

COMPANY REGISTRATION NUMBER 08556939

CERTIFIED TO BE A TRUE COPY

JR Hughes

FOR COSEC 2000 LIMITED SECRETARY

17 pages

JR Hughes

AON US & INTERNATIONAL HOLDINGS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014

AON US & INTERNATIONAL HOLDINGS LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

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AON US & INTERNATIONAL HOLDINGS LIMITED

COMPANY INFORMATION

YEAR ENDED 31 DECEMBER 2014

DIRECTORS

D Garcia
P A Hogwood
C M Williams

COMPANY SECRETARY

CoSec 2000 Limited

REGISTERED OFFICE

8 Devonshire Square
London
EC2M 4PL

AUDITOR

Ernst & Young LLP
1 More London Place
London
SE1 2AF

AON US & INTERNATIONAL HOLDINGS LIMITED

STRATEGIC REPORT

YEAR ENDED 31 DECEMBER 2014

PRINCIPAL ACTIVITIES

The principal activity of the Company is that of an intermediate holding company.

PERFORMANCE IN THE YEAR

The Company made a loss for the financial year of \$399m (7 months ended 31 December 2013: \$124m), mainly due to interest payable of \$493m on promissory notes issued by a fellow group company.

On 1 December 2014, the Company received a dividend of \$600,000 from Aon Group Inc. (7 months ended 31 December 2013: \$nil).

FUTURE DEVELOPMENTS

It is not anticipated that there will be any change in the activity of the Company in the foreseeable future.

PRINCIPAL RISKS AND UNCERTAINTIES

Liquidity and cash flow risk

The promissory notes have been classified as long-term on the basis that they exclude the right for the lender, the Company's shareholder, to call on any part of the notes, whether principle or accrued interest thereon. As such, these notes do not affect the Company's ability to meet its short-term debts as they fall due.


Investments in subsidiary undertaking and debtor balances

The risks surrounding the recoverability of its investments in its subsidiary undertaking and debtor balances are managed both globally and locally by the Finance team. The Company carries out regular reviews of the recoverability of the investment and debtor balances. The directors are satisfied that the carrying values of investments are recoverable and that obligations under the debtor balances will be met in full.

Operational Risks

The Company has put in place procedures and controls to mitigate all known operational risks to which it believes it is exposed. These include, inter alia, the risk of financial crime, change management, IT systems reliability and security and the threat of cyber attack.

For and on behalf of the board



For and on behalf of
CoSec 2000 Limited
Company Secretary

Date: 5th June 2015
Registered Number 08556939

AON US & INTERNATIONAL HOLDINGS LIMITED

DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2014

The directors present their annual report together with the financial statements for the year ended 31 December 2014.

RESULTS AND DIVIDENDS

The results for the year and the Company's financial position at the end of the year are shown in the attached financial statements. No dividend was paid or declared during the year (7 months ended 31 December 2013: \$nil).

FUTURE DEVELOPMENTS

Likely future developments in the business of the Company are discussed in the Strategic Report on page 2.

DIRECTORS

The current directors are shown on page 1. There were no changes to directors who served during the year and to date.

DIRECTORS' INDEMNITIES

The Company has qualifying third party indemnity provisions for the benefit of its directors which remained in force throughout the year and at the date of this report.

FINANCIAL RISK MANAGEMENT

Information regarding the Company's management of financial risk is discussed in the Strategic Report on page 2.

GOING CONCERN

The Company's business activities, together with the factors likely to affect its future development, its financial position and its financial risk management objectives have been described above and in the Strategic Report on page 2.

After making further enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

AON US & INTERNATIONAL HOLDINGS LIMITED

DIRECTORS' REPORT (continued)

YEAR ENDED 31 DECEMBER 2014

STATEMENT OF DIRECTORS' RESPONSIBILITIES (continued)

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 and loss for that year. In preparing these financial statements, the directors are required to:

- o select suitable accounting policies and then apply them consistently;
- o make judgements and estimates that are reasonable and prudent;
- o state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- o 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 THE AUDITOR

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information required in connection with the auditor's report, of which the auditor is unaware. Each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

AUDITOR

Ernst & Young LLP are deemed to be re-appointed as the Company's auditor in accordance with section 487 of the Companies Act 2006.

