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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

DAVID ROTH, On Behalf of Himself and All)	Lead Case No. 04-C-6835
Others Similarly Situated,)	
)	<u>CLASS ACTION</u>
Plaintiff,)	Judge Norgle
)	Magistrate Judge Denlow
vs.)	
AON CORPORATION, et al.,)	
)	
Defendants.)	
_____)	

~~PROPOSED~~ FINAL JUDGMENT AND ORDER OF DISMISSAL WITH PREJUDICE

This matter came before the Court for hearing pursuant to the Order of this Court, dated September 9, 2009, on the application of the parties for approval of the settlement set forth in the Stipulation of Settlement dated as of August 21, 2009 (the "Stipulation"). Due and adequate notice having been given to the Class as required in the Court's Order, and the Court having considered all papers filed and proceedings held herein and otherwise being fully informed in the premises and good cause appearing therefore,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. This Judgment incorporates by reference the definitions in the Stipulation, and all capitalized terms used, but not defined herein, shall have the same meanings as in the Stipulation.

2. This Court has jurisdiction over the subject matter of the Litigation and over all parties to the Litigation, including all Members of the Class.

3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby reaffirms and finally certifies this Litigation as a class action defined as all persons or entities who purchased or otherwise acquired the common stock of Aon Corporation ("Aon") during the period beginning May 5, 2003 through October 13, 2004, and who were damaged thereby. Excluded from the Class are: (i) Aon, (ii) Patrick G. Ryan, Michael D. O'Halloran, and David P. Bolger (collectively, the "Individual Defendants"), (iii) members of the family of each Individual Defendant, (iv) any entity in which any Defendant has a controlling interest, (v) officers and directors of Aon, and (vi) the legal representatives, heirs, successors or assigns of any such excluded party.

4. With respect to the Class, this Court finds and concludes that: (a) the Members of the Class are so numerous that joinder of all Class Members in the class action is impracticable; (b) there are questions of law and fact common to the Class which predominate over any individual question; (c) the claims of the Lead Plaintiffs are typical of the claims of the Class; (d) Lead Plaintiffs and

their counsel have fairly and adequately represented and protected the interests of the Class Members; and (e) a class action is superior to other available methods for the fair and efficient adjudication of the controversy, considering: (i) the interests of the Members of the Class in individually controlling the prosecution of the separate actions, (ii) the extent and nature of any litigation concerning the controversy already commenced by Members of the Class, (iii) the desirability or undesirability of concentrating the litigation of these claims in this particular forum, and (iv) the difficulties likely to be encountered in the management of the class action.

5. Pursuant to Federal Rule of Civil Procedure 23, this Court hereby approves the settlement set forth in the Stipulation and finds that the settlement is, in all respects, fair, reasonable, and adequate to the Settling Parties. The Court further finds that the settlement set forth in the Stipulation is the result of arm's-length negotiations between experienced counsel representing the interests of the Settling Parties. Accordingly, the settlement embodied in the Stipulation is hereby finally approved in all respects. The Settling Parties are hereby directed to perform its terms.

6. The Litigation and all claims contained therein, as well as all of the Released Claims, are dismissed with prejudice as to Lead Plaintiffs and Members of the Class, and as against the Released Persons. The Settling Parties are to bear their own costs, except as otherwise provided in the Stipulation.

7. Upon the Effective Date, the Lead Plaintiffs and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished, and discharged all Released Claims against each and every one of the Released Persons, whether or not such Class Member executes and delivers a Proof of Claim and Release.

8. Upon the Effective Date, Lead Plaintiffs and each of the Class Members and anyone claiming through or on behalf of any of them, are forever barred and enjoined from commencing, instituting or continuing to prosecute any action or any proceeding in any court of law or equity,

arbitration tribunal, administrative forum, or other forum of any kind (whether within the United States or not) any of the Released Claims against any of the Released Persons.

9. Upon the Effective Date, each of the Released Persons shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished, and discharged the Lead Plaintiffs, each and all of the Class Members, Lead Counsel, Liaison Counsel, Additional Counsel, and Plaintiffs' Counsel from all claims (including Unknown Claims) arising out of, relating to, or in connection with, the institution, prosecution, assertion, settlement, or resolution of the Litigation or the Released Claims.

10. The distribution of the Notice of Proposed Settlement of Class Action and the publication of the Summary Notice as provided for in the Revised Order Preliminarily Approving Settlement and Providing for Notice constituted the best notice practicable under the circumstances, including individual notice to all Members of the Class who could be identified through reasonable effort. Said notice provided the best notice practicable under the circumstances of those proceedings and of the matters set forth therein, including the proposed settlement set forth in the Stipulation, to all Persons entitled to such notice, and said notice fully satisfied the requirements of Federal Rule of Civil Procedure 23, §21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. §78u-4(a)(7) as amended by the Private Securities Litigation Reform Act of 1995, due process, and any other applicable law.

