

AMERICAN INTERNATIONAL GROUP INC
Form 10-Q
November 03, 2011

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2011

Commission File Number 1-8787

American International Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

180 Maiden Lane, New York, New York

(Address of principal executive offices)

13-2592361

(I.R.S. Employer
Identification No.)

10038

(Zip Code)

Registrant's telephone number, including area code: (212) 770-7000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller
reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 31, 2011, there were 1,899,224,304 shares outstanding of the registrant's common stock.

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American International Group, Inc.

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American International Group, Inc.

PART I FINANCIAL INFORMATION**Item 1. Financial Statements****Consolidated Balance Sheet (unaudited)**

<i>(in millions, except for share data)</i>	September 30, 2011	December 31, 2010
Assets:		
Investments:		
Fixed maturity securities:		
Bonds available for sale, at fair value (amortized cost: 2011 \$246,390; 2010 \$220,669)	\$ 259,829	\$ 228,302
Bond trading securities, at fair value	24,654	26,182
Equity securities:		
Common and preferred stock available for sale, at fair value (cost: 2011 \$1,790; 2010 \$2,571)	3,209	4,581
Common and preferred stock trading, at fair value	148	6,652
Mortgage and other loans receivable, net of allowance (portion measured at fair value: 2011 \$104; 2010 \$143)	19,279	20,237
Flight equipment primarily under operating leases, net of accumulated depreciation	35,758	38,510
Other invested assets (portion measured at fair value: 2011 \$20,631; 2010 \$21,356)	41,131	42,210
Short-term investments (portion measured at fair value: 2011 \$7,536; 2010 \$23,860)	29,098	43,738
Total investments	413,106	410,412
Cash	1,542	1,558
Accrued investment income	3,206	2,960
Premiums and other receivables, net of allowance	15,590	15,713
Reinsurance assets, net of allowance	30,411	25,810
Deferred policy acquisition costs	14,192	14,668
Derivative assets, at fair value	4,746	5,917
Other assets, including restricted cash of \$3,824 in 2011 and \$30,232 in 2010 (portion measured at fair value: 2011 \$0; 2010 \$14)	13,352	44,520
Separate account assets, at fair value	48,112	54,432
Assets held for sale	-	107,453
Total assets	\$ 544,257	\$ 683,443
Liabilities:		
Liability for unpaid claims and claims adjustment expense	\$ 93,782	\$ 91,151
Unearned premiums	25,951	23,803
Future policy benefits for life and accident and health insurance contracts	33,600	31,268
Policyholder contract deposits (portion measured at fair value: 2011 \$1,362; 2010 \$445)	125,955	121,373
Other policyholder funds	6,655	6,758
Current and deferred income taxes	1,612	2,369
Derivative liabilities, at fair value	5,066	5,735
Other liabilities (portion measured at fair value: 2011 \$1,268; 2010 \$2,619)	29,925	29,108
Federal Reserve Bank of New York credit facility (see Note 1)	-	20,985
Other long-term debt (portion measured at fair value: 2011 \$11,239; 2010 \$12,143)	77,389	85,476
Separate account liabilities	48,112	54,432
Liabilities held for sale	-	97,312
Total liabilities	448,047	569,770
Commitments, contingencies and guarantees (see Note 11)		
Redeemable noncontrolling interests (see Notes 1 and 16):		
Nonvoting, callable, junior preferred interests held by Department of the Treasury	9,303	-
Other	105	434

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Total redeemable noncontrolling interests	9,408	434
AIG shareholders' equity (see Note 1):		
Preferred stock		
Series E; \$5.00 par value; shares issued: 2011 0; 2010 400,000, at aggregate liquidation value	-	41,605
Series F; \$5.00 par value; shares issued: 2011 0; 2010 300,000, aggregate liquidation value: \$7,543	-	7,378
Series C; \$5.00 par value; shares issued: 2011 0; 2010 100,000, aggregate liquidation value: \$0.5	-	23,000
Common stock, \$2.50 par value; 5,000,000,000 shares authorized; shares issued: 2011 1,905,882,207; 2010 147,124,067	4,764	368
Treasury stock, at cost; 2011 6,672,586; 2010 6,660,908 shares of common stock	(872)	(873)
Additional paid-in capital	81,776	9,683
Accumulated deficit	(5,466)	(3,466)
Accumulated other comprehensive income	5,829	7,624
Total AIG shareholders' equity	86,031	85,319
Non-redeemable noncontrolling interests (see Note 1):		
Nonvoting, callable, junior and senior preferred interests held by Federal Reserve Bank of New York	-	26,358
Other (including \$204 associated with businesses held for sale in 2010)	771	1,562
Total non-redeemable noncontrolling interests	771	27,920
Total equity	86,802	113,239
Total liabilities and equity	\$ 544,257	\$ 683,443

See Accompanying Notes to Consolidated Financial Statements.

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American International Group, Inc.

Consolidated Statement of Operations *(unaudited)*

<i>(dollars in millions, except per share data)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Revenues:				
Premiums	\$ 9,829	\$ 11,966	\$ 29,209	\$ 33,953
Policy fees	658	673	2,024	1,978
Net investment income	128	5,231	10,161	15,472
Net realized capital gains (losses):				
Total other-than-temporary impairments on available for sale securities	(493)	(459)	(892)	(1,397)
Portion of other-than-temporary impairments on available for sale fixed maturity securities recognized in Accumulated other comprehensive income	71	(345)	130	(595)
Net other-than-temporary impairments on available for sale securities recognized in net loss	(422)	(804)	(762)	(1,992)
Other realized capital gains	834	143	589	510
Total net realized capital gains (losses)	412	(661)	(173)	(1,482)
Aircraft leasing revenue	1,129	1,186	3,419	3,609
Other income	560	1,060	2,188	2,794
Total revenues	12,716	19,455	46,828	56,324
Benefits, claims and expenses:				
Policyholder benefits and claims incurred	8,333	10,050	25,378	27,386
Interest credited to policyholder account balances	1,134	1,125	3,349	3,361
Amortization of deferred acquisition costs	2,490	1,994	5,992	5,983
Other acquisition and insurance expenses	1,214	1,933	4,418	5,247
Interest expense	945	2,310	2,974	5,795
Aircraft leasing expenses	2,093	1,031	3,390	2,671
Loss on extinguishment of debt (see Note 1)	-	-	3,392	-
Net (gain) loss on sale of properties and divested businesses	2	(4)	76	(126)
Other expenses	863	710	1,791	2,559
Total benefits, claims and expenses	17,074	19,149	50,760	52,876
Income (loss) from continuing operations before income tax expense (benefit)				
	(4,358)	306	(3,932)	3,448
Income tax expense (benefit)	(634)	486	(1,122)	1,044

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Income (loss) from continuing operations	(3,724)	(180)	(2,810)	2,404
Income (loss) from discontinued operations, net of income tax expense (benefit) (see Note 4)	(221)	(1,833)	1,395	(4,101)
Net loss	(3,945)	(2,013)	(1,415)	(1,697)
Less:				
Net income from continuing operations attributable to noncontrolling interests:				
Nonvoting, callable, junior and senior preferred interests	145	388	538	1,415
Other	19	104	28	243
Total net income from continuing operations attributable to noncontrolling interests	164	492	566	1,658
Net income from discontinued operations attributable to noncontrolling interests	-	12	19	35
Total net income attributable to noncontrolling interests	164	504	585	1,693
Net loss attributable to AIG	\$ (4,109)	\$ (2,517)	\$ (2,000)	\$ (3,390)
Net loss attributable to AIG common shareholders	\$ (4,109)	\$ (2,517)	\$ (2,812)	\$ (686)
Loss per common share attributable to AIG common shareholders:				
Basic:				
Income (loss) from continuing operations	\$ (2.05)	\$ (4.95)	\$ (2.37)	1.11
Income (loss) from discontinued operations	\$ (0.11)	\$ (13.58)	\$ 0.78	(6.16)
Diluted:				
Income (loss) from continuing operations	\$ (2.05)	\$ (4.95)	\$ (2.37)	1.11
Income (loss) from discontinued operations	\$ (0.11)	\$ (13.58)	\$ 0.78	(6.16)
Weighted average shares outstanding:				
Basic	1,899,500,628	135,879,125	1,765,905,779	135,788,053
Diluted	1,899,500,628	135,879,125	1,765,905,779	135,855,328

See Accompanying Notes to Consolidated Financial Statements.

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American International Group, Inc.

Consolidated Statement of Comprehensive Income (Loss) (unaudited)

<i>(in millions)</i>	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Net loss	\$ (3,945)	\$ (2,013)	\$ (1,415)	\$ (1,697)
Other comprehensive income (loss), net of tax				
Change in unrealized appreciation (depreciation) of fixed maturity investments on which other-than-temporary credit impairments were taken	(184)	197	105	999
Change in unrealized appreciation (depreciation) of all other investments	(2,074)	7,831	(959)	12,156
Change in foreign currency translation adjustments	(716)	876	(1,006)	(150)
Change in net derivative gains (losses) arising from cash flow hedging activities	(57)	2	14	63
Change in retirement plan liabilities adjustment	(339)	(404)	(190)	(310)
Other comprehensive income (loss)	(3,370)	8,502	(2,036)	12,758
Comprehensive income (loss)	(7,315)	6,489	(3,451)	11,061
Comprehensive income attributable to noncontrolling nonvoting, callable, junior and senior preferred interests	145	388	538	1,415
Comprehensive income (loss) attributable to other noncontrolling interests	(87)	379	(106)	385
Total comprehensive income attributable to noncontrolling interests	58	767	432	1,800
Comprehensive income (loss) attributable to AIG	\$ (7,373)	\$ 5,722	\$ (3,883)	\$ 9,261

See Accompanying Notes to Consolidated Financial Statements.

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American International Group, Inc.

Consolidated Statement of Cash Flows (unaudited)

Nine Months Ended September 30,

(in millions)

	2011	2010
Cash flows from operating activities:		
Net loss	\$ (1,415)	\$ (1,697)
(Income) loss from discontinued operations	(1,395)	4,101
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Noncash revenues, expenses, gains and losses included in loss:		
Net gains on sales of securities available for sale and other assets	(1,207)	(1,943)
Net (gains) losses on sales of divested businesses	76	(126)
Loss on extinguishment of debt	3,392	-
Unrealized losses in earnings net	1,044	737
Equity in income from equity method investments, net of dividends or distributions	(1,042)	(592)
Depreciation and other amortization	7,452	7,791
Provision for mortgage and other loans receivable	(12)	376
Impairments of assets	3,052	3,775
Amortization of costs and accrued interest and fees related to FRBNY Credit Facility	48	2,762
Changes in operating assets and liabilities:		
General and life insurance reserves	4,190	3,729
Premiums and other receivables and payables net	686	(606)
Reinsurance assets and funds held under reinsurance treaties	(4,258)	(2,124)
Capitalization of deferred policy acquisition costs	(5,856)	(6,627)
Other policyholder funds	(267)	339
Current and deferred income taxes net	(1,764)	260
Trading securities	197	542
Payment of FRBNY Credit Facility accrued compounded interest and fees	(6,363)	-
Other, net	(1,011)	(1,728)
Total adjustments	(1,643)	6,565
Net cash provided by (used in) operating activities continuing operations	(4,453)	8,969
Net cash provided by operating activities discontinued operations	3,370	6,146
Net cash provided by (used in) operating activities	(1,083)	15,115
Cash flows from investing activities:		
Proceeds from (payments for)		
Sales of available for sale investments	33,063	33,951
Maturities of fixed maturity securities available for sale and hybrid investments	15,021	10,651
Sales of trading securities	9,105	5,080
Sales or distributions of other invested assets (including flight equipment)	6,539	7,609
Sales of divested businesses, net	587	1,903
Principal payments received on and sales of mortgage and other loans receivable	2,515	3,723
Purchases of available for sale investments	(69,598)	(60,770)
Purchases of trading securities	(960)	(2,285)
Purchases of other invested assets (including flight equipment)	(5,351)	(6,265)
Mortgage and other loans receivable issued and purchased	(1,735)	(2,295)
Net change in restricted cash	26,408	(339)
Net change in short-term investments	15,410	4,988
Net change in derivative assets and liabilities other than AIGFP	864	186
Other, net	(318)	(400)
Net cash provided by (used in) investing activities continuing operations	31,550	(4,263)
Net cash provided by (used in) investing activities discontinued operations	4,478	(3,264)

