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ALEXANDER & ALEXANDER SERVICES INC

Filed by

AON PLC

FORM SC 14D1/A

(Statement of Ownership: Tender Offer)

Filed 12/23/96

Address	1185 AVE OF THE AMERICAS
	NEW YORK, NY 10036
Telephone	2128408500
CIK	0000003449
SIC Code	6411 - Insurance Agents, Brokers, and Service
Industry	Insurance (Miscellaneous)
Sector	Financial
Fiscal Year	12/31

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ALEXANDER & ALEXANDER SERVICES INC

FORM SC 14D1/A
(Statement of Ownership: Tender Offer)

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Address	1185 AVE OF THE AMERICAS
	NEW YORK, New York 10036
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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO
SCHEDULE 14D-1

TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

ALEXANDER & ALEXANDER
SERVICES INC.
(NAME OF SUBJECT COMPANY)

SUBSIDIARY CORPORATION, INC.
A WHOLLY OWNED SUBSIDIARY OF

AON CORPORATION
(BIDDERS)

COMMON STOCK, $1.00 PAR VALUE (Title of Class of Securities)	014476 10 5 (CUSIP Number of Class of Securities)

RAYMOND I. SKILLING
EXECUTIVE VICE PRESIDENT &
CHIEF COUNSEL
AON CORPORATION
123 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 701-3000

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSONS AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDERS)

Copy to

SIDLEY & AUSTIN
ONE FIRST NATIONAL PLAZA
CHICAGO, ILLINOIS 60603
(312) 853-7000

ATTENTION: THOMAS A. COLE

Aon Corporation, a Delaware Corporation (the "Parent"), and Subsidiary Corporation, Inc., a Maryland corporation (the "Offeror") and a wholly owned subsidiary of Parent, hereby amend and supplement their Tender Offer Statement on Schedule 14D-1 (the "Statement"), originally filed on December 16, 1996, with respect to their offer to purchase all outstanding shares of Common Stock, par value $1.00 per share (the "Common Stock"), of Alexander & Alexander Services Inc., a Maryland corporation (the "Company"), including the associated preferred stock purchase rights (the "Rights") issued pursuant to the Rights Agreement, dated as of June 11, 1987, between the Company and First Chicago Trust Company of New York, formerly Morgan Shareholder Services Trust Company, as Rights Agent, as amended (collectively, the "Shares"), as set forth in this Amendment No. 1. Capitalized terms not defined herein shall have the meanings assigned thereto in the Statement.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a)(10) Retraction and Tender Request.

(a)(11) Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees to Clients Holding Class 1 Special Shares (the "RSC Shares") of Reed Stenhouse Companies Limited ("RSC").

(a)(12) Letter from Frank G. Zarb, Chairman of the Board, President and Chief Executive Officer of the Company, to Shareholders of RSC, dated December 16, 1996.

(a)(13) Letter from James S. Horrick, President and Chief Executive Officer of RSC, to Shareholders of RSC, dated December 16, 1996.

(a)(14) Memorandum from Aird & Berlis to Certain Holders of RSC Shares, dated December 19, 1996.

(a)(15) Summary Instructions for Mailing Redemption and Tender Request.

(a)(16) Certificate of Foreign Status on Form W-8.

(a)(17) Conversion and Tender Request.

(a)(18) Letter from Frank G. Zarb, Chairman of the Board, President and Chief Executive Officer of the Company, to holders of the Class C Common Stock, dated December 24, 1996.

(a)(19) Letter from R.A. Iles, Chairman of Alexander & Alexander Services UK plc ("A&A UK"), to Shareholders of A&A UK, dated December 24, 1996.

SIGNATURE

AFTER DUE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

Dated: December 23, 1996

Aon Corporation

/s/ Raymond I. Skilling
By: _____
Name: Raymond I. Skilling
Title: Executive Vice President and Chief Counsel

Subsidiary Corporation, Inc.

/s/ Raymond I. Skilling
By: _____
Name: Raymond I. Skilling
Title: Vice President and Secretary

EXHIBIT INDEX

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(a) (18) Letter from Frank G. Zarb, Chairman of the Board, President and Chief Executive Officer of the Company, to holders of the Class C Common Stock, dated December 24, 1996.
(a) (19) Letter from R.A. Iles, Chairman of Alexander & Alexander Services UK plc ("A&A UK"), to Shareholders of A&A UK, dated December 24, 1996.

EXHIBIT (A)(10)

THIS RETRACTION AND TENDER REQUEST AND ALL REQUIRED SHARE CERTIFICATES AND DOCUMENTS MUST BE RECEIVED BY REED STENHOUSE COMPANIES LIMITED C/O THE FIRST CHICAGO TRUST COMPANY OF NEW YORK ON OR BEFORE JANUARY 14, 1997 (UNLESS EXTENDED) (THE "EXPIRATION DATE")

RETRACTION AND TENDER REQUEST

TO: REED STENHOUSE COMPANIES LIMITED ("RSC") AND MONTREAL TRUST COMPANY OF CANADA
c/o The First Chicago Trust Company of New York (the "Depositary")

The undersigned holder of the Class 1 Special Shares of RSC described below ("RSC Shares") hereby (i) requests redemption of such RSC Shares for a redemption price determined pursuant to the Restated Articles of Incorporation of RSC (the "Articles"), being equal to one share of Common Stock, par value $1.00 per share, and associated preferred stock purchase rights ("A&A Shares"), of Alexander & Alexander Services Inc. ("A&A") for each RSC Share redeemed plus, if applicable, any dividends payable on such RSC Shares pursuant to the Articles (the "Redemption Price"), and (ii) tenders the A&A Shares received upon such redemption pursuant to the Offer (as defined below), in each case on the terms and conditions set forth below:

1. The undersigned hereby tenders for redemption for the Redemption Price the RSC Shares described below, and requests that such redemption be effected on the date (the "Redemption Date") Subsidiary Corporation, Inc., a Maryland corporation (the "Offeror") and a wholly owned subsidiary of Aon Corporation, first accepts for payment A&A Shares pursuant to the Offeror's offer to purchase all of the outstanding A&A Shares at a purchase price of U.S. $17.50 per A&A Share, net to seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 16, 1996 (the "Offer to Purchase"), receipt of which is hereby acknowledged, and the related Letter of Transmittal (which together with the Offer to Purchase constitute the "Offer"), and contemporaneously therewith, provided that if the Redemption Date does not occur prior to 12:00 midnight (New York time) on April 1, 1997, such RSC Shares shall be returned to the undersigned. The undersigned may withdraw this Retraction and Tender Request prior to the purchase of the A&A Shares by contacting the Company c/o First Chicago Trust Company of New York.

2. The undersigned hereby tenders to the Offeror pursuant to the Offer all A&A Shares received upon the redemption of the RSC Shares tendered hereby. The undersigned is entitled to the withdrawal rights described in the Offer to Purchase.

3. Subject to and effective upon redemption of the RSC Shares tendered hereby, the undersigned hereby appoints the Depositary the true and lawful agent and attorney-in-fact of the undersigned with respect to the A&A Shares received upon such redemption so that such A&A Shares may be tendered under the Offer. Such power of attorney is coupled with an interest and is irrevocable.

4. Subject to and effective upon acceptance for payment of and payment for the A&A Shares tendered hereby, the undersigned hereby sells, assigns and transfers to or upon the order of the Offeror all right, title and interest in and to all the A&A Shares that are being tendered hereby (and any and all other A&A Shares or other securities issued or issuable in respect thereof on or after December 11, 1996) and appoints the Depositary the true and lawful agent and attorney-in-fact of the undersigned with respect to such A&A Shares (and all such other A&A Shares or securities), with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to (a) deliver certificates for such A&A Shares (and all such other A&A Shares or securities), together with all accompanying evidences of transfer and authenticity, to or upon the order of the Offeror, (b) present such A&A Shares (and all such other A&A Shares or securities) for transfer on the books of A&A and (c) receive all benefits and otherwise exercise all rights of beneficial ownership of such A&A Shares (and all such other A&A Shares or securities), all in accordance with the terms of the Offer.

5. The undersigned hereby irrevocably appoints each designee of the Offeror as the attorney-in-fact and proxy of the undersigned, each with full power of substitution, to exercise all voting and other rights of the undersigned in such manner as each such attorney and proxy or his substitute shall in his sole judgment deem proper, with respect to all of the A&A Shares tendered hereby which have been accepted for payment by the Offeror prior to the time of any vote or other action (and any and all other A&A Shares or other securities or rights issued or issuable in respect of such A&A Shares on or after December 11, 1996) at any meeting of stockholders of A&A (whether annual or special and whether or not an adjourned meeting) or otherwise. This proxy is irrevocable and is granted in consideration of, and is effective upon, the acceptance for payment of such A&A Shares by the Offeror in accordance with the terms of the Offer.

