

IN THE UNITED STATES COURT OF FEDERAL CLAIMS

STARR INTERNATIONAL COMPANY, INC.,)	
on its behalf and on behalf of a class of)	
others similarly situated)	
)	
Plaintiff,)	No. 11-779C
)	(Judge Thomas C. Wheeler)
)	
v.)	
)	
UNITED STATES,)	
)	
Defendant.)	
)	

DEFENDANT’S WITNESS LIST

JOYCE R. BRANDA
Deputy Assistant Attorney General

ROBERT E. KIRSCHMAN, JR.
Director

OF COUNSEL:
KENNETH M. DINTZER
Acting Deputy Director

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August 18, 2014

Attorneys for Defendant

IN THE UNITED STATES COURT OF FEDERAL CLAIMS

STARR INTERNATIONAL COMPANY, INC.,)	
on its behalf and on behalf of a class of)	
others similarly situated,)	
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Plaintiff,)	
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v.)	No. 11-779C
)	(Judge Wheeler)
UNITED STATES,)	
)	
Defendant.)	
)	

DEFENDANT’S WITNESS LIST

Pursuant to paragraph 4.e of the Court’s August 2, 2013 Pretrial Order, Defendant, the United States, respectfully submits the following witness list. The United States also reserves the right to call any witness on Plaintiff’s witness list, as well as other witnesses not listed for purposes of impeachment, rebuttal, or to overcome Plaintiff’s objections to the admission of any document into evidence. To the extent any witness listed below is called by Plaintiff and questioned on issues that exceed the scope of the subject-matter descriptions contained herein, we further reserve our right to question that witness about the contents of the testimony elicited by the Plaintiff. The times necessary for each witness’ testimony will, likewise, be affected by the length and scope of Plaintiff’s questions.¹

¹ Defendant’s subject-matter descriptions and approximated time for direct examination may also change as a result of the Court’s resolution of the parties’ pretrial motions.

I. Witnesses Defendant Will Call At Trial

1. Stephen Albrecht

Former Counselor to the General Counsel
U.S. Department of the Treasury
c/o Rebecca Anzidei
Stein Mitchell Muse Cipollone & Beato LLP
1100 Connecticut Avenue, NW
Suite 1100
Washington, DC 20036

Mr. Albrecht is expected to testify regarding the determination to designate the United States Treasury as the beneficiary of the Trust, communications involving the Department of the Treasury as beneficiary of the Trust, as well as the terms of the Trust Agreement and other documents. Mr. Albrecht may also testify about matters concerning the Trust and Trustees, and his role and issues surrounding the Department of the Treasury's assistance to AIG, including through the Troubled Asset Relief Program (TARP).

The direct examination of Mr. Albrecht is expected to take approximately 1.5 hours.

2. Scott Alvarez

General Counsel
Board of Governors of the Federal Reserve System (Board of Governors)
c/o Brian Mizoguchi
United States Department of Justice
Commercial Litigation Branch
1100 L Street, NW
Washington, DC 20530

Mr. Alvarez is expected to testify concerning the authorization by the Board of Governors of a loan pursuant to section 13(3) of the Federal Reserve Act (13(3) loan) to AIG in September 2008; the requirements of a 13(3) loan; communications and considerations involving the Board of Governors in authorizing the 13(3) loan and the terms contained therein, including the equity provision; the rationale behind the decision to have the equity held by the Trust; the lack of Board of Governors' involvement in the AIG reverse stock split; and the AIG restructurings.

The direct examination of Mr. Alvarez is expected to take approximately 2.0 hours.

3. Thomas Baxter

General Counsel and Executive Vice President
Federal Reserve Bank of New York (FRBNY)
c/o John Kiernan
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

Mr. Baxter is expected to testify concerning the FRBNY's consideration of AIG's request for assistance from the FRBNY in 2008; the likely consequences of an AIG bankruptcy; communications and policy considerations involving the FRBNY in offering the 13(3) loan and the terms contained therein, including the equity provision; the drafting, evolution, and terms of the September 16, 2008 Term Sheet; the drafting and terms of the September 22, 2008 Credit Agreement; the September 18, 2008 8-K filed by AIG with the Securities and Exchange Commission (SEC) as well as the corrected 8-K/A; policy factors considered by the FRBNY, along with others, in determining the appropriate form of equity as a condition of the loan and the rationale behind the decision to have the equity held by a trust; the AIG Credit Facility Trust and its trustees; the November 2008 restructuring; Maiden Lane III; and the AIG reverse stock split.

The direct examination of Mr. Baxter is expected to take approximately 3.5 hours.

4. Ben Bernanke

Former Chairman
Federal Reserve Board of Governors
c/o Brian Mizoguchi
United States Department of Justice
Commercial Litigation Branch
1100 L Street, NW
Washington, DC 20530

Dr. Bernanke is expected to testify concerning the purpose and role of the Federal Reserve as a lender, including as lender of last resort; the macroeconomic landscape in the United States in 2008 as viewed by the Board of Governors; the Board of Governors' discretion in making a 13(3) loan; the factors relevant to the Board of Governors' consideration and authorization of the 13(3) loan to AIG in September 2008; the discretion afforded by the Board of Governors to the FRBNY in setting the terms of the 13(3) loan to AIG in September 2008; and the consistency of the terms of the September 22, 2008 Credit Agreement with the authorization provided by the Board of Governors on September 16, 2008.

The direct examination of Dr. Bernanke is expected to take approximately 4.0 hours.

5. H. Rodgin Cohen

Partner
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004

Mr. Cohen is expected to testify about his involvement as outside counsel to AIG, including his discussions in September 2008 about potential alternatives including private investors; AIG's ineligibility to become a bank holding company; his involvement with the negotiation of the September 16, 2008 rescue and September 22, 2008 Credit Agreement; and his participation in AIG's board meetings.

The direct examination of Mr. Cohen is expected to take approximately 1.0 hour.

