

THE UNITED STATES COURT OF FEDERAL CLAIMS

**If you owned Common Stock in American International Group, Inc. (“AIG”) between September 16, 2008 and September 22, 2008 or on June 30, 2009, you may be eligible to join a class action lawsuit against the United States**

*A federal court authorized this Notice.*

YOUR LEGAL RIGHTS AND OPTIONS IN THIS LAWSUIT	
<b>Ask to Be Included (Opt-In)</b>	<p><b>Participate in this lawsuit.</b></p> <p>If you are eligible and ask to be included, the Court will include you in the Classes. You will have the right to a portion of any money that results from the Court’s decision in this case. You will be bound by any judgment or order in this case, both favorable and unfavorable. This means that if you join one or both of the Classes, you will not be able to sue the United States separately for the same legal claims. This also means that if the United States is successful in defending this action, you will not be able to sue again.</p>
<b>Do Nothing</b>	<p><b>Keep the right to sue the United States separately.</b></p> <p>If you do nothing, the Court will not include you in the Classes. You will not receive any money as a result of any Court order in this case and you will not be bound by any order or judgment. You will keep the right to hire your own lawyer or proceed without counsel to sue the United States separately.</p>

**WHAT IS IN THIS NOTICE**

BASIC INFORMATION.....2

INFORMATION ABOUT THIS LAWSUIT.....3

INFORMATION ABOUT MEMBERS OF THE CLASSES..... 4

YOUR OPTIONS AND RIGHTS..... 4

THE LAWYER FOR THE CLASSES..... 5

SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES..... 6

OBTAINING MORE INFORMATION..... 6

THE UNITED STATES COURT OF FEDERAL CLAIMS

STARR INTERNATIONAL COMPANY, INC., on its behalf and on behalf of a class of others similarly situated,

Plaintiff,

v.

THE UNITED STATES,

Defendant,

AMERICAN INTERNATIONAL GROUP, INC.,

Nominal Defendant.

No. 11-00779C (TCW)

**NOTICE OF OPPORTUNITY TO PARTICIPATE IN A CLASS ACTION**

**A Court has authorized this Notice. This is not a solicitation from a lawyer.**

**THIS NOTICE MAY AFFECT YOUR RIGHTS; PLEASE READ CAREFULLY.**

**TO: All persons or entities who held shares of American International Group, Inc. ("AIG") Common Stock: (a) on or before September 16, 2008 and who owned those shares as of September 22, 2008; and/or (b) on June 30, 2009 and were entitled to vote those shares at the annual shareholder meeting held on that date.**

BASIC INFORMATION

1. Why did I receive this Notice?

AIG's corporate records show that you owned one or more shares of AIG common stock:

(a) on or before September 16, 2008 and that you owned those shares as of September 22, 2008; and/or (b) on June 30, 2009 and were entitled to vote those shares at the annual shareholder meeting held on that date.

The purpose of this Notice is to inform you of a Class Action lawsuit ("Class Action") brought against the United States, to advise you of how your rights may be affected by this Action, and to instruct you on the procedures to make a claim if you choose to do so.

The United States Court of Federal Claims permitted the attorney for the named Plaintiff, Starr International Company, Inc. ("Starr"), to send this Notice. However, the Court has taken no position on whether any individual should join the Class Action or whether the claims will be successful.

2. What is this lawsuit about?

Starr filed a lawsuit against the United States in the Court of Federal Claims on November 21, 2011 on its behalf and on behalf of all other AIG Common Stock shareholders: (a) who were shareholders on or before September 16, 2008 and who held that stock on September 22, 2008; and/or (b) who were shareholders as of June 30, 2009 and were eligible to vote those shares at AIG's annual shareholder meeting held on that date.

Two of the primary issues in this lawsuit are: (a) whether the Government in September 2008 illegally exacted and/or took without just compensation a 79.9% equity and voting interest in AIG; and (b) whether the reverse stock split on June 30, 2009 constituted an illegal exaction and/or a taking without just compensation of the AIG common shareholders' right to prevent the United States from further diluting their ownership interests in AIG. The answer to question 5 contains more details about Starr's allegations.

