E-105-16

Contract ID#: CQPD16000007

Department: POLICE

Contract Details

SERVICE Entrance/ Promotional Exams

NIFS ID #: CQPD16000007 NIFS Entry Date: APRIL 15, 2016 Term: from 5/1/16 to 5/1/18

New ☒ Renewal	☐
Amendment	☐
Time Extension	☐
Addl. Funds	☐
Blanket Resolution RES#	☐

1) Mandated Program:	Yes ☐	No ☒
2) Comptroller Approval Form Attached:	Yes ☒	No ☐
3) CSEA Agmt. § 32 Compliance Attached:	Yes ☐	No ☒
4) Vendor Ownership & Mgmt. Disclosure Attached:	Yes ☒	No ☐
5) Insurance Required	Yes ☒	No ☐

Agency Information

Vendor	
Name AON Consulting Inc.	Vendor ID# **Aon Consulting Inc** **22-2232264**
Addresses: 200 E. Randolph St.,Chicago, IL 60673	Contact Person Seymour Adler
	Phone 212-441-2065 Seymour.adler@aonhewitt.com

County Department
Department Contact NCPD Personnel and Accounting
Address 1490 Franklin Ave., Mineola, NY 11501
Phone 516-573-7150

Routing Slip

DATE Rec'd.	DEPARTMENT	Internal Verification		DATE Appv'd & Fw'd.	SIGNATURE	Leg. Approval Required
	Department	NIFS Entry (Dept) NIFS Appvl (Dept. Head)	☑ ☐	4/15/16	[signature]	
4/15/16	OMB	NIFS Approval	☑	4/15/16	William Cote	Yes ☐ No ☐
	Vertical DCE	NIFS Approval	☐			
	Department	Vendor Administration NIFS Appvl (Dept. Head)	☐ ☐			
4/15/16	County Attorney	CA RE&I Verification	☑	4/15/16	[signature]	
4/15/16	County Attorney	CA Approval as to form	☑	4/15/16	[signature]	Yes ☑ No ☐
	LEG Legislative Affairs	Fw'd Original K to CA	☐			
	LEG Rules ☐/ Leg. ☐		☐			
	County Attorney	NIFS Approval	☐			
	County Comptroller	NIFS Approval	☐			
4/20/16	County Executive	Notarization Filed with Clerk of the Leg.	☐ ☐	4/20/16	[signature]	

RECEIVED 2016 APR 28 P 2 15 CLERK OF NASSAU COUNTY LEGISLATURE

PR5254 (8/03)

E-102-1P

Contract ID#: CQPD16000007

Department: POLICE

Contract Summary

Description: New Contract for Services with AON for the development and validation of an examination for selection of incoming police officers and promotion to Sergeant.
Purpose: For AON to design, develop and validate the police officer examination and Sergeant examination to be administered by the County in 2017, in order to have certified lists to hire prior to expiration of the current lists in June, 2018.
Method of Procurement: Sole Source/ Special Circumstance pursuant to Executive Order 1 of 1993. See attached memorandum for detailed explanation.
Procurement History: Vendor provided similar services in the past and originally this Vendor was selected through RFP process in 2002.
Description of General Provisions: The County entered into a Consent Decree with the U.S. Department of Justice on April 21, 1982, in United States v. Nassau County, et al., 77 Civ. 1881 (E.D.N.Y.), which provides that the County will develop and administer written examinations for entry level police officers and promotional examinations that either: (i) do not have discriminatory impact upon African-Americans, Hispanics, or females, or (ii) have been validated in accord with Title VII of the Civil Rights Act of 1964, as amended, and the Federal Uniform Guidelines on Employee Selection Procedures. The services to be provided by AON under this Agreement shall consist of preparation and administration of a written examination to incoming police officers and Sergeants consistent with the Consent Decree, which Services are more fully described in the Agreement.
Impact on Funding / Price Analysis: The Maximum Amount to be paid by the Police Department/County shall be One Million One Hundred Ninety Seven dollars ($1,197,000.00), which shall involve partial encumbrances for milestones as set forth in paragraphs 2 and 3 of the Agreement. The initial encumbrance will be $600,000.00 for work to be done in 2016.
Change in Contract from Prior Procurement: N/A
Recommendation: **Approve as submitted.**

Advisement Information

BUDGET CODES	
Fund:	PDH
Control:	**PDH1100**
Resp:	**PDH1135**
Object:	**DE500**
Transaction:	**103**

FUNDING SOURCE	AMOUNT
Revenue Contract ☐	XXXXXXX
County	$600,000.00
Federal	$
State	$
Capital	$
Other	$
TOTAL	**$600,000.00**

LINE	INDEX/OBJECT CODE	AMOUNT
1	PDPDH1135/DE500	$600,000.00
2		$
3		$
4		$
5		$
6		$
	TOTAL	**$600,000.00**

RENEWAL	
% Increase	
% Decrease	

Document Prepared By: TATUM FOX **Date:** APRIL 15, 2016

NIFS Certification	Comptroller Certification	County Executive Approval
I certify that this document was accepted into NIFS.	I certify that an unencumbered balance sufficient to cover this contract is present in the appropriation to be charged.	Name
Name	Name	Date 4/20/16
Date	Date	(For Office Use Only)

E #:

PR5254 (8/03)

NIFA

Nassau County Interim Finance Authority

Contract Approval Request Form (As of January 1, 2015)

1. Vendor: AON CONSULTING INC.

2. Dollar amount requiring NIFA approval: $ 600,000

Amount to be encumbered: $ 600,000

This is a ✓ New Contract ___ Advisement ___ Amendment

If new contract - $ amount should be full amount of contract
If advisement – NIFA only needs to review if it is increasing funds above the amount previously approved by NIFA
If amendment - $ amount should be full amount of amendment only

3. Contract Term: 5/1/2016 TO 5/1/2018

Has work or services on this contract commenced? ___ Yes ✓ No

If yes, please explain: ___

4. Funding Source:

___ General Fund (GEN)
___ Capital Improvement Fund (CAP)
✓ Other

___ Grant Fund (GRT)
Federal % ___
State % ___
County % ___

Is the cash available for the full amount of the contract? ✓ Yes ___ No
If not, will it require a future borrowing? ___ Yes ___ No

Has the County Legislature approved the borrowing? ___ Yes ___ No ___ N/A

Has NIFA approved the borrowing for this contract? ___ Yes ___ No ___ N/A

5. Provide a brief description (4 to 5 sentences) of the item for which this approval is requested:

AON will design and validate the PO exam and Sergeant exam to be administered by the County in 2017, in order to have certified lists to hire prior to expiration of the current lists in June, 2018.

6. Has the item requested herein followed all proper procedures and thereby approved by the:

Nassau County Attorney as to form ___ Yes ___ No ___ N/A
Nassau County Committee and/or Legislature ___ Yes ___ No ___ N/A

Date of approval(s) and citation to the resolution where approval for this item was provided:

7. Identify all contracts (with dollar amounts) with this or an affiliated party within the prior 12 months:

None.

AUTHORIZATION

To the best of my knowledge, I hereby certify that the information contained in this Contract Approval Request Form and any additional information submitted in connection with this request is true and accurate and that all expenditures that will be made in reliance on this authorization are in conformance with the Nassau County Approved Budget and not in conflict with the Nassau County Multi-Year Financial Plan. I understand that NIFA will rely upon this information in its official deliberations.

Roseann D'Allen   4/15/16

Signature   Title   Date

Print Name

COMPTROLLER'S OFFICE

To the best of my knowledge, I hereby certify that the information listed is true and accurate and is in conformance with the Nassau County Approved Budget and not in conflict with the Nassau County Multi-Year Financial Plan.

Regarding funding, please check the correct response:

_____ I certify that the funds are available to be encumbered pending NIFA approval of this contract.

If this is a capital project:

_____ I certify that the bonding for this contract has been approved by NIFA.

_____ Budget is available and funds have been encumbered but the project requires NIFA bonding authorization

Signature   Title   Date

Print Name

NIFA

Amount being approved by NIFA: ____________________

Signature   Title   Date

Print Name

NOTE: All contract submissions MUST include the County's own routing slip, current NIFS printouts for all relevant accounts and relevant Nassau County Legislature communication documents and relevant supplemental information pertaining to the item requested herein.

NIFA Contract Approval Request Form MUST be filled out in its entirety before being submitted to NIFA for review.

NIFA reserves the right to request additional information as needed.

George Maragos
Comptroller

OFFICE OF THE COMPTROLLER
240 Old Country Road
Mineola, New York 11501

COMPTROLLER APPROVAL FORM FOR PERSONAL, PROFESSIONAL OR HUMAN SERVICES CONTRACTS

Attach this form along with all personal, professional or human services contracts, contract renewals, extensions and amendments.

CONTRACTOR NAME:______AON ____________________________

CONTRACTOR ADDRESS:__ 200 E. Randolph Street, Chicago, IL 60673-1230 ___

FEDERAL TAX ID #:22-2232264

Instructions: **Please check the appropriate box ("☑") after one of the following roman numerals, and provide all the requested information.**

I. ☐ The contract was awarded to the lowest, responsible bidder after advertisement for sealed bids. The contract was awarded after a request for sealed bids was published in________________________________ [newspaper] on ____________________ [date]. The sealed bids were publicly opened on ____________________ [date]. ________ [#] of sealed bids were received and opened.

II. ☐ The contractor was selected pursuant to a Request for Proposals.
The Contract was entered into after a written request for proposals was issued on ______________ [date]. Potential proposers were made aware of the availability of the RFP by____________________ [newspaper advertisement, posting on website, mailing, etc.]. _____ [#] of potential proposers requested copies of the RFP. Proposals were due on _________________ [date]. ______[#] proposals were received and evaluated. The evaluation committee consisted of:____
____
____ [list members]. The proposals were scored and ranked. As a result of the scoring and ranking (attached), the highest-ranking proposer was selected.

III. ☐ This is a renewal, extension or amendment of an existing contract.
The contract was originally executed by Nassau County on ___________________________[date]. This is a renewal or extension pursuant to the contract, or an amendment within the scope of the contract or RFP (copies of the relevant pages are attached). The original contract was entered into after____

____

____ [describe procurement method, i.e., RFP, three proposals evaluated, etc.] Attach a copy of the most recent evaluation of the contractor's performance for any contract to be renewed or extended. If the contractor has not received a satisfactory evaluation, the department must explain why the contractor should nevertheless be permitted to continue to contract with the county.

IV. ☐ Pursuant to Executive Order No. 1 of 1993, as amended, at least three proposals were solicited and received. The attached memorandum from the department head describes the proposals received, along with the cost of each proposal.

☐ **A.** The contract has been awarded to the proposer offering the lowest cost proposal; **OR:**

☐ **B.** The attached memorandum contains a detailed explanation as to the reason(s)why the contract was awarded to other than the lowest-cost proposer. The attachment includes a specific delineation of the unique skills and experience, the specific reasons why a proposal is deemed superior, and/or why the proposer has been judged to be able to perform more quickly than other proposers.

V. X **Pursuant to Executive Order No. 1 of 1993 as amended, the attached memorandum from the department head explains why the department did not obtain at least three proposals.**

X **A.** There are only one or two providers of the services sought or less than three providers submitted proposals. The memorandum describes how the contractor was determined to be the sole source provider of the personal service needed or explains why only two proposals could be obtained. If two proposals were obtained, the memorandum explains that the contract was awarded to the lowest cost proposer, or why the selected proposer offered the higher quality proposal, the proposer's unique and special experience, skill, or expertise, or its availability to perform in the most immediate and timely manner.

☐ **B.** The memorandum explains that the contractor's selection was dictated by the terms of a federal or New York State grant, by legislation or by a court order. (Copies of the relevant documents are attached).

☐ **C.** Pursuant to General Municipal Law Section 104, the department is purchasing the services required through a New York State Office of General Services contract no.______________________, and the attached memorandum explains how the purchase is within the scope of the terms of that contract.

☐ **D.** Pursuant to General Municipal Law Section 119-o, the department is purchasing the services required through an inter-municipal agreement.

VI. ☐ This is a human services contract with a not-for-profit agency for which a competitive process has not been initiated. Attached is a memorandum that explains the reasons for entering into this contract without conducting a competitive process, and details when the department intends to initiate a competitive process for the future award of these services. For any such contract, where the vendor has previously provided services to the county, attach a copy of the most recent evaluation of the vendor's performance. If the contractor has not received a satisfactory evaluation, the department must explain why the contractor should nevertheless be permitted to contract with the county.

In certain limited circumstances, conducting a competitive process and/or completing performance evaluations may not be possible because of the nature of the human services program, or because of a compelling need to continue services through the same provider. In those circumstances, attach an explanation of why a competitive process and/or performance evaluation is inapplicable.

VII. ☐ This is a public works contract for the provision of architectural, engineering or surveying services. The attached memorandum provides details of the department's compliance with Board of Supervisors' Resolution No.928 of 1993, including its receipt and evaluation of annual Statements of Qualifications & Performance Data, and its negotiations with the most highly qualified firms.

In addition, if this is a contract with an individual or with an entity that has only one or two employees:
☐ a review of the criteria set forth by the Internal Revenue Service, *Revenue Ruling No.* 87-41, 1987-1 C.B. 296, attached as Appendix A to the Comptroller's Memorandum, dated February 13, 2004, concerning independent contractors and employees indicates that the contractor would not be considered an employee for federal tax purposes.

Department Head Signature

4/15/16
Date

***NOTE:* Any information requested above, or in the exhibit below, may be included in the county's "staff summary" form in lieu of a separate memorandum.**

Compt. form Pers./Prof. Services Contracts: Rev. 02/04

George Maragos
Comptroller

OFFICE OF THE COMPTROLLER
240 Old Country Road
Mineola, New York 11501

COMPTROLLER APPROVAL FORM FOR PERSONAL, PROFESSIONAL OR HUMAN SERVICES CONTRACTS

Attach this form along with all personal, professional or human services contracts, contract renewals, extensions and amendments.

CONTRACTOR NAME: ______ AON ____

CONTRACTOR ADDRESS: _200 E. Randolph Street Chicago IL 60673______

FEDERAL TAX ID #: ____22-2232264

Instructions: **Please check the appropriate box ("☑") after one of the following roman numerals, and provide all the requested information.**

I. ☐ The contract was awarded to the lowest, responsible bidder after advertisement for sealed bids. The contract was awarded after a request for sealed bids was published in________________________________ [newspaper] on ___________________ [date]. The sealed bids were publicly opened on __________________ [date]. ________ [#] of sealed bids were received and opened.

II. ☐ The contractor was selected pursuant to a Request for Proposals.
The Contract was entered into after a written request for proposals was issued on ____________________ [date]. Potential proposers were made aware of the availability of the RFP by advertisement in __________________________________ [newspaper], posting on industry websites, via email to interested parties and by publication on the County procurement website. Proposals were due on ____________________ [date]. ___________ [state #] proposals were received and evaluated. The evaluation committee consisted of: ____ (list # of persons on committee and their respective departments). The proposals were scored and ranked. As a result of the scoring and ranking, the highest-ranking proposer was selected.

III. ☐ This is a renewal, extension or amendment of an existing contract.
The contract was originally executed by Nassau County on ________________________[date]. This is a renewal or extension pursuant to the contract, or an amendment within the scope of the contract or RFP (copies of the relevant pages are attached). The original contract was entered into after____

____

____ [describe procurement method, i.e., RFP, three proposals evaluated, etc.] Attach a copy of the most recent evaluation of the contractor's performance for any contract to be renewed or extended. If the contractor has not received a satisfactory evaluation, the department must explain why the contractor should nevertheless be permitted to continue to contract with the county.

IV. ☐ Pursuant to Executive Order No. 1 of 1993, as amended, at least three proposals were solicited and received. The attached memorandum from the department head describes the proposals received, along with the cost of each proposal.

☐ **A.** The contract has been awarded to the proposer offering the lowest cost proposal; **OR:**

☐ **B.** The attached memorandum contains a detailed explanation as to the reason(s)why the contract was awarded to other than the lowest-cost proposer. The attachment includes a specific delineation of the unique skills and experience, the specific reasons why a proposal is deemed superior, and/or why the proposer has been judged to be able to perform more quickly than other proposers.

V. X **Pursuant to Executive Order No. 1 of 1993 as amended, the attached memorandum from the department head explains why the department did not obtain at least three proposals.**

X **A.** There are only one or two providers of the services sought or less than three providers submitted proposals. The memorandum describes how the contractor was determined to be the sole source provider of the personal service needed or explains why only two proposals could be obtained. If two proposals were obtained, the memorandum explains that the contract was awarded to the lowest cost proposer, or why the selected proposer offered the higher quality proposal, the proposer's unique and special experience, skill, or expertise, or its availability to perform in the most immediate and timely manner.

☐ **B.** The memorandum explains that the contractor's selection was dictated by the terms of a federal or New York State grant, by legislation or by a court order. (Copies of the relevant documents are attached).

☐ **C.** Pursuant to General Municipal Law Section 104, the department is purchasing the services required through a New York State Office of General Services contract no.____________________, and the attached memorandum explains how the purchase is within the scope of the terms of that contract.

☐ **D.** Pursuant to General Municipal Law Section 119-o, the department is purchasing the services required through an inter-municipal agreement.

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In certain limited circumstances, conducting a competitive process and/or completing performance evaluations may not be possible because of the nature of the human services program, or because of a compelling need to continue services through the same provider. In those circumstances, attach an explanation of why a competitive process and/or performance evaluation is inapplicable.

VII. ☐ This is a public works contract for the provision of architectural, engineering or surveying services. The attached memorandum provides details of the department's compliance with Board of Supervisors' Resolution No. 928 of 1993, including its receipt and evaluation of annual Statements of Qualifications & Performance Data, and its negotiations with the most highly qualified firms.

Instructions with respect to Sections VIII, IX and X: **All Departments must check the box for VIII. Then, check the box for either IX or X, as applicable.**

VIII. X Participation of Minority Group Members and Women in Nassau County Contracts. The selected contractor has agreed that it has an obligation to utilize best efforts to hire MWBE sub-contractors. Proof of the contractual utilization of best efforts as outlined in Exhibit "EE" may be requested at any time, from time to time, by the Comptroller's Office prior to the approval of claim vouchers.

IX. ☐ Department MWBE responsibilities. To ensure compliance with MWBE requirements as outlined in Exhibit "EE", Department will require vendor to submit list of sub-contractor requirements prior to submission of the first claim voucher, for services under this contract being submitted to the Comptroller.

X. X Vendor will not require any sub-contractors.

In addition, if this is a contract with an individual or with an entity that has only one or two employees: ☐ a review of the criteria set forth by the Internal Revenue Service, *Revenue Ruling No.* 87-41, 1987-1 C.B. 296, attached as Appendix A to the Comptroller's Memorandum, dated February 13, 2004, concerning independent contractors and employees indicates that the contractor would not be considered an employee for federal tax purposes.

Department Head Signature

April 15, 2016
Date

***NOTE:* Any information requested above, or in the exhibit below, may be included in the county's "staff summary" form in lieu of a separate memorandum.**

COUNTY OF NASSAU

INTER-DEPARTMENTAL MEMO

DATE: April 15, 2016

TO: Carnell T. Foskey
County Attorney

FROM: Thomas C. Krumpter
Acting Police Commissioner
Nassau County Police Department

SUBJECT: JUSTIFICATION FOR SELECTING AON HEWITT CONSULTING AS THE VENDOR FOR THE POLICE ENTRANCE AND PROMOTIONAL EXAMS

This memorandum is prepared pursuant to Executive Order 1 of 1993, as amended, to explain why the Police Department (the "Department") did not obtain at least three proposals for a consultant to administer a police entrance and a promotional examination in 2016. The Department seeks to use AON based upon AON's unique experience, expertise, and the special circumstances concerning administration of the police entrance and promotional exams.

The last entrance examination was administered **12/9/2012**, and an eligible list was established **6/25/2014**. The last promotional Sergeant Exam was administered **9/28/2013**, and an eligible list was established **6/13/2014**. The duration of the eligible lists shall be no more than **four** years. Accordingly, the current lists expire in **2018**. For this reason, the examinations must be administered in advance, and validated in time to certify new lists prior to the expiration of the current lists.

Background

In 1982, the County of Nassau ("County") and the United States Department of Justice ("DOJ") entered into a Consent Decree in which the County agreed, among other things, to utilize entrance exams that either had been determined to have no discriminatory impact on minority applicants or had been validated as job related in accordance with Title VII of the Federal Civil Rights Act. From 1982, until the early 1990s, DOJ challenged the tests given by the County, requiring the County to enter into two additional Consent Decrees.

In 1994, the County in conjunction with the DOJ and a consultant, AON (then known as Ashton HR Consulting and selected through the request for proposal process) successfully administered a job related police entrance exam. To date, AON has been used a total of nine times, in 1994, 2003, 2007 and 2012 for the police entrance examinations and in 1994, 1999, 2005, 2008, and 2013 for the sergeant examinations. All of these examinations passed the scrutiny of DOJ, and lists were established.

The County presently continues to operate under the Consent Decree and the Department therefore seeks to continue to use AON based on their successful record with the Department and DOJ.

Justification

Validation

In 2002, the Department solicited proposals from several vendors for a new entrance exam and selected AON based upon their unique experience, expertise and the special circumstance of AON's historical relationship with the DOJ mentioned above. An additional determining factor was that even if another qualified vendor was able to establish a test, the new vendor would cost the County hundreds of thousands more in additional money for a comprehensive new validation study. Reason being, while the County owns the past examinations, AON has a proprietary interest in the methodology behind the questions on the examinations, which is what validates the examination. Therefore, even if a new vendor used the questions developed by AON, the new vendor would have to do an extensive validation of the test to support its job relatedness. AON however already has the majority of documentation to support its validation. Therefore, AON only needs to update the validity as necessary to existing content and validate any new areas of content. Meaning, we do not have to pay for the same validation twice by having a new firm do the validation study. In any event, going forward, this current Agreement provides that the Right to Work for the validation for the next examination will belong to the County (see paragraph 8 of the Agreement).

Experience

AON's extensive experience in meeting DOJ requirements will expedite DOJ approval under the Consent Decree, which is quite involved and time consuming. This expertise provides the County with less risk of being in a situation where the current lists have expired prior to certification of a new list. AON's proprietary methodology in test development is designed to measure judgment, comprehension, background experiences, work orientation, and job-related personality factors. The methodology predicts both on-the-job performance and training performance of officers and has been carefully designed to minimize adverse impact on ethnic minority and female candidates. Moreover, with over a decades experience in examination development for the County, AON has established a professional relationship with the DOJ that furthers AON's understanding and appreciation of the County's specific needs in examination development. All of these factors uniquely qualify AON.

Conclusion

AON's proprietary methodology in examination design, AON's demonstrated success in validating and/or defending all prior examinations, the cost savings derived from an established practice, and the special circumstances created by the outstanding Consent Decree, render AON uniquely qualified to provide the services required by the County. Accordingly, we submit that pursuant to Executive Order 1 of 1993 AON is justified as the sole source provider for these services.

Thomas C. Krumpter
Acting Commissioner
Nassau County Police Department

COUNTY OF NASSAU

POLITICAL CAMPAIGN CONTRIBUTION DISCLOSURE FORM

1. Has the vendor or any corporate officers of the vendor provided campaign contributions pursuant to the New York State Election Law in (a) the period beginning April 1, 2016 and ending on the date of this disclosure, or (b), beginning April 1, 2018, the period beginning two years prior to the date of this disclosure and ending on the date of this disclosure, to the campaign committees of any of the following Nassau County elected officials or to the campaign committees of any candidates for any of the following Nassau County elected offices: the County Executive, the County Clerk, the Comptroller, the District Attorney, or any County Legislator? If yes, to what campaign committee?

No.

2. VERIFICATION: This section must be signed by a principal of the consultant, contractor or Vendor authorized as a signatory of the firm for the purpose of executing Contracts.

The undersigned affirms and so swears that he/she has read and understood the foregoing statements and they are, to his/her knowledge, true and accurate.

The undersigned further certifies and affirms that the contribution(s) to the campaign committees identified above were made freely and without duress, threat or any promise of a governmental benefit or in exchange for any benefit or remuneration.

Dated: 4/11/16

Vendor: Aon

Signed: Kathryn Reilly

Print Name: Kathryn Reilly

Title: Director, Public Affairs

COUNTY OF NASSAU

LOBBYIST REGISTRATION AND DISCLOSURE FORM

1. Name, address and telephone number of lobbyist(s)/lobbying organization. The term "lobbyist" means any and every person or organization retained, employed or designated by any client to influence - or promote a matter before - Nassau County, its agencies, boards, commissions, department heads, legislators or committees, including but not limited to the Open Space and Parks Advisory Committee and Planning Commission. Such matters include, but are not limited to, requests for proposals, development or improvement of real property subject to County regulation, procurements. The term "lobbyist" does not include any officer, director, trustee, employee, counsel or agent of the County of Nassau, or State of New York, when discharging his or her official duties.

N/A

2. List whether and where the person/organization is registered as a lobbyist (e.g., Nassau County, New York State):

No.

3. Name, address and telephone number of client(s) by whom, or on whose behalf, the lobbyist is retained, employed or designated:

N/A

4. Describe lobbying activity conducted, or to be conducted, in Nassau County, and identify client(s) for each activity listed. **See page 4 for a complete description of lobbying activities.**

N/A

5. The name of persons, organizations or governmental entities before whom the lobbyist expects to lobby:

N/A

6. If such lobbyist is retained or employed pursuant to a written agreement of retainer or employment, you must attach a copy of such document; and if agreement of retainer or employment is oral, attach a written statement of the substance thereof. If the written agreement of retainer or employment does not contain a signed authorization from the client by whom you have been authorized to lobby, separately attach such a written authorization from the client.

7. Has the lobbyist/lobbying organization or any of its corporate officers provided campaign contributions pursuant to the New York State Election Law in (a) the period beginning April 1, 2016 and ending on the date of this disclosure, or (b), beginning April 1, 2018, the period beginning two years prior to the date of this disclosure and ending on the date of this disclosure, to the campaign committees of any of the following Nassau County elected officials or to the campaign committees of any candidates for any of the following Nassau County elected offices: the County Executive, the County Clerk, the Comptroller, the District Attorney, or any County Legislator? If yes, to what campaign committee?

No.

I understand that copies of this form will be sent to the Nassau County Department of Information Technology ("IT") to be posted on the County's website.

I also understand that upon termination of retainer, employment or designation I must give written notice to the County Attorney within thirty (30) days of termination.

VERIFICATION: The undersigned affirms and so swears that he/she has read and understood the foregoing statements and they are, to his/her knowledge, true and accurate.

The undersigned further certifies and affirms that the contribution(s) to the campaign committees listed above were made freely and without duress, threat or any promise of a governmental benefit or in exchange for any benefit or remuneration.

Dated: 4/11/16

Signed: Kathryn Reilly

Print Name: Kathryn Reilly

Title: Director, Public Affairs

Aon Consulting, Inc. ("Aon Hewitt") is owned by Aon Plc., a publicly traded corporation. Information provided is based on the corporation and not individuals.

PRINCIPAL QUESTIONNAIRE FORM

All questions on these questionnaires must be answered by all officers and any individuals who hold a ten percent (10%) or greater ownership interest in the proposer. Answers typewritten or printed in ink. If you need more space to answer any question, make as many photocopies of the appropriate page(s) as necessary and attach them to the questionnaire.

COMPLETE THIS QUESTIONNAIRE CAREFULLY AND COMPLETELY. FAILURE TO SUBMIT A COMPLETE QUESTIONNAIRE MAY MEAN THAT YOUR BID OR PROPOSAL WILL BE REJECTED AS NON-RESPONSIVE AND IT WILL NOT BE CONSIDERED FOR AWARD

1. Principal Name Aon Plc

   Date of birth ____/____/____

   Home address See Annual Report

   City/state/zip ______

   Business address ______

   City/state/zip ______

   Telephone ______

   Other present address(es) ______

   City/state/zip ______

   Telephone ______

   List of other addresses and telephone numbers attached

2. Positions held in submitting business and starting date of each (check all applicable)

   President ____/____/____ Treasurer ____/____/____

   Chairman of Board ____/____/____ Shareholder ____/____/____

   Chief Exec. Officer ____/____/____ Secretary ____/____/____

   Chief Financial Officer ____/____/____ Partner ____/____/____

   Vice President ____/____/____ ______ ____/____/____

   (Other)

   See Annual Report

3. Do you have an equity interest in the business submitting the questionnaire? YES ___ NO ___ If Yes, provide details.

4. Are there any outstanding loans, guarantees or any other form of security or lease or any other type of contribution made in whole or in part between you and the business submitting the questionnaire? YES ___ NO ___ If Yes, provide details.

5. Within the past 3 years, have you been a principal owner or officer of any business or not-for-profit organization other than the one submitting the questionnaire? YES ___ NO ___; If Yes, provide details.

6. Has any governmental entity awarded any contracts to a business or organization listed in Section 5 in the past 3 years while you were a principal owner or officer? YES ___ NO ___ If Yes, provide details.

NOTE: An affirmative answer is required below whether the sanction arose automatically, by operation of law, or as a result of any action taken by a government agency.
Provide a detailed response to all questions checked "YES". If you need more space, photocopy the appropriate page and attach it to the questionnaire.

7. In the past (5) years, have you and/or any affiliated businesses or not-for-profit organizations listed in Section 5 in which you have been a principal owner or officer:

    a. Been debarred by any government agency from entering into contracts with that agency?
    YES ______ NO __X__ If Yes, provide details for each such instance.

    b. Been declared in default and/or terminated for cause on any contract, and/or had any contracts cancelled for cause? YES ____ NO _X_ If Yes, provide details for each such instance.

    c. Been denied the award of a contract and/or the opportunity to bid on a contract, including, but not limited to, failure to meet pre-qualification standards? YES ___ NO _x_ If Yes, provide details for each such instance.

    d. Been suspended by any government agency from entering into any contract with it; and/or is any action pending that could formally debar or otherwise affect such business's ability to bid or propose on contract? YES ____ NO _X_ If Yes, provide details for each such instance.

8. Have any of the businesses or organizations listed in response to Question 5 filed a bankruptcy petition and/or been the subject of involuntary bankruptcy proceedings during the past 7 years, and/or for any portion of the last 7 year period, been in a state of bankruptcy as a result of bankruptcy proceedings initiated more than 7 years ago and/or is any such business now the subject of any pending bankruptcy proceedings, whenever initiated? If 'Yes', provide details for each such instance. (Provide a detailed response to all questions checked "YES". If you need more space, photocopy the appropriate page and attach it to the questionnaire.)
    N/A

    a) Is there any felony charge pending against you? YES ___ NO ___ If Yes, provide details for each such charge.

    b) Is there any misdemeanor charge pending against you? YES ____ NO ___ If Yes, provide details for each such charge.

    c) Is there any administrative charge pending against you? YES ____ NO ___ If Yes, provide details for each such charge.

    d) In the past 10 years, have you been convicted, after trial or by plea, of any felony, or of any other crime, an element of which relates to truthfulness or the underlying facts of which related to the conduct of business? YES ___ NO ___ If Yes, provide details for each such conviction.

e) In the past 5 years, have you been convicted, after trial or by plea, of a misdemeanor?
YES ___ NO ___ If Yes, provide details for each such conviction.

f) In the past 5 years, have you been found in violation of any administrative or statutory charges? YES ____ NO ___ If Yes, provide details for each such occurrence.

9. In addition to the information provided in response to the previous questions, in the past 5 years, have you been the subject of a criminal investigation and/or a civil anti-trust investigation by any federal, state or local prosecuting or investigative agency and/or the subject of an investigation where such investigation was related to activities performed at, for, or on behalf of the submitting business entity and/or an affiliated business listed in response to Question 5? YES ____ NO ___ If Yes, provide details for each such investigation. See below

10. In addition to the information provided, in the past 5 years has any business or organization listed in response to Question 5, been the subject of a criminal investigation and/or a civil anti-trust investigation and/or any other type of investigation by any government agency, including but not limited to federal, state, and local regulatory agencies while you were a principal owner or officer? YES ____ NO ___ If Yes; provide details for each such investigation. see below

11. In the past 5 years, have you or this business, or any other affiliated business listed in response to Question 5 had any sanction imposed as a result of judicial or administrative proceedings with respect to any professional license held? YES ____ NO _X_ If Yes; provide details for each such instance.

12. For the past 5 tax years, have you failed to file any required tax returns or failed to pay any applicable federal, state or local taxes or other assessed charges, including but not limited to water and sewer charges? YES ____ NO _X_ If Yes, provide details for each such year.

Questions 9 and 10 - As might be expected, an organization the size and complexity of Aon plc (formerly Aon Corporation) and its subsidiaries has a range of litigation pending in the ordinary course of its business. Additional details of litigation filed against Aon are available in Aon Corporation's annual Form 10-k filing (Note 16) and Aon plc's quarterly Form 10-Q filing (Note 16) which is available on Aon's website (www.aon.com). Although the ultimate outcome of all such matters cannot be ascertained, it is the position of Aon plc that the disposition or ultimate determination of such claims will not have a material effect on the financial position of Aon plc or any of its subsidiaries.

Aon Consulting, Inc.

CERTIFICATION

A MATERIALLY FALSE STATEMENT WILLFULLY OR FRAUDULENTLY MADE IN CONNECTION WITH THIS QUESTIONNAIRE MAY RESULT IN RENDERING THE SUBMITTING BUSINESS ENTITY NOT RESPONSIBLE WITH RESPECT TO THE PRESENT BID OR FUTURE BIDS, AND, IN ADDITION, MAY SUBJECT THE PERSON MAKING THE FALSE STATEMENT TO CRIMINAL CHARGES.

I, Brian M. Fern, being duly sworn, state that I have read and understand all the items contained in the foregoing pages of this questionnaire and the following pages of attachments; that I supplied full and complete answers to each item therein to the best of my knowledge, information and belief; that I will notify the County in writing of any change in circumstances occurring after the submission of this questionnaire and before the execution of the contract; and that all information supplied by me is true to the best of my knowledge, information and belief. I understand that the County will rely on the information supplied in this questionnaire as additional inducement to enter into a contract with the submitting business entity.

Sworn to before me this 14 day of April 2016

Ann M Olszewski

Notary Public

Official Seal
Ann M Olszewski
Notary Public State of Illinois
My Commission Expires 05/08/2016

Aon Consulting, Inc.

Name of submitting business

Brian M Fern

Print name

B M Fern

Signature

VP - Legal

Title

4/14/16

Date

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

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2015

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number: 1-7933

Aon plc
(Exact name of registrant as specified in its charter)

ENGLAND AND WALES (State or Other Jurisdiction of Incorporation or Organization)	**98-1030901** (I.R.S. Employer Identification No.)
122 LEADENHALL STREET, LONDON, ENGLAND (Address of principal executive offices)	**EC3V 4AN** (Zip Code)

+44 20 7623 5500

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Class A Ordinary Shares, $0.01 nominal value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES ☒ NO ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. YES ☐ NO ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

(Do not check if a smaller reporting company.)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

As of June 30, 2015 , the aggregate market value of the registrant's Class A Ordinary Shares held by non-affiliates of the registrant was $27,889,141,346 based on the closing sales price as reported on the New York Stock Exchange — Composite Transaction Listing.

Number of Class A Ordinary Shares of Aon plc, $0.01 nominal value, outstanding as of February 5, 2016 : 270,081,701 .

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Aon plc's Proxy Statement for the 2016 Annual General Meeting of Shareholders to be held on June 24, 2016 are incorporated by reference in this Form 10-K in response to Part III, Items 10, 11, 12, 13 and 14.

PART I

Item 1. Business.

OVERVIEW

Aon plc's strategy is to be the preeminent professional service firm in the world, focused on the topics of risk and people. Aon plc (which may be referred to as "Aon," "the Company," "we," "us," or "our") is the leading global provider of risk management services, insurance and reinsurance brokerage, and human resource consulting and outsourcing, delivering distinctive client value via innovative and effective risk management and workforce productivity solutions. Our predecessor, Aon Corporation, was incorporated in 1979 under the laws of Delaware. In 2012, we reincorporated in the U.K. and moved our corporate headquarters to London. As a result of this reorganization of our corporate structure, Aon plc became the publicly-held parent company of the Aon group. We sometimes refer to this transaction herein as the Redomestication.

We have approximately 69,000 employees and conduct our operations through various subsidiaries in more than 120 countries and sovereignties.

We serve clients through the following reportable segments:

- **Risk Solutions** acts as an advisor and insurance and reinsurance broker, helping clients manage their risks via consultation, as well as negotiation and placement of insurance risk with insurance carriers through our global distribution network.

- **HR Solutions** partners with organizations to solve their most complex human capital and related financial challenges in the areas of health, retirement and talent. We are dedicated to improving business performance and our client's employees, experience by designing, implementing, communicating and administering a wide range of human capital, retirement, investment consulting, health care, compensation and talent management strategies.

Our clients are globally diversified and include all segments of the economy (individuals through personal lines, mid-market companies and large global companies) and almost every industry in the economy in over 120 countries and sovereignties globally. This diversification of our customer base provides stability in different economic scenarios that may affect specific industries, customer segments or geographies.

We have continued to focus our portfolio on higher margin, capital light professional services businesses that have high recurring revenue streams and strong cash flow generation. Aon drives its capital allocation decision making process around return on invested capital ("ROIC").

In 2015 , 64% of our consolidated total revenues were in Risk Solutions and 37% of our consolidated total revenues were in HR Solutions, before intersegment eliminations.

BUSINESS SEGMENTS

Risk Solutions

The Risk Solutions segment generated approximately 64% of our consolidated total revenues in 2015 , and has approximately 32,000 employees worldwide. We provide risk and insurance, as well as reinsurance, brokerage and related services in this segment.

Principal Products and Services

We operate in this segment through two similar transactional product lines: retail brokerage and reinsurance brokerage. In addition, a key component of this business is our risk consulting services.

Retail brokerage encompasses our retail brokerage services, affinity products, managing general underwriting, placement, captive management services and our Inpoint data and analytics solutions, including the Global Risk Insight Platform ("GRIP"). Our Americas operations provide products and services to clients in North, Central and South America, the Caribbean, and Bermuda. Our International operations in the U.K.; Europe, Middle East and Africa; and Asia Pacific offer these products and services to clients throughout the rest of the world.

Our employees draw upon our global network of resources, sophisticated data and analytics, and specialized expertise to deliver value to clients ranging from small and mid-sized businesses to multi-national corporations. We work with clients to identify their business needs and help them assess and understand their total cost of risk. Once we have gained an understanding of our clients' risk management needs, we seek to leverage our global network and implement a customized risk approach with local Aon resources. The outcome is intended to be a comprehensive risk solution provided locally and personally. The Aon Client Promise® enables our colleagues around the globe to describe, benchmark and price the value we deliver to clients in a unified approach, based on the most important criteria that are critical to our clients' ability manage their total cost of risk.

Our knowledge and foresight, benchmarking and carrier knowledge are keys to providing professional services excellence. We intend to deliver superior value to clients and differentiation from competitors through our key Aon Broking initiatives, which positions us to provide our clients and insurers with additional market insight as well as new product offerings and facilities.

As a retail broker, we serve as an advisor to clients and facilitate a wide spectrum of risk management solutions for property liability, general liability, professional and directors' and officers' liability, workers' compensation, and various healthcare products, as well as other exposures. Our business is comprised of several specialty areas structured around specific product and industry needs.

We offer specialized advice and services in such industries as technology, financial services, agribusiness, aviation, construction, health care and energy, among others. Through our global affinity business, we provide products for professional liability, life, disability income and personal lines for individuals, associations and businesses around the world.

In addition, we are a major provider of risk consulting services, including captive management, that provide our clients with alternative vehicles for managing risks that would be cost-prohibitive or unavailable in traditional insurance markets.

Our health and benefits consulting practice advises clients about structuring, funding, and administering employee benefit programs, which attract, retain, and motivate employees. Benefits consulting and brokerage includes health and welfare, executive benefits, workforce strategies and productivity, absence management, data-driven health, compliance, employee commitment, and elective benefits services.

Reinsurance brokerage offers sophisticated advisory services in program design and claim recoveries intended to enhance the risk/return characteristics of insurance policy portfolios, improve capital utilization, and evaluate and mitigate catastrophic loss exposures worldwide. An insurance or reinsurance company may seek reinsurance or other risk-transfer solutions on all or a portion of the risks it insures. To accomplish this, our reinsurance brokerage services use dynamic financial analysis and capital market alternatives, such as transferring catastrophe risk through securitization. Reinsurance brokerage also offers capital management transaction and advisory services.

We act as a broker or intermediary for all classes of reinsurance. We place two main types of property and casualty reinsurance: treaty reinsurance, which involves the transfer of a portfolio of risks, and facultative reinsurance, which entails the transfer of part or all of the coverage provided by a single insurance policy. We also place specialty lines such as professional liability, workers' compensation, accident, life and health.

We also provide actuarial, enterprise risk management, catastrophe management and rating agency advisory services. We have developed tools and models that help our clients understand the financial implications of natural and man-made catastrophes around the world. Aon Securities Inc. provides global capital management transaction and advisory services for insurance and reinsurance clients. In this capacity, Aon Securities Inc. is recognized as a leader in:

- the structuring, underwriting and trading of insurance-linked securities;
- the arrangement of financing for insurance and reinsurance companies, including Lloyd's syndicates; and
- providing advice on strategic and capital alternatives, including mergers and acquisitions.

In addition, our Inpoint business is a leading provider of consulting services to the insurance and reinsurance industry, helping carriers improve their performance to achieve growth and profitability.

Revenue and Compensation

Our Risk Solutions segment generates revenues primarily through commissions, fees from clients, and compensation from insurance and reinsurance companies for services we provide to them. Commission rates and fees vary depending upon several factors, which may include the amount of premium, the type of insurance or reinsurance coverage provided, the particular services provided to a client, insurer or reinsurer, and the capacity in which we act. Payment terms are consistent with current industry practice.

Fiduciary Funds

We typically hold funds on behalf of clients such as premiums received from clients and claims due to clients that are in transit to and from insurers. These funds held on behalf of clients are generally invested in interest-bearing premium trust accounts and can fluctuate significantly depending on when we collect cash from our clients and when premiums are remitted to the insurance carriers. We earn interest on these accounts; however, the principal is segregated and not available for general operating purposes.

Competition

Our Risk Solutions business operates in an environment that is highly competitive and very fragmented. We compete with other global insurance brokers, including Marsh & McLennan Companies, Inc., Willis Towers Watson Public Limited Company, Arthur J Gallagher & Company, and Jardine Lloyd Thompson Group plc, as well as numerous specialist, regional and local firms in almost every area of our business. We also compete with insurance and reinsurance companies that market and service their insurance products without the assistance of brokers or agents; and with other businesses that do not fall into the categories above, including commercial and investment banks, accounting firms, and consultants that provide risk-related services and products.

Seasonality

Our Risk Solutions segment typically experiences higher revenues in the first and fourth quarters of each year, primarily due to the timing of policy renewals.

HR Solutions

Our HR Solutions segment generated approximately 37% of our consolidated total revenues in 2015 , and has approximately 31,000 employees worldwide with operations in the U.S., Canada, the U.K., Europe, and the Asia Pacific regions.

Principal Products and Services

We provide products and services in this segment primarily under the Aon Hewitt brand.

Our HR Solutions segment works to maximize the value of clients' human resources spending, increase employee productivity, and improve employee performance. Our approach addresses a trend towards more diverse workforces (demographics, nationalities, cultures and work/lifestyle preferences) that require more choices and flexibility among employers so that they can provide benefit options suited to individual needs.

We work with our clients to identify options in human resource outsourcing and process improvements. The primary areas where companies choose to use outsourcing services include benefits administration, core human resource processes, and workforce and talent management.

HR Solutions offers a broad range of human capital services in the following practice areas:

Retirement specializes in providing global actuarial services, defined contribution consulting, pension de-risking, tax and ERISA consulting, and pension administration.

Compensation focuses on compensation advisory/counsel including: compensation planning design, executive reward strategies, salary survey and benchmarking, market share studies and sales force effectiveness assessments, with special expertise in the financial services, technology, and life science industries.

Strategic Human Capital delivers advice to complex global organizations on talent, change and organizational effectiveness issues, including talent strategy and acquisition, executive on-boarding, performance management, leadership assessment and development, communication strategy, workforce training and change management.

Investment consulting provides public and private companies, other institutions and trustees with advice on developing and maintaining investment programs across a broad range of plan types, including defined benefit plans, defined contribution plans, endowments and foundations. In certain instances, we also perform delegated management services in relation to these plans.

Benefits Administration applies our HR expertise primarily through defined benefit, defined contribution, and health and welfare administrative services. We also provide other complementary services such as flexible spending, dependent audit and participant advocacy. Our model replaces the resource-intensive processes once required to administer benefit plans with more efficient, effective and less costly solutions.

Exchanges is building and operating health care exchanges that provide employers with a cost effective alternative to traditional employee and retiree healthcare, while helping individuals select the insurance that best meets their needs.

Human Resource Business Process Outsourcing ("HR BPO") provides market-leading traditional and cloud based solutions to deploy systems, manage employee data; administer benefits, payroll and other human resources processes; and record and manage talent, workforce and other core HR process transactions.

Revenue and Compensation

HR Solutions revenues are principally derived from fees paid by clients for advice and services. In addition, insurance companies pay us commissions for placing individual and group insurance contracts, primarily life, health and accident coverage, and pay us fees for consulting and other services that we provide to them. Payment terms are consistent with current industry practice.

Competition

Our HR Solutions business faces strong competition from other worldwide and national consulting companies, including Marsh & McLennan Companies, Inc. and Willis Towers Watson Public Limited Company. as well as regional and local firms. Competitors include independent consulting firms and consulting organizations affiliated with accounting, information systems, technology and financial services firms, large financial institutions and pure play outsourcers. Some of our competitors provide administrative or consulting services as an adjunct to other primary services. We believe that we are one of the leading providers of human capital services in the world.

Seasonality

Due to buying patterns and delivery of certain products in the markets we serve, revenues tend to be highest in the fourth quarter of each fiscal year.

Licensing and Regulation

Our business activities are subject to licensing requirements and extensive regulation under the laws of countries in which we operate, as well as U.S. federal and state laws. See the discussion contained in the "Risk Factors" section in Part I, Item 1A of this report for information regarding how actions by regulatory authorities or changes in legislation and regulation in the jurisdictions in which we operate may have an adverse effect on our business.

Risk Solutions

Regulatory authorities in the countries or states in the U.S. in which the operating subsidiaries of our Risk Solutions segment conduct business may require individual or company licensing to act as producers, brokers, agents, third party administrators, managing general agents, reinsurance intermediaries, or adjusters.

Under the laws of most countries and states, regulatory authorities have relatively broad discretion with respect to granting, renewing and revoking producers', brokers' and agents' licenses to transact business in the country or state. The operating terms may vary according to the licensing requirements of the particular country or state, which may require, among other things that a firm operates in the country or state through a local corporation. In a few countries and states, licenses may be issued only to individual residents or locally owned business entities. In such cases, our subsidiaries either have such licenses or have arrangements with residents or business entities licensed to act in the country or state.

Our subsidiaries must comply with laws and regulations of the jurisdictions in which they do business. These laws and regulations are enforced by the Financial Conduct Authority ("FCA") in the U.K., by federal and state agencies in the U.S., and by various regulatory agencies and other supervisory authorities in other countries through the granting and revoking of licenses to do business, licensing of agents, monitoring of trade practices, policy form approval, limits on commission rates and mandatory remuneration disclosure requirements.

Insurance authorities in the U.K., U.S. and certain other jurisdictions in which our subsidiaries operate also have enacted laws and regulations governing the investment of funds, such as premiums and claims proceeds, held in a fiduciary capacity for others. These laws and regulations generally require the segregation of these fiduciary funds and limit the types of investments that may be made with them.

Further, certain of our business activities within the Risk Solutions segment are governed by other regulatory bodies, including investment, securities and futures licensing authorities. For example, in the U.S., we use Aon Securities, Inc., a U.S.-registered broker-dealer and investment advisor, member of the Financial Industry Regulatory Authority ("FINRA") and Securities Investor Protection Corporation, and an indirect, wholly owned subsidiary of Aon, for capital management transaction and advisory services and other broker-dealer activities. Similar operations exist in other jurisdictions outside of the U.S.

HR Solutions

Certain of the retirement-related consulting services provided by Aon Hewitt and its subsidiaries and affiliates are subject to the pension and financial laws and regulations of applicable jurisdictions, including oversight and/or supervision by the FCA in the U.K., the Securities and Exchange Commission ("SEC") in the U.S., and regulators in other countries. Aon Hewitt subsidiaries that provide investment advisory services are regulated by various U.S. federal authorities including the SEC and FINRA, as well as authorities on the state level. In addition, other services provided by Aon Hewitt and its subsidiaries and affiliates, such as trustee services and retirement and employee benefit program administrative services, are subject in various jurisdictions to pension, investment and securities and/or insurance laws and regulations and/or supervision by national regulators.

Clientele

Our clients operate in many businesses and industries throughout the world. No one client accounted for more than 1% of our consolidated total revenues in 2015 . Additionally, we place insurance with many insurance carriers, none of which individually accounted for more than 10% of the total premiums we placed on behalf of our clients in 2015 .

Segmentation of Activity by Type of Service and Geographic Area of Operation

Financial information relating to the types of services provided by us and the geographic areas of our operations is incorporated herein by reference to Note 15 "Segment Information" of the Notes to Consolidated Financial Statements in Part II, Item 8 of this report.

Employees

At December 31, 2015 , we employed approximately 69,000 employees.

Information Concerning Forward-Looking Statements

This report and in reports we subsequently file or furnish and have previously filed or furnished with the SEC contains certain statements related to future results, or states our intentions, beliefs and expectations or predictions for the future which are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to expectations or forecasts of future events. They use words such as "anticipate," "believe," "estimate," "expect," "forecast," "project," "intend," "plan," "probably," "potential," "looking forward," and other similar terms, and future or conditional tense verbs like "could," "may," "might," "should," "will" and "would." You can also identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. For example, we may use forward-looking statements when addressing topics such as: market and industry conditions, including competitive and pricing trends; changes in our business strategies and methods of generating revenue; the development and performance of our services and products; changes in the composition or level of our revenues; our cost structure and the outcome of cost-saving or restructuring initiatives; the outcome of contingencies; dividend policy; the expected impact of acquisitions and dispositions; pension obligations; cash flow and liquidity; expected effective tax rate; future actions by regulators; and the impact of changes in accounting rules. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from either historical or anticipated results depending on a variety of factors. Potential factors, which may be revised or supplemented in subsequent reports filed or furnished with the SEC, that could impact results include:

- general economic and political conditions in different countries in which we do business around the world;
- changes in the competitive environment;
- fluctuations in exchange and interest rates that could influence revenue and expense;
- changes in global equity and fixed income markets that could affect the return on invested assets;
- changes in the funding status of our various defined benefit pension plans and the impact of any increased pension funding resulting from those changes;
- the level of our debt limiting financial flexibility;
- rating agency actions that could affect our ability to borrow funds;

- changes in estimates or assumptions on our financial statements;
- limits on our subsidiaries to make dividend and other payments to us;
- the impact of lawsuits and other contingent liabilities and loss contingencies arising from errors and omissions and other claims against us;
- the impact of, and potential challenges in complying with, legislation and regulation in the jurisdictions in which we operate, particularly given the global scope of our businesses and the possibility of conflicting regulatory requirements across jurisdictions in which we do business;
- the effect of the change in global headquarters and jurisdiction of incorporation, including differences in the anticipated benefits;
- the impact of any investigations brought by regulatory authorities in the U.S., U.K. and other countries;
- the impact of any inquiries relating to compliance with the U.S. Foreign Corrupt Practices Act and non-U.S. anti-corruption laws and with U.S. and non-U.S. trade sanctions regimes;
- failure to protect intellectual property rights or allegations that we infringe on the intellectual property rights of others;
- the effects of English law on our operating flexibility and the enforcement of judgments against us;
- the failure to retain and attract qualified personnel;
- international risks associated with our global operations;
- the effect of natural or man-made disasters;
- the potential of a system or network breach or disruption resulting in operational interruption or improper disclosure of personal data;
- our ability to develop and implement new technology;
- the damage to our reputation among clients, markets or third parties;
- the actions taken by third parties that preform aspects of our business operations and client services;
- the extent to which we manage certain risks created in connection with the various services, including fiduciary and investments and other advisory services and business process outsourcing services, among others, that we currently provide, or will provide in the future, to clients;
- our ability to grow, develop and integrate companies that it acquires or new lines of business;
- changes in commercial property and casualty markets, commercial premium rates or methods of compensation;
- changes in the health care system or our relationships with insurance carriers; and
- our ability to implement initiatives intended to yield cost savings and the ability to achieve those cost savings.

Any or all of our forward-looking statements may turn out to be inaccurate, and there are no guarantees about our performance. The factors identified above are not exhaustive. Aon and its subsidiaries operate in a dynamic business environment in which new risks may emerge frequently. Accordingly, readers should not place undue reliance on forward-looking statements, which speak only as of the dates on which they are made. We are under no obligation (and expressly disclaim any obligation) to update or alter any forward-looking statement that we may make from time to time, whether as a result of new information, future events or otherwise. Further information about factors that could materially affect Aon, including our results of operations and financial condition, is contained in the "Risk Factors" section in Part I, Item 1A of this report.

Website Access to Reports and Other Information

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports are made available free of charge through our website (http://www.aon.com) as soon as practicable after such material is electronically filed with or furnished to the SEC. Additionally, the SEC maintains an internet site that contains reports, proxy and information statements, and other information. The address of the SEC's website is www.sec.gov. Also posted on our website are the charters for our Audit, Compliance, Organization and Compensation, Governance/Nominating and Finance Committees, our Governance Guidelines and our Code of Business Conduct. Within the time period required by the SEC and the New York Stock Exchange ("NYSE"), we will post on our website any amendment to or waiver of the Code of Business Conduct applicable to any executive officer or director. The information provided on our website is not part of this report and is therefore not incorporated herein by reference.

Item 1A. Risk Factors.

The risk factors set forth below reflect material risks associated with existing and potential lines of business and contain "forward-looking statements" as discussed in the "Business" Section of Part I, Item 1 of this report. Readers should consider them in addition to the other information contained in this report as our business, financial condition or results of operations could be adversely affected if any of these risks were to actually occur.

The following are material risks related to our businesses specifically and the industries in which we operate generally that could adversely affect our business, financial condition and results of operations and cause our actual results to differ materially from those stated in the forward-looking statements in this document and elsewhere. These risks are not presented in order of importance or probability of occurrence.

Risks Relating to the Company Generally

Competitive Risks

An overall decline in economic activity could have a material adverse effect on the financial condition and results of operations of our businesses.

The demand for property and casualty insurance generally rises as the overall level of economic activity increases and generally falls as such activity decreases, affecting both the commissions and fees generated by our Risk Solutions business. The economic activity that impacts property and casualty insurance is most closely correlated with employment levels, corporate revenue and asset values. Downward fluctuations in the year-over-year insurance premium charged by insurers to protect against the same risk, referred to in the industry as softening of the insurance market, could adversely affect our Risk Solutions business as a significant portion of the earnings are determined as a percentage of premium charged to our clients. A growing number of insolvencies and consolidation associated with an economic downturn, especially insolvencies in the insurance industry, could adversely affect our brokerage business through the loss of clients, by hampering our ability to place insurance and reinsurance business. Also, error and omission claims against us, which we refer to as E&O claims, generally increase in economic downturns, also adversely affecting our brokerage business.

The results of our HR Solutions business are generally affected by the level of business activity of our clients, which in turn is affected by the level of economic activity in the industries and markets these clients serve. Economic downturns in some markets may cause reductions in technology and discretionary spending by our clients, which may result in reductions in the growth of new business as well as reductions in existing business. If our clients become financially less stable, enter bankruptcy, liquidate their operations or consolidate, our revenues and/or collectability of receivables could be adversely affected. In addition, our revenues from many of our outsourcing contracts depend upon the number of our clients' employees or the number of participants in our clients' employee benefit plans and could be adversely affected by layoffs. We may also experience decreased demand for our services as a result of postponed or terminated outsourcing of human resources functions. Reduced demand for our services could increase price competition.

We face significant competitive pressures in each of our businesses.

We believe that competition in our Risk Solutions segment is based on service, product features, price, commission structure, financial strength, ability to access certain insurance markets and name recognition. In this regard, we compete with a large number of global, national, regional and local insurance companies and other financial services providers and brokers.

Our HR Solutions segment competes with a large number of independent firms and consulting organizations affiliated with accounting, information systems, technology and financial services firms around the world. Many of our competitors in this area are expanding the services they offer or reducing prices in an attempt to gain additional business. Additionally, some competitors have established, and are likely to continue to establish, cooperative relationships among themselves or with third parties to increase their ability to address client needs.

Our competitors may have greater financial, technical and marketing resources, larger customer bases, greater name recognition, stronger presence in certain geographies and more established relationships with their customers and suppliers than we have. In addition, new competitors, alliances among competitors or mergers of competitors could emerge and gain significant market share, and some of our competitors may have or may develop a lower cost structure, adopt more aggressive pricing policies or provide services that gain greater market acceptance than the services that we offer or develop. Large and well-capitalized competitors may be able to respond to the need for technological changes and innovate faster, or price their services more aggressively. They may also compete for skilled professionals, finance acquisitions, fund internal growth and compete for market share more effectively than we do. To respond to increased competition and pricing pressure, we may have to lower the cost of our services or decrease the level of service provided to clients, which could have an adverse effect on our financial condition or results of operations.

Financial Risks

We are exposed to fluctuations in currency exchange rates that could negatively impact our financial results and cash flows.

We face exposure to adverse movements in exchange rates of currencies other than our reporting currency, the U.S. Dollar, as a significant portion of our business is located outside of the United States. These exposures may change over time, and they could have a material adverse impact on our financial results and cash flows. Our five largest non-U.S. Dollar exposures are the British Pound, Euro, Australian Dollar, Canadian Dollar and Indian Rupee; however, we also have exposures to other currencies which can have significant currency volatility. These currency exchange risks are present in both the translation of the financial results of our global subsidiaries into U.S. Dollars for our consolidated financial statements, as well as those of our operations that receive revenue and incur expenses other than in their respective local currencies which can reduce the profitability of our operations based on the direction the respective currencies' exchange rates move. A decrease in the value of certain currencies relative to other currencies could place us at a competitive disadvantage compared to our competitors that benefit to a greater degree from a specific exchange rate move and can, as a result, deliver services at a lower cost or receive greater revenues from such a transaction. Although we use various derivative financial instruments to help protect against adverse foreign exchange rate fluctuations, we cannot eliminate such risks, and, as a result, changes in exchange rates may adversely affect our results. For example, the strengthening of the value of the U.S. dollar versus other currencies might adversely affect the value of our products and services when translated to U.S. dollar, even if the value of such products and services has not changed in their original currency.

Changes in interest rates and deterioration of credit quality could reduce the value of our cash balances and investment portfolios and adversely affect our financial condition or results.

Operating funds available for corporate use were $740 million at December 31, 2015 and are reported in Cash and cash equivalents and Short-term investments. Funds held on behalf of clients and insurers were $3.4 billion at December 31, 2015 and are reported in Fiduciary assets. We also carry an investment portfolio of other long-term investments. As of December 31, 2015 , these long-term investments had a carrying value of $135 million . Adverse changes in interest rates and counterparty credit quality, including default, could reduce the value of these funds and investments, thereby adversely affecting our financial condition or results. We may continue to experience reduced investment earnings on our cash and short-term investments of fiduciary and operating funds if the yields on investments deemed to be low risk remain at or near their current low levels, or if negative yields on deposits or investments, as we have experienced in Japan and certain jurisdictions in the European Union, continue or arise in the jurisdictions in which we operate. On the other hand, higher interest rates could result in a higher discount rate used by investors to value our future cash flows thereby resulting in a lower valuation of the Company. In addition, during times of stress in the banking industry, counterparty risk can quickly escalate, potentially resulting in substantial losses for us as a result of our cash or other investments with such counterparties, as well as substantial losses for our clients and the insurance companies with which we work.

Our pension obligations could adversely affect our shareholders' equity, net income, cash flow and liquidity.

To the extent that the pension obligations associated with our pension plans continue to exceed the fair value of the assets supporting those obligations, our financial position and results of operations may be adversely affected. In particular, lower interest rates and investment returns could result in the present value of plan liabilities increasing at a greater rate than the value of plan assets, resulting in higher unfunded positions in our major pension plans. In addition, the periodic revision of pension assumptions or variances of actual results from our assumptions can materially change the present value of expected future benefits, and therefore the funded status of the plans and resulting net periodic pension expense. As a result, we may experience future changes in the funded status of our plans that could require us to make additional cash contributions beyond those that have been estimated which could adversely affect shareholders' equity, net income, cash flow and liquidity.

The significance of our worldwide pension plans means that our pension contributions and expense are comparatively sensitive to various market and demographic factors. These factors include equity and bond market returns, the assumed interest rates we use to discount our pension liabilities, foreign exchange rates, rates of inflation, mortality assumptions, potential regulatory and legal changes and counterparty exposure from various investments and derivative contracts, including annuities. Variations in any of these factors could cause significant changes to our financial position and results of operations from year to year.

We currently plan to contribute approximately $150 million to our major pension plans in 2016 , although we may elect to contribute more. Total cash contributions to these pension plans in 2015 were $194 million , which was a decrease of $122 million compared to 2014 .

We have debt outstanding that could adversely affect our financial flexibility.

As of December 31, 2015 , we had total consolidated debt outstanding of approximately $5.7 billion . The level of debt outstanding could adversely affect our financial flexibility by reducing our ability to use cash from operations for other purposes, including working capital, dividends to shareholders, share repurchases, acquisitions, capital expenditures and general corporate purposes. We also are subject to risks that, at the time any of our outstanding debt matures, we will not be able to retire or refinance the debt on terms that are acceptable to us, or at all.

As of December 31, 2015, we had two committed credit facilities outstanding: our $400 million U.S. credit facility expiring in March 2017 (the "2017 Facility") and our $900 million multi-currency U.S. credit facility expiring in February 2020 (the "2020 Facility"). Each of these facilities is intended to support our commercial paper obligations and our general working capital needs. In addition, each of these facilities included customary representations, warranties and covenants, including financial covenants that require us to maintain specified ratios of adjusted consolidated EBITDA to consolidated interest expense and consolidated debt to adjusted consolidated EBITDA, tested quarterly. During 2015 , we had no borrowings under, and were in compliance with these financial covenants and all other covenants contained in, the 2017 Facility and 2020 Facility.

A substantial portion of our outstanding debt, including certain intercompany debt obligations, contains financial and other covenants. The terms of these covenants may limit our ability to obtain, or increase the costs of obtaining, additional financing to fund working capital, capital expenditures, acquisitions or general corporate requirements. This in turn may have the impact of reducing our flexibility to respond to changing business and economic conditions, thereby placing us at a relative disadvantage compared to competitors that have less indebtedness (or fewer or less onerous covenants associated with such indebtedness) and making us more vulnerable to general adverse economic and industry conditions.

If we cannot service our indebtedness, we may have to take actions such as selling assets, seeking additional equity or reducing or delaying capital expenditures, strategic acquisitions, investments and alliances, any of which could impede the implementation of our business strategy or prevent us from entering into transactions that would otherwise benefit our business. Additionally, we may not be able to effect such actions or refinance any of our debt, if necessary, on commercially reasonable terms, or at all.

A decline in the credit ratings of our senior debt and commercial paper may adversely affect our borrowing costs, access to capital, and financial flexibility.

A downgrade in the credit ratings of our senior debt and commercial paper could increase our borrowing costs, reduce or eliminate our access to capital, reduce our financial flexibility, and limit our ability to implement on corporate strategy. Our senior debt ratings at December 31, 2015 were A- with a stable outlook (Standard & Poor's), BBB+ with a stable outlook (Fitch, Inc), and Baa2 with a stable outlook (Moody's Investor Services). Our commercial paper ratings were A-2 (S&P), F-2 (Fitch) and P-2 (Moody's). During 2014, Moody's Investor Services changed their outlook from positive to stable.

