

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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

~~[PROPOSED]~~ ORDER PRELIMINARILY APPROVING SETTLEMENT AND PROVIDING
FOR NOTICE

EXHIBIT A

WHEREAS, a consolidated action is pending before this Court styled *Roth v. Aon Corporation*, Lead Case No. 04-C-6835 (the "Litigation");

WHEREAS, the parties having made application, pursuant to Federal Rule of Civil Procedure 23(e), for an order approving the settlement of this Litigation, in accordance with a Stipulation of Settlement dated as of August 21, 2009 (the "Stipulation"), which, together with the Exhibits annexed thereto, set forth the terms and conditions for a proposed settlement of the Litigation and for dismissal of the Litigation with prejudice upon the terms and conditions set forth therein; and the Court having read and considered the Stipulation and the Exhibits annexed thereto; and

WHEREAS, all defined terms herein have the same meanings as set forth in the Stipulation.

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. The Court does hereby preliminarily approve the Stipulation and the settlement set forth therein, subject to further consideration at the Settlement Hearing described below.

2. A hearing (the "Settlement Hearing") shall be held before this Court on _____, 2009, at __:__ .m., at the United States District Court, Northern District of Illinois, Eastern Division, Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, 20th Floor, Chicago, IL 60604, to determine whether the proposed settlement of the Litigation on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to the Class and should be approved by the Court; whether a Judgment as provided in ¶1.13 of the Stipulation should be entered; whether the proposed Plan of Allocation should be approved; and to consider Lead Counsel's application for an award of attorneys' fees and expenses.

3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court has certified by Opinion and Order dated November 8, 2006, a Class 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'Halleran, 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. Pursuant to Rule 53(c) of the Federal Rules of Civil Procedure, the Court appoints the firm of Gilardi & Co. LLC, 3301 Kerner Boulevard, San Rafael, CA 94901 ("Claims Administrator"), to supervise and administer the notice procedure as well as the processing of claims as more fully set forth below:

(a) Not later than _____, 2009 (the "Notice Date"), the Claims Administrator shall cause a copy of the Notice of Proposed Settlement of Class Action ("Notice") and the Proof of Claim and Release, substantially in the forms annexed as Exhibits A-1 and A-2 hereto, to be mailed by First-Class Mail to all Class Members who can be identified with reasonable effort and to be posted on its website at www.gilardi.com;

(b) Not later than the Notice Date, the Claims Administrator shall cause a copy of the Stipulation to be posted on its website;

(c) Not later than _____, 2009, the Claims Administrator shall cause the Summary Notice to be published once in the national edition of *Investor's Business Daily*; and

(d) Not later than _____, 2009, Lead Counsel shall serve on Defendants' counsel and file with the Court proof, by affidavit or declaration, of such mailing and publishing.

5. Nominees who purchased or acquired Aon common stock for the benefit of another Person during the period May 5, 2003 through October 13, 2004, shall be requested to send the

Notice and Proof of Claim and Release to all such beneficial owners of Aon common stock within ten (10) days after receipt thereof, or send a list of the names and addresses of such beneficial owners to the Claims Administrator within ten (10) days of receipt thereof, in which event the Claims Administrator shall promptly mail the Notice and Proof of Claim and Release to such beneficial owners. Lead Counsel shall, if requested, reimburse banks, brokerage houses, or other nominees solely for their reasonable out-of-pocket expenses incurred in providing notice to beneficial owners who are Class Members, which expenses would not have been incurred except for the sending of such notice, out of the Settlement Fund, subject to further order of this Court with respect to any dispute concerning such compensation.

6. All fees, costs, and expenses incurred in identifying and notifying Members of the Class shall be paid from the Settlement Fund and in no event shall Defendants bear any responsibility for such fees, costs, or expenses.

7. All Members of the Class shall be bound by all determinations and judgments in the Litigation concerning the settlement, whether favorable or unfavorable to the Class.

8. Class Members who wish to participate in the settlement shall complete and submit the Proof of Claim and Release in accordance with the instructions contained therein. Unless the Court orders otherwise, all Proofs of Claim and Release must be submitted no later than ninety (90) days from the Notice Date. Any Class Member who does not timely submit a Proof of Claim and Release within the time provided shall be barred from sharing in the distribution of the proceeds of the Net Settlement Fund, unless otherwise ordered by the Court, but shall nevertheless be bound by any final judgment entered by the Court. Notwithstanding the foregoing, Lead Counsel shall have the discretion to accept late-submitted claims for processing by the Claims Administrator so long as distribution of the Net Settlement Fund is not materially delayed.

9. Any Member of the Class may enter an appearance in the Litigation, at his, her, or its own expense, individually or through counsel of their own choice. If they do not enter an appearance, they will be represented by Lead Counsel.

10. Any Member of the Class may appear and show cause, if he, she, or it has any reason why the proposed settlement of the Litigation should not be approved as fair, reasonable, and adequate, or why a Judgment should not be entered thereon, why the Plan of Allocation should not be approved, why attorneys' fees and expenses should not be awarded to counsel for the Lead Plaintiffs; provided, however, that no Class Member or any other Person shall be heard or entitled to contest the approval of the terms and conditions of the proposed settlement, or, if approved, the Judgment to be entered thereon approving the same, or the order approving the Plan of Allocation, or any attorneys' fees and expenses to be awarded to counsel for Lead Plaintiffs, unless written objections and copies of any papers and briefs are received by Jeffrey D. Light of Coughlin Stoia Geller Rudman & Robbins LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, on behalf of Lead Plaintiffs, and James W. Ducayet of Sidley Austin LLP, One South Dearborn Street, Chicago, IL 60603, on behalf of Defendants, on or before _____, 2009; and said objections, papers, and briefs are filed with the Clerk of the Northern District of Illinois, Eastern Division, Everett McKinley Dirksen United States Courthouse, on or before _____, 2009. Any Member of the Class who does not make his, her or its objection in the manner provided shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness, reasonableness, or adequacy of the proposed settlement as incorporated in the Stipulation, to the Plan of Allocation, and to the award of attorneys' fees and expenses to Lead Counsel, unless otherwise ordered by the Court.

