

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
		2014
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ▶</td> <td><u>003</u></td> </tr> <tr> <td>1c Effective date of plan <u>10/01/1985</u></td> <td></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>10/01/1985</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>				
1c Effective date of plan <u>10/01/1985</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>AMERICAN INTERNATIONAL GROUP INC</u> <u>175 WATER STREET</u> <u>20TH FLOOR</u> <u>NEW YORK, NY 10038</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN) <u>13-2592361</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>212-770-7000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>524140</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>13-2592361</u>	2c Plan Sponsor's telephone number <u>212-770-7000</u>	2d Business code (see instructions) <u>524140</u>	
2b Employer Identification Number (EIN) <u>13-2592361</u>					
2c Plan Sponsor's telephone number <u>212-770-7000</u>					
2d Business code (see instructions) <u>524140</u>					

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/13/2015</u>	<u>JUSTIN ORLANDO</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/13/2015</u>	<u>DON CUMMINGS</u>
	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 AIG RETIREMENT BOARD C/O JUSTIN ORLANDO 175 WATER STREET NEW YORK, NY 10038	3b Administrator's EIN 13-2592361 <hr/> 3c Administrator's telephone number 212-770-6614 <hr/>
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 <hr/> 4c PN
5 Total number of participants at the beginning of the plan year	5 43774
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 28274 6a(2) 28275 6b 589 6c 14441 6d 43305 6e 23 6f 43328 6g 40825 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)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AMERICAN INTERNATIONAL GROUP INC</u>	D Employer Identification Number (EIN) <u>13-2592361</u>

Part I 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)..... ☒ 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 FUNDS 151 DETROIT STREET
DENVER, CO 80219-0668

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
DIMENSIONAL FUND ADVISORS 6300 BEE CAVE ROAD
BUILDING ONE
AUSTIN, TX 78746

(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

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

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

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/T RUSTEE	184602	Yes ☒ No ☐	Yes ☐ No ☒	221351	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	110398	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	61471	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

PRICEWATERHOUSECOOPERS LLP

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

(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 10	AUDITOR	114916	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	42149	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	24485	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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	17622	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	139118
(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
<hr/>		
(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	74806
(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
<hr/>		
(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	7426
(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 90 S 7TH ST 7TH FLOOR MINNEAPOLIS, MN 55402-3903		FLOAT REVENUE

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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>AMERICAN INTERNATIONAL GROUP INC</u>	D Employer Identification Number (EIN) <u>13-2592361</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET INCOME TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083968-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>13006172</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET 2010 TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083964-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5105379</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET 2015 TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083953-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>34846953</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET 2020 TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083983-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>53719574</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET 2025 TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083981-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>63417594</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET 2030 TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083979-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>59600429</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET 2035 TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083977-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>64226200</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2040 TRUST I**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083975-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47160934
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2045 TRUST I**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083973-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41724466
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2050 TRUST I**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083969-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22180140
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2055 TRUST I**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 27-6715074-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10877728
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2060 TRUST I**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 45-3799212-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4121661
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a Name of MTIA, CCT, PSA, or 103-12 IE: THORNBURG INTERNATIONAL EQUITY FUND**b** Name of sponsor of entity listed in (a): THORNBURG INVESTMENT MGMT

c EIN-PN 26-3668211-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 57342209
--------------------------------	------------------------	--

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 13-2592361-007	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 457888039
--------------------------------	------------------------	---

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AMERICAN INTERNATIONAL GROUP INC</u>		D Employer Identification Number (EIN) <u>13-2592361</u>

Part I 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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	5568692	8219000
(2) Participant contributions.....	1b(2)		68540
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	55279627	59876852
(9) Value of interest in common/collective trusts	1c(9)	0	477329439
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	474482928	457888039
(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)	3339196762	3202626723
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	3027931	3273428
(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	3877555940	4209282021

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	138734	184266
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	138734	184266

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3877417206	4209097755
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	154137579	
(B) Participants	2a(1)(B)	207931906	
(C) Others (including rollovers)	2a(1)(C)	22751747	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		384821232

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	1817876	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1817876

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	128273413	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		128273413