3. What is a class action? Who is involved?

In a class action, one or more people or entities called “Class Representatives” (in this case, Starr) sue on behalf of other people or entities who have similar claims. Together these people and entities are a “Class” or “Class Members.” In this case, the United States is the defendant. In this Class Action, one judge of the United States Court of Federal Claims will resolve the issues for all Class Members who choose to join the lawsuit. You will **not** be included in the Class unless you mail a consent form postmarked by the deadline set by the Court (see the answer to Question 10 for more details).

4. Why is this lawsuit a Class Action?

Rule 23 of the Rules of the United States Court of Federal Claims is the rule that governs class actions in this Court. On March 11, 2013, the Court ruled that the lawsuit meets the Rule 23 requirements and may proceed as a Class Action.

In particular, the Court held that this Action met the commonality, typicality, adequacy and superiority requirements of Rule 23, granted Starr’s motion to certify this Action as a Class Action, and designated David Boies of the firm Boies, Schiller & Flexner LLP as counsel of record for the Classes.

The Court’s decision certifying this Action as a Class Action contains more information about why the Court has allowed this lawsuit to proceed as a Class Action, and can be found at: [www.starrtakingsclaim.com](http://www.starrtakingsclaim.com).

INFORMATION ABOUT THIS LAWSUIT

5. What does this lawsuit complain about?

Starr alleges that in September 2008, in the midst of a global financial crisis, the Government illegally exacted and/or took without just compensation a 79.9% equity and voting interest in AIG in violation of the Fifth Amendment to the United States Constitution, which requires payment of just compensation when the Government takes private property for a public purpose.

Starr also alleges the Government lacked the authority to take an ownership interest in a private corporation in connection with an emergency loan. Specifically, Starr alleges that the statute giving the Federal Reserve Bank of New York (FRBNY) the authority to make emergency loans, Section 13(3) of the Federal Reserve Act, 12 U.S.C. § 343, authorized the bank to charge interest and obtain security for the loan, but did not permit the grant of an equity interest as a condition of the loan.

Starr also alleges that the Government orchestrated a reverse stock split, voted on as Proposal 4 at the June 30, 2009 annual shareholder meeting, to circumvent the purported right of AIG common shareholders under the September 22, 2008 Credit Agreement, the March 1, 2009 Stock Purchase Agreement, Delaware law and AIG’s Charter, to prevent further dilution of their ownership interests in AIG.

6. What is the United States’ response to the allegations?

The United States denies that there was a Fifth Amendment Taking or an illegal exaction, and denies that the named Plaintiff or potential class members are entitled to compensation for a Fifth Amendment Taking or illegal exaction, among other defenses.

7. Has the Court decided who is right?

No. The Court has not decided whether the United States or the Plaintiff is correct. The Court does not, by certifying the Classes and issuing this Notice, suggest the Plaintiff will win or lose. The Plaintiff has the burden to prove its claims at a trial to be held at a later date. The litigation is currently in the pre-trial stage called discovery.

8. What does the Class Action ask for?

Plaintiff is seeking compensation for the value of the ownership interests in AIG that it alleges were illegally exacted and/or taken by the Government from Plaintiff and the Classes.

9. Is there money available now?

No. No money will be payable to Plaintiffs or the Classes unless and until the United States Court of Federal Claims decides that the United States did something wrong and that Plaintiff and any other Class Members are entitled to compensation. There is no guarantee that money will ever be obtained. If it is, and you have decided to join the Class Action, you will be notified about how to ask for your share of any money that is awarded.

## INFORMATION ABOUT MEMBERS OF THE CLASSES

### 10. Am I a part of this Class Action?

You will have to decide whether to join this Class Action. You are not a Class Member unless and until you fill out and return the form found at the end of this Notice. Rule 23 of the Rules of the United States Court of Federal Claims requires that Class Members “opt-in” to a class action with these forms. If you fit the description in the next question, you have the right to choose to opt-in and become a Class Member.