11. All funds held by the Escrow Agent(s) shall be deemed and considered to be in *custodia legis*, and shall remain subject to the jurisdiction of the Court, until such time as such funds shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

12. All papers in support of the settlement, Plan of Allocation, and any application by counsel for Lead Plaintiffs for attorneys' fees and expenses shall be filed and served no later than fourteen (14) calendar days prior to the objection deadline in ¶10 and any reply papers shall be filed and served seven (7) calendar days prior to the Settlement Hearing.

13. Neither Defendants nor their Related Parties shall have any responsibility for the Plan of Allocation or any application for attorneys' fees or expenses submitted by Lead Plaintiffs and Lead Counsel, and such matters will be considered separately from the fairness, reasonableness, and adequacy of the settlement.

14. At or after the Settlement Hearing, the Court shall determine whether the Plan of Allocation proposed by Lead Counsel and any application for attorneys' fees and expenses should be approved.

15. All reasonable expenses incurred in identifying and notifying Class Members, as well as administering the Settlement Fund, shall be paid as set forth in the Stipulation. In the event the Court does not approve the settlement, or it otherwise fails to become effective, neither Lead Plaintiffs nor any of their counsel shall have any obligation to repay any amounts actually and properly incurred or disbursed pursuant to ¶2.3 of the Stipulation.

16. Neither the Stipulation, nor any of its terms or provisions, nor any of the negotiations or proceedings connected with it, shall be construed as an admission or concession by Defendants of the truth of any of the allegations in the Litigation, or of any liability, fault, or wrongdoing of any kind.

17. In the event that the Stipulation is not approved by the Court or the settlement set forth in the Stipulation is terminated or fails to become effective in accordance with its terms, the Settling Parties shall be restored to their respective positions in the Litigation as of the date of the Stipulation. In such event, the terms and provisions of the Stipulation, shall have no further force and effect with respect to the Settling Parties and shall not be used in this Litigation or in any other proceeding for any purpose, and any judgment or order entered by the Court in accordance with the terms of the Stipulation shall be treated as vacated, *nunc pro tunc*.

18. Pending final determination of whether the settlement should be approved, none of the Lead Plaintiffs or Class Members or anyone who acts or purports to act on their behalf shall institute, commence, or prosecute any action that asserts Released Claims against any Released Persons.

19. The Court reserves the right to adjourn the date of the Settlement Hearing without further notice to the Members of the Class, and retains jurisdiction to consider all further applications arising out of or connected with the proposed settlement. The Court may approve the settlement, with such modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the Class.

IT IS SO ORDERED.

DATED: August 24, 2009

Charles R. Norgle
THE HONORABLE CHARLES R. NORGLER
UNITED STATES DISTRICT JUDGE

Submitted by,

LASKY & RIFKIND, LTD.
NORMAN RIFKIND
LEIGH LASKY
AMELIA S. NEWTON

s/Norman Rifkind
NORMAN RIFKIND

350 North LaSalle Street, Suite 1320
Chicago, IL 60610
Telephone: 312/634-0057
312/634-0059 (fax)

Liaison Counsel

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
TOR GRONBORG
THOMAS E. EGLER
JEFFREY D. LIGHT
DEBRA J. WYMAN
JESSICA T. SHINNEFIELD
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
SARAH R. HOLLOWAY
100 Pine Street, Suite 2600
San Francisco, CA 94111
Telephone: 415/288-4545
415/288-4534 (fax)

Lead Counsel for Plaintiffs

VANOVERBEKE MICHAUD &
TIMMONY, P.C.
MICHAEL J. VANOVERBEKE
THOMAS C. MICHAUD
79 Alfred Street
Detroit, MI 48201
Telephone: 313/578-1200
313/578-1201 (fax)

Additional Counsel for Plaintiffs

S:\Settlement\AON 04.set(v2) EA-00061046.doc

A-1

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
vs.)	Magistrate Judge Denlow
)	
AON CORPORATION, et al.,)	
)	
Defendants.)	
)	
_____)	

NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION

EXHIBIT A-1

If you purchased or acquired Aon Corporation (“Aon”) common stock during the period beginning May 5, 2003 through October 13, 2004 (the “Class Period”), and are not otherwise excluded from the Class, you could get a payment from a class action settlement.

A federal court authorized this Notice. This is not a solicitation from a lawyer.

Security and Time Period: Aon common stock (symbol “AOC”) purchased or acquired between May 5, 2003 and October 13, 2004.

Settlement Fund: \$30,000,000 in cash. Your recovery will depend on the timing of your purchases or acquisitions and any sales of Aon common stock during the Class Period. Based on the information currently available to Lead Plaintiffs and the analysis performed by their damage consultants, it is estimated that if Class Members submit claims for 100% of the shares eligible for distribution under the Plan of Allocation (described below), the estimated average distribution per share will be approximately \$0.37 before deduction of Court-approved fees and expenses, including the cost of settlement administration. Historically, actual claims rates are less than 100%, which result in higher distributions per share. A Class Member’s actual recovery will be a proportion of the Net Settlement Fund determined by that claimant’s recognized claim as compared to the total recognized claims of all Class Members who submit valid Proof of Claim and Release forms (“Proof of Claim”).