For and on behalf of the board



For and on behalf of
CoSec 2000 Limited
Company Secretary
Date: 5th June 2015
Registered Number 08556939

AON US & INTERNATIONAL HOLDINGS LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
AON US & INTERNATIONAL HOLDINGS LIMITED**

YEAR ENDED 31 DECEMBER 2014

We have audited the financial statements of Aon US & International Holdings Limited for the year ended 31 December 2014, which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 15. 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 Statement of Directors' Responsibilities set out on pages 3 and 4, 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. In addition, we read all the financial and non-financial information in the Annual Report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 2014 and of its loss 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.

AON US & INTERNATIONAL HOLDINGS LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
AON US & INTERNATIONAL HOLDINGS LIMITED (continued)**

YEAR ENDED 31 DECEMBER 2014

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Strategic Report and 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.

Ernst & Young LLP

Michael Purrington (Senior statutory auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor
London

Date: 5 JUNE 2015

AON US & INTERNATIONAL HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 2014

		2014 \$000	7 months ended 31 December 2013 \$000
TURNOVER	2	600	-
Administrative expenses		<u>(176)</u>	<u>(7)</u>
OPERATING PROFIT / (LOSS)	3	424	(7)
Interest payable and similar charges	6	<u>(492,656)</u>	<u>(153,733)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(492,232)	(153,740)
Tax credit on loss from ordinary activities	7	92,788	29,630
LOSS FOR THE FINANCIAL YEAR		<u>(399,444)</u>	<u>(124,110)</u>

All of the activities of the Company are classed as continuing.

Statement of total recognised gains and losses

There are no recognised gains or losses other than the loss for the year ended 31 December 2014. Accordingly, a separate statement of total recognised gains and losses has not been presented.

The notes on pages 9 to 15 form part of these financial statements.

AON US & INTERNATIONAL HOLDINGS LIMITED

BALANCE SHEET

31 DECEMBER 2014

	Note	2014 \$000	2013 \$000
FIXED ASSETS			
Investments	8	<u>16,451,400</u>	<u>16,451,400</u>
CURRENT ASSETS			
Debtors	9	43	29,630
Debtors: Amounts falling due after one year	9	122,378	-
Cash at bank and in hand		<u>413</u>	<u>-</u>
		122,834	29,630
CREDITORS: Amounts falling due within one year	10	<u>-</u>	<u>(7)</u>
NET CURRENT ASSETS		<u>122,834</u>	<u>29,623</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		16,574,234	16,481,023
CREDITORS: Amounts falling due after more than one year	11	(7,646,388)	(7,153,733)
NET ASSETS		<u>8,927,846</u>	<u>9,327,290</u>
CAPITAL AND RESERVES			
Called up share capital	13	-	-
Share premium account	14	7,951,400	7,951,400
Profit and loss account	14	<u>976,446</u>	<u>1,375,890</u>
SHAREHOLDER'S FUNDS		<u>8,927,846</u>	<u>9,327,290</u>

These financial statements of Aon US & International Holdings Limited were approved by the Board of Directors and authorised for issue on 5 June 2015. They were signed on its behalf by:



C M Williams

Director

Date:

Registered Number: 08556939

The notes on pages 9 to 15 form part of these financial statements.

AON US & INTERNATIONAL HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with United Kingdom generally accepted accounting standards. The financial statements have been prepared on a going concern basis. The directors have considered the appropriateness of the going concern basis in the Directors' Report on page 3.

The financial statements are presented in United States Dollars ('\$'), which is the Company's local currency and the primary economic environment in which it operates.

The significant accounting policies adopted which have been consistently applied in the current and prior year are described below.

Basis of consolidation

The Company has taken advantage of the exemption from preparation of consolidated accounts under section 400 of the Companies Act 2006 as its results are included in the financial statements of Aon plc.

Cash flow statement

The Company has taken advantage of the exemption within Financial Reporting Standard No 1 (Revised) not to produce a cash flow statement as its results are included in the consolidated financial statements of Aon plc which are publicly available.

Related party transactions

The Company has taken advantage of the disclosure exemptions allowed by Financial Reporting Standard No 8, Related Party Disclosures from disclosing transactions with other wholly owned subsidiaries within the Aon plc group.

Turnover

Turnover represents dividends from investments in subsidiary undertakings, which are recognised in the year in which the dividends are declared.

