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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
AMERICAN GENERAL AGENTS' & MANAGERS' THRIFT PLAN

1b Three-digit plan number (PN) ▶ 006

1c Effective date of plan 08/01/1968

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

AMERICAN INTERNATIONAL GROUP, INC.

180 MAIDEN LANE
NEW YORK, NY 10038

2b Employer Identification Number (EIN) 13-2592361

2c Sponsor's telephone number 212-770-7000

2d Business code (see instructions) 524140

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.	10/05/2012	JUSTIN ORLANDO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

AIG RETIREMENT BOARD
C/O JUSTIN ORLANDO
180 MAIDEN LANE
NEW YORK, NY 10038

3b Administrator's EIN: 13-2592361

3c Administrator's telephone number: 212-770-6614

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

5	Total number of participants at the beginning of the plan year	**5**	4568
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**	3336
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	950
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	4286
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	4287
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2462
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	86
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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)	X	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)	X	Trust
(4)		General assets of the sponsor

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)	X	**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)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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)

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).. . . . . [X] 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

BARON CAPITAL INC.
767 5TH AVENUE
NEW YORK, NY 10153

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

THORNBURG INVESTMENT MGMT
2300 NORTH RIDGETOP ROAD
SANTA FE, NM 87506

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JANUS MUTUAL FUNDS
151 DETROIT STREET
DENVER, CO 80219

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MASSACHUSETTS FINANCIAL SERV.
500 BOYLSTON STREET
BOSTON, MA 02116

(b) Enter name and EIN or address of person who provided you disclosures 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)

VINSON & ELKINS

1001 FANNIN ST.,SUITE 2500
HOUSTON, TX 77002

(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?
36 50	NONE	8518	Yes [ ] No [X]	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 [ ]

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)

(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
MERCER HR SERVICES, INC.	15 38 59 60	1852

(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.
BARON CAPITAL INC. 767 5TH AVENUE NEW YORK, NY 10153	RECORDKEEPING, PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING SUB-TRANSFER AGENCY FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERCER HR SERVICES, INC.	15 38 59 60	7549

(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.
JANUS MUTUAL FUNDS 151 DETROIT STREET DENVER, CO 80219	RECORDKEEPING, PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING SUB-TRANSFER AGENCY FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERCER HR SERVICES, INC.	15 38 59 60	2840

(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.
MASSACHUSETTS FINANCIAL SERV. 500 BOYLSTON STREET BOSTON, MA 02116	RECORDKEEPING, PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING SUB-TRANSFER AGENCY FEES

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
MERCER HR SERVICES, LLC	15 38 59 60	3134

(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.
THORNBURG INVESTMENT MGMT 2300 NORTH RIDGETOP ROAD SANTA FE, NM 87506	RECORDKEEPING, PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING SUB-TRANSFER AGENCY FEES

(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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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)

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
13-2592361-007	M	23824783

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
13-2592361-008	M	483035

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 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 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 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 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 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 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 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 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 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 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 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 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 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 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 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 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
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 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
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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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)		
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)	2649652	2707625
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	24146079	24307818
(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)	51121307	47583939
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		60513
(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	77917038	74659895
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	8018	6376
i Acquisition indebtedness	1i		
j Other liabilities	1j	167106	220112
k Total liabilities (add all amounts in lines 1g through1j)	1k	175124	226488
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	77741914	74433407

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)	617634	
(B) Participants	2a(1)(B)	4260267	
(C) Others (including rollovers)	2a(1)(C)	127747	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5005648
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)	90075	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		90075
(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)	1601789	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1601789
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		-96633
(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)		-1778255
c Other income	2c		116260
d Total income. Add all **income** amounts in column (b) and enter total	2d		4938884
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8065431	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		8065431
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		172746
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)	9214	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		9214
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		8247391
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-3308507
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

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) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] 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.)	**4a**		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.)	**4b**		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.)	**4c**		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.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	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?	**4f**		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?	**4g**		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?	**4h**		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.)	**4i**	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.)	**4j**		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?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		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.	**4n**			

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)

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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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 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** 0

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): 20-2020334

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 of 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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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. 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**

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):

pwc

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, 2011 and 2010 and for the year ended December 31, 2011, 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 3, 6 and 7, which was certified by Mercer Trust Company, the trustee and custodian of the Plan and Wells Fargo Institutional Trust Services as a custodian, 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, 2011 and 2010 and for the year ended December 31, 2011, 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 supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 3, 2012