Reasons for Settlement: The settlement provides the Class with a benefit now instead of years of uncertainty, including a contested trial and likely appeals with the possibility of no recovery at all.

If the Case Had Not Settled: Continuing with the case could have resulted in a loss by the Class at summary judgment, trial, or on appeal. The two sides vigorously disagree on both liability and damages. The Defendants deny that they are liable in any respect or that Lead Plaintiffs and the Class suffered any injury. Among the many issues on which the parties do not agree are: (1) whether

any of the Defendants violated the securities laws or otherwise engaged in any wrongdoing; (2) whether the facts alleged by the Lead Plaintiffs were material, false, misleading, or otherwise actionable under the securities laws; (3) the extent (if any) that various facts alleged by the Lead Plaintiffs influenced the trading prices of Aon common stock during the relevant period; (4) the method for determining whether the price of Aon common stock was artificially inflated during the relevant period; (5) the amount (if any) of such inflation; and (6) the amount of damages (if any) that could be recovered at trial.

Attorneys' Fees and Expenses: Court-appointed Lead Counsel will ask the Court for attorneys' fees of 31% of the Settlement Fund and expenses not to exceed \$1,800,000 to be paid from the Settlement Fund plus interest. If the above amounts are requested and approved by the Court, the average cost per share will be \$0.14. Lead Counsel have not received any payment for their work investigating the facts, prosecuting this Litigation, and negotiating this settlement on behalf of the Lead Plaintiffs and the Class.

Deadlines:

Submit Claim: _____, 2009

File Objection: _____, 2009

Court Hearing on Fairness of Settlement: _____, 2009

More Information: www.gilardi.com or

Claims Administrator:

Aon Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael, CA 94912-8040
1-800-447-7657

Representative of Lead Counsel:

Rick Nelson
Shareholder Relations
Coughlin Stoia Geller
Rudman & Robbins LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
1-800-449-4900

- Your legal rights are affected whether you act or do not act. Read this Notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

SUBMIT A CLAIM FORM The only way to get a payment.

OBJECT You may write to the Court if you do not like this settlement, the request for attorneys' fees and expenses, or the Plan of Allocation.

GO TO A HEARING You may ask to speak in Court about the fairness of the settlement.

DO NOTHING Get no payment. Give up rights.

- These rights and options — *and the deadlines to exercise them* — are explained in this Notice.
- The Court in charge of this case must decide whether to approve the settlement. Payments will be made if the Court approves the settlement and, if there are any appeals, after appeals are resolved. Please be patient.

BASIC INFORMATION

1. Why did I get this notice package?

You or someone in your family may have purchased or acquired Aon common stock between May 5, 2003 and October 13, 2004.

The Court directed that you be sent this Notice because you have a right to know about a proposed settlement of a class action lawsuit, and about all of your options, before the Court decides whether to approve the settlement. If the Court approves it and after any objections or appeals (if there are any) are resolved, the Claims Administrator appointed by the Court will make the payments that the settlement allows.

This package explains the lawsuit, the settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the case is the United States District Court for the Northern District of Illinois, Eastern Division, and the case is known as *Roth v. Aon Corporation*, Lead Case No. 04-C-6835. The persons who lead the Litigation, Monroe County Employees Retirement System, Teamsters Local 408 Pension Fund, Western Pennsylvania Electrical Employees Pension Fund, and Hawaii Reinforcing Iron Workers Pension Trust Fund, are called Lead Plaintiffs and the company and the individuals they sued are called Defendants.

2. What is this lawsuit about?

Aon is a leading provider of risk management services, insurance and reinsurance brokerage, and human capital and management consulting. Lead Plaintiffs allege that during the Class Period, Aon misrepresented or omitted information about contingent commission arrangements it had with insurance companies, thereby injuring Lead Plaintiffs and the Class who purchased Aon common stock at artificially inflated prices and suffered damages as a result of the price declines in Aon common stock at the end of the Class Period. Defendants have denied and continue to deny those allegations and that they did anything wrong.

On or after October 25, 2004, several class actions were filed in the United States District Court for the Northern District of Illinois, Eastern Division (the "Court"). By order dated March 24, 2005, these cases were consolidated and the Court appointed Monroe County Employees Retirement System, Teamsters Local 408 Pension Fund, Western Pennsylvania Electrical Employees Pension Fund and Hawaii Reinforcing Iron Workers Pension Trust Fund as Lead Plaintiffs under §21D(a)(3)(B) of the Securities Exchange Act of 1934 (the "Exchange Act") and approved Lead Plaintiffs' selection of Lead Counsel, Liaison Counsel, and Additional Counsel pursuant to §21D(a)(3)(B)(v) of the Exchange Act.

On May 26, 2005, Lead Plaintiffs filed a Consolidated Complaint for Violations of the Federal Securities Laws ("Consolidated Complaint") asserting claims under §§10(b) and 20(a) of the

Exchange Act and Rule 10b-5 thereunder against Aon, Patrick G. Ryan, Michael D. O'Halleran, and David P. Bolger (collectively, "Defendants"). Defendants filed a motion to dismiss, which the Court denied by Opinion and Order dated February 2, 2006 (as amended on March 2, 2006). Defendants filed their Answer and Additional Defenses to the Consolidated Complaint on April 14, 2006.

