

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="font-size: 24pt; font-weight: bold;">2015</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</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>	1b Three-digit plan number (PN) ▶	<div style="border: 1px solid black; padding: 2px; font-weight: bold;">003</div>	
	1c Effective date of plan <u>04/01/1985</u>		
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>AMERICAN INTERNATIONAL GROUP INC</u> <u>175 WATER STREET</u> <u>20TH FLOOR</u> <u>NEW YORK, NY 10038</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	Filed with authorized/valid electronic signature.	10/17/2016	JUSTIN ORLANDO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/17/2016	DON CUMMINGS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

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
	3c Administrator's telephone number 212-770-6614
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 43328
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.....	6a(1) 28275
a(2) Total number of active participants at the end of the plan year	6a(2) 27720
b Retired or separated participants receiving benefits.....	6b 659
c Other retired or separated participants entitled to future benefits.....	6c 15419
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 43798
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 30
f Total. Add lines 6d and 6e	6f 43828
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 42102
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3F 3H	
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)
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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 2015 Form M-1 annual report. If the plan was not required to file the 2015 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
		2015
		This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

HARDING, LOEVNER FUNDS, INC.

P.O. BOX 7466
CHICAGO, IL 60680

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

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

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

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

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

MERCER HR SERVICES, LLC

INVESTORS WAY
NORWOOD, MA 02062-1584

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 25 37 38 49 50 59 60 62 64 65 72 99	RECORDKEEPER/T RUSTEE	266198	Yes ☒ No ☐	Yes ☐ No ☒	210407	Yes ☐ No ☒

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

WILLIS MCDONALD CO. INC.

13-3460717

(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	145906	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRICEWATERHOUSECOOPERS LLP

13-4008324

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	AUDITOR	136134	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)

AON CORPORATION

36-3051915

(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	110000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ALSTON & BIRD LLP

58-0137615

(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	94531	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FINANCIAL ENGINES

1804 EMBARCADERO ROAD
PALO ALTO, CA 94303

(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?
26 50	INVESTMENT ADVISOR	87319	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)

EVERCORE TRUST COMPANY, N.A.

26-4691954

(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	83472	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SHEARMAN & STERING LLP

13-5514352

(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	25000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NATL ECONOMIC RESEARCH ASSOC.

95-2879539

(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	16848	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	13149	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	136201
(d) Enter name and EIN (address) of source of indirect compensation BARON CAPITAL INC. 767 5TH AVENUE NEW YORK, NY 10153	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 49 64 65 99	65916
(d) Enter name and EIN (address) of source of indirect compensation FINANCIAL ENGINES 1804 EMBARCADERO ROAD PALO ALTO, CA 94303	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. VARIOUS ADMINISTRATIVE SERVICE FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 62	8291
(d) Enter name and EIN (address) of source of indirect compensation WELLS FARGO 90 S 7TH ST 7TH FLOOR MINNEAPOLIS, MN 55402-3903	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 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
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <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 <hr/> 2015 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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: VANGUARD TGT RET INCOME TRUST PLUS

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN <u>90-0735883-001</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>14185080</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TGT RETIREMENT 2010 PLUS

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN <u>90-0735886-001</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>4101919</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TGT RETIREMENT 2015 PLUS

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN <u>90-0735891-001</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>31230779</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TGT RETIREMENT 2020 PLUS

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN <u>90-0735899-001</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>57086802</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TGT RETIREMENT 2025 PLUS

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN <u>90-0735963-001</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>73062580</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TGT RETIREMENT 2030 PLUS

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN <u>90-0735964-001</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>70871425</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TGT RETIREMENT 2035 PLUS

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN <u>90-0735965-001</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>74328507</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: [VANGUARD TGT RETIREMENT 2040 PLUS](#)**b** Name of sponsor of entity listed in (a): [VANGUARD FIDUCIARY TRUST COMPANY](#)

c EIN-PN 90-0735971-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 57837639
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a Name of MTIA, CCT, PSA, or 103-12 IE: [VANGUARD TGT RETIREMENT 2045 PLUS](#)**b** Name of sponsor of entity listed in (a): [VANGUARD FIDUCIARY TRUST COMPANY](#)

