

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE AMERICAN INTERNATIONAL GROUP, INC.
SECURITIES LITIGATION

Master File No. 04 Civ. 8141 (JES)

**PROOF OF CLAIM
GENERAL INSTRUCTIONS**

1. To receive a recovery from the Cash Settlement Account, created as a result of the settlement with defendant PricewaterhouseCoopers LLP, as a member of the Settlement Class in the class action lawsuit entitled *In re American International Group, Inc. Securities Litigation*, Master File No. 04 Civ. 8141 (JES) (the "Action"), you must complete and, on page 6, sign this Proof of Claim form. If you fail to submit a timely, properly completed and addressed Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Cash Settlement Account.
2. Submission of this Proof of Claim form, however, does not ensure that you will share in the Cash Settlement Account, even if you are a member of the Settlement Class.
3. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM POSTMARKED NO LATER THAN JANUARY 28, 2009, ADDRESSED AS FOLLOWS:**

In re AIG Securities Litigation – PwC Settlement
c/o Complete Claim Solutions, LLC
P.O. Box 9417
Minneapolis, MN 55440-9417

If you are NOT a member of the Settlement Class (as defined in the Notice of Proposed Settlement, Motion for Attorneys' Fees and Expenses Award and Fairness Hearing) DO NOT submit this Proof of Claim form. You are not entitled to a recovery.

4. If you are a member of the Settlement Class and you have not timely and validly requested to be excluded from the Settlement Class, you will be bound by the terms of the Final Order and Judgment entered by the Court, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.
5. Separate Proofs of Claims must be filed for each differently named account or ownership (e.g., individual account, IRA account, joint account, etc.) However, joint tenants, co-owners or UGMA custodians should file a single claim.

DEFINITIONS

1. All capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Notice of Proposed Settlement, Motion for Attorneys' Fees and Expenses Award and Fairness Hearing ("Notice") that accompanies this Proof of Claim form.

IDENTIFICATION OF CLAIMANT

1. You are a member of the Settlement Class if you purchased or otherwise acquired AIG Securities during the period from October 28, 1999 through April 1, 2005, inclusive (the "Class Period") (including if you held the common stock of HSB Group, Inc. ("HSB") at the time HSB was acquired by American International Group, Inc. ("AIG") in a stock for stock transaction, or if you held the common stock of American General Corporation ("AGC") at the time AGC was acquired by AIG in a stock for stock transaction, and were damaged thereby. Excluded from the Settlement Class are (i) the Defendants, as named in the Consolidated Third Amended Class Action Complaint (the "Complaint") in this Action; (ii) the immediate families of the Individual Defendants, as named in the Complaint; (iii) any parent, subsidiary, affiliate, officer, or director of AIG; (iv) persons who timely and validly made requests for exclusion from the Settlement Class and did not thereafter rescind such requests; (v) any entity in which any excluded person has a controlling interest; and (vi) the legal representatives, heirs, successors and assigns of any excluded person.
2. "AIG Securities" are all publicly-traded securities issued by AIG, whether debt or equity securities, including, without limitation, AIG common stock, the Zero Coupon Convertible Senior Debentures referenced in paragraph 189 of the Complaint, the 0.5% Cash Exchangeable Equity-Linked Senior Notes referenced in paragraph 193 of the Complaint, the 2.85% Medium-Term Notes, Series F referenced in paragraph 203 of the Complaint, the 2.875% Notes (144A securities) referenced in paragraph 212 of the Complaint that were exchanged into registered like coupon bonds and the 4.25% Notes (144A securities) referenced in paragraph 217 of the Complaint that were exchanged into registered like coupon bonds. Options on AIG common stock are included in this definition. Please see Table 4 in the Notice for a list of the AIG bonds eligible for a recovery.

3. If you held AIG Securities in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or otherwise acquired AIG Securities during the Class Period through a third party, such as a nominee or brokerage firm, and the securities were registered in the name of that third party, you are the beneficial purchaser or acquirer of these securities, but the third party is the record purchaser or acquirer of these securities.
4. Use Part I of this form entitled "Claimant Identification" to identify each beneficial purchaser or acquirer of AIG Securities that forms the basis of this claim, as well as the purchaser or acquirer of record if different. THIS CLAIM MUST BE SUBMITTED BY THE ACTUAL BENEFICIAL PURCHASER(S), OR AUTHORIZED ACQUIRER(S) OR LEGAL REPRESENTATIVE(S) OF SUCH BENEFICIAL PURCHASER(S) OR ACQUIRER(S), OF THE AIG SECURITIES UPON WHICH THIS CLAIM IS BASED.
5. All joint beneficial purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of one of the beneficial owner(s) may be used in verifying this claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of your claim.