On May 12, 2006, Lead Plaintiffs filed a motion for class certification. By Opinion and Order dated November 8, 2006 (amended on November 17, 2006), the Court granted Lead Plaintiffs' motion and certified a class 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'Halleran, 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.

On December 1, 2006, the Court entered a order approving procedures for providing notice to the Class. Notice was provided in accordance with those procedures in June 2007.

In connection with the Litigation, Defendants provided Lead Plaintiffs with documents produced in response to various subpoenas served upon Aon by the New York Attorney General's office and other governmental agencies. Lead Plaintiffs also served document requests and interrogatories. Defendants ultimately produced or made available to Lead Plaintiffs over four million pages of documents.

Beginning in November 2007, Lead Plaintiffs took 30 fact depositions. These depositions included the Individual Defendants and numerous current and former Aon employees. In addition, Lead Plaintiffs took several third-party depositions, including one of Aon's outside auditors, Ernst & Young LLP ("E&Y"), and representatives of several insurance carriers and equity analysts. Following the close of fact discovery, beginning in October 2008, the parties exchanged expert reports. Lead Plaintiffs designated and served reports from three different experts, while Defendants

designated and served reports from four different experts. In addition, the parties have deposed all but one of the designated experts. On September 5, 2008, the Court set a trial date of November 3, 2009.

The parties participated in the first of several mediations in April 2007, in Chicago, with Professor Eric Green of Resolutions, LLC. Although the parties made progress at the mediation, an agreement was not reached and the parties continued litigation of the case. Thereafter, in February 2009, the parties reinitiated settlement discussions. After an additional in-person mediation in April 2009 and extensive discussions among the parties and the mediator thereafter, the parties reached an agreement-in-principle to settle the Litigation for \$30,000,000. The terms and conditions of the settlement are set forth in the Stipulation of Settlement which can be downloaded at www.gilardi.com.

3. Why is this a class action?

In a class action, one or more people called class representatives (in this case, the Court-appointed Lead Plaintiffs, Monroe County Employees Retirement System, Teamsters Local 408 Pension Fund, Western Pennsylvania Electrical Employees Pension Fund, and Hawaii Reinforcing Iron Workers Pension Trust Fund) sue on behalf of those who have similar claims. All of these people and/or entities are called a class or class members. One court resolves the issues for all class members, except for those who exclude themselves from the class. In this case, United States District Court Judge Charles R. Norgle, Sr. is in charge of this case.

4. Why is there a settlement?

The Court did not decide in favor of Lead Plaintiffs or Defendants. Instead, the lawyers for both sides of the lawsuit have negotiated a settlement, with the assistance of a highly respected mediator, Professor Eric Green of Resolutions, LLC, that they believe is in the best interests of their

respective clients. The settlement allows both sides to avoid the risks and cost of lengthy and uncertain litigation and the uncertainty of a trial and appeals, and permits Class Members to be compensated without further delay. The Lead Plaintiffs and their attorneys think the settlement is best for all Class Members.

WHO IS IN THE SETTLEMENT

To see if you will get money from this settlement, you first have to determine if you are a Class Member.

5. How do I know if I am part of the settlement?

The Class includes *all persons or entities who purchased or otherwise acquired the common stock of Aon during the period beginning May 5, 2003 through October 13, 2004.*

6. Are there exceptions to being included in the Class?

Yes. Excluded from the Class are: (i) Aon, (ii) Patrick G. Ryan, Michael D. O'Halleran, 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.

7. I'm still not sure if I am included.

If you still are not sure whether you are included, you can ask for free help. You can call 1-800-447-7657 or visit www.gilardi.com for more information; or, you can call Rick Nelson at 1-800-449-4900 for more information; or, you can fill out and return the claim form described in Question 10 to see if you qualify.

THE SETTLEMENT BENEFITS – WHAT YOU GET

8. What does the settlement provide?

Defendants have agreed to cause to be paid \$30,000,000 in cash (the “Settlement Fund”) plus interest earned to be divided among all eligible Class Members who send in valid claim forms (“Authorized Claimants”), after payment of Court-approved attorneys’ fees and expenses and the costs of claims administration, including the costs of printing and mailing this Notice and the cost of publishing newspaper notice (the “Net Settlement Fund”). The settlement also will release your Released Claims against the Defendants. Released Claims means any and all claims (including “Unknown Claims” as defined in ¶1.27 of the Stipulation), allegations, demands, rights, liabilities and causes of action of every nature and description whatsoever, known or unknown, whether or not concealed or hidden, whether legal, statutory, equitable or of any other type or form, whether under federal or state law, and whether brought in an individual, representative or any other capacity, whether asserted or that might have been asserted in any forum, that relate to or arise out of or in connection with the legal or beneficial purchase or acquisition of Aon common stock during the Class Period and the subsequent sale or retention or disposition of those shares purchased or acquired during the Class Period, including, but not limited to, any event, act, transaction, statement, disclosure, nondisclosure, omission or failure to act occurring during the Class Period which were or could have been alleged or asserted in the Litigation, provided, however, that the Released Claims shall not include the ERISA claims asserted in the pending action entitled *In re Aon ERISA Litigation*, Master Docket No. 04 C 6875 (N.D. Ill.), on behalf of the Aon Savings Plan or members of the certified class of Plan participants, but the aggregate monetary recovery through a judgment (other than a judgment entered in connection with a settlement) in the ERISA litigation, if any, shall be reduced by the portion of the Settlement Fund that is ultimately distributed, respectively, to the

Plan or Plan participants with respect to purchases made through the Plan, together with any pro rata costs and attorneys' fees paid from the Settlement Fund that the Court rules to be appropriate.

