

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 19)*

TRANSATLANTIC HOLDINGS, INC.
(NAME OF ISSUER)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(TITLE OF CLASS OF SECURITIES)

893521 10 4
(CUSIP NUMBER)

KATHLEEN E. SHANNON
SENIOR VICE PRESIDENT AND SECRETARY
AMERICAN INTERNATIONAL GROUP, INC.
70 PINE STREET
NEW YORK, NEW YORK
(212) 770-7000
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

March 5, 2010
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D/A

CUSIP NO. 893521 10 4

1. NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: AMERICAN INTERNATIONAL GROUP, INC. (I.R.S. IDENTIFICATION NO. 13-2592361)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) [] (B) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: NOT APPLICABLE

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) [X]

6. CITIZENSHIP OR PLACE OF ORGANIZATION: INCORPORATED IN THE STATE OF DELAWARE

7. SOLE VOTING POWER:

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8. SHARED VOTING POWER: 9,476,366

9. SOLE DISPOSITIVE POWER:

10. SHARED DISPOSITIVE POWER: 9,476,366

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 9,476,366

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 14.3%

14. TYPE OF REPORTING PERSON: HC, CO

SCHEDULE 13D/A

CUSIP NO. 893521 10 4

1. NAME OF REPORTING PERSON: S.S. OR I.R.S.
IDENTIFICATION NO. OF ABOVE PERSON: CHARTIS U.S., INC.
(I.R.S. IDENTIFICATION NO. 13-3386798)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) []
(B) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: NOT APPLICABLE

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION: INCORPORATED IN THE
STATE OF DELAWARE

7. SOLE VOTING POWER:

NUMBER OF 8. SHARED VOTING POWER: 9,192,662
SHARES

BENEFICIALLY OWNED BY EACH 9. SOLE DISPOSITIVE POWER:

REPORTING PERSON WITH 10. SHARED DISPOSITIVE POWER: 9,192,662

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON: 9,192,662

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 13.8%

14. TYPE OF REPORTING PERSON: HC, CO

SCHEDULE 13D/A

CUSIP NO. 893521 10 4

1. NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: AIUH LLC (I.R.S. IDENTIFICATION NO. 27-2013532)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) [] (B) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: NOT APPLICABLE

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION: ORGANIZED IN THE STATE OF DELAWARE

7. SOLE VOTING POWER:

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8. SHARED VOTING POWER: 9,192,662

9. SOLE DISPOSITIVE POWER:

10. SHARED DISPOSITIVE POWER: 9,192,662

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 9,192,662

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 13.8%

14. TYPE OF REPORTING PERSON: HC, 00

SCHEDULE 13D/A

CUSIP NO. 893521 10 4

1. NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: CHARTIS HOLDINGS, INC. (I.R.S. IDENTIFICATION NO. 27-1992729)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) [] (B) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: NOT APPLICABLE

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION: INCORPORATED IN THE STATE OF DELAWARE

7. SOLE VOTING POWER:

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8. SHARED VOTING POWER: 9,192,662

9. SOLE DISPOSITIVE POWER:

10. SHARED DISPOSITIVE POWER: 9,192,662

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 9,192,662

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 13.8%

14. TYPE OF REPORTING PERSON: HC, CO

SCHEDULE 13D/A

CUSIP NO. 893521 10 4

1. NAME OF REPORTING PERSON: S.S. OR I.R.S. CHARTIS INC.
IDENTIFICATION NO. OF ABOVE PERSON: (I.R.S. IDENTIFICATION
NO. 20-5971809)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) []
(B) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: NOT APPLICABLE

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION: INCORPORATED IN THE
STATE OF DELAWARE

7. SOLE VOTING POWER:

NUMBER OF 8. SHARED VOTING POWER: 9,192,662
SHARES

BENEFICIALLY OWNED BY EACH 9. SOLE DISPOSITIVE POWER:
REPORTING PERSON WITH

10. SHARED DISPOSITIVE POWER: 9,192,662

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON: 9,192,662

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 13.8%

14. TYPE OF REPORTING PERSON: HC, CO

SCHEDULE 13D/A

CUSIP NO. 893521 10 4

1. NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: AMERICAN HOME ASSURANCE COMPANY (I.R.S. IDENTIFICATION NO. 13-5124990)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) [] (B) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: NOT APPLICABLE

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION: INCORPORATED IN THE STATE OF NEW YORK

7. SOLE VOTING POWER:

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8. SHARED VOTING POWER: 9,192,662

9. SOLE DISPOSITIVE POWER:

10. SHARED DISPOSITIVE POWER: 9,192,662

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 9,192,662

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 13.8%

14. TYPE OF REPORTING PERSON: IC, CO

ITEM 1. SECURITY AND ISSUER.

This Amendment No. 19 (this "Amendment") to the Statement on Schedule 13D (the "Schedule 13D") relates to the common stock, par value \$1.00 per share ("Common Stock"), of Transatlantic Holdings, Inc., a Delaware corporation (the "Company"). Other than with respect to Item 3, this Amendment amends and restates the Schedule 13D dated August 13, 1991, as amended and supplemented by Amendment No. 1, dated November 3, 1993, Amendment No. 2, dated March 4, 1994, Amendment No. 3, dated March 31, 1994, Amendment No. 4, dated November 21, 1995, Amendment No. 5, dated July 2, 1998, Amendment No. 6, dated August 7, 1998, Amendment No. 7, dated September 11, 1998, Amendment No. 8, dated January 19, 1999, Amendment No. 9, dated March 4, 1999, Amendment No. 10, dated March 11, 1999, Amendment No. 11, dated April 19, 1999, Amendment No. 12, dated July 26, 1999, Amendment No. 13, dated September 10, 1999, Amendment No. 14, dated December 10, 1999, Amendment No. 15, dated September 27, 2007, Amendment No. 16, dated September 26, 2008, Amendment No. 17, dated May 28, 2009 and Amendment No. 18, dated June 5, 2009 previously filed by American International Group, Inc., a Delaware corporation ("AIG"), on behalf of itself and its wholly owned subsidiary, American Home Assurance Company, a New York corporation ("AHAC"). The principal executive offices of the Company are located at 80 Pine Street, New York, New York 10005.

ITEM 2. IDENTITY AND BACKGROUND.

General

(a) through (c) and (f). This Amendment is being filed by AIG on behalf of itself, AHAC, AIUH LLC, a Delaware limited liability company, Chartis Holdings, Inc., Chartis U.S., Inc. (f/k/a AIG Commercial Insurance Group, Inc) and Chartis Inc. (f/k/a AIU Holdings, Inc.), each a Delaware corporation and a wholly owned subsidiary of AIG (together with AIUH LLC, the "HoldCos" and collectively with AIG and AHAC, the "Reporting Persons"). In addition, of the 9,476,366 shares of Common Stock that may be deemed beneficially owned by AIG, 283,704 shares of Common Stock are held by certain mutual funds that are advised or managed by subsidiaries of AIG. AIG is a holding company which, through its subsidiaries (including AHAC), is primarily engaged in a broad range of insurance and insurance-related activities in the United States and abroad. AIG's primary activities include both general and life insurance and retirement services operations. Other significant activities include financial services and asset management. AHAC is a multiple line insurance company which is authorized to write substantially all lines of property and casualty insurance in each state of the United States and abroad. Each of the HoldCos is a holding company for AIG's general insurance subsidiaries. The principal executive offices of AIG and AIUH LLC are located at 70 Pine Street, New York, New York 10270. The principal executive offices of the other HoldCos and AHAC are located at 175 Water Street, New York, New York 10038.