c EIN-PN 90-0735972-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 54265564
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a Name of MTIA, CCT, PSA, or 103-12 IE: [VANGUARD TGT RETIREMENT 2050 PLUS](#)**b** Name of sponsor of entity listed in (a): [VANGUARD FIDUCIARY TRUST COMPANY](#)

c EIN-PN 90-0735976-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32732906
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a Name of MTIA, CCT, PSA, or 103-12 IE: [VANGUARD TGT RETIREMENT 2055 PLUS](#)**b** Name of sponsor of entity listed in (a): [VANGUARD FIDUCIARY TRUST COMPANY](#)

c EIN-PN 90-0735978-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16474195
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a Name of MTIA, CCT, PSA, or 103-12 IE: [VANGUARD TGT RETIREMENT 2060 PLUS](#)**b** Name of sponsor of entity listed in (a): [VANGUARD FIDUCIARY TRUST COMPANY](#)

c EIN-PN 45-3799736-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5997917
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a Name of MTIA, CCT, PSA, or 103-12 IE: [HRC INTERNATIONAL EQUITY CIT](#)**b** Name of sponsor of entity listed in (a): [HARDING, LOEVNER FUNDS, INC.](#)

c EIN-PN 27-6075499-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 63163003
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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) 450961440
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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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**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.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2015</div> This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 AMERICAN INTERNATIONAL GROUP INC	D Employer Identification Number (EIN) 13-2592361	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	8219000	13695678
(2) Participant contributions	1b(2)	68540	4977129
(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)	59876852	64300951
(9) Value of interest in common/collective trusts.....	1c(9)	477329439	555338316
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	457888039	450961440
(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)	3202626723	3185580060
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		23212656

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	3273428	2927348
(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	4209282021	4300993578

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	184266	218136
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	184266	218136

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4209097755	4300775442
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	166167575	
(B) Participants	2a(1)(B)	226600489	
(C) Others (including rollovers)	2a(1)(C)	26914030	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		419682094
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)	1945093	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1945093
(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)	135846935	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		135846935
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	431973	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	437517	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-5544
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-98343	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-98343

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-5636831
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		4041933
(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)		-140047579
c Other income	2c		23315010
d Total income. Add all income amounts in column (b) and enter total	2d		439042768

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	345803865	
(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)		345803865
f Corrective distributions (see instructions)	2f		75712
g Certain deemed distributions of participant loans (see instructions)	2g		276288
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	262701	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	197319	
(4) Other	2i(4)	799939	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1259959
j Total expenses. Add all expense amounts in column (b) and enter total	2j		347415824

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		91626944
l Transfers of assets:			
(1) To this plan	2l(1)		54228
(2) From this plan	2l(2)		3485

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:

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
AMERICAN GENERAL AGENTS' & MANAGERS' THRIFT PLAN	13-2592361	006

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

6a Name of trust

6b Trust's EIN

6c Name of trustee or custodian

6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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	Distributions
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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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-2020334</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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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
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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.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

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

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A
22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).		
22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____.		
22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.		
23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No



Report of Independent Auditors

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, 2015 and December 31, 2014 and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, 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.

Auditors' 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 and custodian of the Plan, and Wells Fargo Bank N.A., the custodian of the AIG Stable Value Fund, 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, 2015 and December 31, 2014 and for the year ended December 31, 2015, 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, 2015 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 17, 2016

**American International
Group, Inc.**

Incentive Savings Plan

**Financial Statements and Supplemental Schedule
December 31, 2015 and 2014**

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.



Report of Independent Auditors

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, 2015 and December 31, 2014 and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, 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.

Auditors' 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 and custodian of the Plan, and Wells Fargo Bank N.A., the custodian of the AIG Stable Value Fund, 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, 2015 and December 31, 2014 and for the year ended December 31, 2015, 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, 2015 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 17, 2016

American International Group, Inc. Incentive Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Assets		
Investments, at fair value (see Note 4)		
Mutual funds	\$ 3,185,580,060	\$ 3,202,626,723
Common collective trust funds	555,338,316	477,329,439
AIG warrants	2,927,348	3,273,428
AIG Master Trust (see Note 5)	450,961,440	453,592,495
Total Investments, at fair value	<u>4,194,807,164</u>	<u>4,136,822,085</u>
Receivables		
Participant contributions	4,977,129	68,540
Employer contribution	13,695,678	8,219,000
Loans receivable from participants	64,300,951	59,876,852
Litigation settlement (see Note 11)	23,090,410	-
Total receivables	<u>106,064,168</u>	<u>68,164,392</u>
Prepaid Expense	122,246	-
Total assets	<u>4,300,993,578</u>	<u>4,204,986,477</u>
Liabilities		
Payable for trustee and administrative fees	218,136	184,266
Total liabilities	<u>218,136</u>	<u>184,266</u>
Net assets available for benefits	<u>\$ 4,300,775,442</u>	<u>\$ 4,204,802,211</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, 2015

