

AON CORP  
Form S-3  
October 10, 2002

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As filed with the Securities and Exchange Commission on October 10, 2002

Registration No. 333-

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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### Aon CORPORATION

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**36-3051915**  
(I.R.S. Employer Identification No.)

**200 East Randolph Street  
Chicago, Illinois 60601  
(312) 381-1000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Raymond I. Skilling, Executive Vice President and Chief Counsel**

**Aon Corporation  
200 East Randolph Street  
Chicago, Illinois 60601  
(312) 381-1000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copy of communications to:

**James T. Seery  
Piper Rudnick LLP  
1251 Avenue of the Americas  
New York, New York 10020  
(212) 835-6000**

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**Approximate date of commencement of proposed sale to the public:**

From time to time after this Registration Statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

### CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------|--|---|----------------------------|
| Common stock, par value \$1.00 per share           | 700,000(1)              | \$18.12(2)                               | \$12,684,000(2)                           | \$1,167(2)                 |

(1) This amount does not include up to 3,864,824 shares of unsold common stock covered by Registration Statement No. 333-49300.

(2) The fee was calculated pursuant to Rule 457(c) under the Securities Act of 1933 and was based on the average of the high and low prices of the Common Stock on the New York Stock Exchange on October 7, 2002. Pursuant to Rule 429(b), a filing fee of \$32,905 was paid in connection with the filing of Registration Statement No. 333-49300.

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus herein is a combined Prospectus and also relates to up to 3,864,824 shares of unsold common stock covered by Registration Statement No. 333-49300 previously filed with the Commission on Form S-3 and declared effective November 15, 2000. This Registration Statement also constitutes Post-Effective Amendment No. 1 to Registration Statement No. 333-49300.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

**Subject To Completion, Dated October 9, 2002**

**The information in this prospectus is not complete and may be changed. The selling shareholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

#### Prospectus

## **Aon CORPORATION**

**4,564,824 SHARES**

**COMMON STOCK**

This prospectus relates to 4,564,824 shares of common stock of Aon Corporation. The stockholders selling the shares in this offering have the right to determine both the number of shares they will offer and the time or times when they will offer the shares. They may sell the shares at the market price at the time of sale or at such other prices as they may negotiate. All of the shares covered by this prospectus were originally issued by Aon in connection with the acquisition of ASA Acquisition Corp.

The selling stockholders will receive all of the net proceeds from the sale of the shares offered hereby and will pay all underwriting discounts and selling commissions, if any, applicable to the sale of the shares.

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The common stock is traded on the New York Stock Exchange under the symbol "AOC."

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is \_\_\_\_\_, 2002.

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### WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements, and other information with the Securities and Exchange Commission. You may read and copy any document we file with the SEC at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549 or at the SEC's regional offices located at Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661-2511 and 233 Broadway, New York, New York 10005. You may obtain further information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Our SEC filings are also available to the public over the Internet at the SEC's Web site at <http://www.sec.gov>. In addition, you may inspect our SEC filings at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005, the Chicago Stock Exchange, 440 South LaSalle Street, Chicago, Illinois 60605 and the London Stock Exchange, Old Broad Street, London, England EC2N 1HP. You may find additional information about Aon Corporation and its subsidiaries at our Web site at <http://www.aon.com>. The information on our web site is not a part of this prospectus.

The SEC allows us to "incorporate by reference" into this prospectus the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. Any information referenced this way is considered to be part of this prospectus, and any information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 until all of the securities covered by this prospectus are sold by the selling stockholders.

Annual Report on Form 10-K for the year ended December 31, 2001, as amended by the Annual Report on Form 10-K/A filed on September 27, 2002;

Proxy Statement for the 2002 Annual Meeting of Stockholders filed March 11, 2002;

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Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, as amended by the Quarterly Report on Form 10-Q/A filed on September 27, 2002;

Quarterly Report on Form 10-Q for the quarter ended June 30, 2002;

Current Report on Form 8-K dated April 5, 2002;

Current Report on Form 8-K dated May 30, 2002;

Current Report on Form 8-K dated August 8, 2002;

Current Report on Form 8-K dated August 14, 2002 (Item 5);

Current Report on Form 8-K dated August 14, 2002 (Item 7);

Current Report on Form 8-K dated September 20, 2002; and

The description of Aon Corporation's common stock contained in Item 12 of the registration statement on Form 10 filed on February 19, 1980 (when we were called Combined International Corporation), and any amendment or report which we have filed (or will file after the date of this prospectus and prior to the termination of this offering) for the purpose of updating such description, including Aon Corporation's Current Report on Form 8-K dated April 23, 1987 and Current Report on Form 8-K dated May 9, 2000.

This prospectus is a part of a registration statement we have filed with the SEC relating to the securities. As permitted by SEC rules, this prospectus does not contain all of the information included in the registration statement and the accompanying exhibits and schedules we file with the SEC. You may refer to the registration statement and the exhibits and schedules for more information about us and our securities. The registration statement and exhibits and schedules are also available at the SEC's Public Reference Room or through its Web site.

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You may obtain a copy of these filings, at no cost, by writing to or telephoning us at the following address:

Aon Corporation  
200 East Randolph Drive  
Chicago, Illinois 60601  
Telephone (312) 381-1000  
Attention: Corporate Secretary

You should rely only on the information incorporated by reference or provided in this prospectus. We have not authorized anyone else to provide you with different information. You should not assume that the information in this prospectus is accurate as of any date other than the date on the cover of the applicable document. We are not making an offer of the securities in any state where the offer or sale is not permitted.

### **SPECIAL NOTE ON FORWARD-LOOKING STATEMENTS**

This prospectus and the documents incorporated or deemed to be incorporated by reference herein contain statements concerning our future results and performance and other matters that are "forward-looking" statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934. The words "anticipates," "believes," "estimates," "expects," "plans," "intends" and similar expressions are intended, but are not the exclusive means, to identify these forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical or anticipated results, depending on a

variety of factors. Potential factors that could impact results include:

- general economic conditions in different countries around the world;
- fluctuations in global equity and fixed income markets;
- changes in commercial property and casualty premium rates;
- the competitive environment;
- the actual cost of resolution of contingent liabilities and other loss contingencies;
- the final execution of our business transformation plan, the ultimate cost and timing of our implementation thereof and the actual cost savings and other benefits resulting therefrom;
- whether we ultimately dispose of some or all of our underwriting operations and the terms and timing thereof;
- rating agency actions;
- the cost and availability of debt and other financing; and
- the events surrounding the terrorist attacks of September 11, 2001, including the timing and resolution of related insurance and reinsurance issues.

In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus or documents incorporated or deemed to be incorporated by reference herein might not occur. We will not update forward-looking statements even though our situation may change in the future.

## THE COMPANY

We are a holding company whose operating subsidiaries carry on business in three distinct operating segments: (i) insurance brokerage and other services, (ii) consulting and (iii) insurance underwriting.

Our insurance brokerage and other services segment consists principally of our retail, reinsurance and wholesale brokerage, as well as related insurance services, including claims services, underwriting management, captive insurance company management services and premium financing. These services are provided by subsidiaries of Aon Group, Inc., and certain of our other indirect subsidiaries, including Aon Risk Services Companies, Inc.; Aon Holdings International bv; Aon Services Group, Inc.; Aon Re Worldwide, Inc.; Aon Limited (U.K.); Cananwill, Inc.; and Premier Auto Finance, Inc.