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Net cash provided by (used in) investing activities	36,028	(7,527)
Cash flows from financing activities:		
Proceeds from (payments for)		
Policyholder contract deposits	13,907	14,719
Policyholder contract withdrawals	(10,538)	(11,120)
Net change in short-term debt	(234)	(5,855)
Federal Reserve Bank of New York credit facility borrowings	-	14,900
Federal Reserve Bank of New York credit facility repayments	(14,622)	(18,512)
Issuance of other long-term debt	6,297	9,683
Repayments of other long-term debt	(14,944)	(10,481)
Proceeds from drawdown on the Department of the Treasury Commitment	20,292	2,199
Repayment of Department of the Treasury SPV Preferred Interests	(11,453)	-
Repayment of Federal Reserve Bank of New York SPV Preferred Interests	(26,432)	-
Issuance of Common Stock	5,055	-
Acquisition of noncontrolling interest	(683)	-
Other, net	(147)	(376)
Net cash used in financing activities continuing operations	(33,502)	(4,843)
Net cash used in financing activities discontinued operations	(1,942)	(3,929)
Net cash used in financing activities	(35,444)	(8,772)
Effect of exchange rate changes on cash	37	(4)
Net decrease in cash	(462)	(1,188)
Cash at beginning of period	1,558	4,400
Change in cash of businesses held for sale	446	(1,544)
Cash at end of period	\$ 1,542	\$ 1,668

See Accompanying Notes to Consolidated Financial Statements.

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American International Group, Inc.

Consolidated Statement of Equity (unaudited)

Nine Months
Ended
September 30,
2011

<i>(in millions)</i>	Preferred Stock	Common Stock	Treasury Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total AIG Share- holders' Equity	Non- redeemable non- controlling Interests	Total Equity
Balance, beginning of year	\$ 71,983	\$ 368	\$ (873)	\$ 9,683	\$ (3,466)	\$ 7,624	\$ 85,319	\$ 27,920	\$ 113,239
Series F drawdown	20,292	-	-	-	-	-	20,292	-	20,292
Repurchase of SPV preferred interests in connection with Recapitalization*	-	-	-	-	-	-	-	(26,432)	(26,432)
Exchange of consideration for preferred stock in connection with Recapitalization*	(92,275)	4,138	-	67,460	-	-	(20,677)	-	(20,677)
Common stock issued	-	250	-	2,636	-	-	2,886	-	2,886
Settlement of equity unit stock purchase contracts	-	9	-	2,160	-	-	2,169	-	2,169
Net income (loss) attributable to AIG or other noncontrolling interests	-	-	-	-	(2,000)	-	(2,000)	51	(1,949)
Net loss attributable to noncontrolling nonvoting, callable, junior and senior preferred interests	-	-	-	-	-	-	-	74	74
Other comprehensive loss	-	-	-	-	-	(1,883)	(1,883)	(153)	(2,036)
Acquisition of noncontrolling interest	-	-	-	(160)	-	88	(72)	(487)	(559)
Net decrease due to deconsolidation	-	-	-	-	-	-	-	(123)	(123)
Contributions from noncontrolling interests	-	-	-	-	-	-	-	93	93
Distributions to noncontrolling interests	-	-	-	-	-	-	-	(127)	(127)
Other	-	(1)	1	(3)	-	-	(3)	(45)	(48)

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Balance, end of period	\$	-	\$	4,764	\$	(872)	\$	81,776	\$	(5,466)	\$	5,829	\$	86,031	\$	771	\$	86,802
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See Notes 1 and 12 to Consolidated Financial Statements.

See Accompanying Notes to Consolidated Financial Statements.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (*unaudited*)

1. Basis of Presentation and Significant Events

These unaudited condensed consolidated financial statements do not include all disclosures that are normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States (GAAP) and should be read in conjunction with the audited consolidated financial statements and the related notes included in the Annual Report on Form 10-K of American International Group, Inc. (AIG) for the year ended December 31, 2010 (AIG's 2010 Annual Report on Form 10-K). The condensed consolidated financial information as of December 31, 2010 included herein has been derived from audited consolidated financial statements not included herein.

Certain of AIG's foreign subsidiaries included in the consolidated financial statements report on different fiscal-period bases. The effect on AIG's consolidated financial condition and results of operations of all material events occurring at these subsidiaries through the date of each of the periods presented in these financial statements has been recorded.

In the opinion of management, these consolidated financial statements contain the normal recurring adjustments necessary for a fair statement of the results presented herein. Interim period operating results may not be indicative of the operating results for a full year. AIG evaluated the need to recognize or disclose events that occurred subsequent to the balance sheet date. All material intercompany accounts and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the application of accounting policies that often involve a significant degree of judgment. AIG considers that its accounting policies that are most dependent on the application of estimates and assumptions are those relating to items considered by management in the determination of:

insurance liabilities, including general insurance unpaid claims and claims adjustment expenses and future policy benefits for life and accident and health contracts;

recoverability of assets, including deferred policy acquisition costs (DAC) and flight equipment;

estimated gross profits for investment-oriented products;

impairment charges, including other-than-temporary impairments on financial instruments and goodwill impairments;

estimates of overhaul rental revenue amounts that will be returned to lessees under the terms of certain operating leases;

liabilities for legal contingencies;

estimates with respect to income taxes, including the recoverability of deferred tax assets;

fair value measurements of certain financial assets and liabilities, including credit default swaps (CDS) and AIG's economic interest in Maiden Lane II LLC (ML II) and equity interest in Maiden Lane III LLC (ML III) (together, the Maiden Lane Interests); and

classification of entities as held for sale or as discontinued operations.

These accounting estimates require the use of assumptions about matters, some of which are highly uncertain at the time of estimation. To the extent actual experience differs from the assumptions used, AIG's consolidated financial condition, results of operations and cash flows could be materially affected.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)***Reclassifications and Segment Changes*****Reclassifications***

Due to changes in the relative composition of AIG's remaining continuing operations as a result of the substantial completion of AIG's asset disposition plan, AIG began presenting separately the following line items on its Consolidated Statement of Operations beginning in the first quarter of 2011:

Current line item:	Previously included in line item:
Policy fees ^(a)	Premiums and other considerations
Aircraft leasing revenues and Aircraft leasing expenses, respectively	Other income and Other expenses, respectively
Interest credited to policyholder account balances ^(b)	Policyholder benefits and claims incurred
Amortization of deferred acquisition costs	Policy acquisition and other insurance expenses

(a) *Represents fees recognized from universal life and investment-type products consisting of policy charges for the cost of insurance, policy administration charges, amortization of unearned revenue reserves and surrender charges.*

(b) *Represents interest on account-value-based policyholder deposits consisting of amounts credited on non-equity-indexed account values, accretion to the host contract for equity indexed products, and net amortization of sales inducements.*

Segment Changes

In order to align financial reporting with changes made during 2011 to the manner in which AIG's chief operating decision makers review the businesses to assess performance and make decisions about resources to be allocated, AIG changed its segments in the third quarter of 2011. See Note 3 herein for additional information on AIG's segment changes.

Prior period amounts were reclassified to conform to the current period presentation for the above items. Additionally, certain other reclassifications have been made to prior period amounts in the Consolidated Statement of Operations and Consolidated Balance Sheet to conform to the current period presentation.

Significant Events

In 2011, AIG completed the Recapitalization (described below), executed transactions in the debt and equity capital markets and substantially completed its asset disposition plan.

Recapitalization

On January 14, 2011 (the Closing), AIG completed a series of integrated transactions to recapitalize AIG (the Recapitalization) with the United States Department of the Treasury (the Department of the Treasury), the Federal Reserve Bank of New York (the FRBNY) and the AIG Credit Facility Trust (the Trust), including the repayment of all amounts owed under the Credit Agreement, dated as of September 22, 2008 (as amended, the FRBNY Credit Facility). AIG recognized a loss on extinguishment of debt in the first quarter of 2011, representing primarily accelerated amortization of the prepaid commitment fee asset resulting from the termination of the FRBNY Credit Facility at Closing.

Repayment and Termination of the FRBNY Credit Facility

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At the Closing, AIG repaid to the FRBNY approximately \$21 billion in cash, representing complete repayment of all amounts owed under the FRBNY Credit Facility, and the FRBNY Credit Facility was terminated. The funds for the repayment came from the net cash proceeds from AIG's sale of 67 percent of the ordinary shares of AIA Group Limited (AIA) in its initial public offering and from AIG's sale of American Life Insurance Company (ALICO) in 2010. These funds were loaned to AIG in the form of secured limited recourse debt from the special purpose vehicles that held the proceeds of the AIA IPO and the ALICO sale (the AIA SPV and the ALICO SPV, respectively, and collectively, the SPVs). As of September 30, 2011, the loan from the ALICO SPV had been repaid. The loan from the AIA SPV is secured by pledges and any proceeds received from the sale by AIG and certain of its subsidiaries of, among other collateral, all or part of their equity interest in International Lease

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)*

Finance Corporation (ILFC or the Designated Entity). Proceeds from the sales of the remaining ordinary shares of AIA held by the AIA SPV will be used to pay down the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests. Until their respective sales on February 1, 2011 and August 18, 2011, as further discussed in Sales of Divested Businesses below, AIG's Japan-based life insurance subsidiaries, AIG Star Life Insurance Company Ltd. (AIG Star) and AIG Edison Life Insurance Company (AIG Edison), and Nan Shan Life Insurance Company, Ltd. (Nan Shan) were also Designated Entities.

Repurchase and Exchange of SPV Preferred Interests

At the Closing, AIG drew down approximately \$20.3 billion (the Series F Closing Drawdown Amount) under the Department of the Treasury's commitment (the Department of the Treasury Commitment (Series F)) pursuant to the Securities Purchase Agreement, dated as of April 17, 2009 (the Series F SPA), between AIG and the Department of the Treasury relating to AIG's Series F Fixed Rate Non-Cumulative Perpetual Preferred Stock, par value \$5.00 per share (the Series F Preferred Stock). The Series F Closing Drawdown Amount was the full amount remaining under the Department of the Treasury Commitment (Series F), less \$2 billion that AIG designated to be available after the Closing for general corporate purposes under a commitment relating to AIG's Series G Cumulative Mandatory Convertible Preferred Stock, par value \$5.00 per share (the Series G Preferred Stock), described below (the Series G Drawdown Right). The right of AIG to draw on the Department of the Treasury Commitment (Series F) (other than the Series G Drawdown Right) was terminated.

AIG used the Series F Closing Drawdown Amount to repurchase all of the FRBNY's preferred interests in the SPVs (the SPV Preferred Interests). AIG transferred the SPV Preferred Interests to the Department of the Treasury as part of the consideration for the exchange of the Series F Preferred Stock (described below).

