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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [X] a multiple-employer plan; or
- [ ] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [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 INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 10/01/1985

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

AMERICAN INTERNATIONAL GROUP INC

175 WATER STREET
20TH FLOOR
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.	10/14/2014	JUSTIN ORLANDO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	DON CUMMINGS
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

AIG RETIREMENT BOARD
C/O JUSTIN ORLANDO
175 WATER STREET
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**	43235
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**	28274
b	Retired or separated participants receiving benefits	**6b**	524
c	Other retired or separated participants entitled to future benefits	**6c**	14955
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	43753
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	21
f	Total. Add lines **6d** and **6e**.	**6f**	43774
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	40638
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3F 3H 2S

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

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

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

GALLIARD CAPITAL MANAGEMENT
800 LASALLE AVE
STE 1100
MINNEAPOLIS, MN 55402

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

JANUS MUTUAL FUND
151 DETROIT STREET
DENVER, CO 80219-0668

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

VANGUARD
100 VANGUARD BLVD
MALVERN, PA 19355-2331

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

MASSACHUSETTS FINANCIAL SERV.

500 BOYLESTON STREET
BOSTON, MA 02116-3741

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

THORNBURG COL

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

MELLON BANK N.A.

ONE MELLON BANK CENTER
ROOM 0930
PITTSBURGH, PA 15258

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

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

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

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

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

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)

MERCER HR SERVICES, LLC

INVESTORS WAY
NORWOOD, MA 02062-1584

(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?
15 21 25 37 38 49 50 59 60 62 64 65 72 99	RECORDKEEPER/TRUSTEE	145812	Yes [X] No [ ]	Yes [ ] No [X]	644173	Yes [ ] No [X]

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

WILLIS MCDONALD CO. INC.

44 WEST 62ND STREET
NEW YORK, NY 10023

(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?
50	NONE	133640	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

AON CORPORATION

200 E. RANDOLPH STREET
CHICAGO, IL 60601

(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?
50	NONE	82788	Yes [ ] No [X]	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)

ALSTON & BIRD LLP

THE ATLANTIC BUILDING
950 F STREET, NW
WASHINGTON, DC 20004

(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?
50	NONE	68458	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRICEWATERHOUSECOOPERS LLP

P.O. BOX 7247-8001
PHILADELPHIA, PA 19170-8001

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	AUDITOR	41181	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

GROOM LAW GROUP, CHARTERED

1701 PENNSYLVANIA AVE, N.W.
SUITE 1200
WASHINGTON, DC 20006

(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?
50	NONE	34183	Yes [ ] No [X]	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)

EVERCORE TRUST COMPANY, N.A.

601 S. FIGUEROA STREET
44TH FLOOR
LOS ANGELES, CA 90017

(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?
50	NONE	21942	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, LLC	15 38 59 60 21 25	120685

(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 FEES 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, LLC	15 38 59 60 21 25	343293

(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 80219-0668	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES 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, LLC	15 38 59 60	173675

(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 BOYLESTON STREET BOSTON, MA 02116-3741	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES 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 62 21 25	6521

(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.
WELLS FARGO N.A. 90 S. 7TH STREET 7TH FLOOR MINNEAPOLIS, MN 55402	RECORDKEEPING TRUSTEE TRUSTEE (DIRECTED) FLOAT REVENUE

(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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

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 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	474482928

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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

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)	3868631	5568692
(2) Participant contributions	1b(2)	109866	
(3) Other	1b(3)		0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	49830273	55279627
(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)	470304105	474482928
(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)	2629699347	3339196762
(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)	2301101	3027931
(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	3156113323	3877555940
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	85743	138734
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	85743	138734
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	3156027580	3877417206

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)	143367103	
(B) Participants	2a(1)(B)	195919879	
(C) Others (including rollovers)	2a(1)(C)	23644572	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		362931554
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	1679612	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1679612
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	136755998	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		136755998
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	314150	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	249661	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		64489
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	959849	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		959849

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		1397069
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		510884414
c Other income	2c		228551
d Total income. Add all **income** amounts in column (b) and enter total	2d		1014901536
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	296360927	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		296360927
f Corrective distributions (see instructions)	2f		50227
g Certain deemed distributions of participant loans (see instructions)	2g		210125
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	99575	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	138480	
(4) Other	2i(4)	467631	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		705686
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		297326965
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		717574571
l Transfers of assets:			
(1) To this plan	2l(1)		3815055
(2) From this plan	2l(2)		0

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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	

			Yes	No	Amount
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Independent Auditor's Report

To the Participants and Administrator of
American International Group, Inc. Incentive Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of American International Group, Inc. Incentive Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and December 31, 2012 and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 Note 3, which was certified by Mercer Trust Company, the trustee of the Plan, and Wells Fargo Institutional Trust Services, custodian, except for comparing such information with the related information included in the financial statements. 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, 2013 and December 31, 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee and custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial statements.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2013 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental 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.

