

AON CORP
Form DEF 14A
April 14, 2005

[QuickLinks](#) -- Click here to rapidly navigate through this document

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Aon Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
(1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

Edgar Filing: AON CORP - Form DEF 14A

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: AON CORP - Form DEF 14A

Table of Contents

i	A letter from the Executive Chairman
iv	A letter from the President and Chief Executive Officer
	Notice of Annual Meeting of Stockholders
	Proxy Statement Annual Meeting of Stockholders May 20, 2005
1	Solicitation of Proxies and Mailing Date
	Who Can Vote
	Quorum
	Voting Requirements
2	How to Vote
	Revocation of Proxies
	Webcast
3	Attendance at Annual Meeting
	Solicitation Expenses
4	Principal Holders of Voting Securities
6	Agenda Item No. 1 Election of Directors
12	Security Ownership of Certain Beneficial Owners and Management
14	Compensation of the Board of Directors
16	Board of Directors Corporate Governance
20	Board of Directors Committees and Meetings
23	Report of the Audit Committee
25	Executive Compensation
36	Organization and Compensation Committee Report on Executive Compensation
41	Stock Performance Graph
42	Compensation Committee Interlocks and Insider Participation
	Certain Relationships and Related Transactions
44	Legal Proceedings Against Officers and Directors
	Section 16(a) Beneficial Ownership Reporting Compliance
45	Agenda Item No. 2 Ratification of Appointment of Independent Registered Public Accounting Firm
46	Stockholder Proposals for 2006 Annual Meeting
	Annual Report on Form 10-K

Edgar Filing: AON CORP - Form DEF 14A

Incorporation by Reference

47

Other Matters

A-1

Appendix A Amended and Restated Audit Committee Charter

B-1

Appendix B 2004 Annual Financial and General Information Report

To Our Shareholders:

The year 2004 will prove to have been a watershed both for Aon and for the businesses in which we compete. What began as an inquiry into the longstanding industry practice of accepting contingent commissions has resulted in far-reaching changes focused on one powerful premise: The client must come first.

A matter of trust

The pivotal role that risk and human resource management play in the success of companies, governments and individuals means that what my colleagues and I do every day is critical to those we serve. They trust us to provide expertise, value and innovative solutions.

Expertise is the foundation for our effectiveness, but advocacy – putting the client first – is essential to success. Our clients rely on us to help them to be their advocates – and we take that responsibility seriously. Our business has been built on integrity and client focus – our two most important core values. Efforts to bring our clients even greater transparency are well underway. This commitment to protecting the integrity of our client relationships is not new: It is vital and will remain ongoing.

Our client loyalty is high, and this is a great source of pride to the people of Aon. We enjoy this loyalty in large measure because our clients value our expertise and trust that all work is done on their behalf. We are committed to keeping that trust at the heart of our work.

Strengthening our business in 2004

Strong client relationships are essential to our business. In light of investigations of industry-wide compensation practices, Aon discontinued accepting the contingent commissions that had been an industry standard for many years. Contingent commissions raised questions concerning potential conflicts of interest, and, at Aon, even the appearance of a conflict is unacceptable. For clients, greater transparency will mean better understanding of the services we provide, and comprehensive disclosure on remuneration only underscores the value of those services.

In addition to strengthening our client relationships via our efforts to enhance transparency, Aon also took important steps to sharpen our focus on core areas. We shed non-strategic businesses including our equity ownership in Endurance Specialty Holdings LTD, a Bermuda-based insurer, and Cambridge Integrated Services Group, our claims administration business.

Aon's revenues increased five percent in 2004, exceeding \$10 billion for the first time in our history. It was a challenging year in terms of achieving stronger margins, although we continue to make steady progress. Aon is well positioned to take advantage of the excellent opportunities that lie ahead.

Opportunities for growth

As the world becomes more complicated with new classes of risk emerging, our role becomes even more critical. Management of risk in the context of changing regulatory environments, political uncertainties and fluctuating economies is where we excel – anticipating the evolutionary nature of risk.

Organizations are moving toward a more comprehensive view of risk management as they face the unprecedented and unforeseen challenges of today's world. In addition to identifying, quantifying and assessing risk, we deliver advice and recommendations on how to mitigate, finance and transfer risk. We draw on vast resources to provide counsel and offer solutions that are timely, relevant and tailored for our clients' specific needs.

Aon has market-leading positions in many areas, and those positions are only improving. We have deep expertise by service, product, industry and geography. Our sophisticated risk management technology is the cornerstone in delivering innovative and efficient solutions. We understand how to match clients with carriers how to match the type and level of risk with underwriters who can provide appropriate cover. As a global broker, we bring understanding of and access to the global insurance market. The client gets the best possible placement in terms of coverage, conditions and pricing.

In developed countries, new legal requirements covering issues ranging from protecting the environment to managing the needs of an aging workforce introduce new challenges for those seeking to understand and mitigate their risks. Workforce productivity continues to define organizational success, and health and financial security concerns continue to be paramount. In emerging economies, companies reaching out to new markets need advice and support in order to manage the myriad obstacles they face as they expand their businesses into the global marketplace.

Globalization is a driving force. For multinational organizations, a thorough understanding of local regulations is essential to effective programs. Aon combines its insight into global trends with deep understanding of our clients' operations, local markets and the business environment to provide products, services and solutions that help them better manage their businesses.

Aon is privileged to serve a large and growing client base. More and more companies are reviewing their brokerage and consulting relationships, and we believe Aon is well positioned to earn the opportunity to serve those new clients. We are pursuing an equally important opportunity for revenue growth within our existing client base by bringing a broader array of Aon products and services to each relationship. We are working hard to ensure that all clients have access to the depth and breadth of resources at Aon.

Looking ahead with confidence

While Aon continues to deliver value through our expertise in traditional risk management, we also recognize that risk sometimes transcends the traditional. Large complex organizations are increasingly seeking Aon's expertise in enterprise risk management (ERM). All organizations face uncertainty, but Aon's ERM experts help enable them to deal with the uncertainty and the associated risk, and to enhance their organization's capacity to build value. We have established a practice council to help us expand our ERM capabilities and leverage opportunities.

Aon's reinsurance business continues to make its mark with a range of advisory and consulting services, including the most sophisticated technical expertise available in areas such as catastrophe modeling and financial analysis. With an analytical rather than a transactional approach to business, we offer our clients a more detailed assessment of risk. These innovative services enable clients to maximize the economic benefits of their risk transfer programs and take advantage of access to nontraditional reinsurance capacity and solutions from global capital markets.

Aon significantly enhanced its global offering in risk management software in 2004 with the acquisition of RiskLabs. Its web-based product, RiskConsole, is in my opinion the best in the marketplace and has already attracted many new clients. Global Benefits Manager, our online benefit management system, is winning business by providing multinational compensation and benefits managers with a more robust management tool. These are just a few examples of Aon's commitment to

make strategic investments in areas that help our clients stay ahead in a complex and dynamic business environment.

Going forward

The year 2004 marked my fortieth in the industry an industry of which I am proud to be a part. Our industry provides immeasurable value to commercial and industrial enterprises around the world. These enterprises couldn't operate without insurance. Aon makes it easier for them to build solid connections with the risk management world and to find better solutions to critical business issues.

On April 4, 2005, I had the great pleasure of welcoming Gregory C. Case to Aon as our new chief executive officer and president. Greg shares our view of this business: it is built on expert advice, solid solutions and strong advocacy for our clients. Great companies succeed because of their ability to anticipate and adapt to change, to translate challenge into opportunity. I believe Aon is a great company, and I believe that Greg Case has the ability to move this great company into the future.

I am confident in our future because right now, in more than 500 offices in 120 countries, my 48,000 colleagues are applying their knowledge, expertise and skill to help our clients succeed in a business environment that grows ever more complex. This great team shares a deep determination to serve our clients, to provide increasing shareholder value and to ensure that Aon remains at the forefront of our industry. I am grateful for their commitment and achievements, and deeply appreciative of the loyalty of our clients around the world.

Patrick G. Ryan
Executive Chairman

iii

Aon Corporation 2004

To Our Shareholders:

It is a privilege and honor to join the Aon team as chief executive officer during such a momentous time for the company and the industry.

During my first months on the job, I will be focused on working with our leadership team to better understand how we are positioned with our clients, how we are performing, and how we can improve. We have substantial opportunities that we will work to capitalize on including:

Strong client relationships with clear opportunities to strengthen them further.

An unprecedented opportunity to take advantage of the changes in our industry.

A global network offering tremendous potential to meet clients' needs.

After working with insurance companies, brokers and other financial service firms for the past 17 years, I know that the ultimate success of our plans and actions will be judged by how distinctively we serve our clients and shareholders.

The current uncertainty in the insurance industry creates enormous opportunities for Aon. In my previous work with McKinsey & Company, such uncertainty was what led clients to seek our advice and what gave us the greatest opportunity to bring value to our clients. Aon is also an advice-based company with the talent and potential that it takes, especially now, to achieve top performance and to build lasting client relationships.

While I begin this new Aon chapter with confidence and enthusiasm, I approach it with a degree of humility to be following in the footsteps of Pat Ryan, an industry icon. Pat has always been and will continue to be central to the success of Aon. I am delighted that he plans to continue working to develop the business and to serve our clients.

I am excited about the compelling opportunities ahead for Aon and feel fortunate to be part of them.

Gregory C. Case
President and Chief Executive Officer

iv

Aon Corporation 2004

AON CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MAY 20, 2005

To the Holders of Common Stock and Series C Preferred Stock of Aon Corporation:

The 2005 Annual Meeting of Stockholders of Aon Corporation will be held on Friday, May 20, 2005, at 10:00 A.M (local time), at the Indiana Room, Aon Center, 200 East Randolph Street, Chicago, Illinois 60601, for the following purposes:

1. To elect thirteen Directors to serve until our 2006 Annual Meeting of Stockholders. **Your Board of Directors unanimously recommends that you vote "FOR" the election of all nominees.**
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year 2005. **Your Board of Directors unanimously recommends that you vote "FOR" the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm.**
3. To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

Only holders of common stock and Series C preferred stock of record at the close of business on March 23, 2005 are entitled to notice of and to vote at the Annual Meeting or any adjournment thereof. A list of the stockholders entitled to vote at the Annual Meeting will be available for inspection at the Annual Meeting and during normal business hours at our corporate offices from May 10 through May 19, 2005.

By Order of the Board of
Directors,

Kevann M. Cooke
*Vice President and Corporate
Secretary*

Chicago, Illinois
April 14, 2005

Your vote is important. Whether or not you plan to attend the Annual Meeting, please vote as promptly as possible by telephone, through the Internet or by completing and returning the enclosed proxy card.

Aon Corporation
200 East Randolph Street
Chicago, Illinois 60601

PROXY STATEMENT
ANNUAL MEETING OF STOCKHOLDERS MAY 20, 2005

Solicitation of Proxies and Mailing Date

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Aon Corporation ("Aon," "we" or "our"), for use at the 2005 Annual Meeting of Stockholders to be held at the Indiana Room, Aon Center, 200 East Randolph Street, Chicago, Illinois 60601, at 10:00 a.m. (local time), on Friday, May 20, 2005, and at any adjournment thereof. Action will be taken at the Annual Meeting upon proposals to elect thirteen Directors to serve until our 2006 Annual Meeting of Stockholders and to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year 2005, as well as to act on any other business as may properly come before the Annual Meeting. This proxy statement and the accompanying proxy card are first being sent to stockholders on or about April 14, 2005.

Who Can Vote

Only holders of our common stock, par value \$1.00 per share (the "Common Stock"), and our Series C Cumulative Preferred Stock, par value \$1.00 per share (the "Preferred Stock" and, together with the Common Stock, the "Stock"), as of the close of business on March 23, 2005, are entitled to vote at the Annual Meeting. As of that date, there were 317,724,660 shares of Common Stock outstanding, and 1,000,000 shares of Preferred Stock outstanding, each entitled to one vote for each share.

Quorum

The presence of the holders of a majority of the shares of Stock issued and outstanding and entitled to vote at the Annual Meeting, present in person or represented by proxy, is necessary to constitute a quorum. Abstentions and broker non-votes will be counted as present and entitled to vote for purposes of determining a quorum at the Annual Meeting. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee has not received instructions from the beneficial owner and does not have discretionary voting power with respect to that proposal. A nominee that has not received instructions from a beneficial owner has discretion to vote on the election of directors and the ratification of the appointment of the independent registered public accounting firm.

Voting Requirements

Except as otherwise required by applicable law or our Second Amended and Restated Certificate of Incorporation, as amended, any proposal properly presented at a meeting in which a quorum is present will be decided by the affirmative vote of the holders of a majority of the Stock present in person or represented by proxy and entitled to vote on the proposal at that meeting. Accordingly, the election of thirteen Directors and the ratification of the appointment of our independent registered public accounting firm will be decided by the vote of the holders of a majority of the Stock present in person or represented by proxy and entitled to vote on these matters. For the election of Directors, a

Edgar Filing: AON CORP - Form DEF 14A

vote withheld for a nominee for Director will have the effect of a vote against that nominee. For the ratification of the appointment of our independent registered public accounting firm, an abstention will have the effect of a vote against the proposal.

How to Vote

You may vote your Stock by telephone, through the Internet, by mail using the enclosed proxy card or in person at the Annual Meeting. To vote your Stock by telephone or through the Internet, please follow the instructions located on the proxy card. The deadline for voting by telephone or through the Internet is 11:59 p.m., Eastern Time, on Thursday, May 19, 2005. To vote your Stock by mail, please sign the enclosed proxy card and return it in the accompanying envelope, which is addressed and requires no postage. Please note that you may incur costs charged by telephone companies or Internet access providers in connection with voting by telephone or through the Internet.

If you properly cast your vote by telephone, through the Internet or by executing and returning the enclosed proxy card, and your vote is not subsequently revoked, your Stock will be voted in accordance with your instructions. If you execute the enclosed proxy card but do not give instructions, your proxy will be voted as follows: FOR the election of all nominees for Director named below, FOR the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year 2005 and otherwise in accordance with the judgment of the person or persons voting the proxy on any other matter properly brought before the Annual Meeting. We have endeavored to consolidate all of your Stock on one proxy card; however, if you receive more than one proxy card, you should vote the Stock represented by each proxy card to ensure that all of your Stock is voted.

We believe that the procedures that have been put in place are consistent with the requirements of applicable state law. Please remember that if your Stock is held through a bank, broker or other nominee, you will receive voting instructions from such bank, broker or other nominee describing the different methods for voting your Stock.

Revocation of Proxies

You may revoke your proxy at any time before it is voted at the Annual Meeting. A vote by telephone or through the Internet may be revoked by executing a later-dated proxy card, by subsequently voting by telephone or through the Internet or by attending the Annual Meeting and voting in person. A stockholder executing a proxy card may also revoke it at any time before it is exercised by giving written notice revoking the proxy to the Office of the Corporate Secretary at the mailing address set forth on the cover of this proxy statement, by subsequently filing another proxy bearing a later date or by attending the Annual Meeting and voting in person. Attending the Annual Meeting without taking further action will not automatically revoke your prior telephone or Internet vote or your proxy.

Webcast

You may listen to the Annual Meeting on the world wide web by logging on to our website at www.aon.com and following the on-screen instructions. We have included our website address in this proxy statement for reference purposes only. The information contained on our website is not incorporated by reference into this proxy statement.

Attendance at Annual Meeting

If you hold your Stock in "street name" (that is, through a bank, broker or other nominee) and would like to attend the Annual Meeting and vote in person, you will need to bring an account statement or other acceptable evidence of ownership of your Stock as of the close of business on March 23, 2005, which is the record date for voting. Alternatively, you may contact the bank, broker or other nominee in whose name your Stock is registered and obtain a proxy to bring to the Annual Meeting.

Solicitation Expenses

We will pay the expenses of the preparation of proxy materials and the solicitation of proxies for the Annual Meeting. In addition to the solicitation of proxies by mail, solicitation may be made by certain directors, officers or employees of Aon and our subsidiaries telephonically, electronically or by other means of communication, and by Georgeson Shareholder Communications Inc., whom we have hired to assist in the solicitation and distribution of proxies. Directors, officers and employees of Aon and our subsidiaries will receive no additional compensation for such solicitation. Georgeson will receive a fee of \$7,000 for its services. We will also reimburse banks, brokers and other nominees for costs incurred by them in mailing proxy materials to beneficial owners in accordance with applicable rules.

2004 Annual Financial and General Information Report

Appendix B to this proxy statement contains our 2004 Annual Financial and General Information Report, including our consolidated financial statements, the notes thereto and management's discussion and analysis of financial condition and results of operations, as well as certain other financial and other information required by the rules and regulations of the Securities and Exchange Commission (the "SEC").

PRINCIPAL HOLDERS OF VOTING SECURITIES

As of March 23, 2005, the beneficial owners of 5% or more of any class of our Stock entitled to vote at the Annual Meeting and which were known to us were:

Name and Address of Beneficial Owner	Number of Shares of Common Stock	Percent of Class
Patrick G. Ryan	26,217,962(1)	8.25
c/o Aon Corporation, 200 East Randolph Street, Chicago, IL 60601		
Southeastern Asset Management, Inc.	45,545,400(2)	14.34
6410 Poplar Avenue, Suite 900, Memphis, TN 38119		
NWQ Investment Management Company, LLC	29,200,064(3)	9.19
2049 Century Park East, 4 th Floor, Los Angeles, CA 90067		
Capital Research and Management Company	25,819,800(4)	8.13
333 South Hope Street, Los Angeles, CA 90071		
State Street Bank and Trust Company	20,524,575(5)	6.46
225 Franklin Street, Boston, MA 02110		
Davis Selected Advisers, L.P.	17,375,031(6)	5.47
2949 East Elvira Road, Suite 101, Tucson, AZ 85706		
Name and Address of Beneficial Owner	Number of Shares of Preferred Stock	Percent of Class
Estate of Jessie V. Stone		
Executor: The Northern Trust Company		
c/o Marlene Kovar Hersh		
The Northern Trust Company		
50 South LaSalle Street		
Chicago, IL 60675	600,000	60
W. Clement and Jessie V. Stone Foundation		
c/o Steven M. Stone, Treasurer		
161 N. Clark Street, Suite 3100		
Chicago, IL 60601	263,000	26.3
The Northern Trust Company, as Trustee of the W. Clement Stone Marital Trust		
c/o Marlene Kovar Hersh		
The Northern Trust Company		
50 South LaSalle Street, Chicago, IL 60675	137,000	13.7

(1)

Includes 11,885,849 shares of Common Stock beneficially owned by Mr. Ryan and 11,633,698 shares of Common Stock beneficially owned and attributed to Mr. Ryan pursuant to trusts for the benefit of family members. Also includes 404,000 shares of Common Stock owned by a charitable foundation for which Mr. Ryan acts as trustee and has sole voting and shared investment control. Also includes 386,915 shares of Common Stock representing a beneficial interest in shares of Common Stock of the Employee Stock Ownership Plan ("ESOP") Account of the Aon Savings Plan attributable to Mr. Ryan and a beneficial interest in shares of Common Stock of the Aon Common Stock Fund of the Aon Savings Plan attributable to Mr. Ryan. Under the terms of the Aon Savings Plan, as a participant in such plan Mr. Ryan is entitled to direct the manner in which

Edgar Filing: AON CORP - Form DEF 14A

the trustees will vote the shares of Common Stock attributed to him; in addition, all shares of Common Stock for which voting instructions are not received are voted by the trustees in the same proportion as the shares of Common Stock for which voting instructions are received. Also includes 1,907,500 shares of Common Stock that Mr. Ryan has the right to acquire pursuant to presently exercisable stock options and options that will become exercisable within 60 days of March 23, 2005.