The Department of the Treasury, so long as it holds SPV Preferred Interests, has the right, subject to existing contractual restrictions, to require AIG to dispose of the remaining AIA ordinary shares held by the AIA SPV. In addition, the consent of the Department of the Treasury, so long as it holds SPV Preferred Interests, will be required for AIG to take specified significant actions with respect to the Designated Entity, ILFC, including initial public offerings, sales, significant acquisitions or dispositions and incurrence of specified levels of indebtedness. If any SPV Preferred Interests are outstanding on May 1, 2013, the Department of the Treasury will have the right to compel the sale of all or a portion of ILFC, the Designated Entity, on terms that it will determine.

As a result of these transactions, the SPV Preferred Interests are no longer considered permanent equity on AIG's Consolidated Balance Sheet, and are classified as Redeemable noncontrolling nonvoting, callable, junior preferred interests held by the Department of the Treasury.

Issuance and Cancellation of AIG's Series G Preferred Stock

At the Closing, AIG and the Department of the Treasury amended and restated the Series F SPA to provide for the issuance of 20,000 shares of Series G Preferred Stock by AIG to the Department of the Treasury. The Series G Preferred Stock was issued with a liquidation preference of zero. Because the net proceeds to AIG from the completion of the registered public offering of AIG common stock, par value \$2.50 per share (AIG Common Stock), in May 2011 (the May Common Stock Offering) (described below under May 2011 Common Stock Offering and Sale) of \$2.9 billion exceeded the \$2.0 billion Series G Drawdown Right, the Series G Drawdown Right was terminated and the Series G Preferred Stock was cancelled immediately thereafter.

Exchange of AIG's Series C, E and F Preferred Stock for AIG Common Stock and Series G Preferred Stock

At the Closing:

the shares of AIG's Series C Perpetual, Convertible, Participating Preferred Stock, par value \$5.00 per share (the Series C Preferred Stock), held by the Trust were exchanged for 562,868,096 shares of newly issued AIG Common Stock which were subsequently transferred by the Trust to the Department of the Treasury;

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the shares of AIG's Series E Fixed Rate Non-Cumulative Perpetual Preferred Stock, par value \$5.00 per share (the Series E Preferred Stock), held by the Department of the Treasury were exchanged for 924,546,133 newly issued shares of AIG Common Stock; and

the shares of the Series F Preferred Stock held by the Department of the Treasury were exchanged for (a) the SPV Preferred Interests, (b) 20,000 shares of the Series G Preferred Stock (subsequently cancelled) and (c) 167,623,733 shares of newly issued AIG Common Stock.

The issuance of AIG Common Stock to the Department of the Treasury as described above significantly affected the determination of net income attributable to common shareholders and the weighted average shares outstanding, both of which are used to compute earnings per share. See Note 12 herein for further discussion.

AIG entered into a registration rights agreement (the Registration Rights Agreement) with the Department of the Treasury that granted the Department of the Treasury registration rights with respect to the shares of AIG Common Stock issued at the Closing. The May Common Stock Offering was conducted in accordance with the right of AIG under the Registration Rights Agreement to complete a registered primary offering of AIG Common Stock. Current rights of the Department of the Treasury under the Registration Rights Agreement include:

the right to participate in any future registered offering of AIG Common Stock by AIG;

the right to demand no more than twice in any 12-month period that AIG effect a registered market offering of its shares;

the right to engage in at-the-market offerings; and

subject to certain exceptions, the right to approve the terms, conditions and pricing of any registered offering in which it participates until its ownership falls below 33 percent of AIG's voting securities.

AIG has the right to raise the greater of \$2 billion and the amount of the projected deficit if the AIG Board of Directors determines, after consultation with the Department of the Treasury, that due to events affecting AIG's insurance subsidiaries, AIG Parent's reasonably projected aggregate liquidity (cash and cash equivalents and commitments of credit) will fall below \$8 billion within 12 months of the date of such determination.

Until the Department of the Treasury's ownership of AIG's voting securities falls below 33 percent, the Department of the Treasury will, subject to certain exceptions, have complete control over the terms, conditions and pricing of any offering in which it participates, including any primary offering by AIG. As a result, if AIG seeks to conduct an offering of its equity securities the Department of the Treasury may decide to participate in the offering, and to prevent AIG from selling any equity securities.

Issuance of Warrants to Purchase AIG Common Stock

On January 19, 2011, as part of the Recapitalization, AIG issued to the holders of record of AIG Common Stock as of January 13, 2011, by means of a dividend, ten-year warrants to purchase a total of 74,997,778 shares of AIG Common Stock at an exercise price of \$45.00 per share. AIG retained 67,650 of these warrants for tax withholding purposes. No warrants were issued to the Trust, the Department of the Treasury or the FRBNY.

May 2011 Common Stock Offering and Sale

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On May 27, 2011, AIG and the Department of the Treasury, as the selling shareholder, completed a registered public offering of AIG Common Stock. AIG issued and sold 100 million shares of AIG Common Stock for aggregate net proceeds of approximately \$2.9 billion and the Department of the Treasury sold 200 million shares of AIG Common Stock. AIG did not receive any of the proceeds from the sale of the shares of AIG Common Stock by the Department of the Treasury. Of the net proceeds AIG received from this offering, \$550 million is being used to fund the Consolidated 2004 Securities Litigation settlement (see Note 11 herein). As required by the Registration Rights Agreement, AIG paid the underwriting discount as well as certain expenses with respect to the shares sold by the Department of the Treasury. The balance of the net proceeds was used for general corporate purposes. As a result of the sale of AIG Common Stock in this offering, the Series G Drawdown Right was terminated, the Series G Preferred Stock was cancelled and the ownership by the Department of the Treasury

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was reduced from approximately 92 percent to approximately 77 percent of the AIG Common Stock outstanding after the completion of the offering.

September 2011 Debt Offering

On September 13, 2011, AIG issued \$1.2 billion of 4.250% Notes Due 2014 and \$800 million of 4.875% Notes Due 2016. The proceeds are expected to be used to pay maturing notes issued by AIG to fund the Matched Investment Program (MIP).

Sales of Businesses

On February 1, 2011, AIG completed the sale of AIG Star and AIG Edison to Prudential Financial, Inc., for \$4.8 billion, consisting of \$4.2 billion in cash and \$0.6 billion in the assumption of third-party debt. Of the \$4.2 billion in cash, AIG retained \$2 billion to support the capital of Chartis, Inc. and its subsidiaries pursuant to an agreement with the Department of the Treasury, and caused the remaining amount to be applied to pay down a portion of liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests. AIG recognized a pre-tax gain of \$2.0 billion on the date of the sale which is reflected in Income (loss) from discontinued operations in the Consolidated Statement of Operations.

On January 12, 2011, AIG entered into an agreement to sell its 97.57 percent interest in Nan Shan to a Taiwan-based consortium. The transaction closed on August 18, 2011 for net proceeds of \$2.15 billion in cash. The net proceeds from the transaction were used to pay down a portion of the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests.

See Note 4 herein for additional information on these transactions and Note 11 for discussion of indemnification provisions.

Sale of MetLife Securities

On March 1, 2011, AIG entered into a Coordination Agreement among the ALICO SPV, AIG and MetLife, Inc. (MetLife) regarding a series of integrated transactions (the MetLife Disposition) whereby MetLife agreed to allow AIG to offer for sale the MetLife securities that AIG received when it sold ALICO to MetLife earlier than contemplated under the original terms of the ALICO sale (the ALICO Sale). The MetLife Disposition included (i) the sale of MetLife common stock, par value \$0.01 per share, and the sale of common equity units of MetLife pursuant to two separate underwritten public offerings and (ii) the sale by the ALICO SPV of MetLife preferred stock to MetLife.

In connection with the MetLife Disposition, on March 1, 2011, AIG and the ALICO SPV entered into a letter agreement with the Department of the Treasury pursuant to which AIG and the ALICO SPV received the consent of the Department of the Treasury to the MetLife Disposition. AIG completed the MetLife Disposition on March 8, 2011 for a total of \$9.6 billion and used \$6.6 billion of the proceeds to pay down all of the liquidation preference of the Department of the Treasury's ALICO SPV Preferred Interests and a portion of the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests. In the first quarter of 2011, AIG recognized a loss of \$348 million, representing the decline in the value of the MetLife securities from December 31, 2010 through their disposition on March 8, 2011, due to market conditions prior to the MetLife Disposition. Of this amount, \$191 million is reflected in Net realized capital gains (losses) and \$157 million is reflected in Net investment income in the Consolidated Statement of Operations. The remaining proceeds were placed in escrow to secure indemnities provided to MetLife under the original terms of the ALICO stock purchase agreement as described in Note 11 herein.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)***Liquidity Assessment**

In assessing AIG's current financial flexibility and developing operating plans for the future, management has made significant judgments and estimates with respect to the potential financial and liquidity effects of AIG's risks and uncertainties, including but not limited to:

the potential effect on contingent liquidity requirements from changes in bond, equity and foreign exchange markets;

the potential effect on AIG if the capital levels of its regulated and unregulated subsidiaries prove inadequate to support current business plans;

AIG's continued ability to generate cash flow from operations;

the potential adverse effects on AIG's businesses that could result if there are further downgrades by rating agencies; and

the potential for regulatory limitations on AIG's business in one or more countries.

AIG believes that it has sufficient liquidity to meet future liquidity requirements, including reasonably foreseeable contingencies and events.

Supplementary Disclosure of Consolidated Cash Flow Information

Nine Months Ended September 30,
(in millions)

	2011	2010
Cash paid during the period for:		
Interest*	\$ (7,952)	\$ (3,978)
Taxes	\$ (643)	\$ (1,134)
Non-cash financing/investing activities:		
Interest credited to policyholder contract deposits included in financing activities	\$ 3,602	\$ 6,768
Debt assumed on consolidation of variable interest entities	\$ -	\$ 2,591
Debt assumed on acquisition	\$ -	\$ 164

*

2011 includes payment of FRBNY Credit Facility accrued compounded interest of \$4.7 billion, before the facility was terminated on January 14, 2011 in connection with the Recapitalization.

2. Summary of Significant Accounting Policies**Recent Accounting Standards*****Future Application of Accounting Standards***

Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts

In October 2010, the Financial Accounting Standards Board (FASB) issued an accounting standard update that amends the accounting for costs incurred by insurance companies that can be capitalized in connection with acquiring or renewing insurance contracts. The new standard clarifies how to determine whether the costs incurred in connection with the acquisition of new or renewal insurance contracts qualify as deferred acquisition costs. The new standard is effective for interim and annual periods beginning on January 1, 2012 with early adoption permitted. Prospective or retrospective application is also permitted.

AIG elected not to adopt the standard earlier than required and has not yet determined whether it will adopt it prospectively or retrospectively. Upon adoption, retrospective application would result in a reduction to beginning retained earnings for the earliest period presented, while prospective application would result in higher amortization expense being recognized in the period of adoption and future periods relative to the retrospective method. The accounting standard update will result in a decrease in the amount of capitalized costs in connection with the acquisition or renewal of insurance contracts because AIG will only defer costs that are incremental and directly related to the successful acquisition of new or renewal business.

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AIG is currently assessing the effect of adoption of this new standard on its consolidated financial condition and results of operations. If this standard is adopted retrospectively on January 1, 2012, the range of the pre-tax effect of the reduction of deferred acquisition costs is expected to be between \$4.6 billion and \$5.1 billion.