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	416398	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	370779	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		45619

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	573357	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		573357

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		19474281
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		8660751
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		167092136
c Other income.....	2c		62837
d Total income. Add all income amounts in column (b) and enter total.....	2d		710821502

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	378059811	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		378059811
f Corrective distributions (see instructions).....	2f		96713
g Certain deemed distributions of participant loans (see instructions).....	2g		321446
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	174687	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	110398	
(4) Other.....	2i(4)	389282	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		674367
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		379152337

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		331669165
l Transfers of assets:			
(1) To this plan.....	2l(1)		11384
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: PRICEWATERHOUSECOOPERS, LLP

(2) EIN: 13-4008324

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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:

- 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.).....
- 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.).....

	Yes	No	Amount
4a		X	
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.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		100000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014					
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 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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2014 v. 140124	

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 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, 2014 and December 31, 2013 and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, 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 of the Plan, 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, 2014 and December 31, 2013 and for the year ended December 31, 2014, 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, 2014 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.

PricewaterhouseCoopers LLP

October 12, 2015

**American International
Group, Inc.**

Incentive Savings Plan

**Financial Statements and Supplemental Schedule
December 31, 2014 and 2013**

American International Group, Inc. Incentive Savings Plan

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



Independent Auditor's Report

To the 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, 2014 and December 31, 2013 and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, 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 of the Plan, 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, 2014 and December 31, 2013 and for the year ended December 31, 2014, 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, 2014 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.

PricewaterhouseCoopers LLP

October 12, 2015

American International Group, Inc. Incentive Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets		
Investments, at fair value (see Note 5)		
Mutual Funds	\$ 3,202,626,723	\$ 3,339,196,762
Common Collective Trust Funds	477,329,439	-
AIG Warrants	3,273,428	3,027,931
AIG Master Trust (see Note 6)	457,888,039	474,482,928
Total investments, at fair value	<u>4,141,117,629</u>	<u>3,816,707,621</u>
Receivables		
Participant contributions	68,540	-
Employer contribution	8,219,000	5,568,692
Loans receivable from participants	59,876,852	55,279,627
Total receivables	<u>68,164,392</u>	<u>60,848,319</u>
Total assets	<u>4,209,282,021</u>	<u>3,877,555,940</u>
Liabilities		
Payable for trustee and administrative fees	184,266	138,734
Total liabilities	<u>184,266</u>	<u>138,734</u>
Net assets available for benefits at fair value	4,209,097,755	3,877,417,206
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(4,295,544)</u>	<u>(3,291,478)</u>
Net assets available for benefits	<u>\$ 4,204,802,211</u>	<u>\$ 3,874,125,728</u>

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, 2014

	2014
Additions to net assets attributed to	
Investment income	
Net appreciation in fair value of mutual funds	\$ 167,092,136
Net appreciation in fair value of common collective trust	19,474,281
Net appreciation in fair value of AIG Warrants	618,976
Interest in AIG Master Trust	7,656,685
Dividend income	128,273,413
Net investment Income	<u>323,115,491</u>
Interest income from participant loans	<u>1,817,876</u>
Contributions	
Participants	207,931,906
Employer	154,137,579
Rollovers	22,751,747
Total contributions	<u>384,821,232</u>
Other additions	<u>62,837</u>
Total additions to net assets before transfer	<u>709,817,436</u>
AGLA Thrift Transfer in (See Note 13)	<u>11,384</u>
Total additions to net assets after transfer	<u>709,828,820</u>
Deductions from net assets attributed to	
Distributions paid to participants	378,477,970
Administrative expenses	372,691
Redemption fees paid by participants	183,443
Other deductions	118,233
Total deductions from net assets	<u>379,152,337</u>
Net increase	<u>330,676,483</u>
Net increase after transfers	330,676,483
Net assets available for benefits at	
Beginning of year	<u>3,874,125,728</u>
End of year	<u>\$ 4,204,802,211</u>

See accompanying notes to the financial statements.

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

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 was most recently restated as of January 1, 2012 and has been subsequently amended.