American General Agents' and Managers' Thrift Plan

Financial Statements and Supplemental Schedule
December 31, 2011 and 2010

American General Agents' and Managers' Thrift Plan
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Financial Statements

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December 31, 2011 and 2010 2

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Supplemental Schedule

Form 5500, Schedule H, Part IV, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2011 20

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.

pwc

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, 2011 and 2010 and for the year ended December 31, 2011, 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 3, 6 and 7, which was certified by Mercer Trust Company, the trustee and custodian of the Plan and Wells Fargo Institutional Trust Services as a custodian, 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, 2011 and 2010 and for the year ended December 31, 2011, 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 supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 3, 2012

American General Agents' and Managers' Thrift Plan
Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
Assets		
Investments, at fair value (see Note 5)		
Mutual funds	$ 47,583,939	$ 51,121,307
AIG Warrants	60,513	-
AIG Stable Value Fund Master Trust	23,824,783	22,796,148
AIG Stock Fund Master Trust	483,035	1,349,931
Total investments, at fair value	71,952,270	75,267,386
Loans receivable from participants	2,707,625	2,649,652
Total assets	74,659,895	77,917,038
Liabilities		
Payable for trustee and administrative expenses	6,376	8,018
Payable for other liabilities	220,112	167,106
Total liabilities	226,488	175,124
Net assets available for benefits at fair value	74,433,407	77,741,914
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(668,997)	(564,183)
Net assets available for benefits	$ 73,764,410	$ 77,177,731

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, 2011

		2011
Additions to net assets attributed to		
Investment income (loss)		
Net depreciation in fair value of mutual funds	$	(1,778,255)
Net appreciation in fair value of AIG Warrants		70,921
Interest in investment income of the AIG Stable Value Fund Master Trust		584,346
Interest in investment income (loss) of the AIG Stock Fund Master Trust		(785,793)
Dividend income		1,601,789
Net investment loss		(306,992)
Interest income from participant loans		90,075
Contributions		
Participants		4,260,267
Employer		617,634
Rollovers		127,747
Total contributions		5,005,648
Other additions		45,339
Total additions to net assets		4,834,070
Deductions from net assets attributed to		
Distributions paid to participants		8,238,177
Administrative expenses		8,525
Redemption fees paid by participants		601
Other deductions		88
Total deductions from net assets		8,247,391
Net decrease		(3,413,321)
Net assets available for benefits at:		
Beginning of year		77,177,731
End of year	$	73,764,410

See accompanying notes to the financial statements.

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.

General

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

The custodian and trustee of the Plan is Mercer Trust Company ("Mercer") for 2011 and was Vanguard Fiduciary Trust Company ("Vanguard") for 2010.

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. 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 of three percent of their eligible annual compensation (base salary and commissions). All contributions are subject to the contribution limitations discussed below. Participants may also make additional pre-tax contributions in an amount ranging from one to forty-seven percent of their eligible annual compensation. Employee contributions and earnings vest immediately. The Company makes matching contributions equal to 33.333% of the participant's basic contribution. After three years of service, employees are fully vested in the Company's matching contributions and earnings.

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 2011, pursuant to Internal Revenue Service rules, the total amount of a participant's pre-tax contributions was limited to $16,500. 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 $5,500 in pre-tax catch up contributions. These additional pre-tax contributions are not eligible for Company match.

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

Plan assets are invested in the investment options offered under the Plan at the direction of Plan participants, and in accordance with the Plan document.

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 (a competing fund) are not allowed. Instead, 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.

Effective May 4, 2009, the Stock Trust was closed to new contributions. Only Company matching contributions were permitted to be invested in the Stock Trust.

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. Mercer 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.

Warrants

As part of AIG's recapitalization plan on January 14, 2011 (that resulted in the U.S. Treasury Department holding approximately 92% of AIG's outstanding common stock) , AIG declared a "warrant dividend" on shares of AIG common stock outstanding on January 13, 2011 (the "record date"). Holders of common stock on the record date received .533933 warrants per share of common stock. Each warrant entitles the holder to purchase one share of AIG common stock at a price of $45 per share. The AIG warrants were distributed at the close of business on January 19, 2011 to AIG's common shareholders of record (those "holding shares") as of January 13, 2011, including the Stock Trust (a fund invested primarily in AIG common stock) in which certain participants in the Plans elected to have a portion of their accounts invested (prior to when the Fund was frozen to new contribution in mid-May 2009).