Reconsideration of Effective Control for Repurchase Agreements

In April 2011, the FASB issued an accounting standard update that amends the criteria used to determine effective control for repurchase agreements and other similar arrangements such as securities lending transactions. The new standard modifies the criteria for determining when these transactions would be accounted for as secured borrowings (i.e., financings) instead of sales of the securities.

The new standard removes from the assessment of effective control the requirement that the transferor have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee. The removal of this requirement makes the level of collateral received by the transferor in a repurchase agreement or similar arrangement irrelevant in determining whether the transaction should be accounted for as a sale. Consequently, more repurchase agreements, securities lending transactions and similar arrangements will be accounted for as secured borrowings.

The guidance in the new standard must be applied prospectively to transactions or modifications of existing transactions that occur on or after January 1, 2012. Early adoption is prohibited. AIG is currently assessing the effect of adoption of this new standard on its consolidated financial condition, results of operations and cash flows.

Common Fair Value Measurements and Disclosure Requirements in GAAP and IFRS

In May 2011, the FASB issued an accounting standard update that amends certain aspects of the fair value measurement guidance in GAAP, primarily to achieve the FASB's objective of a converged definition of fair value and substantially converged measurement and disclosure guidance with International Financial Reporting Standards (IFRS). Consequently, when the new standard becomes effective on January 1, 2012, GAAP and IFRS will be consistent, with certain exceptions including the accounting for day one gains and losses, measuring the fair value of alternative investments measured on a net asset value basis and certain disclosure requirements.

The new standard's fair value guidance applies to all companies that measure assets, liabilities, or instruments classified in shareholders' equity at fair value or provide fair value disclosures for items not recorded at fair value. While many of the amendments to GAAP are not expected to significantly affect current practice, the guidance clarifies how a principal market is determined, addresses the fair value measurement of financial instruments with offsetting market or counterparty credit risks and the concept of valuation premise (i.e., in-use or in exchange) and highest and best use, extends the prohibition on blockage factors to all three levels of the fair value hierarchy, and requires additional disclosures.

The new standard is effective for AIG for interim and annual periods beginning on January 1, 2012. If different fair value measurements result from applying the new standard, AIG will recognize the difference in the period of adoption as a change in estimate. The new disclosure requirements must be applied prospectively. In the period of adoption, AIG will disclose any changes in valuation techniques and related inputs resulting from application of the amendments and quantify the total effect, if material. AIG is assessing the effect of the new standard on its consolidated statements of financial condition, results of operations and cash flows.

Presentation of Comprehensive Income

In June 2011, the FASB issued an accounting standard update that requires the presentation of comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components, followed consecutively by a second statement that presents total other comprehensive income and its components. This presentation is effective January 1, 2012 and is required to be applied retrospectively.

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Accounting Standards Adopted During 2011

AIG adopted the following accounting standards during the first nine months of 2011:

Consolidation of Investments in Separate Accounts

In April 2010, the FASB issued an accounting standard that clarifies that an insurance company should not combine any investments held in separate account interests with its interest in the same investment held in its general account when assessing the investment for consolidation. Separate accounts represent funds for which investment income and investment gains and losses accrue directly to the policyholders who bear the investment risk. The standard also provides guidance on how an insurer should consolidate an investment fund when the insurer concludes that consolidation of an investment is required and the insurer's interest is through its general account in addition to any separate accounts. The new standard became effective for AIG on January 1, 2011. The adoption of this new standard did not have a material effect on AIG's consolidated financial condition, results of operations or cash flows.

Fair Value Measurements and Disclosures

In January 2010, the FASB issued updated guidance that requires fair value disclosures about significant transfers between Level 1 and 2 measurement categories and separate presentation of purchases, sales, issuances, and settlements within the rollforward of Level 3 activity. Also, this updated fair value guidance clarifies the disclosure requirements about the level of disaggregation and valuation techniques and inputs. This new guidance was effective for AIG beginning on January 1, 2010, except for the disclosures about purchases, sales, issuances, and settlements within the rollforward of Level 3 activity, which were effective for AIG beginning on January 1, 2011. See Note 6 herein.

A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring

In April 2011, the FASB issued an accounting standard update that amends the guidance for a creditor's evaluation of whether a restructuring is a troubled debt restructuring and requires additional disclosures about a creditor's troubled debt restructuring activities. The new standard clarifies the existing guidance on the two criteria used by creditors to determine whether a modification or restructuring is a troubled debt restructuring: (i) whether the creditor has granted a concession and (ii) whether the debtor is experiencing financial difficulties. The new standard became effective for AIG for interim and annual periods beginning on July 1, 2011. AIG is required to apply the guidance in the accounting standard retrospectively for all modifications and restructuring activities that have occurred since January 1, 2011. For receivables that are considered newly impaired under the guidance, AIG is required to measure the impairment of those receivables prospectively in the first period of adoption. In addition, AIG must begin providing the disclosures about troubled debt restructuring activities in the period of adoption. The adoption of this new standard did not have a material effect on AIG's consolidated financial condition, results of operations or cash flows. See Note 8 herein.

3. Segment Information

AIG reports the results of its operations through three reportable segments: Chartis, SunAmerica Financial Group (SunAmerica) and Aircraft Leasing. AIG evaluates performance based on pre-tax income (loss), excluding results from discontinued operations and net (gains) losses on sales of divested businesses, because AIG believes this provides more meaningful information on how its operations are performing.

In order to align financial reporting with changes made during 2011 to the manner in which AIG's chief operating decision makers review the businesses to assess performance and make decisions about resources to be allocated, the following changes were made to AIG's segment information:

During the third quarter of 2011, Chartis completed the previously announced reorganization of its operations. Under the new structure, Chartis now presents its financial information in two operating segments – Commercial Insurance and Consumer Insurance, as well as a Chartis Other operations category.

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Prior to the third quarter of 2011, Chartis presented its financial information in two primary operating segments, Chartis U.S. and Chartis International.

Aircraft Leasing is now being presented as a standalone reportable segment. It was previously reported as a component of the Financial Services reportable segment.

The derivatives portfolio of AIG Financial Products Corp. and AIG Trading Group Inc. and their respective subsidiaries (collectively, AIGFP), previously reported as Capital Markets, a component of the Financial Services reportable segment, is now reported with AIG Markets, Inc. (AIG Markets) as Global Capital Markets in Other operations.

Prior periods have been revised to conform to the current period presentation for the above segment changes.

The following table presents AIG's operations by reportable segment:

<i>(in millions)</i>	Reportable Segment				Consolidation and		
	Chartis	SunAmerica	Aircraft Leasing*	Other Operations	Total	Eliminations	Consolidated
Three Months Ended September 30, 2011							
Total revenues	\$ 10,182	\$ 3,582	\$ 1,117	\$ (2,433)	\$ 12,448	\$ 268	\$ 12,716
Pre-tax income (loss)	498	309	(1,329)	(3,943)	(4,465)	107	(4,358)
Three Months Ended September 30, 2010							
Total revenues	\$ 9,397	\$ 3,944	\$ 1,190	\$ 4,881	\$ 19,412	\$ 43	\$ 19,455
Pre-tax income (loss)	865	998	(214)	(1,568)	81	225	306
Nine Months Ended September 30, 2011							
Total revenues	\$ 30,273	\$ 11,317	\$ 3,411	\$ 1,864	\$ 46,865	\$ (37)	\$ 46,828
Pre-tax income (loss)	910	2,024	(1,122)	(5,853)	(4,041)	109	(3,932)
Nine Months Ended September 30, 2010							

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Total revenues	\$ 27,482	\$ 10,147	\$ 3,579	\$ 15,655	\$ 56,863	\$ (539)	\$ 56,324
Pre-tax income (loss)	3,226	1,413	(122)	(1,121)	3,396	52	3,448

*

AIG's Aircraft Leasing operations consist of a single operating segment.

The following table presents Chartis operations by operating segment:

<i>(in millions)</i>	Commercial Insurance	Consumer Insurance	Other	Total Chartis
Three Months Ended September 30, 2011				
Total revenues	\$ 5,708	\$ 3,322	\$ 1,152	\$ 10,182
Pre-tax income (loss)	(474)	(45)	1,017	498
Three Months Ended September 30, 2010				
Total revenues	\$ 5,427	\$ 3,148	\$ 822	\$ 9,397
Pre-tax income	65	147	653	865
Nine Months Ended September 30, 2011				
Total revenues	\$ 16,819	\$ 9,849	\$ 3,605	\$ 30,273
Pre-tax income (loss)	(1,869)	(415)	3,194	910
Nine Months Ended September 30, 2010				
Total revenues	\$ 16,174	\$ 7,730	\$ 3,578	\$ 27,482
Pre-tax income (loss)	(173)	156	3,243	3,226

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The following table presents SunAmerica operations by operating segment:

<i>(in millions)</i>	Domestic Life Insurance	Domestic Retirement Services	Total SunAmerica
Three Months Ended September 30, 2011			
Total revenues	\$ 2,134	\$ 1,448	\$ 3,582
Pre-tax income (loss)	474	(165)	309

Three Months Ended
September 30, 2010

Total revenues	\$ 2,077	\$ 1,867	\$ 3,944
Pre-tax income	343	655	998

**Nine Months Ended
September 30, 2011**

Total revenues	\$ 6,242	\$ 5,075	\$ 11,317
Pre-tax income	1,186	838	2,024

Nine Months Ended
September 30, 2010

Total revenues	\$ 5,989	\$ 4,158	\$ 10,147
Pre-tax income	854	559	1,413

AIG Global Real Estate Investment Corp. and Institutional Asset Management, previously reported as components of the Direct Investment book and Asset Management operations, respectively, are now reported in Corporate & Other. Retained Interests represents the fair value gains or losses on the MetLife securities prior to sale, AIG's remaining interest in AIA ordinary shares, and the retained interest in ML III.

The following table presents the components of AIG's Other operations:

<i>(in millions)</i>	Mortgage Guaranty	Global Capital Markets	Direct Investment Book	Retained Interests	Corporate & Other	Consolidation Divested Businesses	and Eliminations	Total Other Operations
Three Months Ended September 30, 2011								
Total revenues	\$ 246	\$ (130)	\$ 159	\$ (3,246)	\$ 561	\$ -	\$ (23)	\$ (2,433)
Pre-tax income (loss)	(80)	(187)	103	(3,246)	(523)	-	(10)	(3,943)
Three Months Ended September 30, 2010								
Total revenues	\$ 252	\$ 236	\$ 33	\$ 301	\$ 8	\$ 3,961	\$ 90	\$ 4,881

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Pre-tax income (loss)	(127)	145	(26)	301	(2,620)	637	122	(1,568)
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**Nine Months
Ended
September 30,
2011**

Total revenues	\$ 716	\$ 151	\$ 758	\$ (743)	\$ 1,030	\$ -	\$ (48)	\$ 1,864
Pre-tax income (loss)	(66)	(66)	586	(743)	(5,538)	-	(26)	(5,853)

Nine Months
Ended
September 30,
2010

Total revenues	\$ 832	\$ 149	\$ 806	\$ 1,410	\$ 1,636	\$ 10,616	\$ 206	\$ 15,655
Pre-tax income (loss)	214	(99)	602	1,410	(5,656)	2,037	371	(1,121)

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)***4. Discontinued Operations and Held-for-Sale Classification****Discontinued Operations***AIG Star and AIG Edison Sale*

On September 30, 2010, AIG entered into a definitive agreement with Prudential Financial, Inc. for the sale of its Japan-based insurance subsidiaries, AIG Star and AIG Edison, for total consideration of \$4.8 billion, including the assumption of certain outstanding debt totaling \$0.6 billion owed by AIG Star and AIG Edison. The transaction closed on February 1, 2011 and AIG recognized a pre-tax gain of \$2.0 billion on the sale that is reflected in Income (loss) from discontinued operations in the Consolidated Statement of Operations. In connection with the sale, AIG recorded a goodwill impairment charge of \$1.3 billion in the third quarter of 2010.

