**EXECUTION COPY**

AIG SunAmerica Life Assurance Company
SunAmerica Life Insurance Company
AIG Life Insurance Company
American Life Insurance Company
American International Life Assurance Company of New York
First SunAmerica Life Insurance Company
The United States Life Insurance Company in the City of New York
American General Life and Accident Insurance Company
American General Life Insurance Company
The Variable Annuity Life Insurance Company
AIG Annuity Insurance Company
American International Group, Inc.

December 10, 2008

AIG Securities Lending Corp.
70 Pine Street
New York, New York 10270

Re: Termination of AIG's Domestic Securities Lending Program (the "Program")

Ladies and Gentlemen:

Reference is made to the Securities Lending Agency Agreements (the "Agency Agreements") between AIG Securities Lending Corp. ("AIGSL") and each of the undersigned companies (collectively, the "Clients" and each, a "Client"). Pursuant to the Agency Agreements, the Clients granted AIGSL authority to execute certain securities lending transactions (the "Loans"), as agent for the Clients, with third-party borrowers of securities (the "Borrowers"). Each Loan is made in accordance with the terms and conditions of a Master Securities Loan Agreement entered into with a Borrower (collectively, the "MSLAs"). Each of the Clients is an affiliate within the holding company structure of American International Group, Inc. ("AIG").

Pursuant to the terms of the Loans and the applicable MSLAs, AIGSL, as agent for the Clients, receives cash collateral from Borrowers (collectively, the "Collateral") valued at a stated percentage of the market value of the securities lent to such Borrowers (such lent securities, the "Loaned Securities"). AIGSL holds the Collateral in a collateral account maintained in connection with the Program (the "Collateral Account") for the benefit of the Clients, and has invested certain of the Collateral in non-cash assets.

In connection with the termination of the Program and the unwinding of the Loans, the Clients hereby acknowledge, agree and instruct AIGSL as follows:

1. Determination of Clients' Respective Participation Rates.

Except as expressly provided for herein, the Clients hereby agree that their respective rates of participation in the Program as of September 30, 2008 (the "Participation Rates") shall be the rate used in any calculation that is based upon Clients' participation rates in the Program. Exhibit A hereto sets forth the Clients' respective Participation Rates.

2. Purchase and Sale of Non-RMBS Collateral Securities.

On or about December 10, 2008 (the "Non-RMBS Purchase Closing Date"), the Clients listed on Exhibit B hereto (collectively, the "Purchasing Parties") will purchase certain non-residential mortgage-backed securities (the "Non-RMBS Securities") from the Collateral Account. Exhibit B hereto sets forth a list of the securities that each of the Purchasing Parties proposes to purchase. The Non-RMBS Securities will be sold at fair value as of December 8, 2008, as determined by AIGSL in accordance with AIG Global Investment Corp.'s pricing methodology for affiliate transactions. AIGSL is hereby instructed to sell and transfer to each Purchasing Party on the Non-RMBS Purchase Closing Date the Non-RMBS Securities listed opposite such Purchasing Party's name on Exhibit B hereto, in exchange for cash consideration to be paid therefor by each Purchasing Party. The purchase price proceeds will be deposited into the Collateral Account and used by AIGSL (along with amounts deposited in the Collateral Account pursuant to paragraphs 3-5 herein) to return Collateral required to be delivered to the Borrowers pursuant to the applicable MSLAs upon termination of the Loans (the "Borrowers' Collateral"), with remaining proceeds, if any, to be held by AIGSL in the Collateral Account and distributed pursuant to paragraph 9 below.

3. Purchase and Sale of RMBS Collateral Securities.

On or about December 12, 2008 (the "RMBS Purchase Closing Date"), a special purpose vehicle funded with financing from the Federal Reserve Bank of New York (the "SPV") will purchase from the Clients their respective proportionate interest in the residential mortgage-backed securities (the "RMBS Securities") held in the Collateral Account. The RMBS Securities will be sold to the SPV pursuant to the terms of an asset purchase agreement to which each Client will be a party, which sets forth the terms and conditions of such sale (the "RMBS Asset Purchase Agreement"). The list of the RMBS Securities to be sold shall be as set forth in the RMBS Asset Purchase Agreement. AIGSL is hereby instructed to sell and transfer the RMBS Securities in accordance with the RMBS Asset Purchase Agreement. Each Client hereby agrees that all cash proceeds delivered by or on behalf of the SPV in respect of the RMBS Securities will be deposited into the Collateral Account and used by AIGSL (along with amounts deposited in the Collateral Account pursuant to paragraphs 2, 4 and 5 herein) to return the Borrowers' Collateral, with remaining proceeds, if any, to be held by AIGSL in the Collateral Account and distributed pursuant to paragraph 9 below.

4. Cash Contributions to be made by AIG to the Collateral Account.

Pursuant to the Agreement between AIG and AIG Global Asset Management Holdings Corp. dated as of June 17, 2008 (the "Make Whole Agreement"), AIG will make cash contributions to the Collateral Account, for the benefit of the Clients (other than AIG), in amounts, per Client, as set forth on Exhibit C hereto (collectively, the "Make Whole Cash Contributions"). The Make Whole Cash Contributions are expected to be made on or about December 11, 2008, and AIGSL is instructed to accept and hold the Make-Whole Cash Contributions in the Collateral Account. The Make Whole Contributions deposited in the Collateral Account for the benefit of a Client will be deemed to be a capital contribution made to such Client in the same amount. The Make Whole Cash Contributions will be used by AIGSL (along with amounts deposited in the Collateral Account pursuant to paragraphs 2, 3 and 5 herein and this paragraph 4) to return the Borrowers' Collateral, with remaining Make Whole Cash Contributions, if any, to be held by AIGSL in the Collateral Account and distributed pursuant to paragraph 9 below.

