

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

SCHEDULE 13D
(Rule 13d-101)

Under the Securities Exchange Act of 1934
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

SUNAMERICA INC.
(Name of Issuer)

Common Stock, \$1.00 par value
(Title of Class of Securities)

866 930 10 0
(Cusip Number)

Kathleen E. Shannon
Vice President and Secretary
American International Group, Inc.
70 Pine Street
New York, New York 10270
(212) 770-5123
(Name, Address and Telephone Number
of Person Authorized to Receive
Notices and Communications)

August 19, 1998
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

The information required on 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.

SCHEDULE 13D

CUSIP No. 866 930 10 0

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
- AMERICAN INTERNATIONAL GROUP, INC.
IRS ID No. 13-2592361
2. Check the Appropriate Box If a Member of a Group (A) / /
3. SEC Use Only (B) / /
4. Source of Funds
00, WC
5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant / /
to Items 2(d) or (e)
6. Citizenship or Place of Organization
Incorporated in the State of Delaware
- | | | |
|--------------------------------------------------------------------------------------|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Number of Shares
Beneficially Owned
By Each Reporting
Person with</p> | <p>7.
8.
9.
10.</p> | <p>Sole Voting Power</p> <p>Shared Voting Power
3,641,130 shares of
Common Stock
13,340,591 shares of
Nontransferable
Class B Stock*</p> <p>Sole Dispositive Power</p> <p>Shared Dispositive Power
3,641,130 shares of
Common Stock
13,340,591 shares of
Nontransferable
Class B Stock*</p> |
|--------------------------------------------------------------------------------------|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,641,130 shares of Common Stock and 13,340,591 shares
of Nontransferable Class B Stock*
12. Check Box If the Aggregate Amount in Row (11) Excludes / /
Certain Shares

* The 13,340,591 shares of Nontransferable Class B Stock of SunAmerica Inc. (the "Company") covered by this item are convertible into Common Stock of the Company on a one-for-one basis at any time, or from time to time, at the option of the holder, Eli Broad. Such shares of Nontransferable Class B Stock and 3,634,605 shares of Common Stock are subject to the Voting Agreement dated as of August 19, 1998 between Eli Broad and American International Group, Inc. as described in Item 4 of this Statement.

- 13. Percent of Class Represented by Amount in Row (11) 2.0% of the outstanding Common Stock (or, assuming conversion of the shares of Nontransferable Class B Stock, 8.8% of the outstanding Common Stock) and 82% of the outstanding Nontransferable Class B Stock
- 14. Type of Reporting Person
HC, CO

SCHEDULE 13D

CUSIP No. 866 930 10 0

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
- THE INSURANCE COMPANY OF THE STATE OF PENNSYLVANIA
IRS ID No. 13-5540698
2. Check the Appropriate Box If a Member of a Group (A) / /
3. SEC Use Only (B) / /
4. Source of Funds
WC
5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant / /
to Items 2(d) or (e)
6. Citizenship or Place of Organization
Incorporated in the State of Pennsylvania
- | | | | |
|----------------------------------------------------------------------------|-----|----------------------------------------------------------|--|
| Number of Shares
Beneficially Owned
By Each Reporting
Person with | 7. | Sole Voting Power | |
| | 8. | Shared Voting Power
3,300 shares of Common
Stock | |
| | 9. | Sole Dispositive Power | |
| | 10. | Shared Dispositive Power
3,300 shares of Common Stock | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,300 shares of Common Stock
12. Check Box If the Aggregate Amount in Row (11) Excludes / /
Certain Shares
13. Percent of Class Represented by Amount in Row (11)
.0017% of the outstanding Common Stock
14. Type of Reporting Person
IC, CO

SCHEDULE 13D

CUSIP No. 866 930 10 0

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

AIG GLOBAL INVESTMENT CORP.
IRS ID No. 06-0178320
2. Check the Appropriate Box If a Member of a Group (A) / /
3. SEC Use Only (B) / /
4. Source of Funds
WC
5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant / /
to Items 2(d) or (e)
6. Citizenship or Place of Organization
Incorporated in the State of New Jersey
- | | | |
|--------------------|-----|------------------------------|
| Number of Shares | 7. | Sole Voting Power |
| Beneficially Owned | | |
| By Each Reporting | 8. | Shared Voting Power |
| Person with | | 1,950 shares of Common |
| | | Stock |
| | 9. | Sole Dispositive Power |
| | 10. | Shared Dispositive Power |
| | | 1,950 shares of Common Stock |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,950 shares of Common Stock
12. Check Box If the Aggregate Amount in Row (11) Excludes / /
Certain Shares
13. Percent of Class Represented by Amount in Row (11)
.0010% of the outstanding Common Stock
14. Type of Reporting Person
IA, CO

SCHEDULE 13D

CUSIP No. 866 930 10 0

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
- TRANSATLANTIC HOLDINGS, INC.
IRS ID No. 13-3355897
2. Check the Appropriate Box If a Member of a Group (A) / /
3. SEC Use Only (B) / /
4. Source of Funds
WC
5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant / /
to Items 2(d) or (e)
6. Citizenship or Place of Organization
Incorporated in the State of Delaware
- | | | | |
|----------------------------------------------------------------------------|-----|-------------------------------------------------------------|--|
| Number of Shares
Beneficially Owned
By Each Reporting
Person with | 7. | Sole Voting Power | |
| | 8. | Shared Voting Power
1,950 shares of Common
Stock | |
| | 9. | Sole Dispositive Power | |
| | 10. | Shared Dispositive Power
1,950 shares of Common
Stock | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,950 shares of Common Stock
12. Check Box If the Aggregate Amount in Row (11) Excludes / /
Certain Shares
13. Percent of Class Represented by Amount in Row (11)
.0010% of the outstanding Common Stock
14. Type of Reporting Person
HC, CO

SCHEDULE 13D

CUSIP No. 866 930 10 0

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

AIG GLOBAL INVESTMENT CORP. (IRELAND) LTD.
IRS ID No. - Not Applicable.
2. Check the Appropriate Box If a Member of a Group (A) / /
3. Sec Use Only (B) / /
4. Source of Funds
WC
5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant / /
to Items 2(d) or (e)
6. Citizenship or Place of Organization
Organized under the laws of the Republic of Ireland
- | | | |
|--------------------|-----|--------------------------|
| Number of Shares | 7. | Sole Voting Power |
| Beneficially Owned | | |
| By Each Reporting | 8. | Shared Voting Power |
| Person with | | 1,275 shares of Common |
| | | Stock |
| | 9. | Sole Dispositive Power |
| | 10. | Shared Dispositive Power |
| | | 1,275 shares of Common |
| | | Stock |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,275 shares of Common Stock
12. Check Box If the Aggregate Amount in Row (11) Excludes / /
Certain Shares
13. Percent of Class Represented by Amount in Row (11)
.0007% of the outstanding Common Stock
14. Type of Reporting Person
IA, CO

ITEM 1. SECURITY AND ISSUER.