Our consulting segment provides a full range of human capital management services utilizing five practices: employee benefits, compensation, management consulting, outsourcing and communications. These services are provided primarily by subsidiaries and affiliates of Aon Consulting Worldwide, Inc., which is also a subsidiary of Aon Group.

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Our insurance underwriting segment is comprised of supplemental accident and health and life insurance and extended warranty and casualty insurance products and services. Combined Insurance Company of America engages in the marketing and underwriting of accident and health and life insurance products. Combined Specialty Insurance Company (formerly known as Virginia Surety Company, Inc.) and London General Insurance Company Limited offer extended warranty and casualty insurance products and services.

We have 550 offices in over 125 countries and sovereignties and nearly 53,000 professionals and employees who serve millions of clients, policyholders and warrantyholders.

The mailing address of our principal executive offices is 200 East Randolph Street, Chicago, Illinois 60601, and the telephone number of our principal executive offices is (312) 381-1000.

### THE OFFERING

|  |  |
|--|--|
| Common stock offered by selling stockholders   | 4,564,824 shares   |
| Common stock outstanding as of October 7, 2002 | 295,365,361 shares   |
| New York Stock Exchange Symbol                 | AOC  |
| Use of proceeds                                | We will not receive any proceeds from the sale of the common stock being offered by this prospectus. |

The purpose of this offering is to register the resale of the shares of common stock received by the selling stockholders, including shares of common stock issued to certain stockholders as contingent merger consideration, in connection with our acquisition of ASA Acquisition Corp., a New Jersey corporation. On October 2, 2000, Aon acquired all of the issued and outstanding common stock of ASA, through the merger of a wholly-owned subsidiary of Aon, with and into ASA. Pursuant to the terms of the merger agreement, Aon is obligated to issue contingent merger consideration in the form of common stock to certain eligible stockholders. In connection with the merger, Aon entered into a registration rights agreement, which requires Aon to use its best efforts to file, and cause to be declared effective, a registration statement for the shares issued in the merger, including those shares issued as contingent merger consideration, and to keep the registration statement continuously effective until the earlier of

the date on which all of the shares have been sold by the selling stockholders, and

two years following the date on which such registration statement was declared effective by the SEC.

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### USE OF PROCEEDS

The selling stockholders will receive all of the proceeds from any sale of our common stock offered under this prospectus. We will not receive any proceeds from the sale of the common stock offered under this prospectus.

### SELLING STOCKHOLDERS

The following table sets forth:

- (1) the name of each selling stockholder,
- (2) the nature of any position, office or other material relationship which each such selling stockholder has had with us or any of our affiliates within the last three years,
- (3) the number of shares of common stock owned by each such selling stockholder prior to the offering,

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(4) the number of shares of common stock owned offered for each such selling stockholder's account, and

(5) the number of shares of common stock owned by each such selling stockholder after completion of the offering.

All of the selling stockholders were employees or representatives of ASA at or prior to the date of the merger of ASA with and into a subsidiary of Aon. A substantial majority of the selling stockholders are employed by subsidiaries of Aon. No selling stockholders will own one percent or more of our common stock following the offering.

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| Selling Stockholder    | Number of<br>Shares Owned<br>Prior to Offering | Number of<br>Shares to<br>be Sold | Number of<br>Shares Owned<br>After Offering |
|------------------------|--|-----------------------------------|---|
| Ramanand Achanta       | 329  | 329                               | 0   |
| Darius Adams           | 12   | 12                                | 0   |
| Terry Adamson          | 2,344  | 2,344                             | 0   |
| John Albrecht          | 31   | 31                                | 0   |
| Ian Alex               | 1,109  | 1,109                             | 0   |
| Vicken Alexanian       | 289  | 289                               | 0   |
| Anthony Allen          | 28   | 28                                | 0   |
| Michael J. Allen       | 19   | 19                                | 0   |
| Sandra Allende         | 12   | 12                                | 0   |
| David Alpert           | 888  | 888                               | 0   |
| Ruth Anderman-Lanza    | 477  | 477                               | 0   |
| Thomas P. Anderson     | 1,830  | 1,830                             | 0   |
| Irlande Andre-Johnson  | 31   | 31                                | 0   |
| Kristie L. Andresen    | 976  | 976                               | 0   |
| Ted Mark Andrews       | 13,860   | 13,860                            | 0   |
| Michael Andrews-Kulis  | 19   | 19                                | 0   |
| Robert Angelica        | 17   | 17                                | 0   |
| Mary Ann Arlt          | 25,100   | 25,100                            | 0   |
| Kevin R. Armant        | 6,025  | 6,025                             | 0   |
| Paulette Askew         | 68   | 68                                | 0   |
| Michelle Atchley       | 342  | 342                               | 0   |
| Bradley J. Au          | 4,436  | 4,436                             | 0   |
| Aleksander Ayerov      | 831  | 831                               | 0   |
| Suresh Babu            | 56   | 56                                | 0   |
| Thomas A. Bainbridge   | 111  | 111                               | 0   |
| Thomas G. Bainbridge   | 54,726   | 54,726                            | 0   |
| Cecilia Baita-Elhattab | 11   | 11                                | 0   |
| John F. Balaban        | 4,678  | 4,678                             | 0   |
| Sofia Balios           | 477  | 477                               | 0   |
| Ricc Ballard           | 162  | 162                               | 0   |
| Brendon M. Banks       | 102  | 102                               | 0   |
| Laurie L. Banwart      | 169  | 169                               | 0   |
| Randall Barnett        | 1,441  | 1,441                             | 0   |
| Kalyan K. Basu         | 104,991  | 104,991                           | 0   |
| Bridget C. Bauer       | 68   | 68                                | 0   |
| Deborah Beatty         | 12   | 12                                | 0   |
| Art Beauchamp          | 1,405  | 1,405                             | 0   |
| Franklin B. Becker     | 194,503  | 194,503                           | 0   |
| Michele M. Becker      | 5,637  | 5,637                             | 0   |
| Michelle L. Belcaro    | 28   | 28                                | 0   |
| Janet M. Bellis        | 8  | 8                                 | 0   |
| June E. Benkiel        | 68   | 68                                | 0   |
| Nancy T. Bertram       | 554  | 554                               | 0   |

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| Selling Stockholder | Number of<br>Shares Owned<br>Prior to Offering | Number of<br>Shares to<br>be Sold | Number of<br>Shares Owned<br>After Offering |
|---------------------|--|-----------------------------------|---|
| Nimisha V. Bhatt    | 477  | 477                               | 0   |
| Ame R.T. Biggart    | 1,845  | 1,845                             | 0   |
| Amy Bigge           | 318  | 318                               | 0   |
| Gretchen Bilhardt   | 1,830  | 1,830                             | 0   |
| Leonard R. Billa    | 340  | 340                               | 0   |
| Ann Marie Black     | 100  | 100                               | 0   |
| Jennifer L. Black   | 318  | 318                               | 0   |