### 11. Who can join the Class?

The Court decided that the two Classes may consist of:

- A. The Credit Agreement Class: “All persons or entities who held shares of AIG Common Stock on or before September 16, 2008 and who owned those shares as of September 22, 2008, excluding Defendant, any directors, officers, political appointees, and affiliates thereof, as well as members of the immediate families of Jill M. Considine, Chester B. Feldberg, Douglas L. Foshee, and Peter A. Langerman.”
- B. The Stock Split Class: “All persons or entities who owned shares of AIG Common Stock on June 30, 2009 and were eligible to vote those shares at the annual shareholder meeting held on that date, excluding Defendant, any directors, officers, political appointees and affiliates thereof, as well as members of the immediate families of Jill M. Considine, Chester B. Feldberg, Douglas L. Foshee, and Peter A. Langerman.”

The Court’s description was written only for the purpose of determining the identity of possible members of the two Classes. The fact that the Court wrote this description does not mean the Court has decided that the United States has any liability whatsoever for any claims alleged by Plaintiff or the Classes.

### 12. What should I do if I am not sure if I can join one or both of the Classes?

If you are unsure whether you are eligible to join a Class, you may contact the Claims Administrator retained by the lawyer representing the Classes in this case using the contact information provided below.

## YOUR OPTIONS AND RIGHTS

### 13. How can I join the Class?

If you owned AIG common stock on or before September 16, 2008 and held that stock as of September 22, 2008, you have a right to participate in this lawsuit as a member of the Credit Agreement Class. If you owned AIG common stock on June 30, 2009 and were eligible to vote those shares at the annual shareholder meeting on that day, you have a right to participate in this lawsuit as a member of the Stock Split Class. If you qualify for both Classes, you may participate in this lawsuit as a member of both Classes.

Enclosed is a document titled “Class Action Enrollment Form.” If you choose to join this lawsuit and participate in any potential recovery, you should read, sign, and return the Enrollment Form:

By U. S. mail to the Claims Administrator at the following address:

Starr v. The United States of America  
c/o Rust Consulting, Inc.  
P.O. Box 2432  
Faribault, MN 55021-9132

By Email to: [info@starrtakingsclaim.com](mailto:info@starrtakingsclaim.com)

The Enrollment Form must be submitted by email or if mailed, postmarked, by 11:59 PM Eastern Standard Time on September 16, 2013.

### 14. What will happen when I join this Class Action?

If you choose to join this Class Action, you will be bound by any ruling, judgment, or award. You will be bound by all decisions of Starr and Class Counsel concerning the method and manner of conducting the litigation. This is true whether the ruling is in your favor or not. Similarly, you will be bound by, and can share in, any settlement reached on behalf of the Class. Any person or entity who submits an enrollment form to join one or both of the classes need not appear in Court in order to participate. Ultimately, the Judge will rule on whether you are entitled to compensation and, if so, the amount of compensation owed to you.

15. Will joining the Class cost me any money?

You will not have to pay any money out of pocket to participate in the Class Action. If either or both of the Classes is successful in this litigation, however, Class Counsel will ask the Court's permission to be compensated for litigating this case and representing the successful Classes. Any sums received by Class Counsel in compensation will be deducted from any recovery, which will proportionately reduce the amount of any award each Class Member receives.

Although you will not have to pay anything out of pocket, it is possible that you may be required to provide documents to the defendant or to testify under oath at a deposition or at trial. In order to receive a payment, you will need to provide documents establishing your ownership of AIG Common Stock in the relevant time periods.

16. What happens if I do not join this Class Action?

If you do not join this Class Action, you will not be bound by any ruling, judgment, award, or settlement in this case. You also will not receive any portion of the recovery in the lawsuit, if the Class wins the suit. If you do not want to join either Class, you do not need to do anything in response to this Notice. You are free to file a lawsuit on your own behalf. Claims under the Fifth Amendment of the Constitution must be brought in the United States Court of Federal Claims within six (6) years of the date the claim accrued.