6. The undersigned hereby represents and warrants that the undersigned has full power and authority to tender for redemption the RSC Shares tendered hereby and to tender the A&A Shares received upon such redemption pursuant to the Offer. The RSC Shares tendered hereby for redemption shall be redeemed by RSC free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claims and, when accepted for payment by the Offeror, the Offeror will acquire good and unencumbered title to the A&A Shares tendered hereby free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claims. The undersigned will, upon request, execute and deliver any additional documents deemed by RSC, the Offeror or the Depositary to be necessary or desirable to complete the redemption of the RSC Shares tendered hereby or the transfer of the A&A Shares tendered hereby.

7. All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the undersigned, and any obligation of the undersigned hereunder shall be binding upon the heirs, personal representatives, successors and assigns of the undersigned.

DESCRIPTION OF RSC SHARES TENDERED FOR REDEMPTION*

SHARES TENDERED FOR REDEMPTION
(ATTACH ADDITIONAL LIST, IF NECESSARY)

NAME(S) AND ADDRESS(ES) OF REGISTERED HOLDER(S) (PLEASE FILL IN, IF BLANK)	SHARE CERTIFICATE NUMBER(S)**	NUMBER OF SHARES REPRESENTED BY CERTIFICATE(S)**	NUMBER OF SHARES TENDERED FOR REDEMPTION***

Total Shares

* All A&A Shares received upon redemption pursuant to this Redemption and Tender Request will be tendered pursuant to the Offer. ** Need not be completed by stockholders tendering by book-entry transfer. ***Unless otherwise indicated, it will be assumed that all RSC Shares represented by any certificates delivered to RSC c/o the Depositary are being tendered for redemption. See Instruction 4.

[_]
CHECK HERE IF TENDERED RSC SHARES ARE BEING DELIVERED BY BOOK-ENTRY TRANSFER TO THE DEPOSITARY'S ACCOUNT AT ONE OF THE BOOK-ENTRY TRANSFER FACILITIES AND COMPLETE THE FOLLOWING:

Name of Tendering Institution _____

Account No. _____ at

[_]The Depository Trust Company
[_]The Canadian Depositary for Securities Limited

Transaction Code No. _____

SIGN HERE

Signature(s) of Owner(s)

Name(s) _____

Capacity (full title) _____

Address _____

(Include Postal Code)

Area Code and Telephone Number _____

Taxpayer Identification Number _____

Dated: _____ , 199_

(Must be signed by registered holder(s) exactly as name(s) appear(s) on share certificate(s) or on a security position listing or by the person(s) authorized to become registered holder(s) by certificates and documents transmitted herewith. If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or other person acting in a fiduciary or representative capacity, please set forth full title and see Instruction 4.)

GUARANTEE OF SIGNATURE(S)
(See Instructions 1 and 4)

FOR USE BY SIGNATURE GUARANTORS ONLY. PLACE MEDALLION GUARANTEE IN SPACE BELOW.

Authorized signature(s) _____

Name _____

Name of Firm _____

Address _____

(Include Postal Code)

Area Code and Telephone Number _____

Dated: _____ , 199_

INSTRUCTIONS

1. Guarantee of Signatures. Except as otherwise provided below, signatures on all Retraction and Tender Requests must be guaranteed by a firm that is a bank, broker, dealer, credit union, savings association or other entity which is a member in good standing of the Securities Transfer Agents Medallion Program or by any other bank, broker, dealer, credit union, savings association or other entity which is an "eligible guarantor institution" as such term is defined in Rule 17Ad-15 under the U.S. Securities Exchange Act of 1934, as amended, or by a Canadian chartered bank or trust company, a member of the Investment Dealers Association of Canada or a member of the Toronto Stock Exchange, the Montreal Exchange, the Alberta Stock Exchange, the Vancouver Stock Exchange or by another guarantor acceptable to RSC and the Offeror (each of the foregoing constituting an "Eligible Institution"), unless the RSC Shares tendered thereby are tendered (i) by a registered holder of RSC Shares or (ii) for the account of an Eligible Institution. See Instruction 4. If the certificates are registered in the name of a person or persons other than the signer of this Retraction and Tender Request, then the tendered certificates must be endorsed or accompanied by duly executed stock powers signed exactly as the name or names of the registered owner or owners appear on the certificates or stock powers, with the signatures on the certificates or stock powers guaranteed by an Eligible Institution as provided therein. See Instruction 4.

2. Delivery of Retraction and Tender Request and RSC Shares. This Retraction and Tender Request is to be used either if certificates are to be forwarded herewith or if the delivery of RSC Shares is to be made by book-entry transfer. Certificates for all physically delivered RSC Shares, or a confirmation of a book-entry transfer into the Depositary's account at one of the Canadian Depositary for Securities Limited or The Depository Trust Company (the "Book-Entry Transfer Facilities") of all RSC Shares delivered electronically, as well as a properly completed and duly executed Retraction and Tender Request (or a manually signed facsimile thereof) and any other documents required by this Retraction and Tender Request, or an Agent's Message in the case of a book-entry delivery, must be received by the Depositary at one of its addresses set forth below prior to the Expiration Date. ("Agent's Message" means a message transmitted by Book-Entry Transfer Facility to, and received by, the Depositary and forming part of a Book-Entry Confirmation, which states that such Book-Entry Transfer Facility has received an express acknowledgement from the participant in such Book-Entry Transfer Facility tendering the RSC Shares for redemption that such participant has received and agrees to be bound by the terms of the Retraction and Tender Request and that RSC may enforce such agreement against the participant.)

The method of delivery of RSC Shares, the Retraction and Tender Request and all other required documents, including delivery through a Book-Entry Transfer Facility, is at the option and risk of the tendering shareholder. If delivery is by mail, registered mail with return receipt request, properly insured, is recommended.

3. Inadequate Space. If the space provided herein is inadequate, the certificate numbers and/or the number of RSC Shares should be listed on a separate schedule attached hereto.

4. Signatures on Retraction and Tender Request; Stock Powers and Endorsements. If this Retraction and Tender Request is signed by the registered holder(s) of the RSC Shares tendered hereby, the signature(s) must correspond with the name(s) as written on the face of the certificates without alteration, enlargement or any change whatsoever.

If any of the RSC Shares tendered hereby are held of record by two or more persons, all such persons must sign this Retraction and Tender Request.

If any of the RSC Shares tendered hereby are registered in different names on different certificates, it will be necessary to complete, sign and submit as many separate Retraction and Tender Requests as there are different registrations of certificates.

If this Retraction and Tender Request is signed by the registered holder(s) of the RSC Shares tendered hereby, no endorsements of certificates or separate stock powers are required.

If this Retraction and Tender Request is signed by a person other than the registered holder(s) of the RSC Shares tendered hereby, the certificate must be endorsed or accompanied by appropriate stock powers, in either case, signed exactly as the name(s) of the registered holder (s) appear(s) on the certificates for such RSC Shares. Signature(s) on any such certificates or stock powers must be guaranteed by an Eligible Institution.

If this Retraction and Tender Request or any certificate or stock power is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, such person should so indicate when signing, and proper evidence satisfactory to RSC of the authority of such person so to act must be submitted.

5. Requests for Assistance or Additional Copies. Requests for assistance or additional copies of this Retraction and Tender Request may be obtained from the Information Agent or the Dealer Manager at their respective addresses or telephone numbers set forth below.

6. Backup Withholding. Holders that are not United States citizens or resident aliens must submit a completed IRS Form W-8 to avoid 31% backup withholding. Each holder that is a United States person or resident alien must provide the Depositary with such holder's correct Taxpayer Identification Number on Substitute Form W-9 to avoid 31% backup withholding, unless an exemption applies. An IRS Form W-8 or Substitute Form W-9 may be obtained by contacting the Information Agent or the Dealer Manager at their respective addresses or telephone numbers set forth below.