On September 22, 2008, AIG and the Federal Reserve Bank of New York (the "NY Fed") entered into a revolving credit facility (as amended, the "Fed Credit Agreement") and a Guarantee and Pledge Agreement. Pursuant to the Fed Credit Agreement, on March 4, 2009 AIG issued 100,000 shares of AIG Series C Perpetual, Convertible, Participating Preferred Stock, par value \$5.00 per share (the "Series C Preferred Stock"), to the AIG Credit Facility Trust (the "Trust") established for the sole benefit of the United States Department of the Treasury. The Trust currently holds all of the outstanding shares of Series C Preferred Stock, which are, to the extent permitted by law, entitled to vote on all matters with the holders of shares of AIG's common stock and, as of November 6, 2009, represent approximately, 79.8 percent of the voting power of AIG's shareholders entitled to vote on such matters, on an as converted basis.

Starr International Company, Inc., a Panamanian corporation ("SICO"), has the sole power to vote and direct the disposition of 1,029,227 shares of common stock, par value \$2.50 per share, of AIG ("AIG Shares") of which 785,000 shares are held by Starr International Investments, Ltd., a wholly owned subsidiary of SICO, and 950,727 shares are held directly by SICO. C.V. Starr & Co., Inc., a Delaware corporation ("Starr"), has the shared power to vote and direct the disposition of 953,675 AIG Shares (429,043) of which are held by the C.V. Starr & Co., Inc. Trust

("Starr Trust"), of which Starr is a beneficiary). Pursuant to an investment management agreement, Starr has the shared power to direct the disposition of 2,112,119 AIG Shares held by Universal Foundation, Inc., a Panamanian Corporation ("Universal Foundation"). Maurice R. Greenberg, a United States citizen, has the sole power to vote and direct the disposition of 2,487,500 AIG Shares, which may be acquired pursuant to stock options previously granted by AIG to Mr. Greenberg as a then officer and director of AIG. Mr. Greenberg has shared power to vote and direct the disposition of 58,292,582 AIG Shares, 12,888,666 of which are held as a tenant in common with Mr. Greenberg's wife, 71,417 of which are held in family trusts of which Mr. Greenberg is a trustee, 10,492,652 of which are held by Starr (8,580,850 shares of which are held by the Starr Trust, for which Starr is a beneficiary and Mr. Greenberg is a trustee), 989,308 of which are held by the Maurice R. and Corinne P. Greenberg Family Foundation, Inc., a New York not-for-profit corporation (the "Greenberg Foundation"), of which Mr. Greenberg, his wife and family members are directors and 25,269,689 of which are held by the Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC, a Florida limited liability company (the "Greenberg Joint Tenancy Company"), of which the Maurice R. and Corinne P. Greenberg Joint Tenancy Corporation, Inc. (the "Greenberg Joint Tenancy Corporation") is the sole and managing member. Mr. Greenberg owns 27.27% of the voting common stock of Starr directly. The Greenberg Foundation has the shared power to vote and direct the disposition of such 989,308 AIG Shares. The Greenberg Joint Tenancy Company has the shared power to vote and direct the disposition of such 25,269,689 AIG Shares. Edward E. Matthews, a United States citizen, has the sole power to vote and direct the disposition of 281,875 AIG Shares, which may be acquired pursuant to stock options previously granted by AIG to Mr. Matthews as a then officer and director of AIG. Mr. Matthews has shared power to vote and direct the disposition of 8,580,850 AIG Shares, all of which are held by the Starr Trust, for which Starr is a beneficiary and Mr. Matthews is a trustee.

The principal executive offices of SICO are located at Baarerstrasse 101, CH-6300 Zug, Switzerland and it also maintains an office at Mercury House, 101 Front Street, Hamilton HM12, Bermuda. The principal executive offices of Starr and the Greenberg Foundation are located at 399 Park Avenue, 17th Floor, New York, New York 10022. The principal executive offices of Universal Foundation are located at Mercury House, 101 Front Street, Hamilton HM 12, Bermuda. The principal executive offices of the Greenberg Joint Tenancy Company are located at 35 Ocean Reef Drive, Key Largo, Florida 33037. The names of the directors and executive officers ("Covered Persons") of AIG, the HoldCos, AHAC, SICO, Starr, Universal Foundation, the Greenberg Foundation and the Greenberg Joint Tenancy Corporation, their business addresses and principal occupations, including the business addresses and principal occupations of Messrs. Greenberg and Matthews, are set forth in Exhibit 99.2 attached hereto, which is incorporated herein by reference in its entirety. The business address indicated for Messrs. Greenberg and Matthews and each other Covered Person is also the address of the principal employer of such person. Each of the Covered Persons is a citizen of the United States, except for Messrs. Tse and Walsh, who are British Subjects, Mr. Osborne, Ms. Barclay, Mr. Johnson

and Ms. Barnes, who are citizens of the United Kingdom, and Mr. Zalamea, Ms. Fernando and Mr. Colayco, who are citizens of the Republic of the Philippines.

All information provided in this Amendment (including, without limitation, in this Item 2 and Exhibit 99.2 to this Amendment) with respect to Messrs. Greenberg and Matthews, SICO, Starr, Universal Foundation, the Greenberg Foundation, and the Greenberg Joint Tenancy Company and their respective directors and executive officers is provided based solely on the information set forth in the most recent amendment to Schedule 13D relating to AIG Shares filed on March 20, 2007 on behalf of Messrs. Greenberg and Matthews, SICO, Starr, Universal Foundation, the Greenberg Foundation and the Greenberg Joint Tenancy Company. This information has not been updated to reflect changes in the ownership by such parties of AIG Shares that are disclosed in filings made by one or more of such parties under Section 16 of the Securities Exchange Act of 1934, as amended ("Act"). In each case, such information may not be accurate or complete and AIG takes no responsibility therefor and makes no representation to its accuracy or completeness as of the date hereof or any subsequent date.

(d) and (e):

2006 Regulatory Settlements

In February 2006, AIG reached a final settlement with the Securities and Exchange Commission ("SEC"), the United States Department of Justice ("DOJ"), the Office of the New York Attorney General ("NYAG") and the New York State Department of Insurance ("DOI"). The settlements resolved outstanding litigation filed by the SEC, NYAG and DOI against AIG and concluded negotiations with these authorities and the DOJ in connection with the accounting, financial reporting and insurance brokerage practices of AIG and its subsidiaries, as well as claims relating to the underpayment of certain workers compensation premium taxes and other assessments. As a result of these settlements, AIG made payments or placed amounts in escrow in 2006 totaling approximately \$1.64 billion, \$225 million of which represented fines and penalties. The following is additional information regarding the settlements.

AIG, without admitting or denying the allegations in the SEC complaint, consented to the issuance of a final judgment on February 9, 2006: (a) permanently restraining and enjoining AIG from violating Section 17(a) of the Securities Act of 1933, as amended ("Securities Act"), and Sections 10(b), 13(a), 13(b)(2) and 13(b)(5) and Rules 10b-5, 12b-20, 13a-1, 13a-13 and 13b2-1 of the Act; (b) ordering AIG to pay disgorgement; and (c) ordering AIG to pay a civil penalty.

