

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2009</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>AMERICAN GENERAL AGENTS' & MANAGERS' THRIFT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>006</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>08/01/1968</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>006</u>	1c Effective date of plan <u>08/01/1968</u>	
1b Three-digit plan number (PN) ▶	<u>006</u>				
1c Effective date of plan <u>08/01/1968</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>AMERICAN INTERNATIONAL GROUP, INC.</u> <u>DIRECTOR-EMPLOYEE BENEFITS</u> <u>70 PINE STREET - 13/160 WATER ST.</u> <u>NEW YORK, NY 10270-0000</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>13-2592361</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>212-770-7000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>524140</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>13-2592361</u>	2c Sponsor's telephone number <u>212-770-7000</u>	2d Business code (see instructions) <u>524140</u>	
2b Employer Identification Number (EIN) <u>13-2592361</u>					
2c Sponsor's telephone number <u>212-770-7000</u>					
2d Business code (see instructions) <u>524140</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	RICHARD GROSIAK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	JOSEPH COOK
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") RICHARD A. GROSIK 70 PINE STREET - 13/160 WATER ST. NEW YORK, NY 10270-0000	3b Administrator's EIN 13-2592361 3c Administrator's telephone number 212-770-3305
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	6697
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	3323
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	2969
d Subtotal. Add lines 6a , 6b , and 6c	6d	6292
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	92
f Total. Add lines 6d and 6e	6f	6384
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	4417
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	78

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 2K 2T 3F 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan AMERICAN GENERAL AGENTS' & MANAGERS' THRIFT PLAN	B Three-digit plan number (PN) ▶	006
C Plan sponsor's name as shown on line 2a of Form 5500 AMERICAN INTERNATIONAL GROUP, INC.	D Employer Identification Number (EIN) 13-2592361	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE VANGUARD GROUP, INC.
23-1945930

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

SIEGFRIED GROUP, LLP

51-0378135

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	16133	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan AMERICAN GENERAL AGENTS' & MANAGERS' THRIFT PLAN	B Three-digit plan number (PN) ► 006
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 AMERICAN INTERNATIONAL GROUP, INC.	D Employer Identification Number (EIN) 13-2592361

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: AIG STABLE VALUE FUND MASTER TRUST

b Name of sponsor of entity listed in (a): AMERICAN INTERNATIONAL GROUP, INC.

c EIN-PN 13-2592361-007	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23944542
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a Name of MTIA, CCT, PSA, or 103-12 IE: AIG STOCK FUND MASTER TRUST

b Name of sponsor of entity listed in (a): AMERICAN INTERNATIONAL GROUP, INC.

c EIN-PN 13-2592361-008	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 807593
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a Name of MTIA, CCT, PSA, or 103-12 IE: AIG INV INTERN'L DIVERSIFIED EQUITY

b Name of sponsor of entity listed in (a): AMERICAN INTERNATIONAL GROUP, INC.

c EIN-PN 26-1367935-136	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 798237
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan AMERICAN GENERAL AGENTS' & MANAGERS' THRIFT PLAN	B Three-digit plan number (PN) ►	006
C Plan sponsor's name as shown on line 2a of Form 5500 AMERICAN INTERNATIONAL GROUP, INC.	D Employer Identification Number (EIN) 13-2592361	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	4619241	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	3007574	2781034
(9) Value of interest in common/collective trusts.....	1c(9)	640763	798237
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	25967537	24752135
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	42029055	51006489
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	76264170	79337895

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	16803	5085
i Acquisition indebtedness	1i		
j Other liabilities	1j	175581	1324510
k Total liabilities (add all amounts in lines 1g through 1j)	1k	192384	1329595

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	76071786	78008300
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	608496	
(B) Participants	2a(1)(B)	4020222	
(C) Others (including rollovers)	2a(1)(C)	36395	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4665113
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	157464	
(F) Other	2b(1)(F)	11198	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		168662
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	625871	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		625871
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		215848
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		1918945
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		7071278
c Other income.....	2c		9827
d Total income. Add all income amounts in column (b) and enter total.....	2d		14675544

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11370485	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	1768	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		11372253
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		113058
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	8522	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8522
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		11493833

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3181711
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		1245197

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PRICEWATERHOUSECOOPERS, LLP

(2) EIN: 13-4008324

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		100000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
AMERICAN INTERNATIONAL GROUP, INC. INCENTIVE SAVINGS PLAN	13-2592361	003

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>AMERICAN GENERAL AGENTS' & MANAGERS' THRIFT PLAN</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AMERICAN INTERNATIONAL GROUP, INC.</u>	D Employer Identification Number (EIN) <u>13-2592361</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____			
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



Report of Independent Auditors

To the Participants and Administrator of
American General Agents' and Managers' Thrift Plan

We were engaged to audit the financial statements and supplemental schedule of American General Agents' and Managers' Thrift Plan (the "Plan") at December 31, 2009 and 2008 and for the year ended December 31, 2009, as listed in the accompanying index. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 5, 6 and 7, which was certified by Vanguard Fiduciary Trust Company and Wells Fargo Institutional Trust Services, the trustee and custodian of the Plan, respectively, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee and custodian hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustee and custodian as of December 31, 2009 and 2008 and for the year ended December 31, 2009 that the information provided to the plan administrator by the trustee and custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee and custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP
New York, New York
October 12, 2010

American General Agents' and Managers' Thrift Plan

**Financial Statements and Supplemental Schedule
December 31, 2009 and 2008**

American General Agents' and Managers' Thrift Plan Index

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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



Report of Independent Auditors

To the Participants and Administrator of
American General Agents' and Managers' Thrift Plan

We were engaged to audit the financial statements and supplemental schedule of American General Agents' and Managers' Thrift Plan (the "Plan") at December 31, 2009 and 2008 and for the year ended December 31, 2009, as listed in the accompanying index. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 5, 6 and 7, which was certified by Vanguard Fiduciary Trust Company and Wells Fargo Institutional Trust Services, the trustee and custodian of the Plan, respectively, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee and custodian hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustee and custodian as of December 31, 2009 and 2008 and for the year ended December 31, 2009 that the information provided to the plan administrator by the trustee and custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee and custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP
New York, New York
October 12, 2010

American General Agents' and Managers' Thrift Plan
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Assets		
Investments, at fair value (see Note 4)		
Mutual funds	\$ 51,006,489	42,029,055
Common collective trust	798,237	640,763
Loans to Participants	2,781,034	3,007,574
AIG Stable Value Fund Master Trust	23,944,542	25,112,457
AIG Stock Fund Master Trust	807,593	855,080
Total investments, at fair value	<u>79,337,895</u>	<u>71,644,929</u>
Receivables		
Litigation settlements (see Note 14)	—	4,619,241
Total receivables	<u>—</u>	<u>4,619,241</u>
Total assets	<u>79,337,895</u>	<u>76,264,170</u>
Liabilities		
Payable for trustee and administrative expenses	5,085	16,803
Due to AIG Incentive Savings Plan (see Note 14)	1,167,732	—
Payable for other liabilities	156,778	175,581
Total liabilities	<u>1,329,595</u>	<u>192,384</u>
Net assets available for benefits at fair value	<u>78,008,300</u>	<u>76,071,786</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(169,116)	936,273
Net assets available for benefits	<u>\$ 77,839,184</u>	<u>77,008,059</u>

See accompanying notes to the financial statements.