The Information Agent for the Offer is:

LOGO
WALL STREET PLAZA
NEW YORK, NEW YORK 10005

Banks and Brokers Call Collect: (212) 440-9800 All Others Call Toll-Free: 1-800-223-2064

The Dealer Manager for the Offer is:

LAZARD FRERES & CO. LLC
30 ROCKEFELLER PLAZA
NEW YORK, NEW YORK 10020
(212) 632-6717

The Depositary for the Redemption and the Offer is:

FIRST CHICAGO TRUST COMPANY OF NEW YORK

By Mail:	By Hand:	By Overnight Courier:
Tenders & Exchanges P.O. Box 2569--Suite 4660-ALEX Jersey City, New Jersey 07303-2569	First Chicago Trust Company of New York Tenders & Exchanges c/o The Depository Trust Company 55 Water Street, DTC TAD Vietnam Veterans Memorial Plaza New York, New York 10041	Tenders & Exchanges 14 Wall Street 8th Floor--Suite 4680-ALEX New York, New York 10005

EXHIBIT (A)(11)

December 16, 1996

To Our Clients:

Aon Corporation, through its wholly owned subsidiary, Subsidiary Corporation, Inc., a Maryland corporation (the "Offeror"), is making an offer to purchase all the shares of Common Stock, par value $1.00 per share, and associated preferred stock purchase rights (the "A&A Shares"), of Alexander & Alexander Services Inc., a Maryland corporation ("A&A"), at a purchase price of $17.50 per Share, net to seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 16, 1996, and the related Letter of Transmittal (which together constitute the "Offer"). A copy of the Offer to Purchase and Letter of Transmittal is enclosed. This material is being forwarded to you as a beneficial owner of Class 1 Special Shares ("RSC Shares") of Reed Stenhouse Companies Limited ("RSC") carried by us in your account but not registered in your name. Each RSC Share is intended to represent the economic equivalent of one A&A Share. In order to participate in the Offer, it will be necessary for you to instruct us to (a) request the redemption of your RSC Shares for A&A Shares on a one-for-one basis, and (b) tender the A&A Shares received upon such redemption pursuant to the terms and conditions set forth in the Offer.

A REQUEST FOR REDEMPTION OF THE RSC SHARES AND THEN A TENDER OF THE A&A SHARES RECEIVED UPON REDEMPTION CAN BE MADE ONLY BY US AS THE HOLDER OF RECORD AND PURSUANT TO YOUR INSTRUCTIONS. THE RETRACTION AND TENDER REQUEST AND THE LETTER OF TRANSMITTAL ARE FURNISHED TO YOU FOR YOUR INFORMATION ONLY AND CANNOT BE USED BY YOU TO REQUEST REDEMPTION OF ANY RSC SHARES HELD BY US FOR YOUR ACCOUNT OR TO TENDER PURSUANT TO THE OFFER ANY A&A SHARES ISSUABLE UPON SUCH REDEMPTION.

Accordingly, with regard to RSC Shares held by us for your account, we need instructions as to whether you wish to request the redemption of your RSC Shares for A&A Shares and whether you wish to tender the A&A Shares received upon such redemption request pursuant to the Offer.

Please note the following:

1. RSC Shares are convertible for A&A Shares on a one-for-one basis.

2. Your request for redemption will be effected on the date (the "Redemption Date") the Offeror first accepts for payment A&A Shares pursuant to the Offer.

3. If the Redemption Date does not occur prior to 12:00 midnight (New York time) on April 1, 1997, the RSC Shares tendered for redemption will be returned to your account. You may also withdraw your instructions prior to the purchase of the A&A Shares by contacting us directly. In addition, you are entitled to certain withdrawal rights described in the Offer to Purchase.

4. The tender price is U.S. $17.50 per A&A Share, net to you in cash without interest.

5. The Offer is being made for all of the outstanding A&A Shares.

6. The Offer and withdrawal rights will expire at 12:00 midnight, New York City time, on January 14, 1997, unless the Offer is extended.

7. The Offer is conditioned upon, among other things, there being validly tendered prior to the expiration of the Offer and not withdrawn a number of A&A Shares which would constitute at least a majority of the combined voting power of the A&A Shares, the Class A Common Stock of A&A and the Class C Common Stock of A&A (assuming the exercise of all options to purchase, and the conversion or exchange of all securities convertible or exchangeable into, such shares outstanding at the expiration date of the Offer, other than the conversion of the 8% Series B Cumulative Convertible Preferred Stock of A&A). The Offer is also subject to the other terms and conditions contained in the Offer to Purchase.

If you wish to have us request the redemption of your RSC Shares for A&A Shares and tender the A&A Shares received upon such redemption pursuant to the Offer, please so instruct us by completing, executing, detaching and returning to us the instruction form contained in this letter. An envelope to return your instruction to us is enclosed. PLEASE FORWARD YOUR INSTRUCTIONS TO US AS SOON AS POSSIBLE TO ALLOW US AMPLE TIME TO ACT ON YOUR BEHALF PRIOR TO THE EXPIRATION OF THE OFFER.

The Offer is made solely by the Offer to Purchase and the related Letter of Transmittal and any supplements or amendments thereto. The Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of A&A Shares residing in any jurisdiction in which the making of the Offer or acceptance thereof would not be in compliance with the securities laws of such jurisdiction. In any jurisdiction where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer, the Offer will be deemed to be made on behalf of the Offeror by Lazard Freres & Co. LLC or by one or more registered brokers or dealers licensed under the laws of such jurisdiction.

INSTRUCTIONS WITH RESPECT TO
REQUEST FOR REDEMPTION AND TENDER PURSUANT TO OFFER

The undersigned acknowledge(s) receipt of your letter and the enclosed Retraction and Tender Request, and Offer to Purchase dated December 16, 1996 (the "Offer to Purchase") and the related Letter of Transmittal (the Offer to Purchase and related Letter of Transmittal together constituting the "Offer") in connection with the offer by Subsidiary Corporation, Inc., a Maryland corporation (the "Offeror") and a wholly owned subsidiary of Aon Corporation, a Delaware corporation, to purchase all outstanding shares of Common Stock, par value $1.00 per share, of Alexander & Alexander Services Inc., a Maryland corporation, including the associated preferred stock purchase rights (the "A&A Shares").

This will instruct you to request the redemption of that number of Class 1 Special Shares (the "RSC Shares") of Reed Stenhouse Companies Limited ("RSC") indicated below (or if no number is indicated below, all RSC Shares) which are held by you for the account of the undersigned, and to tender all the A&A Shares received upon such redemption upon the terms and subject to the conditions set forth in the Offer.

Number of RSC Shares Requested to be Redeemed:*

SIGN HERE

Account Number: Signature(s)

Date: ---

(Print Name(s))

(Print Address(es))

(Area Code and Telephone Number(s))

(Taxpayer Identification or Social Security Number(s))**

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*If you elect to tender for redemption RSC Shares held by us for your account, then we will automatically tender pursuant to the Offer any A&A Shares received upon such redemption.
**Holders that are not United States citizens or resident aliens must submit a completed IRS Form W-8 to avoid 31% backup withholding.

EXHIBIT (A)(12) ALEXANDER & Alexander Services Inc.

December 16, 1996

Dear Shareholder of Reed Stenhouse Companies Limited:

I am pleased to inform you that on December 11, 1996, Alexander & Alexander Services Inc. ("Alexander & Alexander") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Aon Corporation and Subsidiary Corporation, Inc. (the "Offeror"). Pursuant to the Merger Agreement, the Offeror today commenced a tender offer to purchase all outstanding shares of Alexander & Alexander's Common Stock, par value $1.00 per share, and associated preferred stock purchase rights (the "Shares"), for US $17.50 per share in cash. Under the Merger Agreement, the tender offer will be followed by a merger in which any remaining Shares (other than Shares held by dissenting stockholders, if applicable) will be converted into the same consideration as is paid in the tender offer.

The Board of Directors of Alexander & Alexander unanimously has approved the Merger Agreement, the tender offer and the merger, has determined that the terms of each of the tender offer and merger are fair to and in the best interests of Alexander & Alexander's common stockholders, and recommends that the Alexander & Alexander's common stockholders accept the tender offer. The Board also recommends that holders of Class 1 Special Shares of Reed Stenhouse Companies Limited retract such shares and tender the shares of Alexander & Alexander Common Stock received on such retraction in acceptance of the tender offer. Mr. Peter C. Godsoe, who is Chairman of the Board and Chief Executive Officer of The Bank of Nova Scotia and a director of both Alexander & Alexander and Reed Stenhouse Companies Limited, voted for the recommendation as a director of Alexander & Alexander.

In arriving at its recommendation, the Board of Directors of Alexander & Alexander gave careful consideration to a number of factors which are described in the enclosed materials, including, among other things, the opinion of CS First Boston Corporation, Alexander & Alexander's financial advisor, that the cash consideration of US $17.50 per share to be received by the holders of Common Stock pursuant to the offer and the merger is fair to such common stockholders from a financial point of view.