6. Andrew Colannino III

Vice President
A.M. Best
c/o Brett M. Reina
Riker, Danzig, Scherer, Hyland & Perretti, LLP
Headquarters Plaza
One Speedwell Avenue
Morristown, NJ 07962

Mr. Colannino is expected to testify concerning A.M. Best's analysis of AIG and its insurance subsidiaries; A.M. Best's decisions regarding its ratings of AIG and its insurance subsidiaries from 2007 to 2011; the consequences of an AIG bankruptcy or AIG's failure to meet its obligations as they came due; and communications with representatives from AIG, the FRBNY and others about AIG's financial condition and credit ratings.

The direct examination of Mr. Colannino is expected to take approximately 1.0 hour.

7. Sarah Dahlgren

Senior Vice President
FRBNY
c/o John S. Kiernan
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

Ms. Dahlgren is expected to testify regarding FRBNY's analysis of AIG; the role of the FRBNY's AIG Relationship Monitoring Team throughout the duration of the AIG Revolving Credit Facility (RCF), including, but not limited to, the September 18, 2008 8-K filed by AIG with the SEC and the corrected 8-K/A; the FRBNY's interactions with the Trustees and AIG management; the November 2008 restructuring, including Maiden Lane II and III; the AIG reverse stock split; AIG's March 2009 restructuring plan; and the January 2011 recapitalization plan.

The direct examination of Ms. Dahlgren is expected to take approximately 1.0 hour.

8. Professor Robert M. Daines

c/o Brian Mizoguchi
United States Department of Justice
Commercial Litigation Branch
1100 L Street, NW
Washington, DC 20530

Professor Daines is expected to provide expert testimony regarding the matters covered by his expert report, including, but not limited to, the importance of Board independence in assessing corporate control; a critique of the opinions set forth in Professor Luigi Zingales' expert reports relating to the Government's alleged exercise of effective economic control over AIG; whether the terms of the RCF changed in economically meaningful ways between September 16 and 22, 2008; and the AIG reverse stock split. Professor Daines is also expected to respond to criticism offered in Professor Zingales' rebuttal report.

The direct examination of Professor Daines is expected to take approximately 3.0 hours.

9. Donald Farnan

Partner
Pricewaterhouse Coopers
c/o Antony Ryan
Cravath Swaine & Moore, LLP
Worldwide Plaza
825 Eight Avenue
New York, NY 10019

Mr. Farnan is expected to testify concerning work that Pricewaterhouse Coopers (PwC) performed for AIG and conclusions PwC reached concerning AIG's financial condition from the second half of 2007 through mid-year 2008, including AIG's liquidity needs in August 2008; PwC's conclusions concerning the nature of the Series C preferred stock as a prepaid forward sales contract; the importance of the restructuring of the assistance in November 2008 and March 2009; and the express statements by the FRBNY and the Government of continuing support for AIG in PwC's conclusions that AIG was able to continue as a going concern and PwC's knowledge of the bases for the ratings agencies' decisions not to downgrade AIG following the initial rescue transaction.

The direct examination of Mr. Farnan is expected to take approximately 2.0 hours.

10. Timothy Geithner

Former Secretary
U.S. Department of the Treasury
Former President
FRBNY
c/o John Kiernan
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

Mr. Geithner is expected to testify concerning AIG's communications with the FRBNY; the conditions in the financial industry in the months leading up to the decision to lend to AIG; AIG's failure to obtain a private rescue; the likely consequences of an AIG bankruptcy; the decision to lend to AIG; the terms of the September 16, 2008 Term Sheet; the circumstances surrounding AIG's acceptance of the September 16, 2008 Term Sheet and September 22, 2008

Credit Agreement; his interactions with the Board of Governors, the U.S. Department of the Treasury, AIG and others with respect to issues concerning AIG; decisions to provide additional support to AIG after September 2008; decisions concerning whether to assist other entities and on what terms; and efforts by financial institutions to raise capital or liquidity in 2008.

The direct examination of Mr. Geithner is expected to take approximately 7.0 hours.

11. Goldman Sachs Records Custodian

Goldman, Sachs & Co.
c/o Lisa Cohen
Cohen Schindler & Hochman LLP
100 Wall Street, 15th floor
New York, NY 10005

One or more Goldman Sachs records custodians are expected to provide foundations for and testify on the existence and authenticity of certain documents produced and possessed by Goldman Sachs & Co.

The direct examinations of the Goldman Sachs records custodians are expected to take approximately 0.5 hour.

12. Maurice Greenberg

Chairman and CEO, Starr International Co., Inc.
c/o David Boies
Boies, Schiller & Flexner LLP
333 Main Street
Armonk, NY 10504

Mr. Greenberg is expected to testify concerning AIG's financial condition and performance; his communications with AIG, the FRBNY and others regarding AIG; his efforts to secure a private investment in AIG starting in 2008; his knowledge of AIG's corporate structure; Starr's decision making concerning filing a lawsuit against the United States relating to the AIG rescue; and the steps necessary to secure an investment from a sovereign wealth fund.

The direct examination of Mr. Greenberg is expected to take approximately 2.0 hours.

13. Ronald F. Greenspan

c/o Brian Mizoguchi
United States Department of Justice
Commercial Litigation Branch
1100 L Street, NW
Washington, DC 20530

Mr. Greenspan is expected to provide expert testimony regarding the matters covered by his expert report, including, but not limited to, the causes of AIG's 2008 liquidity issues; AIG's liquidity position in September 2008; AIG's inability to pay its obligations as they became due

without the benefit of the RCF; AIG's insolvency and need to file for bankruptcy absent the benefit of the RCF; the risks, costs, and likely adverse repercussions associated with an AIG bankruptcy proceeding; and the likely diminution in AIG's enterprise value as the result of an AIG bankruptcy filing. Mr. Greenspan is also expected to respond to criticisms of his opinions offered by experts presented by Starr.