October 9, 2014

American International Group, Inc. Incentive Savings Plan

Financial Statements and Supplemental Schedule
December 31, 2013 and 2012

American International Group, Inc. Incentive Savings Plan
Index

Page(s)

Independent Auditor's Report ……1-2

Financial Statements

Statements of Net Assets Available for Benefits
as of December 31, 2013 and 2012..... 3

Statement of Changes in Net Assets Available for Benefits
for the year ended December 31, 2013..... 4

Notes to Financial Statements
December 31, 2013 and 2012……..……....5-22

Supplemental Schedule

Form 5500, Schedule H, Part IV, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2013 23

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.

Independent Auditor's Report

To the Participants and Administrator of
American International Group, Inc. Incentive Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of American International Group, Inc. Incentive Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and December 31, 2012 and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 Note 3, which was certified by Mercer Trust Company, the trustee of the Plan, and Wells Fargo Institutional Trust Services, custodian, except for comparing such information with the related information included in the financial statements. 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, 2013 and December 31, 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee and custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial statements.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2013 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental 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.

October 9, 2014

American International Group, Inc. Incentive Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
Assets		
Investments, at fair value (see Note 5)		
Mutual funds	$ 3,339,196,762	$ 2,629,699,347
AIG Warrants	3,027,931	2,301,101
AIG Master Trust (see Note 6)	474,482,928	470,304,105
Total investments, at fair value	3,816,707,621	3,102,304,553
Receivables		
Participant contributions	-	109,866
Employer contribution	5,568,692	3,868,631
Loans receivable from participants	55,279,627	49,830,273
Total receivables	60,848,319	53,808,770
Total assets	3,877,555,940	3,156,113,323
Liabilities		
Payable for trustee and administrative fees	138,734	85,743
Total liabilities	138,734	85,743
Net assets available for benefits at fair value	3,877,417,206	3,156,027,580
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(3,291,478)	(14,810,872)
Net assets available for benefits	$ 3,874,125,728	$ 3,141,216,708

See accompanying notes to the financial statements.

American International Group, Inc. Incentive Savings Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2013

		2013
Additions to net assets attributed to		
Investment income		
Net appreciation in fair value of mutual funds	$	510,884,414
Net appreciation in fair value of AIG Warrants		1,024,338
Interest in AIG Master Trust		12,916,463
Dividend income		136,755,998
Net investment Income		661,581,213
Interest income from participant loans		1,679,612
Contributions		
Participants		195,919,879
Employer		143,367,103
Rollovers		23,644,572
Total contributions		362,931,554
Other additions		228,551
Total additions to net assets before transfer		1,026,420,930
Service Net Transfer in (See Note 13)		3,815,055
Total additions to net assets after transfer		1,030,235,985
Deductions from net assets attributed to		
Distributions paid to participants		296,621,279
Administrative expenses		436,053
Redemption fees paid by participants		144,790
Other deductions		124,843
Total deductions from net assets		297,326,965
Net increase		732,909,020
Net assets available for benefits at		
Beginning of year		3,141,216,708
End of year	$	3,874,125,728

See accompanying notes to the financial statements.

1. Description of the Plan

The following description of the American International Group, Inc. Incentive Savings Plan (the "Plan") provides only general information. Plan participants should refer to the Plan document for a complete description of the Plan's provisions. Copies of the Plan document are available from the Plan Administrator.

General

The Plan was established on October 1, 1985 and has been subsequently amended and restated, most recently as of January 1, 2012. The Plan is sponsored by American International Group, Inc. (the "Company" or "AIG"). The Plan Administrator is the AIG Retirement Board (the "Board") of the Company. The Plan is a defined contribution 401(k) plan with matching contributions. The Plan satisfies nondiscrimination testing under Section 401(k)(12) of the Internal Revenue Code of 1986, as amended (the "Code") and is intended to comply with Section 404 (c) of the Employee Retirement Income Security Act of 1974 ("ERISA").

All salaried employees of AIG and certain of its subsidiaries and affiliates regularly employed in the United States (including certain U.S. citizens employed abroad on a U.S. dollar payroll) are eligible to enroll in the Plan as soon as administratively feasible following an employee's date of hire.

The recordkeeper, custodian and trustee of the Plan is Mercer Trust Company ("collectively, Mercer").

Participant Accounts

Each participant's Plan account is credited with his/her employee contributions, the Company matching contributions, plus an allocation of the investment income and/or (loss) and certain expenses, where applicable. The Plan benefit to which a participant is entitled is the amount of the participant's vested Plan account balance.

Contributions and Vesting

The Plan provides employees the opportunity to voluntarily contribute, on a pre-tax and/or Roth after-tax basis, an amount from one to fifty percent of their Plan eligible compensation, which is generally defined as base salary, commissions, overtime pay and annual short term incentive awards. The Plan permits acceptance of lump-sum rollover contributions from a qualified plan of a prior employer or other Plan as deemed acceptable under the terms of the Plan. There is no Company match provided on rollover contributions.

