

AMERICAN INTERNATIONAL GROUP INC  
Form 10-K  
February 23, 2012

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

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**FORM 10-K**

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

For the fiscal year ended December 31, 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)

**13-2592361**

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

**180 Maiden Lane, New York, New York**

(Address of principal executive offices)

**10038**

(Zip Code)

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

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**Securities registered pursuant to Section 12(b) of the Act: See Exhibit 99.02**

**Securities registered pursuant to Section 12(g) of the Act: None**

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 Act). Yes  No

The aggregate market value of the voting and nonvoting common equity held by nonaffiliates of the registrant (based on the closing price of the registrant's most recently completed second fiscal quarter) was approximately \$12,986,000,000.

As of January 31, 2012, there were outstanding 1,896,865,688 shares of Common Stock, \$2.50 par value per share, of the registrant.

### DOCUMENTS INCORPORATED BY REFERENCE

<u>Document of the Registrant</u>	<u>Form 10-K Reference Locations</u>
Portions of the registrant's definitive proxy statement for the 2012 Annual Meeting of Shareholders	Part III, Items 10, 11, 12, 13 and 14

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**Annual Report on Form 10-K**  
**For the Year Ended December 31, 2011**

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**Part I**

**ITEM 1. BUSINESS**

American International Group, Inc. (AIG) is a leading international insurance organization serving customers in more than 130 countries. AIG companies serve commercial, institutional and individual customers through one of the most extensive worldwide property-casualty networks of any insurer. In addition, AIG companies are leading providers of life insurance and retirement services in the United States. AIG Common Stock, par value \$2.50 per share (AIG Common Stock), is listed on the New York Stock Exchange and the Tokyo Stock Exchange.

Throughout this Annual Report on Form 10-K, the terms AIG, the Company, we, us and our are used to collectively refer to AIG, a Delaware corporation, and its consolidated subsidiaries, unless the context otherwise requires. The term AIG Parent refers solely to American International Group, Inc., a Delaware corporation, and not to any of its consolidated subsidiaries.

In September 2008, liquidity issues resulted in AIG seeking and receiving governmental support through a credit facility from the Federal Reserve Bank of New York (the FRBNY, and such credit facility, the FRBNY Credit Facility) and funding from the United States Department of the Treasury (Department of the Treasury) through the Troubled Asset Relief Program (TARP).

On January 14, 2011, AIG was recapitalized (the Recapitalization) and the FRBNY Credit Facility was repaid and terminated through a series of transactions that resulted in the Department of the Treasury becoming AIG's majority shareholder with ownership of approximately 92 percent of outstanding AIG Common Stock at that time. AIG understands that, subject to market conditions, the Department of the Treasury intends to dispose of its ownership interest over time, and AIG has granted certain registration rights to the Department of the Treasury to facilitate such sales.

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. As a result of the sale of AIG Common Stock in this offering, the Series G Cumulative Mandatory Convertible Preferred Stock, par value \$5.00 per share (the Series G Preferred Stock) was cancelled and the ownership of the outstanding AIG Common Stock by the Department of the Treasury was reduced from approximately 92 percent to approximately 77 percent after the completion of the offering.

See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) Capital Resources and Liquidity and Notes 1 and 17 to the Consolidated Financial Statements for further discussion of the governmental support provided to AIG and the Recapitalization.

In order to align financial reporting with the manner in which AIG's chief operating decision makers review the businesses to allocate resources and assess performance, changes were made during 2011 to AIG's segment information. See Note 3 to the Consolidated Financial Statements for additional information. AIG now reports its results of operations as follows:

**Chartis** Chartis offers a breadth of insurance products and services to businesses and individuals worldwide. Commercial insurance products are primarily distributed to businesses through insurance brokers. Major lines of business include casualty, property, financial lines and specialty (including aerospace, environmental, marine, trade credit and political risk coverages, and various product offerings to small and medium enterprises (SME)). Consumer insurance products are primarily distributed to individual consumers or groups of consumers through individual agents, brokers, and on a direct-to-consumer basis. Consumer lines of business include accident & health (A&H), personal lines, and life insurance.

Chartis conducts its business primarily through the following legal entities:

National Union Fire Insurance Company of Pittsburgh, Pa.

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New Hampshire Insurance Company

American Home Assurance Company

Lexington Insurance Company

AIU Insurance Company

Chartis Overseas, Ltd.

Fuji Fire & Marine Insurance Company Limited (Fuji)

Chartis Europe Holdings Limited

Chartis Europe, S.A.

**SunAmerica Financial Group (SunAmerica)** SunAmerica offers a comprehensive suite of products and services to individuals and groups, including term life, universal life, A&H, fixed and variable deferred annuities, fixed payout annuities, mutual funds and financial planning. SunAmerica offers its products and services through a diverse, multi-channel distribution network that includes banks, national, regional and independent broker-dealers, affiliated financial advisors, independent marketing organizations, independent and career insurance agents, structured settlement brokers, benefit consultants and direct-to-consumer platforms.

SunAmerica conducts its business primarily through the following business units:

American General Life Companies (American General)

Variable Annuity Life Insurance Company (VALIC)

Western National Life Insurance Company (Western National)

SunAmerica Retirement Markets (SARM)

Brokerage Services and Retail Mutual Funds

SunAmerica also includes the operations of SunAmerica Affordable Housing Partners, runoff Guaranteed Investment Contracts (GIC) and certain individual annuity portfolios.

**Aircraft Leasing** AIG's commercial aircraft leasing business is conducted through International Lease Finance Corporation (ILFC) (and, since the date of its acquisition by ILFC, AeroTurbine, Inc. (AeroTurbine)). Aircraft Leasing was previously reported as a component of the Financial Services reportable segment.



**Other Operations** AIG's Other operations include results from Mortgage Guaranty operations (conducted through United Guaranty Corporation (UGC)), Global Capital Markets operations (consisting of the operations of AIG Markets, Inc. (AIG Markets) and the remaining derivatives portfolio of AIG Financial Products Corp. and AIG Trading Group Inc. and their respective subsidiaries (collectively, AIGFP)), Direct Investment book (including the Matched Investment Program (MIP)), Retained Interests (as defined below), Corporate & Other operations (after allocations to AIG's business segments) and those divested businesses that did not qualify for discontinued operations accounting treatment.

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

For financial information concerning AIG's reportable segments, including geographic areas of operation, and changes made in 2011, see Note 3 to the Consolidated Financial Statements.

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**The following charts present the sources of AIG's revenues (in millions) for the year ended December 31, 2011:**

Additional information about AIG's operations follows:

## **CHARTIS OPERATIONS**

Chartis is a leading property-casualty and general insurance organization with over 44,000 employees serving more than 70 million clients around the world. Chartis is diversified in terms of its customers, products, geography and distribution. Its combination of global reach and scale, extensive range of products and services, diversified, multi-channel distribution network and strong capital, positions it to meet the demands of a broad range of customers.

In 2011, Chartis completed a reorganization of its operations, which streamlined Chartis' operating structure, improving its ability and flexibility to allocate capital efficiently across businesses and regions. Chartis presents its financial information in two operating segments Commercial Insurance and Consumer Insurance as well as a Chartis Other operations category. Previously, Chartis was organized and presented its financial information under Chartis U.S. and Chartis International. For the year ended December 31, 2011, Commercial Insurance and Consumer Insurance represented approximately 62 percent and 38 percent, respectively, of Chartis total net premiums written. See Item 7. MD&A Results of Operations Segment Results Chartis Operations Chartis Results for Chartis net premiums written by major line of business.

## **COMMERCIAL INSURANCE**

Commercial Insurance provides sophisticated risk management products and services to a breadth of businesses and organizations from multinational corporations and mid-sized companies to small businesses and non-profit organizations. Chartis' product portfolio includes both traditional insurance coverage such as general liability and commercial property, as well as highly specialized insurance for network security, aerospace, environmental liabilities, crisis management and financial lines. Chartis also offers specialized underwriting for particular market segments and risks, such as the energy, construction, real estate and healthcare sectors.

Commercial product lines include:

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*Casualty:* Includes general liability, commercial automobile liability, workers' compensation, excess casualty and crisis management coverages. Also includes risk management and other customized structured programs for large corporate customers and multinational companies.

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*Property:* Includes industrial and commercial property insurance products and energy, which cover exposures to man-made and natural disasters.

*Specialty:* Includes environmental, political risk, trade credit, surety, marine, and aerospace insurance, and various product offerings for SMEs.

*Financial Lines:* Includes various forms of professional liability insurance, including directors and officers (D&O), fidelity, employment practices, fiduciary liability, network security, kidnap and ransom, and errors and omissions liability insurance that protect individual insureds and corporate entities.

## CONSUMER INSURANCE

Consumer Insurance provides personal insurance solutions for individuals and families, including A&H, specialty coverages for high net-worth individuals, and homeowner and automobile insurance.

Consumer product lines:

*Accident & Health:* Includes voluntary and sponsor-paid personal accidental and supplemental health products, including accidental death and disability, accidental medical reimbursement, hospital indemnity and medical excess for individuals, employees, associations and other organizations. It also includes a broad range of travel insurance products and services for leisure and business travelers, including trip cancellation, trip interruption, lost baggage, travel assistance and concierge services.

*Personal Lines:* Includes automobile, homeowners and extended warranty insurance. It also includes coverages for high net worth individuals (offered through Chartis Private Client Group), including umbrella, yacht and fine art coverages, and consumer specialty products, such as identity theft and credit card protection.

*Life Insurance:* Includes life products offered primarily through Fuji Life Insurance Company Ltd.

## CHARTIS OTHER

Chartis Other consists primarily of certain run-off lines of business, including excess workers' compensation and asbestos, certain Chartis expenses relating to global corporate initiatives, expense allocations from AIG Parent, net investment income allocations not attributable to Commercial Insurance or Consumer Insurance segments, realized capital gains and losses (including foreign currency transactions), the 2010 bargain purchase gain relating to the purchase of Fuji and gains relating to the sale of properties.

## CHARTIS BUSINESS STRATEGY

Chartis seeks to provide value for people and businesses worldwide through the identification and efficient management of risk. In pursuing this mission and in growing its intrinsic value, Chartis has established strategic initiatives in four key areas:

*Business Mix Changes:* Grow in higher value lines of business and geographies.

*Loss Ratio Improvement:* Reduce loss costs and improve the efficiency and servicing of customer claims through improved claims practices and enhanced technology.

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*Expense Discipline:* Improve efficiency, reducing recurring operating expenses by leveraging its global footprint and expanded use of shared services.

*Risk Selection:* Continue to enhance pricing and risk-selection tools through better data mining, science and technology investments.

Initiatives in these areas are helping Chartis to direct its capital and resources to optimize financial results, while acknowledging that performance in these areas may vary from quarter to quarter depending upon local market conditions, such as pricing and the effects of foreign exchange rates or changes in the investment environment. Chartis continues to further grow its higher value and less capital intensive lines of business and to

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implement corrective actions on underperforming businesses. Management continues to review its underlying businesses to ensure that they meet overall performance measures. Chartis will also continue to implement cost savings initiatives.

## CHARTIS REGIONS

Chartis maintains a significant international presence in both developed markets and growth economy nations (primarily in Asia Pacific, the Middle East and Latin America). Based on net premiums written in 2010, Chartis is the largest U.S. commercial insurer and the largest U.S.-based insurer in Europe, Japan and China. In addition, Chartis was first to market in many developing nations and is well positioned to enhance its businesses in countries such as China, India and Brazil.

**The following chart presents Chartis Net premiums written (in millions) by region:**

In 2011, 6 percent and 5 percent of Chartis direct premiums written (gross premiums less return premiums and cancellations, excluding reinsurance assumed and before deducting reinsurance ceded) were in the states of California and New York, respectively, and 18 percent and 7 percent in Japan and the United Kingdom, respectively. No other state or foreign jurisdiction accounted for more than five percent of such premiums.

In January 2012, Chartis further aligned its regions into the following geographic areas:

*Americas:* Includes the United States and Canada, as well as Central America, South America, the Caribbean and Bermuda.

*Asia Pacific:* Includes Japan and other Asia Pacific nations, including China, Thailand, Vietnam, Australia and Indonesia.

*EMEA (Europe, Middle East and Africa):* Includes the United Kingdom, Continental Europe, Eastern Europe, Russia, the Middle East and Africa.

## CHARTIS DISTRIBUTION CHANNELS

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Chartis distributes its products and services through a variety of distribution channels. Commercial Insurance is generally distributed through global, regional and local brokers, agents and wholesalers. Consumer Insurance is generally distributed through insurance brokers, agents, direct to the consumer, and affinity groups. Direct to consumer is a growing distribution channel for Chartis in many locations outside of the United States.

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## **CHARTIS CUSTOMERS**

Chartis serves over 70 million business and individual customers on a global basis from the largest multinational corporations to local businesses and individuals. Chartis is dedicated to creating a platform that is easy and convenient for customers to access. Chartis' clients benefit from its substantial underwriting expertise and long-term commitment to the markets and clients it serves, as well as its tradition of product innovation. In 2011, Chartis introduced more than 170 products and services worldwide.

## **CHARTIS CAPITAL DEPLOYMENT**

Chartis' scale and geographical diversification also allow the business to strategically deploy capital to pursue attractive long-term opportunities around the world. Chartis regularly reviews and adjusts its business mix with the goals of aligning risk profile with risk tolerance and meeting its capital management objectives. See Item 7. MD&A Capital Resources and Liquidity Overview Liquidity of Parent and Subsidiaries Chartis for a discussion of Chartis' capital maintenance agreements (CMAs).

Consistent with AIG's worldwide insurance investment policy, Chartis places primary emphasis on investments in fixed maturity securities issued by corporations, municipalities and other government agencies, and to a lesser extent, common stocks, private equity, hedge funds and other alternative investments.

## **SUNAMERICA OPERATIONS**

SunAmerica offers a comprehensive suite of products and services to individuals and groups including term life, universal life, A&H, fixed and variable deferred annuities, fixed payout annuities, mutual funds and financial planning. SunAmerica offers its products and services through a diverse, multi-channel distribution network that includes banks, national, regional and independent broker-dealers, affiliated financial advisors, independent marketing organizations, independent and career insurance agents, structured settlement brokers, benefit consultants and direct-to-consumer platforms.

SunAmerica presents its business in two operating segments: *Domestic Life*, which focuses on mortality-and morbidity-based protection products, and *Domestic Retirement Services*, which focuses on investment, retirement savings and income solution products.

## **SUNAMERICA BUSINESS STRATEGY**

SunAmerica's strategy is to increase sales of its products and services in a disciplined manner that drives consistent, profitable earnings growth and efficient use of capital. To do so, SunAmerica seeks to take advantage of the growing need for insurance solutions to help Americans achieve their protection, investment, retirement savings and retirement income goals. With its comprehensive platform of products and services offered through a diverse multi-channel distribution network, SunAmerica is well positioned to help a wide array of customers meet their goals. SunAmerica plans to expand its distribution network by adding more distribution firms, increasing the number of individual agents and financial advisors who sell its products and seeking to increase the productivity of those agents and advisors already selling its products, especially those in its affiliated group of career agents and financial advisors.



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The following chart presents SunAmerica sales by distribution channel:

Sales constitute life and group A&H premiums from new policies expected to be collected over a one-year period and 10 percent of life unscheduled deposits, single premiums and annuity deposits from new and existing customers.

The following is a summary of SunAmerica's diversified distribution network:

Affiliated	Non-affiliated
<i>VALIC career financial advisors</i> Over 1,300 financial advisors serving the worksites of educational, not-for-profit and governmental organizations	<i>Banks</i> Fixed annuities sold by nearly 600 banks and 69,000 financial institution agents
<i>American General Life and Accident Insurance Company (AGLA) career agents</i> Over 3,100 agents focused on broad middle market	<i>Independent marketing organizations</i> Relationships with over 1,700 independent marketing organizations and brokerage general agencies providing access to over 150,000 licensed independent agents
<i>Advisor Group</i> Over 4,600 independent financial advisors	<i>Broker-dealers</i> Access to over 120,000 licensed financial professionals
<i>Matrix Direct</i> A leading direct-to-consumer distributor of life and A&H products	

SunAmerica pursues a disciplined approach to pricing, product feature development, risk management, asset/liability management and expense control. SunAmerica works to enhance operational efficiencies and service levels through prudent investments in technology, leveraging resources and enhancing utilization of lower cost operations centers.

**DOMESTIC LIFE**

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SunAmerica's Domestic Life operations are conducted through American General.

**American General** is a leading provider of individual term and universal life insurance solutions to middle-income and high-net-worth customers. Primary products include term, universal and whole life insurance, A&H, fixed and indexed deferred annuities, fixed payout annuities, private placement variable annuities, structured

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settlements, terminal funding, corporate-owned life insurance, bank-owned life insurance and group benefits. American General distributes its products through AGLA, Matrix Direct and various independent marketing organizations, independent and career insurance agents, structured settlement brokers, benefit consultants and direct-to-consumer platforms.

In 2012, American General and Chartis combined their U.S. group benefits businesses under the name AIG Benefit Solutions. This business will continue to market a wide range of insurance and benefits products for employees, employers and affinity groups. In the near term, results of operations for the respective businesses will continue to be reported separately as part of American General and Chartis.

**DOMESTIC RETIREMENT SERVICES**

SunAmerica's Domestic Retirement Services operations consist of five business units:

**VALIC** is a leading provider of defined contribution retirement savings plans sponsored by education, not-for-profit and government organizations. Primary products include fixed and variable group annuities, and group mutual funds. VALIC also offers group administrative and compliance services, and individual annuity and mutual fund products. VALIC utilizes career and independent financial advisors to provide enrollment support and comprehensive financial planning services.

**Western National** is a leading provider of fixed deferred annuities to bank customers. Primary products include single and flexible premium deferred fixed annuities. Western National maintains its leading industry position in bank distribution through its collaborative product design process and efficient and flexible administration platform.

**SARM** is a leading provider of deferred variable annuities, which provide comprehensive retirement income solutions. Variable annuities provide market participation through a diverse menu of equity and fixed income portfolios, guaranteed death benefits and a suite of guaranteed retirement income solutions. SARM distributes products through banks and national, regional and independent broker-dealer firms.

**Brokerage Services and Retail Mutual Funds** includes the operations of SunAmerica Asset Management, which provides retail mutual funds and administration services for variable annuity funds sponsored by VALIC and SARM, and Advisor Group, which is one of the largest networks of independent financial advisors in the U.S.

Domestic Retirement Services also includes the operations of **SunAmerica Affordable Housing Partners**, runoff **GICs** and certain individual annuity portfolios.

**The following charts present SunAmerica premiums and premiums, deposits and other considerations by line of business:**

**Premiums**

**Premiums, Deposits and Other Considerations**

Premiums represent premiums received on traditional life insurance policies and deposits on life contingent payout annuities. Premiums, deposits and other considerations is a non-GAAP measure which includes life insurance premiums as well as deposits on annuity contracts and mutual funds, but excludes policy fees.



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The following table presents a reconciliation of premiums, deposits and other considerations to premiums:

Year Ended December 31, (in millions)	2011
Premiums, deposits and other considerations	\$ 23,838
Deposits	(21,376)
Other	51
 Premiums	 \$ 2,513

## AIRCRAFT LEASING

Aircraft Leasing operations include the results of ILFC (and, since the date of its acquisition by ILFC, AeroTurbine, as discussed below). ILFC, one of the world's leading aircraft lessors, acquires commercial jet aircraft from various manufacturers and other parties and leases those aircraft to airlines around the world. ILFC believes its scale, the breadth and mix of its aircraft portfolio and its long-standing relationships with a global customer base that includes the majority of the world's leading airlines allow it to lease aircraft under favorable terms and maximize their utilization.

As of December 31, 2011, ILFC managed a lease portfolio of over 1,000 aircraft, including an owned fleet of 930 aircraft with a net book value of approximately \$35.5 billion. ILFC reported \$4.5 billion in revenues for 2011. More than 94 percent of ILFC's lease revenue came from non-U.S. carriers, and its fleet continues to be in high demand from such carriers.

On September 2, 2011, ILFC Holdings, Inc., an indirect, wholly-owned subsidiary of AIG, which is intended to become a holding company for ILFC, filed a registration statement on Form S-1 with the Securities and Exchange Commission (SEC) for a proposed initial public offering. The number of shares to be offered, price range and timing for any offering have not been determined. The timing of any offering will depend on market conditions and no assurance can be given regarding the terms of any offering or that an offering will be completed. On October 7, 2011, ILFC completed the acquisition of all the issued and outstanding shares of capital stock of AeroTurbine from AerCap, Inc. for an aggregate cash purchase price of \$228 million. AeroTurbine is one of the world's largest providers of certified aircraft engines, aircraft and engine parts and supply chain solutions.

ILFC continues to execute on its strategy to manage its fleet of aircraft by ordering new aircraft with high customer demand and through potential sales or part-outs of its older aircraft which cannot be economically leased to customers.

## OTHER OPERATIONS

AIG's Other operations include results from Mortgage Guaranty operations, Global Capital Markets operations, Direct Investment book, Retained Interests, Corporate & Other operations (after allocations to AIG's business segments), and in periods prior to 2011, those divested businesses not included in Discontinued operations.

## MORTGAGE GUARANTY

UGC's main business is the issuance of residential mortgage guaranty insurance, both domestically and internationally, that covers mortgage lenders for the first loss for credit defaults on high loan-to-value conventional first-lien mortgages for the purchase or refinance of one- to four-family residences. UGC previously insured second-lien and private student loans, but ceased insuring new business in these products in 2008, although certain of the second-lien policies are subject to reinstatement.

## GLOBAL CAPITAL MARKETS

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Global Capital Markets consist of the operations of AIG Markets and the remaining derivatives portfolio of AIGFP. AIG Markets acts as the derivatives intermediary between AIG companies and third parties, and executes its derivative trades under International Swaps and Derivatives Association, Inc. (ISDA) agreements. The

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agreements with third parties typically require collateral postings. Many of AIG Markets' transactions with AIG and its subsidiaries also include collateral posting requirements. However, generally, no collateral is called under these contracts unless it is needed to satisfy posting requirements with third parties.

The active wind-down of the AIGFP derivatives portfolio was completed by the end of the second quarter of 2011. Although the remaining AIGFP derivatives portfolio may experience periodic fair value volatility, the portfolio consists predominantly of transactions AIG believes are of low complexity, low risk, supportive of AIG's risk management objectives or not economically appropriate to unwind based on a cost versus benefit analysis. AIGFP is entering into new derivative transactions only to hedge its current portfolio.

## **DIRECT INVESTMENT BOOK**

The Direct Investment book includes results of the MIP, AIG's historical program to generate spread income from investments yielding returns greater than AIG's cost of funds, and certain non-derivative assets and liabilities of AIGFP. The MIP assets and liabilities and the AIGFP portfolio are currently managed on a collective program basis to limit the need for additional liquidity from AIG Parent. Direct Investment book operating results are significantly affected by performance in the credit, equity, interest rate and foreign exchange markets.

## **RETAINED INTERESTS**

Retained Interests represents the fair value gains or losses on the AIA Group Limited (AIA) ordinary shares retained following the AIA initial public offering, the retained interest in Maiden Lane III LLC (ML III) and, prior to their sale in March 2011, the MetLife, Inc. (MetLife) securities that were received as consideration from the sale of American Life Insurance Company (ALICO).

## **CORPORATE & OTHER**

AIG's Corporate & Other operations consist primarily of interest expense, intercompany interest income that is eliminated in consolidation, expenses of corporate staff not attributable to specific reportable segments (including restructuring costs), certain expenses related to internal controls and the financial and operating platforms, corporate initiatives, certain compensation plan expenses, corporate level net realized capital gains and losses, certain litigation-related charges and credits, the results of AIG's real estate investment operations and net gains and losses on sale of divested businesses and properties that did not meet the criteria for discontinued operations accounting treatment.

## **DIVESTED BUSINESSES**

Divested businesses include the historical results of divested entities that did not meet the criteria for discontinued operations accounting treatment. Divested businesses include the historical results of AIA through October 29, 2010 and AIG's remaining consumer finance business, discussed below. In the third quarter of 2010, AIG completed an initial public offering of ordinary shares of AIA; upon completion of the initial public offering, AIG owned approximately 33 percent of the outstanding shares of AIA. Based on AIG's continuing involvement with AIA, as a result of its ownership of 33 percent of AIA's shares and board representation, AIA is not presented as a discontinued operation. Businesses divested in 2009 included Transatlantic Holdings, Inc. (Transatlantic), 21st Century Insurance Group; (including Agency Auto Division but excluding Chartis Private Client Group) (21st Century) and HSB Group, Inc. (HSB).

## **DISCONTINUED OPERATIONS**

Discontinued operations include the results of ALICO, AIG Star Life Insurance Co., Ltd. (AIG Star), AIG Edison Life Insurance Company (AIG Edison), Nan Shan Life Insurance Company, Ltd. (Nan Shan) and American General Finance, Inc. (AGF). In the fourth quarter of 2010, AIG closed the sales of ALICO and AGF. On February 1, 2011 AIG closed the sale of AIG Star and AIG Edison and on August 18, 2011, AIG closed the sale of Nan Shan.





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Additionally, following the classification of AGF as a discontinued operation in the third quarter of 2010, AIG's remaining consumer finance business, which is primarily conducted through the AIG Federal Savings Bank and the Consumer Finance Group in Poland, is now reported in AIG's Other operations category as part of Corporate & Other.

See Note 4 to the Consolidated Financial Statements for additional information on discontinued operations.

**INSURANCE ACTIVITIES**

**LIABILITY FOR UNPAID CLAIMS AND CLAIMS ADJUSTMENT EXPENSE**

**Background**

Insurance companies are required to establish a liability for the ultimate costs, including loss adjustment expenses, of claims that have been reported but not settled and estimates of claims that have been incurred but not reported (IBNR). Insurance companies are also required to recognize as assets the portion of such liability that will be recovered from reinsurers. Reserves are discounted for future expected investment income, where permitted, as disclosed in Note 13 to the Consolidated Financial Statements.

Because reserve estimates are subject to the outcome of future events, changes in estimates are unavoidable in the insurance industry. These changes in estimates are sometimes referred to as "loss development" or "reserve development".

Management reviews the adequacy of the established net liability for unpaid claims and claims adjustment expense (net loss reserves) utilizing a number of analytical reserve development techniques. Through the use of these techniques, management monitors the adequacy of AIG's established reserves and determines appropriate assumptions for inflation and other factors influencing loss costs. Also, analysis of emerging specific development patterns, such as case reserve redundancies or deficiencies and IBNR emergence, or analysis of specific structural drivers of losses such as the historical versus expected future levels of medical cost trends, unemployment levels and other macroeconomics indicators, as well as the legislative framework and social attitudes that affected the propensity to file claims or the magnitude of court awards, allows management to determine any required adjustments. A significant portion of Chartis' business is in the commercial casualty class, which tends to involve longer periods of time for the reporting and settlement of claims and may increase the risk and uncertainty with respect to Chartis' loss reserve development.

**Analysis of Consolidated Loss Reserve Development**

To understand the changes in estimates, it is useful to put them in the context of cumulative reserve development experienced by AIG over a longer time frame. The first table that follows presents the development of net loss reserves for calendar years 2001 through 2011. The net liability for unpaid claims and claims adjustment expenses (Net Reserves Held) at the balance sheet date is shown on the first row of the table, net of discount. This liability represents the estimated amount of losses and loss adjustment expenses for claims arising in all years prior to the balance sheet date that were unpaid as of that balance sheet date, including estimates for incurred but not reported claims. The amount of loss reserve discount included in the net reserves at each date is shown immediately below the net reserves held. The undiscounted reserve at each date is equal to the sum of the discount and the net reserves held.