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|                          |         |         |   |
|--------------------------|---------|---------|---|
| Lori A. Black            | 64      | 64      | 0 |
| Charles Blanchard        | 162     | 162     | 0 |
| Jay E. Blumenreich       | 2,218   | 2,218   | 0 |
| Luke Bodenstein          | 318     | 318     | 0 |
| Carol A. Boettger        | 442     | 442     | 0 |
| Christopher M. Bone      | 150,230 | 150,230 | 0 |
| Larry Booth              | 68      | 68      | 0 |
| Scott Borchers           | 437     | 437     | 0 |
| Lewis Borgenicht         | 31,919  | 31,919  | 0 |
| Lesley Bourne            | 68      | 68      | 0 |
| Deborah Bowers           | 97      | 97      | 0 |
| Stephen Boyar            | 8,892   | 8,892   | 0 |
| Jo-Anne Bragg            | 1,386   | 1,386   | 0 |
| Ben S. Brandon           | 457     | 457     | 0 |
| Joseph Brechka           | 1,386   | 1,386   | 0 |
| John Breitwieser         | 1,663   | 1,663   | 0 |
| Mary Denise Bruton       | 1,275   | 1,275   | 0 |
| Stephen Bryson           | 1,386   | 1,386   | 0 |
| Mark Brzostowski         | 9,980   | 9,980   | 0 |
| James F. Buchanan        | 554     | 554     | 0 |
| Jeffrey Buchman          | 3,603   | 3,603   | 0 |
| Ronald W. Buesser        | 1,663   | 1,663   | 0 |
| Michael Bullard          | 1,595   | 1,595   | 0 |
| Carol D. Bunton          | 887     | 887     | 0 |
| Victor Buonopane         | 2,221   | 2,221   | 0 |
| Roger L. Burke           | 68      | 68      | 0 |
| Thomas J. Burmester      | 128     | 128     | 0 |
| Minh Byers               | 68      | 68      | 0 |
| Jose R. Cadiz            | 68      | 68      | 0 |
| Natalie A. Calello       | 277     | 277     | 0 |
| Maria Victoria Calica    | 68      | 68      | 0 |
| John Cameron             | 162     | 162     | 0 |
| Susan M. Cannata         | 96      | 96      | 0 |
| Michelle A. Capetillo    | 68      | 68      | 0 |
| Robert C. Capperella     | 1,127   | 1,127   | 0 |
| Korin R. Cardinal        | 68      | 68      | 0 |
| Linda M. Cardone         | 102     | 102     | 0 |
| William M. Carroll       | 144     | 144     | 0 |
| Maria Carter             | 162     | 162     | 0 |
| Jeff Chad                | 9,425   | 9,425   | 0 |
| Louise Chambers          | 1,939   | 1,939   | 0 |
| Jonathan L. Cheney       | 1,830   | 1,830   | 0 |
| Andrew Cheung            | 56      | 56      | 0 |
| Chin Il Choe             | 83      | 83      | 0 |
| Susan Choe               | 1,663   | 1,663   | 0 |
| Barbara Christie-Solomon | 831     | 831     | 0 |
| Charles J. Clark         | 222     | 222     | 0 |
| Nikki L. Cleaves         | 162     | 162     | 0 |



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|------------------|-------|-------|---|
| Pamela M. Cohen  | 1,023 | 1,023 | 0 |
| Staci C. Coleman | 68    | 68    | 0 |

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|                        |        |        |   |
|------------------------|--------|--------|---|
| Luiza Console          | 139    | 139    | 0 |
| Lawrence Cooney        | 159    | 159    | 0 |
| Sharogerlene Cooper    | 68     | 68     | 0 |
| Thomas A. Cooper       | 888    | 888    | 0 |
| Mary Frances Copeland  | 271    | 271    | 0 |
| Lynda G. Costello      | 755    | 755    | 0 |
| Martina Cousin         | 554    | 554    | 0 |
| Michele A. Craine      | 635    | 635    | 0 |
| Anthony S. Crisci, Jr. | 315    | 315    | 0 |
| John D. Cronin         | 169    | 169    | 0 |
| David B. Cullinan      | 184    | 184    | 0 |
| Josie Darby            | 166    | 166    | 0 |
| Frank Daspit           | 4,032  | 4,032  | 0 |
| Normarie Davis         | 15     | 15     | 0 |
| James C. Daw           | 1,719  | 1,719  | 0 |
| Sherry A. Deen-Narain  | 166    | 166    | 0 |
| Amy DeLorenzo          | 90     | 90     | 0 |
| Doreen Devine          | 1,416  | 1,416  | 0 |
| Karim Dhanani          | 928    | 928    | 0 |
| Sherry Dineen          | 477    | 477    | 0 |
| Lucas DiPalermo        | 340    | 340    | 0 |
| Lynn W. Dippold        | 11,088 | 11,088 | 0 |
| Thomas J. Dolan        | 18,672 | 18,672 | 0 |
| Thomas P. Dolan        | 7,208  | 7,208  | 0 |
| Ronald J. Dolecki      | 21,053 | 21,053 | 0 |
| Dee Dominick Bradley   | 1,830  | 1,830  | 0 |
| Linda M. Downing       | 87     | 87     | 0 |
| Gertrude E. Downs      | 510    | 510    | 0 |
| Patricia Dowse         | 166    | 166    | 0 |
| Nathan J. Drapkin      | 484    | 484    | 0 |
| Carol Droppa           | 431    | 431    | 0 |
| Babu Dukkupati         | 332    | 332    | 0 |
| Swarna Dukkupati       | 277    | 277    | 0 |
| Douglass S. Dunbar     | 3,210  | 3,210  | 0 |
| Melissa M. Dutcher     | 318    | 318    | 0 |
| Tracy E. Eaton         | 332    | 332    | 0 |
| Steven H. Ellner       | 4,357  | 4,357  | 0 |
| David Engelhaupt       | 162    | 162    | 0 |
| Marybeth Eppig         | 296    | 296    | 0 |
| Christian Eyert        | 97     | 97     | 0 |
| Robert J. Fallon       | 167    | 167    | 0 |
| Robert B. Fane         | 998    | 998    | 0 |
| Karen M. Fanis         | 68     | 68     | 0 |
| Leonard Farrell        | 340    | 340    | 0 |
| Anthony V. Ferraro     | 2,325  | 2,325  | 0 |
| Karen E. Fischer       | 244    | 244    | 0 |
| Franklin L. Fisher     | 2,786  | 2,786  | 0 |
| Morris Fishman         | 10,395 | 10,395 | 0 |
| Teresa Fitzsimmons     | 28     | 28     | 0 |
| Mary P. Flynn          | 68     | 68     | 0 |

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|                    |       |       |   |
|--------------------|-------|-------|---|
| Edward W. Fox      | 7,606 | 7,606 | 0 |
| Mark David Frankel | 444   | 444   | 0 |
| Frank Fratoni      | 444   | 444   | 0 |
| Dee Ann Frawley    | 880   | 880   | 0 |
| David Freeman      | 2,163 | 2,163 | 0 |