Nan Shan Sale

On January 12, 2011, AIG entered into an agreement to sell its 97.57 percent interest in Nan Shan to a Taiwan-based consortium. The transaction was consummated on August 18, 2011 for net proceeds of \$2.15 billion in cash. AIG recorded a pre-tax gain of \$69 million and a pre-tax loss of \$976 million on the sale for the three and nine months ended September 30, 2011, respectively, largely offsetting Nan Shan operating results for the periods which are both reflected in Income (loss) from discontinued operations in the Consolidated Statement of Operations. The net proceeds from the transaction were used to pay down a portion of the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests.

Results from discontinued operations for the three and nine months ended September 30, 2011 and 2010 primarily include the results of Nan Shan and results of AIG Star and AIG Edison through the dates of disposition, and settlements pursuant to indemnification provisions from prior dispositions. AIG has no continuing significant involvement with or significant continuing cash flows from these businesses. Results from discontinued operations for the nine months ended September 30, 2010 also include the results of ALICO and American General Finance, Inc. (AGF), which were sold during 2010. See Note 4 to the Consolidated Financial Statements in AIG's 2010 Annual Report on Form 10-K for discussion of these sales and Note 11 herein for a discussion of guarantees and indemnifications associated with sales of businesses.

The following table summarizes income (loss) from discontinued operations:

<i>(in millions)</i>	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Revenues:				
Premiums	\$ 915	\$ 4,651	\$ 5,012	\$ 14,573
Net investment income	423	1,517	1,632	5,171
Net realized capital gains (losses)	(120)	364	844	(63)
Other income	-	228	5	1,246
Total revenues	1,218	6,760	7,493	20,927
Benefits, claims and expenses	1,239	6,803	6,361	23,095
Interest expense allocation	-	369	2	407
Income (loss) from discontinued operations	(21)	(412)	1,130	(2,575)

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Gain (loss) on sales	43	(1,970)	945	(2,371)
Income (loss) from discontinued operations, before tax expense (benefit)	22	(2,382)	2,075	(4,946)
Income tax expense (benefit)	243	(549)	680	(845)
Income (loss) from discontinued operations, net of income tax	\$ (221)	\$ (1,833)	\$ 1,395	\$ (4,101)

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)***Held-for-Sale Classification**

In the third quarter of 2011, AIG sold its remaining assets and liabilities that had been classified as held-for-sale. At December 31, 2010, held-for-sale assets and liabilities consisted of Nan Shan, AIG Star, and AIG Edison, and aircraft that remained to be sold under agreements for sale by ILFC.

The following table summarizes the components of assets and liabilities held for sale on the Consolidated Balance Sheet as of December 31, 2010:

<i>(in millions)</i>	December 31, 2010
Assets:	
Fixed maturity securities	\$ 77,905
Equity securities	4,488
Mortgage and other loans receivable, net	5,584
Other invested assets	4,167
Short-term investments	3,670
Deferred policy acquisition costs and Other assets	7,639
Separate account assets	3,745
Assets of businesses held for sale	107,198
Flight equipment*	255
Total assets held for sale	\$ 107,453
Liabilities:	
Future policy benefits for life and accident and health insurance contracts	\$ 61,767
Policyholder contract deposits	26,847
Other liabilities	4,428
Other long-term debt	525
Separate account liabilities	3,745
Total liabilities held for sale	\$ 97,312

*
Represents nine aircraft that were under agreements for sale by ILFC at December 31, 2010.

5. Business Combination

On March 31, 2010, AIG, through a Chartis International subsidiary, purchased additional voting shares in Fuji Fire & Marine Insurance Company Limited (Fuji), a publicly traded Japanese insurance company with property/casualty insurance operations and a life insurance subsidiary. The acquisition of the additional voting shares for \$145 million increased Chartis International's total voting ownership interest in Fuji from 41.7 percent to 54.8 percent, which resulted in Chartis International obtaining control of Fuji. This acquisition was consistent with Chartis International's desire to increase its share in the substantial Japanese insurance market, which is undergoing significant consolidation,

and to achieve cost savings from synergies.

In March 2011, Chartis completed the acquisition of approximately 305 million shares of Fuji tendered in response to a public offer at an offer price of 146 Yen per share (\$1.76 per share) for a purchase price of \$538 million. In August 2011, Chartis acquired the remaining Fuji shares. As of September 30, 2011, Chartis owned 100 percent of Fuji's outstanding voting shares.

The 2011 purchases were accounted for as equity transactions because AIG previously consolidated Fuji due to its controlling interest. Accordingly, the difference between the fair value of the total consideration paid of \$560 million and the carrying value of the noncontrolling interest acquired of \$486 million was recognized as a reduction of AIG's equity. There was no gain or loss recorded in the Consolidated Statement of Operations.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (*unaudited*)

6. Fair Value Measurements

Fair Value Measurements on a Recurring Basis

AIG measures the following financial instruments at fair value on a recurring basis:

fixed maturity securities trading and available for sale (including the Maiden Lane Interests accounted for under the fair value option);

equity securities traded in active markets trading and available for sale (including the equity interest in AIA accounted for under the fair value option);

direct private equity investments Other invested assets;

certain hedge funds, private equity funds and other investment partnerships Other invested assets;

separate account assets;

certain short-term investments (including certain securities purchased under agreements to resell);

certain mortgage and other loans receivable;

derivative assets and liabilities (including bifurcated embedded derivatives);

AIGFP's super senior credit default swap portfolio;

certain policyholder contract deposits;

certain long-term debt; and

certain Other liabilities.

The fair value of a financial instrument is the amount that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between willing, able and knowledgeable market participants at the measurement date.

The degree of judgment used in measuring the fair value of financial instruments generally inversely correlates with the level of observable valuation inputs. AIG maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value.

Financial instruments with quoted prices in active markets generally have more pricing observability and less judgment is used in measuring fair value. Conversely, financial instruments for which no quoted prices are available have less observability and are measured at fair value using valuation models or other pricing techniques that require more judgment. Pricing observability is affected by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established, the characteristics specific to the transaction, liquidity and general market conditions.

Fair Value Hierarchy

Assets and liabilities recorded at fair value in the Consolidated Balance Sheet are measured and classified in a hierarchy for disclosure purposes consisting of three "levels" based on the observability of inputs available in the marketplace used to measure the fair values as discussed below:

Level 1: Fair value measurements that are quoted prices (unadjusted) in active markets that AIG has the ability to access for identical assets or liabilities. Market price data generally is obtained from exchange or dealer markets. AIG does not adjust the quoted price for such instruments. Assets and liabilities measured at fair value on a recurring basis and classified as Level 1 include certain government and agency securities, actively traded listed common stocks and futures and options contracts, most separate account assets and most mutual funds.

Level 2: Fair value measurements based on inputs other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted

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intervals. Assets and liabilities measured at fair value on a recurring basis and classified as Level 2 generally include certain government and agency securities, most investment-grade and high-yield corporate bonds, certain residential mortgage-backed securities (RMBS), certain commercial mortgage-backed securities (CMBS) and certain collateralized loan obligations/asset backed securities (CLO/ABS), certain listed equities, state, municipal and provincial obligations, hybrid securities, certain securities purchased (sold) under agreements to resell (repurchase), certain mutual fund and hedge fund investments, certain interest rate, currency and commodity derivative contracts, guaranteed investment agreements (GIAs) for the Direct Investment book, other long-term debt and physical commodities.

Level 3: Fair value measurements based on valuation techniques that use significant inputs that are unobservable. Both observable and unobservable inputs may be used to determine the fair values of positions classified in Level 3. The circumstances for using these measurements include those in which there is little, if any, market activity for the asset or liability. Therefore, AIG must make certain assumptions as to the inputs a hypothetical market participant would use to value that asset or liability. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety. AIG's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment. In making the assessment, AIG considers factors specific to the asset or liability. Assets and liabilities measured at fair value on a recurring basis and classified as Level 3 include certain RMBS, CMBS and collateralized debt obligations/asset backed securities (CDO/ABS), corporate debt, certain municipal and sovereign debt, certain derivative contracts (including the AIGFP super senior credit default swap portfolio), policyholder contract deposits carried at fair value, private equity and real estate fund investments, and direct private equity investments. AIG's non-financial instrument assets that are measured at fair value on a non-recurring basis generally are classified as Level 3.

The following is a description of the valuation methodologies used for instruments carried at fair value. These methodologies are applied to assets and liabilities across the levels noted above, and it is the observability of the inputs used that determines the appropriate level in the fair value hierarchy for the respective asset or liability.

Valuation Methodologies

Incorporation of Credit Risk in Fair Value Measurements

AIG's Own Credit Risk. Fair value measurements for certain Direct Investment book debt, GIAs, structured note liabilities and freestanding derivatives, as well as AIGFP derivatives, incorporate AIG's own credit risk by determining the explicit cost for each counterparty to protect against its net credit exposure to AIG at the balance sheet date by reference to observable AIG CDS or cash bond spreads. A derivative counterparty's net credit exposure to AIG is determined based on master netting agreements, when applicable, which take into consideration all derivative positions with AIG, as well as collateral posted by AIG with the counterparty at the balance sheet date.

Fair value measurements for embedded policy derivatives and policyholder contract deposits take into consideration that policyholder liabilities are senior in priority to general creditors of AIG and therefore are much less sensitive to changes in AIG credit default swap or cash issuance spreads.

Counterparty Credit Risk. Fair value measurements for freestanding derivatives incorporate counterparty credit by determining the explicit cost for AIG to protect against its net credit exposure to each counterparty at the balance sheet date by reference to observable counterparty CDS spreads, when available. When not available, other directly or indirectly observable credit spreads will be used to derive the best estimates of the counterparty spreads. AIG's net credit exposure to a counterparty is determined based on master netting agreements, which take into consideration all derivative positions with the counterparty, as well as collateral posted by the counterparty at the balance sheet date.

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A CDS is a derivative contract that allows the transfer of third party credit risk from one party to the other. The buyer of the CDS pays an upfront and/or periodic premium to the seller. The seller's payment obligation is triggered by the occurrence of a credit event under a specified reference security and is determined by the loss on that specified reference security. The present value of the amount of the upfront and/or periodic premium therefore represents a market-based expectation of the likelihood that the specified reference party will fail to perform on the reference obligation, a key market observable indicator of non-performance risk (the CDS spread).

Fair values for fixed maturity securities based on observable market prices for identical or similar instruments implicitly incorporate counterparty credit risk. Fair values for fixed maturity securities based on internal models incorporate counterparty credit risk by using discount rates that take into consideration cash issuance spreads for similar instruments or other observable information.

The cost of credit protection is determined under a discounted present value approach considering the market levels for single name CDS spreads for each specific counterparty, the mid market value of the net exposure (reflecting the amount of protection required) and the weighted average life of the net exposure. CDS spreads are provided to AIG by an independent third party. AIG utilizes an interest rate based on the benchmark London Interbank Offered Rate (LIBOR) curve to derive its discount rates.

While this approach does not explicitly consider all potential future behavior of the derivative transactions or potential future changes in valuation inputs, AIG believes this approach provides a reasonable estimate of the fair value of the assets and liabilities, including consideration of the impact of non-performance risk.