The direct examination of Mr. Greenspan is expected to take approximately 3.0 hours.

14. Richard Hershman

c/o Brian Mizoguchi
United States Department of Justice
Commercial Litigation Branch
1100 L Street, NW
Washington, DC 20530

Mr. Hershman is expected to provide expert testimony regarding the matters covered by his expert report, including, but not limited to, the risks posed by AIG's credit default swaps and securities lending portfolio in 2008; the impact of a bankruptcy filing of AIG during the financial crisis upon its insurance subsidiaries; the significance of certain AIG accounting and financial statements; to respond to the opinions of Plaintiff's expert witness, Ernest Csiszar; and, if necessary, to respond to certain opinions of Plaintiff's expert, David Babbel.

The direct examination of Mr. Hershman is expected to take approximately 3.0 hours.

15. David Herzog

Chief Financial Officer
American International Group
c/o Joseph S. Allerhand
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

Mr. Herzog is expected to testify concerning AIG's efforts to manage its liquidity risks; AIG's efforts to raise capital and increase its liquidity; the events of the weekend of September 12, 2008, through September 16, 2008, including AIG's discussions with prospective private investors and the FRBNY; the assets that created AIG's liquidity emergency and financial problems; the management of AIG following the rescue; the likely effects on AIG and its subsidiaries if it had filed for bankruptcy; communications with AIG's board concerning AIG's financial condition and liquidity needs; the necessity, development, implementation, and benefits of the October and November 2008 assistance; the AIG reverse stock split; the benefits AIG and its shareholders received as a result of the initial rescue of AIG and the subsequent restructurings and additional financial assistance from the FRBNY and the Department of the Treasury.

The direct examination of Mr. Herzog is expected to take approximately 3.5 hours.

16. Marshall Huebner

Partner
Davis Polk & Wardwell LLP
c/o Frances Bivens
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017

Mr. Huebner is expected to testify concerning the work performed by DPW in connection with JPMorgan's potential assistance to AIG prior to September 16, 2008; the unavailability of debtor-in-possession financing for AIG; the drafting, evolution, and terms of the September 16, 2008 Term Sheet; the drafting and terms of the September 22, 2008 Credit Agreement; the September 18, 2008 8-K filed by AIG with the SEC as well as the corrected 8-K/A; the decision for a Trust to hold the Series C Preferred Stock for the benefit of the United States Treasury; and the November 2008 restructuring.

The direct examination of Mr. Huebner is expected to take approximately 3.0 hours.

17. Suzanne Nora Johnson

Director
American International Group
c/o Paul C. Curnin
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017

Ms. Johnson is expected to testify concerning potential alternatives to a rescue from the FRBNY; AIG's increasing liquidity concerns in 2008; the AIG Board's evaluation of the terms offered by the FRBNY; the circumstances surrounding AIG's acceptance of the September 16, 2008 Term Sheet and the September 22, 2008 Credit Agreement; the additional provisions of financial assistance by the Government in November 2008 and March 2009; and AIG's reverse stock split.

The direct examination of Ms. Johnson is expected to take approximately 1.5 hours.

18. J.P. Morgan Records Custodians

c/o Richard A. Rosen
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019

One or more JP Morgan records custodians are expected to provide foundations for and testify on the existence and authenticity of certain documents produced and possessed by JP Morgan.

The direct examinations of the JP Morgan records custodians are expected to take approximately 0.5 hour.

19. Donald Kohn

Former Vice Chairman
Federal Reserve Board of Governors
c/o Brian Mizoguchi
United States Department of Justice
Commercial Litigation Branch
1100 L Street, NW
Washington, DC 20530

Dr. Kohn is expected to testify concerning the purpose and role of the Federal Reserve as a lender, including as lender of last resort; the macroeconomic landscape in the United States in 2008 as viewed by the Board of Governors; the Board of Governors' discretion in making a 13(3) loan; the Board of Governors' consideration and authorization of a 13(3) loan to AIG in September 2008, including his own communications concerning AIG in the days leading up to September 16, 2008; factors relevant to the terms of such lending; the discretion granted to the FRBNY in connection with the loan to AIG; and the consistency of the terms of the September 22, 2008 Credit Agreement with the authorization provided by the Board of Governors.

The direct examination of Mr. Kohn is expected to take approximately 3.0 hours.

20. Alejandro LaTorre

Vice President, Financial Institution Supervision
FRBNY
c/o John Kiernan
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

Mr. LaTorre is expected to testify concerning the FRBNY's meetings with AIG in September 2008, the FRBNY's analysis and decision to offer a rescue loan to AIG in September 2008, Maiden Lane III, and the FRBNY's monitoring of AIG after September 2008.

The direct testimony of Mr. LaTorre is expected to take approximately 2.5 hours.

21. James B. Lee, Jr.

Vice Chairman
JP Morgan Chase
c/o Richard A. Rosen
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019

Mr. Lee is expected to testify regarding AIG's efforts to obtain private sector financing between September 12 and September 16, 2008.

The direct examination of Mr. Lee is expected to take approximately 1.5 hours.

22. Edward Liddy

Former Chairman and Chief Executive Officer
American International Group
c/o Joseph S. Allerhand
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

Mr. Liddy is expected to testify regarding his experience in the insurance industry; the circumstances of his being hired as CEO and Chairman of AIG; AIG's financial condition during his tenure; negotiation and ratification of the September 22, 2008 Credit Agreement; the relationship between the FRBNY, the Department of the Treasury and AIG during his time as CEO and Chairman; the relationship between AIG and the AIG Credit Facility Trust; the AIG reverse stock split; the selection of candidates for AIG's board of directors; the October 2008 securities lending backstop; the November 2008 restructuring; and the March 2009 restructuring.

The direct examination of Mr. Liddy is expected to take approximately 4.0 hours.