American General Agents' and Managers' Thrift Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2009

	<u>2009</u>
Additions to net assets attributed to	
Investment income	
Net appreciation in fair value of mutual funds	\$ 7,071,278
Net appreciation in fair value of common collective trust	215,848
Interest in investment income of the AIG Stable Value Fund	
Master Trust	785,115
Interest in investment income of the AIG Stock Fund Master Trust	28,441
Loan interest	157,464
Interest income	11,198
Dividend income	625,871
Net investment income	<u>8,895,215</u>
Contributions	
Participants	4,056,617
Employer	608,496
Total contributions	<u>4,665,113</u>
Other additions	<u>9,827</u>
Total additions to net assets	<u>13,570,155</u>
Deductions from net assets attributed to	
Benefits paid to participants	11,483,543
Administrative expenses	8,323
Other deductions	1,768
Redemption fees paid by participants	199
Total deductions from net assets	<u>11,493,833</u>
Net increase before transfers	<u>2,076,322</u>
Transfers out to the AIG Incentive Savings Plan	<u>(1,245,197)</u>
Net increase after transfers	<u>831,125</u>
Net assets available for benefits at:	
Beginning of year	<u>77,008,059</u>
End of year	<u>\$ 77,839,184</u>

See accompanying notes to the financial statements.

American General Agents' and Managers' Thrift Plan
Notes to Financial Statements
December 31, 2009 and 2008

1. Description of the Plan

The following description of the American General Agents' and Managers' Thrift Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a complete description of the provisions of the Plan. Copies are available from the Plan Administrator.

Definition of Terms

Terms referenced below related to the Plan's provisions are defined below or in Plan documents.

General

The Plan was established on August 1, 1968 and was most recently amended effective July 1, 2008. The Plan is sponsored by American International Group, Inc. (the "Company" or "AIG") and is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is offered to eligible agents and managers ("sales employees") of the American General Life and Accident Insurance Company ("AGLA").

Employees are eligible to participate in the Plan upon their employment commencement date. The Plan provides for participant elective salary deferrals (participant pre-tax contributions) in accordance with Section 401(k) of the Internal Revenue Code of 1986, as amended (the "Code").

Participant Accounts

Each participant's account is credited with his/her contribution, the Company matching contribution, plus an allocation of the investment income (loss) and administrative expenses, based on the participant's account balance. The benefit to which a participant is entitled is the amount of the participant's vested account balance.

Contributions and Vesting

Participants may contribute, on a pre-tax basis, a basic contribution amount equal to three percent of their eligible annual compensation (base pay and commissions). Participants may also make additional pre-tax contributions in an amount ranging from one to forty-seven percent of their eligible annual compensation. All contributions are subject to the contribution limitations discussed below. The Company makes matching contributions equal to one third of the participant's basic contribution.

Participants may change their contribution rate and investment election for future contributions. Certain restrictions apply; refer to the plan document for a complete description of restrictions on the Plan. All changes, except transfers, are effective as soon as administratively feasible. Transfers are effective on the business day the request is received.

For 2009, the total amount of a participant's pre-tax contributions was limited to \$16,500. During 2009, the total amount of compensation that can be used in determining contributions under the Plan was \$245,000. After three years of service, employees are immediately fully vested in the Company's matching contributions and earnings. In addition to these amounts, participants who attain the age of fifty by the end of the year are provided an opportunity to contribute an additional

American General Agents' and Managers' Thrift Plan
Notes to Financial Statements
December 31, 2009 and 2008

\$5,500 in pre-tax catch up contributions. These pre-tax contributions are not eligible for Company match. Employee contributions and earnings vest immediately.

The Plan permits acceptance of lump-sum rollover contributions from a qualified plan of a prior employer. There is no Company match on any of these rollover contributions.

Investment Options

During 2009, all contributions to the Plan were deposited into one or more of the Plan's sixteen investment options. Investment options include the AIG Stable Value Fund ("Stable Trust") consisting of common Collective Trusts, Guaranteed Investment Contracts ("GICs") and security-backed contracts, the AIG Stock Fund Master Trust ("Stock Trust") consisting primarily of AIG common stock, the AIG Investment International Diversified Equity Trust ("WTRISC Trust") consisting of a Common Collective Investment Trust, and thirteen mutual funds. The allocation of contributions among the options is determined by each participant.

Except as specified below, participants may make transfers between existing funds or change the allocation of their current contributions on a daily basis. Transfers and exchanges directly from the Stable Trust to the Vanguard Prime Money Market Fund are not allowed. Transfers from the Stable Trust must be invested in a non-competing fund for a minimum of ninety days before being exchanged to the Vanguard Prime Money Market Fund (a competing fund).

Only Company matching contributions were permitted to be invested in the Stock Trust. The only exception to this rule was for employees of American General Corporation, who made employee contributions to a company stock fund prior to January 1, 2003; those employee contributions are permitted to remain in the Stock Trust. Effective January 1, 2003, employees who transfer all or a portion of such employee contributions out of the Stock Trust cannot reinvest those amounts back into the Stock Trust. Effective May 4, 2009, the Stock Trust within the Plan was closed to new contributions.

The WTRISC Trust is part of the Collective Investment Trust operated by the Wilmington Trust Retirement and Institutional Services Company (formerly known as AST Capital Trust Company of Delaware; ("WTRISC Trustee"). The WTRISC Trustee has engaged AIG Global Investment Corporation ("AIGGIC" or the "Sub-Advisor") to act as Sub-Advisor to the WTRISC Trust. Contributions from each participating plan are allocated to the WTRISC Trust according to individual participant elections. The investment objective of the WTRISC Trust is to achieve long-term capital appreciation by investing primarily in a diversified portfolio of non-U.S. equity companies organized under the laws of or headquartered or having significant operations in developed and emerging market countries. The WTRISC Trust invests in both developed and emerging markets, allocating between 75% and 90% to developed countries and 10% and 25% to emerging markets. AIGGIC is an indirectly wholly owned subsidiary of AIG, the Plan's sponsor. AIGGIC was an indirectly wholly owned subsidiary of AIG, the Plan's sponsor. Effective March 26, 2010, AIGGIC third party investment advisory business was sold to an independent unaffiliated third party and was renamed PineBridge Investments LLC ("PineBridge").