In February 2006, AIG and the DOJ entered into a letter agreement. In the letter agreement, the DOJ notified AIG that in its view, AIG, acting through some of its employees, violated federal criminal law in connection with misstatements in periodic financial reports that AIG filed with the SEC between 2000 and 2004 relating to certain transactions. The settlement with the DOJ consists of, among other things, AIG's

cooperating with the DOJ in the DOJ's ongoing criminal investigation, accepting responsibility for certain of its actions and those of its employees relating to these transactions and paying money into a fund. Also effective February 9, 2006, AIG entered into agreements with the NYAG and the DOI, settling claims under New York's Martin Act and insurance laws, among other provisions, which were originally brought by the NYAG and the DOI in a civil complaint filed on May 26, 2005.

As part of these settlements, AIG has agreed to retain for a period of three years an independent consultant who will conduct a review that will include the adequacy of AIG's internal controls over financial reporting and the remediation plan that AIG has implemented as a result of its own internal review.

PNC Settlement

In November 2004, AIG and AIG Financial Products Corp. ("AIGFP"), a subsidiary of AIG, reached a final settlement with the SEC, the Fraud Section of the DOJ and the United States Attorney for the Southern District of Indiana with respect to issues arising from certain structured transactions entered into with Brightpoint, Inc. and The PNC Financial Services Group, Inc. ("PNC"), the marketing of transactions similar to the PNC transactions and related matters.

As part of the settlement, the SEC filed against AIG a civil complaint, based on the conduct of AIG primarily through AIGFP, alleging violations of certain antifraud provisions of the federal securities laws and for aiding and abetting violations of reporting and record keeping provisions of those laws. AIG, without admitting or denying the allegations in the SEC complaint, consented to the issuance of a final judgment permanently enjoining it and its employees and related persons from violating certain provisions of the Act, Act rules and the Securities Act, ordering disgorgement of fees it received from the PNC transactions and providing for AIG to establish a transaction review committee to review the appropriateness of certain future transactions and to retain an independent consultant to examine certain transactions entered into between 2000 and 2004 and review the policies and procedures of the transaction review committee.

The DOJ filed against AIGFP PAGIC Equity Holding Corp. ("AIGFP PAGIC"), a wholly owned subsidiary of AIGFP, a criminal complaint alleging that AIGFP PAGIC violated federal securities laws by aiding and abetting securities law violations by PNC, in connection with a transaction entered into in 2001 with PNC that was intended to enable PNC to remove certain assets from its balance sheets. The settlement with the DOJ consists of separate agreements with AIG and AIGFP and a complaint filed against, and deferred prosecution agreement with, AIGFP PAGIC. Under the terms of the settlement, AIGFP paid a monetary penalty of \$80 million. On January 17, 2006, the court approved an order dismissing the complaint with prejudice. The obligations of AIG, AIGFP and AIGFP PAGIC under the DOJ agreements relate principally to cooperating with the DOJ and other federal agencies in connection with their related investigations.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Not applicable.

ITEM 4. PURPOSE OF TRANSACTION.

On September 26, 2008, AIG publicly announced that it was exploring all strategic alternatives in connection with the potential disposition or other monetization of its and the other Reporting Persons' interests in the Company. In response to certain strategic alternatives communicated by AIG to the Company, the board of directors of the Company formed a special committee of its board of directors consisting of directors who are independent of AIG and the management of AIG to consider such strategic alternatives, as well as to explore and consider any potential merger, third-party tender offer or other business combination involving all of the outstanding shares of Common Stock of the Company.

On May 28, 2009, the Company filed a prospectus supplement to the prospectus contained in Post-Effective Amendment No. 1 to its registration statement on Form S-3 (the "Registration Statement") with the Securities and Exchange Commission (the "SEC") covering a public offering of up to 26 million shares of Common Stock of the Company held by AIG and AHAC (plus up to an additional 3.9 million shares of Common Stock subject to the Underwriters' (as defined below) 30-day option) (the "Offering").

Concurrently with the filing of the Registration Statement, AIG, AHAC and the Company entered into a master separation agreement (including the exhibits thereto, the "Separation Agreement"), to effect the orderly separation of AIG, AHAC and the Company. A copy of the Separation Agreement and certain exhibits thereto are filed as an exhibit to Amendment No. 17 to the Statement on Schedule 13D, dated May 28, 2009 and is incorporated by reference to this Item 4.

On June 4, 2009 AIG, AHAC and the Company entered into an underwriting agreement (the "June Underwriting Agreement") with J.P. Morgan Securities Inc. and Goldman, Sachs & Co. as representatives of the several underwriters (the "Underwriters"), which is filed as an exhibit to Amendment No. 18 to the Statement on Schedule 13D, dated June 5, 2009 and incorporated by reference to this Item 4. Pursuant to the June Underwriting Agreement, AIG and AHAC sold to the Underwriters an aggregate of 29.9 million shares of Common Stock of the Company at a price of \$38.00 per share. After the completion of the Offering, AIG and AHAC owned 9,193,341 shares of Common Stock, representing 13.9% of the Common Stock of the Company. Concurrently, AIG, AHAC and the Company closed the transactions contemplated in the Separation Agreement.

The foregoing descriptions of the June Underwriting Agreement and certain provisions of the Separation Agreement and certain exhibits to the Separation Agreement are qualified in their entirety by reference to the the June Underwriting Agreement and Separation Agreement and the exhibits to the Separation Agreement.

On March 5, 2010, AIG announced its intention to sell in a public offering the remaining 9,192,662 million shares of common stock of the Company owned by AHAC. AHAC currently intends to commence such an offering on or prior to March 9, 2010.

Except as disclosed above, none of the Reporting Persons or, to the best of their knowledge, any Covered Persons, has any plans or proposals that relate to or would result in any of the matters described in subparagraphs (a) through (j) of Item 4 of the Schedule 13D. AIG has no available information regarding any such plans or proposals of Messrs. Greenberg and Matthews, SICO, Starr, Starr Trust, Universal Foundation, the Greenberg Foundation and the Greenberg Joint Tenancy Company or their respective directors and executive officers.

One of the Company's current directors is a retired executive officer of AIG who held the following position with AIG: Thomas R. Tizzio, retired Senior Vice Chairman - General Insurance.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) and (b). The information required by these paragraphs for the Reporting Persons is set forth in Items 7 through 11 and 13 of each of the cover pages of this Amendment and is incorporated herein by reference in its entirety.

(c). In the last 60 days, certain mutual funds which are advised or managed by AIG bought 2,066 shares and sold 3,500 shares as follows:

Date	Number of Shares Bought and (Sold)	Price Per Share
1/11/10	(3,500)	\$51.06
1/12/10	1,600	\$50.50
1/20/10	196	\$50.74
2/23/10	8	\$50.10
2/24/10	130	\$50.12
3/1/10	132	\$50.29

The sales described above were made in the open market.

None of the Reporting Persons or, to the best of their knowledge, any Covered Persons (as listed in Exhibit 99.2), has engaged in any transactions in the Common Stock of the Company during the past sixty days, other than the transactions described above.

AIG has no available information regarding the beneficial ownership of or transactions in the Common Stock of the Company by Messrs. Greenberg and Matthews, SICO, Starr, Universal Foundation, the Greenberg Foundation and the Greenberg Joint Tenancy Company or their respective directors and executive officers.