23. James Millstein

Former Chief Restructuring Officer
U.S. Department of the Treasury
c/o Frances Bivens
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017

Mr. Millstein is expected to testify concerning the rationale, development, and implementation of the March 2009 restructuring, the AIG reverse stock split, the January 2011 recapitalization, and his general involvement in the management and restructuring of the investment in AIG beginning in 2009.

The direct examination of Mr. Millstein is expected to take approximately 3.0 hours.

24. David K.A. Mordecai

c/o Brian Mizoguchi
United States Department of Justice
Commercial Litigation Branch
1100 L Street, NW
Washington, DC 20530

Dr. Mordecai is expected to provide expert testimony regarding the matters covered by his expert report including, but not limited to, (1) that the interest rate on the RCF did not provide a return to adequately compensate for the significant risk of lending to AIG; (2) share dilution is common in the financing of distressed firms; (3) that economic evidence suggests that AIG shareholders would likely have received minimal or no recovery in bankruptcy; and (4) the initial rescue did not result in an economic loss to AIG shareholders. Dr. Mordecai is also expected to testify concerning the multiple flaws contained in the opinions that Plaintiff's experts are expected to proffer at trial.

The direct examination of Dr. Mordecai is expected to take approximately 5.0 hours.

25. Patricia Mosser

Senior Vice President, Markets Group
FRBNY
c/o John Kiernan
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

Ms. Mosser is expected to testify concerning the FRBNY's lending facilities and FRBNY's discussions with and analysis of AIG in September 2008.

The direct examination of Ms. Mosser is expected to take approximately 1.0 hour.

26. Jonathan Neuberger

c/o Brian Mizoguchi
United States Department of Justice
Commercial Litigation Branch
1100 L Street, NW
Washington, DC 20530

Mr. Neuberger is expected to provide expert testimony regarding the matters covered by his expert report concerning prejudgment interest.

The direct examination of Mr. Neuberger is expected to take approximately 1.5 hours.

27. Morris Offit

Former Director
American International Group
c/o Paul C. Curnin
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017

Mr. Offit is expected to testify concerning AIG's potential alternatives to a rescue from the FRBNY; AIG's increasing liquidity concerns in 2008; the AIG Board's evaluation of the terms offered by the FRBNY; the circumstances surrounding AIG's acceptance of the September 16, 2008 Term Sheet and the September 22, 2008 Credit Agreement; the November 2008 and March 2009 restructurings; and the AIG reverse stock split.

The direct examination of Mr. Offit is expected to take approximately 2.0 hours.

28. Henry Paulson, Jr.

Former Secretary
U.S. Department of the Treasury
c/o Kevin M. Downey
Williams & Connolly LLP
725 Twelfth Street, NW
Washington, DC 20005

Mr. Paulson is expected to testify concerning the conditions in the financial industry in the months leading up to the decision to lend to AIG; AIG's failure to obtain a private rescue; the decision to lend to AIG; his interactions with the Board of Governors, the FRBNY and AIG with respect to issues concerning AIG; Mr. Paulson's public statements of support for the rescue on September 16, 2008 and October 8, 2008; and Mr. Paulson's work in the enactment of TARP and the decision to provide TARP funds to AIG, including the November 2008 restructuring.

The direct examination of Mr. Paulson is expected to take approximately 4.0 hours.

29. Robert Reeder

Partner
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004

Mr. Reeder is expected to testify regarding the September 2008 AIG board meetings he participated in; the negotiation, drafting, and terms of the September 16, 2008 Term Sheet and September 22, 2008 Credit Agreement; the September 18, 2008 8-K filed by AIG with the SEC as well as the corrected 8-K/A; the AIG reverse stock split; negotiations with the FRBNY and the Government concerning their exit as investors and creditors of AIG; and the exchange of the Series C preferred stock for common stock.

The direct examination of Mr. Reeder is expected to take approximately 2.0 hours.

30. Kevin Ryan

Managing Director, Global Capital Markets Group
Morgan Stanley
c/o Andrew Rhys Davies
Allen & Overy
1221 Avenue of the Americas
New York, NY 10020

Mr. Ryan is expected to testify concerning the drafting of the September 16, 2008 Term Sheet and on communications with AIG related to it on September 16, 2008, and thereafter.

The direct examination of Mr. Ryan is expected to take approximately 1.0 hour.

31. Professor Anthony Saunders

c/o Brian Mizoguchi
United States Department of Justice
Commercial Litigation Branch
1100 L Street, NW
Washington, DC 20530

Professor Saunders is expected to provide expert testimony regarding the matters covered by his expert report including, but not limited to, the multiple errors in the analysis of Plaintiff's expert, Dr. S.P. Kothari, concerning the alleged September 2008 taking or exaction and is expected to testify concerning the lack of any economic loss to the Credit Agreement Class and the Stock Split Class; the substantial credit risk that the FRBNY faced as a result of its loan of \$85 billion to AIG; the market's awareness of the economically meaningful terms of the Credit Agreement on the evening of September 16th; the benefits AIG and its shareholders obtained from the rescue transaction; the contemporaneous valuations of AIG that demonstrate that AIG's value following September 16, 2008, reflected the value of the rescue transaction; and the return the FRBNY and Treasury earned on their investments in AIG. Professor Saunders is also expected to testify concerning Dr. Kothari's errors in presenting takings claims connected with the reverse stock split relating to the Series C, E, and F preferred stock; AIG's mismanagement of its liquidity risks, especially with respect to its CDS contracts at AIG Financial Products (AIGFP), and its securities lending program; and that AIG took excessive risks relative to its peers. Moreover, Professor Saunders is expected to testify concerning AIG's financial performance during the relevant periods before and after the rescue transaction. Professor Saunders is expected to address the opinions of Plaintiff's expert, Michael Cragg, and is expected to testify concerning the appropriateness of the Federal Reserve's and the Department of the Treasury's dealings with AIG. He is expected to further testify that the various hypothetical alternative forms of assistance that Mr. Cragg proposes that the FRBNY or the Department of the Treasury could have provided to AIG lack foundation. Finally, if necessary, Professor Saunders may address the opinions of Plaintiff's experts, Professor David Babbel, Mr. Edward O'Brien, and Mr. Robert MacLaverty.

