

----- Original Message -----

From: [REDACTED]

To: All Users

Cc: [REDACTED] <[REDACTED]>

Sent: Fri Mar 20 [REDACTED]

Subject: Retention Repayment Details - Please Respond

On Wednesday Ed Liddy asked everyone who received a guaranteed retention payment this month to return at least half of what they received*. As Ed noted, it is especially important that those of you in leadership participate even more meaningfully. Many of you have emailed me your intent to participate; this communication is meant to make it easier for us to calculate exactly where we are with respect to all employees.

Please show your commitment to repay any retention payments you received this month* by filling in the form below and returning this letter to me as soon as possible - but in any event before Monday, March 23rd at 5:00PM EDT. If you have decided, for whatever reason, that you cannot participate, I would appreciate a response, as well.

Please be aware that we have received assurances from Attorney General Cuomo that no names will be released by his office before he completes a security review which is expected to take at least a week. **To the extent that we meet certain participation targets, it is not expected that the names would be released, at all.**

We will ultimately send you documents to implement your commitment. At that time, you will be asked to pay back the percentage you have specified below taking into account the applicable tax consequences. For example, we expect that in the U.S. you will not be subject to tax on the receipt of the repaid amount. As a result AIG will be able to recover the taxes it previously withheld with respect to such amount. In other jurisdictions, you may be subject to tax on the receipt of the full amount of the retention payment without a deduction for the repayment. In both cases, you would only repay the after-tax amount of the selected percentage of the retention payment.

Commitment to Repay

The Undersigned hereby commits their intent to AIG and AIGFP to repay the percentage of the retention awards paid to him or her earlier this month* indicated below as described in this letter.

Name:
Date

Repayment Percentage

* This group includes those who were not participants in the Employee Retention Plan but who, instead, received contractually guaranteed payments outside of the Employee Retention Plan in January or March.

<<Retention Repayment Letter.DOC>>

The information contained herein is highly confidential and is being furnished for discussion purposes only and may be subject to completion or amendment through the delivery of additional documentation. This communication does not constitute an offer to sell or the solicitation of an offer to purchase any security, future or other financial instrument or product.. Subject to applicable law and notwithstanding anything that may be construed to the contrary, the recipient hereof and its employees, representatives, and other agents may disclose the U.S. federal income tax treatment and structure of any transactions described herein. We are not an advisor as to legal, taxation, accounting, regulatory or financial matters in any jurisdiction, and are not providing any advice as to any such matter to the recipient. The recipient should discuss such matters with the recipient's advisors or counsel and make an independent evaluation and judgment with respect to them.