INSTRUCTIONS FOR THE IDENTIFICATION OF TRANSACTION(S)

1. Use Parts II through IV of this form to supply all required details of your transaction(s) in AIG Securities. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.
2. On the schedules, provide all of the requested information with respect to: (i) *all* of your holdings of AIG Securities as of the beginning of trading on October 28, 1999; (ii) *all* of your purchases, other acquisitions and sales of AIG Securities which took place at any time beginning October 28, 1999 through June 29, 2005, inclusive; and (iii) proof of your holdings of AIG Securities as of the close of trading on June 29, 2005, whether such purchases, acquisitions, sales or transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.
3. List each purchase, acquisition, sale and transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each such transaction you list. All holdings and transactions must be documented.
4. Copies of broker confirmations, monthly account statements or other documentation of your purchases, acquisitions, sales or transactions in AIG Securities must be attached to your claim. **DO NOT SEND ORIGINALS**. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. The Parties and the Administrator do not independently have information about your investments in AIG Securities. The Administrator may also request additional information as needed to efficiently and reliably calculate your losses.

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and certification.
2. Remember to attach supporting documentation.
3. Do not send original or copies of stock certificates.
4. Keep a copy of the completed claim form and documentation for your records.
5. If you do not receive an acknowledgement postcard of receipt of your Claim Form within forty (40) days of your mailing the Proof of Claim, then please call the Administrator, toll-free, at 1-888-356-0263.
6. If you move, please send the Administrator your new address:

In re AIG Securities Litigation - PwC Settlement
c/o Complete Claim Solutions, LLC
P.O. Box 9417
Minneapolis, MN 55440-9417
Phone: 1-888-356-0263
Email: info@AIGSecuritiesLitigationPwCSettlement.com
Website: www.AIGSecuritiesLitigationPwCSettlement.com

Must be Postmarked No Later Than: January 28, 2009

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK
In re AIG Securities Litigation - PwC Settlement
No. 04-cv-8141
PROOF OF CLAIM FORM

OFFICE USE ONLY

PART I: CLAIMANT IDENTIFICATION - Complete either Section A or B - Please type or Print.

A. Complete this Section ONLY if the Beneficial Owner is an individual, joint, or IRA account, proceed to C; otherwise proceed to B.

Last Name (Beneficial Owner) First Name (Beneficial Owner)
Last Name (Joint Beneficial Owner, if applicable) First Name (Joint Beneficial Owner)
Name of IRA Custodian, if applicable
If this account is an IRA, and if you would like any check that you MAY be eligible to receive made payable to the IRA account, please include "IRA" in the "Last Name" box above (e.g. Jones IRA).

B. Complete this Section ONLY if the Beneficial Owner is an Entity; i.e., corporation, trust, estate, etc. and proceed to C.

Entity Name
Name of Representative, if applicable (Executor, administrator, trustee, c/o, etc.)

C. Account/Mailing Information:

Specify one of the following:
 Individual(s) Corporation UGMA Custodian IRA Partnership Estate Trust
 Other:
Number and Street or P.O. Box
City State Zip Code
Foreign Province and Postal Code Foreign Country
Telephone Number (Daytime) Telephone Number (Evening)
Facsimile Number E-Mail Address
Enter Taxpayer Identification Number below for the Beneficial Owner(s).
Social Security No. (for individuals) or Taxpayer Identification No.

* A P W C *

* P A G E 1 - 6 *

* R U S T I D *

PART II: SCHEDULE OF TRANSACTIONS IN AIG COMMON STOCK

A. **Number of shares of AIG common stock held** at the beginning of trading on **Oct. 28, 1999**
(If none, write "zero" or "0", if other than zero, must be documented):

Number of Shares

B. **Purchases or other acquisitions** (including through exchange of HSB stock or AGC stock) of AIG common stock on or after **Oct. 28, 1999** through and including **April 1, 2005** (in chronological order):

Trade Dates of Purchase <i>(list chronologically)</i> Month/Day/Year	Number of Shares Purchased	Purchase Price Per Share	Total Amount Paid <i>(excluding commissions, taxes & fees)</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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C. Total number of shares of common stock purchased from **April 2, 2005** to **June 29, 2005**, long or short *(If none, write "zero" or "0", If other than zero, must be documented):*

Number of Shares

D. **Sales on or after Oct. 28, 1999** through and including **June 29, 2005** of AIG common stock (in chronological order):

Trade Dates of Purchase <i>(list chronologically)</i> Month/Day/Year	Number of Shares Sold	Sale Price Per Share	Total Amount Received <i>(excluding commissions, taxes & fees)</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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E. **Number of shares of AIG common stock held** at close of trading on **June 29, 2005**
(If none, write "zero" or "0", if other than zero, must be documented):

Number of Shares



PART III: SCHEDULE OF TRANSACTIONS IN AIG DEBT SECURITIES POSITIONS

A. Beginning and Ending Positions: Please provide separately for each particular AIG bond/note the principal amounts thereof held at the close of business on **Oct. 27, 1999**, at the close of business on **April 1, 2005**, and at the close of business on **June 29, 2005**:

Cusip <i>(see Table 4)</i>	Coupon Rate	Maturity Date	Principal amount of this particular bond/note held as of the close of business on Oct. 27, 1999	Principal amount of this particular bond/note held as of the close of business on April 1, 2005	Principal amount of this particular bond/note held as of the close of business on June 29, 2005

PURCHASES AND SALES

B. Purchases/Acquisitions on or after **Oct. 28, 1999** through and including **April 1, 2005** of all AIG Bonds/Notes (in chronological order):