9. How much will my payment be?

Your share of the Net Settlement Fund will depend on the number of valid claim forms that Class Members send in and how many shares of stock you purchased or acquired during the relevant period and when you bought and sold them.

In the unlikely event there are sufficient funds in the Net Settlement Fund, each Authorized Claimant will receive an amount equal to the Authorized Claimant's claim, as defined below. If, however, the amount in the Net Settlement Fund is not sufficient to permit payment of the total claim of each Authorized Claimant, then each Authorized Claimant shall be paid the percentage of the Net Settlement Fund that each Authorized Claimant's claim bears to the total of the claims of all Authorized Claimants. Payment in this manner shall be deemed conclusive against all Authorized Claimants.

A "Claim" will be calculated as follows:

For shares of Aon common stock *purchased or otherwise acquired on or between May 5, 2003 through October 13, 2004*, the claim per share shall be as follows:

- (a) If sold prior to October 14, 2004, the claim per share is zero.
- (b) If retained at the end of October 13, 2004, and sold before January 12, 2005, the claim per share shall be the lesser of (i) 6.40, or (ii) the difference between the purchase price and the selling price, or (iii) the difference between the purchase price per share and the average closing price per share up to the date of sale as set forth in the table below.
- (c) If retained, or sold, on or after January 12, 2005, the claim per share shall be the lesser of (i) \$6.40, or (ii) the difference between the purchase price per share and \$21.77 per share.

Date	Closing Price	Average Closing Price
10/14/2004	\$23.18	\$23.18
10/15/2004	\$21.74	\$22.46
10/18/2004	\$21.27	\$22.06
10/19/2004	\$19.20	\$21.35
10/20/2004	\$19.57	\$20.99
10/21/2004	\$19.26	\$20.70
10/22/2004	\$19.80	\$20.57
10/25/2004	\$19.64	\$20.46
10/26/2004	\$21.54	\$20.58
10/27/2004	\$21.61	\$20.68
10/28/2004	\$21.52	\$20.76
10/29/2004	\$20.41	\$20.73
11/1/2004	\$20.65	\$20.72
11/2/2004	\$20.46	\$20.70
11/3/2004	\$20.52	\$20.69
11/4/2004	\$20.75	\$20.70
11/5/2004	\$20.60	\$20.69
11/8/2004	\$20.70	\$20.69
11/9/2004	\$20.91	\$20.70
11/10/2004	\$20.85	\$20.71
11/11/2004	\$20.82	\$20.71
11/12/2004	\$20.66	\$20.71
11/15/2004	\$20.85	\$20.72
11/16/2004	\$20.88	\$20.72
11/17/2004	\$20.77	\$20.73
11/18/2004	\$20.82	\$20.73
11/19/2004	\$20.45	\$20.72
11/22/2004	\$20.72	\$20.72
11/23/2004	\$20.67	\$20.72
11/24/2004	\$21.13	\$20.73
11/26/2004	\$21.02	\$20.74
11/29/2004	\$21.01	\$20.75
11/30/2004	\$21.12	\$20.76
12/1/2004	\$21.77	\$20.79
12/2/2004	\$21.77	\$20.82
12/3/2004	\$22.26	\$20.86
12/6/2004	\$22.00	\$20.89
12/7/2004	\$21.98	\$20.92
12/8/2004	\$22.05	\$20.95
12/9/2004	\$22.41	\$20.98
12/10/2004	\$22.56	\$21.02
12/13/2004	\$22.40	\$21.05
12/14/2004	\$23.00	\$21.10
12/15/2004	\$23.33	\$21.15
12/16/2004	\$23.18	\$21.20

Date	Closing Price	Average Closing Price
12/17/2004	\$23.25	\$21.24
12/20/2004	\$23.13	\$21.28
12/21/2004	\$23.16	\$21.32
12/22/2004	\$23.29	\$21.36
12/23/2004	\$23.35	\$21.40
12/27/2004	\$23.10	\$21.43
12/28/2004	\$23.49	\$21.47
12/29/2004	\$23.64	\$21.51
12/30/2004	\$23.64	\$21.55
12/31/2004	\$23.86	\$21.59
1/3/2005	\$23.58	\$21.63
1/4/2005	\$23.36	\$21.66
1/5/2005	\$22.73	\$21.68
1/6/2005	\$23.31	\$21.71
1/7/2005	\$22.83	\$21.73
1/10/2005	\$23.08	\$21.75
1/11/2005	\$22.85	\$21.77

The date of purchase or sale is the “contract” or “trade” date as distinguished from the “settlement” date.

For Class Members who held Aon common stock at the beginning of the Class Period or made multiple purchases or other acquisitions or sales during the Class Period, the first-in, first-out (“FIFO”) method will be applied to such holdings, purchases, and sales for purposes of calculating a claim. Under the FIFO method, the sales of Aon common stock during the Class Period will be matched in chronological order, first against common stock held at the beginning of the Class Period. The remaining sales of common stock during the Class Period will then be matched, in chronological order, against common stock purchased or acquired during the Class Period.

A Class Member will be eligible to receive a distribution from the Net Settlement Fund only if a Class Member had a net loss, after all profits from transactions in Aon common stock during the Class Period are subtracted from all losses. However, the proceeds from sales of stock which have been matched against stock held at the beginning of the Class Period will not be used in the

calculation of such net loss. No distributions will be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

The Court has reserved jurisdiction to allow, disallow, or adjust the claim of any Class Member on equitable grounds.