Accompanying this letter is a copy of the Alexander & Alexander Services Inc. Solicitation/Recommendation Statement as well as the Offer to Purchase and related materials, including a form of Retraction and Tender Request for use in requesting redemption of shares you own in Reed Stenhouse Companies Limited and tendering Shares received upon such redemption. We urge you to read the enclosed materials carefully. The management and directors of Alexander & Alexander thank you for the support you have given Reed Stenhouse Companies Limited.

Sincerely,

Frank G. Zarb Chairman of the Board, President &

Chief Executive Officer

EXHIBIT (A)(13)

REED STENHOUSE COMPANIES LIMITED
Reed Stenhouse Tower,
20 Ray Street
Toronto, Canada M5J 2N9
(416) 868-5500
Facsimile (416) 868-
5580

Reed Stenhouse

December 16, 1996

TO: HOLDERS OF CLASS 1 SPECIAL SHARES ("RSC Shares") of REED STENHOUSE COMPANIES LIMITED (the "Company")

Aon Corporation, through its wholly owned subsidiary, Subsidiary Corporation, Inc., a Maryland corporation, (the "Offeror") is making an offer to purchase all of the shares of Common Stock, par value $1.00 per share, and associated preferred stock purchase rights (the "A&A Shares"), of Alexander & Alexander Services Inc. ("A&A") at a price of U.S. $17.50 per share, net to seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 16, 1996, and in the related Letter of Transmittal (which together constitute the "Offer"). Copies of the Offer to Purchase and Letter of Transmittal are enclosed. The Letter of Transmittal has been provided for informational purposes only and does not need to be completed. Your RSC Shares are intended to represent the economic equivalent of an equal number of A&A Shares. In order for you to participate in the Offer, it will be necessary for you to (a) request the redemption of your RSC Shares for A&A Shares on a one-for-one basis, and (b) tender the A&A Shares received upon such redemption pursuant to the Offer. You may do this by properly completing and executing the enclosed Retraction and Tender Request and transmitting such request, together with the certificates representing your RSC Shares, as instructed therein so that they are received by First Chicago Trust Company of New York no later than January 14, 1997.

Your request for redemption will be effected contemporaneously with the Offeror's first acceptance for payment of A&A Shares pursuant to the Offer. If your request for redemption has not been effected prior to 12:00 midnight (New York time) on April 1, 1997, your RSC Shares will be returned to you. You may also withdraw your Retraction and Tender Request prior to the purchase of the A&A Shares by contacting the Company c/o First Chicago Trust Company of New York. In addition, you are entitled to withdrawal rights described in the Offer to Purchase under "Withdrawal Rights".

The Board of Directors of A&A has determined that the terms of the Offer are fair to and in the best interests of the stockholders of A&A and has recommended that all holders of A&A Shares accept the Offer. Such recommendation is included in the documents enclosed with this letter.

If you have any questions with respect to the foregoing matters, please contact the Information Agent, Georgeson & Company, Inc., at 1-800-223-2064. If you wish to participate in the Offer, please complete and send the documentation referred to above to the Company, c/o the First Chicago Trust Company of New York, at the address provided in the enclosed documents for arrival prior to January 14, 1997.

Yours truly,

James S. Horrick President and Chief Executive

Officer

EXHIBIT (A)(14)
[LETTERHEAD OF AIRD & BERLIS]

TO: Certain Holders of Class 1 Special Shares of Reed Stenhouse Companies Limited

FROM: Aird & Berlis

DATE: December 20, 1996

CANADIAN FEDERAL INCOME TAX CONSEQUENCES OF THE RETRACTION AND TENDER REQUEST

The following is a general summary of the principal Canadian federal income tax consequences of the Retraction and Tender Request generally applicable to shareholders of Reed Stenhouse Companies Limited ("RSC") who are resident or deemed to be resident in Canada, deal at arm's length with RSC, Alexander & Alexander Services Inc. ("A&A"), Aon Corporation and Subsidiary Corporation Inc. and who hold their Class 1 Special Shares of RSC (the "RSC Shares") as capital property, all for the purpose of the Income Tax Act (Canada)(the "Act"). This summary is not applicable to "specified financial institutions" as that term is defined in the Act. Such shareholders should consult their own tax advisors.

RSC Shares will generally be considered to constitute capital property of a shareholder unless either such holder holds such shares in the course of carrying on a business of buying and selling shares or such holder has acquired such shares in a transaction or transactions considered to be an adventure in the nature of trade. A shareholder whose RSC Shares might not otherwise qualify as capital property may qualify to make an irrevocable election in accordance with subsection 39(4) of the Act to have every "Canadian security" owned by such holder in the taxation year of the election and in all subsequent taxation years deemed to be a capital property.

Recent amendments to the Act (the "mark-to-market rules") generally preclude certain "financial institutions", as defined in the Act, from obtaining capital gains treatment in respect of gains realized from a disposition of shares of corporations (other than shares of a corporation in which the institution has a "significant interest") and such institutions are precluded from making the subsection 39(4) election referred to above. This summary does not otherwise take into account the mark-to-market rules and taxpayers that are "financial institutions" for the purpose of such rules should consult their own tax advisers.

This summary is based on the current provisions of the Act, the regulations thereunder (the "Regulations") and our understanding of the current administrative and assessing practices of Revenue Canada. In addition, this summary takes into account all specific proposals to amend the Act and the Regulations announced by the Department of Finance prior to the date hereof (collectively, the "Proposed Tax Amendments") and assumes that all such Proposed Tax Amendments will be enacted in the form announced although no assurance can be given in this regard. This summary does not otherwise take into account or anticipate any changes in law, whether by judicial, governmental or legislative decision or action, nor does it take into account provincial, territorial or foreign tax legislation or considerations, which may differ significantly from those discussed therein. It has been assumed for purposes of this summary that the RSC Shares are not taxable preferred shares for purposes of the Act. Generally, RSC Shares would not be taxable preferred shares since they were issued before June 18, 1987.

THIS SUMMARY IS OF A GENERAL NATURE ONLY AND IS NOT INTENDED TO BE, NOR SHOULD IT BE CONSTRUED TO BE, LEGAL OR TAX ADVICE TO ANY PARTICULAR SHAREHOLDER. ACCORDINGLY, SHAREHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS FOR ADVICE WITH RESPECT TO THEIR OWN PARTICULAR CIRCUMSTANCES, INCLUDING WHETHER THE INCOME TAX APPLICATION RULES COULD APPLY TO SHAREHOLDERS, THEIR PLACE OF RESIDENCE AND THE APPLICATION AND EFFECT OF THE INCOME AND OTHER TAX LAWS OF ANY COUNTRY, PROVINCE, STATE OR LOCAL TAX AUTHORITY WHICH MAY APPLY TO THE SHAREHOLDER.

RETRACTION OF RSC SHARES

In the case of an individual shareholder, the shareholder will be considered to have disposed of such shares for proceeds of disposition equal to the fair market value expressed in Canadian dollars of the A&A Share received on the retraction. The shareholder will realize a capital gain, or capital loss, to the extent that such proceeds exceed, or are exceeded by, the adjusted cost base to the shareholder of the RSC Shares so retracted. The income tax treatment of such gain or loss is discussed below. The cost of the A&A Share received on the retraction will be equal to its fair market value expressed in Canadian dollars.

In the case of a corporate shareholder, the amount received (the "Amount Received") by a shareholder on the retraction of the RSC Shares in excess of the paid-up capital of the shares for purposes of the Act will be treated as a dividend (a "deemed dividend") for the purposes of the Act (subject in the case of corporate shareholders to

subsection 55(2) of the Act, discussed below). The Amount Received will be equal to the fair market value expressed in Canadian dollars of the A&A Share received on the retraction. The shareholder will also be considered to have disposed of the RSC Share for proceeds of disposition equal to its paid-up capital. As a result, the shareholder may also realize a capital gain (or as a capital loss) to the extent that the adjusted cost base of such share exceeds (or is less than) the paid-up capital. The income tax treatment of such gain or loss is discussed below. The cost of the A&A Share received on the retraction will be equal to its fair market value expressed in Canadian dollars.

A deemed dividend received by a corporate shareholder on or as a consequence of the retraction of RSC Shares will be included in computing the shareholders's income.