Distributions

An employee can withdraw the vested portion of his or her account in the Plan upon termination, retirement, death, or if 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 eligible 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 and terminate employment 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 and $5,000 or less for spousal beneficiaries or alternate payees pursuant to a qualified domestic relations order.

Accounts of participants who retire on or after age 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 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 or the Warrants may elect to receive the total in cash, in shares of AIG common stock or in some combination of cash and shares. 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. General purpose loans are granted for a period not to exceed five years. A second loan option is also available for the purchase of a primary residence. These home loans are granted for a period not to exceed fifteen years. 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 originates. Loans outstanding at December 31, 2011 have been issued at interest rates between 3.25% and 10.50%. Loan repayments by participants, including principal and interest, are paid ratably through payroll deductions.

Each loan is secured through the vested balance in the participant's Plan account. If a participant defaults on his or her loan by failing to make timely repayments, the outstanding principal and interest due on the loan is treated as a deemed distribution and reported as a taxable distribution to the participant in the year of default. If the participant has an outstanding loan and takes a distribution of his or her Plan benefit, the outstanding principal and interest due on the loan is deducted from the amount distributed to the participant.

Redemption Fees

The Vanguard PRIMECAP Fund charges a redemption fee of 1% on shares that are exchanged out of the fund within one year 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.

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 Plan's forfeiture account were $20,108 and $1,138 at December 31, 2011 and 2010, respectively. In 2011, forfeited contributions of $10,167 were used to pay administrative expenses of 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 generally accepted accounting principles in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP 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 are valued at the net asset value ("NAV") of the shares held by the Plan at year end. The NAV per share is calculated daily by each fund based on the market value of the underlying securities within each fund. 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. 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. AIG Warrants are stated at fair value based on the closing market quotations on the last business day of the year, which is obtained from the New York Stock Exchange.

Investment contracts in the Stable Trust are reported at fair value. However, contract value is the relevant financial statement measurement attributable to 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. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts in the Stable Trust, as well as the adjustment of the fully benefit-

responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

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.

Loans Receivable from Participants

Participant loans are classified as Loans receivable from participants in the Statement of Net Assets Available for Benefits and are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Distributions

Distributions paid to participants are recorded when paid.

Recent Accounting Standards

Fair Value Measurements and Disclosures

In May 2011, the Financial Accounting Standards Board ("FASB") issued an accounting standard, which substantially converged fair value measurement and disclosure requirements in U.S. GAAP with International Financial Reporting Standards ("IFRS"). The amendment creates a common definition of fair value and requires significant additional disclosures. Specifically, the standard includes new required quantitative disclosures about unobservable inputs for all Level 3 fair value measurements, as well as qualitative disclosures about the sensitivity inherent in recurring Level 3 fair value measurements, and is effective for fiscal year beginning after December 15, 2011.

In January 2010, the FASB issued an accounting standard that requires fair value disclosures about significant transfers between Level 1 and 2 measurement categories and separate presentation of purchases, sales, issuances and settlements ("gross presentation") within the roll forward of Level 3 activity. This updated fair value guidance clarifies the disclosure requirements about the level of disaggregation and valuation techniques and inputs. The standard was effective for reporting periods beginning after December 15, 2009, except for the gross presentation required in Level 3, which is effective for fiscal years beginning after December 15, 2010. This guidance is not applicable to these financial statements.

Subsequent Events

The Plan's management evaluated subsequent events through October 3, 2012, the date on which the financial statements were available to be issued and no additional disclosures were required.

3. 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 custodian, which was furnished to Plan management. Plan management has obtained certifications from the Trustee and custodian that such information is complete and accurate.

	2011	2010
Investments, at fair value	$ 71,952,270	$ 75,267,386
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(668,997)	(564,183)
Investments, at contract value	$ 71,283,273	$ 74,703,203
Loans receivable from participants	$ 3,259,698	$ 3,172,105
Net investment loss	$ (306,992)	
Interest income from participant loans	$ 90,075	

In addition, disclosures included in notes 3, 6 and 7 and the Supplemental Schedule of Assets Held at End of Year for Investment Purposes related to the investments and investment income detailed above have been derived from information certified by the trustee and the custodian.