- (2) Based upon information contained in an amendment filed February 8, 2005 pursuant to Rule 13d-1(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to a Schedule 13G originally filed on January 10, 2003. Southeastern Asset Management, Inc. ("Southeastern") is a registered investment adviser and has: (a) sole voting power as to 24,124,400 shares of Common Stock; (b) shared voting power as to 14,627,000 shares of Common Stock; (c) no voting power as to 6,794,000 shares of Common Stock; (d) sole dispositive power as to 30,879,400 shares of Common Stock; (e) shared dispositive power as to 14,627,000 shares of Common Stock; and (f) no dispositive power as to 39,000 shares of Common Stock. All of the shares of Common Stock covered by the Schedule 13G are owned legally by Southeastern's investment advisory clients and none are owned directly or indirectly by Southeastern. As permitted by Rule 13d-4 of the Exchange Act, Southeastern disclaims beneficial ownership of the shares of Common Stock covered by the Schedule 13G.
- (3) Based upon information contained in a Schedule 13G filed on February 14, 2005 pursuant to Rule 13d-1(b) of the Exchange Act. NWQ Investment Management Company, LLC is a registered investment adviser and has: (a) sole voting power as to 25,747,013 shares of Common Stock; and (b) sole dispositive power as to 29,200,064 shares of Common Stock.
- (4) Based upon information contained in an amendment filed on February 11, 2005 pursuant to Rule 13d-1(b) of the Exchange Act to a Schedule 13G originally filed on February 11, 1999. Capital Research and Management Company ("Capital Research") is a registered investment adviser and has no voting power, but sole dispositive power, as to 25,819,800 shares of Common Stock. Although Capital Research is deemed to be the beneficial owner of these shares of Common Stock as a result of acting as investment adviser to various investment companies registered under the Investment Company Act of 1940, Capital Research expressly disclaims, pursuant to Rule 13d-4 of the Exchange Act, that it is the beneficial owner of such shares.
- (5) Based upon information contained in an amendment filed February 18, 2005 pursuant to Rule 13d-1(b) of the Exchange Act to a Schedule 13G originally filed on February 15, 2005. State Street Bank and Trust Company ("State Street") is a bank as defined in Section 3(A)(6) of the Exchange Act that acts in various fiduciary capacities with respect to certain benefit plans of Aon. State Street has: (a) sole voting power as to 8,217,229 shares of Common Stock; (b) shared voting power as to 12,307,346 shares of Common Stock; (c) sole dispositive power as to 0 shares of Common Stock; and (d) shared dispositive power as to 20,524,575 shares of Common Stock. State Street expressly disclaims beneficial ownership of all shares of Common Stock reported in the Schedule 13G pursuant to Rule 13d-4 of the Exchange Act.
- (6) Based on information contained in an amendment filed March 11, 2005 pursuant to Rule 13d-1(b) of the Exchange Act to a Schedule 13G originally filed on February 12, 2004. Davis Selected Advisers, L.P. is a registered investment adviser and has sole voting and sole dispositive power as to 17,375,031 shares of Common Stock.

AGENDA ITEM NO. 1 ELECTION OF DIRECTORS

Thirteen Directors are to be elected at the Annual Meeting of Stockholders. Except for Michael D. O'Halleran, all of our current Board members are standing for election. The term of each Director expires at the next succeeding Annual Meeting of Stockholders, and each Director holds office until the election and qualification of his or her respective successor or until his or her earlier death, removal or resignation. The Board of Directors consists of a number of Directors as is fixed from time to time by resolution adopted by the Board of Directors as provided in our bylaws. The Board of Directors currently is authorized to have up to twenty-one members.

All nominees are currently Directors of Aon. All nominees for Director have consented to be named and have agreed to serve as Directors if elected. Mr. McKenna has reached the retirement age of 75 set forth in Aon's Governance Guidelines; however, the Board has waived the retirement age and requested that he serve for an additional term.

The thirteen Directors will be elected by the vote of the majority of the Stock present in person or represented by proxy at the Annual Meeting. Accordingly, since votes withheld will count as present at the Annual Meeting (and will therefore also count toward the establishment of a quorum), a vote withheld for a nominee will adversely affect that nominee's ability to secure the necessary majority of votes present at the Annual Meeting.

Unless a proxy directs to the contrary, it is intended that the proxies will be voted for the election of the thirteen nominees for Director named on the following pages, to hold office until the next succeeding Annual Meeting of Stockholders or until their respective successors are duly elected and qualified. We have no reason to believe that any of the nominees will not be available to serve as a Director. However, if any of them should become unavailable to serve for any reason, the proxies will be voted for such substitute nominees as may be designated by the Board of Directors.

Set forth on the following pages is biographical information concerning each nominee for election as a Director, the nominee's principal occupation, the period during which the nominee has served as a Director of Aon, including service as a Director or employee of Ryan Insurance Group, Inc. ("Ryan Group"), which merged with Aon in 1982. This information has been confirmed by each nominee for inclusion in the proxy statement. Ages shown for all Directors are as of December 31, 2004.

YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE ELECTION OF ALL NOMINEES.

Patrick G. Ryan

Director since 1965

Mr. Ryan has been Chairman of the Board of Aon since 1990 and was Chief Executive Officer from 1982 until April 4, 2005. He currently serves as Aon's Executive Chairman. He was elected President and Chief Executive Officer of Aon at the time of the merger of Aon and Ryan Group in 1982, and served as President of Aon until April 1999. Prior to the merger, Mr. Ryan served as Chairman of the Board and Chief Executive Officer of Ryan Group. Mr. Ryan serves as Chairman of the Board of Trustees of Northwestern University and as a Trustee of Rush-Presbyterian-St. Luke's Medical Center. He will retire as a Director of Tribune Company and Chairman of its Compensation Committee on May 18, 2005. He serves as Chairman of the Executive Committee of our Board of Directors and is a Director of Aon Foundation.

Age: 67

Gregory C. Case

Director since 2005

Mr. Case was elected President, Chief Executive Officer and Director of Aon on April 4, 2005. Prior to joining Aon, Mr. Case was with McKinsey & Company, the international management consulting firm, for 17 years, most recently serving as head of the Financial Services Practice. He previously was responsible for McKinsey's Global Insurance Practice, and was a member of McKinsey's governing Shareholders' Committee. Prior to joining McKinsey, Mr. Case was with the investment banking firm of Piper, Jaffray and Hopwood and the Federal Reserve Bank of Kansas City.

Age: 42

Edgar D. Jannotta

Director since 1995

In March 2001, Mr. Jannotta was named Chairman of William Blair & Company, L.L.C., an international investment banking firm, and Chairman of its Executive Committee. Mr. Jannotta joined William Blair & Company in May 1959 as an Associate, became a Partner in January 1965, Assistant Managing Partner in June 1973, Managing Partner in September 1977, Senior Partner in January 1995, and Senior Director in January 1996. He is a Trustee of the University of Chicago and Chairman of the Lyric Opera of Chicago. Mr. Jannotta is a Director of Bandag, Incorporated; Molex Incorporated; and Exelon Corporation. He serves as a member of the Executive Committee and Investment Committee of our Board of Directors.

Age: 73

Jan Kalff

Director since 2003

Mr. Kalff is the former Chairman of the Managing Board of ABN AMRO Holding N.V./ABN AMRO Bank N.V., an international banking concern. Mr. Kalff is a member of the International Advisory Committee of the Federal Reserve Bank of New York. Mr. Kalff also serves on the Supervisory Boards of Concertgebouw N.V., Hagemeyer N.V., Koninklijke Volker Wessels Stevin N.V., N.V. Luchthaven Schiphol and Stork N.V. He serves as a member of the Governance/Nominating Committee and Investment Committee of our Board of Directors.

Age: 67

Lester B. Knight

Director since 1999

Mr. Knight is a Founding Partner of RoundTable Healthcare Partners and the former Vice Chairman and Director of Cardinal Health, Inc., a diversified healthcare service company. Mr. Knight was Chairman of the Board and Chief Executive Officer of Allegiance Corporation from 1996 until February 1999, and had been with Baxter International, Inc. from 1981 until 1996 where he served as Corporate Vice President from 1990, Executive Vice President from 1992, and as a Director from 1995. He was Chairman and a Director of The Baxter Allegiance Foundation. He is a Director of Evanston Northwestern Healthcare and Junior Achievement of Chicago and a Trustee of Northwestern University. Mr. Knight serves as the Chairman of the Investment Committee and as a member of the Organization and Compensation Committee of our Board of Directors.

Age: 46

J. Michael Losh

Director since 2003

Mr. Losh is Interim Chief Financial Officer of Cardinal Health, Inc., a diversified healthcare service company. From 2000 until 2002, Mr. Losh served as non-executive Chairman of Metaldyne Corporation, a leading global designer and supplier of metal-based components, assemblies and modules for transportation-related powertrain and chassis applications. From 1994 until 2000, Mr. Losh served as Chief Financial Officer and Executive Vice President of General Motors Corporation, the world's largest vehicle manufacturer. Mr. Losh spent 36 years in various capacities with General Motors, where he served as Chairman of GMAC, its financial services group, Group Vice President of North American Sales, Service and Marketing, and Vice President and General Manager of both its Oldsmobile Division and Pontiac Division. Mr. Losh currently serves on the Board of Directors of AMB Property Corporation, Cardinal Health, Inc., H.B. Fuller Corporation, Masco Corp., Metaldyne Corporation and TRW Automotive Corp. He previously served as a Director of The Quaker Oats Company (prior to its acquisition by PepsiCo, Inc.), Delphi Corporation, Electronic Data Systems Corporation and Hughes Electronics Corporation. Mr. Losh serves as a member of the Governance/Nominating Committee and Investment Committee of our Board of Directors.

Age: 58

R. Eden Martin

Director since 2002

Mr. Martin is Senior Counsel to the law firm Sidley Austin Brown & Wood LLP, having served as a Partner of the firm and its predecessor Sidley & Austin from 1975 to 2004, and as Chairman of its Management Committee from 1989 until 1999. Mr. Martin has served as President of The Commercial Club of Chicago and President of its Civic Committee since 1999. Among other civic and professional involvements, Mr. Martin is a member of the Board of Directors of the Chicago Board Options Exchange, a member of the Board of Directors of Nicor Inc., a Life Trustee of the Chicago Symphony Orchestra and a member of the Board of Trustees of Northwestern University, as well as Chair of its Audit Committee. Mr. Martin serves as a member of the Executive Committee and Investment Committee of our Board of Directors and as Chairman of Aon Foundation.

Age: 64

Andrew J. McKenna

Director since 1970

Mr. McKenna served as a Director of Ryan Group from 1970 until 1982 when he was elected to our Board of Directors. He is Chairman of Schwarz, a printer, converter, producer and distributor of packaging and promotional materials, and has served as a Director of McDonald's Corporation since 1991, and as its Non-Executive Chairman of the Board since April 2004. In addition, he is a Director of Click Commerce, Inc. and Skyline Corporation. He is a Trustee and Chairman Emeritus of the Board of Trustees of the University of Notre Dame and Chairman of the Civic Committee of the Commercial Club of Chicago. Mr. McKenna is also a Director of Children's Memorial Hospital and the Lyric Opera of Chicago, and a Trustee and Chairman Emeritus of the Museum of Science and Industry. He serves as the Chairman of the Governance/Nominating Committee and as a member of the Organization and Compensation Committee of our Board of Directors and as a Director of Aon Foundation.

Age: 75

Robert S. Morrison

Director since 2000

Mr. Morrison retired as Vice Chairman of PepsiCo, Inc. in February 2003. From 1997 until the 2001 merger with PepsiCo, he led The Quaker Oats Company as Chairman, President and Chief Executive Officer. PepsiCo and Quaker Oats are companies engaged in the processing of packaged foods and beverages. Previously, he served as Chairman and Chief Executive Officer of Kraft Foods, Inc., a division of Philip Morris Companies Inc., from 1994 until 1997; and he served as President of General Foods U.S.A., a division of Philip Morris Companies Inc., from 1991 until 1994. He also serves as a Director of 3M, Illinois Tool Works Inc. and Tribune Company. He serves as a member of the Audit Committee and Organization and Compensation Committee of our Board of Directors.

Age: 62

Richard C. Notebaert

Director since 1998

Mr. Notebaert was elected Chairman and Chief Executive Officer of Qwest Communications International Inc., a leading provider of broadband Internet-based data, voice and image communications, in June 2002. He previously served as President and Chief Executive Officer of Tellabs, Inc., which designs and markets equipment to providers of telecommunications services worldwide, from August 2000 to June 2002 and as a Director of Tellabs from April 2000 to June 2002. He served as Chairman of the Board and Chief Executive Officer of Ameritech Corporation, a full-service communications company, from April 1994 until December 1999. Mr. Notebaert first joined Ameritech Communications in 1983 and served in significant positions within the Ameritech organization before his election as Vice Chairman of Ameritech in January 1993, President and Chief Operating Officer in June 1993 and President and Chief Executive Officer in January 1994. Mr. Notebaert is a Director of Cardinal Health, Inc., a Trustee of the University of Notre Dame and a member of The Business Council. He serves as the Chairman of the Organization and Compensation Committee and as a member of the Audit Committee and Investment Committee of our Board of Directors.

Age: 57

John W. Rogers, Jr.

Director since 1993

Mr. Rogers is Chairman and Chief Executive Officer of Ariel Capital Management, LLC, an institutional money management firm specializing in equities and founded in January 1983. In addition, Ariel serves as the investment adviser to the Ariel Investment Trust, an open-end diversified management investment company. Mr. Rogers is a Trustee of Ariel Investment Trust. Mr. Rogers is also a Director of Bally Total Fitness Holding Corporation, Exelon Corporation and McDonald's Corporation. He is a member of the Board of Directors of the Chicago Urban League; Director of the John S. and James L. Knight Foundation; Trustee of Rush-Presbyterian-St. Luke's Medical Center; Life Trustee of the Chicago Symphony Orchestra; Trustee of the University of Chicago; and a former member of the Board of Trustees of Princeton University. He serves as the Chairman of the Audit Committee and as a member of the Investment Committee of our Board of Directors.

Age: 46

Gloria Santona

Director since 2004

Ms. Santona is Executive Vice President, General Counsel and Secretary of McDonald's Corporation. She is also a member of the senior management team of McDonald's. Since joining McDonald's in 1977, Ms. Santona has held positions of increasing responsibility in the legal department, serving as U.S. General Counsel from December 1999 to June 2001 and corporate General Counsel since June 2001. She is a member of the American and Chicago Bar Associations and a member of the Board of Directors of the American Corporate Counsel Association. She is a former member of the Board of Directors of the American Society of Corporate Secretaries and the Minority Corporate Counsel Association. She is also a member of the Board of Trustees of Rush University Medical Center, and a former member of the Board of Trustees of the Chicago Zoological Society. She serves as a member of the Audit Committee, Governance/Nominating Committee and Organization and Compensation Committee of our Board of Directors.

Age: 54

Dr. Carolyn Y. Woo

Director since 1998

Dr. Woo assumed the deanship of the Mendoza College of Business at the University of Notre Dame in July 1997. From 1995 to 1997 she served as Associate Executive Vice President of Academic Affairs at Purdue University, and from 1993 to 1995 she served as Director of the Professional Master's Programs in the Krannert School of Management at Purdue University. She joined Purdue University as an Assistant Professor in 1981 and was promoted to Full Professor in 1991. Dr. Woo currently serves on the Board of Directors of NiSource Industries, Inc. and Circuit City Stores, Inc., and is a former Director of Arvin Industries, Inc., Bindley-Western Industries, Inc. and St. Joseph Capital Bank. She serves as a member of the Audit Committee and Governance/Nominating Committee of our Board of Directors.

Age: 50

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the number of shares of Common Stock beneficially owned as of March 23, 2005 by each Director and nominee, by the Chief Executive Officer, Patrick G. Ryan, by each of the "named executive officers" of Aon as set forth in the Summary Compensation Table in this proxy statement, and by all Directors, nominees and the executive officers as a group. As used in this proxy statement, "beneficially owned" means a person has, or may have within 60 days, the sole or shared power to vote or direct the voting of a security and/or the sole or shared investment power with respect to a security (i.e., the power to dispose or direct the disposition of a security). Therefore, the table does not include the "phantom stock" shares held by or attributable to any individual under our benefit plans.

Name	Aggregate Number of Shares of Common Stock Beneficially Owned(1)	Percent of Class(2)
Patrick G. Ryan**(3)(4)(5)(6)	26,217,962	8.25
Gregory C. Case(7)	-0-	*
David P. Bolger**(6)	66,000	*
Donald C. Ingram**(5)(6)(8)	269,973	*
Edgar D. Jannotta(9)	56,025	*
Jan Kalff(9)	3,224	*
Lester B. Knight(4)(9)	30,000	*
J. Michael Losh(9)	3,000	*
Dennis L. Mahoney**(6)	299,517	*
R. Eden Martin(9)	1,000	*
Andrew J. McKenna(9)	31,775	*
Robert S. Morrison(9)	1,000	*
Richard C. Notebaert(9)	11,500	*
Michael D. O'Halleran(4)(5)(6)	721,727	*
John W. Rogers, Jr.(9)(10)	16,643	*
Gloria Santona(9)	-0-	*
Dirk P.M. Verbeek**(6)	487,092	*
Carolyn Y. Woo(9)	1,012	*
All Directors, nominees and executive officers as a group (19 persons)	28,250,450	8.89

- (1) The Directors, nominees and named executive officers, and all Directors, nominees and the named executive officers combined, have sole voting power and sole investment power over the shares of Common Stock listed, except as indicated in note (4) and in the table below:

	Shared Voting Power	Shared Investment Power
Patrick G. Ryan	11,049,756	11,453,756

- (2) An asterisk indicates that the percentage of shares of Common Stock beneficially owned by the named individual does not exceed one percent (1%) of our outstanding shares of Common Stock. Named executive officers are indicated in the table by a double asterisk.

