SERIES F FIXED RATE NON-CUMULATIVE PERPETUAL PREFERRED STOCK
($0 INITIAL LIQUIDATION PREFERENCE)

NUMBER
1

SHARES
300,000

CUSIP 026874 149

AMERICAN INTERNATIONAL GROUP, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE
THIS CERTIFICATE IS TRANSFERABLE
IN THE CITY OF SOUTH ST. PAUL, MINNESOTA

THE SECURITIES REPRESENTED BY THIS INSTRUMENT HAVE NOT BEEN
REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE
"SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE AND MAY NOT BE
TRANSFERRED, SOLD OR OTHERWISE DISPOSED OF (A) AT ANY TIME ON OR
PRIOR TO THE TERMINATION DATE AND (B) AT ANY TIME AFTER THE
TERMINATION DATE EXCEPT WHILE A REGISTRATION STATEMENT RELATING
THERETO IS IN EFFECT UNDER THE SECURITIES ACT AND APPLICABLE STATE
SECURITIES LAWS OR PURSUANT TO AN EXEMPTION FROM REGISTRATION
UNDER THE SECURITIES ACT OR SUCH LAWS. EACH PURCHASER OF THE
SECURITIES REPRESENTED BY THIS INSTRUMENT IS NOTIFIED THAT THE SELLER
MAY BE RELYING ON THE EXEMPTION FROM SECTION 5 OF THE SECURITIES ACT
PROVIDED BY RULE 144A THEREUNDER. ANY TRANSFEREE OF THE SECURITIES
REPRESENTED BY THIS INSTRUMENT BY ITS ACCEPTANCE HEREOF (1)
REPRESENTS THAT IT IS A "QUALIFIED INSTITUTIONAL BUYER" (AS DEFINED IN
RULE 144A UNDER THE SECURITIES ACT), (2) AGREES THAT IT WILL NOT OFFER,
SELL OR OTHERWISE TRANSFER THE SECURITIES REPRESENTED BY THIS
INSTRUMENT EXCEPT (A) PURSUANT TO A REGISTRATION STATEMENT WHICH IS
THEN EFFECTIVE UNDER THE SECURITIES ACT, (B) FOR SO LONG AS THE
SECURITIES REPRESENTED BY THIS INSTRUMENT ARE ELIGIBLE FOR RESALE
PURSUANT TO RULE 144A, TO A PERSON IT REASONABLY BELIEVES IS A
"QUALIFIED INSTITUTIONAL BUYER" AS DEFINED IN RULE 144A UNDER THE
SECURITIES ACT THAT PURCHASES FOR ITS OWN ACCOUNT OR FOR THE
ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER TO WHOM NOTICE IS GIVEN
THAT THE TRANSFER IS BEING MADE IN RELIANCE ON RULE 144A, (C) TO THE
ISSUER OR (D) PURSUANT TO ANY OTHER AVAILABLE EXEMPTION FROM THE
REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND (3) AGREES THAT
IT WILL GIVE TO EACH PERSON TO WHOM THE SECURITIES REPRESENTED BY
THIS INSTRUMENT ARE TRANSFERRED A NOTICE SUBSTANTIALLY TO THE
EFFECT OF THIS LEGEND.

This is to certify that the UNITED STATES DEPARTMENT OF THE TREASURY is
the owner of THREE HUNDRED THOUSAND (300,000) fully paid and non-assessable shares
of Series F Fixed Rate Non-Cumulative Perpetual Preferred Stock, $5.00 par value, initial liquidation preference $0 per share (the “Stock”), of the American International Group, Inc. (the “Company”), transferable on the books of the Company by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed. Capitalized terms used herein but not defined shall have the respective meanings given them in the Certificate of Designations for the Stock dated April 17, 2009.

This certificate is not valid or obligatory for any purpose unless countersigned and registered by the Transfer Agent and Registrar.

Witness the facsimile seal of the Company and the facsimile signatures of its duly authorized officers.

Dated: April 17, 2009

Anastasia D. Kelly
Name: Anastasia D. Kelly
Title: Vice Chairman

Kathleen E. Shannon
Name: Kathleen E. Shannon
Title: Secretary

COUNTERSIGNED AND REGISTERED:
WELLS FARGO BANK, N.A., AS TRANSFER AGENT AND REGISTRAR

By: 
Authorized Signature
AMERICAN INTERNATIONAL GROUP, INC.

AMERICAN INTERNATIONAL GROUP, INC. (the "Company") will furnish, without charge to each stockholder who so requests, a copy of the certificate of designations establishing the powers, preferences and relative, participating, optional or other special rights of each class of stock of the Company or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights applicable to each class of stock of the Company or series thereof. Such information may be obtained by a request in writing to the Secretary of the Company at its principal place of business.

This certificate and the share or shares represented hereby are issued and shall be held subject to all of the provisions of the Company's Restated Certificate of Incorporation, as amended, and the Certificate of Designations of the Series F Fixed Rate Non-Cumulative Perpetual Preferred Stock (Initial Liquidation Preference $0 per share) (copies of which are on file with the Transfer Agent), to all of which the holder, by acceptance hereof, assents.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full to applicable laws or regulations:

<table>
<thead>
<tr>
<th>Abbreviation</th>
<th>Meaning</th>
</tr>
</thead>
<tbody>
<tr>
<td>TEN COM</td>
<td>as tenants in common</td>
</tr>
<tr>
<td>TEN ENT</td>
<td>as tenants by the entireties</td>
</tr>
<tr>
<td>JT TEN</td>
<td>as joint tenants with right of survivorship and not as tenants in common</td>
</tr>
<tr>
<td>UNIF GIFT MIN ACT-</td>
<td>Custodian</td>
</tr>
<tr>
<td></td>
<td>(Minor) (Cust)</td>
</tr>
<tr>
<td></td>
<td>under Uniform Gifts to Minors Act (State)</td>
</tr>
</tbody>
</table>

Additional abbreviations may also be used though not in the above list.

For value received, ______________ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

______________________________

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE

______________________________

shares of the capital stock represented by the within certificate, and do(es) hereby irrevocably constitute and appoint ______________________, Attorney to transfer the said stock on the books of the within named Company with full power of substitution in the premises.
Dated

Signature

NOTICE: The signature to this assignment must correspond with the name as written upon the face of this certificate in every particular, without alteration or enlargement or any change whatever.

SIGNATURE GUARANTEED

NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.
SCHEDULE OF INCREASES
OF THE SERIES F PREFERRED STOCK LIQUIDATION PREFERENCE

The following increases to the liquidation preference of the Series F Preferred Stock have been made:

<table>
<thead>
<tr>
<th>Date of increase</th>
<th>Amount of increase in liquidation preference</th>
<th>Aggregate liquidation preference following such increase</th>
<th>Liquidation preference per share</th>
<th>Signature of authorized signatory</th>
</tr>
</thead>
</table>