4. Investments

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

	2011	2010
AIG Stable Value Fund Master Trust	$ 23,824,783	$ 22,796,148
Vanguard Institutional Index Fund Instl Plus Shares	4,125,524	4,438,226
Vanguard PRIMECAP Fund Admiral Shares	9,614,683	11,321,155
Vanguard Prime Money Market Fund Instl Shares	11,859,515	11,808,385
Vanguard Wellington Fund Admiral Shares	6,258,552	6,666,604
Vanguard Total Bond Market Index Fund Instl Plus Shares	4,141,098	4,330,341

5. Fair Value Measurements

The Plan carries its investments at fair value which for disclosure purposes are measured and classified in accordance with a hierarchy that prioritizes inputs to 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. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in these securities. Based on the Plan's investment strategy, Plan management believes it has no significant concentrations of risk.

Following are descriptions of the valuation methodologies used for instruments carried at fair value in the Plan; the methods described 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, 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.

Mutual Funds, Money Market Fund and Common Collective Trusts

Valued at the NAV of shares held by the Plan at year-end.

AIG Warrants

The fair value of the AIG warrants are determined by obtaining quoted prices in active markets. Market price data generally is obtained from the New York Stock Exchange.

Synthetic Guaranteed Investment Contracts (also known as Security-backed assets)

Plan management determines the fair value of a wrapper contract provided by a security-backed contract issuer as 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. The fair value of common collective trusts are valued at the net asset value of the shares held by the Plan at year-end. The NAV per share is calculated daily by each fund based on the market value of the underlying securities within each fund.

Investments at Fair Value by Level

The following tables present information about the Plan's investments measured at fair value and indicates the level of the fair value measurement based on the levels of the inputs used at December 31, 2011 and 2010, respectively. It does not include the Plan's interest in the Stable Trust and the Stock Trust.

	2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds				
Fixed Income Funds	$ 16,000,613	$ -	$ -	$ 16,000,613
Index Funds	4,432,988	-	-	4,432,988
Balanced Fund	7,390,028	-	-	7,390,028
Growth Funds	1,690,232	-	-	1,690,232
Equity Funds	15,514,077	-	-	15,514,077
International Equity Funds	2,556,001	-	-	2,556,001
Total Mutual Funds	47,583,939	-	-	47,583,939
Warrants				
Warrants	60,513	-	-	60,513
Total Investments	$ 47,644,452	$ -	$ -	$ 47,644,452

	2010			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds				
Fixed Income Funds	$ 16,138,726	$ -	$ -	$ 16,138,726
Index Funds	4,438,226	-	-	4,438,226
Balanced Fund	6,666,604	-	-	6,666,604
Growth Funds	2,171,786	-	-	2,171,786
Equity Funds	18,287,899	-	-	18,287,899
International Equity Funds	3,418,066	-	-	3,418,066
Total Investments	$ 51,121,307	$ -	$ -	$ 51,121,307

The following tables set forth by level, within the fair value hierarchy, the Stable Trust assets at fair value as of December 31, 2011 and 2010, respectively:

	2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Security Backed Contracts				
Corporate Bonds	$ -	$ 45,314,976	$ -	$ 45,314,976
U.S. Government Bonds	-	38,663,151	-	38,663,151
Municipal Bonds	-	9,193,378	-	9,193,378
Other	-	180,416,182	-	180,416,182
Wrapper Contracts	-	48,046	-	48,046
Collective Trusts	-	199,232,764	-	199,232,764
Total assets	-	472,868,497	-	472,868,497
Liabilities	-	(255,976)	-	(255,976)
Total net assets	-	472,612,521	-	472,612,521
Plan Interest in Stable Trust	$ -	$ 23,824,783	$ -	$ 23,824,783

	2010			
	Level 1	**Level 2**	**Level 3**	**Total**
Security Backed Contracts				
Corporate Bonds	$ -	$ 44,882,193	$ -	$ 44,882,193
U.S. Government Bonds	-	53,497,475	-	53,497,475
Municipal Bonds	-	10,850,127	-	10,850,127
Other	-	135,470,028	-	135,470,028
Wrapper Contracts	-	493,561	-	493,561
Collective Trusts	-	237,266,967	-	237,266,967
Total assets	-	482,460,351	-	482,460,351
Liabilities	-	(245,008)	-	(245,008)
Total net assets	-	482,215,343	-	482,215,343
Plan Interest in Stable Trust	$ -	$ 22,796,148	$ -	$ 22,796,148