Edgar Filing: AON CORP - Form DEF 14A

- (3) Includes 11,885,849 shares of Common Stock beneficially owned by Mr. Ryan and 404,000 shares of Common Stock owned by a charitable foundation for which Mr. Ryan acts as trustee and has sole voting and shared investment control.
- (4) The following shares of Common Stock are beneficially owned by members of the immediate family of the following Directors and named executive officers: 11,633,698 by trusts for the benefit of Mrs. Ryan; 15,000 by a trust for the benefit of Mr. Knight's wife; 113,299 by Mrs. O'Halleran; 1,048 by each of the daughter and son of Mr. O'Halleran. As to the shares of Common Stock held by his wife, daughter and son, Mr. O'Halleran disclaims beneficial ownership.
- (5) Includes a beneficial interest in shares of Common Stock of the ESOP Account of the Aon Savings Plan attributable to the following Directors and named executive officers, and includes a beneficial interest in shares of Common Stock of the Aon Common Stock Fund of the Aon Savings Plan attributable to the following Directors and named executive officers, as follows: Patrick G. Ryan, 386,915; Donald C. Ingram, 7,738; and Michael D. O'Halleran, 26,054. The shares of Common Stock of the ESOP Account and the Aon Common Stock Fund of the Aon Savings Plan are voted by the trustees as directed by their respective participants; all shares of Common Stock for which voting instructions are not received are voted by the trustees in the same proportion as shares of Common Stock for which voting instructions are received.
- (6) Includes the following number of shares of Common Stock which the respective Directors and named executive officers have or will have the right to acquire pursuant to presently exercisable employee stock options, or stock options which will become exercisable or stock awards which will become vested within 60 days following March 23, 2005: Patrick G. Ryan, 1,907,500; David P. Bolger, 66,000; Donald C. Ingram, 244,000; Dennis L. Mahoney, 260,713; Michael D. O'Halleran, 501,400; and Dirk P.M. Verbeek, 388,500.
- (7) Mr. Case commenced employment with Aon on April 4, 2005.
- (8) Includes 3,889 shares held by Mr. Ingram in the employee stock purchase plan.
- (9) Does not include the number of shares of Common Stock equal to \$50,000 that each outside Director will be awarded on May 20, 2005 pursuant to the Aon Outside Director Stock Award Plan. See "Compensation of the Board of Directors."
- (10) Ariel Capital Management, Inc., of which Mr. Rogers is Chairman and Chief Executive Officer, currently does not beneficially own any shares of Common Stock, nor has it beneficially owned any shares of Common Stock during Mr. Rogers's tenure on our Board.

COMPENSATION OF THE BOARD OF DIRECTORS

Cash Compensation and Stock Awards

Mr. Ryan, Mr. Case and Mr. O'Halleran, who are employees of Aon and also serve as Directors, receive no additional compensation for service as a Director. All non-employee Directors are referred to in this proxy statement as "outside Directors." Each outside Director receives a \$30,000 yearly retainer for services to the Board of Directors. No additional fees are payable for Board or committee attendance or for service chairing a committee. In addition, under the Aon Corporation Outside Director Stock Award and Retirement Plan (as amended and restated effective January 1, 2003, and as further amended from time to time, as a subplan of the Aon Stock Incentive Plan) (the "Award Plan"), each outside Director is granted a number of shares of Common Stock having a value equal to \$50,000 each year following his or her election to the Board of Directors at the Annual Meeting of Stockholders. Any outside Director elected to the Board other than at the Annual Meeting of Stockholders receives a pro rata number of shares of Common Stock based upon the number of full months of service.

In 1994, Aon established a bequest program for outside Directors (the "Bequest Plan"). The purpose of the Bequest Plan is to acknowledge the service of outside Directors, to recognize the mutual interest of Aon and our outside Directors in supporting worthy charitable institutions and to assist us in attracting and retaining outside Directors of the highest caliber. Aon is funding the Bequest Plan generally through the maintenance of life insurance policies on our outside Directors. Individual outside Directors derive no financial benefit from the Bequest Plan since any and all insurance proceeds and tax deductible charitable donations accrue solely to us. Charitable donations by Aon will be directed to charitable institutions designated by the outside Directors. Each outside Director may recommend total charitable donations of up to \$1,000,000 and the outside Director may designate up to five tax qualified institutions to receive a portion of such bequest (subject to a \$100,000 minimum per institution). The bequest will be contributed in 10 annual installments to the designated tax qualified institutions following the death of that Director or any Director with whom he or she is paired for purposes of the Bequest Plan. An outside Director is not eligible to participate in the Bequest Plan until he or she has completed one full year of service on the Board. The Board retains the right to terminate the Bequest Plan and to decline to make any requested bequest if, in the Board's judgment, doing so is in the best interests of Aon and our stockholders.

Deferred Compensation

Pursuant to the Aon Corporation Outside Director Deferred Compensation Plan, effective January 1, 2003 (as a subplan of the Aon Stock Incentive Plan) (the "Deferred Plan"), and pursuant to the Award Plan, outside Directors may defer receipt of cash compensation and shares of Common Stock until, generally, retirement from the Board.

Under the Deferred Plan, outside Directors elect that portion of the annual retainer (referred to as "Fees") that will be credited to either a cash account, the earnings of which are based on six-month Treasury bills, or a stock account. Both accounts are maintained for bookkeeping purposes only and no amounts are actually invested or set aside for the outside Directors' benefit. The outside Directors' stock accounts are credited with the number of shares that could have been purchased with the Fees at the average of the high and low prices of the shares of Common Stock on the date the Fees are earned. As dividends are declared and paid on shares of Common Stock, each outside Director's stock account, for bookkeeping purposes, is credited with the amount of shares of Common Stock that could have been purchased had such dividends been reinvested in shares of Common Stock. Distributions

generally commence upon termination of Director status or retirement of the outside Director from the Board. With regard to the deferred Fees, distributions may be made in cash or in shares of Common Stock, at the election of the Director.

Under the Award Plan, outside Directors may also elect to defer receipt of the annual award of shares of Common Stock. For Directors who elect to defer, we will maintain accounts for bookkeeping purposes that are credited with the number of shares of Common Stock that could have been purchased with the annual award if shares were priced at the average price of shares of Common Stock during the first three months of the year the annual award is made. As dividends are declared and paid on shares of Common Stock, each outside Director's account, for bookkeeping purposes, is credited with the amount of shares of Common Stock that could have been purchased had such dividends been reinvested in shares of Common Stock. Distributions are made in shares of Common Stock.

In addition, under the Award Plan, outside Directors are also entitled to certain deferred benefits when they retire from the Board. The Award Plan provides for an amount to be credited to an account on behalf of each outside Director, as follows:

\$10,000 for each annual period of Board service prior to 1994, but not more than \$100,000 in the aggregate; and

\$20,000 per annum for each annual period of service commencing with April 15, 1994.

Upon retirement from the Board, or upon death or disability, the vested value accumulated in the account as to a particular outside Director will be distributed in ten installments consisting of shares of Common Stock.

The following table shows, as of March 23, 2005, the total number of shares of Common Stock equivalents credited to the phantom stock accounts of each outside Director under the Deferred Plan and under the Award Plan (the "Phantom Shares"), and the total number of shares of Common Stock equivalents representing the deferred benefits the Director is entitled to receive upon retirement (the "Retirement Shares").

Director	Phantom Shares	Retirement Shares
Edgar D. Jannotta	29,132	5,976
Jan Kalff	-0-	761
Lester B. Knight	17,197	3,533
J. Michael Losh	7,239	761
R. Eden Martin	10,245	1,575
Andrew J. McKenna	70,082	11,665
Robert S. Morrison	12,890	2,733
Richard C. Notebaert	20,786	3,997
John W. Rogers, Jr.	28,532	7,278
Gloria Santona	2,917	-0-
Carolyn Y. Woo	11,523	3,997
Total	210,543	42,276

We have fully reported deferrals by outside Directors of cash compensation into phantom stock accounts under the Deferred Plan and under the Award Plan on a cumulative basis for each year since 1993 in a form similar to that set out in the above table. Although this disclosure is not required by the SEC under the proxy rules, in the interest of keeping all stockholders informed of deferrals of compensation by outside Directors into phantom stock accounts under our outside Director compensation plans, we intend to continue this disclosure in future years.

BOARD OF DIRECTORS CORPORATE GOVERNANCE

The following discussion highlights some of the corporate governance initiatives taken by our Board of Directors in response to the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act") and the revised corporate governance rules of the New York Stock Exchange (the "NYSE"):

Corporate Governance Guidelines

The NYSE corporate governance rules require listed companies to adopt and disclose corporate governance guidelines. We have adopted Governance Guidelines that can be found on our web site at http://www.aon.com/about/corp_governance/bod_governance.jsp and are available in print copy to any stockholder who makes a written request to our Corporate Secretary. Our Governance Guidelines address, without limitation, the following matters:

Election of Directors. All of our Directors stand for election annually.

Director Qualification Standards. A majority of our Directors must meet the categorical standards of independence adopted by the Board of Directors. In addition, we have established qualifications to be considered in evaluating potential Board members.

Director Responsibilities. These responsibilities articulate what is expected from a Director, including expectations with respect to preparation for and attendance at board and committee meetings.

Director Access to Senior Management and Independent Advisers. Our Board of Directors has unrestricted access to Aon's management and its independent advisers.

Director Compensation. Our Board sets the level of compensation for Directors based upon the recommendation of the Organization and Compensation Committee. Directors who serve as current employees of Aon receive no additional compensation for service as Directors.

Retirement of Directors. We have established a retirement policy for non-management Directors that provides that a non-management Director may not stand for re-election after that Director's 75th birthday absent Board approval.

Director Orientation and Continuing Education. Aon conducts an orientation program for all new non-management Directors as soon as practicable following election to the Board. This orientation includes presentations by senior management to familiarize new directors with the following matters: Aon's strategic plans; Aon's significant financial, accounting and risk management issues; Aon's compliance programs; Aon's Code of Ethics, Business Conduct Guidelines and Board Governance Guidelines; and Aon's principal officers. All other Directors are also invited to attend these orientation programs.

Management Development and Succession Planning. Our Executive Chairman regularly reports to the Board on management development and succession planning.

Annual Performance Evaluation. Our Board conducts an annual self-evaluation to determine whether it and its committees are functioning effectively. In addition, the Board conducts an annual peer review. The Governance/Nominating Committee also reviews with the Board, on an annual basis, the composition of the Board as a whole, as well as the requisite skills and characteristics of potential Board members.

Independence Determination

The NYSE corporate governance rules require that the Board of Directors of a listed company consist of a majority of independent directors. Aon's Board of Directors currently has, and previously has had, a majority of independent directors.

Pursuant to the NYSE corporate governance rules, the Board of Directors has adopted categorical independence standards to provide assistance in the determination of director independence. The categorical standards are set forth below and provide that a director will not qualify as an independent director if:

- (i) The director is, or has been within the last three years, an employee of Aon, or an immediate family member of the director is, or has been within the last three years, an executive officer, of Aon;
- (ii) The director has received, or has an immediate family member who has received, during any twelve month period within the last three years, more than \$100,000 in direct compensation from Aon, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
- (iii) The director is a current partner or employee of Aon's internal or external audit firm, or was within the past three years (but is no longer) a partner or employee of such a firm and personally worked on Aon's audit within that time;
- (iv) The director has an immediate family member who (A) is a current partner of a firm that is Aon's internal or external auditor, (B) is a current employee of such a firm and participates in the firm's audit, assurance or tax compliance (but not tax planning) practice or (C) was within the past three years (but is no longer) a partner or employee of such a firm and personally worked on Aon's audit within that time;
- (v) The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of Aon's present executive officers at the same time serves or served on that company's compensation committee;
- (vi) The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, Aon for property or services in an amount which, in any of the last three fiscal years, exceeded the greater of \$1 million or 2% of such other company's consolidated gross revenues; or
- (vii) The director or an immediate family member is a current officer, director or trustee of a charitable organization where Aon's annual discretionary charitable contributions to the charitable organization are more than the greater of (i) five percent (5%) of that organization's total annual charitable receipts and (ii) \$250,000.

For purposes of the categorical standards, immediate family member includes a director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares the director's home.

The Board of Directors has affirmatively determined, assisted by the categorical independence standards set forth above, that none of the outside Directors has a material relationship with Aon (either directly or as a partner, shareholder or officer of an organization that has a relationship with Aon). In making its determination, the Board of Directors considered all relevant facts and

circumstances, including commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, and considered the issue not merely from the standpoint of a Director, but also from that of persons or organizations with which a Director has an affiliation.

Applying the categorical independence standards, the Board of Directors has determined that each of Mr. Jannotta, Mr. Kalff, Mr. Knight, Mr. Losh, Mr. Martin, Mr. McKenna, Mr. Morrison, Mr. Notebaert, Mr. Rogers, Ms. Santona and Dr. Woo is an independent Director.

Board Committees

The Sarbanes-Oxley Act and the NYSE corporate governance rules require us to have an audit committee composed entirely of independent directors. The NYSE corporate governance rules also require us to have a compensation committee and a nominating/corporate governance committee composed entirely of independent directors. Each of our Audit Committee, Governance/Nominating Committee and Organization and Compensation Committee is currently composed of independent directors. Additionally, each member of our Audit Committee meets the heightened requirement for independence set forth in the Sarbanes-Oxley Act.

The current charters of our Board committees can be found in the Corporate Governance section of our web site at http://www.aon.com/about/corp_governance/board_charters/default.jsp and are available in print copy to any stockholder who makes a written request to our Corporate Secretary. In addition, the amended and restated Audit Committee charter is attached to this proxy statement as Appendix A.

Audit Committee Financial Expert

Rules promulgated by the SEC under the Sarbanes-Oxley Act require us to disclose annually whether our Audit Committee contains one or more "audit committee financial experts," as defined by the SEC. The Board of Directors has designated John W. Rogers, Jr., the Chairman of our Audit Committee and an independent director, as an "audit committee financial expert."

Code of Ethics

The Board has adopted a code of ethics regarding business conduct that applies to our Directors, officers and employees. This Code of Ethics can be found on our web site at http://www.aon.com/about/corp_governance/code_of_ethics.jsp and is available in print copy to any stockholder who makes a written request to our Corporate Secretary.

In addition, the Board has adopted a Code of Ethics for Senior Financial Officers that applies to the principal executive officer and the senior financial officers of Aon and our subsidiaries. The Code of Ethics for Senior Financial Officers can be found on our web site at http://www.aon.com/about/corp_governance/sfo_code.jsp.

We intend to disclose future amendments to, or waivers from, certain provisions of both the Code of Ethics and the Code of Ethics for Senior Financial Officers on our website promptly following the date of such amendment or waiver.

Meetings of Non-Management Directors

The NYSE governance rules require that the non-management directors of a listed company meet at regularly scheduled executive sessions without management. Our Governance Guidelines also require

that non-management Directors meet regularly in executive session without management participation. Andrew J. McKenna chairs these executive sessions. Aon's non-management directors met on four occasions in 2004.

Communications with the Board of Directors

Stockholders and other interested parties may communicate with the Board of Directors by contacting the non-management Directors of Aon Corporation c/o Office of the Corporate Secretary, 200 East Randolph Street, Chicago, IL 60601. Alternatively, stockholders and other interested parties may communicate with Aon's non-management Directors via electronic mail to the following address: corporate_governance@aon.com.

The non-management Directors have established procedures for handling communications from stockholders and other interested parties. Communications are distributed to the Chairman of the Governance/Nominating Committee, the full Board of Directors, the non-management Directors or to any individual Director or Directors as appropriate, depending on the facts and circumstances outlined in the communication. Solicitations, spam, junk mail and mass mailings, resumes and other forms of job inquiries, business solicitations or advertisements and frivolous or inappropriate communications will not be forwarded, but will be made available to any non-management Director upon request.

Board, Committee and Peer Evaluations

Our Board previously implemented a Board and Committee evaluation process to facilitate an examination and discussion of whether our Board and Committees are functioning effectively. The Board conducted such evaluations in 2004, including specific evaluations of the Audit, Governance/Nominating and Organization and Compensation Committees, and determined that our Board and each of these Committees is functioning effectively. In addition, the Directors conduct a peer evaluation. The Directors conducted such an evaluation in 2004 and determined that each Director was contributing to the Board.

BOARD OF DIRECTORS COMMITTEES AND MEETINGS

The Board of Directors has appointed standing committees, including Executive, Audit, Governance/Nominating, Investment, and Organization and Compensation Committees. Membership on the committees since the last Annual Meeting of the Board in 2004 has been as follows:

Executive	Audit	Governance/Nominating	Investment	Organization and Compensation
Patrick G. Ryan(1) Edgar D. Jannotta R. Eden Martin	John W. Rogers, Jr.(1) Robert S. Morrison Richard C. Notebaert Gloria Santona Carolyn Y. Woo	Andrew J. McKenna(1) Jan Kalff J. Michael Losh Gloria Santona Carolyn Y. Woo	Lester B. Knight(1) Edgar D. Jannotta Jan Kalff J. Michael Losh R. Eden Martin Richard C. Notebaert John W. Rogers, Jr.	Richard C. Notebaert(1) Lester B. Knight J. Michael Losh(2) Andrew J. McKenna Robert S. Morrison Gloria Santona(3)

(1) Chairman.

(2) J. Michael Losh served as a member of the Organization and Compensation Committee from May 21, 2004 to September 17, 2004.

(3) Gloria Santona commenced service as a member of the Organization and Compensation Committee on September 17, 2004.

Executive Committee

When the Board of Directors is not in session, the Executive Committee is empowered to exercise the power and authority in the management of the business and affairs of Aon as would be exercised by the Board of Directors, subject to certain exceptions. The Executive Committee met once in 2004, and acted by unanimous written consent on two occasions.