	<u>2015</u>
Additions to net assets attributed to	
Investment income	
Net appreciation/(depreciation) in fair value of investments	\$ (145,788,297)
Interest in AIG Master Trust	8,337,477
Dividend income	<u>135,846,935</u>
Net investment income/(loss)	<u>(1,603,885)</u>
Interest income from participant loans	<u>1,945,093</u>
Contributions	
Participants	226,600,489
Employer	166,167,575
Rollovers	<u>26,914,030</u>
Total contributions	<u>419,682,094</u>
Litigation settlement (see Note 11)	23,090,410
Other additions	<u>224,600</u>
Total additions to net assets before transfers	<u>443,338,312</u>
AGLA Thrift transfers in (See Note 12)	<u>54,228</u>
Total additions to net assets after transfers	<u>443,392,540</u>
Deductions from net assets attributed to	
Distributions paid to participants	346,155,865
Administrative expenses	712,908
Redemption fees paid by participants	234,160
Other deductions	<u>312,891</u>
Total deductions from net assets	<u>347,415,824</u>
Net increase	<u>95,976,716</u>
AGLA Thrift transfer out (see Note 12)	<u>3,485</u>
Net increase after transfer	95,973,231
Net assets available for benefits at	
Beginning of year	<u>4,204,802,211</u>
End of year	<u><u>\$ 4,300,775,442</u></u>

See accompanying notes to the financial statements.

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

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 April 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. For 2015, the Plan satisfies the safe harbor rule under Code Section 401(k)(12), and thus is not subject to nondiscrimination testing. 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”), whose members are appointed by the CMRC, and it is responsible, either directly or through delegations, for the day-to-day operations of the Plan. In addition, the AIG Investment Committee (the “Committee”), 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 named 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 for 2015 and 2014 was Mercer HR Services, LLC (“Mercer HR”) and the main custodian and trustee of the Plan is Mercer Trust Company (“Mercer Trust Co.”) (collectively, “Mercer”). The AIG Master Trust holds the AIG Stable Value Fund and the AIG Stock Fund. The assets of the AIG Master Trust are held by Mercer Trust Co. The custodian of the AIG Stable Value Fund is Wells Fargo Bank, N.A. The Plan was amended effective August 1, 2015 to give participants the ability to appoint an investment advisor that is designated by the Investment Committee (currently Financial Engines, Inc.) to make investment elections with respect to a participant’s account in the Plan.

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.

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

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; provided however, that no such contribution can exceed the maximum IRS employee deferral/contribution limit applicable for such year. 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 (escalate) 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 who are not enrolled in the 1% automatic escalation feature noted above may elect voluntary "Auto-Escalation," which provides for automatic annual pre-tax increases 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 employee compensation limit; a company-match true-up provision is also in effect as described below. There is no Company match provided on rollover contributions.

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

For 2015, pursuant to Internal Revenue Service rules, the total amount of a participant's pre-tax and or Roth after-tax contributions was limited to \$18,000. In addition to these amounts, participants who attain the age of fifty by the end of the 2015 Plan year are provided an opportunity to contribute an additional \$6,000 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, during the Plan year, do not receive the maximum Company matching contribution permissible under the terms of the Plan because of the contribution percentage they select combined with the timing of their employee contributions. During 2016 and 2015, the Company made true-up contributions into employee Plan accounts totaling \$10,140,890 and \$8,185,382, for Plan years' 2015 and 2014, 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. If a new participant fails to select one or more investment options, such participant's account will be invested in the Plan's qualified default investment alternative, the Target Retirement Date Fund applicable for the participant's age.

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

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2015 and 2014

fund) are not allowed. Instead, transfers from the Stable Value must be invested in a non-competing fund for a minimum of ninety (90) 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, if the participant had elected the Stock Fund as an investment option. As of May 4, 2009, no new contributions could be invested in the Stock Fund. However, contributions invested in the Stock Fund prior to May 4, 2009 could remain invested or could be sold at the participant's election.