Real or anticipated changes in our credit ratings, will generally affect any trading market for, or trading value of, our securities. Such changes could result from any number of factors, including the modification by a credit rating agency of the criteria or methodology it applies to particular issuers, as a result of a change in the agency's view of us, its industry outlook, or as a consequence of actions we take to implement our corporate strategies, and could adversely limit our access to capital and our competitive position.

The economic and political conditions of the countries and regions in which we operate could have an adverse impact on our business, financial condition, operating results, liquidity and prospects for growth.

Our operations in countries undergoing political change or experiencing economic instability are subject to uncertainty and risks that could materially adversely affect our business. These risks include, particularly in emerging markets, the possibility we would be subject to undeveloped or evolving legal systems, unstable governments and economies, and potential governmental actions affecting the flow of goods, services and currency. Furthermore, seemingly nationally or regionally localized political and economic changes could have a wider, negative impact on our businesses that expands beyond our operations in the immediately affected jurisdiction. The continued concerns regarding the ability of certain European countries to service their outstanding debt have given rise to instability in the global credit and financial markets. This instability has in turn led to questions regarding the future viability of the Euro as the common currency for the area as various scenarios could result in some countries choosing to return to their former local currencies in an effort to regain control over their domestic economies and monetary policies. This uncertainty has had a dampening effect on growth potential in Europe, and if it deteriorates, may have a material negative impact on our European business as well as that of our clients. Further, any development that has the effect of devaluing or replacing the Euro could meaningfully reduce the value of our assets or profitability denominated in that currency, potentially result in charges to our statement of operations and reduce the usefulness of liquidity alternatives denominated in that currency such as our multicurrency U.S. credit facility. We also deposit some of our cash, including cash held in a fiduciary capacity, with certain European financial institutions. While we continuously monitor and manage exposures associated with those deposits, to the extent the uncertainty surrounding economic stability in Europe and the future viability of the Euro suddenly and adversely impacts those financial institutions, some or all of those cash deposits could be at risk.

The benefits of our Redomestication may not be realized or may be offset in whole or in part by factors that we do not control.

There can be no assurance that all of the goals of our Redomestication will be achievable, particularly as the achievement of the benefits are, in many important respects, subject to factors that we do not control. These factors would include such things as the reactions of third parties with whom we enter into contracts and do business and the reactions of investors, analysts, and U.K. and U.S. taxing and other authorities.

Our effective tax rates and the benefits from our Redomestication are also subject to a variety of other factors, many of which are beyond our ability to control, such as changes in the rate of economic growth in the U.K. and the U.S. and other countries, the financial performance of our business in various jurisdictions, currency exchange rate fluctuations (especially as between the British pound and the U.S. dollar), and significant changes in trade, monetary or fiscal policies of the U.K. or the U.S., including changes in interest rates. The impact of these factors, individually and in the aggregate, is difficult to predict, in part because the occurrence of the events or circumstances described in such factors may be (and, in fact, often seem to be) interrelated, and the impact to us of the occurrence of any one of these events or circumstances could be compounded or, alternatively, reduced, offset, or more than offset, by the occurrence of one or more of the other events or circumstances described in such factors.

On September 4, 2013, we received from the Internal Revenue Service ("IRS") an executed Closing Agreement pursuant to which the Company and the IRS agreed that the merger (pursuant to which the Redomestication occurred) did not cause Aon plc to be treated as a U.S. domestic corporation for federal tax purposes. This agreement substantially reduced the risk that actions taken to date might cause Aon plc to be treated as a U.S. domestic corporation for federal tax purposes under the current tax statute and regulations. However, the United States Congress, the IRS, the United Kingdom Parliament or U.K. tax authorities may enact new statutory or regulatory provisions that could adversely affect our status as a non-U.S. corporation, or otherwise adversely affect our anticipated global tax position. Retroactive statutory or regulatory actions have occurred in the past, and there can be no assurance that any such provisions, if enacted or promulgated, would not have retroactive application to us, the Redomestication or any subsequent actions. Our net income and cash flow would be reduced if we were to be subject to U.S. corporate income tax as a domestic corporation. In addition, any future amendments to the current income tax treaties between the United Kingdom and other jurisdictions (including the United States), or any new statutory or regulatory provisions that might limit our ability to take advantage of any such treaties, could subject us to increased taxation.

Our global effective tax rate is subject to a variety of different factors, which could create volatility in that rate, expose us to greater than anticipated tax liabilities and cause us to adjust previously recognized tax assets and liabilities.

We are subject to income taxes in the U.K., U.S. and many other jurisdictions. As a result, our global effective tax rate from period to period can be affected by many factors, including changes in tax legislation, our global mix of earnings, the tax characteristics of our income, the transfer pricing of revenues and costs, acquisitions and dispositions and the portion of the income of non-U.S. subsidiaries that we expect to remit to the U.S. Significant judgment is required in determining our worldwide provision for income taxes, and our determination of our tax liability is always subject to review by applicable tax authorities.

We believe that our Redomestication and related transactions should support our ability to maintain a competitive global tax rate because the U.K. has implemented a dividend exemption system that generally does not subject non-U.K. earnings to U.K. tax when such earnings are repatriated to the U.K. in the form of dividends from non-U.K. subsidiaries. This should allow us to optimize our capital allocation and deploy efficient fiscal structures. However, we cannot provide any assurances as to what our tax rate will be in any period because of, among other things, uncertainty regarding the nature and extent of our business activities in any particular jurisdiction in the future and the tax laws of such jurisdictions, as well as changes in U.S. and other tax laws, treaties and regulations. Our actual global tax rate may vary from our expectation and that variance may be material. Additionally, the tax laws of the U.K. and other jurisdictions could change in the future, and such changes could cause a material change in our tax rate.

We also could be subject to future audits conducted by foreign and domestic tax authorities, and the resolution of such audits could impact our tax rate in future periods, as would any reclassification or other matter (such as changes in applicable accounting rules) that increases the amounts we have provided for income taxes in our consolidated financial statements. There can be no assurance that we would be successful in attempting to mitigate the adverse impacts resulting from any changes in law, audits and other matters. Our inability to mitigate the negative consequences of any changes in the law, audits and other matters could cause our global tax rate to increase, our use of cash to increase and our financial condition and results of operations to suffer.

Changes in our accounting estimates and assumptions could negatively affect our financial position and results of operations.

We prepare our consolidated financial statements in accordance with U.S. GAAP. These accounting principles require us to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of our financial statements. We are also required to make certain judgments that affect the reported amounts of revenues and expenses during each reporting period. We periodically evaluate our estimates and assumptions including, but not limited to, those relating to restructuring, pensions, recoverability of assets including customer receivables, contingencies, share-based payments, income taxes and estimates and assumptions used for our long term outsourcing contracts. We base our estimates on historical experience and various assumptions that we believe to be reasonable based on specific circumstances. These assumptions and estimates involve the exercise of judgment and discretion, which may evolve over time in light of operational experience, regulatory direction, developments in accounting principles and other factors. Actual results could differ from these estimates, or changes in assumptions, estimates or policies or the developments in the business or the application of accounting principles related to long-term contracts may change our initial estimates of future contract results, which could materially affect the Consolidated Statements of Income, Comprehensive Income, Financial Position, Shareholders' Equity and Cash Flows.

We may be required to record goodwill or other long-lived asset impairment charges, which could result in a significant charge to earnings.

Under generally accepted accounting principles, we review our long-lived assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is assessed for impairment at least annually. Factors that may be considered in assessing whether goodwill or intangible assets may not be recoverable include a decline in our share price or market capitalization, reduced estimates of future cash flows and slower growth rates in our industry. We may experience unforeseen circumstances that adversely affect the value of our goodwill or intangible assets and trigger an evaluation of the recoverability of the recorded goodwill and intangible assets. Future goodwill or other long-lived asset impairment charges could materially impact our consolidated financial statements.

We are a holding company and, therefore, may not be able to receive dividends or other payments in needed amounts from our subsidiaries.

Our principal assets are the shares of capital stock and indebtedness of our subsidiaries. We rely on dividends, interest and other payments from these subsidiaries to meet our obligations for paying principal and interest on outstanding debt obligation, paying dividends to shareholders, repurchasing ordinary shares and corporate expenses. Certain of our subsidiaries are subject to regulatory requirements of the jurisdictions in which they operate or other restrictions that may limit the amounts that these subsidiaries can pay in dividends or other payments to us. No assurance can be given that there will not be further changes in law, regulatory actions or other circumstances that could restrict the ability of our subsidiaries to pay dividends. In addition, due to differences in tax rates, repatriation of funds from certain countries into the U.K. through the U.S. could have unfavorable tax ramifications for us. Furthermore, no assurance can be given that our subsidiaries may be able to make timely payments to us in order for us to meet our obligations.

Legal and Regulatory Risks

We are subject to E&O claims against us as well as other contingencies and legal proceedings, some of which, if determined unfavorably to us, could have a material adverse effect on the financial condition or results of operations of a business line or the Company as a whole.

We assist our clients with various matters, including placing of insurance and reinsurance coverage and handling related claims, consulting on various human resources matters, providing actuarial services, investment consulting and asset management services, and outsourcing various human resources functions. E&O claims against us may allege our potential liability for damages arising from these services. E&O claims could include, for example, the failure of our employees or sub-agents, whether negligently or intentionally, to place coverage correctly or notify carriers of claims on behalf of clients or to provide insurance carriers with complete and accurate information relating to the risks being insured, the failure to give error-free advice in our consulting business or the failure to correctly execute transactions in the human resources outsourcing and benefits administration businesses. It is not always possible to prevent and detect errors and omissions, and the precautions we take may not be effective in all cases. In addition, we are subject to other types of claims, litigation and proceedings in the ordinary course of business, which along with E&O claims, may seek damages, including punitive damages, in amounts that could, if awarded, have a material adverse impact on the Company's financial position, earnings, and cash flows. In addition to potential liability for monetary damages, such claims or outcomes could harm our reputation or divert management resources away from operating our business.

We have historically purchased, and intend to continue to purchase, insurance to cover E&O claims and other insurance to provide protection against certain losses that arise in such matters. However, we have exhausted or materially depleted our coverage under some of the policies that protect us for certain years and, consequently, are self-insured or materially self-insured for some historical claims. Accruals for these exposures, and related insurance receivables, when applicable, have been provided to the extent that losses are deemed probable and are reasonably estimable. These accruals and receivables are adjusted from time to time as developments warrant, and may also be adversely affected by disputes we may have with our insurers over coverage. Amounts related to settlement provisions are recorded in Other general expenses in the Consolidated Statements of Income. Discussion of some of these claims, lawsuits, and proceedings are contained in the notes to the consolidated financial statements.

In addition, we provide a variety of guarantees and indemnifications to our customers and others. The maximum potential amount of future payments represents the notional amounts that could become payable under the guarantees and indemnifications if there were a total default by the guaranteed parties, without consideration of possible recoveries under recourse provisions or other methods. Any anticipated payment amounts under guarantees and indemnifications that are deemed to be probable and reasonably estimable are included in our consolidated financial statements. These amounts may not represent actual future payments, if any, for these guarantees and indemnifications.

The ultimate outcome of these claims, lawsuits, proceedings, guarantees and indemnifications cannot be ascertained, and liabilities in indeterminate amounts may be imposed on us. It is possible that future Statements of Financial Position, results of operations or cash flows for any particular quarterly or annual period could be materially affected by an unfavorable resolution of these matters.

Our businesses are subject to extensive governmental regulation, which could reduce our profitability, limit our growth, or increase competition.

Our businesses are subject to extensive legal and regulatory oversight throughout the world, including the U.K. Companies Act and the rules and regulations promulgated by the FCA, the U.S. securities laws, including the Sarbanes-Oxley Act of 2002 and the Dodd-Frank Wall Street Reform and Consumer Protection Act, and the rules and regulations promulgated by the SEC, and a variety of other laws, rules and regulations addressing, among other things, licensing, data privacy and protection, wage-and-hour standards, employment and labor relations, anti-competition, anti-corruption, currency, reserves, government contracting and the amount of local investment with respect to our operations in certain countries. This legal and regulatory oversight could reduce our profitability or limit our growth by increasing the costs of legal and regulatory compliance; by limiting or restricting the products or services we sell, the markets we enter, the methods by which we sell our products and services, or the prices we can charge for our services, and the form of compensation we can accept from our clients, carriers and third parties; or by subjecting our businesses to the possibility of legal and regulatory actions or proceedings.

The global nature of our operations increases the complexity and cost of compliance with laws and regulations, including training and employee expenses, adding to our cost of doing business. In addition, many of these laws and regulations may have differing or conflicting legal standards across jurisdictions, increasing further the complexity and cost of compliance. In emerging markets and other jurisdictions with less developed legal systems, local laws and regulations may not be established with sufficiently clear and reliable guidance to provide us adequate assurance that we are operating our business in a compliant manner with all required licenses or that our rights are otherwise protected. In addition, certain laws and regulations, such as the Foreign Corrupt Practices Act ("FCPA") and the Foreign Account Tax Compliance provisions of the Hiring Incentives to Restore Employment Act ("FATCA") in the U.S. and the Bribery Act of 2010 ("U.K. Bribery Act") in the U.K., impact our operations outside of the legislating country by imposing requirements for the conduct of overseas operations, and in a number of cases, requiring compliance by foreign subsidiaries.

For example, FATCA has resulted in, and will likely continue to result in, increased compliance costs. FATCA requires certain of our subsidiaries, affiliates and other entities to obtain valid FATCA documentation from payees prior to remitting certain payments to such payees. In the event we do not obtain valid FATCA documents, we may be obliged to withhold a portion of such payments. This obligation is shared with our customers and clients who may fail to comply, in whole or in part. In such circumstances, we may incur FATCA compliance costs including withholding taxes, interest and penalties. In addition, regulatory initiatives and changes in the regulations and guidance promulgated under FATCA may increase our costs of operations, and could adversely affect the market for our services as intermediaries, which could adversely affect our operations, results of operations and financial condition.

In addition to the complexity of the laws and regulations themselves, the development of new laws and regulations, changes in application or interpretation of laws and regulations and our continued operational changes and development into new jurisdictions and new service offerings also increases our legal and regulatory compliance complexity as well as the type of governmental oversight to which we may be subject. These changes in laws and regulations could mandate significant and costly changes to the way we implement our services and solutions or could impose additional licensure requirements or costs to our operations and services. Furthermore, as we enter new jurisdictions or lines of businesses and other developments in our services, we may become subject to additional types of laws and policies and governmental oversight and supervision such as those applicable to the financial lending or other service institutions.

In all jurisdictions, the applicable laws and regulations are subject to amendment or interpretation by regulatory authorities. Generally, such authorities are vested with relatively broad discretion to grant, renew and revoke licenses and approvals and to implement regulations. Accordingly, we may have a license revoked, be unable to obtain new licenses and be precluded or temporarily suspended from carrying on or developing some or all of our activities or otherwise fined or penalized in a given jurisdiction. No assurances can be given that our business can further develop or continue to be conducted in any given jurisdiction as it has been conducted in the past.

In addition, new regulatory or industry developments could create an increase in competition that could adversely affect us. These developments include:

- the selling of insurance by insurance companies directly to insureds;
- changes in our business compensation model as a result of regulatory actions or changes;
- the establishment of programs in which state-sponsored entities provide property insurance in catastrophe prone areas or other alternative types of coverage;
- changes in regulations relating to health and welfare plans, defined contribution and defined benefit plans, and investment consulting and asset management;
- additional regulations promulgated by the FCA in the U.K., or other regulatory bodies in jurisdictions in which we operate; or
- additional requirements respecting data privacy and data usage in jurisdictions in which we operate that may increase our costs of compliance and potentially reduce the manner in which data can be used by us to develop or further our product offerings.

Changes in the regulatory scheme, or even changes in how existing regulations are interpreted, could have an adverse impact on our results of operations by limiting revenue streams or increasing costs of compliance. Likewise, increased government involvement in the insurance or reinsurance markets could curtail or replace our opportunities and negatively affect our results of operations and financial condition.

With respect to our Risk Solutions segment, our business' regulatory oversight generally also includes the licensing of insurance brokers and agents, managing general agency or managing general underwriting operations and third party administrators and the regulation of the handling and investment of client funds held in a fiduciary capacity. Our continuing ability to provide insurance broking and third party administration in the jurisdictions in which we currently operate depends on our compliance with the rules and regulations promulgated from time to time by the regulatory authorities in each of these jurisdictions. Also, we can be affected indirectly by the governmental regulation and supervision of insurance companies. For instance, if we are providing or managing general underwriting services for an insurer, we may have to contend with regulations affecting our client. Further, regulation affecting the insurance companies with whom our brokers place business can affect how we conduct those operations.

Services provided in our HR Solutions segment are also the subject of ever-evolving government regulation, either because the services provided to or businesses conducted by our clients are regulated directly or because third parties upon whom we rely to provide services to clients are regulated, thereby indirectly impacting the manner in which we provide services to those clients. In particular, our health care exchange business depends upon the private sector of the United States insurance system, its role in financing health care delivery, and insurance carriers' use of, and payment of commissions to, agents, brokers and other organizations to market and sell individual and family health insurance products and plans. Uncertainty regarding, or any changes to, state or federal law, or the interpretation of such law by applicable regulatory agencies, including the effects of health care reform by the U.S. government, could delay client adoption of our healthcare exchanges, impair our ability to retain clients who have adopted our healthcare exchanges or cause insurance carriers to alter or eliminate the products and plans that they offer or attempt to move members into new products or plans for which we receive lower commissions. In addition, more generally within our HR Solutions segment, changes in laws, government regulations or the way those regulations are interpreted in the jurisdictions in which we operate could affect the viability, value, use or delivery of benefits and human resources programs, including changes in regulations relating to health and welfare (such as medical) plans, defined contribution (such as 401(k)) plans, defined benefit (such as pension) plans or payroll delivery, may adversely affect the demand for, or profitability of, our services.

If we violate the laws and regulation to which we are subject, we could be subject to fines, penalties or criminal sanctions and could be prohibited from conducting business in one or more countries. There can be no assurance that our employees, contractors or agents will not violate these laws and regulations, causing an adverse effect on our operations and financial condition.

In addition, our businesses and operations are subject to heightened regulatory oversight and scrutiny, which may lead to additional regulatory investigations or enforcement actions. As regulators and other government agencies continue to examine the operations of the Company and its subsidiaries, there is no assurance that consent orders or other enforcement actions will not be issued by them in the future. These and other initiatives from national, state and local officials may subject the Company to judgments, settlements, fines or penalties, or cause the Company to be required to restructure its operations and activities, all of which could lead to reputational issues, or higher operational costs, thereby adversely affecting our business, financial condition or operating results.

Failure to protect our intellectual property rights, or allegations that we have infringed on the intellectual property rights of others, could harm our reputation, ability to compete effectively and financial condition.

To protect our intellectual property rights, we rely on a combination of trademark laws, copyright laws, patent laws, trade secret protection, confidentiality agreements and other contractual arrangements with our affiliates, employees, clients, strategic partners and others. However, the protective steps that we take may be inadequate to deter misappropriation of our proprietary information. In addition, we may be unable to detect the unauthorized use of, or take appropriate steps to enforce, our intellectual property rights. Further, effective trademark, copyright, patent and trade secret protection may not be available in every country in which we offer our services or competitors may develop products similar to our products that do not conflict with our related intellectual property rights. Failure to protect our intellectual property adequately could harm our reputation and affect our ability to compete effectively.

In addition, to protect or enforce our intellectual property rights, we may initiate litigation against third parties, such as infringement suits or interference proceedings. Third parties may assert intellectual property rights claims against us, which may be costly to defend, could require the payment of damages and could limit our ability to use or offer certain technologies, products or other intellectual property. Any intellectual property claims, with or without merit, could be expensive, take significant time and divert management's attention from other business concerns. Successful challenges against us could require us to modify or discontinue our use of technology or business processes where such use is found to infringe or violate the rights of others, or require us to purchase licenses from third parties, any of which could adversely affect our business, financial condition and operating results.

As a result of increased shareholder approval requirements, we have less flexibility as an English public limited company with respect to certain aspects of capital management.

English law imposes some restrictions on certain corporate actions by which previously, as a Delaware corporation, we were not constrained. For example, English law provides that a board of directors may only allot, or issue, securities with the prior authorization of shareholders, such authorization being up to the aggregate nominal amount of shares and for a maximum period of five years, each as specified in the articles of association or relevant shareholder resolution. The current authorization is effective until the earlier of our next annual general meeting or August 31, 2016. This authorization will need to be renewed by our shareholders periodically and we intend to renew this authorization at each annual general meeting.

English law also generally provides shareholders with preemptive rights when new shares are issued for cash; however, it is possible for the articles of association, or shareholders in general meeting, to exclude preemptive rights. Such an exclusion of preemptive rights may be for a maximum period of up to five years as specified in the articles of association or relevant shareholder resolution. The current exclusion is effective until the earlier of our next annual general meeting or August 31, 2016. This exclusion would need to be renewed by our shareholders periodically and we intend to renew this exclusion at each annual general meeting.

English law also generally prohibits a company from repurchasing its own shares by way of "off market purchases" without the prior approval of our shareholders. Such approval lasts for a maximum period of up to five years. Our shares are traded on the NYSE, which is not a recognized investment exchange in the U.K. Consequently, any repurchase of our shares is currently considered an "off market purchase." The current authorization expires on June 17, 2020. Renewal of this authorization will be sought periodically.

The enforcement of civil liabilities against us may be more difficult.

Because we are a public limited company incorporated under English law, investors could experience more difficulty enforcing judgments obtained against us in U.S. courts than would have been the case for U.S. judgments obtained against Aon Corporation. In addition, it may be more difficult (or impossible) to bring some types of claims against us in courts in England than it would be to bring similar claims against a U.S. company in a U.S. court.

We are a public limited company incorporated under the laws of England and Wales. Therefore, it may not be possible to effect service of process upon us within the United States in order to enforce judgments of U.S. courts against us based on the civil liability provisions of the U.S. federal securities laws.

There is doubt as to the enforceability in England and Wales, in original actions or in actions for enforcement of judgments of U.S. courts, of civil liabilities solely based on the U.S. federal securities laws. The English courts will, however, treat any amount payable by us under the U.S. judgment as a debt and new proceedings can be commenced in the English courts to enforce this debt against us. The following criteria must be satisfied in order for the English court to enforce the debt created by the U.S. judgment:

- the U.S. judgment must be for a debt or definite sum of money;
- the U.S. judgment must be final and conclusive;
- the U.S. court must, in the circumstances of the case, have had jurisdiction according to the English rules of private international law;
- the U.S. judgment must not have been obtained by fraud;
- the enforcement of the U.S. judgment must not be contrary to U.K. public policy; and
- the proceedings in which the U.S. judgment was obtained must not have been conducted contrary to the rules of natural justice.

Operational and Commercial Risks

Our success depends on our ability to retain and attract experienced and qualified personnel, including our senior management team and other professional personnel.

We depend, in material part, upon the members of our senior management team who possess extensive knowledge and a deep understanding of our business and our strategy. The unexpected loss of services of any of our senior management team could have a disruptive effect adversely impacting our ability to manage our business effectively and execute our business strategy. Competition for experienced professional personnel is intense, and we are constantly working to retain and attract these professionals. If we cannot successfully do so, our business, operating results and financial condition could be adversely affected. We must develop our personnel to provide succession plans capable of maintaining continuity in the midst of the inevitable unpredictability of personnel retention. While we have plans for key management succession and long-term compensation plans designed to retain our senior employees, if our succession plans do not operate effectively, our business could be adversely affected.

Our global operations expose us to various international risks that could adversely affect our business.

Our operations are conducted globally. Accordingly, we are subject to legal, economic and market risks associated with operating in, and sourcing from, foreign countries, including:

- difficulties in staffing and managing our foreign offices, including due to unexpected wage inflation or job turnover, and the increased travel, infrastructure and legal and compliance costs associated with multiple international locations;
- hyperinflation in certain foreign countries;
- imposition or increase of investment and other restrictions by foreign governments;

- longer payment cycles;
- greater difficulties in accounts receivable collection;
- insufficient demand for our services in foreign jurisdictions;
- our ability to execute effective and efficient cross-border sourcing of services on behalf of our clients;
- restrictions on the import and export of technologies; and
- trade barriers.

The occurrence of natural or man-made disasters could result in declines in business and increases in claims that could adversely affect our financial condition and results of operations.

We are exposed to various risks arising out of natural disasters, including earthquakes, hurricanes, fires, floods, tornadoes, climate events or weather patterns, such as El Ni ñ o and the recent significant winter storm events in the U.K. and U.S., and pandemic health events, as well as man-made disasters, including acts of terrorism, military actions and cyber-terrorism. The continued threat of terrorism and ongoing military actions may cause significant volatility in global financial markets, and a natural or man-made disaster could trigger an economic downturn in the areas directly or indirectly affected by the disaster. These consequences could, among other things, result in a decline in business and increased claims from those areas. They could also result in reduced underwriting capacity, making it more difficult for our Risk Solutions professionals to place business. Disasters also could disrupt public and private infrastructure, including communications and financial services, which could disrupt our normal business operations.

A natural or man-made disaster also could disrupt the operations of our counterparties or result in increased prices for the products and services they provide to us. In addition, a disaster could adversely affect the value of the assets in our investment portfolio. Finally, a natural or man-made disaster could increase the incidence or severity of E&O claims against us.

Our inability to successfully recover should we experience a disaster or other business continuity problem could cause material financial loss, loss of human capital, regulatory actions, reputational harm or legal liability.

Our operations are dependent upon our ability to protect our personnel, offices and technology infrastructure against damage from business continuity events that could have a significant disruptive effect on our operations. Should we experience a local or regional disaster or other business continuity problem, such as an earthquake, hurricane, terrorist attack, pandemic, security breaches, power loss, telecommunications failure or other natural or man-made disaster, our continued success will depend, in part, on the availability of our personnel, our office facilities, and the proper functioning of existing, new or upgraded computer systems, telecommunications and other related systems and operations. In events like these, while our operational size, the multiple locations from which we operate, and our existing back-up systems provide us with some degree of flexibility, we still can experience near-term operational challenges with regard to particular areas of our operations. We could potentially lose access to key executives and personnel, client data or experience material adverse interruptions to our operations or delivery of services to our clients in a disaster recovery scenario.

We regularly assess and take steps to improve upon our existing business continuity plans and key management succession. However, a disaster on a significant scale or affecting certain of our key operating areas within or across regions, or our inability to successfully recover should we experience a disaster or other business continuity problem, could materially interrupt our business operations and cause material financial loss, loss of human capital, regulatory actions, reputational harm, damaged client relationships or legal liability.

We rely on complex information technology systems and networks to operate our business. Any significant system or network disruption due to a breach in the security of our information technology systems could have a negative impact on our reputation, operations, sales and operating results.

We rely on the efficient, uninterrupted and secure operation of complex information technology systems and networks, some of which are within the company and some are outsourced. All information technology systems are potentially vulnerable to damage or interruption from a variety of sources, including but not limited to cyber-attacks, computer viruses and security breaches. We regularly experience attacks to our systems and networks and have from time to time experienced cybersecurity breaches, such as computer viruses, unauthorized parties gaining access to our information technology systems and similar incidents, which to date have not had a material impact on our business. If we are unable to efficiently and effectively maintain and upgrade our system safeguards we may incur unexpected costs and certain of our systems may become more vulnerable to unauthorized access. In the future, these types of incidents could result in intellectual property or other confidential information being lost or stolen, including client, employee or company data. In addition, we may not be able to detect breaches in our information technology systems or assess the severity or impact of a breach in a timely manner.

We have implemented various measures to manage our risks related to system and network security and disruptions, but a security breach or a significant and extended disruption in the functioning of our information technology systems could damage our reputation and cause us to lose clients, adversely impact our operations, sales and operating results and require us to incur significant expense to address and remediate or otherwise resolve such issues. Additionally, in order to maintain the level of security, service and reliability that our clients require, we may be required to make significant additional investments in our online methods of delivering our services.

Improper disclosure of confidential, personal or proprietary data could result in regulatory scrutiny, legal liability or harm our reputation.

One of our significant responsibilities is to maintain the security and privacy of our employees' and clients' confidential and proprietary information and, in the case of our HR Solutions clients, confidential information about clients' employees' compensation, medical information and other personally identifiable information. We maintain policies, procedures and technological safeguards designed to protect the security and privacy of this information. Nonetheless, we cannot eliminate the risk of human error or inadequate safeguards against employee or vendor malfeasance or cyber-attacks that could result in improper access to or disclosure of confidential, personal or proprietary information. Such access or disclosure could harm our reputation and subject us to liability under our contracts and laws and regulations that protect personal data, resulting in increased costs or loss of revenue. Furthermore, our clients may not be receptive to services delivered through our information technology systems and networks due to concerns regarding transaction security, user privacy, the reliability and quality of internet service and other reasons. The release of confidential information as a result of a security breach could also lead to litigation or other proceedings against us by affected individuals or business partners, or by regulators, and the outcome of such proceedings, which could include penalties or fines, could have a significant negative impact on our business.

In many jurisdictions, including in the European Union and the United States, we are subject to laws and regulations relating to the collection, use, retention, security and transfer of this information. These laws and regulations are frequently changing and are becoming increasingly complex and sometimes conflict among the various jurisdictions and countries in which we provide services both in terms of substance and in terms of enforceability. This makes compliance challenging and expensive. Our failure to adhere to or successfully implement processes in response to changing regulatory requirements in this area could result in legal liability or impairment to our reputation in the marketplace. Further, regulatory initiatives in the area of data protection are more frequently including provisions allowing authorities to impose substantial fines and penalties, and therefore, failure to comply could also have a significant financial impact.

Our business performance and growth plans could be negatively affected if we are not able to effectively apply technology in driving value for our clients through technology-based solutions or gain internal efficiencies through the effective application of technology and related tools. Conversely, investments in innovative product offerings may fail to yield sufficient return to cover their investments.

Our success depends, in part, on our ability to develop and implement technology solutions that anticipate and keep pace with rapid and continuing changes in technology, industry standards and client preferences. We may not be successful in anticipating or responding to these developments on a timely and cost-effective basis, and our ideas may not be accepted in the marketplace. Additionally, the effort to gain technological expertise and develop new technologies in our business requires us to incur significant expenses. If we cannot offer new technologies as quickly as our competitors or if our competitors develop more cost-effective technologies, it could have a material adverse effect on our ability to obtain and complete client engagements. For example, we have invested significantly in the development of Inpoint and GRIP, repositories of global insurance and reinsurance placement information, which we use to drive results for our clients in the insurance and reinsurance placement process. Our competitors are developing competing databases, and their success in this space may impact our ability to differentiate our services to our clients through the use of unique technological solutions. Likewise, we have invested significantly in our HR BPO business and platform. Innovations in software, cloud computing or other technologies that alter how these services are delivered could significantly undermine our investment in this business if we are slow or unable to take advantage of these developments.

We are continually developing and investing in innovative and novel service offerings that we believe will address needs that we identify in the markets. Nevertheless, for those efforts to produce meaningful value, we are reliant on a number of other factors, some of which our outside of our control. For example, our HR Solutions segment has invested substantial time and resources in launching health care exchanges under the belief that these exchanges will serve a useful role in helping corporations and individuals in the U.S. manage their growing health care expenses. In order for these exchanges to be successful, health care insurers and corporate and individual participants have to deem them suitable, and whether those parties will find them suitable will be subject to their own particular circumstances.

If our clients or third parties are not satisfied with our services, we may face additional cost, loss of profit opportunities and damage to our reputation or legal liability.

We depend, to a large extent, on our relationships with our clients and our reputation for high quality broking, risk management and HR solutions, so that we can understand our clients' needs and deliver solutions and services that are tailored to satisfy these needs. If a client is not satisfied with our services, it may be more damaging to our business than to other businesses and could cause us to incur additional costs and impair profitability. Many of our clients are businesses that band together in industry groups and/or trade associations and actively share information among themselves about the quality of service they receive from their vendors. Accordingly, poor service to one client may negatively impact our relationships with multiple other clients. Moreover, if we fail to meet our contractual obligations, we could be subject to legal liability or loss of client relationships.

The nature of much of our work, especially our actuarial services in our HR Solutions business, involves assumptions and estimates concerning future events, the actual outcome of which we cannot know with certainty in advance. Similarly, in our investment consulting business, we may be measured based on our track record regarding judgments and advice on investments that are susceptible to influences unknown at the time the advice was given. In addition, we could make computational, software programming or data entry or management errors. A client may claim it suffered losses due to reliance on our consulting advice. In addition to the risks of liability exposure and increased costs of defense and insurance premiums, claims arising from our professional services may produce publicity that could hurt our reputation and business and adversely affect our ability to secure new business.

Damage to our reputation could have a material adverse effect on our business.

Our reputation is a key asset of the Company. We advise our clients on and provide services related to a wide range of subjects and our ability to attract and retain clients is highly dependent upon the external perceptions of our level of service, trustworthiness, business practices, financial condition and other subjective qualities. Negative perceptions or publicity regarding these matters or others could erode trust and confidence and damage our reputation among existing and potential clients, which could make it difficult for us to attract new clients and maintain existing ones as mentioned above. Negative public opinion could also result from actual or alleged conduct by us or those currently or formerly associated with us in any number of activities or circumstances, including operations, regulatory compliance, and the use and protection of data and systems, satisfaction of client expectations, and from actions taken by regulators or others in response to such conduct. This damage to our reputation could further affect the confidence of our clients, rating agencies, regulators, stockholders and the other parties in a wide range of transactions that are important to our business having a material adverse effect on our business, financial condition and operating results.

We rely on third parties to perform key functions of our business operations and to provide services to our clients. These third parties may act in ways that could harm our business.

We rely on third parties, and in some cases subcontractors, to provide services, data and information such as technology, information security, funds transfers, data processing, and administration and support functions that are critical to the operations of our business. These third parties include correspondents, agents and other brokerage and intermediaries, insurance markets, data providers, plan trustees, payroll service providers, software and system vendors, health plan providers, investment managers and providers of human resource functions such as recruiters and trainers, among others. As we do not fully control the actions of these third parties, we are subject to the risk that their decisions may adversely impact us and replacing these service providers could create significant delay and expense. A failure by the third parties to comply with service level agreement or regulatory or legal requirements, in a high quality and timely manner, particularly during periods of our peak demand for their services, could result in economic and reputational harm to us. In addition, these third parties face their own technology, operating, business and economic risks, and any significant failures by them, including the improper use or disclosure of our confidential client, employee, or company information, could cause harm to our reputation. An interruption in or the cessation of service by any service provider as a result of systems failures, capacity constraints, financial difficulties or for any other reason could disrupt our operations, impact our ability to offer certain products and services, and result in contractual or regulatory penalties, liability claims from clients and/or employees, damage to our reputation and harm to our business.

Our business is exposed to risks associated with the handling of client funds.

Our Risk Solutions business collects premiums from insureds and remits the premiums to the respective insurers. We also collect claims or refunds from insurers on behalf of insureds, which are remitted to the insureds. Similarly, part of our HR Solutions' outsourcing business handles payroll processing and retirement and pension administration for several of our clients. Consequently, at any given time, we may be holding and managing funds of our clients and, in the case of HR Solutions, their employees, while payroll, retirement plan funds or pension payments are being processed. This function creates a risk of loss arising from, among other things, fraud by employees or third parties, execution of unauthorized transactions or errors relating to transaction processing. We are also potentially at risk in the event the financial institution in which we hold these funds suffers any kind of insolvency or liquidity event. The occurrence of any of these types of events in connection with this function could cause us financial loss and reputational harm.

In connection with the implementation of our corporate strategies, we face risks associated with the acquisition or disposition of businesses, the entry into new lines of business, the integration of acquired businesses and the growth and development of these businesses.

In pursuing our corporate strategy, we may acquire other businesses or dispose of or exit businesses we currently own. The success of this strategy is dependent upon our ability to identify appropriate acquisition and disposition targets, negotiate transactions on favorable terms, complete transactions and, in the case of acquisitions, successfully integrate them into our existing businesses. If a proposed transaction is not consummated, the time and resources spent in researching it could adversely result in missed opportunities to locate and acquire another business. If acquisitions are made, there can be no assurance that we will realize the anticipated benefits of such acquisitions, including, but not limited to, revenue growth, operational efficiencies or expected synergies. If we dispose of or otherwise exit certain businesses, there can be no assurance that we will not incur certain disposition related charges, or that we will be able to reduce overhead related to the divested assets.

From time to time, either through acquisitions or internal development, we enter lines of business or offer new products and services within existing lines of business. These new lines of business or new products and services present the Company with additional risks, particularly in instances where the markets are not fully developed. Such risks include the investment of significant time and resources; the possibility that these efforts will be not be successful; the possibility that marketplace does not accept our products or services, or that we are unable to retain clients that adopt our new products or services; and the risk of additional liabilities associated with these efforts. In addition, many of the businesses that we acquire and develop will likely have significantly smaller scales of operations prior to the implementation of our growth strategy. If we are not able to manage the growing complexity of these businesses, including improving, refining or revising our systems and operational practices, and enlarging the scale and scope of the businesses, our business may be adversely affected. Other risks include developing knowledge of and experience in the new business, integrating the acquired business into our systems and culture, recruiting professionals and developing and capitalizing on new relationships with experienced market participants. External factors, such as compliance with new or revised regulations, competitive alternatives and shifting market preferences may also impact the successful implementation of a new line of business. Failure to manage these risks in the acquisition or development of new businesses could materially and adversely affect our business, results of operations and financial condition.

Risks relating Primarily to our Risk Solutions Segment

Results in our Risk Solutions segment may fluctuate due to many factors, including cyclical or permanent changes in the insurance and reinsurance markets outside of our control.

Results in our Risk Solutions segment have historically been affected by significant fluctuations arising from uncertainties and changes in the industries in which we operate. A significant portion of our revenue consists of commissions paid to us out of the premiums that insurers and reinsurers charge our clients for coverage. We have no control over premium rates, and our revenues and profitability are subject to change to the extent that premium rates fluctuate or trend in a particular direction. The potential for changes in premium rates is significant, due to pricing cyclicality in the commercial insurance and reinsurance markets.

In addition to movements in premium rates, our ability to generate premium-based commission revenue may be challenged by:

- the growing availability of alternative methods for clients to meet their risk-protection needs, including a greater willingness on the part of corporations to "self-insure," the use of so-called "captive" insurers, and the development of capital markets-based solutions and other alternative capital sources for traditional insurance and reinsurance needs that increase market capacity, increase competition and put pressure on pricing;
- fluctuation in the need for insurance as the economic downturn continues, as clients either go out of business or scale back their operations, and thus reduce the amount of insurance, they procure;
- the level of compensation, as a percentage of premium, that insurance carriers are willing to compensate brokers for placement activity;
- the growing desire of clients to move away from variable commission rates and instead compensate brokers based upon flat fees, which can negatively impact us as fees are not generally indexed for inflation and do not automatically increase with premium as does commission-based compensation; and

- competition from insurers seeking to sell their products directly to consumers, including online sales, without the involvement of an insurance broker.

In addition, our increasing focus on new product offerings within the Risk Solutions space exposes us to additional risks. For example, Inpoint and GRIP are relatively new offerings, which may face challenges within the insurance industry or conversely, if successful, may face increasing pressure from competitors who develop competing offerings. As our business, like the economy as a whole, becomes more technology focused, the speed at which our products are subject to challenge or becoming outdated is consistently increasing.

Our results may be adversely affected by changes in the mode of compensation in the insurance industry.

In the past, the Attorney General of New York brought charges against members of the insurance brokerage community. These actions have created uncertainty concerning longstanding methods of compensating insurance brokers. Given that the insurance brokerage industry has faced scrutiny from regulators in the past over its compensation practices, it is possible that regulators may choose to revisit the same or other practices in the future. If they do so, compliance with new regulations along with any sanctions that might be imposed for past practices deemed improper could have an adverse impact on our future results of operations and inflict significant reputational harm on our business.

Risks relating Primarily to our HR Solutions Segment

The profitability of our outsourcing and consulting engagements with clients may not meet our expectations due to unexpected costs, cost overruns, early contract terminations, unrealized assumptions used in our contract bidding process or the inability to maintain our prices.

In our HR Solutions segment, our profitability is highly dependent upon our ability to control our costs and improve our efficiency. As we adapt to change in our business, adapt to the regulatory environment, enter into new engagements, acquire additional businesses and take on new employees in new locations, we may not be able to manage our large, diverse and changing workforce, control our costs or improve our efficiency.

Most new outsourcing arrangements undergo an implementation process whereby our systems and processes are customized to match a client's plans and programs. The cost of this process is estimated by us and often partially funded by our clients. If our actual implementation expense exceeds our estimate or if the ongoing service cost is greater than anticipated, the client contract may be less profitable than expected.

Even though outsourcing clients typically sign long-term contracts, some of these contracts may be terminated at any time, with or without cause, by our client upon 90 to 360 days' written notice. Our outsourcing clients are generally required to pay a termination fee; however, this amount may not be sufficient to offset the costs we incurred in connection with the implementation and system set-up or fully compensate us for the profit we would have received if the contract had not been cancelled. A client may choose to delay or terminate a current or anticipated project as a result of factors unrelated to our work product or progress, such as the business or financial condition of the client or general economic conditions. When any of our engagements are terminated, we may not be able to eliminate associated ongoing costs or redeploy the affected employees in a timely manner to minimize the impact on profitability. Any increased or unexpected costs or unanticipated delays in connection with the performance of these engagements, including delays caused by factors outside our control, could have an adverse effect on our profit margin.

Our profit margin, and therefore our profitability, is largely a function of the rates we are able to charge for our services and the staffing costs for our personnel. Accordingly, if we are not able to maintain the rates we charge for our services or appropriately manage the staffing costs of our personnel, we may not be able to sustain our profit margin and our profitability will suffer. The prices we are able to charge for our services are affected by a number of factors, including competitive factors, cost of living adjustment provisions, the extent of ongoing clients' perception of our ability to add value through our services and general economic conditions. Our profitability in providing HR BPO services is largely based on our ability to drive cost efficiencies during the term of our contracts for such services. If we cannot drive suitable cost efficiencies, our profit margins will suffer. Our cost efficiencies may be impacted by factors such as our ability to transition consultants from completed projects to new assignments, our ability to secure new consulting engagements, our ability to forecast demand for consulting services (and, consequently, appropriately manage the size and location of our workforce), employee attrition, and the need to devote time and resources to training and professional and business development.

We might not be able to achieve the cost savings required to sustain and increase our profit margins in our HR Solutions business.

We provide our outsourcing services over long terms for variable or fixed fees that generally are less than our clients' historical costs to provide for themselves the services we contract to deliver. Also, clients' demand for cost reductions may increase over the term of the agreement. As a result, we bear the risk of increases in the cost of delivering HR outsourcing services to our clients, and our margins associated with particular contracts will depend on our ability to control our costs of performance under those contracts and meet our service commitments cost-effectively. Over time, some of our operating expenses will increase as we invest in additional infrastructure and implement new technologies to maintain our competitive position and meet our client service commitments. We must anticipate and respond to the dynamics of our industry and business by using quality systems, process management, improved asset utilization and effective supplier management tools. We must do this while continuing to grow our business so that our fixed costs are spread over an increasing revenue base. If we are not able to achieve this, our ability to sustain and increase profitability may be reduced.

In our investment consulting business, we advise or act on behalf of clients regarding their investments. The results of these investments are uncertain and subject to numerous factors, some of which are within our control and some which are not. Clients that experience losses or lower than expected investment returns may leave us for competitors and/or assert claims against us.

Our investment consulting business provides advice to clients on: investment strategy, which can include advice on setting investment objectives, asset allocation, and hedging strategies; selection (or removal) of investment managers; the investment in different investment instruments and products; and the selection of other investment service providers such as custodians and transition managers. For some clients, we are responsible for making decisions on these matters and we may implement such decisions in a fiduciary/agency capacity albeit without assuming title or custody over the underlying funds or assets invested. Asset classes may experience poor absolute performance; third parties we recommend or select, such as investment managers, may underperform their benchmarks due to poor market performance, negligence or other reasons, resulting in poor investment returns or losses of some, or all, of the capital that has been invested. These losses may be attributable in whole or in part to failures on our part or to events entirely outside of our control. Regardless of the cause, clients experiencing losses may assert claims against us, and these claims may be for significant amounts. Defending against these claims can involve potentially significant costs, including legal defense costs, as well as cause substantial distraction and diversion of other resources. Furthermore, our ability to limit our potential liability is restricted in certain jurisdictions and in connection with claims involving breaches of fiduciary/agency duties or other alleged errors or omissions. Client experiencing losses or lower than expected investment returns may also leave us for our competitors.

Risks Related to Our Ordinary Shares

Transfers of the Class A Ordinary Shares may be subject to stamp duty or SDRT in the U.K., which would increase the cost of dealing in the Class A Ordinary Shares.

Stamp duty and/or SDRT are imposed in the U.K. on certain transfers of chargeable securities (which include shares in companies incorporated in the U.K.) at a rate of 0.5 percent of the consideration paid for the transfer. Certain transfers of shares to depositaries or into clearance systems are charged at a higher rate of 1.5 percent.

Our Class A Ordinary Shares are eligible to be held in book entry form through the facilities of Depository Trust Company ("DTC"). Transfers of shares held in book entry form through DTC will not attract a charge to stamp duty or SDRT in the U.K. A transfer of the shares from within the DTC system out of DTC and any subsequent transfers that occur entirely outside the DTC system will attract a charge to stamp duty at a rate of 0.5 percent of any consideration, which is payable by the transferee of the shares. Any such duty must be paid (and the relevant transfer document stamped by HMRC) before the transfer can be registered in the books of Aon UK. If those shares are redeposited into DTC, the redeposit will attract stamp duty or SDRT at a rate of 1.5 percent of the value of the shares.

We have put in place arrangements to require that shares held in certificated form cannot be transferred into the DTC system until the transferor of the shares has first delivered the shares to a depository specified by us so that SDRT may be collected in connection with the initial delivery to the depository. Any such shares will be evidenced by a receipt issued by the depository. Before the transfer can be registered in our books, the transferor will also be required to put in the depository funds to settle the resultant liability to SDRT, which will be charged at a rate of 1.5 percent of the value of the shares.

Following the decision of the First Tier Tribunal (Tax Chamber) in *HSBC Holdings plc, The Bank of New York Mellon Corporation v HMRC* 2012 UKFTT 163 (TC) and the announcement by HMRC that it will not seek to appeal the decision, HMRC is no longer enforcing the charge to SDRT on the issue of shares into either EU or non-EU depository receipt or clearance systems.

If the Class A Ordinary Shares are not eligible for continued deposit and clearing within the facilities of DTC, then transactions in our securities may be disrupted.

The facilities of DTC are a widely-used mechanism that allow for rapid electronic transfers of securities between the participants in the DTC system, which include many large banks and brokerage firms. We believe that prior to the merger approximately 99% of the outstanding shares of common stock of Aon Corporation were held within the DTC system. The Class A Ordinary Shares of Aon plc are, at present, eligible for deposit and clearing within the DTC system. In connection with the closing of the Redomestication, we entered into arrangements with DTC whereby we agreed to indemnify DTC for any stamp duty and/or SDRT that may be assessed upon it as a result of its service as a depository and clearing agency for our Class A Ordinary Shares. In addition, we have obtained a ruling from HMRC in respect of the stamp duty and SDRT consequences of the reorganization, and SDRT has been paid in accordance with the terms of this ruling in respect of the deposit of Class A Ordinary Shares with the initial depository. DTC will generally have discretion to cease to act as a depository and clearing agency for the Class A Ordinary Shares. If DTC determines at any time that the Class A Ordinary Shares are not eligible for continued deposit and clearance within its facilities, then we believe the Class A Ordinary Shares would not be eligible for continued listing on a U.S. securities exchange or inclusion in the S&P 500 and trading in the Class A Ordinary Shares would be disrupted. While we would pursue alternative arrangements to preserve our listing and maintain trading, any such disruption could have a material adverse effect on the trading price of the Class A Ordinary Shares.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

We have offices in various locations throughout the world. Substantially all of our offices are located in leased premises. We maintain our corporate headquarters at 122 Leadenhall Street, London, England, where we occupy approximately 190,000 square feet of space under an operating lease agreement that expires in 2034. We own one significant building at Pallbergweg 2-4, Amsterdam, the Netherlands (150,000 square feet). The following are additional significant leased properties, along with the occupied square footage and expiration.

Property:	Occupied Square Footage	Lease Expiration Dates
4 Overlook Point and other locations, Lincolnshire, Illinois	1,059,000	2019 – 2024
Tikri Campus and Unitech Cyber Park, Gurgaon, India	440,000	2015 – 2019
200 E. Randolph Street, Chicago, Illinois	428,000	2028
2601 Research Forest Drive, The Woodlands, Texas	414,000	2020
2300 Discovery Drive, Orlando, Florida	364,000	2020
199 Water Street, New York, New York	319,000	2018
7201 Hewitt Associates Drive, Charlotte, North Carolina	218,000	2025

The locations in Lincolnshire, Illinois, Gurgaon, India, The Woodlands, Texas, Orlando, Florida, and Charlotte, North Carolina, are primarily dedicated to our HR Solutions segment. The other locations listed above house personnel from both of our reportable segments.

In general, no difficulty is anticipated in negotiating renewals as leases expire or in finding other satisfactory space if the premises become unavailable. We believe that the facilities we currently occupy are adequate for the purposes for which they are being used and are well maintained. In certain circumstances, we may have unused space and may seek to sublet such space to third parties, depending upon the demands for office space in the locations involved. See Note 7 "Lease Commitments" of the Notes to Consolidated Financial Statements in Part II, Item 8 of this report for information with respect to our lease commitments as of December 31, 2015 .

Item 3. Legal Proceedings.

We hereby incorporate by reference Note 14 "Commitments and Contingencies" of the Notes to Consolidated Financial Statements in Part II, Item 8 of this report.

Item 4. Mine Safety Disclosure.

Not applicable.

Executive Officers of the Registrant

The executive officers of Aon, their business experience during the last five years, and their ages and positions held are set forth below.

Name	Age	Position
Gregory C. Case	53	President and Chief Executive Officer. Mr. Case became President and Chief Executive Officer of Aon in April 2005. Prior to joining Aon, Mr. Case was a partner 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.
Christa Davies	44	Executive Vice President and Chief Financial Officer. Ms. Davies became Executive Vice President — Global Finance in November 2007. In March 2008, Ms. Davies assumed the additional role of Chief Financial Officer. Prior to joining Aon, Ms. Davies served for 5 years in various capacities at Microsoft Corporation, an international software company, most recently serving as Chief Financial Officer of the Platform and Services Division. Before joining Microsoft in 2002, Ms. Davies served at ninemsn, an Australian joint venture with Microsoft.
Peter Lieb	60	Executive Vice President, General Counsel and Company Secretary. Mr. Lieb was named Aon's Executive Vice President and General Counsel in July 2009 and Company Secretary in November 2013. Prior to joining Aon, Mr. Lieb served as Senior Vice President, General Counsel and Secretary of NCR Corporation, a technology company focused on assisted and self-service solutions, from May 2006 to July 2009, and as Senior Vice President, General Counsel and Secretary of Symbol Technologies, Inc. from October 2003 to February 2006. From October 1997 to October 2003, Mr. Lieb served in various senior legal positions at International Paper Company, including Vice President and Deputy General Counsel. Earlier in his career, Mr. Lieb served as a law clerk to the Honorable Warren E. Burger, Chief Justice of the United States.
Stephen P. McGill	58	Group President, Aon plc and Chairman and Chief Executive Officer, Risk Solutions. Mr. McGill joined Aon in May 2005 as Chief Executive Officer of the Global Large Corporate business unit, which is now part of Aon Global, and was named Chief Executive Officer of Aon Risk Services Americas in January 2006 prior to being named to his current position in February 2008 and as Group President in May 2012. Previously, Mr. McGill served as Chief Executive Officer of Jardine Lloyd Thompson Group plc.
Laurel Meissner	58	Senior Vice President and Global Controller. Ms. Meissner joined Aon in February 2009, and was appointed Senior Vice President and Global Controller and designated as Aon's principal accounting officer in March 2009. Prior to joining Aon, Ms. Meissner served from July 2008 through January 2009 as Senior Vice President, Finance, Chief Accounting Officer of Motorola, Inc., an international communications company. Ms. Meissner joined Motorola in 2000 and served in various senior financial positions, including Corporate Vice President, Finance, Chief Accounting Officer.
Kristi A. Savacool	56	Chief Executive Officer, Aon Hewitt. Ms. Savacool joined Aon upon the completion of the merger between Aon and Hewitt Associates, Inc. and was named Chief Executive Officer of Aon Hewitt in February 2012. Prior to assuming this role, Ms. Savacool served as Co-Chief Executive Officer of Aon Hewitt from May 2011 and, prior to that, Chief Executive Officer of Benefits Administration for Aon Hewitt. At Hewitt, Ms. Savacool served in several senior executive positions, including Senior Vice President, Total Benefit Administration Outsourcing. Ms. Savacool joined Hewitt in July 2005. Prior to July 2005, Ms. Savacool held a number of executive management positions at The Boeing Company since 1985.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Our Class A Ordinary Shares, $0.01 nominal value per share, are traded on the New York Stock Exchange. We hereby incorporate by reference the "Dividends paid per share" and "Price range" data in Note 17 "Quarterly Financial Data" of the Notes to Consolidated Financial Statements in Part II, Item 8 of this report.

We have approximately 241 holders of record of our Class A Ordinary Shares as of February 5, 2016 .

We hereby incorporate by reference Note 9, "Shareholders' Equity" of the Notes to Consolidated Financial Statements in Part II, Item 8 of this report.

The following information relates to the repurchases of equity securities by Aon or any affiliated purchaser during any month within the fourth quarter of the fiscal year covered by this report:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1)
10/1/15 – 10/31/15	—	$ —	—	$ 4,474,091,411
11/1/15 – 11/30/15	3,450,500	94.16	3,450,500	4,149,191,389
12/1/15 – 12/31/15	786,040	95.41	786,040	4,074,199,018
	4,236,540	$ 94.39	4,236,540	$ 4,074,199,018

(1) In April 2012, our Board of Directors authorized a share repurchase program under which up to $5 billion of Class A Ordinary Shares may be repurchased. In November 2014, our Board of Directors authorized an additional $5 billion of Class A Ordinary Shares for repurchase. Under each program, shares may be repurchased through open market or privately negotiated transactions, based on prevailing market conditions, funded from available capital. During 2015 , we repurchased 16.0 million shares at an average price per share of $97.04 for a total cost of $1.6 billion . The remaining authorized amount for share repurchase under our Share Repurchase Programs is $4.1 billion.

Information relating to the compensation plans under which equity securities of Aon are authorized for issuance is set forth under Part III, Item 12 "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" of this report and is incorporated herein by reference.

We did not make any sales of unregistered equity in 2015 .

Item 6. Selected Financial Data.

Selected Financial Data

(millions except shareholders, employees and per share data)	2015	2014	2013	2012	2011
Income Statement Data					
Commissions, fees and other	$ 11,661	$ 12,019	$ 11,787	$ 11,476	$ 11,235
Fiduciary investment income	21	26	28	38	52
Total revenue	$ 11,682	$ 12,045	$ 11,815	$ 11,514	$ 11,287
Net income	1,422	1,431	1,148	1,020	1,010
Less: Net income attributable to noncontrolling interest	37	34	35	27	31
Net income attributable to Aon shareholders	$ 1,385	$ 1,397	$ 1,113	$ 993	$ 979
Basic Net Income (Loss) Per Share Attributable to Aon Shareholders	$ 4.93	$ 4.73	$ 3.57	$ 3.02	$ 2.92
Diluted Net Income (Loss) Per Share Attributable to Aon Shareholders	$ 4.88	$ 4.66	$ 3.53	$ 2.99	$ 2.87
Balance Sheet Data					
Fiduciary assets (1)	$ 9,932	$ 11,638	$ 11,871	$ 12,214	$ 10,838
Intangible assets including goodwill	10,628	11,380	11,575	11,918	12,046
Total assets	27,164	29,772	30,251	30,486	29,552
Long-term debt	5,175	4,799	3,686	3,713	4,155
Total equity	6,163	6,631	8,195	7,805	8,120
Class A Ordinary Shares and Other Data					
Dividends paid per share	$ 1.15	$ 0.92	$ 0.68	$ 0.62	$ 0.60
Price range, per share:					
High	$ 107.08	$ 98.10	$ 84.33	$ 57.92	$ 54.58
Low	86.38	76.49	54.65	45.04	39.68
At year-end:					
Market price, per share	$ 92.21	$ 94.83	$ 83.89	$ 55.61	$ 46.80
Common shareholders of record	242	255	281	240	8,107
Shares outstanding	269.8	280.0	300.7	310.9	324.4
Number of employees	68,790	68,633	65,547	64,725	62,443

(1) Represents insurance premium receivables from clients as well as cash and investments held in a fiduciary capacity.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

EXECUTIVE SUMMARY OF 2015 FINANCIAL RESULTS

During 2015 , we continued to face headwinds that had adversely impacted our business in prior periods. In our Risk Solutions segment, these headwinds included adverse changes in foreign currency exchange rates, economic weakness in continental Europe and a negative market impact in our Reinsurance business. In our HR Solutions segment, these headwinds included price compression in our benefits administration business and economic weakness in continental Europe.

The following is a summary of our 2015 financial results:

- Revenue decreased $363 million , or 3% , compared to the prior year to $11.7 billion in 2015 due primarily to a 6% unfavorable impact from changes in foreign currency exchange rates, partially offset by organic revenue growth of 3% in the Risk Solutions segment and 4% in the HR Solutions segment. Organic revenue for the year was driven by strong new business generation and solid management of the renewal book portfolio across our Risk Solutions segment, as well as solid growth in both our Consulting and Outsourcing businesses within HR Solutions.

- Operating expenses decreased $245 million , or 2% , compared to the prior year to $9.8 billion in 2015 due primarily to a $598 million favorable impact from changes in foreign currency exchange rates, a decrease in intangible asset amortization of $38 million , and a $35 million decrease in expense related to legacy litigation incurred in the prior year, partially offset by a $176 million increase in expense related to legacy litigation in the current year, a $19 million increase in expense resulting from acquisitions, net of divestitures, and an increase in expense associated with 3% organic revenue growth.

- Operating margin decreased to 15.8% in 2015 from 16.3% in 2014 . The decrease in operating margin from the prior year is primarily related to expense related to legacy litigation and the unfavorable impact from changes in foreign currency exchange rates, partially offset by organic revenue growth of 3% and return on investments across the portfolio. Risk Solutions operating margin decreased to 20.3% in 2015 from 21.0% in 2014 . HR Solutions operating margin increased to 12.5% in 2015 from 11.4% in 2014 .

- Net income attributable to Aon shareholders was $1.4 billion , a decrease of $12 million , or 1% , from $1.4 billion in 2014 . Diluted earnings per share increased 5% to $4.88 in 2015 from $4.66 in 2014 .

- Cash flow provided by operating activities was $2.0 billion in 2015 , an increase of $197 million , or 11% , from $1.8 billion in 2014 , due primarily to declines in pension contributions, restructuring related payments, and cash paid for taxes, as well as working capital improvements, partially offset by cash paid to settle legacy litigation, and strong organic revenue growth in the fourth quarter.

We focus on four key non-GAAP metrics that we communicate to shareholders: organic revenue, adjusted operating margins, adjusted diluted earnings per share, and free cash flow. The following is our measure of performance against these four metrics for 2015 :

- Organic revenue growth, a non-GAAP metric as defined under the caption "Review of Consolidated Results — Organic Revenue," was 3% in 2015 . Organic revenue growth was driven by growth across our businesses in both Risk Solutions and HR Solutions. In Risk Solutions, organic revenue growth was driven by strong new business generation and solid management of the renewal book portfolio across our Retail business, partially offset by an unfavorable market impact in our Reinsurance business. In HR Solutions, organic growth was primarily driven by health care exchanges and HR BPO for cloud based solutions in the Outsourcing business, and growth across the Consulting business.

- Adjusted operating margin, a non-GAAP metric as defined under the caption "Review of Consolidated Results — Adjusted Operating Margin," was 20.0% for Aon overall, 23.6% for the Risk Solutions segment, and 18.1% for the HR Solutions segment in 2015 . In 2014 , adjusted operating margin was 19.5% for Aon overall, 22.9% for the Risk Solutions segment, and 17.1% for the HR Solutions segment. The increase in adjusted operating margin for the Risk Solutions segment reflects solid organic revenue growth and return on investments in data and analytics. The increase in adjusted operating margin for the HR Solutions segment reflects solid organic revenue growth, partially offset by costs associated with continued investment in long-term growth opportunities.

- Adjusted diluted earnings per share from net income attributable to Aon's shareholders, a non-GAAP metric as defined under the caption "Review of Consolidated Results — Adjusted Diluted Earnings per Share," was $6.18

per share in 2015 , an increase of $0.47 per share, or 8% , from $5.71 per share in 2014 . The increase demonstrates solid operational performance and effective capital management, highlighted by $1.6 billion of share repurchase during 2015 .

- Free cash flow, a non-GAAP metric as defined under the caption "Review of Consolidated Results — Free Cash Flow," was $1.7 billion in 2015 , an increase of $163 million , or 10% , from $1.6 billion in 2014 . The increase in free cash flow from the prior year was driven by record cash flow from operations of $2.0 billion , offset, in part, by a 13% , or $34 million , increase in capital expenditures.

REVIEW OF CONSOLIDATED RESULTS

General

In our discussion of operating results, we sometimes refer to certain non-GAAP supplemental information derived from consolidated financial information specifically related to organic revenue growth, adjusted operating margin, adjusted diluted earnings per share, free cash flow, and the impact of foreign exchange rate fluctuations on operating results.

Organic Revenue

We use supplemental information related to organic revenue to help us and our investors evaluate business growth from existing operations. Organic revenue is a non-GAAP measure and excludes the impact of foreign exchange rate changes, acquisitions, divestitures, transfers between business units, fiduciary investment income, reimbursable expenses, and certain unusual items. Supplemental information related to organic revenue growth represents a measure not in accordance with U.S. GAAP, and should be viewed in addition to, not instead of, our Consolidated Financial Statements and Notes thereto. Industry peers provide similar supplemental information about their revenue performance, although they may not make identical adjustments. Reconciliations of this non-GAAP measure, organic revenue growth percentages, to the reported Commissions, fees and other revenue growth percentages, have been provided under the "Review by Segment" caption below.

Adjusted Operating Margins

We use adjusted operating margins as a non-GAAP measure of core operating performance of our Risk Solutions and HR Solutions segments. Adjusted operating margins exclude the impact of certain items, including intangible asset amortization, litigation settlements, and restructuring charges because management does not believe these expenses reflect our core operating performance. This supplemental information related to adjusted operating margin represents a measure not in accordance with U.S. GAAP, and should be viewed in addition to, not instead of, our Consolidated Financial Statements and Notes thereto.