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|                         |         |         |   |
|-------------------------|---------|---------|---|
| Thomas Freiler          | 162     | 162     | 0 |
| Eddie J. French         | 68      | 68      | 0 |
| Kevin W. Fuller         | 204     | 204     | 0 |
| Kathleen Gail           | 1,941   | 1,941   | 0 |
| Matthew T. Gallardo     | 68      | 68      | 0 |
| Gerald Gallimore        | 28      | 28      | 0 |
| JoAnn Gallimore         | 106     | 106     | 0 |
| Kimberly Gambles        | 100     | 100     | 0 |
| Felix I. Garcia         | 238     | 238     | 0 |
| Samuel Garcia           | 68      | 68      | 0 |
| Sondra Gardiner         | 714     | 714     | 0 |
| Sherilynn Gardner-Pitre | 139     | 139     | 0 |
| Deanna Gee              | 1,220   | 1,220   | 0 |
| Jeanette R. Gibson      | 1,830   | 1,830   | 0 |
| John J. Gish            | 168,858 | 168,858 | 0 |
| Lane L. Glasgow         | 1,443   | 1,443   | 0 |
| Lawrence Golden         | 24,143  | 24,143  | 0 |
| Raja Gopalan            | 194     | 194     | 0 |
| G. Hart Gordon          | 1,663   | 1,663   | 0 |
| Douglas Gore            | 28      | 28      | 0 |
| Michelle M. Graham      | 408     | 408     | 0 |
| Barbara Gross           | 435     | 435     | 0 |
| Linda Grosso            | 13,860  | 13,860  | 0 |
| Robert Grotyohann       | 172     | 172     | 0 |
| John Grywalski, Jr.     | 493     | 493     | 0 |
| Michael J. Gulotta      | 207,396 | 207,396 | 0 |
| Michael J. Gulotta Jr.  | 4,763   | 4,763   | 0 |
| Eric Haensgen           | 68      | 68      | 0 |
| Daniel A. Hajjar        | 2,759   | 2,759   | 0 |
| Linda E. Hakala         | 486     | 486     | 0 |
| Andrea M. Hall          | 1,285   | 1,285   | 0 |
| Sandra Hallman          | 1,296   | 1,296   | 0 |
| Nancy Halloran          | 162     | 162     | 0 |
| Rodney G. Hannah        | 514     | 514     | 0 |
| Donald P. Harrington    | 13,696  | 13,696  | 0 |
| Roger C. Harris         | 3,579   | 3,579   | 0 |
| Sherman Harris          | 159     | 159     | 0 |
| James B. Harvey         | 68      | 68      | 0 |
| Diann Z. Hatcher        | 100     | 100     | 0 |
| Diane L. Hauschild      | 375     | 375     | 0 |
| Don Hawes               | 167     | 167     | 0 |
| Jane Hawes              | 12      | 12      | 0 |
| Terry W. Hayes          | 64      | 64      | 0 |
| John A. Hebenstreit     | 2,215   | 2,215   | 0 |
| Frederick N. Heidorn    | 16,632  | 16,632  | 0 |

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|   |         |         |   |
|---|---------|---------|---|
| Lenard Henley                           | 68      | 68      | 0 |
| David A. Hennessy/Elizabeth R. Hennessy | 575     | 575     | 0 |
| Ellen Hennessy                          | 10,327  | 10,327  | 0 |
| Ellen Hennessy and Frank Daspit         | 39,943  | 39,943  | 0 |
| Diane K. Herwehe                        | 2       | 2       | 0 |
| James L. Hess                           | 117,478 | 117,478 | 0 |
| Mindy S. Hintelmann                     | 341     | 341     | 0 |
| Dennis T. Hirata                        | 2,218   | 2,218   | 0 |
| Kevin Ho                                | 1,109   | 1,109   | 0 |
| Stephen Hoeffner                        | 10,241  | 10,241  | 0 |
| Mark A. Hollis                          | 1,830   | 1,830   | 0 |
| Kathleen Holness                        | 5,947   | 5,947   | 0 |
| Donna Holt                              | 97      | 97      | 0 |
| Wendy W. Hom                            | 4,628   | 4,628   | 0 |

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|                       |        |        |   |
|-----------------------|--------|--------|---|
| Tsochih Hong          | 1,185  | 1,185  | 0 |
| Thomas C. Hoskins     | 1,830  | 1,830  | 0 |
| Bi-Hwa Huang          | 83     | 83     | 0 |
| Matthew Hucher        | 315    | 315    | 0 |
| Cyrus W. Huneycutt    | 651    | 651    | 0 |
| Chi Heng Hung         | 3,743  | 3,743  | 0 |
| Mandy Hussey          | 162    | 162    | 0 |
| Colin Hwang           | 264    | 264    | 0 |
| Jeannie Hwang         | 943    | 943    | 0 |
| Dennis Hyland         | 3,326  | 3,326  | 0 |
| Pina Infusini         | 1,608  | 1,608  | 0 |
| Gregory Ingle         | 848    | 848    | 0 |
| Barbara Iocca         | 277    | 277    | 0 |
| Sheree Jaeck          | 22     | 22     | 0 |
| Richard Jaffke        | 3,326  | 3,326  | 0 |
| Alexander J. Jaloway  | 971    | 971    | 0 |
| Allen James           | 4,436  | 4,436  | 0 |
| John Jarka            | 1,155  | 1,155  | 0 |
| John T. Jarusiewicz   | 2,218  | 2,218  | 0 |
| Thomas H. Jarusiewicz | 318    | 318    | 0 |
| Tyler A. Jayroe       | 4,211  | 4,211  | 0 |
| George H. Jelinski    | 340    | 340    | 0 |
| Elaine E. Jennings    | 16,632 | 16,632 | 0 |
| Sujatha Jeyaraman     | 162    | 162    | 0 |
| Steven G. Johnson     | 618    | 618    | 0 |
| Eleanor Jones         | 8      | 8      | 0 |
| Kenneth S. Jones      | 1,330  | 1,330  | 0 |
| Patricia Jones        | 68     | 68     | 0 |
| Shirley Jones         | 998    | 998    | 0 |
| John Joynes           | 510    | 510    | 0 |
| Kathleen A. Jurs      | 262    | 262    | 0 |
| Janice M. Karlson     | 179    | 179    | 0 |
| Suzanne R. Katambwe   | 554    | 554    | 0 |
| Andrea Katz           | 3,711  | 3,711  | 0 |
| Raymond Keane         | 998    | 998    | 0 |
| Adele Kellman         | 144    | 144    | 0 |

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|                          |        |        |   |
|--------------------------|--------|--------|---|
| Cynthia F. Kelly         | 318    | 318    | 0 |
| Kathleen Kelly           | 95     | 95     | 0 |
| Allyson Kemka            | 277    | 277    | 0 |
| Joseph M. Kemka          | 21,832 | 21,832 | 0 |
| Julia Kent               | 148    | 148    | 0 |
| Abdul S. Kerim           | 68     | 68     | 0 |
| Karen W. Khan Curley     | 1,023  | 1,023  | 0 |
| Elizabeth Khazzam        | 146    | 146    | 0 |
| Richard Kiehn            | 4      | 4      | 0 |
| Kristine A. Klepper      | 5,544  | 5,544  | 0 |
| Bradford Klinck          | 12,214 | 12,214 | 0 |
| Edward Klos              | 16,634 | 16,634 | 0 |
| Erin A. Knoell           | 56     | 56     | 0 |
| Paul L. Koch             | 2,530  | 2,530  | 0 |
| Michael Konarski         | 169    | 169    | 0 |
| Sharon L. Kophanel       | 2,266  | 2,266  | 0 |
| Joanna Kostrzewa         | 831    | 831    | 0 |
| Patricia A. Kowall       | 340    | 340    | 0 |
| Cheryl J. Kramer Rothman | 1,577  | 1,577  | 0 |
| Ramraj Krishnan          | 1,386  | 1,386  | 0 |
| Linda Kruse              | 1,663  | 1,663  | 0 |
| Hui-Lin Kuo              | 1,275  | 1,275  | 0 |
| Janice C. Kupka          | 68     | 68     | 0 |