To reduce administrative and fund transaction costs associated with short-term trading by participants which can impact all shareholders in a particular fund, restrictions are placed on frequent or short-term trading. Vanguard limits participant exchange activity. If a participant exchanges out of a fund, he or she cannot exchange back into that fund for sixty days. This restriction applies to all funds except the Vanguard Money Market Fund.

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In addition, as detailed in the Redemption Fees section below, two funds in the Plan will charge a redemption fee on shares that are exchanged out of the fund within a certain period after being exchanged into the fund. The fee, which will be paid directly to the fund, is generally imposed by a fund to discourage short-term trading and protect the interests of long-term investors.

Distributions

Investments in the Plan are eligible for withdrawal when an employee terminates his or her career with the Company, retires, dies, or is in need of the funds because of a case of hardship, as defined by the Plan. In addition, while actively employed, participants with five or more years of service may withdraw after-tax contributions, rollover funds and Company match at any time; participants with less than five years of service, have this same withdrawal option, with the exception that only Company match credited for a period of 24 months is eligible for withdrawal. Once an employee reaches age 59-1/2, he/she may make unlimited withdrawals of vested amounts, at any time, while actively employed. Participants who retire, leave the Company or become disabled can elect to receive a lump sum distribution equal to the entire value of their vested account or defer the funds in the Plan until age 70-1/2 if the account balance is more than \$1,000. Distributions are mandatory for account balances of \$1,000 or less, but \$5,000 for spousal beneficiaries or alternate payees pursuant to a qualified domestic relations order.

Accounts of participants who retire on or over 65, become disabled or die, vest immediately in all funds. A Spousal beneficiary is eligible to receive a lump sum distribution equal to the full value of an account held by the Plan participant who dies, and amounts must be distributed by the later of (a) December 31 of the calendar year that contains the fifth anniversary of the Participant's date of death or (b) December 31 of the calendar year in which such Participant would have attained age seventy and one-half, unless such surviving spouse dies before the payment is commenced, in which case commencement may not be deferred beyond December 31 of the calendar year following the calendar year in which such surviving spouse dies. A non-spousal beneficiary is eligible to receive a lump sum distribution equal to the full value of an account held by the Plan participant who dies, and if such amounts are rolled over, they may only be rolled over to an inherited individual retirement account or an individual retirement annuity; in either event, amounts must be distributed by the December 31, of the calendar year that contains the fifth anniversary of the Participant's date of death. Funds taken out of the Plan, and not reinvested into another qualified plan or an individual retirement account, subject the employee to income tax and potential penalties. Pre-tax employee contributions, catch-up contributions, rollover contributions, Company matching contributions, and all investment earnings are subject to regular income taxes at the time of withdrawal. Withdrawals of any taxable amounts (including earnings on after-tax contributions) before age 59½ may also be subject to an additional 10% penalty tax. Participants requesting distributions from amounts invested in the Stock Trust may elect to receive the total in cash, in shares of AIG common stock or in some combination of cash and shares stock. Fractional shares will be distributed in cash.

Participant Loans

The Plan has a general loan provision which enables employees who have an account balance of at least \$2,000 to borrow up to fifty percent of the value of their vested accounts, up to a maximum of \$50,000. Loans are granted for a period not to exceed fifty-eight months. Additionally, no more than one general purpose loan may be taken at one time. The rate of interest on any loan to a participant under the Plan shall be determined by the Plan Administrator and shall be equal to the prime rate of interest at the beginning of the quarter in which the loan commences. Loans

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outstanding at December 31, 2009 have been issued at interest rates between 3.25% and 10.50%. Principal and interest is paid ratably through payroll deductions.

Redemption Fees

The Vanguard PRIMECAP Fund and Vanguard International Growth Fund charge a redemption fee on shares that are exchanged out of the fund within a certain period after being exchanged into the fund. This fee is generally imposed by a fund to discourage short-term trading and protect the interests of long-term fund investors. The Vanguard PRIMECAP Fund charges a redemption fee of 1% on shares that are redeemed before they have been held for one year. The Vanguard International Growth Fund charges a redemption fee of 2% on shares that are redeemed before they have been held for two months.

Forfeitures

Participants terminating employment forfeit their non-vested Company contributions on the earlier of (1) the distribution of the entire non-forfeitable portion of their account or (2) upon incurring a period equal to five consecutive one-year breaks in service. Forfeitures are available to reduce future Company contributions and administrative expenses. Participants who terminate and are re-employed with a participating company before incurring five consecutive one-year breaks in service are entitled to the reinstatement of their non-vested or forfeited amounts, subject to certain provisions as stated in the Plan document. Amounts in the forfeitures accounts were \$9,623 and \$4,141 at December 31, 2009 and 2008, respectively. In 2009, forfeited contributions of \$20,041 were used to pay administrative expenses and reduce employer contributions to the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Effective December 31, 2006, the Plan adopted Financial Accounting Standards Board ("FASB") Staff Position Nos. AAG INV-1 and Statement of Position 94-4-1, "Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined Contribution, Health and Welfare, and Pension Plans" (the "FSP"). In accordance with the FSP, contract value was determined to be the relevant measurement attribute for the portion of net assets available for benefits from fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As a result, the Statements of Net Assets Available for Benefits present the investments at fair value with a separate adjustment from fair value to contract value for the portion of net assets from each fully benefit-responsive investment contract. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis with respect to the fully benefit-responsive investment contracts. The adoption of this FSP had no impact on the overall net assets of the Plan as these investment contracts were previously stated at contract value.

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Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein; and disclosures including those for contingent assets and liabilities, at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Shares of mutual funds and common collective trusts are valued at the net asset value of the shares held by the Plan at year end. The net asset value per share is calculated daily by each fund based on the market value of the underlying securities within each fund. Each common/collective trust provides for daily participant redemptions by the Plan at reported net asset values per share, with no advance notice requirement. Additionally, the Plan invests in the Stock Trust and the Stable Trust (collectively the "Master Trusts"). The Plan's interest in the Master Trusts is stated at fair value. However, the Plan's interest in the Stable Trust is adjusted from fair value to contract value for fully benefit-responsive investment contracts on the Statements of Net Assets Available for Benefits. The Plan's interests are based on beginning of the year value of the Plan's interest in the Master Trusts plus contributions and allocated investment income less withdrawals and allocated expenses. Participant loans are valued at amortized cost, which represents fair value.