Audit Committee

The functions of the Audit Committee and its activities during 2004 are described below under the heading "Report of the Audit Committee." The Audit Committee operates pursuant to an amended and restated charter that has been approved by the Board of Directors and which is attached to this proxy statement as Appendix A. The Audit Committee met nine times during 2004.

Governance/Nominating Committee

The Governance/Nominating Committee identifies and recommends to the Board of Directors candidates for service on the Board, reviews and recommends the renomination of incumbent Directors, reviews and recommends committee appointments and leads the annual performance review of the Board of Directors. In addition, the Governance/Nominating Committee develops and recommends governance guidelines for Aon to the Board of Directors and reviews related party transactions. Each member of the Governance/Nominating Committee is independent as defined in the NYSE listing standards. The current charter of the Governance/Nominating Committee can be found on the corporate governance section of our web site at http://www.aon.com/about/corp_governance/board_charters_gov_nom_charter.jsp. The Governance/Nominating Committee met seven times during 2004 and acted by unanimous written consent on one occasion.

The Governance/Nominating Committee considers recommendations for Director candidates from Aon's Directors, executive officers and stockholders. Although the Governance/Nominating Committee does not specifically solicit suggestions from stockholders regarding possible Director candidates, the Governance/Nominating Committee will consider stockholders' recommendations. Recommendations, together with the name and address of the stockholder making the recommendation, relevant biographical information regarding the proposed candidate and a description of any arrangement or understanding between the stockholder and the proposed nominee, should be sent to our Corporate Secretary. Consistent with our governance guidelines, the Governance/Nominating Committee considers a number of criteria in evaluating Director candidates, including professional background, expertise, reputation for integrity, business experience, leadership capabilities and potential contributions to the Board of Directors and Aon's management. The Governance/Nominating Committee also considers whether a potential nominee would satisfy Aon's categorical independence standards.

When a vacancy exists on the Board of Directors due to the expansion of the size of the Board of Directors or the resignation or retirement of an existing Director, the Governance/Nominating Committee identifies and evaluates potential Director nominees. The Governance/Nominating Committee considers the recommendations of management, stockholders and others. The Governance/Nominating Committee has sole authority to retain and terminate any search firm to be used to identify Director candidates and sole authority to approve such search firm's fees and other retention terms.

Candidates for director are evaluated using the criteria discussed above and the existing composition of the Board of Directors, including its size, structure, backgrounds and areas of expertise of existing Directors and the number of independent and management Directors. The Governance/Nominating Committee also considers the specific needs of the various Board committees. The Governance/Nominating Committee recommends potential Director candidates to the full Board of Directors, which is responsible for final approval of any Director candidate. This process is the same for Director candidates who are recommended by our stockholders.

Recommendations for Director candidates to stand for election at the 2006 Annual Meeting of Stockholders must be submitted in writing to the Corporate Secretary at 200 East Randolph Street, Chicago, IL 60601. Recommendations will be forwarded to the Chairman of the Governance/Nominating Committee for review and consideration.

Investment Committee

The Investment Committee is responsible for overseeing the investments of our underwriting segment, reviewing all private placement investments for business units outside the underwriting segment and monitoring the investment performance of our benefit plans. The Investment Committee met twice during 2004.

Organization and Compensation Committee

The Organization and Compensation Committee annually reviews and determines the compensation of Aon's Chief Executive Officer. The Organization and Compensation Committee also reviews, advises and consults with the Chief Executive Officer on the compensation of other officers and key employees and as to Aon's policy on compensation. The Organization and Compensation Committee also administers the Aon Stock Incentive Plan (and its predecessor plans), including granting stock options and stock awards and interpreting the plan, and has general oversight responsibility with respect to Aon's other employee benefit programs. In addition, the Organization and Compensation Committee also renders advice and counsel to the Chief Executive Officer on the selection of senior officers of Aon and key executives of our major subsidiaries. The Organization and Compensation Committee met six times during 2004.

Compliance Committee

In March 2005 the Board of Directors established a Compliance Committee that will monitor Aon's compliance with the standards of conduct regarding compensation from insurers and other matters as set out in its charter when adopted. Gloria Santona was appointed Chairman of the Compliance Committee. Other members of the Compliance Committee have not yet been named.

Board of Directors

The Board of Directors met eleven times during 2004 and acted by unanimous written consent on two occasions. During 2004, the non-management Directors of the Board of Directors met in executive session on four occasions. Andrew J. McKenna, the Chairman of the Governance/Nominating Committee, presided at these executive sessions. All Directors attended at least seventy-five (75%) of the meetings of the Board and all Committees of the Board on which the respective Directors served.

Our corporate governance guidelines provide that Directors are expected to attend Annual Meetings of stockholders. All of our Directors attended the 2004 Annual Meeting of Stockholders held on May 21, 2004.

REPORT OF THE AUDIT COMMITTEE

Based on the New York Stock Exchange listing standards, the Board of Directors has determined that each member of the Audit Committee is an independent director. In addition, the Board of Directors has determined that John W. Rogers, Jr. is an "audit committee financial expert," as defined by the SEC rules, and that Mr. Rogers has accounting and related financial management expertise within the meaning of the NYSE listing standards. All members of the Audit Committee are financially literate. The Audit Committee operates pursuant to a charter that was last amended and restated by the Board on March 18, 2005, a copy of which is attached to this proxy statement as Appendix A. The charter complies with all current regulatory requirements. The Audit Committee held nine meetings during fiscal year 2004.

The Audit Committee oversees our financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for establishing and maintaining adequate internal financial controls and preparing the financial statements.

Ernst & Young LLP, Aon's independent auditor for 2004, is responsible for expressing opinions on the conformity of Aon's audited financial statements with U.S. generally accepted accounting principles and on management's assessment of the effectiveness of Aon's internal control over financial reporting.

The Audit Committee reviewed and discussed with management and E&Y the audited financial statements for the year ended December 31, 2004, as well as management's assessment of the effectiveness of Aon's internal control over financial reporting. The Audit Committee has discussed with E&Y the matters that are required to be discussed by Statement on Auditing Standards No. 61 (Communication With Audit Committees), as may be amended or supplemented. E&Y has provided to the Audit Committee the written disclosures and the letter required by Independence Standards Board Standard No. 1 (Independence Discussions With Audit Committees), as may be amended or supplemented, and the Audit Committee discussed with E&Y that firm's independence. The Audit Committee concluded that the provision of non-audit services to Aon and its affiliates is compatible with maintaining E&Y's independence.

The Audit Committee discussed with our internal auditors and E&Y the overall scope and plans for their respective audits. The Audit Committee meets with the internal and independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of our internal controls, and the overall quality of our financial reporting.

The members of the Audit Committee are not professionally engaged in the practice of auditing or accounting and are not experts in the fields of accounting or auditing, including in respect of auditor independence. Members of the Audit Committee rely without independent verification on the information provided to them and on the representations made by management, the independent auditors, and the internal auditors.

Edgar Filing: AON CORP - Form DEF 14A

In reliance on the reviews and discussions referred to above, and subject to the limitations on the role and responsibilities of the Audit Committee referred to above, the Audit Committee recommended to the Board of Directors (and the Board has approved) that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2004 for filing with the SEC. The Audit Committee has approved, and the Board of Directors has requested that stockholders ratify, the selection of Ernst & Young LLP as our independent auditor for the year 2005.

John W. Rogers, Jr., Chairman
Robert S. Morrison
Richard C. Notebaert

Gloria Santona
Carolyn Y. Woo

24

Aon Corporation 2004

EXECUTIVE COMPENSATION

The following table discloses the compensation received by the Chief Executive Officer of Aon and Aon's four other most highly compensated executive officers during 2004, for each of the last three years in which such individual served as an executive officer of Aon. We refer to these individuals in this proxy statement as the "named executive officers" of Aon.

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation		
		Salary\$(1)	Bonus\$(2)(3)	Other Annual Compensation\$(4)	Restricted Stock Award(s)\$(5)	Securities Underlying Options(#)	All Other Compensation\$(6)
Patrick G. Ryan Chairman, Chief Executive Officer & Director(7)	2004	1,161,058	-0-	140,610	-0-	300,000	166,216
	2003	1,125,000	1,250,000	143,066	-0-	500,000	26,250
	2002	1,125,000	-0-	190,323	-0-	250,000	104,690
Dennis L. Mahoney(8) Chairman and Chief Executive Officer Aon Limited	2004	1,300,177(9)	523,165(3)	549,153	194,611	100,000	-0-
Dirk P.M. Verbeek(8) Chairman and Chief Executive Officer Aon Holdings b.v.	2004	1,200,314(10)	470,835(3)	295,075	175,131	100,000	-0-
David P. Bolger(11) Executive Vice President, Chief Financial Officer and Chief Administrative Officer	2004	774,039	560,000	2,000	1,560,316	100,000	6,150
	2003	715,385	750,000	1,925	2,042,000	100,000	-0-
Donald C. Ingram(8) Chairman and Chief Executive Officer Aon Consulting Worldwide, Inc.	2004	696,635	540,000	4,306	200,872	100,000	6,150

(1)

In the proxy statement for the 2004 Annual Meeting of Stockholders, Aon reported that the named executive officers received no increase in base salaries for 2004. The difference between the base salary shown for 2004 compared to 2003 for each of Mr. Ryan and Mr. Bolger results from regular payroll scheduling for U.S. employees, and is not due to an increase in base salary for Mr. Ryan or Mr. Bolger.

(2)

Bonus amounts reflect the bonus earned for the year shown, regardless of the time of payment. In accordance with Aon's Incentive Stock Program ("ISP"), twenty percent (20%) of the bonus amount earned in 2004 will be paid to each of the named executive officers in the form of restricted stock units ("RSUs"). As a result, the bonus amount paid in cash and shown in this column for 2004 represents eighty percent (80%) of the total bonus earned for 2004. For information regarding the bonus amount paid in RSUs, please refer to footnotes 3 and 5.

(3) In accordance with Aon's ISP, twenty percent (20%) of the bonus amount earned in 2004 will be paid to each of the named executive officers in the form of restricted stock units ("RSUs"). In addition, pursuant to the ISP, Aon will provide an enhancement award of an additional ten percent (10%) of the bonus amount in the form of RSUs. As a result, on March 17, 2005, Mr. Mahoney received 8,392 RSUs, Mr. Verbeek received 7,552 RSUs, Mr. Bolger received 8,983 RSUs and Mr. Ingram received 8,662 RSUs. These amounts paid in the form of RSUs are reported under "Long-Term Compensation Restricted Stock Award(s)." For more information regarding the terms of the RSUs, refer to footnote (5). For purposes of calculating the number of RSUs to be issued to each of the named executive officers, a price of \$23.38 was used, which represents the average of the high and low price of a share of Common Stock on March 17, 2005. In addition, for purposes of calculating the bonus amount to be paid in cash and RSUs to be issued to Messrs. Mahoney and Verbeek, March 17, 2005 currency translation rates of 0.519913 British pounds sterling to \$1.00 and 0.747608 Euros to \$1.00 were used, respectively.

(4) For 2004, this amount represents: (a) for Mr. Ryan, the value of company-provided services in connection with personal use of aircraft in the amount of \$121,360 and an automobile allowance of \$19,250; (b) for Mr. Mahoney, forgiveness of a company loan, and taxes related thereto, in the amount of \$312,247, a mortgage subsidy of \$171,302, an automobile allowance of \$57,786, a fuel allowance of \$3,829, club fees of \$2,446 and a travel expense incurred for Mr. Mahoney's spouse of \$1,543; (c) for Mr. Verbeek, compensation of \$216,875 for the adverse financial consequences related to the repayment of a company loan by Mr. Verbeek prior to its maturity, compensation for interest, and taxes related thereto, of \$34,527 in connection with a company loan, an automobile allowance of \$35,464 and an expense allowance of \$8,209; (d) for Mr. Bolger, a company contribution to a program providing financial planning and tax return services for certain executives of \$2,000; and (e) for Mr. Ingram, personal use of a company-leased car of \$4,306.

For 2004, the amount shown for Mr. Ryan for company-provided services in connection with the personal use of aircraft has been calculated based on the incremental cost to Aon of such services. The amounts shown for 2003 and 2002 have been re-calculated in accordance with this methodology. In prior years, the amount was calculated using appropriate multiples of the Standard Industry Fare Level ("SIFL") rate. The services have been valued using a method that takes into account the following: maintenance, parts and labor; aircraft fuel expenses; landing, parking and flight planning services; supplies and catering; and crew travel expenses.

(5) The amounts in this column represent the dollar value of the restricted stock and RSUs awarded to, or earned as a bonus by, the named executive officers in the relevant fiscal year, calculated by multiplying the closing price of our Common Stock on the date of grant by the number of shares or units awarded.

With respect to the grants of RSUs made on March 17, 2005 and described in footnote 3, the vesting schedules are as follows: (i) 5,595 RSUs granted to Mr. Mahoney, 5,035 RSUs granted to Mr. Verbeek, 5,989 RSUs granted to Mr. Bolger and 5,775 RSUs granted to Mr. Ingram will vest ratably over three years commencing on the first anniversary of the date of grant; and (ii) 2,797 RSUs granted to Mr. Mahoney, 2,517 RSUs granted to Mr. Verbeek, 2,994 RSUs granted to Mr. Bolger and 2,887 RSUs granted to Mr. Ingram will cliff vest on the third anniversary of the date of grant. Amounts shown in this column for these RSUs are calculated using a closing price of \$23.19 on March 17, 2005. No voting rights attach to the unvested units. Dividend equivalents are paid quarterly on the unvested units. The Organization and Compensation Committee can take action to cause these RSUs to vest on an accelerated basis.

Edgar Filing: AON CORP - Form DEF 14A

With respect to the grants made to Mr. Bolger of 50,000 RSUs on March 18, 2004 and 100,000 RSUs on January 8, 2003, the vesting schedule is as follows: under the terms of the Aon Stock Incentive Plan, twenty percent (20%) of the RSUs vest on each of the third and tenth anniversaries of continuous employment from the date of grant, and ten percent (10%) of the RSUs vest on each of the fourth through ninth anniversaries of continuous employment from the date of grant. Amounts shown in this column for these RSUs are calculated using a closing price of \$27.04 on March 18, 2004 and \$20.42 on January 8, 2003. No voting rights attach, and no dividends are paid, on the unvested units. The Organization and Compensation Committee can take action to cause these RSUs to vest on an accelerated basis.

As of December 31, 2004, the number and market value of unvested RSUs held by each of the named executive officers (based upon a closing price of \$23.86 per share of Common Stock) was: Mr. Ryan, 0 units and \$0; Mr. Mahoney, 55,500 units and \$1,324,230; Mr. Verbeek, 4,500 units and \$107,370; Mr. Bolger, 150,000 units and \$3,579,000; and Mr. Ingram, 13,500 units and \$322,110.

- (6) For 2004, this amount represents: (a) for Mr. Ryan, a distribution from a supplemental retirement arrangement in the amount of \$99,543, a cash payment of \$60,523 in exchange for the surrender of rights under a life insurance policy and a contribution of \$6,150 by Aon to the Aon Savings Plan, a defined contribution plan; (b) for Mr. Bolger, a contribution of \$6,150 by Aon to the Aon Savings Plan, a defined contribution plan; and (c) for Mr. Ingram, a contribution of \$6,150 by Aon to the Aon Savings Plan, a defined contribution plan.
- (7) Mr. Ryan served as Chairman and Chief Executive Officer of Aon until April 4, 2005. He currently serves as Executive Chairman of Aon.
- (8) Although Messrs. Mahoney, Verbeek and Ingram were employed by Aon in 2002 and 2003, they were not executive officers of Aon in either 2002 or 2003. As a result, no compensation disclosure is provided for those years for these individuals.
- (9) For purposes of consistency, these amounts have been converted from British pounds sterling to U.S. dollars based on a December 31, 2004 currency translation rate of 0.51916 British pounds sterling to \$1.00.
- (10) Of this amount, \$567,601 was paid to Mr. Verbeek in United States dollars. For purposes of consistency, the remaining amount has been converted from Euros to U.S. dollars based on a December 31, 2004 currency translation rate of 0.73314 Euros to \$1.00.
- (11) Mr. Bolger commenced employment with Aon in January 2003. As a result, no compensation information is shown for him in 2002.

Option Grants in 2004 Fiscal Year

Information regarding options to purchase shares of Common Stock granted to each of the named executive officers during 2004 is set forth below. The options are subject to the terms of the Aon Stock Incentive Plan.

Name	Number of securities underlying options granted(1)	Percent of total options granted to employees in fiscal year	Exercise or Base price(\$/Share)	Expiration Date	Grant Date Present Value\$(2)
Patrick G. Ryan	300,000	5.73	\$27.155	March 18, 2014	\$ 1,685,513
Dennis L. Mahoney	100,000	1.91	\$27.155	March 18, 2014	\$ 561,838
Dirk P.M. Verbeek	100,000	1.91	\$27.155	March 18, 2014	\$ 561,838
David P. Bolger	100,000	1.91	\$27.155	March 18, 2014	\$ 494,963
Donald C. Ingram	100,000	1.91	\$27.155	March 18, 2014	\$ 561,838

- (1) With the exception of the options granted to Mr. Bolger, options granted in 2004 become exercisable with respect to thirty-three percent (33%) of the shares on each of the second and fourth anniversaries of continuous employment of the grant date and thirty-four percent (34%) of the shares on the third anniversary of continuous employment of the grant date. The options granted to Mr. Bolger became exercisable with respect to thirty-three percent (33%) of the shares on the grant date, and become exercisable with respect to an additional thirty-four percent (34%) of the shares on the third anniversary of continuous employment of the grant date and the remaining thirty-three (33%) of the shares on the fourth anniversary of continuous employment of the grant date. The Organization and Compensation Committee can take action to cause options to become exercisable on an accelerated basis.
- (2) As permitted by SEC rules, the Black-Scholes option pricing model was chosen to estimate the Grant Date Present Value of the options set forth in this table. Aon's use of this model does not constitute an endorsement of its accuracy in valuing options. All stock option valuation models, including the Black-Scholes option pricing model, require a prediction about the future movement of the stock price. The following assumptions were made for purposes of calculating the Grant Date Present Value of the option grants set forth in the table, all of which were awarded on March 18, 2004: a volatility rate of 27.00%, a risk-free interest rate of 3.322%, a dividend yield of 2.300% and that 1.0 year on average elapses between vesting and exercise.