The Plan is a defined contribution 401(k) plan with matching contributions. The Plan satisfies nondiscrimination testing requirements 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”). The Plan is sponsored by American International Group, Inc. (the “Company” or “AIG”).

The overall Plan design is the responsibility of the Compensation and Management Resources Committee (the “CMRC”) of the Board of Directors of AIG. The Plan Administrator is the AIG Retirement Board (the “Board”) of the Company, whose members are appointed by the CMRC, and is responsible, either directly or through delegations, for the day-to-day operations of the Plan. In addition, the Investment Committee (the “Committee”) of the Company, whose members are also appointed by the CMRC, is responsible for monitoring fund performance and examining and selecting new fund options for the Plan. The Board and Committee are fiduciaries of the Plan.

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) , along with certain hourly employees of Mount Mansfield Company, are eligible to enroll in the Plan as soon as administratively feasible following an employee’s date of hire.

The recordkeeper of the Plan is Mercer HR Services, LLC and the custodian and trustee of the Plan is Mercer Trust Company (collectively, “Mercer”). The custodian of AIG Stable Value Fund is Wells Fargo Institutional Trust Services.

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.

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2014 and 2013

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. 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. In addition participants may elect voluntary "Auto-Escalation", which provides for automatic annual pre-tax increase of 1%, 2% or 3% to their savings rates up to 6%.

The Company matches 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 is not subject to nondiscrimination testing. There is no Company match provided on rollover contributions.

Amounts allocated to a participant's Plan account (regardless of the source) immediately vest.

For 2014, 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 2014 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 2015 and 2014, the Company made true-up contributions into employee Plan accounts totaling \$8,185,382 and \$5,568,692, for Plan years' 2014 and 2013, 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.

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

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, 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, or 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 AIG 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

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2014 and 2013

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, 2014 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 \$2,177,784 and \$730,711 at December 31, 2014 and 2013, respectively. In 2014, forfeited contributions of \$327,158 were used to pay administrative expenses of the Plan.

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

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.

Recently Issued Accounting Standards

In May 2015, the Financial Accounting Standards Board issued Accounting Standards Update (ASU No. 2015-07, Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)) which amends disclosure requirements of Accounting Standards Codification Topic 820, Fair Value Measurement, for reporting entities that measure the fair value of an investment using the net asset value per share (or its equivalent) as a practical expedient. The

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2014 and 2013

amendments remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient, and also remove the requirements to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. The ASU is effective for the Plan's fiscal years beginning after December 15, 2016, with early application permitted. The Plan's management does not expect the adoption of the standard to have a material effect on the Plan's Statements of Net Assets Available for Benefits or Statement of Changes in Net Assets Available for Benefits and is currently evaluating the impact of the standard to the Plan's Financial Statement disclosures.

In July 2015, the Financial Accounting Standards Board issued Accounting Standards Update No. 2015-12, "Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient" (ASU 2015-12). Part I of ASU 2015-12 requires fully benefit-responsive investment contracts to be measured, presented, and disclosed only at contract value. The amendments in Part II of ASU 2015-12 require that investments (both participant-directed and nonparticipant-directed investments) be grouped only by general type, eliminating the need to disaggregate the investments by nature, characteristics and risks. In addition, certain other investment disclosures are eliminated. Part III is not applicable to the Plan. ASU 2015-12 is effective for fiscal years beginning after December 15, 2015, with early application permitted. Part I and II is to be applied retrospectively upon adoption. The Plan's management does not expect the adoption of the standard to have a material effect on the Plan's Statements of Net Assets Available for Benefits or Statement of Changes in Net Assets Available for Benefits and is currently evaluating the impact of the standard to the Plan's Financial Statement disclosures.

Subsequent Events

The Plan's management evaluated subsequent events through October 12, 2015, the date on which the financial statements were available to be issued, and with the exception of subsequent events discussed in Note 15, no additional disclosures were required.

