



**Form ADV Part 2A  
Firm Brochure**

**Aon Securities LLC**

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**This brochure provides information about the qualifications and business practices of Aon Securities LLC. If you have any questions about the contents of this brochure, please contact us at 312.381.4488. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about Aon Securities LLC ("AS") is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

References may appear in this brochure to the fact that AS is registered as an investment adviser. Registration does not imply a certain level of skill or training.

## ITEM 2: MATERIAL CHANGES

This section of Aon Securities LLC's Brochure ("Brochure") is intended to discuss and identify material changes that have been made to the Brochure since the Brochure's last annual update.

There are no material changes to this Brochure since the last Brochure dated March 15, 2019.

While not material, on October 29, 2019, Aon announced proposals to establish Aon Ireland the new holding company of the Aon Group. Existing shares of Aon plc, the current holding company, will be cancelled. Aon plc will issue new shares to Aon Ireland, and Aon Ireland will issue shares to the same public shareholders as currently hold shares in Aon plc. The shares in Aon Ireland will be listed on the New York Stock Exchange (NYSE).

In addition to the establishment of Aon Ireland as the new ultimate holding company of the Aon Group, and immediately after the scheme of arrangement has been effected, Aon Ireland will hold its interest in the Aon Group via an intermediate holding company: Randolph Finance. Randolph Finance is, in the same way as Aon Ireland, also incorporated in Ireland and already part of the Aon Group. It will be moved within the Aon Group to become the intermediate holding company of Aon plc and the direct subsidiary of Aon Ireland.

After Randolph Finance is established as an intermediate holding company, Aon plc will: be re-registered as a private limited company; be renamed Aon Global Limited; and remain part of the holding structure as a subsidiary of Randolph Finance. Aon is planning to complete its reorganization on or around by March 31, 2020.

The Aon Group's global businesses, including Aon Securities LLC, will continue to be conducted in the same manner as at present. It will not result in any material change to its current day-to-day business operations, headcount, and reporting requirements. It will also have no material impact on its legal form, regulated activities, business continuity plan, management structure, assets, capital structuring or financial arrangements.

On March 9, 2020, Aon plc (NYSE:AON) and Willis Towers Watson (NASDAQ: WLTW) announced a definitive agreement to combine in an all-stock transaction with an implied combined equity value of approximately \$80 billion. The combined company, to be named Aon, will be the premier, technology-enabled global professional services firm focused on the areas of risk, retirement and health.

Under the terms of the agreement unanimously approved by the Boards of Directors of both companies, each Willis Towers Watson shareholder will receive 1.08 Aon ordinary shares for each Willis Towers Watson ordinary share, and Aon shareholders will continue to own the same number of ordinary shares in the combined company as they do immediately prior to the closing. Upon completion of the combination, existing Aon shareholders will own approximately 63% and existing Willis Towers Watson shareholders will own approximately 37% of the combined company on a fully diluted basis.

The transaction is subject to the approval of the shareholders of both Aon Ireland and Willis Towers Watson, as well as other customary closing conditions, including required regulatory approvals. The parties expect the transaction to close in the first half of 2021, subject to satisfaction of these conditions.

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#### **ITEM 4: ADVISORY BUSINESS**

Aon Securities LLC (referred to herein as AS, Aon Securities or the Firm), a Delaware Limited Liability Company, is an SEC-registered investment adviser and broker-dealer with its principal place of business located in Chicago, Illinois. AS is 95% owned by Aon Group, Inc., and 5% owned by AS Holdings, Inc., a subsidiary of Aon Group, Inc. Aon Group, Inc. is an indirect subsidiary of Aon plc. Aon plc (Aon) is a leading global professional services firm providing a broad range of risk, retirement and health solutions, which are provided through various direct and indirect subsidiaries. As described in Material Changes (Item 2), Aon Ireland will become the new holding company of Group on or around March 31, 2020. Randolph Finance will be established as an intermediate holding company. Aon plc will: be re-registered as a private limited company; be renamed Aon Global Limited; and remain part of the holding structure as a subsidiary of Randolph Finance.