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|                      |        |        |   |
|----------------------|--------|--------|---|
| Scott P. Kutcher     | 139    | 139    | 0 |
| Mandy R. Laesch      | 169    | 169    | 0 |
| Louis A. Laffin      | 56     | 56     | 0 |
| Beverly G. Landstrom | 42,211 | 42,211 | 0 |
| Vanessa Lannert      | 443    | 443    | 0 |
| Troy M. LaRue        | 117    | 117    | 0 |
| Ky T. Le             | 867    | 867    | 0 |
| Martha G. Leahy      | 68     | 68     | 0 |
| James T. Lecher      | 477    | 477    | 0 |
| Paul Lee             | 683    | 683    | 0 |
| Dawn R. Lemke        | 68     | 68     | 0 |
| Helen Leung          | 139    | 139    | 0 |
| Debbie S. Liebeskind | 1,012  | 1,012  | 0 |
| Wei-Liang Lin        | 278    | 278    | 0 |
| Mary Liscoub         | 443    | 443    | 0 |
| Henry Lo             | 166    | 166    | 0 |
| Rita L. Lo           | 1,004  | 1,004  | 0 |
| Malaika Lock         | 68     | 68     | 0 |
| Amy L. Loether       | 11,088 | 11,088 | 0 |
| Lynn Lombardo        | 554    | 554    | 0 |
| Lisa Lombardo-Claus  | 1,386  | 1,386  | 0 |
| Kimberly C. Lorenz   | 169    | 169    | 0 |
| Patricia M. Losey    | 159    | 159    | 0 |
| Amy J. Lucks         | 477    | 477    | 0 |
| Thomas E. Luther     | 486    | 486    | 0 |
| James L. Lutrell     | 238    | 238    | 0 |
| Scott J. Macey       | 1,647  | 1,647  | 0 |

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|                             |        |        |   |
|-----------------------------|--------|--------|---|
| Katie J. Maldonado          | 102    | 102    | 0 |
| Sandra D. Malebranche       | 375    | 375    | 0 |
| Robert Malone               | 1,021  | 1,021  | 0 |
| Anthony N. Manganello       | 68     | 68     | 0 |
| Gary Mann                   | 2,653  | 2,653  | 0 |
| Melissa R. Manza            | 318    | 318    | 0 |
| Scott Margolin              | 1,774  | 1,774  | 0 |
| Paul F. Marmora             | 278    | 278    | 0 |
| Susan D. Marsh              | 772    | 772    | 0 |
| Marjorie R. Martin          | 5,544  | 5,544  | 0 |
| Michele Mastropolo          | 4      | 4      | 0 |
| Arliss Matich               | 68     | 68     | 0 |
| Shea D. Maulsby             | 11,088 | 11,088 | 0 |
| Michael J. Maxwell          | 19,678 | 19,678 | 0 |
| Kenneth Mayda               | 971    | 971    | 0 |
| Michael Mayhew              | 162    | 162    | 0 |
| Geraldine Mazalewski        | 159    | 159    | 0 |
| Mary E. Mazurek             | 442    | 442    | 0 |
| John McCarthy               | 1,109  | 1,109  | 0 |
| Dorothy McFarland           | 442    | 442    | 0 |
| Eileen McGee                | 117    | 117    | 0 |
| Eileen McGrath              | 874    | 874    | 0 |
| William David McKinnie, III | 50,063 | 50,063 | 0 |
| Daniel R. McMonagle         | 29     | 29     | 0 |
| Martin Meadow               | 831    | 831    | 0 |
| Thomas W. Meagher           | 8,419  | 8,419  | 0 |
| Christopher Mealin          | 17     | 17     | 0 |
| Henry J. Mealin             | 5,524  | 5,524  | 0 |
| John Mealin                 | 4,353  | 4,353  | 0 |
| Jillian Medoff              | 453    | 453    | 0 |
| Elizabeth A. Mendola        | 350    | 350    | 0 |
| Carmen Metcalfe             | 139    | 139    | 0 |

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|                         |        |        |   |
|-------------------------|--------|--------|---|
| Nancy J. Mienhardt      | 1,160  | 1,160  | 0 |
| Alice Miller            | 340    | 340    | 0 |
| Daniel Miller           | 8,871  | 8,871  | 0 |
| David C. Miller         | 2,117  | 2,117  | 0 |
| John J. Miller          | 56,674 | 56,674 | 0 |
| Monika Minor            | 162    | 162    | 0 |
| Lawrence A. Moellers    | 110    | 110    | 0 |
| Theresa A. Mohr         | 1,164  | 1,164  | 0 |
| Kenneth C. Morgan       | 29,979 | 29,979 | 0 |
| Nancy K. Mueller        | 68     | 68     | 0 |
| Arthur Murphy           | 1,079  | 1,079  | 0 |
| John Murphy             | 2,771  | 2,771  | 0 |
| Sandra B. Murray        | 11     | 11     | 0 |
| David Myles             | 166    | 166    | 0 |
| Sujatha Nampalli        | 68     | 68     | 0 |
| Christopher A. Narcisco | 64     | 64     | 0 |
| Wendy A. Neal           | 945    | 945    | 0 |
| Glen C. Nebel           | 1,986  | 1,986  | 0 |

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|                           |        |        |   |
|---------------------------|--------|--------|---|
| Paul M. Nelson            | 68     | 68     | 0 |
| Jonathan Nemeth           | 26,367 | 26,367 | 0 |
| John Nestico              | 4,638  | 4,638  | 0 |
| Khanh Nguyen              | 179    | 179    | 0 |
| Andrzej T. Niewiadomski   | 2,218  | 2,218  | 0 |
| Mien H. Niu               | 1,333  | 1,333  | 0 |
| Thomas E. Norton          | 24,388 | 24,388 | 0 |
| Maritza L. Nowakowski     | 2,486  | 2,486  | 0 |
| Denise B. O'Bara          | 95     | 95     | 0 |
| Jessica M. Occhino        | 186    | 186    | 0 |
| George F. O'Donnell       | 23,293 | 23,293 | 0 |
| Florence O. Odufu         | 68     | 68     | 0 |
| Femi O. Odulana           | 1,663  | 1,663  | 0 |
| Christine M. Olhava-Ablin | 34     | 34     | 0 |
| Elizabeth A. Olson        | 2,218  | 2,218  | 0 |
| Linda Orr                 | 720    | 720    | 0 |
| Alan Oskowsky             | 1,968  | 1,968  | 0 |
| John O'Sullivan           | 5,493  | 5,493  | 0 |
| Dorothy M. Ott            | 203    | 203    | 0 |
| Stanislaw Pade            | 1,369  | 1,369  | 0 |
| Joseph J. Pagano          | 1,830  | 1,830  | 0 |
| Brenda Page               | 97     | 97     | 0 |
| Janna M. Paolino          | 68     | 68     | 0 |
| Thomas J. Parciak         | 15,727 | 15,727 | 0 |
| John C. Parr              | 3,623  | 3,623  | 0 |
| Timothy Parris            | 28     | 28     | 0 |
| Raymount Paschal          | 12     | 12     | 0 |
| Ankita M. Patel           | 68     | 68     | 0 |
| Margi Patel               | 68     | 68     | 0 |
| Joseph Paterno            | 333    | 333    | 0 |
| Dean Pedretti             | 19     | 19     | 0 |
| Maria L. Perez            | 8      | 8      | 0 |
| Auburn Perkins            | 4      | 4      | 0 |
| Raymond Perry             | 1,220  | 1,220  | 0 |
| Shannon Perry-Tucker      | 120    | 120    | 0 |
| Gina Petrone-Mumolie      | 1,663  | 1,663  | 0 |
| Stephanie Pfeiffer        | 31     | 31     | 0 |
| Thi M. Pham               | 95     | 95     | 0 |
| Linda S. Phillips         | 442    | 442    | 0 |
| Marklyn W. Pierre         | 68     | 68     | 0 |
| Vinita Pilani             | 194    | 194    | 0 |