A reconciliation of this non-GAAP measure to reported operating margins is as follows (in millions):

Year Ended December 31, 2015	Total Aon (1)	Risk Solutions	HR Solutions
Revenue — U.S. GAAP	$ 11,682	$ 7,426	$ 4,303
Operating income — U.S. GAAP	$ 1,848	$ 1,506	$ 536
Intangible asset amortization	314	109	205
Legacy litigation	176	137	39
Operating income — as adjusted	$ 2,338	$ 1,752	$ 780
Operating margins — U.S. GAAP	15.8%	20.3%	12.5%
Operating margins — as adjusted	20.0%	23.6%	18.1%

Year Ended December 31, 2014	Total Aon (1)	Risk Solutions	HR Solutions
Revenue — U.S. GAAP	$ 12,045	$ 7,834	$ 4,264
Operating income — U.S. GAAP	$ 1,966	$ 1,648	$ 485
Intangible asset amortization	352	109	243
Legacy litigation	35	35	—
Operating income — as adjusted	$ 2,353	$ 1,792	$ 728
Operating margins — U.S. GAAP	16.3%	21.0%	11.4%
Operating margins — as adjusted	19.5%	22.9%	17.1%

Year Ended December 31, 2013	Total Aon (1)	Risk Solutions	HR Solutions
Revenue — U.S. GAAP	$ 11,815	$ 7,789	$ 4,057
Operating income — U.S. GAAP	$ 1,671	$ 1,540	$ 318
Restructuring charges	174	94	80
Intangible asset amortization	395	115	280
Headquarters relocation costs	5	—	—
Operating income — as adjusted	$ 2,245	$ 1,749	$ 678
Operating margins — U.S. GAAP	14.1%	19.8%	7.8%
Operating margins — as adjusted	19.0%	22.5%	16.7%

(1) Includes unallocated expenses and the elimination of inter-segment revenue.

Adjusted Diluted Earnings per Share

We also use adjusted diluted earnings per share as a non-GAAP measure of our core operating performance. Adjusted diluted earnings per share excludes the impact of intangible asset amortization and legacy litigation in 2015 and 2014 and restructuring charges and headquarter relocation costs in 2013, along with related income taxes because management does not believe these expenses are representative of our core earnings. This supplemental information related to adjusted diluted earnings per share represents a measure not in accordance with U.S. GAAP and should be viewed in addition to, not instead of, our Consolidated Financial Statements and Notes thereto.

The effective tax rates used in the U.S. GAAP financial statements were 15.8% and 18.9% for the twelve months ended December 31, 2015 and 2014, respectively. Reconciling items are generally taxed at the effective tax rate. However, after adjusting the underlying annual tax rate to exclude the impact associated with expenses for legacy litigation in the second quarter of 2015, the adjusted effective tax rate for the full year of 2015 was 17.9%.

Reconciliations of this non-GAAP measure to the reported diluted earnings per share are as follows (in millions except per share data):

Year Ended December 31, 2015	U.S. GAAP	Adjustments	As Adjusted
Operating income	$ 1,848	$ 490	$ 2,338
Interest income	14	—	14
Interest expense	(273)	—	(273)
Other income	100	—	100
Income before income taxes	1,689	490	2,179
Income taxes	267	122	389
Net income	1,422	368	1,790
Less: Net income attributable to noncontrolling interests	37	—	37
Net income attributable to Aon shareholders	$ 1,385	$ 368	$ 1,753
Diluted earnings per share	$ 4.88	$ 1.30	$ 6.18
Weighted average ordinary shares outstanding — diluted	283.8		283.8

Year Ended December 31, 2014	U.S. GAAP	Adjustments	As Adjusted
Operating income	$ 1,966	$ 387	$ 2,353
Interest income	10	—	10
Interest expense	(255)	—	(255)
Other income	44	—	44
Income before income taxes	1,765	387	2,152
Income taxes	334	73	407
Net income	1,431	314	1,745
Less: Net income attributable to noncontrolling interests	34	—	34
Net income attributable to Aon shareholders	$ 1,397	$ 314	$ 1,711
Diluted earnings per share	$ 4.66	$ 1.05	$ 5.71
Weighted average ordinary shares outstanding — diluted	299.6		299.6

Year Ended December 31, 2013	U.S. GAAP	Adjustments	As Adjusted
Operating income	$ 1,671	$ 574	$ 2,245
Interest income	9	—	9
Interest expense	(210)	—	(210)
Other income	68	—	68
Income before income taxes	1,538	574	2,112
Income taxes	390	146	536
Net income	1,148	428	1,576
Less: Net income attributable to noncontrolling interests	35	—	35
Net income attributable to Aon shareholders	$ 1,113	$ 428	$ 1,541
Diluted earnings per share	$ 3.53	$ 1.36	$ 4.89
Weighted average ordinary shares outstanding — diluted	315.4		315.4

Free Cash Flow

We use free cash flow, defined as cash flow provided by operations minus capital expenditures, as a non-GAAP measure of our core operating performance. This supplemental information related to free cash flow represents a measure not in accordance with U.S. GAAP and should be viewed in addition to, not instead of, our Consolidated Financial Statements and Notes thereto. The use of this non-GAAP measure does not imply or represent the residual cash flow for discretionary expenditures.

A reconciliation of this non-GAAP measure to cash flow provided by operations is as follows (in millions):

Years Ended December 31,	2015	2014	2013
Cash flow provided by operating activities - U.S. GAAP	$ 2,009	$ 1,812	$ 1,753
Less: Capital expenditures	(290)	(256)	(229)
Free cash flow	$ 1,719	$ 1,556	$ 1,524

Impact of Foreign Exchange Rate Fluctuations

Because we conduct business in more than 120 countries, foreign exchange rate fluctuations have a significant impact on our business. Foreign exchange rate movements may be significant and may distort true period-to-period comparisons of changes in revenue or pretax income. Therefore, to give financial statement users meaningful information about our operations, we have provided an illustration of the impact of foreign currency exchange rates on our financial results. The methodology used to calculate this impact isolates the impact of the change in currencies between periods by translating last year's revenue, expenses, and net income using the current year's foreign exchange rates.

Translating prior year results at current year foreign exchange rates, currency fluctuations had an unfavorable impact of $0.41 on adjusted net income per diluted share during the year ended December 31, 2015 ; currency fluctuations had unfavorable impacts of $0.11 and $0.04 in the years ended 2014 and 2013 , respectively, when prior year results were translated at rates prevalent in those years. These translations are performed for comparative purposes only and do not impact the accounting policies or practices for amounts included in the Consolidated Financial Statements and Notes thereto.

Summary of Results

Our consolidated results of operations follow (in millions):

Years ended December 31,	2015	2014	2013
Revenue:			
Commissions, fees and other	$ 11,661	$ 12,019	$ 11,787
Fiduciary investment income	21	26	28
Total revenue	11,682	12,045	11,815
Expenses:			
Compensation and benefits	6,837	7,014	6,945
Other general expenses	2,997	3,065	3,199
Total operating expenses	9,834	10,079	10,144
Operating income	1,848	1,966	1,671
Interest income	14	10	9
Interest expense	(273)	(255)	(210)
Other income	100	44	68
Income before income taxes	1,689	1,765	1,538
Income taxes	267	334	390
Net income	1,422	1,431	1,148
Less: Net income attributable to noncontrolling interests	37	34	35
Net income attributable to Aon shareholders	$ 1,385	$ 1,397	$ 1,113

Consolidated Results for 2015 Compared to 2014

Revenue

Revenue decreased by $363 million , or 3% , to $11.7 billion in 2015 , compared to $12.0 billion in 2014 . The decrease was driven by a 6% impact from unfavorable foreign exchange rates, partially offset by organic revenue growth of 3% in the Risk Solutions segment and 4% in the HR Solutions segment. Organic revenue growth in the Risk Solutions segment was driven by solid growth across both the Americas and International businesses. Growth across all regions and product lines, including strong new business generation in US Retail, drove organic revenue growth in the Americas. International organic revenue growth was driven by solid growth across Asia, the Pacific, and emerging markets, and strong management of the renewal book portfolio in continental Europe despite economic weakness. Reinsurance was down modestly due to an unfavorable market impact in treaty and a decline in capital markets transactions and advisory business, which more than offset strong net new business growth in treaty placements globally and modest growth in facultative placements. Organic growth in the HR Solutions segment was driven by solid growth in both Consulting and Outsourcing. Consulting organic revenue growth was driven by retirement solutions, including investment consulting and delegated investment solutions, and compensation consulting. Strong growth in health care exchanges, new client wins in HR BPO for cloud based solutions, and project-related revenue in benefits administration drove organic revenue growth in Outsourcing.

Compensation and Benefits

Compensation and benefits decreased $177 million , or 3% , compared to 2014 . The decrease was driven by a $432 million favorable impact from changes in foreign currency exchange rates, partially offset by a $14 million increase in expenses resulting from acquisitions, net of divestitures and an increase in expense associated with 3% organic revenue growth.

Other General Expenses

Other general expenses decreased $68 million , or 2% , compared to 2014 due largely to a $166 million favorable impact from changes in foreign currency exchange rates, a $38 million decrease in intangible amortization, and a $35 million reduction in expense related to legacy litigation incurred in the prior year, partially offset by a $176 million increase in expense related to legacy litigation incurred in the current year and an increase in expense to support 3% organic growth.

Interest Income

Interest income represents income earned on operating cash balances and other income-producing investments. It does not include interest earned on funds held on behalf of clients. Interest income increased $4 million , or 40% , from 2014 , due to marginally higher average interest rates globally.

Interest Expense

Interest expense, which represents the cost of our worldwide debt obligations, increased $18 million , or 7% , from 2014 . The increase in interest expense primarily reflects an increase in total debt outstanding.

Other Income

Other income increased $56 million from $44 million in 2014 to $100 million in 2015 . Other income in 2015 includes, among other things, $82 million in net gains on disposal of businesses, foreign exchange gains of $30 million , and equity earnings of $13 million , partially offset by a $19 million loss from derivatives and a $5 million net loss on certain long term investments. Other income in 2014 include $24 million in net gains on disposal of businesses, foreign exchange gains of $18 million , equity earnings of $12 million , and a $4 million net gain on certain long term investments, partially offset by a $19 million loss from derivatives.

Income before Income Taxes

Income before income taxes was $1.7 billion in 2015 , a decrease of $76 million , or 4% , from $1.8 billion in 2014 due to drivers identified above.

Income Taxes

The effective tax rate on net income was 15.8% in 2015 and 18.9% in 2014 . The 2015 and 2014 rates reflect changes in the geographical distribution of income, a reduction in U.S. income resulting from the settlement of a legacy legal matter in the second quarter of 2015, and the impact of certain discrete items, none of which were individually material.

Net Income Attributable to Aon Shareholders

Net income decreased to $1.39 billion ($4.88 diluted net income per share) in 2015 , compared to $1.40 billion ($4.66 diluted net income per share) in 2014 .

Consolidated Results for 2014 Compared to 2013

Revenue

Revenue increased by $230 million, or 2%, to $12.0 billion in 2014, compared to $11.8 billion in 2013. The increase was driven by organic revenue growth of 2% in the Risk Solutions segment and 5% in the HR Solutions segment. Organic revenue growth in the Risk Solutions segment was driven by solid growth across both the Americas and International businesses. Growth across all regions and product lines, including record new business generation in US Retail, drove organic revenue growth in the Americas. International organic revenue growth was driven by solid growth across Asia, the Pacific, and emerging markets, partially offset by a modest decline in continental Europe. Reinsurance was down modestly as a significant unfavorable market impact more than offset net new business growth in treaty placements globally and growth in capital markets transactions and advisory business, as well as facultative placements. Organic growth in the HR Solutions segment was driven by solid growth in both Consulting and Outsourcing. Consulting organic revenue growth was driven by retirement consulting, project-related revenue, and businesses in Asia. Strong growth in health care exchanges and new client wins in HR BPO drove organic revenue growth in Outsourcing.

Compensation and Benefits

Compensation and benefits increased $69 million, or 1%, compared to 2013. The increase was driven by an increase in expense associated with 3% organic revenue growth, partially offset by a $79 million decrease in restructuring costs and a $46 million favorable impact from changes in foreign currency exchange rates.

Other General Expenses

Other general expenses decreased $134 million, or 4%, compared to 2013 due largely to a $95 million decrease in formal restructuring costs and a $43 million decrease in intangible amortization, partially offset by $35 million of expense related to legacy litigation.

Interest Income

Interest income represents income earned on operating cash balances and other income-producing investments. It does not include interest earned on funds held on behalf of clients. Interest income increased $1 million, or 11%, from 2013, due to marginally higher average interest rates globally.

Interest Expense

Interest expense, which represents the cost of our worldwide debt obligations, increased $45 million, or 21%, from 2013. The increase in interest expense primarily reflects an increase in total debt outstanding.

Other Income

Other income decreased $24 million from $68 million in 2013 to $44 million in 2014. Other income in 2014 includes $24 million in gains on disposal of businesses, foreign exchange gains of $18 million, equity earnings of $12 million, and $4 million in gains on investments, partially offset by a $19 million loss from derivatives. Other income in 2013 includes $28 million in gains on investments, equity earnings of $20 million, foreign exchange gains of $13 million, and $10 million in gains on disposal of businesses, partially offset by $10 million loss from derivatives.

Income before Income Taxes

Income before income taxes was $1.8 billion in 2014, an increase of $227 million, or 15%, from $1.5 billion in 2013.

Income Taxes

The effective tax rate on net income was 18.9% in 2014 and 25.4% in 2013. The 2014 and 2013 rates reflect certain discrete tax adjustments and changes in the geographic distribution of income, primarily the benefit from global funding structures and benefits from lower-taxed global operations.

Net Income Attributable to Aon Shareholders

Net income increased to $1.4 billion ($4.66 diluted net income per share) in 2014, compared to $1.1 billion ($3.53 diluted net income per share) in 2013.

LIQUIDITY AND FINANCIAL CONDITION

Liquidity

Executive Summary

We believe that our balance sheet and strong cash flow provide us with adequate liquidity. Our primary sources of liquidity are cash flow from operations, available cash reserves, committed credit facilities, and debt capacity available through public debt markets, both short and long-term. Our primary uses of liquidity are operating expenses, capital expenditures, acquisitions, share repurchases, pension obligations, and shareholder dividends. We believe that cash flows from operations and available debt financing will be sufficient to meet our liquidity needs, including principal and interest payments on debt obligations, capital expenditures, pension contributions, cash restructuring costs, and anticipated working capital requirements, for the foreseeable future.

Cash on our balance sheet includes funds available for general corporate purposes, as well as amounts restricted as to their use. Funds held on behalf of clients in a fiduciary capacity are segregated and shown together with uncollected insurance premiums in Fiduciary assets in the Consolidated Statement of Financial Position, with a corresponding amount in Fiduciary liabilities. Fiduciary funds generally cannot be used for general corporate purposes, and are not a source of liquidity for us.

Cash and cash equivalents and Short-term investments decreased $28 million to $740 million in 2015 . During 2015 , cash flow from operating activities increased $197 million to $2.0 billion . Additional sources of funds in 2015 included net sales of short term investments of $9 million , $205 million of proceeds from the sale of businesses, and issuances of debt, net of repayments of $253 million . The primary uses of funds in 2015 included share repurchases of $1.6 billion , cash contributions to our major defined benefit plans of $194 million , acquisition of businesses of $16 million , dividends paid to shareholders of $323 million , and capital expenditures of $290 million .

Our investment grade rating is important to us for a number of reasons, the most important of which is preserving our financial flexibility. If our credit ratings were downgraded to below investment grade, the interest expense on any outstanding balances on our credit facilities would increase and we could incur additional requests for pension contributions. To manage unforeseen situations, we have committed credit lines of approximately $1.3 billion and we endeavor to manage our obligations to ensure we maintain our current investment grade ratings. At December 31, 2015 , we had no borrowings on these credit lines.

During the quarter ended December 31, 2015, the Company reclassified certain cash flows related to employee shares withheld for taxes to align itself with peers and industry practice. This resulted in a reclassification of $227 million and $170 million for the years ended December 31, 2015 and 2014, respectively, from Accounts payable and accrued liabilities and Other assets and liabilities within Cash Flows from Operating Activities, to Issuance of shares for employee benefit plans within Cash Flows from Financing Activities resulting in a corresponding increase in Cash Flows From Operating Activities.

Operating Activities

Net cash provided by operating activities during 2015 increased $197 million , or 11% , to $2.0 billion . This amount represents net income reported by the Company, as adjusted for gains or losses on sales of businesses, financial instruments and foreign exchange, and our non-cash expenses, which include share-based compensation, depreciation, and amortization, as well as changes in working capital that relate primarily to the timing of payments of accounts payable and accrued liabilities and collection of receivables. The increase from the prior year was primarily driven by reductions in pension contributions, cash taxes paid, and restructuring payments, as well as working capital improvements, partially offset by an increase in payments for legacy litigation.

Pension contributions were $194 million during 2015 compared to $316 million during 2014 . In 2016 , we expect to contribute approximately $150 million to our pension plans, with the majority attributable to non-U.S. pension plans, which are subject to changes in foreign exchange rates

We expect cash generated by operations for 2015 to be sufficient to service our debt and contractual obligations, fund the cash requirements of our restructuring programs, finance capital expenditures, continue purchases of shares under our share repurchase program, and continue to pay dividends to our shareholders. Although cash from operations is expected to be sufficient to service these activities, we have the ability to access the commercial paper markets or borrow under our credit facilities to accommodate any timing differences in cash flows. We have committed credit facilities of approximately $1.3 billion , of which all was available at December 31, 2015 , and can access these facilities on a same day or next day basis. Additionally, under current market conditions, we believe that we could access capital markets to obtain debt financing for longer-term funding, if needed.

Investing Activities

Cash used for investing activities in 2015 was $138 million . The primary drivers of the cash flow used for investing activities were $290 million for capital expenditures, $16 million for acquisitions of businesses, net of cash acquired and $46 million of net purchases of long-term investments, partially offset by net sales of short-term investments of $9 million , and sale of businesses of $205 million .

Cash used for investing activities in 2014 was $545 million. The primary drivers of the cash flow used for investing activities were $479 million for acquisitions of businesses, net of cash acquired and $256 million for capital expenditures, partially offset by net sales of short-term investments of $110 million, sale of businesses of $48 million, and $32 million for net sales of long-term investments.

Cash used for investing activities in 2013 was $339 million. The primary drivers of the cash flow used for investing activities were capital expenditures of $229 million, net purchases of short term investments of $174 million, and acquisitions of businesses, net of cash acquired, of $54 million, partially offset by sales of long term investments of $93 million.

Financing Activities

Cash used for financing activities during 2015 was $1.7 billion . The primary drivers of the cash used for financing activities were share repurchases of $1.6 billion , dividends paid to shareholders of $323 million , and net cash payments of $30 million related to issuance of shares, partially offset by issuances of debt, net of repayments , of $253 million .

Cash used for financing activities during 2014 was $1.3 billion. The primary drivers of the cash flow used for financing activities were share repurchases of $2.3 billion, dividends paid to shareholders of $273 million, and issuance of shares for employee benefit plans of $105 million, partially offset by issuances of debt, net of repayments, of $1.3 billion.

Cash used for financing activities during 2013 was $1.1 billion. The primary drivers of the cash flow used for financing activities were share repurchases of $1.1 billion, dividends paid to shareholders of $212 million, and issuance of shares for employee benefit plans of $22 million, partially offset by issuances of debt, net of repayments, of $227 million.

Cash and Short-Term Investments

At December 31, 2015 , our cash and cash equivalents and short-term investments were $740 million , a decrease of $28 million from December 31, 2014 , primarily related to share repurchases of $1.6 billion and dividends of $323 million , partially offset by $2.0 billion in cash flow from operating activities and the net issuances of debt of $253 million . Of the total balance as of December 31, 2015 , $105 million was restricted as to its use, which was comprised of $65 million of operating funds in the U.K., as required by the FCA, and $40 million held as collateral for various business purposes. At December 31, 2015 , $2.6 billion of cash and cash equivalents and short-term investments were held in the U.S. and overdrawn cash and cash equivalents and short-term investments of $1.9 billion were held in other countries. Due to differences in tax rates, the repatriation of funds from certain countries into the U.S., if repatriated, could have an unfavorable tax impact.

At December 31, 2014, our cash and cash equivalents and short-term investments were $768 million, a decrease of $232 million from December 31, 2013, primarily related to share repurchases of $2.3 billion and dividends of $273 million, partially offset by the net issuances of debt of $1.3 billion. Of the total balance as of December 31, 2014, $169 million was restricted as to its use, which was comprised of $65 million of operating funds in the U.K., as required by the FCA, and $106 million held as collateral for various business purposes. At December 31, 2014, $3.5 billion of cash and cash equivalents and short-term investments were held in the U.S. and overdrawn cash and cash equivalents and short-term investments of $2.7 billion were held in other countries.

We maintain a multicurrency cash pool with a third party bank in which various Aon entities participate. Individual Aon entities are permitted to overdraw on their individual accounts provided the overall balance does not fall below zero. At December 31, 2015 and 2014 , non-U.S. cash balances of one or more entities were negative; however, the overall balance was positive.

In our capacity as an insurance broker or agent, we collect premiums from insureds and, after deducting our commission, remit the premiums to the respective insurance underwriter. We also collect claims or refunds from underwriters on behalf of insureds, which are then returned to the insureds. Unremitted insurance premiums and claims are held by us in a fiduciary capacity. In addition, some of our outsourcing agreements require us to hold funds on behalf of clients to pay obligations on their behalf. The levels of fiduciary assets and liabilities can fluctuate significantly, depending on when we collect the premiums, claims and refunds, make payments to underwriters and insureds, collect funds from clients and make payments on their behalf, and foreign currency movements. Fiduciary assets, because of their nature, are generally invested in very liquid securities with highly-rated, credit-worthy financial institutions. In our Consolidated Statements of Financial Position, the amount we report for Fiduciary assets and Fiduciary liabilities are equal. Our Fiduciary assets included cash and investments of $3.4 billion and $4.0 billion and fiduciary receivables of $6.5 billion and $7.7 billion at December 31, 2015 and 2014 , respectively. While we earn investment income on the fiduciary assets held in cash and investments, the cash and investments are not owned by us, and cannot be used for general corporate purposes.

As disclosed in Note 13 "Fair Value Measurements and Financial Instruments" of the Notes to Consolidated Financial Statements, the majority of our investments carried at fair value are money market funds. Money market funds are carried at cost as an approximation of fair value. Consistent with market convention, we consider cost a practical and expedient measure of fair value. These money market funds are held throughout the world with various financial institutions. We are not aware of any market liquidity issues that would materially impact the fair value of these investments.

As of December 31, 2015 , our investments in money market funds and highly liquid debt instruments had a fair value of $1.4 billion and are reported as Short-term investments or Fiduciary assets in the Consolidated Statements of Financial Position depending on their nature and initial maturity.

The following table summarizes our Fiduciary assets and non-fiduciary Cash and cash equivalents and Short-term investments as of December 31, 2015 (in millions):

	Statement of Financial Position Classification			
Asset Type	Cash and Cash Equivalents	Short-term Investments	Fiduciary Assets	Total
Certificates of deposit, bank deposits or time deposits	$ 384	$ —	$ 2,354	$ 2,738
Money market funds	—	356	1,040	1,396
Highly liquid debt instruments	—	—	—	—
Other investments due within one year	—	—	—	—
Cash and investments	384	356	3,394	4,134
Fiduciary receivables	—	—	6,538	6,538
Total	$ 384	$ 356	$ 9,932	$ 10,672

Share Repurchase Program

In April 2012, our Board of Directors authorized a share repurchase program (the "2012 Share Repurchase Program") under which up to $5.0 billion of Class A Ordinary Shares may be repurchased. In November 2014, our Board of Directors authorized a share repurchase program ("the 2014 Share Repurchase Program" and together, the "Share Repurchase Programs") pursuant to which $5.0 billion may be repurchased program in addition to the $5.0 billion of Class A Ordinary Shares authorized under the 2012 Share Repurchase Program. Under each program, shares may be repurchased through the open market or in privately negotiated transactions, based on prevailing market conditions, funded from available capital.

During 2015 , the Company repurchased 16.0 million shares at an average price per share of $97.04 for a total cost of $1.6 billion . During 2014 , we repurchased 25.8 million shares at an average price per share of $87.18 for a total cost of $2.3 billion. In August 2015, the $5.0 billion of Class A Ordinary Shares authorized under the 2012 Share Repurchase Program was exhausted. At December 31, 2015, the remaining authorized amount for share repurchase under the 2014 Share Repurchase Program is $4.1 billion . Under the Repurchase Programs, the Company has repurchased a total of 78.1 million shares for an aggregate cost of $5.9 billion .

For information regarding share repurchases made during the fourth quarter of 2015 , see Item 5. "Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities" as previously described.

Dividends

During 2015 , 2014 , and 2013 , we paid dividends on our Class A Ordinary Shares of $323 million , $273 million , and $212 million , respectively. Dividends paid per Class A Ordinary Share were $1.15 , $0.92 , and $0.68 for the years ended December 31, 2015 , 2014 , and 2013 , respectively.

Distributable Reserves

As a U.K. incorporated company, we are required under U.K. law have available "distributable reserves" to make share repurchases or pay dividends to shareholders. Distributable reserves may be created through the earnings of the U.K. parent company. Distributable reserves are not linked to a U.S. GAAP reported amount (e.g., retained earnings). As of December 31, 2015 and 2014 , we had distributable reserves in excess of $2.1 billion and $4.0 billion , respectively. We believe that we will have sufficient distributable reserves to fund shareholder dividends for the foreseeable future.

Borrowings

Total debt at December 31, 2015 was $5.7 billion , which represents an increase of $155 million compared to December 31, 2014 . This increase is primarily due to issuances of debt, net of repayments , of $253 million , which is net of a decrease in commercial paper outstanding of $118 million compared to December 31, 2014 .

On May 20, 2015, Aon plc issued $600 million of 4.750% Senior Notes due May 2045. The 4.750% Notes due May 2045 are fully and unconditionally guaranteed by Aon Corporation. We used the proceeds of the issuance for general corporate purposes.

On September 30, 2015, $600 million of 3.50% Senior Notes issued by Aon Corporation matured and were repaid.

On November 13, 2015, Aon plc issued $400 million of 2.80% Senior Notes due March 2021. The 2.80% Notes due March 2021 are fully and unconditionally guaranteed by Aon Corporation. We used the proceeds of the issuance for general corporate purposes.

Credit Facilities

As of December 31, 2015, we had two committed credit facilities outstanding: our $400 million U.S. credit facility expiring in March 2017 (the "2017 Facility") and $900 million multi-currency U.S. credit facility expiring in February 2020 (the "2020 Facility"). The 2020 Facility was entered into on February 2, 2015 and replaced the previous €650 million European credit facility. Each of these facilities is intended to support our commercial paper obligations and our general working capital needs. In addition, each of these facilities includes customary representations, warranties and covenants, including financial covenants that require us to maintain specified ratios of adjusted consolidated EBITDA to consolidated interest expense and consolidated debt to adjusted consolidated EBITDA, tested quarterly. At December 31, 2015 , we did not have borrowings under either the 2017 Facility or the 2020 Facility, and we were in compliance with the financial covenants and all other covenants contained therein during the twelve months ended December 31, 2015.

Effective February 2, 2016, the 2020 Facility terms were extended for 1 year and will expire in February 2021

Our total debt-to-EBITDA ratio at December 31, 2015 and 2014 , is calculated as follows:

Years Ended December 31,	**2015**	**2014**
Net income	1,422	1,431
Interest expense	273	255
Income taxes	267	334
Depreciation of fixed assets	229	242
Amortization of intangible assets	314	352
Total EBITDA	2,505	2,614
Total Debt	5,737	5,582
Total debt-to-EBITDA ratio	2.3	2.1

We use EBITDA, as defined by our financial covenants, as a non-GAAP measure. This supplemental information related to EBITDA represents a measure not in accordance with U.S. GAAP and should be viewed in addition to, not instead of, our Consolidated Financial Statements and Notes thereto.

Shelf Registration Statement

On September 3, 2015, we filed a shelf registration statement with the SEC, registering the offer and sale from time to time of an indeterminate amount of, among other securities, debt securities, preference shares, Class A Ordinary Shares and convertible securities. Our ability to access the market as a source of liquidity is dependent on investor demand, market conditions and other factors.

Rating Agency Ratings

The major rating agencies' ratings of our debt at February 22, 2016 appear in the table below.

	Ratings		
	Senior Long-term Debt	Commercial Paper	Outlook
Standard & Poor's	A-	A-2	Stable
Moody's Investor Services	Baa2	P-2	Stable
Fitch, Inc.	BBB+	F-2	Stable

A downgrade in the credit ratings of our senior debt and commercial paper could increase our borrowing costs, reduce or eliminate our access to debt capital, reduce our financial flexibility, increase our commercial paper interest rates, or restrict our access to the commercial paper market altogether, and/or impact future pension contribution requirements.

Letters of Credit and Other Guarantees

We had total letters of credit ("LOCs") outstanding of approximately $58 million at December 31, 2015 , compared to $95 million at December 31, 2014 . These letters of credit cover the beneficiaries related to certain of our U.S. and Canadian non-qualified pension plan schemes and secure deductible retentions for our own workers compensation program. We also have issued LOCs to cover contingent payments for taxes and other business obligations to third parties, and other guarantees for miscellaneous purposes at our international subsidiaries.

We have certain contractual contingent guarantees for premium payments owed by clients to certain insurance companies. The maximum exposure with respect to such contractual contingent guarantees was approximately $104 million at December 31, 2015 , compared to $112 million at December 31, 2014 .

We have provided commitments to fund certain limited partnerships in which we have an interest in the event that the general partners request funding. Some of these commitments have specific expiration dates and the maximum potential funding under these commitments was $12 million at December 31, 2015 compared to $14 million at December 31, 2014 . During 2015 , we funded $2 million of these commitments.

Other Liquidity Matters

We do not have exposure related to off balance sheet arrangements. Our cash flows from operations, borrowing availability and overall liquidity are subject to risks and uncertainties. See Item 1, "Information Concerning Forward-Looking Statements" and Item 1A, "Risk Factors."

Contractual Obligations

Summarized in the table below are our contractual obligations and commitments as of December 31, 2015 (in millions):

	Payments due in				
	2016	2017 – 2018	2019 – 2020	2021 and beyond	Total
Short- and long-term borrowings	$ 562	$ 274	$ 599	$ 4,302	$ 5,737
Interest expense on debt	248	478	459	2,651	3,836
Operating leases	325	558	434	828	2,145
Pension and other postretirement benefit plans (1) (2)	120	384	351	700	1,555
Purchase obligations (3) (4) (5)	502	540	213	134	1,389
Insurance premiums payable	9,932	—	—	—	9,932
	$ 11,689	$ 2,234	$ 2,056	$ 8,615	$ 24,594

(1) Pension and other postretirement benefit plan obligations include estimates of our minimum funding requirements, pursuant to ERISA and other regulations and minimum funding requirements agreed with the trustees of our U.K. pension plans. Additional amounts may be agreed to with, or required by, the U.K. pension plan trustees. Nonqualified pension and other postretirement benefit obligations are based on estimated future benefit payments. We may make additional discretionary contributions.

(2) In 2013, our principal U.K subsidiary agreed with the trustees of one of the U.K. plans to contribute an average of$11 million per year to that pension plan for the next three years. The trustees of the plan have certain rights to request that our U.K. subsidiary advance an amount equal to an actuarially determined winding-up deficit. As of December 31, 2015 , the estimated winding-up deficit was £240 million ($360 million at December 31, 2015 exchange rates). The trustees of the plan have accepted in practice the agreed-upon schedule of contributions detailed above and have not requested the winding-up deficit be paid.

(3) Purchase obligations are defined as agreements to purchase goods and services that are enforceable and legally binding on us, and that specifies all significant terms, including what is to be purchased, at what price and the approximate timing of the transaction. Most of our purchase obligations are related to purchases of information technology services or other service contracts.

(4) Excludes $12 million of unfunded commitments related to an investment in a limited partnership due to our inability to reasonably estimate the period(s) when the limited partnership will request funding.

(5) Excludes $218 million of liabilities for uncertain tax positions due to our inability to reasonably estimate the period(s) when potential cash settlements will be made.

Financial Condition

At December 31, 2015 , our net assets were $6.2 billion , representing total assets minus total liabilities, a decrease from $6.6 billion at December 31, 2014 . The decrease was due primarily to share repurchases of $1.6 billion , dividends of $323 million , and an increase in Accumulated other comprehensive loss of $289 million related primarily to an increase in the post-retirement benefit obligation, partially offset by Net income of $1.4 billion for the year ended December 31, 2015 . Working capital increased by $77 million from $809 million at December 31, 2014 to $886 million at December 31, 2015 .

Accumulated other comprehensive loss increased $289 million at December 31, 2015 as compared to December 31, 2014 , which was primarily driven by the following:

- negative net foreign currency translation adjustments of $436 million , which are attributable to the strengthening of the U.S. dollar against certain foreign currencies,
- a decrease of $155 million in net post-retirement benefit obligations, and
- net financial instrument losses of $8 million .

REVIEW BY SEGMENT

General

We serve clients through the following segments:

- **Risk Solutions** acts as an advisor and insurance and reinsurance broker, helping clients manage their risks, via consultation, as well as negotiation and placement of insurance risk with insurance carriers through our global distribution network.
- **HR Solutions** partners with organizations to solve their most complex benefits, talent and related financial challenges, and improve business performance by designing, implementing, communicating and administering a wide range of human capital, retirement, investment management, health care, compensation and talent management strategies.

Risk Solutions

Years ended December 31 (millions, except percentage data)	**2015**	**2014**	**2013**
Revenue	**$7,426**	$7,834	$7,789
Operating income	**1,506**	1,648	1,540
Operating margin	**20.3%**	21.0%	19.8%

The demand for property and casualty insurance generally rises as the overall level of economic activity increases and generally falls as such activity decreases, affecting both the commissions and fees generated by our brokerage business. The economic activity that impacts property and casualty insurance is described as exposure units, and is most closely correlated with employment levels, corporate revenue and asset values. During 2015 , pricing was modestly negative on average globally, and we still consider this a "soft market." In a soft market, premium rates flatten or decrease, along with commission revenues, due to increased competition for market share among insurance carriers or increased underwriting capacity. Changes in premiums have a direct and potentially material impact on the insurance brokerage industry, as commission revenues are generally based on a percentage of the premiums paid by insureds.

Additionally, continuing through 2015 , we faced difficult conditions as a result of continued weakness in the global economy, and the repricing of credit risk. Weak economic conditions in many markets around the globe have reduced our customers' demand for our retail brokerage and reinsurance brokerage products, which have had a negative impact on our operational results.

Risk Solutions generated approximately 64% of our consolidated total revenues in 2015 . Revenues are generated primarily through fees paid by clients, commissions and fees paid by insurance and reinsurance companies, and investment income on funds held on behalf of clients. Our revenues vary from quarter to quarter throughout the year as a result of the timing of our clients' policy renewals, the net effect of new and lost business, the timing of services provided to our clients, and the income we earn on investments, which is heavily influenced by short-term interest rates.

We operate in a highly competitive industry and compete with many retail insurance brokerage and agency firms, as well as with individual brokers, agents, and direct writers of insurance coverage. Specifically, we address the highly specialized product development and risk management needs of commercial enterprises, professional groups, insurance companies, governments, health care providers, and non-profit groups, among others; provide affinity products for professional liability, life, disability income, and personal lines for individuals, associations, and businesses; provide products and services via GRIP Solutions; provide reinsurance services to insurance and reinsurance companies and other risk assumption entities by acting as brokers or intermediaries on all classes of reinsurance; provide capital management transaction and advisory products and services, including mergers and acquisitions and other financial advisory services, capital raising, contingent capital financing, insurance-linked securitizations and derivative applications; provide managing underwriting to independent agents and brokers as well as corporate clients; provide risk consulting, actuarial, loss prevention, and administrative services to businesses and consumers; and manage captive insurance companies.

Revenue

Commissions, fees and other revenue for Risk Solutions were as follows (in millions):

Years ended December 31	**2015**	**2014**	**2013**
Retail brokerage:			
Americas	**$ 3,294**	$ 3,288	$ 3,191
International (1)	**2,750**	3,046	3,065
Total retail brokerage	**6,044**	6,334	6,256
Reinsurance brokerage	**1,361**	1,474	1,505
Total	**$ 7,405**	$ 7,808	$ 7,761

(1) Includes the U.K., Europe, Middle East, Africa and Asia Pacific.

In 2015 , commissions, fees and other revenue decreased $403 million , or 5% , compared to 2014 due to an 8% unfavorable impact from foreign currency exchange rates, partially offset by 3% organic revenue growth.

Reconciliation of organic revenue growth to reported commissions, fees and other revenue growth for 2015 versus 2014 is as follows:

	Percent Change	Less: Currency Impact	Less: Acquisitions, Divestitures & Other	Organic Revenue
Retail brokerage:				
Americas	—%	(4)%	—%	4%
International (1)	(10)	(12)	(1)	3
Total retail brokerage	(5)	(8)	(1)	4
Reinsurance brokerage	(8)	(6)	(1)	(1)
Total	(5)%	(8)%	—%	3%

(1) Includes the U.K., Europe, Middle East, Africa and Asia Pacific.

Retail brokerage Commissions, fees and other revenue decreased 5% in 2015 driven by an 8% impact from unfavorable foreign currency exchange rates and a 1% decrease in commissions and fees resulting from acquisitions, net of divestitures, partially offset by 4% organic revenue growth, reflecting revenue growth in both the Americas and International businesses.

Americas Commissions, fees and other revenue was flat in 2015 reflecting 4% organic revenue growth driven by strong growth across all regions and product lines, including strong new business generation in US Retail, offset by a 4% impact from unfavorable foreign currency exchange rates.

International Commissions, fees and other revenue decreased 10% in 2015 reflecting a 12% impact from unfavorable foreign currency exchange rates and a 1% decrease in commissions and fees resulting from acquisitions, net of divestitures, partially offset by 3% organic revenue growth driven by solid growth across Asia, the Pacific, and emerging markets, and strong management of the renewal book portfolio in continental Europe despite economic weakness.

Reinsurance Commissions, fees and other revenue decreased 8% in 2015 reflecting a 6% impact from from unfavorable foreign currency exchange rates, a 1% decrease in commissions and fees resulting from acquisitions, net of divestitures, and a 1% decline in organic revenue due primarily to an unfavorable market impact in treaty and a decline in capital markets transactions and advisory business, partially offset by net new business growth in treaty placements globally and modest growth in facultative placements.

Operating Income

Operating income decreased $142 million , or 9% , from 2014 to $1.5 billion in 2015 . In 2015 , operating income margins in this segment were 20.3% , a decrease of 70 basis points from 21.0% in 2014 . The decline in operating margin was driven by an increase in expense related to legacy litigation, which more than offset solid organic revenue growth for the year.

HR Solutions

Years ended December 31	2015	2014	2013
Revenue	$4,303	$4,264	$4,057
Operating income	536	485	318
Operating margin	12.5%	11.4%	7.8%

Our HR Solutions segment generated approximately 37% of our consolidated total revenues in 2015 and provides a broad range of human capital services, as follows:

- *Retirement* specializes in global actuarial services, defined contribution consulting, tax and ERISA consulting, and pension administration.
- *Compensation* focuses on compensatory advisory/counsel including: compensation planning design, executive reward strategies, salary survey and benchmarking, market share studies and sales force effectiveness, with special expertise in the financial services and technology industries.
- *Strategic Human Capital* delivers advice to complex global organizations on talent, change and organizational effectiveness issues, including talent strategy and acquisition, executive on-boarding, performance management, leadership assessment and development, communication strategy, workforce training and change management.

- *Investment consulting* advises public and private companies, other institutions and trustees on developing and maintaining investment programs across a broad range of plan types, including defined benefit plans, defined contribution plans, endowments and foundations.
- *Benefits Administration* applies our human resource expertise primarily through defined benefit (pension), defined contribution (401(k)), and health and welfare administrative services. Our model replaces the resource-intensive processes once required to administer benefit plans with more efficient, effective, and less costly solutions.
- *Exchanges* is building and operating healthcare exchanges that provide employers with a cost effective alternative to traditional employee and retiree healthcare, while helping individuals select the insurance that best meets their needs.
- *Human Resource Business Processing Outsourcing* provides market-leading solutions to manage employee data; administers benefits, payroll and other human resources processes; and records and manages talent, workforce and other core human resource process transactions as well as other complementary services such as flexible spending, dependent audit and participant advocacy.

Revenue

Commissions, fees and other revenue were as follows (in millions):

Years ended December 31		2015		2014		2013
Consulting services	$	**1,686**	$	1,700	$	1,626
Outsourcing		**2,658**		2,607		2,469
Intersegment		**(41)**		(43)		(38)
Total	$	**4,303**	$	4,264	$	4,057

Commissions, fees and other revenue for HR Solutions increased $39 million , or 1% , in 2015 compared to 2014 due to 4% organic growth in commissions and fees, partially offset by a 3% impact from unfavorable foreign currency exchange rates.

Reconciliation of organic revenue growth to reported commissions, fees and other revenue growth for 2015 versus 2014 is as follows:

Year ended December 31	Percent Change	Less: Currency Impact	Less: Acquisitions, Divestitures & Other	Organic Revenue
Consulting services	(1)%	(5)%	1%	3%
Outsourcing	2	(1)	(1)	4
Total	1%	(3)%	—%	4%

Consulting services revenue decreased $14 million , or 1% , due primarily to a 5% impact from unfavorable foreign currency exchange rates, partially offset by organic revenue growth of 3% driven by strong growth in retirement solutions, including investment consulting and delegated investment solutions, as well as compensation consulting, and a 1% increase in commissions and fees resulting from acquisitions, net of divestitures.

Outsourcing revenue increased $51 million , or 2% , due to 4% organic revenue growth driven by strong growth in health care exchanges, new client wins in HR BPO for cloud based solutions, and project related revenue in benefits administration, partially offset by a 1% decrease in commissions and fees resulting from acquisitions, net of divestitures, and a 1% impact from unfavorable foreign currency exchange rates.

Operating Income

Operating income was $536 million , an increase of $51 million , or 11% , from 2014 . Margins in this segment for 2015 were 12.5% , an increase of 110 basis points from 11.4% in 2014 . Operating margin improvement was driven by solid organic revenue growth and return on investments, partially offset by investments in long-term growth opportunities.

Unallocated Income and Expense

A reconciliation of our operating income to income before income taxes is as follows (in millions):

Years ended December 31		2015		2014		2013
Operating income (loss):						
Risk Solutions	$	**1,506**	$	1,648	$	1,540
HR Solutions		**536**		485		318
Unallocated expense		**(194)**		(167)		(187)
Operating income		**1,848**		1,966		1,671
Interest income		**14**		10		9
Interest expense		**(273)**		(255)		(210)
Other income		**100**		44		68
Income before income taxes	$	**1,689**	$	1,765	$	1,538

Unallocated operating expense includes corporate governance costs not allocated to the operating segments. Net unallocated expenses increased $27 million in 2015 compared to 2014 due to the timing of certain employee incentive and employee benefit related expenses, as well as certain investments in shared services.

Interest income, Interest expense and Other income. For a discussion of the components of Interest income, Interest expense and Other income, see Management's Discussion of Financial Condition and Results of Operations - Review of Consolidated Results.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our Consolidated Financial Statements and Notes thereto have been prepared in accordance with U.S. 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.

In accordance with our policies, we regularly evaluate our estimates, assumptions and judgments, including, but not limited to, those concerning revenue recognition, restructuring, pensions, goodwill and other intangible assets, contingencies, share-based payments, and income taxes, and base our estimates, assumptions, and judgments on our historical experience and on factors we believe reasonable under the circumstances. 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.

Revenue Recognition

Risk Solutions segment revenues primarily include insurance commissions and fees for services rendered and investment income on funds held on behalf of clients. Revenues are recognized when they are earned and realized or realizable. We consider revenues to be earned and realized or realizable when all of the following four conditions are met: (1) persuasive evidence of an arrangement exists, (2) the arrangement fee is fixed or determinable, (3) delivery or performance has occurred, and (4) collectability is reasonably assured. For brokerage commissions, revenue is typically recognized at the completion of the placement process, assuming all four criteria required to recognize revenue have been met. The placement process is typically considered complete on the effective date of the related policy. Commission revenues are recorded net of allowances for estimated policy cancellations, which are determined based on an evaluation of historical and current cancellation data.

HR Solutions segment revenues consist primarily of fees paid by clients for consulting advice and outsourcing contracts. Fees paid by clients for consulting services are typically charged on an hourly, project or fixed-fee basis. Revenues from time-and-materials or cost-plus arrangements are recognized as services are performed, assuming all four criteria to recognize revenue have been met. Revenues from fixed-fee contracts are recognized as services are provided using a proportional-performance model or at the completion of a project based on facts and circumstances of the client arrangement. Revenues from health care exchange arrangements are typically recognized upon successful enrollment of participants, net of a reserve for estimated cancellations, assuming all four criteria to recognize revenue have been met. Reimbursements received for out-of-pocket expenses are recorded as a component of revenues. Our outsourcing contracts typically have three-to-five year terms for benefits services and five-to-ten year terms for human resources business process outsourcing ("HR BPO") services. We recognize revenues as services are performed, assuming all four criteria to recognize revenue have been met. We may also receive implementation fees from clients either up-front or over the ongoing services period as a component of the fee per participant. Lump sum implementation fees received from a client are typically deferred and recognized ratably over the ongoing contract services period. If a client terminates an outsourcing services arrangement prior to the end of the contract, a loss on the contract may be recorded, if necessary, and any remaining deferred implementation revenues would typically be recognized over the remaining service period through the termination date.

In connection with our long-term outsourcing service agreements, highly customized implementation efforts are often necessary to set up clients and their human resource or benefit programs on our systems and operating processes. For outsourcing services sold separately or accounted for as a separate unit of accounting, specific, incremental and direct costs of implementation incurred prior to the services commencing are generally deferred and amortized over the period that the related ongoing services revenue is recognized. Deferred costs are assessed for recoverability on a periodic basis to the extent the deferred cost exceeds related deferred revenue.

Pensions

We sponsor defined benefit pension plans throughout the world. Our most significant plans are located in the U.S., the U.K., the Netherlands and Canada. Our significant U.S., U.K., Netherlands and Canadian pension plans are closed to new entrants. We have ceased crediting future benefits relating to salary and service for our U.S., U.K., Netherlands and Canadian plans to the extent statutorily permitted.

In 2016, we estimate pension and post-retirement net periodic benefit cost for major plans to increase by $15 million to a benefit of approximately $54 million. The increase in the benefit is primarily due to a change in our approach to measuring service and interest cost. Effective December 31, 2015 and for 2016 expense, we have elected to utilize a full yield curve approach in the estimation of the service and interest cost components of net periodic pension and post-retirement benefit cost for our major pension and other post-retirement benefit plans by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. In 2015 and prior years, we estimated these components of net periodic pension and post-retirement benefit cost by applying a single weighted-average discount rate, derived from the yield curve used to measure the benefit obligation at the beginning of the period. We have made this change to improve the correlation between projected benefit cash flows and the corresponding yield curve spot rates and to provide a more precise measurement of service and interest costs. This change does not affect the measurement of the projected benefit obligation as the change in the service cost and interest cost is completely offset in the actuarial (gain) loss recorded in other comprehensive income. We accounted for this change as a change in estimate and, accordingly, will account for it prospectively.

Recognition of gains and losses and prior service

Certain changes in the value of the obligation and in the value of plan assets, which may occur due to various factors such as changes in the discount rate and actuarial assumptions, actual demographic experience and/or plan asset performance are not immediately recognized in net income. Such changes are recognized in Other comprehensive income and are amortized into net income as part of the net periodic benefit cost.

Unrecognized gains and losses that have been deferred in Other comprehensive income, as previously described, are amortized into Compensation and benefits expense as a component of periodic pension expense based on the average life expectancy of the U.S., the Netherlands, Canada, and U.K. plan members. We amortize any prior service expense or credits that arise as a result of plan changes over a period consistent with the amortization of gains and losses.

As of December 31, 2015 , our pension plans have deferred losses that have not yet been recognized through income in the Consolidated Financial Statements. We amortize unrecognized actuarial losses outside of a corridor, which is defined as 10% of the greater of market-related value of plan assets or projected benefit obligation. To the extent not offset by future gains, incremental amortization as calculated above will continue to affect future pension expense similarly until fully amortized.

The following table discloses our unrecognized actuarial gains and losses, the number of years over which we are amortizing the experience loss, and the estimated 2016 amortization of loss by country (amounts in millions):

	U.K.	U.S.	Other
Unrecognized actuarial gains and losses	$ 1,511	$ 1,732	$ 382
Amortization period (in years)	10 - 32	7 - 28	15 - 41
Estimated 2016 amortization of loss	$ 37	$ 52	$ 10

The unrecognized prior service cost (income) at December 31, 2015 was $9 million, $46 million, and $(7) million in the U.S., U.K. and Other plans, respectively.

For the U.S. pension plans we use a market-related valuation of assets approach to determine the expected return on assets, which is a component of net periodic benefit cost recognized in the Consolidated Statements of Income. This approach recognizes 20% of any gains or losses in the current year's value of market-related assets, with the remaining 80% spread over the next four years. As this approach recognizes gains or losses over a five-year period, the future value of assets and therefore, our net periodic benefit cost will be impacted as previously deferred gains or losses are recorded. As of December 31, 2015 , the market-related value of assets was $2.1 billion . We do not use the market-related valuation approach to determine the funded status of the U.S. plans recorded in the Consolidated Statements of Financial Position. Instead, we record and present the funded status in the Consolidated Statements of Financial Position based on the fair value of the plan assets. As of December 31, 2015 , the fair value of plan assets was $2.0 billion .

Our non-U.S. plans use fair value to determine expected return on assets.

Rate of return on plan assets and asset allocation

The following table summarizes the expected long-term rate of return on plan assets for future pension expense and the related target asset mix as of December 31, 2015 :

	U.K.	U.S.	Other
Expected return (in total)	4.55%	7.81%	3.47 - 4.95%
Expected return on equities (1)	6.7%	9.8%	5.8 - 7.5%
Expected return on fixed income	4.3%	6.4%	4.0 - 4.1%
Asset mix:			
Target equity (1)	17.5%	70.0%	31.4 - 40.0%
Target fixed income	82.5%	30.0%	60.0 - 68.6%

(1) Includes investments in infrastructure, real estate, limited partnerships and hedge funds.

In determining the expected rate of return for the plan assets, we analyzed investment community forecasts and current market conditions to develop expected returns for each of the asset classes used by the plans. In particular, we surveyed multiple third-party financial institutions and consultants to obtain long-term expected returns on each asset class, considered historical performance data by asset class over long periods, and weighted the expected returns for each asset class by target asset allocations of the plans.

The U.S. pension plan asset allocation is based on approved allocations following adopted investment guidelines. The actual asset allocation at December 31, 2015 was 66% equity and 34% fixed income securities for the qualified plan.

The investment policy for each U.K. and non-U.S. pension plans is generally determined by the plans' trustees. Because there are several pension plans maintained in the U.K. and non-U.S. category, our target allocation presents a range of the target allocation of each plan. Further, target allocations are subject to change. As of December 31, 2015 , the U.K. and non-U.S. plans were invested between 23% and 34% in equity and between 77% and 66% in fixed income securities, respectively.

Impact of changing economic assumptions

Changes in the discount rate and expected return on assets can have a material impact on pension obligations and pension expense.

Holding all other assumptions constant, the following table reflects what a twenty five basis point increase and decrease in our estimated discount rate would have on our projected benefit obligation at December 31, 2015 (in millions):

Estimated liability discount rate	**25 Basis Point Change in Discount Rate**	
Increase (decrease) in projected benefit obligation of December 31, 2015 (1)	**Increase**	**Decrease**
U.K. plans	$ (219)	$ 231
U.S. plans	(97)	102
Other plans	(50)	54

(1) Increases to the projected benefit obligation reflect increases to our pension obligations, while decreases in the projected benefit obligation are recoveries toward fully funded status. A change in the discount rate has an inverse relationship to the projected benefit obligation.

Holding all other assumptions constant, the following table reflects what a twenty five basis point increase and decrease in our estimated discount rate would have on our estimated 2016 pension expense (in millions):

	25 Basis Point Change in Discount Rate	
Increase (decrease) in expense	**Increase**	**Decrease**
U.K. plans	$ (5)	$ 4
U.S. plans	1	(1)
Other plans	(1)	1

Holding other assumptions constant, the following table reflects what a twenty five basis point increase and decrease in our estimated long-term rate of return on plan assets would have on our estimated 2016 pension expense (in millions):

	25 Basis Point Change in Long-Term Rate of Return on Plan Assets	
Increase (decrease) in expense	**Increase**	**Decrease**
U.K. plans	$ (15)	$ 15
U.S. plans	(5)	5
Other plans	(3)	3

Estimated future contributions

We estimate contributions of approximately $150 million to our pension plans in 2016 as compared with $194 million in 2015 .

Goodwill and Other Intangible Assets

Goodwill represents the excess of cost over the fair market value of the net assets acquired. We classify our intangible assets acquired as either tradenames, customer relationships, technology, non-compete agreements, or other purchased intangibles.

Goodwill is not amortized, but rather tested for impairment at least annually in the fourth quarter. In the fourth quarter, we also test the acquired tradenames (which also are not amortized) for impairment. We test more frequently if there are indicators of impairment or whenever business circumstances suggest that the carrying value of goodwill or trademarks may not be recoverable. These indicators may include a sustained significant decline in our share price and market capitalization, a decline in our expected future cash flows, or a significant adverse change in legal factors or in the business climate, among others. No events occurred during 2015 that indicate the existence of an impairment with respect to our reported goodwill or tradenames.

We perform impairment reviews at the reporting unit level. A reporting unit is an operating segment or one level below an operating segment (referred to as a "component"). A component of an operating segment is a reporting unit if the component constitutes a business for which discrete financial information is available and segment management regularly reviews the operating results of that component. An operating segment shall be deemed to be a reporting unit if all of its components are similar, if none of its components is a reporting unit, or if the segment comprises only a single component.

The goodwill impairment test is initially a qualitative analysis to determine if it is "more likely than not" that the fair value of each reporting unit exceeds the carrying value, including goodwill, of the corresponding reporting unit. If the "more likely than not" threshold is not met, then the goodwill impairment test becomes a two step analysis. Step One requires the fair value of each reporting unit to be compared to its book value. Management must apply judgment in determining the estimated fair value of the reporting units. If the fair value of a reporting unit is determined to be greater than the carrying value of the reporting unit, goodwill and trademarks are deemed not to be impaired and no further testing is necessary. If the fair value of a reporting unit is less than the carrying value, we perform Step Two. Step Two uses the calculated fair value of the reporting unit to perform a hypothetical purchase price allocation to the fair value of the assets and liabilities of the reporting unit. The difference between the fair value of the reporting unit calculated in Step One and the fair value of the underlying assets and liabilities of the reporting unit is the implied fair value of the reporting unit's goodwill. A charge is recorded in the financial statements if the carrying value of the reporting unit's goodwill is greater than its implied fair value.

In determining the fair value of our reporting units, we use a discounted cash flow ("DCF") model based on our most current forecasts. We discount the related cash flow forecasts using the weighted-average cost of capital method at the date of evaluation. Preparation of forecasts and selection of the discount rate for use in the DCF model involve significant judgments, and changes in these estimates could affect the estimated fair value of one or more of our reporting units and could result in a goodwill impairment charge in a future period. We also use market multiples which are obtained from quoted prices of comparable companies to corroborate our DCF model results. The combined estimated fair value of our reporting units from our DCF model often results in a premium over our market capitalization, commonly referred to as a control premium. We believe the implied control premium determined by our impairment analysis is reasonable based upon historic data of premiums paid on actual transactions within our industry. Based on tests performed in both 2015 and 2014 , there was no indication of goodwill impairment, and no further testing was required.

We review intangible assets that are being amortized for impairment whenever events or changes in circumstance indicate that their carrying amount may not be recoverable. There were no indications that the carrying values of amortizable intangible assets were impaired as of December 31, 2015 . If we are required to record impairment charges in the future, they could materially impact our results of operations.

Contingencies

We define a contingency as an existing condition that involves a degree of uncertainty as to a possible gain or loss that will ultimately be resolved when one or more future events occur or fail to occur. Under U.S. GAAP, we are required to establish reserves for loss contingencies when the loss is probable and we can reasonably estimate its financial impact. We are required to assess the likelihood of material adverse judgments or outcomes, as well as potential ranges or probability of losses. We determine the amount of reserves required, if any, for contingencies after carefully analyzing each individual item. The required reserves may change due to new developments in each issue. We do not recognize gain contingencies until the contingency is resolved and amounts due are probable of collection.

Share-based Payments

Share-based compensation expense is measured based on the estimated grant date fair value and recognized over the requisite service period for awards that we ultimately expect to vest. We estimate forfeitures at the time of grant based on our actual experience to date and revise our estimates, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

Restricted Share Units

Restricted share units ("RSUs") are service-based awards for which we recognize the associated compensation cost on a straight-line basis over the requisite service period. We estimate the fair value of the awards based on the market price of the underlying share on the date of grant, reduced by the present value of estimated dividends foregone during the vesting period where applicable.

Performance Share Awards

Performance share awards ("PSAs") are performance-based awards for which vesting is dependent on the achievement of certain objectives. Such objectives may be made on a personal, group or company level. We estimate the fair value of the awards based on the market price of the underlying stock on the date of grant, reduced by the present value of estimated dividends foregone during the vesting period.

Compensation cost is recognized over the performance period. The number of shares issued on the vesting date will vary depending on the actual performance objectives achieved. We make assessments of future performance using subjective estimates, such as long-term plans. As a result, changes in the underlying assumptions could have a material impact on the compensation expense recognized.

The largest performance-based share-based payment award plan is the Leadership Performance Plan ("LPP"), which has a three-year performance period. The 2013 to 2015 performance period ended on December 31, 2015, the 2012 to 2014 performance period ended on December 31, 2014 and the 2011 to 2013 performance period ended on December 31, 2013.The LPP currently has two open performance periods: 2014 to 2016 and 2015 to 2017. A 10% upward adjustment in our estimated performance achievement percentage for both LPP plans would have increased our 2015 expense by approximately $2.7 million, while a 10% downward adjustment would have decreased our expense by approximately $6.9 million. As the percent of expected performance increases or decreases, the potential change in expense can go from 0% to 200% of the targeted total expense.

Income Taxes

We earn income in numerous countries and this income is subject to the laws of taxing jurisdictions within those countries.

The carrying values of deferred income tax assets and liabilities reflect the application of our income tax accounting policies, and are based on management's assumptions and estimates about future operating results and levels of taxable income, and judgments regarding the interpretation of the provisions of current accounting principles.

Deferred tax assets are reduced by valuation allowances if, based on the consideration of all available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized. In this assessment, significant weight is given to evidence that can be objectively verified.

We assess carryforwards and tax credits for realization as a reduction of future taxable income by using a "more likely than not" determination. We have not recognized a deferred tax liability for permanently reinvested earnings of certain subsidiaries. Additional income taxes could be recorded (or incurred) if we change our investment strategy relating to these subsidiaries, which could materially affect our future effective tax rate.

We base the carrying values of liabilities and assets for income taxes currently payable and receivable on management's interpretation of applicable tax laws, and incorporate management's assumptions and judgments about using tax planning strategies in various taxing jurisdictions. Using different estimates, assumptions and judgments in accounting for income taxes, especially those that deploy tax planning strategies, may result in materially different carrying values of income tax assets and liabilities and changes in our results of operations.

We operate in many jurisdictions where tax laws relating to our businesses are not well developed. In such jurisdictions, we typically obtain professional guidance, when available, and consider existing industry practices before using tax planning strategies and meeting our tax obligations. Tax returns are routinely subject to audit in most jurisdictions, and tax liabilities are frequently finalized through negotiations. In addition, several factors could change the future level of uncertainty over our tax liabilities, including the following:

- the portion of our overall operations conducted in non-U.S. tax jurisdictions has been increasing, and we anticipate this trend will continue,
- to deploy tax planning strategies and conduct global operations efficiently, our subsidiaries frequently enter into transactions with affiliates, which are generally subject to complex tax regulations and are frequently reviewed by tax authorities, and
- tax laws, regulations, agreements and treaties change frequently, requiring us to modify existing tax strategies to conform to such changes.

NEW ACCOUNTING PRONOUNCEMENTS

Note 2 "Summary of Significant Accounting Principles and Practices" of the Notes to Consolidated Financial Statements contains a summary of our significant accounting policies, including a discussion of recently issued accounting pronouncements and their impact or future potential impact on our financial results, if determinable.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to potential fluctuations in earnings, cash flows, and the fair value of certain of our assets and liabilities due to changes in interest rates and foreign exchange rates. To manage the risk from these exposures, we enter into a variety of derivative instruments. We do not enter into derivatives or financial instruments for trading or speculative purposes.

The following discussion describes our specific exposures and the strategies we use to manage these risks. See Note 2 "Summary of Significant Accounting Principles and Practices" of the Notes to Consolidated Financial Statements for a discussion of our accounting policies for financial instruments and derivatives.

Foreign Exchange Risk

We are subject to foreign exchange rate risk. Our primary exposures include exchange rates between the U.S. dollar and the euro, the British pound, the Canadian dollar, the Australian dollar, and the Indian rupee. We use over-the-counter options and forward contracts to reduce the impact of foreign currency risk to our financial statements.

Additionally, some of our non-U.S. brokerage subsidiaries receive revenues in currencies that differ from their functional currencies. Our U.K. subsidiaries earn a portion of their revenue in U.S. dollars and euros, but most of their expenses are incurred in British pounds. At December 31, 2015 , we have hedged approximately 45% of our U.K. subsidiaries' expected exposures to both U.S. dollar and euro transactions for the years ending December 31, 2016 and 2017 , respectively. We generally do not hedge exposures beyond three years.

We also use forward contracts to economically hedge foreign exchange risk associated with monetary balance sheet exposures, such as inter-company notes and short-term assets and liabilities that are denominated in a non-functional currency and are subject to remeasurement.

The potential loss in future earnings from foreign exchange derivative instruments resulting from a hypothetical 10% adverse change in year-end exchange rates would be $32 million and $14 million at December 31, 2016 and 2017 respectively.

Interest Rate Risk

Our fiduciary investment income is affected by changes in international and domestic short-term interest rates. We monitor our net exposure to short-term interest rates, and as appropriate, hedge our exposure with various derivative financial instruments. This activity primarily relates to brokerage funds held on behalf of clients in the North America, continental Europe, and the Asia Pacific region. A hypothetical, instantaneous parallel decrease in the year-end yield curve of 100 basis points would cause a decrease, net of derivative positions, of $39 million and $41 million to 2016 and 2017 pretax income, respectively. A corresponding increase in the year-end yield curve of 100 basis points would cause an increase, net of derivative positions, of $39 million and $41 million to 2016 and 2017 pretax income, respectively.

We have long-term debt outstanding with a fair market value of $5.4 billion and $5.3 billion at December 31, 2015 and 2014 , respectively. This fair value was greater than the carrying value by $0.2 billion at December 31, 2015 , and $0.5 billion greater than the carrying value at December 31, 2014 . A hypothetical 1% increase or decrease in interest rates would change the fair value by a decrease of 10% or an increase of 11%, respectively, at December 31, 2015 .

We have selected hypothetical changes in foreign currency exchange rates, interest rates, and equity market prices to illustrate the possible impact of these changes; we are not predicting market events.

Item 8. Financial Statements and Supplementary Data.

Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders
Aon plc

We have audited the accompanying consolidated statements of financial position of Aon plc as of December 31, 2015 and 2014 , and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2015 . These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Aon plc at December 31, 2015 and 2014 , and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2015 , in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Aon plc's internal control over financial reporting as of December 31, 2015 , based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) and our report dated February 22, 2016 expressed an unqualified opinion thereon.