Aon Securities Inc., the predecessor firm to Aon Securities LLC, commenced operations and registered as a broker dealer in 1969, and became dually registered as an investment adviser in 2015 for the purpose of writing fairness opinions. A fairness opinion is a report prepared by qualified analysts or advisers that evaluates a business transaction, such as a merger or acquisition, and states whether or not the proposed transaction is fair from a financial point of view. Effective December 19, 2018, Aon Securities Inc. merged with and into Aon Securities LLC. This succession did not result in changes to the business operations, control or management of the firm.

This Form ADV Part 2A brochure pertains to AS's business as a Registered Investment Adviser. AS's sole investment adviser business is providing fairness opinion services to institutional clients (each, a "Client"). AS personnel involved in AS's business as a Registered Investment Adviser are referred to herein as "Supervised Persons."

Aon Securities, in its role as a broker-dealer/investment bank, provides corporate advisory services to clients. As part of a larger engagement or as a stand-alone service, Aon Securities, as a Registered Investment Adviser, may undertake a study and render its opinion as to the fairness, from a financial point of view, to a Client or to the Stockholders of a Client, as the case may be, of the consideration to be paid in a particular transaction (or, in the case of a transaction that involves an exchange of securities of the Client or its subsidiaries, the fairness of the exchange ratio) (the "Opinion"). The nature and scope of AS's investigation, as well as the scope, form and substance of the Opinion, shall be such as AS considers appropriate in its sole judgment.

Although Aon Securities will provide an Opinion regarding the fairness, from a financial point of view, of the transaction to the Client, Aon Securities will operate on a reasonable efforts basis only and does not guarantee or make any representations regarding the structure, value or success of any transaction, or portion thereof, in connection with which it provides an Opinion. AS's Client shall have the full and final responsibility for deciding whether to enter into any transaction and determining the ultimate structure and value of the transaction, and Aon Securities shall be not responsible for any party's decisions, acts or omissions in connection therewith.

In its business as a Registered Investment Adviser, AS does not manage the assets of any client, make investment recommendations to clients or participate in wrap fee programs. It has \$0 client assets under management.

#### **ITEM 5: FEES AND COMPENSATION**

##### **Fees**

Aon Securities LLC generally charges for its fairness opinion services on a fixed fee basis. Fees are negotiated with each client at the start of an assignment and are based on the level of complexity of the proposed transaction that is the subject of the fairness opinion assignment, the expected difficulty of the assignment, and

the amount of time AS expects to spend on the assignment. The fee is generally payable in full upon delivery of the fairness opinion. No portion of the fairness opinion fee is refundable nor contingent upon the consummation of a client's business transaction or a conclusion reached in AS's fairness opinion.

#### **Other Types of Fees or Expenses**

In addition to the fees payable to AS described above, the client generally is responsible for additional fees and expenses that may arise, including but not limited to travel, meals, general administrative expenses, expenses of outside legal counsel, and expenses of consultants, as applicable, in connection with the fairness opinion engagement.

Neither AS (as a Registered Investment Adviser writing fairness opinions) nor any of its personnel, acting in their capacity as Supervised Persons of AS's Registered Investment Adviser business, accepts compensation for the sale of securities or other investment products.

Although fairness opinions are issued by Aon Securities as a Registered Investment Adviser, the fairness opinion engagement will typically be combined with an engagement of the Firm as an M&A financial advisor (the investment banking side of the business).

#### **ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Aon Securities does not charge performance-based fees with regard to issuing fairness opinions.

#### **ITEM 7: TYPES OF CLIENTS**

Aon Securities provides fairness opinion services to institutional Clients, e.g., large corporations (public and private), primarily in the insurance and reinsurance sectors.

All new Clients for a fairness opinion engagement will be approved by AS senior management. Consideration will be given to the nature of the proposed transaction and terms, the history and background of the Client, the purpose of the proposed transaction and potential public disclosures surrounding AS's services and opinion. Other considerations include potential independence issues related to either party of the proposed transaction arising to the extent Aon Securities or other Aon affiliates provide other professional services to such parties and any identified potential conflicts of interest that may factor into AS's decision to accept or decline a proposed fairness opinion engagement.

Since AS's sole business as a Registered Investment Adviser is providing fairness opinion services, AS does not open or maintain client accounts. Hence, AS does not have any requirements, such as minimum account size, for opening or maintaining such accounts.