The upper portion of the table presents the re-estimation over the years of the original undiscounted reserves. This re-estimation takes into consideration a number of factors, including changes in the estimated frequency of reported claims, effects of significant judgments, the emergence of latent exposures, and changes in medical cost trends. For example, in the first table, the original undiscounted reserve of \$27.4 billion at December 31, 2001 was re-estimated to \$55.4 billion at December 31, 2011. The amount of the development related to losses settled or re-estimated in 2011, but incurred in 2008, is included in the cumulative development amount for years 2008, 2009, and 2010. Any increase or decrease in the estimate is reflected in operating results in the period in which the estimate is changed.

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The net redundancy (deficiency) depicted in the middle of the table presents the aggregate change in estimates over the period of years subsequent to the balance sheet date reflected at the top of the respective column heading. For example, in the first table, the net loss reserve deficiency of \$28.0 billion for 2001 is the difference between the original undiscounted reserve of \$27.4 billion at December 31, 2001 and the \$55.4 billion of re-estimated reserves at December 31, 2011. The net redundancy (deficiency) amounts are cumulative; in other words, the amount shown for the 2010 balance sheet date includes the amount shown for the 2009 balance sheet date. Conditions and trends that have affected development of the liability in the past may not necessarily occur in the future. Accordingly, it generally is not appropriate to extrapolate future development based on this table.

The bottom portion of the table presents the cumulative amounts paid during successive years related to the undiscounted loss reserves. For example, AIG has paid a total of \$45.6 billion of the \$55.4 billion in re-estimated reserves for December 31, 2001 at December 31, 2011, resulting in remaining undiscounted reserves of \$9.8 billion for 2001. Also included in this section are the remaining undiscounted and discounted net loss reserves for each year.

**The following table presents for each calendar year the loss reserves and the development thereof including those with respect to asbestos and environmental claims.<sup>(a)</sup>**

<i>(in millions)</i>	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
Net Reserves Held <sup>(b)</sup>	\$ 26,005	\$ 29,347	\$ 36,228	\$ 47,253	\$ 57,476	\$ 62,630	\$ 69,288	\$ 72,455	\$ 67,899	\$ 71,507	\$ <b>70,825</b>
Discount (in Reserves Held)	1,423	1,499	1,516	1,553	2,110	2,264	2,429	2,574	2,655	3,217	<b>3,183</b>
<b>Net Reserves Held (Undiscounted)</b>	<b>27,428</b>	<b>30,846</b>	<b>37,744</b>	<b>48,806</b>	<b>59,586</b>	<b>64,894</b>	<b>71,717</b>	<b>75,029</b>	<b>70,554</b>	<b>74,724</b>	\$ <b>74,008</b>
<b>Net undiscounted Reserve re-estimated as of:</b>											
One year later	31,112	32,913	40,931	53,486	59,533	64,238	71,836	77,800	74,736	74,919	
Two years later	33,363	37,583	49,463	55,009	60,126	64,764	74,318	82,043	74,529		
Three years later	37,964	46,179	51,497	56,047	61,242	67,303	78,275	81,719			
Four years later	45,203	48,427	52,964	57,618	63,872	70,733	78,245				
Five years later	47,078	49,855	54,870	60,231	67,102	70,876					
Six years later	48,273	51,560	57,300	63,348	67,518						
Seven years later	49,803	53,917	60,283	63,928							

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Eight years later	52,034	56,827	60,879							
Nine years later	54,847	57,410								
Ten years later	55,437									
<b>Net Redundancy/ (Deficiency)</b>	<b>(28,009)</b>	<b>(26,564)</b>	<b>(23,135)</b>	<b>(15,122)</b>	<b>(7,932)</b>	<b>(5,982)</b>	<b>(6,528)</b>	<b>(6,690)</b>	<b>(3,975)</b>	<b>(195)</b>
<b>Paid (Cumulative) as of:</b>										
One year later	11,007	10,775	12,163	14,910	15,326	14,862	16,531	24,267	15,919	17,661
Two years later	18,091	18,589	21,773	24,377	25,152	24,388	31,791	36,164	28,428	
Three years later	23,881	25,513	28,763	31,296	32,295	34,647	40,401	46,856		
Four years later	28,717	30,757	33,825	36,804	40,380	40,447	48,520			
Five years later	32,685	34,627	38,087	43,162	44,473	46,474				
Six years later	35,656	37,778	42,924	46,330	49,552					
Seven years later	38,116	41,493	45,215	50,462						
Eight years later	41,055	43,312	48,866							
Nine years later	42,591	46,622								
Ten years later	45,625									
<b>Remaining Reserves (Undiscounted)</b>	<b>9,812</b>	<b>10,788</b>	<b>12,013</b>	<b>13,466</b>	<b>17,966</b>	<b>24,402</b>	<b>29,725</b>	<b>34,863</b>	<b>46,101</b>	<b>57,258</b>
<b>Remaining Discount</b>	<b>806</b>	<b>950</b>	<b>1,073</b>	<b>1,182</b>	<b>1,321</b>	<b>1,507</b>	<b>1,772</b>	<b>2,086</b>	<b>2,464</b>	<b>2,841</b>
<b>Remaining Reserves \$</b>	<b>9,006 \$</b>	<b>9,838 \$</b>	<b>10,940 \$</b>	<b>12,284 \$</b>	<b>16,645 \$</b>	<b>22,895 \$</b>	<b>27,953 \$</b>	<b>32,777 \$</b>	<b>43,637 \$</b>	<b>54,417</b>

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The following table presents the consolidated gross liability (before discount), reinsurance recoverable and net liability recorded for each calendar year, and the reestimation of these amounts as of December 31, 2011<sup>(a)</sup>:

<i>(in millions)</i>	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
Net Liability, End of Year	\$ 27,428	\$ 30,846	\$ 37,744	\$ 48,806	\$ 59,586	\$ 64,894	\$ 71,717	\$ 75,029	\$ 70,554	\$ 74,724	\$ 74,008
Reinsurance Recoverable, End of Year	15,201	17,327	15,644	14,624	19,693	17,369	16,212	16,803	17,487	19,644	20,320
<b>Gross Liability, End of Year</b>	42,629	48,173	53,388	63,430	79,279	82,263	87,929	91,832	88,041	94,368	\$ 94,328
Re-estimated Net Liability	55,437	57,410	60,879	63,928	67,518	70,876	78,245	81,719	74,529	74,919	
Re-estimated Reinsurance Recoverable	25,783	25,630	23,205	21,329	24,271	20,835	19,444	18,808	19,163	19,473	
<b>Re-estimated Gross Liability</b>	81,220	83,040	84,084	85,257	91,789	91,711	97,689	100,527	93,692	94,392	
<b>Cumulative Gross Redundancy/(Deficiency)</b>	\$ (38,591)	\$ (34,867)	\$ (30,696)	\$ (21,827)	\$ (12,510)	\$ (9,448)	\$ (9,760)	\$ (8,695)	\$ (5,651)	\$ (24)	

(a) During 2009, Transatlantic was deconsolidated and 21st Century and HSB were sold. The sales and deconsolidation are reflected in the table above as a reduction in December 31, 2009 net reserves of \$9.7 billion and as an \$8.6 billion increase in paid losses for the years 2000 through 2008 to remove the reserves for these divested entities from the ending balance.

(b) The increase in Net Reserves Held from 2009 to 2010 is partially attributable to the \$1.7 billion in Net Reserves Held by Fuji, which was acquired in 2010. The decrease in 2011 is attributable to the cession of asbestos reserves described in Item 7. MD&A Results of Operations Segment Results Chartis Operations Liability for Unpaid Claims and Claims Adjustment Expense Asbestos and Environmental Reserves.

Table of Contents**Consolidated Loss Reserve Development Excluding Asbestos and Environmental Reserve Development**

The following table presents for each calendar year the loss reserves and the development thereof excluding those with respect to asbestos and environmental claims for each calendar year.<sup>(a)</sup>

<i>(in millions)</i>	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
Net Reserves Held <sup>(b)</sup> \$	25,286 \$	28,651 \$	35,559 \$	45,742 \$	55,226 \$	60,451 \$	67,597 \$	71,062 \$	66,588 \$	69,157 \$	<b>70,169</b>
Discount (in Reserves Held)	1,423	1,499	1,516	1,553	2,110	2,264	2,429	2,574	2,655	3,055	<b>3,095</b>
<b>Net Reserves Held (Undiscounted)</b>	<b>26,709</b>	<b>30,150</b>	<b>37,075</b>	<b>47,295</b>	<b>57,336</b>	<b>62,715</b>	<b>70,026</b>	<b>73,636</b>	<b>69,243</b>	<b>72,212</b>	<b>73,264</b>
<b>Undiscounted Liability as of:</b>											
One year later	30,274	32,129	39,261	51,048	57,077	62,043	70,096	76,251	71,925	72,200	
Two years later	32,438	35,803	46,865	52,364	57,653	62,521	72,423	78,994	71,510		
Three years later	36,043	43,467	48,691	53,385	58,721	64,904	74,880	78,464			
Four years later	42,348	45,510	50,140	54,908	61,195	66,833	74,643				
Five years later	44,018	46,925	51,997	57,365	62,924	66,768					
Six years later	45,201	48,584	54,272	58,981	63,131						
Seven years later	46,685	50,786	55,753	59,350							
Eight years later	48,761	52,199	56,138								
Nine years later	50,077	52,570									
Ten years later	50,454										
<b>Net Redundancy (Deficiency)</b>	<b>(2,745)</b>	<b>(2,420)</b>	<b>(19,063)</b>	<b>(12,055)</b>	<b>(5,795)</b>	<b>(4,053)</b>	<b>(4,617)</b>	<b>(4,828)</b>	<b>(2,267)</b>	<b>12</b>	

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**Paid  
(Cumulative)  
as of:**

One year later	10,861	10,632	11,999	14,718	15,047	14,356	16,183	24,028	15,618	15,686
Two years later	17,801	18,283	21,419	23,906	24,367	23,535	31,204	35,613	26,154	
Three years later	23,430	25,021	28,129	30,320	31,163	33,555	39,503	44,333		
Four years later	28,080	29,987	32,686	35,481	39,009	39,044	45,650			
Five years later	31,771	33,353	36,601	41,600	42,791	43,098				
Six years later	34,238	36,159	41,198	44,456	45,897					
Seven years later	36,353	39,637	43,178	46,616						
Eight years later	39,055	41,163	44,856							
Nine years later	40,299	42,502								
Ten years later	41,362									
Remaining Reserves (Undiscounted)	9,092	10,068	11,282	12,734	17,234	23,670	28,993	34,131	45,356	56,514
Remaining Discount	644	788	911	1,020	1,159	1,344	1,610	1,924	2,302	2,753
<b>Remaining Reserves</b>	<b>\$ 8,448</b>	<b>\$ 9,280</b>	<b>\$ 10,371</b>	<b>\$ 11,714</b>	<b>\$ 16,075</b>	<b>\$ 22,326</b>	<b>\$ 27,383</b>	<b>\$ 32,207</b>	<b>\$ 43,054</b>	<b>\$ 53,761</b>

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The following table presents the gross liability excluding amounts for asbestos and environmental claims (before discount), reinsurance recoverable and net liability for each calendar year and the reestimation of these amounts as of December 31, 2011<sup>(a)</sup>:

<i>(in millions)</i>	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
Net Liability, End of Year	\$ 26,709	\$ 30,149	\$ 37,075	\$ 47,295	\$ 57,336	\$ 62,715	\$ 70,026	\$ 73,636	\$ 69,243	\$ 72,212	\$ 73,264
Reinsurance Recoverable, End of Year	13,691	15,887	14,288	12,495	16,472	14,396	13,525	14,337	15,224	16,004	15,438
<b>Gross Liability, End of Year</b>	40,400	46,036	51,363	59,790	73,808	77,111	83,551	87,973	84,467	88,216	\$ 88,702
Re-estimated Net Liability	50,454	52,570	56,138	59,350	63,131	66,768	74,643	78,464	71,510	72,200	
Re-estimated Reinsurance Recoverable	19,314	19,361	17,220	15,472	18,646	15,589	14,572	14,337	15,224	16,004	
<b>Re-estimated Gross Liability</b>	69,768	71,931	73,358	74,822	81,777	82,357	89,215	92,801	86,734	88,204	
<b>Cumulative Gross Redundancy/(Deficiency)</b>	\$ (29,368)	\$ (25,895)	\$ (21,995)	\$ (15,032)	\$ (7,969)	\$ (5,246)	\$ (5,664)	\$ (4,828)	\$ (2,267)	\$ 12	

(a) During 2009, Transatlantic was deconsolidated and 21st Century and HSB were sold. The sales and deconsolidation are reflected in the table above as a reduction in December 31, 2009 net reserves of \$9.6 billion and as an \$8.6 billion increase in paid losses for the years 2000 through 2008 to remove the reserves for these divested entities from the ending balance.

(b) The increase in Net Reserves Held from 2009 to 2010 is partially attributable to the \$1.7 billion in Net Reserves Held by Fuji, which was acquired in 2010.

The Liability for unpaid claims and claims adjustment expense as reported in AIG's Consolidated Balance Sheet at December 31, 2011 differs from the total reserve reported in the annual statements filed with state insurance departments and, where applicable, with foreign regulatory authorities. The differences at December 31, 2011 relate primarily to reserves for certain foreign operations not required or permitted to be reported in the United States for statutory reporting purposes, including contingency reserves for catastrophic events. Further, statutory practices in the United States require reserves to be shown net of applicable reinsurance recoverables. In addition, unlike statutory financial statements, AIG's Liability for unpaid claims and claims adjustment expense reported on its Consolidated Balance Sheet and the amounts in the tables above exclude the effect of intercompany transactions.

Gross loss reserves are calculated without reduction for reinsurance recoverables and represent the accumulation of estimates for reported losses and IBNR. Management reviews the adequacy of established gross loss reserves in the manner previously described for net loss reserves.

Additional information related to reserve development is included in Item 7. MD&A Results of Operations Segment Results Chartis Operations Liability for Unpaid Claims and Claims Adjustment Expense. A sensitivity analysis of loss reserves held at December 31, 2011, is included in Item 7. MD&A Critical Accounting Estimates Liability for Unpaid Claims and Claims Adjustment Expense.

## REINSURANCE ACTIVITIES

AIG subsidiaries operate worldwide primarily by underwriting and accepting risks for their direct account on a gross line basis and subsequently reinsuring on either an individual risk or an aggregate basis to the extent those risks exceed the desired retention level.

For a further discussion of reinsurance, see Item 1A. Risk Factors Reinsurance; and Item 7. MD&A Enterprise Risk Management Business Unit Risk Management Reinsurance.





Table of Contents**INSURANCE INVESTMENT ACTIVITIES**

A significant portion of the revenues of Chartis and SunAmerica operations is derived from AIG's insurance investment activities. As insurance companies, Chartis and SunAmerica generally receive premiums and deposits well in advance of paying covered claims or benefits. In the intervening periods, these premiums and deposits are invested to generate net investment income and fee income that is available to pay claims or benefits.

AIG's worldwide insurance investment policy places primary emphasis on investments in fixed income securities of corporations, municipal bonds and government issuances in all of its portfolios, and, to a lesser extent, investments in high-yield bonds, common stocks, real estate, hedge funds and other alternative investments.

The majority of assets backing insurance liabilities at AIG consist of intermediate and long duration fixed maturity securities.

In the case of SunAmerica, the fundamental investment strategy is, as nearly as is practicable, to match the duration characteristics of the liabilities with assets of comparable duration. SunAmerica also invests in a diversified portfolio of private equity funds, hedge funds and affordable housing partnerships. Although subject to periodic volatility, these investments, to date, have achieved yields in excess of SunAmerica's base portfolio yield. SunAmerica's expectation is that these alternative investments will continue to outperform the base portfolio yield over the long-term.

Fixed maturity securities held by the insurance companies included in Chartis domestic operations historically have consisted primarily of laddered holdings of tax-exempt municipal bonds, which provided attractive after-tax returns and limited credit risk. In order to meet the Chartis domestic operations' current risk/return and tax objectives, the domestic property and casualty companies have begun to shift investment allocations away from tax-exempt municipal bonds towards taxable instruments meeting the companies' liquidity, duration and quality objectives as well as current risk-return and tax objectives. Fixed maturity securities held by Chartis operations internationally consist primarily of intermediate duration high-grade securities.

See Item 7. MD&A Investments Investment Strategies for discussion of AIG's investment strategy.

**The following table summarizes the investment results of AIG's insurance operations, excluding the results of discontinued operations:**

<b>Years Ended December 31, (in millions)</b>	<b>Annual Average Investments<sup>(a)</sup></b>	<b>Net Investment Income</b>	<b>Pre-tax Return on Average Investments<sup>(b)</sup></b>
<b>Chartis:</b>			
<b>2011</b>	<b>\$ 113,405</b>	<b>\$ 4,348</b>	<b>3.8%</b>
2010	100,583	4,392	4.4
2009	89,236	3,292	3.7
<b>SunAmerica:</b>			
<b>2011</b>	<b>\$ 172,846</b>	<b>\$ 9,882</b>	<b>5.7%</b>
2010	154,167	10,768	7.0
2009	148,202	9,553	6.4

(a) *Includes real estate investments and excludes cash and short-term investments.*

(b) *Net investment income divided by the annual average investments.*

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**LOCATIONS OF CERTAIN ASSETS**

As of December 31, 2011, approximately 14 percent of the consolidated assets of AIG were located outside the U.S. and Canada, including \$188 million of cash and securities on deposit with regulatory authorities in those locations. Operations outside the U.S. and Canada and assets held abroad may be adversely affected by political developments in foreign countries, including tax changes, nationalization and changes in regulatory policy, as well as by consequence of hostilities and unrest. The risks of such occurrences and their overall effect upon AIG vary from country to country and cannot easily be predicted. If expropriation or nationalization does occur, AIG's policy is to take all appropriate measures to seek recovery of any affected assets. Certain of the countries in which AIG's business is conducted have currency restrictions that generally cause a delay in a company's ability to repatriate assets and profits. See also Item 1A. Risk Factors Foreign Operations and Notes 2 and 3 to the Consolidated Financial Statements.

**REGULATION**

AIG's operations around the world are subject to regulation by many different types of regulatory authorities, including insurance, securities, investment advisory, banking and thrift regulators in the United States and abroad.

**SUPERVISORY COORDINATOR**

In 1999, AIG became a unitary savings and loan holding company within the meaning of the Home Owners' Loan Act (HOLA) when the U.S. Office of Thrift Supervision (OTS) granted AIG approval to organize AIG Federal Savings Bank. Until March 2010, AIG was subject to OTS regulation, examination, supervision and reporting requirements.

Under prior law, a unitary savings and loan holding company, such as AIG, was not restricted as to the types of business in which it could engage, provided that its savings association subsidiary continued to be a qualified thrift lender. The Gramm-Leach-Bliley Act of 1999 (GLBA) provides that no company may acquire control of an OTS-regulated institution after May 4, 1999 unless it engages only in the financial activities permitted for financial holding companies under the law or for multiple savings and loan holding companies. The GLBA, however, grandfathered the unrestricted authority for activities with respect to a unitary savings and loan holding company existing prior to May 4, 1999, so long as its savings association subsidiary continues to be a qualified thrift lender under HOLA. As a unitary savings and loan holding company whose application was pending as of May 4, 1999, AIG is grandfathered under GLBA and generally is not restricted under existing laws as to the types of business activities in which it may engage, provided that AIG Federal Savings Bank continues to be a qualified thrift lender under HOLA.

Directive 2002/87/EC (the Directive) issued by the European Parliament provides that certain financial conglomerates with regulated entities in the European Union, such as AIG, are subject to supplementary supervision. Pursuant to the Directive, the Commission Bancaire, the French banking regulator, was appointed as AIG's supervisory coordinator. From February 2007 until March 2010, with the approval of the Commission Bancaire, the OTS acted as AIG's equivalent supervisor, as permitted by the Directive in circumstances in which a financial conglomerate organized outside the European Union, such as AIG, has proposed to have one of its existing regulators recognized as its coordinator and such regulator's supervision is determined to be equivalent to that required by the Directive. Since March 2010, AIG has been in discussions with, and has provided information to, the Autorité de Contrôle Prudentiel (formerly, the Commission Bancaire) and the UK Financial Services Authority regarding the possibility of proposing another of AIG's existing regulators as its equivalent supervisor.

**DODD-FRANK WALL STREET REFORM AND CONSUMER PROTECTION ACT**

On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank) was signed into law. Dodd-Frank effects comprehensive changes to the regulation of financial services in the United States and will subject AIG to substantial additional federal regulation. Dodd-Frank is intended to enhance the safety and soundness of U.S. financial institutions and increase public confidence in them. Dodd-Frank directs existing and newly-created government agencies and oversight bodies to promulgate regulations implementing the law, an

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ongoing process that has begun and is anticipated to continue over the next few years. While a number of regulations have been adopted, other regulations have only been proposed or have yet to be proposed. Therefore, AIG cannot predict with certainty the requirements of the regulations ultimately adopted or how or whether Dodd-Frank and such regulations will affect the financial markets generally; impact AIG's businesses, results of operations, cash flows or financial condition; or require AIG to raise additional capital or result in a downgrade of AIG's credit ratings.

On January 5, 2012, the Board of Governors of the Federal Reserve System (the FRB) published for public comment a notice of proposed rulemaking implementing the enhanced prudential standards and early remediation requirements that will apply to non-bank systemically important financial institutions (SIFIs). If those rules are adopted in the form proposed and AIG is designated as a non-bank SIFI, AIG would be required, among other things,

to comply with FRB regulations relating to capital plans and stress tests and to calculate AIG's minimum risk-based and leverage capital requirements, each as if it were a bank holding company;

to maintain a Tier 1 risk-based capital ratio of four percent, a total risk-based capital ratio of eight percent and a Tier 1 leverage ratio of four percent;

to maintain a ratio of Tier 1 common equity to risk weighted assets of five percent under both expected and stressed conditions in order to be able to engage in capital distributions;

to comply with additional liquidity-related requirements, such as to produce comprehensive cash flow projections, to regularly stress test cash flow projections, to maintain a liquidity buffer of highly liquid assets that are unencumbered, to establish and maintain a contingency funding plan for liquidity stress events, and to establish or maintain limits on potential sources of liquidity risk;

not to have aggregate net credit exposure to any single unaffiliated counterparty that exceeds 25 percent of AIG's consolidated capital stock and surplus, or 10 percent if the counterparty has \$500 billion or more in total consolidated assets;

to be subject to an annual stress test conducted by the FRB and annual and semi-annual self-administered stress tests;

to be subject to early remediation actions upon occurrence of trigger events (such as failure to maintain the capital that is commensurate with the level and nature of the risks to which AIG is exposed, or non-compliance with FRB's stress test), which early remediation actions could vary from heightened supervisory review by the FRB to an FRB-recommended resolution of AIG, based on the seriousness of the trigger events;

to maintain a debt-to-equity ratio, measured by "total liabilities" and "total equity capital", of no more than 15-to-1 upon a determination by the Financial Stability Oversight Council (the Council) that (i) the company poses a grave threat to the financial stability of the United States and (ii) the imposition of such requirement is necessary to mitigate the risk that such company poses to the financial stability of the United States; and

to comply with certain corporate governance requirements, such as additional responsibilities of the board of directors and the creation of a separate risk committee of the board of directors.

Dodd-Frank's potential impact on AIG also includes the following:

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The new legislation provides two scenarios in which the Board of Governors of the FRB could become AIG's regulator: (1) if AIG is recognized as a "savings and loan holding company" as defined by the HOLA and/or (2) if Council designates AIG as a SIFI.

If AIG becomes subject, as a savings and loan holding company, to the examination, enforcement and supervisory authority of the FRB, the FRB would be required to impose minimum leverage and risk-based capital requirements on AIG and its subsidiaries. AIG cannot predict what capital regulations the FRB would promulgate under these authorizations, either generally or as applicable to insurance businesses, nor

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can AIG predict how the FRB would exercise general supervisory authority over AIG. AIG expects, however, that when the Department of the Treasury ceases to own at least 50 percent of the outstanding shares of AIG Common Stock, AIG will become regulated by the FRB as a savings and loan holding company.

If AIG is designated as a SIFI the FRB could (i) limit AIG's ability to merge with, acquire, consolidate with, or become affiliated with another company, to offer specified financial products or to terminate specified activities; (ii) impose conditions on how we conduct our activities or (iii) with approval of the Council, and a determination that the foregoing actions are inadequate to mitigate a threat to U.S. financial stability, require AIG to sell or otherwise transfer assets or off-balance-sheet items to unaffiliated entities.

In either scenario, AIG would become subject to stress tests to determine whether, on a consolidated basis, AIG has the capital necessary to absorb losses due to adverse economic conditions.

The Council may recommend that state insurance regulators or other regulators apply new or heightened standards and safeguards for activities or practices that AIG and other insurers or other financial services companies engage in.

In October 2011, federal regulators issued a proposed rule implementing certain provisions in Dodd-Frank referred to as the "Volcker Rule". Under the proposed rule, if AIG continues to control AIG Federal Savings Bank, AIG and its affiliates would be considered banking entities and would become subject to the provisions of Dodd-Frank prohibiting, subject to the rule's exceptions, "proprietary trading" and the sponsorship of, or investment in, hedge, private equity or similar funds and the provision of guarantees related to such activities. Even if AIG no longer controlled an insured depository institution, AIG might still be subject to additional capital and quantitative limitations under the Volcker Rule. The Volcker Rule, as proposed, contains an exemption for proprietary trading by insurance companies for their general account, but the final breadth and scope of this exemption is uncertain.

Title II of Dodd-Frank provides that a financial company whose largest United States subsidiary is an insurer may be subject to a special liquidation process outside the federal bankruptcy code. That process is to be administered by the Federal Deposit Insurance Corporation (the FDIC) upon a coordinated determination by the Secretary of the Treasury, the director of the Federal Insurance Office and the Board of Governors of the Federal Reserve System, in consultation with the FDIC, that such a financial company is in default or in danger of default and presents a systemic risk to U.S. financial stability. AIG is a financial company and its largest U.S. subsidiary is an insurer.

Dodd-Frank establishes a new framework for regulation of the over-the-counter (OTC) derivatives markets and certain market participants that could affect various activities of AIG and its insurance subsidiaries, as well as Global Capital Markets. These regulations could impose margin or collateral requirements on derivative transactions entered into by AIG prior to the passage of Dodd-Frank or intercompany derivative transactions between AIG and one or more of its affiliates or between affiliates. Any such margin or collateral requirements could adversely affect AIG's liquidity and credit ratings. The Commodity Futures Trading Commission (CFTC) and SEC have published proposed rules governing major swap participants and major security-based swap participants. If AIG or one or more of its subsidiaries meet the tests finally adopted by the CFTC or SEC, AIG or one or more of its subsidiaries may become subject to derivative transaction clearing, execution and reporting requirements, capital and margin requirements and business conduct rules.

Dodd-Frank mandated a study to determine whether stable value contracts should be included in the definition of "swap." If that study concludes that stable value contracts are swaps, Dodd-Frank authorizes certain federal regulators to determine whether an exemption from the definition of a swap is appropriate and in the public interest. Certain affiliates of AIG are in or may participate in the stable value contract business. AIG cannot predict what regulations might emanate from the aforementioned study or be promulgated applicable to this business in the future.

Dodd-Frank established a Federal Insurance Office (FIO) within the Department of the Treasury headed by a director appointed by the Secretary of the Treasury. While not having a general supervisory or regulatory



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authority over the business of insurance, the director of this office performs various functions with respect to insurance (other than health insurance), including serving as a non-voting member of the Council and participating in the Council's decisions regarding insurers, potentially including AIG, to be designated as a SIFI. The director is also required to conduct a study on how to modernize and improve the system of insurance regulation in the United States, including by increased national uniformity through either a federal charter or effective action by the states. The FIO may also recommend enhanced regulations to state insurance regulatory bodies.