Ernst + Young LLP

Chicago, Illinois
February 22, 2016

Aon plc
Consolidated Statements of Income

(millions, except per share data) *Years enaed December 31*		2015		2014		2013
Revenue						
Commissions, fees and other	$	**11,661**	$	12,019	$	11,787
Fiduciary investment income		**21**		26		28
Total revenue		**11,682**		12,045		11,815
Expenses						
Compensation and benefits		**6,837**		7,014		6,945
Other general expenses		**2,997**		3,065		3,199
Total operating expenses		**9,834**		10,079		10,144
Operating income		**1,848**		1,966		1,671
Interest income		**14**		10		9
Interest expense		**(273)**		(255)		(210)
Other income		**100**		44		68
Income before income taxes		**1,689**		1,765		1,538
Income taxes		**267**		334		390
Net income		**1,422**		1,431		1,148
Less: Net income attributable to noncontrolling interests		**37**		34		35
Net income attributable to Aon shareholders	**$**	**1,385**	$	1,397	$	1,113
Basic net income per share attributable to Aon shareholders	**$**	**4.93**	$	4.73	$	3.57
Diluted net income per share attributable to Aon shareholders	**$**	**4.88**	$	4.66	$	3.53
Cash dividends per share paid on ordinary shares	**$**	**1.15**	$	0.92	$	0.68
Weighted average ordinary shares outstanding - basic		**280.8**		295.5		311.4
Weighted average ordinary shares outstanding - diluted		**283.8**		299.6		315.4

See accompanying Notes to Consolidated Financial Statements.

Aon plc
Consolidated Statements of Comprehensive Income

(millions)	*Years Ended December 31*	2015	2014	2013
Net income		**$ 1,422**	$ 1,431	$ 1,148
Less: Net income attributable to noncontrolling interests		**37**	34	35
Net income attributable to Aon shareholders		**$ 1,385**	$ 1,397	$ 1,113
Other comprehensive (loss) gain, net of tax:				
Change in fair value of financial instruments		**(8)**	4	7
Foreign currency translation adjustments		**(442)**	(507)	(65)
Post-retirement benefit obligation		**155**	(260)	293
Total other comprehensive (loss) income		**(295)**	(763)	235
Less: Other comprehensive loss attributable to noncontrolling interests		**(6)**	(3)	(1)
Total other comprehensive (loss) income attributable to Aon shareholders		**(289)**	(760)	236
Comprehensive income attributable to Aon shareholders		**$ 1,096**	$ 637	$ 1,349

See accompanying Notes to Consolidated Financial Statements.

Aon plc
Consolidated Statements of Financial Position

(millions, except nominal value)	*As of December 31*	2015	2014
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		$ 384	$ 374
Short-term investments		356	394
Receivables, net		2,734	2,815
Fiduciary assets		9,932	11,638
Other current assets		566	602
Total Current Assets		13,972	15,823
Goodwill		8,448	8,860
Intangible assets, net		2,180	2,520
Fixed assets, net		765	765
Non-current deferred tax assets		141	144
Prepaid pension		1,033	933
Other non-current assets		625	727
TOTAL ASSETS		$ 27,164	$ 29,772
LIABILITIES AND EQUITY			
LIABILITIES			
CURRENT LIABILITIES			
Fiduciary liabilities		$ 9,932	$ 11,638
Short-term debt and current portion of long-term debt		562	783
Accounts payable and accrued liabilities		1,772	1,805
Other current liabilities		820	788
Total Current Liabilities		13,086	15,014
Long-term debt		5,175	4,799
Non-current deferred tax liabilities		176	313
Pension, other post retirement, and post employment liabilities		1,795	2,141
Other non-current liabilities		769	874
TOTAL LIABILITIES		21,001	23,141
EQUITY			
Ordinary shares - $0.01 nominal value Authorized: 750 shares (issued: 2015 - 269.8; 2014 - 280.0)		3	3
Additional paid-in capital		5,409	5,097
Retained earnings		4,117	4,605
Accumulated other comprehensive loss		(3,423)	(3,134)
TOTAL AON SHAREHOLDERS' EQUITY		6,106	6,571
Noncontrolling interests		57	60
TOTAL EQUITY		6,163	6,631
TOTAL LIABILITIES AND EQUITY		$ 27,164	$ 29,772

See accompanying Notes to Consolidated Financial Statements.

Aon plc
Consolidated Statements of Shareholders' Equity

(millions)	Shares	Ordinary Shares and Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss, Net of Tax	Noncontrolling Interests	Total
Balance at January 1, 2013	310.9	$ 4,439	$ 5,933	$ (2,610)	$ 43	$ 7,805
Net income	—	—	1,113	—	35	1,148
Shares issued — employee benefit plans	0.7	28	(1)	—	—	27
Shares issued — employee compensation	5.9	(50)	—	—	—	(50)
Shares purchased	(16.8)	—	(1,102)	—	—	(1,102)
Tax benefit — employee benefit plans	—	74	—	—	—	74
Share-based compensation expense	—	300	—	—	—	300
Dividends to shareholders	—	—	(212)	—	—	(212)
Net change in fair value of financial instruments	—	—	—	7	—	7
Net foreign currency translation adjustments	—	—	—	(64)	(1)	(65)
Net post-retirement benefit obligation	—	—	—	293	—	293
Purchase of subsidiary shares from non-controlling interest	—	(3)	—	—	(8)	(11)
Dividends paid to non-controlling interests on subsidiary common stock	—	—	—	—	(19)	(19)
Balance at December 31, 2013	300.7	4,788	5,731	(2,374)	50	8,195
Net income	—	—	1,397	—	34	1,431
Shares issued — employee benefit plans	0.4	26	—	—	—	26
Shares issued — employee compensation	4.7	(131)	—	—	—	(131)
Shares purchased	(25.8)	—	(2,250)	—	—	(2,250)
Tax benefit — employee benefit plans	—	89	—	—	—	89
Share-based compensation expense	—	328	—	—	—	328
Dividends to shareholders	—	—	(273)	—	—	(273)
Net change in fair value of financial instruments	—	—	—	4	—	4
Net foreign currency translation adjustments	—	—	—	(504)	(3)	(507)
Net post-retirement benefit obligation	—	—	—	(260)	—	(260)
Sale of subsidiary shares from non-controlling interest	—	—	—	—	3	3
Dividends paid to non-controlling interests on subsidiary common stock	—	—	—	—	(24)	(24)
Balance at December 31, 2014	280.0	5,100	4,605	(3,134)	60	6,631
Net income	—	—	1,385	—	37	1,422
Shares issued — employee benefit plans	0.5	33	—	—	—	33
Shares issued — employee compensation	5.3	(188)	—	—	—	(188)
Shares purchased	(16.0)	—	(1,550)	—	—	(1,550)
Tax benefit — employee benefit plans	—	126	—	—	—	126
Share-based compensation expense	—	340	—	—	—	340
Dividends to shareholders	—	—	(323)	—	—	(323)
Net change in fair value of financial instruments	—	—	—	(8)	—	(8)
Net foreign currency translation adjustments	—	—	—	(436)	(6)	(442)
Net post-retirement benefit obligation	—	—	—	155	—	155
Sales of subsidiary shares to non-controlling interest	—	1	—	—	(7)	(6)
Dividends paid to non-controlling interests on subsidiary common stock	—	—	—	—	(27)	(27)
Balance at December 31, 2015	269.8	$ 5,412	$ 4,117	$ (3,423)	$ 57	$ 6,163

See accompanying Notes to Consolidated Financial Statements.

Aon plc
Consolidated Statements of Cash Flows

(millions) *Years ended December 31*	2015	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	$ 1,422	$ 1,431	$ 1,148
Adjustments to reconcile net income to cash provided by operating activities:			
Gain from sales of businesses and investments, net	(81)	(44)	(65)
Depreciation of fixed assets	229	242	240
Amortization of intangible assets	314	352	395
Share-based compensation expense	340	328	300
Deferred income taxes	(223)	(135)	(14)
Change in assets and liabilities:			
Fiduciary receivables	599	(19)	(4)
Short-term investments — funds held on behalf of clients	350	(403)	156
Fiduciary liabilities	(949)	422	(152)
Receivables, net	(83)	(25)	141
Accounts payable and accrued liabilities	87	4	110
Restructuring reserves	(31)	(83)	15
Current income taxes	116	42	(116)
Pension, other post-retirement and other post-employment liabilities	(230)	(340)	(502)
Other assets and liabilities	149	40	101
CASH PROVIDED BY OPERATING ACTIVITIES	2,009	1,812	1,753
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from investments	220	52	93
Payments for investments	(266)	(20)	(15)
Net sales (purchases) of short-term investments — non-fiduciary	9	110	(174)
Acquisition of businesses, net of cash acquired	(16)	(479)	(54)
Proceeds from sale of businesses	205	48	40
Capital expenditures	(290)	(256)	(229)
CASH USED FOR INVESTING ACTIVITIES	(138)	(545)	(339)
CASH FLOWS FROM FINANCING ACTIVITIES			
Share repurchase	(1,550)	(2,250)	(1,102)
Issuance of shares for employee benefit plans	(30)	(105)	(22)
Issuance of debt	5,351	5,239	4,906
Repayment of debt	(5,098)	(3,918)	(4,679)
Cash dividends to shareholders	(323)	(273)	(212)
Noncontrolling interests and other financing activities	(39)	4	(27)
CASH USED FOR FINANCING ACTIVITIES	(1,689)	(1,303)	(1,136)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(172)	(67)	(92)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	10	(103)	186
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	374	477	291
CASH AND CASH EQUIVALENTS AT END OF YEAR	$ 384	$ 374	$ 477
Supplemental disclosures:			
Interest paid	$ 254	$ 245	$ 206
Income taxes paid, net of refunds	249	337	445

See accompanying Notes to Consolidated Financial Statements.

Notes to Consolidated Financial Statements

1. Basis of Presentation

The accompanying Consolidated Financial Statements and Notes thereto have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). The Consolidated Financial Statements include the accounts of Aon plc and all of its controlled subsidiaries ("Aon" or the "Company"). All intercompany accounts and transactions have been eliminated. The Consolidated Financial Statements include, in the opinion of management, all adjustments necessary to present fairly the Company's consolidated financial position, results of operations and cash flows for all periods presented.

Reclassification

Certain amounts in prior years' Consolidated Financial Statements and related notes have been reclassified to conform to the 2015 presentation.

In prior periods, long-term investments were included in Investments in the Consolidated Statement of Financial Position. These amounts are now included in Other non-current assets in the Consolidated Statement of Financial Position, as shown in Note 3 to these Consolidated Financial Statements. Long-term investments were $135 million at December 31, 2015 and $143 million at December 31, 2014 .

In prior periods, prepaid pensions were included in Other non-current assets in the Consolidated Statement of Financial Position. These amounts are now separately disclosed in the Consolidated Statement of Financial Position. Prepaid pensions were $1,033 million at December 31, 2015 and $933 million at December 31, 2014 .

Upon vesting of certain share-based payment arrangements, employees may elect to use a portion of the shares to satisfy tax withholding requirements, in which case Aon makes a payment to the taxing authority on the employee's behalf and remits the remaining shares to the employee. The Company has historically presented amounts due to taxing authorities within Cash Flows From Operating Activities in the Consolidated Statements of Cash Flows. The amounts are now included in "Issuance of shares for employee benefit plans" within Cash Flows From Financing Activities. The Company believes this presentation provides greater clarity into the operating and financing activities of the Company as the substance and accounting for these transactions is that of a share repurchase. It also aligns the Company's presentation to be consistent with industry practice. Amounts reported in Issuance of shares for employee benefit plans were $227 million , $170 million , and $120 million , respectively, for the years ended December 31, 2015, 2014 and 2013. These amounts, which were reclassified from Accounts payable and accrued liabilities and Other assets and liabilities, were $85 million and $85 million in 2014, and $62 million and $58 million in 2013, respectively.

Changes to the presentation in the Consolidated Statements of Cash Flows for 2014 and 2013 were made related to certain line items within financing activities. The following line items and respective amounts have been aggregated in a new line item titled "Noncontrolling interests and other financing activities" within financing activities.

Years Ended December 31,	2014	2013
Purchases of shares from noncontrolling interests	3	(8)
Dividends paid to noncontrolling interests	(24)	(19)
Proceeds from sale-leaseback	25	—

Use of Estimates

The preparation of the accompanying Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of reserves and expenses. These estimates and assumptions are based on management's best estimates and judgments. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment. Management believes its estimates to be reasonable given the current facts available. Aon adjusts such estimates and assumptions when facts and circumstances dictate. Illiquid credit markets, volatile equity markets, and foreign currency exchange rate movements increase the uncertainty inherent in such estimates and assumptions. As future events and their effects cannot be determined, among other factors, with precision, actual results could differ significantly from these estimates. Changes in estimates resulting from continuing changes in the economic environment would, if applicable, be reflected in the financial statements in future periods.

2. Summary of Significant Accounting Principles and Practices

Revenue Recognition

Risk Solutions segment revenues primarily include insurance commissions and fees for services rendered and investment income on funds held on behalf of clients. Revenues are recognized when they are earned and realized or realizable. The Company considers revenues to be earned and realized or realizable when all of the following four conditions are met: (1) persuasive evidence of an arrangement exists, (2) the arrangement fee is fixed or determinable, (3) delivery or performance has occurred, and (4) collectability is reasonably assured. For brokerage commissions, revenue is typically recognized at the completion of the placement process, assuming all four criteria required to recognize revenue have been met. The placement process is typically considered complete on the effective date of the related policy. Commission revenues are recorded net of allowances for estimated policy cancellations, which are determined based on an evaluation of historical and current cancellation data.

HR Solutions segment revenues consist primarily of fees paid by clients for consulting advice and outsourcing contracts. Fees paid by clients for consulting services are typically charged on an hourly, project or fixed-fee basis. Revenues from time-and-materials or cost-plus arrangements are recognized as services are performed, assuming all four criteria to recognize revenue have been met. Revenues from fixed-fee contracts are recognized as services are provided using a proportional-performance model or at the completion of a project based on facts and circumstances of the client arrangement. Revenues from health care exchange arrangements are typically recognized upon successful enrollment of participants, net of a reserve for estimated cancellations, assuming all four criteria to recognize revenue have been met. Reimbursements received for out-of-pocket expenses are recorded as a component of revenues. The Company's outsourcing contracts typically have three -to- five year terms for benefits services and five -to- ten year terms for human resources business process outsourcing ("HR BPO") services. The Company recognizes revenues as services are performed, assuming all criteria to recognize revenue have been met. The Company may also receive implementation fees from clients either up-front or over the ongoing services period as a component of the fee per participant. Lump sum implementation fees received from a client are typically deferred and recognized ratably over the ongoing contract services period. If a client terminates an outsourcing services arrangement prior to the end of the contract, a loss on the contract may be recorded, if necessary, and any remaining deferred implementation revenues would typically be recognized over the remaining service period through the termination date.

In connection with the Company's long-term outsourcing service agreements, highly customized implementation efforts are often necessary to set up clients and their human resource or benefit programs on the Company's systems and operating processes. Qualifying costs of implementation incurred prior to the services commencing are generally deferred and amortized over the period that the related ongoing services revenue is recognized. Deferred costs are assessed for recoverability on a periodic basis to the extent the deferred cost exceeds related deferred revenue.

Share-Based Compensation Costs

Share-based payments to employees, including grants of employee share options, restricted shares and restricted share units ("RSUs"), performance share awards ("PSAs") as well as employee share purchases related to the Employee Share Purchase Plan, are measured based on estimated grant date fair value. The Company recognizes compensation expense over the requisite service period for awards expected to ultimately vest. Forfeitures are estimated on the date of grant and revised if actual or expected forfeiture activity differs materially from original estimates.

Pension and Other Post-Retirement Benefits

The Company records net period cost relating to its pension and other post-retirement benefit plans based on calculations that include various actuarial assumptions, including discount rates, assumed rates of return on plan assets, inflation rates, mortality rates, compensation increases, and turnover rates. The Company reviews its actuarial assumptions on an annual basis and modifies these assumptions based on current rates and trends. The effects of gains, losses, and prior service costs and credits are amortized over future service periods or future estimated lives if the plans are frozen. The funded status of each plan, calculated as the fair value of plan assets less the benefit obligation, is reflected in the Company's Consolidated Statements of Financial Position using a December 31 measurement date.

Net Income per Share

Basic net income per share is computed by dividing net income available to ordinary shareholders by the weighted-average number of ordinary shares outstanding, including participating securities, which consist of unvested share awards with non-forfeitable rights to dividends. Diluted net income per share is computed by dividing net income available to ordinary shareholders by the weighted-average number of ordinary shares outstanding, which have been adjusted for the dilutive effect of potentially issuable ordinary shares (excluding those that are considered participating securities), including certain contingently issuable shares. The diluted earnings per share calculation reflects the more dilutive effect of either (1) the two-class method that assumes that the participating securities have not been exercised, or (2) the treasury stock method.

Certain ordinary share equivalents, related primarily to options, are not included in the computation of diluted income per share if their inclusion would be antidilutive.

Cash and Cash Equivalents and Short-term Investments

Cash and cash equivalents include cash balances and all highly liquid investments with initial maturities of three months or less. Short-term investments include certificates of deposit, money market funds and highly liquid debt instruments purchased with initial maturities in excess of three months but less than one year and are carried at amortized cost, which approximates fair value.

At December 31, 2015 , Cash and cash equivalents and Short-term investments totaled $740 million compared to $768 million at December 31, 2014 . Of the total balance, $105 million and $169 million was restricted as to its use at December 31, 2015 and 2014 , respectively. Included within the December 31, 2015 and 2014 balances, respectively, were £43.3 million ($64.6 million at December 31, 2015 exchanges rates) and £42.0 million ($65.3 million at December 31, 2014 exchange rates) of operating funds required to be held by the Company in the U.K. by the Financial Conduct Authority, a U.K.-based regulator, which were included in Short-term investments. In addition, Cash and cash equivalents included additional restricted balances of $40 million and $104 million at December 31, 2015 and 2014 , respectively.

Fiduciary Assets and Liabilities

In its capacity as an insurance agent and broker, Aon collects premiums from insureds and, after deducting its commission, remits the premiums to the respective insurers. Aon also collects claims or refunds from insurers on behalf of insureds. Uncollected premiums from insureds and uncollected claims or refunds from insurers are recorded as Fiduciary assets in the Company's Consolidated Statements of Financial Position. Unremitted insurance premiums and claims are held in a fiduciary capacity and the obligation to remit these funds is recorded as Fiduciary liabilities in the Company's Consolidated Statements of Financial Position. Some of the Company's outsourcing agreements also require it to hold funds to pay certain obligations on behalf of clients. These funds are also recorded as Fiduciary assets with the related obligation recorded as Fiduciary liabilities in the Company's Consolidated Statements of Financial Position.

Aon maintained premium trust balances for premiums collected from insureds but not yet remitted to insurance companies of $3.4 billion and $4.0 billion at December 31, 2015 and 2014 , respectively. These funds and a corresponding liability are included in Fiduciary assets and Fiduciary liabilities, respectively, in the accompanying Consolidated Statements of Financial Position.

Allowance for Doubtful Accounts

The Company's allowance for doubtful accounts with respect to receivables is based on a combination of factors, including evaluation of historical write-offs, aging of balances and other qualitative and quantitative analyses. Receivables, net included an allowance for doubtful accounts of $58 million and $74 million at December 31, 2015 and 2014 , respectively.

Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation. Included in this category is internal use software, which is software that is acquired, internally developed or modified solely to meet internal needs, with no plan to market externally. Costs related to directly obtaining, developing or upgrading internal use software are capitalized. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets, which are generally as follows:

Asset Description	Asset Life
Software	Lesser of the life of an associated license, or 4 to 7 years
Leasehold improvements	Lesser of estimated useful life or lease term, not to exceed 10 years
Furniture, fixtures and equipment	4 to 10 years
Computer equipment	4 to 6 years
Buildings	35 years
Automobiles	6 years

Goodwill and Intangible Assets

Goodwill represents the excess of acquisition cost over the fair value of the net assets in the acquisition of a business. Goodwill is allocated to various reporting units, which are one reporting level below the operating segment. Upon disposition of a business entity, goodwill is allocated to the disposed entity based on the fair value of that entity compared to the fair value of the reporting unit in which it was included. Goodwill is not amortized, but instead is tested for impairment at least annually. The goodwill impairment test is performed at the reporting unit level. The Company initially performs a qualitative analysis to determine if it is more likely than not that the goodwill balance is impaired. If such a determination is made, then the Company will perform a two-step quantitative analysis. First, the fair value of each reporting unit is compared to its carrying value. If the fair value of the reporting unit is less than its carrying value, the Company performs a hypothetical purchase price allocation based on the reporting unit's fair value to determine the fair value of the reporting unit's goodwill. Any resulting difference will be a charge to Other general expenses in the Consolidated Statements of Income in the period in which the determination is made. Fair value is determined using a combination of present value techniques and market prices of comparable businesses.

Intangible assets include customer related and contract based assets representing primarily client relationships and non-compete agreements, tradenames, and marketing and technology related assets. These intangible assets, with the exception of tradenames, are amortized over periods ranging from 1 to 16 years, with a weighted average original life of 11 years Tradenames are not amortized when such assets have been determined to have indefinite useful lives, and are tested at least annually for impairments using an analysis of expected future cash flows. Interim impairment testing may be performed when events or changes in circumstances indicate that the carrying amount of the intangible asset may not be recoverable.

Derivatives

Derivative instruments are recognized in the Consolidated Statements of Financial Position at fair value. Where the Company has entered into master netting agreements with counterparties, the derivative positions are netted by counterparty and are reported accordingly in other assets or other liabilities. Changes in the fair value of derivative instruments are recognized in earnings each period, unless the derivative is designated and qualifies as a cash flow or net investment hedge.

The Company has historically designated the following hedging relationships for certain transactions: (i) a hedge of the change in fair value of a recognized asset or liability or firm commitment ("fair value hedge"), (ii) a hedge of the variability in cash flows from a recognized variable-rate asset or liability or forecasted transaction ("cash flow hedge"), and (iii) a hedge of the net investment in a foreign operation ("net investment hedge").

In order for a derivative to qualify for hedge accounting, the derivative must be formally designated as a fair value, cash flow, or a net investment hedge by documenting the relationship between the derivative and the hedged item. The documentation must include a description of the hedging instrument, the hedged item, the risk being hedged, Aon's risk management objective and strategy for undertaking the hedge, the method for assessing the effectiveness of the hedge, and the method for measuring hedge ineffectiveness. Additionally, the hedge relationship must be expected to be highly effective at offsetting changes in either the fair value or cash flows of the hedged item at both the inception of the hedge and on an ongoing basis. Aon assesses the ongoing effectiveness of its hedges and measures and records hedge ineffectiveness, if any, at the end of each quarter or more frequently if facts and circumstances require.

For a derivative designated as a hedging instrument, the changes in the fair value of a recognized asset or liability or a firm commitment (a fair value hedge), the gain or loss is recognized in earnings in the period of change together with the offsetting loss or gain on the hedged item attributable to the risk being hedged. The effect is to reflect in earnings the extent to which the hedge is not effective in achieving offsetting changes in fair value. For a cash flow hedge that qualifies for hedge accounting, the effective portion of the change in fair value of a hedging instrument is recognized in Other Comprehensive Income ("OCI") and subsequently reclassified to earnings in the same period the hedged item impacts earnings. The ineffective portion of the change in fair value is recognized immediately in earnings. For a net investment hedge, the effective portion of the change in fair value of the hedging instrument is recognized in OCI as part of the cumulative translation adjustment, while the ineffective portion is recognized immediately in earnings.

Changes in the fair value of a derivative that is not designated as part of a hedging relationship (commonly referred to as an "economic hedge") are recorded in Other income in the Consolidated Statements of Income.

The Company discontinues hedge accounting prospectively when (1) the derivative expires or is sold, terminated, or exercised, (2) the qualifying criteria are no longer met, or (3) management removes the designation of the hedging relationship.

Foreign Currency

Certain of the Company's non-US operations use their respective local currency as their functional currency. These operations that do not have the U.S. dollar as their functional currency translate their financial statements at the current rates of exchange in effect at the balance sheet date and revenues and expenses using rates that approximate those in effect during the period. The resulting translation adjustments are included in net foreign currency translation adjustments within the Consolidated Statements of Shareholders' Equity. Gains and losses from the remeasurement of monetary assets and liabilities that are denominated in a non-functional currency are included in Other income within the Consolidated Statements of Income. The effect of foreign exchange gains and losses on the Consolidated Statements of Income were gain s of $11 million , $1 million , and $3 million in 2015 , 2014 , and 2013 , respectively. Included in these amounts were hedging losses of $19 million in both 2015 and 2014 and hedging losses of 10 million in 2013 .

Income Taxes

Deferred income taxes are recognized for the effect of temporary differences between financial reporting and tax basis of assets and liabilities and are measured using the enacted marginal tax rates and laws that are currently in effect. The effect on deferred tax assets and liabilities from a change in tax rates is recognized in the period when the rate change is enacted.

Deferred tax assets are reduced by valuation allowances if, based on the consideration of all available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized. Significant weight is given to evidence that can be objectively verified. Deferred tax assets are realized by having sufficient future taxable income to allow the related tax benefits to reduce taxes otherwise payable. The sources of taxable income that may be available to realize the benefit of deferred tax assets are future reversals of existing taxable temporary differences, future taxable income exclusive of reversing temporary differences and carry-forwards, taxable income in carry-back years and tax planning strategies that are both prudent and feasible.

The Company recognizes the effect of income tax positions only if sustaining those positions is more likely than not. Tax positions that meet the more likely than not recognition threshold but are not highly certain are initially and subsequently measured based on the largest amount of benefit that is greater than 50% likely of being realized upon settlement with the taxing authority. Only information that is available at the reporting date is considered in the Company's recognition and measurement analysis, and events or changes in facts and circumstances are accounted for in the period in which the event or change in circumstance occurs.

The Company records penalties and interest related to unrecognized tax benefits in Income taxes in the Company's Consolidated Statements of Income.

New Accounting Pronouncements

Presentation of Deferred Taxes

In November 2015, the Financial Accounting Standards Board ("FASB") issued new accounting guidance on the balance sheet presentation of deferred taxes, which require that deferred tax liabilities and assets be classified as noncurrent. The guidance is effective for Aon in the first quarter of 2017, however, the Company is expecting to early adopt this guidance in 2016 and retrospectively apply its requirements to all periods presented. The adoption of this guidance is not expected to have a material impact on the Company's Consolidated Financial Statements.

Debt Issuance Costs

In April 2015, the FASB issued new accounting guidance on the presentation of debt issuance costs, which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the associated debt liability. This guidance will also be applied to Aon's debt issuance costs related to its line-of-credit arrangements. The new guidance will be applied on a retrospective basis effective in the first quarter of 2016. The adoption of this guidance is not expected to have a material impact on the Company's Consolidated Financial Statements.

Consolidations

In February 2015, the FASB issued new accounting guidance on consolidations, which will eliminate the deferral granted to investment companies from applying the variable interest entities guidance and make targeted amendments to the current consolidation guidance. The new guidance applies to all entities involved with limited partnerships or similar entities and requires re-evaluation of these entities under the revised guidance, which could change previous consolidation conclusions. The guidance is effective for the Company in the first quarter of 2016. The adoption of this guidance will not have a material impact on the Company's Consolidated Financial Statements.

Revenue Recognition

In May 2014, the FASB issued new accounting guidance on revenue from contracts with customers, which, when effective, will supersede nearly all existing revenue recognition guidance under U.S. GAAP. The core principal of the guidance is that an entity should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The guidance is effective for Aon in the first quarter of 2018 and early adoption is permitted beginning the first quarter of 2017. The guidance permits two methods of transition upon adoption: full retrospective and modified retrospective. Under the full retrospective method, prior periods would be restated under the new revenue standard, providing a comparable view across all periods presented. Under the modified retrospective method, prior periods would not be restated. Rather, revenues and other disclosures for pre-2018 periods would be provided in the notes to the financial statements as previously reported under the current revenue standard. The impact from the adoption of this guidance on the Company's Consolidated Financial Statements cannot be determined at this time as the standard is still undergoing changes. The Company is also determining the appropriate method of transition to the guidance and the timing of adoption of the guidance.

3. Other Financial Data

Consolidated Statements of Income Information

Other Income

Other income consists of the following (in millions):

Years ended December 31	2015	2014	2013
Equity earnings	$ 13	$ 12	$ 20
Net gain on disposals of businesses	82	24	10
Foreign currency remeasurement gain	30	18	13
(Loss) income on financial instruments	(24)	(15)	18
Other	(1)	5	7
	$ 100	$ 44	$ 68

Consolidated Statements of Financial Position Information

Allowance for Doubtful Accounts

An analysis of the allowance for doubtful accounts is as follows (in millions):

Years ended December 31,	2015	2014	2013
Balance at beginning of year	$ 74	$ 90	$ 118
Provision charged to operations	13	12	9
Accounts written off, net of recoveries	(34)	(33)	(38)
Foreign currency translation	5	5	1
Balance at end of year	$ 58	$ 74	$ 90

Other Current Assets

The components of Other current assets are as follows (in millions):

As of December 31	2015	2014
Taxes receivable	$ 94	$ 99
Deferred tax assets	232	212
Prepaid expenses	130	164
Deferred project costs	92	102
Other	18	25
	$ 566	$ 602

Fixed Assets, net

The components of Fixed assets, net are as follows (in millions):

As of December 31	2015	2014
Software	$ 1,095	$ 1,020
Leasehold improvements	422	413
Computer equipment	358	347
Furniture, fixtures and equipment	315	313
Construction in progress	76	94
Other	115	124
	2,381	2,311
Less: Accumulated depreciation	1,616	1,546
Fixed assets, net	$ 765	$ 765

Depreciation expense, which includes software amortization, was $229 million , $242 million , and $240 million for the years ended December 31, 2015 , 2014 , and 2013 , respectively.

Other Non-Current Assets

The components of Other non-current assets are as follows (in millions):

As of December 31		2015		2014
Deferred project costs		210		250
Investments		135		143
Taxes receivable		82		101
Other		198		233
	$	625	$	727

Other Current Liabilities

The components of Other current liabilities are as follows (in millions):

As of December 31		2015		2014
Deferred revenue	$	394	$	408
Taxes payable		94		64
Deferred tax liability		1		2
Other		331		314
	$	820	$	788

Other Non-Current Liabilities

The components of Other non-current liabilities are as follows (in millions):

As of December 31		2015		2014
Taxes payable	$	223	$	210
Leases		166		184
Deferred revenue		159		167
Compensation and benefits		59		57
Other		162		256
	$	769	$	874

4. Acquisitions and Dispositions

The number of acquisitions completed within each business segment is as follows:

Years ended December 31	2015	2014
Risk Solutions	4	11
HR Solutions	3	2
	7	13

The following table includes the aggregate consideration transferred and the preliminary value of intangible assets recorded as a result of the Company's acquisitions (in millions):

Years ended December 31	2015	2014
Consideration	$ 27	$ 461
Intangible assets:		
Goodwill	$ 18	$ 292
Other intangible assets	6	328
Total intangible assets	$ 24	$ 620

The results of operations of these acquisitions are included in the Consolidated Financial Statements as of the acquisition date. The results of operations of the Company would not have been materially different if these acquisitions had been reported from the beginning of the period in which they were acquired.

Dispositions

The number of dispositions completed within each business segment is as follows:

Years ended December 31	2015	2014	2013
Risk Solutions	4	2	7
HR Solutions	3	—	2
	7	2	9

Total pretax gains, net of losses, recognized were $82 million , $24 million , and $10 million , respectively, for the years ended December 31, 2015, 2014, and 2013. Gains and losses recognized as a result of a disposition are included in Other income in the Consolidated Statements of Income.

5. Goodwill and Other Intangible Assets

The changes in the net carrying amount of goodwill by reportable segment for the years ended December 31, 2015 and 2014 , respectively, are as follows (in millions):

	Risk Solutions	HR Solutions	Total
Balance as of January 1, 2014	$ 6,020	$ 2,977	$ 8,997
Goodwill related to current year acquisitions	287	5	292
Goodwill related to disposals	(14)	—	(14)
Goodwill related to prior year acquisitions	(8)	—	(8)
Transfer	(2)	2	—
Foreign currency translation	(372)	(35)	(407)
Balance as of December 31, 2014	$ 5,911	$ 2,949	$ 8,860
Goodwill related to current year acquisitions	2	16	18
Goodwill related to disposals	(1)	(76)	(77)
Goodwill related to prior year acquisitions	—	—	—
Transfer	—	—	—
Foreign currency translation	(319)	(34)	(353)
Balance as of December 31, 2015	**$ 5,593**	**$ 2,855**	**$ 8,448**

Other intangible assets by asset class are as follows (in millions):

	As of December 31					
	2015			2014		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets with indefinite lives:						
Tradenames	$ 1,019	$ —	$ 1,019	$ 1,019	$ —	$ 1,019
Intangible assets with finite lives:						
Customer related and contract based	2,886	1,809	1,077	2,952	1,579	1,373
Technology and other	541	457	84	571	443	128
	$ 4,446	$ 2,266	$ 2,180	$ 4,542	$ 2,022	$ 2,520

Amortization expense from finite-lived intangible assets was $314 million , $352 million and $395 million during 2015 , 2014 and 2013 , respectively.

The estimated future amortization for finite-lived intangible assets as of December 31, 2015 is as follows (in millions):

	Risk Solutions	HR Solutions	Total
2016	$ 100	$ 171	$ 271
2017	90	136	226
2018	76	91	167
2019	66	72	138
2020	58	60	118
Thereafter	120	120	240
	$ 510	$ 650	$ 1,160

6. Debt

The following is a summary of outstanding debt (in millions):

As of December 31	2015	2014
5.00% Senior Notes due September 2020	**599**	599
4.75% Senior Notes due 2045	**598**	—
3.50% Senior Notes due June 2024	**597**	597
4.60% Senior Notes due June 2044	**549**	549
2.875% Senior Notes due May 2026 (EUR 500M)	**545**	605
8.205% Junior Subordinated Notes due January 2027	**521**	521
3.125% Senior Notes due May 2016	**500**	500
2.80% Senior Notes due 2021	**399**	—
4.00% Senior Notes due November 2023	**349**	349
6.25% Senior Notes due September 2040	**298**	298
4.76% Senior Notes due March 2018 (CAD 375M)	**271**	322
4.45% Senior Notes due May 2043	**249**	248
4.25% Senior Notes due December 2042	**196**	196
3.50% Senior Notes due September 2015	**—**	599
Commercial paper	**50**	168
Other	**16**	31
Total debt	**5,737**	5,582
Less short-term and current portion of long-term debt	**562**	783
Total long-term debt	**$ 5,175**	$ 4,799

Revolving Credit Facilities

As of December 31, 2015, Aon plc had two committed credit facilities outstanding: its $400 million U.S. credit facility expiring in March 2017 (the "2017 Facility") and $900 million multi-currency U.S. credit facility expiring in February 2020 (the "2020 Facility"). The 2020 Facility was entered into on February 2, 2015 and replaced the previous €650 million European credit facility.

Effective February 2, 2016, the 2020 Facility terms were extended for 1 year and will expire in February 2021.

Each of these facilities included customary representations, warranties and covenants, including financial covenants that require Aon plc to maintain specified ratios of adjusted consolidated EBITDA to consolidated interest expense and consolidated debt to adjusted consolidated EBITDA, in each case, tested quarterly. At December 31, 2015 , Aon plc did not have borrowings under either the 2017 Facility or the 2020 Facility, and was in compliance with these financial covenants and all other covenants contained therein during the twelve months ended December 31, 2015 .

Notes

On November 13, 2015, Aon plc issued $400 million of 2.80% Senior Notes due March 2021. We used the proceeds of the issuance for general corporate purposes.

On September 30, 2015, $600 million of 3.50% Senior Notes issued by Aon Corporation matured and were repaid.

On May 20, 2015, the Aon plc issued $600 million of 4.750% Senior Notes due May 2045. The Company used the proceeds of the issuance for general corporate purposes.

On August 12, 2014, Aon plc issued $350 million of 3.50% Senior Notes due June 2024. The 3.50% Notes due 2024 constitute a further issuance of, and were consolidated to form a single series of debt securities with, the $250 million of 3.50% Notes due June 2024 that was issued by Aon plc on May 20, 2014 concurrently with Aon plc's issuance of $550 million of 4.60% Notes due June 2044. Aon plc used the proceeds from these issuances for working capital and general corporate purposes.

On May 7, 2014, Aon plc issued €500 million of 2.875% Senior Notes due May 2026. Aon plc used the proceeds of the issuance for, among other purposes, the repayment at maturity of Aon plc's then outstanding €500 million of 6.25% Notes due July 2014.

Each of the notes issued by Aon plc and described above is fully and unconditionally guaranteed by Aon Corporation. The 5.00% Senior Notes due 2020, 3.125% Senior Notes due 2016, 6.25% Senior Notes due 2040, and 8.205% Junior Subordinated Notes due January 2027 identified in the table above were issued by Aon Corporation and are fully and unconditionally guaranteed by Aon plc. Similarly, the 3.50% Senior Notes repaid in 2015 had been issued by Aon Corporation and were fully and unconditionally guaranteed by Aon plc. The 4.76% Senior Notes due March 2018 identified in the table above were issued by a Canadian subsidiary of Aon Corporation and are fully and unconditionally guaranteed by Aon plc and Aon Corporation. Each of the notes described above and identified in the table above contains customary representations, warranties and covenants, and we were in compliance with all such covenants as of December 31, 2015 .

During the year ended December 31, 2015, Aon Corporation's $500 million 3.125% Senior Notes due May 2016 were classified as Short-term debt and current portion of long-term debt in the Consolidated Statements of Financial Position as the date of maturity is less than one year.

Commercial Paper

Aon Corporation, a wholly-owned subsidiary of Aon plc, has established a U.S. commercial paper program, which provides for commercial paper to be issued in an aggregate principal amount of up to $900 million , and Aon plc has established a European multi-currency commercial paper program that provides for commercial paper to be issued in an aggregate principal amount of up to €300 million . The U.S. commercial paper program is fully and unconditionally guaranteed by Aon plc and the European commercial paper program is fully and unconditionally guaranteed by Aon Corporation. In the aggregate, the Company had $50.0 million and $168.0 million of commercial paper outstanding at December 31, 2015 and 2014 , respectively, which was included in Short-term debt and current portion of long-term debt in the Company's Consolidated Statements of Financial Position. The weighted average commercial paper outstanding for 2015 and 2014 was $402.0 million and $308.0 million , respectively. The weighted average interest rate of the commercial paper outstanding during 2015 and 2014 was 0.50% and 0.35% , respectively.

Repayments of total debt are as follows (in millions):

2016	$ 562
2017	3
2018	271
2019	—
2020	599
Thereafter	4,302
	$ 5,737

7. Lease Commitments

The Company leases office facilities, equipment, and automobiles under non-cancelable operating leases. These leases expire at various dates and may contain renewal and expansion options. In addition to base rental costs, occupancy lease agreements generally provide for rent escalations resulting from increased assessments for real estate taxes and other charges. The Company's lease obligations are primarily for the use of office space.

Rental expenses (including amounts applicable to taxes, insurance and maintenance) for operating leases are as follows (in millions):

Years ended December 31	2015	2014	2013
Rental expense	$ **454**	$ 455	$ 520
Less: Sub lease rental income	**(83)**	(75)	(77)
Net rental expense	$ **371**	$ 380	$ 443

At December 31, 2015 , future minimum rental payments required under operating leases that have initial or remaining non-cancelable lease terms in excess of one year, net of sublease rental income, are as follows (in millions):

2016	$ 325
2017	291
2018	267
2019	235
2020	199
Thereafter	828
Total minimum payments required	$ 2,145

8. Income Taxes

Income before income tax and the provision for income tax consist of the following (in millions):

Years ended December 31	2015	2014	2013
Income before income taxes:			
U.K.	$ **149**	$ 347	$ 96
U.S.	**(51)**	(55)	349
Other	**1,591**	1,473	1,093
Total	$ **1,689**	$ 1,765	$ 1,538
Income tax expense (benefit):			
Current:			
U.K.	$ **43**	$ 1	$ (18)
U.S. federal	**137**	156	111
U.S. state and local	**54**	75	52
Other	**256**	236	259
Total current tax expense	$ **490**	$ 468	$ 404
Deferred tax expense (benefit):			
U.K.	$ **(39)**	$ 38	$ 43
U.S. federal	**(140)**	(133)	(48)
U.S. state and local	**(14)**	(24)	10
Other	**(30)**	(15)	(19)
Total deferred tax benefit	$ **(223)**	$ (134)	$ (14)
Total income tax expense	$ **267**	$ 334	$ 390

Income before income taxes shown above is based on the location of the business unit to which such earnings are attributable for tax purposes. In addition, because the earnings shown above may in some cases be subject to taxation in more than one country, the income tax provision shown above as U.K., U.S. or Other may not correspond to the geographic attribution of the earnings.

A reconciliation of the income tax provisions based on the Company's domicile and statutory rate at each reporting period is performed. The 2015 , 2014 and 2013 reconciliations are based on the U.K. statutory corporate tax rate of 20.3% , 21.5% , and 23.0% , respectively. The reconciliation to the provisions reflected in the Consolidated Financial Statements is as follows:

Years ended December 31	2015	2014	2013
Statutory tax rate	**20.3%**	21.5%	23.0%
U.S. state income taxes, net of U.S. federal benefit	**0.5**	1.5	2.6
Taxes on international operations (1)	**(6.6)**	(8.9)	(4.4)
Nondeductible expenses	**2.2**	1.7	1.4
Adjustments to prior year tax requirements	**(1.3)**	0.9	0.1
Deferred tax adjustments, including statutory rate changes	**(0.1)**	(0.7)	1.4
Deferred tax adjustments, international earnings	**—**	1.0	3.3
Adjustments to valuation allowances	**(0.6)**	0.6	(1.7)
Change in uncertain tax positions	**1.4**	1.7	(0.3)
Other — net	**—**	(0.4)	—
Effective tax rate	**15.8%**	18.9%	25.4%

(1) The Company determines the adjustment for taxes on international operations based on the difference between the statutory tax rate applicable to earnings in each foreign jurisdiction and the enacted rate of 20.3% , 21.5% and 23.0% at December 31, 2015 , 2014 and 2013 , respectively. The benefit to the Company's effective income tax rate from taxes on international operations relates to benefits from lower-taxed global operations, primarily due to the use of global funding structures.

The components of the Company's deferred tax assets and liabilities are as follows (in millions):

As of December 31	2015	2014
Deferred tax assets:		
Employee benefit plans	**$ 635**	$ 739
Net operating/capital loss and tax credit carryforwards	**349**	295
Accrued interest	**293**	303
Other accrued expenses	**98**	44
Deferred revenue	**65**	40
Investment basis differences	**56**	45
Other	**56**	6
Total	**1,552**	1,472
Valuation allowance on deferred tax assets	**(175)**	(205)
Total	**$ 1,377**	$ 1,267
Deferred tax liabilities:		
Intangibles and property, plant and equipment	**$ (961)**	$ (1,058)
Other accrued expenses	**(99)**	(40)
Deferred costs	**(30)**	(28)
Unrealized foreign exchange gains	**(29)**	(44)
Unremitted earnings	**(18)**	(28)
Other	**(44)**	(28)
Total	**$ (1,181)**	$ (1,226)
Net deferred tax asset	**$ 196**	$ 41

Deferred income taxes (assets and liabilities have been netted by jurisdiction) have been classified in the Consolidated Statements of Financial Position as follows (in millions):

As of December 31,	2015	2014
Deferred tax assets — current (1)	$ 232	$ 212
Deferred tax assets — non-current	141	144
Deferred tax liabilities — current (1)	(1)	(2)
Deferred tax liabilities — non-current	(176)	(313)
Net deferred tax asset	$ 196	$ 41

(1) Included in Other current assets and Other current liabilities.

Valuation allowances have been established primarily with regard to the tax benefits of certain net operating loss, capital loss and interest expense carryforwards. Valuation allowances decreased by $30 million as of December 31, 2015 when compared to December 31, 2014, primarily attributable to the reversal of a valuation allowance and the impact of foreign currency translation.

The Company recognized, as an adjustment to additional paid-in-capital, income tax benefits attributable to employee stock compensation of $126 million , $89 million and $74 million in 2015 , 2014 and 2013 , respectively.

U.S. deferred income taxes of $20 million were accrued in 2015 on undistributed earnings that are not permanently reinvested. Undistributed earnings of non-U.S. entities were approximately $2.2 billion at December 31, 2015 . U.S. income taxes have not been provided on these undistributed earnings because they are considered to be permanently reinvested in those subsidiaries. It is not practicable to estimate the amount of unrecognized deferred tax liabilities, if any, for these undistributed foreign earnings.

At December 31, 2015 and 2014, the Company had U.K. operating loss carryforwards of $449 million and $154 million and capital loss carryforwards of $360 million and $380 million , respectively. In addition, at December 31, 2015 and 2014, the Company had U.S. federal operating loss carryforwards of $7.5 million and $18 million , and U.S. state operating loss carryforwards of $443 million and $451 million , respectively. In other non-U.S. jurisdictions, the Company had operating loss carryforwards of $245 million and $325 million and capital loss carryforwards of $206 million and $223 million as of December 31, 2015 and 2014, respectively. The U.K. operating losses and capital losses have an indefinite carryforward. The federal operating loss carryforwards as of December 31, 2015 expire at various dates from 2020 to 2035 and the state operating loss carryforwards as of December 31, 2015 expire at various dates from 2016 to 2035. Operating and capital losses, in other non-U.S. jurisdictions have various carryforward periods and will begin to expire in 2019.

During 2012, the Company was granted a tax holiday for the period from October 1, 2012 through September 30, 2022, with respect to withholding taxes and certain income derived from services in Singapore. This tax holiday and reduced withholding tax rate may be extended when certain conditions are met or may be terminated early if certain conditions are not met. The benefit realized was approximately $23 million , $7 million , and $3 million during the years ended December 31, 2015, 2014, and 2013, respectively. The impact of this tax holiday on diluted earnings per share was $0.08 , $0.02 , and $0.01 during the years ended December 31, 2015, 2014, and 2013, respectively.

Uncertain Tax Positions

The following is a reconciliation of the Company's beginning and ending amount of uncertain tax positions (in millions):

	2015	2014
Balance at January 1	$ 191	$ 164
Additions based on tax positions related to the current year	31	31
Additions for tax positions of prior years	53	10
Reductions for tax positions of prior years	(18)	(6)
Settlements	(32)	—
Business combinations	—	5
Lapse of statute of limitations	(5)	(11)
Foreign currency translation	(2)	(2)
Balance at December 31	$ 218	$ 191

The Company's liability for uncertain tax positions as of December 31, 2015 , 2014 , and 2013 , includes $180 million , $154 million , and $141 million , respectively, related to amounts that would impact the effective tax rate if recognized. It is possible that the amount of unrecognized tax benefits may change in the next twelve months; however, we do not expect the change to have a significant impact on our consolidated statements of income or consolidated balance sheets. These changes may be the result of settlements of ongoing audits. At this time, an estimate of the range of the reasonably possible outcomes within the twelve months cannot be made.

The Company recognizes interest and penalties related to uncertain tax positions in its provision for income taxes. The Company accrued potential interest and penalties of $2 million , $4 million , and $2 million in 2015 , 2014 , and 2013 , respectively. The Company recorded a liability for interest and penalties of $33 million , $31 million , and $27 million as of December 31, 2015 , 2014 , and 2013 , respectively.

The Company and its subsidiaries file income tax returns in their respective jurisdictions. The Company has substantially concluded all U.S. federal income tax matters for years through 2007. Material U.S. state and local income tax jurisdiction examinations have been concluded for years through 2005. The Company has concluded income tax examinations in its primary non-U.S. jurisdictions through 2005.

9. Shareholders' Equity

Distributable Reserves

As a U.K. incorporated company, the Company is required under U.K. law to have available "distributable reserves" to make share repurchases or pay dividends to shareholders. Distributable reserves may be created through the earnings of the U.K. parent company and, amongst other methods, through a reduction in share capital approved by the English Companies Court. Distributable reserves are not linked to a U.S. GAAP reported amount (e.g., retained earnings). As of December 31, 2015 and 2014 , the Company had distributable reserves in excess of $2.1 billion and $4.0 billion , respectively.

Ordinary Shares

In April 2012, the Company's Board of Directors authorized a share repurchase program under which up to $5.0 billion of Class A Ordinary Shares may be repurchased ("2012 Share Repurchase Program"). In November 2014, the Company's Board of Directors authorized a new $5.0 billion share repurchase program in addition to the existing program ("2014 Share Repurchase Program" and, together, the "Repurchase Programs"). Under each program, shares may be repurchased through the open market or in privately negotiated transactions, based on prevailing market conditions, funded from available capital.

During 2015 , the Company repurchased 16.0 million shares at an average price per share of $97.04 for a total cost of $1.6 billion under the Repurchase Programs. During 2014 , the Company repurchased 25.8 million shares at an average price per share of $87.18 for a total cost of $2.3 billion under the 2012 Share Repurchase Plan. In August 2015, the $5 billion of Class A Ordinary Shares authorized under the 2012 Share Repurchase Program was exhausted. At December 31, 2015, the remaining authorized amount for share repurchase under the 2014 Share Repurchase Program is $4.1 billion . Under the Repurchase Programs, the Company repurchased a total of 78.1 million shares for an aggregate cost of $5.9 billion .

Net Income Per Share

Weighted average shares outstanding are as follows (in millions):

	Year ended December 31,		
	2015	**2014**	**2013**
Shares for basic earnings per share	**280.8**	295.5	311.4
Common stock equivalents	**3.0**	4.1	4.0
Shares for diluted earnings per share	**283.8**	299.6	315.4

Certain ordinary share equivalents may be excluded from the computation of diluted net income per share if their inclusion would be antidilutive. There were no shares excluded from the calculation for in 2015 , 2014 , or 2013 .

Dividends

During 2015 , 2014 , and 2013 , the Company paid dividends on its Class A Ordinary Shares of $323.1 million , $273.0 million , and $212.0 million , respectively. Dividends paid per Class A Ordinary Share were $1.15 , $0.92 and $0.68 for the years ended December 31, 2015 , 2014 , and 2013 respectively.

Accumulated Other Comprehensive Loss

Changes in Accumulated other comprehensive loss by component, net of related tax, are as follows (in millions):

	Change in Fair Value of Financial Instruments (1)	Foreign Currency Translation Adjustments	Post-Retirement Benefit Obligation (2)	Total
Balance at January 1, 2013	$ (28)	$ 233	$ (2,815)	$ (2,610)
Other comprehensive loss before reclassifications:				
Other comprehensive loss before reclassifications	15	(65)	336	286
Tax benefit	(8)	1	(136)	(143)
Other comprehensive loss before reclassifications, net	7	(64)	200	143
Amounts reclassified from accumulated other comprehensive loss:				
Amounts reclassified from accumulated other comprehensive loss	1	—	131	132
Tax benefit	(1)	—	(38)	(39)
Amounts reclassified from accumulated other comprehensive loss, net	—	—	93	93
Net current period other comprehensive (loss) income	7	(64)	293	236
Balance at December 31, 2013	(21)	169	(2,522)	(2,374)
Other comprehensive loss before reclassifications:				
Other comprehensive loss before reclassifications	(13)	(492)	(563)	(1,068)
Tax benefit	4	(12)	229	221
Other comprehensive loss before reclassifications, net	(9)	(504)	(334)	(847)
Amounts reclassified from accumulated other comprehensive loss:				
Amounts reclassified from accumulated other comprehensive loss	20	—	106	126
Tax benefit	(7)	—	(32)	(39)
Amounts reclassified from accumulated other comprehensive loss, net	13	—	74	87
Net current period other comprehensive (loss) income	4	(504)	(260)	(760)
Balance at December 31, 2014	**(17)**	**(335)**	**(2,782)**	**(3,134)**
Other comprehensive loss before reclassifications:				
Other comprehensive loss before reclassifications	**(4)**	**(467)**	**82**	**(389)**
Tax benefit	**1**	**31**	**(9)**	**23**
Other comprehensive loss before reclassifications, net	**(3)**	**(436)**	**73**	**(366)**
Amounts reclassified from accumulated other comprehensive loss:				
Amounts reclassified from accumulated other comprehensive loss	**11**	**—**	**117**	**128**
Tax benefit	**(16)**	**—**	**(35)**	**(51)**
Amounts reclassified from accumulated other comprehensive loss, net	**(5)**	**—**	**82**	**77**
Net current period other comprehensive (loss) income	**(8)**	**(436)**	**155**	**(289)**
Balance at December 31, 2015	**$ (25)**	**$ (771)**	**$ (2,627)**	**$ (3,423)**

(1) Reclassifications from this category included in Accumulated other comprehensive loss are recorded in Other income
(2) Reclassifications from this category included in Accumulated other comprehensive loss are recorded in Compensation and benefits

10. Employee Benefits

Defined Contribution Savings Plans

Aon maintains defined contribution savings plans for the benefit of its U.S., U.K., Netherlands and Canada employees. The expense recognized for these plans is included in Compensation and benefits in the Consolidated Statements of Income, as follows (in millions):

Years ended December 31	2015	2014	2013
U.S.	$ 133	$ 123	$ 123
U.K.	42	42	45
Netherlands and Canada	25	30	18
	$ 200	$ 195	$ 186

Pension and Other Post-retirement Benefits

The Company sponsors defined benefit pension and post-retirement health and welfare plans that provide retirement, medical, and life insurance benefits. The post-retirement healthcare plans are contributory, with retiree contributions adjusted annually, and the life insurance and pension plans are generally noncontributory. The significant U.S., U.K., Netherlands and Canadian pension plans are closed to new entrants.

Pension Plans

The following tables provide a reconciliation of the changes in the projected benefit obligations and fair value of assets for the years ended December 31, 2015 and 2014 and a statement of the funded status as of December 31, 2015 and 2014 , for the material U.K. plans, U.S. plans and other major plans, which are located in the Netherlands and Canada. These plans represent approximately 93% of the Company's projected benefit obligations.

	U.K.		U.S.		Other	
(millions)	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**
Change in projected benefit obligation						
At January 1	**$ 5,529**	$ 5,106	**$ 3,350**	$ 2,744	**$ 1,399**	$ 1,252
Service cost	**1**	1	**—**	2	**—**	—
Interest cost	**198**	230	**131**	129	**33**	47
Participant contributions	**—**	—	**—**	—	**—**	—
Plan amendment	**27**	—	**—**	—	**(10)**	—
Curtailments	**—**	—	**—**	—	**—**	(16)
Plan transfer and acquisitions	**(2)**	—	**(18)**	13	**—**	—
Actuarial loss (gain)	**(83)**	(211)	**(25)**	265	**24**	(5)
Benefit payments	**(217)**	(192)	**(133)**	(130)	**(38)**	(51)
Actual expenses	**—**	—	**—**	—	**—**	(2)
Change in discount rate	**(247)**	902	**(145)**	327	**(66)**	324
Foreign currency impact	**(221)**	(307)	**—**	—	**(165)**	(150)
At December 31	**$ 4,985**	$ 5,529	**$ 3,160**	$ 3,350	**$ 1,177**	$ 1,399
Accumulated benefit obligation at end of year	**$ 4,985**	$ 5,529	**$ 3,160**	$ 3,350	**$ 1,135**	$ 1,316
Change in fair value of plan assets						
At January 1	**$ 6,224**	$ 5,398	**$ 2,036**	$ 1,855	**$ 1,161**	$ 1,061
Actual return on plan assets	**91**	1,199	**(60)**	190	**8**	253
Participant contributions	**—**	—	**—**	—	**—**	—
Employer contributions	**65**	166	**108**	121	**21**	28
Plan transfer and acquisitions	**(3)**	—	**—**	—	**—**	—
Benefit payments	**(217)**	(192)	**(133)**	(130)	**(38)**	(51)
Actual Expenses	**—**	—	**—**	—	**—**	(2)
Foreign currency impact	**(257)**	(347)	**—**	—	**(133)**	(128)
At December 31	**$ 5,903**	$ 6,224	**$ 1,951**	$ 2,036	**$ 1,019**	$ 1,161
Market related value at end of year	**$ 5,903**	$ 6,224	**$ 2,064**	$ 1,950	**$ 1,019**	$ 1,161
Amount recognized in Statement of Financial Position at December 31						
Funded status	**$ 918**	$ 695	**$ (1,209)**	$ (1,314)	**$ (158)**	$ (238)
Unrecognized prior-service cost	**46**	22	**9**	11	**(7)**	3
Unrecognized loss	**1,465**	1,687	**1,723**	1,737	**389**	456
Net amount recognized	**$ 2,429**	$ 2,404	**$ 523**	$ 434	**$ 224**	$ 221

Amounts recognized in the Consolidated Statements of Financial Position consist of (in millions):

	U.K.		U.S.		Other	
	2015	2014	2015	2014	2015	2014
Prepaid benefit cost (1)	$ 1,012	$ 918	$ —	$ —	$ —	$ —
Accrued benefit liability (2)	(94)	(223)	(1,209)	(1,314)	(158)	(238)
Accumulated other comprehensive loss	1,511	1,709	1,732	1,748	382	459
Net amount recognized	$ 2,429	$ 2,404	$ 523	$ 434	$ 224	$ 221

(1) Included in Prepaid pension
(2) Included in Other current liabilities and Pension, other post retirement, and post employment liabilities

Amounts recognized in Accumulated other comprehensive loss (income) that have not yet been recognized as components of net periodic benefit cost at December 31, 2015 and 2014 consist of (in millions):

	U.K.		U.S.		Other	
	2015	2014	2015	2014	2015	2014
Net loss	$ 1,465	$ 1,687	$ 1,723	$ 1,737	$ 389	$ 456
Prior service cost (income)	46	22	9	11	(7)	3
	$ 1,511	$ 1,709	$ 1,732	$ 1,748	$ 382	$ 459

In 2015 , U.S. plans with a projected benefit obligation ("PBO") and an accumulated benefit obligation ("ABO") in excess of the fair value of plan assets had a PBO of $3.2 billion , an ABO of $3.2 billion , and plan assets of $2.0 billion . U.K. plans with a PBO in excess of the fair value of plan assets had a PBO of $1.2 billion and plan assets with a fair value of $1.1 billion , and plans with an ABO in excess of the fair value of plan assets had an ABO of $1.2 billion and plan assets with a fair value of $1.1 billion . Other plans with a PBO in excess of the fair value of plan assets had a PBO of $1.2 billion and plan assets with a fair value of $1.0 billion , and plans with an ABO in excess of the fair value of plan assets had an ABO of $1.1 billion and plan assets with a fair value of $1.0 billion .

In 2014 , U.S. plans with a PBO and an ABO in excess of the fair value of plan assets had a PBO of $3.3 billion , an ABO of $3.3 billion , and plan assets of $2.0 billion . U.K. plans with a PBO in excess of the fair value of plan assets had a PBO of $1.3 billion and plan assets with a fair value of $1.1 billion , and plans with an ABO in excess of the fair value of plan assets had an ABO of $1.3 billion and plan assets with a fair value of $1.1 billion . Other plans with a PBO in excess of the fair value of plan assets had a PBO of $1.4 billion and plan assets with a fair value of $1.2 billion , and plans with an ABO in excess of the fair value of plan assets had an ABO of $1.3 billion and plan assets with a fair value of $1.2 billion .

The following table provides the components of net periodic benefit (income) cost for the plans (in millions):

	U.K.			U.S.			Other		
	2015	2014	2013	2015	2014	2013	2015	2014	2013
Service cost	$ 1	$ 1	$ 1	$ —	$ 2	$ 7	$ —	$ —	$ 18
Interest cost	198	230	210	131	129	114	33	47	45
Expected return on plan assets, net of administration expenses	(307)	(326)	(302)	(154)	(157)	(139)	(50)	(59)	(59)
Amortization of prior-service cost	1	1	1	2	2	—	—	—	—
Amortization of net actuarial loss	41	52	49	54	42	52	11	10	23
Curtailment gain and other	—	—	—	—	—	—	—	(2)	—
Net periodic benefit (income) cost	$ (66)	$ (42)	$ (41)	$ 33	$ 18	$ 34	$ (6)	$ (4)	$ 27

Effective December 31, 2015 and for 2016 expense, the Company has elected to utilize a full yield curve approach in the estimation of the service and interest cost components of net periodic pension and post-retirement benefit cost for our major pension and other post-retirement benefit plans by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. In 2015 and prior years, the Company estimated these components of net periodic pension and post-retirement benefit cost by applying a single weighted-average discount rate, derived from the yield curve used to measure the benefit obligation at the beginning of the period. The Company made this change to improve the correlation between projected benefit cash flows and the corresponding yield curve spot rates and to provide a more precise measurement of service and interest costs. This change does not affect the measurement of the projected benefit obligation as the change in the service cost and interest cost is completely offset in the actuarial (gain) loss recorded in other comprehensive income. The Company accounted for this change as a change in estimate and, accordingly, will account for it prospectively.

The weighted-average assumptions used to determine benefit obligations are as follows:

	U.K.		U.S.		Other	
	2015	**2014**	**2015**	**2014**	**2015**	**2014**
Discount rate	**3.96%**	3.70%	**3.69-4.43%**	3.37-4.08%	**2.43-3.96%**	2.03-3.91%
Rate of compensation increase	**3.63-4.13%**	3.35-4.05%	**N/A**	N/A	**2.00-3.50%**	2.25-3.50%
Underlying price inflation	**1.88%**	1.95%	**N/A**	N/A	**2.00-2.50%**	2.00-2.50%

The weighted-average assumptions used to determine the net periodic benefit cost are as follows:

	U.K.			U.S.			Other		
	2015	**2014**	**2013**	**2015**	**2014**	**2013**	**2015**	**2014**	**2013**
Discount rate	**3.70%**	4.55%	4.45%	**3.37 - 4.08%**	3.97 - 4.87%	3.73 - 4.05%	**2.03 - 3.91%**	3.60 - 4.71%	3.25 - 3.89%
Expected return on plan assets, net of administration expenses	**5.09%**	6.00%	6.30%	**7.96%**	8.80%	8.80%	**3.99 - 5.21%**	4.70 - 6.50%	4.60 - 6.50%
Rate of compensation increase	**3.55 - 4.05%**	3.70 - 4.40%	3.25 - 3.85%	**NA**	NA	N/A	**2.25 - 3.50%**	2.25 - 3.50%	2.25 - 3.50%

The amounts in Accumulated other comprehensive loss expected to be recognized as components of net periodic benefit cost during 2016 are $52 million in the U.S. and $47 million outside the U.S.

Expected Return on Plan Assets

To determine the expected long-term rate of return on plan assets, the historical performance, investment community forecasts and current market conditions are analyzed to develop expected returns for each asset class used by the plans. The expected returns for each asset class are weighted by the target allocations of the plans. The expected return on plan assets in the U.S. of 7.96% reflects a portfolio that is seeking asset growth through a higher equity allocation while maintaining prudent risk levels. The portfolio contains certain assets that have historically resulted in higher returns and other financial instruments to minimize downside risk.

No plan assets are expected to be returned to the Company during 2016 .

Fair value of plan assets

The Company determined the fair value of plan assets through numerous procedures based on the asset class and available information. See Note 15 "Fair Value Measurements and Financial Instruments" for a description of the procedures performed to determine the fair value of the plan assets.

The fair values of the Company's U.S. pension plan assets at December 31, 2015 and December 31, 2014 , by asset category, are as follows (in millions):

		Fair Value Measurements Using		
Asset Category	**Balance at December 31, 2015**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Cash and cash equivalents (1)	$ 33	$ 33	$ —	$ —
Equity investments: (2)				
Large cap domestic	299	299	—	—
Small cap domestic	88	30	58	—
International	262	52	210	—
Equity derivatives	203	170	33	—
Fixed income investments: (3)				
Corporate bonds	484	—	148	336
Government and agency bonds	128	52	76	—
Asset-backed securities	—	—	—	—
Fixed income derivatives	69	47	22	—
Other investments:				
Alternative investments (4)	305	—	—	305
Commodity derivatives (5)	13	—	13	—
Real estate and REITS (6)	67	67	—	—
Total	$ 1,951	$ 750	$ 560	$ 641

(1) Consists of cash and institutional short-term investment funds.

(2) Consists of equity securities, equity derivatives, and pooled equity funds.

(3) Consists of corporate and government bonds, asset-backed securities, and fixed income derivatives.