Aggregated Option Exercises in Last Fiscal Year and Fiscal Year-End Option Values

The following table provides information on stock option exercises in 2004 by each of the named executive officers, the number of shares subject to options at December 31, 2004 and the value of unexercised in-the-money options at December 31, 2004:

Name	# Shares Acquired on Exercise	Value Realized\$	# Shares Subject to Options at Fiscal Year-End		Value of Unexercised In-the-Money Options at Fiscal Year-End\$(1)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Patrick G. Ryan	-0-	n/a	1,464,000	1,161,000	n/a	\$905,000
Dennis L. Mahoney	-0-	n/a	195,000	250,000	n/a	\$409,500
Dirk P.M. Verbeek	-0-	n/a	281,750	306,750	n/a	\$409,500
David P. Bolger	-0-	n/a	33,000	167,000	n/a	\$342,000
Donald C. Ingram	-0-	n/a	152,250	291,750	n/a	\$167,500

(1) Calculated by determining the difference between (i) the exercise price of unexercised in-the-money options and (ii) the average of the high and low price of a share of Common Stock as of December 31, 2004.

Pension Plan Tables

Pension Plan Table United States

The following table shows the estimated annual pension benefits payable to a covered participant at normal retirement age (65 years) under Aon's U.S. qualified defined benefit pension plan (the "Aon Pension Plan"), as well as under the US non-qualified supplemental pension plan (the "Excess Benefit Plan"). The Excess Benefit Plan provides benefits that would otherwise be denied participants by reason of certain Internal Revenue Code limitations on qualified plan benefits, based on remuneration that is covered under the plans and years of service with Aon and our subsidiaries:

REMUNERATION	Years of Service						
	10	15	20	25	30	35	40
\$ 425,000	\$ 62,963	\$ 96,305	\$ 117,731	\$ 136,178	\$ 154,625	\$ 173,072	\$ 183,674
\$ 600,000	82,220	125,886	154,136	178,533	202,929	227,326	241,254
\$ 750,000	101,706	155,751	190,829	221,165	251,501	281,838	299,042
\$1,000,000	136,373	208,858	256,054	296,927	337,800	378,674	401,673
\$1,250,000	171,040	261,965	321,279	372,689	424,100	475,510	504,305
\$1,500,000	205,708	315,072	386,503	448,451	510,399	572,346	606,937
\$1,750,000	240,375	368,179	451,728	524,213	596,698	669,182	709,568
\$2,000,000	275,042	421,287	516,953	599,975	682,997	766,019	812,200
\$2,250,000	309,709	474,394	582,178	675,737	769,296	862,855	914,831
\$2,500,000	344,376	527,501	647,403	751,499	855,595	959,691	1,017,463
\$2,750,000	379,043	580,608	712,627	827,261	941,894	1,056,527	1,120,094
\$3,000,000	413,710	633,715	777,852	903,022	1,028,193	1,153,363	1,222,726
\$3,250,000	448,378	686,822	843,077	978,784	1,114,492	1,250,199	1,325,358
\$3,500,000	483,045	739,929	908,302	1,054,546	1,200,791	1,347,036	1,427,989
\$3,750,000	517,712	793,036	973,527	1,130,308	1,287,090	1,443,872	1,530,621
	New Hire in 2003						
\$500,000	\$ 76,711	\$ 114,048	\$ 150,199	\$ 185,411	\$ 219,193	\$ 251,212	\$ 274,556

A participant's remuneration subject to the Aon Pension Plan and the Excess Benefit Plan is the average of his or her base salary and certain eligible bonus payments for the five consecutive calendar plan years during the last ten years of the participant's career for which the average is the highest or, in the case of a participant who has been employed for less than five full years, the period of his or her employment with Aon and our subsidiaries. For plan purposes, earnings in excess of \$500,000 for years after 2001 are not included in the calculation of benefits. Subject to the limitations set forth in the following paragraph, pensionable earnings in 2004 and the estimated years of service for each named executive officer are: Mr. Ryan \$2,411,058 and 25 years; Mr. Ingram \$1,354,760 and 33 years; and Mr. Bolger \$1,524,039 and 12 years. Estimated years of service for Mr. Bolger reflect an additional ten years of service granted in accordance with a supplemental pension benefit awarded pursuant to his employment agreement.

Mr. Mahoney and Mr. Verbeek do not participate in the Aon Pension Plan or the Excess Benefit Plan because they do not reside in the United States. The pension plans in which they participate are described below. Mr. Case does not participate in the Aon Pension Plan or the Excess Benefit Plan because participation under both plans was closed to employees hired after December 31, 2003. Instead, like all employees hired in 2004 or later, Mr. Case may, at his election, participate in the Aon

Savings Plan, a defined contribution 401(k) plan, and in a sub-account under such plan (the Aon Retirement Account) to which Aon may make a discretionary contribution for employees hired on or after December 31, 2003. Mr. Case will also be eligible to participate in a non-qualified defined contribution plan for executives hired after December 31, 2003.

The annual pension amounts included in the table above are based upon the following assumptions: (1) that retiring participants have attained age 65 and are fully vested; (2) that retiring participants have chosen to have benefits payable as straight life annuities; and (3) that maximum compensation used in calculating pension benefits is \$500,000 for plan years on and after January 1, 2002. The annual pension amounts shown in the table for an employee hired in 2003 reflect future benefits at age 65 with the number of years of service indicated assuming that the employee always earns the maximum considered compensation of \$500,000.

Pension Plan United Kingdom

Mr. Mahoney is a named executive officer of Aon and is entitled to an annual pension benefit from the Aon A&A U.K. Pension Scheme. A participant's Final Pensionable Salary is subject to the rules of the scheme and is the average of his or her base salary as of the last three consecutive April 1st dates prior to leaving or retirement. Subject to specific provisions of the Aon A&A U.K. Pension Scheme, Mr. Mahoney is granted a pension benefit equal to two-thirds of his Final Pensionable Salary at age 60. Mr. Mahoney's Pensionable Salary, as at April 1, 2004, and the estimated years of service are £675,000 (\$1,300,177) and 20 years, respectively. A current estimate of the annual benefit to be provided to Mr. Mahoney at age 60 is £426,000 (\$820,556). The amounts shown in parentheses have been converted from British pounds sterling to U.S. dollars based on a December 31, 2004 currency translation rate of 0.51916 British pounds sterling to \$1.00.

Pension Plan Table Netherlands

Mr. Verbeek is a named executive officer of Aon and is entitled to an annual pension benefit from Aon Holdings b.v.'s defined benefit pension scheme. The following table shows the estimated annual pension benefits payable to a covered participant at normal retirement age (62 years) under the defined benefit pension scheme:

REMUNERATION	Years of Service						
	10	15	20	25	30	35	37
€ 400,000	€ 71,798	€107,696	€143,595	€179,494	€215,393	€251,292	€265,651
€ 500,000	90,717	136,075	181,433	226,792	272,150	317,508	335,651
€ 600,000	109,636	164,453	219,271	274,089	328,907	383,725	405,651
€ 700,000	128,555	192,832	257,109	321,387	385,664	449,941	475,652
€ 800,000	147,474	221,210	294,947	368,684	442,421	516,158	545,652
€ 900,000	166,393	249,589	332,785	415,982	499,178	582,374	615,652
€1,000,000	185,312	277,967	370,623	463,279	555,935	648,591	685,653

A participant's remuneration subject to the Netherlands Pension Scheme is final twelve month salary payments with an 8% load for holiday allowance. Pensionable earnings in 2004 and the estimated years of service for Mr. Verbeek are €430,640 (\$587,391) and 29.5 years. The amount shown in parentheses in this paragraph has been converted from Euros to U.S. dollars based on a December 31, 2004 currency translation rate of 0.73314 Euros to \$1.00. Estimated years of service for Mr. Verbeek

reflect an additional 13.5 years of service granted in accordance with a transfer of pension rights from his former employer.

The annual pension amounts included in the table above are based upon the following assumptions: (1) that retiring participants have attained age 62 and are fully vested; and (2) that retiring participants have chosen to have benefits payable as straight life annuities. Mr. Verbeek may be eligible for a supplemental pension benefit from Aon Holdings b.v. if he elects to retire on or after attainment of age 55 but prior to age 62. The annual amount of the supplemental pension benefit would be 75% of Mr. Verbeek's final base salary in the Netherlands (currently €463,867/U.S. \$632,712). Aon Holdings b.v. would also continue to pay all required social security charges, healthcare premiums and pension contributions.

Employment and Severance Agreements

Employment Agreements

Messrs. Case, Mahoney, Verbeek and Bolger have entered into employment agreements with Aon, which are described below. Neither Mr. Ryan nor Mr. Ingram is party to an employment agreement with Aon.

Aon has entered into an Employment Agreement with Gregory C. Case, our President and Chief Executive Officer, dated April 4, 2005, which commenced April 4, 2005 and will expire April 3, 2010 unless terminated earlier. The agreement provides Mr. Case will be employed as Aon's President and Chief Executive Officer. The agreement also provides that Mr. Case will be appointed to Aon's Board of Directors, and will be nominated for election as a Director at each subsequent annual meeting of stockholders during the period of his employment.

The agreement provides for a base salary of \$1,500,000, subject to adjustment at the discretion of the Board of Directors, and an annual incentive bonus of up to 250% of his base salary, with a targeted annual incentive bonus of not less than 125% of his base salary. The agreement provides that Mr. Case's incentive bonus for 2005 shall be not less than \$1,875,000 and will be paid in cash.

Upon commencement of his employment, Mr. Case will receive: (i) a restricted stock unit award of 125,000 shares of Aon common stock, which will vest in four installments of 12,500 shares on each of the first through fourth anniversaries of the date of grant and in a final installment of 75,000 shares on the fifth anniversary of the date of grant; and (ii) a nonqualified stock option award to purchase 1,000,000 shares of Aon common stock, which will vest in three equal annual installments on each of the second through fourth anniversaries of the date of grant. The restricted stock unit award and the portion of the stock option award related to 325,000 shares shall be granted outside of the 2001 Aon Stock Incentive Plan. During the term of his employment, Mr. Case will also receive an annual option grant with a Black-Scholes value of not less than \$1,800,000. In addition, the agreement provides that Mr. Case shall be provided with life insurance coverage in the amount of \$5,000,000 during the term of the agreement. If Mr. Case's employment is terminated for any reason other than by Aon for cause (as defined in the agreement) after Mr. Case has attained at least age 50 and completed at least 10 years of continuous employment, Mr. Case, his spouse and his dependent children shall be eligible for coverage under Aon's retiree medical program.

In the event of Mr. Case's death during the term of the agreement, his heirs, executors or the administrators of his estate shall receive: (i) his accrued base salary through and including his date of death; (ii) any annual incentive bonus earned and payable but not yet paid for the bonus year prior to the year in which termination of employment occurs; (iii) a prorated annual incentive bonus through

and including his date of death; (iv) other employee benefits to which he was entitled at the time of his death in accordance with the terms of the plans and programs of Aon; and (v) continued vesting of the stock options and awards granted to him pursuant to the agreement. If Mr. Case's employment is terminated due to his incapacity or disability, he will receive the payments and benefits set forth in items (i) through (v) of the immediately preceding sentence.

If Aon terminates Mr. Case's employment due to his failure to perform the duties under the agreement to the satisfaction of the majority of the members of the Board of Directors (excluding Mr. Case), Mr. Case will be entitled to receive: (i) his accrued base salary through and including his date of termination; (ii) any annual incentive bonus earned and payable but not yet paid for the bonus year prior to the year in which termination of employment occurs; (iii) a prorated annual incentive bonus through and including his date of termination; and (iv) other employee benefits to which he was entitled at the time of his termination in accordance with the terms of the plans and programs of Aon. In the event of a termination for cause, Mr. Case must immediately resign from the Board of Directors.

If Aon terminates his employment for any other reason (other than for cause as defined in the agreement), Mr. Case will be entitled to receive: (i) his accrued base salary through and including his date of termination; (ii) any annual incentive bonus earned and payable but not yet paid for the bonus year prior to the year in which termination of employment occurs; (iii) a prorated annual incentive bonus through and including his date of termination; (iv) other employee benefits to which he was entitled at the time of his termination in accordance with the terms of the plans and programs of Aon; provided that Aon shall continue to provide medical, dental and vision benefits to Mr. Case, his spouse and dependent children for a period of 24 months following the date of termination, followed with immediate eligibility for coverage under Aon's retiree medical program until Mr. Case, his spouse and dependent children become covered by the plan of another employer providing comparable benefits; (v) accelerated vesting of the restricted stock unit award and continued vesting of the stock option awards granted to him pursuant to the agreement; and (vi) a lump sum cash payment equal to two times the sum of Mr. Case's base salary and his target annual incentive bonus for the bonus year in which his employment terminates, provided that for purposes of this calculation, Mr. Case's base salary and target annual bonus will be no less than his initial base salary and initial target bonus. If Mr. Case voluntarily terminates his employment with good reason (as defined in the agreement), he will be entitled to receive the payments and benefits set forth in items (i) through (vi) of the immediately preceding sentence.

Non-competition and non-solicitation covenants apply to Mr. Case for a period of two years following the termination of his employment without regard to the reason for such termination.

Aon Group, Inc. has entered into an Employment Agreement with Dennis L. Mahoney, Chairman and Chief Executive Officer of Aon Limited, dated November 30, 1998, which agreement provides for a base salary of not less than £450,000 (U.S. \$866,785); and an annual discretionary bonus of up to 150% of his base salary. The agreement also provides that Mr. Mahoney is entitled to receive a mortgage subsidy. If Aon terminates his employment for any reason (other than for cause), Mr. Mahoney will be entitled to receive his base salary and benefits, including pension benefits, in effect at the date of such termination through the original term of the agreement, which ends on November 30, 2008. Non-competition and non-solicitation covenants apply to Mr. Mahoney for a period of up to two years following the termination of his employment without regard to the reason for such termination.

Aon Holdings b.v. has entered into an Employment Agreement with Dirk P.M. Verbeek, Chairman and Chief Executive Officer of Aon Holdings b.v., dated October 31, 1988, which agreement provides

for a base salary of NLG 412,000, subject to adjustment but not below NLG 412,000. Non-competition covenants apply to Mr. Verbeek for a period of three years following the termination of his employment. The agreement does not contain a termination date.

Aon has entered into an Employment Agreement with David P. Bolger, our Chief Financial Officer, Chief Administrative Officer and Executive Vice President, dated January 1, 2003, which commenced January 8, 2003 and will expire December 31, 2009 unless terminated earlier. The agreement provides for a base salary of \$750,000, subject to adjustment but not below \$750,000; and an annual incentive bonus of up to 150% of his base salary. In addition, the agreement provides that Mr. Bolger shall receive a supplemental pension benefit equal to his actual years of service with Aon plus ten years. This supplemental pension benefit shall be paid to Mr. Bolger at age 65, or upon termination of employment, if later. In the event of Mr. Bolger's death during the term of the agreement, his executor or the administrator of his estate shall receive a lump sum cash amount equal to his salary at the rate in effect at the time of his death to which he would have been entitled from the date of his death through the original term of the agreement, subject to reduction for benefits paid to him under any individual or group life insurance policy maintained by us for the benefit of Mr. Bolger. If Mr. Bolger's employment is terminated due to his disability or incapacity, he will receive his base salary, at the rate in effect at the date of such termination of employment, until January 8, 2011, subject to reduction for benefits paid to him under any disability insurance policy maintained by us for his benefit. If Aon terminates Mr. Bolger's employment due to his failure to perform the duties under the agreement to the satisfaction of the majority of the members of the Governance/Nominating Committee of the Board of Directors, Mr. Bolger will be entitled to receive his base salary in effect at the date of such termination for a period of two years following such termination. If Aon terminates his employment agreement for any other reason (other than for cause as defined in the agreement), Mr. Bolger will be entitled to receive his base salary in effect at the date of such termination through the original term of the agreement. Non-competition and non-solicitation covenants apply to Mr. Bolger for a period of two years following the termination of his employment without regard to the reason for such termination.

Severance Agreements

Aon has entered into severance agreements with certain of its key executive officers, including Messrs. Case, Mahoney, Verbeek, Bolger and Ingram. Mr. Ryan is not party to a severance agreement.

The severance agreements are intended to secure the continued service and to ensure the dedication and objectivity of these executives in the event of an actual or threatened change in control of Aon.

The agreements provide that covered executives receive the following severance benefits upon qualifying terminations of employment in connection with or within two years following a change in control of Aon: (a) the executive's base salary through the date of termination, a pro rated bonus based upon the executive's average annual cash incentive for the preceding three years and any accrued vacation pay; (b) for key executive officers other than Mr. Case, three times the executive's highest annual base salary in effect during the 12-month period prior to the date of termination (with regard to Mr. Case, three times the sum of (i) his highest annual base salary in effect during the twelve-month period prior to the date of termination and (ii) his target annual incentive bonus for the fiscal year in which the date of termination occurs); (c) the amount forfeited by the executive under any qualified defined contribution plan; and (d) the executive's accrued benefits under Aon's nonqualified benefit plans, which shall vest and be payable with three additional years of age and service credit and, in the

case of the supplemental savings plan, three additional years of plan contributions. Qualifying terminations consist of termination by Aon other than for cause (as defined in the agreements) or by the executive for good reason (as defined in the agreements), in each case in connection with or within two years following a change in control.

The agreements for executives also require that Aon maintain medical, dental and life insurance on behalf of the executive for three years, or until the executive becomes eligible for substantially equivalent benefits from another employer. In addition, all stock options and other equity awards will become fully vested and each option will be exercisable until the expiration of its term. The agreements for executives not based in the United States will be modified to conform to local benefit practices and to comply with local laws.

A "change in control" for purposes of the agreements generally consists of any of the following: (a) an acquisition of 30% or more of either Aon's outstanding common stock or the combined voting power of the outstanding securities entitled to vote; (b) a change in the majority of the current Board; (c) a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of Aon (unless the existing stockholders receive more than 60% of the combined voting power of the surviving company, no person or group owns 30% or more of the common stock or voting securities and there is no change in the majority of the Board); and (d) a liquidation or dissolution of Aon.

As a condition to the receipt of payments and benefits pursuant to the agreements for executives, the executive is required to enter into an agreement with Aon providing that the executive will not compete with Aon or solicit employees or customers of Aon for a two-year period and will not use or disclose any confidential information of Aon.

If an executive is entitled under the agreements for Tier 1 executives to severance payments and benefits or the vesting of equity awards, and any payment pursuant to such agreements or which would otherwise be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code of 1986, as amended, the executive is entitled to a grossed-up payment from the Company sufficient to pay the amount of such excise tax.

