining service lives of current employees.

(h) Cashflow statement

Under FRS1 the Company is exempt from the requirement to prepare a cashflow statement on the grounds that it is prepared at Group level.

3. BROKERAGE AND FEES

The table below analyses the Company's brokerage and fees by the accounting address of the client from whom the business is derived. This does not necessarily reflect the original source or location of the business.

	2002 £000	2001 £000
Rest of the World	952	797

Rest of the World represents income derived from insurance activities in Japan. Other income, which makes up all the income from UK and USA, represents fees received from group undertakings as reimbursement for services performed on their behalf.

4. PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	2002 £000	2001 £000
The profit/(loss) on ordinary activities before taxation was arrived at after charging:		
Auditors remuneration :		
Audit fees	3	3
Depreciation on :		
Long leasehold property	2	2
Owned assets	24	18
Operating lease rentals:		
Land and buildings	92	96

5. EMPLOYEE COSTS	2002 £000	2001 £000
Employee costs net of amounts reimbursed by fellow subsidiary undertakings during the year consisted of :		
Salaries	1,910	2,040
Social security costs	55	82
Pension costs	61	72
	2,026	2,194

	2002 Number	2001 Number
Number of employees - average for the year	24	18

Certain members of staff working for the Company in the United Kingdom are employed by other subsidiary undertakings of Willis Group Holdings Limited. The Company bears the cost of the salaries, social security payments and pension contributions relating to such staff and reimburses the employing company for the full amount of the costs incurred, as shown above.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2002 (continued)

6. DIRECTORS' REMUNERATION

The directors of the Company received no remuneration for services rendered to the Company during the year (2001: nil).

7. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

	2002	2001 (restated)
(a) Analysis of charge for the year	£000	£000
Current tax:		
UK corporation tax on profits/(losses) at 30% (2001: 30%)	62	41
Double tax relief	(1)	(1)
Adjustments in respect of prior periods	-	(1)
	61	39
Foreign tax on profits/(loss) for the year	1	1
Total current tax (note 7(b))	62	40
Deferred tax:		
Origination and reversal of timing differences	(26)	(27)
Total deferred tax (note 10)	(26)	(27)
Tax on profit/(loss) on ordinary activities	36	13

	2002 £000	2001 £000
(b) Factors affecting tax charge for the year:		
The tax assessed for the year is higher than the standard rate of corporation tax in the UK (30%). The differences are explained below:		
Profit/(loss) on ordinary activities before tax	89	(3)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2001: 30%)	27	(1)
Effects of:		
Timing difference on pension provision	23	25
Expenses not deductible for tax purposes	9	14
Depreciation for the year in excess of capital allowances	3	2
Current tax charge for the year (note 7(a))	62	40

(c) Factors that may affect future tax charges
In line with the stated accounting policy, the Group's future tax charges will continue to recognise deferred tax assets which have arisen from timing differences relating to the taxation of provisions.

8. TANGIBLE ASSETS

	Long leasehold property £000	Furniture and equipment £000	Total £000
Cost :			
1 January 2002	45	209	254
Additions	-	14	14
Disposals	-	(1)	(1)
31 December 2002	45	222	267
Depreciation :			
1 January 2002	35	149	184
Provision for year	2	24	26
31 December 2002	37	173	210
Net book value 31 December 2002	8	49	57
Net book value 31 December 2001	10	60	70

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2002 (continued)

9. DEBTORS

	2002	2001 (restated)
	£000	*£000*
Due within one year:		
Amounts owed by Group undertakings	976	834
Other debtors	200	129
	1,176	963
Due after more than one year:		
Deferred tax asset (see note 10)	111	85
Amounts owed by Group undertakings	1,287	1,048

10. DEFERRED TAX

	2002	2001 (restated)
	£000	£000
The deferred tax included in the balance sheet is as follows:		
Included in debtors (note 9)		
Deferred tax consists of:		
Timing differences on pension provision	111	88
Accelerated capital allowance	-	(3)
	111	85
At 1 January	85	58
Deferred tax credit in profit and loss account (note 7(a))	26	27
At 31 December	111	85

11. *RESTATEMENT OF COMPARATIVES*

The adoption of FRS 19 ' Deferred Tax' has required the Company to recognise deferred tax under the full provision basis in accordance with the above outlined policy. As a result of this change in accounting policy the comparatives have been restated as follows: -

	Retained Loss for year	Debtors	Shareholders funds'
	£000	£000	£000
2001 as previously reported	(43)	963	(9)
Adoption of FRS 19 at 31/12/2001	27	85	85
2001 as restated	(16)	1,048	76

The impact of adopting FRS 19 on the 2002 results is a decrease to the tax charge of £26,000.

12. CREDITORS : amounts falling due within one year

	2002	2001
	£000	£000
Corporate tax	81	60
Accruals and deferred income	724	588
	805	648

Included within accruals and deferred income is £371,345 (2001: £294,176) in respect of an unfunded retirement allowance. The allowance is provided for officers and employees of the Tokyo branch based on length of service, standard monthly salary at date of termination and whether termination is voluntary or involuntary (involuntary termination is considered to occur upon mandatory retirement at the age of 60, death or certain other instances). The reserve for retirement allowance within accruals represents 100% of the aggregate liability computed under the assumption that all officers and employees involuntarily terminate at the balance sheet date.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2002 (continued)

13. CREDITORS : amounts falling due after more than one year

	2002 £000	2001 £000
Amounts owed to group undertakings	460	460

14. PROVISIONS FOR LIABILITIES AND CHARGES

	2002 £000	2001 £000
1 January 2002	95	149
Profit and loss account movements :		
Set up new provision	-	29
Release during the year	-	(79)
Foreign exchange movement	-	(4)
31 December 2002	95	95

The property provision represents amounts provided in respect of termination of a lease commitment.

15. CALLED UP SHARE CAPITAL

	2002 £000	2001 £000
Authorised, allotted, issued and fully paid:		
1,000 ordinary shares of £1 each	1	1

16. PROFIT AND LOSS ACCOUNT

	2002 £000	2001 (Restated) £000
1 January, as previously stated	-	33
Prior year adjustment	-	58
1 January, as restated	75	91
Retained profit/(loss) for the year	53	(16)
31 December	128	75

17. PENSIONS

Certain employees of the Company are eligible to be members of the Willis Pension Scheme, which is funded externally and is of the defined benefit type. Pension contributions are based on pension costs across the Group as a whole. The pension cost is assessed in accordance with the advice of professionally qualified actuaries using the projected unit credit method. The latest full valuation was at 31 December 2001, details of which are given in the accounts of Willis Group Limited.

Financial Reporting Standard No.17 'Retirement Benefits' ('FRS17') is effective for periods ending on or after 22 June 2003, with certain disclosures required for periods ending on or after 22 June 2001. The directors consider that the share of the Willis Pension Scheme's underlying assets and liabilities attributable to the Company's employees cannot be separately identified. The Willis Pension Scheme showed an overall deficit of £71.7 million based on the most recent valuation as at 31 December 2002. Full disclosures for the Willis Pension Scheme under FRS17 are included in the accounts of Willis Group Limited.

18. COMMITMENTS

	Land & Buildings 2002 £000	Land & Buildings 2001 £000
Operating lease commitments		
Payments committed to be made within one year by the Company for leases expiring:		
After five years	96	102

19. RELATED PARTY TRANSACTIONS

Financial Reporting Standard 8 exempts the reporting of transactions between Group companies. The Company has taken advantage of this exemption.