



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

DIVISION OF  
MARKET REGULATION

March 27, 2007

Nikolaos G. Andronikos, Esq.  
Sullivan & Cromwell LLP  
24, rue Jean Goujon  
75008 Paris, France

Re: Offer by Allianz SE for Assurances Générales de France  
File No. TP 07-52

Dear Mr. Andronikos:

In your letter dated March 27, 2007, as supplemented by conversations with the staff, you request on behalf of Allianz SE ("Allianz") an exemption from Rule 14e-5 under the Securities Exchange Act of 1934 ("Exchange Act") in connection with the offer by Allianz for all outstanding ordinary shares of Assurances Générales de France ("AGF"). We have attached a copy of your letter to avoid reciting the facts that it presents. Unless otherwise noted, each defined term in this letter has the same meaning as defined in your letter.

On the basis of your representations and the facts presented in your letter, but without necessarily concurring in your analysis, the U.S. Securities and Exchange Commission ("Commission") hereby grants an exemption from Rule 14e-5 to permit purchases of, and arrangements to purchase, AGF Shares and Related Securities outside the Offer as part of the Trading Activities by Allianz subsidiaries and affiliates that are "covered persons" within the meaning of Rule 14e-5(c)(3) (collectively, "Covered Persons").

The Commission grants this exemption from Rule 14e-5 under the Exchange Act to permit the Covered Persons (other than any broker or dealer registered pursuant to Section 15(b) of the Exchange Act) to purchase or arrange to purchase AGF Shares and Related Securities otherwise than pursuant to the Offer as part of the Trading Activities, subject to the following conditions:

- (a) AGF is a foreign private issuer as defined in Rule 3b-4(c) under the Exchange Act;
- (b) no purchases of, or arrangements to purchase, AGF Shares or Related Securities outside the Offer will be made in the United States;
- (c) any purchases of, or arrangements to purchase, AGF Shares outside the Offer will be executed on a regulated market;

- (d) the Offer, including all purchases of, or arrangements to purchase, AGF Shares or Related Securities outside the Offer, is subject to, and will be conducted in accordance with, the applicable laws of France, including the General Rules, and their interpretation by the AMF in relation to the Offer, and with other applicable laws, including the rules of the relevant securities exchange;
- (e) no purchases of, or arrangements to purchase, AGF Shares or Related Securities will be undertaken by the Covered Persons outside the ordinary course of business or for the purposes of promoting or otherwise facilitating the Offer, or of creating actual, or apparent, active trading in, maintaining, or affecting the prices of AGF Shares or Related Securities;
- (f) the Covered Persons conducting purchases of, or arrangements to purchase, AGF Shares or Related Securities outside the Offer maintain and enforce written policies and procedures designed to prevent the flow between them and Allianz and its other subsidiaries, affiliates and identifiable departments of material non-public information that might result in the violation of applicable French or U.S. federal securities laws; and each such Covered Person has no officers (or persons performing similar functions) or employees (other than clerical, ministerial or support personnel) who direct, effect or recommend purchases of, or arrangements to purchase, AGF Shares or Related Securities outside the Offer, and who also direct or conduct the Offer;
- (g) disclosure of the possibility of purchases or arrangements to purchase AGF Shares or Related Securities by the Covered Persons outside the Offer will be prominently included in the Tender Offer Document made available in the United States;
- (h) the Covered Persons will disclose in the United States information regarding any purchases of, or arrangements to purchase, AGF Shares or Related Securities by the Covered Persons outside the Offer to the extent such information is required to be made public in France;
- (i) the Covered Persons will disclose to the Division of Market Regulation upon request, a daily time-sequenced schedule of all purchases of or arrangements to purchase AGF Shares or Related Securities by the Covered Persons outside the Offer, on a transaction by transaction basis, including size, broker (if any), time of execution, and price of purchase and the exchange, quotation system, or other facility through which the purchases occurred;
- (j) upon request of the Division of Market Regulation, the Covered Persons will transmit the information specified above under paragraph (i) to the Division of Market Regulation at its offices in Washington, D.C. within 30 days of its request;