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 (60) 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, subject to anti-dilution adjustment for certain events. 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 the accounts of participants in the Plan who had a portion of their account invested in the Stock Fund prior to when the Fund was frozen to new contributions in May 2009. In 2015 there has been the following anti-dilution adjustment to the exercise price:

- Effective at the close of business on December 7, 2015, the exercise price of the warrants decreased from \$45.00 per share to \$44.9036 per share.

Distributions

An employee can withdraw the vested portion of his or her Plan account upon termination of employment, 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

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

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 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, 2015 have been issued at interest rates between 3.25% and 9.50% and maturities range from January 2016 to December 2030. 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

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

forfeited amounts, subject to certain provisions as stated in the Plan document. Amounts in the Plan's forfeiture account were \$1,246,728 and \$2,177,784 at December 31, 2015 and 2014, respectively. In 2015, forfeited contributions of \$801,285 were used to pay administrative expenses of the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires plan management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein; and disclosures including those for contingent assets and liabilities, at the date of the financial statements. Actual results could differ from those estimates and those differences could be material.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 4 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 an 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.

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2015 and 2014

Recently Issued Accounting Standards

Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)

In May 2015, the Financial Accounting Standards Board (“FASB”) amended guidance on fair value disclosure for investments for which fair value is measured using the net asset value (“NAV”) per share (or its equivalent) as a practical expedient. The amendments remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the NAV per share practical expedient, and also eliminate certain disclosures for these investments. The standard is effective for the Plan’s fiscal years beginning after December 15, 2016, with early application permitted. The Plan’s management has decided to adopt this standard before its effective date, and determined that it did not 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.

Employee Benefit Plan Accounting Improvements

In July 2015, the FASB issued an accounting standard update (the “ASU”) that simplifies certain aspects of employee benefit plan accounting, including Defined Benefit Pension Plans, Defined Contribution Pension Plans, and Health and Welfare Benefit Plans and pertaining to the following topics: Fully Benefit-Responsive Investment Contracts (Part I), Plan Investment Disclosures (Part II), and Measurement Date Practical Expedient (Part III). Part III of the standard is not applicable to the Plan. Part I of the ASU designates contract value as the only required measure for fully benefit-responsive investment contracts. Under the amendments, a plan will continue to provide disclosures that help users understand the nature and risks of fully benefit-responsive investment contracts. The amendments in Part II require that 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. The standard is effective for fiscal years beginning after December 15, 2015, with early application permitted. Part II is to be applied retrospectively upon adoption. The Plan’s management has decided to adopt this standard before its effective date, and has determined that it did not have a material effect on the Plan’s Statements of Net Assets Available for Benefit or Statement of Changes in Net Assets Available for Benefits.

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2015 and 2014

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,	
	2015	2014
Investments, at fair value	<u>\$ 4,194,807,164</u>	<u>\$ 4,136,822,085</u>
Loans receivable from participants	<u>\$ 64,300,951</u>	<u>\$ 59,876,852</u>
Net investment loss	<u>\$ (1,603,885)</u>	
Interest income from participant loans	<u>\$ 1,945,093</u>	

Prior year amounts have been reclassified to conform to the current year's presentation.

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

4. 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.

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2015 and 2014

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

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

Mutual Funds

Shares of mutual funds are valued at the net asset value ("NAV") of the shares held by the Plan at year end. The NAV per share is calculated daily by each fund based on observable market values of the underlying securities within each fund. Mutual Funds are classified as Level 1 in the valuation hierarchy because mutual funds are publicly traded and the NAV is quoted in active markets and may be redeemed daily.

Common Collective Trust Funds

Shares of common collective trust funds are valued at the net asset value ("NAV") of the shares held by the Plan at year end. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. 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.

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, 2015 and 2014, respectively.

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2015 and 2014

	2015			
	Level 1	Level 2	Level 3	Total
Assets				
Mutual Funds	\$ 3,185,580,060	\$ -	\$ -	\$ 3,185,580,060
Warrants	2,927,348	-	-	2,927,348
Total Investments	<u>\$ 3,188,507,408</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,188,507,408</u>
Other Investments Measured at Net Asset Value				
Common Collective Trust				555,338,316
AIG Master Trust				450,961,440
Total Other Investments Measured at Net Asset Value				<u>\$ 1,006,299,756</u>
Total Investments at Fair Value				<u>\$ 4,194,807,164</u>

There were no transfers between Levels 1, 2 or 3 during the year ended December 31, 2015.