In connection with the closing of the RMBS asset purchase transaction described in paragraph 3 above, AIG will make a cash contribution in an aggregate amount of $1 billion (the "RMBS Asset Contributions") to the Clients (other than AIG). The RMBS Asset Contributions will be made to the Clients (excluding AIG) in accordance with the Clients' Participation Rate, as set forth on Exhibit C hereto. The RMBS Asset Contributions are expected to be made on or about December 12, 2008, and the Clients have instructed AIG to deposit the RMBS Asset Contributions in the Collateral Account on the contribution date. The RMBS Asset Contributions deposited in the Collateral Account for the benefit of a Client will be deemed to be a capital contribution made to such Client in the same amount. AIGSL is instructed to accept and hold the RMBS Asset Contributions in the Collateral Account. The RMBS Asset Contributions will be used by AIGSL (along with amounts deposited in the Collateral Account pursuant to paragraphs 2, 3 and 5 herein and this paragraph 4) to return the Borrowers' Collateral, with remaining RMBS Asset Contributions, if any, to be held by AIGSL in the Collateral Account and distributed pursuant to paragraph 9 below.

5. Payment from American Life Insurance Company ("ALICO").

It is hereby acknowledged that on or about November 26, 2008, ALICO deposited $119,416,491, in cash, in the Collateral Account in satisfaction of a pre-existing payable obligation it owed, which amount will be used by AIGSL (along with amounts deposited in the Collateral Account pursuant to paragraphs 1-4 herein) to return the Borrowers' Collateral.

6. Return of Lent Securities.

Upon termination of the Loans with each Borrower and receipt from such Borrower of the Loaned Securities lent by AIGSL as agent on behalf of a Client, AIGSL will return to such Client the Loaned Securities.

In the event (each such event, an "Event of Default") any Borrower fails to return any of the Loaned Securities for any reason whatsoever, AIGSL shall promptly notify the Clients of such Event of Default, advise the Clients of the remedies/options available against such defaulting Borrower, and offer AIGSL's recommendation on the remedies/options to be pursued. The Clients will discuss in good faith the available remedies/options and AIGSL's recommendations, and jointly instruct AIGSL, in one or more communications (the "Joint Instructions"), on (i) the remedies/options to be pursued against the defaulting Borrower pursuant to the applicable MSLA and, if applicable, AIG pursuant to the C&S Agreement (as defined in paragraph 10 herein), (ii) the manner in which Collateral attributable to any Loan that is the subject of such Event of Default shall be distributed, and (iii) any other action that the Clients may reasonably request or require AIGSL to take or perform in respect of such Event of Default. Until such time that AIGSL receives the Joint Instructions, AIGSL will be excused from having to take any other action with respect to any Loan that is the subject of an Event of Default, provided that AIGSL has acted reasonably and in good faith in notifying and advising the Clients pursuant to this paragraph 6 and shall continue to promptly forward any notices AIGSL receives (as agent) with respect to any such Loan; and, provided, further, that AIGSL shall continue to be obligated to maintain the safe-keeping and custody of any Collateral pursuant to its obligations under the Agency Agreements. Any Joint Instruction delivered by the Clients to AIGSL pursuant to this paragraph 6 shall be deemed to be an amendment to this instruction letter.

7. Settlement of Lent Securities to Lehman Brothers, Inc.

The Clients' understanding and agreement with respect to the settlement of all outstanding Loans with Lehman Brothers, Inc. (the "Lehman Loans") is memorialized in that certain instruction letter, dated November 17, 2008, from the Clients to AIGSL (the "Lehman Letter"). Any Collateral attributable to the Lehman Loans (the "Lehman Collateral") shall be distributed in accordance with the Lehman Letter, it being understood that any portion of the Lehman Collateral that has not been fully distributed to the Affected Clients (as defined in the Lehman Letter) as of the date hereof pursuant to the Lehman Letter shall be deemed to be an outstanding liability of the Program for which the Clients will be responsible in accordance with paragraph 8 below.

8. Final Accounting.

As part of the unwinding of the Program, AIGSL is instructed to perform a final accounting of all of the assets and liabilities of the Program (the "Final Accounting"), including, without limitation, an accounting of (i) any amount that may be due and owing under the Agency Agreements, (ii) any outstanding receivables from, or payables to, the Collateral Account, and (iii) any cash purchase price adjustments that is required under the RMBS Asset Purchase Agreement. AIGSL shall provide the results of the Final Accounting to the Clients for their review and approval. If it is determined in the Final Accounting that the total assets of the Program is or would be less than the total outstanding liabilities of the Program (such shortfall, the "Deficit"), each Client hereby

agrees to fund its allocable portion of the Deficit ("Allocable Share") based upon its Participation Rate and deposit (or cause to be deposited) into the Collateral Account an amount in cash equal to its Allocable Share.