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2014 and 2013

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,	
	2014	2013
Investments, at fair value	\$ 4,141,117,629	\$ 3,816,707,621
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(4,295,544)	(3,291,478)
Investments, at contract value	<u>\$ 4,136,822,085</u>	<u>\$ 3,813,416,143</u>
Loans receivable from participants	<u>\$ 59,876,852</u>	<u>\$ 55,279,627</u>
Net investment gain	<u>\$ 323,115,491</u>	
Interest income from participant loans	<u>\$ 1,817,876</u>	

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:

	2014	2013
AIG Master Trust	\$ 457,888,039	\$ 474,482,928
MFS Value Fund R5	294,928,402	281,420,697
Vanguard Institutional Index Fund Instl Plus Shares	830,130,204	627,335,684
Vanguard PRIMECAP Fund Admiral Shares	618,050,807	526,752,675
Vanguard Prime Money Market Fund Instl Shares	205,137,168 *	206,659,286
Vanguard Total Bond Market Index Fund Instl Plus Shares	207,088,959 *	200,361,440
Vanguard Wellington Fund Admiral Shares	498,964,379	469,160,832

* Investments do not represent 5% of net assets in 2014 but are included in above table for comparative purposes.

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

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 and Common Collective Trust Funds

Shares of mutual funds and common collective trust 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

The Plan invests in the Stable Value and Stock Fund through the AIG Master Trust. The Plan's interests in those funds are stated at fair value. The Plan's interest in the funds is based on beginning

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

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.

The fair value of common stock is valued at the closing price reported on the active market on which the security is traded.

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, 2014 and 2013, 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).

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2014 and 2013

2014				
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Fixed Income Funds	\$ 412,226,127	\$ -	\$ -	412,226,127
Index Funds	915,683,463	-	-	915,683,463
Balanced Funds	498,964,379	-	-	498,964,379
Growth Funds	294,928,402	-	-	294,928,402
Equity Funds	917,869,295	-	-	917,869,295
International Equity Funds	162,955,057	-	-	162,955,057
Total Mutual Funds	<u>3,202,626,723</u>	<u>-</u>	<u>-</u>	<u>3,202,626,723</u>
Common Collective Trust (target dated funds)		477,329,439		477,329,439
Warrants	3,273,428	-	-	3,273,428
Total Investments	<u>\$ 3,205,900,151</u>	<u>\$ 477,329,439</u>	<u>\$ -</u>	<u>\$ 3,683,229,590</u>

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	<u>3,339,196,762</u>	<u>-</u>	<u>-</u>	<u>3,339,196,762</u>
Warrants	3,027,931	-	-	3,027,931
Total Investments	<u>\$ 3,342,224,693</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,342,224,693</u>

The following tables set forth by level, within the fair value hierarchy, the Stable Value assets at fair value as of December 31, 2014 and 2013, respectively:

2014				
	Level 1	Level 2	Level 3	Total
Security Backed Contracts:				
Guaranteed Investment Contracts	\$ -	\$ 97,782,577	\$ -	97,782,577
Corporate Bonds	-	64,416,152	-	64,416,152
U.S. Government Bonds	-	41,213,144	-	41,213,144
Municipal Bonds	-	13,447,552	-	13,447,552
Other	-	184,265,217	-	184,265,217
Wrapper Contracts	-	104,609	-	104,609
Collective Trusts	-	61,242,934	-	61,242,934
Total assets	<u>-</u>	<u>462,472,185</u>	<u>-</u>	<u>462,472,185</u>
Liabilities	-	(288,001)	-	(288,001)
Total net assets	<u>\$ -</u>	<u>\$ 462,184,184</u>	<u>\$ -</u>	<u>\$ 462,184,184</u>
Plan Interest in Stable Value	<u>\$ -</u>	<u>\$ 444,015,230</u>	<u>\$ -</u>	<u>\$ 444,015,230</u>

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2014 and 2013

		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

The following tables sets forth by level, within the fair value hierarchy, the Stock Fund assets at fair value as of December 31, 2014 and 2013, respectively:

		2014			
		Level 1	Level 2	Level 3	Total
AIG Common Stock	\$	14,682,581	\$ -	\$ -	\$ 14,682,581
Total assets	\$	14,682,581	\$ -	\$ -	\$ 14,682,581
Plan Interest in Stock Fund	\$	13,872,809	\$ -	\$ -	\$ 13,872,809

		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

6. Master Trust Information – AIG Master Trust

A portion of the Plan's investments are 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 and the AIG Stock Fund, which were contributed by the participating plans to the AIG Master Trust on January 3, 2011. The assets of the AIG Master Trust are held by Mercer. The custodian of AIG Stable Value Fund is Wells Fargo Institutional Trust Services.