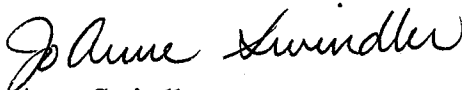
- (k) the Covered Persons will retain all documents and other information required to be maintained pursuant to this exemption for a period of not less than two years from the date of the termination or expiration of the Offer;
- (l) the representatives of the Covered Persons shall be made available (in person at the offices of the Division of Market Regulation in Washington, D.C. or by telephone) to respond to inquiries of the Division of Market Regulation relating to such records; and
- (m) except as otherwise exempted, the Covered Persons will comply with Rule 14e-5.

The foregoing exemption is based solely on the representations made and the facts presented in your letter and is strictly limited to the application of Rule 14e-5 to the Offer as described above. The Offer should be discontinued, pending presentation of the facts for our consideration, in the event that any material change occurs with respect to any of those facts or representations.

We note the representation in your letter that, as of the date thereof, there have been no direct or indirect purchases or arrangements to purchase AGF shares or "related securities" (as defined in Rule 14e-5(c)(6)) by Allianz or any other "covered person" within the meaning of Rule 14e-5, except to the extent permitted by Rule 14e-5. The relief granted in this letter is effective as of the date hereof.

In addition, we direct your attention to the anti-fraud and anti-manipulation provisions of the federal securities laws, including Sections 10(b) and 14(e) of the Exchange Act and Rule 10b-5 thereunder. The participants in the Offer must comply with these and any other applicable provisions of the federal securities laws. We express no view with respect to any other questions that the Offer may raise, including, but not limited to, the adequacy of disclosure concerning, and the applicability of any other federal or state laws to, the Offer.

For the Commission,  
by the Division of Market Regulation,  
pursuant to delegated authority,

  
Jo Anne Swindler  
Assistant Director

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SECURITIES AND EXCHANGE COMMISSION

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DIVISION OF MARKET REGULATION

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March 27, 2007

Division of Market Regulation,  
Securities and Exchange Commission,  
100 F Street, N.E.,  
Washington, DC 20549 U.S.A.

Attention: Mr. James Brigagliano

Re: Offer by Allianz SE for Assurances Générales de France

Ladies and Gentlemen:

We are writing on a confidential basis on behalf of our client, Allianz SE (“Allianz”), a European Company incorporated in the Federal Republic of Germany (“Germany”) and organized under the laws of Germany and the European Union, and for the benefit of the other Covered Persons (as defined hereinbelow). Allianz has commenced a voluntary exchange offer (the “Offer”) for all outstanding shares (“AGF Shares”) in Assurances Générales de France (“AGF”) that it does not already own. AGF is a *société anonyme* organized under the laws of France. The AGF Shares are listed on the Euronext Paris’ Eurolist – compartment A. AGF has no class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and has never been subject to the periodic reporting requirements of the Exchange Act. Allianz currently owns approximately 57.6% of the outstanding AGF Shares and 60.2% of the voting rights of AGF.

Allianz’s intention to launch the Offer was publicly announced on January 18, 2007. Under the terms of the Offer, Allianz is offering AGF’s shareholders the opportunity to exchange each AGF share for €87.50 in cash and 0.25 ordinary no par

shares of Allianz (subject to adjustment of the cash portion of the consideration to take into account any dividend payment by Allianz or AGF prior to settlement of the Offer). The Offer commenced on March 23, 2007 and is expected to remain open until April 20, 2007, unless extended.

As previously discussed with members of the staff (the "Staff") of the Securities and Exchange Commission (the "Commission"), we are requesting exemptive relief from Rule 14e-5 promulgated under the Exchange Act for certain purchases of AGF Shares made outside of the United States during the conduct of, but outside of the terms of, the Offer.