This statement on Schedule 13D relates to the shares of common stock, par value \$1.00 per share, of SunAmerica Inc., a Maryland corporation (the "Company", and such common stock the "Common Stock"), and the shares of Nontransferable Class B Stock, par value \$1.00 per share, of the Company ("Class B Stock"), which Class B Stock is convertible into Common Stock on a one-for-one basis at any time at the option of the holder of such Class B Stock. The principal executive offices of the Company are located at 1 SunAmerica Center, Century City, Los Angeles, California 90067-6022.

ITEM 2. IDENTITY AND BACKGROUND.

(a)-(c) and (f) This statement is filed by American International Group, Inc., a Delaware corporation ("AIG") on behalf of itself, its wholly owned subsidiary The Insurance Company of the State of Pennsylvania, a Pennsylvania corporation ("Pennsylvania Insurance"), its wholly owned subsidiary, AIG Global Investment Corp., a New Jersey Corporation ("Global Investment"), which acts as an investment adviser to Transatlantic Holdings, Inc., a Delaware corporation ("Transatlantic"), Transatlantic (50.1% of the common stock of Transatlantic is currently held directly or indirectly by AIG) and its wholly owned subsidiary AIG Global Investment Corp. (Ireland) Ltd., a company organized under the laws of the Republic of Ireland ("AIG Global"), which acts as an investment adviser to IPC Holdings, Ltd., a corporation organized under the laws of Bermuda ("IPC") (24.4% of the common stock of IPC is currently held by AIG). The principal executive offices of each of AIG and Pennsylvania Insurance are located at 70 Pine Street, New York, New York 10270, the principal executive offices of Global Investment are located at 175 Water Street, New York, New York 10038, the principal executive offices of Transatlantic are located at 80 Pine Street, New York, New York 10005 and the principal executive offices of AIG Global are located at AIG House, Merrion Road, Dublin 4 Ireland. AIG is a holding company which, through its subsidiaries, is primarily engaged in a broad range of insurance and insurance-related activities and financial services in the United States and abroad. AIG's primary activities include both general and life insurance operations.

Starr International Company, Inc., a private holding company organized under the laws of Panama ("SICO"), The Starr Foundation, a New York not-for-profit corporation ("Starr Foundation") and C.V. Starr & Co., Inc., a Delaware corporation ("Starr"), have the right to vote approximately 16.2%, 3.5% and 2.4%, respectively, of the outstanding common stock of AIG. The principal executive offices of SICO are located at 29 Richmond Road, American International Building, Pembroke HM08 Bermuda. The principal executive offices

of each of Starr Foundation and Starr are located at 70 Pine Street, New York, New York 10270.

The names of the directors and executive officers ("Covered Persons") of AIG, Pennsylvania Insurance, Global Investment, Transatlantic, AIG Global, SICO, Starr Foundation and Starr, their business addresses and principal occupations are set forth in Exhibit D attached hereto, which is incorporated herein by reference in its entirety. The business address indicated for each Covered Person is also the address of the principal employer for such Covered Person. Each of the Covered Persons is a citizen of the United States, except for Messrs. Johnson, Manton, Milton, Sullivan and Tse, who are British subjects, Mr. Cohen, who is a Canadian subject, Mr. Datwiler, who is a citizen of Switzerland, and Messrs. Hehir, Hennessy and Sommerville, who are Irish citizens.

(d) and (e) During the last five years, none of AIG, Pennsylvania Insurance, Global Investment, Transatlantic, AIG Global, SICO, Starr Foundation or Starr, or any of the Covered Persons, has (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violations with respect to such laws.

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

Pennsylvania Insurance purchased 1,400 shares of Common Stock on August 9, 1996. The Company paid a 2-for-1 stock dividend in September 1996 and a 3-for-2 stock dividend in September 1997. Pennsylvania Insurance sold 700 shares of Common Stock on January 8, 1998 and sold 200 shares of Common Stock on March 18, 1998. Such purchases and sales were effected in open market transactions on the New York Stock Exchange and Pennsylvania Insurance used available working capital to purchase such shares of Common Stock.

Global Investment acts as an investment adviser to Transatlantic. Transatlantic purchased 1,300 shares of Common Stock on August 6, 1997. The Company paid a 3-for-2 stock dividend in September 1997. Such purchases were effected in open market transactions on the New York Stock Exchange and Transatlantic used available working capital to purchase such shares of Common Stock.

AIG Global acts as an investment adviser to IPC. IPC purchased 175 shares of Common Stock on December 19, 1997 and 600 shares of Common Stock on March 20, 1998. IPC subsequently sold 100 shares of Common Stock on May 12, 1998 and purchased an additional 600 shares of Common Stock on June 5, 1998. Such purchases were effected in open market transactions on the New York Stock Exchange and IPC used available working capital to purchase such shares of Common Stock.

As described in the response to Item 4 (which response is incorporated herein by reference), the Voting Agreement Shares (as defined in the response to Item 4) have not been purchased by AIG. In connection with, and as a condition to, AIG and the Company entering into the Merger Agreement (as defined in the response to Item 4), a certain shareholder of the Company, Eli Broad, who holds the Voting Agreement Shares (which represent approximately 2.0% of the outstanding shares of Common Stock, or assuming conversion of the 13,340,591 shares of Class B Stock held by Mr. Broad, 8.8% of the outstanding shares of Common Stock, and 82% of the outstanding shares of Class B Stock), has entered into the Voting Agreement (as defined in the response to Item 4) pursuant to which Mr. Broad has agreed to vote the Voting Agreement Shares in favor of the adoption and approval of the Merger Agreement and the Merger (as defined in the response to Item 4) and each other action and transaction contemplated by the Merger Agreement or the Voting Agreement. In addition, Mr. Broad has agreed to deliver to AIG, if requested by AIG, an irrevocable proxy with respect to the Voting Agreement Shares and not to dispose of the Voting Agreement Shares, subject to certain exceptions. In addition, Mr. Broad has agreed that, immediately prior to the Effective Time, he will convert each share of Class B Stock held by him into one share of Common Stock, in accordance with the terms of the Class B Stock as set forth in the Articles of Restated Charter, dated October 3, 1991, as amended, of the Company.