The direct examination of Professor Saunders is expected to take approximately 8.0 hours.

32. Brian Schreiber

Senior Vice President of Strategic Planning
American International Group
c/o Joseph S. Allerhand
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

Mr. Schreiber is expected to testify concerning AIG's financial condition, performance and problems between 2007 and 2009 and its efforts to resolve its liquidity needs; AIG's efforts to raise capital and increase its liquidity; the events of the weekend of September 12, 2008 through September 16, 2008, including AIG's discussions with prospective private investors and the FRBNY; the assets that created AIG's liquidity emergency and financial problems; the management of AIG following the rescue transaction; the necessity, development, and implementation of the November 2008 and March 2009 restructuring; the January 2011 recapitalization; and communications with AIG's Board concerning AIG's financial condition and liquidity needs.

The direct examination of Mr. Schreiber is expected to take approximately 3.0 hours.

33. Kathleen Shannon

Deputy General Counsel and Corporate Secretary
American International Group
c/o Amy Millard
Clayman & Rosenberg LLP
305 Madison Avenue
New York, NY 10017

Ms. Shannon is expected to testify regarding communications with the FRBNY concerning the Credit Agreement and the 13(3) loan to AIG; the *Walker* litigation; the reverse stock split; and Maiden Lane II and III. She is also expected to testify regarding the existence and authentication of documents including, but not limited to, AIG communications and AIG board of directors and committee meeting minutes.

The direct examination of Ms. Shannon is expected to take approximately 1.5 hours.

34. John Studzinski

Senior Managing Director
The Blackstone Group
c/o Judson Brown
Kirkland & Ellis LLP
655 Fifteenth Street, NW
Washington, DC 20005

Mr. Studzinski is expected to testify about his role and knowledge as an advisor to AIG during September 2008; private market and foreign financing options available to the company between September 11 and September 16, 2008; AIG's liquidity needs at that time, and communications he had with AIG management; advice Blackstone provided to AIG's board of directors during meetings held on September 16, 2008, and September 21, 2008, among others; and various asset sales contemplated by AIG both before and after the provision of a rescue loan by the FRBNY.

The direct examination of Mr. Studzinski is expected to take approximately 2.0 hours. Mr. Studzinski resides in London, England, and has indicated an unwillingness to appear in person or via video teleconference. Thus, the United States intends to designate his deposition testimony.

35. Anthony Valoroso

Vice President, Finance Department
American International Group
c/o Joseph S. Allerhand
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

Mr. Valoroso is expected to testify regarding AIG's accounting practices; AIG's accounting disclosures in its financial statements and securities filings; AIG's accounting treatment of the Credit Agreement and the Preferred Stock; and the hiring of KPMG and its valuation work. Mr. Valoroso is also expected to testify regarding the existence and authentication of documents including, but not limited to, AIG accounting documents.

The direct examination of Mr. Valoroso is expected to take approximately 1.0 hour.

36. Robert Willumstad

Former Chairman and Chief Executive Officer
American International Group
c/o Paul Curnin
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

Mr. Willumstad is expected to testify concerning AIG's financial condition between year-end 2005 and September 2008; AIG's risk management; AIG's efforts to raise capital in 2008; AIG's communications with credit rating agencies; discussions with the FRBNY, the United States Department of the Treasury, and others concerning AIG; the events of the weekend of September 12, 2008, including discussions with potential private sector investors and the FRBNY; communications with AIG's Board of Directors concerning AIG's financial condition and plans; AIG's efforts to manage its liquidity risks; AIG's efforts to raise capital and increase its liquidity; communications with Starr International and Maurice Greenberg; the assets that

caused AIG's financial problems; the likely effects on AIG if it had filed for bankruptcy; and his resignation as AIG's Chairman and CEO.

The direct examination of Mr. Willumstad is expected to take approximately 3.5 hours.

II. Witnesses Defendant May Call At Trial

1. AIG Records Custodian

American International Group
c/o Joseph S. Allerhand
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

One or more AIG records custodians may be expected to provide a foundation and testify on the existence and authenticity of certain documents produced and possessed by AIG.

The direct examinations of the AIG records custodians would be expected to take approximately 1.0 hour.

2. Keith Buckley

Managing Director
Fitch Ratings
c/o Melanie Stein
Fitch Ratings
16 One State Street Plaza
New York, NY 10004

Mr. Buckley may be called to testify concerning Fitch's analysis of AIG and decisions regarding AIG's credit ratings from 2007 to 2011; the consequences of an AIG bankruptcy or its failure to meet obligations as they came due; and communications about AIG's financial condition and credit ratings with representatives from AIG, the FRBNY and others.

The direct examination of Mr. Buckley would be expected to take approximately 1.0 hour.

3. Christopher Calabia

Senior Vice President
FRBNY
c/o John Kiernan
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

Mr. Calabia may be called to testify concerning the FRBNY's analysis of AIG prior to the September 2008 rescue and to authenticate certain documents.

The direct examination of Mr. Calabia would be expected to take approximately 1.0 hour.

4. Terrence Checki

Executive Vice President
FRBNY
c/o John S. Kiernan
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

Mr. Checki may be called to testify concerning Maiden Lane III, including negotiations with AIG counterparties, and the existence and authentication of documents.

The direct examination of Mr. Checki would be expected to take approximately 1.0 hour.

5. Christopher Cole

Partner
Goldman Sachs
c/o Lisa Cohen
Cohen Schindler & Hochman LLP
100 Wall Street, 15th floor
New York, NY 10005

Mr. Cole may be called to testify concerning his involvement in the private sector efforts to secure funding for AIG during September 15-16, 2008.

The direct examination of Mr. Cole would be expected to take approximately 0.5 hour.