Fixed Maturity Securities Trading and Available for Sale

Whenever available, AIG obtains quoted prices in active markets for identical assets at the balance sheet date to measure fixed maturity securities at fair value in its trading and available for sale portfolios. Market price data is generally obtained from dealer markets.

Management is responsible for the determination of the value of the investments carried at fair value and the supporting methodologies and assumptions. AIG employs independent third-party valuation service providers to gather, analyze, and interpret market information and derive fair value estimates based upon relevant methodologies and assumptions for individual instruments. When AIG's valuation service providers are unable to obtain sufficient market observable information upon which to estimate the fair value for a particular security, fair value is determined either by requesting brokers who are knowledgeable about these securities to provide a price quote, which is generally non-binding, or by employing widely accepted valuation models.

Valuation service providers typically obtain data about market transactions and other key valuation model inputs from multiple sources and, through the use of widely accepted valuation models, provide a single fair value measurement for individual securities for which a fair value has been requested under the terms of service agreements. The inputs used by the valuation service providers include, but are not limited to, market prices from recently completed transactions and transactions of comparable securities, benchmark yields, interest rate yield curves, credit spreads, currency rates, quoted prices for similar securities and other market-observable information, as applicable. The valuation models take into account, among other things, market observable information as of the measurement date as well as the specific attributes of the security being valued, including its term, interest rate, credit rating, industry sector, and when applicable, collateral quality and other security or issuer-specific information. When market transactions or other market observable data is limited, the extent to which judgment is applied in determining fair value is greatly increased.

AIG has processes designed to ensure that the values received or internally estimated are accurately recorded, that the data inputs and the valuation techniques utilized are appropriate and consistently applied and that the assumptions are reasonable and consistent with the objective of determining fair value. AIG assesses the reasonableness of individual security values received from valuation service providers through various analytical techniques. In addition, AIG may validate the reasonableness of fair values by comparing information obtained from AIG's valuation service providers to other third-party valuation sources for selected securities. AIG also

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validates prices for selected securities obtained from brokers through reviews by members of management who have relevant expertise and who are independent of those charged with executing investing transactions.

The methodology above is relevant for all fixed maturity securities; following are discussions of certain procedures unique to specific classes of securities.

Fixed Maturity Securities issued by Government Entities

For most debt securities issued by government entities, AIG obtains fair value information from independent third-party valuation service providers, as quoted prices in active markets are generally only available for limited debt securities issued by government entities. The fair values received from these valuation service providers may be based on a market approach using matrix pricing, which considers a security's relationship to other securities for which quoted prices in an active market may be available, or alternatively based on an income approach, which uses valuation techniques to convert future cash flows to a single present value amount.

Fixed Maturity Securities issued by Corporate Entities

For most debt securities issued by corporate entities, AIG obtains fair value information from independent third-party valuation service providers. For certain corporate debt securities, AIG obtains fair value information from brokers. For those corporate debt instruments (for example, private placements) that are not traded in active markets or that are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and non-transferability, and such adjustments generally are based on available market evidence. In the absence of such evidence, management's best estimate is used.

RMBS, CMBS, CDOs and other ABS

Independent third-party valuation service providers also provide fair value information for the majority of AIG investments in RMBS, CMBS, CDOs and other ABS. Where pricing is not available from valuation service providers, AIG obtains fair value information from brokers. Broker prices may be based on an income approach, which converts expected future cash flows to a single present value amount, with specific consideration of inputs relevant to structured securities, including ratings, collateral types, geographic concentrations, underlying loan vintages, loan delinquencies, and weighted average coupons and maturities. Broker prices may also be based on a market approach that considers recent transactions involving identical or similar securities. When the volume or level of market activity for an investment in RMBS, CMBS, CDOs or other ABS is limited, certain inputs used to determine fair value may not be observable in the market.

Maiden Lane II and Maiden Lane III

At their inception, AIG's interests in ML II and ML III were valued and recorded at the transaction prices of \$1 billion and \$5 billion, respectively.

Subsequently, AIG's interest in ML III has been valued using a discounted cash flow methodology that (i) uses the estimated future cash flows and the fair value of the ML III assets, (ii) allocates the estimated future cash flows according to the ML III waterfall, and (iii) determines the discount rate to be applied to AIG's interest in ML III by reference to the discount rate implied by the estimated value of ML III assets and the estimated future cash flows of AIG's interest in the capital structure. Estimated cash flows and discount rates used in the valuations are validated, to the extent possible, using market observable information for securities with similar asset pools, structure and terms.

The fair value methodology used since inception and prior to March 31, 2011 for AIG's interest in ML II had used the same discounted cash flow methodology as for ML III. As a result of the announcement on March 31, 2011 by the FRBNY of its plan to begin selling the assets in the ML II portfolio over time through a competitive sales process, AIG modified its methodology for estimating the fair value of its interest in ML II to incorporate the assumption of a current liquidation, which (i) uses the estimated fair value of the ML II assets and (ii) allocates the estimated asset fair value according to the ML II waterfall.

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AIG does not believe a change in the fair value methodology used for its interest in ML III is appropriate at this time based on current available information. Other methodologies employed or assumptions made in determining fair value for these investments could result in amounts that differ significantly from the amounts reported.

Adjustments to the fair value of AIG's interest in ML II are recorded in the Consolidated Statement of Operations in Net investment income for SunAmerica's domestic life insurance companies. Adjustments to the fair value of AIG's interest in ML III are recorded in the Consolidated Statement of Operations in Net investment income for AIG's Other operations.

As of September 30, 2011, AIG expects to receive cash flows (undiscounted) in excess of AIG's initial investment, and any accrued interest, on the Maiden Lane Interests after repayment of the first priority obligations owed to the FRBNY. The fair value of AIG's interest in ML II is most affected by the liquidation proceeds realized by the FRBNY from the sale of the collateral securities. A 10 percent change in the liquidation proceeds realized by the FRBNY would result in a change of approximately \$157 million in the fair value of the ML II interest. The fair value of AIG's interest in ML III is most affected by changes in the discount rates and changes in the estimated future collateral cash flows used in the valuation. Changes in estimated future cash flows for ML III would be the result of changes in interest rates and their effect on the underlying floating rate securities as well as expectations of defaults, recoveries and prepayments on underlying loans.

The LIBOR interest rate curve changes are determined based on observable prices, interpolated or extrapolated to derive a LIBOR for a specific maturity term as necessary. The spreads over LIBOR for the Maiden Lane Interests (including collateral-specific credit and liquidity spreads) can change as a result of changes in market expectations about the future performance of these investments as well as changes in the risk premium that market participants would demand at the time of the transactions.

Changes in the discount rate or the estimated future cash flows used in the valuation would alter AIG's estimate of the fair value of AIG's interest in ML III as shown in the table below.

Nine Months Ended September 30, 2011 <i>(in millions)</i>	Maiden Lane III Fair Value Change
--	--------------------------------------

Discount Rates:	
200 basis point increase	\$ (547)
200 basis point decrease	620
400 basis point increase	(1,031)
400 basis point decrease	1,325

Estimated Future Cash Flows:	
10% increase	667
10% decrease	(673)
20% increase	1,325
20% decrease	(1,339)

If the FRBNY were to similarly announce a plan to liquidate the assets of ML III at their estimated fair values, the impact of the change in AIG's assumptions would be an increase in the fair value of AIG's interest in ML III by approximately \$690 million at September 30, 2011.

AIG believes that the ranges of discount rates used in these analyses are reasonable on the basis of implied spread volatilities of similar collateral securities. The ranges of estimated future cash flows were determined on the basis of historical variability in the estimated cash flows. Because of these factors, the fair values of the Maiden Lane Interests are likely to vary, perhaps materially, from the amounts estimated.

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Equity Securities Traded in Active Markets ***Trading and Available for Sale***

Whenever available, AIG obtains quoted prices in active markets for identical assets at the balance sheet date to measure at fair value marketable equity securities in its trading and available for sale portfolios or in Other invested assets. Market price data is generally obtained from exchange or dealer markets.

Direct Private Equity Investments ***Other Invested Assets***

AIG initially estimates the fair value of direct private equity investments by reference to the transaction price. This valuation is adjusted for changes in inputs and assumptions that are corroborated by evidence such as transactions in similar instruments, completed or pending third-party transactions in the underlying investment or comparable entities, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity capital markets and/or changes in financial ratios or cash flows. For equity securities that are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability and such adjustments generally are based on available market evidence. In the absence of such evidence, management's best estimate is used.

Hedge Funds, Private Equity Funds and Other Investment Partnerships ***Other Invested Assets***

AIG initially estimates the fair value of investments in certain hedge funds, private equity funds and other investment partnerships by reference to the transaction price. Subsequently, AIG generally obtains the fair value of these investments from net asset value information provided by the general partner or manager of the investments, the financial statements of which are generally audited annually. AIG considers observable market data and performs diligence procedures in validating the appropriateness of using the net asset value as a fair value measurement.

Separate Account Assets

Separate account assets are composed primarily of registered and unregistered open-end mutual funds that generally trade daily and are measured at fair value in the manner discussed above for equity securities traded in active markets.

Short-term Investments

For short-term investments that are measured at fair value, AIG obtains fair value information from independent third-party valuation service providers. The determination of fair value for these instruments is consistent with the process for fixed maturity securities, as discussed above.

Securities Purchased Under Agreements to Resell

Securities purchased under agreements to resell are generally treated as collateralized financings. AIG reports certain securities purchased under agreements to resell in Short-term investments in the Consolidated Balance Sheet. AIG estimates the fair value of those receivables arising from securities purchased under agreements to resell that are measured at fair value using dealer price quotes, discounted cash flow analyses and/or internal valuation models. This methodology considers such factors as the coupon rate, yield curves, prepayment rates and other relevant factors.

Mortgage and Other Loans Receivable

AIG estimates the fair value of mortgage and other loans receivable by using dealer quotations, discounted cash flow analyses and/or internal valuation models. The determination of fair value considers inputs such as interest rate, maturity, the borrower's creditworthiness, collateral, subordination, guarantees, past-due status, yield curves, credit curves, prepayment rates, market pricing for comparable loans and other relevant factors.

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Freestanding Derivatives

Derivative assets and liabilities can be exchange-traded or traded over-the-counter (OTC). AIG generally values exchange-traded derivatives such as futures and options using quoted prices in active markets for identical derivatives at the balance sheet date.

OTC derivatives are valued using market transactions and other market evidence whenever possible, including market-based inputs to models, model calibration to market clearing transactions, broker or dealer quotations or alternative pricing sources with reasonable levels of price transparency. When models are used, the selection of a particular model to value an OTC derivative depends on the contractual terms of, and specific risks inherent in the instrument, as well as the availability of pricing information in the market. AIG generally uses similar models to value similar instruments. Valuation models require a variety of inputs, including contractual terms, market prices and rates, yield curves, credit curves, measures of volatility, prepayment rates and correlations of such inputs. For OTC derivatives that trade in liquid markets, such as generic forwards, swaps and options, model inputs can generally be corroborated by observable market data by correlation or other means, and model selection does not involve significant management judgment.

Certain OTC derivatives trade in less liquid markets with limited pricing information, and the determination of fair value for these derivatives is inherently more difficult. When AIG does not have corroborating market evidence to support significant model inputs and cannot verify the model to market transactions, the transaction price may provide the best estimate of fair value. Accordingly, when a pricing model is used to value such an instrument, the model is adjusted so the model value at inception equals the transaction price. AIG will update valuation inputs in these models only when corroborated by evidence such as similar market transactions, third party pricing services and/or broker or dealer quotations, or other empirical market data. When appropriate, valuations are adjusted for various factors such as liquidity, bid/offer spreads and credit considerations. Such adjustments are generally based on available market evidence. In the absence of such evidence, management's best estimate is used.