Foreign currencies

Foreign currency transactions are recorded at the monthly average rates of exchange. Monetary assets and liabilities denominated in foreign currencies are translated into United States Dollars at the rates of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Interest payable

Interest payable is recognised in the profit and loss account on an accruals basis.

AON US & INTERNATIONAL HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES *(continued)*

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.

In accordance with FRS 19 deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax returns in periods different from those in which they are recognised in the financial statements.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax balances are not discounted.

Fixed asset investments

Investments held as fixed assets are stated at cost less provision for any impairment. The carrying value of fixed asset investments is reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable.

2. TURNOVER

	2014 \$'000	2013 \$'000
Dividends from group undertakings	<u>600</u>	<u>-</u>

On 1 December 2014, the Company received a dividend of \$600,000 from Aon Group Inc. (7 months ended 31 December 2013: \$nil).

3. OPERATING PROFIT

Operating profit is stated after charging:

	2014 \$'000	2013 \$'000
Net loss /(gain) on foreign currency translation	<u>(3)</u>	<u>-</u>

AON US & INTERNATIONAL HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

3. OPERATING PROFIT (continued)

Auditors' remuneration was borne by another group company in both current and prior year. The analysis of auditors' remuneration is as follows:

	2014 \$'000	2013 \$'000
Audit of the financial statements	<u>21</u>	<u>38</u>

4. PARTICULARS OF EMPLOYEES

The Company had no employees during the year. (2013: nil)

5. DIRECTORS' REMUNERATION

The directors of the Company are also directors of other group companies. The directors' remuneration for this year was paid by another group company. The directors do not believe that it is practicable to apportion this amount between their services as directors of the Company and their services as directors or employees of other group companies.

6. INTEREST PAYABLE AND SIMILAR CHARGES

	2014 \$'000	2013 \$'000
Interest payable to group undertakings	<u>492,656</u>	<u>153,733</u>

7. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

(a) Analysis of charge in the year

	2014 \$'000	2013 \$'000
Current tax:		
On current year's loss at 21.5% (2013: 23%)	<u>(38)</u>	<u>(2)</u>
Total current tax (note 7(b))	(38)	(2)
Deferred tax:		
Origination and reversal of timing differences	<u>(92,750)</u>	<u>(29,628)</u>
Tax on profit on ordinary activities	<u>(92,788)</u>	<u>(29,630)</u>

AON US & INTERNATIONAL HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

7. TAXATION ON PROFIT ON ORDINARY ACTIVITIES (continued)

(b) Factors affecting current tax credit

The tax assessed on the loss on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 21.5% (2013: 23%). The differences are reconciled below:

	2014 \$'000	2013 \$'000
Loss on ordinary activities before tax	<u>(492,232)</u>	<u>(153,740)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.5% (2013: 23%)	<u>(105,830)</u>	<u>(35,360)</u>
Effect of:		
Expenses not deductible	6,086	1,286
Interest deferred	92,750	29,628
Rate change for interest deferred	6,956	4,444
Total current tax (note 7(a))	<u><u>(38)</u></u>	<u><u>(2)</u></u>

(c) Deferred taxation

The movements in the deferred tax asset are as follows:

	2014 \$'000	2013 \$'000
Balance at 1 January 2014 / 5 June 2013	(29,628)	-
Credit for the year	<u>(92,750)</u>	<u>(29,628)</u>
Balance at 31 December 2013 and 2014	<u><u>(122,378)</u></u>	<u><u>(29,628)</u></u>

The deferred tax asset balance as at 31 December represents:

	2014 \$'000	2013 \$'000
Interest deferred	<u>(122,378)</u>	<u>(29,628)</u>

AON US & INTERNATIONAL HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

7. TAXATION ON ORDINARY ACTIVITIES *(continued)*

(d) Factors affecting current and future tax charges

The UK Government has announced various changes in relation to UK Corporation Tax. The headline rate of corporate tax was reduced from 24% to 23% from 1 April 2013, then to 21% from 1 April 2014. A further reduction to 20% will also become effective from 1 April 2015. The latest corporation tax rate decreases to 21% and 20% respectively were included in the Finance Act 2013 which received Royal Assent on 17 July 2013. These changes were therefore enacted at 31 December 2013 and 31 December 2014 and have been reflected in the amounts recognised as at those dates.