Dodd-Frank authorizes the FRB to require a savings and loan holding company or a SIFI to place its financial activities in an intermediate holding company separate from non-financial activities (as defined for purposes of the Bank Holding Company Act) and imposes restrictions on transactions between the two businesses, which could be burdensome and costly to implement.

Dodd-Frank established the Consumer Financial Protection Bureau (CFPB) as an independent agency within the FRB to regulate consumer financial products and services offered primarily for personal, family or household purposes. Insurance products and services are not within the CFPB's general jurisdiction, though the U.S. Department of Housing and Urban Development has since transferred authority to the CFPB to investigate mortgage insurance practices. Broker-dealers and investment advisers are not subject to the CFPB's jurisdiction when acting in their registered capacity.

Title XIV of Dodd-Frank also restricts certain terms for mortgage loans, such as loan fees, prepayment fees and other charges, and imposes certain duties on a lender to ensure that a borrower can afford to repay the loan.

Dodd-Frank seeks to increase efficiency, reduce transaction costs and improve consumer access in the nonadmitted property and casualty insurance market (excess and surplus lines). AIG expects that these measures will make certain of Chartis' operations within the U.S. more streamlined and efficient, although they could lead to greater competition in these markets.

Dodd-Frank includes various securities law reforms that may affect AIG's business practices and the liabilities and/or exposures associated therewith, including:

The SEC completed a staff report on registered broker-dealers who provide personalized investment advice to retail investors, such as certain of SunAmerica's operations. The staff report recommended to Congress a uniform fiduciary standard of conduct for broker-dealers and investment advisers. The SEC may also require broker-dealers selling proprietary or a limited range of products to make certain disclosures and obtain customer consents or acknowledgements.

The SEC and other regulators proposed regulations requiring the originator of certain asset-backed securities to retain at least five percent of the credit risk of securities sold, which, if adopted, may apply to activities of subsidiaries of AIG as part of their funding activities in the future.

Dodd-Frank imposes various assessments on financial companies, including, as applicable to AIG, ex-post assessments to provide funds necessary to repay any borrowing and to cover the costs of any special resolution of a financial company conducted under Title II (although the regulatory authority would have to take account of the amounts paid by AIG into state guaranty funds). AIG cannot predict the potential effects the new legislation will have on its organizational structure, financial condition or results of operations. However, it is possible that such effect could be materially adverse. See Item 1A. Risk Factors – Regulation for additional information.

In addition to the adoption of Dodd-Frank in the United States, regulators and lawmakers around the world are actively reviewing the causes of the financial crisis and taking steps to avoid similar problems in the future. The Financial Stability Board (FSB), consisting of representatives of national financial authorities of the G20 nations, has issued a series of frameworks and recommendations intended to produce significant changes in how financial companies, particularly systematically important financial institutions, should be regulated. These frameworks and recommendations address such issues as financial group supervision, capital and solvency standards, systemic economic risk, corporate governance including compensation, and a host of related issues associated with responses to the financial crisis. The FSB has directed the International Association of Insurance Supervisors (the





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IAIS, headquartered in Basel, Switzerland) to create standards relative to these areas and incorporate them within that body's Insurance Core Principles. IAIS Insurance Core Principles form the baseline threshold for how countries' financial services regulatory efforts are measured relative to the insurance sector. That measurement is made by periodic Financial Sector Assessment Program (FSAP) reviews conducted by the World Bank and the International Monetary Fund and the reports thereon spur the development of country-specific additional or amended regulatory changes. Lawmakers and regulatory authorities in a number of jurisdictions in which AIG's subsidiaries conduct business have already begun implementing legislative and regulatory changes consistent with these recommendations, including proposals governing consolidated regulation of insurance holdings companies by the Financial Services Agency in Japan, financial and banking regulation adopted in France and compensation regulations proposed or adopted by the financial regulators in Germany and the United Kingdom Financial Services Authority.

AIG cannot predict whether these actions will become effective or the effect they may have on the financial markets or on AIG's business, results of operations, cash flows, financial condition and credit ratings.

## **OTHER REGULATORY DEVELOPMENTS**

AIG's operations are subject to regulatory supervision and the possibility of intervention. In light of AIG's liquidity problems beginning in the third quarter of 2008, AIG and its regulated subsidiaries have been subject to intense review and supervision around the world. Regulators have taken significant steps to protect the businesses of the entities they regulate. These steps have included:

restricting or prohibiting the payment of dividends to AIG Parent and its subsidiaries;

restricting or prohibiting other payments to AIG Parent and its subsidiaries;

requesting additional capital contributions from AIG Parent;

requesting that intercompany reinsurance reserves be covered by assets locally;

restricting the business in which the subsidiaries may engage;

requiring pre-approval of all proposed transactions between the regulated subsidiaries and AIG Parent or any affiliate; and

requiring more frequent reporting, including with respect to capital and liquidity positions.

Many of these prohibitions and restrictions have been relaxed. However, AIG continues to be subject to heightened regulatory scrutiny.

Legislation in the European Union could also affect AIG's international insurance operations. The Solvency II Directive (2009/138/EEC), which was adopted on November 25, 2009 and is expected to become effective in January 2014 (Solvency II), reforms the insurance industry's solvency framework, including minimum capital and solvency requirements, governance requirements, risk management and public reporting standards. The impact on AIG will depend on whether the U.S. insurance regulatory regime is deemed "equivalent" to Solvency II; if the U.S. insurance regulatory regime is not equivalent, then AIG as a group could be required to be supervised under Solvency II standards. Whether the U.S. insurance regulatory regime will be deemed "equivalent" is still under consideration by European authorities and remains uncertain, so AIG is not currently able to predict the impact of Solvency II.

AIG expects that the regulations applicable to it and its regulated entities will continue to evolve for the foreseeable future.

## **REGULATION OF INSURANCE SUBSIDIARIES**

Certain states require registration and periodic reporting by insurance companies that are licensed in such states and are controlled by other corporations. Applicable legislation typically requires periodic disclosure concerning the corporation that controls the registered insurer and the other companies in the holding company system and prior approval of intercorporate services and transfers of assets, including in some instances payment of dividends

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by the insurance subsidiary, within the holding company system. AIG's subsidiaries are registered under such legislation in those states that have such requirements.

AIG's insurance subsidiaries, in common with other insurers, are subject to regulation and supervision by the states and by other jurisdictions in which they do business. Within the United States, the method of such regulation varies but generally has its source in statutes that delegate regulatory and supervisory powers to an insurance official. The regulation and supervision relate primarily to the financial condition of the insurers and their corporate conduct and market conduct activities. This includes approval of policy forms and rates, the standards of solvency that must be met and maintained, including with respect to risk-based capital, the licensing of insurers and their agents, the nature of and limitations on investments, restrictions on the size of risks that may be insured under a single policy, deposits of securities for the benefit of policyholders, requirements for acceptability of reinsurers, periodic examinations of the affairs of insurance companies, the form and content of reports of financial condition required to be filed and reserves for unearned premiums, losses and other purposes. In general, such regulation is for the protection of policyholders rather than the equity owners of these companies.

AIG has taken various steps to enhance the capital positions of the domestic Chartis and SunAmerica companies. AIG entered into capital maintenance agreements with these companies that set forth procedures through which AIG has provided, and expects to continue to provide, capital support. Also, in order to allow the domestic Chartis and SunAmerica companies to record as an admitted asset at December 31, 2011 certain reinsurance ceded to reinsurers, which has the effect of maintaining the level of the statutory surplus of such companies, AIG obtained and entered into reimbursement agreements for approximately \$1.45 billion and \$800 million of letters of credit issued by several commercial banks in favor of certain Chartis and SunAmerica companies, respectively.

In the U.S., the Risk-Based Capital (RBC) formula is designed to measure the adequacy of an insurer's statutory surplus in relation to the risks inherent in its business. The RBC Model Law, which allows states to act upon the results of RBC calculations, provides for four incremental levels of regulatory action regarding insurers whose RBC calculations fall below specific thresholds. Those levels of action range from the requirement to submit a plan describing how an insurer would regain a calculated RBC ratio above the respective threshold through a mandatory regulatory takeover of the company. The action thresholds are based on RBC levels that are calculated so that a company, subject to such actions, is solvent but its future solvency is in doubt without some type of corrective action. The RBC formula computes a risk-adjusted surplus level by applying discrete factors to various asset, premium and reserve items. These factors are developed to be risk-sensitive so that higher factors are applied to items exposed to greater risk.

The statutory surplus of each of AIG's U.S.-based life and property and casualty insurance subsidiaries exceeded RBC minimum required levels as of December 31, 2011.

To the extent that any of AIG's insurance entities would fall below prescribed levels of statutory surplus, it would be AIG's intention to provide appropriate capital or other types of support to that entity, under formal support agreements or CMAs or otherwise. For additional details regarding CMAs that AIG has entered into with its insurance subsidiaries, see Item 7. MD&A Liquidity of Parent and Subsidiaries Chartis, and Liquidity of Parent and Subsidiaries.

There are a number of proposals to amend state insurance laws and regulations in ways that could affect AIG and its subsidiaries. The National Association of Insurance Commissioners (NAIC) has recently adopted or amended model laws on holding company regulation that would provide for supervision of insurers at the corporate group level. Although these changes are only beginning to be adopted by individual state regulators, it can be expected that most will ultimately adopt them in some form. The various proposals to implement group supervision include:

- uniform standards for insurer corporate governance;
- group-wide supervision of insurance holding companies;
- adjustments to RBC calculations to account for group-wide risks; and
- additional regulatory and disclosure requirements for insurance holding companies.



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Additionally, the NAIC has undertaken the Solvency Modernization Initiative (SMI) which focuses on a review of insurance solvency regulations throughout the U.S. financial regulatory system and will lead to a set of long-term solvency modernization goals. SMI is broad in scope, but the NAIC has stated that its focus will include the U.S. solvency framework, group solvency issues, capital requirements, international accounting and regulatory standards, reinsurance and corporate governance.

AIG cannot predict the potential effect that any new regulations would have on AIG's insurance subsidiaries or on AIG's business, results of operations, cash flows or financial condition.

## **REGULATION OF DOMESTIC SUBSIDIARIES IN FOREIGN JURISDICTIONS**

A substantial portion of Chartist's business is conducted in foreign countries. The degree of regulation and supervision in foreign jurisdictions varies. Generally, AIG, as well as the underwriting companies operating in such jurisdictions, must satisfy local regulatory requirements. Licenses issued by foreign authorities to AIG subsidiaries are subject to modification or revocation by such authorities, and these subsidiaries could be prevented from conducting business in certain of the jurisdictions where they currently operate.

In addition to licensing requirements, AIG's foreign operations are also regulated in various jurisdictions with respect to currency, policy language and terms, advertising, amount and type of security deposits, amount and type of reserves, amount and type of capital to be held, amount and type of local investment and the share of profits to be returned to policyholders on participating policies. Some foreign countries regulate rates on various types of policies. Certain countries have established reinsurance institutions, wholly or partially owned by the local government, to which admitted insurers are obligated to cede a portion of their business on terms that may not always allow foreign insurers, including AIG subsidiaries, full compensation. In some countries, regulations governing constitution of technical reserves and remittance balances may hinder remittance of profits and repatriation of assets.

See Item 7. MD&A Capital Resources and Liquidity Regulation and Supervision and Note 18 to the Consolidated Financial Statements.

## **COMPETITION**

AIG's businesses operate in highly competitive environments, both domestically and overseas. Principal sources of competition are insurance companies, banks, investment banks and other non-bank financial institutions. AIG considers its principal competitors to be other large multi-national insurance organizations.

The insurance industry in particular is highly competitive. Within the United States, Chartist subsidiaries compete with approximately 3,200 other stock companies, specialty insurance organizations, mutual companies and other underwriting organizations. SunAmerica subsidiaries compete in the United States with approximately 2,000 life insurance companies and other participants in related financial services fields. Overseas, AIG's subsidiaries compete for business with the foreign insurance operations of large U.S. insurers and with global insurance groups and local companies in particular areas in which they are active.

As a result of the reduction of the credit ratings of AIG and its subsidiaries, AIG's businesses have faced and continue to face intense competition to retain existing customers and to maintain business with existing customers and counterparties at historical levels. General insurance and life insurance companies compete through a combination of risk acceptance criteria, product pricing, and terms and conditions. Retirement services companies compete through crediting rates and the issuance of guaranteed benefits.

For a further discussion of the risks relating to retaining existing customers, soliciting new customers and retaining key employees, see Item 1A. Risk Factors Competition.

## **OTHER INFORMATION ABOUT AIG**

At December 31, 2011, AIG and its subsidiaries had approximately 57,000 employees.

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AIG's internet address for its corporate website is [www.aig.com](http://www.aig.com). AIG makes available free of charge, through the Investor Information section of AIG's corporate website, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and Proxy Statements on Schedule 14A and amendments to those reports or statements filed or furnished pursuant to Sections 13(a), 14(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), as soon as reasonably practicable after such materials are electronically filed with, or furnished to, the SEC. AIG also makes available on its corporate website copies of the charters for its Audit, Nominating and Corporate Governance, Compensation and Management Resources, Finance and Risk Management, and Regulatory, Compliance and Public Policy Committees, as well as its Corporate Governance Guidelines (which include Director Independence Standards), Director, Executive Officer and Senior Financial Officer Code of Business Conduct and Ethics, Employee Code of Conduct and Related-Party Transactions Approval Policy. Except for the documents specifically incorporated by reference into this Annual Report on Form 10-K, information contained on AIG's website or that can be accessed through its website is not incorporated by reference into this Annual Report on Form 10-K.

### DIRECTORS AND OFFICERS OF AIG

Information concerning the directors and executive officers of AIG as of February 23, 2012 is set forth below.

Name	Title	Age	Served as Director or Officer Since
Robert H. Benmosche	Director, President and Chief Executive Officer	66	2009
W. Don Cornwell	Director	64	2011
John H. Fitzpatrick	Director	55	2011
Laurette T. Koellner	Director	57	2009
Donald H. Layton	Director	61	2010
Christopher S. Lynch	Director	54	2009
Arthur C. Martinez	Director	72	2009
George L. Miles, Jr.	Director	70	2005
Henry S. Miller	Director	66	2010
Robert S. Miller	Chairman	70	2009
Suzanne Nora Johnson	Director	54	2008
Morris W. Offit	Director	75	2005
Ronald A. Rittenmeyer	Director	64	2010
Douglas M. Steenland	Director	60	2009
William N. Dooley	Executive Vice President Investments and Financial Services	58	1992
Peter D. Hancock	Executive Vice President General Insurance	53	2010
David L. Herzog	Executive Vice President and Chief Financial Officer	52	2005
Thomas A. Russo	Executive Vice President Legal, Compliance, Regulatory Affairs, Government Affairs and General Counsel	68	2010
Brian T. Schreiber	Executive Vice President and Treasurer	46	2002
Jay S. Wintrob	Executive Vice President Domestic Life and Retirement Services	54	1999
Michael R. Cowan	Senior Vice President and Chief Administrative Officer	58	2011
Jeffrey J. Hurd	Senior Vice President Human Resources and Communications	45	2010
Sid Sankaran	Senior Vice President and Chief Risk Officer	34	2010
Charles S. Shamieh	Senior Vice President Chief Corporate Actuary	45	2011

All directors of AIG are elected for one-year terms at the annual meeting of shareholders.

All executive officers are elected to one-year terms, but serve at the pleasure of the Board of Directors. Except as hereinafter noted, each of the executive officers has, for more than five years, occupied an executive position with AIG or companies that are now its subsidiaries. There are no arrangements or understandings between any executive officer and any other person pursuant to which the executive officer was elected to such position.

Robert Benmosche joined AIG as Chief Executive Officer in August 2009. Prior to joining AIG, Mr. Benmosche served as a member of the Board of Directors of Credit Suisse Group since 2002. In addition,



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Mr. Benmosche was the former Chairman, President and Chief Executive Officer of MetLife, a leading provider of insurance and other financial services from 1998 until 2006.

Michael R. Cowan joined AIG as Senior Vice President and Chief Administrative Officer in January 2010. Prior to joining AIG, he was at Merrill Lynch where he had served as Senior Vice President, Global Corporate Services, since 1998. Mr. Cowan began his career at Merrill Lynch in 1986 as a Financial Manager and later served as Chief Administrative Officer for Europe, the Middle East and Africa. He was also Chief Financial Officer and a member of the Executive Management Committee for the Global Private Client business, including Merrill Lynch Asset Management.

Thomas Russo joined AIG as Executive Vice President – Legal, Compliance, Regulatory Affairs and Government Affairs and General Counsel in February 2010. Prior to joining AIG, Mr. Russo was with the law firm of Patton Boggs, LLP, where he served as Senior Counsel. Prior to that, he was a Vice Chairman of Lehman Brothers Inc. and Chief Legal Officer of Lehman Brothers Holdings, Inc. Before joining Lehman Brothers in 1993, he was a partner at the law firm of Cadwalader, Wickersham & Taft and a member of its Management Committee.

Peter Hancock joined AIG in February 2010 as Executive Vice President of Finance and Risk. Prior to joining AIG, Mr. Hancock served as Vice Chairman of KeyCorp, responsible for Key National Banking. Prior to KeyCorp, he served as Managing Director of Trinsum Group, Inc. Prior to that position, Mr. Hancock was at JP Morgan for 20 years, eventually serving as head of its fixed income division and ultimately Chief Financial Officer.

Sid Sankaran joined AIG in December 2010 as Senior Vice President and Chief Risk Officer. Prior to that, he was a partner in the Finance and Risk practice of Oliver Wyman Financial Services and served as Canadian Market Manager since 2006.

Charles S. Shamieh joined AIG in 2007 as Executive Director of Enterprise Risk Management. In January 2011, Mr. Shamieh was elected to his current position of Senior Vice President and Corporate Chief Actuary. Prior to joining AIG, Mr. Shamieh was Group Chief Risk Officer for Munich Re Group and a Member of the Group Committee of Munich Re's Board of Management since 2006.



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**ITEM 1A. RISK FACTORS**

We were significantly and adversely affected by the market turmoil in late 2008 and early 2009. In addition, we continued to experience a challenging business environment, as well as volatile market conditions, throughout 2011. As a result, our businesses, consolidated results of operations, financial conditions and liquidity are subject to significant risks, as discussed below. This challenging environment and volatile market conditions may continue in 2012.

The risks described below are not the only ones we face. Additional risks that are not currently known to us or that we currently believe are immaterial may also adversely affect our businesses, results of operations, financial condition or liquidity. Many of these risks are interrelated and occur under similar business and economic conditions, and the occurrence of certain of them may in turn cause the emergence, or exacerbate the effect, of others. Such a combination could materially increase the severity of the impact on our operations, liquidity and financial condition.

**MARKET CONDITIONS**

*Our businesses, consolidated results of operations and financial condition have been, and may continue to be, materially and adversely affected by market conditions.* Our businesses are highly dependent on the business environment in which they operate. In 2008 and through early 2009, the significant deterioration in worldwide economic conditions materially and adversely affected our businesses. The global financial crisis resulted in a serious lack of liquidity, highly volatile markets, a steep depreciation in asset values across all classes, an erosion of investor and public confidence, a widening of credit spreads, a lack of price transparency in many markets, and the collapse or merger of several prominent financial institutions. Difficult economic conditions also resulted in increased unemployment and a severe decline in business activity across a wide range of industries and regions. A challenging business environment and volatile markets persisted through 2011 and may continue in 2012. As a result, asset values for many asset classes have not returned to previous levels, and business, financial and economic conditions continue to be negatively affected, particularly in light of high unemployment levels. Revenue and budget constraints affecting U.S. municipalities, lending activities and the housing and commercial property markets also continue to have a negative effect on asset values. Further, the adverse European economic and financial conditions related to sovereign debt issues in certain countries and concerns regarding the European Union have contributed to increased instability in global credit markets. If such conditions persist, we may be negatively affected in a number of ways, including, but not limited to:

declines in the valuation and performance of our investment portfolio;

declines in the value of our remaining shares in AIA;

an inability to monetize our interest in ILFC;

increased credit losses;

impairments of goodwill, aircraft and other long-lived assets;

additional statutory capital requirements;

limitations on our ability to recover deferred tax assets;

a decline in new business levels;

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a decline in insured values caused by a decrease in activity at client organizations;

an increase in liability for future policy benefits due to loss recognition on certain long-duration insurance contracts;

higher borrowing costs and more limited availability of credit for AIG Parent and our subsidiaries;

an increase in policy surrenders and cancellations; and

a writeoff of deferred policy acquisition costs (DAC).

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*Sustained low interest rates may affect our profitability.* We have substantial investment portfolios that support our policy liabilities. Low levels of interest rates on investments have reduced the level of investment income earned by AIG. If a low interest-rate environment persists, we may experience slower investment income growth and we may not be able to fully mitigate the interest rate risk of our assets relative to our liabilities. A decline in interest rates could impair our ability to earn the returns assumed in the pricing and the reserving for our products at the time they were sold and issued.

**INVESTMENT PORTFOLIO AND CONCENTRATION OF INVESTMENTS, INSURANCE AND OTHER EXPOSURES**

*The value of our investment portfolio is subject to a number of risks and uncertainties, including changes in interest rates.* Changes in interest rates can negatively affect the performance of our investment securities. Interest rates are highly sensitive to many factors, including monetary policies, domestic and international economic and political issues and other factors beyond our control. Changes in monetary policy or other factors may cause interest rates to rise, which would adversely affect the value of the fixed income securities that we hold and could adversely affect our ability to sell these securities. In addition, the evaluation of available-for-sale securities for other-than-temporary impairments is a quantitative and qualitative process that is subject to significant management judgment.

*Concentration of our investment portfolios in any particular segment of the economy may have adverse effects.* Our results of operations have been adversely affected and may continue to be adversely affected by a concentration in residential mortgage-backed, commercial mortgage-backed and other asset-backed securities and commercial mortgage loans. We also have significant exposures to: financial institutions and, in particular, to money center and global banks; U.S. state and local government issuers and authorities (as described below); and Eurozone financial institutions and governments and corporations. These types of concentrations in our investment portfolios could have an adverse effect on the value of these portfolios and consequently on our consolidated results of operations and financial condition. Events or developments that have a negative effect on any particular industry, asset class, group of related industries or geographic region may have a greater adverse effect on the investment portfolios to the extent that the portfolios are concentrated. Furthermore, our ability to sell assets relating to such particular groups of related assets may be limited if other market participants are seeking to sell at the same time.

*The value of our investment portfolio is exposed to the creditworthiness of state and municipal governments.* We hold a large portfolio of state and municipal bonds (\$37.4 billion at December 31, 2011), primarily in Chartis, and, because of the budgetary pressures that states and municipalities are continuing to face in the current economic environment, the risks associated with this portfolio remain. Defaults, or the prospect of imminent defaults, by the issuers of state and municipal bonds could cause our portfolio to decline in value and significantly reduce the portfolio's liquidity, which could also adversely affect AIG Parent's liquidity if AIG Parent then needed, or was required by its capital maintenance agreements, to provide additional capital support to the insurance subsidiaries holding the affected state and municipal bonds. As with our fixed income security portfolio generally, rising interest rates would also negatively affect the value of our portfolio of state and municipal bonds and could make those instruments more difficult to sell. A decline in the liquidity or market value of these instruments, which are carried at fair value for statutory purposes, could also result in a decline in the Chartis entities' capital ratios and, in turn, require AIG Parent to provide additional capital to those entities.

*Concentration of our insurance and other risk exposures may have adverse effects.* We seek to manage the risks to which we are exposed as a result of the securities or loans we hold and the insurance policies, derivatives and other obligations that we undertake to customers and counterparties by monitoring the accumulation of our exposures by exposure type, industry, geographic region, counterparty and otherwise and by using reinsurance, hedging and other arrangements to limit or offset exposures that exceed the limits we wish to retain. In certain circumstances, or with respect to certain exposures, such risk management arrangements may not be available on acceptable terms or may prove to be ineffective, or our exposure in absolute terms may be so large that even slightly adverse experience compared to our expectations may have a material adverse effect on our consolidated financial condition or results of operations or result in additional statutory capital requirements.

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**CASUALTY INSURANCE RESERVES**

*Casualty insurance liabilities are difficult to predict and may exceed the related reserves for losses and loss expenses.* Although we regularly review the adequacy of the established Liability for unpaid claims and claims adjustment expense and conduct extensive analyses of our reserves during the year, there can be no assurance that our loss reserves will not develop adversely and have a material adverse effect on our results of operations. Estimation of ultimate net losses, loss expenses and loss reserves is a complex process for long-tail casualty lines of business, which include but are not limited to general liability, commercial automobile liability, environmental, workers' compensation, excess casualty and crisis management coverages, insurance and risk management programs for large corporate customers and other customized structured insurance products, as well as excess and umbrella liability, D&O and products liability. A number of analytical reserve development techniques are used to project future loss development. However, there can be no assurance that future loss development patterns will be the same as in the past. Moreover, any deviation in loss cost trends or in loss development factors might not be discernible for an extended period of time subsequent to the recording of the initial loss reserve estimates for any accident year. There is the potential for reserves with respect to a number of years to be significantly affected by changes in loss cost trends or loss development factors that were relied upon in setting the reserves. These changes in loss cost trends or loss development factors could be attributable to changes in inflation or in the judicial environment, or in other social or economic phenomena affecting claims. For a further discussion of our loss reserves, see Item 7. MD&A Results of Operations Segment Results Chartis Operations Liability for Unpaid Claims and Claims Adjustment Expense and Critical Accounting Estimates Liability for Unpaid Claims and Claims Adjustment Expenses (Chartis and Mortgage Guaranty).

**CATASTROPHE EXPOSURES**

*The occurrence of catastrophic events could adversely affect our consolidated financial condition, results of operations and liquidity.* The occurrence of events such as hurricanes, windstorms, flooding, earthquakes, pandemic disease, acts of terrorism and other catastrophes has in the past and could in the future adversely affect our consolidated financial condition, results of operations and liquidity, including by exposing our businesses to the following:

widespread claim costs associated with property, workers' compensation, business interruption, mortality and morbidity claims;

loss resulting from a decline in the value of invested assets to below the amount required to meet policy and contract liabilities; and

loss resulting from actual policy experience emerging adversely in comparison to the assumptions made in the product pricing related to frequency, severity, mortality, morbidity, termination and expenses.

For a sensitivity analysis of our exposure to certain catastrophes, see Item 7. MD&A Enterprise Risk Management Business Unit Risk Management Insurance Operations Chartis Catastrophe Exposures.

**CREDIT AND FINANCIAL STRENGTH RATINGS**

*A downgrade in the Insurer Financial Strength ratings of our insurance companies could prevent the companies from writing new business and retaining customers and business.* Insurer Financial Strength (IFS) ratings are an important factor in establishing the competitive position of insurance companies. IFS ratings measure an insurance company's ability to meet its obligations to contract holders and policyholders. High ratings help maintain public confidence in a company's products, facilitate marketing of products and enhance a company's competitive position.

Downgrades of the IFS ratings of our insurance companies could prevent these companies from offering, or make it more difficult for them to offer products and services or result in increased policy cancellations or termination of assumed reinsurance contracts. Moreover, a downgrade in AIG Parent's credit ratings could, under credit rating agency policies concerning the relationship between parent and subsidiary ratings, result in a downgrade of the IFS ratings of our insurance subsidiaries.



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*A downgrade in our credit ratings could require us to post additional collateral and result in the termination of derivative transactions.* Adverse ratings actions regarding our long-term debt ratings by the major rating agencies would require us to post additional collateral payments pursuant to, and/or permit the termination of, derivative transactions to which AIG is a party, which could adversely affect our business, our consolidated results of operations in a reporting period or our liquidity. Credit ratings estimate a company's ability to meet its obligations and may directly affect the cost and availability to that company of financing. In the event of further downgrades of two notches to our long-term senior debt ratings, AIG would be required to post additional collateral of \$267 million, and certain of AIG's counterparties would be permitted to elect early termination of contracts.