	2014			
	Level 1	Level 2	Level 3	Total
Assets				
Mutual Funds	\$ 3,202,626,723	\$ -	\$ -	\$ 3,202,626,723
Warrants	3,273,428	-	-	3,273,428
Total Investments	<u>\$ 3,205,900,151</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,205,900,151</u>
Other Investments Measured at Net Asset Value				
Common Collective Trust				477,329,439
AIG Master Trust				453,592,495
Total Other Investments Measured at Net Asset Value				<u>\$ 930,921,934</u>
Total Investments at Fair Value				<u>\$ 4,136,822,085</u>

There were no transfers between Levels 1, 2 or 3 during the year ended December 31, 2014.

5. 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 Trust Co. The custodian of AIG Stable Value Fund is Wells Fargo Bank, N.A.

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

American International Group, Inc. Incentive Savings Plan
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percentage interests in the investment funds comprising the AIG Master Trust for 2015 and 2014 are summarized below:

	2015		2014	
	AIG Stock Fund	AIG Stable Value Fund	AIG Stock Fund	AIG Stable Value Fund
American International Group, Inc. Incentive Savings Plan	94.63%	96.07%	94.48%	95.98%
American General Agents' and Managers' Thrift Plan	5.25%	3.60%	5.39%	3.71%
AIG Insurance Company-Puerto Rico Capital Growth Plan	0.12%	0.33%	0.13%	0.31%
	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>

The following table presents the net assets of the AIG Master Trust as of December 31, 2015 and 2014:

	December 31,	
	2015	2014
AIG Stock Fund		
AIG common stock, at fair value	<u>\$14,077,066</u>	<u>\$14,682,581</u>
AIG Stable Value Fund		
Collective trusts, at contract value	52,574,011	60,617,122
Separate Account GIC, at contract value	98,881,421	97,815,513
Synthetic GIC, at contract value	<u>306,105,607</u>	<u>299,563,924</u>
Net investments Stable Value Fund	457,561,039	457,996,559
Liabilities	<u>(301,311)</u>	<u>(288,001)</u>
Net Assets Stable Value Fund	457,259,728	457,708,558
 Total net assets AIG Master Trust	 <u>\$471,336,794</u>	 <u>\$472,391,139</u>
 Plan Interest in AIG Master Trust	 <u>\$450,961,440</u>	 <u>\$453,592,495</u>

American International Group, Inc. Incentive Savings Plan
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The following are the changes in net assets for the AIG Master Trust for the years ended December 31, 2015 and 2014:

	For the year ended December 31,	
	2015	2014
Net appreciation in fair value of investments	\$2,223,412	\$2,489,647
Net investment income	6,477,383	5,529,776
Net transfers	<u>(9,755,140)</u>	<u>(30,605,023)</u>
Increase (decrease) in net assets	(1,054,345)	(22,585,600)
Net assets:		
Beginning of year	<u>472,391,139</u>	<u>494,976,739</u>
End of year	<u><u>\$471,336,794</u></u>	<u><u>\$472,391,139</u></u>

Investment valuation

Following are descriptions of the valuation methodologies used for AIG Master Trust investments carried at fair value:

Common stock

Valued at the closing price reported on the active market on which the security is traded.

Collective trusts

Valued at the contract value of the underlying investments held by the fund less its liabilities.

Fully-benefit responsive investment contracts

The AIG Stable Value Fund invests in fully-benefit responsive investment contracts issued by insurance companies and other financial institutions. Contract value is the relevant measurement attribute for the portion of net assets available for benefits attributable to fully benefit-responsive investment contracts. Contract value represents contributions made to the investment contract plus earnings, less participant withdrawals and administrative expenses.

The Plan is exposed to credit risk in the event of non-performance by counterparties to these 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,

American International Group, Inc. Incentive Savings Plan
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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.

6. Tax Status

The Plan received a determination letter from the IRS dated July 11, 2014 (which superseded a prior determination letter dated March 20, 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, 2015, 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.