Payment pursuant to the Plan of Allocation set forth above shall be conclusive against all Class Members. No Person shall have any claim against Lead Plaintiffs, Plaintiffs' Counsel or any claims administrator or other Person designated by Lead Counsel or Defendants and/or the Related Parties and/or their counsel based on distributions made substantially in accordance with the Stipulation and the settlement contained therein, the Plan of Allocation, or further orders of the Court. All Class Members who fail to complete and file a valid and timely Proof of Claim shall be barred from participating in distributions from the Net Settlement Fund (unless otherwise ordered by the Court), but otherwise shall be bound by all of the terms of the Stipulation, including the terms of any judgment entered and the releases given.

HOW YOU GET A PAYMENT – SUBMITTING A PROOF OF CLAIM

10. How will I get a payment?

To qualify for a payment, you must send in a Proof of Claim. A Proof of Claim is enclosed with this Notice. Read the instructions carefully, fill out the Proof of Claim, include all the documents the form asks for, sign it, and mail it in the enclosed envelope postmarked no later than _____, 2009.

11. When would I get my payment?

The Court will hold a hearing on _____, 2009, at _____, to decide whether to approve the settlement. If Judge Norgle approves the settlement, there may be appeals. It is always uncertain whether these appeals can be resolved favorably, and resolving them can take time, perhaps more than a year. It also takes time for all the Proofs of Claim to be processed. If there are no appeals and

depending on the number of claims submitted, the Claims Administrator could distribute the Net Settlement Fund as early as nine months after the fairness hearing. Please be patient.

THE LAWYERS REPRESENTING YOU

12. Do I have a lawyer in this case?

The Court appointed the law firm of Coughlin Stoia Geller Rudman & Robbins LLP to represent you and other Class Members. These lawyers are called Lead Counsel. The Court also appointed Lasky & Rifkind, Ltd. as Liaison Counsel and Vanoverbeke Michaud & Timmony, P.C. as Additional Counsel. You will not be charged for these lawyers' work. If you want to be represented by your own lawyer, you may hire one at your own expense.

13. How will the lawyers be paid?

At the fairness hearing, Lead Counsel will request the Court to award attorneys' fees of 31% of the Settlement Fund and for expenses up to \$1,800,000, which were incurred in connection with the Litigation. If awarded, the cost would be \$0.14 per share. This compensation will be paid from the Settlement Fund. Class Members are not personally liable for any such fees or expenses. To date, Lead Plaintiffs' counsel have not received any payment for their services in conducting this Litigation on behalf of the Lead Plaintiffs and the Class, nor have counsel been paid for their expenses. The fee requested will compensate Lead Plaintiffs' counsel for their work in achieving the Settlement Fund and is within the range of fees awarded to class counsel under similar circumstances in other cases of this type. The Court may award less than this amount.

OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the settlement or some part of it.

14. How do I tell the Court that I do not like the settlement?

If you are a Class Member, you can object to the settlement, the request for attorneys' fees and expenses, or the Plan of Allocation if you do not like any part of it. You can give reasons why

you think the Court should not approve the settlement, the request for attorneys' fees and expenses, or the Plan of Allocation. The Court will consider your views. To object, you must send a signed letter saying that you object to the proposed settlement in *Roth v. Aon Corporation*, Lead Case No. 04-C-6835. Be sure to include your name, address, telephone number, your signature, the number of shares of Aon common stock purchased or acquired between May 5, 2003 and October 13, 2004, and the reasons you object to the settlement, the requested attorneys' fees and expenses, or the Plan of Allocation. Any objection to the settlement, the requested attorneys' fees and expenses, or the Plan of Allocation must be mailed or delivered such that it is received by each of the following no later than _____, 2009:

Clerk of the Court
United States District Court
Northern District of Illinois, Eastern Division
Everett McKinley Dirksen United States Courthouse
219 South Dearborn Street
Chicago, IL 60604

Lead Counsel:

COUGHLIN STOIA GELLER RUDMAN & ROBBINS LLP
JEFFREY D. LIGHT
655 West Broadway, Suite 1900
San Diego, CA 92101

Defendants' counsel:

SIDLEY AUSTIN LLP
JAMES W. DUCAYET
One South Dearborn Street
Chicago, IL 60603

THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the proposed settlement. You may attend, but you do not have to.

15. When and where will the Court decide whether to approve the settlement?

The Court will hold a hearing at _____, on _____, 2009, at the United States District Court, Northern District of Illinois, Eastern Division, Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, 20th Floor, Chicago, IL 60604. At this hearing, the Court will consider whether the settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. The Court will listen to people who have asked to speak at the hearing. The Court will also decide whether to approve the payment of fees and expenses to Lead Plaintiffs' counsel and the Plan of Allocation. We do not know how long the hearing will take or whether the Court will make its decision about the settlement on the day of the hearing or sometime later.

16. Do I have to come to the hearing?

No. Lead Counsel will answer questions Judge Norgle may have. But, you are welcome to come at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but it is not necessary.

17. May I speak at the hearing?

You may ask the Court for permission to speak at the hearing. To do so, you must send a letter saying that it is your intention to appear in *Roth v. Aon Corporation*, Lead Case No. 04-C-6835. Be sure to include your name, address, telephone number, your signature, and the number of shares of Aon common stock purchased or acquired between May 5, 2003 and October 13, 2004. Your notice of intention to appear must be received no later than _____, 2009, and be sent to the Clerk of the Court, Lead Counsel, and Defendants' counsel, at the addresses listed in Question 14.