6. Jill Considine

Former Trustee
AIG Credit Facility Trust
c/o Michael D. Schissel
Arnold & Porter LLP
399 Park Avenue
New York, NY 10022

Ms. Considine may be called to testify regarding her selection and activities as a trustee; her prior relationship with the Federal Reserve System; the January 2009 Trust Agreement; the March 2009 Stock Purchase Agreement; the AIG reverse stock split; and decisions made by the trustees.

The direct examination of Ms. Considine would be expected to take approximately 1.5 hours.

7. James P. Corcoran

c/o Brian Mizoguchi
United States Department of Justice
Commercial Litigation Branch
1100 L Street, NW
Washington, DC 20530

Mr. Corcoran may be called to provide expert testimony regarding the matters covered by his expert report, including, but not limited to, the impact of a bankruptcy filing of AIG during the financial crisis upon its insurance subsidiaries, and to respond to the opinions of Plaintiff's expert, Ernest Csiszar.

The direct examination of Mr. Corcoran would be expected to take approximately 2.0 hours.

8. Eric Dinallo

Former Superintendent
New York State Insurance Department
c/o John Kiernan
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

Mr. Dinallo may be called to testify concerning potential assistance the New York State Insurance Department was considering providing to AIG in September 2008; his interactions with rating agencies, AIG, the FRBNY and the Department of Treasury concerning AIG; and the potential effect an AIG bankruptcy would have on its insurance subsidiaries.

The direct examination of Mr. Dinallo would be expected to take approximately 1.0 hour.

9. William Dudley

President
FRBNY
c/o John Kiernan
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

President Dudley may be called to testify to the FRBNY's discussions with AIG in September 2008, the FRBNY's interactions with the Trustees of the AIG Credit Facility Trust, and decisions to provide additional support to AIG after September 2008, including changes to the RCF and the January 2011 recapitalization, and to authenticate certain documents.

The direct examination of President Dudley would be expected to take approximately 1.0 hour.

10. Chester Feldberg

Former Trustee
AIG Credit Facility Trust
c/o Michael D. Schissel
Arnold & Porter LLP
399 Park Avenue
New York, NY 10022

Mr. Feldberg may be called to testify regarding his selection and activities as a trustee; his prior relationship with the Federal Reserve System; the January 2009 Trust Agreement; the March 2009 Stock Purchase Agreement; the AIG reverse stock split; and decisions made by the trustees.

The direct examination of Mr. Feldberg would be expected to take approximately 1.0 hour.

11. Martin Feldstein

Former Director
American International Group
c/o Paul C. Curnin
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017

Mr. Feldstein may be called to testify concerning potential alternatives to a rescue from the FRBNY; AIG's increasing liquidity concerns in 2008; the AIG Board's evaluation of the terms offered by the FRBNY; the circumstances surrounding AIG's acceptance of the September 16, 2008 Term Sheet and the September 22, 2008 Credit Agreement; the November 2008 and March 2009 restructurings; and the AIG reverse stock split.

The direct examination of Mr. Feldstein would be expected to take approximately 2.0 hours.

12. Douglas Foshee

Former Trustee
AIG Credit Facility Trust
c/o Michael D. Schissel
Arnold & Porter LLP
399 Park Avenue
New York, NY 10022

Mr. Foshee may be called to testify regarding his selection and activities as a trustee; his prior relationship with the Federal Reserve System; the January 2009 Trust Agreement; the March 2009 Stock Purchase Agreement; the AIG reverse stock split; and decisions made by the trustees.

The direct examination of Mr. Foshee would be expected to take approximately 1.0 hour.

13. Robert Gender

Former Senior Vice President
American International Group
c/o Joseph S. Allerhand
Weil, Gotshal & Manges, LLP
767 Fifth Avenue
New York, NY 10153

Mr. Gender may be called to testify concerning AIG's increasing liquidity concerns and cash flow forecasts in 2008; AIG's efforts to obtain additional capital and liquidity; rating agency outlooks for AIG in 2008; and to authenticate certain documents.

The direct examination of Mr. Gender would be expected to take approximately 0.5 hour.

14. James Head

Managing Director
Morgan Stanley
c/o Andrew Rhys Davies
Allen & Overy
1221 Avenue of the Americas
New York, NY 10020

Mr. Head may be called to testify concerning efforts to obtain private-sector financing for AIG in September 2008; the creation of a term sheet for a loan to AIG in September 2008; Morgan Stanley's analysis of the impact of an AIG bankruptcy; Morgan Stanley's valuations of AIG starting in September 2008; discussions between Morgan Stanley, the FRBNY, the United States, and/or AIG concerning AIG starting in September 2008; and Morgan Stanley's interactions with credit rating agencies regarding AIG.

The direct examination of Mr. Head would be expected to take approximately 1.0 hour.

15. Philip Jacobs

Former Head of the Tax Department
American International Group
c/o Joseph S. Allerhand
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

Mr. Jacobs may be called to testify concerning various issues connected with AIG's management of its tax obligations, including AIG's recognition of the prepaid commitment fee as an expense and its consideration of the implications of a private sector rescue on AIG's capacity to utilize its net operating loss carry forwards relative to the FRBNY and the Department of the Treasury rescues.

The direct examination of Mr. Jacobs would be expected to take approximately 1.0 hour.

16. Dan Jester

Former Contractor
U.S. Department of the Treasury
c/o Reginald Brown
Wilmer Cutler Pickering Hale and Dorr LLP
1875 Pennsylvania Avenue, NW
Washington, DC 20006

Mr. Jester may be called to testify about his involvement on matters concerning AIG as a contractor to the Department of the Treasury, including his meetings with Treasury Secretary Paulson, FRBNY President Tim Geithner and AIG Chairman and CEO Robert Willumstad in September 2008; his discussions with the rating agencies on September 15, 2008, regarding AIG; AIG's efforts to obtain a private sector rescue before September 16, 2008; his involvement in the development of the September 16, 2008 Term Sheet and the September 22, 2008 Credit Agreement; and his participation in the Board of Governor's September 16, 2008 meeting.