The following tables set forth by level, within the fair value hierarchy, the Stock Trust assets at fair value as of December 31, 2011 and 2010, respectively:

	2011			
	Level 1	**Level 2**	**Level 3**	**Total**
AIG Common Stock	$ 8,674,277	$ -	$ -	$ 8,674,277
Total asset	8,674,277	$ -	$ -	$ 8,674,277
Plan Interest in Stock Trust	$ 483,035	$ -	$ -	$ 483,035

	2010			
	Level 1	**Level 2**	**Level 3**	**Total**
AIG Common Stock	$ 25,955,158	$ -	$ -	$ 25,955,158
Money Market Fund	8,823	-	-	8,823
Total assets	$ 25,963,981	$ -	$ -	$ 25,963,981
Plan Interest in Stock Trust	$ 1,349,931	$ -	$ -	$ 1,349,931

6. Master Trust Information – AIG Stable Value Fund Master Trust

The Plan invests in the AIG Stable Value Fund Master Trust ("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 Mercer.

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.

Percentage interests in the Stable Trust assets as of December 31, 2011 and 2010 were as follows:

	2011	2010
American International Group, Inc. Incentive Savings Plan	94.53%	94.91%
American General Agents' and Managers' Thrift Plan	5.04	4.73
Chartis International Company Puerto Rico Capital Growth Plan	0.43	0.36
Total	100.00%	100.00%

The Stable Trust primarily invests in investment contracts, including traditional guaranteed investment contracts (GICs) and security-backed contacts (also known as a synthetic GIC) issued by insurance companies and other financial institutions. All investments in the Stable Trust are fully benefit-responsive. 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 synthetic GIC is composed of individual assets, usually a portfolio of high quality fixed income securities placed in a trust. The Stable Trust purchased a third-party issued benefit-responsive wrapper contract that guarantees participant transactions are executed at contract value. 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 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 average yield rates of the Stable Trust were 1.55% and 1.69% for the years ended December 31, 2011 and 2010, respectively. The average crediting interest rate was 2.65% and 2.90% as of December 31, 2011 and 2010, 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.

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. Plan management 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, 2011 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 Short Term Investment Fund G		$ 30,642,304	$ -	$ -	$ 30,642,304
Wells Fargo Stable Return Fund G		168,590,460	-	(4,272,273)	164,318,187
Total Common Collective Trust		199,232,764	-	(4,272,273)	194,960,491
Security-backed contracts:					
Wrapper Contracts:					
Natixis Financial Products Inc.	Aa3/A+	-	-	(1,465,208)	52,896,308
Prudential Insurance Co. of America	A2/AA-	-	-	(2,678,550)	88,461,230
Monumental Life Ins. Co.	A1/AA-	-	48,046	(2,426,026)	69,210,462
Pacific Life Insurance Company	A1/A+	-	-	(2,430,349)	54,067,600
Corporate Bonds		45,314,976	-	-	-
U.S. Government Bonds		38,663,151	-	-	-
Municipal Bonds		9,193,378	-	-	-
Other		180,416,182	-	-	-
Total Security-backed contracts:		273,587,687	48,046	(9,000,133)	264,635,600
Total Investments		$ 472,820,451	$ 48,046	$ (13,272,406)	$ 459,596,091

Investments held by the Stable Trust at December 31, 2010 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 Short Term Investment Fund G		$ 53,016,925	$ -	$ -	$ 53,016,925
Wells Fargo Stable Return Fund G		184,250,042	-	(3,966,244)	180,283,798
Total Common Collective Trust		237,266,967	-	(3,966,244)	233,300,723
Security-backed contracts:					
Wrapper Contracts:					
Natixis Financial Products Inc.	Aa3/A+	-	-	(903,311)	51,389,515
J.P. Morgan Chase Bank, NA	Aa1/AA-	-	352,047	(2,302,299)	81,760,829
Monumental Life Ins. Co.	A1/AA-	-	47,171	(2,357,649)	52,037,480
Pacific Life Insurance Company	A1/A+	-	94,343	(2,404,821)	52,037,480
Corporate Bonds		44,882,193	-	-	-
U.S. Government Bonds		53,497,475	-	-	-
Municipal Bonds		10,850,127	-	-	-
Other		135,470,028	-	-	-
Total Security-backed contracts:		244,699,823	493,561	(7,968,080)	237,225,304
Total Investments		$ 481,966,790	$ 493,561	$ (11,934,324)	$ 470,526,027