IF YOU DO NOTHING

18. What happens if I do nothing at all?

If you do nothing, you will get no money from this settlement because you must submit a Proof of Claim.

GETTING MORE INFORMATION

19. Are there more details about the settlement?

This Notice summarizes the proposed settlement. More details are in the Stipulation of Settlement dated August 21, 2009 ("Stipulation"), which has also been filed with the Court. You can get a copy of the Stipulation from the Clerk's office at the United States District Court, Northern District of Illinois, Eastern Division, Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, Chicago, IL 60604, during regular business hours, or it can be viewed or downloaded at www.gilardi.com.

20. How do I get more information?

You can call 1-800-449-4900 or write to a representative of Lead Counsel, Rick Nelson, Coughlin Stoia Geller Rudman & Robbins LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, or visit the Claims Administrator's website at www.gilardi.com. *Please do not call the Court or the Clerk of the Court for additional information about the settlement.*

21. Special notice to nominees

If you hold any Aon common stock purchased or acquired between May 5, 2003 and October 13, 2004, as a nominee for a beneficial owner, then, within ten (10) days after you receive this Notice, you must either: (1) send a copy of this Notice by First-Class Mail to all such Persons; or (2) provide a list of the names and addresses of such Persons to the Claims Administrator:

Aon Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael, CA 94912-8040

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Claims Administrator.

DATED: _____, 2009

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

S:\Settlement\AON 04.set(v2) A1-00061047.doc

A-2

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,)	
Plaintiff,)	<u>CLASS ACTION</u>
vs.)	Judge Norgle
AON CORPORATION, et al.,)	Magistrate Judge Denlow
Defendants.)	
_____)	

PROOF OF CLAIM AND RELEASE

EXHIBIT A-2

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Class based on your claims in the action entitled *Roth v. Aon Corporation*, Lead Case No. 04-C-6835 (the "Litigation"), you must complete and, on page ___ hereof, sign this Proof of Claim and Release. If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed settlement of the Litigation.

2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of the settlement of the Litigation.

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE _____, 2009 ADDRESSED AS FOLLOWS:

Aon Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael, CA 94912-8040

If you are NOT a Member of the Class (as defined below and in the Notice of Proposed Settlement of Class Action ("Notice")) DO NOT submit a Proof of Claim and Release form.

4. If you are a Member of the Class and you did not timely request exclusion in connection with the proposed settlement, you are bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE.

II. DEFINITIONS

1. "Class" means the class certified by the Court by Opinion and Order dated November 8, 2006, comprising

[a]ll 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'Halleran, 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.

2. "Defendants" means Aon Corporation ("Aon"), Patrick G. Ryan, Michael D. O'Halleran, and David P. Bolger.

3. "Related Parties" means each Defendant and their respective past or present directors, officers, employees, partners, members, principals, agents, insurers, co-insurers, reinsurers, controlling shareholders, attorneys, accountants or auditors, banks or investment banks, underwriters, associates, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint ventures, assigns, spouses, heirs, estates, related or affiliated entities, any entity in which a Defendant has a controlling interest, any members of their immediate families, or any trust of which any Defendant is the settlor or which is for the benefit of any Defendant and/or member(s) of his family.

4. "Unknown Claims" means any Released Claims which the Lead Plaintiffs or any Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Persons, or might have affected his, her or its decision not to object to this settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Lead Plaintiffs shall expressly and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived the provisions, rights, and benefits of California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release,

which if known by him or her must have materially affected his or her settlement with the debtor.

The Lead Plaintiffs shall expressly and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, and/or equivalent to California Civil Code §1542. The Lead Plaintiffs or any Class Member may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims, but the Lead Plaintiffs shall expressly, and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Lead Plaintiffs acknowledge, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the settlement of which this release is a part.

III. CLAIMANT IDENTIFICATION

If you purchased or acquired Aon common stock and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased Aon common stock and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of Aon common stock which forms the basis

of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S), OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S), OF THE AON COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

IV. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in Aon Common Stock" to supply all required details of your transaction(s) in Aon common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to *all* of your purchases or acquisitions of Aon common stock which took place at any time between May 5, 2003 and October 13, 2004 (the "Class Period") and *all* of your sales of Aon common stock which took place at any time between May 5, 2003 and January 12, 2005, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to *all* of the Aon common stock you held at the beginning of trading on May 5, 2003, and at the close of trading on January 12, 2005. Failure to report all such transactions may result in the rejection of your claim.

List each transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a "short sale" is deemed to be the date of purchase of Aon common stock. The date of a "short sale" is deemed to be the date of sale of Aon common stock.

Copies of broker confirmations or other documentation of your transactions in Aon common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS

EASTERN DIVISION

Roth v. Aon Corporation

Lead Case No. 04-C-6835

PROOF OF CLAIM AND RELEASE

Must Be Postmarked No Later Than:

_____, 2009

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, Middle, Last)

Street Address

City

State or Province

Zip Code or Postal Code

Country

Social Security Number or
Taxpayer Identification Number

Individual
Corporation/Other

Area Code

Telephone Number (work)

Area Code

Telephone Number (home)

Record Owner's Name (if different from beneficial owner listed above)

PART II: SCHEDULE OF TRANSACTIONS IN AON COMMON STOCK

- A. Number of shares of Aon common stock held at the beginning of trading on May 5, 2003: _____
- B. Purchases or acquisitions (May 5, 2003 – October 13, 2004) of Aon common stock:

Trade Date Mo. Day Year	Number of Shares Purchased or Acquired	Total Purchase or Acquisition Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

IMPORTANT: Identify by number listed above all purchases in which you covered a “short sale”: _____

- C. Sales (May 5, 2003 – January 12, 2005) of Aon common stock:

Trade Date Mo. Day Year	Number of Shares Sold	Total Sales Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

- D. Number of shares of Aon common stock held at the close of trading on January 12, 2005: _____

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

YOU MUST READ THE RELEASE AND YOUR SIGNATURE ON PAGE __ WILL CONSTITUTE YOUR ACKNOWLEDGMENT OF THE RELEASE.

