AMERICAN INTERNATIONAL GROUP INC
Form 10-Q
November 03, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2014	**Commission File Number 1-8787**

American International Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**13-2592361**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
175 Water Street, New York, New York	**10038**
(Address of principal executive offices)	(Zip Code)

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

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

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

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 (Do not check if a smaller reporting company)	Smaller reporting company

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

As of October 29, 2014, there were 1,399,912,329 shares outstanding of the registrant’s common stock.

AMERICAN INTERNATIONAL GROUP, INC.

QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTERLY PERIOD ENDED

September 30, 2014

Table of Contents

1

TABLE OF CONTENTS

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

American International Group, Inc.

Condensed Consolidated Balance Sheets *(unaudited)*

	Se
(in millions, except for share data)	
Assets:	
Investments:	
Fixed maturity securities:	
Bonds available for sale, at fair value (amortized cost: 2014 - $249,920; 2013 - $248,531)	$
Other bond securities, at fair value (See Note 6)	
Equity Securities:	
Common and preferred stock available for sale, at fair value (cost: 2014 - $2,066; 2013 - $1,726)	
Other common and preferred stock, at fair value (See Note 6)	
Mortgage and other loans receivable, net of allowance (portion measured at fair value: 2014 - $6; 2013 - $0)	
Other invested assets (portion measured at fair value: 2014 - $9,045; 2013 - $8,598)	
Short-term investments (portion measured at fair value: 2014 - $4,191; 2013 - $6,313)	
Total investments	
Cash	
Accrued investment income	
Premiums and other receivables, net of allowance	
Reinsurance assets, net of allowance	
Deferred income taxes	
Deferred policy acquisition costs	
Derivative assets, at fair value	
Other assets, including restricted cash of $1,238 in 2014 and $865 in 2013 (portion measured at fair value: 2014 - $0; 2013 - $418)	
Separate account assets, at fair value	
Assets held-for-sale	
Total assets	$
Liabilities:	
Liability for unpaid claims and claims adjustment expense	$

Unearned premiums
Future policy benefits for life and accident and health insurance contracts
Policyholder contract deposits (portion measured at fair value: 2014 - $1,044; 2013 - $384)
Other policyholder funds (portion measured at fair value: 2014 - $8; 2013 - $0)
Derivative liabilities, at fair value
Other liabilities (portion measured at fair value: 2014 - $402; 2013 - $933)
Long-term debt (portion measured at fair value: 2014 - $5,667; 2013 - $6,747)
Separate account liabilities
Liabilities held-for-sale
Total liabilities
Contingencies, commitments and guarantees (see Note 10)

Redeemable noncontrolling interests (see Note 12)

AIG shareholders' equity:
Common stock, $2.50 par value; 5,000,000,000 shares authorized; shares issued: 2014 - 1,906,671,492 and 2013 - 1,906,645,689
Treasury stock, at cost; 2014 - 502,898,541 shares; 2013 - 442,582,366 shares
Additional paid-in capital
Retained earnings
Accumulated other comprehensive income
Total AIG shareholders' equity
Non-redeemable noncontrolling interests (including $100 associated with businesses held for sale in 2013)
Total equity
Total liabilities and equity $

See accompanying Notes to Condensed Consolidated Financial Statements.

TABLE OF CONTENTS

Item 1 / Financial statements

American International Group, Inc.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME *(unaudited)*

(dollars in millions, except per share data)	Three Months Ended September 30, 2014	2013
Revenues:		
Premiums	$ **9,453**	$ 9,352
Policy fees	**743**	645
Net investment income	**4,028**	3,573
Net realized capital gains:		
Total other-than-temporary impairments on available for sale securities	**(34)**	(33)
Portion of other-than-temporary impairments on available for sale fixed maturity securities recognized in Other comprehensive income (loss)	**(1)**	(6)
Net other-than-temporary impairments on available for sale securities recognized in net income	**(35)**	(39)
Other realized capital gains	**505**	291
Total net realized capital gains	**470**	252
Aircraft leasing revenue	**-**	1,118
Other income	**1,960**	1,004
Total revenues	**16,654**	15,944
Benefits, claims and expenses:		
Policyholder benefits and claims incurred	**7,203**	7,416
Interest credited to policyholder account balances	**882**	924
Amortization of deferred acquisition costs	**1,288**	1,220
Other acquisition and insurance expenses	**2,117**	2,251
Interest expense	**430**	516
Aircraft leasing expenses	**-**	1,119
Loss on extinguishment of debt	**742**	81
Net (gain) loss on sale of divested businesses	**(18)**	-
Other expenses	**991**	1,239
Total benefits, claims and expenses	**13,635**	14,766
Income from continuing operations before income tax expense	**3,019**	1,178
Income tax expense (benefit)	**820**	(970)
Income from continuing operations	**2,199**	2,148
Income (loss) from discontinued operations, net of income tax expense	**2**	(18)
Net income	**2,201**	2,130
Less:		
Net income (loss) from continuing operations attributable to		

noncontrolling interests		**9**		(40)
Net income attributable to AIG	**$**	**2,192**	$	2,170
Income (loss) per common share attributable to AIG:				
Basic:				
Income from continuing operations	**$**	**1.54**	$	1.48
Income (loss) from discontinued operations	**$**	**-**	$	(0.01)
Net income attributable to AIG	**$**	**1.54**	$	1.47
Diluted:				
Income from continuing operations	**$**	**1.52**	$	1.47
Income (loss) from discontinued operations	**$**	**-**	$	(0.01)
Net income attributable to AIG	**$**	**1.52**	$	1.46
Weighted average shares outstanding:				
Basic		**1,419,239,774**		1,475,053,126
Diluted		**1,442,067,842**		1,485,322,858
Dividends declared per common share	**$**	**0.125**	$	0.10

See accompanying Notes to Condensed Consolidated Financial Statements.

3

TABLE OF CONTENTS

Item 1 / Financial statements

American International Group, Inc.

cONDENSED Consolidated Statements of Comprehensive Income *(unaudited)*

	Three Months Ended September 30,		Nine Month Septemb	
(in millions)	**2014**	2013	**2014**	
Net income	**$ 2,201**	$ 2,130	**$ 6,849**	$
Other comprehensive income (loss), net of tax				
Change in unrealized appreciation (depreciation) of fixed maturity investments on which other-than-temporary credit impairments were taken	**59**	(23)	**174**	
Change in unrealized appreciation (depreciation) of all other investments	**(168)**	(434)	**4,972**	
Change in foreign currency translation adjustments	**(78)**	(49)	**(189)**	
Change in retirement plan liabilities adjustment	**6**	(26)	**13**	
Other comprehensive income (loss)	**(181)**	(532)	**4,970**	
Comprehensive income	**2,020**	1,598	**11,819**	
Comprehensive income (loss) attributable to noncontrolling interests	**8**	(42)	**(26)**	
Comprehensive income attributable to AIG	**$ 2,012**	$ 1,640	**$ 11,845**	$

See accompanying Notes to Condensed Consolidated Financial Statements.

TABLE OF CONTENTS

Item 1 / Financial statements

American International Group, Inc.

CONDENSED Consolidated Statement of Equity *(unaudited)*

(in millions)	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total A Shar holde Equ
Nine Months Ended September 30, 2014						
Balance, beginning of year	**$ 4,766**	**$ (14,520)**	**$ 80,899**	**$ 22,965**	**$ 6,360**	**$ 100,47**
Purchase of common stock	**-**	**(3,200)**	**-**	**-**	**-**	**(3,20**
Net income (loss) attributable to AIG or other noncontrolling interests	**-**	**-**	**-**	**6,874**	**-**	**6,87**
Dividends	**-**	**-**	**-**	**(539)**	**-**	**(53**
Other comprehensive income (loss)	**-**	**-**	**-**	**-**	**4,971**	**4,97**
Net decrease due to deconsolidation	**-**	**-**	**-**	**-**	**-**	
Contributions from noncontrolling interests	**-**	**-**	**-**	**-**	**-**	
Distributions to noncontrolling interests	**-**	**-**	**-**	**-**	**-**	
Other	**-**	**-**	**5**	**-**	**-**	
Balance, end of period	**$ 4,766**	**$ (17,720)**	**$ 80,904**	**$ 29,300**	**$ 11,331**	**$ 108,58**
Nine Months Ended September 30, 2013						
Balance, beginning of year	$ 4,766	$ (13,924)	$ 80,410	$ 14,176	$ 12,574	$ 98,00
Purchase of common stock	-	(192)	-	-	-	(19
Net income attributable to AIG or other noncontrolling interests	-	-	-	7,107	-	7,10
Dividends	-	-	-	(147)	-	(14
Other comprehensive loss	-	-	-	-	(6,065)	(6,06
Net increase due to consolidation	-	-	-	-	-	
Contributions from noncontrolling interests	-	-	-	-	-	
Distributions to noncontrolling interests	-	-	-	-	-	
Other	-	1	87	-	-	8
Balance, end of period	$ 4,766	$ (14,115)	$ 80,497	$ 21,136	$ 6,509	$ 98,79

See accompanying Notes to Condensed Consolidated Financial Statements.

TABLE OF CONTENTS

Item 1 / Financial statements

American International Group, Inc.

CONDENSED Consolidated Statements of Cash Flows *(unaudited)*

Nine Months Ended September 30, *(in millions)*	2014	2013
Cash flows from operating activities:		
Net income	$ 6,849	$ 7,119
(Income) loss from discontinued operations	15	(73)
Adjustments to reconcile net income to net cash provided by operating activities:		
Noncash revenues, expenses, gains and losses included in income:		
Net gains on sales of securities available for sale and other assets	(602)	(2,159)
Net (gain) loss on sale of divested businesses	(2,196)	47
Net losses on extinguishment of debt	1,014	459
Unrealized gains in earnings - net	(797)	(7)
Equity in income from equity method investments, net of dividends or distributions	(1,106)	(944)
Depreciation and other amortization	3,372	3,558
Impairments of assets	415	408
Changes in operating assets and liabilities:		
Property casualty and life insurance reserves	184	768
Premiums and other receivables and payables - net	41	(44)
Reinsurance assets and funds held under reinsurance treaties	(64)	(336)
Capitalization of deferred policy acquisition costs	(4,546)	(4,412)
Current and deferred income taxes - net	2,291	(206)
Other, net	(513)	(230)
Total adjustments	(2,507)	(3,098)
Net cash provided by operating activities	4,357	3,948
Cash flows from investing activities:		
Proceeds from (payments for)		
Sales or distribution of:		
Available for sale investments	16,063	27,961
Other securities	3,936	4,174
Other invested assets	3,034	4,111
Divested businesses, net	2,348	-
Maturities of fixed maturity securities available for sale	18,628	19,907
Principal payments received on and sales of mortgage and other loans receivable	2,552	2,721
Purchases of:		
Available for sale investments	(34,630)	(50,639)
Other securities	(301)	(1,880)
Other invested assets	(3,205)	(5,214)

Mortgage and other loans receivable	**(4,945)**	(3,109)
Net change in restricted cash	**(660)**	1,251
Net change in short-term investments	**2,342**	8,114
Other, net	**(295)**	(879)
Net cash provided by investing activities	**4,867**	6,518
Cash flows from financing activities:		
Proceeds from (payments for)		
Policyholder contract deposits	**12,311**	11,348
Policyholder contract withdrawals	**(11,036)**	(12,481)
Issuance of long-term debt	**5,827**	3,633
Repayments of long-term debt	**(11,561)**	(11,355)
Purchase of Common Stock	**(3,403)**	(192)
Dividends paid	**(539)**	(147)
Other, net	**(1,200)**	(278)
Net cash used in financing activities	**(9,601)**	(9,472)
Effect of exchange rate changes on cash	**(19)**	(79)
Net increase (decrease) in cash	**(396)**	915
Cash at beginning of year	**2,241**	1,151
Change in cash of businesses held-for-sale	**88**	(8)
Cash at end of period	**$ 1,933**	$ 2,058

Supplementary Disclosure of Condensed Consolidated Cash Flow Information

Cash paid during the period for:		
Interest	**$ 2,496**	$ 2,951
Taxes	**$ 614**	$ 378
Non-cash investing/financing activities:		
Interest credited to policyholder contract deposits included in financing activities	**$ 3,007**	$ 2,977
Non-cash consideration received from sale of ILFC	**$ 4,586**	$ -

See accompanying Notes to Condensed Consolidated Financial Statements.

TABLE OF CONTENTS

Item 1 / NOTE 1. BASIS OF PRESENTATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

1. BASIS OF PRESENTATION

American International Group, Inc. (AIG) is a leading international insurance organization serving customers in more than 130 countries and jurisdictions. 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 (NYSE: AIG) and the Tokyo Stock Exchange. Unless the context indicates otherwise, the terms “AIG,” “we,” “us” or “our” mean American International Group, Inc. and its consolidated subsidiaries and the term “AIG Parent” means American International Group, Inc. and not any of its consolidated subsidiaries.

These unaudited condensed consolidated financial statements do not include all disclosures that are normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States (GAAP) and should be read in conjunction with the audited consolidated financial statements and the related notes included in our Annual Report on Form 10-K for the year ended December 31, 2013 (2013 Annual Report). The condensed consolidated financial information as of December 31, 2013 included herein has been derived from audited consolidated financial statements in the 2013 Annual Report.

Certain of our foreign subsidiaries included in the condensed consolidated financial statements report on different fiscal-period bases. The effect on our condensed consolidated financial condition and results of operations of all material events occurring at these subsidiaries through the date of each of the periods presented in these condensed consolidated financial statements has been recorded. In the opinion of management, these condensed consolidated financial statements contain normal recurring adjustments, including eliminations of material intercompany accounts and transactions, necessary for a fair statement of the results presented herein.

Interim period operating results may not be indicative of the operating results for a full year. We evaluated the need to recognize or disclose events that occurred subsequent to September 30, 2014 and prior to the issuance of these condensed consolidated financial statements.

Sale of ILFC

On May 14, 2014, we completed the sale of 100 percent of the common stock of International Lease

Finance Corporation (ILFC) to AerCap Ireland Limited, a wholly owned subsidiary of AerCap Holdings N.V. (AerCap), in exchange for total consideration of approximately $7.6 billion, including cash and 97.6 million newly issued AerCap common shares (the AerCap Transaction). The total value of the consideration was based in part on AerCap's closing price per share of $47.01 on May 13, 2014. ILFC's results of operations are reflected in Aircraft leasing revenue and Aircraft leasing expenses in the Condensed Consolidated Statements of Income through the date of the completion of the sale. ILFC's assets and liabilities were classified as held-for-sale at December 31, 2013 in the Condensed Consolidated Balance Sheets. See Note 4 herein for further discussion.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires the application of accounting policies that often involve a significant degree of judgment. Accounting policies that we believe are most dependent on the application of estimates and assumptions are considered our critical accounting estimates and are related to the determination of:

- income tax assets and liabilities, including recoverability of our net deferred tax asset and the predictability of future tax operating profitability of the character necessary to realize the net deferred tax asset;

TABLE OF CONTENTS

Item 1 / NOTE 1. BASIS OF PRESENTATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

- liability for unpaid claims and claims adjustment expense;
- reinsurance assets;
- valuation of future policy benefit liabilities and timing and extent of loss recognition;
- valuation of liabilities for guaranteed benefit features of variable annuity products;
- estimated gross profits to value deferred acquisition costs for investment oriented products;
- impairment charges, including other than temporary impairments on available for sale securities, impairments on investments in life settlements and goodwill impairment;
- liability for legal contingencies; and
- fair value measurements of certain financial assets and liabilities.

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Standards Adopted During 2014

Certain Obligations Resulting from Joint and Several Liability Arrangements

In February 2013, the Financial Accounting Standards Board (FASB) issued an accounting standard that requires us to measure obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date as the sum of (i) the amount we agreed to pay on the basis of our arrangement among our co obligors and (ii) any additional amount we expect to pay on behalf of our co obligors.

We adopted the standard on its required effective date of January 1, 2014. The adoption of this standard had no material effect on our consolidated financial condition, results of operations or cash flows.

Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of an Investment within a Foreign Entity or of an Investment in a Foreign Entity

In March 2013, the FASB issued an accounting standard addressing whether consolidation guidance or foreign currency guidance applies to the release of the cumulative translation adjustment into net income when a parent sells all or a part of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or net assets that are a business (other than a sale of in substance real estate) within a foreign entity. The standard also resolves the diversity in practice for the cumulative translation adjustment treatment in business combinations achieved in stages involving foreign entities.

Under the standard, the entire amount of the cumulative translation adjustment associated with the foreign entity should be released into earnings when there has been: (i) a sale of a subsidiary or group of net assets within a foreign entity and the sale represents a complete or substantially complete liquidation of the foreign entity in which the subsidiary or the net assets had

TABLE OF CONTENTS

Item 1 / NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

resided; (ii) a loss of a controlling financial interest in an investment in a foreign entity; or (iii) a change in accounting method from applying the equity method to an investment in a foreign entity to consolidating the foreign entity.

We adopted the standard on its required effective date of January 1, 2014 on a prospective basis. The adoption of this standard had no material effect on our consolidated financial condition, results of operations or cash flows.

Investment Company Guidance

In June 2013, the FASB issued an accounting standard that amends the criteria a company must meet to qualify as an investment company, clarifies the measurement guidance, and requires new disclosures for investment companies. An entity that is regulated by the Securities and Exchange Commission under the Investment Company Act of 1940 (the 1940 Act) qualifies as an investment company. Entities that are not regulated under the 1940 Act must have certain fundamental characteristics and must consider other characteristics to determine whether they qualify as investment companies. An entity's purpose and design must be considered when making the assessment.

An entity that no longer meets the requirements to be an investment company as a result of this standard should present the change in its status as a cumulative effect adjustment to retained earnings as of the beginning of the period of adoption. An entity that is an investment company should apply the standard prospectively as an adjustment to opening net assets as of the effective date. The adjustment to net assets represents both the difference between the fair value and the carrying amount of the entity's investments and any amount previously recognized in Accumulated other comprehensive income.

We adopted the standard on its required effective date of January 1, 2014 on a prospective basis. The adoption of this standard had no material effect on our consolidated financial condition, results of operations or cash flows.

Presentation of Unrecognized Tax Benefits

In July 2013, the FASB issued an accounting standard that requires a liability related to unrecognized tax benefits to be presented as a reduction to the related deferred tax asset for a net operating loss carryforward or a tax credit carryforward. When the carryforwards are not available at the reporting date under the tax law of the applicable jurisdiction or the tax law of the applicable jurisdiction does not require, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit will be presented in the financial statements as a liability and will not be combined with the related deferred tax asset.

We adopted the standard on its required effective date of January 1, 2014 on a prospective basis. The adoption of this standard had no material effect on our consolidated financial condition, results of operations or cash flows.

Future Application of Accounting Standards

Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure

In January 2014, the FASB issued an accounting standard that clarifies that a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, so that the loan is derecognized and the real estate property is recognized, when either (i) the creditor obtains legal title to the residential real estate property upon completion of a foreclosure or (ii) the borrower conveys all interest in the residential real estate property to the creditor to satisfy the loan through completion of a deed in lieu of foreclosure or through a similar legal agreement.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The standard is effective for interim and annual reporting periods beginning after December 15, 2014. Early adoption is permitted. We plan to adopt the standard on its required effective date of January 1, 2015 and do not expect the adoption of the standard to have a material effect on our consolidated financial condition, results of operations or cash flows.

Reporting Discontinued Operations

In April 2014, the FASB issued an accounting standard that changes the requirements for presenting a component or group of components of an entity as a discontinued operation and requires new disclosures. Under the standard, the disposal of a component or group of components of an entity should be reported as a discontinued operation if the disposal represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. Disposals of equity method investments, or those reported as held-for-sale, must be presented as a discontinued operation if they meet the new definition. The standard also requires entities to provide disclosures about the disposal of an individually significant component of an entity that does not qualify for discontinued operations presentation.

The standard is effective prospectively for all disposals of components (or classification of components as held-for-sale) of an entity that occur within interim and annual periods beginning on or after December 15, 2014. Early adoption is permitted, but only for disposals (or classifications of components as held-for-sale) that have not been reported in financial statements previously issued. We plan to adopt the standard on its required effective date of January 1, 2015 and do not expect the adoption of the standard to have a material effect on our consolidated financial condition, results of operations or cash flows.

Revenue Recognition

In May 2014, the FASB issued an accounting standard that supersedes most existing revenue recognition guidance. The standard excludes from its scope the accounting for insurance contracts, leases, financial instruments, and other agreements that are governed under other GAAP guidance, but affects the revenue recognition for certain of our other activities.

The standard is effective for interim and annual reporting periods beginning after December 15, 2016 and may be applied retrospectively or through a cumulative effect adjustment to retained earnings at the date of adoption. Early adoption is not permitted. We plan to adopt the standard on its required effective date of January 1, 2017 and are assessing the impact of the standard on our consolidated financial condition, results of operations and cash flows.

Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures

In June 2014, the FASB issued an accounting standard that changes the accounting for repurchase-to-maturity transactions and repurchase financing arrangements. It also requires additional disclosures about repurchase agreements and other similar transactions. The standard aligns the accounting for repurchase-to-maturity transactions and repurchase agreements executed as a repurchase financing with the accounting for other typical repurchase agreements such that they all will be accounted for as secured borrowings. The standard eliminates sale accounting for repurchase-to-maturity transactions and supersedes the standard under which a transfer of a financial asset and a contemporaneous repurchase financing could be accounted for on a combined basis as a forward agreement.

The accounting guidance and new disclosure requirements for certain transactions accounted for as sales are effective for interim and annual reporting periods beginning after December 15, 2014, while the disclosure requirements for transactions accounted for as secured borrowings are effective for annual reporting periods beginning after December 15, 2014 and for interim reporting periods beginning after March 15, 2015. Early adoption is not permitted. We plan to adopt the standard on its required effective dates and do not expect the adoption of the standard to have a material effect on our consolidated financial condition, results of operations or cash flows.

TABLE OF CONTENTS

Item 1 / NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Accounting for Share-Based Payments with Performance Targets

In June 2014, the FASB issued an accounting standard that clarifies the accounting for share-based payments when the terms of an award provide that a performance target could be achieved after the requisite service period. The standard requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition.

The standard is effective for interim and annual reporting periods beginning after December 15, 2015. Early adoption is permitted. The standard may be applied prospectively to all awards granted or modified after the effective date or retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. We plan to adopt the standard on its required effective date of January 1, 2016 and do not expect the adoption of the standard to have a material effect on our consolidated financial condition, results of operations or cash flows.

Measuring the Financial Assets and the Financial Liabilities of a Consolidated Collateralized Financing Entity

In August 2014, the FASB issued an accounting standard that allows a reporting entity to measure the financial assets and financial liabilities of a qualifying consolidated collateralized financing entity using the fair value of either its financial assets or financial liabilities, whichever is more observable.

The standard is effective for interim and annual reporting periods beginning after December 15, 2015. Early adoption is permitted. The standard may be applied retrospectively to all relevant prior periods presented starting with January 1, 2010 or through a cumulative effect adjustment to retained earnings at the date of adoption. We plan to adopt the standard on its required effective date of January 1, 2016 and are assessing the impact of the standard on our consolidated financial condition, results of operations or cash flows.

3. SEGMENT INFORMATION

We report the results of our operations consistent with the manner in which our chief operating decision makers review the business to assess performance and to allocate resources through two reportable segments: AIG Property Casualty and AIG Life and Retirement. We evaluate performance based on revenues and pre tax income (loss), excluding results from discontinued operations, because we believe this provides more meaningful information on how our operations are performing.

TABLE OF CONTENTS

Item 1 / NOTE 3. SEGMENT INFORMATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The following tables present our operations by reportable segment:

	2014		2013	
Three Months Ended September 30,		Pre-tax Income (Loss)		Pr
(in millions)	Total Revenues	from continuing operations	Total Revenues	from co
AIG Property Casualty				
Commercial Insurance	**$ 5,971**	**$ 573**	$ 5,760	$
Consumer Insurance	**3,362**	**131**	3,359	
Other	**674**	**503**	585	
Total AIG Property Casualty	**10,007**	**1,207**	9,704	
AIG Life and Retirement				
Retail	**3,318**	**1,160**	2,884	
Institutional	**1,756**	**771**	1,760	
Total AIG Life and Retirement	**5,074**	**1,931**	4,644	
Other Operations				
Mortgage Guaranty	**262**	**135**	236	
Global Capital Markets	**72**	**58**	87	
Direct Investment book	**430**	**228**	147	
Corporate & Other	**978**	**(676)**	217	
Aircraft Leasing	**-**	**-**	1,118	
Consolidation and elimination	**(9)**	**(1)**	(9)	
Total Other Operations	**1,733**	**(256)**	1,796	
AIG Consolidation and elimination	**(160)**	**137**	(200)	
Total AIG Consolidated	**$ 16,654**	**$ 3,019**	$ 15,944	$

	2014		2013	
Nine Months Ended September 30,		Pre-tax Income (Loss)		Pr
(in millions)	Total Revenues	from continuing operations	Total Revenues	from co
AIG Property Casualty				
Commercial Insurance	**$ 17,502**	**$ 2,149**	$ 17,229	$
Consumer Insurance	**9,962**	**315**	10,212	
Other	**2,159**	**1,542**	2,032	
Total AIG Property Casualty	**29,623**	**4,006**	29,473	
AIG Life and Retirement				
Retail	**9,056**	**2,563**	9,326	

Institutional		4,939		1,849		6,106	
Total AIG Life and Retirement		13,995		4,412		15,432	
Other Operations							
Mortgage Guaranty		771		423		710	
Global Capital Markets		417		332		592	
Direct Investment book		1,260		855		1,373	
Corporate & Other		1,771		(544)		1,123	
Aircraft Leasing		1,602		17		3,303	
Consolidation and elimination		(24)		1		(28)	
Total Other Operations		5,797		1,084		7,073	
AIG Consolidation and elimination		(544)		270		(646)	
Total AIG Consolidated	$	48,871	$	9,772	$	51,332	$

12

TABLE OF CONTENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

4. HELD-FOR-SALE CLASSIFICATION AND DISCONTINUED OPERATIONS

Held-For-Sale Classification

On May 14, 2014, we completed the sale of 100 percent of the common stock of ILFC to AerCap Ireland Limited, a wholly owned subsidiary of AerCap, in exchange for total consideration of approximately $7.6 billion, including cash and 97.6 million newly issued AerCap common shares, valued at approximately $4.6 billion based on AerCap's closing price per share of $47.01 on May 13, 2014. Net cash proceeds to AIG were $2.4 billion after the settlement of intercompany loans, and AIG recorded pre-tax and after-tax gains of approximately $2.2 billion and $1.4 billion, respectively, for the nine-month period ended September 30, 2014. In connection with the AerCap Transaction, we entered into a five-year credit agreement for a senior unsecured revolving credit facility between AerCap Ireland Capital Limited, as borrower, and AIG Parent as lender (the Revolving Credit Facility). The Revolving Credit Facility provides for an aggregate commitment of $1.0 billion and permits loans for general corporate purposes after the closing of the AerCap Transaction. At September 30, 2014, no amounts were outstanding under the Revolving Credit Facility.

As a result of the AerCap Transaction, we own approximately 46 percent of the outstanding common stock of AerCap. This common stock is subject to certain restrictions as to the amount and timing of potential sales as set forth in the Stockholders' Agreement and Registration Rights Agreement between AIG and AerCap. We account for our interest in AerCap using the equity method of accounting. The difference between the carrying amount of our investment in AerCap common stock and our share of the underlying equity in the net assets of AerCap was approximately $1.4 billion at September 30, 2014. Approximately $0.4 billion of this difference was allocated to the assets and liabilities of AerCap based on their respective fair values and is being amortized into income over the estimated lives of the related assets and liabilities. The remainder was allocated to goodwill.

ILFC's results of operations are reflected in Aircraft leasing revenue and Aircraft leasing expenses in the Condensed Consolidated Statements of Income through the date of the completion of the sale. ILFC's assets and liabilities were classified as held-for-sale at December 31, 2013 in the Condensed Consolidated Balance Sheets.

The following table summarizes the components of ILFC assets and liabilities held-for-sale:

(in millions)		December 31, 2013
Assets:		
Equity securities	$	3
Mortgage and other loans receivable, net		229
Flight equipment primarily under operating leases, net of accumulated depreciation		35,508
Short-term investments		658
Cash		88
Premiums and other receivables, net of allowance		318
Other assets		2,066
Assets held-for-sale		38,870
Less: Loss accrual		(9,334)
Total assets held-for-sale	$	29,536
Liabilities:		
Other liabilities	$	3,127
Long-term debt		21,421
Total liabilities held-for-sale	$	24,548

TABLE OF CONTENTS

Item 1 / NOTE 4. HELD-FOR-SALE CLASSIFICATION AND DISCONTINUED OPERATIONS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Discontinued Operations

In connection with the 2010 sale of American Life Insurance Company (ALICO) to MetLife, Inc. (MetLife), we recognized the following income (loss) from discontinued operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
Revenues:				
Gain (loss) on sale	**$ 5**	$ (27)	**$ 56**	$ 119
Income (loss) from discontinued operations, before income tax (benefit) expense	**5**	(27)	**56**	119
Income tax (benefit) expense	**3**	(9)	**71**	46
Income (loss) from discontinued operations, net of income tax	**$ 2**	$ (18)	**$ (15)**	$ 73

5. FAIR VALUE MEASUREMENTS

Fair Value Measurements on a Recurring Basis

Assets and liabilities recorded at fair value in the Condensed Consolidated Balance Sheets are measured and classified in accordance with a fair value hierarchy consisting of three "levels" based on the observability of valuation inputs:

- **Level 1:** Fair value measurements based on quoted prices in active markets that we have the ability to access for identical assets or liabilities. Market price data generally is obtained from exchange or dealer markets. We do not adjust the quoted price for such instruments.

- **Level 2:** Fair value measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.

- **Level 3:** Fair value measurements based on valuation techniques that use significant inputs that are unobservable. Both observable and unobservable inputs may be used to determine the fair values of positions classified in Level 3. The circumstances for using these measurements include those in which there is little, if any, market activity for the asset or liability. Therefore, we must make certain assumptions about the inputs a hypothetical market participant would use to value that asset or liability. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

TABLE OF CONTENTS

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Assets and Liabilities Measured at Fair Value on a Recurring Basis

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

September 30, 2014 *(in millions)*	Level 1	Level 2	Level 3	Counterparty Netting[a]	Cash Collateral
Assets:					
Bonds available for sale:					
U.S. government and government sponsored entities	$ 15	$ 2,783	$ -	$ -	$ -
Obligations of states, municipalities and political subdivisions	-	26,158	2,014	-	-
Non-U.S. governments	772	21,867	23	-	-
Corporate debt	-	146,319	2,009	-	-
RMBS	-	21,786	16,918	-	-
CMBS	-	6,626	5,916	-	-
CDO/ABS	-	4,423	8,157	-	-
Total bonds available for sale	787	229,962	35,037	-	-
Other bond securities:					
U.S. government and government sponsored entities	128	5,130	-	-	-
Obligations of states, municipalities and political subdivisions	-	122	-	-	-
Non-U.S. governments	-	2	-	-	-
Corporate debt	-	948	-	-	-
RMBS	-	1,143	1,023	-	-
CMBS	-	507	713	-	-
CDO/ABS	-	2,596	8,069	-	-
Total other bond securities	128	10,448	9,805	-	-
Equity securities available for sale:					
Common stock	3,570	2	-	-	-
Preferred stock	-	29	-	-	-
Mutual funds	740	2	1	-	-
Total equity securities available for sale	4,310	33	1	-	-
Other equity securities	701	65	-	-	-
Mortgage and other loans receivable	-	-	6	-	-
Other invested assets	25	3,211	5,809	-	-
Derivative assets:					

Interest rate contracts[b]	7	2,805	11	-	-	
Foreign exchange contracts[b]	-	1,061	3	-	-	
Equity contracts	107	65	49	-	-	
Commodity contracts	-	-	-	-	-	
Credit contracts	-	-	20	-	-	
Other contracts	-	-	34	-	-	
Counterparty netting and cash collateral	-	-	-	(1,769)	(805)	
Total derivative assets	114	3,931	117	(1,769)	(805)	
Short-term investments	560	3,631	-	-	-	
Separate account assets	72,592	5,218	-	-	-	
Other assets	-	-	-	-	-	
Total	$ 79,217	$ 256,499	$ 50,775	$ (1,769)	$ (805)	$ 3
Liabilities:						
Policyholder contract deposits	$ -	$ 53	$ 991	$ -	$ -	$
Other policyholder funds	-	8	-	-	-	

TABLE OF CONTENTS

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Derivative liabilities:						
Interest rate contracts[b]	-	2,649	82	-	-	2,731
Foreign exchange contracts[b]	-	1,493	10	-	-	1,503
Equity contracts	-	88	3	-	-	91
Commodity contracts	-	5	-	-	-	5
Credit contracts	-	-	1,038	-	-	1,038
Other contracts	-	-	89	-	-	89
Counterparty netting and cash collateral	-	-	-	(1,769)	(1,186)	(2,955)
Total derivative liabilities	-	4,235	1,222	(1,769)	(1,186)	2,502
Long-term debt	-	5,370	297	-	-	5,667
Other liabilities	70	332	-	-	-	402
Total	$ 70	$ 9,998	$ 2,510	$ (1,769)	$ (1,186)	$ 9,623

December 31, 2013 *(in millions)*	Level 1	Level 2	Level 3	Counterparty Netting[a]	Cash Collateral
Assets:					
Bonds available for sale:					
U.S. government and government sponsored entities	$ 133	$ 3,062	$ -	$ -	$ -
Obligations of states, municipalities and political subdivisions	-	28,300	1,080	-	-
Non-U.S. governments	508	21,985	16	-	-
Corporate debt	-	143,297	1,255	-	-
RMBS	-	21,207	14,941	-	-
CMBS	-	5,747	5,735	-	-
CDO/ABS	-	4,034	6,974	-	-
Total bonds available for sale	641	227,632	30,001	-	-
Other bond securities:					
U.S. government and government sponsored entities	78	5,645	-	-	-
Obligations of states, municipalities and political subdivisions	-	121	-	-	-
Non-U.S. governments	-	2	-	-	-
Corporate debt	-	1,169	-	-	-
RMBS	-	1,326	937	-	-
CMBS	-	509	844	-	-
CDO/ABS	-	3,158	8,834	-	-
Total other bond securities	78	11,930	10,615	-	-
Equity securities available for sale:					
Common stock	3,218	-	1	-	-
Preferred stock	-	27	-	-	-
Mutual funds	408	2	-	-	-

Total equity securities available for sale	3,626	29	1	-	-
Other equity securities	750	84	-	-	-
Mortgage and other loans receivable	-	-	-	-	-
Other invested assets	1	2,667	5,930	-	-
Derivative assets:					
Interest rate contracts	14	3,716	41	-	-
Foreign exchange contracts	-	52	-	-	-
Equity contracts	151	106	49	-	-
Commodity contracts	-	-	1	-	-
Credit contracts	-	-	55	-	-
Other contracts	-	1	33	-	-
Counterparty netting and cash collateral	-	-	-	(1,734)	(820)
Total derivative assets	165	3,875	179	(1,734)	(820)

16

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Short-term investments	332	5,981	-	-	-	6,313
Separate account assets	67,708	3,351	-	-	-	71,059
Other assets	-	418	-	-	-	418
Total	$ 73,301	$ 255,967	$ 46,726	$ (1,734)	$ (820)	$ 373,440
Liabilities:						
Policyholder contract deposits	$ -	$ 72	$ 312	$ -	$ -	$ 384
Other policyholder funds	-	-	-	-	-	-
Derivative liabilities:						
Interest rate contracts	-	3,661	141	-	-	3,802
Foreign exchange contracts	-	319	-	-	-	319
Equity contracts	-	101	-	-	-	101
Commodity contracts	-	5	-	-	-	5
Credit contracts	-	-	1,335	-	-	1,335
Other contracts	-	25	142	-	-	167
Counterparty netting and cash collateral	-	-	-	(1,734)	(1,484)	(3,218)
Total derivative liabilities	-	4,111	1,618	(1,734)	(1,484)	2,511
Long-term debt	-	6,377	370	-	-	6,747
Other liabilities	42	891	-	-	-	933
Total	$ 42	$ 11,451	$ 2,300	$ (1,734)	$ (1,484)	$ 10,575

(a) Represents netting of derivative exposures covered by a qualifying master netting agreement.

(b) Effective April 1, 2014, we reclassified cross-currency swaps from Interest rate contracts to Foreign exchange contracts. This change was applied prospectively.

Transfers of Level 1 and Level 2 Assets and Liabilities

Our policy is to record transfers of assets and liabilities between Level 1 and Level 2 at their fair values as of the end of each reporting period, consistent with the date of the determination of fair value. Assets are transferred out of Level 1 when they are no longer transacted with sufficient frequency and volume in an active market. Conversely, assets are transferred from Level 2 to Level 1 when transaction volume and frequency are indicative of an active market. During the three- and nine-month periods ended September 30, 2014, we transferred $32 million and $330 million, respectively, of securities issued by Non-U.S. government entities from Level 1 to Level 2, as they are no longer considered actively traded. For similar reasons, during the three- and nine-month periods ended September 30, 2014, we transferred $4 million and $107 million, respectively, of securities issued by the U.S. government and government sponsored entities from Level 1 to Level 2. We had no material transfers from Level 2 to Level 1 during the three- and nine-month periods ended September 30, 2014.

During the three- and nine-month periods ended September 30, 2013, we transferred $174 million and $731 million, respectively, of securities issued by Non-U.S. government entities from Level 1 to Level 2, as they are no longer considered actively traded. For similar reasons, during the three- and nine-month periods ended September 30, 2013, we transferred $263 million and $356 million of securities issued by the U.S. government and government sponsored entities from Level 1 to Level 2. We had no material transfers from Level 2 to Level 1 during the three- and nine-month periods ended September 30, 2013.

TABLE OF CONTENTS

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Changes in Level 3 Recurring Fair Value Measurements

The following tables present changes during the three- and nine-month periods ended September 30, 2014 and 2013 in Level 3 assets and liabilities measured at fair value on a recurring basis, and the realized and unrealized gains (losses) related to the Level 3 assets and liabilities in the Condensed Consolidated Balance Sheets at September 30, 2014 and 2013:

(in millions)	Fair Value Beginning of Period[(a)]	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issues and Settlements, Net	Gr Transf
Three Months Ended September 30, 2014					
Assets:					
Bonds available for sale:					
Obligations of states, municipalities and political subdivisions	$ 1,991	$ (1)	$ (11)	$ 43	$
Non-U.S. governments	25	-	-	1	
Corporate debt	2,196	2	(22)	(73)	
RMBS	16,328	264	(49)	375	
CMBS	5,917	27	(39)	14	
CDO/ABS	7,431	18	(2)	692	
Total bonds available for sale	33,888	310	(123)	1,052	
Other bond securities:					
RMBS	1,062	-	-	(39)	
CMBS	757	(24)	-	(20)	
CDO/ABS	8,397	257	-	(451)	
Total other bond securities	10,216	233	-	(510)	
Equity securities available for sale:					
Common stock	-	-	1	-	
Preferred stock	-	-	-	-	
Mutual funds	-	-	-	-	
Total equity securities available for sale	-	-	1	-	
Mortgage and other loans receivable	6	-	-	-	
Other invested assets	5,824	(7)	90	65	

Total	$ 49,934 $	536 $	(32) $	607 $	1
Liabilities:					
Policyholder contract deposits	$ (842) $	(155) $	8 $	(2) $	
Derivative liabilities, net:					
Interest rate contracts	(67)	(3)	-	1	
Foreign exchange contracts	(9)	-	-	2	
Equity contracts	91	6	-	2	
Commodity contracts	1	(1)	-	-	
Credit contracts	(1,085)	75	-	(8)	
Other contracts	(53)	14	4	(20)	
Total derivative liabilities, net	(1,122)	91	4	(23)	
Long-term debt[(c)]	(394)	21	-	1	
Total	$ (2,358) $	(43) $	12 $	(24) $	

TABLE OF CONTENTS

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

(in millions)	Fair Value Beginning of Period[(a)]	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issues and Settlements, Net	Gr Transf
Nine Months Ended September 30, 2014					
Assets:					
Bonds available for sale:					
Obligations of states, municipalities and political subdivisions[(b)]	$ 1,080	$ (1)	$ 180	$ 896	$
Non-U.S. governments	16	-	(1)	7	
Corporate debt	1,255	8	31	(140)	1,3
RMBS	14,941	759	211	999	1
CMBS	5,735	50	201	(43)	
CDO/ABS	6,974	70	1	1,426	2
Total bonds available for sale	30,001	886	623	3,145	1,7
Other bond securities:					
RMBS	937	51	-	33	
CMBS	844	14	-	(151)	
CDO/ABS	8,834	926	-	(1,338)	
Total other bond securities	10,615	991	-	(1,456)	
Equity securities available for sale:					
Common stock	1	-	1	-	
Preferred stock	-	-	-	-	
Mutual funds	-	-	-	-	
Total equity securities available for sale	1	-	1	-	
Mortgage and other loans receivable	-	-	-	6	
Other invested assets	5,930	80	139	99	1
Total	$ 46,547	$ 1,957	$ 763	$ 1,794	$ 1,9
Liabilities:					
Policyholder contract deposits	$ (312)	$ (687)	$ (16)	$ 24	$
Derivative liabilities, net:					
Interest rate contracts	(100)	(2)	-	33	
Foreign exchange contracts	-	3	-	(10)	
Equity contracts	49	14	-	(12)	
Commodity contracts	1	-	-	-	

Credit contracts	(1,280)	229	-	33	
Other contracts	(109)	49	51	(46)	
Total derivative liabilities, net	(1,439)	293	51	(2)	
Long-term debt[c]	(370)	13	-	34	(7
Total	$ (2,121) $	(381) $	35 $	56 $	(2

TABLE OF CONTENTS

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

(in millions)	Fair value Beginning of Period[(a)]	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issues and Settlements, Net	Tra
Three Months Ended September 30, 2013					
Assets:					
Bonds available for sale:					
Obligations of states, municipalities and political subdivisions	$ 945	$ 4	$ (28)	$ 160	$
Non-U.S. governments	20	-	-	1	
Corporate debt	1,634	(3)	5	-	
RMBS	13,694	216	(60)	127	
CMBS	5,455	4	55	102	
CDO/ABS	6,142	37	(47)	363	
Total bonds available for sale	27,890	258	(75)	753	
Other bond securities:					
RMBS	782	14	-	(8)	
CMBS	820	33	-	(53)	
CDO/ABS	8,972	243	-	(557)	
Total other bond securities	10,574	290	-	(618)	
Equity securities available for sale:					
Common stock	76	-	(1)	(48)	
Preferred stock	48	-	-	-	
Total equity securities available for sale	124	-	(1)	(48)	
Other invested assets	5,639	(25)	78	55	
Total	$ 44,227	$ 523	$ 2	$ 142	$
Liabilities:					
Policyholder contract deposits	$ (586)	$ 250	$ -	$ (51)	$
Derivative liabilities, net:					
Interest rate contracts	779	6	-	(912)	
Equity contracts	70	12	-	(1)	
Commodity contracts	1	-	-	-	
Credit contracts	(1,594)	52	-	36	
Other contracts	(105)	16	(25)	(16)	
Total derivatives liabilities, net	(849)	86	(25)	(893)	

Long-term debt[c]		(419)		(25)		-		1
Total	$	(1,854)	$	311	$	(25)	$	(943) $

20

TABLE OF CONTENTS

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

(in millions)	Fair value Beginning of Period[(a)]	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issues and Settlements, Net	G Tran
Nine Months Ended September 30, 2013					
Assets:					
Bonds available for sale:					
Obligations of states, municipalities and political subdivisions	$ 1,024	$ 29	$ (178)	$ 365	$
Non-U.S. governments	14	-	-	7	
Corporate debt	1,487	(7)	(9)	30	
RMBS	11,662	624	279	1,393	
CMBS	5,124	15	75	290	
CDO/ABS	4,841	134	(47)	1,383	
Total bonds available for sale	24,152	795	120	3,468	1,
Other bond securities:					
RMBS	396	24	-	130	
CMBS	812	44	-	(193)	
CDO/ABS	8,536	1,096	-	(1,566)	
Total other bond securities	9,744	1,164	-	(1,629)	1,
Equity securities available for sale:					
Common stock	24	-	4	(1)	
Preferred stock	44	-	4	-	
Total equity securities available for sale	68	-	8	(1)	
Other invested assets	5,389	144	88	95	
Total	$ 39,353	$ 2,103	$ 216	$ 1,933	$ 3
Liabilities:					
Policyholder contract deposits	$ (1,257)	$ 865	$ -	$ 5	$
Derivative liabilities, net:					
Interest rate contracts	732	20	-	(879)	
Equity contracts	47	49	-	(14)	
Commodity contracts	1	-	-	(1)	
Credit contracts	(1,991)	365	-	120	
Other contracts	(162)	35	(16)	13	
Total derivatives liabilities, net	(1,373)	469	(16)	(761)	

Long-term debt(c)		(344)		(120)		-	23
Total	$	(2,974)	$	1,214	$	(16)	$	(733) $

(a) Total Level 3 derivative exposures have been netted in these tables for presentation purposes only.

(b) Purchases, Sales, Issues and Settlements, Net primarily reflect the effect of consolidating previously unconsolidated securitization vehicles.

(c) Includes guaranteed investment agreements (GIAs), notes, bonds, loans and mortgages payable.

TABLE OF CONTENTS

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Net realized and unrealized gains and losses related to Level 3 items shown above are reported in the Condensed Consolidated Statements of Income as follows:

(in millions)	Net Investment Income	Net Realized Capital Gains (Losses)	Other Income	Total
Three Months Ended September 30, 2014				
Bonds available for sale	**$ 320**	**$ (22)**	**$ 12**	**$ 310**
Other bond securities	**(3)**	**-**	**236**	**233**
Equity securities available for sale	**-**	**-**	**-**	**-**
Other invested assets	**18**	**(20)**	**(5)**	**(7)**
Policyholder contract deposits	**-**	**(155)**	**-**	**(155)**
Derivative liabilities, net	**18**	**(1)**	**74**	**91**
Long-term debt	**-**	**-**	**21**	**21**
Three Months Ended September 30, 2013				
Bonds available for sale	$ 264	$ (21)	$ 15	$ 258
Other bond securities	86	7	197	290
Equity securities available for sale	-	-	-	-
Other invested assets	(12)	(5)	(8)	(25)
Policyholder contract deposits	-	250	-	250
Derivative liabilities, net	11	8	67	86
Long-term debt	-	-	(25)	(25)
Nine Months Ended September 30, 2014				
Bonds available for sale	**$ 922**	**$ (73)**	**$ 37**	**$ 886**
Other bond securities	**97**	**2**	**892**	**991**
Equity securities available for sale	**-**	**-**	**-**	**-**
Other invested assets	**107**	**(33)**	**6**	**80**
Policyholder contract deposits	**-**	**(687)**	**-**	**(687)**
Derivative liabilities, net	**49**	**4**	**240**	**293**
Long-term debt	**-**	**-**	**13**	**13**
Nine Months Ended September 30, 2013				
Bonds available for sale	$ 713	$ (8)	$ 90	$ 795
Other bond securities	114	8	1,042	1,164
Equity securities available for sale	-	-	-	-
Other invested assets	142	(34)	36	144
Policyholder contract deposits	-	865	-	865
Derivative liabilities, net	26	25	418	469

Long-term debt	-	-	(120)	(120)

The following tables present the gross components of purchases, sales, issues and settlements, net, shown above, for the three- and nine-months ended September 30, 2014 and 2013 related to Level 3 assets and liabilities in the Condensed Consolidated Balance Sheets:

(in millions)	Purchases	Sales	Settlements	Purchase Sales, Issues an Settlements, Net
Three Months Ended September 30, 2014				
Assets:				
Bonds available for sale:				
Obligations of states, municipalities and political subdivisions	**$ 66**	**$ (3)**	**$ (20)**	**$ 4**
Non-U.S. governments	**1**	**-**	**-**	
Corporate debt	**22**	**-**	**(95)**	**(73**

22

TABLE OF CONTENTS

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

RMBS	1,062	(62)	(625)	
CMBS	276	(167)	(95)	
CDO/ABS	1,085	(68)	(325)	
Total bonds available for sale	2,512	(300)	(1,160)	1
Other bond securities:				
RMBS	-	(3)	(36)	
CMBS	-	(9)	(11)	
CDO/ABS	6	(4)	(453)	(
Total other bond securities	6	(16)	(500)	(
Equity securities available for sale	-	-	-	
Other invested assets	276	-	(211)	
Total assets	$ 2,794	$ (316)	$ (1,871)	$
Liabilities:				
Policyholder contract deposits	$ -	$ (36)	$ 34	$
Derivative liabilities, net	-	(2)	(21)	
Long-term debt[(c)]	-	-	1	
Total liabilities	$ -	$ (38)	$ 14	$
Three Months Ended September 30, 2013				
Assets:				
Bonds available for sale:				
Obligations of states, municipalities and political subdivisions	$ 194	$ (34)	$ -	$
Non-U.S. governments	1	-	-	
Corporate debt	146	-	(146)	
RMBS	750	-	(623)	
CMBS	179	(3)	(74)	
CDO/ABS	628	-	(265)	
Total bonds available for sale	1,898	(37)	(1,108)	
Other bond securities:				
RMBS	31	(12)	(27)	
CMBS	-	(9)	(44)	
CDO/ABS	-	(66)	(491)	(
Total other bond securities	31	(87)	(562)	(
Equity securities available for sale	-	-	(48)	
Other invested assets	249	(3)	(191)	
Total assets	$ 2,178	$ (127)	$ (1,909)	$

Liabilities:				
Policyholder contract deposits	$ -	$ (4)	$ (47)	$
Derivative liabilities, net	4	-	(897)	(
Long-term debt[c]	-	-	1	
Total liabilities	$ 4	$ (4)	$ (943)	$ (
(in millions)	Purchases	Sales	Settlements	Purch Sales, Issue Settlements,
Nine Months Ended September 30, 2014				
Assets:				
Bonds available for sale:				
Obligations of states, municipalities and political subdivisions[b]	**$ 1,002**	**$ (35)**	**$ (71)**	**$**
Non-U.S. governments	**8**	**-**	**(1)**	
Corporate debt	**141**	**(8)**	**(273)**	**(**
RMBS	**2,814**	**(88)**	**(1,727)**	

TABLE OF CONTENTS

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

CMBS		**368**		**(224)**		**(187)**		**(43)**
CDO/ABS		**2,307**		**(70)**		**(811)**		**1,426**
Total bonds available for sale		**6,640**		**(425)**		**(3,070)**		**3,145**
Other bond securities:								
RMBS		**162**		**(22)**		**(107)**		**33**
CMBS		**-**		**(15)**		**(136)**		**(151)**
CDO/ABS		**50**		**(19)**		**(1,369)**		**(1,338)**
Total other bond securities		**212**		**(56)**		**(1,612)**		**(1,456)**
Equity securities available for sale		**-**		**-**		**-**		**-**
Mortgage and other loans receivable		**6**		**-**		**-**		**6**
Other invested assets		**709**		**(1)**		**(609)**		**99**
Total assets	**$**	**7,567**	**$**	**(482)**	**$**	**(5,291)**	**$**	**1,794**
Liabilities:								
Policyholder contract deposits	**$**	**-**	**$**	**(94)**	**$**	**118**	**$**	**24**
Derivative liabilities, net		**1**		**(2)**		**(1)**		**(2)**
Long-term debt(c)		**-**		**-**		**34**		**34**
Total liabilities	**$**	**1**	**$**	**(96)**	**$**	**151**	**$**	**56**
Nine Months Ended September 30, 2013								
Assets:								
Bonds available for sale:								
Obligations of states, municipalities and political subdivisions	$	502	$	(137)	$	-	$	365
Non-U.S. governments		9		-		(2)		7
Corporate debt		454		(114)		(310)		30
RMBS		3,462		(231)		(1,838)		1,393
CMBS		872		(167)		(415)		290
CDO/ABS		2,099		(159)		(557)		1,383
Total bonds available for sale		7,398		(808)		(3,122)		3,468
Other bond securities:								
RMBS		244		(12)		(102)		130
CMBS		19		(67)		(145)		(193)
CDO/ABS		318		(66)		(1,818)		(1,566)
Total other bond securities		581		(145)		(2,065)		(1,629)
Equity securities available for sale		58		(11)		(48)		(1)
Other invested assets		697		(49)		(553)		95
Total assets	$	8,734	$	(1,013)	$	(5,788)	$	1,933

Liabilities:				
Policyholder contract deposits	$ -	$ (16)	$ 21	$ 5
Derivative liabilities, net	9	(1)	(769)	(761)
Long-term debt[(c)]	-	-	23	23
Total liabilities	$ 9	$ (17)	$ (725)	$ (733)

(a) There were no issuances during the three- and nine-month periods ended September 30, 2014 and 2013.