(d) - (e). Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

In connection with an offering of 5.75% Senior Notes due 2015 (the "Notes") by the Company, (i) AIG and the Company entered into a Letter Agreement, dated December 7, 2005, relating to the purchase by certain subsidiaries of AIG of \$450,000,000 aggregate principal amount of the Notes, and (ii) the Company and those

AIG subsidiaries entered into a Registration Rights Agreement, dated February 2, 2006, relating to the resale of the Notes on a registered basis.

The Letter Agreement and Registration Rights Agreement are filed as exhibits hereto and incorporated by reference into this Item 6.

AIG pledged its shares of Common Stock as collateral for a two-year, \$85 billion secured revolving credit facility provided by the Federal Reserve Bank of New York pursuant to a guarantee and pledge agreement. The guarantee and pledge agreement is filed as an exhibit to this Schedule 13D and is incorporated by reference into this Item 6.

On February 27, 2009 AIG, AHAC and Chartis Inc. ("Chartis") entered into an agreement (the "Make-Whole Agreement"), which is filed as an exhibit to this Schedule 13D, whereby AIG agreed that in the event that either of AHAC or another insurance company subsidiary of Chartis sells its shares of Common Stock of the Company at a price below statutory book value of such shares, AIG would pay to AHAC or such insurance company subsidiary, as applicable, an amount in cash equal to the difference between the statutory book value of such shares and the actual sale price of the shares sold.

On February 19, 2010, the New York Insurance Department granted an application made by AIG and AHAC for a determination that AIG and AHAC do not control the Company's insurance company subsidiaries Transatlantic Reinsurance Company and Putnam Reinsurance Company (together, the "Subsidiaries") for purposes of New York laws governing controlled insurers, by virtue of AHAC's ownership of 13.847% of the Company's common stock. The determination is effective retroactively to December 9, 2009, the date of the application. In connection with the determination, on February 18, 2010, AIG and AHAC executed a "Special Commitment" in favor of the New York Insurance Department in which they generally agreed not to do any of the following: (i) attempt to exercise control over the management or policies of the Company or the Subsidiaries, (ii) acquire additional shares of the Company or the Subsidiaries, (iii) propose a director for election to the board of directors of the Company or the Subsidiaries, or otherwise seek or accept representation on the board of directors of any of them, (iv) solicit proxies with respect to any matter presented to the stockholders of the Company or the Subsidiaries, or (v) in the event that AIG and AHAC's aggregate voting rights in the common stock of the Company or the Subsidiaries equals or exceeds 10% of the total voting power after December 31, 2010, enter into certain types of interaffiliate transactions with the Subsidiaries without 30 days' prior notification to the insurance department. The Special Commitment automatically terminates at such time as AIG and AHAC's aggregate ownership of the common stock of each of the Company and the Subsidiaries is less than 10% of the common stock of each of the Company and the Subsidiaries then outstanding. The Special Commitment letter is filed as an exhibit to this Schedule 13D and is incorporated by reference into this Item 6.

The responses to Item 4 are incorporated herein by reference, which are qualified in their entirety by reference to the Underwriting Agreement and the Separation Agreement and the exhibits to Separation Agreement. A copy of the Underwriting Agreement, is filed as an exhibit to this Schedule 13D and is incorporated by reference to this Item 6, and a copy of the Separation Agreement, including certain exhibits thereto, is filed as an exhibit to this Schedule 13D and is incorporated by reference to this Item 6.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

(99.1) Second Amended and Restated Agreement of Joint Filing, dated March 5, 2010, by and among AIG, the HoldCos and AHAC (filed herewith).

(99.2) List of the Directors and Executive Officers of American International Group, Inc., AIUH LLC, Chartis Holdings, Inc., Chartis U.S., Inc., Chartis Inc., American Home Assurance Company, Starr International Company, Inc., C.V. Starr & Co., Inc., Universal Foundation, Inc., The Maurice R. and Corinne P. Greenberg Family Foundation, Inc. and The Maurice R. and Corinne P. Greenberg Joint Tenancy Corporation, Inc., their business addresses and principal occupations (filed herewith).

(99.3) Letter Agreement, dated December 7, 2005, by and among AIG, certain subsidiaries of AIG and the Company (incorporated by reference from Exhibit 1.2 to the Company's Current Report on Form 8-K, dated December 9, 2005).

(99.4) Registration Rights Agreement, dated February 2, 2006, by and among AIG, certain subsidiaries of AIG and the Company (incorporated by reference from Exhibit 4.1.5 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005).

(99.5) Guarantee and Pledge Agreement, dated as of September 22, 2008, by and among AIG, the Guarantors named therein and the Federal Reserve Bank of New York (incorporated by reference from Exhibit 99.2 to AIG's Current Report on Form 8-K, dated September 26, 2008).

(99.6) Master Separation Agreement (including certain exhibits thereto), dated as of May 28, 2009, by and among AIG, AHAC and the Company (incorporated by reference from Amendment No. 17 to the Statement on Schedule 13D, dated May 28, 2009).

(99.7) Make Whole Agreement, dated February 27, 2009 (incorporated by reference from Amendment No. 17 to the Statement on Schedule 13D, dated May 28, 2009).

(99.8) Underwriting Agreement, dated as of June 4, 2009, by and among

AIG, AHAC, the Company and J.P.Morgan Securities Inc. and Goldman, Sachs & Co. as representatives of the several underwriters (incorporated by reference from Amendment No. 18 to the Statement on Schedule 13D, dated June 5, 2009).

(99.9) Special Commitment to the New York State Insurance Department, dated February 18, 2010 (filed herewith).

SIGNATURE

After reasonable 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: March 5, 2010

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon
Title: Senior Vice President and
Secretary

AMERICAN HOME ASSURANCE COMPANY

By: /s/ Robert S. H. Schimek

Name: Robert S. H. Schimek
Title: Senior Vice President,
Chief Financial Officer
and Treasurer

CHARTIS U.S., INC.

By: /s/ Robert S. H. Schimek

Name: Robert S. H. Schimek
Title: Executive Vice President,
Chief Financial Officer
and Treasurer

CHARTIS INC.

By: /s/ Robert S. H. Schimek

Name: Robert S. H. Schimek
Title: Executive Vice President,
Chief Financial Officer
and Treasurer

CHARTIS HOLDINGS, INC.