Cusip <i>(see Table 4)</i>	Coupon Rate	Maturity Date	Trade Dates of Purchase <i>(list chronologically)</i> Month/ Day/ Year	Principal Amount	Purchase Price per \$1000 of Principal Amount	Aggregate Cost

C. Total number of Bonds/Notes purchased from April 2, 2005 through June 29, 2005:

Cusip <i>(see Table 4)</i>	Coupon Rate	Maturity Date	Total Principal Amount of this particular bond/note purchased from April 2, 2005 through June 29, 2005

D. Sales on or after **Oct. 28, 1999** through and including **June 29, 2005** of all AIG Bonds/Notes (in chronological order):

Cusip <i>(see Table 4)</i>	Coupon Rate	Maturity Date	Trade Dates of Sale <i>(list chronologically)</i> Month/ Day/ Year	Principal Amount	Sale Price per \$1000 of Principal Amount	Aggregate Received

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

PART IV: SCHEDULE OF TRANSACTIONS IN AIG OPTION SECURITIES AIG CALL OPTIONS

A. BEGINNING POSITION: At the close of business on Oct. 27, 1999, I owned the following call options on AIG common stock (in chronological order):

No. of Contracts	Ticker	Expiration Month & Year	Strike Price

B. PURCHASES: I made the following purchases of call options on AIG common stock on or after Oct. 28, 1999 through and including April 1, 2005 (in chronological order):

Trade Dates of Purchase (list chronologically) Month/Day/Year	No. of Contracts	Ticker	Expiration Month & Year	Strike Price	Purchase Price Per Contract	Amount Paid	Insert an "E" if Exercised, an "X" if Expired or "S" for Sold	Exercise Date (Month/Day/Year)

C. SALES: I made the following sales of the above call options on AIG common stock which call options were purchased before April 1, 2005 (include all such sales no matter when they occurred) (in chronological order):

Trade Dates of Sale (list chronologically) Month/Day/Year	No. of Contracts	Ticker	Expiration Month & Year	Strike Price	Sale Price Per Contract	Amount Received

AIG PUT OPTIONS

D. BEGINNING POSITION: At the close of business on **Oct. 27, 1999**, I was obligated on the following put options on AIG common stock (in chronological order):

No. of Contracts	Ticker	Expiration Month & Year	Strike Price
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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E. SALES (WRITING) OF PUT OPTIONS: I wrote (sold) put options on AIG common stock on or after **Oct. 28, 1999** through and including **April 1, 2005** (in chronological order):

Trade Date of Writing (Sale) (Month/Day/Year)	No. of Contracts	Ticker	Expiration Month & Year	Strike Price	Sale Price Per Contract	Amount Received (excluding commissions taxes & fees)	Insert an "E" if Exercised or an "X" if Expired	Assign Date (Month/Day/Year)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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F. COVERING TRANSACTIONS (REPURCHASES): I made the following repurchases of the above put options on AIG common stock that I wrote (sold) before April 1, 2005 (include all repurchases no matter when they occurred) (in chronological order):

Trade Date of Purchase (List Chronologically) (Month/Day/Year)	No. of Contracts	Ticker	Expiration Month & Year	Strike Price	Price Paid Per Contract	Aggregate Cost (excluding commissions taxes & fees)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

YOU ARE NOT FINISHED, PLEASE READ THE RELEASE AND SIGN ON PAGE 6 BELOW. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



PART V: SUBMISSION TO THE JURISDICTION OF THE COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Agreement of Compromise and Settlement ("Agreement") described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Southern District of New York with respect to my (our) claim as a member of the Settlement Class and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I (we) will be bound by and subject to the terms of any Order and Final Judgment that may be entered in the Action. I (We) agree to furnish additional information to the Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases, acquisitions, sales or holdings of AIG Securities during the Class Period and know of no other Person having done so on my (our) behalf.

PART VI: RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Released Claims each and all of the Released Persons as those terms and terms related thereto are defined in the accompanying Notice.
2. This release shall be of no force or effect unless and until the Court approves the Agreement and the Effective Date (as defined in the Agreement) has occurred.
3. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.
4. I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchases, acquisitions, and sales and other transactions in AIG Securities which occurred during the Class Period and the number of shares of AIG Securities held by me (us) at the beginning of trading on October 28, 1999, and at the close of trading on June 29, 2005.
5. I (We) hereby warrant and represent that I (we) am (are) not excluded from the Settlement Class as defined herein and in the Notice.

PART VII: CERTIFICATION

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT:

1. The number shown on this form is my correct TIN; and
2. I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out Item 2 above. The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

3. I declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____, in _____, _____.

(Month / Year) (City) (State / Country)

[Redacted Signature Box]

Signature of Claimant

[Redacted Name Box]

(Print your name here)

[Redacted Signature Box]

Signature of Joint Claimant, if any

[Redacted Name Box]

(Print your name here)

[Redacted Signature Box]

Signature of person signing on behalf of Claimant

[Redacted Name Box]

(Print your name here)

[Redacted Capacity Box]

(Capacity of person(s) signing, e.g., Beneficial Purchaser, Executor or Administrator)

