

ACM GOVERNMENT OPPORTUNITY FUND INC
Form SC 13D/A
May 23, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 10)***

ACM Government Opportunity Fund, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

000918 102

(CUSIP Number)

Michael A. Conway

Aon Advisors, Inc.

200 East Randolph Street

Chicago, Illinois 60601

(312) 381-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 18, 2006

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 000918 102

- | | |
|-----|---|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
AON CORPORATION
36-3051915 |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐
(b) ☐ |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
Not Applicable |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐ |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
3,425,736 |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
3,425,736 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
3,425,736 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐ |
| 13. | Percent of Class Represented by Amount in Row (11)
26.5% |
| 14. | Type of Reporting Person (See Instructions)
HC, CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
AON ADVISORS, INC.
54-1392321
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☐
 - (b) ☐
 3. SEC Use Only
 4. Source of Funds (See Instructions)
Not Applicable
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
 6. Citizenship or Place of Organization
Virginia
- | | |
|-----|---------------------------------------|
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
3,425,736 |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
3,425,736 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,425,736
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐
 13. Percent of Class Represented by Amount in Row (11)
26.5%
 14. Type of Reporting Person (See Instructions)
IA, CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
COMBINED INSURANCE COMPANY OF AMERICA
36-2136262
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☐
 - (b) ☐
3. SEC Use Only
4. Source of Funds (See Instructions)
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
6. Citizenship or Place of Organization
Illinois
7. Sole Voting Power
0
8. Shared Voting Power
3,425,736
9. Sole Dispositive Power
0
10. Shared Dispositive Power
3,425,736
11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,425,736
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐
13. Percent of Class Represented by Amount in Row (11)
26.5%
14. Type of Reporting Person (See Instructions)
IC, CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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This Amendment No. 10 (this Amendment) amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on December 10, 1999 (the Schedule 13D) by Aon Corporation, a Delaware corporation (Aon), Aon Advisors, Inc., a Virginia corporation (Aon Advisors), Combined Insurance Company of America, an Illinois corporation (CICA), and Virginia Surety Company, an Illinois corporation (VSC), as previously amended. Aon, Aon Advisors and CICA are sometimes referred to in this Amendment as the Filing Persons. The Schedule 13D as previously amended and this Amendment relate to the Common Stock (the Common Stock) of ACM Government Opportunity Fund, Inc. (the Issuer). Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Schedule 13D.

- Item 1. Security and Issuer
- Item 2. Identity and Background
- Item 3. Source and Amount of Funds or Other Consideration

Item 4 of the Schedule 13D as previously amended is hereby amended and restated in its entirety as follows:

- Item 4. Purpose of Transaction
- In light of current market conditions, the Filing Persons have determined to suspend for at least the present time their program to reduce their holdings of shares of Common Stock through open-market or other transactions.

One or more of the Filing Persons has discussed, and may continue to discuss, with representatives of the Issuer the current market price and discount from net asset value at which shares of Common Stock have recently traded, and the Filing Persons may suggest that the Issuer consider taking certain actions that could have the effect of enhancing shareholder value.

Except as set forth above, none of the Filing Persons has any current plans or proposals which relate to or would result in any matter described in paragraphs (a) through (j) of Item 4 of Schedule 13D under the Exchange Act. The Filing Persons may, in the future, for any reason and in their sole discretion, change such intentions and formulate additional plans and proposals relating to one or more matters described in such paragraphs.

- Item 5. Interest in Securities of the Issuer
- Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer
- Item 7. Material to Be Filed as Exhibits

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

AON CORPORATION

Date: May 23, 2006

/s/ Richard E. Barry
By: *Richard E. Barry*
Vice President

AON ADVISORS, INC.

Date: May 23, 2006

/s/ Richard E. Barry
By: *Richard E. Barry*
Vice President

COMBINED INSURANCE COMPANY OF AMERICA

Date: May 23, 2006

/s/ Richard E. Barry
By: *Richard E. Barry*
Vice President