On January 1, 2012, the following amendments to the Plan's became effective:

- The Company matching contribution rate is 100% of the first 6% of eligible compensation contributed by a participant on a pre-tax and/or Roth after-tax basis up to the Internal Revenue Service ("IRS") maximum limit for all employees; a company-match true-up provision is also in effect as described below. As a result, the Plan now satisfies the safe harbor rule under Code Section 401(k) (12), and nondiscrimination rules no longer apply.

- Amounts allocated to a participant's Plan account (regardless of the source) immediately vest.
- Newly hired or re-hired employees are automatically enrolled in the Plan at a 3% pre-tax contribution rate that will increase by 1% each subsequent calendar year until a 6% pre-tax contribution rate is attained. Automatic enrollment into the Plan begins sixty (60) days from an employee's date of hire or re-hire. During this sixty (60) day period, employees have the right to "opt-out" and forgo automatic enrollment into the Plan.
- The addition of the following optional features: 1) voluntary "Auto-Escalation", which provides employees with the option to elect an annual pre-tax increase of 1%, 2% or 3% to their savings rates up to 6%, and 2) Roth after-tax contributions.

For 2013, pursuant to Internal Revenue Service rules, the total amount of a participant's pre-tax and or Roth after-tax contributions was limited to $17,500. In addition to these amounts, participants who attain the age of fifty by the end of the 2013 Plan year are provided an opportunity to contribute an additional $5,500 in pre-tax and/or Roth after-tax age 50 catch-up contributions. These age 50 catch-up contributions are not eligible for Company matching contributions.

True-up provision

Company match true-up contributions, which are determined on an annual Plan year basis, are made to employees who do not receive the maximum Company matching contribution permissible under the terms of the Plan because of the timing of their employee contributions. During 2014 and 2013, the Company made true-up contributions into employee Plan accounts totaling $5,568,692 and $3,837,266, for Plan years' 2013 and 2012, respectively.

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 AIG Stable Value Fund ("Stable Value") to the Vanguard Prime Money Market Fund (a competing fund) are not allowed. Instead, transfers from the Stable Value must be invested in a non-competing fund for a minimum of ninety days before being exchanged to the Vanguard Prime Money Market Fund.

Prior to May 4, 2009, only employer matching contributions could be invested in the AIG Stock Fund ("Stock Fund"), a fund that is invested in AIG common stock. As of May 4, 2009, no contributions could be invested in the Stock Fund. However, contributions invested in the Stock Fund prior to May 4, 2009 remained invested.

To reduce administrative and fund transaction costs associated with short-term trading by participants which can impact all investors 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 Prime Money Market Fund.

Warrants

On January 14, 2011, as part of AIG's recapitalization plan (which 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 AIG common stock on the record date received .533933 warrants per share of AIG common stock. Each warrant entitled 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 as of January 13, 2011, including to participants in the Plan who have a portion of their account invested in the Stock Fund prior to when the fund was frozen to new contributions in May 2009.

Distributions

An employee can withdraw the vested portion of his or her Plan account upon termination, retirement or death. In-service withdrawals are permitted due to financial hardship, as defined by the Plan document, disability or rollover accounts. At age 59-1/2 or older, employees may make up to two withdrawals per calendar year of their 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.

Spousal beneficiaries may leave their account in the Plan until the later of December 31 of the calendar year following the calendar year in which the Plan participant dies, and December 31 of the calendar year following the calendar year in which the Plan participant would have attained age 70-1/2. A non-spousal beneficiary is eligible either to receive a lump sum distribution equal to the full value of an account held by the Plan participant who dies, or to roll over a distribution, but only to an inherited individual retirement account or an individual retirement annuity; but in either event, amounts must be distributed by December 31 of the calendar year following the calendar year the Plan participant dies. Funds taken out of the Plan (including pre-tax funds or earnings on pre-tax and after-tax funds) and not reinvested into another qualified plan or an individual retirement account subject the employee to income tax and, depending on the Plan participant's age at distribution, may be subject to a 10% penalty tax. Participants requesting distributions from amounts invested in the Stock Fund and 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 a Plan account balance of at least $2,000 to borrow up to 50% of the value of their vested accounts, except that no loans will be made for less than $1,000 or more than $50,000. General purpose loans are granted for a period not to exceed five years. A second loan option is available for the purchase of a primary residence. Primary residence loans are granted for a period not to exceed fifteen years. Additionally, no more than one general purpose loan and one primary residence 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, 2013 have been issued at interest rates between 3.25% and 9.50%. Loan repayments by participants who are employed by the Company including principal and interest are generally made through after-tax payroll deductions. Manual loan repayments by participants who are no longer employed by the Company are submitted directly to the Plan.

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

Effective January 1, 2012, employees are fully vested at all times in amounts allocated to their accounts. Prior to January 1, 2012, participants terminating employment forfeited 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 were available to reduce future Company contributions and administrative expenses. Participants who terminated and were reemployed with the Company before incurring five consecutive one-year breaks in service were 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 $ 730,711 and $1,126,142 at December 31, 2013 and 2012, respectively. In 2013, forfeited contributions of $383,062 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 Plan 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 and those differences could be material.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 5 for a discussion of fair value measurements.