(4) Consists of limited partnerships, private equity and hedge funds.

(5) Consists of long-dated options and swaps on a commodity index.

(6) Consists of exchange traded real estate investment trusts ("REITS").

Asset Category	Balance at December 31, 2014	Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents (1)	$ 68	$ 68	$ —	$ —
Equity investments: (2)				
Large cap domestic	329	329	—	—
Small cap domestic	85	22	63	—
International	258	114	144	—
Equity derivatives	285	209	76	—
Fixed income investments: (3)				
Corporate bonds	503	—	151	352
Government and agency bonds	109	29	80	—
Asset-backed securities	20	—	20	—
Fixed income derivatives	49	—	49	—
Other investments:				
Alternative investments (4)	272	—	—	272
Commodity derivatives (5)	(8)	—	(8)	—
Real estate and REITS (6)	66	66	—	—
Total	$ 2,036	$ 837	$ 575	$ 624

(1) Consists of cash and institutional short-term investment funds.

(2) Consists of equity securities, equity derivatives, and pooled equity funds.

(3) Consists of corporate and government bonds, asset-backed securities, and fixed income derivatives.

(4) Consists of limited partnerships, private equity and hedge funds.

(5) Consists of long-dated options on a commodity index.

(6) Consists of exchange traded REITS.

The following table presents the changes in the Level 3 fair-value category in the Company's U.S. pension plans for the years ended December 31, 2015 and December 31, 2014 (in millions):

	Fair Value Measurement Using Level 3 Inputs
Balance at January 1, 2014	$ 266
Actual return on plan assets:	
Relating to assets still held at December 31, 2014	32
Relating to assets sold during 2014	5
Purchases, sales and settlements—net	321
Transfer in/(out) of Level 3	—
Balance at December 31, 2014	624
Actual return on plan assets:	
Relating to assets still held at December 31, 2015	(4)
Relating to assets sold during 2015	(3)
Purchases, sales and settlements—net	24
Transfer in/(out) of Level 3	—
Balance at December 31, 2015	$ 641

The fair values of the Company's major U.K. pension plan assets at December 31, 2015 and December 31, 2014 , by asset category, are as follows (in millions):

	Balance at December 31, 2015	Fair Value Measurements Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	$ 159	$ 159	$ —	$ —
Equity investments:				
Pooled funds: (1)				
Global	360	61	299	—
Europe	17	—	17	—
Equity securities — global (2)	133	133	—	—
Derivatives (2)	66	—	66	—
Fixed income investments:				
Pooled funds: (1)				
Fixed income securities	283	—	259	24
Fixed income securities (3)	3,145	2,268	877	—
Annuities	827	—	—	827
Derivatives (3)	111	—	111	—
Other investments:				
Pooled funds: (1)				
Real estate (4)	65	—	—	65
Alternative investments (5)	717	—	4	713
Real estate	20	—	—	20
Total	$ 5,903	$ 2,621	$ 1,633	$ 1,649

(1) Consists of various equity, fixed income, commodity, and real estate mutual fund type investment vehicles.

(2) Consists of equity securities and equity derivatives.

(3) Consists of corporate and government bonds and fixed income derivatives.

(4) Consists of property funds and trusts holding direct real estate investments.

(5) Consists of limited partnerships, private equity and hedge funds.

		Fair Value Measurements Using		
	Balance at December 31, 2014	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	$ 224	$ 224	$ —	$ —
Equity investments:				
Pooled funds: (1)				
Global	203	—	203	—
Europe	16	—	16	—
Equity securities — global (2)	127	127	—	—
Derivatives (2)	—	—	—	—
Fixed income investments:				
Pooled funds: (1)				
Fixed income securities	279	—	279	—
Fixed income securities (3)	3,292	3,292	—	—
Annuities	836	—	—	836
Derivatives (3)	233	—	233	—
Other investments:				
Pooled funds: (1)				
Real estate (4)	39	—	—	39
Alternative investments (5)	968	—	—	968
Real estate	7	—	—	7
Total	$ 6,224	$ 3,643	$ 731	$ 1,850

(1) Consists of various equity, fixed income, commodity, and real estate mutual fund type investment vehicles.

(2) Consists of equity securities and equity derivatives.

(3) Consists of corporate and government bonds and fixed income derivatives.

(4) Consists of property funds and trusts holding direct real estate investments.

(5) Consists of limited partnerships, private equity and hedge funds.

The following table presents the changes in the Level 3 fair-value category in the Company's U.K. pension plans for the years ended December 31, 2015 and December 31, 2014 (in millions):

	Fair Value Measurements Using Level 3 Inputs				
	Annuities	**Real Estate**	**Alternative Investments**	**Fixed**	**Total**
Balance at January 1, 2014	$ 564	$ 23	$ 546	$ —	$ 1,133
Actual return on plan assets:					
Relating to assets still held at December 31, 2014	(13)	3	319	—	309
Relating to assets sold during 2014	—	1	5	—	6
Purchases, sales and settlements—net	333	21	359	—	713
Transfers in/(out) of Level 3	—	—	(206)	—	(206)
Foreign exchange	(48)	(2)	(55)	—	(105)
Balance at December 31, 2014	**836**	**46**	**968**	**—**	**1,850**
Actual return on plan assets:					
Relating to assets still held at December 31, 2015	**(32)**	**11**	**(17)**	**(7)**	**(45)**
Relating to assets sold during 2015	**—**	**(10)**	**2**	**(1)**	**(9)**
Purchases, sales and settlements—net	**58**	**41**	**60**	**9**	**168**
Transfers in/(out) of Level 3	**—**	**—**	**(266)**	**24**	**(242)**
Foreign exchange	**(35)**	**(3)**	**(34)**	**(1)**	**(73)**
Balance at December 31, 2015	**$ 827**	**$ 85**	**$ 713**	**$ 24**	**$ 1,649**

The fair values of the Company's Other major pension plan assets at December 31, 2015 and December 31, 2014 , by asset category, are as follows (in millions):

		Fair Value Measurements Using		
	Balance at December 31, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	$ 11	$ 11	$ —	$ —
Equity investments:				
Pooled funds: (1)				
Global	270	—	270	—
North America	37	—	37	—
Fixed income investments:				
Pooled funds: (1)				
Fixed income securities	576	—	576	—
Derivatives	12	—	12	—
Fixed income securities (2)	30	—	30	—
Derivatives (2)	48	—	48	—
Other investments:				
Pooled funds: (1)				
Commodities	2	—	2	—
REITS (3)	3	—	3	—
Alternative investments (4)	9	—	—	9
Derivatives	21	—	21	—
Total	$ 1,019	$ 11	$ 999	$ 9

(1) Consists of various equity, fixed income, commodity, and real estate mutual fund type investment vehicles.

(2) Consists of corporate and government bonds and fixed income derivatives.

(3) Consists of property funds and trusts holding direct real estate investments.

(4) Consists of limited partnerships, private equity and hedge funds.

	Balance at December 31, 2014	Fair Value Measurements Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	$ 12	$ 12	$ —	$ —
Equity investments:				
Pooled funds: (1)				
Global	295	—	295	—
North America	42	—	42	—
Fixed income investments:				
Pooled funds: (1)				
Fixed income securities	629	—	629	—
Derivatives	18	—	18	—
Fixed income securities (2)	35	—	35	—
Derivatives (2)	74	—	74	—
Other investments:				
Pooled funds: (1)				
Commodities	21	—	21	—
REITS (3)	3	—	3	—
Alternative investments (4)	8	—	—	8
Derivatives	24	—	24	—
Total	$ 1,161	$ 12	$ 1,141	$ 8

(1) Consists of various equity, fixed income, commodity, and real estate mutual fund type investment vehicles.

(2) Consists of corporate and government bonds and fixed income derivatives.

(3) Consists of property funds and trusts holding direct real estate investments.

(4) Consists of limited partnerships, private equity and hedge funds.

The following table presents the changes in the Level 3 fair-value category in the Company's other pension plans for the years ended December 31, 2015 and December 31, 2014 (in millions):

	Fair Value Measurements Using Level 3 Inputs		
	Real Estate	Alternative Investments	Total
Balance at January 1, 2014	$ 17	$ 8	$ 25
Actual return on plan assets:			
Relating to assets still held at December 31, 2014	—	1	1
Relating to assets sold during 2014	—	—	—
Purchases, sales and settlements—net	(17)	—	(17)
Transfers in/(out) of Level 3	—	—	—
Foreign exchange	—	(1)	(1)
Balance at December 31, 2014	—	8	8
Actual return on plan assets:			
Relating to assets still held at December 31, 2015	—	2	2
Relating to assets sold during 2015	—	—	—
Purchases, sales and settlements—net	—	—	—
Transfers in/(out) of Level 3	—	—	—
Foreign exchange	—	(1)	(1)
Balance at December 31, 2015	$ —	$ 9	$ 9

Investment Policy and Strategy

The U.S. investment policy, as established by the Aon Retirement Plan Governance and Investment Committee ("RPGIC"), seeks reasonable asset growth at prudent risk levels within target allocations, which are 49% equity investments, 30% fixed income investments, and 21% other investments. Aon believes that plan assets are well-diversified and are of appropriate quality. The investment portfolio asset allocation is reviewed quarterly and re-balanced to be within policy target allocations. The investment policy is reviewed at least annually and revised, as deemed appropriate by the RPGIC. The investment policies for international plans are generally established by the local pension plan trustees and seek to maintain the plans' ability to meet liabilities and to comply with local minimum funding requirements. Plan assets are invested in diversified portfolios that provide adequate levels of return at an acceptable level of risk. The investment policies are reviewed at least annually and revised, as deemed appropriate to ensure that the objectives are being met. At December 31, 2015 , the weighted average targeted allocation for the U.K. and non-U.S. plans was 20% for equity investments and 80% for fixed income investments.

Cash Flows

Contributions

Based on current assumptions, in 2016 , the Company expects to contribute approximately $79 million , $54 million , and $17 million to its U.K., U.S. and other significant international pension plans, respectively.

Estimated Future Benefit Payments

Estimated future benefit payments for plans are as follows at December 31, 2015 (in millions):

	U.K.	U.S.	Other
2016	$ 143	$ 164	$ 38
2017	149	172	39
2018	157	184	40
2019	170	192	41
2020	180	187	42
2021 – 2025	1,048	952	227

U.S. and Canadian Other Post-Retirement Benefits

The following table provides an overview of the accumulated projected benefit obligation, fair value of plan assets, funded status and net amount recognized as of December 31, 2015 and 2014 for the Company's other significant post-retirement benefit plans located in the U.S. and Canada (in millions):

	2015	2014
Accumulated projected benefit obligation	$ **105**	$ 116
Fair value of plan assets	**18**	19
Funded status	**(87)**	(97)
Unrecognized prior-service credit	**(3)**	(4)
Unrecognized loss	**7**	15
Net amount recognized	$ **(83)**	$ (86)

Other information related to the Company's other post-retirement benefit plans are as follows:

	2015	2014	2013
Net periodic benefit cost recognized (millions)	**$6**	$3	$4
Weighted-average discount rate used to determine future benefit obligations	**3.99-4.33%**	3.83 - 4.08	4.44 - 4.95
Weighted-average discount rate used to determine net periodic benefit costs	**3.83-4.08%**	4.44 - 4.95	3.67 - 4.00

Amounts recognized in Accumulated other comprehensive loss that have not yet been recognized as components of net periodic benefit cost at December 31, 2015 are $7 million and $3 million of net loss and prior service credit, respectively. The amount in Accumulated other comprehensive income expected to be recognized as a component of net periodic benefit cost during 2016 is $0.1 million and $0.3 million of net gain and prior service credit, respectively.

Based on current assumptions, the Company expects:

- To contribute $4 million to fund significant other post-retirement benefit plans during 2016 .
- Estimated future benefit payments will be approximately $6 million each year for 2016 through 2020, and $30 million in aggregate for 2021-2025.

The accumulated post-retirement benefit obligation is increased by $6 million and decreased by $5 million by a respective 1% increase or decrease to the assumed healthcare trend rate. The service cost and interest cost components of net periodic benefits cost is increased by $0.6 million and decreased by $0.5 million by a respective 1% increase or decrease to the assumed healthcare trend rate.

For most of the participants in the U.S. plan, Aon's liability for future plan cost increases for pre-65 and Medical Supplement plan coverage is limited to 5% per annum. Although the net employer trend rates range from 4% to 9% per year, because of this cap, these plans are effectively limited to 5% per year in the future.

11. Share-Based Compensation Plans

The following table summarizes share-based compensation expense recognized in the Consolidated Statements of Income in Compensation and benefits (in millions):

Years ended December 31	2015	2014	2013
Restricted share units ("RSUs")	$ 201	$ 187	$ 174
Performance share awards ("PSAs")	127	132	117
Share options	—	—	2
Employee share purchase plans	11	9	7
Total share-based compensation expense	339	328	300
Tax benefit	95	94	81
Share-based compensation expense, net of tax	$ 244	$ 234	$ 219

Restricted Share Units

RSUs generally vest between three and five years. The fair value of RSUs is based upon the market value of Aon ordinary shares at the date of grant. With certain limited exceptions, any break in continuous employment will cause the forfeiture of all non-vested awards. Compensation expense associated with RSUs is recognized on a straight-line basis over the requisite service period. Dividend equivalents are paid on certain RSUs, based on the initial grant amount.

A summary of the status of the Company's RSUs is as follows (shares in thousands):

Years ended December 31	2015		2014		2013	
	Shares	Fair Value (1)	Shares	Fair Value (1)	Shares	Fair Value (1)
Non-vested at beginning of year	8,381	$ 63	9,759	$ 51	10,432	$ 44
Granted	2,459	97	2,844	84	3,714	62
Vested	(3,385)	58	(3,732)	49	(3,945)	44
Forfeited	(288)	71	(490)	58	(442)	47
Non-vested at end of year	7,167	77	8,381	63	9,759	51

(1) Represents per share weighted average fair value of award at date of grant.

The fair value of RSUs that vested during 2015 , 2014 and 2013 was $196 million , $183 million and $172 million , respectively.

Performance Share Awards

The vesting of PSAs is contingent upon meeting a cumulative level of earnings per share performance over a three -year period. The actual issue of shares may range from 0 - 200% of the target number of PSAs granted, based on the terms of the plan and level of achievement of the related performance target. The grant date fair value of PSAs is based upon the market price of an Aon ordinary share at the date of grant. The performance conditions are not considered in the determination of the grant date fair value for these awards. Compensation expense is recognized over the performance period based on management's estimate of the number of units expected to vest. Management evaluates its estimate of the actual number of shares expected to be issued at the end of the programs on a quarterly basis. The cumulative effect of the change in estimate is recognized in the period of change as an adjustment to Compensation and benefits expense, if necessary. Dividend equivalents are not paid on PSAs.

Information regarding the Company's target PSAs granted and shares that would be issued at current performance levels for PSAs granted during the years ended December 31, 2015 , 2014 and 2013 , respectively, is as follows (shares in thousands, dollars in millions, except fair value):

	2015	2014	2013
Target PSAs granted	993	816	1,135
Weighted average fair value per share at date of grant	$ 96	$ 81	$ 58
Number of shares that would be issued based on current performance levels	982	1,591	2,191
Unamortized expense, based on current performance levels	$ 67	$ 45	$ —

During 2015 , the Company issued approximately 1.6 million shares in connection with performance achievements related to the 2012 Leadership Performance Plan ("LPP") cycle. During 2014, the Company issued approximately 0.8 million shares in connection with performance achievements related to the 2011 LPP cycle and 0.2 million shares related to other performance plans. During 2013, the Company issued approximately 0.6 million shares in connection with performance achievements related to the 2010 LPP cycle and 0.1 million shares related to other performance plans.

Share Options

The Company did not grant any share options for the years ended December 31, 2015, 2014 and 2013.

A summary of the status of the Company's share options and related information is as follows (shares in thousands):

Years ended December 31	2015		2014		2013	
	Shares	Weighted-Average Exercise Price Per Share	Shares	Weighted-Average Exercise Price Per Share	Shares	Weighted-Average Exercise Price Per Share
Beginning outstanding	2,300	$ 32	3,462	$ 32	5,611	$ 32
Granted	—	—	—	—	—	—
Exercised	(1,450)	27	(1,155)	33	(2,116)	32
Forfeited and expired	(13)	39	(7)	37	(33)	34
Outstanding at end of year	837	40	2,300	32	3,462	32
Exercisable at end of year	837	40	2,273	32	3,270	32
Shares available for grant	12,179		16,333		11,330	

A summary of options outstanding and exercisable as of December 31, 2015 is as follows (shares in thousands):

	Options Outstanding			Options Exercisable		
Range of Exercise Prices	Shares Outstanding	Weighted-Average Remaining Contractual Life (years)	Weighted-Average Exercise Price Per Share	Shares Exercisable	Weighted-Average Remaining Contractual Life (years)	Weighted-Average Exercise Price Per Share
19.54 - 25.51	79	2.18	$ 20.18	79	2.18	$ 20.18
25.52 - 32.53	25	1.93	29.15	25	1.93	29.15
32.54 - 36.88	160	1.14	35.77	160	1.14	35.77
36.89 - 43.44	247	3.12	39.32	247	3.12	39.32
43.45 - 52.93	326	2.46	48.26	326	2.46	48.26
	837			837		

The aggregate intrinsic value represents the total pretax intrinsic value, based on options with an exercise price less than the Company's closing share price of $92.21 as of December 31, 2015 , which would have been received by the option holders had those option holders exercised their options as of that date. At December 31, 2015 , the aggregate intrinsic value of options outstanding was $44 million , of which $44 million was exercisable.

Other information related to the Company's share options is as follows (in millions):

	2015	2014	2013
Aggregate intrinsic value of stock options exercised	$ 104	$ 61	$ 73
Cash received from the exercise of stock options	40	38	61
Tax benefit realized from the exercise of stock options	36	16	15

Unamortized deferred compensation expense, which includes both options and RSUs, amounted to $378 million as of December 31, 2015 , with a remaining weighted-average amortization period of approximately 2.1 years .

Employee Share Purchase Plan

United States

The Company has an employee share purchase plan that provides for the purchase of a maximum of 7.5 million shares of the Company's ordinary shares by eligible U.S. employees. The Company's ordinary shares were purchased at 6 -month intervals at 85% of the lower of the fair market value of the ordinary shares on the first or last day of each 6 -month period. In 2015 , 2014 , and 2013 , 411,636 shares, 439,000 shares and 556,000 shares, respectively, were issued to employees under the plan. Compensation expense recognized was $9 million in 2015 , $7 million in 2014 , and $6 million in 2013 .

United Kingdom

The Company also has an employee share purchase plan for eligible U.K. employees that provides for the purchase of shares after a 3 -year period and that is similar to the U.S. plan previously described. Three-year periods began in 2015, 2014, 2013, allowing for the purchase of a maximum of 100,000 , 300,000 , and 350,000 shares, respectively. In 2015 , 2014 , and 2013 , 2,779 shares, 642 shares, and 172,110 shares, respectively, were issued under the plan. Compensation expense of $2 million was recognized in 2015 and 2014, as compared to $1 million of compensation expense in 2013.

12. Derivatives and Hedging

The Company is exposed to market risks, including changes in foreign currency exchange rates and interest rates. To manage the risk related to these exposures, the Company enters into various derivative instruments that reduce these risks by creating offsetting exposures. The Company does not enter into derivative transactions for trading or speculative purposes.

Foreign Exchange Risk Management

The Company is exposed to foreign exchange risk when it earns revenues, pays expenses, or enters into monetary intercompany transfers denominated in a currency that differs from its functional currency, or other transactions that are denominated in a currency other than its functional currency. The Company uses foreign exchange derivatives, typically forward contracts, options and cross-currency swaps, to reduce its overall exposure to the effects of currency fluctuations on cash flows. These exposures are hedged, on average, for less than two years. These derivatives are accounted for as hedges, and changes in fair value are recorded each period in Other comprehensive income (loss) in the Consolidated Statements of Comprehensive Income.

The Company also uses foreign exchange derivatives, typically forward contracts and options to economically hedge the currency exposure of the Company's global liquidity profile, including monetary assets or liabilities that are denominated in a non-functional currency of an entity, typically on a rolling 30-day basis, but may be for up to one year in the future. These derivatives are not accounted for as hedges, and changes in fair value are recorded each period in Other income in the Consolidated Statements of Income.

The notional and fair values of derivative instruments are as follows (in millions):

As of December 31	Notional Amount 2015	Notional Amount 2014	Derivative Assets (1) 2015	Derivative Assets (1) 2014	Derivative Liabilities (2) 2015	Derivative Liabilities (2) 2014
Foreign exchange contracts:						
Accounted for as hedges	778	1,200	32	46	18	58
Not accounted for as hedges (3)	280	165	—	—	—	—
Total	$ 1,058	$ 1,365	$ 32	$ 46	$ 18	$ 58

(1) Included within Other current assets ($15 million in 2015 and $24 million in 2014 , respectively) or Other non-current assets ($17 million in 2015 and $22 million in 2014 , respectively)
(2) Included within Other current liabilities ($13 million in 2015 and $52 million in 2014 , respectively) or Other non-current liabilities ($5 million in 2015 and $6 million in 2014 , respectively)
(3) These contracts typically are for 30 day durations and executed close to the last day of the most recent reporting month, thereby resulting in nominal fair values at the balance sheet date.

Offsetting of financial assets and derivatives assets are as follows (in millions):

Derivatives accounted for as hedges:	Gross Amounts of Recognized Assets 2015	Gross Amounts of Recognized Assets 2014	Gross Amounts Offset in the Statement of Financial Position 2015	Gross Amounts Offset in the Statement of Financial Position 2014	Net Amounts of Assets Presented in the Statement of Financial Position (1) 2015	Net Amounts of Assets Presented in the Statement of Financial Position (1) 2014
Foreign exchange contracts	32	46	(13)	(14)	19	32

(1) Included within Other current assets ($6 million in 2015 and $12 million in 2014 , respectively) or Other non-current assets ($13 million in 2015 and $20 million in 2014 , respectively)

Offsetting of financial liabilities and derivative liabilities are as follows (in millions):

Derivatives accounted for as hedges:	Gross Amounts of Recognized Liabilities 2015	Gross Amounts of Recognized Liabilities 2014	Gross Amounts Offset in the Statement of Financial Position 2015	Gross Amounts Offset in the Statement of Financial Position 2014	Net Amounts of Liabilities Presented in the Statement of Financial Position (2) 2015	Net Amounts of Liabilities Presented in the Statement of Financial Position (2) 2014
Foreign exchange contracts	18	58	(13)	(14)	5	44

(2) Included within Other current liabilities ($4 million in 2015 and $40 million in 2014 , respectively) or Other non-current liabilities ($1 million in 2015 and $4 million in 2014 , respectively)

The amounts of derivative gains (losses) recognized in the Consolidated Financial Statements are as follows (in millions):

Cash Flow Hedge - Foreign Exchange Contracts	Location of future reclassification from Accumulated Other Comprehensive Loss				Gain (Loss) Recognized in Accumulated Other Comprehensive Loss:
	Compensation and Benefits	Other General Expenses	Interest Expense	Other Income (Expense)	Total
2015	**4**	**(3)**	**—**	**(10)**	**(9)**
2014	11	(3)	—	(10)	(2)
2013	(17)	—	—	13	(4)

Cash Flow Hedge - Foreign Exchange Contracts

Gain (Loss) Reclassified from Accumulated Other Comprehensive Loss into Income (Effective Portion):	Compensation and Benefits	Other General Expenses	Interest Expense	Other Income	Total
2015	**4**	**(1)**	**(9)**	**(11)**	**(17)**
2014	(5)	3	(10)	(2)	(14)
2013	(12)	(9)	(3)	14	(10)

The amount of gain (loss) recognized in the Consolidated Financial Statements is as follows (in millions):

	Twelve months ended December 31,					
	Amount of Gain (Loss) Recognized in Income on Derivative (1)			Amount of Gain (Loss) Recognized in Income on Related Hedged Item		
	2015	2014	2013	2015	2014	2013
Fair value hedges:						
Foreign exchange contracts (2)	$ —	$ (9)	$ (8)	$ —	$ 9	$ 8

(1) Included in interest expense
(2) Relates to fixed rate debt

The Company estimates that approximately $7 million of pretax losses currently included within Accumulated other comprehensive loss will be reclassified into earnings in the next twelve months.

The amount of gain (loss) recognized in income on the ineffective portion of derivatives for 2015 , 2014 and 2013 was not material.

The Company recorded a loss of $8 million , $18 million , and $18 million in Other income for foreign exchange derivatives not designated or qualifying as hedges for 2015 , 2014 , and 2013 , respectively.

13. Fair Value Measurements and Financial Instruments

Accounting standards establish a three tier fair value hierarchy that prioritizes the inputs used in measuring fair values as follows:

- Level 1 — observable inputs such as quoted prices for identical assets in active markets;
- Level 2 — inputs other than quoted prices for identical assets in active markets, that are observable either directly or indirectly; and
- Level 3 — unobservable inputs in which there is little or no market data which requires the use of valuation techniques and the development of assumptions.

The following methods and assumptions are used to estimate the fair values of the Company's financial instruments:

Money market funds and highly liquid debt securities are carried at cost and amortized cost, respectively, as an approximation of fair value. Based on market convention, the Company considers cost a practical and expedient measure of fair value.

Cash, cash equivalents, and highly liquid debt instruments consist of cash and institutional short-term investment funds. The Company reviews the short-term investment funds to obtain reasonable assurance the fund net asset value is $1 per share.

Equity investments consist of domestic and international equity securities and exchange traded equity derivatives valued using the closing stock price on a national securities exchange. Over the counter equity derivatives are valued using observable inputs such as underlying prices of the equity security and volatility. The Company reviews the listing of Level 1 equity securities in the portfolio and agrees the closing stock prices to a national securities exchange, and on a sample basis, independently verifies the observable inputs for Level 2 equity derivatives and securities.

Fixed income investments consist of certain categories of bonds and derivatives. Corporate, government, and agency bonds are valued by pricing vendors who estimate fair value using recently executed transactions and proprietary models based on observable inputs, such as interest rate spreads, yield curves and credit risk. Asset-backed securities are valued by pricing vendors who estimate fair value using discounted cash flow models utilizing observable inputs based on trade and quote activity of securities with similar features. Fixed income derivatives are valued by pricing vendors using observable inputs such as interest rates and yield curves. The Company obtains a detailed understanding of the models, inputs, and assumptions used in developing prices provided by its vendors. This understanding includes discussions with valuation resources at the vendor. During these discussions, the Company uses a fair value measurement questionnaire, which is part of the Company's internal controls over financial reporting, to obtain the information necessary to assert the model, inputs and assumptions used comply with U.S. GAAP, including disclosure requirements. The Company also obtains observable inputs from the pricing vendor and independently verifies the observable inputs, as well as assesses assumptions used for reasonableness based on relevant market conditions and internal Company guidelines. If an assumption is deemed unreasonable, based on the Company's guidelines, it is then reviewed by management and the fair value estimate provided by the vendor is adjusted, if deemed appropriate. These adjustments do not occur frequently and have historically not been material to the fair value estimates used in the Consolidated Financial Statements.

Pooled funds consist of various equity, fixed income, commodity, and real estate mutual fund type investment vehicles. Pooled investment funds fair value is estimated based on the proportionate share ownership in the underlying net assets of the investment, which is based on the fair value of the underlying securities that trade on a national securities exchange. Where possible, the Company reviews the listing of securities in the portfolio and agrees the closing stock prices to the price quoted on a national securities exchange. The Company gains an understanding of the investment guidelines and valuation policies of the fund and discusses fund performance with pooled fund managers. The Company obtains audited fund manager financial statements, when available. If the pooled fund is designed to replicate a publicly traded index, the Company compares the performance of the fund to the index to assess the reasonableness of the fair value measurement.

Alternative investments consist of limited partnerships, private equity and hedge funds. Alternative investment fair value is generally estimated based on the proportionate share ownership in the underlying net assets of the investment as determined by the general partner or investment manager. The valuations are based on various factors depending on investment strategy, proprietary models, and specific financial data or projections. The Company obtains audited fund manager financial statements, when available. The Company obtains a detailed understanding of the models, inputs and assumptions used in developing prices provided by the investment managers (or appropriate party) through regular discussions. During these discussions with the investment managers, the Company uses a fair value measurement questionnaire, which is part of the Company's internal controls over financial reporting, to obtain the information necessary to assert the model, inputs and assumptions used comply with U.S. GAAP, including disclosure requirements. The Company also obtains observable inputs from the investment manager and independently verifies the observable inputs, as well as assesses assumptions used for reasonableness based on relevant market conditions and internal Company guidelines. If an assumption is deemed unreasonable, based on the Company's guidelines, it is then reviewed by management and the fair value estimate provided by the vendor is adjusted, if deemed appropriate. These adjustments do not occur frequently and have historically not been material to the fair value estimates in the Consolidated Financial Statements.

Derivatives are carried at fair value, based upon industry standard valuation techniques that use, where possible, current market-based or independently sourced pricing inputs, such as interest rates, currency exchange rates, or implied volatilities.

Annuity contracts consist of insurance group annuity contracts purchased to match the pension benefit payment stream owed to certain selected plan participant demographics within a few major U.K. defined benefit plans. Annuity contracts are valued using a discounted cash flow model utilizing assumptions such as discount rate, mortality, and inflation. The Company independently verifies the observable inputs.

Real estate and REITs consist of publicly traded real estate investment trusts ("REITs") and direct real estate investments. Level 1 REITs are valued using the closing stock price on a national securities exchange. The Level 3 values are based on the proportionate share of ownership in the underlying net asset value as determined by the investment manager. The Company independently reviews the listing of Level 1 REIT securities in the portfolio and agrees the closing stock prices to a national securities exchange. The Company gains an understanding of the investment guidelines and valuation policies of the Level 3 real estate funds and discusses performance with the fund managers. The Company obtains audited fund manager financial statements, when available. See the description of "Alternative investments" for further detail on valuation procedures surrounding Level 3 REITs.

Guarantees are carried at fair value, which is based on discounted estimated cash flows using published historical cumulative default rates and discount rates commensurate with the underlying exposure.

Debt is carried at outstanding principal balance, less any unamortized discount or premium. Fair value is based on quoted market prices or estimates using discounted cash flow analyses based on current borrowing rates for similar types of borrowing arrangements.

The following tables present the categorization of the Company's assets and liabilities that are measured at fair value on a recurring basis at December 31, 2015 and 2014 , respectively (in millions):

		Fair Value Measurements Using		
	Balance at December 31, 2015	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets:				
Money market funds (1)	$ 1,396	$ 1,396	$ —	$ —
Other investments:				
Corporate bonds	—	—	—	—
Government bonds	1	—	1	—
Equity investments	10	6	4	—
Derivatives (2):				
Interest rate contracts	—	—	—	—
Foreign exchange contracts	32	—	32	—
Liabilities:				
Derivatives:				
Foreign exchange contracts	18	—	18	—

(1) Includes $1,396 million of money market funds that are classified as Fiduciary assets, Short-term investments or Cash and cash equivalents in the Consolidated Statements of Financial Position, depending on their nature and initial maturity.
(2) See Note 12 "Derivatives and Hedging" for additional information regarding the Company's derivatives and hedging activity.

		Fair Value Measurements Using		
	Balance at December 31, 2014	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets:				
Money market funds (1)	$ 1,850	$ 1,850	$ —	$ —
Other investments:				
Corporate bonds	1	—	—	1
Government bonds	6	—	6	—
Equity investments	11	6	5	—
Derivatives (2):				
Interest rate contracts	—	—	—	—
Foreign exchange contracts	46	—	46	—
Liabilities:				
Derivatives:				
Foreign exchange contracts	58	—	58	—

(1) Includes $1,850 million of money market funds that are classified as Fiduciary assets, Short-term investments or Cash and cash equivalents in the Consolidated Statements of Financial Position, depending on their nature and initial maturity.
(2) See Note 12 "Derivatives and Hedging" for additional information regarding the Company's derivatives and hedging activity.

There were no transfers of assets or liabilities between fair value hierarchy levels during 2015 or 2014 . The Company recognized no realized or unrealized gains or losses in the Consolidated Statements of Income during 2015 related to assets and liabilities measured at fair value using unobservable inputs. There were no realized or unrealized gains or losses recognized in the Consolidated Statements of Income during 2014 related to assets and liabilities measured at fair value using unobservable inputs. There were $6 million of realized gains and no unrealized losses recognized in the Consolidated Statements of Income during 2013 related to assets and liabilities measure at fair value using unobservable inputs.

The fair value of Long-term debt is classified as Level 2 of the fair value hierarchy. The following table discloses the Company's financial instruments where the carrying amounts and fair values differ (in millions):

As of December 31	2015		2014	
	Carrying Value	**Fair Value**	**Carrying Value**	**Fair Value**
Long-term debt	$ 5,175	$ 5,386	$ 4,799	$ 5,268

14. Commitments and Contingencies

Legal

Aon and its subsidiaries are subject to numerous claims, tax assessments, lawsuits and proceedings that arise in the ordinary course of business, which frequently include errors and omissions ("E&O") claims. The damages claimed in these matters are or may be substantial, including, in many instances, claims for punitive, treble or extraordinary damages. While Aon maintains meaningful E&O insurance and other insurance programs to provide protection against certain losses that arise in such matters, Aon has exhausted or materially depleted its coverage under some of the policies that protect the Company and, consequently, is self-insured or materially self-insured for some claims. Accruals for these exposures, and related insurance receivables, when applicable, are included in the Consolidated Statements of Financial Position and have been recognized in Other general expenses in the Consolidated Statements of Income to the extent that losses are deemed probable and are reasonably estimable. These amounts are adjusted from time to time as developments warrant. Matters that are not probable and estimable are not accrued for in the financial statements.

We have included in the matters described below certain matters in which (1) loss is probable (2) loss is reasonably possible; that is, more than remote but not probable, or (3) there exists the reasonable possibility of loss greater than the accrued amount. In addition, we may from time to time disclose matters for which the probability of loss could be remote but the claim amounts associated with such matters are potentially significant. The reasonably possible range of loss for the matters described below, in excess of amounts that are deemed probable and estimable and therefore already accrued, is estimated to be between $0 and $0.3 billion , exclusive of any insurance coverage. These estimates are based on currently available information. As available information changes, the matters for which Aon is able to estimate may change, and the estimates themselves may change. In addition, many estimates involve significant judgment and uncertainty. For example, at the time of making an estimate, Aon may only have limited information about the facts underlying the claim, and predictions and assumptions about future court rulings and outcomes may prove to be inaccurate.

Although management at present believes that the ultimate outcome of all matters described below, individually or in the aggregate, will not have a material adverse effect on the consolidated financial position of Aon, legal proceedings are subject to inherent uncertainties and unfavorable rulings or other events. Unfavorable resolutions could include substantial monetary or punitive damages imposed on Aon or its subsidiaries. If unfavorable outcomes of these matters were to occur, future results of operations or cash flows for any particular quarterly or annual period could be materially adversely affected.

Current Matters

A retail insurance brokerage subsidiary of Aon was sued on September 14, 2010 in the Chancery Court for Davidson County, Tennessee Twentieth Judicial District, at Nashville by a client, Opry Mills Mall Limited Partnership ("Opry Mills") that sustained flood damage to its property in May 2010. The lawsuit seeks $200 million in coverage from numerous insurers with whom this Aon subsidiary placed the client's property insurance coverage. The insurers contend that only $50 million in coverage (which has already been paid) is available for the loss because the flood event occurred on property in a high hazard flood zone. Opry Mills is seeking full coverage from the insurers for the loss and has sued this Aon subsidiary in the alternative for the same $150 million difference on various theories of professional liability if the court determines there is not full coverage. In addition, Opry Mills seeks prejudgment interest, attorneys' fees and enhanced damages which could substantially increase Aon's exposure. In March 2015, the trial court granted partial summary judgment in favor of plaintiffs and against the insurers, holding generally that the plaintiffs are entitled to $200 million in coverage under the language of the policies. In August 2015, a jury returned a verdict in favor of Opry Mills and against the insurers in the amount of $ 204 million . Aon understands that the insurers intend to appeal both of these trial court decisions. Aon believes it has meritorious defenses and intends to vigorously defend itself against these claims.

A pensions consulting and administration subsidiary of Hewitt before its acquisition by Aon provided advisory services to the Trustees of the Philips UK pension fund and the relevant employer of fund beneficiaries. On January 2, 2014, Philips Pension Trustees Limited and Philips Electronics UK Limited (together, "Philips") sued Aon in the High Court, Chancery Division, London alleging negligence and breach of duty. The proceedings assert Philips' right to claim damages related to Philips' use of a credit default swap hedging strategy pursuant to the supply of the advisory services, which is said to have resulted in substantial damages to Philips. Philips sought approximately £189 million ($282 million at December 31, 2015 exchange rates), plus interest and costs. In June 2015, the High Court ordered Philips to clarify several aspects of its claim. In its clarification, Philips increased the amount of its claim to £290 million ($432 million at December 31, 2015 exchange rates), plus interest and costs. Aon believes that it has meritorious defenses and intends to vigorously defend itself against these allegations.

On June 1, 2007, the International Road Transport Union ("IRU") sued Aon in the Geneva Tribunal of First Instance in Switzerland. IRU alleges, among other things, that, between 1995 and 2004, a business acquired by Aon and, later, an Aon subsidiary (1) accepted commissions for certain insurance placements that violated a fee agreement entered between the parties and (2) negligently failed to ask certain insurance carriers to contribute to the IRU's risk management costs. IRU sought damages of approximately CHF 46 million ($47 million at December 31, 2015 exchange rates) and $3 million , plus legal fees and interest of approximately $30 million . On December 2, 2014, the Geneva Tribunal of First Instance entered a judgment that accepted some, and rejected other, of IRU's claims. The judgment awarded IRU CHF 17 million ($17 million at December 31, 2015 exchange rates) and $3 million , plus interest and adverse costs. The entire amount of the judgment, including interest through December 31, 2014, totaled CHF 28 million ($28 million at December 31, 2015 exchange rates) and $5 million . On January 26, 2015, in return for IRU agreeing not to appeal the bulk of its dismissed claims, the Aon subsidiary agreed not to appeal a part of the judgment and to pay IRU CHF 13 million ($13 million at December 31, 2015 exchange rates) and $5 million without Aon admitting liability. The Aon subsidiary appealed those aspects of the judgment it retained the right to appeal. IRU did not appeal. The Aon subsidiary's maximum liability on appeal is limited to CHF 9 million ($9 million at December 31, 2015 exchange rates) and $115,000 (plus interest and costs) beyond what the subsidiary has already paid. The appeal is now under submission.

A pensions consulting and administration subsidiary of Aon provided advisory services to the Trustees of the Gleeds pension fund in the United Kingdom and, on occasion, to the relevant employer of the fund. In April 2014, the High Court, Chancery Division, London found that certain governing documents of the fund that sought to alter the fund's benefit structure and that had been drafted by Aon were procedurally defective and therefore invalid. No lawsuit naming Aon as a party has been filed, although a tolling agreement has been entered. The High Court decision says that the additional liabilities in the pension fund resulting from the alleged defect in governing documents amount to approximately £45 million ($67 million at December 31, 2015 exchange rates). In December 2014, the Court of Appeal granted the employer leave to appeal the High Court decision. The Court of Appeal hearing was set for October 2015, but has been postponed to permit the parties to discuss possible settlement. Aon believes that it has meritorious defenses and intends to vigorously defend itself against this potential claim.

On June 29, 2015, Lyttelton Port Company Limited ("LPC") sued Aon New Zealand (Aon) in the Christchurch Registry of the High Court of New Zealand. LPC alleges, among other things, that Aon was negligent and in breach of contract in arranging LPC's property insurance program for the period covering June 30, 2010, to June 30, 2011. LPC contends that acts and omissions by Aon caused LPC to recover less than it otherwise would have from insurers for losses suffered in the 2010/2011 Canterbury Earthquakes. LPC claims damages of approximately NZD $184 million ($126 million at December 31, 2015 exchange rates) plus interest and costs. Aon believes that it has meritorious defenses and intends to vigorously defend itself against these claims.

Settled/Closed Matters

As described more fully in our Form 10-Q for the period ended June 30, 2015, in the second quarter of 2015, we settled legacy litigation with Huntington Ingalls Industries, Inc. in exchange for a payment of $150 million made by Aon during the same period, and an arbitral panel issued an award that rejected claims made by AXA Versicherung Aktiengesellschaft ("AXA") and ordered AXA to reimburse Aon for its legal fees and costs in the amount of €2 million ($2 million at June 30, 2015 exchange rates).

In addition, from time to time, Aon's clients may bring claims and take legal action pertaining to the performance of fiduciary responsibilities. Whether client claims and legal action related to the Company's performance of fiduciary responsibilities are founded or unfounded, if such claims and legal actions are resolved in a manner unfavorable to the Company, they may adversely affect Aon's financial results and materially impair the market perception of the Company and that of its products and services.

Guarantees and Indemnifications

In connection with the redomicile of Aon's headquarters (the "Redomestication"), the Company on April 2, 2012 entered into various agreements pursuant to which it agreed to guarantee the obligations of its subsidiaries arising under issued and outstanding debt securities. Those agreements included the (1) Amended and Restated Indenture, dated as of April 2, 2012, among Aon Corporation, Aon plc, and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee") (amending and restating the Indenture, dated as of September 10, 2010, between Aon Corporation and the Trustee), (2) Amended and Restated Indenture, dated as of April 2, 2012, among Aon Corporation, Aon plc and the Trustee (amending and restating the Indenture, dated as of December 16, 2002, between Aon Corporation and the Trustee), (3) Amended and Restated Indenture, dated as of April 2, 2012, among Aon Corporation, Aon plc and the Trustee (amending and restating the Indenture, dated as of January 13, 1997, as supplemented by the First Supplemental Indenture, dated as of January 13, 1997), and (4) First Supplemental Indenture, dated as of April 2, 2012, among Aon Finance N.S. 1, ULC, as issuer, Aon Corporation, as guarantor, Aon plc, as guarantor, and Computershare Trust Company of Canada, as trustee.

The Company provides a variety of guarantees and indemnifications to its customers and others. The maximum potential amount of future payments represents the notional amounts that could become payable under the guarantees and indemnifications if there were a total default by the guaranteed parties, without consideration of possible recoveries under recourse provisions or other methods. These amounts may bear no relationship to the expected future payments, if any, for these guarantees and indemnifications. Any anticipated amounts payable are included in the Company's Consolidated Financial Statements, and are recorded at fair value.

The Company expects that, as prudent business interests dictate, additional guarantees and indemnifications may be issued from time to time.

Letters of Credit

The Company had total letters of credit ("LOCs") outstanding of approximately $58 million at December 31, 2015 , compared to $95 million at December 31, 2014 . These letters of credit cover the beneficiaries related to certain of Aon's U.S. and Canadian non-qualified pension plan schemes and secure deductible retentions for Aon's own workers compensation program. The Company has also issued LOCs to cover contingent payments for taxes and other business obligations to third parties, and other guarantees for miscellaneous purposes at its international subsidiaries.

Commitments

The Company has provided commitments to fund certain limited partnerships in which it has an interest in the event that the general partners request funding. Some of these commitments have specific expiration dates and the maximum potential funding under these commitments was $12 million at December 31, 2015 compared to $14 million at December 31, 2014 . During 2015 , the Company funded $2 million of these commitments.

Premium Payments

The Company has certain contractual contingent guarantees for premium payments owed by clients to certain insurance companies. The maximum exposure with respect to such contractual contingent guarantees was approximately $104 million at December 31, 2015 compared to $112 million at December 31, 2014 .

15. Segment Information

The Company has two reportable segments: Risk Solutions and HR Solutions. Unallocated income and expenses, when combined with the operating segments and after the elimination of intersegment revenues and expenses, equal the amounts in the Consolidated Financial Statements.

Reportable operating segments have been determined using a management approach, which is consistent with the basis and manner in which Aon's chief operating decision maker ("CODM") uses financial information for the purposes of allocating resources and evaluating performance. The CODM assesses performance based on operating income and generally accounts for inter-segment revenue as if the revenue were from third parties and at what management believes are current market prices. The Company does not present net assets by segment as this information is not reviewed by the CODM.

Risk Solutions acts as an advisor and insurance and reinsurance broker, helping clients manage their risks, via consultation, as well as negotiation and placement of insurance risk with insurance carriers through Aon's global distribution network.

HR Solutions partners with organizations to solve their most complex benefits, talent and related financial challenges, and improve business performance by designing, implementing, communicating and administering a wide range of human capital, retirement, investment management, health care, compensation and talent management strategies.

Aon's total revenue is as follows (in millions):

Years ended December 31	2015	2014	2013
Risk Solutions	$ **7,426**	$ 7,834	$ 7,789
HR Solutions	**4,303**	4,264	4,057
Intersegment eliminations	**(47)**	(53)	(31)
Total revenue	$ **11,682**	$ 12,045	$ 11,815

Commissions, fees and other revenues by product are as follows (in millions):

Years ended December 31	2015	2014	2013
Retail brokerage	$ **6,044**	$ 6,334	$ 6,256
Reinsurance brokerage	**1,361**	1,474	1,505
Total Risk Solutions Segment	**7,405**	7,808	7,761
Consulting services	**1,686**	1,700	1,626
Outsourcing	**2,658**	2,607	2,469
Intrasegment	**(41)**	(43)	(38)
Total HR Solutions Segment	**4,303**	4,264	4,057
Intersegment	**(47)**	(53)	(31)
Total commissions, fees and other revenue	$ **11,661**	$ 12,019	$ 11,787

Fiduciary investment income by segment is as follows (in millions):

Years ended December 31	2015	2014	2013
Risk Solutions	$ 21	$ 26	$ 28
HR Solutions	—	—	—
Total fiduciary investment income	$ 21	$ 26	$ 28

A reconciliation of segment operating income before tax to income before income taxes is as follows (in millions):

Years ended December 31	2015	2014	2013
Risk Solutions	$ 1,506	$ 1,648	$ 1,540
HR Solutions	536	485	318
Segment income before income taxes	2,042	2,133	1,858
Unallocated expenses	(194)	(167)	(187)
Interest income	14	10	9
Interest expense	(273)	(255)	(210)
Other income	100	44	68
Income before income taxes	$ 1,689	$ 1,765	$ 1,538

Unallocated expenses include administrative or other costs not attributable to the operating segments, such as corporate governance costs. Interest income represents income earned primarily on operating cash balances and certain income producing securities. Interest expense represents the cost of debt obligations.

Other income consists of equity earnings, realized gains or losses on the sale of investments, gains or losses on the disposal of businesses, gains or losses on derivatives, and gains or losses on foreign currency remeasurement.

Revenues are generally attributed to geographic areas based on the location of the resources producing the revenues. Intercompany revenues and expenses are eliminated in consolidated results.

Consolidated revenue by geographic area is as follows (in millions):

Years ended December 31	Total	United States	Americas other than U.S.	United Kingdom	Europe, Middle East, & Africa	Asia Pacific
2015	**$ 11,682**	**$ 6,063**	**$ 1,053**	**$ 1,527**	**$ 1,909**	**$ 1,130**
2014	12,045	5,824	1,176	1,623	2,189	1,233
2013	11,815	5,574	1,214	1,544	2,304	1,179

Consolidated non-current assets by geographic area are as follows (in millions):

As of December 31	Total	United States	Americas other than U.S.	United Kingdom	Europe, Middle East, & Africa	Asia Pacific
2015	**$ 13,051**	**$ 7,072**	**$ 416**	**$ 2,723**	**$ 2,270**	**$ 570**
2014	13,805	7,793	493	2,700	2,179	640

16. Guarantee of Registered Securities

As described in Note 14, in connection with the Redomestication, Aon plc entered into various agreements pursuant to which it agreed to guarantee the obligations of Aon Corporation arising under issued and outstanding debt securities, including the 3.125% Notes due May 2016, the 5.00% Notes due September 2020, the 8.205% Notes due January 2027 and the 6.25% Notes due September 2040 (collectively, the "Aon Corp Notes"). Aon Corporation is a 100% indirectly owned subsidiary of Aon plc. All guarantees of Aon plc are full and unconditional. There are no other subsidiaries of Aon plc that are guarantors of the Aon Corp Notes.

In addition, Aon Corporation entered into an agreement pursuant to which it agreed to guarantee the obligations of Aon plc arising under the 4.250% Notes due 2042 exchanged for Aon Corporation's outstanding 8.205% Notes due January

2027 and also agreed to guarantee the obligations of Aon plc arising under the 4.45% Notes due 2043, the 4.00% Notes due November 2023, the 2.875% Notes due May 2026, the 3.50% Notes due June 2024, the 4.60% Notes due June 2044, the 4.75% Notes due May 2045, and the 2.80% Notes due March 2021 (collectively, the "Aon plc Notes"). In each case, the guarantee of Aon Corporation is full and unconditional. There are no subsidiaries of Aon plc, other than Aon Corporation, that are guarantors of the Aon plc Notes. As a result of the existence of these guarantees, the Company has elected to present the financial information set forth in this footnote in accordance with Rule 3-10 of Regulation S-X.

The following tables set forth condensed consolidating statements of income, condensed consolidating statements of comprehensive income for the years ended December 31, 2015 , 2014 , and 2013 , condensed consolidating statements of financial position as of December 31, 2015 and December 31, 2014 , and condensed consolidating statements of cash flows for the years ended December 31, 2015 , 2014 , and 2013 in accordance with Rule 3-10 of Regulation S-X. The condensed consolidating financial information includes the accounts of Aon plc, the accounts of Aon Corporation, and the combined accounts of the non-guarantor subsidiaries. The condensed consolidating financial statements are presented in all periods as a merger under common control. The principal consolidating adjustments are to eliminate the investment in subsidiaries and intercompany balances and transactions.

In January 2015, Aon plc transferred its ownership of all of its directly held subsidiaries to Aon Global Holdings Limited, an intermediate holding company. The financial results of Aon Global Holdings Limited are included in the Other Non-Guarantor Subsidiaries column of the Condensed Consolidating Financial Statements. The Company has reflected the transfer of Aon Corporation from Aon plc to Aon Global Holdings Limited below for all periods presented.

Certain amounts in prior year's consolidating statements of income have been reclassified and adjusted to conform to the 2015 presentation. In prior periods, other income (expense) from intercompany transactions were recognized in Compensation and benefits and Other general expenses. These amounts are now included in Intercompany other income (expense) in the Condensed Consolidating Statements of Income. The Company believes this provides greater clarity into the income generated from operations and intercompany transactions.

Condensed Consolidating Statement of Income

	Year Ended December 31, 2015				
(millions)	Aon plc	Aon Corporation	Other Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Revenue					
Commissions, fees and other	$ —	$ —	$ 11,661	$ —	$ 11,661
Fiduciary investment income	—	—	21	—	21
Total revenue	—	—	11,682	—	11,682
Expenses					
Compensation and benefits	136	32	6,669	—	6,837
Other general expenses	8	7	2,982	—	2,997
Total operating expenses	144	39	9,651	—	9,834
Operating (loss) income	(144)	(39)	2,031	—	1,848
Interest income	(19)	14	19	—	14
Interest expense	(121)	(130)	(22)	—	(273)
Intercompany interest income (expense)	429	(479)	50	—	—
Intercompany other income (expense)	302	(422)	120	—	—
Other Income	(1)	—	101	—	100
Income (loss) before taxes	446	(1,056)	2,299	—	1,689
Income tax expense (benefit)	45	(262)	484	—	267
Income (loss) before equity in earnings of subsidiaries	401	(794)	1,815	—	1,422
Equity in earnings of subsidiaries, net of tax	984	1,319	525	(2,828)	—
Net income	1,385	525	2,340	(2,828)	1,422
Less: Net income attributable to noncontrolling interests	—	—	37	—	37
Net income attributable to Aon shareholders	$ 1,385	$ 525	$ 2,303	$ (2,828)	$ 1,385

Condensed Consolidating Statement of Income

(millions)	Aon plc	Aon Corporation	Other Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
	Year Ended December 31, 2014				
Revenue					
Commissions, fees and other	$ —	$ —	$ 12,019	$ —	$ 12,019
Fiduciary investment income	—	—	26	—	26
Total revenue	—	—	12,045	—	12,045
Expenses					
Compensation and benefits	140	16	6,858	—	7,014
Other general expenses	3	5	3,057	—	3,065
Total operating expenses	143	21	9,915	—	10,079
Operating (loss) income	(143)	(21)	2,130	—	1,966
Interest income	(9)	2	17	—	10
Interest expense	(75)	(139)	(41)	—	(255)
Intercompany interest income (expense)	449	(298)	(151)	—	—
Intercompany other income (expense)	342	(390)	48	—	—
Other income	2	5	37	—	44
Income (loss) before taxes	566	(841)	2,040	—	1,765
Income tax expense (benefit)	74	(192)	452	—	334
Income (loss) before equity in earnings of subsidiaries	492	(649)	1,588	—	1,431
Equity in earnings of subsidiaries, net of tax	905	1,214	565	(2,684)	—
Net income	1,397	565	2,153	(2,684)	1,431
Less: Net income attributable to noncontrolling interests	—	—	34	—	34
Net income attributable to Aon shareholders	$ 1,397	$ 565	$ 2,119	$ (2,684)	$ 1,397

Condensed Consolidating Statement of Income

	Year Ended December 31, 2013				
(millions)	Aon plc	Aon Corporation	Other Non-Guarantor Subsidiaries	Consolidating Adjustment	Consolidated
Revenue					
Commissions, fees and other	$ 3	$ —	$ 11,784	$ —	$ 11,787
Fiduciary investment income	—	—	28	—	28
Total revenue	3	—	11,812	—	11,815
Expenses					
Compensation and benefits	111	50	6,784	—	6,945
Other general expenses	—	—	3,199	—	3,199
Total operating expenses	111	50	9,983	—	10,144
Operating (loss) income	(108)	(50)	1,829	—	1,671
Interest income	—	3	6	—	9
Interest expense	(20)	(138)	(52)	—	(210)
Intercompany interest (expense) income	120	24	(144)	—	—
Intercompany other (expense) income	38	(168)	130	—	—
Other income (expense)	—	19	49	—	68
(Loss) income before taxes	30	(310)	1,818	—	1,538
Income tax (benefit) expense	12	(64)	442	—	390
(Loss) income before equity in earnings of subsidiaries	18	(246)	1,376	—	1,148
Equity in earnings of subsidiaries, net of tax	1,095	1,061	815	(2,971)	—
Net income	1,113	815	2,191	(2,971)	1,148
Less: Net income attributable to noncontrolling interests	—	—	35	—	35
Net income attributable to Aon shareholders	$ 1,113	$ 815	$ 2,156	$ (2,971)	$ 1,113

Condensed Consolidating Statement of Comprehensive Income

	Year Ended December 31, 2015				
(millions)	Aon plc	Aon Corporation	Other Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net income	$ 1,385	$ 525	$ 2,340	$ (2,828)	$ 1,422
Less: Net income attributable to noncontrolling interests	—	—	37	—	37
Net income attributable to Aon shareholders	$ 1,385	$ 525	$ 2,303	$ (2,828)	$ 1,385
Other comprehensive (loss) income, net of tax:					
Change in fair value of financial instruments	—	—	(8)	—	(8)
Foreign currency translation adjustments	—	(47)	(395)	—	(442)
Post-retirement benefit obligation	—	12	143	—	155
Total other comprehensive loss	—	(35)	(260)	—	(295)
Equity in other comprehensive loss of subsidiaries, net of tax	(289)	(268)	(303)	860	—
Less: Other comprehensive loss attributable to noncontrolling interests	—	—	(6)	—	(6)
Total other comprehensive loss attributable to Aon shareholders	(289)	(303)	(557)	860	(289)
Comprehensive income attributable to Aon shareholders	$ 1,096	$ 222	$ 1,746	$ (1,968)	$ 1,096

Condensed Consolidating Statement of Comprehensive Income

	Year Ended December 31, 2014				
(millions)	Aon plc	Aon Corporation	Other Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net income	$ 1,397	$ 565	$ 2,153	$ (2,684)	$ 1,431
Less: Net income attributable to noncontrolling interests	—	—	34	—	34
Net income attributable to Aon shareholders	$ 1,397	$ 565	$ 2,119	$ (2,684)	$ 1,397
Other comprehensive income (loss), net of tax:					
Change in fair value of financial instruments	—	(3)	7	—	4
Foreign currency translation adjustments	—	(31)	(476)	—	(507)
Post-retirement benefit obligation	—	(315)	55	—	(260)
Total other comprehensive loss	—	(349)	(414)	—	(763)
Equity in other comprehensive income of subsidiaries, net of tax	(760)	(411)	(760)	1,931	—
Less: Other comprehensive loss attributable to noncontrolling interests	—	—	(3)	—	(3)
Total other comprehensive income attributable to Aon shareholders	(760)	(760)	(1,171)	1,931	(760)
Comprehensive income attributable to Aon shareholders	$ 637	$ (195)	$ 948	$ (753)	$ 637

Condensed Consolidating Statement of Comprehensive Income

	Year Ended December 31, 2013				
(millions)	Aon plc	Aon Corporation	Other Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net income	$ 1,113	$ 815	$ 2,191	$ (2,971)	$ 1,148
Less: Net income attributable to noncontrolling interests	—	—	35	—	35
Net income attributable to Aon shareholders	$ 1,113	$ 815	$ 2,156	$ (2,971)	$ 1,113
Other comprehensive loss, net of tax:					
Change in fair value of financial instruments	—	5	2	—	7
Foreign currency translation adjustments	—	(60)	(5)	—	(65)
Post-retirement benefit obligation	—	223	70	—	293
Total other comprehensive loss	—	168	67	—	235
Equity in other comprehensive loss of subsidiaries, net of tax	236	69	237	(542)	—
Less: Other comprehensive income attributable to noncontrolling interests	—	—	(1)	—	(1)
Total other comprehensive loss attributable to Aon shareholders	236	237	305	(542)	236
Comprehensive income attributable to Aon shareholders	$ 1,349	$ 1,052	$ 2,461	$ (3,513)	$ 1,349

Condensed Consolidating Statement of Financial Position

	As of December 31, 2015				
(millions)	Aon plc	Aon Corporation	Other Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS					
Cash and cash equivalents	$ —	$ 2,083	$ 1,242	$ (2,941)	$ 384
Short-term investments	—	209	147	—	356
Receivables, net	1	—	2,733	—	2,734
Fiduciary assets	—	—	9,932	—	9,932
Intercompany receivables	432	1,950	7,957	(10,339)	—
Other current assets	3	218	347	(2)	566
Total Current Assets	436	4,460	22,358	(13,282)	13,972
Goodwill	—	—	8,448	—	8,448
Intangible assets, net	—	—	2,180	—	2,180
Fixed assets, net	—	—	765	—	765
Deferred tax assets	154	558	107	(678)	141
Intercompany receivables	375	526	8,633	(9,534)	—
Prepaid Pension	—	6	1,027	—	1,033
Other non-current assets	28	124	557	(84)	625
Investment in subsidiary	11,804	16,534	369	(28,707)	—
TOTAL ASSETS	$ 12,797	$ 22,208	$ 44,444	$ (52,285)	$ 27,164
LIABILITIES AND EQUITY					
Fiduciary liabilities	$ —	$ —	$ 9,932	$ —	$ 9,932
Short-term debt and current portion of long-term debt	—	550	12	—	562
Accounts payable and accrued liabilities	2,988	45	1,680	(2,941)	1,772
Intercompany payables	167	9,518	654	(10,339)	—
Other current liabilities	47	56	720	(3)	820
Total Current Liabilities	3,202	10,169	12,998	(13,283)	13,086
Long-term debt	3,482	1,418	275	—	5,175
Deferred tax liabilities	—	—	854	(678)	176
Pension, other post-retirement and other post-employment liabilities	—	1,313	482	—	1,795
Intercompany payables	—	8,799	735	(9,534)	—
Other non-current liabilities	7	140	705	(83)	769
TOTAL LIABILITIES	6,691	21,839	16,049	(23,578)	21,001
TOTAL AON SHAREHOLDERS' EQUITY	6,106	369	28,338	(28,707)	6,106
Noncontrolling interests	—	—	57	—	57
TOTAL EQUITY	6,106	369	28,395	(28,707)	6,163
TOTAL LIABILITIES AND EQUITY	$ 12,797	$ 22,208	$ 44,444	$ (52,285)	$ 27,164

Condensed Consolidating Statement of Financial Position

	As of December 31, 2014				
(millions)	Aon plc	Aon Corporation	Other Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS					
Cash and cash equivalents	$ —	$ 2,727	$ 1,361	$ (3,714)	$ 374
Short-term investments	—	165	229	—	394
Receivables, net	—	—	2,815	—	2,815
Fiduciary assets	—	—	11,638	—	11,638
Intercompany receivables	455	2,814	9,156	(12,425)	—
Other current assets	2	226	407	(33)	602
Total Current Assets	457	5,932	25,606	(16,172)	15,823
Goodwill	—	—	8,860	—	8,860
Intangible assets, net	—	—	2,520	—	2,520
Fixed assets, net	—	—	765	—	765
Deferred tax assets	159	570	113	(698)	144
Intercompany receivables	7,399	600	111	(8,110)	—
Prepaid Pension	—	6	927	—	933
Other non-current assets	20	121	678	(92)	727
Investment in subsidiary	4,962	15,200	1,880	(22,042)	—
TOTAL ASSETS	$ 12,997	$ 22,429	$ 41,460	$ (47,114)	$ 29,772
LIABILITIES AND EQUITY					
Fiduciary liabilities	$ —	$ —	$ 11,638	$ —	$ 11,638
Short-term debt and current portion of long-term debt	—	767	16	—	783
Accounts payable and accrued liabilities	3,755	58	1,706	(3,714)	1,805
Intercompany payables	122	8,960	3,343	(12,425)	—
Other current liabilities	—	49	772	(33)	788
Total Current Liabilities	3,877	9,834	17,475	(16,172)	15,014
Long-term debt	2,544	1,917	338	—	4,799
Deferred tax liabilities	—	—	1,011	(698)	313
Pension, other post-retirement and other post-employment liabilities	—	1,396	745	—	2,141
Intercompany payables	—	7,277	833	(8,110)	—
Other non-current liabilities	5	125	836	(92)	874
TOTAL LIABILITIES	6,426	20,549	21,238	(25,072)	23,141
TOTAL AON SHAREHOLDERS' EQUITY	6,571	1,880	20,162	(22,042)	6,571
Noncontrolling interests	—	—	60	—	60
TOTAL EQUITY	6,571	1,880	20,222	(22,042)	6,631
TOTAL LIABILITIES AND EQUITY	$ 12,997	$ 22,429	$ 41,460	$ (47,114)	$ 29,772

Condensed Consolidating Statement of Cash Flows

(millions)	Aon plc	Aon Corporation	Other Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
	Year Ended December 31, 2015				
CASH FLOWS FROM OPERATING ACTIVITIES					
CASH PROVIDED BY (USED FOR) OPERATING ACTIVITIES	$ 695	$ 464	$ 2,523	$ (1,673)	$ 2,009
CASH FLOWS FROM INVESTING ACTIVITIES					
Proceeds from investments	—	27	193	—	220
Payments for investments	(13)	(47)	(219)	13	(266)
Net (purchases) sales of short-term investments - non-fiduciary	—	(42)	51	—	9
Acquisition of businesses, net of cash acquired	—	—	(16)	—	(16)
Proceeds from sale of businesses	—	—	205	—	205
Capital expenditures	—	—	(290)	—	(290)
CASH USED FOR (PROVIDED BY) INVESTING ACTIVITIES	(13)	(62)	(76)	13	(138)
CASH FLOWS FROM FINANCING ACTIVITIES					
Share repurchase	(1,550)	—	—	—	(1,550)
Advances from (to) affiliates and other (1)	232	(326)	(2,339)	2,433	—
Issuance of shares for employee benefit plans	(29)	—	(1)	—	(30)
Issuance of debt	1,318	4,026	7	—	5,351
Repayment of debt	(330)	(4,746)	(22)	—	(5,098)
Cash dividends to shareholders	(323)	—	—	—	(323)
Noncontrolling interests and other financing activities	—	—	(39)	—	(39)
CASH (USED FOR) PROVIDED BY FINANCING ACTIVITIES	(682)	(1,046)	(2,394)	2,433	(1,689)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	—	—	(172)	—	(172)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	—	(644)	(119)	773	10
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	—	2,727	1,361	(3,714)	374
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ —	$ 2,083	$ 1,242	$ (2,941)	$ 384

(1) Advances from (to) affiliates and other includes activity related to the Company's intercompany and cash pooling arrangements.