(b) Purchases primarily reflect the effect of consolidating previously unconsolidated securitization vehicles.

(c) Includes GIAs, notes, bonds, loans and mortgages payable.

TABLE OF CONTENTS

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Both observable and unobservable inputs may be used to determine the fair values of positions classified in Level 3 in the tables above. As a result, the unrealized gains (losses) on instruments held at September 30, 2014 and 2013 may include changes in fair value that were attributable to both observable (e.g., changes in market interest rates) and unobservable inputs (e.g., changes in unobservable long-dated volatilities).

Transfers of Level 3 Assets and Liabilities

We record transfers of assets and liabilities into or out of Level 3 at their fair values as of the end of each reporting period, consistent with the date of the determination of fair value. As a result, the Net realized and unrealized gains (losses) included in income or other comprehensive income as shown in the table above excludes $2 million of net losses and $35 million of net gains related to assets and liabilities transferred into Level 3 during the three- and nine-month periods ended September 30, 2014, respectively, and includes $52 million and $50 million of net gains related to assets and liabilities transferred out of Level 3 during the three- and nine-month periods ended September 30, 2014, respectively.

The Net realized and unrealized gains (losses) included in income or other comprehensive income as shown in the table above excludes $43 million of net gains and $12 million of net losses related to assets and liabilities transferred into Level 3 during the three- and nine-month periods ended September 30, 2013, respectively, and includes $18 million and $30 million of net gains related to assets and liabilities transferred out of Level 3 during the three- and nine-month periods ended September 30, 2013, respectively.

Transfers of Level 3 Assets

During the three- and nine-month periods ended September 30, 2014 and 2013, transfers into Level 3 assets primarily included certain investments in private placement corporate debt, RMBS, CMBS, CDO/ABS, and investments in hedge funds. Transfers of investments in private placement corporate debt and certain ABS into Level 3 assets were primarily the result of limited market pricing information that required us to determine fair value for these securities based on inputs that are adjusted to better reflect our own assumptions regarding the characteristics of a specific security or associated market liquidity. The transfers of investments in RMBS, CMBS and CDO and certain ABS into Level 3 assets were due to decreases in market transparency and liquidity for individual security types. Certain investments in hedge funds were transferred into Level 3 due to these investments now being carried at fair value and no longer being accounted for using the equity method of accounting due to a change in percentage ownership, or as a result of limited market activity due to fund imposed redemption restrictions.

During the three- and nine-month periods ended September 30, 2014 and 2013, transfers out of Level 3 assets primarily related to certain investments in municipal securities, private placement and other corporate debt, RMBS, CMBS, CDO/ABS, and investments in hedge funds. Transfers of certain investments in municipal securities, corporate debt, RMBS, CMBS, and CDO/ABS out of Level 3 assets were based on consideration of market liquidity as well as related transparency of pricing and associated observable inputs for these investments. Transfers of certain investments in private placement corporate debt out of Level 3 assets were primarily the result of using observable pricing information that reflects the fair value of those securities without the need for adjustment based on our own assumptions regarding the characteristics of a specific security or the current liquidity in the market. The transfers of certain hedge fund investments out of Level 3 assets were primarily the result of easing of certain fund-imposed redemption restrictions.

Transfers of Level 3 Liabilities

There were no significant transfers of derivative or other liabilities into or out of Level 3 for the three- and nine-month periods ended September 30, 2014 and 2013.

TABLE OF CONTENTS

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Quantitative Information About Level 3 Fair Value Measurements

The table below presents information about the significant unobservable inputs used for recurring fair value measurements for certain Level 3 instruments, and includes only those instruments for which information about the inputs is reasonably available to us, such as data from third party valuation service providers and from internal valuation models. Because input information from third parties with respect to certain Level 3 instruments (primarily CDO/ABS) may not be reasonably available to us, balances shown below may not equal total amounts reported for such Level 3 assets and liabilities**:**

(in millions)		Fair Value at September 30, 2014	Valuation Technique	Unobservable Input	Range (Weighted Average)
Assets:					
Obligations of states, municipalities and political subdivisions	$	1,141	Discounted cash flow	Yield[(b)]	4.15% - 4.93% (4.54%)
Corporate debt		1,217	Discounted cash flow	Yield[(b)]	0.00% - 8.57% (6.19%)
RMBS		17,384	Discounted cash flow	Constant prepayment rate[(a)(c)]	0.36% - 9.74% (5.05%)
				Loss severity[(a)(c)]	45.61% - 79.52% (62.57%)
				Constant default rate[(a)(c)]	3.84% - 10.46% (7.15%)
				Yield[(c)]	2.51% - 6.61% (4.56%)
Certain CDO/ABS		5,321	Discounted cash flow	Constant prepayment rate[(a)(c)]	6.40% - 13.40% (9.90%)
				Loss severity[(a)(c)]	43.80% - 59.90% (52.00%)

			Constant default rate[(a)(c)]	2.60% - 14.90% (8.00%)
			Yield[(c)]	4.70% - 10.30% (7.70%)
CMBS	6,048	Discounted cash flow	Yield[(b)]	0.00% - 13.01% (4.50%)
CDO/ABS - Direct Investment book	425	Binomial Expansion Technique (BET)	Recovery rate[(b)]	7.00% - 58.00% (26.00%)
			Diversity score[(b)]	6 - 23 (14)
			Weighted average life[(b)]	0.25 - 10.32 years (4.09 years)
Liabilities:				
Policyholder contract deposits	991	Discounted cash flow	Equity implied volatility[(b)]	6.00% - 39.00%
			Base lapse rate[(b)]	1.00% - 40.00%
			Dynamic lapse rate[(b)]	0.20% - 60.00%
			Mortality rate[(b)]	0.10% - 35.00%
			Utilization rate[(b)]	0.50% - 30.00%
Total derivative liabilities, net	813	BET	Recovery rate[(b)]	5.00% - 32.00% (17.00%)
			Diversity score[(b)]	9 - 27 (14)
			Weighted average life[(b)]	2.69 - 10.32 years (4.67 years)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

(in millions)		Fair Value at December 31, 2013	Valuation Technique	Unobservable Input	Range (Weighted Average)
Assets:					
Obligations of states, municipalities and political subdivisions	$	920	Discounted cash flow	Yield[b]	4.94% - 5.86% (5.40%)
Corporate debt		788	Discounted cash flow	Yield[b]	0.00% - 14.29% (6.64%)
RMBS		14,419	Discounted cash flow	Constant prepayment rate[a][c]	0.00% - 10.35% (4.97%)
				Loss severity[a][c]	42.60% - 79.07% (60.84%)
				Constant default rate[a][c]	3.98% - 12.22% (8.10%)
				Yield[c]	2.54% - 7.40% (4.97%)
Certain CDO/ABS		5,414	Discounted cash flow	Constant prepayment rate[a][c]	5.20% - 10.80% (8.20%)
				Loss severity[a][c]	48.60% - 63.40% (56.40%)
				Constant default rate[a][c]	3.20% - 16.20% (9.00%)
				Yield[c]	5.20% - 11.50% (9.40%)
CMBS		5,847	Discounted cash flow	Yield[b]	0.00% - 14.69% (5.58%)
CDO/ABS - Direct			Binomial Expansion	Recovery rate[b]	6.00% - 63.00% (25.00%)

Investment book	557	Technique (BET)	Diversity score(b)	5 - 35 (12)
			Weighted average life(b)	1.07 - 9.47 years (4.86 years)
Liabilities:				
Policyholder contract deposits	312	Discounted cash flow	Equity implied volatility(b)	6.00% - 39.00%
			Base lapse rate(b)	1.00% - 40.00%
			Dynamic lapse rate(b)	0.20% - 60.00%
			Mortality rate(b)	0.50% - 40.00%
			Utilization rate(b)	0.50% - 25.00%
Total derivative liabilities, net	996	BET	Recovery rate(b)	5.00% - 34.00% (17.00%)
			Diversity score(b)	9 - 32 (13)
			Weighted average life(b)	4.50 - 9.47 years (5.63 years)

(a) The unobservable inputs and ranges for the constant prepayment rate, loss severity and constant default rate relate to each of the individual underlying mortgage loans that comprise the entire portfolio of securities in the RMBS and CDO securitization vehicles and not necessarily to the securitization vehicle bonds (tranches) purchased by us. The ranges of these inputs do not directly correlate to changes in the fair values of the tranches purchased by us because there are other factors relevant to the fair values of specific tranches owned by us including, but not limited to, purchase price, position in the waterfall, senior versus subordinated position and attachment points.

(b) Represents discount rates, estimates and assumptions that we believe would be used by market participants when valuing these assets and liabilities.

(c) Information received from independent third-party valuation service providers.

The ranges of reported inputs for Corporate debt, RMBS, CDO/ABS, and CMBS valued using a discounted cash flow technique consist of plus/minus one standard deviation in either direction from the value weighted average. The preceding table does not give effect to our risk management practices that might offset risks inherent in these investments.

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Sensitivity to Changes in Unobservable Inputs

We consider unobservable inputs to be those for which market data is not available and that are developed using the best information available to us about the assumptions that market participants would use when pricing the asset or liability. Relevant inputs vary depending on the nature of the instrument being measured at fair value. The following is a general description of sensitivities of significant unobservable inputs along with interrelationships between and among the significant unobservable inputs and their impact on the fair value measurements. The effect of a change in a particular assumption in the sensitivity analysis below is considered independently of changes in any other assumptions. In practice, simultaneous changes in assumptions may not always have a linear effect on the inputs discussed below. Interrelationships may also exist between observable and unobservable inputs. Such relationships have not been included in the discussion below. For each of the individual relationships described below, the inverse relationship would also generally apply.

Obligations of States, Municipalities and Political Subdivisions

The significant unobservable input used in fair value measurement of certain investments in obligations of states, municipalities and political subdivisions is yield. In general, increases in the yield would decrease the fair value of investments in obligations of states, municipalities and political subdivisions.

Corporate Debt

Corporate debt securities included in Level 3 are primarily private placement issuances that are not traded in active markets or that are subject to transfer restrictions. Fair value measurements consider illiquidity and non transferability. When observable price quotations are not available, fair value is determined based on discounted cash flow models using discount rates based on credit spreads, yields or price levels of publicly traded debt of the issuer or other comparable securities, considering illiquidity and structure. The significant unobservable input used in the fair value measurement of corporate debt is the yield. The yield is affected by the market movements in credit spreads and U.S. Treasury yields. In addition, the migration in credit quality of a given security generally has a corresponding effect on the fair value measurement of the security. For example, a downward migration of credit quality would increase spreads. Holding U.S. Treasury rates constant, an increase in corporate credit spreads would decrease the fair value of corporate debt.

RMBS and Certain CDO/ABS

The significant unobservable inputs used in fair value measurements of RMBS and certain CDO/ABS valued by third party valuation service providers are constant prepayment rates (CPR), loss severity, constant default rates (CDR), and yield. A change in the assumptions used for the probability of default will generally be accompanied by a corresponding change in the assumption used for the loss severity and an inverse change in the assumption used for prepayment rates. In general, increases in CPR, loss severity, CDR, and yield, in isolation, would result in a decrease in the fair value measurement. Changes in fair value based on variations in assumptions generally cannot be extrapolated because the relationship between the directional change of each input is not usually linear.

CMBS

The significant unobservable input used in fair value measurements for CMBS is the yield. Prepayment assumptions for each mortgage pool are factored into the yield. CMBS generally feature a lower degree of prepayment risk than RMBS because commercial mortgages generally contain a penalty for prepayment. In general, increases in the yield would decrease the fair value of CMBS.

TABLE OF CONTENTS

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

CDO/ABS – Direct Investment book

The significant unobservable inputs used for certain CDO/ABS securities valued using the BET are recovery rates, diversity score, and the weighted average life of the portfolio. An increase in recovery rates and diversity score will increase the fair value of the portfolio. An increase in the weighted average life will decrease the fair value.

Policyholder contract deposits

Embedded derivatives within Policyholder contract deposits relate to guaranteed minimum withdrawal benefits (GMWB) within variable annuity products and certain enhancements to interest crediting rates based on market indices within equity indexed annuities and guaranteed investment contracts (GICs). GMWB represents our largest exposure of these embedded derivatives, although the carrying value of the liability fluctuates based on the performance of the equity markets and therefore, at a point in time, can be low relative to the exposure. The principal unobservable input used for GMWBs and embedded derivatives in equity indexed annuities measured at fair value is equity implied volatility. For GMWBs, other significant unobservable inputs include base and dynamic lapse rates, mortality rates, and utilization rates. Lapse, mortality, and utilization rates may vary significantly depending upon age groups and duration. In general, increases in volatility and utilization rates will increase the fair value of the liability associated with GMWB, while increases in lapse rates and mortality rates will decrease the fair value of the liability. Significant unobservable inputs used in valuing embedded derivatives within GICs include long term forward interest rates and foreign exchange rates. Generally, the embedded derivative liability for GICs will increase as interest rates decrease or if the U.S. dollar weakens compared to the euro.

Total derivative liabilities, net

The significant unobservable inputs used for derivative liabilities valued using the BET, which include certain credit contracts, are recovery rates, diversity scores, and the weighted average life of the portfolio. AIG non performance risk is also considered in the measurement of the liability.

An increase in recovery rates and diversity score will decrease the fair value of the liability. An increase in the weighted average life will increase the fair value measurement of the liability.

TABLE OF CONTENTS

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Investments in Certain Entities Carried at Fair Value Using Net Asset Value Per Share

The following table includes information related to our investments in certain other invested assets, including private equity funds and hedge funds that calculate net asset value per share (or its equivalent). For these investments, which are measured at fair value on a recurring basis, we use the net asset value per share as a practical expedient to measure fair value.

		September 30, 2014		December 31, 2013	
(in millions)	Investment Category Includes	Fair Value Using Net Asset Value Per Share (or its equivalent)	Unfunded Commitments	Fair Value Using Net Asset Value Per Share (or its equivalent)	Unfunded Commitments
Investment Category					
Private equity funds:					
Leveraged buyout	Debt and/or equity investments made as part of a transaction in which assets of mature companies are acquired from the current shareholders, typically with the use of financial leverage	**$ 2,496**	**$ 474**	$ 2,544	$ 578
Real Estate / Infrastructure	Investments in real estate properties and infrastructure positions, including power plants and other energy generating facilities	**427**	**209**	346	86
Venture capital	Early-stage, high-potential, growth companies expected to generate a return through an eventual realization event, such as an initial public	**136**	**10**	140	13

	offering or sale of the company				
Distressed	Securities of companies that are in default, under bankruptcy protection, or troubled	**174**	**44**	183	34
Other	Includes multi-strategy and mezzanine strategies	**194**	**213**	134	238
Total private equity funds		**3,427**	**950**	3,347	949
Hedge funds:					
Event-driven	Securities of companies undergoing material structural changes, including mergers, acquisitions and other reorganizations	**1,188**	**2**	976	2
Long-short	Securities that the manager believes are undervalued, with corresponding short positions to hedge market risk	**2,096**	**4**	1,759	11
Macro	Investments that take long and short positions in financial instruments based on a top-down view of certain economic and capital market conditions	**486**	**-**	612	-
Distressed	Securities of companies that are in default, under bankruptcy protection or troubled	**659**	**5**	594	15
Emerging markets	Investments in the financial markets of developing countries	**302**	**-**	287	-
Other	Includes multi-strategy and relative value strategies	**238**	**-**	157	-
Total hedge funds		**4,969**	**11**	4,385	28
Total		**$ 8,396**	**$ 961**	$ 7,732	$ 977

Private equity fund investments included above are not redeemable, as distributions from the funds will be received when underlying investments of the funds are liquidated. Private equity funds are generally expected to have 10 year lives at their inception, but these lives may be extended at the fund manager's discretion, typically in one or two year increments. At September 30, 2014, assuming average original expected lives of 10 years for the funds, 74 percent of the total fair value using net asset value per share (or its equivalent) presented above would have expected remaining lives of three years or less, 18 percent between four and six years and 8 percent between seven and 10 years.

30

TABLE OF CONTENTS

Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The hedge fund investments included above are generally redeemable monthly (15 percent), quarterly (46 percent), semi annually (16 percent) and annually (23 percent), with redemption notices ranging from one day to 180 days. At September 30, 2014, however, investments representing approximately 51 percent of the total fair value of the hedge fund investments cannot be redeemed, either in whole or in part, because the investments include various contractual restrictions. The majority of these contractual restrictions, which may have been put in place at the fund's inception or thereafter, have pre defined end dates and are generally expected to be lifted by the end of 2015. The fund investments for which redemption is restricted only in part generally relate to certain hedge funds that hold at least one investment that the fund manager deems to be illiquid.

Fair Value Option

The following table presents the gains and losses recorded related to the eligible instruments for which we elected the fair value option:

	Gain (Loss) Three Months Ended September 30,		Gain (Loss) Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
Assets:				
Mortgage and other loans receivable	**$ -**	$ 1	**$ -**	$ 3
Bond and equity securities	**252**	331	**1,529**	963
Alternative Investments[(a)]	**73**	23	**245**	229
Other, including Short-term investments	**2**	3	**7**	8
Liabilities:				
Long-term debt[(b)]	**23**	(51)	**(186)**	271
Other liabilities	**(4)**	(4)	**(10)**	(10)
Total gain	**$ 346**	$ 303	**$ 1,585**	$ 1,464

(a) Includes hedge funds, private equity funds and other investment partnerships.

(b) Includes GIAs, notes, bonds, loans and mortgages payable.

We recognized gains of $8 million and losses of $14 million during the three- and nine-month periods ended September 30, 2014, respectively, and losses of $22 million and $37 million during the three- and nine-month periods ended September 30, 2013, respectively, attributable to the observable effect of changes in credit spreads on our own liabilities for which the fair value option was elected. We calculate the effect of these credit spread changes using discounted cash flow techniques that incorporate current market interest rates, our observable credit spreads on these liabilities and other factors that mitigate the risk of nonperformance such as cash collateral posted.

The following table presents the difference between fair values and the aggregate contractual principal amounts of mortgage and other loans receivable and long-term debt for which the fair value option was elected:

	September 30, 2014			December 31, 2013		
(in millions)	Fair Value	Outstanding Principal Amount	Difference	Fair Value	Outstanding Principal Amount	Difference
Assets:						
Mortgage and other loans receivable	**$ 6**	**$ 4**	**$ 2**	$ -	$ -	$ -
Liabilities:						
Long-term debt*	**$ 5,667**	**$ 4,344**	**$ 1,323**	$ 6,747	$ 5,231	$ 1,516

* Includes GIAs, notes, bonds, loans and mortgages payable.

31

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Fair Value Measurements on a Non-Recurring Basis

The following table presents assets measured at fair value on a non-recurring basis at the time of impairment and the related impairment charges recorded during the periods presented:

	Assets at Fair Value Non-Recurring Basis				Impairment Charges Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	Level 1	Level 2	Level 3	Total	**2014**	2013	**2014**	2013
September 30, 2014								
Other investments	**$ -**	**$ -**	**$ 766**	**$ 766**	**$ 62**	$ 9	**$ 117**	$ 82
Investments in life settlements	**-**	**-**	**473**	**473**	**52**	61	**139**	139
Other assets	**-**	**-**	**1**	**1**	**1**	2	**2**	26
Total	**$ -**	**$ -**	**$ 1,240**	**$ 1,240**	**$ 115**	$ 72	**$ 258**	$ 247
December 31, 2013								
Other investments	$ -	$ -	$ 1,615	$ 1,615				
Investments in life settlements	-	-	896	896				
Other assets	-	11	48	59				
Total	$ -	$ 11	$ 2,559	$ 2,570				

Fair Value Information About Financial Instruments Not Measured at Fair Value

The following table presents the carrying value and estimated fair value of our financial instruments not measured at fair value and indicates the level in the fair value hierarchy of the estimated fair value measurement based on the observability of the inputs used:

	Estimated Fair Value				Carrying
(in millions)	Level 1	Level 2	Level 3	Total	Value
September 30, 2014					
Assets:					
Mortgage and other loans receivable	**$ -**	**$ 217**	**$ 24,468**	**$ 24,685**	**$ 23,391**
Other invested assets	**-**	**626**	**2,839**	**3,465**	**4,357**
Short-term investments	**-**	**13,661**	**-**	**13,661**	**13,661**

Cash	**1,933**	**-**	**-**	**1,933**	**1,933**
Liabilities:					
Policyholder contract deposits associated with investment-type contracts	**-**	**226**	**117,983**	**118,209**	**105,258**
Other liabilities	**-**	**3,993**	**-**	**3,993**	**3,993**
Long-term debt	**-**	**30,880**	**3,689**	**34,569**	**30,556**
December 31, 2013					
Assets:					
Mortgage and other loans receivable	$ -	$ 219	$ 21,418	$ 21,637	$ 20,765
Other invested assets	-	529	2,705	3,234	4,194
Short-term investments	-	15,304	-	15,304	15,304
Cash	2,241	-	-	2,241	2,241
Liabilities:					
Policyholder contract deposits associated with investment-type contracts	-	199	114,361	114,560	105,093
Other liabilities	-	4,869	1	4,870	4,869
Long-term debt	-	36,239	2,394	38,633	34,946

TABLE OF CONTENTS

Item 1 / NOTE 6. INVESTMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

6. INVESTMENTS

Securities Available for Sale

The following table presents the amortized cost or cost and fair value of our available for sale securities:

(in millions)	Amortized Cost or Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Oth T Imp i
September 30, 2014					
Bonds available for sale:					
U.S. government and government sponsored entities	**$ 2,638**	**$ 180**	**$ (20)**	**$ 2,798**	**$**
Obligations of states, municipalities and political subdivisions	**26,699**	**1,557**	**(84)**	**28,172**	
Non-U.S. governments	**21,889**	**955**	**(182)**	**22,662**	
Corporate debt	**139,166**	**10,222**	**(1,060)**	**148,328**	
Mortgage-backed, asset-backed and collateralized:					
RMBS	**35,511**	**3,507**	**(314)**	**38,704**	
CMBS	**11,959**	**694**	**(111)**	**12,542**	
CDO/ABS	**12,058**	**637**	**(115)**	**12,580**	
Total mortgage-backed, asset-backed and collateralized	**59,528**	**4,838**	**(540)**	**63,826**	
Total bonds available for sale(b)	**249,920**	**17,752**	**(1,886)**	**265,786**	
Equity securities available for sale:					
Common stock	**1,323**	**2,268**	**(19)**	**3,572**	
Preferred stock	**24**	**5**	**-**	**29**	
Mutual funds	**719**	**41**	**(17)**	**743**	
Total equity securities available for sale	**2,066**	**2,314**	**(36)**	**4,344**	
Total	**$ 251,986**	**$ 20,066**	**$ (1,922)**	**$ 270,130**	**$**
December 31, 2013					
Bonds available for sale:					
U.S. government and government sponsored entities	$ 3,084	$ 150	$ (39)	$ 3,195	$
Obligations of states, municipalities and political subdivisions	28,704	1,122	(446)	29,380	
Non-U.S. governments	22,045	822	(358)	22,509	

Corporate debt	139,461	7,989	(2,898)	144,552	
Mortgage-backed, asset-backed and collateralized:					
RMBS	33,520	3,101	(473)	36,148	
CMBS	11,216	558	(292)	11,482	
CDO/ABS	10,501	649	(142)	11,008	
Total mortgage-backed, asset-backed and collateralized	55,237	4,308	(907)	58,638	
Total bonds available for sale[(b)]	248,531	14,391	(4,648)	258,274	
Equity securities available for sale:					
Common stock	1,280	1,953	(14)	3,219	
Preferred stock	24	4	(1)	27	
Mutual funds	422	12	(24)	410	
Total equity securities available for sale	1,726	1,969	(39)	3,656	
Total	$ 250,257	$ 16,360	$ (4,687)	$ 261,930	$

(a) Represents the amount of other-than-temporary impairments recognized in Accumulated other comprehensive income. Amount includes unrealized gains and losses on impaired securities relating to changes in the value of such securities subsequent to the impairment measurement date.

Item 1 / NOTE 6. INVESTMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

(b) At September 30, 2014 and December 31, 2013, bonds available for sale held by us that were below investment grade or not rated totaled $35.0 billion and $32.6 billion, respectively.

Securities Available for Sale in a Loss Position

The following table summarizes the fair value and gross unrealized losses on our available for sale securities, aggregated by major investment category and length of time that individual securities have been in a continuous unrealized loss position:

	Less than 12 Months		12 Months or More		Total	
(in millions)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Un
September 30, 2014						
Bonds available for sale:						
U.S. government and government sponsored entities	**$ 491**	**$ 5**	**$ 303**	**$ 15**	**$ 794**	**$**
Obligations of states, municipalities and political subdivisions	**924**	**20**	**1,183**	**64**	**2,107**	
Non-U.S. governments	**2,074**	**34**	**2,213**	**148**	**4,287**	
Corporate debt	**14,653**	**239**	**14,521**	**821**	**29,174**	
RMBS	**3,849**	**72**	**4,432**	**242**	**8,281**	
CMBS	**956**	**6**	**2,483**	**105**	**3,439**	
CDO/ABS	**2,937**	**33**	**1,770**	**82**	**4,707**	
Total bonds available for sale	**25,884**	**409**	**26,905**	**1,477**	**52,789**	
Equity securities available for sale:						
Common stock	**116**	**13**	**7**	**6**	**123**	
Preferred stock	**5**	**-**	**-**	**-**	**5**	
Mutual funds	**282**	**12**	**70**	**5**	**352**	
Total equity securities available for sale	**403**	**25**	**77**	**11**	**480**	
Total	**$ 26,287**	**$ 434**	**$ 26,982**	**$ 1,488**	**$ 53,269**	**$**
December 31, 2013						
Bonds available for sale:						
U.S. government and government sponsored entities	$ 1,101	$ 34	$ 42	$ 5	$ 1,143	$
Obligations of states, municipalities and political subdivisions	6,134	379	376	67	6,510	
Non-U.S. governments	4,102	217	710	141	4,812	

Corporate debt	38,495	2,251	4,926	647	43,421
RMBS	8,543	349	1,217	124	9,760
CMBS	3,191	176	1,215	116	4,406
CDO/ABS	2,845	62	915	80	3,760
Total bonds available for sale	64,411	3,468	9,401	1,180	73,812
Equity securities available for sale:					
Common stock	96	14	-	-	96
Preferred stock	5	1	-	-	5
Mutual funds	369	24	-	-	369
Total equity securities available for sale	470	39	-	-	470
Total	$ 64,881	$ 3,507	$ 9,401	$ 1,180	$ 74,282 $

At September 30, 2014, we held 6,689 and 137 individual fixed maturity and equity securities, respectively, that were in an unrealized loss position, of which 2,399 individual fixed maturity securities were in a continuous unrealized loss position for longer than 12 months. We did not recognize the unrealized losses in earnings on these fixed maturity securities at September

TABLE OF CONTENTS

Item 1 / NOTE 6. INVESTMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

30, 2014 because we neither intend to sell the securities nor do we believe that it is more likely than not that we will be required to sell these securities before recovery of their amortized cost basis. For fixed maturity securities with significant declines, we performed fundamental credit analyses on a security-by-security basis, which included consideration of credit enhancements, expected defaults on underlying collateral, review of relevant industry analyst reports and forecasts and other available market data.

Contractual Maturities of Fixed Maturity Securities Available for Sale

The following table presents the amortized cost and fair value of fixed maturity securities available for sale by contractual maturity:

September 30, 2014	Total Fixed Maturity Securities Available for Sale		Fixed Maturity Securities in a Loss Position Available for Sale	
(in millions)	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	$ 10,843	$ 11,017	$ 857	$ 846
Due after one year through five years	50,274	52,949	7,038	6,926
Due after five years through ten years	65,793	69,252	14,788	14,353
Due after ten years	63,482	68,742	15,025	14,237
Mortgage-backed, asset-backed and collateralized	59,528	63,826	16,967	16,427
Total	$ 249,920	$ 265,786	$ 54,675	$ 52,789

Actual maturities may differ from contractual maturities because certain borrowers have the right to call or prepay certain obligations with or without call or prepayment penalties.

The following table presents the gross realized gains and gross realized losses from sales or maturities of our available for sale securities:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2014		2013		**2014**		2013	
(in millions)	Gross Realized Gains	Gross Realized Losses	Gross Realized Gains	Gross Realized Losses	Gross Realized Gains	Gross Realized Losses	Gross Realized Gains	Gross Realized Losses
Fixed maturity securities	**$ 118**	**$ 21**	$ 516	$ 26	**$ 528**	**$ 65**	$ 2,216	$ 153
Equity securities	**33**	**4**	18	6	**102**	**10**	101	15
Total	**$ 151**	**$ 25**	$ 534	$ 32	**$ 630**	**$ 75**	$ 2,317	$ 168

For the three- and nine-month periods ended September 30, 2014, the aggregate fair value of available for sale securities sold was $4.2 billion and $16.2 billion, respectively, which resulted in net realized capital gains of $0.1 billion and $0.5 billion, respectively.

For the three- and nine-month periods ended September 30, 2013, the aggregate fair value of available for sale securities sold was $8.4 billion and $27.7 billion, respectively, which resulted in net realized capital gains of $0.5 billion and $2.1 billion, respectively.

TABLE OF CONTENTS

Item 1 / NOTE 6. INVESTMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Other Securities Measured at Fair Value

The following table presents the fair value of other securities measured at fair value based on our election of the fair value option:

(in millions)	September 30, 2014 Fair Value	September 30, 2014 Percent of Total	December 31, 2013 Fair Value	December 31, 2013 Percent of Total
Fixed maturity securities:				
U.S. government and government sponsored entities	**$ 5,258**	**25 %**	$ 5,723	24 %
Obligations of states, municipalities and political subdivisions	**122**	**1**	121	1
Non-U.S. governments	**2**	**-**	2	-
Corporate debt	**948**	**4**	1,169	5
Mortgage-backed, asset-backed and collateralized:				
RMBS	**2,166**	**10**	2,263	10
CMBS	**1,220**	**6**	1,353	6
CDO/ABS and other collateralized*	**10,665**	**50**	11,985	51
Total mortgage-backed, asset-backed and collateralized	**14,051**	**66**	15,601	67
Other	**-**	**-**	7	-
Total fixed maturity securities	**20,381**	**96**	22,623	97
Equity securities	**766**	**4**	834	3
Total	**$ 21,147**	**100 %**	$ 23,457	100 %

* Includes $0.9 billion and $1.0 billion of U.S. Government agency backed ABS at September 30, 2014 and December 31, 2013, respectively.

Net Investment Income

The following table presents the components of Net investment income:

(in millions)	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Fixed maturity securities, including short-term investments	**$ 3,022**	$ 3,005	**$ 9,264**	$ 8,969

Equity securities	**135**	98	**67**	123
Interest on mortgage and other loans	**318**	292	**947**	862
Alternative investments*	**636**	288	**2,108**	1,892
Real estate	**25**	32	**86**	99
Other investments	**25**	(22)	**34**	59
Total investment income	**4,161**	3,693	**12,506**	12,004
Investment expenses	**133**	120	**398**	423
Net investment income	**$ 4,028**	$ 3,573	**$ 12,108**	$ 11,581

* Includes hedge funds, private equity funds, affordable housing partnerships, investments in life settlements and other investment partnerships.

TABLE OF CONTENTS

Item 1 / NOTE 6. INVESTMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Net Realized Capital Gains and Losses

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
Sales of fixed maturity securities	**$ 97**	$ 490	**$ 463**	$ 2,063
Sales of equity securities	**29**	12	**92**	86
Other-than-temporary impairments:				
Severity	**-**	-	**-**	(5)
Change in intent	**(14)**	(1)	**(20)**	(4)
Foreign currency declines	**(3)**	-	**(13)**	-
Issuer-specific credit events	**(31)**	(51)	**(124)**	(130)
Adverse projected cash flows	**(2)**	-	**(7)**	(7)
Provision for loan losses	**(11)**	(33)	**9**	(38)
Foreign exchange transactions	**350**	(276)	**329**	135
Derivative instruments	**36**	192	**(302)**	209
Impairments on investments in life settlements	**(52)**	(61)	**(139)**	(139)
Other	**71**	(20)	**70**	(27)
Net realized capital gains	**$ 470**	$ 252	**$ 358**	$ 2,143

Change in Unrealized Appreciation (Depreciation) of Investments

The following table presents the increase (decrease) in unrealized appreciation (depreciation) of our available for sale securities and other investments:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
Increase (decrease) in unrealized appreciation (depreciation) of investments:				
Fixed maturity securities	**$ (1,515)**	$ (1,696)	**$ 6,123**	$ (12,971)
Equity securities	**303**	189	**348**	180
Other investments	**94**	50	**127**	57

Total Increase (decrease) in unrealized appreciation (depreciation) of investments*	**$ (1,118)**	$ (1,457)	**$ 6,598**	$ (12,734)

* Excludes net unrealized gains attributable to businesses held for sale.

Evaluating Investments for Other-Than-Temporary Impairments

For a discussion of our policy for evaluating investments for other-than-temporary impairments, see Note 6 to the Consolidated Financial Statements in the 2013 Annual Report.

TABLE OF CONTENTS

Item 1 / NOTE 6. INVESTMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Credit Impairments

The following table presents a rollforward of the cumulative credit losses in other-than-temporary impairments recognized in earnings for available for sale fixed maturity securities:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
Balance, beginning of period	**$ 3,166**	$ 4,236	**$ 3,872**	$ 5,164
Increases due to:				
Credit impairments on new securities subject to impairment losses	**13**	6	**35**	33
Additional credit impairments on previously impaired securities	**5**	29	**59**	59
Reductions due to:				
Credit impaired securities fully disposed for which there was no prior intent or requirement to sell	**(116)**	(68)	**(528)**	(626)
Accretion on securities previously impaired due to credit*	**(183)**	(184)	**(544)**	(611)
Other	**-**	-	**(9)**	-
Balance, end of period	**$ 2,885**	$ 4,019	**$ 2,885**	$ 4,019

* Represents both accretion recognized due to changes in cash flows expected to be collected over the remaining expected term of the credit impaired securities and the accretion due to the passage of time.

Purchased Credit Impaired (PCI) Securities

We purchase certain RMBS securities that have experienced deterioration in credit quality since their issuance. We determine, based on our expectations as to the timing and amount of cash flows expected to be received, whether it is probable at acquisition that we will not collect all contractually required payments for these PCI securities, including both principal and interest after considering the effects of prepayments. At acquisition, the timing and amount of the undiscounted future cash flows expected to be received on each PCI security is determined based on our best estimate using key assumptions, such as interest rates, default rates and prepayment speeds. At acquisition, the difference between the undiscounted expected future cash flows of the PCI securities and the recorded investment in the securities represents the initial accretable yield, which is accreted into net investment income over their remaining lives on a level yield basis. Additionally, the difference between the contractually required payments on the PCI securities and the undiscounted expected future cash flows represents the non accretable difference at acquisition. The accretable yield and the non accretable difference will change over time, based on actual payments received and changes in estimates of undiscounted expected future cash flows, which are discussed further below.

On a quarterly basis, the undiscounted expected future cash flows associated with PCI securities are re evaluated based on updates to key assumptions. Declines in undiscounted expected future cash flows due to further credit deterioration as well as changes in the expected timing of the cash flows can result in the recognition of an other than temporary impairment charge, as PCI securities are subject to our policy for evaluating investments for other than temporary impairment. Changes to undiscounted expected future cash flows due solely to the changes in the contractual benchmark interest rates on variable rate PCI securities will change the accretable yield prospectively. Significant increases in undiscounted expected future cash flows for reasons other than interest rate changes are recognized prospectively as adjustments to the accretable yield.

38

TABLE OF CONTENTS

Item 1 / NOTE 6. INVESTMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The following tables present information on our PCI securities, which are included in bonds available for sale:

(in millions)	At Date of Acquisition
Contractually required payments (principal and interest)	$ 29,851
Cash flows expected to be collected*	23,983
Recorded investment in acquired securities	15,896

* Represents undiscounted expected cash flows, including both principal and interest.

(in millions)	**September 30, 2014**	December 31, 2013
Outstanding principal balance	**$ 16,883**	$ 14,741
Amortized cost	**12,097**	10,110
Fair value	**13,489**	11,338

The following table presents activity for the accretable yield on PCI securities:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
Balance, beginning of period	**$ 7,042**	$ 5,901	**$ 6,940**	$ 4,766
Newly purchased PCI securities	**358**	202	**1,127**	1,308
Disposals	**-**	-	**-**	(60)
Accretion	**(223)**	(187)	**(654)**	(517)
Effect of changes in interest rate indices	**(96)**	282	**(327)**	388
Net reclassification from non-accretable difference, including effects of prepayments	**30**	405	**25**	718
Balance, end of period	**$ 7,111**	$ 6,603	**$ 7,111**	$ 6,603

Pledged Investments

Secured Financing and Similar Arrangements

We enter into financing transactions whereby certain securities are transferred to financial institutions in exchange for cash or other liquid collateral. Securities transferred by us under these financing transactions may be sold or repledged by the counterparties. As collateral for the securities transferred by us, counterparties transfer assets to us, such as cash or high quality fixed maturity securities. Collateral levels are monitored daily and are generally maintained at an agreed-upon percentage of the fair value of the transferred securities during the life of the transactions. Where we receive fixed maturity securities as collateral, we do not have the right to sell or repledge the collateral unless an event of default occurs by the counterparties. At the termination of the transactions, we and our counterparties are obligated to return the collateral provided and the securities transferred, respectively. We treat these transactions as secured financing arrangements.

Secured financing transactions also include securities sold under agreements to repurchase (repurchase agreements), in which we transfer securities in exchange for cash, with an agreement by us to repurchase the same or substantially similar securities. In the majority of these repurchase agreements, the securities transferred by us may be sold or repledged by the counterparties. Repurchase agreements entered into by the DIB are carried at fair value based on market-observable interest rates. All other repurchase agreements are recorded at their contracted repurchase amounts plus accrued interest.

TABLE OF CONTENTS

Item 1 / NOTE 6. INVESTMENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The following table presents the fair value of securities pledged to counterparties under secured financing transactions:

(in millions)		**September 30, 2014**		December 31, 2013
Securities available for sale	**$**	**2,860**	$	3,837
Other securities		**2,187**		2,766

We also enter into agreements in which securities are purchased by us under agreements to resell (reverse repurchase agreements), which are accounted for as secured financing transactions and reported as short-term investments or other assets, depending on their terms. These agreements are recorded at their contracted resale amounts plus accrued interest, other than those that are accounted for at fair value. Such agreements entered into by the DIB are carried at fair value based on market observable interest rates. In all reverse repurchase transactions, we take possession of or obtain a security interest in the related securities, and we have the right to sell or repledge this collateral received.

The following table presents information on the fair value of securities pledged to us under reverse repurchase agreements:

(in millions)		**September 30, 2014**		December 31, 2013
Securities collateral pledged to us	**$**	**7,347**	$	8,878
Amount sold or repledged by us		**106**		71

Insurance - Statutory and Other Deposits

Total carrying values of cash and securities deposited by our insurance subsidiaries under requirements of regulatory authorities or other insurance-related arrangements, including certain annuity-related obligations and certain reinsurance treaties, were $6.2 billion and $6.7 billion at September 30, 2014 and December 31, 2013, respectively.

Other Pledges

Certain of our subsidiaries are members of Federal Home Loan Banks (FHLBs) and such membership requires the members to own stock in these FHLBs. We owned an aggregate of $53 million and $57 million of stock in FHLBs at September 30, 2014 and December 31, 2013, respectively. In addition, our subsidiaries have pledged securities available for sale with a fair value of $530 million and $80 million at September 30, 2014 and December 31, 2013, respectively, associated with advances from the FHLBs.

Certain GIAs have provisions that require collateral to be posted or payments to be made by us upon a downgrade of our long-term debt ratings. The actual amount of collateral required to be posted to the counterparties in the event of such downgrades, and the aggregate amount of payments that we could be required to make, depend on market conditions, the fair value of outstanding affected transactions and other factors prevailing at and after the time of the downgrade. The fair value of securities pledged as collateral with respect to these obligations approximated $3.6 billion and $4.2 billion at September 30, 2014 and December 31, 2013, respectively. This collateral primarily consists of securities of the U.S. government and government sponsored entities and generally cannot be repledged or resold by the counterparties.

TABLE OF CONTENTS

Item 1 / NOTE 7. LENDING ACTIVITIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

7. LENDING ACTIVITIES

The following table presents the composition of Mortgage and other loans receivable:

(in millions)	September 30, 2014	December 31, 2013
Commercial mortgages*	$ 17,841	$ 16,195
Life insurance policy loans	2,756	2,830
Commercial loans, other loans and notes receivable	3,084	2,052
Total mortgage and other loans receivable	23,681	21,077
Allowance for losses	(284)	(312)
Mortgage and other loans receivable, net	$ 23,397	$ 20,765

* Commercial mortgages primarily represent loans for office, retail and industrial properties, with exposures in California and New York representing the largest geographic concentrations (aggregating approximately 14 percent and 16 percent, respectively, at September 30, 2014, and approximately 18 percent and 17 percent, respectively, at December 31, 2013).

The following table presents the credit quality indicators for commercial mortgages:

	Number of			Class					Percent of
(dollars in millions)	Loans	Apartments	Offices	Retail	Industrial	Hotel	Others	Total[(c)]	Total $
September 30, 2014									
Credit Quality Indicator:									
In good standing	973	$ 3,231	$ 5,390	$ 3,868	$ 1,718	$ 1,469	$ 1,784	$ 17,460	98 %
Restructured[(a)]	8	4	285	16	-	-	22	327	2
90 days or less delinquent	1	-	14	-	-	-	-	14	-
>90 days delinquent or in process of foreclosure	3	40	-	-	-	-	-	40	-
Total[(b)]	985	$ 3,275	$ 5,689	$ 3,884	$ 1,718	$ 1,469	$ 1,806	$ 17,841	100 %
Valuation allowance		$ 9	$ 96	$ 14	$ 20	$ 6	$ 30	$ 175	1 %
December 31, 2013									
Credit Quality Indicator:									
In good standing	978	$ 2,786	$ 4,636	$ 3,364	$ 1,607	$ 1,431	$ 1,970	$ 15,794	98 %
Restructured[(a)]	9	53	210	6	-	-	85	354	2
90 days or less delinquent	2	-	-	5	-	-	-	5	-

>90 days delinquent or in process of foreclosure	6	-	42	-	-	-	-	42	-
Total(b)	995	$ 2,839	$ 4,888	$ 3,375	$ 1,607	$ 1,431	$ 2,055	$ 16,195	100 %
Allowance for losses		$ 10	$ 109	$ 9	$ 19	$ 3	$ 51	$ 201	1 %

(a) Loans that have been modified in troubled debt restructurings and are performing according to their restructured terms. For additional discussion of troubled debt restructurings see Note 7 to the Consolidated Financial Statements in the 2013 Annual Report.

(b) Does not reflect valuation allowances.

(c) Over 99 percent of the commercial mortgages held at such respective dates were current as to payments of principal and interest.

TABLE OF CONTENTS

Item 1 / NOTE 7. LENDING ACTIVITIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Allowance for Loan Losses

See Note 7 to the Consolidated Financial Statements in the 2013 Annual Report for a discussion of our accounting policy for evaluating mortgage and other loans receivable for impairment.

The following table presents a rollforward of the changes in the allowance for losses on Mortgage and other loans receivable:

	2014			2013		
Nine Months Ended September 30, *(in millions)*	Commercial Mortgages	Other Loans	Total	Commercial Mortgages	Other Loans	Total
Allowance, beginning of year	$ 201	$ 111	$ 312	$ 159	$ 246	$ 405
Loans charged off	(10)	(13)	(23)	(5)	(37)	(42)
Recoveries of loans previously charged off	-	16	16	3	6	9
Net charge-offs	(10)	3	(7)	(2)	(31)	(33)
Provision for loan losses	(16)	(6)	(22)	47	(16)	31
Other	-	1	1	(1)	(4)	(5)
Allowance, end of period	$ 175*	$ 109	$ 284	$ 203*	$ 195	$ 398

* Of the total allowance at the end of the period, $86 million and $102 million relates to individually assessed credit losses on $246 million and $267 million of commercial mortgage loans at September 30, 2014 and 2013, respectively.

No significant loans were modified in a troubled debt restructuring during the nine-month periods ended September 30, 2014 and 2013.

8. VARIABLE INTEREST ENTITIES

We enter into various arrangements with variable interest entities (VIEs) in the normal course of business and consolidate the VIEs when we determine we are the primary beneficiary. This analysis includes a review of the VIE's capital structure, contractual relationships and terms, nature of the VIE's operations and purpose, nature of the VIE's interests issued and our involvement with the entity. When assessing the need to consolidate a VIE, we evaluate the design of the VIE as well as the related risks the entity was designed to expose the variable interest holders to.

For VIEs with attributes consistent with that of an investment company or a money market fund, the primary beneficiary is the party or group of related parties that absorbs a majority of the expected losses of the VIE, receives the majority of the expected residual returns of the VIE, or both.

For all other VIEs, the primary beneficiary is the entity that has both (1) the power to direct the activities of the VIE that most significantly affect the VIE's economic performance and (2) the obligation to absorb losses or the right to receive benefits that could be potentially significant to the VIE. While also considering these factors, the consolidation conclusion depends on the breadth of our decision-making ability and our ability to influence activities that significantly affect the economic performance of the VIE.

TABLE OF CONTENTS

Item 1 / NOTE 8. VARIABLE INTEREST ENTITIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Balance Sheet Classification and Exposure to Loss

The following table presents the total assets and total liabilities associated with our variable interests in consolidated VIEs, as classified in the Condensed Consolidated Balance Sheets:

(in millions)	Real Estate and Investment Funds[e]	Securitization Vehicles	Structured Investment Vehicles	Affordable Housing Partnerships	Other	Total
September 30, 2014						
Assets:						
Bonds available for sale	**$ -**	**$ 11,320**	**$ -**	**$ -**	**$ 41**	**$ 11,361**
Other bond securities	**-**	**7,375**	**662**	**-**	**44**	**8,081**
Mortgage and other loans receivable	**-**	**2,460**	**-**	**-**	**168**	**2,628**
Other invested assets	**586**	**-**	**-**	**1,725**	**705**	**3,016**
Other [a]	**41**	**697**	**90**	**46**	**561**	**1,435**
Total assets[b][c]	**$ 627**	**$ 21,852**	**$ 752**	**$ 1,771**	**$ 1,519**	**$ 26,521**
Liabilities:						
Long-term debt	**$ 69**	**$ 1,371**	**$ 91**	**$ 184**	**$ 73**	**$ 1,788**
Other [d]	**32**	**91**	**-**	**88**	**201**	**412**
Total liabilities	**$ 101**	**$ 1,462**	**$ 91**	**$ 272**	**$ 274**	**$ 2,200**
December 31, 2013						
Assets:						
Bonds available for sale	$ -	$ 11,028	$ -	$ -	$ 70	$ 11,098
Other bond securities	-	7,449	748	-	113	8,310
Mortgage and other loans receivable	-	1,508	-	-	189	1,697
Other invested assets	849	-	-	1,986	793	3,628
Other [a]	49	481	93	41	615	1,279
Total assets[b][c]	$ 898	$ 20,466	$ 841	$ 2,027	$ 1,780	$ 26,012
Liabilities:						
Long-term debt	$ 71	$ 494	$ 87	$ 188	$ 154	$ 994
Other[d]	31	74	-	83	367	555
Total liabilities	$ 102	$ 568	$ 87	$ 271	$ 521	$ 1,549

(a) Comprised primarily of Short-term investments, Premiums and other receivables and Other assets at both September 30, 2014 and December 31, 2013.

(b) The assets of each VIE can be used only to settle specific obligations of that VIE.

(c) At September 30, 2014 and December 31, 2013, includes approximately $21.7 billion and $21.4 billion, respectively, of investment-grade debt securities, loans and other assets held by certain securitization vehicles that issued beneficial interests in these investments. The majority of the beneficial interests issued are held by AIG.

(d) Comprised primarily of Other liabilities and Derivative liabilities, at fair value, at both September 30, 2014 and December 31, 2013.

(e) At September 30, 2014 and December 31, 2013, off-balance sheet exposure, primarily consisting of commitments to real estate and investment funds, was $60.2 million and $50.8 million, respectively.

TABLE OF CONTENTS

Item 1 / NOTE 8. VARIABLE INTEREST ENTITIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

We calculate our maximum exposure to loss to be (i) the amount invested in the debt or equity of the VIE, (ii) the notional amount of VIE assets or liabilities where we have also provided credit protection to the VIE with the VIE as the referenced obligation, and (iii) other commitments and guarantees to the VIE. Interest holders in VIEs sponsored by us generally have recourse only to the assets and cash flows of the VIEs and do not have recourse to us, except in limited circumstances when we have provided a guarantee to the VIE's interest holders.

The following table presents total assets of unconsolidated VIEs in which we hold a variable interest, as well as our maximum exposure to loss associated with these VIEs:

		Maximum Exposure to Loss		
(in millions)	Total VIE Assets	On-Balance Sheet*	Off-Balance Sheet	Total
September 30, 2014				
Real estate and investment funds	**$ 20,228**	**$ 2,741**	**$ 421**	**$ 3,162**
Affordable housing partnerships	**438**	**438**	**-**	**438**
Other	**615**	**31**	**-**	**31**
Total	**$ 21,281**	**$ 3,210**	**$ 421**	**$ 3,631**
December 31, 2013				
Real estate and investment funds	$ 17,572	$ 2,343	$ 289	$ 2,632
Affordable housing partnerships	478	477	-	477
Other	708	37	-	37
Total	$ 18,758	$ 2,857	$ 289	$ 3,146

* At September 30, 2014 and December 31, 2013, $3.2 billion and $2.8 billion, respectively, of our total unconsolidated VIE assets were recorded as Other invested assets.

See Note 10 to the Consolidated Financial Statements in the 2013 Annual Report for additional information on VIEs.

9. DERIVATIVES AND HEDGE ACCOUNTING

We use derivatives and other financial instruments as part of our financial risk management programs and as part of our investment operations. See Note 11 to the Consolidated Financial Statements in the 2013 Annual Report for a discussion of our accounting policies and procedures regarding derivatives and hedge accounting.

Effective April 1, 2014, we reclassified cross-currency swaps from Interest rate contracts to Foreign exchange contracts. This change was applied prospectively.

