

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 10, 1998.

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant []

Filed by a Party other than the Registrant [X]

Check the appropriate box:

- [] Preliminary Proxy Statement [] Confidential, for Use of the Commission Only (as permitted by Rule 14A-6(e)(2))
- [] Definitive Proxy Statement
- [X] Definitive Additional Materials
- [] Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

AMERICAN BANKERS INSURANCE GROUP, INC.

(Name of Registrant as Specified in its Charter)

AMERICAN INTERNATIONAL GROUP, INC.

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No Fee required.

[] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11:

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which the transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
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[] Fee paid previously with preliminary materials.

[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On February 10, 1998, American International Group, Inc. and AIGF, Inc. filed the following Supplemental Motion and Memorandum of Law in Support of their Motion to Dismiss the Amended Complaint of Cendant Corporation with the United States District Court for the Southern District of Florida.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI DIVISION

CENDANT CORPORATION; and
SEASON ACQUISITION CORP.,

Plaintiffs,

v.

Case No. 98-0159-CIV-MOORE
Magistrate Judge Johnson

AMERICAN BANKERS INSURANCE
GROUP, INC.; GERALD N. GASTON; R. KIRK
LANDON; EUGENE M. MATALENE, JR.;
ARMANDO CODINA; PETER J. DOLARA; JAMES
F. JORDEN; BERNARD P. KNOTH; ALBERT H.
NAMAD; NICHOLAS J. ST. GEORGE; ROBERT C.
STRAUSS; GEORGE E. WILLIAMSON II; DARYL
L. JONES; NICHOLAS A. BUONICONTI; JACK F.
KEMP; AMERICAN INTERNATIONAL GROUP,
INC.; and AIGF, INC.,

Defendants.

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SUPPLEMENTAL MOTION AND MEMORANDUM OF LAW
IN SUPPORT OF DEFENDANTS AMERICAN INTERNATIONAL
GROUP, INC. AND AIGF, INC. TO DISMISS THE AMENDED COMPLAINT

1. On February 3, 1998, defendant American International Group, Inc. ("AIG") filed a motion to dismiss the Amended Complaint ("AIG Motion") on the grounds that (i) plaintiffs had failed to state a claim under the federal securities laws (Fifth, Sixth and Seventh Claims for Relief), and (ii) the state law claim of civil conspiracy to breach fiduciary duties (Fourth Claim for Relief) should be dismissed because the court lacked diversity jurisdiction once the federal claims were dismissed.

2. On February 9, 1998, defendants American Bankers and its board of directors (collectively, "American Bankers Defendants") filed a motion to dismiss the Amended Complaint on the grounds that, among other things, the breach of fiduciary duty claims (First,

Second and Third Claims for Relief) fail to state a claim and fail to meet the requirements of Fed. R. Civ. P. 23.1.

3. Defendants AIG and AIGF, Inc. ("AIGF") hereby join in the motion of the American Bankers Defendants and supplement the AIG Motion to seek dismissal of all claims asserted against AIGF. If the American Bankers Defendants' motion is granted, as AIG and AIGF believe it should be, it provides an independent and additional basis to dismiss the civil conspiracy claim asserted against AIG and AIGF (Fourth Claim for Relief). It is well established that a claim for aiding and abetting a breach of fiduciary duty -- or conspiring with others to breach fiduciary duties -- must fail absent a finding that there was a primary breach of fiduciary duty. *Balcor Property Management, Inc. v. Ahronovitz*, 634 So.2d 277, 279 (Fla. 4th Dist. 1994) (underlying act had to be actionable before cause of action for civil conspiracy could be maintained); *AmeriFirst Bank v. Bomar*, 757 F. Supp 1365, 1380 (S.D. Fla. 1991) (claim for aiding and abetting breach of fiduciary duty requires fiduciary duty on part of wrongdoer and breach of this fiduciary duty).

WHEREFORE, AIG and AIGF move this Court for an order dismissing the Amended Complaint in its entirety.

Respectfully submitted,

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and AIGF, Inc.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing Supplemental Motion and Memorandum of Law in Support of Defendants American International Group, Inc. and AIGF, Inc. to Dismiss the Amended Complaint was served on the ____ day of February , 1998 via facsimile and U.S. Mail to the following:

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