By: /s/ Robert S. H. Schimek

Name: Robert S. H. Schimek
Title: Chief Financial Officer,
Executive Vice President
and Treasurer

AIUH LLC

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon
Title: Secretary

EXHIBIT INDEX

Exhibit No. -----	Description -----	Location -----
99.1	Second Amended and Restated Agreement of Joint Filing, dated March 5, 2010, by and among AIG, the HoldCos and AHAC.	Filed herewith.
99.2	List of the Directors and Executive Officers of American International Group, Inc., Chartis U.S., Inc., Chartis Inc., Chartis Holdings, Inc., AIUH LLC, American Home Assurance Company, Starr International Company, Inc., C.V. Starr & Co., Inc., Universal Foundation, Inc. and The Maurice R. and Corinne P. Greenberg Family Foundation, Inc. and The Maurice R. and Corinne P. Greenberg Joint Tenancy Corporation, Inc., their business addresses and principal occupations.	Filed herewith.
99.3	Letter Agreement, dated December 7, 2005, by and among AIG, certain subsidiaries of AIG and the Company.	Incorporated by reference from Exhibit 1.2 to the Company's Current Report on Form 8-K, dated December 9, 2005.
99.4	Registration Rights Agreement, dated February 2, 2006, by and among AIG, certain subsidiaries of AIG and the Company.	Incorporated by reference from Exhibit 4.1.5 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005.
99.5	Guarantee and Pledge Agreement, dated as of September 22, 2008, by and among AIG, the Guarantors named therein and the Federal Reserve Bank of New York.	Incorporated by reference from Exhibit 99.2 to AIG's Current Report on Form 8-K, dated September 26, 2008.
99.6	Master Separation Agreement (including certain exhibits thereto), dated May 28, 2009, by and among AIG, AHAC and the Company.	Incorporated by reference from Amendment 17 to the Statement on Schedule 13D, dated May 28, 2009.
99.7	Make-Whole Agreement, dated February 27, 2009	Incorporated by reference from Amendment 17 to the Statement on Schedule 13D, dated May 28, 2009.
99.8	Underwriting Agreement, dated June 4, 2009, by and among AIG, AHAC, the Company and J.P. Morgan Securities, Inc. and Goldman, Sachs & Co. as representatives of the several underwriters.	Incorporated by reference from Amendment 18 to the Statement on Schedule 13D, dated June 5, 2009.
99.9	Special Commitment to the New York State Insurance Department dated February 18, 2010	Filed herewith.

SECOND AMENDED AND RESTATED AGREEMENT OF JOINT FILING

WHEREAS, American International Group, Inc., a Delaware corporation, American Home Assurance Company, a New York corporation, Chartis U.S., Inc., a Delaware corporation and Chartis, Inc., a Delaware corporation (together the "Original Parties") entered into an Amended and Restated Agreement of Joint Filing dated as of September 27, 2007 (the "Agreement"); and

WHEREAS, the Original Parties desire to further amend and restate the Agreement in order to include Chartis Holdings, Inc., a Delaware corporation and AIUH LLC, a Delaware limited liability company, as additional parties who agree to the joint filing on their behalf of a Statement on Schedule 13D;

NOW, THEREFORE, BE IT RESOLVED, that the Agreement is hereby amended and restated as follows:

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing on behalf of each of them of a Statement on Schedule 13D, or any amendments thereto, with respect to the common stock, par value \$1.00 per share, of Transatlantic Holdings, Inc. and that this Agreement be included as an Exhibit to such filing.

Each of the undersigned represents and warrants to the others that the information about it contained in the Statement on Schedule 13D is, and in any amendment thereto will be, true, correct and complete in all material respects and in accordance with all applicable laws.

This Agreement may be executed in any number of counterparts, each of which shall be an original and all of which together shall be deemed to constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of
March 5, 2010.

American International Group, Inc.

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon
Title: Senior Vice President and
Secretary

American Home Assurance Company

By: /s/ Robert S. H. Schimek

Name: Robert S. H. Schimek
Title: Senior Vice President,
Chief Financial Officer and
Treasurer

Chartis U.S., Inc.

By: /s/ Robert S. H. Schimek

Name: Robert S. H. Schimek
Title: Executive Vice President,
Chief Financial Officer and
Treasurer

Chartis Inc.

By: /s/ Robert S. H. Schimek

Name: Robert S. H. Schimek
Title: Executive Vice President,
Chief Financial Officer and
Treasurer

Chartis Holdings, Inc.

By: /s/ Robert S. H. Schimek

Name: Robert S. H. Schimek
Title: Executive Vice President,
Chief Financial Officer and
Treasurer

AIUH LLC

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon
Title: Secretary

DIRECTORS AND EXECUTIVE OFFICERS OF AMERICAN
INTERNATIONAL GROUP, INC.

George Leroy Miles, Jr.	Director	President and Chief Executive Officer, WQED Multimedia	4802 5th Avenue, Pittsburgh, Pennsylvania 15213
Suzanne Nora Johnson	Director	Former Vice Chairman and Chairman of the Global Markets Institute (2004 to 2007) and Head of Global Investment Research Division (2002 to 2007), The Goldman Sachs Group, Inc	3000 West Olympic Blvd. Suite 2222, Santa Monica, CA 90404
Morris Wolf Offit	Director	Chairman, Offit Capital Advisors LLC; prior thereto, Co-Chief Executive Officer, Offit Hall Capital Management LLC (2002 to 2007); Founder and Former Chief Executive Officer, OFFITBANK	485 Lexington Avenue, 24th Floor, New York, New York 10017
Thomas A. Russo(1)	Executive Officer	Executive Vice President-Legal, Compliance, Regulatory Affairs, Government Affairs & General Counsel	70 Pine St. New York, NY 10270
David L. Herzog	Executive Officer	Executive Vice President & Chief Financial Officer	70 Pine Street New York, NY 10270
Rodney Owen Martin, Jr.	Executive Officer	Executive Vice President - Life Insurance	2929 Allen Parkway, Houston, TX 77019
Kristian Philip Moor	Executive Officer	Executive Vice President - Domestic General Insurance	175 Water Street New York, NY 10270
Nicholas Charles Walsh	Executive Officer	Executive Vice President - Foreign General Insurance	175 Water Street New York, NY 10270

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(1) Prior to joining AIG in February 2010, Mr. Thomas Russo served as Senior Counsel in the New York office of Patton Boggs LLP. Previously, he was Vice Chairman of Lehman Brothers Holdings until December 2008, and prior to joining Lehman in 1993, he was partner at the law firm of Cadwalader, Wickersham & Taft and a member of its Management Committee.

AMERICAN INTERNATIONAL GROUP, INC. ("AIG") LIST OF NEW EXECUTIVE DIRECTORS AND OFFICERS

Name	Position	Title	Address
Harvey Golub (1)	Director, Chairman	Former Chairman and Chief Executive Officer of American Express Company Director, Campbell Soup Company The Reader's Digest Association, Inc.	70 Pine Street, New York, NY 10270
Robert H. Benmosche (2)	Director and Executive Officer	President and Chief Executive Officer	70 Pine Street, 18th Floor, New York, NY 10270
Laurette T. Koellner (3)	Director	Retired; Former Senior Vice President of The Boeing Company; Former President, Boeing International Director, Celestica Inc. Sara Lee Corporation	70 Pine Street, New York, NY 10270
Christopher S. Lynch (4)	Director	Former Partner, KPMG LLP Director, Federal Home Loan Mortgage Corporation	70 Pine Street, New York, NY 10270
Arthur C. Martinez (5)	Director	Former Chairman of the Board, President and Chief Executive Officer, Sears, Roebuck and Co. Director,* ABN AMRO Holding, N.V. HSN, Inc. IAC/InterActiveCorp International Flavors & Fragrances, Inc. Liz Claiborne, Inc. PepsiCo, Inc.	70 Pine Street, New York, NY 10270
Robert S. Miller (6)	Director	Former Executive Chairman, Delphi Corporation Director, Symantec Corporation UAL Corporation	70 Pine Street, New York, NY 10270
Douglas M. Steenland (7)	Director	Former President and Chief Executive Officer, Northwest Airlines Corporation Director, Delta Air Lines, Inc. Digital River, Inc.	70 Pine Street, New York, NY 10270

(1) On June 30, 2009 Harvey Golub was elected Non-Executive Chairman of the Board. Mr. Golub was Chairman and Chief Executive Officer of American Express Company from 1993 to 2001. Prior to joining American Express in 1984, Mr. Golub was a senior Partner with McKinsey & Co. Mr. Golub is the Non-Executive Chairman of Ripplewood Holdings, a private equity firm based in New York. He is a member of the Board of Directors of Campbell Soup Company, and formerly its Non-Executive Chairman. Mr. Golub serves as Non-Executive Chairman of the Board of Directors of The Reader's Digest Association, and he is also a director of RHJ International, a public investment company based in Belgium.