For a further discussion of our liquidity, see Item 7. MD&A Capital Resources and Liquidity.

**COMPETITION**

*We face intense competition in each of our businesses.* Our businesses operate in highly competitive environments, both domestically and overseas. Principal sources of competition are insurance companies, banks, investment banks and other non-bank financial institutions. We consider our principal competitors to be other large multi-national insurance organizations.

The insurance industry in particular is highly competitive. Within the U.S., Chartis subsidiaries compete with approximately 3,200 other stock companies, specialty insurance organizations, mutual insurance companies and other underwriting organizations. SunAmerica subsidiaries compete in the U.S. with approximately 2,000 life insurance companies and other participants in related financial services fields. Overseas, our subsidiaries compete for business with the foreign insurance operations of large U.S. insurers and with global insurance groups and local companies.

As a result of the past reduction of our credit ratings and those of our subsidiaries and the lingering effects of AIG's negative publicity, we have faced and continue to face intense competition to retain existing customers and to maintain business with existing customers and counterparties at historical levels. General insurance and life insurance companies compete through a combination of risk acceptance criteria, product pricing, and terms and conditions. Retirement services companies compete through crediting rates and the issuance of guaranteed benefits. A decline in our position as to any one or more of these factors could adversely affect our profitability.

**ADJUSTMENTS TO DEFERRED POLICY ACQUISITION COSTS AND FUTURE POLICY BENEFITS**

*Interest rate fluctuations, increased surrenders, investment returns and other events may require our subsidiaries to accelerate the amortization of deferred policy acquisition costs (DAC), and record additional liabilities for future policy benefits, which could adversely affect our results of operations.* DAC represents the costs that vary with and are related primarily to the acquisition of new and renewal insurance and annuity contracts.

When interest rates rise or customers lose confidence in a company, policy loans, policy surrenders, withdrawals of life insurance policies, and withdrawals of annuity contracts may increase as policyholders seek to buy products with perceived higher returns or more stability, resulting in an acceleration of the amortization of DAC. To the extent such amortization exceeds surrender or other charges earned upon surrender and withdrawals of certain life insurance policies and annuity contracts, our results of operations could be negatively affected.

DAC for insurance-oriented and investment-oriented products, as well as retirement services products, is reviewed for recoverability, which involves estimating the future profitability of in-force business. This review involves significant management judgment. If future profitability is substantially lower than estimated, we could be required to accelerate DAC amortization, and such acceleration could adversely affect our results of operations.

Periodically, AIG evaluates the estimates used in establishing liabilities for Future policy benefits for life and A&H insurance contracts, which include liabilities for certain payout annuities. These estimates are evaluated against actual experience and are adjusted based on management's judgment regarding mortality, morbidity, persistency, maintenance expenses, and investment returns, including the effect of the interest rate environment and net realized capital gains (losses). If observed changes in actual experience or estimates result in projected

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future losses on long duration insurance contracts, AIG may be required to record additional liabilities through a charge to policyholder benefit expense, which could negatively affect our results of operations.

For further discussion of DAC and Future policy benefits, see Item 7. MD&A Critical Accounting Estimates and Notes 2, 10 and 13 to the Consolidated Financial Statements.

## GUARANTEES WITHIN VARIABLE ANNUITIES

*Guarantees Within Certain of Our Products May Decrease Our Earnings and Increase the Volatility of Our Results.* Certain variable annuity products that we offer guarantee a certain level of benefits to the policyholder. These guarantee features include guaranteed minimum death benefits (GMDB), guaranteed minimum income benefits (GMIB), guaranteed minimum withdrawal benefits (GMWB) and guaranteed minimum account value benefits (GMAV). At December 31, 2011, our net liabilities associated with these guaranteed benefits, representing the aggregate amount of the benefits in excess of the related account values, were \$1.2 billion. We use reinsurance in combination with derivative instruments to mitigate the exposure associated with these liabilities, and while we believe that these and other actions have mitigated the risks related to these guaranteed benefits, our exposure is not fully hedged, and we remain liable in the event that reinsurers or counterparties are unable or unwilling to pay. In addition, downturns in equity markets, increased equity volatility or reduced interest rates could result in an increase in the valuation of the future policy benefits or policyholder account balances, increasing the liabilities associated with the guaranteed benefits and resulting in a reduction in our net income and shareholders' equity.

## REINSURANCE

*Reinsurance may not be available or affordable.* Our subsidiaries are major purchasers of reinsurance and utilize reinsurance as part of our overall risk management strategy. Reinsurance is an important risk management tool to manage transaction and insurance line risk retention and to mitigate losses that may arise from catastrophes. Market conditions beyond our control determine the availability and cost of the reinsurance purchased by our subsidiaries. For example, reinsurance may be more difficult or costly to obtain after a year with a large number of major catastrophes. Accordingly, we may be forced to incur additional expenses for reinsurance or may be unable to obtain sufficient reinsurance on acceptable terms, in which case we would have to accept an increase in exposure risk, reduce the amount of business written by our subsidiaries or seek alternatives.

*Reinsurance subjects us to the credit risk of our reinsurers and may not be adequate to protect us against losses.* Although reinsurance makes the reinsurer liable to our subsidiary to the extent the risk is ceded, it does not relieve our subsidiary of the primary liability to its policyholders. Accordingly, we bear credit risk with respect to our subsidiaries' reinsurers to the extent the credit risk is not mitigated by collateral or other credit enhancements. A reinsurer's insolvency or inability or refusal to make timely payments under the terms of its agreements with our subsidiaries could have a material adverse effect on our results of operations and liquidity. For additional information on our reinsurance, see Item 7. MD&A Enterprise Risk Management Business Unit Risk Management Reinsurance.

## INDEMNITY OBLIGATIONS

*Claims under indemnity obligations may be material.* We have provided financial guarantees and indemnities in connection with the businesses we have sold, including ALICO, AGF, AIG Star and AIG Edison. While we do not currently believe that the claims under these indemnities will be material, it is possible that significant indemnity claims could be made against us. If such a claim were successful, our results of operations, cash flows and liquidity could be materially adversely affected. See Note 16 to the Consolidated Financial Statements for more information on these financial guarantees and indemnities.

## REGULATION

*The enactment of the Dodd-Frank Wall Street Reform and Consumer Protection Act will subject us to substantial additional federal regulation, which may materially and adversely affect our businesses, results of operations, cash flows, financial condition and credit ratings.* On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer





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Protection Act (Dodd-Frank), which effects comprehensive changes to the regulation of financial services in the United States, was signed into law. Dodd-Frank directs existing and newly-created government agencies and bodies to promulgate regulations implementing the law, an ongoing process anticipated to continue over the next few years. We cannot predict with certainty the requirements of the regulations ultimately adopted or how or whether Dodd-Frank and such regulations will affect our businesses, results of operations, cash flows or financial condition, require us to raise additional capital or result in a downgrade of our credit ratings.

Under Dodd-Frank, we may become subject to the examination, enforcement and supervisory authority of the FRB as a savings and loan holding company or a SIFI. AIG expects that when the Department of the Treasury ceases to own at least 50 percent of the outstanding shares of our Common Stock, we would be regulated by the FRB as a savings and loan holding company. In either event:

We would become subject to the examination, enforcement and supervisory authority of the FRB. We cannot predict how the FRB would exercise general supervisory authority over us.

The FRB would be required to impose minimum leverage and risk-based capital requirements on us not less than those applicable to insured depository institutions.

We may be required to place our financial activities in an intermediate holding company separate from our non-financial activities (as defined for purposes of the Bank Holding Company Act) subject to restrictions on transactions between the two businesses, which could be burdensome and costly to implement.

If we are designated as a SIFI:

We would become subject to stress tests to determine whether, on a consolidated basis, we have the capital necessary to absorb losses due to adverse economic conditions.

We would be subject to stricter prudential standards, including stricter requirements and limitations relating to risk-based capital, leverage, liquidity and credit exposure, as well as overall risk management requirements, management interlock prohibitions and a requirement to maintain a plan for rapid and orderly dissolution in the event of severe financial distress.

We would become subject to a new early remediation regime process to be administered by the FRB.

If we are designated as a SIFI and determined to be a grave threat to U.S. financial stability:

We would be required to maintain a debt-to-equity ratio of no more than 15:1.

The FRB may:

limit our ability to merge with, acquire, consolidate with, or become affiliated with another company;

restrict our ability to offer specified financial products;

require us to terminate specified activities;

impose conditions on how we conduct our activities; or

with approval of the Financial Stability Oversight Council (the Council), and a determination that the foregoing actions are inadequate to mitigate a threat to U.S. financial stability, require us to sell or otherwise transfer assets or off-balance-sheet items to unaffiliated entities.

See Business Regulation for further discussion of this potential regulation.

If we continue to control AIG Federal Savings Bank or another insured depository institution, we would become subject to the "Volcker Rule", which could place limits on "proprietary trading" and the sponsorship of, or investment in "covered funds." The term "covered funds" could include hedge, private equity or similar funds and, in certain cases, issuers of asset backed securities if such securities have equity-like characteristics. These prohibitions could substantially impact our investment portfolios as they are currently managed. The Volcker Rule, as proposed, contains an exemption for proprietary trading by insurance companies for their general account, but the final extent of this exemption cannot be predicted. Even if we no longer controlled an insured depository

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institution, we might still be subject to additional capital and quantitative limitations under the Volcker Rule as a SIFI.

In addition, Dodd-Frank establishes a new framework for regulation of over the counter (OTC) derivatives under which we may have to collateralize previously uncollateralized swaps. These additional obligations to post collateral or the costs of assignment, termination or obtaining alternative credit could have a material adverse effect on us. This new framework may also increase the cost of conducting a hedging program or have other effects materially adverse to us.

We cannot predict the requirements of the regulations ultimately adopted, the level and magnitude of supervision we may become subject to, or how Dodd-Frank and such regulations will affect the financial markets generally or our businesses, results of operations, cash flows or financial condition. It is possible that the regulations adopted under Dodd-Frank could significantly alter our business practices, require us to raise additional capital, impose burdensome and costly requirements and add additional costs. Some of the regulations may also affect the perceptions of regulators, rating agencies, customers, counterparties, creditors or investors about our financial strength and could potentially affect our financing costs or result in a ratings downgrade.

*We are subject to extensive regulation in the jurisdictions in which we conduct our businesses, including with respect to the pricing of policies that we write, and regulatory actions could make it challenging for us to continue to engage in business in the ordinary course.* Our operations around the world are subject to regulation by different types of regulatory authorities, including insurance, securities, investment advisory, banking and thrift regulators in the United States and abroad. Regulators have the ability to take various steps to protect the businesses of the entities they regulate. These steps could include, and in the past have included:

restricting or prohibiting the payment of dividends to AIG Parent and its subsidiaries;

restricting or prohibiting other payments to AIG Parent and its subsidiaries;

requesting additional capital contributions from AIG Parent;

requesting that intercompany reinsurance reserves be covered by assets locally;

restricting the business in which the subsidiaries may engage;

requiring pre-approval of all proposed transactions between the regulated subsidiaries and AIG Parent or any affiliate; and

requiring more frequent reporting, including with respect to capital and liquidity positions.

In addition, the premium rates that we are able to charge and the profits that we are able to obtain are affected by the actions of state and foreign insurance departments that regulate our businesses. In addition to this regulation, our insurance subsidiaries are subject to laws that require insurers to participate in assigned risk plans, or to offer coverage to all consumers or at prices that we might not otherwise offer. Any of these actions could have an adverse effect on our consolidated results of operations.

*Requirements of the USA PATRIOT Act, the Office of Foreign Assets Control and similar laws that apply to us may expose us to significant penalties.* The operations of certain of our subsidiaries are subject to laws and regulations, including the USA PATRIOT Act of 2001, which requires companies to know certain information about their clients and to monitor their transactions for suspicious activities. In addition, the Department of the Treasury's Office of Foreign Assets Control administers regulations requiring U.S. persons to refrain from doing business, or allowing their clients to do business through them, with certain organizations or individuals on a prohibited list maintained by the U.S. government or with certain countries. The United Kingdom, the European Union and other jurisdictions maintain similar laws and regulations. Although we have instituted compliance programs to address these requirements, there are inherent risks in global transactions.

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*Attempts to mitigate the impact of Regulation XXX and Actuarial Guideline AXXX may fail in whole or in part resulting in an adverse effect on our financial condition and results of operations.* The Model Regulation entitled "Valuation of Life Insurance Policies", commonly known as "Regulation XXX", requires insurers to establish additional statutory reserves for term life insurance policies with long-term premium guarantees and universal life

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policies with secondary guarantees. In addition, Actuarial Guideline 38, more commonly known as "Guideline AXXX", clarifies the application of Regulation XXX with respect to certain universal life insurance policies with secondary guarantees. The application of both Regulation XXX and Guideline AXXX involves numerous interpretations. At times, there may be differences of opinion between management and state insurance departments regarding the application of these and other actuarial standards. Such differences of opinion may lead to a state insurance regulator requiring greater reserves to support insurance liabilities than management estimated.

We also have implemented reinsurance and capital management actions to mitigate the capital impact of Regulation XXX and Guideline AXXX, including the use of letters of credit to support the reinsurance provided by our captive reinsurance subsidiaries. We focus on identifying cost-effective opportunities to manage our intercompany reinsurance transactions, particularly with respect to certain redundant statutory reserve requirements on term insurance and universal life with secondary guarantees (Regulation XXX and Guideline AXXX reserves). For this purpose, we had a \$585 million syndicated letter of credit facility and \$215 million of letters of credit on a bilateral basis outstanding at December 31, 2011, all of which relate to intercompany life reinsurance transactions. All of these letters of credit are due to mature on December 31, 2015. However, such actions may not be sufficient to offset regulatory, rating agency or other requirements. In that case, we could be required to increase statutory reserves or incur higher operating and/or tax costs.

We also cannot provide assurance that we will be able to continue to implement actions to mitigate the impact of Regulation XXX or Guideline AXXX on future sales of term and universal life insurance products. If we are unable to continue to implement those actions, we may incur higher operating costs and lower returns on products sold than we currently anticipate or reduce our sales of these products.

*New regulations promulgated from time to time may affect our operations, financial condition and ability to compete effectively.* Legislators and regulators may periodically consider and put forward various proposals that may affect the profitability of certain of our businesses or even our ability to conduct certain businesses at all, including proposals relating to restrictions on the type of activities in which financial institutions are permitted to engage and the size of financial institutions, and proposals to impose additional taxes on a limited subset of financial institutions and insurance companies (either based on size, activities, geography, government support or other criteria). It is uncertain whether and how these and other such proposals would apply to us or our competitors or how they could impact our consolidated results of operations, financial condition and ability to compete effectively.

## CHANGE IN CONTROL

*Our ability to utilize tax losses and credits carryforwards to offset future taxable income may be significantly limited if we experience an "ownership change" under the Internal Revenue Code.* As of December 31, 2011, we had a U.S. federal net operating loss carryforward of approximately \$45.3 billion, \$21.3 billion in capital loss carryforwards and \$4.6 billion in foreign tax credits (Tax Losses and credits carryforwards). Our ability to utilize such tax attributes to offset future taxable income may be significantly limited if we experience an "ownership change" as defined in Section 382 of the Internal Revenue Code of 1986, as amended (the Code). In general, an ownership change will occur when the percentage of AIG Parent's ownership (by value) of one or more "5-percent shareholders" (as defined in the Code) has increased by more than 50 percent over the lowest percentage owned by such shareholders at any time during the prior three years (calculated on a rolling basis). An entity that experiences an ownership change generally will be subject to an annual limitation on its pre-ownership change tax losses and credits carryforwards equal to the equity value of the corporation immediately before the ownership change, multiplied by the long-term, tax-exempt rate posted monthly by the IRS (subject to certain adjustments). The annual limitation would be increased each year to the extent that there is an unused limitation in a prior year. The limitation on our ability to utilize tax losses and credits carryforwards arising from an ownership change under Section 382 would depend on the value of our equity at the time of any ownership change.

While the Department of the Treasury owns more than 50 percent of AIG Common Stock, under guidance issued by the Internal Revenue Service, we will not be treated as having experienced an ownership change. However, once the Department of the Treasury's ownership of outstanding AIG Common Stock falls below

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50 percent, it is possible for us to experience an ownership change as a result of purchases of AIG Common Stock by "5-percent shareholders". For the purpose of determining whether there has been an "ownership change", the change in ownership as a result of purchases by "5-percent shareholders" will be aggregated with certain changes in ownership that occurred over the three-year period ending on the date of such purchases, including, for example, the sale of AIG Common Stock that was issued in exchange for the shares of AIG's Series C Perpetual, Convertible, Participating Preferred Stock, par value \$5.00 per share (the Series C Preferred Stock), but excluding the issuance of the AIG Common Stock that was issued in exchange for 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), and the shares of AIG's Series F Fixed Rate Non-Cumulative Perpetual Preferred Stock, par value \$5.00 per share (the Series F Preferred Stock), both of which were issued under the Emergency Economic Stabilization Act of 2008 and to which Notice 2010-2 applies. Any repurchases of AIG Common Stock by AIG will be taken into account in determining whether there has been an "ownership change". If we were to experience an "ownership change", it is possible that a significant portion of our tax losses and credits carryforwards could expire before we would be able to use them to offset future taxable income.

On March 9, 2011, AIG's Board of Directors adopted a Tax Asset Protection Plan (the Plan) to help protect our ability to recognize tax benefits from certain tax attributes in order to reduce our potential future income tax liability. At our 2011 Annual Meeting of Shareholders, shareholders ratified the Plan and also adopted a protective amendment (the Protective Amendment) to our Restated Certificate of Incorporation, which is designed to prevent certain transfers of AIG Common Stock that could result in an "ownership change". The Plan is designed to reduce the likelihood that AIG will experience an "ownership change" by (i) discouraging any person or group from becoming a 4.99 percent shareholder and (ii) discouraging any existing 4.99 percent shareholder from acquiring additional shares of AIG Common Stock. The Protective Amendment generally restricts any transfer of AIG Common Stock if the effect would be to (i) increase the ownership by any person to 4.99 percent or more of AIG stock then outstanding (Five Percent Stockholder) or (ii) increase the percentage of AIG stock owned by a Five Percent Stockholder. While the Plan and the Protective Amendment are intended to deter and prevent acquisitions of AIG Common Stock that may result in an "ownership change", such acquisitions may still occur. In addition, the Plan and the Protective Amendment may make it more difficult and more expensive to acquire us, and may discourage open market purchases of AIG Common Stock or a non-negotiated tender or exchange offer for AIG Common Stock. Accordingly, the Plan and the Protective Amendment may limit a shareholder's ability to realize a premium over the market price of AIG Common Stock in connection with any stock transaction.

## FOREIGN OPERATIONS

*Our foreign operations expose us to risks that may affect our operations, liquidity and financial condition.* We provide insurance, investment and other financial products and services to both businesses and individuals in more than 130 countries. A substantial portion of our Chartis business is conducted outside the United States, and our intention is to continue to grow this business. Operations outside the United States, particularly those in developing nations, may be affected by regional economic downturns, changes in foreign currency exchange rates, political upheaval, nationalization and other restrictive government actions, which could also affect our other operations.

The degree of regulation and supervision in foreign jurisdictions varies. Generally, AIG Parent, as well as its subsidiaries operating in such jurisdictions, must satisfy local regulatory requirements. Licenses issued by foreign authorities to our subsidiaries are subject to modification and revocation. Thus, our insurance subsidiaries could be prevented from conducting future business in certain of the jurisdictions where they currently operate. Adverse actions from any single country could adversely affect our results of operations, liquidity and financial condition depending on the magnitude of the event and our financial exposure at that time in that country.

## LEGAL PROCEEDINGS

*Significant legal proceedings may adversely affect our results of operations or financial condition.* We are party to numerous legal proceedings, including securities class actions and regulatory and governmental investigations. Due

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to the nature of the litigation, the lack of precise damage claims and the type of claims we are subject to, we cannot currently quantify our ultimate or maximum liability for these actions. It is possible that developments in these unresolved matters could have a material adverse effect on our consolidated financial condition or consolidated results of operations for an individual reporting period. For a discussion of these unresolved matters, see Note 16(a) to the Consolidated Financial Statements.

**USE OF ESTIMATES**

*If actual experience differs from management's estimates used in the preparation of financial statements, our consolidated results of operations or financial condition could be adversely affected.* The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the application of accounting policies that often involve a significant degree of judgment. We consider our accounting policies that are most dependent on the application of estimates and assumptions, and therefore viewed as critical accounting estimates, are those described in Item 7. MD&A Critical Accounting Estimates. These accounting estimates require the use of assumptions, some of which are highly uncertain at the time of estimation. These estimates, by their nature, are based on judgment and current facts and circumstances. Therefore, actual results could differ from these estimates, possibly in the near term, and could have a material effect on the consolidated financial statements.

**AIRCRAFT LEASING BUSINESS**

*Our aircraft leasing business depends on lease revenues and exposes us to the risk of lessee non-performance.* Our aircraft leasing business depends on the ability of our customers to meet their obligations to us under their leases; if their ability materially decreases, it may negatively affect our business, results of operations and cash flows.

*Our aircraft may become obsolete over time.* Aircraft are long-lived assets requiring long lead times to develop and manufacture. As a result, aircraft of a particular model and type may become obsolete and less in demand over time, when newer, more advanced and efficient aircraft or aircraft engines are manufactured. This life cycle, however, can be shortened by world events, government regulation or customer preferences. As aircraft in our fleet approach obsolescence, demand for particular models and types may decrease. This may result in declining lease rates, losses on sales, impairment charges or fair value adjustments and may adversely affect our business, consolidated financial condition, results of operations and cash flows.

*The residual value of our aircraft is subject to a number of risks and uncertainties.* Technological developments, macro-economic conditions, availability and cost of funding for aviation, and the overall health of the airline industry impact the residual values of our aircraft. If challenging economic conditions persist for extended periods, the residual values of our aircraft could be negatively impacted, which could result in future impairments.

**LIQUIDITY**

*If our internal sources of liquidity are insufficient to meet our needs, we may become dependent on third-party financing, external capital markets or other sources of liquidity, which may not be available or could be prohibitively expensive.* We need liquidity to pay our operating expenses, interest on our debt, maturing debt obligations and to meet any statutory capital requirements of our subsidiaries. If we have insufficient liquidity to meet our needs, we may be required to raise additional capital or obtain other sources of commercial funding. The availability of any additional financing depends on a variety of factors, including, but not limited to, general market conditions, the volume of trading activities, the overall availability of credit, regulatory actions, our credit ratings and credit capacity, as well as the possibility that customers, lenders or investors could develop a negative perception of our long- or short-term financial prospects. Disruptions, volatility and uncertainty in the financial markets, to the extent they persist or recur, may also limit our ability to access external capital markets at times and on terms favorable to us and to meet our capital and liquidity needs. Furthermore, if our internal sources of liquidity prove to be insufficient, we may be unable to obtain additional financing on favorable terms, if at all. For a further discussion of liquidity, see Item 7. MD&A Capital Resources and Liquidity.

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*AIG Parent's ability to access funds from our subsidiaries is limited.* As a holding company, AIG Parent depends on dividends, distributions and other payments from our subsidiaries to fund payments due on its obligations, including its outstanding debt. Further, the majority of its investments are held by our regulated subsidiaries. Our subsidiaries may be limited in their ability to make dividend payments or advance funds to AIG Parent in the future because of the need to support their own capital levels.

*AIG Parent's ability to support our subsidiaries is limited.* Historically, AIG Parent has provided capital and liquidity to our subsidiaries to maintain regulatory capital ratios, comply with rating agency requirements and meet unexpected cash flow obligations, in some cases under support or capital maintenance agreements. If AIG Parent is unable to provide support to a subsidiary having an immediate capital or liquidity need, the subsidiary could become insolvent or, in the case of an insurance subsidiary or other regulated entity, could be seized by its regulator. In the event of a catastrophe, reserve strengthening or other event, AIG Parent may be required to provide capital to one or more of our regulated subsidiaries. AIG Parent has entered into capital maintenance agreements with certain of our U.S. insurance subsidiaries that will require it to contribute capital if specific risk-based capital (RBC) thresholds are triggered.

*Certain of the investments held by our subsidiaries are illiquid and/or are difficult to sell, or to sell in significant amounts or at acceptable prices, to generate cash to meet their needs.* Our subsidiaries' investments in certain securities, including certain fixed income securities and certain structured securities, private equity securities, private equity funds and hedge funds, mortgage loans, flight equipment, finance receivables and real estate, which had a collective fair value of \$96 billion at December 31, 2011, are illiquid or may not be disposed of quickly. Further, we have a significant remaining stake in AIA, one-half of which is subject to restrictions on transfer and hedging. In addition, the steep decline in the U.S. real estate markets and tight credit markets have materially adversely affected the liquidity of our other securities portfolios, including our residential and commercial mortgage-related securities and investment portfolios. In the event additional liquidity is required by one or more of our subsidiaries and AIG Parent is unable to provide liquidity, it may be difficult to generate additional liquidity by selling, pledging or otherwise monetizing the less liquid investments described above.

**SPECIAL PURPOSE VEHICLE INTERCOMPANY LOANS AND PLEDGE OF DESIGNATED ENTITY**

*We have pledged equity interests in certain of our businesses and other assets to secure intercompany loans made in connection with the Recapitalization and granted other control rights with respect to certain businesses and assets.* We have pledged equity interests in certain of our businesses and other assets as security for the repayment of the intercompany loans extended to AIG Parent by the special purpose vehicles that held the proceeds of the AIA initial public offering and the ALICO sale (the SPVs, and such loans, the SPV Intercompany Loans). Although the loan from the ALICO SPV was repaid in full in 2011, the loan from the AIA SPV, which remains outstanding, is secured by the assets that continue to be held by the AIA SPV, including the ordinary shares of AIA and our equity interest in ILFC (the Designated Entity). If we are unable to satisfy our obligations under the AIA SPV Intercompany Loan, the secured parties may have the right to foreclose upon and sell the assets that secure this loan, which could have a material adverse effect on the operations of the Designated Entity and could adversely affect the value of the Designated Entity.

Furthermore, so long as the Department of the Treasury holds the preferred interests in the AIA SPV (the AIA SPV Preferred Interests), the Department of the Treasury will have the right, subject to existing contractual restrictions, to require us to dispose of the remaining AIA ordinary shares held by the AIA SPV to the extent necessary to fully repay the liquidation preference on the Department of the Treasury's AIA SPV Preferred Interests. In addition, the consent of the Department of the Treasury, so long as it holds AIA SPV Preferred Interests or the preferred interests in the ALICO SPV (together, the SPV Preferred Interests), will also be required for us to take specified significant actions with respect to the Designated Entity, including initial public offerings, sales of the business and significant acquisitions or dispositions and incurrence of indebtedness above specified levels. 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 the Designated Entity on terms that it will determine.



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These rights could have a material adverse effect on the operations of the Designated Entity and could adversely affect the value of the Designated Entity.

**CONTROLLING SHAREHOLDER**

*As a result of the issuance of the shares of AIG Common Stock to the Department of the Treasury in connection with the Recapitalization, the Department of the Treasury is AIG Parent's controlling shareholder.* As of January 31, 2012, the Department of the Treasury owns approximately 77 percent of the outstanding shares of AIG Common Stock. The Department of the Treasury is able, to the extent permitted by law, to control a vote of AIG shareholders on substantially all matters, including:

approval of mergers or other business combinations;

a sale of all or substantially all of our assets;

amendments to AIG Parent's restated certificate of incorporation; and

other matters that might be favorable to the Department of the Treasury, but not to our other shareholders.

Moreover, the Department of the Treasury's ability to cause or prevent a change in control of AIG could also have an adverse effect on the market price of AIG Common Stock. The Department of the Treasury may also, subject to applicable securities laws, transfer all, or a portion of, the AIG Common Stock to another person or entity and, in the event of such a transfer, that person or entity could become our controlling shareholder. The Department of the Treasury's rights under a registration rights agreement executed in connection with the Recapitalization may be assigned to any person purchasing over \$500 million of AIG Common Stock.

