

Aon plc
Form 424B5
May 21, 2013

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The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

**Subject to Completion
Preliminary Prospectus Supplement dated May 21, 2013**

**Filed Pursuant to Rule 424(b)(5)
Registration File No. 333-183686**

**Prospectus Supplement
(To Prospectus Dated August 31, 2012)**

\$

Aon plc
% Senior Notes due 2043
**With a full and unconditional guarantee as to payment of
principal and interest by Aon Corporation**

Aon plc is offering \$ aggregate principal amount of % senior notes due 2043 (the "Notes"). The Notes will mature on May , 2043. Aon plc will pay interest on the Notes on each May and November , commencing on November , 2013. Aon plc may redeem all of the Notes at any time, and some of the Notes from time to time, at the redemption prices set forth in this prospectus supplement under "Description of the Securities - Optional Redemption." We may also redeem all of the Notes at a redemption price equal to 100% of their principal amount plus accrued and unpaid interest, if any, to the redemption date in the event of certain changes in respect of withholding taxes applicable to the Notes and Guarantee, as described in this prospectus supplement under "Description of the Securities - Optional Tax Redemption."

The Notes will be fully and unconditionally guaranteed by Aon Corporation, or Aon Delaware (the "Guarantee" and, together with the Notes, the "Securities").

The Notes will be Aon plc's general unsecured and unsubordinated obligations and will rank equally with each other and with all of Aon plc's other present and future unsecured and unsubordinated obligations. The Notes will not have the benefit of all of the covenants applicable to some of Aon plc's existing unsecured senior debt. The Notes will be effectively subordinated to any secured debt Aon plc may have or incur in the future to the extent of the value of the assets securing such indebtedness. The Notes will be structurally subordinated to the debt and all other obligations of Aon plc's subsidiaries (though you may have a direct claim as to Aon Delaware by virtue of its obligations with respect to the Guarantee).

The Guarantee will be a general unsecured and unsubordinated obligation of Aon Delaware and will rank equally with all of Aon Delaware's other present and future unsecured and unsubordinated obligations. The Guarantee will not have the benefit of all of the covenants applicable to some of Aon Delaware's existing unsecured senior debt. The Guarantee will be effectively subordinated to any secured debt Aon

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Delaware may have or incur in the future to the extent of the value of the assets securing such indebtedness. The Guarantee will be structurally subordinated to the debt and all other obligations of Aon Delaware's subsidiaries.

Investing in the Securities involves a high degree of risk. See "Risk Factors" beginning on page S-10 of this prospectus supplement.

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

	Per Note	Total
Public offering price	%	\$
Underwriting discount	%	\$
Proceeds to us (before expenses)	%	\$

Interest on the Notes will accrue from May , 2013.

We intend to list the Notes on the New York Stock Exchange or another "recognized stock exchange" for purposes of Section 1005 of the U.K. Income Tax Act 2007.

The underwriters expect to deliver the Securities for purchase on or about May , 2013, in book-entry form through the facilities of The Depository Trust Company and its participants, including Clearstream Banking, *société anonyme*, and Euroclear Bank S.A./N.V.

Joint Book-Running Managers

Morgan Stanley

Goldman, Sachs & Co.

The date of this prospectus supplement is May , 2013.

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Neither we nor the underwriters have authorized anyone to provide any information other than that which is contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus prepared by or on behalf of us or to which we have referred you. Neither we nor the underwriters take any responsibility for, or provide any assurance as to, the reliability of any other information that others may give you. No offer to sell these Securities is being made in any jurisdiction where the offer or sale is not permitted. The information contained in this prospectus supplement, the accompanying prospectus, any free writing prospectus or any document incorporated by reference is accurate as of the date of the document in which the information appears. Our business, financial condition, results of operations and prospects may change after any of such dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with the documents incorporated by reference and the additional information described below under the heading "Where You Can Find More Information."

If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

Any statement made in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated or deemed to be incorporated by reference in this prospectus supplement or the accompanying prospectus modifies or supersedes that statement. Except as so modified or superseded, any statement so modified or superseded will not be deemed to constitute a part of this prospectus supplement. See "Incorporation of Certain Documents by Reference" in this prospectus supplement.

