

AMERICAN INTERNATIONAL GROUP, INC.
REGULATORY, COMPLIANCE AND LEGAL COMMITTEE CHARTER
(Amended March 15, 2006)

I. Purpose of Committee

The Regulatory, Compliance and Legal Committee (the “Committee”) of the Board of Directors (the “Board”) of American International Group, Inc. (“AIG”) assists the Board in its oversight of AIG’s handling of legal, regulatory and compliance matters. The Committee has the authority to take such steps as it deems necessary and appropriate in providing such oversight, but the Board reserves the right to approve the settlement or disposition of any legal, regulatory or compliance matter that requires Board involvement or action.

II. Committee Membership

The Committee shall be comprised of at least three non-management directors, each of whom shall serve at the pleasure of the Board and a majority of whom shall be “independent” under the rules of the New York Stock Exchange, Inc. (“NYSE”). The Board shall appoint a Chairman of the Committee.

Determinations of independence shall be made by the Board as the Board interprets such qualifications in its business judgment and in accordance with applicable law and regulation and Securities and Exchange Commission (“SEC”) and NYSE rules and standards.

III. Organization

The Committee will meet at least four times a year or more frequently as it deems necessary or appropriate to carry out its responsibilities.

The Chairman shall in consultation with other Committee members, set the agenda for and preside at meetings of the Committee. The Secretary of AIG or another designated individual shall record and keep minutes of all Committee meetings.

IV. Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

- A. To review periodically with management, including the General Counsel, the Chief Compliance Officer and the Chief Regulatory Officer, if any, any correspondence with, or other action by, regulators or governmental agencies, any significant legal matters and AIG’s compliance with applicable law and regulation.
- B. Jointly with the Audit Committee of the Board, to review periodically with the Chief Internal Auditor the communication and coordination between AIG’s internal audit and legal, regulatory and compliance functions.
- C. To take any actions which the Committee deems necessary and appropriate on behalf of the Board in connection with the indemnification of directors, officers and employees pursuant to AIG’s Restated Certificate of Incorporation, as amended and By-Laws, including the advancement of legal fees and expenses in any pending or threatened legal action or proceeding.

- D. Through one or more of its members, to serve as the representative of the Board to AIG's regulators, enabling direct communication from regulators to the Board on matters deemed appropriate by such regulators.
- E. To oversee the development of such compliance policies and procedures as management and the Board consider appropriate or necessary.
- F. To review periodically the implementation and effectiveness of AIG's compliance program, including violations of AIG's Code of Conduct and AIG's Director, Executive Officer and Senior Financial Officer Code of Business Conduct and Ethics;
- G. To establish and maintain procedures for the receipt, retention and treatment of complaints received by AIG regarding compliance related matters whether through the AIG Compliance Help Line or otherwise; and
- H. To oversee the education and training of, and communications with, employees to ensure that AIG's policies and procedures on compliance are properly disseminated, understood and followed.

Other Duties and Responsibilities.

- A. To present a summary of the actions taken at each Committee meeting to the Board.
- B. To exercise such other powers and authority as the Board shall, from time to time, confer upon it.

V. Committee Self-Assessment

The Committee shall conduct an annual evaluation of its performance and report the results of such review to the Board. In connection with that annual review, the Committee shall also recommend to the Board any modifications of this Charter that the Committee deems necessary or appropriate. The format of the self-assessment shall be determined by the Committee.

VI. Resources and Authority of the Committee

The Committee shall have direct access to, and complete and open communication with, senior management and may obtain advice and assistance from internal legal, accounting, and other advisors to assist it. In performing its functions, the Committee is entitled to rely on the findings of fact, advice, reports and opinions of management as well as legal, accounting and other advisors retained by AIG. The Committee may retain, if appropriate, independent legal, accounting, and other advisors to assist it, and may determine the compensation of such advisors, and AIG shall be responsible for any costs or expenses so incurred.