The net appreciation (depreciation) in the 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 Statements 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.

Subsequent Events

The Plan's management evaluated subsequent events through October 9, 2014, 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.

	December 31, 2013	December 31, 2012
Investments, at fair value	$ 3,816,707,621	$ 3,102,304,553
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(3,291,478)	(14,810,872)
Investments, at contract value	$ 3,813,416,143	$ 3,087,493,681
*Loans receivable from participants	$ 55,279,627	$ 55,583,911
Net investment income	$ 661,581,213	
Interest income from participant loans	$ 1,679,612	

* Deemed Distributions totaling $5.4M were excluded from Loan receivable from participants as of December 31, 2013

In addition, disclosures included in notes 4, 5 and 6 and the Supplemental Schedule of Assets Held at End of Year related to the investments and investment income detailed above have been derived from information certified by the Trustee and custodian.

4. Investments

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

	2013	2012
AIG Master Trust	$ 474,482,928	$ 470,304,105
MFS Value Fund	281,420,697	212,168,030
Vanguard Institutional Index Fund Instl Plus Shares	627,335,684	482,683,963
Vanguard PRIMECAP Fund Admiral Shares	526,752,675	378,932,618
Vanguard Prime Money Market Fund Instl Shares	206,659,286	215,393,219
Vanguard Total Bond Market Index Fund Instl Plus Shares	200,361,440	239,645,588
Vanguard Wellington Fund Admiral Shares	469,160,832	394,228,410

5. Fair Value Measurements

The Plan carries its investments at fair value, which for disclosure purposes are classified in accordance with a fair value 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 hierarchy:

• Level 1 – Fair value measurements based on quoted prices for identical instruments in active markets.

• Level 2 – Fair value measurements based on quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and significant inputs and significant value drivers that are observable in active markets.

• Level 3 – Fair value measurements based on valuation techniques using one or more significant inputs or significant value drivers that 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. The Plan's investments 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 those 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

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 observable market values of the underlying securities within each fund.

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.

Stable Value and Stock Fund

Additionally, the Plan invests in the AIG Company Stock Fund (the "Stock Fund") and American International Group Inc. Stable Value Fund Mater Trust (the "Stable Value Fund") through the AIG Master Trust. The Plan's interests in those funds are stated at fair value. The Plan's interest is based on beginning of the year value of the Plan's interest in the funds plus contributions and allocated investment income less withdrawals and allocated expenses.

Investment contracts in the Stable Value Fund 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 Statements of Net Assets Available for Benefits present the fair value of the investment contracts in the Stable Value Fund, 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.

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 Value Fund, normally obtains the fair value from private markets that are not active using the discount rate and fees as direct 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 held by the Stable Value Fund is 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 observability of the inputs used at December 31, 2013 and 2012, respectively. It does not include the Plan's interest in the AIG Master Trust ("Master Trust") (formerly known as the AIG Stable Value Fund Master Trust and the AIG Stock Trust).

	2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds				
Fixed Income Funds	$ 407,020,726	$ -	$ -	$ 407,020,726
Index Funds	692,060,163	-	-	692,060,163
Balanced Fund	759,917,603	-	-	759,917,603
Growth Funds	281,420,697	-	-	281,420,697
Equity Funds	969,478,835	-	-	969,478,835
International Equity Funds	229,298,738	-	-	229,298,738
Total Mutual Funds	3,339,196,762	-	-	3,339,196,762
Warrants	3,027,931	-	-	3,027,931
Total Investments	$ 3,342,224,693	$ -	$ -	$ 3,342,224,693

	2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds				
Fixed Income Funds	$ 455,038,807	$ -	$ -	$ 455,038,807
Index Funds	507,047,669	-	-	507,047,669
Balanced Fund	552,829,900	-	-	552,829,900
Growth Funds	212,168,030	-	-	212,168,030
Equity Funds	710,934,964	-	-	710,934,964
International Equity Funds	191,679,977	-	-	191,679,977
Total Mutual Funds	2,629,699,347	-	-	2,629,699,347
Warrants	2,301,101	-	-	2,301,101
Total Investments	$ 2,632,000,448	$ -	$ -	$ 2,632,000,448

The following tables set forth by level, within the fair value hierarchy, the Stable Value assets at fair value as of December 31, 2013 and 2012, respectively:

	2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Security Backed Contracts:				
Guaranteed Investment Contracts	$ -	$ 38,990,539	$ -	$ 38,990,539
Corporate Bonds	-	52,809,122	-	52,809,122
U.S. Government Bonds	-	42,177,636	-	42,177,636
Municipal Bonds	-	12,848,968	-	12,848,968
Other	-	174,199,062	-	174,199,062
Wrapper Contracts	-	134,670	-	134,670
Collective Trusts	-	162,337,673	-	162,337,673
Total assets	-	483,497,670	-	483,497,670
Liabilities	-	(288,121)	-	(288,121)
Total net assets	$ -	$ 483,209,549	$ -	$ 483,209,549
Plan Interest in Stable Value	$ -	$ 460,120,038	$ -	$ 460,120,038

