

**Amended and Restated Assurance of Discontinuance between  
the Attorney General of the State of New York  
and Willis Group Holdings plc as successor in interest for Willis Group Holdings  
Limited, Willis North America, Inc., Willis of New York, Inc., dated April 7, 2005 ,  
and**

**Amended and Restated Stipulation between  
the Superintendent of Insurance of the State of New York and Willis Group  
Holdings plc as successor in interest for Willis Group Holdings Limited, Willis  
North America, Inc., Willis of New York, Inc., Willis RE Inc., Willis of Wisconsin,  
Inc., Willis of Texas, Inc., Willis of Seattle, Inc., Willis of Tennessee, Inc., Willis of  
North Carolina, Inc., Willis of Ohio, Inc., Willis of Oregon, Inc., Willis of  
Pennsylvania, Inc., Willis of Michigan, Inc., Willis of Minnesota, Inc. , Willis of New  
Hampshire, Inc., Willis of New Jersey, Inc., Willis of Massachusetts, Inc., Willis of  
Maryland, Inc., Willis of Louisiana, Inc., Willis of Kansas, Inc., Willis of Illinois,  
Inc., Willis Insurance Services of Georgia, Inc., d.b.a. Willis Insurance Brokerage of  
Georgia, Willis Insurance Services of California, Inc. d.b.a. Willis Insurance  
Brokerage, Willis of Arizona, Inc., Willis of Alabama, Inc., Willis Life Insurance  
Agency of Ohio, Inc., Stewart Smith East, Inc., dated April 8, 2005 (collectively,  
“Willis”).**

**WHEREAS**, Willis entered into an Assurance of Discontinuance with the Attorney General of the State of New York (“Attorney General”) dated April 7, 2005 and a Stipulation with the Superintendent of Insurance of the State of New York (“Superintendent”) dated April 8, 2005, each as amended from time to time (collectively, the “AOD”); and

**WHEREAS**, the Attorney General and the Superintendent conducted public hearings in July 2008 on the subject of insurance producer compensation and disclosure practices; and

**WHEREAS**, 11 NYCRR 30 (Regulation No. 194) was adopted on February 10, 2010; and

**WHEREAS**, the Superintendent has concluded that Willis has substantially met its obligations under the AOD, as determined by an independent examiner;

**NOW, THEREFORE**, the parties hereby agree that, effective as of February 11, 2010, the AOD shall be amended and restated as follows:

1. Compensation Disclosure to Insurance Purchasers: In New York, and each of the other 49 states of the United States, the District of Columbia, and U.S. territories, Willis shall provide compensation disclosure that will, at a minimum, comply with the terms of Regulation No. 194, as may be amended from time to time, or the provisions of the AOD, as existed prior to the adoption this Amended and Restated Agreement and Amended and Restated Stipulation.

2. Compliance Programs and Training: Willis shall maintain its compliance programs and continue to provide appropriate training to relevant employees in business ethics, professional obligations, conflicts of interest and antitrust and trade practices compliance.

3. Prohibition on Reinsurance Brokerage "Leveraging": In placing, renewing, consulting on or servicing any insurance policy, Willis shall not directly or indirectly accept from or request of any insurer any promise or commitment to use any of Willis's brokerage, agency, producing or consulting services, including reinsurance brokerage, agency or producing services, in exchange for production of business to such insurer.

4. Prohibition of Inappropriate Use of Wholesalers: In placing, renewing, consulting on or servicing any insurance policy, Willis shall not directly or indirectly knowingly place, renew, consult on or service a client's insurance business through a wholesale broker in a manner that is contrary to the client's best interests.

5. The Attorney General and Superintendent reserve the right to take action to enforce this Amended and Restated Agreement. If compliance with any aspect of this Amended and Restated Agreement proves impracticable, Willis reserves the right to request that the parties modify it accordingly.

6. This Amended and Restated Agreement shall be governed by the laws of the State of New York.

7. This Amended and Restated Agreement supersedes and replaces the AOD as amended and all prior agreements, arrangements, commitments and understandings, whether written or oral, with respect to the subject matter hereof, and constitutes the entire agreement of the parties.

8. This Amended and Restated Agreement may be executed in counterparts, including via facsimile.

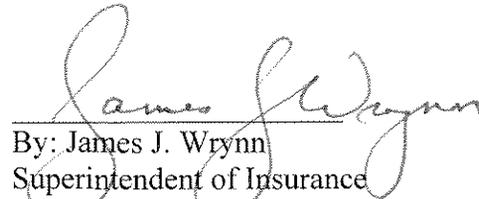
WHEREFORE, the following signatures are affixed hereto on the date first above written.

People of the State  
of New York

New York Insurance Department

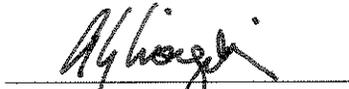


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Willis Group Holdings plc, et. al.



By: Adam G. Ciongoli  
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Willis Group Holdings, plc