In this prospectus supplement, we use the terms "Aon plc" or the "Issuer" to refer to Aon plc (not including its subsidiaries), and the terms "Aon," "we," "us" and "our" and similar terms to refer to Aon plc and its subsidiaries (including Aon Delaware), unless the context otherwise requires and except as otherwise described below. We use the terms "Aon Delaware" or the "Guarantor" to refer to Aon Corporation, our wholly-owned subsidiary and the guarantor of the Notes. On April 2, 2012, we completed the reorganization of the corporate structure of the group of companies controlled by Aon Delaware, Aon plc's predecessor as the ultimate holding company of the Aon group. In this prospectus supplement, we refer to this transaction as the "Redomestication." Any references in this prospectus supplement to "Aon," "we," "us" and "our" or any similar references relating to dates or periods before the Redomestication refer to Aon Delaware and its subsidiaries or, if the context so requires, Aon Delaware alone.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the information reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In accordance with the Exchange Act, we file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the "SEC"). Our SEC file number is 001-07933. You can read and copy this information at the following location of the SEC:

Public Reference Room
100 F Street, N.E.
Room 1580
Washington, D.C. 20549

You can also obtain copies of these materials from this public reference room, at prescribed rates. Please call the SEC at 1-800-SEC-0330 for further information on its public reference room. The SEC also maintains a web site that contains reports, proxy statements and other information about issuers, including us, who file electronically with the SEC. The address of that site is www.sec.gov.

This prospectus supplement and the accompanying prospectus, which form a part of the registration statement, do not contain all the information that is included in the registration statement. You will find additional information about us in the registration statement. Any statements made in this prospectus supplement, the accompanying prospectus or any documents incorporated by reference in

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this prospectus supplement or the accompanying prospectus concerning the provisions of legal documents are not necessarily complete and you should read the documents that are filed as exhibits to the registration statement or otherwise filed with the SEC for a more complete understanding of the document or matter.

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and any documents incorporated by reference into this prospectus supplement or the accompanying prospectus contain 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," "potential," 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; 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 that could impact results include:

general economic conditions in different countries in which we do business around the world, including conditions in the European Union relating to sovereign debt and the continued viability of the Euro;

changes in the competitive environment;

changes in global equity and fixed income markets that could influence 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;

rating agency actions that could affect our ability to borrow funds;

fluctuations in exchange and interest rates that could impact revenue and expense;

the impact of class actions and individual lawsuits including client class actions, securities class actions, derivative actions and ERISA class actions;

the impact of any investigations brought by regulatory authorities in the United States (the "U.S."), the United Kingdom (the "U.K.") and other countries;

the cost of resolution of other contingent liabilities and loss contingencies, including potential liabilities arising from errors and omission claims against us;

failure to retain and attract qualified personnel;

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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 business and the possibility of conflicting regulatory requirements across jurisdictions in which we do business;

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the effect of the Redomestication on our operations and financial results, including the reaction of our clients, employees and other constituents, the effect of compliance with applicable U.K. regulatory regimes or the failure to realize some or all of the anticipated benefits;

the extent to which we retain existing clients and attract new businesses and our ability to incentivize and retain key employees;

the extent to which we manage certain risks created in connection with the various services, including fiduciary and advisory services, among others, that we currently provide, or will provide in the future, to clients;

the possibility that the expected efficiencies and cost savings from the acquisition of Hewitt will not be realized, or will not be realized within the expected time period;

the risk that the Hewitt businesses will not be integrated successfully;

our ability to implement restructuring initiatives and other initiatives intended to yield cost savings, and the ability to achieve those cost savings;

the potential of a system or network disruption resulting in operational interruption or improper disclosure of personal data;

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; and

our ability to grow and develop companies that we acquire or new lines of business.

Any or all of these forward-looking statements may turn out to be inaccurate, and there are no guarantees about our performance. The factors identified above are not exhaustive. We and our subsidiaries operate in a dynamic business environment in which new risks emerge frequently. Accordingly, you 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 our Annual Report on Form 10-K for the year ended December 31, 2012 as filed with the SEC.

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SUMMARY

This summary highlights certain information about Aon plc, Aon Delaware and the offering of the Securities. This summary does not contain all the information that may be important to you. You should carefully read this entire prospectus supplement, the accompanying prospectus and those documents incorporated by reference into this prospectus supplement and the accompanying prospectus, including the risk factors and the financial statements and related notes thereto, before making an investment decision.

Aon plc

We are a preeminent professional service firm, focused on the topics of risk and people. We are 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. We serve clients through two operating segments, Risk Solutions and HR Solutions. 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. As of March 31, 2013, we had approximately 66,000 employees and conducted our operations through various subsidiaries in more than 120 countries and sovereignties.

Our principal executive offices are located at 8 Devonshire Square, London, England EC2M 4PL. Our telephone number is +44 20 7623 5500.

Aon Delaware

Aon Delaware is a wholly-owned Delaware subsidiary of Aon Holdings LLC, which is a wholly-owned direct Delaware subsidiary of Aon plc. Prior to the Redomestication, Aon Delaware was the ultimate holding company for the Aon group. See "Where You Can Find More Information."