TABLE OF CONTENTS

Item 1 / NOTE 9. DERIVATIVES AND HEDGE ACCOUNTING

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The following table presents the notional amounts and fair values of our derivative instruments:

	September 30, 2014				December 31, 2013			
	Gross Derivative Assets		Gross Derivative Liabilities		Gross Derivative Assets		Gross Derivative Liabilities	
(in millions)	Notional Amount	Fair Value(a)	Notional Amount	Fair Value(a)	Notional Amount	Fair Value(a)	Notional Amount	Fair Value(a)
Derivatives designated as hedging instruments:								
Interest rate contracts	**$ -**	**$ -**	**$ 25**	**$ 1**	$ -	$ -	$ 112	$ 15
Foreign exchange contracts	**327**	**12**	**1,645**	**164**	-	-	1,857	190
Equity contracts	**99**	**1**	**8**	**1**	-	-	-	-
Derivatives not designated as hedging instruments:								
Interest rate contracts	**47,090**	**2,823**	**37,613**	**2,783**	50,897	3,771	59,585	3,849
Foreign exchange contracts	**13,965**	**1,052**	**9,456**	**1,339**	1,774	52	3,789	129
Equity contracts(b)	**8,373**	**220**	**38,420**	**1,113**	29,296	413	9,840	524
Commodity contracts	**15**	**-**	**12**	**5**	17	1	13	5
Credit contracts	**30**	**20**	**5,688**	**1,038**	70	55	15,459	1,335
Other contracts(c)	**35,169**	**34**	**636**	**89**	32,440	34	1,408	167
Total derivatives not designated as hedging instruments	**104,642**	**4,149**	**91,825**	**6,367**	114,494	4,326	90,094	6,009
Total derivatives, gross	**$ 105,068**	**$ 4,162**	**$ 93,503**	**$ 6,533**	$ 114,494	$ 4,326	$ 92,063	$ 6,214

(a) Fair value amounts are shown before the effects of counterparty netting adjustments and offsetting cash collateral.

(b) Notional amount of derivative assets and fair value of derivative assets were both zero at September 30, 2014 and were $23.2 billion and $107 million at December 31, 2013, respectively, related to bifurcated embedded derivatives. Notional amount of derivative liabilities and fair value of derivative liabilities include $35.6 billion and $1.0 billion, respectively, at September 30, 2014, and $6.7 billion and $424 million, respectively, at December 31, 2013, related to bifurcated embedded derivatives. A bifurcated embedded derivative is generally presented with the host contract in the Condensed Consolidated Balance Sheets.

(c) Consists primarily of contracts with multiple underlying exposures.

The following table presents the fair values of derivative assets and liabilities in the Condensed Consolidated Balance Sheets:

	September 30, 2014				December 31, 201		
	Derivative Assets		Derivative Liabilities		Derivative Assets		Derivati
(in millions)	Notional Amount	Fair Value	Notional Amount	Fair Value	Notional Amount	Fair Value	Notior Amou
Global Capital Markets derivatives:							
AIG Financial Products	**$ 30,619**	**$ 2,331**	**$ 28,650**	**$ 3,020**	$ 41,942	$ 2,567	$ 52,67
AIG Markets	**25,142**	**1,308**	**20,959**	**1,798**	12,531	964	23,71
Total Global Capital Markets derivatives	**55,761**	**3,639**	**49,609**	**4,818**	54,473	3,531	76,39
Non-Global Capital Markets derivatives[(a)]	**49,307**	**523**	**43,894**	**1,715**	60,021	795	15,66
Total derivatives, gross	**$ 105,068**	**4,162**	**$ 93,503**	**6,533**	$ 114,494	4,326	$ 92,06
Counterparty netting[(b)]		**(1,769)**		**(1,769)**		(1,734)	
Cash collateral[(c)]		**(805)**		**(1,186)**		(820)	
Total derivatives, net		**1,588**		**3,578**		1,772	
Less: Bifurcated embedded derivatives		**-**		**1,076**		107	
Total derivatives on consolidated balance sheet		**$ 1,588**		**$ 2,502**		$ 1,665	

(a) Represents derivatives used to hedge the foreign currency and interest rate risk associated with insurance as well as embedded derivatives included in insurance contracts. Assets and liabilities include bifurcated embedded derivatives which are recorded in Policyholder contract deposits.

45

TABLE OF CONTENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

(b) Represents netting of derivative exposures covered by a qualifying master netting agreement.

(c) Represents cash collateral posted and received that is eligible for netting.

Collateral

We engage in derivative transactions that are not subject to a clearing requirement directly with unaffiliated third parties, in most cases, under International Swaps and Derivatives Association, Inc. (ISDA) Master agreements. Many of the ISDA agreements also include Credit Support Annex (CSA) provisions, which provide for collateral postings that may vary at various ratings and threshold levels. We attempt to reduce our risk with certain counterparties by entering into agreements that enable collateral to be obtained from a counterparty on an upfront or contingent basis. We minimize the risk that counterparties to transactions might be unable to fulfill their contractual obligations by monitoring counterparty credit exposure and collateral value and generally requiring additional collateral to be posted upon the occurrence of certain events or circumstances. In addition, certain derivative transactions have provisions that require collateral to be posted upon a downgrade of our long term debt ratings or give the counterparty the right to terminate the transaction. In the case of some of the derivative transactions, upon a downgrade of our long term debt ratings, as an alternative to posting collateral and subject to certain conditions, we may assign the transaction to an obligor with higher debt ratings or arrange for a substitute guarantee of our obligations by an obligor with higher debt ratings or take other similar action. The actual amount of collateral required to be posted to counterparties in the event of such downgrades, or the aggregate amount of payments that we could be required to make, depends on market conditions, the fair value of outstanding affected transactions and other factors prevailing at and after the time of the downgrade.

Collateral posted by us to third parties for derivative transactions was $2.9 billion and $3.2 billion at September 30, 2014 and December 31, 2013, respectively. In the case of collateral posted under derivative transactions that are not subject to clearing, this collateral can generally be repledged or resold by the counterparties. Collateral provided to us from third parties for derivative transactions was $1.0 billion at both September 30, 2014 and December 31, 2013. We generally can repledge or resell this collateral.

Offsetting

We have elected to present all derivative receivables and derivative payables, and the related cash collateral received and paid, on a net basis on our Condensed Consolidated Balance Sheets when a legally enforceable ISDA Master Agreement exists between us and our derivative counterparty. An ISDA Master Agreement is an agreement governing multiple derivative transactions between two counterparties. The ISDA Master Agreement generally provides for the net settlement of all, or a specified group, of these derivative transactions, as well as transferred collateral, through a single payment, and in a single currency, as applicable. The net settlement provisions apply in the event of a default on, or affecting any, one derivative transaction or a termination event affecting all, or a specified group of, derivative transactions governed by the ISDA Master Agreement.

Hedge Accounting

We designated certain derivatives entered into by Global Capital Markets (GCM) with third parties as fair value hedges of available for sale investment securities held by our insurance subsidiaries. The fair value hedges include foreign currency forwards designated as hedges of the change in fair value of foreign currency denominated available for sale securities attributable to changes in foreign exchange rates. We also designated certain cross-currency interest rate swaps as hedges of the change in fair values of fixed-rate GICs attributable to changes in benchmark interest rates and foreign exchange rates.

TABLE OF CONTENTS

Item 1 / NOTE 9. DERIVATIVES AND HEDGE ACCOUNTING

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

We use foreign currency denominated debt and cross currency interest rate swaps as hedging instruments in net investment hedge relationships to mitigate the foreign exchange risk associated with our non U.S. dollar functional currency foreign subsidiaries. We assess the hedge effectiveness and measure the amount of ineffectiveness for these hedge relationships based on changes in spot exchange rates. For the three- and nine-month periods ended September 30, 2014, we recognized gains of $104 million and $107 million, respectively, and for the three- and nine-month periods ended September 30, 2013, we recognized losses of $108 million and $13 million, respectively, included in Change in foreign currency translation adjustment in Other comprehensive income related to the net investment hedge relationships.

A qualitative methodology is utilized to assess hedge effectiveness for net investment hedges, while regression analysis is employed for all other hedges.

The following table presents the gain (loss) recognized in earnings on our derivative instruments in fair value hedging relationships in the Condensed Consolidated Statements of Income:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
Interest rate contracts:				
Gain recognized in earnings on derivatives[a]	**$ -**	$ 2	**$ 2**	$ 2
Gain recognized in earnings on hedged items[b]	**10**	17	**85**	70
Foreign exchange contracts:[c]				
Loss recognized in earnings on derivatives[d]	**(76)**	(21)	**(20)**	(61)
Gain recognized in earnings on hedged items[e]	**97**	19	**37**	66
Gain (loss) recognized in earnings for amounts excluded from effectiveness testing	**9**	(2)	**(3)**	5
Equity contracts:[f]				
Gain (loss) recognized in earnings on derivatives	**4**	-	**(10)**	-
Gain (loss) recognized in earnings on hedged items	**(6)**	-	**8**	-
Gain (loss) recognized in earnings for amounts excluded from effectiveness testing	**(2)**	-	**(2)**	-

(a) Includes gains of $1 million recorded in Interest credited to policyholder account balances and $1 million recorded in Net realized capital gains (losses) for the nine-month period ended September 30, 2014.

(b) Includes gains of $10 million and $17 million for the three-month periods ended September 30, 2014 and 2013, respectively, and $37 million and $72 million for the nine-month periods ended September 30, 2014 and 2013, respectively, representing the amortization of debt basis adjustment recorded in Other income and Net realized capital gains (losses) following the discontinuation of hedge accounting. Also includes gains of $50 million for the nine-month period ended September 30, 2014, recorded in Loss on extinguishment of debt, representing the release of debt basis following the repurchase of issued debt that was part of previously discontinued hedge accounting relationships.

(c) Gains and losses recognized in earnings for the ineffective portion and amounts excluded from effectiveness testing, if any, are recorded in Net realized capital gains (losses).

(d) Includes gains of $1 million recorded in Interest credited to policyholder account balances for the three- and nine-month periods ended September 30, 2014. All other gains and losses are recorded in Net realized capital gains (losses).

(e) Includes gains of $14 million and $22 million for the three- and nine-month periods ended September 30, 2014, respectively, representing the amortization of debt basis adjustment recorded in Other income and Net realized capital gains (losses) following the discontinuation of hedge accounting. Also includes losses of $2 million and $3 million for the three- and nine-month periods ended September 30, 2014, respectively, in Interest credited to policyholder account balances. All other gains and losses are recorded in Net realized capital gains (losses).

(f) Gains and losses recognized in earnings are recorded in Net realized capital gains (losses).

TABLE OF CONTENTS

Item 1 / NOTE 9. DERIVATIVES AND HEDGE ACCOUNTING

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Derivatives Not Designated as Hedging Instruments

The following table presents the effect of derivative instruments not designated as hedging instruments in the Condensed Consolidated Statements of Income:

	Gains (Losses) Recognized in Earnings			
	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
By Derivative Type:				
Interest rate contracts	**$ 222**	$ 35	**$ 409**	$ (250)
Foreign exchange contracts	**253**	(83)	**276**	64
Equity contracts*	**(151)**	158	**(562)**	670
Commodity contracts	**(2)**	(1)	**(1)**	(3)
Credit contracts	**75**	52	**229**	365
Other contracts	**44**	14	**83**	74
Total	**$ 441**	$ 175	**$ 434**	$ 920
By Classification:				
Policy fees	**$ 74**	$ 56	**$ 210**	$ 149
Net investment income	**43**	(7)	**69**	22
Net realized capital gains (losses)	**13**	200	**(302)**	200
Other income (losses)	**309**	(71)	**447**	560
Policyholder benefits and claims incurred	**2**	(3)	**10**	(11)
Total	**$ 441**	$ 175	**$ 434**	$ 920

* Includes embedded derivative losses of $64 million and $406 million for the three- and nine-month periods ended September 30, 2014, respectively, and embedded derivative gains of $266 million and $1.0 billion for the three- and nine-month periods ended September 30, 2013, respectively.

Global Capital Markets Derivatives

Derivative transactions between AIG and its subsidiaries and third parties are generally centralized through GCM, specifically through the entity AIG Markets, Inc. (AIG Markets). The derivatives portfolio of AIG Markets consists primarily of interest rate and currency derivatives and also includes legacy credit derivatives that have been novated from AIG Financial Products Corp. and AIG Trading Group Inc. and their respective subsidiaries (collectively, AIGFP). AIGFP also enters into derivatives to mitigate market risk in its exposures (interest rates, currencies, credit, commodities and equities) arising from its portfolio of remaining transactions.

GCM follows a policy of minimizing interest rate, currency, commodity, and equity risks associated with investment securities by entering into offsetting positions, thereby offsetting a significant portion of the unrealized appreciation and depreciation.

Super Senior Credit Default Swaps

Credit default swap (CDS) transactions were entered into with the intention of earning revenue on credit exposure. In the majority of these transactions, we sold credit protection on a designated portfolio of loans or debt securities. Generally, such credit protection was provided on a “second loss” basis, meaning we would incur credit losses only after a shortfall of principal and/or interest, or other credit events, in respect of the protected loans and debt securities, exceeded a specified threshold amount or level of “first losses.”

TABLE OF CONTENTS

Item 1 / NOTE 9. DERIVATIVES AND HEDGE ACCOUNTING

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The following table presents the net notional amount (net of all structural subordination below the covered tranches), fair value of derivative (asset) liability before the effects of counterparty netting adjustments and offsetting cash collateral and unrealized market valuation gain (loss) of the super senior credit default swap portfolio by asset class:

	Net Notional Amount at		Fair Value of Derivative Liability at		Unrealized Market Valuation Gain			
					Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**September 30, 2014**	December 31, 2013	**September 30, 2014**	December 31, 2013	**2014**	2013	**2014**	2013
Arbitrage:								
Multi-sector CDOs[(a)]	**2,769**	3,257	**989**	1,249	**63**	49	**201**	330
Corporate debt/CLOs[(b)(c)]	**2,715**	11,832	**6**	28	**12**	5	**22**	26
Total	**$ 5,484**	$ 15,089	**$ 995**	$ 1,277	**$ 75**	$ 54	**$ 223**	$ 356

(a) During the nine-month period ended September 30, 2014, we paid $59 million to counterparties with respect to multi sector CDOs, which was previously included in the fair value of the derivative liability as an unrealized market valuation loss. Collateral postings with regards to multi sector CDOs were $899 million and $1.1 billion at September 30, 2014 and December 31, 2013, respectively.

(b) Corporate debt/Collateralized Loan Obligations (CLOs) include $790 million and $1.0 billion in net notional amount of credit default swaps written on the super senior tranches of CLOs at September 30, 2014 and December 31, 2013, respectively. Collateral postings with regards to Corporate debt/CLOs were $182 million and $353 million at September 30, 2014 and December 31, 2013, respectively.

(c) On July 17, 2014, GCM terminated Corporate Debt Super Senior CDSs with a notional amount of $8.8 billion.

The expected weighted average maturity of the super senior credit derivative portfolios as of September 30, 2014 was five years for the multi sector CDO arbitrage portfolio and three years for the corporate debt/CLO portfolio.

Because of long term maturities of the CDSs in the arbitrage portfolio, we are unable to make reasonable estimates of the periods during which any payments would be made. However, the net notional amount represents the maximum exposure to loss on the super senior credit default swap portfolio.

Written Single Name Credit Default Swaps

We have legacy credit default swap contracts referencing single name exposures written on corporate, index and asset backed credits with the intention of earning spread income on credit exposure. Some of these transactions were entered into as part of a long short strategy to earn the net spread between CDSs written and purchased. At September 30, 2014 and December 31, 2013, the net notional amounts of these written CDS contracts were $205 million and $373 million, respectively, including ABS CDS transactions purchased from a liquidated multi sector super senior CDS transaction. These exposures were partially hedged by purchasing offsetting CDS contracts of $30 million and $50 million in net notional amounts at September 30, 2014 and December 31, 2013, respectively. The net unhedged positions of $175 million and $323 million at September 30, 2014 and December 31, 2013, respectively, represent the maximum exposure to loss on these CDS contracts. The average maturity of the written CDS contracts was three years at both September 30, 2014 and December 31, 2013. At September 30, 2014 and December 31, 2013, the fair values of derivative liabilities (which represents the carrying value) of the portfolio of CDS were $23 million and $32 million, respectively.

Upon a triggering event (e.g., a default) with respect to the underlying reference obligations, settlement is generally effected through the payment of the notional amount of the contract to the counterparty in exchange for the related principal amount of securities issued by the underlying credit obligor (physical settlement) or, in some cases, payment of an amount associated with the value of the notional amount of the reference obligations through a market quotation process (cash settlement).

These CDS contracts were written under ISDA Master Agreements. The majority of these ISDA Master Agreements include credit support annexes (CSAs) that provide for collateral postings that may vary at various ratings and threshold levels. At September 30, 2014 and December 31, 2013, net collateral posted by us under these contracts was $26 million and $38 million, respectively, prior to offsets for other transactions.

TABLE OF CONTENTS

Item 1 / NOTE 9. DERIVATIVES AND HEDGE ACCOUNTING

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

All Other Derivatives

Our businesses other than GCM also use derivatives and other instruments as part of their financial risk management. Interest rate derivatives (such as interest rate swaps) are used to manage interest rate risk associated with embedded derivatives contained in insurance contract liabilities, fixed maturity securities, outstanding medium and long term notes as well as other interest rate sensitive assets and liabilities. Foreign exchange derivatives (principally foreign exchange forwards and options) are used to economically mitigate risk associated with non U.S. dollar denominated debt, net capital exposures, and foreign currency transactions. Equity derivatives are used to mitigate financial risk embedded in certain insurance liabilities. The derivatives are effective economic hedges of the exposures that they are meant to offset.

In addition to hedging activities, we also enter into derivative instruments with respect to investment operations, which may include, among other things, credit default swaps and purchasing investments with embedded derivatives, such as equity linked notes and convertible bonds.

Credit Risk-Related Contingent Features

The aggregate fair value of our derivative instruments that contain credit risk related contingent features that were in a net liability position at September 30, 2014 and December 31, 2013, was approximately $2.8 billion and $2.6 billion, respectively. The aggregate fair value of assets posted as collateral under these contracts at September 30, 2014 and December 31, 2013, was $3.6 billion and $3.1 billion, respectively.

We estimate that at September 30, 2014, based on our outstanding financial derivative transactions, a one notch downgrade of our long term senior debt ratings to BBB+ by Standard & Poor's Financial Services LLC, a subsidiary of The McGraw Hill Companies, Inc. (S&P), would permit counterparties to make additional collateral calls and permit certain counterparties to elect early termination of contracts, resulting in a negligible amount of corresponding collateral postings and termination payments; a one notch downgrade to Baa2 by Moody's Investors' Service, Inc. (Moody's) and an additional one notch downgrade to BBB by S&P would result in approximately $48 million in additional collateral postings and termination payments, and a further one notch downgrade to Baa3 by Moody's and BBB by S&P would result in approximately $190 million in additional collateral postings and termination payments.

Additional collateral postings upon downgrade are estimated based on the factors in the individual collateral posting provisions of the CSA with each counterparty and current exposure as of September 30, 2014. Factors considered in estimating the termination payments upon downgrade include current market conditions, the complexity of the derivative transactions, historical termination experience and other observable market events such as bankruptcy and downgrade events that have occurred at other companies. Our estimates are also based on the assumption that counterparties will terminate based on their net exposure to us. The actual termination payments could significantly differ from our estimates given market conditions at the time of downgrade and the level of uncertainty in estimating both the number of counterparties who may elect to exercise their right to terminate and the payment that may be triggered in connection with any such exercise.

Hybrid Securities with Embedded Credit Derivatives

We invest in hybrid securities (such as credit linked notes) with the intent of generating income, and not specifically to acquire exposure to embedded derivative risk. As is the case with our other investments in RMBS, CMBS, CDOs and ABS, our investments in these hybrid securities are exposed to losses only up to the amount of our initial investment in the hybrid security. Other than our initial investment in the hybrid securities, we have no further obligation to make payments on the embedded credit derivatives in the related hybrid securities.

We elect to account for our investments in these hybrid securities with embedded written credit derivatives at fair value, with changes in fair value recognized in Net investment income and Other income. Our investments in these hybrid securities are

TABLE OF CONTENTS

Item 1 / NOTE 9. DERIVATIVES AND HEDGE ACCOUNTING

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

reported as Other bond securities in the Consolidated Balance Sheets. The fair values of these hybrid securities were $6.1 billion and $6.4 billion at September 30, 2014 and December 31, 2013, respectively. These securities have par amounts of $12.1 billion and $13.4 billion at September 30, 2014 and December 31, 2013, respectively, and have remaining stated maturity dates that extend to 2052.

10. CONTINGENCIES, COMMITMENTS AND GUARANTEES

In the normal course of business, various contingent liabilities and commitments are entered into by AIG and our subsidiaries. In addition, AIG Parent guarantees various obligations of certain subsidiaries.

Although AIG cannot currently quantify its ultimate liability for unresolved litigation and investigation matters, including those referred to below, it is possible that such liability could have a material adverse effect on AIG's consolidated financial condition or its consolidated results of operations or consolidated cash flows for an individual reporting period.

Legal Contingencies

Overview. In the normal course of business, AIG and our subsidiaries are, like others in the insurance and financial services industries in general, subject to litigation, including claims for punitive damages. In our insurance and mortgage guaranty operations, litigation arising from claims settlement activities is generally considered in the establishment of our liability for unpaid claims and claims adjustment expense. However, the potential for increasing jury awards and settlements makes it difficult to assess the ultimate outcome of such litigation. AIG is also subject to derivative, class action and other claims asserted by its shareholders and others alleging, among other things, breach of fiduciary duties by its directors and officers and violations of insurance laws and regulations, as well as federal and state securities laws. In the case of any derivative action brought on behalf of AIG, any recovery would accrue to the benefit of AIG.

Various regulatory and governmental agencies have been reviewing certain transactions and practices of AIG and our subsidiaries in connection with industry-wide and other inquiries into, among other matters, certain business practices of current and former operating insurance subsidiaries. We have cooperated, and will continue to cooperate, in producing documents and other information in response to subpoenas and other requests.

AIG's Subprime Exposure, AIGFP Credit Default Swap Portfolio and Related Matters

AIG, AIGFP and certain directors and officers of AIG, AIGFP and other AIG subsidiaries have been named in various actions relating to our exposure to the U.S. residential subprime mortgage market, unrealized market valuation losses on AIGFP's super senior credit default swap portfolio, losses and liquidity constraints relating to our securities lending program and related disclosure and other matters (Subprime Exposure Issues).

Consolidated 2008 Securities Litigation. Between May 21, 2008 and January 15, 2009, eight purported securities class action complaints were filed against AIG and certain directors and officers of AIG and AIGFP, AIG's outside auditors, and the underwriters of various securities offerings in the United States District Court for the Southern District of New York (the Southern District of New York), alleging claims under the Securities Exchange Act of 1934, as amended (the Exchange Act), or claims under the Securities Act of 1933, as amended (the Securities Act). On March 20, 2009, the Court consolidated all eight of the purported securities class actions as In re American International Group, Inc. 2008 Securities Litigation (the Consolidated 2008 Securities Litigation).

On May 19, 2009, the lead plaintiff in the Consolidated 2008 Securities Litigation filed a consolidated complaint on behalf of purchasers of AIG Common Stock during the alleged class period of March 16, 2006 through September 16, 2008, and on behalf of purchasers of various AIG securities offered pursuant to AIG's shelf registration statements. The consolidated complaint alleges that defendants made statements during the class period in press releases, AIG's quarterly and year-end filings, during conference calls, and in various registration statements and prospectuses in connection with the various offerings that were materially false and misleading and that artificially inflated the price of AIG Common Stock. The alleged false and misleading statements relate to, among other things, the Subprime Exposure Issues. The consolidated complaint alleges violations of Sections 10(b) and 20(a) of the Exchange Act and Sections 11, 12(a)(2), and 15 of the Securities Act. On August 5, 2009, defendants filed motions to dismiss the consolidated complaint, and on September 27, 2010, the Court denied the motions to dismiss.

On April 26, 2013, the Court granted a motion for judgment on the pleadings brought by the defendants. The Court's order dismissed all claims against the outside auditors in their entirety, and it also reduced the scope of the Securities Act claims against AIG and defendants other than the outside auditors.

On July 15, 2014, lead plaintiffs and all defendants except AIG's outside auditors accepted a mediator's proposal to settle the Consolidated 2008 Securities Litigation for a cash payment by AIG of $960 million (the AIG Settlement). On August 1, 2014, lead plaintiff and AIG's outside auditors accepted a mediator's proposal to resolve the Consolidated 2008 Securities Litigation for a cash payment by the outside auditors (the Auditor Settlement and, collectively with the AIG Settlement, the Settlement). On October 7, 2014, the Court granted lead plaintiff's Motion for Preliminary Approval of Settlement and Approval of Notice to the Class and scheduled a final settlement approval hearing for March 20, 2015. The Settlement remains subject to notice to the class and final approval by the Court. On October 22, 2014, AIG made a cash payment of $960 million, which is being held in escrow pending final approval of the AIG Settlement and which will be returned if the AIG Settlement is not approved. The AIG Settlement amount has been accrued.

Individual Securities Litigations. Between November 18, 2011 and September 16, 2013, nine separate, though similar, securities actions were filed asserting claims substantially similar to those in the Consolidated 2008 Securities Litigation against AIG and certain directors and officers of AIG and AIGFP (one such action also names as defendants AIG's outside auditors and the underwriters of various securities offerings). These actions are now pending in the Southern District of New York.

We have accrued our current estimate of probable loss with respect to these litigations and other potential related litigations.

ERISA Actions – Southern District of New York Between June 25, 2008 and November 25, 2008, AIG, certain directors and officers of AIG, and members of AIG's Retirement Board and Investment Committee were named as defendants in eight purported class action complaints asserting claims on behalf of participants in certain pension plans sponsored by AIG or its subsidiaries. The Court subsequently consolidated these eight actions as In re American International Group, Inc. ERISA Litigation II. On September 4, 2012, lead plaintiffs' counsel filed a consolidated second amended complaint. The action purports to be brought as a class action under the Employee Retirement Income Security Act of 1974, as amended (ERISA), on behalf of all participants in or beneficiaries of certain benefit plans of AIG and its subsidiaries that offered shares of AIG Common Stock. In the consolidated second amended complaint, plaintiffs allege, among other things, that the defendants breached their fiduciary responsibilities to plan participants and their beneficiaries under ERISA, by continuing to offer the AIG Stock Fund as an investment option in the plans after it allegedly became imprudent to do so. The alleged ERISA violations relate to, among other things, the defendants' purported failure to monitor and/or disclose certain matters, including the Subprime Exposure Issues.

On November 20, 2012, defendants filed motions to dismiss the consolidated second amended complaint. On June 26, 2014, the Court issued an order denying defendants' motions to dismiss in light of the U.S. Supreme Court's decision in *Fifth Third Bancorp v. Dudenhoeffer*, No. 12-751 (U.S. June 25, 2014), which rejected the presumption of prudence in favor of ERISA fiduciaries that many courts had previously applied. The Court's order required the parties to meet and confer concerning the impact of the *Fifth Third Bancorp* case and the possibility of settlement. On September 10, 2014, plaintiffs' counsel filed a letter with the Court on behalf of all parties, informing the Court that the parties had agreed to schedule a mediation to explore the

TABLE OF CONTENTS

possibility of settlement. The parties have scheduled a mediation in November 2014. On September 12, 2014, Judge Swain issued an order extending defendants' time to respond to the second amended complaint to December 12, 2014.

As of November 3, 2014, discovery is ongoing, and the Court has not determined if a class action is appropriate or the size or scope of any class. As a result, we are unable to reasonably estimate the possible loss or range of losses, if any, arising from the litigation.

Canadian Securities Class Action – Ontario Superior Court of Justice On November 12, 2008, an application was filed in the Ontario Superior Court of Justice for leave to bring a purported class action against AIG, AIGFP, certain directors and officers of AIG and Joseph Cassano, the former Chief Executive Officer of AIGFP, pursuant to the Ontario Securities Act. If the Court grants the application, a class plaintiff will be permitted to file a statement of claim against defendants. The proposed statement of claim would assert a class period of March 16, 2006 through September 16, 2008 and would allege that during this period defendants made false and misleading statements and omissions in quarterly and annual reports and during oral presentations in violation of the Ontario Securities Act.

On April 17, 2009, defendants filed a motion record in support of their motion to stay or dismiss for lack of jurisdiction and forum non conveniens. On July 12, 2010, the Court adjourned a hearing on the motion pending a decision by the Supreme Court of Canada in a pair of actions captioned Club Resorts Ltd. v. Van Breda 2012 SCC 17. On April 18, 2012, the Supreme Court of Canada clarified the standard for determining jurisdiction over foreign and out of province defendants, such as AIG, by holding that a defendant must have some form of "actual," as opposed to a merely "virtual," presence to be deemed to be "doing business" in the jurisdiction. The Supreme Court of Canada also suggested that in future cases, defendants may contest jurisdiction even when they are found to be doing business in a Canadian jurisdiction if their business activities in the jurisdiction are unrelated to the subject matter of the litigation. The matter has been stayed pending further developments in the Consolidated 2008 Securities Litigation. Plaintiff has not yet moved to lift the stay.

In plaintiff's proposed statement of claim, plaintiff alleged general and special damages of $500 million and punitive damages of $50 million plus prejudgment interest or such other sums as the Court finds appropriate. As of November 3, 2014, the Court has not determined whether it has jurisdiction or granted plaintiff's application to file a statement of claim, no merits discovery has occurred and the action has been stayed. As a result, we are unable to reasonably estimate the possible loss or range of losses, if any, arising from the litigation.

Starr International Litigation

On November 21, 2011, Starr International Company, Inc. (SICO) filed a complaint against the United States in the United States Court of Federal Claims (the Court of Federal Claims), bringing claims, both individually and on behalf of the classes defined below and derivatively on behalf of AIG (the SICO Treasury Action). The complaint challenges the government's assistance of AIG, pursuant to which AIG entered into a credit facility with the Federal Reserve Bank of New York (the FRBNY, and such credit facility, the FRBNY Credit Facility) and the United States received an approximately 80 percent ownership in AIG. The complaint alleges that the interest rate imposed on AIG and the appropriation of approximately 80 percent of AIG's equity was discriminatory, unprecedented, and inconsistent with liquidity assistance offered by the government to other comparable firms at the time and violated the Equal Protection, Due Process, and Takings Clauses of the U.S. Constitution.

In rulings dated July 2, 2012 and September 17, 2012, the Court of Federal Claims largely denied the United States' motion to dismiss in the SICO Treasury Action.

In the SICO Treasury Action, the only claims naming AIG as a party (as a nominal defendant) are derivative claims on behalf of AIG. On September 21, 2012, SICO made a pre litigation demand on our Board demanding that we pursue the derivative claims or allow SICO to pursue the claims on our behalf. On January 9, 2013, our Board unanimously refused SICO's demand in its entirety and on January 23, 2013, counsel for the Board sent a letter to counsel for SICO describing the process by which our Board considered and refused SICO's demand and stating the reasons for our Board's determination.

TABLE OF CONTENTS

Item 1 / NOTE 10. CONTINGENCIES, COMMITMENTS AND GUARANTEES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

On March 11, 2013, SICO filed a second amended complaint in the SICO Treasury Action alleging that its demand was wrongfully refused. On June 26, 2013, the Court of Federal Claims granted AIG's and the United States' motions to dismiss SICO's derivative claims in the SICO Treasury Action and denied the United States' motion to dismiss SICO's direct claims.

On March 11, 2013, the Court of Federal Claims in the SICO Treasury Action granted SICO's motion for class certification of two classes with respect to SICO's non derivative claims: (1) persons and entities who held shares of AIG Common Stock on or before September 16, 2008 and who owned those shares on September 22, 2008; and (2) persons and entities who owned shares of AIG Common Stock on June 30, 2009 and were eligible to vote those shares at AIG's June 30, 2009 annual meeting of shareholders. SICO has provided notice of class certification to potential members of the classes, who, pursuant to a court order issued on April 25, 2013, had to return opt in consent forms by September 16, 2013 to participate in either class. On November 15, 2013, SICO informed the Court that 286,892 holders of AIG Common Stock during the two class periods had opted into the classes.

While no longer a party to the SICO Treasury Action, AIG understands that SICO is seeking significant damages. Trial in the SICO Treasury Action began in the Court of Federal Claims on September 29, 2014.

The United States has alleged, as an affirmative defense in its answer, that AIG is obligated to indemnify the FRBNY and its representatives, including the Federal Reserve Board of Governors and the United States (as the FRBNY's principal), for any recovery in the SICO Treasury Action, and seeks a contingent offset or recoupment for the value of net operating loss benefits the United States alleges that we received as a result of the government's assistance. On November 8, 2013, the Court denied a motion by SICO to strike the United States' affirmative defenses of indemnification and contingent offset or recoupment.

A determination that the United States is liable for damages, together with a determination that AIG is obligated to indemnify the United States for any such damages, could have a material adverse effect on our business, consolidated financial condition and results of operations.

False Claims Act Complaint

On February 25, 2010, a complaint was filed in the United States District Court for the Southern District of California by two individuals (Relators) seeking to assert claims on behalf of the United States against AIG and certain other defendants, including Goldman Sachs and Deutsche Bank, under the False Claims Act. Relators filed a first amended complaint on September 30, 2010, adding certain additional defendants, including Bank of America and Société Générale. The first amended complaint alleged that defendants engaged in fraudulent business practices in respect of their activities in the over-the-counter market for collateralized debt obligations, and submitted false claims to the United States in connection with the FRBNY Credit Facility and Maiden Lane II LLC (ML II) and Maiden Lane III LLC entities (the Maiden Lane Interests) through, among other things, misrepresenting AIG's ability and intent to repay amounts drawn on the FRBNY Credit Facility, and misrepresenting the value of the securities that the Maiden Lane Interests acquired from AIG and certain of its counterparties. The first amended complaint sought unspecified damages pursuant to the False Claims Act in the amount of three times the damages allegedly sustained by the United States as well as interest, attorneys' fees, costs and expenses. The complaint and the first amended complaint were initially filed and maintained under seal while the United States considered whether to intervene in the action. On or about April 28, 2011, after the United States declined to intervene, the District Court lifted the seal, and Relators served the first amended complaint on AIG on July 11, 2011. On April 19, 2013, the Court granted AIG's motion to dismiss, dismissing the first amended complaint in its entirety, without prejudice, giving the Relators the opportunity to file a second amended complaint. On May 24, 2013, the Relators filed a second amended complaint, which attempted to plead the same claims as the prior complaints and did not specify an amount of alleged damages. AIG and its co-defendants filed motions to dismiss the second amended complaint on August 9, 2013. On March 29, 2014, the Court dismissed the second amended complaint with prejudice. On April 30, 2014, the Relators filed a Notice of Appeal to the Ninth Circuit. We are unable to reasonably estimate the possible loss or range of losses, if any, arising from the litigation.

TABLE OF CONTENTS

Item 1 / NOTE 10. CONTINGENCIES, COMMITMENTS AND GUARANTEES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Litigation Matters Relating to AIG's Insurance Operations

Caremark. AIG and certain of its subsidiaries have been named defendants in two putative class actions in state court in Alabama that arise out of the 1999 settlement of class and derivative litigation involving Caremark Rx, Inc. (Caremark). The plaintiffs in the second filed action intervened in the first filed action, and the second filed action was dismissed. An excess policy issued by a subsidiary of AIG with respect to the 1999 litigation was expressly stated to be without limit of liability. In the current actions, plaintiffs allege that the judge approving the 1999 settlement was misled as to the extent of available insurance coverage and would not have approved the settlement had he known of the existence and/or unlimited nature of the excess policy. They further allege that AIG, its subsidiaries, and Caremark are liable for fraud and suppression for misrepresenting and/or concealing the nature and extent of coverage.

The complaints filed by the plaintiffs and the intervenors request compensatory damages for the 1999 class in the amount of $3.2 billion, plus punitive damages. AIG and its subsidiaries deny the allegations of fraud and suppression, assert that information concerning the excess policy was publicly disclosed months prior to the approval of the settlement, that the claims are barred by the statute of limitations, and that the statute cannot be tolled in light of the public disclosure of the excess coverage. The plaintiffs and intervenors, in turn, have asserted that the disclosure was insufficient to inform them of the nature of the coverage and did not start the running of the statute of limitations.

On August 15, 2012, the trial court entered an order granting plaintiffs' motion for class certification, and on September 12, 2014, the Alabama Supreme Court affirmed that order. AIG and the other defendants have petitioned for rehearing of that decision. Absent further review of the class certification order, the matter will return to the trial court for general discovery (which has not yet commenced) and adjudication of the merits. AIG is unable to reasonably estimate the possible loss or range of losses, if any, arising from the litigation.

Regulatory and Related Matters

In connection with a multi state examination of certain accident and health products, including travel products, issued by National Union Fire Insurance Company of Pittsburgh, Pa. (National Union), AIG Property Casualty Inc. (formerly Chartis Inc.), on behalf of itself, National Union, and certain of AIG Property Casualty Inc.'s insurance and non insurance companies (collectively, the AIG PC parties) entered into a Regulatory Settlement Agreement with regulators from 50 U.S. jurisdictions effective November 29, 2012. Under the agreement, and without admitting any liability for the issues raised in the examination, the AIG PC parties (i) paid a civil penalty of $50 million, (ii) entered into a corrective action plan describing agreed upon specific steps and standards for evaluating the AIG PC parties' ongoing compliance with laws and regulations governing the issues identified in the examination, and (iii) agreed to pay a contingent fine in the event that the AIG PC parties fail to satisfy certain terms of the corrective action plan. National Union and other AIG companies are also currently subject to civil litigation relating to the conduct of their accident and health business, and may be subject to additional litigation relating to the conduct of such business from time to time in the ordinary course. There can be no assurance that any regulatory action resulting from the issues identified will not have a material adverse effect on our ongoing operations of the business subject to the agreement, or on similar business written by other AIG carriers.

Industry wide examinations conducted by the Minnesota Department of Insurance and the Department of Housing and Urban Development (HUD) on captive reinsurance practices by lenders and mortgage insurance companies, including UGC, have been ongoing for several years. In 2011, the Consumer Financial Protection Bureau (CFPB) assumed responsibility for violations of the Real Estate Settlement Procedures Act from HUD, and assumed HUD's aforementioned ongoing investigation. UGC and the CFPB reached a settlement, entered on April 8, 2013 by the United States District Court for the Southern District of Florida, where UGC consented to discontinue its remaining captive reinsurance practices and to pay a civil monetary penalty of $4.5 million to the CFPB. The settlement includes a release for all liability related to UGC's captive reinsurance practices and resolves the CFPB's investigation. On January 31, 2014, PHH Corp. and various affiliates (all non-parties to the action and the consent order) filed a motion to reopen the case and to intervene therein for the limited purpose of obtaining a declaratory judgment enforcing the consent order. UGC opposed this request, and on March 10, 2014, the Court denied PHH Corp.'s motion. PHH Corp. has appealed to the Eleventh Circuit.

TABLE OF CONTENTS

Item 1 / NOTE 10. CONTINGENCIES, COMMITMENTS AND GUARANTEES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

UGC has received a proposed consent order from the Minnesota Commissioner of Commerce (the MN Commissioner) which alleges that UGC violated the Real Estate Settlement Procedures Act and other state laws in connection with its practices with captive reinsurance companies owned by lenders. UGC is engaged in discussions with the MN Commissioner with respect to the terms of the proposed consent order. UGC cannot predict if or when a consent order may be entered into or, if entered into, what the terms of the final consent order will be. UGC is also currently subject to civil litigation relating to its placement of reinsurance with captives owned by lenders, and may be subject to additional litigation relating to the conduct of such business from time to time in the ordinary course.

AIG is responding to subpoenas from the New York Department of Financial Services (NYDFS) and the Manhattan District Attorney's Office (NYDA) relating to AIG's formerly wholly owned subsidiaries, ALICO and Delaware American Life Insurance Company (DelAm), and other related business units, which were sold by AIG to MetLife in November 2010. The inquiries relate to whether ALICO, DelAm and their representatives conducted insurance business in New York over an extended period of time without a license, and whether certain representations by ALICO concerning its activities in New York were accurate. On or about March 31, 2014, a consent order between MetLife and the NYDFS, whereby MetLife agreed to pay $50 million, and a deferred prosecution agreement with the NYDA, whereby MetLife agreed to pay $10 million, were announced. AIG was not a party to either settlement. The consent order between the NYDFS and MetLife made certain findings, including that former AIG subsidiaries and affiliates conducted insurance business in New York without a license and that ALICO, while operating as a subsidiary of AIG, made misrepresentations and omissions concerning its insurance business activities in New York to NYDFS's predecessor agency, the New York State Department of Insurance. The NYDFS also found in the consent order that AIG had violated the New York Insurance Law. On April 3, 2014, AIG filed a complaint against the NYDFS and NYDFS Superintendent Benjamin Lawsky in the Southern District of New York, seeking declaratory and injunctive relief on the basis that the NYDFS's interpretation of the New York Insurance Law is unconstitutional under the Due Process and Commerce Clauses, as well as the First Amendment, of the U.S. Constitution. Defendants filed a motion to dismiss the federal complaint on May 16, 2014. Thereafter, on June 2, 2014, AIG filed its First Amended Complaint to account for new statutory provisions raised for the first time in Defendants' motion to dismiss. Defendants' motion to dismiss the amended complaint was filed on June 20, 2014 and has been fully briefed. On October 31, 2014, AIG and NYDFS entered into a Consent Order, whereby AIG agreed to pay $35 million and dismiss the federal lawsuit in exchange for NYDFS's agreement to discontinue its inquiry.

On May 12, 2010, a complaint was filed under seal in the Southern District of New York by an individual (Relator) seeking to assert claims on behalf of the United States against AIG under the False Claims Act. The Relator filed also under seal a first amended complaint on July 28, 2011. The complaint and the first amended complaint were initially filed and maintained under seal while the United States considered whether to intervene in the action, and on or about October 29, 2013, after the United States declined to intervene, the District Court ordered the complaint be unsealed 30 days after the entry of the order. The case, however, was not unsealed until May 9, 2014. The Relator thereafter served his second amended complaint on AIG on May 23, 2014. The second amended complaint alleges that AIG made false statements relevant to the valuation of two of its former subsidiaries, ALICO and American International Assurance Limited (AIA), in connection with agreements under which interests in those subsidiaries were transferred to the FRBNY in exchange for a $25 billion decrease in the amount owed to the FRBNY under the FRBNY Credit Facility. Specifically, it alleges that AIG falsely told the federal government that ALICO and AIA had the licenses they needed to conduct their business and were in compliance with applicable laws and regulations. AIG's response to the second amended complaint is due on December 22, 2014.

As previously disclosed, a state regulatory agency has requested additional information relating to the unwinding of a position on which we realized gains of $196 million in the nine-month period ended September 30, 2014.

Legal Reserves

We recorded increases in our legal reserve liability of $5 million and $503 million in the three- and nine-month periods ended September 30, 2014, respectively.

TABLE OF CONTENTS

Item 1 / NOTE 10. CONTINGENCIES, COMMITMENTS AND GUARANTEES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Other Contingencies

Liability for unpaid claims and claims adjustment expense

Although we regularly review the adequacy of the established Liability for unpaid claims and claims adjustment expense, 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, particularly 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, directors and officers and products liability. Generally, actual historical loss development factors 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 identified 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 global economic conditions, changes in the legal, regulatory, judicial and social environment, changes in medical cost trends (inflation, intensity and utilization of medical services), underlying policy pricing, terms and conditions, and claims handling practices.

Other Commitments

In the normal course of business, we enter into commitments to invest in limited partnerships, private equity funds and hedge funds and to purchase and develop real estate in the U.S. and abroad. These commitments totaled $2.5 billion at September 30, 2014.

Guarantees

Subsidiaries

We have issued unconditional guarantees with respect to the prompt payment, when due, of all present and future payment obligations and liabilities of AIGFP and of AIG Markets arising from transactions entered into by AIG Markets.

In connection with AIGFP's business activities, AIGFP has issued, in a limited number of transactions, standby letters of credit or similar facilities to equity investors of structured leasing transactions in an amount equal to the termination value owing to the equity investor by the lessee in the event of a lessee default (the equity termination value). The total amount outstanding at September 30, 2014 was $238 million. In those transactions, AIGFP has agreed to pay such amount if the lessee fails to pay. The amount payable by AIGFP is, in certain cases, partially offset by amounts payable under other instruments typically equal to the present value of scheduled payments to be made by AIGFP. In the event that AIGFP is required to make a payment to the equity investor, the lessee is unconditionally obligated to reimburse AIGFP. To the extent that the equity investor is paid the equity termination value from the standby letter of credit and/or other sources, including payments by the lessee, AIGFP takes an assignment of the equity investor's rights under the lease of the underlying property. Because the obligations of the lessee under the lease transactions are generally economically defeased, lessee bankruptcy is the most likely circumstance in which AIGFP would be required to pay without reimbursement.

TABLE OF CONTENTS

Item 1 / NOTE 10. CONTINGENCIES, COMMITMENTS AND GUARANTEES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Asset Dispositions

General

We are subject to financial guarantees and indemnity arrangements in connection with the completed sales of businesses pursuant to our asset disposition plan. The various arrangements may be triggered by, among other things, declines in asset values, the occurrence of specified business contingencies, the realization of contingent liabilities, developments in litigation or breaches of representations, warranties or covenants provided by us. These arrangements are typically subject to various time limitations, defined by the contract or by operation of law, such as statutes of limitation. In some cases, the maximum potential obligation is subject to contractual limitations, while in other cases such limitations are not specified or are not applicable.

We are unable to develop a reasonable estimate of the maximum potential payout under certain of these arrangements. Overall, we believe that it is unlikely we will have to make any material payments related to completed sales under these arrangements, and no material liabilities related to these arrangements have been recorded in the Condensed Consolidated Balance Sheets.

ALICO Sale

Pursuant to the terms of the ALICO stock purchase agreement, we agreed to provide MetLife with certain indemnities. The most significant remaining indemnities include indemnifications related to specific product, investment, litigation and other matters that are excluded from the general representations and warranties indemnity. These indemnifications provide for various deductible amounts, which in certain cases are zero, and maximum exposures, which in certain cases are unlimited, and may extend for various periods after the completion of the sale.

In connection with the indemnity obligations described above, approximately $19 million of proceeds from the sale of ALICO remained in escrow as of September 30, 2014.

Other

- See Note 4 for a discussion about the AerCap Revolving Credit Facility.
- See Note 8 for commitments and guarantees associated with VIEs.
- See Note 9 for disclosures about derivatives.
- See Note 16 for additional disclosures about guarantees of outstanding debt.

TABLE OF CONTENTS

Item 1 / NOTE 11. EQUITY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

11. EQUITY

Shares Outstanding

The following table presents a rollforward of outstanding shares:

	Common Stock Issued	Treasury Stock	Common Stock Outstanding
Nine Months Ended September 30, 2014			
Shares, beginning of year	1,906,645,689	(442,582,366)	1,464,063,323
Shares issued	25,803	1,143	26,946
Shares repurchased	-	(60,317,318)	(60,317,318)
Shares, end of period	1,906,671,492	(502,898,541)	1,403,772,951

Dividends

Payment of future dividends to our shareholders and repurchases of AIG Common Stock depends in part on the regulatory framework that we are currently subject to and that will ultimately be applicable to us, including as a nonbank systemically important financial institution under the Dodd Frank Wall Street Reform and Consumer Protection Act (Dodd Frank) and a global systemically important insurer. In addition, dividends are payable on AIG Common Stock only when, as and if declared by our Board of Directors in its discretion, from funds legally available therefor. In considering whether to pay a dividend or purchase shares of AIG Common Stock, our Board of Directors considers a number of factors, including, but not limited to: the capital resources available to support our core insurance operations and business strategies, AIG's funding capacity and capital resources in comparison to internal benchmarks, expectations for capital generation, rating agency expectations for capital, regulatory standards for capital and capital distributions, and such other factors as our Board of Directors may deem relevant.

On March 25, 2014, AIG paid a dividend of $0.125 per share on AIG Common Stock to shareholders of record on March 11, 2014. On June 24, 2014, AIG paid a dividend of $0.125 per share on AIG Common Stock to shareholders of record on June 10, 2014. On September 25, 2014, AIG paid a dividend of $0.125 per share on AIG Common Stock to shareholders of record on September 11, 2014.

See Note 19 to the Consolidated Financial Statements in the 2013 Annual Report for a discussion of restrictions on payments of dividends to AIG Parent by its subsidiaries.

Repurchase of AIG Common Stock

On August 1, 2013, our Board of Directors authorized the repurchase of shares of AIG Common Stock, with an aggregate purchase price of up to $1.0 billion, from time to time in the open market, private purchases, through forward, derivative, accelerated repurchase or automatic repurchase transactions or otherwise. On February 13, 2014, our Board of Directors authorized an increase to the August 1, 2013 repurchase authorization of AIG Common Stock of $1.0 billion. On June 5, 2014, our Board of Directors authorized an additional increase to the August 1, 2013 repurchase authorization of AIG Common Stock of $2.0 billion.

TABLE OF CONTENTS

Item 1 / NOTE 11. EQUITY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

We repurchased approximately 60 million shares of AIG Common Stock during the nine-month period ended September 30, 2014, for an aggregate purchase price of approximately $3.4 billion. As of September 30, 2014, less than $1 million remained under our repurchase authorization.

In the second and third quarters of 2014, we executed three accelerated stock repurchase (ASR) agreements with third-party financial institutions. The total number of shares of AIG Common Stock repurchased in the nine-month period ended September 30, 2014, and the aggregate purchase price of those shares, each as set forth above, reflect our payment of approximately $1.7 billion in the aggregate under the ASR agreements and the receipt of approximately 27 million shares of AIG Common Stock in the aggregate, including the initial receipt of 70 percent of the total notional share equivalent, or approximately 8.8 million shares of AIG Common Stock, under an ASR agreement executed in September 2014. That ASR agreement settled in October 2014, at which time we received approximately 3.9 million additional shares of AIG Common Stock based on a formula specified by the terms of the ASR agreement.

The timing of any future repurchases will depend on market conditions, our financial condition, results of operations, liquidity and other factors.