	2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Security Backed Contracts:				
Corporate Bonds	$ -	$ 48,666,681	$ -	$ 48,666,681
U.S. Government Bonds	-	38,569,189	-	38,569,189
Municipal Bonds	-	9,895,337	-	9,895,337
Other	-	186,449,974	-	186,449,974
Wrapper Contracts	-	86,612	-	86,612
Collective Trusts	-	200,657,119	-	200,657,119
Total assets	-	484,324,912	-	484,324,912
Liabilities	-	(277,339)	-	(277,339)
Total net assets	$ -	$ 484,047,573	$ -	$ 484,047,573
Plan Interest in Stable Value	$ -	$ 459,230,856	$ -	$ 459,230,856

The following tables sets forth by level, within the fair value hierarchy, the Stock Fund assets at fair value as of December 31, 2013 and 2012, respectively:

	2013			
	Level 1	**Level 2**	**Level 3**	**Total**
AIG Common Stock	$ 15,219,773	$ -	$ -	$ 15,219,773
Total assets	$ 15,219,773	$ -	$ -	$ 15,219,773
Plan Interest in Stock Fund	$ 14,362,890	$ -	$ -	$ 14,362,890

	2012			
	Level 1	**Level 2**	**Level 3**	**Total**
AIG Common Stock	$ 11,757,649	$ -	$ -	$ 11,757,649
Total assets	$ 11,757,649	$ -	$ -	$ 11,757,649
Plan Interest in Stock Fund	$ 11,073,249	$ -	$ -	$ 11,073,249

6. Master Trust Information – AIG Master Trust

Effective January 3, 2011, a Master Trust Agreement ("Agreement") was established between Mercer Trust Company and the Plan. The Plan invests in the AIG Master Trust, which is a master trust established by AIG to hold certain assets for various defined contribution plans. The AIG Master Trust holds the AIG Stable Value Fund Master Trust and the AIG Company Stock Fund Master Trust, which were contributed by the participating plans to the AIG Master Trust on January 3, 2011. Through their investment in the AIG Master Trust, the participating plans held the same respective interests in the AIG Stable Value Fund Master Trust and AIG Company Stock Fund Master Trust as they did immediately prior to the contribution.

The AIG Master Trust holds investments in the Stable Value Fund and the Stock Fund, as summarized below.

	December 31, 2013	2012
AIG Master Trust Investments		
Stable Value	460,120,038	459,230,856
Stock Fund	14,362,890	11,073,249
Total investments in the AIG Master Trust	474,482,928	470,304,105
Interest in AIG Master Trust		
Stable Value	$8,215,578	
Stock Fund	4,700,885	
Total Interest income in the AIG Master Trust	$12,916,463	

Stable Value

The custodian of Stable Value assets is Wells Fargo Institutional Trust Services ("Wells Fargo"), and the trustee of the Master Trust is Mercer.

Stable Value 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 Value) in proportion to the market value of each participating plan's assets on a daily basis.

Percentage interests in Stable Value assets as of December 31, 2013 and 2012 were as follows:

	2013	2012
American International Group, Inc. Incentive Savings Plan	95.33 %	94.85 %
American General Agents' and Managers' Thrift Plan	4.35	4.79
AIG Insurance Company-Puerto Rico Capital Growth Plan	0.32	0.36
Total	100.00 %	100.00 %

The Stable Value invests in common collective trusts and security-backed contracts (also known as synthetic guaranteed investment contracts (GIC's)) issued by insurance companies and other financial institutions. The Plan also invests in the Wells Fargo Stable Return Fund G and the Wells Fargo Short Term Investment Fund G, which invests in highly liquid assets. All investments in the Stable Value 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 Value purchased a third-party issued benefit-responsive wrapper contract that guarantees that 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 Value were 1.20% and 1.52% for the years ended December 31, 2013 and 2012, respectively. The average crediting interest rate was 1.62% and 2.29% as of December 31, 2013 and 2012, respectively. The Stable Value 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 Value and related earnings for the participating plans are based on information certified by the custodian.