The net appreciation (depreciation) in fair value of investments, including realized gains or losses and net change in unrealized gains or losses, is reflected in the Statement of Changes in Net Assets Available for Benefits. Realized gains or losses on the disposal of investments are determined by specific identification and recognized on the trade date basis. Interest income is recorded on the accrual basis. Dividend income is recognized on the ex-dividend date. Purchases and sales are recorded on a trade date basis.

Distributions

Distributions are recorded when paid.

Recent Accounting Standards

Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly

In April 2009, the FASB issued a standard that provides guidance for estimating fair value when the volume and level of activity for an asset or liability have significantly decreased and identifying circumstances that indicate a transaction is not orderly. This standard also reaffirms that fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions and also reaffirms the need to use judgment in determining if a formerly active market has become inactive. This guidance was adopted by the Plan during 2009 and did not have a material impact on the Plan's financial statements.

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Subsequent Events

In May 2009, the FASB issued an accounting standard that requires disclosure of the date through which a company evaluated the need to disclose events that occurred subsequent to the balance sheet date and whether that date represents the date the financial statements were issued or were available to be issued. The adoption of this guidance is reflected in these financial statements.

Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)

In September 2009, the FASB issued an accounting standard that permits, as a practical expedient, a company to measure the fair value of an investment that is within the scope of the update on the basis of the net asset value per share of the investment (or its equivalent) if that value is calculated in accordance with fair value as defined by the FASB. The standard also requires enhanced disclosures. The new standard applies to investment companies that do not have readily determinable fair values such as certain hedge funds and private equity funds. The new standard was effective for annual periods ending after December 15, 2009. The adoption of the new standard did not have a material effect on the Plan's interest in the investment income of the AIG Master Trust and in the Plan's interest in the AIG Master Trust. See Note 4 herein for disclosure.

3. Investments

The following investments represent five percent or more of the Plan's net assets:

	<u>2009</u>	<u>2008</u>
AIG Stable Value Fund Master Trust	\$ 23,944,542	\$ 25,112,457
Vanguard PRIMECAP Fund Investors Shares	11,906,583	9,487,199
Vanguard Prime Money Market Fund	14,554,954	14,574,384
Vanguard Wellington Fund Investor Shares	6,118,944	4,395,434

4. Fair Value Measurements

Effective January 1, 2008, the Plan adopted the accounting standard that defines fair value, expands disclosure requirements around fair value and establishes a fair value hierarchy that prioritizes inputs used in valuation techniques based on whether those inputs are observable or unobservable. Observable inputs, which reflect market data obtained from independent sources and unobservable inputs, which reflect the Plan's market assumptions, create the following fair value hierarchy:

- Level 1 – Quoted prices for identical instruments in active markets.
- Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3 – Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

This hierarchy requires the Plan to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value.

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The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other entities within the industry, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

As required by the standard, assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for instruments carried at fair value:

Guarantee Investment Contracts

Valued based on the present value of future cash flows using the current discount rate.

Security-Backed Contracts and Wrapper Contracts

The fair value of a wrapper contract provided by a security-backed contract issuer is the present value of the difference between the current wrapper fee and the contract wrapper fee. Galliard Capital Management, Inc. ("Galliard"), the investment manager of the Stable Trust, normally obtains the fair value using private markets that are not active using the discount rate and fees as directly observable inputs.

The fair value of a security-backed contract includes the value of the wrapper contract and the value of the underlying portfolio securities. For the underlying portfolio securities, Galliard obtains the pricing for the securities through independent pricing services or independent brokers. These prices are based on observable market data for the same or similar securities as the inputs. There are circumstances where Galliard may rely on internal pricing using a combination of observable or unobservable market data due to unavailable information from the pricing service or broker.

Mutual Funds and Money Market Fund

Valued at the net asset value ("NAV") of shares held by the Plan at year-end.

Common Collective Trust

Valued using the NAV provided by the administrator of the fund. AIGGIC obtains the NAV, a quoted price, using private markets that are not active, however, the unit price is based on underlying investments, which are traded on an active market.

Loans to Participants

Valued at amortized cost, which approximates fair value.

Level 3 valuations may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values.

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Investments at Fair Value by Level

The following tables present information about the Plan's investments measured at fair value and indicate the level of the fair value measurement based on the observability levels of the inputs used at December 31, 2009 and 2008, respectively. It does not include the Plan's interest in the Stable Trust and the Stock Trust that is presented in Note 5 and Note 6, respectively. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in these securities.

	2009			
	Level 1	Level 2	Level 3	Total *
AIG Investment International				
Diversified Equity Trust	\$	\$ 798,237	\$ —	\$ 798,237
Mutual Funds				
Fixed Income Funds	18,192,575	—	—	18,192,575
Index Funds	3,530,160	—	—	3,530,160
Balanced Fund	6,118,944	—	—	6,118,944
Growth Funds	303,457	—	—	303,457
Equity Funds	20,424,849	—	—	20,424,849
International Equity Funds	2,436,504	—	—	2,436,504
Loans to participants	—	—	2,781,034	2,781,034
Total Investments	\$ 51,006,489	\$ 798,237	\$ 2,781,034	\$ 54,585,760

* Excluding plan interest in the Stable Trust and the Stock Trust.

	2008			
	Level 1	Level 2	Level 3	Total *
AIG Investment International				
Diversified Equity Trust	\$ —	\$ 640,763	\$ —	\$ 640,763
Mutual Funds	42,029,055	—	—	42,029,055
Loans to participants	—	—	3,007,574	3,007,574
Total Investments	\$ 42,029,055	\$ 640,763	\$ 3,007,574	\$ 45,677,392

* Excluding plan interest in the Stable Trust and the Stock Trust.

Level 3 Gains and Losses

The following tables set forth a summary of changes in the fair value of the loans to participants Level 3 assets, liabilities and the realized and unrealized losses recorded in net investment income during 2009 related to the Level 3 assets and liabilities that remained in the Statement of Net Assets Available for Benefits at December 31, 2009:

	2009	
	Participant Loans	
Balance, beginning of year	\$	3,007,574
Purchases, sales, issuances and settlements (net)		(226,540)
Balance, end of year	\$	<u>2,781,034</u>

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The following tables set forth by level, within the fair value hierarchy, the Stable Trust assets at fair value as of December 31, 2009 and 2008, respectively:

2009				
	Level 1	Level 2	Level 3	Total
GIC's	\$ —	\$ 24,573,604	\$ —	\$ 24,573,604
Security Backed				
Contracts	—	231,649,179	—	231,649,179
Collective Trusts	—	219,590,353	—	219,590,353
Total assets	—	475,813,136	—	475,813,136
Liabilities	—	(290,431)	—	(290,431)
Total net assets	—	475,522,705	—	475,522,705
Plan interest in Stable Trust	\$ —	\$ 23,944,542	\$ —	\$ 23,944,542

