

**AMENDMENT #1 TO  
AGREEMENT AMONG 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, THE DIRECTOR OF THE DIVISION OF  
INSURANCE, ILLINOIS DEPARTMENT OF FINANCIAL AND PROFESSIONAL  
REGULATION, AND AON CORPORATION AND ITS SUBSIDIARIES AND  
AFFILIATES (COLLECTIVELY "AON") DATED MARCH 4, 2005 (hereinafter, the  
"Settlement Agreement")**

WHEREAS, the parties have agreed to amend the Settlement Agreement to clarify its application to certain Aon businesses and practices;

NOW THEREFORE, the parties agree that the Settlement Agreement shall be clarified and amended as follows:

1. The Settlement Agreement is not applicable to Swett & Crawford ("Swett"), Aon's wholesale brokerage subsidiary, so long as Aon sells Swett by the end of September 2005. If Swett remains an Aon subsidiary on October 1, 2005, the provisions of the Settlement Agreement shall apply to Swett as of that date.
2. Neither paragraph 10 nor any provision of the Settlement Agreement shall prevent Aon from continuing to accept tariffed commissions that decline with volume (even though such commissions are in a sense "contingent" on volume).
3. Neither paragraph 2 nor any provision of the Settlement Agreement shall require Aon to provide notice of contingent revenue earned or an offer of compensation to Affinity program customers who purchased coverage under the BerkeleyCare or Life Agents E&O programs.
4. Paragraph 8 is amended by inserting in clause (b) the word "U.S." after the word "the" and before the word "client" such that it now reads, in relevant part, "(b) the U.S. client consents in writing..."
5. Paragraph 21 of the Settlement Agreement is amended and restated in its entirety to read as follows:

**L. Limitation on Extraterritorial Effect**

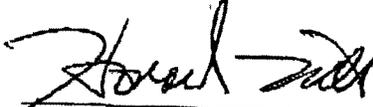
The provisions of paragraphs 7 through 9 and 11 through 17 shall apply to all Aon entities that are domiciled in the United States. In addition, with respect to those Aon entities not domiciled in the United States, said provisions shall apply only to (a) all insurance policy placement, renewal, consultation, or servicing performed for any client domiciled in the United States, and (b) all insurance policy placement, renewal, consultation, or servicing associated with covering property or operations situated in the United States, irrespective of client domicile. Paragraph 10 shall apply to all Aon entities worldwide.

2005. WHEREFORE, the following signatures are affixed hereto on this 13<sup>th</sup> day of July,

ELIOT SPITZER

\_\_\_\_\_  
Attorney General of the  
State of New York  
120 Broadway, 25<sup>th</sup> Floor  
New York, NY 10271

HOWARD MILLS



\_\_\_\_\_  
Superintendent of Insurance  
New York State Insurance Department  
25 Beaver Street  
New York, NY 10004

RICHARD BLUMENTHAL

\_\_\_\_\_  
Attorney General of the  
State of Connecticut  
55 Elm Street  
Hartford, CT 06171-0120

PEOPLE OF THE STATE OF ILLINOIS

\_\_\_\_\_  
by: Lisa Madigan  
Attorney General of the  
State of Illinois

DEPARTMENT OF FINANCIAL AND  
PROFESSIONAL REGULATION OF  
THE STATE OF ILLINOIS;  
FERNANDO E. GRILLO, SECRETARY

DIVISION OF INSURANCE

AON CORPORATION

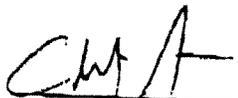
\_\_\_\_\_  
Michael T. McRaith  
Director

\_\_\_\_\_  
by: D. Cameron Findlay  
Executive Vice President and  
General Counsel

2005.

WHEREFORE, the following signatures are affixed hereto on this 20th day of July,

ELIOT SPITZER



Attorney General of the  
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120 Broadway, 25<sup>th</sup> Floor  
New York, NY 10271

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Superintendent of Insurance  
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Director

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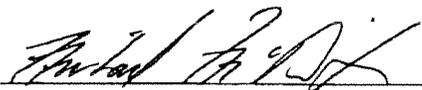
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Attorney General of the  
State of Illinois

MICHAEL T. McRAITH

AON CORPORATION

  
\_\_\_\_\_  
Director, Division of Insurance  
Illinois Department of Financial and  
Professional Regulation  
100 W. Randolph, Suite 9-301  
Chicago, Illinois 60601

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Executive Vice President and  
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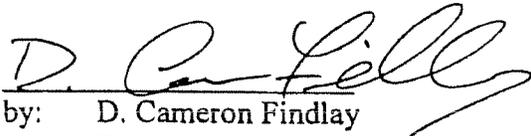
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