Accumulated Other Comprehensive Income

The following table presents a rollforward of Accumulated other comprehensive income:

(in millions)		Unrealized Appreciation (Depreciation) of Fixed Maturity Investments on Which Other-Than-Temporary Credit Impairments Were Recognized		Unrealized Appreciation (Depreciation) of All Other Investments		Foreign Currency Translation Adjustments	
Balance, December 31, 2013, net of tax	**$**	**936**	**$**	**6,789**	**$**	**(952)**	**$**
Change in unrealized appreciation of investments		**268**		**6,330**		**-**	

Change in deferred acquisition costs adjustment and other		61		(433)		-	
Change in future policy benefits		(114)		(781)		-	
Change in foreign currency translation adjustments		-		-		(149)	
Net actuarial gain		-		-		-	
Prior service cost		-		-		-	
Change in deferred tax asset (liability)		(41)		(144)		(40)	
Total other comprehensive income (loss)		174		4,972		(189)	
Noncontrolling interests		-		(1)		-	
Balance, September 30, 2014, net of tax	**$**	**1,110**	**$**	**11,762**	**$**	**(1,141)**	**$**
Balance, December 31, 2012, net of tax	$	575	$	13,446	$	(403)	$
Change in unrealized appreciation (depreciation) of investments		314		(13,048)		-	
Change in deferred acquisition costs adjustment and other		(108)		939		-	
Change in future policy benefits		80		2,727		-	
Change in foreign currency translation adjustments		-		-		(709)	
Net actuarial gain		-		-		-	
Prior service cost		-		-		-	
Change in deferred tax asset (liability)		(114)		3,714		82	
Total other comprehensive income (loss)		172		(5,668)		(627)	
Noncontrolling interests		-		(16)		(7)	
Balance, September 30, 2013, net of tax	$	747	$	7,794	$	(1,023)	$

TABLE OF CONTENTS

Item 1 / NOTE 11. EQUITY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The following table presents the other comprehensive income reclassification adjustments for the three- and nine-month periods ended September 30, 2014 and 2013:

(in millions)	Unrealized Appreciation (Depreciation) of Fixed Maturity Investments on Which Other-Than-Temporary Credit Impairments Were Recognized	Unrealized Appreciation (Depreciation) of All Other Investments	Foreign Currency Translation Adjustments	Change in Retirement Plan Liabilities Adjustment	Tot
Three Months Ended September 30, 2014					
Unrealized change arising during period	**$ 132**	**$ (575)**	**$ (120)**	**$ (8)**	**$ (571**
Less: Reclassification adjustments included in net income	**9**	**12**	**-**	**1**	**2**
Total other comprehensive income (loss), before income tax expense (benefit)	**123**	**(587)**	**(120)**	**(9)**	**(593**
Less: Income tax expense (benefit)	**64**	**(419)**	**(42)**	**(15)**	**(412**
Total other comprehensive income (loss), net of income tax expense (benefit)	**$ 59**	**$ (168)**	**$ (78)**	**$ 6**	**$ (181**
Three Months Ended September 30, 2013					
Unrealized change arising during period	$ (30)	$ (652)	$ (143)	$ (44)	$ (869
Less: Reclassification adjustments included in net income	1	219	-	(22)	19
Total other comprehensive loss, before income tax benefit	(31)	(871)	(143)	(22)	(1,067
Less: Income tax expense (benefit)	(8)	(437)	(94)	4	(535
Total other comprehensive loss, net of income tax expense (benefit)	$ (23)	$ (434)	$ (49)	$ (26)	$ (532
Nine Months Ended September 30, 2014					
Unrealized change arising during period	**$ 242**	**$ 5,522**	**$ (149)**	**$ 3**	**$ 5,61**
Less: Reclassification adjustments					

included in net income	**27**	**406**	**-**	**(1)**	**43**
Total other comprehensive income (loss), before income tax expense (benefit)	**215**	**5,116**	**(149)**	**4**	**5,18**
Less: Income tax expense (benefit)	**41**	**144**	**40**	**(9)**	**21**
Total other comprehensive income (loss), net of income tax expense (benefit)	**$ 174 $**	**4,972 $**	**(189) $**	**13 $**	**4,97**
Nine Months Ended September 30, 2013					
Unrealized change arising during period	$ 342 $	(8,784) $	(709) $	(18) $	(9,169
Less: Reclassification adjustments included in net income	56	598	-	(73)	58
Total other comprehensive income (loss), before income tax expense (benefit)	286	(9,382)	(709)	55	(9,750
Less: Income tax expense (benefit)	114	(3,714)	(82)	20	(3,662
Total other comprehensive income (loss), net of income tax expense (benefit)	$ 172 $	(5,668) $	(627) $	35 $	(6,088

TABLE OF CONTENTS

Item 1 / NOTE 11. EQUITY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The following table presents the effect of the reclassification of significant items out of Accumulated other comprehensive income on the respective line items in the Condensed Consolidated Statements of Income:

	Amount Reclassified from Accumulated Other Comprehensive Income Three Months Ended September 30,		
(in millions)	**2014**	2013	Affected Line Item in the Consolidated Statements of Income
Unrealized appreciation (depreciation) of fixed maturity investments on which other-than-temporary credit impairments were recognized			
Investments	**$ 9**	$ 1	Other realized capital gains
Total	**9**	1	-
Unrealized appreciation (depreciation) of all other investments			
Investments	**117**	501	Other realized capital gains
Deferred acquisition costs adjustment	**(40)**	(39)	Amortization of deferred acquisition costs
Future policy benefits	**(65)**	(243)	Policyholder benefits and claims incurred
Total	**12**	219	
Change in retirement plan liabilities adjustment			
Prior-service costs	**11**	13	*
Actuarial gains/(losses)	**(10)**	(35)	*
Total	**1**	(22)	
Total reclassifications for the period	**$ 22**	$ 198	

	Amount Reclassified from Accumulated Other Comprehensive Income Nine Months Ended September 30,		
(in millions)	**2014**	2013	Affected Line Item in the Consolidated Statements of Income

Unrealized appreciation (depreciation) of fixed maturity investments on which other-than-temporary credit impairments were recognized			
Investments	**$ 27**	$ 56	Other realized capital gains
Total	**27**	56	
Unrealized appreciation (depreciation) of all other investments			
Investments	**528**	2,093	Other realized capital gains
Deferred acquisition costs adjustment	**(35)**	(33)	Amortization of deferred acquisition costs
Future policy benefits	**(87)**	(1,462)	Policyholder benefits and claims incurred
Total	**406**	598	
Change in retirement plan liabilities adjustment			
Prior-service costs	**35**	35	*
Actuarial gains/(losses)	**(36)**	(108)	*
Total	**(1)**	(73)	-
Total reclassifications for the period	**$ 432**	$ 581	-

* These Accumulated other comprehensive income components are included in the computation of net periodic pension cost. See Note 14 to the Condensed Consolidated Financial Statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

12. NONCONTROLLING INTERESTS

The following table presents a rollforward of noncontrolling interests:

(in millions)	Redeemable Noncontrolling Interests	Non-redeemable Noncontrolling Interests
Nine Months Ended September 30, 2014		
Balance, beginning of year	**$ 30**	**$ 611**
Contributions from noncontrolling interests	**1**	**13**
Distributions to noncontrolling interests	**-**	**(78)**
Deconsolidation	**(31)**	**(123)**
Comprehensive income (loss):		
Net income (loss)	**-**	**(25)**
Unrealized losses on investments	**-**	**(1)**
Total other comprehensive income (loss), net of tax	**-**	**(1)**
Total comprehensive income (loss)	**-**	**(26)**
Other	**-**	**5**
Balance, end of period	**$ -**	**$ 402**
Nine Months Ended September 30, 2013		
Balance, beginning of year	$ 334	$ 667
Contributions from noncontrolling interests	48	25
Distributions to noncontrolling interests	(153)	(37)
Consolidation (deconsolidation)	(146)	1
Comprehensive income (loss):		
Net income	-	12
Unrealized losses on investments	(15)	-
Foreign currency translation adjustments	(2)	(6)
Total other comprehensive loss, net of tax	(17)	(6)
Total comprehensive income (loss)	(17)	6
Other	-	(6)
Balance, end of period	$ 66	$ 656

TABLE OF CONTENTS

Item 1 / NOTE 13. EARNINGS PER SHARE (EPS)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

13. EARNINGS PER SHARE (EPS)

The basic EPS computation is based on the weighted average number of common shares outstanding, adjusted to reflect all stock dividends and stock splits. The diluted EPS computation is based on those shares used in the basic EPS computation plus shares that would have been outstanding assuming issuance of common shares for all dilutive potential common shares outstanding, and adjusted to reflect all stock dividends and stock splits.

The following table presents the computation of basic and diluted EPS:

		Three Months Ended September 30,		
(dollars in millions, except per share data)		**2014**		2013
Numerator for EPS:				
Income from continuing operations	$	2,199	$	2,148
Less: Net income (loss) from continuing operations attributable to noncontrolling interests		9		(40)
Income attributable to AIG common shareholders from continuing operations		2,190		2,188
Income (loss) from discontinued operations, net of income tax expense		2		(18)
Net income attributable to AIG common shareholders		2,192		2,170
Denominator for EPS:				
Weighted average shares outstanding - basic		1,419,239,774		1,475,053,126
Dilutive shares		22,828,068		10,269,732
Weighted average shares outstanding - diluted*		1,442,067,842		1,485,322,858
Income per common share attributable to AIG:				
Basic:				
Income from continuing operations	$	1.54	$	1.48
Income (loss) from discontinued operations	$	-	$	(0.01)
Net income attributable to AIG	$	1.54	$	1.47
Diluted:				
Income from continuing operations	$	1.52	$	1.47
Income (loss) from discontinued operations	$	-	$	(0.01)
Net income attributable to AIG	$	1.52	$	1.46

* Dilutive shares are calculated using the treasury stock method and include dilutive shares from share based employee compensation plans, a weighted average portion of the warrants issued to AIG shareholders as part of the recapitalization in January 2011 and a weighted average portion of the warrants

issued to the Department of the Treasury in 2009 that we repurchased in the first quarter of 2013. The number of shares excluded from diluted shares outstanding was 0.3 million for both the three- and nine-month periods ended September 30, 2014, and 0.4 million and 51 million for the three- and nine-month periods ended September 30, 2013, respectively, because the effect of including those shares in the calculation would have been anti-dilutive.

TABLE OF CONTENTS

Item 1 / NOTE 14. EMPLOYEE BENEFITS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

14. EMPLOYEE BENEFITS

The following table presents the components of net periodic benefit cost with respect to pensions and other postretirement benefits:

	Pension			Postretirement		
(in millions)	U.S. Plans	Non-U.S. Plans	Total	U.S. Plans	Non-U.S. Plans	Total
Three Months Ended September 30, 2014						
Components of net periodic benefit cost:						
Service cost	**$ 42**	**$ 11**	**$ 53**	**$ 1**	**$ -**	**$ 1**
Interest cost	**57**	**7**	**64**	**2**	**1**	**3**
Expected return on assets	**(73)**	**(6)**	**(79)**	**-**	**-**	**-**
Amortization of prior service (credit) cost	**(8)**	**(1)**	**(9)**	**(3)**	**-**	**(3)**
Amortization of net (gain) loss	**9**	**2**	**11**	**-**	**-**	**-**
Net periodic benefit cost	**$ 27**	**$ 13**	**$ 40**	**$ -**	**$ 1**	**$ 1**
Three Months Ended September 30, 2013						
Components of net periodic benefit cost:						
Service cost	$ 71	$ 12	$ 83	$ 1	$ 1	$ 2
Interest cost	53	7	60	2	-	2
Expected return on assets	(64)	(4)	(68)	-	-	-
Amortization of prior service (credit) cost	(8)	(1)	(9)	(3)	-	(3)
Amortization of net (gain) loss	40	3	43	(1)	-	(1)
Net periodic benefit cost	$ 92	$ 17	$ 109	$ (1)	$ 1	$ -
Nine Months Ended September 30, 2014						
Components of net periodic benefit cost:						
Service cost	**$ 130**	**$ 32**	**$ 162**	**$ 3**	**$ 1**	**$ 4**
Interest cost	**171**	**22**	**193**	**7**	**2**	**9**
Expected return on assets	**(215)**	**(17)**	**(232)**	**-**	**-**	**-**
Amortization of prior service (credit) cost	**(25)**	**(2)**	**(27)**	**(8)**	**-**	**(8)**
Amortization of net (gain) loss	**31**	**6**	**37**	**-**	**-**	**-**
Net periodic benefit cost	**$ 92**	**$ 41**	**$ 133**	**$ 2**	**$ 3**	**$ 5**
Nine Months Ended September 30, 2013						
Components of net periodic benefit cost:						
Service cost	$ 159	$ 36	$ 195	$ 4	$ 3	$ 7
Interest cost	151	22	173	6	1	7

Expected return on assets	(193)	(14)	(207)	-	-	-
Amortization of prior service (credit) cost	(25)	(2)	(27)	(8)	-	(8)
Amortization of net (gain) loss	106	9	115	-	-	-
Net periodic benefit cost	$ 198	$ 51	$ 249	$ 2	$ 4	$ 6

For the nine-month period ended September 30, 2014, we contributed $163 million to our U.S. and non-U.S. pension plans and estimate that we will contribute an additional $14 million for the remainder of 2014. These estimates are subject to change because contribution decisions are affected by various factors, including our liquidity, market performance and management discretion.

TABLE OF CONTENTS

Item 1 / NOTE 15. INCOME TAXES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

15. INCOME TAXES

Interim Tax Calculation Method

We use the estimated annual effective tax rate method in computing our interim tax provision. Certain items, including those deemed to be unusual, infrequent or that cannot be reliably estimated, are excluded from the estimated annual effective tax rate. In these cases, the actual tax expense or benefit is reported in the same period as the related item. Certain tax effects are also not reflected in the estimated annual effective tax rate, primarily certain changes in the realizability of deferred tax assets and uncertain tax positions.

Interim Tax Expense (Benefit)

For the three- and nine-month periods ended September 30, 2014, the effective tax rate on income from continuing operations was 27.2 percent and 29.8 percent, respectively. The effective tax rate for the three- and nine-month periods ended September 30, 2014 on income from continuing operations differs from the statutory tax rate of 35 percent primarily due to tax benefits associated with tax exempt interest income, income excludible from gross income related to the global resolution of certain residential mortgage-related disputes and a decrease in AIG Life and Retirement's capital loss carryforward valuation allowance.

For the three- and nine-month periods ended September 30, 2013, the effective tax rate on income from continuing operations was (82.3) percent and 2.4 percent, respectively. The effective tax rate for the three- and nine-month periods ended September 30, 2013 on income from continuing operations differs from the statutory tax rate of 35 percent primarily due to tax effects associated with tax exempt interest income, effective settlements of certain uncertain tax positions, and decreases primarily in AIG Life and Retirement's capital loss carryforward valuation allowance and certain other valuation allowances associated with foreign jurisdictions. The decrease in the capital loss carryforward valuation allowance was primarily attributable to the actual and projected gains on sales of AIG Life and Retirement's available-for-sale securities. For the nine-month period ended September 30, 2013, these items were partially offset by changes in uncertain tax positions.

Assessment of Deferred Tax Asset Valuation Allowance

The evaluation of the recoverability of our deferred tax asset and the need for a valuation allowance requires us to weigh all positive and negative evidence to reach a conclusion that it is more likely than not that all or some portion of the deferred tax asset will not be realized. The weight given to the evidence is commensurate with the extent to which it can be objectively verified. The more negative evidence that exists, the more positive evidence is necessary and the more difficult it is to support a conclusion that a valuation allowance is not needed.

Our framework for assessing the recoverability of the deferred tax asset requires us to consider all available evidence, including:

- the nature, frequency, and amount of cumulative financial reporting income and losses in recent years;

- the sustainability of recent operating profitability of our subsidiaries;

- the predictability of future operating profitability of the character necessary to realize the net deferred tax asset;

- the carryforward period for the net operating loss, capital loss and foreign tax credit carryforwards, including the effect of reversing taxable temporary differences; and

TABLE OF CONTENTS

Item 1 / NOTE 15. INCOME TAXES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

- prudent and feasible actions and tax planning strategies that would be implemented, if necessary, to protect against the loss of the deferred tax asset.

As a result of sales in the ordinary course of business to manage our investment portfolio and the implementation of prudent and feasible tax planning strategies, during the three month period ended September 30, 2014, remaining AIG Life and Retirement capital loss carryforwards were realized prior to their expiration. This, together with the changes in market conditions, resulted in a conclusion that deferred tax assets related to unrealized tax losses in AIG Life and Retirement's available for sale portfolio will more-likely-than-not be realized. Accordingly, the related deferred tax asset valuation allowance was released.

For the three-month period ended September 30, 2014, we recognized a $206 million decrease to our deferred tax asset valuation allowance associated with AIG Life and Retirement's capital loss carryforwards and unrealized tax losses in AIG Life and Retirement's available for sale portfolio, of which $22 million was allocated to income from continuing operations and $184 million was allocated to other comprehensive income.

For the nine-month period ended September 30, 2014, we recognized a $1.8 billion decrease to our deferred tax asset valuation allowance associated with AIG Life and Retirement's capital loss carryforwards and unrealized tax losses in AIG Life and Retirement's available for sale portfolio, of which $161 million was allocated to income from continuing operations and $1.7 billion was allocated to other comprehensive income.

Tax Examinations and Litigation

On March 29, 2013, the U.S District Court for the Southern District of New York denied our motion for partial summary judgment related to the disallowance of foreign tax credits associated with cross border financing transactions. On March 17, 2014, the U.S. Court of Appeals for the Second Circuit (the Second Circuit) granted our petition for an immediate appeal of the partial summary judgment decision. Accordingly, we are presenting our position to the Second Circuit.

We will vigorously defend our position and continue to believe that we have adequate reserves for any liability that could result from the IRS actions.

We continue to monitor legal and other developments in this area and evaluate the effect, if any, on our position, including recent decisions affecting other taxpayers.

Accounting for Uncertainty in Income Taxes

At September 30, 2014 and December 31, 2013, our unrecognized tax benefits, excluding interest and penalties, were $4.5 billion and $4.3 billion, respectively. At September 30, 2014 and December 31, 2013, our unrecognized tax benefits included $0.2 billion and $0.1 billion, respectively, related to tax positions that if recognized would not affect the effective tax rate because they relate to the timing, rather than the permissibility, of the deduction. Accordingly, at September 30, 2014 and December 31, 2013, the amounts of unrecognized tax benefits that, if recognized, would favorably affect the effective tax rate were $4.3 billion and $4.2 billion, respectively.

Interest and penalties related to unrecognized tax benefits are recognized in income tax expense. At September 30, 2014 and December 31, 2013, we had accrued liabilities of $1.0 billion and $1.1 billion, respectively, for the payment of interest (net of the federal benefit) and penalties. For the nine-month periods ended September 30, 2014 and 2013, we accrued expense (benefit) of $(64) million and $(45) million, respectively, for the payment of interest (net of the federal benefit) and penalties.

We regularly evaluate adjustments proposed by taxing authorities. At September 30, 2014, such proposed adjustments would not have resulted in a material change to our consolidated financial condition, although it is possible that the effect could be

TABLE OF CONTENTS

Item 1 / NOTE 15. INCOME TAXES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

material to our consolidated results of operations for an individual reporting period. Although it is reasonably possible that a change in the balance of unrecognized tax benefits may occur within the next 12 months, based on the information currently available, we do not expect any change to be material to our consolidated financial condition.

16. INFORMATION PROVIDED IN CONNECTION WITH OUTSTANDING DEBT

The following condensed consolidating financial statements reflect the results of AIG Life Holdings, Inc. (AIGLH), a holding company and a wholly owned subsidiary of AIG. AIG provides a full and unconditional guarantee of all outstanding debt of AIGLH.

Condensed Consolidating Balance Sheets

(in millions)	American International Group, Inc. (As Guarantor)	AIGLH	Other Subsidiaries	Reclassifications and Eliminations	Consolida
September 30, 2014					
Assets:					
Short-term investments	$ 9,290	$ -	$ 8,930	$ (368)	$ 17,8
Other investments[a]	11,785	-	336,797	-	348,5
Total investments	21,075	-	345,727	(368)	366,4
Cash	112	9	1,812	-	1,9
Loans to subsidiaries[b]	33,081	-	630	(33,711)	
Investment in consolidated subsidiaries[b]	67,156	38,647	-	(105,803)	
Other assets, including deferred income taxes	23,939	725	138,999	(4,840)	158,8
Total assets	$ 145,363	$ 39,381	$ 487,168	$ (144,722)	$ 527,1
Liabilities:					
Insurance liabilities	$ -	$ -	$ 273,262	$ -	$ 273,2
Long-term debt	25,613	1,132	9,478	-	36,2
Other liabilities, including intercompany balances[a][c]	9,852	708	103,401	(5,239)	108,7

Loans from subsidiaries[b]	1,317	-	32,475	(33,792)	
Total liabilities	36,782	1,840	418,616	(39,031)	418,2
Redeemable noncontrolling interests (see Note 12)	-	-	-	-	
Total AIG shareholders' equity	108,581	37,541	68,150	(105,691)	108,5
Non-redeemable noncontrolling interests	-	-	402	-	4
Total equity	108,581	37,541	68,552	(105,691)	108,9
Total liabilities and equity	$ 145,363	$ 39,381	$ 487,168	$ (144,722)	$ 527,1

TABLE OF CONTENTS

Item 1 / NOTE 16. INFORMATION PROVIDED IN CONNECTION WITH OUTSTANDING DEBT

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

December 31, 2013					
Assets:					
Short-term investments	$ 11,965	$ -	$ 11,404	$ (1,752)	$ 21,617
Other investments[a]	7,561	-	327,250	-	334,811
Total investments	19,526	-	338,654	(1,752)	356,428
Cash	30	51	2,160	-	2,241
Loans to subsidiaries[b]	31,220	-	854	(32,074)	-
Investment in consolidated subsidiaries[b]	66,201	39,103	-	(105,304)	-
Other assets, including deferred income taxes	21,606	112	132,492	(1,086)	153,124
Assets held for sale	-	-	29,536	-	29,536
Total assets	$ 138,583	$ 39,266	$ 503,696	$ (140,216)	$ 541,329
Liabilities:					
Insurance liabilities	$ -	$ -	$ 271,252	$ -	$ 271,252
Long-term debt	30,839	1,352	9,502	-	41,693
Other liabilities, including intercompany balances[a][c]	6,422	161	98,908	(2,766)	102,725
Loans from subsidiaries[b]	852	200	31,173	(32,225)	-
Liabilities held for sale	-	-	24,548	-	24,548
Total liabilities	38,113	1,713	435,383	(34,991)	440,218
Redeemable noncontrolling interests (see Note 12)	-	-	30	-	30
Total AIG shareholders' equity	100,470	37,553	67,672	(105,225)	100,470
Non-redeemable noncontrolling interests	-	-	611	-	611
Total equity	100,470	37,553	68,283	(105,225)	101,081
Total liabilities and equity	$ 138,583	$ 39,266	$ 503,696	$ (140,216)	$ 541,329

(a) Includes intercompany derivative positions, which are reported at fair value before credit valuation adjustment.

(b) Eliminated in consolidation.

(c) For September 30, 2014 and December 31, 2013, includes intercompany tax payable of $3.3 billion and $1.4 billion, respectively, and intercompany derivative liabilities of $302 million and $249 million, respectively, for American International Group, Inc. (As Guarantor) and intercompany tax receivable of $83 million and $98 million, respectively, for AIGLH.

TABLE OF CONTENTS

Item 1 / NOTE 16. INFORMATION PROVIDED IN CONNECTION WITH OUTSTANDING DEBT

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Condensed Consolidating Statements of Income

(in millions)		American International Group, Inc. (As Guarantor)		AIGLH		Other Subsidiaries	Re
Three Months Ended September 30, 2014							
Revenues:							
Equity in earnings of consolidated subsidiaries*	$	2,661	$	1,315	$	-	$
Other income		615		-		16,118	
Total revenues		3,276		1,315		16,118	
Expenses:							
Interest expense		378		22		62	
Loss on extinguishment of debt		682		-		60	
Other expenses		284		61		12,153	
Total expenses		1,344		83		12,275	
Income (loss) from continuing operations before income tax expense (benefit)		1,932		1,232		3,843	
Income tax expense (benefit)		(261)		(33)		1,117	
Income (loss) from continuing operations		2,193		1,265		2,726	
Income (loss) from discontinued operations, net of income taxes		(1)		-		3	
Net income (loss)		2,192		1,265		2,729	
Less:							
Net income from continuing operations attributable to noncontrolling interests		-		-		9	
Net income (loss) attributable to AIG	$	2,192	$	1,265	$	2,720	$
Three Months Ended September 30, 2013							
Revenues:							
Equity in earnings of consolidated subsidiaries*	$	1,992	$	1,368	$	-	$
Other income		64		1		15,984	
Total revenues		2,056		1,369		15,984	
Expenses:							
Interest expense		465		29		59	

Loss on extinguishment of debt		81	-		-
Other expenses		668	3		13,529
Total expenses		1,214	32		13,588
Income (loss) from continuing operations before income tax expense (benefit)		842	1,337		2,396
Income tax expense (benefit)		(1,328)	(13)		384
Income (loss) from continuing operations		2,170	1,350		2,012
Loss from discontinued operations, net of income taxes		-	-		(18)
Net income (loss)		2,170	1,350		1,994
Less:					
Net loss from continuing operations attributable to noncontrolling interests		-	-		(40)
Net income (loss) attributable to AIG	$	2,170 $	1,350 $		2,034 $

TABLE OF CONTENTS

Item 1 / NOTE 16. INFORMATION PROVIDED IN CONNECTION WITH OUTSTANDING DEBT

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

(in millions)	American International Group, Inc. (As Guarantor)	AIGLH	Other Subsidiaries	Re
Nine Months Ended September 30, 2014				
Revenues:				
Equity in earnings of consolidated subsidiaries*	$ 8,149	$ 2,789	$ -	$
Other income	1,094	-	48,040	
Total revenues	9,243	2,789	48,040	
Expenses:				
Interest expense	1,210	80	180	
Loss on extinguishment of debt	987	-	77	
Other expenses	1,310	79	35,439	
Total expenses	3,507	159	35,696	
Income (loss) from continuing operations before income tax expense (benefit)	5,736	2,630	12,344	
Income tax expense (benefit)	(1,137)	(54)	4,121	
Income (loss) from continuing operations	6,873	2,684	8,223	
Income (loss) from discontinued operations, net of income taxes	1	-	(16)	
Net income (loss)	6,874	2,684	8,207	
Less:				
Net loss from continuing operations attributable to noncontrolling interests	-	-	(25)	
Net income (loss) attributable to AIG	$ 6,874	$ 2,684	$ 8,232	$
Nine Months Ended September 30, 2013				
Revenues:				
Equity in earnings of consolidated subsidiaries*	$ 6,257	$ 2,792	$ -	$
Other income	1,031	1	50,558	
Total revenues	7,288	2,793	50,558	
Expenses:				
Interest expense	1,475	97	177	
Loss on extinguishment of debt	388	-	71	
Other expenses	1,261	74	40,780	
Total expenses	3,124	171	41,028	
Income (loss) from continuing operations before income tax expense (benefit)	4,164	2,622	9,530	
Income tax expense (benefit)	(2,946)	(27)	3,162	

Income (loss) from continuing operations		7,110	2,649		6,368	
Income (loss) from discontinued operations, net of income taxes		(3)	-		76	
Net income (loss)		7,107	2,649		6,444	
Less:						
Net income from continuing operations attributable to noncontrolling interests		-	-		12	
Net income (loss) attributable to AIG	$	7,107 $	2,649 $		6,432 $	

* Eliminated in consolidation.

71

TABLE OF CONTENTS

Item 1 / NOTE 16. INFORMATION PROVIDED IN CONNECTION WITH OUTSTANDING DEBT

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Condensed Consolidating Statements of Comprehensive Income

(in millions)		American International Group, Inc. (As Guarantor)	AIGLH	Other Subsidiaries	Rec
Three Months Ended September 30, 2014					
Net income (loss)	**$**	**2,192 $**	**1,265 $**	**2,729 $**	
Other comprehensive income (loss)		**(180)**	**(259)**	**(1,885)**	
Comprehensive income (loss)		**2,012**	**1,006**	**844**	
Total comprehensive income attributable to noncontrolling interests		**-**	**-**	**8**	
Comprehensive income (loss) attributable to AIG	**$**	**2,012 $**	**1,006 $**	**836 $**	
Three Months Ended September 30, 2013					
Net income (loss)	$	2,170 $	1,350 $	1,994 $	
Other comprehensive income (loss)		(530)	(299)	(498)	
Comprehensive income (loss)		1,640	1,051	1,496	
Total comprehensive loss attributable to noncontrolling interests		-	-	(42)	
Comprehensive income (loss) attributable to AIG	$	1,640 $	1,051 $	1,538 $	
Nine Months Ended September 30, 2014					
Net income (loss)	**$**	**6,874 $**	**2,684 $**	**8,207 $**	
Other comprehensive income (loss)		**4,971**	**2,522**	**1,848**	
Comprehensive income (loss)		**11,845**	**5,206**	**10,055**	
Total comprehensive loss attributable to noncontrolling interests		**-**	**-**	**(26)**	
Comprehensive income (loss) attributable to AIG	**$**	**11,845 $**	**5,206 $**	**10,081 $**	
Nine Months Ended September 30, 2013					
Net income (loss)	$	7,107 $	2,649 $	6,444 $	
Other comprehensive income (loss)		(6,065)	(4,289)	(6,125)	
Comprehensive income (loss)		1,042	(1,640)	319	
Total comprehensive loss attributable to noncontrolling interests		-	-	(11)	
Comprehensive income (loss) attributable to AIG	$	1,042 $	(1,640) $	330 $	

TABLE OF CONTENTS

Item 1 / NOTE 16. INFORMATION PROVIDED IN CONNECTION WITH OUTSTANDING DEBT

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Condensed Consolidating Statements of Cash Flows

(in millions)	American International Group, Inc. (As Guarantor)	AIGLH	Other Subsidiaries and Eliminations	Consolidated AIG
Nine Months Ended September 30, 2014				
Net cash (used in) provided by operating activities	7,228	4,333	(7,204)	4,357
Cash flows from investing activities:				
Sales of investments	2,032	-	44,529	46,561
Purchase of investments	(1,257)	-	(41,824)	(43,081)
Loans to subsidiaries - net	(1,687)	-	1,687	-
Contributions to subsidiaries - net	77	-	(77)	-
Net change in restricted cash	(5)	-	(655)	(660)
Net change in short-term investments	2,947	-	(605)	2,342
Other, net	(61)	-	(234)	(295)
Net cash provided by investing activities	2,046	-	2,821	4,867
Cash flows from financing activities:				
Issuance of long-term debt	2,489	-	3,338	5,827
Repayments of long-term debt	(7,368)	(165)	(4,028)	(11,561)
Purchase of Common Stock	(3,403)	-	-	(3,403)
Intercompany loans - net	(47)	(279)	326	-
Cash dividends paid	(539)	(3,931)	3,931	(539)
Other, net	(324)	-	399	75
Net cash (used in) provided by financing activities	(9,192)	(4,375)	3,966	(9,601)
Effect of exchange rate changes on cash	-	-	(19)	(19)
Change in cash	82	(42)	(436)	(396)
Cash at beginning of year	30	51	2,160	2,241
Reclassification to assets held for sale	-	-	88	88
Cash at end of period	$ 112	$ 9	$ 1,812	$ 1,933
Nine Months Ended September 30, 2013				
Net cash (used in) provided by operating activities	3,078	3,082	(2,212)	3,948
Cash flows from investing activities:				

Sales of investments	1,065	-	57,809	58,874
Purchase of investments	(4,981)	-	(55,861)	(60,842)
Loans to subsidiaries - net	3,491	-	(3,491)	-
Contributions to subsidiaries - net	(240)	(1)	241	-
Net change in restricted cash	428	-	823	1,251
Net change in short-term investments	2,552	-	5,562	8,114
Other, net	194	-	(1,073)	(879)
Net cash (used in) provided by investing activities	2,509	(1)	4,010	6,518

TABLE OF CONTENTS

Item 1 / NOTE 16. INFORMATION PROVIDED IN CONNECTION WITH OUTSTANDING DEBT

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Cash flows from financing activities:				
Issuance of long-term debt	1,020	-	2,613	3,633
Repayments of long-term debt	(5,866)	(245)	(5,244)	(11,355)
Intercompany loans - net	(89)	(205)	294	-
Purchase of common stock	(192)	-	-	(192)
Cash dividends paid to shareholders	(147)	(2,699)	2,699	(147)
Other, net	(332)	-	(1,079)	(1,411)
Net cash (used in) financing activities	(5,606)	(3,149)	(717)	(9,472)
Effect of exchange rate changes on cash	-	-	(79)	(79)
Change in cash	(19)	(68)	1,002	915
Cash at beginning of year	81	73	997	1,151
Change in cash of businesses held for sale	-	-	(8)	(8)
Cash at end of period	$ 62	$ 5	$ 1,991	$ 2,058

Supplementary Disclosure of Condensed Consolidating Cash Flow Information

(in millions)	American International Group, Inc. (As Guarantor)	AIGLH	Other Subsidiaries and Eliminations	Consolidated AIG
Cash (paid) received during the 2014 period for:				
Interest:				
Third party	**$ (1,238)**	**$ (87)**	**$ (1,171)**	**$ (2,496)**
Intercompany	**(1)**	**(7)**	**8**	**-**
Taxes:				
Income tax authorities	**$ (18)**	**$ -**	**$ (596)**	**$ (614)**
Intercompany	**1,348**	**-**	**(1,348)**	**-**
Cash (paid) received during the 2013 period for:				
Interest:				
Third party	$ (1,473)	$ (98)	$ (1,380)	$ (2,951)
Intercompany	(9)	(21)	30	-
Taxes:				
Income tax authorities	$ (160)	$ -	$ (218)	$ (378)
Intercompany	1,116	(78)	(1,038)	-

American International Group, Inc. (As Guarantor) supplementary disclosure of non-cash activities:

Nine Months Ended September 30,				
(in millions)		**2014**		2013
Intercompany non-cash financing and investing activities:				
Capital contributions				
to subsidiaries through forgiveness of loans	**$**	**993**	$	341
Other capital contributions - net		**-**		523

TABLE OF CONTENTS

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

17. SUBSEQUENT EVENTS

Debt Redemptions and Repurchases

On October 27, 2014, we further reduced DIB debt through a redemption of approximately $2.0 billion aggregate principal amount of its 8.250% Notes due 2018 using cash allocated to the DIB.

In addition, since September 30, 2014, we repurchased approximately $2.0 billion aggregate principal amount of debt, including (i) approximately $1.6 billion aggregate principal amount of 8.175% Series A-6 Junior Subordinated Debentures and (ii) approximately $405 million aggregate principal amount of 5.450% Medium-Term Notes, Series MP, Matched Investment Program Due May 18, 2017, which were part of the DIB and were repaid using cash allocated to the DIB.

We paid an aggregate purchase price of approximately $5.1 billion in connection with our redemptions and repurchases of debt since September 30, 2014.

Debt Offering

On October 15, 2014, we issued an additional $750 million aggregate principal amount of 4.500% Notes due 2044.

Dividends Declared and Increase in Share Repurchase Authorization

On November 3, 2014, our Board of Directors declared a cash dividend on AIG Common Stock of $0.125 per share, payable on December 18, 2014 to shareholders of record on December 4, 2014. The payment of any future dividends will be at the discretion of our Board of Directors and will depend on various factors, including the regulatory framework applicable to us.

On October 31, 2014, our Board of Directors increased the aggregate purchase amount authorized under AIG's August 1, 2013 AIG Common Stock share repurchase authorization by an additional $1.5 billion, resulting in an aggregate remaining authorization of approximately $1.5 billion.

See Note 11 for further discussion.

Legal Settlements

On October 22, 2014, we made a cash payment of $960 million, which is being held in escrow pending final approval of the settlement of the Consolidated 2008 Securities Class Action. See Note 10 for further discussion.

TABLE OF CONTENTS

ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A), we use certain terms and abbreviations that are defined in the Glossary and Acronyms.

American International Group, Inc. (AIG) has incorporated into this discussion a number of cross-references to additional information included elsewhere in this Quarterly Report on Form 10-Q to assist readers seeking additional information related to a particular subject.

In this Quarterly Report on Form 10 Q, unless otherwise mentioned or unless the context indicates otherwise, we use the terms "AIG," the "Company," "we," "us" and "our" to refer to American International Group, Inc., a Delaware corporation, and its consolidated subsidiaries. We use the term "AIG Parent" to refer solely to American International Group, Inc., and not to any of its consolidated subsidiaries.

This Quarterly Report on Form 10 Q and other publicly available documents may include, and officers and representatives of AIG 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' "estimate." These projections, goals, assumptions and statements may address, among other things:

- 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 generation of deployable capital;
- AIG's return on equity and earnings per share;
- AIG's strategies to grow net investment income, efficiently manage capital and reduce expenses;
- AIG's strategies for customer retention, growth, product development, market position, financial results and reserves; and
- the revenues and combined ratios of AIG's subsidiaries.

TABLE OF CONTENTS

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:

- changes in market conditions;
- the occurrence of catastrophic events, both natural and man made;
- significant legal proceedings;
- the timing and applicable requirements of any new regulatory framework to which AIG is subject as a nonbank systemically important financial institution (SIFI) and as a global systemically important insurer (G SII);
- concentrations in AIG's investment portfolios;
- actions by credit rating agencies;
- judgments concerning casualty insurance underwriting and insurance liabilities;
- judgments concerning the recognition of deferred tax assets; and
- such other factors discussed in:
- this Part I, Item 2. MD&A of this Quarterly Report on Form 10-Q;
- Part I, Item 2. MD&A of the Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2014 and June 30, 2014; and
- Part I, Item 1A. Risk Factors and Part II, Item 7. MD&A in our Annual Report on Form 10-K for the year ended December 31, 2013 (2013 Annual Report).

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.

TABLE OF CONTENTS

The MD&A is organized as follows:

INDEX TO ITEM 2

78

TABLE OF CONTENTS

Item 2 / USE OF NON-GAAP MEASURES

Throughout this MD&A, we present our financial condition and results of operations in the way we believe will be most meaningful, representative and transparent. Some of the measurements we use are “non GAAP financial measures” under SEC rules and regulations. GAAP is the acronym for “accounting principles generally accepted in the United States.” The non GAAP financial measures we present may not be comparable to similarly named measures reported by other companies.

Book Value Per Common Share Excluding Accumulated Other Comprehensive Income (Loss) (AOCI) is used to show the amount of our net worth on a per share basis. We believe Book Value Per Common Share Excluding AOCI is useful to investors because it eliminates the effect of non cash items that can fluctuate significantly from period to period, including changes in fair value of our available for sale securities portfolio and foreign currency translation adjustments. Book Value Per Common Share Excluding AOCI is derived by dividing Total AIG shareholders’ equity, excluding AOCI, by Total common shares outstanding. The reconciliation to book value per common share, the most comparable GAAP measure, is presented in the Executive Overview section of this MD&A.

We use the following operating performance measures because we believe they enhance understanding of the underlying profitability of continuing operations and trends of AIG and our business segments. We believe they also allow for more meaningful comparisons with our insurance competitors. When we use these measures, reconciliations to the most comparable GAAP measure are provided in the Results of Operations section of this MD&A.

AIG — After tax operating income (loss) attributable to AIG is derived by excluding the following items from net income (loss) attributable to AIG:

• income (loss) from discontinued operations; • income (loss) from divested businesses, including: • gain on the sale of International Lease Finance Corporation (ILFC); and • certain post-acquisition transaction expenses incurred by AerCap Holdings N.V. (AerCap) in connection with its acquisition of ILFC and the difference between expensing AerCap’s maintenance rights assets over the remaining lease term as compared to the remaining economic life of the related aircraft and related tax effects;	• changes in fair value of AIG Life and Retirement fixed maturity securities designated to hedge living benefit liabilities (net of interest expense); • changes in benefit reserves and deferred policy acquisition costs (DAC), value of business acquired (VOBA), and sales inducement assets (SIA) related to net realized capital gains (losses); • AIG Property Casualty other (income) expense — net; • (gain) loss on extinguishment of debt; • net realized capital (gains) losses; and

• legacy tax adjustments primarily related to certain changes in uncertain tax positions and other tax adjustments; • legal reserves (settlements) related to "legacy crisis matters," which include favorable and unfavorable settlements related to events leading up to and resulting from our September 2008 liquidity crisis and legal fees incurred by AIG as the plaintiff in connection with such legal matters; • deferred income tax valuation allowance (releases) charges;	• non qualifying derivative hedging activities, excluding net realized capital (gains) losses.

TABLE OF CONTENTS

Item 2 / USE OF NON-GAAP MEASURES

- ***AIG Property Casualty***

- **Pre tax operating income (loss):** includes both underwriting income (loss) and net investment income, but excludes net realized capital (gains) losses, other (income) expense — net, and legal settlements related to legacy crisis matters described above. Underwriting income (loss) is derived by reducing net premiums earned by claims and claims adjustment expenses incurred, acquisition expenses and general operating expenses.

- **Ratios:** AIG Property Casualty, along with most property and casualty insurance companies, uses the loss ratio, the expense ratio and the combined ratio as measures of underwriting performance. These ratios are relative measurements that describe, for every $100 of net premiums earned, the amount of claims and claims adjustment expense, and the amount of other underwriting expenses that would be incurred. A combined ratio of less than 100 indicates underwriting income and a combined ratio of 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 income and associated ratios.

- **Accident year loss and combined ratios, as adjusted:** both the accident year loss and combined ratios, as adjusted, exclude catastrophe losses and related reinstatement premiums, prior year development, net of premium adjustments, and the impact of reserve discounting. Catastrophe losses are generally weather or seismic events having a net impact on AIG Property Casualty in excess of $10 million each.

- ***AIG Life and Retirement***

- **Pre tax operating income (loss)** is derived by excluding the following items from pre tax income (loss):

• legal settlements related to legacy crisis matters described above;	• net realized capital (gains) losses; and
• changes in fair values of fixed maturity securities designated to hedge living benefit liabilities (net of interest expense);	• changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses).

- **Premiums and deposits:** includes direct and assumed amounts received on traditional life insurance policies, group benefit policies and deposits on life contingent payout annuities, as well as deposits received on universal life, investment type annuity contracts and mutual funds.

- ***Other Operations — Pre tax operating income (loss)*** is derived by excluding the following items from pre tax income (loss):

• certain legal reserves (settlements) related to legacy crisis matters described above; • (gain) loss on extinguishment of debt; • net realized capital (gains) losses; • changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses); • income (loss) from divested businesses, including Aircraft Leasing; and	• net (gain) loss on sale of divested businesses, including: • gain on the sale of ILFC; and • certain post-acquisition transaction expenses incurred by AerCap in connection with its acquisition of ILFC and the difference between expensing AerCap's maintenance rights assets over the remaining lease term as compared to the remaining economic life of the related aircraft and our share of AerCap's income taxes.

Results from discontinued operations are excluded from all of these measures.

TABLE OF CONTENTS

Item 2 / EXECUTIVE OVERVIEW

This overview of the MD&A highlights selected information and may not contain all of the information that is important to current or potential investors in AIG's securities. You should read this Quarterly Report on Form 10 Q, together with the 2013 Annual Report, in its entirety for a complete description of events, trends, uncertainties, risks and critical accounting estimates affecting AIG and its subsidiaries.

We report our results of operations as follows:

- **AIG Property Casualty** – AIG Property Casualty offers property and casualty insurance products and services to businesses and individuals worldwide. Commercial insurance products for large and small businesses are primarily distributed through insurance brokers. Major lines of business include casualty, property, financial and specialty (including aerospace, environmental, surety, marine, trade credit and political risk insurance). Consumer insurance products are distributed to individual consumers or groups of consumers through insurance brokers, agents, and on a direct-to-consumer basis. Consumer insurance products include accident & health (A&H) and personal insurance. In addition, Fuji Fire & Marine Insurance Company Limited (Fuji) in Japan offers life insurance products through Fuji Life Insurance Company (Fuji Life), which are included in A&H.

- **AIG Life and Retirement** – AIG Life and Retirement 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, stable value wrap products, mutual funds and financial planning. AIG Life and Retirement 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.

- **Other Operations** – AIG's Other Operations include results from Mortgage Guaranty operations (conducted through United Guaranty Corporation (UGC)), Global Capital Markets (GCM) 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)), the Direct Investment book (DIB), including the Matched Investment Program (MIP) and certain non-derivative assets and liabilities of AIGFP, Corporate & Other operations (after certain allocations to AIG's business segments), Aircraft Leasing through May 14, 2014 and, subsequent to May 14, 2014, AIG's share of AerCap earnings based on its 46 percent ownership interest.

On September 1, 2014, in accordance with AIG's previously disclosed succession plan, Peter D. Hancock assumed the role of President and Chief Executive Officer of AIG and joined AIG's Board of Directors. He succeeded Robert H. Benmosche, who retired and currently serves as an advisor to AIG. Mr. Hancock has announced his intention to continue the previously announced reorganization of our commercial and consumer insurance businesses, and we continue to finalize elements of the new organization and operating structure. When the new structure is finalized, the presentation of AIG Property Casualty and

AIG Life and Retirement results may be modified and prior periods' presentation may be revised to conform to the new structure.

TABLE OF CONTENTS

Item 2 / EXECUTIVE OVERVIEW

Financial Performance

AIG Property Casualty pre tax operating income increased in the three-month period ended September 30, 2014, compared to the same period in the prior year. Higher net investment income, improved loss experience in Consumer Insurance, a lower Commercial Insurance current accident year loss ratio, as adjusted, and reduced severe losses were partially offset by higher net adverse prior year loss reserve development and higher catastrophe losses. Pre-tax operating income decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to an increase in the frequency of severe losses, higher adverse prior year loss reserve development, higher catastrophe losses and a decrease in net investment income, which were partially offset by improved accident year claim experience in Consumer Insurance.

AIG Life and Retirement pre-tax operating income improved for the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year, reflecting higher fee income from strong growth in assets under management and higher alternative investment income. The three- and nine-month periods ended September 30, 2014 and 2013 each included a net positive adjustment related to the update of actuarial assumptions. The adjustment in the three- and nine-month periods ended September 30, 2014 included a higher positive adjustment for the update of assumptions used to amortize DAC and related items for the interest-sensitive product lines compared to the same periods in the prior year, which was offset by a reduction in pre-tax operating income in the 2014 periods to record loss recognition expense for certain discontinued long-term care business. Premiums and deposits increased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year, reflecting strong sales of variable and index annuities in the Retirement Income Solutions product line and a deposit for a stable value wrap funding agreement, partially offset by lower sales of Retail Mutual Funds and, in the three-month period, lower sales of Fixed Annuities.

Mortgage Guaranty pre tax operating income improved in the three-and nine-month periods ended September 30, 2014 compared to the same periods in the prior year due to an increase in net premiums earned and an increase in favorable prior year loss reserve development. New insurance written decreased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year primarily due to declining levels of mortgage refinancing activity.

Income on our investment portfolio performance improved in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year due to positive performance on bonds for which we elected the fair value option, driven by movements on interest rates and spreads since December 31, 2013, and higher income on alternative investments which continued to benefit from strong equity market performance.

Net realized capital gains increased in the three-month period ended September 30, 2014 compared to the same period in the prior year due to gains on foreign currency-denominated debt as a result of the strengthening of the U.S. dollar against most foreign currencies. Net realized capital gains declined in the nine-month period ended September 30, 2014 compared to the same period in the prior year due to lower capital gains from sales of investments related to capital loss carryforward utilization and higher fair value losses on embedded derivatives related to variable annuity guarantee features, net of hedges.

TABLE OF CONTENTS

Item 2 / EXECUTIVE OVERVIEW

Our Performance – Selected Indicators

(in millions, except per share data and ratios)	Three Months Ended September 30, **2014**	2013	Nine Months Ended September 30, **2014**	201
Results of operations data:				
Total revenues	**$ 16,654**	$ 15,944	**$ 48,871**	$ 51,33
Income from continuing operations	**2,199**	2,148	**6,864**	7,04
Net income attributable to AIG	**2,192**	2,170	**6,874**	7,10
Net income per common share attributable to AIG (diluted)	**1.52**	1.46	**4.71**	4.8
After-tax operating income attributable to AIG	**1,745**	1,421	**5,359**	5,05
After-tax operating income per common share attributable to AIG (diluted)	**1.21**	0.96	**3.67**	3.4
Key metrics:				
AIG Property Casualty combined ratio	**102.0**	101.6	**100.6**	100.
AIG Property Casualty accident year combined ratio, as adjusted	**95.6**	98.0	**96.6**	97.
AIG Life and Retirement premiums and deposits	**$ 9,662**	$ 8,422	**$ 24,151**	$ 20,76
AIG Life and Retirement assets under management	**333,978**	304,399	**333,978**	304,39
Mortgage Guaranty domestic first-lien new insurance written	**12,643**	14,230	**31,305**	38,60

(in millions, except per share data)	**September 30, 2014**	December 3 201
Balance sheet data:		
Total assets	**$ 527,190**	$ 541,32
Long-term debt	**36,223**	41,69
Total AIG shareholders' equity	**108,581**	100,47
Book value per common share	**77.35**	68.6
Book value per common share, excluding AOCI	**69.28**	64.2

The following table presents a reconciliation of Book value per common share to Book value per common share, excluding accumulated other comprehensive income, which is a non-GAAP measure. See Use of Non GAAP Measures for additional information.

(in millions, except per share data)	**September 30, 2014**	December 31, 2013
Total AIG shareholders' equity	**$ 108,581**	$ 100,470
Accumulated other comprehensive income	**11,331**	6,360

Total AIG shareholders' equity, excluding accumulated other comprehensive income	**$**	**97,250**	$	94,110
Total common shares outstanding		**1,403,772,951**		1,464,063,323
Book value per common share	**$**	**77.35**	$	68.62
Book value per common share, excluding accumulated other comprehensive income	**$**	**69.28**	$	64.28

TABLE OF CONTENTS

Item 2 / EXECUTIVE OVERVIEW

Total revenues

(in millions)

Income from continuing operations

(in millions)

Net income ATTRIBUTABLE TO AIG

(in millions)

Net INCOME PER COMMON SHARE ATTRIBUTABLE TO AIG (DILUTED)

after-tax operating income attributable to aig

(excludes net realized capital gains and certain other items)

(in millions)

Pre-tax operating income by segment

(in millions)

TABLE OF CONTENTS

Item 2 / EXECUTIVE OVERVIEW

TOTAL ASSETS *(in millions)*		**Long-term debt** *(in millions)*
Total AIG shareholders' equity *(in millions)*		**Book value per COMMON share and book value per common share excluding AOCI**

(a) Excludes significant redemptions, repurchases and issuances subsequent to September 30, 2014. For additional information, see Liquidity and Capital Resources.

(b) Includes operating borrowings of other subsidiaries and consolidated investments and hybrid debt securities.

Liquidity and Capital Resources 2014 Highlights

We reduced our debt in the first nine months of 2014 as a result of maturities, repayments and repurchases of $10.4 billion, of which $5.0 billion is related to DIB redemptions and repurchases.

We maintained financial flexibility in the first nine months of 2014 through $1.5 billion in dividends in the form of cash and fixed maturity securities from AIG Property Casualty and $4.3 billion in cash dividends and loan repayments from AIG Life and Retirement, which included approximately $829 million of legal settlement proceeds.

Our Board of Directors increased our share repurchase authorization of AIG Common Stock, par value $2.50 per share (AIG Common Stock), by an additional $1.5 billion on October 31, 2014, resulting in an aggregate remaining authorization at such time of approximately $1.5 billion of AIG Common Stock**.** During the nine-month period ended September 30, 2014, we repurchased approximately 60 million shares of AIG Common Stock for an aggregate purchase price of approximately $3.4 billion. The total number of shares of AIG Common Stock repurchased in the nine-month period ended September 30, 2014, and the aggregate purchase price of these shares, reflect our payment of $1.7 billion in the aggregate under three accelerated stock repurchase (ASR) agreements and our receipt of approximately 27 million shares of AIG Common Stock in the aggregate, including the initial receipt of 70 percent of the total notional share equivalent, or approximately 8.8 million shares of AIG Common Stock, under an ASR Agreement executed in September 2014.

TABLE OF CONTENTS

Item 2 / EXECUTIVE OVERVIEW

We paid a cash dividend on AIG Common Stock of $0.125 per share on each of March 25, 2014, June 24, 2014 and September 25, 2014.

Our Board of Directors declared a cash dividend on AIG Common Stock on November 3, 2014 of $0.125 per share, payable on December 18, 2014 to shareholders of record on December 4, 2014**.**

We received net cash proceeds of approximately $2.4 billion from the sale of ILFC after taking into account the settlement of intercompany loans. This cash amount is in addition to the 97.6 million newly issued AerCap common shares we received as consideration from the sale.