ITEM 4. PURPOSE OF TRANSACTION.

(a)-(j) On August 19, 1998, the Company and AIG entered into an Agreement and Plan of Merger (the "Merger Agreement") which provides, among other things, that, the Company will merge with and into AIG (the "Merger"). Upon consummation of the Merger, the

separate corporate existence of the Company will cease and AIG will be the surviving corporation.

Pursuant to the terms of the Merger Agreement, at the Effective Time (as defined in the Merger Agreement), each share of the Common Stock issued and outstanding immediately prior to the Effective Time (other than shares of Common Stock owned by AIG, the Company or any of their respective subsidiaries (other than any shares of Common Stock into which the 8,707,500 shares of Class B Stock held by the Company's subsidiary, Stanford Ranch, Inc., convert) and in each case not held on behalf of third parties (collectively, "Excluded Common Shares")) will be converted into 0.855 shares of common stock, par value \$2.50 per share, of AIG ("AIG Common Stock"). The Merger Agreement also provides that each Excluded Common Share will be cancelled and retired without payment of any consideration therefor.

Consummation of the Merger is subject to the satisfaction or waiver at or prior to the Effective Time of certain conditions, including, but not limited to, (i) approval of the Merger by the holders of at least two-thirds of the outstanding shares of Common Stock and the outstanding shares of Class B Stock (each voting separately as a class), respectively, entitled to vote on the matter, (ii) approval of the Merger by the holders of at least a majority of the outstanding shares of AIG Common Stock, and (iii) certain regulatory approvals and conditions.

Pursuant to the Merger Agreement, (i) the certificate of incorporation, as amended, and the bylaws of AIG as in effect immediately prior to the Effective Time will continue to be the certificate of incorporation of AIG as the corporation surviving the Merger, (ii) the directors of AIG at the Effective Time will, from and after the Effective Time, continue to be the directors of AIG as the corporation surviving the Merger until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with applicable law, and at the Effective Time, AIG will cause to be elected to the board of directors of AIG as the corporation surviving the Merger two persons to be designated by the Company and reasonably acceptable to AIG, and (iii) the officers of AIG at the Effective Time will, from and after the Effective Time, continue to be the officers of AIG as the corporation surviving the Merger until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with applicable law.

The Merger Agreement contains certain customary restrictions on the conduct of the businesses of the Company pending the Merger,

including certain customary restrictions relating to the capital stock of the Company. Pursuant to the Merger Agreement, the Company has agreed, among other things, that, after the date of the Merger Agreement and prior to the Effective Time, it will not authorize, declare, set aside or pay any dividend payable in cash, stock or property in respect of any capital stock (i) other than dividends from its direct or indirect wholly owned subsidiaries and (ii) other than regular quarterly cash dividends paid by the Company not in excess of \$0.15 per share of Common Stock and regular dividends and distributions on the Preferred Shares and the Security Units (as such terms are defined in the Merger Agreement) pursuant to the terms thereof.

Pursuant to the Merger Agreement, AIG will use its best efforts to cause the shares of AIG Common Stock to be issued in the Merger to be approved for listing on the New York Stock Exchange, Inc. ("NYSE"), subject to official notice of issuance, prior to the Closing Date (as defined in the Merger Agreement), and as soon as practicable following the Effective Time, AIG as the surviving corporation will use its best efforts to cause the shares of Common Stock, the Depositary Shares and the Security Units (as such terms are defined in the Merger Agreement) to be de-listed from the NYSE and the Pacific Exchange, Inc. and de-registered under the Securities Exchange Act of 1934, as amended.

The Merger Agreement is attached as Exhibit B hereto and is incorporated herein by reference in its entirety. The foregoing summary of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

Concurrent with the execution of the Merger Agreement, Eli Broad and AIG entered into a Voting Agreement, dated as of August 19, 1998 (the "Voting Agreement"), a copy of which is attached hereto as Exhibit C and is incorporated herein by reference. Pursuant to the Voting Agreement, Mr. Broad has agreed to vote 3,634,605 shares of Common Stock and 13,340,591 shares of Class B Stock held by him (the "Voting Agreement Shares") (representing approximately 2.0% of the outstanding Common Stock (or, assuming conversion of the 13,340,591 shares of Class B Stock held by Mr. Broad, 8.8% of the outstanding shares of Common Stock) and 82% of the outstanding Class B Stock) in favor of adoption and approval of the Merger Agreement and the Merger (and each other action and transaction contemplated by the Merger Agreement or the Voting Agreement). In addition, Mr. Broad has agreed to deliver to AIG, if requested by AIG, an irrevocable proxy with respect to the Voting Agreement Shares and not to dispose of the Voting Agreement Shares, subject to certain exceptions. In addition, Mr. Broad has

agreed that, immediately prior to the Effective Time, he will convert each share of Class B Stock held by him into one share of Common Stock, in accordance with the terms of the Class B Stock as set forth in the Articles of Restated Charter, dated October 3, 1991, as amended, of the Company. The Voting Agreement also provides that, in the event (i) of any stock dividend, stock split, recapitalization, reclassification, combination or exchange of shares of stock of the Company on, of or affecting the Voting Agreement Shares, (ii) Mr. Broad purchases or otherwise acquires beneficial ownership of any shares of Common Stock or Class B Stock after the execution of the Voting Agreement (including by conversion), or (iii) Mr. Broad voluntarily acquires the right to vote or share in the voting of any shares of Common Stock or Class B Stock other than the Voting Agreement Shares (collectively, "New Shares"), Mr. Broad will, if requested by AIG, grant to AIG an irrevocable proxy with respect to such New Shares. Mr. Broad also agreed that any New Shares acquired or purchased by him will be subject to the terms of the Voting Agreement and will constitute Voting Agreement Shares to the same extent as if they were owned by him on the date of the execution of the Voting Agreement.

The purpose of the transactions under the Voting Agreement is to enable AIG to consummate the transactions contemplated by the Merger Agreement. The Voting Agreement also may make it more difficult for the Company to consummate a business combination with a party other than AIG.

The Voting Agreement is attached as Exhibit C hereto and is incorporated herein by reference in its entirety. The foregoing summary of the Voting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

Except as contemplated by the Merger Agreement and the Voting Agreement or as otherwise set forth in this Item 4, neither AIG nor, to the best of AIG's knowledge, any of Pennsylvania Insurance, Global Investment, Transatlantic, AIG Global, SICO, Starr Foundation or Starr, nor any of the Covered Persons has any present plans or proposals which relate to or which would result in or relate to any of the actions specified in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) and (b) The information required by these paragraphs is set forth in Items 7 through 11 and 13 of each of the cover pages of the Schedule 13D and is based upon information

contained in the Report on Form 10-Q of the Company for the quarterly period ending June 30, 1998 (179,469,132 shares of Common Stock outstanding and 16,272,702 shares of Class B Stock outstanding, in each case as of June 30, 1998).