2008				
	Level 1	Level 2	Level 3	Total
GIC's	\$ —	\$ 44,288,606	\$ —	\$ 44,288,606
Security Backed				
Contracts	—	387,704,293	—	387,704,293
Collective Trusts	—	34,023,201	—	34,023,201
Total assets	—	466,016,100	—	466,016,100
Liabilities	—	(194,760)	—	(194,760)
Total net assets	—	465,821,340	—	465,821,340
Plan interest in Stable Trust	\$ —	\$ 25,112,457	\$ —	\$ 25,112,457

The following tables set forth by level, within the fair value hierarchy, the Stock Trust assets at fair value as of December 31, 2009 and 2008, respectively:

2009				
	Level 1	Level 2	Level 3	Total
AIG Common Stock	\$ 15,691,015	\$ —	\$ —	\$ 15,691,015
Money Market Fund	20,453	—	—	20,453
Total assets	\$ 15,711,468	\$ —	\$ —	\$ 15,711,468
Plan Interest in Stock Trust	\$ 807,593	\$ —	\$ —	\$ 807,593

2008				
	Level 1	Level 2	Level 3	Total
AIG Common Stock	\$ 11,406,692	\$ —	\$ —	\$ 11,406,692
Money Market Fund	56,397	—	—	56,397
Total assets	\$ 11,463,089	\$ —	\$ —	\$ 11,463,089
Plan Interest in Stock Trust	\$ 855,080	\$ —	\$ —	\$ 855,080

5. Master Trust Information – AIG Stable Trust

The Plan invests in the Stable Trust, which is a master trust established by AIG to include the holding of assets for various defined contribution plans. The custodian of the Stable Trust is Wells Fargo Institutional Trust Services (“Wells Fargo”), and the trustee is Vanguard Fiduciary Trust Company (“Vanguard”).

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The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the investment information certified by Wells Fargo, as complete and accurate, except for comparing such information certified by Wells Fargo to information included in the Plan's financial statements.

Stable Trust assets are allocated among the participating plans by assigning to each plan those transactions which can be specifically identified (primarily contributions and benefit payments) and by allocating net income (resulting from the collective investment of the assets of the Stable Trust) in proportion to the market value of each participating plan's assets on a daily basis.

The Stable Trust invests in fully benefit-responsive investment contracts, such as a common collective trust, traditional GICs and synthetic GICs, with various third party financial institutions. Contract value is the relevant measurement attribute for the portion of net assets available for benefits attributable to fully benefit-responsive investment contracts. Contract value represents contributions made to the investment contract plus earnings, less participant withdrawals and administrative expenses.

A traditional GIC provides for a fixed return on principal over a specified period of time through fully benefit-responsive contracts issued by a third party which are backed by assets owned by the third party. The total contract value of traditional GICs was \$24,278,783 and \$43,725,991 at December 31, 2009 and 2008, respectively. Included in the contract value of the traditional GICs were \$(294,821) and \$(562,615) at December 31, 2009 and 2008, respectively, attributable to the adjustments from fair value to contract value representing the amounts by which the fair value of the investment contracts differ from the contract value.

A synthetic GIC provides for a fixed return on principal over a specified period of time through fully benefit-responsive wrapper contracts issued by a third party which are backed by the underlying assets owned by the Stable Trust. The wrapper contract amortizes the realized and unrealized gains or losses on the underlying fixed income investments; typically over the expected duration of the investment through adjustments to the future interest crediting rate (which is the rate earned by participants in the fund for the underlying investments which resets on a quarterly basis). The issuer of the wrapper contract provides assurance that the adjustments to the interest crediting rate do not result in a future interest crediting rate that is less than zero. An interest crediting rate less than zero would result in a loss of principal or accrued interest.

The total contract value of the synthetic GICs was \$228,923,063 and \$403,730,438 at December 31, 2009 and 2008, respectively. Included in the contract value of the synthetic GICs were wrapper contracts totaling \$(2,726,116) and \$16,026,145 at December 31, 2009 and 2008, respectively. Adjustments from fair value to contract value representing the amounts by which the fair value of the investment contracts differs from the contract value.

The average yield rates of the Stable Trust were 2.72% and 4.67% for the years ended December 31, 2009 and 2008, respectively. The average crediting interest rate was 3.26% and 4.81% as of December 31, 2009 and 2008, respectively. The Stable Trust is exposed to credit risk in the event of non-performance by counterparties to the contracts. However, the Plan sponsor does not anticipate non-performance by these counterparties.

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Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including plan termination or merger with another plan), (2) changes to the plan's prohibition on competing investment options or deletion of equity provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

Investment information relating to the investments held in the Stable Trust and related earnings for the participating plans are based on information certified by the custodian.

Investments held by the Stable Trust at December 31, 2009 were as follows:

<u>Name of issuer</u>	<u>Moody's/ S&P Credit Rating</u>	<u>Investment at Fair Value</u>	<u>Wrapper Contracts at Fair Value</u>	<u>Adjustment to Contract Value</u>	<u>Contract value</u>
Common Collective Trusts					
Wells Fargo Short Term Investment Fund		\$ 50,454,383	\$ -	\$ -	\$ 50,454,383
Wells Fargo Stable Return Fund for EBT		169,135,970	-	(337,597)	168,798,373
Total Common Collective Trust		219,590,353	-	(337,597)	219,252,756
Guaranteed Investment Contracts - Traditional					
ING Life Ins. and Annuity Co.	A2/A+	6,036,866	-	1,384	6,038,250
Metropolitan Life Ins. Co.	Aa3/AA-	12,351,562	-	(145,603)	12,205,959
Prudential Life Ins. Co.	Aa2/AA-	6,185,176	-	(150,602)	6,034,574
Total Guaranteed Investment Contracts - Traditional		24,573,604	-	(294,821)	24,278,783
Security-Backed Contracts - Synthetic					
Natixis Financial Products Inc.	Aa3/A+	49,464,057	-	516,387	49,980,444
J.P. Morgan Chase Bank, NA	Aa1/AA-	79,182,751	150,765	(97,611)	79,235,905
Monumental Life Ins. Co.	A1/AA-	51,408,017	35,572	(1,590,232)	49,853,357
Pacific Life Insurance Company	A1/AA-	51,408,017	-	(1,554,660)	49,853,357
Total Security- Backed Contracts - Synthetic		231,462,842	186,337	(2,726,116)	228,923,063
Total Investments		<u>\$475,626,799</u>	<u>\$ 186,337</u>	<u>\$ (3,358,534)</u>	<u>\$ 472,454,602</u>

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Investments held by the Stable Trust at December 31, 2008 were as follows:

Name of issuer	Moody's/ S&P Credit Rating	Investment at Fair Value	Wrapper Contracts at Fair Value	Adjustment to Contract Value	Contract value
Common Collective Trusts					
Wells Fargo Stable Return Fund for EBT	Aa2/AA+	\$ 34,023,201	\$ -	\$ 1,904,150	\$ 35,927,351
Guaranteed Investment Contracts - Traditional					
Hartford Life Ins. Co.	Aa3/AA-	6,154,978	-	768	6,155,746
ING Life Ins. and Annuity Co.	Aa3/AA	5,879,167	-	(89,519)	5,789,648
Metropolitan Life Ins. Co.	Aa2/AA	14,243,622	-	(245,981)	13,997,641
Monumental Life Ins. Co.	Aa3/AA	5,944,148	-	(54,540)	5,889,608
Principal Life Ins. Co.	Aa2/AA	6,178,820	-	1,131	6,179,951
Prudential Life Ins. Co.	Aa3/AA	5,887,871	-	(174,474)	5,713,397
Total Guaranteed Investment Contracts - Traditional		44,288,606	-	(562,615)	43,725,991
Security-Backed Contracts - Synthetic					
Natixis Financial Products Inc.	Aa2/AA	68,196,184	-	5,400,832	73,597,016
J.P. Morgan Chase Bank, NA	Aaa/AA	71,717,251	109,462	5,570,223	77,396,936
Monumental Life Ins. Co.	Aa3/AA	60,973,226	99,837	1,385,158	62,458,221
Union Bank of Switzerland AG	Aaa/AA+	60,973,226	-	1,484,995	62,458,221
Rabobank Nederland	Aaa/AAA	62,637,245	212,139	1,060,638	63,910,022
State Street Bank & Trust	Aa1/AA	62,637,226	148,497	1,124,299	63,910,022
Total Security- Backed Contracts - Synthetic		387,134,358	569,935	16,026,145	403,730,438
Total Investments		<u>\$ 465,446,165</u>	<u>\$ 569,935</u>	<u>\$ 17,367,680</u>	<u>\$ 483,383,780</u>

Investment income for the Stable Trust, certified as accurate and complete by Wells Fargo, was as follows:

	Year ended December 31, 2009
Net appreciation in fair value of Stable Trust	\$ 2,624,928
Interest income	12,795,480
Total investment income	<u>\$ 15,420,408</u>
Plan Interest in Stable Trust	<u>\$ 785,115</u>

Percentage interests in the Stable Trust as of December 31, 2009 and 2008, certified as accurate and complete by Wells Fargo, were as follows:

	2009	2008
American International Group, Inc. Incentive Savings Plan	94.30%	93.93%
American General Agents' and Managers' Thrift Plan	5.04%	5.39%
CommoLoCo Thrift Plan	0.33%	0.36%
American International Companies of Puerto Rico Capital Growth Plan	0.33%	0.32%
Total	<u>100.00%</u>	<u>100.00%</u>

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6. Master Trust Information – AIG Stock Trust

The Plan invests in the Stock Trust, which is a master trust established by AIG, to include various defined contribution plans. The custodian and trustee of the Stock Trust is Vanguard.

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the investment information certified by Vanguard, as complete and accurate, except for comparing such information certified by Vanguard to investment information included in the Plan's financial statements.

The Stock Trust mainly invests in AIG common stock and a small amount of assets in a money market fund. The AIG common stock is valued based on the closing price as reported on the New York Stock Exchange on the last business day of the year. The fair value of the money market fund is based on the net asset value on the last day of the reporting period.

Stock Trust assets are allocated among the participating plans by assigning to each plan those transactions which can be specifically identified (primarily contributions and benefit payments) and by allocating net income (resulting from the collective investment of the assets of the Stock Trust) in proportion to the market value of each participating plan's assets on a daily basis.

Investment information relating to the assets held in the Stock Trust and related earnings for the participating plans are based on information certified by the Vanguard.

Investments held by the Stock Trust as of December 31, certified as accurate and complete by Vanguard, were as follows:

	December 31,	
	2009	2008
American International Group, Inc. Common Stock	\$ 15,691,015	\$ 11,406,692
Vanguard Prime Money Market Fund	20,453	56,397
Total investments	<u>\$ 15,711,468</u>	<u>\$ 11,463,089</u>
Plan Interest in Stock Trust	<u>\$ 807,593</u>	<u>\$ 855,080</u>

Investment loss for the Stock Trust, certified as accurate and complete by Vanguard, was as follows:

	Year Ended December 31, 2009
Net appreciation in fair value of the Stock Trust	\$ 2,122,768
Interest income	1,281
Total investment income	<u>\$ 2,124,049</u>
Plan Interest in Stock Trust	<u>\$ 28,441</u>

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Percentage interests in the Stock Trust as of December 31, certified as accurate and complete by Vanguard, were as follows:

	2009	2008
American International Group, Inc. Incentive Savings Plan	94.68%	92.42%
American General Agents' and Managers' Thrift Plan	5.14%	7.46%
CommoLoCo Thrift Plan	0.02%	0.04%
American International Companies of Puerto Rico Capital Growth Plan	0.16%	0.08%
Total	100.00%	100.00%

7. Certified Investment Information

As permitted by 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the information in this footnote, as well as any information related to investments and investment activity, was prepared by or derived from information certified by the Trustee and the custodian, which was furnished to the Plan Administrator. The Administrator has obtained certifications from the Trustee and custodian that such information is complete and accurate.

	December 31,	
	2009	2008
Investments, at fair value	\$ 79,337,895	\$ 71,644,929
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(169,116)	936,273
Investments, at contract value	<u>\$ 79,168,779</u>	<u>\$ 72,581,202</u>
Net investment gain	<u>\$ 8,895,215</u>	

8. Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated March 14, 2008, stating that the Plan is qualified under the appropriate sections of the Code and, therefore, the related trust is exempt from taxation. The Plan has been amended since receiving the determination letter and the Plan Administrator and legal counsel believe the Plan document remains in compliance with ERISA and the Code; and the Plan is being operated in material compliance with the applicable requirements of the Code.

9. Administrative Expenses

The Plan paid administrative expenses including asset management, Trustee and recordkeeping fees amounting to \$8,323 for the year ended December 31, 2009. Professional fees and all administrative expenses in excess of forfeited contributions used are paid by the Company.

10. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become one hundred percent vested in the employer contribution portion of their balance.