9. Return of Remaining Collateral.

Except as provided for in paragraphs 6 and 7 herein, upon the termination of all outstanding Loans and the completion of the Final Accounting, and as long as no Event of Default shall exist where the disposition of Collateral attributable to any Loan that is the subject of such Event of Default remains unresolved, any remaining Collateral in the Collateral Account shall be distributed by AIGSL to the Clients ratably, in cash, in accordance with the Clients' respective Participation Rates.

10. Termination of the Collateral and Security Agreement.

Reference is hereby made to that certain Collateral and Security Agreement, made as of March 31, 2008 (the "C&S Agreement"), by and between AIGSL, acting as agent on behalf of the insurance companies set forth on Exhibit A thereto, and AIG. With respect to any Loan for which AIG has delivered Deficit Collateral (as defined in the C&S Agreement) and which has been terminated against delivery by the applicable Borrower of the Loaned Securities, the Clients (excluding AIG) hereby instruct AIGSL, acting as the Clients' agent, to return to AIG any such Deficit Collateral in accordance with Section 2.2 of the C&S Agreement. Additionally, the Clients (excluding AIG) hereby instruct AIGSL, acting as the Clients' agent, to terminate the C&S Agreement with AIG effective as of the RMBS Purchase Closing Date (including taking any and all other actions reasonably required to give effect to such termination), provided, that no Events of Default shall have occurred and be existing as of such date. If one or more Events of Default exists as of the RMBS Purchase Closing Date, then the termination of the C&S Agreement shall be tolled until AIGSL carries out fully the Joint Instructions delivered in respect of such Event of Default(s), it being understood that once all Joint Instructions have been followed and implemented, AIGSL is instructed to terminate the C&S Agreement with AIG as promptly as possible thereafter.

11. Notices.

All notices or communications sent or given hereunder shall be in writing and may be served electronically, by personal delivery, facsimile, or by postage prepaid, registered or certified mail, to the respective parties in accordance with the information set forth below (or to such other addresses or via such other facsimile number as they may designate by written notice in the prescribed manner): (1) if to a Client, pursuant to the notice provision set forth opposite such Client's name on Exhibit D hereto; and (2) if to AIGSL: 70 Pine Street, 12th Floor, New York, New York 10270, Attention: Sonia W. Hamstra (facsimile: 212-770-9489), with a copy to Ed Holmes, 70 Pine Street, 10th Floor, New York, New York 10270 (facsimile: 212-363-8596). Notices or other communication given hereunder (i) electronically or by facsimile (receipt of which, in either case, is confirmed) during normal business hours (8:00 a.m. to 5:00 p.m. E.S.T.)

shall be effective on the date of sending but otherwise shall be effective as of the next business day, (ii) by personal delivery or by overnight courier shall be effective when delivered, and (iii) by first-class, registered or certified mail shall be effective three (3) days after date of mailing.

12. Future Securities Lending Transactions.

When all of the Borrowers' Collateral has been returned to the Borrowers and the Loaned Securities have been returned to the Clients, AIGSL will notify the Clients confirming the same and will not execute any further Loans on behalf of any Client absent express prior written authorization from the Client. Upon the completion of the Final Accounting, AIGSL and the Clients will execute an instrument evidencing the termination of the Agency Agreements pursuant to Section 7.1 thereof, it being understood and agreed that the 6-month notice requirement set forth in Section 7.1 thereof is waived in all respects and that such termination will have immediate effect.

[signature pages below]

This instruction letter may be signed in several counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument; facsimile counterpart signatures to this instruction letter shall be acceptable and binding.

Very truly yours,

**AIG SunAmerica Life Assurance Company**

By: _____
Name: Stewart Polakov
Title: SVP + Controller

**SunAmerica Life Insurance Company**

By: _____
Name: Stewart Polakov
Title: SVP + Controller

**AIG Life Insurance Company**

By: _____
Name:
Title:

**American Life Insurance Company**

By: _____
Name:
Title:

**American International Life Assurance Company of New York**

By: _____
Name:
Title:

This instruction letter may be signed in several counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument; facsimile counterpart signatures to this instruction letter shall be acceptable and binding.

Very truly yours,

**AIG SunAmerica Life Assurance Company**

By:_____
Name:
Title:

**SunAmerica Life Insurance Company**

By: _____
Name:
Title:

**AIG Life Insurance Company**

By: Mary Jane B. Fortin
Name: Mary Jane B. Fortin
Title: Executive Vice President
and Chief Financial Officer

**American Life Insurance Company**

By:_____
Name:
Title:

**American International Life Assurance Company of New York**

By: Mary Jane B. Fortin
Name: Mary Jane B. Fortin
Title: Executive Vice President
and Chief Financial Officer

This instruction letter may be signed in several counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument; facsimile counterpart signatures to this instruction letter shall be acceptable and binding.