The Voting Agreement Shares represent (i) approximately 2.0% of the outstanding Common Stock (based upon 179,469,132 shares of Common Stock outstanding as of June 30, 1998) or, assuming conversion of the 13,340,591 shares of Class B Stock held by Mr. Broad into shares of Common Stock on a one-for-one basis, 8.8% of the outstanding Common Stock (based upon 192,809,723 shares of Common Stock outstanding as of June 30, 1998 assuming the conversion of the 13,340,591 shares of Class B Stock held by Mr. Broad), and (ii) approximately 82% of the outstanding Class B Stock (based upon 16,272,702 shares of Class B Stock outstanding as of June 30, 1998). Such calculations do not take into account any New Shares which may be acquired by Mr. Broad, including, but not limited to, any New Shares acquired as a result of Mr. Broad's exercise of stock options granted under the Company's employee stock plans, which New Shares would also be subject to the Voting Agreement as described in Item 4. The Voting Agreement Shares are subject to the Voting Agreement and therefore may be deemed to be beneficially owned both by Mr. Broad and by AIG. Inasmuch as the Voting Agreement is limited to the vote of the Voting Agreement Shares with respect to the Merger Agreement and the Merger and certain related matters, Mr. Broad and AIG have shared power to vote or to direct the vote with respect to the Voting Agreement Shares. The Voting Agreement provides, subject to certain exceptions, that Mr. Broad may not dispose of the Voting Agreement Shares without AIG's consent. Mr. Broad and AIG therefore have shared power to dispose or direct the disposition of the Voting Agreement Shares.

(c) Other than the Merger Agreement and the Voting Agreement described in the response to Item 4 (which response is incorporated herein by reference) and the transactions contemplated thereby, there have been no transactions in shares of Common Stock or shares of Class B Stock by AIG, or, to the best knowledge of AIG, by any of Pennsylvania Insurance, Global Investment, Transatlantic, AIG Global, SICO, Starr Foundation or Starr, nor any of the Covered Persons, during the past 60 days.

(d) To the best knowledge of AIG, the right to receive and the power to direct the receipt of dividends from, and the proceeds from the sale of, the Voting Agreement Shares are held by Mr. Broad.

(e) Not applicable.

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

Other than the Merger Agreement and Voting Agreement described in the response to Item 4 (which response is incorporated herein by reference) and the transactions contemplated thereby, and other than the investment advisory relationship between Global Investment and Transatlantic and the investment advisory relationship between AIG Global and IPC, neither AIG nor, to the best of AIG's knowledge, any of Pennsylvania Insurance, Global Investment, Transatlantic, AIG Global, SICO, Starr Foundation or Starr nor any of the Covered Persons, has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Company, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- (a) Agreement of Joint Filing by and between American International Group, Inc., The Insurance Company of the State of Pennsylvania, AIG Global Investment Corp., Transatlantic Holdings, Inc. and AIG Global Investment Corp. (Ireland) Ltd. dated as of August 25, 1998.
- (b) Agreement and Plan of Merger between SunAmerica Inc. and American International Group, Inc. dated as of August 19, 1998 (incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K of American International Group, Inc., filed August 24, 1998).
- (c) Voting Agreement between Eli Broad and American International Group, Inc. dated as of August 19, 1998.
- (d) List of Directors and Executive Officers of American International Group, Inc., The Insurance Company of the State of Pennsylvania, AIG Global Investment Corp., Transatlantic Holdings, Inc., AIG Global Investment Corp. (Ireland) Ltd., Starr International Company, Inc., The Starr Foundation and C.V. Starr & Co., Inc.

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: August 26, 1998

AMERICAN INTERNATIONAL GROUP, INC.

BY: /s/ Kathleen E. Shannon

Kathleen E. Shannon
Vice President and Secretary

THE INSURANCE COMPANY OF THE STATE
OF PENNSYLVANIA

BY: /s/ Edward E. Matthews

Edward E. Matthews
Senior Vice President

TRANSATLANTIC HOLDINGS, INC.

BY: /s/ Robert F. Orlich

Robert F. Orlich
Chief Executive Officer
and President

AIG GLOBAL INVESTMENT CORP.

BY: /s/ Colleen D. Baldwin

Colleen D. Baldwin
Chief Operating Officer

AIG GLOBAL INVESTMENT CORP.
(IRELAND) LTD.

BY: /s/ I. Datwiler

I. Datwiler
Managing Director

EXHIBIT INDEX

Exhibit	Description
A	Agreement of Joint Filing by and between American International Group, Inc., The Insurance Company of the State of Pennsylvania, AIG Global Investment Corp., Transatlantic Holdings, Inc. and AIG Global Investment Corp. (Ireland) Ltd. dated as of August 25, 1998.
B	Agreement and Plan of Merger between SunAmerica Inc. and American International Group, Inc. dated as of August 19, 1998 (incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K of American International Group, Inc., filed August 24, 1998).
C	Voting Agreement between Eli Broad and American International Group, Inc. dated as of August 19, 1998.
D	List of Directors and Executive Officers of American International Group, Inc., The Insurance Company of the State of Pennsylvania, AIG Global Investment Corp., Transatlantic Holdings, Inc., AIG Global Investment Corp. (Ireland) Ltd., Starr International Company, Inc., The Starr Foundation and C.V. Starr & Co., Inc.

AGREEMENT OF JOINT FILING

In accordance with Rule 13d-1(f) 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 SunAmerica Inc. and that this Agreement be included as an Exhibit to such filing.

Each of the undersigned parties represents and warrants to the other that the information contained in any amendment thereto about it will be, true, correct and complete in all material respects and in accordance with all applicable laws. Each of the undersigned parties agrees to inform the other of any changes in such information or of any additional information which would require any amendment to the Schedule 13D and to promptly file such amendment.

Each of the undersigned parties agrees to indemnify the other for any losses, claims, liabilities or expenses (including reasonable legal fees and expenses) resulting from, or arising in connection with, the breach by such party of any of representations, warranties or agreements in this Agreement.

This Agreement may be executed in any number of counterparts, each of which shall be deemed to 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 August 25, 1998.