Each participating plan has a divided interest in the AIG Master Trust based on the individual plan participants' investment elections. The plans' interest is based on beginning of the year value of the plan's interest in the AIG Master Trust plus contributions and allocated investment income less withdrawals and allocated expenses. The participating plans' interests in the AIG Master Trust are summarized below.

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

	2014		2013	
	AIG Stock Fund	AIG Stable Value Fund	AIG Stock Fund	AIG Stable Value Fund
American International Group, Inc. Incentive Savings Plan	94.48%	95.98%	94.37%	95.33%
American General Agents' and Managers' Thrift Plan	5.39%	3.71%	5.49%	4.35%
AIG Insurance Company-Puerto Rico Capital Growth Plan	0.13%	0.31%	0.14%	0.32%
	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>

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

	December 31,	
	2014	2013
AIG Master Trust Investments		
Stable Value	\$444,015,230	\$460,120,038
Stock Fund	<u>13,872,809</u>	<u>14,362,890</u>
Total investments in the AIG Master Trust	<u>\$457,888,039</u>	<u>\$474,482,928</u>
Interest in AIG Master Trust		
Stable Value	\$6,374,762	
Stock Fund	<u>\$1,281,923</u>	
Total Interest income in the AIG Master Trust	<u>\$7,656,685</u>	

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.

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 Stable Value 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.

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2014 and 2013

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 1.17% and 1.20% for the years ended December 31, 2014 and 2013, respectively. The average crediting interest rate was 1.61% and 1.62% as of December 31, 2014 and 2013, 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.

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

Investments held by the Stable Value at December 31, 2014 were as follows:

<u>Name of issuer</u>	<u>Moody's/ S & P Credit Rating</u>	<u>Investment at Fair Value</u>	<u>Wrapper Contracts at Fair Value</u>	<u>Adjustment to Contract Value</u>	<u>Contract Value</u>
Common Collective Trusts					
Wells Fargo Short Term Investment Fund G		\$ 15,916,264	\$ -	\$ -	\$ 15,916,264
Wells Fargo Stable Return Fund G		45,326,670	-	(625,812)	44,700,858
Total Common Collective Trust		61,242,934	-	(625,812)	60,617,122
Security-backed contracts:					
Wrapper Contracts:					
Metropolitan Life Ins. Co.	Aa3/AA-	97,782,577	-	32,936	97,815,513
Prudential Insurance Co. of America	A1/AA-	-	-	(1,178,133)	95,216,175
Transamerica Premier Life Ins. Co.	A1/AA-	-	104,609	(1,465,188)	99,479,357
Pacific Life Insurance Company	A1/A+	-	-	(1,239,429)	104,868,392
Corporate Bonds		64,416,152	-	-	-
U.S. Government Bonds		41,213,144	-	-	-
Municipal Bonds		13,447,552	-	-	-
Other		184,265,217	-	-	-
Total Security-backed contracts:		401,124,642	104,609	(3,849,814)	397,379,437
Total Investments		\$ 462,367,576	\$ 104,609	\$ (4,475,626)	\$ 457,996,559
Plan Interest in Stable Value		\$ 443,763,664	\$ 100,404	\$ (4,295,544)	

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2014 and 2013

Investments held by the Stable Value at December 31, 2013 were as follows:

<u>Name of issuer</u>	<u>Moody's/ S&P Credit Rating</u>	<u>Investment at Fair Value</u>	<u>Wrapper Contracts at Fair Value</u>	<u>Adjustment to Contract Value</u>	<u>Contract Value</u>
Common Collective Trusts					
Wells Fargo Short Term Investment Fund 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)	

Investment income for the Stable Value was as follows:

	Year ended December 31, 2014
Net appreciation in fair value of Stable Value	\$ 1,131,825
Interest income	5,529,776
Total investment income	\$ 6,661,601
Plan Interest in Stable Value	\$ 6,374,762

Stock Fund

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.