(2) Effective August 10, 2009, Robert H. Benmosche became President and Chief Executive Officer of American International Group, Inc.. Mr. Benmosche is a former Chairman, President, and Chief Executive Officer of MetLife, a leading provider of insurance and other financial services. Mr. Benmosche led the transition of MetLife from a mutual to a public company in 2000. He joined MetLife in 1995 as Executive Vice President responsible for business integration and product development, marketing and sales efforts focused on MetLife's individual customers. Earlier in his career he served as Executive Vice President for PaineWebber, Inc., where he directed the merger of Kidder Peabody into PaineWebber. He also served in various capacities with Chase Manhattan Bank from 1976 to 1982. Mr. Benmosche has served as a member of the Board of Directors of Credit Suisse Group since 2002.

(3) Ms. Koellner retired as President of Boeing International, a position she held from 2006 to 2008. Prior to that, she was President of Connexion by Boeing from 2004 to 2006, and Executive Vice President, Member of the Office of the Chairman and Chief Human Resources Officer and Chief Administrative Officer.

(4) Mr. Lynch is an independent consultant providing a variety of services to financial intermediaries, including risk management, strategy, governance, financial and regulatory reporting and troubled-asset management. Prior to retiring from KPMG LLP in May 2007, Mr. Lynch held a variety of leadership positions at KPMG, including National Partner in Charge -- Financial Services.

(5) Mr. Martinez retired as Chairman of the Board, President and Chief

Executive Officer of Sears, Roebuck and Co. in 2000.

- (6) Mr. Miller was Chairman of Federal-Mogul Corporation from 2004 to 2005, prior to becoming Chairman and Chief Executive Officer of Delphi Corporation in 2005. Mr. Miller was Chairman and Chief Executive Officer of Delphi Corporation when it filed for Chapter 11 bankruptcy in October 2005.
- (7) Mr. Steenland was President of Northwest Airlines from 2001 until 2004 and was President and Chief Executive Officer of Northwest Airlines from 2004 until 2008. Mr. Steenland was Chief Executive Officer of Northwest Airlines when it filed for Chapter 11 bankruptcy in September 2005.

Jay S. Wintrob	Executive Officer	Executive Vice President - Domestic Life and Retirement Services	1 SunAmerica Center, 1999 Avenue of the Stars, Los Angeles, CA 90067
William N. Dooley	Executive Officer	Senior Vice President - Financial Services	70 Pine Street New York, NY 10270
Robert E. Lewis	Executive Officer	Senior Vice President & Chief Risk Officer	70 Pine Street New York, NY 10270
Monika M. Machon(1)	Executive Officer	Senior Vice President & Chief Investment Officer	70 Pine Street New York, NY 10270
Brian T. Schreiber	Executive Officer	Senior Vice President - Global Planning and Analysis	70 Pine Street New York, NY 10270
Peter D. Hancock(2)	Executive Officer	Executive Vice President - Finance, Risk and Investments	70 Pine St. New York, NY 10270
Mark A. Wilson(3)	Executive Officer	Executive Vice President - Life Insurance	
Jeffrey J. Hurd(4)	Executive Officer	Senior Vice President - Human Resources and Communications	80 Pine St. New York, NY 10038

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- (1) Effective January 14, 2009, Monika Maria Machon was elected Senior Vice President and Chief Investment Officer.
 - (2) Effective February 25, 2010, Peter D. Hancock was elected Executive Vice President - Finance, Risk and Investments.
 - (3) Effective February 25, 2010, Mark A. Wilson was elected Executive Vice President - Life Insurance.
 - (4) Effective February 25, 2010, Jeffrey J. Hurd was elected Senior Vice President - Human Resources and Communications.

DIRECTORS AND EXECUTIVE OFFICERS OF CHARTIS HOLDINGS, INC.

John Q. Doyle	Director and Executive Officer	Executive Vice President	175 Water Street, New York, New York 10038
Kristian P. Moor	Director and Executive Officer	Chairman of the Board of Directors, President and Chief Executive Officer	175 Water Street, New York, New York 10038
Robert S. H. Schimek	Directors and Executive Officer	Chief Financial Officer, Executive Vice President and Treasurer	175 Water Street, New York, New York 10038
Nicholas C. Walsh	Director and Executive Officer	Vice Chairman of the Board of Directors	175 Water Street, New York, New York 10038
Frank H. Douglas, Jr.	Executive Officer	Senior Vice President and Chief Actuary	70 Pine Street, New York, NY 10270
David N. Fields	Executive Officer	Senior Vice President and Chief Reinsurance Officer	175 Water Street, New York, New York 10038
Jeffrey L. Hayman	Executive Officer	Senior Vice President and Chief Administrative Officer	175 Water Street, New York, New York 10038
Ralph W. Mucerino	Executive Officer	Senior Vice President	175 Water Street, New York, New York 10038
Charles R. Schader	Executive Officer	Senior Vice President and Chief Claims Officer	175 Water Street, New York, New York 10038
Thomas J. Scherer	Executive Officer	Senior Vice President, General Counsel and Secretary	175 Water Street, New York, New York 10038
Samir Shah	Executive Officer	Senior Vice President and Chief Risk Officer	175 Water Street, New York, New York 10038
David Ensor	Executive Officer	Chief Credit Officer	175 Water Street, New York, New York 10038
Gretchen A. Hayes	Executive Officer	Chief Diversity Officer	The Chartis Building, 58 Fenchurch Street, London EC3MYAB, United Kingdom
Jeffrey M. Riedel	Executive Officer	Chief Information Officer	70 Pine Street, New York, New York 10276
Agustin Formoso, Jr.	Executive Officer	Vice President, Administration	
Kenneth V. Harkins	Executive Officer	Vice President	175 Water Street, New York, New York 10038
John J. Jones	Executive Officer	Vice President, Communications	175 Water Street, New York, New York 10038
Mary Ann Ross	Executive Officer	Vice President	175 Water Street, New York, New York 10038
J. Howard Stecker	Executive Officer	Vice President and Chief Tax Officer	80 Pine Street, New York, New York 10005
George M. Williams	Executive Officer	Vice President, Operations and Systems	175 Water Street, New York, New York 10038
Andrew R. Holland	Executive Officer	Assistant Secretary	175 Water Street, New York, New York 10038

EXECUTIVE OFFICERS OF AIUH LLC

David L. Herzog	Executive Officer	Executive Vice President	70 Pine Street, New York, NY 10038
Robert A. Gender	Executive Officer	Vice President and Treasurer	70 Pine Street, New York, New York 10276
Kathleen E. Shannon	Executive Officer	Secretary	70 Pine Street, New York, New York 10276

DIRECTORS AND EXECUTIVE OFFICERS OF CHARTIS U.S., INC.