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ Kathleen E. Shannon

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

THE INSURANCE COMPANY OF THE
STATE OF PENNSYLVANIA

By: /s/ Edward E. Matthews

Name: Edward E. Matthews
Title: Senior Vice President

TRANSATLANTIC HOLDINGS, INC.

By: /s/ Robert F. Orlich

Name: Robert F. Orlich
Title: Chief Executive Officer
and President

AIG GLOBAL INVESTMENT CORP.

By: /s/ Colleen D. Baldwin

Name: Colleen D. Baldwin
Title: Chief Operating Officer

AIG GLOBAL INVESTMENT CORP.
(IRELAND) LTD.

By: /s/ I. Datwiler

Name: I. Datwiler
Title: Managing Director

VOTING AGREEMENT

THIS VOTING AGREEMENT (the "Agreement") is entered into as of August 19, 1998, between the undersigned stockholder (the "Stockholder") of SunAmerica Inc., a Maryland corporation (the "Company"), and American International Group, Inc., a Delaware corporation ("Parent").

WHEREAS, concurrently with the execution and delivery of this Agreement, the Company and Parent have entered into an Agreement and Plan of Merger dated as of August 19, 1998 (the "Merger Agreement"), providing for the merger of the Company with and into Parent (the "Merger") pursuant to the terms and conditions of the Merger Agreement, and setting forth certain representations, warranties, covenants and agreements of the parties thereto in connection with the Merger; and

WHEREAS, as an inducement and a condition to Parent entering into the Merger Agreement, pursuant to which the Stockholder will receive the Merger Consideration (as defined in the Merger Agreement) in exchange for each share of Common Stock, par value \$1.00 per share, of the Company (the "Common Stock") owned by him, the Stockholder has agreed to enter into this Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt, sufficiency and adequacy of which is hereby acknowledged, the parties hereto agree as follows:

1. Representations of Stockholder. The Stockholder represents that such Stockholder:

(a) is the beneficial owner of that number of shares of Common Stock and that number of shares of Non-Transferable Class B Stock, par value \$1.00 per share, of the Company (together with the Transferable Class B Stock, par value \$1.00 per share, of the Company (the "Transferable Class B Stock"), the "Class B Stock") set forth opposite such Stockholder's name on Exhibit A (such Stockholder's "Shares");

(b) does not beneficially own (as such term is defined in the Securities Exchange Act of 1934, as amended (the "1934 Act")) any shares of Common Stock or Class B Stock for which such Stockholder has the sole authority to vote other than his Shares, but excluding any shares of Common Stock or Class B Stock which such Stockholder has the right to obtain upon the exercise of stock options outstanding on the date hereof; and

(c) has the right, power and authority to execute and deliver this Agreement and to perform his obligations under this Agreement, and this Agreement has been duly executed and delivered by such Stockholder and constitutes a valid and legally binding agreement of such Stockholder, enforceable in accordance with its terms; and such execution, delivery and performance by Shareholder of this Agreement will not (i) conflict with, require a consent, waiver or approval under, or result in a breach of or default under, any of the terms of any contract, commitment or other obligation (written or oral) to which such Stockholder is a party or by which such Stockholder is bound; (ii) violate any order, writ, injunction, decree or statute, or any rule or regulation, applicable to Stockholder or any of the properties or assets of Stockholder; or (iii) result in the creation of, or impose any obligation on such Stockholder to create, any lien, charge or other encumbrance of any nature whatsoever upon the Shares.

The representations and warranties contained herein shall be made as of the date hereof and as of each date from the date hereof through and including the date that the Merger is consummated or this Agreement is terminated in accordance with its terms.

2. Agreement to Convert Class B Shares; Agreement to Vote

Shares.

(a) The Stockholder shall convert immediately prior to the Effective Time (as defined in the Merger Agreement) each share of Class B Stock held by him into one fully paid and nonassessable share of Common Stock, in accordance with the terms of the Class B Stock as set forth in the Articles of Restated Charter, dated October 3, 1991, as amended, of the Company.

(b) The Stockholder shall vote his Shares and any New Shares (as defined in Section 6 hereof), and shall cause any holder of record of his Shares or New Shares to vote, in favor of adoption and approval of the Merger Agreement and the Merger (and each other action and transaction contemplated by the Merger Agreement or by this Agreement) at every meeting of the stockholders of the Company at which any such matters are considered and at every adjournment thereof. Any such vote shall be cast or consent shall be given in accordance with such procedures relating thereto as shall ensure that it is duly counted for purposes of determining that a quorum is present and for purposes of recording the results of such vote or consent. The Stockholder shall deliver to Parent upon request a proxy substantially in the form attached hereto as Exhibit B, which proxy shall be coupled with an interest and irrevocable to the extent permitted under Maryland law, with the total number of such Stockholder's Shares and any New Shares correctly indicated thereon. The Stockholder shall also use his reasonable efforts to take, or cause to be taken, all action, and do, or cause to be done, all things

necessary or advisable in order to consummate and make effective the transactions contemplated by this Agreement.

3. No Voting Trusts. After the date hereof, the Stockholder agrees that he will not, nor will he permit any entity under his control to, deposit any Shares in a voting trust or subject any Shares to any agreement, arrangement or understanding with respect to the voting of such Shares other than agreements entered into with Parent.

4. Additional Purchases. The Stockholder agrees that in the event (a) of any stock dividend, stock split, recapitalization, reclassification, combination or exchange of shares of stock of the Company on, of or affecting the Shares of such Stockholder, (b) such Stockholder purchases or otherwise acquires beneficial ownership of any shares of Common Stock or Class B Stock after the execution of this Agreement (including by conversion), or (c) such Stockholder voluntarily acquires the right to vote or share in the voting of any shares of Common Stock or Class B Stock other than the Shares (collectively, "New Shares"), such Stockholder shall deliver promptly to Parent upon request an irrevocable proxy substantially in the form attached hereto as Exhibit B with respect to such New Shares. The Stockholder also agrees that any New Shares acquired or purchased by him shall be subject to the terms of this Agreement and shall constitute Shares to the same extent as if they were owned by such Stockholder on the date hereof.

5. Affiliates Letter. The Stockholder shall execute and deliver on a timely basis a letter agreement in the form of Exhibit A-1 to the Merger Agreement, when and if requested by Parent prior to the Effective Time (as defined in the Merger Agreement).