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

Investments held by the Stock Fund as of December 31, 2014 and 2013 were as follows:

	2014	2013
American International Group, Inc. Common Stock	\$ 14,682,581	\$ 15,219,773
Total investments	<u>\$ 14,682,581</u>	<u>\$ 15,219,773</u>
 Plan Interest in Stock Fund	 <u>\$ 13,872,809</u>	 <u>\$ 14,362,890</u>

Investment gain for the Stock Fund was as follows:

	Year Ended December 31, 2014
Net appreciation in fair value of the Stock Fund	\$ 1,357,822
Total investment gain	<u>\$ 1,357,822</u>
Plan Interest in Stock Fund	<u>\$ 1,281,923</u>

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 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, 2014, 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 \$372,691 for the year ended December 31, 2014. 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.

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

10. Related Party Transactions

The Plan holds shares of AIG common stock. The Plan held 247,684 and 281,349 units of the Stock Fund with a fair value of \$13,872,809 and \$14,362,890 at December 31, 2014 and 2013, respectively. The Plan did not purchase any units of the Stock Fund during the years ended December 31, 2014 and 2013. Also, the Plan sold \$1,772,005 and \$1,411,244 of the Stock Fund during the years ended December 31, 2014 and 2013, respectively. The Plan received no dividends on the Stock Fund for the year ended December 31, 2014.

Mercer is the Trustee and Wells Fargo is the custodian of the Stable Value; therefore, these investments qualify as party-in-interest transactions.

Plan investments include units of AIG warrants, which entitled holders to hold AIG common stock. The Plan held 131,428 and 149,361 units of AIG warrants with a fair value of \$3,273,428 and \$3,027,931 at the years ended December 31, 2014 and 2013, respectively.

Additionally, for the Plan year ended December 31, 2014, the Company paid fees of \$1,564,161 to Mercer. These fees are calculated quarterly using basis points.

11. Risks and Uncertainties

The Plan's investments 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.

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, 2014 and 2013, 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.

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

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 certain pension plans sponsored by AIG or its subsidiaries (the "Plans"). The United States District Court of the Southern District of New York (the "Court") subsequently consolidated these eight actions as *In re American International Group, Inc. ERISA Litigation II*. On December 19, 2014, lead plaintiffs' counsel filed under seal a third consolidated amended complaint. The action purports to be brought as a class action under ERISA, on behalf of all participants in or beneficiaries of certain benefit plans of AIG and its subsidiaries that offered shares of AIG Common Stock. In the third consolidated amended complaint, plaintiffs allege, among other things, that the defendants breached their fiduciary responsibilities to plan participants and their beneficiaries under ERISA, by continuing to offer the AIG Stock Fund as an investment option in the plans after it allegedly became imprudent to do so. The alleged ERISA violations relate to, among other things, the defendants' purported failure to monitor and/or disclose certain matters, including the Subprime Exposure Issues.

On January 6, 2015, the parties informed the Court that they had accepted a mediator's proposal to settle the action for \$40 million. On June 5, 2015, the Court issued an order preliminarily approving the settlement and notice procedures. On September 18, 2015, the court held a final settlement hearing and, on the same day, issued an Order and Final Judgment approving the class settlement and dismissing the action with prejudice. The settlement, net of fees and expenses, is being distributed amongst the Plans in accordance with the Plan of Allocation approved by the Court.

13. Transfers in

In 2014 an employee of American General Life Insurance Company participating in the AGLA Thrift Plan transferred to another subsidiary of the Company and accordingly became eligible for the Plan. As specified in the AGLA Thrift Plan document, the employees' balance in the AGLA Thrift Plan was transferred to the Plan.

14. Changes in Investment Fund Options

On a regular basis, the Committee monitors the performance and associated expenses of the investment options offered through the Plan.