American General Agents' and Managers' Thrift Plan

Notes to Financial Statements

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11. Related Party Transactions

Plan investments include units of the Stock Trust, which hold AIG common stock, mutual funds managed by Vanguard, mutual funds managed by SunAmerica, a fund managed by AIGGIC and a Stable Trust managed by Galliard Capital Management, Inc. The Company is the Plan sponsor as specified by the Plan, Vanguard is the Trustee, Sun America, AIGGIC and Pinebridge are subsidiaries of the Company and Wells Fargo is the custodian of the Stable Trust; therefore, these investments qualify as party-in-interest transactions. The Plan purchased \$133,223 and \$898,022 of AIG common stock during the years ended December 31, 2009 and 2008, respectively. Also, the Plan sold \$208,676 and \$2,767,089 of AIG common stock during the years ended December 31, 2009 and 2008, respectively. The Plan held 736,049 and 743,548 shares of AIG common stock with a fair value of \$807,593 and \$855,080 at December 31, 2009 and 2008, respectively. The Plan had dividends and capital gains of \$454 and \$278,440 for the year ended December 31, 2009 and 2008, respectively.

Additionally, for the plan year ended December 31, 2009, the Company paid fees amounting to \$49,643 to Vanguard. Included in these fees are charges for managing non-Vanguard funds. These fees, which are for the Stable Trust, the Janus Small Cap Value Fund Institutional Shares, Alliance Bernstein International Value Fund, Baron Small Cap fund and the Janus Twenty Fund, are calculated quarterly using basis points.

12. Plan Amendments

Effective July 1, 2008 the Plan was amended to permit the Retirement Board to appoint an independent fiduciary from time to time, to carry out some or all of the Retirement Board's fiduciary responsibilities under the Plan, when it determines that it is in the best interest of the Plan to do so. The Retirement Board may also appoint an independent fiduciary as an investment manager authorized to invest or otherwise manage some or all of the assets of the Plan and any trust maintained in connection with the Plan. In connection with the settlement or resolution of litigation or a dispute related to the Plan, the independent fiduciary has the duty and authority to act on behalf of the Plan to the fullest extent permitted under the law.

Effective on and after May 4, 2009, no new contributions of any kind or transfers from other investment may be invested in the AIG Stock Fund. Contributions invested in the AIG Stock Fund prior to May 4, 2009 may remain invested.

13. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate fluctuation, market volatility and credit quality. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

Plan investments include a variety of investments that may directly or indirectly invest in securities with contractual cash flows. The value, liquidity, and related income of these securities are sensitive to changes in economic conditions and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

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December 31, 2009 and 2008

At December 31, 2009 and 2008, approximately 1.0% and 1.2%, respectively, of the Plan's total investments were invested in the AIG Stock Master Trust. The underlying value of the Company stock is subject to operational and market risks

As noted in AIG's September 30, 2008 Form 10-Q, certain conditions and events occurred which precipitated AIG to enter into an agreement on September 22, 2008 to borrow funds from the Federal Reserve Bank of New York. Since that time, additional agreements have been entered into to provide AIG additional funds. As noted in AIG's December 31, 2009 Form 10-K, as updated for reporting changes by an August 6, 2010 Form 8-K ("10-K") and reaffirmed in AIG's June 30, 2010 Form 10-Q, AIG's management concluded that AIG would have adequate liquidity to continue as a going concern for at least the next twelve months. For further information, please refer to AIG's 10-K and subsequent 2010 quarterly Form 10-Q filings. In addition, the Plan's management and administrator have assessed the impact of these conditions and events and have concluded that the Plan will continue to operate as a going concern. However, AIG's possible inability to meet its future liquidity needs could compromise AIG's ability to fund the Plan.

14. Litigation

Litigation Settlements

ERISA Settlement

Between November 30, 2004 and July 1, 2005, several ERISA actions were filed in the Southern District of New York on behalf of purported class participants and beneficiaries of the Plan that is sponsored by AIG. A consolidated complaint filed on September 26, 2005 alleged a class period between September 30, 2000 and May 31, 2005 and named as defendants AIG, the members of AIG's Retirement Board and the Administrative Board of the Plan at issue, and present or former members of AIG's Board of Directors. The parties have reached an agreement to settle this matter for an amount within AIG's insurance coverage limits. On July 3, 2008, the Court granted preliminary approval of the settlement, and at a hearing on October 7, 2008 the Court issued an order approving the final settlement. The deadline for filing an appeal from the approval order was November 7, 2008. No appeal was filed and the settlement was final. On August 20, 2009, the Plan received \$3,855,243 which was allocated to participants. The amount was accrued for in the financial statements for the year ended December 31, 2008.

In October 2009, AIG learned that there were adjustments required to the amounts initially allocated to participant accounts in the Plan. The adjustments were attributed to AIG's external administrator's misinterpretation of the allocation data which resulted in some participants receiving more than they should have, and others receiving less.

As part of the correction process, \$1,167,732 was removed from the Plan. The corrections to participant accounts were completed in the January to April 2010 timeframe.

SEC Lawsuit

On February 9, 2006, the United States Securities and Exchange Commission filed a Complaint alleging that from at least 2000 until 2005, AIG falsified its financial statements through a variety of sham transactions and entities, and that AIG reported materially false and misleading information about its financial condition. On February 17, 2006, the United States District Court for the

American General Agents' and Managers' Thrift Plan

Notes to Financial Statements

December 31, 2009 and 2008

Southern District (the "Court") entered a Final Judgment against AIG, to which AIG consented without admitting or denying the allegations of the Complaint. On March 3, 2006, AIG paid a total of \$800 million to the Clerk of the Court to be distributed among shareholders of AIG who purchased AIG shares during a specified period. The funds were thereafter deposited in an interest-bearing account with the Court Registry Investment System. Because participants of the Stock Trust came into possession of shares of AIG stock during the specified period, the Stock Trust was entitled to an allocation of amounts from the settlement. On June 12, 2009 Vanguard received a payment of \$763,998 on behalf of the Stock Trust. Funds were allocated among the eligible participants in 2009. This amount was accrued for in the financial statements for the year ended December 31, 2008.

In October 2009, AIG learned that there were adjustments required to the amounts initially allocated to participant accounts in the Plan. The adjustments were attributed to our external administrator's misinterpretation of the allocation data which resulted in some participants receiving more than they should have, and others receiving less. The corrections to participant accounts were completed in the January to April 2010 timeframe. We believe the corrected amounts to be immaterial to the Plans financial statements.