Embedded Policy Derivatives

The fair value of embedded policy derivatives contained in certain variable annuity and equity-indexed annuity and life contracts is measured based on actuarial and capital market assumptions related to projected cash flows over the expected lives of the contracts. These cash flow estimates primarily include benefits and related fees assessed, when applicable, and incorporate expectations about policyholder behavior. Estimates of future policyholder behavior are subjective and based primarily on AIG's historical experience.

Certain variable annuity and equity-indexed annuity and life contracts contain embedded policy derivatives that AIG bifurcates from the host contracts and accounts for separately at fair value, with changes in fair value recognized in earnings. AIG concluded these contracts contain (i) written option guarantees on minimum accumulation value, (ii) a series of written options that guarantee withdrawals from the highest anniversary value within a specific period or for life, or (iii) equity-indexed written options that meet the criteria of derivatives that must be bifurcated.

With respect to embedded policy derivatives in AIG's variable annuity contracts, because of the dynamic and complex nature of the expected cash flows, risk neutral valuations are used. Estimating the underlying cash flows for these products involves many estimates and judgments, including those regarding expected market rates of return, market volatility, correlations of market index returns to funds, fund performance, discount rates and policyholder behavior. With respect to embedded policy derivatives in AIG's equity-indexed annuity and life contracts, option pricing models are used to estimate fair value, taking into account assumptions for future equity index growth rates, volatility of the equity index, future interest rates, and determinations on adjusting the participation rate and the cap on equity indexed credited rates in light of market conditions and policyholder behavior assumptions. These methodologies incorporate an explicit risk margin to take into consideration market participant estimates of projected cash flows and policyholder behavior.

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Fair value measurements for embedded derivatives associated with variable annuity and equity-indexed annuity and life contracts incorporate AIG insurance subsidiaries' own risk of non-performance by reflecting a market participant's view of AIG insurance subsidiaries' claims paying ability. AIG therefore incorporates an additional spread to the interest rate swap curve to value the embedded policy derivatives.

AIGFP's Super Senior Credit Default Swap Portfolio

Included in Global Capital Markets is the remaining derivatives portfolio of AIGFP. AIG values AIGFP's CDS transactions written on the super senior risk layers of designated pools of debt securities or loans using internal valuation models, third-party price estimates and market indices. The principal market was determined to be the market in which super senior credit default swaps of this type and size would be transacted, or have been transacted, with the greatest volume or level of activity. AIG has determined that the principal market participants, therefore, would consist of other large financial institutions who participate in sophisticated over-the-counter derivatives markets. The specific valuation methodologies vary based on the nature of the referenced obligations and availability of market prices.

The valuation of the super senior credit derivatives is challenging given the limitation on the availability of market observable information due to the lack of trading and price transparency in certain structured finance markets. These market conditions have increased the reliance on management estimates and judgments in arriving at an estimate of fair value for financial reporting purposes. Further, disparities in the valuation methodologies employed by market participants and the varying judgments reached by such participants when assessing volatile markets have increased the likelihood that the various parties to these instruments may arrive at significantly different estimates as to their fair values.

AIG's valuation methodologies for the super senior credit default swap portfolio have evolved over time in response to market conditions and the availability of market observable information. AIG has sought to calibrate the methodologies to available market information and to review the assumptions of the methodologies on a regular basis.

Regulatory capital portfolio: In the case of credit default swaps written to facilitate regulatory capital relief, AIG estimates the fair value of these derivatives by considering observable market transactions. The transactions with the most observability are the early terminations of these transactions by counterparties. AIG continues to reassess the expected maturity of the portfolio. AIGFP has not been required to make any payments as part of terminations of super senior regulatory capital CDSs initiated by counterparties. However, during the second quarter of 2011, AIGFP terminated mezzanine tranches related to certain terminated super senior regulatory capital trades and made payments which approximated their fair values at the time of termination.

The regulatory benefit of these transactions for AIGFP's financial institution counterparties is generally derived from the capital regulations promulgated by the Basel Committee on Banking Supervision, known as Basel I. In December 2010, the Basel Committee on Banking Supervision finalized a new framework for international capital and liquidity standards known as Basel III, which, when fully implemented, may reduce or eliminate the regulatory benefits to certain counterparties and thus may impact the period of time that such counterparties are expected to hold the positions. In assessing the fair value of the regulatory capital CDS transactions, AIG also considers other market data to the extent relevant and available. For further discussion, see Note 10 herein.

Multi-sector CDO portfolios: AIG uses a modified version of the Binomial Expansion Technique (BET) model to value AIGFP's credit default swap portfolio written on super senior tranches of multi-sector CDOs of ABS. The BET model was developed in 1996 by a major rating agency to generate expected loss estimates for CDO tranches and derive a credit rating for those tranches, and remains widely used.

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AIG has adapted the BET model to estimate the price of the super senior risk layer or tranche of the CDO. AIG modified the BET model to imply default probabilities from market prices for the underlying securities and not from rating agency assumptions. To generate the estimate, the model uses the price estimates for the securities comprising the portfolio of a CDO as an input and converts those estimates to credit spreads over current LIBOR-based interest rates. These credit spreads are used to determine implied probabilities of default and expected losses on the underlying securities. This data is then aggregated and used to estimate the expected cash flows of the super senior tranche of the CDO.

Prices for the individual securities held by a CDO are obtained in most cases from the CDO collateral managers, to the extent available. CDO collateral managers provided market prices for 61.2 percent of the underlying securities used in the valuation at September 30, 2011. When a price for an individual security is not provided by a CDO collateral manager, AIG derives the price through a pricing matrix using prices from CDO collateral managers for similar securities. Matrix pricing is a mathematical technique used principally to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the relationship of the security to other benchmark quoted securities. Substantially all of the CDO collateral managers who provided prices used dealer prices for all or part of the underlying securities, in some cases supplemented by third-party pricing services.

The BET model also uses diversity scores, weighted average lives, recovery rates and discount rates. AIG employs a Monte Carlo simulation to assist in quantifying the effect on the valuation of the CDO of the unique aspects of the CDO's structure such as triggers that divert cash flows to the most senior part of the capital structure. The Monte Carlo simulation is used to determine whether an underlying security defaults in a given simulation scenario and, if it does, the security's implied random default time and expected loss. This information is used to project cash flow streams and to determine the expected losses of the portfolio.

In addition to calculating an estimate of the fair value of the super senior CDO security referenced in the credit default swaps using its internal model, AIG also considers the price estimates for the super senior CDO securities provided by third parties, including counterparties to these transactions, to validate the results of the model and to determine the best available estimate of fair value. In determining the fair value of the super senior CDO security referenced in the credit default swaps, AIG uses a consistent process that considers all available pricing data points and eliminates the use of outlying data points. When pricing data points are within a reasonable range an averaging technique is applied.

Corporate debt/Collateralized loan obligation (CLO) portfolios: In the case of credit default swaps written on portfolios of investment-grade corporate debt, AIG uses a mathematical model that produces results that are closely aligned with prices received from third parties. This methodology is widely used by other market participants and uses the current market credit spreads of the names in the portfolios along with the base correlations implied by the current market prices of comparable tranches of the relevant market traded credit indices as inputs. Given its unique attributes, one transaction, which had represented two percent of the total notional amount of the corporate debt portfolio as of the second quarter of 2011, was valued using third-party quotations. This transaction matured in the third quarter of 2011.

AIG estimates the fair value of its obligations resulting from credit default swaps written on CLOs to be equivalent to the par value less the current market value of the referenced obligation. Accordingly, the value is determined by obtaining third-party quotations on the underlying super senior tranches referenced under the credit default swap contract.

Policyholder Contract Deposits

Policyholder contract deposits accounted for at fair value are measured using an earnings approach by taking into consideration the following factors:

Current policyholder account values and related surrender charges;

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The present value of estimated future cash inflows (policy fees) and outflows (benefits and maintenance expenses) associated with the product using risk neutral valuations, incorporating expectations about policyholder behavior, market returns and other factors; and

A risk margin that market participants would require for a market return and the uncertainty inherent in the model inputs.

The change in fair value of these policyholder contract deposits is recorded as Policyholder benefits and claims incurred in the Consolidated Statement of Operations.

Other Long-Term Debt

When fair value accounting has been elected, the fair value of non-structured liabilities is generally determined by using market prices from exchange or dealer markets, when available, or discounting expected cash flows using the appropriate discount rate for the applicable maturity. Such instruments are generally classified in Level 2 of the fair value hierarchy as substantially all inputs are readily observable. AIG determines the fair value of structured liabilities and hybrid financial instruments (where performance is linked to structured interest rates, inflation or currency risks) using the appropriate derivative valuation methodology (described above) given the nature of the embedded risk profile. Such instruments are classified in Level 2 or Level 3 depending on the observability of significant inputs to the model. In addition, adjustments are made to the valuations of both non-structured and structured liabilities to reflect AIG's own creditworthiness based on observable credit spreads of AIG.

Other Liabilities

Other liabilities measured at fair value include certain securities sold under agreements to repurchase and certain securities and spot commodities sold but not yet purchased. Liabilities arising from securities sold under agreements to repurchase are generally treated as collateralized financings. For liabilities arising from securities sold under agreements to repurchase, AIG estimates the fair value by using dealer quotations, discounted cash flow analyses and/or internal valuation models. This methodology considers such factors as the coupon rate, yield curves, prepayment rates and other relevant factors. Fair values for securities sold but not yet purchased are based on current market prices. Fair values of spot commodities sold but not yet purchased are based on current market prices of reference spot futures contracts traded on exchanges. Certain liabilities arising from securities sold under agreements to repurchase, however, are treated as sales. The key distinction resulting in these agreements being accounted for as sales is a reduction in initial margins or a restriction in daily margin requirements in these agreements. The fair value of securities transferred under repurchase agreements accounted for as sales was \$2.4 billion and \$2.7 billion at September 30, 2011 and December 31, 2010, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**Assets and Liabilities Measured at Fair Value on a Recurring Basis**

The following table presents information about assets and liabilities measured at fair value on a recurring basis and indicates the level of the fair value measurement based on the levels of the inputs used:

September 30, 2011 (in millions)	Level 1	Level 2	Level 3	Counterparty Netting ^(a)	Cash Collateral ^(b)	Total
Assets:						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 28	\$ 7,526	\$ -	\$ -	\$ -	\$ 7,554
Obligations of states, municipalities and Political subdivisions	1	38,481	908	-	-	39,390
Non-U.S. governments	702	18,947	5	-	-	19,654
Corporate debt	110	143,681	2,475	-	-	146,266
RMBS	-	22,150	10,408	-	-	32,558
CMBS	-	3,665	3,975	-	-	7,640
CDO/ABS	-	2,650	4,117	-	-	6,767
Total bonds available for sale	841	237,100	21,888	-	-	259,829
Bond trading securities:						
U.S. government and government sponsored entities	162	7,395	-	-	-	7,557
Obligations of states, municipalities and Political subdivisions	-	257	-	-	-	257
Non-U.S. governments	-	36	-	-	-	36
Corporate debt	-	773	8	-	-	781
RMBS	-	1,383	332	-	-	1,715
CMBS	-	1,291	547	-	-	1,838
CDO/ABS	-	4,076	8,394	-	-	12,470
Total bond trading securities	162	15,211	9,281	-	-	24,654
Equity securities available for sale:						
Common stock	2,966	6	56	-	-	3,028
Preferred stock	-	44	70	-	-	114
Mutual funds	56	11	-	-	-	67
Total equity securities available for sale	3,022	61	126	-	-	3,209
Equity securities trading	37	111	-	-	-	148
Mortgage and other loans receivable	-	104	-	-	-	104
Other invested assets ^(c)	11,670	1,777	7,184	-	-	20,631
Derivative assets:						
Interest rate contracts	2	7,706	1,034	-	-	8,742
Foreign exchange contracts	-	165	-	-	-	165
Equity contracts	149	163	34	-	-	346
Commodity contracts	-	99	3	-	-	102
Credit contracts	-	-	91	-	-	91
Other contracts	35	472	284	-	-	791
Counterparty netting and cash collateral	-	-	-	(3,784)	(1,707)	(5,491)