As part of this ongoing review, the following investment fund changes were made effective as of March 31, 2014:

- The Janus Twenty Fund (JAVLX) – Class T Share Class was replaced by and had all assets mapped to the Vanguard Institutional Index Fund (VIIIX) - Institutional Plus Share Class,
- The Perkins Small Cap Value Fund (JDSNX) – N Share Class was replaced by and had all assets mapped to the DFA U.S. Small Cap Value Portfolio (DFS VX) – Institutional Share Class
- The suite of Vanguard Target Retirement Mutual Funds was replaced by and had all assets mapped to the corresponding Vanguard Target Retirement Trust 1 Account.

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2014 and 2013

15. Subsequent Events

In August 2015 the Board approved the following Plan amendments:

- Effective August 1, 2015, Plan participants will have an option to elect a professional managed account feature to have an investment expert monitor their Plan account and make investment changes on their behalf ; and
- Effective as of January 1, 2016, Plan participants who have terminated employment will be permitted to elect to receive either a partial or a total distribution of their Plan account balance. The Plan does not currently allow partial distributions.

Also, in August 2015 the CMRC approved an amendment to the Plan that will provide all employees eligible to participate in the Plan (including those who do not make any employee contributions to the Plan) with non-elective, non-discretionary, immediately-vested Company contributions, pursuant to section 401(a) of the Code, in an amount equal to 3% of each participant's eligible compensation, subject to the applicable annual limit set forth in Section 401(a)(17) of the Code. This amendment is effective January 1, 2016.

16. Reconciliation of Financial Statements to Form 5500

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

	December 31,	
	2014	2013
Net assets available for benefits per the financial statements	\$ 4,204,802,211	\$ 3,874,125,728
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts	4,295,544	3,291,478
Net assets available for benefits per Form 5500	<u>\$ 4,209,097,755</u>	<u>\$ 3,877,417,206</u>

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2014 and 2013

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

	Year Ended December 31, 2014
Total additions before transfers per the financial statements	\$ 709,817,436
Add: Changes in adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>1,004,066</u>
Total additions per Form 5500	<u><u>\$ 710,821,502</u></u>

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

	Year Ended December 31, 2014
Net increase per the financial statements	\$ 330,676,483
Subtract: Transfers into Plan	\$ (11,384)
Add: Changes in adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>1,004,066</u>
Net increase per Form 5500	<u><u>\$ 331,669,165</u></u>

American International Group, Inc. Incentive Savings Plan
Form 5500, Schedule H – Part IV, Line 4f
Schedule of Assets (Held at End of Year)
December 31, 2014

		Cost **	Current Value	
Issue	Description			
* AIG Master Trust	Master Trust		457,888,039	****
* AIG Warrants	Warrants		3,273,428	***
Thornburg International Equity Fund	Common Collective Trust Fund		57,342,209	***
Baron Small Cap Fund Instl Shares	Equity Mutual Fund		134,948,307	***
DFA U.S. Small Cap Value Portfolio	Equity Mutual Fund		164,870,181	***
MFS Value Fund R4	Growth Mutual Fund		294,928,402	***
Vanguard PRIMECAP Fund Admiral Shares	Equity Mutual Fund		618,050,807	***
Vanguard Institutional Index Fund Instl Plus Shares	Index Mutual Fund		830,130,204	***
Vanguard FTSE All World ex-US Index Fund Instl Shares	International Equity Mutual Fund		162,955,057	***
Vanguard Prime Money Market Fund Instl Shares	Fixed Income Mutual Fund		205,137,168	***
Vanguard Total Bond Market Index Fund Instl Plus Shares	Fixed Income Mutual Fund		207,088,959	***
Vanguard Wellington Fund Admiral Shares	Balanced Mutual Fund		498,964,379	***
Vanguard Extended Market Index Instl Shares	Index Mutual Fund		85,553,259	***
Vanguard Target Retirement Income Trust I	Common Collective Trust Fund		13,006,172	***
Vanguard Target Retirement 2010 Trust I	Common Collective Trust Fund		5,105,379	***
Vanguard Target Retirement 2015 Trust I	Common Collective Trust Fund		34,846,953	***
Vanguard Target Retirement 2020 Trust I	Common Collective Trust Fund		53,719,574	***
Vanguard Target Retirement 2025 Trust I	Common Collective Trust Fund		63,417,594	***
Vanguard Target Retirement 2030 Trust I	Common Collective Trust Fund		59,600,429	***
Vanguard Target Retirement 2035 Trust I	Common Collective Trust Fund		64,226,200	***
Vanguard Target Retirement 2040 Trust I	Common Collective Trust Fund		47,160,934	***
Vanguard Target Retirement 2045 Trust I	Common Collective Trust Fund		41,724,466	***
Vanguard Target Retirement 2050 Trust I	Common Collective Trust Fund		22,180,140	***
Vanguard Target Retirement 2055 Trust I	Common Collective Trust Fund		10,877,728	***
Vanguard Target Retirement 2060 Trust I	Common Collective Trust Fund		4,121,661	***
Total Investments			4,141,117,629	*****
* Loans receivable from participants	Loans issued at interest rates between 3.25% and 9.50% with maturity dates ranging from January 2015 to December 2029.			
			59,876,852	***
Total			\$ 4,200,994,481	
<p>* Party-in-interest.</p> <p>** Cost is not required for participant directed investments.</p> <p>*** These investments were derived from information certified by Mercer Trust Company, the trustee, as complete and accurate.</p> <p>**** This investment was derived from information certified by Wells Fargo, the Stable Trust custodian, as complete and accurate.</p> <p>***** Adjustment from fair value to contract value of \$(4,295,544) is not included in the total.</p>				