Condensed Consolidating Statement of Cash Flows

(millions)	Year Ended December 31, 2014 Aon plc	Aon Corporation	Other Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
CASH FLOWS FROM OPERATING ACTIVITIES					
CASH PROVIDED BY (USED FOR) OPERATING ACTIVITIES	$ 769	$ (927)	$ 1,970	$ —	$ 1,812
CASH FLOWS FROM INVESTING ACTIVITIES					
Proceeds from investments	—	39	13	—	52
Payments for investments	—	(20)	—	—	(20)
Net purchases of short-term investments - non-fiduciary	—	(3)	113	—	110
Acquisition of businesses, net of cash acquired	—	—	(479)	—	(479)
Proceeds from sale of businesses	—	—	48	—	48
Capital expenditures	—	—	(256)	—	(256)
CASH USED FOR INVESTING ACTIVITIES	—	16	(561)	—	(545)
CASH FLOWS FROM FINANCING ACTIVITIES					
Share repurchase	(2,250)	—	—	—	(2,250)
Advances from (to) affiliates and other (1)	19	3,215	(536)	(2,698)	—
Issuance of shares for employee benefit plans	(105)	—	—	—	(105)
Issuance of debt	2,908	2,326	5	—	5,239
Repayment of debt	(1,068)	(2,150)	(700)	—	(3,918)
Cash dividends to shareholders	(273)	—	—	—	(273)
Noncontrolling interests and other financing activities	—	—	4	—	4
CASH (USED FOR) PROVIDED BY FINANCING ACTIVITIES	(769)	3,391	(1,227)	(2,698)	(1,303)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	—	—	(67)	—	(67)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	—	2,480	115	(2,698)	(103)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	—	247	1,246	(1,016)	477
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ —	$ 2,727	$ 1,361	$ (3,714)	$ 374

(1) Advances from (to) affiliates and other includes activity related to the Company's intercompany and cash pooling arrangements.

Condensed Consolidating Statement of Cash Flows

(millions)	Aon plc	Aon Corporation	Other Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
	Year Ended December 31, 2013				
CASH FLOWS FROM OPERATING ACTIVITIES					
CASH PROVIDED BY (USED FOR) OPERATING ACTIVITIES	$ 70	$ (441)	$ 2,124	$ —	$ 1,753
CASH FLOWS FROM INVESTING ACTIVITIES					
Proceeds from investments	—	8	85	—	93
Payments for investments	—	(15)	—	—	(15)
Net sales of short-term investments - non-fiduciary	—	(74)	(100)	—	(174)
Acquisition of businesses, net of cash acquired	—	—	(54)	—	(54)
Proceeds from sale of businesses	—	7	33	—	40
Capital expenditures	—	—	(229)	—	(229)
CASH (USED FOR) PROVIDED BY INVESTING ACTIVITIES	—	(74)	(265)	—	(339)
CASH FLOWS FROM FINANCING ACTIVITIES					
Share repurchase	(1,102)	—	—	—	(1,102)
Advances from (to) affiliates	460	996	(479)	(977)	—
Issuance of shares for employee benefit plans	(22)	—	—	—	(22)
Issuance of debt	1,730	2,944	232	—	4,906
Repayment of debt	(1,055)	(3,377)	(247)	—	(4,679)
Cash dividends to shareholders	(212)	—	—	—	(212)
Noncontrolling interests and other financing activities		—	(27)	—	(27)
CASH PROVIDED BY (USED FOR) FINANCING ACTIVITIES	(201)	563	(521)	(977)	(1,136)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	—	—	(92)	—	(92)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(131)	48	1,246	(977)	186
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	131	199	—	(39)	291
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ —	$ 247	$ 1,246	$ (1,016)	$ 477

17. Quarterly Financial Data (Unaudited)

Selected quarterly financial data for the years ended December 31, 2015 and 2014 are as follows (in millions, except per share data):

	1Q	2Q	3Q	4Q	2015
INCOME STATEMENT DATA					
Commissions, fees and other revenue	$ 2,842	$ 2,800	$ 2,736	$ 3,283	$ 11,661
Fiduciary investment income	5	5	6	5	21
Total revenue	$ 2,847	$ 2,805	$ 2,742	$ 3,288	$ 11,682
Operating income	$ 441	$ 277	$ 413	717	$ 1,848
Net income	341	188	303	590	1,422
Less: Net income attributable to noncontrolling interests	13	10	8	6	37
Net income attributable to Aon shareholders	$ 328	$ 178	$ 295	$ 584	$ 1,385
PER SHARE DATA					
Basic net income per share attributable to Aon shareholders	$ 1.15	$ 0.63	$ 1.05	$ 2.12	$ 4.93
Diluted net income per share attributable to Aon shareholders	$ 1.14	$ 0.62	$ 1.05	$ 2.09	$ 4.88
CLASS A ORDINARY SHARE DATA					
Dividends paid per share	$ 0.25	$ 0.30	$ 0.30	$ 0.30	$ 1.15
Price range:					
High	$ 107.08	$ 104.70	$ 103.38	$ 97.79	$ 107.08
Low	$ 89.35	$ 95.32	$ 87.58	$ 86.38	$ 86.38
Shares outstanding	281.7	279.8	273.9	269.8	269.8
Average monthly trading volume	24.5	24.9	26.5	26.6	25.6

	1Q	2Q	3Q	4Q	2014
INCOME STATEMENT DATA					
Commissions, fees and other revenue	$ 2,941	$ 2,913	$ 2,873	$ 3,292	$ 12,019
Fiduciary investment income	6	6	7	7	26
Total revenue	$ 2,947	$ 2,919	$ 2,880	$ 3,299	$ 12,045
Operating income	$ 469	$ 445	$ 417	$ 635	$ 1,966
Net income	336	313	315	467	1,431
Less: Net income attributable to noncontrolling interests	11	9	6	8	34
Net income attributable to Aon shareholders	$ 325	$ 304	$ 309	$ 459	$ 1,397
PER SHARE DATA					
Basic net income per share attributable to Aon shareholders	$ 1.07	$ 1.02	$ 1.06	$ 1.60	$ 4.73
Diluted net income per share attributable to Aon shareholders	$ 1.06	$ 1.01	$ 1.04	$ 1.56	$ 4.66
CLASS A ORDINARY SHARE DATA					
Dividends paid per share	$ 0.18	$ 0.25	$ 0.25	$ 0.25	$ 0.92
Price range:					
High	$ 87.45	$ 91.07	$ 91.28	$ 98.10	$ 98.10
Low	$ 76.49	$ 78.60	$ 83.06	$ 78.26	$ 76.49
Shares outstanding	296.5	290.5	285.1	280.0	280.0
Average monthly trading volume	32.6	28.5	26.3	34.1	30.4

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We have conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as of the end of the period covered by this annual report of December 31, 2015 . Based on this evaluation, our chief executive officer and chief financial officer concluded as of December 31, 2015 that our disclosure controls and procedures were effective such that the information relating to Aon, including our consolidated subsidiaries, required to be disclosed in our SEC reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and is accumulated and communicated to Aon's management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

Management of Aon plc is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our senior management, including our chief executive officer and chief financial officer, we assessed the effectiveness of our internal control over financial reporting as of December 31, 2015 . In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the *Internal Control — Integrated Framework* (2013 Framework) . Based on this assessment, management has concluded our internal control over financial reporting is effective as of December 31, 2015 .

The effectiveness of our internal control over financial reporting as of December 31, 2015 has been audited by Ernst & Young, LLP, the Company's independent registered public accounting firm, as stated in their report titled "Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting."

Changes in Internal Control Over Financial Reporting

No changes in Aon's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) occurred during 2015 that have materially affected, or that are reasonably likely to materially affect, Aon's internal control over financial reporting.

Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting

Board of Directors and Shareholders
Aon plc

We have audited Aon plc's internal control over financial reporting as of December 31, 2015 , based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (the COSO criteria). Aon plc's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Aon plc maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015 , based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial position of Aon plc as of December 31, 2015 and 2014 , and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2015 and our report dated February 22, 2016 expressed an unqualified opinion thereon.

Ernst + Young LLP

Chicago, Illinois
February 22, 2016

Item 9B. Other Information.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Information relating to Aon's Directors is set forth under the heading "Proposal 1 — Resolutions Regarding the Election of Directors" in our Proxy Statement for the 2016 Annual General Meeting of Shareholders to be held on June 24, 2016 (the "Proxy Statement") and is incorporated herein by reference from the Proxy Statement. Information relating to the executive officers of Aon is set forth in Part I of this Form 10-K and is incorporated by reference. Information relating to compliance with Section 16(a) of the Exchange Act is incorporated by reference from the discussion under the heading "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement. The remaining information called for by this item is incorporated herein by reference to the information under the heading "Corporate Governance" and the information under the heading "Board of Directors and Committees" in the Proxy Statement.

We have adopted a code of ethics that applies to the Company's directors, officers and employees, including the Chief Executive Officer, Chief Financial Officer, Controller and Chief Accounting Officer and other persons performing similar functions. The text of our code of ethics, which we call our Code of Business Conduct, is available on our website as disclosed in Item 1 of this report. We will provide a copy of the code of ethics without charge upon request to the Company Secretary, Aon plc, 122 Leadenhall Street, London EC3V 4AN, United Kingdom. We will disclose on our website any amendment to or waiver from our code of ethics on behalf of any of our executive officers or directors.

Item 11. Executive Compensation.

Information relating to director and executive officer compensation is set forth under the headings "Compensation Committee Report," "Compensation Discussion and Analysis," and "Executive Compensation" in the Proxy Statement, and all such information is incorporated herein by reference.

The material incorporated herein by reference to the information set forth under the heading "Compensation Committee Report" in the Proxy Statement shall be deemed furnished, and not filed, in this Form 10-K and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act as a result of this furnishing, except to the extent that it is specifically incorporated by reference by Aon.

Information relating to compensation committee interlocks and insider participation is incorporated by reference to the information under the heading "Compensation Discussion and Analysis - Compensation Committee Interlocks and Insider Participation" in the Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Information relating to equity compensation plans and the security ownership of certain beneficial owners and management of Aon's ordinary shares is set forth under the headings "Equity Compensation Plan Information", "Principal Holders of Voting Securities" and "Security Ownership of Directors and Executive Officers" in the Proxy Statement and all such information is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Aon hereby incorporates by reference the information under the headings "Corporate Governance — Director Independence" and "Certain Relationships and Related Transactions" in the Proxy Statement.

Item 14. Principal Accountant Fees and Services.

Information required by this Item is included under the caption "Auditor Fees" in the Proxy Statement and is hereby incorporated by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) **(1) and (2).** The following documents have been included in Part II, Item 8.

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm, on Financial Statements

Consolidated Statements of Financial Position — As of December 31, 2015 and 2014

Consolidated Statements of Income — Years Ended December 31, 2015, 2014 and 2013

Consolidated Statements of Comprehensive Income — Years Ended December 31, 2015, 2014 and 2013

Consolidated Statements of Shareholders' Equity — Years Ended December 31, 2015, 2014 and 2013

Consolidated Statements of Cash Flows — Years Ended December 31, 2015, 2014 and 2013

Notes to Consolidated Financial Statements

The following document has been included in Part II, Item 9.

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm, on Internal Control over Financial Reporting

All schedules for the Registrant and consolidated subsidiaries have been omitted because the required information is not present in amounts sufficient to require submission of the schedules or because the information required is included in the respective financial statements or notes thereto.

(a)(3). List of Exhibits (numbered in accordance with Item 601 of Regulation S-K)

Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession.

2.1* Agreement and Plan of Merger and Reorganization by and among Aon Corporation and Market Mergeco Inc. dated January 12, 2012 — incorporated by reference to Annex A of the Registration Statement on Form S-4/A (File No. 333-178991) filed by Aon Global Limited on February 6, 2012.

Articles of Association.

3.1* Articles of Association of Aon plc — incorporated by reference to Exhibit 3.1 to Aon's Current Report on Form 8-K filed on April 2, 2012.

Instruments Defining the Rights of Security Holders, Including Indentures.

4.1* Amended and Restated Indenture, dated as of April 2, 2012, among Aon Corporation, Aon plc and The Bank of New York Mellon Trust Company, N.A. (amending and restating the Indenture, dated as of January 13, 1997, as supplemented by the First Supplemental Indenture, dated as of January 13, 1997) — incorporated by reference to Exhibit 4.3 to Aon's Current Report on Form 8-K filed on April 2, 2012.

4.2* Capital Securities Guarantee Agreement dated as of January 13, 1997 between Aon and The Bank of New York, as Guarantee Trustee — incorporated by reference to Exhibit 4.8 to Aon's Registration Statement on Form S-4 (File No. 333-21237) filed on February 6, 1997.

4.3* Capital Securities Exchange and Registration Rights Agreement dated as of January 13, 1997 among Aon, Aon Capital A, Morgan Stanley & Co. Incorporated and Goldman, Sachs & Co. — incorporated by reference to Exhibit 4.10 to Aon's Registration Statement on Form S-4 (File No. 333-21237) filed on February 6, 1997.

4.4* Debenture Exchange and Registration Rights Agreement dated as of January 13, 1997 among Aon, Aon Capital A, Morgan Stanley & Co. Incorporated and Goldman, Sachs & Co. — incorporated by reference to Exhibit 4.11 to Aon's Registration Statement on Form S-4 (File No. 333-21237) filed on February 6, 1997.

4.5* Guarantee Exchange and Registration Rights Agreement dated as of January 13, 1997 among Aon, Aon Capital A, Morgan Stanley & Co. Incorporated and Goldman, Sachs & Co. — incorporated by reference to Exhibit 4.12 to Aon's Registration Statement on Form S-4 (File No. 333-21237) filed on February 6, 1997.

4.6* Amended and Restated Indenture, dated as of April 2, 2012, among Aon Corporation, Aon plc and The Bank of New York Mellon Trust Company, N.A., as trustee (amending and restating the Indenture, dated as of December 16, 2002, between Aon Corporation and The Bank of New York Mellon Trust Company, N.A.) — incorporated by reference to Exhibit 4.2 to Aon's Current Report on Form 8-K filed on April 2, 2012.

4.7* Indenture dated as of April 12, 2006 among Aon Finance N.S.1, ULC, Aon and Computershare Trust Company of Canada, as Trustee — incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on April 18, 2006.

4.8* Amended and Restated Indenture, dated as of April 2, 2012, among Aon Corporation, Aon plc and The Bank of New York Mellon Trust Company, N.A., as trustee (amending and restating the Indenture, dated as of September 10, 2010, between Aon Corporation and The Bank of New York Mellon Trust Company, N.A.) — incorporated by reference to Exhibit 4.2 to Aon's Current Report on Form 8-K filed on April 2, 2012.

4.9* Form of 3.50% Senior Note due 2015 — incorporated by reference to Exhibit 4.2 to Aon's Current Report on Form 8-K filed on September 10, 2010.

4.10* Form of 5.00% Senior Note due 2020 — incorporated by reference to Exhibit 4.3 to Aon's Current Report on Form 8-K filed on September 10, 2010.

4.11* Form of 6.25% Senior Note due 2040 — incorporated by reference to Exhibit 4.4 to Aon's Current Report on Form 8-K filed on September 10, 2010.

4.12* Indenture dated as of March 8, 2011, among Aon Finance N.S. 1, ULC, Aon Corporation and Computershare Trust Company of Canada. — incorporated by reference to Exhibit 4.1 to Aon's Current Report on Form 8-K filed on March 8, 2011.

4.13* First Supplemental Indenture, dated as of April 2, 2012, among Aon Finance N.S. 1, ULC, Aon Corporation, as guarantor, Aon plc, as guarantor, and Computershare Trust Company of Canada, as trustee (supplementing the Indenture dated as of March 8, 2011 among Aon Finance N.S.1, ULC, Aon Corporation, as guarantor, and Computershare Trust Company of Canada, as trustee) — incorporated by reference to Exhibit 4.2 to Aon's Current Report on Form 8-K filed on April 2, 2012.

4.14* Form of 3.125% Senior Note due 2016 — incorporated by reference to Exhibit 4.2 to Aon's Current Report on Form 8-K filed on May 27, 2011.

4.15* Indenture, dated as of December 12, 2012 by and among Aon plc, Aon Corporation, The Bank of New York Mellon Trust Company, N.A. — incorporated by reference to Exhibit 4.1 to Aon's Current Report on Form 8-K filed on December 13, 2012.

4.16* Form of 4.250% Senior Note Due 2042 - incorporated by reference to Exhibit 4.6 to Aon's Registration Statement on Form S-4 (File No. 333-187637) filed on March 29, 2013.

4.17* Indenture, dated as of May 24, 2013, among Aon, Aon Corporation and The Bank of New York Mellon Trust Company, National Association, as trustee (including the Guarantee) — incorporated by reference to Exhibit 4.1 to Aon's Current Report on Form 8-K filed on May 24, 2013.

4.18* Form of 4.45% Senior Note due 2043 — incorporated by reference to Exhibit 4.2 to Aon's Current Report on Form 8-K filed on May 24, 2013.

4.19* Form of 4.00% Senior Note due 2023 — incorporated by reference to Exhibit 4.2 to Aon's Current Report on Form 8-K filed on November 26, 2013.

4.20* Form of 2.875% Senior Note due 2016 - incorporated by reference to Exhibit 4.2 to Aon's Current Report on Form 8-K filed on May 13, 2014.

4.21* Form of 3.500% Senior Note due 2024 - incorporated by reference to Exhibit 4.2 to Aon's Current Report on Form 8-K filed on May 27, 2014.

4.22* Form of 4.600% Senior Note due 2044 - incorporated by reference to Exhibit 4.3 to Aon's Current Report on Form 8-K filed on May 27, 2014.

4.23* Amended and Restated Indenture, dated as of May 20, 2015, among Aon plc, Aon Corporation and The Bank of New York Mellon Trust Company, National Association, as trustee (including the Guarantee) - incorporated by reference to Exhibit 4.1 to Aon's Current Report on Form 8-K filed on May 20, 2015.

4.24* Form of 4.750% Senior Note due 2045 - incorporated by reference to Exhibit 4.1 to Aon's Current Report on Form 8-K filed on May 20, 2015.

4.25* Indenture, dated as of November 13, 2015, among Aon plc, Aon Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (including the guarantee) - incorporated by reference to Exhibit 4.1 to Aon's Current Report on Form 8-K filed on November 13, 2015.

4.26* Form of 2.800% Senior Note due 2021 - incorporated by reference to Exhibit 4.1 to Aon's Current Report on Form 8-K filed on November 13, 2015.

Material Contracts.

10.1* Amended and Restated 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 Illinois Department of Insurance, and Aon Corporation and its subsidiaries and affiliates effective as of February 11, 2010 — incorporated by reference to Exhibit 10.1 to Aon's Current Report on Form 8-K filed on February 16, 2010.

10.2* $400,000,000 Five-Year Credit Agreement dated as of March 20, 2012 among Aon Corporation, Citibank, N.A. as Administrative Agent, JP Morgan Chase Bank, N.A. and Bank of America, N.A., as Syndication Agents, The Royal Bank of Scotland Plc and Wells Fargo Bank, National Association, as documentation agents and Citigroup Global Markets, Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner and Smith Incorporated, as joint lead arrangers and joint book managers and the lenders party thereto — incorporated by reference to Exhibit 10.1 to Aon's Current Report on Form 8-K filed on March 21, 2012.

10.3* Joinder Agreement executed by Aon plc as of April 2, 2012 (modifying the $400,000,000 Five-Year Credit Agreement, dated as of March 20, 2012, among Aon Corporation, as borrower, Citibank, N.A., as administrative agent and the other agents and lenders party thereto) — incorporated by reference to Exhibit 10.1 to Aon's Current Report on Form 8-K filed on April 2, 2012.

10.4* European Facility Amendment and Restatement Agreement, dated as of March 30, 2012, among Aon Corporation, Aon plc, the subsidiaries of Aon Corporation party thereto as borrowers, Citibank International plc, as agent, and the other agents and lenders party thereto, amending and restating the European Facility Agreement dated as of October 15, 2010 and amended on July 18, 2011 — incorporated by reference to Exhibit 10.3 to Aon's Current Report on Form 8-K filed on April 2, 2012.

10.5* $900,000,000 Five-Year Credit Agreement among Aon plc, Aon Corporation and Aon UK Limited with Citibank, N.A., as administrative agent, the lenders party thereto, Bank of America, N.A. and Morgan Stanley Senior Funding, Inc., as syndication agents, and Citigroup Global Markets, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley Senior Funding, Inc., as joint lead arrangers and joint book managers - incorporated by reference to Exhibit 10.1 to Aon's Current Report on Form 8-K filed on February 4, 2015.

10.6*# Aon Corporation Outside Director Corporate Bequest Plan (as amended and restated effective January 1, 2010) — incorporated by reference to Exhibit 10.1 to Aon's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010.

10.7*# Aon Stock Incentive Plan, as amended and restated — incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on May 24, 2006.

10.8*# First Amendment to the Amended and Restated Aon Stock Incentive Plan — incorporated by reference to Exhibit 10(au) to Aon's Annual Report on Form 10-K for the year ended December 31, 2006.

10.9*# Second Amendment to the Amended and Restated Aon Stock Incentive Plan, dated April 2, 2012 — incorporated by reference to Exhibit 10.10 to Aon's Current Report on Form 8-K filed on April 2, 2012.

10.10*# Form of Stock Option Agreement — incorporated by reference to Exhibit 99.D(7) to Aon's Schedule TO (File Number 005-32053) filed on August 15, 2007.

10.11*# Aon Stock Award Plan (as amended and restated through February 2000) — incorporated by reference to Exhibit 10(a) to Aon's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000.

10.12*# First Amendment to the Aon Stock Award Plan (as amended and restated through 2000) — incorporated by reference to Exhibit 10(as) to Aon's Annual Report on Form 10-K for the year ended December 31, 2006.

10.13*# Form of Restricted Stock Unit Agreement — incorporated by reference to Exhibit 10.20 to Aon's Annual Report on Form 10-K for the year ended December 31, 2007.

10.14*# Aon Stock Option Plan as amended and restated through 1997 — incorporated by reference to Exhibit 10(a) to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997.

10.15*# First Amendment to the Aon Stock Option Plan as amended and restated through 1997 — incorporated by reference to Exhibit 10(a) to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999.

10.16*# Second Amendment to the Aon Stock Option Plan as amended and restated through 1997 — incorporated by reference to Exhibit 99.D(3) to Aon's Schedule TO (File Number 005-32053) filed on August 15, 2007.

10.17*# Third Amendment to the Aon Stock Option Plan as amended and restated through 1997 — incorporated by reference to Exhibit 10(at) to Aon's Annual Report on Form 10-K for the year ended December 31, 2006.

10.18*# Aon Deferred Compensation Plan (as amended and restated effective as of November 1, 2002) — incorporated by reference to Exhibit 4.6 on Aon's Registration Statement on Form S-8 (File Number 333-106584) filed on June 27, 2003.

10.19*# First Amendment to Aon Deferred Compensation Plan (as amended and restated effective as of November 1, 2002) — incorporated by reference to Exhibit 10.26 to Aon's Annual Report on Form 10-K for the year ended December 31, 2007.

10.20*# Seventh Amendment to the Aon Deferred Compensation Plan (as amended and restated effective as of November 1, 2002) — incorporated by reference to Exhibit 10.27 to Aon's Annual Report on Form 10-K for the year ended December 31, 2007.

10.21*# Aon Deferred Compensation Plan (as amended and restated effective as of September 20, 2013) — incorporated by reference to Exhibit 10.1 to Aon's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013.

10.22*# Aon Deferred Compensation Plan (as Amended and Restated Effective as of January 1, 2008) - incorporated by reference to Exhibit 4.2 to Post-Effective Amendment No. 1 to Aon's Registration Statement on Form S-8 (File Number 333-106584) filed on April 2, 2012.

10.23*# First Amendment to the Aon Deferred Compensation Plan - incorporated by reference to Exhibit 10.8 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015.

10.24*# Executive Committee Combined Severance and Change in Control Plan - incorporated by reference to Exhibit 10.8 to Aon's Quarterly Report on Form 10-Q for the quarter ended December 11, 2015.

10.25*# Form of Indemnification Agreement for Directors and Officers of Aon Corporation — incorporated by reference to Exhibit 10.1 to Aon's Current Report on Form 8-K filed on February 5, 2009.

10.26*# Form of Deed of Indemnity for Directors of Aon plc — incorporated by reference to Exhibit 10.4 to Aon's Current Report on Form 8-K filed on April 2, 2012.

10.27*# Form of Deed of Indemnity for Gregory C. Case — incorporated by reference to Exhibit 10.5 to Aon's Current Report on Form 8-K filed on April 2, 2012.

10.28*# Form of Deed of Indemnity for Executive Officers of Aon plc — incorporated by reference to Exhibit 10.6 to Aon's Current Report on Form 8-K filed on April 2, 2012.

10.29*# Aon Corporation Executive Special Severance Plan, as amended and restated April 2, 2012 and as assumed by Aon plc as of April 2, 2012 — incorporated by reference to Exhibit 10.14 to Aon's Current Report on Form 8-K filed on April 2, 2012.

10.30*# Employment Agreement dated April 4, 2005 between Aon and Gregory C. Case — incorporated by reference to Exhibit 10.1 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005.

10.31*# Amended and Restated Employment Agreement dated as of November 13, 2009 between Aon and Gregory C. Case — incorporated by reference to Exhibit 10.1 to Aon's Current Report on Form 8-K filed on November 17, 2009.

10.32*# Amended and Restated Employment Agreement, dated as of January 16, 2015, by and between Aon plc, Aon Corporation and Gregory C. Case — incorporated by reference to Exhibit 10.1 to Aon's Current Report on Form 8-K filed on January 23, 2015.

10.33*# Amended and Restated Change in Control Agreement dated as of November 13, 2009 between Aon and Gregory C. Case — incorporated by reference to Exhibit 10.2 to Aon's Current Report on Form 8-K filed on November 17, 2009.

10.34*# International Assignment Letter dated as of January 12, 2012 by and between Aon and Gregory C. Case — incorporated by reference to Exhibit 10.1 to Aon's Current Report on Form 8-K filed on January 13, 2012.

10.35*# Amended International Assignment Letter with Gregory C. Case dated July 1, 2014 — incorporated by reference to Exhibit 10.2 to Aon's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.

10.36*# Employment Agreement dated as of October 3, 2007 between Aon Corporation and Christa Davies — incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on October 3, 2007.

10.37*# Amendment effective as of March 27, 2012 to Employment Agreement between Aon Corporation and Christa Davies dated as of October 3, 2007 — incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on March 30, 2012.

10.38*# Amendment to Employment Agreement, dated as of February 20, 2015, by and between Aon Corporation and Christa Davies - incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on February 26, 2015.

10.39*# International Assignment Letter dated as of January 12, 2012 by and between Aon and Christa Davies — incorporated by reference to Exhibit 10.1 to Aon's Current Report on Form 8-K filed on January 13, 2012

10.40*# Amended International Assignment Letter with Christa Davies dated July 1, 2014 — incorporated by reference to Exhibit 10.3 to Aon's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.

10.41*# Change in Control Agreement entered into as of March 27, 2012 by and between Aon Corporation and Christa Davies — incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on March 30, 2012.

10.42*# Employment Agreement dated December 7, 2010, between Aon Corporation and Stephen P. McGill — incorporated by reference to Exhibit 10.1 to Aon's Current Report on Form 8-K filed on December 13, 2010.

10.43*# Amended and Restated Employment Agreement, dated as of July 8, 2015, by and between Aon Corporation and Stephen P. McGill - incorporated by reference to Exhibit 10.1 to Aon's Current Report on Form 8-K filed on July 14, 2015.

10.44*# Change in Control Agreement dated December 7, 2010 between Aon Corporation and Stephen P. McGill — incorporated by reference to Exhibit 10.1 to Aon's Current Report on Form 8-K filed on December 13, 2010.

10.45*# International Assignment Letter dated as of January 12, 2012 by and between Aon and Stephen P. McGill — incorporated by reference to Exhibit 10.1 to Aon's Current Report on Form 8-K filed on January 13, 2012.

10.46*# Amended International Assignment Letter with Stephen P. McGill dated July 1, 2014 — incorporated by reference to Exhibit 10.4 to Aon's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.

10.47*# Employment Agreement, dated as of January 1, 2014, by and between Aon Corporation and Peter M. Lieb. - incorporated by reference to Exhibit 10.46 to Aon's Annual Report on Form 10-K for the year ended December 31, 2014.

10.48*# Change-in-Control Agreement, dated as of January 1, 2014, by and between Aon Corporation and Peter M. Lieb. - incorporated by reference to Exhibit 10.47 to Aon's Annual Report on Form 10-K for the year ended December 31, 2014.

10.49*# International Assignment Letter, dated as of January 12, 2012, by and between Aon Corporation and Peter M. Lieb. - incorporated by reference to Exhibit 10.48 to Aon's Annual Report on Form 10-K for the year ended December 31, 2014.

10.50*# Amended International Assignment Letter with Peter M. Lieb dated July 1, 2014. - incorporated by reference to Exhibit 10.49 to Aon's Annual Report on Form 10-K for the year ended December 31, 2014.

10.51*# Employment Agreement dated as of September 30, 2010 between Aon Corporation and Kristi Savacool — incorporated by reference to Exhibit 10.8 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012.

10.52*# Amendment to Employment Agreement dated as of May 16, 2011 between Aon Corporation and Kristi Savacool — incorporated by reference to Exhibit 10.9 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012.

10.53*# Amended and Restated Employment Agreement, dated as of February 24, 2015, by and between Aon Corporation and Kristi Savacool - incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on February 26, 2015.

10.54*# Change in Control Agreement, dated as of February 24, 2015, by and between Aon plc, Aon Corporation and Kristi Savacool - incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on February 26, 2015.

10.57*# Aon plc Leadership Performance Program for 2013-2015 - incorporated by reference to Exhibit 10.4 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.

10.58*# Aon plc Leadership Performance Program for 2014-2016 - incorporated by reference to Exhibit 10.1 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014.

10.59*# Aon plc Leadership Performance Program for 2015-2017 - incorporated by reference to Exhibit 10.6 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015.

10.60*# Executive Committee Incentive Compensation Plan - incorporated by reference to Exhibit 10.2 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014.

10.61*# Executive Committee Incentive Compensation Plan - incorporated by reference to Exhibit 10.7 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015.

10.62*# Amended and Restated Global Stock and Incentive Compensation Plan of Hewitt Associates, Inc. — incorporated by reference to Exhibit 10.5 to Hewitt's Quarterly Report on Form 10-Q for the quarter ended December 31, 2007 (Commission File No. 001-31351).

10.63*# First Amendment to the Amended and Restated Global Stock and Incentive Compensation Plan of Hewitt Associates, Inc., dated April 2, 2012 — incorporated by reference to Exhibit 10.8 to Aon's Current Report on Form 8-K filed on April 2, 2012.

10.64*# Aon plc 2011 Incentive Plan, as amended and restated effective June 24, 2014 — incorporated by reference to Exhibit 10.1 to Aon's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.

10.65*# Deed of Assumption of Aon plc dated April 2, 2012 — incorporated by reference to Exhibit 10.7 to Aon's Current Report on Form 8-K filed on April 2, 2012.

10.66*# Master Amendment dated April 2, 2012 to the Aon Savings Plan, Aon Supplemental Savings Plan, Aon Corporation Supplemental Employee Stock Ownership Plan, Aon Corporation 2011 Employee Stock Purchase Plan, Aon Deferred Compensation Plan, Aon Stock Award Plan, Aon Stock Option Plan and the Employment Agreement dated as of April 4, 2005, between Aon Corporation and Gregory C. Case — incorporated by reference to Exhibit 10.8 to Aon's Current Report on Form 8-K filed on April 2, 2012.

10.67*# Form of Change in Control Agreement — incorporated by reference to Exhibit 10.15 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012.

10.68*# Form of Assignment, Assumption and Amendment to Change in Control Agreement for Executive Officers of Aon plc — incorporated by reference to Exhibit 10.13 to Aon's Current Report on Form 8-K filed on April 2, 2012.

Statement re: Computation of Ratios.

12.1. Statement regarding Computation of Ratio of Earnings to Fixed Charges.

Subsidiaries of the Registrant.

21 List of Subsidiaries of Aon.

Consents of Experts and Counsel.

23 Consent of Ernst & Young LLP.

Rule 13a-14(a)/15d-14(a) Certifications.

31.1. Rule 13a-14(a) Certification of Chief Executive Officer of Aon in accordance with Section 302 of the Sarbanes-Oxley Act of 2002.

31.2. Rule 13a-14(a) Certification of Chief Financial Officer of Aon in accordance with Section 302 of the Sarbanes-Oxley Act of 2002.

Section 1350 Certifications.

32.1. Section 1350 Certification of Chief Executive Officer of Aon in accordance with Section 906 of the Sarbanes-Oxley Act of 2002.

32.2. Section 1350 Certification of Chief Financial Officer of Aon in accordance with Section 906 of the Sarbanes-Oxley Act of 2002.

XBRL Exhibits.

Interactive Data Files. The following materials are filed electronically with this Annual Report on Form 10-K:

101.INS	XBRL Report Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Definition Linkbase Document.
101.PRE	XBRL Taxonomy Presentation Linkbase Document.
101.LAB	XBRL Taxonomy Calculation Linkbase Document.

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* Document has been previously filed with the Securities and Exchange Commission and is incorporated herein by reference herein. Unless otherwise indicated, such document was filed under Commission File Number 001-07933.

# Indicates a management contract or compensatory plan or arrangement.

The registrant agrees to furnish to the Securities and Exchange Commission upon request a copy of (1) any long-term debt instruments that have been omitted pursuant to Item 601(b)(4)(iii)(A) of Regulation S-K, and (2) any schedules omitted with respect to any material plan of acquisition, reorganization, arrangement, liquidation or succession set forth above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Aon plc

By: /s/ GREGORY C. CASE

Gregory C. Case, President
and Chief Executive Officer

Date: February 22, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ GREGORY C. CASE Gregory C. Case	President, Chief Executive Officer and Director (Principal Executive Officer)	February 22, 2016
/s/ LESTER B. KNIGHT Lester B. Knight	Non-Executive Chairman and Director	February 22, 2016
/s/ FULVIO CONTI Fulvio Conti	Director	February 22, 2016
/s/ CHERYL A. FRANCIS Cheryl A. Francis	Director	February 22, 2016
/s/ JAMES W. LENG James W. Leng	Director	February 22, 2016
/s/ J. MICHAEL LOSH J. Michael Losh	Director	February 22, 2016
/s/ ROBERT S. MORRISON Robert S. Morrison	Director	February 22, 2016
/s/ RICHARD B. MYERS Richard B. Myers	Director	February 22, 2016
/s/ RICHARD C. NOTEBAERT Richard C. Notebaert	Director	February 22, 2016
/s/ GLORIA SANTONA Gloria Santona	Director	February 22, 2016
/s/ CAROLYN Y. WOO Carolyn Y. Woo	Director	February 22, 2016
/s/ CHRISTA DAVIES Christa Davies	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 22, 2016
/s/ LAUREL MEISSNER Laurel Meissner	Senior Vice President and Global Controller (Principal Accounting Officer)	February 22, 2016

QuickLinks

PART I

Item 1. Business.

Item 1A. Risk Factors.

Item 1B. Unresolved Staff Comments.

Item 2. Properties.

Item 3. Legal Proceedings.

Item 4. Mine Safety Disclosure.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Item 6. Selected Financial Data.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Item 8. Financial Statements and Supplementary Data.

Aon plc Consolidated Statements of Income

Aon plc Consolidated Statements of Comprehensive Income

Aon plc Consolidated Statements of Financial Position

Aon plc Consolidated Statements of Shareholders' Equity

Aon plc Consolidated Statements of Cash Flows

Notes to Consolidated Financial Statements

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

Item 9A. Controls and Procedures.

Item 9B. Other Information.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Item 11. Executive Compensation.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Item 14. Principal Accountant Fees and Services.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

SIGNATURES

Exhibit 12.1

Aon plc and Consolidated Subsidiaries
Combined With Unconsolidated Subsidiaries
Computation of Ratio of Earnings to Fixed Charges

	Years Ended December 31,				
(millions except ratio)	**2015**	**2014**	**2013**	**2012**	**2011**
Income from continuing operations before income taxes and noncontrolling interests	$ 1,689	$ 1,765	$ 1,538	$ 1,380	$ 1,388
Less: Equity in earnings on less than 50% owned entities	13	12	20	13	7
Add back fixed charges:					
Interest on indebtedness	273	255	210	228	245
Interest on uncertain tax positions	—	4	5	5	—
Portion of rents representative of interest factor	45	50	52	42	55
Income as adjusted	$ 1,994	$ 2,062	$ 1,785	$ 1,642	$ 1,681
Fixed charges:					
Interest on indebtedness	$ 273	$ 255	$ 210	$ 228	$ 245
Interest on uncertain tax positions	—	4	5	5	—
Portion of rents representative of interest factor	45	50	52	42	55
Total fixed charges	$ 318	$ 309	$ 267	$ 275	$ 300
Ratio of earnings to fixed charges	6.3	6.7	6.7	6.0	5.6

Exhibit 21

Aon plc - Worldwide Subsidiaries as of December 31, 2015

	Jurisdiction of Incorporation or Organization	
Name	**Country**	**State/Province**
Aon Angola Corretores de Seguros Limitada	Angola	
Admiseg SA	Argentina	
Aon Affinity Argentina S.A.	Argentina	
Aon Assist Argentina S.A.	Argentina	
Aon Benfield Argentina S.A.	Argentina	
Aon Consulting Argentina S.A.	Argentina	
Aon Risk Services Argentina S.A.	Argentina	
Asevasa Argentina S.A.	Argentina	
Hewitt Associates, S.A.	Argentina	
Marinaro Dundas S.A.	Argentina	
SN Re S.A.	Argentina	
Swire Blanch MSTC II SA	Argentina	
Swire Blanch MSTC SA	Argentina	
Aon Aruba N.V.	Aruba	
Aon Captive Services Aruba N.V.	Aruba	
Aon Australian Holdco 1 Pty Ltd	Australia	
Aon Australian Holdco 2 Pty Ltd	Australia	
Aon Benfield Australia Limited	Australia	
Aon Charitable Foundation Pty Ltd	Australia	
Aon Corporation Australia Limited	Australia	
Aon Hewitt Financial Advice Limited	Australia	
Aon Hewitt Limited	Australia	
Aon Holdings Australia Pty Limited	Australia	
Aon Product Design & Development Australia Pty Limited	Australia	
Aon Risk Services Australia Limited	Australia	
Aon Services Pty Ltd.	Australia	
Aon Superannuation Pty Limited	Australia	
Hewitt Associates Pty Ltd	Australia	
HIA Insurance Services Pty Ltd.	Australia	
McDonald & Company (Australasia) Pty Ltd	Australia	
One Underwriting (AKA Freeman McMurrick Pty Ltd)	Australia	
Aon Austria Versicherungsmakler GmbH	Austria	
Aon Benfield Ruckversicherungsmakler GmbH	Austria	
Aon Hewitt GmbH	Austria	
Aon Holdings Austria GmbH	Austria	
Aon Jauch & Hubener GmbH	Austria	
Insurance Company of the Bahamas Limited	Bahamas	
J.S. Johnson & Company Limited	Bahamas	
Aon Bahrain W.L.L.	Bahrain	
Aon Insurance Managers (Barbados) Ltd.	Barbados	
Agenion N.V./SA	Belgium	
Aon Belgium B.V.B.A.	Belgium	
Crion N.V.	Belgium	
Probabilitas N.V./SA	Belgium	
Anchor Underwriting Managers Ltd.	Bermuda	

	Jurisdiction of Incorporation or Organization
Aon (Bermuda) Ltd.	Bermuda
Aon Benfield Group Limited	Bermuda
Aon Bermuda Holding Company Limited	Bermuda
Aon Bermuda QI Holdings Ltd.	Bermuda
Aon Delta Bermuda Ltd.	Bermuda
Aon Group (Bermuda) Ltd.	Bermuda
Aon Hewitt (Bermuda) Ltd.	Bermuda
Aon Insurance Managers (Bermuda) Ltd	Bermuda
Aon Underwriting Managers (Bermuda) Ltd.	Bermuda
Benfield Investment Holdings Limited	Bermuda
Benfield Juniperus Holdings Limited	Bermuda
International Risk Management Group Ltd	Bermuda
White Rock Insurance (Americas) Ltd.	Bermuda
White Rock Insurance (SAC) Ltd.	Bermuda
Aon Bolivia S.A. Corredores de Seguros	Bolivia
Aon Consulting Bolivia S.R.L.	Bolivia
Aon Re Bolivia S.A. Corredores de Reaseguros	Bolivia
Aon Botswana (Pty) Ltd.	Botswana
Aon Holdings Botswana (Pty) Ltd	Botswana
Aon Risk Management (Pty) Ltd	Botswana
Glenrand MIB Botswana (Pty) Ltd	Botswana
Vassal Properties (Pty) Ltd.	Botswana
Aon Affinity Administradora de Beneficios Ltda.	Brazil
Aon Affinity do Brasil Servicos e Corretora de Seguros Ltda.	Brazil
Aon Affinity Servicos e Participacoes Ltda.	Brazil
Aon Benfield Brasil Corretora de Resseguros Ltda.	Brazil
Aon Holdings Corretores de Seguros Ltda.	Brazil
Associação Instituto Aon	Brazil
Benfield do Brasil Participacoes Ltda. (dormant)	Brazil
Hewitt Associates Administradora e Corretora de Seguros Ltda.	Brazil
Hewitt Associates Servicos de Recursos Humanos Ltda.	Brazil
Aon Bulgaria Ltd.	Bulgaria
Aon Business Consulting Ltd.	Bulgaria
Andes Global Ltd.	BVI
Aon Group Limited	BVI
682465 Canada Ltd.	Canada
7193599 Canada Inc.	Canada
Alexander & Alexander Services Canada Inc.	Canada
Aon Benfield Canada ULC	Canada
Aon Canada Holdings N.S. ULC	Canada
Aon Canada Inc.	Canada
Aon Canada Intermediaries GP	Canada
Aon Direct Group Inc.	Canada
Aon Finance Canada 1 Corp.	Canada
Aon Finance Canada 2 Corp.	Canada
Aon Finance Canada 3 Corporation	Canada
Aon Finance Canada 4 Corporation	Canada
Aon Finance N.S. 1, ULC	Canada
Aon Finance N.S. 2, ULC	Canada

	Jurisdiction of Incorporation or Organization
Aon Finance N.S. 3, ULC	Canada
Aon Finance N.S. 4, ULC	Canada
Aon Finance N.S. 5, ULC	Canada
Aon Finco N.S. 2012-1, ULC	Canada
Aon Finco N.S. 2012-2, ULC	Canada
Aon Fire Protection Engineering Corporation	Canada
Aon Hewitt Inc.	Canada
Aon Hewitt Investment Management Inc.	Canada
Aon Parizeau Inc.	Canada
Aon Reed Stenhouse Inc.	Canada
Aon Risk Services Canada Inc.	Canada
Aon Securities Investment Management Inc.	Canada
Coles Hewitt Partnership	Canada
Dominion Mutual Insurance Brokers Ltd.	Canada
Groupe-Conseil Aon Inc.	Canada
Hewitt Amalco 1 ULC	Canada
Hewitt Amalco 2 ULC	Canada
Hewitt Amalco 3 ULC	Canada
Hewitt Amalco 4 ULC	Canada
Hewitt Amalco 5 ULC	Canada
Hewitt Associates Corporation	Canada
Hewitt Associates Partnership	Canada
Hewitt Holdings Canada Company	Canada
Hewitt Management Ltd.	Canada
Hewitt Western Management Amalco Inc.	Canada
IAO Actuarial Consulting Services Canada Inc.	Canada
J. Allan Brown Consultants, Inc.	Canada
K&K Insurance Brokers, Inc. Canada	Canada
Linx Underwriting Solutions Inc.	Canada
M.A. Shakeel Management Ltd. Amalco	Canada
Minet Inc.	Canada
Risk Management Consultants of Canada Limited	Canada
USLP Underwriting Solutions LP	Canada
Aon Insurance Managers (Cayman) Ltd.	Cayman Islands
Aon Risk Solutions (Cayman) Ltd.	Cayman Islands
Aon Affinity Chile Ltda.	Chile
Aon Andueza Nikols Corredores de Seguros S.A.	Chile
Aon Benfield (Chile) Corredores de Reaseguros Ltda.	Chile
Aon Consulting (Chile) Limitada	Chile
Aon Risk Services (Chile) S.A.	Chile
Aon Risk Services Holdings (Chile) Ltda.	Chile
Asevasa Chile Peritaciones e Ingenieria de Riesgos, S.A.	Chile
Benfield Corredores de Reaseguro Ltda.	Chile
Excess Corredores de Reaseguros SA	Chile
Inversiones Benfield Chile Ltda.	Chile
Nikols Chile SA	Chile
Aon Hewitt Consulting (Shanghai) Co., Ltd.	China
Aon-COFCO Insurance Brokers Co., Ltd.	China
Aon Affinity Colombia Ltda. Agencia de Seguros	Colombia

	Jurisdiction of Incorporation or Organization
Aon Benfield Colombia Limitada Corredores de Reaseguros	Colombia
Aon Risk Services Colombia SA Corredores de Seguros	Colombia
Salud, Riesgos y Recursos Humanos Consultores Ltda. (former Aon Corporte Advisors Ltda.)	Colombia
Tecsefin, S.A. en liquidacion	Colombia
Aon Business Consultancy Ltd.	Croatia
Aon Insurance Brokerage Ltd.	Croatia
Alexander Insurance Managers (Netherlands Antilles) N.V.	Curacao
Aon Antillen N.V.	Curacao
Aon Captive Services Antilles N.V.	Curacao
Aon Holdings Antillen N.V.	Curacao
Aon Insurance Managers (Antilles) N.V.	Curacao
Aon Cyprus Insurance Broker Company Limited	Cyprus
Aon Hewitt (Cyprus) Limited	Cyprus
Aon Central and Eastern Europe a.s.	Czech Rep.
Aon Denmark A/S	Denmark
Aon Denmark Insurance Services A/S	Denmark
Aon Private Consulting A/S	Denmark
Optica A/S	Denmark
Optica Insurance Agency A/S	Denmark
Akaoasesores Cia. Ltda.	Ecuador
Aon Consulting Ecuador S.A.	Ecuador
Aon Risk Services Ecuador S.A. Agencia Asesora Productora de Seguros	Ecuador
Tecsefin Salvador (dormant)	El Salvador
Riskikonsultatsioonid OÜ	Estonia
Aon (Fiji) Ltd.	Fiji
Aon Finland Oy	Finland
Aon Monia Oy	Finland
Aon France SAS	France
Aon Holdings France SNC	France
Hewitt Associates SAS	France
International Space Brokers France SA	France
Kloud S.à.r.l.	France
Aon Beteiligungsmanagement Deutschland GmbH & Co. KG	Germany
Aon Credit International Insurance Broker GmbH	Germany
Aon Deutschland Beteiligungs GmbH	Germany
Aon Hewitt GmbH	Germany
Aon Hewitt Trust Solutions GmbH	Germany
Aon Holding Deutschland GmbH	Germany
Aon Pensions Insurance Brokers GmbH	Germany
Aon Risiko & Versicherungsberatungs GmbH	Germany
Aon Versicherungsagentur Deutschland GmbH	Germany
Aon Versicherungsmakler Deutschland GmbH	Germany
Hamburger Gesellschaft zur Forderung des Versicherungswesens mbH	Germany
Motor Versicherungsmakler GmbH	Germany
PRORÜCK Ruckversicherungs Aktiengesellschaft	Germany
UNIT Versicherungsmakler GmbH	Germany
WACUS Delkredere Management GmbH	Germany
Aon Insurance Managers Gibraltar Ltd.	Gibraltar

	Jurisdiction of Incorporation or Organization
White Rock Insurance (Gibraltar) Ltd.	Gibraltar
Aon Greece S.A.	Greece
Aon Hewitt S.A.	Greece
Agostini Insurance Brokers Grenada Ltd.	Grenada
Aon Insurance Micronesia (Guam) Inc	Guam (Micronesia)
Tecsefin Guatemala	Guatemala
Aon Insurance Managers (Guernsey) Ltd.	Guernsey
Aon Insurance Managers (Holdings) Ltd.	Guernsey
Aon PMI International Limited	Guernsey
Aon Services (Guernsey) Ltd	Guernsey
Lincolnshire Insurance Company PCC Limited	Guernsey
Lombard Trustee Company Limited	Guernsey
White Rock Insurance (Guernsey) ICC Limited	Guernsey
White Rock Insurance Company PCC Ltd.	Guernsey
Aon (CR) Insurance Agencies Company Limited	Hong Kong
Aon Agencies Hong Kong Limited	Hong Kong
Aon Assurance Agencies Hong Kong Limited	Hong Kong
Aon Benfield China Limited	Hong Kong
Aon Chevalier Risk Management Hong Kong Limited	Hong Kong
Aon Commercial Insurance Agencies Hong Kong Limited	Hong Kong
Aon Enterprise Insurance Agencies Hong Kong Limited	Hong Kong
Aon Hewitt Hong Kong Limited	Hong Kong
Aon Holdings Hong Kong Limited	Hong Kong
Aon Hong Kong Limited	Hong Kong
Aon Insurance Agencies (HK) Limited	Hong Kong
Aon Insurance Management Agencies (HK) Limited	Hong Kong
Aon Insurance Underwriting Agencies Hong Kong Limited	Hong Kong
Aon Life Insurance Agencies (HK) Limited (in liquidation)	Hong Kong
Aon Product Risk Services Hong Kong Limited	Hong Kong
Aon Securities (Hong Kong) Limited	Hong Kong
Aon Services Hong Kong Limited	Hong Kong
Aon Underwriting Agencies (HK) Limited	Hong Kong
Asian Reinsurance Underwriters Limited	Hong Kong
Contingency Insurance Brokers Limited	Hong Kong
Essar Insurance Services Limited	Hong Kong
EW Blanch Limited	Hong Kong
Aon Hungary Insurance Brokers Risk and Human Consulting LLC	Hungary
Aon Absence Management India Private Limited	India
Aon Consulting Private Limited	India
Aon Global Insurance Brokers Private Limited	India
Aon RPO India Private Limited	India
Aon Services India Private Limited	India
Aon Specialist Services Private Limited	India
Ennis Knupp & Associates India Private Limited	India
Hewitt Human Resource Services Limited	India
Hewitt Outsourcing Services India Limited	India
PT Aon Benfield Indonesia	Indonesia
PT Aon Hewitt Indonesia	Indonesia
PT Aon Indonesia	Indonesia

	Jurisdiction of Incorporation or Organization
Aon Broking Technology Limited	Ireland
Aon Centre for Innovation and Analytics Ltd	Ireland
Aon Commercial Services and Operations Ireland Limited	Ireland
Aon Global Risk Research Limited	Ireland
Aon Hewitt (Ireland) Limited	Ireland
Aon Insurance Managers (Dublin) Ltd.	Ireland
Aon Insurance Managers (Shannon) Limited	Ireland
Aon Investment Holdings Ireland Limited	Ireland
Aon MacDonagh Boland Group Ltd	Ireland
Bacon & Woodrow Partnerships (Ireland) Limited	Ireland
Beaubien Finance Ireland Limited	Ireland
Becketts (Trustees) Limited	Ireland
Becketts Limited	Ireland
Beech Hill Pension Trustees Ltd	Ireland
Benton Finance Ireland Limited	Ireland
Delany Bacon & Woodrow Partnership	Ireland
InsureForSure Ltd.	Ireland
MacDonagh Boland Crotty MacRedmond Ltd	Ireland
Private Client Trustees Ltd.	Ireland
Randolph Finance Limited	Ireland
Aon Risk Services (NI) Limited	Ireland (Northern)
Aon (Isle of Man) Limited	Isle of Man
Aon Corporate Services (Isle of Man) Limited	Isle of Man
Aon Holdings (Isle of Man) Limited	Isle of Man
Aon Insurance Managers (Isle of Man) Ltd.	Isle of Man
White Rock Insurance PCC (Isle of Man) Limited	Isle of Man
Aminim International Underwriters of Insurance Agencies (1990) Ltd.	Israel
Aon Benfield Israel Limited	Israel
Aon Holdings Israel Ltd.	Israel
Aon Israel Insurance Brokerage Ltd.	Israel
Delek Motors Insurance Agency (2003) Ltd	Israel
I. Beck Insurance Agency (1994) Ltd.	Israel
National Insurance Office Ltd.	Israel
Ronnie Elementary Insurance Agency Ltd	Israel
Aon Benfield Italia S.p.A.	Italy
Aon Hewitt Risk & Consulting S.r.l.	Italy
Aon Italia S.r.l.	Italy
Aon Re Trust Broker S.r.l.	Italy
Aon S.p.A. Insurance & Reinsurance Brokers	Italy
Asscom Insurance Brokers S.r.l.	Italy
Praesidium S.p.A. - Soluzioni Assicurative per il Management	Italy
US Underwriting Solutions S.r.l.	Italy
Aon Benfield Japan Ltd	Japan
Aon Hewitt Japan Ltd.	Japan
Aon Holdings Japan Ltd	Japan
Aon Japan Ltd	Japan
Y's Insurance Inc	Japan
Aon Consulting Kazakhstan LLP	Kazakhstan
Insurance Broker Aon Kazakhstan LLP	Kazakhstan

	Jurisdiction of Incorporation or Organization
Aon Consulting Ltd.	Kenya
Aon Kenya Insurance Brokers Ltd	Kenya
Minken Properties Ltd.	Kenya
Aon Hewitt Consulting Korea Inc.	Korea
Aon Korea Inc.	Korea
SIA "Aon Consulting"	Latvia
Aon Lesotho (Pty) Ltd.	Lesotho
Aon Insurance Managers (Liechtenstein) AG	Liechtenstein
UADBB Aon Baltic	Lithuania
Aon Finance Luxembourg S.à.r.l.	Luxembourg
Aon Global Risk Consulting Luxembourg S.à.r.l.	Luxembourg
Aon Holdings Luxembourg S.à.r.l.	Luxembourg
Aon Insurance Managers (Luxembourg) S.A.	Luxembourg
Aon Re Canada Holdings SARL	Luxembourg
Puricelli & Ghezzi International S.A.	Luxembourg
Aon Insurance Agencies (Macau) Limited	Macau
Aon Malawi Limited	Malawi
Aon Benfield Malaysia Limited	Malaysia
Aon Hewitt Malaysia Sdn. Bhd	Malaysia
Aon Insurance Brokers (Malaysia) Sdn Bhd	Malaysia
Aon Insurance Managers (Malta) PCC Limited	Malta
Aon Services (Malta) Ltd	Malta
White Rock Insurance (Europe) PCC Limited	Malta
White Rock Insurance (Netherlands) PCC Limited	Malta
Aon Hewitt Ltd.	Mauritius
Aon Mauritius Holdings Ltd.	Mauritius
Glenrand MIB (Mauritius) (Pte) Ltd	Mauritius
Aon Affinity Mexico Agente de Seguros y de Fianzas, S.A. de C.V.	Mexico
Aon Affinity Mexico, S.A. de C.V.	Mexico
Aon Benfield Mexico Intermediario de Reaseguro SA de CV	Mexico
Aon Life, Agente de Seguros, S.A. de C.V.	Mexico
Aon Mexico Business Support SA de CV	Mexico
Aon Mexico Holdings, S. de R.L. de C.V.	Mexico
Aon Risk Solutions Agente de Seguros y de Fianzas SA de CV	Mexico
Asevasa Mexico, S.A. de C.V.	Mexico
Hewitt Associates, S.C.	Mexico
Hewitt Beneficios Agente de Seguros y de Fianzas, S.A. de C.V.	Mexico
Aon Acore Sarl	Morocco
Casablanca Intermediation Company Sarl	Morocco
Aon Moçambique Corretores de Seguros, Limitada	Mozambique
Glenrand M I B (Moçambique) Corretores de Seguros Limitada	Mozambique
Aon Namibia (Pty) Ltd.	Namibia
Namibia Administration Fulfillment Company (PtY) Limited	Namibia
Alexander & Alexander B.V.	Netherlands
Alexander & Alexander Holding B.V.	Netherlands
Aon 2008 B.V.	Netherlands
Aon Americas Holdings BV	Netherlands
Aon B.V.	Netherlands
Aon Benfield Netherlands C.V.	Netherlands

	Jurisdiction of Incorporation or Organization
Aon CANZ Holdings B.V.	Netherlands
Aon Captive Services (Nederland) B.V.	Netherlands
Aon Cash Management B.V.	Netherlands
Aon Consulting Nederland C.V.	Netherlands
Aon Corporation EMEA B.V.	Netherlands
Aon Finance Netherlands B.V.	Netherlands
Aon Global Holdings 1 C.V.	Netherlands
Aon Global Holdings 2 C.V.	Netherlands
Aon Global Risk Consulting B.V.	Netherlands
Aon Groep Nederland B.V.	Netherlands
Aon Group Holdings International 1 B.V.	Netherlands
Aon Group Holdings International 2 B.V.	Netherlands
Aon Group International N.V.	Netherlands
Aon Hewitt Risk & Financial Management B.V.	Netherlands
Aon Holdings B.V.	Netherlands
Aon Holdings International B.V.	Netherlands
Aon Holdings Mid Europe B.V.	Netherlands
Aon International Coöperatief U.A.	Netherlands
Aon Nederland C.V.	Netherlands
Aon Netherlands Operations B.V.	Netherlands
Aon Nikols Chile B.V.	Netherlands
Aon Participations B.V.	Netherlands
Aon Restructuring B.V.	Netherlands
Aon Risk Services EMEA B.V.	Netherlands
Aon Southern Europe B.V.	Netherlands
Aon Trust Services B.V.	Netherlands
B.V. Assurantiekantoor Langeveldt-Schroder	Netherlands
Bekouw Mendes C.V.	Netherlands
Beursstraat 1A B.V.	Netherlands
Bonnikeplein 18-22 B.V.	Netherlands
Celinvest Amsterdam B.V.	Netherlands
COT Instituut voor Veiligheids-en Crisismanagement B.V.	Netherlands
De Admiraal B.V.	Netherlands
Dorhout Mees Assurantiën B.V.	Netherlands
Hewitt Associates B.V.	Netherlands
Hewitt Associates Outsourcing B.V.	Netherlands
Jacobs & Brom B.V.	Netherlands
Kerkenbos 1061 B.V.	Netherlands
Paalbergweg 2-4 B.V.	Netherlands
Aon Benfield New Zealand Limited	New Zealand
Aon Holdings New Zealand	New Zealand
Aon New Zealand	New Zealand
Aon New Zealand Group	New Zealand
Aon Saver Limited	New Zealand
Superannuation Management Nominees Limited	New Zealand
Aon Norway AS	Norway
Aon Majan LLC	Oman
Aon Insurance Brokers (Pvt) Ltd.	Pakistan
Aon Benfield Panama, S.A.	Panama

	Jurisdiction of Incorporation or Organization
Aon Broking Services SA	Panama
Tecsefin Centroamerica, S.A.	Panama
Aon Benfield Peru Corredores de Reaseguros SA	Peru
Aon Graña Peru Corredores de Seguros SA	Peru
Graña Asociados Soluciones, S.A.C.	Peru
Aon Insurance and Reinsurance Brokers Philippines Inc.	Philippines
Aon Hewitt (PNG) Ltd.	PNG
Aon Risk Services (PNG) Ltd.	PNG
Aon Superannuation (PNG) Limited	PNG
Aon Hewitt Sp. z o.o.	Poland
Aon Polska Services Sp. z o.o.	Poland
Aon Polska Services Sp. z o.o.	Poland
Aon Polska Sp. z o.o.	Poland
Aon Polska Sp. z o.o.	Poland
Carstens i Schües Poland Sp. z o.o.	Poland
Aon Motor - Gestao E Consultoria de Frotas Unipessaol, Ltda	Portugal
Aon Portugal - Consultores, Unipessoal, Lda.	Portugal
Aon Portugal Corretores de Seguros, S.A.	Portugal
Aon Re Bertoldi Corretagem de Resseguros S.A.	Portugal
Aon Qatar LLC	Qatar
Asesores y Corredores de Seguros SA	Rep. Dominica
Aon Romania Broker de Asigurare - Reasigurare SRL	Romania
Business Risk Consultants (Brisk) S.R.L.	Romania
Aon Rus Insurance Brokers LLC	Russia
Aon Rus LLC	Russia
Agostini Insurance Brokers St. Lucia Ltd.	Saint Lucia
Aon Sint Maarten N.V.	Saint Martin
Aon Insurance Micronesia (Saipan) Inc	Saipan (Micronesia)
Aon Hewitt Saudi Arabia LLC	Saudi Arabia
Aon Saudi Arabia LLC	Saudi Arabia
Alexander & Alexander (Asia) Holdings Pte Ltd	Singapore
Aon Benfield Asia Pte. Ltd.	Singapore
Aon Hewitt Singapore Pte. Ltd.	Singapore
Aon Hewitt Wealth Management Pte. Ltd.	Singapore
Aon Insurance Agencies Pte Ltd	Singapore
Aon Insurance Managers (Singapore) Pte Ltd	Singapore
Aon Singapore (Broking Centre) Pte. Ltd.	Singapore
Aon Singapore Center for Innovation, Strategy and Management Pte. Ltd.	Singapore
Aon Singapore Pte. Ltd.	Singapore
Stenhouse (South East Asia) Private Limited	Singapore
Aon Benfield Bratislava s.r.o.	Slovak Republic
Aon Consulting South Africa (Pty) Ltd.	South Africa
Aon Holdings Sub-Sahara Africa (Pty) Ltd.	South Africa
Aon Limpopo (Pty) Ltd.	South Africa
Aon Re Africa (Pty) Limited	South Africa
Aon South Africa (Pty) Ltd.	South Africa
Aon Worldaware (Pty) Ltd.	South Africa
Claims Fulfilment Company (Pty) Ltd.	South Africa
Cyborg Systems (Africa) Pty Ltd.	South Africa