Investments held by the Stable Value at December 31, 2013 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		$ 29,716,088	$ -	$ -	$ 29,716,088
Wells Fargo Stable Return Fund G		132,621,585	-	(1,052,552)	131,569,033
Total Common Collective Trust		162,337,673	-	(1,052,552)	161,285,121
Security-backed contracts:					
Wrapper Contracts:					
Metropolitan Life Ins. Co.	Aa3/AA-	38,990,539	-	62,283	39,052,822
Prudential Insurance Co. of America	A1/AA-	-	-	(639,436)	93,314,312
Monumental Life Ins. Co.	A1/AA-	-	134,670	(1,088,708)	128,884,662
Pacific Life Insurance Company	A1/A+	-	-	(734,170)	57,508,170
Corporate Bonds		52,809,122	-	-	-
U.S. Government Bonds		42,177,636	-	-	-
Municipal Bonds		12,848,968	-	-	-
Other		174,199,062	-	-	-
Total Security-backed contracts:		321,025,327	134,670	(2,400,031)	318,759,966
Total Investments		$ 483,363,000	$ 134,670	$ (3,452,583)	$ 480,045,087
Plan Interest in Stable Value		$ 460,808,263	$ 128,386	$ (3,291,478)	

Investments held by the Stable Value at December 31, 2012 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		$ 28,064,289	$ -	$ -	$ 28,064,289
Wells Fargo Stable Return Fund G		172,592,830	-	(4,864,132)	167,728,698
Total Common Collective Trust		200,657,119	-	(4,864,132)	195,792,987
Security-backed contracts:					
Wrapper Contracts:					
Natixis Financial Products Inc.	A2/A	-	-	(1,913,168)	54,434,042
Prudential Insurance Co. of America	A2/AA-	-	-	(3,353,921)	91,114,974
Monumental Life Ins. Co.	A1/AA-	-	86,612	(2,898,301)	71,391,705
Pacific Life Insurance Company	A1/A+	-	-	(2,585,611)	55,976,071
Corporate Bonds		48,666,681	-	-	-
U.S. Government Bonds		38,569,189	-	-	-
Municipal Bonds		9,895,337	-	-	-
Other		186,449,974	-	-	-
Total Security-backed contracts:		283,581,181	86,612	(10,751,001)	272,916,792
Total Investments		$ 484,238,300	$ 86,612	$ (15,615,133)	$ 468,709,779
Plan Interest in Stable fund		$ 459,148,705	$ 82,151	$ (14,810,872)	

Investment income for the Stable Value was as follows:

	Year ended December 31, 2013
Net appreciation in fair value of Stable Value	$ 2,840,336
Interest income	5,797,264
Total investment income	$ 8,637,600
Plan Interest in Stable Value	$ 8,215,578

Stock Fund

The Plan invests in the Stock Fund. Percentage interests in the Stock Fund assets as of December 31 were as follows:

	2013	2012
American International Group, Inc. Incentive Savings Plan	94.37 %	94.18 %
American General Agents' and Managers' Thrift Plan	5.49	5.68
AIG Insurance Company-Puerto Rico Capital Growth Plan	0.14	0.14
	100.00 %	100.00 %

The Stock Fund has investments in AIG common stock. 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.

Stock Fund 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 Fund) in proportion to the market value of each participating plan's assets on a daily basis.

Investments held by the Stock Fund as of December 31, 2013 and 2012 were as follows:

	2013	2012
American International Group, Inc. Common Stock	$ 15,219,773	$ 11,757,649
Total investments	$ 15,219,773	$ 11,757,649
Plan Interest in Stock Fund	$ 14,362,890	$ 11,073,249

Investment gain for the Stock Fund was as follows:

	Year Ended December 31, 2013
Net appreciation in fair value of the Stock Fund	$ 4,990,074
Total investment gain	$ 4,990,074
Plan Interest in Stock Fund	$ 4,700,885

7. Tax Status

The Plan received a determination letter from the IRS dated July 11, 2014 (which superseded a prior determination letter dated February 11, 2014), stating that the Plan is qualified under the appropriate sections of the Code and, therefore, the related trust is exempt from taxation. The Plan was amended since receiving the first determination letter to adopt an amendment requested by the IRS in connection with its issuance of the favorable determination letter and the Plan Administrator and legal counsel believe the Plan document remains in compliance with ERISA and the Code and the Plan is being operated in material compliance with the applicable requirements of the Code.

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, 2013, 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.

8. Administrative Expenses

The Plan recorded administrative expenses including asset management, Trustee and recordkeeping fees amounting to $436,053 for the year ended December 31, 2013. Professional fees and all administrative expenses in excess of forfeited contributions used are paid by the Company.

9. 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.

10. Related Party Transactions

Plan investments include units of the Stock Fund, which holds AIG common stock 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 Value; therefore, these investments qualify as party-in-interest transactions. The Plan did not purchase any units of the Stock Fund during the years ended December 31, 2013 and 2012. Also, the Plan sold $1,411,244 and $1,215,905 of the Stock Fund during the years ended December 31, 2013 and 2012, respectively. The Plan held 281,349 and 313,690 units of the Stock Fund with a fair value of $14,362,890 and $11,073,249 at December 31, 2013 and 2012, respectively. The Plan received no dividends on the Stock Fund for the year ended December 31, 2013.

Plan investments include units of AIG warrants, which entitled holders to hold AIG common stock, managed by Mercer. The Plan held 149,361 and 166,538 units of AIG warrants with a fair value of $3,027,931 and $2,301,101 at the years ended December 31, 2013 and 2012, respectively.