A deemed dividend received by a corporate shareholder will generally be deductible in computing the corporation's taxable income. Private corporations, as defined in the Act, and certain other corporations controlled by or for the benefit of an individual (other than a trust) or related group of individuals (other than trusts) will generally be subject to a refundable tax at the rate of 33-1/3% pursuant to Part IV of the Act on the deemed dividend, to the extent such deemed dividend is deductible in computing taxable income.

Notwithstanding the foregoing, subsection 55(2) of the Act provides that where a corporate shareholder receives a deemed dividend which would be deductible in computing the shareholder's taxable income, then (except to the extent that the deemed dividend is subject to Part IV tax which is not refunded as part of the same series of transactions), the deemed dividend may be included in the proceeds of disposition of the shares for purposes of computing the shareholder's capital gain on the disposition of the shares. Corporate shareholders should consult their tax advisers for specific advice with respect to the potential application of subsection 55(2) of the Act on the retraction of RSC Shares.

TAXATION OF CAPITAL GAINS AND LOSSES

A shareholder will generally be required to include in the shareholder's income three-quarters of any capital gain (the "taxable capital gain") and may apply three-quarters of any capital loss only against taxable capital gains in accordance with the detailed rules in the Act.

If the shareholder is a corporation or a partnership or trust of which a corporation is a partner or a beneficiary, any capital loss realized on the disposition of the RSC Shares may be reduced by the amount of certain dividends which have been received or were deemed to have been received on such shares in accordance with the detailed provisions of the Act in that regard. Shareholders should consult their tax advisers for specific information regarding the application of these provisions, including the effect of certain Proposed Tax Amendments which would extend the application of the "stop-loss" provisions to a trust or partnership that is a member of a partnership or a beneficiary of a trust that holds shares of a corporation.

Adjusted Cost Base

The cost of the A&A Shares acquired pursuant to the Retraction and Tender Request must be averaged with the adjusted cost base to the holder of all A&A Shares owned by such holder immediately prior to the retraction for purposes of calculating the adjusted cost base of each A&A Share held. This will determine whether a gain or loss will be realized on the subsequent disposition of the A&A Shares for cash.

EXHIBIT (A)(15)

BEFORE YOU MAIL YOUR RETRACTION AND TENDER REQUEST, PLEASE MAKE SURE THAT YOU HAVE:

. ENCLOSED YOUR RSC SHARE CERTIFICATE, EXCEPT IF YOU ARE DELIVERING SHARES BY BOOK ENTRY TRANSFER

. OBTAINED SIGNATURE GUARANTEES IF YOUR RSC CERTIFICATES ARE IN THE NAME OF A PERSON OR PERSONS OTHER THAN THE SIGNER OF THE RETRACTION AND TENDER REQUEST

. ENCLOSED A COMPLETED IRS FORM W-8 OR OTHER SIMILAR FORM TO AVOID A 31% BACKUP WITHHOLDING

. INCLUDED PROPER POSTAGE ON THE RETURN ENVELOPE

EXHIBIT (A)(16)

Form W-8
(Rev. November 1992) CERTIFICATE OF FOREIGN STATUS
Department of the Treasury

Internal Revenue Service

NAME OF OWNER (If joint account, also give joint owner's name.) (See SPECIFIC INSTRUCTIONS.)
U.S. taxpayer identification number (if any)

PERMANENT ADDRESS (See SPECIFIC INSTRUCTIONS.) (Include apt. or suite no.)

City, province or state, postal code, and country

CURRENT MAILING ADDRESS, if different from permanent address (Include apt. or suite no., or P.O. box if mail is not delivered to street address.)

City, town or post office, state, and ZIP code (If foreign address, enter city, province or state, postal code, and country.)

List account information
Account number Account type Account number Account type here (Optional, see
z
SPECIFIC INSTRUCTIONS.)

NOTICE OF CHANGE IN STATUS.--To notify the payer, mortgage interest recipient, broker, or barter exchange that you no longer qualify for exemption, check here ..... z
[_]
IF YOU CHECK THIS BOX, REPORTING WILL BEGIN ON THE ACCOUNT(S) LISTED.
CERTIFICATION.--(Check applicable box(es)). Under penalties of perjury, I certify that:
[_] For INTEREST PAYMENTS, I am not a U.S. citizen or resident (or I am filing for a foreign corporation, partnership, estate, or trust).

PLEASE
[_] For DIVIDENDS, I am not a U.S. citizen or resident (or I am filing SIGN for a foreign corporation, partnership, estate, or trust). HERE [_] For BROKER TRANSACTIONS or BARTER EXCHANGES, I am an exempt foreign person as defined in the instructions below.

z ---------- Signature Date

GENERAL INSTRUCTIONS
(Section references are to the Internal Revenue Code unless otherwise noted.)
PURPOSE
Use Form W-8 or a substitute form containing a substantially similar statement to tell the payer, mortgage interest recipient, middleman, broker, or barter exchange that you are a nonresident alien individual, foreign entity, or exempt foreign person not subject to certain U.S. information return reporting or backup withholding rules.
CAUTION: Form W-8 does not exempt the payee from the 30% (or lower treaty) nonresident withholding rates.
NONRESIDENT ALIEN INDIVIDUAL
For income tax purposes, "nonresident alien individual" means an individual who is neither a U.S. citizen nor resident. Generally, an alien is considered to be a U.S. resident if:
. The individual was a lawful permanent resident of the United States at any time during the calendar year, that is, the alien held an immigrant visa (a "green card"), or
. The individual was physically present in the United States on:
(1) at least 31 days during the calendar year, and
(2) 183 days or more during the current year and the 2 preceding calendar years (counting all the days of physical presence in the current year, one- third the number of days of presence in the first preceding year, and only one- sixth of the number of days in the second preceding year). See PUB. 519, U.S. Tax Guide for Aliens, for more information on resident and nonresident alien status. NOTE: If you are a nonresident alien individual married to a U.S. citizen or resident and have made an election under section 6013(g) or (h), you are treated as a U.S. resident and MAY NOT use Form W-8.
EXEMPT FOREIGN PERSON
For purposes of this form, you are an "exempt foreign person" for a calendar year in which:
1. You are a nonresident alien individual or a foreign corporation, partnership, estate, or trust,
2. You are an individual who has not been, and plans not to be, present in the United States for a total of 183 days or more during the calendar year, and
3. You are neither engaged, nor plan to be engaged during the year, in a U.S. trade or business that has effectively connected gains from transactions with a broker or barter exchange. If you do not meet the requirements of 2 or 3 above, you may instead certify on FORM 1001, Ownership, Exemption, or Reduced Rate Certificate, that your country has a tax treaty with the United States that exempts your transactions

from U.S. tax.

FILING INSTRUCTIONS

WHEN TO FILE.--File Form W-8 or substitute form before a payment is made. Otherwise, the payer may have to withhold and send part of the payment to the Internal Revenue Service (see BACKUP WITHHOLDING below) This certificate generally remains in effect for three calendar years. However, the payer may require you to file a new certificate each time a payment is made to you. WHERE TO FILE.--File this form with the payer of the qualifying income who is the withholding agent (see WITHHOLDING AGENT on page 2). Keep a copy for your own records.

BACKUP WITHHOLDING

A U.S. taxpayer identification number or Form W-8 or substitute form must be given to the payers of certain income. If a taxpayer identification number or Form W-8 or substitute form is not provided or the wrong taxpayer identification number is provided, these payers may have to withhold 20% of each payment or transaction. This is called backup withholding. NOTE: On January 1, 1993, the backup withholding rate increases from 20% to 31%.

Reportable payments subject to backup withholding rules are:

. Interest payments under section 6049(a)

. Dividend payments under sections 6049(a) and 6044.

. Other payments (i.e., royalties and payments from brokers and barter exchanges) under sections 6041, 6041A(a), 6045, 6050A, and 6050N. If backup withholding occurs, an exempt foreign person who is a nonresident alien individual may get a refund by filing FORM 1040NR, U.S. Nonresident Alien Income Tax Return, with the Internal Revenue

(Continued on back.)

PLEASE PRINT OR TYPE

FORM W-8.

Service Center. Philadelphia, PA 19255 even if filing the return is not otherwise required.

U.S. TAXPAYER IDENTIFICATION NUMBER

The Internal Revenue law requires that certain income be reported to the Internal Revenue Service using a U.S. taxpayer identification number (TIN). This number can be a social security number assigned to individuals by the Social Security Administration or an employer identification number assigned to businesses and other entities by the Internal Revenue Service.