Investment income for the Stable Trust was as follows:

	Year ended December 31, 2011
Net appreciation in fair value of Stable Trust	$ 4,132,560
Interest income	7,399,392
Total investment income	$ 11,531,952
Plan Interest in Stable Trust	$ 584,346

7. 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 Mercer.

Percentage interests in the Stock Trust assets as of December 31 were as follows:

	2011	2010
American International Group, Inc. Incentive Savings Plan	94.28%	94.64%
American General Agents' and Managers' Thrift Plan	5.57	5.20
Chartis International Company Puerto Rico Capital Growth Plan	0.15	0.16
	100.00%	100.00%

The Stock Trust has investments in AIG common stock and 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 NAV 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.

Investments held by the Stock Trust as of December 31, 2011 and 2010 were as follows:

	2011	2010
American International Group, Inc. Common Stock	$ 8,674,277	$ 25,955,158
Vanguard Prime Money Market Fund	-	8,823
Total investments	$ 8,674,277	$ 25,963,981
Plan Interest in Stock Trust	$ 483,035	$ 1,349,931

Investment loss for the Stock Trust was as follows:

	Year Ended December 31, 2011
Net depreciation in fair value of the Stock Trust	$ (14,201,740)
Total investment loss	$ (14,201,740)
Plan Interest in Stock Trust	$ (785,793)

8. Tax Status

The Plan received a determination letter from the Internal Revenue Service ("IRS") dated May 3, 2012, stating that the Plan is qualified under the appropriate sections of the Code and, therefore, the related trust is exempt from taxation.

Tax positions taken by the Plan must be evaluated and a tax liability (or asset) recognized if the Plan Administrator deems it more-likely-than-not that the Plan has taken an uncertain position that would not be sustained upon examination by the IRS. As of December 31, 2011, it was determined that there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the IRS; however, there are currently no audits in progress for any tax periods.

9. Administrative Expenses

The Plan paid administrative expenses including asset management, Trustee and recordkeeping fees amounting to $8,525 for the year ended December 31, 2011. 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.

11. Related Party Transactions

Plan investments include units of the Stock Trust, which hold AIG common stock and mutual funds managed by Mercer. The Company is the Plan sponsor as specified by the Plan, Mercer is the Trustee and Wells Fargo is the custodian of the Stable Trust; therefore, these investments qualify as party-in-interest transactions. The Plan did not purchase units of the Stock Trust during the years ended December 31, 2011 and 2010. Also, the Plan sold $81,041 and $132,945 of the Stock Trust during the years ended December 31, 2011 and 2010, respectively. The Plan held 570,027 and 641,390 units of the Stock Trust with a fair value of $483,035 and $1,349,931 at December 31, 2011 and 2010, respectively. The Plan received no dividends on the Stock Trust for the year ended December 31, 2011 and 2010.

Plan investments include units of AIG warrants, which hold AIG common stock; managed by Mercer. The Plan held 10,982 units of AIG warrants with a fair value of $60,513 at December 31, 2011.

Additionally, for the Plan year ended December 31, 2011, the Company paid fees amounting $89,575 to Mercer. These fees are calculated quarterly using basis points.

12. Risks and Uncertainties

The Plan's investments including those in the Master Trust are exposed to various risks such as interest rate fluctuations, market volatility and credit risks. 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 and changes in the value of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits and Statement of Changes in 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.

At December 31, 2011 and 2010, approximately 1% 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.