Additionally, for the Plan year ended December 31, 2013, the Company paid fees of $1,503,090 to Mercer. These fees are calculated quarterly using basis points.

11. 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 risk. 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, 2013 and 2012, less than 1% of the Plan's total investments were invested in the Stock Fund. The underlying value of the Company stock is subject to operational and market risks.

12. 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 the AIG Incentive Savings Plan (the "ISP Plan"), American General Agents' and Managers' Thrift Plan (the "AGLA Plan") (collectively, the "Plans"), and the CommoLoCo Thrift Plan sponsored by AIG or its subsidiaries. The Court subsequently consolidated these eight actions as In re American International Group, Inc. ERISA Litigation II. On March 31, 2011, the Court dismissed all claims with respect to the CommoLoco Thrift Plan. The action purports to be brought as a class action under the Employee Retirement Income Security Act of 1974, as amended (ERISA), on behalf of all participants in or beneficiaries of the Plans during the period August 7, 2007 and May 1, 2009 and whose participant accounts included investments in the AIG Stock Fund. On September 4, 2012, lead plaintiffs' counsel filed a consolidated second amended complaint. In the consolidated second amended complaint, plaintiffs allege, among other things, that the defendants breached their fiduciary responsibilities to plan participants and their beneficiaries under ERISA, by continuing to offer the AIG Stock Fund as an investment option in the plans after it allegedly became imprudent to do so. The alleged ERISA violations relate to, among other things, the defendants' purported failure to monitor and/or disclose certain matters, including the Subprime Exposure Issues.

On November 20, 2012, defendants filed motions to dismiss the consolidated second amended complaint. On June 26, 2014, the Court issued an order denying defendants' motions to dismiss in light of the U.S. Supreme Court's decision in Fifth Third Bancorp v. Dudenhoeffer , No. 12-751 (U.S. June 25, 2014), which rejected the presumption of prudence in favor of ERISA fiduciaries that many courts had previously applied. The Court's order requires the parties to meet and confer concerning the impact of the Fifth Third Bancorp case and the possibility of settlement, and sets a deadline of October 3, 2014 for defendants to answer or otherwise respond to the consolidated second amended complaint.

As of September 23, 2014, most factual discovery has been completed, the Court has not determined if a class action is appropriate or the size or scope of any class, and the parties have not engaged in expert discovery, including regarding alleged damages. As a result, AIG is unable to reasonably estimate the possible loss or range of losses, if any, arising from the litigation.

13. Transfers in

On January 31, 2012, the Company acquired Service Net Warranty, LLC ("Service Net") to enhance its insurers' position as a leading underwriter of warranty business and provide value-added services to other consumer products. As a result, $3,815,055 was transferred from the Service Net Warranty Plan into the Plan. Service Net employees became participants of the Plan, effective January 1, 2013.

14. Change in Investment Fund Options

On a regular basis, the Investment Committee of AIG monitors the performance and associated expenses of the investment fund options offered through the Plan. As part of this ongoing review, several investment changes were made effective March 31, 2014.

The new funds being offered provide for lower expense ratios to participants, while maintaining similar investment structures and objectives.

The Janus Twenty Fund-Class T Share Class was replaced with the Vanguard Institutional Index Fund-Institutional Plus Share Class which is a current Plan investment option. The Perkins Small Cap Value Fund-Class N Share Class was replaced with the DFA U.S. Small Cap Value Portfolio-Institutional Share Class. Finally, the suite of Vanguard Target Retirement Mutual Funds was replaced by the Vanguard Target Retirement Trust.

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:

	December 31, 2013	December 31, 2012
Net assets available for benefits per the financial statements	$ 3,874,125,728	$ 3,141,216,708
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts	3,291,478	14,810,872
Net assets available for benefits per Form 5500	$ 3,877,417,206	$ 3,156,027,580

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

	Year Ended December 31, 2013
Total additions before transfers per the financial statements	$ 1,026,420,930
Less: Changes in adjustment from fair value to contract value for fully benefit-responsive investment contracts	11,519,394
Total additions per Form 5500	$ 1,014,901,536

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

	Year Ended December 31, 2013
Net increase per the financial statements	$ 732,909,020
Subtract: Transfers into Plan	3,815,055
Subtract: Changes in adjustment from fair value to contract value for fully benefit-responsive investment contracts	11,519,394
Net increase per Form 5500	$ 717,574,571

American International Group, Inc. Incentive Savings Plan
Form 5500, Schedule H – Part IV, Line 4I
Schedule of Assets (Held at End of Year)
December 31, 2013