6. Specific Performance. Each party hereto severally acknowledges that it will be impossible to measure in money the damage to the other party if the party hereto fails to comply with any of the obligations imposed by this Agreement, that every such obligation is material and that, in the event of any such failure, the other party will not have an adequate remedy at law or damages. Accordingly, each party hereto severally agrees that injunctive relief or other equitable remedy, in addition to remedies at law or damages, is the appropriate remedy for any such failure and will not oppose the granting of such relief on the basis that the other party has an adequate remedy at law. Each party hereto severally agrees that it will not seek, and agrees to waive any requirement for, the securing or posting of a bond in connection with any other party's seeking or obtaining such equitable relief.

7. Heirs, Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, successors and assigns and shall not be assignable without the written consent of all other parties hereto.

8. Entire Agreement. This Agreement supersedes all prior agreements, written or oral, among the parties hereto with respect to the subject matter hereof and contains the entire agreement among the parties with respect to the subject matter hereof. This Agreement may not be amended, supplemented or modified, and no provisions hereof may be modified or waived, except by an instrument in writing signed by all the parties hereto. No waiver of any provisions hereof by any party shall be deemed a waiver of any other provisions hereof by any such party, nor shall any such waiver be deemed a continuing waiver of any provision hereof by such party.

9. Miscellaneous.

(a) This Agreement shall be deemed a contract made under, and for all purposes shall be construed in accordance with, the laws of the State of New York.

(b) If any provision of this Agreement or the application of such provision to any person or circumstances shall be held invalid by a court of competent jurisdiction, the remainder of the provision held invalid and the application of such provision to persons or circumstances, other than the party as to which it is held invalid, shall not be affected.

(c) This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument.

(d) This Agreement shall terminate upon the earlier to occur of (i) the Effective Time (as defined in the Merger Agreement) or (ii) termination of the Merger Agreement in accordance with its terms.

(e) All Section headings herein are for convenience of reference only and are not part of this Agreement, and no construction or reference shall be derived therefrom.

(f) The obligations of the Stockholder set forth in this Agreement shall not be effective or binding upon such Stockholder until after such time as the Merger Agreement is executed and delivered by the Company and Parent.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Agreement as of the date first written above.

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ M. R. GREENBERG

Name: M. R. Greenberg

Title: Chairman and Chief Executive Officer

THE STOCKHOLDER:

/s/ ELI BROAD

ELI BROAD

Exhibit A

STOCKHOLDER

	Name -----	Number of Shares of Common Stock -----	Number of Shares of Class B Stock -----	Type of Ownership -----
1.	Eli Broad	3,634,605	13,340,591	

FORM OF PROXY

The undersigned stockholder, for consideration received, hereby appoints [PARENT DESIGNEES] and each of them as my proxies, with full power of substitution in each of them, to cast on behalf of the undersigned all votes entitled to be cast by the holder of the shares of Common Stock, par value \$1.00 per share, of SunAmerica Inc., a Maryland corporation (the "Company"), all shares of Non-Transferable Class B Stock, par value \$1.00 per share, of the Company, and all shares of Transferable Class B Stock, par value \$1.00 per share, of the Company, owned by the undersigned at the Special Meeting of Shareholders of the Company to be held [DATE, TIME AND PLACE] and at any adjournment thereof FOR approval and adoption of the Agreement and Plan of Merger, dated as of August 19, 1998, between the Company and American International Group, Inc., a Delaware corporation ("Parent"), providing for the merger (the "Merger") of the Company with and into Parent, and the Merger. This proxy is coupled with an interest and is irrevocable until such time as the Voting Agreement, dated as of August 19, 1998, between a certain stockholder of the Company, the undersigned, and Parent terminates in accordance with its terms.

Dated _____, 1998

(Signature of Stockholder)

AMERICAN INTERNATIONAL GROUP, INC.

DIRECTORS

M. Bernard Aidinoff	Sullivan & Cromwell 125 Broad Street New York, New York 10004
Lloyd M. Bentsen	Verner Liipfert Bernhard McPherson & Hand 2600 Texas Commerce Tower 600 Travis Street Suite 2600 Houston, Texas 77002
Pei-yuan Chia	298 Bedford - Banksville Road Bedford, New York 10506
Marshall A. Cohen	Cassels, Brock & Blackwell 40 King Street West 20th Floor Toronto, Ontario M5H 3C2
Barber B. Conable, Jr.	P.O. Box 218 Alexander, New York 14005
Martin S. Feldstein	National Bureau of Economic Research, Inc. 1050 Massachusetts Avenue Cambridge, Massachusetts 02138
Leslie L. Gonda	International Lease Finance Corporation 1999 Avenue of the Stars Los Angeles, California 90067
Evan G. Greenberg	American International Group, Inc. 70 Pine Street New York, New York 10270
M. R. Greenberg	American International Group, Inc. 70 Pine Street New York, New York 10270
Carla A. Hills	Hills & Company 1200 19th Street, N.W. - 5th Floor Washington, DC 20036
Frank J. Hoenemeyer	7 Harwood Drive Madison, New Jersey 07940

Edward E. Matthews	American International Group, Inc. 70 Pine Street New York, New York 10270
Dean P. Phypers	220 Rosebrook Road New Canaan, Connecticut 06840
Howard I. Smith	American International Group, Inc. 70 Pine Street New York, New York 10270
Thomas R. Tizzio	American International Group, Inc. 70 Pine Street New York, New York 10270
Edmund S.W. Tse	American International Assurance Co., Ltd. 1 Stubbs Road Hong Kong
Frank G. Wisner	American International Group, Inc. 70 Pine Street New York, New York 10270

AMERICAN INTERNATIONAL GROUP, INC.

EXECUTIVE OFFICERS

M.R. Greenberg 70 Pine Street New York, New York 10270	Chairman & Chief Executive Officer
Thomas R. Tizzio 70 Pine Street New York, New York 10270	Senior Vice Chairman - General Insurance
Edward E. Matthews 70 Pine Street New York, New York 10270	Vice Chairman - Investments & Financial Services
Edmund S.W. Tse American International Assurance Co., Ltd. 1 Stubbs Road Hong Kong	Vice Chairman - Life Insurance
Frank G. Wisner 70 Pine Street New York, New York 10270	Vice Chairman - External Affairs
Evan G. Greenberg 70 Pine Street New York, New York 10270	President & Chief Operating Officer 70 Pine Street New York, New York 10270
Edwin A.G. Manton 70 Pine Street New York, New York 10270	Senior Advisor
John J. Roberts 70 Pine Street New York, New York 10270	Senior Advisor
Ernest E. Stempel 70 Pine Street New York, New York 10270	Senior Advisor
Kristian P. Moor 70 Pine Street New York, New York 10270	Executive Vice President - Domestic General Insurance
Robert B. Sandler 70 Pine Street New York, New York 10270	Executive Vice President - Senior Casualty Actuary & Senior Claims Officer
Howard I. Smith 70 Pine Street New York, New York 10270	Executive Vice President, Chief Financial Officer & Comptroller