11. Any plan of allocation submitted by Lead Counsel or any order entered regarding the attorneys' fee and expense application shall in no way disturb or affect this Final Judgment and Order of Dismissal with Prejudice and shall be considered separate from this Final Judgment and Order of Dismissal with Prejudice.

12. Neither the Stipulation nor the settlement contained therein, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the settlement: (a) is or may be

deemed to be or may be used as an admission of, or evidence of, the validity of any Released Claim, or of any wrongdoing, fault or liability of the Defendants; or (b) is or may be deemed to be or may be used as an admission of, or evidence of, any wrongdoing, fault or liability of any of the Defendants in any civil, criminal or administrative proceeding in any court, administrative agency or other tribunal. Defendants may, however, file the Stipulation and/or the Judgment in any action that may be brought against them in order to support a defense or counterclaim based on principles of *res judicata*, collateral estoppel, release, good faith settlement, judgment bar or reduction or any other theory of claim preclusion or issue preclusion or similar defense or counterclaim. In addition, nothing contained in this paragraph shall prevent the Stipulation (or any agreement or order relating thereto) from being used, offered, or received in evidence in any proceeding to approve, enforce, or otherwise effectuate the Stipulation (or any agreement or order relating thereto) or the Judgment, or to enforce or effectuate provisions of the settlement, the Final Judgment, or the Proofs of Claim and Release as to the Defendants and Released Persons.

13. Without affecting the finality of this Final Judgment and Order of Dismissal with Prejudice in any way, this Court hereby retains continuing jurisdiction over: (a) implementation of this settlement and any award or distribution of the Settlement Fund, including interest earned thereon; (b) disposition of the Settlement Fund; (c) hearing and determining applications for attorneys' fees and expenses in the Litigation; and (d) all parties hereto for the purpose of construing, enforcing, and administering the Stipulation.

14. The Court finds that during the course of the Litigation, the Settling Parties and their respective counsel at all times complied with the requirements of Federal Rule of Civil Procedure 11.

15. In the event that the settlement does not become effective in accordance with the terms of the Stipulation or the Effective Date does not occur, then this Final Judgment and Order of

Dismissal with Prejudice shall be rendered null and void to the extent provided by and in accordance with the Stipulation and shall be vacated and, in such event, all orders entered and releases delivered in connection herewith shall be null and void to the extent provided by and in accordance with the Stipulation.

16. There is no just reason for delay in the entry of this Final Judgment and Order of Dismissal with Prejudice and immediate entry by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

IT IS SO ORDERED.

DATED: 11-18-09



THE HONORABLE CHARLES R. NOZLE
UNITED STATES DISTRICT JUDGE

Submitted by:

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Additional Counsel for Plaintiffs

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Aon Requests for Exclusion

Exhibit 1

1. David J. Farrell
2. Robert Dower Barron II and Mary P. Barron as Joint Tenants
3. Earl Kunimoto
4. Richard Endersen
5. Alan Robert Frame and Sheila B. Frame as Joint Tenants
6. Alan Robert Frame and Sheila Margaret Frame
7. Alan Robert Frame and Sheila B. Frame as Joint Tenants
8. Sandra Schultz
9. Eldon E. Schultz
10. Evelyn Fothergill
11. Robert Walinck Fothergill
12. Geraldine B. Pipkin
13. Jon Kayyem
14. James N. Montgomery
15. Yvonne Ochart Torres
16. Paul R. Woudenberg
17. Barbara J. Knego
18. Makoto Fukuda and Ayako Fukuda as Joint Tenants
19. Raymond D. Guidry
20. Stanley W. Lintner
21. Joe Hudson, Jr.
22. Betty J. Ramey
23. Kathryn Masten custodian for M. C.
24. Kathryn Masten custodian for S. M.
25. Kathryn Masten custodian for T. M.
26. Kathryn Masten custodian for S. C.
27. Ronald E. Klipsch
28. David Alan Mills and Vanessa P. Mills
29. Russell Pierce, Jr. and Virginia Mae Pierce
30. Christine Guertin
31. Horace H. Holcomb

32. Elizabeth Jameson
33. The Phoenix Family Group, Ltd by Adelaide Elizabeth Biggs
34. Randy Schwantes
35. Shirley Anne Rudd
36. Phyllis W. Dickson
37. Barbara L. Miller
38. Joseph L. Sun
39. Judith A. McEwen and Robert J. McEwen as Joint Tenants
40. Judith Cunningham Smith
41. Ronald H. Hallford
42. Jean T. Coghlan
43. Edward L. Voirol
44. Dorothy D. Rupel as Trustee for the Family Trust of Dorothy D. Rupel and Theodore J. Rupel
45. Adele G. Madden