THE LAWYER FOR THE CLASSES

17. Do I have a lawyer in this case to represent me?

The Court has decided that David Boies, with the support of the law firms Boies, Schiller & Flexner LLP and Skadden, Arps, Slate, Meagher & Flom LLP, is qualified to represent you and all Members of the Classes. Mr. Boies is called "Class Counsel." Class Counsel has experience handling this type of lawsuit. More information about Class Counsel and the law firms is available at: [www.bsflp.com](http://www.bsflp.com) and [www.skadden.com](http://www.skadden.com).

18. Should I get my own lawyer?

You do not need to hire your own lawyer because Class Counsel will work on your behalf and represent your interests if you join the Class. You have the right to have your own lawyer. Your own lawyer can appear in court for you if you want someone other than Class Counsel to speak on your behalf. If you choose to hire your own lawyer, you will have to pay that lawyer.

19. How will Class Counsel be paid?

If either or both of the Classes is successful in this litigation, Class Counsel will ask the Court's permission to be compensated for litigating this case and representing the successful Classes. Any award to Class Counsel will proportionately reduce the amount of any award each Class Member receives. The Court will order notice to Class Members before it awards any fees, and you will have an opportunity to object to a fee request at the appropriate time.

20. How and when will the Court decide this case?

If the case is not resolved by a settlement or otherwise, the Class Counsel will have to prove the claims of Plaintiff and the Classes at a trial. It is currently anticipated that the trial will take place in the Fall of 2014. The parties are currently in the pre-trial discovery phase, during which they are exchanging information about the facts of the case. At a trial, the judge would hear all of the evidence to reach a decision about whether the Plaintiff or Defendant is right about the claims in this case.

21. Do I need to go to the trial?

You do not need to attend the trial. The Class Counsel will present the case on behalf of all Class Members. You and/or your own lawyer are welcome, and entitled, to attend the trial at your own expense.

22. Will I get any money after the trial?

If either or both of the Classes are successful and obtain money as a result of the trial or a settlement, you will be notified about how to participate and receive your share. The parties at this time do not know how long this will take.

## SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES

If you owned AIG common stock (as defined herein) during the Class Periods for the beneficial interest of a person or organization other than yourself, then, within ten (10) days after you receive this Notice, you must, at your option, either (i) send this Notice and Class Action Enrollment Form to the Beneficial Owner, or (ii) request the Claims Administrator to send you additional copies of this Notice and Class Action Enrollment Form sufficient to deliver to all Beneficial Owners, and within ten (10) days after receipt thereof make such delivery to all Beneficial Owners, or (iii) provide a list of the names and addresses or email addresses of all Beneficial Owners to the Claims Administrator, who will send those Persons a copy of this Notice and the Class Action Enrollment Form by first class mail or email. Nominees who elect to themselves deliver the Notice and Class Action Enrollment Form to their Beneficial Owners shall send a statement certifying to the Claims Administrator confirming that the delivery has been made as directed.

If you choose to deliver the Notice and Class Action Enrollment Form yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the delivery, by submitting a request to:

Starr v. The United States of America  
c/o Rust Consulting, Inc.  
P.O. Box 2432  
Faribault, MN 55021-9132

Regardless of whether you choose to complete the delivery yourself or elect to have the delivery performed for you, you may obtain reimbursement for reasonable administrative costs actually incurred in connection with forwarding the Notice and Class Action Enrollment Form and which would not have been incurred but for the obligation to forward the Notice and Class Action Enrollment Form, upon submission of appropriate documentation supporting your costs actually incurred to the Claims Administrator. The Claims Administrator has also maintained on its website pdf versions of this Notice and the Class Action Enrollment Form.

### OBTAINING MORE INFORMATION

You can obtain additional information about this lawsuit or this Notice by contacting the Claims Administrator retained by the lawyer representing the Classes:

Starr v. The United States of America  
c/o Rust Consulting, Inc.  
P.O. Box 2432  
Faribault, MN 55021-9132

Email: [info@starrtakingsclaim.com](mailto:info@starrtakingsclaim.com)  
Toll Free Number: 1-877-497-5920

You can visit the following website for other information: [www.starrtakingsclaim.com](http://www.starrtakingsclaim.com).

**PLEASE DO NOT CONTACT THE COURT REGARDING THIS NOTICE.**