The Board may terminate the agreements for executives, other than Mr. Case, upon 120 days notice to an executive, provided that no termination may occur if the Board has knowledge of an action to effect a change in control or if there has been a change in control. Mr. Case's agreement may not, without his consent, be amended or terminated during the term of his employment agreement. In any event, the agreements for executives will terminate upon the first to occur of the executive's death and the termination of the employment relationship of the executive prior to a change in control.

**ORGANIZATION AND COMPENSATION COMMITTEE REPORT
ON EXECUTIVE COMPENSATION**

Overview

The Organization and Compensation Committee is comprised exclusively of non-employee directors and operates pursuant to a written charter, which is available on our website at www.aon.com/about/corp_governance/board_charters/org_comp_charter.jsp. The Board of Directors has determined, in consultation with the Governance/Nominating Committee, that each member of our Committee is "independent" within the meaning of the rules of the NYSE. In addition, each member of our Committee is independent under the SEC's audit committee independence standards in that no member receives, directly or indirectly, any consulting, advisory or other compensatory fees that would be prohibited. During 2004, we held six meetings, in some cases including executive sessions without management representatives present.

Responsibilities

The Committee is responsible for ensuring that Aon's executive compensation policies and practices are competitive and appropriate and reflect the long-term interests of stockholders. We are also responsible for reporting on Aon's executive compensation each year, as part of the annual proxy statement.

We annually evaluate and establish Aon's compensation strategy for senior executives and review the design of incentive compensation programs. The Committee directly approves all compensation for the Chief Executive Officer, other "named executive officers" listed in the Summary Compensation Table appearing on pages 25-27 and 15-20 additional executive officers.

General Compensation Philosophy

Under the direction of this Committee, Aon has established executive compensation programs, policies and plans that seek to attract and retain executives of the highest caliber and to:

Motivate and reward management to achieve Aon's short-term and long-term business goals;

Align the financial interests of our executives with those of stockholders, both in the short and long term, through the use of equity ownership such as stock options and restricted stock grants;

Foster an attitude of teamwork among senior executives; and

Promote individual initiative and effort so that contribution to the company as a whole, as well as the attainment of individual performance goals, is encouraged and rewarded.

The Committee seeks to set executive compensation at levels that are appropriate and competitive, both within Aon's industry and the general-industry marketplace. For this purpose, the Committee annually reviews the levels of executive officer compensation from a nationally recognized general survey source, with a particular focus on available data relating to the position of Chief Executive Officer. In addition, we compare the total compensation of Aon's Chief Executive Officer and other executive officers for whom we are able to find reported comparable compensation data with those of selected peer companies (the "Compensation Comparison Group"). The Compensation Comparison Group is generally comprised of companies that are included in the "Performance Peer Group" used for the Performance Graph on page 41 as well as additional companies, either in our industry or outside, with whom Aon competes for executive talent and financial capital. We periodically review the

composition of the Compensation Comparison Group to ensure it remains relevant, and update it accordingly.

Although we do not use a specific formula to set pay in relation to this market data, we generally set executive officers' total compensation targets at the median level for comparable jobs in the marketplace. However, when Aon's business units meet or exceed certain predetermined financial or non-financial goals, amounts paid under the performance-based incentive compensation programs may lead to total cash compensation levels that are higher than the median level for comparable jobs. Conversely, total cash compensation levels may be below the median level for comparable jobs when financial and non-financial goals are not met. The Committee may take into consideration in setting a particular executive officer's targeted total compensation that officer's future potential with Aon, which could result in total compensation in excess of the median level for comparable jobs.

The Committee has retained an independent consultant to provide expertise on various matters coming before the Committee and to assist us in fulfilling our responsibilities. This consultant is engaged by, and reports directly to, the Committee.

Elements of Executive Compensation

The three major elements of our executive compensation program are base salary, annual incentive, and long-term incentives.

We approve each element of Aon executive officers' compensation; however, Mr. Ryan has recommended to us the compensation levels for the executive officers that report directly to him because he has substantially greater knowledge of the contributions made by those executive officers. It should be noted that when we consider any element of an executive officer's compensation, the aggregate amount and mix of the components are taken into consideration in our decisions.

Base Salary Salaries for executive officers are reviewed in the first quarter of each year. In determining individual salaries, we consider the scope of job responsibilities, individual contributions, company-wide and business unit performance and competitive levels for comparable positions in the marketplace.

Annual Incentive At the beginning of each year we establish a performance measure for Aon as a whole, and separately Aon adopts an incentive compensation plan emphasizing financial and operational objectives for each major business unit, which are designed to promote key company initiatives. After the end of the year, actual results are compared with these goals to determine earned incentive awards.

Annual incentive payments are based on individual performance, objective financial goals and subjective measures. Criteria differ for named executive officers and other executive officers that manage principal business units.

For 2004, incentive compensation for named executive officers, including the Chairman and Chief Executive Officer, was capped at 180% of salary, pursuant to the Senior Officer Incentive Compensation Plan, which was approved and adopted by Aon's stockholders in 2001. Incentives for the Chairman and Chief Executive Officer and other named executive officers were discretionary and were payable only if Aon achieved a predetermined threshold level of financial performance, as measured by pre-tax net income from ongoing operations. We determined that the pre-established target was achieved and, therefore, annual incentive payments were made to certain of the named executive officers under the plan.

Incentives for most business unit executives, including some of the named executive officers, can range up to 150% of salary and are calculated based on unit performance (up to 75%), Aon's overall results (up to 45%) and subjective measures (up to 30%).

In 2004, Aon implemented an "incentive stock program." The primary goals are to further focus executives' and employees' attention on the longer-term performance of Aon and to further promote employee retention. Under the incentive stock program, virtually all annual incentive compensation of \$50,000 or greater is payable 80% in cash and 20% in restricted stock units. The restricted stock units vest ratably over a three-year period contingent on continued employment and other conditions. In addition, Aon will provide a 10% enhancement to the entire incentive award in the form of additional restricted stock units that become fully vested after the third year contingent on continued employment and other conditions. All restricted stock units awarded in connection with the incentive stock program will be issued pursuant to the Aon Stock Incentive Plan, which was approved and adopted by Aon's stockholders in 2001.

Long-Term Incentive The Aon Stock Incentive Plan is designed to reward senior executives for long-term strategic management and subsequent enhancement of stockholder value by providing the executives with an opportunity to acquire an appropriate ownership interest in Aon. The Plan authorizes grants of options and stock-based awards. Options and time-vested restricted stock units have been an effective tool in the attraction and retention of key managers. Options are generally subject to a four-year vesting schedule and restricted stock unit awards are generally subject to a ten-year vesting schedule that, by design, provides an incentive for award recipients to continue their service with us.

Annually, the Committee reviews and approves individual equity-based awards for executive officers, including the Chief Executive Officer. We determine the amount of each individual's grant based upon market data and the executive's performance for the given year and, in some instances, our appraisal of the executive's long-term future contribution to Aon or the amount of equity-based grants already held by the executive.

Deferred Compensation Plan

Aon maintains a Deferred Compensation Plan ("DCP") that allows certain employees, including the named executive officers, to defer receipt of their salary and/or annual incentive payments into Aon common stock or accounts that mirror several different investment funds selected by Aon. Participants may defer up to 75% of salary and up to 100% of annual incentive compensation until the date(s) they have specified. Aon does not credit above-market interest on deferred compensation, as that term is defined in the U.S. Internal Revenue Code.

Aon is not required to make any contributions to the DCP. Aon does not fund the DCP, and participants have an unsecured contractual commitment by Aon to pay the amounts due under the DCP. When such payments are due, the cash and/or stock will be distributed from Aon's general assets.

CEO's Compensation

The independent non-employee directors meet in the first quarter of each year in executive session to evaluate the performance of the Chairman and Chief Executive Officer, the results of which have been used to determine Mr. Ryan's compensation. In the first quarter of 2004, we reviewed and established Mr. Ryan's 2004 base salary. We did not award a salary increase to him at that time because his existing salary was believed to be consistent with Aon's compensation philosophy.

In general, Mr. Ryan was compensated in 2004 according to the principles and criteria summarized above. Mr. Ryan asked not to be considered for annual incentive compensation for 2004 because of his overall disappointment with the results of Aon, despite the fact that Aon exceeded the performance threshold.

We awarded Mr. Ryan a stock option grant to purchase 300,000 shares of stock, which becomes exercisable 33.3% annually in each of 2007 through 2009 and requires long-term stock price appreciation for Mr. Ryan to benefit from this grant. The grant expires 10 years from the date of grant. This grant was made based on an assessment of past performance and his long-term contribution to Aon. In addition, this grant was made based on our assessment of Mr. Ryan's performance, market comparability considerations and in order to create further incentive for Mr. Ryan to increase stockholder value in future years. The Committee believes that this grant is an integral component of Mr. Ryan's total compensation package and provides a direct link to the interests of stockholders.

The Committee also reviewed the value and cost of perquisites and other compensation provided to Mr. Ryan for 2004, and we find Mr. Ryan's total compensation in the aggregate to be reasonable. We specifically considered that Aon does not maintain an employment contract or change in control agreement with Mr. Ryan.

The other named executive officers are compensated according to the same principles and criteria outlined above. However, in certain cases as described elsewhere in this proxy statement, these individuals may be covered by employment contracts or change in control agreements.

Effective April 4, 2005, Aon entered into an employment agreement with Gregory C. Case pursuant to which Mr. Case will serve as Aon's President and Chief Executive Officer. The terms of Mr. Case's employment agreement are described elsewhere in this proxy statement under the heading "Employment and Severance Agreements Employment Agreements." Mr. Ryan, who has served as Aon's Chief Executive Officer since Aon's founding, will become the Executive Chairman of Aon's Board of Directors.

The Committee reviewed, and its delegate, Mr. McKenna, was instrumental in negotiating, the terms of Mr. Case's employment agreement. The Committee utilized its independent compensation consultant to assist in evaluating Mr. Case's compensation, including components and amounts, relative to Aon's other executive officers and executives of the Compensation Comparison Group. The Committee determined that Mr. Case's employment agreement was advisable and in the best interest of Aon and its stockholders, and the Committee recommended to the full Board of Directors the approval and adoption of the employment agreement.

Policy With Regard to Deductibility of Compensation

Section 162(m) of the U.S. Internal Revenue Code precludes a public corporation from taking a deduction for compensation in excess of \$1 million for its chief executive officer or any of its four other highest paid executive officers, unless certain specific and detailed criteria are satisfied.

Among other factors, the Committee considers the company deductibility of compensation paid to the named executive officers. We recognize that the deductibility of some types of compensation payments can depend upon the timing of an executive's vesting or exercise of previously granted rights. Interpretations of and changes in applicable tax laws and regulations as well as other factors beyond our control also can affect deductibility of compensation. For these and other reasons, we have determined that we will not necessarily seek to limit executive compensation to that deductible under Section 162(m), but will make a reasonable effort to administer the program in a tax-effective manner.

For example, we believe that all nonqualified stock option profits are deductible at exercise under the Aon Stock Incentive Plan.

The undersigned members of the Organization and Compensation Committee have submitted this Report on Executive Compensation to the Board of Directors.

The Organization and Compensation Committee:

Richard C. Notebaert, Chairman
Lester B. Knight
J. Michael Losh

Andrew J. McKenna
Robert S. Morrison
Gloria Santona

40

Aon Corporation 2004

STOCK PERFORMANCE GRAPH

The following performance graph shows the annual cumulative stockholder return for the five years ending December 31, 2004, on an assumed investment of \$100 on December 31, 1999, in Aon, the Standard & Poor's S&P 500 Stock Index and an index of peer group companies.

The peer group returns are weighted by market capitalization at the beginning of each year. The peer group index reflects the performance of the following peer group companies which are, taken as a whole, in the same industry or which have similar lines of business as Aon: AFLAC Incorporated; Arthur J. Gallagher & Co.; Marsh & McLennan Companies, Inc.; Brown & Brown, Inc.; Unum Provident Corporation; Watson Wyatt & Company Holdings; and Willis Group Holdings Limited. The performance graph assumes that the value of the investment of shares of our Common Stock and the peer group index was allocated pro rata among the peer group companies according to their respective market capitalizations, and that all dividends were reinvested.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL STOCKHOLDER RETURN
Aon Corporation, Standard & Poor's and Peer Group Indices

	1999	2000	2001	2002	2003	2004
AON CORP	100.00	88.18	93.77	51.40	66.99	68.42
S&P 500	100.00	90.90	80.10	62.39	80.29	89.02
PEER Only	100.00	128.56	113.55	109.70	121.82	116.78

41

Aon Corporation 2004

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During 2004, the Organization and Compensation Committee was composed of Richard C. Notebaert (Chairman), Lester B. Knight, J. Michael Losh, Andrew J. McKenna, Robert S. Morrison, Gloria Santona and George A. Schaefer. Mr. Schaefer retired from the Committee on May 21, 2004, Mr. Losh served on the Committee from May 21, 2004 to September 17, 2004 and Ms. Santona commenced service on the Committee on September 17, 2004. No member of the Organization and Compensation Committee was, during 2004 or previously, an officer or employee of Aon or any of its subsidiaries. In addition, during 2004, there were no compensation committee interlocks required to be disclosed.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Aon has made contractual arrangements to provide ready access to aircraft for executives of Aon and our subsidiaries for business purposes. These arrangements include two dry leases entered into with two aircraft leasing companies affiliated with Patrick G. Ryan, Globe Leasing, Inc. and 17AN Leasing LLC. In addition, Aon provides hangar space and related operating support to Globe Leasing, Inc. and 17AN Leasing LLC in return for negotiated fees. In 2004, Aon and our subsidiaries paid Globe Leasing, Inc. and 17AN Leasing LLC \$463,061.82 and \$595,670.69, respectively, for usage of aircraft. Globe and 17AN paid Aon \$314,889.52 and \$250,665.45, respectively, for hangar space and operating support. These amounts are presented on an accrual basis. We believe that all of these arrangements are more favorable to us than would have been obtained by negotiating similar transactions with unrelated third parties. The payments represented in excess of 5% of each of Globe's and 17AN's consolidated gross revenues in 2004 and are expected to do so again in 2005. In addition, Globe and 17AN paid us \$89,287.93 and \$79,882.07, respectively, as annual insurance premiums for aircraft liability including bodily injury, property damage and hull physical damage (including war risk). Patrick G. Ryan owns 100% of Globe and serves as a director, Chairman of the Board and treasurer; he also indirectly holds 50% of 17AN and serves as a director, Chairman of the Board and Chief Executive Officer.

During the year 2004 and during the year 2005 to date, we and one or more of our subsidiaries retained Sidley Austin Brown & Wood LLP, a law firm of which R. Eden Martin is Senior Counsel, to perform certain legal services. Mr. Martin is an independent contractor for Sidley Austin Brown & Wood LLP and has no continuing ownership interest in the firm. We anticipate that the firm will continue to be retained to perform services in 2005. During 2004, corporations and other entities with which Directors are or were associated effected insurance brokerage or other transactions with us and certain of our subsidiaries and affiliates in the ordinary course of business. All of these transactions were on substantially the same terms as those prevailing at the time for comparable transactions with unrelated parties. None of these transactions involved during 2004, or is expected to involve in 2005, payments from or to us and our subsidiaries and affiliates for property and services in excess of 5% of our or the other entity's consolidated gross revenues during 2004.

On December 14, 2001, certain of our underwriting subsidiaries invested \$227.2 million to obtain an ownership interest in Endurance Specialty Insurance Ltd. ("Endurance"), a newly formed Bermuda-based insurer co-sponsored by us, which had an initial capitalization of \$1.2 billion and which offers property and casualty insurance and reinsurance on a world-wide basis. Endurance completed an initial public offering on February 27, 2003. These Directors (or their related interests) made investments in Endurance on December 14, 2001 in the following amounts: Patrick G. Ryan \$18 million; Edgar D.

Jannotta \$1 million; Lester B. Knight \$250,000; Andrew J. McKenna \$500,000; and Richard C. Notebaert \$1 million. On December 2, 2004, we sold virtually all of our equity investment in Endurance, retaining ownership of 111,335 ordinary shares and warrants to purchase 4,099,200 ordinary shares.

Resource Automotive, Inc. ("RA"), a subsidiary of Aon Warranty Group, entered into a Marketing and Distribution Agreement (the "Marketing Agreement") with First Look LLC ("First Look") effective January 30, 2004. Patrick G. Ryan, Jr., the son of Patrick G. Ryan, is the Chief Executive Officer of First Look. The Marketing Agreement grants to RA the exclusive right to offer to RA's franchised automobile dealer customers certain proprietary technology and services developed by First Look, and provides that RA is obligated to compensate First Look only when RA's customers actually purchase the proprietary technology and services. RA believes that its ability to offer its customers the First Look technology and services will help RA differentiate itself from its competitors in an increasingly competitive marketplace, which in turn may result in RA obtaining significantly increased sales of its core products. RA further believes that First Look's products are superior to those offered by other potential suppliers, and that the pricing offered by First Look is less than, or equal to what, RA could obtain from others. Under the Marketing Agreement, at the end of a trial period, the Marketing Agreement may be renewed, at RA's sole option. At RA's request, First Look has extended the trial period twice, first to March 31, 2005, and then to September 30, 2005. If RA continues to believe at the end of the trial period that continuing an arrangement with First Look is in RA's business interest and renews the Marketing Agreement, it may be required to meet certain minimum sales obligations in order to continue to obtain the favorable terms applicable during the trial period.

The terms of the Marketing Agreement were carefully considered by the Governance/Nominating Committee of the Board of Directors to determine whether the Marketing Agreement is in RA's interest and does not contain terms that would not have been arrived at in arms-length negotiations. The Governance/Nominating Committee concluded that, in light of the need for RA to differentiate itself in the marketplace, RA's limited obligations during the trial period, the favorable terms available to RA, and RA's sole right to renew at the end of the trial period, it was appropriate for RA to enter into the Marketing Agreement with First Look. The Governance/Nominating Committee briefed the full Board of Directors on the transaction.

On January 1, 2005 one of our subsidiaries entered into a five year consulting agreement with Raymond I. Skilling, who served as Executive Vice President and Chief Counsel of Aon until August 2003. Mrs. Skilling and Mrs. Patrick G. Ryan are sisters. Under the terms of the agreement, Mr. Skilling will perform services related to the subsidiary's professional liability brokerage business. The company will pay him an annual fee of \$250,000, plus a discretionary bonus, provide office support services, and continue to vest the stock options and stock awards granted to him while he was an employee. During 2005, 9,000 stock awards with a market value of \$209,318 have vested, and 69,800 options have vested or will vest. The agreement may be terminated after an initial term of two years by either party upon 180 days' notice.