Aon Delaware's principal executive offices are located at 200 East Randolph Street, Chicago, Illinois 60601, and its telephone number is (312) 381-1000.

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Offering Summary

The following is a summary of some of the terms of this offering. For a more complete description of the terms of the Securities, please refer to "Description of the Securities" in this prospectus supplement and "Description of Debt Securities and Guarantees" in the accompanying prospectus.

Issuer	Aon plc.
Notes Offered	\$ aggregate principal amount of % Senior Notes due 2043.
Maturity Date	May , 2043.
Interest Rate	The Notes will bear interest from and including May , 2013 at the rate of % per annum, payable semiannually in arrears.
Interest Payment Dates	Interest on the Notes will be payable in arrears on each May and November , commencing on November , 2013.
Guarantor	Aon Delaware.
Guarantee	The Notes will be fully and unconditionally guaranteed by Aon Delaware.
Ranking of the Securities	The Notes are unsecured obligations of Aon plc and will rank equally in right of payment with all of Aon plc's other existing and future senior unsecured indebtedness. The Notes will be effectively subordinated to all of the existing and future secured indebtedness of Aon plc to the extent of the value of the assets securing such indebtedness. As of March 31, 2013, Aon plc had no secured indebtedness for borrowed money. The Notes will be structurally subordinated to all of the existing and future secured and unsecured indebtedness and other liabilities of Aon plc's subsidiaries (though you may have a direct claim as to Aon Delaware by virtue of its obligations with respect to the Notes). As of March 31, 2013, Aon plc's subsidiaries (other than Aon Delaware) had approximately \$5.1 billion of outstanding indebtedness and other liabilities, including trade payables, pension and other post-employment liabilities, other current and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities, constituting approximately 96% of Aon plc's total consolidated liabilities (other than those of Aon Delaware).

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The Guarantee is an unsecured obligation of Aon Delaware and will rank equally in right of payment with all of Aon Delaware's other existing and future senior unsecured indebtedness. The Guarantee will be effectively subordinated to all of the existing and future secured indebtedness of Aon Delaware to the extent of the value of the assets securing such indebtedness. As of March 31, 2013, Aon Delaware had no secured indebtedness for borrowed money and had approximately \$9.3 billion of consolidated outstanding indebtedness and other liabilities, including trade payables, pension and other post-employment liabilities, other current and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities. The Guarantee will be structurally subordinated to all of the existing and future secured and unsecured indebtedness and other liabilities of Aon Delaware's subsidiaries. As of March 31, 2013, Aon Delaware's subsidiaries had approximately \$4.4 billion of outstanding indebtedness and other liabilities, including trade payables, pension and other post-employment liabilities, other current liabilities and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities, constituting approximately 47% of Aon Delaware's total consolidated liabilities.

Optional Redemption

Aon plc may at its option redeem all of the Notes at any time and some of the Notes from time to time, at a redemption price equal to the greater of:

100% of the principal amount of the Notes being redeemed; and

the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of such payments of interest accrued as of the redemption date), discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined under "Description of the Securities - Optional Redemption"), plus basis points.

plus, in either case, accrued and unpaid interest on the principal amount of the Notes being redeemed to but excluding the redemption date.

On or after February , 2043, Aon plc may redeem any or all of the Notes at a redemption price equal to 100% of the principal amount of the Notes being redeemed, plus accrued and unpaid interest on the principal amount of the Notes being redeemed to but excluding the redemption date.

See "Description of the Securities - Optional Redemption."

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Additional Amounts	Aon plc and Aon Delaware have agreed to pay additional amounts to the holders of Notes from time to time in the event any interest payment on the Notes or any payment made under the Guarantee is subject to withholding or deduction in respect of Taxes (as defined in "Description of the Securities Payment of Additional Amounts"), subject to certain exceptions.
Optional Tax Redemption	In the event of certain changes in respect of Taxes applicable to the Notes or the Guarantee, Aon plc may redeem the Notes in whole, but not in part, at any time, at a redemption price equal to 100% of their principal amount plus accrued and unpaid interest, if any, to the redemption date. See "Description of the Securities Optional Tax Redemption."
Covenants	The indenture includes certain requirements that must be met if Aon plc or Aon Delaware consolidates with or merges into, or transfers or leases its assets substantially as an entirety to, another entity or person.
Use of Proceeds	We intend to use the net proceeds of this offering to repay commercial paper indebtedness and for general corporate purposes. See "Use of Proceeds."
Listing	The Notes are a new issue of securities with no established trading market. Aon plc intends to list the Notes on the New York Stock Exchange ("NYSE") or another "recognized stock exchange" for purposes of Section 1005 of the U.K. Income Tax Act 2007.
Risk Factors	See "Risk Factors" beginning on page S-10 of this prospectus supplement for important information regarding us and an investment in the Securities.
Further Issuances	Aon plc may, from time to time, without the written consent of and without giving notice to holders of the Securities, create and issue additional notes having the same terms and conditions as the Notes in all respects (other than the issue date, issue price, and to the extent applicable, first date of interest accrual and first interest payment date of such notes). Those additional notes will be consolidated with and form a single series with the previously outstanding Notes; <i>provided</i> that if the additional notes are not fungible with the Notes for U.S. federal income tax purposes, the additional notes will have a separate CUSIP number.
Trustee	The Bank of New York Mellon Trust Company, N.A.
Governing Law	The Securities and the indenture will be governed by the laws of the State of New York.