Investment Highlights

Net investment income increased to $4.0 billion and $12.1 billion for the three- and nine-month periods ended September 30, 2014, respectively, compared to the same periods in the prior year.

Net investment income for our insurance operations increased by approximately $202 million for the three-month period ended September 30, 2014, compared to the same period in the prior year due to higher income on alternative investments, which continued to benefit from strong equity market performance. Net investment income for our insurance operations decreased by approximately $57 million for the nine-month period ended September 30, 2014, compared to the same period in the prior year due to lower reinvestment yields and lower income on assets for which we elected the fair value option, partially offset by higher income on alternative investments. While corporate debt securities represented the core of new investment allocations, we continued to make investments in structured securities and other fixed income securities with favorable risk versus return characteristics to improve yields and increase net investment income.

Net unrealized gains in our available for sale portfolio increased to approximately $18.1 billion as of September 30, 2014 from approximately $11.7 billion as of December 31, 2013 due to a decline in interest rates over the period and the narrowing of investment grade credit spreads, partially offset by the widening of high yield spreads.

The overall credit rating of our fixed maturity portfolio remains largely unchanged from December 31, 2013.

Industry Trends

Our business is affected by industry and economic factors such as interest rates, credit and equity market conditions, catastrophic claims events, regulation, tax policy, competition, and general economic, market and political conditions. We continued to operate under difficult market conditions in 2014, characterized by factors such as historically low interest rates, instability in the global markets and slowing growth in emerging markets, China and Euro-Zone economies.

Interest rates remain low relative to historical levels, which have affected our industry by reducing investment returns. In addition, current market conditions may not necessarily permit insurance companies to increase pricing across all our product lines.

TABLE OF CONTENTS

Item 2 / EXECUTIVE OVERVIEW

AIG is focused on the following priorities for 2014 and beyond:

- Emphasis on customers;
- Growth and profitability in our core insurance businesses;
- Enhance the yield on our investments while maintaining focus on credit quality;
- Manage our capital more efficiently and redeploy capital to areas that promote profitable growth;
- Work with the Board of Governors of the Federal Reserve System (the FRB) in its capacity as our principal regulator; and
- Pursue initiatives that continue to reduce expenses and improve efficiencies to best meet the needs of our customers, including centralizing work streams to lower cost locations and creating a more streamlined organization.

The outlook for each of our businesses and management initiatives to improve growth and performance in 2014 and over the longer term is summarized below. See our 2013 Annual Report for additional information concerning strategic initiatives and opportunities for each of our businesses.

AIG Property Casualty Strategic initiatives and Outlook

Growth and Business Mix — Grow higher value business to increase profitability and expand in attractive growth economies.

Underwriting Excellence — Enhance risk selection and pricing to earn returns commensurate with the risk assumed.

Claims Best Practices — Improve claims practices, analytics and tools to improve customer service, increase efficiency and lower the loss ratio.

Operating Expense Discipline — Apply operating expense discipline and increase efficiencies by taking full advantage of AIG Property Casualty's global footprint.

Capital Efficiency — Enhance capital management through initiatives to streamline AIG Property Casualty's legal entity structure, optimize AIG Property Casualty's reinsurance program and improve tax efficiency.

Investment Strategy — Execute AIG Property Casualty's investment strategy, which includes increased asset diversification and yield enhancement opportunities that meet AIG Property Casualty's liquidity, capital, risk and return objectives.

TABLE OF CONTENTS

Item 2 / EXECUTIVE OVERVIEW

Market Conditions and Industry Trends

AIG Property Casualty expects the current low interest rate environment relative to historical levels, currency volatility, and ongoing uncertainty in global economic conditions will continue to challenge the growth of net investment income and limit growth in some markets. Due to these conditions and overcapacity in the property casualty insurance industry, AIG Property Casualty has sought to modify terms and conditions, grow profitable segments of the business, exit unprofitable businesses and develop advanced data analytics to improve profitability.

AIG Property Casualty has observed improving trends in certain key indicators that may offset the effect of current economic challenges. In recent years, AIG Property Casualty has benefitted from favorable pricing trends, particularly in its U.S. commercial business. However, such trends have tapered off in recent quarters. The property casualty insurance industry is experiencing modest growth as a result of this positive rate trend and an increase in overall exposures in certain markets. AIG Property Casualty also expects that expansion in certain growth economies will occur at a faster pace than in developed countries, although at levels lower than those previously expected due to revised economic assumptions.

Since the second quarter of 2014, within the U.S. commercial property business, AIG Property Casualty observed continued rate pressure in the U.S. Excess and Surplus lines market, particularly with respect to its natural catastrophe exposed business. AIG Property Casualty continues to differentiate its capacity from its peers through leveraging management's significant experience with catastrophic events, providing loss prevention expertise and maintaining discipline in pricing to internal targets despite intense competition.

In the U.S., AIG Property Casualty's exposure to terrorism risk is mitigated by the Terrorism Risk Insurance Program Reauthorization Act of 2007 (TRIPRA) in addition to limited private reinsurance protections. TRIPRA is set to expire on December 31, 2014. AIG Property Casualty is closely monitoring the legislative developments related to the TRIPRA renewal or expiration, and has implemented appropriate business strategies for potential legislation outcomes, including non renewal of the law. For additional information on TRIPRA, see Item 1A. Risk Factors — Reserves and Exposures and Item 7. MD&A — Enterprise Risk Management — Insurance Operations Risks — AIG Property Casualty Key Insurance Risks — Terrorism Risk in the 2013 Annual Report.

AIG Property Casualty discounts loss reserves on certain lines of business, in a manner consistent with rates and factors approved or prescribed on an annual basis by state regulatory authorities. In the fourth quarter of 2014, AIG Property Casualty will seek approval from the authorities to update the discount rate to reflect interest rates then in effect.

Strategic Initiatives

Growth and Business Mix

AIG Property Casualty continues efforts to better segment its business by industry, geography and type of coverage in order to enhance its decision making regarding risk acceptance and pricing. For example, within workers' compensation, AIG Property Casualty has observed different experience and trends based on this segmentation, which helps inform its risk appetite, pricing and loss mitigation decisions.

On August 6, 2014, AIG announced that it has agreed to acquire Ageas Protect Limited (Ageas Protect) from Ageas Group, a Belgium-based international insurer. Total transaction consideration is approximately $293 million, subject to closing adjustments. The transaction is expected to close in the fourth quarter of 2014 or early 2015, pending regulatory approval. Ageas Protect is a leading provider of life protection products in the United Kingdom, offering term life, critical illness, and income protection coverage to consumers. Ageas Protect will become part of AIG's global consumer business, which in the United Kingdom offers personal accident, health, and travel insurance coverage to consumers, as well as customized insurance solutions for high net worth individuals through AIG Private Client Group.

TABLE OF CONTENTS

Item 2 / EXECUTIVE OVERVIEW

As part of AIG Property Casualty's strategy to expand its consumer operations in growth economies, on May 29, 2013, AIG Property Casualty entered into a joint venture agreement with PICC Life Insurance Company Limited (PICC Life), a subsidiary of the People's Insurance Company (Group) of China Limited (PICC Group), to form an agency distribution company in China to distribute life and retirement products. The joint venture company distributes jointly developed life and retirement insurance products, existing PICC Life products, PICC Property & Casualty Company Limited (PICC P&C) insurance products, AIG Property Casualty products, as well as other products aimed at meeting the needs of this developing market. AIG owns 24.9 percent of the joint venture company with PICC Life holding the remaining 75.1 percent. AIG's participation in the joint venture is managed by AIG Property Casualty. The joint venture commenced operations in March 2014.

AIG Property Casualty continues to explore other potential life insurance and accident and health opportunities internationally.

Capital Efficiency

AIG Property Casualty continues to execute capital management initiatives by enhancing broad based risk tolerance guidelines for its operating units, implementing underwriting strategies to increase return on equity by line of business and reducing exposure to businesses with inadequate pricing and increased loss trends. In addition, AIG Property Casualty remains focused on enhancing its global reinsurance strategy to improve overall capital efficiency, which may lead to periodic income statement volatility.

AIG Property Casualty also continues to streamline its legal entity structure to enhance transparency for regulators and optimize capital and tax efficiency. The legal entity restructuring initiatives have enhanced AIG Property Casualty's dividend capacity, reduced required capital, and provided tax benefits. Additionally, the restructurings allow AIG Property Casualty to simplify its reinsurance arrangements, which further facilitates increased capital optimization. In the nine months ended September 30, 2014, AIG Property Casualty completed the integration of its Japan operations through the conversion of the American Home Assurance Company's Japan branch to a subsidiary of the Japan holding company effective on April 1, 2014. AIG Property Casualty expects its overall legal entity restructuring to be substantially completed in 2015, subject to regulatory approvals in the relevant jurisdictions.

AIG LifE AND RETIREMENT STRATEGIC INITIATIVES AND Outlook

Product Diversity and Capacity for Growth – Continue to expand AIG Life and Retirement's comprehensive portfolio with superior, differentiated product solutions designed to meet consumer needs for financial and retirement security, using scale and capital strength to pursue growth opportunities.

Integrated Distribution – Grow assets under management by leveraging an extensive distribution organization of over 300,000 financial professionals and expanding relationships with key distribution partners to effectively market diverse product offerings across multiple channels under a more unified branding strategy.

Investment Portfolio – Maintain a diversified, high quality portfolio of fixed maturity securities that largely match the duration characteristics of liabilities with assets of comparable duration, and pursue yield-enhancement opportunities that meet liquidity, risk and return objectives.

Operational Initiatives – Continue to streamline life insurance and annuity operations and systems into a lower-cost, more agile model that provides superior service and ease of doing business.

Effective Risk and Capital Management – Deliver solid earnings through disciplined pricing and diversification of risk and increase capital efficiency within life insurance entities to enhance return on equity.

TABLE OF CONTENTS

Item 2 / EXECUTIVE OVERVIEW

Market Conditions and Industry Trends

Baby boomers reaching retirement age expect to live longer in retirement and place less reliance on traditional pensions and government retirement benefits than previous generations. These demographic trends, combined with favorable equity markets and low volatility, have provided a favorable environment for sales of individual variable annuities, and have contributed to growth in separate account assets under management in the Retirement Income Solutions product line. An increasing demographic of Americans approaching retirement and seeking guaranteed income features, combined with changes in the competitive landscape, provide opportunities to continue growing AIG Life and Retirement's position in the individual variable annuities market.

The interest rate environment has a significant impact on the life and annuity industry. Low long-term interest rates put pressure on long-term investment returns, negatively affect sales of interest rate sensitive products such as fixed annuities, and reduce future profits on certain existing fixed rate products. Low interest rates may also affect future investment margins, and may affect the recoverability and amortization rate of DAC assets in variable annuity, fixed annuity and universal life businesses. The modest increase in rates since the first quarter of 2013 provided some improvement in demand for fixed annuity products in the first half of 2014, but long-term interest rates have continued to remain low relative to historical levels. As long as the sustained low interest rate environment continues, market conditions will be challenging, particularly for the fixed annuity market.

AIG Life and Retirement will continue to actively manage renewal and new business crediting rates. Also, as market conditions change, asset and liability interest rate exposures and strategic asset allocation are managed to emphasize lower or higher durations in the investment portfolio.

Product Diversity and Capacity for Growth

AIG Life and Retirement has been able to meet the demand for guaranteed products and grow sales while managing risk, by offering competitive products with strong de-risking features, such as volatility control funds, rider fees indexed to a market volatility index and required minimum allocations to fixed accounts and to the volatility control funds, and using a dynamic risk management hedging program. In addition to individual variable annuities, the Retirement Income Solutions product line is expanding the offerings of index annuities, including those with guarantee features, to provide additional income solutions for consumers approaching retirement.

Sales in the Fixed Annuities product line improved in the first six months of 2014 compared to the same period in the prior year but were dampened in the three-month period ended September 30, 2014 by the continued low interest rate environment. Sales of fixed annuities could improve if interest rates rise and the yield curve steepens, as these market conditions make fixed annuity products more attractive compared to alternatives such as bank deposits.

Industry sales of individual life products have continued an overall downward trend. AIG Life and Retirement is targeting growth by offering differentiated product solutions to better meet consumer needs, and by expanding distribution of life products through new channels and relationships, while maintaining pricing discipline as an integral component of its overall strategy.

The Institutional Markets product line is expected to continue contributing to growth in assets under management from increased stable value wrap business in the defined contribution market as well as from disciplined growth through the pursuit of select opportunities related to the terminal funding and pension buyout business.

TABLE OF CONTENTS

Item 2 / EXECUTIVE OVERVIEW

Other Operations strategic initiatives and OUTLOOK

Mortgage Guaranty (UGC)

Superior Risk Selection – Ensure the high quality of UGC's new business through disciplined underwriting by using its proprietary multi-variant risk-based pricing model. UGC's pricing model is based on a comprehensive range of risk attributes to generate a price reflecting the credit risk of each loan.

Customer focus – Provide exceptional service and transparency to all customers through collaboration and continuous innovation that enhances the mortgage origination process.

Product Selection – Provide a complete and competitively priced mortgage insurance product line that delivers flexible submission options and innovative solutions.

Expense Management – Streamline UGC's processes through the use of technology and shared services.

Market Conditions and Industry Trends

Beginning in the third quarter of 2013, higher residential mortgage interest rates reduced refinancing activity. However, in the third quarter of 2014, the rate of decline in new insurance written was reduced as residential mortgage interest rates began to stabilize. UGC anticipates that new insurance written for the remainder of 2014 and 2015 will continue to be impacted by rate volatility as well as competition in the market place.

While higher residential mortgage interest rates have had an unfavorable impact on new mortgage loan volumes, particularly on refinancing activity, UGC expects current residential mortgage interest rates to have a favorable impact on the persistency of business written from 2011 through 2013 since refinancing of mortgage loans would be unattractive to homeowners who originated mortgages at the historically low residential mortgage interest rates prevalent during that period. UGC expects that this higher persistency will continue to benefit its results throughout 2014 and into 2015.

UGC also expects that newly reported delinquencies will decline during 2014 and into 2015 and cure rates will improve as a result of home value appreciation, which will encourage homeowners with delinquent mortgages to refinance or sell and purchase another home. UGC believes the combination of higher persistency, lower new delinquencies and improving cure rates, partially offset by a decline in new mortgage loan volumes, will result in favorable operating results for UGC for the remainder of 2014 and into 2015.

UGC's continued success, as well as the success of the mortgage insurance industry, can be significantly affected by changes in regulatory and legislative developments and changes in the charters and business practices of Freddie Mac and Fannie Mae (collectively, the GSEs).

On July 10, 2014, the GSEs issued in draft form for public comment new eligibility requirements used to approve private mortgage insurers that provide insurance on loans owned or guaranteed by the GSEs. It is unclear what the final eligibility requirements will be; however, if adopted as issued, new requirements would include, among other things, higher capital requirements and heightened liquidity requirements.

The National Association of Insurance Commissioners (the NAIC) has begun drafting a new model law for mortgage insurance. A primary focus of the NAIC's effort is to develop a risk based capital (RBC) model that will replace or supplement the current 25:1 risk-to-surplus requirements. This RBC model law may impact the amount of statutory surplus certain UGC subsidiaries must maintain. In addition, the new model law may have an impact on various other business practices, such as underwriting and claims mitigation practices in addition to possible impacts on liquidity and other financial thresholds.

TABLE OF CONTENTS

Item 2 / EXECUTIVE OVERVIEW

UGC cannot predict the potential effects new GSE eligibility requirements and a new model law may have on its business, results of operations, cash flows and financial condition.

Strategic Initiatives

Risk Selection

For the remainder of 2014 and into 2015, UGC expects to continue to be a leading private provider of mortgage insurance and to differentiate itself from its competitors by providing superior service and products to its customers by utilizing its proprietary risk-based pricing strategy. This pricing strategy provides UGC's customers with mortgage insurance products that are priced commensurate with the underwriting risk, which UGC believes will result in an appropriately priced, high-quality book of business. UGC plans to continue to execute this strategy throughout 2014 and into 2015. The business generated under this strategy, which was initiated during 2009, accounted for approximately 69 percent of net premiums earned in the nine-month period ended September 30, 2014.

Global Capital Markets

AIG Markets acts as the derivatives intermediary between AIG and its subsidiaries and third parties to provide hedging services for AIG entities. The derivative portfolio of AIG Markets consists primarily of interest rate and currency derivatives.

The remaining derivatives portfolio of AIGFP consists primarily of hedges of the assets and liabilities of the DIB and a portion of the legacy hedges for AIG and its subsidiaries. AIGFP's derivatives portfolio consists primarily of interest rate, currency, credit, commodity and equity derivatives. Additionally, AIGFP has a credit default swap portfolio that is being managed for economic benefit and with limited risk. The AIGFP portfolio continues to be wound down and is managed consistently with our risk management objectives. Although the portfolio may experience periodic fair value volatility, it consists predominantly of transactions that we believe are of low complexity, low risk or currently not economically appropriate to unwind based on a cost versus benefit analysis.

Direct Investment Book

The DIB consists of a portfolio of assets and liabilities held directly by AIG Parent in the MIP and certain non derivative assets and liabilities of AIGFP. The DIB portfolio is being wound down and is managed with the objective of ensuring that at all times it maintains the liquidity we believe is necessary to meet all of its liabilities as they come due, even under stress scenarios, and to maximize returns consistent with our risk management objectives.

The DIB's assets consist primarily of cash, short term investments, fixed maturity securities issued by corporations, U.S. government and government sponsored entities and mortgage and asset-backed securities. The value of these assets is impacted by macro economic trends in U.S. and core European markets, including corporate credit spreads, commercial and residential real estate markets, and to a lesser extent, interest rates and foreign exchange rates, among other factors. The majority of these assets are carried at fair value with changes in fair value recognized through earnings. The DIB's liabilities consist primarily of notes and other borrowings supported by assets as well as other short term financing obligations. The DIB has both liabilities held at cost and liabilities held at fair value. The liabilities held at fair value vary in price based on changes in AIG's credit spreads with changes in fair value reflected in earnings. Changes in the fundamental drivers of the fair value of DIB assets and liabilities will create earnings volatility for the DIB on a period to period comparative basis.

TABLE OF CONTENTS

Item 2 / RESULTS OF OPERATIONS

The following section provides a comparative discussion of our Results of Operations on a reported basis for the three- and nine-month periods ended September 30, 2014 and 2013. Factors that relate primarily to a specific business segment are discussed in more detail within that business segment discussion. For a discussion of the Critical Accounting Estimates that affect the Results of Operations, see the Critical Accounting Estimates section of this MD&A and in Part II, Item 7. MD&A, in the 2013 Annual Report.

The following table presents AIG's condensed consolidated results of operations:

	Three Months Ended September 30,		Percentage	Nine Months Ende September 30,	
(in millions)	**2014**	2013	Change	**2014**	20
Revenues:					
Premiums	**$ 9,453**	$ 9,352	1 %	**$ 27,949**	$ 27,92
Policy fees	**743**	645	15	**2,136**	1,883
Net investment income	**4,028**	3,573	13	**12,108**	11,58
Net realized capital gains	**470**	252	87	**358**	2,143
Aircraft leasing revenue	**-**	1,118	NM	**1,602**	3,303
Other income	**1,960**	1,004	95	**4,718**	4,498
Total revenues	**16,654**	15,944	4	**48,871**	51,33
Benefits, claims and expenses:					
Policyholder benefits and claims incurred	**7,203**	7,416	(3)	**20,771**	22,23
Interest credited to policyholder account balances	**882**	924	(5)	**2,800**	2,913
Amortization of deferred policy acquisition costs	**1,288**	1,220	6	**3,989**	3,859
Other acquisition and insurance expenses	**2,117**	2,251	(6)	**6,447**	6,734
Interest expense	**430**	516	(17)	**1,372**	1,628
Aircraft leasing expenses	**-**	1,119	NM	**1,585**	3,243
Loss on extinguishment of debt	**742**	81	NM	**1,014**	459
Net (gain) loss on sale of divested businesses	**(18)**	-	NM	**(2,196)**	47
Other expenses	**991**	1,239	(20)	**3,317**	2,997
Total benefits, claims and expenses	**13,635**	14,766	(8)	**39,099**	44,11
Income from continuing operations before income tax expense (benefit)	**3,019**	1,178	156	**9,772**	7,218
Income tax expense (benefit)	**820**	(970)	NM	**2,908**	172
Income from continuing operations	**2,199**	2,148	2	**6,864**	7,046
Income (loss) from discontinued operations, net of income tax expense (benefit)	**2**	(18)	NM	**(15)**	73
Net income	**2,201**	2,130	3	**6,849**	7,119
Less: Net income (loss) attributable to noncontrolling interests	**9**	(40)	NM	**(25)**	12
Net income attributable to AIG	**$ 2,192**	$ 2,170	1 %	**$ 6,874**	$ 7,107

Income from continuing operations before income tax expense was $3.0 billion for the three-month period ended September 30, 2014 compared to $1.2 billion in the same period in the prior year and reflected pre-tax income from insurance operations of $1.2 billion, $1.9 billion and $135 million from AIG Property Casualty, AIG Life and Retirement and Mortgage Guaranty in the three-month period ended September 30, 2014, respectively, compared to pre-tax income of $1.1 billion, $1.2 billion and $43 million for these operations in the same period in the prior year, respectively.

Income from continuing operations before income tax expense was $9.8 billion for the nine-month period ended September 30, 2014 compared to $7.2 billion in the same period in the prior year and reflected pre-tax income from insurance operations of $4.0 billion, $4.4 billion and $423 million from AIG Property Casualty, AIG Life and Retirement and Mortgage Guaranty in the

TABLE OF CONTENTS

Item 2 / RESULTS OF OPERATIONS

nine-month period ended September 30, 2014, respectively, compared to pre-tax income of $3.9 billion, $4.5 billion and $162 million for these operations in the same period in the prior year, respectively.

See the business segment discussions that follow for an analysis of results for these operations.

For the three- and nine-month periods ended September 30, 2014, the effective tax rate on income from continuing operations was 27.2 percent and 29.8 percent, respectively. The effective tax rate for the three- and nine-month periods ended September 30, 2014 on income from continuing operations differs from the statutory tax rate of 35 percent primarily due to tax benefits associated with tax-exempt interest income, income excludable from gross income related to the global resolution of certain residential mortgage-related disputes and a decrease in AIG Life and Retirement's capital loss carryforward valuation allowance.

For the three- and nine-month periods ended September 30, 2013, the effective tax rate on income from continuing operations was (82.3) percent and 2.4 percent, respectively. The effective tax rate for the three- and nine-month periods ended September 30, 2013 on income from continuing operations differs from the statutory tax rate of 35 percent primarily due to tax effects associated with tax exempt interest income, effective settlements of certain uncertain tax positions and decreases primarily in AIG Life and Retirement's capital loss carryforward valuation allowance and certain other valuation allowances associated with foreign jurisdictions. The decrease in the capital loss carryforward valuation allowance was primarily attributable to the actual and projected gains on sales of AIG Life and Retirement's available for sale securities. For the nine-month period ended September 30, 2013, these items were partially offset by changes in uncertain tax positions.

The following table presents a reconciliation of net income attributable to AIG to after-tax operating income attributable to AIG:

	Three Months Ended September 30,		Nine Mont[h] Septem[b]
(in millions)	**2014**	2013	**2014**
Net income attributable to AIG	**$ 2,192**	$ 2,170	**$ 6,874**
(Income) loss from discontinued operations	**(2)**	18	**15**
(Income) loss from divested businesses, including gain on the sale of ILFC	**(42)**	24	**(1,453)**
Uncertain tax positions and other tax adjustments	**(25)**	36	**(14)**
Legal reserves (settlements) related to legacy crisis matters	**(569)**	260	**(250)**
Deferred income tax valuation allowance releases	**(21)**	(1,159)	**(161)**
Changes in fair value of AIG Life and Retirement fixed maturity securities designated to hedge living benefit liabilities, net of interest expense	**(21)**	19	**(105)**
Changes in benefit reserves and DAC, VOBA and SIA			

related to net realized capital gains (losses)		**21**	176		**37**
Loss on extinguishment of debt		**482**	52		**659**
Net realized capital gains		**(270)**	(175)		**(243)**
After-tax operating income attributable to AIG	**$**	**1,745**	$ 1,421	**$**	**5,359**
Weighted average diluted shares outstanding		**1,442,067,842**	1,485,322,858		**1,459,483,233**
Income per common share attributable to AIG (diluted)	**$**	**1.52**	$ 1.46	**$**	**4.71**
After-tax operating income per common share attributable to AIG (diluted)	**$**	**1.21**	$ 0.96	**$**	**3.67**

After-tax operating income attributable to AIG increased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year, primarily due to increases in income from insurance operations.

TABLE OF CONTENTS

Item 2 / RESULTS OF OPERATIONS

For the three-month periods ended September 30, 2014 and 2013, the effective tax rate on pre-tax operating income was 34.1 percent and 18.0 percent, respectively. For the nine-month periods ended September 30, 2014 and 2013, the effective tax rate on pre-tax operating income was 33.1 percent and 27.7 percent, respectively. The significant factors that contributed to the difference from the statutory rate included tax benefits resulting from tax-exempt interest income and other permanent tax items, and the impact of discrete tax benefits.

We report the results of our operations through two reportable segments: AIG Property Casualty and AIG Life and Retirement. The Other Operations category consists of businesses and items not allocated to our reportable segments.

The following table summarizes the operations of each reportable segment and Other Operations. See also Note 3 to the Condensed Consolidated Financial Statements.

	Three Months Ended September 30,		Percentage	Nine Months Ended September 30,		Percentage
(in millions)	**2014**	2013	Change	**2014**	2013	Change
Total revenues:						
AIG Property Casualty	**$ 10,007**	$ 9,704	3 %	**$ 29,623**	$ 29,473	1 %
AIG Life and Retirement	**5,074**	4,644	9	**13,995**	15,432	(9)
Total reportable segments	**15,081**	14,348	5	**43,618**	44,905	(3)
Other Operations	**1,733**	1,796	(4)	**5,797**	7,073	(18)
Consolidation and eliminations	**(160)**	(200)	20	**(544)**	(646)	16
Total revenues	**$ 16,654**	$ 15,944	4	**$ 48,871**	$ 51,332	(5)
Pre-tax income (loss):						
AIG Property Casualty	**$ 1,207**	$ 1,126	7	**$ 4,006**	$ 3,945	2
AIG Life and Retirement	**1,931**	1,241	56	**4,412**	4,530	(3)
Total reportable segments	**3,138**	2,367	33	**8,418**	8,475	(1)
Other Operations:						
Mortgage Guaranty	**135**	43	214	**423**	162	161
Global Capital Markets	**58**	29	100	**332**	431	(23)
Direct Investment book	**228**	52	338	**855**	1,084	(21)
Corporate & Other	**(676)**	(1,347)	50	**(544)**	(3,093)	82
Aircraft Leasing	**-**	(1)	NM	**17**	60	(72)

Consolidation and eliminations	**(1)**	1	NM	**1**	3	(67)
Other Operations	**(256)**	(1,223)	79	**1,084**	(1,353)	NM
Consolidation and eliminations	**137**	34	303	**270**	96	181
Total pre-tax income	**$ 3,019**	$ 1,178	156	**$ 9,772**	$ 7,218	35
Pre-tax operating income (loss):						
AIG Property Casualty	**$ 1,096**	$ 1,079	2	**$ 3,610**	$ 3,722	(3)
AIG Life and Retirement	**1,348**	1,144	18	**3,945**	3,689	7
Total reportable segments	**2,444**	2,223	10	**7,555**	7,411	2

TABLE OF CONTENTS

Item 2 / RESULTS OF OPERATIONS

Other Operations:						
Mortgage Guaranty	**135**	43	214	**421**	157	168
Global Capital Markets	**58**	29	100	**332**	431	(23)
Direct Investment book	**314**	110	185	**1,067**	1,030	4
Corporate & Other	**(302)**	(758)	60	**(1,423)**	(2,118)	33
Consolidation and eliminations	**(1)**	1	NM	**1**	3	(67)
Other Operations	**204**	(575)	NM	**398**	(497)	NM
Consolidations, eliminations and other adjustments	**(9)**	61	NM	**36**	124	(71)
Total pre-tax operating income	**$ 2,639**	$ 1,709	54 %	**$ 7,989**	$ 7,038	14 %

Total Revenues

(in millions)

AIG PROPERTY CASUALTY		AIG LIFE AND RETIREMENT

OTHER OPERATIONS		

A discussion of significant items affecting pre-tax segment income follows. Factors that affect pre-tax operating income for a specific business segment are discussed in the detailed business segment analysis.

TABLE OF CONTENTS

Item 2 / RESULTS OF OPERATIONS

AIG Property Casualty – Pre-tax income increased in the three-month period ended September 30, 2014 compared to the same period in the prior year. Higher net investment income, improved loss experience in Consumer Insurance, a lower Commercial Insurance current accident year loss ratio, as adjusted, reduced severe losses and an increase in net realized capital gains were partially offset by higher net adverse prior year loss reserve development and higher catastrophe losses. In addition, AIG Property Casualty incurred higher general operating expenses primarily due to an increase in technology-related expenses. Pre-tax income increased in the nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to an increase in underwriting loss as well as a decrease in net investment income that were more than offset by an increase in net realized capital gains. The increase in underwriting loss resulted from an increase in the frequency of severe losses, mostly in Commercial Insurance, higher adverse prior year loss reserve development and higher catastrophe losses, which were partially offset by improved claim experience in Consumer Insurance and a reserve discount benefit.

AIG Life and Retirement – Pre-tax income for the three-month period ended September 30, 2014 increased compared to the same period in the prior year primarily due to higher pre-tax operating income, legal settlement proceeds and lower loss recognition expense primarily attributable to sales in the prior year period related to capital loss carryforward utilization, partially offset by lower net realized capital gains. For the nine-month period ended September 30, 2014, pre-tax income was lower than the same period in the prior year, as the decrease in net realized capital gains (losses) more than offset the increases from lower loss recognition expense, improved pre-tax operating income and higher legal settlement proceeds. Pre-tax income for the three- and nine-month periods ended September 30, 2014 included net realized capital losses from changes in the fair value of embedded derivatives related to variable annuity guarantee features, net of hedges, primarily as a result of decreases in interest rates. Pre-tax income for the three- and nine-month periods ended September 30, 2013 included significant net realized capital gains primarily due to investment sales related to capital loss carryforward utilization.

Other Operations – Pre tax income improved in the three- and nine-month periods ended September 30,2014 compared to the same periods in the prior year primarily due to a gain on sale of divested business related to the sale of ILFC and declines in interest expense from ongoing debt management activities. The pre-tax income improvement for the three-month period ended September 30, 2014 reflected increases in pre-tax income from GCM and the DIB while the pre-tax income improvement for the nine-month period ended September 30, 2014 was partially offset by decreases in pre-tax income from GCM and the DIB.

GCM's pre-tax income increased in the three-month period ended September 30, 2014 compared to the same period in the prior year primarily due to increases in unrealized market valuation gains related to the super senior CDS portfolio and a decrease in operating expenses, partially offset by declines in net credit valuation adjustments on derivative assets and liabilities. GCM's pre-tax income decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to declines in net credit valuation adjustments on derivative assets and liabilities and declines in unrealized market valuation gains related to the super senior CDS portfolio, partially offset by gains realized upon unwinding certain positions and a decrease in operating expenses. As previously disclosed, a state regulatory agency has requested additional information relating to the unwinding of a position on which we realized gains of $196 million in the nine-month period ended September 30, 2014.

The DIB's pre-tax income increased in the three-month period ended September 30, 2014 compared to the same period in the prior year primarily due to higher fair value appreciation on asset-backed security (ABS) collateralized debt obligation (CDOs), an increase in net credit valuation adjustments on assets and liabilities for which the fair value option was elected and lower interest expense on borrowings resulting from redemptions and repurchases of DIB debt in 2014. The increase in pre-tax income in the three-month period ended September 30, 2014 was partially offset by a loss on extinguishment of debt. The DIB's pre-tax income decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to a loss on extinguishment of debt.

TABLE OF CONTENTS

Item 2 / RESULTS OF OPERATIONS

The following table presents reconciliations of pre-tax income (loss) to pre-tax operating income (loss) by reportable segment and after-tax operating income attributable to AIG, which are non-GAAP measures. See Use of Non-GAAP Measures for additional information.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
AIG Property Casualty				
Pre-tax income	**$ 1,207**	$ 1,126	**$ 4,006**	$ 3,945
Net realized capital gains	**(92)**	(50)	**(361)**	(213)
Legal settlements	**(19)**	-	**(27)**	(3)
Other (income) expense – net	**-**	3	**(8)**	(7)
Pre-tax operating income	**$ 1,096**	$ 1,079	**$ 3,610**	$ 3,722
AIG Life and Retirement				
Pre-tax income	**$ 1,931**	$ 1,241	**$ 4,412**	$ 4,530
Legal settlements	**(479)**	-	**(521)**	(467)
Changes in fair value of fixed maturity securities designated to hedge living benefit liabilities, net of interest expense	**(32)**	30	**(162)**	128
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)	**33**	271	**44**	1,482
Net realized capital (gains) losses	**(105)**	(398)	**172**	(1,984)
Pre-tax operating income	**$ 1,348**	$ 1,144	**$ 3,945**	$ 3,689
Other Operations				
Pre-tax income (loss)	**$ (256)**	$ (1,223)	**$ 1,084**	$ (1,353)
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)	**-**	-	**13**	-
Net realized capital (gains) losses	**(126)**	166	**69**	33
Net (gain) loss on sale of divested businesses	**(18)**	-	**(2,168)**	47
Legal reserves	**17**	400	**546**	425
Legal settlements	**(155)**	-	**(143)**	(48)
Loss on extinguishment of debt	**742**	81	**1,014**	459
Aircraft Leasing	**-**	1	**(17)**	(60)
Pre-tax operating income (loss)	**$ 204**	$ (575)	**$ 398**	$ (497)
Total				
Pre-tax operating income of reportable segments and Other Operations	**$ 2,648**	$ 1,648	**$ 7,953**	$ 6,914
Consolidations, eliminations and other adjustments	**(9)**	61	**36**	124
Pre-tax operating income	**2,639**	1,709	**7,989**	7,038
Income tax expense	**(900)**	(307)	**(2,645)**	(1,947)
Noncontrolling interests excluding net realized capital (gains) losses	**6**	19	**15**	(33)
After-tax operating income attributable to AIG	**$ 1,745**	$ 1,421	**$ 5,359**	$ 5,058

98

TABLE OF CONTENTS

Item 2 / RESULTS OF OPERATIONS

PRE-TAX INCOME (LOSS)

(in millions)

AIG PROPERTY CASUALTY		AIG LIFE AND RETIREMENT

PRE-TAX OPERATING INCOME (LOSS)

(in millions)

AIG PROPERTY CASUALTY		AIG LIFE AND RETIREMENT

TABLE OF CONTENTS

AIG PROPERTY CASUALTY

AIG Property Casualty presents its financial information in two operating segments – Commercial Insurance and Consumer Insurance – as well as an Other category.

Commercial Insurance provides insurance solutions for large and small businesses. Commercial Insurance products are primarily distributed through a network of independent retail and wholesale brokers, and through an independent agency network.

Consumer Insurance provides personal insurance solutions for individuals, organizations and families. Products are distributed primarily through agents and brokers, as well as through direct marketing, partner organizations such as bancassurance, and the internet.

The **Other** category consists primarily of run off lines of business, including excess workers' compensation, asbestos and legacy environmental (1986 and prior); certain environmental liability businesses written prior to 2004; operations and expenses not attributable to the Commercial Insurance or Consumer Insurance operating segments; unallocated net investment income; net realized capital gains and losses; other income and expense items; and adverse loss development, net of the related amortization of deferred gains for a retroactive reinsurance arrangement.

See Part I, Item 1. Business – AIG Property Casualty in AIG's 2013 Annual Report for further discussion of AIG Property Casualty's products and geographic regions where it distributes its products.

AIG Property Casualty continues to enhance the value based metrics that provide management with enhanced measures to evaluate its profitability, such as a risk adjusted profitability model. Along with underwriting results, this risk adjusted profitability model incorporates elements of capital allocations, costs of capital and net investment income. AIG Property Casualty believes that such performance measures will allow it to better assess the true economic returns of its business.

AIG Property Casualty Quarterly and Year-to-Date 2014 Highlights

Pre tax operating income increased in the three-month period ended September 30, 2014, compared to the same period in the prior year. Higher net investment income, improved loss experience in Consumer Insurance, a lower Commercial Insurance current accident year loss ratio, as adjusted, and reduced severe losses were partially offset by higher net adverse prior year loss reserve development and higher catastrophe losses. In addition, AIG Property Casualty incurred higher general operating expenses primarily due to an increase in technology-related expenses, including strategic and infrastructure improvement expenses, partially offset by lower employee-related and other operating expenses.

Pre-tax operating income decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to an increase in the frequency of severe losses, higher adverse prior year loss reserve development, higher catastrophe losses and a decrease in net investment income, which were partially offset by improved accident year claim experience in Consumer Insurance.

Net premiums written increased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year primarily due to growth in Commercial Insurance. Excluding the effect of foreign exchange and additional premiums on loss sensitive business, net premiums written increased by approximately three percent and two percent for Commercial Insurance in the three- and nine-month periods ended September 30, 2014, respectively, compared to the same periods in the prior year, reflecting new business growth in Commercial Insurance, particularly in Property and Financial lines. Consumer Insurance net premiums written declined in the nine-month period ended September 30, 2014, due to the effect of foreign exchange as a result of the strengthening of the U.S. dollar against the Japanese yen. Excluding the effect of foreign exchange, net premiums written increased by approximately two percent and three percent for Consumer

TABLE OF CONTENTS

Insurance in the three- and nine-month periods ended September 30, 2014, respectively, compared to the same periods in the prior year, reflecting growth in AIG Fuji Life and personal property in both Japan and U.S., partially offset by a decrease in the U.S. warranty business and decreases in certain classes of A&H business due to strict underwriting discipline.

The loss ratio increased by 0.4 points in the three-month period ended September 30, 2014, compared to the same period in the prior year primarily due to an increase in adverse prior year loss reserve development and higher catastrophe losses which were largely offset by an improvement in accident year loss ratio, as adjusted. The improvement in Commercial Insurance accident year loss ratio, as adjusted, was primarily due to an improvement in Financial lines as well as lower severe losses. The improvement in the Consumer Insurance accident year loss ratio, as adjusted, was primarily due to rate increases, improved claim experience in the Japan automobile business, and rate actions and coverage changes in the U.S. warranty business.

The loss ratio increased by 0.2 points in the nine-month period ended September 30, 2014, compared to the same period in the prior year, primarily due to an increase in the frequency of severe losses and higher catastrophe losses as well as higher adverse prior year loss reserve development. These were partially offset by an improvement in the accident year loss ratio, as adjusted, in Consumer Insurance and an increase in discount for certain workers' compensation reserves in Commercial Insurance. The increase in discount for these reserves improved the loss ratio by approximately 0.5 points compared to the same period in the prior year.

The acquisition ratio decreased by 0.3 points and 0.2 points in the three and nine-month periods ended September 30, 2014, respectively, compared to the same periods in the prior year primarily due to a reduction in expenses of personnel engaged in sales support activities, and lower premium taxes and guaranty fund and other assessments.

The general operating expense ratio increased by 0.3 points and 0.1 point in the three- and nine-month periods ended September 30, 2014, respectively, compared to the same periods in the prior year, primarily due to an increase in technology-related expenses partially offset by lower employee-related and other operating expenses. In addition, general operating expenses for the nine-month period ended September 30, 2013 included the expense of the implementation of a voluntary early retirement plan in Japan.

Net investment income increased by four percent in the three-month period ended September 30, 2014, compared to the same period in the prior year, primarily due to an increase in returns on alternative investments partially offset by the effects of lower reinvestment yields compared to interest rates on matured or sold investments and lower income on investments accounted for under the fair value option.

Net investment income decreased by two percent in the nine-month period ended September 30, 2014, compared to the same period in the prior year primarily due to lower income on investments accounted for under the fair value option and the effects of lower reinvestment yields compared to interest rates on matured or sold investments partially offset by higher returns on alternative investments.

Dividends paid by AIG Property Casualty to AIG Parent in the form of cash and fixed maturity securities were $800 million and $1.5 billion during the three- and nine-month periods ended September 30, 2014, respectively. The fixed maturity securities included investment-grade government, corporate and sovereign bonds, as well as agency RMBS. Additionally, in the nine-month period ended September 30, 2014, AIG Property Casualty paid other non-cash dividends of $178 million to AIG Parent.

TABLE OF CONTENTS

AIG Property Casualty Results

The following table presents AIG Property Casualty results:

	Three Months Ended September 30,		Percentage	Nine Months Ended September 30,		Percentage
(in millions)	**2014**	2013	Change	**2014**	2013	Change
Commercial Insurance						
Underwriting results:						
Net premiums written	**$ 5,496**	$ 5,222	5 %	**$ 16,308**	$ 16,001	2
Increase in unearned premiums	**(152)**	(80)	(90)	**(657)**	(658)	-
Net premiums earned	**5,344**	5,142	4	**15,651**	15,343	2
Claims and claims adjustment expenses incurred	**3,968**	3,692	7	**11,033**	10,706	3
Acquisition expenses	**821**	812	1	**2,451**	2,479	(1)
General operating expenses	**609**	646	(6)	**1,869**	1,858	1
Underwriting income (loss)	**(54)**	(8)	NM	**298**	300	(1)
Net investment income	**627**	618	1	**1,851**	1,886	(2)
Pre-tax operating income	**$ 573**	$ 610	(6) %	**$ 2,149**	$ 2,186	(2)
Consumer Insurance						
Underwriting results:						
Net premiums written	**$ 3,454**	$ 3,441	- %	**$ 10,199**	$ 10,363	(2)
Increase in unearned premiums	**(183)**	(171)	(7)	**(503)**	(430)	(17)
Net premiums earned	**3,271**	3,270	-	**9,696**	9,933	(2)
Claims and claims adjustment expenses incurred	**1,809**	1,922	(6)	**5,567**	5,807	(4)
Acquisition expenses	**853**	852	-	**2,516**	2,544	(1)
General operating expenses	**569**	492	16	**1,564**	1,524	3
Underwriting income	**40**	4	NM	**49**	58	(16)
Net investment income	**91**	89	2	**266**	279	(5)
Pre-tax operating income	**$ 131**	$ 93	41 %	**$ 315**	$ 337	(7)
Other						
Underwriting results:						
Net premiums written	**$ 3**	$ (3)	NM%	**$ (7)**	$ (4)	(75)
Decrease in unearned premiums	**12**	18	(33)	**51**	60	(15)
Net premiums earned	**15**	15	-	**44**	56	(21)
Claims and claims adjustment expenses incurred	**62**	55	13	**271**	248	9
General operating expenses	**108**	90	20	**285**	291	(2)
Underwriting loss	**(155)**	(130)	(19)	**(512)**	(483)	(6)
Net investment income	**547**	506	8	**1,658**	1,682	(1)
Pre-tax operating income	**392**	376	4	**1,146**	1,199	(4)

Net realized capital gains	**92**	50	84	**361**	213	69
Legal settlements	**19**	-	NM	**27**	3	NM
Other income (expense) - net	**-**	(3)	NM	**8**	7	14
Pre-tax income	**$ 503**	$ 423	19 %	**$ 1,542**	$ 1,422	8
Total AIG Property Casualty						
Underwriting results:						
Net premiums written	**$ 8,953**	$ 8,660	3 %	**$ 26,500**	$ 26,360	1
Increase in unearned premiums	**(323)**	(233)	(39)	**(1,109)**	(1,028)	(8)
Net premiums earned	**8,630**	8,427	2	**25,391**	25,332	-
Claims and claims adjustment expenses incurred	**5,839**	5,669	3	**16,871**	16,761	1
Acquisition expenses	**1,674**	1,664	1	**4,967**	5,023	(1)
General operating expenses	**1,286**	1,228	5	**3,718**	3,673	1
Underwriting loss	**(169)**	(134)	(26)	**(165)**	(125)	(32)

102

TABLE OF CONTENTS

Item 2 / results of operations / AIG PROPERTY CASUALTY

Net investment income	**1,265**	1,213	4	**3,775**	3,847	(2)
Pre-tax operating income	**1,096**	1,079	2	**3,610**	3,722	(3)
Net realized capital gains	**92**	50	84	**361**	213	69
Legal settlements	**19**	-	NM	**27**	3	NM
Other income (expense) - net	**-**	(3)	NM	**8**	7	14
Pre-tax income	**$ 1,207**	$ 1,126	7 %	**$ 4,006**	$ 3,945	2 %

NET PREMIUMS WRITTEN*	Pre-Tax oPERATING INCOME
(in millions)	*(in millions)*

* The operations reported as part of Other do not have meaningful levels of Net premiums written.

AIG Property Casualty Quarterly Results

Pre tax operating income increased in the three-month period ended September 30, 2014 compared to the same period in the prior year. Higher net investment income, improved loss experience in Consumer Insurance, a lower Commercial Insurance current accident year loss ratio, as adjusted, and reduced severe losses were partially offset by higher net adverse prior year loss reserve development and higher catastrophe losses. Net adverse prior year loss reserve development including related premium adjustments was $227 million and $70 million in the three-month periods ended September 30, 2014 and 2013, respectively. Catastrophe losses were $284 million and $222 million for the three-month periods ended September 30, 2014 and 2013, respectively. The current accident year losses for the three-month period ended September 30, 2014 included nine severe losses totaling $188 million compared to seven severe losses totaling $211 million in the same period in the prior year. Net investment income increased due to an increase in returns on alternative investments, which was partially offset by the effects of lower reinvestment yields compared to the interest rates on matured or sold investments and lower income on investments accounted for under the fair value option.

Acquisition expenses increased slightly in the three-month period ended September 30, 2014 compared to the same period in the prior year, primarily reflecting an increase in production in Commercial Insurance that was largely offset by a reduction in expenses of personnel engaged in sales support activities as well as lower premium taxes and guaranty fund and other assessments.

General operating expenses increased in the three-month period ended September 30, 2014 compared to the same period in the prior year, primarily due to an increase in technology-related expenses partially offset by reductions in employee-related and other operating expenses.

AIG Property Casualty Year-to-Date Results

Pre tax operating income decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to an increase in underwriting loss as well as a decrease in net investment income. The increase in underwriting loss resulted from an increase in the frequency of severe losses, mostly in Commercial Insurance, higher adverse prior year loss reserve development and higher catastrophe losses, which were partially offset by improved claim experience in Consumer Insurance and a reserve discount benefit. See Discounting of Reserves for further discussion of the discount benefit. The current accident year losses for the nine-month period ended September 30, 2014 included 28 severe losses totaling $567 million compared to 13 severe losses totaling $309 million in the same period in the prior year. Net adverse loss reserve development including related premium adjustments was $375 million and $172 million in the nine-month periods ended September 30, 2014 and 2013, respectively. Catastrophe losses were $685 million and $579 million for the nine-month periods ended September 30, 2014 and 2013, respectively. The loss reserve discount was a benefit of $90 million in the nine-month period ended September 30, 2014 compared to a charge of $16 million in the same period in the prior year. Net investment income decreased due to lower income associated with investments accounted for under the fair value option and the effects of lower reinvestment yields compared to the interest rates on matured or sold investments, which were partially offset by higher returns on alternative investments.

Acquisition expenses decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to the effect of foreign exchange as a result of the strengthening of the U.S. dollar against the Japanese yen. Excluding the effect of foreign exchange, acquisition expenses increased in the nine-month period ended September 30, 2014 compared to the same period in the prior year, as a result of change in business mix to higher value lines, which was partially offset by a reduction in expenses of personnel engaged in sales support activities as well as lower premium taxes and guaranty fund and other assessments in Commercial Insurance.

General operating expenses increased in the nine-month period ended September 30, 2014 compared to the same period in the prior year, primarily due to an increase in technology-related expenses partially offset by reductions in employee-related and other operating expenses. The employee-related expenses in the nine-month period ended September 30, 2013, included a $42 million charge related to the implementation of a voluntary early retirement plan in Japan.

Commercial Insurance Quarterly Results

Pre tax operating income decreased in the three-month period ended September 30, 2014 compared to the same period in the prior year. Lower Commercial Insurance current accident year loss ratio, as adjusted, and reduced severe losses were more than offset by higher net adverse prior year loss reserve development and higher catastrophe losses. Net adverse prior year loss reserve development, including related premium adjustments, was $226 million and $102 million in the three-month periods ended September 30, 2014 and 2013, respectively. Catastrophe losses were $262 million and $182 million in the three-month periods ended September 30, 2014 and 2013, respectively. The current accident year losses for the three-month period ended September 30, 2014 include severe losses of $188 million compared to severe losses of $211 million, which included a single severe loss consisting of property damage and related contingent business interruption claims, totaling $110 million, in the same period in the prior year.

Acquisition expenses increased slightly in the three-month period ended September 30, 2014 compared to the same period in the prior year primarily due to an increase in production, which was largely offset by a reduction in expenses of personnel engaged in sales support activities.

General operating expenses decreased in the three-month period ended September 30, 2014 compared to the same period in the prior year primarily due to a decrease in employee-related and other operating expenses partially offset by increased technology-related expenses.

Commercial Insurance Year-to-Date Results

Pre tax operating income decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year due to decreases in underwriting income and allocated net investment income. The decrease in underwriting income was due to higher accident year losses reflecting an increase in the frequency of severe losses in the Property and Specialty businesses, higher adverse prior year loss reserve development and higher catastrophe losses, which were partially offset by a benefit in reserve discount. The current accident year losses for the nine-month period ended September 30, 2014 included 25 severe losses totaling $526 million compared to 13 severe losses totaling $309 million in the same period in the prior year. Net adverse prior year loss reserve development, including related premium adjustments, was $323 million and

$218 million in the nine-month periods ended September 30, 2014 and 2013, respectively. The loss reserve discount was a benefit of $158 million in the nine-month period ended September 30, 2014, compared to no benefit in the prior year period. Catastrophe losses were $567 million and $522 million in the nine-month periods ended September 30, 2014 and 2013, respectively. Allocated net investment income decreased primarily due to a reduction in net loss reserves and decreases in capital required to support the segment's operations as a result of changes in the mix of business written.

Acquisition expenses decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to lower premium taxes and guaranty fund and other assessments as well as a reduction in expenses of personnel engaged in sales support activities.

General operating expenses increased in the nine-month period ended September 30, 2014 compared to the same period in the prior year, primarily due to an increase in technology-related expenses, partially offset by a decrease in employee-related and other operating expenses. In addition, general operating expenses in the nine-month period ended September 30, 2013 included unusually low bad debt expense.

Consumer Insurance Quarterly Results

Pre tax operating income increased in the three-month period ended September 30, 2014 compared to the same period in the prior year due to an increase in underwriting income. The increase in underwriting income reflected lower current accident year losses and a slight decrease in catastrophe losses partially offset by lower favorable prior year loss reserve development. Net favorable loss reserve development was $12 million in the three-month period ended September 30, 2014 compared to net favorable loss reserve development of $30 million in the same period in the prior year.

Acquisition expenses remained unchanged in the three-month period ended September 30, 2014 compared to the same period in the prior year. Direct marketing expenses, which are included within acquisition expenses, excluding commissions were $109 million for the three-month period ended September 30, 2014 compared to $110 million in the same period in the prior year. These expenses, while not deferrable, are expected to generate business that has an average expected overall persistency of approximately five years and, in Japan, approximately nine years.

General operating expenses increased in the three-month period ended September 30, 2014 compared to the same period in the prior year primarily due to higher expenses related to the ongoing integration of AIG Property Casualty's Japan entities and investment in growth targeted areas, partially offset by a decrease in employee-related and other operating expenses.