	Jurisdiction of Incorporation or Organization
Mafube Risk and Insurance Consultants (Pty) Ltd.	South Africa
TM Insurance Brokers (Pty) Ltd.	South Africa
Aon Benfield Iberia Correduria de Reaseguros, S.A.U.	Spain
Aon Cover Agencia de Suscripcion, S.L.U.	Spain
Aon Gil y Carvajal, S.A.U. Correduria de Seguros	Spain
Aon Hewitt España S.A.U.	Spain
Aon Management Solutions, S.A.U.	Spain
Aon Marketing Directo, S.A.U.	Spain
Aon Re Iberia Cover Holder, S.L.	Spain
Aon Southern Europe y Cia SC	Spain
Aon Southern Holding Spain, S.L.	Spain
Asevasa Asesoramiento y Valoraciones S.A.U.	Spain
Control de Riesgos, S.L.	Spain
Fundación Aon España	Spain
Aon Swaziland (Pty) Ltd	Swaziland
Aon Global Risk Consulting AB	Sweden
Aon Hewitt AB	Sweden
Aon Sweden AB	Sweden
SINSER Holding AB	Sweden
Aon Insurance Managers (Switzerland) AG	Switzerland
Aon Schweiz AG	Switzerland
Inpoint Switzerland GmbH	Switzerland
Aon Management Consulting Taiwan Ltd.	Taiwan
Aon Taiwan Ltd.	Taiwan
Aon Tanzania Limited	Tanzania
Aon (Thailand) Limited	Thailand
Aon Consulting (Thailand) Limited	Thailand
Aon Group (Thailand) Limited	Thailand
Aon Hewitt (Thailand) Ltd.	Thailand
Aon Re (Thailand) Limited	Thailand
Aon Risk Services (Thailand) Limited	Thailand
AB Insurances Ltd. Co.	Trinidad and Tobago
Agostini Insurance Brokers Ltd.	Trinidad and Tobago
AIB Services Limited	Trinidad and Tobago
Aon Energy Caribbean Limited	Trinidad and Tobago
Cardea Health Solutions Limited	Trinidad and Tobago
Aon Tunisia So.car.gest S.A., Société Anonyme de Conseil en Assurances et Réassurances et de Gestion	Tunisia
Aon Danismanlik Hizmetleri AS	Turkey
Aon Sigorta ve Reasurans Brokerligi ve A.S.	Turkey
J.S. Johnson & Company (Turks & Caicos) Ltd.	Turks & Caicos
Aon Uganda Limited	Uganda
Alexander & Alexander Services UK Limited (in liquidation)	UK
Alexander Clay	UK
Alexander Stenhouse & Partners Limited (in liquidation)	UK
Aon 180412 Limited (in liquidation)	UK
Aon 2007 Limited (in liquidation)	UK
Aon Adjudication Services Limited	UK
Aon ANZ Holdings Limited	UK

	Jurisdiction of Incorporation or Organization
Aon Benfield Limited	UK
Aon Consulting (Benefits) Holdings Limited	UK
Aon Consulting (Benefits) Limited	UK
Aon Consulting (Pensions) Limited	UK
Aon Consulting Financial Services Limited	UK
Aon Consulting Limited	UK
Aon DC Pension Trustee Limited	UK
Aon Delta UK Limited	UK
Aon Fiscal Representatives Limited	UK
Aon Global Holdings Limited	UK
Aon Global Operations Limited	UK
Aon Hewitt Limited	UK
Aon Hewitt US Holdings Limited	UK
Aon Holdings Limited	UK
Aon Holdings UK (in liquidation)	UK
Aon Kloud Limited	UK
Aon Overseas Holdings Limited	UK
Aon Pension Trustees Limited	UK
Aon Risk Services UK Limited (in liquidation)	UK
Aon Risk Services US Holdings Limited	UK
Aon Securities Limited	UK
Aon SIPP Trustees Limited (in liquidation)	UK
Aon Trust Corporation Limited	UK
Aon UK Group Limited	UK
Aon UK Holdings Intermediaries Limited	UK
Aon UK Limited	UK
Aon UK Trustees Limited	UK
Aon US & International Holdings Limited	UK
Bacon & Woodrow Limited	UK
Bacon & Woodrow Partnerships Limited	UK
Bain Hogg Group Limited (in liquidation)	UK
Bankassure Insurance Services Limited	UK
Beaubien Finance Limited	UK
Beaubien UK Finance Limited	UK
Benfield Greig Holdings Limited	UK
Benfield Group Limited (in liquidation)	UK
Benton Finance Limited	UK
CoSec 2000 Limited	UK
Crawley Warren Group Limited (in liquidation)	UK
Doveland Services Limited	UK
E. W. Blanch Holdings Limited	UK
E. W. Blanch Investments Limited	UK
Hewitt Associates (Europe) Limited (in liquidation)	UK
Hewitt Associates Financial Services Limited (in liquidation)	UK
Hewitt Associates Outsourcing Limited	UK
Hewitt Risk Management Services Limited	UK
Hogg Group Limited	UK
International Space Brokers Europe Limited	UK
International Space Brokers Limited	UK

	Jurisdiction of Incorporation or Organization	
Jenner Fenton Slade Limited	UK	
Leslie & Godwin (UK) Limited (in liquidation)	UK	
McLagan (Aon) Limited	UK	
Minet Consultancy Services Ltd	UK	
Minet Group	UK	
NBS Nominees Limited	UK	
Nicholson Leslie Investments Limited (in liquidation)	UK	
Randolph Finance Limited	UK	
Rasini Vigano Limited	UK	
Ringley Investments Limited	UK	
Scorpio Partnership Limited	UK	
SLE Worldwide Limited	UK	
The Aon MasterTrustee Limited	UK	
Aon Ukraine LLC	Ukraine	
Aon (DIFC) Gulf LLC	United Arab Emirates	
Aon Hewitt Middle East Limited	United Arab Emirates	
Aon Middle East Co LLC	United Arab Emirates	
Aon Benfield Middle East Limited	United Arab Emirates - DIFC	
Aon Benfield Latin America SA	Uruguay	
Asevasa Caricam, S.A.	Uruguay	
Asevasa Panama, S.A.	Uruguay	
Marinaro Dundas SA	Uruguay	
Access Plans USA, Inc.	USA	Oklahoma
Affinity Insurance Services, Inc.	USA	Pennsylvania
AIS Affinity Insurance Agency, Inc.	USA	California
AIS Insurance Agency, Inc.	USA	Washington
Alexander Reinsurance Intermediaries, Inc.	USA	New York
Allen Insurance Associates, Inc.	USA	California
Alliance HealthCard of Florida, Inc.	USA	Georgia
Alliance HealthCard, Inc.	USA	Georgia
Allied Group Holdings LLC	USA	Delaware
Allied North America Insurance Brokerage of California, LLC	USA	Delaware
Allied North America Insurance Brokerage of New York, LLC	USA	Delaware
Allied North America Insurance Brokerage of Texas, LLC	USA	Delaware
Allied Risk Solutions, LLC	USA	Delaware
American Insurance Services Corp.	USA	Texas
American Safety Consultants, LLC	USA	Delaware
American Special Risk Insurance Company	USA	Delaware
AMXH, LLC	USA	Delaware
Aon Advisors, Inc.	USA	Virginia
Aon Advisory Services Inc.	USA	Delaware
Aon Aviation, Inc.	USA	Illinois
Aon Benefit Solutions Inc.	USA	Oklahoma
Aon Benfield Fac Inc.	USA	Illinois
Aon Benfield Global, Inc.	USA	Delaware
Aon Benfield Inc.	USA	Illinois

	Jurisdiction of Incorporation or Organization	
Aon Benfield Puerto Rico Inc.	USA	Puerto Rico
Aon Brazil Holdings, LLC	USA	Delaware
Aon Capital Managers, LLC	USA	Delaware
Aon Capital Partners, Inc.	USA	Delaware
Aon Chile Holdings, LLC	USA	Delaware
Aon Consulting & Insurance Services	USA	California
Aon Consulting Worldwide, Inc.	USA	Maryland
Aon Consulting, Inc.	USA	New York
Aon Consulting, Inc.	USA	New Jersey
Aon Corporation	USA	Delaware
Aon Finance US 1, LLC	USA	Delaware
Aon Finance US 2, LLC	USA	Delaware
Aon Finance US 3, LLC	USA	Delaware
Aon Finance US LP	USA	Delaware
Aon Financial & Insurance Solutions, Inc.	USA	California
Aon Fire Protection Engineering Corporation	USA	Delaware
Aon Fire Protection Engineering of Illinois P.C.	USA	Illinois
Aon Global Market Solutions, Inc.	USA	Indiana
Aon Group, Inc.	USA	Maryland
Aon Hewitt Benefit Payment Services, LLC	USA	Illinois
Aon Hewitt Financial Advisors, LLC	USA	Delaware
Aon Hewitt Health Market Insurance Solutions Inc.	USA	California
Aon Hewitt Intermediaries, Inc.	USA	Delaware
Aon Hewitt Investment Consulting, Inc.	USA	Illinois
Aon Hewitt LLC	USA	Delaware
Aon Human Capital Services, LLC	USA	Delaware
Aon Insurance Management Services - Virgin Islands, Inc.	USA	US Virgin Islands
Aon Insurance Managers (Puerto Rico) Inc.	USA	Puerto Rico
Aon Insurance Managers (USA) Inc.	USA	Vermont
Aon Insurance Managers (USVI), Inc.	USA	US Virgin Islands
Aon International Energy, Inc.	USA	Texas
Aon International Holdings, Inc.	USA	Maryland
Aon Life Agency of Texas, Inc.	USA	Texas
Aon Life Insurance Company	USA	Vermont
Aon Mexico Holdings, LLC	USA	Delaware
Aon National Flood Services, Inc.	USA	Delaware
Aon NFS Holdings, Inc.	USA	Delaware
Aon PHI Acquisition Corporation of California	USA	California
Aon Premium Finance, LLC	USA	Delaware
Aon Private Risk Management Insurance Agency, Inc.	USA	Illinois
Aon Private Risk Management of California Insurance Agency, Inc.	USA	California
Aon Property Risk Consulting, Inc.	USA	New York
Aon Realty Services, Inc.	USA	Pennsylvania
Aon Recovery, Inc.	USA	Delaware
Aon Retirement Plan Advisors, LLC	USA	Delaware
Aon Risk Consultants, Inc.	USA	Illinois
Aon Risk Insurance Services West, Inc.	USA	California
Aon Risk Services (Holdings) of Latin America, Inc.	USA	Delaware
Aon Risk Services (Holdings) of the Americas, Inc.	USA	Illinois

	Jurisdiction of Incorporation or Organization	
Aon Risk Services Central, Inc.	USA	Illinois
Aon Risk Services Companies, Inc.	USA	Maryland
Aon Risk Services International (Holdings) Inc.	USA	Delaware
Aon Risk Services Northeast, Inc.	USA	New York
Aon Risk Services South, Inc.	USA	North Carolina
Aon Risk Services Southwest, Inc.	USA	Texas
Aon Risk Services, Inc. of Florida	USA	Florida
Aon Risk Services, Inc. of Hawaii	USA	Hawaii
Aon Risk Services, Inc. of Maryland	USA	Maryland
Aon Risk Services, Inc. of Washington, D.C.	USA	District of Columbia
Aon Risk Solutions of Puerto Rico, Inc.	USA	Puerto Rico
Aon Risk Technologies, Inc.	USA	Delaware
Aon Securities Inc.	USA	New York
Aon Service Corporation	USA	Illinois
Aon Services Group, Inc.	USA	Delaware
Aon Special Risk Resources, Inc.	USA	Delaware
Aon Trust Company	USA	Illinois
Aon Underwriting Managers, Inc.	USA	Delaware
Aon US Holdings, Inc.	USA	Delaware
Aon Ward Financial Corporation	USA	Ohio
Aon/Albert G. Ruben Insurance Services, Inc.	USA	California
ARM International Corp.	USA	New York
ARM International Insurance Agency Corp.	USA	Ohio
ARMRISK CORP.	USA	New Jersey
ASPN Insurance Agency, LLC	USA	Delaware
Association of Rural and Small Town Americans	USA	Missouri
Assurance Licensing Services, Inc.	USA	Illinois
Atlantic Star Administrators LLC	USA	Delaware
Atlantic Star Intermediaries, LLC	USA	Delaware
B E P International Corp.	USA	New Jersey
Benefit Marketing Solutions, L.L.C.	USA	Oklahoma
Benfield Advisory Inc.	USA	Delaware
Benfield Finance (London) LLC	USA	Delaware
Benfield Finance (Westport) LLC	USA	Delaware
Blanch Americas Inc.	USA	Delaware
BMS Insurance Agency, L.L.C.	USA	Oklahoma
Bowes & Company, Inc., of New York	USA	New York
Cananwill Corporation	USA	Delaware
Cananwill, Inc.	USA	California
Cananwill, Inc.	USA	Pennsylvania
CICA SPE, LLC	USA	Delaware
Citadel Insurance Managers, Inc.	USA	California
Coalition for Benefits Equality and Choice	USA	California
Corporate Investigative Solutions, Inc.	USA	New Jersey
Crawley, Warren (U.S.A.) Inc.	USA	Massachusetts
E.W. Blanch Capital Risk Solutions, Inc.	USA	Delaware
E.W. Blanch Insurance Services Inc.	USA	Delaware
E.W. Blanch International Inc.	USA	Delaware
Ennis Knupp Secondary Market Services, LLC	USA	Delaware

	Jurisdiction of Incorporation or Organization	
Financial & Professional Risk Solutions, Inc.	USA	Illinois
Futurity Group, Inc.	USA	Nevada
Gateway Alternatives, L.L.C.	USA	Delaware
Global Insurance Strategies, LLC	USA	Delaware
Grant Park Capital, LLC	USA	Delaware
Healthy Paws Pet Insurance LLC	USA	Washington
Hewitt Associates Caribe, Inc.	USA	Puerto Rico
Hewitt Associates International Services, Inc.	USA	Delaware
Hewitt Associates LLC	USA	Illinois
Hewitt Associates Public Sector Consulting LLC	USA	Illinois
Hewitt Financial Services LLC	USA	Illinois
Hewitt Insurance Brokerage LLC	USA	Delaware
Hewitt Insurance, Inc.	USA	Puerto Rico
Hewitt International Holdings LLC	USA	Delaware
Hogg Robinson North America, Inc.	USA	Delaware
Holdco #1, Inc.	USA	Delaware
Holdco #2, Inc.	USA	Delaware
Huntington T. Block Insurance Agency, Inc.	USA	District of Columbia
Impact Forecasting, L.L.C.	USA	Illinois
INPOINT, INC.	USA	Illinois
International Accident Facilities, Inc.	USA	Massachusetts
International Claims Administrators, Inc.	USA	Kansas
International Risk Management (Americas), Inc.	USA	Ohio
International Space Brokers, Inc.	USA	Virginia
IRM/GRC Holding Inc.	USA	Delaware
J H Minet Puerto Rico Inc.	USA	Puerto Rico
Johnson Rooney Welch, Inc.	USA	California
K & K Insurance Group of Florida, Inc.	USA	Florida
K & K Insurance Group, Inc.	USA	Indiana
K2 Technologies Inc.	USA	California
McLagan Partners Asia, Inc.	USA	Delaware
McLagan Partners, Inc.	USA	Delaware
Membership Leasing Trust	USA	Delaware
Minet Holdings Inc.	USA	New York
Minet Re North America, Inc.	USA	Georgia
Muirfield Underwriters, Ltd.	USA	Delaware
NFS Edge Insurance Agency, Inc.	USA	Florida
Paragon Strategic Solutions Inc.	USA	Delaware
Premier Auto Finance, Inc.	USA	Delaware
Private Equity Partnership Structures I, LLC	USA	Delaware
Project Technologies International L.L.C.	USA	Delaware
Protective Marketing Enterprises, Inc.	USA	Tennessee
Redwoods Dental Underwriters, Inc.	USA	North Carolina
Rewards Plus of America Corporation	USA	Maryland
SINSER Management Services (Vermont), Inc.	USA	Vermont
Specialty Benefits, Inc.	USA	Indiana
T.J.E. Management, LLC	USA	Minnesota
The Capella Group, Inc.	USA	Texas
Underwriters Marine Services, Inc.	USA	Louisiana

	Jurisdiction of Incorporation or Organization	
VSC SPE, LLC	USA	Delaware
Ward Financial Group, Inc.	USA	Ohio
Wexford Underwriting Managers, Inc.	USA	Delaware
White Rock USA Ltd.	USA	Vermont
William Gallagher Associates of New Jersey, Inc.	USA	New Jersey
Worldwide Integrated Services Company	USA	Texas
Wrapid Specialty, Inc.	USA	California
Aon (Vanuatu) Ltd.	Vanuatu	
Administradora Aon, C.A.	Venezuela	
Aon Group Venezuela, Corretaje de Reaseguro C.A.	Venezuela	
Aon Risk Services Venezuela, Corretaje de Seguros C.A.	Venezuela	
Aon Vietnam Limited	Vietnam	
Aon Zambia Limited	Zambia	
Aon Zambia Pension Fund Administrators Limited	Zambia	

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

Registration Statement		
Form	**Number**	**Purpose**
S-8	333-55773	Pertaining to Aon's stock award plan, stock option plan, and employee stock purchase plan
S-4	333-168320	Pertaining to the registration of 4,545,566 shares of common stock registered on Post Effective Amendment No. 1 related to the Amended and Restated Global Stock and Incentive Compensation Plan of Hewitt Associates, Inc.
S-8	333-103344	Pertaining to the Aon Stock Incentive Plan
S-8	333-106584	Pertaining to Aon's deferred compensation plan
S-8	333-145928	Pertaining to the Aon Stock Incentive Plan
S-8	333-145930	Pertaining to the registration of common stock underlying equity securities issued to Aon's president and chief executive officer
S-8	333-174788	Pertaining to Aon's 2011 stock incentive plan and 2011 employee stock purchase plan
S-8	333-178906	Pertaining to Aon's savings plan
S-4	333-178991	Pertaining to the registration of 355,110,708 Class A Ordinary Shares of Aon Global Limited, and in the related Proxy Statement / Prospectus of Aon Global and Aon Corporation contained therein
S-8	333-184999	Pertaining to Aon plc Company Share Save Plan
S-8	333-199759	Pertaining to the registration of an additional 9,000,000 Class A Ordinary Shares to be issued pursuant to the Aon plc 2011 Incentive Plan
S-3	333-206759	Pertaining to the registration of debt securities, guarantees, preference shares, Class A Ordinary Shares, Convertible Securities, share purchase contracts and share purchase units of Aon plc and debt securities and guarantees of Aon Corporation

of our reports dated February 22, 2016 , with respect to the consolidated financial statements of Aon plc and the effectiveness of internal control over financial reporting of Aon plc, included in this Annual Report (Form 10-K) for the year ended December 31, 2015 .

/s/ ERNST & YOUNG LLP

Chicago, Illinois
February 22, 2016

Exhibit 31.1

CERTIFICATIONS

I, Gregory C. Case, the Chief Executive Officer of Aon plc, certify that:

1. I have reviewed this annual report on Form 10-K of Aon plc;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ GREGORY C. CASE

Date: February 22, 2016

Gregory C. Case
Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Christa Davies, the Chief Financial Officer of Aon plc, certify that:

1. I have reviewed this annual report on Form 10-K of Aon plc;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ CHRISTA DAVIES

Date: February 22, 2016

Christa Davies
Chief Financial Officer

Exhibit 32.1

Certification Pursuant to Section 1350 of Chapter 63
of Title 18 of the United States Code

I, Gregory C. Case, the Chief Executive Officer of Aon plc (the "Company"), certify that (i) the Annual Report on Form 10-K of the Company for the year ended December 31, 2015 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ GREGORY C. CASE

Gregory C. Case
Chief Executive Officer

February 22, 2016

Exhibit 32.2

Certification Pursuant to Section 1350 of Chapter 63
of Title 18 of the United States Code

I, Christa Davies, the Chief Financial Officer of Aon plc (the "Company"), certify that (i) the Annual Report on Form 10-K of the Company for the year ended December 31, 2015 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ CHRISTA DAVIES

Christa Davies
Chief Financial Officer

February 22, 2016

Appendix L

Certificate of Compliance

In compliance with Local Law 1-2006, as amended (the "Law"), the Contractor hereby certifies the following:

1. The officer of the Contractor is:

   Seymour Adler, Ph.D.
   [redacted]

2. .The Contractor agrees to either (1) comply with the requirements of the Nassau County Living Wage Law or (2) as applicable, obtain a waiver of the requirements of the Law pursuant to section 9 of the Law. In the event that the contractor does not comply with the requirements of the Law or obtain a waiver of the requirements of the Law, and such contractor establishes to the satisfaction of the Department that at the time of execution of this agreement, it had a reasonable certainty that it would receive such waiver based on the Law and Rules pertaining to waivers, the County will agree to terminate the contract without imposing costs or seeking damages against the Contractor

3. In the past five years, , Contractor _____ has ___X__ has not been found by a court or a government agency to have violated federal, state, or local laws regulating payment of wages or benefits, labor relations, or occupational safety and health. If a violation has been assessed against the Contractor, describe below:

   With respect to Contractor's operations in the New York City office from which this work will be performed.

4. In the past five years, an administrative proceeding, investigation, or government body-initiated judicial action ___X__ has (see below) _____ has not been commenced against or relating to the Contractor in connection with federal, state, or local laws regulating payment of wages or benefits, labor relations, or occupational safety and health. If such a proceeding, action, or investigation has been commenced, describe below:

With respect to Contractor's operations in New York City from which this will be performed, From time to time, the Contractor has responded to routine audits and/or wage claims by employees.

5. Contractor agrees to permit access to work sites and relevant payroll records by authorized

[redacted]

County representatives for the purpose of monitoring compliance with the Living Wage Law and investigating employee complaints of noncompliance.

I hereby certify that I have read the foregoing statement and, to the best of my knowledge and belief, it is true, correct and complete. Any statement or representation made herein shall be accurate and true as of the date stated below.

4/15/16
Dated

Matt Miller
Signature of ~~Chief Executive Officer~~ Authorized Signatory

Matt Miller
Name of ~~Chief Executive Officer~~ Authorized Signatory

Sworn to before me this

15th day of April, 2016.

Ann M. Olszewski
Notary Public

Official Seal
Ann M Olszewski
Notary Public State of Illinois
My Commission Expires 05/08/2016

Business History Form

The contract shall be awarded to the responsible proposer who, at the discretion of the County, taking into consideration the reliability of the proposer and the capacity of the proposer to perform the services required by the County, offers the best value to the County and who will best promote the public interest.

In addition to the submission of proposals, each proposer shall complete and submit this questionnaire. The questionnaire shall be filled out by the owner of a sole proprietorship or by an authorized representative of the firm, corporation or partnership submitting the Proposal.

NOTE: All questions require a response, even if response is "none" or "not-applicable." No blanks.

(USE ADDITIONAL SHEETS IF NECESSARY TO FULLY ANSWER THE FOLLOWING QUESTIONS).

Date: April 13, 2016

1) Proposer's Legal Name: Aon Consulting, Inc. operating as Aon Hewitt

2) Address of Place of Business: [redacted]

List all other business addresses used within last five years:

For a full global office listing, please visit our website at http://www.aon.com/site/aonworldwide.jsp.

3) Mailing Address (if different): NA

Phone: t +1.212.441.2065; m +1.201.681.8623

Does the business own or rent its facilities? rent

4) Dun and Bradstreet number: 12-999-4104

5) Federal I.D. Number: 22-2232264

6) The proposer is a (check one): ☐ Sole Proprietorship ☐ Partnership ☒ Corporation
☐ Other (Describe)________

7) Does this business share office space, staff, or equipment expenses with any other business?
Yes ☐ No ☒ If Yes, please provide details:________

8) Does this business control one or more other businesses? Yes ☐ No ☒ If Yes, please provide details:________

9) Does this business have one or more affiliates, and/or is it a subsidiary of, or controlled by, any other business? Yes ☒ No ☐ If Yes, please provide details: Aon plc is parent

10) Has the proposer ever had a bond or surety cancelled or forfeited, or a contract with Nassau County or any other government entity terminated? Yes ☐ No ☒ If Yes, state the name of bonding agency, (if a bond), date, amount of bond and reason for such cancellation or forfeiture: or details regarding the termination (if a contract).________

11) Has the proposer, during the past seven years, been declared bankrupt? Yes ☐ No ☒ If Yes, state date, court jurisdiction, amount of liabilities and amount of assets________

12) In the past five years, has this business and/or any of its owners and/or officers and/or any affiliated business, been the subject of a criminal investigation and/or a civil anti-trust investigation by any federal, state or local prosecuting or investigative agency? And/or, in the past 5 years, have any owner and/or officer of any affiliated business been the subject of a criminal investigation and/or a civil anti-trust investigation by any federal, state or local prosecuting or investigative agency, where such investigation was related to activities performed at, for, or on behalf of an affiliated business.
Yes ☒ No ☐ If Yes, provide details for each such investigation. <u>In an organization the size and complexity of Aon plc and our subsidiaries there is a range of litigation pending in the ordinary course of business. Details of litigation filed against Aon are available in Aon plc's annual Form 10-K filing (Note 16) and Aon plc's quarterly Form 10-Q filing (Note 14) which is available on Aon's website (www.aon.com). Although the ultimate outcome of all such matters cannot be ascertained, it is the position of Aon plc that the disposition or ultimate determination of such claims will not have a material effect on the financial position of Aon plc or any of our subsidiaries nor impact our ability to perform services.</u>

13) In the past 5 years, has this business and/or any of its owners and/or officers and/or any affiliated business been the subject of an investigation by any government agency, including but not limited to federal, state and local regulatory agencies? And/or, in the past 5 years, has any owner and/or officer of an affiliated business been the subject of an investigation by any government agency, including but not limited to federal, state and local regulatory agencies, for matters pertaining to that individual's position at or relationship to an affiliated business. Yes ☐ No ☒ If Yes, provide details for each such investigation.________

14) Has any current or former director, owner or officer or managerial employee of this business had, either before or during such person's employment, or since such employment if the charges pertained to events that allegedly occurred during the time of employment by the submitting business, and allegedly related to the conduct of that business:

<u>In an organization the size and complexity of Aon plc and our subsidiaries there is a range of litigation pending in the ordinary course of business. Details of litigation filed against Aon are available in Aon plc's annual Form 10-K filing (Note 16) and Aon plc's quarterly Form 10-Q filing (Note 14) which is available on Aon's website (www.aon.com). Although the ultimate outcome of all such matters cannot be ascertained, it is the position of Aon plc that the disposition or ultimate determination of such claims will not have a material effect on the financial position of Aon plc or any of our subsidiaries nor impact our ability to perform services.</u>

a) Any felony charge pending? Yes ☐ No ☒ If Yes, provide details for each such charge.________

b) Any misdemeanor charge pending? Yes ☐ No ☒ If Yes, provide details for each such charge.___

c) In the past 10 years, you been convicted, after trial or by plea, of any felony and/or any other crime, an element of which relates to truthfulness or the underlying facts of which related to the conduct of business? Yes ☐ No ☒ If Yes, provide details for each such conviction________________

d) In the past 5 years, been convicted, after trial or by plea, of a misdemeanor? Yes ☐ No ☒
If Yes, provide details for each such conviction.________________________________

e) In the past 5 years, been found in violation of any administrative, statutory, or regulatory provisions?
Yes ☐ No ☒ If Yes, provide details for each such occurrence.______________________

15) In the past (5) years, has this business or any of its owners or officers, or any other affiliated business had any sanction imposed as a result of judicial or administrative proceedings with respect to any professional license held? Yes ☐ No ☒; If Yes, provide details for each such instance. In an organization the size and complexity of Aon plc and our subsidiaries there is a range of litigation pending in the ordinary course of business. Details of litigation filed against Aon are available in Aon plc's annual Form 10-K filing (Note 16) and Aon plc's quarterly Form 10-Q filing (Note 14) which is available on Aon's website (www.aon.com). Although the ultimate outcome of all such matters cannot be ascertained, it is the position of Aon plc that the disposition or ultimate determination of such claims will not have a material effect on the financial position of Aon plc or any of our subsidiaries nor impact our ability to perform services.

16) For the past (5) tax years, has this business failed to file any required tax returns or failed to pay any applicable federal, state or local taxes or other assessed charges, including but not limited to water and sewer charges? Yes ☐ No ☒ If Yes, provide details for each such year. Provide a detailed response to all questions checked 'YES'. If you need more space, photocopy the appropriate page and attach it to the questionnaire.____

Provide a detailed response to all questions checked "YES". If you need more space, photocopy the appropriate page and attach it to the questionnaire.

17) Conflict of Interest:

a) Please disclose any conflicts of interest as outlined below. **NOTE: If no conflicts exist, please expressly state "No conflict exists."**

(i) Any material financial relationships that your firm or any firm employee has that may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of Nassau County.

We are not aware of any conflict of interest.

(ii) Any family relationship that any employee of your firm has with any County public servant that may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of Nassau County.

To our knowledge, there are no known current relationships, including former colleagues of either company that would materially affect our us doing business together. However, if there are any concerns regarding the possibility of an existing relationship between the parties, then the parties should discuss and decide whether to establish mutually agreed upon steps to move forward with the RFP/contract process.

(iii) Any other matter that your firm believes may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of Nassau County.

We are not aware of any conflict of interest.

b) Please describe any procedures your firm has, or would adopt, to assure the County that a conflict of interest would not exist for your firm in the future.

Aon has implemented a Global Conflicts of Interest Policy and mandated training to ensure that all employees understand and observe the policy. If a conflict of interest or potential conflict of interest is observed, employees have several compliance mechanisms that allow appropriate steps to be taken to disclose and resolve any conflict of interest, up to and including client notification.

A. Include a resume or detailed description of the Proposer's professional qualifications, demonstrating extensive experience in your profession. Any prior similar experiences, and the results of these experiences, must be identified.

Please see the proposal package.

Should the proposer be other than an individual, the Proposal **MUST** include:

i) Date of formation;

ii) Name, addresses, and position of all persons having a financial interest in the company, including shareholders, members, general or limited partner;

iii) Name, address and position of all officers and directors of the company;

iv) State of incorporation (if applicable);

v) The number of employees in the firm;

vi) Annual revenue of firm;

vii) Summary of relevant accomplishments

viii) Copies of all state and local licenses and permits.

With roots that date back to the 1680s, Aon has grown from an insurance partnership into the leading global provider of risk management services, insurance and reinsurance brokerage, and human capital consulting. Recognizing specific client needs for advisory services in Human Resources (HR), Aon began offering HR-related consulting services in 1934 through Aon Consulting (incorporated in New Jersey in 1979). Aon Hewitt was created in 2010 through the merger of Aon Consulting and Hewitt Associates (incorporated in Illinois in 2002). Both companies have strong and prominent histories in delivering human capital solutions to organizations.

Aon Hewitt, the HR arm of Aon plc, is the leading human capital firm with 30,000 professionals and staff serving 20,000 clients worldwide, including hundreds of city, state, and federal government clients, and the majority of the Fortune 100, 500, and 1,000. We have over 300 offices in more than 90 countries where we provide end-to-end HR solutions in Talent, Health, and Retirement services. With the ability to provide a comprehensive range of HR services, the quality and depth of our services is unmatched in the industry.

Aon Hewitt is registered, and we currently do business in all U.S. states. Given the size of Aon Hewitt, we maintain a significant number of licenses. We typically do not list out or provide copies of every license that we have with any governmental authority to provide our services as it is not practical to do so. We are happy to provide proof of our authority to conduct business in a particular state, if needed. In addition, we would be happy to discuss Nassau County reviewing copies of specific licenses, should Nassau County like to do so.

Greg Case is Aon's President and CEO and Kristi Savacool is Aon Hewitt's CEO. A list of our board of directors can be found on our website at http://www.aon.com/about-aon/corporate-governance/corporate/board-of-directors.jsp.

As of April 7, 2015, the shareholders who own 5% or more of Aon plc's Ordinary Shares entitled to vote at the Annual Meeting and known to us were:

Name of Beneficial Owner	Number of Ordinary Shares	% of Class
BlackRock, Inc.	15,438,567	5.4
The Vanguard Group	15,099,363	5.3
State Street Corporation	15,125,282	5.3
Eagle Capital Management L.L.C. (New York)	14,520,034	5.1

No shareholder owned more than 10% of Aon plc's Ordinary Shares as of that date.

In our fiscal year 2015 (January 1, 2015 through December 31, 2015), Aon reported total revenues of $11.7 billion. For additional information regarding Aon Hewitt's financials, below is a link to Aon's Annual Report on Form 10-K for the year ended December 31, 2014, as well as preceding years starting from 2004: http://ir.aon.com/.

For more information, please visit aonhewitt.com. Please also see the proposal package for more information.

B. Indicate number of years in business.

More than 80 years.

C. Provide any other information which would be appropriate and helpful in determining the Proposer's capacity and reliability to perform these services.

Please see the proposal package.

D. Provide names and addresses for no fewer than three references for whom the Proposer has provided similar services or who are qualified to evaluate the Proposer's capability to perform this work.

Company Federal Bureau of Investigation

Contact Person Amy Grubb, I/O Psychologist

Address 935 Pennsylvania Avenue, NW

City/State Washington, DC 20535

Telephone 302-594-4349

Fax # NA

E-Mail Address Amy.Grubb@ic.fbi.gov

Company Transportation Security Administration

Contact Person Keith Malley, Director Recruitment & Field Hiring

Address 601 12th St

City/State Arlington, Virginia 22202

Telephone 571-227-1241

Fax # NA

E-Mail Address Keith.malley@dhs.gov

Company Nassau County Civil Service Commission

Contact Person Karl Kampe

Address 40 Main Street

City/State Hempstead, NY 11550

Telephone 516-572-1873

Fax # NA

E-Mail Address KKempe@nassaucountyny.gov

CERTIFICATION

A MATERIALLY FALSE STATEMENT WILLFULLY OR FRAUDULENTLY MADE IN CONNECTION WITH THIS QUESTIONNAIRE MAY RESULT IN RENDERING THE SUBMITTING BUSINESS ENTITY NOT RESPONSIBLE WITH RESPECT TO THE PRESENT BID OR FUTURE BIDS, AND, IN ADDITION, MAY SUBJECT THE PERSON MAKING THE FALSE STATEMENT TO CRIMINAL CHARGES.

I, Seymour Adler, being duly sworn, state that I have read and understand all the items contained in the foregoing pages of this questionnaire and the following pages of attachments; that I supplied full and complete answers to each item therein to the best of my knowledge, information and belief; that I will notify the County in writing of any change in circumstances occurring after the submission of this questionnaire and before the execution of the contract; and that all information supplied by me is true to the best of my knowledge, information and belief. I understand that the County will rely on the information supplied in this questionnaire as additional inducement to enter into a contract with the submitting business entity.

CAROLYN T. WILSON NOTARY PUBLIC DISTRICT OF COLUMBIA EXP 10-31-16

Sworn to before me this 13th day of April, 2016

CAROLYN T. WILSON
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires October 31, 2016

Carolyn T. Wilson

Notary Public

Name of submitting business: Aon Hewitt

By: Seymour Adler, PhD
Print name

Seymour Adler

Signature

Partner

Title

04/13/2016
Date

AON

COUNTY OF NASSAU

CONSULTANT'S, CONTRACTOR'S AND VENDOR'S DISCLOSURE FORM

1. Name of the Entity: Aon Consulting, Inc. (NJ)

Address: 200 East Randolph Street

City, State and Zip Code: Chicago, IL 60673-1230

2. Entity's Vendor Identification Number: 22-2232264

3. Type of Business: X Public Corp ____Partnership ____Joint Venture

____Ltd. Liability Co ____Closely Held Corp ________________Other (specify)

4. List names and addresses of all principals; that is, all individuals serving on the Board of Directors or comparable body, all partners and limited partners, all corporate officers, all parties of Joint Ventures, and all members and officers of limited liability companies (attach additional sheets if necessary):

SEE Attached Annual Report, the 2015 10-K Report

5. List names and addresses of all shareholders, members, or partners of the firm. If the shareholder is not an individual, list the individual shareholders/partners/members. If a Publicly held Corporation, include a copy of the 10K in lieu of completing this section.

See Attached Annual Report, the 2015 10-K Report

6. List all affiliated and related companies and their relationship to the firm entered on line 1. above (if none, enter "None"). Attach a separate disclosure form for each affiliated or subsidiary company that may take part in the performance of this contract. Such disclosure shall be updated to include affiliated or subsidiary companies not previously disclosed that participate in the performance of the contract.

See the 2015 10-k Report. No other Aon will support this contract.

7. List all lobbyists whose services were utilized at any stage in this matter (i.e., pre-bid, bid, post-bid, etc.). If none, enter "None." The term "lobbyist" means any and every person or organization retained, employed or designated by any client to influence - or promote a matter before - Nassau County, its agencies, boards, commissions, department heads, legislators or committees, including but not limited to the Open Space and Parks Advisory Committee and Planning Commission. Such matters include, but are not limited to, requests for proposals, development or improvement of real property subject to County regulation, procurements. The term "lobbyist" does not include any officer, director, trustee, employee, counsel or agent of the County of Nassau, or State of New York, when discharging his or her official duties.

(a) Name, title, business address and telephone number of lobbyist(s):

None.

(b) Describe lobbying activity of each lobbyist. **See below for a complete description of lobbying activities.**

None.

(c) List whether and where the person/organization is registered as a lobbyist (e.g., Nassau County, New York State):

N/A

8. VERIFICATION: This section must be signed by a principal of the consultant, contractor or Vendor authorized as a signatory of the firm for the purpose of executing Contracts.

The undersigned affirms and so swears that he/she has read and understood the foregoing statements and they are, to his/her knowledge, true and accurate.

Dated: April 13, 2016

Signed: [signature]

Print Name: Brian M. Kern

Title: VP - Legal

The term lobbying shall mean any attempt to influence: any determination made by the Nassau County Legislature, or any member thereof, with respect to the introduction, passage, defeat, or substance of any local legislation or resolution; any determination by the County Executive to support, oppose, approve or disapprove any local legislation or resolution, whether or not such legislation has been introduced in the County Legislature; any determination by an elected County official or an officer or employee of the County with respect to the procurement of goods, services or construction, including the preparation of contract specifications, including by not limited to the preparation of requests for proposals, or solicitation, award or administration of a contract or with respect to the solicitation, award or administration of a grant, loan, or agreement involving the disbursement of public monies; any determination made by the County Executive, County Legislature, or by the County of Nassau, its agencies, boards, commissions, department heads or committees, including but not limited to the Open Space and Parks Advisory Committee, the Planning Commission, with respect to the zoning, use, development or improvement of real property subject to County regulation, or any agencies, boards, commissions, department heads or committees with respect to requests for proposals, bidding, procurement or contracting for services for the County; any determination made by an elected county official or an officer or employee of the county with respect to the terms of the acquisition or disposition by the county of any interest in real property, with respect to a license or permit for the use of real property of or by the county, or with respect to a franchise, concession or revocable consent; the proposal, adoption, amendment or rejection by an agency of any rule having the force and effect of law; the decision to hold, timing or outcome of any rate making proceeding before an agency; the agenda or any determination of a board or commission; any determination regarding the calendaring or scope of any legislature oversight hearing; the issuance, repeal, modification or substance of a County Executive Order; or any determination made by an elected county official or an officer or employee of the county to support or oppose any state or federal legislation, rule or regulation, including any determination made to support or oppose that is contingent on any amendment of such legislation, rule or regulation, whether or not such legislation has been formally introduced and whether or not such rule or regulation has been formally proposed.

WEBSITE READY DOCUMENTS FOR CONTRACT WITH VENDOR AON

\- Business History Form -

Business History Form

The contract shall be awarded to the responsible proposer who, at the discretion of the County, taking into consideration the reliability of the proposer and the capacity of the proposer to perform the services required by the County, offers the best value to the County and who will best promote the public interest.

In addition to the submission of proposals, each proposer shall complete and submit this questionnaire. The questionnaire shall be filled out by the owner of a sole proprietorship or by an authorized representative of the firm, corporation or partnership submitting the Proposal.

NOTE: All questions require a response, even if response is "none" or "not-applicable." No blanks.

(USE ADDITIONAL SHEETS IF NECESSARY TO FULLY ANSWER THE FOLLOWING QUESTIONS).

Date: April 13, 2016

1) Proposer's Legal Name: Aon Consulting, Inc. operating as Aon Hewitt

2) Address of Place of Business: [redacted]

List all other business addresses used within last five years:

For a full global office listing, please visit our website at http://www.aon.com/site/aonworldwide.jsp.

3) Mailing Address (if different): NA

Phone: t +1.212.441.2065; m +1.201.681.8623

~~Does the business own or rent its facilities? rent~~

4) Dun and Bradstreet number: 12-999-4104

5) Federal I.D. Number: 22-2232264

6) The proposer is a (check one): ☐ Sole Proprietorship ☐ Partnership ☒ Corporation ☐ Other (Describe)________

7) Does this business share office space, staff, or equipment expenses with any other business? Yes ☐ No ☒ If Yes, please provide details:________

8) Does this business control one or more other businesses? Yes ☐ No ☒ If Yes, please provide details:________

9) Does this business have one or more affiliates, and/or is it a subsidiary of, or controlled by, any other business? Yes ☒ No ☐ If Yes, please provide details: Aon plc is parent

10) Has the proposer ever had a bond or surety cancelled or forfeited, or a contract with Nassau County or any other government entity terminated? Yes ☐ No ☒ If Yes, state the name of bonding agency, (if a bond), date, amount of bond and reason for such cancellation or forfeiture: or details regarding the termination (if a contract).__________

11) Has the proposer, during the past seven years, been declared bankrupt? Yes ☐ No ☒ If Yes, state date, court jurisdiction, amount of liabilities and amount of assets__________

12) In the past five years, has this business and/or any of its owners and/or officers and/or any affiliated business, been the subject of a criminal investigation and/or a civil anti-trust investigation by any federal, state or local prosecuting or investigative agency? And/or, in the past 5 years, have any owner and/or officer of any affiliated business been the subject of a criminal investigation and/or a civil anti-trust investigation by any federal, state or local prosecuting or investigative agency, where such investigation was related to activities performed at, for, or on behalf of an affiliated business.
Yes ☒ No ☐ If Yes, provide details for each such investigation. In an organization the size and complexity of Aon plc and our subsidiaries there is a range of litigation pending in the ordinary course of business. Details of litigation filed against Aon are available in Aon plc's annual Form 10-K filing (Note 16) and Aon plc's quarterly Form 10-Q filing (Note 14) which is available on Aon's website (www.aon.com). Although the ultimate outcome of all such matters cannot be ascertained, it is the position of Aon plc that the disposition or ultimate determination of such claims will not have a material effect on the financial position of Aon plc or any of our subsidiaries nor impact our ability to perform services.

13) In the past 5 years, has this business and/or any of its owners and/or officers and/or any affiliated business been the subject of an investigation by any government agency, including but not limited to federal, state and local regulatory agencies? And/or, in the past 5 years, has any owner and/or officer of an affiliated business been the subject of an investigation by any government agency, including but not limited to federal, state and local regulatory agencies, for matters pertaining to that individual's position at or relationship to an affiliated business. Yes ☐ No ☒ If Yes, provide details for each such investigation.__________

14) Has any current or former director, owner or officer or managerial employee of this business had, either before or during such person's employment, or since such employment if the charges pertained to events that allegedly occurred during the time of employment by the submitting business, and allegedly related to the conduct of that business:

In an organization the size and complexity of Aon plc and our subsidiaries there is a range of litigation pending in the ordinary course of business. Details of litigation filed against Aon are available in Aon plc's annual Form 10-K filing (Note 16) and Aon plc's quarterly Form 10-Q filing (Note 14) which is available on Aon's website (www.aon.com). Although the ultimate outcome of all such matters cannot be ascertained, it is the position of Aon plc that the disposition or ultimate determination of such claims will not have a material effect on the financial position of Aon plc or any of our subsidiaries nor impact our ability to perform services.

a) Any felony charge pending? Yes ☐ No ☒ If Yes, provide details for each such charge.__________

b) Any misdemeanor charge pending? Yes ☐ No ☒ If Yes, provide details for each such charge.___

c) In the past 10 years, you been convicted, after trial or by plea, of any felony and/or any other crime, an element of which relates to truthfulness or the underlying facts of which related to the conduct of business? Yes ☐ No ☒ If Yes, provide details for each such conviction

d) In the past 5 years, been convicted, after trial or by plea, of a misdemeanor? Yes ☐ No ☒ If Yes, provide details for each such conviction.

e) In the past 5 years, been found in violation of any administrative, statutory, or regulatory provisions? Yes ☐ No ☒ If Yes, provide details for each such occurrence.

15) In the past (5) years, has this business or any of its owners or officers, or any other affiliated business had any sanction imposed as a result of judicial or administrative proceedings with respect to any professional license held? Yes ☐ No ☒; If Yes, provide details for each such instance. In an organization the size and complexity of Aon plc and our subsidiaries there is a range of litigation pending in the ordinary course of business. Details of litigation filed against Aon are available in Aon plc's annual Form 10-K filing (Note 16) and Aon plc's quarterly Form 10-Q filing (Note 14) which is available on Aon's website (www.aon.com). Although the ultimate outcome of all such matters cannot be ascertained, it is the position of Aon plc that the disposition or ultimate determination of such claims will not have a material effect on the financial position of Aon plc or any of our subsidiaries nor impact our ability to perform services.

16) For the past (5) tax years, has this business failed to file any required tax returns or failed to pay any applicable federal, state or local taxes or other assessed charges, including but not limited to water and sewer charges? Yes ☐ No ☒ If Yes, provide details for each such year. Provide a detailed response to all questions checked 'YES'. If you need more space, photocopy the appropriate page and attach it to the questionnaire.

Provide a detailed response to all questions checked "YES". If you need more space, photocopy the appropriate page and attach it to the questionnaire.

17) Conflict of Interest:

a) Please disclose any conflicts of interest as outlined below. NOTE: If no conflicts exist, please expressly state "No conflict exists."

(i) Any material financial relationships that your firm or any firm employee has that may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of Nassau County.

We are not aware of any conflict of interest.

(ii) Any family relationship that any employee of your firm has with any County public servant that may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of Nassau County.

To our knowledge, there are no known current relationships, including former colleagues of either company that would materially affect our us doing business together. However, if there are any concerns regarding the possibility of an existing relationship between the parties, then the parties should discuss and decide whether to establish mutually agreed upon steps to move forward with the RFP/contract process.

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A. Include a resume or detailed description of the Proposer's professional qualifications, demonstrating extensive experience in your profession. Any prior similar experiences, and the results of these experiences, must be identified.

Please see the proposal package.

Should the proposer be other than an individual, the Proposal MUST include:

i) Date of formation;

ii) Name, addresses, and position of all persons having a financial interest in the company, including shareholders, members, general or limited partner;

iii) Name, address and position of all officers and directors of the company;

iv) State of incorporation (if applicable);

v) The number of employees in the firm;

vi) Annual revenue of firm;

vii) Summary of relevant accomplishments

viii) Copies of all state and local licenses and permits.

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For more information, please visit aonhewitt.com. Please also see the proposal package for more information.

B. Indicate number of years in business.

More than 80 years.

C. Provide any other information which would be appropriate and helpful in determining the Proposer's capacity and reliability to perform these services.

Please see the proposal package.

D. Provide names and addresses for no fewer than three references for whom the Proposer has provided similar services or who are qualified to evaluate the Proposer's capability to perform this work.

Company [redacted]

Contact Person [redacted]

Address [redacted]

City/State [redacted]

Telephone [redacted]

Fax # NA

E-Mail Address [redacted]

Company [redacted]

Contact Person [redacted]

Address [redacted]

City/State [redacted]

Telephone [redacted]

Fax # NA

E-Mail Address [redacted]

Company Nassau County Civil Service Commission

Contact Person [redacted]

Address [redacted]

City/State [redacted]

Telephone [redacted]

Fax # NA

E-Mail Address [redacted]

CERTIFICATION

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I, Seymour Adler, being duly sworn, state that I have read and understand all the items contained in the foregoing pages of this questionnaire and the following pages of attachments; that I supplied full and complete answers to each item therein to the best of my knowledge, information and belief; that I will notify the County in writing of any change in circumstances occurring after the submission of this questionnaire and before the execution of the contract; and that all information supplied by me is true to the best of my knowledge, information and belief. I understand that the County will rely on the information supplied in this questionnaire as additional inducement to enter into a contract with the submitting business entity.

Sworn to before me this 13th day of April, 2016

CAROLYN T. WILSON
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires October 31, 2016

CAROLYN T. WILSON NOTARY PUBLIC EXP. 10-31-16 DISTRICT OF COLUMBIA

Notary Public

Name of submitting business: Aon Hewitt

By: Seymour Adler, PhD
Print name

Seymour A Adler

Signature

Partner

Title

04/13/2016
Date

RULES RESOLUTION NO. – 2016

A RESOLUTION AUTHORIZING THE COUNTY EXECUTIVE TO EXECUTE A PERSONAL SERVICE AGREEMENT BETWEEN THE COUNTY OF NASSAU ACTING ON BEHALF OF THE NASSAU COUNTY POLICE DEPARTMENT AND AON CONSULTING, INC.

WHEREAS, the County has negotiated a personal services agreement with a Aon Consulting, Inc. for services in connection with the development and validation of an examination for the selection of incoming police officers and promotion to Sergeant, a copy of which is on file with the Clerk of the Legislature; now, therefore, be it

RESOLVED, that the Rules Committee of the Nassau County Legislature authorizes the County Executive to execute the said agreement with Aon Consulting, Inc.

CONTRACT FOR SERVICES

THIS AGREEMENT, dated as of ____________________, 2016 (together with the schedules, addendums, appendices, attachments and exhibits, if any, this "Agreement"), is entered into by and between (i) Nassau County, a municipal corporation having its principal office at 1550 Franklin Avenue, Mineola, New York 11501 (the "COUNTY"), acting for and on behalf of the NASSAU COUNTY POLICE DEPARTMENT, 1490 Franklin Ave., Mineola, NY 11550 (the "DEPARTMENT") and the CIVIL SERVICE COMMISSION OF NASSAU COUNTY, 40 Main St., Hempstead, NY 11501 (the "COMMISSION"), and (ii) Aon Consulting, Inc., a New Jersey corporation, having its principal office at 200 E. Randolph Street, Chicago, IL 60673-1230 (hereinafter referred to as "AON HEWITT" and/or "the Contractor").

W I T N E S S E T H:

WHEREAS, COUNTY and DEPARTMENT, acting through the COMMISSION, intend to (i) update as necessary a previously completed job analysis; (ii) design, develop and validate a written examination for use in screening candidates for selection as entry level police officers and a promotional examination for the COUNTY; and (iii) obtain scheduling and support services to administer the examination; and

WHEREAS, the COUNTY and the DEPARTMENT entered into a Consent Decree with the U.S. Department of Justice on April 21, 1982, in United States v. Nassau County, et al., 77 Civ. 1881 (E.D.N.Y.), which provides that the COUNTY and the DEPARTMENT will develop and administer written examinations for entry level police officers and promotional examinations that either: (i) do not have discriminatory impact upon African-Americans, Hispanics, or females, or (ii) have been validated in accord with Title VII of the Civil Rights Act of 1964, as amended, and the Federal Uniform Guidelines on Employee Selection Procedures; and

WHEREAS, AON HEWITT designed and developed the police officer examinations administered by the COUNTY in 2003, 2007 , and 2013 to applicants for selection as entry level police officers, and in 2005, 2008, and 2013 for the promotional examination for the rank of Sergeant, which designs and development involved services substantially similar to those contemplated by this Agreement; and

WHEREAS, the COMMISSION expects to have approximately 25,000 people apply during the period for open civil service competitive examinations in 2017 for law enforcement and police officer positions within various police departments in Nassau County, New York; and

WHEREAS, the COUNTY needs scheduling and development support services for the testing process; and

WHEREAS, AON HEWITT, due to its background and expertise, is uniquely qualified to provide all of the services required by the COUNTY; and

WHEREAS, COUNTY desires to hire AON HEWITT to perform the services described in this Agreement; and

WHEREAS, AON HEWITT desires to perform the services described in this Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants contained in this Agreement, the parties agree as follows:

1. Term. This agreement will commence upon execution by all parties and terminate upon two (2) years of execution by all parties. This Agreement may be renewed, at the County's sole discretion, for up to two (2) years additional years, subject to County's right of early termination as provided in the Agreement.

2. Services. The services ("Services") to be provided by AON HEWITT under this Agreement shall consist of (a) preparation and administration of a written examination to incoming police officers consistent with Title VII of the Civil Rights Act of 1964, as amended, which Services are more fully described in Addendum A attached hereto and made a part hereof; and (b) preparation and administration of a written examination to police officers for promotion to the rank of, Police Sergeant("Promotional Examination") consistent with Title VII of the Civil Rights Act of 1964, as amended, which Services are more fully described in Addendum C attached hereto and made a part hereof.

3. Payment. (a) Amount of Consideration. The Maximum Amount to be paid to AON HEWITT for Services under this Agreement shall be One Million One Hundred Ninety Seven dollars ($1,197,000.00) in accordance with the fee schedule in Addendum A, Addendum B and Addendum D attached hereto and made a part hereof. Accordingly, the Contractor acknowledges that the County will partially encumber funds to be applied toward the Maximum Amount throughout the Term of this Agreement as the scope of work set forth in paragraph 2 *supra*, progresses.

(b) Vouchers; Voucher Review, Approval and Audit. Payments shall be made to AON HEWITT in arrears and shall be contingent upon (i) AON HEWITT submitting a claim voucher (the "Voucher") in a form satisfactory to the COUNTY, that (a) states with reasonable specificity the services provided and the payment requested as consideration for such services, (b) certifies that the services rendered and the payment requested are in accordance with this Agreement, and (c) is accompanied by documentation satisfactory to the COUNTY supporting the amount claimed, and (ii) review, approval and audit of the Voucher by the Department, Commission and/or the County Comptroller or his or her duly designated representative (the "Comptroller").

(c) Timing of Payment Claims. AON HEWITT shall submit claims no later than three (3) months following the COUNTY'S receipt of the services that are the subject of the claim and no more frequently than once a month.

(d) No Duplication of Payments. Payments under this Agreement shall not duplicate payments for any work performed or to be performed under other agreements between AON HEWITT and any funding source including the COUNTY.

(e) Payments in Connection with Termination or Notice of Termination. Unless a provision of this Agreement expressly states otherwise, payments to AON HEWITT following the termination of this Agreement shall not exceed payments made as consideration for services that were (i) performed prior to termination, (ii) authorized by this Agreement to be performed, and (iii) not performed after AON HEWITT received notice that the COUNTY did not desire to receive such services.

4. Independent Contractor. AON HEWITT is an independent contractor of the COUNTY. AON HEWITT shall not, nor shall any officer, director, employee, servant, agent or independent contractor of AON HEWITT (an "AON HEWITT Agent"), be (i) deemed a COUNTY employee, (ii) commit the COUNTY to any obligation, or (iii) hold itself, himself, or herself out as a COUNTY employee or Person with the authority to commit the COUNTY to any obligation. As used in this Agreement the word "Person" means any individual person, entity (including partnerships, corporations and limited liability companies), and government or political subdivision thereof (including agencies, bureaus, offices and departments thereof).

5. No Arrears or Default. AON HEWITT is not in arrears to the COUNTY upon any debt or contract and it is not in default as surety, contractor, or otherwise upon any obligation to the COUNTY, including any obligation to pay taxes to, or perform services for or on behalf of, the COUNTY.

6. Compliance With Law. (a) Generally. AON HEWITT shall comply with any and all applicable Federal, State and local Laws, including, but not limited to those relating to conflicts of interest, discrimination, and disclosure of information, in connection with its performance under this Agreement. In furtherance of the foregoing, AON HEWITT is bound by and shall comply with the terms of Appendices L and EE attached hereto. As used in this Agreement the word "Law" includes any and all statutes, local laws, ordinances, rules, regulations, applicable orders, and/or decrees, as the same may be amended from time to time, enacted, or adopted.

(b) Nassau County Living Wage Law. Pursuant to LL 1-2006, as amended, and to the extent that a waiver has not been obtained in accordance with such law or any rules of the County Executive, AON HEWITT agrees as follows:

(i) AON HEWITT shall comply with the applicable requirements of the Living Wage Law, as amended;

(ii) Failure to comply with the Living Wage Law, as amended, may constitute a material breach of this Agreement, the occurrence of which shall be determined solely by the COUNTY. AON HEWITT has the right to cure

such breach within thirty days of receipt of notice of breach from the COUNTY. In the event that such breach is not timely cured, the COUNTY may terminate this Agreement as well as exercise any other rights available to the COUNTY under applicable law.

(iii) It shall be a continuing obligation of AON HEWITT to inform the COUNTY of any material changes in the content of its certification of compliance, attached as Appendix L, and shall provide to the COUNTY any information necessary to maintain the certification's accuracy.

(c) Records Access. The parties acknowledge and agree that all records, information, and data ("Information") acquired in connection with performance or administration of this Agreement shall be used and disclosed solely for the purpose of performance and administration of the contract or as required by law, in each case in accordance with the terms and conditions of this Agreement. AON HEWITT acknowledges that AON HEWITT's Information in the COUNTY'S possession may be subject to disclosure under Article 6 of the New York State Public Officer's Law ("Freedom of Information Law" or "FOIL"). In the event that such a request for disclosure is made, the COUNTY shall notify AON HEWITT of such request prior to disclosure of the Information so that AON HEWITT may take such action as it deems appropriate.

(d) Protection of Client Information. (i) Each party acknowledges and agrees that all records, information, and data disclosed by or on behalf of a party (the "disclosing party") to the other party (the "receiving party") in connection with performance under this Agreement will be strictly confidential, held in the strictest confidence, and used solely for the purpose of performing Services under this Agreement (Confidential Information). The receiving party shall maintain the Confidential Information of the disclosing party in confidence using at least the same degree of care as it employs in maintaining in confidence its own proprietary and confidential information, but in no event less than a reasonable degree of care. Access to Confidential Information shall be restricted to receiving party's personnel with a need to know and engaged in a permitted use. A party's legal counsel may request confidential treatment of information provided to such counsel to preserve attorney work product and/or attorney client privilege. In that event, any information provided in response to such a request by counsel shall be deemed confidential information hereunder. Receiving party shall not disclose Confidential Information to third parties except (A) as permitted under this Agreement; (B) with the written consent of the disclosing party (and then only to the extent of the consent); or (C) to the extent required by an order of a court of competent jurisdiction, administrative agency or governmental body, or by any law, rule or regulation, or by court ordered subpoena, summons or other administrative or legal process, or by applicable regulatory or professional standards, or in connection with any judicial or other proceeding involving receiving party and the disclosing party relating to AON HEWITT's Services for the COUNTY or this Agreement.

(ii) The foregoing shall not prohibit or limit receiving party's use or disclosure of information (including but not limited to ideas, concepts, know-how, techniques and methodologies) (A) previously known to receiving party, (B) independently developed by receiving party, (B) acquired by receiving party from a third party without continuing restriction

on use, or (C) which is, or becomes, publicly available through no breach by receiving party of this Agreement.

(iii) All data or other materials furnished by the COUNTY for use by AON HEWITT under this Agreement shall remain the sole property of the COUNTY and will be held in confidence in accordance with this Agreement. Such data and materials will be returned to the COUNTY upon completion of the Services.

(iv) The provisions of this subsection shall survive the termination of this Agreement.

7. Minimum Service Standards. Regardless of whether required by Law: (a) AON HEWITT shall, and shall cause AON HEWITT's Agents to, conduct its, his or her activities in connection with this Agreement so as not to endanger or harm any Person or property.

(b) AON HEWITT shall deliver services under this Agreement in a professional manner consistent with generally acceptable practices of the industry in which AON HEWITT operates. AON HEWITT shall take all actions necessary or appropriate to meet the obligation described in the immediately preceding sentence, including obtaining and maintaining, and causing all AON HEWITT agents to obtain and maintain, all approvals, licenses, and certifications ("Approvals") necessary or appropriate in connection with this Agreement.

(c) In connection with the termination or impending termination of this Agreement AON HEWITT shall, regardless of the reason for termination, assist the COUNTY in transitioning AON HEWITT's responsibilities under this Agreement. For transition services not set forth in this Agreement, Aon Hewitt shall perform such transition services that are within AON HEWITT's then-current capacities and capabilities, subject to AON HEWITT and COUNTY agreeing in writing upon the scope of such transition services and the other terms under which they will be provided, including compensation payable to AON HEWITT. The provisions of this subsection shall survive the termination of this Agreement.

8. Right to Works.

(a) Except as noted in subsection (b) below, upon execution of this Agreement, any reports, document, data, designs, drawings, photographs and/or any other material produced pursuant to this Agreement expressly described as a County-owned deliverable in Addendum A and Addendum C ("Deliverables") shall become the exclusive property of the COUNTY. AON HEWITT will in no event use any such Deliverables in such a way as to jeopardize the COUNTY'S examination program.

(b) Contractor Property or Works. Unless otherwise agreed upon between the parties in this Agreement, AON HEWITT retains all right, title and interest, including all copyrights, patent rights and trade secret rights, in any pre-existing AON HEWITT property or work, including all intellectual property interests therein. Upon payment of all amounts due therefore, AON HEWITT shall grant the COUNTY a non-exclusive, non-transferable, royalty-free, perpetual internal use license to use such AON HEWITT Works that are incorporated into the Deliverables. As used in this Agreement, the term "Contractor Works" means any of the following: (i) any software program, algorithm, process, methodology, documentation, report,

data, flow diagram, document, or other material owned, generated, or distributed by Contractor prior to or separately from this Agreement; or (ii) any tools or utilities developed by or on behalf of AON HEWITT or used by AON HEWITT.

(c) Upon payment of all amounts due therefore, AON HEWITT shall grant to the COUNTY a non-transferable, nonexclusive, United States license to use any such Contractor Works solely for the COUNTY's internal use in connection with the Services or the Deliverables. The COUNTY may make reasonable copies of such Contractor Works for back-up and archival purposes in accordance with applicable law. The COUNTY shall reproduce such material accurately and include all original copyright and trademark notices, claims of confidentiality or trade secrets, and other proprietary rights notices on all back-up or archival copies. Subject to the other provisions in this subsection 8(c), any copies that COUNTY makes of such Contractor Works shall remain AON HEWITT's sole property.

(d) Nothing in this Agreement shall constrain AON HEWITT or third parties who may contribute their intellectual property to the formulation of the COUNTY examinations ("Third Party Property") from the commercial or research use of said Third Party Property.

9. Patent/Copyright/Trademark/Trade Secrets Claims:

(a) AON HEWITT will indemnify, defend and hold the COUNTY harmless for any claim for any infringement by AON HEWITT of any copyright, trade secrets, trademark or patent rights of design systems, drawings, graphs, charts, specifications or printed matter furnished or used by AON HEWITT in performance of this Agreement. The COUNTY shall give AON HEWITT: (i) prompt written notice of any action, claim or threat of infringement suit, or other suit, (ii) the opportunity to take over, settle or defend such action, claim or suit at AON HEWITT's sole expense, and (iii) assistance in the defense of any such action at the expense of AON HEWITT.

(b) (i) In addition to the foregoing, if the use of any item(s) or part(s) thereof shall be enjoined for any reason or if AON HEWITT believes that it may be enjoined, AON HEWITT shall have the right, at its own expense, to take action in the following order of precedence: (A) to procure for the COUNTY the right to continue using such item(s) or part (s) thereof, as applicable; (B) to modify the component so that it becomes non-infringing equipment of at least equal quality and performance; or (C) to replace said item(s) or part(s) thereof, as applicable, with non-infringing components of at least equal quality and performance, or (D) if none of the foregoing is commercially reasonable, then provide monetary compensation to the COUNTY up to the dollar amount with respect to the infringing item or party. (ii) The preceding remedies are in addition to and not in lieu of AON HEWITT's obligation to indemnify and defend the COUNTY. (iii) Time is of the essence with respect to every provision of this Agreement in which time of performance is a factor.

(c) The foregoing provisions shall not apply to any infringement occasioned by modification by the COUNTY that is (i) not contemplated by AON HEWITT; (ii) made without AON HEWITT's approval; or (iii) caused by the use of any deliverable with any adjunct device by the COUNTY, unless such use was contemplated or consented to by AON HEWITT.

(d) In the event that an action at law or equity is commenced against the COUNTY arising out of a claim that the COUNTY's use of a Deliverable under this Agreement infringes any patent, copyright or proprietary right and, upon notice of such action by COUNTY, AON HEWITT is of the opinion that the allegations in such action in whole or in part are not covered by the indemnification and defense provisions set forth in this Agreement, AON HEWITT shall immediately notify the COUNTY in writing and shall specify to what extent the AON HEWITT believes it is obligated to defend and indemnify under the terms and conditions of this Agreement.