Pending Litigation

During the second quarter of 2008, the Company, certain of its executive officers and directors, and members of AIG's Retirement Board and Investment Committee were named as defendants in eight purported class action complaints asserting claims on behalf of participants in certain pension plans sponsored by AIG or its subsidiaries. On March 19, 2009, the Court consolidated these eight actions as *In re American International Group, Inc. ERISA Litigation II*, and appointed interim lead plaintiffs' counsel. On June 26, 2009, lead plaintiffs' counsel filed a consolidated amended complaint. The action purports to be brought as a class action under ERISA, on behalf of all participants in or beneficiaries of the AIG Incentive Savings Plan, American General Agents' and Managers' Thrift Plan, and the CommoLoCo Thrift Plan (the "Plans") during the period June 15, 2007 through the present and whose participant accounts included investments in the AIG Stock Fund. In the consolidated amended complaint, plaintiffs allege, among other things, that the defendants breached their fiduciary responsibilities to Plan participants and their beneficiaries under ERISA, by continuing to offer the AIG Stock Fund as an investment option in the Plans after it allegedly became imprudent to do so. The alleged ERISA violations relate to, among other things, the defendants' purported failure to monitor and/or disclose unrealized market valuation losses on the American International Group Financial Products Corp. ("AIGFP") super senior credit default swap portfolio as a result of severe credit market disruption. On September 18, 2009, defendants filed a motion to dismiss the consolidated amended complaint. Plaintiffs filed their opposition to defendants' motion to dismiss on November 16, 2009, and defendants filed their reply in further support of their motion to dismiss on January 19, 2010. Thus, this matter is fully briefed and remains pending before the court. No determination at this stage can be made as to the outcome.

American General Agents' and Managers' Thrift Plan

Notes to Financial Statements

December 31, 2009 and 2008

15. Subsequent Events

The Plan's management evaluated subsequent events through October 12, 2010, the date on which the financial statements were available to be issued, and no additional disclosures were required.

Change in Investment Manager

Effective January 1, 2011, a significant portion of the recordkeeper and Trustee services will be transferred from Vanguard to Mercer HR Services, LLC and Mercer Trust Company. On August 19, 2010 and August 27, 2010, the Investment Committee and Retirement Board, respectively, approved a new fund line up.

16. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	2009	2008
Net assets available for benefits per the financial statements	\$ 77,839,184	\$ 77,008,059
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts	169,116	(936,273)
Net assets available for benefits per Form 5500	<u>\$ 78,008,300</u>	<u>\$ 76,071,786</u>

The following is a reconciliation of net additions per the financial statements to the Form 5500:

	Year Ended December 31, 2009
Net additions after transfers per the financial statements	\$ 13,570,155
Add: Changes in adjustment from fair value to contract value for fully benefit-responsive investment contracts	1,105,389
Total additions per Form 5500	<u>\$ 14,675,544</u>

The following is a reconciliation of net increase on the Statement of Changes in Net Assets Available for Benefits per the financial statements to the Form 5500:

	Year Ended December 31, 2009
Net increase per the financial statements	\$ 2,076,322
Add: Changes in adjustment from fair value to contract value for fully benefit-responsive investment contracts	1,105,389
Net increase per Form 5500	<u>\$ 3,181,711</u>

American General Agents' and Managers' Thrift Plan
Form 5500, Schedule H-Part IV, Line 4i
Schedule of Assets (Held at End of Year) ***
December 31, 2009

Issue		Description	Cost **	Current Value	
*	AIG Stable Value Fund	Master Trust	\$	23,944,542	****
*	AIG Stock Fund Master Trust	Master Trust		807,593	***
*	AIG Investment International Diversified Equity Trust	Common Collective Trust		798,237	***
	Alliance Bernstein International Value Fund (Class 1)	Mutual Fund		816,839	***
	Baron Small Cap Fund	Mutual Fund		1,352,580	***
	Janus Twenty Fund	Mutual Fund		2,331,937	***
	Janus Small Cap Value Fund Institutional Shares	Mutual Fund		2,751,236	***
*	SunAmerica Focused Large-Cap Growth Portfolio (Class Z)	Mutual Fund		303,457	***
*	SunAmerica Value Fund (Class Z)	Mutual Fund		403,868	***
*	Vanguard 500 Index Fund Investor Shares	Mutual Fund		3,530,160	***
*	Vanguard International Growth Fund	Mutual Fund		1,619,665	***
*	Vanguard Prime Money Market Fund	Mutual Fund		14,554,954	***
*	Vanguard PRIMECAP Fund Investor Shares	Mutual Fund		11,906,583	***
*	Vanguard Total Bond Market Index Fund Investor Shares	Mutual Fund		3,637,621	***
*	Vanguard Wellington Fund Investor Shares	Mutual Fund		6,118,944	***
*	Vanguard Windsor Fund Investor Shares	Mutual Fund		1,678,645	***
*	Participant loans	Loans issued at interest rates between 3.25% and 10.50%, maturity dates ranging from January 2010 to November 2014		2,781,034	
				<u>\$ 79,337,895</u>	*****
* Party-in-interest.					
** Cost is not required for participant directed investments.					
*** This schedule has been derived from information certified by Vanguard Fiduciary Trust Company, the trustee, as complete and accurate.					
**** This investment was derived from information certified by Wells Fargo, the Stable Trust custodian, as complete and accurate.					
***** Adjustment from fair value to contract value of \$(169,116) is not included in the total					

American General Agents' and Managers' Thrift Plan
Form 5500, Schedule H-Part IV, Line 4i
Schedule of Assets (Held at End of Year) ***
December 31, 2009

Issue	Description	Cost **	Current Value	
* AIG Stable Value Fund	Master Trust		\$ 23,944,542	****
* AIG Stock Fund Master Trust	Master Trust		807,593	***
* AIG Investment International Diversified Equity Trust	Common Collective Trust		798,237	***
Alliance Bernstein International Value Fund (Class 1)	Mutual Fund		816,839	***
Baron Small Cap Fund	Mutual Fund		1,352,580	***
Janus Twenty Fund	Mutual Fund		2,331,937	***
Janus Small Cap Value Fund Institutional Shares	Mutual Fund		2,751,236	***
* SunAmerica Focused Large-Cap Growth Portfolio (Class Z)	Mutual Fund		303,457	***
* SunAmerica Value Fund (Class Z)	Mutual Fund		403,868	***
* Vanguard 500 Index Fund Investor Shares	Mutual Fund		3,530,160	***
* Vanguard International Growth Fund	Mutual Fund		1,619,665	***
* Vanguard Prime Money Market Fund	Mutual Fund		14,554,954	***
* Vanguard PRIMECAP Fund Investor Shares	Mutual Fund		11,906,583	***
* Vanguard Total Bond Market Index Fund Investor Shares	Mutual Fund		3,637,621	***
* Vanguard Wellington Fund Investor Shares	Mutual Fund		6,118,944	***
* Vanguard Windsor Fund Investor Shares	Mutual Fund		1,678,645	***
* Participant loans	Loans issued at interest rates between 3.25% and 10.50%, maturity dates ranging from January 2010 to November 2014		2,781,034	
			<u>\$ 79,337,895</u>	*****
* Party-in-interest.				
** Cost is not required for participant directed investments.				
*** This schedule has been derived from information certified by Vanguard Fiduciary Trust Company, the trustee, as complete and accurate.				
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***** Adjustment from fair value to contract value of \$(169,116) is not included in the total				