13. Litigation

Pending Litigation

Between June 25, 2008, and November 25, 2008, AIG, certain directors and officers of AIG 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. On June 26, 2009, lead plaintiffs' counsel filed a consolidated amended complaint (the "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 (the "ISP Plan"), American General Agents' and Managers' Thrift Plan (the "AGLA Plan"), and the CommoLoCo Thrift Plan (collectively, the "Plans") during the period June 15, 2007 through the present and whose participant accounts included investments in the AIG Stock Fund. In the 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 certain matters, including exposure to the U.S. residential subprime mortgage market, unrealized market valuation losses on AIG FP's super senior credit default swap portfolio, losses and liquidity constraints relating to AIG's securities lending program and related disclosure and other matters.

On September 18, 2009, defendants filed motions to dismiss the Complaint. On March 31, 2011, the Court granted in part and denied in part the defendants' motion to dismiss. The Court dismissed all claims with respect to the CommoLoco Thrift Plan. The Court denied the motion to dismiss in all material respects with regard to the ISP Plan and the AGLA Plan. The defendants filed answers to the Complaint on August 5, 2011. As a result of the Second Circuit's 2011 ruling in the In re Citigroup case and defendants' motion on the pleadings, the Judge presiding over the litigation order the Plaintiffs to file an

amended complaint. Plaintiffs did so on September 6, 2012. Plaintiffs' claims are asserted against AIG and the purported individual fiduciaries of the Plans and, therefore, any damages recovered would be from those individual defendants and not directly from the Plans.

As of September 20, 2012, plaintiffs have not specified an amount of alleged damages, most factual discovery has been completed, and the parties have agreed that the remaining discovery items will be deferred until after the Court rules on its motion to dismiss, and the Court has not determined if a class action is appropriate or the size or scope of any class. As a result, AIG is unable to reasonably estimate the possible loss or range of losses, if any, arising from the litigation.

14. Change in Service Provider

Effective December 31, 2010, the record keeper and Trustee services were transferred from Vanguard to Mercer HR Services, LLC and Mercer Trust Company, respectively.

15. 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:

	2011	2010
Net assets available for benefits per the financial statements	$ 73,764,410	$ 77,177,731
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts	668,997	564,183
Net assets available for benefits per Form 5500	$ 74,433,407	$ 77,741,914

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

	Year Ended December 31, 2011
Total additions per the financial statements	$ 4,834,070
Add: Changes in adjustment from fair value to contract value for fully benefit-responsive investment contracts	104,814
Total additions per Form 5500	$ 4,938,884

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

	Year Ended December 31, 2011
Net decrease per the financial statements	$ (3,413,321)
Add: Changes in adjustment from fair value to contract value for fully benefit-responsive investment contracts	104,814
Net decrease per Form 5500	$ (3,308,507)

16. Plan Amendments

Effective January 1, 2013, the Plan will be amended to allow participants to make Roth after-tax employee contributions and will be offering a Primary Residence loan in addition to the general purpose loan which is currently offered under the Plan.

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, 2011

	Issue	Description	Cost **	Current Value	
*	AIG Stable Value Fund Master Trust	Master Trust		$ 23,824,783	****
*	AIG Stock Fund Master Trust	Master Trust		483,035	***
*	AIG Warrants	Warrants		60,513	***
	Thornburg International Value Equity Fund	International Equity Mutual Fund		684,073	***
	Baron Small Cap Fund Instl Shares	Equity Mutual Fund		1,684,688	***
	Janus Twenty Fund Class T Shares	Equity Mutual Fund		1,564,192	***
	Perkins Small Cap Value Fund Class I	Equity Mutual Fund		2,596,775	***
	MFS Value Fund R4	Growth Mutual Fund		1,690,232	***
	Vanguard PRIMECAP Fund Admiral Shares	Equity Mutual Fund		9,614,683	***
	Vanguard Extended Market Index Fund	Index Mutual Fund		307,464	***
	Vanguard FTSE All World ex-US Index Fund Instl Shares	International Equity Mutual Fund		1,871,928	***
	Vanguard Prime Money Market Fund Instl Shares	Fixed Income Mutual Fund		11,859,515	***
	Vanguard Total Bond Market Index Fund Instl Plus Shares	Fixed Income Mutual Fund		4,141,098	***
	Vanguard Wellington Fund Admiral Shares	Balanced Mutual Fund		6,258,552	***
	Vanguard Target Retirement Income Fund	Equity Mutual Fund		53,739	***
	Vanguard Target Retirement 2005 Investor shares	Balanced Mutual Fund		21,386	***
	Vanguard Target Retirement 2010 Investor shares	Balanced Mutual Fund		48,338	***
	Vanguard Target Retirement 2015 Investor shares	Balanced Mutual Fund		230,900	***
	Vanguard Target Retirement 2020 Investor shares	Balanced Mutual Fund		239,803	***
	Vanguard Target Retirement 2025 Investor shares	Balanced Mutual Fund		226,227	***
	Vanguard Target Retirement 2030 Investor shares	Balanced Mutual Fund		146,450	***
	Vanguard Target Retirement 2035 Investor shares	Balanced Mutual Fund		93,159	***
	Vanguard Target Retirement 2040 Investor shares	Balanced Mutual Fund		17,281	***
	Vanguard Target Retirement 2045 Investor shares	Balanced Mutual Fund		83,016	***
	Vanguard Target Retirement 2050 Investor shares	Balanced Mutual Fund		20,389	***
	Vanguard Target Retirement 2055 Investor shares	Balanced Mutual Fund		4,527	***
	Vanguard Institutional Index Fund Instl Plus shares	Index Mutual Fund		4,125,524	***
	Total Investments			71,952,270	*****
*	Loans receivable from participants	Loans issued at interest rates between 3.25% and 10.50%, maturity dates ranging from January 2012 to January 2017		2,707,625	***
	Total			$ 74,659,895	