Allianz has provided us with, and authorized us to make on its behalf, the factual representations set forth in this letter. The statements contained in this letter with respect to the application of French law and its interpretations in relation to the Offer or to Allianz and its affiliates, including AGF, by the French *Autorité des Marchés Financiers* (the "AMF") have been reviewed by Bredin Prat, French counsel to Allianz.

## **I. Factual Background**

### **A. AGF**

The AGF group is a major participant in insurance and financial services in France. AGF's activities encompass property and casualty insurance, life and health insurance, asset management and banking. AGF also does business in Belgium, the Netherlands, Luxembourg, Spain, South America and the Middle East.

AGF's consolidated gross premiums written in 2006 amounted to approximately €17.7 billion, based on IAS/IFRS. As of December 31, 2006, AGF's assets under administration and management comprised approximately €104.1 billion of own assets and approximately €24.7 billion of third party assets. The subscribed share capital of AGF at February 19, 2006 was €876,271,334.86 divided into 191,598,772 AGF Shares. At the closing price on March 23, 2007 of €126.20 per AGF Share, the entire issued share capital of AGF would have a value of approximately €24.2 billion.

AGF is a foreign private issuer as defined in Rule 3b-4(c) under the Exchange Act. AGF Shares are not registered under Section 12 of the Exchange Act. AGF has an American Depositary Receipt program in the U.S. AGF does not file reports with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act.

Based on available information as of February 2007 and on the fact that Allianz owns approximately 57.6% of the AGF Shares, Allianz believes that approximately 17.4% of the AGF Shares (excluding AGF Shares held by Allianz) are held by residents of the United States. Allianz also believes that no shareholder of AGF other than Allianz beneficially owns 10% or more of the AGF Shares.

## **B. Allianz**

The Allianz Group is among the world's largest financial services providers, offering insurance, banking and asset management products and services through property-casualty, life/health, banking and asset management business segments. With a market capitalization of €66.9 billion at December 31, 2006, Allianz is one of the most highly valued financial services enterprises in Europe and owns the largest German property-casualty and life/health insurance companies based on gross premiums written and statutory premiums, respectively, in 2006<sup>1</sup>. Allianz group companies are also among the largest insurance companies in other countries, including France, Italy, the United Kingdom, Switzerland and Spain.

In 2006, the Allianz Group's consolidated total revenues amounted to approximately €101.1 billion<sup>2</sup>. As of December 31, 2006, the Allianz Group's third-party assets under management totaled approximately €764 billion. In 2006, the Allianz Group's consolidated operating profit was €10.4 billion and net income amounted to €7.0 billion. As of December 31, 2006, Allianz had 432,150,000 ordinary no par shares issued and outstanding.

Allianz is a foreign private issuer as defined in Rule 3b-4(c) of the Exchange Act and is subject to the information reporting requirements of the Exchange Act. Allianz's American Depositary Shares, each representing one-tenth of one Allianz ordinary share, are traded on the New York Stock Exchange.

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<sup>1</sup> Source: German Insurance Association, GDV.

<sup>2</sup> Total revenues consist of the Property-Casualty segment's gross premiums written, the Life/Health segment's statutory premiums, the Banking segment's operating revenues and the Asset Management segment's operating revenues.

## II. Structure of the Offer

Under the Offer, AGF shareholders have the right to exchange their shares for a fixed sum of cash and shares of Allianz.

Allianz is extending the Offer in the United States to certain “qualified institutional buyers” within the meaning of Rule 144A under the U.S. Securities Act of 1933, as amended (the “Securities Act”), in a private placement exempt from registration pursuant to Section 4(2) of the Securities Act. The Offer structure has been designed to comply with Section 14(e) of the Exchange Act and the rules and regulations thereunder, except as otherwise requested herein. The Offer is not subject to Section 14(d) of the Exchange Act or Regulation 14D thereunder, because no class of securities of AGF is registered under Section 12 of the Exchange Act.

The Offer has been structured to comply with the French Monetary and Financial Code (*Code monétaire et financier*) and the General Rules of the AMF, which provide a comprehensive framework for the regulation of French tender and exchange offers and trading in French markets. The AMF (as successor to the *Commission des Opérations de Bourse de France*) and the Commission are parties to a Memorandum of Understanding, dated December 14, 1989, concerning consultation and cooperation regarding the implementation of securities laws.

The Offer is communicated through a Tender Offer Document (*note d'information*), which Allianz filed with the AMF in draft form approximately one month after the announcement of the Offer. Information regarding Allianz's business and activities, as well as its financial statements, is included in a listing prospectus that was subject to the review and approval of the German Federal Financial Supervisory Authority (BaFin) and that supplements the Tender Offer Document.

Pursuant to the General Rules of the AMF as they apply to the Offer, after the initial filing and publication of the Tender Offer Document, AGF filed in draft form its Response Statement (*note d'information en reponse*). The AMF provided its clearance (*déclaration de conformité*) of the Offer, the Tender Offer Document and the Response Statement, indicating that the terms and conditions of the Offer comply with applicable regulation and allowing the Offer to proceed. Allianz and AGF had two French Trading Days from the AMF clearance to publish the approved Tender Offer Document and Response Statement. The expiration date for the Offer must be at least 15 French Trading Days from publication of the Tender Offer Document and Response Statement following the AMF clearance as described above (and will be at least 20 U.S. business days). The

AMF has set the expiration date for the Offer on April 20, 2007. A "French Trading Day" is any day other than a Saturday, Sunday or holiday as determined and published by Euronext Paris.

The General Rules of the AMF set forth trading and disclosure rules that are applicable to the Offer. Pursuant to these rules, starting on the announcement of a tender offer that includes securities as consideration, generally (1) the bidder, the target and persons acting in concert with either of them, are barred from trading in equity securities of the target as well as the securities of the bidder; and (2) the financial advisors of the bidder and the target, the sponsoring institutions of the tender offer and entities in their respective groups are barred from trading for own account in the markets for the securities, except that they may conduct arbitrage, market marking or position-hedging activities to the extent that the related transactions constitute the continuation of their practices in the ordinary course of business and involve personnel, resources, objectives and accountabilities that are separate from those related to the tender offer.

Recognizing the fact that the General Rules do not specifically contemplate tender offers involving financial institutions, such as the Offer, the AMF has provided interpretative guidance in relation to this Offer to the effect that the less restrictive provisions generally applicable to financial advisors would apply to Allianz and AGF in connection with the Offer. With respect to those restrictions, the AMF has issued guidance to the effect that: (a) regarding trading for own account unrelated to any transaction for a client account, arbitrage is only permitted either to cover positions in place prior to the announcement of any exchange offer or to reduce the risk exposure resulting from such positions (by scaling down or unwinding such positions); (b) regarding trading as principal related to a transaction for a client account, acting as counterparty to a client's order is only permitted if the trade is unsolicited and the institution is able to unwind its position on the same day as the trade with the client (provided that a securities borrowing or lending transaction is not considered as unwinding the position for these purposes); (c) any derivatives trading initiated after the announcement of an exchange offer is prohibited if it could impact the percentage of share capital and/or voting rights and/or the number of securities held by the institution on the day before such trading; (d) management of a hedge of a transaction for a client based on a basket of securities is permitted provided that either the basket replicates a known index or the bidder's and/or target's securities represent less than 10% of the basket; (e) when an institution is providing market making services to an exchange traded fund that is composed of a basket of shares including those of the bidder and/or the target and the fund is issuing new units, the institution is permitted to acquire the shares of the basket necessary to cover the issuance of the new fund units; and (f) repo transactions are

