7. Administrative Expenses

The Plan recorded administrative expenses including asset management, Trustee and recordkeeping fees amounting to \$712,908 for the year ended December 31, 2015. Professional fees and all administrative expenses in excess of forfeited contributions used are paid by the Company.

8. 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.

9. Related Party Transactions

The Plan holds shares of AIG common stock. The Plan held 214,974 and 247,684 units of the Stock Fund with a fair value of \$13,321,913 and \$13,872,809 at December 31, 2015 and 2014, respectively. The Plan did not purchase any units of the Stock Fund during the years ended December 31, 2015 and 2014. Also, the Plan sold \$1,931,080 and \$1,772,005 of the Stock Fund during the years ended December 31, 2015 and 2014, respectively. The Plan received dividends of \$186,026 on the Stock Fund for the year ended December 31, 2015.

Mercer is the Trustee of the Plan's Trust; it is also the Trustee of the AIG Master Trust that holds the AIG Stable Value Fund and the AIG Stock Fund. The assets of the AIG Master Trust are held by Mercer Trust Co. and Wells Fargo Bank, N.A. is the custodian of the Stable Value Fund; therefore, these investments qualify as party-in-interest transactions.

Plan investments include units of AIG warrants, which entitled holders to hold AIG common stock managed by Mercer. The Plan held 114,040 and 131,428 units of AIG warrants with a fair value of \$2,927,348 and \$3,273,428 at the years ended December 31, 2015 and 2014, respectively.

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Additionally, for the Plan year ended December 31, 2015, the Company paid fees of \$1,562,112 to Mercer. These fees are calculated quarterly using basis points.

10. 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, 2015 and 2014, less than 1% of the Plan's total investments were invested in the Stock Fund. The value of the underlying Company stock is subject to operational and market risks.

11. 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, was distributed amongst the Plans in accordance with the Plan of Allocation approved by the Court in March 2016 and the Plans received \$25,672,036, of which \$23,090,410 was allocated to the Plan.

American International Group, Inc. Incentive Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

12. Transfers in/out

In 2015 three employees of American General Life Insurance Company (“AGL”) participating in the American General Agents’ and Managers’ Thrift Plan (“AGLA Thrift”) transferred to another subsidiary of the Company and accordingly became eligible for the Plan. As specified in the AGLA Thrift document, the employees’ balance in the AGLA Thrift was transferred to the Plan. In addition, one employee participating in the Plan transferred to AGL and became eligible for the AGLA Thrift and accordingly the balance in the Plan was transferred to the AGLA Thrift.

13. 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 August 3, 2015:

- The Thornburg International Equity Fund was replaced by and had all assets mapped to the Harding Loevner International Equity Collective Investment Trust.
- The suite of Vanguard Target Retirement Trust I Account was replaced by and had all assets mapped to the corresponding Vanguard Target Retirement Trust Plus Account.

14. Subsequent Events

The Plan’s management evaluated subsequent events through October 17, 2016, the date on which the financial statements were available to be issued, and with the exception of subsequent events discussed below, no additional disclosures were required.

In August 2015, the CMRC approved in concept and on December 21, 2015 the Board adopted conforming Plan language for the following Plan amendment which became effective as of January 1, 2016:

- The Plan 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.

American International Group, Inc. Incentive Savings Plan

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December 31, 2015 and 2014

In November 2015, the CMRC approved in concept and on December 21, 2015 the Board adopted conforming Plan language for the following Plan amendment which became effective as of February 29, 2016:

- The AGLA Thrift will merge into the Plan and its assets will be transferred to the Plan's Trust as soon as administratively feasible on or after the merger date. On or after the merger date, AGLA Thrift participants became participants in the Plan. The approximate value of the transfer is \$70 million.

On August 2015, using its settlor authority, the Board approved the following Plan amendment which became effective on 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 currently does not allow partial distributions.

Effective January 1, 2016, Transamerica Retirement Solutions, LLC and one or more of its affiliates ("Transamerica") acquired Mercer HR's US defined contribution administration book of business, and became the new recordkeeper for the Plan.

The litigation settlement as disclosed in Note 11, net of fees and expenses, was distributed amongst the Plans in accordance with the Plan of Allocation approved by the Court in March 2016 and the Plan received \$23,090,410.