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|                    |        |        |   |
|--------------------|--------|--------|---|
| Luc Pomerleau      | 244    | 244    | 0 |
| Khuzema Poonawala  | 68     | 68     | 0 |
| Dylan Porter       | 4,436  | 4,436  | 0 |
| David P. Previte   | 251    | 251    | 0 |
| Doug L. Pryor      | 1,539  | 1,539  | 0 |
| Amin Purshottam    | 554    | 554    | 0 |
| Ann Rachel Quesada | 43,270 | 43,270 | 0 |
| Antonio P. Quesada | 2,079  | 2,079  | 0 |
| Kathleen A. Quinn  | 34     | 34     | 0 |

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|                              |         |         |   |
|------------------------------|---------|---------|---|
| Vivian V. Quintanilla        | 31      | 31      | 0 |
| Hugh R. Raines               | 8       | 8       | 0 |
| Jennifer Rambusch            | 357     | 357     | 0 |
| Neela K. Ranade              | 8,944   | 8,944   | 0 |
| Joi Randall                  | 277     | 277     | 0 |
| Christine Randle             | 609     | 609     | 0 |
| Otis C. Ray                  | 6,737   | 6,737   | 0 |
| Mary Elizabeth Redding       | 6,748   | 6,748   | 0 |
| Robert Reddington            | 56,288  | 56,288  | 0 |
| Rebecca W. Redman            | 2,495   | 2,495   | 0 |
| Susan M. Rees                | 11      | 11      | 0 |
| W. Mitchell Rees             | 9,703   | 9,703   | 0 |
| Anne M. Reminger             | 159     | 159     | 0 |
| Leslie H. Richmond           | 16,467  | 16,467  | 0 |
| Nicole A. Rickmond           | 266     | 266     | 0 |
| Judith Ringlein-Dunn         | 204     | 204     | 0 |
| Calvin R. Roberson           | 68      | 68      | 0 |
| Elizabeth Robinson           | 190     | 190     | 0 |
| Jeffrey Robinson             | 5,544   | 5,544   | 0 |
| John T. Rock                 | 296     | 296     | 0 |
| Mary C. Romash               | 11      | 11      | 0 |
| Beverly S. Rose              | 13,860  | 13,860  | 0 |
| Donna L. Rose                | 225     | 225     | 0 |
| Mark Rosenberg               | 2,577   | 2,577   | 0 |
| Rachel Rosengard             | 16      | 16      | 0 |
| Lester J. Rosensaft          | 190,976 | 190,976 | 0 |
| Randall Roth                 | 1,142   | 1,142   | 0 |
| Allen J. Rothman             | 46,251  | 46,251  | 0 |
| Wanda Russell                | 971     | 971     | 0 |
| Gordon Rutledge              | 4,436   | 4,436   | 0 |
| Jack Sabley                  | 190     | 190     | 0 |
| Sylvia Sae                   | 342     | 342     | 0 |
| Rafael Sanchez               | 974     | 974     | 0 |
| Benjamin J. Sandborg         | 554     | 554     | 0 |
| Antonietta Sartor            | 79      | 79      | 0 |
| Ingalill Saxena              | 1,666   | 1,666   | 0 |
| John Scala                   | 1,494   | 1,494   | 0 |
| Cherylllee Schachel          | 477     | 477     | 0 |
| Rita L. Schmieder            | 68      | 68      | 0 |
| Estate of Clarin S. Schwartz | 51,123  | 51,123  | 0 |
| Barry K. Schweps             | 1,278   | 1,278   | 0 |
| Karen A. Sefcik              | 6,376   | 6,376   | 0 |
| Frank B. Senese              | 128     | 128     | 0 |
| Deborah J. Sessoms           | 780     | 780     | 0 |
| Kelly Shah                   | 8,871   | 8,871   | 0 |
| Amy Sham                     | 1,150   | 1,150   | 0 |
| Sherry Shaw-Kobee            | 554     | 554     | 0 |
| Yelena Shchekina             | 169     | 169     | 0 |
| Brian R. Shepherd            | 12      | 12      | 0 |
| Donna Sherratt-Bado          | 238     | 238     | 0 |

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|                         |        |        |   |
|-------------------------|--------|--------|---|
| Mary-Catherine Shiflett | 2,218  | 2,218  | 0 |
| Stephen H. Shub         | 833    | 833    | 0 |
| Jefferson T. Simmons    | 102    | 102    | 0 |
| Michelle M. Sims        | 4      | 4      | 0 |
| Scott B. Singhass       | 169    | 169    | 0 |
| Richard C. Skibinski    | 68     | 68     | 0 |
| Craig S. Smith          | 169    | 169    | 0 |
| Gerald Smith            | 1,663  | 1,663  | 0 |
| Kenyata Smith           | 68     | 68     | 0 |
| James M. Smitreski      | 5,277  | 5,277  | 0 |
| Leslie K. Soo Hoo       | 8,871  | 8,871  | 0 |
| Maribel Soto            | 159    | 159    | 0 |
| Matthew Spicer          | 162    | 162    | 0 |
| Vicki Squire-Hall       | 190    | 190    | 0 |
| Vincent Stesner         | 1,241  | 1,241  | 0 |
| William F. Stopa        | 976    | 976    | 0 |
| Ellen Stuckey           | 53     | 53     | 0 |
| Stephanie L. Sturm      | 68     | 68     | 0 |
| Alene Styles-Glover     | 1,031  | 1,031  | 0 |
| Lisa Stylianou          | 28     | 28     | 0 |
| Warren P. Suggs         | 1,663  | 1,663  | 0 |
| Eric Summers            | 1,830  | 1,830  | 0 |
| Ying Loi Sung           | 3,326  | 3,326  | 0 |
| Jon D. Sutcliffe        | 7,374  | 7,374  | 0 |
| John Swaney             | 554    | 554    | 0 |
| Rezzelline Tan          | 166    | 166    | 0 |
| Nancy M. Tartaro        | 18,166 | 18,166 | 0 |
| Chris D. Taylor         | 4      | 4      | 0 |
| Valencia Taylor         | 28     | 28     | 0 |
| James Teasley           | 323    | 323    | 0 |
| Nancy Thacker           | 1,109  | 1,109  | 0 |
| Juna Thelemaque         | 8      | 8      | 0 |
| Raymond N. Thomas       | 2,748  | 2,748  | 0 |
| Andrew W. Thompson      | 2,818  | 2,818  | 0 |
| Sani Timbadia           | 318    | 318    | 0 |
| Sharon Tomita           | 1,663  | 1,663  | 0 |
| Pamela Y. Toussaint     | 3,471  | 3,471  | 0 |
| Ollie Treadway          | 4,616  | 4,616  | 0 |
| Louis Tremblay          | 21     | 21     | 0 |
| Marie Frances Trometer  | 340    | 340    | 0 |
| Thau-Yung Tsao          | 56     | 56     | 0 |
| Alan Turetz             | 10,701 | 10,701 | 0 |
| Andrzej Tyminski        | 998    | 998    | 0 |
| Christine J. Ubertaccio | 3,579  | 3,579  | 0 |
| Richard Vair            | 9,273  | 9,273  | 0 |
| April H. Valerio        | 162    | 162    | 0 |
| Lynda Van Hoorn         | 277    | 277    | 0 |
| Douglas Varga           | 1,830  | 1,830  | 0 |
| Vinod Vedvyas           | 2,771  | 2,771  | 0 |
| Ada C. Villahermosa     | 28     | 28     | 0 |