Very truly yours,

**AIG SunAmerica Life Assurance Company**

By:_____
Name:
Title:

**SunAmerica Life Insurance Company**

By: _____
Name:
Title:

**AIG Life Insurance Company**

By: _____
Name:
Title:

**American Life Insurance Company**

By: _____
Name:
Title:

**American International Life Assurance Company of New York**

By:_____
Name:
Title:

**First SunAmerica Life Insurance Company**

By: _____
Name: Stewart Polakov
Title: SVP + Controller

**The United States Life Insurance Company in the City of New York**

By: _____
Name:
Title:

**American General Life and Accident Insurance Company**

By: _____
Name:
Title:

**American General Life Insurance Company**

By: _____
Name:
Title:

**The Variable Annuity Life Insurance Company**

By: _____
Name:
Title:

**AIG Annuity Insurance Company**

By: _____
Name:
Title:

**First SunAmerica Life Insurance Company**

By:_____
Name:
Title:

**The United States Life Insurance Company in the City of New York**

By: Mary Jane B Fortin
Name: Mary Jane B. Fortin
Title: Executive Vice President
and Chief Financial Officer

**American General Life and Accident Insurance Company**

By: Mary Jane B Fortin
Name: Mary Jane B. Fortin
Title: Executive Vice President

**American General Life Insurance Company**

By: Mary Jane B. Fortin
Name: Mary Jane B. Fortin
Title: Executive Vice President
and Chief Financial Officer

**The Variable Annuity Life Insurance Company**

By:_____
Name:
Title:

**AIG Annuity Insurance Company**

By:_____
Name:
Title:

**First SunAmerica Life Insurance Company**

By:_____
Name:
Title:

**The United States Life Insurance Company in the City of New York**

By:_____
Name:
Title:

**American General Life and Accident Insurance Company**

By:_____
Name:
Title:

**American General Life Insurance Company**

By:_____
Name:
Title:

**The Variable Annuity Life Insurance Company**

By:_____
Name: DAVID S. JORGENSEN
Title: VP & CONTROLLER

**AIG Annuity Insurance Company**

By:_____
Name: DAVID S. JORGENSEN
Title: VP & CONTROLLER

**American International Group, Inc.**

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

Attachments:

Exhibit A – Participation Rates of the Clients as of September 30, 2008
Exhibit B – Non-RMBS Securities to be Purchased by the Purchasing Parties
Exhibit C – Cash Contributions to be made by AIG
Exhibit D – Notices

Acknowledged and agreed as of the first day above written:

**AIG Securities Lending Corp.**

By: _____
Name: Michael Thorp
Title: Vice President

**American International Group, Inc.**

By:_____
Name:
Title:

Attachments:

Exhibit A – Participation Rates of the Clients as of September 30, 2008
Exhibit B – Non-RMBS Securities to be Purchased by the Purchasing Parties
Exhibit C – Cash Contributions to be made by AIG
Exhibit D – Notices

Acknowledged and agreed as of the first day above written:

**AIG Securities Lending Corp.**

By: Michael Thorp
Name: Michael Thorp
Title: Vice President

## Exhibit A

**Participation Rates of the Clients as of September 30, 2008**

| Client | Participation Rates at September 30, 2008 |
|---|---|
| AIG SunAmerica Life Assurance Company | 1.49% |
| SunAmerica Life Insurance Company | 9.85% |
| AIG Life Insurance Company | 3.91% |
| American Life Insurance Company | 2.13% |
| American International Life Assurance Company of New York | 3.46% |
| First SunAmerica Life Insurance Company | 3.17% |
| The United States Life Insurance Company in the City of New York | 1.76% |
| American General Life and Accident Insurance Company | 4.41% |
| American General Life Insurance Company | 17.65% |
| The Variable Annuity Life Insurance Company | 17.38% |
| AIG Annuity Insurance Company | 34.79% |

## Exhibit B

## Non-RMBS Securities to be Purchased by the Purchasing Parties

[see attached]