The direct examination of Mr. Jester would be expected to take approximately 2.0 hours.

17. Peter Juhas

Former Managing Director
Morgan Stanley
c/o Andrew Rhys Davies
Allen & Overy
1221 Avenue of the Americas
New York, NY 10020

Mr. Juhas may be called to testify concerning efforts to obtain private-sector financing for AIG in September 2008; the creation of a term sheet for a loan to AIG in September 2008; Morgan Stanley's analysis of the impact of an AIG bankruptcy; Morgan Stanley's valuations of AIG starting in September 2008; discussions between Morgan Stanley, the FRBNY, the United States, and/or AIG concerning AIG starting in September 2008; and Morgan Stanley's interactions with credit rating agencies regarding AIG.

The direct examination of Mr. Juhas would be expected to take approximately 1.0 hour.

18. Peter Langerman

Former Trustee
AIG Credit Facility Trust
c/o Michael D. Schissel
Arnold & Porter LLP
399 Park Avenue
New York, NY 10022

Mr. Langerman may be called to testify regarding his selection and activities as a trustee; his prior relationship with the Federal Reserve System; the January 2009 Trust Agreement; the March 2009 Stock Purchase Agreement; the AIG reverse stock split; and decisions made by the trustees.

The direct examination of Mr. Langerman would be expected to take approximately 1.0 hour.

19. Bertil Lundqvist

Executive Vice President and General Counsel
Starr International Holdings, Inc. & C.V. Starr & Co.
c/o David Boies
Boies, Schiller & Flexner LLP
333 Main Street
Armonk, NY 10504

Mr. Lundqvist may be called to testify concerning AIG's financial condition, his communications with AIG, and his efforts to secure a private investment in AIG starting in 2008.

The direct examination of Mr. Lundqvist would be expected to take approximately 0.5 hour.

20. Brian Madigan

Former Director, Division of Monetary Affairs
Federal Reserve Board of Governors
c/o Brian Mizoguchi
United States Department of Justice
Commercial Litigation Branch
1100 L Street, NW
Washington, DC 20530

Mr. Madigan may be called to testify concerning the approval by the Board of Governors of a 13(3) loan to AIG in September 2008; the Board of Governors' analysis of the risks and hazards relating to the loan to AIG; and communications with AIG regarding the potential provision of a 13(3) loan.

The direct examination of Mr. Madigan would be expected to take approximately 2.0 hours.

21. Edward Matthews

President and Director, C.V. Starr
Starr International Co., Inc.
c/o David Boies
Boies Schiller & Flexner LLP
333 Main Street
Armonk, NY 10504

Mr. Matthews may be called to testify concerning AIG's financial condition, his communications with AIG, and his efforts to secure a private investment in AIG starting in 2008.

The direct examination of Mr. Matthews would be expected to take approximately 1.0 hour.

22. Sir Deryck Maughan

Senior Advisor
Kohlberg, Kravis, and Roberts, Financial Services Investment Team
c/o Andrew Gordon
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019

Mr. Maughan may be called to testify concerning consideration by KKR in investing in AIG between September 12 and 16, 2008.

The direct examination of Mr. Maughan would be expected to take approximately 0.5 hour.

23. Margaret McConnell

Director, Office of Financial Stability and Regulatory Policy
FRBNY
c/o John Kiernan
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

Ms. McConnell may be called to testify regarding the decision to lend to AIG in September 2008 and to provide additional support thereafter, and to authenticate and provide foundation for certain documents.

The direct examination of Ms. McConnell would be expected to take approximately 1.0 hour.

24. Michael Moriarty

Former Deputy Superintendent for Property and Capital Markets
New York State Insurance Department
c/o Peter Dean
New York Department of Financial Services
One State Street
New York, NY 10004

Mr. Moriarty may be called to testify concerning AIG's insurance regulators' communications with and analysis concerning AIG starting in 2007; AIG's securities lending program; and the financial condition of AIG's insurance subsidiaries.

The direct examination of Mr. Moriarty would be expected to take approximately 1.0 hour.

25. Michael Nathan

Partner
Simpson Thacher & Bartlett
c/o Paul Curnin
425 Lexington Avenue
New York, NY 10017

Mr. Nathan may be called to testify concerning various issues connected with Simpson Thacher's representation of AIG including communications between Simpson Thacher and AIG's Board of Directors and Committees concerning AIG's financial condition; statements made by various parties during AIG's Board and Committee meetings; and the choices AIG's Board faced relative to the rescue by the FRBNY the week of September 16, 2008.

The direct examination of Mr. Nathan would be expected to take approximately 1.5 hours.

26. Jeremiah Norton

Former Deputy Assistant Secretary for Financial Institutions Policy
U.S. Department of the Treasury
c/o Reginald Brown
Wilmer Cutler Pickering Hale and Dorr LLP
1875 Pennsylvania Avenue, NW
Washington, DC 20006

Mr. Norton may be called to testify about his involvement in the development of the September 16, 2008 Term Sheet, including his interactions with other Treasury officials, counsel for FRBNY and counsel for AIG; and the development of the September 22, 2008 Credit Agreement.

The direct testimony of Mr. Norton would be expected to take approximately 1.5 hours.

27. Gerard Pasciucco

Former Chief Operating Officer
AIG Financial Products
c/o Joseph Allerhand
Weil, Gotshal & Manges, LLP
767 Fifth Avenue
New York, NY 10153

Mr. Pasciucco may be called to testify concerning the investment strategies used by AIGFP; the incentives that contributed to AIGFP's investment in certain lines of business; AIGFP's modeling deficiencies; the lack of standardization of counterparty contracts; the

inability of AIGFP's management to readily access AIGFP's collateral obligations; actions taken and alternatives considered by AIGFP to de-risk and reduce its balance sheet; the lack of a decision-making architecture at AIGFP; the outsized risk presented by the scale of AIGFP's investments; AIGFP's hedging strategies; AIGFP's relationship and interactions with the FRBNY and Government; and AIGFP's organizational structure.