#### **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

##### **Methods of Analysis**

As noted above, AS does not manage Client assets or make investment recommendations to Clients. AS's sole business as a Registered Investment Adviser is providing fairness opinion services.

A fairness opinion is a report prepared by qualified analysts or advisers that evaluates a business transaction, such as a merger or acquisition, and states whether or not the proposed transaction is fair from a financial point of view. A fairness opinion is not intended to assess the legal fairness of a proposed transaction, evaluate the

transaction as an investment opportunity, or determine if it is an appropriate business decision. It does not represent an endorsement or recommendation for or against the proposed transaction or represent investment advice relating to any offer, sale, solicitation or purchase of securities in connection therewith. A fairness opinion is prepared as of a specific date and may depend upon certain assumptions and limiting conditions. Furthermore, fairness opinions are based solely on information provided to Aon Securities by the Client or which is publicly available, and Aon Securities will assume without independent verification the accuracy, completeness, timeliness and sufficiency of all financial and other information provided to it or which is publicly available to it.

The methods of analysis used by AS in preparing a fairness opinion include the consideration of all standard valuation techniques, such as:

- **Comparable Company Analysis.** Assessment of the relative operating performance and market valuation multiples of relevant peer companies to the Client;
- **Comparable Transaction Analysis.** Assessment of previous M&A transactions involving companies of similar size and focus to the Client; and
- **Discounted Case Flow Analysis.** Assessment of the present value of future cash flows of the Client.

AS's analysis also may consider, if applicable, a leveraged buyout analysis, the premium offered compared to other premiums paid for similar businesses, the general economic and regulatory environment and overall industry and competitive issues facing the Client at the time of the proposed transaction.

Additional factors considered in the analysis may include transaction issues, due diligence and research regarding the pertinent company (e.g., interviewing management, onsite visits, historical financial statements and prospective financial information) and valuation of the consideration, if other than cash.

## Material Risks

**Conflicts of interest.** The issuer of a fairness opinion may face conflicts of interest. There may be conflicts in Aon Securities as an investment bank acting as an adviser in the context of an M&A assignment or also in the broader sense as part of the Aon group of companies. The appearance of a conflict of interest may exist by AS issuing a fairness opinion as a Registered Investment Adviser on an M&A transaction in which AS is also acting as the M&A financial advisor to the client through its investment banking activities. Since the fee associated with AS's role as M&A financial advisor is typically structured as contingent, predicated on the successful completion of the transaction, the issuance of a fairness opinion could be perceived as lacking independence. Through its Fairness Opinion Committee review process, AS has established procedures designed to produce fairness opinions that will be scrutinized in detail, will be based solely on the fairness of the transaction from a financial point of view and will not be influenced by the fact that AS is also the M&A financial advisor on the transaction. AS will monitor for potential conflicts of interest and, where necessary, take appropriate steps to avoid or mitigate such potential conflicts of interest.

AS has identified the following material risk factors that may arise in providing fairness opinion services:

- **General market and economic environment.** The factors being analyzed by AS in performing its services may be affected by changes or instability in general market conditions, such as, e.g., local, national or global economic disturbances; real or perceived adverse economic conditions; changes in the general outlook for corporate earnings; or changes in interest or currency rates.
- **Regulatory risks.** The U.S. Government has enacted (and is still implementing) a broad-based new regulatory framework over the financial services industry, the potential impact of which is uncertain. Federal, state and other governments and/or regulatory agencies may take actions that affect companies in ways that are unforeseeable.

- **Data reliability.** AS relies on certain publicly-available financial, market and industry information that is generally deemed to be reliable without independent verification.
- **Information provided by the Client.** AS assumes that all historical financial and operating information provided by the Client is accurate, properly stated and in compliance with U.S. Generally Accepted Accounting Principles. AS does not independently verify or audit the information.
- **Client forecasts.** AS may perform a discounted cash flow analysis that relies on prospective financial and operating information prepared by the Client. AS performs due diligence regarding the underlying assumptions used by the Client in preparing the data but does not independently verify the information provided.
- **Data limitations.** AS relies on data provided by the Client and publicly-available information. With respect to any given fairness opinion assignment, however, available information may be limited, as each situation is unique.
- **AS's analysis is as of a specific point in time.** Due to changing market conditions, AS's opinion may not be appropriate as of other dates.