John Q. Doyle	Director and Executive Officer	President & Chief Executive Officer, Chartis U.S., Inc.	175 Water Street, New York, New York 10038
Kenneth V. Harkins	Director	Deputy General Counsel, AIG	175 Water Street, New York, New York 10038
David L. Herzog	Director	Executive Vice President and Chief Financial Officer, AIG	70 Pine Street, New York, New York 10270
Robert E. Lewis	Director	Senior Vice President & Chief Risk Officer, AIG	70 Pine Street, New York, New York 10270
Kristian P. Moor	Director and Executive Officer	Chairman of the Board, Chartis U.S., Inc.	175 Water Street, New York, New York 10038
Robert S.H. Schimek	Director and Executive Officer	Executive Vice President, Chief Financial Officer and Treasurer, Chartis U.S., Inc.	175 Water Street, New York, New York 10038
Robert J. Beier	Executive Officer	Senior Vice President, Chartis U.S., Inc.	175 Water Street, New York, New York 10038
Carl E. Chamberlain	Executive Officer	Senior Vice President, Chartis U.S., Inc.	175 Water Street, New York, New York 10038
Frank H. Douglas, Jr.	Executive Officer	Senior Vice President and Actuary, Chartis U.S., Inc.	70 Pine Street, New York, New York 10270
David N. Fields	Executive Officer	Senior Vice President, Chartis U.S., Inc.	175 Water Street New York, New York 10038
Andrew R. Holland	Executive Officer	Senior Vice President, General Counsel and Secretary, Chartis U.S., Inc.	175 Water Street, New York, New York 10038
Gary E. Muoio	Executive Officer	Senior Vice President and Chief Operations Officer-Underwriting, Chartis U.S., Inc.	175 Water Street, New York, New York 10038
Richard T. Pisano	Executive Officer	Senior Vice President, Chartis U.S., Inc.	80 Pine Street New York, New York 10005
Mary Ann Ross	Executive Officer	Executive Vice President, Chartis U.S., Inc.	175 Water Street, New York, New York 10038
Charles R. Schader	Executive Officer	Executive Vice President, Chartis U.S., Inc.	175 Water Street, AIG New York, New York 10038
George M. Williams	Executive Officer	Vice President and Chief Operations Officer-Claims, Chartis U.S., Inc.	70 Pine Street, New York, New York 10270
Mark T. Willis	Executive Officer	Executive Vice President, Chartis U.S., Inc.	300 South Riverside Plaza, Suite 2100, Chicago, Illinois 60606

DIRECTORS AND EXECUTIVE OFFICERS OF CHARTIS INC.

John Q. Doyle	Director	Senior Vice President - Domestic General Insurance, AIG	175 Water Street, New York, New York 10038
Kenneth V. Harkins	Director and Executive Officer	Executive Vice President, General Counsel and Secretary, Chartis Inc.	175 Water Street, New York, New York 10038
David L. Herzog	Director	Executive Vice President and Chief Financial Officer, AIG	70 Pine Street, New York, New York 10270
Robert E. Lewis	Director	Senior Vice President & Chief Risk Officer, AIG	70 Pine Street, New York, New York 10270
Kristian P. Moor	Director and Executive Officer	Chairman of the Board, President and Chief Executive Officer, Chartis Inc.	175 Water Street, New York, New York 10038
Robert S.H. Schimek	Director and Executive Officer	Executive Vice President, Chief Financial Officer and Treasurer, Chartis Inc.	175 Water Street, New York, New York 10038
Nicholas C. Walsh	Director	Executive Vice President - Foreign General Insurance, AIG	175 Water Street, New York, New York 10038
Mary Ann Ross	Executive Officer	Executive Vice President, Chartis Inc.	175 Water Street, York, New York 10038
Frank H. Douglas, Jr.	Executive Officer	Senior Vice President and Actuary, Chartis Inc.	70 Pine Street, New York, New York 10270
Richard T. Pisano	Executive Officer	Senior Vice President and Statutory Comptroller, Chartis Inc.	80 Pine Street, New York, New York 10005
Mark T. Willis	Executive Officer	Executive Vice President, Chartis Inc.	300 South Riverside Plaza, Suite 2100, Chicago, Illinois 60606

DIRECTORS AND EXECUTIVE OFFICERS OF AMERICAN HOME
ASSURANCE COMPANY ("AHAC")

John Q. Doyle	Director and Executive Officer	President and Chief Executive Officer, AHAC	175 Water Street, New York, New York 10038
David N. Fields	Director and Executive Officer	Senior Vice President, AHAC	175 Water Street, New York, New York 10038
Christopher L. Sparro	Director	President, AIG World Source	175 Water Street, New York, New York 10038
David L. Herzog	Director	Executive Vice President and Chief Financial Officer, AIG	70 Pine Street, New York, New York 10270
Louis P. Iglesias	Director	Chairman and Chief Executive Officer - Commercial Casualty Group	175 Water Street, New York, New York 10038
Robert E. Lewis	Director	Senior Vice President and Chief Risk Officer, AIG	70 Pine Street, New York, New York 10270
Monika M. Machon	Director	Senior Vice President and Chief Investment Officer, AIG	70 Pine Street, New York, New York 10270
Kristian P. Moor	Director and Executive Officer	Chairman of the Board, AHAC	175 Water Street, New York, New York 10038
Robert S.H. Schimek	Director and Executive Officer	Senior Vice President, Chief Financial Officer and Treasurer, AHAC	175 Water Street, New York, New York 10038
Nicholas S. Tyler	Director	Vice President, AHAC	175 Water Street, New York, New York 10038
Nicholas C. Walsh	Director and Executive Officer	Senior Vice President, AHAC	175 Water Street, New York, New York 10038
Frank H. Douglas, Jr.	Executive Officer	Senior Vice President and Actuary, AHAC	70 Pine Street, New York, New York 10270
Mark T. Willis	Director and Executive Officer	Senior Vice President, AHAC	175 Water Street, New York, New York 10038
Andrew R. Holland	Executive Officer	Senior Vice President, General Counsel and Secretary, AHAC	175 Water Street, New York, New York, 10038
Gary E. Muoio	Executive Officer	Senior Vice President, AHAC	175 Water Street, New York, New York, 10038
Richard T. Pisano	Executive Officer	Senior Vice President, AHAC	80 Pine Street, New York, New York 10005
Richard C. Woollams	Executive Officer	Senior Vice President, AHAC	175 Water Street, New York, New York, 10038

DIRECTORS AND EXECUTIVE OFFICERS OF
STARR INTERNATIONAL COMPANY, INC.