*We granted the Department of the Treasury certain registration rights and, subject to certain exceptions, the ability to control the terms, conditions and pricing of any offering in which it participates, including any primary offering by us.* We have granted the Department of the Treasury registration rights with respect to the shares of AIG Common Stock issued in connection with the Recapitalization, including:

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

the right to demand no more than twice in any 12-month period that we effect a registered marketed offering of our 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 our voting securities.

*Possible future sales of AIG Common Stock by the Department of the Treasury could adversely affect the market for AIG Common Stock.* We have granted the Department of the Treasury the registration rights described above. Although we can make no prediction as to the effect, if any, that sales by the Department of the Treasury would have on the market price of AIG Common Stock, sales of substantial amounts of AIG Common Stock, or the perception that such sales could occur, could adversely affect the market price of AIG Common Stock.

**EMPLOYEES**

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*Mr. Benmosche may be unable to continue to provide services to AIG due to his health.* Mr. Robert Benmosche, the President and Chief Executive Officer of AIG, was diagnosed with cancer and has been undergoing treatment for his disease. He continues to fulfill all of his responsibilities and has stated his desire to continue in such roles beyond 2012. However, there can be no assurance that his condition will not change and prevent him from continuing to perform these roles.

*The limitations on incentive compensation contained in the American Recovery and Reinvestment Act of 2009 and the restrictions placed on compensation by the Special Master for TARP Executive Compensation and in our agreement with the Department of the Treasury may adversely affect our ability to attract talent and retain and motivate our highest performing employees.* The American Recovery and Reinvestment Act of 2009 contains provisions which,

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as implemented by the Department of the Treasury in its Interim Final Rule, restrict bonus and other incentive compensation payable to certain AIG employees. Historically, we have embraced a pay-for-performance philosophy. Based on the limitations placed on incentive compensation, it is unclear whether, for the foreseeable future, we will be able to create a compensation structure that permits us to attract talent and retain and motivate our most senior and most highly compensated employees and other high performing employees who become subject to such limitations. The restrictions on our ability to attract talent and retain and motivate our highest performing employees may affect our ability to strengthen our businesses and prepare and make required filings in a timely manner with the SEC and other federal, state and foreign regulators.

*Employee error and misconduct may be difficult to detect and prevent and may result in significant losses.* Losses may result from, among other things, fraud, illegal acts, errors, failure to document transactions properly or to obtain proper internal authorization or failure to comply with regulatory requirements or our internal policies. There have been a number of highly publicized cases involving fraud or other misconduct by employees in the financial services industry in recent years, and we run the risk that employee misconduct could occur. It is not always possible to deter or prevent employee misconduct, and the controls that we have in place to prevent and detect this activity may not be effective in all cases.

### **ELECTRONIC DATA SYSTEMS AND HANDLING OF CONFIDENTIAL INFORMATION**

*If we are unable to maintain the availability of our electronic data systems and safeguard the security of our data, our ability to conduct business may be compromised, which could adversely affect our consolidated financial condition or results of operations.* We use computer systems to store, retrieve, evaluate and utilize customer, employee, and company data and information. Some of these systems in turn, rely upon third-party systems. Our business is highly dependent on our ability to access these systems to perform necessary business functions, including providing insurance quotes, processing premium payments, making changes to existing policies, filing and paying claims, administering variable annuity products and mutual funds, providing customer support and managing our investment portfolios. Systems failures or outages could compromise our ability to perform these functions in a timely manner, which could harm our ability to conduct business and hurt our relationships with our business partners and customers. In the event of a natural disaster, a computer virus, a terrorist attack or other disruption inside or outside the U.S., our systems may be inaccessible to our employees, customers or business partners for an extended period of time, and our employees may be unable to perform their duties for an extended period of time if our data or systems are disabled or destroyed. Our systems could also be subject to unauthorized access, such as physical or electronic break-ins or unauthorized tampering. AIG maintains cyber risk insurance, but this insurance may not cover all costs associated with the consequences of personal, confidential or proprietary information being compromised. In some cases, such unauthorized access may not be immediately detected. This may impede or interrupt our business operations and could adversely affect our consolidated financial condition or results of operations.

In addition, we routinely transmit, receive and store personal, confidential and proprietary information by email and other electronic means. Although we attempt to keep such information confidential, we may be unable to do so in all events, especially with clients, vendors, service providers, counterparties and other third parties who may not have or use appropriate controls to protect confidential information. Furthermore, certain of our businesses are subject to compliance with laws and regulations enacted by U.S. federal and state governments, the European Union or other jurisdictions or enacted by various regulatory organizations or exchanges relating to the privacy and security of the information of clients, employees or others. The compromise of personal, confidential or proprietary information could result in remediation costs, legal liability, regulatory action and reputational harm.

### **REGULATORY CAPITAL CREDIT DEFAULT SWAP PORTFOLIO**

*A deterioration in the credit markets may cause us to recognize unrealized market valuation losses which could have an adverse effect on our consolidated financial condition, consolidated results of operations or liquidity. Moreover, depending on how and when the Basel I capital standards are phased out, the period of time that AIGFP remains at risk for such deterioration could be longer than anticipated by AIGFP.* A total of \$6.4 billion in net notional amount

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of the super senior credit default swap (CDS) portfolio of AIGFP as of December 31, 2011, represented derivatives written for financial institutions, principally in Europe against European corporate loans and residential mortgage loans, primarily for the purpose of providing regulatory capital relief rather than for arbitrage purposes. These portfolios have no direct exposure to any obligors in the five countries of the Euro-zone periphery (Spain, Italy, Ireland, Greece and Portugal). The regulatory benefit of these transactions for AIGFP's financial institution counterparties was 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 from these transactions and thus may impact the period of time that such counterparties are expected to hold the positions. AIGFP continues to reassess the expected maturity of this portfolio. As of December 31, 2011, AIGFP estimated that the weighted average expected maturity of the portfolio was 0.86 years.

Given the current performance of the underlying portfolios, the level of subordination of credit protection written by AIGFP and AIGFP's own assessment of the credit quality of the underlying portfolios, as well as the risk mitigants inherent in the transaction structures, AIGFP, after taking into consideration weakening economic conditions in Europe, does not expect that it will be required to make payments pursuant to the contractual terms of those transactions providing regulatory capital relief. AIGFP will continue to assess the valuation of this portfolio and monitor developments in the marketplace. Depending on how and when the Basel I regulatory requirements are phased out, we could also remain at risk for a longer period of time than currently anticipated.

### LONG-TERM ASPIRATIONAL GOALS

*AIG's ability to achieve its long-term aspirational goals with respect to return on equity (ROE) and earnings per share (EPS) and other long-term aspirational goals are based on significant assumptions, and AIG's actual results may differ, possibly materially and adversely, from these goals.* In setting its long-term aspirational goals for ROE and EPS, described in Item 2. MD&A Long-Term Aspirational Goals in its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011, AIG made significant assumptions that include, among other things, the general conditions of markets in which it operates, revenues and combined ratios of its subsidiaries, investment yields, subsidiaries' capacity to distribute dividends to AIG Parent, AIG's ability to apply deployable capital to share repurchases, dividend payments, acquisitions or organic growth, AIG's ability to maintain financial leverage commensurate with its current credit ratings, the exclusion of the impact on shareholders' equity of the reversal of the tax valuation allowance, the effectiveness of AIG's cost rationalization measures, the approval of planned actions (including with respect to any share repurchases, dividend payments or acquisitions) by AIG's regulators, the overall credit rating implications of AIG's proposed strategic actions and general financial market and interest rate conditions. These assumptions are not historical facts but instead represent only AIG's expectations regarding future events, many of which, by their nature, are inherently subject to significant uncertainties and contingencies and are outside AIG's control. It is very likely that one or more of the assumptions will not be met or that actual results will deviate materially from what is assumed. While AIG remains committed to its long-term aspirational goals, AIG's actual results are likely to differ from these aspirational goals and the difference may be material and adverse.

The aspirational goals and their underlying assumptions are forward-looking statements. AIG strongly cautions its shareholders and other investors not to place undue reliance on any of these assumptions or aspirational goals. AIG is not under any obligation (and expressly disclaims any obligation) to update or alter any assumptions, goals, projections or other related statements, whether written or oral, that may be made from time to time, whether as a result of new information, future events or otherwise. See Item 7. MD&A Cautionary Statement Regarding Forward Looking Information for additional information regarding the forward-looking statements.

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**ITEM 1B. UNRESOLVED STAFF COMMENTS**

There are no material unresolved written comments that were received from the SEC staff 180 days or more before the end of AIG's fiscal year relating to AIG's periodic or current reports under the Exchange Act.

**ITEM 2. PROPERTIES**

AIG and its subsidiaries operate from over 400 offices in the United States and approximately 700 offices in over 75 foreign countries. The following offices are located in buildings owned by AIG and its subsidiaries:

Greensboro and Winston-Salem, North Carolina	Nashville, Tennessee
Amarillo, Ft. Worth and Houston, Texas	Stevens Point, Wisconsin
San Juan, Puerto Rico	175 Water Street in New York, New York
Livingston, New Jersey	Stowe, Vermont
Wilmington, Delaware	

In addition, offices in approximately 20 foreign countries and jurisdictions including Argentina, Bermuda, Colombia, Ecuador, Japan, Mexico, the U.K., Thailand, and Venezuela are located in buildings owned by AIG and its subsidiaries. The remainder of the office space utilized by AIG and its subsidiaries is leased. AIG believes that its leases and properties are sufficient for its current purposes.

**ITEM 3. LEGAL PROCEEDINGS**

For a discussion of legal proceedings, see Note 16(a) to the Consolidated Financial Statements, which is incorporated herein by reference.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

Table of Contents**Part II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

AIG's common stock, par value \$2.50 per share (AIG Common Stock), is listed on the New York Stock Exchange, as well as on the Tokyo Stock Exchange. The approximate number of record holders of AIG Common Stock as of January 31, 2012 was 44,938.

The following table presents the high and low closing sale prices on the New York Stock Exchange Composite Tape and the dividends paid per share of AIG Common Stock for each quarter of 2011 and 2010.

	2011			2010		
	High	Low	Dividends Paid	High	Low	Dividends Paid
First quarter	\$ 61.18*	\$ 34.95	\$ -	\$ 36.24	\$ 22.16	\$ -
Second quarter	35.00	27.23	-	44.51	34.05	-
Third quarter	30.21	21.61	-	41.64	33.10	-
Fourth quarter	26.34	20.07	-	59.38	38.86	-

\*

*Includes the effect of the AIG Common Stock trading with due bills for the dividend paid in the form of warrants.*

Pursuant to the terms of the AIG Series G Cumulative Mandatory Convertible Preferred Stock, par value \$5.00 per share (the Series G Preferred Stock) AIG was unable to pay dividends while the Series G Preferred Stock was outstanding. The Series G Preferred Stock was cancelled in connection with AIG's public offering of AIG Common Stock in May 2011. After the cancellation of the Series G Preferred Stock, there are no contractual restrictions on AIG's ability to pay dividends.

Any payment of dividends will need the approval of AIG's Board of Directors, in its discretion, from funds legally available therefor. AIG's Board of Directors may consider AIG's financial position, the performance of its businesses, its consolidated financial condition, results of operations and liquidity, available capital, the existence of investment opportunities and other factors in determining the payment of dividends, if any. AIG may become subject to restrictions on the payment of dividends if it is designated as a non-bank SIFI or considered a savings and loan holding company. See Item 1. Business Regulation for further discussion of this potential regulation.

In addition, AIG was previously unable to pay dividends under the terms of other series of AIG preferred stock that were outstanding from November 2008 through January 14, 2011.

For a discussion of certain restrictions on the payment of dividends to AIG by some of its insurance subsidiaries, see Item 1A. Risk Factors Liquidity AIG Parent's ability to access funds from our subsidiaries is limited, and Note 17 to the Consolidated Financial Statements.

**REPURCHASES OF EQUITY SECURITIES**

In November 2011, AIG's Board of Directors authorized the repurchase of shares of AIG Common Stock with an aggregate purchase amount of up to \$1 billion from time to time in the open market, through derivative or automatic purchase contracts or otherwise. The timing of such purchases will depend on market conditions, AIG's financial condition, results of operations, liquidity, rating agency considerations and other factors. This authorization replaces all prior AIG Common Stock repurchase authorizations.

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The following table summarizes AIG's stock repurchases as part of its publicly announced share repurchase program for the three-month period ended December 31, 2011:

Period	Total Number of Shares Repurchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans (in millions)
October 1, 2011 - October 31, 2011	-	\$ -	-	\$ 1,000
November 1, 2011 - November 30, 2011	2,563,531	22.83	2,563,531	941
December 1, 2011 - December 31, 2011	510,500	22.35	510,500	930
Total	3,074,031	\$ 22.75	3,074,031	\$ 930

**EQUITY COMPENSATION PLANS**

AIG's table of equity compensation plans previously approved by security holders and equity compensation plans not previously approved by security holders will be included in the definitive proxy statement for AIG's 2012 Annual Meeting of Shareholders, which will be filed with the SEC no later than 120 days after the close of AIG's fiscal year pursuant to Regulation 14A.

**PERFORMANCE GRAPH**

The following Performance Graph compares the cumulative total shareholder return on AIG Common Stock for a five-year period (December 31, 2006 to December 31, 2011) with the cumulative total return of the S&P's 500 stock index (which includes AIG) and a peer group of companies (the New Peer Group) consisting of ten insurance companies to which AIG compares its business and operations:

ACE Limited	MetLife, Inc.
Allianz Group	Prudential Financial, Inc.
The Chubb Corporation	The Travelers Companies, Inc.
Hartford Financial Services Group, Inc.	XL Capital Ltd., and
Lincoln National Corporation	Zurich Financial Services Group

The Performance Graph also compares the cumulative total shareholder return on AIG Common Stock to the return of a group of companies (the Old Peer Group) consisting of nine insurance companies to which AIG compared itself in its Annual Report on Form 10-K for the year ended December 31, 2010:

ACE Limited	MetLife, Inc.
Aflac Incorporated	Prudential Financial, Inc.
The Chubb Corporation	The Travelers Companies, Inc., and
Hartford Financial Services Group, Inc.	XL Capital Ltd.
Lincoln National Corporation	

Allianz Group and Zurich Financial Services Group were added to, and Aflac Incorporated was excluded from, the New Peer Group because AIG believes the changes result in a peer group that is more comparable to AIG's overall business and operations following AIG's sale of its foreign life insurance operations (i.e., American Life Insurance Company, Nan Shan Life Insurance Company, Ltd., AIG Star Life Insurance Co., Ltd. and AIG Edison Life Insurance Company) in 2010 and 2011 and the sale of a majority of AIA Group Limited in 2010.

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**FIVE-YEAR CUMULATIVE TOTAL SHAREHOLDER RETURNS**  
**Value of \$100 Invested on December 31, 2006**

	<b>As of December 31,</b>					
	<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>
AIG	\$ 100.00	\$ 82.27	\$ 2.39	\$ 2.28	\$ 4.39	\$ 2.15
S&P 500	100.00	105.49	66.46	84.05	96.71	98.76
New Peer Group	100.00	102.70	56.61	67.73	78.05	69.89
Old Peer Group	100.00	104.45	60.44	70.53	86.00	76.95



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The Selected Consolidated Financial Data should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the Consolidated Financial Statements and accompanying notes included elsewhere herein.

**Years Ended December 31,***(in millions, except per share data)*

	2011	2010	2009	2008	2007
<b>Revenues:</b>					
Premiums	\$ 38,990	\$ 45,319	\$ 48,583	\$ 60,147	\$ 58,575
Policy fees	2,705	2,710	2,656	2,990	3,006
Net investment income	14,755	20,934	18,992	10,453	23,933
Net realized capital gains (losses)	521	(175)	(5,210)	(46,794)	(3,248)
Aircraft leasing revenue	4,508	4,749	4,967	4,830	4,431
Other income	2,758	3,989	5,459	(38,293)	(5,180)
<b>Total revenues</b>	<b>64,237</b>	<b>77,526</b>	<b>75,447</b>	<b>(6,667)</b>	<b>81,517</b>
<b>Benefits, claims and expenses:</b>					
Policyholder benefits and claims incurred	33,449	41,394	45,311	45,447	44,995
Interest credited to policyholder account balances	4,446	4,480	4,704	5,589	5,933
Amortization of deferred acquisition costs	8,019	9,134	9,442	9,439	9,652
Other acquisition and insurance expenses	6,091	6,775	6,818	11,571	5,992
Interest expense	3,871	7,981	14,358	15,997	3,483
Aircraft leasing expenses	3,974	4,050	2,385	2,137	1,880
Net loss on extinguishment of debt	2,908	104	-	-	-
Net (gain) loss on sale of properties and divested businesses	74	(17,767)	1,271	-	-
Other expenses	2,470	3,439	5,465	6,182	4,848
<b>Total benefits, claims and expenses</b>	<b>65,302</b>	<b>59,590</b>	<b>89,754</b>	<b>96,362</b>	<b>76,783</b>
Income (loss) from continuing operations before income tax expense (benefit)	(1,065)	17,936	(14,307)	(103,029)	4,734
Income tax expense (benefit)	(18,036)	5,859	(1,489)	(9,683)	125
Income (loss) from continuing operations	16,971	12,077	(12,818)	(93,346)	4,609
Income (loss) from discontinued operations, net of tax	1,535	(2,064)	505	(7,041)	2,879
<b>Net income (loss)</b>	<b>18,506</b>	<b>10,013</b>	<b>(12,313)</b>	<b>(100,387)</b>	<b>7,488</b>
<b>Net income (loss) attributable to AIG</b>	<b>17,798</b>	<b>7,786</b>	<b>(10,949)</b>	<b>(99,289)</b>	<b>6,200</b>
<b>Income (loss) per common share attributable to AIG common shareholders</b>					
<b>Basic</b>					
Income (loss) from continuing operations	8.60	14.75	(93.69)	(704.26)	26.32
Income (loss) from discontinued operations	0.84	(3.15)	3.21	(52.59)	21.66
Net income (loss) attributable to AIG	9.44	11.60	(90.48)	(756.85)	47.98
<b>Diluted</b>					
Income (loss) from continuing operations	8.60	14.75	(93.69)	(704.26)	26.18
Income (loss) from discontinued operations	0.84	(3.15)	3.21	(52.59)	21.55
Net income (loss) attributable to AIG	9.44	11.60	(90.48)	(756.85)	47.73
Dividends declared per common share	-	-	-	8.40	15.40
<b>Year-end balance sheet data:</b>					
Total investments	410,438	410,412	601,165	636,912	829,468
Total assets	555,773	683,443	847,585	860,418	1,048,361
Long-term debt	75,253	106,461	136,733	177,485	162,935
Total liabilities	441,444	569,770	748,550	797,692	942,038
Total AIG shareholders' equity	104,951	85,319	69,824	52,710	95,801

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Total equity	<b>105,806</b>	113,239	98,076	60,805	104,273
<b>Other data (from continuing operations):</b>					
Other-than-temporary impairments	<b>1,280</b>	3,039	6,696	41,867	4,212
Goodwill impairment charges	-	-	693	3,744	-
Adjustment to federal and foreign deferred tax valuation allowance	<b>(16,561)</b>	1,486	3,137	20,121	212
Amortization of prepaid commitment fee	<b>49</b>	3,471	8,359	9,279	-
Catastrophe-related losses	\$ <b>3,307</b>	\$ 1,076	\$ 53	\$ 1,840	\$ 276

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Items affecting comparability between periods include:

AIG was significantly and adversely affected by the market turmoil in late 2008 and early 2009 and recognized other-than-temporary impairment charges in 2008 primarily related to collateralized mortgage-backed securities, other structured securities and securities of financial institutions; losses related to the change in AIG's intent and ability to hold to recovery certain securities; and losses related to AIG's securities lending program.

In 2008, AIG also recognized unrealized market valuation losses representing the change in fair value of its super senior credit default swap portfolio, established a deferred tax valuation allowance and experienced an unprecedented strain on liquidity. This strain led to several transactions and relationships with the Federal Reserve Bank of New York (FRBNY) and the Department of the Treasury. See Note 1 to the Consolidated Financial Statements for further discussion of these transactions and relationships.

The decline in interest expense in 2010 was primarily due to a reduced weighted average interest rate on borrowings, a lower average outstanding balance and a decline in amortization of the prepaid commitment fee asset related to the partial repayment of the credit facility provided by the FRBNY. On January 14, 2011, AIG repaid the remaining \$20.7 billion and terminated this facility, resulting in a net \$3.3 billion pre-tax charge in the first quarter of 2011, primarily representing the accelerated amortization of the remaining prepaid commitment fee asset included in Net loss on extinguishment of debt. See Note 1 to the Consolidated Financial Statements for further discussion of the Recapitalization.

AIG executed multiple asset dispositions in 2011 and 2010, as further discussed in Note 4 to the Consolidated Financial Statements, which included the completion of an initial public offering of AIA in 2010 for which AIG recognized a \$16.3 billion gain.

As further discussed in Note 22 to the Consolidated Financial Statements, AIG concluded that \$16.6 billion of the deferred tax asset valuation allowance for the U.S. consolidated income tax group should be released through the Consolidated Statement of Operations in 2011.

As a result of the closing of the Recapitalization on January 14, 2011, the SPV Preferred Interests held by the Department of the Treasury are not considered permanent equity on AIG's Consolidated Balance Sheet, and were classified as redeemable non-controlling interests.

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**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This Annual Report on Form 10-K and other publicly available documents may include, and AIG's officers and representatives may from time to time make, projections, goals, assumptions and statements that may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These projections, goals, assumptions and statements are not historical facts but instead represent only AIG's belief regarding future events, many of which, by their nature, are inherently uncertain and outside AIG's control. These projections, goals, assumptions and statements include statements preceded by, followed by or including words such as "believe", "anticipate", "expect", "intend", "plan", "view", "target" or "estimate". These projections, goals, assumptions and statements may address, among other things:

the timing of the disposition of the ownership position of the United States Department of the Treasury (Department of the Treasury) in AIG;

the timing and method of repayment of the preferred interests in AIA Aurora LLC held by the Department of the Treasury;

the fair value of AIA and cash flow projections for AIG's Maiden Lane Interests;

the monetization of AIG's interests in International Lease Finance Corporation (ILFC);

AIG's exposures to subprime mortgages, monoline insurers, the residential and commercial real estate markets, state and municipal bond issuers and sovereign bond issuers;

AIG's exposure to European governments and European financial institutions;

AIG's strategy for risk management;

AIG's ability to retain and motivate its employees;

AIG's generation of deployable capital;

AIG's return on equity and earnings per share long-term aspirational goals;

AIG's strategy to grow net investment income, efficiently manage capital and reduce expenses;

AIG's strategy for customer retention, growth, product development, market position, financial results and reserves; and

The revenues and combined ratios of AIG's subsidiaries.

It is possible that AIG's actual results and financial condition will differ, possibly materially, from the results and financial condition indicated in these projections, goals, assumptions and statements. Factors that could cause AIG's actual results to differ, possibly materially, from those in

the specific projections, goals, assumptions and statements include:

actions by credit rating agencies;

changes in market conditions;

the occurrence of catastrophic events;

significant legal proceedings;

concentrations in AIG's investment portfolios, including its municipal bond portfolio;

judgments concerning casualty insurance underwriting and reserves;

judgments concerning the recognition of deferred tax assets;

judgments concerning deferred policy acquisition costs (DAC) recoverability;

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judgments concerning the recoverability of aircraft values in ILFC's fleet; and

such other factors as are discussed throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) and in Item 1A. Risk Factors of this Annual Report on Form 10-K.

AIG is not under any obligation (and expressly disclaims any obligation) to update or alter any projections, goals, assumptions or other statements, whether written or oral, that may be made from time to time, whether as a result of new information, future events or otherwise. Unless the context otherwise requires, the terms AIG, the Company, we, us, and our mean AIG and its consolidated subsidiaries.

## **USE OF NON-GAAP MEASURES**

Throughout this MD&A, AIG presents its operations in the way it believes will be most meaningful and representative of ongoing operations as well as most transparent. Certain of the measurements used by AIG management are "non-GAAP financial measures" under Securities and Exchange Commission (SEC) rules and regulations.

AIG analyzes the operating performance of Chartis using underwriting profit (loss). Operating income (loss), which is income (loss) before net realized capital gains (losses) and related deferred policy acquisition costs (DAC) and sales inducement asset (SIA) amortization, is utilized to report results for SunAmerica Financial Group (SunAmerica) operations. Management believes that these measures enhance the understanding of the underlying profitability of the ongoing operations of these businesses and allow for more meaningful comparisons with AIG's insurance competitors. Reconciliations of these measures to the most directly comparable measurement derived from accounting principles generally accepted in the United States (GAAP), pre-tax income, are included in Results of Operations.

## **EXECUTIVE OVERVIEW**

*This executive overview of management's discussion and analysis highlights selected information and may not contain all of the information that is important to current or potential investors in AIG's securities. This Annual Report on Form 10-K should be read in its entirety for a complete description of events, trends and uncertainties as well as the capital, liquidity, credit, operational and market risks and the critical accounting estimates affecting AIG and its subsidiaries.*

## **FINANCIAL OVERVIEW**

As further discussed in Note 22 to the Consolidated Financial Statements, AIG concluded that \$16.6 billion of the deferred tax asset valuation allowance for the U.S. consolidated income tax group should be released through the Consolidated Statement of Operations in 2011.

AIG's loss from continuing operations before income taxes represented a \$19.0 billion decrease compared to its 2010 income and reflected the following:

a \$3.3 billion net loss on extinguishment of debt recorded in the first quarter of 2011, primarily consisting of the accelerated amortization of the prepaid commitment fee asset resulting from the termination of the Credit Agreement, dated as of September 22, 2008 (as amended, the Federal Reserve Bank of New York (FRBNY) Credit Facility) on January 14, 2011, partially offset by a \$484 million gain on extinguishment of debt in the fourth quarter of 2011 related to the exchange of junior subordinated debt;

significant catastrophe losses for Chartis totaling \$3.3 billion, including losses from Thailand floods in the fourth quarter of 2011, Hurricane Irene in the third quarter of 2011, the U.S. tornadoes in the second quarter of 2011 and the Great Tohoku Earthquake & Tsunami (the Tohoku catastrophe) in the first quarter of 2011, compared to catastrophe losses of \$1.1 billion in 2010;

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losses for Aircraft Leasing of \$1.7 billion due to impairment charges, fair value adjustments and lease-related charges on aircraft in both 2011 and 2010;

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\$604 million in unfavorable fair value adjustments on 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);

2010 included a gain of \$17.8 billion on sales of divested businesses, primarily consisting of a gain of \$16.3 billion from the completion of the initial public offering and listing of AIA Group Limited (AIA) ordinary shares on the Hong Kong Stock Exchange on October 29, 2010, as well as a gain of \$1.3 billion recognized in 2010 related to the sale of AIG's headquarters building in Tokyo in 2009 which gain had been deferred until the expiration of certain lease provisions; and

income in 2010 from divested businesses prior to their sale totaling \$2.5 billion, primarily representing AIA.

Partially offsetting these declines were;

a reduction in prior year adverse loss development in 2011 compared to 2010;

a decrease in interest expense of \$4.1 billion primarily resulting from the January 2011 repayment of the FRBNY Credit Facility;

an increase in the fair value of AIA ordinary shares; and

a reduction in realized capital losses in 2011 compared to 2010.

In 2011, AIG recorded income from discontinued operations net of taxes of \$1.5 billion, which included a pre-tax gain of \$2.0 billion recorded in the first quarter of 2011 on the sale of AIG Star Life Insurance Co., Ltd. (AIG Star) and AIG Edison Life Insurance Company (AIG Edison) compared to a net loss of \$2.1 billion in 2010, which included goodwill impairment charges of \$4.6 billion associated with the sale of American Life Insurance Company (ALICO), AIG Star and AIG Edison.