Payments to account holders who are foreign persons (nonresident alien individuals, foreign corporations, partnerships, estates, or trusts) generally are not subject to U.S. reporting requirements. Also, foreign persons are not generally required to have a TIN, nor are they subject to any backup withholding because they do not furnish a TIN to a payer or broker.

However, foreign persons with income effectively connected with a trade or business in the United States (income subject to regular (graduated) income tax), must have a TIN. To apply for a TIN, use Form SS-4, Application for Employer Identification Number, available from local Internal Revenue Service offices, or Form SS-5, Application for a Social Security Card, available from local Social Security Administration offices.

SPECIAL RULES

MORTGAGE INTEREST.--For purposes of the reporting rules, mortgage interest is interest paid on a mortgage to a person engaged in a trade or business originating mortgages in the course of that trade or business. A mortgage interest recipient is one who receives Nonresident Aliens and Foreign Corporations, for rEGISTERED OBLIGATIONS TARGETED TO FOREIGN MARKETS and when Form W-8 or substitute form is not required on these payments.

BEARER OBLIGATIONS.--The interest from bearer obligations targeted to foreign markets is treated as portfolio interest and is not subject to 30% withholding. Form W-8 or substitute form is not required.

DIVIDENDS.--Any distribution or payment of dividends by a U.S. corporation sent to a foreign address is subject to the 30% (or lower treaty) withholding rate, but is not subject to backup withholding. Also, there is no backup withholding on dividend payments made to a foreign person by a foreign corporation. However, the 30% withholding (or lower treaty) rate applies to dividend payments made to a foreign person by a foreign corporation if:

. 25% or more of the foreign corporation's gross income for the three preceding taxable years was effectively connected with a U.S. trade or business, and

. The corporation was not subject to the branch profits tax because of an income tax treaty (see section 884(e)).

If a foreign corporation makes payments to another foreign corporation, the recipient must be a qualified resident of its country of residence to benefit from that country's tax treaty.

BROKER OR BARTER EXCHANGES.--Income from transactions with a broker or barter exchanges is subject to reporting rules and backup withholding unless Form W-8 or substitute form is filed to notify the broker or barter exchange that you are an exempt foreign person as defined on page 1.

SPECIFIC INSTRUCTIONS

NAME OF OWNER.--If Form separate Form W-8 with each payer.

SIGNATURE.--If only one foreign person owns the account(s) listed on this form, that foreign person should sign the Form W-8.

If each owner of a joint account is a foreign person, EACH should sign a separate Form W-8.

NOTICE OF CHANGE IN STATUS.--If you become a U.S. citizen or resident after you have filed Form W-8 or substitute form, or you cease to be an exempt foreign person, you must notify the payer in writing within 30 days of your change in status.

To notify the payer, you may check the box in the space provided on this form or use the method prescribed by the payer.

Reporting will then begin on the account(s) listed and backup withholding may also begin unless you certify to the payer that:

(1) The U.S. taxpayer identification number you have given is correct, AND

(2) The Internal Revenue Service has not notified you that you are subject to backup withholding because you failed to report certain income.

You may use FORM W-9, Request for Taxpayer Identification Number and Certification, to make these certifications.

If an account is no longer active, you do not have to notify a payer of your change in status unless you also have another account with the same payer that is still active.

FALSE CERTIFICATE.--If you file a false certificate when you are not entitled to the exemption from withholding or reporting, you may be subject to fines and/or imprisonment under U.S. perjury laws.

INSTRUCTIONS TO WITHHOLDING AGENTS

WITHHOLDING AGENT.--

interest on a mortgage that was acquired in the course of a trade or business.

Mortgage interest is not subject to backup withholding rules, but is subject to reporting requirements under section 6050H. Generally, however, the reporting requirements do not apply if the payer of record is a nonresident alien individual who pays interest on a mortgage not secured by real property in the United States. Use Form W-8 or substitute form to notify the mortgage interest recipient that the payer is a nonresident alien individual.

W-8 is being filed for portfolio interest, enter the name of the beneficial owner.

U.S. TAXABLE IDENTIFICATION NUMBER.--If you have a U.S. taxpayer identification number, enter your number in this space (see the discussion earlier).

PERMANENT ADDRESS.--Enter your complete address in the country where you reside permanently for income tax purposes.

IF YOU ARE:

Generally, the person responsible for payment of the items discussed above to a nonresident alien individual or foreign entity is the withholding agent (see Pub. 515).

RETENTION OF STATEMENT.--Keep Form W-8 or substitute form in your records for at least four years following the end of the last calendar year during which the payment is paid or collected.

PORTFOLIO INTEREST.--Although registered obligations NOT targeted to foreign markets are not subject to 30% withholding, you must file FORM 1042S, Foreign Person's U.S. Source Income Subject to Withholding, to report the interest payment. Both Form 1042S and a copy of Form W-8 or substitute form must be attached to FORM 1042, Annual Withholding Tax Return for U.S. Source Income of Foreign Persons.

SHOW THEADDRESS OF:

An individualYour permanent residence

A partnership or corporation
Principal office

PORTFOLIO INTEREST.--

Generally, portfolio interest paid to a nonresident alien individual or foreign partnership, estate, or trust is not subject to backup withholding rules. However, if interest is paid on portfolio investments to a beneficial owner that is neither a financial institution nor a member of a clearing organization, Form W-8 or substitute form is required.

An estate or trust
Permanent residence or principal office of any fiduciary

Also show your current mailing address if it differs from your permanent address.

ACCOUNT INFORMATION
(OPTIONAL).--If you have
MORE THAN ONE ACCOUNT

(savings, certificate of deposit, pension, IRA, etc.) with the same payer, list all account numbers and types on one Form W-8 or substitute form unless your payer

REGISTERED OBLIGATIONS

NOT TARGETED TO FOREIGN MARKETS qualify as portfolio interest not subject to 30% withholding, but require the filing of Form W-8 or substitute form. SEE INSTRUCTIONS TO WITHHOLDING AGENTS on this page for reporting rules.

requires you to file a separate certificate for each account.

If you have MORE THAN ONE PAYER, file a

SEE PUB. 515,

Withholding of Tax on

EXHIBIT (A)(17)

THIS CONVERSION AND TENDER REQUEST AND ALL REQUIRED SHARE CERTIFICATES AND DOCUMENTS MUST BE RECEIVED BY R.M. TRUST CO., WHICH IS ACTING AS THE RECEIVING AGENT FOR ALEXANDER & ALEXANDER SERVICES INC. AND FIRST CHICAGO TRUST COMPANY OF NEW YORK, ON OR BEFORE JANUARY 14, 1997 (UNLESS EXTENDED) (THE "EXPIRATION
DATE").

CONVERSION AND TENDER REQUEST

TO: ALEXANDER & ALEXANDER SERVICES INC. (the "Company") AND THE FIRST CHICAGO TRUST COMPANY OF NEW YORK (the "Depositary")

The undersigned holder of the Class C Common Stock, par value $1.00 per share, of the Company described below ("Class C Shares") hereby (i) requests conversion of such Class C Shares pursuant to the Charter of the Company into an equal number of Common Stock, par value $1.00 per share, and associated preferred stock purchase rights ("Common Shares"), of the Company, and (ii) tenders the Common Shares received upon such conversion pursuant to the Offer (as defined below), in each case on the terms and conditions set forth below:

1. The undersigned hereby requests conversion of the Class C Shares described below, and requests that such conversion be effected on the date (the "Conversion Date") Subsidiary Corporation, Inc., a Maryland corporation (the "Offeror") and a wholly owned subsidiary of Aon Corporation, first accepts for payment Common Shares pursuant to the Offeror's offer to purchase all of the outstanding Common Shares at a purchase price of U.S. $17.50 per Common Share, net to seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated 16 December 1996 (the "Offer to Purchase"), receipt of which is hereby acknowledged, and the related Letter of Transmittal (which together with the Offer to Purchase constitute the "Offer"), and contemporaneously therewith, provided that if the Conversion Date does not occur prior to 12:00 midnight (New York time) on 1 April 1997, such Class C Shares shall be returned to the undersigned. The undersigned may withdraw this Conversion and Tender Request prior to the purchase of the Common Shares by contacting the Company c/o First Chicago Trust Company of New York.

2. The undersigned hereby tenders to the Offeror pursuant to the Offer all Common Shares received upon the conversion of the Class C Shares tendered hereby. The undersigned is entitled to the withdrawal rights described in the Offer to Purchase.