V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court, Northern District of Illinois, Eastern Division, with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases, acquisitions or sales of Aon common stock during the Class Period and know of no other person having done so on my (our) behalf.

VI. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Claims each and all of the "Released Persons," defined as each and all of the Defendants and their Related Parties.

2. "Released Claims" means any and all claims (including "Unknown Claims" as defined in ¶1.27 of the Stipulation), allegations, demands, rights, liabilities and causes of action of every nature and description whatsoever, known or unknown, whether or not concealed or hidden, whether legal, statutory, equitable or of any other type or form, whether under federal or state law, and whether brought in an individual, representative or any other capacity, whether asserted or that might have been asserted in any forum, that relate to or arise out of or in connection with the legal or beneficial purchase or acquisition of Aon common stock during the Class Period and the subsequent sale or retention or disposition of those shares purchased or acquired during the Class Period, including, but not limited to, any event, act, transaction, statement, disclosure, nondisclosure, omission or failure to act occurring during the Class Period which were or could have been alleged

or asserted in the Litigation, provided, however, that the Released Claims shall not include the ERISA claims asserted in the pending action entitled *In re Aon ERISA Litigation*, Master Docket No. 04 C 6875 (N.D. Ill.), on behalf of the Aon Savings Plan or members of the certified class of Plan participants, but the aggregate monetary recovery through a judgment (other than a judgment entered in connection with a settlement) in the ERISA litigation, if any, shall be reduced by the portion of the Settlement Fund that is ultimately distributed, respectively, to the Plan or Plan participants with respect to purchases made through the Plan, together with any pro rata costs and attorneys' fees paid from the Settlement Fund that the Court rules to be appropriate.

3. This release shall be of no force or effect unless and until the Court approves the Stipulation of Settlement and the Stipulation becomes effective on the Effective Date (as defined in the Stipulation).

4. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

5. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Aon common stock which occurred during the Class Period as well as the number of shares of Aon common stock held by me (us) at the beginning of trading on May 5, 2003 and at the close of trading on January 12, 2005.

6. I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code.

Note: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

I declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____
(Month/Year)

in _____
(City) (State/Country)

(Sign your name here)

(Type or print your name here)

(Capacity of person(s) signing,
e.g., Beneficial Purchaser or Acquirer,
Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A
SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and declaration.
2. Remember to attach supporting documentation, if available.
3. Do not send original stock certificates.
4. Keep a copy of your claim form for your records.
5. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send us your new address.

A-3

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,)	
Plaintiff,)	<u>CLASS ACTION</u>
vs.)	Judge Norgle
)	Magistrate Judge Denlow
AON CORPORATION, et al.,)	
Defendants.)	
_____)	

SUMMARY NOTICE

EXHIBIT A-3

TO: ALL PERSONS WHO PURCHASED OR ACQUIRED AON CORPORATION ("AON") COMMON STOCK FROM MAY 5, 2003 THROUGH OCTOBER 13, 2004 (THE "CLASS PERIOD")

YOU ARE HEREBY NOTIFIED that pursuant to an Order of the United States District Court, Northern District of Illinois, Eastern Division, a hearing will be held on _____, 2009, at __:__.m., before the Honorable Charles R. Norgle, Sr., at the Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, 20th Floor, Chicago, IL 60604, for the purpose of determining: (1) whether the proposed settlement of the Litigation for the sum of \$30,000,000 in cash plus accrued interest should be approved by the Court as fair, reasonable, and adequate; (2) whether, thereafter, this Litigation should be dismissed with prejudice against the Defendants as set forth in the Stipulation of Settlement dated as of August 21, 2009; (3) whether the Plan of Allocation of settlement proceeds is fair, reasonable, and adequate and therefore should be approved; and (4) the reasonableness of the application of Lead Counsel for the payment of attorneys' fees and expenses incurred in connection with this Litigation, together with interest thereon.

If you purchased or acquired Aon common stock between May 5, 2003 and October 13, 2004, your rights may be affected by this Litigation and the settlement thereof. If you have not received a detailed Notice of Proposed Settlement of Class Action and a copy of the Proof of Claim and Release, you may obtain copies by writing to *Aon Securities Litigation*, Claims Administrator, c/o Gilardi & Co. LLC, P.O. Box 8040, San Rafael, CA 94912-8040, or by downloading this information at www.gilardi.com. If you are a Class Member, in order to share in the distribution of the Net Settlement Fund, you must submit a Proof of Claim and Release no later than _____, 2009, establishing that you are entitled to a recovery.

Any objection to any aspect of the settlement must be filed with the Clerk of the Court at the above address no later than _____, 2009, and *received* by the following no later than _____, 2009:

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
JEFFREY D. LIGHT
655 West Broadway, Suite 1900
San Diego, CA 92101

Lead Counsel for Plaintiffs

SIDLEY AUSTIN LLP
JAMES W. DUCAYET
One South Dearborn Street
Chicago, IL 60603

Counsel for Defendants

**PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE
REGARDING THIS NOTICE.**

DATED: _____, 2009

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION