

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES ACT OF 1933**  
**Release No. 8853 / September 28, 2007**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 56570 / September 28, 2007**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12850**

**In the Matter of**

**AIG SunAmerica Life  
Assurance Company,  
f/k/a Anchor National Life  
Insurance Company,**

**Respondent.**

**ORDER UNDER SECTION 27A(b) OF THE  
SECURITIES ACT OF 1933 AND SECTION  
21E(b) OF THE SECURITIES EXCHANGE  
ACT OF 1934, GRANTING WAIVERS OF  
THE DISQUALIFICATION PROVISIONS  
OF SECTION 27A(b)(1)(A)(ii) OF THE  
SECURITIES ACT AND SECTION  
21E(b)(1)(A)(ii) OF THE EXCHANGE ACT**

**I.**

AIG SunAmerica Life Assurance Company, f/k/a Anchor National Life Insurance Company, (“Anchor” or “Respondent”) has submitted a letter on behalf of itself, dated October 18, 2005, requesting a waiver of the disqualification provisions of Section 27A(b)(1)(A)(ii) of the Securities Act of 1933 (“Securities Act”) and Section 21E(b)(1)(A)(ii) of the Securities Exchange Act of 1934 (“Exchange Act”) arising from the settlement of an administrative proceeding commenced by the Commission.

On September 28, 2007, pursuant to Respondent’s Offer of Settlement, the Commission issued an Order Instituting Cease-and-Desist Proceedings, Making Findings, and Imposing a Cease-and-Desist Order Pursuant to Section 8A of the Securities Act of 1933 (“Order”) against Respondent. Under the Order, the Commission found that:

Respondent was a cause of violations of Section 17(a)(2) of the Securities Act, which proscribes obtaining money or property by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading in the offer or sale of securities.

The Order requires that:

Anchor cease and desist from committing or causing any violations and any future violations of Section 17(a)(2) of the Securities Act.

The safe harbor provisions of Section 27A(c) of the Securities Act and Section 21E(c) of the Exchange Act are not available for any forward looking statement that is “made with respect to the business or operations of the issuer, if the issuer . . . during the 3-year period preceding the date on which the statement was first made . . . has been made the subject of a judicial or administrative decree or order arising out of a governmental action that (I) prohibits future violations of the antifraud provisions of the securities laws; (II) requires that the issuer cease and desist from violating the antifraud provisions of the securities laws; or (III) determines that the issuer violated the antifraud provisions of the securities laws[.]” Section 27A(b)(1)(A)(ii) of the Securities Act and Section 21E(b)(1)(A)(ii) of the Exchange Act. The disqualifications may be waived “to the extent otherwise specifically provided by rule, regulation, or order of the Commission[.]” Section 27A(b) of the Securities Act and Section 21E(b) of the Exchange Act.

Based on the representations set forth in Anchor’s request, the Commission has determined that, under the circumstances, the request for a waiver of the disqualifications resulting from the entry of the Order is appropriate and should be granted.

Accordingly, IT IS ORDERED, pursuant to Section 27A(b) of the Securities Act and Section 21E(b) of the Exchange Act, that a waiver from the disqualification provisions of Section 27A(b)(1)(A)(ii) of the Securities Act and Section 21E(b)(1)(A)(ii) of the Exchange Act as to Anchor resulting from the entry of the Order is hereby granted.

By the Commission.

Nancy M. Morris  
Secretary