10. Works Made for Hire. AON HEWITT acknowledges that all of the Deliverables (other than Contractor Works contained therein) are works made for hire and the property of the COUNTY, including any copyrights, patents, or other intellectual property rights pertaining thereto. If it is determined that any such works are not works made for hire, AON HEWITT hereby assigns to the COUNTY all of AON HEWITT's right, title, and interest, including all rights of copyright, patent, and other intellectual property rights, to or in such Deliverables (other than Contractor Works contained therein).

11. Indemnification; Defense; Cooperation. (a) AON HEWITT shall be solely responsible for and shall indemnify and hold harmless the COUNTY, the DEPARTMENT, and the COMMISSION and their officers, employees, and agents (the "Indemnified Parties") from and against any and all liabilities, losses, costs, expenses (including, without limitation, reasonable attorneys' fees and disbursements) and damages ("Losses"), arising out of or in connection with any breach of this Agreement by AON HEWITT or an AON HEWITT agent, including Losses in connection with any threatened investigation, litigation or other proceeding or preparing a defense to or prosecuting the same; provided, however, that AON HEWITT shall not be responsible for that portion, if any, of a Loss that is caused by the negligence of the COUNTY.

(b) AON HEWITT shall indemnify and hold the COUNTY harmless against any and all Losses arising out of or in connection with any breach of warranty by AON HEWITT and any claim for any infringement of intellectual property rights as indicated in Section 9 "Patent/Copyright/Trademark/Trade Secrets Claims."

(c) AON HEWITT shall, upon the COUNTY'S demand and at the COUNTY'S direction, promptly and diligently defend, at AON HEWITT's own risk and expense, any and all suits, actions, or proceedings which may be brought or instituted against one or more Indemnified Parties for which AON HEWITT is responsible to indemnify such Indemnified Party under this Agreement and, further to AON HEWITT's indemnification obligations, AON HEWITT shall pay and satisfy any judgment, decree, loss or settlement in connection therewith, subject to the limitations set forth herein.

(d) AON HEWITT shall, and shall cause AON HEWITT Agents to, cooperate with the COUNTY and the Department in connection with the investigation, defense or prosecution of any action, suit or proceeding in connection with this Agreement, including the acts or omissions of AON HEWITT and/or a AON HEWITT agent(s) in connection with this Agreement; provided, however, if such investigation, defense or prosecution arises from the COUNTY'S

breach of this Agreement or breach of law, COUNTY shall reimburse AON HEWITT for its out-of-pocket expenses.

(e) In no event will AON HEWITT or COUNTY be liable to the other for any indirect, incidental, special, consequential, exemplary or reliance damages (including, without limitation, lost business opportunities or lost sales or profits) arising out of AON HEWITT'S services to COUNTY, regardless of whether either party is advised of the likelihood of such damages. To the fullest extent permitted by law, and except for damages resulting from fraud or intentional misconduct by AON HEWITT, in each Service Year (as defined hereafter), the total aggregate liability of AON HEWITT, including its affiliates, subsidiaries, parents, officers, directors, employees, and agents (collectively, "Aon"), to Client for any and all damages, costs, and expenses (including but not limited to attorneys' fees), whether based on contract, tort (including negligence), or otherwise, in connection with AON HEWITT'S performance of services for COUNTY, shall be limited to the amount of available insurance required under this Agreement ("Liability Limitation"). A "Service Year" is each sequential 12-month period in which this Agreement is in effect, commencing as of the first day of the provision of services hereunder. This Liability Limitation shall apply to COUNTY'S agencies, boards, subdivisions and other related parties wherever located that seek to assert claims against AON HEWITT with respect to the services provided under this Agreement; however, nothing herein shall imply, or operate as an admission, that AON HEWITT owes or accepts any duty or responsibility to any such entities.

(f) The provisions of this Section shall survive the termination of this Agreement.

12. Insurance. (a) Types and Amounts. AON HEWITT shall obtain and maintain throughout the term of this Agreement, at its own expense: (i) one or more policies for commercial general liability insurance, which policy(ies) shall name "Nassau County" as an additional insured and have a minimum single combined limit of liability of not less than one million dollars ($1,000,000) per occurrence and two million dollars ($2,000,000) aggregate coverage, (ii) if contracting in whole or part to provide professional services, one or more policies for professional liability insurance, which policy(ies) shall have a minimum single combined limit liability of not less than one million dollars ($1,000,000) per occurrence and two million dollars ($2,000,000) aggregate coverage, (iii) compensation insurance for the benefit of AON HEWITT's employees ("Workers' Compensation Insurance"), which insurance is in compliance with the New York State Workers' Compensation Law, and (iv) such additional insurance as the COUNTY may from time to time specify.

(b) Acceptability; Deductibles; Subcontractors. All insurance obtained and maintained by AON HEWITT pursuant to this Agreement shall be (i) written by one or more commercial insurance carriers licensed to do business in New York State and acceptable to the COUNTY, and (ii) in form and substance acceptable to the COUNTY. AON HEWITT shall be solely responsible for the payment of all deductibles to which such policies are subject. AON HEWITT shall require any subcontractor hired in connection with this Agreement to carry insurance with the same limits and provisions required to be carried by AON HEWITT under this Agreement.

(c) Delivery; Coverage Change; No Inconsistent Action. Prior to the execution of this Agreement, copies of current certificates of insurance evidencing the insurance coverage required by this Agreement shall be delivered to the DEPARTMENT. Not less than thirty (30) days prior to the date of any expiration or renewal of, or actual, proposed or threatened reduction or cancellation of coverage under, any insurance required hereunder, AON HEWITT shall provide written notice to the DEPARTMENT of the same and deliver to the DEPARTMENT renewal or replacement certificates of insurance. AON HEWITT shall cause all insurance to remain in full force and effect throughout the term of this Agreement and shall not take or omit to take any action that would suspend or invalidate any of the required coverage's. The failure of AON HEWITT to maintain Workers' Compensation Insurance shall render this contract void and of no effect. The failure of AON HEWITT to maintain the other required coverages shall be deemed a material breach of this Agreement upon which the COUNTY reserves the right to consider this Agreement terminated as of the date of such failure.

13. Work Performance Liability. Except as set forth in Schedule A, AON HEWITT is and shall remain primarily liable for the successful completion of all work in accordance this Agreement irrespective of whether AON HEWITT is using an AON HEWITT Agent to perform some or all of the work contemplated by this Agreement, and irrespective of whether the use of such AON HEWITT Agent has been approved by the COUNTY. Notwithstanding the foregoing, AON HEWITT may assign this Agreement to an affiliate of AON HEWITT in connection with an internal reorganization.

14. Assignment; Amendment; Waiver; Subcontracting. This Agreement and the rights and obligations hereunder may not be in whole or part (i) assigned, transferred or disposed of, (ii) amended, (iii) waived, or (iv) subcontracted, without the prior written consent of the County Executive or his or her duly designated deputy (the "County Executive"), and any purported assignment, other disposal or modification without such prior written consent shall be null and void. The failure of a party to assert any of its rights under this Agreement, including the right to demand strict performance, shall not constitute a waiver of such rights.

15. Termination. (a) Generally. This Agreement may be terminated (i) for any reason by the COUNTY upon thirty (30) days' written notice to AON HEWITT, (ii) for "Cause" by the COUNTY immediately upon the receipt by AON HEWITT of written notice of termination, (iii) upon mutual written Agreement of the COUNTY and AON HEWITT, (iv) immediately by the COUNTY in the event of the termination or impending termination of federal or state funding for the services to be provided under this Agreement, and (v) in accordance with any other provisions of this Agreement expressly addressing termination.

As used in this Agreement the word "Cause" includes: (i) a breach of this Agreement; and (ii) the failure to obtain and maintain in full force and effect all Approvals required for the services described in this Agreement to be legally and professionally rendered.

(b) By AON HEWITT. This Agreement may be terminated by AON HEWITT if performance becomes impracticable through no fault of AON HEWITT, where the impracticability relates to AON HEWITT's ability to perform its obligations and not to a

judgment as to convenience or the desirability of continued performance. Termination under this subsection shall be effected by AON HEWITT delivering to the Commissioner of the DEPARTMENT and the Commissioner of the COMMISSION or other head of the Department (the "Commissioner"), at least sixty (60) days prior to the termination date (or a shorter period if sixty days' notice is impossible), a notice stating (i) that AON HEWITT is terminating this Agreement in accordance with this subsection, (ii) the date as of which this Agreement will terminate, and (iii) the facts giving rise to AON HEWITT's right to terminate under this subsection. A copy of the notice given to the Commissioner shall be given to the Deputy COUNTY Executive who oversees the administration of the Department (the "Applicable DCE") on the same day that notice is given to the Commissioner.

16. Accounting Procedures; Records. AON HEWITT shall maintain and retain, for a period of six (6) years following the later of termination of or final payment under this Agreement, complete and accurate records, documents, accounts and other evidence, whether maintained electronically or manually ("Records"), pertinent to performance under this Agreement. Records shall be maintained in accordance with Generally Accepted Accounting Principles. Such Records shall at all times be available for audit and inspection by the Comptroller, the Department, any other governmental authority with jurisdiction over the provision of services hereunder and/or the payment therefore, and any of their duly designated representatives. The provisions of this Section shall survive the termination of this Agreement. Any audit conducted pursuant to this Section 16 shall be at the sole cost and expense of the COUNTY.

17. Limitations on Actions and Special Proceedings Against the COUNTY. No action or special proceeding shall lie or be prosecuted or maintained against the COUNTY upon any claims arising out of or in connection with this Agreement unless:

(a) Notice. At least thirty (30) days prior to seeking relief AON HEWITT shall have presented the demand or claim(s) upon which such action or special proceeding is based in writing to the Applicable DCE for adjustment and the COUNTY shall have neglected or refused to make an adjustment or payment on the demand or claim for thirty (30) days after presentment. AON HEWITT shall send or deliver copies of the documents presented to the Applicable DCE under this Section to each of (i) the DEPARTMENT and the (ii) the COUNTY (at the address specified above for the COUNTY) on the same day that documents are sent or delivered to the Applicable DCE. The complaint or necessary moving papers of AON HEWITT shall allege that the above-described actions and inactions preceded AON HEWITT's action or special proceeding against the COUNTY.

(b) Time Limitation. Such action or special proceeding is commenced within the earlier of (i) one (1) year of the first to occur of (A) final payment under or the termination of this Agreement, and (B) the accrual of the cause of action, and (ii) the time specified in any other provision of this Agreement.

18. Consent to Jurisdiction and Venue; Governing Law. Unless otherwise specified in this Agreement or required by Law, exclusive original jurisdiction for all claims or actions with

respect to this Agreement shall be in the Supreme Court in Nassau County in New York State or in the United States District Court for the Eastern District of New York and the parties expressly waive any objections to the same on any grounds, including venue and forum non conveniens. This Agreement is intended as a contract under, and shall be governed and construed in accordance with, the Laws of New York State, without regard to the conflict of laws' provisions thereof.

19. Notices. Any notice, request, demand or other communication required to be given or made in connection with this Agreement shall be (a) in writing, (b) delivered or sent (i) by hand delivery, evidenced by a signed, dated receipt, (ii) postage prepaid via certified mail, return receipt requested, or (iii) overnight delivery via a nationally recognized courier service, (c) deemed given or made on the date the delivery receipt was signed by a County employee, three (3) business days after it is mailed or one (1) business day after it is released to a courier service, as applicable, and (d)(i) if to the Department, to the attention of the Commissioner at the address specified above for the Department, (ii) if to an Applicable DCE, to the attention of the Applicable DCE (whose name AON HEWITT shall obtain from the Department) at the address specified above for the COUNTY, (iii) if to the Comptroller, to the attention of the Comptroller at 240 Old Country Road, Mineola, NY 11501, and (iv) if to AON HEWITT, to the attention of the person who executed this Agreement on behalf of AON HEWITT at the address specified above for AON HEWITT, or in each case to such other persons or addresses as shall be designated by written notice.

20. All Legal Provisions Deemed Included; Severability; Supremacy. (a) Every provision required by Law to be inserted into or referenced by this Agreement is intended to be a part of this Agreement. If any such provision is not inserted or referenced or is not inserted or referenced in correct form then (i) such provision shall be deemed inserted into or referenced by this Agreement for purposes of interpretation and (ii) upon the application of either party this Agreement shall be formally amended to comply strictly with the Law, without prejudice to the rights of either party.

(b) In the event that any provision of this Agreement shall be held to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

(c) Unless the application of this subsection will cause a provision required by Law to be excluded from this Agreement, in the event of an actual conflict between the terms and conditions set forth above the signature page to this Agreement and those contained in any schedule, exhibit, appendix, or attachment to this Agreement, the terms and conditions set forth above the signature page shall control. To the extent possible, all the terms of this Agreement together with any schedules, exhibits, appendices or attachments should be read together as not conflicting.

(d) Each party has cooperated in the negotiation and preparation of this Agreement. Therefore, in the event that construction of this Agreement occurs, it shall not be construed against either party as drafter.

21. Section and Other Headings. The section and other headings contained in this Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Agreement.

22. Entire Agreement. This Agreement represents the full and entire understanding and agreement between the parties with regard to the subject matter hereof and supercedes all prior agreements (whether written or oral) of the parties relating to the subject matter of this Agreement.

23. Administrative Service Charge. AON HEWITT agrees to pay the County an administrative service charge of Five Hundred and Thirty-Three Dollars ($533.00) for the processing of this Agreement pursuant to Ordinance Number 74-1979, as amended by Ordinance Number 201-2001<tel:201-2001> and 128-2006<tel:128-2006>. The administrative service charge shall be due and payable to the County by the Contractor upon signing this Agreement. Contractor checks for the administrative service charge should be payable to the order of "Nassau County."

24. Executory Clause. Notwithstanding any other provision of this Agreement:

(a) Approval and Execution. Neither the COUNTY nor AON HEWITT shall have any liability under this Agreement (including any extension or other modification of this Agreement) to any Person unless (i) all requisite COUNTY approvals have been obtained, including, if required, approval by the County Legislature, and any other governmental authorities, and (ii) this Agreement has been executed by the County Executive (as defined in this Agreement).

(b) Availability of Funds. The COUNTY shall have no liability under this Agreement (including any extension or other modification of this Agreement) to any Person beyond funds appropriated or otherwise lawfully available for this Agreement, and, if any portion of the funds for this Agreement are from the state and/or federal governments, then beyond funds available to the COUNTY from the state and/or federal governments. In the event funds are not appropriated or available to pay AON HEWITT for any portion services hereunder, AON HEWITT shall be under no obligation to render such services.

IN WITNESS WHEREOF, AON HEWITT and the COUNTY have executed this Agreement as of the date first above written.

AON CONSULTING, INC.

By: Bri M Fer
Name: Brian M. Fer
Title: VP-Legal
Date: 4/14/16

NASSAU COUNTY

By:__________
Name:__________
Title:__________
Date:__________

PLEASE EXECUTE IN BLUE INK

STATE OF ILLINOIS)
)ss.:
COUNTY OF LAKE)

On the 14th day of April in the year 2016 before me personally came Brian Lein to me personally known, who, being by me duly sworn, did depose and say that he or she resides in the County of Lake; that he or she is the Vice President [illegible] of [illegible] Consulting, Inc, the corporation described herein and which executed the above instrument; and that he or she signed his or her name thereto by authority of the board of directors of said corporation.

NOTARY PUBLIC

Official Seal
Ann M Olszewski
Notary Public State of Illinois
My Commission Expires 05/08/2016

STATE OF NEW YORK)
)ss.:
COUNTY OF NASSAU)

On the ____ day of _______________ in the year 2016 before me personally came ______________________ to me personally known, who, being by me duly sworn, did depose and say that he or she resides in the County of ______________; that he or she is a Deputy County Executive of the County of Nassau, the municipal corporation described herein and which executed the above instrument; and that he or she signed his or her name thereto pursuant to Section 205 of the County Government Law of Nassau County.

____
NOTARY PUBLIC

Addendum A

A) SCOPE OF SERVICES: Entry-level Examination

1. COUNTY hereby retains AON HEWITT to develop a written examination procedure consistent with (i) Title VII of the Civil Rights Act of 1964, as amended, 42 U.S.C. § 2000e, et seq. (hereinafter referred to as "Title VII"), (ii) the Uniform Guidelines for Employee Selection Procedures, 28 C.F.R. Part 50.14, 29 C.F.R. Part 1607, 31 C.F.R. Part 51.53 (hereinafter referred to as the "Uniform Guidelines") or successor guidelines, and (iii) the Consent Decree entered in United States v. Nassau County, et al., 77 Civ. 1881 (E.D.N.Y.), on April 21, 1982, (the "1982 Consent Decree"), for use in screening candidates for the entry level position of police officer which will focus on and measure basic entry skills, abilities and personal attributes necessary to perform the job of police officer.

2. AON HEWITT will develop the selection procedures and the administrative procedures necessary to introduce the candidate to the written examination, summarize and score candidate performance, provide the COUNTY with summary of each candidate's qualifications, and provide a means for archiving test data.

3. AON HEWITT will provide the COUNTY with (i) a written examination for the entry level position of police officer, (ii) procedures to administer the written examination, (iii) scoring interpretation and record keeping associated with use of the new written examination, (iv) recommendations for using the tests as part of the overall selection process, (v) technical documentation to address the Uniform Guidelines requirements, including the completion of a validation study and written report on that study, (vi) descriptions of all technical phases of the project should they be challenged by individual applicants or by any Federal or State enforcement agency, and (vii) reasonable defense of any claims, actions, suits or any litigation brought in connection with the services described herein.

4. The parties agree that the COUNTY will have the sole responsibility for establishing minimum qualifications and requirements for entry-level police officers, including the establishment of cut-off scores.

5. AON HEWITT acknowledges that the current civil service list for the position of police officer in Nassau County expires on Police Officer Exam No. 2000 – on June 24, 2018 and may be extended at the discretion of the Civil Service Commission, and with the approval of a Court of competent jurisdiction. The parties agree to make best efforts to ensure that the examination herein described is administered before June 15, 2017 which is contingent upon the timely efforts and cooperation by COUNTY, DEPARTMENT, and COMMISSION to provide all required resources and support to enable AON HEWITT to meet the timeframes. AON HEWITT will develop and deliver

a written examination for the position of police officer to be administered by COUNTY in sufficient time for the COUNTY to fulfill its obligations under the (a) Consent Decree with the U.S. Department of Justice, dated April 21, 1982, and (b) Consent Order dated April 29, 2002, entered in United States v. Nassau County, et al., 77 Civ. 1881 (E.D.N.Y.), and to obtain approval from the United States District Court for the Eastern District of New York to use the results of the new examination. It is agreed that specific deadlines for the key events under this contract including examination announcement date, examination administration date, delivery of candidate score roster and delivery of technical report to the Commission will be established through negotiation after the project commences and as it develops. AON HEWITT agrees to meet the schedules and time lines as set forth above, and as negotiated between the parties, but AON HEWITT shall not be liable for delays caused by COUNTY, DEPARTMENT, or COMMISSION, or due to any other cause beyond the reasonable control of AON HEWITT.

6. Work Plan

Step 1: Update the Archival Databases

a. Work together with personnel within the COMMISSION and the DEPARTMENT identified by the COUNTY to serve as liaison to AON HEWITT, and assist in the identification and collection of records and data, scheduling of DEPARTMENT personnel, and other activities to facilitate project work.

b. Using data or records previously provided by the COMMISSION or the DEPARTMENT, retrieve data pertaining to applicants who were appointed to the Police Academy, as part of the 2003, 2007, and 2013 COMPLIANCE PROJECTS, whether for the COUNTY or other Nassau County police agencies; code-in appointment date, appointing agency, graduation date, etc. Also retrieve Academy performance results for all recruits (e.g., test scores, unit exam results, drop-out information, class rank, etc.)

c. For all Nassau County Police Department appointees identified in b. above, retrieve from COMMISSION or DEPARTMENT data or records each individual's dates of service with DEPARTMENT; if currently employed, each individual's current rank and assignment; or if no longer employed, circumstances or reasons for termination of employment. Use this information to supplement the database for appointees as noted in b above.

d. Update the DEPARTMENT, the COMMISSION, and the COUNTY ATTORNEY on progress and upcoming steps.

e. Confirm plans for exam administration date, recruitment efforts, venues, and support personnel.

f. Produce and provide to the COUNTY ATTORNEY for review the draft of a project technical report chapter documenting the study's scope and objectives and research approach.

Step 2: Update and Expand Nassau County Job Analysis Documentation

a. Retrieve all 2012 job analysis instruments, data and results.

b. Review the 2012 job analysis results with a representative focus group of job content experts in the DEPARTMENT; identify any areas of job changes. Revise job analysis instruments as required to reflect these changes.

c. Revise the job analysis methodology by increasing the focus of rating formats on absolute frequency of task performance and time spent by officers in performance of these tasks. In addition, add a formal "linkage" process between important job tasks and important skills, abilities and personal characteristics (SAPCs), with the objective of augmenting evidence for content validity of SAPCs.

d. Collect ratings data from representative focus groups of job incumbents, supervisors and trainers. Compare these ratings to those obtained prior to the 2007 examination. Verify that the 2012 job analysis results, which formed much of the basis for validity of that examination, continue to be relevant to the current police officer job. In addition, if the revised job analysis methodology described in c. above suggests that development of additional or different examination content may be warranted for the current examination, document the relevant findings, and with the agreement of all parties, proceed with the optional work described below as Step 3.

e. Review the updated job analysis results with representatives of the DEPARTMENT, the COMMISSION and the COUNTY ATTORNEY and review upcoming steps.

f. Produce and provide the COUNTY ATTORNEY for review the draft of a project technical report chapter documenting the study's job analysis approach, data gathering strategy, data analysis and data integration results. Document AON HEWITT's conclusions regarding the relevance and job-relatedness of the examination as used in 2012 for re-administration in Nassau County in 2017, and as appropriate, the justification for pursuing the activities described in Step 3 below..

Step 3: (Optional) Develop Additional Examination Content

a. If, as described in Step2-d above, it agreed that the job analysis supports the development of specific examination content in addition to the current composition of the examination, AON HEWITT will draft new items or examination section(s) to meet this specification.

b. The newly developed examination materials will be systematically reviewed with relevant content matter experts to evaluate content validity. As necessary based upon this review, materials will be revised and reevaluated.

c. New material as finalized will be incorporated into the 2016 examination on a draft basis, and test booklets and answer documents will be appropriately updated.

d. Subsequent to examination administration and scoring (Steps 5 and 6), item analysis will be performed on all new content based on candidate responses. Based on the outcomes of this analysis, certain of the newly incorporated items may be found to have technical or statistical characteristics that would preclude their use. Such items will be eliminated from the scoring key. Remaining items will be statistically summarized, and the results compared and contrasted with candidate outcomes for the previously existing sections of the examination.

e. Review this research with representatives of the DEPARTMENT, the COMMISSION and the COUNTY ATTORNEY.

f. Produce and provide to the COUNTY ATTORNEY for review the draft of a project technical report chapter documenting the research methodology, analyses and findings obtained in addressing the objectives of this Step 3.

Step 4: <u>Analyze Criterion-Related Validity of Recent Nassau County Police Officer Examinations</u>

a. Use a criterion-related validation study design to evaluate the Nassau County exam as used in 2003, 2007, and 2012 against criteria of on-the job performance and attrition from the force for the large number of NCPD members appointed based on these examinations. Collect performance ratings from these Officers' current supervisors, using instruments originally developed in the validation of the 1994 examination. Measure attrition based on archival data for Officers no longer employed. Compare the results to similar research conducted with the 1994 Nassau County examination, and with AON HEWITT's *Protective Services Profile (PSP)*. Answer the following questions:

   i) Do these recent exams, or their specific individual components, relate significantly ($p<.05$) to measures of Officer performance, or to attrition?

   ii) What weighting of examination components would optimize the criterion-related validity of the overall examination for these criteria?

   iii) How do results of the Nassau County 2003, 2007 and 2012 exams validated against Officer performance criteria compare to corresponding results for the 1994 exam and the *PSP*? Is there significant difference in the predictive validity of these exams with respect to forecasting officer performance outcomes?

b. Produce statistical data to document results of the preceding analyses; prepare a summary of findings and recommendations.

c. Review recommendations for test administration with representatives of the DEPARTMENT, the COMMISSION and the COUNTY ATTORNEY.

d. Produce and provide to the COUNTY ATTORNEY for review the draft of a project technical report chapter documenting the research methodology, analyses and findings obtained in addressing each of the research questions posed in this Step 4.

e. If necessary, meet with the U.S. Department of Justice to review the technical report materials produced during project steps 1, 2, 3 and 4.

Step 5: <u>Develop Exam Administration Support Materials</u>

a. Assist COMMISSION in preparing materials that describe the content and format of the examination for the orientation of applicants.

b. Produce Test Administrator training and support procedures.

c. Provide on-site assistance with Test Administrator training and preparation, and make consulting staff available for telephone consultation during testing session hours.

Step 6: <u>Score the Written Exam and Report Results</u>

a. Score and database all applicant exam responses.

b. Use the applicant database to evaluate adverse impact, produce appropriate range restriction corrections to the Step 4 validation results, and make final statistical displays.

c. Produce candidate score rosters and technical report documentation.

d. Report on project results to representatives of the DEPARTMENT, the COMMISSION, and the COUNTY ATTORNEY.

e. *As a separate endeavor* AON HEWITT shall remain available to provide technical support if outside parties challenge exam results. Requests for such support shall be on a time and expense basis separate from this agreement, and shall be additional billables at AON HEWITT'S then applicable rates.

f. Produce and provide to the COUNTY ATTORNEY for review the draft of a project technical report chapter summarizing the results of all candidate testing activity. Provide in the report AON HEWITT's recommendations for examination implementation and use in candidate processing.

g. Produce and provide to the COUNTY ATTORNEY the final project technical report.

h. If necessary, upon request of the COUNTY or the DEPARTMENT meet with the U.S. Department of Justice. Provide and/or interpret such information or data as their expert reviewers may request.

8. AON HEWITT agrees that it will deliver the candidate scores and the project technical report to the COUNTY no later than seventy-five (75) days after completion of examination administration provided that the COUNTY has met its payment obligations set forth in Addendum B, for phases (i) through (iv) above, and payment obligations for optional services outlined in Section B.

9. Upon the request of the County, at additional cost to be determined at the time of request, AON HEWITT shall perform all acts deemed reasonably necessary by the County to assist the County in making an application to the court to terminate the Consent Decree with the U.S. Justice Department. Such acts may include, but not be limited to, providing expert testimony, the making of statements and affidavits, attendance at hearings and trials, production of documents, and assistance in securing and giving evidence. This Section 9 shall survive the termination of this Agreement.

B. OPTIONAL TEST SCHEDULING AND SUPPORT SERVICES TO BE PROVIDED WITH WRITTEN PRE-APPROVAL OF THE DEPARTMENT OR COMMISSION.

1. The COUNTY will be conducting testing at various testing sites throughout the Nassau County area. AON HEWITT will provide support services for the test scheduling process. AON HEWITT agrees to provide the COUNTY with law enforcement testing scheduling and support services <u>for to the Term of this Agreement and after the Term, continuing services my be negotiated between the parties subject to paragraph 2 herein (the "Term").</u>

2. <u>Time Frame and Scope of Services</u>

a) A minimum of twelve (12) weeks prior to the first day of the testing the COUNTY will provide to AON HEWITT the master examination schedule and list of all testing sites and session info including Facility name, room/class number(s), location address, dates, and times.

b) A minimum of twelve (12) weeks prior to the first day of testing the COUNTY will provide AON HEWITT with template wording for the scheduling letter, directions to the testing sites, and parking information for inclusion in the packets. AON HEWITT will help refine as requested, and will be responsible for formatting and copying any material provided by the COUNTY for inclusion in the packet.

c) Eight (8) weeks prior to the first day of testing, AON HEWITT shall provide to the County for review and approval the Frequently Asked Questions, and a sample test study manual, both of which will be included in the packet.

d) Eight (8) weeks prior to the first day of testing, AON HEWITT shall create custom scheduling database with information provided by the County with respect to master examination schedule, testing sites, and session information.

e) Eight (8) weeks prior to the first day of testing, the COUNTY shall provide to AON HEWITT importable data (Access, Excel or a Text File – comma or tab delimited format) of their prescreened candidate contact information (name, address, phone, social security number, Sabbath requirements, military duty) of those applicants desired to be scheduled by AON HEWITT for the COUNTY testing

f) Six (6) weeks prior to the first day of testing, AON HEWITT shall generate a custom letter packet with a total of 6 sheets that provides notice of the exam schedule to candidates and provides additional materials. The letter shall include the assigned testing site location, room number, examination date and time, requirements, check-in and identification procedures. The custom letter packet shall also include a sample test study manual, Frequently Asked Questions, directions to the test sites, and parking information.

g) Eight (8) weeks prior to the first day of testing AON HEWITT will import the data provided by the County, merge information listed above into the database, and create individual candidate testing schedules. AON HEWITT will also generate a random

match between the candidate and the test site, room, date, and time of the examination for that candidate.

(i) When generating the scheduling for candidates, AON HEWITT will offer a re-schedule telephone number for candidates that may be scheduled for days that observe the Sabbath; for Friday evening through Saturday afternoon test sessions

(ii) Candidates who are in the military and notify the COMMISSION they are not available on the examination date will not be scheduled for an examination. This information must be provided to AON HEWITT.

h) Five (5) weeks prior to the first day of testing AON HEWITT will send a master schedule list to the COUNTY.

i) Three (3) weeks prior to the first day of testing, AON HEWITT shall mail by first-class mail, the custom letter packets to all the candidates simultaneously. AON HEWITT will notify the COUNTY of the number of letter packets to be sent, the COUNTY will provide AON HEWITT with stationery letterhead, and COUNTY will provide the 9x12 envelopes for that purpose

3. Fees for Optional Scheduling and Support Services. - For purposes of test scheduling and support services, the COUNTY agrees to pay AON HEWITT as services are provided, and as outlined below:

a. Project Initiation and Technology Fee: Eighteen thousand dollars ($18,000.00) will be billed by AON HEWITT to the COUNTY upon execution of this agreement. Charges related to the project which shall be covered by this fee shall include: project management and coordination; AON HEWITT transition work; set up of communications; creation of the custom scheduling database; obtaining and merging candidate contact data, test sites, dates, times, etc. from the COUNTY into AON HEWITT's database; creation of an informational and tracking database to be used by AON HEWITT call center agents fielding candidate inquiries and for the generation of the custom letter packet and rosters.

b. In addition, AON HEWITT will bill $5.00 per candidate, plus first-class postage & materials for the Scope of Services described in Section B. (2) (i), which will be invoiced on a monthly basis as these services are provided.

c. Ongoing law enforcement test scheduling optional support services, as described in Section B.4 will be invoiced on a monthly basis as these services are provided. AON HEWITT will bill $5.25 per inbound call and $6.75 per re-schedule call that is taken from the AON HEWITT call center.

d. In addition to the product and service fees set forth in Addendum B of this agreement, the COUNTY will reimburse AON HEWITT for the following business expenses incurred by performing the services in this agreement. Reimbursement is due upon submission of the invoices:

(i) Postage; and shipping by express courier (if necessary, and upon prior approval by the DEPARTMENT or the COMMISSION), for any items will be billed back at standard USPS rates.

(ii) Supplies, printing and printed materials.

(iii) Storage/handling for records ($2.50/box per month)

(iv) Travel expenses including: Car rental; Mileage at IRS stated rate; Airfare; Lodging; and meals.

4. Additional Optional Services to Be Provided Upon Pre-Approval in Writing by the COMMISSION or DEPARTMENT.

a. AON HEWITT will mail out test results and/or a follow-up letter in a 1-page mailing on County letterhead to all tested candidates on behalf of the COUNTY at a cost of **$4.00** per letter, plus first-class postage, invoiced on a monthly basis as these services are provided. The COUNTY will supply letter-size window envelopes and letterhead for results notification.

b. Any additional IT programming/development, including IT redesign, modifications, changes, programming changes, etc. will be billed at **$150.00** per hour.

c Proposed billing for any additional responsibilities requested that are outside of those outlined in the Scope of Services in Section B herein will be provided by AON HEWITT to the COUTY in advance of the performance of these responsibilities and the requested activities performed only with prior written approval by the COUNTY.

d. Any additional reports, custom reports, or modification of existing reports for services outlined in Section B herein that are not already contemplated by this Amended Agreement will be billed at $80.00 per hour.

Addendum B – Entry-level Examination-Payment Schedule

1. For all professional services and charges related to the project outlined in Addendum A, except travel-related expenses and where otherwise noted, the COUNTY shall pay to AON HEWITT (a) a project fee (hereinafter the "Project Fee") based upon the number of documented candidates who attend and sit for the written examination as specified below, or (b) the amounts indicated in Paragraph 2 below, whichever amount is greater.

(i) First 5,000 Candidates (1 – 5,000)	$20.00 per candidate
(ii) Next 5, 000 Candidates (5,001-10,000)	$15.00 per candidate
(iii) Next 10,000 Candidates (10,001-20,000)	$12.00 per candidate
(iv) All additional candidates (20,0001 and above)	$10.00 per candidate

a. "Charges related to the project outlined in Section A" which shall be covered by the Project Fee shall include:

(i) clerical services, including but not limited to, word processing proofing, copying and related project support activities;

(ii) printing and copying of testing materials, reports, and related project support activities;

(iii) computer services, including but not limited to data base development (other than development costs related to the optional services in Addendum A, statistical analysis, and related aspects of project research;

(iv) telephone, postage and shipping, including but not limited to direct charges for telephone, postage, express mail, rapid delivery services, and facsimile transmissions, other than for those items described in Section B below and as noted in optional services in Addendum A.

b. "Travel-related expenses," including reasonable direct out-of-pocket expenses associated with air and ground travel, meals and lodging, expended in completing project work shall not be included in the foregoing fee schedule and will be charged separately upon submission of claim forms and supporting documentation on a monthly basis to the County Controller which have been approved by the DEPARTMENT certifying that said expenses were necessarily incurred. AON HEWITT estimates that the "travel-related expenses" which will be incurred in completing the project will be $20,000, but billing shall be based on actual expenses.

2. The COUNTY shall pay AON HEWITT the Project Fee upon submission of claim forms to the County Controller that have been approved by the COMMISSION certifying that the professional services have been rendered by AON HEWITT according to the following schedule. Payment terms are net sixty (60) days from date of invoice/claim form. The Project Fee schedule is as follows:

(i) Upon formal initiation of project work	$35,000
(ii) Upon completion and submission of the draft Technical Report chapter described in Work Plan Step 1 (scope, objectives)	$35,000
(iii) Upon completion and submission of the draft Technical Report chapter described in Work Plan Step 2 (job analysis)	$35,000
(iv) Upon completion and submission of the draft Technical Report chapter described in Work Plan Step 4 (Validation report)	$35,000
(v) Close of candidate registration	40% of Project Fee, less payments made under (i) through (iv)
(vi) Completion of examination administration	35% of Project Fee
(vii) Delivery of candidate scores and completed project Technical Report	$45,000
(viii) Completion of project	25% of Project Fee, less payment made under (vii)

The Payments under (v) and (vi) shall be based on the number of candidates who register to sit for the examination. The final payment under (viii) shall be based on the number of candidates who attend and sit for the examination, and shall be adjusted to account for any differences in the amounts of payments under (v) and (vi) which will have been based on the number of candidates registered to sit for the examination. The total Project Fee shall be the

greater amount based on the number of candidates who attend and sit for the examination or total amount under (i), (ii), (iii), (iv), and (vii).

Should the parties to this agreement conclude that development of additional examination content is appropriate and justified, AON HEWITT will carry out the work described in Step 3 of the Workplan as previously described as a separate undertaking. Professional fees for completion of this work will be $90,000. Travel-related expenses pertaining to this work will be invoiced in addition to this amount.

AON HEWITT agrees to send all invoices to the COMMISSION. The COMMISSION will provide any invoices for Development Services to the DEPARTMENT for approval review. The COMMISSION will review for approval invoices for Administrative Services.

Final payment under (vii) will be contingent upon completion of the Project. Completion will be determined by and in the sole and absolute discretion of the COUNTY and/or the DEPARTMENT. The determination of completion will be primarily based upon the Justice Department deeming the test valid, and such determination will not be unreasonably withheld.

Addendum C- Promotional Examination Scope of Services

1. Scope of Services: COUNTY hereby retains AON HEWITT to develop a written examination procedure consistent with (i) Title VII of the Civil Rights Act of 1964, as amended, 42 U.S.C. § 2000e, et seq. (hereinafter referred to as "Title VII"), (ii) the Uniform Guidelines for Employee Selection Procedures, 28 C.F.R. Part 50.14, 29 C.F.R. Part 1607, 31 C.F.R. Part 51.53 (hereinafter referred to as the "Uniform Guidelines") or successor guidelines, and (iii) the Consent Decree entered in United States v. Nassau County, et al., 77 Civ. 1881 (E.D.N.Y.), on April 21, 1982, (the "1982 Consent Decree"), for use in screening police officers for promotion to the rank of Police Sergeant ("Promotional Examination").

2. AON HEWITT will develop the selection procedures and the administrative procedures necessary to introduce the candidate to the written examination, summarize and score candidate performance, provide the COUNTY with summary of each candidate's qualifications, and provide a means for archiving test data.

3. AON HEWITT will provide the COUNTY with (i) a written examination for the promotional examination, (ii) procedures to administer the written examination, (iii) scoring interpretation and record keeping associated with use of the new written examination, (iv) recommendations for using the tests as part of the overall selection process, (v) technical documentation to address the Uniform Guidelines requirements, including the completion of a validation study and written report on that study, (vi) descriptions of all technical phases of the project should they be challenged by individual applicants or by any Federal or State enforcement agency, and (vii) reasonable defense of any claims, actions, suits or any litigation brought in connection with the services described herein.

4. The parties agree that the COUNTY will have the sole responsibility for establishing minimum qualifications and requirements for the promotional examination, including the establishment of cut-off scores, based upon the recommendations of AON, which will factor in the feedback from the Department of Justice.

5. AON HEWITT acknowledges that the current civil service list for the position of Sergeant in Nassau County No. 3015 expires on June 12, 2018 and most likely will be exhausted prior to its expiration. The current list may be extended at the discretion of the Civil Service Commission, and with the approval of a Court of competent jurisdiction. The parties agree to make best efforts to ensure that the examination herein described is administered before March 1, 2017 which is contingent upon the timely efforts and cooperation by COUNTY, DEPARTMENT, and COMMISSION to provide all required resources and support to enable AON HEWITT to meet the timeframes. AON HEWITT will develop and deliver a written examination for the promotional examination to be administered by COUNTY in sufficient time for the

COUNTY to fulfill its obligations under the (a) Consent Decree with the U.S. Department of Justice, dated April 21, 1982, and (b) Consent Order dated April 29, 2002, entered in United States v. Nassau County, et al., 77 Civ. 1881 (E.D.N.Y.), and to obtain approval from the United States District Court for the Eastern District of New York to use the results of the new examination. It is agreed that specific deadlines for the key events under this contract including examination announcement date, examination administration date, delivery of candidate score roster and delivery of technical report to the Commission will be established through negotiation after the project commences and as it develops. AON HEWITT agrees to meet the schedules and time lines as set forth above, and as negotiated between the parties, but AON HEWITT shall not be liable for delays caused by COUNTY, DEPARTMENT, or COMMISSION, or due to any other cause beyond the reasonable control of AON HEWITT.

Phase 1: Project Initiation

1.1 Select a *Client Advisory Committee (CAC)* representing the Police Department and Civil Service Commission of Nassau County. Draw upon this group during initial project stages to learn of any revisions in overall Police Department or Civil Service Commission practices since the prior examination. Draw upon the Civil Service Commission members during later stages of the project as planning for examination administration commences.

1.1.1 Meet with and brief the CAC. Identify specific individuals who will serve as liaisons within the Police Department and Civil Service Commission concerning scheduling, data collection, file information retrieval, Police Department communications, and related project needs.

1.1.2 Meet with DOJ to receive DOJ input into the project plan, examination design, and validation approach.

1.1.3 Confirm a project calendar, indicating all project milestones, work product development targets, and a target date for exam administration.

1.1.4 Confirm a final project work plan with input from DOJ and CAC.

1.2 Develop a communication piece for dissemination within the Police Department, announcing commencement of the project and providing a general summary of the work to be executed to all Department members. Use this device to communicate to potential candidates the targeted test administration date, within thirty (30) days of execution of this Agreement.

1.2.1 As necessary, provide an overall project briefing to members of County management, bargaining units, and any other individuals identified by the County and counsel, within thirty (30) days of execution of the Agreement.

1.3 Retrieve all work paper documentation produced during the course of the 2012 exam development project. Also recover the full data base of 2012 applicant test information, test administration materials, etc. Retain the item-level test score data for further evaluation using statistical methods focused upon analysis of psychometric quality and potential test item bias.

1.4 Identify Subject Matter Expert (SME) groups and roles of consultants and NCPD with respect to scheduling SME interviews and meetings.

1.5 Review updated project plan with COUNTY and DOJ.

Phase 2: Job Analysis Update

2.1 Review the results of the 2012 examination's job analysis to identify the key job activity components and key requirements of the Sergeant position.

2.2 Conduct interviews with the Police Commissioner or his designee, 3-4 senior command-level personnel, and 1-2 training personnel focusing upon the primary mission of Nassau County Police Sergeants in today's Departmental organization. Use these interviews to identify the Department's priorities concerning expectations of Sergeants, and to identify any changes in job priorities or external factors that have influenced the position since execution of the 2012 project's job analysis study.

2.3 Summarize the results of the above interviews to identify basic responsibility areas of the current Sergeant's position and to highlight any changes that have affected the position over recent years. Use the results of the summary to prepare a specification of the Sergeant's position primary roles and responsibilities.

2.4 Identify a job expert focus group composed of ten to twelve Patrol Sergeants drawn from each of the County's precincts. Targets for membership in this group would be current Sergeants, each with at least two years in the Sergeant position, to include a range of racial, ethnic and gender groups. In addition, Sergeants who have had instruction in training subordinates and, where possible, who have served across multiple precinct assignments in a supervisory capacity would be desired as participants. An additional member of this focus group should be a trainer in the Sergeant Academy.

2.5 Meet with the job expert focus group for three one-day sessions, during which the group reviews, refines and expands upon the 2012 project's job task,

knowledge, skill and ability inventory. Also, use these sessions as a basis for identifying reference or source materials for job knowledge requirements, and identifying critical incidents that typify the leadership/managerial components of the position.

2.5.1 In the first session, direct the job expert focus group in a systematic review of the 2012 project's job analysis instruments, as well as input provided by senior Police Department personnel (see tasks 2.2, 2.3). The objective of this session will be to edit and add to lists of job tasks, job knowledge , and leadership challenges to assure complete and accurate coverage of all potential Sergeant job activities or requirements in subsequent data collection sessions. In addition this first session would generate a list of critical incidents and challenges that typify the leadership/managerial components of the position, and in particular incidents those that are seen as most commonly presenting challenges to effective job performance, especially early in a Sergeant's tenure in role.

2.5.2 Once updated job task and job knowledge, skill and ability listings have been prepared based upon the first session, the second session will focus on collecting the job expert focus group's judgments concerning both job task content, job knowledge, and leadership/managerial requirements of the current Nassau County Sergeant position. A job analysis inventory will be used to collect ratings by focus group members. Job tasks will be rated on importance to the performance of the job, frequency of performance, and whether task performance is required "Day One" after promotion. Knowledges and leadership/managerial capabilities will similarly be rated by job experts on importance to the job, frequency of use and whether the knowledge or capability is required Day One of the job for effective performance in the role. Additionally, items based on knowledge of particular material items will be rated on the material's source and timing of proficiency attainment, whether knowledge areas must be applied without reference to source materials, and the typicality and criticality of performance in a range of critical incidents.

2.5.3 Analyze and summarize the job analysis inventory information to identify the position's key "Day One" tasks and its key "entry-level" requirements.

2.5.4 Meet for the third day of focus group activity. During this session, lead the group through a "linkage" exercise in order to document the connections between key job tasks and leadership/managerial challenges and the knowledge, abilities, and skills requisite to performance.

2.6 Meet and confer with the Police Commissioner or his designee, and the executive staff to review the results of the work conducted in section 2.5.

2.7 Summarize the results of the total focus group exercise. Prepare a job analysis update report, including tabular and graphic summaries of the job analysis data, highlighting the key job task components of the current Nassau County Sergeant position. Also produce summaries for purposes of comparing the results of the current job analysis with results obtained in the 2012 exam development project.

2.8 Draw upon the job analysis results to produce a specification of the capability areas to be addressed in the updated Sergeant's promotional examination. For each key knowledge, skill and ability area, provide recommendations concerning the assessment medium to be used in evaluating applicant skills.

2.9 Present the results of the job analysis to the *CAC* and to DOJ and provide recommendations concerning the scope and content of the promotional examination.

2.10 Summarize results of the job analysis process in a written Technical Report chapter, comparing results to those obtained in 2012 and specifying steps to be followed in promotional procedure design phases of the project.

Phase 3: Promotional Procedure Design

3.1 Use the job analysis data and information concerning the relative importance of each capability area to establish a relative weighting for each component of the promotional procedure. Review the resulting material with counsel and DOJ representatives, as appropriate.

3.2 Identify assessment medium most appropriate for development of the current exam.

3.3 Draw upon the current job analysis data and test design specification to determine areas where items written for the 2012 examination could be adapted or serve as templates for items for the 2016 examination, without using any questions from the 2012 examination. Preliminary to design of any promotional procedure content, obtain systematic judgments from the Test Development Committee (see Task 3.7) to identify all appropriate source documents (laws, procedures, Departmental training materials, etc.) that pertain to each knowledge area to be addressed by the examination.

3.4 Draw upon the applicant data base produced by the 2012 examination to evaluate item-level psychometric characteristics of the items identified in task 3.3. Apply psychometric techniques to evaluate the professional acceptability of each test item. Identify any test items for which psychometric data indicate the need for revision or deletion. Prepare a developmental specification,

indicating areas where additional examination development work will be necessary.

3.5 Produce a draft document produced by the current job analysis.

3.6 Identify the key job areas where situational judgment test questions should be used in order to appropriately evaluate the underlying constructs that are premised upon all appropriate source documents (laws, procedures, Departmental training materials, etc.) that pertain to each knowledge or managerial/leadership capability area to be addressed by the examination.

3.7 Identify a group of 10 to 12 current Lieutenant and Captain-level personnel (Test Development Committee) to participate in a review of the retained 2012 test items. Structure the review to ensure that each item is held against the most recent job analysis data base and evaluated with respect to its linkage with key job requirements, its clarity, the appropriateness of the "keyed" answer, and the extent to which the item measures a knowledge required at the time of entry to the Sergeant's position. In the event of changes in the content or context of the knowledge base underlying item(s), (such as a change in law, procedure or training doctrine) also review the item(s) for currency. As necessary, revise or adapt 2012 items to address any shortcomings identified by the review, and subject these items to a second review.

3.8 Summarize the results of the above group's work to identify 2012 examination content that the group considers current, relevant, linked to specific job knowledge, skill and ability requirements, keyed correctly, and necessary upon entry to the Sergeant position.

3.9 Use results of the preceding step to identify any important job areas resulting from the most recent job analysis, that are unaddressed or under-addressed by the retained content of the 2012 examination items.

3.10 Draft Situational Judgment Items based on critical incidents gathered in Phase 2. Meet with Test Development Committee review items, draft scoring and determine proposed weightings. Revise or draft additional items based on TDC input.

3.11 Make provisions to ensure complete security of all draft design work and ensure appropriate "confidentiality agreements" with Nassau County personnel participating in the exam development process. Subdivide project work so that any given individual within the County has access to only a relatively small component of any new design work.

3.12 Continue with design work until an overall draft for the new promotional program has been produced. Review of complete item pool and recommended weightings that are tentative and are contingent upon the review after full administration of the examination, with Test Development Committee (TDC).

Review the resulting material with counsel and DOJ representatives, as appropriate.

Phase 4: Promotional Procedure Validation

4.1 Assemble an additional job expert review panel of 10 to 12 Lieutenants and Captains (Test Review Committee) whose role will be to evaluate the content of all draft promotional procedures. The group's role will be to review all components of the draft procedures and to link its items to job analysis findings concerning key job requirements. In addition, the panel will use established procedures (e.g., Angoff ratings) to set an appropriate and supportable cut-score.

4.1.1 Conduct an item-by-item review of all components of the promotional procedures. Focus the group's attention on documenting the linkage between the project's job analysis and the content of the new promotional components. Produce rating scale formats, and provide for narrative evaluations regarding the content validity of each item.

4.1.2 Summarize the results of the group's evaluations and undertake revisions to the promotional procedures necessary to satisfy both technical and professional review of the procedure. Prepare any final revisions to instructions, practice exercises, time frames, etc., indicated by the expert panel review procedures.

4.2 Meet and confer with the Police Commissioner or his designee, and the executive staff to review the results of the work conducted in section 4.1.

4.3 Prepare a written Technical Report chapters concerning results of the promotional procedure design, content validation and cut-score establishment processes that are tentative and contingent upon review after full administration of the examination. Present the report to the *CAC*.

Phase 5: Promotional Procedure Implementation

5.1 Prepare necessary administrative support materials, such as the examination announcement, Study Guide reading list specifications, exam preview materials for interested candidates, etc. Provide to, and review these materials with, representatives of the Civil Service Commission. Arrange printing and delivery of the finalized Study Guide to the Department, so the Study Guide may be distributed by the County at least ninety (90) days prior to the examination date.

5.2 Prepare all training materials necessary to instruct Test Administrators in standard procedures including administration scripts and candidate instructions. Work with the Civil Service Commission to review testing site(s) and to arrange for all materials necessary for proper administration of each promotional procedure component.

5.3 Execute administration of the process, ensuring that all test security requirements are satisfied.

5.3.1 Provide assistance in planning for, and oversight of the test administration session(s).

5.3.2 Provide for secure printing and transportation of exam materials to the Civil Service Commission.

Phase 6. Post-Administration Activities

6.1 Execute examination scoring, and tabulate both component and overall promotional procedure scores. Enter all item-level data onto computer data base for statistical analysis.

6.2 Undertake item-level analysis, using the same psychometric methods applied in evaluating the 2013 examination results. Identify any items that present unacceptable psychometric characteristics (e.g., unacceptable item-total correlation, extreme difficulty, etc.).

6.3 As appropriate and factoring in feedback from the DOJ, delete any promotional procedure items that do not satisfy technical criteria.

6.4 Prepare materials to facilitate a "key review" process for candidates. Respond to any issues arising out of this review process.

6.5 Respond to any post-examination inquiries or protests by candidates regarding examination item content or scoring. Assist in a formal review by Department experts of any such inquiries. If appropriate, rekey any items in need of adjustment.

6.6 Analyze the procedure's validity and its adverse impact upon racial, ethnic and gender minorities.

6.7 Confer with County and DOJ on procedures for calculating final scores. Prepare final applicant scores and ranking.

6.8 Prepare a summary report of promotional procedure scoring and present the project results to the *CAC*.

6.9 Provide to the Civil Service Commission a listing of all candidates, their promotional procedure scores and other identifying information requested by the Commission.

6.10 Prepare a final Technical Report documenting all promotional procedure design, validation and implementation work. Provide the report to Nassau County management within one hundred and twenty (120) days after administration of the examination and meet, if appropriate, with DOJ representatives to discuss the results of the process and to describe the planned implementation strategy.

6.11 Prepare a complete data base of all project work products, data and promotional procedure scoring information. Archive this information for future use.

Addendum D- Promotional Examination Payment Schedule

1. For all professional services and charges related to the project outlined in Addendum C, the COUNTY shall pay to AON HEWITT SIX HUNDRED AND THIRTY EIGHT THOUSAND DOLLARS ($638,000.00), to be carried out as a firm, fixed-price contract. This fee shall be inclusive of all professional and reimbursable expenses and in addition shall include the following:

- All professional consulting time devoted to the project (estimated at approximately 1350 hours)

- All clerical and administrative time required to produce the project deliverables (estimated at approximately 840 hours)

- All travel expenses incurred by AON HEWITT personnel in the completion of project work

- All expenses for the printing, binding and shipping of test booklets, answer documents, questionnaires, study guides, reports, and other printed materials required for both the completion of the research phases of the project and the implementation of testing

- All time and expenses associated with answer sheet scanning and with scoring of the examination

- All other miscellaneous expenses incurred in association with the project

2. Payments shall be in accordance with the completion of specific project milestones detailed in five (5) Phases of the Project Technical Plan as set forth in Addendum C, as follows:

- MILESTONE ONE: One Hundred TWENTY FIVE Thousand Dollars ($125,000.00) upon satisfactory completion of Phase 1 "Project Initiation".

- MILESTONE TWO: One Hundred TWENTY FIVE Thousand Dollars ($125,000.00) upon satisfactory completion of the Phase 2 "Job Analysis".

- MILESTONE THREE: One Hundred TWENTY FIVE Thousand Dollars ($125,000.00) upon satisfactory completion of Phase 3 "Promotional Procedure Design".

- MILESTONE FOUR: One Hundred TWENTY FIVE Thousand Dollars ($125,000.00) upon administration of the examination and satisfactory completion of Phase 4 through Phase 5.
- MILESTONE FIVE: One Hundred THIRTY EIGHT Thousand Dollars ($138,000.00) upon submission and acceptance of the final Technical Report and satisfactory completion of Phase 6.

Appendix EE

Equal Employment Opportunities For Minorities and Women

The provisions of this Appendix EE are hereby made a part of the document to which it is attached.

The Contractor shall comply with all federal, State and local statutory and constitutional anti-discrimination provisions. In addition, Local Law No. 14-2002, entitled "Participation by Minority Group Members and Women in Nassau County Contracts," governs all County Contracts as defined by such title and solicitations for bids or proposals for County Contracts. In accordance with Local Law 14-2002:

(a) The Contractor shall not discriminate against employees or applicants for employment because of race, creed, color, national origin, sex, age, disability or marital status in recruitment, employment, job assignments, promotions, upgradings, demotions, transfers, layoffs, terminations, and rates of pay or other forms of compensation. The Contractor will undertake or continue existing programs related to recruitment, employment, job assignments, promotions, upgradings, transfers, and rates of pay or other forms of compensation to ensure that minority group members and women are afforded equal employment opportunities without discrimination.

(b) At the request of the County contracting agency, the Contractor shall request each employment agency, labor union, or authorized representative of workers with which it has a collective bargaining or other agreement or understanding, to furnish a written statement that such employment agency, union, or representative will not discriminate on the basis of race, creed, color, national origin, sex, age, disability, or marital status and that such employment agency, labor union, or representative will affirmatively cooperate in the implementation of the Contractor's obligations herein.

(c) The Contractor shall state, in all solicitations or advertisements for employees, that, in the performance of the County Contract, all qualified applicants will be afforded equal employment opportunities without discrimination because of race, creed, color, national origin, sex, age, disability or marital status.

(d) The Contractor shall make Best Efforts to solicit active participation by certified minority or women-owned business enterprises ("Certified M/WBEs") as defined in Section 101 of Local Law No. 14-2002, including the granting of Subcontracts.

(e) The Contractor shall, in its advertisements and solicitations for Subcontractors, indicate its interest in receiving bids from Certified M/WBEs and the requirement that Subcontractors must be equal opportunity employers.

(f) Contractors must notify and receive approval from the respective Department Head prior to issuing any Subcontracts and, at the time of requesting such authorization, must submit a signed Best Efforts Checklist.

(g) Contractors for projects under the supervision of the COUNTY'S Department of Public Works shall also submit a utilization plan listing all proposed Subcontractors so that, to the greatest extent feasible, all Subcontractors will be approved prior to commencement of work. Any additions or changes to the list of subcontractors under the utilization plan shall be approved by the Commissioner of the Department of Public Works when made. A copy of the utilization plan any additions or changes thereto shall be submitted by the Contractor to the Office of Minority Affairs simultaneously with the submission to the Department of Public Works.

(h) At any time after Subcontractor approval has been requested and prior to being granted, the contracting agency may require the Contractor to submit Documentation Demonstrating Best Efforts to Obtain Certified Minority or Women-owned Business Enterprises. In addition, the contracting agency may require the Contractor to submit such documentation at any time after Subcontractor approval when the contracting agency has reasonable cause to believe that the existing Best Efforts Checklist may be inaccurate. Within ten working days (10) of any such request by the contracting agency, the Contractor must submit Documentation.

(i) In the case where a request is made by the contracting agency or a Deputy County Executive acting on behalf of the contracting agency, the Contractor must, within two (2) working days of such request, submit evidence to demonstrate that it employed Best Efforts to obtain Certified M/WBE participation through proper documentation.

(j) Award of a County Contract alone shall not be deemed or interpreted as approval of all Contractor's Subcontracts and Contractor's fulfillment of Best Efforts to obtain participation by Certified M/WBEs.

(k) A Contractor shall maintain Documentation Demonstrating Best Efforts to Obtain Certified Minority or Women-owned Business Enterprises for a period of six (6) years. Failure to maintain such records shall be deemed failure to make Best Efforts to comply with this Appendix EE, evidence of false certification as M/WBE compliant or considered breach of the County Contract.

(l) The Contractor shall be bound by the provisions of Section 109 of Local Law No. 14-2002 providing for enforcement of violations as follows:

a. Upon receipt by the Executive Director of a complaint from a contracting agency that a County Contractor has failed to comply with the provisions of

Local Law No. 14-2002, this Appendix EE or any other contractual provisions included in furtherance of Local Law No. 14-2002, the Executive Director will try to resolve the matter.

b. If efforts to resolve such matter to the satisfaction of all parties are unsuccessful, the Executive Director shall refer the matter, within thirty days (30) of receipt of the complaint, to the American Arbitration Association for proceeding thereon.

c. Upon conclusion of the arbitration proceedings, the arbitrator shall submit to the Executive Director his recommendations regarding the imposition of sanctions, fines or penalties. The Executive Director shall either (i) adopt the recommendation of the arbitrator (ii) determine that no sanctions, fines or penalties should be imposed or (iii) modify the recommendation of the arbitrator, provided that such modification shall not expand upon any sanction recommended or impose any new sanction, or increase the amount of any recommended fine or penalty. The Executive Director, within ten days (10) of receipt of the arbitrators award and recommendations, shall file a determination of such matter and shall cause a copy of such determination to be served upon the respondent by personal service or by certified mail return receipt requested. The award of the arbitrator, and the fines and penalties imposed by the Executive Director, shall be final determinations and may only be vacated or modified as provided in the civil practice law and rules ("CPLR").

(m) The contractor shall provide contracting agency with information regarding all subcontracts awarded under any County Contract, including the amount of compensation paid to each Subcontractor and shall complete all forms provided by the Executive Director or the Department Head relating to subcontractor utilization and efforts to obtain M/WBE participation.

Failure to comply with provisions (a) through (m) above, as ultimately determined by the Executive Director, shall be a material breach of the contract constituting grounds for immediate termination. Once a final determination of failure to comply has been reached by the Executive Director, the determination of whether to terminate a contract shall rest with the Deputy County Executive with oversight responsibility for the contracting agency.

As used in this Appendix EE the term "Best Efforts Checklist" shall mean a list signed by the Contractor, listing the procedures it has undertaken to procure Subcontractors in accordance with this Appendix EE.

As used in this Appendix EE the term "County Contract" shall mean (i) a written agreement or purchase order instrument, providing for a total expenditure in excess of twenty-five thousand dollars ($25,000), whereby a County contracting agency is committed to expend or does expend funds in return for labor, services, supplies, equipment, materials or any combination of the foregoing, to be performed for, or rendered or furnished to the County; or (ii)

a written agreement in excess of one hundred thousand dollars ($100,000), whereby a County contracting agency is committed to expend or does expend funds for the acquisition, construction, demolition, replacement, major repair or renovation of real property and improvements thereon. However, the term "County Contract" does not include agreements or orders for the following services: banking services, insurance policies or contracts, or contracts with a County contracting agency for the sale of bonds, notes or other securities.

As used in this Appendix EE the term "County Contractor" means an individual, business enterprise, including sole proprietorship, partnership, corporation, not-for-profit corporation, or any other person or entity other than the County, whether a contractor, licensor, licensee or any other party, that is (i) a party to a County Contract, (ii) a bidder in connection with the award of a County Contract, or (iii) a proposed party to a County Contract, but shall not include any Subcontractor.

As used in this Appendix EE the term "County Contractor" shall mean a person or firm who will manage and be responsible for an entire contracted project.

As used in this Appendix EE "Documentation Demonstrating Best Efforts to Obtain Certified Minority or Women-owned Business Enterprises" shall include, but is not limited to the following:

a. Proof of having advertised for bids, where appropriate, in minority publications, trade newspapers/notices and magazines, trade and union publications, and publications of general circulation in Nassau County and surrounding areas or having verbally solicited M/WBEs whom the County Contractor reasonably believed might have the qualifications to do the work. A copy of the advertisement, if used, shall be included to demonstrate that it contained language indicating that the County Contractor welcomed bids and quotes from M/WBE Subcontractors. In addition, proof of the date(s) any such advertisements appeared must be included in the Best Effort Documentation. If verbal solicitation is used, a County Contractor's affidavit with a notary's signature and stamp shall be required as part of the documentation.

b. Proof of having provided reasonable time for M/WBE Subcontractors to respond to bid opportunities according to industry norms and standards. A chart outlining the schedule/time frame used to obtain bids from M/WBEs is suggested to be included with the Best Effort Documentation

c. Proof or affidavit of follow-up of telephone calls with potential M/WBE subcontractors encouraging their participation. Telephone logs indicating such action can be included with the Best Effort Documentation

d. Proof or affidavit that M/WBE Subcontractors were allowed to review bid specifications, blue prints and all other bid/RFP related items at no charge to the M/WBEs, other than reasonable documentation costs incurred by the County Contractor that are passed onto the M/WBE.

e. Proof or affidavit that sufficient time prior to making award was allowed for M/WBEs to participate effectively, to the extent practicable given the timeframe of the County Contract.

f. Proof or affidavit that negotiations were held in Best Efforts with interested M/WBEs, and that M/WBEs were not rejected as unqualified or unacceptable without sound business reasons based on (1) a thorough investigation of M/WBE qualifications and capabilities reviewed against industry custom and standards and (2) cost of performance The basis for rejecting any M/WBE deemed unqualified by the County Contractor shall be included in the Best Effort Documentation

g. If an M/WBE is rejected based on cost, the County Contractor must submit a list of all sub-bidders for each item of work solicited and their bid prices for the work.

h. The conditions of performance expected of Subcontractors by the County Contractor must also be included with the Best Effort Documentation

i. County Contractors may include any other type of documentation they feel necessary to further demonstrate their Best Efforts regarding their bid documents.

As used in this Appendix EE the term "Executive Director" shall mean the Executive Director of the Nassau County Office of Minority Affairs; provided, however, that Executive Director shall include a designee of the Executive Director except in the case of final determinations issued pursuant to Section (a) through (l) of these rules.

As used in this Appendix EE the term "Subcontract" shall mean an agreement consisting of part or parts of the contracted work of the County Contractor.

As used in this Appendix EE, the term "Subcontractor" shall mean a person or firm who performs part or parts of the contracted work of a prime contractor providing services, including construction services, to the County pursuant to a county contract. Subcontractor shall include a person or firm that provides labor, professional or other services, materials or supplies to a prime contractor that are necessary for the prime contractor to fulfill its obligations to provide services to the County pursuant to a county contract. Subcontractor shall not include a supplier of materials to a contractor who has contracted to provide goods but no services to the County, nor a supplier of incidental materials to a contractor, such as office supplies, tools and other items of nominal cost that are utilized in the performance of a service contract.

Provisions requiring contractors to retain or submit documentation of best efforts to utilize certified subcontractors and requiring Department head approval prior to subcontracting shall not apply to inter-governmental agreements. In addition, the tracking of expenditures of

County dollars by not-for-profit corporations, other municipalities, States, or the federal government is not required.