See Results of Operations herein for additional discussion of our results.

## **RESTRUCTURING ACTIVITY OVERVIEW**

AIG substantially completed its recapitalization plan (the Recapitalization) and its asset disposition plan with the following significant milestones in 2011:

On January 14, 2011 (the Closing), AIG completed the Recapitalization, which included:

repaying the \$20.7 billion outstanding balance and terminating the FRBNY Credit Facility;

applying proceeds from the AIA initial public offering and the ALICO sale to partially pay down the preferred interests in the special purpose vehicles that held AIA and ALICO (the AIA SPV and the ALICO SPV, respectively, and collectively, the SPVs, and such preferred interests, the SPV Preferred Interests). As part of the Recapitalization, AIG used \$6.1 billion of the cash proceeds from the sale of ALICO to pay down a portion of the liquidation preference of the SPV Preferred Interests; and



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exchanging preferred stock held by the Department of the Treasury and the AIG Credit Facility Trust (the Trust) for AIG common stock, par value \$2.50 per share (AIG Common Stock).

The SPV Preferred Interests were further reduced during 2011 by \$11.5 billion using proceeds from the sale of AIG Star, AIG Edison, Nan Shan Life Insurance Company, Ltd. (Nan Shan) and the MetLife, Inc. (MetLife) securities received in the sale of ALICO. In addition, on November 1, 2011, in accordance with the terms of the MetLife escrow agreement from the sale of ALICO, approximately \$918 million was released to AIG. These proceeds, together with an additional \$53 million, were applied to pay down a portion of the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests. See Note 16 to the Consolidated Financial Statements for further discussion.

On September 2, 2011, ILFC Holdings, Inc. (ILFC Holdings), an indirect wholly-owned subsidiary of AIG, which is intended to become a holding company for ILFC, filed a registration statement on Form S-1 with the SEC for a proposed initial public offering. All proceeds received by AIG will be used to pay down a portion of the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests.

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See Capital Resources and Liquidity herein and Notes 1, 4, and 17 to the Consolidated Financial Statements for additional information.

**OTHER CAPITAL RESOURCES AND LIQUIDITY DEVELOPMENTS**

Other significant capital resources and liquidity developments in 2011 include:

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 shares of AIG Common Stock by the Department of the Treasury.

On September 13, 2011, AIG received approximately \$2.0 billion in proceeds from the issuance of senior unsecured notes. AIG is using the proceeds from the sale of these notes to pay maturing notes that were issued by AIG to fund the Matched Investment Program (MIP).

On October 12, 2011, the previously outstanding AIG 364-Day Syndicated Facility, AIG 3-Year Syndicated Facility and Chartis letter of credit facility were terminated and AIG entered into a \$1.5 billion 364-Day Syndicated Facility and a \$3.0 billion 4-Year Syndicated Facility. The new 4-Year Syndicated Facility provides for \$3.0 billion of revolving loans, which includes a \$1.5 billion letter of credit sublimit.

In November 2011, AIG exchanged \$2.4 billion of its outstanding Junior Subordinated Debentures for \$1.8 billion senior notes pursuant to an exchange offer. The exchange resulted in a pre-tax gain on extinguishment of debt of approximately \$484 million, which is reflected in Net loss on extinguishment of debt in the Consolidated Statement of Operations, and a deferred gain of \$65 million reflected in Other long-term debt in the Consolidated Balance Sheet, which will be amortized as a reduction to future interest expense.

ILFC executed the following transactions in 2011:

an unsecured \$2.0 billion three-year revolving credit facility;

a secured \$1.5 billion term loan;

the issuance of \$2.9 billion aggregate principal amount of senior notes; and

the purchase of approximately \$1.67 billion aggregate principal amount of notes for total cash consideration, including accrued interest, of approximately \$1.75 billion. ILFC recorded losses of \$61 million on the extinguishment of debt;

See Capital Resources and Liquidity herein and Notes 1, 4, 15 and 17 to the Consolidated Financial Statements for additional information on these transactions.

**OUTLOOK**

**Priorities for 2012**

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AIG remains committed to its long-term aspirational goals and is focused on the following priorities for 2012:

continuing to strengthen and grow AIG's core businesses;

developing and implementing plans to maximize the value of resources available for repayment of the AIA SPV Preferred Interests held by the Department of the Treasury;

implementing a strategic alternative for ILFC through an initial public offering or sale;

managing its capital and interest expense more efficiently;

taking appropriate actions to prepare for scenarios under which the Board of Governors of the Federal Reserve System (the FRB) would become AIG's regulator;

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continuing to build, strengthen and streamline the financial and operating systems infrastructure and control environment throughout the organization, particularly in financial reporting, financial operations and human resources; and

restructuring AIG's operations consistent with its smaller size and plans to increase its competitiveness.

Deferred Policy Acquisition Costs

In October 2010, the Financial Accounting Standards Board (FASB) issued an accounting standard update that amends the accounting for deferring costs incurred by insurance companies in connection with acquiring or renewing insurance contracts to limit deferral to only costs that are incremental and directly related to the successful acquisition of new business or renewal of existing business.

As a result, AIG expects a pre-tax reduction of Deferred policy acquisition costs at January 1, 2012 of approximately \$4.9 billion and an after-tax decrease in AIG shareholders' equity of approximately \$3.3 billion, consisting of a decrease in Retained earnings of approximately \$3.7 billion, partially offset by an increase in Accumulated other comprehensive income of \$0.4 billion. The reduction in DAC is primarily due to costs associated with unsuccessful sales efforts, which are no longer deferrable, and advertising costs that do not meet the direct response advertising criteria under the accounting standard. The reduction in DAC at January 1, 2012 includes a reduction at Chartis of approximately \$2.8 billion and SunAmerica of approximately \$2.1 billion. The retrospective adoption will improve Income (loss) from continuing operations before income tax expense (benefit) by approximately \$149 million, \$90 million and \$40 million, respectively, for the years ended December 31, 2011, 2010, and 2009. The improvement in Income (loss) from continuing operations is primarily due to the amortization of acquisition costs being greater than the deferral of acquisition costs in these years, and therefore due to the adoption of the standard, the reduction in amortization expense is greater than the reduction in deferrals. The impact to these years includes the results from Chartis, SunAmerica, UGC and divested businesses. During this three-year period, the composition of DAC reflects the change in the mix of distribution channels.

**The following table shows the increase (decrease) to pre-tax income (loss) for the years ended December 31, 2011, 2010 and 2009 related to the retrospective adoption of the accounting standard for each business unit impacted:**

<b>Years Ended December 31,</b> <i>(in millions)</i>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Chartis	\$ 107	\$ 67	\$ 51
SunAmerica	46	(11)	54
UGC	(4)	34	1
Divested businesses	-	-	(66)
<b>Total</b>	<b>\$ 149</b>	<b>\$ 90</b>	<b>\$ 40</b>

Chartis expects the accounting standard will increase its future combined ratio by approximately 50 to 100 basis points. However, the increase could vary depending on the level of premium production, changes in product mix and distribution channels utilized to acquire business. For SunAmerica, the effect on future years' earnings will be partially offset by lower amortization resulting from the reduction in the existing DAC asset upon adoption. As a result, this standard is not expected to have a material effect on SunAmerica operating results in 2012.

See Note 2 to the Consolidated Financial Statements for further discussion.

Chartis

Given the continued global economic environment and current property and casualty market conditions, 2012 is expected to remain challenging, but improving trends in certain key indicators may offset some of the challenges. The weakness of ratable exposures (asset values, payrolls, and sales) experienced in 2009 and 2010 and its negative impact on the overall market premium base, as well as continued weakness in commercial insurance rates, were initially expected to continue through 2011. However, in 2011, Chartis observed that the extent of ratable exposure weakness in the United States was beginning to abate. In addition, beginning in the second quarter of 2011 and



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continuing through the fourth quarter of 2011, Chartis observed continuing positive pricing trends, particularly in its U.S. commercial business for the first time since 2009. In certain growth economies such as Brazil, Turkey, India, and Asia Pacific countries, Chartis continues to expect improved growth.

**Strategy**

Chartis continues to make strides in its strategy to further grow its higher value and less capital intensive lines of business, and to implement corrective actions on underperforming businesses. Management continues to review the businesses to ensure that they meet overall performance measures.

Chartis seeks to provide value for people and businesses worldwide through the identification and efficient management of risk. In pursuing this mission and in growing its intrinsic value, Chartis has established strategic initiatives in several key areas. Initiatives in these areas are helping Chartis to direct its capital and resources to optimize financial results, while acknowledging that performance in these areas may vary from quarter to quarter depending upon local market conditions, such as pricing and the effects of foreign exchange rates or changes in the investment environment.

**Business Mix Changes**

Chartis is pursuing initiatives to grow in higher value, less volatile lines of business and geographies. In Commercial Insurance, Chartis is leveraging its significant geographic footprint and multinational capabilities to serve large and mid-sized businesses with cross-border operations. Commercial Insurance is also expanding its presence in the growth economy nations (which primarily includes nations in Asia Pacific, the Middle East and Latin America). Chartis' new global organizational design will enable Commercial Insurance to more effectively leverage underwriting and product best practices to enhance customer and channel management. In the Americas and the Europe, Middle East and Africa (EMEA) regions, Commercial Insurance expects to improve the quality of its portfolio and to capitalize on market opportunities. In the Asia Pacific region, management expects to leverage the additional distribution and customer base acquired in connection with the purchase of Fuji Fire & Marine Insurance Company Limited (Fuji).

Since 2009, Consumer Insurance has increased net premiums written by 47 percent, primarily driven by the Fuji acquisition. In 2011, Consumer Insurance represented 38 percent of Chartis' net premiums written, compared to 30 percent in 2009. Consumer Insurance continues to grow its net premiums written in key markets and to expand internationally. Consumer Insurance has well-established global franchises and operations, existing growth strategies in multiple distribution channels which include direct to consumer, agent, broker and affinity groups, and a focus on the growth economy nations. In the Asia Pacific region, the acquisition of Fuji enables the continued expansion of its distribution and customer base across a breadth of products. In the Americas region, Consumer Insurance continues to focus its growth in key areas, such as the high net worth and affluent markets, and will implement a group benefits strategy with American General. In the EMEA region, management expects modest growth and will continue to focus on solid underwriting performance.

**Loss Ratio Improvement**

Chartis expects that by implementing selective pricing, underwriting and distribution strategies, net premiums written will grow without increasing the relative volatility of losses. In addition, Chartis expects to continue to focus on reducing the costs associated with adjusting claims by improving efficiency in servicing its customers, thus improving its loss ratio. In the commercial casualty lines, underwriting changes have been made to address historical experience with respect to adverse development. Changes include increased actuarial involvement in product aggregate pricing and attachments, increased utilization of pricing and predictive models with actuarial support, policy form changes, increased policy exclusions and fewer multi-year policies being offered. During 2011, as part of its on-going initiatives to reduce exposure to capital intensive long-tail lines, Chartis determined to cease writing excess workers' compensation business as a stand-alone product.

In 2011, management took remedial actions related to certain Consumer Insurance programs that did not meet internal performance or operating targets. Accident & Health (A&H) improved in key markets such as Far East,

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Europe and Asia Pacific as a result of underwriting actions, and Personal Lines improved as a result of rate increases in key markets, such as the Far East region.

**Expense Discipline**

To achieve expense reductions, Chartis plans to take advantage of its global footprint to improve efficiencies and expand the use of shared services to support regional businesses in strategic locations, reduce use of external services and negotiate preferred rates with vendors. In the near term, Chartis may increase certain operating expenses in order to develop future improvements and efficiencies.

As a result of the business mix shift and the investment in the growth economy nations, policy acquisition expenses are expected to increase in 2012. Chartis expects, however, that these changes will ultimately help to generate business with overall more favorable underwriting results.

**Risk Selection**

Commercial Insurance continued to pursue a comprehensive strategy in 2011 to strengthen its portfolio performance. This includes specific actions in the U.S. Specialty Workers Compensation business. The Commercial Property business continues to improve through increased rates, improved terms and conditions and reductions in exposures to U.S. catastrophes. Additionally, Commercial Insurance is implementing the development and use of pricing and risk selection tools in many lines of business.

Consumer Insurance continued to exercise underwriting discipline in risk selection processes to balance risk exposures to the premiums charged in most lines of business in 2011. Improved premium pricing methods through a better understanding of risk attributes has led to better risk selection. Investments continue to be made in risk and marketing analytics, which will further strengthen Chartis' capabilities in these areas.

**Capital Deployment**

Chartis' scale and geographical diversification also allow the business to strategically deploy capital to pursue the more attractive long-term opportunities around the world. Chartis regularly reviews and adjusts its business mix with the goals of aligning risk profile with risk tolerance and meeting capital management objectives.

In the second half of 2011, Chartis began to restructure renewals of certain Commercial Casualty loss-sensitive programs from a retrospectively rated premium structure to a more capital efficient loss reimbursement deductible structure. The deductible structure reduces net premiums written and limits the variability around individual insured premium and claim adjustments when compared to retrospectively rated programs. This overall reduction in the premium and claims adjustment variability creates a corresponding reduction in the required capital needed to support this business. The effect of these initiatives decreased net premiums written in casualty lines for 2011. Chartis expects further declines in net premiums written in this class of business through 2012. However, given the capital-intensive nature of these classes of business, Chartis expects that over time, these actions will improve its overall results.

In 2012, Chartis expects to continue to execute capital management initiatives by enhancing broad-based risk tolerance guidelines for its operating units and executing underwriting and reinsurance strategies to improve capital ratios and reduce volatility, increase return on equity by line of business and reduce exposure to businesses with inadequate pricing and increased loss trends.

**Investments**

Consistent with AIG's worldwide insurance investment policy, Chartis places primary emphasis on investments in fixed maturity securities issued by corporations, municipalities and other governmental agencies, and to a lesser extent, common stocks, private equity, hedge funds and other alternative investments.

Fixed maturity securities held by Chartis historically have included tax-exempt municipal bonds, which provided attractive after-tax returns and limited credit risk. In order to better optimize its overall investment portfolio, including risk-return and tax objectives, Chartis has begun to shift from tax-exempt municipal bonds to taxable





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instruments, which meet Chartis' liquidity, duration and credit quality objectives as well as current risk-return and tax objectives. In addition, Chartis has redeployed cash in excess of operating needs and short term investments into longer term, higher yielding securities.

Chartis makes determinations of other-than-temporary impairments based on the fundamental credit analyses of individual securities. Life settlement contracts are evaluated on a contract-by-contract basis to assess impairment. During the second quarter of 2011, Chartis implemented an enhanced process in which updated medical information on individual insured lives is requested on a routine basis. In cases where updated information indicates that an individual's health has improved, an impairment loss may arise as a result of revised estimates of net cash flows from the related contract. Chartis also revised its valuation table, which it uses in estimating future net cash flows.

Recently, a number of courts have addressed various life settlement related issues in their decisions. Chartis does not expect that the rulings in those cases will have a significant effect on its investment in life settlement contracts.

See Segment Results Chartis Operations Chartis Results Chartis Investing and Other Results and Note 7 to the Consolidated Financial Statements for additional information.

**SunAmerica**

SunAmerica continues to pursue its goals of expanding the breadth and depth of its distribution relationships, introducing competitive new products and product riders, maintaining a high quality investment portfolio and strong statutory surplus, pro-actively managing expenses and, subject to regulatory approval, increasing payments made to AIG Parent. SunAmerica made progress on all of these efforts during 2011, and expects this progress to continue for 2012.

SunAmerica's businesses and the life and annuity industry continue to be affected by the current economic environment of low interest rates and equity market volatility. Continued low interest rates put pressure on long-term investment returns, negatively affect future sales of interest rate-sensitive products and reduce future profits. Also, products such as payout annuities and traditional life insurance that are not rate-adjustable may require increases in reserves if future investment yields are insufficient to support current valuation interest rates. Equity market volatility may result in higher reserves for variable annuity guarantee features, and both equity market volatility and low interest rates can affect the recoverability and amortization rate of DAC assets.

SunAmerica's insurance companies, like other insurers, are subject to regulation and supervision by the states and jurisdictions in which they do business. State regulation relates primarily to financial condition as well as corporate conduct and market conduct activities; in particular, states have also become increasingly aggressive in using escheatment laws to seek recovery of unclaimed life insurance benefits. There are a number of proposals to amend state insurance laws and regulations, and a review of insurance solvency regulation throughout the U.S. regulatory system, which could significantly affect SunAmerica's businesses. At the federal level, the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank) will subject SunAmerica's insurers, investment advisors, broker-dealers and their affiliates to additional federal regulation. In addition, regulators and lawmakers around the world are developing recommendations to address such issues as financial group supervision, capital and solvency standards, and related issues, which could potentially affect SunAmerica. See Item 1. Business Regulation for additional information.

***Variable Annuities***

SunAmerica experienced an increase in its variable annuity sales as various distribution partners resumed sales of SunAmerica's products during 2010 and 2011. SunAmerica's largest pre-financial-crisis variable annuity distribution partner resumed distribution of SunAmerica's products in mid-2011. As a result of broader distribution opportunities, SunAmerica expects variable annuity sales to remain strong in 2012.

SunAmerica has a dynamic hedging program designed to manage economic risk exposure associated with changes in the fair value of embedded policy derivative liabilities contained in certain variable annuity contracts,

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caused by changes in the equity markets, interest rates and market implied volatilities. SunAmerica substantially hedges its exposure to equity markets. However, due to regulatory capital considerations, a significant portion of the interest rate exposure is unhedged. In 2011, SunAmerica experienced losses of \$265 million from these unhedged positions, primarily as a result of the effect of declining interest rates. SunAmerica has purchased additional hedges and is contemplating additional capital-efficient strategies to reduce this interest rate exposure. SunAmerica is also exposed to the risk of policyholder behavior differing from that assumed in its pricing model.

***Fixed Annuities***

After a period of historic lows, interest rates generally increased at the longer part of the yield curve during the latter part of 2010 and through the first three months of 2011 before declining significantly in the latter part of 2011. Changes in the interest rate environment affect the relative attractiveness of fixed annuities compared to alternative products. As a result, SunAmerica's fixed annuity sales declined significantly in the last six months of 2011 compared to the first six months. If the low interest rate environment continues, SunAmerica expects fixed annuities sales (including deposits into fixed options within variable annuities sold in group retirement markets) to decline in 2012.

***Life Insurance***

SunAmerica's strategic focus includes disciplined underwriting, active expense management, product innovation, a high quality investment portfolio and a strong capital position. SunAmerica's distribution strategy is to grow new sales by strengthening the core retail independent distributor channel with investments in enhanced service technology, and expanding its market presence to additional channels and niche markets.

SunAmerica's retail life sales increased 17 percent during 2011. Based on industry information available through the first nine months of 2011, this growth rate exceeded that of the industry as SunAmerica continued to re-engage distributors lost during the 2008 economic crisis. SunAmerica anticipates this trend to continue in 2012. The economic environment has put pressure on consumer spending capacity, which, in part, has tempered sales of universal life products which typically have higher annual premiums than term products and also offer additional features.

The direct-to-consumer channel has proven effective for the distribution of certain types of less complex products, and provides opportunities to bring innovative product solutions to the market that take advantage of new underwriting technologies. Sales growth through SunAmerica's affiliated Matrix Direct channel outpaced retail sales growth and SunAmerica continues to have a positive outlook on future direct sales. The career distribution channel is focused on improving agent retention and productivity. Career distribution sales in 2011 benefitted from a product suite that has proven appealing to consumers, which is offered through a highly focused, affiliated distribution group using improved point-of-sale technologies. Steady growth from this channel is expected to continue.

***Investments***

SunAmerica built up a large cash and short-term investment position beginning in the fourth quarter of 2010 with the intention of purchasing all the assets in the ML II portfolio. Following the FRBNY's decision in early 2011 to begin selling the MLII assets through a competitive bidding process, SunAmerica began acquiring other fixed maturity investments, including certain securities from ML II. Beginning late in the first quarter of 2011, SunAmerica began investing its excess cash and liquid assets in longer-term higher-yielding securities to improve spreads, while actively managing credit and liquidity risks. SunAmerica substantially completed this reinvestment during the year, reducing its cash and short-term investment position from \$19.4 billion at December 31, 2010 to \$3.8 billion at December 31, 2011.

During 2011, SunAmerica sold approximately \$12.9 billion of investments, which enhanced statutory capital and generated capital gains. The proceeds of these sales were reinvested at generally lower yields. The impact of these lower yields, however, was more than offset by the effect of cash redeployment discussed above. Additionally, during prolonged periods of low or declining interest rates, SunAmerica has to invest net flows and re-invest interest and principal payments from its investment portfolios in lower yielding securities.

Table of Contents**Interest Crediting Rates**

SunAmerica's annuity and universal life products have contractual provisions that allow crediting rates to be reset at pre-established intervals subject to minimum crediting rate guarantees. Due to the contractual provisions for renewal of crediting rates and the minimum crediting rate guarantees, continuation of the current low interest rate environment may reduce SunAmerica's interest spreads which may reduce future profitability. SunAmerica partially mitigates this interest rate risk through its asset-liability management process, product design elements, and crediting rate strategies. A prolonged low interest rate environment may, nevertheless, negatively affect spreads on interest-sensitive business. As indicated in the table below, approximately 45 percent of SunAmerica's annuity and universal life account values are at their minimum crediting rates as of December 31, 2011. These products have minimum guaranteed interest rates as of December 31, 2011 ranging from 1.0 percent to 5.5 percent with the higher rates representing older product guarantees.

The following table presents account values by range of current minimum guaranteed interest rates and current crediting rates for SunAmerica's universal life and deferred fixed annuity products:

December 31, 2011		Current Crediting Rates			
Contractual Minimum Guaranteed Interest Rate (in millions)	At Contractual Minimum Guarantee	1-50 Basis Points Above Minimum Guarantee	More than 50 Basis Points Above Minimum Guarantee	Total	
<b>Universal life insurance</b>					
1%	\$ -	\$ -	\$ 6	\$ 6	
> 1% - 2%	-	-	216	216	
> 2% - 3%	62	131	1,490	1,683	
> 3% - 4%	891	933	1,724	3,548	
> 4% - 5%	4,060	958	184	5,202	
> 5% - 5.5%	320	4	5	329	
Subtotal	\$ 5,333	\$ 2,026	\$ 3,625	\$ 10,984	
<b>Fixed annuities</b>					
1%	\$ 378	\$ 1,542	\$ 5,828	\$ 7,748	
> 1% - 2%	1,978	5,220	16,361	23,559	
> 2% - 3%	19,670	7,816	11,339	38,825	
> 3% - 4%	11,407	2,782	1,288	15,477	
> 4% - 5%	8,126	-	7	8,133	
> 5% - 5.5%	243	-	5	248	
Subtotal	\$ 41,802	\$ 17,360	\$ 34,828	\$ 93,990	
<b>Total</b>	<b>\$ 47,135</b>	<b>\$ 19,386</b>	<b>\$ 38,453</b>	<b>\$ 104,974</b>	
Percentage of total	45%	18%	37%	100%	

In addition to the products discussed above, certain traditional long-duration products for which SunAmerica does not have the ability to adjust interest rates, such as payout annuities, are exposed to reduced earnings and potential losses in a prolonged low interest rate environment. For additional information, see Critical Accounting Estimates - Future Policy Benefits for Life and Accident and Health Insurance Contracts (SunAmerica Companies).

**Aircraft Leasing**

ILFC continues to execute on its strategy of managing its fleet of aircraft by ordering new aircraft with high customer demand and through potential sales or part-outs of its older aircraft that cannot be economically leased to customers. As new and more fuel efficient aircraft enter the marketplace and negatively affect the demand for older aircraft, lease rates on older aircraft may deteriorate and ILFC may incur additional losses on sales or record impairment charges and fair value adjustments.

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In the near term, challenges in the global economy, including the European sovereign debt crisis, political uncertainty in the Middle East, and sustained higher fuel prices have negatively impacted many airlines' profitability, cash flows and liquidity, and increased the probability that some, including ones that are ILFC customers, will cease operations or file for bankruptcy. During the year ended December 31, 2011, ILFC had seven of its lessees cease operations or file for bankruptcy (or its equivalent) and return nine of its aircraft. Since December 31, 2011, ILFC has had four additional lessees cease operations or file for bankruptcy (or its equivalent) and return 42 of its aircraft. Of these aircraft, 17 remain to be re-leased as of February 21, 2012. Future events, including a prolonged recession, ongoing uncertainty regarding the European sovereign debt crisis, political unrest, continued weak consumer demand, high fuel prices, or restricted availability of credit to the aviation industry could lead to the weakening or cessation of operations of additional airlines, which in turn would adversely affect ILFC's earnings and cash flows.

On September 2, 2011, ILFC Holdings, Inc., an indirect wholly-owned subsidiary of AIG, which is intended to become a holding company for ILFC, filed a registration statement on Form S-1 with the SEC for a proposed initial public offering. The number of shares to be offered, price range and timing for any offering have not been determined. The timing of any offering will depend on market conditions and no assurance can be given regarding the terms of any offering or that an offering will be completed.

Other Operations

***Mortgage Guaranty***

UGC has continued its strategy of differentiating itself from its competitors through its risk-based pricing approach and has emerged as a leading producer of new mortgage insurance business. UGC believes its differentiated pricing and underwriting practices have helped establish it as a leader in the industry. During 2011, UGC has significantly increased new insurance written over 2010 levels while improving the risk profile of its in force book of business. The mortgage insurance industry, however, has come under continued financial stress during 2011 due to the continued poor macroeconomic conditions with some mortgage insurers exceeding their respective regulatory capital leverage ratios. As a result, two of these insurers have ceased selling new insurance and the parent of one of these insurers was placed into bankruptcy. The withdrawal of these competitors from the market combined with the differentiation strategy that UGC implemented in late 2010 and early 2011 has positioned the company to take advantage of market opportunities. UGC plans to continue this strategy during 2012 with continuing improvements in market share and continued improvement in the risk profile of new business written.

In older books of business, primarily the 2005 to 2008 books, newly reported delinquencies declined while increased claims severity and overturns on previously denied claims unfavorably affected results. UGC continued to deny claims and rescind coverage on loans (collectively referred to as rescissions) related to fraudulent or undocumented claims, underwriting guideline violations and other deviations from contractual terms, mostly with respect to the 2006 and 2007 vintage books of business. These policy violations resulted in loan rescissions totaling \$746 million of claims on first-lien business during 2011 compared to \$781 million during 2010. Although rescissions will continue to have a positive effect on UGC's financial results, higher levels of appeals and overturns resulting from additional resources deployed by lenders and mortgage servicers to address loan documentation issues have offset rescissions. During 2011 rescissions totaling \$411 million of risk were overturned compared to \$172 million in 2010. While these items may increase volatility in the future, UGC believes it has provided appropriate reserves for currently delinquent loans after consideration of rescissions and overturns, consistent with industry practice. Additionally, during 2011, UGC changed its follow up practice for loans that had been delinquent approximately 24 months or more and were not expected to be cured. Beginning in the third quarter of 2011, UGC contacted lenders regarding 18,000 loans or approximately 19 percent of the delinquent inventory and requested that, in accordance with the terms of the respective master policies, the lender file a claim. By the end of 2011, UGC had received responses to approximately half of the requests. UGC continues to monitor and review the status of these requests as well as contacting lenders on an ongoing basis about additional delinquencies that meet these criteria. Under these master policies, if a claim is not submitted within a year of UGC's request, coverage will be cancelled.