On May 6, 2016 AGL sold AIG Advisor Group, Inc. to unrelated third parties. In connection with the sales transaction, certain employees working for AIG Advisor Group, Inc. will transfer to an operating entity owned by purchaser on October 7, 2016. As soon as practical following this date but no later than the later of sixty days after this date or ninety days after a record keeper and trustee has been appointed in respect of the new 401(k) Plan established by the new entity, the Plan Administrator will conduct a trust-to-trust transfer and the full account balances in each Advisor Group employee's account under the Plan will be transferred. The approximate value of the transfer is \$ 60 million.

15. Reconciliation of Financial Statements to Form 5500

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

	December 31,	
	2015	2014
Net assets available for benefits per the financial statements	\$ 4,300,775,442	\$ 4,204,802,211
Add: Adjustment from contract value to fair value for fully benefit-responsive investment contracts	-	4,295,544
Net assets available for benefits per Form 5500	<u>\$ 4,300,775,442</u>	<u>\$ 4,209,097,755</u>

American International Group, Inc. Incentive Savings Plan
Notes to Financial Statements
December 31, 2015 and 2014

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

	Year Ended December 31, 2015
Total additions before transfers per the financial statements	\$ 443,338,312
Add: Changes in adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>(4,295,544)</u>
Total additions per Form 5500	<u><u>\$ 439,042,768</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, 2015
Net increase per the financial statements	\$ 95,976,716
Subtract: Transfers into Plan	(54,228)
Add: Changes in adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>(4,295,544)</u>
Net increase per Form 5500	<u><u>\$ 91,626,944</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, 2015

Issue		Description	Cost **	Current Value
*	AIG Master Trust	Master Trust		450,961,440 ***
*	AIG Warrants	Warrants		2,927,348 ***
	Harding Loevner International Equity Collective Investment Trust	Common Collective Trust Fund		63,163,003 ***
	Baron Small Cap Fund Instl Shares	Equity Mutual Fund		119,784,981 ***
	DFA U.S. Small Cap Value Portfolio	Equity Mutual Fund		145,762,593 ***
	MFS Value Fund R5	Growth Mutual Fund		271,648,517 ***
	Vanguard PRIMECAP Fund Admiral Shares	Equity Mutual Fund		606,688,898 ***
	Vanguard Institutional Index Fund Instl Plus Shares	Index Mutual Fund		825,142,330 ***
	Vanguard FTSE All World ex-US Index Fund Instl Shares	International Equity Mutual Fund		193,450,356 ***
	Vanguard Prime Money Market Fund Instl Shares	Fixed Income Mutual Fund		201,437,924 ***
	Vanguard Total Bond Market Index Fund Instl Plus Shares	Fixed Income Mutual Fund		231,420,880 ***
	Vanguard Wellington Fund Admiral Shares	Balanced Mutual Fund		487,202,524 ***
	Vanguard Extended Market Index Instl Shares	Index Mutual Fund		103,041,057 ***
	Vanguard Target Retirement Income Trust Plus	Common Collective Trust Fund		14,185,080 ***
	Vanguard Target Retirement 2010 Trust Plus	Common Collective Trust Fund		4,101,919 ***
	Vanguard Target Retirement 2015 Trust Plus	Common Collective Trust Fund		31,230,779 ***
	Vanguard Target Retirement 2020 Trust Plus	Common Collective Trust Fund		57,086,802 ***
	Vanguard Target Retirement 2025 Trust Plus	Common Collective Trust Fund		73,062,580 ***
	Vanguard Target Retirement 2030 Trust Plus	Common Collective Trust Fund		70,871,425 ***
	Vanguard Target Retirement 2035 Trust Plus	Common Collective Trust Fund		74,328,507 ***
	Vanguard Target Retirement 2040 Trust Plus	Common Collective Trust Fund		57,837,639 ***
	Vanguard Target Retirement 2045 Trust Plus	Common Collective Trust Fund		54,265,564 ***
	Vanguard Target Retirement 2050 Trust Plus	Common Collective Trust Fund		32,732,906 ***
	Vanguard Target Retirement 2055 Trust Plus	Common Collective Trust Fund		16,474,195 ***
	Vanguard Target Retirement 2060 Trust Plus	Common Collective Trust Fund		5,997,917 ***
	Total Investments			4,194,807,164
*	Loans receivable from participants	Loans issued at interest rates between 3.25% and 9.50% with maturity dates ranging from January 2016 to December 2030.		64,300,951 ***
	Total			<u>\$ 4,259,108,115</u>
*	Party-in-interest.			
**	Cost is not required for participant directed investments.			
***	These investments were derived from information certified by Mercer Trust Company, the trustee, as complete and accurate.			

