

4. AFSCME is likely to succeed on the merits of its claims because AIG is legally required to include AFSCME's proposal in AIG's 2005 proxy materials;

5. AFSCME, and AIG's other public shareholders, will suffer irreparable injury if AFSCME's motion is not granted;

6. Money damages will not compensate AFSCME for its injury.

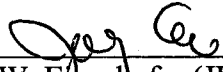
WHEREFORE, pursuant to Rule 65 of the Federal Rules of Civil Procedure, the Court should grant Plaintiff's Motion for a Preliminary Injunction, enjoining Defendant AIG from omitting AFSCME's shareholder proposal from the proxy solicitation materials that the Company plans to distribute in advance of AIG's 2005 annual meeting.

These grounds are set forth more fully in the accompanying memorandum of law.

A proposed Order is attached.

Respectfully submitted,

Dated: February 15, 2005



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IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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AMERICAN FEDERATION OF STATE, :
COUNTY & MUNICIPAL EMPLOYEES, :
EMPLOYEES PENSION PLAN, :
Plaintiff, :
 :
-against- : 05 Civ. _____
 :
AMERICAN INTERNATIONAL GROUP, :
INC., :
Defendant. :
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ORDER GRANTING PRELIMINARY INJUNCTION

This matter comes before the Court upon the Complaint together with Plaintiff's Motion and supporting memorandum, and the Declarations of Charles J. Jurgonis and Jacqueline Bryks for a preliminary injunction. Plaintiff is the American Federation of State, County & Municipal Employees, Employees Pension Plan, which seeks to enjoin the defendant, American International Group, Inc. ("AIG"), a corporation, from omitting a certain proposal, submitted to AIG by AFSCME (the "Proposal") from the proxy materials that AIG is to send to its shareholders in advance of AIG's 2005 annual meeting of shareholders.

Having considered all matters in support and opposition to the Plaintiff's Motion For Preliminary Injunction, as well as the arguments in open court by counsel for the aforesaid parties, the Court finds that the Plaintiff has made a sufficient showing that Defendant is not permitted to omit Plaintiff's shareholder Proposal from inclusion in the 2005 proxy materials that Defendant anticipates sending to its shareholders, pursuant to Section 14a of the Securities Exchange Act and Rule 14a-8 of the Securities and Exchange Commission. And further, the Court finds that Plaintiff is likely to prevail on

the merits in this litigation; that entry of this Preliminary Injunction is necessary to avoid irreparable harm to Plaintiff; and that the balance of hardships tips decidedly in Plaintiff's favor.

Accordingly, it is this ___ day of _____, 2005:

ORDERED, that the Defendant is enjoined from omitting Plaintiff's shareholder Proposal and supporting statement from the proxy solicitation materials that Defendant plans to distribute in advance of AIG's 2005 Annual Meeting;

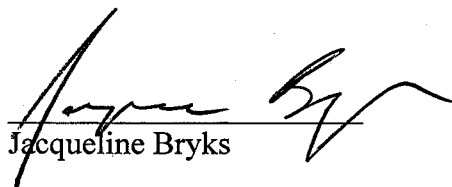
AND IT IS FURTHER ORDERED, that this Preliminary Injunction shall remain in effect until such time as the Court shall enter a superseding order.

U.S. District Judge

Certificate of Service

I, Jacqueline Bryks, hereby certify that on February 25, 2005, I caused a true and complete copy of the American Federation of State, County & Municipal Employees, Employees Pension Plan's ("AFSCME") (i) notice of motion, pursuant to Rule 65 of the Federal Rules of Civil Procedure, for a preliminary injunction enjoining American Insurance Group, Inc. ("AIG") from omitting AFSCME's shareholder proposal from AIG's proxy material (the "Motion"); (ii) Motion and proposed Order; (iii) memorandum of law in support of Motion; (iv) Declaration of Charles Jurgonis in support of Motion; and (v) Declaration of Jacqueline Bryks and attachments thereto in support of Motion to be served by hand on the following:

American Insurance Group, Inc.
70 Pine Street
New York, NY 10270


Jacqueline Bryks