

AMERICAN INTERNATIONAL GROUP, INC.
70 PINE STREET
NEW YORK, N.Y. 10270

EDWARD M. LIDDY
CHAIRMAN AND
CHIEF EXECUTIVE OFFICER



May 21, 2009

Dear Colleagues,

I wanted to let you know that I have informed the Board of Directors of my intention to step down from my roles as Chairman and Chief Executive Officer once the Board successfully concludes a search for replacements for these roles.

While much work remains to be done at AIG, we can all be proud that much has already been accomplished. With the financial assistance of the Federal Reserve Bank of New York and the U.S. Department of the Treasury, we have made substantial progress in stabilizing AIG, reducing the systemic risk that led the government to rescue the company, protecting our policyholders and our businesses, and developing a plan to repay American taxpayers.

I am proud that we are now implementing this repayment plan. As we all know too well, our pace of success will depend on global economic conditions and financial markets. It is likely to take several years. All of you should have a leadership team committed to a similar time horizon and prepared to carry the plan to completion.

As you know, earlier this week, we announced the nomination of six new directors to stand for election at the company's annual shareholder meeting on June 30, 2009. This slate will reconfigure the Board so that a majority of its members will be newly elected independent directors.

I have recommended to the Board that the Chairman and CEO roles be separated, and working with the Board, I have determined that, coincident with the reconfiguration of the Board, the company should also initiate the necessary actions to install a more permanent leadership team and structure.

The Board concurs with my recommendation that the roles of Chairman and CEO be separated and intends to conduct a search to fill each position. The search will include participation by both the reconstituted Board and the Trustees of the AIG Credit Facility Trust.

I am confident that this will be an orderly transition. Time and again I have been impressed with the resilience and professionalism of the AIG community. Thank you for your dedication and your patience during these trying times. We plan to hold a Town Hall meeting on Wednesday, May 27, 2009, at 8:30 am ET to talk more about the transition plan and answer any questions you may have. In the meantime, I look forward to continuing to work with all of you as we make progress on our plan.

Sincerely,

A handwritten signature in black ink that reads "Edward M. Liddy". The signature is written in a cursive style with a large, sweeping flourish at the end.