**These securities have a trade date of 12/08/08 and a settle date of 12/10/08. They are priced as of trade date.**

| Cusip | Allocation | Security Description | Security Description Line 2 | Coupon | Maturity | Par/Units | BookValue | Market Value | SP Equivalent | Collateral Major |
|---|---|---|---|---|---|---|---|---|---|---|
| 00103RBJ4 | AIGA | AESOP FDG II LLC | 2004-2A A3 | 1.6725 | 4/20/2010 | 58,333,333.38 | 57,282,536.00 | 57,368,159.77 | BB | ABS |
| 00204ABH3 | AIGA | ARG FDG CORP | SER 2005-1A CL A4 | 1.6025 | 4/20/2010 | 150,000,000.00 | 139,179,100.63 | 132,839,362.50 | AA | ABS |
| 981464AT7 | AIGA | WORLD FINL NETWORK CR CD TR | SER 2004-A CL A | 2.89594 | 3/15/2013 | 160,250,000.00 | 158,522,318.93 | 153,195,305.37 | AAA | ABS |
| 969285AM7 | AIGA | WILLIAM STR FDG CORP | SER 2006-1 CL A | 4.06375 | 1/23/2012 | 125,000,000.00 | 115,806,389.67 | 90,677,291.67 | AAA | ABS |
| 784735AF9 | AIGA | STARTS CAYMAN LTD | BONDS | 3.65375 | 12/20/2010 | 20,000,000.00 | 15,248,329.08 | 3,570,359.03 | AAA | |
| 46630JCQ0 | AIGA | JPMORGAN CHASE CMS TR | SER 2007-LDPX CL AJFL | 2.97594 | 1/15/2049 | 100,000,000.00 | 63,916,492.94 | 17,607,493.06 | AAA | CMBS |
| 50177AAV1 | AIGA | LB COML CONDUIT MTG TR | SER 2007 CL C3 AJFL | 3.06594 | 7/15/2044 | 100,000,000.00 | 61,241,750.20 | 6,898,399.31 | AAA | CMBS |
| 46625YAF0 | AIGA | JPMORGAN CHASE CMS CORP | 2004-FL1A A2 | 1.6025 | 4/16/2019 | 323,062.89 | 320,581.34 | 266,872.02 | AAA | CMBS |
| 61753WAA8 | AIGA | MORGAN STANLEY CAP I LTD | SER 2007-XLCA CL A1 | 2.916 | 7/17/2017 | 54,487,478.76 | 47,221,071.50 | 32,753,899.19 | AAA | CMBS |
| 172967DM0 | AIGA | CITIGROUP INC | SUB NT | 3.08438 | 6/9/2016 | 542,000,000.00 | 390,338,252.96 | 358,868,070.87 | A | |
| 59018YXY2 | AIGA | MERRILL LYNCH CO INC | MTN | 3.735 | 7/25/2011 | 30,000,000.00 | 26,170,289.43 | 25,453,950.00 | A | |
| 85744NAB7 | AIGA | STATE STR BK & TR CO | BK NT | 3.015 | 12/8/2015 | 90,000,000.00 | 85,289,808.08 | 68,216,212.50 | AA | |
| B068LT3 | AIGA | BARCLAYS BK PLC | EMTN | 3.01063 | 5/25/2015 | 45,750,000.00 | 41,327,672.84 | 35,986,139.84 | AA | |
| 88652UBU2 | AIGA | TIERS CR BACKED TR | SECURED | 3.41375 | 3/21/2010 | 50,000,000.00 | 46,528,312.36 | 47,167,914.24 | AA | |
| 45667HAB7 | AIGA | INDYMAC MTG LN TR | SER 2006-L3 CL A2 | 1.565 | 4/25/2012 | 44,045,000.00 | 36,675,697.19 | 27,887,183.51 | A | ABS |
| 969285AL9 | FSA | WILLIAM STR FDG CORP | SER 2005-2 CL A | 4.20375 | 1/23/2013 | 125,000,000.00 | 103,674,480.71 | 90,700,625.00 | AAA | ABS |
| 036512AF8 | FSA | ANSONIA CDO LTD | SER 2006 CL 1A A2 | 3.06875 | 10/25/2056 | 25,000,000.00 | 13,419,000.00 | 5,019,427.08 | AAA | CMBS |
| 03877VAA3 | FSA | ARBOR RLTY SECS LLC | SER 2004-1A CL A | 4.86875 | 2/21/2040 | 26,910,000.00 | 20,895,197.41 | 11,484,169.53 | AAA | CMBS |
| 00182EAB5 | FSA | ANZ NATL BK INTL LTD | MTN | 4.92875 | 4/14/2010 | 10,000,000.00 | 9,754,310.88 | 9,728,038.54 | AA | |
| 225434AE9 | FSA | CREDIT SUISSE USA INC | SR NT | 3.00063 | 3/2/2011 | 20,000,000.00 | 19,306,566.78 | 18,553,197.24 | AA | |
| 74153WBQ1 | FSA | PRICOA GLBL FDG I | NT | 3.60625 | 6/26/2012 | 10,000,000.00 | 8,996,903.29 | 7,316,796.88 | AA | |
| 74254PJS2 | FSA | PRINCIPAL LIFE INCOME FDG TR | MTN | 2.30875 | 11/15/2010 | 10,000,000.00 | 9,605,728.94 | 8,731,417.02 | AA | |
| 88652UBH1 | FSA | TIERS CR BACKED TR | SECURED | 3.44375 | 3/21/2009 | 25,000,000.00 | 24,980,303.74 | 25,222,127.95 | AA | |
| 45667HAC5 | FSA | INDYMAC MTG LN TR | SER 2006-L3 CL A3 | 1.625 | 4/25/2012 | 20,786,000.00 | 9,635,742.51 | 7,289,173.85 | A | ABS |
| 42805RAS8 | VALIC | HERTZ VEHICLE FING LLC | SER 2005-2A CL A5 | 3.50875 | 11/25/2011 | 50,000,000.00 | 45,304,992.12 | 40,035,270.83 | AA | ABS |
| 161137AN4 | VALIC | CHARMING SHOPPES MASTR TR | SER 2004-1 CL A | 3.04594 | 5/15/2014 | 59,000,000.00 | 58,532,230.25 | 46,676,059.51 | AAA | ABS |
| 45661FAC5 | VALIC | INDYMAC RESID MBS TR | SER 2006-L2 CL A3 | 2.82875 | 4/25/2036 | 23,105,000.00 | 6,612,975.93 | 6,311,756.51 | BB | ABS |
| 52521VAC6 | VALIC | LEHMAN BROS SM BAL COML MTG TR | SER 2007 CL 2A 1A3 | 3.52875 | 7/25/2037 | 48,545,000.00 | 32,503,247.95 | 7,072,703.09 | AAA | CMBS |
| 969285AN5 | VALIC | WILLIAM STR FDG CORP | SER 2006-2 CL A | 4.16375 | 1/23/2014 | 300,000,000.00 | 269,234,192.33 | 207,915,500.00 | AAA | ABS |
| 17311QAE0 | VALIC | CITIGROUP COML MTG TR | SER 2007 CL C6 AJFL | 3.14156 | 12/10/2049 | 150,000,000.00 | 97,261,915.37 | 17,175,781.25 | AAA | CMBS |