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Foreclosure moratoriums as a result of state attorneys general investigations into lenders' foreclosure practices and new financial regulations initiated in 2010 have slowed the reporting of claims from foreclosures, which has increased the uncertainty surrounding the determination of the liability. UGC's assumptions regarding future foreclosures on current delinquencies take into consideration this trend, although significant uncertainty remains surrounding the determination of the liability for unpaid claims and claims adjustment expenses. UGC expects that this trend may continue and may negatively affect UGC's future financial results. Final resolution of these issues is uncertain and UGC cannot reasonably estimate the ultimate financial impact that any resolution, individually or collectively, may have on its future results of operations or financial condition. In addition, UGC has segmented its reserving approach to consider slower development patterns and higher severity in certain states separately from other states. UGC expects to continue this practice as long as significant variances persist among states.

In March 2011, federal regulators, as required by Dodd-Frank, issued a proposed risk retention rule that included a definition of a Qualified Residential Mortgage (QRM) in respect of which issuers of asset-backed securities would not be subject to certain risk retention requirements. The QRM definition included, among other standards, a maximum loan-to-value ratio (LTV) of 80 percent for a home purchase transaction. The LTV is calculated without imputing any benefit from private mortgage insurance coverage that may be purchased for that loan. The final regulations could adversely impact UGC's volume of domestic first-lien new insurance written, depending on the final definition of a QRM, the maximum LTV allowed and the benefit, if any, ascribed to private mortgage insurance.

***Global Capital Markets***

The active wind-down of the AIGFP derivatives portfolio was completed by the end of the second quarter of 2011. Although the remaining AIGFP derivatives portfolio may experience periodic fair value volatility, the portfolio consists predominantly of transactions AIG believes are of low complexity, low risk, supportive of AIG's risk management objectives or not economically appropriate to unwind based on a cost versus benefit analysis.

***Direct Investment Book***

MIP assets and liabilities and certain non-derivative assets and liabilities of AIGFP (collectively the Direct Investment book or DIB) are currently managed collectively on a single program basis to limit the need for additional liquidity from AIG Parent. Liquidity requirements for the DIB are managed by transferring cash between AIG Parent and AIGFP as needed.

Program management is focused on winding down this portfolio over time, and reducing and managing its liquidity needs, including contingent liquidity arising from collateral posting, for both derivative and debt positions of the DIB. As part of this program management, AIG may from time to time access the capital markets, subject to market conditions. In addition, AIG may seek to buy back debt or sell assets on an opportunistic basis, subject to market conditions.

Certain non-derivative assets and liabilities of the DIB are accounted for under the fair value option and thus operating results are subject to periodic market volatility.

***Retained Interests***

Retained Interests may continue to experience volatility due to fair value gains or losses on the AIA ordinary shares and the retained interest in ML III. At December 31, 2011, AIG owned approximately 33 percent of the outstanding shares of AIA. A one Hong Kong dollar change in AIA's share price would result in an approximate \$500 million change in AIG's pre-tax income.

***Corporate & Other***

In 2011, AIG completed the Recapitalization, executed transactions in the debt and equity capital markets and substantially completed its asset disposition plan. It is expected that declines in interest expense and disposition activity costs will be at least partially offset in the short term by increases in other corporate expenses, primarily

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attributable to corporate initiatives and efforts to continue improving internal controls and financial and operating technology platforms.

On October 18, 2011, the Financial Stability Oversight Council (the FSOC) published a second notice of proposed rulemaking and related interpretive guidance under Dodd-Frank regarding the designation of non-bank systemically important financial institutions (SIFIs). The new proposal sets forth a three-stage determination process for designating non-bank SIFIs. In Stage 1, FSOC would apply a set of uniform quantitative thresholds to identify the nonbank financial companies that will be subject to further evaluation. Based on its financial condition as of December 31, 2011, AIG would meet the criteria in Stage 1 and would be subject to further evaluation by the FSOC in the SIFI determination process. Because Stages 2 and 3 as proposed would involve qualitative judgment by the FSOC, AIG cannot predict whether it would be designated as a non-bank SIFI under the proposed rule. See Item 1. Business Regulation and Item 1A. Risk Factors for additional information.

The remainder of MD&A is organized as follows:

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AIG has incorporated into this discussion a number of cross-references to additional information included throughout this Annual Report on Form 10-K to assist readers seeking additional information related to a particular subject.

## **RESULTS OF OPERATIONS**

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.

AIG now reports the results of its operations



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through three reportable segments: Chartis, SunAmerica Financial Group (SunAmerica), and Aircraft Leasing. Through these reportable segments, AIG provides insurance, financial and investment products and services to both businesses and individuals in more than 130 countries. AIG's subsidiaries serve commercial, institutional and individual customers through an extensive property-casualty and life insurance and retirement services network. Aircraft Leasing includes commercial aircraft and equipment leasing. AIG's Other operations category consists of businesses and items not allocated to AIG's reportable segments.

## CONSOLIDATED RESULTS

During 2011, AIG experienced significant favorable developments, including the completion of the Recapitalization in January 2011, the wind-down of AIGFP's portfolios, the sale of certain life insurance businesses, emergence from cumulative losses in recent years and a return to sustainable operating profits within its primary operations. Notably:

AIG released approximately \$16.6 billion of the deferred tax asset valuation allowance for the U.S. consolidated income tax group. The fourth quarter effect was \$17.7 billion, which included valuation allowance increases during the first nine months of 2011. See Critical Accounting Estimates Recoverability of Deferred Tax Asset herein and Note 22 of the Consolidated Financial Statements for additional information;

Chartis prior year adverse loss reserve development declined by \$4.6 billion to \$211 million;

Interest expense declined \$4.1 billion, primarily due to the termination of the FRBNY Credit Facility; and

Improving equity markets contributed to a \$1.3 billion increase in the market valuation of AIG's holding of AIA ordinary shares.

Offsetting these favorable developments were record catastrophe losses for Chartis and the effects of several macroeconomic drivers, including declining equity markets, widening credit spreads, and declining interest rates, including:

Total catastrophe losses of \$3.3 billion for Chartis in 2011 compared to \$1.1 billion in 2010;

Aircraft Leasing losses of \$1.7 billion due to impairment charges, fair value adjustments and lease-related charges on aircraft;

The widening of credit spreads, reduced interest rates, and changes in the timing of estimated future cash flows drove declines of \$604 million in the recorded fair value of the Maiden Lane Interests;

AIG recognized a \$3.3 billion loss on extinguishment of debt related to the termination of the FRBNY Credit Facility, which was partially offset by a \$484 million gain on extinguishment of debt associated with the exchange of junior subordinated debt; and

Components of operating results decreased due to the deconsolidation of AIA in the fourth quarter of 2010.

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The following table presents AIG's consolidated results of operations (comparability with 2010 and 2009 is affected by the deconsolidation of AIA in the fourth quarter of 2010):

Years Ended December 31, (in millions)	Percentage Change				
	2011	2010	2009	2011 vs. 2010	2010 vs. 2009
<b>Revenues:</b>					
Premiums	\$ 38,990	\$ 45,319	\$ 48,583	(14)%	(7)%
Policy fees	2,705	2,710	2,656	-	2
Net investment income	14,755	20,934	18,992	(30)	10
Net realized capital gains (losses)	521	(175)	(5,210)	NM	97
Aircraft leasing revenue	4,508	4,749	4,967	(5)	(4)
Other income	2,758	3,989	5,459	(31)	(27)
<b>Total revenues</b>	<b>64,237</b>	<b>77,526</b>	<b>75,447</b>	<b>(17)</b>	<b>3</b>
<b>Benefits, claims and expenses:</b>					
Policyholder benefits and claims incurred	33,449	41,394	45,311	(19)	(9)
Interest credited to policyholder account balances	4,446	4,480	4,704	(1)	(5)
Amortization of deferred acquisition costs	8,019	9,134	9,442	(12)	(3)
Other acquisition and insurance expenses	6,091	6,775	6,818	(10)	(1)
Interest expense	3,871	7,981	14,358	(51)	(44)
Aircraft leasing expenses	3,974	4,050	2,385	(2)	70
Net loss on extinguishment of debt	2,908	104	-	NM	NM
Net (gain) loss on sale of properties and divested businesses	74	(17,767)	1,271	NM	NM
Other expenses	2,470	3,439	5,465	(28)	(37)
<b>Total benefits, claims and expenses</b>	<b>65,302</b>	<b>59,590</b>	<b>89,754</b>	<b>10</b>	<b>(34)</b>
<b>Income (loss) from continuing operations before income tax expense (benefit)</b>	<b>(1,065)</b>	<b>17,936</b>	<b>(14,307)</b>	<b>NM</b>	<b>NM</b>
<b>Income tax expense (benefit)</b>	<b>(18,036)</b>	<b>5,859</b>	<b>(1,489)</b>	<b>NM</b>	<b>NM</b>
<b>Income (loss) from continuing operations</b>	<b>16,971</b>	<b>12,077</b>	<b>(12,818)</b>	<b>41</b>	<b>NM</b>
<b>Income (loss) from discontinued operations, net of income tax expense (benefit)</b>	<b>1,535</b>	<b>(2,064)</b>	<b>505</b>	<b>NM</b>	<b>NM</b>
<b>Net income (loss)</b>	<b>18,506</b>	<b>10,013</b>	<b>(12,313)</b>	<b>85</b>	<b>NM</b>
<b>Less: Net income (loss) attributable to noncontrolling interests</b>	<b>708</b>	<b>2,227</b>	<b>(1,364)</b>	<b>(68)</b>	<b>NM</b>
<b>Net income (loss) attributable to AIG</b>	<b>\$ 17,798</b>	<b>\$ 7,786</b>	<b>\$ (10,949)</b>	<b>129%</b>	<b>NM%</b>

The comparisons of 2011 and 2010 results to the respective prior year follow:

Premiums

*2011 and 2010 Comparison*

Premiums decreased in 2011 compared to 2010 primarily due to the deconsolidation in the fourth quarter of 2010 of AIA, which accounted for \$9.3 billion of premiums in 2010. The decline in premiums for 2011 compared to 2010 was partially offset by an increase in Chartis

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premiums, primarily resulting from the consolidation of Fuji commencing in the third quarter of 2010, and the favorable effect of foreign exchange rates.

### *2010 and 2009 Comparison*

Premiums decreased in 2010 compared to 2009 primarily due to a reduction of \$3.3 billion related to 2009 dispositions that did not meet the criteria for discontinued operations accounting. These dispositions included HSB Group, Inc. (HSB), 21st Century Insurance Group (including Agency Auto Division and excluding Chartis

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Private Client Group) (21st Century) and AIG Life of Canada (AIG Life Canada), as well as the deconsolidation of Transatlantic Holdings, Inc (Transatlantic) in 2009.

Policy Fees**2011 and 2010 Comparison**

Policy fees decreased slightly in 2011 compared to 2010 as higher variable annuity fee income was more than offset by lower surrender charges due to decreased surrender rates and universal life unlockings.

**2010 and 2009 Comparison**

Policy fees increased slightly for 2010 compared to 2009 primarily due to higher variable annuity fees on separate account assets consistent with the growth in variable accounts assets as a result of favorable equity market conditions in late 2010.

Net Investment Income

The following table summarizes the components of consolidated Net investment income:

<i>(in millions)</i>	Years Ended December 31,			Percentage Change	
	2011	2010	2009	2011 vs. 2010	2010 vs. 2009
Fixed maturity securities, including short-term investments	\$ 11,814	\$ 14,445	\$ 14,535	(18)%	(1)%
Change in fair value of ML II	42	513	(25)	(92)	NM
Change in fair value of ML III	(646)	1,792	419	NM	328
Change in fair value of AIA securities	1,289	(638)	-	NM	NM
Change in the fair value of MetLife securities prior to their sale	(157)	665	-	NM	NM
Equity securities	92	234	186	(61)	26
Interest on mortgage and other loans	1,065	1,268	1,347	(16)	(6)
Alternative investments*	1,213	1,602	4	(24)	NM
Mutual funds	47	(25)	315	NM	NM
Real estate	107	126	139	(15)	(9)
Other investments	398	557	306	(29)	82
Total investment income before policyholder income and trading gains	15,264	20,539	17,226	(26)	19
Policyholder investment income and trading gains	-	886	2,305	NM	(62)
Total investment income	15,264	21,425	19,531	(29)	10
Investment expenses	509	491	539	4	(9)
Net investment income	\$ 14,755	\$ 20,934	\$ 18,992	(30)%	10%

\*

*Includes hedge funds, private equity funds and affordable housing partnerships.*

**2011 and 2010 Comparison**

Net investment income decreased primarily due to the following:

the effect of the deconsolidation of AIA in the fourth quarter of 2010. AIA net investment income prior to deconsolidation in 2010 totaled \$4.0 billion, which included \$886 million in policyholder trading gains;

a decline in the fair value of the Maiden Lane Interests of \$604 million due to significant widening of credit spreads and reduced interest rates compared to gains of \$2.3 billion in 2010; and

fair value losses on the MetLife securities prior to their sale in March 2011.

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These decreases were partially offset by:

fair value gains on the AIA ordinary shares in 2011 compared to losses in 2010; and

an increase in income from fixed maturity securities, excluding the effect of the AIA deconsolidation, due to higher average invested asset balances as a result of the cash redeployment in 2011.

### ***2010 and 2009 Comparison***

Net investment income increased in 2010 compared to 2009 primarily due to significantly higher income from private equity funds and hedge fund investments due to an improved market environment compared to 2009, and increased valuation gains associated with the Maiden Lane Interests.

These increases were partially offset by a decline in policyholder trading gains compared to 2009. Policyholder trading gains are offset by a change in Policyholder benefits and claims incurred and generally reflect the trends in equity markets, principally in Asia.

### **Net Realized Capital Gains (Losses)**

The following table summarizes the components of consolidated Net realized capital gains (losses):

<i>(in millions)</i>	Years Ended December 31,			Percentage Change	
	2011	2010	2009	2011 vs. 2010	2010 vs. 2009
Sales of fixed maturity securities	\$ 1,913	\$ 1,846	\$ 849	4%	117%
Sales of equity securities	164	725	303	(77)	139
Other-than-temporary impairments:					
Severity	(51)	(73)	(1,510)	30	95
Change in intent	(12)	(441)	(958)	97	54
Foreign currency declines	(32)	(63)	(112)	49	44
Issuer-specific credit events	(1,165)	(2,457)	(3,979)	53	38
Adverse projected cash flows	(20)	(5)	(137)	(300)	96
Provision for loan losses	48	(304)	(614)	NM	50
Change in the fair value of					
MetLife securities prior to the sale	(191)	315	-	NM	NM
Foreign exchange transactions	(116)	178	(616)	NM	NM
Derivative instruments	297	138	1,724	115	(92)
Other	(314)	(34)	(160)	NM	79
Net realized capital gains (losses)	\$ 521	\$ (175)	\$ (5,210)	NM	97

### ***2011 and 2010 Comparison***

AIG recognized net realized capital gains in 2011 compared to net realized capital losses in 2010 due to the following:

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lower other-than-temporary impairment charges from issuer-specific credit events and changes in intent; and

improvement in the provision for loan losses due to an increase in collateral values as a result of improved operating performance and improved market conditions.

These gains were partially offset by the following:

lower gains on sales of equity securities in 2011 compared to 2010 due to higher sales in 2010 resulting from the continuing insurance companies' portfolio repositioning;

fair value losses in 2011 compared to gains in 2010 on the MetLife securities prior to their sale in March 2011;

foreign exchange transaction losses incurred in 2011 compared to gains in 2010, primarily from the weakening of the U.S. dollar against the Swiss Franc and Japanese Yen, partially offset by the strengthening of the U.S. dollar against the Euro and the British Pound; and

the deconsolidation of AIA.

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***2010 and 2009 Comparison***

Net realized capital losses decreased in 2010 compared to 2009 primarily due to the following:

increased gains on sales of fixed maturity and equity securities in 2010;

lower other-than-temporary impairment charges for fixed maturity securities in 2010 as a result of the adoption of the other-than-temporary impairments accounting standard commencing in the second quarter of 2009. See Investments Impairments Other-Than-Temporary Impairments herein and Note 7 to the Consolidated Financial Statements; and

foreign exchange transaction gains incurred in 2010 compared to losses in 2009 primarily resulting from the strengthening of the U.S. dollar against the Euro and the British Pound compared to 2009.

These improvements were partially offset by lower gains from derivative instruments not designated for hedge accounting, particularly those used to hedge foreign exchange movements.

**Aircraft Leasing Revenue**

***2011 and 2010 Comparison***

Aircraft leasing revenue decreased slightly, primarily due to a reduction in ILFC's average fleet size resulting from sales of aircraft and the impact of lower lease revenue earned on re-leased aircraft in its fleet. In 2011, ILFC had an average of 932 aircraft in its fleet, compared to 963 in 2010.

***2010 and 2009 Comparison***

Aircraft leasing revenue decreased slightly due to a reduction in ILFC's average fleet size resulting from sales of aircraft and the impact of lower lease rates on used aircraft. In 2010, ILFC had an average of 963 aircraft in its fleet, compared to 974 in 2009.

**Other Income**

***2011 and 2010 Comparison***

The decline in Other income for 2011 compared to 2010 was driven by:

a decline of \$559 million in credit valuation adjustment gains on Direct Investment book non-derivative assets and liabilities;

a decline of \$259 million in unrealized market valuation adjustment gains on the AIGFP super senior credit default swap portfolio;

a decline of \$172 million in unrealized market valuation adjustments on the AIGFP credit default swap contracts referencing single-name exposures written on corporate, index and asset-backed credits, due to losses in 2011 compared to gains in 2010; and



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a bargain purchase gain of \$332 million recognized in the first quarter of 2010 related to the acquisition of Fuji, which is further discussed in Note 5 to the Consolidated Financial Statements.

These declines were partially offset by significantly lower levels of real estate investment impairment charges in 2011.

### *2010 and 2009 Comparison*

The decline in Other income for 2010 compared to 2009 was driven by a decline of \$1.0 billion and \$975 million in credit valuation adjustments on Direct Investment book non-derivative assets and liabilities and AIGFP derivative assets and liabilities, respectively, as well as a decline of \$820 million in unrealized market valuation adjustments on the AIGFP super senior credit default swap portfolio. This decline was partially offset by a bargain

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purchase gain of \$332 million related to the Fuji acquisition and reduced losses from AIGFP from lower unwind costs.

**Policyholder Benefits and Claims Incurred**

***2011 and 2010 Comparison***

Policyholder benefits and claims incurred decreased in 2011 compared to 2010 as a result of the following:

a decline of \$8.7 billion related to the deconsolidation of AIA; and

Chartis' \$72 million of net reserve strengthening in 2011 compared to net strengthening of \$4.3 billion in 2010.

This decline was partially offset by:

increased catastrophe losses throughout the year, including the Thailand floods in the fourth quarter of 2011, Hurricane Irene in the third quarter of 2011, the U.S. tornadoes in the second quarter of 2011, and the Tohoku Catastrophe in the first quarter of 2011;

the effect of Chartis' consolidation of Fuji;

increased claims and claims adjustment expenses for Mortgage Guaranty operations due to increased overturns of denied and rescinded claims; and

increased claims at SunAmerica due to enhanced death benefit reserving practices.

***2010 and 2009 Comparison***

Policyholder benefits and claims incurred decreased in 2010 primarily due to:

a reduction of \$2.2 billion as a result of the dispositions in 2009 noted above that did not meet the criteria for discontinued operations accounting;

a decrease in incurred policy losses and benefit expenses for AIA of \$1.3 billion related to a decline in policyholder trading gains which are discussed above in Net Investment Income; and

a decrease in claims and claims adjustment expense of \$2.4 billion for Mortgage Guaranty operations primarily due to lower levels of newly reported delinquencies in the first-lien, second-lien and international products, higher cure rates on existing first-lien and international delinquent loans and the recognition of stop loss limits on certain second-lien policies.

Partially offsetting these declines were:

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the net \$4.3 billion of reserve strengthening in 2010 compared to reserve strengthening of \$2.8 billion in 2009;

increased catastrophe losses for Chartis; and

the effect of the consolidation of Fuji in 2010.

See Segments Results Chartis Operations Chartis Results herein for further discussion.

### Amortization of Deferred Acquisition Costs

#### ***2011 and 2010 Comparison***

The decrease in Amortization of deferred acquisition costs in 2011 compared to 2010 resulted primarily from the deconsolidation of AIA in the fourth quarter of 2010. The AIA amortization of deferred acquisition costs in 2010 totaled \$977 million.

Table of Contents**2010 and 2009 Comparison**

The decrease in Amortization of deferred acquisition costs in 2010 compared to 2009 primarily resulted from the dispositions of HSB, 21st Century, AIG Life Canada and Transatlantic in 2009 and from the decrease in amortization for SunAmerica related to improved equity market conditions.

**Other Acquisition and Insurance Expenses****2011 and 2010 Comparison**

Other acquisition and insurance expenses decreased in 2011 compared to 2010 as a result of the deconsolidation of AIA in the fourth quarter of 2010, partially offset by the consolidation of Fuji commencing in the third quarter of 2010. AIA other acquisition and insurance expenses in 2010 totaled \$1.6 billion.

**2010 and 2009 Comparison**

Other acquisition and insurance expenses decreased slightly in 2010 compared to 2009 as a result of a \$1.0 billion decrease related to the dispositions in 2009 noted above, partially offset by increased expenses at Chartis, primarily resulting from the consolidation of Fuji noted above.

**Interest Expense****2011 and 2010 Comparison**

Interest expense decreased in 2011 compared to 2010 primarily as a result of the repayment and termination of the FRBNY Credit Facility on January 14, 2011. Interest expense on the FRBNY Credit Facility was \$72 million in 2011 through the date of termination compared to \$4.1 billion in 2010, including amortization of the prepaid commitment fee asset of \$48 million and \$3.5 billion in 2011 and 2010, respectively. See Note 1 to the Consolidated Financial Statements for further discussion regarding the repayment of the FRBNY Credit Facility in connection with the Recapitalization in January 2011.

**2010 and 2009 Comparison**

Interest expense decreased in 2010 primarily due to lower interest expense on the FRBNY Credit Facility reflecting a reduced weighted average interest rate on borrowings, a lower average outstanding balance and a decline in amortization of the prepaid commitment fee asset as set forth below.

**Years Ended December 31,  
(dollars in millions)**

	<b>2010</b>	<b>2009</b>
Weighted average interest rate	3.3%	4.5%
Average outstanding balance (excluding paid in kind interest)	\$ 18,775	\$ 37,358
Periodic amortization of prepaid commitment fee asset	\$ 1,766	\$ 3,174
Accelerated amortization of prepaid commitment fee asset	\$ 1,705	\$ 5,185

**Aircraft Leasing Expenses**

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ILFC recorded impairment charges, fair value adjustments and lease-related charges of \$1.7 billion in both 2011 and 2010 and charges of \$51 million in 2009. See Segment Results Aircraft Leasing Operations Aircraft Leasing Results for additional information.

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**Net Loss on Extinguishment of Debt**

The loss on extinguishment of debt for 2011 includes:

a \$3.3 billion charge primarily consisting of the accelerated amortization of the remaining prepaid commitment fee asset resulting from the termination of the FRBNY Credit Facility, which is further discussed in Note 1 to the Consolidated Financial Statements; and

a \$484 million gain on extinguishment related to the junior subordinated debt exchange in the fourth quarter of 2011.

**Net (Gain) Loss on Sale of Divested Businesses and Properties**

Net (gain) loss on sale of divested businesses and properties includes the net (gain) loss on the sale of divested businesses that did not qualify as discontinued operations as well as gains and losses from property disposals in connection with AIG's restructuring program.

The gain in 2010 primarily represents a gain of \$16.3 billion on the sale of 67 percent of AIA, a gain of \$228 million associated with the termination fee paid by Prudential plc to AIG related to the termination of the agreement to purchase AIA and a \$1.3 billion gain on the sale of the Otemachi building in Japan. See Segment Results Chartis Operations Chartis Results Chartis Other Chartis Other Results herein for further information.

**Other Expenses**

***2011 and 2010 Comparison***

Other expenses decreased in 2011 compared to 2010 due to;

lower securities-related litigation charges; and

lower restructuring charges.

***2010 and 2009 Comparison***

Other expenses decreased in 2010 compared to 2009 due to:

goodwill impairment charges of \$612 million recorded in 2009 related to the Institutional Asset Management business;

lower compensation-related costs for the Institutional Asset Management business, including the effect of deconsolidation of certain portfolio investments and the sale of the Swiss bank; and

lower provisions for credit losses for consumer finance businesses not presented as discontinued operations.

**Income Taxes**

***2011 Effective Tax Rate***

For the year ended December 31, 2011, the effective tax rate on pretax loss from continuing operations was not meaningful, due to the significant effect of releasing approximately \$16.6 billion of the deferred tax asset valuation allowance. Other less significant factors that contributed to the difference from the statutory rate included tax benefits of \$454 million associated with tax exempt interest income, \$346 million associated with the effect of foreign operations, and \$224 million associated with AIG's investment in subsidiaries and partnerships

***2010 Effective Tax Rate***

For the year ended December 31, 2010, the effective tax rate on pre-tax income from continuing operations was 32.7 percent. The effective tax rate for the year ended December 31, 2010, attributable to continuing operations

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differed from the statutory rate primarily due to tax benefits of \$1.3 billion associated with AIG's investment in subsidiaries and partnerships, principally the AIA SPV which is treated as a partnership for U.S. tax purposes, and \$587 million associated with tax exempt interest, partially offset by an increase in the valuation allowance attributable to continuing operations of \$1.5 billion.

**2009 Effective Tax Rate**

For the year ended December 31, 2009, the effective tax rate on the pre-tax loss from continuing operations was 10.4 percent. The effective tax rate on the pre-tax loss from continuing operations for the year ended December 31, 2009, differed from the statutory rate primarily due to increases in the valuation allowance of \$3.1 billion and reserve for uncertain tax positions of \$874 million, partially offset by tax exempt interest of \$677 million and the change in investment in subsidiaries and partnerships of \$473 million which was principally related to changes in the estimated U.S. tax liability with respect to sales of subsidiaries.

See Critical Accounting Estimates Recoverability of Deferred Tax Asset herein and Note 22 to the Consolidated Financial Statements for additional information.

**Discontinued Operations**

**Income (loss) from Discontinued Operations is comprised of the following:**

<b>Years Ended December 31,</b> <i>(in millions)</i>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Foreign life insurance businesses	\$ 1,133	\$ (1,237)	\$ 2,581
AGF	-	(145)	(904)
Net gain (loss) on sale	942	1,588	(2,758)
Consolidation adjustments	(1)	(356)	54
Interest allocation	(2)	(75)	(89)
Income (loss) from discontinued operations	2,072	(225)	(1,116)
Income tax expense (benefit)	537	1,839	(1,621)
Income (loss) from discontinued operations, net of tax	\$ 1,535	\$ (2,064)	\$ 505

Significant items affecting the comparison of results from discontinued operations included the following:

a pre-tax gain of \$2.0 billion on the sale of AIG Star and AIG Edison in 2011;

impairments of goodwill in 2010 of \$4.6 billion related to ALICO, AIG Star and AIG Edison. See Note 2(j) to the Consolidated Financial Statements for further discussion;

a pre-tax gain of \$4.1 billion on the sale of ALICO in 2010;

a pre-tax loss of approximately \$1.7 billion on the sale of AGF in 2010;



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a pre-tax loss of \$2.8 billion recognized in 2009 related to the sale of Nan Shan, as well as an additional loss on sale of \$874 million recognized in 2010; and

tax effects of the above transactions, notably the impact of non-deductible goodwill impairments and the change in investment in subsidiaries, which was principally related to changes in the estimated U.S. tax liability with respect to the planned sales.

See Notes 4 and 22 to the Consolidated Financial Statements for further discussion of discontinued operations.