Ernest T. Patrikis 70 Pine Street New York, New York 10270	Special Advisor to the Chairman
William N. Dooley 70 Pine Street New York, New York 10270	Senior Vice President - Financial Services
Lawrence W. English 70 Pine Street New York, New York 10270	Senior Vice President - Administration
Axel I. Freudmann 72 Wall Street New York, New York 10270	Senior Vice President - Human Resources
Win J. Neuger 70 Pine Street New York, New York 10270	Senior Vice President & Chief Investment Officer
Martin J. Sullivan 70 Pine Street New York, New York 10270	Senior Vice President - Foreign General Insurance
Florence A. Davis 70 Pine Street New York, New York 10270	Vice President & General Counsel
Robert E. Lewis 70 Pine Street New York, New York 10270	Vice President & Chief Credit Officer
Charles M. Lucas 70 Pine Street New York, New York 10270	Vice President & Director of Market Risk Management
Frank Petralito II 70 Pine Street New York, New York 10270	Vice President & Director of Taxes
Kathleen E. Shannon 70 Pine Street New York, New York 10270	Vice President, Secretary & Associate General Counsel
John T. Wooster, Jr. 70 Pine Street New York, New York 10270	Vice President - Communications
Carol A. McFate 70 Pine Street New York, New York 10270	Treasurer

STARR INTERNATIONAL COMPANY, INC.

EXECUTIVE OFFICERS & DIRECTORS

Houghton Freeman Director	1880 Mountain Road, #14 Stowe, Vermont 05672
Evan G. Greenberg Director	70 Pine Street New York, New York 10270
M.R. Greenberg Director & Chairman of the Board	70 Pine Street New York, New York 10270
Joseph C.H. Johnson Director, President & Treasurer	American International Building 29 Richmond Road Pembroke HM08 Bermuda
Edwin A.G. Manton Director	70 Pine Street New York, New York 10270
Edward E. Matthews Director	70 Pine Street New York, New York 10270
L. Michael Murphy Director, Vice President & Secretary	American International Building 29 Richmond Road Pembroke HM08 Bermuda
John J. Roberts Director	70 Pine Street New York, New York 10270
Robert M. Sandler Director	70 Pine Street New York, New York 10270
Ernest E. Stempel Director	70 Pine Street New York, New York 10270
Thomas R. Tizzio Director	70 Pine Street New York, New York 10270
Edmund S.W. Tse Director	1 Stubbs Road Hong Kong

THE STARR FOUNDATION
EXECUTIVE OFFICERS & DIRECTORS

M.R. Greenberg
Director and Chairman
70 Pine Street
New York, New York 10270

T.C. Hsu
Director and President
70 Pine Street
New York, New York 10270

Marion Breen
Director and Vice
President
70 Pine Street
New York, New York 10270

John J. Roberts
Director
70 Pine Street
New York, New York 10270

Ernest E. Stempel
Director
70 Pine Street
New York, New York 10270

Houghton Freeman
Director
1880 Mountain Road, #14
Stowe, Vermont 05672

Edwin A.G. Manton
Director
70 Pine Street
New York, New York 10270

Gladys Thomas
Vice President
70 Pine Street
New York, New York 10270

Frank Teng
Treasurer
70 Pine Street
New York, New York 10270

Ida Galler
Secretary
70 Pine Street
New York, New York 10270

C.V. STARR & CO., INC.

OFFICERS & DIRECTORS

Houghton Freeman Director	1880 Mountain Road, #14 Stowe, Vermont 05672
E.G. Greenberg Director & Executive Vice President	70 Pine Street New York, New York 10270
M.R. Greenberg Director, President & Chief Executive Officer	70 Pine Street New York, New York 10270
Edwin A.G. Manton Director	70 Pine Street New York, New York 10270
Edward E. Matthews Director & Senior Vice President	70 Pine Street New York, New York 10270
John J. Roberts Director	70 Pine Street New York, New York 10270
Robert M. Sandler Director & Vice President	70 Pine Street New York, New York 10270
Howard I. Smith Director & Senior Vice President	70 Pine Street New York, New York 10270
Ernest E. Stempel Director	70 Pine Street New York, New York 10270
Thomas R. Tizzio Director & Senior Vice President	70 Pine Street New York, New York 10270
Edmund S.W. Tse Director & Senior Vice President	1 Stubbs Road Hong Kong
Gary Nitzsche Treasurer	70 Pine Street New York, New York 10270
Kathleen E. Shannon Secretary	70 Pine Street New York, New York 10270

THE INSURANCE COMPANY OF THE STATE OF PENNSYLVANIA

DIRECTORS

Michael J. Castelli	American International Group, Inc. 70 Pine Street New York, New York 10270
Evan G. Greenberg	American International Group, Inc. 70 Pine Street New York, New York 10270
M.R. Greenberg	American International Group, Inc. 70 Pine Street New York, New York 10270
David M. Hupp	American International Group, Inc. 70 Pine Street New York, New York 10270
Edwin A. Manton	American International Group, Inc. 70 Pine Street New York, New York 10270
Edward E. Matthews	American International Group, Inc. 70 Pine Street New York, New York 10270
Win J. Neuger	American International Group, Inc. 70 Pine Street New York, New York 10270
Theodore J. Rupley	American International Group, Inc. 70 Pine Street New York, New York 10270
Howard I. Smith	American International Group, Inc. 70 Pine Street New York, New York 10270
Thomas R. Tizzio	American International Group, Inc. 70 Pine Street New York, New York 10270

THE INSURANCE COMPANY OF THE STATE OF PENNSYLVANIA

EXECUTIVE OFFICERS

Thomas R. Tizzio 70 Pine Street New York, New York 10270	Chairman of the Board
Theodore J. Rupley 70 Pine Street New York, New York 10270	President
Peg Birk 70 Pine Street New York, New York 10270	Senior Vice President & General Counsel
Michael J. Castelli 70 Pine Street New York, New York 10270	Senior Vice President & Treasurer
David M. Hupp 70 Pine Street New York, New York 10270	Senior Vice President
George J. Marone 70 Pine Street New York, New York 10270	Senior Vice President
Vincent J. Masucci 777 South Figueroa Street Los Angeles, California 90017	Senior Vice President
Edward E. Matthews 70 Pine Street New York, New York 10270	Senior Vice President
Mark T. Willis 500 West Madison Street Chicago, Illinois 60661	Senior Vice President
Robert J. Beier 70 Pine Street New York, New York 10270	Vice President
John H. Blumenstock 70 Pine Street New York, New York 10270	Vice President
Lawrence W. Carlstrom 70 Pine Street New York, New York 10270	Vice President