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> 2015 This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning _____ and ending _____		
A Name of plan	B Three-digit plan number (PN) ►	
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred.....	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred.....	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants).....	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

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

Liabilities

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

Net Assets

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

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		

Expenses

e Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(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)		
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		
j Total expenses. Add all expense amounts in column (b) and enter total	2j		

Net Income and Reconciliation

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

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☐ 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:

(2) EIN:

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	N/A	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)				
4a				
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)				
4b				

		Yes	No	N/A	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c				
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d				
e Was this plan covered by a fidelity bond?	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?	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?	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?	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.)	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.)	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?	4k				
l Has the plan failed to provide any benefit when due under the plan?	4l				
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	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				
o Did the plan trust incur unrelated business taxable income?	4o				
p Were in-service distributions made during the plan year?	4p				

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

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

Attachment to 2015 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS

EIN: 13-2592361

Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP INC

PN: 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD WELLINGTON FUND	MUTUAL FUND		487,202,524
	DFA U.S. SMALL CAP VAL PORTFOLIO	MUTUAL FUND		145,762,593
	BARON SMALL CAP FUND	MUTUAL FUND		119,784,981
	VANGUARD EXTEND MARKET INDEX FUND	MUTUAL FUND		103,041,057
	MFS VALUE FUND R5	MUTUAL FUND		271,648,517
	VANGUARD FTSE ALL-WLD EX-US IND FD	MUTUAL FUND		193,450,356
	VANGUARD PRIMECAP FUND	MUTUAL FUND		606,688,898

Attachment to 2015 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS

EIN: 13-2592361

Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP INC

PN: 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD INSTITUTIONAL INDEX FUND	MUTUAL FUND		825,142,330
	VANGUARD PRIME MONEY MARKET FUND	MUTUAL FUND		201,437,924
	VANGUARD TOTAL BOND MARKET IND FD	MUTUAL FUND		231,420,880
	VANGUARD TGT RETIREMENT 2010 PLUS	COMMON/COLLECTIVE TRUST		4,101,919
	VANGUARD TGT RETIREMENT 2015 PLUS	COMMON/COLLECTIVE TRUST		31,230,779
	VANGUARD TGT RETIREMENT 2020 PLUS	COMMON/COLLECTIVE TRUST		57,086,802
	VANGUARD TGT RETIREMENT 2025 PLUS	COMMON/COLLECTIVE TRUST		73,062,580

Attachment to 2015 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS

EIN: 13-2592361

Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP INC

PN: 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD TGT RETIREMENT 2030 PLUS	COMMON/COLLECTIVE TRUST		70,871,425
	VANGUARD TGT RETIREMENT 2035 PLUS	COMMON/COLLECTIVE TRUST		74,328,507
	VANGUARD TGT RETIREMENT 2040 PLUS	COMMON/COLLECTIVE TRUST		57,837,639
	VANGUARD TGT RETIREMENT 2045 PLUS	COMMON/COLLECTIVE TRUST		54,265,564
	VANGUARD TGT RETIREMENT 2050 PLUS	COMMON/COLLECTIVE TRUST		32,732,906
	VANGUARD TGT RETIREMENT 2055 PLUS	COMMON/COLLECTIVE TRUST		16,474,195
	VANGUARD TGT RETIREMENT 2060 PLUS	COMMON/COLLECTIVE TRUST		5,997,917

Attachment to 2015 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AMERICAN INTERNATIONAL GROUP INC INCENTIVE SAVINGS

EIN: 13-2592361

Plan Sponsor's Name AMERICAN INTERNATIONAL GROUP INC

PN: 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD TGT RET INCOME TRUST PLUS	COMMON/COLLECTIVE TRUST		14,185,080
	HRC INTERNATIONAL EQUITY CIT	COMMON/COLLECTIVE TRUST		63,163,003
*	AIG MASTER TRUST	MASTER TRUST		450,961,440
*	LOAN FUND	PARTICIPANT LOANS		64,300,951
*	AIG WARRANT FUND	EMPLOYER STOCK		2,927,348