

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 26, 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.

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(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):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

[ ] 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:

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

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(3) Filing Party:

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(4) Date Filed:

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On February 25, 1998, the Office of Administrative Hearings for the State of Arizona, issued an order denying Cendant Corporation's ("Cendant") and Season Acquisition Corporation's ("Season") petition (the "Petition") to defer the hearing with respect to American International Group, Inc.'s ("AIG") Arizona Form A filing, to intervene as a party in AIG's hearing, to consolidate AIG's hearing with consideration of Cendant's and Season's Arizona Form A filing, and to have oral argument on the Petition; the order permitted Cendant and Season to participate in AIG's hearing as affected persons in accordance with A.R.S. Section 20-481.07.

## IN THE OFFICE OF ADMINISTRATIVE HEARINGS

IN THE MATTER OF THE ACQUISITION OF  
CONTROL OF:

NO. 98A-017-INS

AMERICAN RELIABLE  
INSURANCE COMPANY  
NAIC NO. 19615 AND

CONDEAUX LIFE INSURANCE  
COMPANY  
NAIC NO. 94625,

INSURERS,

BY

AMERICAN INTERNATIONAL  
GROUP, INC.,

PETITIONER.

ORDER DENYING PETITION  
TO DEFER HEARING, INTERVENE  
AND CONSOLIDATION; GRANTING  
CENDANT CORPORATION AND  
SEASON ACQUISITION CORP.  
LEAVE TO PARTICIPATE AT  
HEARING

On February 12, 1998, the Office of Administrative Hearings received a Petition to Defer Hearing and to Intervene and Consolidate with Related Proceeding (the "Petition") which was originally submitted to the Arizona Department of Insurance (the "Department") by Cendant Corp. and Season Acquisition Corp. ("Petitioners"). On February 20, 1998, the Department and American International Group, Inc. ("AIG") filed responses to the Petition wherein objections were made to the Petition but not to Petitioners' participation in the hearing. Petitioners filed a Reply with the Office of Administrative Hearings on February 24, 1998. Petitioners request oral argument on the Petition.

Petitioner seeks to have AIG's Form A filing considered at a hearing along with Petitioner's Form A filing. However, Petitioner's Form A filing is still under review by the Department and that matter has not been set for hearing before the Office of Administrative Hearings. Therefore, until the matter has been set for hearing before the

Office of Administrative Hearings  
1700 West Washington, Suite 602  
Phoenix, Arizona 85007  
(602) 542-9828

Office of Administrative Hearings, there is no matter before the Office of Administrative Hearings which can be consolidated with the instant matter.

Pursuant to A.R.S. Section 20-481.07(B), "[a]ny other person whose interests may be affected thereby shall have the right to present evidence, examine and cross-examine the witnesses and offer oral and written arguments at the hearing...." Petitioners do not cite any statutory authority under the insurance laws by which their status as an affected person is raised to the status of being a "party" at this proceeding. The Administrative Law Judge is not persuaded by the arguments presented by Petitioner that because their rights are affected, Petitioners fall within the definition of being a "party" within the meaning of A.R.S. Section 41-1001(13) and A.A.C. R20-6-101(b)(5). Therefore, it is determined that Petitioners are not parties to this proceeding but do have the right to participate at the hearing in accordance with A.R.S. Section 20-481.07.

Because Petitioners are not parties to this proceeding but merely allowed to participate, Petitioners do not have standing to request a continuance, consolidation or deferral of this matter; nor does the Office of Administrative Hearings have jurisdiction over the "related matter" referred to by Petitioners as Petitioners do not have any matters presently before the Office of Administrative Hearings.

Based on the above, IT IS ORDERED denying the Petition to Defer Hearing and to Intervene and to Consolidate with Related Proceeding and denying oral argument on the Petition;

IT IS FURTHER ORDERED that Petitioners may participate in the hearing as affected persons pursuant to A.R.S. Section 20-481.07.

Done this day, February 25, 1998.

/s/ Lewis D. Kowal  
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Lewis D. Kowal  
Administrative Law Judge

Copy faxed this 25 day of February, 1998, to:

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