Maurice R. Greenberg	Chairman of the Board and Director	Chairman of the Board and director, Starr International Company, Inc. and C.V. Starr & Co., Inc.; Chief Executive Officer, C.V. Starr & Co., Inc.; trustee of C.V. Starr & Co., Inc. Trust; member, director and Chairman of the Board, The Starr Foundation.	399 Park Avenue, 17th Floor, New York, New York 10022
Joseph C.H. Johnson	President and Director	President and Director	101 First Street, Hamilton, Bermuda HM 12
Edward E. Matthews	Managing Director and Director	Managing Director and director, Starr International Company, Inc.; director and President, C.V. Starr & Co., Inc.; trustee, C.V. Starr & Co., Inc. Trust; member and director, The Starr Foundation.	399 Park Avenue, 17th Floor, New York, New York 10022
Houghton Freeman	Director	President, Freeman Foundation	499 Taber Hill Road, Stowe, VT 05672
Lawrence S. Greenberg	Director	Private Equity Investor	399 Park Avenue, 17th Floor, New York, New York 10022
Bertil P-H Lundquist	Director	Executive Vice President and General Counsel, C.V. Starr & Co., Inc.	399 Park Avenue, 17th Floor, New York, New York 10022
Howard I. Smith	Director	Vice Chairman-Finance and Secretary, C.V. Starr & Co., Inc.	399 Park Avenue, 17th Floor, New York, NY 10022
John J. Roberts	Director	Retired; Honorary Director, American International Group, Inc.	Concordia Farms P.O. Box 703, Easton, MD 21601
Cesar Zalamea	Director	President and Chief Executive Officer, Starr International Company (Asia), Limited	Suite 1405-7, Two Exchange Square, 8 Connaught Place, Central, Hong Kong

DIRECTORS AND EXECUTIVE OFFICERS OF C.V. STARR & CO., INC.

Maurice R. Greenberg	Chairman of the Board, Director and Chief Executive Officer	(See above)	(See above)
Howard I. Smith	Vice Chairman-Finance and Secretary and Director	(See above)	(See above)
Edward E. Matthews	President and Director	(See above)	(See above)
Houghton Freeman	Director	(See above)	(See above)
John J. Roberts	Director	(See above)	(See above)
Bertil P-H Lundquist	Director	(See above)	(See above)
Lawrence S. Greenberg	Director	(See above)	(See above)

DIRECTORS AND OFFICERS OF
C.V. STARR & CO., INC. TRUST

Maurice R. Greenberg	Chairman and Director, Trustee	(See above)	(See above)
Edward E. Matthews	Director, Trustee	(See above)	(See above)
Howard I. Smith	Director, Trustee	(See above)	(See above)

DIRECTORS AND EXECUTIVE OFFICERS OF
UNIVERSAL FOUNDATION, INC.

Stuart Osborne	President and Director	President of Universal Foundation	Mercury House 101 Front Street Hamilton HM 12, Bermuda
Eligia G. Fernando	Director	Retired	Mercury House 101 Front Street Hamilton HM 12, Bermuda
Cesar C. Zalamea	Director	(See above)	(See above)
Aloysius B. Colayco	Director	Managing Director, Argosy Partners	Argosy Partners 8th Floor, Pacific Star Building Makati City, Philippines
Jennifer Barclay	Secretary	Secretary of Universal Foundation	Mercury House 101 Front Street Hamilton HM 12, Bermuda
Margaret Barnes	Treasurer	Treasurer of Universal Foundation	Baarerstrasse 101 CH-6300 Zug, Switzerland

DIRECTORS AND EXECUTIVE OFFICERS OF THE MAURICE R. AND
CORINNE P. GREENBERG FAMILY FOUNDATION, INC.

Maurice R. Greenberg	Chairman and Director	(See above)	(See above)
Corinne P. Greenberg	President and Director	President and Director, Greenberg Foundation	399 Park Avenue, 17th Floor New York, New York 10022
Jeffrey W. Greenberg	Vice President and Director	Vice President and Director, Greenberg Foundation	399 Park Avenue, 17th Floor New York, New York 10022
Evan G. Greenberg	Vice President	President and Chief Executive	399 Park Avenue, 17th Floor

	and Director	Officer, ACE Limited	New York, New York 10022
Lawrence S. Greenberg	Vice President and Director	(See above)	(See above)
Shake Nahapetian	Treasurer	Administrative Assistant, C.V. Starr & Co., Inc.	399 Park Avenue, 17th Floor New York, New York 10022

DIRECTOR AND EXECUTIVE OFFICER OF THE MAURICE R. AND
CORINNE P. GREENBERG JOINT TENANCY CORPORATION, INC.

Maurice R. Greenberg	Chairman, CEO, President, Treasurer, Secretary and Director	(See above)	(See above)
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February 18, 2010

The Honorable James J. Wrynn
Superintendent of Insurance
New York State Insurance Department
25 Beaver Street
New York, NY 10004

SPECIAL COMMITMENT TO THE NEW YORK STATE INSURANCE DEPARTMENT

RE: APPLICATION FOR DETERMINATION OF NON-CONTROL OF TRANSATLANTIC REINSURANCE COMPANY AND PUTNAM REINSURANCE COMPANY (COLLECTIVELY, THE "DOMESTIC INSURERS") BY AMERICAN INTERNATIONAL GROUP, INC. ("AIG") AND AMERICAN HOME ASSURANCE COMPANY ("AHAC") PURSUANT TO NEW YORK INSURANCE LAW SECTION 1501(C) ("APPLICATION")

In connection with the Application, AIG and AHAC agree that they will not, individually or collectively:

1. By any means direct or cause the direction, or attempt to direct or cause the direction, of the management or policies of Transatlantic Holdings, Inc. ("TRH") and/or its subsidiaries, including the Domestic Insurers; provided, however, that the exercise by AIG and/or AHAC of the rights set forth in Section 5.2 of that certain Stockholders Agreement, dated as of June 4, 2009, by and among AIG, AHAC and TRH, a copy of which is on file with the New York State Insurance Department ("Department"), shall not be deemed a violation of this paragraph.
2. Acquire shares of either TRH or the Domestic Insurers in a manner that would cause AIG and/or AHAC's aggregate ownership of the common stock of TRH to exceed 13.847%, (1) or of the common stock of either of the Domestic Insurers to equal or exceed 10%.
3. Propose a director or slate of directors for the Board of TRH and/or either of the Domestic Insurers in opposition to a nominee or slate of nominees proposed by the management or Boards of Directors of TRH and/or either of the Domestic Insurers.
4. Seek or accept representation on the Board of Directors of TRH and/or either of the Domestic Insurers.
5. Solicit or participate in soliciting proxies with respect to any matter presented to the shareholders of TRH and/or either of the Domestic Insurers.

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(1) Calculated as 9,192,662 shares owned by AHAC on the date hereof divided by 66,385,143 total shares outstanding as reported in TRH's Quarterly Report on Form 10-Q for the Quarterly Period Ended September 30, 2009.

6. In the event that AIG and/or AHAC's aggregate voting rights in the common stock of TRH and/or either of the Domestic Insurers equals 10% or more after December 31, 2010, enter into any transaction with either of the Domestic Insurers of the kinds set forth in New York Insurance Law Sections 1505(c) or (d) without 30 days prior notification to the Department; provided, however, that AIG and AHAC's duty to comply with Section 1505(d)(2) shall be subject to the exemption set forth in the Department's letter to Transatlantic Reinsurance Company dated January 9, 1995.
7. Enter into any transaction with any AIG affiliate, or cause any AIG affiliate to enter into any transaction, for the purpose of circumventing any provision of this Special Commitment.

This Special Commitment shall automatically terminate and be of no further effect at such time as AIG and AHAC's aggregate ownership of the common stock of each of TRH and the Domestic Insurers is less than 10% of the common stock then outstanding of each of TRH and the Domestic Insurers.

Very truly yours,

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon
Title: Senior Vice President and
Secretary

AMERICAN HOME ASSURANCE COMPANY

By: /s/ Andrew R. Holland

Name: Andrew R. Holland
Title: Senior Vice President and
Secretary