| 55312TAP8 | VALIC | ML CFC COML MTG TR | SER 2007-6 CL AJFL | 2.9875 | 3/12/2051 | 75,000,000.00 | 47,255,740.21 | 7,969,282.55 | AAA | CMBS |
| 55312VAL2 | VALIC | ML CFC COML MTG TR | SER 2006-4 CL AJFL | 1.77875 | 12/12/2049 | 22,251,810.00 | 15,153,107.16 | 2,845,291.04 | AAA | CMBS |
| 554739AA0 | VALIC | MACLAURIN SPC | SER 2007-1A CL A | 2.95625 | 10/26/2052 | 25,000,000.00 | 16,322,948.18 | 7,517,123.26 | AAA | CMBS |
| 59018YYR6 | VALIC | MERRILL LYNCH CO INC | MTN C | 3.3925 | 11/1/2011 | 133,800,000.00 | 115,849,962.29 | 112,129,315.29 | A | |
| 61746BCU8 | VALIC | MORGAN STANLEY | MTN F | 0.95 | 4/19/2012 | 150,000,000.00 | 101,269,835.68 | 115,207,041.66 | A | |
| 92976GAF8 | VALIC | WACHOVIA BK NA | MTN | 3.14875 | 3/15/2016 | 115,000,000.00 | 68,256,730.68 | 82,768,031.60 | A | |
| 999PM2$V6 | VALIC | MAMMOTH MOUNTAIN SKI AREA LLC | CERT A-1-1 | 1.98375 | 4/9/2009 | 51,322,042.81 | 43,538,152.68 | 18,991,983.90 | AAA | |
| 858337BR8 | VALIC | STEERS CR BACKED TR | COLLATERAL TRUST | 3.57875 | 3/20/2009 | 50,000,000.00 | 49,815,907.67 | 49,392,668.40 | AA | |
| 88652UBE8 | VALIC | TIERS CR BACKED TR | SECD NT | 3.41375 | 3/21/2009 | 25,000,000.00 | 24,975,029.73 | 25,205,232.12 | AA | |
| 88652UBG3 | VALIC | TIERS CR BACKED TR | SECURED | 3.53375 | 3/21/2009 | 25,000,000.00 | 24,902,408.12 | 25,164,227.95 | AA | |
| 88652UBJ7 | VALIC | TIERS CR BACKED TR | SECURED | 3.41375 | 3/21/2009 | 25,000,000.00 | 24,968,347.60 | 25,156,232.12 | AA | |
| 45660AAA1 | VALIC | INDYMAC RESI MBS LN TR | SER 2006-L4 CL A | 1.565 | 8/25/2012 | 39,562,243.61 | 37,739,645.85 | 21,982,843.08 | A | ABS |
| 897790AC5 | AGLA | TRUCK RETAIL INSTALLMENT PAPER | SER 2005-1A CL A | 1.6925 | 12/15/2016 | 55,000,000.00 | 53,217,191.01 | 51,381,347.57 | AAA | ABS |
| 140574AA2 | AGLA | CAP TR RE CDO LTD | SER 2004-1A CL A1 | 2.86563 | 7/20/2019 | 10,390,210.82 | 10,390,210.82 | 5,205,394.60 | AAA | CMBS |
| 86679WAA6 | AGLA | SUN LIFE FINL GLBL FDG II LP | MTN | 4.3675 | 7/6/2011 | 30,000,000.00 | 29,039,380.45 | 25,661,572.92 | AA | |
| 90261TDL2 | AGLA | UBS AG JERSEY | SENIOR NOTES | 2.3675 | 8/20/2009 | 20,000,000.00 | 19,850,662.69 | 19,926,305.56 | AA | |
| 760106AX2 | AGL | RENTAL CAR FIN CORP | SER 2007-1A CL A | 3.39875 | 7/25/2013 | 65,000,000.00 | 52,803,700.19 | 37,320,567.92 | BBB | ABS |
| 15132CAJ1 | AGL | CENDANT RENT CAR FDG AESOP LLC | SER 2006-1A CL A | 1.6725 | 3/20/2012 | 85,000,000.00 | 71,971,902.72 | 51,613,544.17 | AA | ABS |
| 32022NAA4 | AGL | FIRST FINL CR CD MASTR NT TR | SER 2005-B CL A | 2.91594 | 12/17/2012 | 37,500,000.00 | 37,012,759.23 | 33,788,872.40 | BBB | ABS |
| 981464BA7 | AGL | WORLD FINL NETWORK CR CD TR | SER 2004-C CL A | 2.91594 | 7/15/2015 | 172,500,000.00 | 157,775,608.39 | 96,549,711.46 | AAA | ABS |
| 45661FAB7 | AGL | INDYMAC RESID MBS TR | SER 2006-L2 CL A2 | 2.74875 | 4/25/2036 | 57,211,321.78 | 44,760,300.59 | 37,224,188.95 | BB | ABS |
| 52521VAB8 | AGL | LEHMAN BROS SM BAL COML MTG TR | SER 2007 CL 2A 1A2 | 3.45875 | 6/25/2037 | 53,554,000.00 | 44,529,413.68 | 11,281,931.10 | AAA | CMBS |
| 059511AQ8 | AGL | BANC AMER COML MTG TR | SER 2007-2 CL AJFL | 2.1175 | 4/10/2049 | 100,000,000.00 | 63,440,465.12 | 11,605,468.75 | AAA | CMBS |
| 07388RBT3 | AGL | BEAR STEARNS CMS TR | SER 2007-PW15 CL AJFL | 2.95688 | 2/11/2044 | 100,000,000.00 | 63,395,656.39 | 13,011,229.17 | AAA | CMBS |
| 22939QAA0 | AGL | CRYSTAL RIVER CAP INC | SER 2006-1A CL A | 2.95875 | 9/22/2047 | 59,975,779.20 | 27,631,278.64 | 10,848,381.46 | AA | CMBS |
| 05950JAB3 | AGL | BANCAJA US DEBT SAU | BANK GUARANTEED | 4.67375 | 7/10/2009 | 100,000,000.00 | 97,822,364.34 | 93,791,940.97 | A | |
| 344590AB0 | AGL | FONDO LATINOAMERICANO | BONDS | 2.34875 | 2/15/2011 | 54,500,000.00 | 54,478,004.36 | 46,951,782.17 | AA | |
| B0354H6 | AGL | ING BK NV | EMTN | 5.06875 | 10/14/2014 | 10,000,000.00 | 9,540,848.93 | 8,217,755.21 | AA | |
| 25152W4J8 | AGL | DEUTSCHE BK NY | DEPOSIT NOTES | 3.42375 | 3/20/2009 | 25,000,000.00 | 24,889,573.41 | 25,097,830.73 | A | |
| 25152W4K5 | AGL | DEUTSCHE BK NY | DEPOSIT NOTES | 3.44375 | 3/20/2009 | 25,000,000.00 | 24,852,717.51 | 25,074,761.28 | AA | |
| 76126CUF7 | AGL | RACERS | NOTES | 5.34125 | 12/20/2008 | 75,000,000.00 | 70,439,889.11 | 23,864,570.31 | CCC | |
| 88652UAU3 | AGL | TIERS CR BACKED TR | | 3.54375 | 12/22/2008 | 50,000,000.00 | 49,985,643.81 | 50,424,728.12 | AA | |