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Total derivative assets	186	8,605	1,446	(3,784)	(1,707)	4,746
Short-term investments ^(d)	1,484	6,052	-	-	-	7,536
Separate account assets	45,213	2,899	-	-	-	48,112
Total	\$ 62,615	\$ 271,920	\$ 39,925	\$ (3,784)	\$ (1,707)	\$ 368,969
Liabilities:						
Policyholder contract deposits	\$ -	\$ -	\$ 1,362	\$ -	\$ -	\$ 1,362
Derivative liabilities:						
Interest rate contracts	-	7,017	245	-	-	7,262
Foreign exchange contracts	-	189	-	-	-	189
Equity contracts	2	204	10	-	-	216
Commodity contracts	-	100	-	-	-	100
Credit contracts ^(e)	-	6	3,453	-	-	3,459
Other contracts	-	141	245	-	-	386
Counterparty netting and cash collateral	-	-	-	(3,784)	(2,762)	(6,546)
Total derivative liabilities	2	7,657	3,953	(3,784)	(2,762)	5,066
Other long-term debt	-	10,450	789	-	-	11,239
Other liabilities ^(f)	314	954	-	-	-	1,268
Total	\$ 316	\$ 19,061	\$ 6,104	\$ (3,784)	\$ (2,762)	\$ 18,935

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)*

December 31, 2010 <i>(in millions)</i>	Level 1	Level 2	Level 3	Counterparty Netting ^(a)	Cash Collateral ^(b)	Total
Assets:						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 142	\$ 7,208	\$ -	\$ -	\$ -	\$ 7,350
Obligations of states, municipalities and Political subdivisions	4	46,007	609	-	-	46,620
Non-U.S. governments	719	14,620	5	-	-	15,344
Corporate debt	8	124,088	2,262	-	-	126,358
RMBS	-	13,441	6,367	-	-	19,808
CMBS	-	2,807	3,604	-	-	6,411
CDO/ABS	-	2,170	4,241	-	-	6,411
Total bonds available for sale	873	210,341	17,088	-	-	228,302
Bond trading securities:						
U.S. government and government sponsored entities	339	6,563	-	-	-	6,902
Obligations of states, municipalities and Political subdivisions	-	316	-	-	-	316
Non-U.S. governments	-	125	-	-	-	125
Corporate debt	-	912	-	-	-	912
RMBS	-	1,837	91	-	-	1,928
CMBS	-	1,572	506	-	-	2,078
CDO/ABS	-	4,490	9,431	-	-	13,921
Total bond trading securities	339	15,815	10,028	-	-	26,182
Equity securities available for sale:						
Common stock	3,577	61	61	-	-	3,699
Preferred stock	-	423	64	-	-	487
Mutual funds	316	79	-	-	-	395
Total equity securities available for sale	3,893	563	125	-	-	4,581
Equity securities trading	6,545	106	1	-	-	6,652
Mortgage and other loans receivable	-	143	-	-	-	143
Other invested assets ^(c)	12,281	1,661	7,414	-	-	21,356
Derivative assets:						
Interest rate contracts	1	13,146	1,057	-	-	14,204
Foreign exchange contracts	14	172	16	-	-	202
Equity contracts	61	233	65	-	-	359
Commodity contracts	-	69	23	-	-	92
Credit contracts	-	2	377	-	-	379
Other contracts	8	923	144	-	-	1,075
Counterparty netting and cash collateral	-	-	-	(6,298)	(4,096)	(10,394)
Total derivative assets	84	14,545	1,682	(6,298)	(4,096)	5,917
Short-term investments ^(d)	5,401	18,459	-	-	-	23,860
Separate account assets	51,607	2,825	-	-	-	54,432
Other assets	-	14	-	-	-	14

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Total \$ 81,023 \$ 264,472 \$ 36,338 \$ (6,298) \$ (4,096) \$ 371,439

Liabilities:						
Policyholder contract deposits	\$ -	\$ -	\$ 445	\$ -	\$ -	\$ 445
Derivative liabilities:						
Interest rate contracts	-	9,387	325	-	-	9,712
Foreign exchange contracts	14	324	-	-	-	338
Equity contracts	-	286	43	-	-	329
Commodity contracts	-	68	-	-	-	68
Credit contracts ^(e)	-	5	4,175	-	-	4,180
Other contracts	-	52	256	-	-	308
Counterparty netting and cash collateral	-	-	-	(6,298)	(2,902)	(9,200)
Total derivative liabilities	14	10,122	4,799	(6,298)	(2,902)	5,735
Other long-term debt	-	11,161	982	-	-	12,143
Other liabilities ^(f)	391	2,228	-	-	-	2,619
Total	\$ 405	\$ 23,511	\$ 6,226	\$ (6,298)	\$ (2,902)	\$ 20,942

- (a) Represents netting of derivative exposures covered by a qualifying master netting agreement.
- (b) Represents cash collateral posted and received. Securities collateral posted for derivative transactions that is reflected in Fixed maturity securities in the Consolidated Balance Sheet, and collateral received, not reflected in the Consolidated Balance Sheet, were \$2.0 billion and \$101 million, respectively, at September 30, 2011 and \$1.4 billion and \$109 million, respectively, at December 31, 2010.
- (c) Included in Level 1 are \$11.3 billion and \$11.1 billion at September 30, 2011 and December 31, 2010, respectively, of AIA shares publicly traded on the Hong Kong Stock Exchange. Approximately 3 percent and 5 percent of the fair value of the assets recorded as Level 3 relates to various private equity, real estate, hedge fund and fund-of-funds investments that are consolidated by AIG at September 30, 2011 and December 31, 2010, respectively. AIG's ownership in these funds represented 57.8 percent, or \$0.8 billion, of Level 3 assets at September 30, 2011 and 68.6 percent, or \$1.3 billion, of Level 3 assets at December 31, 2010.
- (d) Included in Level 2 is the fair value of \$0.3 billion and \$1.6 billion at September 30, 2011 and December 31, 2010, respectively, of securities purchased under agreements to resell.
- (e) Included in Level 3 is the fair value derivative liability of \$3.3 billion and \$3.7 billion at September 30, 2011 and December 31, 2010, respectively, on the AIGFP super senior credit default swap portfolio.
- (f) Included in Level 2 is the fair value of \$0.8 billion, \$148 million and \$7 million at September 30, 2011 of securities sold under agreements to repurchase, securities and spot commodities sold but not yet purchased and trust deposits and deposits due to banks and other depositors, respectively. Included in Level 2 is the fair value of \$2.1 billion, \$94 million and \$15 million at December 31, 2010 of securities sold under agreements to repurchase, securities and spot commodities sold but not yet purchased and trust deposits and deposits due to banks and other depositors, respectively.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**Transfers of Level 1 and Level 2 Assets and Liabilities**

AIG's policy is to record transfers of assets and liabilities between Level 1 and Level 2 at their fair values as of the end of each reporting period, consistent with the date of the determination of fair value. Assets are transferred out of Level 1 when they are no longer transacted with sufficient frequency and volume in an active market. During the nine-month period ended September 30, 2011, AIG transferred certain assets from Level 1 to Level 2, including approximately \$1.2 billion of investments in securities issued by the U.S. government that are no longer actively traded and approximately \$528 million of investments in securities issued by Non-U.S. governments. AIG transferred approximately \$1.1 billion of investments in securities issued by the U.S. government that are no longer actively traded and approximately \$390 million of investments in securities issued by Non-U.S. governments from Level 1 to Level 2 during the three-month period ended September 30, 2011. Conversely, assets are transferred from Level 2 to Level 1 when transaction volume and frequency are indicative of an active market. AIG had no significant transfers from Level 2 to Level 1 during the three- and nine-month periods ended September 30, 2011.

Changes in Level 3 Recurring Fair Value Measurements

The following tables present changes during the three- and nine-month periods ended September 30, 2011 and 2010 in Level 3 assets and liabilities measured at fair value on a recurring basis, and the realized and unrealized gains (losses) recorded in the Consolidated Statement of Operations during those periods related to the Level 3 assets and liabilities that remained in the Consolidated Balance Sheet at September 30, 2011 and 2010:

<i>(in millions)</i>	Fair value Beginning of Period ^(b)	Net Realized and Unrealized Gains (Losses) Included in Income	Comprehensive Other Income	Purchases, Sales, Issuances and Settlements, Net	Gross Transfers in	Gross Transfers out	Fair value End of Period	Changes in Unrealized Gains (Losses) Included in Income on Instruments Held at End of Period
Three Months Ended September 30, 2011								
Assets:								
Bonds available for sale:								
Obligations of states, municipalities and political subdivisions	\$ 800	\$ 1	\$ 83	\$ 74	\$ -	\$ (50)	\$ 908	\$ -
Non-U.S. governments	5	-	(1)	1	-	-	5	-
Corporate debt	1,844	13	(21)	(56)	1,170	(475)	2,475	-
RMBS	10,692	(83)	29	(437)	254	(47)	10,408	-
CMBS	4,228	(46)	(293)	134	16	(64)	3,975	-
CDO/ABS	3,925	12	(131)	220	329	(238)	4,117	-
Total bonds available for sale	21,494	(103)	(334)	(64)	1,769	(874)	21,888	-
Bond trading securities:								
Corporate debt	9	-	-	(1)	-	-	8	-
RMBS	170	(5)	(1)	168	-	-	332	(12)
CMBS	483	(31)	(4)	(16)	115	-	547	(37)
CDO/ABS	9,503	(993)	(9)	(131)	48	(24)	8,394	(916) ^(a)

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Total bond trading securities	10,165	(1,029)	(14)	20	163	(24)	9,281	(965)
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Equity securities available for sale:

Common stock	59	9	(9)	(11)	10	(2)	56	-
Preferred stock	64	2	2	-	2	-	70	-

Total equity securities available for sale	123	11	(7)	(11)	12	(2)	126	-
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Equity securities trading	1	(1)	-	-	-	-	-	(1)
Other invested assets	7,045	(27)	42	(54)	205	(27)	7,184	13

Total	\$ 38,828	\$ (1,149)	\$ (313)	\$ (109)	\$ 2,149	\$ (927)	\$ 38,479	\$ (953)
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Liabilities:

Policyholder contract deposits	\$ (406)	\$ (928)	\$ -	\$ (28)	\$ -	\$ -	\$ (1,362)	\$ 950
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Derivative liabilities, net:

Interest rate contracts	754	47	-	9	-	(21)	789	(1)
Foreign exchange contracts	4	1	-	(5)	-	-	-	(1)
Equity contracts	34	(10)	-	-	-	-	24	(7)
Commodity contracts	5	(1)	-	(1)	-	-	3	(1)
Credit contracts								