John G. Colona 70 Pine Street New York, New York 10270	Vice President
Robert K. Conry 70 Pine Street New York, New York 10270	Vice President
Hans Denielsson 70 Pine Street New York, New York 10270	Vice President
Brian S. Frisch 70 Pine Street New York, New York 10270	Vice President
Kumar Gursahaney 70 Pine Street New York, New York 10270	Vice President
Harold S. Jacobowitz 70 Pine Street New York, New York 10270	Vice President
Dee R. Klock 70 Pine Street New York, New York 10270	Vice President
Michael G. McCarter 70 Pine Street New York, New York 10270	Vice President
Christian M. Milton 70 Pine Street New York, New York 10270	Vice President
Win J. Neuger 70 Pine Street New York, New York 10270	Vice President
David B. Pinkerton 70 Pine Street New York, New York 10270	Vice President
Tobey J. Russ 70 Pine Street New York, New York 10270	Vice President

Elizabeth M. Tuck
70 Pine Street
New York, New York 10270

Secretary

D-11

TRANSATLANTIC HOLDINGS, INC.

DIRECTORS

James Balog	2205 North Southwinds Boulevard Apartment 307 Vero Beach, Florida 32963
Fred Bergsten	Institute for International Economics 11 DuPont Circle Suite 620 Washington, DC 20036
Ikuo Egashira	Nichido Fire & Marine Insurance Company, Limited No. 3-16, Ginza 5-Chome Chou-ku, Tokyo Japan
John Fowler	1285 Avenue of the Americas New York, New York 10019
M.R. Greenberg	American International Group, Inc. 70 Pine Street New York, New York 10270
John J. Mackowski	33 Wedgeon Lane Little Compton, Rhode Island 02837
Edward E. Matthews	American International Group, Inc. 70 Pine Street New York, New York 10270
Robert F. Orlich	Transatlantic Holdings, Inc. 80 Pine Street New York, New York 10005
Howard I. Smith	American International Group, Inc. 70 Pine Street New York, New York 10270
Thomas R. Tizzio	American International Group, Inc. 70 Pine Street New York, New York 10270

TRANSATLANTIC HOLDINGS, INC.

EXECUTIVE OFFICERS

M.R. Greenberg 70 Pine Street New York, New York 10270	Chairman of the Board
Robert F. Orlich 80 Pine Street New York, New York 10270	Chief Executive Officer & President
Steven S. Skalicky 80 Pine Street New York, New York 10270	Chief Financial Officer & Controller
Paul A. Bonny 80 Pine Street New York, New York 10270	Senior Vice President
Robert V. Mucci 80 Pine Street New York, New York 10270	Senior Vice President
Steven S. Skalicky 80 Pine Street New York, New York 10270	Senior Vice President
Javier E. Vijil 80 Pine Street New York, New York 10270	Senior Vice President
Donald R. Allard 80 Pine Street New York, New York 10270	Vice President & General Counsel
Elizabeth M. Tuck 70 Pine Street New York, New York 10270	Secretary

AIG GLOBAL INVESTMENT CORP.

DIRECTORS

Colleen D. Baldwin	AIG Global Investment Corp. 175 Water Street New York, New York 10038
Florence A. Davis	American International Group, Inc. 70 Pine Street New York, New York 10270
Edward E. Matthews	American International Group, Inc. 70 Pine Street New York, New York 10270
Win J. Neuger	American International Group, Inc. 70 Pine Street New York, New York 10270

EXECUTIVE OFFICERS

Win J. Neuger 70 Pine Street New York, New York 10270	Chairman of the Board and Chief Executive Director
Colleen D. Baldwin 175 Water Street New York, New York 10038	Chief Operating Officer
Jeffrey W. Wilkie 175 Water Street New York, New York 10038	Chief Financial Officer
Kalman Mizei 175 Water Street New York, New York 10038	Chief Investment Officer
John H. Blevins 175 Water Street New York, New York 10038	Vice President
George D. Caffrey 175 Water Street New York, New York 10038	Vice President
William W. Fish 175 Water Street New York, New York 10038	Vice President
Roger B. Gorham 175 Water Street New York, New York 10038	Vice President
Thomas M. Lanza 175 Water Street New York, New York 10038	Vice President
Andrew R. Martin 175 Water Street New York, New York 10038	Vice President
Gregory E. Matthews 175 Water Street New York, New York 10038	Vice President
Richard A. Mercante 175 Water Street New York, New York 10038	Vice President

Lorraine H. Monchak 175 Water Street New York, New York 10038	Vice President
Kerry O'Sullivan 175 Water Street New York, New York 10038	Vice President
Peter F. Smith 175 Water Street New York, New York 10038	Vice President
Peter J. Tierney 175 Water Street New York, New York 10038	Vice President
Jeffrey W. Wilkie 175 Water Street New York, New York 10038	Vice President
Elizabeth M. Tuck 70 Pine Street New York, New York 10270	Secretary
Jennifer A. Ianniello 70 Pine Street New York, New York 10270	Assistant Secretary
Richard J. D'Alessandri 175 Water Street New York, New York 10038	General Counsel

AIG GLOBAL INVESTMENT CORP. (IRELAND) LTD.

DIRECTORS & EXECUTIVE OFFICERS

Edward E. Matthews Director	American International Group, Inc. 70 Pine Street New York, New York 10270
Colleen D. Baldwin Director	AIG Global Investment Corp. 175 Water Street New York, New York 10038
I. Datwiler Director	AIG Global Investment Corp. (Ireland) Ltd. AIG House, Merrion Road Dublin 4, Ireland
William N. Dooley Director	American International Group, Inc. 70 Pine Street New York, New York 10270
S. Hehir Director	AIG Global Investment Corp. (Ireland) Ltd. AIG House, Merrion Road Dublin 4, Ireland
E. Hennessy Director	AIG Global Investment Corp. (Ireland) Ltd. AIG House, Merrion Road Dublin 4, Ireland
Win J. Nueger Director	American International Group, Inc. 70 Pine Street New York, New York 10270
N. Sommerville Director	AIG Global Investment Corp. (Ireland) Ltd. AIG House, Merrion Road Dublin 4, Ireland
AIG Asset Management Services Ltd. Company Secretary	AIG House, Merrion Road Dublin 4, Ireland