	Issue	Description	Cost **	Current Value	
*	AIG Master Trust	Master Trust		474,482,928	****
*	AIG Warrants	Warrants		3,027,931	***
	Thornburg International Value Equity Fund	International Equity Mutual Fund		59,229,743	***
	Baron Small Cap Fund Instl Shares	Equity Mutual Fund		143,836,367	***
	Janus Twenty Fund Class T Shares	Equity Mutual Fund		128,433,701	***
	Perkins Small Cap Value Fund Class N	Equity Mutual Fund		160,673,680	***
	MFS Value Fund	Growth Mutual Fund		281,420,697	***
	Vanguard PRIMECAP Fund Admiral Shares	Equity Mutual Fund		526,752,675	***
	Vanguard Institutional Index Fund Instl Plus Shares	Index Mutual Fund		627,335,684	***
	Vanguard FTSE All World ex-US Index Fund Instl Shares	International Equity Mutual Fund		170,068,995	***
	Vanguard Prime Money Market Fund Instl Shares	Fixed Income Mutual Fund		206,659,286	***
	Vanguard Total Bond Market Index Fund Instl Plus Shares	Fixed Income Mutual Fund		200,361,440	***
	Vanguard Wellington Fund Admiral Shares	Balanced Mutual Fund		469,160,832	***
	Vanguard Target Retirement Income Fund	Equity Mutual Fund		9,782,412	***
	Vanguard Extended Market Index Instl Shares	Index Mutual Fund		64,724,479	***
	Vanguard Target Retirement 2010 Investor shares	Balanced Mutual Fund		5,592,206	***
	Vanguard Target Retirement 2015 Investor shares	Balanced Mutual Fund		30,316,419	***
	Vanguard Target Retirement 2020 Investor shares	Balanced Mutual Fund		38,168,968	***
	Vanguard Target Retirement 2025 Investor shares	Balanced Mutual Fund		46,696,945	***
	Vanguard Target Retirement 2030 Investor shares	Balanced Mutual Fund		43,188,828	***
	Vanguard Target Retirement 2035 Investor shares	Balanced Mutual Fund		46,336,024	***
	Vanguard Target Retirement 2040 Investor shares	Balanced Mutual Fund		32,139,910	***
	Vanguard Target Retirement 2045 Investor shares	Balanced Mutual Fund		26,708,483	***
	Vanguard Target Retirement 2050 Investor shares	Balanced Mutual Fund		13,430,527	***
	Vanguard Target Retirement 2055 Investor shares	Balanced Mutual Fund		6,473,282	***
	Vanguard Target Retirement 2060 Investor shares	Balanced Mutual Fund		1,705,179	***
	Total Investments			3,816,707,621	*****
*	Loans receivable from participants	Loans issued at interest rates between 3.25% and 9.50% with maturity dates ranging from January 2014 to December 2028.		55,279,627	***
	Total			$ 3,871,987,248	

* 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 $(3,291,478) is not included in the total.

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN **EIN:** 13-2592361
Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP INC **PN:** 003

(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 WELLING FUND	MUTUAL FUND		469,160,832
	MFS VALUE FUND	MUTUAL FUND		281,420,697
	BARON SMALL CAP FUND	MUTUAL FUND		143,836,367
	VANGUARD EXTENDED MKT INX FD	MUTUAL FUND		64,724,479
	PERKINS SMALL CAP VALUE FD	MUTUAL FUND		160,673,680
	VANGUARD TGT RET INCOME FD	MUTUAL FUND		9,782,412
	VANGUARD TARGET RET FD 2060	MUTUAL FUND		1,705,179

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN **EIN:** 13-2592361
Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP INC **PN:** 003

(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		5,592,207
	VANGUARD TGT RET 2015 FD	MUTUAL FUND		30,316,419
	VANGUARD TGT RET 2020 FD	MUTUAL FUND		38,168,968
	VANGUARD TGT RET 2025 FD	MUTUAL FUND		46,696,945
	VANGUARD TGT RET 2030 FD	MUTUAL FUND		43,188,828
	VANGUARD TGT RET 2035 FD	MUTUAL FUND		46,336,024
	VANGUARD TGT RET 2040 FD	MUTUAL FUND		32,139,910

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN **EIN:** 13-2592361
Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP INC **PN:** 003

(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		26,708,483
	VANGUARD TGT RET 2050 FD	MUTUAL FUND		13,430,527
	VANGUARD TGT RET 2055 FD	MUTUAL FUND		6,473,282
	VNGRD FTSE ALL-WRLD EX U.S. INX	MUTUAL FUND		170,068,995
	THORNBURG INTL EQUITY FUND	COMMON/COLLECTIVE TRUSTS		59,229,743
	JANUS TWENTY FUND	MUTUAL FUND		128,433,701
	VANGUARD PRIMECAP FUND	MUTUAL FUND		526,752,675

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN **EIN:** 13-2592361
Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP INC **PN:** 003

(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 INX FD	MUTUAL FUND		627,335,684
	VANGUARD PRIME MONEY MKT FD	MUTUAL FUND		206,659,286
	VANGUARD TOTAL BOND MKT INX FD	MUTUAL FUND		200,361,440
	AIG WARRANT	EMPLOYER SECURITIES		3,027,931
	AIG MASTER TRUST	MASTER TRUST		474,482,928
	LOAN FUND	PARTICIPANT LOANS		55,279,627