Consumer Insurance Year-to-Date Results

Pre tax operating income decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year due to decreases in underwriting income and allocated net investment income. The decrease in underwriting income was primarily due to higher catastrophe and severe losses and lower favorable prior year loss reserve development which were partially offset by improved claim experience in the Japan automobile business and rate actions and coverage changes in the U.S. warranty business. Catastrophe losses in the nine-month period ended September 30, 2014 were $118 million compared to $57 million in the same period in the prior year. Severe losses, which are included in current accident year losses, were $41 million in the nine-month period ended September 30, 2014, compared to zero in the same period in the prior year. Net favorable prior year loss reserve development was $42 million in the nine-month period ended September 30, 2014, compared to $125 million in the same period in the prior year. The decrease in allocated net investment income was due to a decline in risk-free rates used in AIG Property Casualty's investment income allocation model.

Acquisition expenses decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year, primarily due to the effect of foreign exchange as a result of the strengthening of the U.S. dollar against the Japanese yen. Direct marketing expenses excluding commissions, were $304 million for the nine-month period ended September 30, 2014, compared to $335 million in the same period in the prior year. Excluding the effect of foreign exchange, acquisition expenses increased in the nine-month period ended September 30, 2014, compared to the same period in the prior year, as a result of change in business mix and higher costs in growth targeted lines of business.

TABLE OF CONTENTS

Item 2 / results of operations / AIG PROPERTY CASUALTY

General operating expenses increased in the nine-month period ended September 30, 2014 compared to the same period in the prior year due to higher expenses primarily related to the ongoing integration of AIG Property Casualty's Japan entities which were partially offset by the effect of foreign exchange and a decrease in employee-related and other operating expenses.

Other Quarterly Results

Pre tax operating income increased in the three-month period ended September 30, 2014 compared to the same period in the prior year, primarily due to an increase in allocated net investment income partially offset by an increase in general operating expenses. Net adverse prior year loss reserve development was $13 million in the three-month period ended September 30, 2014 compared to favorable development of $2 million in the same period in the prior year.

General operating expenses increased in the three-month period ended September 30, 2014 compared to the same period in the prior year primarily due to higher technology-related expenses.

Other Year-to-Date Results

Pre tax operating income decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to lower allocated net investment income coupled with an increase in net adverse prior year loss reserve development. Net adverse prior year loss reserve development was $94 million in the nine-month period ended September 30, 2014 compared to $79 million in the same period in the prior year.

General operating expenses decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to a decrease in employee-related expenses partially offset by higher technology-related expenses. In the nine-month period ended September 30, 2013, AIG Property Casualty incurred a $42 million charge related to the implementation of a voluntary early retirement plan in Japan.

AIG Property Casualty Net Premiums Written

The following table presents AIG Property Casualty net premiums written by major line of business:

(in millions)	Three Months Ended September 30, 2014	2013	Percentage Change	Nine Months Ended September 30, 2014	2013	Percentag Chang

Commercial Insurance						
Casualty	**$ 1,964**	$ 1,924	2 %	**$ 5,980**	$ 6,278	(5
Property	**1,480**	1,350	10	**4,139**	3,803	9
Specialty	**907**	898	1	**2,808**	2,752	2
Financial lines	**1,145**	1,050	9	**3,381**	3,168	7
Total net premiums written	**$ 5,496**	$ 5,222	5 %	**$ 16,308**	$ 16,001	2
Consumer Insurance						
Accident & Health	**$ 1,650**	$ 1,651	- %	**$ 4,933**	$ 5,089	(3
Personal lines	**1,804**	1,790	1	**5,266**	5,274	
Total net premiums written	**$ 3,454**	$ 3,441	- %	**$ 10,199**	$ 10,363	(2
Other	**3**	(3)	NM	**(7)**	(4)	(75
Total AIG Property Casualty net premiums written	**$ 8,953**	$ 8,660	3 %	**$ 26,500**	$ 26,360	1

TABLE OF CONTENTS

Item 2 / results of operations / AIG PROPERTY CASUALTY

Worldwide NET PREMIUMS WRITTEN by Line of Business

(in millions)

Commercial Insurance

Consumer Insurance

Commercial Insurance Quarterly and Year-to-Date Net Premiums Written

Commercial Insurance net premiums written increased during the three- and nine-month periods ended September 30, 2014, reflecting new business increases related to targeted growth products in Property and Financial lines. Commercial Insurance continued to focus on the execution of its strategic objectives.

AIG Property Casualty entered into a catastrophe bond reinsurance transaction, effective as of January 1, 2014, with Tradewynd Re Ltd., which provides AIG Property Casualty with up to $400 million of indemnity reinsurance protection against

TABLE OF CONTENTS

U.S., Gulf of Mexico and Caribbean named storms, and U.S. and Canadian earthquakes. To fund its potential obligations to AIG Property Casualty, Tradewynd Re Ltd. issued three tranches of notes. The transaction provides AIG Property Casualty with fully collateralized coverage against losses from the events described above on a per-occurrence basis through December 2016. However, the transaction has the effect of reducing net premiums written as further discussed below.

Casualty net premiums written increased in the three-month period ended September 30, 2014 compared to the same period in the prior year primarily due to additional premium associated with prior year loss reserve development in the loss-sensitive business, which increased by $90 million. Excluding the effect of foreign exchange and additional premiums on loss sensitive business, net premiums written decreased by three percent in the three-month period ended September 30, 2014 compared to the same period in the prior year. The decrease was primarily due to the declining rate environment and increased competition, coupled with the effect on renewals from AIG Property Casualty's strategy to enhance risk selection, particularly in the Americas, which were partially offset by new business growth in EMEA.

Net premiums written decreased in nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to the declining rate environment and increased competition, coupled with the effect on renewals from AIG Property Casualty's strategy to enhance risk selection, particularly in the Americas. Strong growth and new writings in certain lines of business, particularly in EMEA, were more than offset by rate declines or market compression in others. Overall rate increases in retained business, especially in the U.S. and Canada, partially offset these rate declines.

Property net premiums written increased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year primarily due to new business increases in targeted growth products, improvement in retention in renewal business and changes to optimize AIG Property Casualty's reinsurance structure as part of its decision to retain more favorable risks while continuing to manage aggregate exposure particularly in the U.S. and EMEA.

Net premiums written in the nine-month period ended September 30, 2014 reflected the effect of the catastrophe bond reinsurance transactions described above. Catastrophe bond reinsurance transactions reduced net premiums written by $56 million and $140 million in the nine-month periods ended September 30, 2014 and 2013, respectively.

Specialty net premiums written increased slightly in the three- and nine-month periods ended September 30, 2014, compared to the same periods in the prior year primarily reflecting new business increases related to targeted growth products, including growth in small and medium sized enterprise markets in the Americas region.

Financial lines net premiums written increased in the three- and nine-month periods ended September 30, 2014, compared to the same periods in the prior year reflecting growth in new business related to targeted growth products across all regions, as well as a favorable rate environment in the U.S.

Consumer Insurance Quarterly and Year-to-Date Net Premiums Written

Consumer Insurance net premiums written, excluding the effect of foreign exchange, increased in the three- and nine-month periods ended September 30, 2014, compared to the same periods in the prior year as the business continued to grow through multiple product and distribution channels. In the three- and nine-month periods ended September 30, 2014, direct marketing accounted for approximately 15 percent and 16 percent of Consumer Insurance net premiums written, respectively.

A&H net premiums written, excluding the effect of foreign exchange, increased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year. The increase in net premiums written was due to the continued growth of AIG Fuji Life, partially offset by decreases in certain classes of business due to strict underwriting discipline.

Personal lines net premiums written, excluding the effect of foreign exchange, increased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year. The increase was primarily due to new business sales and changes in reinsurance programs to retain more favorable business in Japan personal property, increased rates and improved retention in U.S. private client group, and continued growth of automobile business outside of Japan, partially offset by declines in the U.S. warranty business.

TABLE OF CONTENTS

Item 2 / results of operations / AIG PROPERTY CASUALTY

AIG Property Casualty Net Premiums Written by Region

The following table presents AIG Property Casualty's net premiums written by region:

(in millions)	Three Months Ended September 30, 2014	2013	Percentage Change in U.S. dollars	Percentage Change in Original Currency	Nine Months Ended September 30, 2014	2013	Percentage Change in U.S. dollars
Commercial Insurance:							
Americas	**$ 3,637**	$ 3,548	3 %	3 %	**$ 10,545**	$ 10,627	(1) %
Asia Pacific	**588**	523	12	13	**1,545**	1,540	-
EMEA	**1,271**	1,151	10	8	**4,218**	3,834	10
Total net premiums written	**$ 5,496**	$ 5,222	5 %	5 %	**$ 16,308**	$ 16,001	2 %
Consumer Insurance:							
Americas	**$ 1,019**	$ 1,085	(6) %	(4) %	**$ 2,966**	$ 2,990	(1) %
Asia Pacific	**1,954**	1,900	3	6	**5,635**	5,858	(4)
EMEA	**481**	456	5	3	**1,598**	1,515	5
Total net premiums written	**$ 3,454**	$ 3,441	- %	2 %	**$ 10,199**	$ 10,363	(2) %
Other:							
Americas	**$ 4**	$ (3)	NM%	NM%	**$ (6)**	$ (4)	(50) %
Asia Pacific	**(1)**	-	NM	NM	**(1)**	-	NM
Total net premiums written	**$ 3**	$ (3)	NM%	NM%	**$ (7)**	$ (4)	(75) %
Total AIG Property Casualty:							
Americas	**$ 4,660**	$ 4,630	1 %	1 %	**$ 13,505**	$ 13,613	(1) %
Asia Pacific	**2,541**	2,423	5	7	**7,179**	7,398	(3)
EMEA	**1,752**	1,607	9	7	**5,816**	5,349	9
Total net premiums written	**$ 8,953**	$ 8,660	3 %	4 %	**$ 26,500**	$ 26,360	1 %

WORLDWIDE NET PREMIUMS WRITTEN BY REGION *(in millions)*

TABLE OF CONTENTS

Item 2 / results of operations / AIG PROPERTY CASUALTY

AIG Property Casualty's business is transacted in most major foreign currencies. The following table presents the quarterly weighted average exchange rates of the currencies that have the most significant impact to our businesses:

	Three Months Ended September 30,		Percentage	Nine Months Ended September 30,		Percentage
Rate for 1 USD	**2014**	2013	Change	**2014**	2013	Change
Currency:						
JPY	**102.24**	97.84	4 %	**102.53**	93.14	10 %
EUR	**0.74**	0.77	(4) %	**0.73**	0.76	(4) %
GBP	**0.59**	0.66	(11) %	**0.60**	0.65	(8) %

The Americas net premiums written increased in the three-month period ended September 30, 2014 compared to the same period in the prior year primarily due to increases in new business growth in Property and Financial lines in Commercial Insurance, which were mostly offset by decreases in Consumer Insurance accident and health and U.S. warranty businesses. The Americas net premiums written decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to decreases in new business growth and rate pressure in Commercial Insurance, particularly in the Casualty business, as well as a decrease in U.S warranty business in Consumer Insurance. Additionally, for the nine-month period ended September 30, 2014, the decrease in net premiums written was partially offset by the effect of catastrophe bond reinsurance transactions.

Asia Pacific net premiums written increased in the three-month period ended September 30, 2014 compared to the same period in the prior year primarily reflecting growth in both Commercial and Consumer Insurance across all lines of businesses, particularly from Japan.

Asia Pacific net premiums written decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to the strengthening of the U.S. dollar against the Japanese yen. Excluding the effect of foreign exchange, net premiums written increased, primarily due to growth of AIG Fuji Life and new business sales and changes in reinsurance programs to retain more favorable business in Japan personal property in Consumer Insurance.

EMEA net premiums written increased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year due to Commercial Insurance new business growth, particularly in Property, Casualty and Financial lines, and rate improvements on retained business, as well as growth in Consumer Insurance Personal lines, primarily in the automobile business.

TABLE OF CONTENTS

Item 2 / results of operations / AIG PROPERTY CASUALTY

AIG Property Casualty Underwriting Ratios

The following tables present the AIG Property Casualty combined ratios based on GAAP data and reconciliation to the accident year combined ratio, as adjusted:

	Three Months Ended September 30,		Increase	Nine Months Ended September 30,		Increase
	2014	2013	(Decrease)	**2014**	2013	(Decrease)
Commercial Insurance						
Loss ratio	**74.3**	71.8	2.5	**70.5**	69.8	0.7
Catastrophe losses and reinstatement premiums	**(4.9)**	(3.5)	(1.4)	**(3.6)**	(3.4)	(0.2)
Prior year development net of premium adjustments	**(4.9)**	(2.1)	(2.8)	**(2.4)**	(1.8)	(0.6)
Net reserve discount benefit	**0.3**	-	0.3	**1.0**	-	1.0
Accident year loss ratio, as adjusted	**64.8**	66.2	(1.4)	**65.5**	64.6	0.9
Acquisition ratio	**15.4**	15.8	(0.4)	**15.7**	16.2	(0.5)
General operating expense ratio	**11.4**	12.6	(1.2)	**11.9**	12.1	(0.2)
Expense ratio	**26.8**	28.4	(1.6)	**27.6**	28.3	(0.7)
Combined ratio	**101.1**	100.2	0.9	**98.1**	98.1	-
Catastrophe losses and reinstatement premiums	**(4.9)**	(3.5)	(1.4)	**(3.6)**	(3.4)	(0.2)
Prior year development net of premium adjustments	**(4.9)**	(2.1)	(2.8)	**(2.4)**	(1.8)	(0.6)
Net reserve discount benefit	**0.3**	-	0.3	**1.0**	-	1.0
Accident year combined ratio, as adjusted	**91.6**	94.6	(3.0)	**93.1**	92.9	0.2
Consumer Insurance						
Loss ratio	**55.3**	58.8	(3.5)	**57.4**	58.5	(1.1)
Catastrophe losses and reinstatement premiums	**(0.7)**	(1.2)	0.5	**(1.2)**	(0.6)	(0.6)
Prior year development net of premium adjustments	**0.4**	0.9	(0.5)	**0.4**	1.2	(0.8)
Accident year loss ratio, as adjusted	**55.0**	58.5	(3.5)	**56.6**	59.1	(2.5)
Acquisition ratio	**26.1**	26.1	-	**25.9**	25.6	0.3
General operating expense ratio	**17.4**	15.0	2.4	**16.1**	15.3	0.8
Expense ratio	**43.5**	41.1	2.4	**42.0**	40.9	1.1
Combined ratio	**98.8**	99.9	(1.1)	**99.4**	99.4	-
Catastrophe losses and reinstatement premiums	**(0.7)**	(1.2)	0.5	**(1.2)**	(0.6)	(0.6)
Prior year development net of premium adjustments	**0.4**	0.9	(0.5)	**0.4**	1.2	(0.8)
Accident year combined ratio, as adjusted	**98.5**	99.6	(1.1)	**98.6**	100.0	(1.4)
Total AIG Property Casualty						

Loss ratio	**67.7**	67.3	0.4	**66.4**	66.2	0.2
Catastrophe losses and reinstatement premiums	**(3.3)**	(2.7)	(0.6)	**(2.7)**	(2.3)	(0.4)
Prior year development net of premium adjustments	**(3.1)**	(0.8)	(2.3)	**(1.7)**	(0.9)	(0.8)
Net reserve discount benefit	**-**	(0.1)	0.1	**0.4**	(0.1)	0.5
Accident year loss ratio, as adjusted	**61.3**	63.7	(2.4)	**62.4**	62.9	(0.5)
Acquisition ratio	**19.4**	19.7	(0.3)	**19.6**	19.8	(0.2)
General operating expense ratio	**14.9**	14.6	0.3	**14.6**	14.5	0.1
Expense ratio	**34.3**	34.3	-	**34.2**	34.3	(0.1)
Combined ratio	**102.0**	101.6	0.4	**100.6**	100.5	0.1
Catastrophe losses and reinstatement premiums	**(3.3)**	(2.7)	(0.6)	**(2.7)**	(2.3)	(0.4)
Prior year development net of premium adjustments	**(3.1)**	(0.8)	(2.3)	**(1.7)**	(0.9)	(0.8)
Net reserve discount benefit	**-**	(0.1)	0.1	**0.4**	(0.1)	0.5
Accident year combined ratio, as adjusted	**95.6**	98.0	(2.4)	**96.6**	97.2	(0.6)

TABLE OF CONTENTS

Item 2 / results of operations / AIG PROPERTY CASUALTY

Commercial insurance ratios **Three Months Ended September 30,**	**Nine Months Ended September 30,**

112

TABLE OF CONTENTS

Item 2 / results of operations / AIG PROPERTY CASUALTY

CoNSUMER insurance ratios Three Months Ended September 30,	Nine Months Ended September 30,

Given the nature of the lines of business and the expenses included in Other, AIG Property Casualty determined that the traditional underwriting measures of loss ratio, acquisition ratio, general operating expense ratio and combined ratio do not provide a relevant measure of underwriting performance.

Therefore, these ratios are not presented for Other.

TABLE OF CONTENTS

Item 2 / results of operations / AIG PROPERTY CASUALTY

The following tables present AIG Property Casualty accident year catastrophe and severe losses by region and the number of events:

Catastrophes*

(in millions)	# of Events	Americas	Asia Pacific	EMEA	Total
Three Months Ended September 30, 2014					
Flooding	**2**	**$ 37**	**$ -**	**$ -**	**$ 37**
Windstorms and hailstorms	**5**	**152**	**31**	**12**	**195**
Earthquakes	**1**	**50**	**-**	**-**	**50**
Reinstatement premiums		**-**	**-**	**2**	**2**
Total catastrophe-related charges	**8**	**$ 239**	**$ 31**	**$ 14**	**$ 284**
Commercial Insurance		**$ 227**	**$ 21**	**$ 14**	**$ 262**
Consumer Insurance		**$ 12**	**$ 10**	**$ -**	**$ 22**
Three Months Ended September 30, 2013					
Flooding	2	$ 106	$ -	$ -	$ 106
Windstorms and hailstorms	3	29	40	34	103
Wildfire	1	13	-	-	13
Total catastrophe-related charges	6	$ 148	$ 40	$ 34	$ 222
Commercial Insurance		$ 129	$ 21	$ 32	$ 182
Consumer Insurance		$ 19	$ 19	$ 2	$ 40
Nine Months Ended September 30, 2014					
Flooding	**2**	**$ 37**	**$ -**	**$ -**	**$ 37**
Windstorms and hailstorms	**14**	**442**	**120**	**34**	**596**
Earthquakes	**1**	**50**	**-**	**-**	**50**
Reinstatement premiums		**-**	**-**	**2**	**2**
Total catastrophe-related charges	**17**	**$ 529**	**$ 120**	**$ 36**	**$ 685**
Commercial Insurance		**$ 466**	**$ 66**	**$ 35**	**$ 567**
Consumer Insurance		**$ 63**	**$ 54**	**$ 1**	**$ 118**
Nine Months Ended September 30, 2013					
Flooding	6	$ 217	$ 9	$ 1	$ 227
Windstorms and hailstorms	7	218	40	81	339
Wildfire	1	13	-	-	13
Total catastrophe-related charges	14	$ 448	$ 49	$ 82	$ 579
Commercial Insurance		$ 415	$ 30	$ 77	$ 522
Consumer Insurance		$ 33	$ 19	$ 5	$ 57

* Catastrophes are generally weather or seismic events having a net impact on AIG Property Casualty in excess of $10 million each.

Severe Losses*

(in millions)	# of Events		Americas		Asia Pacific		EMEA		Total
Three Months Ended September 30, 2014									
Commercial Insurance	**9**	**$**	**62**	**$**	**18**	**$**	**108**	**$**	**188**
Consumer Insurance	**-**		**-**		**-**		**-**		**-**
Total severe losses	**9**	**$**	**62**	**$**	**18**	**$**	**108**	**$**	**188**
Three Months Ended September 30, 2013									
Commercial Insurance	7	$	10	$	131	$	70	$	211
Consumer Insurance	-		-		-		-		-
Total severe losses	7	$	10	$	131	$	70	$	211

TABLE OF CONTENTS

Item 2 / results of operations / AIG PROPERTY CASUALTY

Nine Months Ended September 30, 2014									
Commercial Insurance	**25**	**$**	**170**	**$**	**73**	**$**	**283**	**$**	**526**
Consumer Insurance	**3**		**37**		**4**		**-**		**41**
Total severe losses	**28**	**$**	**207**	**$**	**77**	**$**	**283**	**$**	**567**
Nine Months Ended September 30, 2013									
Commercial Insurance	13	$	50	$	151	$	108	$	309
Consumer Insurance	-		-		-		-		-
Total severe losses	13	$	50	$	151	$	108	$	309

* Severe losses are defined as non-catastrophe individual first party losses and surety losses greater than $10 million, net of related reinsurance and salvage and subrogation.

Commercial Quarterly and Year-to-Date Insurance Ratios

The combined ratio increased by 0.9 points in the three-month period ended September 30, 2014, compared to the same period in the prior year due primarily to an increase in the loss ratio. The loss ratio increased by 2.5 points in the three-month period ended September 30, 2014, compared to the same period in the prior year, primarily due to higher adverse net prior year loss reserve development and higher catastrophe losses. The combined ratio remained unchanged for the nine-month period ended September 30, 2014 compared to the same period in the prior year reflecting an increase in the loss ratio offset by a decrease in the expense ratio.

The accident year combined ratio, as adjusted, decreased by 3.0 points in the three-month period ended September 30, 2014, compared to the same period in the prior year primarily due to a lower accident year loss ratio, as adjusted, and an improvement in expense ratio. The accident year combined ratio, as adjusted, increased by 0.2 points in the nine-month period ended September 30, 2014, compared to the same period in the prior year primarily due to higher accident year loss ratio, as adjusted.

The accident year loss ratio, as adjusted, decreased by 1.4 points in the three-month period ended September 30, 2014, compared to the same period in the prior year primarily due to an improvement in Financial lines and lower severe losses which were partially offset by an increase in frequency of non-severe losses in Property and Specialty business, particularly in the Americas and EMEA. Severe losses represented approximately 3.5 points and 4.1 points of the accident year loss ratio, as adjusted, in the three-month periods ended September 30, 2014 and 2013, respectively.

The accident year loss ratio, as adjusted, increased by 0.9 points in the nine-month period ended September 30, 2014, compared to the same period in the prior year primarily due to higher frequency in severe losses, particularly in Property and Specialty businesses. Severe losses represented approximately 3.4 points and 2.0 points of the accident year loss ratio, as adjusted, in the nine-month periods ended September 30, 2014 and 2013, respectively.

The acquisition ratio decreased by 0.4 points and 0.5 points in the three- and nine- month periods ended September 30, 2014, respectively, compared to the same periods in the prior year primarily due to a reduction in expenses of personnel engaged in sales support activities, lower premium taxes and guaranty fund and other assessments.

The general operating expense ratio decreased by 1.2 points and 0.2 points in the three- and nine- month periods ended September 30, 2014, respectively, compared to the same periods in the prior year, due to a decrease in employee-related and other operating expenses, partially offset by an increase in technology-related expenses. In addition, the general operating expense ratio in the nine-month period ended September 30, 2013 benefitted from unusually low bad debt expense.

Consumer Quarterly and Year-to-Date Insurance Ratios

The combined ratio decreased by 1.1 points in the three-month period ended September 30, 2014 compared to the same period in the prior year, primarily due to a lower loss ratio, as discussed below. In the nine-month period ended September 30, 2014, the combined ratio remained unchanged compared to the same period in the prior year reflecting a lower loss ratio offset by a higher expense ratio.

TABLE OF CONTENTS

Item 2 / results of operations / AIG PROPERTY CASUALTY

The accident year combined ratio, as adjusted, decreased by 1.1 points and 1.4 points in the three- and nine-month periods ended September 30, 2014, respectively, due to lower accident year loss ratios, as adjusted, compared to the same periods in the prior year.

The accident year loss ratio, as adjusted, decreased by 3.5 points and 2.5 points in the three- and nine-month periods ended September 30, 2014, respectively, compared to the same periods in the prior year, primarily as a result of rate increases and improved claim experience in the Japan automobile business, and rate actions and coverage changes in the U.S. warranty business. The severe losses of $41 million, resulting largely from three fire claims, accounted for 0.4 points of the accident year loss ratio, as adjusted, in the nine-month period ended September 30, 2014.

The acquisition ratio remained unchanged in the three-month period ended September 30, 2014 compared to the same period in the prior year. The acquisition ratio increased by 0.3 points in the nine-month period ended September 30, 2014 compared to the same period in the prior year, primarily due to the combined effect of the change in business mix and higher acquisition costs in growth-targeted lines of business.

The general operating expense ratio increased by 2.4 points and 0.8 points in the three- and nine-month periods ended September 30, 2014, respectively, compared to the same periods in the prior year, due to higher expenses related to the ongoing integration of AIG Property Casualty's Japan entities and investment in targeted growth areas, partially offset by a decrease in employee-related and other operating expenses.

AIG Property Casualty Net Investment Income and Net Realized Capital Gains (Losses)

The following table presents AIG Property Casualty's net investment income and net realized capital gains (losses):

	Three Months Ended September 30,		Percentage	Nine Months Ended September 30,		Percentage
(in millions)	**2014**	2013	Change	**2014**	2013	Change
Net Investment Income by Component						
Interest and dividends	**$ 1,014**	$ 1,071	(5) %	**$ 2,959**	$ 3,083	(4) %
Alternative investments	**194**	69	181	**651**	567	15
Fair value option assets	**29**	88	(67)	**108**	203	(47)
Other income (loss) - net	**28**	(15)	NM	**57**	(6)	NM
Total net investment income	**$ 1,265**	$ 1,213	4 %	**$ 3,775**	$ 3,847	(2) %
Net Investment Income by Operating Segment						

Commercial Insurance	**$ 627**	$ 618	1 %	**$ 1,851**	$ 1,886	(2) %
Consumer Insurance	**91**	89	2	**266**	279	(5)
Other	**547**	506	8	**1,658**	1,682	(1)
Total net investment income	**$ 1,265**	$ 1,213	4 %	**$ 3,775**	$ 3,847	(2) %
Net realized capital gains	**$ 92**	$ 50	84 %	**$ 361**	$ 213	69 %

AIG Property Casualty 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 the Other category. Invested assets are not segregated or otherwise separately identified for the Commercial Insurance and Consumer Insurance operating segments.

Investment income is allocated to the Commercial Insurance and Consumer Insurance operating segments based on an internal investment income allocation model. The model estimates investable funds based primarily on loss reserves, unearned premiums and a capital allocation for each segment. The investment income allocation is calculated based on the estimated investable funds and risk free yields (plus a liquidity 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 attributed to the Commercial Insurance or the Consumer Insurance operating segments are assigned to the Other category.

Net realized capital gains (losses) and Other income (expense) — net are not allocated to Commercial Insurance and Consumer Insurance, but are reported as part of the Other category.

TABLE OF CONTENTS

Quarterly and Year-to-Date Net Investment Income

Net investment income is influenced by a number of factors, including equity market performance, changes in overall asset allocation, changes in the timing and amount of expected cash flows on certain structured securities, and the movements of interest rates. Net investment income increased by $52 million, or four percent in the three-month period ended September 30, 2014, compared to the same period in the prior year, primarily due to higher income on alternative investments, driven by stronger equity market performance partially offset by lower income associated with investments accounted for under the fair value option as well as a decrease in interest income. The decrease in interest rates during the three- and nine-month periods ended September 30, 2014 was primarily offset by continued portfolio diversification, which helped mitigate the effects of higher interest rates on matured or sold investments versus reinvestment yields.

Net investment income decreased by $72 million, or two percent in the nine-month period ended September 30, 2014, compared to the same period in the prior year, primarily due to lower income associated with investments accounted for under the fair value option as the prior year period included a $58 million gain related to the PICC P&C rights offering in June 2013 and the effects of lower reinvestment yields partially offset by higher income on alternative investments. The decrease in interest rates during the three- and nine-month periods ended September 30, 2014 was primarily offset by continued portfolio diversification, which helped mitigate the effects of higher interest rates on matured or sold investments versus reinvestment yields.

Corporate debt securities continued to be the largest asset category. AIG Property Casualty continued to focus on risk weighted opportunistic investments in higher yielding assets such as structured securities and mortgage loans. In addition, AIG Property Casualty continued to maintain a defensive strategy on the rise of interest rates since the first quarter of 2013 by continuing to invest in floating rate securities. This asset diversification has maintained stable average yields while the overall credit ratings of AIG Property Casualty's fixed maturity securities were largely unchanged. AIG Property Casualty expects to continue to refine its investment strategy during the remainder of 2014 to meet its liquidity, duration and credit quality objectives as well as current risk return and tax objectives.

The fair value of AIG Property Casualty's invested assets portfolio increased compared to December 31, 2013, primarily due to an increase in unrealized appreciation, which was driven by lower interest rates and the narrowing of investment grade credit spreads.

Quarterly and Year-to-Date Net Realized Capital Gains (Losses)

Net realized capital gains increased in the three and nine-month periods ended September 30, 2014 compared to the same periods in the prior year, primarily due to gains on sales of securities, which were accomplished along with AIG Property Casualty's portfolio diversification and derisking strategy. In addition to the higher overall gains on sales of securities, gains were also recorded on derivatives used to

economically hedge foreign currency positions compared to losses in the same period in the prior year.
AIG Property Casualty recognized other than temporary impairment charges of $18 million and $53 million in the three- and nine-month periods ended September 30, 2014, respectively, slightly higher than the same periods in the prior year.

Liability for Unpaid Claims and Claims Adjustment Expense

The following discussion of the consolidated liability for unpaid claims and claims adjustment expense (loss reserves) presents loss reserves for AIG Property Casualty, as well as the loss reserves pertaining to the Mortgage Guaranty reporting unit, which is reported in Other Operations.

TABLE OF CONTENTS

Item 2 / results of operations / Liability for Unpaid Claims and Claims Adjustment Expense

The following table presents the components of AIG's gross loss reserves by major lines of business on a U.S. statutory basis*:

(in millions)	September 30, 2014	December 31, 2013
Other liability occurrence (including asbestos and environmental)	**$ 19,856**	$ 21,023
International	**17,223**	17,126
Workers' compensation (net of discount)	**14,756**	15,390
Other liability claims made	**10,252**	10,645
Property	**3,683**	4,111
Auto liability	**2,502**	2,581
Products liability	**1,453**	1,463
Medical malpractice	**1,587**	1,714
Mortgage guaranty / credit	**1,104**	1,348
Accident and health	**1,340**	1,378
Commercial multiple peril	**1,886**	1,886
Aircraft	**1,424**	1,276
Fidelity/surety	**545**	538
Other	**1,063**	1,068
Total	**$ 78,674**	$ 81,547

* Presented by lines of business pursuant to statutory reporting requirements as prescribed by the National Association of Insurance Commissioners.

Gross loss reserves represent the accumulation of estimates of ultimate losses, including estimates for incurred but not reported (IBNR) and loss expenses, less applicable discount for future investment income. AIG Property Casualty regularly reviews and updates the methods and assumptions used to determine loss reserve estimates and to establish the resulting reserves. Any adjustments resulting from this review are reflected in pre tax operating income. Because loss reserve estimates are subject to the outcome of future events, changes in estimates are unavoidable given that loss trends vary and time is often required for changes in trends to be recognized and confirmed. Reserve changes that increase prior years' estimates of ultimate cost are referred to as unfavorable or adverse development or reserve strengthening. Reserve changes that decrease prior years' estimates of ultimate cost are referred to as favorable development.

The net loss reserves represent loss reserves reduced by estimated salvage and subrogation, reinsurance recoverable, net of an allowance for unrecoverable reinsurance, and applicable discount for future investment income.

The following table presents the components of net loss reserves:

	September 30,	December 31,

(in millions)	**2014**	2013
Gross loss reserves before reinsurance and discount	**$ 82,319**	$ 85,102
Less: discount	**(3,645)**	(3,555)
Gross loss reserves, net of discount, before reinsurance	**78,674**	81,547
Less: reinsurance recoverable*	**(16,310)**	(17,231)
Net liability for unpaid claims and claims adjustment expense	**$ 62,364**	$ 64,316

* Includes $1.5 billion and $1.6 billion of reinsurance recoverable under a retroactive reinsurance agreement at September 30, 2014 and December 31, 2013, respectively.

Gross loss reserves before reinsurance and discount are net of contractual deductible recoverable amounts due from policyholders of approximately $12.4 billion and $12.0 billion at September 30, 2014 and December 31, 2013, respectively. These recoverable amounts are related to certain policies with high deductibles, primarily for U.S. commercial casualty business, where AIG Property Casualty manages and pays the entire claim on behalf of the insured and is reimbursed by the insured for the deductible portion of the claim. At September 30, 2014 and December 31, 2013, AIG Property Casualty held collateral totaling $9.6 billion and $9.0 billion, respectively, for these deductible recoverable amounts, consisting primarily of letters of credit and assets in trusts.

TABLE OF CONTENTS

Item 2 / results of operations / Liability for Unpaid Claims and Claims Adjustment Expense

The following table classifies the components of net loss reserves by business unit[(a)]:

(in millions)		September 30, 2014		December 31, 2013
AIG Property Casualty:				
Commercial Insurance				
Casualty	$	**33,730**	$	34,494
Financial lines		**9,644**		9,803
Specialty		**5,660**		5,485
Property		**4,157**		4,293
Total Commercial Insurance[(b)]		**53,191**		54,075
Consumer Insurance				
Personal lines		**2,994**		3,385
Accident and health		**2,016**		2,094
Total Consumer Insurance[(b)]		**5,010**		5,479
Other		**3,095**		3,475
Total AIG Property Casualty		**61,296**		63,029
Other Operations - Mortgage Guaranty		**1,068**		1,287
Net liability for unpaid claims and claims adjustment expense	$	**62,364**	$	64,316

(a) Excludes future policyholder benefits of $3.6 billion and $3.5 billion at September 30, 2014 and December 31, 2013, respectively.

(b) The December 31, 2013 balances have been reclassified between lines of businesses of Commercial Insurance and Consumer Insurance. The impact of this correction was a total decrease of $325 million in Commercial Insurance and a corresponding increase in Consumer Insurance, with no income statement or balance sheet impact.

Discounting of Reserves

The following table presents the components of AIG Property Casualty's loss reserve discount included above:

	September 30, 2014						December 31, 2013					
(in millions)		Commercial Insurance		Other		Total		Commercial Insurance		Other		Total
U.S. workers' compensation:												
Tabular	$	**597**	$	**201**	$	**798**	$	597	$	201	$	798
Non-tabular		**1,780**		**1,051**		**2,831**		1,622		1,102		2,724
Asbestos		**-**		**16**		**16**		-		33		33
Total reserve discount	$	**2,377**	$	**1,268**	$	**3,645**	$	2,219	$	1,336	$	3,555

The following table presents the net reserve discount benefit (charge):

	Three Months Ended September 30,						Nine Months Ended Sept			
	2014			2013			**2014**			
(in millions)	**Commercial Insurance**	**Other**	**Total**	Commercial Insurance	Other	Total	**Commercial Insurance**	**Other**	**Total**	Comme Insur
Change in loss reserve discount - current accident year	**$ 68**	**$ -**	**$ 68**	$ 71	$ -	$ 71	**$ 203**	**$ -**	**$ 203**	$
Change in loss reserve discount - prior year development	**-**	**-**	**-**	-	-	-	**110**	**(15)**	**95**	
Accretion of reserve discount	**(52)**	**(16)**	**(68)**	(71)	(6)	(77)	**(155)**	**(53)**	**(208)**	(
Net reserve discount benefit (charge)	**$ 16**	**$ (16)**	**$ -**	$ -	$ (6)	$ (6)	**$ 158**	**$ (68)**	**$ 90**	$

119

TABLE OF CONTENTS

Item 2 / results of operations / Liability for Unpaid Claims and Claims Adjustment Expense

Commencing January 1, 2014, AIG Property Casualty merged its two internal pooling arrangements into one pool, and changed the participation percentages of the pool members. This resulted in an additional workers' compensation loss reserve discount benefit of approximately $110 million recorded during the first quarter of 2014. As a result of changes in the participation percentages and domiciliary states of the participants of the combined pool, a portion of the workers' compensation reserves that had been held in New York subsidiaries and discounted pursuant to New York discounting rules which generally do not permit non-tabular discounting on IBNR and prescribe a fixed 5 percent discount rate for application to case reserves, are now held in Pennsylvania and Delaware subsidiaries and discounted pursuant to Pennsylvania and Delaware rules. Pennsylvania discounting rules permit non-tabular discounting on IBNR and allow a variable discount rate for application to case reserves. AIG Property Casualty received a permitted practice from the Delaware Department of Insurance to allow discounting on the same basis as its Pennsylvania domiciled companies.

Quarterly Reserving Conclusion

AIG net loss reserves represent our best estimate of our liability for net losses and loss expenses as of September 30, 2014. While we regularly review the adequacy of established loss reserves, there can be no assurance that our ultimate loss reserves will not develop adversely and materially exceed our loss reserves as of September 30, 2014. In our opinion, such adverse development and resulting increase in reserves are not likely to have a material adverse effect on our consolidated financial condition, although such events could have a material adverse effect on our consolidated results of operations for an individual reporting period.

The following table presents the rollforward of net loss reserves:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
Net liability for unpaid claims and claims adjustment expense at beginning of period	**$ 63,090**	$ 65,592	**$ 64,316**	$ 68,782
Foreign exchange effect	**(46)**	29	**(2)**	(880)
Other, including dispositions	**-**	-	**-**	(79)
Change due to retroactive asbestos reinsurance transaction	**35**	19	**121**	85
Losses and loss expenses incurred:				
Current year, undiscounted	**5,413**	5,539	**16,125**	16,330
Prior years unfavorable development, undiscounted[(a)]	**307**	100	**457**	260
Change in discount	**-**	6	**(90)**	16

Losses and loss expenses incurred[(b)]	**5,720**	5,645	**16,492**	16,606
Losses and loss expenses paid[(b)]	**6,435**	6,507	**18,563**	19,736
Net liability for unpaid claims and claims adjustment expense at end of period	**$ 62,364**	$ 64,778	**$ 62,364**	$ 64,778

(a) See tables below for details of prior year development by business unit, accident year and major class of business.

(b) These amounts exclude benefit from retroactive reinsurance.

The following table summarizes development, (favorable) or unfavorable, of incurred losses and loss expenses for prior years, net of reinsurance, by business unit and major class of business:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
Prior accident year development by major class of business:				
Commercial Insurance - U.S. & Canada:				
Excess casualty	**$ (44)**	$ (153)	**$ (34)**	$ (165)
Financial lines including professional liability	**(9)**	(48)	**(76)**	(42)
Environmental (post 1986 - ongoing)	**44**	112	**44**	112

120

TABLE OF CONTENTS

Item 2 / results of operations / Liability for Unpaid Claims and Claims Adjustment Expense

Primary casualty:				
Loss-sensitive	**93**	3	**157**	83
Other	**237**	243	**324**	291
Healthcare	**-**	-	**10**	-
Specialty	**11**	(29)	**109**	(24)
Property excluding natural catastrophes	**13**	(16)	**8**	(79)
Natural catastrophes	**(31)**	(37)	**(104)**	142
All other, net	**17**	66	**60**	75
Total Commercial Insurance - U.S. & Canada	**331**	141	**498**	393
Commercial Insurance International:				
Excess casualty	**-**	(15)	**-**	(15)
Primary casualty	**10**	(20)	**3**	(22)
Financial lines	**-**	43	**119**	33
Specialty	**(9)**	1	**(21)**	(33)
Property excluding natural catastrophes	**(6)**	(16)	**(63)**	7
Natural catastrophes	**(7)**	(24)	**(54)**	(47)
All other, net	**-**	(5)	**(2)**	(15)
Total Commercial Insurance - International	**(12)**	(36)	**(18)**	(92)
Total Commercial Insurance	**319**	105	**480**	301
Consumer Insurance - U.S. & Canada:				
Natural catastrophes	**(1)**	(10)	**(2)**	(57)
All other, net	**(5)**	(10)	**(27)**	(30)
Total Consumer Insurance - U.S. & Canada	**(6)**	(20)	**(29)**	(87)
Consumer Insurance - International:				
Natural catastrophes	**-**	(1)	**(6)**	(3)
All other, net	**(6)**	(9)	**(7)**	(35)
Total Consumer Insurance - International	**(6)**	(10)	**(13)**	(38)
Total Consumer Insurance	**(12)**	(30)	**(42)**	(125)
Other - U.S. & Canada:				
Asbestos and environmental (1986 and prior)	**5**	(2)	**52**	31
Run-off environmental (1987 to 2004)	**-**	-	**23**	37
Total all other, net	**-**	-	**16**	-
Total Other - U.S. & Canada	**5**	(2)	**91**	68
Other - International:				
Asbestos and environmental (1986 and prior)	**2**	-	**(2)**	11
Total all other, net	**6**	-	**5**	-
Total Other - International	**8**	-	**3**	11
Total Other	**13**	(2)	**94**	79
Total AIG Property Casualty	**320**	73	**532**	255

Other Operations - Mortgage Guaranty	**(13)**	27	**(75)**	5
Total prior year unfavorable development	**$ 307**	$ 100	**$ 457**	$ 260
AIG Property Casualty prior year development	**$ 320**	$ 73	**$ 532**	$ 255
Premium adjustments - Commercial Insurance	**(93)**	(3)	**(157)**	(83)
AIG Property Casualty prior year development, net of premium adjustments	**$ 227**	$ 70	**$ 375**	$ 172

Quarterly and Year-to-Date Net Loss Development

In determining the loss development from prior accident years, AIG analyzes and evaluates the change in estimated ultimate loss for each accident year by class of business. For example, if loss emergence for a class of business is different than expected for certain accident years, we examine the indicated effect such emergence would have on the reserves of that class of business. In some cases, the higher or lower than expected emergence may result in no clear change in the ultimate loss estimate for the accident years in question, and no adjustment would be made to the reserves for the class of business for prior accident years. In other cases, the higher or lower than expected emergence may result in a larger change, either

TABLE OF CONTENTS

favorable or unfavorable. As appropriate, we make adjustments for the difference between the actual and expected loss emergence for each accident year. As part of our reserving process, we also consider notices of claims received with respect to emerging and/or evolving issues.

In the three-month period ended September 30, 2014, the net adverse prior year loss reserve development, net of premium accruals of $93 million, was $227 million, which was primarily driven by net adverse prior year loss reserve development in U.S. Commercial Insurance, partially offset by net favorable prior year loss reserve development in Consumer Insurance. The U.S. Commercial Insurance net adverse loss reserve development was primarily driven by Primary Casualty especially general liability and auto liability, partially offset by reserve decreases in Canada Casualty and Financial lines, as well as Natural catastrophes of $31 million. The net adverse prior year loss reserve development in Primary Casualty lines was primarily driven by several large construction defects claims and increased costs with New York labor law claims. Commercial auto liability had an increase in frequency of large claims in the accident years 2010 to 2013, where the economic recovery has contributed to increased frequency and severity of claims, especially for claims in excess of $500,000, which generally take several years to emerge and settle. The net favorable loss reserve development in Canada Casualty (including Primary and Excess Casualty business) and Financial lines was primarily due to our updated study reflecting the better than expected loss emergence over the last several calendar years.

We completed an updated analysis of our U.S. Excess Casualty business (excluding Canada) in the three-month period ended September 30, 2014 and while we have not changed our estimate of aggregate prior year losses, our revised business class segmentation led to lower 2005 and subsequent accident year estimates for non-mass tort claims where we expect underwriting actions and reductions to policy limits to have a favorable effect on ultimate losses from accident years 2007 to 2013 in particular. This was entirely offset by adverse development in our 2004 and prior year estimates as a result of updated loss development patterns for mass tort claims that we segmented more extensively from non-mass tort claims in this business class.

In the nine-month period ended September 30, 2014, the adverse prior year loss development, net of premium accruals of $157 million, was $375 million, which was driven by reserve increases on claims in U.S. Commercial Insurance and Other – U.S. The net adverse prior year loss reserve development in U.S. Commercial Insurance was driven by Primary Casualty and Specialty lines, partially offset by Natural catastrophes, while the adverse development in Other – U.S. was driven by adverse development on legacy pollution exposures (1986 and prior) and run-off environmental exposures (1987 – 2004).

For the three- and nine-month periods ended September 30, 2013, the net adverse development, net of premium accruals of $3 million and $83 million, was $70 million and $172 million, respectively, which was driven by reserve increases on claims in U.S. Commercial Insurance and Other – U.S., partially offset by net favorable development in U.S. Consumer Insurance, International Commercial and International Consumer lines. The net adverse development in U.S. Commercial Insurance was primarily attributable to domestic property exposures, mostly due to the increase in reserves for Storm Sandy, with adverse development in non-loss sensitive Primary Casualty lines, driven by higher than expected legal costs on claims for construction defects claims from accident years 2004 and prior. The adverse development on those classes was partially offset by case reductions on some large claims and favorable development on non-natural catastrophe Property business. The adverse development in Other – U.S. for the nine-month periods ended September 30, 2013 included adverse development on legacy asbestos and environmental exposures (1986 and prior). In addition, the nine-month period ended September 30, 2013 included adverse development on run off environmental exposures (1987 – 2004).

See AIG Property Casualty Results herein and Other Operations — Other Operations Results — Mortgage Guaranty for further discussion of net loss development.

TABLE OF CONTENTS

Item 2 / results of operations / Liability for Unpaid Claims and Claims Adjustment Expense

The following table summarizes development, (favorable) or unfavorable, of incurred losses and loss expenses for prior years, net of reinsurance, by accident year:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
Prior accident year development by accident year:				
Accident Year				
2013	**$ (62)**	$ -	**$ (189)**	$ -
2012	**6**	(82)	**(84)**	(48)
2011	**(30)**	(33)	**(76)**	(70)
2010	**(20)**	(282)	**31**	(292)
2009	**(62)**	(7)	**36**	(23)
2008	**(47)**	77	**5**	105
2007	**(55)**	93	**(64)**	119
2006	**45**	(37)	**52**	(15)
2005	**109**	21	**122**	61
2004 and prior	**423**	350	**624**	423
Total prior year unfavorable development	**$ 307**	$ 100	**$ 457**	$ 260

Asbestos and Environmental Reserves

The estimation of loss reserves relating to asbestos and environmental claims on insurance policies written many years ago is subject to greater uncertainty than other types of claims due to inconsistent court decisions as well as judicial interpretations and legislative actions that in some cases have tended to broaden coverage beyond the original intent of such policies and in others have expanded theories of liability.

As described more fully in the 2013 Annual Report, AIG Property Casualty's reserves relating to asbestos and environmental claims reflect comprehensive ground up and top-down analyses performed periodically. In the nine-month period ended September 30, 2014, AIG Property Casualty increased its gross asbestos reserves by $29 million and the net asbestos reserves by $28 million primarily due to minor changes in estimates, accretion of discount, and anticipated uncollectible reinsurance. For the same period, AIG Property Casualty increased its gross environmental reserves by $121 million and its net environmental reserves by $52 million to reflect the results of a top-down analysis completed in the second quarter and a minor change in estimates in the third quarter.

In addition to the U.S. asbestos and environmental reserve amounts shown in the tables below, AIG Property Casualty also has asbestos reserves relating to foreign risks written by non U.S. entities of $137 million gross and $110 million net as of September 30, 2014. The asbestos reserves relating to non U.S. risks written by non U.S. entities were $134 million gross and $108 million net as of December 31, 2013.

TABLE OF CONTENTS

Item 2 / results of operations / Liability for Unpaid Claims and Claims Adjustment Expense

The following table provides a summary of reserve activity, including estimates for applicable IBNR, relating to asbestos and environmental claims:

As of or for the Nine Months Ended September 30,	2014		2013	
(in millions)	Gross	Net	Gross	Net
Asbestos:				
Liability for unpaid claims and claims adjustment expense at beginning of year	$ 4,720	$ 529	$ 4,896	$ 427
Change in net loss reserves due to retroactive reinsurance:				
Paid losses recoverable under retroactive reinsurance contracts	-	123	-	89
Re-estimation of amounts recoverable under retroactive reinsurance contracts[(a)]	-	(3)	-	(4)
Change in net loss reserves due to retroactive reinsurance	-	120	-	85
Dispositions	-	-	(12)	(12)
Loss and loss expenses incurred:				
Undiscounted	(6)	11	(5)	4
Change in discount	35	20	38	17
Losses and loss expenses incurred[(b)]	29	31	33	21
Losses and loss expenses paid[(b)]	(514)	(316)	(347)	(112)
Liability for unpaid claims and claims adjustment expense at end of period	$ 4,235	$ 364	$ 4,570	$ 409
Environmental:				
Liability for unpaid claims and claims adjustment expense at beginning of year	$ 313	$ 163	$ 309	$ 163
Dispositions	-	-	(1)	(1)
Losses and loss expenses incurred	121	52	61	38
Losses and loss expenses paid	(40)	(25)	(69)	(43)
Liability for unpaid claims and claims adjustment expense at end of period	$ 394	$ 190	$ 300	$ 157
Combined:				
Liability for unpaid claims and claims adjustment expense at beginning of year	$ 5,033	$ 692	$ 5,205	$ 590
Change in net loss reserves due to retroactive reinsurance:				
Paid losses recoverable under retroactive reinsurance contracts	-	123	-	89
Re-estimation of amount recoverable under retroactive reinsurance contracts	-	(3)	-	(4)
Change in net loss reserves due to retroactive reinsurance	-	120	-	85
Dispositions	-	-	(13)	(13)
Losses and loss expenses incurred:				
Undiscounted	115	63	56	42
Change in discount	35	20	38	17

Losses and loss expenses incurred	**150**	**83**	94	59
Losses and loss expenses paid	**(554)**	**(341)**	(416)	(155)
Liability for unpaid claims and claims adjustment expense at end of period	**$ 4,629**	**$ 554**	$ 4,870	$ 566

(a) Re-estimation of amounts recoverable under retroactive reinsurance contracts includes effect of changes in reserve estimates and changes in discount.

(b) These amounts exclude benefit from retroactive reinsurance.

TABLE OF CONTENTS

AIG LIFE AND RETIREMENT

AIG Life and Retirement presents its financial information in two operating segments – Retail and Institutional.

Retail products are generally marketed directly to individual consumers through independent and career insurance agents, retail banks, direct-to-consumer platforms, and national, regional and independent broker-dealers. The primary products offered by the Retail segment include term and universal life insurance, A&H, individual fixed and variable annuities, retail mutual funds and advisory services.

Institutional products are generally marketed to groups or large institutions through affiliated financial advisors or intermediaries including benefit consultants, independent marketing organizations, structured settlement brokers and broker-dealers. Institutional segment products include fixed and variable group annuities, group mutual funds, stable value wrap products, structured settlement and terminal funding annuities, high net worth products, corporate- and bank-owned life insurance, guaranteed investment contracts and a wide range of group benefit products.

AIG Life and Retirement Quarterly and Year-to-date 2014 Highlights

Pre-tax operating income for the three- and nine-month periods ended September 30, 2014 improved compared to the same periods in the prior year, reflecting higher fee income from growth in assets under management and higher alternative investment income. Pre-tax operating income in the three- and nine-month periods included a net positive adjustment of $120 million related to an annual review of actuarial assumptions, compared to a $118 million net positive adjustment in the same periods in the prior year. The $120 million net adjustment in the 2014 periods included a $207 million net increase in pre-tax operating income to update certain estimated gross profit assumptions used to amortize DAC and related items in the interest-sensitive product lines, partially offset by loss recognition expense of $87 million related to certain discontinued long-term care business. The $118 million net positive adjustment in the same periods in the prior year was exclusively related to the update of estimated gross profit assumptions. Net investment income for the three-month period ended September 30, 2014 increased compared to the same period in the prior year, primarily due to strong returns on alternative investments. For both periods, compared to the same periods in the prior year, active crediting rate management and growth in invested assets largely offset the impact of lower investment yields.