**These securities have a trade date of 12/08/08 and a settle date of 12/10/08. They are priced as of trade date.**

| Cusip | Allocation | Security Description | Security Description Line 2 | Coupon | Maturity | Par/Units | BookValue | Market Value | SP Equivalent | Collateral Major |
|---|---|---|---|---|---|---|---|---|---|---|
| 88652UAW9 | AGL | TIERS CR BACKED TR | SECURED | 3.54375 | 12/22/2008 | 25,000,000.00 | 24,982,095.56 | 25,210,814.06 | AA | |
| 88652UBK4 | AGL | TIERS CR BACKED TR | SECURED | 3.42375 | 3/21/2009 | 25,000,000.00 | 24,969,049.88 | 25,219,630.73 | AA | |
| 88652UBS7 | AGL | TIERS CR BACKED TR | SECD NT | 3.43375 | 3/23/2010 | 50,000,000.00 | 49,841,605.68 | 49,955,368.68 | AA | |
| 90261TBA8 | AGL | UBS AG JERSEY | SR NT | 3.34375 | 3/20/2009 | 50,000,000.00 | 49,837,603.96 | 50,646,883.68 | AA | |
| 90261TEQ0 | AGL | UBS AG JERSEY | SENIOR NOTES | 3.34375 | 12/20/2009 | 50,000,000.00 | 49,532,151.84 | 49,876,883.68 | AA | |
| 90261TEZ0 | AGL | UBS AG JERSEY | CLN TIED TO ALLIANZ AKT | 3.34375 | 3/20/2010 | 50,000,000.00 | 49,795,193.06 | 49,701,883.68 | AA | |
| 456606LM2 | AGL | INDYMAC LN TR | SER 2006-L1 CL A2 | 1.565 | 4/25/2011 | 35,197,359.12 | 34,310,088.73 | 25,365,050.18 | A | ABS |
| 721479AA1 | USL | PILLAR FDG PLC | SER 2004-2 CL A | 2.94 | 9/15/2011 | 35,000,000.00 | 34,678,928.64 | 31,403,112.71 | AAA | ABS |
| 55313KAR2 | USL | ML CFC COML MTG TR | SER 2007-7 CL AJFL | 1.85875 | 6/12/2050 | 34,000,000.00 | 21,062,048.47 | 3,860,872.36 | AAA | CMBS |
| 172967DL2 | USL | CITIGROUP INC | SENIOR NOTES | 2.32625 | 5/18/2011 | 10,000,000.00 | 8,875,693.64 | 8,622,465.97 | AA | |
| 98374PBA3 | USL | XLLIAC GLOBAL FDG | NT | 2.6875 | 8/10/2010 | 50,000,000.00 | 49,830,863.71 | 36,986,979.17 | A | |
| 45660YAQ4 | USL | INDYMAC LN TR | SER 2004-L1 CL A6 | 3.06875 | 7/25/2009 | 280,144.22 | 279,475.28 | 203,322.26 | A | ABS |
| | | | | | | | | 3,098,213,082.11 | | |

# Exhibit C

## Cash Contributions to be made by AIG

[see attached]

