

**American International Group, Inc.  
70 Pine Street  
New York, NY 10270**

To: *Tom Baster*

Fax: *(212) 420-2252*

From: **The Office of Bob Willumstad**

Date:

Re:

Pages:

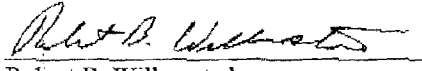
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**If you have any questions please don't hesitate to call Michele Cooper at 212/770-5601 or Patricia Crowe at 212/770-5702.**

September 16, 2008

American International Group, Inc. ("AIG") hereby agrees to and accepts the summary of terms for the Senior Bridge Facility presented to AIG by the Federal Reserve Bank of New York.

  
Robert B. Willumstad