Pre-tax income for the three-month period ended September 30, 2014 increased compared to the same period in the prior year primarily due to higher pre-tax operating income as discussed above, legal settlement proceeds and lower loss recognition expense attributable to reinvestment in the low interest rate environment, partially offset by lower net realized capital gains. For the nine-month period ended September 30, 2014, pre-tax income was lower than the same period in the prior year, as the decrease in net realized capital gains (losses) more than offset the increases from lower loss recognition expense, improved pre-tax operating income and higher legal settlement proceeds. Pre-tax income for the three- and nine-month periods ended September 30, 2014 included realized capital losses from changes in the fair value of embedded derivatives related to variable annuity guarantee features, net of hedges, primarily as a result of decreases in interest rates. Pre-tax income for the three- and nine-month periods ended September 30, 2013 included significant realized capital gains primarily due to investment sales related to capital loss carryforward utilization.

Premiums and deposits increased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year, primarily due to a stable value wrap funding agreement deposit in the Institutional Markets product line and continued strong demand for variable and index annuities in the Retirement Income Solutions product line. The increases in those product lines were partially offset by lower Retail Mutual Fund sales in the three-and nine- month periods ended September 30, 2014, and lower Fixed Annuities sales in the three-month period ended September 30, 2014, compared to the same periods in the prior year. Higher surrenders and withdrawals in both the three- and nine-month periods ended September 30, 2014, primarily in the Group Retirement and Retail Mutual Fund product lines, resulted in negative net flows in the three-month period ended September 30, 2014 and a significant decrease in net flows for both periods compared to the same periods in the prior year. See AIG Life and Retirement – Premiums, Deposits and Net Flows for discussion of premiums, as well as net flows by product line.

TABLE OF CONTENTS

Item 2 / results of operations / AIG LIFE AND RETIREMENT

Dividends and loan repayments paid by AIG Life and Retirement subsidiaries to AIG Parent in the three-month period ended September 30, 2014 were $1.7 billion, which included approximately $465 million of legal settlement proceeds. Dividends and loan repayments paid by AIG Life and Retirement subsidiaries to AIG Parent in the nine-month period ended September 30, 2014 totaled $4.9 billion, which was comprised of $4.3 billion of cash and $642 million of preferred equity interests in two aircraft trust entities, and included approximately $829 million of legal settlement proceeds. In addition, AIG Life and Retirement distributed an additional $635 million to AIG Parent in the form of cash and fixed maturity securities in October 2014, which represented the remainder of dividends that were declared by AIG Life and Retirement subsidiaries in the three-month period ended September 30, 2014.

AIG Life and Retirement Results

The following table presents AIG Life and Retirement results:

(in millions)	Three Months Ended September 30, **2014**	2013	Percentage Change	Nine Months Ended September 30, **2014**	2013	Percentage Change
Retail						
Revenue:						
Premiums	**$ 371**	$ 403	(8) %	**$ 1,189**	$ 1,150	3 %
Policy fees	**576**	509	13	**1,654**	1,487	11
Net investment income	**1,526**	1,445	6	**4,618**	4,612	-
Other income	**456**	409	11	**1,335**	1,156	15
Operating expenses:						
Policyholder benefits and claims incurred	**857**	765	12	**2,328**	2,089	11
Interest credited to policyholder account balances	**492**	503	(2)	**1,620**	1,698	(5)
Amortization of deferred policy acquisition costs	**79**	2	NM	**462**	342	35
Other acquisition and insurance expenses	**698**	650	7	**2,065**	1,939	6
Pre-tax operating income	**803**	846	(5)	**2,321**	2,337	(1)
Legal settlements	**300**	-	NM	**328**	297	10
Changes in fair value of fixed maturity securities designated to hedge living benefit liabilities, net of interest expense	**32**	(30)	NM	**162**	(128)	NM

Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)	**(32)**	(23)	(39)	**(18)**	(144)	88
Net realized capital gains (losses)	**57**	148	(61)	**(230)**	752	NM
Pre-tax income	**$ 1,160**	$ 941	23 %	**$ 2,563**	$ 3,114	(18) %
Institutional						
Revenue:						
Premiums	**$ 228**	$ 318	(28) %	**$ 707**	$ 840	(16) %
Policy fees	**167**	136	23	**482**	396	22
Net investment income	**1,088**	1,022	6	**3,374**	3,369	-
Other income	**46**	34	35	**125**	99	26
Operating expenses:						
Policyholder benefits and claims incurred	**437**	551	(21)	**1,350**	1,508	(10)
Interest credited to policyholder account balances	**389**	421	(8)	**1,176**	1,214	(3)
Amortization of deferred policy acquisition costs	**(20)**	74	NM	**20**	124	(84)
Other acquisition and insurance expenses	**178**	166	7	**518**	506	2
Pre-tax operating income	**545**	298	83	**1,624**	1,352	20
Legal settlements	**179**	-	NM	**193**	170	14
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)	**(1)**	(248)	100	**(26)**	(1,338)	98
Net realized capital gains (losses)	**48**	250	(81)	**58**	1,232	(95)
Pre-tax income	**$ 771**	$ 300	157 %	**$ 1,849**	$ 1,416	31 %

Item 2 / results of operations / AIG LIFE AND RETIREMENT

Total AIG Life and Retirement						
Revenue:						
Premiums	**$ 599**	$ 721	(17) %	**$ 1,896**	$ 1,990	(5) %
Policy fees	**743**	645	15	**2,136**	1,883	13
Net investment income	**2,614**	2,467	6	**7,992**	7,981	-
Other income	**502**	443	13	**1,460**	1,255	16
Operating expenses:						
Policyholder benefits and claims incurred	**1,294**	1,316	(2)	**3,678**	3,597	2
Interest credited to policyholder account balances	**881**	924	(5)	**2,796**	2,912	(4)
Amortization of deferred policy acquisition costs	**59**	76	(22)	**482**	466	3
Other acquisition and insurance expenses	**876**	816	7	**2,583**	2,445	6
Pre-tax operating income	**1,348**	1,144	18	**3,945**	3,689	7
Legal settlements	**479**	-	NM	**521**	467	12
Changes in fair value of fixed maturity securities designated to hedge living benefit liabilities, net of interest expense	**32**	(30)	NM	**162**	(128)	NM
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)	**(33)**	(271)	88	**(44)**	(1,482)	97
Net realized capital gains (losses)	**105**	398	(74)	**(172)**	1,984	NM
Pre-tax income	**$ 1,931**	$ 1,241	56 %	**$ 4,412**	$ 4,530	(3) %

AIG LIFE AND RETIREMENT PRE-TAX OPERATING INCOME *(in millions)*

AIG Life and Retirement Quarterly and Year-to-date Results

Pre-tax operating income for the three- and nine-month periods ended September 30, 2014 improved compared to the same periods in the prior year, which reflected higher fee income from growth in assets under management and higher net investment income, primarily due to strong returns on alternative investments.

Pre-tax operating income in the three- and nine-month periods ended September 30, 2014 included a net positive adjustment of $120 million related to an annual review of actuarial assumptions, compared to a $118 million net positive adjustment in the same periods in the prior year. The adjustments in both years included updates of certain estimated gross profit assumptions used to amortize DAC and related items in the interest-sensitive product lines, which resulted in a $207 million net increase in pre-tax operating income in the three- and nine-month periods ended September 30, 2014, compared to a $118 million net increase in pre-tax operating income in the same periods in the prior year. The net positive adjustment related to estimated gross profit assumptions in the 2014 periods was primarily due to higher investment spread and lower lapse assumptions in the Fixed Annuities and Group Retirement product lines than previously assumed, partially offset by higher mortality assumptions for universal life insurance, which were still within pricing assumptions, and loss recognition expense of $87 million for certain discontinued long-term care business. See AIG Life and Retirement DAC and Reserves - Estimated Gross Profit Assumptions for Interest-Sensitive Products, and AIG Life and Retirement DAC and Reserves – Loss Recognition, for additional discussion.

Net investment income for the three-month period ended September 30, 2014 increased compared to the same period in the prior year, primarily due to strong returns on alternative investments, as well as higher call and tender income. For both the three-and nine-month periods ended September 30, 2014, compared to the same periods in the prior year, higher investment income from growth in average invested assets was largely offset by lower base investment yield due to reinvestment in the sustained low interest rate environment. See AIG Life and Retirement Investments for additional discussion. Active crediting rate management has helped mitigate the impact of declining base yields on pre-tax operating income.

Advisory fees and other income increased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year due to higher volumes of advisory services, which were offered in the Brokerage Services, Retirement Income Solutions and Retail Mutual Fund product lines in the Retail operating segment. The increases in advisory fees and other income were partially offset by a related increase in advisory expense, which was the primary driver of the increase in other acquisition and insurance expense for the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year. The remaining increase in other acquisition and insurance expense was largely due to non-deferrable expenses related to business growth.

Pre-tax income for the three-month period ended September 30, 2014 increased compared to the same period in the prior year primarily due to higher pre-tax operating income as discussed above, legal settlement proceeds and lower loss recognition expense, which was primarily attributable to investment sales related to capital loss carryforward utilization in the prior year period, partially offset by lower net realized capital gains.

For the nine-month period ended September 30, 2014, pre-tax income was lower than the same period in the prior year, as the decrease in net realized capital gains (losses) more than offset the increases from lower loss recognition expense attributable to investment sales, improved pre-tax operating income and higher legal settlement proceeds.

Net realized capital gains (losses) reflect investment activity as well as the change in fair value of embedded derivatives primarily related to variable annuities with GMWB living benefit guarantee features, net of hedges. The decreases in net realized capital gains (losses) from investment activity in the three- and nine-month periods ended September 30, 2014 were primarily due to investment sales made during 2013 to utilize capital loss carryforwards. See AIG Life and Retirement Investments for additional discussion of realized capital gains (losses) on invested assets.

Net realized capital gains (losses) from the change in the fair value of embedded derivatives primarily related to variable annuities with GMWB living benefit guarantee features, net of hedges, included net losses of $77 million and $412 million in the three- and nine-month periods ended September 30, 2014, respectively, compared to net gains of $19 million and $150 million in the respective periods in the prior year. These embedded derivatives are primarily in the Retirement Income Solutions product line of the Retail operating segment and, to a lesser extent, in the Group Retirement product line of the Institutional operating segment. The embedded derivative fair value losses were partially offset by the rider fees collected for the embedded derivatives, which are reported in policy fees, and by increases in the fair value of U.S. Treasury bonds used to hedge interest rate risk, discussed below.

The variance in net realized capital gains (losses) related to these embedded derivatives in the three-month period ended September 30, 2014 compared to the same period in the prior year was primarily due to adjustments to reflect the update of assumptions for these products, which were partially offset by DAC adjustments reported within changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses).

The variance in net realized capital gains (losses) related to these embedded derivatives for the nine-month period ended September 30, 2014 compared to the same period in the prior year included the change from the update of assumptions, and also reflected a decrease in interest rates offset by changes in the non-performance spread adjustment. The fair value calculation for these embedded derivatives reflects a market participant's view of AIG Life and Retirement's claims-paying ability by adjusting the interest rate swap curve used to discount the expected cash flows with an additional spread to reflect non-performance risk. This non-performance spread adjustment is derived from corporate credit spreads in the marketplace.

TABLE OF CONTENTS

Item 2 / results of operations / AIG LIFE AND RETIREMENT

AIG Life and Retirement has a dynamic economic hedging program designed to manage risk exposure related to its guaranteed living benefit features from changes in equity markets, interest rates and volatilities. This program utilizes derivative instruments, including equity options, futures contracts and interest rate swap contracts, as well as U.S. Treasury bonds. While a small portion of AIG Life and Retirement's interest rate risk related to these products is unhedged, the majority of the interest rate exposure related to guaranteed living benefit features is hedged with derivative instruments and, to a lesser extent, with U.S. Treasury bonds, which AIG Life and Retirement began purchasing in 2012 as a capital-efficient strategy to reduce interest rate risk exposure over time. The hedging-related change in the fair value of the U.S. Treasury bonds is also excluded from pre-tax operating income and reported in changes in fair value of fixed maturity securities designated to hedge living benefit liabilities.

Loss recognition expense primarily attributable to investment sales related to capital loss carryforward utilization was excluded from pre-tax operating income and reported in changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses). Such loss recognition expense for certain traditional product lines was less than $1 million in the three-month period ended September 30, 2014 and $21 million in the nine-month period ended September 30, 2014, in both cases significantly lower than $244 million and $1.5 billion in the three- and nine-month periods, respectively, in the prior year. Loss recognition recorded in the 2013 periods was primarily a result of proceeds from investment sales related to the program to utilize capital loss carryforwards that were reinvested in the low interest rate environment. See AIG Life and Retirement DAC and Reserves – Loss Recognition for additional discussion.

Retail Quarterly and Year-to-date Results

Pre-tax operating income for the Retail operating segment in the three- and nine-month periods ended September 30, 2014 decreased compared to the same periods in the prior year, primarily due to a $71 million net positive adjustment to update certain actuarial assumptions in the 2014 periods, compared to a $198 million net positive adjustment in the same periods in the prior year. The net adjustment related to the update of estimated gross profit assumptions used to amortize DAC and related items in the interest-sensitive product lines totaled $158 million in the three- and nine-month periods ended September 30, 2014, which was comprised of a $196 million net positive adjustment in the Fixed Annuities product line, primarily due to more favorable investment spread assumptions than previously assumed, and a $14 million net positive adjustment in Retirement Income Solutions, primarily due to improved mortality assumptions, partially offset by $52 million of net negative adjustments in the Life and A&H product line, which reflected higher mortality assumptions and, to a lesser extent, lower investment spreads. The net adjustment to update assumptions in the 2014 periods was also reduced by loss recognition expense of $87 million for certain discontinued long-term care business. The decrease in pre-tax operating income due to updated assumptions was partially offset by higher fee income in the Retirement Income Solutions product line, which reflected growth in assets under management driven by strong sales of variable annuities, positive net flows and favorable equity market performance, and by higher net investment income.

Net investment income in the Retail operating segment for the three-month period ended September 30, 2014 increased compared to the same period in the prior year, primarily due to strong returns on alternative investments. For both the three- and nine-month periods ended September 30, 2014, compared to the same periods in the prior year, higher investment income from growth in average invested assets was largely offset by lower base investment yield due to reinvestment in the sustained low interest rate environment. Base spread (defined as base net investment income less interest credited) for the Fixed Annuities product line was stable in both of the 2014 periods compared to the same periods in the prior year, as declining base yields were partially offset by active crediting rate management and the run-off of older business with relatively high crediting rates.

DAC amortization expense for the Retail operating segment, excluding the portion of the adjustment to update estimated gross profit assumptions discussed above that reduced DAC amortization expense, increased compared to the nine-month period ended September 30, 2013, as the favorable impact of equity market performance reduced amortization expense in the prior year period but had a less significant impact on the same period in 2014.

Advisory fees and other income increased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year due to higher volumes of advisory services, which were offered in the Brokerage Services, Retirement Income Solutions and Retail Mutual Fund product lines. The increase in advisory fee and other income was partially offset by a related increase in advisory expense, which is included in other acquisition and insurance expense.

TABLE OF CONTENTS

Pre-tax income for the Retail operating segment in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year was reduced by lower pre-tax operating income discussed above, as well as fair value net losses in the current year periods on embedded derivatives primarily related to variable annuity guarantee features, net of hedges, compared to fair value net gains in the same periods in the prior year. The variance in the embedded derivative fair value gains (losses) for the three-month period ended September 30, 2014 compared to the same period in the prior year was primarily due to adjustments in both periods to update assumptions for these products. The variance in the embedded derivative fair value gains (losses) for the nine-month period ended September 30, 2014 compared to the same period in the prior year included the adjustments to update assumptions as well as a decrease in interest rates. For the three-month period ended September 30, 2014, these decreases in pre-tax income were more than offset by legal settlement proceeds.

Fair value gains (losses) on embedded derivatives reported in net realized capital gains (losses) in the 2014 periods were partially offset by rider fees collected for the embedded derivatives, which are recorded in policy fees, and by changes in fair value of the U.S. Treasury bonds used to hedge interest rate risk related to these living benefit liabilities, which are also excluded from pre-tax operating income.

Institutional Quarterly and Year-to-date Results

Pre-tax operating income for the Institutional operating segment increased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year, primarily due to a net positive adjustment of $49 million related to an annual review and update of certain estimated gross profit assumptions used to amortize DAC and related items for interest-sensitive products in both 2014 periods, compared to an $80 million net unfavorable adjustment in the same periods in the prior year. The adjustments in both the current and prior year periods were primarily in the Group Retirement product line, and the net positive adjustment in the 2014 periods was primarily due to more favorable annuity spread and lapse assumptions than previously assumed. Pre-tax operating income for the Institutional operating segment also reflected higher fee income and higher net investment income. The increase in fee income was driven by growth in assets under management, principally from favorable equity market performance and development of the stable value wrap business.

Net investment income for the three- and nine-month periods ended September 30, 2014 increased compared to the same periods in the prior year, primarily due to higher income from alternative investments and higher call income. For both of the 2014 periods, compared to the same periods in the prior year, higher investment income from growth in average invested assets was largely offset by lower base investment yield due to reinvestment in the sustained low interest rate environment. Effective crediting rate management in the Group Retirement product line has helped offset the pressure on yields from reinvestment in the sustained low interest rate environment.

Pre-tax income for the Institutional operating segment increased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year, primarily due to higher pre-tax operating income, higher legal settlement proceeds and lower loss recognition expense, partially offset by lower net realized capital gains from investments sold in the 2013 periods to utilize capital loss carryforwards. Loss recognition expense in the 2013 periods was triggered primarily by reinvestment of proceeds from investment sales to utilize capital loss carryforwards. See AIG Life and Retirement DAC and Reserves – Loss Recognition for additional information.

AIG Life and Retirement Investments

Investments

AIG Life and Retirement invests primarily in fixed maturity securities issued by corporations, municipalities and other governmental agencies; structured securities collateralized by, among other assets, residential and commercial real estate; and commercial mortgage loans. Income from these investments, as well as cash and short-term investments, is included in the measure of base net investment income, after excluding certain items such as call and tender income, mortgage prepayment fees, change in accretion of discount for certain high credit quality structured securities and impairment charges on investments in leased commercial aircraft.

TABLE OF CONTENTS

Item 2 / results of operations / AIG LIFE AND RETIREMENT

In addition, AIG Life and Retirement seeks to enhance returns through investments in a diversified portfolio of private equity funds, hedge funds, and affordable housing partnerships. AIG Life and Retirement's investment portfolio also includes, to a lesser extent, common and preferred stocks and yield-enhancement items, such as securities for which the fair value option has been elected.

See MD&A - Investments for additional information on AIG Life and Retirement's invested assets, investment strategy and asset-liability management process.

Investment Yields

Overall, AIG Life and Retirement's fixed maturity portfolio yields in the three- and nine-month periods ended September 30, 2014 declined compared to the same periods in the prior year, primarily as a result of investment purchases and reinvestment of portfolio cash flows from investment sales, interest and maturities at yields lower than the weighted average yield of the existing portfolio due to the sustained historically low interest rate environment.

For the nine-month period ended September 30, 2014, the decrease in base yield (calculated using base net investment income as defined above) reflected strong performance of commercial mortgage loans and structured securities in the prior year period, as well as the investment of proceeds from sales made during 2013 to offset capital loss carryforwards, at rates below the weighted average yield of the overall portfolio.

Although portfolio yields continue to be under pressure from the investment of premiums, deposits and portfolio cash flows in the sustained low interest rate environment, AIG Life and Retirement expects to continue pursuing opportunities to maintain or increase yields without assuming additional credit risk through the purchase of less liquid asset classes, such as private placement debt, commercial mortgage loans and asset-backed securities.

Net Investment Income

Quarterly Net Investment Income

Net investment income for the three-month period ended September 30, 2014 increased compared to the same period in the prior year, including a $153 million increase in income from alternative investments primarily due to strong returns on hedge funds and $29 million higher call and tender income. Net gains on fair value option assets were $68 million in the three-month period ended September 30, 2014, compared to $74 million of net gains in the same period in the prior year, due to lower gains on fair value option bonds partially offset by higher gains from PICC Group. AIG Life and Retirement sold its interest in the PICC Group shares to AIG Parent on August 13, 2014.

Base net investment income for the three-month period ended September 30, 2013 decreased compared to the same period in the prior year, as growth in invested assets was more than offset by lower base yield.

Year-to-Date Net Investment Income

Net investment income for the nine-month period ended September 30, 2014 increased compared to the same period in the prior year, which included a $20 million increase in income from alternative investments, $19 million higher call and tender income and $7 million higher net gains on fair value option assets, partially offset by a reversal of accrued interest on restructured loans. Fair value option net gains were $48 million in the nine-month period ended September 30, 2014 compared to $41 million of net gains in the same period in the prior year, which reflected higher gains on fair value option bonds, partially offset by losses from PICC Group of $54 million in the 2014 period compared to losses of $39 million for the same period in the prior year.

Base net investment income for the nine-month period ended September 30, 2014 was comparable to the same period in the prior year as growth in invested assets was offset by lower base yield. The current period included participation income on a commercial mortgage loan and income from the redemption of an asset classified in Other invested assets, while the same period in the prior year also benefitted from strong results in commercial mortgage loans and structured securities.

TABLE OF CONTENTS

Item 2 / results of operations / AIG LIFE AND RETIREMENT

AIG Life and Retirement maintains investment portfolios for each product line which, to the extent practicable, match established duration targets based on the characteristics of liabilities. AIG Life and Retirement has not made significant changes during 2014 in the duration targets or credit quality of assets supporting its business lines. Net investment income from assets that support liabilities is allocated to the product line supported by those assets. Net investment income from investments in excess of liabilities, which include the majority of the alternative investments and fair value option assets, is allocated to the product lines using a capital-based internal allocation model. As a result, the variances in alternative investment income and fair value option assets discussed above were also reflected in net investment income of both the Retail and Institutional operating segments.

Net Realized Capital Gains (Losses)

The decreases in AIG Life and Retirement's net realized capital gains in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year were largely due to investment sales made during 2013 to utilize capital loss carryforwards. Net capital gains on the sales of investments were $210 million and $406 million in the three- and nine-month periods ended September 30, 2014, respectively, compared to $460 million and $2.1 billion in the same periods in the prior year. The realized gains in the three- and nine-month periods ended September 30, 2014 included sales to monetize gains in certain long-held investment real estate. Other-than-temporary impairments remained at relatively low levels in the three- and nine-month periods ended September 30, 2014.

In addition to investment activity, AIG Life and Retirement's net realized capital gains (losses) also reflect variability from the effect of changes in the fair value of embedded derivatives in variable annuities with GMWB living benefit features and related hedges, primarily in the Retail operating segment. See AIG Life and Retirement Results for additional discussion of such activity.

NAIC Designations of Fixed Maturity Securities

The Securities Valuation Office (SVO) of the NAIC evaluates the investments of U.S. insurers for statutory reporting purposes and assigns fixed maturity securities to one of six categories called "NAIC Designations." In general, NAIC Designations of "1" highest quality, or "2" high quality, include fixed maturity securities considered investment grade, while NAIC Designations of "3" through "6" generally include fixed maturity securities referred to as below investment grade. The NAIC has adopted revised rating methodologies for certain structured securities, including non-agency RMBS and CMBS, which are intended to enable a more precise assessment of the value of such structured securities and increase the accuracy in assessing expected losses to better determine the appropriate capital requirement for such structured securities. These methodologies result in an improved NAIC Designation for such securities compared to the rating typically assigned by the three major rating agencies. The following tables summarize the ratings distribution of AIG Life and Retirement's fixed maturity security portfolio by NAIC Designation, and the distribution by composite AIG credit rating, which is generally based on ratings of the three major rating agencies. See Investments – Credit Ratings herein for a full description of the composite AIG credit ratings.

The following table presents the fixed maturity security portfolio of AIG Life and Retirement categorized by NAIC Designation, at fair value:

September 30, 2014
(in millions)

NAIC Designation	1	2	Total Investment Grade	3	4	5	6
Other fixed maturity securities	$ 48,488	$ 62,396	$ 110,884	$ 4,772	$ 2,259	$ 287	$ 118
Mortgage-backed, asset-backed and collateralized	40,974	1,919	42,893	754	482	245	756
Total*	$ 89,462	$ 64,315	$ 153,777	$ 5,526	$ 2,741	$ 532	$ 874

* Excludes $1.0 billion of fixed maturity securities for which no NAIC Designation is available because they are not held in legal entities within AIG Life and Retirement that require a statutory filing.

TABLE OF CONTENTS

Item 2 / results of operations / AIG LIFE AND RETIREMENT

The following table presents the fixed maturity security portfolio of AIG Life and Retirement categorized by composite AIG credit rating, at fair value:

September 30, 2014
(in millions)

Composite AIG Credit Rating	AAA/AA/A	BBB	Total Investment Grade	BB	B	CCC ar Lowe
Other fixed maturity securities	$ 48,137	$ 63,206	$ 111,343	$ 4,263	$ 2,403	$ 31
Mortgage-backed, asset-backed and collateralized	25,734	3,036	28,770	1,442	1,759	13,15
Total*	$ 73,871	$ 66,242	$ 140,113	$ 5,705	$ 4,162	$ 13,47

* Excludes $1.0 billion of fixed maturity securities for which no NAIC Designation is available because they are not held in legal entities within AIG Life and Retirement that require a statutory filing.

AIG Life and Retirement DAC and Reserves

The following table summarizes the major components of the changes in AIG Life and Retirement DAC:

Nine Months Ended September 30, *(in millions)*	2014	2013
Balance, beginning of year	$ 6,723	$ 5,672
Acquisition costs deferred	759	665
Amortization expense	(497)	(489)
Change related to unrealized depreciation (appreciation) of investments	(361)	661
Balance, end of period*	$ 6,624	$ 6,509

* DAC balance excluding the amount related to unrealized depreciation (appreciation) of investments was $8.1 billion and $7.7 billion at September 30, 2014 and 2013, respectively.

Estimated Gross Profits for Investment-Oriented Products

Policy acquisition costs and policy issuance costs that are incremental and directly related to the successful acquisition of new or renewal of existing contracts for investment-oriented products are deferred and amortized, with interest, in relation to the incidence of estimated gross profits to be realized over a period that approximates the estimated lives of the contracts. Estimated gross profits include net investment income and spreads, net realized capital gains and losses, fees, surrender charges, expenses, and mortality gains and losses. If the assumptions used for estimated gross profits change significantly, DAC and related reserves (which may include VOBA, SIA, guaranteed benefit reserves and unearned revenue reserves) are recalculated using the new assumptions, and any resulting adjustment is included in income. Updating such assumptions may result in acceleration of amortization in some products and deceleration of amortization in other products.

In the three-month period ended September 30, 2014, AIG Life and Retirement completed its annual review and update of estimated gross profit assumptions used to amortize DAC and related items for its interest-sensitive products. The result of this review was a $207 million net positive adjustment to pre-tax operating income for the three- and nine-month periods ended September 30, 2014, including $158 million in the Retail operating segment and $49 million in the Institutional operating segment. The net positive adjustment in the Retail operating segment included $196 million in the Fixed Annuities product line, primarily due to better investment spreads than previously assumed, and $14 million in the Retirement Income Solutions product line, primarily due to improved mortality assumptions, partially offset by $52 million of net negative adjustments in the Life and A&H product line, due to lower investment spread and higher mortality assumptions. The updated mortality assumptions are still within pricing assumptions. The net positive adjustment in the Institutional segment was primarily due to more favorable assumptions for investment spreads and surrender rates in the Group Retirement product line than previously assumed. These adjustments do not include loss recognition on long-term care products; see AIG Life and Retirement DAC and Reserves – Loss Recognition for additional discussion of the update of assumptions for long-term care products.

TABLE OF CONTENTS

The $207 million net positive adjustment included in pre-tax operating income in the three- and nine-month periods ended September 30, 2014 to reflect updated actuarial assumptions was comprised of a $165 million net decrease in DAC amortization expense, a $93 million decrease in SIA amortization expense within interest credited to policyholder account balances and a $27 million increase in unearned revenue amortization within policy fees, partially offset by a $78 million increase in liabilities for future policy benefits for life and health insurance contracts and policyholder contract deposits. The net adjustment to DAC amortization represented less than 2 percent of the DAC balance excluding the amount related to unrealized depreciation (appreciation) of investments as of September 30, 2014.

In the three-month period ended September 30, 2013, AIG Life and Retirement's annual review and update of the estimated gross profit assumptions resulted in a $118 million net increase in pre-tax operating income, which included a $198 million increase in the Retail operating segment and an $80 million decrease in the Institutional operating segment. The net increase in Retail pre-tax operating income in the three-month period ended September 30, 2013 was primarily due to favorable adjustment in the Fixed Annuities product line due to active spread management of crediting rates and higher future investment yields than those previously assumed. The updates of variable annuity spreads, surrender rates and life insurance mortality assumptions had an unfavorable impact on the pre-tax operating income of the Life Insurance and A&H, Retirement Income Solutions and Group Retirement product lines in the three-month period ended September 30, 2013.

The $118 million net increase in the 2013 pre-tax operating income to reflect the update of assumptions was comprised of $98 million net decrease in DAC amortization expense, a $61 million decrease in SIA amortization expense within interest credited to policyholder account balances, and a $28 million increase in unearned revenue amortization within the policy fees, partially offset by a $69 million increase in future policy benefits for life and health insurance contracts. The net adjustment to DAC amortization represented less than 2 percent of the DAC balance excluding the amount related to unrealized depreciation (appreciation) of investments as of September 30, 2013.

The update of actuarial assumptions also included a $27 million net negative adjustment and a $61 million net positive adjustment in the three-month periods ended September 30, 2014 and 2013, respectively, related to updated mortality assumptions for GMWB embedded derivative liabilities, which resulted in a negative adjustment of $32 million and a positive adjustment of $82 million reported in net realized capital gains (losses) in the three-month periods ended September 30, 2014 and 2013, respectively, partially offset by DAC adjustments reported within changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses).

Reversion to the Mean

In estimating future gross profits for variable annuity products, a long-term annual asset growth assumption is applied to estimate the future growth in assets and related asset-based fees. In determining the asset growth rate, the effect of short-term fluctuations in the equity markets is partially mitigated through the use of a “reversion to the mean” methodology, whereby short-term asset growth above or below the long-term annual rate assumption will impact the growth assumption applied to the five-year period subsequent to the current balance sheet date. When actual performance significantly deviates from the annual long-term growth assumption, as evidenced by growth assumptions for the five-year reversion to the mean period remaining below a certain rate (floor) or above a certain rate (cap) for a sustained period, judgment may be applied to revise or “unlock” the growth rate assumptions to be used for both the five-year reversion to the mean period as well as the long-term annual growth assumption applied to subsequent periods.

For variable annuities in the Retirement Income Solutions product line, the assumed annual growth rate has remained above zero percent for the five-year reversion to the mean period and therefore has not met the criteria for adjustment; however, additional favorable equity market performance in excess of long-term assumptions could result in “unlocking” in this product line in the future, with a positive effect on pre-tax income in the period of the unlocking.

DAC and Reserves Related to Unrealized Appreciation of Investments

DAC for universal life and investment-type products (collectively, investment-oriented products) is adjusted at each balance sheet date to reflect the change in DAC as if fixed maturity and equity securities available for sale had been sold at their stated aggregate fair value and the proceeds reinvested at current yields. The change in DAC related to unrealized appreciation of investments generally moves in the opposite direction of the changes in unrealized appreciation of the available for sale securities portfolio. The increases in the unrealized appreciation of investments in the nine-month period ended September 30, 2014 of $5.1 billion, which were driven by the decline in market interest rates, resulted in a decrease in DAC and an increase in shadow loss reserves related to unrealized appreciation of investments. Shadow loss reserves were insignificant at December 31, 2013 and increased to $850 million at September 30, 2014. The change in this component of DAC and shadow loss reserves in the nine-month period ended September 30, 2014 was greater than the change in the same period of the prior year, due to a larger movement in unrealized appreciation of investments.

AIG Life and Retirement Insurance Reserves

The following table presents a rollforward of AIG Life and Retirement's insurance reserves and mutual fund assets under management:

	Three Months Ended September 30,		Nine Months Septembe
(in millions)	**2014**	2013	**2014**
Retail			
Balance at beginning of period, gross	**$ 142,571**	$ 128,027	**$ 137,278** $
Premiums and deposits	**5,004**	6,133	**15,531**
Surrenders and withdrawals	**(2,746)**	(2,248)	**(8,262)**
Death and other contract benefits	**(1,005)**	(853)	**(2,855)**
Subtotal	**1,253**	3,032	**4,414**
Change in fair value of underlying assets and reserve accretion, net of policy fees	**(348)**	1,355	**1,497**
Cost of funds	**534**	546	**1,598**
Other reserve changes	**(267)**	(301)	**(1,044)**
Balance at end of period	**143,743**	132,659	**143,743**
Reserves related to unrealized appreciation of investments	**98**	9	**98**
Reinsurance ceded	**(1,459)**	(1,493)	**(1,459)**
Total insurance reserves and retail mutual fund assets under management	**$ 142,382**	$ 131,175	**$ 142,382** $
Institutional			
Balance at beginning of period, gross	**$ 122,834**	$ 113,857	**$ 119,892** $
Premiums and deposits	**4,658**	2,289	**8,620**
Surrenders and withdrawals	**(2,983)**	(2,980)	**(6,642)**
Death and other contract benefits	**(531)**	(525)	**(1,617)**
Subtotal	**1,144**	(1,216)	**361**
Change in fair value of underlying assets and reserve accretion, net of policy fees	**(718)**	2,903	**2,559**
Cost of funds	**395**	396	**1,175**

Other reserve changes	**(149)**	159	**(481)**	
Balance at end of period	**123,506**	116,099	**123,506**	
Reserves related to unrealized appreciation of investments	**752**	-	**752**	
Reinsurance ceded	**(194)**	(211)	**(194)**	
Total insurance reserves and group mutual fund assets under management	**$ 124,064**	$ 115,888	**$ 124,064**	$
Total AIG Life and Retirement:				
Balance at beginning of period, gross	**$ 265,405**	$ 241,884	**$ 257,170**	$
Premiums and deposits	**9,662**	8,422	**24,151**	
Surrenders and withdrawals	**(5,729)**	(5,228)	**(14,904)**	
Death and other contract benefits	**(1,536)**	(1,378)	**(4,472)**	
Subtotal	**2,397**	1,816	**4,775**	

Change in fair value of underlying assets and reserve accretion, net of policy fees	**(1,066)**	4,258	**4,056**	9,5
Cost of funds	**929**	942	**2,773**	2,8
Other reserve changes	**(416)**	(142)	**(1,525)**	9
Balance at end of period	**267,249**	248,758	**267,249**	248,7
Reserves related to unrealized appreciation of investments	**850**	9	**850**	
Reinsurance ceded	**(1,653)**	(1,704)	**(1,653)**	(1,7
Total insurance reserves and mutual fund assets under management	**$ 266,446**	$ 247,063	**$ 266,446**	$ 247,0

Loss Recognition

Other reserve changes in the table above include loss recognition expense and shadow loss recognition. Loss recognition attributable primarily to investment sales related to capital loss carryforward utilization was excluded from pre-tax operating income and reported within changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses) in the AIG Life and Retirement Results table herein.

In the three- and nine-month periods ended September 30, 2014, AIG Life and Retirement recorded loss recognition expense of $87 million to increase reserves for certain discontinued long-term care business, primarily as a result of lower future premium increase assumptions and, to a lesser extent, lower yield assumptions. Assumptions related to investment yields, mortality experience and expenses are reviewed periodically and updated as appropriate, which could also result in additional loss recognition reserves. AIG Life and Retirement does not currently offer long-term care products.

Sales of investment securities in connection with the program to utilize capital loss carryforwards and other investment sales with subsequent reinvestment at lower yields triggered loss recognition expense, primarily on certain long-term payout annuity contracts, of less than $1 million in the three-month period ended September 30, 2014 and $21 million in the nine-month period ended September 30, 2014, which was significantly lower than $244 million and $1.5 billion in the respective three- and nine-month periods in the prior year.

Shadow loss recognition was insignificant at December 31, 2013 and increased to $850 million at September 30, 2014 primarily due to the increase in unrealized appreciation of investments during the nine-month period.

Spread Management

The contractual provisions for renewal of crediting rates and guaranteed minimum crediting rates included in products may have the effect, in a sustained low interest rate environment, of reducing spreads and thus reducing future profitability. Although this interest rate risk is partially mitigated through AIG Life and Retirement's asset liability management process, product design elements and crediting rate strategies, a prolonged low interest rate environment may negatively affect future profitability.

Disciplined pricing on new business is used to continue to pursue new sales of life and annuity products at targeted net investment spreads in the current low interest rate environment. AIG Life and Retirement has a dynamic product management process to ensure that new business offerings appropriately reflect the current interest rate environment. To the extent that AIG Life and Retirement cannot achieve targeted net investment spreads on new business, products are re-priced or no longer sold. Additionally, existing products with higher minimum rate guarantees have been re-filed with lower crediting rates as permitted under state insurance product regulations.

- New sales of fixed annuity products generally have minimum interest rate guarantees of 1 percent.

- Universal life insurance interest rate guarantees are generally 2 to 3 percent on new non-indexed products and zero to 2 percent on new indexed products, and are designed to be sufficiently low to meet targeted net investment spreads. AIG Life and Retirement is in the process of lowering the minimum guaranteed interest rates on new universal life products, and expects this process to be substantially completed in 2014.

TABLE OF CONTENTS

Item 2 / results of operations / AIG LIFE AND RETIREMENT

Renewal crediting rate management is done under contractual provisions in annuity and universal life products that were designed to allow crediting rates to be reset at pre-established intervals subject to minimum crediting rate guarantees. AIG Life and Retirement has adjusted, and will continue to adjust, crediting rates to maintain targeted net investment spreads on both new business and in-force business where crediting rates are above minimum guarantees. In addition to annuity and universal life products, certain traditional long-duration products for which AIG Life and Retirement does not have the ability to adjust interest rates, such as payout annuities, expose AIG Life and Retirement to reduced earnings and potential loss recognition reserve increases in a prolonged low interest rate environment. See AIG Life and Retirement Reserves – Loss Recognition for additional discussion of loss recognition.

As of September 30, 2014, AIG Life and Retirement's universal life and annuity products had minimum guaranteed interest rates ranging from 1 percent to 5.5 percent, with the higher rates representing guarantees on older products. As indicated in the table below, approximately 70 percent of annuity and universal life account values were at their minimum crediting rates as of September 30, 2014, compared to 73 percent at December 31, 2013. As a result of disciplined pricing on new business and the run-off of older business with higher minimum interest crediting rates, fixed annuity account values having contractual minimum guaranteed rates above 1 percent decreased from 84 percent at December 31, 2013 to 80 percent at September 30, 2014.

The following table presents universal life and fixed annuity account values by contractual minimum guaranteed interest rate and current crediting rates:

	Current Crediting Rates			
September 30, 2014 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
Universal life insurance				
1%	$ 75	$ -	$ 6	$ 81
> 1% - 2%	37	98	215	350
> 2% - 3%	458	415	1,401	2,274
> 3% - 4%	2,052	593	1,178	3,823
> 4% - 5%	4,083	189	-	4,272
> 5% - 5.5%	335	-	-	335
Subtotal	$ 7,040	$ 1,295	$ 2,800	$ 11,135
Fixed annuities *				
1%	$ 1,614	$ 8,171	$ 9,565	$ 19,350
> 1% - 2%	12,746	3,472	4,790	21,008
> 2% - 3%	31,822	152	1,971	33,945
> 3% - 4%	13,343	58	20	13,421
> 4% - 5%	8,019	11	4	8,034

> 5% - 5.5%	229	-	5	234
Subtotal	$ 67,773	$ 11,864	$ 16,355	$ 95,992
Total	$ 74,813	$ 13,159	$ 19,155	$ 107,127
Percentage of total	70 %	12 %	18 %	100 %

* Fixed annuities include fixed options within variable annuities sold in Group Retirement and Retirement Income Solutions product lines.

AIG Life and Retirement Premiums, Deposits and Net Flows

Premiums represent amounts received on traditional life insurance policies, group benefit policies and deposits on life-contingent payout annuities. Premiums and deposits is a non GAAP financial measure that includes direct and assumed premiums as well as deposits received on universal life insurance, investment-type annuity contracts and mutual funds.

The following table presents a reconciliation of premiums and deposits to GAAP premiums:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
Premiums and deposits	**$ 9,662**	$ 8,422	**$ 24,151**	$ 20,767
Deposits	**(8,927)**	(7,543)	**(21,926)**	(18,304)
Other	**(136)**	(158)	**(329)**	(473)
Premiums	**$ 599**	$ 721	**$ 1,896**	$ 1,990

Premiums decreased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year, primarily due to lower terminal funding annuity and structured settlement premiums in the Institutional Markets product line. The decrease in premiums for those product lines in the nine-month period ended September 30, 2014 was partially offset by higher immediate annuity premiums in the Fixed Annuities product line.

The following table presents premiums and deposits by operating segment and product line:

	Three Months Ended September 30,		Percentage	Nine Months Ended September 30,		Percentag
(in millions)	**2014**	2013	Change	**2014**	2013	Chang
Retail						
Life Insurance and A&H	**$ 807**	$ 822	(2) %	**$ 2,470**	$ 2,497	(1)
Fixed Annuities	**692**	1,188	(42)	**2,713**	1,919	41
Retirement Income Solutions	**2,887**	2,460	17	**7,630**	6,106	25
Retail Mutual Funds	**598**	1,633	(63)	**2,656**	3,682	(28)
Closed blocks	**20**	30	(33)	**62**	81	(23)
Total Retail	**$ 5,004**	$ 6,133	(18) %	**$ 15,531**	$ 14,285	9
Institutional						
Group Retirement	**$ 1,686**	$ 1,838	(8) %	**$ 5,034**	$ 5,283	(5)
Institutional Markets	**2,840**	293	NM	**3,182**	697	357

Group Benefits	**132**	158	(16)	**404**	502	(20)
Total Institutional	**4,658**	2,289	103	**8,620**	6,482	33
Total Life and Retirement premiums and deposits	**$ 9,662**	$ 8,422	15 %	**$ 24,151**	$ 20,767	16

Premiums and deposits increased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year, primarily due to continued strong demand for variable and index annuities in the Retirement Income Solutions product line and a stable value wrap deposit in the Institutional Markets product line. Institutional Markets premiums and deposits for the three-and nine-month periods ended September 30, 2014 included a $2.5 billion deposit to the separate accounts of an AIG Life and Retirement subsidiary in connection with a stable value wrap funding agreement. The increase in premiums and deposits from individual variable annuities and the stable value wrap deposit was partially offset by lower Retail Mutual Fund sales in both periods and lower Fixed Annuities sales in the three-month period ended September 30, 2014, compared to the same periods in the prior year.

TABLE OF CONTENTS

Item 2 / results of operations / AIG LIFE AND RETIREMENT

TOTAL PREMIUMS AND DEPOSITS by OPERATING SEGMENT *(in millions)*

Net Flows

Net flows are presented for investment product lines, which include Fixed Annuities, Retirement Income Solutions, Retail Mutual Funds and Group Retirement. Net flows from annuities, which are included in the Fixed Annuities, Retirement Income Solutions and Group Retirement product lines, represent premiums and deposits less death, surrender and other withdrawal benefits. Net flows from mutual funds, which are included in the Retail Mutual Funds and Group Retirement product lines, represent deposits less withdrawals.

The following table summarizes net flows for investment product lines:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
Net flows				
Fixed Annuities	**$ (733)**	$ (104)	**$ (1,572)**	$ (2,367)
Retirement Income Solutions	**1,952**	1,638	**4,826**	3,501
Retail Mutual Funds	**(315)**	1,119	**78**	2,108

Group Retirement	**(1,061)**	(159)	**(1,534)**	(575)
Total net flows*	**$ (157)**	$ 2,494	**$ 1,798**	$ 2,667

* Excludes activity related to closed blocks of fixed and variable annuities, which had reserves of approximately $5.4 billion and $6.0 billion at September 30, 2014 and 2013, respectively.

Quarterly and Year-to-date Net Flows

Total net flows from annuities and mutual funds in AIG Life and Retirement's investment product lines decreased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year, as growth in sales of variable and index annuities in the Retirement Income Solutions product line was more than offset by lower sales of Retail Mutual Funds and, in the three-month period ended September 30, 2014, lower sales of Fixed Annuities. Higher surrenders and withdrawals in both the three-and nine-month periods ended September 30, 2014, primarily in the Group Retirement and Retail Mutual Fund product lines, resulted in slightly negative net flows in the three-month period and a significant decrease in net flows for both periods compared to the same periods in the prior year. A discussion of the significant variances in net flows for each of these product lines follows, including variances in premiums and deposits, a key component of net flows.

TABLE OF CONTENTS

Item 2 / results of operations / AIG LIFE AND RETIREMENT

Retail Net Flows

Fixed Annuities premiums and deposits and net flows decreased significantly in the three-month period ended September 30, 2014 compared to the same period in the prior year. Interest rates in the three-month period ended September 30, 2014 remained at historic low levels, resulting in low demand for fixed annuity products in the consumer marketplace. By contrast, in August 2013, a sharp increase in market interest rates allowed annuity crediting rates to rise to the highest level in that year, above levels offered in the preceding four quarters, causing fixed annuity industry sales to rise substantially in the three-month period ended September 30, 2013. In the nine-month period ended September 30, 2014, deposits for Fixed Annuities increased compared to the same period in the prior year, due to modest increases in interest rates and steepening of the yield curve in the first half of 2014, compared to sustained lower rates in the first half of 2013. While Fixed Annuities net flows continued to be negative for the three- and nine-month periods ended September 30, 2014, the net flows for the nine-month period remained higher compared to the same period in the prior year, due to the increase in deposits during the first half of 2014, and relatively stable surrender rates.

Retirement Income Solutions premiums and deposits and net flows increased significantly in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year, reflecting a lower surrender rate and a continued high volume of variable and index annuity sales, which have benefitted from product enhancements, expanded distribution and a more favorable competitive environment.

Retail Mutual Fund deposits and net flows decreased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year. These decreases were primarily driven by activity in the Focused Dividend Strategy Fund, which had record sales in the 2013 periods. Although the Focused Dividend Strategy Fund's performance was below that of similar funds in the first half of 2014, which contributed to lower level of sales and net flows in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year, the fund posted strong, competitive performance in the three-month period ended September 30, 2014.

Institutional Net Flows

Group Retirement net flows decreased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year, primarily due to higher group surrender activity, as well as lower premiums and deposits. The increase in surrenders and surrender rates for the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year included an expected large group surrender of approximately $700 million in the three-month period. An additional large group surrender is anticipated in the fourth quarter of 2014. The large group market has become increasingly competitive and has been impacted by the consolidation of healthcare providers and other employers. This trend of heightened competition is expected to continue as plan sponsors perform reviews of existing retirement plan relationships.

The following table presents reserves for selected investment product lines by surrender charge category at September 30, 2014 and December 31, 2013:

	September 30, 2014			December 31, 2013		
(in millions)	Group Retirement Products[(a)]	Individual Fixed Annuities	Retirement Income Solutions	Group Retirement Products[(a)]	Individual Fixed Annuities	Retirement Income Solutions
No surrender charge[(b)]	**$ 61,148**	**$ 32,787**	**$ 1,916**	$ 60,962	$ 30,906	$ 2,065
0% - 2%	**1,582**	**2,819**	**17,043**	1,508	2,261	16,839
Greater than 2% - 4%	**1,755**	**3,735**	**3,593**	1,967	4,349	2,734
Greater than 4%	**5,959**	**13,865**	**24,080**	5,719	16,895	19,039
Non-surrenderable	**691**	**3,400**	**178**	315	2,758	67
Total reserves	**$ 71,135**	**$ 56,606**	**$ 46,810**	$ 70,471	$ 57,169	$ 40,744

(a) Excludes mutual fund assets under management of $15.5 billion and $15.1 billion at September 30, 2014 and December 31, 2013, respectively.

(b) Group Retirement Products include reserves of approximately $6.2 billion that are subject to 20 percent annual withdrawal limitations at both September 30, 2014 and December 31, 2013.

TABLE OF CONTENTS

Item 2 / results of operations / AIG LIFE AND RETIREMENT

The following table presents surrender rates for selected investment product lines for the three- and nine-month periods ended September 30, 2014 and 2013:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2014**	2013	**2014**	2013
Surrenders as a percentage of average account value				
Fixed Annuities	**6.3 %**	5.9 %	**6.6** %	6.5 %
Retirement Income Solutions	**6.8**	8.1	**7.3**	9.0
Group Retirement	**12.0**	9.3	**9.5**	9.3

OTHER OPERATIONS

AIG's Other Operations include results from Mortgage Guaranty, GCM, DIB, Corporate & Other (after allocations to AIG's business segments), Aircraft Leasing through May 14, 2014 and, subsequent to May 14, 2014, AIG's share of AerCap earnings based on its 46 percent ownership interest.

Mortgage Guaranty (or UGC) offers private residential mortgage guaranty insurance, which protects mortgage lenders and investors from loss due to borrower default and loan foreclosure. The coverage we provide – which is called mortgage guaranty insurance, mortgage insurance, or simply "MI" – enables borrowers to purchase a house with a modest down payment by protecting lenders against the increased risk of borrower default related to high loan-to-value (LTV) mortgages – those with less than 20 percent equity.

Prior to 2009, UGC also offered default insurance on domestic second-lien mortgages, private student loans and on mortgages issued in various countries outside the United States. In 2008, UGC ceased offering all types of default insurance other than on mortgages in the United States and Hong Kong and placed the other lines of business into runoff.

Global Capital Markets consists of the operations of AIG Markets and the remaining derivatives portfolio of AIGFP. AIG Markets acts as the derivatives intermediary between AIG and its subsidiaries and third parties to provide hedging services for AIG entities. The AIGFP portfolio continues to be wound down and is managed consistently with our risk management objectives.

Direct Investment Book consists of a portfolio of assets and liabilities held directly by AIG Parent in the MIP and certain non derivative assets and liabilities of AIGFP. The DIB portfolio is being wound down and is managed with the objective of ensuring that at all times it maintains the liquidity we believe is necessary to meet all of its liabilities as they come due, even under stress scenarios, and to maximize returns consistent with our risk management objectives.

Corporate & Other consists primarily of interest expense, consolidation and eliminations, expenses of corporate staff not attributable to specific reportable segments, 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 other business operations, net gain (loss) on sale of divested businesses that did not meet the criteria for discontinued operations accounting treatment, and equity in the earnings of AerCap.

Aircraft Leasing consists of ILFC. See Note 4 to the Condensed Consolidated Financial Statements for a discussion on the sale of ILFC effective May 14, 2014.