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|                       |        |        |   |
|-----------------------|--------|--------|---|
| Lucretia Benee Vinson | 2      | 2      | 0 |
| Aimee L. Viola        | 29,158 | 29,158 | 0 |
| Marie Vladoic         | 68     | 68     | 0 |
| F. Randy Vogenberg    | 11,088 | 11,088 | 0 |
| Shawn C. Vollmann     | 340    | 340    | 0 |
| Robert Wagner         | 1,497  | 1,497  | 0 |
| Elaine Walsh          | 1,109  | 1,109  | 0 |
| Augustine Wan         | 604    | 604    | 0 |

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|                          |        |           |   |
|--------------------------|--------|-----------|---|
| Bor-Sing Wang            | 2,294  | 2,294     | 0 |
| Edward D. Ward           | 554    | 554       | 0 |
| Mary M. Ward             | 5,991  | 5,991     | 0 |
| Kimberly C. Warwick      | 150    | 150       | 0 |
| Eddie R. Watson II       | 350    | 350       | 0 |
| James W. Wells           | 2,412  | 2,412     | 0 |
| Kenneth R. Wells         | 888    | 888       | 0 |
| Vernetta S. Wells        | 194    | 194       | 0 |
| Michael J. Whalen        | 169    | 169       | 0 |
| Amie D. White            | 169    | 169       | 0 |
| Jeanne Whitmore          | 95     | 95        | 0 |
| James R. Wiggins         | 1,386  | 1,386     | 0 |
| Jennifer J. Wikstrom     | 88     | 88        | 0 |
| Henry B. Wilantewicz III | 186    | 186       | 0 |
| B. Jill Wilkinson        | 277    | 277       | 0 |
| Thomas J. Will           | 1,654  | 1,654     | 0 |
| Jacqueline Williams      | 68     | 68        | 0 |
| Patricia I. Wilner       | 1,386  | 1,386     | 0 |
| Lawrence F. Wilson       | 8,316  | 8,316     | 0 |
| Hoi Shun Wong            | 95     | 95        | 0 |
| Michael G. Worthen       | 162    | 162       | 0 |
| Hugh L. Worthington      | 204    | 204       | 0 |
| Harry Wright             | 18,382 | 18,382    | 0 |
| Philip Wright            | 17,083 | 17,083    | 0 |
| Suzanne C. Wyatt         | 1,830  | 1,830     | 0 |
| Maryann Yim              | 1,663  | 1,663     | 0 |
| David P. York            | 1,386  | 1,386     | 0 |
| Gretchen K. Young        | 4,452  | 4,452     | 0 |
| Thomas M. Zavist         | 4,030  | 4,030     | 0 |
| Kelley Zittinger         | 162    | 162       | 0 |
|                          |        |           |   |
|                          |        | 2,395,072 |   |

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### PLAN OF DISTRIBUTION

We will receive no part of the proceeds of any sales made hereunder. We will pay all expenses of registration incurred in connection with this offering and in connection with the offering and sale of the shares, other than commissions, discounts and fees of underwriters, dealers or agents. All selling and other expenses incurred by the selling stockholders will be borne by the selling stockholders.

The selling stockholders and any broker-dealers participating in the distribution of the shares may be deemed to be "underwriters" within the meaning of the Securities Act of 1933, and any commissions or discounts given to any such broker-dealer may be regarded as underwriting commissions or discounts under that Act.

The selling stockholders may from time to time sell all or a portion of the shares on the New York Stock Exchange or on any national securities exchange on which our common stock may be listed or traded, in negotiated transactions or otherwise, at prices then prevailing or related to the then current market price or at negotiated prices. The shares will not be sold in an underwritten public offering. The shares may be sold directly or through brokers or dealers. The methods by which the shares may be sold include:

- (1) a block trade (which may involve crosses) in which the broker or dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- (2) purchases by a broker or dealer as principal and resale by such broker or dealer for its account pursuant to this prospectus;
- (3) ordinary brokerage transactions and transactions in which the broker solicits purchasers; and



(4) privately negotiated transactions.

In effecting sales, brokers and dealers engaged by the selling stockholders may arrange for other brokers or dealers to participate. Brokers or dealers may receive commissions or discounts from the selling stockholders (or, if any such broker-dealer acts as agent for the purchaser of such shares, from such purchaser) in amounts to be negotiated which are not expected to exceed those customary in the types of transactions involved. Broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share, and, to the extent such broker-dealer is unable to do so acting as agent for a selling stockholder, to purchase as principal any unsold shares at the price required to fulfill the broker-dealer commitment to such selling stockholder. Broker-dealers who acquire shares as principal may thereafter resell such shares from time to time in transactions (which may involve crosses and block transactions and sales to and through other broker-dealers, including transactions of the nature described above) in the over-the-counter market or otherwise at prices and on terms then prevailing at the time of sale, at prices then related to the then-current market price or in negotiated transactions and, in connection with such resales, may receive from the purchasers of such shares commissions as described above.

In connection with the distribution of the shares, the selling stockholders may enter into hedging transactions with broker-dealers. In connection with such transactions, broker-dealers may engage in short sales of the shares in the course of hedging the positions they assume with the selling stockholders. The selling stockholders may also sell the shares short and redeliver the shares to close out the short positions. The selling stockholders may also enter into option or other transactions with broker-dealers, which require the delivery to the broker-dealer of the shares. The selling stockholders may also loan or pledge the shares to a broker-dealer and the broker-dealer may sell the shares so loaned or upon a default the broker-dealer may effect sales of the pledged shares. In addition to the foregoing, the selling stockholders may enter into, from time to time, other types of hedging transactions.

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The selling stockholders and any broker-dealers participating in the distributions of the shares may be deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act of 1933 and any profit on the sale of shares by the selling stockholders and any commissions or discounts given to any such broker-dealer may be deemed to be underwriting commissions or discounts under that Act.

In addition, any shares covered by this prospectus that qualify for sale pursuant to Rule 144 may be sold under Rule 144 under the Securities Act rather than pursuant to this prospectus.

#### LEGAL MATTERS

The validity of the securities will be passed upon for us by Richard E. Barry, our Senior Counsel and Assistant Secretary. As of October 8, 2002, Mr. Barry owned 5,117 shares of Aon Corporation common stock, held restricted stock awards of 24,600 shares and 1,980 vested and 24,020 unvested stock options. In addition, 2,682 shares of Aon Corporation common stock held by its employee stock ownership plan and savings plan were attributable to Mr. Barry.