8. INVESTMENTS

	\$'000
COST	
At 1 January and 31 December 2014	<u>16,451,400</u>
NET BOOK VALUE	
At 31 December 2013 and 31 December 2014	<u>16,451,400</u>

The principal direct subsidiary undertaking of the Company is listed below:

<u>Name of company</u>	<u>Country of incorporation</u>	<u>Holdings</u>	<u>Proportion of voting rights and shares held</u>	<u>Nature of business</u>
Aon Group, Inc.	United States of America	Ordinary shares	60%	Intermediate holding company

9. DEBTORS

	2014 \$'000	2013 \$'000
Amounts falling due within one year		
Amounts owed by group undertakings	2	-
Group relief receivable	38	2
Deferred tax asset (note 7(c))	-	29,628
Other debtors	3	-
	<u>43</u>	<u>29,630</u>
	2014 \$'000	2013 \$'000
Amounts falling due after one year:		
Deferred tax asset (note 7(c))	<u>122,378</u>	<u>-</u>

AON US & INTERNATIONAL HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

10. CREDITORS: Amounts falling due within one year

	2014 \$'000	2013 \$'000
Bank overdrafts	<u>-</u>	<u>7</u>

11. CREDITORS: Amounts falling due after more than one year

	2014 \$'000	2013 \$'000
Loan notes owed to fellow group undertaking	7,000,000	7,000,000
Intercompany Accrued Interest payable	<u>646,388</u>	<u>153,733</u>
	<u><u>7,646,388</u></u>	<u><u>7,153,733</u></u>

The loan notes consist of one note due in 2021 for a principal amount of \$1,750m at an interest rate of 6.5% and one note due in 2023 with a principal amount of \$5,250m at an interest rate of 7.0%. These notes are listed on the Channel Islands Stock Exchange. As permitted under the terms of the loan notes, the directors opted to defer interest payments due in January 2014 and January 2015.

12. GUARANTEES

The Company has signed an agreement to participate in a cash pooling agreement with Bank Mendes Gans ("BMG") as part of Aon plc's global banking arrangements. Under the terms of the BMG bank cash pool arrangements, participants such as the Company can become liable to BMG for any insolvent borrower's debt (limited to the level of the depositor's own credit balances with BMG) via pledge and set-off clauses in the BMG agreement. The Company has cash pool deposits of \$412,728 at 31 December 2014 (2013: negative cash pool deposits of \$7,703). Aon plc is contractually bound under the BMG agreement to indemnify the depositor for the amount paid by them to BMG under the pledge and set-off clauses.

13. SHARE CAPITAL

Allotted, called up and fully paid:

	2014 \$'000	2013 \$'000
11 \$1 Ordinary shares	<u>-</u>	<u>-</u>

On 5 June 2013, the Company allotted one subscriber share of \$1.

On 6 September 2013, the Company issued ten shares of \$1 each for a total consideration of \$9,451,400,000.

AON US & INTERNATIONAL HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

14. RECONCILIATION OF SHAREHOLDER'S FUNDS AND MOVEMENT ON RESERVES

	Share capital	Share premium account	Profit and loss account	Total shareholders' funds
	\$'000	\$'000	\$'000	\$'000
At incorporation	-	-	-	-
Ordinary share issuance	-	9,451,400	-	9,451,400
Cancellation of share premium	-	(1,500,000)	1,500,000	-
Loss for the financial year	-	-	(124,110)	(124,110)
Balance as at 31 December 2013	-	7,951,400	1,375,890	9,327,290
Loss for the financial year	-	-	(399,444)	(399,444)
Balance as at 31 December 2014	-	7,951,400	976,446	8,927,846

On 13 December 2013, the Company reduced its share premium account by \$1,500,000,000.

15. PARENT UNDERTAKINGS AND CONTROLLING PARTY

The immediate parent undertaking is Aon Bermuda Holding Company Limited, a company incorporated and registered in Bermuda.

The ultimate parent undertaking and controlling party is Aon plc, a company incorporated in the United Kingdom and registered in England and Wales.

The parent undertaking of the group which contains the Company, and for which group financial statements are prepared, is Aon plc.

Copies of the group financial statements of Aon plc are available from Companies House, Crown Way, Cardiff, CF14 3UZ and also from the Company Secretary, 8 Devonshire Square, London, EC2M 4PL.