The direct testimony of Mr. Pasciucco would be expected to take approximately 1.0 hour.

28. Virginia Rometty

Former Board Member
American International Group
c/o Paul C. Curnin
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017

Ms. Rometty may be called to testify concerning potential alternatives to a rescue from the FRBNY; AIG's increasing liquidity concerns in 2008; the AIG Board's evaluation of the terms offered by the FRBNY; the circumstances surrounding AIG's acceptance of the September 16, 2008 Term Sheet and the September 22, 2008 Credit Agreement; the additional provisions of financial assistance by the Government in November 2008 and March 2009; and the AIG reverse stock split.

The direct examination of Ms. Rometty would be expected to take approximately 2.0 hours.

29. Timothy Ryan

Partner
Pricewaterhouse Coopers
c/o Antony Ryan
Cravath Swaine & Moore, LLP
Worldwide Plaza
825 Eight Avenue
New York, NY 10019

Mr. Ryan may be called to testify concerning work that PwC performed for AIG and conclusions PwC reached concerning AIG's financial condition from the second half of 2007 through mid-year 2008, including AIG's liquidity needs in August 2008; PwC's conclusions concerning the nature of the Series C preferred stock as a prepaid forward sales contract; the importance of the restructuring of the assistance in November 2008 and March 2009 and the express statements of continuing support for AIG in PwC's conclusions that AIG was able to continue as a going concern; and PwC's knowledge of the bases for the ratings agencies' decisions not to downgrade AIG following the initial rescue transaction.

The direct examination of Mr. Ryan would be expected to take approximately 2.0 hours.

30. Robert Scully

Board Member, Morgan Stanley
c/o Andrew Rhys Davies
Allen & Overy
1221 Avenue of the Americas
New York, NY 10020

Mr. Scully may be called to testify concerning his role and knowledge of the derivation of the term sheet the FRBNY presented to AIG on September 16, 2008. He is also expected to testify about Morgan Stanley's role as advisor to the FRBNY regarding the rescue loan, as well as communications with AIG related to the term sheet on September 16, 2008 and thereafter.

The direct examination of Mr. Scully would be expected to take approximately 1.0 hour.

31. Michael Silva

Chief of Staff and Senior Vice President, Executive Group
FRBNY
c/o John Kiernan
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

Mr. Silva may be called to testify concerning the FRBNY's communications with AIG, the FRBNY's efforts to assist AIG in securing private sector funding, the decision to lend to AIG in September 2008 and to provide additional support to AIG thereafter, and to authenticate certain documents.

The direct examination of Mr. Silva would be expected to take approximately 1.0 hour.

32. Howard Smith

Director and Vice Chairman, Finance,
C.V. Starr & Co., Inc.
c/o David Boies
Boies Schiller & Flexner LLP
333 Main Street
Armonk, NY 10504

Mr. Smith may be called to testify concerning AIG's financial condition, Starr's communications with AIG, and Starr's efforts to secure a private investment in AIG starting in 2008.

The direct examination of Mr. Smith would be expected to take approximately 1.0 hour.

33. Joseph Sommer

Assistant Vice President and Counsel
FRBNY
c/o John Kiernan
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

Mr. Sommer may be called to testify concerning the scope of the FRBNY's authority pursuant to Section 13(3) of the Federal Reserve Act, discussions concerning whether to offer AIG the rescue loan in September 2008, and discussions concerning the equity component of the FRBNY's loan to AIG.

The direct examination of Mr. Sommer would be expected to take approximately 1.0 hour.

34. Michael Sutton

Former Board Member
American International Group
c/o Paul C. Curnin
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017

Mr. Sutton may be called to testify regarding AIG's potential alternatives to a rescue from FRBNY; AIG's increasing liquidity concerns in 2008; the AIG Board's evaluation of the terms offered by FRBNY; the circumstances surrounding AIG's acceptance of the September 16, 2008 Term Sheet and the September 22, 2008 Credit Agreement; the additional provisions of financial assistance by the Government in November 2008 and March 2009; and the AIG reverse stock split.

The direct examination of Mr. Sutton would be expected to take approximately 2.0 hours.

35. Marc Symons

c/o William P. Hammer, Jr.
Ernst & Young LLP
5 Times Square
New York, NY 10036

Mr. Symons may be called to testify concerning the valuation of AIG's collateral for the FRBNY's loan; Ernst & Young's communications with the FRBNY, the United States, and AIG regarding AIG starting in September 2008; and the November 2008 restructuring.

The direct examination of Mr. Symons would be expected to take approximately 1.0 hour.

36. Teri Tyson (formerly Watson)

Former Vice President in charge of Credit Rating Agency Relations
American International Group
c/o Joseph S. Allerhand
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

Ms. Tyson may be called to testify concerning communications between credit rating agencies and AIG in 2008 and 2009, and the effect that an AIG bankruptcy would likely have had on the ratings of AIG's insurance subsidiaries.

The direct examination of Ms. Tyson would be expected to take 1.5 hours.

37. Carolyn Worth

Retired Partner
KPMG
c/o Jonathan Landy
Williams & Connolly LLP
725 12th Street, NW
Washington, DC 20005

Ms. Worth may be called to testify about her role and knowledge as an auditor for AIG who performed a valuation on the preferred shares AIG provided as consideration for the \$85 billion rescue loan, and the basis and analysis underlying this valuation.

The direct examination of Ms. Worth would be expected to take approximately 1.5 hours.

Respectfully submitted,

JOYCE R. BRANDA
Deputy Assistant Attorney General

/s/ Robert E. Kirschman, Jr.
ROBERT E. KIRSCHMAN, JR.
Director

/s/ Brian A. Mizoguchi
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Trial Attorney

August 18, 2014

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