3. Subject to and effective upon conversion of the Class C Shares tendered hereby, the undersigned hereby appoints the Depositary the true and lawful agent and attorney-in-fact of the undersigned with respect to the Common Shares received upon such conversion so that such Common Shares may be tendered under the Offer. Such power of attorney is coupled with an interest and is irrevocable.

4. Subject to and effective upon acceptance for payment of and payment for the Common Shares tendered hereby, the undersigned hereby sells, assigns and transfers to or upon the order of the Offeror all right, title and interest in and to all the Common Shares that are being tendered hereby (and any and all other Common Shares or other securities issued or issuable in respect thereof on or after 11 December 1996) and appoints the Depositary the true and lawful agent and attorney-in-fact of the undersigned with respect to such Common Shares (and all such other Common Shares or securities), with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to (a) deliver certificates for such Common Shares (and all such other Common Shares or securities), together with all accompanying evidences of transfer and authenticity, to or upon the order of the Offeror, (b) present such Common Shares (and all such other Common Shares or securities) for transfer on the books of the Company and (c) receive all benefits and otherwise exercise all rights of beneficial ownership of such Common Shares (and all such other Common Shares or securities), all in accordance with the terms of the Offer.

5. The undersigned hereby irrevocably appoints each designee of the Offeror as the attorney-in-fact and proxy of the undersigned, each with full power of substitution, to exercise all voting and other rights of the undersigned in such manner as each such attorney and proxy or his substitute shall in his sole judgment deem proper, with respect to all of the Common Shares tendered hereby which have been accepted for payment by the Offeror prior to the time of any vote or other action (and any and all other Common Shares or other securities or rights issued or issuable in respect of such Common Shares on or after 11 December 1996) at any meeting of holders of Common Shares (whether annual or special and whether or not an adjourned meeting) or otherwise. This proxy is irrevocable and is granted in consideration of, and is effective upon, the acceptance for payment of such Common Shares by the Offeror in accordance with the terms of the Offer.

6. The undersigned hereby represents and warrants that the undersigned has full power and authority to request conversion of the Class C Shares tendered hereby and to tender the Common Shares received upon such conversion pursuant to the Offer. The Class C Shares tendered hereby for conversion are free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claims and, when accepted for payment by the Offeror, the Offeror will acquire good and unencumbered title to the Common Shares tendered hereby free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claims. The undersigned will, upon request, execute and deliver any additional documents deemed by the Company, the Offeror or the Depositary to be necessary or desirable to complete the conversion of the Class C Shares tendered hereby or the transfer of the Common Shares tendered hereby.

7. The undersigned acknowledges that upon the conversion of the Class C Shares, the dividend shares of 2 pence each (the "Dividend Shares") of Alexander & Alexander Services UK plc ("A&A UK") related to the Class C Common Shares will be automatically redeemed by A&A UK at their par value of 2 pence per share.

8. All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the undersigned, and any obligation of the undersigned hereunder shall be binding upon the heirs, personal representatives, successors and assigns of the undersigned.

DESCRIPTION OF CLASS C SHARES REQUESTED TO BE CONVERTED

SHARES REQUESTED TO BE CONVERTED
(ATTACH ADDITIONAL LIST, IF NECESSARY)

[/TABLE]

NAME(S) AND ADDRESS(ES) OF REGISTERED HOLDER(S) (PLEASE FILL IN, IF BLANK)	SHARE CERTIFICATE NUMBER(S)**	NUMBER OF SHARES REPRESENTED BY CERTIFICATE(S)**	NUMBER OF SHARES REQUESTED TO BE CONVERTED***

Total Shares

* All Common Shares issued upon conversion pursuant to this Conversion and Tender Request will be tendered pursuant to the Offer. ** Need not be completed by stockholders tendering by book-entry transfer. ***Unless otherwise indicated, it will be assumed that all Class C Shares represented by any certificates delivered to the Company c/o the Depositary are being requested to be converted. See Instruction 4.

[_]
CHECK HERE IF CLASS C SHARES TENDERED FOR CONVERSION ARE BEING DELIVERED BY BOOK-ENTRY TRANSFER TO THE DEPOSITARY'S ACCOUNT AT THE DEPOSITORY TRUST COMPANY AND COMPLETE THE FOLLOWING:

Name of Tendering Institution _____

Account No. _____ at

Transaction Code No. _____

SIGNED, DELIVERED AND EXECUTED AS A DEED BY:

Signature(s) of Owner(s)

Name(s) _____

Capacity (full title) _____

Address _____

(Include Postal Code)

Area Code and Telephone Number _____

Taxpayer Identification Number _____

Dated: _____ , 199^

(Must be signed by registered holder(s) exactly as name(s) appear(s) on share certificate(s) or on a security position listing or by the person(s) authorized to become registered holder(s) by certificates and documents transmitted herewith. If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or other person acting in a fiduciary or representative capacity, please set forth full title and see Instruction 4.)

WITNESSED BY

Signature(s)

Name(s) _____

Address _____

Occupation _____

INSTRUCTIONS

1. Signatures. You should execute this Conversion and Tender Request by signing it and, in the case of a joint holding, arrange for all other joint holders to do likewise. Each holder must sign in the presence of an independent witness who should also sign where indicated. The witness must be over 18 years of age and must not be one of the joint registered holders or otherwise have any financial interest in the Class C Shares or in the proceeds resulting from the same. The same witness may witness each signature of the joint holders. If the conversion and tender is not made by the registered holder(s), insert the name(s) and capacity (e.g. executor) of the person(s) making the conversion and tender. A company may either execute under seal, the seal being affixed and witnessed in accordance with its Articles of Association or other regulations or, if applicable, in accordance with section 36A or 36B of the Companies Act 1985. This Conversion and Tender Request shall take effect as a deed executed by you and any joint holders. See Instruction 4.

2. Delivery of Conversion and Tender Request and Class C Shares. This Conversion and Tender Request is to be used either if certificates are to be forwarded herewith or if the delivery of Class C Shares and related Dividend Shares is to be made by book-entry transfer. Certificates for all physically delivered Class C Shares and related Dividend Shares, or a confirmation of a book-entry transfer into the Depositary's account at The Depository Trust Company (the "Book-Entry Transfer Facility") of all Class C Shares and related Dividend Shares delivered electronically, as well as a properly completed and duly executed Conversion and Tender Request (or a manually signed facsimile thereof) and any other documents required by this Conversion and Tender Request, or an Agent's Message in the case of a book-entry delivery, must be received by the Depositary at one of its addresses set forth below prior to the Expiration Date. ("Agent's Message" means a message transmitted by Book- Entry Transfer Facility to, and received by, the Depositary and forming part of a Book-Entry Confirmation, which states that such Book-Entry Transfer Facility has received an express acknowledgement from the participant in such Book-Entry Transfer Facility tendering the Class C Shares and related Dividend Shares for conversion that such participant has received and agrees to be bound by the terms of the Conversion and Tender Request and that the Company may enforce such agreement against the participant.)

The method of delivery of Class C Shares, the Conversion and Tender Request and all other required documents, including delivery through a Book-Entry Transfer Facility, is at the option and risk of the tendering stockholder. If delivery is by mail, registered mail with return receipt request, properly insured, is recommended.

3. Inadequate Space. If the space provided herein is inadequate, the certificate numbers and/or the number of Class C Shares should be listed on a separate schedule attached hereto.

4. Signatures on Conversion and Tender Request; Stock Powers and Endorsements. If this Conversion and Tender Request is signed by the registered holder(s) of the Class C Shares tendered hereby, the signature(s) must correspond with the name(s) as written on the face of the certificates without alteration, enlargement or any change whatsoever.

If any of the Class C Shares tendered hereby are held of record by two or more persons, all such persons must sign this Conversion and Tender Request.

If any of the Class C Shares tendered hereby are registered in different names on different certificates, it will be necessary to complete, sign and submit as many separate Conversion and Tender Requests as there are different registrations of certificates.

If this Conversion and Tender Request is signed by the registered holder(s) of the Class C Shares tendered for conversion hereby, no endorsements of certificates or separate stock powers are required.

If this Conversion and Tender Request is signed by a person other than the registered holder(s) of the Class C Shares tendered hereby, the certificate must be endorsed or accompanied by appropriate stock powers, in either case, signed exactly as the name(s) of the registered holder (s) appear(s) on the certificates for such Class C Shares.

If this Conversion and Tender Request or any certificate or stock power is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, such person should so indicate when signing, and proper evidence satisfactory to the Company of the authority of such person so to act must be submitted.

5. Requests for Assistance or Additional Copies. Requests for assistance or additional copies of this Conversion and Tender Request may be obtained from the Information Agent or the Dealer Manager at their respective addresses or telephone numbers set forth below.