#### ITEM 9: DISCIPLINARY INFORMATION

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our business as a Registered Investment Adviser (fairness opinions) or the integrity of our management.

Our Firm and our management personnel have no reportable legal or disciplinary events to disclose.

#### ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Aon plc (Aon) is a leading global professional services firm providing a broad range of risk, retirement and health solutions, which are provided through direct and indirect subsidiaries.

AS is affiliated (under common control) with other investment advisers and broker-dealers, as outlined below. All these affiliated firms are direct or indirect subsidiaries of Aon plc. There are no arrangements with the affiliated investment advisers/broker-dealers that are material to AS's fairness opinion advisory business.

- Aon Securities Limited – Authorized and regulated in the U.K. by the Financial Conduct Authority to conduct securities and investment advisory activities. Certain individuals affiliated with Aon Securities Limited may be registered representatives of Aon Securities LLC. Aon Securities LLC and Aon Securities Limited occasionally conduct joint engagements.
- Aon Investments USA Inc. (AIUS) (fka Aon Hewitt Investment Consulting, Inc.) – Federally registered investment adviser, pension consultant. Aon Securities and AIUS occupy the same premises in Chicago, Illinois. Because of their structure, interests in certain funds for which AIUS serves as investment adviser are also offered through Aon Securities (as a broker-dealer). AS is not remunerated for this service. A limited number of AIUS employees are registered representatives of Aon Securities. Their affiliation with AS relates solely to their services with respect to distribution of interests in certain funds for which AIUS serves as investment adviser. Although affiliated with AS, AIUS employees receive no compensation from AS or from clients for these services.
- Townsend is a wholly-owned subsidiary of Aon plc, within Aon's Global Retirement and Investments business group. Townsend is responsible for Aon's illiquid investments (real estate, timber, agriculture, infrastructure and private equity) and is an investment adviser registered with the Securities and

Exchange Commission. Certain employees of Townsend Holdings LLC are registered representatives of Aon Securities LLC. Their affiliation with AS relates solely to their services with respect to distribution of interests in certain funds for which Townsend Holdings LLC serves as investment adviser. AS is not remunerated for this service. However, Townsend Holdings LLC employees may receive a sales commission paid by AS as defined in the executed Distribution Agreement between Townsend Holdings LLC and AS.

- Aon Trust Company (ATC) is an Illinois non-depository, state-chartered bank. Aon Investments USA Inc. serves as investment adviser with limited discretionary authority to the Aon Hewitt Collective Investment Trust, of which ATC is Trustee.
- Aon Securities (Hong Kong) Limited is approved to conduct Type 1 (Dealing in Securities), Type 4 (Advising on Securities) and Type 6 (Advising on Corporate Finance) activities in Hong Kong. These activities are regulated by the Securities and Futures Commission (SFC).
- Aon Hewitt (Ireland) Limited (“AHIL”) is (i) authorised by the Central Bank of Ireland (“CBI”) as an investment business firm pursuant to section 10 of the IIA permitting it to receive and transmit orders for insurance policies; (ii) registered with the CBI as an insurance/reinsurance intermediary under the IDD Regulations; and (iii) is authorized by the CBI to act as an investment firm pursuant to Regulation 8 of the MiFID Regulations. Regulated activities include providing advice to clients on capital structure, industrial strategy and related matters and advice and services relating to mergers and the purchase of undertakings; advising companies or management teams on raising equity or debt capital to start new businesses or to increase capital in their existing business; advising and arranging the issuance of insurance-linked securities including catastrophe bonds and sidecars, as well as industry loss warranties in swap format. Certain individuals affiliated with AHIL may be registered representatives of Aon Securities LLC. Aon Securities Limited and Aon Hewitt (Ireland) Limited occasionally conduct joint engagements.

In addition, there are other insurance agencies that fall within the Aon group of companies. There are no arrangements with Aon-affiliated insurance agencies or other Aon business entities that are material to AS's Registered Investment Adviser business.

As mentioned in Item 4 above, Aon Securities is a member of FINRA. AS is engaged in the investment banking business, including providing financial advisory services to institutional customers, capital sourcing, and advising with respect to mergers and acquisitions. The Firm also structures and acts as a placement agent on catastrophe bonds, sidecars and private debt transactions. At times, the Firm may also participate as a co-manager on public debt and equity offerings. Supervised Persons of Aon Securities' Registered Investment Adviser business are also associated persons of Aon Securities' (as a broker-dealer) investment banking business.