In 2004, Ryan Enterprises Group LLC ("REG"), of which Patrick G. Ryan is a director and officer, paid Aon the following amounts: (i) \$26,407.53 for the final payment of services provided by Aon relating to the Aon information technology platform, e-mail and telephone support; (ii) \$2,011 for the purchase of router equipment from Aon; (iii) \$1,725 for the reimbursement of travel services provided by Aon; and (iv) \$84,921.31 for insurance premiums paid to insurers related to brokerage services provided by subsidiaries of Aon. As of December 31, 2003, Aon no longer provides REG with telephone and information technology support services.

In 2004, Patrick G. Ryan and Shirley Ryan paid Aon the following amounts: (i) \$152,971 for pilot services in connection with the use of personal aircraft; (ii) \$4,599.90 for the reimbursement of personal use of company tickets and catering; (iii) \$3,384 for the reimbursement of travel services provided by Aon; (iv) \$7,369 for the reimbursement of personal expenses; and (v) \$194,476 for insurance premiums paid to insurers related to brokerage services provided by subsidiaries of Aon.

In March 1997, an interest-free loan in the amount of £478,189 was made to Mr. Mahoney by a subsidiary of Aon in connection with the implementation of a long term incentive plan. The loan is repayable only if Mr. Mahoney leaves the employment of Aon prior to December 31, 2006. As long as Mr. Mahoney remains employed by Aon, the terms of the loan provide that twenty percent (20%) of the loan will be forgiven on December 31 of each of 2002 through 2006.

In November 1997, an interest-free loan of NLG 2,000,000 was made to Mr. Verbeek for the purpose of acquiring real estate. The terms of the loan provided that it would be paid in seven annual installments commencing on October 31, 2005. Mr. Verbeek repaid the loan prior to maturity in May 2004. In connection with the repayment of the loan, Mr. Verbeek received: (i) compensation of \$216,875 for the adverse financial consequences related to such prepayment; and (ii) compensation for interest, and taxes related thereto, of \$34,527.

LEGAL PROCEEDINGS AGAINST OFFICERS AND DIRECTORS

Recently a number of actions were filed against certain current and former directors and officers of Aon. These actions include: (1) putative class actions, pending in the Northern District of Illinois, making allegations under the Employee Retirement Security Act of 1974 ("ERISA") that certain directors, officers and retirement plan ("Plan") fiduciaries knew or should have known that business improprieties at Aon, including contingent commission arrangements, steering and leveraging of alleged insurance placements, made Aon stock an imprudent investment alternative for the Plan and breached their fiduciary duties to Plan participants; (2) putative federal securities class actions brought in the Northern District of Illinois, alleging that certain current and former officers and directors failed adequately to disclose that Aon was engaged in allegedly illegal contingent commission agreements, steering and leveraging of insurance placements, and that these activities resulted in Aon having overstated its revenues; and (3) a shareholders' derivative complaint filed in the Circuit Court of Cook County, Illinois, alleging that all of Aon's current directors breached their fiduciary duties to the Company by approving and implementing a business plan that included the receipt of allegedly unlawful payments from insurance carriers, or alternatively, by failing to be aware of and take steps to alter this business plan. Pursuant to the indemnification provision contained in our Second Amended and Restated Certificate of Incorporation, Aon will advance expenses (including attorneys' fees) incurred by these current and former directors and officers in defending against these actions.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires that each of our directors and executive officers, and any other person who owns more than ten percent of Aon's common stock, file with the SEC initial reports of ownership and reports of changes in ownership of Aon's common stock. Such directors, executive officers and stockholders are required by regulation to furnish us with copies of such reports. Based solely upon our review of these reports, as well as written representations to the effect that no such other reports were required to be filed, Aon believes that all such SEC filing requirements were met during 2004, except as follows: (i) Michael O'Halleran filed one late report on Form 4 relating to a transfer of shares of common stock in the Aon Savings Plan; and (ii) Richard Ravin filed two late reports on Form 4, one relating to a transfer of shares of common stock in the Aon Savings Plan, and one relating to a transfer to a fund tracked in shares of common stock in the deferred compensation plan.

AGENDA ITEM NO. 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed Ernst & Young LLP as Aon's independent registered public accounting firm for the year 2005, subject to ratification by our stockholders. Ernst & Young LLP was first retained as Aon's independent registered public accounting firm in February 1986. Although this appointment is not required to be submitted to a vote of the stockholders, the Board of Directors believes it appropriate as a matter of policy to request that the stockholders ratify the appointment of the independent registered public accounting firm for the year 2005. In the event a majority of the votes cast at the meeting are not voted in favor of this proposal, the Audit Committee will reconsider the appointment.

We anticipate that a representative of Ernst & Young LLP will be present at the Annual Meeting. The representative will be given the opportunity to make a statement if he or she desires to do so, and is expected to be available to respond to any appropriate questions that may be submitted by stockholders at the Annual Meeting.

YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2005.

Audit Fees. Fees for audit services totaled approximately \$15.3 million in 2004, including fees related to Sarbanes-Oxley Section 404; and approximately \$10.0 million in 2003. For both years, audit fees included services associated with the annual audit, the reviews of Aon's documents filed with the SEC, and statutory audits required domestically and internationally. Fees for required statutory audits and attestation reports in various domestic and foreign jurisdictions were \$6.8 million and \$5.6 million in 2004 and 2003, respectively.

Audit-Related Fees. Fees for audit-related services totaled approximately \$0.9 million in 2004. There were no individual projects that exceeded \$250,000. In 2003, fees for audit-related services totaled approximately \$1.8 million, including fees related to Sarbanes-Oxley Section 404 review services (\$0.7 million). There were no other individual projects that exceeded \$250,000. Audit-related fees also included services such as employee benefit plan audits, other attestation services, due diligence in connection with acquisitions and accounting consultations not included in audit fees.

Tax Fees. Fees for tax services, including tax compliance, tax advice and tax planning (including expatriate tax services), totaled approximately \$2.6 million in 2004 and \$3.2 million in 2003.

All Other Fees. Fees for all other services not included above totaled approximately \$0.3 million in 2004. There were no individual projects that exceeded \$250,000. In 2003, fees for all other services totaled approximately \$1.9 million, which principally included an FSA Readiness Project in the United Kingdom (\$0.6 million). There were no other individual projects that exceeded \$250,000.

Audit Committee's Pre-Approval Policies and Procedures

The Audit Committee pre-approves all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Each pre-approval provides details regarding the particular service or category of service to be provided and is subject to a specific engagement authorization. The Audit Committee requires that the independent registered public accounting firm and management

Edgar Filing: AON CORP - Form DEF 14A

report on the actual fees charged by the independent registered public accounting firm for each category of service at Audit Committee meetings held during the year.

The Audit Committee acknowledges that circumstances may arise throughout the year that require the engagement of the independent registered public accounting firm to provide additional services not contemplated in the initial pre-approval. In those circumstances, the Audit Committee requires that specific pre-approval be obtained before engaging the independent registered public accounting firm. The Audit Committee has delegated pre-approval authority to the Chairman of the Audit Committee for those instances when pre-approval is needed prior to a scheduled Audit Committee meeting. Such pre-approvals are reported to the Audit Committee at the next scheduled Audit Committee meeting.

All audit and non-audit services provided by the independent registered public accounting firm during 2004 were pre-approved.

STOCKHOLDER PROPOSALS FOR 2006 ANNUAL MEETING

Stockholders who, in accordance with the SEC's Rule 14a-8, wish to present proposals for inclusion in the proxy materials to be distributed by us in connection with our 2006 Annual Meeting of Stockholders must submit their proposals to the Office of the Corporate Secretary of Aon at 200 East Randolph Street, Chicago, Illinois 60601, on or before December 12, 2005. As the rules of the SEC make clear, simply submitting a proposal does not guarantee its inclusion in our proxy statement.

In accordance with our by-laws, in order to nominate a candidate for election as a Director or properly bring other business before the 2006 Annual Meeting of Stockholders, a stockholder's notice of the matter the stockholder wishes to present must be delivered to the Office of the Corporate Secretary of Aon at 200 East Randolph Street, Chicago, Illinois 60601, not less than 75 nor more than 100 days prior to the first anniversary of the date of this year's Annual Meeting. As a result, any notice given by or on behalf of a stockholder pursuant to these provisions of our by-laws (and not pursuant to the SEC's Rule 14a-8) must be received no earlier than February 9, 2006 and no later than March 6, 2006.

ANNUAL REPORT ON FORM 10-K

We will furnish without charge to each person whose proxy is being solicited, upon such person's request, a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, including the financial statements and schedules thereto, but excluding exhibits. Requests for copies of such report should be directed to the Office of the Corporate Secretary of Aon, 200 East Randolph Street, Chicago, IL 60601. Our Annual Report on Form 10-K will also be available free of charge through our web site (<http://www.aon.com>).

INCORPORATION BY REFERENCE

Appendix B to this proxy statement contains our 2004 Annual Financial and General Information Report, including our consolidated financial statements and management's discussion and analysis of financial condition and results of operations, as well as certain other financial and other information required by the rules and regulations of the SEC. To the extent that this proxy statement is incorporated by reference into any other filing by Aon with the SEC under the Securities Act of 1933, as amended, or the Exchange Act, the information contained in Appendix B and the sections of this proxy statement entitled "Report of the Audit Committee" (to the extent permitted by the rules of the SEC), the Organization and Compensation Committee Report on Executive Compensation and the Stock Performance Graph, as well as Appendix A to this proxy statement, will not be deemed incorporated, unless specifically provided otherwise in such filing.

OTHER MATTERS

The Board of Directors is not aware of any business to be acted upon at the Annual Meeting other than that which is described in this proxy statement. If any other business comes before the Annual Meeting, the proxy holders (as indicated on the accompanying proxy card or cards) will vote the proxies according to their best judgment with respect to such matters.

By Order of the Board of
Directors,

Kevann M. Cooke

*Vice President and Corporate
Secretary*

Chicago, Illinois
April 14, 2005

APPENDIX A

**AON CORPORATION
AMENDED AND RESTATED AUDIT COMMITTEE CHARTER
March 2005**

Organization:

This charter governs the operations of the Audit Committee. At least annually, the Committee shall review and reassess the charter and obtain approval thereof by the Board of Directors.

The Committee shall be appointed by the Board of Directors and shall be comprised of at least three directors, each of whom meets the independence requirements of the New York Stock Exchange and the following additional requirements:

Committee members may not receive any compensation from the Company other than directors' fees;

A director who holds 20% or more of the Company's common stock (or who is a general partner, controlling shareholder or officer of any such holder) cannot chair, or be a voting member of, the Committee; and

Committee members shall be prohibited from receiving any consulting, advisory or compensation fees from the Company.

In addition, all Committee members shall be financially literate, and at least one Committee member shall qualify as an "audit committee financial expert," as such term is defined by the Securities and Exchange Commission.

Statement of Policy:

The purpose of the Committee is to (a) assist the Board of Directors in its oversight of (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements and ethics programs established by management and the Board, (iii) the independent auditor's qualifications and independence and (iv) the performance of the Company's internal audit function and independent auditor and (b) prepare the report of the Committee that the Securities and Exchange Commission rules require to be included in the Company's annual proxy statement. In doing so, it is the responsibility of the Committee to maintain free and open communication between the Committee, the independent auditor, the internal auditors and management of the Company. In discharging its oversight role, the Committee is empowered (at the Company's expense) to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the power to retain outside counsel or other experts for this purpose.

Responsibilities and Processes:

An important responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. Management is responsible for the preparation, presentation and integrity of the Company's financial statements, and the independent auditor is responsible for auditing those financial statements. The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take the appropriate

A-1

Aon Corporation 2004

actions to set the overall "tone" for quality financial reporting, sound business practices and ethical behavior.

The following shall be the principal recurring processes of the Committee in carrying out its oversight responsibilities. The processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

The Committee shall be responsible for the appointment, retention, termination, compensation and oversight of the Company's independent auditor. The Committee shall also be responsible for the resolution of disagreements between management and the independent auditor regarding financial reporting. The Committee shall have a clear understanding with management and the independent auditor that the independent auditor is ultimately accountable to the Board and the Committee, as representatives of the Company's shareholders.

The Committee shall establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. The Company shall review periodically with management and internal audit these procedures and any significant complaints received.

The Committee shall preapprove all auditing and non-audit services to be provided to the Company by the independent auditor, subject to any exceptions provided in the Securities Exchange Act of 1934. The Committee may delegate to one or more of its members the authority to grant such preapprovals, provided that any such decision of such member or members must be presented to the full Committee at its next scheduled meeting.

The Committee shall, at least annually, obtain and review a report by the independent auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Company.

After reviewing the foregoing report and the independent auditor throughout the year, the Committee shall evaluate the independent auditor's qualifications, including a review and evaluation of the lead partner of the firm assigned to the Company's audit. The Committee shall consider whether there should be regular rotation of the lead partner or the audit firm itself. The Committee shall present its conclusions with respect to the independent auditor to the full Board.

The Committee shall meet to review and discuss with management and the independent auditor the annual audited financial statements and quarterly financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." This review should include a discussion of the judgments of management and the independent auditor about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. As part of this review and discussion, the Committee shall consider the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditor under auditing standards generally accepted in the United States.

The Committee shall discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

Edgar Filing: AON CORP - Form DEF 14A

The Committee shall, as appropriate (at the Company's expense), obtain advice and assistance from outside legal, accounting or other advisors as it deems necessary to carry out its duties without necessarily seeking Board approval.

The Committee shall discuss guidelines and policies with respect to risk assessment and risk management. The Committee shall discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

The Committee shall meet separately, periodically, with management, the internal auditors (or other personnel responsible for the internal audit function) and the independent auditor.

The Committee shall review with the independent auditor any audit problems or difficulties and management's response. The review shall include a discussion of the responsibilities, budget and staffing of the Company's internal audit function.

Advance approval by the Committee, or Committee Chair acting on behalf of the Committee, shall be required prior to the appointment, reassignment or dismissal of the senior internal audit executive.

The Committee shall set clear hiring policies for employees or former employees of the independent auditor. Advance approval by the Committee, or Committee chair acting on behalf of the Committee, shall be required prior to the hiring of any partner or senior manager from the independent auditor who has worked on the Company's account during the past three years.

The Committee shall report regularly to the Board of Directors.

The Committee shall conduct an annual performance evaluation of the Committee.

The Committee shall review: (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy and effectiveness of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (b) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on financial statements; (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the financial statements of the Company; and (d) earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as financial information and earnings guidance provided to analysts and rating agencies.

Committee members shall accept directors' fees as their sole compensation from the Company. However, Committee members may receive additional directors' fees to compensate them for the significant time and effort they expend to fulfill their duties as Committee members.

While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

APPENDIX B

2004 Annual Financial and General Information Report

Table of Contents

B-2	Management's Discussion and Analysis of Financial Condition and Results of Operations
B-50	Consolidated Statements of Income
B-52	Consolidated Statements of Financial Position
B-54	Consolidated Statements of Cash Flows
B-55	Consolidated Statements of Stockholders' Equity
B-56	Notes to Consolidated Financial Statements
B-114	Report of Independent Registered Public Accounting Firm on Financial Statements
B-115	Management's Report on Internal Control Over Financial Reporting
B-116	Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting
B-118	Selected Financial Data
B-119	Quarterly Financial Data
B-120	Certifications
B-121	Board of Directors
B-122	Corporate Officers
B-123	Corporate and Stockholder Information

B-1

Aon Corporation 2004

Edgar Filing: AON CORP - Form DEF 14A

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis is organized as follows:

- I. OVERVIEW**
 - Key Drivers of Financial Performance
 - Executive Summary of 2004 Financial Results
- II. KEY RECENT EVENTS**
 - Investigation by the New York Attorney General and Other Regulatory Authorities
 - Investment in Endurance Common Stock and Warrants
 - Sale of Certain Businesses
- III. CRITICAL ACCOUNTING POLICIES AND ESTIMATES**
 - Pensions
 - Contingencies
 - Policy Liabilities
 - Valuation of Investments
 - Intangible Assets
- IV. REVIEW OF CONSOLIDATED RESULTS**
 - General
 - Summary Results for 2002 through 2004
 - Consolidated Results for 2004 Compared to 2003
 - Consolidated Results for Fourth Quarter 2004 Compared to Fourth Quarter 2003
 - Consolidated Results for 2003 Compared to 2002
- V. REVIEW BY SEGMENT**
 - General
 - Risk and Insurance Brokerage Services
 - Consulting
 - Insurance Underwriting
 - Corporate and Other
- VI. FINANCIAL CONDITION AND LIQUIDITY**
 - Liquidity
 - Cash Flows
 - Financial Condition
 - Investments
 - Borrowings
 - Stockholders' Equity
 - Off Balance Sheet Arrangements
 - Market Risk Exposures
- VII. INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS**

B-2

Aon Corporation 2004

OVERVIEW

Key Drivers of Financial Performance

Segments

The key drivers of financial performance vary among our segments.

Risk and Insurance Brokerage Services. Brokerage segment results are affected by a number of key drivers, including (i) conditions in insurance markets generally (particularly fluctuations in premiums charged by insurance companies), (ii) success in attracting new clients and avoiding loss of existing clients, (iii) managing our expenses, (iv) fluctuations in foreign exchange rates and (v) interest income on our investments. In addition, in 2004, this segment was substantially affected by the matters discussed under "Key Recent Events Investigation by the New York Attorney General (AG) and Other Regulatory Authorities" and our related decision to terminate contingent commission arrangements. In connection with the elimination of contingent commission arrangements, we are in the process of establishing a new business compensation model.

Consulting. Consulting segment results are principally affected by (i) the employment levels of our clients that are mainly driven by economic conditions, (ii) governmental regulations affecting the health care market, employee benefit programs, and our clients' respective industries, (iii) success in attracting new clients and retaining existing clients, (iv) our success in cross selling services among business units, and (v) managing our overall level of expenses. In addition, in 2004, this segment was also affected by the matters discussed under "Key Recent Events Investigation by the New York Attorney General and Other Regulatory Authorities" and our related decision to terminate contingent commission arrangements.

Insurance Underwriting. Underwriting segment revenues are affected by (i) consumer buying habits that are influenced by economic conditions, (ii) our assumption of select commercial property and casualty insurance business particularly from our managing underwriting group in our Risk and Insurance Brokerage Services segment, (iii) competition with other underwriters (including competition based upon claims-paying ratings), (iv) success in selling new policies, selling existing policyholders more services, and having customers renew their policies, (v) the effectiveness and collectability of our reinsurance contracts, particularly in programs where we serve as the fronting company, ceding substantially all risk, and (vi) investment results.