141

TABLE OF CONTENTS

Item 2 / results of operations / OTHER OPERATIONS

Other Operations Results

The following table presents AIG's Other operations results:

	Three Months Ended September 30,		Percentage	Nine Months Ended September 30,		Perce
(in millions)	**2014**	2013	Change	**2014**	2013	C
Other operations pre-tax operating loss:						
Mortgage Guaranty	**$ 135**	$ 43	214 %	**$ 421**	$ 157	
Global Capital Markets	**58**	29	100	**332**	431	
Direct Investment book	**314**	110	185	**1,067**	1,030	
Corporate & Other:						
Interest expense	**(310)**	(334)	7	**(962)**	(1,084)	
Corporate expenses, net	**(280)**	(282)	1	**(805)**	(796)	
Equity in pre-tax operating earnings of AerCap[a]	**196**	-	NM	**249**	-	
Fair value earnings on PICC Group shares[b]	**(30)**	-	NM	**(30)**	-	
Other businesses	**122**	(142)	NM	**125**	(238)	
Total Corporate & Other operating loss	**(302)**	(758)	60	**(1,423)**	(2,118)	
Consolidation and eliminations	**(1)**	1	NM	**1**	3	
Total Other operations pre-tax operating income (loss)	**204**	(575)	NM	**398**	(497)	
Legal reserves	**(17)**	(400)	96	**(546)**	(425)	
Legal settlements	**155**	-	NM	**143**	48	
Loss on extinguishment of debt[c]	**(742)**	(81)	NM	**(1,014)**	(459)	
Aircraft Leasing	**-**	(1)	NM	**17**	60	
Net gain (loss) on sale of divested businesses	**18**	-	NM	**2,168**	(47)	
Changes in benefit reserves and DAC, VOBA and SIA related to net realized gains (losses)	**-**	-	NM	**(13)**	-	
Net realized capital gains (losses)	**126**	(166)	NM	**(69)**	(33)	
Total Other Operations pre-tax income (loss)	**$ (256)**	$ (1,223)	79 %	**$ 1,084**	$ (1,353)	

(a) Represents our share of AerCap's pre-tax operating income, which excludes certain post-acquisition transaction expenses incurred by AerCap in connection with its acquisition of ILFC and the difference between expensing AerCap's maintenance rights assets over the remaining lease term as compared to the remaining economic life of the related aircraft.

(b) During the three-month period ended September 30, 2014, AIG Life and Retirement sold its investment in PICC Group to AIG Parent.

(c) For the nine-month period ended September 30, 2014, includes the loss on extinguishment of DIB debt, of which $203 million was reported by the DIB and $210 million (net of accelerated amortization of $49 million related hedge accounting basis difference) was reported by Corporate & Other. See Liquidity and Capital Resources for discussion of debt redemptions and repurchases.

TABLE OF CONTENTS

Item 2 / results of operations / OTHER OPERATIONS

Total OTHER OPERATIONS Pre-Tax OPERATING INCOME (LOSS) *(in millions)*

Mortgage Guaranty Results

The following table presents Mortgage Guaranty results:

(dollars in millions)	Three Months Ended September 30, 2014	2013	Percentage Change	Nine Months Ended September 30, 2014	2013	Perce C
Underwriting results:						
Net premiums written	**$ 271**	$ 272	- %	**$ 751**	$ 793	
Increase in unearned premiums	**(44)**	(68)	35	**(85)**	(187)	
Net premiums earned	**227**	204	11	**666**	606	
Claims and claims adjustment expenses incurred	**63**	136	(54)	**174**	386	
Underwriting expenses	**64**	57	12	**174**	162	
Underwriting income	**100**	11	NM	**318**	58	
Net investment income	**35**	32	9	**103**	99	
Pre-tax operating income	**135**	43	214	**421**	157	
Net realized capital gains (losses)	**-**	-	NM	**2**	5	
Pre-tax income	**$ 135**	$ 43	214 %	**$ 423**	$ 162	
Key metrics:						

Domestic first-lien:					
New insurance written	**$ 12,643**	$ 14,230	(11) %	**$ 31,305**	$ 38,603
Combined ratio	**55.7**	92.5		**52.5**	93.7
Risk in force				**$ 40,782**	$ 34,674
60+ day delinquency ratio on primary loans[(a)]				**4.6 %**	6.4 %
Domestic second-lien:					
Risk in force[(b)]				**$ 470**	$ 1,063

(a) Based on number of policies.

(b) Represents the full amount of second-lien loans insured reduced for contractual aggregate loss limits on certain pools of loans, usually 10 percent of the full amount of loans insured in each pool. Certain second-lien pools have reinstatement provisions, which will expire as the loan balances are repaid.

TABLE OF CONTENTS

Item 2 / results of operations / OTHER OPERATIONS

Pre-Tax oPERATING INCOME (LOSS) *(in millions)*

Domestic first-lien New insurance written *(in millions)*

Mortgage Guaranty Quarterly Results

UGC's pre-tax operating income in the three-month period ended September 30, 2014 increased compared to the same period in the prior year due to improved underwriting income.

First Lien Quarterly Results

First lien pre-tax operating income in the three-month period ended September 30, 2014 increased compared to the same period in the prior year due to improved underwriting income as a result of decreased first-lien claims and claims adjustment expenses incurred and an increase in first lien net premiums earned. The decrease in first-lien claims and claims adjustment expenses reflects $6 million of favorable prior year loss reserve development compared to unfavorable prior year loss reserve development of $34 million for the same period in the prior year. The first-lien net premiums earned in the three-month period ended September 30, 2014 increased by $33 million largely from growth in the book of business, higher persistency, and, to a lesser extent, the acceleration of premiums earned as the result of the recognition of a shorter expected coverage period on certain single premium business. Underwriting expense increased in the three-month period ended September 30, 2014

TABLE OF CONTENTS

compared to the same period in the prior year due to an impairment charge on certain capitalized technology costs. Driven by the decreased claims and claims adjustment expenses and increased premiums earned, UGC's first-lien combined ratio improved to 55.7 in the three-month period ended September 30, 2014 from 92.5 in the same period in the prior year.

Runoff Businesses Quarterly Results

Runoff businesses include second lien, student loan and international businesses, all of which were placed in runoff during

2008. The runoff business' pre-tax operating income for the three-month period ended September 30, 2014 was $10 million compared to $1 million in the same period in the prior year. The increase in pre-tax operating income was primarily due to favorable prior year loss reserve development.

Mortgage Guaranty Year-to-Date Results

UGC's pre-tax operating income in the nine-month period ended September 30, 2014 increased compared to the same period in the prior year due to improved underwriting income.

First Lien Year-to-Date Results

First-lien pre-tax operating income for the nine-month period ended September 30, 2014 increased compared to the same period in the prior year primarily due to improved underwriting income as a result of a $182 million decrease in first-lien claims and claims adjustment expenses incurred reflecting favorable prior year loss reserve development. In addition, first lien pre-tax operating income increased due to a $98 million increase in first-lien net premiums earned largely from growth in the book of business, higher persistency, and, to a lesser extent, the acceleration of premiums earned as the result of the recognition of a shorter expected coverage period on certain single premium business. Underwriting expenses increased in the nine-month period ended September 30, 2014 compared to the same period in the prior year because of increased spending on technology and an impairment charge on certain capitalized technology costs. The decline in first-lien claims and claims adjustment expenses combined with the increase in earned premiums resulted in an improved combined ratio of 52.5 in the nine-month period ended September 30, 2014 compared to 93.7 in the same period of the prior year.

Runoff Businesses Year-to-Date Results

The runoff business' pre-tax operating income for the nine-month period ended September 30, 2014 was $39 million compared to $38 million in the same period in the prior year. The increase in pre-tax operating income is due to a decline in claims and claims adjustment expenses of $30 million and a $10 million reduction in underwriting expenses, mostly offset by a decline in net premiums earned of $37 million and a decline in net investment income of $2 million.

New Insurance Written

The declines in domestic first lien new insurance written from $14.2 billion to $12.6 billion and from $38.6 billion to $31.3 billion in the three- and nine-month periods ended September 30, 2014, respectively, compared to the same periods in the prior year, were primarily due to the contraction in the mortgage originations market, which began in the second half of 2013.

Delinquency Inventory

The delinquency inventory for domestic first lien business declined during the nine-month period ended September 30, 2014 as a result of cures and paid claims exceeding the number of newly reported delinquencies. Mortgage Guaranty's first lien delinquency ratio at September 30, 2014 was 4.6 percent compared to 6.4 percent at September 30, 2013. Over the last several quarters, Mortgage Guaranty has experienced a decline in newly reported defaults and an increase in cure rates.

TABLE OF CONTENTS

The following table provides a summary of delinquency activity in Mortgage Guaranty's domestic first lien delinquency inventory:

	Nine Months Ended September 30,	
(number of policies)	**2014**	2013
Number of delinquencies at the beginning of the year	**47,518**	62,832
Newly reported	**35,474**	42,581
Cures	**(33,260)**	(39,752)
Claims paid	**(8,783)**	(15,821)
Other	**(1,727)**	92
Number of delinquencies at the end of the period	**39,222**	49,932

Global Capital Markets Operations

Global Capital Markets Quarterly Results

GCM's pre-tax income and pre-tax operating income increased in the three-month period ended September 30, 2014 compared to the same period in the prior year primarily due to increases in unrealized market valuation gains related to the super senior CDS portfolio and a decrease in operating expenses, partially offset by declines in net credit valuation adjustments on derivative assets and liabilities.

Unrealized market valuation gains on the CDS portfolio of $75 million and $54 million were recognized in the three-month periods ended September 30, 2014 and 2013, respectively. The increase resulted primarily from amortization and price movements within the CDS portfolio.

Net credit valuation adjustment losses of $17 million were recognized in the three-month period ended September 30, 2014 compared to net credit valuation adjustment gains of $19 million in the same period in the prior year. The decline resulted primarily from credit valuation gains on uncollateralized derivative assets in the three-month period ended September 30, 2013 due to tightening of counterparty credit spreads.

Global Capital Markets Year-to-Date Results

GCM's pre-tax income and pre-tax operating income decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to declines in net credit valuation adjustments on derivative assets and liabilities and declines in unrealized market valuation gains related to the super senior CDS portfolio, partially offset by gains realized upon unwinding certain positions and a decrease in operating expenses. As previously disclosed, a state regulatory agency has requested additional information relating to the unwinding of a position on which we realized gains of $196 million in the nine-month period ended September 30, 2014.

Net credit valuation adjustment losses of $42 million were recognized in the nine-month period ended September 30, 2014 compared to net credit valuation adjustment gains of $153 million in the same period in the prior year. The decline resulted primarily from the recognition of credit valuation losses on derivative assets in the nine-month period ended September 30, 2014 due to higher exposure of uncollateralized derivative assets compared to credit valuation gains on uncollateralized derivative assets in the same period in the prior year due to the tightening of counterparty credit spreads.

Unrealized market valuation gains on the CDS portfolio of $223 million and $356 million were recognized in the nine-month periods ended September 30, 2014 and 2013, respectively. The decline resulted primarily from amortization and price movements within the CDS portfolio.

TABLE OF CONTENTS

Item 2 / results of operations / OTHER OPERATIONS

Direct Investment Book Results

The following table presents Direct Investment book results:

	Three Months Ended September 30,		Percentage	Nine Months Ended September 30,		Percentage
(in millions)	**2014**	2013	Change	**2014**	2013	Change
Pre-tax operating income	**$ 314**	$ 110	185 %	**$ 1,067**	$ 1,030	4 %
Legal settlements	**31**	-	NM	**31**	27	15
Loss on extinguishment of debt	**(155)**	-	NM	**(203)**	(4)	NM
Net realized capital gains (losses)	**38**	(58)	NM	**(40)**	31	NM
Pre-tax income	**$ 228**	$ 52	338 %	**$ 855**	$ 1,084	(21) %

Direct Investment Book Quarterly Results

The DIB's pre tax income and pre tax operating income increased in the three-month period ended September 30, 2014 compared to the same period in the prior year primarily due to higher fair value appreciation on ABS CDOs, an increase in net credit valuation adjustments on assets and liabilities for which the fair value option was elected and lower interest expense on borrowings resulting from redemptions and repurchases of DIB debt in 2014. The increase in pre-tax income was partially offset by a loss on extinguishment of debt.

Fair value appreciation on ABS CDOs was $220 million and $84 million in the three-month periods ended September 30, 2014 and 2013, respectively. The fair value appreciation on the ABS CDOs was higher in the three-month period ended September 30, 2014 driven primarily by improved collateral pricing due to more significant improvements in home price indices and amortization of the underlying collateral.

Net credit valuation adjustment gains of $104 million and $39 million were recognized in the three-month periods ended September 30, 2014 and 2013, respectively. The increase resulted primarily from higher credit valuation gains on assets due to more significant tightening of counterparty credit spreads in the three-month period ended September 30, 2014 compared to the same period in the prior year.

Direct Investment Book Year-to-Date Results

The DIB's pre tax income decreased in the nine-month period ended September 30, 2014 compared to the same period in the prior year primarily due to a loss on extinguishment of debt. The DIB's pre tax operating income was relatively flat in the nine-month period ended September 30, 2014 compared to the same period in the prior year.

The following table presents credit valuation adjustment gains (losses) for the DIB (excluding intercompany transactions):

(in millions)	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Counterparty Credit Valuation Adjustment on Assets:				
Other bond securities	**$ 95**	$ 60	**$ 324**	$ 359
Loans and other assets	**-**	1	**-**	10
Increase in assets	**95**	61	**324**	369
AIG's Own Credit Valuation Adjustment on Liabilities:				
Notes and bonds payable	**3**	(24)	**(16)**	(64)
Guaranteed Investment Agreements	**6**	4	**3**	32
Other liabilities	**-**	(2)	**(1)**	(5)
(Increase) decrease in liabilities	**9**	(22)	**(14)**	(37)
Net increase to pre-tax operating income	**$ 104**	$ 39	**$ 310**	$ 332

TABLE OF CONTENTS

Item 2 / results of operations / OTHER OPERATIONS

Corporate & Other Results

Quarterly and Year-to-Date Corporate & Other Results

Corporate & Other's pre tax operating losses decreased in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year primarily due to our share of AerCap's pre-tax operating income which is accounted for under the equity method, an improvement in earnings from other businesses and lower interest expense from ongoing debt management activities described in Liquidity and Capital Resources.

Legal Reserves and Legal Settlements

Legal reserve expenses decreased by $383 million in the three-month period ended September 30, 2014 compared to the same period in the prior year as a result of an increase in legal reserve liability in the prior year period. Legal reserve expenses increased by $121 million in the nine-month period ended September 30, 2014 compared to the same period in the prior year as a result of an increase in legal reserve liability in the 2014 period.

Legal settlements increased by $155 million and $95 million in the three- and nine-month periods ended September 30, 2014, respectively, compared to the same periods in the prior year due to the global resolution of our residential mortgage-related disputes with Bank of America.

Loss on Extinguishment of Debt

The increase in the loss on extinguishment of debt in the three- and nine-month periods ended September 30, 2014 compared to the same periods in the prior year was due to ongoing debt management activities described in Liquidity and Capital Resources.

Aircraft Leasing Results

The following table presents Aircraft Leasing results through May 14, 2014, the date of our sale of ILFC to AerCap:

	Three Months Ended September 30,	Percentage	Nine Months Ended September 30,	Percentage

(in millions)	**2014**	2013	Change	**2014**	2013	Change
Aircraft leasing revenues, excluding net realized capital gains (losses):						
Rental revenue	**$ -**	$ 1,085	NM%	**$ 1,554**	$ 3,199	(51) %
Interest and other revenues	**-**	33	NM	**48**	104	(54)
Total aircraft leasing revenues, excluding net realized capital gains (losses)	**-**	1,118	NM	**1,602**	3,303	(51)
Aircraft leasing expense:						
Impairment charges, fair value adjustments and lease-related charges	**-**	103	NM	**34**	112	(70)
Other expenses	**-**	1,016	NM	**1,551**	3,131	(50)
Total aircraft leasing expense	**-**	1,119	NM	**1,585**	3,243	(51)
Pre-tax income (loss)	**$ -**	$ (1)	NM%	**$ 17**	$ 60	(72) %

Aircraft Leasing reported pre-tax income in the nine-month periods ended September 30, 2014 and 2013, primarily due to certain adjustments to ILFC's assets and liabilities classified as held-for-sale. See Note 4 to the Consolidated Financial Statements for more information regarding Aircraft Leasing.

TABLE OF CONTENTS

Item 2 / results of operations / OTHER OPERATIONS

Net (Gain) Loss on Sale of Divested Businesses

Net (gain) loss on sale of divested businesses includes a gain of $2.2 billion associated with the completion of the sale of ILFC in the nine-month period ended September 30, 2014.

Net Realized Capital Gains (Losses)

Other Operations net realized capital gains improved in the three-month period ended September 30, 2014 compared to the same period in the prior year due to foreign exchange fluctuations on foreign currency-denominated debt.

Other Operations net realized capital losses increased in the nine-month period ended September 30, 2014 compared to the same period in the prior year due to losses on interest rate hedges in the DIB and unrealized losses on derivatives.

Overview

Liquidity refers to the ability to generate sufficient cash resources to meet our payment obligations. It is defined as cash and unencumbered assets that can be monetized in a short period of time at a reasonable cost. We manage our liquidity prudently through various risk committees, policies and procedures, and a stress testing and liquidity framework established by Enterprise Risk Management (ERM). Our liquidity framework is designed to measure both the amount and composition of our liquidity to meet financial obligations in both normal and stressed markets. See Part II, Item 7. MD&A — Enterprise Risk Management — Risk Appetite, Identification, and Measurement in the 2013 Annual Report and Enterprise Risk Management — Liquidity Risk Management below for additional information.

Capital refers to the long-term financial resources available to support the operation of our businesses, fund business growth, and cover financial and operational needs that arise from adverse circumstances. Our primary source of ongoing capital generation is the profitability of our insurance subsidiaries. We must comply with numerous constraints on our minimum capital positions. These constraints drive the requirements for capital adequacy for both AIG and the individual businesses and are based on internally-defined risk tolerances, regulatory requirements, rating agency and creditor expectations and business needs. Actual capital levels are monitored on a regular basis, and using ERM's stress testing methodology, we evaluate the capital impact of potential macroeconomic, financial and insurance stresses in relation to the relevant capital constraints of both AIG and our insurance subsidiaries.

We believe that we have sufficient liquidity and capital resources to satisfy future requirements and meet our obligations to policyholders, customers, creditors and debt-holders, including those arising from reasonably foreseeable contingencies or events.

Nevertheless, some circumstances may cause our cash or capital needs to exceed projected liquidity or readily deployable capital resources. Additional collateral calls, deterioration in investment portfolios or reserve strengthening affecting statutory surplus, higher surrenders of annuities and other policies, downgrades in credit ratings, or catastrophic losses may result in significant additional cash or capital needs and loss of sources of liquidity and capital. In addition, regulatory and other legal restrictions could limit our ability to transfer funds freely, either to or from our subsidiaries.

Depending on market conditions, regulatory and rating agency considerations and other factors, we may take various liability and capital management actions. Liability management actions may include, but are not limited to, repurchasing or redeeming outstanding debt, issuing new debt or engaging in debt exchange offers. Capital management actions may include, but are not limited to, paying dividends to our shareholders and share repurchases.

TABLE OF CONTENTS

Item 2 / LIQUIDITY AND CAPITAL RESOURCES

Sources

- ***AIG Parent Funding from Subsidiaries***[a]

During the nine-month period ended September 30, 2014, AIG Parent received $1.5 billion in dividends in the form of cash and fixed maturity securities from AIG Property Casualty and $4.3 billion in cash dividends and loan repayments from AIG Life and Retirement, which included approximately $829 million of legal settlement proceeds.

AIG Parent also received $1.1 billion in tax sharing payments from our insurance businesses in the nine-month period ended September 30, 2014, including $314 million of such payments during the third quarter of 2014. These payments may be subject to adjustment in future periods.

- ***Debt Issuances***[b]

On July 16, 2014, we issued $1.0 billion aggregate principal amount of 2.300% Notes due 2019 and $1.5 billion aggregate principal amount of 4.500% Notes due 2044.

- ***Legal Settlement***

In July 2014, we received $650 million in cash in connection with the global resolution of our residential mortgage-related disputes with Bank of America.

- ***ILFC Sale***

On May 14, 2014, we received net cash proceeds of approximately $2.4 billion from the sale of ILFC after taking into account the settlement of intercompany loans. This cash amount is in addition to the 97.6 million newly issued AerCap common shares we received as consideration from the sale.

Uses[c]

- ***Debt Reduction***[d]

During the nine-month period ended September 30, 2014, we reduced DIB debt by approximately $5.0 billion through the following:

• On January 17, 2014, a redemption of $1.2 billion aggregate principal amount of its 4.250% Notes due 2014;

• In January 2014, repurchases of $1.0 billion aggregate principal amount of its 8.250% Notes due 2018;

• On May 5, 2014, a redemption of $750 million aggregate principal amount of its 3.000% Notes due 2015;

• On July 31, 2014, a redemption of $790 million aggregate principal amount of its 4.875% Notes due 2016; and

• On July 31, 2014, a redemption of $1.25 billion aggregate principal amount of its 3.800% Notes due 2017, in each case, using cash allocated to the DIB.

On July 14, 2014, we purchased, in cash tender offers, (i) certain junior subordinated debentures issued or guaranteed by AIG for an aggregate purchase price of $1.8 billion and (ii) certain senior notes and debentures issued or guaranteed by AIG for an aggregate purchase price of $700 million.

We also made other repayments of approximately $5.4 billion. AIG Parent made interest payments on our debt instruments totaling $1.4 billion.

• ***Dividend***

We paid a cash dividend of $0.125 per share on AIG Common Stock during each of the first, second and third quarters of 2014.

• ***Repurchase of Common Stock***

We repurchased approximately 60 million shares of AIG Common Stock during the nine-month period ended September 30, 2014, for an aggregate purchase price of approximately $3.4 billion. The total number of shares of AIG Common Stock repurchased in the nine-month period ended September 30, 2014, and the aggregate purchase price of those shares, reflect our payment of approximately $1.7 billion in the aggregate under three ASR agreements and the receipt of approximately 27 million shares of AIG Common Stock in the aggregate, including the initial receipt of 70 percent of the total notional share equivalent, or approximately 8.8 million shares of AIG Common Stock, under an ASR agreement executed in September 2014.

TABLE OF CONTENTS

Item 2 / LIQUIDITY AND CAPITAL RESOURCES

(a) In October 2014, we received $635 million in additional dividends that had been declared by AIG Life and Retirement subsidiaries in the three-month period ended September 30, 2014, in the form of cash and fixed maturity securities.

(b) On October 15, 2014, we issued an additional $750 million aggregate principal amount of 4.500% Notes due 2044.

(c) On October 22, 2014, we made a cash payment of $960 million, which is being held in escrow pending final approval of the settlement of the Consolidated 2008 Securities Class Action. See Note 10 to the Condensed Consolidated Financial Statements for further discussion.

(d) On October 27, 2014, we further reduced DIB debt through a redemption of approximately $2.0 billion aggregate principal amount of its 8.250% Notes due 2018 using cash allocated to the DIB. In addition, since September 30, 2014, we repurchased approximately $2.0 billion aggregate principal amount of debt, including (i) approximately $1.6 billion aggregate principal amount of 8.175% Series A-6 Junior Subordinated Debentures and (ii) approximately $405 million aggregate principal amount of 5.450% Medium-Term Notes, Series MP, Matched Investment Program Due May 18, 2017, which were part of the DIB and were repaid using cash allocated to the DIB. We paid an aggregate purchase price of approximately $5.1 billion in connection with our redemptions and repurchases of debt since September 30, 2014.

Analysis of Sources and Uses of Cash

The following table presents selected data from AIG's Condensed Consolidated Statements of Cash Flows:

Nine Months Ended September 30,

(in millions)	**2014***	2013
Sources:		
Net cash provided by operating activities	**$ 4,357**	$ 3,948
Net cash provided by changes in restricted cash	**-**	1,251
Net cash provided by other investing activities	**5,527**	5,267
Changes in policyholder contract balances	**1,275**	-
Issuance of long-term debt	**5,827**	3,633
Total sources	**16,986**	14,099
Uses:		
Change in restricted cash	**(660)**	-
Change in policyholder contract balances	**-**	(1,133)
Repayments of long-term debt	**(11,561)**	(11,355)
Purchases of AIG Common Stock	**(3,403)**	(192)

Net cash used in other financing activities	**(1,739)**	(425)
Total uses	**(17,363)**	(13,105)
Effect of exchange rate changes on cash	**(19)**	(79)
Increase (decrease) in cash	**$ (396)**	$ 915

* For the nine-month period ended September 30, 2014, cash decreased by $162 million due to reclassification of $289 million to restricted cash presented in Other assets, partially offset by $127 million reclassification from Short-term investments, to correct prior period presentation.

151

TABLE OF CONTENTS

Item 2 / LIQUIDITY AND CAPITAL RESOURCES

The following table presents a summary of AIG's Condensed Consolidated Statements of Cash Flows:

Nine Months Ended September 30, *(in millions)*	2014	2013
Summary:		
Net cash provided by operating activities	$ 4,357	$ 3,948
Net cash provided by investing activities	4,867	6,518
Net cash used in financing activities	(9,601)	(9,472)
Effect of exchange rate changes on cash	(19)	(79)
Increase (decrease) in cash	(396)	915
Cash at beginning of year	2,241	1,151
Change in cash of businesses held-for-sale	88	(8)
Cash at end of period	$ 1,933	$ 2,058

Operating Cash Flow Activities

Insurance companies generally receive most premiums in advance of the payment of claims or policy benefits. The ability of insurance companies to generate positive cash flow is affected by the frequency and severity of losses under their insurance policies, policy retention rates and operating expenses.

Interest payments totaled $2.6 billion for the nine-month period ended September 30, 2014 compared to $3.0 billion in the nine-month period ended September 30, 2013. Cash provided by operating activities excluding interest payments was $7.0 billion for the nine-month periods ended September 30, 2014 compared to $6.9 billion in the first nine months of 2013. Operating cash flow activities for the nine-month period ended September 30, 2014 include:

- $1.2 billion of cash provided by AIG Property Casualty in the nine-month period ended September 30, 2014 compared to $0.1 billion of cash used during the nine-month period ended September 30, 2013 primarily due to the timing of the payments related to catastrophe losses in 2013; and

- $2.6 billion of cash provided by AIG Life and Retirement in the nine-month period ended September 30, 2014 compared to cash provided of $2.1 billion in the nine-month period ended September 30, 2013, which reflected the continued profitability of AIG Life and Retirement and included higher legal settlement proceeds in the nine-month period ended September 30, 2014 compared to the same period in the prior year.

Investing Cash Flow Activities

Net cash provided by investing activities for the nine-month period ended September 30, 2014 includes:

- approximately $1.0 billion of cash collateral received in connection with the securities lending program launched during 2012 by AIG Life and Retirement; and

- approximately $2.4 billion of net cash proceeds from the sale of ILFC.

Net cash provided by investing activities for the nine-month period ended September 30, 2013 included approximately $1.1 billion of cash collateral received in connection with the securities lending program launched during 2012 by AIG Life and Retirement.

Financing Cash Flow Activities

Net cash used in financing activities for the nine-month period ended September 30, 2014 includes:

- approximately $539 million in the aggregate to pay a dividend of $0.125 per share on AIG Common Stock in each of the first, second and third quarters of 2014;
- approximately $3.4 billion to repurchase approximately 60 million shares of AIG Common Stock;
- approximately $271 million to repay long-term debt of business held-for-sale; and
- approximately $11.3 billion to repay long-term debt; see Debt – Debt Maturities below.

Net cash used in financing activities for the nine-month period ended September 30, 2013 includes:

- approximately $147 million to pay a dividend of $0.10 per share on AIG Common Stock in the third quarter of 2013;
- approximately $192 million to purchase approximately four million shares of AIG Common Stock; and
- approximately $7.4 billion to repay long-term debt; see Debt – Debt Maturities below.

Liquidity and Capital Resources of AIG Parent and Subsidiaries

AIG Parent

As of September 30, 2014, AIG Parent had approximately $17.1 billion in liquidity sources. AIG Parent's liquidity sources are held in the form of cash, short-term investments and publicly traded, intermediate-term investment grade rated fixed maturity securities. Fixed maturity securities consist of U.S. government and government sponsored entity securities, U.S. agency mortgage-backed securities, and corporate and municipal bonds. AIG Parent actively manages its assets and liabilities in terms of products, counterparties and duration. Based upon an assessment of its immediate and longer-term funding needs, AIG Parent purchases publicly traded, intermediate-term investment grade rated fixed maturity securities that can be readily monetized through sales or repurchase agreements. These securities allow us to diversify sources of liquidity while reducing the cost of maintaining sufficient liquidity. AIG Parent liquidity sources are monitored through the use of various internal liquidity risk measures. AIG Parent's primary sources of liquidity are dividends, distributions, loans and other payments from subsidiaries, as well as credit and contingent liquidity facilities. AIG Parent's primary uses of liquidity are for debt service, capital and liability management, operating expenses and subsidiary capital needs.

We generally manage capital flows between AIG Parent and its subsidiaries through internal, Board approved policies and guidelines. In addition, AIG Parent has unconditional capital maintenance agreements (CMAs) in place with certain subsidiaries. See AIG Property Casualty, AIG Life and Retirement and Other Operations — Mortgage Guaranty below for additional details regarding the CMAs. Nevertheless, regulatory and other legal restrictions could limit our ability to transfer capital freely, either to or from our subsidiaries.

We believe that we have sufficient liquidity and capital resources to satisfy our reasonably foreseeable future requirements and meet our obligations to our creditors, debt-holders and insurance company subsidiaries. We expect to access the debt markets from time to time to meet funding requirements as needed.

We utilize our capital resources to support our businesses, with the majority of capital allocated to our core insurance operations. Should we have or generate more capital than is needed to support our business strategies (including organic growth or acquisition opportunities) or mitigate risks inherent to our business, we may develop plans to distribute such capital to shareholders via dividends or share repurchase authorizations or deploy such capital towards liability management.

In the normal course, it is expected that a portion of the capital generated by our core insurance operations through earnings or through the utilization of AIG’s deferred tax assets may be available for distribution to shareholders. Additionally, it is expected that capital associated with businesses or investments that do not directly support our core insurance operations may be available for distribution to shareholders or deployment towards liability management upon its monetization.

In developing plans to distribute capital, AIG considers a number of factors, including, but not limited to: the capital resources available to support our core insurance operations and business strategies, AIG’s funding capacity and capital resources in

TABLE OF CONTENTS

Item 2 / LIQUIDITY AND CAPITAL RESOURCES

comparison to internal benchmarks, expectations for capital generation, rating agency expectations for capital, as well as regulatory standards for capital and capital distributions.

The following table presents AIG Parent's liquidity sources:

(In millions)		**As of September 30, 2014**		As of December 31, 2013
Cash and short-term investments[a][b]	**$**	**8,717**	$	10,154
Unencumbered fixed maturity securities[c]		**3,892**		2,968
Total AIG Parent liquidity		**12,609**		13,122
Available capacity under syndicated credit facility[d]		**4,000**		3,947
Available capacity under contingent liquidity facility[e]		**500**		500
Total AIG Parent liquidity sources	**$**	**17,109**	$	17,569

(a) Cash and short-term investments include reverse repurchase agreements totaling $6.2 billion and $6.9 billion as of September 30, 2014 and December 31, 2013, respectively.

(b) $2.7 billion and $5.9 billion of cash and short-term investments as of September 30, 2014 and December 31, 2013, respectively, are allocated toward future maturities of liabilities and contingent liquidity stress needs of DIB and GCM.

(c) Unencumbered securities consist of publicly traded, intermediate-term investment grade rated fixed maturity securities. Fixed maturity securities consist of U.S. government and government sponsored entity securities, U.S. agency mortgage-backed securities, and corporate and municipal bonds.

(d) For additional information relating to this syndicated credit facility, see Credit Facilities below.

(e) For additional information relating to the contingent liquidity facility, see Contingent Liquidity Facilities below.

AIG Property Casualty

We expect that AIG Property Casualty subsidiaries will be able to continue to satisfy reasonably foreseeable future liquidity requirements and meet their obligations, including those arising from reasonably foreseeable contingencies or events, through cash from operations and, to the extent necessary, monetization of invested assets. AIG Property Casualty subsidiaries’ liquidity resources are held in the form of cash, short-term investments and publicly traded, investment grade rated fixed maturity securities.

Certain AIG Property Casualty subsidiaries are members of the Federal Home Loan Banks (FHLBs) in their respective districts. Borrowings from the FHLBs may be used to supplement liquidity. As of September 30, 2014 and December 31, 2013, no AIG Property Casualty subsidiaries had FHLB borrowings outstanding.

AIG Property Casualty's subsidiaries may require additional funding to meet capital or liquidity needs under certain circumstances. Large catastrophes may require AIG to provide additional support to our affected operations. Downgrades in AIG's credit ratings could put pressure on the insurer financial strength ratings of AIG's subsidiaries, which could result in non renewals or cancellations by policyholders and adversely affect the subsidiary's ability to meet its own obligations. Increases in market interest rates may adversely affect the financial strength ratings of our subsidiaries, as rating agency capital models may reduce the amount of available capital relative to required capital. Other potential events that could cause a liquidity strain include an economic collapse of a nation or region significant to our operations, nationalization, catastrophic terrorist acts, pandemics or other events causing economic or political upheaval.

AIG Parent and Ascot Corporate Name Limited (ACNL), an AIG Property Casualty subsidiary, are parties to a $625 million letter of credit facility. ACNL, as a member of the Lloyd's of London insurance syndicate (Lloyd's), is required to hold capital at Lloyd's, known as Funds at Lloyds (FAL). Under the facility, which supports the 2014 and 2015 years of account, the entire FAL capital requirement of $600 million, as of September 30, 2014, was satisfied with a letter of credit issued under the facility.

AIG generally manages capital between AIG Parent and AIG Property Casualty domestic insurance subsidiaries through internal, Board-approved policies and guidelines. In addition, AIG Parent, AIG Property Casualty Inc. and certain AIG Property Casualty domestic insurance subsidiaries are parties to a consolidated CMA. Among other things, the CMA provides that AIG Parent will maintain the total adjusted capital of these AIG Property Casualty insurance subsidiaries, measured as a group (the Fleet), at or above the specified minimum percentage of the Fleet's projected total authorized control level Risk Based Capital (RBC). As of September 30, 2014, the specified minimum percentage in the CMA was 300 percent.

TABLE OF CONTENTS

Item 2 / LIQUIDITY AND CAPITAL RESOURCES

In the nine-month period ended September 30, 2014, AIG Property Casualty paid approximately $1.5 billion in dividends in the form of cash and fixed maturity securities to AIG Parent. The fixed maturity securities included investment-grade government, corporate and sovereign bonds, as well as agency RMBS. In addition, in the nine-month period ended September 30, 2014, AIG Property Casualty paid other non-cash dividends of $178 million to AIG Parent. AIG Parent was not required to make any capital contributions pursuant to the CMA.

AIG Life and Retirement

We expect that AIG Life and Retirement subsidiaries will be able to continue to satisfy reasonably foreseeable future liquidity requirements and meet their obligations, including those arising from reasonably foreseeable contingencies or events, through cash from operations and, to the extent necessary, monetization of invested assets. AIG Life and Retirement subsidiaries' liquidity resources are held in the form of cash, short-term investments and publicly traded, investment grade rated fixed maturity securities.

Certain AIG Life and Retirement insurance subsidiaries are members of the FHLBs in their respective districts. Borrowings from the FHLBs are used to supplement liquidity or for other uses deemed appropriate by management. AIG Life and Retirement had outstanding borrowings from the FHLBs in an aggregate amount of $44 million as of September 30, 2014 and $50 million as of December 31, 2013.

The need to fund product surrenders, withdrawals and maturities creates a potential liquidity requirement for AIG Life and Retirement's insurance subsidiaries. Management believes that because of the size and liquidity of its investment portfolios, AIG Life and Retirement does not face a significant liquidity risk due to normal deviations from projected claim or surrender experience. Furthermore, AIG Life and Retirement's products contain certain features that mitigate surrender risk, including surrender charges. As part of its risk management framework, AIG Life and Retirement continues to evaluate and, where appropriate, pursue strategies and programs to improve its liquidity position and facilitate AIG Life and Retirement's ability to maintain a fully invested asset portfolio. AIG Life and Retirement also has developed a contingent liquidity plan to address unforeseen liquidity needs.

AIG Life and Retirement executes programs, which began in 2012, that lend securities from its investment portfolio to supplement liquidity or for other uses as deemed appropriate by management. Under these programs, AIG Life and Retirement insurance subsidiaries lend securities to financial institutions and receive cash as collateral equal to 102 percent of the fair value of the loaned securities. Cash collateral received is invested in short-term investments. Additionally, the aggregate amount of securities that an AIG Life and Retirement insurance company may lend under its program at any time is limited to five percent of its general account statutory-basis admitted assets. AIG Life and Retirement's liability to borrowers for collateral received was $3.0 billion as of September 30, 2014 and $4.0 billion as of December 31, 2013.

AIG generally manages capital between AIG Parent and AIG Life and Retirement insurance subsidiaries through internal, Board-approved policies and guidelines. In addition, AIG Parent was party to CMAs with certain AIG Life and Retirement insurance subsidiaries. Among other things, the CMAs provided that AIG Parent would maintain the total adjusted capital of each of these AIG Life and Retirement insurance subsidiaries at or above a specified minimum percentage of the subsidiary's projected NAIC Company Action Level RBC. As of September 30, 2014, the specified minimum percentage in the CMAs was 385 percent, except for the CMA with AGC Life Insurance Company, where the specified minimum percentage was 250 percent. As a result of managing capital through internal, Board-approved policies and guidelines, the parties agreed to terminate these CMAs effective October 31, 2014, with the exception of the CMA with AGC Life Insurance Company, which remains in place.

Dividends and loan repayments paid by AIG Life and Retirement subsidiaries to AIG Parent in the nine-month period ended September 30, 2014 totaled $4.9 billion, which was comprised of $4.3 billion of cash and $642 million of preferred equity interests in two aircraft trust entities, and included approximately $829 million of legal settlement proceeds. In addition, AIG Life and Retirement distributed $635 million of cash and fixed maturity securities to AIG Parent in October 2014, which represented the remainder of dividends that were declared by AIG Life and Retirement subsidiaries in the three-month period ended September 30, 2014. The fixed maturity securities included investment-grade government, corporate and sovereign

TABLE OF CONTENTS

Item 2 / LIQUIDITY AND CAPITAL RESOURCES

bonds, as well as agency RMBS. AIG Parent was not required to make any capital contributions under the CMAs then in place.

Other Operations

Mortgage Guaranty

We expect that Mortgage Guaranty subsidiaries will be able to continue to satisfy reasonably foreseeable future liquidity requirements and meet their obligations, including those arising from reasonably foreseeable contingencies or events, through cash from operations and, to the extent necessary, monetization of invested assets. Mortgage Guaranty's liquidity resources are held in the form of cash, short-term investments and publicly traded, investment grade rated, fixed maturity securities. These securities could be monetized in the event liquidity levels are insufficient to meet obligations.

AIG generally manages capital between AIG Parent and Mortgage Guarantee insurance subsidiaries through internal, Board-approved policies and guidelines. In addition, AIG Parent is party to a CMA with a Mortgage Guaranty insurance subsidiary. Among other things, the CMA provides that AIG Parent will maintain capital and surplus of this Mortgage Guaranty insurance subsidiary at or above a specified minimum required capital based on a specified risk-to-capital ratio. In addition, the CMA provides that if capital and surplus of this Mortgage Guaranty insurance subsidiary is in excess of that same specified minimum required capital, subject to its board approval and compliance with applicable insurance laws, this Mortgage Guaranty insurance subsidiary would declare and pay ordinary dividends to its equity holders up to an amount necessary to reduce projected or actual capital and surplus to a level equal to or not materially greater than such specified minimum required capital. As structured, the CMA contemplates that the specified minimum required capital would be reviewed and agreed upon at least annually. As of September 30, 2014, the minimum required capital is based on a risk-to-capital ratio of 19 to 1.

In the nine-month period ended September 30, 2014, Mortgage Guaranty paid no dividends to AIG Parent, and AIG Parent was not required to make any capital contributions under the CMA.

Global Capital Markets

Derivative transactions between AIG and its subsidiaries and third parties are generally centralized through GCM, specifically through the entity AIG Markets. GCM is required to clear certain derivatives transactions through central regulated clearing organizations pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank). To the extent a derivatives transaction is subject to a clearing obligation, GCM is required to post collateral in amounts determined by the relevant clearing organization and GCM’s clearing agreements with its futures commission merchants. To the extent a derivatives transaction is not subject to a clearing obligation, these derivative transactions are governed by bilateral master agreements, the form of which is published by the International Swaps and Derivatives Association, Inc. (ISDA). Many of these agreements, primarily between GCM and third party financial institutions, require collateral postings. Many of GCM’s transactions with AIG and its subsidiaries also include collateral posting requirements, the purpose of which are to provide collateral to GCM, which in turn is used to satisfy posting requirements with third parties, including the margin requirements of clearing organizations and futures commission merchants.

In addition, most of GCM’s CDSs within AIGFP are subject to collateral posting provisions. The collateral posting provisions contained in the ISDA Master Agreements and related transaction documents with respect to CDSs differ among counterparties and asset classes. The amount of future collateral posting requirements for super senior CDSs is a function of our credit ratings, the rating of the relevant reference obligations and the market value of the relevant reference obligations, with market value being the most significant factor. We estimate the amount of potential future collateral postings associated with the super senior CDSs using various methodologies. The contingent liquidity requirements associated with such potential future collateral postings are incorporated into our liquidity planning assumptions.

TABLE OF CONTENTS

Item 2 / LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2014 and December 31, 2013, GCM had total assets of $5.9 billion and $7.7 billion, respectively, and total liabilities of $3.1 billion as of both dates. GCM's assets consist primarily of cash, short-term investments, other receivables, net of allowance, and unrealized gains on swaps, options and forwards. GCM's liabilities consist primarily of trade payables and unrealized losses on swaps, options and forwards. Collateral posted by GCM to third parties was $2.6 billion and $3.0 billion at September 30, 2014 and December 31, 2013, respectively. GCM obtained collateral from third parties totaling $705 million and $572 million at September 30, 2014 and December 31, 2013, respectively. The collateral amounts reflect counterparty netting adjustments available under ISDA Master Agreements and are inclusive of collateral that exceeded the fair value of derivatives as of the reporting date.

Direct Investment Book

The DIB portfolio is being wound down and is managed with the objective of ensuring that at all times it maintains the liquidity we believe is necessary to meet all of its liabilities as they come due, even under stress scenarios, and to maximize returns consistent with our risk management objectives. We are focused on meeting the DIB's liquidity needs, including the need for contingent liquidity arising from collateral posting for debt positions of the DIB, without relying on resources beyond the DIB. As part of this program management, we may from time to time access the capital markets, including issuing and repurchasing debt, and selling assets on an opportunistic basis, in each case subject to market conditions. If the DIB's risk target is breached, we expect to take appropriate actions to increase the DIB's liquidity sources or reduce liquidity requirements to maintain the risk target, although no assurance can be given that this can be achieved under then prevailing market conditions. Any additional liquidity shortfalls would need to be funded by AIG Parent.

From time to time, we may utilize cash allocated to the DIB that is not required to meet the risk target for the DIB for general corporate purposes unrelated to the DIB.

The DIB's assets consist primarily of cash, short-term investments, fixed maturity securities issued by corporations, U.S. government and government sponsored entities and mortgage and asset backed securities. The DIB's liabilities consist primarily of notes and other borrowings supported by assets as well as other short-term financing obligations. As of September 30, 2014 and December 31, 2013, the DIB had total assets of $17.1 billion and $23.3 billion, respectively, and total liabilities of $12.5 billion and $20.0 billion, respectively.

The overall hedging activity for the assets and liabilities of the DIB is executed by GCM. The value of hedges related to the non-derivative assets and liabilities of AIGFP in the DIB is included within the assets, liabilities and operating results of GCM and is not included within the DIB's assets, liabilities or operating results.

Collateral posted by operations included in the DIB to third parties was $3.5 billion at September 30, 2014 and $4.2 billion at December 31, 2013. This collateral primarily consists of securities of the U.S. government and government sponsored entities and generally cannot be repledged or resold by the counterparties.

Credit Facilities

We maintain a committed, revolving syndicated credit facility (the Five-Year Facility) as a potential source of liquidity for general corporate purposes. The Five-Year Facility provides for aggregate commitments by the bank syndicate to provide unsecured revolving loans and/or standby letters of credit of up to $4.0 billion without any limits on the type of borrowings and is scheduled to expire in June 2019.

As of September 30, 2014, a total of $4.0 billion remains available under the Five-Year Facility. Our ability to borrow under the Five-Year Facility is not contingent on our credit ratings. However, our ability to borrow under the Five-Year Facility is conditioned on the satisfaction of certain legal, operating, administrative and financial covenants and other requirements contained in the Five-Year Facility. These include covenants relating to our maintenance of a specified total consolidated net worth and total consolidated debt to total consolidated capitalization. Failure to satisfy these and other requirements contained in the Five-Year Facility would restrict our access to the Five-Year Facility and could have a material adverse effect on our

TABLE OF CONTENTS

Item 2 / LIQUIDITY AND CAPITAL RESOURCES

financial condition, results of operations and liquidity. We expect to borrow under the Five-Year Facility from time to time, and may use the proceeds for general corporate purposes.

Contingent Liquidity Facilities

AIG Parent has access to a contingent liquidity facility of up to $500 million as a potential source of liquidity for general corporate purposes. Under this facility, we have the unconditional right, prior to December 15, 2015, to issue up to $500 million in senior debt to the counterparty, based on a put option agreement between AIG Parent and the counterparty.

Our ability to borrow under this facility is not contingent on our credit ratings.

Contractual Obligations

The following table summarizes contractual obligations in total, and by remaining maturity:

September 30, 2014			Payments due by Period			
(in millions)	Total Payments	Remainder of 2014	2015 - 2016	2017 - 2018	2019	Thereafter
Insurance operations						
Loss reserves	$ 82,319	$ 6,215	$ 31,314	$ 15,641	$ 4,816	$ 24,333
Insurance and investment contract liabilities	224,621	3,981	30,398	26,962	11,809	151,471
Borrowings	1,131	-	-	-	-	1,131
Interest payments on borrowings	2,114	8	178	179	89	1,660
Other long-term obligations	23	1	13	5	4	-
Total	$ 310,208	$ 10,205	$ 61,903	$ 42,787	$ 16,718	$ 178,595
Other						
Borrowings[(a)]	$ 31,399	$ 4,291	$ 4,646	$ 7,146	$ 1,213	$ 14,103
Interest payments on borrowings	23,069	426	3,295	2,664	930	15,754
Other long-term obligations	245	23	87	14	-	121
Total	$ 54,713	$ 4,740	$ 8,028	$ 9,824	$ 2,143	$ 29,978
Consolidated						
Loss reserves	$ 82,319	$ 6,215	$ 31,314	$ 15,641	$ 4,816	$ 24,333

Insurance and investment contract liabilities	224,621	3,981	30,398	26,962	11,809	151,471
Borrowings[(a)]	32,530	4,291	4,646	7,146	1,213	15,234
Interest payments on borrowings	25,183	434	3,473	2,843	1,019	17,414
Other long-term obligations[(b)]	268	24	100	19	4	121
Total[(c)]	$ 364,921	$ 14,945	$ 69,931	$ 52,611	$ 18,861	$ 208,573

(a) On October 27, 2014, we further reduced DIB debt through a redemption of approximately $2.0 billion aggregate principal amount of its 8.250% Notes due 2018 using cash allocated to the DIB. In addition, since September 30, 2014, we repurchased approximately $2.0 billion aggregate principal amount of debt, including (i) approximately $1.6 billion aggregate principal amount of 8.175% Series A-6 Junior Subordinated Debentures and (ii) approximately $405 million aggregate principal amount of 5.450% Medium-Term Notes, Series MP, Matched Investment Program Due May 18, 2017, which were part of the DIB and were repaid using cash allocated to the DIB. Accordingly, in the table above, these instruments are reported as maturing in the remainder of 2014 instead of their original maturity dates.

(b) Primarily includes contracts to purchase future services and other capital expenditures.

(c) Does not reflect unrecognized tax benefits of $4.5 billion, the timing of which is uncertain.

Loss Reserves

Loss reserves relate to the AIG Property Casualty and the Mortgage Guaranty businesses and represent future loss and loss adjustment expense payments estimated based on historical loss development payment patterns. Due to the significance of the assumptions used, the payments by period presented above could be materially different from actual required payments.

158

TABLE OF CONTENTS

Item 2 / LIQUIDITY AND CAPITAL RESOURCES

We believe that AIG Property Casualty and Mortgage Guaranty subsidiaries maintain adequate financial resources to meet the actual required payments under these obligations.

Insurance and Investment Contract Liabilities

Insurance and investment contract liabilities, including GIC liabilities, relate to AIG Life and Retirement businesses. These liabilities include various investment-type products with contractually scheduled maturities, including periodic payments of a term certain nature. These liabilities also include benefit and claim liabilities, of which a significant portion represents policies and contracts that do not have stated contractual maturity dates and may not result in any future payment obligations. For these policies and contracts (i) we are not currently making payments until the occurrence of an insurable event, such as death or disability, (ii) payments are conditional on survivorship or (iii) payment may occur due to a surrender or other non-scheduled event beyond our control.

We have made significant assumptions to determine the estimated undiscounted cash flows of these contractual policy benefits. These assumptions include mortality, morbidity, future lapse rates, expenses, investment returns and interest crediting rates, offset by expected future deposits and premiums on in-force policies. Due to the significance of the assumptions, the periodic amounts presented could be materially different from actual required payments. The amounts presented in this table are undiscounted and exceed the future policy benefits and policyholder contract deposits included in the Condensed Consolidated Balance Sheets.

We believe that AIG Life and Retirement subsidiaries have adequate financial resources to meet the payments actually required under these obligations. These subsidiaries have substantial liquidity in the form of cash and short-term investments. In addition, AIG Life and Retirement businesses maintain significant levels of investment grade rated fixed maturity securities, including substantial holdings in government and corporate bonds, and could seek to monetize those holdings in the event operating cash flows are insufficient. We expect liquidity needs related to GIC liabilities to be funded through cash flows generated from maturities and sales of invested assets.

Borrowings

Our borrowings exclude those incurred by consolidated investments and include hybrid financial instrument liabilities recorded at fair value. We expect to repay the long-term debt maturities and interest accrued on borrowings by AIG through maturing investments and dispositions of invested assets, future cash flows from operations, cash flows generated from invested assets, future debt issuance and other financing arrangements.

Off-Balance Sheet Arrangements and Commercial Commitments

The following table summarizes Off-Balance Sheet Arrangements and Commercial Commitments in total, and by remaining maturity:

September 30, 2014			Amount of Commitment Expiring			
(in millions)	Total Amounts Committed	Remainder of 2014	2015 - 2016	2017 - 2018	2019	Thereafter
Insurance operations						
Guarantees:						
Standby letters of credit	$ 845	$ 29	$ 181	$ 600	$ 35	$ -
Guarantees of indebtedness	163	-	4	1	-	158
All other guarantees[(a)]	8	-	1	1	-	6

TABLE OF CONTENTS

Item 2 / LIQUIDITY AND CAPITAL RESOURCES

Commitments:												
Investment commitments[b]		2,159		1,407		519		203		30		-
Commitments to extend credit		1,492		1,248		183		7		-		54
Letters of credit		6		-		6		-		-		-
Total[c]	$	4,673	$	2,684	$	894	$	812	$	65	$	218
Other												
Guarantees:												
Liquidity facilities[d]	$	77	$	-	$	-	$	-	$	-	$	77
Standby letters of credit		239		235		3		1		-		-
Guarantees of indebtedness		12		-		11		1		-		-
All other guarantees		35		-		23		12		-		-
Commitments:												
Investment commitments[b]		295										