AS is also registered with the Commodity Futures Trading Commission and is a member of the National Futures Association as an Independent Introducing Broker, Commodity Pool Operator and Commodity Trading Advisor for limited activities unrelated to its Registered Investment Adviser business.

Aon Securities may represent clients in other engagements that may potentially conflict with a fairness opinion engagement. Depending on the circumstances, AS may disclose the conflicts, terminate an engagement or other agreement, or take other actions to eliminate or mitigate any such conflict, as appropriate in the circumstances.

Fairness opinion Clients may also be investment banking clients. In addition, AS fairness opinion Clients may also be clients of other Aon affiliates or firms with which Aon may have vendor or other business relationships. We maintain strict standards and processes to avoid any perceived or actual conflicts of interest associated



with our recommendations of firms that may do business with Aon in any capacity. These processes include a core ethical culture emphasizing our fiduciary responsibilities, the diligence and awareness of our senior management team, financial statements that are separately created from other aspects of Aon, review of all client engagements and fairness opinions by a committee made up of qualified members of senior management, and our Code of Ethics discussed in Item 11.

Information and access barriers are in place for the fairness opinion line of business.

Aon Securities has an expense sharing agreement in place with Aon Corporation, an indirect owner of the Firm, for certain expenses incurred by the Firm that relate to the operation of Aon Securities' businesses including: costs associated with total employee compensation; supervised persons licenses; rent and utilities; furniture and equipment; computers; and telephones. Such expenses, and allocation methodologies thereof, are governed by an expense sharing agreement between AS and Aon Corporation.

#### **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

AS is committed to conducting its fairness opinion business in accordance with Aon's high ethical standards and in a manner that is consistent with all applicable laws, rules and regulations. It is the responsibility of each Supervised Person of AS to act at all times in a manner consistent with this commitment.

AS has adopted a Code of Ethics that sets forth standards of ethical and business conduct expected of its Supervised Persons and addresses conflicts that may arise from personal trading by its Supervised Persons. The Code of Ethics, among other things, requires Supervised Persons to avoid actions and relationships that run contrary (or appear to run contrary) to the best interests of clients; abide by AS's personal securities trading policy; and comply with all applicable federal securities laws and state laws and regulations. The Code of Ethics strictly prohibits any misuse of material non-public information and insider trading.

AS's personal securities trading policy prohibits certain personal securities transactions and requires Supervised Persons to report and/or preclear certain personal securities transactions.

The Code of Ethics will be provided to any Client or potential Client upon request.

#### **ITEM 12: BROKERAGE PRACTICES**

In its business as a Registered Investment Adviser, Aon Securities does not manage Client assets, make investment recommendations to Clients or effect trades in securities on behalf of any Clients. In its business as a Registered Investment Adviser, AS is not involved in arrangements for effecting any Client securities transactions and does not select or recommend broker-dealers for Client transactions or refer Clients to broker-dealers.

#### **ITEM 13: REVIEW OF ACCOUNTS**

AS's sole business as a Registered Investment Adviser is providing fairness opinions. Because AS does not manage any client assets, it does not conduct periodic review of accounts; rather, a presentation is made to the client at the completion of each fairness opinion assignment.

**ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

No party that is not a Client provides an economic benefit to AS for providing its services as a Registered Investment Adviser.

AS, in its capacity as a Registered Investment Adviser, does not compensate any person who is not a Supervised Person for client referrals. However, as per internal Aon organizational compensation policies, AS's revenues may affect the incentive compensation received by persons in certain affiliated entities.

**ITEM 15: CUSTODY**

AS as a Registered Investment Adviser does not have custody of any client assets.

**ITEM 16: INVESTMENT DISCRETION**

Aon Securities does not accept discretionary authority to manage securities accounts on behalf of clients.

**ITEM 17: VOTING CLIENT SECURITIES**

Aon Securities has no proxy voting authority or responsibility with respect to the securities holdings of any client.

**ITEM 18: FINANCIAL INFORMATION**

In its role as a Registered Investment Adviser, AS generally does not require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered.

AS is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to its clients, and AS has not been the subject of a bankruptcy petition.