Corporate and Other. The key drivers of results in this segment are investment income and debt financing costs.

Liquidity

Liquidity is derived from cash flows from our business, excluding funds held on behalf of clients, and from financing. We use liquidity for capital expenditures, to repay debt, to fund acquisitions and pension obligations, and to pay dividends to our stockholders. Because we are a holding company, our subsidiaries may not have available cash to pay us dividends (which, in the case of the insurance underwriting subsidiaries, is limited by regulatory and rating agency considerations). Tax considerations may affect access to cash generated from operations outside the United States, as can pension funding requirements in both our domestic and international pension plans.

Executive Summary of 2004 Financial Results

We are proud of the high quality of our products and services, the breadth and depth of our intellectual capital, and the leading market positions that we have built.

In 2004, consolidated revenues from continuing operations increased 5% to \$10.2 billion, mainly due to the weakening of the U.S. dollar against foreign currencies. Our organic revenue growth (which adjusts revenue growth for the effects of foreign exchange and other factors) was flat for the year.

Edgar Filing: AON CORP - Form DEF 14A

Our income from continuing operations before income taxes and minority interest fell \$251 million from 2003. The decrease in income was primarily from our Risk and Insurance Brokerage Services segment, as well as an increase in interest expense of \$58 million due to the adoption at December 31, 2003 of FIN 46.

Several factors that hurt our 2004 results included:

a \$180 million provision for settlements with the New York AG and other regulatory authorities and a \$40 million provision for costs and payments to settle the Daniel class action lawsuit,

increased net periodic pension expense related to our major defined benefit pension plans of \$47 million, which primarily affected our Risk and Insurance Brokerage Services segment,

lost contingent commission revenue of approximately \$47 million in 2004 due to the termination of these arrangements as of October 1, 2004, and

an \$80 million unrealized investment gain recognized in earnings in 2003 relating to our warrants in Endurance Specialty Holdings, Inc. ("Endurance"). The value of these warrants in 2004 remained consistent with the December 31, 2003 value. Partially offsetting the absence of an unrealized gain on the warrants in 2004 were realized gains of \$48 million from the sale of most of our common stock investment in Endurance.

We are working to improve our margins by seeking organic revenue growth and greater financial discipline. More specifically, we are:

working to prudently manage employee compensation and benefit expenses;

in light of our terminating contingent commission arrangements, working with our clients, insurance carriers, regulators and others to establish a new business model that will ensure that we are properly compensated, while maintaining transparency and the trust of our clients;

reviewing strategic alternatives for our various businesses. During 2004, we sold our U.S. and U.K. claims businesses, as well as other small operations;

leveraging our purchasing power with vendors, suppliers, and landlords;

pursuing alternative resourcing strategies, such as outsourcing, to more efficiently provide non-client-facing services. In third quarter 2004, we began outsourcing most of our U.S. information technology infrastructure to Computer Sciences Corporation. Over the seven-year agreement, we expect to realize approximately \$300 million of aggregate savings beginning in the second half of 2005 from outsourcing and consolidating data centers and other functions; and

offering additional services to existing clients who can benefit from our wide range of resources.

We continue to do a better job of generating and managing our cash. More specifically, we:

grew our cash and investment balances. Our cash balance increased \$30 million and our total investment balance increased \$1.3 billion;

paid down \$46 million of total debt in 2004. We paid down \$305 million of domestic long-term debt that was scheduled to be redeemed this year. That decrease was mostly offset by an increase in borrowings at our foreign subsidiaries. We drew down \$334 million on our long-term Euro credit facility to ensure adequate liquidity in the fourth quarter of 2004. Our debt and preferred stock to total capital percentage declined from 32.8% at December 31, 2003 to 29.8% at December 31, 2004;

and

reduced capital expenditure spending by \$105 million or 57% from 2003.

All of Aon's financial information reflects the application of critical accounting policies, estimates, assumptions and judgments, as discussed below under "Critical Accounting Policies and Estimates."

Further discussion of these items may be found in the remainder of this Management's Discussion and Analysis.

B-4

Aon Corporation 2004

KEY RECENT EVENTS

Investigation by the New York Attorney General and Other Regulatory Authorities

The insurance industry has recently come under significant scrutiny by various regulatory authorities.

In April 2004, the New York AG began investigating various insurance industry practices, including placement service agreements, market service agreements, and similar agreements under which insurance carriers pay compensation to insurance brokers, including Aon, beyond standard commissions. The New York AG issued subpoenas to various companies in the insurance industry, including Aon, related to these agreements and various other practices, including alleged tying of reinsurance, bid rigging, and soliciting fictitious quotes. Other state attorneys general and state departments of insurance have also issued subpoenas to Aon or begun investigations into contingent commissions and other business practices of brokers, agents and insurers, and some state regulators have announced that they intend to enact new regulations or policies to govern these practices. Contingent commissions generally are non-service-specific, volume- or profit-based compensation arrangements between insurers and brokers. Similarly, regulatory authorities in other countries are either considering or have already begun similar inquiries. Aon is fully cooperating with all the investigations, and has retained outside counsel to conduct its own internal review of its compensation and other practices.

In October 2004, the New York AG filed a complaint against Marsh & McLennan Company, Inc., and its subsidiary, Marsh Inc., alleging that Marsh committed fraud and violated New York State antitrust and securities' laws. On October 15, 2004, Marsh announced that it was suspending the use of contingent commission agreements.

On October 22, 2004, we announced that we were terminating contingent commission arrangements with underwriters. We have nearly completed this process and are working with clients, insurance carriers, regulators, and others to establish a new business model that ensures that we link compensation to specific, measurable services in a way that is transparent, easy to understand, and accepted by clients. Other insurance brokers and carriers have also announced that they will terminate contingent commission arrangements.

For the year ended December 31, 2004, we earned approximately \$132 million of contingent commissions versus \$169 million in 2003. Of the \$132 million contingent commissions earned in 2004:

\$111 million was included in our Risk and Insurance Brokerage Services segment and

\$21 million was included in our Consulting segment.

We earned \$15 million of contingent commissions in fourth quarter 2004 versus \$52 million in 2003. The amount recorded in this year's fourth quarter represents amounts earned on arrangements covering periods prior to October 1, 2004. A small number of these arrangements call for the calculations to be performed on an annual basis. Some of these calculations occurred in the fourth quarter, and minimal amounts are likely to be recorded in 2005.

Contingent commission revenue was \$37 million lower in 2004 compared to 2003 as a direct result of terminating our contingent commission arrangements. However, we estimated \$47 million of lost contingent commission revenue in 2004 that would have been earned had we not terminated these arrangements. The loss of revenues from these agreements will likely have a material adverse effect on our results of operations for 2005. As of December 31, 2004, we have approximately \$50 million of net receivables recorded related to contingent commissions, which we believe we are entitled to and will collect.

During 2004, we also earned approximately \$143 million of other compensation for services to underwriters, all of which is included in our Risk and Insurance Brokerage Services segment. This other compensation encompasses activities such as affinity program management, managing general

Edgar Filing: AON CORP - Form DEF 14A

underwriting, and wholesale brokerage where we act as the agent for carriers. In addition, this includes compensation for specific services as is customary in some markets outside the United States.

On March 4, 2005, Aon Corporation ("Aon") and its subsidiaries and affiliates (collectively, the "Company") entered into an agreement (the "Settlement Agreement") with the Attorney General of the State of New York, the Superintendent of Insurance of the State of New York, the Attorney General of the State of Connecticut, the Illinois Attorney General and the Director of the Division of Insurance, Illinois Department of Financial and Professional Regulation (collectively, the "State Agencies") to resolve all the issues related to investigations conducted by the State Agencies.

The material terms of the Settlement Agreement are as follows:

The Company will pay \$190 million into a fund (the "Fund") to be distributed to certain eligible policyholder clients. These payments are in full satisfaction of the Company's obligations under the Settlement Agreement and the State Agencies have agreed not to impose any other financial obligation or liability on the Company related to the lawsuits. No portion of the payments by the Company is considered a fine or penalty. The Company will make payments into the Fund as follows:

On or before September 1, 2005, the Company shall pay \$76 million into the Fund.

On or before September 1, 2006, the Company shall pay \$76 million into the Fund.

On or before September 1, 2007, the Company shall pay \$38 million into the Fund.

The Fund, plus interest, will be used to compensate the Company's eligible policyholder clients according to procedures set out in the Settlement Agreement. No amount paid to the Fund will be returned to Aon under any circumstances.

On or before June 30, 2005, the Company will calculate, in accordance with a formula approved by the State Agencies, the amount that each policyholder client is eligible to receive from the Fund. Clients eligible to participate in the Fund are those U.S. clients that engaged the Company to place, renew, consult on or service insurance with inception or renewal dates between January 1, 2001 through December 31, 2004 (the "Relevant Period") where such placement, renewal, consultation or servicing resulted in contingent commissions or overrides recorded by Aon during the Relevant Period (the "Eligible Policyholders").

On or before June 30, 2005, the Company must send a notice to each Eligible Policyholder setting forth, among other things, the amount it will be paid from the Fund if it elects to participate (a "Participating Policyholder"). Participating Policyholders must tender a release of claims against the Company arising from acts, omissions, transactions or conduct that are the subject of the lawsuits.

On November 30, 2005, September 30, 2006 and September 30, 2007, each Participating Policyholder shall receive from the Fund as much of that Participating Policyholder's aggregate share of the Fund as possible with the monies then available in the Fund.

In the event that an Eligible Policyholder elects not to participate or otherwise does not respond by October 30, 2005 (a "Non-Participating Policyholder"), that client's allocated share may be used by the Company to satisfy any pending or other claims asserted by clients relating to issues in the Settlement Agreement. In no event shall a distribution be made from the Fund to any other client until all Participating Policyholders have been paid, nor shall total payments to any Non-Participating Policyholder exceed 80% of that policyholder's original allocated share. If any funds remain in the Fund as of October 1, 2007 such funds shall be distributed pro rata to the Participating Policyholders by November 1, 2007. In no event shall any of the amounts paid into the Fund be used to pay attorneys' fees.

B-6

Aon Corporation 2004

Edgar Filing: AON CORP - Form DEF 14A

Within 60 days of the date of the Settlement Agreement, the Company shall commence the implementation of certain business reforms, including the following:

To accept only a specific fee to be paid by the client, a specific percentage commission on premium to be paid by an insurer set at the time of purchase, renewal, placement or servicing of an insurance policy, or a combination of both.

To fully disclose in plain, unambiguous written language commissions in either dollars or percentage amounts.

Not to accept any other valuable compensation or consideration from an insurer other than as stated above, including contingent compensation and any compensation or preference in connection with the selection of insurers from which to solicit bids for clients.

Not to request or accept from any insurer any false, fictitious or inflated quote, or quote that does not represent the insurer's best evaluation at the time of the minimum premium the insurer would require to bind the insurance coverage sought by the client.

Not to request or accept from any insurer any promise or commitment for the use of our services, including reinsurance brokerage, conditioned upon any arrangement to provide preferential treatment for any insurer.

Not to place, renew or service a client's business through a wholesale broker unless agreed to by the client after full disclosure of all the compensation to be received, any interest we may have in the wholesale broker, and any alternative to using the wholesaler broker.

To fully disclose to each client all quotes received in connection with coverage of the client's risk with all terms and, all commissions to be received for each quote, and to provide disclosure of and obtain clients written consent to all compensation arrangements.

To disclose to each client at the end of each year all compensation received during the preceding year from any insurer or third party in connection with the client's policy.

To implement company-wide written standards of conduct regarding compensation from insurers consistent with the terms of the settlement and institute appropriate training of employees, including business ethics, professional obligations, conflicts of interest, antitrust and trade practices compliance and record keeping.

To establish a Compliance Committee of our Board of Directors that will monitor our compliance with the standards of conduct regarding compensation.

To maintain a record of all complaints regarding compensation from any insurer, and provide such record to the Compliance Committee.

To file annual reports with New York and Illinois for five years.

The Company shall not, directly or indirectly, seek or accept indemnification pursuant to any insurance policy or other reimbursement with respect to any amounts payable under the Settlement Agreement.

In accordance with APB Opinion No. 21, *Interest on Receivables and Payables*, we have discounted the payment stream associated with the settlement and recorded the present value of the liability and corresponding expense of \$180 million in our financial statements as of December 31, 2004. The discount was determined using our incremental borrowing rate. We have not discounted the payment due on September 1, 2005. The settlement was considered fully tax deductible and is not treated as a permanent difference in our tax calculation.

Edgar Filing: AON CORP - Form DEF 14A

The difference between our agreed settlement amount of \$190 million and the amount in our financial statements as of December 31, 2004 represents the discount. The discount will be amortized over the course of the payment timeframe resulting in an increase in expense.

Reconciliation between cash paid and expense incurred

(millions)

	Incurring expense	Cash to be paid
2004	\$ 180	\$
2005	6	76
2006	3	76
2007	1	38
	<hr/>	<hr/>
Total settlement cost	\$ 190	\$ 190

Of the \$180 million expensed in 2004, \$153 million was allocated to the Risk and Insurance Brokerage Services segment and the remaining \$27 million was allocated to the Consulting segment.

In addition to the New York AG and other regulatory investigations, we are defending various client class action lawsuits. We have provided \$40 million for costs and payments to settle the Daniel class action lawsuit. Of the \$40 million recorded, \$34 million was allocated to our Risk and Insurance Brokerage Services segment and the remaining \$6 million was allocated to our Consulting segment.

Investment in Endurance Common Stock and Warrants

During 2004, we sold virtually all of our common stock investment in Endurance resulting in a \$48 million pretax gain for the year ended December 31, 2004. We sold:

9.8 million shares at a net realized price of \$32.70 per share, resulting in proceeds of \$320 million during fourth quarter 2004 and

1.4 million shares at a net realized price of \$33.20 per share, resulting in proceeds of \$47 million during first quarter 2004.

We invested all the proceeds in short-term investments that are held by our insurance underwriting subsidiaries.

We retain 4.1 million stock purchase warrants in Endurance. These warrants meet the definition of a derivative as described in FASB Statement No. 133, *Accounting for Derivative Instruments and Hedging Activities*, which requires them to be recorded in the consolidated financial statements at fair value, with changes in fair value recognized in earnings.

Through December 31, 2002, these warrants were carried at zero value, which approximated their original cost. In 2003, Endurance completed its initial public offering, which provided a market value for the underlying shares and removed much of the uncertainty about the fair value of Endurance and the warrants. At December 31, 2004, we determined that the warrants had a fair value of approximately \$80 million, consistent with the valuation as of December 31, 2003.

We recognized these changes in value in investment income in the Corporate and Other segment. For the year ended December 31, 2004 the total change was immaterial. The future value of the warrants may vary considerably from the value at December 31, 2004, due to the price movement of the underlying shares, the passage of time, and changes in other factors used in the valuation model (see Note 1 to the consolidated financial statements for additional information about the valuation of the warrants).

Sale of Certain Businesses

During 2003 and 2004, we sold certain businesses, including our:

automotive finance servicing business, which had been in run-off since first quarter 2001,

Edgar Filing: AON CORP - Form DEF 14A

U.K. claims services businesses,

a small non-core consulting subsidiary,

U.K. reinsurance brokerage runoff unit, and

a small U.S. brokerage unit.

The operating results of all of these businesses are classified as discontinued operations, and prior year's operating results have been reclassified to discontinued operations, as this table shows:

(millions)	Years ended December 31,	2004	2003	2002
<hr/>				
Revenues		\$ 33	\$ 105	\$ 106
<hr/>				
Pretax loss:				
Operations		\$ (20)	\$ (53)	\$ (47)
Revaluation		(23)	(23)	
<hr/>				
Total		\$ (43)	\$ (76)	\$ (47)
<hr/>				
After-tax loss:				
Operations		\$ (13)	\$ (34)	\$ (30)
Revaluation		(18)	(14)	
<hr/>				
Total		\$ (31)	\$ (48)	\$ (30)
<hr/>				

See Note 5 to the consolidated financial statements, "Disposal of Operations," for further information.

In November 2004, we sold our Cambridge Integrated Services Group, Inc. ("Cambridge") claims administration business to Scandent Holdings Mauritius Limited (SHM) for \$90 million in cash plus convertible preferred stock in SHM, valued at \$15 million. Because of our convertible preferred stock holding and other factors, we included Cambridge's results prior to the sale's effective date, as well as a pretax gain on the sale of approximately \$15 million, in income from continuing operations.

From time to time, we explore strategic alternatives for our various businesses. In February 2005, we announced that we are exploring alternatives relating to our ownership of Swett & Crawford, which is currently the largest U.S.-based wholesale insurance broker with more than 900 employees in 40 offices. By exploring alternatives, we expect to determine if Swett & Crawford's potential can be realized more fully under different ownership. No decision has been made to sell Swett & Crawford at this time.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Aon's consolidated financial statements have been prepared according to U.S. generally accepted accounting principles (GAAP). To prepare these financial statements, we made estimates, assumptions, and judgments that affect:

what we report as our assets and liabilities,

what we disclose as contingent assets and liabilities at the date of the financial statements, and

the reported amounts of revenues and expenses during the periods presented.

Edgar Filing: AON CORP - Form DEF 14A

In accordance with our policies, we:

regularly evaluate our estimates, assumptions and judgments, including those concerning revenue recognition, investments, intangible assets, income taxes, financing operations, policy liabilities (including future policy benefit reserves, unearned premium reserves and policy and contract claim reserves), restructuring costs, retirement benefits, and contingencies and litigation, and

base our estimates, assumptions, and judgments on our historical experience and on factors we believe reasonable under the circumstances.

B-9

Aon Corporation 2004

Edgar Filing: AON CORP - Form DEF 14A

The results involve judgments about the carrying values of assets and liabilities not readily apparent from other sources. If our assumptions or conditions change, the actual results we report may differ from these estimates.

We believe the following critical accounting policies affect the more significant estimates, assumptions and judgments we used to prepare these consolidated financial statements.

Pensions

U.S. Plans

Effective January 1, 2004, the U.S. pension plans were closed to new employees. All new employees participate in a defined contribution plan. Over time, this change will reduce the volatility inherent in the accounting for the U.S. pension plans.

Aon uses a market-related valuation of assets to calculate pension expense. This valuation reflects a five-year average of the difference between the expected return on plan assets and the actual market value return. The prior year ma