

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

THE BANK OF NEW YORK MELLON (as Trustee under various Pooling and Servicing Agreements and Indenture Trustee under various Indentures),

Petitioner,

-against-

AMERICAN INTERNATIONAL GROUP, INC., AMERICAN GENERAL ASSURANCE COMPANY, AMERICAN GENERAL LIFE AND ACCIDENT INSURANCE COMPANY, AMERICAN GENERAL LIFE INSURANCE COMPANY, AMERICAN GENERAL LIFE INSURANCE COMPANY OF DELAWARE, AMERICAN HOME ASSURANCE COMPANY, AMERICAN INTERNATIONAL LIFE ASSURANCE COMPANY OF NEW YORK, CHARTIS PROPERTY CASUALTY COMPANY, CHARTIS SELECT INSURANCE COMPANY, COMMERCE AND INDUSTRY INSURANCE COMPANY, FIRST SUNAMERICA LIFE INSURANCE COMPANY, LEXINGTON INSURANCE COMPANY, NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA, NEW HAMPSHIRE INSURANCE COMPANY, SUNAMERICA ANNUITY AND LIFE ASSURANCE COMPANY, SUNAMERICA LIFE INSURANCE COMPANY, THE INSURANCE COMPANY OF THE STATE OF PENNSYLVANIA, THE UNITED STATES LIFE INSURANCE COMPANY IN THE CITY OF NEW YORK, THE VARIABLE ANNUITY LIFE INSURANCE COMPANY, and WESTERN NATIONAL LIFE INSURANCE COMPANY (collectively "AIG") (objectors-proposed intervenors),

Respondents,

for an order pursuant to CPLR § 7701 seeking judicial instructions and approval of a proposed settlement.

No. 11-CIV-5988

Assigned to: Hon. William H. Pauley

NOTICE OF  
APPEARANCE AND  
OBJECTION

PLEASE TAKE NOTICE that, upon the Initial Order of the Supreme Court of New York, dated June 29, 2011 (Mot. Seq. No. 001) and the Order of that Court dated August 5, 2011, which modified the Initial Order, AIG, a Potentially Interested Person, hereby files this

Notice of Intention to Appear and Object.

As grounds therefor, AIG states that it does not have sufficient information at this time to fully evaluate the settlement and that it will be necessary to conduct discovery to determine the actual facts behind BoNY's proposal. AIG hereby incorporates by reference the arguments and positions set forth in its Verified Petition to Intervene filed in the state court action, Doc. No. 131. The filing of this objection in no way alters the relief AIG requests in its Verified Petition to Intervene or may seek in this proceeding. AIG reserves all of its rights, including the right to seek and participate in discovery concerning the proposed settlement.

WHEREFORE, AIG respectfully gives its notice of intention to appear and object in the above-captioned matter.

DATED: August 31, 2011

REILLY POZNER LLP

By: *s/ Michael A. Rollin*  
Michael A. Rollin  
1900 Sixteenth Street, Suite 1700  
Denver, Colorado 80202  
Telephone: (303) 893-6100  
Fax: (303) 893-6110  
mrollin@rplaw.com

*Attorneys for American International  
Group, Inc., et al.*

**CERTIFICATE OF SERVICE**

This is to certify that on this 31st day of August 2011, a true and correct copy of the Notice of Appearance and Objection was served on the following counsel of record via ECF.

Matthew D. Ingber Mayer Brown LLP 1675 Broadway New York, NY 10019 <i>Counsel for The Bank of New York Mellon</i>	
Peter N. Tsapatsaris 200 East 33 <sup>rd</sup> Street 27 <sup>th</sup> Floor, Suite D New York, NY 10016	Kenneth E. Warner Warner Partners P.C. 950 Third Avenue, 32 <sup>nd</sup> Floor New York, NY 10022
Thomas T. Carroll Special Deputy Attorney General 120 Broadway, 23 <sup>rd</sup> Floor New York, NY 10271	Owen L. Cyrulnik Graiss & Ellsworth LLP 40 East 52 <sup>nd</sup> Street New York, NY 10022
Jeremy D. Eicher Deputy Attorney General 820 N. French Street Wilmington DE 19801	Beth A. Kaswan Scott+Scott LLP 500 Fifth Avenue, 40 <sup>th</sup> Floor New York, NY 10110
Steven S. Fitzgerald Wollmuth Maher & Deutsch LLP 500 Fifth Avenue New York, NY 10110	Corban S. Rhodes 570 Lexington Avenue New York, NY 10022
Jacob W. Buchdahl Susman Godfrey LLP 570 Lexington Ave., 15 <sup>th</sup> Floor New York, NY 10022	Olimpio Lee Squirieri Squirieri & Fearon, LLP 32 East 57 <sup>th</sup> Street, 12 <sup>th</sup> Floor New York, NY 10022
Jason H. Alperstein Ferguson Weiselberg Keechl 200 S.W. First Avenue, 12 <sup>th</sup> Floor Ft. Lauderdale, FL 33301	Russell Yankwitt Yankwitt & McGuire, LLP 140 Grand Street, Penthouse 2 White Plains, NY 10601

Dated: August 31, 2011

s/ Ann Romanelli  
Ann Romanelli