6. Backup Withholding. Holders that are not United States citizens or United States resident aliens must submit a completed IRS Form W-8 to avoid 31% backup withholding. A copy of IRS Form W-8 has been mailed with this Conversion and Tender Request. Each holder that is a United States person or resident alien must provide the Depositary with such holder's correct Taxpayer Identification Number on Substitute Form W-9 to avoid 31% backup withholding, unless an exemption applies. An IRS Substitute Form W-9 may be obtained by contacting the Information Agent or the Dealer Manager at their respective addresses or telephone numbers set forth below.

The Information Agent for the Offer is:

LOGO

MOORE HOUSE
17TH FLOOR
119 LONDON WALL
LONDON EC2Y SET
ENGLAND
44-171-454-7100

WALL STREET PLAZA
NEW YORK, NEW YORK 10005
Banks and Brokers Call Collect: (212) 440-9800
All Others Call Toll-Free: 1-800-223-2064

The Dealer Manager for the Offer is:

LAZARD FRERES & CO. LLC
30 ROCKEFELLER PLAZA
NEW YORK, NEW YORK 10020
(212) 632-6717

The Depositary for the Conversion and the Offer is:

FIRST CHICAGO TRUST COMPANY OF NEW YORK

If in the United Kingdom to:

By Mail, Hand or Overnight Courier:

R.M. Trust Co.
Balfour House
390-398 High Road
Ilford
Essex

IG1 1NQ

England

If in the United States to:

By Mail:	By Hand:	By Overnight Courier:
Tenders & Exchanges P.O. Box 2569--Suite 4660-ALEX Jersey City, New Jersey 07303-2569	First Chicago Trust Company of New York Tenders & Exchanges c/o The Depository Trust Company 55 Water Street, DTC TAD Vietnam Veterans Memorial Plaza New York, New York 10041	Tenders & Exchanges 14 Wall Street 8th Floor--Suite 4680-ALEX New York, New York 10005

EXHIBIT (A)(18)

ALEXANDER & ALEXANDER SERVICES INC.

24 December 1996

Dear Holder of Class C Common Stock:

I am pleased to inform you that on 11 December 1996, Alexander & Alexander Services Inc. ("Alexander & Alexander") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Aon Corporation ("Aon") and Subsidiary Corporation, Inc. (the "Offeror"), a wholly owned subsidiary of Aon. Pursuant to the Merger Agreement, the Offeror commenced a tender offer to purchase all outstanding shares of Alexander & Alexander's Common Stock, par value $1.00 per share, and associated preferred stock purchase rights (the "Common Shares"), for US $17.50 per share in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated 16 December 1996 (the "Offer to Purchase"), and the related Letter of Transmittal (which together constitute the "Offer"). Copies of the Offer to Purchase and Letter of Transmittal are enclosed. The Letter of Transmittal has been provided to you for information purposes only and should not be completed. Under the Merger Agreement, the tender offer will be followed by a merger in which any remaining Common Shares and shares of Class C Common Stock, par value $1.00 per share, and associated preferred stock purchase rights (the "Class C Shares"), of Alexander & Alexander, together with the related dividend shares of 2 pence each (the "Dividend Shares") in Alexander & Alexander Services UK plc (other than shares held by dissenting stockholders, if applicable) will be converted into the same consideration as is paid in the Offer.

Your shares of Class C Shares are intended to represent the economic equivalent of an equal number of Common Shares. In order for you to participate in the Offer, it will be necessary for you to (a) request the conversion of your Class C Shares into Common Shares on a one-for-one basis, and (b) tender the Common Shares received upon such conversion pursuant to the Offer. You may do this by properly completing and executing the enclosed Conversion and Tender Request and transmitting the certificate representing your Class C Shares and the related Dividend Shares.

Your request for conversion will be effected contemporaneously with the Offeror's first acceptance for payment of Common Shares pursuant to the Offer. If your request for conversion has not been effected prior to 12:00 midnight (New York time) on 1 April 1997, your Class C Shares will be returned to you. You may also withdraw your Conversion and Tender Request prior to the purchase of the Common Shares. In addition, you are entitled to withdrawal rights described in the Offer to Purchase under "Withdrawal Rights".

The Board of Directors of Alexander & Alexander recommends that holders of Class C Shares convert such shares and tender the Common Shares received on such conversion in acceptance of the Offer. The Board of Directors of Alexander & Alexander unanimously has approved the Merger Agreement, the Offer and the merger, has determined that the terms of each of the Offer and merger are fair to and in the best interests of Alexander & Alexander's common stockholders, and recommends that the Alexander & Alexander's common stockholders accept the Offer.

In arriving at its recommendation, the Board of Directors of Alexander & Alexander gave careful consideration to a number of factors which are described in the enclosed materials, including, among other things, the opinion of CS First Boston Corporation, Alexander & Alexander's financial advisor, that the cash consideration of US $17.50 per share to be received by the holders of Common Shares pursuant to the Offer and the merger is fair to such common stockholders from a financial point of view.

Accompanying this letter is a copy of a letter from Alexander & Alexander UK plc, the Alexander & Alexander Services Inc. Solicitation/Recommendation Statement as well as the Offer to Purchase and related materials, including a form of Conversion and Tender Request for use in requesting conversion of Class C Shares you own and tendering Common Shares received upon such conversion. We urge you to read the enclosed materials carefully. The management and directors of Alexander & Alexander thank you for the support you have given the Company.

If you have any questions with respect to the foregoing matters, please contact the Information Agent, Georgeson & Company Inc., at 44-171-454-7100. If you wish to participate in the Offer, please complete and send the documentation referred to above in the prepaid envelope to R.M. Trust Co., which is acting as the receiving agent for Alexander & Alexander and First Chicago Trust Company of New York.

Sincerely,

Frank G. Zarb Chairman of the Board, President &

Chief Executive Officer

EXHIBIT (A)(19)

ALEXANDER & ALEXANDER SERVICES UK PLC
8 Devonshire Square
London EC2M 4PL
Telephone: 0171-623-5500
Facsimile: 0171-621-1511

ALEXANDER & ALEXANDER SERVICES UK PLC

24 December 1996

Dear Shareholder,

I am pleased to inform you that on 11 December 1996, the parent of Alexander & Alexander Services UK plc ("Alexander & Alexander UK"), Alexander & Alexander Services Inc. ("Alexander & Alexander Inc.") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Aon Corporation ("Aon") and Subsidiary Corporation, Inc. (the "Offeror"), a wholly owned subsidiary of Aon. Pursuant to the Merger Agreement, the Offeror commenced a tender offer on 16 December 1996 to purchase all outstanding shares of Alexander & Alexander's Common Stock, par value $1.00 per share, and associated preferred stock purchase rights (the "Common Shares"), for $17.50 per share in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated 16 December 1996 (the "Offer to Purchase") and in the related Letter of Transmittal (which together constitute the "Offer"). Under the Merger Agreement, the Offer will be followed by a merger in which any remaining Common Shares and shares of Class C Common Stock, par value $1.00 per share, and associated preferred stock purchase rights (the "Class C Shares"), of Alexander & Alexander Inc., together with the related dividend shares of 2 pence each (the "Dividend Shares") in Alexander & Alexander UK (other than shares held by dissenting stockholders, if applicable) will be converted into the same consideration as is paid in accordance with the terms of the Offer.

As a holder of Class C Common Shares you may convert your shares into Common Shares. Your Class C Shares are stapled to Dividend Shares in Alexander & Alexander UK and the conversion of the Class C Shares will result in the automatic mandatory redemption by Alexander & Alexander UK of the Dividend Shares at their par value of 2 pence per share.

Your Board of Directors believes that the terms of the Offer are fair to and in the best interests of holders of Dividend Shares. Your Board recommends that as holders of Alexander & Alexander UK's Dividend Shares you convert your Class C Shares and tender the Common Shares received on such conversion pursuant to the Offer. Alexander & Alexander UK will pay holders of Dividend Shares 2 pence per Dividend Share after the Class C Shares are converted.

If you decide to convert your Class C Shares and accept the Offer, you should complete and sign the Conversion and Tender Request and send it to R.M. Trust Co., which is acting as the receiving agent for Alexander & Alexander Inc. and First Chicago Trust Company of New York, in the prepaid envelope provided with this pack together with your stock certificate in respect of the Class C Shares and the related Dividend Shares.

Yours faithfully,

R. A. Iles

Chairman

End of Filing

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