Table of Contents**SEGMENT RESULTS**

AIG presents and discusses its financial information in the following manner, which it believes is most meaningful to its financial statement users. AIG analyzes the operating performance of its segments as follows:

Chartis underwriting profit (loss), which is derived by reducing net premiums earned by claims and claims adjustment expenses incurred and underwriting expenses, and is before net investment income, net realized capital gains (losses), bargain purchase gain and other income (expense) net;

SunAmerica and Aircraft Leasing Operating income (loss), which is before net realized capital gains (losses) and related DAC and SIA amortization; and

Results from discontinued operations and net gains (losses) on sales of divested businesses are excluded from these measures.

AIG believes that these measures allow for a better assessment and enhanced understanding of the operating performance of each business by highlighting the results from ongoing operations and the underlying profitability of its businesses. When such measures are disclosed, reconciliations to GAAP pre-tax income are provided.

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 to the Consolidated Financial Statements 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.

**The following table summarizes the operations of each reportable segment. See also Note 3 to the Consolidated Financial Statements.**

Years Ended December 31, (in millions)	Percentage Change				
	2011	2010	2009	2011 vs. 2010	2010 vs. 2009
<b>Total revenues:</b>					
Chartis	\$ 40,702	\$ 37,196	\$ 35,023	9%	6%
SunAmerica	15,315	14,747	11,366	4	30
Aircraft Leasing	4,457	4,718	4,992	(6)	(5)
<b>Total reportable segments</b>					
	60,474	56,661	51,381	7	10
Other Operations	4,079	21,405	25,264	(81)	(15)
Consolidation and eliminations	(316)	(540)	(1,198)	41	55
<b>Total</b>	<b>64,237</b>	<b>77,526</b>	<b>75,447</b>	<b>(17)</b>	<b>3</b>
<b>Pre-tax income (loss):</b>					
Chartis	1,698	(116)	164	NM	NM
SunAmerica	2,910	2,712	(1,179)	7	NM
Aircraft Leasing	(1,005)	(729)	1,385	(38)	NM

Total reportable segments	<b>3,603</b>	1,867	370	93	405
Other Operations	<b>(4,699)</b>	15,893	(14,193)	NM	NM
Consolidation and eliminations	<b>31</b>	176	(484)	(82)	NM
Total	\$ <b>(1,065)</b>	\$ 17,936	\$ (14,307)	NM%	NM%

**Chartis Operations**

Chartis is a leading property-casualty and general insurance organization with over 44,000 employees serving more than 70 million clients around the world. During 2011, Chartis completed a reorganization of its operations and now presents its financial information in two operating segments – Commercial Insurance and Consumer Insurance – as well as a Chartis Other operations category. Previously, Chartis presented its financial information

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under Chartis U.S. and Chartis International. Prior period amounts have been reclassified to conform to the current year presentation.

As previously noted, AIG presents and discusses its financial information in a manner it believes is most meaningful to its financial statement users. AIG analyzes the operating performance of Chartis using underwriting profit (loss) and pre-tax income (loss). Underwriting profit (loss) is derived by reducing net premiums earned by claims and claims adjustment expenses incurred and underwriting expenses. Net premiums written are initially deferred and earned based upon the terms of the underlying policies for short duration contracts. The unearned premium reserve constitutes deferred revenues which are generally recognized in earnings ratably over the policy period. Net premiums written for long duration contracts are earned when due from the policyholder. Net premiums written reflect the premiums retained after purchasing reinsurance protection.

Chartis, along with most property and casualty insurance companies, uses the loss ratio, the expense ratio and the combined ratio as measures of underwriting performance. The loss ratio is the sum of claims and claims adjustment expenses incurred divided by net premiums earned. The expense ratio is underwriting expenses, which consist of acquisition costs plus other insurance expenses, divided by net premiums earned. The combined ratio is the sum of the loss ratio and the expense ratio. These ratios are relative measurements that describe, for every \$100 of net premiums earned, the amount of claims and claims adjustment expenses, and other underwriting expenses that would be incurred. A combined ratio of less than 100 indicates an underwriting profit and over 100 indicates an underwriting loss.

The underwriting environment varies across countries and products, as does the degree of litigation activity, all of which affect such ratios. In addition, investment returns, local taxes, cost of capital, regulation, product type and competition can have an effect on pricing and consequently on profitability as reflected in underwriting profit and associated ratios.

Chartis will continue to assess the performance of its operating segments based in part on underwriting profit, loss ratio, expense ratio and combined ratio. Chartis believes these metrics provide long-term measures of the performance of the business compared to historical results and peer companies. In addition, Chartis is developing new value based metrics that provide management shorter-term measures to evaluate its performance across multiple lines and various countries. As an example, Chartis has implemented a risk-adjusted profitability model as a business performance measure, which it will continue to refine. Along with underwriting results, this risk-adjusted profitability model incorporates elements of capital allocations, costs of capital and net investment income. Chartis believes that such performance measures will allow it to manage changes in its business mix.

Investment income is allocated to the Commercial Insurance and Consumer Insurance segments based on an internal investment income allocation model. The model estimates investable funds based upon the loss reserves, unearned premium and a capital allocation for each segment. The investment income allocation is calculated based on the estimated investable funds and risk-free yields (plus an illiquidity premium) consistent with the approximate duration of the liabilities. The actual yields in excess of the allocated amounts and the investment income from the assets not attributable to the Commercial Insurance and Consumer Insurance segments are assigned to Chartis Other.

For the year ended December 31, 2011, results reflect the effects of the full year of Fuji operations, while the corresponding 2010 period reflects the effects of Fuji for only two quarters, because Chartis began consolidating Fuji's operating results on July 1, 2010. Fuji operations primarily relate to Consumer Insurance.

Table of Contents**Chartis Results**

The following table presents Chartis results:

Years Ended December 31, (in millions)	Percentage Change				
	2011	2010	2009	2011 vs. 2010	2010 vs. 2009
<b>Underwriting results:</b>					
Net premiums written	\$ 34,840	\$ 31,612	\$ 30,653	10%	3%
Decrease in unearned premiums	849	909	1,608	(7)	(43)
Net premiums earned	35,689	32,521	32,261	10	1
Claims and claims adjustment expenses incurred	27,949	27,867	25,362	-	10
Underwriting expenses	10,972	10,114	9,497	8	6
Underwriting loss	(3,232)	(5,460)	(2,598)	41	(110)
<b>Investing and other results:</b>					
Net investment income	4,348	4,392	3,292	(1)	33
Net realized capital gains (losses)	587	(49)	(530)	NM	91
Bargain purchase gain	-	332	-	NM	NM
Other income (expense) net*	(5)	669	-	NM	NM
Pre-tax income (loss)	\$ 1,698	\$ (116)	\$ 164	NM%	NM%

\*

*Includes gain on divested properties of \$669 million in 2010.*

**2011 and 2010 Comparison**

Chartis recognized pre-tax income in 2011 compared to a pre-tax loss in 2010 primarily due to the decrease in the loss ratio, partially offset by the effect of increased catastrophe losses in 2011, detailed as follows:

Net prior year adverse loss development, net of premiums and loss-sensitive premium adjustments, decreased from \$4.3 billion in 2010 to \$72 million in 2011.

The combined ratio declined to 109.0 in 2011 from 116.8 in 2010. Catastrophe losses were \$3.3 billion in 2011 compared to \$1.1 billion in 2010. The combined ratio, excluding catastrophe losses, was 99.8 in 2011, compared to 113.5 in 2010, a 13.7 point improvement.

Net realized capital gains on sales of fixed maturity securities increased in connection with Chartis' strategy to better align investment allocations with current overall performance and income tax planning objectives.

Also, Chartis realized an increase in net premiums written primarily related to the acquisition of Fuji, which Chartis began consolidating on July 1, 2010, and in the Commercial Insurance property lines, which experienced improved pricing and modifications to its reinsurance program.

**2010 and 2009 Comparison**

Chartis reported a pre-tax loss in 2010 compared to pre-tax income in 2009 primarily due to the increase in the net prior year adverse loss development, net of premiums and loss-sensitive premium adjustments, from \$2.8 billion in 2009 to \$4.3 billion in 2010. In addition, catastrophe losses increased by \$1.0 billion. These were partially offset by an increase in net premiums written, primarily related to the Fuji acquisition, as well as improved market conditions and the impact of gains in 2010 related to the acquisition of Fuji and the sale of the Otemachi Building.

**Chartis Net Premiums Written**

Net premiums written are the sales of an insurer, adjusted for reinsurance premiums assumed and ceded, during a given period. Net premiums earned are the revenue of an insurer for covering risk during a given period. Net premiums written are a measure of performance for a sales period while net premiums earned are a measure of performance for a coverage period. From the period in which the premiums are written until the period in which they are recognized, the amount is part of the unearned premium reserve.

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The following table presents Chartis net premiums written by major line of business:

Years Ended December 31, (in millions)	Percentage Change				
	2011	2010	2009	2011 vs. 2010	2010 vs. 2009
<b>Commercial Insurance:</b>					
Casualty	\$ 9,819	\$ 9,945	\$ 10,492	(1)%	(5)%
Property	3,928	3,172	3,526	24	(10)
Specialty	3,545	3,342	3,467	6	(4)
Financial lines	4,177	4,007	3,976	4	1
<b>Total Commercial Insurance</b>	<b>21,469</b>	<b>20,466</b>	<b>21,461</b>	<b>5</b>	<b>(5)</b>
<b>Consumer Insurance:</b>					
Accident & health	6,006	5,442	5,015	10	9
Personal lines	6,579	5,281	4,081	25	29
Life insurance	756	333	-	127	NM
<b>Total Consumer Insurance</b>	<b>13,341</b>	<b>11,056</b>	<b>9,096</b>	<b>21</b>	<b>22</b>
Other	30	90	96	(67)	(6)
<b>Total net premiums written</b>	<b>\$ 34,840</b>	<b>\$ 31,612</b>	<b>\$ 30,653</b>	<b>10%</b>	<b>3%</b>

The following table presents the effect of the acquisition of Fuji on Chartis net premiums written:

Years Ended December 31, (in millions)	2011	2010
<b>Chartis Net Premiums Written:</b>		
Commercial Insurance, excluding Fuji	\$ 21,125	\$ 20,381
Consumer Insurance, excluding Fuji	9,713	9,394
Other	30	90
<b>Total net premiums written, excluding Fuji</b>	<b>30,868</b>	<b>29,865</b>
Fuji Commercial Insurance	344	85
Fuji Consumer Insurance	3,628	1,662
<b>Total Fuji net premiums written*</b>	<b>3,972</b>	<b>1,747</b>
<b>Total Commercial Insurance</b>	<b>21,469</b>	<b>20,466</b>
<b>Total Consumer Insurance</b>	<b>13,341</b>	<b>11,056</b>
<b>Total Other</b>	<b>30</b>	<b>90</b>
<b>Total net premiums written</b>	<b>\$ 34,840</b>	<b>\$ 31,612</b>

\*

*For the year ended December 31, 2011, results reflect the effects of the full year of Fuji operations, while the corresponding 2010 period reflects the effects of Fuji for only two quarters, because Chartis began consolidating Fuji's operating results on July 1, 2010.*

2011 and 2010 Comparison

Chartis' net premiums written increased in 2011 compared to 2010 due to the Fuji acquisition, the improvement in foreign currency exchange rates, primarily in the Japanese Yen, and further growth in the strategic higher value lines of business. These increases were partially offset by the decline in Commercial Casualty business in 2011 and more specifically the effects of risk management initiatives in workers' compensation and certain other lines of business in Chartis. They also reflect Chartis' continued commitment to maintain price discipline in lines where market rates are unsatisfactory. Excluding the effects of the Fuji acquisition, Chartis' net premiums written increased in 2011 by 3.4 percent compared to 2010.

The year ended December 31, 2011 reflects net premiums written related to Fuji of \$4.0 billion compared to \$1.7 billion in 2010. The year ended December 31, 2011 also reflects the effects of overall improvements in ratable exposures (i.e., asset values, payrolls and sales), general pricing improvement and retrospective premium adjustments on loss-sensitive contracts.



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Chartis has continued a strategy that started in 2010 to improve the allocation of its reinsurance between traditional reinsurance markets and capital markets. As part of this strategy, Chartis has secured \$1.45 billion in protection for U.S. hurricanes and earthquakes through three separate catastrophe bond transactions. In 2011, Chartis secured \$575 million in a bond transaction and in 2010, \$875 million through two separate bond transactions. These bond transactions in 2011 and 2010 reduced net premiums written by approximately \$201 million and \$208 million, respectively.

Growing higher value Consumer business continues to be a key strategy. Total Consumer Insurance net premiums written increased 21 percent for the year ended December 31, 2011 compared to 2010. Excluding the effects of foreign exchange and the Fuji acquisition, Consumer Insurance net premiums written declined by one percent, primarily due to the non-renewal of certain programs in the U.S. and Canada region that did not meet internal performance targets.

In 2011, management implemented certain initiatives designed to provide for a more effective use of capital, including:

restructuring the renewals of certain Commercial Casualty loss-sensitive programs from a retrospectively rated premium structure to a loss reimbursement deductible structure; and

the decision to cease writing excess workers' compensation business as a stand-alone product.

The effect of these actions decreased premiums in 2011 by approximately \$0.6 billion. However, given the capital intensive nature of these classes of casualty business, Chartis expects that over time, these actions will improve its results.

2010 and 2009 Comparison

Chartis' net premiums written increased in 2010 compared to 2009, primarily due to the Fuji acquisition and, to a lesser extent, strategic growth in higher value lines of business. Excluding the effects of the Fuji transaction, Chartis' net premiums written decreased in 2010 by 2.6 percent compared to 2009. This decrease is primarily due to declines in Commercial businesses in the U.S. and other developed markets, as well as the effects of risk management initiatives in the U.S. and Canada region designed to reduce catastrophe-exposed business in property and overall exposure in Chartis' long-tail casualty lines. The decrease also reflects Chartis' commitment to maintain price discipline in lines where market rates are unsatisfactory, as well as overall rate declines and a decline in ratable exposures such as workers' compensation.

Further, during 2010, Chartis entered into two separate three-year reinsurance transactions, secured through the issuance of catastrophe bonds, which provide protection from U.S. hurricanes and earthquakes, and reduced 2010 net premiums written by approximately \$208 million.

**AIG transacts business in most major foreign currencies. The following table summarizes the effect of changes in foreign currency exchange rates on Chartis net premiums written:**

<b>Years Ended December 31,</b>	<b>2011 vs. 2010</b>	<b>2010 vs. 2009</b>
Increase in original currency*	7.3%	1.8%
Foreign exchange effect	2.9	1.3
<b>Increase as reported in U.S. dollars</b>	<b>10.2%</b>	<b>3.1%</b>

\*

*Computed using a constant exchange rate for each period.*

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The following table summarizes the Chartis combined ratios based on GAAP data and the impact of catastrophe losses, prior year development and related reinstatement premiums and premium adjustments on loss-sensitive contracts on the Chartis consolidated loss and combined ratios:

Years Ended December 31,	2011	2010	2009	Increase (Decrease)	
				2011 vs. 2010	2010 vs. 2009
Loss ratio	<b>78.3</b>	85.7	78.6	(7.4)	7.1
Catastrophe losses and reinstatement premiums	<b>(9.2)</b>	(3.3)	(0.1)	(5.9)	(3.2)
Prior year development net of premium adjustments and including reserve discount	<b>(0.4)</b>	(13.2)	(8.6)	12.8	(4.6)
Loss ratio, as adjusted	<b>68.7</b>	69.2	69.9	(0.5)	(0.7)
Expense ratio	<b>30.7</b>	31.1	29.4	(0.4)	1.7
Combined ratio	<b>109.0</b>	116.8	108.0	(7.8)	8.8
Catastrophe losses and reinstatement premiums	<b>(9.2)</b>	(3.3)	(0.1)	(5.9)	(3.2)
Prior year development net of premium adjustments and including reserve discount	<b>(0.4)</b>	(13.2)	(8.6)	12.8	(4.6)
Combined ratio, adjusted	<b>99.4</b>	100.3	99.3	(0.9)	1.0

Loss Ratios

The following table presents the components of net prior year adverse development for Chartis:

Years Ended December 31, (in millions)	2011	2010	2009
Gross prior year adverse loss development	\$ 211	\$ 4,850	\$ 2,758
Increase in loss reserve discount	33	(562)	(81)
Returned/(additional) premium on loss-sensitive business	(172)	(8)	118
Net prior year adverse loss development	\$ 72	\$ 4,280	\$ 2,795

The decrease in the loss ratio for 2011 compared to 2010 reflects the substantial decrease in the net prior year loss development, net of premiums and loss-sensitive premium adjustments in 2011 as shown in the table above and to a lesser extent the improvement in foreign currency exchange rates. The decrease in the loss ratio was partially offset by the effect of increased catastrophe losses in 2011 compared to 2010.

This decrease in the adjusted 2011 loss ratio was partially due to the effect of the Fuji acquisition offset by an increase in the 2011 accident year loss ratio for the Specialty Workers' Compensation and Excess Casualty business (within the U.S. and Canada region) and the Primary Casualty and Professional Indemnity businesses (within the Europe region).

The 2011 net adverse loss development charge of \$72 million, primarily relates to the primary casualty, workers' compensation, and environmental business lines, partially offset by the net favorable loss development in the financial lines and excess casualty lines.

The loss ratio for Chartis increased in 2010 compared to 2009, primarily as a result of the net adverse loss development for prior accident years recorded in 2010.

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Approximately 80 percent of the 2010 net prior year adverse loss development charge of \$4.3 billion relates to the asbestos, excess casualty, excess workers' compensation, and primary workers' compensation lines. Further, 83 percent of this charge relates to accident years 2007 and prior (accident years before the financial crisis in 2008) and 65 percent relates to accident years 2005 and prior (accident years prior to the start of the managed reduction in these long-tail lines of business).

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Most of the 2009 net adverse loss development charge of \$2.8 billion relates to excess casualty, excess workers' compensation and the asbestos lines of business. Further, approximately 95 percent relates to accident years 2005 and prior.

Writings in long-tail lines of business that were the drivers of the reserve charges in 2010 and 2009 have been reduced since 2006. In the case of asbestos, since 1985, standard policies have contained an absolute exclusion for asbestos and pollution-related damages.

**The following table presents Chartis catastrophe losses by major event:**

Year Ended December 31, (in millions)	Commercial Insurance	2011 Consumer Insurance	Total	Commercial Insurance	2010 Consumer Insurance	Total
<b>Event:<sup>(a)</sup></b>						
Tohoku Catastrophe <sup>(b)</sup>	\$ 667	\$ 524	\$ 1,191	\$ -	\$ -	\$ -
New Zealand Christchurch earthquakes	344	7	351	-	-	-
Chile earthquake	-	-	-	289	2	291
Midwest & Southeast U.S. tornadoes	383	14	397	-	-	-
Thailand floods	366	2	368	-	-	-
Hurricane Irene	296	73	369	-	-	-
All other events	525	95	620	711	64	775
Claims and claim expenses	2,581	715	3,296	1,000	66	1,066
Reinstatement premiums	11	-	11	10	--	10
<b>Total catastrophe-related charges</b>	<b>\$ 2,592</b>	<b>\$ 715</b>	<b>\$ 3,307</b>	<b>\$ 1,010</b>	<b>\$ 66</b>	<b>\$ 1,076</b>

(a) Events shown in the above table are catastrophic events, for which the net impact to Chartis is in excess of \$200 million each. All other events include 13 events in 2010 and 14 events in 2011 that are considered catastrophic but the net impact of which remains below the \$200 million itemization threshold. Catastrophe losses for 2009 are not presented above as there was one significant catastrophe event, flooding in the Southwestern United States, totaling \$53 million for Commercial Insurance.

(b) On March 11, 2011, a major earthquake occurred near the northeast coast of Honshu, Japan, triggering a tsunami in the Pacific Ocean. This disaster is referred to as the Tohoku Catastrophe.

### Expense Ratios

The expense ratio decreased in 2011 compared to 2010, primarily due to the effect of including Fuji results for a full year and the effects of foreign exchange. These decreases were partially offset by Chartis' increased investments in a number of strategic initiatives during 2011, including the implementation of improved regional governance and risk management capabilities, the implementation of global accounting and claims systems, preparation for Solvency II and certain other legal entity restructuring initiatives.

The expense ratio increased in 2010 compared to 2009 primarily due to Chartis' strategy to continue the enhancement and build-out of its financial systems. In addition, during 2010 Chartis recorded increased expenses relating to long-term incentive programs that will continue to align employee performance incentive programs with profitability, capital management, risk management, and other performance measures. Further, increased acquisition expenses reflect increased regulatory assessments, more specifically in the workers' compensation lines, and new marketing agreements with select strategic distribution partners. These increases were partially offset by an overall decline in the expense ratio relating to the acquisition of Fuji.

### **Chartis Investing and Other Results**

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Chartis manages and accounts for its invested assets on a legal entity basis in conformity with regulatory requirements. Within a legal entity, invested assets are available to pay claims and expenses of both Commercial Insurance and Consumer Insurance operating segments as well as Chartis Other. Invested assets are not segregated or otherwise separately identified for the Commercial and Consumer Insurance operating segments.

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As discussed earlier, investment income is allocated to the Commercial Insurance and Consumer Insurance segments based on an internal investment income allocation model. See Segment Results – Chartis Operations for more information.

The following table presents Chartis investing and other results:

Years Ended December 31, (in millions)	Percentage Change				
	2011	2010	2009	2011 vs. 2010	2010 vs. 2009
Net investment income	\$ 4,348	\$ 4,392	\$ 3,292	(1)%	33%
Net realized capital gains (losses)	587	(49)	(530)	NM	91
Bargain purchase gain	-	332	-	NM	NM
Other income (expense) net*	(5)	669	-	NM	NM
<b>Investing and other results</b>	<b>\$ 4,930</b>	<b>\$ 5,344</b>	<b>\$ 2,762</b>	<b>(8)%</b>	<b>93%</b>

\*

*Includes gain on divested properties of \$669 million in 2010.*

### 2011 and 2010 Comparison

**Net investment income:** Overall in 2011, net investment income decreased slightly due to declines in private equity and hedge fund income as well as increases in investment expenses. These decreases were largely offset by increases in interest income. The decrease in private equity and hedge fund income reflects the decline in the overall equity markets during the second half of 2011. The increase in investment expenses in 2011 resulted mainly from increases in both internal and external investment management fees. The interest income increase relates to the redeployment of cash and short term instruments into longer term, higher yield securities. In addition, 2011 reflects a full year of interest income related to Fuji, which has been consolidated by Chartis since July 1, 2010.

**Net realized capital gains (losses):** Increases are due to gains on the sales of fixed maturity securities in connection with the strategy discussed above to better align Chartis' investment allocations with current overall performance and income tax objectives; a decrease in other-than-temporary impairment charges; gains from improvements in foreign currency exchange rates, primarily the strengthening of the Japanese Yen against the U.S. Dollar; and gains from derivative instruments that do not qualify for hedge accounting, resulting primarily from declining long term interest rates. These derivative instruments economically hedge products that provide benefits over an extended period of time.

These gains were partially offset by impairments recognized within other invested assets, primarily life settlement contracts. For the year ended December 31, 2011 and 2010, impairment charges of \$351 million and \$78 million, respectively, were recorded by Chartis related to life settlement contracts, including approximately \$38 million and \$4 million of impairments, respectively, associated with life insurance policies issued by SunAmerica life insurance companies that are eliminated in consolidation. Life settlement contracts are evaluated for impairment on a contract-by-contract basis. A contract is identified as potentially impaired if its undiscounted future net cash flows are less than the current carrying value of such contract. Life settlement contracts are impaired, and written down to fair value, when the carrying value of the contract is greater than the estimated fair value.

During 2011, Chartis began receiving updated medical information for its life settlement contracts as a result of an enhanced process in which information on individual insured lives is requested on a routine basis. In cases where updated information indicates that an individual's health has improved, an impairment loss may arise as a result of revised estimates of net cash flows from the related contract. This had the general effect of decreasing the projected net cash flows on a number of contracts, resulting in an increase in the number of contracts identified as potentially impaired when compared to previous analyses. Further, the domestic operations of Chartis refined their fair values based upon the availability of recent medical information.

**Bargain purchase gain:** On March 31, 2010 Chartis purchased additional voting shares in Fuji which resulted in the effective control and consolidation of Fuji. This acquisition resulted in a bargain purchase gain of \$0.3 billion, which was included in the Consolidated Statement of Income (Loss) in Other Income. The bargain purchase gain is primarily attributable to the depressed market value of Fuji's common stock, which Chartis believes was the result of macro-economic, capital market and regulatory factors in Japan coupled with Fuji's financial condition and results of operations. Chartis anticipates that the bargain purchase gain will not be subject to U.S. or foreign income tax because the gain would

only be recognized for tax purposes upon the sale of the Fuji shares.

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**Other income (expense) net:** In May 2009, AIG completed the legal sale of its interest in the Otemachi Building in Japan, including the land and development rights. The transaction initially did not qualify as a sale for accounting purposes at that time, due to AIG's continued involvement with the property, which did not end until December 2010. As a result, AIG recognized a gain of approximately \$1.3 billion in pre-tax income, of which \$669 million was included in the Chartis results in 2010.

## 2010 and 2009 Comparison

**Net investment income:** The increase in 2010 was primarily the result of an increase in the value of partnership investments as market conditions improved in 2010, while 2009 included losses from an equity method investment.

**Net realized capital losses:** Net realized capital losses for Chartis declined in 2010 compared to 2009 due to increased gains on sales of fixed maturity and equity securities and lower other-than-temporary impairment charges as market conditions continued to improve.

**Bargain purchase gain:** During 2010, Chartis recognized a bargain purchase gain of \$332 million in connection with the acquisition of Fuji.

**Other income (expense) net:** Represents the Chartis portion of the gain on the sale of AIG's Otemachi Building in Japan.

See Consolidated Results for further discussion on net investment income and net realized capital gains (losses).

## Commercial Insurance

### Commercial Insurance Results

The following table presents Commercial Insurance results:

Years Ended December 31, (in millions)	Percentage Change				
	2011	2010	2009	2011 vs. 2010	2010 vs. 2009
<b>Underwriting results:</b>					
Net premiums written	\$ 21,469	\$ 20,466	\$ 21,461	5%	(5)%
Decrease in unearned premiums	827	1,006	1,645	(18)	(39)
Net premiums earned	22,296	21,472	23,106	4	(7)
Claims and claims adjustment expenses incurred	18,953	19,001	18,920	-	-
Underwriting expenses	5,847	5,752	5,658	2	2
Underwriting loss	(2,504)	(3,281)	(1,472)	24	(123)
Net investment income	3,248	3,348	3,883	(3)	(14)
Pre-tax income	\$ 744	\$ 67	\$ 2,411	NM%	(97)%

### Commercial Insurance Net Premiums Written

Commercial Insurance business is transacted in most major foreign currencies. The following table summarizes the effect of changes in foreign currency exchange rates on the growth of Commercial Insurance net premiums written:

Years Ended December 31,	2011 vs. 2010	2010 vs. 2009
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Increase (decrease) in original currency*	<b>3.7%</b>	(4.9)%
Foreign exchange effect	<b>1.2</b>	0.3
Increase (decrease) as reported in U.S. dollars	<b>4.9%</b>	(4.6)%

\*

*Computed using a constant exchange rate for each period.*

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2011 and 2010 Comparison

Commercial Insurance net premiums written increased in 2011 compared to 2010 primarily due to:

increases in Property lines driven by positive pricing trends and reinsurance modifications resulting in increased retentions; the rate environment for Property has been particularly strong for the U.S. and the Far East region;

an increase in additional premiums on Commercial Casualty's loss-sensitive business of \$164 million compared to 2010. Loss-sensitive business relates to policies whose premiums vary with the level of underlying losses. Accordingly, in 2011, additional premiums of \$172 million were recognized relating to additional prior year losses. The corresponding 2010 period reflects the effects of additional premiums of \$8 million;

general improvements in rates, in particular for workers' compensation;

continued growth and market penetration across growth economy nations; and

improvements in foreign exchange currency rates.

Offsetting these increases was an appro