4Q 2008 Securities Lending Related Capital Contribution Allocations
in USD

| Entity | Make Whole Capital Contributions | RMBS Asset Contributions | Total Contributions |
|---|---|---|---|
| AIG SunAmerica Life Assurance Company | $77,789,277.00 | $14,900,000.00 | $92,689,277.00 |
| SunAmerica Life Insurance Company | $438,142,540.00 | $98,500,000.00 | $536,642,540.00 |
| AIG Life Insurance Company | $166,182,176.00 | $39,100,000.00 | $205,282,176.00 |
| American Life Insurance Company | $90,107,804.00 | $21,300,000.00 | $111,407,804.00 |
| American International Life Assurance Company of New York | $147,268,416.00 | $34,600,000.00 | $181,868,416.00 |
| First SunAmerica Life Insurance Company | $127,111,086.00 | $31,700,000.00 | $158,811,086.00 |
| The United States Life Ins Company in the City of New York | $75,447,457.00 | $17,600,000.00 | $93,047,457.00 |
| American General Life and Accident Insurance Company | $187,263,382.00 | $44,100,000.00 | $231,363,382.00 |
| AIG Annuity Insurance Company | $1,390,610,259.00 | $347,900,000.00 | $1,738,510,259.00 |
| American General Life Insurance Company | $728,921,770.00 | $176,500,000.00 | $905,421,770.00 |
| The Variable Annuity Life Insurance Company | $695,444,750.00 | $173,800,000.00 | $869,244,750.00 |
| Total insurance company participants | $4,124,288,917.00 | $1,000,000,000.00 | $5,124,288,917.00 |

**Exhibit D**

**Notices**

| Name of Client | Address for Notices |
|---|---|
| AIG SunAmerica Life Assurance Company | Stewart Polakov<br>Senior Vice President & Controller<br>AIG SunAmerica Life Companies<br>21650 Oxnard Street, MS 6-9<br>Woodland Hills, CA 91367<br><br>With a copy to AIG Retirement Services, Inc.<br>1 SunAmerica Center, 37th Floor<br>Los Angeles, CA 90067<br>Attention: General Counsel |
| SunAmerica Life Insurance Company | Stewart Polakov<br>Senior Vice President & Controller<br>AIG SunAmerica Life Companies<br>21650 Oxnard Street, MS 6-9<br>Woodland Hills, CA 91367<br><br>With a copy to AIG Retirement Services, Inc.<br>1 SunAmerica Center, 37th Floor<br>Los Angeles, CA 90067<br>Attention: General Counsel |
| AIG Life Insurance Company | AIG Life Insurance Company<br>2727-A Allen Parkway<br>Houston, TX 77019<br>Attention: Mary Jane Fortin |
| American Life Insurance Company | Dennis Vigneau<br>Chief Financial Officer<br>American Life Insurance Company<br>70 Pine Street<br>New York, NY 10270<br><br>With a copy to Ralph Gonzalez, General Counsel at the same address<br><br>With a further copy to:<br>George McClennen<br>Chief Accounting Officer<br>1 ALICO Plaza<br>600 King Street<br>Wilmington, DE 19801 |

| | |
|---|---|
| American International Group, Inc. | Robert Gender<br>American International Group, Inc.<br>70 Pine Street, 19th Floor<br>New York, NY 10270<br><br>With a copy to:<br><br>Kathleen Shannon<br>American International Group, Inc.<br>70 Pine Street, 27th Floor<br>New York, NY 10270 |
| First SunAmerica Life Insurance Company | Stewart Polakov<br>Senior Vice President & Controller<br>AIG SunAmerica Life Companies<br>21650 Oxnard Street, MS 6-9<br>Woodland Hills, CA 91367<br><br>With a copy to AIG Retirement Services, Inc.<br>1 SunAmerica Center, 37th Floor<br>Los Angeles, CA 90067<br>Attention: General Counsel |
| American International Life Assurance Company of New York | American International Life Assurance Company of New York<br>70 Pine Street<br>New York, NY 10270<br>Attention: Mary Jane Fortin |
| The United States Life Insurance Company in the City of New York | The United States Life Insurance Company in the City of New York<br>70 Pine Street<br>New York, NY 10270<br>Attention: Mary Jane Fortin |
| American General Life and Accident Insurance Company | Greg Hayes<br>American General Center<br>American General Life and Accident Insurance Company<br>485 N<br>American General Way<br>Nashville, TN 37250 |

| | |
|---|---|
| AIG Annuity Insurance Company | David Jorgensen<br>Vice President & Controller<br>2929 Allen Parkway A6-20<br>Houston, TX 77019<br><br>With a copy to AIG Retirement Services, Inc.<br>1 SunAmerica Center, 37th Floor<br>Los Angeles, CA 90067<br>Attention: General Counsel |
| American General Life Insurance Company | American General Life Insurance Company<br>2727-A Allen Parkway<br>Houston, TX 77019<br>Attention: Mary Jane Fortin |
| The Variable Annuity Life Insurance Company | David Jorgensen<br>Vice President & Controller<br>2929 Allen Parkway A6-20<br>Houston, TX 77019<br><br>With a copy to AIG Retirement Services, Inc.<br>1 SunAmerica Center, 37th Floor<br>Los Angeles, CA 90067<br>Attention: General Counsel |