#### EXPERTS

The consolidated financial statements and the related financial statement schedules (as restated) of Aon Corporation included in Aon Corporation's Annual Report (Form 10-K/A) for the year ended December 31, 2001 have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon included therein and incorporated herein by reference. Such consolidated financial statements and schedules are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

With respect to the unaudited condensed consolidated interim financial information for the three-month periods ended March 31, 2002 and March 31, 2001, and the three and six-month periods ended June 30, 2002 and June 30, 2001, incorporated by reference in this prospectus, Ernst & Young LLP have reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their separate reports, included in Aon Corporation's Quarterly Reports on Forms 10-Q/A and Form 10-Q for the quarters ended March 31, 2002 and June 30, 2002, respectively, and incorporated herein by reference, state that they did not audit and they do not express an opinion on that interim financial information. Accordingly, the degree of reliance on their reports on such information should be restricted considering the limited nature of the review procedures applied. The independent auditors are not subject to the liability provisions of Section 11 of the Securities Act of 1933 (the "Act") for their reports on the unaudited interim financial information because those reports are not a "report" or a "part" of the Registration Statement prepared or certified by the auditors within the meaning of Sections 7 and 11 of the Act.

**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 14. Other Expenses of Issuance and Distribution.\***

|   |           |
|---|-----------|
| Securities and Exchange Commission registration fee | \$ 1,167  |
| Accounting fees                                     | 5,000     |
| Printing, distribution, and engraving fees          | 5,000     |
| Legal fees and expenses                             | 15,000    |
| Miscellaneous                                       | 333       |
|   | <hr/>     |
| Total   | \$ 26,500 |
|   | <hr/>     |

\* All amounts are estimated except for the Securities and Exchange Commission registration fee.

**Item 15. Indemnification of Directors and Officers.**

The registrant was organized under and is subject to the Delaware General Corporation Law. Delaware law provides that officers and directors may receive indemnification from their corporations for certain actual or threatened lawsuits. The Delaware law sets out the standard of conduct which the officers and directors must meet in order to be indemnified, the parties who are to determine whether the standard has been met, and the types of expenditures which will be indemnified. Delaware law further provides that a corporation may purchase indemnification insurance, such insurance providing indemnification for the officers and directors whether or not the corporation would have the power to indemnify them against such liability under the provisions of Delaware law.

The registrant has adopted an article within its second restated certificate of incorporation, as amended, which provides that it will indemnify its officers and directors to the full extent permitted by Delaware law.

Furthermore, the registrant is covered by insurance which will reimburse it within the policy limits for amounts it is obligated to pay in lawsuits involving officers and directors serving in such capacities in which the damages, judgments, settlements, costs, charges or expenses incurred in connection with the defense of the action, suit or proceeding are reimbursable pursuant to the law and the second restated certificate of incorporation, as amended.

**Item 16. Exhibits.**

Exhibits marked with an asterisk (\*) are incorporated by reference to documents previously filed by the registrant with the Securities and Exchange Commission, as indicated. All other documents listed are or will be filed with this registration statement.

| Number | Description   |
|--------|---|
| *2(a)  | Agreement and Plan of Merger dated as of August 22, 2000 between the registrant, Aon Keith Acquisition Corp. and ASA Acquisition Corp. incorporated by reference to Exhibit 2(a) to the registrant's Registration Statement on Form S-3 (SEC File No. 333-49300). |
| *2(b)  | Registration Rights Agreement dated as of October 2, 2000 between the registrant and Ellen A.   |

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### Number

### Description

Hennessy, as the stockholders' representative incorporated by reference to Exhibit 2(b) to the registrant's Registration Statement on Form S-3 (SEC File No. 333-49300).

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- \*3(a) Second Restated Certificate of Incorporation of the registrant incorporated by reference to Exhibit 3(a) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1991.
- \*3(b) Certificate of Amendment of the registrant's Second Restated Certificate of Incorporation incorporated by reference to Exhibit 3 to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1994.
- \*3(c) Certificate of Amendment of the registrant's Second Restated Certificate of Incorporation incorporated by reference to Exhibit 3 to the registrant's Current Report on Form 8-K, dated May 9, 2000.
- \*3(d) Amended By-laws of the registrant incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed October 4, 2002.
- \*3(e) Certificate of Designation for the registrant's Series C Cumulative Preferred Stock incorporated by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K, dated February 9, 1994.
- 5 Opinion of Richard E. Barry, Senior Counsel and Assistant Secretary of the registrant.
- 23(a) Consent of Richard E. Barry (included in Exhibit 5).
- 23(b) Consent of Ernst & Young LLP.
- 23(c) Acknowledgement of Ernst & Young LLP.
- 24 Powers of Attorney.

### Item 17. Undertakings.

The registrant hereby undertakes:

(a) (1) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant



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Signature

Capacity

/s/ PATRICK G. RYAN

Patrick G. Ryan

Chairman, Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ HARVEY N. MEDVIN

Harvey N. Medvin

Executive Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

\*

Edgar D. Jannotta

Director

\*

Lester B. Knight

Director

\*

Perry J. Lewis

Director

\*

R. Eden Martin

Director

\*

Andrew J. McKenna

Director

\*

Robert S. Morrison

Director

\*

Richard C. Notebaert

Director

\*

Michael D. O'Halleran

President, Chief Operating Officer and Director

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\*

John W. Rogers, Jr.

Director

\*

Patrick G. Ryan, Jr.

Director

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\*

Director

---

George A. Schaefer

/s/ RAYMOND I. SKILLING

Executive Vice President, Chief Counsel and Director

---

Raymond I. Skilling

\*

Director

---

Carolyn Y. Woo

\*By: /s/ RAYMOND I. SKILLING

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Raymond I. Skilling

*Attorney-in-Fact*

Date: October 9, 2002

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**EXHIBIT INDEX**

**TO REGISTRATION STATEMENT  
ON FORM S-3**

**AON CORPORATION**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>   |
|---------------------------|---|
| *2(a)                     | Agreement and Plan of Merger dated as of August 22, 2000 between the registrant, Aon Keith Acquisition Corp. and ASA Acquisition Corp. incorporated by reference to Exhibit 2(a) to the registrant's Registration Statement on Form S-3 (SEC File No. 333-49300).       |
| *2(b)                     | Registration Rights Agreement dated as of October 2, 2000 between the registrant and Ellen A. Hennessy, as the stockholders' representative. incorporated by reference to Exhibit 2(b) to the registrant's Registration Statement on Form S-3 (SEC File No. 333-49300). |
| *3(a)                     | Second Restated Certificate of Incorporation of the registrant incorporated by reference to Exhibit 3(a) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1991.   |
| *3(b)                     | Certificate of Amendment of the registrant's Second Restated Certificate of Incorporation incorporated by reference to Exhibit 3 to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1994.  |
| *3(c)                     | Certificate of Amendment of the registrant's Second Restated Certificate of Incorporation incorporated by reference to Exhibit 3 to the registrant's Current Report on Form 8-K, dated May 9, 2000.   |
| *3(d)                     | Amended By-laws of the registrant incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 10-K for the year ended December 31, 1982.  |
| *3(e)                     | Certificate of Designation for the registrant's Series C Cumulative Preferred Stock incorporated by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K dated February 9, 1994.   |
| 5                         | Opinion of Richard E. Barry, Senior Counsel and Assistant Secretary of the registrant.  |

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| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>                        |
|---------------------------|--|
| 23(a)                     | Consent of Richard E. Barry (included in Exhibit 5). |
| 23(b)                     | Consent of Ernst & Young LLP.                        |
| 23(c)                     | Acknowledgement of Ernst & Young LLP.                |
| 24                        | Powers of Attorney.                                  |

Exhibits marked with an asterisk (\*) are incorporated by reference to documents previously filed by the registrant with the Securities and Exchange Commission, as indicated.

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