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN
Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP INC

EIN: 13-2592361
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 WELLINGTON FUND	MUTUAL FUND		498,964,379
	DFA U.S. SMALL CAP VAL PORTFOLIO	MUTUAL FUND		164,870,181
	VANGUARD TARGET INCOME TRUST I	COMMON/COLLECTIVE TRUST		13,006,172
	VANGUARD TARGET 2010 TRUST I	COMMON/COLLECTIVE TRUST		5,105,379
	VANGUARD TARGET 2015 TRUST I	COMMON/COLLECTIVE TRUST		34,846,953
	VANGUARD TARGET 2020 TRUST I	COMMON/COLLECTIVE TRUST		53,719,574
	VANGUARD TARGET 2025 TRUST I	COMMON/COLLECTIVE TRUST		63,417,594

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN
Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP INC

EIN: 13-2592361
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 TARGET 2030 TRUST I	COMMON/COLLECTIVE TRUST		59,600,429
	VANGUARD TARGET 2035 TRUST I	COMMON/COLLECTIVE TRUST		64,226,200
	VANGUARD TARGET 2040 TRUST I	COMMON/COLLECTIVE TRUST		47,160,934
	VANGUARD TARGET 2045 TRUST I	COMMON/COLLECTIVE TRUST		41,724,466
	VANGUARD TARGET 2050 TRUST I	COMMON/COLLECTIVE TRUST		22,180,140
	VANGUARD TARGET 2055 TRUST I	COMMON/COLLECTIVE TRUST		10,877,728
	VANGUARD TARGET 2060 TRUST I	COMMON/COLLECTIVE TRUST		4,121,661

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN
Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP INC

EIN: 13-2592361
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
	BARON SMALL CAP FUND	MUTUAL FUND		134,948,307
	VANGUARD EXTENDED MARKET INDEX FD	MUTUAL FUND		85,553,259
	MFS VALUE FUND CLASS R5	MUTUAL FUND		294,928,402
	VANGUARD FTSE ALL-WORLD EX-US	MUTUAL FUND		162,955,057
	THORNBURG INTERNATIONAL EQUITY FD	COMMON/COLLECTIVE TRUSTS		57,342,209
	VANGUARD PRIMECAP FUND	MUTUAL FUND		618,050,807
	VANGUARD INSTITUTIONAL INDEX FUND	MUTUAL FUND		830,130,204

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN
Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP INC

EIN: 13-2592361
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 PRIME MONEY MARKET FUND	MUTUAL FUND		205,137,168
	VANGUARD TOTAL BOND MARKET INDEX	MUTUAL FUND		207,088,959
*	AIG MASTER TRUST	MASTER TRUST		457,888,039
	LOAN FUND	PARTICIPANT LOANS		59,876,852
*	AIG WARRANT FUND	EMPLOYER STOCK		3,273,428