* Party-in-interest.

** Cost is not required for participant directed investments.

*** These investments were derived from information certified by Mercer 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 $(668,997) is not included in the total.

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN GENERAL AGENTS' & MANAGERS' THRIFT PLAN **EIN:** 13-2592361
Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP, INC. **PN:** 006

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD WELLINGTON FUND	MUTUAL FUND		6,258,552
	MFS VALUE FUND	MUTUAL FUND		1,690,232
	BARON SMALL CAP FUND	MUTUAL FUND		1,684,688
	VANGUARD EXTENDED MKT INX FD	MUTUAL FUND		307,464
	PERKINS SMALL CAP VALUE FUND	MUTUAL FUND		2,596,775
	VANGUARD TGT RET INCOME FD	MUTUAL FUND		53,739
	VANGUARD TGT RET 2005 FD	MUTUAL FUND		21,386

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN GENERAL AGENTS' & MANAGERS' THRIFT PLAN **EIN:** 13-2592361
Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP, INC. **PN:** 006

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD TGT RET 2010 FD	MUTUAL FUND		48,338
	VANGUARD TGT RET 2015 FD	MUTUAL FUND		230,900
	VANGUARD TGT RET 2020 FD	MUTUAL FUND		239,803
	VANGUARD TGT RET 2025 FD	MUTUAL FUND		226,227
	VANGUARD TGT RET 2030 FD	MUTUAL FUND		146,450
	VANGUARD TGT RET 2035 FD	MUTUAL FUND		93,159
	VANGUARD TGT RET 2040 FD	MUTUAL FUND		17,281

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN GENERAL AGENTS' & MANAGERS' THRIFT PLAN **EIN:** 13-2592361
Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP, INC. **PN:** 006

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD TGT RET 2045 FD	MUTUAL FUND		83,016
	VANGUARD TGT RET 2050 FD	MUTUAL FUND		20,389
	VANGUARD TGT RET 2055 FD	MUTUAL FUND		4,527
	VANGUARD FTSE ALL-WLD EX U.S.INS FD	MUTUAL FUND		1,871,928
	THORNBURG INTL VALUE FUND	MUTUAL FUND		684,073
	JANUS TWENTY FUND	MUTUAL FUND		1,564,192
	VANGUARD PRIMECAP FUND	MUTUAL FUND		9,614,683

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN GENERAL AGENTS' & MANAGERS' THRIFT PLAN **EIN:** 13-2592361
Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP, INC. **PN:** 006

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD INSTITUTIONAL IDX FD	MUTUAL FUND		4,125,524
	VANGUARD PRIME MONEY MKT FD	MUTUAL FUND		11,859,515
	VANGUARD TOTAL BOND MKT INX FD	MUTUAL FUND		4,141,098
	AIG STABLE VALUE FUND	MASTER TRUST		23,824,783
	LOAN FUND	PARTICIPANT LOANS		2,707,625
	AIG COMPANY STOCK FUND	MASTER TRUST		483,035
	AIG WARRANTS	EMPLOYER SECURITIES		60,513