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Selected Historical Financial Data

The following table sets forth the selected historical consolidated financial and operating data for Aon. The selected consolidated financial and operating data as of and for the years ended December 31, 2012, 2011 and 2010 have been derived from Aon's audited consolidated financial statements and related notes contained in its Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference into this prospectus supplement. The selected consolidated financial and operating data as of and for the three months ended March 31, 2013 and 2012 have been derived from Aon's unaudited condensed consolidated financial statements and related notes contained in Aon's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013, which is incorporated by reference into this prospectus supplement, except that the balance sheet data as of March 31, 2012 has been derived from Aon's unaudited condensed consolidated financial statements contained in its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012, which has not been incorporated by reference in this prospectus supplement. The results for the three months ended March 31, 2013 and 2012 are not necessarily indicative of the results that may be expected for the entire fiscal year. Aon's unaudited interim financial statements reflect all adjustments that management of Aon considers necessary for fair presentation of the financial position and results of operations for such periods in accordance with United States generally accepted accounting principles, which we refer to as GAAP.

Historical results are not necessarily indicative of the results that may be expected for any future period. This selected consolidated financial and operating data should be read in conjunction with Aon's audited consolidated financial statements, the notes related thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Aon's Annual Report on Form 10-K for the year ended December 31, 2012 and Aon's unaudited consolidated financial statements, the notes related thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Aon's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013. See "Incorporation of Certain Documents by Reference" in this prospectus supplement.

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	Three Months		Historical		
	Ended March 31, 2013	Ended March 31, 2012	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
(millions, except shareholders, employees and per share data)					
Income Statement Data					
Commissions, fees and other	\$ 2,908	\$ 2,829	\$ 11,476	\$ 11,235	\$ 8,457
Fiduciary investment income	7	12	38	52	55
Total revenue	\$ 2,915	\$ 2,841	\$ 11,514	\$ 11,287	\$ 8,512
Operating income	\$ 410	\$ 402	\$ 1,596	\$ 1,596	\$ 1,244
Income from continuing operations	272	249	1,021	1,006	759
(Loss) Income from discontinued operations(1)			(1)	4	(27)
Net Income	\$ 272	\$ 249	\$ 1,020	\$ 1,010	\$ 732
Less: Net income attributable to noncontrolling interests	11	11	27	31	26
Net income attributable to Aon shareholders	\$ 261	\$ 238	\$ 993	\$ 979	\$ 706
Basic Net Income (Loss) Per Share Attributable to Aon Shareholders(2)					
Continuing operations	\$ 0.82	\$ 0.72	\$ 3.03	\$ 2.91	\$ 2.50
Discontinued operations				0.01	(0.09)
Net Income	\$ 0.82	\$ 0.72	\$ 3.03	\$ 2.92	\$ 2.41
Diluted Net Income (Loss) Per Share Attributable to Aon Shareholders(2)					
Continuing operations	\$ 0.82	\$ 0.71	\$ 2.99	\$ 2.86	\$ 2.46
Discontinued operations				0.01	(0.09)
Net Income	\$ 0.82	\$ 0.71	\$ 2.99	\$ 2.87	\$ 2.37
Balance Sheet Data					
Fiduciary assets(3)	\$ 12,224	\$ 11,795	\$ 12,214	\$ 10,838	\$ 10,063
Intangible assets including goodwill(4)	11,630	12,099	11,918	12,046	12,258
Total assets	30,029	30,271	30,486	29,552	28,982
Total debt	4,572	4,454	4,165	4,492	4,506
Total equity(5)	7,633	8,416	7,805	8,120	8,306
Class A Ordinary Shares and Other Data					
Dividends paid per share	\$ 0.16	\$ 0.15	\$ 0.62	\$ 0.60	\$ 0.60
Price range:					
High	61.84	49.51	57.92	54.58	46.24
Low	55.30	45.58	45.04	39.68	35.10
At year-end					
Market price					